0001193125-24-036595S-1 Sable Offshore Corp. 20240214202402141721471721471721472147 0 0001193125-24-036595 S-1 61 20240214 20240214 Sable Offshore Corp. 0001831481 1311 853514078 DE 1231 S-1 33 333-277072 24640670 700 MILAM STREET SUITE 3300 HOUSTON TX 77002 (713) 579-8007 700 MILAM STREET SUITE 3300 HOUSTON TX 77002 Flame Acquisition Corp. 20201105 S-1 1 d791997ds1.htm S-1 S-1 Table of Contents false0001831481 0001831481 2022-12-31 0001831481 2023-09-30 0001831481 2021-12-31 0001831481 2022-01-01 2022-12-31 0001831481 2023-01-01 2023-09-30 0001831481 2021-01-01 2021-12-31 0001831481 2023-07-01 2023-09-30 0001831481 2022-07-01 2022-09-30 0001831481 2022-01-01 2022-09-30 0001831481 2022-01-01 2022-03-31 0001831481 2023-04-01 2023-06-30 0001831481 2023-01-01 2023-03-31 0001831481 2021-03-01 2021-03-01 0001831481 2022-04-01 2022-06-30 0001831481 2023-08-31 2023-08-31 0001831481 2023-03-02 2023-03-02 0001831481 2023-08-31 0001831481 2023-03-02 0001831481 2022-08-16 0001831481 2020-01-01 2020-12-31 0001831481 2023-08-29 2023-08-29 0001831481 2023-08-29 0001831481 2020-12-31 0001831481 2022-09-30 0001831481 2023-03-31 0001831481 2022-06-30 0001831481 2022-03-31 0001831481 2023-06-30 0001831481 us-gaap:CommonClassBMember 2021-12-31 0001831481 us-gaap:CommonClassAMember 2021-12-31 0001831481 us-gaap:MeasurementInputRiskFreeInterestRateMember us-gaap:FairValueInputsLevel3Member soc:OtherPrivatePlacementWarrantsMember 2021-12-31 0001831481 us-gaap:MeasurementInputExpectedDividendRateMember us-gaap:FairValueInputsLevel3Member soc:OtherPrivatePlacementWarrantsMember 2021-12-31 0001831481 us-gaap:MeasurementInputOptionVolatilityMember us-gaap:FairValueInputsLevel3Member soc:OtherPrivatePlacementWarrantsMember 2021-12-31 0001831481 us-gaap:MeasurementInputMaturityMember us-gaap:FairValueInputsLevel3Member soc:OtherPrivatePlacementWarrantsMember 2021-12-31 0001831481 us-gaap:MeasurementInputExercisePriceMember us-gaap:FairValueInputsLevel3Member soc:OtherPrivatePlacementWarrantsMember 2021-12-31 0001831481 us-gaap:MeasurementInputSharePriceMember us-gaap:FairValueInputsLevel3Member soc:OtherPrivatePlacementWarrantsMember 2021-12-31 0001831481 us-gaap:MeasurementInputExpectedDividendRateMember us-gaap:FairValueInputsLevel3Member soc:ConvertiblePromissoryNotesRelatedPartiesMember 2021-12-31 0001831481 us-gaap:MeasurementInputRiskFreeInterestRateMember us-gaap:FairValueInputsLevel3Member soc:ConvertiblePromissoryNotesRelatedPartiesMember 2021-12-31 0001831481 us-gaap:MeasurementInputOptionVolatilityMember us-gaap:FairValueInputsLevel3Member soc:ConvertiblePromissoryNotesRelatedPartiesMember 2021-12-31 0001831481 us-gaap:MeasurementInputExpectedTermMember us-gaap:FairValueInputsLevel3Member soc:ConvertiblePromissoryNotesRelatedPartiesMember 2021-12-31 0001831481 us-gaap:MeasurementInputExercisePriceMember us-gaap:FairValueInputsLevel3Member soc:ConvertiblePromissoryNotesRelatedPartiesMember 2021-12-31 0001831481 us-gaap:MeasurementInputSharePriceMember us-gaap:FairValueInputsLevel3Member soc:ConvertiblePromissoryNotesRelatedPartiesMember 2021-12-31 0001831481 us-gaap:FairValueMeasurementsRecurringMember us-gaap:FairValueInputsLevel3Member soc:PrivateWarrantsMember 2021-12-31 0001831481 soc:PublicWarrantsMember us-gaap:FairValueInputsLevel1Member us-gaap:FairValueMeasurementsRecurringMember 2021-12-31 0001831481 us-gaap:FairValueMeasurementsRecurringMember us-gaap:FairValueInputsLevel1Member soc:U.s.MoneyMarketAndTreasurySecuritiesHeldInTrustAccountMember 2021-12-31 0001831481 us-gaap:DomesticCountryMember country:US 2021-12-31 0001831481 us-gaap:FairValueInputsLevel3Member us-gaap:FairValueMeasurementsRecurringMember 2021-12-31 0001831481 us-gaap:MeasurementInputExpectedTermMember soc:PromissoryNoteMember us-gaap:FairValueInputsLevel3Member 2021-12-31 0001831481 us-gaap:MeasurementInputSharePriceMember us-gaap:FairValueInputsLevel3Member soc:PromissoryNoteMember 2021-12-31 0001831481 us-gaap:MeasurementInputExpectedDividendRateMember us-gaap:FairValueInputsLevel3Member soc:PromissoryNoteMember 2021-12-31 0001831481 us-gaap:MeasurementInputRiskFreeInterestRateMember us-gaap:FairValueInputsLevel3Member soc:PromissoryNoteMember 2021-12-31 0001831481 us-gaap:MeasurementInputOptionVolatilityMember us-gaap:FairValueInputsLevel3Member soc:PromissoryNoteMember 2021-12-31 0001831481 us-gaap:MeasurementInputExercisePriceMember us-gaap:FairValueInputsLevel3Member soc:PromissoryNoteMember 2021-12-31 0001831481 soc:FirstWorkingCapitalLoanMember 2021-12-31 0001831481 soc:SecondWorkingCapitalLoanMember 2021-12-31 0001831481 us-gaap:CommonClassAMember 2022-12-31 0001831481 us-gaap:CommonClassBMember 2022-12-31 0001831481 soc:PublicWarrantsMember 2022-12-31 0001831481 soc:PublicWarrantsMember soc:ProspectiveWarrantRedemptionMember soc:RedemptionOfWarrantsForCashMember 2022-12-31 0001831481 soc:RedemptionOfWarrantsForClassACommonStockMember soc:ProspectiveWarrantRedemptionMember soc:PublicWarrantsMember 2022-12-31 0001831481 soc:ProspectiveWarrantRedemptionMember soc:PublicWarrantsMember 2022-12-31 0001831481 soc:PublicWarrantsMember soc:ProspectiveWarrantRedemptionMember soc:TriggerPriceOneMember 2022-12-31 0001831481 soc:TriggerPriceTwoMember soc:ProspectiveWarrantRedemptionMember soc:PublicWarrantsMember 2022-12-31 0001831481 us-gaap:CommonClassBMember soc:DeterminationOfPriceOfClassACommonStockForACertainPeriodBasedOnWhichLockInPeriodOfClassBCommonStockWillBeDeterminedMember 2022-12-31 0001831481 us-gaap:IPOMember 2022-12-31 0001831481 soc:SponsorMember soc:SharePriceMoreThanOrEqualsToUsdTwelveMember 2022-12-31 0001831481 soc:PublicWarrantsMember us-gaap:CommonClassAMember 2022-12-31 0001831481 soc:WorkingCapitalLoansMember 2022-12-31 0001831481 us-gaap:PrivatePlacementMember 2022-12-31 0001831481 us-gaap:MeasurementInputExpectedDividendRateMember us-gaap:FairValueInputsLevel3Member soc:ConvertiblePromissoryNotesRelatedPartiesMember 2022-12-31 0001831481 us-gaap:MeasurementInputRiskFreeInterestRateMember us-gaap:FairValueInputsLevel3Member soc:ConvertiblePromissoryNotesRelatedPartiesMember 2022-12-31 0001831481 us-gaap:MeasurementInputOptionVolatilityMember us-gaap:FairValueInputsLevel3Member soc:ConvertiblePromissoryNotesRelatedPartiesMember 2022-12-31 0001831481 us-gaap:MeasurementInputExpectedTermMember us-gaap:FairValueInputsLevel3Member soc:ConvertiblePromissoryNotesRelatedPartiesMember 2022-12-31 0001831481 us-gaap:MeasurementInputExercisePriceMember us-gaap:FairValueInputsLevel3Member soc:ConvertiblePromissoryNotesRelatedPartiesMember 2022-12-31 0001831481 us-gaap:MeasurementInputSharePriceMember us-gaap:FairValueInputsLevel3Member soc:ConvertiblePromissoryNotesRelatedPartiesMember 2022-12-31 0001831481 us-gaap:MeasurementInputExpectedDividendRateMember us-gaap:FairValueInputsLevel3Member soc:OtherPrivatePlacementWarrantsMember 2022-12-31 0001831481 us-gaap:MeasurementInputRiskFreeInterestRateMember us-gaap:FairValueInputsLevel3Member soc:OtherPrivatePlacementWarrantsMember 2022-12-31 0001831481 us-gaap:MeasurementInputOptionVolatilityMember us-gaap:FairValueInputsLevel3Member soc:OtherPrivatePlacementWarrantsMember 2022-12-31 0001831481 us-gaap:FairValueInputsLevel3Member us-gaap:MeasurementInputMaturityMember soc:OtherPrivatePlacementWarrantsMember 2022-12-31 0001831481 us-gaap:MeasurementInputExercisePriceMember us-gaap:FairValueInputsLevel3Member soc:OtherPrivatePlacementWarrantsMember 2022-12-31 0001831481 us-gaap:MeasurementInputSharePriceMember us-gaap:FairValueInputsLevel3Member soc:OtherPrivatePlacementWarrantsMember 2022-12-31 0001831481 soc:ConvertiblePromissoryNotesRelatedPartiesMember 2022-12-31 0001831481 us-gaap:CommercialPaperMember 2022-12-31 0001831481 soc:UpdatedPromissoryNoteMember 2022-12-31 0001831481 soc:WorkingCapitalLoanMember 2022-12-31 0001831481 us-gaap:FairValueMeasurementsRecurringMember us-gaap:FairValueInputsLevel1Member soc:PublicWarrantsMember 2022-12-31 0001831481 us-gaap:FairValueMeasurementsRecurringMember us-gaap:FairValueInputsLevel3Member soc:PrivateWarrantsMember 2022-12-31 0001831481 us-gaap:FairValueInputsLevel1Member us-gaap:FairValueMeasurementsRecurringMember soc:U.s.MoneyMarketAndTreasurySecuritiesHeldInTrustAccountMember 2022-12-31 0001831481 us-gaap:FairValueMeasurementsRecurringMember us-gaap:FairValueInputsLevel1Member soc:U.s.MoneyMarketFundsHeldInTrustAccountMember 2022-12-31 0001831481 soc:ThirdWorkingCapitalLoanMember 2022-12-31 0001831481 us-gaap:DomesticCountryMember country:US 2022-12-31 0001831481 soc:SecondWorkingCapitalLoanMember 2022-12-31 0001831481 us-gaap:FairValueMeasurementsRecurringMember us-gaap:FairValueInputsLevel3Member 2022-12-31 0001831481 us-gaap:MeasurementInputExpectedTermMember soc:PromissoryNoteMember us-gaap:FairValueInputsLevel3Member 2022-12-31 0001831481 us-gaap:MeasurementInputSharePriceMember us-gaap:FairValueInputsLevel3Member soc:PromissoryNoteMember 2022-12-31 0001831481 us-gaap:MeasurementInputExpectedDividendRateMember us-gaap:FairValueInputsLevel3Member soc:PromissoryNoteMember 2022-12-31 0001831481 us-gaap:MeasurementInputRiskFreeInterestRateMember us-gaap:FairValueInputsLevel3Member soc:PromissoryNoteMember 2022-12-31 0001831481 us-gaap:MeasurementInputOptionVolatilityMember us-gaap:FairValueInputsLevel3Member soc:PromissoryNoteMember 2022-12-31 0001831481 us-gaap:MeasurementInputExercisePriceMember us-gaap:FairValueInputsLevel3Member soc:PromissoryNoteMember 2022-12-31 0001831481 soc:FirstWorkingCapitalLoanMember 2022-12-31 0001831481 soc:UnbilledExpensesMember 2022-12-31 0001831481 soc:Q32022PromissoryNoteMember soc:ConvertibleNotesMember 2022-12-31 0001831481 soc:ThirdWorkingCapitalLoanMember soc:ConvertibleNotesMember 2022-12-31 0001831481 soc:SecondWorkingCapitalLoanMember soc:ConvertibleNotesMember 2022-12-31 0001831481 soc:FirstWorkingCapitalLoanMember soc:ConvertibleNotesMember 2022-12-31 0001831481 soc:Q12023PromissoryNoteMember soc:PromissoryNotesMember 2022-12-31 0001831481 soc:Q42022PromissoryNoteMember soc:PromissoryNotesMember 2022-12-31 0001831481 soc:Q32022PromissoryNoteMember soc:PromissoryNotesMember 2022-12-31 0001831481 soc:ConvertibleNotesMember 2022-12-31 0001831481 soc:PromissoryNotesMember soc:SecondQ32023PromissoryNoteMember 2022-12-31 0001831481 soc:ConvertibleNotesMember soc:FirstQ32023PromissoryNoteMember 2022-12-31 0001831481 soc:PromissoryNotesMember 2022-12-31 0001831481 soc:PromissoryNotesMember soc:ThirdQ22023PromissoryNoteMember 2022-12-31 0001831481 soc:PromissoryNotesMember soc:SecondQ22023PromissoryNoteMember 2022-12-31 0001831481 soc:ConvertibleNotesMember soc:FourthQ22023PromissoryNoteMember 2022-12-31 0001831481 soc:ConvertibleNotesMember soc:FirstQ22023PromissoryNoteMember 2022-12-31 0001831481 soc:Q12023PromissoryNoteMember soc:ConvertibleNotesMember 2022-12-31 0001831481 soc:Q42022PromissoryNoteMember soc:ConvertibleNotesMember 2022-12-31 0001831481 soc:WorkingCapitalLoansMember us-gaap:RelatedPartyMember 2022-12-31 0001831481 soc:PromissoryNoteMember 2022-01-01 2022-12-31 0001831481 soc:OtherPrivatePlacementWarrantsMember 2022-01-01 2022-12-31 0001831481 soc:PublicWarrantsMember 2022-01-01 2022-12-31 0001831481 soc:RedemptionOfWarrantsForClassACommonStockMember soc:ProspectiveWarrantRedemptionMember soc:PublicWarrantsMember 2022-01-01 2022-12-31 0001831481 soc:PublicWarrantsMember soc:RedemptionOfWarrantsForCashMember soc:ProspectiveWarrantRedemptionMember 2022-01-01 2022-12-31 0001831481 soc:ProspectiveWarrantRedemptionMember soc:PublicWarrantsMember 2022-01-01 2022-12-31 0001831481 us-gaap:RetainedEarningsMember 2022-01-01 2022-12-31 0001831481 us-gaap:CommonClassBMember 2022-01-01 2022-12-31 0001831481 us-gaap:CommonClassAMember 2022-01-01 2022-12-31 0001831481 soc:DeterminationOfPriceOfClassACommonStockForACertainPeriodBasedOnWhichLockInPeriodOfClassBCommonStockWillBeDeterminedMember us-gaap:CommonClassBMember 2022-01-01 2022-12-31 0001831481 soc:SponsorMember 2022-01-01 2022-12-31 0001831481 soc:SharePriceMoreThanOrEqualsToUsdTwelveMember soc:SponsorMember 2022-01-01 2022-12-31 0001831481 us-gaap:CommercialPaperMember 2022-01-01 2022-12-31 0001831481 us-gaap:CommonClassAMember soc:RedeemableCommonStockMember 2022-01-01 2022-12-31 0001831481 us-gaap:CommonClassBMember soc:NonRedeemableCommonStockMember 2022-01-01 2022-12-31 0001831481 us-gaap:AdditionalPaidInCapitalMember 2022-01-01 2022-12-31 0001831481 soc:WarrantLiabilitiesMember 2022-01-01 2022-12-31 0001831481 us-gaap:PrivatePlacementMember 2022-01-01 2022-12-31 0001831481 soc:PublicMember 2022-01-01 2022-12-31 0001831481 soc:ConvertiblePromissoryNotesRelatedPartiesMember 2022-01-01 2022-12-31 0001831481 soc:PromissoryNoteMember us-gaap:FairValueInputsLevel12And3Member 2022-01-01 2022-12-31 0001831481 soc:TxMember 2022-01-01 2022-12-31 0001831481 soc:NonRedeemableClassBCommonStockMember 2022-01-01 2022-12-31 0001831481 soc:RedeemableClassACommonStockMember 2022-01-01 2022-12-31 0001831481 soc:RemeasurementOfClassACommonStockSubjectToPossibleRedemptionMember 2022-01-01 2022-12-31 0001831481 us-gaap:RetainedEarningsMember 2021-01-01 2021-12-31 0001831481 us-gaap:IPOMember 2021-01-01 2021-12-31 0001831481 us-gaap:CommonClassAMember soc:RedeemableCommonStockMember 2021-01-01 2021-12-31 0001831481 us-gaap:CommonClassBMember soc:NonRedeemableCommonStockMember 2021-01-01 2021-12-31 0001831481 us-gaap:AdditionalPaidInCapitalMember 2021-01-01 2021-12-31 0001831481 soc:PrivatePlacementWarrantsMember 2021-01-01 2021-12-31 0001831481 soc:PrivatePlacementWarrantsMember us-gaap:AdditionalPaidInCapitalMember 2021-01-01 2021-12-31 0001831481 soc:WarrantLiabilitiesMember 2021-01-01 2021-12-31 0001831481 us-gaap:PrivatePlacementMember 2021-01-01 2021-12-31 0001831481 soc:PublicMember 2021-01-01 2021-12-31 0001831481 soc:ConvertiblePromissoryNotesRelatedPartiesMember 2021-01-01 2021-12-31 0001831481 us-gaap:FairValueInputsLevel12And3Member soc:PromissoryNoteMember 2021-01-01 2021-12-31 0001831481 soc:NonRedeemableClassBCommonStockMember 2021-01-01 2021-12-31 0001831481 soc:RedeemableClassACommonStockMember 2021-01-01 2021-12-31 0001831481 us-gaap:IPOMember 2021-03-01 2021-03-01 0001831481 soc:PrivatePlacementWarrantsMember soc:SponsorMember 2021-03-01 2021-03-01 0001831481 us-gaap:OverAllotmentOptionMember 2021-03-01 2021-03-01 0001831481 us-gaap:IPOMember 2021-03-01 0001831481 soc:FirstWorkingCapitalLoanMember 2021-03-01 0001831481 us-gaap:CommonClassAMember soc:PublicWarrantsMember 2021-03-01 0001831481 soc:SponsorMember soc:WorkingCapitalLoansMember srt:ChiefFinancialOfficerMember 2021-03-01 0001831481 soc:SponsorMember soc:WorkingCapitalLoansMember srt:VicePresidentMember 2021-03-01 0001831481 soc:PublicMember 2021-03-01 0001831481 soc:WarrantLiabilitiesMember 2021-03-01 0001831481 us-gaap:PrivatePlacementMember 2021-03-01 0001831481 soc:ConvertiblePromissoryNotesRelatedPartiesMember 2022-03-31 0001831481 soc:ThirdWorkingCapitalLoanMember 2022-03-31 0001831481 soc:FounderSharesMember us-gaap:CommonClassBMember soc:FoundersMember 2020-11-01 2020-11-30 0001831481 soc:IntrepidFinancialPartnersMember us-gaap:CommonClassBMember 2020-11-01 2020-11-30 0001831481 soc:FlCoInvestmentMember us-gaap:CommonClassBMember 2020-11-01 2020-11-30 0001831481 soc:SponsorMember us-gaap:CommonClassBMember 2020-11-01 2020-11-30 0001831481 soc:FounderSharesMember us-gaap:CommonClassBMember soc:FoundersMember 2020-11-30 0001831481 soc:PromissoryNoteMember 2022-09-30 0001831481 us-gaap:CommonClassAMember 2022-09-30 0001831481 us-gaap:CommercialPaperMember 2020-11-25 0001831481 us-gaap:CommercialPaperMember soc:UpdatedPromissoryNoteMember 2020-11-25 0001831481 soc:SecondWorkingCapitalLoanMember 2021-12-27 0001831481 soc:PublicMember 2021-04-19 2021-04-19 0001831481 soc:ConvertiblePromissoryNotesRelatedPartiesMember 2021-08-11 2021-08-11 0001831481 soc:ConvertiblePromissoryNotesRelatedPartiesMember 2021-12-29 2021-12-29 0001831481 us-gaap:CommonClassAMember 2023-02-23 0001831481 us-gaap:CommonClassAMember us-gaap:SubsequentEventMember 2023-02-23 0001831481 us-gaap:CommonClassAMember soc:SecondExtensionMember 2023-02-23 0001831481 us-gaap:SubsequentEventMember 2023-02-23 2023-02-23 0001831481 us-gaap:SubsequentEventMember 2023-03-02 0001831481 us-gaap:SubsequentEventMember soc:WorkingCapitalLoansMember srt:MaximumMember 2023-03-03 0001831481 us-gaap:SubsequentEventMember soc:WorkingCapitalLoansMember srt:MinimumMember 2023-03-03 0001831481 soc:ThirdWorkingCapitalLoanMember 2022-03-29 0001831481 soc:PromissoryNoteMember 2022-10-31 0001831481 soc:Q42022PromissoryNoteMember 2022-10-31 0001831481 soc:SponsorMember us-gaap:SubsequentEventMember soc:UnsecuredLoanForWorkingCapitalPurposesMember 2023-02-06 0001831481 us-gaap:SubsequentEventMember soc:Q12023PromissoryNoteMember 2023-02-06 0001831481 soc:Q12023PromissoryNoteMember 2023-02-06 0001831481 soc:ConvertiblePromissoryNotesRelatedPartiesMember 2021-08-11 0001831481 soc:ConvertiblePromissoryNotesRelatedPartiesMember 2021-12-29 0001831481 soc:WorkingCapitalLoansMember us-gaap:SubsequentEventMember 2023-03-28 0001831481 us-gaap:CommercialPaperMember soc:UpdatedPromissoryNoteMember 2021-06-30 0001831481 soc:WorkingCapitalLoansMember us-gaap:SubsequentEventMember srt:MinimumMember 2023-03-24 0001831481 us-gaap:SubsequentEventMember srt:MaximumMember soc:WorkingCapitalLoansMember 2023-03-24 0001831481 soc:WorkingCapitalLoansMember srt:MinimumMember 2023-03-24 0001831481 soc:WorkingCapitalLoansMember srt:MaximumMember 2023-03-24 0001831481 srt:MaximumMember us-gaap:SubsequentEventMember soc:WorkingCapitalLoanMember 2023-03-24 0001831481 srt:MinimumMember us-gaap:SubsequentEventMember soc:WorkingCapitalLoanMember 2023-03-24 0001831481 srt:MaximumMember soc:WorkingCapitalLoanMember 2023-03-24 0001831481 srt:MinimumMember soc:WorkingCapitalLoanMember 2023-03-24 0001831481 us-gaap:CommonClassBMember 2023-09-30 0001831481 us-gaap:CommonClassAMember 2023-09-30 0001831481 soc:PublicWarrantsMember 2023-09-30 0001831481 soc:PublicWarrantsMember soc:ProspectiveWarrantRedemptionMember soc:RedemptionOfWarrantsForCashMember 2023-09-30 0001831481 soc:PublicWarrantsMember soc:ProspectiveWarrantRedemptionMember soc:RedemptionOfWarrantsForClassACommonStockMember 2023-09-30 0001831481 soc:PublicWarrantsMember soc:ProspectiveWarrantRedemptionMember 2023-09-30 0001831481 soc:PublicWarrantsMember soc:ProspectiveWarrantRedemptionMember soc:TriggerPriceTwoMember 2023-09-30 0001831481 soc:PublicWarrantsMember soc:ProspectiveWarrantRedemptionMember soc:TriggerPriceOneMember 2023-09-30 0001831481 soc:DeterminationOfPriceOfClassACommonStockForACertainPeriodBasedOnWhichLockInPeriodOfClassBCommonStockWillBeDeterminedMember us-gaap:CommonClassBMember 2023-09-30

0001831481 us-gaap:IPOMember 2023-09-30 0001831481 soc:SponserMember soc:SharePriceMoreThanOrEqualsToUsdTwelveMember 2023-09-30 0001831481 us-gaap:CommonClassAMember soc:PublicWarrantsMember 2023-09-30 0001831481 soc:SponserMember srt:ChiefFinancialOfficerMember soc:ThirdWorkingCapitalLoanMember 2023-09-30 0001831481 soc:SponserMember soc:ThirdWorkingCapitalLoanMember soc:GeneralCounselAndSecretaryMember 2023-09-30 0001831481 soc:SponserMember srt:VicePresidentMember soc:ThirdWorkingCapitalLoanMember 2023-09-30 0001831481 soc:WorkingCapitalLoansMember 2023-09-30 0001831481 us-gaap:PrivatePlacementMember 2023-09-30 0001831481 us-gaap:MeasurementInputExpectedDividendRateMember us-gaap:FairValueInputsLevel3Member soc:ConvertiblePromissoryNotesRelatedPartiesMember 2023-09-30 0001831481 us-gaap:MeasurementInputRiskFreeInterestRateMember us-gaap:FairValueInputsLevel3Member soc:ConvertiblePromissoryNotesRelatedPartiesMember 2023-09-30 0001831481 us-gaap:MeasurementInputOptionVolatilityMember us-gaap:FairValueInputsLevel3Member soc:ConvertiblePromissoryNotesRelatedPartiesMember 2023-09-30 0001831481 us-gaap:MeasurementInputExpectedTermMember us-gaap:FairValueInputsLevel3Member soc:ConvertiblePromissoryNotesRelatedPartiesMember 2023-09-30 0001831481 us-gaap:MeasurementInputExercisePriceMember us-gaap:FairValueInputsLevel3Member soc:ConvertiblePromissoryNotesRelatedPartiesMember 2023-09-30 0001831481 us-gaap:MeasurementInputSharePriceMember us-gaap:FairValueInputsLevel3Member soc:ConvertiblePromissoryNotesRelatedPartiesMember 2023-09-30 0001831481 us-gaap:MeasurementInputExpectedDividendRateMember us-gaap:FairValueInputsLevel3Member soc:OtherPrivatePlacementWarrantsMember 2023-09-30 0001831481 us-gaap:MeasurementInputRiskFreeInterestRateMember us-gaap:FairValueInputsLevel3Member soc:OtherPrivatePlacementWarrantsMember 2023-09-30 0001831481 us-gaap:MeasurementInputOptionVolatilityMember us-gaap:FairValueInputsLevel3Member soc:OtherPrivatePlacementWarrantsMember 2023-09-30 0001831481 us-gaap:FairValueInputsLevel3Member us-gaap:MeasurementInputMaturityMember soc:OtherPrivatePlacementWarrantsMember 2023-09-30 0001831481 us-gaap:MeasurementInputExercisePriceMember us-gaap:FairValueInputsLevel3Member soc:OtherPrivatePlacementWarrantsMember 2023-09-30 0001831481 us-gaap:MeasurementInputSharePriceMember us-gaap:FairValueInputsLevel3Member soc:OtherPrivatePlacementWarrantsMember 2023-09-30 0001831481 soc:ConvertiblePromissoryNotesRelatedPartiesMember 2023-09-30 0001831481 us-gaap:FairValueMeasurementsRecurringMember us-gaap:FairValueInputsLevel1Member soc:PublicWarrantsMember 2023-09-30 0001831481 us-gaap:FairValueMeasurementsRecurringMember us-gaap:FairValueInputsLevel3Member soc:PrivateWarrantsMember 2023-09-30 0001831481 us-gaap:FairValueMeasurementsRecurringMember us-gaap:FairValueInputsLevel1Member soc:U.s.MoneyMarketFundsHeldInTrustAccountMember 2023-09-30 0001831481 soc:ThirdWorkingCapitalLoanMember 2023-09-30 0001831481 us-gaap:FairValueMeasurementsRecurringMember us-gaap:FairValueInputsLevel3Member 2023-09-30 0001831481 us-gaap:MeasurementInputSharePriceMember us-gaap:FairValueInputsLevel3Member soc:PromissoryNoteMember srt:MaximumMember 2023-09-30 0001831481 us-gaap:MeasurementInputSharePriceMember us-gaap:FairValueInputsLevel3Member soc:PromissoryNoteMember srt:MinimumMember 2023-09-30 0001831481 us-gaap:MeasurementInputRiskFreeInterestRateMember us-gaap:FairValueInputsLevel3Member soc:PromissoryNoteMember srt:MaximumMember 2023-09-30 0001831481 us-gaap:MeasurementInputRiskFreeInterestRateMember us-gaap:FairValueInputsLevel3Member soc:PromissoryNoteMember srt:MinimumMember 2023-09-30 0001831481 us-gaap:MeasurementInputOptionVolatilityMember us-gaap:FairValueInputsLevel3Member soc:PromissoryNoteMember srt:MaximumMember 2023-09-30 0001831481 us-gaap:MeasurementInputOptionVolatilityMember us-gaap:FairValueInputsLevel3Member soc:PromissoryNoteMember srt:MinimumMember 2023-09-30 0001831481 us-gaap:MeasurementInputExpectedTermMember us-gaap:FairValueInputsLevel3Member soc:PromissoryNoteMember 2023-09-30 0001831481 us-gaap:MeasurementInputExpectedTermMember us-gaap:FairValueInputsLevel3Member soc:PromissoryNoteMember srt:MaximumMember 2023-09-30 0001831481 us-gaap:MeasurementInputExpectedTermMember us-gaap:FairValueInputsLevel3Member soc:PromissoryNoteMember srt:MinimumMember 2023-09-30 0001831481 us-gaap:MeasurementInputSharePriceMember us-gaap:FairValueInputsLevel3Member soc:PromissoryNoteMember 2023-09-30 0001831481 us-gaap:MeasurementInputExpectedDividendRateMember us-gaap:FairValueInputsLevel3Member soc:PromissoryNoteMember 2023-09-30 0001831481 us-gaap:MeasurementInputRiskFreeInterestRateMember us-gaap:FairValueInputsLevel3Member soc:PromissoryNoteMember 2023-09-30 0001831481 us-gaap:MeasurementInputOptionVolatilityMember us-gaap:FairValueInputsLevel3Member soc:PromissoryNoteMember 2023-09-30 0001831481 us-gaap:MeasurementInputExercisePriceMember us-gaap:FairValueInputsLevel3Member soc:PromissoryNoteMember 2023-09-30 0001831481 soc:PromissoryNoteMember soc:SecondQ32023PromissoryNoteMember 2023-09-30 0001831481 soc:SecondWorkingCapitalLoanMember 2023-09-30 0001831481 soc:FirstWorkingCapitalLoanMember 2023-09-30 0001831481 soc:PromissoryNoteMember soc:Q12023PromissoryNoteMember 2023-09-30 0001831481 soc:PromissoryNoteMember soc:Q32022PromissoryNoteMember 2023-09-30 0001831481 soc:PromissoryNoteMember soc:QFourTwoThousandAndTwentyTwoPromissoryNoteMember 2023-09-30 0001831481 soc:PromissoryNoteMember soc:FourthQ22023PromissoryNoteMember 2023-09-30 0001831481 soc:PromissoryNoteMember soc:FirstQ22023PromissoryNoteMember 2023-09-30 0001831481 soc:UnbilledExpensesMember 2023-09-30 0001831481 soc:FirstWorkingCapitalLoanMember soc:ConvertibleNotesMember 2023-09-30 0001831481 soc:Q42022PromissoryNoteMember soc:ConvertibleNotesMember 2023-09-30 0001831481 soc:Q32022PromissoryNoteMember soc:ConvertibleNotesMember 2023-09-30 0001831481 soc:ThirdWorkingCapitalLoanMember soc:ConvertibleNotesMember 2023-09-30 0001831481 soc:SecondWorkingCapitalLoanMember soc:ConvertibleNotesMember 2023-09-30 0001831481 soc:Q12023PromissoryNoteMember soc:PromissoryNotesMember 2023-09-30 0001831481 soc:Q42022PromissoryNoteMember soc:PromissoryNotesMember 2023-09-30 0001831481 soc:PromissoryNotesMember 2023-09-30 0001831481 soc:Q32022PromissoryNoteMember soc:PromissoryNotesMember 2023-09-30 0001831481 soc:PromissoryNotesMember soc:SecondQ32023PromissoryNoteMember 2023-09-30 0001831481 soc:ConvertibleNotesMember soc:FirstQ32023PromissoryNoteMember 2023-09-30 0001831481 soc:PromissoryNotesMember soc:ThirdQ22023PromissoryNoteMember 2023-09-30 0001831481 soc:PromissoryNotesMember soc:SecondQ22023PromissoryNoteMember 2023-09-30 0001831481 soc:ConvertibleNotesMember 2023-09-30 0001831481 soc:ConvertibleNotesMember soc:FourthQ22023PromissoryNoteMember 2023-09-30 0001831481 soc:ConvertibleNotesMember soc:FirstQ22023PromissoryNoteMember 2023-09-30 0001831481 soc:Q12023PromissoryNoteMember soc:ConvertibleNotesMember 2023-09-30 0001831481 us-gaap:CommonClassAMember soc:SecondExtensionMember 2023-09-30 0001831481 soc:WorkingCapitalLoansMember soc:ConvertibeNotesAndPromissoryNoteMember 2023-09-30 0001831481 soc:PromissoryNoteMember soc:MergerAgreementMember 2023-09-30 0001831481 us-gaap:CommonClassAMember soc:RedeemableCommonStockMember 2022-07-01 2022-09-30 0001831481 soc:CommonClassAAndClassBMember soc:NonRedeemableCommonStockMember 2022-07-01 2022-09-30 0001831481 us-gaap:RetainedEarningsMember 2022-07-01 2022-09-30 0001831481 soc:PublicMember 2022-07-01 2022-09-30 0001831481 us-gaap:PrivatePlacementMember 2022-07-01 2022-09-30 0001831481 soc:WarrantLiabilitiesMember 2022-07-01 2022-09-30 0001831481 soc:ConvertiblePromissoryNotesRelatedPartiesMember 2022-07-01 2022-09-30 0001831481 soc:PromissoryNoteMember us-gaap:FairValueInputsLevel12And3Member 2022-07-01 2022-09-30 0001831481 soc:NonRedeemableClassAAndClassBCommonStockMember 2022-07-01 2022-09-30 0001831481 soc:RedeemableClassACommonStockMember 2022-07-01 2022-09-30 0001831481 us-gaap:RetainedEarningsMember 2023-07-01 2023-09-30 0001831481 us-gaap:CommonClassAMember soc:RedeemableCommonStockMember 2023-07-01 2023-09-30 0001831481 soc:CommonClassAAndClassBMember soc:NonRedeemableCommonStockMember 2023-07-01 2023-09-30 0001831481 us-gaap:CommonClassBMember us-gaap:CommonStockMember 2023-07-01 2023-09-30 0001831481 us-gaap:CommonClassAMember us-gaap:CommonStockMember 2023-07-01 2023-09-30 0001831481 soc:PublicMember 2023-07-01 2023-09-30 0001831481 us-gaap:PrivatePlacementMember 2023-07-01 2023-09-30 0001831481 soc:WarrantLiabilitiesMember 2023-07-01 2023-09-30 0001831481 soc:ConvertiblePromissoryNotesRelatedPartiesMember 2023-07-01 2023-09-30 0001831481 soc:PromissoryNoteMember us-gaap:FairValueInputsLevel12And3Member 2023-07-01 2023-09-30 0001831481 soc:NonRedeemableClassAAndClassBCommonStockMember 2023-07-01 2023-09-30 0001831481 soc:RedeemableClassACommonStockMember 2023-07-01 2023-09-30 0001831481 soc:PromissoryNoteMember soc:MergerAgreementMember 2023-07-01 2023-09-30 0001831481 soc:OtherPrivatePlacementWarrantsMember 2023-01-01 2023-09-30 0001831481 soc:PromissoryNoteMember 2023-01-01 2023-09-30 0001831481 soc:PublicWarrantsMember 2023-01-01 2023-09-30 0001831481 soc:PublicWarrantsMember soc:ProspectiveWarrantRedemptionMember soc:RedemptionOfWarrantsForCashMember 2023-01-01 2023-09-30 0001831481 soc:PublicWarrantsMember soc:ProspectiveWarrantRedemptionMember soc:RedemptionOfWarrantsForClassACommonStockMember 2023-01-01 2023-09-30 0001831481 soc:PublicWarrantsMember soc:ProspectiveWarrantRedemptionMember 2023-01-01 2023-09-30 0001831481 soc:DeterminationOfPriceOfClassACommonStockForACertainPeriodBasedOnWhichLockInPeriodOfClassBCommonStockWillBeDeterminedMember us-gaap:CommonClassBMember 2023-01-01 2023-09-30 0001831481 dei:BusinessContactMember 2023-01-01 2023-09-30 0001831481 soc:SponserMember soc:SharePriceMoreThanOrEqualsToUsdTwelveMember 2023-01-01 2023-09-30 0001831481 us-gaap:CommonClassAMember soc:RedeemableCommonStockMember 2023-01-01 2023-09-30 0001831481 soc:CommonClassAAndClassBMember soc:NonRedeemableCommonStockMember 2023-01-01 2023-09-30 0001831481 soc:NonRedeemableClassAAndClassBCommonStockMember 2023-01-01 2023-09-30 0001831481 soc:RedeemableClassACommonStockMember 2023-01-01 2023-09-30 0001831481 us-gaap:CommonClassAMember 2023-01-01 2023-09-30 0001831481 soc:PromissoryNoteMember soc:MergerAgreementMember 2023-01-01 2023-09-30 0001831481 us-gaap:RetainedEarningsMember 2023-04-01 2023-06-30 0001831481 soc:PublicMember 2023-04-01 2023-06-30 0001831481 us-gaap:PrivatePlacementMember 2023-04-01 2023-06-30 0001831481 soc:WarrantLiabilitiesMember 2023-04-01 2023-06-30 0001831481 soc:ConvertiblePromissoryNotesRelatedPartiesMember 2023-04-01 2023-06-30 0001831481 us-gaap:CommonClassAMember soc:RedeemableCommonStockMember 2022-01-01 2022-09-30 0001831481 soc:CommonClassAAndClassBMember soc:NonRedeemableCommonStockMember 2022-01-01 2022-09-30 0001831481 soc:NonRedeemableClassAAndClassBCommonStockMember 2022-01-01 2022-09-30 0001831481 soc:RedeemableClassACommonStockMember 2022-01-01 2022-09-30 0001831481 soc:ConvertiblePromissoryNotesRelatedPartiesMember 2023-01-01 2023-03-31 0001831481 us-gaap:RetainedEarningsMember 2023-01-01 2023-03-31 0001831481 soc:PublicMember 2023-01-01 2023-03-31 0001831481 us-gaap:PrivatePlacementMember 2023-01-01 2023-03-31 0001831481 soc:WarrantLiabilitiesMember 2023-01-01 2023-03-31 0001831481 us-gaap:RetainedEarningsMember 2022-01-01 2022-03-31 0001831481 soc:PublicMember 2022-01-01 2022-03-31 0001831481 us-gaap:PrivatePlacementMember 2022-01-01 2022-03-31 0001831481 soc:WarrantLiabilitiesMember 2022-01-01 2022-03-31 0001831481 soc:ConvertiblePromissoryNotesRelatedPartiesMember 2022-01-01 2022-03-31 0001831481 us-gaap:CommonClassBMember soc:SableOffshoreHoldingsLlcMember soc:SablePipeSubscriptionAgreementsMember 2022-11-02 0001831481 soc:WorkingCapitalLoansMember soc:QFourTwoThousandAndTwentyTwoPromissoryNoteMember 2023-03-29 2023-03-29 0001831481 soc:PromissoryNoteMember soc:SecondQ22023PromissoryNoteMember 2023-05-12 0001831481 soc:PromissoryNoteMember soc:FirstQ22023PromissoryNoteMember 2023-05-12 0001831481 soc:WorkingCapitalLoansMember 2023-05-12 0001831481 soc:Q12023PromissoryNoteMember 2023-05-31 2023-05-31 0001831481 soc:PromissoryNoteMember soc:ThirdQ22023PromissoryNoteMember 2023-06-22 0001831481 soc:PromissoryNoteMember soc:FourthQ22023PromissoryNoteMember 2023-06-22 0001831481 soc:Q12023PromissoryNoteMember 2023-02-06 2023-02-06 0001831481 soc:ConvertiblePromissoryNotesRelatedPartiesMember 2022-10-01 2022-12-31 0001831481 us-gaap:CommonClassAMember soc:SponserMember 2023-08-22 0001831481 us-gaap:CommonClassBMember soc:SponserMember 2023-08-22 0001831481 us-gaap:CommonClassAMember soc:SponsorMember 2023-08-22 0001831481 soc:SponsorMember us-gaap:CommonClassBMember 2023-08-22 0001831481 soc:PromissoryNoteMember soc:SecondQ32023PromissoryNoteMember 2023-08-30 0001831481 soc:PromissoryNoteMember soc:FirstQ32023PromissoryNoteMember 2023-08-30 0001831481 us-gaap:CommonClassAMember 2023-08-29 0001831481 us-gaap:CommonClassAMember 2023-02-27 0001831481 us-gaap:RetainedEarningsMember 2022-04-01 2022-06-30 0001831481 soc:PublicMember 2022-04-01 2022-06-30 0001831481 us-gaap:PrivatePlacementMember 2022-04-01 2022-06-30 0001831481 soc:WarrantLiabilitiesMember 2022-04-01 2022-06-30 0001831481 soc:ConvertiblePromissoryNotesRelatedPartiesMember 2022-04-01 2022-06-30 0001831481 soc:NonRedeemableClassAAndClassBCommonStockMember 2022-04-01 2022-06-30 0001831481 soc:ConvertiblePromissoryNotesRelatedPartiesMember 2023-03-31 0001831481 soc:WorkingCapitalLoansMember us-gaap:RelatedPartyMember 2023-03-31 0001831481 soc:WorkingCapitalLoansMember 2023-03-31 0001831481 soc:ConvertiblePromissoryNotesRelatedPartiesMember 2023-06-30 0001831481 soc:PromissoryNoteMember soc:FourthQ22023PromissoryNoteMember 2023-06-30 0001831481 us-gaap:CommonClassAMember 2023-06-30 0001831481 us-gaap:SubsequentEventMember soc:PromissoryNoteMember soc:MergerAgreementMember 2023-11-14 2023-11-14 0001831481 soc:PublicMember 2022-12-31 0001831481 soc:WarrantLiabilitiesMember 2022-12-31 0001831481 us-gaap:PrivatePlacementMember 2022-12-31 0001831481 us-gaap:RetainedEarningsMember 2022-12-31 0001831481 us-gaap:AdditionalPaidInCapitalMember 2022-12-31 0001831481 us-gaap:CommonClassBMember us-gaap:CommonStockMember 2022-12-31 0001831481 us-gaap:CommonStockMember us-gaap:CommonClassAMember 2022-12-31 0001831481 soc:ConvertiblePromissoryNotesRelatedPartiesMember 2020-12-31 0001831481 soc:WarrantLiabilitiesMember 2020-12-31 0001831481 us-gaap:PrivatePlacementMember 2020-12-31 0001831481 soc:PublicMember 2020-12-31 0001831481 us-gaap:RetainedEarningsMember 2020-12-31 0001831481 us-gaap:AdditionalPaidInCapitalMember 2020-12-31 0001831481 us-gaap:CommonStockMember us-gaap:CommonClassBMember 2020-12-31 0001831481 us-gaap:CommonClassAMember us-gaap:CommonStockMember 2020-12-31 0001831481 soc:WarrantLiabilitiesMember 2021-12-31 0001831481 us-gaap:PrivatePlacementMember 2021-12-31 0001831481 soc:PublicMember 2021-12-31 0001831481 soc:ConvertiblePromissoryNotesRelatedPartiesMember 2021-12-31 0001831481 us-gaap:RetainedEarningsMember 2021-12-31 0001831481 us-gaap:AdditionalPaidInCapitalMember 2021-12-31 0001831481 us-gaap:CommonClassBMember us-gaap:CommonStockMember 2021-12-31 0001831481 us-gaap:CommonStockMember us-gaap:CommonClassAMember 2021-12-31 0001831481 soc:PublicMember 2022-09-30 0001831481 us-gaap:PrivatePlacementMember 2022-09-30 0001831481 soc:WarrantLiabilitiesMember 2022-09-30 0001831481 soc:ConvertiblePromissoryNotesRelatedPartiesMember 2022-09-30 0001831481 us-gaap:CommonClassAMember us-gaap:CommonStockMember 2022-09-30 0001831481 us-gaap:RetainedEarningsMember 2022-09-30 0001831481 us-gaap:AdditionalPaidInCapitalMember 2022-09-30 0001831481 us-gaap:CommonClassBMember us-gaap:CommonStockMember 2022-09-30 0001831481 soc:PublicMember 2023-09-30 0001831481 us-gaap:PrivatePlacementMember 2023-09-30 0001831481 soc:WarrantLiabilitiesMember 2023-09-30 0001831481 us-gaap:CommonClassAMember us-gaap:CommonStockMember 2023-09-30 0001831481 us-gaap:RetainedEarningsMember 2023-09-30 0001831481 us-gaap:AdditionalPaidInCapitalMember 2023-09-30 0001831481 us-gaap:CommonClassBMember us-gaap:CommonStockMember 2023-09-30 0001831481 soc:PublicMember 2023-06-30 0001831481 us-gaap:PrivatePlacementMember 2023-06-30 0001831481 soc:WarrantLiabilitiesMember 2023-06-30 0001831481 us-gaap:CommonClassBMember us-gaap:CommonStockMember 2023-06-30 0001831481 us-gaap:AdditionalPaidInCapitalMember 2023-06-30 0001831481 us-gaap:RetainedEarningsMember 2023-06-30 0001831481 us-gaap:CommonClassAMember us-gaap:CommonStockMember 2023-06-30 0001831481 soc:PublicMember 2023-03-31 0001831481 us-gaap:PrivatePlacementMember 2023-03-31 0001831481 soc:WarrantLiabilitiesMember 2023-03-31 0001831481 us-gaap:CommonClassBMember us-gaap:CommonStockMember 2023-03-31 0001831481 us-gaap:AdditionalPaidInCapitalMember 2023-03-31 0001831481 us-gaap:RetainedEarningsMember 2023-03-31 0001831481 us-gaap:CommonClassAMember us-gaap:CommonStockMember 2023-03-31 0001831481 soc:PublicMember 2022-03-31 0001831481 us-gaap:PrivatePlacementMember 2022-03-31 0001831481 soc:WarrantLiabilitiesMember 2022-03-31 0001831481 us-gaap:CommonClassAMember us-gaap:CommonStockMember 2022-03-31 0001831481 us-gaap:RetainedEarningsMember 2022-03-31 0001831481 us-gaap:AdditionalPaidInCapitalMember 2022-03-31 0001831481 us-gaap:CommonClassBMember us-gaap:CommonStockMember 2022-03-31 0001831481 soc:PublicMember 2022-06-30 0001831481 us-gaap:PrivatePlacementMember 2022-06-30 0001831481 soc:WarrantLiabilitiesMember 2022-06-30 0001831481 soc:ConvertiblePromissoryNotesRelatedPartiesMember 2022-06-30 0001831481 us-gaap:CommonClassAMember us-gaap:CommonStockMember 2022-06-30 0001831481 us-gaap:RetainedEarningsMember 2022-06-30 0001831481 us-gaap:AdditionalPaidInCapitalMember 2022-06-30 0001831481 us-gaap:CommonClassBMember us-gaap:CommonStockMember 2022-06-30 iso4217:USD xbrli:shares utr:Day utr:Month utr:Year xbrli:pure iso4217:USD xbrli:shares utr:Y As filed with the Securities and Exchange Commission on FebruaryÂ 14, 2024. Registration No.Â 333-â€ƒâ€ƒâ€ƒÂ Â Â UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 Â Â FORM S-1 REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933 Â Â Sable Offshore Corp. (Exact Name of Registrant as Specified in Its Charter) Â Â Â Delaware Â 1311 Â 85-3514078 (State or Other Jurisdiction of Incorporation or Organization) Â (Primary Standard IndustrialClassification Code Number) Â (I.R.S.

EmployerIdentification No.)Â Â 700 Milam Street, Suite 3300 Houston, Texas 77002 (713) 579-6106 (Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrantâ€™s Principal Executive Offices) Â Â Gregory D. Patrinely Executive Vice President and Chief Financial Officer Sable Offshore Corp. 700 Milam Street, Suite 3300 Houston, Texas 77002 (713) 579-6106 (Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent for Service) Â Â Copies to: Ryan J. Maierson LathamÂ & Watkins LLP 811 Main Street, Suite 3700 Houston, Texas 77002 (713) 546 -5400 Â Â Approximate date of commencement of proposed sale to the public: From time to time after the effective date of this registration statement. If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, please check the following box.â€‚â˜ If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.â€‚â˜ If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.â€‚â˜ If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.â€‚â˜ Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of â€œlarge accelerated filer,â€ â€œaccelerated filer,â€ â€œsmaller reporting companyâ€ and â€œemerging growth companyâ€ in Rule 12b-2 under the Securities Exchange Act of 1934: Â LargeÂ acceleratedÂ filer Â â˜ Â Â Accelerated filer Â â˜ Non-accelerated filer Â â˜’ Â Â SmallerÂ reportingÂ company Â â˜’ Â Â EmergingÂ growthÂ company Â â˜’If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to SectionÂ 7(a)(2)(B) of the Securities Act.â€‚â˜ The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with SectionÂ 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Commission, acting pursuant to said SectionÂ 8(a), may determine. Â Â Â Table of Contents The information in this prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted. Â Subject to Completion, dated FebruaryÂ 14, 2024 Â PRELIMINARY PROSPECTUS Â Â Â Â CONFIDENTIAL Â 65,268,780 Shares of Common Stock Up to 25,431,370 Shares of Common Stock Issuable Upon Exercise of the Warrants 11,056,370 Private Placement Warrants Â Â This prospectus relates to the offer and sale from time to time by the selling securityholders named in this prospectus (the â€œSelling Holdersâ€), or their permitted transferees, of (i)Â up to 65,268,780 shares of our Common Stock, $0.0001 par value (â€œCommon Stockâ€), consisting of (a) 44,024,910 shares of Common Stock of Sable Offshore Corp. (formerly known as Flame Acquisition Corp.) (the â€œCompanyâ€) issued in the committed PIPE investment of $440,249,100 (the â€œPIPE Investmentâ€) at an equity consideration value of $10.00 per share by certain of the Selling Holders named in this prospectus; (b) 3,000,000 shares of Common Stock issued in connection with closing of the Business Combination (as defined herein) (the â€œClosingâ€) at an equity consideration value of $10.00Â per share by certain of the Selling Holders named in this prospectus; (c)Â 7,187,500Â shares of our Common Stock issued to certain Insiders (as defined herein); (d) up to 7,750,000 shares of Common Stock (the â€œPrivate Warrant Sharesâ€) issuable upon the exercise of the private placement warrants originally issued in connection with the Company Initial Public Offering (the â€œCompany IPOâ€ and such warrants the â€œPrivate Placement Warrantsâ€); and (e)Â up to 3,306,370 Private Warrant Shares issuable upon the exercise of the private placement warrants originally issued in connection with the Closing pursuant to the Working Capital Loans (as defined herein); and (ii)Â up to 11,056,370 Private Placement Warrants, consisting of (a) 7,750,000 Private Placement Warrants originally issued in a private placement at a price of $1.00 per Private Placement Warrant in connection with the Company IPO by certain Selling Holders named in this prospectus and (b) 3,306,370 Private Placement Warrants issued in connection with the Closing pursuant to the Working Capital Loans by certain Selling Holders named in this prospectus pursuant to the conversion of the outstanding principal amount of the Working Capital Loans into warrants at a price of $1.00 per warrant at the option of the lender. Each Warrant entitles the holder thereof to purchase one share of our Common Stock at a price of $11.50 per share. We are registering the securities for resale pursuant to the Selling Holdersâ€™ registration rights under certain agreements between us and the Selling Holders, as applicable to each Selling Holder. Our registration of the securities covered by this prospectus does not mean that the Selling Holders will offer or sell any of the securities. The Selling Holders may offer, sell or distribute all or a portion of their shares of Common Stock or Private Placement Warrants publicly or through private transactions at prevailing market prices or at negotiated prices. We will not receive any of the proceeds from any resale of the Common Stock or the Warrant Shares being offered for resale in this prospectus (the â€œResale Securitiesâ€). This prospectus also relates to the issuance by us of up to 14,375,000 shares of Common Stock (the â€œPublic Warrant Sharesâ€) that may be issued upon exercise, at an exercise price of $11.50 per share, of the public warrants (the â€œPublic Warrantsâ€ and, together with the Private Placement Warrants, the â€œWarrantsâ€) originally issued in the Company IPO as part of the Companyâ€™s units at a price of $10.00 per unit, with each unit consisting of one share of Common Stock and one-half of one Public Warrant, by the holders thereof. We would receive the proceeds from any exercise of any Warrants for cash, and we could receive up to an aggregate of approximately Table of Contents $292.5Â million from the exercise of the Warrants, assuming the exercise in full of all of the Warrants for cash. The Warrants include 11,056,370 Private Placement Warrants and 14,375,000 Public Warrants (collectively, the â€œWarrantsâ€ and the holders of the Private Placement Warrants and the Public Warrants, the â€œWarrant Holdersâ€), each of which has an exercise price of $11.50 per share of Common Stock. We believe the likelihood that Warrant Holders will exercise the Warrants, and therefore the amount of proceeds that we would receive from such exercises, depends on the trading price of our Common Stock. On FebruaryÂ 13, 2024, the closing price of our Common Stock was $12.00 per share. Our Warrants are currently â€œin the moneyâ€, which means the market price of our Common Stock is more than the exercise price of a Warrant Holderâ€™s Warrants ($11.50 per shares), however, in the future our Warrants may be â€œout-of-the moneyâ€, which means the market price of our Common Stock is less than the exercise price of a Warrant Holderâ€™s Warrants ($11.50 per share). For so long as the Warrants remain â€œout-of-the money,â€ we believe our Warrant Holders will be unlikely to cash exercise their Warrants, resulting in little or no cash proceeds to us. We expect to use any net proceeds received from the exercise of the Warrants for general corporate purposes. See the section of this prospectus entitled â€œUse of Proceeds.â€ To the extent that any of the Warrants are exercised on a â€œcashless basis,â€ we will not receive any proceeds upon such exercise. We provide more information about how the Selling Holders may sell their securities in the sectionÂ of this prospectus entitled â€œPlan of Distribution.â€ We have agreed to bear all of the expenses incurred in connection with the registration of these securities. The Selling Holders will pay or assume underwriting fees, discounts and commissions or similar charges, if any, incurred in the sale of securities by them. We may amend or supplement this prospectus from time to time by filing amendments or supplements as required. Our Common Stock and the Public Warrants are listed on the New York Stock Exchange (the â€œNYSEâ€) under the symbols â€œSOCâ€ and â€œSOC.WS,â€ respectively. On FebruaryÂ 13, 2024, the closing price of Common Stock was $12.00 per share and the closing price of the Warrants was $2.89 per warrant. The Resale Securities represent a substantial percentage of the total outstanding shares of our Common Stock as of the date of this prospectus. The shares of Common Stock that the Selling Holders can sell into the public markets pursuant to this prospectus is up to 65,268,780 shares of Common Stock, constituting approximately 76.3% of our issued and outstanding shares of Common Stock and approximately 111.0% of our issued and outstanding shares of Common Stock held by non-affiliates (assuming, in each case, the exercise of all of our Warrants). The sale of all the Resale Securities or the perception that these sales could occur, could result in a significant decline in the public trading price of our securities. Even if the current trading price of our Common Stock is at or significantly below $10 per share, the price at which the units were issued in the Company IPO, certain of the Selling Holders may have an incentive to sell because they will still profit on sales due to the lower price at which they purchased their shares compared to the public securityholders. See the sectionÂ of this prospectus entitled â€œRisk Factorsâ€” Risks Related to Being a Public Companyâ€”Future sales (including pursuant to this Prospectus), or the perception of future sales, of our Common Stock by us or our existing stockholders in the public market could cause the market price for our Common Stock to decline.â€ We are an â€œemerging growth companyâ€ under applicable Securities and Exchange Commission rules and will be eligible for reduced public company reporting requirements. See â€œProspectus Summaryâ€” Emerging Growth Company; Smaller Reporting Company.â€ Â Â Investing in our Common Stock involves risks. For a discussion of the material risks that you should consider, see â€œRisk Factorsâ€ beginning on page 19 of this prospectus. None of the Securities and Exchange Commission or any state securities commission has approved or disapproved of these securities or determined if this prospectus is accurate or complete. Any representation to the contrary is a criminal offense. Â Â The date of this Prospectus is â€‚â€‚, 2024 Table of Contents TABLE OF CONTENTS Â Â Â Â Page Â PROSPECTUS SUMMARY Â Â Â 1 Â CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS Â Â Â 3 Â FREQUENTLY USED TERMS Â Â Â 5 Â PROSPECTUS SUMMARY Â Â Â 10 Â THE OFFERING Â Â Â 13 Â INFORMATION RELATED TO OFFERED SHARES Â Â Â 14 Â RISK FACTORS SUMMARY Â Â Â 15 Â RISK FACTORS Â Â Â 19 Â USE OF PROCEEDS Â Â Â 46 Â DETERMINATION OF OFFERING PRICE Â Â Â 46 Â MARKET INFORMATION FOR COMMON STOCK AND DIVIDEND POLICY Â Â Â 46 Â UNAUDITED PRO FORMA FINANCIAL INFORMATION Â Â Â 48 Â BUSINESS Â Â Â 62 Â MANAGEMENTâ€™S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS Â Â Â 82 Â MANAGEMENT Â Â Â 92 Â EXECUTIVE AND DIRECTOR COMPENSATION Â Â Â 98 Â CERTAIN RELATIONSHIPS AND RELATED PERSON TRANSACTIONS Â Â Â 100 Â PRINCIPAL SECURITYHOLDERS Â Â Â 108 Â SELLING HOLDERS Â Â Â 110 Â PLAN OF DISTRIBUTION Â Â Â 114 Â DESCRIPTION OF SECURITIES Â Â Â 117 Â SECURITIES ACT RESTRICTIONS ON RESALE OF SECURITIES Â Â Â 125 Â LEGAL MATTERS Â Â Â 126 Â EXPERTS Â Â Â 126 Â WHERE YOU CAN FIND ADDITIONAL INFORMATION Â Â Â 126 Â INDEX TO FINANCIAL STATEMENTS Â Â Â F-1 Â Â i Table of Contents PROSPECTUS SUMMARY This prospectus is part of a registration statement on Form S-1 that we filed with the Securities and Exchange Commission (the â€œSECâ€) using the â€œshelfâ€ registration process. Under the shelf registration process, the Selling Holders may, from time to time, sell the securities offered by them described in this prospectus through any means described in the sectionÂ of this prospectus entitled â€œPlan of Distribution.â€ We will not receive any proceeds from the sale by such Selling Holders of the securities offered by them as described in this prospectus. This prospectus also relates to the issuance by us of the shares of Common Stock issuable upon the exercise of any Warrants. We will receive proceeds from any exercise of the Warrants for cash. We believe the likelihood that Warrant Holders will exercise their Warrants, and therefore the amount of cash proceeds that we would receive, is dependent upon the trading price of our shares of Common Stock. If the trading price for our shares of Common Stock is less than the exercise price of a Warrant Holderâ€™s Warrants ($11.50 per share), we believe Warrant Holders will be unlikely to cash exercise their Warrants, resulting in little or no cash proceeds to us. See â€œRisk Factorsâ€”Risks Related to Being a Public Companyâ€”There is no guarantee that the Public Warrants will ever be â€œin the money,â€ and they may expire worthless and the terms of our warrants may be amended.â€ Neither we nor the Selling Holders have authorized anyone to provide you with any information or to make any representations other than those contained in this prospectus, any post-effective amendment, any applicable prospectus supplement or any free writing prospectuses prepared by or on behalf of us or to which we have referred you. Neither we nor the Selling Holders take responsibility for and can provide no assurance as to the reliability of any other information that others may give you. Neither we nor the Selling Holders will make an offer to sell these securities in any jurisdiction where the offer or sale is not permitted. You should assume that the information appearing in this prospectus, any post-effective amendment and any applicable prospectus supplement to this prospectus is accurate only as of the date on its respective cover. Our business, financial condition, results of operations and prospects may have changed since those dates. This prospectus contains, and any post-effective amendment or any prospectus supplement may contain, market data and industry statistics and forecasts that are based on independent industry publications and other publicly available information. We believe this information is reliable as of the applicable date of its publication, however, we have not independently verified the accuracy or completeness of the information included in or assumptions relied on in these third-party publications. In addition, the market and industry data and forecasts that may be included in this prospectus, any post-effective amendment or any prospectus supplement may involve estimates, assumptions and other risks and uncertainties and are subject to change based on various factors, including those discussed under the heading â€œRisk Factorsâ€ contained in this prospectus, any post-effective amendment and the applicable prospectus supplement. Accordingly, investors should not place undue reliance on this information. We may also file a prospectus supplement or post-effective amendment to the registration statement of which this prospectus forms a part to add information to, or update or change information contained in, this prospectus. Any statement contained in this prospectus will be deemed to be modified or superseded for purposes of this prospectus to the extent that a statement contained in such prospectus supplement or post-effective amendment modifies or supersedes such statement. Any statement so modified will be deemed to constitute a part of this prospectus only as so modified, and any statement so superseded will not be deemed to constitute a part of this prospectus. You should read both this prospectus and any applicable prospectus supplement or post-effective amendment to the registration statement together with the additional information to which we refer you in the sectionÂ of this prospectus entitled â€œWhere You Can Find More Information.â€ In accordance with the terms of, and transactions contemplated by, the Agreement and Plan of Merger (the â€œMerger Agreementâ€), dated as of NovemberÂ 2, 2022 (as amended on DecemberÂ 22, 2022 and JuneÂ 30, 2023), by and among the Company (formerly known as Flame Acquisition Corp.), Sable Offshore Corp., a Texas corporation (â€œSOCâ€), and Sable Offshore Holdings LLC, a Delaware limited liability company and parent company of SOC (â€œHoldcoâ€ together with SOC, â€œLegacy Sableâ€) (i) Holdco merged with and into Flame (the â€œHoldco Mergerâ€), with Flame surviving such merger (the time that the Holdco Merger became effective being Â 1 Table of Contents referred to as the â€œHoldco Merger Effective Timeâ€) and (ii)Â SOC merged with and into Flame, with Flame surviving such merger (the â€œSOC Mergerâ€ and, together with the Holdco Merger, the â€œMergersâ€ and, along with the other transactions contemplated by the Merger Agreement, the â€œBusiness Combinationâ€) (the time that the SOC Merger became effective being referred to as the â€œSable Merger Effective Timeâ€). In connection with the Business Combination, Flame changed its name to â€œSable Offshore Corp.â€ Unless the context indicates otherwise, references in this prospectus to the â€œCompany,â€ â€œSable,â€ â€œwe,â€ â€œus,â€ â€œourâ€ and similar terms refer to Sable Offshore Corp., a Delaware corporation (f/k/a Flame Acquisition Corp., a Delaware corporation), and its consolidated subsidiaries following the Closing (as defined below). Unless the context otherwise requires, references to â€œFlameâ€ refer to Flame Acquisition Corp., a Delaware corporation, prior to the Closing. All references herein to the â€œBoardâ€ refer to the board of directors of the Company. Â 2 Table of Contents CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS This prospectus includes statements that express the Companyâ€™s opinions, expectations, beliefs, plans, objectives, assumptions or projections regarding future events or future results and therefore are, or may be deemed to be, â€œforward-looking statements.â€ These forward-looking statements can generally be identified by the use of forward-looking terminology, including the terms â€œbelieves,â€ â€œestimates,â€ â€œexpects,â€ â€œpredicts,â€ â€œprojects,â€ â€œforecasts,â€ â€œmay,â€ â€œmight,â€ â€œwill,â€ â€œcould,â€ â€œshould,â€ â€œwould,â€ â€œseeks,â€ â€œplans,â€ â€œscheduled,â€ â€œpossible,â€ â€œcontinue,â€ â€œpotential,â€ â€œanticipatesâ€ or â€œintendsâ€ or, in each case, their negative or other variations or comparable terminology. These forward-looking statements include all matters that are not historical facts. They appear in a number of places throughout this prospectus and include statements regarding our intentions, beliefs or current expectations concerning, among other things, the Business Combination and the benefits of the Business Combination, including results of operations, financial condition, liquidity, prospects, growth, strategies and the markets in which the Company operates. Such forward-looking statements are based on available current market material and managementâ€™s expectations, beliefs and forecasts concerning future events impacting the Company. Factors that may impact such forward-looking statements include: Â Â â€¢ Â our ability to maintain the listing of our Common Stock and Public Warrants on the NYSE; Â Â â€¢ Â our ability to recommence production of the Assets (as defined in the Sable-EM Purchase Agreement), including 100% of the equity interests in each of Pacific Offshore Pipeline Company and Pacific Pipeline Company (the â€œSYU Assetsâ€) and the cost and time required therefor, and production levels once recommenced; Â Â â€¢ Â our financial performance; Â Â â€¢ Â our ability to satisfy future cash obligations; Â Â â€¢ Â restrictions in existing or future debt agreements or structured or other financing arrangements; Â Â â€¢ Â commodity price volatility, low prices for oil and/or natural gas, global economic conditions, inflation, increased operating costs, lack of availability of drilling and production equipment, supplies, services and qualified personnel, processing volumes and pipeline throughput; Â Â â€¢ Â uncertainties related to new technologies, geographical concentration of operations, environmental risks, weather risks, security risks, drilling and other operating risks, regulatory changes and regulatory risks; Â Â â€¢ Â the uncertainty inherent in estimating oil and natural gas resources and in projecting future rates of production; Â Â â€¢ Â reductions in cash flow and lack of access to capital; Â Â â€¢ Â the timing of development expenditures,

managing growth and integration of acquisitions, and failure to realize expected value creation from acquisitions; Â Â â€¢ Â the ability to recognize the anticipated benefits of the Business Combination, which may be affected by, among other things, our ability to grow and manage growth profitably, maintain relationships with customers and compete within our industry; Â Â â€¢ Â our success in retaining or recruiting, or changes required in, our officers, directors or other key personnel; Â Â â€¢ Â our officers and directors allocating their time to other businesses and potentially having conflicts of interest with our business; Â Â â€¢ Â developments relating to our competitors and our industry; Â Â â€¢ Â the possibility that we may be adversely impacted by other economic, business, and/or competitive factors; Â 3 Table of Contents Â â€¢ Â litigation, complaints and/or adverse publicity; Â Â â€¢ Â privacy and data protection laws, privacy or data breaches, or the loss of data; Â Â â€¢ Â our ability to comply with laws and regulations applicable to our business; or Â Â â€¢ Â other risks and uncertainties described in this prospectus, including those under the sectionÂ titled â€œRisk Factors.â€ The forward-looking statements contained in this prospectus are based on the Companyâ€™s current expectations and beliefs concerning future developments and their potential effects on the Company. These statements are based upon information available to the Company as of the date of this prospectus, and while the Company believes such information forms a reasonable basis for such statements, such information may be limited or incomplete, and statements should not be read to indicate that the Company has conducted an exhaustive inquiry into, or review of, all potentially available relevant information. These statements are inherently uncertain and you are cautioned not to unduly rely upon these statements. There can be no assurance that future developments affecting the Company will be those that the Company has anticipated. These forward-looking statements involve a number of risks, uncertainties (some of which are beyond the Companyâ€™s control) or other assumptions that may cause actual results or performance to be materially different from those expressed or implied by these forward-looking statements. These risks and uncertainties include, but are not limited to, those factors described or incorporated by reference under the heading â€œRisk Factorsâ€ below. Should one or more of these risks or uncertainties materialize, or should any of the assumptions prove incorrect, actual results may vary in material respects from those projected in these forward-looking statements. The Company will not and does not undertake any obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as may be required under applicable securities laws. Â 4 Table of Contents FREQUENTLY USED TERMS Unless otherwise stated in this prospectus, or the context otherwise requires, references to: â€œBusiness Combinationâ€ are to the Merger, together with the other transactions contemplated by the Merger Agreement (including the consummation of the PIPE Investment) and the related agreements; â€œCodeâ€ are to the Internal Revenue Code of 1986, as amended; â€œClassÂ B Conversionâ€ are to Flameâ€™s issuance of an aggregate of 7,187,500 shares of Flame ClassÂ A common stock to Sponsor, FL Co-Investment, Intrepid Financial Partners, Flameâ€™s independent directors and certain of Flameâ€™s executive officers, upon the conversion of an equal number of shares of Flame ClassÂ B common stock. â€œClosingâ€ are to the consummation of the Business Combination; â€œClosing Dateâ€ are to the date on which the Business Combination is consummated; â€œCompany IPOâ€ are to the initial public offering by Flame, which closed on MarchÂ 1, 2021; â€œCowenâ€ are to Cowen and Company, LLC, one of the underwriters of the Company IPO who is also serving as a placement agent in the PIPE Investment, as a financial advisor to Sable in connection with the Sable-EM Purchase Agreement and as a financial advisor to Sable in connection with the Merger Agreement; â€œDGCLâ€ are to the General Corporation Law of the State of Delaware; â€œEMâ€ are to EMC and MPPC as applicable; â€œEMCâ€ are to Exxon Mobil Corporation, a New Jersey corporation and parent of MPPC; â€œEM-Plains Purchase Agreementâ€ are to the Purchase and Sale Agreement, dated as of OctoberÂ 10, 2022, by and between MPPC and Plains; â€œExchange Actâ€ are to the Securities Exchange Act of 1934, as amended; â€œFirst Q2 2023 Promissory Noteâ€ are to the unsecured promissory note issued to the Sponsor in the principal amount of $395,000 dated MayÂ 12, 2023; â€œFirst Q3 2023 Promissory Noteâ€ are to the unsecured promissory note issued to the Sponsor in the principal amount of $635,000 dated AugustÂ 30, 2023; â€œFirst Working Capital Loanâ€ are to the unsecured promissory note provided as a working capital loan to the Sponsor in the principal amount of $365,000 to cover additional expenses related to the Company IPO, dated MarchÂ 1, 2021; â€œFL Co-Investmentâ€ are to FL Co-Investment LLC, an affiliate of one of the underwriters of the Company IPO; â€œFlameâ€ are to Flame Acquisition Corp., a Delaware corporation, prior to the Closing; â€œFlame Boardâ€ are to the Board of Directors of Flame; â€œFlame ClassÂ A common stockâ€ are to ClassÂ A common stock, par value $0.0001 per share, of Flame; â€œFlame ClassÂ B common stockâ€ are to ClassÂ B common stock, par value $0.0001 per share, of Flame; Â 5 Table of Contents â€œFlame certificate of incorporationâ€ are to Flameâ€™s amended and restated certificate of incorporation in effect as of the date of this proxy statement; â€œFlame common stockâ€ are to the Flame ClassÂ A common stock and the Flame ClassÂ B common stock, collectively; â€œFlame Independent Directorsâ€ are to Michael E. Dillard, Gregory P. Pipkin and Christopher B. Sarofim prior to the Closing; â€œfounder sharesâ€ are to (i)Â prior to the ClassÂ B Conversion, the shares of Flame ClassÂ B common stock initially purchased by the Sponsor, FL Co-Investment, Intrepid Financial Partners, the Flame Independent Directors, certain members of Flameâ€™s management team, and the other initial stockholders in connection with the Company IPO and (ii)Â after the ClassÂ B Conversion, the shares of Flame ClassÂ A common stock issued upon the ClassÂ B Conversion; â€œfoundersâ€ are to the Sponsor, FL Co-Investment and Intrepid Financial Partners; â€œFourth Q2 2023 Promissory Noteâ€ are to the unsecured promissory note issued to the Sponsor in the principal amount of $50,000 dated JuneÂ 22, 2023; â€œHoldcoâ€ are to Sable Offshore Holdings LLC, a Delaware limited liability company; â€œHoldco ClassÂ A sharesâ€ are to limited liability company membership interests in Holdco designated as ClassÂ A shares; â€œHoldco ClassÂ B sharesâ€ are to limited liability company membership interests in Holdco designated as ClassÂ B shares; â€œHoldco Equityholdersâ€ are to holders of Holdco ClassÂ A shares; â€œHoldco Mergerâ€ are to the merger of Holdco with and into Flame with Flame being the surviving company in the merger; â€œHoldco Merger Effective Timeâ€ are to the effective time of the consummation of the Holdco Merger; â€œIncentive Planâ€ are to the Sable Offshore Corp. 2023 Equity Incentive Plan to be adopted by Flame prior to the Closing; â€œinitial stockholdersâ€ are to the founders and any other holders of the founder shares prior to the Company IPO; â€œInsidersâ€ are to Sponsor, FL Co-Investment, Intrepid Financial Partners, the Flame Independent Directors, and certain members of Flameâ€™s management team; â€œIntrepidâ€ are to Intrepid Partners, LLC, one of the underwriters of the Company IPO who also served as a placement agent in the PIPE Investment, as a financial advisor to Sable in connection with the Sable-EM Purchase Agreement and as a financial advisor to Sable in connection with the Merger Agreement; â€œIntrepid Financial Partnersâ€ are to Intrepid Financial Partners, L.L.C., an affiliate of one of the underwriters of the Company IPO; â€œLegacy Sableâ€ are to Holdco together with SOC; Â 6 Table of Contents â€œLetter Agreementâ€ are to the letter agreement dated FebruaryÂ 24, 2021, among Flame, the Sponsor, FL Co-Investment, Intrepid and certain security holders named therein, as amended on MarchÂ 24, 2023; â€œMergerâ€ are to, together, the Holdco Merger and the Sable Merger; â€œMerger Agreementâ€ are to that certain Agreement and Plan of Merger, dated as of NovemberÂ 2, 2022, by and among Flame, Holdco and Sable, as amended on DecemberÂ 22, 2022 and JuneÂ 30, 2023; â€œMPPCâ€ are to Mobil Pacific Pipeline Company, a Delaware corporation and subsidiary of EMC; â€œNSAIâ€ are to Netherland, SewellÂ & Associates, Inc., independent petroleum consultants; â€œNSAI Reportâ€ are to the independent engineering evaluation by NSAI of the contingent resources in certain oil and gas properties located in the Santa Ynez Unit as of SeptemberÂ 30, 2021, utilizing constant price and cost parameters specified by Sable; â€œPacific Offshore Pipeline Companyâ€ or â€œPOPCOâ€ are to Pacific Offshore Pipeline Company, a corporation formed under the laws of California and a subsidiary of EMC prior to the Closing; â€œPacific Pipeline Companyâ€ or â€œPPCâ€ are to Pacific Pipeline Company, a corporation formed under the laws of Delaware, the owner of the Pipelines and a subsidiary of MPPC prior to the Closing; â€œPIPE Investmentâ€ are to the issuance and sale to the PIPE Investors in a private placement of 44,024,910 shares of Common Stock, at a price of $10.00 per share, for an aggregate subscription amount of $440,249,100 (the â€œAggregate Subscription Amountâ€); â€œPIPE Investorsâ€ are to the investors who agreed to participate in the PIPE Investment and entered into the PIPE Subscription Agreements; â€œPIPE Subscription Agreementsâ€ are to the subscription agreements entered into among Holdco and Flame and the PIPE Investors, in connection with the PIPE Investment, as amended, supplemented or otherwise modified from time to time; â€œPipelinesâ€ are to Pipeline Segments 901/903 and the other â€œ901/903 Assetsâ€ (as defined in the Sable-EM Purchase Agreement); â€œPlainsâ€ are to Plains Pipeline L.P., the owner of the Pipelines prior to EM; â€œPrivate Placement Warrantsâ€ are to Flameâ€™s warrants issued to the Sponsor and other initial stockholders in a private placement simultaneously with the closing of the Company IPO; â€œPromissory Note Loansâ€ are to the Second Q2 2023 Promissory Note, Third Q2 2023 Promissory Note, Second Q3 2023 Promissory Note and $178,630 of the Q1 2023 Promissory Note; â€œproxy statementâ€ are to this proxy statement; â€œpublic sharesâ€ are to shares of Flame ClassÂ A common stock sold as part of the units in the Company IPO (whether they were purchased in the Company IPO or thereafter in the open market); â€œpublic stockholdersâ€ are to the holders of Flameâ€™s public shares, including the Sponsor and Flameâ€™s officers and directors to the extent the Sponsor and Flameâ€™s officers or directors purchase public shares, provided that each of their status as a â€œpublic stockholderâ€ shall only exist with respect to such public shares; Â 7 Table of Contents â€œPublic Warrantsâ€ are to warrants sold as part of the units in the Company IPO (whether they were purchased in the Company IPO or thereafter in the open market); â€œQ1 2023 Promissory Noteâ€ are to the unsecured promissory note issued to the Sponsor in the principal amount of $535,000, dated FebruaryÂ 6, 2023; â€œQ3 2022 Promissory Noteâ€ are to the unsecured promissory note issued to the Sponsor in the principal amount of $170,000 to cover additional expenses related to our search for an initial business combination, dated SeptemberÂ 30, 2022; â€œQ4 2022 Promissory Noteâ€ are to the unsecured promissory note issued to the Sponsor in the principal amount of $200,000, dated OctoberÂ 31, 2022; â€œRegistration Rights Agreementâ€ are to the Registration Rights Agreement, to be dated the Closing Date, by and among Sable and James C. Flores; â€œSableâ€ are to Flame after the Merger. â€œSable Boardâ€ are to the Board of Directors of Sable; â€œSable bylawsâ€ are to Sableâ€™s amended and restated bylaws; â€œSable certificate of incorporationâ€ are to the second amended and restated certificate of incorporation of Sable; â€œSable Independent Directorsâ€ are to Michael E. Dillard, Gregory P. Pipkin and Christopher B. Sarofim after the Closing; â€œSable-EM Minimum Cash Thresholdâ€ are to the requirement under the Sable-EM Purchase Agreement that we have no less than $150.0Â million of available cash (as defined in the Sable-EM Purchase Agreement) after giving effect to the Business Combination; â€œSable-EM Purchase Agreementâ€ are to the Purchase and Sale Agreement, dated as of NovemberÂ 1, 2022, by and among EMC, MPPC and Sable, as amended by the first and second amendments thereto, dated as of JuneÂ 13, 2023, and DecemberÂ 15, 2023, respectively; â€œSable Mergerâ€ are to the merger of Sable with and into Flame with Flame being the surviving company in the merger; â€œSable Merger Effective Timeâ€ are to the effective time of the consummation of the Sable Merger; â€œSecond Q2 2023 Promissory Noteâ€ are to the unsecured promissory note issued to the Sponsor in the principal amount of $355,000, dated JuneÂ 22, 2023; â€œSecond Q3 2023 Promissory Noteâ€ are to the unsecured promissory note issued to the Sponsor in the principal amount of $495,000, dated AugustÂ 30, 2023; â€œSecond Working Capital Loanâ€ are to the unsecured promissory note provided as a working capital loan to the Sponsor in the principal amount of $800,000 to cover additional expenses related to our search for an initial business combination, dated DecemberÂ 27, 2021; â€œSOCâ€ are to Sable Offshore Corp., a Texas corporation; â€œSponsorâ€ are to Flame Acquisition Sponsor LLC, a Delaware limited liability company; â€œSponsor Loansâ€ are to the Working Capital Loans and the Promissory Note Loans; Â 8 Table of Contents â€œSYUâ€ are to (i)Â the SYU Assets and (ii)Â unless the context requires otherwise, the Pipelines; provided that the combined financial statements of SYU do not include the Pipelines; â€œSYU Assetsâ€ are to the â€œAssetsâ€ (as defined in the Sable-EM Purchase Agreement), including 100% of the equity interests in each of Pacific Offshore Pipeline Company and Pacific Pipeline Company; â€œTerm Loan Agreementâ€ are to the Senior Secured Term Loan Agreement, dated as of the Closing Date, by and between Sable and EMC; â€œThird Q2 2023 Promissory Noteâ€ are to the unsecured promissory note issued to the Sponsor in the principal amount of $100,000, dated JuneÂ 22, 2023; â€œThird Working Capital Loanâ€ are to the unsecured promissory note provided as a working capital loan to the Sponsor in the principal amount of $335,000 to cover additional expenses related to our search for an initial business combination, dated MarchÂ 29, 2022; â€œTransactionsâ€ are to (a)Â the Business Combination, (b)Â the completion of the PIPE Investment, (c)Â the conversion of the founder shares into shares of Flame ClassÂ A common stock in connection with the Business Combination pursuant to the Flame certificate of incorporation and (d)Â the redemption, if any, by Flame of public shares held by any public stockholders in connection with the Business Combination; â€œtrust accountâ€ are to the trust account of Flame that holds the proceeds from the Company IPO; â€œunderwritersâ€ are to Cowen and Intrepid in their capacity as underwriters of the Company IPO; â€œunitâ€ are to units issued by Flame; â€œWarrant Agreementâ€ are to the Warrant Agreement, dated as of FebruaryÂ 24, 2021, by and between Flame and American Stock TransferÂ & Trust Company, LLC; â€œWarrantsâ€ are to the Public Warrants and the Private Placement Warrants; and â€œWorking Capital Loansâ€ are to the First Working Capital Loan, the Second Working Capital Loan, the Third Working Capital Loan, the Q3 2022 Promissory Note, Q4 2022 Promissory Note, First Q2 2023 Promissory Note, Fourth Q2 2023 Promissory Note, First Q3 2023 Promissory Note and $356,370 of the Q1 2023 Promissory Note. Â 9 Table of Contents PROSPECTUS SUMMARY This summary highlights selected information included in this prospectus and does not contain all of the information that may be important to you in making your investment decision. You should read this entire prospectus carefully, especially the â€œRisk Factorsâ€ sectionÂ and our consolidated financial statements and the related notes appearing at the end of this prospectus, before deciding to invest in our securities. Overview of the Company Beginning in 1968 and over the course of 14 years, Exxon Mobil Corporation (â€œEMâ€) consolidated more than a dozen offshore federal oil leases and organized them into a streamlined production unit known as the Santa Ynez Unit (â€œSYUâ€). SYU consists of three offshore platforms and a wholly owned onshore processing facility located along the Gaviota Coast at Las Flores Canyon in Santa Barbara County, California. SYUâ€™s onshore facilities and the three offshore platforms remained in continuous operation until 2015. In MayÂ 2015, a Plains Pipeline that transported produced oil from SYU experienced a leak, as further described below under â€œBusinessâ€”Pipeline 901 Incident.â€ The SYU platforms and facilities suspended production after the Line 901 incident, the SYU Assets were shut in and the facilities were placed in a safe state. The facilities are not currently producing oil and gas; however, all equipment remains in place in an operation-ready state, requiring ongoing inspections, maintenance and surveillance. As part of these suspension efforts, all SYU equipment was drained, flushed and purged in 2016. All hydrocarbon pipelines within SYU have been placed in a safe state and remain under regular monitoring. In 2020, Plains entered into a Consent Decree, described further below under â€œBusinessâ€”Pipeline 901 Incident,â€ that provides a path for a potential restart of Lines 901 and 903. Corporate Information Our Common Stock and Warrants are listed on NYSE under the symbols â€œSOCâ€ and â€œSOC.WS,â€ respectively. The mailing address of the Companyâ€™s principal executive office is 700 Milam Street, Suite 3300, Houston, TX 77002. Its telephone number is (713) 579-6106.Â Our website address is www.sableoffshore.com. The information contained in, or accessible through, our website does not constitute a part of this prospectus. We have included our website address in this prospectus solely as an inactive textual reference. Emerging Growth Company As a company with less than $1.235Â billion in revenue during our last fiscal year, we qualify as an â€œemerging growth companyâ€ as defined in the Jumpstart Our Business Startups Act of 2012, as amended (the â€œJOBS Actâ€). An â€œemerging growth companyâ€ may take advantage of reduced reporting requirements that are otherwise applicable to public companies that are not emerging growth companies. These provisions include, but are not limited to: Â Â â€¢ Â not being required to comply with the auditor attestation requirements of SectionÂ 404 of the Sarbanes-Oxley Act of 2002, as amended (the â€œSarbanes-Oxley Actâ€); Â Â â€¢ Â not being required to comply with any requirement that may be adopted by the Public Company Accounting Oversight Board regarding mandatory audit firm rotation or a supplement to the auditorâ€™s report providing additional information about the audit and the financial statements (i.e., an auditor discussion and analysis); Â Â â€¢ Â reduced disclosure obligations regarding executive compensation in our periodic reports, proxy statements and registration statements; and Â Â â€¢ Â exemptions from the requirements of holding a nonbinding advisory vote of stockholders on executive compensation, stockholder approval of any golden parachute payments not previously approved and having to disclose the ratio of the compensation of our chief executive officer to the median compensation of our employees. Â 10 Table of Contents We may take advantage of these provisions until the last day of our fiscal year following the fifth anniversary of the completion of the Company IPO. However, if (i)Â our annual gross revenue exceeds $1.235Â billion, (ii)Â we issue more than $1.0Â billion of non-convertible debt in any three-year period or (iii)Â we become a â€œlarge accelerated filerâ€ (as defined in Rule 12b-2 under the Exchange Act) prior to the end of such five-year period, we will cease to be an emerging growth company. We will be deemed to be a â€œlarge accelerated filerâ€ at such time that we (a)Â have an aggregate worldwide market value of common equity securities held by non-affiliates of $700.0Â million or more as of the last business day of our most recently completed second fiscal quarter, (b)Â have been required to file annual and quarterly reports under the Exchange Act for a period of at least 12 months and (c)Â have filed at least one annual report pursuant to the Exchange Act. We have elected to take advantage of certain of the reduced disclosure obligations in the registration statement of which this prospectus is a part and may elect to take advantage of other reduced reporting requirements in future filings. As a result, the information that we provide to our stockholders may be different than you might receive from other public reporting companies in which you hold equity interests. In addition, the JOBS Act provides that an emerging growth company can take advantage of an extended transition period for complying with new or revised accounting standards. We have elected to use the extended transition period for complying with new or revised accounting standards. As a result of this election, our financial statements may not be comparable to companies that comply with public company effective

dates. Summary Historical Financial Information of SYU The information presented below is derived from the SYU condensed combined financial statements and combined financial statements included elsewhere in this prospectus for the nine months ended SeptemberÂ 30, 2023, and 2022 (unaudited), and the years ended DecemberÂ 31, 2022 and 2021 (audited), and the balance sheet data as of SeptemberÂ 30, 2023 (unaudited), and DecemberÂ 31, 2022 and 2021 (audited). SYUâ€™s historical results are not necessarily indicative of the results that may be expected for any other period in the future. You should read the summary historical financial data set forth below together with SYUâ€™s financial statements and the accompanying notes included elsewhere in this prospectus, the information in the sectionÂ entitled â€œManagementâ€™s Discussion and Analysis of Financial Condition and Results of Operations,â€ and other financial information contained elsewhere in this prospectus. Â Â Â Â AsÂ ofÂ SeptemberÂ 30, Â Â Â As of DecemberÂ 31, Â Â Â Â 2023 Â Â Â 2022 Â Â Â 2021 Â Â Â Â (unaudited) Â Â Â Â Â Â Â Â Â Â Â Â Â Â (In thousands) Â Balance Sheet Data: Â Â Materials and supplies Â Â $ 17,374 Â Â Â $ 17,211 Â Â Â $ 15,043 Â Total oil and gas properties, net Â Â $ 689,277 Â Â Â $ 690,217 Â Â Â $ 2,106,019 Â Total assets Â Â $ 713,340 Â Â Â $ 715,032 Â Â Â $ 2,129,044 Â Total liabilities Â Â $ 364,698 Â Â Â $ 352,436 Â Â Â $ 348,166 Â Parent net investment Â Â $ 348,642 Â Â Â $ 362,596 Â Â Â $ 1,780,878 Â Â 11 Table of Contents Â Â Â Nine Months EndedSeptemberÂ 30, Â Â Â Year Ended DecemberÂ 31, Â Â Â Â 2023 Â Â Â 2022 Â Â Â 2022 Â Â Â 2021 Â Â Â Â (unaudited) Â Â Â Â Â Â Â Â Â Â Â Â Â Â (In thousands) Â Statement of Operations Data: Â Â Â Â Â Â Â Revenues: Â Â Â Â Â Â Â Oil and gas sales Â Â $ â€”â€, Â Â Â $ â€”â€, Â Â Â $ â€”â€, Â Â Â $ â€”â€, Â Â Â $ â€”â€, Â Operating expenses: Â Â Â Â Â Â Â Operations and maintenance Â Â $ 43,167 Â Â Â $ 45,888 Â Â Â $ 62,585 Â Â Â $ 72,827 Â Depletion, depreciation, amortization, and accretion Â Â $ 15,764 Â Â Â $ 15,371 Â Â Â $ 20,852 Â Â Â $ 19,384 Â Impairment of oil and gas properties Â Â $ â€”â€, Â Â Â $ 1,404,307 Â Â Â $ 1,404,307 Â Â Â $ â€”â€, Â General and administrative Â Â $ 9,107 Â Â Â $ 9,394 Â Â Â $ 12,807 Â Â Â $ 17,777 Â Other income (expense) Â Â $ (533)Â Â Â $ 635 Â Â Â $ 1,855 Â Â Â $ 278 Â Net loss Â Â $ (68,571)Â Â Â $ (1,474,325)Â Â Â $ (1,498,696)Â Â Â $ (109,710)Â Statement of Cash Flows Data: Â Â Â Â Â Â Â Net cash used in operating activities Â Â $ (54,617)Â Â Â $ (60,870)Â Â Â $ (80,414)Â Â Â $ (78,212)Â Net cash provided by financing activities Â Â $ 54,617 Â Â Â $ 60,870 Â Â Â $ 80,414 Â Â Â $ 78,212 Â Â 12 Table of Contents THE OFFERING Â Issuer Sable Offshore Corp. Â Shares of Common Stock offer by us Up to 25,431,370 shares of our Common Stock issuable upon exercise of the Warrants. Â Shares of Common Stock offered by the Selling Holders Up to 65,268,780 shares of our Common Stock. Â Warrants Offered by the Selling Holders Up to 11,056,370 Private Placement Warrants. Â Shares of Common Stock outstanding prior to exercise of all Warrants. 60,166,269 shares of Common Stock (as of February 14, 2024). Â Shares of Common Stock outstanding assuming exercise of all Warrants 85,597,639 shares of Common Stock (based on total shares of Common Stock outstanding as of February 14, 2024). Â Use of Proceeds Proceeds from our sale of our Common Stock upon the exercise of Private Placement Warrants and Public Warrants will be used for general corporate purposes. Â Â Additionally, we are filing the registration statement of which this prospectus forms a part to permit the Selling Holders to resell their shares of Common Stock and Private Placement Warrants. All of the Common Stock and Private Placement Warrants offered by the Selling Holders pursuant to this prospectus will be sold by the Selling Holders for their respective accounts. We will not receive any of the proceeds from these sales. See the section of this prospectus entitled â€œUse of Proceeds.â€ Â Redemption The Warrants are redeemable in certain circumstances. See the section of this prospectus entitled â€œDescription of Securitiesâ€ Redemption of Public Warrants for Cashâ€ and â€œDescription of Securitiesâ€ Redemption of Warrants for Shares of Common Stockâ€ for further discussion. Â Market for Common Stock and Warrants Common Stock and Public Warrants are currently traded on NYSE under the symbols â€œSOCâ€ and â€œSOC.WS,â€ respectively. Â Risk Factors See the section of this prospectus entitled â€œRisk Factorsâ€ and other information included in this prospectus for a discussion of factors you should consider before investing in our securities. For additional information concerning the offering, see the section of this prospectus entitled â€œPlan of Distribution.â€ Â 13 Table of Contents INFORMATION RELATED TO OFFERED SHARES This prospectus relates to the offer and sale from time to time by the Selling Holders of up to 65,268,780 shares of our Common Stock, $0.0001 par value (â€œCommon Stockâ€), consisting of: Â Â (i) 7,187,500 shares of Common Stock issued to our founders (the â€œfounder sharesâ€) for an aggregate of $25,000 (equal to approximately $0.0035 per share). Our Sponsor purchased 4,671,875 founder shares, FL Co-Investment purchased 1,257,813 founder shares and Intrepid Financial Partners purchased 1,257,812 founder shares. Our Sponsor also transferred 434,375 founder shares to our independent directors and certain individuals, including Gregory D. Patrinely, our Executive Vice President and Chief Financial Officer, at their original purchase price. These shares are subject to lock-up restrictions, contained in a letter agreement with the Sponsor, until one year after the Business Combination or earlier, if the reported last sale price of the common stock equals or exceeds $12.00 per share (as adjusted for stock splits, stock dividends, reorganizations, recapitalizations and the like) for any 20 trading days within any 30-trading day period commencing at least 150 days after the Business Combination; Â Â (ii) 3,000,000 shares of Common Stock that were originally issued at the Closing to certain of the Selling Holders at an equity consideration value of $10.00 per share, which are subject to a lock-up expiring three years after the Closing; Â Â (iii) 44,024,910 shares of Common Stock issued in the committed PIPE investment of $440,249,100 at an equity consideration value of $10.00 per share; and Â Â (iv) up to 11,056,370 shares of Common Stock (the â€œPrivate Warrant Sharesâ€) issuable upon the exercise, at an exercise price of $11.50 per share, of the private placement warrants originally issued in connection with (i)Â the Company IPO and (ii)Â the Closing pursuant to the Working Capital Loans (the â€œPrivate Placement Warrantsâ€). In addition, this prospectus relates to the offer and sale from time to time by the Selling Holders, or their permitted transferees, of up to 11,056,370 Private Placement Warrants, consisting of (a) 7,750,000 Private Placement Warrants originally issued in connection with the Company IPO and (b) 3,306,370 Private Placement Warrants issued in connection with the Closing pursuant to the Working Capital Loans pursuant to the conversion of the outstanding principal amount of the Working Capital Loans into warrants at a price of $1.00 per warrant at the option of the lender. The following table includes information related to the potential profit relating to the Resale Securities based on the price paid or deemed paid for those shares. The table is based on the Companyâ€™s internal records and is for illustrative purposes only and should not be relied upon beyond its illustrative nature. The table uses the closing price of the Companyâ€™s Common Stock on FebruaryÂ 13, 2024 of $12.00 and the closing price of the Companyâ€™s Public Warrants on FebruaryÂ 13, 2024 of $2.89. The table illustrates that some Selling Holders may realize a positive rate of return on the sale of their Common Stock covered by this Prospectus even if the market price per share of Common Stock is below $10.00 per share, in which case the public shareholders may experience a negative rate of return on their investment. Â Securities Â Â PerÂ SharePurchasePrice Â Â Â Per SharePrice as ofFebruaryÂ 13,2024 Â Â Â IllustrativeProfit/LossPer Share Â Common Stock Issued in the Company IPO Â Â $ 10.00 Â Â Â $ 12.00 Â Â Â $ 2.00 Â Founder Shares transferred to our Independent Directors and certain individuals Â Â $ 0.0035 Â Â Â $ 12.00 Â Â Â $ 11.9965 Â Common Stock Issued in the Business Combination to certain Selling Holders Â Â $ 10.00 Â Â Â $ 12.00 Â Â Â $ 2.00 Â Common Stock Issued in the PIPE Investment Â Â $ 10.00 Â Â Â $ 12.00 Â Â Â $ 2.00 Â Private Placement Warrants Â Â $ 1.00 Â Â Â $ 2.89 Â Â Â $ 1.89 Â Â 14 Table of Contents RISK FACTORS SUMMARY The below is a summary of principal risks to our business and risks associated with ownership of our stock. It is only a summary. You should read the more detailed discussion of risks set forth below and elsewhere in this prospectus for a more complete discussion of the risks listed below and other risks. Â Â â€¢ Â We need to satisfy a number of permitting obligations and other requirements before we can restart production of the SYU Assets. There is no assurance that we will be successful in satisfying such obligations and requirements and restarting production of the SYU Assets in a timely manner. Â Â â€¢ Â Our assumptions and estimates regarding the total costs associated with restarting production may be inaccurate. Â Â â€¢ Â There is no guarantee that we will have sufficient cash to restart production of the SYU Assets. Â Â â€¢ Â Oil, natural gas and natural gas liquids, or â€œNGL(s)â€, prices are volatile, due to factors beyond our control, and greatly affect our business, results of operations and financial condition. Any decline in, or sustained low levels of, oil, natural gas and NGL prices will cause a decline in our cash flow from operations, which could materially and adversely affect our business, results of operations and financial condition. Â Â â€¢ Â If commodity prices decline and remain depressed for a prolonged period, our business may become uneconomical and result in additional write downs of the value of our properties, which may adversely affect our financial condition and our ability to fund operations. Â Â â€¢ Â An increase in the differential between the NYMEX or other benchmark prices of oil and natural gas and the wellhead price we expect to receive for our future production could significantly reduce our cash flow and adversely affect our financial condition. Â Â â€¢ Â The estimated quantities of petroleum contained in the SYU Assets are classified as â€œcontingent resourcesâ€ rather than â€œreservesâ€ because they are subject to numerous contingencies. There is no assurance that any of the petroleum contained in the SYU Assets will ever be recovered or reclassified as â€œreserves.â€ Â Â â€¢ Â The NSAI Report does not account for any costs required to resolve the contingencies, and the cash flow estimates in the NSAI Report assume these contingencies have been resolved. Â Â â€¢ Â Even if all contingencies are resolved and all facilities are restarted, the amounts recovered may be substantially less than estimated. Â Â â€¢ Â Cash flow estimates are based on numerous assumptions from us, NSAI and EM. The cash flow ultimately generated, if any, may be substantially less than estimated if any of these assumptions were inaccurate. Â Â â€¢ Â The contingent resources shown in the NSAI Report are only estimates and should not be construed as exact quantities. The contingent resource estimates are based on a limited analysis, and NSAI did not seek to investigate every risk or every aspect of the properties. Â Â â€¢ Â Our hedging strategy in the future may not effectively mitigate the impact of commodity price volatility from our cash flows, and our hedging activities could result in cash losses and may limit potential gains. Â Â â€¢ Â Developing and producing oil, natural gas and NGLs are costly and high-risk activities with many uncertainties that may result in a total loss of investment or otherwise adversely affect our business, financial condition, results of operations and cash flows. Many of these risks are heightened for us due to the fact that most of our equipment has been shut-in for more than seven years. Â Â â€¢ Â The enactment of derivatives legislation could have an adverse effect on our ability to use derivative instruments to reduce the effect of commodity price, interest rate and other risks associated with our business. Â 15 Table of Contents Â â€¢ Â Development and production of oil, natural gas and NGLs in offshore waters have inherent and historically higher risk than similar activities onshore. Â Â â€¢ Â Oil and natural gas producersâ€™ operations are substantially dependent on the availability of water and the disposal of waste, including produced water and drilling fluids. Restrictions on the ability to obtain water or dispose of waste may impact our operations. Â Â â€¢ Â The unavailability or high cost of rigs, equipment, supplies and crews could delay our operations, increase our costs and delay forecasted revenue. Â Â â€¢ Â The third parties on whom we rely for transportation services are subject to complex federal, state and other laws that could adversely affect the cost, manner or feasibility of conducting our business. Â Â â€¢ Â Our business depends in part on pipelines, gathering systems and processing facilities owned by us or others. Any limitation in the availability of those facilities could interfere with our ability to market our oil, natural gas and NGL production. Â Â â€¢ Â Loss of our key executive officers or other key personnel, or an inability to attract and retain such officers and personnel, could negatively affect our business and, in one instance, could cause a default under the primary agreement governing our existing indebtedness. Â Â â€¢ Â We may incur losses as a result of title defects or deficiencies in our properties. Â Â â€¢ Â We do not own all of the land on which our assets are located or all of the land that we must traverse in order to conduct our operations. There are disputes with respect to certain of the rights-of-way or other interests and any unfavorable outcomes of such disputes could require us to incur additional costs. Â Â â€¢ Â We may be unable to restart production by JanuaryÂ 1, 2026, which would permit EM to exercise a reassignment option and take ownership of SYU without any compensation or reimbursement other than the deemed repayment in full of the principal and accrued interest outstanding under the Term Loan Agreement. Â Â â€¢ Â Restrictive covenants in the Term Loan Agreement or any future agreements governing our indebtedness could limit our growth and our ability to finance our operations, fund our capital needs, respond to changing conditions and engage in other business activities that may be in our best interests. Â Â â€¢ Â Under the terms of the Term Loan Agreement, restarting production will trigger a springing maturity date following a specified grace period, and the terms on which we will be able to refinance the Term Loan Agreement, if necessary, will depend on then-prevalent market conditions. Â Â â€¢ Â We may in the future refinance our existing indebtedness or incur new indebtedness at variable rates and without the option to pay interest in-kind, which would subject us to interest rate risk and could cause our debt service obligations to increase significantly. Â Â â€¢ Â Our business plans require a significant amount of capital. In addition, our future capital needs may require us to issue additional equity or debt securities that may dilute our stockholders or introduce covenants that may restrict our operations or ability to pay dividends. Â Â â€¢ Â We may incur substantial losses and be subject to substantial liability claims as a result of catastrophic events. We may not be insured for, or our insurance may be inadequate to protect us against, these risks. Expenses not covered by our insurance could have a material adverse effect on our financial position and results of operations. Â Â â€¢ Â We are subject to complex federal, state, local and other laws, regulations and permits that could adversely affect the cost, manner, ability or feasibility of conducting our operations. Â Â â€¢ Â The listing of a species as either â€œthreatenedâ€ or â€œendangeredâ€ under the U.S. Endangered Species Act and/or the California Endangered Species Act could result in increased costs, new operating restrictions, or delays in our operations, which could adversely affect our results of operations and financial condition. Â 16 Table of Contents Â â€¢ Â Conservation measures, technological advances and increasing public attention and activism with respect to climate change and environmental matters could reduce demand for oil, natural gas and NGLs and have an adverse effect on our business, financial condition and reputation. Â Â â€¢ Â Climate change legislation or regulations restricting emissions of â€œgreenhouse gases,â€ or GHGs, could result in increased operating costs and reduced demand for the oil, natural gas and NGLs we expect to produce. Â Â â€¢ Â Our financial results with respect to the Pipelines will primarily depend on the outcomes of ratemaking proceedings with the California Public Utilities Commission and we may not be able to earn an adequate rate of return in a timely manner or at all. Â Â â€¢ Â Attempts by the California state government to restrict the production of oil and gas could negatively impact our operations and result in decreased demand for fossil fuels in California. Â Â â€¢ Â Our assets are located exclusively onshore and offshore in California, making us vulnerable to risks associated with having operations concentrated in this geographic area. Â Â â€¢ Â All of our operations are conducted in areas that may be at risk of damage from fire, mudslides, earthquakes or other natural disasters. Â Â â€¢ Â Environmental groups may initiate litigation and take other actions to delay or prevent us from obtaining required approvals to restart and continue production. Â Â â€¢ Â The cost of decommissioning and the cost of financial assurance to satisfy decommissioning obligations are uncertain. Â Â â€¢ Â We may be required to post cash collateral pursuant to our agreements with sureties, letter of credit providers or regulators under our existing or future bonding or other arrangements, which may have a material adverse effect on our liquidity and our ability to execute our capital expenditure plan and our asset retirement obligation plan and comply with the agreements governing our existing or future indebtedness. Â Â â€¢ Â Our business could be negatively affected by security threats, including cybersecurity threats, destructive forms of protest and opposition by activists and other disruptions. Â Â â€¢ Â The market prices of our securities could be highly volatile or may decline regardless of our operating performance. You may lose some or all of your investment. Â Â â€¢ Â The NYSE may not continue to list our securities, which could limit investorsâ€™ ability to make transactions in our securities and subject us to additional trading restrictions. Â Â â€¢ Â We have identified material weaknesses in our internal control over financial reporting. These material weaknesses could continue to adversely affect investor confidence in us and materially adversely affect our ability to report our results of operations and financial condition accurately and in a timely manner. Â Â â€¢ Â If we fail to develop and maintain an effective system of disclosure controls and internal control over financial reporting, our ability to produce timely and accurate financial statements or comply with applicable regulations could be impaired, which may adversely affect investor confidence in us and, as a result, the market price of our Common Stock. Â Â â€¢ Â Future sales (including pursuant to this Prospectus), or the perception of future sales, of our Common Stock by us or our existing stockholders in the public market could cause the market price for our Common Stock to decline. Â Â â€¢ Â Our issuance of additional shares of Common Stock or convertible securities may dilute your ownership of us and could adversely affect our stock price. Â Â â€¢ Â We may redeem unexpired Public Warrants prior to their exercise at a time that is disadvantageous to Warrant Holders, thereby making their warrants worthless. Â 17 Table of Contents Â â€¢ Â There is no guarantee that the Public Warrants will ever be â€œin the money,â€ and they may expire worthless and the terms of our warrants may be amended. Â Â â€¢ Â Members of our management team and our Board and their respective affiliated companies have been, and may from time to time be, involved in legal proceedings or governmental investigations unrelated to our business. Â Â â€¢ Â If securities or industry analysts do not publish research or reports about us, or publish negative reports, our stock price and trading volume could decline. Â Â â€¢ Â We are an â€œemerging growth companyâ€ and the reduced reporting and disclosure requirements applicable to emerging growth companies could make our Common Stock less attractive to investors. Â 18 Table of Contents RISK FACTORS You should carefully consider the risks and uncertainties described below and the other information in this prospectus before making an investment in our Common Stock or Warrants. Our business, financial condition, results of operations, or prospects could be materially and adversely affected if any of these risks occurs, and as a result, the market price of our Common Stock and Warrants could decline and you could lose all or part of your investment. This prospectus also contains forward-looking statements that involve risks and uncertainties. See â€œCautionary Note Regarding Forward-Looking Statements.â€ Our actual results could differ materially and adversely from those anticipated in these forward-looking statements as a result of certain factors, including those set forth below. Risks Related to Restart of Production We

need to satisfy a number of permitting obligations and other requirements before we can restart production of the SYU Assets. The requirements to restart Lines 901 and 903 include those set forth in a Consent Decree with federal and state agencies. While the operator of the lines has satisfied most of the conditions to restart including under the Consent Decree, there is no assurance that we will be successful in satisfying the remainder of the requirements and restarting production of the SYU Assets in a timely manner. SYU suspended production as a result of the Line 901 incident and consequent suspension of service, and our business depends on its production restarting. We need to satisfy a number of requirements related to SYU and Lines 901 and 903 before we can restart production. Such requirements include conditions set forth in a U.S. federal district court Consent Decree executed by Plains and relevant U.S. and State of California government agencies. For further information, see â€œBusinessâ€”Pipeline 901 Incident.â€ While the current operator of Lines 901 and 903 has satisfied most of the conditions to restart including under the Consent Decree, there is no assurance that we will be successful in satisfying the remaining requirements and restarting production in a timely manner. If we fail to restart production by JanuaryÂ 1, 2026, the prior owner of SYU may exercise its right to cause us to reassign the SYU Assets. See â€œRisk Factorsâ€”Risks Related to the Business of the Companyâ€”We may be unable to restart production of SYU by JanuaryÂ 1, 2026, which would permit EM to exercise a reassignment option and take ownership of SYU without any compensation or reimbursement other than the deemed repayment in full of the principal and accrued interest outstanding under the Term Loan Agreement.â€ Our assumptions and estimates regarding the total costs associated with restarting production may be inaccurate. We currently estimate the total costs we will incur in order to restart production to be approximately $197,000,000. The expenditures will primarily be directed toward obtaining the necessary regulatory approvals and completing the pipeline repairs and bringing the shut-in assets back online during the third quarter of 2024. This estimate of costs to restart production considers currently available facts and presently enacted laws and regulations, but it is subject to uncertainties associated with the assumptions that we have made. For example, the costs of equipment, repairs and maintenance, the costs of operating personnel, the costs to obtain governmental approvals, and legal, consulting and other professional expenses could turn out to be higher than we have estimated. Accordingly, our assumptions and estimates may change in future periods based on future events and total costs may materially increase; therefore, we can provide no assurance that we will not have to incur additional costs in future periods significantly higher than our estimated costs for the restart of production. There is no guarantee that we will have sufficient cash to restart production of the SYU Assets. Until we restart production of the SYU Assets, we will not generate any revenue or cash flows from operations. We will rely on cash on hand to fund the operations necessary to restart production of the SYU Assets. If we do not have sufficient cash on hand to restart production of SYU, we may need to raise additional capital to continue our operations, and this capital may not be available on acceptable terms or at all. If we do not Â 19 Table of Contents have sufficient cash on hand or are unable to obtain additional funding on a timely basis, we may be unable to restart production of SYU, which could materially affect our business, financial condition and results of operations. See â€œRisk Factorsâ€” Risks Related to the Business of the Companyâ€”We may be unable to restart production of SYU by JanuaryÂ 1, 2026, which would permit EM to exercise a reassignment option and take ownership of SYU without any compensation or reimbursement other than the deemed repayment in full of the principal and accrued interest outstanding under the Term Loan Agreement.â€ Risks Related to the Business of the Company Oil, natural gas and natural gas liquids, or â€œNGL(s)â€, prices are volatile, due to factors beyond our control, and greatly affect our business, results of operations and financial condition. Any decline in, or sustained low levels of, oil, natural gas and NGL prices will cause a decline in our cash flow from operations, which could materially and adversely affect our business, results of operations and financial condition. Our revenues, operating results, profitability, liquidity, future growth and the value of our assets depend primarily on prevailing commodity prices. Historically, oil and natural gas prices have been volatile and fluctuate in response to changes in supply and demand, market uncertainty, and other factors that are beyond our control, including: Â Â â€¢ Â the regional, domestic and foreign supply of oil, natural gas and NGLs; Â Â â€¢ Â the level of commodity prices and expectations about future commodity prices; Â Â â€¢ Â the level of global oil and natural gas exploration and production; Â Â â€¢ Â localized supply and demand fundamentals, including the proximity and capacity of pipelines and other transportation facilities, and other factors that result in differentials to benchmark prices from time to time; Â Â â€¢ Â the cost of exploring for, developing, producing and transporting oil, natural gas and NGLs; Â Â â€¢ Â the price and quantity of foreign imports; Â Â â€¢ Â political and economic conditions in oil producing countries, including conflicts in or among the Middle East, Africa, South America and Russia; Â Â â€¢ Â the ability of members of the Organization of Petroleum Exporting Countries to agree to and maintain oil price and production controls; Â Â â€¢ Â speculative trading in crude oil and natural gas derivative contracts; Â Â â€¢ Â the level of consumer product demand; Â Â â€¢ Â weather conditions and other natural disasters; Â Â â€¢ Â risks associated with operating drilling rigs; Â Â â€¢ Â technological advances affecting exploration and production operations and overall energy consumption; Â Â â€¢ Â domestic and foreign governmental regulations and taxes; Â Â â€¢ Â the impact of energy conservation efforts; Â Â â€¢ Â the continued threat of terrorism and the impact of military and other action, including the Russia-Ukraine war and its destabilizing effect on the European continent and the global oil and natural gas markets; Â Â â€¢ Â the price and availability of competitorsâ€™ supplies of oil and natural gas and alternative fuels; and Â Â â€¢ Â overall domestic and global economic conditions. Â 20 Table of Contents These factors and the volatility of the energy markets make it extremely difficult to predict future oil, natural gas and NGL price movements with any certainty. For example, for the five years ended DecemberÂ 31, 2022, the NYMEX-WTI oil futures price ranged from a high of $123.70 per Bbl to a low of $(37.63) per Bbl, while the NYMEX-Henry Hub natural gas futures price ranged from a high of $9.68 per MMBtu to a low of $1.48 per MMBtu. For the year ended DecemberÂ 31, 2022, the NYMEX-WTI oil futures price ranged from a high of $123.70 per Bbl on MarchÂ 8, 2022 to a low of $71.02 per Bbl on DecemberÂ 9, 2022 and the NYMEX-Henry Hub natural gas futures price ranged from a high of $9.68 per MMBtu on AugustÂ 22, 2022 to a low of $3.72 per MMBtu on JanuaryÂ 4, 2022. Likewise, NGLs, which are made up of ethane, propane, isobutane, normal butane and natural gasoline, each of which has different uses and different pricing characteristics, have sustained depressed realized prices during this period and are generally correlated with the price of oil. While recent events have led to elevated oil, natural gas and NGL prices, an extended decline in commodity prices could materially and adversely affect our business, results of operations and financial condition. If commodity prices decline and remain depressed for a prolonged period, our business may become uneconomical and result in additional write downs of the value of our properties, which may adversely affect our financial condition and our ability to fund operations. Oil, natural gas and NGL prices have experienced significant volatility over the past few years. An extended decline in commodity prices could render our business uneconomical and result in a downward adjustment of our assets, which would reduce our ability to fund our operations. An extended decline, or sustained marked uncertainty, in commodity prices may cause us to write down, as a non-cash charge to earnings, the carrying value of our oil and natural gas properties for impairments. We may in the future incur impairment charges that could have a material adverse effect on our results of operations in the period taken. Sustained declines or uncertainty in commodities prices may adversely affect our financial condition, results of operations, ability to reduce debt, ability to pay dividends and the timing of our capital projects. An increase in the differential between the NYMEX or other benchmark prices of oil and natural gas and the wellhead price we expect to receive for our future production could significantly reduce our cash flow and adversely affect our financial condition. The prices that we expect to receive for our future oil and natural gas production will often reflect a regional discount, based on the location of production, to the relevant benchmark prices, such as NYMEX or ICE, that are used for calculating hedge positions. The prices we expect to receive for our future production are also affected by the specific characteristics of the production relative to production sold at benchmark prices. For example, California oil typically has a lower gravity, and a portion typically has higher sulfur content, than oil sold at certain benchmark prices. Therefore, because our oil will likely require more complex refining equipment to convert it into high value products, it may sell at a discount to those prices. These discounts, if significant, could reduce our cash flows and adversely affect our results of operations and financial condition. The estimated quantities of petroleum contained in the SYU Assets are classified as â€œcontingent resourcesâ€ rather than â€œreservesâ€ because they are subject to numerous contingencies. There is no assurance that any of the petroleum contained in the SYU Assets will ever be recovered or reclassified as â€œreserves.â€ The resources are contingent upon (1)Â approval from federal, state and local regulators to restart production, (2)Â reestablishment of oil transportation systems to deliver production to market and (3)Â commitment to restart the wells and facilities. Some or all of the contingent resources may be reclassified as â€œreservesâ€ if all of the contingencies are successfully resolved but there is no assurance that the contingencies will be resolved or resolved in a timely manner or that any of the petroleum in the SYU Assets will be recovered. The NSAI Report does not account for any costs required to resolve the contingencies, and the cash flow estimates in the NSAI Report assume these contingencies have been resolved. The independent engineering evaluation by NSAI of the contingent resources in certain oil and gas properties located in the Santa Ynez Unit as of SeptemberÂ 30, 2021, utilizing constant price and cost parameters Â 21 Table of Contents specified by Legacy Sable (the â€œNSAI Reportâ€) includes cash flow estimates related to the SYU Assets oil and gas properties but these cash flow estimates do not provide for the costs of resolving the existing contingencies. The cash flow estimates assume all contingencies have been resolved and such estimates have not been risked to account for the possibility that the contingencies are not successfully addressed. Even if all the contingencies are resolved and all the facilities are restarted, the amounts recovered may be substantially less than estimated. The approximate probability that the quantities of contingent resources actually recovered will equal or exceed the estimated amounts is generally inferred to be 90Â percent for the low estimate, which is the estimate provided in the NSAI Report. Even if all contingencies have been successfully addressed and all the facilities restarted, and assuming NSAI correctly assessed the likelihood and magnitude of contingent resources recovery, there remains some risk that the amounts recovered may be substantially less than estimated. The cash flow estimates are based on numerous assumptions from us, NSAI and EM. The cash flow ultimately generated, if any, may be substantially less than estimated if any of these assumptions were inaccurate. The NSAI Report incorporates numerous assumptions about future operating costs and oil, NGLs and gas prices. The oil price adjustment of $(4.50) per barrel used in the NSAI Report is based on our anticipated marketing agreements, although NSAIâ€™s analysis of historical records of the SYU Assets prior to the Line 901 incident indicated the adjustment should be approximately $(20.00) per barrel. Operating costs used in the NSAI Report are based on EMâ€™s records and include only direct field- and lease-level costs; they do not include any headquarters general and administrative expenses, nor do they include any expenses for maintenance prior to the restart of production, which is expected to occur in the third quarter of 2024. Additionally, the operating costs and abandonment costs are not escalated for inflation. The cash flow estimates may increase or decrease due to market conditions, future operations, actual reservoir performance, changes in regulations or if any of the other assumptions are incorrect. Accordingly, the cash flow ultimately generated, if any, may be substantially less than estimated if any of these assumptions were inaccurate. The contingent resources shown in the NSAI Report are only estimates and should not be construed as exact quantities. The contingent resource estimates are based on a limited analysis, and NSAI did not seek to investigate every risk or every aspect of the properties. NSAI did not perform a field inspection of the properties or examine the mechanical operation or condition of the wells and facilities. NSAI did not investigate possible environmental liability or examine the titles to the properties or the interest owned. The estimates assume that the properties will be operated in a prudent manner and that no governmental regulations or controls will be put in place that would impact our ability to recover the contingent resources. In addition to the primary economic and operational assumptions, there are uncertainties inherent in the interpretation of engineering and geoscience data. Accordingly, the cash flow ultimately generated, if any, may be substantially less than NSAI estimates. Our hedging strategy in the future may not effectively mitigate the impact of commodity price volatility from our cash flows, and our hedging activities could result in cash losses and may limit potential gains. We expect that we will develop and maintain a portfolio of commodity derivative contracts covering a specified percentage or range of our estimated production from proved developed producing reserves over a one-to-three-year period at any given point in time. These commodity derivative contracts will likely include natural gas, oil and NGL financial swaps. The prices and quantities at which we enter into commodity derivative contracts covering our production in the future will be dependent upon oil and natural gas prices and price expectations at the time we enter into these transactions, which may be substantially higher or lower than current or future oil and natural gas prices. Accordingly, our price hedging strategy may not protect us from significant Â 22 Table of Contents declines in oil, natural gas and NGL prices received for our future production. Many of the derivative contracts to which we will be a party will require us to make cash payments to the extent the applicable index exceeds a predetermined price, thereby limiting our ability to realize the benefit of increases in oil, natural gas and NGL prices. If our actual production and sales for any period are less than our hedged production and sales for that period (including reductions in production due to operational delays) or if we are unable to perform our drilling activities as planned, we might be forced to satisfy all or a portion of our hedging obligations without the benefit of the cash flow from our sale of the underlying physical commodity, which may materially impact our liquidity. Developing and producing oil, natural gas and NGLs are costly and high-risk activities with many uncertainties that may result in a total loss of investment or otherwise adversely affect our business, financial condition, results of operations and cash flows. Many of these risks are heightened for us due to the fact that most of our equipment has been shut-in for more than seven years. Our development and production operations may be curtailed, delayed, canceled or otherwise negatively impacted as a result of many factors, including: Â Â â€¢ Â high costs, shortages or delivery delays of rigs, equipment, labor, electrical power or other services; Â Â â€¢ Â unusual or unexpected geological formations; Â Â â€¢ Â composition of sour natural gas, including sulfur, carbon dioxide and other diluent content; Â Â â€¢ Â unexpected operational events and conditions; Â Â â€¢ Â failure of down hole equipment and tubulars; Â Â â€¢ Â loss of wellbore mechanical integrity; Â Â â€¢ Â failure, unavailability or shortage of capacity of gathering and transportation pipelines, or other transportation facilities; Â Â â€¢ Â human errors, facility or equipment malfunctions and equipment failures or accidents, including acceleration of deterioration of our facilities and equipment due to the highly corrosive nature of sour natural gas; Â Â â€¢ Â excessive wall loss or other loss of pipeline integrity; Â Â â€¢ Â title problems; Â Â â€¢ Â litigation, including landowner lawsuits; Â Â â€¢ Â loss of drilling fluid circulation; Â Â â€¢ Â hydrocarbon or oilfield chemical spills; Â Â â€¢ Â fires, blowouts, surface craterings and explosions; Â Â â€¢ Â surface spills or underground migration due to uncontrollable flows of oil, natural gas, formation water or well fluids; Â Â â€¢ Â delays imposed by or resulting from compliance with environmental and other governmental or regulatory requirements; Â Â â€¢ Â delays due to operations in environmentally sensitive areas; and Â Â â€¢ Â adverse weather conditions and natural disasters. Many of these risks are heightened for us due to the fact that most of our equipment has been shut-in for more than seven years. Any of these risks can cause substantial losses, including personal injury or loss of life, damage to or destruction of property, natural resources and equipment, pollution, environmental contamination or loss of wells and other regulatory penalties. In the event that planned operations are delayed or canceled, or Â 23 Table of Contents existing wells or development wells have lower than anticipated production due to one or more of the factors above or for any other reason, our financial condition and results of operations may be adversely affected. If any of these factors were to occur with respect to a particular field, we could lose all or a part of our investment in the field or we could fail to realize the expected benefits from the field, either of which could materially and adversely affect our business, financial condition, results of operations and cash flows. The enactment of derivatives legislation could have an adverse effect on our ability to use derivative instruments to reduce the effect of commodity price, interest rate and other risks associated with our business. The Dodd-Frank Wall Street Reform and Consumer Protection Act (â€œDodd-Frank Actâ€), enacted in 2010, establishes federal oversight and regulation of, among other things, the over-the-counter derivatives market and certain participants in that market, including us. Rules and regulations applicable to over-the-counter derivatives transactions may affect both the size of positions that we may hold and the ability or willingness of counterparties to trade opposite us, potentially increasing costs for transactions. Moreover, such changes could materially reduce our hedging opportunities which could adversely affect our revenues and cash flow during periods of low commodity prices. While many Dodd-Frank Act regulations are already in effect, the rulemaking and implementation process is ongoing, and the ultimate effect of the adopted rules and regulations and any future rules and regulations on our business remains uncertain. See â€œBusinessâ€”Other Regulation of the Oil and Natural Gas Industryâ€”Derivatives Regulationâ€ for additional information. Development and production of oil, natural gas and NGLs in offshore waters have inherent and historically higher risk than similar activities onshore. Our offshore operations are subject to a variety of operating risks specific to the marine environment, such as a dependence on a limited number of electrical transmission lines, as well as capsizing, collisions and damage or loss from adverse weather conditions. Offshore activities are subject to more extensive governmental regulation than onshore oil and natural gas activities. We are vulnerable to the risks associated with operating offshore California, including risks relating to: Â Â â€¢ Â impacts of climate change and natural disasters such as earthquakes, tidal waves, mudslides, fires and floods; Â Â â€¢ Â oil field service costs and availability; Â Â â€¢ Â compliance with environmental and other laws and regulations; Â Â â€¢ Â third-party marine vessels; Â Â â€¢ Â response capabilities for personnel, equipment and environmental incidents; Â Â â€¢ Â remediation and other costs resulting from oil spills, releases of hazardous materials and other environmental and natural resource damages; and Â Â â€¢ Â failure of equipment or facilities. In addition to lost production and increased costs, these hazards could cause serious injuries, fatalities, contamination or property damage for which we could be held responsible. The potential consequences of these hazards are particularly severe for us because

significant portions of our offshore operations are conducted in environmentally sensitive areas, including areas with significant residential populations and public and commercial infrastructure. An accidental oil spill or release on or related to offshore properties and operations could expose us to joint and several strict liability, without regard to fault, under applicable law for all containment and oil removal costs and a variety of public and private damages including, but not limited to, the costs of remediating a release of oil, natural resource damages, and economic damages suffered by persons adversely affected by an oil spill. If an oil discharge or substantial threat of discharge were to occur, we may be subject to regulatory scrutiny and liable for costs and damages, which costs and damages could be material to our business, financial condition or results of operations and could subject us to criminal and civil penalties. Finally, Â 24 Table of Contents maintenance activities undertaken to reduce operational risks can be costly and can require exploration, exploitation and development operations to be curtailed while those activities are being completed. Oil and natural gas producersâ€™ operations are substantially dependent on the availability of water and the disposal of waste, including produced water and drilling fluids. Restrictions on the ability to obtain water or dispose of waste may impact our operations. Water is an essential component of oil and natural gas production during the drilling and production process. Our inability to locate sufficient amounts of water, or dispose of or recycle water used in our development and production operations, could adversely impact our operations. Moreover, the imposition of new environmental initiatives and regulations could include restrictions on our ability to conduct certain operations such as disposal of waste, including, but not limited to, produced water, drilling fluids and other wastes associated with the exploration, development or production of natural gas. The Clean Water Act imposes restrictions and strict controls regarding the discharge of produced waters and other natural gas and oil waste into â€œwaters of the United States.â€ Permits must be obtained to discharge pollutants to such waters and to conduct construction activities in such waters, which include certain wetlands. The Clean Water Act and similar state laws provide for civil, criminal and administrative penalties for any unauthorized discharges of pollutants and unauthorized discharges of reportable quantities of oil and other hazardous substances. State and federal discharge regulations prohibit the discharge of produced water and sand, drilling fluids, drill cuttings and certain other substances related to the natural gas and oil industry into coastal waters. Compliance with current and future environmental regulations and permit requirements governing the withdrawal, storage and use of surface water or groundwater necessary for the disposal and recycling of produced water, drilling fluids and other wastes may increase our operating costs and cause delays, interruptions or termination of our operations, the extent of which cannot be predicted. In addition, in some instances, the operation of underground injection wells for the disposal of waste has been alleged to cause earthquakes. In some jurisdictions, such issues have led to orders prohibiting continued injection or the suspension of drilling in certain wells identified as possible sources of seismic activity or resulted in stricter regulatory requirements relating to the location and operation of underground injection wells. Any orders or regulations addressing concerns about seismic activity from well injection in jurisdictions where we operate could affect our operations. See â€œBusinessâ€” Environmental, Occupational Safety and Health Matters and Regulationsâ€”Water Dischargesâ€ for an additional description of the laws and regulations relating to the discharge of water and other wastes that affect us. The unavailability or high cost of rigs, equipment, supplies and crews could delay our operations, increase our costs and delay forecasted revenue. Our industry is cyclical, and historically there have been periodic shortages of rigs, equipment, supplies and crew. Sustained declines in oil and natural gas prices may reduce the number of service providers for such rigs, equipment, supplies and crews, contributing to or resulting in shortages. Alternatively, during periods of higher oil and natural gas prices, the demand for rigs, equipment, supplies and crews is increased and can lead to shortages of, and increasing costs for, development equipment, supplies, services and personnel. While we have mitigated some of these issues with dedicated rigs, shortages of, or increasing costs for, experienced development crews and oil field equipment and services could restrict our ability to drill the wells and conduct the operations that we currently have planned relating to the fields where our properties are located. In addition, some of our operations require supply materials for production, such as CO2, which could become subject to shortages and increased costs. Any delay in the development of new wells or a significant increase in development costs could reduce our revenues and impact our development plan, which would thus affect our financial conduction, results of operations and our cash flows. The third parties on whom we rely for transportation services are subject to complex federal, state and other laws that could adversely affect the cost, manner or feasibility of conducting our business. The operations of the third parties on whom we rely for transportation services are subject to complex and stringent laws and regulations that require obtaining and maintaining numerous permits, approvals and Â 25 Table of Contents certifications from various federal, state and local government authorities. These third parties may incur substantial costs in order to comply with existing laws and regulations. If existing laws and regulations governing such third-party services are revised or reinterpreted, or if new laws and regulations become applicable to their operations, these changes may affect the costs that we pay for such services. Similarly, a failure to comply with such laws and regulations by the third parties on whom we rely for transportation services could impact the availability of those services. Any potential impact to the availability of transportation services could impact our ability to market and sell our production, which could have a material adverse effect on our business, financial condition and results of operations. See â€œBusinessâ€”Environmental, Occupational Safety and Health Matters and Regulationsâ€ and â€œBusinessâ€”Other Regulation of the Oil and Natural Gas Industryâ€ for a description of the laws and regulations that affect the third parties on whom we rely for transportation services. Our business depends in part on pipelines, gathering systems and processing facilities owned by us or others. Any limitation in the availability of those facilities could interfere with our ability to market our oil, natural gas and NGL production. The marketability of our oil, natural gas and NGL production depends in part on the availability, proximity and capacity of pipelines and other transportation methods, gathering systems and processing facilities owned by us or third parties. The amount of oil, natural gas and NGLs that can be produced and sold is subject to curtailment in certain circumstances, such as pipeline interruptions due to scheduled and unscheduled maintenance, excessive pressure, physical damage or lack of contracted capacity on such systems. For example, our ability to produce and sell oil from SYU will depend on the continued availability of the pipeline infrastructure between platforms, for delivery of that oil to shore, and for further delivery to market, and any unavailability of that pipeline infrastructure could cause us to shut in all or a portion of the production from the SYU properties for the length of such unavailability. Our access to transportation options can also be affected by U.S. federal and state regulation of oil and natural gas production and transportation, general economic conditions and changes in supply and demand. The curtailments arising from these and similar circumstances may last from a few days to several months or more. In many cases, we are provided with only limited, if any, notice as to when these circumstances will arise and their duration. Any significant curtailment in gathering system or transportation or processing facility capacity could reduce our ability to market our oil and natural gas production and harm our business, financial condition, results of operations and cash flows. Loss of our key executive officers or other key personnel, or an inability to attract and retain such officers and personnel, could negatively affect our business and, in one instance, could cause a default under the primary agreement governing our existing indebtedness. Our future success depends on the skills, experience and efforts of our executive officers. The sudden loss of any of these executivesâ€™ services or our failure to appropriately plan for any expected executive succession could materially and adversely affect our business and prospects, as we may not be able to find suitable individuals to replace them on a timely basis, if at all. Additionally, we also depend on our ability to attract and retain qualified personnel to operate and expand our business. If we fail to attract or retain talented new employees, our business and results of operations could be negatively affected. Workers may choose to pursue employment with our competitors or in other fields. Additionally, the Senior Secured Term Loan Agreement (the â€œTerm Loan Agreementâ€) dated as of the Closing Date by and among Sable, EMC, as lender, and Alter Domus Products Corp., as the administrative agent for the benefit of the lender (the â€œTerm Loan Agreementâ€) requires that James C. Flores, our Chairman and Chief Executive Officer, remains directly and actively involved in the day-to-day management of our business, subject to the right of the holder of such indebtedness to approve his replacement, such approval not to be unreasonably withheld. We may incur losses as a result of title defects or deficiencies in our properties. The existence of a material title deficiency can render a lease worthless and can adversely affect our results of operations and financial condition. While we have done extensive title diligence in advance of the Business Â 26 Table of Contents Combination and typically obtain title opinions prior to commencing drilling operations on a lease or in a unit, the failure of title or other defects or deficiencies may not be discovered until after a well is drilled, in which case we may lose the lease and the right to produce all or a portion of the minerals under the property. We do not own all of the land on which our assets are located or all of the land that we must traverse in order to conduct our operations. There are disputes with respect to certain of the rights-of-way or other interests and any unfavorable outcomes of such disputes could require us to incur additional costs. We do not own in fee all of the land on which our assets are located or all of the land that we must traverse in order to conduct our operations. Rather, many of the properties or rights are derived from surface use agreements, rights-of-way or other easement rights and, therefore, we will be subject to the possibility of more onerous terms or increased costs to retain necessary land access if we do not have valid rights-of-way or if such rights-of-way lapse or terminate. Some of the rights to land owned by third parties and governmental agencies are obtained for a specific period of time and under certain conditions. We believe that we will have obtained sufficient right-of-way grants from public authorities (subject to receipt of certain governmental permits and consents) and private parties for us to operate our business. However, certain private landowners along sectors of Pipeline Segment 901 have made claims that the easement agreements with them are no longer effective because the pipeline is not transporting oil. If these landowners are successful with their claims, we may be required to make further easement payments. Our loss of any of these surface use agreements, rights-of-way or other easement rights through lapse or failure to satisfy or maintain certain conditions could require us to cease operations on the affected land or find alternative locations for our operations at increased costs, any of which could have a material adverse effect on our business, financial condition and results of operations. We may be unable to restart production by JanuaryÂ 1, 2026, which would permit EM to exercise a reassignment option and take ownership of SYU without any compensation or reimbursement other than the deemed repayment in full of the principal and accrued interest outstanding under the Term Loan Agreement. If we fail to restart production of the SYU Assets by JanuaryÂ 1, 2026 (the â€œRestart Failure Dateâ€), then pursuant to the Purchase and Sale Agreement dated NovemberÂ 1, 2022, by and among Legacy Sable, EMC and MPPC relating to the purchase of SYU and the Pipelines (â€œSable-EM Purchase Agreementâ€), for 180 days thereafter, EM will have the exclusive right, but not the obligation, to require us to reassign the SYU Assets and rights to EM or its designated representative, without reimbursing us for any of our costs or expenditures (the â€œReassignment Optionâ€). If we have acquired any additional rights or assets or have developed additional improvements related to the SYU Assets, records or benefits, on EMâ€™s request we also would be required to assign and deliver those additional rights, assets, improvements, records or benefits to EM without being reimbursed for any of our additional costs or expenses. If we are unable to restart production of the SYU Assets by the Restart Failure Date and EM exercises its Reassignment Option, EM will become the owner of substantially all of our business and we may be forced to wind-down our operations. Our ability to restart production of the SYU Assets is subject to several risks, and there is no assurance that we will be able to restart production of the SYU Assets by the Restart Failure Date. See â€œRisk Factorsâ€”Risks Related to the Restart of Production.â€ Restrictive covenants in the Term Loan Agreement or any future agreements governing our indebtedness could limit our growth and our ability to finance our operations, fund our capital needs, respond to changing conditions and engage in other business activities that may be in our best interests. Restrictive covenants in the Senior Secured Term Loan Agreement (the â€œTerm Loan Agreementâ€) impose significant operating and financial restrictions on us and our subsidiaries and we may be prevented from taking advantage of business opportunities that arise because of the limitations imposed on us by the Term Loan Agreement unless we gain EMâ€™s consent. These restrictions limit our ability to, among other things: Â Â â€¢ Â engage in mergers, consolidations, liquidations, or dissolutions; Â 27 Table of Contents Â Â â€¢ Â create or incur debt or liens; Â Â Â â€¢ Â make certain debt prepayments; Â Â Â â€¢ Â pay dividends, distributions, management fees or certain other restricted payments; Â Â Â â€¢ Â make investments, acquisitions, loans, or purchase oil and gas properties; Â Â Â â€¢ Â sell, assign, farm-out or dispose of any property; Â Â Â â€¢ Â enter into transactions with affiliates; Â Â Â â€¢ Â enter into, subject to certain exceptions, any agreement that prohibits or restricts liens securing the Term Loan Agreement, payments of dividends to us, or payment of debt owed to us and our subsidiaries; and Â Â Â â€¢ Â change the nature of our business. The Term Loan Agreement also contains representations and warranties, affirmative covenants, additional negative covenants and events of default (including a change of control). During the pendency of the Term Loan Agreement and in case of an event of default thereunder, EM may exercise all remedies at law or equity, and may foreclose upon substantially all of our assets and the assets of our subsidiaries, including, in the event of a deficiency, cash and any other assets not acquired from EM in the Business Combination to the extent constituting collateral under the applicable financing documents. We may not be able to obtain amendments, waivers or consents for potential or actual breaches of such representations and warranties or covenants, or we may be unable to obtain such amendments waivers or consents on acceptable terms, all of which could limit managementâ€™s flexibility to operate the business. Under the terms of the Term Loan Agreement, restarting production will trigger a springing maturity date following a specified grace period, and the terms on which we will be able to refinance the Term Loan Agreement, if necessary, will depend on then-prevalent market conditions. The Term Loan Agreement includes a springing maturity date of ninety (90)Â days after Restart Production (as defined in the Sable-EM Purchase Agreement) (i.e., one hundred eighty (180)Â days after resumption of actual production from the wells), which could require a future refinancing of the indebtedness under the Term Loan Agreement or the incurrence of new indebtedness. The terms on which we would be able to obtain any refinancing of the Term Loan Agreement will depend on market conditions at the time of any such refinancing. We may in the future refinance our existing indebtedness or incur new indebtedness at variable rates and without the option to pay interest in-kind, which would subject us to interest rate risk and could cause our debt service obligations to increase significantly. The outstanding principal amount under our Term Loan Agreement bears interest at a fixed rate and we have the option of capitalizing the interest onto the principal rather than paying cash interest, but we may in the future refinance our existing indebtedness or incur new indebtedness with variable rates and mandatory cash interest payments, which would expose us to interest rate risk and additional liquidity burdens. If interest rates increase, our debt service obligations on the variable rate indebtedness would increase even if the principal amount remained the same, and our net income and cash available for servicing our indebtedness would decrease. Our business plans require a significant amount of capital. In addition, our future capital needs may require us to issue additional equity or debt securities that may dilute our stockholders or introduce covenants that may restrict our operations or ability to pay dividends. Our business and operations may consume resources faster than we anticipate. In the future, we may need to raise additional funds through the issuance of new equity or debt securities, or a combination thereof. Additional Â 28 Table of Contents financing may not be available on favorable terms or at all. If adequate funds are not available on acceptable terms, we may be unable to fund our capital requirements. If we issue new debt, the debt holders would have rights senior to holders of our Common Stock to make claims on our assets and the terms of any debt could restrict our operations, including our ability to pay dividends on our Common Stock. If we issue additional equity securities or securities convertible into equity securities, existing stockholders will experience dilution and the new equity securities could have rights senior to those of our Common Stock. Because our decision to issue securities in any future offering will depend on market conditions and other factors beyond our control, we cannot predict or estimate the amount, timing or nature of our future offerings and their impact on the market price of our Common Stock. We are exposed to trade credit risk in the ordinary course of our business activities. We are exposed to risks of loss in the event of nonperformance by our vendors and other counterparties. Some of our vendors and other counterparties may be highly leveraged and subject to their own operating and regulatory risks. Many of our vendors and other counterparties finance their activities through cash flow from operations, the incurrence of debt or the issuance of equity. The combination of reduction of cash flow resulting from declines in commodity prices and the lack of availability of debt or equity financing may result in a significant reduction in our vendorsâ€™ and other counterpartiesâ€™ liquidity and ability to make payments or perform on their obligations to us. Even if our credit review and analysis mechanisms work properly, we may experience financial losses in our dealings with other parties. Any increase in the nonpayment or nonperformance by our vendors or other counterparties could adversely affect our business, financial condition, results of operations and cash flows. We may incur substantial losses and be subject to substantial liability claims as a result of catastrophic events. We may not be insured for, or our insurance may be inadequate to protect us against, these risks. Expenses not covered by our insurance could have a material adverse effect on our financial position and results of operations. Our operations are subject to all of the hazards and operating risks associated with drilling for and production of oil and natural gas, including natural disasters, the risk of fire, explosions, blowouts, surface cratering, uncontrollable flows of natural gas, oil and formation water, pipe or pipeline failures, abnormally pressured formations, casing collapses and environmental hazards such as oil spills, natural gas leaks, ruptures or discharges of toxic gases, all of which could cause substantial financial losses. The location of any properties and other assets near environmentally sensitive areas or near populated areas, including residential areas, commercial business centers and industrial sites, could significantly increase the level of potential damages resulting from these risks. Other catastrophic events such as earthquakes, floods, mudslides, fires, droughts, contagious diseases, terrorist attacks and other events that cause operations to cease or be curtailed may adversely affect our business and the communities in which we operate. For example, utilities have begun to suspend electric services to avoid wildfires during windy periods in California,

a business disruption risk that is not insured. We may be unable to obtain, or may elect not to obtain, insurance for certain risks if we believe that the cost of available insurance is excessive relative to the risks presented. The occurrence of any of these or other similar events could result in substantial losses to us due to injury or loss of life, severe damage to or destruction of property, natural resources and equipment, pollution or other environmental damage, cleanup responsibilities, regulatory investigation and penalties, suspension or disruption of operations, substantial revenue losses and repairs to resume operations. We maintain insurance coverage against potential losses that we believe is customary in the industry. However, insurance against all operational risk is not available to us. These insurance policies may not cover all liabilities, claims, fines, penalties or costs and expenses that we may incur in connection with our business and operations, including those related to environmental claims. Pollution and environmental risks generally are not fully insurable. In addition, we cannot assure you that we will be able to maintain adequate insurance at rates we consider reasonable. We may elect not to obtain insurance if we believe that the cost of available insurance is excessive relative to the perceived risks presented. A liability, claim or other loss not fully covered by insurance could have a material adverse effect on our business, financial position, results of operations and cash flows. Â 29 Table of Contents We may be unable to compete effectively with larger companies. The oil and natural gas industry is intensely competitive with respect to marketing oil and natural gas and securing equipment and trained personnel. Many of our larger competitors not only drill for and produce oil and natural gas but also carry on refining operations and market petroleum and other products on a regional, national or worldwide basis, which offers them greater access and economies of scale. In addition, there is substantial competition for investment capital in the oil and natural gas industry and many of our competitors have access to capital at a lower cost than that available to us. These larger companies may have a greater ability to continue development activities during periods of low oil and natural gas prices and to absorb the burden of present and future federal, state, local and other laws and regulations. Furthermore, we may not be able to aggregate sufficient quantities of production to compete with larger companies that are able to sell greater volumes of production to intermediaries, thereby reducing the realized prices attributable to our production. Any inability to compete effectively with larger companies could have a material adverse impact on our business activities, financial condition, results of operations and cash flows. We are subject to complex federal, state, local and other laws, regulations and permits that could adversely affect the cost, manner, ability or feasibility of conducting our operations. Our oil and natural gas development and production operations are subject to complex and stringent laws and regulations administered by governmental authorities vested with broad authority relating to the exploration for and the development, production and transportation of oil, natural gas, and NGLs. To conduct our operations in compliance with these laws and regulations, we must obtain and maintain numerous permits, approvals and certificates from various federal, state and local governmental authorities. We may incur substantial costs in order to maintain compliance with these existing laws and regulations. Failure to comply with laws and regulations applicable to our operations, including any evolving interpretation and enforcement by governmental authorities, could have a material adverse effect on our business, financial condition, results of operations and cash flows. Our oil, natural gas, and NGLs development and production operations are also subject to stringent and complex federal, state and local laws and regulations governing the release or discharge of materials into or through the environment, worker health and safety aspects of our operations, or otherwise relating to environmental protection, resource protection, and damage to natural resources. These laws and regulations may impose numerous obligations applicable to our operations, including the ability to obtain a permit before conducting our operations, including regulated drilling activities; the restriction of types, quantities and concentrations of materials that can be released or discharged into or through the environment; the limitation or prohibition of drilling, production and transportation activities on certain lands lying within wilderness, wetlands, seismically active areas and other protected or preserved areas; the application of specific health and safety criteria addressing worker protection; and the imposition of substantial liabilities for pollution and natural resources damages potentially resulting from our operations. The U.S. Environmental Protection Agency (â€œEPAâ€), Bureau of Ocean Energy Management (â€œBOEMâ€) and the Bureau of Safety and Environmental Enforcement (â€œBSEEâ€), California Public Utility Commission (â€œCPUCâ€), California Department of Forestry and Fire Protectionâ€™s Office of the State Fire Marshal (the â€œOSFMâ€), California Department of Conservationâ€™s Geologic Energy Management Division (â€œCalGEMâ€), and numerous other governmental authorities have the authority to enforce compliance with these laws and regulations and the permits issued by them, often requiring difficult and costly compliance measures or corrective actions. Failure to comply with these laws and regulations may result in the assessment of sanctions, including administrative, civil or criminal penalties, the imposition of investigatory or remedial obligations, injunctive and mitigation relief, the suspension or revocation of necessary permits, licenses and authorizations, the requirement that additional pollution controls be installed and, in some instances, the issuance of orders limiting or prohibiting some or all of our operations. We may also experience delays in obtaining or be unable to obtain required permits, including authorizations necessary to restart or replace the Pipeline Segments 901 and 903 (as defined in the Sable-EM Purchase Agreement, the â€œPipelinesâ€), which may delay or interrupt our operations and limit our growth and revenue, or may result in a failure to restart production by the Restart Failure Date. Â 30 Table of Contents Under certain environmental laws that impose strict as well as joint and several liability, we may be required to remediate or conduct other response actions at or in relation to contaminated properties currently owned or operated by us or facilities of third parties that received waste generated by our operations regardless of whether such contamination resulted from the conduct of others or from the consequences of our own actions that were in compliance with all applicable laws at the time those actions were taken. In addition, claims for damages to persons or property, including natural resources, may result from the environmental, health and safety impacts of our operations. Moreover, public interest in the protection of the environment has increased in recent years. New laws and regulations continue to be enacted, particularly at the state level, and, under the Biden Administration, the long-term trend of more expansive and stringent environmental legislation and regulations applied to the crude oil and natural gas industry could continue, resulting in increased costs of doing business and consequently affecting profitability. To the extent laws are enacted, or other governmental action is taken that restricts drilling, production and transportation activities, or imposes more stringent and costly operating, waste handling, disposal and cleanup requirements, our business, prospects, financial condition or results of operations could be materially adversely affected. See â€œBusinessâ€”Environmental, Occupational Safety and Health Matters and Regulationsâ€ and â€œBusinessâ€”Other Regulation of the Oil and Natural Gas Industryâ€ for a description of the more significant laws and regulations that affect us. The listing of a species as either â€œthreatenedâ€ or â€œendangeredâ€ under the U.S. Endangered Species Act and/or the California Endangered Species Act could result in increased costs, new operating restrictions, or delays in our operations, which could adversely affect our results of operations and financial condition. The U.S. Endangered Species Act (the â€œESAâ€) and analogous state laws regulate activities that could have an adverse effect on threatened and endangered species. Operations in areas where threatened or endangered species or their habitat are known to exist may require us to incur increased costs to implement mitigation or protective measures and also may restrict or preclude our activities in those areas or during certain seasons, such as breeding and nesting seasons. The listing of species in areas where we operate or, alternatively, entry into certain range-wide conservation planning agreements could result in increased costs to us from species protection measures, time delays or limitations on our activities, which costs, delays or limitations may be significant and could adversely affect our results of operations and financial position. Conservation measures, technological advances and increasing public attention and activism with respect to climate change and environmental matters could reduce demand for oil, natural gas and NGLs and have an adverse effect on our business, financial condition and reputation. Fuel conservation measures, alternative fuel requirements, incentives to conserve energy or use alternative energy sources, increasing consumer demand for alternatives to oil, natural gas and NGLs, and technological advances in fuel economy and energy generation devices could reduce demand for oil, natural gas and NGLs. Such initiatives or related activism aimed at limiting climate change and reducing air pollution, as well as negative investor sentiment toward our industry and the impact of the changing demand for oil and natural gas services and products may have a material adverse effect on our business, financial condition, results of operations, cash flows, and ability to access capital. Negative public perception regarding us and/or our industry resulting from, among other things, concerns raised by advocacy groups about climate change, may also lead to increased litigation risk, and regulatory, legislative and judicial scrutiny, which may, in turn, lead to new state and federal safety and environmental laws, regulations, guidelines and enforcement interpretations. Governmental authorities exercise considerable discretion in the timing and scope of permit issuance and the public may engage in the permitting process, including through intervention in the courts. Negative public perception could cause the permits we need to conduct our operations to be withheld, delayed, or burdened by requirements that restrict our ability to profitably conduct our business. In addition, claims have been made against certain energy companies alleging that GHG emissions from oil and natural gas operations constitute a public nuisance or have caused other redressable injuries under federal and/or state common law. While our Â 31 Table of Contents business is not a party to any such litigation, we could be named in actions making similar allegations. An unfavorable ruling in any such case could adversely impact our business, financial condition and results of operations. Moreover, parties concerned about the potential effects of climate change have directed their attention at sources of funding for energy companies, which has resulted in certain financial institutions, funds and other sources of capital, restricting or eliminating their investment in oil and natural gas activities. Climate change legislation or regulations restricting emissions of â€œgreenhouse gases,â€ or GHGs, could result in increased operating costs and reduced demand for the oil, natural gas and NGLs we expect to produce. In December 2009, the EPA published its findings that emissions of GHGs present a danger to public health and the environment because emissions of such gases are contributing to the warming of the Earthâ€™s atmosphere and other climatic changes. Based on these findings, the EPA has adopted and implemented regulations to restrict emissions of GHGs under existing provisions of the Clean Air Act. In addition, the EPA has also adopted rules requiring the monitoring and reporting of GHG emissions from specified sources on an annual basis in the United States, including, among others, certain oil and natural gas production facilities, which includes certain of our operations. The adoption or revision and implementation of any regulations imposing reporting obligations on, or limiting emissions of GHGs from, our equipment and operations could require us to incur costs to reduce emissions of GHGs associated with our operations or could adversely affect demand for the oil, natural gas and NGLs we produce. Such climate change regulatory and legislative initiatives could have a material adverse effect on our business, financial condition and results of operations. On AugustÂ 16, 2022, President Biden signed into law the Inflation Reduction Act (the â€œIRAâ€), which targets methane from oil and gas sources by imposing an applicable â€œwaste emissions chargeâ€ on petroleum and natural gas production facilities that exceed a specified waste emissions threshold and requiring the reporting of emissions that exceed 25,000 metric tons of carbon dioxide equivalent per year. In addition to the IRA, almost one-half of the states have taken legal measures to reduce emissions of GHGs, including through the planned development of GHG emission inventories and/or regional GHGs cap and trade programs. On an international level, the United States was one of nearly 200 countries to sign an international climate change agreement in Paris, France that requires member countries to set their own GHG emissions reduction goals beginning in 2020. However, the United States formally announced its intent to withdraw from the Paris Agreement in November 2019, which became effective in November 2020. On JanuaryÂ 20, 2021, President Biden issued written notification to the United Nations of the United Statesâ€™ intention to rejoin the Paris Agreement, which became effective on FebruaryÂ 19, 2021. In addition, various states and local governments have vowed to continue to enact regulations to achieve the goals of the Paris Agreement. Although it is not possible at this time to predict how legislation or new regulations that may be adopted to address GHG emissions would impact our business, any such future laws and regulations that require additional reporting of GHGs or otherwise limit emissions of GHGs from our equipment and operations could require us to incur costs to monitor and report on GHG emissions or reduce emissions of GHGs associated with our operations, and such requirements also could adversely affect demand for the oil, natural gas and NGL that we produce. Finally, it should be noted that numerous scientists have concluded that increasing concentrations of GHGs in the Earthâ€™s atmosphere may produce climate changes that have significant physical effects, such as increased frequency and severity of storms, droughts and floods and other climatic events. If any such effects were to occur in sufficient proximity to the SYU facilities, they could have an adverse effect on our financial condition and results of operations. For example, such effects could adversely affect or delay demand for the oil or natural gas produced or cause us to incur significant costs in preparing for or responding to the effects of climatic events themselves. Potential adverse effects could include disruption of our production activities, increases in our costs of operation or reductions in the efficiency of our operations, impacts on our personnel, supply chain, or distribution chain, as well as potentially increased costs for insurance coverages in the aftermath of such effects. Our ability to mitigate the adverse physical impacts of climate change depends in part upon our disaster preparedness and response and business continuity planning. See â€œBusinessâ€” Environmental, Occupational Safety and Health Matters and Regulationsâ€”Regulation of â€˜Greenhouse Gasâ€™ Emissionsâ€ for a Â 32 Table of Contents description of the climate change laws and regulations that affect us. Also see â€œRisk Factorsâ€”Risks Related to the Business of the Companyâ€”Attempts by the California state government to restrict the production of oil and gas could negatively impact our operations and result in decreased demand for fossil fuels in California.â€ Our financial results with respect to the Pipelines will primarily depend on the outcomes of ratemaking proceedings with the California Public Utilities Commission and we may not be able to earn an adequate rate of return in a timely manner or at all. As a regulated intrastate common carrier in California, the Pipelinesâ€™ tariffs will be set by the CPUC on a prospective basis and will generally be designed to allow us to collect sufficient revenues to recover reasonable costs of providing service on the basis of revenues, expenses and a return on our capital investments. Our financial results with respect to the Pipelines could be materially affected if the CPUC does not authorize sufficient revenues for us to safely and reliably serve our pipeline customers and earn an adequate return of equity. The outcome of the ratemaking proceedings can be affected by many factors, including the level of opposition by intervening parties; potential rate impacts; increasing levels of regulatory review; changes in the political, regulatory, or legislative environments; and the opinions of our regulators, consumer and other stakeholder organizations, and customers, about our ability to provide safe and reliable oil transportation pipeline transportation. In addition to the amount of authorized revenues, our financial results with respect to the Pipelines could be materially affected if our actual costs to safely and reliably serve our pipeline customers differ from authorized or forecast costs. We may incur additional costs for many reasons including changing market circumstances, unanticipated events (such as wildfires, storms, earthquakes, accidents, or catastrophic or other events affecting our pipeline operations), or compliance with new state laws or policies. Although we may be allowed to recover some or all of the additional costs, there may be a substantial delay between when we incur the costs and when we are authorized to collect revenues to recover such costs. Alternatively, the CPUC may disallow certain costs that they determine were not reasonably or prudently incurred. Attempts by the California state government to restrict the production of oil and gas could negatively impact our operations and result in decreased demand for fossil fuels in California. California, where our operations and assets are located, is heavily regulated with respect to oil and gas operations. Federal, state and local laws and regulations govern most aspects of exploration and production in California. Collectively, the effect of the existing laws and regulations is to potentially limit the number and location of our wells through restrictions on the use of our properties, limit our ability to develop certain assets and conduct certain operations, and reduce the amount of oil and natural gas that we can produce from our wells below levels that would otherwise be possible. The regulatory burden on the industry increases our costs and consequently may have an adverse effect upon capital expenditures, earnings or competitive position. Violations and liabilities with respect to these laws and regulations could result in significant administrative, civil, or criminal penalties, remedial clean-ups, natural resource damages, permit modifications or revocations, operational interruptions or shutdowns and other liabilities. The costs of remedying such conditions may be significant, and remediation obligations could adversely affect our financial condition, results of operations and prospects. Additionally, the California state government recently has taken several actions that could adversely impact future oil and gas production and other activities in the state. For example: Â Â â€¢ Â In September 2020, the California Governor issued an executive order that seeks to reduce both the supply of and demand for fossil fuels in the state. The executive order established several goals and directed several state agencies to take certain actions with respect to reducing emissions of greenhouse gases, including, but not limited to: (1)Â phasing out the sale of emissions-producing vehicles; (2)Â developing strategies for the closure and repurposing of oil and gas facilities in California; and Â 33 Table of Contents Â (3)Â calling on the California State Legislature to enact new laws prohibiting hydraulic fracturing in the state by 2024. The executive order also directed CalGEM to finish its review of public health and safety concerns from the impacts of oil extraction activities and propose significantly strengthened regulations. Â Â â€¢ Â In October 2020, the California Governor issued an executive order that established a state goal to conserve at least 30% of Californiaâ€™s land and coastal waters by 2030 and directed state agencies to implement other measures to mitigate climate change and strengthen biodiversity. At this time, we cannot predict the potential future actions that may result from these orders or how such actions might potentially impact our operations. In February 2021, California State Senators Scott Wiener and Monique LimÃ³n introduced Senate Bill 467, which proposes to halt the issuance or renewal of permits for hydraulic fracturing, acid well stimulation treatments, cyclic steaming, and water and steam flooding starting JanuaryÂ 1, 2022, and then prohibit these extraction methods entirely starting JanuaryÂ 1, 2027. SB 467 also would have prohibited all new or renewed permits for oil and gas extraction within 2,500 feet of any homes, schools, healthcare facilities or long-term care institutions such as dormitories or prisons, by

JanuaryÂ 1, 2022. However, SB 467 never made it out of committee and other bills to limit well stimulation treatments have also previously been introduced and failed to pass through the California legislature. Although these legislative efforts have failed, it is possible that SB 467 or similar legislation could be reintroduced in the future and we cannot predict the results of such future efforts. On JuneÂ 3, 2022, the U.S. Court of Appeals for the Ninth Circuit prohibited the federal government from issuing new permits for hydraulic fracturing and acidizing of oil wells in federal waters off the coast of California until a full environmental review is completed by federal agencies. The injunction was the result of lawsuits filed by the State of California, the California Coastal Commission and environmental groups alleging that federal agencies violated environmental laws when they authorized unconventional drilling methods on offshore California platforms before the unconventional drilling methods had been fully reviewed. The court also found that the California Coastal Commission must determine if hydraulic fracturing and acidizing are consistent with Californiaâ€™s coastal management program. While currently none of our California operations rely on hydraulic fracturing stimulation or acidizing of wells as discussed in the Ninth Circuit decision, any restrictions on the future use of those well stimulation treatments or other forms of injection may adversely impact our operations, including causing operational delays, increased costs, and reduced production, which could adversely affect our revenues, results of operations and net cash provided by operating activities. Our assets are located exclusively onshore and offshore in California, making us vulnerable to risks associated with having operations concentrated in this geographic area. We operate exclusively in California and in the waters off the coast of California. This geographic concentration disproportionately affects the success and profitability of our operations, exposing us to local price fluctuations, changes in state or regional laws and regulations, political risks, limited acquisition opportunities where we have the most operating experience and infrastructure, limited storage options, drought conditions, and other regional supply and demand factors, including gathering, pipeline and transportation capacity constraints, limited potential customers, infrastructure capacity and availability of rigs, equipment, oil field services, supplies and labor. We discuss such specific risks to our operations in more detail elsewhere in this section. In addition, we may not have the resources to effectively diversify our operations or benefit from the possible spreading of risks or offsetting of losses. Â 34 Table of Contents All of our operations are conducted in areas that may be at risk of damage from fire, mudslides, earthquakes or other natural disasters. We currently conduct operations in California and adjacent offshore areas near known wildfire and mudslide areas and earthquake fault zones. A future natural disaster, such as a fire, mudslide or an earthquake, could cause substantial interruption and delays in our operations, damage or destroy equipment, prevent or delay transport of our products and cause us to incur additional expenses, which would adversely affect our business, financial condition and results of operations. In addition, our facilities would be difficult to replace and would require substantial lead time to repair or replace. These events could occur with greater frequency as a result of the potential impacts from climate change. The insurance we maintain against earthquakes, mudslides, fires and other natural disasters would not be adequate to cover a total loss of our facilities, may not be adequate to cover our losses in any particular case and may not continue to be available to us on acceptable terms, or at all. Increasing attention to environmental, social and governance (â€œESGâ€) matters may impact our business. Increasing attention to, and social expectations on companies to address, climate change and other environmental and social impacts, investor and societal explanations regarding voluntary ESG disclosures, and increased consumer demand for alternative forms of energy may result in increased costs, reduced demand for our products, reduced profits, increased investigations and litigation, and negative impacts on our stock price and access to capital markets. Increasing attention to climate change and environmental conservation, for example, may result in demand shifts for oil and natural gas products and additional governmental investigations and private litigation against us. To the extent that societal pressures or political or other factors are involved, it is possible that such liability could be imposed without regard to our causation of or contribution to the asserted damage, or to other mitigating factors. While we may participate in various voluntary frameworks and certification programs to improve the ESG profile of our operations and products, we cannot guarantee that such participation or certification will have the intended results on our or our productsâ€™ ESG profile. Moreover, while we may create and publish voluntary disclosures regarding ESG matters from time to time, many of the statements in those voluntary disclosures will be based on hypothetical expectations and assumptions that may or may not be representative of current or actual risks or events or forecasts of expected risks or events, including the costs associated therewith. Such expectations and assumptions are necessarily uncertain and may be prone to error or subject to misinterpretation given the long timelines involved and the lack of an established single approach to identifying, measuring, and reporting on many ESG matters. Additionally, while we may also announce various voluntary ESG targets in the future, such targets are aspirational. We may not be able to meet such targets in the manner or on such a timeline as initially contemplated, including, but not limited to as a result of unforeseen costs or technical difficulties associated with achieving such results. To the extent we do meet such targets through operational changes, they may be achieved through various contractual arrangements, including the purchase of various credits or offsets that may be deemed to mitigate our ESG impact. Also, despite these aspirational goals, we may receive pressure from investors, lenders, or other groups to adopt more aggressive climate or other ESG-related goals, but we cannot guarantee that we will be able to implement such goals because of potential costs or technical or operational obstacles. In addition, organizations that provide information to investors on corporate governance and related matters have developed ratings processes for evaluating companies on their approach to ESG matters. Such ratings are used by some investors to inform their investment and voting decisions. Unfavorable ESG ratings may lead to increased negative investor sentiment toward us or our customers and to the diversion of investment to other industries which could have a negative impact on our stock price and/or our access to and costs of capital. Moreover, to the extent ESG matters negatively impact our reputation, we may not be able to compete as effectively or recruit or retain employees, which may adversely affect our operations. Such ESG matters may also impact our customers or suppliers, which may adversely impact our business, financial condition, or results of operations. Â 35 Table of Contents Environmental groups may initiate litigation and take other actions to delay or prevent us from obtaining required approvals to restart and continue production. Environmental groups have had increasing success in limiting oil and gas production by appealing to regulatory agencies, filing lawsuits and applying political pressure. In order to restart production we are required to obtain a series of permits or regulatory approvals from, among other agencies, OSFM and the Santa Barbara County Board of Supervisors. The laws and procedures governing these and other permits and regulatory approvals often allow third parties, including environmental groups, to challenge the draft permits and/or permit approvals through the relevant agencies and other administrative appeal processes. These groups may also file lawsuits that delay or prevent the issuance of the approvals through an injunction and/or prevailing on the legal merits. In addition, these groups may leverage the increased public attention and concern with respect to climate change and other environmental and social impacts in order to encourage government officials to withhold or delay the necessary approvals. There is no assurance that these groups will not be successful in delaying or preventing us from obtaining the required approvals through litigation or other actions. The Inflation Reduction Act of 2022 could accelerate the transition to a low carbon economy and will impose new costs on our operations. On AugustÂ 16, 2022, President Biden signed into law the IRA. The IRA contains hundreds of billions of dollars in incentives for the development of renewable energy, clean hydrogen, clean fuels, electric vehicles and supporting infrastructure and carbon capture and sequestration, amongst other provisions. These incentives could further accelerate the transition of the U.S. economy away from the use of fossil fuels towards lower-or zero-carbon emissions alternatives, which could decrease demand for the oil and gas we produce and consequently materially and adversely affect our business and results of operations. In addition, the IRA imposes the first ever federal fee on the emission of GHGs through a methane emissions charge. The IRA amends the Clean Air Act to impose a fee on the emission of methane from sources required to report their GHG emissions to the EPA, including those sources in the petroleum and natural gas production category. The methane emissions charge started in calendar year 2024 at $900 per ton of methane, will increase to $1,200 in 2025, and be set at $1,500 for 2026 and each year thereafter. Calculation of the fee is based on certain thresholds established in the IRA. The methane emissions charge could increase our capital expenditures to limit methane releases and further increase our costs to the extent we exceed the limits, which may adversely affect our business and results of operations. The cost of decommissioning and the cost of financial assurance to satisfy decommissioning obligations are uncertain. We are required to maintain reserve funds to provide for the payment of decommissioning costs associated with our properties. The estimates of decommissioning costs are inherently imprecise and subject to change due to changing cost estimates, oil and natural gas prices and other factors. If actual decommissioning costs exceed such estimates, or we are required to provide a significant amount of collateral in cash or other security as a result of a revision to such estimates, our financial condition, results of operations and cash flows may be materially adversely affected. We may be required to post cash collateral pursuant to our agreements with sureties, letter of credit providers or regulators under our existing or future bonding or other arrangements, which may have a material adverse effect on our liquidity and our ability to execute our capital expenditure plan and our asset retirement obligation plan and comply with the agreements governing our existing or future indebtedness. Pursuant to the terms of our existing bonding arrangements with various sureties in connection with the decommissioning obligations and government-mandated financial assurance obligations related to our properties, or under any future bonding arrangements we may enter into, we may be required to post collateral at any time, on demand, at the suretiesâ€™ sole discretion. If additional collateral is required to support surety bond obligations, Â 36 Table of Contents this collateral would probably be in the form of cash or letters of credit, certificates of deposit or other similar forms of liquid collateral. Letter of credit providers would also in turn likely expect collateral to support such obligations, primarily in the form of cash or other liquid collateral. If sureties become unwilling to enter into or continue bonding arrangements with us, regulators would likely require us to post additional collateral or fully fund our obligations with cash or other forms of liquid collateral. We cannot provide any assurance that we will be able to satisfy collateral demands for current or future bonds or letters of credit, or that we will be able to satisfy funding requirements for other arrangements with regulators. If we are required to provide additional collateral or fully fund these obligations and we cannot obtain alternative financing, our liquidity position may be negatively impacted and we may be forced to reduce our capital expenditures in the current year or future years, may be unable to execute our asset retirement obligation plan or may be unable to comply with the agreements governing our existing or future indebtedness. Our business could be negatively affected by security threats, including cybersecurity threats, destructive forms of protest and opposition by activists and other disruptions. As an oil and natural gas producer, we face various security threats, including cybersecurity threats to gain unauthorized access to sensitive information, to misappropriate financial assets or to render data or systems unusable; threats to the security of our facilities and infrastructure or third-party facilities and infrastructure, such as processing plants and pipelines; and threats from terrorist acts. The potential for such security threats has subjected our operations to increased risks that could have a material adverse effect on our business. In particular, our implementation of various procedures and controls to monitor and mitigate security threats and to increase security for our information, facilities and infrastructure may result in increased capital and operating costs. Moreover, there can be no assurance that such procedures and controls will be sufficient to prevent security breaches from occurring. If any of these security breaches were to occur, they could lead to losses of financial assets, sensitive information, critical infrastructure or capabilities essential to our operations and could have a material adverse effect on our reputation, financial position, results of operations or cash flows. Cybersecurity attacks in particular are becoming more sophisticated and include, but are not limited to, malicious software, attempts to gain unauthorized access to data and systems, and other electronic security breaches that could lead to disruptions in critical systems, unauthorized release of confidential or otherwise protected information, and corruption of data. These events could lead to financial losses from remedial actions, loss of business or potential liability. In addition, destructive forms of protest and opposition by activists and other disruptions, including acts of sabotage or eco-terrorism, against oil and gas production and activities could potentially result in damage or injury to people, property or the environment or lead to extended interruptions of our operations, adversely affecting our financial condition and results of operations. Risks Related to Being a Public Company The market prices of our securities could be highly volatile or may decline regardless of our operating performance. You may lose some or all of your investment. The trading price of our Common Stock is likely to be volatile and subject to significant fluctuations. The trading price of our Common Stock will depend on many factors, including those described in this â€œRisk Factorsâ€ section, many of which are beyond our control and may not be related our operating performance. You may not be able to resell your shares at an attractive price due to a number of factors, such as the following: Â Â â€¢ Â actual or anticipated fluctuations in our quarterly financial results or the quarterly financial results of companies perceived to be similar to ours; Â Â â€¢ Â changes in the marketâ€™s expectations about our operating results; Â Â â€¢ Â the publicâ€™s reaction to our press releases, other public announcements and filings with the SEC; Â Â â€¢ Â speculation in the press or investment community; Â 37 Table of Contents Â â€¢ Â actual or anticipated developments in our business, competitorsâ€™ businesses or the competitive landscape generally; Â Â â€¢ Â our success in satisfying permitting and other regulatory requirements to restart production; Â Â â€¢ Â our success in satisfying permitting and other regulatory requirements to restart the Pipelines or obtain alternate transportation; Â Â â€¢ Â our ability to obtain water, drilling fluids and other critical resources; Â Â â€¢ Â the accuracy of our assumptions and estimates regarding the total costs associated with restarting and maintaining production and the Pipelines; Â Â â€¢ Â the market prices of oil, natural gas and NGL; Â Â â€¢ Â the success of our hedging strategy; Â Â â€¢ Â our ability to manage the safety risks associated with offshore development and production; Â Â â€¢ Â our success in retaining or recruiting, or changes required in, our officers, key employees or directors; Â Â â€¢ Â the outcome of ratemaking proceedings with the California Public Utilities Commission; Â Â â€¢ Â future laws and regulations related to climate change, GHGs and ESG and administrative interpretations thereof; Â Â â€¢ Â changes in the future operating results of the Company; Â Â â€¢ Â operating and stock price performance of other companies that investors deem comparable to ours; Â Â â€¢ Â changes in laws and regulations affecting our business; Â Â â€¢ Â commencement of, or involvement in, litigation involving the Company; Â Â â€¢ Â changes in our capital structure, such as future issuances of securities or the incurrence of additional debt; Â Â â€¢ Â the volume of our Common Stock available for public sale; Â Â â€¢ Â any major change in our Board or management; Â Â â€¢ Â sales of substantial amounts of our Common Stock by our directors, officers or significant stockholders or the perception that such sales could occur; and Â Â â€¢ Â other risk factors and other matters described or referenced under the sections â€œRisk Factorsâ€ and â€œCautionary Note Regarding Forward-Looking Statements.â€ Broad market and industry factors may materially harm the market price of our securities irrespective of our operating performance. The stock market in general and the NYSE have experienced extreme price and volume fluctuations that have often been unrelated or disproportionate to the operating performance of the particular companies affected. The trading prices and valuations of these stocks, and of our securities, may not be predictable. A loss of investor confidence in the market for the stocks of other companies which investors perceive to be similar to ours could depress our Common Stock price regardless of our business, prospects, financial conditions or results of operations. In addition, in the past, following periods of volatility in the overall market and the market prices of particular companiesâ€™ securities, securities class action litigations have often been instituted against these companies. Litigation of this type, if instituted against us, could result in substantial costs and a diversion of our managementâ€™s attention and resources. Any adverse determination in any such litigation or any amounts paid to settle any such actual or threatened litigation could require that we make significant payments. Our stock price may be exposed to additional risks because we became a public company through a â€œde-SPACâ€ transaction. There has been increased focus by government agencies on such transactions, and we Â 38 Table of Contents expect that increased focus to continue, and we may be subject to increased scrutiny by the SEC and other government agencies on holders of our securities as a result, which could adversely affect the price of our Common Stock. The NYSE may not continue to list our securities, which could limit investorsâ€™ ability to make transactions in our securities and subject us to additional trading restrictions. We cannot assure you that our securities will continue to be listed on the NYSE in the future. In order for our securities to remain listed on the NYSE, we must maintain certain financial, distribution and stock price levels. If the NYSE delists our securities from trading on its exchange and we are not able to list our securities on another national securities exchange, we expect our securities could be quoted on an over-the-counter market. If this were to occur, we could face significant material adverse consequences, including: Â Â â€¢ Â a limited availability of market quotations for our securities; Â Â â€¢ Â reduced liquidity for our securities; Â Â â€¢ Â a determination that our Common Stock is a â€œpenny stock,â€ which would require brokers trading in such securities to adhere to more stringent rules, could adversely impact the value of our securities and/or possibly result in a reduced level of trading activity in the secondary trading market for our securities; Â Â â€¢ Â a limited amount of news and analyst coverage; and Â Â â€¢ Â a decreased ability to issue additional securities or obtain additional financing in the future. We have identified material weaknesses in our internal control over financial reporting. These material weaknesses could continue to adversely affect investor confidence in us and materially adversely affect our ability to report our results of operations and financial condition accurately and in a timely manner. Our management is responsible for establishing and maintaining adequate internal control over financial reporting designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with GAAP. Our management also evaluates the effectiveness of our internal controls and we will disclose any changes and material weaknesses identified through such evaluation in those internal controls. A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of our

annual or surrounding interim financial statements will not be prevented or detected on a timely basis. We identified a material weakness in our internal control over financial reporting related to the accounting for the warrants we issued in connection with the Company IPO. As a result of this material weakness, our management concluded that our internal control over financial reporting was not effective as of DecemberÂ 31, 2022. This material weakness resulted in a material misstatement of our warrant liabilities, change in fair value of warrant liabilities and related financial disclosures for the fiscal year ended DecemberÂ 31, 2021. We also identified a material weakness in our internal control over financial reporting of complex financial instruments related to our classification of redeemable shares of Flameâ€™s ClassÂ A common stock, par value $0.0001 per share (â€œFlame ClassÂ A common stockâ€). As a result of this material weakness, our management has concluded that our internal control over financial reporting was not effective as of SeptemberÂ 30, 2023. Historically, a portion of the Flame ClassÂ A common stock was classified as permanent equity. Following our re-evaluation of the accounting classification of the Flame ClassÂ A common stock, our management has determined that the Flame ClassÂ A common stock requires classification as temporary equity. Â 39 Table of Contents If we identify any new material weaknesses in the future, any such newly identified material weakness could limit our ability to prevent or detect a misstatement of our accounts or disclosures that could result in a material misstatement of our annual or interim financial statements. In such case, we may be unable to maintain compliance with securities law requirements regarding timely filing of periodic reports in addition to applicable stock exchange listing requirements, investors may lose confidence in our financial reporting and our stock price may decline as a result. We cannot assure you that the measures we have taken to date, or any measures we may take in the future, will be sufficient to avoid potential future material weaknesses. To respond to these material weaknesses, we have devoted, and plan to continue to devote, significant effort and resources to the remediation and improvement of our internal control over financial reporting. While we have processes to identify and appropriately apply applicable accounting requirements, we plan to enhance these processes to better evaluate our research and understanding of the nuances of the complex accounting standards that apply to our financial statements. Our plans at this time include providing enhanced access to accounting literature, research materials and documents and increased communication among our personnel and third-party professionals with whom we consult regarding complex accounting applications. The elements of our remediation plan can only be accomplished over time, and we can offer no assurance that these initiatives will ultimately have the intended effects. Any failure to maintain such internal control could adversely impact our ability to report our financial position and results from operations on a timely and accurate basis. If our financial statements are not accurate, investors may not have a complete understanding of our operations. Likewise, if our financial statements are not filed on a timely basis, we could be subject to sanctions or investigations by the stock exchange on which our Common Stock is listed, the SEC or other regulatory authorities. In either case, this could in result a material adverse effect on our business. Failure to timely file will cause us to be ineligible to utilize short-form registration statements on Form S-3, which may impair our ability to obtain capital in a timely fashion to execute our business strategies or issue shares to effect an acquisition. Ineffective internal controls could also cause investors to lose confidence in our reported financial information, which could have a negative effect on the trading price of our stock. We can give no assurance that the measures we have taken and plan to take in the future will remediate the material weaknesses identified or that any additional material weaknesses or restatements of financial results will not arise in the future due to a failure to implement and maintain adequate internal control over financial reporting or circumvention of these controls. In addition, even if we are successful in strengthening our controls and procedures, in the future those controls and procedures may not be adequate to prevent or identify irregularities or errors or to facilitate the fair presentation of our financial statements. If we fail to develop and maintain an effective system of disclosure controls and internal control over financial reporting, our ability to produce timely and accurate financial statements or comply with applicable regulations could be impaired, which may adversely affect investor confidence in us and, as a result, the market price of our Common Stock. As a U.S. public company, we are required to comply with the requirements of the Sarbanes-Oxley Act of 2002 (the â€œSarbanes-Oxley Actâ€), including, among other things, that we maintain effective disclosure controls and procedures and internal control over financial reporting. We are continuing to develop and refine our disclosure controls and other procedures that are designed to ensure that information required to be disclosed by us in the reports that we file with the SEC is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms, and that such information is accumulated and communicated to our management, including our principal executive and financial officers. We will be required to make a formal assessment of the effectiveness of our internal control over financial reporting and, after we cease to be an emerging growth company, we will be required to include an attestation report on internal control over financial reporting issued by our independent registered public accounting firm. To achieve compliance with these requirements within the prescribed time period, we have begun a process to Â 40 Table of Contents document and evaluate our internal control over financial reporting, which is both costly and challenging. We will need to continue to dedicate internal resources, potentially engage outside consultants and adopt a detailed work plan to assess and document the adequacy of our internal control over financial reporting, validate through testing that controls are functioning as documented and implement a continuous reporting and improvement process for internal control over financial reporting. There is a risk that we will not be able to conclude, within the prescribed time period or at all, that our internal control over financial reporting is effective as required by SectionÂ 404 of the Sarbanes-Oxley Act. Moreover, our testing, or the subsequent testing by our independent registered public accounting firm, may reveal additional deficiencies in our internal control over financial reporting that are deemed to be material weaknesses. Any failure to implement and maintain effective disclosure controls and procedures and internal control over financial reporting, including the identification of one or more material weaknesses, could cause investors to lose confidence in the accuracy and completeness of our financial statements and reports, which would likely adversely affect the market price of our Common Stock. In addition, we could be subject to sanctions or investigations by the stock exchange on which our Common Stock is listed, the SEC and other regulatory authorities. Future sales (including pursuant to this Prospectus), or the perception of future sales, of our Common Stock by us or our existing stockholders in the public market could cause the market price for our Common Stock to decline. The sale of substantial amounts of shares of our Common Stock in the public market, or the perception that such sales could occur, could harm the prevailing market price of shares of our Common Stock. These sales, or the possibility that these sales may occur, also might make it more difficult for us to sell equity securities in the future at a time and at a price that we deem appropriate. Shares held by certain of our stockholders will be eligible for resale, subject to, in the case of certain stockholders, volume, manner of sale and other limitations under Rule 144. In addition, pursuant to the Registration Rights Agreement entered into by and among Sable and certain stockholders party thereto, such stockholders will be entitled to customary registration rights for 3,000,000 shares of our Common Stock following their respective lock-up periods. The sale or possibility of sale of these securities could have the effect of increasing the volatility in our share price or putting significant downward pressure on the price of our Common Stock. Our issuance of additional shares of Common Stock or convertible securities may dilute your ownership of us and could adversely affect our stock price. We intend to file a registration statement with the SEC on Form S-8 providing for the registration of shares of our Common Stock issued or reserved for issuance under the Sable Offshore Corp. 2023 Incentive Award Plan (the â€œIncentive Planâ€). The Incentive Plan will provide for automatic increases in the shares reserved for grant or issuance under the plan which could result in additional dilution to our stockholders. Subject to the satisfaction of vesting conditions and the expiration of any applicable lockup restrictions, shares registered under the registration statement on Form S-8 will generally be available for resale immediately in the public market without restriction. From time to time in the future, we may also issue additional shares of our Common Stock or securities convertible into our Common Stock pursuant to a variety of transactions, including acquisitions. The issuance by us of additional shares of our Common Stock or securities convertible into our Common Stock would dilute your ownership of us and the sale of a significant amount of such shares in the public market could adversely affect prevailing market prices of our Common Stock. In the future, we may seek to obtain financing or to further increase our capital resources by issuing additional shares of our capital stock or offering debt or other equity securities, including senior or subordinated notes, debt securities convertible into equity, or shares of preferred stock. Issuing additional shares of our capital Â 41 Table of Contents stock, other equity securities, or securities convertible into equity may dilute the economic and voting rights of our existing stockholders, reduce the market price of our Common Stock, or both. Debt securities convertible into equity could be subject to adjustments in the conversion ratio pursuant to which certain events may increase the number of equity securities issuable upon conversion. Preferred stock, if issued, could have a preference with respect to liquidating distributions or a preference with respect to dividend payments that could limit our ability to pay dividends to the holders of our Common Stock. Our decision to issue securities in any future offering will depend on market conditions and other factors beyond our control, which may adversely affect the amount, timing or nature of our future offerings. As a result, holders of our Common Stock bear the risk that our future offerings may reduce the market price of our Common Stock and dilute their percentage ownership. See the section of this prospectus entitled â€œDescription of Securities.â€ We may redeem unexpired Public Warrants prior to their exercise at a time that is disadvantageous to Warrant Holders, thereby making their warrants worthless. We have the ability to redeem outstanding Public Warrants at any time after they become exercisable and prior to their expiration, at a price of $0.01 per warrant, provided that the last reported sale price of our Common Stock for any 20 trading days within a 30-trading day period ending on the third trading day prior to the date on which we send the notice of redemption to the Warrant Holders equals or exceeds $18.00 per share (as adjusted for adjustments to the number of shares issuable upon exercise or the exercise price of a warrant) and provided certain other conditions are met. Our Common Stock has never traded above $18.00 per share. Ninety days after the warrants become exercisable, we may redeem the outstanding warrants at a price equal to a number of shares of our Common Stock as set forth in the section â€œDescription of Securitiesâ€”Warrantsâ€”Public Stockholdersâ€™ Warrants.â€ If and when the warrants become redeemable by us, we may exercise our redemption rights even if we are unable to register or qualify the underlying shares of our Common Stock for sale under all applicable state securities laws. Redemption of the outstanding warrants could force the Warrant Holders to (i)Â exercise their warrants and pay the exercise price therefor at a time when it may be disadvantageous for them to do so, (ii)Â sell their warrants at the then-current market price when they might otherwise wish to hold their warrants or (iii)Â accept the nominal redemption price which, at the time the outstanding warrants are called for redemption, is likely to be substantially less than the market value of their warrants. If we call the warrants for redemption as described above, our management will have the option to require all holders that wish to exercise warrants to do so on a â€œcashless basis.â€ In addition, we may redeem your warrants for a number of shares of our Common Stock determined based on the redemption date and the fair market value of our Common Stock. â€œFair Market Valueâ€ means the price at which property would reasonably be expected to change hands between a willing buyer and a willing seller, neither being under any compulsion to buy or sell and both having reasonable knowledge of relevant facts. Any such redemption may have similar consequences to a cash redemption described above. We have no obligation to notify holders of warrants that they have become eligible for redemption. In the event we decide to redeem the warrants, we shall fix a date for the redemption (the â€œRedemption Dateâ€) and are required to mail notice of such redemption not less than 30 days prior to the Redemption Date. The warrants may be exercised any time after notice of redemption is given and prior to the Redemption Date. Redemption may occur at a time when the warrants are â€œout-of-the-money,â€ in which case you would lose any potential embedded value from a subsequent increase in the value of our Common Stock had your warrants remained outstanding. None of the Private Placement Warrants will be redeemable by us so long as they are held by Sponsor, FL Co-Investment and Intrepid Financial Partners (the â€œfoundersâ€) or their permitted transferees. Our decisions concerning redemptions of such warrants are subject to any applicable restrictions and limitations under our Term Loan Agreement or other agreements governing then-existing indebtedness of the Company. There is no guarantee that the Public Warrants will ever be â€œin the money,â€ and they may expire worthless and the terms of our warrants may be amended. The exercise price for the Public Warrants is $11.50 per share of Common Stock. Each warrant entitles the registered holder to purchase one share of our Common Stock at a price of $11.50 per whole share. There is no guarantee that the Public Warrants will ever be in the money prior to their expiration, and as such, the warrants may expire worthless. Â 42 Table of Contents Our warrant agreement designates the courts of the State of New York or the United States District Court for the Southern District of New York as the sole and exclusive forum for certain types of actions and proceedings that may be initiated by holders of our warrants, which could limit the ability of Warrant Holders to obtain a favorable judicial forum for disputes with our company. Our warrant agreement provides that, subject to applicable law, (i)Â any action, proceeding or claim against us arising out of or relating in any way to the warrant agreement, including under the Securities Act, will be brought and enforced in the courts of the State of New York or the United States District Court for the Southern District of New York, and (ii)Â that we irrevocably submit to such jurisdiction, which jurisdiction will be the exclusive forum for any such action, proceeding or claim. Under our warrant agreement, we also agree that we will waive any objection to such exclusive jurisdiction and that such courts represent an inconvenient forum. Notwithstanding the foregoing, these provisions of the warrant agreement do not apply to suits brought to enforce any liability or duty created by the Exchange Act or any other claim for which the federal district courts of the United States of America are the sole and exclusive forum. Any person or entity purchasing or otherwise acquiring any interest in any of our warrants will be deemed to have notice of and to have consented to the forum provisions in our warrant agreement. If any action, the subject matter of which is within the scope of the forum provisions of the warrant agreement, is filed in a court other than a court of the State of New York or the United States District Court for the Southern District of New York (a â€œforeign actionâ€) in the name of any holder of our warrants, such holder will be deemed to have consented to: (x)Â the personal jurisdiction of the state and federal courts located in the State of New York in connection with any action brought in any such court to enforce the forum provisions (an â€œenforcement actionâ€), and (y)Â having service of process made upon such Warrant Holder in any such enforcement action by service upon such Warrant Holderâ€™s counsel in the foreign action as agent for such Warrant Holder. This choice-of-forum provision may limit a Warrant Holderâ€™s ability to bring a claim in a judicial forum that it finds favorable for disputes with our company, which may discourage such lawsuits. Alternatively, if a court were to find this provision of our warrant agreement inapplicable or unenforceable with respect to one or more of the specified types of actions or proceedings, we may incur additional costs associated with resolving such matters in other jurisdictions, which could materially and adversely affect our business, financial condition and results of operations and result in a diversion of the time and resources of our management and board of directors. Members of our management team and our Board and their respective affiliated companies have been, and may from time to time be, involved in legal proceedings or governmental investigations unrelated to our business. Members of our management team and our Board have been involved in a wide variety of businesses. Such involvement has, and may lead to, media coverage and public awareness. As a result of such involvement, members of our management team and our Board and their respective affiliated companies have been, and may from time to time be, involved in legal proceedings or governmental investigations unrelated to our business. Any such proceedings or investigations may be detrimental to our reputation and could negatively affect our ability to identify and complete an initial business combination and may have an adverse effect on the price of our securities. If securities or industry analysts do not publish research or reports about us, or publish negative reports, our stock price and trading volume could decline. The trading market for our Common Stock will depend, in part, on the research and reports that securities or industry analysts publish about us. We will not have any control over these analysts. If our financial performance Â 43 Table of Contents fails to meet analyst estimates or one or more of the analysts who cover us downgrade our Common Stock or change their opinion, our stock price would likely decline. If one or more of these analysts cease coverage of us or fail to regularly publish reports on us, we could lose visibility in the financial markets, which could cause our stock price or trading volume to decline. Our operating results may fluctuate significantly, which makes our future operating results difficult to predict and could cause our operating results to fall below expectations or any guidance it may provide. Our quarterly and annual operating results may fluctuate significantly, which makes it difficult for us to predict our future operating results. These fluctuations may occur due to a variety of factors, many of which are outside of our control, including, but not limited to: Â Â â€¢ Â the costs associated with restarting and maintaining production and the Pipelines; Â Â â€¢ Â the market prices of oil, natural gas and NGL; Â Â â€¢ Â the success of our hedging strategy; Â Â â€¢ Â future accounting pronouncements or changes in our accounting policies; Â Â â€¢ Â macroeconomic conditions, both nationally and locally; and Â Â â€¢ Â any other change in the competitive landscape of our industry, including consolidation among our competitors or partners. The cumulative effects of these factors could result in large fluctuations and unpredictability in our quarterly and annual operating results. As a result, comparing our operating results on a period-to-period basis may not be meaningful. Investors should not rely on past results as an indication of future performance. This variability and unpredictability could also result in us failing to meet the expectations of industry or financial analysts or investors for any period. If our revenue or operating results fall below the expectations of analysts or investors or below any forecasts we may provide to the market, or if the forecasts we provide to the market are below the expectations of analysts or investors, the price of our Common Stock could decline substantially. Such a stock price decline could occur even when we have met any previously publicly stated revenue or earnings guidance we may provide. Changes in laws, regulations or rules, or a failure to comply with any laws, regulations or rules, may adversely affect our business, investments and results of operations. We are subject to laws, regulations and rules enacted by national, regional and local governments and the NYSE. In particular, We are

required to comply with certain SEC, NYSE and other legal or regulatory requirements. Compliance with, and monitoring of, applicable laws, regulations and rules may be difficult, time consuming and costly. Such laws, regulations or rules and their interpretation and application may also change from time to time and such changes could have a material adverse effect on our business, investments and results of operations. In addition, any failure by us to comply with applicable laws, regulations or rules, as interpreted and applied, could have a material adverse effect on our business and results of operations. We are an â€œemerging growth companyâ€ and the reduced reporting and disclosure requirements applicable to emerging growth companies could make our Common Stock less attractive to investors. We are an â€œemerging growth company,â€ as defined in the JOBS Act. For as long as we remain an emerging growth company, we may choose to take advantage of exemptions from various reporting requirements applicable to other public companies but not to â€œemerging growth companies,â€ including: Â Â â€¢ Â not being required to have an independent registered public accounting firm audit our internal control over financial reporting under SectionÂ 404 of the Sarbanes-Oxley Act; Â 44 Table of Contents Â â€¢ Â reduced disclosure obligations regarding executive compensation in our periodic reports and annual report on Form 10-K; and Â Â â€¢ Â exemptions from the requirements of holding non-binding advisory votes on executive compensation and stockholder approval of any golden parachute payments not previously approved. As a result, our stockholders may not have access to certain information that they may deem important. Our status as an emerging growth company will end as soon as any of the following takes place: Â Â â€¢ Â the last day of the fiscal year in which we have at least $1.235Â billion in annual revenue; Â Â â€¢ Â the date we qualify as a â€œlarge accelerated filer,â€ with at least $700.0Â million of common equity securities held by non-affiliates; Â Â â€¢ Â the date on which we have issued, in any three-year period, more than $1.0Â billion in non-convertible debt securities; or Â Â â€¢ Â the last day of the fiscal year ending after the fifth anniversary of the Company IPO. Under the JOBS Act, emerging growth companies can also delay the adoption of new or revised accounting standards until such time as those standards apply to private companies. We may elect to take advantage of this extended transition period and as a result, our financial statements may not be comparable with similarly situated public companies. We cannot predict if investors will find our Common Stock less attractive if we choose to rely on any of the exemptions afforded emerging growth companies. If some investors find our Common Stock less attractive because we rely on any of these exemptions, there may be a less active trading market for our Common Stock and the market price of our Common Stock may be more volatile and may decline. Because there are no current plans to pay cash dividends on our Common Stock for the foreseeable future, you may not receive any return on investment unless you sell your shares of our Common Stock at a price greater than what you paid for it. We intend to retain future earnings, if any, for future operations, expansion and debt repayment and there are no current plans (at least until the restart of production at SYU and the repayment or refinancing of the Term Loan Agreement) to pay any cash dividends for the foreseeable future. The declaration, amount and payment of any future dividends on shares of our Common Stock will be at the sole discretion of our Board and subject to restrictions and limitations in the Term Loan Agreement or any other then-existing indebtedness of the Company. Our Board may take into account general and economic conditions, our financial condition and results of operations, our available cash and current and anticipated cash needs, capital requirements, contractual, legal, tax and regulatory restrictions, implications of the payment of dividends by us to our stockholders or by our subsidiaries to us and such other factors as our Board may deem relevant. As a result, you may not receive any return on an investment in our Common Stock unless you sell your shares of our Common Stock for a price greater than that which you paid for it. Â 45 Table of Contents USE OF PROCEEDS Proceeds from our sale of our Common Stock upon the exercise of Warrants will be used for general corporate purposes. Our ability to obtain additional financing from exercise of the Warrants may be limited. There is no assurance that the holders of the Warrants will elect to exercise any of the Warrants, which could impact our liquidity position. Whether holders of Warrants will exercise their Warrants, and therefore the amount of cash proceeds we would receive upon exercise, is dependent upon the trading price of our Common Stock, which closed at $12.00 per share on FebruaryÂ 13, 2024. Each Warrant will become exercisable for one share of Common Stock at an exercise price of $11.50. Therefore, when the trading price of the Common Stock is less than $11.50, we expect that holders of Warrants would not have the financial incentive to exercise their Warrants. We could receive up to an aggregate of approximately $292.5Â million if all of the Warrants are exercised for cash, but we would only receive those proceeds if and when the holders of Warrants exercise the Warrants. The Warrants may not be or remain in the money during the period they are exercisable and prior to their expiration and, therefore, it is possible that the Warrants may not be exercised prior to their maturity on FebruaryÂ 14, 2029 provided, however, that the Private Placement Warrants issued to FL Co-Investment and Intrepid Financial Partners will not be exercisable past February 24, 2026 in accordance with FINRA Rule 5110(g)(8)(A); even if they are in the money, and as such, may expire worthless with minimal proceeds received by us, if any, from the exercise of Warrants. To the extent that any of the Warrants are exercised on a â€œcashless basis,â€ we will not receive any proceeds upon such exercise. As a result, we do not expect to rely on the cash exercise of Warrants to fund our operations. Instead, we intend to rely on other sources of cash discussed elsewhere in this registration statement to continue to fund our operations. Additionally, we are filing the registration statement of which this prospectus is a part to permit the Selling Holders to resell their shares of Common Stock and Warrants. All of the Common Stock and Private Placement Warrants offered by the Selling Holders pursuant to this prospectus will be sold by the Selling Holders for their respective accounts. We will not receive any of the proceeds from these sales. DETERMINATION OF OFFERING PRICE The offering price of the shares of Common Stock underlying the Warrants offered hereby is determined by reference to the exercise price of the Warrants of $11.50 per share; however, we cannot currently determine the price or prices at which shares of Common Stock may be sold by the Selling Holders under this prospectus. MARKET INFORMATION FOR COMMON STOCK AND DIVIDEND POLICY Market Information Our Common Stock and Public Warrants are currently listed on NYSE under the symbols â€œSOCâ€ and â€œSOC.WS,â€ respectively. As of the Closing and following the completion of the Business Combination, including the redemption of shares of Common Stock as described below, Sable had 60,166,269 shares of Common Stock outstanding held of record by 67 holders and 14,375,000 Public Warrants outstanding held of record by one holder. Such amounts do not include DTC participants or beneficial owners holding shares through nominee names. Dividend Policy The Company has not paid any cash dividends on its Common Stock to date. The payment of cash dividends in the future will be dependent upon the Companyâ€™s revenues and earnings, if any, capital requirements and general financial condition, as well as the applicable provisions of the Sable certificate of incorporation, the Companyâ€™s bylaws and applicable law. The payment of any cash dividends will be within the discretion of the Companyâ€™s board of directors at such time. The Companyâ€™s ability to declare dividends will also be limited by restrictive covenants pursuant to any debt financing agreements, including the Term Loan Agreement. In addition, the Companyâ€™s board of directors is not currently contemplating and does not anticipate declaring any stock dividends in the foreseeable future. Â 46 Table of Contents Securities Authorized for Issuance under Equity Compensation Plans. As of DecemberÂ 31, 2023, we had no equity compensation plans or outstanding equity awards. In connection with the Business Combination, the Company adopted the Incentive Plan in order to facilitate the grant of cash and equity incentives to directors, employees, including named executive officers, and consultants to help attract and retain the services of these individuals. To date, no awards have been made under the Incentive Plan. Â Plan category Â Â Number ofsecuritiesÂ toÂ beissued uponexercise ofoutstandingoptions,warrants andrights Â Â Â Weighted-averageÂ exerciseprice ofoutstandingoptions,warrants andrights Â Â Â Number ofsecuritiesremainingavailable forfuture issuanceunder equitycompensationplansÂ (excludingsecuritiesreflected incolumn (a)) Â Â Â Â (a) Â Â Â (b) Â Â Â (c) Â Equity compensation plans approved by security holders: Â Â Â â€ƒâ€ƒâ€ƒ Â Â Â Â â€ƒâ€ƒâ€ƒ Â Â Â Sable Offshore Corp. 2023 Incentive Award Plan Â Â Â â€"â€, Â Â Â $ â€"â€, Â Â Â Â 10,000,000 Â Equity compensation plans not approved by security holders Â Â Â â€"â€, Â Â Â Â â€"â€, Â Â Â Â â€"â€, Â Â Â Â Â Â Â Â Â Â Â Â Â Total Â Â Â â€"â€, Â Â Â $ â€"â€, Â Â Â Â 10,000,000 Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â 47 Table of Contents UNAUDITED PRO FORMA FINANCIAL INFORMATION Introduction Flame is a blank check company formed under the laws of the State of Delaware on OctoberÂ 16, 2020, for the purpose of effecting a merger, capital stock exchange, asset acquisition, stock purchase, reorganization or other similar business combination with one or more businesses. Flame effectuated its initial business combination using cash from the proceeds of the Company IPO and the sale of the Private Placement Warrants, capital stock, debt or a combination of cash, stock and debt. Beginning in 1968 and over the course of 14 years, Exxon Mobil Corporation (â€œEMâ€) consolidated more than a dozen offshore federal oil leases and organized them into a streamlined production unit known as SYU. SYU consists of three offshore platforms and a wholly owned onshore processing facility located along the Gaviota Coast at Las Flores Canyon in Santa Barbara County, California (the â€œAssetsâ€). The Company IPO net proceeds of $287,500,000 were placed into the trust account of Flame that holds the proceeds from the Company IPO (the â€œtrust accountâ€). Flame initially had 24 months from the closing of the Company IPO (by MarchÂ 1, 2023) to complete a business combination. On NovemberÂ 2, 2022, Flame entered into the Merger Agreement with Holdco and Sable, which, among other things, provides for each of Holdco and Sable to be merged with and into Flame, with Flame being the surviving company in the Merger. EM has agreed to sell the Assets, including 100% of the equity interests in each of Pacific Offshore Pipeline Company and Pacific Pipeline Company (the â€œPipelinesâ€), to Legacy Sable for $625,000,000 payable in cash and seller-financed indebtedness, subject to certain adjustments as further described below. On FebruaryÂ 27, 2023, at a special meeting of stockholders, Flameâ€™s stockholders voted to approve an amendment (the â€œExtension Amendment Proposalâ€) to the Flame certificate of incorporation to extend the date by which Flame must complete a business combination (the â€œExtensionâ€) from MarchÂ 1, 2023, to SeptemberÂ 1, 2023 (the â€œFirst Extended Dateâ€). In connection with the Extension, stockholders holding 20,317,255 shares of Flame ClassÂ A common stock exercised their right to redeem such shares for a pro rata portion of the funds in the trust account, representing approximately 70.67% of the issued and outstanding Flame ClassÂ A common stock. As a result, $206,121,060 (approximately $10.15 per share) was removed from the trust account to pay such redeeming holders on MarchÂ 2, 2023. On AugustÂ 22, 2023, Flame issued an aggregate 7,187,500 shares of ClassÂ A common stock upon the conversion of an equal number of shares ClassÂ B common stock, par value $0.0001 per shares (the â€œFlame ClassÂ B common stockâ€) of Flame (the â€œClassÂ B Conversionâ€). The 7,187,500 shares of Flame ClassÂ A common stock issued in connection with the ClassÂ B Conversion were subject to the same restrictions that applied to the shares of Flame ClassÂ B common stock before the ClassÂ B Conversion, including, among other things, certain transfer restrictions, waiver of redemption rights and the obligation to vote in favor of an initial business combination. On AugustÂ 29, 2023, at a special meeting of stockholders, Flameâ€™s stockholders voted to approve an amendment (the â€œSecond Extension Amendment Proposalâ€) to the Flame certificate of incorporation to extend the date by which Flame must complete a business combination (the â€œSecond Extensionâ€) from SeptemberÂ 1, 2023 to MarchÂ 1, 2024 (the â€œSecond Extended Dateâ€). In connection with the Second Extension, stockholders holding 2,328,063 public shares exercised their right to redeem such shares for a pro rata portion of the funds in the trust account, representing approximately 27.61% of Flameâ€™s issued and outstanding public shares. As a result, $24,008,096 (approximately $10.31 per share) was removed from the trust account to pay such redeeming stockholders on AugustÂ 31, 2023. As of SeptemberÂ 30, 2023, there was $63,939,672 in the trust account. Â 48 Table of Contents On FebruaryÂ 12, 2024, Flame held a special meeting of stockholders (the â€œSpecial Meetingâ€), at which the Flame stockholders considered and adopted, among other matters, a proposal to approve the Business Combination, including (a)Â adopting the Merger Agreement and (b)Â approving the other transactions contemplated by the Merger Agreement. Pursuant to the terms and subject to the conditions set forth in the Merger Agreement, following the Special Meeting, on FebruaryÂ 14, 2024, the Business Combination was consummated. In connection with the Business Combination, on FebruaryÂ 8, 2024, stockholders holding 150,823 public shares exercised their right to redeem those shares for a pro rata portion of the funds in the trust account, representing approximately 2.47% of Flameâ€™s then issued and outstanding public shares. As a result, approximately $1,573,963 (approximately $10.44 per share) was removed from the trust account to pay such redeeming stockholders on February 12, 2024. As of February 12, the remaining balance of the trust account immediately following that payment was approximately $62.2Â million. The unaudited pro forma condensed combined financial information is prepared in accordance with ArticleÂ 11 of Regulation S-X as amended by the final rule, Release No.Â 33-10786 â€œAmendments to Financial Disclosures about Acquired and Disposed Businesses.â€ The unaudited pro forma condensed combined financial information gives effect to the transactions summarized below (for the purposes of this section â€œUnaudited Pro Forma Condensed Financial Information,â€ the â€œTransactionsâ€): Â Â â€¢ Â the Merger, together with the other transactions contemplated by the Merger Agreement (including the consummation of the PIPE Investment) and the related agreements, collectively referred to as the â€œBusiness Combinationâ€, as further described below; Â Â â€¢ Â the conversion of the 7,187,500 shares of Flame ClassÂ A common stock held by our Sponsor and other initial stockholders into 7,187,500 shares of Common Stock, which as referenced above occurred on AugustÂ 22, 2023; and Â Â â€¢ Â the illustrative redemption by Flame of shares of Flame ClassÂ A common stock held by public stockholders in connection with the Transactions. The unaudited pro forma condensed combined statements of operations for the nine months ended SeptemberÂ 30, 2023, and for the year ended DecemberÂ 31, 2022, combines the historical statements of operations of Flame and the historical combined statements of SYU, the predecessor entity, (including the Assets, as defined by the Sable-EM Purchase Agreement, excluding the Pipelines) for such period on a pro forma basis, as if the Transactions had been consummated on JanuaryÂ 1, 2022, the beginning of the earliest period presented. The successor entity is Sable and its combined statements of operations and positions will reflect Sableâ€™s purchase of the Assets (as defined in the Sable-EM Purchase Agreement), including the Pipelines. The unaudited pro forma condensed combined balance sheet as of SeptemberÂ 30, 2023 combines the historical balance sheet of Flame and the historical combined balance sheet of SYU on such date on a pro forma basis, as if the Transactions had been consummated on SeptemberÂ 30, 2023. The unaudited pro forma condensed combined financial statements have been developed from and should be read in conjunction with: Â Â â€¢ Â the accompanying notes to the unaudited pro forma condensed combined financial statements; Â Â â€¢ Â the (i)Â historical audited financial statements of Flame as of and for the year ended DecemberÂ 31, 2022, and (ii)Â historical condensed unaudited financial statements of Flame as of and for the nine months ended SeptemberÂ 30, 2023, included elsewhere in this prospectus; Â 49 Table of Contents Â â€¢ Â the (i)Â historical audited combined financial statements of SYU as of and for the year ended DecemberÂ 31, 2022, and (ii)Â historical unaudited condensed combined financial statements of SYU as of and for the nine months ended SeptemberÂ 30, 2023 included elsewhere in this prospectus; and Â Â â€¢ Â other information relating to Flame and SYU contained in this prospectus, including information in the sectionsÂ titled â€œManagementâ€™s Discussion and Analysis of Financial Conditions and Results of Operationsâ€. The Business Combination is accounted for under the scope of Financial Accounting Standards Boardâ€™s Accounting Standards Codification (â€œASCâ€) Topic 805, Business Combinations (â€œASC 805â€). Pursuant to ASC 805, Flame has been determined to be the accounting acquirer based on evaluation of the following facts and circumstances: Â Â â€¢ Â Flame is transferring cash via funds from its trust account and proceeds from equity issuances and has incurred liabilities to execute the Business Combination; Â Â â€¢ Â Flame obtained direct control and 100% ownership of Holdco; Â Â â€¢ Â The Flame certificate of incorporation has been amended to include a name change to Sable Offshore Corp. (â€œSableâ€); and Â Â â€¢ Â The members of Flameâ€™s management became Sableâ€™s management and the members of the Flame Board became members of the Sable Board to oversee all operations going forward. The preponderance of the evidence discussed above supports the conclusion that Flame is the accounting acquirer in the Business Combination. SYU constitutes a business in accordance with ASC 805 and the Business Combination constitutes a change in control. Accordingly, the Business Combination will be accounted for using the acquisition method of accounting. Upon consummation of the Business Combination, SYU will be the predecessor entity and its historical operations will be presented as that of Sable on a going forward basis. Description of the Business Combination Pursuant to the Merger Agreement, on the Closing Date and contemporaneously with the completion of the transactions contemplated under the Sable-EM Purchase Agreement (including certain transactions contemplated by the Term Loan Agreement), Holdco merged with and into Flame, with Flame as the surviving company, and immediately thereafter, Sable merged with and into Flame, with Flame as the surviving company. The aggregate consideration received by holders of limited liability company membership interests in Holdco designated as ClassÂ A shares (â€œHoldco Class A sharesâ€) immediately prior to the Holdco Merger Effective Time was 3,000,000 shares of Flame ClassÂ A common stock. In accordance with the terms and subject to the conditions of the Merger Agreement, at the Holdco Merger Effective Time: Â Â â€¢ Â each Holdco ClassÂ A share issued and outstanding immediately prior to the Holdco Merger Effective Time, other than Cancelled Holdco Shares (as such term is defined below), was converted into the right to receive (a)Â the Aggregate Merger Consideration divided by (b)Â the total number of Holdco ClassÂ A shares outstanding immediately prior to the Holdco Merger Effective Time (the â€œPer Share Merger Considerationâ€). The â€œAggregate Merger Considerationâ€ received by holders of Holdco ClassÂ A shares immediately prior to the Holdco Merger Effective Time was an aggregate of 3,000,000 shares of Flame ClassÂ A common stock; and Â Â â€¢ Â each Holdco ClassÂ A share issued and outstanding immediately prior to the Holdco Merger Effective Time that was held by Holdco in treasury or owned by Flame (â€œCancelled Holdco Sharesâ€) was cancelled and no consideration was delivered in exchange therefor. Â 50 Table of Contents In accordance with the terms and subject to the conditions of the Merger Agreement, at the Sable Merger Effective Time, each share of Common Stock issued and outstanding immediately prior to the Sable Merger Effective Time was cancelled and no consideration was delivered in exchange therefor. For the avoidance of doubt, at and after each of the Holdco Merger Effective Time and the Sable Merger

Effective Time, each share of Flame common stock issued and outstanding immediately prior thereto was not affected by the Merger. In addition, immediately prior to the Holdco Merger Effective Time, each founder share issued and outstanding immediately prior to the Holdco Merger Effective Time was automatically converted into shares of Flame ClassÂ A common stock on a one-for-one basis. In connection with the Closing, Flame Acquisition Corp. was renamed Sable Offshore Corp. PIPE Subscription Agreement As previously disclosed on November 2, 2022, July 21, 2023, July 27, 2023, August 3, 2023, December 18, 2023, January 16, 2024, February 12, 2024 and February 13, 2024, in connection with the Business Combination, Holdco and Flame entered into subscription agreements (collectively, the â€œPIPE Subscription Agreementsâ€) with certain investors (the â€œPIPE Investorsâ€) and, pursuant thereto, on February 14, 2024, immediately following the Closing, Sable issued 44,024,910 shares of Common Stock, at a price of $10.00 per share for an aggregate purchase price of $440,249,100 in accordance with the terms of the PIPE Subscription Agreements (the â€œPIPE Investmentsâ€). The following summarizes the shares of Common Stock outstanding following the consummation of the Business Combination: Â Â Â Â Shares Â Â Â % Â Public stockholders* Â Â Â 5,953,859 Â Â Â Â 10 %Â Initial stockholders** Â Â Â 7,187,500 Â Â Â Â 12 %Â Merger consideration shares Â Â Â 3,000,000 Â Â Â Â 5 %Â PIPE Investors Â Â Â 44,024,910 Â Â Â Â 73 %Â Â Â Â Â Â Â Â Â Total shares outstanding at close Â Â Â 60,166,269 Â Â Â Â 100 %Â Â Â Â Â Â Â Â Â Â Â Excluded Securities: Â * This excludes 14,375,000 Public Warrants issued in the Company IPO convertible to Common Stock at a price of $11.50 per share subject to the conditions described herein. ** This excludes 7,750,000 Private Placement Warrants convertible into Common Stock at a price of $11.50 per share subject to the conditions described herein. ** This excludes 3,306,370 Private Placement Warrants convertible into Common Stock at a price of $11.50 per share subject to the conditions described herein. Assumptions and estimates underlying the unaudited pro forma adjustments set forth in the unaudited pro forma condensed combined financial statements are described in the accompanying notes. The unaudited pro forma condensed combined financial statements have been presented for illustrative purposes only and are not necessarily indicative of the operating results and financial position that would have been achieved had the Transactions and the other related transactions occurred on the dates indicated. Further, the unaudited pro forma condensed combined financial information does not purport to project the future operating results or financial position of Sable following the completion of the Transactions and the other related transactions. The unaudited pro forma adjustments represent our managementâ€™s estimates based on information available as of the date of Â 51 Table of Contents these unaudited pro forma condensed combined financial statements and are subject to change as additional information becomes available and analyses are performed. Â Â Â Â Unaudited Pro Forma Condensed Combined Balance SheetAs of SeptemberÂ 30, 2023 Â Â Â Â FlameAcquisitionÂ Corp.(Historical) Â Â Â Â Â Â SantaÂ YnezÂ Unit(SYU)(Historical) Â Â Â TransactionAccountingÂ andBusinessCombinationAdjustments Â Â ProÂ FormaCombined Â Â Â Â (US Dollars in Thousands, except per share data) Â Assets Â Â Â Â Â Â Â Â Â Â Â Current assets Â Â Â Â Â Â Â Â Â Â Â Cash Â Â $ 709 Â Â Â Â Â $ â€”â€, Â Â Â $ 440,249 Â Â Â A Â Â Â $ 150,805 Â Â Â Â Â Â Â Â Â Â Â Â (225,008)Â Â Â B Â Â Â Â Â Â Â Â Â Â Â Â (56,382)Â Â Â C Â Â Â Â Â Â Â Â Â Â Â Â 62,366 Â Â Â D Â Â Â Â Â Â Â Â Â Â Â (70,000)Â Â Â J Â Â Â Â Â Â Â Â Â Â Â Â (1,129)Â Â Â K Â Â Â Restricted cash Â Â Â â€”â€, Â Â Â Â Â Â â€”â€, Â Â Â Â 35,000 Â Â Â J Â Â Â Â 35,000 Â Prepaid expenses Â Â Â 246 Â Â Â Â Â Â â€”â€, Â Â Â Â â€”â€, Â Â Â Â Â 246 Â Materials and supplies Â Â Â â€”â€, Â Â Â Â Â Â 17,374 Â Â Â Â â€”â€, Â Â Â Â Â 17,374 Â Total current assets Â Â Â 955 Â Â Â Â Â Â 17,374 Â Â Â Â 185,096 Â Â Â Â Â 203,425 Â Investments held in Trust Account Â Â Â 63,940 Â Â Â Â Â Â â€”â€, Â Â Â Â (1,574)Â Â Â I Â Â Â Â â€”â€, Â Â Â Â Â Â Â Â Â Â (62,366)Â Â Â D Â Â Â Oil and gas properties â€“ net Â Â Â â€”â€, Â Â Â Â Â Â 689,277 Â Â Â Â 395,964 Â Â Â B Â Â Â Â 1,085,241 Â Other, net Â Â Â â€”â€, Â Â Â Â Â Â 6,689 Â Â Â Â â€”â€, Â Â Â Â Â 6,689 Â Total assets Â Â $ 64,895 Â Â Â Â Â $ 713,340 Â Â Â $ 517,120 Â Â Â Â $ 1,295,355 Â Liabilities, Redeemable Equity And Stockholdersâ€™ Equity (Deficit) Â Â Â Â Â Â Â Â Â Â Â Current liabilities Â Â Â Â Â Â Â Â Â Â Â Accounts payable and accrued expenses Â Â $ 6,153 Â Â Â Â Â $ 6,195 Â Â Â $ (6,195)Â Â Â B Â Â Â $ 46,021 Â Â Â Â Â Â Â Â Â Â Â Â (5,516)Â Â Â C Â Â Â Â Â Â Â Â Â Â Â Â 10,384 Â Â Â H Â Â Â Â Â Â Â Â Â Â Â Â 35,000 Â Â Â J Â Â Â Excise tax payable Â Â Â 2,307 Â Â Â Â Â Â â€”â€, Â Â Â Â â€”â€, Â Â Â Â Â 2,307 Â Income taxes payable Â Â Â 786 Â Â Â Â Â Â â€”â€, Â Â Â Â â€”â€, Â Â Â Â Â 786 Â Convertible promissory notes â€“ related parties, at fair value Â Â Â 2,645 Â Â Â Â Â Â â€”â€, Â Â Â Â (2,645)Â Â Â E Â Â Â Â â€”â€, Â Promissory notes to related parties Â Â Â 1,129 Â Â Â Â Â Â â€”â€, Â Â Â Â (1,129)Â Â Â K Â Â Â Â â€”â€, Â Due to related party, net Â Â Â â€”â€, Â Â Â Â Â Â 6,743 Â Â Â Â (6,743)Â Â Â B Â Â Â Â â€”â€, Â Other current liabilities Â Â Â â€”â€, Â Â Â Â Â Â 1,146 Â Â Â Â â€”â€, Â Â Â Â Â 1,146 Â Total Current liabilities Â Â Â 13,020 Â Â Â Â Â Â 14,084 Â Â Â Â 23,156 Â Â Â Â Â 50,260 Â Warrant liabilities Â Â Â 15,154 Â Â Â Â Â Â â€”â€, Â Â Â 3,306 Â Â Â E Â Â Â Â 18,460 Â Asset retirement obligations Â Â Â â€”â€, Â Â Â Â Â Â 344,197 Â Â Â Â (231,272)Â Â Â B Â Â Â Â 112,925 Â Term loan with 10% per annum pay-in-kind interest Â Â Â â€”â€, Â Â Â Â Â Â â€”â€, Â Â Â Â 763,808 Â Â Â B Â Â Â Â 763,808 Â Other Â Â Â â€”â€, Â Â Â Â Â Â 6,417 Â Â Â Â â€”â€, Â Â Â Â Â 6,417 Â Total liabilities Â Â Â 28,174 Â Â Â Â Â Â 364,698 Â Â Â Â 558,998 Â Â Â Â Â 951,870 Â 52 Table of Contents Â Â Â Unaudited Pro Forma Condensed Combined Balance SheetAs of SeptemberÂ 30, 2023 Â Â Â Â FlameAcquisitionÂ Corp.(Historical) Â Â Â Â Â Â SantaÂ YnezÂ Unit(SYU)(Historical) Â Â Â TransactionAccountingÂ andBusinessCombinationAdjustments Â Â ProÂ FormaCombined Â Â Â Â (US Dollars in Thousands, except per share data) Â Commitments Â Â Â Â Â Â Â Â Â Â Â ClassÂ A common stock subject to possible redemption; 6,104,682 shares at redemption value ($10.34 at SeptemberÂ 30, 2023) Â Â Â 63,124 Â Â Â Â Â â€”â€, Â Â Â Â (1,574)Â Â Â I Â Â Â Â â€”â€, Â Â Â Â Â Â Â Â Â (61,550)Â Â Â I Â Total Common Stock Subject to Possible Redemption Â Â Â 63,124 Â Â Â Â Â â€”â€, Â Â Â Â (63,124)Â Â Â Â Â â€”â€, Â Stockholdersâ€™ Equity (Deficit) Â Â Â Â Â Â Â Â Â Â Net parent investment Â Â Â â€”â€, Â Â Â Â Â 348,642 Â Â Â Â (348,642)Â Â Â B Â Â Â Â â€”â€, Â Preferred stock, $0.0001 par value; 1,000,000 shares authorized; none issued and outstanding Â Â Â â€”â€, Â Â Â Â Â â€”â€, Â Â Â Â â€”â€, Â Â Â Â Â â€”â€, Â ClassÂ A common stock, $0.0001 par value; 200,000,000 shares authorized; 7,187,500 shares issued and outstanding, excluding 6,104,682 shares subject to possible redemption at SeptemberÂ 30, 2023 Â Â Â 1 Â Â Â F Â Â Â Â â€”â€, Â Â Â Â 4 Â Â Â A Â Â Â Â 61,555 Â Â Â Â Â Â Â Â 61,550 Â Â Â I Â Â Â ClassÂ B common stock, $0.0001 par value; 20,000,000 shares authorized; no shares issued or outstanding at SeptemberÂ 30, 2023 Â Â Â â€”â€, Â Â Â Â Â â€”â€, Â Â Â Â â€”â€, Â Â Â F Â Â Â Â â€”â€, Â Additional paid-in capital Â Â Â â€”â€, Â Â Â Â Â â€”â€, Â Â Â Â 440,245 Â Â Â A Â Â Â Â 448,145 Â Â Â Â Â Â Â Â (22,100)Â Â Â C Â Â Â Â Â Â Â Â Â Â Â Â 30,000 Â Â Â G Â Â Â Accumulated deficit Â Â Â (26,604)Â Â Â Â Â â€”â€, Â Â Â Â (28,766)Â Â Â C Â Â Â Â (166,215)Â Â Â Â Â Â Â Â (661)Â Â Â E Â Â Â Â Â Â Â Â Â Â Â Â Â (30,000)Â Â Â G Â Â Â Â Â Â Â Â Â Â Â Â (10,384)Â Â Â H Â Â Â Â Â Â Â Â Â Â Â Â (70,000)Â Â Â J Â Total Stockholdersâ€™ Equity (Deficit) Â Â Â (26,403)Â Â Â Â Â 348,642 Â Â Â Â 21,246 Â Â Â Â Â 343,485 Â Total Liabilities, Common Stock Subject to Possible Redemption and Stockholdersâ€™ Equity (Deficit) Â Â $ 64,895 Â Â Â Â $ 713,340 Â Â Â $ 517,120 Â Â Â Â $ 1,295,355 Â See accompanying notes to unaudited pro forma condensed combined financial information. Â 53 Table of Contents Â Â Unaudited Pro Forma Condensed Combined Statement of OperationsFor the nine months ended SeptemberÂ 30, 2023 Â Â Â FlameAcquisitionÂ Corp.(Historical) Â Â SantaÂ YnezÂ Unit(SYU)Â (Historical) Â Â TransactionAccountingÂ andBusinessCombinationAdjustments Â Â ProÂ FormaCombined Â Â Â (US Dollars in Thousands, except for share and per share amounts) Â Revenue Â Â Â Â Â Oil and gas sales Â $ â€”â€, Â Â $ â€”â€, Â Â $ â€”â€, Â Â Â $ â€”â€, Â Â Â Â Â Â Â Â Â Â Â Total revenue Â Â â€”â€, Â Â Â â€”â€, Â Â Â â€”â€, Â Â Â Â â€”â€, Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Operating Expenses Â Â Â Â Â Operating and maintenance expenses Â Â â€”â€, Â Â Â 43,167 Â Â Â â€”â€, Â Â Â Â 43,167 Â Depletion, depreciation, amortization and accretion Â Â â€”â€, Â Â Â 15,764 Â Â Â (15,764)Â Â Â CC Â Â Â 9,624 Â Â Â Â Â 9,624 Â Â Â DD Â Â General and administrative expenses Â Â â€”â€, Â Â Â 9,107 Â Â Â 6,788 Â Â Â HH Â Â Â 22,395 Â Â Â Â Â 6,500 Â Â Â JJ Â Â Operating costs Â Â 3,485 Â Â Â â€”â€, Â Â Â â€”â€, Â Â Â Â 3,485 Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Total operating expenses Â Â 3,485 Â Â Â 68,038 Â Â Â 7,148 Â Â Â Â 78,671 Â Loss from operations Â Â (3,485)Â Â Â (68,038)Â Â Â (7,148)Â Â Â Â (78,671)Â Other Income (Expense), net Â Â Â Â Â Interest income from Trust Account Â Â 3,841 Â Â Â â€”â€, Â Â Â (3,841)Â Â Â BB Â Â Â â€”â€, Â Change in fair value of convertible promissory notes â€“ related parties Â Â 38 Â Â Â â€”â€, Â Â Â (38)Â Â Â FF Â Â Â â€”â€, Â Change in fair value of warrant liabilities Â Â (3,005)Â Â Â â€”â€, Â Â Â â€”â€, Â Â Â Â (3,005)Â Other expense Â Â â€”â€, Â Â Â (533)Â Â Â â€”â€, Â Â Â Â (533)Â Interest expense Â Â â€”â€, Â Â Â â€”â€, Â Â Â (63,014)Â Â Â AA Â Â Â (63,014)Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Total other income (expense), net Â Â 874 Â Â Â (533)Â Â Â (66,893)Â Â Â Â (66,552)Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Loss before provision for income taxes Â Â (2,611)Â Â Â (68,571)Â Â Â (74,041)Â Â Â Â (145,223)Â Provision for income taxes Â Â 786 Â Â Â â€”â€, Â Â Â â€”â€, Â Â Â Â 786 Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Net Loss Â $ (3,397)Â Â $ (68,571)Â Â $ (74,041)Â Â Â $ (146,009)Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Basic and diluted net loss per share: Â Â Â Â Â Basic and diluted net loss per redeemable ClassÂ A common share Â Â Â Â Â Basic and diluted net loss per non-redeemable ClassÂ A and ClassÂ B common share Â $ (0.17)Â Â Â NA Â Â Â Â $ (2.43)Â Weighted Average Shares for Basic and diluted: Â $ (0.17)Â Â Â NA Â Â Â Â Â NA Â Weighted average redeemable ClassÂ A common stock outstanding Â Â 12,660,640 Â Â Â NA Â Â Â (150,823)Â Â Â KK Â Â Â 60,166,269 Â Weighted average non-redeemable ClassÂ A and ClassÂ B common stock outstanding Â Â 7,187,500 Â Â Â NA Â Â Â Â Â NA Â See accompanying notes to unaudited pro forma condensed combined financial information. Â 54 Table of Contents Â Â Â Â Â Unaudited Pro Forma Condensed Combined Statement of OperationsFor the twelve months ended DecemberÂ 31, 2022 Â Â Â FlameAcquisitionCorp.(Historical) Â Â Flame AcquisitionCorp. 2023Redemption Â Â Subtotal Â Â SantaÂ YnezUnit (SYU)(Historical) Â Â TransactionAccountingand BusinessCombinationAdjustments Â Â ProÂ FormaCombined Â Â Â (US Dollars in Thousands, except for share and per share amounts) Â Revenue Â Â Â Â Â Â Â Â Oil and gas sales Â $ â€”â€, Â Â $ â€”â€, Â Â Â $ â€”â€, Â Â $ â€”â€, Â Â $ â€”â€, Â Â Â $ â€”â€, Â Total revenue Â Â â€”â€, Â Â Â â€”â€, Â Â Â Â â€”â€, Â Â Â â€”â€, Â Â Â â€”â€, Â Â Â Â â€”â€, Â Operating Expenses Â Â Â Â Â Â Â Â Operating and maintenance expenses Â Â â€”â€, Â Â Â â€”â€, Â Â Â Â â€”â€, Â Â Â 62,585 Â Â Â â€”â€, Â Â Â Â 62,585 Â Depletion, depreciation, amortization and accretion Â Â â€”â€, Â Â Â â€”â€, Â Â Â Â â€”â€, Â Â Â 20,852 Â Â Â (20,852)Â Â Â CC Â Â Â 11,634 Â Â Â Â Â Â Â Â 11,634 Â Â Â DD Â Â Impairment of oil and gas properties Â Â â€”â€, Â Â Â â€”â€, Â Â Â Â â€”â€, Â Â Â 1,404,307 Â Â Â â€”â€, Â Â Â Â 1,404,307 Â General and administrative expenses Â Â Â Â Â Â 12,807 Â Â Â 28,766 Â Â Â EE Â Â Â 169,674 Â Â Â Â Â Â Â Â 30,000 Â Â Â GG Â Â Â Â Â Â Â Â 9,050 Â Â Â HH Â Â Â Â Â Â Â Â Â 10,384 Â Â Â II Â Â Â Â Â Â Â Â 8,667 Â Â Â JJ Â Â Â Â Â Â Â Â 70,000 Â Â Â LL Â Â Operating costs Â Â 6,150 Â Â Â â€”â€, Â Â Â Â 6,150 Â Â Â â€”â€, Â Â Â â€”â€, Â Â Â Â 6,150 Â Total operating expenses Â Â 6,150 Â Â Â â€”â€, Â Â Â Â 6,150 Â Â Â 1,500,551 Â Â Â 147,649 Â Â Â Â 1,654,350 Â Loss from operations Â Â (6,150)Â Â Â â€”â€, Â Â Â Â (6,150)Â Â Â (1,500,551)Â Â Â (147,649)Â Â Â Â (1,654,350)Â Other Income (Expense), net Â Â Â Â Â Â Â Â Interest income from Trust Account Â Â 3,989 Â Â Â â€”â€, Â Â Â Â 3,989 Â Â Â â€”â€, Â Â Â (3,989)Â Â Â BB Â Â Â â€”â€, Â Change in fair value of convertible promissory notes â€“ related parties Â Â (171)Â Â Â â€”â€, Â Â Â Â (171)Â Â Â â€”â€, Â Â Â 171 Â Â Â FF Â Â Â â€”â€, Â Change in fair value of warrant liabilities Â Â 498 Â Â Â â€”â€, Â Â Â Â 498 Â Â Â â€”â€, Â Â Â â€”â€, Â Â Â Â 498 Â Other income Â Â â€”â€, Â Â Â â€”â€, Â Â Â Â â€”â€, Â Â Â 1,855 Â Â Â â€”â€, Â Â Â Â 1,855 Â Interest expense Â Â â€”â€, Â Â Â â€”â€, Â Â Â Â â€”â€, Â Â Â â€”â€, Â Â Â (76,381)Â Â Â AA Â Â Â (76,381)Â Total other income (expense), net Â Â 4,316 Â Â Â â€”â€, Â Â Â Â 4,316 Â Â Â 1,855 Â Â Â (80,199)Â Â Â Â (74,028)Â Loss before provision for income taxes Â Â (1,834)Â Â Â â€”â€, Â Â Â Â (1,834)Â Â Â (1,498,696)Â Â Â (227,848)Â Â Â Â (1,728,378)Â Provision for income taxes Â Â 757 Â Â Â â€”â€, Â Â Â Â 757 Â Â Â â€”â€, Â Â Â â€”â€, Â Â Â Â 757 Â Net Loss Â $ (2,591)Â Â Â â€”â€, Â Â Â $ 2,591 Â Â $ (1,498,696)Â Â $ (227,848)Â Â Â $ (1,729,135)Â Basic and diluted net loss per share: Â Â Â Â Â Â Â Â ClassÂ A Â $ (0.07)Â Â Â â€”â€, Â Â Â Â NA Â Â Â NA Â Â Â Â $ (28.74)Â ClassÂ B Â $ (0.07)Â Â Â â€”â€, Â Â Â Â NA Â Â Â NA Â Â Â Â Â NA Â Weighted Average Shares for Basic and diluted: Â Â Â Â Â Â Â Â ClassÂ A Â Â 28,750,000 Â Â Â (20,317,255) Â Â KK Â Â Â 6,104,682 Â Â Â NA Â Â Â (150,823)Â Â Â KK Â Â Â 60,166,269 Â Â Â Â (2,328,063) Â Â KK Â Â Â Â Â Â Â NA Â ClassÂ B (prior to the conversion discussed inÂ F) Â Â 7,187,500 Â Â Â â€”â€, Â Â Â Â 7,187,500 Â Â Â NA Â Â Â Â Â NA Â See accompanying notes to unaudited pro forma condensed combined financial information. Â 55 Table of Contents NOTES TO UNAUDITED PRO FORMA COMBINED FINANCIAL INFORMATION Note 1. Basis of Presentation The unaudited pro forma condensed combined financial information has been prepared using the acquisition method of accounting in accordance with ASC 805, with Flame as the accounting acquirer, using the fair value concepts as defined in the ASC Topic 820, Fair Value Measurement (â€œASC 820â€), and based on the historical financial statements of Flame and SYU. The unaudited pro forma combined balance sheet as of SeptemberÂ 30, 2023, gives pro forma effect to the Business Combination and related transactions as if they occurred on SeptemberÂ 30, 2023. The unaudited pro forma combined statement of operations for the nine months ended SeptemberÂ 30, 2023, and the year ended DecemberÂ 31, 2022, gives pro forma effect to the Business Combination and related transactions as if they had been completed on JanuaryÂ 1, 2022. The pro forma adjustments reflecting the consummation of the Business Combination and related transactions are based on information currently available, assumptions, and estimates underlying the unaudited pro forma adjustments and are described herein. Actual results may differ materially from the assumptions used to present the accompanying unaudited pro forma condensed combined financial information. Flame believes that its assumptions and methodologies provide a reasonable basis for presenting all of the significant effects of the Business Combination and related transactions based on information available to management at the time and that the pro forma adjustments give appropriate effect to those assumptions and are properly applied in the unaudited pro forma condensed combined financial information. The unaudited pro forma condensed combined financial information does not give effect to any anticipated synergies, operating efficiencies, tax savings, or cost savings that may be associated with the Business Combination and related transactions. The unaudited pro forma condensed combined financial information is not necessarily indicative of what the actual results of operations and financial position would have been had the Business Combination and related transactions taken place on the dates indicated, nor are they indicative of the future consolidated results of operations or financial position of the post-combination company. They should be read in conjunction with the historical financial statements and notes thereto of Flame and SYU. Note 2. Accounting Policies Upon consummation of the Business Combination, management will perform a comprehensive review of the two entitiesâ€™ accounting policies. As a result of the review, management may identify differences between the accounting policies of the two entities which, when conformed, could have a material impact on the financial statements of the post-combination company. Based on its initial analysis, management did not identify any differences that would have a material impact on the unaudited pro forma condensed combined financial information. As a result, the unaudited pro forma condensed combined financial information does not assume any differences in accounting policies. Note 3. Adjustments to Unaudited Pro Forma Condensed Combined Financial Information The unaudited pro forma condensed combined financial information has been prepared to illustrate the effect of the Business Combination and related transactions and has been prepared for informational purposes only. The following unaudited pro forma condensed combined financial information has been prepared in accordance with ArticleÂ 11 of Regulation S-X as amended by the final rule, Release No.Â 33-10786 â€œAmendments to Financial Disclosures about Acquired and Disposed Businesses.â€ Release No.Â 33-10786 replaced the then existing pro forma adjustment criteria with simplified requirements to depict the accounting for the transaction (â€œTransaction Accounting Adjustmentsâ€). Flame has elected not to present any synergies or other potential transaction effects and will only be presenting Transaction Accounting Adjustments in the accompanying unaudited pro forma condensed combined financial information. Â 56 Table of Contents The pro forma condensed combined provision for income taxes might not necessarily reflect the amounts that would have resulted had the post-combination company filed consolidated income tax returns during the periods presented. There are no income tax effects on the pro forma adjustments because there is no historical revenue or income generated at the predecessor. The SYU assets have been shut in and have remained idle. Accordingly, the combined pro forma entity is producing no taxable income and is in a net operating loss position. Accordingly, there is no income tax effect as any separate return basis deferred tax assets (DTA) for the carve-out financial statements would have a full valuation allowance recorded against the DTA. Therefore, any income tax impact of the pro forma adjustments would result in no financial statement impact. The pro forma basic and

diluted net loss per share amounts presented in the unaudited pro forma condensed combined statements of operations are based upon the number of the post-combination companyâ€™s shares outstanding, assuming the Business Combination occurred on JanuaryÂ 1, 2022. Adjustments to the Unaudited Pro Forma Combined Balance Sheet The following adjustments have been reflected in the unaudited pro forma condensed combined balance sheet: Â Â (A) Reflects proceeds of $440,249,100 from the issuance and sale of 44,024,910 Holdco ClassÂ A shares at $10.00 (par value at $0.0001) per share in the PIPE Investment pursuant to the terms of the PIPE Subscription Agreements, increasing cash and cash equivalents by $440,249,100 with corresponding increases to share capital and additional paid-in capital of $4,402 and $440,244,698, respectively. The adjustment reflects obtained commitments from PIPE Investors for $440,249,100 in PIPE Investment as of the date of this prospectus. The PIPE Investors have no affiliation with SYU or EM. Â Â (B) Reflects the purchase accounting adjustment with the total consideration of $988,816,000, elimination of $6,195,000 of accounts payable and accrued expenses, and elimination of $6,743,000 due to related party, net payable. Per the terms of the Sable-EM Purchase Agreement, these working capital and intercompany balances with EMC are not assumed and therefore eliminated in purchase accounting. Total estimated preliminary purchase consideration of $988,816,000 consists of $225,008,000 purchase price adjustments (which includes the cash deposit on the term loan of $18,750,000) paid in cash and $763,808,000 term loan ($625,000,000 purchase consideration plus $140,184,000 of accrued interest plus $17,374,000 estimated value of material and supplies less $18,750,000 cash deposit) taken over by Flame on behalf of Sable. Total purchase consideration is comprised of 1) purchase price, as defined by the Sable-EM Purchase Agreement, 2) accrued interest from the effective date of the Sable-EM Purchase Agreement (JanuaryÂ 1, 2022), which Sable has elected to be paid-in-kind, 3) property expenses paid or payable by seller which were incurred on and after the effective date of the Sable-EM Purchase Agreement, 4) estimated value of materials and supply inventory based on balances as of SeptemberÂ 30, 2023, 5) reimbursement of cost-sharing and 6) overhead cost and property taxes attributable to purchaser but paid or payable by seller as follows: Â Â Â Â Amount Â Â Â Â (USÂ DollarsÂ inÂ Thousands) Â Purchase consideration as per Merger Agreement Â Â $ 625,000 Â Add: Accrued PIK interest on term loan Â Â Â 140,184 Â Add: Property expenses reimbursement Â Â Â 187,341 Â Add: Estimated value of materials and supplies Â Â Â 17,374 Â Add: Reimbursement for cost-sharing Â Â Â 8,500 Â Add: Other adjustments related to overhead cost and property taxes Â Â Â 10,417 Â Â Â Â Â Â Estimated preliminary adjusted purchase consideration Â Â $ 988,816 Â Â Â Â Â Â Â 57 Table of Contents Upon the merger, fair value adjustments related to oil and gas properties and asset retirement obligations were estimated as follows: Â Â Â Â Amount Â Â Â Â (USÂ DollarsÂ inÂ Thousands) Â Fair value of oil and gas properties Â Â $ 1,085,241 Â Less: Carrying value of oil and gas properties Â Â Â 689,277 Â Â Â Â Â Â Fair value adjustment Â Â $ 395,964 Â Â Â Â Â Â Fair value of asset retirement obligations Â Â $ 112,925 Â Less: Carrying value of asset retirement obligations Â Â Â 344,197 Â Â Â Â Â Â Fair value adjustment Â Â $ (231,272)Â Â Â Â Â Â Reconciliation of the preliminary adjusted purchase consideration to net parent investment is as follows: Â Â Â Â Amount Â Â Â Â (USÂ DollarsÂ inÂ Thousands) Â Estimated preliminary adjusted purchase consideration Â Â $ 988,816 Â Less: Fair value adjustment for oil and gas properties Â Â Â 395,964 Â Less: Fair value adjustment for asset retirement obligation Â Â Â 231,272 Â Less: Accounts payable and accrued liabilities Â Â Â 6,195 Â Less: Due to related party, net Â Â Â 6,743 Â Â Â Â Â Â Net parent investment Â Â $ 348,642 Â Â Â Â Â Â The following table summarizes the fair value of identified assets acquired and liabilities assumed at the date of acquisition. The preliminary allocation of consideration transferred is based on managementâ€™s estimates, judgments and assumptions. These estimates, judgments and assumptions are subject to change upon final valuation and should be treated as preliminary values. Management estimated that consideration paid did not exceed the fair value of the net assets acquired. Therefore, there was no goodwill derived from the transaction. The final allocation of purchase consideration could include changes in the estimated fair value of (1)Â materials and supplies; (2)Â oil and gas properties; and (3)Â asset retirement obligations, as well as due to the historical values of certain of the assets and liabilities as of the actual acquisition date versus amounts as of SeptemberÂ 30, 2023 utilized herein. Â Â Â Â Amount Â Â Â Â (USÂ DollarsÂ inÂ Thousands) Â Total Consideration Â Â $ 988,816 Â Materials and supplies Â Â Â 17,374 Â Oil and gas properties Â Â Â 1,085,241 Â Otherâ€”long-term assets Â Â Â 6,689 Â Â Â Â Â Â Total identifiable assets acquired Â Â Â 1,109,304 Â Â Â Â Â Â Asset retirement obligations Â Â Â 112,925 Â Other current liability Â Â Â 1,146 Â Otherâ€”long term liabilities Â Â Â 6,417 Â Â Â Â Â Â Net identifiable liabilities assumed Â Â Â 120,488 Â Â Â Â Â Â Net assets acquired Â Â $ 988,816 Â Â Â Â Â Â Â 58 Table of Contents Â (C) Reflects payment of preliminary estimated transaction costs of $56,382,000 of which $22,100,000 is related to PIPE Investment offering costs and underwriting fees that are treated as equity issuance costs against additional paid-in capital as a part of the Business Combination. Additional transaction costs of $34,282,000 related to costs of becoming a publicly held operating company such as director and officersâ€™ insurance are included in the total preliminary estimated transaction costs, of which $5,516,000 was accrued as of SeptemberÂ 30, 2023. The remaining $28,766,000 of additional transaction costs have been reflected through accumulated deficit and are included in the unaudited pro forma condensed combined statement of operations for the year ended DecemberÂ 31, 2022, as discussed below (please refer to adjustment EE). Â Â (D) Reflects the reclassification of $62,366,000 of investments held in the trust account to cash. Â Â (E) Reflects conversion of $2,645,000 related party promissory notes into $3,306,000 of warrants (comprised of $2,645,000 convertible promissory notes â€“ related parties, at fair value as of SeptemberÂ 30, 2023, and the fair value impact of $661,000). The promissory notes to related parties may be convertible into warrants at a price of $1.00 per warrant at the option of the lender. Each warrant is exercisable for one share of Flame ClassÂ A common stock. The fair value impact of $661,000 related to conversion of promissory notes is recorded in the accumulated deficit. The warrants are expected to remain classified as liabilities. Â Â (F) On AugustÂ 22, 2023, we issued an aggregate of 7,187,500 shares of ClassÂ A common stock to the Sponsor, FL Co-Investment, Intrepid Financial Partners, our independent directors and certain of our executive officers, upon the conversion of an equal number of shares of ClassÂ B common stock. Â Â (G) Reflects issuance of merger consideration shares of 3,000,000 shares of Common Stock at $10.00 per share (with a nominal value of $0.0001 per share), increasing accumulated deficit by $30,000,000 with corresponding increase to share capital and additional paid-in capital of $300 and $29,999,700, respectively (refer to adjustment GG). Â Â (H) Reflects accrued liability bonuses of $10,384,000 to Sable executives upon completion of the Business Combination based on executed agreements (refer to adjustment II). Â Â (I) Reflects transfer of 5,953,859 of Flame ClassÂ A common stock subject to possible redemption to Common Stock in Stockholderâ€™s Equity (deficit). This transferred amount reflects the shares remaining after the redemption of 150,823 of Flameâ€™s public shares for approximately $1,574,000 on FebruaryÂ 8, 2024 in conjunction with the Business Combination. Â Â (J) Reflects approximately $70,000,000 for litigation defense costs and/or settlement expenses, expected to be paid after the consummation of the Business Combination. Â Â (K) Reflects $1,129,000 of non-convertible promissory notes to related parties that were repaid in full upon consummation of the Business Combination. Adjustments to the Unaudited Pro Forma Combined Statements of Operations The following adjustments have been reflected in the unaudited pro forma combined statements of operations: Â Â (AA) Reflects recognition of interest expense on the term loan, calculated at the rate 10% per annum amounting to $63,014,000 and $76,381,000 for the nine months ended SeptemberÂ 30, 2023 and the year ended DecemberÂ 31, 2022, respectively. Â Â (BB) Reflects elimination of investment income on the trust account amounting to $3,841,000 and $3,989,000 for the nine months ended SeptemberÂ 30, 2023 and for the year ended DecemberÂ 31, 2022, respectively. Â Â (CC) Reflects the elimination of historical depreciation and accretion expense amounting to $15,764,000 and $20,852,000 for the nine months ended SeptemberÂ 30, 2023 and for the year ended DecemberÂ 31, 2022, Â 59 Table of Contents Â respectively, as if the Business Combination had been completed on JanuaryÂ 1, 2022, considering oil and gas properties not operative during the periods presented. No historical amortization or depletion was recorded. Â Â (DD) Reflects the accretion expense on the asset retirement obligations amounting to $9,624,000 and $11,634,000 for the nine months ended SeptemberÂ 30, 2023 and for the year ended DecemberÂ 31, 2022, respectively, as if the Business Combination had been completed on JanuaryÂ 1, 2022. Â Â (EE) Reflects estimated one-time SPAC merger related transactions costs of $28,766,000 in the unaudited pro forma condensed combined statement of operations for the year ended DecemberÂ 31, 2022, as if the Business Combination had occurred on JanuaryÂ 1, 2022, to reflect additional expenses to be incurred, including director and officersâ€™ insurance premiums, legal fees, accounting and consulting fees, and additional costs that are not considered to be costs of raising capital under SAB Topic 5.A. Under the provisions of ASC 805, Flame has been determined to be the accounting acquirer and therefore, the pro formas are being presented as a forward acquisition rather than a reverse recapitalization. The estimated forward acquisition costs of $28,766,000 are comprised as follows (amounts below are subject to change upon completion of the Transactions): Â Â Â Â Amount Â Â Â Â (USÂ DollarsÂ inÂ Thousands) Â Legal Fees Â Â $ 6,676 Â G&A reimbursement Â Â Â 5,000 Â Contractor reimbursement Â Â Â 7,600 Â Merger and acquisition fees Â Â Â 4,000 Â Accounting fees Â Â Â 690 Â D&O insurance Â Â Â 3,000 Â Insurance premium Â Â Â 1,500 Â Other fees Â Â Â 300 Â Â Â Â Â Â Total Â Â $ 28,766 Â Â Â Â Â Â Â Â (FF) Reflects the elimination of the change in fair value of convertible promissory notes of $38,000 and $171,000 for the nine months ended SeptemberÂ 30, 2023, and the year ended DecemberÂ 31, 2022, respectively. Â Â (GG) Reflects the issuance of 3,000,000 merger consideration shares of Common Stock at $10.00 per share for the year ended DecemberÂ 31, 2022, as if the Business Combination had occurred on JanuaryÂ 1, 2022. Â Â (HH) Reflects additional Sable executive compensation based on executed agreements amounting to $6,788,000 and $9,050,000 for the nine months ended SeptemberÂ 30, 2023, and the year ended DecemberÂ 31, 2022, as if the Business Combination had been completed on JanuaryÂ 1, 2022. Â Â (II) Reflects one-time cash bonus expense amounting to $10,384,000 for the year ended DecemberÂ 31, 2022, for Sable executives upon completion of the Business Combination based on executed agreements, as if the Business Combination had occurred on JanuaryÂ 1, 2022. Â Â (JJ) Reflects the share compensation expense under Sableâ€™s Equity Incentive Plan amounting to $6,500,000 and $8,667,000 for the nine months ended SeptemberÂ 30, 2023, and the year ended DecemberÂ 31, 2022, respectively, as if the Business Combination had been completed on JanuaryÂ 1, 2022 based on executed agreements. In accordance with the executed agreements, 650,000 shares of Common Stock are to be issued to four executive officers. The total aggregate 2,600,000 shares of Common Stock are estimated to have a grant date fair value of $26,000,000. These shares are expected to vest no later than 3 years from the closing of the Business Combination. Â Â (KK) As previously noted, Flame shareholders redeemed 20,317,255 and 2,328,063 public shares on FebruaryÂ 27, 2023 and AugustÂ 29, 2023, respectively, at approximately $10.15 and $10.31 per share, Â 60 Table of Contents Â respectively. Additionally, on FebruaryÂ 8, 2024, Flameâ€™s shareholders redeemed 150,823 public shares for approximately $10.44 per share. Â Â (LL) Reflects approximately $70,000,000 for litigation defense costs and/or settlement expenses, expected to be paid after the consummation of the Business Combination. See â€œBusinessâ€”Legal Proceedingsâ€ for more information. Note 4. Net Loss per Share The net loss per share was calculated using the historical weighted average shares outstanding, and the issuance of additional shares in connection with the Business Combination, the PIPE Investment and other related events, assuming the shares were outstanding since JanuaryÂ 1, 2022. As the actual redemptions, Business Combination, PIPE Investment and related equity transactions are being reflected as if they had occurred at the beginning of the periods presented, the calculation of weighted average shares outstanding for basic and diluted net loss per share assumes that the shares issued relating to the Business Combination have been outstanding for the entire periods presented. Â Â Â Â NineÂ MonthsÂ EndedSeptemberÂ 30, 2023 Â Â Â YearÂ EndedDecemberÂ 31,Â 2022 Â Pro forma net loss Â Â $ (146,009)Â Â Â $ (1,729,135)Â Basic and diluted weighted average Sable common stock outstanding Â Â Â 60,166,269 Â Â Â Â 60,166,269 Â Basic and diluted net loss per Sable common stock Â Â $ (2.43)Â Â Â $ (28.74)Â Excluded securities(1) Â Â Â Â Private placement warrants convertible into Common Stock Â Â Â 7,750,000 Â Â Â Â 7,750,000 Â Warrants issued at IPO convertible to Sable common stock Â Â Â 14,375,000 Â Â Â Â 14,375,000 Â Warrants from promissory notes convertible to Sable common stock Â Â Â 3,306,370 Â Â Â Â 3,306,370 Â Â Â 1) The potentially dilutive outstanding securities were excluded from the computation of pro forma net loss per share, basic and diluted, because their effect would have been anti-dilutive. Â 61 Table of Contents BUSINESS References in this sectionÂ to â€œwe,â€ â€œourâ€ and â€œusâ€ generally refer to Legacy Sable prior to the Business Combination and Sable after the Business Combination. Overview Beginning in 1968 and over the course of 14 years, EM consolidated more than a dozen offshore federal oil leases and organized them into a streamlined production unit known as SYU. SYU consists of three offshore platforms and a wholly owned onshore processing facility located along the Gaviota Coast at Las Flores Canyon in Santa Barbara County, California. SYUâ€™s onshore facilities and the three offshore platforms remained in continuous operation until 2015. In MayÂ 2015, a Plains Pipeline that transported produced oil from SYU experienced a leak, as further described below under â€œ â€”Pipeline 901 Incident.â€ The SYU platforms and facilities suspended production after the Line 901 incident, the SYU Assets were shut in and the facilities were placed in a safe state. The facilities are not currently producing oil and gas; however, all equipment remains in place in an operation-ready state, requiring ongoing inspections, maintenance and surveillance. As part of these suspension efforts, all SYU equipment was drained, flushed and purged in 2016. All hydrocarbon pipelines within SYU have been placed in a safe state and remain under regular monitoring. In 2020, Plains entered into a Consent Decree, described further below under â€œ â€”Pipeline 901 Incident,â€ that provides a path for a potential restart of Lines 901 and 903. Assets SYU is comprised of three platforms located in federal waters offshore California and its onshore processing facility. The offshore position is comprised of 16 federal leases across approximately 76,000 acres and includes 100% working interest with an average 83.6% net revenue interest. The Hondo platform and the Harmony platform develop the Hondo Field, and the Heritage platform develops the Pescado and Sacate Fields. The platforms are located 5 to 9 miles offshore of Santa Barbara County in shallow water depths of 900 to 1,200 feet and service 112 wells, comprised of 90 producers, 12 injectors and 10 idle with an additional 102 identified, undrilled opportunities. A 2015 analysis identified step-out potential for untested fault compartments or sub-accumulations and indicated a potential technical opportunity for up to an additional 102 identified, undrilled opportunities based on spacing assumptions ranging from 20 to 80 acres. For each platform, more opportunities exist than there are available donor wellbores based on current spacing assumptions (i.e., each platform is slot-constrained). The wholly owned onshore processing facility is a fully integrated oil and gas processing facility with additional capacity for development. The natural gas and NGLs it processed prior to the Line 901 incident were sold into the Southern California markets and the oil volumes were sold to California refineries. The onshore position is approximately 1,480 surface acres, which include the processing facility and parts of the surrounding canyons. The onshore facilities occupy approximately 35 acres and are comprised of: Â Â â€¢ Â an oil treating plant with capacity of approximately 180 MBop/d where it conducts crude dehydration, crude stabilization, and gas separation and compression; Â Â â€¢ Â a biologic/physical water treating plant with capacity of more than 67 MBwp/d where it conducts free oil removal, degassing, and biological treatment; Â Â â€¢ Â POPCO gas plant with approximately 80 Mcf/d sales capacity where it conducts gas sweetening, sulfur recovery, NGL fractionation, and gas compression; Â Â â€¢ Â another gas processing plant where it conducts gas sweetening, sulfur recovery, and NGL fractionation, and sends fuel gas to the co-generation power plant; Â 62 Table of Contents Â â€¢ Â an almost entirely electric co-generation power plant with a capacity of 50 MW, including a 40 MW gas turbine, a 10 MW steam turbine, and steam generation; Â Â â€¢ Â crude storage capacity of 540 MBbls; Â Â â€¢ Â a produced water pipeline, which is partially offshore; Â Â â€¢ Â liquified petroleum gas storage and loading; and Â Â â€¢ Â a transportation terminal. In addition to SYU, Sable also acquired in the Business Combination the Pipelines, which were owned and operated by Plains and were recently acquired by EM. The Pipelines were used to deliver oil to local refinery markets. Following the crude oil release described further below, Plains indicated it shut down the pipeline, initiated its emergency response plan, and the Pipelines were subsequently emptied and placed in a safe state. Line 901 is a 24-inch, approximately 10.8 mile long crude oil pipeline that extends from the Los Flores Station on the California Coast to the Gaviota Pump Station in Santa Barbara County, California. Line 903 is a 30-inch, approximately 113 mile long crude oil pipeline that extends from the Gaviota Pump Station in Santa Barbara County, California to the 30-inch pig receiver located in Pentland Station in Kern County, California with an intermediate station at Sisquoc mile post 38.5 in San Louis Obispo, California. SYU Production History Between 1981 and 2014, SYU produced over 671 MMBoe of oil and gas. An average of 27 MMcf of natural gas and 29 MBbls of oil and condensate was produced per day (gross) in 2014, the last full year when the assets were online. After the Line 901 incident, the SYU platforms and facilities suspended production, the SYU Assets were shut in and the facilities were placed in a safe state as described below under â€œ â€”Pipeline 901 Incident.â€ SYU Contingent Resources Sable engaged NSAI, a leading global oil and gas reserves auditing and consulting firm, to prepare independent estimates of contingent resources and cash flow related to the potential acquisition interest in certain SYU oil and gas properties based on constant price and cost parameters specified by Sable. In accordance with Sableâ€™s request, NSAI estimated the low estimate (1C) contingent resources and cash flow as of DecemberÂ 31, 2021 related to the SYU Assets. The estimated quantities of petroleum contained in the SYU Assets are classified as â€œcontingent resourcesâ€ as of DecemberÂ 31, 2021 rather than â€œreservesâ€ because they are subject to numerous contingencies. There is no assurance that any of the petroleum contained in the SYU Assets will ever be recovered or reclassified as â€œreserves.â€ The resources are contingent upon (1)Â approval from federal, state and local regulators to restart production, (2)Â reestablishment of oil transportation systems to deliver production to market and (3)Â commitment to restart the wells and facilities. Some or all of the contingent resources maybe reclassified as â€œreservesâ€ if all of the contingencies are successfully resolved but there is no assurance that the contingencies will be resolved or resolved in a timely manner or that any of the petroleum in the SYU Assets will be recovered. As a result of the contingencies noted above and pending the

successful completion of the acquisition of the SYU Assets by Sable, none of the estimated petroleum quantities attributed to the SYU Assets as of DecemberÂ 31, 2021 meet the requirements for disclosure as reserves pursuant to the guidelines published by the SEC in Rule 4-10(a) of Regulation S-X and as set forth in the definition of â€œReservesâ€ in the sectionÂ entitled â€œGlossaryâ€ in this prospectus. Â 63 Table of Contents Pipeline 901 Incident In MayÂ 2015, Plains All American Pipeline, L.P. (â€œPlainsâ€) experienced a crude oil release from the Las Flores to Gaviota Pipeline (Line 901) in Santa Barbara County, California (the â€œLine 901 incidentâ€). According to Plains, a portion of the released crude oil reached the Pacific Ocean at Refugio State Beach through a drainage culvert. Following the release, Plains indicates that it shut down the pipeline and initiated its emergency response plan. A Unified Command, which included the U.S.Â Coast Guard, the EPA, the State of California Department of Fish and Wildlife (â€œCDFWâ€), the California Office of Spill Prevention and Response and the Santa Barbara Office of Emergency Management, was established for the response effort. Clean-up and remediation operations with respect to impacted shoreline and other areas has been determined by the Unified Command to be complete, and the Unified Command has been dissolved. Plainsâ€™ estimate of the amount of oil spilled, based on relevant facts, data and information, and as set forth in the Consent Decree described below, is approximately 2,934 barrels; of this amount, Plains estimated that 598 barrels reached the Pacific Ocean. Several governmental agencies and regulators initiated investigations into the Line 901 incident, various claims were made against Plains and a number of lawsuits were filed against Plains, the majority of which Plains indicates have been resolved. Following the Line 901 incident, Plains entered into a cooperative Natural Resource Damage Assessment (â€œNRDAâ€) process with the federal and state agencies designated or authorized by law to act as trustees for the natural resources of the United States and the State of California (collectively, the â€œTrusteesâ€). Additionally, various government agencies sought to collect civil fines and penalties from Plains under applicable state and federal regulations. On MarchÂ 13, 2020, Plains entered into a pre-negotiated settlement agreement in the form of a Consent Decree (the â€œConsent Decreeâ€) with the U.S.Â Department of Justice, Environmental and Natural Resources Division, the U.S.Â Department of Transportation, Pipeline and Hazardous Materials Safety Administration, the EPA, CDFW, the California Department of Parks and Recreation, the California State Lands Commission, the California Department of Forestry and Fire Protectionâ€™s Office of the State Fire Marshal, Central Coast Regional Water Quality Control Board, and Regents of the University of California. The Consent Decree was approved and entered by the Federal District Court for the Central District of California on OctoberÂ 14, 2020. The Consent Decree resolved all regulatory claims related to the incident and Plains was required to pay various civil penalties and compensation related to the Line 901 incident. The Consent Decree also contains requirements for potentially restarting Line 901 and the Sisquoc to Pentland portion of Line 903. On OctoberÂ 13, 2022, Plains sold Line 901 and the Sisquoc to Pentland portion of Line 903 to PPC. As required by the terms of the Consent Decree, PPC assumed responsibility for compliance with the Consent Decree as it relates to the future ownership and operation of Line 901 and the Sisquoc to Pentland portion of Line 903. The EM-Plains Purchase Agreement requires Plains to indemnify EM against certain liabilities directly arising out of or directly relating to the oil spilled from Line 901 and the subsequent clean up and remediation. The Sable-EM Purchase Agreement requires EM to indemnify Sable against certain liabilities associated with the Line 901 incident prior to JanuaryÂ 1, 2022 and for a period of two years following the closing under the Sable-EM Purchase Agreement. We consider the following to be material, albeit achievable requirements to restarting SYU and Line 901 and Line 903: (1) satisfaction of all California Assembly Bill 864 (â€œAB-864â€) provisions requiring pipelines be equipped with the Coastal Best Available Technology (â€œCBATâ€) that provides the greatest degree of protection by limiting the quantity of release in the event of an oil spill, (2)Â as required by Santa Barbara County, completion of a safety audit prior to operatorship transfer, (3)Â submission to Santa Barbara County of a transitional plan demonstrating we have adequate training and a good working knowledge of any and all county compliance plans, (4)Â approval of zoning clearance applications, if necessary, by Santa Barbara, San Luis Obispo and Kern Counties, and (5)Â approval from the OSFM of a restart plan for Lines 901 and 903 (application for which is to be submitted at least 60 days prior to restart). Â 64 Table of Contents The parties continue to progress the processing and receipt of the above material regulatory actions in order to meet a production restart schedule of the third quarter of 2024: Â Â 1. AB-864 CBAT Requirement: On JulyÂ 13, 2022, OSFM accepted the OSFM AB-864 Risk Analysis and Initial and Supplemental Implementation Plans. The parties also are exploring alternative CBAT (such as added pipeline internal and external inspections, additional spill containment, enhanced leak detection, and alternatives to existing corrosion protection/monitoring, such as polymer-based liners that are corrosion-free) to satisfy AB-864 requirements given Santa Barbara Countyâ€™s failure to approve zoning permits for the installation of safety valves as further set forth below. PPC submitted to OSFM an alternative OSFM AB-864 Risk Analysis and Initial Implementation Plan in the immediate future. The Business Combination is not expected to have any impact on PPCâ€™s satisfaction of AB-864 requirements. Â Â 2. Santa Barbara County Safety Audit: Santa Barbara County found that Plains satisfied Santa Barbara Countyâ€™s requirement to provide audit information to PPC for the transfer of operatorship from Plains to EM. The safety audit requirement occurs post-close as part of the transfer of operatorship from EM to PPC and is expected to be fulfilled in whole or in large part by the same audit information provided by Plains to PPC. Â Â 3. Submission of Transitional Plan: The transitional plan is to be submitted post-close along with the safety audit. Sable has taken steps to initiate the preparation of the transitional plan and expects to complete same in time for a post-closing filing. Â Â 4. Approval of Zoning Applications: On SeptemberÂ 16, 2021 San Luis Obispo County approved the zoning clearance for San Luis Obispo County. On JulyÂ 12, 2022 Kern County approved the zoning clearance for Kern County. Santa Barbara County approved zoning applications on AugustÂ 22, 2022, which were appealed on SeptemberÂ 1, 2022. On AprilÂ 26, 2023, the Santa Barbara County Planning Commission voted in favor of appellantsâ€™ complaints and denied the zoning applications. PPC appealed the Planning Commissionâ€™s denial to the Santa Barbara County Board of Supervisors on MayÂ 8, 2023. On AugustÂ 22, 2023, the Santa Barbara County Board of Supervisors deadlocked in a vote on the appeal, resulting in no action taken on nor prejudice to the application. As noted above, PPC submitted to OSFM an alternative CBAT implementation plan that will not require Santa Barbara County zoning approval. Should the alternative CBAT implementation plan be accepted by the OSFM for the segment of the pipelines located in Santa Barbara County, no further zoning approvals will be required to restart Line 901 and Line 903. Â Â 5. OSFM Restart Plan Approval: The Consent Decree (â€œCDâ€) prescribes what must be submitted to restart the Pipelines, including the state waiver application for the existing cathodic protection system (which comprises in part the â€œRestart Planâ€). The CD also includes the AB-864 risk assessment and mitigation (i.e., additional isolation valves or other CBAT). Waivers have been prepared and submitted by PPC to OSFM for approval and will be included as part of the restart plan to be submitted at least sixty days prior to restart of production. Given our current progress on these requirements, we believe that these requirements will not inhibit our ability to restart the onshore and offshore facilities consistent with our timeline of restarting production during the third quarter of 2024. Operations General EM has been the owner and operator of the SYU assets and Plains has been the owner and operator of the Pipelines. EM acquired the Pipelines from Plains on OctoberÂ 13, 2022 pursuant to the EM-Plains Purchase Agreement. In connection with the Business Combination, a substantial portion of the existing employees of SYU will continue in their same capacity with Sable. The offshore platforms have permanent drilling systems in place. Â 65 Table of Contents Title to Properties The interests in the properties on which the SYU Assets and the Pipelines are located and their operations are conducted derive from ownership, leases, easements, rights-of-way, permits, or licenses from landowners or governmental authorities, permitting the use of such real property for their operations. EM has not made rental payments for use of a right-of-way easement for the Pipelines and there is some risk the government could allege the easement has lapsed, as further described under â€œRisk Factorsâ€” We do not own all of the land on which our assets are located or all of the land that we must traverse in order to conduct our operations. There are disputes with respect to certain of the rights-of-way or other interests and any unfavorable outcomes of such disputes could require us to incur additional costs.â€ Aside from the foregoing, the owners of the SYU Assets and the Pipelines believe they have satisfactory title or other rights to all such properties in accordance with industry standards, and Sable conducted thorough diligence and title investigations in advance of the Business Combination. Individual properties may be subject to burdens that do not materially interfere with the use or affect the value of the properties. Burdens on properties may include customary royalty interests, liens incident to operating agreements and for current taxes, obligations or duties under applicable laws, development obligations under natural gas leases, or net profits interests. Delivery Commitments SYU has no commitments to deliver a fixed and determinable quantity of its oil or natural gas production in the near future under any existing sales contracts. Derivative Activities SYU is not currently party to any commodity derivative contracts but as the restart of production approaches Sable may enter into commodity derivative contracts with unaffiliated third parties to achieve more predictable cash flows and to reduce exposure to fluctuations in oil and natural gas prices. Sable may enter into commodity derivative contracts at times and on terms desired to maintain a portfolio of commodity derivative contracts covering a specified percentage or range of its estimated production over a one-to-three-year period at any given point of time. It may, however, hedge more or less than this approximate amount from time to time. SYU is not currently party to any interest rate swaps and substantially all of Sableâ€™s indebtedness from the Business Combination will consist of fixed-rate indebtedness. However, if Sable incurs variable rate indebtedness in the future it may periodically enter into interest rate swaps to mitigate exposure to market rate fluctuations by converting variable interest rates to fixed interest rates. Sable will only enter into derivative contracts with creditworthy counterparties (generally, financial institutions) deemed by management as competent and competitive market makers. Those counterparties may include existing or future lenders or their affiliates. Sable will continue to evaluate the benefit of employing derivatives in the future. Competition SYU operates in a highly competitive environment for securing trained personnel, contracting for drilling equipment, and from time to time leasing or otherwise acquiring new acreage. Many of its competitors possess and employ financial, technical and personnel resources substantially greater than SYUâ€™s, which can be particularly important in the areas in which it operates. As a result, SYUâ€™s competitors may be able to pay more for productive oil and natural gas properties and exploratory prospects, as well as evaluate, bid for and purchase a greater number of properties and prospects than its financial or personnel resources permit. SYUâ€™s ability to acquire additional properties and to find and develop reserves and resources will depend on its ability to evaluate and select suitable properties and to consummate transactions in a highly competitive environment. In addition, there is substantial competition for capital available for investment in the oil and natural gas industry and many of its competitors have access to capital at a lower cost than that available to SYU or Sable. Â 66 Table of Contents Seasonality SYUâ€™s offshore operations can be impacted by inclement weather from time to time. The price SYU received for natural gas production is typically impacted by seasonal fluctuations in demand for natural gas. The demand for natural gas typically peaks during the coldest months and tapers off during the milder months, with a slight increase during the summer to meet the demands of electric generators. The weather during any particular season can affect this cyclical demand for natural gas. Seasonal anomalies such as mild winters or hot summers can lessen or intensify this fluctuation. In addition, certain natural gas users utilize natural gas storage facilities and purchase some of their anticipated winter requirements during the summer. This can also lessen seasonal demand fluctuations. Recently there has been elevated global demand for natural gas due to shortages exacerbated by geopolitical issues and conflicts but there is no assurance that demand will remain elevated. Insurance In accordance with customary industry practice, Sable will maintain insurance against many, but not all, potential losses or liabilities arising from its operations and at costs that it believes to be economic. Sable will regularly review its risks of loss and the cost and availability of insurance and revise its insurance accordingly. Its insurance will not cover every potential risk associated with its operations, including the potential loss of significant revenues. Sable can provide no assurance that its coverage will adequately protect it against liability from all potential consequences, damages and losses. Prior to or upon the restart of production Sable expects to have insurance policies including the following: Â Commercial General Liability; Â Â Oil Pollution Act Liability; Primary Umbrella / Excess Liability; Â Â Pollution Legal Liability; Property; Â Â Chartererâ€™s Legal Liability; Workersâ€™ Compensation; Â Â Non-Owned Aircraft Liability; Employerâ€™s Liability; Â Â Automobile Liability; Maritime Employerâ€™s Liability; Â Â DirectorsÂ & Officers Liability; U.S.Â Longshore and Harbor Workersâ€™; Â Â Employment Practices Liability; Energy Package/Control of Well; Â Â Crime; Loss of Production Income; Â Â Fiduciary Liability; and Cybersecurity. Sable monitors regulatory changes and comments and considers their impact on the insurance market, along with SYUâ€™s overall risk profile. As necessary, Sable expects to adjust its risk and insurance program to provide protection at a level it considers appropriate while weighing the cost of insurance against the potential and magnitude of disruption to its operations and cash flows. Changes in laws and regulations could lead to changes in underwriting standards, limitations on scope and amount of coverage, and higher premiums, including possible increases in liability caps for claims of damages from oil spills. Potential Opportunities for Carbon Sequestration Sable may pursue new opportunities on the Outer Continental Shelf for long-term sequestration of carbon dioxide that would otherwise go into the atmosphere. The 2021 Infrastructure Investment and Jobs Act gives the Secretary of the Interior new authority to allow the long-term sequestration of carbon dioxide on the OCS and directs the Secretary to promulgate regulations to implement the authority. As the regulatory program is developed over time, Sable intends to evaluate the potential to leverage its infrastructure for carbon sequestration in light of the new program and applicable local, state, and federal permitting requirements. Â 67 Table of Contents Environmental, Occupational Safety and Health Matters and Regulations General SYUâ€™s oil and natural gas development and production operations are subject to stringent and complex federal, state and local laws and regulations governing the release or discharge of materials into the environment, health and safety aspects of its operations, or otherwise relating to protection of the environment and natural resources. These laws and regulations impose numerous obligations applicable to its operations, as well as future plug and abandonment and decommissioning activities, including the issuance of certain permits before conducting regulated drilling activities; the restriction of types, quantities and concentration of materials that can be released or discharged into or through the environment; the limitation or prohibition of drilling activities on certain lands lying within wilderness, wetlands, seismically active areas and other protected or preserved areas; the application of specific health and safety criteria addressing worker protection; and the imposition of substantial liabilities for pollution and natural resources damages potentially resulting from its operations. Numerous governmental authorities, such as the EPA, CPUC, OSFM, CalGEM and the California State Lands Commission, and other governmental agencies have the power to enforce compliance with these laws and regulations and the permits issued under them, often requiring difficult and costly compliance or corrective actions. Failure to comply with these laws and regulations may result in the assessment of sanctions, including administrative, civil or criminal penalties, the imposition of investigatory or remedial obligations, injunctive relief, the suspension or revocation of necessary permits, licenses and authorizations, the requirement that additional pollution controls be installed and in some instances, the issuance of orders limiting or prohibiting some or all of its operations. We may also experience delays in obtaining or be unable to obtain required permits, including authorizations necessary to restart or replace the Pipelines, which may delay or interrupt SYUâ€™s operations and limit its growth and revenue. In addition, the long-term trend in environmental regulation has been to place more restrictions and limitations on activities that may affect the environment. SYUâ€™s costs of compliance may increase if existing laws and regulations are revised or reinterpreted, or if new laws and regulations become applicable to its operations. Changing perspectives within the Executive Branch of the U.S.Â federal government and environmental litigation involving the validity of certain regulatory requirements associated with exploration, development and decommissioning may materially impact our compliance costs. Consequently, SYUâ€™s costs of compliance may increase if existing laws and regulations are revised or reinterpreted, or if new laws and regulations become applicable to its operations. Under certain environmental laws that impose strict as well as joint and several liability, SYU may be required to remediate contaminated properties currently or formerly owned or operated by it or facilities of third parties that received waste generated by its operations, regardless of whether such contamination resulted from its conduct or the conduct of others that was in compliance with all applicable laws at the time of such conduct. In addition, claims for damages to persons or property, including natural resources, may result from the environmental, health and safety impacts of its operations. Moreover, public interest in the protection of the environment has increased in recent years. New laws and regulations continue to be enacted, particularly at the state level, and the long-term trend of more expansive and stringent environmental legislation and regulations applied to the crude oil and natural gas industry could continue, resulting in increased costs of doing business and consequently affecting profitability. To the extent new or more stringent laws are enacted or other governmental action is taken that restricts drilling or imposes more stringent and costly operating, waste handling, disposal and cleanup requirements, SYUâ€™s business, prospects, financial condition or results of operations could be materially adversely affected. The following is a summary of the more significant existing environmental, occupational safety and health laws and regulations to which SYUâ€™s business operations are subject and for which compliance may have a material adverse impact on its capital expenditures, results of operations or financial position. Â 68 Table of Contents Offshore Operations Our oil and gas operations associated with SYU are conducted on offshore leases in federal waters and those operations are regulated by agencies such as BOEM and BSEE, which have broad authority to regulate oil and gas operations associated with SYU. BOEM is responsible for managing environmentally and economically responsible development of the nationâ€™s offshore resources. Its functions include offshore leasing, resource evaluation, review and administration of oil and gas exploration and development plans, renewable energy development, and National Environmental Policy Act (â€œNEPAâ€) analysis and environmental review. Lessees must obtain BOEM approval for exploration, development and production plans prior to the commencement of offshore operations. BOEM generally requires that lessees have

substantial net worth, post supplemental bonds or provide other acceptable assurances that the lease obligations will be met. In JuneÂ 2023, BOEM published a proposed rule that, if adopted, would substantially revise the financial assurance requirements applicable to offshore oil and gas operations by requiring certain oil, gas, and sulfur lessees; right-of-use and easement grant holders; and pipeline right-of-way grant holders to obtain supplemental financial assurance for decommissioning activities on Outer Continental Shelf (â€œOCSâ€) leases, rights-of-way and rights-of-use and easements. It is unclear whether the rule will be finalized. BSEE is responsible for safety and environmental oversight of offshore oil and gas operations. Its functions include the development and enforcement of safety and environmental regulations, permitting offshore exploration, development and production, inspections, offshore regulatory programs, oil spill response and training and environmental compliance programs. BSEE regulations require offshore production facilities and pipelines located on the OCS to meet stringent engineering and construction specifications, and BSEE has proposed and/or promulgated additional safety-related regulations concerning the design and operating procedures of these facilities and pipelines, including regulations to safeguard against or respond to well blowouts and other catastrophes. BSEE regulations also restrict the flaring or venting of natural gas, prohibit the flaring of liquid hydrocarbons and govern the plugging and abandonment of wells located offshore and the installation and removal of all fixed drilling and production facilities. In AprilÂ 2023, BSEE issued a final rule clarifying and providing transparency to the process by which BSEE will enforce decommissioning obligations on existing lessees and rights-of-use and easement grant holders. BSEEâ€™s final rule adopted new timeframes for predecessors to respond to a decommissioning order to perform accrued decommissioning obligations, and clarified that right-of-use and easement grant holders also accrue decommissioning obligations. BOEM and BSEE have adopted regulations providing for enforcement actions, including civil penalties and lease forfeiture or cancellation for failure to comply with regulatory requirements for offshore operations. If we fail to pay royalties or comply with safety and environmental regulations, BOEM and BSEE may take action that seeks the curtailment, suspension, or termination of SYUâ€™s operations and we may be subject to civil or criminal liability. Additionally, delays in the approval or refusal of plans and issuance of permits by BOEM or BSEE because of staffing, economic, environmental, legal or other reasons (or other actions taken by BOEM or BSEE) could adversely affect SYUâ€™s offshore operations. The requirements imposed by BOEM and BSEE regulations are frequently changed and subject to new interpretations. Also, in addition to permits and approvals required by BOEM and BSEE, approvals and permits may be required from other agencies for the oil and gas operations associated with SYUâ€™s properties, such as the U.S.Â Coast Guard, the EPA, U.S.Â Department of Transportation, U.S.Â Army Corps of Engineers and state and local authorities. Hazardous Substances and Waste Handling Our operations are subject to environmental laws and regulations relating to the management and release of hazardous substances, solid and hazardous wastes and petroleum hydrocarbons. These laws generally regulate the Â 69 Table of Contents generation, storage, treatment, transportation and disposal of solid and hazardous waste and may impose strict and, in some cases, joint and several liability for the investigation and remediation of affected areas where hazardous substances may have been released or disposed. The Comprehensive Environmental Response, Compensation and Liability Act, as amended (â€œCERCLAâ€), also referred to as the Superfund law and comparable state laws, impose liability, without regard to fault or the legality of the original conduct, on certain potentially responsible parties. These persons include current owners or operators of the site where a release of hazardous substances occurred, prior owners or operators that owned or operated the site at the time of the release or disposal of hazardous substances and companies that disposed or arranged for the disposal of the hazardous substances found at the site. Under CERCLA, these persons may be subject to strict and joint and several liability for the costs of cleaning up the hazardous substances that have been released into the environment, for damages to natural resources and for the costs of certain health studies. CERCLA also authorizes the EPA and, in some instances, third parties to act in response to threats to the public health or the environment and to seek to recover the costs they incur from the responsible classes of persons. Despite the â€œpetroleum exclusionâ€ of SectionÂ 101(14) of CERCLA, which currently encompasses natural gas, SYU may nonetheless handle hazardous substances within the meaning of CERCLA, or similar state statutes, in the course of its ordinary operations and as a result, may be jointly and severally liable under CERCLA for all or part of the costs required to clean up sites at which these hazardous substances have been released into the environment. Also, comparable state statutes may not contain a similar exemption for petroleum, and it is also not uncommon for neighboring landowners and other third parties to file common law-based claims for personal injury and property damage allegedly caused by hazardous substances or other pollutants released into the environment. In addition, SYU may have liability for releases of hazardous substances at its properties by prior owners or operators or other third parties. The Oil Pollution Act is the primary federal law imposing oil spill liability. The Oil Pollution Act contains numerous requirements relating to the prevention of, and response to petroleum releases into waters of the United States, including the requirement that operators of offshore facilities and certain onshore facilities near or crossing waterways must maintain certain significant levels of financial assurance to cover potential environmental cleanup and restoration costs. Under the Oil Pollution Act, strict, joint and several liability may be imposed on â€œresponsible partiesâ€ for all containment and cleanup costs and certain other damages arising from a release, including, but not limited to, the costs of responding to a release of oil to surface waters and natural resource damages resulting from oil spills into or upon navigable waters, adjoining shorelines or in the exclusive economic zone of the United States. A â€œresponsible partyâ€ includes the owner or operator of an onshore facility. The Oil Pollution Act establishes a liability limit for onshore facilities, but these liability limits may not apply if: a spill is caused by a partyâ€™s gross negligence or willful misconduct; the spill resulted from violation of a federal safety, construction or operating regulation; or a party fails to report a spill or to cooperate fully in a cleanup. We are also subject to analogous state statutes that impose liabilities with respect to oil spills. For example, the California Department of Fish and Wildlifeâ€™s Office of Oil Spill Prevention and Response has adopted oil-spill prevention regulations that overlap with federal regulations. We also generate solid wastes, including hazardous wastes, which are subject to the requirements of the Resource Conservation and Recovery Act, as amended (â€œRCRAâ€), and comparable state statutes. Although RCRA regulates both solid and hazardous wastes, it imposes stringent requirements on the generation, storage, treatment, transportation and disposal of hazardous wastes. Certain petroleum production wastes are excluded from RCRAâ€™s hazardous waste regulations. These wastes, instead, are regulated under RCRAâ€™s less stringent solid waste provisions, state laws or other federal laws. It is possible that these wastes, which could include wastes expected to be generated during SYUâ€™s operations, could be designated as â€œhazardous wastesâ€ in the future and, therefore, be subject to more rigorous and costly disposal requirements. Indeed, legislation has been proposed from time to time in Congress to re-categorize certain oil and gas exploration and production wastes as â€œhazardous wastes.â€ Also, in DecemberÂ 2016, the EPA entered into a consent decree requiring it to review its regulation of oil and gas waste. In AprilÂ 2019, the EPA determined that revisions to the RCRA regulations were not required, concluding that any adverse effects related to oil and gas waste are more appropriately and readily addressed within the framework of existing state regulatory programs. However, any such changes to state Â 70 Table of Contents programs could result in an increase in SYUâ€™s costs to manage and dispose of oil and gas waste, which could have a material adverse effect on its maintenance capital expenditures and operating expenses. It is possible that SYUâ€™s oil and natural gas operations may require it to manage naturally occurring radioactive materials (â€œNORMâ€). NORM is present in varying concentrations in sub-surface formations, including hydrocarbon reservoirs, and may become concentrated in scale, film and sludge in equipment that comes into contact with crude oil and natural gas production and processing streams. Some states have enacted regulations governing the handling, treatment, storage and disposal of NORM. Administrative, civil and criminal penalties can be imposed for failure to comply with hazardous substance and waste handling requirements. For ownership and operation of the idled SYU and Pipelines, we believe that we are in substantial compliance with the requirements of CERCLA, Oil Pollution Act, RCRA and other applicable federal and related state and local laws and regulations, and that we hold all necessary and up-to-date permits, registrations and other authorizations required under such laws and regulations. Although SYU believes that the costs of managing its hazardous substances and wastes as they are presently classified are reflected in its budget, any legislative or regulatory reclassification of oil and natural gas exploration and production wastes could increase its costs to manage and dispose of such wastes. Water Discharges The Federal Water Pollution Control Act (the â€œClean Water Actâ€), the Safe Drinking Water Act (â€œSDWAâ€), the Oil Pollution Act and analogous state laws, impose restrictions and strict controls with respect to the discharge of pollutants, including oil and hazardous substances, into navigable waters of the United States, as well as state waters. The discharge of pollutants into regulated waters is prohibited, except in accordance with the terms of a permit issued by the EPA or an analogous state agency. These laws and regulations also prohibit certain activity in wetlands unless authorized by a permit issued by the U.S.Â Army Corps of Engineers. In MayÂ 2023, the Supreme Court issued an opinion in Sackett v. EPA that limited the jurisdiction of the U.S.Â Army Corps of Engineers to wetlands with a continuous surface connection to a permanent body of water connected to traditional navigable waters, such as streams, oceans, rivers, and lakes. To the extent a new rule or further litigation expands the scope of the Clean Water Actâ€™s jurisdiction or impacts available agency resources, we could face increased costs and/or delays with respect to obtaining permits for dredge and fill activities in wetland areas. The EPA has also adopted regulations requiring certain oil and natural gas exploration and production facilities to obtain individual permits or coverage under general permits for storm water discharges. Costs may be associated with the treatment of storm water or developing and implementing storm water pollution prevention plans, as well as for monitoring and sampling the storm water runoff from certain of SYUâ€™s facilities. Some states also maintain groundwater protection programs that require permits or specify other requirements for discharges or operations that may impact groundwater conditions. These same regulatory programs may also limit the total volume of water that can be discharged, hence limiting the rate of development and requiring us to incur compliance costs. Additionally, we are required to develop and implement spill prevention, control and countermeasure plans, in connection with on-site storage of significant quantities of oil. These laws and any implementing regulations provide for administrative, civil and criminal penalties for any unauthorized discharges of oil and other substances in reportable quantities and may impose substantial potential liability for the costs of removal, remediation and damages. Additionally, obtaining permits has the potential to delay the development of natural gas and oil projects. For ownership and operation of the idled SYU and Pipelines, we believe that we maintain all required discharge permits necessary to conduct our operations and that we are in substantial compliance with their terms. In addition, in some instances the operation of underground injection wells for the disposal of wastewater has been alleged to cause earthquakes. For example, the EPA released a report with findings and Â 71 Table of Contents recommendations related to public concern about induced seismic activity from disposal wells. The report recommended strategies for managing and minimizing the potential for significant injection-induced seismic events. Any future orders or regulations addressing concerns about seismic activity from well injection could affect or curtail SYUâ€™s operations. Air Emissions The federal Clean Air Act, as amended (â€œCAAâ€), and comparable state laws restrict the emission of air pollutants from many sources, including compressor stations, through the issuance of permits and the imposition of other requirements. The SYU properties and associated facilities are also subject to regulation by state and local authorities. Federal and state laws and regulations may require us to obtain pre-approval for the construction or modification of certain projects or facilities expected to produce or significantly increase air emissions, obtain and strictly comply with stringent air permit requirements or utilize specific equipment or technologies to control emissions of certain pollutants. The EPA has developed, and continues to develop, stringent regulations governing emissions of air pollutants at specified sources. New facilities may be required to obtain permits before work can begin, and modified and existing facilities may be required to obtain additional permits. In JuneÂ 2016, the EPA finalized regulations establishing New Source Performance Standards, known as Subpart OOOOa, for methane and volatile organic compounds from new and modified oil and natural gas production and natural gas processing and transmission facilities. In SeptemberÂ 2020, the EPA finalized two sets of amendments to the 2016 Subpart OOOOa standards. The first, known as the 2020 Technical Rule, reduced the 2016 ruleâ€™s fugitive emissions monitoring requirements and expanded exceptions to pneumatic pump requirements, among other changes. The second, known as the 2020 Policy Rule, rescinded the methane-specific requirements for certain oil and natural gas sources in the production and processing segments. On JanuaryÂ 20, 2021, President Biden issued an Executive Order directing the EPA to rescind the 2020 Technical Rule by SeptemberÂ 2021 and consider revising the 2020 Policy Rule. On JuneÂ 30, 2021, President Biden signed a Congressional Review Act (â€œCRAâ€) resolution passed by Congress that revoked the 2020 Policy Rule. The CRA did not address the 2020 Technical Rule. Further, on NovemberÂ 15, 2021, the EPA issued a proposed rule intended to reduce methane emissions from oil and gas sources. The proposed rule would make the existing regulations in Subpart OOOOa more stringent and create a Subpart OOOOb to expand reduction requirements for new, modified, and reconstructed oil and gas sources, including standards focusing on certain source types that have never been regulated under the CAA (including intermittent vent pneumatic controllers, associated gas, and liquids unloading facilities). In addition, the proposed rule would establish â€œEmissions Guidelines,â€ creating a Subpart OOOOc that would require states to develop plans to reduce methane emissions from existing sources that must be at least as effective as presumptive standards set by the EPA. On DecemberÂ 6, 2022, the EPA issued a supplemental proposed rule to reduce methane emissions from oil and natural gas operations. The supplemental proposed rule added proposed requirements for additional sources not covered by the NovemberÂ 2021 proposed rule and provided additional detail to assist states in developing their compliance plans. The EPA announced that it had finalized the rule on DecemberÂ 2, 2023. While the final version of the rule has not yet been published in the Federal Register, as currently written the final rule would subject new, modified, and reconstructed oil and gas sources to emissions reduction requirements and require states to develop the required plans on a modified timeline. Similarly, in SeptemberÂ 2018, the BLM issued a rule that relaxed or rescinded certain requirements of the agencyâ€™s 2016 Waste Prevention Rule, which aimed to reduce methane emissions from venting, flaring, and leaks during oil and gas operations on public lands, but both the 2016 rule and its 2018 rescission were invalidated in federal district court. Environmental groups appealed the invalidation of the 2016 rule to the U.S.Â Court of Appeals for the Tenth Circuit, which is stayed pending a review of the rule by BLM. As a result of these regulatory changes, the scope of any final methane regulations or the costs for complying with the federal methane regulations are uncertain. However, any future changes to the regulations governing methane emissions, and other air quality programs, may require us to obtain pre-approval for the expansion or modification of Â 72 Table of Contents existing facilities or the construction of new facilities expected to produce air emissions, impose stringent air permit requirements, or utilize specific equipment or technologies to control emissions. Compliance with such rules could result in significant costs, including increased capital expenditures and operating costs, and could adversely impact SYUâ€™s business. On AugustÂ 16, 2022, President Biden signed into law the Inflation Reduction Act of 2022 (the â€œInflation Reduction Actâ€). The Inflation Reduction Act amends the Clean Air Act to impose a fee on the emission of methane from sources required to report their GHG emissions to the EPA, including those sources in the petroleum and natural gas production category. The methane emissions charge will start in calendar year 2024 at $900 per ton of methane, increase to $1,200 in 2025, and be set at $1,500 for 2026 and each year thereafter. Calculation of the fee is based on certain thresholds established in the Inflation Reduction Act. The methane emissions charge may have the effect of increasing our capital expenditures to limit methane releases and increasing our costs to the extent we exceed the limits. SYU may be required to incur certain capital expenditures in the next few years for air pollution control equipment in connection with maintaining or obtaining operating permits addressing air emission related issues, which may have a material adverse effect on its operations. Obtaining permits also has the potential to delay the development of oil and natural gas projects and increase their costs of development, which costs could be significant. SYU believes that it is currently in substantial compliance with all air emissions regulations and that it holds all necessary and valid construction and operating permits for its current operations. Regulation of â€œGreenhouse Gasâ€ Emissions In DecemberÂ 2015, the 21st Conference of the Parties of the United Nations Framework Convention on Climate Change resulted in nearly 200 countries, including the United States, coming together to develop the Paris Agreement, which calls for the parties to undertake â€œambitious effortsâ€ to limit the average global temperature. Although the agreement does not create any binding obligations for nations to limit their greenhouse gas emissions, it does include pledges to voluntarily limit or reduce future emissions. On JuneÂ 1, 2017, President Trump announced that the U.S.Â would withdraw from the Paris Agreement and completed the process of withdrawing on NovemberÂ 4, 2020. However, on JanuaryÂ 20, 2021, President Biden issued written notification to the United Nations of the United Statesâ€™ intention to rejoin the Paris Agreement, which became effective on FebruaryÂ 19, 2021. In addition, in SeptemberÂ 2021, President Biden publicly announced the Global Methane Pledge, a pact that aims to reduce global methane emissions at least 30% below 2020 levels by 2030. Since its formal launch at the United Nations Climate Change Conference (â€œCOP26â€), over 100 countries have joined the pledge. While Congress has from time to time considered legislation to reduce emissions of GHGs, there has not been significant, economy-wide activity in the form of adopted legislation to reduce GHG emissions at the federal level in recent years. However, on AugustÂ 16, 2022, President Biden signed the Inflation Reduction Act into law, which imposes fees on methane emissions, beginning in calendar year 2024. In the absence of significant federal climate legislation, a number of states have taken legal measures to reduce emissions of GHGs, including through the planned development of GHGs emission inventories and/or regional GHGs cap and trade programs. The adoption and implementation of any regulations imposing reporting obligations on, or limiting emissions of GHGs from, SYUâ€™s equipment and operations could require it to incur costs to reduce emissions of GHGs or could adversely affect demand for the oil and natural gas it produces. For example, any GHG regulation could increase its costs of

compliance by potentially delaying the receipt of permits and other regulatory approvals; requiring it to monitor emissions, install additional equipment or modify facilities to reduce GHG and other emissions; purchase emission credits; or utilize electric driven compression at facilities to obtain regulatory permits and approvals in a timely manner. Such climate change regulatory and legislative initiatives could have a material adverse effect on SYUâ€™s business, financial condition and results of operations. Â 73 Table of Contents While SYU is subject to certain federal GHG monitoring and reporting requirements, its operations are not adversely impacted by existing federal, state and local climate change initiatives and, at this time, it is not possible to accurately estimate how potential future laws or regulations addressing GHG emissions would impact its business. In addition, claims have been made against certain energy companies alleging that GHG emissions from oil and natural gas operations constitute a public nuisance or have caused other redressable injuries under federal and/or state common law. While SYUâ€™s business is not a party to any such litigation, it could be named in actions making similar allegations. An unfavorable ruling in any such case could adversely impact its business, financial condition and results of operations. Moreover, any legislation or regulatory programs to reduce GHG emissions could increase the cost of consumption, and thereby reduce demand for, the oil and natural gas we produce. Consequently, legislation and regulatory programs to reduce emissions of GHGs could have an adverse effect on SYUâ€™s business, financial condition and results of operations. Incentives to conserve energy or use alternative energy sources as a means of addressing climate change could also reduce demand for the oil and natural gas we produce. In addition, parties concerned about the potential effects of climate change have directed their attention at sources of funding for energy companies, which has resulted in certain financial institutions, funds and other sources of capital restricting or eliminating their investment in oil and natural gas activities. Finally, it should be noted that most scientists have concluded that increasing concentrations of GHGs in the Earthâ€™s atmosphere may produce climate changes that have significant physical effects, such as increased frequency and severity of storms, floods and other climatic events. If any such effects were to occur in sufficient proximity to SYUâ€™s facilities, they could have an adverse effect on SYUâ€™s development and production operations, as well as potentially increased costs for insurance coverages in the aftermath of such effects. National Environmental Policy Act Oil and natural gas exploration and production activities on federal lands are subject to NEPA. NEPA requires federal agencies, including the U.S.Â Departments of the Interior and Agriculture, to evaluate major federal actions having the potential to significantly impact the human environment. In JulyÂ 2020, the White Houseâ€™s Council on Environmental Quality published a final rule to amend the NEPA implementing regulations intended to streamline the environmental review process, including shortening the time for review as well as eliminating the requirement to evaluate cumulative impacts. The new regulations are subject to ongoing litigation, which has been stayed pending an ongoing review of the 2020 rule. On OctoberÂ 7, 2021, the Council on Environmental Quality published its Phase 1 rule, the first of two planned rules to roll back the 2020 rule. On JulyÂ 28, 2023, the Council on Environmental Quality proposed its Phase 2 rule. If finalized, the Phase 2 rule could substantially alter how federal agencies carry out their responsibilities under NEPA by requiring agencies to consider climate change impacts and disproportionate impacts to communities with environmental justice concerns, among other things. All of SYUâ€™s current and proposed development and production activities and plans on federal lands, including those in the Pacific Ocean, require governmental permits that are expected to be subject to the requirements of NEPA. This environmental review process has the potential to delay the development of oil and natural gas projects. Authorizations under NEPA also are subject to protest, appeal or litigation, which can delay or halt projects. Endangered Species Act and Migratory Bird Treaty Act The federal ESA and analogous state statutes restrict activities that may adversely affect endangered and threatened species or their habitat. In AugustÂ 2019, the U.S.Â Fish and Wildlife Service (the â€œFWSâ€) and National Marine Fisheries Service (â€œNMFSâ€) issued three rules amending the implementation of the ESA regulations revising, among other things, the process for listing species and designating critical habitats. A coalition of states and environmental groups have challenged these rules and the litigation remains pending. In addition, on DecemberÂ 18, 2020, the FWS amended its regulations governing critical habitat designations and the amended Â 74 Table of Contents regulations are subject to ongoing litigation. In JuneÂ 2021, FWS and NMFS announced plans to begin rulemaking processes to rescind these rules. Similar protections are offered to migratory birds under the Migratory Bird Treaty Act (â€œMBTAâ€), which makes it illegal to, among other things, hunt, capture, kill, possess, sell, or purchase migratory birds, nests, or eggs without a permit. This prohibition covers most bird species in the U.S.Â On JanuaryÂ 7, 2021, the Department of the Interior finalized a rule limiting the application of the MBTA. However, the Department of the Interior revoked the rule in OctoberÂ 2021 and issued an advanced notice of proposed rulemaking seeking comment on the Department of the Interiorâ€™s plan to develop regulations that authorize incidental take under certain prescribed conditions. Future implementation of the rules implementing the ESA and the MBTA are uncertain. The designation of previously unidentified endangered or threatened species in areas where we operate could cause us to incur additional costs or become subject to operating delays, restrictions or bans. Numerous species have been listed or proposed for protected status in areas in which we currently, or could in the future, undertake operations. The presence of protected species in areas where SYU operates could impair its ability to timely complete or carry out those operations, lose leaseholds if it is not permitted to timely commence drilling operations, cause it to incur increased costs arising from species protection measures, and consequently, adversely affect its results of operations and financial position. Occupational Safety and Health We are also subject to the requirements of the federal Occupational Safety and Health Act (â€œOSHAâ€) and comparable state laws that regulate the protection of the health and safety of employees. In addition, OSHAâ€™s hazard communication standard requires that information be maintained about hazardous materials used or produced in SYUâ€™s operations and that this information be provided to employees, state and local government authorities and citizens. Other OSHA standards regulate specific worker safety aspects of SYUâ€™s operations. For example, under a new OSHA standard limiting respirable silica exposure, the oil and gas industry was required to implement engineering controls and work practices to limit exposures below the new limits by JuneÂ 2021. Failure to comply with OSHA requirements can lead to the imposition of penalties. SYU believes that its operations are in substantial compliance with the OSHA requirements. Other Regulation of the Oil and Natural Gas Industry The oil and natural gas industry is extensively regulated by numerous federal, state and local authorities. Legislation affecting the oil and natural gas industry is under constant review for amendment or expansion, frequently increasing the regulatory burden on SYUâ€™s assets. For instance, the U.S.Â Department of Transportation Pipeline and Hazardous Materials Safety Administration (â€œPHMSAâ€), which regulates our hazardous liquid and natural gas pipelines and pipeline facilities, is reauthorized by Congress every four years by statute. When reauthorizing PHMSAâ€™s authority to regulate natural gas and hazardous liquid pipelines and facilities, Congress often imposes mandates that require PHMSA to implement new regulatory requirements. Congress is currently drafting legislation for PHMSAâ€™s reauthorization, which is scheduled to be completed by the end of 2024. Numerous departments and agencies, both federal and state, are authorized by statute to issue rules and regulations that are binding on the oil and natural gas industry and its individual members, some of which carry substantial penalties for failure to comply. Although the regulatory burden on the oil and natural gas industry increases SYUâ€™s cost of doing business and, consequently, affects its profitability, these burdens generally do not affect SYU any differently or to any greater or lesser extent than they affect other companies in the oil and natural gas industry with similar types, quantities and locations of production. Legislation continues to be introduced in Congress, and the development of regulations continues by the U.S.Â Department of Homeland Security and other agencies concerning the security of industrial facilities, including oil and natural gas facilities. SYUâ€™s operations may be subject to such laws and regulations. Presently, it is not possible to accurately estimate the costs we could incur to comply with any such facility security laws or regulations, but such expenditures could be substantial. Â 75 Table of Contents Drilling and Production SYUâ€™s operations are subject to various types of regulation at federal, state and local levels. These types of regulation include requiring permits for the drilling of wells, drilling bonds and reports concerning operations, including regulating one or more of the following: Â Â â€¢ Â the location of wells; Â Â â€¢ Â the method of drilling and casing wells; Â Â â€¢ Â the surface use and restoration of properties upon which wells are drilled; Â Â â€¢ Â the plugging and abandoning of wells; Â Â â€¢ Â transportation of materials and equipment to and from the well sites and facilities; Â Â â€¢ Â transportation and disposal of produced fluids and natural gas; and Â Â â€¢ Â notice to surface owners and other third parties. Sale and Transportation of Gas and Oil At the federal level, PHMSA regulates hazardous liquid and natural gas pipelines and pipeline facilities, including associated storage, pursuant to the Hazardous Liquids Pipeline Safety Act of 1979, as amended (the â€œHLPSAâ€), and the Natural Gas Pipeline Safety Act of 1968, as amended (the â€œNGPSAâ€). Federal regulations implementing the HLPSA and NGPSA establish minimum safety standards for pipeline transportation applicable to owners or operators of pipeline facilities regarding the design, installation, inspection, emergency plans and procedures, testing, construction, extension, operation, replacement, and maintenance of pipeline facilities. Among other things, these regulations require pipeline operators to conduct extensive emergency incident response training for pipeline personnel, including spill response drills for hazardous liquids pipelines. These regulations also require pipeline operators to develop and maintain a written qualification program for individuals performing covered tasks on pipeline facilities. As part of its authority, PHMSA regulates the safety of pipeline transportation in or affecting interstate or foreign commerce, including pipeline facilities on the OCS.Â Pipelines 901 and 903 are subject to regulation by PHMSA. At the state level, our intrastate hazardous liquid and natural gas pipeline facilities are regulated by the CPUC and OSFM. The CPUC has jurisdiction over the construction and operations of intrastate natural gas pipeline facilities in California and the rates, terms and conditions of service under which companies provide intrastate transportation of gas, oil and other liquids by pipeline. The intrastate common carrier operations of the Pipelines will be subject to regulation by the CPUC and intrastate tariffs filed by us with the CPUC will be regulated under a cost-of-service methodology and established on the basis of revenues, expenses and investments. A variety of factors can affect the rates of return permitted by the CPUC. Tariff rates with respect to intrastate pipeline service in California are subject to challenge by complaint by interested parties or by independent action of the CPUC. The CPUC could limit our ability to increase our rates or could order us to reduce our rates and require the payment of refunds to shippers. The OSFM regulates the safety of intrastate hazardous liquid pipeline facilities in California. Both the CPUC and the OSFM are certified by PHMSA to regulate intrastate pipeline safety as certified state partners under the natural gas program and hazardous liquid program, respectively. Through this certification with PHMSA, they are required to adopt the minimum federal pipeline safety regulations and they may establish more stringent regulatory requirements as long as they are compatible with federal regulations. Our transportation of gas, oil and other liquids by pipeline in California is also subject to state and local regulation. Opposition from community members or state and local government officials to pipeline infrastructure could delay or prevent us from obtaining permits required for the operation of or updates made to our Pipelines. Â 76 Table of Contents PHMSA has broad authority to investigate potential compliance issues, issue requests for information, inspect pipelines facilities, and issue enforcement. PHMSAâ€™s enforcement authority includes the ability to issue corrective actions, which may include the shut down or restriction of the operation pressure of a pipeline pending completion of the corrective measures. Federal pipeline safety regulations include reporting, design, construction, testing, operations and maintenance, qualification, corrosion control, and other minimum requirements. Operators are required to prepare procedural manuals to implement these minimum requirements and those procedures are enforceable by PHMSA. Effective AprilÂ 2017, PHMSA adopted new rules significantly increasing the maximum administrative civil penalties for violation of the pipeline safety laws and regulations. PHMSA updates the maximum administrative civil penalties each year to account for inflation, and as of January 2023, the penalty limits are up to $257,664 per violation per day and up to $2,576,627 for a related series of violations. PHMSA is active in proposing and finalizing additional regulations for natural gas and hazardous liquids pipelines. For example, in OctoberÂ 2019 PHMSA finalized new regulations for hazardous liquid pipelines that significantly extend and expand the reach of certain PHMSA integrity management requirements (i.e., periodic assessments, repairs and leak detection), regardless of the pipelineâ€™s proximity to a high consequence area (â€œHCAâ€). The final rule also requires all pipelines in or affecting an HCA to be capable of accommodating in-line inspection tools within the next 20 years. In addition, the final rule extends annual and accident reporting requirements to gravity lines and all liquids gathering lines and also imposes inspection requirements on pipelines in areas affected by extreme weather events and natural disasters, such as hurricanes, landslides, floods, earthquakes, or other similar events that are likely to damage infrastructure. In addition, in AprilÂ 2016, PHMSA proposed a rule regarding the safety of natural gas transmission pipelines and gas gathering pipelines. This proposed rule resulted in three separate final rules applicable to natural gas pipelines: (1)Â an OctoberÂ 2019 final rule on the natural gas transmission lines focused on material verification and maximum allowable operating pressure reconfirmation; (2)Â a NovemberÂ 2021 final rule applicable to onshore gas gathering lines; and (3)Â an AugustÂ 24, 2022 final rule applicable to gas transmission lines with a focus on repair criteria and corrosion. Under the final NovemberÂ 2021 rules applicable to gas gathering lines, operators of certain onshore natural gas gathering pipelines that were previously excluded from certain PHMSA regulations face additional testing, safety and reporting requirements or may be forced to reduce their allowable operating pressures, which would reduce the amount of capacity available to us. Certain reporting requirements arising from the new PHMSA gas gathering rule took effect in MayÂ 2022, with additional requirements taking effect later in 2022 and 2023. Other recent rules include an AprilÂ 8, 2022 final rule requiring installation of remote control or automatic shutoff valves (or equivalent technology) on certain newly constructed or entirely replaced onshore transmissions pipelines, gathering pipelines (liquid and gas), and hazardous liquids pipelines. In MayÂ 2023, PHMSA also issued a notice of proposed rulemaking that proposes to implement new and additional leak detection and repair requirements for natural gas pipelines. This proposed rule seeks to reduce methane emissions associated with the operation of natural gas pipelines by strengthening leakage survey and patrolling requirements, imposing an advanced leak detection program performance standard, implementing grading and repair schedules for identified leaks, requiring operators to reduce intentional sources of methane emissions, and expanding reporting requirements for methane emissions. The comment period on this proposal ended in AugustÂ 2023. Federal and state legislative and regulatory initiatives relating to pipeline safety that require the use of new or more stringent safety controls or result in more stringent enforcement of applicable legal requirements could subject us to increased capital costs, operational delays and costs of operation. Â 77 Table of Contents Anti-Market Manipulation Laws and Regulations SYUâ€™s sales of oil and natural gas are also subject to anti-manipulation and anti-disruptive practices authority under (i)Â the Commodity Exchange Act (â€œCEAâ€) and regulations promulgated thereunder by the CFTC, and (ii)Â the Energy Independence and Security Act of 2007 (â€œEISAâ€) and regulations promulgated thereunder by the FTC. The CEA prohibits any person from using or employing any manipulative or deceptive device in connection with any swap, or a contract for sale of any commodity, or for future delivery on such commodity, in contravention of the CFTCâ€™s rules and regulations. It also prohibits knowingly delivering or causing to be delivered false, misleading or inaccurate reports concerning market information or conditions that affect or tend to affect the price of any commodity. The FTCâ€™s Petroleum Market Manipulation Rule, issued pursuant to EISA, prohibits fraudulent or deceptive conduct (including false or misleading statements of material fact) in connection with wholesale purchases or sales of crude oil or refined petroleum products. Under both the CEA and the EISA, fines for violations can be up to $1,000,000 per day per violation (subject to adjustment for inflation) and certain knowing or willful violations may also lead to a felony conviction. Derivatives Regulation The Dodd-Frank Act directed the Commodities Futures Trading Commission (â€œCFTCâ€) to regulate certain markets for derivative products, including over-the-counter derivatives. Among other mandates, the CFTC has issued several new relevant regulations and rulemakings that require significant portions of the derivatives markets to clear through clearinghouses. While some of these rules have been finalized, some have not and the final form and timing of those rules remain uncertain. In JanuaryÂ 2020, the CFTC withdrew prior proposals and issued a new proposed rule, which includes limits on positions in (1)Â certain â€œCore Referenced Futures Contracts,â€ including contracts for several energy commodities; (2)Â futures and options on futures that are directly or indirectly linked to the price of a Core Referenced Futures Contract, or to the same commodity for delivery at the same location as specified in that Core Referenced Futures Contract; and (3)Â economically equivalent swaps. The proposal also includes exemptions from position limits for bona fide hedging activities. The proposal is not yet final and it remains subject to public comment and revision by the CFTC. Consequently, the potential impact of the proposed rule on SYU and its counterparties is uncertain at this time. The Dodd-Frank Act and new related regulations may prompt potential derivative counterparties to spin off some of their derivatives activities to separate and less creditworthy entities. Any new regulations could significantly increase the cost of derivative contracts, materially alter the terms of derivative contracts, reduce the availability of derivatives to protect against risks we encounter, reduce SYUâ€™s ability to monetize or restructure existing derivative contracts, and increase its exposure to less creditworthy counterparties. If SYU reduces its use of derivatives as a result of the regulations, its results of operations may become more volatile and its cash flows may become less predictable, which could adversely affect its ability to plan for and fund capital expenditures and to generate sufficient cash flow to pay dividends. Its revenues could be adversely affected if a consequence of the legislation and regulations is to lower commodity prices. Any of these consequences could have a material, adverse effect on SYUâ€™s financial condition and results of operations. SYUâ€™s use of derivative financial instruments does not eliminate its exposure to fluctuations in commodity prices and interest rates and could in the future result in financial losses or reduce its income. Additional proposals and proceedings that may affect the crude oil and natural gas industry are pending before the U.S.Â Congress, federal agencies and the courts. SYU cannot predict the ultimate impact these proposals may have on its crude oil and natural gas operations, but it does not expect to be affected differently than its competitors. State Regulation The State of

California also regulates the drilling for, and the production, gathering and sale of, oil and natural gas, and imposes taxes and drilling permit requirements. Among other things, the State of California also Â 78 Table of Contents regulates the method of developing new fields, the spacing and operation of wells and the prevention of waste of natural gas resources. It does not regulate wellhead prices or engage in other similar direct economic regulation, but there can be no assurance that it will not do so in the future. The effect of these regulations may be to limit the amount of oil and natural gas that may be produced from SYUâ€™s wells and to limit the number of wells or locations it can drill. The State of California has significantly increased the jurisdiction, duties and enforcement authority of CalGEM, the California State Lands Commission and other state agencies with respect to oil and natural gas activities in recent years, and CalGEM and other state agencies have also significantly revised their regulations, regulatory interpretations and data collection and reporting requirements. In addition, from time to time legislation has been introduced in the California Legislature seeking to further restrict or prohibit certain oil and gas operations. For additional information see â€œRisk Factorsâ€” Attempts by the California state government to restrict the production of oil and gas could negatively impact our operations and result in decreased demand for fossil fuels in California.â€ Additionally, the rates charged by the Pipelines will be subject to regulation by the CPUC under a cost-of-service methodology as described above under â€œ â€”Sale and Transportation of Gas and Oil.â€ For additional information, see â€œRisk Factorsâ€”Our financial results with respect to the Pipelines will primarily depend on the outcomes of ratemaking proceedings with the California Public Utilities Commission and we may not be able to earn an adequate rate of return in a timely manner or at all.â€ The petroleum industry is also subject to compliance with various other federal, state and local regulations and laws. Some of those laws relate to resource conservation and equal employment opportunity. We do not believe that compliance with these laws will have a material adverse effect on us. Human Capital Overview Upon consummation of the Business Combination we expect to have approximately 115 employees, approximately 32 of whom are represented by labor unions or covered by collective bargaining agreements. We strive to create a high-performing culture and positive work environment that allows us to attract and retain a diverse group of talented individuals who contribute to our success. To attract and retain top talent, our human resources programs are designed to reward and incentivize our employees through competitive compensation practices, our commitment to employee health and safety, training and talent development and our commitment to diversity and inclusion. Safety Safety is our highest priority and we are dedicated to the well-being of our employees, contractors, business partners, stakeholders and the environment. We promote safety with a robust health and safety program, which includes employee orientation and training, contractor management, risk assessments, hazard identification and mitigation, audits, incident reporting and investigation, and corrective and preventative action development. In addition, we employ environmental, health and safety personnel at each of our asset locations, who provide in-person safety training and regular safety meetings. We also utilize learning management software to provide safety training on a variety of topics, and we contract with third-party technical experts as needed to facilitate training on specialized topics that are unique to each of our areas of operation. Compensation We operate in a highly competitive environment and designed its compensation program to attract, retain and motivate talented and experienced individuals. Its compensation philosophy is designed to align its workforceâ€™s interests with those of its stakeholders and to reward them for achieving its business and strategic Â 79 Table of Contents objectives and driving stockholder value. We consider competitive market compensation paid by our peers and other companies comparable to us in size, geographic location and operations in order to ensure compensation remains competitive and fulfills the goal of recruiting and retaining talented employees. Training and Development We are committed to the training and development of our employees. Employees are regularly provided training opportunities to develop skills in leadership, safety, and technical acumen, which bolster our efforts in conducting business in a safe manner and with high ethical standards. Further, supporting our employees in achieving their career and development goals is a key element of our approach to attracting and retaining top talent. We encourage our employees to advance their knowledge and skills and to network with other professionals in order to pursue career advancement and potential future opportunities with us. Our employees are able to attend training seminars and off-site workshops and to join professional associations that will enable them to remain up-to-date on the latest changes and best practices in their respective fields. Diversity and Inclusion We are committed to providing a diverse and inclusive workplace and career development opportunities to attract and retain talented employees. We recognize that a diverse workforce provides the opportunity to obtain unique perspectives, experiences, ideas, and solutions to help our business succeed. To that end, it is our policy to prohibit discrimination and harassment of any type and afford equal employment opportunities to employees and applicants without regard to race, color, religion, sex, national origin, age, disability, genetic information, veteran status, or any other basis protected by federal, state or local law. Further, it is our policy to forbid retaliation against any individual who reports, claims, or makes a charge of discrimination or harassment, fraud, unethical conduct, or a violation of company policies. To sustain and promote an inclusive culture, we maintain a robust compliance program rooted in our Code of Business Conduct and Ethics and other company policies, which provide policies and guidance on non-discrimination, anti-harassment, and equal employment opportunities. We require all employees to complete periodic training sessions on various aspects of our corporate policies through an annual acknowledgment and certification process. Health and Wellness We support our employees and their families by offering a robust package of health and welfare benefits, medical, dental, and vision insurance plans for employees and their families, life insurance and long-term disability plans, paid time off for holidays, vacation, sick leave, and other personal leave, and health and dependent care savings accounts. We also provide our employees with a 401(k) plan that includes a competitive company match, and employees have access to a variety of resources and services to help them plan for retirement. In addition to these programs, we have several other programs designed to further promote the health and wellness of its employees, as well as an employee assistance program that offers counseling and referral services for a broad range of personal and family situations. In response to the COVID-19 pandemic, we implemented proactive measures to protect the health and safety of our employees. These measures have included implementation of a COVID-19 leave program to allow employees to take time off when they or their family members contract COVID-19, implementation of health screenings, COVID-19 testing for its offshore workforce, allowing employees to work remotely to reduce the number of employees on site in our field areas to comply with social distancing guidelines, maintaining social distancing policies, requiring the use of masks in compliance with governmental mandates, frequently and extensively disinfecting common areas, performing contact tracing protocols if and when necessary, and implementing quarantine requirements, among other things. We are committed to maintaining best practices with our COVID-19 response protocols and will continue to work under the guidance of public health officials to ensure a safe workplace as long as COVID-19 remains a threat to our employees and communities. Â 80 Table of Contents Offices Our principal executive office is located at 700 Milam Street, Suite 3300, Houston, Texas 77002. Our main telephone number is (713) 579-6106. Legal Proceedings Proceedings and Investigations Relating to the Line 901 Incident For information regarding the Line 901 incident and other legal proceedings, see â€œBusinessâ€” Pipeline 901 Incident.â€ Other Legal Proceedings As part of Sableâ€™s normal business activities, it may be named as a defendant in litigation and other legal proceedings, including those arising from regulatory and environmental matters. If Sable determines that a negative outcome is probable and the amount of loss is reasonably estimable, we will accrue the estimated amount. Sable is not aware of any pending or threatened legal proceedings against Sable as of the date of this prospectus and no amounts have been accrued for litigation or legal proceedings as of SeptemberÂ 30, 2023. At times, SYU is involved in disputes or legal actions arising in the normal course of business. The outcome of such disputes or legal actions is not expected to have a material effect on SYU, and no amounts have been accrued as of SeptemberÂ 30, 2023. There have been no fines or citations for any violations of governmental or environmental regulations that would have a material adverse effect on SYU as of SeptemberÂ 30, 2023. See NoteÂ 5 â€œCommitmentsÂ & Contingenciesâ€”Legal Proceedingsâ€ and â€œ â€”Government and Environmental Regulationâ€ of the SYU financial statements. Â 81 Table of Contents MANAGEMENTâ€™S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS The following discussion and analysis should be read in conjunction with the accompanying combined financial statements and related notes of SYU included elsewhere in this prospectus. The combined financial statements of SYU do not reflect any results of operations of the Pipelines, and the discussion of historical results of operations below refers to the results of operations of SYU only. The following discussion contains forward-looking statements that reflect future plans, estimates, beliefs and expected performance of SYU and other assets, including the Pipelines. The forward-looking statements are dependent upon events, risks and uncertainties that may be outside our control. Actual results could differ materially from those discussed in these forward-looking statements. Such forward-looking statements relate to future events or future performance, but reflect managementâ€™s current beliefs, based on information currently available. A number of factors could cause actual events, performance, or results to differ materially from the events, performance and results discussed in the forward-looking statements. Please read â€œRisk Factorsâ€ Risks Related to the Business of the Companyâ€ and â€œCautionary Note Regarding Forward-Looking Statements.â€ In light of these risks, uncertainties and assumptions, the forward-looking events discussed may not occur. Business Combination The Company was formed under the laws of the State of Delaware on OctoberÂ 16, 2020, as a blank check company for the purpose of effecting a merger, capital stock exchange, asset acquisition, stock purchase, reorganization or other similar business combination with one or more businesses. The Business Combination was effectuated using cash from the proceeds of the Company IPO and the sale of the Private Placement Warrants, our capital stock, debt or a combination of cash, stock and debt. On NovemberÂ 2, 2022, the Company entered into the Merger Agreement, and the Business Combination was consummated on FebruaryÂ 14, 2024. Prior to the Business Combination, the Company neither engaged in any operations (other than searching for a business combination after the Company IPO) nor generated any revenues. Our only activities from OctoberÂ 16, 2020 (inception) through SeptemberÂ 30, 2023 were organizational activities, those necessary to prepare for the Company IPO and, subsequent to the Company IPO, identifying a target company for a business combination and completing such business combination. Overview Beginning in 1968 and over the course of 14 years, EM consolidated more than a dozen offshore federal oil leases and organized them into a streamlined production unit known as SYU. SYU consists of three offshore platforms and a wholly owned onshore processing facility located along the Gaviota Coast at Las Flores Canyon in Santa Barbara County, California. SYUâ€™s onshore facilities and the three offshore platforms remained in continuous operation until 2015. In MayÂ 2015, a Plains Pipeline that transported produced oil from SYU experienced a leak, as further described below under â€œBusinessâ€”Pipeline 901 Incident.â€ The SYU platforms and facilities suspended production after the Line 901 incident, the SYU Assets were shut in and the facilities were placed in a safe state. The facilities are not currently producing oil and gas; however, all equipment remains in place in an operation-ready state, requiring ongoing inspections, maintenance and surveillance. As part of these suspension efforts, all SYU equipment was drained, flushed and purged in 2016. All hydrocarbon pipelines within SYU have been placed in a safe state and remain under regular monitoring. In 2020, Plains entered into a Consent Decree, described further below under â€œBusinessâ€”Pipeline 901 Incident,â€ that provides a path for a potential restart of Lines 901 and 903. The discussion of the results of operations below does not include results from the Pipelines and the Pipelines are not included in the combined financial statements of SYU included elsewhere in this prospectus. Financial statements of the Pipelines have not been included in this prospectus because SEC guidance provides that the financial statements of recently acquired businesses such as the Pipelines need not be filed unless their Â 82 Table of Contents omission would render SYUâ€™s combined financial statements misleading or substantially incomplete. Based upon our quantitative and qualitative analysis, we do not believe omitting the financial statements of the Pipelines renders SYUâ€™s combined financial statements misleading or substantially incomplete. The combined financial statements and related notes of SYU included elsewhere in this prospectus reflect the assets, liabilities, revenues, expenses, and cash flows of SYU. SYU has not previously been separately accounted for as a stand-alone legal entity. The accounts are presented on a combined basis because SYU is under common control of EM. The SYU combined financial statements may not be indicative of the future performance of SYU and do not necessarily reflect what the results of operations, financial position and cash flows would have been had SYU been operated as an independent company during the periods presented and discussed throughout this prospectus. As SYU was determined by management to be a business with substantially all its operations succeeding the operations of both Flame and Legacy Sable, SYU has been deemed to be the predecessor for accounting purposes. As the predecessor, the SYU combined financial statements included elsewhere in this prospectus, the following discussion of the results of operations and any historical financial amounts included in this prospectus, unless specifically noted otherwise, are those of SYU. Factors and Trends Impacting SYUâ€™s Business and the Comparability of Future Financial Data of Sable Attributable to SYU to the Historical Financial Results of SYUâ€™s Operations Future financial data of Sable attributable to SYU may not be comparable to the historical results of operations of SYU for the periods presented due to the effects of the Business Combination and the following reasons: Shut-in. Since MayÂ 2015, the assets have been shut in and the assets have not generated any substantial revenue. Since the shut-in the results of operations, including maintenance expenses, are not representative of what expenses will be if production is restarted as anticipated. Crude Oil and Natural Gas Supply and Demand. Commodity price fluctuations due to inflation and other factors will directly impact our activities and results of operations over the long term after we restart production as anticipated. Generally, drilling and production activity may increase as crude oil and natural gas prices increase. The production volumes of our assets will depend on the market demand and our ability to deliver the resources to market. Commodity prices can be volatile and influenced by numerous variables beyond upstream operatorsâ€™ control, including the domestic and global supply of and demand for crude oil, natural gas and NGL. Flow assurance is dependent upon adequate infrastructure to meet downstream market demands. The commodities markets as well as other supply and demand factors may also influence the selling prices of crude oil, natural gas and NGL. Regulatory Compliance. The regulation of crude oil and natural gas production, processing and transportation by federal and state regulatory agencies has a material impact on our business. Our operations are also impacted by new regulations, which may increase the time that it takes to obtain required permits and restart production. Additionally, increased regulation of crude oil and natural gas producers in our immediate area of operation, and related water sourcing and water disposal requirements, could reduce the regional supply of crude oil and natural gas and, therefore, throughput on regional infrastructure assets. Operation of Assets. We expect that operating expenses will increase significantly as production is restarted. Over time we project that maintenance and repairs costs will trend higher as the assets age and as the planned capital expenditure program advances. See â€œ â€”Liquidity and Capital Resourcesâ€”Capital Requirementsâ€ for additional information on the planned capital expenditure program. Public Company Expenses. Sable incurs direct, incremental G&A expense as a result of being a publicly traded company, including, but not limited to, costs associated with hiring new personnel, implementation of compensation programs that are competitive with Sableâ€™s public company peer group, annual and quarterly Â 83 Table of Contents reports to stockholders, tax return preparation, independent auditor fees, investor relations activities, registrar and transfer agent fees, incremental director and officer liability insurance costs, and independent director compensation. These direct, incremental G&A expenses are not included in SYUâ€™s historical combined financial results of operations. SYU Operational Assessment SYU has not had any substantial revenues since the shut-in. SYUâ€™s various operating expenses are the principal metrics used to assess its performance. Operating Expenses Operations and maintenance. SYUâ€™s most significant costs to operate and maintain its assets are direct labor and supervision, power, repair and maintenance expenses, and equipment rentals. Fluctuations in commodity prices impact operating cost elements both directly and indirectly. For example, commodity prices directly impact costs such as power and fuel, which are expenses that increase (or decrease) in line with changes in commodity prices. Commodity prices also affect industry activity and demand, thus indirectly impacting the cost of items such as labor and equipment rentals. Depreciation, depletion, amortization, and accretion. Depreciation, depletion and amortization are primarily determined under either the unit-of-production method or the straight-line method, which is based on estimated asset service life taking obsolescence into consideration. Since being shut in no depletion or amortization has been recorded for the periods presented. An immaterial amount of depreciation was reflected for idle plants in the historical financial statements. Also included in the historical financial statements is the accretion associated with SYUâ€™s estimated asset retirement obligations (â€œAROâ€). The ARO liabilities are initially recorded at their fair value and then are accreted using SYUâ€™s applicable discount rate over the period for the change in their present value until the estimated retirement of the asset. General and administrative. General and administrative (â€œG&Aâ€) costs are comprised of overhead expenditures directly and indirectly associated with operating the assets. These support services include information technology, risk management, corporate planning, accounting, cash management, human resources, and other general corporate services. General and administrative expenses that were not specifically identifiable to SYU were allocated to SYU for the period from JanuaryÂ 1, 2020 to SeptemberÂ 30, 2022. To calculate a reasonable allocation, aggregated historical benchmarking data from comparable companies with similar operated upstream assets was used to identify general and administrative expenses as a proportion of operating expenses. SYU may also require increased services in the future, commensurate with planned activity levels. Taxes other than income. Management anticipates future increases in ad valorem taxes, in line with the projected restart of production. Â 84 Table of Contents Results of Operations Nine Months Ended SeptemberÂ 30, 2023 Compared to Nine Months Ended SeptemberÂ 30, 2022 The following table presents selected financial data for the nine months ended SeptemberÂ 30, 2023 and 2022 (in thousands): Â Â Â Â Nine Months EndedSeptemberÂ 30, Â Â Â Â Â Â Â Â Â 2023 Â Â Â 2022 Â Â Â Change Â Â Â Â (In thousands) Â Revenues: Â Â Â Â Â Â Oil and gas sales Â Â $ â€”â€‰ Â Â Â $ â€”â€‰ Â Â Â $ â€”â€‰

Â Operating expenses: Â Â Â Â Â Â Operations and maintenance Â Â $ 43,167 Â Â Â $ 45,888 Â Â Â $ (2,721)Â Depletion, depreciation, amortization, and accretion Â Â Â 15,764 Â Â Â 15,371 Â Â Â Â 393 Â Impairment of oil and gas properties Â Â Â â€”â€Â Â Â Â 1,404,307 Â Â Â Â (1,404,307)Â General and administrative Â Â Â 9,107 Â Â Â Â 9,394 Â Â Â Â (287)Â Total operating expenses Â Â Â 68,038 Â Â Â Â 1,474,960 Â Â Â Â (1,406,922)Â Loss from operations Â Â Â (68,038)Â Â Â Â (1,474,960)Â Â Â Â 1,406,922 Â Other income (expense) Â Â Â (533)Â Â Â Â 635 Â Â Â Â (1,168)Â Net loss Â Â $ (68,571)Â Â Â $ (1,474,325)Â Â Â $ 1,405,754 Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Operations and maintenance. Operations and maintenance expenses decreased by approximately $2.7Â million to approximately $43.2Â million for the nine months ended SeptemberÂ 30, 2023, as compared to approximately $45.9Â million for the nine months ended SeptemberÂ 30, 2022, primarily driven by the timing of maintenance projects on SYU to maintain the operational readiness efforts of the assets. Operations and maintenance expenses are expected to increase over the next several years as production is restarted. Depletion, depreciation, amortization, and accretion expense. Depletion, depreciation, amortization and accretion expense remained consistent at $15.8Â million and $15.4Â million for the nine months ended SeptemberÂ 30, 2023 and 2022, respectively. SYU has been shut in since 2015 due to the Line 901 incident, and therefore no depletion or amortization has been recorded for the presented periods. The depletion, depreciation, amortization and accretion expense for the comparative periods is primarily due to accretion of the related asset retirement obligations and an immaterial amount of depreciation for idle plants. Depletion, depreciation, amortization and accretion expense is expected to increase over the next several years as production is restarted. Impairment of oil and gas properties. EM entered into a purchase and sale agreement with Sable to sell SYU for consideration consisting of a Seller financed note payable of approximately $606.3Â million and cash of $18.8Â million before purchase price adjustments. Accordingly, during the nine months ended SeptemberÂ 30, 2022, the SYU assets were written down to their estimated fair value resulting in an impairment of approximately $1.4Â billion. No impairment was recognized during the nine months ended SeptemberÂ 30, 2023. General and administrative expense. G&A expense was approximately $9.1Â million for the nine months ended SeptemberÂ 30, 2023, as compared to approximately $9.4Â million for the nine months ended SeptemberÂ 30, 2022. General and administrative expenses were allocated to SYU as a portion of certain other operating costs based on aggregated historical benchmarking data. Â 85 Table of Contents Year Ended DecemberÂ 31, 2022 Compared to Year Ended DecemberÂ 31, 2021 The following table presents selected financial data for the years ended DecemberÂ 31, 2022 and DecemberÂ 31, 2021: Â Â Â Â Year Ended DecemberÂ 31, Â Â Â Â Â Â Â Â 2022 Â Â Â 2021 Â Â Â Change Â Â Â Â (In thousands) Â Revenues: Â Oil and gas sales Â Â $ â€”â€Â Â Â $ â€”â€Â Â Â $ â€”â€Â Operating expenses: Â Â Â Â Â Â Â Operations and maintenance Â Â Â 62,585 Â Â Â Â 72,827 Â Â Â Â (10,242)Â Depletion, depreciation, amortization, and accretion Â Â Â 20,852 Â Â Â Â 19,384 Â Â Â Â 1,468 Â Impairment of oil and gas properties Â Â Â 1,404,307 Â Â Â Â â€”â€Â Â Â Â 1,404,307 Â General and administrative Â Â Â 12,807 Â Â Â Â 17,777 Â Â Â Â (4,970)Â Total operating expenses Â Â Â 1,500,551 Â Â Â Â 109,988 Â Â Â Â 1,390,563 Â Loss from operations Â Â Â (1,500,551)Â Â Â Â (109,988)Â Â Â Â (1,390,563)Â Other income Â Â Â 1,855 Â Â Â Â 278 Â Â Â Â 1,577 Â Net loss Â Â $ (1,498,696) Â Â Â $ (109,710) Â Â Â $ (1,388,986) Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Operations and maintenance. Operations and maintenance expenses decreased by approximately $10.2 million to approximately $62.6 million for the year ended December 31, 2022, as compared to approximately $72.8 million for the year ended December 31, 2021, primarily driven by the timing of maintenance and operational readiness activities of SYU which ramped up in the later part of 2020 and continued throughout 2021 and 2022. Operations and maintenance expenses are expected to increase over the next several years as production is restarted. Depletion, depreciation, amortization, and accretion expense. Depletion, depreciation, amortization, and accretion expense increased by approximately $1.5Â million to approximately $20.9Â million for the year ended DecemberÂ 31, 2022, as compared to approximately $19.4Â million for the year ended DecemberÂ 31, 2021. SYU has been shut in since 2015 due to the Line 901 incident, and therefore no depletion or amortization has been recorded for the presented periods. The depletion, depreciation, amortization and accretion expense for the comparative periods is primarily due to accretion of the related asset retirement obligations and an immaterial amount of depreciation for idle plants. The increase of $1.5Â million in depletion, depreciation, amortization and accretion over the comparative periods can be attributed to increased accretion expense associated with the increase in the related asset retirement obligation liability from prior period accretion (i.e., increase over time). Depletion, depreciation, amortization, and accretion expense is expected to increase over the next several years as production is restarted. Impairment of oil and gas properties. EM entered into a purchase and sale agreement with Sable to sell SYU for consideration consisting of a Seller financed note payable of approximately $606.3Â million and cash of $18.8Â million before purchase price adjustments. Accordingly, during the year ended DecemberÂ 31, 2022, the SYU assets were written down to their estimated fair value resulting in an impairment of approximately $1.4Â billion. No impairment was recognized during the year ended DecemberÂ 31, 2021. General and administrative expense. General and administrative expense decreased by approximately $5.0Â million to approximately $12.8Â million for the year ended DecemberÂ 31, 2022, as compared to approximately $17.8Â million for the year ended DecemberÂ 31, 2021. General and administrative expenses were allocated to SYU as a portion of certain other operating costs based on aggregated historical benchmarking data. The decrease in general and administrative costs can be attributed to the decreased activities (mainly maintenance related) over the comparative periods. Â 86 Table of Contents Liquidity and Capital Resources Overview Our plans for restarting production, including restarting the existing wells and facilities and recommencing transportation through the Pipelines, will require significant capital expenditures in excess of current operational cash flow. Historically, SYUâ€™s primary source of liquidity has been its operational cash flow and, since the shut-in, capital contributions from its parent. While SYUâ€™s production is in the process of being restarted and prior to generating positive cash flow from production, SYUâ€™s capital expenditure needs will be substantial and are expected to come from cash on hand. Prior to the Business Combination, Flame has approximately $63.9Â million in its trust account, which are proceeds from the public stockholders and the private placement investors in connection with the Company IPO, less redemptions. Sable raised $440.2Â million gross proceeds from the PIPE Investors in connection with the Business Combination. Additionally, more than $600Â million of the Purchase Price will be seller-financed through a secured term loan with EM. Based on its current financial plan, Sable management expects production to restart during the third quarter of 2024, after which its operating cash flows are expected to be sufficient to service Sableâ€™s indebtedness. Capital Requirements Sable anticipates start-up expenses of approximately $197Â million in order to restart production during the third quarter of 2024. The expenditures will primarily be directed toward obtaining the necessary regulatory approvals and completing the pipeline repairs and bringing the shut-in assets back online during the third quarter of 2024. After production restarts, Sable management expects a rapid increase in operating cash flows that should allow Sable to fund further capital expenditures. If Sable is unable to obtain funds or provide funds as needed for the planned capital expenditure program, Sable may not be able to finance the capital expenditures necessary to restart production or sustain production thereafter. Cash Flows from Operations SYU has been shut in since 2015 and therefore SYU had no production and associated revenues for the comparative periods. The net cash used in operating activities for SYU was $80.4Â million and $78.2Â million for the years ended DecemberÂ 31, 2022 and 2021, respectively. The net cash used in operating activities for SYU was $54.6Â million and $60.9Â million for the nine months ended SeptemberÂ 30, 2023 and 2022, respectively. The primary use of cash for SYU can be attributed to maintenance and operational readiness activities for SYU which ramped up in the later part of 2020 and continued throughout 2021 and 2022 and year to date in 2023. Future cash flow from operations for SYU will depend on our ability to bring the associated oil and gas production of the assets back online, as well as the prices of oil, NGLs and natural gas. Investing Activities SYU has been shut in since 2015 but has been maintained it in an operation-ready state and therefore SYU had no associated capitalized costs over the comparative periods. Financing Activities Net parent investment reflects the financial reporting bases of SYUâ€™s assets and liabilities and changes due to capital contributions, distributions, and income (loss). All cash activity of EM for the periods presented were concentrated in accounts retained by EM. Accordingly, net cash activity attributable to SYU is reflected in contributions from or distributions to parent in the accompanying combined financial statements of SYU included elsewhere in this prospectus. Â 87 Table of Contents Contractual Obligations Pursuant to the Term Loan Agreement with EMC that will finance most of the Purchase Price, Sable will pay interest at ten percent (10%) per annum compounded annually, payable in arrears on JanuaryÂ 1st of each year. At Sableâ€™s election, accrued but unpaid interest may be deemed paid on each interest payment date by adding the amount of interest owed to the outstanding principal amount under the Term Loan Agreement. Pursuant to the Transition Services Agreement with EM, EM will provide to Sable certain operational, accounting, cash management, information technology and other general transition services with respect to the Assets (as such term is defined in the Sable-EM Purchase Agreement) for three months following the Closing Date. Additional obligations include the performance of ARO as referenced under â€œCritical Accounting Policies and Estimatesâ€”Asset Retirement Obligationsâ€ below and as referenced in Note 3, â€œSummary of Significant Accounting Policiesâ€”Asset Retirement Obligationsâ€ of the combined financial statements of SYU included elsewhere in this prospectus. Off Balance Sheet Arrangements As of SeptemberÂ 30, 2023, SYU has no off-balance sheet arrangements. Quantitative and Qualitative Disclosure About Market Risk Sable is exposed to various market risks, including the effects of adverse changes in commodity prices and credit risk as described below. Commodity Price Risk Currently all of Sableâ€™s commercial contracts are fee-based or fixed, with no direct commodity price exposure to oil, natural gas or NGL. However, Sable will be directly exposed to adverse changes in commodity prices as soon as production is restarted. Credit Risk Sable is or is expected to be subject to risks of loss resulting from nonpayment or nonperformance by, or the insolvency or liquidation of, potential third-party customers or derivative counterparties. Any increase in the nonpayment and nonperformance by, or the insolvency or liquidation of, Sableâ€™s customers or counterparties could adversely affect its results of operations. Other Risks and Uncertainties Management continues to evaluate the impact of the COVID-19 pandemic and the war in Ukraine and has concluded that while it is reasonably possible that these risks and uncertainties could have a negative effect on our financial position and results of operations, the specific impact is not readily determinable at this time. SYUâ€™s combined financial statements do not include any adjustments that might result from the outcome of these uncertainties. Critical Accounting Policies and Estimates The preparation of combined financial statements and related disclosures in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the combined financial statements, and income and expenses during the periods reported. Actual results could materially differ from those estimates. Â 88 Table of Contents Property, Plant and Equipment. Cost Basis. Oil and gas producing activities of SYU are accounted for under the successful efforts method of accounting. Under this method, costs are accumulated on a field-by-field basis. Costs incurred to purchase, lease, or otherwise acquire a property (whether unproved or proved) are capitalized when incurred. Exploratory well costs are carried as an asset when the well has found a sufficient quantity of resources to justify its completion as a producing well and where sufficient progress assessing the resources and the economic and operating viability of the project is being made. Exploratory well costs not meeting these criteria are charged to expense. Other exploratory expenditures, including geophysical costs and annual lease rentals, are expensed as incurred. Development costs, including costs of productive wells and development dry holes, are capitalized. Other Property and Equipment. Other property and equipment primarily consist of onshore midstream facilities and is depreciated over the life of the asset. Due to the nature of the other property and equipment, it is presented with oil and gas properties in the combined financial statements. Depreciation, Depletion and Amortization. Depreciation, depletion and amortization are primarily determined under either the unit-of-production method or the straight-line method, which is based on estimated asset service life taking obsolescence into consideration. Acquisition costs of proved properties are amortized using a unit-of-production method, computed on the basis of total proved oil and natural gas reserve volumes. Capitalized exploratory drilling and development costs associated with productive depletable extractive properties are amortized using the unit-of-production rates based on the amount of proved developed resources of oil and gas that are estimated to be recoverable from existing facilities using current operating methods. Under the unit-of-production method, oil and natural gas volumes are considered produced once they have been measured through meters at custody transfer or sales transaction points at the outlet valve on the lease or field storage tank. Investments in midstream equipment are generally depreciated on a straight-line basis over a 39-year life.Â Maintenance and repairs, including planned major maintenance, are expensed as incurred. Major renewals and improvements are capitalized and the assets replaced are retired. SYU has been shut in since 2015 due to a pipeline incident but has been maintained by EM to preserve it in an operation-ready state and thus no depletion has been recorded for the periods presented. Impairment Assessment. The SYU assets are tested for recoverability on an ongoing basis whenever events or changes in circumstances indicate that the carrying amounts may not be recoverable. Among the events or changes in circumstances which could indicate that the carrying value of an asset or asset group may not be recoverable are the following: Â Â â€¢ Â a significant decrease in the market price of a long-lived asset; Â Â â€¢ Â a significant adverse change in the extent or manner in which an asset is being used or in its physical condition, including a significant decrease in current and projected resource or reserve volumes; Â Â â€¢ Â a significant adverse change in legal factors or in the business climate that could affect the value, including an adverse action or assessment by a regulator; Â Â â€¢ Â an accumulation of project costs significantly in excess of the amount originally expected; and Â Â â€¢ Â a current-period operating loss combined with a history and forecast of operating or cash flow losses. The SYU assets undergo a process that monitors for indicators of potential impairment throughout the year. This process is aligned with the requirements of ASC 360 and ASC 932. Asset valuation analysis, profitability reviews and other periodic control processes assist in assessing whether events or changes in circumstances indicate the carrying amounts of any of the assets may not be recoverable. Â 89 Table of Contents If events or changes in circumstances indicate that the carrying value of an asset may not be recoverable, management estimates the future undiscounted cash flows of the affected properties to judge the recoverability of carrying amounts. In performing this assessment, assets are grouped at the lowest level for which there are identifiable cash flows that are largely independent of the cash flows of other groups of assets. Cash flows used in recoverability assessments are based on assumptions which are developed by management and are consistent with the criteria management uses to evaluate investment opportunities. These evaluations make use of assumptions of future capital allocations, crude oil and natural gas commodity prices including price differentials, refining and chemical margins, volumes, and development and operating costs. Volumes are based on projected field and facility production profiles, throughput, or sales. Managementâ€™s estimate of upstream production volumes used for projected cash flows makes use of proved reserve quantities and may include risk-adjusted unproved reserve quantities. An asset group is impaired if its estimated undiscounted cash flows are less than the asset groupâ€™s carrying value. Impairments are measured by the amount by which the carrying value exceeds fair value. The assessment of fair value is based upon the views of a likely market participant. The principal parameters used to establish fair value include estimates of acreage values and flowing production metrics from comparable market transactions, market-based estimates of historical cash flow multiples, and discounted cash flows. Inputs and assumptions used in discounted cash flow models include estimates of future production volumes, throughput and product sales volumes, commodity prices which are consistent with the average of third-party industry experts and government agencies, refining and chemical margins, drilling and development costs, operating costs and discount rates which are reflective of the characteristics of the asset group. Impairment assessment is further disclosed in Note 3 to the combined financial statements of SYU included elsewhere in this prospectus. Asset Retirement Obligations. SYU is subject to retirement obligations for certain assets. The fair values of these obligations are recorded as liabilities on a discounted basis, which is typically at the time the assets are installed. In the estimation of fair value, SYU uses assumptions and judgments regarding such factors as the existence of a legal obligation for an asset retirement obligation, technical assessments of the assets, estimated amounts and timing of settlements, discount rates, and inflation rates. Asset retirement obligations are disclosed in Note 3 to the combined financial statements of SYU included elsewhere in this prospectus. Emerging Growth Company; Smaller Reporting Company We are an â€œemerging growth company,â€ as defined in SectionÂ 2(a) of the Securities Act, as modified by the JOBS Act, and it has elected to comply with certain reduced public company reporting requirements. Sable is expected to be an emerging growth company after the Closing and could remain an emerging growth company until the last day of the fiscal year following the fifth anniversary of the completion of the Company IPO. However, if (a)Â Sableâ€™s total annual gross revenue exceed $1.235Â billion, (b)Â Sable is deemed to be a large accelerated filer, which means the market value of Common Stock that is held by non-affiliates exceeds $700.0Â million as of the end of the prior fiscal yearâ€™s second fiscal quarter, or (c)Â Sableâ€™s non-convertible debt issued within a three-year period exceeds $1.0Â billion, Sable would cease to be an emerging growth company as of the following fiscal year. Additionally, we are a â€œsmaller reporting companyâ€ as defined in Item 10(f)(1) of Regulation S-K and Sable is expected to be a smaller reporting company. Smaller reporting companies may take advantage of certain reduced disclosure obligations, including, among other things, providing only two years of audited financial statements. Sable will be a smaller reporting company until the last day of any fiscal year for so long as either (1)Â the market value of Common Stock held by non-affiliates did not exceed $250Â million as of the prior JuneÂ 30, or (2)Â Sableâ€™s annual revenues did not exceed $100Â million during such completed fiscal year and the market value of Common Stock held

by non-affiliates did not exceed $700Â million as of the prior JuneÂ 30. Â 90 Table of Contents For additional information, see â€œRisk Factorsâ€”We are an â€œemerging growth companyâ€ and the reduced reporting and disclosure requirements applicable to emerging growth companies could make our Common Stock less attractive to investors.â€ Recently Issued Accounting Standards Not Yet Adopted Management does not believe that any other recently issued, but not yet effective, accounting standards, if currently adopted, would have a material effect on SYUâ€™s combined financial statements. Internal Controls and Procedures Sable is not currently required to comply with the SECâ€™s rules implementing SectionÂ 404 of the Sarbanes-Oxley Act of 2002. However, Sable will be required to make a formal assessment of the effectiveness of its internal control over financial reporting on SOX 404(a) for the year ending December 31, 2024. As Sableâ€™s revenues for the year ended December 31, 2023 are less than $100 million, Sableâ€™s SOX 404(b) requirements will depend on whether it will qualify as an accelerated or non-accelerated filer measured as of June 30, 2025 for its Annual Form 10-K for the year ending December 31, 2025. Inflation Inflation in the United States has been relatively low in recent years in the economy as a whole but relatively high in recent months. The upstream oil and gas industryâ€™s labor and material costs have increased substantially in recent years and recent months. The impact of inflation may substantially increase the cost to acquire or replace property, plant, and equipment and may substantially increase the costs of labor and supplies. To the extent permitted by competition, regulation and Sableâ€™s agreements, increased inflation costs will be passed to customers in the form of higher costs. Â 91 Table of Contents MANAGEMENT Directors and Executive Officers Set forth below are the names, ages and positions of each of the individuals who serve as directors and officers of Sable: Â Name Â Â Age Â Â Title James C. Flores Â Â 64 Â Â Chairman and Chief Executive Officer J. Caldwell Flores Â Â 31 Â Â President Gregory D. Patrinely Â Â 38 Â Â Executive Vice President and Chief Financial Officer Doss R. Bourgeois Â Â 66 Â Â Executive Vice President and Chief Operating Officer Anthony C. Duenner Â Â 64 Â Â Executive Vice President, General Counsel and Secretary Michael E. Dillard Â Â 65 Â Â Director Gregory P. Pipkin Â Â 64 Â Â Director Christopher B. Sarofim Â Â 60 Â Â Director James C. Flores, 64, has been our Chairman and Chief Executive officer since FebruaryÂ 2024. Prior to that, Mr.Â Flores served as Flameâ€™s co-founder, Chief Executive officer and Chairman of its board of directors from its inception to FebruaryÂ 2024. From its inception to MarchÂ 3, 2023, he also served as Flameâ€™s President. From MayÂ 2017 until FebruaryÂ 2021, Mr.Â Flores served as President, Chief Executive Officer and Chairman of Sable Permian Resources, which engaged in the acquisition, consolidation and optimization of oil and gas upstream opportunities. Sable Permian Resources filed a voluntary petition for bankruptcy on JuneÂ 25, 2020 and emerged from bankruptcy on FebruaryÂ 1, 2021. Prior to Sable Permian Resources, Mr.Â Flores served as Vice Chairman of Freeport-McMoRan, Inc. and CEO of Freeport-McMoRan OilÂ & Gas, a wholly owned subsidiary of Freeport-McMoRan Inc., the worldâ€™s largest publicly traded copper producer, from JuneÂ 2013 until AprilÂ 2016. From 2001 until 2013, Mr.Â Flores was the Chairman, CEO and President of Plains ExplorationÂ & Production Company and Chairman and CEO of Plains Resources Inc. From 1994 until 2000, Mr.Â Flores was also the Chairman and CEO of FloresÂ & Rucks, Inc. which, after several acquisitions, was later renamed Ocean Energy Inc. prior to its sale to Devon Energy Corporation. Since 1982, Mr.Â Flores has had an extensive career in the oil and gas industry in the roles of Chairman, Chief Executive Officer, and President of four public and one private oilÂ & gas exploration and production companies. He is a member of the National Petroleum Council, serves as Trustee for the Baylor College of Medicine and is a Director for the Waterfowl Research Foundation. He was recognized as Executive of the Year in 2004 in Oil and Gas Investor magazine. Mr.Â Flores received a B.S.Â degree in corporate finance and petroleum land management from Louisiana State University. We believe Mr.Â Flores is qualified to serve on our board of directors due to his more than 35 years in the oil and gas industry, including as Chief Executive Officer of several public companies. Mr.Â Flores is the father of J. Caldwell Flores, who is the President of Sable. J. Caldwell Flores, 31, has been our President since FebruaryÂ 2024. Prior to that, Mr.Â Flores served as Flameâ€™s President from MarchÂ 2023 to FebruaryÂ 2024. Previously, he served as Flameâ€™s Vice President from MarchÂ 1, 2021 to MarchÂ 3, 2023. Mr.Â Flores has also served as President of Sable Offshore Corp. since SeptemberÂ 2021 and as President of Sable Minerals, Inc., a Houston-based private oil and gas company, overseeing the daily operations and administration, as well as providing investment analysis for the firm since JanuaryÂ 2015. Prior to assuming the role of President of Sable Minerals, Inc., Mr.Â Flores was a Senior Associate for Sable Permian Resources, LLC, which engaged in the acquisition, consolidation and optimization of oil and gas upstream opportunities from FebruaryÂ 2018 until FebruaryÂ 2021. Prior to that time, Mr.Â Flores served as Operations Manager for Sable Minerals, Inc. from 2015 through 2017. Mr.Â Flores attended the University of Houston where he graduated with a Bachelor of Science in Business Administration. Mr.Â Flores is the son of James C. Flores, who is the Chairman and Chief Executive Officer of Sable. Gregory D. Patrinely, 38, has been our Executive Vice President and Chief Financial Officer since FebruaryÂ 2024. Prior to that, Mr.Â Patrinely served as Flameâ€™s Chief Financial Officer from its inception to Â 92 Table of Contents FebruaryÂ 2024. Since MarchÂ 3, 2023, he has also served as Flameâ€™s Executive Vice President. From its inception to MarchÂ 3, 2023, he also served as Flameâ€™s Secretary. From JuneÂ 2018 until FebruaryÂ 2021, Mr.Â Patrinely served as Executive Vice President and Chief Financial Officer of Sable Permian Resources, which engaged in the acquisition, consolidation and optimization of oil and gas upstream opportunities. Sable Permian Resources filed a voluntary petition for bankruptcy on JuneÂ 25, 2020 and emerged from bankruptcy on FebruaryÂ 1, 2021. Mr.Â Patrinely previously served as Treasurer for Sable Permian Resources, from MayÂ 2017 to JuneÂ 2018, where he oversaw the financial analysis and execution of refinancing, restructuring and acquisition efforts. Prior to Sable Permian Resources, Mr.Â Patrinely was a Manager in the AcquisitionsÂ & Divestments Group of Freeport-McMoRan OilÂ & Gas, a wholly owned subsidiary of Freeport-McMoRan Inc., from MayÂ 2015 to MayÂ 2017, where he managed the execution of financings, mergers, acquisitions and divestments. Mr.Â Patrinely holds a B.S.Â degree in Economics with Financial Applications and a B.A. degree in English, with Honors, from Southern Methodist University. Doss R. Bourgeois, 66, has been our Executive Vice President and Chief Operating Officer since FebruaryÂ 2024. Prior to that, Mr.Â Bourgeois served as Flameâ€™s Executive Vice President and Chief Operating Officer from MarchÂ 3, 2023 to FebruaryÂ 2024. He has also served as Executive Vice President and Chief Operating Officer of Sable Offshore Corp. since SeptemberÂ 2021. He served as Executive Vice President of Sable Permian Resources, LLC from MayÂ 2017 until FebruaryÂ 2021. Mr.Â Bourgeois served as President and Chief Operating Officer of Freeport-McMoRan OilÂ & Gas (â€œFM O&Gâ€) from JulyÂ 2015 until AprilÂ 2016. Mr.Â Bourgeois served as Executive Vice President, Exploration and Production of FM O&G from JuneÂ 2013 until JulyÂ 2015. He previously served as Executive Vice President, Exploration and Production of FM O&Gâ€™s predecessor, Plains ExplorationÂ & Production Company (â€œPXPâ€) from JuneÂ 2006 until PXP merged into Freeport-McMoRan CopperÂ & Gold in MayÂ 2013. Mr.Â Bourgeois also served as PXPâ€™s Vice President of Development from AprilÂ 2006 to JuneÂ 2006 and as PXPâ€™s Vice Presidentâ€”Eastern Development Unit from MayÂ 2003 to AprilÂ 2006. Prior to that time, Mr.Â Bourgeois was Vice President at Ocean Energy, Inc. from AugustÂ 1993 to MayÂ 2003. He also served in various production engineering and drilling engineering roles for Consolidated Natural Gas Producing Company from AugustÂ 1983 to AugustÂ 1993 and for Mobil Oil Company from DecemberÂ 1980 to AugustÂ 1983. Mr.Â Bourgeois is a graduate of Louisiana State University with a Bachelor of Science degree in Petroleum Engineering. Anthony C. Duenner, 64, has been our Executive Vice President, General Counsel and Secretary since FebruaryÂ 2024. Prior to that, he served as Flameâ€™s Executive Vice President, General Counsel and Secretary from MarchÂ 3, 2023 to FebruaryÂ 2024. Previously, he served as Flameâ€™s Vice President from MarchÂ 1, 2021 to MarchÂ 3, 2023. Mr.Â Duenner has also served as Executive Vice President, General CounselÂ & Secretary of Sable Offshore Corp. since SeptemberÂ 2021. Mr.Â Duenner has over 35 years of diverse legal and commercial energy experience. From MayÂ 2017 until FebruaryÂ 2021, Mr.Â Duenner served as Vice President, Corporate Development of Sable Permian Resources, LLC, which engaged in the acquisition, consolidation and optimization of oil and gas upstream opportunities. Prior to Sable Permian Resources, LLC, from JuneÂ 2013 to AprilÂ 2017, Mr.Â Duenner was Vice Presidentâ€”InternationalÂ & New Ventures for Freeport-McMoRan OilÂ & Gas (â€œFM O&Gâ€), a wholly owned subsidiary of Freeport-McMoRan Inc., where he had responsibility for the companyâ€™s international commercial activities as well as new ventures and partnerships. He previously served as Vice President â€“ InternationalÂ & New Ventures of FM O&Gâ€™s predecessor, Plains ExplorationÂ & Production Company (â€œPXPâ€) from MayÂ 2005 until PXP merged into Freeport-McMoRan CopperÂ & Gold in MayÂ 2013. While with PXP, Mr.Â Duenner also served as the companyâ€™s Assistant General Counsel from MayÂ 2005 until NovemberÂ 2007. Prior to that time, Mr.Â Duenner was Vice President, Corporate Development for integrated energy company Entergy Corp., where he led corporate development activities for Entergy and its subsidiaries from 2004 to 2005. Prior to Entergy, from 1998 to 2004, Mr.Â Duenner served in various project development and wholesale origination functions within Enron International and its successor Prisma Energy International. Previously, Mr.Â Duenner was in the private practice of law with Bracewell LLP in Houston (Partner from 1994 to 1997 and Associate from 1988 to 1994) and with Morgan Lewis in Washington, D.C. (Associate from 1986 to 1988). Mr.Â Duenner attended the University of Oklahoma and received a Bachelor of Science in Finance and a Juris Doctor degree from the University of Tulsa. Â 93 Table of Contents Michael E. Dillard, 65, has been a director of Sable since FebruaryÂ 2024. Prior to that, he served as a director of Flame from MarchÂ 2021 to FebruaryÂ 2024. Mr.Â Dillard was a partner with the law firm of LathamÂ & Watkins LLP from JanuaryÂ 2010 until JanuaryÂ 2021. He was a founding partner of the Houston, Texas office of LathamÂ & Watkins LLP, serving as the Houston Office Managing Partner from JanuaryÂ 2010 through MarchÂ 2015. Mr.Â Dillard was Global Practice Group Chair of Mergers and Acquisitions for LathamÂ & Watkins LLP from MarchÂ 2018 until JanuaryÂ 2021. Mr.Â Dillard has been involved in M&A transactions valued in excess of $250Â billion. Mr.Â Dillard received a B.A. degree in Mathematics from Southern Methodist University in 1979 (summa cum laude) and a Juris Doctor degree from Southern Methodist University Dedman School of Law in 1982 (cum laude). We believe Mr.Â Dillard is qualified to serve on our board of directors due to his extensive experience in mergers and acquisitions, financing transactions and corporate governance and related matters. Gregory P. Pipkin, 64, has been a director of Sable since FebruaryÂ 2024. Prior to that, he served as a director of Flame from MarchÂ 2021 to FebruaryÂ 2024. Since NovemberÂ 2016, he has been a Senior Managing Director with the investment and advisory firm of NRI Energy Partners. Prior to NRI Energy Partners, Mr.Â Pipkin served as the co-head and Managing Director of the Houston office of the Barclays Natural Resources Group for Barclays PLC, from SeptemberÂ 2008 to NovemberÂ 2016. Mr.Â Pipkin was a board member of Family Legacy Missions International, a mission in Lusaka, Zambia that educates and feeds impoverished and orphaned children. Mr.Â Pipkin also serves on the board of Morningstar Partners LP, an oil and gas producer primarily in the central basin platform in the Permian basin, Texas. Mr.Â Pipkin received a B.S.Â degree in chemical engineering and an M.B.A. degree in Business Administration from the University of Texas at Austin. We believe Mr.Â Pipkin is qualified to serve on our board of directors due to his extensive investment experience in the energy industry. Christopher B. Sarofim, 60, has been a director of Sable since FebruaryÂ 2024. Prior to that, he served as a director of Flame from MarchÂ 2021 to FebruaryÂ 2024. Mr.Â Sarofim is the Chairman and a member of the Board of Directors of Fayez SarofimÂ & Co., an SEC-registered investment advisory firm based in Houston, Texas. Mr.Â Sarofim joined the firm in 1988 and has been a member of its Board since AugustÂ 2014. Additionally, he serves on the firmâ€™s Executive, Finance and Investment Committees. Mr.Â Sarofim shares portfolio management responsibilities for numerous separate accounts advised by the firm and is a co-manager of several mutual funds Fayez SarofimÂ & Co. sub-advises for BNY Mellon. Prior to joining Fayez SarofimÂ & Co., he was employed with Goldman SachsÂ & Co.Â LLC in corporate finance. In addition to his work at Fayez SarofimÂ & Co., Mr.Â Sarofim serves on the boards of Kemper Corp. (NYSE: KMPR), Highland Resources Inc. and Wood Partners. Mr.Â Sarofim is the Chairman and a member of the Board of Trustees of The Sarofim Foundation, a member of the Board of Trustees of The Brown Foundation, Inc., Baylor College of Medicine, and serves on the MD Anderson Cancer Center Board of Visitors. Mr.Â Sarofim received an A.B. degree in History from Princeton University in 1986. We believe Mr.Â Sarofim is qualified to serve on our board of directors due to his extensive investment advisory background, board experience, and financial market and securities analysis expertise. Board of Directors and Terms of Office of Officers and Directors We are managed under the direction of our board of directors. The Sable Board is divided into three classes of directors with only one class of directors being elected in each year and each class serving a three-year term. The classification of the Sable Board with staggered three-year terms may have the effect of delaying or preventing changes in control of Sable. See the sectionÂ entitled â€œDescription of Securitiesâ€”Anti-Takeover Effects of Provisions of the Sable Certificate of Incorporation, the Sable Bylaws and Delaware Law.â€ Director Independence Based on information provided by each director concerning his or her background, employment and affiliations, the Sable Board has determined that Messrs. Dillard, Pipkin and Sarofim (the â€œSable Independent Directorsâ€), representing 75% of Sableâ€™s directors, do not have a relationship that would interfere with the exercise of independent judgment in carrying out the responsibilities of a director and that each of these directors is an â€œindependent directorâ€ as defined under the NYSE Listed Company Manual. In making these Â 94 Table of Contents determinations, the Sable Board has considered the current and prior relationships that each non-employee director has with Sable and all other facts and circumstances that the Sable Board deemed relevant in determining their independence, including the beneficial ownership of Sable capital stock by each non-employee director, and the transactions involving them described in the sectionÂ entitled â€œCertain Relationships and Related Party Transactions.â€ Committees The Sable Board has an Audit Committee, a Nominating and Corporate Governance Committee and a Compensation Committee, each of which have the composition and responsibilities described below. Audit Committee Sableâ€™s Audit Committee is responsible for, among other things: Â Â â€¢ Â appointing, compensating, retaining, evaluating, terminating and overseeing our independent registered public accounting firm; Â Â â€¢ Â discussing with our independent registered public accounting firm their independence from management; Â Â â€¢ Â reviewing, with our independent registered public accounting firm, the scope and results of their audit; Â Â â€¢ Â approving all audit and permissible non-audit services to be performed by our independent registered public accounting firm; Â Â â€¢ Â overseeing the financial reporting process and discussing with management and our independent registered public accounting firm the quarterly and annual financial statements that we file with the SEC; Â Â â€¢ Â overseeing our financial and accounting controls and compliance with legal and regulatory requirements; Â Â â€¢ Â reviewing our policies on risk assessment and risk management; Â Â â€¢ Â reviewing related person transactions; and Â Â â€¢ Â establishing procedures for the confidential anonymous submission of concerns regarding questionable accounting, internal controls or auditing matters. Sableâ€™s Audit Committee consists of Messrs. Dillard, Pipkin and Sarofim with Mr.Â Sarofim serving as chair. Rule 10A-3 of the Exchange Act and the NYSE rules require that Sableâ€™s Audit Committee be composed entirely of independent members. The Sable Board has affirmatively determined that Messrs. Dillard, Pipkin and Sarofim each meet the definition of â€œindependent directorâ€ for purposes of serving on the audit committee under Rule 10A-3 of the Exchange Act and the NYSE rules. Each member of Sableâ€™s Audit Committee also meets the financial literacy requirements of NYSE listing standards. In addition, the Holdco Board has determined that Mr.Â Sarofim will qualify as an â€œaudit committee financial expert,â€ as such term is defined in Item 407(d)(5) of Regulation S-K. The Sable Board has adopted a written charter for the Audit Committee, which is available on our corporate website. The information on any of our websites is deemed not to be incorporated in this prospectus or to be part of this prospectus. Nominating and Corporate Governance Committee Sableâ€™s Nominating and Corporate Governance Committee is responsible for, among other things: Â Â â€¢ Â identifying individuals qualified to become members of the Sable Board, consistent with criteria approved by the Sable Board as set forth in Sableâ€™s corporate governance guidelines; Â 95 Table of Contents Â â€¢ Â annually reviewing the committee structure of the Sable Board and recommending to the Sable Board the directors to serve as members of each committee; and Â Â â€¢ Â developing and recommending to the Sable Board a set of corporate governance guidelines. Sableâ€™s Nominating and Corporate Governance Committee consists of Messrs. Dillard, Pipkin and Sarofim, with Mr.Â Dillard serving as chair. Messrs. Dillard, Pipkin and Sarofim each qualify as â€œindependent directorsâ€ under the NYSE rules. The Sable Board has adopted a written charter for the Nominating and Corporate Governance Committee, which is available on our corporate website. The information on any of our websites is deemed not to be incorporated in this prospectus or to be part of this prospectus. Compensation Committee Sableâ€™s Compensation Committee is responsible for, among other things: Â Â â€¢ Â reviewing and approving, or recommending that the board of directors approve, the compensation of our Chief Executive Officer and other executive officers; Â Â â€¢ Â making recommendations to the Sable Board regarding director compensation; and Â Â â€¢ Â reviewing and approving incentive compensation and equity-based plans and arrangements and making grants of cash-based and equity-based awards under such plans. Sableâ€™s Compensation Committee consists of Messrs. Dillard, Pipkin and Sarofim, with Mr.Â Pipkin serving as chair. Messrs. Dillard, Pipkin and Sarofim each qualify as â€œindependent directorsâ€ under the NYSE rules. The Sable Board has adopted a written charter for the Compensation Committee, which is available on our corporate website. The information on any of our websites is deemed not to be incorporated in this prospectus or to be part of this prospectus. Compensation Committee Interlocks and Insider Participation The members of Sableâ€™s compensation committee are Messrs. Dillard, Pipkin and Sarofim. None of the members of Sableâ€™s compensation committee are or have been officers or employees of Sable or Sable. None of Sableâ€™s executive officers currently serve, or in the past year have served, as a member of the Flame Board or compensation committee (or other board committee performing equivalent functions or, in the absence of any such committee, the entire board of directors) of any entity that has one or more executive officers that serves on Sableâ€™s board of directors or compensation committee. Code of Business Conduct and Ethics The Sable Board has adopted a code of business conduct and ethics that applies to all of Sableâ€™s directors, officers and employees, including Sableâ€™s principal executive officer, principal

financial officer, principal accounting officer or controller or persons performing similar functions, as well as Sableâ€™s contractors, consultants and agents. The full text of Sableâ€™s code of business conduct and ethics has been posted on the investor relations page on Sableâ€™s website at www.sableoffshore.com. Sable will disclose any amendments to Sableâ€™s code of business conduct and ethics, or waivers of its requirements, applicable to Sableâ€™s principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions, on Sableâ€™s website identified above, or in filings under the Exchange Act. Director Compensation Sable expects that its board of directors will implement an annual compensation program for its non-employee directors. The material terms of this program are not yet known. Â 96 Table of Contents Limitation of Liability and Indemnification of Officers and Directors The Sable certificate of incorporation contains provisions that limit the liability of Sableâ€™s directors for monetary damages to the fullest extent permitted by the DGCL. In addition, if the DGCL is amended to provide for further limitations on the personal liability of directors of corporations, then the personal liability of Sableâ€™s directors will be further limited to the greatest extent permitted by the DGCL. In addition, the Sable bylaws provide that Sable will indemnify Sableâ€™s directors and officers, and may indemnify Sableâ€™s employees, agents and any other persons, to the fullest extent permitted by the DGCL. The Sable bylaws also provide that Sable must advance expenses incurred by or on behalf of a Sable director or officer in advance of the final disposition of any action or proceeding, subject to limited exceptions. Further, Sable has entered into indemnification agreements with each of Sableâ€™s directors and executive officers that may be broader than the specific indemnification provisions contained in the DGCL. These indemnification agreements require Sable, among other things, to indemnify Sableâ€™s directors and executive officers against liabilities that may arise by reason of their status or service. These indemnification agreements also require Sable to advance all expenses reasonably and actually incurred by Sableâ€™s directors and executive officers in investigating or defending any such action, suit or proceeding. We believe that these agreements are necessary to attract and retain qualified individuals to serve as directors and executive officers. Sable maintains insurance policies under which Sableâ€™s directors and officers are insured, within the limits and subject to the limitations of those policies, against certain expenses in connection with the defense of, and certain liabilities which might be imposed as a result of, actions, suits, or proceedings to which they are parties by reason of being or having been Sableâ€™s directors or officers. The coverage provided by these policies may apply whether or not Sable would have the power to indemnify such person against such liability under the provisions of the DGCL. At present, we are not aware of any pending litigation or proceeding involving any of Sableâ€™s directors or officers, or any person who was one of Flameâ€™s directors or officers serving at Flameâ€™s request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, for which indemnification is sought, and we are not aware of any threatened litigation that may result in claims for indemnification. Board Leadership Structure James C. Flores serves as the chairman of the Sable Board and will preside over regularly scheduled meetings, will serve as liaison between the non-independent members of the Sable Board and the Sable Independent Directors, will approve meeting agendas and schedules for the Sable board of directors and will perform such additional duties as the Sable Board may determine and delegate. We believe that this structure provides an environment in which the Sable Independent Directors are fully informed, have significant input into the content of board meetings, and are able to provide objective and thoughtful oversight of management. While certain members of Sable Board may participate on the boards of directors of other public companies, Sable will monitor such participation to ensure it is not excessive and does not interfere with their duties as members of Sable Board. Restrictions on Hedging and Pledging The Sable Board has adopted an Insider Trading Policy, which will apply to all officers, all directors and all employees of Sable and any of Sableâ€™s subsidiaries, or the Covered Individuals. The Covered Individuals are prohibited from purchasing financial instruments or otherwise engaging in transactions that hedge or offset, or are designed to hedge or offset, any decrease in the market value of any equity security of Sable or any such subsidiary. Covered Individuals are also prohibited from selling â€œshortâ€ any securities of those companies. Â 97 Table of Contents EXECUTIVE AND DIRECTOR COMPENSATION Employment Agreements with Executive Officers On NovemberÂ 2, 2022, Sable entered into employment agreements (the â€œSable employment agreementsâ€) with each of James C. Flores, Gregory D. Patrinely, Doss R. Bourgeois, Anthony C. Duenner, and J. Caldwell Flores. Each Sable employment agreement is effective as of the consummation of the Merger and therefore was assumed by Sable in the Merger. Position; Term James C. Flores serves as Chairman of the Board of Directors and Chief Executive Officer; Mr.Â Patrinely serves as Executive Vice President and Chief Financial Officer; Mr.Â Bourgeois serves as Executive Vice President and Chief Operating Officer; Mr.Â Duenner serves as Executive Vice President, General Counsel and Secretary; and J. Caldwell Flores serves as President, respectively, of Sable. Each Sable employment agreement provides for a fixed three-year employment term beginning on the Closing Date, with three-year evergreen renewals. Compensation Each Sable employment agreement provides for an annual base salary, eligibility to participate in Sableâ€™s annual bonus plan once the SYU Assets begin production and Sableâ€™s equity incentive plan, and eligibility to participate in Sableâ€™s benefit plans. The base salaries are $1,300,000 for James C. Flores and $800,000 for each of the other executive officers. All base salaries are subject to periodic review by Sableâ€™s Compensation Committee. The annual incentive bonus target is 150% of the base salary for each executive officer. Within 30 days after the Closing Date, each executive officer, other than James C. Flores, will receive a cash payment equal to $750,000 as compensation for previously uncompensated services provided to Sable before Closing. Closing Date Equity Award James C. Floresâ€™ employment agreement provides that equity incentive awards may be granted annually to him at the sole discretion of the Sable Compensation Committee and Board. The other executive officers will receive, after Closing, an award under Sableâ€™s equity incentive plan of 650,000 shares of Common Stock, subject to the vesting and forfeiture terms of such plan, provided that such awards shall vest no later than the third anniversary of the Closing Date. Termination In the event that an executive officer is terminated for â€œcauseâ€ (as defined in the Sable employment agreement) or resigns without â€œgood reasonâ€ (as defined in the Sable employment agreement), then such executive officer shall be entitled to any unpaid base salary through the date of termination, reimbursement for any unreimbursed business expenses incurred through the date of termination, any accrued but unused vacation time in accordance with the companyâ€™s policy, any earned but unpaid annual bonus, incentive, or other cash bonuses for any prior period that remain unpaid, and all accrued benefits (e.g., benefits plans, and earned and vested equity awards, in each case in accordance with their terms) (collectively, the â€œaccrued benefitsâ€). Additionally, if an executive officer other than James C. Flores is terminated without cause, resigns for good reason (which shall include James C. Flores ceasing to serve as Chief Executive Officer of Sable or any successor company) or is terminated due to non-renewal of his employment agreement by Sable, in each case before a â€œchange in controlâ€ (as defined in the Sable employment agreement) or more than two years after a change in control, then such executive officer shall be entitled to the accrued benefits. Â 98 Table of Contents If James C. Flores is terminated without cause, resigns for good reason (including any resignation following a change in control) or retires after reaching age 73, he shall be entitled to, among other benefits, the accrued benefits and cash severance equal to two times (three times in the case of a termination in connection with a change in control) the sum of his base salary and his three-year average annual bonus with such amounts grossed up for excise taxes under SectionÂ 4999 of the Code, if applicable. In addition, James C. Flores shall be entitled to acceleration of all outstanding Sable equity incentive awards then held and all performance goals shall be deemed achieved at maximum levels and 36 months of company-paid healthcare benefits. If any other executive officer is terminated without cause or resigns for good reason in connection with a change in control, he shall be entitled to the accrued benefits along with cash severance equal to three times the sum of his base salary and his three-year average annual bonus. Â 99 Table of Contents CERTAIN RELATIONSHIPS AND RELATED PERSON TRANSACTIONS The following includes a summary of transactions since JanuaryÂ 1, 2022 to which we have been a party in which the amount involved exceeded or will exceed $120,000, and in which any of our directors, executive officers or, to our knowledge, beneficial owners of more than 5% of our capital stock or any member of the immediate family of any of the foregoing persons had or will have a direct or indirect material interest, other than transactions that are described under the section â€œExecutive and Director Compensation.â€ We also describe below certain other transactions with our directors, executive officers and stockholders. Related Party Transactions in Connection with the Business Combination Letter Agreement Pursuant to the letter agreement dated FebruaryÂ 24, 2021, among Flame, the Sponsor, FL Co-Investment, Intrepid and certain security holders named therein, as amended on MarchÂ 24, 2023 (the â€œLetter Agreementâ€), the Insiders agreed to waive their redemption rights with respect to founder shares and any public securities they may acquire during or after the Company IPO in connection with the consummation of a Business Combination. No additional consideration was provided in exchange for the Letter Agreement. PIPE Investment In connection with the Business Combination, Holdco and Flame entered into subscription agreements (collectively, the â€œPIPE Subscription Agreementsâ€) with certain investors (the â€œPIPE Investorsâ€) and, pursuant thereto, Flame issued 44,024,910 shares of Flame ClassÂ A Common Stock at a price of $10.00 per share for an aggregate purchase price of $440,249,100 upon the consummation of the Business Combination (the â€œPIPE Investmentsâ€). The PIPE Investments were consummated substantially concurrently with the Closing. On FebruaryÂ 14, 2024, immediately following the Closing, the Company issued 44,024,910 shares of Common Stock to the PIPE Investors in accordance with the terms of the PIPE Subscription Agreements. The shares of Common Stock issued in the PIPE Investments were offered in a private placement under the Securities Act of 1933, as amended (the â€œSecurities Actâ€), pursuant to the PIPE Subscription Agreements. The PIPE Investors include James C. Flores, Flameâ€™s Chairman and Chief Executive Officer, Flores Family Limited Partnership #2, which James C. Flores, Flameâ€™s Chairman and Chief Executive Officer, is the general partner of, JCF Capital, LLC, which is managed by J. Caldwell Flores, Flameâ€™s President, Victorious Angel Group LTD., which is managed by Christopher B. Sarofim, a Director of Flame, Fayez Sarofim & Co., which Christopher B. Sarofim, a Director of Flame, is the direct, majority member of, and Gregory P. Pipkin, a Director of Flame, who subscribed for $7,000,000, $25,000,000, $3,000,000, $30,000,000, $30,000,000 and $1,000,000, respectively, of the PIPE Investment. Registration Rights Agreement At the Closing, the holders of Holdco ClassÂ A shares immediately prior to the effective time of the Holdco Merger entered into a registration rights agreement with Flame (the â€œRegistration Rights Agreementâ€) pursuant to which such holders are granted certain registration rights with respect to the Flame ClassÂ A common stock to be received as consideration in the Merger. Pursuant to the Registration Rights Agreement, Flame agreed to file a registration statement within 30 calendar days after the consummation of the Merger registering the resale of 3,000,000 shares of Flame common stock under the Registration Rights Agreement, and Flame must use its commercially reasonable efforts to have the registration statement declared effective by the SEC by the earlier of (i)Â the 90th calendar day (or 120th calendar day if the SEC notifies Flame that it will review the registration statement) following the closing of the Merger and (ii)Â the 10th business day after the date Flame is notified (orally or in writing, whichever is earlier) by the SEC that the registration statement will not be reviewed or will not be subject to further review. Flame thereafter will be required to maintain a registration statement that is continuously effective and to cause the registration statement to regain effectiveness in the event that it ceases to be effective. At any time the registration statement is effective, any holder signatory to the Registration Rights Agreement may request, one Â 100 Table of Contents time in any 12-month period, to sell all or a portion of its securities that are registrable in an underwritten offering pursuant to the registration statement for a total offering price reasonably expected to exceed, in the aggregate, $25Â million. In addition, the holders have certain â€œpiggybackâ€ registration rights with respect to registrations initiated by Flame and other Flame stockholders. Flame will bear the expenses incurred in connection with the filing of any registration statements pursuant to the Registration Rights Agreement, subject to limited exceptions. Pursuant to the Registration Rights Agreement, the holders of Holdco ClassÂ A shares immediately prior to the effective time of the Holdco Merger, subject to limited exceptions, will agree to a lock-up on their shares of Flame ClassÂ A common stock, pursuant to which such parties will agree to not transfer shares of Flame ClassÂ A common stock held by such parties for a period of three years following the Closing. Transition Services Agreement Sable has entered into a Transition Services Agreement (the â€œTransition Services Agreementâ€) with EMC on the Closing Date relating to certain services after the Closing. Pursuant to the Transition Services Agreement, EM will provide to Sable certain operational, accounting, cash management, information technology and other general transition services with respect to the Assets (as such term is defined in the Sable-EM Purchase Agreement) for three months following the Closing Date (the â€œTransition Periodâ€). In exchange for the services provided, Sable will pay to EM (i)Â the documented costs for the operation and maintenance of the Assets during the Transition Period, including incidental costs related thereto, (ii)Â reimbursement for the direct costs incurred by EM in connection with each Transition Period Employeeâ€™s (as such term is defined in the Transition Services Agreement) salary, wage, commissions, benefits, contributions and bonuses for work time related to the services provided and (iii)Â a pro rata overhead rate per month for the Assets operated by EM during Transition Period. Sable-EM Purchase Agreement Sable entered into the Sable EM Purchase Agreement on NovemberÂ 1, 2022 with EMC and MPPC relating to the purchase of SYU and the Pipelines. The Sable-EM Purchase Agreement was amended on JuneÂ 13, 2023 and DecemberÂ 15, 2023. EM-Plains Purchase Agreement EM and Plains entered into a Purchase and Sale Agreement (the â€œEM-Plains Purchase Agreementâ€) on OctoberÂ 10, 2022, pursuant to which EM purchased the Pipelines from Plains on OctoberÂ 13, 2022. Term Loan Agreement Sable entered into a Term Loan Agreement which provides for a $606,250,000 term loan before certain specified purchase price adjustments. The proceeds of the Term Loan Agreement were deemed funded on the Closing Date in connection with consummation of the Sable-EM Purchase Agreement. The term loan will bear interest at ten percent (10.0%) per annum (computed on a 360-day year). Unless Sable elects in writing prior to an applicable interest payment date to pay accrued but unpaid interest in cash, all such accrued and unpaid interest shall be compounded annually on JanuaryÂ 1st of each year by adding the relevant amount to the then outstanding principal amount of the term loan. The Term Loan Agreement matures on the earliest to occur of (i)Â the fifth anniversary of the applicable effective time (such effective time, 12:00:01 a.m. (Houston Time) on JanuaryÂ 1, 2022), (ii) ninety days after Restart Production (i.e., one hundred eighty (180)Â days after resumption of actual production from the wells) under and as defined in the Sable-EM Purchase Agreement or (iii)Â acceleration of the term loan in accordance with the terms of the Term Loan Agreement. Certain Engagements in Connection with the Business Combination and Related Transactions We paid an underwriting discount to Cowen and Intrepid, as underwriters, of $0.20 per unit purchased by them in the Company IPO. In addition, Intrepid and Cowen are affiliates of certain holders of founder shares. We Â 101 Table of Contents have also engaged Cowen and Intrepid, who served as the underwriters from the Company IPO, as advisors in connection with our initial business combination, pursuant to the Business Combination Marketing Agreement. We have paid each of Cowen and Intrepid 50% of the Marketing Fee. The total Marketing Fee is $10,062,500, which is 3.5% of the gross proceeds of the Company IPO including proceeds from the full exercise of the underwritersâ€™ over-allotment option. Further, FL Co-Investment, an affiliate of Cowen, and Intrepid Financial Partners, an affiliate of Intrepid, are each the beneficial owners of approximately 3.5% of our outstanding common stock via ownership of founder shares and unexercisable warrants. Cowen, Intrepid and Jefferies also served as joint financial advisors to Sable in connection with the transactions contemplated by the Sable-EM Purchase Agreement and the Business Combination and as joint placement agents in the PIPE Investment. Upon consummation of the Business Combination, Cowen, Intrepid and Jefferies received an aggregate of $4Â million in fees for serving as joint financial advisors to Sable in connection with the transactions contemplated by the Sable-EM Purchase Agreement and the Business Combination. Upon consummation of the PIPE Investment, Cowen, Intrepid and Jefferies received an aggregate of $12Â million in fees for serving as joint placement agents in the PIPE Investment. In addition, Cowen and Jefferies (together with their respective affiliates) are full-service financial institutions engaged in various activities, which may include sales and trading, commercial and investment banking, advisory, investment management, investment research, principal investing, hedging, market making, brokerage and other financial and non-financial activities and services. From time to time, Cowen, Jefferies and their respective affiliates may have provided various investment banking and other commercial dealings unrelated to the Business Combination or the PIPE Investment to us and our affiliates, and may have received customary compensation in connection therewith. In addition, Cowen, Intrepid and Jefferies and their respective affiliates may provide investment banking and other commercial dealings to us and/or EMC and their respective affiliates in the future, for which they would expect to receive customary compensation. In addition, in the ordinary course of its business activities, Cowen, Jefferies and their respective affiliates, officers, directors and employees may make or hold a broad array of investments and actively trade debt and equity securities (or related derivative securities) and financial instruments (including bank loans) for their own accounts and for the accounts of their customers. Such investments and securities activities may involve securities and/or instruments of ours, EMC or their respective affiliates. Cowen, Jefferies and their respective affiliates may also make investment recommendations and/or publish or express independent research views in respect of such securities or financial instruments and may hold, or recommend to clients that they acquire, long and/or short positions in such securities and instruments. Flame Related Party Transactions In NovemberÂ 2020, our founders acquired 7,187,500 founder shares for an aggregate purchase price of $25,000. Our Sponsor purchased 4,671,875 founder shares, FL Co-Investment purchased 1,257,813 founder shares and Intrepid Financial Partners purchased 1,257,812 founder shares. Also in NovemberÂ 2020, our Sponsor transferred 434,375 founder shares to the Flame Independent Directors and certain individuals, including Gregory D. Patrinely, our Executive Vice President and Chief Financial Officer, at their original purchase price. Simultaneously with such transfer, each of FL Co-Investment and Intrepid Financial Partners transferred 13,125 founder shares to our Sponsor, respectively, at their original purchase price. Prior to the initial investment in Flame of $25,000 by our founders, Flame had no assets,

tangible or intangible. The number of founder shares issued was determined based on the expectation that such founder shares would represent 20% of the outstanding shares upon completion of our initial public offering. Additionally, our initial stockholders had agreed to forfeit up to 937,500 founder shares to the extent that the over-allotment option was not exercised in full by the underwriters. On FebruaryÂ 26, 2021, the underwriters fully exercised their over-allotment option; thus, these founder shares were no longer subject to forfeiture. Concurrently with the Company IPO, the Sponsor and other initial stockholders purchased 7,750,000 Private Placement Warrants. Each private placement warrant entitles the holder to purchase one share of our Â 102 Table of Contents ClassÂ A common stock at $11.50 per share. Our initial stockholders are permitted to transfer the Private Placement Warrants held by them to certain permitted transferees, including our officers and directors and other persons or entities affiliated with or related to us, but the transferees receiving such securities will be subject to the same agreements with respect to such securities as the Sponsor. Otherwise, these Warrants are, subject to certain limited exceptions, transferable or salable until 30 days after the completion of our initial business combination. So long as the Private Placement Warrants are held by our initial stockholders or their respective permitted transferees, the Private Placement Warrants will not be redeemable by us for cash. The Private Placement Warrants may also be exercised by the initial stockholders or their respective permitted transferees for cash or on a cashless basis. Otherwise, the Private Placement Warrants have terms and provisions that are identical to those of the Warrants that are part of the units, including as to exercise price, exercisability and exercise period, and may be redeemed by us for shares of Flame ClassÂ A common stock as described herein. Our Sponsor, officers, directors, advisors or any of their respective affiliates, will be reimbursed for any out-of-pocket expenses incurred in connection with activities on our behalf, including with respect to our formation, the Company IPO, and identifying potential target businesses and performing due diligence on suitable business combinations. Additionally, in connection with the successful completion of our initial business combination, we may determine to provide a payment to our Sponsor, officers, directors, advisors, or our or their affiliates; however, any such payment would not be made from the amounts held in the trust account, and we currently do not have any arrangement or agreement with our Sponsor, officers, directors, advisors, or our or their affiliates, to do so, other than as disclosed in the sectionÂ entitled â€œCertain Relationships and Related Person Transactions â€“ Sable and Holdco Related Party Transactions.â€ Our audit committee will review on a quarterly basis all payments that were made or are to be made to our Sponsor, officers, directors, or our or their affiliates and will determine which expenses and the amount of expenses that will be reimbursed. There is no cap or ceiling on the reimbursement of out-of-pocket expenses incurred by such persons in connection with activities on our behalf. On NovemberÂ 25, 2020, our founders agreed to loan us an aggregate of up to $300,000 to cover expenses related to the Company IPO pursuant to a promissory note (the â€œInitial Promissory Noteâ€). This loan was non-interest bearing and payable upon the completion of the Company IPO. We borrowed approximately $75,000 under the Initial Promissory Note and repaid the Initial Promissory Note to our founders in full as of JuneÂ 30, 2021. In order to finance transaction costs in connection with a business combination, our initial stockholders, affiliates of our initial stockholders or certain of our directors and officers may, but are not obligated to, loan us funds as may be required (â€œSponsor Loansâ€). The Sponsor Loans were repaid out of the proceeds of the trust account released at the Closing. Except for the foregoing, the terms of such Sponsor Loans, if any, have not been determined and no written agreements exist with respect to such loans. Certain of the Sponsor Loans (the â€œWorking Capital Loansâ€) were converted upon consummation of the Business Combination, initially up to $1,500,000, which was increased to $3,500,000 on MarchÂ 24, 2023, into Warrants of the post-business combination entity at a price of $1.00 per warrant. Such Warrants are identical to the Private Placement Warrants. As discussed below, since inception, we have entered into nine convertible promissory notes under this arrangement with the Sponsor to provide Working Capital Loans. Additionally, certain of the Sponsor Loans (the â€œPromissory Note Loansâ€) were repaid upon consummation of the Business Combination, without interest. As discussed below, since inception, we have entered into four promissory notes under this arrangement with the Sponsor to provide Promissory Note Loans. On MarchÂ 1, 2021, we issued an unsecured promissory note to the Sponsor (the â€œFirst Working Capital Loanâ€), pursuant to which we may borrow up to an aggregate principal amount of $365,000. The First Working Capital Loan is non-interest bearing and payable on the consummation of an initial business combination. The First Working Capital Loan was fully drawn down in the three months ended SeptemberÂ 30, 2021. The Sponsor assigned approximately $145,000 of the First Working Capital Loan to our Executive Vice President and Chief Financial Officer, Gregory Patrinely, approximately $110,000 of the First Working Capital Loan to our Executive Â 103 Table of Contents Vice President, General Counsel and Secretary, Anthony Duenner, and approximately $110,000 of the First Working Capital Loan to our President, J. Caldwell Flores. As of SeptemberÂ 30, 2023, the First Working Capital Loan in the amount of $365,000 was fully drawn. On DecemberÂ 27, 2021, we issued an unsecured promissory note to the Sponsor (the â€œSecond Working Capital Loanâ€), pursuant to which we may borrow up to an aggregate principal amount of $800,000. The Second Working Capital Loan is non-interest bearing and payable on the consummation of an initial business combination. As of SeptemberÂ 30, 2023, the Second Working Capital Loan in the amount of $800,000 was fully drawn. On MarchÂ 29, 2022, we issued an unsecured promissory note to the Sponsor (the â€œThird Working Capital Loanâ€), pursuant to which we may borrow up to an aggregate principal amount of $335,000. The Third Working Capital Loan is non-interest bearing and payable on the consummation of an initial business combination. As of SeptemberÂ 30, 2023, the Third Working Capital Loan in the amount of $335,000 was fully drawn. On SeptemberÂ 30, 2022, we issued an unsecured promissory note to the Sponsor (the â€œQ3 2022 Promissory Noteâ€), pursuant to which we may borrow up to an aggregate principal amount of $170,000. The Q3 2022 Promissory Note is non-interest bearing and payable upon the completion of an initial business combination. As of SeptemberÂ 30, 2023, the Q3 2022 Promissory Note in the amount of $170,000 was fully drawn. On OctoberÂ 31, 2022, we issued an unsecured promissory note to the Sponsor (the â€œQ4 2022 Promissory Noteâ€), pursuant to which we may borrow up to an aggregate principal amount of $200,000. The Q4 2022 Promissory Note is non-interest bearing and payable upon the completion of an initial business combination. As of SeptemberÂ 30, 2023, the Q4 2022 Promissory Note in the amount of $200,000 was fully drawn. On FebruaryÂ 6, 2023, we issued an unsecured promissory note to the Sponsor (the â€œQ1 2023 Promissory Noteâ€), pursuant to which we may borrow up to an aggregate principal amount of $535,000. The Q1 2023 Promissory Note is non-interest bearing and payable upon the completion of our initial business combination. As of SeptemberÂ 30, 2023, we have borrowed $535,000 under the Q1 2023 Promissory Note. On MarchÂ 29, 2023, we and the Sponsor entered into amendments to each of the Q3 2022 Promissory Note, Q4 2022 Promissory Note and Q1 2023 Promissory Note, pursuant to which loans made under such notes are, at the lenderâ€™s discretion, convertible into Warrants of the post-Business Combination entity. On MayÂ 12, 2023, the Q1 2023 Promissory Note was amended to clarify that approximately $356,370 of the note proceeds are convertible into Warrants of the post-Business Combination entity at a price of $1.00 per warrant, while the remainder of the note proceeds are non-convertible notes to be used to fund advances to the acquisition target. Such Warrants are identical to the Private Placement Warrants, including as to exercise price, exercisability and exercise period. On MayÂ 12, 2023, we issued an unsecured promissory note to the Sponsor (the â€œFirst Q2 2023 Promissory Noteâ€), pursuant to which we may borrow up to an aggregate principal amount of $395,000. The First Q2 2023 Promissory Note is non-interest bearing and payable on the completion of our initial business combination. As of SeptemberÂ 30, 2023, we have borrowed $395,000 under the First Q2 2023 Promissory Note. Also on MayÂ 12, 2023, we issued an unsecured promissory note to the Sponsor (the â€œSecond Q2 2023 Promissory Noteâ€), pursuant to which we may borrow up to an aggregate principal amount of $355,000 to pay or advance out-of-pocket expenses of Sable in connection with the Business Combination. The Second Q2 2023 Promissory Note is non-interest bearing and payable on the completion of our initial business combination. As of SeptemberÂ 30, 2023, we have borrowed $355,000 under the Second Q2 2023 Promissory Note. On JuneÂ 22, 2023, we issued an unsecured promissory note to the Sponsor (the â€œThird Q2 2023 Promissory Noteâ€), pursuant to which we may borrow up to an aggregate principal amount of $100,000 to pay or advance out-of-pocket expenses of Sable in connection with the Business Combination. The Third Q2 2023 Promissory Â 104 Table of Contents Note is non-interest bearing and payable on the completion of our initial business combination. As of SeptemberÂ 30, 2023, we have borrowed $100,000 under the Third Q2 2023 Promissory Note. Also on JuneÂ 22, 2023, we issued an unsecured promissory note to the Sponsor (the â€œFourth Q2 2023 Promissory Noteâ€), pursuant to which we may borrow up to an aggregate principal amount of $50,000. The Fourth Q2 2023 Promissory Note is non-interest bearing and payable on the completion of our initial business combination. As of SeptemberÂ 30, 2023, we have borrowed $50,000 under the Fourth Q2 2023 Promissory Note. On AugustÂ 30, 2023, we issued an unsecured promissory note to the Sponsor (the â€œFirst Q3 2023 Promissory Noteâ€), pursuant to which we may borrow up to an aggregate principal amount of $635,000. The First Q3 2023 Promissory Note is non-interest bearing and payable upon the completion of our initial business combination. As of SeptemberÂ 30, 2023, we have borrowed $635,000 under the First Q3 2023 Promissory Note. Also on AugustÂ 30, 2023, we issued an unsecured promissory note to the Sponsor (the â€œSecond Q3 2023 Promissory Noteâ€), pursuant to which we may borrow up to an aggregate principal amount of $495,000 to pay or advance out-of-pocket expenses of Sable in connection with the Business Combination. The Second Q3 2023 Promissory Note is non-interest bearing and payable on the completion of our initial business combination. As of SeptemberÂ 30, 2023, we have borrowed $495,000 under the Second Q3 2023 Promissory Note. In addition, in order to finance transaction costs in connection with an intended initial business combination, the Sponsor or an affiliate of the Sponsor or certain of our officers and directors may, but are not obligated to, loan us funds as may be required. If we complete our initial business combination, we may repay such loaned amounts. In the event that our initial business combination does not close, we may use a portion of the working capital held outside the trust account to repay such loaned amounts, but no proceeds from the trust account would be used for such repayment. Initially up to $1,500,000, which was increased to $3,500,000 on MarchÂ 24, 2023, of such loans may be convertible into warrants at a price of $1.00 per warrant at the option of the lender. Such warrants are identical to the Private Placement Warrants, including as to exercise price, exercisability and exercise period. On MarchÂ 29, 2023, Flame and the Sponsor entered into amendments to each of the Q3 2022 Promissory Note, Q4 2022 Promissory Note and Q1 2023 Promissory Note, pursuant to which loans made under such notes are, at the lenderâ€™s discretion, convertible into warrants at a price of $1.00 per warrant. Each of the First Working Capital Loan, Second Working Capital Loan, Third Working Capital Loan, Q3 2022 Promissory Note, Q4 2022 Promissory Note, First Q2 2023 Promissory Note, Fourth Q2 2023 Promissory Note, First Q3 2023 Promissory Note and $356,370 of the Q1 2023 Promissory Note are Working Capital Loans and may be convertible into warrants at a price of $1.00 per warrant at the option of the Sponsor. The following table presents the balances of the Working Capital Loans (at principal value) as of SeptemberÂ 30, 2023, and JanuaryÂ 31, 2024. The Working Capital Loans are recorded at their respective fair value on each balance sheet date (see Note 5 to the financial statements for further discussion). All such Working Capital Loans may be convertible into warrants at a price of $1.00 per warrant at the option of the lender. Such warrants are identical to the Private Placement Warrants, including as to exercise price, exercisability and exercise period. Â Working Capital Loans Â Â Amount Â First Working Capital Loan Â Â $ 365,000 Â Second Working Capital Loan Â Â Â 800,000 Â Third Working Capital Loan Â Â Â 335,000 Â Q3 2022 Promissory Note Â Â Â 170,000 Â Q4 2022 Promissory Note Â Â Â 200,000 Â Q1 2023 Promissory Note Â Â Â 356,370 Â First Q2 2023 Promissory Note Â Â Â 395,000 Â Fourth Q2 2023 Promissory Note Â Â Â 50,000 Â First Q3 2023 Promissory Note Â Â Â 635,000 Â Â Â Â Â Â Total Working Capital Loans. Â Â $ 3,306,370 Â Â Â Â Â Â Â 105 Table of Contents The following table presents the balances of the Promissory Note Loans (at principal value) as of SeptemberÂ 30, 2023, and JanuaryÂ 31, 2024. None of the Promissory Note Loans are convertible into warrants. Â Promissory Note Loans Â Â Amount Â Q1 2023 Promissory Note Â Â $ 178,630 Â Second Q2 2023 Promissory Note Â Â Â 355,000 Â Third Q2 2023 Promissory Note Â Â Â 100,000 Â Second Q3 2023 Promissory Note Â Â Â 495,000 Â Â Â Â Â Â Total Promissory Note Loans Â Â $ 1,128,630 Â Â Â Â Â Â No compensation or fees of any kind, including finderâ€™s fees, consulting fees or other similar compensation, will be paid to any of our initial stockholders, officers or directors who owned our shares of common stock prior to the Company IPO, or to any of their respective affiliates, prior to or with respect to the Business Combination. At the Closing, all of the Working Capital Loans were converted into 3,306,370 Warrants at a price of $1.00 per Warrant and each of the Promissory Note Loans were repaid fully in cash. Pursuant to a registration rights agreement with our initial stockholders, we may be required to register certain securities for sale under the Securities Act. These holders, and holders of warrants issued upon conversion of the Working Capital Loans, if any, are entitled under the registration rights agreement to make up to three demands (provided, that each of FL Co-Investment and Intrepid Financial Partners will be entitled to one demand in accordance with FINRA Rule 5110(g)(8)(B)) that we register certain of our securities held by them for sale under the Securities Act and to have the securities covered thereby registered for resale pursuant to Rule 415 under the Securities Act. In addition, these holders have the right to include their securities in other registration statements filed by us. However, the registration rights agreement provides that we will not permit any registration statement filed under the Securities Act to become effective until the securities covered thereby are released from their lock-up restrictions, as described herein. We will bear the costs and expenses of filing any such registration statements. All ongoing and future transactions between us and any of our officers and directors or their respective affiliates will be on terms believed by us to be no less favorable to us than are available from unaffiliated third parties. Such transactions, including the payment of any compensation, will require prior approval by a majority of our uninterested â€œindependentâ€ directors or the members of our board of directors who do not have an interest in the transaction, in either case who had access, at our expense, to our attorneys or independent legal counsel. We will not enter into any such transaction unless our disinterested â€œindependentâ€ directors (or, if there are no â€œindependentâ€ directors, our disinterested directors) determine that the terms of such transaction are no less favorable to us than those that would be available to us with respect to such a transaction from unaffiliated third parties. Sable and Holdco Related Party Transactions Registration Rights Agreement We have entered into the Registration Rights Agreement with James C. Flores. Merger Agreement In connection with the Closing, James C. Flores received 3,000,000 shares of Flame ClassÂ A common stock in consideration of his Holdco ClassÂ A shares pursuant to the Merger Agreement. Employment Agreements In connection with the Closing, James C. Flores and other executive officers will receive certain compensation under the Sable employment agreements. For additional information, see â€œExecutive and Director Compensation.â€ Â 106 Table of Contents Policies and Procedures for Related Party Transactions While Sable does not have a formal written policy or procedure for the review, approval or ratification of related party transactions, the Sable Board reviews and considers the interests of its directors, executive officers and principal stockholders in its review and consideration of transactions and obtains the approval of non-interested directors when it determines that such approval is appropriate under the circumstances. Upon consummation of the Business Combination, Sable adopted a written related person transaction policy. This written policy regarding related person transactions provides that a related person transaction is a transaction, arrangement or relationship or any series of similar transactions, arrangements or relationships, in which Sable is a participant and in which a related person has, had or will have a direct or indirect material interest and in which the aggregate amount involved exceeds $120,000. Sableâ€™s policy also provides that a related person means any of Sableâ€™s executive officers and directors (including director nominees), in each case at any time since the beginning of Sableâ€™s last fiscal year, or holders of more than 5% of any class of Sableâ€™s voting securities and any member of the immediate family of, or person sharing the household with, any of the foregoing persons. Sableâ€™s audit committee will have the primary responsibility for reviewing and approving or disapproving related person transactions. In addition to Sableâ€™s policy, Sableâ€™s audit committee charter that has been in effect since the consummation of the Business Combination provides that Sableâ€™s audit committee shall review and approve or disapprove any related person transactions. All related person transactions described in this sectionÂ occurred prior to adoption of the formal, written policy described above, and therefore these transactions were not subject to the approval and review procedures set forth in the policy. Â 107 Table of Contents PRINCIPAL SECURITYHOLDERS The following table and accompanying footnotes sets forth information known to us regarding the beneficial ownership of our Common Stock immediately following consummation of the Business Combination by: Â Â â€¢ Â each person who is the beneficial owner of more than 5% of the outstanding shares of our Common Stock; Â Â â€¢ Â each of our named executive officers and directors; and Â Â â€¢ Â all of our executive officers and directors as a group. Beneficial ownership is determined according to the rules of the SEC, which generally provide that a person has beneficial ownership of a security if he, she or it possesses sole or shared voting or investment power over that security, including options and warrants that are currently exercisable or exercisable within 60 days. Except as described in the footnotes below and subject to applicable community property laws and similar laws, we believe that each person listed below has sole voting and investment power with respect to such shares. Unless otherwise noted, the address of each beneficial owner is c/o Sable Offshore Corp., 700 Milam Street, Suite 3300, Houston, Texas, 77002. The beneficial ownership of our Common Stock is based on 60,166,269 shares of Common Stock issued and outstanding immediately following consummation of the Business Combination, including the redemption of the shares of Common Stock as described above. Beneficial Ownership Table Â Name of Beneficial Owners(1) Â Â NumberÂ ofÂ Sharesof Common StockBeneficiallyÂ Owned Â Â Â PercentageÂ ofOutstandingCommonÂ Stock Â 5% Stockholders: Â Â Â Â Pilgrim Global ICAV(2) Â Â Â 8,000,000 Â Â Â Â 13.3 %Â FMR LLC(3) Â Â Â 9,024,910 Â Â Â Â 15.0 %Â Directors and Named Executive Officers: Â Â Â Â James C. Flores(4) Â Â Â 16,970,120 Â Â Â Â 25.5 %Â Gregory D. Patrinely(5) Â Â Â 406,042 Â Â Â Â * Â Michael E. Dillard(6) Â Â Â 581,875 Â Â Â Â * Â Gregory P. Pipkin(7) Â Â Â 296,875 Â Â Â Â * Â Christopher B. Sarofim(8) Â Â Â 6,924,375 Â Â Â Â 11.5 %Â J. Caldwell Flores(9) Â Â Â 935,942 Â Â Â Â 1.5 %Â Doss R. Bourgeois(10) Â Â Â 300,000 Â Â Â Â *

Â Anthony C. Duenner(11) Â Â Â 371,666 Â Â Â * Â Â * Less than one percent. (1) Unless otherwise indicated, the business address of each of the individuals is Sable Offshore Corp., 700 Milam Street, Suite 3300, Houston, Texas 77002. (2) May be deemed to be beneficially owned by Pilgrim Global Advisors LLC, the investment adviser to Pilgrim Global ICAV. Darren Maupin is the majority owner of Pilgrim Global Advisors LLC. The principal business address of Pilgrim Global ICAV is 33 Sir John Rogersonâ€™s Quay, Dublin 2, Ireland. (3) May be deemed to be beneficially owned by FMR LLC, certain of its subsidiaries and affiliates, and other companies. Abigail P. Johnson is the Director, Chair and the Chief Executive Officer of FMR LLC. Members of the Johnson family, including Abigail P. Johnson, are the predominant owners, directly or through trusts, of Series B voting common shares of FMR LLC, representing 49% of the voting power of FMR LLC. The Johnson family group and all other Series B shareholders have entered into a shareholdersâ€™ voting agreement under which all Series B voting common shares will be voted in accordance with the Â 108 Table of Contents Â majority vote of Series B voting common shares. Accordingly, through their ownership of voting common shares and the execution of the shareholdersâ€™ voting agreement, members of the Johnson family may be deemed, under the Investment Company Act of 1940, to form a controlling group with respect to FMR LLC. The address of FMR LLC is 245 Summer Street, Boston, MA 02210. (4) Consists of (i) 7,963,750 shares of Common Stock, (ii) 6,481,370 Warrants to acquire Common Stock that are exercisable within 60 days, and (iii) 2,500,000 shares of Common Stock held of record by Flores Family Limited Partnership #2. Mr. Flores is the general partner of Flores Family Limited Partnership #2. As such, Mr. Flores may be deemed to share beneficial ownership of the shares of Common Stock of record by Flores Family Limited Partnership #2. Mr.Â Flores may be deemed to share beneficial ownership of 25,000 shares of Common Stock held of record by certain family limited partnerships that he may be deemed to control. (5) Consists of (i) 71,875 shares of Common Stock and (ii) 334,167 Warrants to acquire Common Stock that are exercisable within 60 days. (6) Consists of (i) 101,875 shares of Common Stock and (ii) 480,000 Warrants to acquire Common Stock that are exercisable within 60 days. (7) Consists of (i) 211,875 shares of Common Stock and (ii) 85,000 Warrants to acquire Common Stock that are exercisable within 60 days. (8) Consists of (i) 596,875 shares of Common Stock held of record by Mr.Â Sarofim, (ii) 327,500 Warrants to acquire Common Stock that are exercisable within 60 days, (iii) 3,000,000 shares of Common Stock held of record by Victorious Angel Group LTD and (iv) 3,000,000 shares of Common Stock held of record by Fayez Sarofim & Co. Mr.Â Sarofim is the managing member of Victorious Angel Group LTD. As such, Mr.Â Sarofim may be deemed to share beneficial ownership of the shares of Common Stock held of record by Victorious Angel Group LTD. Mr. Sarofim is the direct, majority member of Fayez Sarofim & Co. and as a result may be deemed to share beneficial ownership of the securities held by Fayez Sarofim & Co. (9) Consists of (i) 71,875 shares of Common Stock and (ii) 514,067 Warrants to acquire Common Stock that are exercisable within 60 days. Includes 350,000 shares of Common Stock held of record by JCF Capital, LLC. Mr.Â Flores is the managing member of JCF Capital, LLC. As such, Mr.Â Flores may be deemed to share beneficial ownership of the shares of Common Stock held of record by JCF Capital, LLC. (10) Consists of (i) 200,000 shares of Common Stock and (ii) 100,000 Warrants to acquire Common Stock that are exercisable within 60 days. (11) Consists of (i) 100,000 shares Common Stock and (ii) 271,666 Warrants to acquire Common Stock that are exercisable within 60 days. Â 109 Table of Contents SELLING HOLDERS This prospectus relates to the offer and sale from time to time by the Selling Holders, or their permitted transferees, of up to 65,268,780 shares of Common Stock, consisting of (a) 44,024,910 shares of Common Stock issued in the PIPE Investment; (b) 3,000,000 shares of Common Stock issued in connection with the Closing; (c)Â 7,187,500 shares of Common Stock issued to the Insiders; and (d) up to 11,056,370 Private Warrant Shares. The Selling Holders may from time to time offer and sell any or all of the shares of Common Stock, shares of Common Stock issuable upon the exercise of the Warrants set forth below pursuant to this prospectus and Private Placement Warrants. The table below is prepared based on information provided to us by the Selling Holders. It sets forth the name and address of the Selling Holders and other information regarding the beneficial ownership of the shares of Common Stock by each of the Selling Holders and of the Private Placement Warrants by the applicable Selling Holders. In the table below, the second column lists the number of shares of Common Stock beneficially owned by each Selling Holder prior to the offering; the third column lists the maximum number of shares of Common Stock to be sold pursuant to this prospectus by the Selling Holders; the fourth column lists the number of shares of Common Stock beneficially owned after the sale of all of the shares offered by each Selling Holder pursuant to this prospectus; the fifth column lists the number of Private Placement Warrants beneficially owned by each Selling Holder prior to the offering; the sixth column lists the maximum number of Private Placement Warrants being offered by this prospectus by each Selling Holder; the seventh column lists the number of Private Placement Warrants beneficially owned after the sale of all of the Private Placement Warrants offered by each Selling Holder pursuant to this prospectus; and the eighth column lists the percentage of outstanding Common Stock beneficially owned after the offered shares of Common Stock and Private Placement Warrants are sold pursuant to this prospectus. Beneficial ownership is determined according to the rules of the SEC, which generally provide that a person has beneficial ownership of a security if he, she or it possesses sole or shared voting or investment power over that security, including options and warrants that are currently exercisable or exercisable within 60 days. Shares of Common Stock issuable pursuant to options or warrants are deemed to be outstanding for purposes of computing the beneficial ownership percentage of the person or group holding such options or warrants but are not deemed to be outstanding for purposes of computing the beneficial ownership percentage of any other person. As of FebruaryÂ 14, 2024, there were 60,166,269 outstanding shares of Common Stock. We cannot advise you as to whether the Selling Holders will in fact sell any or all of the securities set forth in the table below. See the sectionÂ of this prospectus entitled â€œPlan of Distribution.â€ In addition, the Selling Holders may sell, transfer or otherwise dispose of, at any time and from time to time, such securities in transactions exempt from the registration requirements of the Securities Act after the date of this prospectus. For purposes of the below table, unless otherwise indicated below, we have assumed that the Selling Holders will have sold all of the securities covered by this prospectus upon the completion of the offering. Unless otherwise indicated, the address of each Selling Holder named in the table below is c/o Sable Offshore Corp. 700 Milam Street, Suite 3300, Houston, Texas 77002. Â 110 Table of Contents Shares of Common Stock and Private Placement Warrants Â Name of Selling Holder and Addresses Â Number ofShares ofCommonStockOwned Priorto Offering Â Â MaximumNumber ofShares ofCommonStockto be SoldPursuant tothisProspectus Â Â NumberÂ ofShares ofCommonStockOwnedÂ AfterOffering Â Â Number ofPrivatePlacementWarrantsOwnedPrior toOffering Â Â MaximumNumber ofPrivatePlacementWarrantsto be SoldPursuantto thisProspectus Â Â NumberofPrivatePlacementWarrantsOwnedAfterOffering Â Â PercentageÂ ofOutstandingCommonStockBeneficiallyOwned Afterthe OfferedShares ofCommonStockare Sold Â Directors and Executive Officers Â James C. Flores(1) Â Â 16,945,120 Â Â Â 16,945,120 Â Â Â â€”â€‚ Â Â Â 6,481,370 Â Â Â 6,481,370 Â Â Â â€”â€‚ Â Â Â â€”â€‚ Gregory D. Patrinely(2) Â Â 406,042 Â Â Â 406,042 Â Â Â â€”â€‚ Â Â Â 334,167 Â Â Â 334,167 Â Â Â â€”â€‚ Â Â Â â€”â€‚ Michael E. Dillard(3) Â Â 174,375 Â Â Â 174,375 Â Â Â â€”â€‚ Â Â Â 77,500 Â Â Â 77,500 Â Â Â â€”â€‚ Â Â Â â€”â€‚ Gregory P. Pipkin(4) Â Â 274,375 Â Â Â 274,375 Â Â Â â€”â€‚ Â Â Â 77,500 Â Â Â 77,500 Â Â Â â€”â€‚ Â Â Â â€”â€‚ Christopher B. Sarofim(5) Â Â 6,174,375 Â Â Â 6,174,375 Â Â Â â€”â€‚ Â Â Â 77,500 Â Â Â 77,500 Â Â Â â€”â€‚ Â Â Â â€”â€‚ J. Caldwell Flores(6) Â Â 449,375 Â Â Â 449,375 Â Â Â â€”â€‚ Â Â Â 299,167 Â Â Â 299,167 Â Â Â â€”â€‚ Â Â Â â€”â€‚ Other Selling Holders Â Â Â Â Â Â Â Â Adage Capital Partners LP Â Â 3,000,000 Â Â Â 3,000,000 Â Â Â â€”â€‚ Â Â Â â€”â€‚ Â Â Â â€”â€‚ Â Â Â â€”â€‚ Â Â Â â€”â€‚ Alyeska Master Fund, LP Â Â 2,000,000 Â Â Â 2,000,000 Â Â Â â€”â€‚ Â Â Â â€”â€‚ Â Â Â â€”â€‚ Â Â Â â€”â€‚ Â Â Â â€”â€‚ Amelia Trust Company LTA Â Â Â Â â€”â€‚ Â Â Â â€”â€‚ Â Â Â â€”â€‚ Â Â Â â€”â€‚ Â Â Â â€”â€‚ Aventail Energy Master Fund, LP Â Â 725,000 Â Â Â 725,000 Â Â Â â€”â€‚ Â Â Â â€”â€‚ Â Â Â â€”â€‚ Â Â Â â€”â€‚ BTL 2012 Trust Â Â Â 25,000 Â Â Â 25,000 Â Â Â â€”â€‚ Â Â Â â€”â€‚ Â Â Â â€”â€‚ Â Â Â â€”â€‚ BTL/LLL Investments Limited Partnership Â Â Â 50,000 Â Â Â 50,000 Â Â Â â€”â€‚ Â Â Â â€”â€‚ Â Â Â â€”â€‚ Â Â Â â€”â€‚ Â Â Â â€”â€‚ Buffalo Bayou Holdings, LLC Â Â 200,000 Â Â Â 200,000 Â Â Â â€”â€‚ Â Â Â â€”â€‚ Â Â Â â€”â€‚ Â Â Â â€”â€‚ Christopher B. Sarofim 2017 Gift Trust Â Â 3,000,000 Â Â Â 3,000,000 Â Â Â â€”â€‚ Â Â Â â€”â€‚ Â Â Â â€”â€‚ Â Â Â â€”â€‚ Compass Offshore SAV II PCC Limited Â Â 47,200 Â Â Â 47,200 Â Â Â â€”â€‚ Â Â Â â€”â€‚ Â Â Â â€”â€‚ Â Â Â â€”â€‚ Â Â Â â€”â€‚ Compass SAV II LLC Â Â 73,800 Â Â Â 73,800 Â Â Â â€”â€‚ Â Â Â â€”â€‚ Â Â Â â€”â€‚ Â Â Â â€”â€‚ Â Â Â â€”â€‚ Crimson Group, Ltd. Â Â 200,000 Â Â Â 200,000 Â Â Â â€”â€‚ Â Â Â â€”â€‚ Â Â Â â€”â€‚ Â Â Â â€”â€‚ Crown/Aventail Segregated Portfolio Â Â 154,000 Â Â Â 154,000 Â Â Â â€”â€‚ Â Â Â â€”â€‚ Â Â Â â€”â€‚ Â Â Â â€”â€‚ Â Â Â â€”â€‚ Fayez Sarofim & Co. Â Â 3,000,000 Â Â Â 3,000,000 Â Â Â â€”â€‚ Â Â Â â€”â€‚ Â Â Â â€”â€‚ Â Â Â â€”â€‚ Fidelity Contrafund: Fidelity Contrafund Â Â 4,367,875 Â Â Â 4,367,875 Â Â Â â€”â€‚ Â Â Â â€”â€‚ Â Â Â â€”â€‚ Â Â Â â€”â€‚ Fidelity Contrafund Commingled Pool Â Â 1,742,200 Â Â Â 1,742,200 Â Â Â â€”â€‚ Â Â Â â€”â€‚ Â Â Â â€”â€‚ Â Â Â â€”â€‚ Fidelity Contrafund: Fidelity Contrafund K6 Â Â 1,076,300 Â Â Â 1,076,300 Â Â Â â€”â€‚ Â Â Â â€”â€‚ Â Â Â â€”â€‚ Â Â Â â€”â€‚ Fidelity Contrafund: Fidelity Advisor New Insights Fund Â Â 460,290 Â Â Â 460,290 Â Â Â â€”â€‚ Â Â Â â€”â€‚ Â Â Â â€”â€‚ Â Â Â â€”â€‚ Fidelity Global Growth and Value Investment Trust Â Â 34,972 Â Â Â 34,972 Â Â Â â€”â€‚ Â Â Â â€”â€‚ Â Â Â â€”â€‚ Â Â Â â€”â€‚ Fidelity Insights Investment Trust Â Â 385,000 Â Â Â 385,000 Â Â Â â€”â€‚ Â Â Â â€”â€‚ Â Â Â â€”â€‚ Â Â Â â€”â€‚ Fidelity Contrafund: Fidelity Series Opportunistic Insights Fund Â Â 352,000 Â Â Â 352,000 Â Â Â â€”â€‚ Â Â Â â€”â€‚ Â Â Â â€”â€‚ Â Â Â â€”â€‚ Variable Insurance Products Fund II: VIP Contrafund Portfolio Â Â 519,473 Â Â Â 519,473 Â Â Â â€”â€‚ Â Â Â â€”â€‚ Â Â Â â€”â€‚ Â Â Â â€”â€‚ Fidelity Special Situations Fund Â Â 86,800 Â Â Â 86,800 Â Â Â â€”â€‚ Â Â Â â€”â€‚ Â Â Â â€”â€‚ Â Â Â â€”â€‚ 111 Table of Contents Name of Selling Holder and Addresses Â Number ofShares ofCommonStockOwned Priorto Offering Â Â MaximumNumber ofShares ofCommonStockto be SoldPursuant tothisProspectus Â Â NumberÂ ofShares ofCommonStockOwnedÂ AfterOffering Â Â Number ofPrivatePlacementWarrantsOwnedPrior toOffering Â Â MaximumNumber ofPrivatePlacementWarrantsto be SoldPursuantto thisProspectus Â Â NumberofPrivatePlacementWarrantsOwnedAfterOffering Â Â PercentageÂ ofOutstandingCommonStockBeneficiallyOwned Afterthe OfferedShares ofCommonStockare Sold Â Directors and Executive Officers Â Finger 2012 Trust U/A 4/16/2012 Â Â 35,000 Â Â Â 35,000 Â Â Â â€”â€‚ Â Â Â â€”â€‚ Â Â Â â€”â€‚ Â Â Â â€”â€‚ FL Co-Investment, LLC Â Â 2,988,438 Â Â Â 2,988,438 Â Â Â â€”â€‚ Â Â Â 1,743,750 Â Â Â 1,743,750 Â Â Â â€”â€‚ Â Â Â â€”â€‚ Flores Family Limited partnershipÂ #2 Â Â 25,000,000 Â Â Â 25,000,000 Â Â Â â€”â€‚ Â Â Â â€”â€‚ Â Â Â â€”â€‚ Â Â Â â€”â€‚ Harraden Circle Investors, LP Â Â 300,000 Â Â Â 300,000 Â Â Â â€”â€‚ Â Â Â â€”â€‚ Â Â Â â€”â€‚ Â Â Â â€”â€‚ Harraden Circle Special Opportunities, LP Â Â 100,000 Â Â Â 100,000 Â Â Â â€”â€‚ Â Â Â â€”â€‚ Â Â Â â€”â€‚ Â Â Â â€”â€‚ Humble CHAG Interests, LLC Â Â 1,000,000 Â Â Â 1,000,000 Â Â Â â€”â€‚ Â Â Â â€”â€‚ Â Â Â â€”â€‚ Â Â Â â€”â€‚ Intrepid Financial Partners, LLC Â Â 2,998,437 Â Â Â 2,988,437 Â Â Â â€”â€‚ Â Â Â 1,743,750 Â Â Â 1,743,750 Â Â Â â€”â€‚ Â Â Â â€”â€‚ JCF Capital, LLC Â Â 375,000 Â Â Â 375,000 Â Â Â â€”â€‚ Â Â Â 77,500 Â Â Â 77,500 Â Â Â â€”â€‚ Â Â Â â€”â€‚ John T. Raymond Â Â 1,000,000 Â Â Â 1,000,000 Â Â Â â€”â€‚ Â Â Â â€”â€‚ Â Â Â â€”â€‚ Â Â Â â€”â€‚ KitchCo Investments, Ltd. Â Â 50,000 Â Â Â 50,000 Â Â Â â€”â€‚ Â Â Â â€”â€‚ Â Â Â â€”â€‚ Â Â Â â€”â€‚ Leon Brooks Â Â 200,000 Â Â Â 200,000 Â Â Â â€”â€‚ Â Â Â â€”â€‚ Â Â Â â€”â€‚ Â Â Â â€”â€‚ LLL Liquidity Trust Â Â 25,000 Â Â Â 25,000 Â Â Â â€”â€‚ Â Â Â â€”â€‚ Â Â Â â€”â€‚ Â Â Â â€”â€‚ LMR Multi-Strategy Master Fund Limited Â Â 500,000 Â Â Â 500,000 Â Â Â â€”â€‚ Â Â Â â€”â€‚ Â Â Â â€”â€‚ Â Â Â â€”â€‚ Martha Finger Â Â 10,000 Â Â Â 10,000 Â Â Â â€”â€‚ Â Â Â â€”â€‚ Â Â Â â€”â€‚ Â Â Â â€”â€‚ Moore Capital Management, LP Â Â 500,000 Â Â Â 500,000 Â Â Â â€”â€‚ Â Â Â â€”â€‚ Â Â Â â€”â€‚ Â Â Â â€”â€‚ MSH Family Partnership, Ltd Â Â 1,000,000 Â Â Â 1,000,000 Â Â Â â€”â€‚ Â Â Â â€”â€‚ Â Â Â â€”â€‚ Â Â Â â€”â€‚ Pilgrim Global ICAV Â Â 8,000,000 Â Â Â 8,000,000 Â Â Â â€”â€‚ Â Â Â â€”â€‚ Â Â Â â€”â€‚ Â Â Â â€”â€‚ Remy W. Trafelet Revocable Trust Â Â 100,000 Â Â Â 100,000 Â Â Â â€”â€‚ Â Â Â â€”â€‚ Â Â Â â€”â€‚ Â Â Â â€”â€‚ Riparian Partners LP Â Â 150,000 Â Â Â 150,000 Â Â Â â€”â€‚ Â Â Â â€”â€‚ Â Â Â â€”â€‚ Â Â Â â€”â€‚ Ronnie Dunn Â Â 200,000 Â Â Â 200,000 Â Â Â â€”â€‚ Â Â Â â€”â€‚ Â Â Â â€”â€‚ Â Â Â â€”â€‚ Sable Investments XXXIII LLC Â Â 1,500,000 Â Â Â 1,500,000 Â Â Â â€”â€‚ Â Â Â â€”â€‚ Â Â Â â€”â€‚ Â Â Â â€”â€‚ Texan National Holdings I Ltd. Â Â 100,000 Â Â Â 100,000 Â Â Â â€”â€‚ Â Â Â â€”â€‚ Â Â Â â€”â€‚ Â Â Â â€”â€‚ Thomas Leo Ryan Â Â 500,000 Â Â Â 500,000 Â Â Â â€”â€‚ Â Â Â â€”â€‚ Â Â Â â€”â€‚ Â Â Â â€”â€‚ Timothy Carlson Â Â 5,000 Â Â Â 5,000 Â Â Â â€”â€‚ Â Â Â â€”â€‚ Â Â Â â€”â€‚ Â Â Â â€”â€‚ Victorious Angel Group LTD Â Â 3,000,000 Â Â Â 3,000,000 Â Â Â â€”â€‚ Â Â Â â€”â€‚ Â Â Â â€”â€‚ Â Â Â â€”â€‚ Warbasse67 Fund Â Â 100,000 Â Â Â 100,000 Â Â Â â€”â€‚ Â Â Â â€”â€‚ Â Â Â â€”â€‚ Â Â Â â€”â€‚ Wedbush Securities Inc. Â Â 50,000 Â Â Â 50,000 Â Â Â â€”â€‚ Â Â Â â€”â€‚ Â Â Â â€”â€‚ Â Â Â â€”â€‚ * Less than 1% (1) Consists of (i) 7,963,750 shares of Common Stock, (ii) 2,500,000 shares of Common Stock held of record by Flores Family Limited Partnership #2, and (iii) 6,481,370 Private Placement Warrants (and 6,481,370 shares of Common Stock issuable upon exercise of such Private Placement Warrants). Mr. Flores is the general partner of Flores Family Limited Partnership #2. As such, Mr. Flores may be deemed to share beneficial ownership of the shares of Common Stock of record by Flores Family Limited Partnership #2. (2) Consists of (i) 71,875 shares of Common Stock and (ii) 334,167 Private Placement Warrants (and 334,167 shares of Common Stock issuable upon exercise of such Private Placement Warrants). (3) Consists of (i) 96,875 shares of Common Stock and (ii) 77,500 Private Placement Warrants (and 77,500 shares of Common Stock issuable upon exercise of such Private Placement Warrants). Â 112 Table of Contents (4) Consists of (i) 196,875 shares of Common Stock and (ii) 77,500 Private Placement Warrants (and 77,500 shares of Common Stock issuable upon exercise of such Private Placement Warrants). (5) Consists of (i) 96,875 shares of Common Stock, (ii) 3,000,000 shares of Common Stock held of record by Victorious Angel Group LTD, (iii) 3,000,000 shares of Common Stock held of record by Fayez Sarofim & Co. and (iv) 77,500 Private Placement Warrants (and 77,500 shares of Common Stock issuable upon exercise of such Private Placement Warrants). Mr. Sarofim is the managing member of Victorious Angel Group LTD. As such, Mr. Sarofim may be deemed to share beneficial ownership of the shares of Common Stock held of record by Victorious Angel Group LTD. Mr. Sarofim is the direct, majority member of Fayez Sarofim & Co. and as a result may be deemed to share beneficial ownership of the securities held by Fayez Sarofim & Co. (6) Consists of (i) 71,875 shares of Common Stock, (ii) 300,000 shares of Common Stock held of record by JCF Capital, LLC, and (iii) 221,667 Private Placement Warrants (and 221,667 shares of Common Stock issuable upon exercise of such Private Placement Warrants). Mr. Flores is the managing member of JCF Capital, LLC. As such, Mr. Flores may be deemed to share beneficial ownership of the shares of Common Stock held of record by JCF Capital, LLC. Material Relationships with the Selling Holders For a description of our material relationships with the Selling Holders and their affiliates see the sectionsÂ of this prospectus entitled â€œManagementâ€ and â€œExecutive and Director Compensation.â€ Â 113 Table of Contents PLAN OF DISTRIBUTION We are registering the issuance by us of an aggregate of up to 25,431,370 shares of our Common Stock issuable by us upon exercise of the Warrants. We are registering the offer and sale from time to time by the Selling Securityholders or their permitted transferees of (i)Â up to 65,268,780 shares of our Common Stock, consisting of (a) 44,024,910 shares of Common Stock issued in connection with the Pipe Investment at an equity consideration value of $10.00 per share by certain of the Selling Holders named in this prospectus; (b) 3,000,000 shares of Common Stock issued in connection with Closing at an equity consideration value of $10.00 per share by certain of the Selling Holders named in this prospectus; (c)Â 7,187,500 shares of Common Stock issued to the Insiders; and (d) up to 7,750,000 shares of Private Warrant Shares issuable upon the exercise of the Private Placement Warrants originally issued in connection with the Company IPO; and (d)Â up to 3,306,370 Private Warrant Shares issuable upon the exercise of the Private Placement Warrants originally issued in connection with the Closing pursuant to the Working Capital Loans (as defined herein); and (ii)Â up to 11,056,370 Private Placement Warrants, consisting of (a) 7,750,000 Private Placement Warrants originally issued in a private placement at a price of $1.00 per Private Placement Warrant in connection with the Company IPO by certain Selling Holders named in this prospectus and (b) 3,306,370 Private Placement Warrants issued in connection with the Closing pursuant to the Working Capital Loans by certain Selling Holders named in this prospectus pursuant to the conversion of the outstanding principal amount of the Working Capital Loans into warrants at a price of $1.00 per warrant at the option of the lender. We are required to pay all fees and expenses incident to the registration of the securities to be offered and sold pursuant to this prospectus. The Selling Holders will bear all commissions and discounts, if any, attributable to their sale of securities. We will not receive any of the proceeds from the sale of the securities by the Selling Holders. We will receive proceeds from Warrants exercised in the event that such Warrants are exercised for cash. The aggregate proceeds to the Selling Holders will be the purchase price of the securities less any discounts and commissions borne by the Selling Holders. The shares of Common Stock and Warrants beneficially owned by the Selling Holders covered by this prospectus may be offered and sold from time to time by the Selling Holders. The Selling Holders will act independently of us in making decisions with respect to the timing, manner and size of each sale. Such sales may be made on one or more exchanges or in the over-the-counter market or otherwise, at prices and under terms then prevailing or at prices related to the then current market price or in negotiated transactions. The Selling Holders may sell their shares of Common Stock or Warrants by one or more of, or a combination of, the following methods: Â Â â€¢ Â purchases by a broker-dealer as

principal and resale by such broker-dealer for its own account pursuant to this prospectus; Â Â â€¢ Â ordinary brokerage transactions and transactions in which the broker solicits purchasers; Â Â â€¢ Â block trades in which the broker-dealer so engaged will attempt to sell the shares as agent but may position and resell a portion of the block as principal to facilitate the transaction; Â Â â€¢ Â an over-the-counter distribution in accordance with the rules of NYSE; Â Â â€¢ Â through trading plans entered into by a Selling Holder pursuant to Rule 10b5-1 under the Exchange Act, that are in place at the time of an offering pursuant to this prospectus and any applicable prospectus supplement hereto that provide for periodic sales of their securities on the basis of parameters described in such trading plans; Â Â â€¢ Â short sales; Â Â â€¢ Â distribution to employees, members, limited partners or stockholders of a Selling Holder; Â Â â€¢ Â through the writing or settlement of options or other hedging transaction, whether through an options exchange or otherwise; Â Â â€¢ Â by pledge to secured debts and other obligations; Â 114 Table of Contents Â â€¢ Â delayed delivery arrangements; Â Â â€¢ Â to or through underwriters or broker-dealers; Â Â â€¢ Â in â€œat the marketâ€ offerings, as defined in Rule 415 under the Securities Act, at negotiated prices, at prices prevailing at the time of sale or at prices related to such prevailing market prices, including sales made directly on a national securities exchange or sales made through a market maker other than on an exchange or other similar offerings through sales agents; Â Â â€¢ Â in privately negotiated transactions; Â Â â€¢ Â in options transactions; Â Â â€¢ Â through a combination of any of the above methods of sale; or Â Â â€¢ Â any other method permitted pursuant to applicable law. In addition, any securities that qualify for sale pursuant to Rule 144 may be sold under Rule 144 rather than pursuant to this prospectus. To the extent required, this prospectus may be amended and/or supplemented from time to time to describe a specific plan of distribution. A Selling Holder that is an entity may elect to make an in-kind distribution of shares of Common Stock or Private Placement Warrants to its members, partners, stockholders or other equityholders pursuant to the registration statement of which this prospectus forms a part by delivering a prospectus. To the extent that such members, partners, stockholders or other equityholders are not affiliates of ours, such members, partners, stockholders or other equityholders would thereby receive freely tradable shares of Common Stock or Private Placement Warrants pursuant to a distribution pursuant to the registration statement of which this prospectus forms a part. In connection with distributions of the securities or otherwise, the Selling Holders may enter into hedging transactions with broker-dealers or other financial institutions. In connection with such transactions, broker-dealers or other financial institutions may engage in short sales of shares of Common Stock or Warrants in the course of hedging transactions, and broker-dealers or other financial institutions may engage in short sales of shares of Common Stock or Warrants in the course of hedging the positions they assume with Selling Holders. The Selling Holders may also sell shares of Common Stock or Warrants short and redeliver the securities to close out such short positions. The Selling Holders may also enter into option or other transactions with broker-dealers or other financial institutions which require the delivery to such broker-dealer or other financial institution of securities offered by this prospectus, which securities such broker-dealer or other financial institution may resell pursuant to this prospectus (as supplemented or amended to reflect such transaction). The Selling Holders may also pledge securities to a broker-dealer or other financial institution, and, upon a default, such broker-dealer or other financial institution may effect sales of the pledged securities pursuant to this prospectus (as supplemented or amended to reflect such transaction). In effecting sales, broker-dealers or agents engaged by the Selling Holders may arrange for other broker-dealers to participate. Broker-dealers or agents may receive commissions, discounts or concessions from the Selling Holders in amounts to be negotiated immediately prior to the sale. A Selling Holder may enter into derivative transactions with third parties, or sell securities not covered by this prospectus to third parties in privately negotiated transactions. If the applicable prospectus supplement indicates, in connection with those derivatives, the third parties may sell securities covered by this prospectus and the applicable prospectus supplement, including in short sale transactions. If so, the third party may use securities pledged by any Selling Holder or borrowed from any Selling Holder or others to settle those sales or to close out any related open borrowings of stock and may use securities received from any Selling Holder in settlement of those derivatives to close out any related open borrowings of stock. The third party in such sale transactions will be an underwriter and will be identified in the applicable prospectus supplement (or a post-effective amendment). Â 115 Table of Contents In addition, any Selling Holder may otherwise loan or pledge securities to a financial institution or other third party that in turn may sell the securities short using this prospectus. Such financial institution or other third party may transfer its economic short position to investors in our securities or in connection with a concurrent offering of other securities. In offering the securities covered by this prospectus, the Selling Holders and any broker-dealers who execute sales for the Selling Holders may be deemed to be â€œunderwritersâ€ within the meaning of the Securities Act in connection with such sales. Any profits realized by the Selling Holders and the compensation of any broker-dealer may be deemed to be underwriting discounts and commissions. In order to comply with the securities laws of certain states, if applicable, the securities must be sold in such jurisdictions only through registered or licensed brokers or dealers. In addition, in certain states the securities may not be sold unless they have been registered or qualified for sale in the applicable state or an exemption from the registration or qualification requirement is available and is complied with. We have advised the Selling Holders that the anti-manipulation rules of Regulation M under the Exchange Act may apply to sales of securities in the market and to the activities of the Selling Holders and their affiliates. In addition, we will make copies of this prospectus available to the Selling Holders for the purpose of satisfying the prospectus delivery requirements of the Securities Act. The Selling Holders may indemnify any broker-dealer that participates in transactions involving the sale of the securities against certain liabilities, including liabilities arising under the Securities Act. At the time a particular offer of securities is made, if required, a prospectus supplement will be distributed that will set forth the number of securities being offered and the terms of the offering, including the name of any underwriter, dealer or agent, the purchase price paid by any underwriter, any discount, commission and other item constituting compensation, any discount, commission or concession allowed or reallowed or paid to any dealer, and the proposed selling price to the public. Certain agents, underwriters and dealers, and their associates and affiliates, may be customers of, have borrowing relationships with, engage in other transactions with, or perform services, including investment banking services, for us or one or more of our respective affiliates and/or the Selling Holders or one or more of its respective affiliates in the ordinary course of business for which they receive compensation. If at the time of any offering made under this prospectus a member of FINRA participating in the offering has a â€œconflict of interestâ€ as defined in FINRA Rule 5121 (â€œRule 5121â€), that offering will be conducted in accordance with the relevant provisions of Rule 5121. A holder of Warrants may exercise its Warrants in accordance with the Warrant Agreement on or before the expiration date set forth therein by surrendering, at the office of the Warrant Agent, American Stock TransferÂ & Trust Company, LLC (â€œASTâ€), the certificate evidencing such Warrant, with the form of election to purchase set forth thereon, properly completed and duly executed, accompanied by full payment of the exercise price and any and all applicable taxes due in connection with the exercise of the Warrant, subject to any applicable provisions relating to cashless exercises in accordance with the Warrant Agreement. The Selling Holders have agreed to indemnify the underwriters, their officers, directors and each person who controls such underwriters (within the meaning of the Securities Act), against certain liabilities related to the sale of the securities, including liabilities under the Securities Act, as further described in the Registration Rights Agreement. Restrictions to Sell Refer to below under the sectionÂ of this prospectus entitled â€œSecurities Act Restrictions on Resale of Securities â€“ Lock-up Provisions.â€ Â 116 Table of Contents DESCRIPTION OF SECURITIES General The Sable certificate of incorporation authorizes 500,000,000 shares of common stock, par value $0.0001 per share, and 1,000,000 shares of preferred stock, par value $0.0001 per share. Common Stock The Sable certificate of incorporation authorizes a total of 500,000,000 shares of Common Stock. Holders of Common Stock are entitled to one vote for each share held on all matters submitted to a vote of stockholders and do not have cumulative voting rights. An election of directors by our stockholders shall be determined by a plurality of the votes cast by the stockholders entitled to vote on the election. Holders of Common Stock are entitled to receive proportionately any dividends as may be declared by the Sable Board, subject to any preferential dividend rights of any series of preferred stock that we may designate and issue in the future. In the event of our liquidation or dissolution, the holders of Common Stock are entitled to receive proportionately our net assets available for distribution to stockholders after the payment of all debts and other liabilities and subject to the prior rights of any outstanding preferred stock. Holders of Common Stock have no preemptive, subscription, redemption or conversion rights. The rights, preferences and privileges of holders of Common Stock are subject to and may be adversely affected by the rights of the holders of shares of any series of preferred stock that we may designate and issue in the future. Preferred Stock The Sable certificate of incorporation authorizes a total of 1,000,000 shares of preferred stock. Under the terms of the Sable certificate of incorporation, the Sable Board is authorized to direct us to issue shares of preferred stock in one or more series without stockholder approval. The Sable Board has the discretion to determine the terms, rights, preferences, privileges and restrictions, including voting rights, dividend rights, conversion rights, redemption privileges and liquidation preferences, of each series of preferred stock. The purpose of authorizing the Sable Board to issue preferred stock and determine its rights and preferences is to eliminate delays associated with a stockholder vote on specific issuances. The issuance of preferred stock, while providing flexibility in connection with possible acquisitions, future financings and other corporate purposes, could have the effect of making it more difficult for a third party to acquire, or could discourage a third party from seeking to acquire, a majority of our outstanding voting stock. We have no present plans to issue any shares of preferred stock. Authorized but Unissued Shares The authorized but unissued shares of our common stock and our preferred stock will be available for future issuance without stockholder approval, subject to any limitations imposed by the listing standards of the NYSE. These additional shares may be used for a variety of corporate finance transactions, acquisitions and employee benefit plans. The existence of authorized but unissued and unreserved Common Stock and preferred stock could make more difficult or discourage an attempt to obtain control of us by means of a proxy contest, tender offer, merger or otherwise. Units Each unit had an offering price of $10.00 and consists of one whole share of Flame ClassÂ A common stock and one-half of one warrant. Each whole warrant entitles the holder thereof to purchase one share of Flame Â 117 Table of Contents ClassÂ A common stock at a price of $11.50 per whole share, subject to adjustment as described in the registration statement on Form S-1 (No.Â 333-252805) (the â€œIPO Registration Statementâ€). A Warrant Holder may exercise its Warrants only for a whole number of shares of Flame ClassÂ A common stock. This means that only a whole warrant may be exercised at any given time by a Warrant Holder. No fractional Warrants were issued and only whole Warrants are traded. The Flame ClassÂ A common stock and Public Warrants began separate trading on AprilÂ 19, 2021. Effective upon the Closing, all units then outstanding automatically separated into Common Stock and Public Warrants, in accordance with their terms. Warrants Effective upon the consummation of the Business Combination, each Flame warrant outstanding for the purchase of one share of Flame ClassÂ A common stock prior to the consummation of the Business Combination became one Warrant exercisable 30 days after the Business Combination for one share of Common Stock, with all other terms of such Warrants remaining unchanged. The following is a description of the Warrants. Public Warrants Each whole Public Warrant entitles the registered holder to purchase one whole share of Common Stock at a price of $11.50 per share, subject to adjustment as discussed below, at any time 30 days after the completion of the Business Combination. Pursuant to the Warrant Agreement, a Warrant Holder may exercise its Warrants only for a whole number of shares of Common Stock. This means that only a whole Warrant may be exercised at any given time by a Warrant Holder. No fractional Warrants were issued upon separation of the units and only whole Warrants will trade. Accordingly, unless you purchase at least two units, you will not be able to receive or trade a whole warrant. The Public Warrants will expire five years after the completion of the Business Combination, at 5:00 p.m., New York City time, or earlier upon redemption or liquidation; provided, however, the Private Placement Warrants issued to FL Co-Investment and Intrepid Financial Partners will not be exercisable more than five years after the effective date of the Company IPO Registration Statement (FebruaryÂ 24, 2021) in accordance with FINRA Rule 5110(g)(8)(A). We will not be obligated to deliver any shares of Common Stock pursuant to the exercise of a Warrant and will have no obligation to settle such Warrant exercise unless a registration statement under the Securities Act with respect to the shares of Common Stock underlying the Warrants is then effective and a prospectus relating thereto is current, subject to our satisfying our obligations described below with respect to registration, or a valid exemption from registration is available, including in connection with a cashless exercise permitted as result of a notice of redemption described below under â€œâ€”Redemption of Warrants for Shares of Common Stock.â€ No Warrant will be exercisable for cash or on a cashless basis, and we will not be obligated to issue shares of Common Stock upon exercise of a Warrant unless the issuance of Common Stock issuable upon such Warrant exercise has been registered, qualified or deemed to be exempt under the securities laws of the state of residence of the registered holder of the Warrants. In the event that the conditions in the two immediately preceding sentences are not satisfied with respect to a Warrant, the holder of such Warrant will not be entitled to exercise such Warrant and such Warrant may have no value and expire worthless. In no event will we be required to net cash settle any Warrant. In the event that a registration statement is not effective for the exercised Warrants, the Warrants cannot be exercised and the holder may never realize any value from such Warrants. We have agreed that as soon as practicable, but in no event later than 15 business days after the Closing of the Business Combination, we will use our reasonable best efforts to file with the SEC, and within 60 business days following the Business Combination to have declared effective, a registration statement for the registration, under the Securities Act, of the shares of Common Stock issuable upon exercise of the Warrants. We will use our reasonable best efforts to maintain the effectiveness of such registration statement, and a current prospectus relating thereto, until the expiration of the Warrants in accordance with the provisions of the Warrant Agreement. Â 118 Table of Contents If any such registration statement has not been declared effective by the 60th business day following the Closing of the Business Combination, holders of the Warrants will have the right, during the period beginning on the 61st business day after the Closing and ending upon such registration statement being declared effective by the SEC, and during any other period when Sable fails to have maintained an effective registration statement covering the issuance of the shares of Common Stock issuable upon exercise of the Warrants, to exercise such Warrants on a â€œcashless basis.â€ Notwithstanding the above, if the Common Stock is at the time of any exercise of a Warrant not listed on a national securities exchange such that it satisfies the definition of a â€œcovered securityâ€ under SectionÂ 18(b)(1) of the Securities Act, we may, at our option, require holders of Warrants who exercise their Warrants to do so on a â€œcashless basisâ€ in accordance with SectionÂ 3(a)(9) of the Securities Act and, in the event we so elect, we will not be required to file or maintain in effect a registration statement, but we will be required to use our best efforts to register or qualify the shares under applicable blue sky laws to the extent an exemption is not available. In such event, each holder would pay the exercise price by surrendering the Warrants in exchange for that number of shares of Common Stock equal to the quotient obtained by dividing (x)Â the product of the number of shares of Common Stock underlying the Warrants, multiplied by the excess of the fair market value (as defined below) over the exercise price of the Warrants by (y)Â the fair market value. Redemption of Public Warrants for Cash Once the Public Warrants become exercisable, we may call the Public Warrants for redemption for cash: Â Â â€¢ Â in whole and not in part; Â Â â€¢ Â at a price of $0.01 per Public Warrant; Â Â â€¢ Â upon not less than 30 daysâ€™ prior written notice of redemption (the â€œ30-day redemption periodâ€) to each Public Warrant holder; and Â Â â€¢ Â if, and only if, the last reported sale price of our ClassÂ A common stock for any 20 trading days within a 30-trading day period ending on the third trading day prior to the date on which we send the notice of redemption to the Public Warrant holders (the â€œReference Valueâ€) equals or exceeds $18.00 per share (as adjusted for adjustments to the number of shares issuable upon exercise or the exercise price of a Public Warrant as described under the heading â€œâ€”Anti-dilution Adjustmentsâ€). We will not redeem the Public Warrants as described above unless a registration statement under the Securities Act covering the issuance of the shares of Common Stock issuable upon exercise of the Public Warrants is then effective and a current prospectus relating to those shares of Common Stock is available throughout the 30-day redemption period. If and when the Public Warrants become redeemable by us, we may exercise our redemption right even if we are unable to register or qualify the underlying securities for sale under all applicable state securities laws. We have established the last of the redemption criterion discussed above to prevent a redemption call unless there is at the time of the call a significant premium to the Public Warrant exercise price. If the foregoing conditions are satisfied and we issue a notice of redemption of the Public Warrants, each Public Warrant holder will be entitled to exercise its Public Warrant prior to the scheduled redemption date. However, after the redemption notice is issued the price of the Common Stock may fall below the $18.00 redemption trigger price (as adjusted for adjustments to the number of shares issuable upon exercise or the exercise price of a Warrant as described under the heading â€œâ€”Anti-dilution Adjustmentsâ€) as well as the $11.50 per share Public Warrant exercise price. Redemption of Warrants for Shares of Common Stock Commencing 90 days after the Warrants become exercisable, we may redeem the outstanding Warrants: Â Â â€¢ Â in whole and not in part; Â 119 Table of Contents Â â€¢ Â at a price equal to a number of shares of Common Stock to be determined by reference to the existing table for Flameâ€™s warrants set forth in the Company IPO Registration Statement, based on the redemption date and the â€œfair market valueâ€ of our Common Stock; Â Â â€¢ Â upon a minimum of 30 daysâ€™ prior written notice of redemption; Â Â â€¢ Â if, and only if, the Reference Value equals or exceeds $10.00 per share (as adjusted for adjustments to the number of shares issuable upon exercise or the exercise price of a Warrant as described under the heading â€œâ€”Anti-dilution Adjustmentsâ€) on the trading day prior to the date on which we send the notice of redemption to the Warrant Holders; Â Â â€¢ Â if, and only if, the Reference Value is less than $18.00 per share (as adjusted for adjustments to the number of shares issuable upon exercise or the exercise price of a Warrant as described under the heading â€œâ€”Anti-dilution Adjustmentsâ€); and Â Â â€¢ Â the Private

Placement Warrants must also concurrently be called for redemption on the same terms as the outstanding Public Warrants, as described above. Redemption Procedures A holder of a Warrant may notify us in writing in the event it elects to be subject to a requirement that such holder will not have the right to exercise such Warrant, to the extent that after giving effect to such exercise, such person (together with such personâ€™s affiliates), to the warrant agentâ€™s actual knowledge, would beneficially own in excess of 9.8% (or such other amount as a holder may specify) of the shares of Common Stock outstanding immediately after giving effect to such exercise. Anti-dilution Adjustments. If the number of issued and outstanding shares of Common Stock is increased by a stock dividend payable in shares of Common Stock, or by a split-up of shares of Common Stock or other similar event, then, on the effective date of such stock dividend, split-up or similar event, the number of shares of Common Stock issuable on exercise of each Warrant will be increased in proportion to such increase in the issued and outstanding shares of Common Stock. A rights offering to holders of Common Stock entitling holders to purchase shares of Common Stock at a price less than the fair market value will be deemed a stock dividend of a number of shares of Common Stock equal to the product of (i)Â the number of shares of Common Stock actually sold in such rights offering (or issuable under any other equity securities sold in such rights offering that are convertible into or exercisable for Common Stock) multiplied by (ii)Â one (1) minus the quotient of (x)Â the price per share of Common Stock paid in such rights offering divided by (y)Â the fair market value. For these purposes (i)Â if the rights offering is for securities convertible into or exercisable for Common Stock, in determining the price payable for Common Stock, there will be taken into account any consideration received for such rights, as well as any additional amount payable upon exercise or conversion and (ii)Â fair market value means the volume weighted average price of Common Stock as reported during the ten (10)Â trading day period ending on the trading day prior to the first date on which the shares of Common Stock trade on the applicable exchange or in the applicable market, regular way, without the right to receive such rights. In addition, if we, at any time while the Warrants are outstanding and unexpired, pay a dividend or make a distribution in cash, securities or other assets to the holders of Common Stock on account of such shares of Common Stock (or other shares of our capital stock into which the Warrants are convertible), other than (a)Â as described above, or (b)Â any cash dividends or cash distributions which, when combined on a per share basis with all other cash dividends and cash distributions paid on the Common Stock during the 365-day period ending on the date of declaration of such dividend or distribution does not exceed $0.50 (as adjusted for stock splits, stock dividends, reorganizations, recapitalizations and other similar transactions) but only with respect to the amount of the aggregate cash dividends or cash distributions equal to or less than $0.50 per share. If the number of issued and outstanding shares of our Common Stock is decreased by a consolidation, combination, reverse stock split or reclassification of shares of Common Stock or other similar event, then, on Â 120 Table of Contents the effective date of such consolidation, combination, reverse stock split, reclassification or similar event, the number of shares of Common Stock issuable on exercise of each warrant will be decreased in proportion to such decrease in issued and outstanding shares of Common Stock. Whenever the number of shares of Common Stock purchasable upon the exercise of the Warrants is adjusted, as described above, the Warrant exercise price will be adjusted by multiplying the Warrant exercise price immediately prior to such adjustment by a fraction (x)Â the numerator of which will be the number of shares of Common Stock purchasable upon the exercise of the Warrants immediately prior to such adjustment, and (y)Â the denominator of which will be the number of shares of Common Stock so purchasable immediately thereafter. In case of any reclassification or reorganization of the issued and outstanding shares of Common Stock (other than those described above or that solely affects the par value of such shares of Common Stock), or in the case of any merger or consolidation of us with or into another corporation (other than a consolidation or merger in which we are the continuing corporation and that does not result in any reclassification or reorganization of our issued and outstanding shares of Common Stock), or in the case of any sale or conveyance to another corporation or entity of the assets or other property of us as an entirety or substantially as an entirety in connection with which we are dissolved, the holders of the Warrants will thereafter have the right to purchase and receive, upon the basis and upon the terms and conditions specified in the Warrants and in lieu of the shares of our Common Stock immediately theretofore purchasable and receivable upon the exercise of the rights represented thereby, the kind and amount of shares of stock or other securities or property (including cash) receivable upon such reclassification, reorganization, merger or consolidation, or upon a dissolution following any such sale or transfer, that the holder of the Warrants would have received if such holder had exercised their Warrants immediately prior to such event. However, if such holders were entitled to exercise a right of election as to the kind or amount of securities, cash or other assets receivable upon such merger or consolidation, then the kind and amount of securities, cash or other assets for which each Warrant will become exercisable will be deemed to be the weighted average of the kind and amount received per share by such holders in such merger or consolidation that affirmatively make such election, and if a tender, exchange or redemption offer has been made to and accepted by such holders (other than a tender, exchange or redemption offer made by Sable in connection with redemption rights held by stockholders of Sable as provided for in the Sable certificate of incorporation) under circumstances in which, upon completion of such tender or exchange offer, the maker thereof, together with members of any group (within the meaning of Rule 13d-5(b)(1) under the Exchange Act) of which such maker is a part, and together with any affiliate or associate of such maker (within the meaning of Rule 12b-2 under the Exchange Act) and any members of any such group of which any such affiliate or associate is a part, own beneficially (within the meaning of Rule 13d-3 under the Exchange Act) more than 50% of the issued and outstanding shares of Common Stock, the holder of a Warrant will be entitled to receive the highest amount of cash, securities or other property to which such holder would actually have been entitled as a stockholder if such Warrant Holder had exercised the Warrant prior to the expiration of such tender or exchange offer, accepted such offer and all of the shares of Common Stock held by such holder had been purchased pursuant to such tender or exchange offer, subject to adjustment (from and after the consummation of such tender or exchange offer) as nearly equivalent as possible to the adjustments provided for in the Warrant Agreement. Additionally, if less than 70% of the consideration receivable by the holders of Common Stock in such a transaction is payable in the form of common stock in the successor entity that is listed for trading on a national securities exchange or is quoted in an established over-the-counter market, or is to be so listed for trading or quoted immediately following such event, and if the registered holder of the Warrant properly exercises the Warrant within thirty days following public disclosure of such transaction, the Warrant exercise price will be reduced as specified in the Warrant Agreement based on the Black-Scholes value (as defined in the Warrant Agreement) of the Warrant. Â 121 Table of Contents Private Placement Warrants The Private Placement Warrants received by the holders of the Private Placement Warrants upon the consummation of the Business Combination (including the Common Stock issuable upon exercise of the Private Placement Warrants) will not be transferable, assignable or salable until 30 days after the completion of the Business Combination (except pursuant to limited exceptions for sales to Flameâ€™s officers and directors and other persons or entities affiliated with the Sponsor) and they will not be redeemable by Sable so long as they are held by the Sponsor or its permitted transferees (except as otherwise set forth herein). The initial stockholders, or their permitted transferees, have the option to exercise the Private Placement Warrants on a cashless basis. The Private Placement Warrants have terms and provisions that are identical to those of the Public Warrants, including as to the exercise price, exercisability and exercise period. If the Private Placement Warrants are held by holders other than the initial stockholders or their permitted transferees, the Private Placement Warrants will be redeemable by Sable in all redemption scenarios and exercisable by the holders on the same basis as the Public Warrants. Exclusive Venue The Sable certificate of incorporation will provide that, unless Sable consents in writing to the selection of an alternative forum, (a)Â the Chancery Court (or, in the event that the Chancery Court does not have jurisdiction, the federal district court for the District of Delaware or other state courts of the State of Delaware) will be the sole and exclusive forum for (1)Â any derivative action, suit or proceeding brought on behalf of Sable, (2)Â any action, suit or proceeding asserting a claim of breach of a fiduciary duty owed by any director or officer of Sable to Sable or to Sableâ€™s stockholders, (3)Â any action, suit or proceeding arising pursuant to any provision of the DGCL or Sable certificate of incorporation or the Sable bylaws (as either may be amended from time to time) or (4)Â any action, suit or proceeding asserting a claim against Sable governed by the internal affairs doctrine; and (b)Â subject to the provisions of the Sable certificate of incorporation, the federal district courts of the United States of America shall be the exclusive forum for the resolution of any complaint asserting a cause or causes of action arising under the Securities Act, including all causes of action asserted against any defendant to such complaint. If any action the subject matter of which is within the scope of clause (a)Â of the immediately preceding sentence is filed in a court other than the courts in the State of Delaware (a â€œForeign Actionâ€) in the name of any stockholder, such stockholder shall be deemed to have consented to (x)Â the personal jurisdiction of the state and federal courts in the State of Delaware in connection with any action brought in any such court to enforce the provisions of clause (a)Â of the immediately preceding sentence and (y)Â having service of process made upon such stockholder in any such action by service upon such stockholderâ€™s counsel in the Foreign Action as agent for such stockholder. Notwithstanding the foregoing, the provisions of ArticleÂ IX of the Sable certificate of incorporation shall not apply to suits brought to enforce any liability or duty created by the Exchange Act, or any other claim for which the federal courts of the United States have exclusive jurisdiction. Limitations on Liability and Indemnification of Officers and Directors The Sable certificate of incorporation and the Sable bylaws provide that Sable will indemnify and hold harmless its directors, to the fullest extent permitted by the DGCL as it presently exists or may hereafter be amended. In addition, the Sable certificate of incorporation provides that Sableâ€™s directors will not be personally liable to Sable or its stockholders for monetary damages for any breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted under the DGCL as the same exists or hereafter may be amended. The Sable bylaws also permit Sable to purchase and maintain insurance on behalf of any person who is or was a director officer, employee or agent of Sable, or is or was serving at the request of Sable as a director, officer, employee or agent of another corporation, partnership, joint venture, trust enterprise or non-profit entity against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not Sable could have the power to indemnify him or her against such liability under the provisions of the DGCL. Â 122 Table of Contents These provisions may discourage stockholders from bringing a lawsuit against Sableâ€™s directors for breach of their fiduciary duty. These provisions also may have the effect of reducing the likelihood of derivative litigation against officers and directors, even though such an action, if successful, might otherwise benefit Sable and Sableâ€™s stockholders. Furthermore, a stockholderâ€™s investment may be adversely affected to the extent we pay the costs of settlement and damage awards against officers and directors pursuant to these indemnification provisions. Sable believes that these provisions, the directorsâ€™ and officersâ€™ liability insurance and the indemnity agreements are necessary to attract and retain talented and experienced officers and directors. Insofar as indemnification for liabilities arising under the Securities Act may be permitted to Sableâ€™s directors, officers and controlling persons pursuant to the foregoing provisions, or otherwise, we have been advised that, in the opinion of the SEC, such indemnification is against public policy as expressed in the Securities Act, and is, therefore, unenforceable. Anti-Takeover Effects of Provisions of the Sable Certificate of Incorporation, the Sable Bylaws and Delaware Law Certain provisions of Delaware law and the Sable certificate of incorporation and the Sable bylaws contain provisions that may delay, defer or discourage another party from acquiring control of us. We expect that these provisions, which are summarized below, will discourage coercive takeover practices or inadequate takeover bids. These provisions are also designed to encourage persons seeking to acquire control of us to first negotiate with the Sable Board, which we believe may result in an improvement of the terms of any such acquisition in favor of our stockholders. However, they also give the Sable Board the power to discourage acquisitions that some stockholders may favor. Classified Board of Directors The Sable certificate of incorporation provides that the Sable Board is divided into three classes, with the classes as nearly equal in number as possible and, following the expiration of specified initial terms for each class, each class serving three-year staggered terms. In addition, the Sable certificate of incorporation provides that directors may only be removed from the Sable Board with cause. These provisions may have the effect of deferring, delaying or discouraging hostile takeovers, or changes in control of us or our management. Requirements for Advance Notification of Stockholder Meetings, Nominations and Proposals The Sable certificate of incorporation provides that special meetings of the stockholders may be called only by (i)Â the Sable Board acting pursuant to a resolution approved by the affirmative vote of a majority of the directors then in office, (ii)Â the chairperson of the Sable Board, or (iii)Â the chief executive officer or president of Sable, and special meetings of stockholders may not be called by any other person or persons. The Sable certificate of incorporation and Sable bylaws prohibit the conduct of any business at a special meeting other than as specified in the notice for such meeting. In addition, any stockholder who wishes to bring business before an annual meeting or nominate directors must comply with the advance notice requirements set forth in the Sable bylaws. These provisions may have the effect of deferring, delaying or discouraging hostile takeovers or changes in control of us or our management. Stockholder Action by Written Consent Pursuant to SectionÂ 228 of the DGCL, any action required to be taken at any annual or special meeting of the stockholders may be taken without a meeting, without prior notice and without a vote if a consent or consents in writing, setting forth the action so taken, is signed by the holders of outstanding stock having not less than the Â 123 Table of Contents minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares of our stock entitled to vote thereon were present and voted, unless the Sable certificate of incorporation provides otherwise. The Sable certificate of incorporation precludes stockholder action by written consent. Approval for Amendment of Certificate of Incorporation and Bylaws The Sable certificate of incorporation further provides that the affirmative vote of holders of at least 66 2/3% of the total voting power of all of the then outstanding shares of capital stock entitled to vote, voting as a single class, is required to amend certain provisions of the Sable certificate of incorporation, including provisions relating to the size of the board, removal of directors, special meetings, actions by written consent and cumulative voting. The affirmative vote of holders of at least 66 2/3% of the voting power of all of the then outstanding shares of capital stock entitled to vote generally in an election of directors, voting as a single class, is required to amend or repeal the Sable bylaws, although the Sable bylaws may be amended by a simple majority vote of the Sable Board. Transfer Agent and Registrar and Warrant Agent The transfer agent and registrar for our common stock and the warrant agent for our Warrants is AST. Stock Exchange Our Common Stock and the Public Warrants are listed on the NYSE under the symbols â€œSOCâ€ and â€œSOC.WS,â€ respectively. Â 124 Table of Contents SECURITIES ACT RESTRICTIONS ON RESALE OF SECURITIES Rule 144 Pursuant to Rule 144, a person who has beneficially owned restricted shares of Common Stock or Warrants for at least six (6)Â months would be entitled to sell their securities provided that (i)Â such person is not deemed to have been an affiliate of us at the time of, or at any time during the three (3)Â months preceding, a sale and (ii)Â we are subject to the Exchange Act periodic reporting requirements for at least three (3)Â months before the sale and have filed all required reports under SectionÂ 13 or 15(d) of the Exchange Act during the twelve (12)Â months (or such shorter period as we were required to file reports) preceding the sale. Persons who have beneficially owned restricted shares of Common Stock or Warrants for at least six (6)Â months but who are affiliates of us at the time of, or at any time during the three (3)Â months preceding, a sale, would be subject to additional restrictions, by which such person would be entitled to sell within any three (3)Â month period only a number of securities that does not exceed the greater of: Â Â â€¢ Â one percent (1%) of the total number of Common Stock then outstanding; or Â Â â€¢ Â the average weekly reported trading volume of Common Stock during the four (4)Â calendar weeks preceding the filing of a notice on Form 144 with respect to the sale. Sales by affiliates of the Company under Rule 144 are also limited by manner of sale provisions and notice requirements and to the availability of current public information about the Company. Restrictions on the Use of Rule 144 by Shell Companies or Former Shell Companies Rule 144 is not available for the resale of securities initially issued by shell companies (other than business combination related shell companies) or issuers that have been at any time previously a shell company. However, Rule 144 also includes an important exception to this prohibition if the following conditions are met: Â Â â€¢ Â the issuer of the securities that was formerly a shell company has ceased to be a shell company; Â Â â€¢ Â the issuer of the securities is subject to the reporting requirements of SectionÂ 13 or 15(d) of the Exchange Act; Â Â â€¢ Â the issuer of the securities has filed all Exchange Act reports and materials required to be filed, as applicable, during the preceding twelve (12)Â months (or such shorter period that the issuer was required to file such reports and materials), other than Form 8-K reports; and Â Â â€¢ Â at least one (1)Â year has elapsed from the time that the issuer filed current Form 10 type information with the SEC reflecting its status as an entity that is not a shell company. While we were formed as a shell company, since the completion of the Business Combination we are no longer a shell company, and so, once and for as long as the conditions set forth in the exceptions listed above are satisfied, Rule 144 will become available for the resale of the above noted restricted securities. Lock-Up Provisions In connection with the execution of the Merger Agreement and at the Closing, we have entered into the Registration Rights Agreement with certain of our stockholders. The Registration Rights Agreement provides these holders (and their permitted transferees) with the right to require us, at our expense, to register the shares of our Common Stock that they hold on customary terms for a transaction of this type, including customary demand and piggyback registration rights. The Registration Rights Agreement also provides that we pay certain expenses of the electing holders relating to such registrations and indemnify them against certain liabilities that may arise under the Securities Act. In addition, pursuant to the Registration Rights Agreement, certain of our shareholders identified in the Registration Rights Agreement will be subject to a restriction on transfer of shares of Common Stock for a period of three years from the Closing. Â 125 Table of Contents LEGAL MATTERS The legality of our Common Stock will be passed upon for us by LathamÂ & Watkins LLP, New York, New York. EXPERTS The financial statements of Flame as of DecemberÂ 31, 2022 and 2021, and for each

of the two years in the period ended DecemberÂ 31, 2022, included in this prospectus have been audited by Marcum LLP (â€œMarcumâ€), an independent registered public accounting firm, as set forth in their report, which includes an explanatory paragraph as to Flame Acquisition Corp.â€™s (now known as Sable Offshore Corp.) ability to continue as a going concern appearing elsewhere herein, and are included in reliance on such report given on the authority of such firm as experts in accounting and auditing. The carve out combined balance sheets of the assets and liabilities of the SYU Assets as of DecemberÂ 31, 2022 and 2021, the related carve out combined statements of operations, changes in parent net investment, and cash flows, for each of the two years in the period ended DecemberÂ 31, 2022, and the related notes included in this prospectus and elsewhere in the Registration Statement have been so included in reliance upon the report of Ham, LangstonÂ & Brezina, LLP, independent registered public accountants, upon the authority of said firm as experts in accounting and auditing. WHERE YOU CAN FIND ADDITIONAL INFORMATION We have filed with the SEC a registration statement on Form S-1 under the Securities Act of 1933 with respect to the shares of our Common Stock offered in this document. As permitted by the rules and regulations of the SEC, this prospectus does not contain all the information set forth in the registration statement. Such information can be examined without charge at the Public Reference Room of the SEC located at 100 F Street, N.E., Washington, D.C. 20549, and copies of such material can be obtained from the SEC at prescribed rates. The public may obtain more information on the operations of the Public Reference Room by calling the SEC at 1-800-732-0330. The registration statement also is available through the SECâ€™s web site on the internet at http://www.sec.gov. The statements contained in this prospectus as to the contents of any contract or other document filed as an exhibit to the registration statement are, of necessity, brief descriptions thereof and are not necessarily complete. In connection with this offering, we will register our Common Stock with the SEC under SectionÂ 12(b) of the Securities Exchange Act of 1934, and, upon such registration, we and the holders of our stock will become subject to the proxy solicitation rules, reporting requirements and restrictions on stock purchases and sales by directors, officers and stockholders with 10% or more of the voting power, the annual and periodic reporting requirements and certain other requirements of the Securities Exchange Act of 1934. Â 126 Table of Contents 0.50.5http://fasb.org/us-gaap/2023#FairValueAdjustmentOfWarrantshttp://fasb.org/us-gaap/2023#FairValueAdjustmentOfWarrants INDEX TO FINANCIAL STATEMENTS Â Â Â Â Page Â FLAME ACQUISITION CORP.â€”UNAUDITED CONDENSED FINANCIAL STATEMENTS Â Â Â F-2 Â Condensed Balance Sheets Â Â Â F-2 Â Condensed Statements of Operations Â Â Â F-3 Â Condensed Statements of Changes in Stockholdersâ€™ Deficit Â Â Â F-4 Â Condensed Statements of Cash Flows Â Â Â F-5 Â Notes To Condensed Financial Statements Â Â Â F-6 Â FLAME ACQUISITION CORP.â€”AUDITED FINANCIAL STATEMENTS Â Â Â F-31 Â Report of Independent Registered Public Accounting Firm (PCAOB ID # 688) Â Â Â F-31 Â Financial Statements Â Â Balance Sheets Â Â Â F-32 Â Statements of Operations Â Â Â F-33 Â Statements of Changes In Stockholdersâ€™ Equity (Deficit) Â Â Â F-34 Â Statements of Cash Flows Â Â Â F-35 Â Notes To Financial Statements Â Â Â F-36 Â SYUâ€”UNAUDITED CONDENSED CARVE OUT COMBINED FINANCIAL STATEMENTS Â Â Â F-57 Â Balance Sheets Â Â Â F-57 Â Statements of Operations Â Â Â F-58 Â Statements of Changes in Parent Net Investment Â Â Â F-59 Â Statements of Cash Flows Â Â Â F-60 Â Notes to the Condensed Carve Out Combined Financial Statements Â Â Â F-61 Â SYUâ€”AUDITED CARVE OUT COMBINED FINANCIAL STATEMENTS Â Â Â F-69 Â Report of Independent Registered Public Accounting Firm Â Â Â F-69 Â Combined Financial Statements Â Â Balance Sheets Â Â Â F-70 Â Statements of Operations Â Â Â F-71 Â Statements of Changes in Parent Net Investment Â Â Â F-72 Â Statements of Cash Flows Â Â Â F-73 Â Notes to the Combined Financial Statements Â Â Â F-74 Â F-1 Table of Contents PART I. FINANCIAL INFORMATION ITEM 1. FINANCIAL STATEMENTS (UNAUDITED) FLAME ACQUISITION CORP. CONDENSED BALANCE SHEETS Â Â Â SeptemberÂ 30,2023(unaudited) Â Â DecemberÂ 31,2022 Â Assets Â Â Â Current assets: Â Â Â Â Â Â Â Â Â Cash Â Â $ 709,450 Â Â $ 100,256 Â Prepaid expenses Â Â Â 246,392 Â Â Â 88,212 Â Â Â Â Â Â Â Â Â Â Â Total current assets Â Â Â 955,842 Â Â Â 188,468 Â Investments held in Trust Account Â Â Â 63,939,672 Â Â Â 290,718,297 Â Â Â Â Â Â Â Â Â Â Â Total assets Â Â $ 64,895,514 Â Â $ 290,906,765 Â Â Â Â Â Â Â Â Â Â Liabilities, Common Stock Subject to Possible Redemption and Stockholdersâ€™ Deficit Â Â Â Â Â Â Â Â Accounts payable and accrued expenses Â Â $ 6,153,608 Â Â $ 4,625,892 Â Excise tax payable Â Â Â 2,308,378 Â Â Â â€”â€, Â Income taxes payable Â Â Â 785,543 Â Â Â 330,151 Â Promissory notes to related parties Â Â Â 1,128,630 Â Â Â 370,000 Â Convertible promissory notes â€“ related parties, at fair value Â Â Â 2,645,096 Â Â Â 1,409,730 Â Â Â Â Â Â Â Â Â Â Total current liabilities Â Â Â 13,021,255 Â Â Â 6,735,773 Â Warrant liabilities Â Â Â 15,154,125 Â Â Â 12,149,250 Â Â Â Â Â Â Â Â Â Â Total liabilities Â Â Â 28,175,380 Â Â Â 18,885,023 Â Commitments and Contingencies Â Â Â Â Â Â ClassÂ A common stock subject to possible redemption; 6,104,682 and 28,750,000 shares at redemption value at SeptemberÂ 30, 2023 and DecemberÂ 31, 2022, respectively ($10.34 and $10.10 at SeptemberÂ 30, 2023 and DecemberÂ 31, 2022) Â Â Â 63,123,555 Â Â Â 290,347,008 Â Stockholdersâ€™ Deficit: Â Â Â Â Â Â Â Â Â Preferred stock, $0.0001 par value; 1,000,000 shares authorized; none issued and outstanding Â Â Â â€” Â Â Â â€” Â ClassÂ A common stock, $0.0001 par value; 200,000,000 shares authorized; 7,187,500 and no shares issued and outstanding at SeptemberÂ 30, 2023 and DecemberÂ 31, 2022, respectively, excluding 6,104,682 and 28,750,000 shares subject to possible redemption at SeptemberÂ 30, 2023 and DecemberÂ 31, 2022, respectively Â Â Â 719 Â Â Â â€” Â ClassÂ B common stock, $0.0001 par value; 20,000,000 shares authorized; no shares issued and outstanding at SeptemberÂ 30, 2023 and 7,187,500 shares issued and outstanding at DecemberÂ 31, 2022 Â Â Â â€” Â Â Â 719 Â Additional paid-in capital Â Â Â â€”â€, Â Â Â â€”â€, Â Accumulated deficit Â Â Â (26,404,140)Â Â Â (18,325,985)Â Â Â Â Â Â Â Â Â Â Â Total Stockholdersâ€™ Deficit Â Â Â (26,403,421)Â Â Â (18,325,266)Â Â Â Â Â Â Â Â Â Â Â Total Liabilities, Common Stock Subject to Possible Redemption and Stockholdersâ€™ Deficit Â Â $ 64,895,514 Â Â $ 290,906,765 Â Â Â Â Â Â Â Â Â Â The accompanying notes are an integral part of these unaudited condensed financial statements. Â F-2 Table of Contents FLAME ACQUISITION CORP. CONDENSED STATEMENTS OF OPERATIONS (UNAUDITED) Â Â Â Â ThreeÂ MonthsÂ EndedÂ SeptemberÂ 30, Â Â Â NineÂ MonthsÂ EndedÂ SeptemberÂ 30, Â Â Â Â 2023 Â Â 2022 Â Â Â 2023 Â Â 2022 Â Operating costs Â Â $ 996,938 Â Â $ 1,281,508 Â Â $ 3,485,342 Â Â $ 2,012,339 Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Loss from operations Â Â Â (996,938)Â Â Â (1,281,508)Â Â Â (3,485,342)Â Â Â (2,012,339)Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Other income (expenses): Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Interest income from Trust Account Â Â Â 699,906 Â Â Â 1,245,964 Â Â Â 3,840,682 Â Â Â 1,615,323 Â Change in fair value of convertible promissory notes â€“ related parties Â Â Â (757,488)Â Â Â 1,200 Â Â Â 37,804 Â Â Â (21,011)Â Change in fair value of warrant liabilities Â Â Â (9,271,875)Â Â Â 372,750 Â Â Â (3,004,875)Â Â Â 10,003,125 Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Total other (loss) income, net Â Â Â (9,329,457)Â Â Â 1,619,914 Â Â Â 873,611 Â Â Â 11,597,437 Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â (Loss) income before income taxes Â Â Â (10,326,395)Â Â Â 338,406 Â Â Â (2,611,731)Â Â Â 9,585,098 Â Income tax expense Â Â Â (146,980)Â Â Â (530,156)Â Â Â (785,543)Â Â Â (530,156)Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Net (loss) income Â Â $ (10,473,375)Â Â $ (191,750)Â Â $ (3,397,274)Â Â $ 9,054,942 Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Weighted average redeemable ClassÂ A common stock outstanding Â Â Â 8,169,859 Â Â Â 28,750,000 Â Â Â 12,660,640 Â Â Â 28,750,000 Â Â Â Â Â Â Â Â Â Â Â Â Â Â Basic and diluted net (loss) income per redeemable ClassÂ A common share Â Â $ (0.68)Â Â $ (0.01)Â Â $ (0.17)Â Â $ 0.25 Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Weighted average non-redeemable ClassÂ A and ClassÂ B common stock outstanding Â Â Â 7,187,500 Â Â Â 7,187,500 Â Â Â 7,187,500 Â Â Â 7,187,500 Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Basic and diluted net (loss) income per non-redeemable ClassÂ A and ClassÂ B common share Â Â $ (0.68)Â Â $ (0.01)Â Â $ (0.17)Â Â $ 0.25 Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â The accompanying notes are an integral part of these unaudited condensed financial statements. Â F-3 Table of Contents FLAME ACQUISITION CORP. CONDENSED STATEMENTS OF CHANGES IN STOCKHOLDERSâ€™ DEFICIT (UNAUDITED) For the three and nine months ended SeptemberÂ 30, 2023 Â Â Â Â CommonÂ StockÂ ClassÂ A Â Â Â CommonÂ StockÂ ClassÂ B Â Â Additional Paid-In Capital Â Â Â Accumulated Deficit Â Â Total Stockholdersâ€™ Deficit Â Â Â Â Shares Â Â Â Amount Â Â Â Shares Â Â Amount Â Balance as of DecemberÂ 31, 2022 Â Â Â â€”â€, Â Â Â Â â€”â€, Â Â Â Â 7,187,500 Â Â $ 719 Â Â $ â€”â€, Â Â Â $ (18,325,985)Â Â $ (18,325,266)Â Initial fair value adjustment of convertible promissory notes â€“ related parties Â Â Â â€”â€, Â Â Â Â â€”â€, Â Â Â Â â€”â€, Â Â Â â€”â€, Â Â Â â€”â€, Â Â Â Â 42,205 Â Â Â 42,205 Â Remeasurement of ClassÂ A common stock subject to possible redemption Â Â Â â€”â€, Â Â Â Â â€”â€, Â Â Â Â â€”â€, Â Â Â â€”â€, Â Â Â â€”â€, Â Â Â Â (1,776,354)Â Â Â (1,776,354)Â Excise tax on ClassÂ A common stock redemptions Â Â Â â€”â€, Â Â Â Â â€”â€, Â Â Â Â â€”â€, Â Â Â â€”â€, Â Â Â â€”â€, Â Â Â Â (2,068,297)Â Â Â (2,068,297)Â Net income Â Â Â â€”â€, Â Â Â Â â€”â€, Â Â Â Â â€”â€, Â Â Â â€”â€, Â Â Â â€”â€, Â Â Â Â 2,036,482 Â Â Â 2,036,482 Â Balance as of MarchÂ 31, 2023 Â Â Â â€”â€, Â Â Â Â â€”â€, Â Â Â Â 7,187,500 Â Â Â 719 Â Â Â â€”â€, Â Â Â Â (20,091,949)Â Â Â (20,091,230)Â Initial fair value adjustment of convertible promissory notes - related parties Â Â Â â€”â€, Â Â Â Â â€”â€, Â Â Â Â â€”â€, Â Â Â â€”â€, Â Â Â â€”â€, Â Â Â Â 186,194 Â Â Â 186,194 Â Remeasurement of ClassÂ A common stock subject to possible redemption Â Â Â â€”â€, Â Â Â Â â€”â€, Â Â Â Â â€”â€, Â Â Â â€”â€, Â Â Â â€”â€, Â Â Â Â (626,422)Â Â Â (626,422)Â Net income Â Â Â â€”â€, Â Â Â Â â€”â€, Â Â Â Â â€”â€, Â Â Â â€”â€, Â Â Â â€”â€, Â Â Â Â 5,039,619 Â Â Â 5,039,619 Â Balance as of JuneÂ 30, 2023 Â Â Â â€”â€, Â Â Â Â â€”â€, Â Â Â Â 7,187,500 Â Â Â 719 Â Â Â â€”â€, Â Â Â Â (15,492,558)Â Â Â (15,491,839)Â Initial fair value adjustment of convertible promissory notes - related parties Â Â Â â€”â€, Â Â Â Â â€”â€, Â Â Â Â â€”â€, Â Â Â â€”â€, Â Â Â â€”â€, Â Â Â Â 304,801 Â Â Â 304,801 Â Remeasurement of ClassÂ A common stock subject to possible redemption Â Â Â â€”â€, Â Â Â Â â€”â€, Â Â Â Â â€”â€, Â Â Â â€”â€, Â Â Â â€”â€, Â Â Â Â (502,927)Â Â Â (502,927)Â Conversion of ClassÂ B common stock to ClassÂ A common stock Â Â Â 7,187,500 Â Â Â Â 719 Â Â Â Â (7,187,500)Â Â Â (719)Â Â Â â€”â€, Â Â Â â€”â€, Â Â Â â€”â€, Â Excise tax on ClassÂ A common stock redemptions Â Â Â â€”â€, Â Â Â Â â€”â€, Â Â Â Â â€”â€, Â Â Â â€”â€, Â Â Â â€”â€, Â Â Â Â (240,081)Â Â Â (240,081)Â Net loss Â Â Â â€”â€, Â Â Â Â â€”â€, Â Â Â Â â€”â€, Â Â Â â€”â€, Â Â Â â€”â€, Â Â Â Â (10,473,375)Â Â Â (10,473,375)Â Balance of SeptemberÂ 30, 2023 Â Â Â 7,187,500 Â Â Â $ 719 Â Â Â â€”â€, Â Â $ â€”â€, Â Â $ â€”â€, Â Â Â $ (26,404,140)Â Â $ (26,403,421)Â For the three and nine months ended SeptemberÂ 30, 2022 Â Â Â Â CommonÂ StockÂ ClassÂ A Â Â Â CommonÂ StockÂ ClassÂ B Â Â Â Additional Paid-In Capital Â Â Â Accumulated Deficit Â Â Total Stockholdersâ€™ Deficit Â Â Â Â Shares Â Â Â Amount Â Â Â Shares Â Â Amount Â Balance as of DecemberÂ 31, 2021 Â Â Â â€”â€, Â Â Â Â â€”â€, Â Â Â 7,187,500 Â Â Â $ 719 Â Â Â $ â€”â€, Â Â Â $ (12,940,155)Â Â $ (12,939,436)Â Initial fair value adjustment of convertible promissory notes â€“ related parties Â Â Â â€”â€, Â Â Â Â â€”â€, Â Â Â Â â€”â€, Â Â Â Â â€”â€, Â Â Â Â â€”â€, Â Â Â Â 52,126 Â Â Â 52,126 Â Net income Â Â Â â€”â€, Â Â Â Â â€”â€, Â Â Â Â â€”â€, Â Â Â Â â€”â€, Â Â Â Â â€”â€, Â Â Â Â 6,421,767 Â Â Â 6,421,767 Â Balance as of MarchÂ 31, 2022 Â Â Â â€”â€, Â Â Â Â â€”â€, Â Â Â Â 7,187,500 Â Â Â Â 719 Â Â Â Â â€”â€, Â Â Â Â (6,466,262)Â Â Â (6,465,543)Â Remeasurement of ClassÂ A common stock subject to possible redemption Â Â Â â€”â€, Â Â Â Â â€”â€, Â Â Â Â â€”â€, Â Â Â Â â€”â€, Â Â Â Â â€”â€, Â Â Â Â (84,375)Â Â Â (84,375)Â Net income Â Â Â â€”â€, Â Â Â Â â€”â€, Â Â Â Â â€”â€, Â Â Â Â â€”â€, Â Â Â Â â€”â€, Â Â Â Â 2,824,925 Â Â Â 2,824,925 Â Balance as of JuneÂ 30, 2022 Â Â Â â€”â€, Â Â Â Â â€”â€, Â Â Â Â 7,187,500 Â Â Â Â 719 Â Â Â Â â€”â€, Â Â Â Â (3,725,712)Â Â Â (3,724,993)Â Remeasurement of ClassÂ A common stock subject to possible redemption Â Â Â â€”â€, Â Â Â Â â€”â€, Â Â Â Â â€”â€, Â Â Â Â â€”â€, Â Â Â Â â€”â€, Â Â Â Â (665,808)Â Â Â (665,808)Â Net loss Â Â Â â€”â€, Â Â Â Â â€”â€, Â Â Â Â â€”â€, Â Â Â Â â€”â€, Â Â Â Â â€”â€, Â Â Â Â (191,750)Â Â Â (191,750)Â Balance of SeptemberÂ 30, 2022 Â Â Â â€”â€, Â Â Â Â â€”â€, Â Â Â Â 7,187,500 Â Â Â $ 719 Â Â Â $ â€”â€, Â Â Â $ (4,583,270)Â Â $ (4,582,551)Â The accompanying notes are an integral part of these unaudited condensed financial statements. Â F-4 Table of Contents FLAME ACQUISITION CORP. CONDENSED STATEMENTS OF CASH FLOWS (UNAUDITED) Â Â Â Â NineÂ MonthsÂ EndedSeptemberÂ 30, 2023 Â Â NineÂ MonthsÂ EndedSeptemberÂ 30, 2022 Â Cash flows from operating activities: Â Â Â Â Â Â Â Â Â Net (loss) income Â Â $ (3,397,274)Â Â $ 9,054,942 Â Adjustments to reconcile net income to net cash used in operating activities: Â Â Â Â Â Â Â Â Â Interest income from Trust Account Â Â Â (3,840,682)Â Â Â (1,615,323)Â Change in fair value of convertible promissory notes â€“ related parties Â Â Â (37,804)Â Â Â 21,011 Â Change in fair value of warrant liabilities Â Â Â 3,004,875 Â Â Â (10,003,125)Â Changes in current assets and current liabilities: Â Â Â Â Â Â Â Â Â Prepaid expenses Â Â Â (158,180)Â Â Â 362,012 Â Accounts payable and accrued expenses Â Â Â 1,527,716 Â Â Â 812,797 Â Income taxes payable Â Â Â 455,392 Â Â Â 530,156 Â Â Â Â Â Â Â Â Â Â Net cash used in operating activities Â Â Â (2,445,957)Â Â Â (837,530)Â Â Â Â Â Â Â Â Â Â Â Cash flows from investing activities: Â Â Â Â Â Â Â Â Â Cash withdrawn from Trust Account in connection with redemptions Â Â Â 230,129,156 Â Â Â â€”â€, Â Cash withdrawn from Trust Account to pay taxes Â Â Â 490,151 Â Â Â 320,000 Â Â Â Â Â Â Â Â Â Â Net cash provided by investing activities Â Â Â 230,619,307 Â Â Â 320,000 Â Â Â Â Â Â Â Â Â Â Â Cash flows from financing activities: Â Â Â Â Â Â Â Â Â Payments for redemptions of ClassÂ A common stock Â Â Â (230,129,156)Â Â Â â€”â€, Â Proceeds from convertible promissory notes â€“ related parties Â Â Â 1,080,000 Â Â Â 335,000 Â Proceeds from promissory notes â€“ related parties Â Â Â 1,485,000 Â Â Â â€”â€, Â Â Â Â Â Â Â Â Â Â Net cash (used in) provided by financing activities Â Â Â (227,564,156)Â Â Â 335,000 Â Â Â Â Â Â Â Â Â Â Net change in cash Â Â Â 609,194 Â Â Â (182,530)Â Cash, beginning of the period Â Â Â 100,256 Â Â Â 322,768 Â Â Â Â Â Â Â Â Â Â Cash, end of the period Â Â $ 709,450 Â Â $ 140,238 Â Â Â Â Â Â Â Â Â Â Supplemental disclosure of noncash investing and financing activities Â Â Â Â Â Â Â Â Â Conversion of Promissory Notes to Convertible Promissory Notes Â Â $ 726,370 Â Â $ â€” Â Â Â Â Â Â Â Â Â Â Initial measurement of fair value of Convertible Promissory Notes Â Â $ (533,200)Â Â $ (52,126)Â Â Â Â Â Â Â Â Â Â Remeasurement of ClassÂ A common stock subject to possible redemption Â Â $ 2,905,703 Â Â $ 750,183 Â Â Â Â Â Â Â Â Â Â Excise tax payable as a result of redemptions of ClassÂ A common stock Â Â $ 2,308,378 Â Â $ â€” Â Â Â Â Â Â Â Â Â Â Supplemental Disclosure of Cash Flow Information: Â Â Â Â Â Â Â Â Â Payment of cash taxes Â Â $ 330,151 Â Â $ â€” Â Â Â Â Â Â Â Â Â Â The accompanying notes are an integral part of these unaudited condensed financial statements. Â F-5 Table of Contents FLAME ACQUISITION CORP. NOTES TO CONDENSED FINANCIAL STATEMENTS (UNAUDITED) SEPTEMBERÂ 30, 2023 Note 1 â€” Organization, and Business Operations Organization and General Flame Acquisition Corp. (the â€œCompanyâ€) was incorporated in Delaware on OctoberÂ 16, 2020. The Company was formed for the purpose of entering into a merger, capital stock exchange, asset acquisition, stock purchase, reorganization or similar business combination with one or more businesses (a â€œBusiness Combinationâ€). The Company is not limited to a particular industry or geographic region for purposes of consummating a Business Combination. The Company is an early stage and emerging growth company and, as such, the Company is subject to all of the risks associated with early stage and emerging growth companies. The Company has selected DecemberÂ 31 as its fiscal year end. On NovemberÂ 2, 2022, the Company entered into an agreement and plan of merger, dated as of NovemberÂ 2, 2022 (as it may be amended, supplemented, or otherwise modified from time to time, the â€œMerger Agreementâ€), with Sable Offshore Corp., a Texas corporation (â€œSOCâ€), and Sable Offshore Holdings, LLC, a Delaware limited liability company and the parent company of SOC (â€œHoldcoâ€ and, together with SOC, â€œSableâ€), as fully disclosed in the Current Report on Form 8-K filed by the Company with the U.S Securities and Exchange Commission (â€œSECâ€) on NovemberÂ 2, 2022. The Merger Agreement provides for, among other things, the following transactions at the closing: (i)Â Holdco will merge with and into the Company, with the Company surviving the merger (the â€œHoldco Mergerâ€), and (ii)Â immediately following the effective time of the Holdco Merger, SOC will merge with and into the Company, with the Company surviving the merger (the â€œSOC Mergerâ€). The Holdco Merger together with the SOC Merger are referred to as the â€œMerger,â€ and the Merger and other transactions contemplated by the Merger Agreement are referred to as the â€œBusiness Combination.â€ In connection with the Business Combination, the Company will change its name to Sable Offshore Corp. The independent members of the board of directors of the Company (the â€œBoardâ€) approved, and recommended that the Board approve, the Merger Agreement and the transactions contemplated thereby. Subsequently, the Board approved the Merger Agreement and the transactions contemplated thereby. The obligations of the parties to consummate the Business Combination are subject to the satisfaction or waiver of certain customary closing conditions. The closing of the Merger is expected to occur on the third business day after the satisfaction or waiver (if legally permissible) of the conditions set forth in the Merger Agreement, except as otherwise mutually agreed by the parties. The Merger Agreement may be terminated under certain customary and limited circumstances at any time prior to the Closing and the Company can provide no assurance that the Business Combination will be consummated at the expected time, or at all. In connection with the Business Combination, Holdco entered into subscription agreements (the â€œSable PIPE Subscription Agreementsâ€) with certain investors (the â€œSable PIPE Investorsâ€), pursuant to which the Sable PIPE Investors agreed to purchase, in the aggregate, 7,450,000 limited liability company membership interests in Holdco designated as ClassÂ B shares at $10.00 per share, for an aggregate commitment amount of approximately $74,500,000 (the â€œSable PIPE Investmentâ€). The Sable PIPE Subscription Agreements provide that, in the event the Merger is consummated, the Sable PIPE Investors will be deemed to have subscribed for

and will purchase our ClassÂ A common stock at the same price per share and, by operation of law pursuant to the Merger, the Company will have succeeded to Holdcoâ€™s obligations under the Sable PIPE Subscription Agreements. The Sable PIPE Subscription Agreements provide that, if the Merger is consummated, we must file a registration statement within 30 calendar days after consummation of the Merger registering the resale of the shares of our ClassÂ A common stock issued to the Sable PIPE Investors, and must use our commercially reasonable efforts to have the registration statement declared effective by the SEC by the earlier of (i)Â the 90th calendar day (or 120th calendar day if the SEC notifies us that Â F-6 Table of Contents it will review the registration statement) following the closing of the Merger and (ii)Â the 10th business day after the date we are notified (orally or in writing, whichever is earlier) by the SEC that the registration statement will not be reviewed or will not be subject to further review. We thereafter will be required to maintain a registration statement that is continuously effective and to cause the registration statement to regain effectiveness in the event that it ceases to be effective. On NovemberÂ 10, 2022, the Company filed a preliminary proxy statement relating to the Business Combination (as amended, the â€œProxy Statementâ€), which included a recommendation of the Board to the Companyâ€™s stockholders that they approve the proposals included in the Proxy Statement. The Company also filed amended preliminary proxy statements on DecemberÂ 23, 2022, JanuaryÂ 27, 2023 and SeptemberÂ 14, 2023 for the purpose of addressing SEC Staff comments. On FebruaryÂ 27, 2023, at a special meeting of stockholders, the Companyâ€™s stockholders voted to approve an amendment (the â€œFirst Extension Amendment Proposalâ€) to the amended and restated certificate of incorporation to extend the date by which the Company must complete a business combination (the â€œFirst Extensionâ€) from MarchÂ 1, 2023, to SeptemberÂ 1, 2023 (the â€œFirst Extended Dateâ€). In connection with the First Extension, stockholders holding 20,317,255 shares of ClassÂ A common stock exercised their right to redeem such shares for a pro rata portion of the funds in the Trust Account, representing approximatelyÂ 70.67% of our then issued and outstanding ClassÂ A common stock. As a result, $206,121,060Â (approximately $10.15Â per share) was removed from the Trust Account to pay such redeeming holders on MarchÂ 2, 2023. On JuneÂ 13, 2023, Sable, Exxon Mobil Corporation (â€œExxonâ€) and Mobil Pacific Pipeline Company (â€œMPPC,â€ and together with Exxon, â€œEMâ€) entered into a First Amendment (the â€œAmendmentâ€) to the Purchase and Sale Agreement dated NovemberÂ 1, 2022 among Sable and EM. Pursuant to the Amendment, Sable and EM agreed to amend the Sable-EM Purchase Agreement to, among other things, provide that the closing of the transactions contemplated by the Sable-EM Purchase Agreement was scheduled to take place on JuneÂ 30, 2023 (the â€œSable-EM Scheduled Closing Dateâ€), unless one or more of the conditions to closing described in the Sable-EM Purchase Agreement was not satisfied as of the Sable-EM Scheduled Closing Date, in which case the closing would be held three business days after all such conditions were satisfied or waived, or such other date as the parties may mutually agree in writing, but in no event later than DecemberÂ 31, 2023. The Amendment also lowers the â€œMinimum Cash Thresholdâ€ (as defined in the Sable-EM Purchase Agreement) from $200,000,000 to $150,000,000. On JuneÂ 30, 2023, the Company and Sable entered into a Second Amendment to the Merger Agreement, pursuant to which the parties agreed to extend the date by which the parties must consummate the Business Combination, or otherwise either Flame or Sable may terminate the Merger Agreement, from JuneÂ 30, 2023, to MarchÂ 1, 2024. On AugustÂ 22, 2023, we issued an aggregate of 7,187,500 shares of ClassÂ A common stock to the Sponsor, FL Co-Investment, Intrepid Financial Partners, our independent directors and certain of our executive officers, upon the conversion of an equal number of shares of ClassÂ B common stock (the â€œClassÂ B Conversionâ€). The 7,187,500 shares of ClassÂ A common stock issued in connection with the ClassÂ B Conversion are subject to the same restrictions as applied to the shares of ClassÂ B common stock before the ClassÂ B Conversion, including, among other things, certain transfer restrictions, waiver of redemption rights and the obligation to vote in favor of an initial business combination, as described in the prospectus for the Initial Public Offering (â€œIPOâ€) described below. After the ClassÂ B Conversion, no shares of ClassÂ B common stock remained outstanding. On AugustÂ 29, 2023, at a special meeting of stockholders, the Companyâ€™s stockholders voted to approve a proposal (the â€œSecond Extension Amendment Proposalâ€) to amend the amended and restated certificate of incorporation to extend the date by which the Company must complete a business combination (the â€œSecond Extensionâ€) from SeptemberÂ 1, 2023, to MarchÂ 1, 2024 (the â€œSecond Extension Amendmentâ€). In connection with the Second Extension, stockholders holding 2,328,063 shares of ClassÂ A common stock exercised their right to redeem such shares for a pro rata portion of the funds in the Trust Account, representing approximately Â F-7 Table of Contents 27.61% of our then issued and outstanding ClassÂ A common stock. As a result, $24,008,096Â (approximately $10.31Â per share) was removed from the Trust Account to pay such redeeming holders on AugustÂ 31, 2023. On AugustÂ 29, 2023, in connection with the Second Extension, we filed the Second Extension Amendment to the Companyâ€™s amended and restated certificate of incorporation with the Secretary of State of the State of Delaware. The Second Extension Amendment extends the date by which we must consummate our initial business combination from SeptemberÂ 1, 2023 to MarchÂ 1, 2024. As of SeptemberÂ 30, 2023, the Company had not yet commenced any operations. All activity through SeptemberÂ 30, 2023 relates to the Companyâ€™s formation, the IPO and, since the closing of the IPO, the search for a target for our initial Business Combination, and since the signing of the Merger Agreement, completing our initial Business Combination. The Company will not generate any operating revenues until after the completion of its initial business combination, at the earliest. The Company will generate non-operating income in the form of interest income on cash and cash equivalents from the proceeds derived from the IPO and non-operating income or expense from changes in the fair value of warrant liabilities and convertible promissory notes. Financing The registration statement for the Companyâ€™s IPO was declared effective on FebruaryÂ 24, 2021 (the â€œEffective Dateâ€). On MarchÂ 1, 2021, the Company consummated the IPO of 28,750,000 units (the â€œUnitsâ€ and, with respect to the common stock included in the Units sold, the â€œPublic Sharesâ€), at $10.00 per Unit, generating gross proceeds of $287,500,000, which is discussed in Note 3. Simultaneously with the closing of the IPO, the Company consummated the sale of 7,750,000 warrants (the â€œPrivate Placement Warrantsâ€), at a price of $1.00 per Private Placement Warrant, which is discussed in Note 4. Trust Account Following the closing of the IPO on MarchÂ 1, 2021, an amount of $287,500,000 from the net proceeds of the sale of the Units in the IPO and the sale of the Private Placement Warrants was placed in a trust account (â€œTrust Accountâ€) which is invested in U.S. government securities, within the meaning set forth in SectionÂ 2(a)(16) of the Investment Company Act, with a maturity of 185 days or less or in any open-ended investment company that holds itself out as a money market fund meeting the conditions of Rule 2a-7 of the Investment Company Act, as determined by the Company. However, to mitigate the risk of our being deemed to be an unregistered investment company (including under the subjective test of Section 3(a)(1)(A) of the Investment Company Act) and thus subject to regulation under the Investment Company Act, on February 21, 2023, we instructed American Stock Transfer & Trust Company, the trustee with respect to the Trust Account, to liquidate the investments previously held in the Trust Account and to hold all funds in the Trust Account in cash (which may include an interest bearing demand deposit account at a national bank) until the earlier of the consummation of our initial business combination or the liquidation of the Company. Except with respect to interest earned on the funds held in the Trust Account that may be released to the Company to pay its tax obligations (see Note 2), the proceeds from the IPO and the sale of the Private Placement Warrants will not be released from the Trust Account until the earliest of (a) the completion of the Companyâ€™s initial business combination, (b) the redemption of any Public Shares properly submitted in connection with a stockholder vote to amend the Companyâ€™s amended and restated certificate of incorporation, and (c) the redemption of the Companyâ€™s Public Shares if the Company is unable to complete the initial business combination by March 1, 2024, subject to applicable law. The proceeds deposited in the Trust Account could become subject to the claims of the Companyâ€™s creditors, if any, which could have priority over the claims of the Companyâ€™s public stockholders.Â Â F-8 Table of Contents Initial Business Combination The Companyâ€™s management has broad discretion with respect to the specific application of the net proceeds of the IPO, although substantially all of the net proceeds are intended to be generally applied toward consummating a business combination. The Companyâ€™s business combination must be with one or more target businesses that together have a fair market value equal to at least 80% of the balance in the Trust Account (net of taxes payable) at the time of the signing of an agreement to enter into a business combination. However, the Company will only complete a business combination if the post-business combination company owns or acquires 50% or more of the outstanding voting securities of the target or otherwise acquires a controlling interest in the target sufficient for it not to be required to register as an investment company under the Investment Company Act. There is no assurance that the Company will be able to successfully effect a business combination. The Company will provide its public stockholders with the opportunity to redeem all or a portion of their Public Shares upon the completion of the initial business combination either (i)Â in connection with a stockholder meeting called to approve the initial business combination or (ii)Â by means of a tender offer. The decision as to whether the Company will seek stockholder approval of a proposed initial business combination or conduct a tender offer will be made by the Company, solely in its discretion. The stockholders will be entitled to redeem their shares for a pro rata portion of the amount then on deposit in the Trust Account (initially $10.00 per share, plus any pro rata interest earned on the funds held in the Trust Account and not previously released to the Company to pay its tax obligations). The shares of common stock subject to redemption are recorded at a redemption value and classified as temporary equity upon the completion of the IPO, in accordance with Accounting Standards Codification (â€œASCâ€) Topic 480, â€œDistinguishing Liabilities from Equityâ€ (â€œASC 480â€). The Company will proceed with a business combination if the Company has net tangible assets of at least $5,000,001 either immediately prior to or upon consummation of a business combination and, if the Company seeks stockholder approval, a majority of the issued and outstanding shares voted are voted in favor of the business combination. The Company has until MarchÂ 1, 2024 to consummate a business combination (the â€œCombination Periodâ€). However, if the Company is unable to complete a business combination within the Combination Period, the Company will redeem 100% of the outstanding Public Shares for a pro rata portion of the funds held in the Trust Account, equal to the aggregate amount then on deposit in the Trust Account including interest earned on the funds held in the Trust Account and not previously released to the Company for the payment of taxes, and less up to $100,000 of interest to pay dissolution expenses, divided by the number of then outstanding Public Shares, subject to applicable law, and then seek to dissolve and liquidate. Flame Acquisition Sponsor, LLC a Delaware company (the â€œSponsorâ€), and the Companyâ€™s officers and directors have agreed to (i)Â waive their redemption rights with respect to their Founder Shares (see Note 5), Private Placement Warrants and Public Shares in connection with the completion of the initial business combination, (ii)Â waive their redemption rights with respect to their Founder Shares and Public Shares in connection with a stockholder vote to approve an amendment to the Companyâ€™s amended and restated certificate of incorporation, and (iii)Â waive their rights to liquidating distributions from the Trust Account with respect to their Founder Shares and Private Placement Warrants if the Company fails to complete the initial business combination within the Combination Period. The Sponsor has agreed that it will be liable to the Company if and to the extent any claims by a third party for services rendered or products sold to the Company, or a prospective target business with which the Company has entered into a written letter of intent, confidentiality or similar agreement or business combination agreement, reduce the amount of funds in the Trust Account to below the lesser of (i) $10.00 per Public Share and (ii)Â the actual amount per Public Share held in the Trust Account as of the date of the liquidation of the Trust Account, if Â F-9 Table of Contentsless than $10.00 per share due to reductions in the value of the trust assets, less taxes payable, provided that such liability will not apply to any claims by a third party or prospective target business who executed a waiver of any and all rights to the monies held in the Trust Account (whether or not such waiver is enforceable) nor will it apply to any claims under the Companyâ€™s indemnity of the underwriters of the IPO against certain liabilities, including liabilities under the Securities Act. However, the Company has not asked the Sponsor to reserve for such indemnification obligations. The Company has not independently verified whether the Sponsor has sufficient funds to satisfy its indemnity obligations and believes that the Sponsorâ€™s only assets are securities of the Company. Therefore, the Company cannot be certain that the Sponsor would be able to satisfy those obligations.Going ConcernAs of SeptemberÂ 30, 2023, the Company had cash outside the Trust Account of $709,450 available for working capital needs and a working capital deficit of $12,065,413. All remaining cash held in the Trust Account is generally unavailable for the Companyâ€™s use, prior to an initial business combination, and is restricted for use either in a Business Combination, to redeem common stock or to use for payment of taxes. As of SeptemberÂ 30, 2023, $816,118 of the amount in the Trust Account was available to be withdrawn as described above. Through SeptemberÂ 30, 2023, the Companyâ€™s liquidity needs have been satisfied through various promissory notes from its sponsor (see further discussion of the individual promissory notes in Note 5). Until consummation of its Business Combination, the Company will be using the funds not held in the Trust Account, and any additional Working Capital Loans (as defined in Note 5) from the initial stockholders, the Companyâ€™s officers and directors, or their respective affiliates (which is described in Note 5), for identifying and evaluating prospective acquisition candidates, performing business due diligence on prospective target businesses, traveling to and from the offices, plants or similar locations of prospective target businesses, reviewing corporate documents and material agreements of prospective target businesses, selecting the target business to acquire and structuring, negotiating and consummating the Business Combination. If the Companyâ€™s estimates of the costs of undertaking in-depth due diligence and negotiating a business combination are less than the actual amounts necessary to do so, the Company may have insufficient funds available to operate its business prior to the business combination and will need to raise additional capital through loans from the Sponsor, its officers and/or directors, or third parties. Except as contemplated by the terms of the Working Capital Loans, neither the Sponsor nor the Companyâ€™s officers or directors are under any obligation to advance additional funds to, or to invest in, the Company (see Note 5). If the Company is unable to raise additional capital, it may be required to take additional measures to conserve liquidity, which could include, but not necessarily be limited to, curtailing operations, suspending the pursuit of its business plan, and reducing overhead expenses. The Company cannot provide any assurance that new financing will be available to it on commercially acceptable terms, if at all. The Company is also subject to a mandatory liquidation and subsequent dissolution requirement if it does not complete its initial business combination by MarchÂ 1, 2024. In connection with the Companyâ€™s assessment of going concern considerations in accordance with ASC Subtopic 205-40, Presentation of Financial Statements - Going Concern, the Company cannot assure you that its plans to raise capital or to consummate an initial business combination before MarchÂ 1, 2024 will be successful. These factors, among others, raise substantial doubt about the Companyâ€™s ability to continue as a going concern. These financial statements do not include any adjustments relating to the recovery of the recorded assets or the classification of the liabilities that might be necessary should the Company be unable to continue as a going concern. Risks and Uncertainties Management continues to evaluate the impact of the COVID-19 pandemic and the conflict in Ukraine and the surrounding region, and has concluded that while it is reasonably possible that these risks and uncertainties could Â F-10 Table of Contentshave a negative effect on the Companyâ€™s financial position, results of operations and/or search for a target company, the specific impact is not readily determinable as of the date of these unaudited condensed financial statements. The unaudited condensed financial statements do not include any adjustments that might result from the outcome of these uncertainties. Inflation Reduction Act of 2022 On AugustÂ 16, 2022, the Inflation Reduction Act of 2022 (the â€œIR Actâ€) was signed into federal law. The IR Act provides for, among other things, a new U.S. federal 1% excise tax on certain repurchases of stock by publicly traded U.S. domestic corporations and certain U.S. domestic subsidiaries of publicly traded foreign corporations occurring on or after JanuaryÂ 1, 2023. The excise tax is imposed on the repurchasing corporation itself, not its shareholders from whom shares are repurchased. The amount of the excise tax is generally 1% of the fair market value of the shares repurchased at the time of the repurchase. However, for purposes of calculating the excise tax, repurchasing corporations are permitted to net the fair market value of certain new stock issuances against the fair market value of stock repurchases made during the same taxable year. In addition, certain exceptions apply to the excise tax. The U.S. Department of the Treasury (the â€œU.S. Treasuryâ€) has been given authority to provide regulations and other guidance to carry out and prevent the abuse or avoidance of the excise tax. Any redemption or other repurchase that occurs after DecemberÂ 31, 2022, in connection with a Business Combination, extension vote or otherwise, may be subject to the excise tax. Whether and to what extent the Company would be subject to the excise tax in connection with a Business Combination, extension vote or otherwise would depend on a number of factors, including (i)Â the fair market value of the redemptions and repurchases in connection with the Business Combination, extension or otherwise, (ii)Â the structure of a Business Combination, (iii)Â the nature and amount of any â€œPIPEâ€ or other equity issuances in connection with a Business Combination (or otherwise issued not in connection with a Business Combination but issued within the same taxable year of a Business Combination) and (iv)Â the content of regulations and other guidance from the U.S. Treasury. In addition, because the excise tax would be payable by the Company and not by the redeeming holder, the mechanics of any required payment of the excise tax have not been determined. The foregoing could cause a reduction in the cash available on hand to complete a Business Combination and in the Companyâ€™s ability to complete a Business Combination. The Company determined that the $230,129,156 in Trust Account value relating to the ClassÂ A common stock redeemed during the nine months ended September 30, 2023 (as noted above) is currently subject to the excise tax. Accordingly, an excise tax payable of $2,308,378 was recognized upon the redemptions and was recorded as a liability on the condensed balance sheet and as a charge to Accumulated Deficit. The Company will continue to assess the excise tax payable recognizing an additional excise tax liability for any future stock repurchases/redemptions and netting such liability for any future qualifying stock issuances within the same annual period.Note 2â€” Significant Accounting Policies Basis of Presentation The accompanying unaudited condensed financial statements have

been prepared in accordance with accounting principles generally accepted in the United States of America (â€œGAAPâ€) for interim financial information and in accordance with the instructions to Form 10-Q and Article 8 of Regulation S-X of the SEC. Certain information or footnote disclosures normally included in financial statements prepared in accordance with GAAP have been condensed or omitted, pursuant to the rules and regulations of the SEC for interim financial reporting. Accordingly, they do not include all the information and footnotes necessary for a complete presentation of financial position, results of operations, or cash flows. In the opinion of management, the accompanying unaudited condensed financial statements include all adjustments, consisting of a normal recurring nature, which are necessary for a fair presentation of the financial position, operating results andÂ cash flows for the periods presented.Â F-11 Table of ContentsThe accompanying unaudited condensed financial statements should be read in conjunction with the Companyâ€™s Annual Report on Form 10-K as filed with the SEC on MarchÂ 31, 2023, as well as theÂ Companyâ€™s Current Reports on Form 8-K. The accompanying condensed balance sheet as of DecemberÂ 31, 2022 has been derived from our audited financial statements included in that Annual Report. The interim results for the three and nine months ended SeptemberÂ 30, 2023 are not necessarily indicative of the results to be expected for the year ending DecemberÂ 31, 2023 or for any future interim periods. Emerging Growth Company Status The Company is an â€œemerging growth company,â€ asÂ defined in SectionÂ 2(a) of the Securities Act of 1933, as amended, (the â€œSecurities Actâ€), as modified by the Jumpstart our Business Startups Act of 2012, (the â€œJOBS Actâ€), and it may take advantage of certain exemptions from various reporting requirements that are applicable to other public companies that are not emerging growth companies including, but not limited to, not being required to comply with the auditor attestation requirements of SectionÂ 404 of the Sarbanes-Oxley Act, reduced disclosure obligations regarding executive compensation in its periodic reports and proxy statements, and exemptions from the requirements of holding a nonbinding advisory vote on executive compensation and stockholder approval of any golden parachute payments not previously approved. Further, SectionÂ 102(b)(1) of the JOBS Act exempts emerging growth companies from being required to comply with new or revised financial accounting standards until private companies (that is, those that have not had a Securities Act registration statement declared effective or do not have a class of securities registered under the Exchange Act) are required to comply with the new or revised financial accounting standards. The JOBS Act provides that a company can elect to opt out of the extended transition period and comply with the requirements that apply to non-emerging growth companies but any such election to opt out is irrevocable. The Company has elected not to opt out of such extended transition period which means that when a standard is issued or revised and it has different application dates for public or private companies, the Company, as an emerging growth company, can adopt the new or revised standard at the time private companies adopt the new or revised standard. This may make comparison of the Companyâ€™s financial statements with another public company which is neither an emerging growth company nor an emerging growth company which has opted out of using the extended transition period difficult or impossible because of the potential differences in accounting standards used. Use of Estimates The preparation of financial statements in conformity with USÂ GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of expenses during the reporting period. Significant accounting estimates include inputs utilized to fair value warrant liabilities and convertible promissory notes. Actual results could differ from those estimates. Cash and Cash Equivalents The Company considers all short-term investments with an original maturity of three months or less when purchased to be cash equivalents. The Company did notÂ have any cash equivalents as of SeptemberÂ 30, 2023 and DecemberÂ 31, 2022, respectively.Marketable Securities Held in Trust AccountAt DecemberÂ 31, 2022, the Trust Account had $290,718,297 in marketable securities. As discussed in Note 1, during the nine months ended SeptemberÂ 30, 2023, the investments previously held in the Trust Account were liquidated with all funds in the Trust Account to be held in cash (which may include an interest bearing demand deposit account). During the nine months ended SeptemberÂ 30, 2023 and the year ended DecemberÂ 31, 2022, the Company withdrew $490,151 and $786,918, respectively, of interest income from the Trust Account to pay its tax obligations.Â Additionally, as discussed further below, approximately $230.1 million was removed from the Trust Account to pay redeeming holders during the nine months ended September 30, 2023.F-12 Table of ContentsMarketable securities held in the Trust Account are classified as â€œTrading Securitiesâ€ in accordance with ASC 320, â€œInvestments â€“ Debt Securitiesâ€ and are reported at fair value with unrealized gains or losses included in earnings of the current period. Concentration of Credit Risk Financial instruments that potentially subject the Company to concentrations of credit risk consist of a cash account in a financial institution, which, at times, may exceed the Federal Depository Insurance Coverage ofÂ $250,000. At SeptemberÂ 30, 2023 and DecemberÂ 31, 2022, the Company did not experience losses on this account. Common Stock Subject to Possible Redemption The Company accounts for its ClassÂ A common stock subject to possible redemption in accordance with the guidance in ASC Topic 480, â€œDistinguishing Liabilities from Equity.â€ ClassÂ A common stock subject to mandatory redemption (if any) are classified as a liability instrument and are measured at fair value. Conditionally redeemable common stock (including common stock that feature redemption rights that are either within the control of the holder or subject to redemption upon the occurrence of uncertain events not solely within the Companyâ€™s control) are classified as temporary equity. At all other times, common stock are classified as stockholdersâ€™ equity. The Companyâ€™s redeemable ClassÂ A common stock feature certain redemption rights that are considered to be outside of the Companyâ€™s control and subject to the occurrence of uncertain future events. Accordingly, as of SeptemberÂ 30, 2023 and DecemberÂ 31, 2022, 6,104,682 and 28,750,000 shares of ClassÂ A common stock subject to possible redemption, representing all outstanding shares of redeemable ClassÂ A common stock on those dates, are presented at redemption value as temporary equity, outside of the stockholdersâ€™ deficit section of the Companyâ€™s condensed balance sheets, respectively. Under ASC 480-10-S99, the Company has elected to recognize changes in the redemption value immediately as they occur and adjust the carrying value of the security to equal the redemption value at the end of the reporting period. This method would view the end of the reporting period as if it were also the redemption date of the security. Effective with the closing of our initial public offering, we recognized the remeasurement amount from initial book value to redemption amount, which, resulted in charges against additional paid-in capital (to the extent available) and accumulated deficit. Amount remeasured in 2023 represents investment income accrued in the Trust Account during the period reduced by the amounts of Delaware franchise tax and income taxes paid and payable for 2021, 2022 and 2023, net of cash withdrawn from the Trust Account to pay these obligations. On FebruaryÂ 23, 2023, the Company was notified by stockholders holding 20,317,255 shares of ClassÂ A common stock that they exercised their right to redeem such shares for a pro rata portion of the funds in the Trust Account. As a result, $206,121,060 (approximately $10.15 per share) was removed from the Trust Account to pay such redeeming holders on MarchÂ 2, 2023. On AugustÂ 29, 2023, the Company was notified by stockholders holding 2,328,063 shares of ClassÂ A common stock that they exercised their right to redeem such shares for a pro rata portion of the funds in the Trust Account. As a result, $24,008,096 (approximately $10.31 per share) was removed from the Trust Account to pay such redeeming holders on AugustÂ 31, 2023. Â F-13 Table of Contents At SeptemberÂ 30, 2023 and DecemberÂ 31, 2022, the ClassÂ A common stock reflected in the condensed balance sheets is reconciled in the following table: Â Â Â Â Shares Â Â Â Value Â Gross proceeds from Initial Public Offering Â Â Â 28,750,000 Â Â Â $ 287,500,000 Â Less: Â Â Â Â Â Â Â Â Â Â Â Common stock issuance costs Â Â Â â€”â€, Â Â Â Â (6,326,922)Â Proceeds allocated to public warrants Â Â Â â€”â€, Â Â Â Â (12,218,750)Â Plus: Â Â Â Â Â Â Â Â Â Â Â Remeasurement of ClassÂ A common stock subject to possible redemption Â Â Â â€”â€, Â Â Â Â 21,392,680 Â Â Â Â Â Â Â Â Â Â Â Â Â Contingently redeemable common stock at DecemberÂ 31, 2022 Â Â Â 28,750,000 Â Â Â Â 290,347,008 Â Less: Â Â Â Â Â Â Â Â Â Â Â Redemptions of ClassÂ A common stock Â Â Â (22,645,318)Â Â Â Â (230,129,156)Â Plus: Â Â Â Â Â Â Â Â Â Â Â Remeasurement of ClassÂ A common stock subject to possible redemption Â Â Â â€”â€, Â Â Â Â 2,905,703 Â Â Â Â Â Â Â Â Â Â Â Â Â Contingently redeemable ClassÂ A common stock at SeptemberÂ 30, 2023 Â Â Â 6,104,682 Â Â Â $ 63,123,555 Â Â Â Â Â Â Â Â Â Â Â ClassÂ A Common Stock On AugustÂ 22, 2023, we issued an aggregate of 7,187,500 shares of ClassÂ A common stock to the Sponsor, FL Co-Investment, Intrepid Financial Partners, our independent directors and certain of our executive officers, upon the conversion of an equal number of shares of ClassÂ B common stock (the â€œClassÂ B Conversionâ€). The 7,187,500 shares of ClassÂ A common stock issued in connection with the ClassÂ B Conversion are subject to the same restrictions as applied to the shares of ClassÂ B common stock before the ClassÂ B Conversion, including, among other things, certain transfer restrictions, waiver of redemption rights and the obligation to vote in favor of an initial business combination, as described in the prospectus for the Initial Public Offering (â€œIPOâ€) described below. After the ClassÂ B Conversion, no shares of ClassÂ B common stock remained outstanding. Net (Loss) Income Per Share of Common Stock The Company complies with accounting and disclosure requirements of Financial Accounting Standards Board (â€œFASBâ€) Accounting Standards Codification (â€œASCâ€) Topic 260, â€œEarnings Per Share.â€ Net (loss) income per share of common stock is computed by dividing net (loss) income by the weighted average number of shares of common stock outstanding for the period. Subsequent remeasurement of the redeemable ClassÂ A common stock is excluded from (loss) income per share of common stock as the redemption value approximates fair value. Net (loss) income per share of common stock is computed by dividing the pro rata net (loss) income between the shares of ClassÂ A common stock and the shares of ClassÂ B common stock by the weighted average number of shares of common stock outstanding for each of the periods. The calculation of diluted (loss) income per share does not consider the effect of the warrants issued in connection with the IPO, as well as warrants issuable upon the exercise of the conversion option on outstanding working capital loans, since the exercise of the warrants is contingent upon the occurrence of future events. The warrants are exercisable forÂ 25,431,370 and 23,625,000 shares of ClassÂ A common stock in the aggregate as of SeptemberÂ 30, 2023 and 2022, respectively. Â F-14 Table of Contents The following table reflects the calculation of basic and diluted net (loss) income per share of common stock (in dollars, except share amounts): Â Â ÂÂ For the Three Months EndedSeptemberÂ 30, Â Â ForÂ theÂ NineÂ MonthsÂ EndedSeptemberÂ 30, Â Â ÂÂ 2023 Â Â 2022 Â Â 2023 Â Â 2022 Â Common stock subject to possible redemption Â Â Â Â Numerator: Â Â Â Â NetÂ (loss) income allocable to ClassÂ AÂ commonÂ stock subject to possible redemption Â Â $ (5,571,661)Â Â $ (153,400)Â Â $ (2,167,037)Â Â $ 7,243,954 Â Denominator: Â Â Â Â Â Weighted Average Redeemable ClassÂ A common stock, Basic and Diluted Â Â Â 8,169,859 Â Â Â 28,750,000 Â Â Â 12,660,640 Â Â Â 28,750,000 Â ÂÂÂÂÂÂÂÂÂÂÂÂÂÂÂÂÂÂÂÂ BasicÂ andÂ DilutedÂ net (loss) income per share, Redeemable ClassÂ A common stock Â Â $ (0.68)Â Â $ (0.01)Â Â $ (0.17)Â Â $ 0.25 Â ÂÂÂÂÂÂÂÂÂÂÂÂÂÂÂÂÂÂÂÂ Non-Redeemable common stock Â Â Â Â Â Numerator: Â Â Â Â Â Net (loss) income allocable to ClassÂ A and ClassÂ B common stock not subject to redemption Â Â $ (4,901,714)Â Â $ (38,350)Â Â $ (1,230,237)Â Â $ 1,810,988 Â Denominator: Â Â Â Â Â Weighted Average Non-redeemable ClassÂ A and ClassÂ B common stock, Basic and Diluted Â Â Â 7,187,500 Â Â Â 7,187,500 Â Â Â 7,187,500 Â Â Â 7,187,500 Â ÂÂÂÂÂÂÂÂÂÂÂÂÂÂÂÂÂÂÂÂ BasicÂ andÂ dilutedÂ netÂ (loss)Â incomeÂ per share of Non-redeemable ClassÂ A and ClassÂ B common stock Â Â $ (0.68)Â Â $ (0.01)Â Â $ (0.17)Â Â $ 0.25 Â ÂÂÂÂÂÂÂÂÂÂÂÂÂÂÂÂÂÂÂÂ Fair Value of Financial Instruments The fair value of the Companyâ€™s assets and liabilities, which qualify as financial instruments under the FASB ASC 820, â€œFair Value Measurement,â€ approximates the carrying amounts represented in the condensed balance sheets. Derivative Warrant Liabilities The Company does not use derivative instruments to hedge exposures to cash flow, market, or foreign currency risks. The Company evaluates all of its financial instruments, including issued stock purchase warrants, to determine if such instruments are derivatives or contain features that qualify as embedded derivatives, pursuant to ASC 480 and ASC Topic 815, â€œDerivatives and Hedgingâ€ (â€œASC 815â€). The classification of derivative instruments, including whether such instruments should be recorded as liabilities or as equity, is re-assessed at the end of each reporting period. The Company accounts for its 22,125,000 common stock warrants issued in connection with its Initial Public Offering (14,375,000) and Private Placement (7,750,000) as derivative warrant liabilities in accordance with ASC 815-40. Accordingly, the Company recognizes the warrant instruments as liabilities at fair value and adjusts the instruments to fair value at each reporting period. The liabilities are subject to re-measurement at each balance sheet date until exercised, and any change in fair value is recognized in the Companyâ€™s condensed Â F-15 Table of Contents statements of operations. The fair value of warrants issued by the Company in connection with the Initial Public Offering and Private Placement had been estimated using Monte-Carlo simulations at the initial measurement date. However, for each subsequent measurement, beginning on AprilÂ 19, 2021, the public warrants were measured at the Observable Quoted Price in Active Markets and the private warrants were measured using the Modified Black-Scholes Option Pricing Model. Convertible Promissory Notesâ€”Related Party The Company accounts for the convertible promissory notes under ASC 815. The Company has made the election under 815-15-25 to account for the notes under the fair value option. Using the fair value option, the convertible promissory notes are required to be recorded at their initial fair value on the date of issuance, and each balance sheet date thereafter. Differences between the face value of the note and fair value at issuance are recognized as either an expense in the condensed statement of operations (if issued at a premium) or as a capital contribution (if issued at a discount). Changes in the estimated fair value of the notes are recognized as non-cash gains or losses in the condensed statements of operations. Â Income Taxes The Company accounts for income taxes under ASC 740, â€œIncome Taxesâ€ (â€œASC 740â€). ASC 740 requires the recognition of deferred tax assets and liabilities for both the expected impact of differences between the financial statements and tax basis of assets and liabilities and for the expected future tax benefit to be derived from tax loss and tax credit carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that included the enactment date. ASC 740 additionally requires a valuation allowance to be established when it is more likely than not that all or a portion of deferred tax assets will not be realized. ASC 740 also requires that an annual effective tax rate be determined and that such annual effective rate be applied to year-to-date income in interim periods. Using provisions of ASC 740 that allow certain tax items to be recorded in the interim period in which these items are reported, the Companyâ€™s effective tax rate was negative 1.42% and 156.66% for the three months ended SeptemberÂ 30, 2023 and 2022, respectively. The effective tax rate differs from the statutory tax rate of 21% for the three months ended SeptemberÂ 30, 2023 and 2022, due primarily to changes in fair value of the warrant liability, which are not included in taxable income, non-deductible merger related expenditures, and the valuation allowance on the deferred tax assets. The Companyâ€™s effective tax rate was negative 30.08% and 5.53% for the nine months ended SeptemberÂ 30, 2023 and 2022, respectively. The effective tax rate differs from the statutory tax rate of 21% for the nine months ended SeptemberÂ 30, 2023 and 2022, due primarily to changes in fair value of the warrant liability, which are not included in taxable income, non-deductible merger related expenditures, and the valuation allowance on the deferred tax assets. ASC 740 also clarifies the accounting for uncertainty in income taxes recognized in an enterpriseâ€™s financial statements and prescribes a recognition threshold and measurement process for financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. For those benefits to be recognized, a tax position must be more-likely-than-not to be sustained upon examination by taxing authorities. ASC 740 also provides guidance on derecognition, classification, interest and penalties, accounting in interim period, disclosure and transition. The Company recognizes accrued interest and penalties related to unrecognized tax benefits as income tax expense. There were no unrecognized tax benefits and no amounts accrued for interest and penalties as of SeptemberÂ 30, 2023 and DecemberÂ 31, 2022. The Company is currently not aware of any issues under review that could result in significant payments, accruals or material deviation from its position. Â F-16 Table of Contents The Company has identified the United States as its only â€œmajorâ€ tax jurisdiction. The Company may be subject to potential examination by federal and state taxing authorities in the areas of income taxes. These potential examinations may include questioning the timing and amount of deductions, the nexus of income among various tax jurisdictions and compliance with federal and state tax laws. The Companyâ€™s management does not expect that the total amount of unrecognized tax benefits will materially change over the next twelve months. Recent Accounting Standards In August 2020, the FASB issued ASU 2020-06, â€œDebt-Debt with Conversion and Other Options (Subtopic 470-20) and Derivatives and Hedging-Contracts in Entityâ€™s Own Equity (Subtopic 815-40): Accounting for Convertible Instruments and Contracts in an Entityâ€™s Own Equityâ€ (â€œASU 2020-06â€), which simplifies accounting for convertible instruments by removing major separation models required under current GAAP. The ASU also removes certain settlement conditions that are required for equity-linked contracts to qualify for scope exception, and it simplifies the diluted earnings per share calculation in certain areas. ASU 2020-06 is effective no later than JanuaryÂ 1, 2024 and should be applied on a full or modified retrospective basis, with early adoption permitted beginning on JanuaryÂ 1, 2021. The Company is currently reviewing what impact, if any, adoption will have on the Companyâ€™s financial position, results of operations or cash flows. The Companyâ€™s management does not believe that any other recently issued, but not yet effective, accounting standards if currently adopted would have a material effect on the accompanying financial statements. Note 3 â€” Initial Public Offering Pursuant to the Initial Public Offering, the Company sold 28,750,000 Units, which includes the full exercise by the underwriters of their option to purchase an additional 3,750,000 Units, at a price of $10.00 per Unit. Each Unit consists of one share of ClassÂ A common stock, par value $0.0001 per share, and one-half of one redeemable warrant (â€œPublic Warrantâ€). Each whole Public Warrant entitles the holder to purchase one share of ClassÂ A common stock at a price of $11.50 per share. Note 4 â€” Private Placement Warrants Simultaneously with the closing of the IPO, the Sponsor, Intrepid Financial Partners, LLC (an affiliate of one of the Companyâ€™s underwriters) (â€œIntrepid Financial Partnersâ€) and FL Co-Investment, LLC (an affiliate of one of the Companyâ€™s

underwriters) (â€œFL Co-Investmentâ€) collectively, the (â€œInitial Stockholdersâ€), purchased an aggregate of 7,750,000 Private Placement Warrants at a price of $1.00 per warrant ($7,750,000 in the aggregate), and each Private Placement Warrant is exercisable to purchase one share of ClassÂ A common stock at a price of $11.50 per share. A portion of the purchase price of the Private Placement Warrants was added to the proceeds from this offering to be held in the Trust Account. Note 5 â€” Related Party Transactions Founder Shares In November 2020, our founders acquired 7,187,500 founder shares (the â€œFounder Sharesâ€) for an aggregate purchase price of $25,000 (the â€œClassÂ B common stockâ€), or approximately $0.0035 per share. The Sponsor purchased 4,671,875 Founder Shares, FL Co-Investment purchased 1,257,813 Founder Shares and Intrepid Financial Partners purchased 1,257,812 Founder Shares. On NovemberÂ 25, 2020, the Sponsor sold 434,375 Founder Shares to some of the Companyâ€™s directors and executives, including Gregory D. Patrinely, the Companyâ€™s Chief Financial Officer and Secretary, at their original purchase price. Simultaneously with such transfer, each of FL Co-Investment and Intrepid Financial Partners transferred 13,125 Founder Shares to the Â F-17 Table of Contents Sponsor, respectively, at their original purchase price. Such sale of Founder Shares to the Companyâ€™s directors and executives is within the scope of FASB ASC Topic 718, â€œCompensation-Stock Compensationâ€ (â€œASC 718â€). Under ASC 718, stock-based compensation associated with equity-classified awards is measured at fair value upon the grant date. The Founder Shares were sold to directors and executives and effectively transferred subject to a performance condition (i.e., the consummation of a Business Combination). Compensation expense related to the Founder Shares is recognized only when the performance condition is probable of achievement under the applicable accounting literature. Stock-based compensation would be recognized at the date a Business Combination is considered probable in an amount equal to the number of Founder Shares times the grant date fair value per share (unless subsequently modified) less the amount initially received for the purchase of the Founder Shares. On NovemberÂ 2, 2022, the Company entered into the Merger Agreement (see Note 1); however, the Merger Agreement is subject to certain conditions to closing, such as, for example, approval by the Companyâ€™s stockholders. As a result, the Company determined that there is a possibility that a Business Combination might not happen and, therefore, no stock-based compensation expense has been recognized. The Initial Stockholders have agreed that, subject to certain limited exceptions, the Founder Shares will not be transferred, assigned, sold or released from escrow until the earlier of (A)Â one year after the completion of a Business Combination or (B)Â subsequent to a Business Combination, if (x)Â the last reported sale price of the shares of our ClassÂ A common stock equals or exceeds $12.00 per share (as adjusted for stock splits, stock, reorganizations, recapitalizations and the like) for any 20 trading days within any 30-trading day period commencing at least 150 days after a Business Combination, or (y)Â the Company completes a liquidation, merger, capital stock exchange, reorganization or other similar transaction that results in all of our stockholders having the right to exchange their shares of common stock for cash, securities or other property, the converted ClassÂ A common stock will be released from the lock-up. On AugustÂ 22, 2023, we issued an aggregate of 7,187,500 shares of ClassÂ A common stock to the Sponsor, FL Co-Investment, Intrepid Financial Partners, our independent directors and certain of our executive officers, upon the conversion of an equal number of shares of ClassÂ B common stock (the â€œClassÂ B Conversionâ€). The 7,187,500 shares of ClassÂ A common stock issued in connection with the ClassÂ B Conversion are subject to the same restrictions as applied to the shares of ClassÂ B common stock before the ClassÂ B Conversion, including, among other things, certain transfer restrictions, waiver of redemption rights and the obligation to vote in favor of an initial business combination, as described in the prospectus for the Initial Public Offering (â€œIPOâ€) . After the ClassÂ B Conversion, no shares of ClassÂ B common stock remained outstanding. Convertible Promissory Notes (â€œWorking Capital Loansâ€) In order to finance transaction costs in connection with a Business Combination, the initial stockholders or an affiliate of the initial stockholders or certain of the Companyâ€™s directors and officers may, but are not obligated to, loan the Company funds as may be required (â€œWorking Capital Loansâ€). If the Company completes a Business Combination, the Company will repay the Working Capital Loans out of the proceeds of the Trust Account released to the Company or convert them to warrants as described below. Otherwise, the Working Capital Loans would be repaid only out of funds held outside the Trust Account. In the event that a Business Combination does not close, the Company may use a portion of proceeds held outside the Trust Account to repay the Working Capital Loans, but no proceeds held in the Trust Account would be used to repay the Working Capital Loans. Except for the foregoing, the terms of such Working Capital Loans, if any, have not been determined and no written agreements exist with respect to such loans. The Working Capital Loans would either be repaid upon consummation of a Business Combination, without interest, or, at the lenderâ€™s discretion, such Working Capital Loans may be convertible into warrants of the post-Business Combination entity at a price of $1.00 per warrant. Initially up to $1,500,000, which was increased to $3,500,000 on MarchÂ 24, 2023, of such loans may be convertible into warrants. The warrants would be identical to the Private Placement Warrants. As discussed below, since inception, the Company has entered into nine convertible promissory notes under this arrangement with the Sponsor to provide Working Capital Loans. Â F-18 Table of Contents On MarchÂ 1, 2021, the Company issued an unsecured promissory note to the Sponsor (the â€œFirst Working Capital Loanâ€), pursuant to which the Company may borrow up to an aggregate principal amount of $365,000. The First Working Capital Loan is non-interest bearing and payable on the consummation of the Companyâ€™s Business Combination. The First Working Capital Loan was fully drawn down in the period ended DecemberÂ 31, 2021. The Sponsor assigned $145,000 of the First Working Capital Loan to our Executive Vice President and Chief Financial Officer, Gregory Patrinely, $110,000 of the First Working Capital Loan to our Executive Vice President, General Counsel and Secretary, Anthony Duenner, and $110,000 of the First Working Capital Loan to our President, J. Caldwell Flores. As of September 30, 2023 and December 31, 2022, the First Working Capital Loan in the amount of $365,000 was fully drawn. The fair value of the note was estimated by the Company to be $383,323 at initial measurement, $292,000 and $343,034 at SeptemberÂ 30, 2023 and DecemberÂ 31, 2022, respectively. On December 27, 2021, the Company issued an unsecured promissory note to the Sponsor (the â€œSecond Working Capital Loanâ€), pursuant to which the Company may borrow up to an aggregate principal amount of $800,000. The Second Working Capital Loan is non-interest bearing and payable on the consummation of the Companyâ€™s Business Combination. As of SeptemberÂ 30, 2023 and DecemberÂ 31, 2022, the Second Working Capital Loan in the amount of $800,000 was fully drawn. The fair value of the note was estimated by the Company to be $656,560 at initial measurement, $640,000 and $751,856 at SeptemberÂ 30, 2023 and DecemberÂ 31, 2022, respectively. On MarchÂ 29, 2022, the Company issued an unsecured promissory note to the Sponsor (the â€œThird Working Capital Loanâ€), pursuant to which the Company may borrow up to an aggregate principal amount of $335,000. The Third Working Capital Loan is non-interest bearing and payable on the consummation of the Companyâ€™s Business Combination. As of SeptemberÂ 30, 2023 and DecemberÂ 31, 2022, the Third Working Capital Loan in the amount of $335,000 was fully drawn. The Sponsor assigned $111,667 of the Third Working Capital Loan to each of our Executive Vice President and Chief Financial Officer, Gregory Patrinely, and President J. Caldwell Flores, and $111,666 of the Third Working Capital Loan to our Executive Vice President, General Counsel and Secretary, Anthony Duenner. The fair value of the note was estimated by the Company to be $282,874 at initial measurement, and the amount by which the proceeds from the Third Working Capital Loan exceeded its initial fair value has been recognized as a credit within stockholdersâ€™ deficit during the year ended DecemberÂ 31, 2022. The fair value of the note was estimated by the Company to be $268,000 and $314,840 at SeptemberÂ 30, 2023 and DecemberÂ 31, 2022, respectively.On SeptemberÂ 30, 2022, the Company issued an unsecured promissory note to the Sponsor (the â€œQ3 2022 Promissory Noteâ€), pursuant to which the Company may borrow up to an aggregate principal amount of $170,000 (see Promissory Note Amendments above). The Q3 2022 Promissory Note is non-interest bearing and payable on the consummation of the Companyâ€™s Business Combination. On OctoberÂ 5, 2022, the Q3 2022 Promissory Note was fully drawn down by the Company. The fair value of the note was estimated by the Company to be $136,000 at September 30, 2023. On OctoberÂ 31, 2022, the Company issued an unsecured promissory note to the Sponsor (the â€œQ4 2022 Promissory Noteâ€), pursuant to which the Company may borrow up to an aggregate principal amount of $200,000 (see Promissory Note Amendments above). The Q4 2022 Promissory Note is non-interest bearing and payable on the consummation of the Companyâ€™s Business Combination. On OctoberÂ 31, 2022, the Q4 2022 Promissory Note was fully drawn down by the Company. The fair value of the note was estimated by the Company to be $160,000 at September 30, 2023. On FebruaryÂ 6, 2023, the Company issued an unsecured promissory note to the Sponsor (the â€œQ1 2023 Promissory Noteâ€), pursuant to which the Company may borrow up to an aggregate principal amount of $535,000 of which $356,370 is convertible in to warrants post-Business Combination (see Promissory Note Amendments below). The Q1 2023 Promissory Note is non-interest bearing and payable on the consummation of the Companyâ€™s Business Combination. On FebruaryÂ 7, 2023, the Q1 2023 Promissory Note was fully drawnÂ F-19 Table of Contentsdown by the Company. The fair value of the convertible portion of the note was estimated by the Company to be $285,096 at September 30, 2023. On MayÂ 12, 2023, the Company issued an unsecured promissory note to the Sponsor (the â€œFirst Q2 2023 Promissory Noteâ€), pursuant to which the Company may borrow up to an aggregate principal amount of $395,000. The First Q2 2023 Promissory Note is non-interest bearing and payable on the consummation of the Companyâ€™s Business Combination. On MayÂ 15, 2023, the First Q2 2023 Promissory Note was fully drawn down by the Company. The fair value of the note was estimated by the Company to be $229,653 at initial measurement, and the amount by which the proceeds from the First Q2 2023 Promissory Note exceeded its initial fair value has been recognized as a credit within stockholdersâ€™ deficit during the nine months ended SeptemberÂ 30, 2023. The fair value of the note was estimated by the Company to be $316,000 at SeptemberÂ 30, 2023. On JuneÂ 22, 2023, the Company issued an unsecured promissory note to the Sponsor (the â€œFourth Q2 2023 Promissory Noteâ€), pursuant to which the Company may borrow up to an aggregate principal amount of $50,000. The Fourth Q2 2023 Promissory Note is non-interest bearing and payable on the consummation of the Companyâ€™s Business Combination. The fair value of the note was estimated by the Company to be $29,150 at initial measurement and $40,000 at SeptemberÂ 30, 2023, and the amount by which the proceeds from the Fourth Q2 2023 Promissory Note exceeded its initial fair value has been recognized as a credit within stockholdersâ€™ deficit during the nine months ended SeptemberÂ 30, 2023. On JuneÂ 28, 2023, the Fourth Q2 2023 Promissory Note was fully drawn down by the Company. On AugustÂ 30, 2023, the Company issued an unsecured promissory note to the Sponsor (the â€œFirst Q3 2023 Promissory Noteâ€), pursuant to which the Company may borrow up to an aggregate principal amount of $635,000. The First Q3 2023 Promissory Note is non-interest bearing and payable on the consummation of the Companyâ€™s Business Combination. The fair value of the note was estimated by the Company to be $330,199 at initial measurement and $508,000 at SeptemberÂ 30, 2023, and the amount by which the proceeds from the First Q3 2023 Promissory Note exceeded its initial fair value has been recognized as a credit within stockholdersâ€™ deficit during the three and nine months ended SeptemberÂ 30, 2023. On AugustÂ 30, 2023, the First Q3 2023 Promissory Note was fully drawn down by the Company. On MarchÂ 29, 2023, the Company and Flame Acquisition Sponsor LLC entered into amendments to each of the Q3 2022 Promissory Note, Q4 2022 Promissory Note and Q1 2023 Promissory Note, pursuant to which loans made under such notes are, at the lenderâ€™s discretion, convertible into warrants of the post-Business Combination entity. On MayÂ 12, 2023, the Q1 2023 Promissory note was amended to clarify that approximately $356,370 of the note proceeds are convertible into warrants of the post-Business Combination entity at a price of $1.00 per warrant, while the remainder of the note proceeds are non-convertible notes to be used to fund advances to the acquisition target. Such warrants are identical to the private placement warrants, including as to exercise price, exercisability and exercise period. The Company evaluated the amendments to each of the Q3 2022 Promissory Note, Q4 2022 Promissory Note and Q1 2023 Promissory Note under ASC 470-50, â€œDebt â€“ Modification and Extinguishmentâ€, and concluded that the amendments resulted in terms that were substantially different and thus resulted in debt extinguishments. The fair value of the Q3 2022 Promissory Note, Q4 2022 Promissory Note and Q1 2023 Promissory Note ($726,370 in aggregate proceeds) was estimated by the Company to be $684,165 upon the amendments. The amount by which the proceeds from each of the Q3 2022 Promissory Note, Q4 2022 Promissory Note and Q1 2023 Promissory Note exceeded their fair value has been recognized as a capital contribution within stockholdersâ€™ deficit during the nine months ended SeptemberÂ 30, 2023.As of September 30, 2023, each of the First Working Capital Loan, Second Working Capital Loan, Third Working Capital Loan, Q3 2022 Promissory Note, Q4 2022 Promissory Note, First Q2 2023 Promissory Note, Fourth Q2 2023 Promissory Note, First Q3 2023 Promissory Note and a portion of the Q1 2023 Promissory Note may be convertible into warrants ($3,306,370 in total proceeds or 3,306,370 in aggregate warrants as of September 30, 2023) at a price of $1.00 per warrant at the option of the lender. There were no additional borrowings under Convertible Promissory Notes other than those described above.Â F-20 Table of Contents Promissory Note LoansIn addition, the Company has borrowed certain funds from the Sponsor under non-convertible promissory notes (â€œPromissory Note Loansâ€) that have been used to pay for expenditures of the acquisition target. As discussed below, since inception, the Company has entered into four non-convertible promissory notes under this arrangement with the Sponsor. In accordance with the Merger Agreement, the Company is to pay for up to $1.5Â million (subsequently amended to a cap of $3.0Â million) in reasonable out-of-pocket fees and expenses for any agents, advisors, consultants, experts, independent contractors and financial advisors engaged on behalf of Holdco or Sable and incurred in connection with the transactions contemplated by the Merger Agreement and Sable-EM Purchase Agreement at closing of the Business Combination. During the three and nine months ended SeptemberÂ 30, 2023, the Company paid $123,897 and $726,868, respectively, in such expenditures on behalf of Sable which have been recorded and included in Operating costs on the condensed statements of operations for the three and nine months ended SeptemberÂ 30, 2023. From October 1, 2023 to November 14, 2023, the Company paid approximately $106,000 in additional such expenditures on behalf of Sable. The Company is under no obligation to make further advances prior to the closing of the Business Combination.On MayÂ 12, 2023, the Company issued an unsecured promissory note to the Sponsor (the â€œSecond Q2 2023 Promissory Noteâ€), pursuant to which the Company may borrow up to an aggregate principal amount of $355,000. The Second Q2 2023 Promissory Note is non-interest bearing and payable on the consummation of the Companyâ€™s Business Combination. On MayÂ 15, 2023, the Second Q2 2023 Promissory Note was fully drawn down by the Company. On JuneÂ 22, 2023, the Company issued an unsecured promissory note to the Sponsor (the â€œThird Q2 2023 Promissory Noteâ€), pursuant to which the Company may borrow up to an aggregate principal amount of $100,000. The Third Q2 2023 Promissory Note is non-interest bearing and payable on the consummation of the Companyâ€™s Business Combination. On JuneÂ 28, 2023, the Third Q2 2023 Promissory Note was fully drawn down by the Company. On AugustÂ 30, 2023, the Company issued an unsecured promissory note to the Sponsor (the â€œSecond Q3 2023 Promissory Noteâ€), pursuant to which the Company may borrow up to an aggregate principal amount of $495,000. The Second Q3 2023 Promissory Note is non-interest bearing and payable on the consummation of the Companyâ€™s Business Combination. On AugustÂ 30, 2023, the Second Q3 2023 Promissory Note was fully drawn down by the Company. As of SeptemberÂ 30, 2023, each of the First Working Capital Loan, Second Working Capital Loan, Third Working Capital Loan, Q3 2022 Promissory Note, Q4 2022 Promissory Note, First Q2 2023 Promissory Note, Fourth Q2 2023 Promissory Note, First Q3 2023 Promissory Note and a portion of the Q1 2023 Promissory Note (collectively the â€œConvertible Promissory Notesâ€) may be convertible into warrants ($3,306,370 in total proceeds or 3,306,370 in aggregate warrants as of SeptemberÂ 30, 2023) at a price of $1.00 per warrant at the option of the lender. There were no additional borrowings under Convertible Promissory Notes other than those described above. Â F-21 Table of Contents The following tables presents the balances of the convertible promissory notes â€“ related parties, at fair value and the promissory notes to related parties as of the respective period ends: Â Â PrincipalÂ Value Â Â Fair Value Â Â Â $ Amount Â Â SeptemberÂ 30,Â 2023 Â Â DecemberÂ 31,Â 2022 Â ConvertibleÂ notesÂ â€“relatedÂ parties,Â atÂ fairÂ value Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â First Working Capital Loan Â Â $ 365,000 Â Â Â $ 292,000 Â Â Â $ 343,034 Â Second Working Capital Loan Â Â Â 800,000 Â Â Â Â 640,000 Â Â Â Â 751,856 Â Third Working Capital Loan Â Â Â 335,000 Â Â Â Â 268,000 Â Â Â Â 314,840 Â Q3 2022 Promissory Note Â Â Â 170,000 Â Â Â Â 136,000 Â Â Â Â â€” Â Q4 2022 Promissory Note Â Â Â 200,000 Â Â Â Â 160,000 Â Â Â Â â€” Â Q1 2023 Promissory Note Â Â Â 356,370 Â Â Â Â 285,096 Â Â Â Â â€” Â First Q2 2023 Promissory Note Â Â Â 395,000 Â Â Â Â 316,000 Â Â Â Â â€” Â Fourth Q2 2023 Promissory Note Â Â Â 50,000 Â Â Â Â 40,000 Â Â Â Â â€” Â First Q3 2023 Promissory Note Â Â Â 635,000 Â Â Â Â 508,000 Â Â Â Â â€” Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Total Â Â $ 3,306,370 Â Â Â $ 2,645,096 Â Â Â $ 1,409,730 Â Promissory notes to related parties Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Q3 2022 Promissory Note Â Â $ â€” Â Â Â $ â€” Â Â Â $ 170,000 Â Q4 2022 Promissory Note Â Â Â â€” Â Â Â Â â€” Â Â Â Â 200,000 Â Q1 2023 Promissory Note Â Â Â 178,630 Â Â Â Â 178,630 Â Â Â Â â€” Â Second Q2 2023 Promissory Note Â Â Â 355,000 Â Â Â Â 355,000 Â Â Â Â â€” Â Third Q2 2023 Promissory Note Â Â Â 100,000 Â Â Â Â 100,000 Â Â Â Â â€” Â Second Q3 2023 Promissory Note Â Â Â 495,000 Â Â Â Â 495,000 Â Â Â Â â€” Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Total Â Â $ 1,128,630 Â Â Â $ 1,128,630 Â Â Â $ 370,000 Â Note 6 â€”Â CommitmentsÂ and Contingencies Registration Rights The holders of the Founder Shares, Private Placement Warrants and warrants that may be issued upon conversion of the Working Capital Loans (and any shares of ClassÂ A common stock issuable upon the exercise of the Private Placement Warrants and warrants that may be issued upon conversion of Working Capital Loans and upon conversion of the Founder Shares) are entitled to registration rights pursuant to a registration rights agreement. The holders of these securities, and certain Promissory Notes, are entitled to make up to three demands, excluding short form demands, that the Company register such securities. In addition, the holders have certain â€œpiggy-backâ€ registration rights with respect to registration statements filed subsequent to the completion of a Business Combination. However, the registration rights agreement provides that the Company will not permit any registration statement filed under the Securities Act to become effective until termination of the

applicable lockup period. The Company will bear the expenses incurred in connection with the filing of any such registration statements. Business Combination Marketing Agreement The Company has engaged underwriters as advisors in connection with its business combination to assist it in holding meetings with the Companyâ€™s stockholders to discuss the potential business combination and the target businessâ€™s attributes, introduce it to potential investors that are interested in purchasing its securities in connection with the potential business combination, assist it in obtaining stockholder approval for the business combination and assist the Company with its press releases and public filings in connection with the business combination. The Company will pay the Marketing Fee (as defined in the Companyâ€™s registration statement on Form S-1, as amended, that was filed with the SEC on FebruaryÂ 5, 2021) for such services upon the consummation of its initial business combination in an amount equal to, in the aggregate, 3.5% of the gross proceeds of the IPO, including the proceeds from the exercise of the over-allotment option. The underwriters will Â F-22 Table of Contents not be entitled to such fee unless the Company consummates its initial business combination. In connection with the Extension, stockholders holding 20,317,255 shares of Flame ClassÂ A common stock subject to possible redemption stock exercised their right to redeem such shares for a pro rata portion of the funds in the Trust Account, representing approximately 70.67% of our issued and outstanding Flame ClassÂ A common stock subject to possible redemption stock. After this redemption, 8,432,745 shares of Flame ClassÂ A common stock subject to possible redemption stock remained outstanding. In connection with the Second Extension, stockholders holding 2,328,063 shares of Flame ClassÂ A common stock subject to possible redemption stock exercised their right to redeem such shares for a pro rata portion of the funds in the Trust Account, representing approximately 27.61% of our issued and outstanding Flame ClassÂ A common stock subject to possible redemption stock. After this redemption, 6,104,682 shares of Flame ClassÂ A common stock subject to possible redemption stock remained outstanding. If no additional public stockholders exercise redemption rights with respect to their shares of Flame ClassÂ A common stock, the amount of effective underwriting commissions due to the underwriters upon the consummation of the Business Combination will represent 15.9% of the aggregate proceeds from the Flame IPO retained by Flame. Underwriters Agreement On MarchÂ 1, 2021, the Company paid a fixed underwriting discount of $0.20 per Unit, or $5,750,000Â in the aggregate. Deferred Legal Fees As of SeptemberÂ 30, 2023 and DecemberÂ 31, 2022, the Company has incurred unbilled legal costs of $3,623,594 and $2,633,139, respectively, related to its prospective initial BusinessÂ Combination. These costs are deferred until the completion of the Companyâ€™s initial Business Combination and are included in accounts payable and accrued expenses on the Companyâ€™s condensed balance sheets. Note 7 â€” Stockholdersâ€™ Deficit Preferred Stock â€” The Company is authorized to issue a total of 1,000,000 shares of preferred stock at par value of $0.0001 each. At SeptemberÂ 30, 2023 and DecemberÂ 31, 2022, there were no shares of preferred stock issued or outstanding. ClassÂ A Common Stock â€” The Company is authorized to issue a total of 200,000,000 shares of ClassÂ A common stock at par value of $0.0001 each. At SeptemberÂ 30, 2023 and DecemberÂ 31, 2022, there were 7,187,500 and no shares, respectively, issued and outstanding (excluding 6,104,682 and 28,750,000 shares subject to possible redemption, respectively). On FebruaryÂ 23, 2023, the Company was notified by stockholders holding 20,317,255 shares of ClassÂ A common stock that they exercised their right to redeem such shares for a pro rata portion of the funds in the Trust Account. As a result, $206,121,060 (approximately $10.15 per share) was removed from the Trust Account to pay such redeeming holders on MarchÂ 2, 2023. On AugustÂ 29, 2023, the Company was notified by stockholders holding 2,328,063 shares of ClassÂ A common stock that they exercised their right to redeem such shares for a pro rata portion of the funds in the Trust Account. As a result, $24,008,096 (approximately $10.31 per share) was removed from the Trust Account to pay such redeeming holders on AugustÂ 31, 2023. On AugustÂ 22, 2023, we issued an aggregate of 7,187,500 shares of ClassÂ A common stock to the Sponsor, FL Co-Investment, Intrepid Financial Partners, our independent directors and certain of our executive officers, upon the ClassÂ B Conversion transaction. After the ClassÂ B Conversion, no shares of ClassÂ B common stock remained outstanding. ClassÂ B Common Stock â€” The Company is authorized to issue a total of 20,000,000 shares of ClassÂ B common stock at par value of $0.0001 each. At SeptemberÂ 30, 2023 and DecemberÂ 31, 2022, there were 0 and 7,187,500Â shares of ClassÂ B common stock, respectively, issued or outstanding. Â F-23 Table of Contents Common stockholders of record are entitled to one vote for each share held on all matters to be voted on by stockholders. Holders of the ClassÂ A common stock and holders of the ClassÂ B common stock will vote together as a single class on all matters submitted to a vote of the Companyâ€™s stockholders, except as required by law. Shares of the ClassÂ B common stock are identical to the shares of ClassÂ A common stock included in the units sold in the IPO, and holders of ClassÂ B common stock have the same stockholder rights as public stockholders, except that (i)Â the ClassÂ B common stock are subject to certain transfer restrictions, as described in more detail below, (ii)Â our founders, officers and directors have entered into a letter agreement with us, pursuant to which they have agreed (A)Â to waive their redemption rights with respect to any ClassÂ B common stock and any Public Shares held by them in connection with the completion of our Business Combination and (B)Â to waive their rights to liquidating distributions from the Trust Account with respect to any ClassÂ B common stock held by them if the Company fails to complete our Business Combination within the prescribed time period, although they will be entitled to liquidating distributions from the Trust Account with respect to any Public Shares they hold if the Company fails to complete our Business Combination within such time period, (iii)Â the ClassÂ B common stock are shares of our ClassÂ B common stock that will automatically convert into shares of our ClassÂ A common stock at the time of our initial Business Combination, on a one-for-one basis, subject to adjustment pursuant to certain anti-dilution rights and (iv)Â are subject to registration rights. If the Company submits our Business Combination to our public stockholders for a vote, our Initial stockholders have agreed to vote any ClassÂ B common stock and any Public Shares purchased during or after the IPO in favor of our initial Business Combination. With certain limited exceptions, the ClassÂ B common stock are not transferable, assignable or salable (except to our officers and directors and other persons or entities affiliated with the Sponsor, each of whom will be subject to the same transfer restrictions) until the earlier of (A)Â one year after the completion of our initial Business Combination or (B)Â subsequent to our initial Business Combination, (x)Â if the last sale price of our ClassÂ A common stock equals or exceeds $12.00 per share (as adjusted for stock splits, stock dividends, reorganizations, recapitalizations and the like) for any 20 trading days within any 30-trading day period commencing at least 150 days after our initial Business Combination, or (y)Â the date on which the Company completes a liquidation, merger, capital stock exchange, reorganization or other similar transaction that results in all of our stockholders having the right to exchange their shares of common stock for cash, securities or other property. The 7,187,500 shares of ClassÂ A common stock issued in connection with the ClassÂ B Conversion are subject to the same restrictions as applied to the shares of ClassÂ B common stock before the ClassÂ B Conversion, including, among other things, certain transfer restrictions, waiver of redemption rights and the obligation to vote in favor of an initial business combination, as described in the prospectus for the IPO described above. Note 8 â€” Warrants Public Warrants may only be exercised for a whole number of shares. No fractional shares will be issued upon exercise of the Public Warrants. The Public Warrants will become exercisable on the later of (a)Â 30Â days after the completion of a Business Combination and (b)Â 12Â months from the closing of the IPO. The Public Warrants will expire five years from the completion of a Business Combination, at 5:00Â p.m., New York City time, or earlier upon redemption or liquidation. The Company will not be obligated to deliver any shares of ClassÂ A common stock pursuant to the exercise of a Public Warrant and will have no obligation to settle such Public Warrant exercise unless a registration statement under the Securities Act with respect to the shares of ClassÂ A common stock underlying the warrants is then effective and a prospectus relating thereto is current, subject to the Company satisfying its obligations with respect to registration, or a valid exemption from registration is available. No warrant will be exercisable, and the Company will not be obligated to issue a share of ClassÂ A common stock upon exercise of a warrant unless the share of ClassÂ A common stock issuable upon such warrant exercise has been registered, qualified or deemed to be exempt under the securities laws of the state of residence of the registered holder of the warrants. Â F-24 Table of ContentsThe Company has agreed that as soon as practicable, but in no event later than 15 business days after the closing of a Business Combination, it will use its commercially reasonable efforts to file with the SEC a registration statement for the registration, under the Securities Act, of the shares of ClassÂ A common stock issuable upon exercise of the warrants. The Company will use its commercially reasonable efforts to cause the same to become effective and to maintain the effectiveness of such registration statement, and a current prospectus relating thereto, until the expiration or redemption of the warrants in accordance with the provisions of the warrant agreement. If a registration statement covering the issuance of the shares of ClassÂ A common stock issuable upon exercise of the warrants is not effective by the 60thÂ business day after the closing of a Business Combination, warrant holders may, until such time as there is an effective registration statement and during any period when the Company will have failed to maintain an effective registration statement, exercise warrants on a â€œcashless basisâ€ in accordance with SectionÂ 3(a)(9) of the Securities Act or another exemption. In addition, if the shares of ClassÂ A common stock are at the time of any exercise of a warrant not listed on a national securities exchange such that they satisfy the definition of a â€œcovered securityâ€ under SectionÂ 18(b)(1) of the Securities Act, the Company may, at its option, require holders of the Public Warrants who exercise their warrants to do so on a â€œcashless basisâ€ in accordance with SectionÂ 3(a)(9) of the Securities Act and, in the event the Company elects to do so, the Company will not be required to file or maintain in effect a registration statement, but it will use its best efforts to register or qualify the shares under applicable blue sky laws to the extent an exemption is not available. In such event, each holder would pay the exercise price by surrendering the warrants for that number of shares of ClassÂ A common stock equal to the lesser of (A)Â the quotient obtained by dividing (x)Â the product of the number of shares of ClassÂ A common stock underlying the warrants, multiplied the excess of the â€œfair market valueâ€ less the exercise price of the warrants by (y)Â the fair market value and (B)Â 0.361. The â€œfair market valueâ€ shall mean the volume weighted average price of the shares of ClassÂ A common stock for the 10 trading days ending on the trading day prior to the date on which the notice of exercise is received by the warrant agent. Redemption of Warrants For Cashâ€”Once the warrants become exercisable, the Company may redeem the outstanding Public Warrants for cash: Â Â â€¢ Â in whole and not in part; Â Â â€¢ Â at a price of $0.01 per Public Warrant; Â Â â€¢ Â upon not less than 30 daysâ€™ prior written notice of redemption to each warrant holder; and Â Â â€¢ Â if, and only if, the last sale price of our ClassÂ A common stock equals or exceeds $18.00 per share (as adjusted for stock splits, stock dividends, reorganizations, recapitalizations and the like) for any 20 trading days within a 30-trading day period ending on the third trading day prior to the date on which the Company sends the notice of redemption to the warrant holders. If and when the warrants become redeemable by the Company, the Company may exercise itsÂ redemptionÂ rightÂ even if it is unable to register or qualify the underlying securities for sale under all applicable state securities laws. However, the Company will not redeem the warrants unless an effective registration statement under the Securities Act covering the shares of ClassÂ A common stock issuable upon exercise of the warrants is effective and a current prospectus relating to those shares of ClassÂ A common stock is available throughout the 30-day redemption period, except if the warrants may be exercised on a cashless basis and such cashless exercise is exempt from registration under the Securities Act. Redemption of Warrants For Shares of ClassÂ A Common Stockâ€”commencing 90 days after the warrants become exercisable, the Company may redeem the outstanding warrants for shares of ClassÂ A common stock: Â Â â€¢ Â in whole and not in part; Â Â â€¢ Â at a price equal to a number of shares of ClassÂ A common stock to be determined by reference to the agreed table set forth in the warrant agreement based on the redemption date and the â€œfair market valueâ€ of the ClassÂ A common stock; Â Â â€¢ Â upon not less than 30 daysâ€™ prior written notice of redemption to each warrant holder; and Â F-25 Table of Contents Â â€¢ Â if, and only if, the last sale price of our ClassÂ A common stock equals or exceeds $10.00 per share (as adjusted per share splits, share dividends, reorganizations, recapitalizations and the like) on the trading day prior to the date on which the Company sends the notice of redemption to the warrant holders. The exercise price and numberÂ of shares of ClassÂ A common stock issuable upon exercise of the Public Warrants may be adjusted in certain circumstances including in the event of a share dividend, extraordinary dividend or recapitalization, reorganization, merger or consolidation. However, except as described below, the Public Warrants will not be adjusted for issuances of shares of ClassÂ A common stock at a price below its exercise price. Additionally, in no event will the Company be required to net cash settle the Public Warrants. If the Company is unable to complete a Business Combination within the Combination Period and the Company liquidates the funds held in the Trust Account, holders of Public Warrants will not receive any of such funds with respect to their Public Warrants, nor will they receive any distribution from the Companyâ€™s assets held outside of the Trust Account with respect to such Public Warrants. Accordingly, the Public Warrants may expire worthless. In addition, if (x)Â the Company issues additional shares of ClassÂ A common stock or equity-linked securities for capital raising purposes in connection with the closing of a Business Combination at an issue price or effective issue price of less than $9.20 per share of ClassÂ A common stock (with such issue price or effective issue price to be determined in good faith by the Companyâ€™s board of directors, and in the case of any such issuance to the Sponsor or its affiliates, without taking into account any Founder Shares held by the Sponsor or such affiliates, as applicable, prior to such issuance) (the â€œNewly Issued Priceâ€), (y) the aggregate gross proceeds from such issuances represent more than 60% of the total equity proceeds, and interest thereon, available for the funding of a Business Combination on the date of the completion of a Business Combination (net of redemptions), and (z)Â the volume weighted average trading price of the Companyâ€™s shares of ClassÂ A common stock during the 20 trading day period starting on the trading day prior to the day on which the Company completes a Business Combination (such price, the â€œMarket Valueâ€) is below $9.20 per share, the exercise price of the Public Warrants will be adjusted (to the nearest cent) to be equal to 115% of the higher of the Market Value and the Newly Issued Price, and the $10.00 and $18.00 per share redemption trigger prices described above adjacent to â€œRedemption of Warrants For Cashâ€ and â€œRedemption of Warrants For Shares of ClassÂ A Common Stockâ€ will be adjusted (to the nearest cent) to be equal to 100% and 180% of the higher of the Market Value and the Newly Issued Price, respectively. The Private Placement Warrants are identical to the Public Warrants underlying the Units sold in the IPO, except that (x)Â the Private Placement Warrants and the shares of ClassÂ A common stock issuable upon the exercise of the Private Placement Warrants are not transferable, assignable or salable until 30 days after the completion of a Business Combination, subject to certain limited exceptions, (y)Â the Private Placement Warrants are exercisable on a cashless basis and non-redeemable so long as they are held by the initial purchasers or their permitted transferees and (z)Â the Private Placement Warrants and the shares of ClassÂ A common stock issuable upon exercise of the Private Placement Warrants are entitled to registration rights. If the Private Placement Warrants are held by someone other than the initial purchasers or their permitted transferees, the Private Placement Warrants will be redeemable by the Company and exercisable by such holders on the same basis as the Public Warrants. Additionally, as discussed in Note 5, the Working Capital Loans, and certain Promissory Notes, would either be repaid upon consummation of a Business Combination, without interest, or, at the lenderâ€™s discretion, such Working Capital Loans may be convertible into warrants of the post-Business Combination entity at a price of $1.00 per warrant. Initially up to $1,500,000, which was increased to $3,500,000 on MarchÂ 24, 2023, of such loans may be convertible into warrants. Note 9â€” Fair Value Measurements Fair value is defined as the price that would be received for sale of an asset or paid for transfer of a liability, in an orderly transaction between market participants at the measurement date. GAAP establishes a three-tier fair value Â F-26 Table of Contentshierarchy, which prioritizes the inputs used in measuring fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). These tiers include: Â Â â€¢ Â LevelÂ 1, defined as observable inputs such as quoted prices (unadjusted) for identical instruments in active markets; Â Â â€¢ Â LevelÂ 2, defined as inputs other than quoted prices in active markets that are either directly or indirectly observable such as quoted prices for similar instruments in active markets or quoted prices for identical or similar instruments in markets that are not active; and Â Â â€¢ Â LevelÂ 3, defined as unobservable inputs in which little or no market data exists, therefore requiring an entity to develop its own assumptions, such as valuations derived from valuation techniques in which one or more significant inputs or significant value drivers are unobservable. The following table presents information about the Companyâ€™s assets and liabilities that are measured at fair value on a recurring basis at SeptemberÂ 30, 2023 and DecemberÂ 31, 2022 and indicates the fair value hierarchy of the valuation inputs the Company utilized to determine such fair value: Description: Â Â Level Â Â Â SeptemberÂ 30,2023 Â Â Â Level Â Â Â DecemberÂ 31,2022 Â Assets: Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Funds Held in Trust Account Â Â Â 1 Â Â Â $ â€”â€, Â Â Â Â 1 Â Â Â $ 290,718,297 Â Liabilities: Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Warrant liabilityâ€”Public Warrants Â Â Â 1 Â Â Â $ 11,500,000 Â Â Â Â 1 Â Â Â $ 9,343,750 Â Warrant liabilityâ€”Private Warrants Â Â Â 3 Â Â Â $ 3,654,125 Â Â Â Â 3 Â Â Â $ 2,805,500 Â Convertible Promissory Notesâ€”Related Parties Â Â Â 3 Â Â Â $ 2,645,096 Â Â Â Â 3 Â Â Â $ 1,409,730 Â Investments Held in Trust Account As of SeptemberÂ 30, 2023 and DecemberÂ 31, 2022, investments in the Companyâ€™s Trust Account consisted of $63,939,672 in a demand deposit account (and are therefore not reflected in the table above) and $290,718,297 in U.S. Money Market funds, respectively. There were no transfers between Levels 1, 2 or 3 during the three and nine months ended SeptemberÂ 30, 2023. LevelÂ 1 instruments include investments in money markets. The Company uses inputs such as actual trade data, quoted market prices from dealers or brokers, and other similar sources to determine the fair value of its investments. Warrant Liabilities The fair value of warrants issued by the Company in connection with the Public Offering and Private Placement had been estimated using Monte-Carlo simulations at the initial measurement date up to the date when the Public Warrants started trading on AprilÂ 19, 2021. For each subsequent measurement since AprilÂ 19, 2021, the public warrants were measured at the Observable Quoted Price in Active Markets. Private warrants

were measured using the Modified Black-Scholes Optional Pricing Model. The estimated fair value of the private warrant liability is determined using LevelÂ 3 inputs. Inherent in a binomial options pricing model are assumptions related to expected share-price volatility, expected life, risk-free interest rate and dividend yield. The Company estimates the volatility of its common stock based on historical volatility that matches the expected remaining life of the warrants. The risk-free interest rate is based on the U.S. Treasury zero-coupon yield curve on the grant date for a maturity similar to the expected remaining life of the warrants. The expected life of the warrants is assumed to be equivalent to their remaining contractual term. The dividend rate is based on the historical rate, which the Company anticipates to remain at zero.Â F-27 Table of ContentsThe aforementioned warrant liabilities are not subject to qualified hedge accounting. As Private Placement Warrants held by FL Co-Investment and Intrepid Financial Partners, will not be exercisable more than five years from the effective date of the registration statement, the exercise period end date is different than other Private Placement Warrants which will expire five years after the completion of the initial Business Combination or earlier upon redemption or liquidation. Accordingly, they have different inputs to the Modified Black-Scholes Optional Pricing Model. The following table provides quantitative information regarding LevelÂ 3 inputs used to determine the fair values of Private Placement Warrants held by FL Co-Investment and Intrepid Financial Partners as of SeptemberÂ 30, 2023 and DecemberÂ 31, 2022. Â Inputs Â Â SeptemberÂ 30,Â 2023 Â Â DecemberÂ 31,Â 2022 Â Stock price Â Â $ 10.46 Â Â $ 10.05 Â Strike price Â Â $ 11.50 Â Â $ 11.50 Â Term (in years) Â Â Â 2.40 Â Â Â 3.15 Â Volatility Â Â Â 0.0 %Â Â Â 0.0 %Â Risk-free rate Â Â Â 4.82 %Â Â Â 4.12 %Â Dividend yield Â Â Â 0.00 %Â Â Â 0.00 %Â The following table provides quantitative information regarding LevelÂ 3 fair value measurements used to determine the fair value of the Private Placement Warrants, excluding Private Placement Warrants held by FL Co-Investment and Intrepid Financial Partners, as of SeptemberÂ 30, 2023 and DecemberÂ 31, 2022. Inputs Â Â SeptemberÂ 30,Â 2023 Â Â DecemberÂ 31,Â 2022 Â Stock price Â Â $ 10.46 Â Â $ 10.05 Â Strike price Â Â $ 11.50 Â Â $ 11.50 Â Term (in years) Â Â Â 5.30 Â Â Â 5.25 Â Volatility Â Â Â 0.0 %Â Â Â 0.0 %Â Risk-free rate Â Â Â 4.50 %Â Â Â 3.91 %Â Dividend yield Â Â Â 0.00 %Â Â Â 0.00 %Â Â F-28 Table of Contents The following table presents the changes in the fair value of warrant liabilities: Â Â Â Public Â Â Â PrivatePlacement Â Â Â WarrantLiabilities Â Fair value as of DecemberÂ 31, 2021 Â Â $ 8,625,000 Â Â Â $ 4,022,250 Â Â Â $ 12,647,250 Â Change in valuation inputs or other assumptions Â Â Â (4,456,250)Â Â Â Â (2,402,500)Â Â Â Â (6,858,750)Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Fair value as of MarchÂ 31, 2022 Â Â Â 4,168,750 Â Â Â 1,619,750 Â Â Â 5,788,500 Â Change in valuation inputs or other assumptions Â Â Â (1,868,750)Â Â Â Â (902,875)Â Â Â Â (2,771,625)Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Fair value as of JuneÂ 30, 2022 Â Â 2,300,000 Â Â Â Â 716,875 Â Â Â Â 3,016,875 Â Change in valuation inputs or other assumptions Â Â Â (287,500)Â Â Â Â (85,250)Â Â Â Â (372,750)Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Fair value as of SeptemberÂ 30, 2022 Â Â Â 2,012,500 Â Â Â 631,625 Â Â Â 2,644,125 Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Fair value as of DecemberÂ 31, 2022 Â Â Â 9,343,750 Â Â Â Â 2,805,500 Â Â Â Â 12,149,250 Â Change in valuation inputs or other assumptions Â Â Â (1,150,000)Â Â Â Â (201,500)Â Â Â Â (1,351,500)Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Fair value as of MarchÂ 31, 2023 Â Â Â 8,193,750 Â Â Â Â 2,604,000 Â Â Â Â 10,797,750 Â Change in valuation inputs or other assumptions Â Â Â (3,737,500)Â Â Â Â (1,178,000)Â Â Â Â (4,915,500)Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Fair value as of JuneÂ 30, 2023 Â Â Â 4,456,250 Â Â Â Â 1,426,000 Â Â Â Â 5,882,250 Â Change in valuation inputs or other assumptions Â Â Â 7,043,750 Â Â Â Â 2,228,125 Â Â Â Â 9,271,875 Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Fair value as of SeptemberÂ 30, 2023 Â Â $ 11,500,000 Â Â Â $ 3,654,125 Â Â Â $ 15,154,125 Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Convertible Promissory Notes â€“ Related Parties The convertible promissory notes were valued using a combination of Black-Scholes and Geske models, which utilize unobservable Level 3 fair value measurement inputs. The estimated fair value of the Promissory Notes was based on the following significant inputs: Â Inputs Â Â 2023Â InputsÂ (a) Â Â SeptemberÂ 30,Â 2023 Â Â DecemberÂ 31,Â 2022 Â Exercise price Â Â $ 11.50 Â Â $ 11.50 Â Â $ 11.50 Â Volatility Â Â Â 1.9%Â -Â 2.5 %Â Â Â 2.5 %Â Â Â 1.2 %Â Expected term to warrant expiration Â Â Â 5.2Â -Â 5.6Â years Â Â Â 5.3Â years Â Â Â 5.3Â years Â Risk-free-rate Â Â Â 3.39%Â -Â 4.17 %Â Â Â 4.50 %Â Â Â 3.91 %Â Dividend yield Â Â Â 0 %Â Â Â 0 %Â Â Â 0 %Â Stock price Â Â $ 10.13Â -Â $10.39 Â Â $ 10.46 Â Â $ 10.05 Â Â (a) Represents the range of inputs utilized on the respective dates of the initial valuations of the various convertible note draws and extinguishment during the nine months ended SeptemberÂ 30, 2023. Â F-29 Table of Contents The following table presents the changes in the fair value of the LevelÂ 3 Promissory Notes: Fair value as of DecemberÂ 31, 2021 Â Â $Â 956,115 Â Proceeds received through Convertible Promissory Note on MarchÂ 29, 2022 Â Â Â 335,000 Â Initial measurement of fair value of Promissory Note Â Â Â (52,126)Â Change in fair value of Promissory Notes Â Â Â 27,611 Â Â Â Â Â Â Â Fair value as of MarchÂ 31, 2022 Â Â $ 1,266,600 Â Â Â Â Â Â Â Change in fair value of Promissory Notes Â Â Â (5,400)Â Â Â Â Â Â Â Fair value as of JuneÂ 30, 2022 Â Â $ 1,261,200 Â Â Â Â Â Â Â Change in fair value of Promissory Notes Â Â Â (1,200)Â Â Â Â Â Â Â Fair value as of SeptemberÂ 30, 2022 Â Â $ 1,260,000 Â Â Â Â Â Â Â Change in fair value of Promissory Notes Â Â Â 149,730 Â Â Â Â Â Â Â Fair value as of DecemberÂ 31, 2022 Â Â $ 1,409,730 Â Â Â Â Â Â Â Principal amount of Promissory Notes amended on MarchÂ 29, 2023 Â Â Â 726,370 Â Initial measurement of fair value of Promissory Notes upon extinguishment of debt Â Â Â (42,205)Â Change in fair value of Promissory Notes Â Â Â 3,120 Â Â Â Â Â Â Â Fair value as of MarchÂ 31, 2023 Â Â $ 2,097,015 Â Â Â Â Â Â Â Proceeds received through Convertible Promissory Notes on MayÂ 12, 2023 and JuneÂ 28, 2023 Â Â Â 445,000 Â Initial measurement of fair value of Promissory Notes Â Â Â (186,194)Â Change in fair value of Promissory Notes Â Â Â (798,412)Â Â Â Â Â Â Â Fair value as of JuneÂ 30, 2023 Â Â $ 1,557,409 Â Â Â Â Â Â Â Proceeds received through Convertible Promissory Notes on AugustÂ 30, 2023 Â Â Â 635,000 Â Initial measurement of fair value of Promissory Notes Â Â Â (304,801)Â Change in fair value of Promissory Notes Â Â Â 757,488 Â Â Â Â Â Â Â Fair value as of SeptemberÂ 30, 2023 Â Â $ 2,645,096 Â Â Â Â Â Â Â There were no transfers in or out of LevelÂ 3 from other levels in the fair value hierarchy during the three months ended SeptemberÂ 30, 2023 and 2022. Note 10 â€” Subsequent Events The Company evaluated subsequent events and transactions that occurred after the condensed balance sheet date up to the date that the condensed financial statements were issued. Based upon this review, the Company, other than as previously described herein or listed below, did not identify any subsequent events that would have required adjustment or disclosure in the financial statements. On October 13, 2023 and November 6, 2023, the Company filed amendments to the Proxy Statement for the purpose of addressing SEC Staff comments. Â F-30 Table of Contents REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM To the Stockholders and Board of Directors of Flame Acquisition Corp. Opinion on the Financial Statements We have audited the accompanying balance sheets of Flame Acquisition Corp. (the â€œCompanyâ€) as of DecemberÂ 31, 2022 and 2021, the related statements of operations, changes in stockholdersâ€™ equity (deficit) and cash flows for each of the two years in the period ended DecemberÂ 31, 2022, and the related notes (collectively referred to as the â€œfinancial statementsâ€). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of DecemberÂ 31, 2022 and 2021, and the results of its operations and its cash flows for each of the two years in the period ended DecemberÂ 31, 2022, in conformity with accounting principles generally accepted in the United States of America. Explanatory Paragraph â€“ Going Concern The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As more fully described in Note 1 to the financial statements, the Companyâ€™s business plan is dependent on the completion of a business combination and the Companyâ€™s cash and working capital as of DecemberÂ 31, 2022 are not sufficient to complete its planned activities. The Company is subject to a mandatory liquidation and subsequent dissolution requirement if it does not complete a business combination by SeptemberÂ 1, 2023. These conditions raise substantial doubt about the Companyâ€™s ability to continue as a going concern. Managementâ€™s plans in regard to these matters are also described in Note 1. The financial statements do not include any adjustments that might result from the outcome of this uncertainty. Basis for Opinion These financial statements are the responsibility of the Companyâ€™s management. Our responsibility is to express an opinion on the Companyâ€™s financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (â€œPCAOBâ€) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB. We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits, we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Companyâ€™s internal control over financial reporting. Accordingly, we express no such opinion. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion. /s/ Marcum LLP We have served as the Companyâ€™s auditor since 2020. New York, NY March 31, 2023 Â F-31 Table of Contents FLAME ACQUISITION CORP. BALANCE SHEETS Â Â Â Â DecemberÂ 31 Â Â Â Â 2022 Â Â 2021 Â Assets Â Â Â Â Â Â Â Â Â Â Current assets: Â Â Â Â Â Â Â Â Â Â Cash Â Â $ 100,256 Â Â $ 322,768 Â Prepaid expenses Â Â Â 88,212 Â Â Â 521,878 Â Â Â Â Â Â Â Â Â Â Total current assets Â Â Â 188,468 Â Â Â 844,646 Â Prepaid expenses â€“ non-current Â Â Â â€”Â Â Â Â Â 78,630 Â Investments held in Trust Account Â Â Â 290,718,297 Â Â Â 287,516,153 Â Â Â Â Â Â Â Â Â Â Total assets Â Â $ 290,906,765 Â Â $ 288,439,429 Â Â Â Â Â Â Â Â Â Â Liabilities, Common Stock Subject to Possible Redemption and Stockholdersâ€™ Deficit Â Â Â Â Â Â Â Â Â Accounts payable and accrued expenses Â Â $ 4,625,892 Â Â $ 275,500 Â Income taxes payable Â Â Â 330,151 Â Â Â â€”Â Â Â Promissory notes to related parties Â Â Â 370,000 Â Â Â â€”Â Â Â Convertible promissory notes â€“ related parties, at fair value Â Â Â 1,409,730 Â Â Â 956,115 Â Â Â Â Â Â Â Â Â Â Total current liabilities Â Â Â 6,735,773 Â Â Â 1,231,615 Â Warrant liabilities Â Â Â 12,149,250 Â Â Â 12,647,250 Â Â Â Â Â Â Â Â Â Â Total liabilities Â Â Â 18,885,023 Â Â Â 13,878,865 Â CommitmentsÂ and Contingencies Â Â Â Â Â Â ClassÂ A Common Stock subject to possible redemption; 28,750,000 shares at redemption value ($10.10 and $10.00 at DecemberÂ 31, 2022 and 2021, respectively) Â Â Â 290,347,008 Â Â Â 287,500,000 Â Stockholdersâ€™ Deficit: Â Â Â Â Â Â Â Â Preferred stock, $0.0001 par value; 1,000,000 shares authorized; none issued and outstanding Â Â Â â€”Â Â Â Â Â â€”Â Â Â ClassÂ A common stock, $0.0001 par value; 200,000,000 shares authorized; no shares issued and outstanding, excluding 28,750,000 shares subject to possible redemption at DecemberÂ 31, 2022 and 2021 Â Â Â â€”Â Â Â Â Â â€”Â Â Â ClassÂ B common stock, $0.0001Â par value; 20,000,000 shares authorized; 7,187,500 shares issued and outstanding at DecemberÂ 31, 2022 and 2021 Â Â Â 719 Â Â Â 719 Â Accumulated deficit Â Â Â (18,325,985)Â Â Â (12,940,155)Â Â Â Â Â Â Â Â Â Â Total Stockholdersâ€™ Deficit Â Â Â (18,325,266)Â Â Â (12,939,436)Â Â Â Â Â Â Â Â Â Â Total Liabilities, Common Stock Subject to Possible Redemption and Stockholdersâ€™ Deficit Â Â $ 290,906,765 Â Â $ 288,439,429 Â Â Â Â Â Â Â Â Â Â The accompanying notes are an integral part of these financial statements. Â F-32 Table of Contents FLAME ACQUISITION CORP. STATEMENTS OF OPERATIONS Â Â Â Â ForÂ theÂ YearsÂ EndedDecemberÂ 31, Â Â Â Â 2022 Â Â 2021 Â Operating costs Â Â $ 6,150,199 Â Â $ 1,682,816 Â Â Â Â Â Â Â Â Â Â Loss from operations Â Â Â (6,150,199)Â Â Â (1,682,816)Â Other incomeÂ (expense): Â Â Â Â Â Â Â Â Â Interest income from Trust Account Â Â Â 3,989,061 Â Â Â 16,153 Â Initial fair value adjustment of promissory note Â Â Â â€”Â Â Â Â Â (18,323)Â Change in fair value of promissory note Â Â Â (170,741)Â Â Â 83,768 Â Change in fair value of warrantÂ liabilities Â Â Â 498,000 Â Â Â 6,155,125 Â Offering costs allocated to warrants Â Â Â â€”Â Â Â Â Â (280,829)Â Â Â Â Â Â Â Â Â Â Â Total other income, net Â Â Â 4,316,320 Â Â Â 5,955,894 Â (Loss) Income before provision for income taxes Â Â Â (1,833,879)Â Â Â 4,273,078 Â Provision for income taxes Â Â Â (757,069)Â Â Â â€”Â Â Â Â Â Â Â Â Â Â Â Â Net (Loss) Income Â Â $ (2,590,948)Â Â $ 4,273,078 Â Â Â Â Â Â Â Â Â Â Weighted average shares outstanding, redeemable ClassÂ A common stock Â Â Â 28,750,000 Â Â Â 24,417,808 Â Â Â Â Â Â Â Â Â Â Basic and diluted net (loss) income per share, redeemable ClassÂ A common stock Â Â $ (0.07)Â Â $ 0.14 Â Â Â Â Â Â Â Â Â Â Weighted average shares outstanding,Â Class B non-redeemableÂ common stock Â Â Â 7,187,500 Â Â Â 7,187,500 Â Â Â Â Â Â Â Â Â Â Basic and diluted net (loss) income per share,Â Class B non-redeemableÂ common stock Â Â $ (0.07)Â Â $ 0.14 Â Â Â Â Â Â Â Â Â Â The accompanying notes are an integral part of these financial statements. Â F-33 Table of Contents FLAME ACQUISITION CORP. STATEMENTS OF CHANGES IN STOCKHOLDERSâ€™ EQUITY (DEFICIT) FOR THE YEARS ENDED DECEMBERÂ 31, 2022 AND 2021 Â Â Common Stock Â Â AdditionalPaid-InCapital Â Â AccumulatedDeficit Â Â TotalStockholdersâ€™Equity (Deficit) Â Â Â ClassÂ A Â Â ClassÂ B Â Â Â Shares Â Â Amount Â Â Shares Â Â Amount Â Balance as of DecemberÂ 31, 2020 Â Â Â â€”Â Â Â Â Â Â $ â€”Â Â Â Â Â Â 7,187,500 Â Â Â $ 719 Â Â Â $ 24,281 Â Â $ (1,657)Â Â $ 23,343 Â Proceeds received in excess of initial fair value of Private Placement Warrants Â Â Â â€”Â Â Â Â Â Â â€”Â Â Â Â Â Â â€”Â Â Â Â Â Â â€”Â Â Â Â Â Â 1,166,375 Â Â Â â€”Â Â Â Â Â 1,166,375 Â Remeasurement of ClassÂ A common stock to possible redemption Â Â Â â€”Â Â Â Â Â Â â€”Â Â Â Â Â Â â€”Â Â Â Â Â Â â€”Â Â Â Â Â Â (1,190,656)Â Â Â (17,355,016)Â Â Â (18,545,672)Â Initial fair value adjustment of promissory note Â Â Â â€”Â Â Â Â Â Â â€”Â Â Â Â Â Â â€”Â Â Â Â Â Â â€”Â Â Â Â Â Â 143,440 Â Â Â 143,440 Â Net income Â Â Â â€”Â Â Â Â Â Â â€”Â Â Â Â Â Â â€”Â Â Â Â Â Â â€”Â Â Â Â Â Â â€”Â Â Â Â Â 4,273,078 Â Â Â 4,273,078 Â Balance as of DecemberÂ 31, 2021 Â Â Â â€”Â Â Â Â Â Â â€”Â Â Â Â Â 7,187,500 Â Â Â 719 Â Â Â â€”Â Â Â Â Â (12,940,155)Â Â Â (12,939,436)Â Initial fair value adjustment of promissory note Â Â Â â€”Â Â Â Â Â Â â€”Â Â Â Â Â Â â€”Â Â Â Â Â Â â€”Â Â Â Â Â Â â€”Â Â Â Â 52,126 Â Â Â 52,126 Â Remeasurement of ClassÂ A common stock to possible redemption Â Â Â â€”Â Â Â Â Â Â â€”Â Â Â Â Â Â â€”Â Â Â Â Â Â â€”Â Â Â Â Â Â â€”Â Â Â Â (2,847,008)Â Â Â (2,847,008)Â Net loss Â Â Â â€”Â Â Â Â Â Â â€”Â Â Â Â Â Â â€”Â Â Â Â Â Â â€”Â Â Â Â Â Â â€”Â Â Â Â (2,590,948)Â Â Â (2,590,948)Â Balance as of DecemberÂ 31, 2022 Â Â Â â€”Â Â Â Â Â $ Â â€”Â Â Â Â Â Â 7,187,500 Â Â Â $ 719 Â Â Â $ â€”Â Â Â Â $ (18,325,985)Â Â $ (18,325,266)Â TheÂ accompanying notes are an integral part of these financial statements.Â F-34 Table of Contents FLAME ACQUISITION CORP. STATEMENTS OF CASH FLOWS Â Â Â Â ForÂ theÂ YearsÂ EndedÂ DecemberÂ 31, Â Â Â Â â€ƒâ€ƒâ€‚2022â€ƒâ€ƒâ€ , Â Â â€‚â€ƒâ€ƒ2021â€ƒâ€ƒâ€, Â Cash Flows from Operating Activities: Â Â Â Â Â Â Â Â Â Net (loss) income Â Â $ (2,590,948)Â Â $ 4,273,078 Â Adjustments to reconcile net (loss) income to net cash used in operating activities: Â Â Â Â Â Â Â Â Â Interest earned onÂ Trust Account Â Â Â (3,989,061)Â Â Â (16,153)Â Initial fair value adjustment of promissory note Â Â Â â€”Â Â Â Â Â 18,323 Â Change in fair value of promissory note Â Â Â 170,741 Â Â Â (83,768)Â Change in fair value of warrant liabilities Â Â Â (498,000)Â Â Â (6,155,125)Â Offering costs allocated to warrants Â Â Â â€”Â Â Â Â Â 280,829 Â Changes in current assets and current liabilities: Â Â Â Â Â Â Â Â Â PrepaidÂ expenses Â Â Â 512,296 Â Â Â (600,508)Â Accounts payableÂ and accrued expenses Â Â Â 4,350,391 Â Â Â 275,500 Â Income taxes payable Â Â Â 330,151 Â Â Â â€”Â Â Â Â Â Â Â Â Â Â Â Â Net cash used in operating activities Â Â Â (1,714,430)Â Â Â (2,007,824)Â Â Â Â Â Â Â Â Â Â Cash Flows from Investing Activities: Â Â Â Â Â Â Â Â Â Investment of cash into Trust Account Â Â Â â€”Â Â Â Â Â (287,500,000)Â Cash withdrawn from Trust Account for income and franchise taxes Â Â Â 786,918 Â Â Â â€”Â Â Â Â Â Â Â Â Â Â Â Â Net cash provided by (used in) investing activities Â Â Â 786,918 Â Â Â (287,500,000)Â Â Â Â Â Â Â Â Â Â Cash Flows from Financing Activities: Â Â Â Â Â Â Â Â Â Proceeds from Initial Public Offering, net of underwritersâ€™ discount Â Â Â â€”Â Â Â Â Â 281,750,000 Â Proceeds from issuance of Private Placement Warrants Â Â Â â€”Â Â Â Â Â 7,750,000 Â Proceeds from promissory notes - related party Â Â Â 705,000 Â Â Â 1,196,548 Â Repayment of promissory notes - related party Â Â Â â€”Â Â Â Â Â (75,174)Â Payments of offering costs Â Â Â â€”Â Â Â Â Â (799,796)Â Â Â Â Â Â Â Â Â Â Â Net cash provided by financing activities Â Â Â 705,000 Â Â Â 289,821,578 Â Â Â Â Â Â Â Â Â Â Net Change in Cash Â Â Â (222,512)Â Â Â 313,754 Â Cash â€” Beginning of period Â Â Â 322,768 Â Â Â 9,014 Â Â Â Â Â Â Â Â Â Â Cash â€” End of period Â Â $ 100,256 Â Â $ 322,768 Â Â Â Â Â Â Â Â Â Â Non-cashÂ Financing Activities: Â Â Â Â Â Â Â Â Â Initial value of ClassÂ A common stock subject to possibleÂ redemption Â Â $ â€”Â Â Â Â $ 268,954,328 Â Â Â Â Â Â Â Â Â Â Remeasurement to Redemption Value Â Â $ 2,847,008 Â Â $ 18,545,672 Â Â Â Â Â Â Â Â Â Â Initial fair value of warrant liabilities Â Â $ â€”Â Â Â Â $ 18,802,375 Â Â Â Â Â Â Â Â Â Initial measurement of fair value of Promissory Notes Â Â $ (52,126)Â Â $ (143,440) Â Â Â Â Â Â Â Â Â Â Â Â Supplemental Disclosure of Cash Flow Information: Â Â Â Â Â Â Â Â Â Payment of income taxes Â Â $ 426,918 Â Â $ â€”Â Â Â Â Â Â Â Â Â Â Â Â TheÂ accompanying notes are an integral part of these financial statements. Â F-35 Table of Contents FLAME ACQUISITION CORP. NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2022 NOTE 1 â€” ORGANIZATION, BUSINESS OPERATIONS AND GOING CONCERN Organization and General Flame Acquisition Corp. (the â€œCompanyâ€) was incorporated in Delaware on OctoberÂ 16, 2020. The Company was formed for the purpose of entering into a merger, capital stock exchange, asset acquisition, stock purchase, reorganization or similar business combination with one or more businesses (a â€œBusiness Combinationâ€). The Company is not limited to a particular industry or geographic region for purposes of consummating a Business Combination. The Company is an early stage and emerging growth company and, as such, the

Company is subject to all of the risks associated with early stage and emerging growth companies. The Company has selected DecemberÂ 31 as its fiscal year end. On NovemberÂ 2, 2022, the Company entered into an agreement and plan of merger, dated as of NovemberÂ 2, 2022 (as it may be amended, supplemented, or otherwise modified from time to time, the â€œMerger Agreementâ€), with Sable Offshore Corp., a Texas corporation (â€œSOCâ€), and Sable Offshore Holdings, LLC, a Delaware limited liability company and the parent company of SOC (â€œHoldcoâ€ and, together with SOC, â€œSableâ€), as fully disclosed in the Current Report on Form 8-K filed by the Company with the SEC on NovemberÂ 2, 2022. The Merger Agreement provides for, among other things, the following transactions at the closing: (i)Â Holdco will merge with and into the Company, with the Company surviving the merger (the â€œHoldco Mergerâ€), and (ii)Â immediately following the effective time of the Holdco Merger, SOC will merge with and into the Company, with the Company surviving the merger (the â€œSOC Mergerâ€). The Holdco Merger together with the SOC Merger are referred to as the â€œMerger,â€ and the Merger and other transactions contemplated by the Merger Agreement are referred to as the â€œBusiness Combination.â€ In connection with the Business Combination, the Company will change its name to Sable Offshore Corp. The independent members of the board of directors of the Company (the â€œBoardâ€) approved, and recommended that the Board approve, the Merger Agreement and the transactions contemplated thereby. Subsequently, the Board approved the Merger Agreement and the transactions contemplated thereby. The obligations of the parties to consummate the Business Combination are subject to the satisfaction or waiver of certain customary closing conditions. The closing of the Merger is expected to occur on the third business day after the satisfaction or waiver (if legally permissible) of the conditions set forth in the Merger Agreement, except as otherwise mutually agreed by the parties. The Merger Agreement may be terminated under certain customary and limited circumstances at any time prior to the Closing and the Company can provide no assurance that the Business Combination will be consummated at the expected time, or at all. In connection with the Business Combination, Holdco entered into subscription agreements (the â€œSable PIPE Subscription Agreementsâ€) with certain investors (such investors, the â€œSable PIPE Investorsâ€), pursuant to which the Sable PIPE Investors agreed to purchase, in the aggregate, 7,450,000 limited liability company membership interests in Holdco designated as Class B shares at $10.00 per share, for an aggregate commitment amount of approximately $74,500,000 (the â€œSable PIPE Investmentâ€). The Sable PIPE Subscription Agreements provide that, in the event the Merger is consummated, the Sable PIPE Investors will be deemed to have subscribed for and will purchase our Class A common stock at the same price per share and, by operation of law pursuant to the Merger, we will have succeeded to Holdcoâ€™s obligations under the Sable PIPE Subscription Agreements. The Sable PIPE Subscription Agreements provide that, if the Merger is consummated, we must file a registration statement within 30 calendar days after consummation of the Merger registering the resale of the shares of our Class A common stock issued to the Sable PIPE Investors, and must use our commercially reasonable efforts to have the registration statement declared effective by the SEC by the earlier of (i) the 90th calendar day (or 120th calendar day if the SEC notifies us that it will review the registration Â F-36 Table of Contents statement) following the closing of the Merger and (ii) the 10th business day after the date we are notified (orally or in writing, whichever is earlier) by the SEC that the registration statement will not be reviewed or will not be subject to further review. We thereafter will be required to maintain a registration statement that is continuously effective and to cause the registration statement to regain effectiveness in the event that it ceases to be effective. The foregoing description of the Sable PIPE Subscription Agreements does not purport to be complete and is qualified in its entirety by reference to the full text of the form Sable PIPE Subscription Agreement filed as an exhibit to our Current Report on Form 8-K, filed with the SEC on November 2, 2022. On NovemberÂ 10, 2022, the Company filed a preliminary proxy statement relating to the Business Combination (as amended, the â€œProxy Statementâ€), which included a recommendation of the Board to the Companyâ€™s stockholders that they approve the proposals included in the Proxy Statement. The Company also filed amended preliminary proxy statements on DecemberÂ 23, 2022 and JanuaryÂ 27, 2023 for the purpose of addressing U.S. Securities and Exchange Commission Staff comments. As of DecemberÂ 31, 2022, the Company had not yet commenced any operations. All activity through DecemberÂ 31, 2022Â relates to the Companyâ€™s formation, the Initial Public Offering (â€œIPOâ€) described below and, since the closing of the IPO, the search for a target for our initial Business Combination. The Company will not generate any operating revenues until after the completion of its initial business combination, at the earliest. The Company will generate non-operating income in the form of interest income on cash and cash equivalents from the proceeds derived from the IPO and non-operating income or expense from changes in the fair value of warrant liabilities and convertible promissory notes. Financing The registration statement for the Companyâ€™s IPO was declared effective on FebruaryÂ 24, 2021 (the â€œEffective Dateâ€). On MarchÂ 1, 2021, the Company consummated the IPO of 28,750,000 units (the â€œUnitsâ€ and, with respect to the common stock included in the Units being offered, the â€œPublic Sharesâ€), at $10.00 per Unit, generating gross proceeds of $287,500,000, which is discussed in Note 3. Simultaneously with the closing of the IPO, the Company consummated the sale of 7,750,000 warrants (the â€œPrivate Placement Warrantsâ€), at a price of $1.00 per Private Placement Warrant, which is discussed in Note 4. Transaction costs amounted to $6,607,751 consisting of $5,750,000 of underwriting fees and $857,751 of other offering costs. Of the total transaction costs, $280,829 was allocated to expense as non-operating expense in the statement of operations for the year ended DecemberÂ 31, 2021 with the rest of the offering costs allocated among common stock subject to possible redemption and stockholdersâ€™ deficit. The transaction costs were allocated based on the with and without method, compared to the total offering proceeds, between the fair value of the public warrant liabilities and the ClassÂ A common stock. Trust Account Following the closing of the IPO on MarchÂ 1, 2021, an amount of $287,500,000 from the net proceeds of the sale of the Units in the IPO and the sale of the Private Placement Warrants was placed in a trust account (â€œTrust Accountâ€) which is invested in U.S. government securities, within the meaning set forth in SectionÂ 2(a)(16) of the Investment Company Act, with a maturity of 185Â days or less or in any open-ended investment company that holds itself out as a money market fund meeting the conditions of Rule 2a-7 of the Investment Company Act, as determined by the Company. However, to mitigate the risk of our being deemed to be an unregistered investment company (including under the subjective test of SectionÂ 3(a)(1)(A) of the Investment Company Act) and thus subject to regulation under the Investment Company Act, on February 21, 2023, we instructed American Stock TransferÂ & Trust Company, the trustee with respect to the Trust Account, to liquidate the investments previously held in the Trust Account and to hold all funds in the Trust Account in cash (which may include an interest Â F-37 Table of Contents bearing demand deposit account at a national bank) until the earlier of the consummation of our initial business combination or the liquidation of the Company. Except with respect to interest earned on the funds held in the Trust Account that may be released to the Company to pay its tax obligations (see Note 2), the proceeds from the IPO and the sale of the Private Placement Warrants will not be released from the Trust Account until the earliest of (a)Â the completion of the Companyâ€™s initial business combination, (b)Â the redemption of any Public Shares properly submitted in connection with a stockholder vote to amend the Companyâ€™s amended and restated certificate of incorporation, and (c)Â the redemption of the Companyâ€™s Public Shares if the Company is unable to complete the initial business combination within 24 months from the closing of the IPO (See Note 11 â€“ Subsequent Events for further discussion of the extension from MarchÂ 1, 2023 to SeptemberÂ 1, 2023), subject to applicable law. The proceeds deposited in the Trust Account could become subject to the claims of the Companyâ€™s creditors, if any, which could have priority over the claims of the Companyâ€™s public stockholders. Initial Business Combination The Companyâ€™s management has broad discretion with respect to the specific application of the net proceeds of the IPO, although substantially all of the net proceeds are intended to be generally applied toward consummating a business combination. The Companyâ€™s business combination must be with one or more target businesses that together have a fair market value equal to at leastÂ 80% of the balance in the Trust Account (net of taxes payable) at the time of the signing of an agreement to enter into a business combination. However, the Company will only complete a business combination if the post-business combination company owns or acquiresÂ 50% or more of the outstanding voting securities of the target or otherwise acquires a controlling interest in the target sufficient for it not to be required to register as an investment company under the Investment Company Act. There is no assurance that the Company will be able to successfully effect a business combination. The Company will provide its public stockholders with the opportunity to redeem all or a portion of their Public Shares upon the completion of the initial business combination either (i)Â in connection with a stockholder meeting called to approve the initial business combination or (ii)Â by means of a tender offer. The decision as to whether the Company will seek stockholder approval of a proposed initial business combination or conduct a tender offer will be made by the Company, solely in its discretion. The stockholders will be entitled to redeem their shares for a pro rata portion of the amount then on deposit in the Trust Account (initially $10.00 per share, plus any pro rata interest earned on the funds held in the Trust Account and not previously released to the Company to pay its tax obligations). The shares of common stock subject to redemptionÂ areÂ recorded at a redemption value and classified as temporary equity upon the completion of the IPO, in accordance with Accounting Standards Codification (â€œASCâ€) Topic 480, â€œDistinguishing Liabilities from Equityâ€ (â€œASCÂ 480â€). The Company will proceed with a business combination if the Company has net tangible assets of at least $5,000,001Â either immediately prior to or upon consummation of a business combination and, if the Company seeks stockholder approval, a majority of the issued and outstanding shares voted are voted in favor of the business combination. The Company has 24 months from the closing of the IPO (See Note 11 â€“ Subsequent Events for further discussion of the extension from MarchÂ 1, 2023 to SeptemberÂ 1, 2023, with the ability to further extend with stockholder approval) to consummate a business combination (the â€œCombination Periodâ€). However, if the Company is unable to complete a business combination within the Combination Period, the Company will redeemÂ 100%Â of the outstanding Public Shares for a pro rata portion of the funds held in the Trust Account, equal to the aggregate amount then on deposit in the Trust Account including interest earned on the funds held in the Trust Account and not previously released to the Company for the payment of taxes, and less up to $100,000 of interest to pay dissolution expenses, divided by the number of then outstanding Public Shares, subject to applicable law, and then seek to dissolve and liquidate. Â F-38 Table of Contents Flame Acquisition Sponsor, LLC a Delaware company (the â€œSponsorâ€), and the Companyâ€™s officers and directors have agreed to (i)Â waive their redemption rights with respect to their Founder Shares (see Note 5), Private Placement Warrants and Public Shares in connection with the completion of the initial business combination, (ii)Â waive their redemption rights with respect to their Founder Shares and Public Shares in connection with a stockholder vote to approve an amendment to the Companyâ€™s amended and restated certificate of incorporation, and (iii)Â waive their rights to liquidating distributions from the Trust Account with respect to their Founder Shares and Private Placement Warrants if the Company fails to complete the initial business combination within the Combination Period. The Sponsor has agreed that it will be liable to the Company if and to the extent any claims by a third party for services rendered or products sold to the Company, or a prospective target business with which the Company has entered into a written letter of intent, confidentiality or similar agreement or business combination agreement, reduce the amount of funds in the Trust Account to below the lesser of (i) $10.00 per Public Share and (ii)Â the actual amount per Public Share held in the trust account as of the date of the liquidation of the Trust Account, if less than $10.00 per share due to reductions in the value of the trust assets, less taxes payable, provided that such liability will not apply to any claims by a third party or prospective target business who executed a waiver of any and all rights to the monies held in the Trust Account (whether or not such waiver is enforceable) nor will it apply to any claims under the Companyâ€™s indemnity of the underwriters of the IPO against certain liabilities, including liabilities under the Securities Act. However, the Company has not asked the Sponsor to reserve for such indemnification obligations. The Company has not independently verified whether the Sponsor has sufficient funds to satisfy its indemnity obligations and believes that the Sponsorâ€™s only assets are securities of the Company. Therefore, the Company cannot be certain that the Sponsor would be able to satisfy those obligations.Going Concern As of DecemberÂ 31, 2022, the Company had cash outside the Trust Account of $100,256 available for working capital needs and a working capital deficit of $6,547,305. All remaining cash held in the Trust Account is generally unavailable for the Companyâ€™s use, prior to an initial business combination, and is restricted for use either in a Business Combination, to redeem common stock or to use for payment of taxes. As of DecemberÂ 31, 2022, $3,218,297 of the amount in the Trust Account was available to be withdrawn as described above, which is net of the amount the Company withdrew ($786,918) for payment of taxes during the period ended DecemberÂ 31, 2022. Through DecemberÂ 31, 2022, the Companyâ€™s liquidity needs were satisfied through receipt of $25,000 from the sale of the Founder Shares and the remaining net proceeds from the IPO and the sale of Private Placement Warrants, as well as $300,000 that was available under the Initial Promissory Note, $365,000 that was available under the First Working Capital Loan, $800,000 that was available under the Second Working Capital Loan, $335,000 that was available under the Third Working Capital Loan, $170,000 that was available under the Q3 2022 Promissory Note and $200,000 that was available under the Q4 2022 Promissory Note (see Note 5). As of DecemberÂ 31, 2022, each of the working capital loans and the Q3 2022 Promissory Note and the Q4 2022 Promissory Note were fully drawn down. On FebruaryÂ 6, 2023, the Company issued an additional unsecured promissory note (â€œQ1 2023 Promissory Noteâ€) in the principal amount of $535,000 to aid in its ongoing liquidity needs (see Note 11). Until consummation of its Business Combination, the Company will be using the funds not held in the Trust Account, and any additional Working Capital Loans (as defined in Note 5) from the initial stockholders, the Companyâ€™s officers and directors, or their respective affiliates (which is described in Note 5), for identifying and evaluating prospective acquisition candidates, performing business due diligence on prospective target businesses, traveling to and from the offices, plants or similar locations of prospective target businesses, reviewing corporate documents and material agreements of prospective target businesses, selecting the target business to acquire and structuring, negotiating and consummating the Business Combination.Â F-39 Table of ContentsIf the Companyâ€™s estimates of the costs of undertaking in-depth due diligence and negotiating a business combination are less than the actual amounts necessary to do so, the Company may have insufficient funds available to operate its business prior to the business combination and will need to raise additional capital through loans from the Sponsor, its officers and/or directors, or third parties. Except as contemplated by the terms of the Initial Promissory Note, First Working Capital Loan, Second Working Capital Loan, Third Working Capital Loan, Q3 2022 Promissory Note, Q4 2022 Promissory Note, and Q1 2023 Promissory Note (See Note 11), neither the Sponsor nor the Companyâ€™s officers or directors are under any obligation to advance additional funds to, or to invest in, the Company (see Note 5). If the Company is unable to raise additional capital, it may be required to take additional measures to conserve liquidity, which could include, but not necessarily be limited to, curtailing operations, suspending the pursuit of its business plan, and reducing overhead expenses. The Company cannot provide any assurance that new financing will be available to it on commercially acceptable terms, if at all. The Company is also subject to a mandatory liquidation and subsequent dissolution requirement if it does not complete its initial business combination by SeptemberÂ 1, 2023. The Company cannot assure you that its plans to raise capital or to consummate an initial business combination before SeptemberÂ 1, 2023 will be successful. These factors, among others, raise substantial doubt about the Companyâ€™s ability to continue as a going concern. These financial statements do not include any adjustments relating to the recovery of the recorded assets or the classification of the liabilities that might be necessary should the Company be unable to continue as a going concern. Risks and UncertaintiesManagement continues to evaluate the impact of the COVID-19 pandemic and the conflict in Ukraine and the surrounding region, and has concluded that while it is reasonably possible that these risks and uncertainties could have a negative effect on the Companyâ€™s financial position, results of operations and/or search for a target company, the specific impact is not readily determinable as of the date of these financial statements. The financial statements do not include any adjustments that might result from the outcome of these uncertainties. Inflation Reduction Act of 2022 On AugustÂ 16, 2022, the Inflation Reduction Act of 2022 (the â€œIR Actâ€) was signed into federal law. The IR Act provides for, among other things, a new U.S. federal 1% excise tax on certain repurchases of stock by publicly traded U.S. domestic corporations and certain U.S. domestic subsidiaries of publicly traded foreign corporations occurring on or after JanuaryÂ 1, 2023. The excise tax is imposed on the repurchasing corporation itself, not its shareholders from whom shares are repurchased. The amount of the excise tax is generally 1% of the fair market value of the shares repurchased at the time of the repurchase. However, for purposes of calculating the excise tax, repurchasing corporations are permitted to net the fair market value of certain new stock issuances against the fair market value of stock repurchases made during the same taxable year. In addition, certain exceptions apply to the excise tax. The U.S. Department of the Treasury (the â€œU.S. Treasuryâ€) has been given authority to provide regulations and other guidance to carry out and prevent the abuse or avoidance of the excise tax. Any redemption or other repurchase that occurs after DecemberÂ 31, 2022, in connection with a Business Combination, extension vote or otherwise, may be subject to the excise tax. Whether and to what extent the Company would be subject to the excise tax in connection with a Business Combination, extension vote or otherwise would depend on a number of factors, including (i)Â the fair market value of the redemptions and repurchases in connection with the Business Combination, extension or otherwise, (ii)Â the structure of a Business Combination, (iii)Â the nature and amount of any â€œPIPEâ€ or other equity issuances in connection with a Business Combination (or otherwise issued not in connection with a Business Combination but issued within the same taxable year of a Business Combination) and (iv)Â the content of regulations and other guidance from the U.S. Treasury. In addition, because the excise tax would be payable by the Company and not by the redeeming holder, the mechanics of any required payment of the excise tax have not been determined. The foregoing could cause a reduction in the cash available on hand to complete a Business Combination and in the Companyâ€™s ability to complete a Business Combination.Â F-40 Table of Contents NOTE 2â€“ SIGNIFICANT ACCOUNTING POLICIES Basis of Presentation The accompanying financial statements have been prepared in

accordance with accounting principles generally accepted in the United States of America (â€œGAAPâ€) for annual financial information and in accordance with the instructions toÂ Form 10-KÂ and Article 8 of RegulationÂ S-XÂ of the U.S. Securities and Exchange Commission (â€œSECâ€). Emerging Growth Company Status The Company is an â€œemerging growth company,â€ asÂ defined in SectionÂ 2(a) of the Securities Act of 1933, as amended, (the â€œSecurities Actâ€), as modified by the Jumpstart our Business Startups Act of 2012, (the â€œJOBS Actâ€), and it may take advantage of certain exemptions from various reporting requirements that are applicable to other public companies that are not emerging growth companies including, but not limited to, not being required to comply with the auditor attestation requirements of SectionÂ 404 of the Sarbanes-Oxley Act, reduced disclosure obligations regarding executive compensation in its periodic reports and proxy statements, and exemptions from the requirements of holding a nonbinding advisory vote on executive compensation and stockholder approval of any golden parachute payments not previously approved. Further, SectionÂ 102(b)(1) of the JOBS Act exempts emerging growth companies from being required to comply with new or revised financial accounting standards until private companies (that is, those that have not had a Securities Act registration statement declared effective or do not have a class of securities registered under the Exchange Act) are required to comply with the new or revised financial accounting standards. The JOBS Act provides that a company can elect to opt out of the extended transition period and comply with the requirements that apply to non-emerging growth companies, but any such election to opt out is irrevocable. The Company has elected not to opt out of such extended transition period which means that when a standard is issued or revised and it has different application dates for public or private companies, the Company, as an emerging growth company, can adopt the new or revised standard at the time private companies adopt the new or revised standard. This may make comparison of the Companyâ€™s financial statements with another public company which is neither an emerging growth company nor an emerging growth company which has opted out of using the extended transition period difficult or impossible because of the potential differences in accounting standards used. Use of EstimatesThe preparation of financial statements in conformity with USÂ GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of expenses during the reporting period. Actual results could differ from those estimates. Cash and Cash Equivalents The Company considers all short-term investments with an original maturity of three months or less when purchased to be cash equivalents. The Company did notÂ have any cash equivalents as of DecemberÂ 31, 2022 and 2021. Marketable Securities Held in Trust Account At DecemberÂ 31, 2022 and 2021, the Trust Account had $290,718,297 and $287,516,153Â held in marketable securities, respectively. During the period ended DecemberÂ 31, 2022, the Company withdrew $786,918 of interest income from the Trust Account to pay its tax obligations. During the period ended DecemberÂ 31, 2021, the Company did not withdraw any interest income from the Trust Account to pay its tax obligations.Â F-41 Table of ContentsMarketable securities held in the Trust Account are classified as â€œTrading Securitiesâ€ in accordance with ASC 320, â€œInvestments â€“ Debt Securitiesâ€ and are reported at fair value with unrealized gains or losses included in earnings of the current period. Concentration of Credit Risk Financial instruments that potentially subject the Company to concentrations of credit risk consist of a cash account in a financial institution, which, at times, may exceed the Federal Depository Insurance Coverage ofÂ $250,000. At DecemberÂ 31, 2022 and 2021, the Company did not experience losses on this account. ClassÂ A Common Stock Subject to Possible Redemption The Company accounts for its ClassÂ A common stock subject to possible redemption in accordance with the guidance in ASC Topic 480, â€œDistinguishing Liabilities from Equity.â€ ClassÂ A common stock subject to mandatory redemption (if any) are classified as a liability instrument and are measured at fair value. Conditionally redeemable common stock (including common stock that feature redemption rights that are either within the control of the holder or subject to redemption upon the occurrence of uncertain events not solely within the Companyâ€™s control) are classified as temporary equity. At all other times, common stock are classified as stockholdersâ€™ equity (deficit).Â The Companyâ€™s ClassÂ A common stock feature certain redemption rights that are considered to be outside of the Companyâ€™s control and subject to the occurrence of uncertain future events. Accordingly, as of DecemberÂ 31, 2022 and 2021, 28,750,000 shares of ClassÂ A common stock subject to possible redemption are presented at redemption value as temporary equity, outside of the stockholdersâ€™ deficit section of the Companyâ€™s balance sheets.Under ASC 480-10-S99, the Company has elected to recognize changes in the redemption value immediately as they occur and adjust the carrying value of the security to equal the redemption value at the end of the reporting period. This method would view the end of the reporting period as if it were also the redemption date of the security. Effective with the closing of our initial public offering, we recognized the accretion from initial book value to redemption amount, which, resulted in charges against additional paid-in capital (to the extent available) and accumulated deficit. The amount accreted in 2022 represents investment income accrued in the Trust Account since the date of the IPO reduced by the amounts of Delaware franchise tax and income taxes paid and payable for 2021 and 2022, net of cash withdrawn from the Trust Account to pay these obligations. At DecemberÂ 31, 2022 and 2021, the ClassÂ A common stock reflected in the balance sheets is reconciled in the following table:Â Gross proceeds from Initial Public Offering Â Â $ 287,500,000 Â Less: Â Â Â Â Â Common stock issuance costs Â Â Â (6,326,922)Â Proceeds allocated to public warrants Â Â Â (12,218,750)Â Plus: Â Â Â Â Â Remeasurement of ClassÂ A common stock to possible redemption Â Â Â 18,545,672 Â Â Â Â Â Â Â Contingently redeemable common stock at DecemberÂ 31, 2021 Â Â Â 287,500,000 Â Â Â Â Â Â Â Plus: Â Â Â Â Â Remeasurement of ClassÂ A common stock to possible redemption Â Â Â 2,847,008 Â Â Â Â Â Â Â Contingently redeemable common stock at DecemberÂ 31, 2022 Â Â $ 290,347,008 Â Â Â Â Â Â Â F-42 Table of ContentsOn FebruaryÂ 23, 2023, in connection with the Extension described in Note 11, the Company was notified by stockholders holding 20,317,255 shares of ClassÂ A Common Stock that they exercised their right to redeem such shares for a pro rata portion of the funds in the Trust Account. As a result, $206,121,060 (approximately $10.15 per share) was removed from the Trust Account to pay such redeeming holders on MarchÂ 2, 2023. Net (Loss) Income Per Share of Common Stock The Company complies with accounting and disclosure requirements of Financial Accounting Standards Board (â€œFASBâ€) Accounting Standards Codification (â€œASCâ€) Topic 260, â€œEarnings Per Share.â€ Net (loss) income per share of common stock is computed by dividing net income by the weighted average number of shares of common stock outstanding for the period. Subsequent remeasurement of the redeemable ClassÂ A common stock is excluded from income per share of common stock as the redemption value approximates fair value. Net (loss) income per share of common stock is computed by dividing the pro rata net (loss) income between the shares of ClassÂ A common stock and the shares of ClassÂ B common stock by the weighted average number of shares of common stock outstanding for each of the periods. The calculation of diluted income per share does not consider the effect of the warrants issued in connection with the IPO, as well as warrants issuable upon the exercise of the conversion option on outstanding working capital loans, since the exercise of the warrants is contingent upon the occurrence of future events and the inclusion of such warrants would be anti-dilutive. The warrants are exercisable for 23,625,000 and 23,290,000 shares of ClassÂ A common stock in the aggregateÂ as of December 31, 2022 and 2021, respectively. The following table reflects the calculation of basic and diluted net (loss) income per share of common stock (in dollars, except share amounts):Â Â Â Â For the Years EndedDecemberÂ 31, Â Â Â Â 2022 Â Â Â 2021 Â Common stock subject to possible redemption Â Â Â Â Â Â Â Â Â Â Numerator: Â Â Â Â Â Â Â Â Â Â Net (loss) income allocable to ClassÂ A common stock subject to possible redemption Â Â $ (2,072,758)Â Â Â $ 3,301,319 Â Denominator: Â Â Â Â Â Â Â Â Â Â Weighted Average Redeemable ClassÂ A common stock, Basic and Diluted Â Â Â 28,750,000 Â Â Â Â 24,417,808 Â Basic and Diluted net (loss) income per share, Redeemable ClassÂ A common stock Â Â $ (0.07)Â Â Â $ 0.14 Â Non-Redeemable Ordinary shares Â Â Â Â Â Â Â Â Â Â Numerator: Â Â Â Â Â Â Â Â Â Â Net (loss) income allocable to ClassÂ B common stock not subject to redemption Â Â $ (518,190)Â Â Â $ 971,759 Â Denominator: Â Â Â Â Â Â Â Â Â Â Weighted AverageÂ Non-RedeemableÂ common stock, Basic and Diluted Â Â Â 7,187,500 Â Â Â Â 7,187,500 Â Basic and diluted net (loss) income per share Â Â $ (0.07)Â Â Â $ 0.14 Â Offering CostsThe Company complies with the requirements of ASC 340-10-S99-1 and SEC Staff Accounting Bulletin (â€œSABâ€) Topic 5Aâ€”â€œExpenses of Offeringâ€. Offering costs consist principally of professional and registration fees incurred through the balance sheet date that are related to the Public Offering and that were allocated among common stock subject to possible redemption and to stockholdersâ€™ deficit upon the completion of the IPO. Accordingly, during the period ended DecemberÂ 31, 2021, offering costs totaling $6,607,751 were charged to Â F-43 Table of Contentstemporary equity and stockholdersâ€™ deficit (consisting of $5,750,000 of underwriting fee and $857,751 of other offering costs). Of the total transaction cost, $280,829 was allocated to warrants as a non-operating expense in the statement of operations for the yearÂ ended DecemberÂ 31, 2021, with the rest of the offering costs allocated among common stock subject to possible redemption and to stockholdersâ€™ deficit. The transaction costs were allocated based on the with and without method, compared to the total offering proceeds, between the fair value of the public warrant liabilities and the ClassÂ A common stock. Fair Value of Financial Instruments The fair value of the Companyâ€™s assets and liabilities, which qualify as financial instruments under the FASB ASC 820, â€œFair Value Measurementâ€ approximates the carrying amounts represented in the balance sheets. Derivative Warrant Liabilities The Company does not use derivative instruments to hedge exposures to cash flow, market, or foreign currency risks. The Company evaluates all of its financial instruments, including issued stock purchase warrants, to determine if such instruments are derivatives or contain features that qualify as embedded derivatives, pursuant to ASC 480 and ASC Topic 815, â€œDerivatives and Hedgingâ€ (â€œASC 815â€). The classification of derivative instruments, including whether such instruments should be recorded as liabilities or as equity, is re-assessed at the end of each reporting period. The Company accounts for its 22,125,000 common stock warrants issued in connection with its Initial Public Offering (14,375,000) and Private Placement (7,750,000) as derivative warrant liabilities in accordance with ASC 815-40. Accordingly, the Company recognizes the warrant instruments as liabilities at fair value and adjusts the instruments to fair value at each reporting period. The liabilities are subject to re-measurement at each balance sheet date until exercised, and any change in fair value is recognized in the Companyâ€™s statements of operations. The fair value of warrants issued by the Company in connection with the Initial Public Offering and Private Placement had been estimated using Monte-Carlo simulations at the initial measurement date. However, for each subsequent measurement, beginning on AprilÂ 19, 2021, the public warrants were measured at the Observable Quoted Price in Active Markets and the private warrants were measured using the Modified Black-Scholes Option Pricing Model. Convertible Promissory Notesâ€”Related Party The Company accounts for the convertible promissory notes under ASC 815. The Company has made the election under ASC 815-15-25 to account for the notes under the fair value option. Using the fair value option, the convertible promissory notes are required to be recorded at their initial fair value on the date of issuance, and each balance sheet date thereafter. Differences between the face value of the note and fair value at issuance are recognized as either an expense in the statement of operations (if issued at a premium) or as a capital contribution (if issued at a discount). Changes in the estimated fair value of the notes are recognized as non-cash gains or losses in the statements of operations. Income Taxes The Company accounts for income taxes under ASC 740, â€œIncome Taxesâ€ (â€œASC 740â€). ASC 740 requires the recognition of deferred tax assets and liabilities for both the expected impact of differences between the financial statements and tax basis of assets and liabilities and for the expected future tax benefit to be derived from tax loss and tax credit carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that included the enactment date. ASC 740 additionally requires a valuation allowance to be established when it is more likely than not that all or a portion of deferred tax assets will not be realized. Â F-44 Table of Contents ASC 740 also clarifies the accounting for uncertainty in income taxes recognized in an enterpriseâ€™s financial statements and prescribes a recognition threshold and measurement process for financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. For those benefits to be recognized, a tax position must be more-likely-than-not to be sustained upon examination by taxing authorities. ASC 740 also provides guidance on derecognition, classification, interest and penalties, accounting in annual period, disclosure and transition. The Company recognizes accrued interest and penalties related to unrecognized tax benefits as income tax expense. There were no unrecognized tax benefits and no amounts accrued for interest and penalties as of DecemberÂ 31, 2022 and 2021. The Company is currently not aware of any issues under review that could result in significant payments, accruals or material deviation from its position. The Company has identified the United States as its only â€œmajorâ€ tax jurisdiction. The Company may be subject to potential examination by federal and state taxing authorities in the areas of income taxes. These potential examinations may include questioning the timing and amount of deductions, the nexus of income among various tax jurisdictions and compliance with federal and state tax laws. The Companyâ€™s management does not expect that the total amount of unrecognized tax benefits will materially change over the next twelve months. Recent Accounting Standards In August 2020, the FASB issued ASUÂ 2020-06,Â â€œDebt-Debt with Conversion and Other Options (SubtopicÂ 470-20) and Derivatives and Hedging-Contracts in Entityâ€™s Own Equity (SubtopicÂ 815-40): Accounting for Convertible Instruments and Contracts in an Entityâ€™s Own Equityâ€ (â€œASUÂ 2020-06â€), which simplifies accounting for convertible instruments by removing major separation models required under current GAAP. The ASU also removes certain settlement conditions that are required for equity-linked contracts to qualify for scope exception, and it simplifies the diluted earnings per share calculation in certain areas. ASUÂ 2020-06 is effective no later than JanuaryÂ 1, 2024 and should be applied on a full or modified retrospective basis, with early adoption permitted beginning on JanuaryÂ 1, 2021. The Company is currently reviewing what impact, if any, adoption will have on the Companyâ€™s financial position, results of operations or cash flows. The Companyâ€™s management does not believe that any other recently issued, but not yet effective, accounting standards if currently adopted would have a material effect on the accompanying financial statements. NOTE 3 â€” INITIAL PUBLIC OFFERINGPursuant to the Initial Public Offering, the Company sold 28,750,000 Units, which includes the full exercise by the underwriters of their option to purchase an additional 3,750,000 Units, at a price of $10.00 per Unit. Each Unit consists of one share of ClassÂ A Common Stock, par value $0.0001 per share, and one-half of one redeemable warrant (â€œPublic Warrantâ€). Each whole Public Warrant entitles the holder to purchase one share of ClassÂ A Common Stock at a price of $11.50 per share. NOTE 4 â€” PRIVATE PLACEMENT WARRANTS Simultaneously with the closing of the IPO, the Sponsor, Intrepid Financial Partners, LLC (an affiliate of one of the Companyâ€™s underwriters) (â€œIntrepidâ€) and FL Co-Investment, LLC (an affiliate of one of the Companyâ€™s underwriters) (â€œFL Co-Investmentâ€) collectively, the (â€œInitial Stockholdersâ€), purchased an aggregate of 7,750,000 Private Placement Warrants at a price of $1.00 per warrant ($7,750,000 in the aggregate), and each Private Placement Warrant is exercisable to purchase one share of ClassÂ A common stock at a price of $11.50 per share. A portion of the purchase price of the Private Placement Warrants was added to the proceeds from this offering to be held in the Trust Account. Proceeds in excess of the initial fair value of Private Placement Warrants of $1,166,375 are included in the statement of changes in stockholdersâ€™ equity (deficit) for the year ended DecemberÂ 31, 2021. Â F-45 Table of Contents NOTE 5 â€” RELATED PARTY TRANSACTIONS Founder Shares In November 2020, our founders acquired 7,187,500 founder shares (the â€œFounder Sharesâ€) for an aggregate purchase price of $25,000 (the â€œClassÂ B common stockâ€), or approximately $0.0035 per share. The Sponsor purchased 4,671,875 Founder Shares, FL Co-Investment purchased 1,257,813 Founder Shares and Intrepid Financial Partners purchased 1,257,812 Founder Shares. On NovemberÂ 25, 2020, the Sponsor sold 434,375 Founder Shares to some of the Companyâ€™s directors and executives, including Gregory D. Patrinely, the Companyâ€™s Chief Financial Officer and Secretary, at their original purchase price. Simultaneously with such transfer, each of FL Co-Investment and Intrepid Financial Partners transferred 13,125 Founder Shares to the Sponsor, respectively, at their original purchase price. Such sale of Founder Shares to the Companyâ€™s directors and executives is within the scope of FASB ASC Topic 718, â€œCompensation-Stock Compensationâ€ (â€œASC 718â€). Under ASC 718, stock-based compensation associated with equity-classified awards is measured at fair value upon the grant date. The Founder Shares were sold to directors and executives and effectively transferred subject to a performance condition (i.e., the consummation of a Business Combination). Compensation expense related to the Founder Shares is recognized only when the performance condition is probable of achievement under the applicable accounting literature. Stock-based compensation would be recognized at the date a Business Combination is considered probable in an amount equal to the number of Founder Shares times the grant date fair value per share (unless subsequently modified) less the amount initially received for the purchase of the Founder Shares. On November 2, 2022, the Company entered into the Merger Agreement (see Note 1); however, the Merger Agreement is subject to certain conditions to closing, such as, for example, approval by the Companyâ€™s stockholders. As a result, the Company determined that there is a possibility that a Business Combination might not happen and, therefore, no stock-based compensation expense has been recognized.Â The InitialÂ Stockholders have agreed that, subject to certain limited exceptions, the Founder Shares will not be transferred, assigned, sold or released from escrow until the earlier of (A)Â one year after the completion of a Business Combination or (B)Â subsequent to a Business Combination, if (x)Â the last reported sale price of the shares of our ClassÂ A common stock equals or exceeds $12.00Â per share (as adjusted for stock splits, stock, reorganizations, recapitalizations and the like)Â for any 20 trading days within any 30-trading day period commencing at least 150 days after a Business Combination, or (y)Â the Company completes a liquidation, merger, capital stock exchange, reorganization or other similar transaction that results in all of our stockholders having the right to exchange their shares of common stock for cash, securities or other property, the converted ClassÂ A common stock will be released from the lock-up. Initial Promissory Note On NovemberÂ 25, 2020, the Company issued an unsecured promissory note to the Initial Stockholders (the â€œInitial Promissory Noteâ€), pursuant to

which the Company may borrow up to an aggregate principal amount of $300,000. The Initial Promissory Note was non-interest bearing and payable on the earlier of (i)Â MayÂ 25, 2021 or (i)Â the consummation of the IPO. The Company borrowed $75,000 under the Initial Promissory Note and repaid the Initial Promissory Note in full as of JuneÂ 30, 2021. No additional borrowings under such the Initial Promissory Note are available. Working Capital Loans In order to finance transactionÂ costs in connection with a BusinessÂ Combination, the initial stockholders or an affiliate of the initial stockholders or certain of the Companyâ€™s directors and officers may, but are not obligated to, loan the Company funds as may be required (â€œWorking Capital Loansâ€). If the Company completes a Business Combination, the Company would repay the Working Capital Loans out of the proceeds of the Trust Account released to the Company, or convert them to warrants as described below. Otherwise, the Working Capital Loans would be repaid only out of funds held outside the Trust Account. In theÂ event that a Business Combination does not close, the Company may use a portion of proceeds held outside the Trust Account to repay Â F-46 Table of Contents the Working Capital Loans, but no proceeds held in the Trust Account would be used to repay the Working Capital Loans. Except for the foregoing, the terms of such Working Capital Loans, if any, have not been determined and no written agreements exist with respect to such loans. The Working Capital Loans would either be repaid upon consummation of a Business Combination, without interest, or, at the lenderâ€™s discretion, such Working Capital Loans may be convertible into warrants of the post-Business Combination entity at a price of $1.00 per warrant. Initially up to $1,500,000, which was increased to $3,500,000 on MarchÂ 24, 2023, of such loans may be convertible into warrants. The warrants would be identical to the Private Placement Warrants.Â As discussed below, since inception, the Company has entered into six convertible promissory notes under this arrangement with the Sponsor to provide Working Capital Loans. Convertible Promissory Notes On MarchÂ 1, 2021, the Company issued an unsecured promissory note to the Sponsor (the â€œFirst Working Capital Loanâ€), pursuant to which the Company may borrow up to an aggregate principal amount of $365,000. The First Working Capital Loan is non-interest bearing and payable on the consummation of the Companyâ€™s Business Combination. The First Working Capital Loan was fully drawn down in the period ended DecemberÂ 31, 2021. The Sponsor assigned $145,000 of the First Working Capital Loan to our Executive Vice President and Chief Financial Officer, Gregory Patrinely, $110,000 of the First Working Capital Loan to our Executive Vice President, General Counsel and Secretary, Anthony Duenner, and $110,000 of the First Working Capital Loan to our President, J. Caldwell Flores. As of December 31, 2022 and 2021, the First Working Capital Loan in the amount of $365,000 was fully drawn. The fair value of the note was estimated by the Company to be $383,323 at initial measurement and $343,034 and $299,555 at DecemberÂ 31, 2022 and 2021, respectively. On DecemberÂ 27, 2021, the Company issued an unsecured promissory note to the Sponsor (the â€œSecond Working Capital Loanâ€), pursuant to which the Company may borrow up to an aggregate principal amount of $800,000. The Second Working Capital Loan is non-interest bearing and payable on the consummation of the Companyâ€™s Business Combination. As of DecemberÂ 31, 2022 and 2021, the Second Working Capital Loan in the amount of $800,000 was fully drawn. The fair value of the note was estimated by the Company to be $656,560 at initial measurement and at DecemberÂ 31, 2021. The fair value of the note was estimated by the Company to be $751,856 at DecemberÂ 31, 2022. On MarchÂ 29, 2022, the Company issued an unsecured promissory note to the Sponsor (the â€œThird Working Capital Loanâ€), pursuant to which the Company may borrow up to an aggregate principal amount of $335,000. The Third Working Capital Loan is non-interest bearing and payable on the consummation of the Companyâ€™s Business Combination. As of DecemberÂ 31, 2022, the Third Working Capital Loan in the amount of $335,000 was fully drawn. The fair value of the note was estimated by the Company to be $282,874 at initial measurement and at MarchÂ 31, 2022, and the amount by which the proceeds from the Third Working Capital Loan exceeded its initial fair value has been recognized as a credit within stockholdersâ€™ deficit during the year ended DecemberÂ 31, 2022. The fair value of the note was estimated by the Company to be $314,840 at DecemberÂ 31, 2022. As of DecemberÂ 31, 2022, there were no additional borrowings under Working Capital Loans other than the $365,000 outstanding under the First Working Capital Loan, $800,000 outstanding under the Second Working Capital Loan and $335,000 outstanding under the Third Working Capital Loan, as described above. Q3 2022 Promissory Note On SeptemberÂ 30, 2022, the Company issued an unsecured promissory note to the Sponsor (the â€œQ3 2022 Promissory Noteâ€), pursuant to which the Company may borrow up to an aggregate principal amount of $170,000. The Q3 2022 Promissory Note is non-interest bearing and payable on the consummation of the Companyâ€™s Business Combination. On OctoberÂ 5, 2022, the Q3 2022 Promissory Note was fully drawn down by the Company. Â F-47 Table of Contents Q4 2022 Promissory Note On OctoberÂ 31, 2022, the Company issued an unsecured promissory note to the Sponsor (the â€œQ4 2022 Promissory Noteâ€), pursuant to which the Company may borrow up to an aggregate principal amount of $200,000. The Q4 2022 Promissory Note is non-interest bearing and payable on the consummation of the Companyâ€™s Business Combination. On OctoberÂ 31, 2022, the Q4 2022 Promissory Note was fully drawn down by the Company. See Note 11 for discussion of the Q1 2023 Promissory Note and amendments to the Q3 2022 Promissory Note, Q4 2022 Promissory Note and Q1 2023 Promissory Note. NOTE 6 â€” COMMITMENTSÂ ANDÂ CONTINGENCIES Registration Rights The holders of the Founder Shares, Private Placement Warrants and warrants that may be issued upon conversion of the Working Capital Loans (and any shares of ClassÂ A common stock issuable upon the exercise of the Private Placement Warrants and warrants that may be issued upon conversion of Working Capital Loans and upon conversion of the Founder Shares) are entitled to registration rights pursuant to a registration rights agreement. The holders of these securities are entitled to make up to three demands, excluding short form demands, that the Company register such securities. In addition, the holders have certain â€œpiggy-backâ€ registration rights with respect to registration statements filed subsequent to the completion of a Business Combination. However, the registration rights agreement provides that the Company will not permit any registration statement filed under the Securities Act to become effective until termination of the applicable lockup period. The Company will bear the expenses incurred in connection with the filing of any such registration statements. Business Combination Marketing AgreementThe Company has engaged underwriters as advisors in connection with its business combination to assist it in holding meetings with the Companyâ€™s stockholders to discuss the potential business combination and the target businessâ€™s attributes, introduce it to potential investors that are interested in purchasing its securities in connection with the potential business combination, assist it in obtaining stockholder approval for the business combination and assist the Company with its press releases and public filings in connection with the business combination. The Company will pay the Marketing Fee (as defined in the Companyâ€™s registration statement on Form S-1, as amended, that was filed with the SEC on FebruaryÂ 5, 2021) for such services upon the consummation of its initial business combination in an amount equal to, in the aggregate, 3.5% of the gross proceeds of the IPO, including the proceeds from the exercise of the over-allotment option. The underwriters will not be entitled to such fee unless the Company consummates its initial business combination. Underwriters Agreement On MarchÂ 1, 2021, the Company paid a fixed underwriting discount of $0.20 per Unit, or $5,750,000Â in the aggregate. Deferred Legal Fees As of DecemberÂ 31, 2022, the Company has incurred unbilled legal costs of $2,633,139Â related to its prospective initial Business Combination. These costs are deferred until the completion of the Companyâ€™s initial Business Combination and are included in accounts payable and accrued expenses on the Companyâ€™s balance sheets. There were no deferred legal costs as of DecemberÂ 31, 2021. NOTE 7 â€” STOCKHOLDERSâ€™ EQUITY (DEFICIT) Preferred Stock â€” The Company isÂ authorized to issue a total of 1,000,000 shares of preferred stock at par value of $0.0001 each. At DecemberÂ 31, 2022 and 2021, there were no shares of preferred stock issued or outstanding. Â F-48 Table of ContentsClassÂ A Common Stock â€” The Company isÂ authorized to issue a total of 200,000,000 shares of ClassÂ A common stock at par value of $0.0001 each. At DecemberÂ 31, 2022 and 2021, there were no shares issued and outstanding (excluding 28,750,000 shares subject to possible redemption)ClassÂ B Common Stock â€” The Company isÂ authorized to issue a total of 20,000,000 shares of ClassÂ B common stock at par value of $0.0001 each. At DecemberÂ 31, 2022 and 2021, there were 7,187,500Â shares of ClassÂ B common stock issued or outstanding.Common stockholders of record are entitled to one vote for each share held on all matters to be voted on by stockholders. Holders of the ClassÂ A common stock and holders of the ClassÂ B common stock will vote together as a single class on all matters submitted to a vote of the Companyâ€™s stockholders, except as required by law. The ClassÂ B common stock are identical to the shares of ClassÂ A common stock included in the units being sold in the IPO, and holders of ClassÂ B common stock have the same stockholder rights as public stockholders, except that (i)Â the ClassÂ B common stock are subject to certain transfer restrictions, as described in more detail below, (ii)Â our founders, officers and directors have entered into a letter agreement with us, pursuant to which they have agreed (A)Â to waive their redemption rights with respect to any ClassÂ B common stock and any Public Shares held by them in connection with the completion of our Business Combination and (B)Â to waive their rights to liquidating distributions from the Trust Account with respect to any ClassÂ B common stock held by them if the Company fails to complete our Business Combination within the prescribed time period, although they will be entitled to liquidating distributions from the Trust Account with respect to any Public Shares they hold if the Company fails to complete our Business Combination within such time period, (iii)Â the ClassÂ B common stock are shares of our ClassÂ B common stock that will automatically convert into shares of our ClassÂ A common stock at the time of our initial Business Combination, on a one-for-one basis, subject to adjustment pursuant to certain anti-dilution rights and (iv)Â are subject to registration rights. If the Company submits our Business Combination to our public stockholders for a vote, our Initial stockholders have agreed to vote any ClassÂ B common stock and any Public Shares purchased during or after the IPO in favor of our initial Business Combination. With certain limited exceptions, the ClassÂ B common stock are not transferable, assignable or salable (except to our officers and directors and other persons or entities affiliated with the Sponsor, each of whom will be subject to the same transfer restrictions) until the earlier of (A)Â one year after the completion of our initial Business Combination or (B)Â subsequent to our initial Business Combination, (x)Â if the last sale price of our ClassÂ A common stock equals or exceeds $12.00 per share (as adjusted for stock splits, stock dividends, reorganizations, recapitalizations and the like) for any 20 trading days within any 30-trading day period commencing at least 150 days after our initial Business Combination, or (y)Â the date on which the Company completes a liquidation, merger, capital stock exchange, reorganization or other similar transaction that results in all of our stockholders having the right to exchange their shares of common stock for cash, securities or other property.NOTE 8 â€” WARRANTSPublic Warrants may only be exercised for a whole number of shares. No fractional shares will be issued upon exercise of the Public Warrants. The Public Warrants will become exercisable on the later of (a)Â 30Â days after the completion of a Business Combination and (b)Â 12Â months from the closing of the IPO. The Public Warrants will expire five years from the completion of a Business Combination, at 5:00Â p.m., New York City time, or earlier upon redemption or liquidation. The Company will not be obligated to deliver any shares of ClassÂ A common stock pursuant to the exercise of a Public Warrant and will have no obligation to settle such Public Warrant exercise unless a registration statement under the Securities Act with respect to the shares of ClassÂ A common stock underlying the warrants is then effective and a prospectus relating thereto is current, subject to the Company satisfying its obligations with respect to registration, or a valid exemption from registration is available. No warrant will be exercisable, and the Company will not be obligated to issue a share of ClassÂ A common stock upon exercise of a warrant unless the Â F-49 Table of Contentsshare of ClassÂ A common stock issuable upon such warrant exercise has been registered, qualified or deemed to be exempt under the securities laws of the state of residence of the registered holder of the warrants. The Company has agreed that as soon as practicable, but in no event later than 15 business days after the closing of a Business Combination, it will use its commercially reasonable efforts to file with the SEC a registration statement for the registration, under the Securities Act, of the shares of ClassÂ A common stock issuable upon exercise of the warrants. The Company will use its commercially reasonable efforts to cause the same to become effective and to maintain the effectiveness of such registration statement, and a current prospectus relating thereto, until the expiration or redemption of the warrants in accordance with the provisions of the warrant agreement. If a registration statement covering the issuance of the shares of ClassÂ A common stock issuable upon exercise of the warrants is not effective by the 60thÂ business day after the closing of a Business Combination, warrant holders may, until such time as there is an effective registration statement and during any period when the Company will have failed to maintain an effective registration statement, exercise warrants on a â€œcashless basisâ€ in accordance with SectionÂ 3(a)(9) of the Securities Act or another exemption. In addition, if the shares of ClassÂ A common stock are at the time of any exercise of a warrant not listed on a national securities exchange such that they satisfy the definition of a â€œcovered securityâ€ under SectionÂ 18(b)(1) of the Securities Act, the Company may, at its option, require holders of the Public Warrants who exercise their warrants to do so on a â€œcashless basisâ€ in accordance with SectionÂ 3(a)(9) of the Securities Act and, in the event the Company elects to do so, the Company will not be required to file or maintain in effect a registration statement, but it will use its best efforts to register or qualify the shares under applicable blue sky laws to the extent an exemption is not available. In such event, each holder would pay the exercise price by surrendering the warrants for that number of shares of ClassÂ A common stock equal to the lesser of (A)Â the quotient obtained by dividing (x)Â the product of the number of shares of ClassÂ A common stock underlying the warrants, multiplied the excess of the â€œfair market valueâ€ less the exercise price of the warrants by (y)Â the fair market value and (B)Â 0.361. The â€œfair market valueâ€ shall mean the volume weighted average price of the shares of ClassÂ A common stock for the 10 trading days ending on the trading day prior to the date on which the notice of exercise is received by the warrant agent. Redemption of Warrants For Cashâ€”Once the warrants become exercisable, the Company may redeem the outstanding Public Warrants for cash: Â Â â€¢ Â in whole and not in part; Â Â â€¢ Â at a price of $0.01 per Public Warrant; Â Â â€¢ Â upon not less than 30 daysâ€™ prior written notice of redemption to each warrant holder; and Â Â â€¢ Â if, and only if, the last sale price of our ClassÂ A common stock equals or exceeds $18.00 per share (as adjusted for stock splits, stock dividends, reorganizations, recapitalizations and the like) for any 20 trading days within a 30-trading day period ending on the third trading day prior to the date on which the Company sends the notice of redemption to the warrant holders. If and when the warrants become redeemable by the Company, the Company may exercise itsÂ redemptionÂ rightÂ even if it is unable to register or qualify the underlying securities for sale under all applicable state securities laws. However, the Company will not redeem the warrants unless an effective registration statement under the Securities Act covering the shares of ClassÂ A common stock issuable upon exercise of the warrants is effective and a current prospectus relating to those shares of ClassÂ A common stock is available throughout the 30-day redemption period, except if the warrants may be exercised on a cashless basis and such cashless exercise is exempt from registration under the Securities Act. Redemption of Warrants For Shares of ClassÂ A Common Stockâ€”commencing 90 days after the warrants become exercisable, the Company may redeem the outstanding warrants for shares of ClassÂ A common stock:Â Â Â â€¢ Â in whole and not in part; Â F-50 Table of Contents Â â€¢ Â at a price equal to a number of shares of ClassÂ A common stock to be determined by reference to the agreed table set forth in the warrant agreement based on the redemption date and the â€œfair market valueâ€ of the ClassÂ A common stock; Â Â Â â€¢ Â upon not less than 30 daysâ€™ prior written notice of redemption to each warrant holder; and Â Â Â â€¢ Â if, and only if, the last sale price of our ClassÂ A common stock equals or exceeds $10.00 per share (as adjusted per share splits, share dividends, reorganizations, recapitalizations and the like) on the trading day prior to the date on which the Company sends the notice of redemption to the warrant holders. The exercise price and numberÂ of shares of ClassÂ A common stock issuable upon exercise of the Public Warrants may be adjusted in certain circumstances including in the event of a share dividend, extraordinary dividend or recapitalization, reorganization, merger or consolidation. However, except as described below, the Public Warrants will not be adjusted for issuances of shares of ClassÂ A common stock at a price below its exercise price. Additionally, in no event will the Company be required to net cash settle the Public Warrants. If the Company is unable to complete a Business Combination within the Combination Period and the Company liquidates the funds held in the Trust Account, holders of Public Warrants will not receive any of such funds with respect to their Public Warrants, nor will they receive any distribution from the Companyâ€™s assets held outside of the Trust Account with respect to such Public Warrants. Accordingly, the Public Warrants may expire worthless. In addition, if (x)Â the Company issues additional shares of ClassÂ A common stock or equity-linked securities for capital raising purposes in connection with the closing of a Business Combination at an issue price or effective issue price of less than $9.20 per share of ClassÂ A common stock (with such issue price or effective issue price to be determined in good faith by the Companyâ€™s board of directors, and in the case of any such issuance to the Sponsor or its affiliates, without taking into account any Founder Shares held by the Sponsor or such affiliates, as applicable, prior to such issuance) (the â€œNewly Issued Priceâ€), (y) the aggregate gross proceeds from such issuances represent more than 60% of the total equity proceeds, and interest thereon, available for the funding of a Business Combination on the date of the completion of a Business Combination (net of redemptions), and (z)Â the volume weighted average trading price of the Companyâ€™s shares of ClassÂ A common stock during the 20 trading day period starting on the trading day prior to the day on which the Company completes a Business Combination (such price, the â€œMarket Valueâ€) is below $9.20 per share, the exercise price of the Public Warrants will be adjusted (to the nearest cent) to be equal to 115% of the higher of the Market Value and the Newly Issued Price, and the $10.00 and $18.00 per share redemption trigger prices described above adjacent to â€œRedemption of Warrants For Cashâ€ and â€œRedemption of Warrants For Shares of ClassÂ A Common Stockâ€ will be adjusted (to the nearest cent) to be equal to 100% and 180% of the higher of the Market Value and the Newly Issued Price, respectively. The Private Placement Warrants are identical to the Public Warrants underlying the Units sold in the IPO, except that (x)Â the Private Placement Warrants and the shares of ClassÂ A common stock issuable upon the exercise of the Private Placement Warrants are not transferable, assignable or salable until 30 days after the completion of a Business Combination, subject to certain limited exceptions, (y)Â the Private Placement Warrants are

exercisable on a cashless basis and non-redeemable so long as they are held by the initial purchasers or their permitted transferees and (z)Â the Private Placement Warrants and the shares of ClassÂ A common stock issuable upon exercise of the Private Placement Warrants are entitled to registration rights. If the Private Placement Warrants are held by someone other than the initial purchasers or their permitted transferees, the Private Placement Warrants will be redeemable by the Company and exercisable by such holders on the same basis as the Public Warrants. Additionally, as discussed in Note 5, the Working Capital Loans would either be repaid upon consummation of a Business Combination, without interest, or, at the lenderâ€™s discretion, such Working Capital Loans may be convertible into warrants of the post-Business Combination entity at a price of $1.00 per warrant. Initially up to $1,500,000, which was increased to $3,500,000 on MarchÂ 24, 2023, of such loans may be convertible into warrants (see Note 11 â€" Subsequent Events). Â F-51 Table of Contents NOTE 9 â€" FAIR VALUE MEASUREMENTS Fair value is defined as the price that would be received for sale of an asset or paid for transfer of a liability, in an orderly transaction between market participants at the measurement date. GAAP establishes a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). These tiers include: Â Â â€¢ Â LevelÂ 1, defined as observable inputs such as quoted prices (unadjusted) for identical instruments in active markets; Â Â â€¢ Â LevelÂ 2, defined as inputs other than quoted prices in active markets that are either directly or indirectly observable such as quoted prices for similar instruments in active markets or quoted prices for identical or similar instruments in markets that are not active; and Â Â â€¢ Â LevelÂ 3, defined as unobservable inputs in which little or no market data exists, therefore requiring an entity to develop its own assumptions, such as valuations derived from valuation techniques in which one or more significant inputs or significant value drivers are unobservable. The following table presents information about the Companyâ€™s assets and liabilities that are measured at fair value on a recurring basis at DecemberÂ 31, 2022 and 2021, and indicates the fair value hierarchy of the valuation inputs the Company utilized to determine such fair value: Â Description: Â Â Level Â Â Â December 31, 2022 Â Â Â Level Â Â Â December 31, 2021 Â Assets: Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â U.S. Money Market Investing in Treasury Securities Held in Trust Account Â Â Â 1 Â Â Â $ 290,718,297 Â Â Â Â 1 Â Â Â $ 287,516,153 Â Liabilities: Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Warrant liabilityâ€"Public Warrants Â Â Â 1 Â Â Â Â 9,343,750 Â Â Â Â 1 Â Â Â $ 8,625,000 Â Warrant liabilityâ€"Private Warrants Â Â Â 3 Â Â Â Â 2,805,500 Â Â Â Â 3 Â Â Â $ 4,022,250 Â Convertible Promissory Notesâ€"Related Parties Â Â Â 3 Â Â Â Â 1,409,730 Â Â Â Â 3 Â Â Â $ 956,115 Â Investments Held in Trust Account As of DecemberÂ 31, 2022 and 2021, investments in the Companyâ€™s Trust Account consisted of $290,718,297 and $287,516,153 in U.S. Money Market fundsÂ that invest primarily in U.S. Treasury securities, respectively. Except as described below, there were no transfers between Levels 1, 2 or 3 during the years ended DecemberÂ 31, 2022 and 2021. LevelÂ 1 instruments include investments in money markets investing in U.S. Treasury securities. The Company uses inputs such as actual trade data, quoted market prices from dealers or brokers, and other similar sources to determine the fair value of its investments. Warrant Liabilities Public Warrants were transferred from LevelÂ 3 to LevelÂ 1 when they started trading on AprilÂ 19, 2021, at a value of $15,381,250. The fair value of warrants issued by the Company in connection with the Public Offering and Private Placement had been estimated using Monte-Carlo simulations at the initial measurement date up to the date when the Public Warrants started trading on AprilÂ 19, 2021. For each subsequent measurement since AprilÂ 19, 2021, the public warrants were measured at the Observable Quoted Price in Active Markets. Private warrants were measured Â F-52 Table of Contents using the Modified Black-Scholes Optional Pricing Model. The estimated fair value of the private warrant liability is determined using LevelÂ 3 inputs. Inherent in a binomial options pricing model are assumptions related to expected share-price volatility, expected life, risk-free interest rate and dividend yield. The Company estimates the volatility of its common stock based on historical volatility that matches the expected remaining life of the warrants. The risk-free interest rate is based on the U.S. Treasury zero-coupon yield curve on the grant date for a maturity similar to the expected remaining life of the warrants. The expected life of the warrants is assumed to be equivalent to their remaining contractual term. The dividend rate is based on the historical rate, which the Company anticipates to remain at zero. The aforementioned warrant liabilities are not subject to qualified hedge accounting. As Private Placement Warrants held by FL Co-Investment and Intrepid Financial Partners, will not be exercisable more than five years from the effective date of the registration statement, the exercise period end date is different than other Private Placement Warrants which will expire five years after the completion of the initial Business Combination or earlier upon redemption or liquidation. Accordingly, they have different inputs to the Modified Black-Scholes Optional Pricing Model. The following table provides quantitative information regarding LevelÂ 3 inputsÂ used to determine the fair values of Private Placement Warrants as of DecemberÂ 31, 2022 and 2021. Â Â Â Â Â DecemberÂ 31, 2021 Â Â DecemberÂ 31, 2022 Â Stock price Â Â $ 9.72 Â Â $ 10.05 Â Strike price Â Â $ 11.50 Â Â $ 11.50 Â Term (in years) Â Â Â 4.15 Â Â Â 3.15 Â Volatility Â Â Â 10.8 %Â Â Â 0.0 %Â Risk-free rate Â Â Â 1.13 %Â Â Â 4.12 %Â Dividend yield Â Â Â 0.00 %Â Â Â 0.00 %Â The following table provides quantitative information regarding LevelÂ 3 fair value measurements used to determine the fair value of the Private Placement Warrants, excluding Private Placement Warrants held by FL Co-Investment and Intrepid Financial Partners, as of DecemberÂ 31, 2022 and 2021. Â Inputs Â Â DecemberÂ 31, 2021 Â Â DecemberÂ 31, 2022 Â Stock price Â Â $ 9.72 Â Â $ 10.05 Â Strike price Â Â $ 11.50 Â Â $ 11.50 Â Term (in years) Â Â Â 5.42 Â Â Â 5.25 Â Volatility Â Â Â 10.8 %Â Â Â 0.0 %Â Risk-free rate Â Â Â 1.29 %Â Â Â 3.91 %Â Dividend yield Â Â Â 0.00 %Â Â Â 0.00 %Â Â F-53 Table of Contents The following table presents the changes in the fair value of warrant liabilities: Â Â Â Â Public Â Â Â Private Placement Â Â Â Warrant Liabilities Â Fair value as of DecemberÂ 31, 2020 Â Â $ â€"Â Â Â Â Â $ â€"Â Â Â Â Â $ â€"Â Â Â Initial measurement on MarchÂ 1, 2021 Â Â Â 12,218,750 Â Â Â Â 6,583,625 Â Â Â Â 18,802,375 Â Change in valuation inputs or other assumptions Â Â Â (3,593,750)Â Â Â Â (2,561,375)Â Â Â Â (6,155,125)Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Fair value as of DecemberÂ 31, 2021 Â Â $ 8,625,000 Â Â Â $ 4,022,250 Â Â Â $ 12,647,250 Â Change in valuation inputs or other assumptions Â Â Â 718,750 Â Â Â Â (1,216,750)Â Â Â Â (498,000)Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Fair value as of DecemberÂ 31, 2022 Â Â $ 9,343,750 Â Â Â $ 2,805,500 Â Â Â $ 12,149,250 Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Convertible Promissory Notes â€" Related Parties The convertible promissory notes were valued using a combination of Black-Scholes and Geske models, which is considered to be primarily a LevelÂ 3 fair value measurement input. The estimated fair value of the Promissory Notes was based on the following significant inputs: Â Inputs Â Â DecemberÂ 31, 2021 Â Â DecemberÂ 31, 2022 Â Exercise price Â Â $ 11.50 Â Â $ 11.50 Â Volatility Â Â Â 12.9 %Â Â Â 1.2 %Â Expected term to warrant expiration Â Â Â 5.4Â years Â Â Â 5.3Â years Â Risk-free-rate Â Â Â 1.32 %Â Â Â 3.91 %Â Dividend yield Â Â Â 0 %Â Â Â 0 %Â Stock price Â Â $ 9.71 Â Â $ 10.05 Â The following table presents the changes in the fair value of the LevelÂ 3 Promissory Notes:Â Fair value as of DecemberÂ 31, 2020 Â Â $ â€"Â Â Â Proceeds received through Convertible Promissory Note on AugustÂ 11, 2021 Â Â Â 365,000 Â Initial measurement of fair value of Promissory Note Â Â Â 18,323 Â Proceeds received through Convertible Promissory Note on DecemberÂ 29, 2021 Â Â Â 800,000 Â Initial measurement of fair value of Promissory Note Â Â Â (143,440)Â Change in fair value of Promissory Notes Â Â Â (83,768)Â Â Â Â Â Â Â Fair value as of DecemberÂ 31, 2021 Â Â $ 956,115 Â Proceeds received through Convertible Promissory Note on MarchÂ 29, 2022 Â Â Â 335,000 Â Initial measurement of fair value of Promissory Note Â Â Â (52,126)Â Change in fair value of Promissory Notes Â Â Â 170,741 Â Â Â Â Â Â Â Fair value as of DecemberÂ 31, 2022 Â Â $ 1,409,730 Â Â Â Â Â Â Â There were no transfers in or out of LevelÂ 3 from other levels in the fair value hierarchy during the yearsÂ ended DecemberÂ 31, 2022 and 2021. NOTE 10 â€"Â INCOME TAX The CompanyÂ follows the asset and liability method of accounting for income taxes under FASB ASC 740, â€œIncome Taxes.â€ Deferred tax assets and liabilities are recognized for the estimated future tax consequences Â F-54 Table of Contentsattributable to differences between the financial statements carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that included the enactment date. Valuation allowances are established, when necessary, to reduce deferred tax assets to the amount expected to be realized. After consideration of all of the information available, management believes that significant uncertainty exists with respect to future realization of the deferred tax assets and has therefore established a full valuation allowance. For the years ended DecemberÂ 31, 2022, and DecemberÂ 31, 2021, the change in the valuation allowance was $1,210,347 and $349,999. Internal Revenue SectionÂ 195 requiresÂ start-upÂ expenditures paid or incurred in connection with investigating the creation or acquisitionÂ of an active trade or business to be capitalized for income tax purposes. The capitalizedÂ start-upÂ expenditures are placed into service in the month in which an active trade or business begins and amortized ratably overÂ 180 months. TheÂ start-upÂ expenditures do not include interest, taxes, or research and experimental expenses. The tax calculation for the year ended DecemberÂ 31, 2022 took all of the aforementioned SectionÂ 195 guidelines into account. For the years ended DecemberÂ 31, 2022 and DecemberÂ 31, 2021, the provision for income taxes was $757,069 and $0. The Companyâ€™s net deferred tax assets at DecemberÂ 31, 2022 and 2021 are as follows: Â Â Â Â DecemberÂ 31, 2022 Â Â Â DecemberÂ 31, 2021 Â Deferred tax asset Â Â Â Â Â Â Â Â Â Â Start-up/organization costs Â Â $ 1,560,694 Â Â Â $ 311,152 Â Net operating loss carryforwards Â Â Â â€"Â Â Â Â Â Â 39,195 Â Â Â Â Â Â Â Â Â Â Â Â Total deferred tax assets Â Â Â 1,560,694 Â Â Â Â 350,347 Â Valuation allowance Â Â Â (1,560,694)Â Â Â Â (350,347)Â Â Â Â Â Â Â Â Â Â Â Â Deferred tax assets, net of allowance Â Â $ â€"Â Â Â Â Â $ â€"Â Â Â Â Â Â Â Â Â Â Â Â Â Â The income tax provision for the years ended DecemberÂ 31, 2022 and 2021 consists of the following: Â Â Â Â Years Ended DecemberÂ 31, Â Â Â Â 2022 Â Â Â 2021 Â Current Â Â Â Â Â Â Â Â Â Â Federal Â Â $ 757,069 Â Â Â $ â€"Â Â Â State Â Â Â â€"Â Â Â Â Â Â â€"Â Â Â Deferred Â Â Â Â Â Â Â Â Â Â Federal Â Â Â (1,210,347)Â Â Â Â (349,999)Â State Â Â Â â€"Â Â Â Â Â Â â€"Â Â Â Change in valuation allowance Â Â Â 1,210,347 Â Â Â Â 349,999 Â Â Â Â Â Â Â Â Â Â Â Â Income tax provision Â Â $ 757,069 Â Â Â $ â€"Â Â Â Â Â Â Â Â Â Â Â Â Â Â As of DecemberÂ 31, 2022, and 2021, the CompanyÂ had zero and $186,642Â of U.S. federal net operating loss carryovers available to offset future taxable income. Net operating losses generated do not expire. There were no unrecognized tax benefits as of DecemberÂ 31, 2022 and DecemberÂ 31, 2021. No amounts were accrued for the payment of interest and penalties as of DecemberÂ 31, 2022. The Company is currently not aware of any issues under review that could result in significant payments, accruals or material deviation from its position. The CompanyÂ files income tax returns in the U.S. federal and state of Texas jurisdictions. The apportionment rate in Texas is currently 0.0%. The Companyâ€™s tax returns for the yearsÂ ended DecemberÂ 31, 2021 and 2020 remain open and subject to examination. F-55 Table of Contents A reconciliation of the federal income tax rate to the Companyâ€™s effective tax rate at DecemberÂ 31, 2022 and 2021 is as follows: Â Â Â Â YearsÂ EndedÂ DecemberÂ 31, Â Â Â Â â€ƒ2022â€ƒ Â Â â€ƒ2021â€ƒ Â Income tax at statutory rate Â Â Â 21.0 %Â Â Â 21.0 %Â Change in valuation allowance Â Â Â (66.0)% Â Â 8.2 %Â Fair value of warrant adjustment Â Â Â 3.7 %Â Â Â (29.2)%Â Â Â Â Â Â Â Â Â Â Â Â Income tax expense Â Â Â (41.3)% Â Â 0.0 %Â Â Â Â Â Â Â Â Â Â Â Â NOTE 11 â€" SUBSEQUENT EVENTS The Company evaluated subsequent events and transactions that occurred after the balance sheet date up to the date that the financial statements were issued. Based upon this review, the Company, other than as previously described herein or listed below, did not identify any subsequent events that would have required adjustment or disclosure in the financial statements. Q1 2023 Promissory Note.Â On FebruaryÂ 6, 2023, the Company issued an unsecured promissory note to the Sponsor (the â€œQ1 2023 Promissory Noteâ€), pursuant to which the Company may borrow up to an aggregate principal amount of $535,000. The Q1 2023 Promissory Note is non-interest bearing and payable on the consummation of the Companyâ€™s Business Combination. On FebruaryÂ 7, 2023, the Q1 2023 Promissory Note was fully drawn down by the Company. Trust Account Liquidation. On February 21, 2023, to mitigate the risk of us being deemed to have been operating as an unregistered investment company (including under the subjective test of Section 3(a)(1)(A) of the Investment Company Act), the investments in U.S. government securities or money market funds held in the Trust Account were liquidated to thereafter be held in cash (which may include an interest bearing demand deposit account at a national bank) until earlier of: (i) the completion of a Business Combination and (ii) the distribution of the funds in the Trust Account to the Companyâ€™s stockholders. Extension Amendment. On FebruaryÂ 27, 2023, at a special meeting of stockholders, the Companyâ€™s stockholders voted to approve an amendment (the â€œExtension Amendment Proposalâ€) to the amended and restated certificate of incorporation to extend the date by which the Company must complete a business combination (the â€œExtensionâ€) from MarchÂ 1, 2023Â to SeptemberÂ 1, 2023 (the â€œExtended Dateâ€). In connection with the Extension, stockholders holding 20,317,255 shares of ClassÂ A Common Stock exercised their right to redeem such shares for a pro rata portion of the funds in the Trust Account, representing approximately 70.67% of our issued and outstanding ClassÂ A ordinary shares. As a result, $206,121,060 (approximately $10.15 per share) was removed from the Trust Account to pay such redeeming holders on MarchÂ 2, 2023. Amended Letter Agreement. On MarchÂ 24, 2023, the Company entered into an amended Letter Agreement, which amended that certain Letter Agreement, dated as of FebruaryÂ 24, 2021, by and among the Company, Flame Acquisition Sponsor LLC, FL Co-Investment LLC, Intrepid Financial Partners L.L.C., to increase the amount of convertible promissory notes allowed from up toÂ $1,500,000 to up to $3,500,000. Promissory Note Amendments. On March 28, 2023, the Company and Flame Acquisition Sponsor LLC entered into amendments to each of the Q3 2022 Promissory Note, Q4 2022 Promissory Note and Q1 2023 Promissory Note, pursuant to which loans made under such notes are, at the lenderâ€™s discretion, convertible into warrants of the post-Business Combination entity at a price of $1.00 per warrant. On FebruaryÂ 27, 2023, in connection with the Extension, the Company filed an amendment (the â€œExtension Amendmentâ€) to its Amended and Restated Certificate of Incorporation with the Secretary of State of the State of Delaware. The Extension Amendment extends the date by which the Company must consummate its initial business combination from MarchÂ 1, 2023 to SeptemberÂ 1, 2023. Â F-56 Table of Contents SANTA YNEZ UNIT (SYU) Condensed Combined Balance Sheets (unaudited) Â Â Â Â SeptemberÂ 30,2023 Â Â DecemberÂ 31,2022 Â Â Â Â (dollars in thousands) Â ASSETS Â Â Current Assets Â Â Â Materials and supplies Â Â $ 17,374 Â Â $ 17,211 Â Â Â Â Â Â Â Â Â Total Current Assets Â Â Â 17,374 Â Â Â 17,211 Â Oil and Gas Properties (Successful Efforts Method) Â Â Â Oil and gas properties Â Â Â 4,382,289 Â Â Â 4,382,289 Â Less: Accumulated depreciation, depletion, impairment, and amortization Â Â Â (3,693,012)Â Â Â (3,692,072)Â Â Â Â Â Â Â Â Â Total Oil and Gas Properties, net Â Â Â 689,277 Â Â Â 690,217 Â Other, net Â Â Â 6,689 Â Â Â 7,604 Â Â Â Â Â Â Â Â Â Total Assets Â Â $ 713,340 Â Â $ 715,032 Â Â Â Â Â Â Â Â Â LIABILITIES AND PARENT NET INVESTMENT Â Â Â Current Liabilities Â Â Â Accounts payable and accrued liabilities Â Â $ 6,195 Â Â $ 8,463 Â Due to related party, net Â Â Â 6,743 Â Â Â 6,581 Â Other Â Â Â 1,146 Â Â Â 1,140 Â Â Â Â Â Â Â Â Â Total Current Liabilities Â Â Â 14,084 Â Â Â 16,184 Â Long Term Liabilities Â Â Â Asset retirement obligations Â Â Â 344,197 Â Â Â 329,375 Â Other Â Â Â 6,417 Â Â Â 6,877 Â Â Â Â Â Â Â Â Â Total Liabilities Â Â Â 364,698 Â Â Â 352,436 Â Â Â Â Â Â Â Â Â Commitments and Contingencies (Note 5) Â Â Â Parent Net Investment Â Â Â 348,642 Â Â Â 362,596 Â Â Â Â Â Â Â Â Â Total Liabilities and Parent Net Investment Â Â $ 713,340 Â Â $ 715,032 Â Â Â Â Â Â Â Â Â Â The accompanying notes are an integral part of these condensed combined financial statements. Â F-57 Table of Contents SANTA YNEZ UNIT (SYU) Condensed Combined Statements of Operations (dollars in thousands) (unaudited) Â Â Â Â Three Months EndedSeptemberÂ 30, Â Â Nine Months EndedSeptemberÂ 30, Â Â Â Â 2023 Â Â 2022 Â Â 2023 Â Â 2022 Â REVENUE Â Â Â Â Â Oil and gas sales Â Â $ â€"â€, Â Â $ â€"â€, Â Â $ â€"â€, Â Â $ â€"â€, Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Total revenues Â Â Â â€"â€, Â Â Â â€"â€, Â Â Â â€"â€, Â Â Â â€"â€, Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â OPERATING EXPENSES Â Â Â Â Â Operations and maintenance expenses Â Â Â 14,258 Â Â Â 19,363 Â Â Â 43,167 Â Â Â 45,888 Â Depletion, depreciation, amortization, and accretion Â Â Â 5,254 Â Â Â 5,135 Â Â Â 15,764 Â Â Â 15,371 Â Impairment of oil and gas properties Â Â Â â€"â€, Â Â Â 1,404,307 Â Â Â â€"â€, Â Â Â 1,404,307 Â General and administrative expenses Â Â Â 3,022 Â Â Â 3,975 Â Â Â 9,107 Â Â Â 9,394 Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Total operating expenses Â Â Â 22,534 Â Â Â 1,432,780 Â Â Â 68,038 Â Â Â 1,474,960 Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â LOSS FROM OPERATIONS Â Â Â (22,534)Â Â Â (1,432,780)Â Â Â (68,038)Â Â Â (1,474,960)Â OTHER EXPENSE Â Â Â Â Â Other income (expense) Â Â Â (535)Â Â Â 814 Â Â Â (533)Â Â Â 635 Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â NET LOSS Â Â $ (23,069)Â Â $ (1,431,966)Â Â $ (68,571)Â Â $ (1,474,325)Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â The accompanying notes are an integral part of these condensed combined financial statements. Â F-58 Table of Contents SANTA YNEZ UNIT (SYU) Condensed Combined Statements of Changes in Parent Net Investment (unaudited) Â (dollars in thousands) Â Â Â Â Balance at DecemberÂ 31, 2022 Â Â $ 362,596 Â Contributions from parent Â Â Â 54,617 Â Net loss Â Â Â (68,571)Â Â Â Â Â Â Balance at SeptemberÂ 30, 2023 Â Â $ 348,642 Â Â Â Â Â Â Balance at DecemberÂ 31, 2021 Â Â $ 1,780,878 Â Contributions from parent Â Â Â 60,870 Â Net loss Â Â Â (1,474,325)Â Â Â Â Â Â Balance at SeptemberÂ 30, 2022 Â Â $ 367,423 Â Â Â Â Â Â The accompanying notes are an integral part of these condensed combined financial statements. Â F-59 Table of Contents SANTA YNEZ UNIT (SYU) Condensed Combined Statements of Cash Flows (unaudited) Â Â Â Â Nine Months EndedSeptemberÂ 30, Â Â Â Â 2023 Â Â 2022 Â Â Â Â (dollars in thousands) Â Cash flows from operating activities Â Â Â Net loss Â Â $ (68,571)Â Â $ (1,474,325)Â Adjustments to reconcile net loss to net cash used in operating activities: Â Â Â Depletion, depreciation, amortization, and accretion Â Â Â 15,764 Â Â Â 15,371 Â Impairment of oil and gas properties Â Â Â â€"â€, Â Â Â 1,404,307 Â Changes in operating assets and liabilities: Â Â Â Due to/from related party, net Â Â Â 162 Â Â Â 2,056 Â Materials, supplies, and other assets Â Â Â 752 Â Â Â (1,679)Â Accounts payable and accrued liabilities Â Â Â (2,724)Â Â Â (6,600

)Â Â Â Â Â Â Â Â Â Â Â Â Net cash used in operating activities Â Â Â (54,617)Â Â Â (60,870)Â Cash flows from financing activities: Â Â Â Capital contribution from parent Â Â Â 54,617 Â Â Â 60,870 Â Â Â Â Â Â Â Â Â Â Â Net cash provided by financing activities Â Â Â 54,617 Â Â Â 60,870 Â Net increase (decrease) in cash and cash equivalents Â Â Â â€”â€, Â Â Â â€”â€, Â Cash and cash equivalents at beginning of period Â Â Â â€”â€, Â Â Â â€”â€, Â Â Â Â Â Â Â Â Â Â Cash and cash equivalents at end of period Â Â $ â€”â€, Â Â $ â€”â€, Â Â Â Â Â Â Â Â Â Â The accompanying notes are an integral part of these condensed combined financial statements. Â F-60 Table of Contents SANTA YNEZ UNIT (SYU) NOTES TO THE CONDENSED COMBINED FINANCIAL STATEMENTS NOTE 1. ORGANIZATION On NovemberÂ 1, 2022 Exxon Mobil Corporation (â€œEMâ€ or â€œSellerâ€), a New Jersey Corporation, entered into a purchase and sale agreement with Sable Offshore Corp. (â€œSableâ€), a Texas limited liability company, to sell all of its interests in certain oil and gas properties located offshore in the Santa Ynez Unit and the Las Flores Canyon processing facilities (â€œLas Flores Canyon Facilitiesâ€) located in the state of California for consideration consisting of a Seller financed note payable of approximately $606.3Â million and cash of $18.8Â million before purchase price adjustments, collectively â€œSYUâ€. These financial statements do not include the effects of the agreement and the agreement is subject to customary closing conditions. EM completed its initial discovery of certain oil and gas properties that comprise SYU in 1968. EM engineered three separate platforms to develop three fields. The Hondo platform was placed in service in 1981 and Harmony platform in 1994, both serving the Hondo Field. The Heritage platform was later built in 1994 to support the Pescado and Secate Fields. The offshore assets are located in water depths of 900-1,200 feet and the Seller working interest is 100% with net revenue interest of 83.6%. The onshore Las Flores Canyon Facilities are comprised of a gas plant, an oil and water treatment plant, and a COGEN power plant that provides electricity to the onshore facilities. SYU has been shut in since 2015 due to a pipeline incident but has been maintained by EM in an operation-ready state. The accompanying carve-out condensed combined financial statements reflect the assets, liabilities, revenues, expenses, and cash flows of SYU as of and for the nine months ended SeptemberÂ 30, 2023 and 2022. SYU has not previously been separately accounted for as a stand-alone legal entity. The accounts are presented on a combined basis because SYU is under common control of EM. NOTE 2. BASIS OF PRESENTATION The accompanying carve-out condensed combined financial statements have been prepared on the accrual basis of accounting whereby revenues are recognized when earned, and expenses are recognized when incurred. These condensed combined financial statements as of SeptemberÂ 30, 2023 and for the three and nine months ended SeptemberÂ 30, 2023 and 2022 are unaudited. In the opinion of management, such financial statements include the adjustments and accruals, all of which are of a normal recurring nature, which are necessary for a fair presentation of the results for the interim periods. These interim results are not necessarily indicative of results for a full year. Certain information and footnote disclosures normally included in the financial statements prepared in accordance with generally accepted accounting principles in the United States (â€œU.S. GAAPâ€) have been condensed or omitted pursuant to the rules and regulations of the Securities and Exchange Commission (â€œSECâ€). These condensed combined financial statements should be read in connection with the combined financial statements and notes thereto for the years endedÂ December 31, 2022 and 2021. The accompanying carve-out condensed combined financial statements also include a portion of indirect costs for general and administrative expenses. In addition to the allocation of indirect costs, the carve-out condensed combined financial statements reflect certain agreements executed by EM for the benefit of SYU. The allocations methodologies for significant allocated items include: Â Â â€¢ Â General and administrative expenses that were not specifically identifiable to SYU were allocated to SYU for the period from JanuaryÂ 1, 2021 to SeptemberÂ 30, 2023. To calculate a reasonable allocation, aggregated historical benchmarking data from comparable companies with similar operated upstream assets was used to identify general and administrative expenses as a proportion of operating expenses. The total amounts allocated to SYU for the nine months ended SeptemberÂ 30, 2023 and 2022, which are recorded in general and administrative expenses, are approximately $9.1Â million and $9.4Â million, Â F-61 Table of Contents Â respectively. The total amounts allocated to SYU for the three months ended SeptemberÂ 30, 2023 and 2022 are approximately $3.0Â million and $4.0Â million, respectively. Â Â â€¢ Â Long-term debt was not allocated to SYU as it is a legal obligation of EM, which is not directly impacted by the sale of SYU to Sable. Â Â â€¢ Â Income taxes were not allocated to SYU as the Seller does not file a consolidated tax return and SYU is not a taxable legal entity. Â Â â€¢ Â Direct costs attributable to SYU were included at the historical amounts for each reported period. Management believes the allocation methodologies used are reasonable and result in an allocation of the Sellerâ€™s indirect costs of operating SYU as a stand-alone entity. These carve-out financial statements may not be indicative of the future performance of SYU and do not necessarily reflect what the results of operations, financial position and cash flows would have been had SYU been operated as an independent company during the periods presented. NOTE 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES Use of Estimates The preparation of the carve-out condensed combined financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities; disclosure of contingent assets and liabilities; and the reported amounts of revenues and expenses. Significant assumptions are required in estimating the quantities and values of proved oil, gas and NGL reserves used in calculating depletion and assessing impairment of oil and gas properties. Other significant estimates made by management include, among others, allocation assumptions and the carrying amount of asset retirement obligations, which are based on the timing and cost of future abandonments. While management believes these estimates are reasonable, changes in facts and assumptions or the discovery of new information may result in revised estimates. Actual results could differ from these estimates, and it is at least reasonably possible these estimates could be revised in the near term, and these revisions could be material. Related Parties Transactions between related parties are considered to be related party transactions even though they may not be given accounting recognition. FASB ASC Topic 850, Related Party Disclosures (â€œASC Topic 850â€), requires transactions with related parties that would make a difference in decision making to be disclosed so that users of the carve-out condensed combined financial statements can evaluate their significance. During the period from January 1, 2021 to SeptemberÂ 30, 2023, there were no related party transactions, except for the management and administrative services. Due to/from related party, net.Â SYU receives management and administrative services from EM, a portion of which is attributable to SYU. Additionally, cash that is received on behalf of SYU by EM creates a receivable for SYU, while expenditures made by EM on behalf of SYU creates a payable for SYU. The net receivable or payable from all cash activity attributable to SYU is reflected as Due to/from related party, net on the accompanying condensedÂ combined balance sheet. Property, Plant and Equipment Cost Basis.Â Oil and gas producing activities of SYU are accounted for under the successful efforts method of accounting. Under this method, costs are accumulated on a field-by-field basis. Costs incurred to purchase, lease, or otherwise acquire a property (whether unproved or proved) are capitalized when incurred. Exploratory well costs are carried as an asset when the well has found a sufficient quantity of reserves to justify its completion as a Â F-62 Table of Contents producing well and where sufficient progress assessing the reserves and the economic and operating viability of the project is being made. Exploratory well costs not meeting these criteria are charged to expense. Other exploratory expenditures, including geophysical costs and annual lease rentals, are expensed as incurred. Development costs, including costs of productive wells and development dry holes, are capitalized. Other Property and Equipment.Â Other property and equipment primarily consist of onshore midstream facilities and is depreciated over the life of the asset. Due to the nature of the other property and equipment, it is presented with oil and gas properties in the condensed combined financial statements. Depreciation, Depletion and Amortization.Â Depreciation, depletion and amortization are primarily determined under either the unit-of-production method or the straight-line method, which is based on estimated asset service life taking obsolescence into consideration. Acquisition costs of proved properties are amortized using a unit-of-production method, computed on the basis of total proved oil and natural gas reserve volumes. Capitalized exploratory drilling and development costs associated with productive depletable extractive properties are amortized using the unit-of-production rates based on the amount of proved developed reserves of oil and gas that are estimated to be recoverable from existing facilities using current operating methods. Under the unit-of-production method, oil and natural gas volumes are considered produced once they have been measured through meters at custody transfer or sales transaction points at the outlet valve on the lease or field storage tank. Investments in midstream equipment are generally depreciated on a straight-line basis over aÂ 39-yearÂ life. Maintenance and repairs, including planned major maintenance, are expensed as incurred. Major renewals and improvements are capitalized, and the assets replaced are retired. SYU has been shut in since 2015 due to a pipeline incident but has been maintained by the Seller to preserve it in an operation-ready state and thus no depletion has been recorded for the presented periods. Depreciation expense for oil and gas producing property and related equipment was $0.9Â million and $0.6Â million for the nine months ended SeptemberÂ 30, 2023 and 2022, respectively. Depreciation expense for oil and gas producing property and related equipment was $0.3Â million for the three months ended SeptemberÂ 30, 2023 and 2022, respectively. SYU had net capitalized costs related to proved properties and related equipment of approximately $689.3Â million and $690.2Â million as of SeptemberÂ 30, 2023 and DecemberÂ 31, 2022, respectively. Impairment Assessment.Â The SYU assets are tested for recoverability on an ongoing basis whenever events or changes in circumstances indicate that the carrying amounts may not be recoverable. Among the events or changes in circumstances which could indicate that the carrying value of an asset or asset group may not be recoverable are the following: Â Â â€¢ Â a significant decrease in the market price of a long-lived asset; Â Â â€¢ Â a significant adverse change in the extent or manner in which an asset is being used or in its physical condition including a significant decrease in current and projected reserve volumes; Â Â â€¢ Â a significant adverse change in legal factors or in the business climate that could affect the value, including an adverse action or assessment by a regulator; Â Â â€¢ Â an accumulation of project costs significantly in excess of the amount originally expected; and Â Â â€¢ Â a current-period operating loss combined with a history and forecast of operating or cash flow losses. The SYU assets undergo a process to monitor for indicators of potential impairment throughout the year. This process is aligned with the requirements of ASC 360 and ASC 932. Asset valuation analysis, profitability reviews and other periodic control processes assist in assessing whether events or changes in circumstances indicate the carrying amounts of any of the assets may not be recoverable. Â F-63 Table of ContentsBecause the lifespans of the SYU assets are measured in decades, the future cash flows of these assets are predominantly based on long-term oil and natural gas commodity prices, industry margins, and development and production costs. Significant reductions in managementâ€™s view of oil or natural gas commodity prices or margin ranges, especially the longer-term prices and margins, and changes in the development plans, including decisions to defer, reduce, or eliminate planned capital spending, can be an indicator of potential impairment. Other events or changes in circumstances, can be indicators of potential impairment as well. In general, temporarily low prices or margins are not viewed as an indication of impairment. Management believes that prices over the long term must be sufficient to generate investments in energy supply to meet global demand. Although prices will occasionally drop significantly, industry prices over the long term will continue to be driven by market supply and demand fundamentals. On the supply side, industry production from mature fields is declining. This is being offset by investments to generate production from new discoveries, field developments and technology, and efficiency advancements. The investment activities and production policies of the Organization of the Petroleum Exporting Countries (â€œOPECâ€) also have an impact on world oil supplies. The demand side is largely a function of general economic activities, alternative energy sources and levels of prosperity. During the lifespan of its major assets, management expects that oil and gas prices, and industry margins will experience significant volatility, and consequently these assets will experience periods of higher earnings and periods of lower earnings, or even losses. In assessing whether events or changes in circumstances indicate the carrying value of an asset may not be recoverable, management considers recent periods of operating losses in the context of its longer-term view of prices and margins. Cash Flow Assessment. If events or changes in circumstances indicate that the carrying value of an asset may not be recoverable, management estimates the future undiscounted cash flows of the affected properties to judge the recoverability of carrying amounts. In performing this assessment, assets are grouped at the lowest level for which there are identifiable cash flows that are largely independent of the cash flows of other groups of assets. Cash flows used in recoverability assessments are based on assumptions which are developed by management and are consistent with the criteria management uses to evaluate investment opportunities. These evaluations make use of assumptions of future capital allocations, crude oil and natural gas commodity prices including price differentials, refining and chemical margins, volumes, and development and operating costs. Volumes are based on projected field and facility production profiles, throughput, or sales. Managementâ€™s estimate of upstream production volumes used for projected cash flows makes use of proved reserve quantities and may include risk-adjusted unproved reserve quantities. Fair value of Impaired Assets.Â An asset group is impaired if its estimated undiscounted cash flows are less than the asset groupâ€™s carrying value. Impairments are measured by the amount by which the carrying value exceeds fair value. The assessment of fair value is based upon the views of a likely market participant. The principal parameters used to establish fair value include estimates of acreage values and flowing production metrics from comparable market transactions, market-based estimates of historical cash flow multiples, and discounted cash flows. Inputs and assumptions used in discounted cash flow models include estimates of future production volumes, throughput and product sales volumes, commodity prices which are consistent with the average of third-party industry experts and government agencies, refining and chemical margins, drilling and development costs, operating costs and discount rates which are reflective of the characteristics of the asset group. Impairments incurred are LevelÂ 3 fair value measurements. As discussed in Note 1 above, on NovemberÂ 1, 2022, EM entered into a purchase and sale agreement with Sable to sell SYU for consideration consisting of a Seller financed note payable of approximately $606.3Â million and cash of $18.8Â million before purchase price adjustments. Accordingly, during the three and nine months ended SeptemberÂ 30, 2022 the SYU assets were written down to their then estimated fair value resulting in an impairment of approximately $1.4Â billion. No impairment was recognized during the nine months ended SeptemberÂ 30, 2023. Â F-64 Table of Contents Materials and supplies Materials and supplies are valued at the lower of cost or net realizable value. Accounts Payable and Accrued Liabilities Accounts payable and accrued liabilities include obligations incurred in the ordinary operation of the business for services performed and products received, including capital expenditures that are capitalized as oil and gas properties or other property and equipment. Accounts payable and accrued liabilities consisted of the following as of SeptemberÂ 30, 2023 and DecemberÂ 31, 2022 (dollars in thousands). Â Â Â Â SeptemberÂ 30,2023 Â Â Â DecemberÂ 31,2022 Â Accounts payable Â Â $ 3,443 Â Â Â $ 3,470 Â Operations and maintenance Â Â Â 2,752 Â Â Â Â 4,993 Â Â Â Â Â Â Â Â Â Â Â Total accounts payable and accrued liabilities Â Â $ 6,195 Â Â Â $ 8,463 Â Â Â Â Â Â Â Â Â Â Asset Retirement Obligations (â€œAROâ€) SYU incurs retirement obligations for certain assets. The fair values of these obligations are recorded as liabilities on a discounted basis, which is typically at the time the assets are installed. In the estimation of fair value, management uses assumptions and judgments regarding such factors as the existence of a legal obligation for an asset retirement obligation, technical assessments of the assets, estimated amounts and timing of settlements, discount rates, and inflation rates. Asset retirement obligations incurred in the current period are LevelÂ 3 fair value measurements. The costs associated with these liabilities are capitalized as part of the related assets and depreciated as the reserves are produced. Over time, the liabilities are accreted for the change in their present value. The following table shows the changes in the carrying value of AROs for the respective periods ended (dollars in thousands): Â Â Â Â SeptemberÂ 30,2023 Â Â Â DecemberÂ 31,2022 Â Beginning balance Â Â $ 329,375 Â Â Â $ 320,324 Â Revision Â Â Â â€”â€, Â Â Â Â (10,569)Â Accretion Â Â Â 14,822 Â Â Â Â 19,620 Â Â Â Â Â Â Â Â Â Â Ending balance Â Â $ 344,197 Â Â Â $ 329,375 Â Â Â Â Â Â Â Â Â Â Â Parent Net Investment Parent net investment reflects the financial reporting bases of SYUâ€™s assets and liabilities and changes due to capital contributions and losses. All cash activity of the Seller for the periods presented were concentrated in accounts retained by Seller. Accordingly, net cash activity attributable to SYU is reflected in contributions from parent in the accompanying carve-out condensed combined financial statements. The Seller has supported the SYU assets for the periods presented and has sufficient cash on hand and working capital to continue to maintain the SYU assets in the operation-ready state until such time that the SYU assets resume production. Recent Accounting Pronouncements Management does not believe that any recently issued, but not yet effective, accounting standards, if currently adopted, would have a material effect on our condensed combined financial statements. Â F-65 Table of ContentsNOTE 4. FAIR VALUE MEASUREMENT Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. Hierarchy levels 1, 2 and 3 are terms for the priority of inputs to valuation techniques used to measure fair value. Hierarchy level 1 inputs are quoted prices in active markets for identical assets or liabilities. Hierarchy level 2 inputs are inputs other than quoted prices included within level 1 that are directly or indirectly observable for the asset or liability. Hierarchy level 3 inputs are inputs that are not observable in the market. Financial and non-financial assets and liabilities are to be classified based on the lowest level of input that is significant to the fair value measurement. Managementâ€™s assessment of the significance of a particular input to the fair value measurements requires judgment and may affect the valuation of the fair value of assets and liabilities and their placement within the fair value hierarchy levels. Financial instruments consist of accounts receivable and accounts payable. The carrying amounts of SYUâ€™s financial instruments approximate fair value because of the short-term nature of the items. There were no financial assets or liabilities accounted for at fair value on a recurring basis as of SeptemberÂ 30, 2023 or DecemberÂ 31, 2022, respectively. Nonfinancial assets and liabilities measured at fair value on a non-recurring basis include the initial values of SYUâ€™s asset retirement obligations upon initial recognition and measurements of oil and gas property impairments. The inputs used to determine such fair values, including estimated future cash inflows and outflows are described in Note 3 (Asset Retirement Obligations). NOTE 5. COMMITMENTSÂ &

CONTINGENCIES Government and Environmental Regulation There have been no fines or citations for any violations of governmental or environmental regulations that would have a material adverse effect upon the financial condition, capital expenditures, earnings, or competitive position of SYU as of SeptemberÂ 30, 2023. Legal Proceedings At times, SYU is involved in disputes or legal actions arising in the normal course of business. The outcome of such disputes or legal actions are not expected to have a material effect on the condensed combined financial statements, and no amounts have been accrued as of SeptemberÂ 30, 2023. NOTE 6. LEASES EM and its consolidated affiliates generally purchase the property, plant and equipment used in operations, but there are situations where assets are leased, primarily for warehouse storage and other operations related assets. Right of use assets and lease liabilities are established on the balance sheet for leases with an expected term greater than one year by discounting the amounts fixed in the lease agreement for the duration of the lease, which is reasonably certain, considering the probability of exercising any early termination and extension options. Generally, assets are leased only for a portion of their useful lives and are accounted for as operating leases. Variable payments under these lease agreements are not significant. Residual value guarantees, restrictions, or covenants related to leases, and transactions with related parties are also not significant. In general, leases are capitalized using the incremental borrowing rate of the leasing affiliate. Â F-66 Table of Contents Â Â Â Â Â Â Â Â Â Â ÂÂ Operating Leases Â Â ÂÂ ForÂ theÂ NineÂ MonthsÂ EndedÂ SeptemberÂ 30, Â Lease Cost ÂÂ 2023 Â Â 2022 Â Â ÂÂ (dollarsÂ inÂ thousands) Â Operating lease cost ÂÂ $ 891 Â Â $ 625 Â Other (net of sublease rental income) ÂÂ Â (433)Â Â Â (281)Â Â ÂÂ Â Â Â Â Â Â Â Total ÂÂ $ 458 Â Â $ 344 Â Â ÂÂ Â Â Â Â Â Â Â Â Â ÂÂ Operating Leases Â Â ÂÂ As of Â Balance Sheet ÂÂ SeptemberÂ 30,Â 2023 Â Â DecemberÂ 31,Â 2022 Â Â ÂÂ (dollars in thousands) Â Right of use assets â€“ included in Other assets ÂÂ $ 6,689 Â Â $ 7,604 Â Â ÂÂ Â Â Â Â Â Â Â Total right of use assets ÂÂ $ 6,689 Â Â $ 7,604 Â Â ÂÂ Â Â Â Â Â Â Lease liabilities due within one year â€“ included in Other liabilities ÂÂ $ 1,146 Â Â $ 1,140 Â Long term lease liabilities â€“ included in Long Term Other liabilities ÂÂ Â 5,847 Â Â Â 6,464 Â Â ÂÂ Â Â Â Â Â Â Â Total lease liabilities ÂÂ $ 6,993 Â Â $ 7,604 Â Â ÂÂ Â Â Â Â Â Â Weighted average remaining lease term (years) ÂÂ Â 7 Â Â Â 8 Â Weighted average discount rate (percent) ÂÂ Â 0.7 %Â Â Â 0.7 %Â Â Â Â ÂÂ Operating Leases Â Â ÂÂ ForÂ theÂ NineÂ MonthsÂ EndedÂ SeptemberÂ 30, Â Other Information ÂÂ 2023 Â Â 2022 Â Â ÂÂ (dollars in thousands) Â Cash paid for amounts included in the measurement of lease liabilities Cash flow from operating activities ÂÂ $ (638)Â Â $ (456)Â Non-cash right of use assets recorded for lease liabilities in exchange for lease liabilities during the period ÂÂ $ â€”â€, Â Â $ 691 Â NOTE 7. SUBSEQUENT EVENTS Management has evaluated events and transactions associated with SYU after the SeptemberÂ 30, 2023 condensed combined balance sheet date through January 16, 2024. Based upon this review, Management, other than as previously described herein or listed below, did not identify any subsequent events that would have required adjustment or disclosure in the financial statements. On December 5, 2023, the California State Lands Commission voted unanimously to approve amendments to right-of-way leases held directly or indirectly by EM, for existing infrastructure serving offshore platforms Hondo, Harmony and Heritage in SYU. The amendments, among other things, extend the holdover periods for each of the leases by five years to December 31, 2028 and January 31, 2029, increase the bonding requirements from $1,000,000 to $15,000,000 and from $1,000,000 to $5,000,000, and provide for increased inspection and monitoring requirements. On DecemberÂ 15, 2023, EM, MPPC and Sable entered into a Second Amendment (the â€œSecond Amendmentâ€) to the Sable-EM Purchase Agreement. Pursuant to the Second Amendment, Sable and EM agreed to amend the Sable-EM Purchase Agreement to, among other things, provide that the Scheduled Closing Date is FebruaryÂ 1, 2024 (the Scheduled Closing Date was previously amended from JuneÂ 30, 2022 to DecemberÂ 31, 2022), unless Â F-67 Table of Contentsone or more of the conditions to closing described in the Sable-EM Purchase Agreement have not been satisfied as of the Scheduled Closing Date, in which case the closing will be held three business days after all such conditions have been satisfied or waived, or such other date as the parties may mutually agree in writing, but in no event later than FebruaryÂ 29, 2024. SYU management anticipates incurring litigation defense costs and/or settlement expenses estimated to be approximately $70,000,000. These costs are expected to be incurred and paid after the consummation of the Business Combination. SYU has not accrued any amount related to the potential outcome of this matter as of September 30, 2023. Â F-68 Table of ContentsREPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM To the Owner SYU Assets Houston, Texas Opinion on the Financial Statements We have audited the accompanying carve out combined balance sheets of the assets and liabilities of the business to be purchased by Sable Offshore Corp. (the â€œSYU Assetsâ€) as of DecemberÂ 31, 2022 and 2021, the related carve out combined statements of operations, changes in parent net investment, and cash flows, for each of the two years in the period ended DecemberÂ 31, 2022, and the related notes (collectively referred to as the â€œcarve out combined financial statementsâ€). In our opinion, the carve out combined financial statements present fairly, in all material respects, the financial position of the SYU Assets as of DecemberÂ 31, 2022 and 2021, and the results of its operations and its cash flows for each of the two years in the period ended DecemberÂ 31, 2022, in conformity with accounting principles generally accepted in the United States of America. Carve Out Financial Statements As discussed in Notes 1 and 2, the SYU Assets are a group of related assets and liabilities owned by Exxon Mobil Corporation, including oil and natural gas properties in the Pacific Outer Continental Shelf region and certain related assets and liabilities. The carve out combined financial statements reflect the assets, liabilities and expenses directly attributable to the SYU Assets, as well as allocations deemed reasonable by management, to present the financial position, results of operations, changes in parent net investment, and cash flows of the SYU Assets on a stand-alone basis and do not necessarily reflect the financial position, results of operations, changes in parent net investment, and cash flows of the SYU Assets in the future or what they would have been had the SYU Assets been a separate, stand-alone entity during the years presented. Basis for Opinion These financial statements are the responsibility of the management of the SYU Assets. Our responsibility is to express an opinion on the carve out combined financial statements of the SYU Assets based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (â€œPCAOBâ€) and are required to be independent with respect to the SYU Assets in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB. We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the carve out combined financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the carve out combined financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the carve out combined financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the carve out combined financial statements. We believe that our audits provide a reasonable basis for our opinion. /s/ Ham, Langston & Brezina, LLP We have served as the auditor of the SYU Assets since 2022. Houston, TX SeptemberÂ 14, 2023 Â F-69 Table of Contents SANTA YNEZ UNIT (SYU) Combined Balance Sheets (dollars in thousands) Â Â ÂÂ DecemberÂ 31,2022 Â Â DecemberÂ 31,2021 Â ASSETS ÂÂ Â Current Assets ÂÂ Â Materials and supplies ÂÂ $ 17,211 Â Â $ 15,043 Â ÂÂ Â Â Â Â Â Â Â Total Current Assets ÂÂ Â 17,211 Â Â Â 15,043 Â Oil and Gas Properties (Successful Efforts Method) ÂÂ Â Oil and gas properties ÂÂ Â 4,382,289 Â Â Â 4,392,859 Â Less: Accumulated depreciation, depletion, impairment, and amortization ÂÂ Â (3,692,072)Â Â Â (2,286,840)Â ÂÂ Â Â Â Â Â Â Â Total Oil and Gas Properties, net ÂÂ Â 690,217 Â Â Â 2,106,019 Â Other, net ÂÂ Â 7,604 Â Â Â 7,982 Â ÂÂ Â Â Â Â Â Â Â Total Assets ÂÂ $ 715,032 Â Â $ 2,129,044 Â ÂÂ Â Â Â Â Â Â Â LIABILITIES AND PARENT NET INVESTMENT ÂÂ Â Current Liabilities ÂÂ Â Accounts payable and accrued liabilities ÂÂ $ 8,463 Â Â $ 17,122 Â Due to related party, net ÂÂ Â 6,581 Â Â Â 1,041 Â Other ÂÂ Â 1,140 Â Â Â 1,127 Â ÂÂ Â Â Â Â Â Â Â Total Current Liabilities ÂÂ Â 16,184 Â Â Â 19,290 Â Long Term Liabilities ÂÂ Â Asset retirement obligations ÂÂ Â 329,375 Â Â Â 320,324 Â Other ÂÂ Â 6,877 Â Â Â 8,552 Â ÂÂ Â Â Â Â Â Â Â Total Liabilities ÂÂ Â 352,436 Â Â Â 348,166 Â ÂÂ Â Â Â Â Â Â Â Commitments and Contingencies (Note 5) ÂÂ Â Parent Net Investment ÂÂ Â 362,596 Â Â Â 1,780,878 Â ÂÂ Â Â Â Â Â Â Â Total Liabilities and Parent Net Investment ÂÂ $ 715,032 Â Â $ 2,129,044 Â ÂÂ Â Â Â Â Â Â Â The accompanying notes are an integral part of these combined financial statements. Â F-70 Table of Contents SANTA YNEZ UNIT (SYU) Combined Statements of Operations (dollars in thousands) Â Â ÂÂ Year Ended DecemberÂ 31, Â Â ÂÂ 2022 Â Â 2021 Â REVENUE ÂÂ Â Oil and gas sales ÂÂ $ â€”â€, Â Â $ â€”â€, Â ÂÂ Â Â Â Â Â Â Â Total revenues ÂÂ Â â€”â€, Â Â Â â€”â€, Â OPERATING EXPENSES ÂÂ Â Operations and maintenance expenses ÂÂ Â 62,585 Â Â Â 72,827 Â Depletion, depreciation, amortization, and accretion ÂÂ Â 20,852 Â Â Â 19,384 Â Impairment of oil and gas properties ÂÂ Â 1,404,307 Â Â Â â€”â€, Â General and administrative expenses ÂÂ Â 12,807 Â Â Â 17,777 Â ÂÂ Â Â Â Â Â Â Â Total operating expenses ÂÂ Â 1,500,551 Â Â Â 109,988 Â ÂÂ Â Â Â Â Â Â Â LOSS FROM OPERATIONS ÂÂ Â (1,500,551)Â Â Â (109,988)Â OTHER INCOME ÂÂ Â Other income ÂÂ Â 1,855 Â Â Â 278 Â ÂÂ Â Â Â Â Â Â Â NET LOSS ÂÂ $ (1,498,696)Â Â $ (109,710)Â ÂÂ Â Â Â Â Â Â Â The accompanying notes are an integral part of these combined financial statements. Â F-71 Table of ContentsSANTA YNEZ UNIT (SYU) Combined Statements of Changes in Parent Net Investment (dollars in thousands) Â Balance at JanuaryÂ 1, 2021 ÂÂ $ 1,812,376 Â ÂÂ Â Â Â Contributions from parent ÂÂ Â 78,212 Â Net loss ÂÂ Â (109,710)Â ÂÂ Â Â Â Balance at DecemberÂ 31, 2021 ÂÂ Â 1,780,878 Â ÂÂ Â Â Â Contributions from parent ÂÂ Â 80,414 Â Net loss ÂÂ Â (1,498,696)Â ÂÂ Â Â Â Balance at DecemberÂ 31, 2022 ÂÂ $ 362,596 Â ÂÂ Â Â Â The accompanying notes are an integral part of these combined financial statements. Â F-72 Table of Contents SANTA YNEZ UNIT (SYU) Combined Statements of Cash Flows (dollars in thousands) Â Â ÂÂ Year Ended DecemberÂ 31, Â Â ÂÂ 2022 Â Â 2021 Â Cash flows from operating activities ÂÂ Â Net loss ÂÂ $ (1,498,696)Â Â $ (109,710)Â Adjustments to reconcile net loss to net cash used in operating activities: ÂÂ Â Depletion, depreciation, amortization, and accretion ÂÂ Â 20,852 Â Â Â 19,384 Â Impairment of oil and gas properties ÂÂ Â 1,404,307 Â Â Â â€”â€, Â Changes in operating assets and liabilities: ÂÂ Â Materials, supplies, and other assets ÂÂ Â (1,406)Â Â Â 5,653 Â Accounts payable and accrued liabilities ÂÂ Â (11,011)Â Â Â 5,113 Â Due to/from related party, net ÂÂ Â 5,540 Â Â Â 1,348 Â ÂÂ Â Â Â Â Â Â Â Net cash used in operating activities ÂÂ Â (80,414)Â Â Â (78,212)Â ÂÂ Â Â Â Â Â Â Â Cash flows from financing activities: ÂÂ Â Capital contribution from parent ÂÂ Â 80,414 Â Â Â 78,212 Â ÂÂ Â Â Â Â Â Â Â Net cash provided by financing activities ÂÂ Â 80,414 Â Â Â 78,212 Â ÂÂ Â Â Â Â Â Â Â Net increase (decrease) in cash and cash equivalents ÂÂ Â â€”â€, Â Â Â â€”â€, Â Cash and cash equivalents at beginning of period ÂÂ Â â€”â€, Â Â Â â€”â€, Â ÂÂ Â Â Â Â Â Â Â Cash and cash equivalents at end of period ÂÂ $ â€”â€, Â Â $ â€”â€, Â ÂÂ Â Â Â Â Â Â Â Supplemental cash flow information: ÂÂ Â Non-cash right of use assets recorded for lease liabilities ÂÂ $ 691 Â Â $ 6,969 Â Non-cash revisions to asset retirement obligations ÂÂ $ (10,569)Â Â $ â€”â€, ÂÂ The accompanying notes are an integral part of these combined financial statements. Â F-73 Table of ContentsSANTA YNEZ UNIT (SYU) NOTES TO THE COMBINED FINANCIAL STATEMENTS NOTE 1. ORGANIZATION On NovemberÂ 1, 2022 Exxon Mobil Corporation (â€œEMâ€ or â€œSellerâ€), a New Jersey Corporation, entered into a purchase and sale agreement with Sable Offshore Corp. (â€œSableâ€), a Texas limited liability company, to sell all of its interests in certain oil and gas properties located offshore in the Santa Ynez Unit and the Las Flores Canyon processing facilities (â€œLas Flores Canyon Facilitiesâ€) located in the state of California for consideration consisting of a Seller financed note payable of approximately $606.3Â million and cash of $18.8Â million before purchase price adjustments, collectively â€œSYUâ€. These financial statements do not include the effects of the agreement and the agreement is subject to customary closing conditions. EM completed its initial discovery of certain oil and gas properties that comprise SYU in 1968. EM engineered three separate platforms to develop three fields. The Hondo platform was placed in service in 1981 and Harmony platform in 1994, both serving the Hondo Field. The Heritage platform was later built in 1994 to support the Pescado and Secate Fields. The offshore assets are located in water depths of 900-1,200 feet and the Seller working interest is 100% with net revenue interest of 83.6%. The onshore Las Flores Canyon Facilities are comprised of a gas plant, an oil and water treatment plant, and a COGEN power plant that provides electricity to the onshore facilities. SYU has been shut in since 2015 due to a pipeline incident but has been maintained by EM in an operation-ready state. The accompanying carve-out combined financial statements reflect the assets, liabilities, revenues, expenses, and cash flows of SYU as of and for the years ended DecemberÂ 31, 2022 and 2021. SYU has not previously been separately accounted for as a stand-alone legal entity. The accounts are presented on a combined basis because SYU is under common control of EM. NOTE 2. BASIS OF PRESENTATION The accompanying carve-out combined financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (â€œU.S. GAAPâ€). The accompanying carve-out combined financial statements also include a portion of indirect costs for general and administrative expenses. In addition to the allocation of indirect costs, the carve-out combined financial statements reflect certain agreements executed by EM for the benefit of SYU. The allocations methodologies for significant allocated items include: Â Â â€¢ Â General and administrative expenses that were not specifically identifiable to SYU were allocated to SYU as a portion of certain other operating costs based on aggregated historical benchmarking data for the period from JanuaryÂ 1, 2021 to DecemberÂ 31, 2022. The total amounts allocated to SYU for the years ended DecemberÂ 31, 2022 and 2021, which are recorded in general and administrative expenses, are $12.8Â million, and $17.8Â million, respectively. Â Â â€¢ Â Long-term debt was not allocated to SYU as it is a legal obligation of EM, which is not directly impacted by the sale of SYU to Sable. Â Â â€¢ Â Income taxes were not allocated to SYU as the Seller does not file a consolidated tax return and SYU is not a taxable legal entity. Direct costs attributable to SYU were included at the historical amounts for each reported period. Management believes the allocation methodologies used are reasonable and result in an allocation of the Sellerâ€™s indirect costs of operating SYU as a stand-alone entity. These carve-out financial statements may not be indicative of the future performance of SYU and do not necessarily reflect what the results of operations, financial position and cash flows would have been had SYU been operated as an independent company during the periods presented. Â F-74 Table of Contents NOTE 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES Use of Estimates The preparation of the carve-out combined financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities; disclosure of contingent assets and liabilities; and the reported amounts of revenues and expenses. Significant assumptions are required in estimating the quantities and values of proved oil, gas and NGL reserves used in calculating depletion and assessing impairment of oil and gas properties. Other significant estimates made by management include, among others, allocation assumptions and the carrying amount of asset retirement obligations, which are based on the timing and cost of future abandonments. While management believes these estimates are reasonable, changes in facts and assumptions or the discovery of new information may result in revised estimates. Actual results could differ from these estimates, and it is at least reasonably possible these estimates could be revised in the near term, and these revisions could be material. Related Parties Transactions between related parties are considered to be related party transactions even though they may not be given accounting recognition. FASB ASC Topic 850, Related Party Disclosures (â€œASC Topic 850â€), requires transactions with related parties that would make a difference in decision making to be disclosed so that users of the carve-out combined financial statements can evaluate their significance. During the period from January 1, 2021 to DecemberÂ 31, 2022, there were no related party transactions, except for the management and administrative services. Due to/from related party, net.Â SYU receives management and administrative services from EM, a portion of which is attributable to SYU. Additionally, cash that is received on behalf of SYU by EM creates a receivable for SYU, while expenditures made by EM on behalf of SYU creates a payable for SYU. The net receivable or payable from all cash activity attributable to SYU is reflected as Due to/from related party, net on the accompanying combined balance sheets. Property, Plant and Equipment Cost Basis.Â Oil and gas producing activities of SYU are accounted for under the successful efforts method of accounting. Under this method, costs are accumulated on a field-by-field basis. Costs incurred to purchase, lease, or otherwise acquire a property (whether unproved or proved) are capitalized when incurred. Exploratory well costs are carried as an asset when the well has found a sufficient quantity of reserves to justify its completion as a producing well and where sufficient progress assessing the reserves and the economic and operating viability of the project is being made. Exploratory well costs not meeting these criteria are charged to expense. Other exploratory expenditures, including geophysical costs and annual lease rentals, are expensed as incurred. Development costs, including costs of productive wells and development dry holes, are capitalized. Other Property and Equipment.Â Other property and equipment primarily consist of onshore midstream facilities and is depreciated over the life of the asset. Due to the nature of the other property and equipment, it is presented with oil and gas properties in the combined financial statements. Depreciation, Depletion and Amortization.Â Depreciation, depletion and amortization are primarily determined under either the unit-of-production method or the straight-line method, which is based on estimated asset service life taking obsolescence into consideration. Acquisition costs of proved properties are amortized using a unit-of-production method, computed on the basis of total proved oil and natural gas reserve volumes. Capitalized exploratory drilling and development costs Â F-75 Table of Contentsassociated with productive depletable extractive properties are amortized using the unit-of-production rates based on the amount of proved developed reserves of oil and gas that are estimated to be recoverable from existing facilities using current operating methods. Under the unit-of-production method, oil and natural gas volumes are considered produced once they have been measured through meters at custody transfer or sales transaction points at the outlet valve on the lease or field storage tank. Investments in midstream equipment are generally depreciated on a straight-line basis over aÂ 39-yearÂ life. Maintenance and repairs, including planned major maintenance, are expensed as incurred. Major renewals and improvements are

capitalized and the assets replaced are retired. SYU has been shut in since 2015 due to a pipeline incident but has been maintained by the Seller to preserve it in an operation-ready state and thus no depletion has been recorded for the years ended DecemberÂ 31, 2022 and 2021. Depreciation expense for oil and gas producing property and related equipment was $1.2Â million for each of the years ended DecemberÂ 31, 2022 and 2021. SYU had net capitalized costs related to proved properties and related equipment of $690.2Â million as of DecemberÂ 31, 2022 and $2.1Â billion as of DecemberÂ 31, 2021, respectively. Impairment Assessment.Â The SYU assets are tested for recoverability on an ongoing basis whenever events or changes in circumstances indicate that the carrying amounts may not be recoverable. Among the events or changes in circumstances which could indicate that the carrying value of an asset or asset group may not be recoverable are the following: Â Â â€¢ Â a significant decrease in the market price of a long-lived asset; Â Â â€¢ Â a significant adverse change in the extent or manner in which an asset is being used or in its physical condition including a significant decrease in current and projected reserve volumes; Â Â â€¢ Â a significant adverse change in legal factors or in the business climate that could affect the value, including an adverse action or assessment by a regulator; Â Â â€¢ Â an accumulation of project costs significantly in excess of the amount originally expected; Â Â â€¢ Â a current-period operating loss combined with a history and forecast of operating or cash flow losses; and The SYU assets undergo a process to monitor for indicators of potential impairment throughout the year. This process is aligned with the requirements of ASC 360 and ASC 932. Asset valuation analysis, profitability reviews and other periodic control processes assist in assessing whether events or changes in circumstances indicate the carrying amounts of any of the assets may not be recoverable. Because the lifespans of the SYU assets are measured in decades, the future cash flows of these assets are predominantly based on long-term oil and natural gas commodity prices, industry margins, and development and production costs. Significant reductions in managementâ€™s view of oil or natural gas commodity prices or margin ranges, especially the longer-term prices and margins, and changes in the development plans, including decisions to defer, reduce, or eliminate planned capital spending, can be an indicator of potential impairment. Other events or changes in circumstances, can be indicators of potential impairment as well. In general, temporarily low prices or margins are not viewed as an indication of impairment. Management believes that prices over the long term must be sufficient to generate investments in energy supply to meet global demand. Although prices will occasionally drop significantly, industry prices over the long term will continue to be driven by market supply and demand fundamentals. On the supply side, industry production from mature fields is declining. This is being offset by investments to generate production from new discoveries, field developments and technology, and efficiency advancements. OPEC investment activities and production policies also have an impact on world oil supplies. The demand side is largely a function of general economic activities, Â F-76 Table of Contents alternative energy sources and levels of prosperity. During the lifespan of its major assets, management expects that oil and gas prices and industry margins will experience significant volatility, and consequently these assets will experience periods of higher earnings and periods of lower earnings, or even losses. In assessing whether events or changes in circumstances indicate the carrying value of an asset may not be recoverable, management considers recent periods of operating losses in the context of its longer-term view of prices and margins. Cash Flow Assessment. If events or changes in circumstances indicate that the carrying value of an asset may not be recoverable, management estimates the future undiscounted cash flows of the affected properties to judge the recoverability of carrying amounts. In performing this assessment, assets are grouped at the lowest level for which there are identifiable cash flows that are largely independent of the cash flows of other groups of assets. Cash flows used in recoverability assessments are based on assumptions which are developed by management and are consistent with the criteria management uses to evaluate investment opportunities. These evaluations make use of assumptions of future capital allocations, crude oil and natural gas commodity prices including price differentials, refining and chemical margins, volumes, and development and operating costs. Volumes are based on projected field and facility production profiles, throughput, or sales. Managementâ€™s estimate of upstream production volumes used for projected cash flows makes use of proved reserve quantities and may include risk-adjusted unproved reserve quantities. Fair value of Impaired Assets.Â An asset group is impaired if its estimated undiscounted cash flows are less than the asset groupâ€™s carrying value. Impairments are measured by the amount by which the carrying value exceeds fair value. The assessment of fair value is based upon the views of a likely market participant. The principal parameters used to establish fair value include estimates of acreage values and flowing production metrics from comparable market transactions, market-based estimates of historical cash flow multiples, and discounted cash flows. Inputs and assumptions used in discounted cash flow models include estimates of future production volumes, throughput and product sales volumes, commodity prices which are consistent with the average of third-party industry experts and government agencies, refining and chemical margins, drilling and development costs, operating costs and discount rates which are reflective of the characteristics of the asset group. Impairments incurred are LevelÂ 3 fair value measurements. As discussed in Note 1 above on NovemberÂ 1, 2022, EM entered into a purchase and sale agreement with Sable to sell SYU for consideration consisting of a Seller financed note payable of approximately $606.3Â million and cash of $18.8Â million before purchase price adjustments. Accordingly, during the year ended DecemberÂ 31, 2022, the SYU assets were written down to their estimated fair value resulting in an impairment of approximately $1.4Â billion. No impairment was recognized during the year ended DecemberÂ 31, 2021. Materials and supplies Materials and supplies are valued at the lower of cost or net realizable value. Accounts Payable and Accrued Liabilities Accounts payable and accrued liabilities include obligations incurred in the ordinary operation of the business for services performed and products received, including capital expenditures that are capitalized as oil and gas properties or other property and equipment. Accounts payable and accrued liabilities consisted of the following as of DecemberÂ 31, 2022 and 2021 (dollars in thousands): Â Â Â Â DecemberÂ 31,2022 Â Â Â DecemberÂ 31,2021 Â Accounts payable Â Â $ 3,470 Â Â Â $ 4,726 Â Operations and maintenance Â Â Â 4,993 Â Â Â Â 11,859 Â Accrued other Â Â Â â€”â€‚Â Â Â Â 537 Â Â Â Â Â Â Â Â Â Â Â Â Â Â Total accounts payable and accrued liabilities Â Â $ 8,463 Â Â Â $ 17,122 Â Â Â Â Â Â Â Â Â Â Â Â Â F-77 Table of ContentsAsset Retirement Obligations (â€œAROâ€) SYU incurs retirement obligations for certain assets. The fair values of these obligations are recorded as liabilities on a discounted basis, which is typically at the time the assets are installed. In the estimation of fair value, management uses assumptions and judgments regarding such factors as the existence of a legal obligation for an asset retirement obligation, technical assessments of the assets, estimated amounts and timing of settlements, discount rates, and inflation rates. Asset retirement obligations incurred in the current period are LevelÂ 3 fair value measurements. The costs associated with these liabilities are capitalized as part of the related assets and depreciated as the reserves are produced. Over time, the liabilities are accreted for the change in their present value. The following table shows the changes in the carrying value of ARO for the respective periods ended (dollars in thousands): Â Â Â Â DecemberÂ 31,2022 Â Â Â DecemberÂ 31,2021 Â Beginning balance Â Â $ 320,324 Â Â Â $ 302,192 Â Revision Â Â Â (10,569)Â Â Â Â â€”â€‚Â Accretion Â Â Â 19,620 Â Â Â Â 18,132 Â Â Â Â Â Â Â Â Â Â Â Â Â Â Ending balance Â Â $ 329,375 Â Â Â $ 320,324 Â Â Â Â Â Â Â Â Â Â Â Â Parent Net Investment Parent net investment reflects the financial reporting basis of SYUâ€™s assets and liabilities and changes due to capital contributions and losses. All cash activity of the Seller for the periods presented were concentrated in accounts retained by Seller. Accordingly, net cash activity attributable to SYU is reflected in contributions from parent in the accompanying combined financial statements. The Seller has supported the SYU assets for the periods presented and has sufficient cash on hand and working capital to continue to maintain the SYU assets in the operation-ready state until such time that the SYU assets resume production. Recent Accounting Pronouncements Management does not believe that any recently issued, but not yet effective, accounting standards, if currently adopted, would have a material effect on our combined financial statements. NOTE 4. FAIR VALUE MEASUREMENT Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. Hierarchy levels 1, 2 and 3 are terms for the priority of inputs to valuation techniques used to measure fair value. Hierarchy level 1 inputs are quoted prices in active markets for identical assets or liabilities. Hierarchy level 2 inputs are inputs other than quoted prices included within level 1 that are directly or indirectly observable for the asset or liability. Hierarchy level 3 inputs are inputs that are not observable in the market. Financial and non-financial assets and liabilities are to be classified based on the lowest level of input that is significant to the fair value measurement. Managementâ€™s assessment of the significance of a particular input to the fair value measurements requires judgment and may affect the valuation of the fair value of assets and liabilities and their placement within the fair value hierarchy levels. Financial instruments consist of accounts receivable and accounts payable. The carrying amounts of SYUâ€™s financial instruments approximate fair value because of the short-term nature of the items. There were no financial assets or liabilities accounted for at fair value on a recurring basis as of DecemberÂ 31, 2022 and 2021. Â F-78 Table of Contents The initial values of SYUâ€™s asset retirement obligations are measured at fair value on a nonrecurring basis upon initial recognition. The inputs used to determine such fair values, including estimated future cash inflows and outflows are described in Note 3 (Asset Retirement Obligations and Impairment Assessment). NOTE 5. COMMITMENTSÂ & CONTINGENCIES Government and Environmental Regulation There have been no fines or citations for any violations of governmental or environmental regulations that would have a material adverse effect upon the financial condition, capital expenditures, earnings, or competitive position of SYU as of DecemberÂ 31, 2022. Legal Proceedings At times, SYU is involved in disputes or legal actions arising in the normal course of business. The outcome of such disputes or legal actions are not expected to have a material effect on the carve-out combined financial statements, and no amounts have been accrued as of DecemberÂ 31, 2022. NOTE 6. LEASES EM and its consolidated affiliates generally purchase the property, plant and equipment used in operations, but there are situations where assets are leased, primarily for warehouse storage and other operations related assets. Right of use assets and lease liabilities are established on the balance sheet for leases with an expected term greater than one year by discounting the amounts fixed in the lease agreement for the duration of the lease, which is reasonably certain, considering the probability of exercising any early termination and extension options. Generally, assets are leased only for a portion of their useful lives and are accounted for as operating leases. Variable payments under these lease agreements are not significant. Residual value guarantees, restrictions, or covenants related to leases, and transactions with related parties are also not significant. In general, leases are capitalized using the incremental borrowing rate of the leasing affiliate. Â Â Â Â OperatingÂ Leases Â Â Â YearÂ EndedÂ DecemberÂ 31, Â Lease Cost Â Â 2022 Â Â 2021 Â Â Â Â (dollarsÂ inÂ thousands) Â Operating lease cost Â Â $ 1,219 Â Â $ 697 Â Other (net of sublease rental income) Â Â Â (626)Â Â Â (483)Â Â Â Â Â Â Â Â Â Â Â Â Total Â Â $ 593 Â Â $ 214 Â Â Â Â Â Â Â Â Â Â Â Â Â Â Operating Leases Â Â Â Â As of DecemberÂ 31, Â Balance Sheet Â Â 2022 Â Â 2021 Â Â Â Â (dollars in thousands) Â Right of use assets â€“ included in Other assets Â Â $ 7,604 Â Â $ 7,982 Â Â Â Â Â Â Â Â Â Â Â Â Total right of use assets Â Â $ 7,604 Â Â $ 7,982 Â Â Â Â Â Â Â Â Â Â Â Â Lease liabilities due within one year â€“ included in Other liabilities Â Â $ 1,140 Â Â $ 1,127 Â Long term lease liabilities â€“ included in Long Term Other liabilities Â Â Â 6,464 Â Â Â 6,855 Â Â Â Â Â Â Â Â Â Â Â Â Total lease liabilities Â Â $ 7,604 Â Â $ 7,982 Â Â Â Â Â Â Â Â Â Â Â Â Weighted average remaining lease term (years) Â Â Â 8 Â Â Â 9 Â Weighted average discount rate (percent) Â Â Â 0.7 %Â Â Â 0.8 %Â F-79 Table of Contents Â Â Â Operating Leases Â Â Â As of DecemberÂ 31, Â Maturity Analysis of Lease Liabilities Â Â 2022 Â Â Â 2021 Â Â Â Â (dollars in thousands) Â 2022 Â Â $ â€”â€‚Â Â $ 1,180 Â 2023 Â Â Â 1,182 Â Â Â Â 837 Â 2024 Â Â Â 1,185 Â Â Â Â 839 Â 2025 Â Â Â 842 Â Â Â Â 842 Â 2026 Â Â Â 844 Â Â Â Â 844 Â 2027 Â Â Â 846 Â Â Â Â 846 Â 2028 and beyond Â Â Â 2,925 Â Â Â Â 2,925 Â Â Â Â Â Â Â Â Â Â Â Â Total lease payments Â Â Â 7,824 Â Â Â Â 8,313 Â Discount to present value Â Â Â (220)Â Â Â Â (331)Â Â Â Â Â Â Â Â Â Â Â Â Total lease liabilities Â Â $ 7,604 Â Â Â $ 7,982 Â Â Â Â Â Â Â Â Â Â Â Â Operating Leases Â Â Â YearÂ EndedÂ DecemberÂ 31, Â Other information Â Â 2022 Â Â Â 2021 Â Â Â Â (dollarsÂ inÂ thousands) Â Cash paid for amounts included in the measurement of lease liabilities Â Â Â Â Cash flow from operating activities Â Â $ (1,180)Â Â Â $ (674)Â Non-cash right of use assets recorded for lease liabilities in exchange for lease liabilities during the period Â Â Â 691 Â Â Â Â 6,969 Â NOTE 7. SUBSEQUENT EVENTS Management has evaluated events and transactions associated with SYU after the DecemberÂ 31, 2022 combined balance sheet date through September 14, 2023, the date these combined financial statements were available to be issued. Â F-80 Table of Contents PART II INFORMATION NOT REQUIRED IN PROSPECTUS Itemâ€‰13. Other Expenses of Issuance and Distribution. The table below sets forth the costs and expenses payable by us in connection with the issuance and distribution of the securities being registered. All amounts are estimated, except for the SEC registration fee. All costs and expenses are payable by us. Â SEC Registration Fee Â Â $ 147,987.56 Â FINRA Filing Fees Â Â Â $ *Â Legal Fees and Expenses Â Â Â $ *Â Accounting Fees and Expenses Â Â Â $ *Â Miscellaneous Expenses Â Â Â $ *Â Â Â Â Â Â Total Â Â $ 147,987.56 Â Â Â Â Â Â Itemâ€‰14. Indemnification of Directors and Officers. SectionÂ 145 of the DGCL authorizes a court to award, or a corporationâ€™s board of directors to grant, indemnity to officers, directors and other corporate agents in terms sufficiently broad to permit such indemnification under certain circumstances and subject to certain limitations. Our charter and bylaws, as they will be in effect upon the completion of this offering, provide that we will indemnify our directors and officers, and may indemnify our employees and agents, to the fullest extent permitted by Delaware law, including in circumstances in which indemnification is otherwise discretionary under Delaware law. In addition, we intend, prior to this offering, to enter into separate indemnification agreements with our directors and executive officers which will require us, among other things, to indemnify them against certain liabilities which may arise by reason of their status as directors or officers. We will also maintain director and officer liability insurance. These indemnification provisions may be sufficiently broad to permit indemnification of our officers and directors for liabilities (including reimbursement of expenses incurred) arising under the Securities Act. In addition, the employment agreements that we have entered into require the Company to indemnify any executive who is made a party or is threatened to be made a party to any action, suit or proceeding because he or she is or was a director or officer of the Company, subject to certain conditions. In such case, the Company will provide for the advancement of expenses. Itemâ€‰15. Recent Sales of Unregistered Securities. In connection with the Business Combination, Holdco and Flame entered into the PIPE Subscription Agreements with the PIPE Investors and, pursuant thereto, Flame issued 44,024,910 shares of Flame ClassÂ A Common Stock at a price of $10.00 per share for an aggregate purchase price of $440,249,100 upon the consummation of the Business Combination. The PIPE Investments were consummated substantially concurrently with the Closing. On FebruaryÂ 14, 2024, immediately following the Closing, the Company issued 44,024,910 shares of Common Stock to the PIPE Investors in accordance with the terms of the PIPE Subscription Agreements. The shares of Common Stock issued in the PIPE Investments were offered in a private placement under the Securities Act, pursuant to the PIPE Subscription Agreements. Â II - 1 Table of Contents Itemâ€‰16. ExhibitsÂ and Financial Statement Schedules. (a) List of Exhibits. See the ExhibitÂ Index filed as part of this Registration Statement. Â Â Â Â Â Â Â Incorporated by Reference ExhibitNumber Â Â Description Â Â Form Â Â Exhibit Â Â FilingDate â€‡2.1â€ Â Â Agreement and Plan of Merger, dated as of November 2, 2022, by and among Flame Acquisition Corp., Sable Offshore Corp. and Sable Offshore Holdings LLC, as amended by the First Amendment to Agreement and Plan of Merger, dated as of December 22, 2022 and the Second Amendment to Agreement and Plan of Merger, dated as of June 30, 2024. Â Â 8-KÂ Â Â 2.1 Â Â 2/14/24 â€‡3.1 Â Â Second Amended and Restated Certificate of Incorporation of Sable Offshore Corp. Â Â 8-KÂ Â Â 3.1 Â Â 2/14/24 â€‡3.2 Â Â Amended and Restated Bylaws of Sable Offshore Corp. Â Â 8-KÂ Â Â 3.2 Â Â 2/14/24 â€‡4.1 Â Â Specimen Flame ClassÂ A Common Stock Certificate. Â Â S-1 Â Â 4.2 Â Â 7/2/20 â€‡4.2 Â Â Specimen Warrant Certificate. Â Â S-1 Â Â 4.3 Â Â 7/2/20 â€‡4.3 Â Â Warrant Agreement, dated as of FebruaryÂ 24, 2021, between Flame Acquisition Corp. and American Stock TransferÂ & Trust Company, as warrant agent. Â Â 8-KÂ Â Â 4.1 Â Â 3/2/21 â€‡5.1* Â Â Opinion of Latham & Watkins LLP as to the validity of the securities being registered. Â Â â€”â€‚Â Â â€”â€‚Â Â â€”â€‚10.1+ Â Â Senior Secured Term Loan Agreement, dated as of February 14, 2024, by and among Sable Offshore Corp. (f/k/a Flame Acquisition Corp., Exxon Mobil Corporation and Alter Domus Products Corp.) Â Â 8-KÂ Â Â 10.1 Â Â 2/14/24 10.2 Â Â Securities Subscription Agreement, dated NovemberÂ 18, 2020, between the Company and Flame Acquisition Sponsor LLC. Â Â S-1 Â Â 10.4 Â Â 2/5/21 10.3 Â Â Securities Subscription Agreement, dated NovemberÂ 18, 2020, between the Company and FLÂ Co-InvestmentÂ LLC. Â Â S-1 Â Â 10.5 Â Â 2/5/21 10.4 Â Â Securities Subscription Agreement, dated NovemberÂ 18, 2020, between the Company and Intrepid Financial Partners, L.L.C. Â Â S-1 Â Â 10.6 Â Â 2/5/21 10.5 Â Â Promissory Note issued in favor of Flame Acquisition Sponsor LLC, dated NovemberÂ 25, 2020. Â Â S-1 Â Â 10.12 Â Â 2/5/21 10.6 Â Â Promissory Note issued in favor of FLÂ Co-InvestmentÂ LLC, dated NovemberÂ 25, 2020. Â Â S-1 Â Â 10.13 Â Â 2/5/21 10.7 Â Â Promissory Note issued in favor of Intrepid Financial Partners, L.L.C., dated NovemberÂ 25, 2020. Â Â S-1 Â Â 10.14 Â Â 2/5/21 10.8 Â Â Letter Agreement, dated FebruaryÂ 24, 2021, among the Company, Flame Acquisition Sponsor LLC, FLÂ Co-InvestmentÂ LLC, Intrepid Financial Partners, L.L.C. and certain security holders named therein. Â Â 8-KÂ Â Â 10.1 Â Â 3/2/21 10.9 Â Â Private Placement Warrants Purchase Agreement, dated FebruaryÂ 24, 2021, between Flame Acquisition Corp. and Flame Acquisition SponsorÂ LLC. Â Â 8-KÂ Â Â 10.4 Â Â 3/2/21 Â II - 2 Table of Contents Â Â Â Â Â Â Incorporated by Reference ExhibitNumber Â Â Description Â Â Form Â Â Exhibit Â Â FilingDate Â 10.10 Â Â Â Private Placement Warrants Purchase Agreement, dated FebruaryÂ 24, 2021, between Flame Acquisition Corp. and FL Co-Investment LLC. Â Â 8-KÂ Â Â 10.5 Â Â 3/2/21 10.11 Â Â Private Placement Warrants Purchase Agreement, dated FebruaryÂ 24, 2021, between Flame Acquisition Corp. and Intrepid Financial Partners, L.L.C. Â Â 8-KÂ Â Â 10.6 Â Â 3/2/21 10.12 Â Â Private Placement Warrants Purchase Agreement, dated FebruaryÂ 24, 2021, between Flame Acquisition Corp. and Gregory D. Patrinely. Â Â 8-KÂ Â Â 10.7 Â Â 3/2/21 10.13 Â Â Private Placement Warrants Purchase Agreement, dated FebruaryÂ 24, 2021, between Flame Acquisition Corp. and Michael E. Dillard. Â Â 8-KÂ Â Â 10.8 Â Â 3/2/21 10.14 Â Â Private Placement Warrants Purchase Agreement, dated FebruaryÂ 24, 2021, between

Flame Acquisition Corp. and Gregory P. Pipkin. Â Â 8-K Â Â 10.9 Â Â 3/2/21 10.15 Â Â Private Placement Warrants Purchase Agreement, dated FebruaryÂ 24, 2021, between Flame Acquisition Corp. and Christopher B. Sarofim. Â Â 8-K Â Â 10.10 Â Â 3/2/21 10.16 Â Â Private Placement Warrants Purchase Agreement, dated FebruaryÂ 24, 2021, between Flame Acquisition Corp. and Caldwell Flores. Â Â 8-K Â Â 10.11 Â Â 3/2/21 10.17 Â Â Promissory Note issued in favor of Flame Acquisition Sponsor LLC, dated MarchÂ 1, 2021. Â Â 8-K Â Â 10.1 Â Â 3/8/21 10.18 Â Â Promissory Note issued in favor of Flame Acquisition Sponsor LLC, dated DecemberÂ 27, 2021. Â Â 8-K Â Â 10.1 Â Â 12/28/21 10.19 Â Â Promissory Note issued in favor of Flame Acquisition Sponsor LLC, dated MarchÂ 29, 2022. Â Â 8-K Â Â 10.1 Â Â 4/1/22 10.20 Â Â Promissory Note issued in favor of Flame Acquisition Sponsor LLC, dated SeptemberÂ 30, 2022. Â Â 8-K Â Â 10.1 Â Â 9/30/22 10.21 Â Â Promissory Note issued in favor of Flame Acquisition Sponsor LLC, dated OctoberÂ 31, 2022. Â Â 8-K Â Â 10.1 Â Â 11/1/22 10.22 Â Â Form of Holdco PIPE Subscription Agreement. Â Â 8-K Â Â 10.1 Â Â 11/2/22 10.23 Â Â Promissory Note issued in favor of Flame Acquisition Sponsor LLC, dated FebruaryÂ 6, 2023. Â Â 8-K Â Â 10.1 Â Â 2/7/23 10.24 Â Â Promissory Note issued in favor of Flame Acquisition Sponsor LLC, dated MayÂ 12, 2023. Â Â 8-K Â Â 10.1 Â Â 5/16/23 10.25 Â Â Promissory Note issued in favor of Flame Acquisition Sponsor LLC, dated JuneÂ 22, 2023. Â Â 8-K Â Â 10.1 Â Â 6/26/23 10.26 Â Â Promissory Note issued in favor of Flame Acquisition Sponsor LLC, dated AugustÂ 30, 2023. Â Â 8-K Â Â 10.1 Â Â 8/31/23 10.27+ Â Â Purchase and Sale Agreement between Exxon Mobil Corporation, Mobil Pacific Pipeline Company and Sable Offshore Corp., dated as of NovemberÂ 1, 2022, as amended by the First Amendment to Purchase and Sale Agreement, dated as of JuneÂ 13, 2023 and the Second Amendment to Purchase and Sale Agreement, dated as of DecemberÂ 15, 2023. Â Â 8-K Â Â 10.27 Â Â 2/14/24 Â II - 3 Table of Contents Â Â Â Â Â Incorporated by Reference Â ExhibitNumber Â Â Description Â Â Form Â Â Â Exhibit Â Â Â FilingDate Â Â 10.28 Â Â Â Form of Holdco PIPE Subscription Agreement Amendment. Â Â Â 8-K Â Â Â Â 10.1 Â Â Â Â 1/16/24 Â 10.29 Â Â Form of Additional Holdco PIPE Subscription Agreement. Â Â Â 8-K Â Â Â Â 10.2 Â Â Â Â 1/16/24 Â 10.30 Â Â Form of Flame PIPE Subscription Agreement. Â Â Â 8-K Â Â Â Â 10.3 Â Â Â Â 1/16/24 Â 10.31 Â Â Registration Rights Agreement, dated as of February 14, 2024, by and among Sable Offshore Corp. (f/k/a Flame Acquisition Corp.) and the undersigned party listed under Holder on the signature page thereto. Â Â Â 8-K Â Â Â Â 10.31 Â Â Â Â 2/14/24 Â 10.32# Â Â Sable Offshore Corp. 2023 Incentive Award Plan. Â Â Â 8-K Â Â Â Â 10.32 Â Â Â Â 2/14/24 Â 10.33 Â Â Form of Indemnity Agreement. Â Â Â 8-K Â Â Â Â 10.33 Â Â Â Â 2/14/24 Â 21.1 Â Â Subsidiaries of the Company. Â Â Â 8-K Â Â Â Â 21.1 Â Â Â Â 2/14/24 Â 23.1 Â Â Consent of Marcum LLP, independent registered accounting firm for the Company. Â Â Â â€”â€, Â Â Â Â â€”â€, Â Â Â Â â€”â€, Â 23.2 Â Â Consent of Ham, LangstonÂ & Brezina, LLP, independent registered accounting firm for the SYU Assets. Â Â Â â€”â€, Â Â Â Â â€”â€, Â Â Â Â â€”â€, Â 23.3* Â Â Consent of Latham & Watkins LLP (included as part of Exhibit 5.1 hereto). Â Â Â â€”â€, Â Â Â Â â€”â€, Â Â Â Â â€”â€, Â 24.1 Â Â Power of Attorney (included on signature page to the initial filing of this registration statement). Â Â Â â€”â€, Â Â Â Â â€”â€, Â Â Â Â â€”â€, Â Â Â Â â€”â€, Â 101.INS Â Â Inline XBRL Instance Document. Â Â Â â€”â€, Â Â Â Â â€”â€, Â Â Â Â â€”â€, Â 101.SCH Â Â Inline XBRL Taxonomy Extension Schema Document. Â Â Â â€”â€, Â Â Â Â â€”â€, Â Â Â Â â€”â€, Â 101.CAL Â Â Inline XBRL Taxonomy Extension Calculation Linkbase Document. Â Â Â â€”â€, Â Â Â Â â€”â€, Â Â Â Â â€”â€, Â 101.DEF Â Â Inline XBRL Taxonomy Extension Definition Linkbase Document. Â Â Â â€”â€, Â Â Â Â â€”â€, Â Â Â Â â€”â€, Â 101.LAB Â Â Inline XBRL Taxonomy Extension Label Linkbase Document. Â Â Â â€”â€, Â Â Â Â â€”â€, Â Â Â Â â€”â€, Â 101.PRE Â Â Inline XBRL Taxonomy Extension Presentation Linkbase Document. Â Â Â â€”â€, Â Â Â Â â€”â€, Â Â Â Â â€”â€, Â 104 Â Â Cover Page Interactive Data File (formatted as Inline XBRL and contained in ExhibitÂ 101). Â Â Â â€”â€, Â Â Â Â â€”â€, Â Â Â Â â€”â€, Â 107 Â Â Filing Fee Table. Â Â Â â€”â€, Â Â Â Â â€”â€, Â Â Â Â â€”â€, Â Â * To be filed by amendment. â€ Certain of the annexes, exhibits and schedules to this Exhibit have been omitted in accordance with Regulation S-K Item 601(b)(2). The Company agrees to furnish a copy of all omitted exhibits and schedules to the SEC upon its request. # Indicates a management contract or compensatory plan. + Certain portions of this exhibit (indicated by â€œ[***]â€) have been omitted pursuant to Regulation S-K, Item 601(b)(10). (b) Financial Statements. The financial statements filed as part of this registration statement are listed in the index to the financial statements immediately preceding such financial statements, which index to the financial statements is incorporated herein by reference. Itemâ€‰17. Undertakings. (c) The undersigned registrant hereby undertakes: (1) to file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement: (i) to include any prospectus required by SectionÂ 10(a)(3) of the Securities Act of 1933; Â II - 4 Table of Contents (ii) to reflect in the prospectus any fact or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement; and (iii) to include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement. (2) that, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof; (3) to remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of this offering; (4) to provide to the underwriter at the closing specified in the underwriting agreements certificates in such denominations and registered in such names as required by the underwriter to permit prompt delivery to each purchaser; (5) that, for purposes of determining any liability under the Securities Act of 1933, the information omitted from the form of prospectus filed as part of this registration statement in reliance upon Rule 430A and contained in a form of prospectus filed by the registrant pursuant to Rule 424(b) (1)Â or (4)Â or 497(h) under the Securities Act of 1933 shall be deemed to be part of this registration statement as of the time it was declared effective; and (6) that, for the purpose of determining any liability under the Securities Act of 1933, each post-effective amendment that contains a form of prospectus shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof. (d) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the forgoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act of 1933 and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Federal Securities Act of 1933, as amended and will be governed by the final adjudication of such issue. Â II - 5 Table of Contents SIGNATURES Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Houston, State of Texas, on FebruaryÂ 14, 2024. Â SABLE OFFSHORE CORP. By: Â Â /s/ James C. Flores Â Â James C. Flores Â Chairman and Chief Executive Officer KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints James C. Flores and Gregory D. Patrinely, and each of them, his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post effective amendments) to this registration statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his or her substitutes or substitute, may lawfully do or cause to be done by virtue hereof. Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated. Â Signature Â Â Title Â Date /s/ James C. Flores James C. Flores Â Â Chairman and Chief Executive Officer (Principal Executive Officer) Â FebruaryÂ 14, 2024 /s/ J. Caldwell Flores J. Caldwell Flores Â Â President Â FebruaryÂ 14, 2024 /s/ Gregory D. Patrinely Gregory D. Patrinely Â Â Executive Vice President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer) Â FebruaryÂ 14, 2024 /s/ Doss R. Bourgeois Doss R. Bourgeois Â Â Executive Vice President and Chief Operating Officer Â FebruaryÂ 14, 2024 /s/ Anthony C. Duenner Anthony C. Duenner Â Â Executive Vice President, General Counsel and Secretary Â FebruaryÂ 14, 2024 /s/ Michael E. Dillard Michael E. Dillard Â Â Director Â FebruaryÂ 14, 2024 /s/ Gregory P. Pipkin Gregory P. Pipkin Â Â Director Â FebruaryÂ 14, 2024 /s/ Christopher B. Sarofim Christopher B. Sarofim Â Â Director Â FebruaryÂ 14, 2024 Â II - 6 EX-23.1 2 d791997dex231.htm EX-23.1 EX-23.1 Exhibit 23.1 INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRMâ€™S CONSENT We consent to the inclusion in this Registration Statement of Sable Offshore Corp. (formerly known as Flame Acquisition Corp.) on Form S-1 of our report dated MarchÂ 31, 2023, which includes an explanatory paragraph as to Flame Acquisition Corp.â€™s (now known as Sable Offshore Corp.) ability to continue as a going concern, with respect to our audits of the financial statements of Flame Acquisition Corp. as of DecemberÂ 31, 2022 and 2021 and for each of the two years in the period ended DecemberÂ 31, 2022, which report appears in the Prospectus, which is part of this Registration Statement. We were dismissed as auditors on FebruaryÂ 14, 2024, effective immediately following the filing of the Flame Acquisition Corp.â€™s yearly report on Form 10-K for the year ended DecemberÂ 31, 2023, which consists only of the accounts of the pre-Business Combination special purpose acquisition company, Flame Acquisition Corp. We also consent to the reference to our Firm under the heading â€œExpertsâ€ in such Prospectus. /s/ Marcum LLP Marcum LLP New York, NY FebruaryÂ 14, 2024 EX-23.2 3 d791997dex232.htm EX-23.2 EX-23.2 Exhibit 23.2 Consent of Independent Registered Public Accounting Firm We consent to the use in this Registration Statement on Form S-1 of Sable Offshore Corp. of our report dated SeptemberÂ 14, 2023, relating to the carve out combined financial statements of Santa Ynez Unit (â€œSYUâ€) assets, appearing in this Prospectus, which is part of this Registration Statement. We also consent to the reference to our firm under the heading â€œExpertsâ€ in such Prospectus. /s/ Ham, LangstonÂ & Brezina, L.L.P Houston, Texas FebruaryÂ 14, 2024 EX-FILING FEES 4 d791997dexfilingfees.htm EX-FILING FEES EX-FILING FEES Exhibit 107 Calculation of Filing Fee Tables Form S-1 (Form Type) Sable Offshore Corp. (Exact Name of Registrant as Specified in its Charter) Table 1: Newly Registered and Carry Forward Securities Â Â Â Â Â Â Â Â Â Â Â Â SecurityType Â Security ClassÂ Title Â Fee Calculation or Carry ForwardRule Â Amount Registered(1) Â Proposed Maximum Offering Price Per Unit Â Maximum Aggregate Offering Price Â Fee Rate Â Amount of Registration Fee Â Â Â Â Â Â Â Â Â Feeds to be Paid Â Equity Â Common Stock, $0.0001 par value per share Â 457(g) Â 25,431,370 Â $11.50(2) Â $292,460,755 Â $0.00014760 Â $43,167.21 Â Â Â Â Â Â Â Â Â Feeds to be Paid Â Equity Â Common Stock, $0.0001 par value per share Â 457(c) Â 65,268,780 Â $10.88(3) Â $710,124,327 Â $0.00014760 Â $104,814.35 Â Â Â Â Â Â Â Â Â Feeds to be Paid Â Other Â Warrants to purchase Common Stock Â Other Â 11,056,370 Â â€” Â â€” Â â€” Â â€”(4) Â Â Â Â Â Â Â Â Â Fees Previously Paid Â N/A Â N/A Â N/A Â N/A Â N/A Â N/A Â N/A Â Carry Forward Securities Â Â Â Â Â Â Â Â Â Carry Forward Securities Â N/A Â N/A Â N/A Â N/A Â N/A Â Â Â Â Â Â Â Â Â Total Offering Amounts Â Â $1,002,585,081 Â $147,981.56 Â Â Â Â Â Â Â Â Total Fees Previously Paid Â Â Â Â â€” Â Â Â Â Â Â Â Â Total Fee Offsets Â Â Â Â â€” Â Â Â Â Â Â Â Â Net Fee Due Â Â Â Â Â Â Â Â $147,981.56 Â (1) Pursuant to Rule 416 under the Securities Act (as defined below), this registration statement also covers any additional number of shares of Common Stock (as defined below) issuable upon stock splits, stock dividends or other distribution, recapitalization or similar events with respect to the shares of Common Stock being registered pursuant to this registration statement. (2) Calculated pursuant to Rule 457(g) under the Securities Act, based on the exercise price of the warrants ($11.50). (3) With respect to the secondary offering, the registration fee has been calculated in accordance with Rule 457(c) under the Securities Act of 1933, as amended, based on the average high and low prices reported for the registrantâ€™s Common Stock on FebruaryÂ 8, 2022. (4) In accordance with Rule 457(g), the entire registration fee for the Warrants is allocated to the shares of Common Stock underlying the Warrants, and no separate fee is payable for the Warrants. EX-101.SCH 5 soc-20230930.xsd XBRL TAXONOMY EXTENSION SCHEMA 1001 - Document - Cover Page link:presentationLink link:definitionLink link:calculationLink 1002 - Statement - Condensed Balance Sheets link:presentationLink link:definitionLink link:calculationLink 1003 - Statement - Condensed Balance Sheets (Parenthetical) link:presentationLink link:definitionLink link:calculationLink 1004 - Statement - Condensed Statements of Operations link:presentationLink link:definitionLink link:calculationLink 1005 - Statement - Condensed Statements of Changes In Stockholders' Deficit link:presentationLink link:definitionLink link:calculationLink 1006 - Statement - Condensed Statements of Cash Flows link:presentationLink link:definitionLink link:calculationLink 1007 - Disclosure - Organization, and Business Operations link:presentationLink link:definitionLink link:calculationLink 1008 - Disclosure - Significant Accounting Policies link:presentationLink link:definitionLink link:calculationLink 1009 - Disclosure - Initial Public Offering link:presentationLink link:definitionLink link:calculationLink 1010 - Disclosure - Private Placement Warrants link:presentationLink link:definitionLink link:calculationLink 1011 - Disclosure - Related Party Transactions link:presentationLink link:definitionLink link:calculationLink 1012 - Disclosure - Commitments And Contingencies link:presentationLink link:definitionLink link:calculationLink 1013 - Disclosure - Stockholders' Deficit link:presentationLink link:definitionLink link:calculationLink 1014 - Disclosure - Warrants link:presentationLink link:definitionLink link:calculationLink 1015 - Disclosure - Fair Value Measurements link:presentationLink link:definitionLink link:calculationLink 1016 - Disclosure - Income Tax link:presentationLink link:definitionLink link:calculationLink 1017 - Disclosure - Subsequent Events link:presentationLink link:definitionLink link:calculationLink 1018 - Disclosure - Significant Accounting Policies (Policies) link:presentationLink link:definitionLink link:calculationLink 1019 - Disclosure - Significant Accounting Policies (Tables) link:presentationLink link:definitionLink link:calculationLink 1020 - Disclosure - Related Party Transactions (Tables) link:presentationLink link:definitionLink link:calculationLink 1021 - Disclosure - Fair Value Measurements (Tables) link:presentationLink link:definitionLink link:calculationLink 1022 - Disclosure - Income Tax (Tables) link:presentationLink link:definitionLink link:calculationLink 1023 - Disclosure - Organization and Business Operations - Additional Information (Details) link:presentationLink link:definitionLink link:calculationLink 1024 - Disclosure - Significant Accounting Policies - Additional Information (Details) link:presentationLink link:definitionLink link:calculationLink 1025 - Disclosure - Significant Accounting Policies - Summary of Reconciled the Class A Ordinary Shares (Details) link:presentationLink link:definitionLink link:calculationLink 1026 - Disclosure - Significant Accounting Policies - Summary of Net Income Per Share of Common Stock (Details) link:presentationLink link:definitionLink link:calculationLink 1027 - Disclosure - Initial Public Offering - Additional Information (Details) link:presentationLink link:definitionLink link:calculationLink 1028 - Disclosure - Private Placement Warrants - Additional Information (Details) link:presentationLink link:definitionLink link:calculationLink 1029 - Disclosure - Related Party Transactions - Schedule Of Fair Value Of Debt Instrument (Details) link:presentationLink link:definitionLink link:calculationLink 1030 - Disclosure - Related Party Transactions - Additional Information (Details) link:presentationLink link:definitionLink link:calculationLink 1031 - Disclosure - Commitments And Contingencies - Additional Information (Details) link:presentationLink link:definitionLink link:calculationLink 1032 - Disclosure - Stockholders' Deficit - Additional Information (Details) link:presentationLink link:definitionLink link:calculationLink 1033 - Disclosure - Warrants - Additional Information (Details) link:presentationLink link:definitionLink link:calculationLink 1034 - Disclosure - Fair Value Measurements - Schedule of Assets Measured at Fair Value on a Recurring Basis (Details) link:presentationLink link:definitionLink link:calculationLink 1035 - Disclosure - Fair Value Measurements - Schedule of Fair Value Measurements Using Monte Carlo Simulation Model (Details) link:presentationLink link:definitionLink link:calculationLink 1036 - Disclosure - Fair Value Measurements - Schedule of Changes in the Fair Value of Warrant Liabilities (Details) link:presentationLink link:definitionLink link:calculationLink 1037 - Disclosure - Fair Value Measurements - Additional Information (Details) link:presentationLink link:definitionLink link:calculationLink 1038 - Disclosure - Income Tax - Additional Information (Details) link:presentationLink link:definitionLink link:calculationLink 1039 - Disclosure - Income Tax - Summary of Net Deferred Tax Assets (Details) link:presentationLink link:definitionLink link:calculationLink 1040 - Disclosure - Income Tax - Summary Of Income Tax Provision (Details) link:presentationLink link:definitionLink link:calculationLink 1041 - Disclosure - Income Tax - Summary Of Reconciliation Of The Federal Income Tax Rate(Benefit) And Effective Tax Rate(Benefit) (Details) link:presentationLink link:definitionLink link:calculationLink 1042 - Disclosure - Subsequent Events - Additional Information (Details) link:presentationLink link:definitionLink link:calculationLink EX-101.CAL 6 soc-20230930_cal.xml XBRL TAXONOMY EXTENSION CALCULATION LINKBASE EX-101.DEF 7 soc-20230930_def.xml XBRL TAXONOMY EXTENSION DEFINITION LINKBASE EX-101.LAB 8 soc-20230930_lab.xml XBRL TAXONOMY EXTENSION LABEL LINKBASE Cover [Abstract] Document Information [Table] Class of Stock [Axis] Class of Stock [Axis] Class of Stock [Domain] Class of Stock [Domain] Document Information [Line Items] Entity Filer Category Entity Emerging Growth Company Entity Ex Transition Period Entity Address, State or Province Entity Incorporation, State or Country Code Entity Central Index Key Entity Small Business Document Type Amendment Flag Entity Registrant Name City Area Code Local Phone Number Entity Address, Address Line One Entity Address, City or Town Entity Address, Postal Zip Code Entity Tax Identification Number Entity Primary SIC Number Contact Personnel Name Entity Addresses, Address Type [Axis] Address Type [Domain] Business Contact [Member] Statement of Financial Position [Abstract] Statement [Table] Common Class B [Member] Common Class B [Member] Common Class A

[Member] Common Class A [Member] Statement [Line Items] Liabilities and Equity [Abstract] Liabilities, Common Stock Subject to Possible Redemption and Stockholders' Deficit Liabilities Total liabilities Liabilities, Current [Abstract] Current liabilities: Convertible Debt, Current Convertible promissory notes â€" related parties, at fair value Sales and Excise Tax Payable, Current Excise tax payable Liabilities, Current Total current liabilities Accrued Liabilities, Current Accounts payable and accrued expenses Accrued Income Taxes, Current Income taxes payable Notes Payable, Current Promissory notes to related parties Warrant liability Warrant liabilities Warrant liability Stockholders' Equity Attributable to Parent [Abstract] Stockholders' Deficit: Common Stock, Value, Issued Common Stock, Value Preferred Stock, Value, Issued Preferred stock, $0.0001 par value; 1,000,000 shares authorized; none issued and outstanding Additional Paid in Capital Additional paid-in capital Liabilities and Equity Total Liabilities, Common Stock Subject to Possible Redemption and Stockholders' Deficit Stockholders' Equity Attributable to Parent Total Stockholders' Deficit Balance Balance Retained Earnings (Accumulated Deficit) Accumulated deficit Assets [Abstract] Assets Prepaid Expense, Noncurrent Prepaid expenses - non-current Assets Total assets Assets, Current [Abstract] Current assets: Cash Cash Assets, Current Total current assets Prepaid Expense, Current Prepaid expenses Assets Held-in-trust, Noncurrent Investment held in Trust Account U.S. Money Market and Treasury Securities Held in Trust Account Temporary Equity, Carrying Amount, Attributable to Parent Class A common stock subject to possible redemption; 6,104,682 and 28,750,000 shares at redemption value at September 30, 2023 and December 31, 2022, respectively ($10.34 and $10.10 at September 30, 2023 and December 31, 2022) Commitments and Contingencies Commitments and Contingencies Temporary Equity, Redemption Price Per Share Temporary Equity Redemption Price Per Share Temporary equity redemption price per share Temporary equity redemption price per share Preferred Stock, Shares Outstanding Preferred stock shares outstanding Preferred Stock, Shares Issued Preferred stock shares issued Preferred Stock, Par or Stated Value Per Share Preferred stock par or stated value per share Preferred Stock, Shares Authorized Preferred stock shares authorized Common Stock, Shares, Issued Common stock shares issued Common Stock, Shares, Outstanding Common stock shares outstanding Common Stock, Par or Stated Value Per Share Common stock par or stated value per share Common Stock, Shares Authorized Common stock shares authorized Temporary Equity, Shares Outstanding Temporary equity shares outstanding ClassÂ A common stock subject to possible redemption Contingently redeemable common stock, Shares Income Statement [Abstract] Formation and operating costs Operating costs Formation and operating costs Earnings Per Share, Basic Basic, net (loss) income per share Nonoperating Income (Expense) [Abstract] Other income (expense): Initial F M V adjustment of promissory note Initial fair value adjustment of promissory note Initial fair value adjustment of promissory note Initial FMV adjustment of promissory note. Offering costs allocated to warrants Offering costs allocated to warrant Offering costs allocated to warrants Offering costs allocated to warrants Fair Value Adjustment of Warrants Change in fair value of warrant liabilities Change in fair value of warrant liabilities Fair Value Adjustment Of Promissory Note Change in fair value of convertible promissory notes â€" related parties Change in fair value of convertible promissory notes â€" related parties Change in fair value of Promissory Notes Fair value adjustment of promissory note. Investment Income, Interest Interest incomeÂ from Trust Account Net Income (Loss) Attributable to Parent Net (loss) income Net (loss) income Income (Loss) from Continuing Operations before Income Taxes, Noncontrolling Interest (Loss) income before income taxes Income Tax Expense (Benefit) Income tax expense Income Tax Expense (Benefit) Income tax provision Weighted Average Number of Shares Outstanding, Basic Weighted average shares outstanding, basic Weighted Average Number of Shares Outstanding, Diluted Weighted average shares outstanding, diluted Nonoperating Income (Expense) Total other (loss) income, net Earnings Per Share, Diluted Diluted, net (loss) income per share Operating Income (Loss) Loss from operations Non Redeemable Class B Common Stock [Member] Non Redeemable Class B Common Stock [Member] Redeemable Class A Common Stock [Member] Redeemable class A common stock. Non Redeemable Class A And Class B Common Stock [Member] Non Redeemable Class A And Class B Common Stock [Member] Classification Of Common Stock Based On Redeemability [Axis] Classification of common stock based on redeemability. Classification Of Common Stock Based On Redeemability [Domain] Classification of common stock based on redeemability Statement of Stockholders' Equity [Abstract] Excise tax on Class A common stock redemptions Excise tax on ClassÂ A common stock redemptions Excise tax on ClassÂ A common stock redemptions. Adjustments to Additional Paid in Capital, Warrant Issued Proceeds received in excess of initial fair value of Private Placement Warrants Adjustment to additional paid in capital warrants issued Temporary Equity, Accretion to Redemption Value Remeasurement of Class A common stock subject to possible redemption Remeasurement of Class A common stock subject to possible redemption Shares, Outstanding Balance (Shares) Balance (Shares) Initial FMV Adjustment On Promissory Note Initial fair value adjustment of convertible promissory notes â€" related parties Initial FMV adjustment on promissory note. Stock Issued During Period, Shares, Conversion of Units Conversion of ClassÂ B common stock to ClassÂ A common stock (Shares) Stock Issued During Period, Value, Conversion of Units Conversion of ClassÂ B common stock to ClassÂ A common stock Class of Warrant or Right [Axis] Class of Warrant or Right [Domain] Private Placement Warrants [Member] Private Placement Warrants [Member] Equity Components [Axis] Equity Component [Domain] Common Stock [Member] Additional Paid-in Capital [Member] Additional Paid-in Capital [Member] Retained Earnings [Member] Accumulated Deficit [Member] Statements of Cash Flows [Abstract] Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents Cash, end of the period Cash, beginning of the period Net Cash Provided by (Used in) Financing Activities [Abstract] Cash flows from financing activities: Net Cash Provided by (Used in) Financing Activities Net cash (used in) provided by financing activities Proceeds from Issuance of Warrants Proceeds from issuance of Private Placement Warrants Proceeds from Issuance Initial Public Offering Proceeds from Initial Public Offering, net of underwriters' discount Proceeds from issuance of IPO Payments for Repurchase of Common Stock Payments for redemptions of Class A common stock Redemptions of Class A common stock Proceeds from Convertible Debt Proceeds from convertible promissory notes â€" related parties Proceed from convertible debt Proceeds received through Convertible Promissory Notes Payments of Stock Issuance Costs Payments of offering costs Proceeds from Related Party Debt Proceeds from promissory notes â€" related parties Repayments of Related Party Debt Proceeds from convertible promissory notes â€" related parties Net Cash Provided by (Used in) Investing Activities [Abstract] Cash flows from investing activities: Cash Withdrawn From Trust Accounts To Pay Taxes Cash Withdrawn From Trust Accounts To Pay Taxes Cash withdrawn from trust accounts to pay taxes. Proceeds from Sale of Restricted Investments Cash withdrawn from Trust Account in connection with redemptions Proceeds from sale of restricted investments Proceeds from Sale of Restricted Investments Proceeds from sale of restricted investments Payments to Acquire Restricted Investments Investment of cash into Trust Account Net Cash Provided by (Used in) Investing Activities Net cash provided by investing activities Net Cash Provided by (Used in) Operating Activities [Abstract] Cash flows from operating activities: Adjustments to Reconcile Net Income (Loss) to Cash Provided by (Used in) Operating Activities [Abstract] Adjustments to reconcile net income to net cash used in operating activities: Increase (Decrease) in Operating Capital [Abstract] Changes in current assets and current liabilities: Increase (Decrease) in Accounts Payable and Accrued Liabilities Accounts payable and accrued expenses Increase (Decrease) in Prepaid Expense Prepaid expenses Increase (Decrease) in Income Taxes Payable Income taxes payable Interest Earned On Marketable Securities Held In Trust Account Interest income from Trust Account Interest Earned On Marketable Securities Held In Trust Account Net Cash Provided by (Used in) Operating Activities Net cash used in operating activities Cash Flow, Noncash Investing and Financing Activities Disclosure [Abstract] Supplemental disclosure of noncash investing and financing activities Debt Conversion, Converted Instrument, Amount Conversion of Promissory Notes to Convertible Promissory Notes Excise tax payable on Class A common stock redemptions of noncash investing and financing transaction Excise tax payable as a resultÂ ofÂ redemptions ofÂ ClassÂ A common stock Excise tax payable on ClassÂ A common stock redemptions of noncash investing and financing transaction. Initial value of Class A common stock subject to possible redemption Initial value of Class A common stock subject to possible redemption Initial value of ClassÂ A common stock subject to possible redemption Notes Issued Initial measurement of fair value of Convertible Promissory Notes Initial value of warrant liabilities Initial fair value of warrant liabilities Initial value of warrant liabilities Supplemental Cash Flow Information [Abstract] Supplemental Disclosure of Cash Flow Information: Income Taxes Paid, Net Payment of cash taxes Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Period Increase (Decrease), Excluding Exchange Rate Effect Net Change in Cash Organization, Consolidation and Presentation of Financial Statements [Abstract] Organization, Consolidation, Basis of Presentation, Business Description and Accounting Policies [Text Block] Organization, and Business Operations Accounting Policies [Abstract] Significant Accounting Policies [Text Block] Significant Accounting Policies Equity [Abstract] Initial Public Offering [Text Block] Initial Public Offering Initial public offering. Warrants and Rights Note Disclosure [Abstract] Other Liabilities Disclosure [Text Block] Private Placement Warrants Related Party Transactions [Abstract] Related Party Transactions Disclosure [Text Block] Related Party Transactions Commitments and Contingencies Disclosure [Abstract] Commitments and Contingencies Disclosure [Text Block] Commitments And Contingencies Stockholders' Equity Note [Abstract] Stockholders' Equity Note Disclosure [Text Block] Stockholders' Deficit Warrants [Abstract] Warrants. Disclosure Of Warrants [Text Block] Warrants Disclosure of warrants. Fair Value Disclosures [Abstract] Fair Value Disclosures [Text Block] Fair Value Measurements Income Tax Disclosure [Abstract] Income Tax Disclosure [Text Block] Income Tax Subsequent Events [Abstract] Subsequent Events Subsequent Events [Text Block] Subsequent Events Derivative Warrant Liabilities [Policy Text Block] Derivative Warrant Liabilities Derivative warrant liabilities. Basis of Accounting, Policy [Policy Text Block] Basis of Presentation Offering Costs [Policy Text Block] Offering Costs Offering Costs policy text bock Emerging Growth Company [Policy Text Block] Emerging Growth Company Status Emerging Growth Company PolicyTextBlock Earnings Per Share, Policy [Policy Text Block] Net (Loss) Income Per Share of Common Stock Convertible Promissory Notes Related Party [Policy Text Block] Convertible Promissory Notesâ€"Related Party Convertible Promissory Notes - Related Party. New Accounting Pronouncements, Policy [Policy Text Block] Recent Accounting Standards Use of Estimates, Policy [Policy Text Block] Use of Estimates Concentration Risk, Credit Risk, Policy [Policy Text Block] Concentration of Credit Risk Common Stock Subject to Possible Redemption [Policy Text Block] Common Stock Subject to Possible Redemption Common Stock Subject to Possible Redemption Policy Text Block Cash and Cash Equivalents, Policy [Policy Text Block] Cash and Cash Equivalents Fair Value of Financial Instruments, Policy [Policy Text Block] Fair Value of Financial Instruments Income Tax, Policy [Policy Text Block] Income Taxes Marketable Securities, Policy [Policy Text Block] Marketable Securities Held in Trust Account Class A Common Stock [Policy Text Block] Class A Common Stock Class A common stock. Earnings Per Share [Abstract] Schedule of Earnings Per Share, Basic and Diluted [Table Text Block] Summary of basic and diluted loss per ordinary share Temporary Equity [Table Text Block] Summary of Reconciled the Class A Ordinary Shares Debt Instruments [Abstract] Schedule Of Fair Value Of Debt Instrument [Text Block] Schedule Of Fair Value Of Debt Instrument Schedule of fair value of debt instrument . Fair Value, by Balance Sheet Grouping [Table] Financial Instrument [Axis] Financial Instruments [Domain] Promissory Note [Member] Promissory Note [Member] Other Private Placement Warrants [Member] Other Private Placement Warrants. Fair Value, Balance Sheet Grouping, Financial Statement Captions [Line Items] Fair Value, Liabilities Measured on Recurring Basis, Unobservable Input Reconciliation [Table Text Block] Schedule of Changes in the Fair Value of Warrant Liabilities Schedule of Fair Value, Assets and Liabilities Measured on Recurring Basis [Table Text Block] Schedule of Assets Measured at Fair Value on a Recurring Basis Fair Value Measurement Inputs and Valuation Techniques [Table Text Block] Schedule of Fair Value Measurements Using Monte Carlo Simulation Model Schedule of Components of Income Tax Expense (Benefit) [Table Text Block] Summary Of Income Tax Provision Schedule of Effective Income Tax Rate Reconciliation [Table Text Block] Summary Of Reconciliation Of The Federal Income Tax Rate(Benefit) And Effective Tax Rate(Benefit) Schedule of Deferred Tax Assets and Liabilities [Table Text Block] Summary Of Net Deferred Tax Assets Subsequent Event Type [Axis] Subsequent Event Type [Domain] Subsequent Event [Member] Related Party Transaction [Axis] Related Party Transaction [Domain] Working Capital Loan [Member] Working capital loan. Unsecured Loan For Working Capital Purposes [Member] Unsecured Loan For Working Capital Purposes [Member] Unsecured Loan For Working Capital Purposes [Member] Sale of Stock [Axis] Sale of Stock [Domain] IPO [Member] IPO [Member] Debt Instrument [Axis] Debt Instrument, Name [Domain] Updated Promissory Note [Member] Updated Promissory Note [Member]. Credit Facility [Axis] Credit Facility [Domain] Q42022 Promissory Note [Member] Q42022 Promissory Note [Member] Q42022 promissory note. Commercial Paper [Member] Related Party [Axis] Related Party [Domain] Sponsor [Member] Sponsor [Member] Sable Offshore Holdings LLC [Member] Sable Offshore Holdings LLC [Member] Sable offshore holdings LLC member. Stock Issued During Period, Shares, New Issues Stock issued during period shares Sale of Units in Initial Public Offering (Shares) Debt Instrument, Face Amount Amount Available Under Promissory Note Principal Value Debt instrument face amount Other Offering Costs Other offering costs Other Offering Costs Restricted Investments Term Restricted investments term Restricted Investments Term Minimum tangible assets for business combination Minimum tangible assets for business combination Minimum tangible assets for business combination Stock issuance costs Stock Ã¬ssuance costs Stock Ã¬ssuance costs Working Capital Deficit Working capital deficit Working capital deficit. Proceeds from Issuance of Long-term Debt Amount drew down under updated note Debt Instrument Drawn Debt instrument drawn Debt instrument drawn Debt instrument drawn. redeeption of shares for a pro rata portion Redemption of shares for a pro rata portion Redemption of shares for a pro rata portion Cash and Cash Equivalents, at Carrying Value cash Class Of Warrants and Rights Issued Price Per Warrant Class of warrants and rights issued price per warrant Class Of Warrants and Rights Issued, Price Per Warrant Proceeds from Issuance of Common Stock Proceeds from issuance of common stock Gross proceeds from Initial Public Offering Offering expenses related to warrant issuance Offering expenses related to warrant issuance Offering expenses related to warrant issuance Minimum percent of balance in the Trust Account for business combination Minimum percent of balance in the Trust Account for business combination Minimum percent of balance in the Trust Account for business combination Excise Tax On Certain Repurchases Of Stock Under Inflation Reduction Act Excise tax on certain repurchases of stock under Inflation Reduction Act. Percentage Of Public Shares To Be Redeemed On Non Completion Of Business Combination Percentage of public shares to be redeemed on non-completion of business combination Percentage Of Public Shares To Be Redeemed On Non Completion Of Business Combination Minimum percent of outstanding voting securities owns for business combination Minimum percent of outstanding voting securities owns for business combination Minimum percent of outstanding voting securities owns for business combination Payments for Underwriting Expense Payments for underwriting expense Class Of Warrants and Rights Issued During the Period Class of warrants and rights issued during the period Class Of Warrants and Rights Issued During the Period Investment Income Interest To Pay Dissolution Expenses Investment income, interest to pay dissolution expenses Investment income, interest to pay dissolution expenses. Income Taxes Paid Payment of taxes stock price threshold limit Stock price threshold limit stock price threshold limit Shares Issued, Price Per Share Shares issued price per share Shares issued price per share Common Unit, Issuance Value Common Unit, Issuance Value Common Unit, Issued Common Unit, Issued Minimum Cash Threshold Current Minimum cash threshold current Minimum cash threshold current. Minimum Cash Threshold Previous Minimum cash threshold previous Minimum cash threshold previous. Percentage Of Common Stock Issued And Outstanding Percentage Of Common Stock Issued And Outstanding Percentage of common stock issued and outstanding. Reduction Of Excise Tax Payable On Redemption Reduction Of Excise Tax Payable On Redemption Reduction of excise tax payable on redemption. Amount in the Trust Account Available to be Withdrawn Amount in the trust account available to be withdrawn Amount in the Trust Account available to be withdrawn. Statistical Measurement [Axis] Statistical Measurement [Domain] Short-Term Debt, Type [Axis] Short-Term Debt, Type [Domain] Agreement [Axis] Agreement [Domain] Sable PIPE Subscription Agreements [Member] Sable PIPE Subscription Agreements [Member] Sable PIPE subscription agreements member. Sponser [Member] Sponser [Member] Sponser. Private Placement [Member] Private Placement [Member] Underwriting Fee on Issuance of Common Stock Underwriting fee on issuance of common stock Underwriting fee on issuance of common stock Class of Warrant or Right, Outstanding Common stock warrants issued Offering Cost Reclassified as NonOperating Expense Offering cost reclassified as non-operating expense Offering cost reclassified as non-operating expense Effective Income Tax Rate Reconciliation, Change in Enacted Tax Rate, Percent Effective tax rate Other Offering Cost Other offering cost Other offering cost Cash Equivalents, at Carrying Value Cash equivalents Effective Income Tax Rate Reconciliation, at Federal Statutory Income Tax Rate, Percent Statutory rate Income tax at statutory rate Cash, FDIC Insured Amount Federal depository insurance coverage Proceeds from Interest Received Proceeds from Interest Received Stock Offering Transaction Costs Offering cost Stock offering transaction costs Marketable Securities Marketable Securities Temporary Equity Disclosure [Abstract] Temporary Equity, by Class of Stock [Table] Legal Entity [Axis] Entity [Domain] Remeasurement of Class A common stock subject to possible redemption [Member] Remeasurement of Class A common stock subject to possible redemption [Member] Temporary Equity [Line Items] Contingently Redeemable Ordinary Shares Contingently redeemable ordinary shares Contingently redeemable ordinary shares. Temporary Equity, Accretion to Redemption Value, Adjustment Remeasurement of Class A common stock subject to possible redemption Proceeds Allocated To Public Warrants Proceeds allocated to public warrants Proceeds allocated to public warrants. Ordinary Share Issuance Cost Common stock issuance costs Ordinary share issuance cost. Temporary Equity, Shares Issued Gross proceeds from Initial Public Offering, Shares Temporary Equity Stock Redeemed During The Period Shares Redemptions of ClassÂ A common stock, Shares Temporary equity stock redeemed during the period shares. Schedule Of Earnings Per Share [Table] Schedule of earnings per share. Schedule Of Earnings Per Share [Line Items] Schedule of earnings per share. Numerator [Abstract] Numerator. Denominator [Abstract] Denominator. Temporary Equity, Net Income Net (loss) income allocable Common Class A And Class B [Member] Common Class A And Class B. Non Redeemable Common Stock [Member] Non redeemable common stock. Redeemable Common Stock [Member] Redeemable common stock. Subsidiary or Equity Method Investee, Sale of Stock

by Subsidiary or Equity Investee [Table] Public Warrants [Member] Public warrants. Over-Allotment Option [Member] Over-Allotment Option [Member] Subsidiary, Sale of Stock [Line Items] Class of Warrant or Right, Number of Securities Called by Each Warrant or Right Shares issuable per whole warrant Number of Class A common stock that can be purchased per warrant Number Of Common Stocks Per Unit Number of class A common stocks included in each unit Number of common stocks per unit. Number Of Warrants That Each Unit Consists Number of public warrants that each unit consists (in shares) Number of warrants that each unit consists. Class of Warrant or Right, Exercise Price of Warrants or Rights Exercise price of warrant Warrants issued, exercise price Class of Warrant or Right [Table] Class of Warrant or Right [Line Items] Class Of Warrant Or Right Issue Price Per Warrant Number of warrants issued, price per warrant Class of warrant or right, issue price per warrant. Class Of Warrant Or Right Number Of Warrants Issued Number of warrants issued Class of warrant or right, number of warrants issued. Warrants and Rights Outstanding Aggreagate value of warrants issued Schedule of Long-Term Debt Instruments [Table] Converible Notes [Member] Converible Notes [Member] Converible notes . Promissory Notes [Member] Promissory Notes [Member] Promissory notes . Debt Instrument [Line Items] Debt Instrument, Fair Value Disclosure Debt Instrument, Fair Value Disclosure First Working Capital Loan [Member] First Working Capital Loan [Member] First working capital loan. Second Working Capital Loan [Member] Second Working Capital Loan [Member] Second working capital loan Third Working Capital Loan [Member] Third working capital loan. Q3 2022 Promissory Note [Member] Q3 2022 Promissory Note [Member] Q3 2022 promissory note . Q12023 Promissory Note [Member] Q12023 Promissory Note [Member] Q12023 promissory note. First Q22023 Promissory Note [Member] First q22023 promissory note. Third Q22023 Promissory Note [Member] Third q22023 promissory note. Fourth Q22023 Promissory Note [Member] Fourth q22023 promissory note. Second Q22023 Promissory Note [Member] Second q22023 promissory note. Second Q3 2023 Promissory Note [Member] Second Q3 2023 promissory note member. First Q3 2023 Promissory Note [Member] First Q3 2023 Promissory Note [Member] First Q3 2023 promissory note member. Schedule of Related Party Transactions, by Related Party [Table] Convertibe Notes And Promissory Note [Member] Q Four Two Thousand And Twenty Two Promissory Note [Member] Q42022 Promissory Note [Member] Merger Agreement [Member] Merger agreement. Working Capital Loans [Member] Working capital loans. Founder Shares [Member] Founder shares. Title of Individual [Axis] Title of Individual [Domain] Related Party Transaction [Line Items] Other Liabilities, Current Working capital loans Payments to Acquire Businesses, Gross Payments for acquisition Payment Towards Advances To Acquisition Target Financing Activities Advances to acquisition target Payment towards advances to acquisition target financing activities. Notes Payable, Fair Value Disclosure Notes payable, fair value disclosure Convertible Promissory Notesâ€"Related Parties Proceeds from Notes Payable Proceeds From Notes Payable Long-term Line of Credit Line of credit outstanding Business Acquisition, Transaction Costs Transaction cost Class Of Warrants Or Rights Convertible Into Equity Value Class of warrants or rights convertble into equity value Class of warrants or rights convertible into equity value. Class Of Warrants Or Rights Number Of Warrants Convertible Into Equity Class of warrants or rights number of warrants convertible into equity Class of warrants or rights number of warrants convertible into equity. Debt Instrument, Convertible, Carrying Amount of Equity Component Debt instrument convertible conversion amount Debt instrument convertible carrying amount of the equity component Share Transfer Trigger Price Price Per Share Share transfer, trigger price price per share Share transfer, trigger price price per share. Number Of Consecutive Trading Days For Determining Share Price Number of consecutive trading days for determining share price Number of consecutive trading days for determining share price. Debt Instrument, Interest Rate, Stated Percentage Promissory note interest bearing Related Party Transaction, Terms and Manner of Settlement Related party transaction terms and manner of settlement Threshold Number Of Trading Days For Determining Share Price From Date Of Business Combination Threshold number of trading days for determining share price from date of business combination Threshold number of trading days for determining share price from date of business combination. Transfer Of Stock Shares Transferred Transfer of stock shares transferred Transfer of stock shares transferred. Number Of Trading Days For Determining Share Price Number of trading days for determining share price Number of trading days for determining share price. Stock Issued During Period, Shares, Issued for Services Stock issued during period, Shares Debt Instrument, Payment Terms Promissory note payment terms Long-term Debt Outstanding borrowings amount Debt Instrument, Convertible, Conversion Price Debt instrument convertible conversion price Fair value estimated by the Company Fair value estimated by the Company Fair value estimated by the Company. Fair value at initial measurement Fair value at initial measurement. Debt Instrument Debt Debt Instrument Drawn Debt instrument debt. Debt Instrument Outstanding Debt instrument outstanding Debt Instrument Value Assigned Debt instrument value assigned Debt instrument value assigned. Stock Issued During Period, Value, Issued for Services Stock issued during period, Value Assignee [Axis] Assignee Assignee [Domain] Assignee General Counsel And Secretary [Member] Chief Financial Officer [Member] Vice President [Member] Accounting Standards Update [Axis] Accounting Standards Update [Domain] Share Price Range [Axis] Share price range Share Price Range [Domain] Share Price More Than Or Equals To USD Twelve [Member] Share Price More Than Or Equals To USD Twelve [Member] Maximum [Member] Maximum [Member] Minimum [Member] Minimum [Member] Related Party [Member] Founders [Member] Founders. FL Co Investment [Member] FLÂ Co-Investment. Intrepid Financial Partners [Member] Intrepid financial partners. Commitments and Contingencies [Table] Commitments and contingencies. Accounts Payable and Accrued Expenses by Billing Status Type [Axis] Accounts Payable and Accrued Expenses by Billing Status Type. Billing Status Type [Domain] Billing Status Type Unbilled Expenses [Member] Unbilled Expenses. Commitments and Contingencies [Line Items] Commitments and contingencies. Underwriting Discount Per Share Underwriting discount per share Underwriting discount per share. Adjustment To Additional Paid In Capital Underwriting Discount Adjustment to additional paid in capital underwriting discount Adjustment to additional paid in capital underwriting discount. Deferred Legal Fees Deferred Legal Fees. Percentage Of Gross Proceeds Of The I P O Payable To Underwriters as Marketing Fee Percentage of gross proceeds of the IPO payable to Underwriters as Marketing Fee Percentage of gross proceeds of the IPO payable to underwriters as marketing fee. Percentage Of Underwriting Commissions Charged To Proceeds From IPO Percentage Of Underwriting Commissions Charged To Proceeds From IPO Percentage of underwriting commissions charged to proceeds from IPO. Event [Axis] Event. Event [Domain] Event. Second Extension [Member] Second Extension. Schedule of Stock by Class [Table] Criteria [Axis] Criteria. Criteria [Domain] Criteria. Determination Of Price Of Class A Common Stock For A Certain Period Based On Which Lock In Period Of Class B Common Stock Will Be Determined [Member] Determination Of Price Of Class A Common Stock For A Certain Period Based On Which Lock In Period Of Class B Common Stock Will Be Determined. Class of Stock [Line Items] Lock In Period Of Shares Lock in period of shares Lock in period of shares. Number Of Consecutive Trading Days For Determining The Share Price Number of consecutive trading days for determining the share price Number of consecutive trading days for determining the share price. Common Stock, Voting Rights Common stock, voting rights Share Price Share price Waiting Period After Which Price Of Share Is Determined Post Business Combination Waiting period after which price of share is determined post business combination Waiting period after which price of share is determined post business combination. Number Of Trading Days For Determining The Share Price Number of trading days for determining the share price Number of trading days for determining the share price Warrants [Table] Warrants. Trigger Price [Axis] Trigger Price. Trigger Price [Domain] Trigger Price. Trigger Price One [Member] Trigger price one. Trigger Price Two [Member] Trigger price two. Mode Of Warrant Redemption [Axis] Mode of warrant redemption. Mode Of Warrant Redemption [Domain] Mode of warrant redemption. Redemption Of Warrants For Cash [Member] Redemption of warrants for cash. Redemption Of Warrants For Class A Common Stock [Member] Redemption of warrants for class A common stock. Prospective Warrant Redemption [Member] Prospective warrant redemption. Warrants [Line Items] Warrants. Number Of Days After Which The Redemption Period Commences After The Warrant Becomes Exercisable Number of days after which the redemption period commences after the warrant becomes exercisable Number of days after which the redemption period commences after the warrant becomes exercisable. Volume Weighted Average Price Per Share Volume weighted average price per share Volume weighted average price per share. Exercise Price Payable For The Warrant Exercise price payable for the warrant Exercise price payable for the warrant. Number Of Consecutive Trading Days For Determining The Newly Issued Share Price Number of consecutive trading days for determining the newly issued share price Number of consecutive trading days for determining the newly issued share price. Sale of Stock, Price Per Share Sale of stock, price per share Lock In Period Of Warrants Lock in period of warrants Lock in period of warrants. Newly Adjusted Issue Price Per Share Newly adjusted issue price per share Newly adjusted issue price per share. Number Of Trading Days For Determining Volume Weighted Average Price Of The Shares Number of trading days for determining volume weighted average price of the shares Number of trading days for determining volume weighted average price of the shares. Class Of Warrants Or Rights Days After Which Warrants Are Exercisable Post Business Combination Class of warrants or rights days after which warrants are excercisable post consummation of business combination Class of warrants or rights days after which warrants are exercisable post consummation of business combination. Number Of Days After Business Combination Within Which Securities Shall be Registered Number of days after business combination within which securities shall be registered Number of days after business combination within which the securities shall be registered. Number Of Days After Business Combination Within Which the Registration Of Securities Shall Be Effective Number of days after business combination within which the registration of securities shall be effective Number of days after business combination within which th registration of securities shall be effective. Proceeds To Be Used For Business Combination As A Percentage Of Total Capital To Be Raised Proceeds to be used for business combination as a percentage of total capital to be raised Proceeds to be used for business combination as a percentage of total capital to be raised. Warrants and Rights Outstanding, Term Class of warrants or rights term Exercise Price Of Warrants As A Percentage Of Newly Issued Share Price Exercise price of warrants as a percentage of newly issued share price Exercise price of warrants as a percentage of newly issued share price. Class Of Warrants Or Rights Days After Which Warrants Are Exercisable Post Initial Public Offer Class of warrants or rights days after which warrants are excercisable post initial public offer Class of warrants or rights days after which warrants are excercisable post initial public offer. Class Of Warrants Or Rights Redemption Price Per Unit Of Warrant Class of warrants or rights redemption price per unit of warrant Class of warrants or rights redemption price per unit of warrant. Minimum Number Of Days Of Notice To Be Given To Warrant Holders Prior To Redemption Minimum number of days of notice to be given to warrant holders prior to redemption Minimum number of days of notice to be given to warrant holders prior to redemption . Number Of Trading Days For Determining The Newly Issued Share Price Number of trading days for determining the newly issued share price Number of trading days for determining the newly issued share price. Fair Value, Recurring and Nonrecurring [Table] Asset Class [Axis] Asset Class [Domain] U.S. Money Market and Treasury Securities Held in Trust Account [Member] U.S. Money Market Funds Held in Trust Account [Member] U.S. money market funds held in trust account. Private Warrants [Member] Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items] Assets, Fair Value Disclosure [Abstract] Assets: Liabilities, Fair Value Disclosure [Abstract] Liabilities: Financial and Nonfinancial Liabilities, Fair Value Disclosure Fair value liabilities Liability Class [Axis] Fair Value by Liability Class [Domain] Fair Value Hierarchy and NAV [Axis] Fair Value Hierarchy and NAV [Domain] Fair Value, Inputs, Level 3 [Member] Level 3 [Member] Fair Value, Inputs, Level 1 [Member] Level 1 [Member] Measurement Frequency [Axis] Measurement Frequency [Domain] Fair Value, Recurring [Member] Measurement Input Type [Axis] Measurement Input Type [Domain] Measurement Input, Share Price [Member] Stock price [Member] Measurement Input, Option Volatility [Member] Volatility [Member] Measurement Input, Risk Free Interest Rate [Member] Risk-free rate [Member] Measurement Input, Maturity [Member] Time to Expiration (in years) [Member] Measurement Input, Exercise Price [Member] Exercise price [Member] Measurement Input, Expected Dividend Rate [Member] Dividend yield [Member] Measurement Input, Expected Term [Member] Expected term to warrant expiration [Member] Scenario [Axis] Scenario [Domain] Convertible Promissory Notes Related Parties [Member] Convertible Promissory Notes Related Parties. Debt Securities, Available-for-sale, Measurement Input Debt Securities available for sale Warrants and Rights Outstanding, Measurement Input Warrants and rights outstanding Fair Value, Liabilities Measured on Recurring Basis, Unobservable Input Reconciliation [Table] Fair Value, Liabilities Measured on Recurring Basis, Unobservable Input Reconciliation [Line Items] Fair Value, Measurement with Unobservable Inputs Reconciliation, Recurring Basis, Liability Value Fair value Fair value Fair Value, Liability, Recurring Basis, Unobservable Input Reconciliation, Gain (Loss), Statement of Income or Comprehensive Income [Extensible Enumeration] Fair Value, Measurement with Unobservable Inputs Reconciliation, Recurring Basis, Liability, Gain (Loss) Included in Earnings Change in valuation inputs or other assumptions Fair Value Measurement With Unobservable Inputs Reconciliation Recurring Basis Initial Liability Value Initial measurement ofÂ fair value of Promissory NotesÂ upon extinguishment of debt Fair value measurement with unobservable inputs reconciliation recurring basis initial liability value. Fair Value, Measurement with Unobservable Inputs Reconciliation, Recurring Basis, Liability, Purchases Principal amountÂ ofÂ Promissory Notes Warrant Liabilities [Member] Warrant liabilities. Public [Member] Public. Fair Value, Net Derivative Asset (Liability) Measured on Recurring Basis, Unobservable Inputs Reconciliation, Transfers, Net Fair Value, Net Derivative Asset (Liability) Measured on Recurring Basis, Unobservable Inputs Reconciliation, Transfers, Net Fair Value, Measurement with Unobservable Inputs Reconciliation, Liability, Transfers out of Level 3 Transfer from level 3 to level one Fair Value, Inputs, Level 1, 2 and 3 [Member] Operating Loss Carryforwards [Table] Income Tax Disclosure [Line Items] Income tax disclosure. Open Tax Year Open Tax Year Unrecognized Tax Benefits Unrecognized Tax Benefits Unrecognized Tax Benefits, Income Tax Penalties and Interest Accrued Unrecognized Tax Benefits, Income Tax Penalties and Interest Accrued Effective Income Tax Rate Reconciliation, Percent Effective Income Tax Rate Reconciliation, Percent Income tax Expense Operating Loss Carryforwards Operating loss carryforward,net Federal Valuation Allowance, Deferred Tax Asset, Increase (Decrease), Amount Change in the valuation allowance Change in valuation allowance Income Tax Authority [Axis] Income Tax Authority [Domain] Domestic Tax Authority [Member] Domestic Tax Authority [Member] Geographical [Axis] Geographical [Domain] TX [Member] UNITED STATES Tax Period [Axis] Tax Period [Domain] Deferred Tax Assets, Gross [Abstract] Deferred tax asset Deferred Tax Assets OrganizationalCosts Start-up/organization costs Deferred tax assets organizationalÂ costs. Deferred Tax Assets, Gross Total deferred tax assets Deferred Tax Assets, Valuation Allowance Valuation allowance Deferred Tax Assets, Net of Valuation Allowance Deferred tax asset, net of allowance Deferred Tax Assets, Operating Loss Carryforwards, Domestic Net operating loss carryforwards Current State and Local Tax Expense (Benefit) Current State Deferred State and Local Income Tax Expense (Benefit) Deferred State Current Federal Tax Expense (Benefit) Current Federal Deferred Federal Income Tax Expense (Benefit) Deferred Federal Effective Income Tax Rate Reconciliation Change In Fair Value Of Warrants Fair value of warrant adjustment Effective income tax rate reconciliation change in fair value of warrants. Effective Income Tax Rate Reconciliation, Change in Deferred Tax Assets Valuation Allowance, Percent Change in valuation allowance Subsequent Event [Table] Subsequent Event [Line Items] Sub Agreement [Axis] Sub agreement. Sub Agreement [Domain] Sub agreement. EX-101.PRE 9 soc-20230930_pre.xml XBRL TAXONOMY EXTENSION PRESENTATION LINKBASE GRAPHIC 10 g791997g20n25.jpg GRAPHIC

begin 644 g791997g20n25.jpg M_]C_X 02D9)1@ ! 0$ E "4 #_[1F84&AO=&]S:&]P(#,N, X0DE-! 0 M &7R^920X0DE-! 0 $L< 5H QLE1QP" " < @4 -T-O;F9I M9&5N=&EA"!$&Q 6 IV96-T;W)$871A8F]O M;
$ 4&=0 $ #A"24T$&@ #=0 8 M 'D %Q (!& &P 80!M &4 (M " 4@!E ', 80!L M &4 (!3 "T ,0!? $P 5P @ $0 <@!A &8 = @ #(+@ Q #, ! M $ 7$!Y M $ $ $!N=6QL @ M 9B;W5N9'-/8FIC 0
%)C=#$ $ %1O<"!L;VYG M !,969T;&]N9P 0G1O;6QO;F< !Y %)G:'1L;VYG M !<0 9S;&EC97-6$QS 4]B:F, ! %7!E96YU;0 I%4VQI8V54>7!E $EM9R &8F]U;F1S3V)J8P M $!28W0Q ! !4;W
@;&]N9P 3&5F=&QOF< M $)T;VUL;VYG >0 !29VAT;&]N9P 7$ #=7)L5$58 M5 $!N=6QL5$585 $!-'1415A4 0 "6AOD%L:6=N !V1E9F%U;'0)=F5R=$%L:6=N96YU;0]%4VQI
M8V5697)T06QI9VX '9&5F875L= MB9T-O;&]R5'EP965N=6T 1 M15-L:6-E0D=#;VQO7U5F9VAI:FML;6YO8W1U=G M=X>7I[?'U^?W$0 " @$"! 0#! 4&!P<&!34! (1 RQ@1!46%Q(A,%,H&1
M%*&Q0B/!4M'P,R1BX7*"DD-3%6-S-/$E!A:BLH,')C7"TD235*,79$55-G1E MXO*SA,/3=>/S1I2DA;25Q-3D]*6UQ=7E]59F=H:6IK;&UNV)S='5V=WAY>G MM\?_V@ , P$ A$#$0 _
/3\S,Q<'%MR\NUM&/2TOLM>8 7)W?XUOJM67"L M95X;.TLI(#OZOKNI_P"GL3?XU[+6_5AC&3LMRZ6W0?S0++&S^]^GKI7GOU:I M^JMM]_\ SFR+L>IK6G&](/VN<2[UO5=17;9[?T7I?]
<3XQ!%F_HA[[_QW/J[M_P!Q,[_MNK_WI5W _P 9?U5SO MIW^*%XD=1M&L>^R]G_GRMBQ;_JIT_/S[L?H?6^FV8MA#<6O*R',O.\1Z;F_9 M]MC_ %-^ST_S$>&/B-6K[8L_K?
6^G]#P'9_4'EM(YSC#65L_/=^? M_41^FTY&/T[%HRGBS)JIKKO>V2'6-:UECF[@UVUSUY1_C*^L/[3ZV<"EWZGT MHN8=='9!'ZP_P#A?^C_ -?[0FQC9I)>P_\ '4^JGCD_]L.72=)ZKA]7Z?3U M'"
<7X]X)87 M<"TFM['L/T7LL:YCEY+E_4C* M M M M M M M M M M M M M M M M M M M M M M M M M M M M M M M M M M M M M M M M M M M M M M M M M M M M M M M
M M M M M M M M M M M M M M M M /_A1')H='1P.B\O;G,N861O8F4N8V]M+WAA<"\Q+C O #P_>'!A8VME M="!B96=I;CTB[[N_(B!I9#TB5S5-,$UP0V5H:4AZDY48WIK8SED(C\^
M"CQX.GAM<&UE=&$@>&ULG,Z>#TB861O8F4Z;G,Z;65T82\B('@Z>&UP=&L] M(D%D;V)E(%A-4"!#;W)E(#DN,2UC,# Q(#&ULG,Z>&UP34T](FAT=' Z+R]N&%P+S$N,"]M;2\B"B @(" @("
@(" @('AM;&YS.G-T179T/2)H='1P.B\O M;G,N861O8F4N8V]M+WAA<"\Q+C O&ULG,Z<&1F>#TB:'1T<#HO+VYS+F%D;V)E+F-O;2]P M9&9X+S$N,R\B"B @(" @(" @("
@('AM;&YS.G!H;W1O&UL M;G,Z=&EF9CTB:'1T<#HO+VYS+F%D;V)E+F-O;2]T:69F+S$N,"\B"B @(" @ M(" @(" @('AM;&YS.F5X:68](FAT=' Z+R]N&UP.D-R M96%T941A=&4^,C R-
"TP,BTP,BTP,U0Q-3HS,S HS,BTP-3HP,#PO>&UP.D-R96%T941A=&4^"B @(" @ M(" @(" @(" @(" \>&UP.DUO9&EF>41A=&4^,C R-"TP,BTP,U0Q-3HS,SHS,BTP-3HP,#PO>&UP M.DUO9&EF>41A=&4^
971A9&%T841A=&4^"B @(" @(" @(#QX M;7 Z0W)E871O&UP.D-R96%T;W)4;V]L/@H@(" @(" @(" \>&UP34TZ1&]C=6UE;G1)1#YA M9&]B93ID;V-I9#IP:&]T;W-H;W Z,V5F
F5F9#$M9C8S82TQ-#1B+6%B934M M-68R-3$Y,3DR,C&UP M34TZ26YS=&%N8V5)1#YX;7 N:6ED.F8S,S0T-S=F+3@X,C$M.34T,"TX,C,S M+60V-F
D9F8R9&0W9CPO>&UP34TZ26YS=&%N8V5)1#X*(" @(" @(" @/'AM M<$U-.G-T179E8W0^"B @(" @(" @(" @(#QR9&8Z4V5Q/@H@(" @(" @(" @ M(" @(" \7!E/2)297-O=7)C92(^"B @(" @(" @(

@ M(" @(" @(#QS=$5V=#IA8W1I;VX^8V]N=F5R=&5D/"]S=$5V=#IA8W1I;VX^ M"B @(" @(" @(" @(" @(#QS=$5V=#IP87)A;65T97)S/F9R;VT@87!P M;&EC871IVXO<&1F('1O(&%P<&QI8V%T:6]N+W9N9"YA9&]B92YP:&]T;W-H M;W \+W-T179T.GI4?!E/2)297-O=7)C92(^"B @(" @ M(" @(" @(" @(#QS=$5V=#IA8W1I;VX^&UP+FEI M9#HV-# P8V-C,RTR.#@W+3@V-&(M8C$P,"TW8C(P.#$W-&4P,C,\+W-T179T M.FEN7!E/2)297-O=7)C92(^"B @(" @ M(" @(" @(" @(#QS=$5V=#IA8W1I M;VX^&UP+FEI9#IF,S,T-#&UP34TZ3W)I9VEN86Q$;V-U;65N=$E$/G5U:60Z M.&5E,3 W-C@M8V5E-2TT9C=E+3@W.3(M,C P8F-C-CAE,&0V/"IX;7!-33I/ M7!E/2)297-O=7)C92(^"B @(" @(" @(" @(#QS=%)E M9CII;G-T86YC94E$/GAM<"YI:60Z-C0P,&-C8S,M,C@X-RTX-C1B+6(Q,# M M-V(R,#@Q-S1E,#(S/"]S=%)E9CII;G-T86YC94E$/@H@(" @(" @(" @(" \ M"UD969A=6QT(CY#;VYF:61E;G1I86P@1')A M9G0@4F5G:7-T#I3;W5R M8V5-;V1I9FEE9#Y$.C(P,C0P,C$S,3 S,# U/"]P9&9X.E-O=7)C94UO9&EF M:65D/@H@(" @(" @(" \<&1F>#I#;VUP86YY+SX*(" @(" @(" @/"!D9G@Z M0V]M;65N='.^?DAE861I;F<@,GX\+W!D9G@Z0V]M;65N='.^"B @(" @ M(#QP9&9X.E-71&]C240^,3,S-C4S=$I35T1O8TE$/@H@ M(" @(" @(" \<&1F>#I2148^>U)%1CHP-C@Q,#0P,#T?3PO<&1F>#I2148^ M"B @(" @(" @(#QP:&]T;W-H;W Z0V]L;W)-;V1E/C0\+W!H;W1O&EF.D-O&]R4W!A8V4^"B @(" @(" @(#QE>&EF.E!I M>&5L6$1I;65N&EF.E!I>&5L641I M;65N'!A8VME="!E;F0](G7K/MA%OJ>' *'_%L18>F^ MNOO_%A%W!#X?2?TXAD3R]9]L((888>0M\I//WG!*$I^2&\Y/VF(DDES%V)H MA!A"#"$4!N ?' %[B$4,,(W(^DXE*4W)'>;GVPB[$T(,(1:(83N!])O*$IU; M[=#14FP)\,3&WOD[817"$&$(Q Y@YP\7LO"+;^/N_[AB0%>X?S@>_OYD91>VS ML?#G;$\(,(080@PA!A"#"$&$(I#$(OSC$ 00XA!%$(?S# D#6$5^7Y/U^;$8 M0;^._NV^;_/A"#"$&$(,(080BT6B&X^G$+$1[X140@[0BN(P@PA!A"&3]7O M;W]G9H]F.89#?*BS!6>I,J+U#5,$A4(94DXKF%U2.RIF=F=ZFEW=I;I\WOS0 MX(G6!WEG,G S UAKC$;(!" (8LE38/4F5?5DABSDE((*@XMG .Q^4-;A)3>W\H M0"P+W8$;/L=-22PLUK$@PW"]>5J:6$N;E!ATLU^<,F*$ 9KP^TZ9\.QOZQWY7N,$V2S@%3HH=_+J^X:62'M F#?>Y#[[P\I3S8=V8N'_&6V'/?Q MC2#]Y7@R9#PL3ROH(=WEBR@>XNC]J712PZ9X*5./KQE14.FQ(WQ!?F'*!#'[MV N1^YB7RI&C;$[^*>X_/'GCRO@G_S M> _RMX?YM'ZG;H;/BI5?3/HE_P#F8>5)^CZS^&*?&^C *W@/\K<>S_WK M[N>)?BK5?2'?^CU[_P#$:F)O*9?/^;\,;[9O*T]+.:HX'_2UJ$;THL//M+W3 ME[5;6!^M%;U+N0+6Z9@L+\B>+$?BK4Z9CJ P$LAO#RE]7WU=H@:E&Q&G^MK^ MZ? LAQW2CV_'9Q:KWMBDYMJ<^T5GV9E8#"RB,10XQ=1A513N5!))"@%)) L?DYSVB"72Y. MAS',6J!;B[BW=JX\=-[#?LAH>U!! (W!W&,,%76*X0@PA% ;]+?K]/OPA#'V MNGMY=&.@:O2S3I5"7JV5&GYFEI@F29S1ICIE,C'*6?,T"M8URK-*N;ZN2.O: MYNA8$C,,RUF]%9L,,OS6P/0SC HBARLE3X545P>4$D:@E>32VA5IJSV*0"+* M<4#,RL'N^C^!N>9 O;51/S;I$^-B=G;]Y;6GT_B^H;UY<]1G7Z>7CB\^+F)? M5R_XLN_ !?:T0\H1[A7X8K\;$[.\&WU%=:?XO*&^%_PBNG7IA\7,2^A+_BH M_%#RA'?XLKT?)]WA76A? MXM%^OFO"33G3&7:XT]GQVEE\F:6LVLC)2^6V.:E M,N!$L6RE+2R4*N3NO.S"CHU%7N2JSS<:XFH44JQTBEJ2'TMN933X$0/4#\9WJ%(010+Q4%1#2&R) MXS,XY3P,V'). 7E9F;=4='45JBB2E)78$*4E(8D@7)#EP[%]=6 >54U*1=QL MRG/JTN+LUNXPV4)YG MTI]D4^-B=GaJ]Y?6L/^#ZA?N_"(\=YF M*9J:TO5-;4]BPTW(U+EH4#)GE''92SFYI6E;7"=*? YR MUQA;\A=.E(*AI6PJ99IZU^AD4PS%*+(8\MVFYM7.(<7ULR\IFRG7-XXXH(X5^&/WU(?*;M!]:*KTQH]*E(M73;-%5ZBR=31@6 MO\C4:2,K>_3Q,#/+;0M>LQ#7UW<43+ YNN7"X9[8T.\67#"2(8HP((H'AW$$ MBZ$ADDD]:@L4OH,]P2&+!RYLR0[RF6=SKR//O#/KX'?<20,8>+B#"$&$(,(0 M80AAG6/Y0;HWT/ZDZBZ7*KTOU.3%/U+#*/P@=Z=2=3!UE%2)VD65:@LY9W"9 M:RRB]KSZ-F]K;W(+&-/!EO4465#%G90AS8\E1X555X>0$*Y9EY!J0Q!=]&T8 MW&XB4V/=9^YRSNXUN[O>]FNF/XV)V>'WEM:WXOJ&?SB,7OQ=Q+ZN5_%3^.*' ME">9]*?9&;XV%V>'WE=:GXO*&?SBOUZVQ#XN8E]"7_%1^*'E*.1]_-%GQL/L M[_O+:U=_&GU"_P VHOH/E-O?B'Q=Q+Z"/XB?;[^B)NN'T3_0_=>#XV'V=_WE MM:O7^+ZAG\OK^O6SXNZE!'\1/MB/7 ?-/OYM_O$??&P^SN^\KK3_%)0[^< M9B/Q^G=#_"_P"$5\_AUVP^ M+F)?0E_Q4? BB/E"+=_CX+2+VQ&5?$6G>CE.=2$KSHY2M,TVY M+G4Z4Z9,LL!MEE*C5+4L2Z4:NSL\]_S(5D/<,L,N6,PDB+,AVBQ8U.$U-"\G M)0DI:CV5A=B=P-&)%C;4N!K5!?GS +"UO5? Q\6A[S&/B:#"$6P_J$,5^4&:S)RT=:!)@BIBZN\MU/KW-S70Z5IN9U43:WB-N=MN5A\W+P]POMRW$IG#ZUV_ZL MOY[>?4[$WB7*OZ/K#^[:7\6@XO\ 9'W6_*1N![KFW@38.N'UOGZO_P!+_P!? M3#*KZ/K#?:_JBIB (WN=KW!.QO8["W4V\+\K"XJJXZ663VR2[?)F!N[Y!SO MK< Q:$8V)/A<6MS -^6^]O9;F2#B'8K&R7<$M+*BJ%&AY$Q (2'8:^KWLW)K1$][=WL2:AUVJ'0ZIW9T:3I+AF-W: MZE(-0>13Q_I'1AD5..2ZR:[R',+@SS=-DC,CE,3M$\5)#I-#2TY[S%&T,D+[MG1F!BA&=PO&IM$"E:BM(9BILV4D!C^:65%G(.8J95G8 4)J =KD=^6SOXLO3L9K9-=.$Q#$7?Y3 MW4&)2E0NX^BVH<'"\F64 W&KG77SN"&\"'+$ WE!XPT7$&$(@9^4_Z_U%2] MP2WH/D!XAS9'HXR:M;F63Z(QZV4;>FXO\ MT\T29?)QNS1D75]5:I6H74-(#1/] :/(5,@LDGS>UPNDLSQ5::&E(L6%:AB5 MPHG!OD.650='-K=&U6D9&E:9@E-"B0-"5O86^:I9$MS1*T,3T'U[>#5B)FAA#+PX M8!B%^EA?;F1)-\;BDLP+7L=GL==6\1W]T6A.4V8=_W/[8EL>2_ M=H!!3^JDSZ!JDO2B*5ZO9ZJ=Z#C.*Y4W,53&%I6K)ZE&'@*M$WH9[EAHBF9K MBA]#LQ=Y/SX882_S'%"=(XGH1F$]*=$DJ&C@.0;JOE42H6%E*MF,7LA94+'E M5] =]GI[M5_NYZ:_P!? EQMW"7ZQ4?[, M?8N+&L_T?[0^^(71('787Z38:$-(FK&C6I::M1=!Y)K _2O4Z46"ETWP..J%C8U4HJ7A4@942 M96D2-YB&(C^EQ:!B]75RI@3F8%2@!EE79FU2X8'07?>T7$I) M)N;/O9QMK=SJ3H]C$#EC!V7%P3HEHP3U^QSM\VSN.??7H-S;&"5B-80V<$7 MTERARWR;M_1XO!*0 W:(Y%/W^_G+G[2_P!EMUT247(O;'3_ +6^@_IQ'X4K MK?G+?[*G?_N[^9(F M68$DL3.US?5&4J1VW'.XY[6Y8Z.):U2$E[9026&A:VO+2VU^46*P;VL67OM\)$_HMK5T#J')Z19]=]DRY M;#\))OEQLB;FV"*#+#OQQ#S<,46-4. [=CUJ_P"I^T$.N]]4%&=KVMM<^SQML,:3AGZ]3CFL M^I)/W1D9H!0I]&>.8Q#N=M]S[?Y7+Y[W]XOTQUV7^N2O!?\ W9]]_"SQAEZC MP^\^_O=6N@C^SMT6_P#U3HKS?8/'W MY:1UWLWC;QQT#AN] M$D)\#=]KM]XAET[7L+9]C] *_C$]WL.^S2T(:C.$4H+5]MFE^F52:E3$[5>RGR;YF0 MN,;LZ>@:TSU+S3"M"9%L@.7$"'1SC&*]>BH4D*ME?*0@ M@W(<'*3H'(%@&T)B^E2W'G9\R@\UGV&[\MG>?VF+LN/P):+?X*;YD7?5HY']Y7M@ _:8NRW_EHM_@IRZ'V.OSX?"==]:>_L2?P7]4. MK1R/[RO;!^TP]EO^!)18?,:W3_M:V(_"=<[];_V4C[,C?? $$#D/0(Q_M+W9; M;?O)J-;?^[G;Z?LO_P!W3$OPI7_6?\$C_E_WWB&5/+[8VY0SLXM#FF>?DE5: M$Z::%R@W%QR.XQ0B>#"$&$(BN^ M5641<9ST8T>K0T,0XS.]0IT952U(M5Y=6,BU9$M5Q%=*PN<]---V9 MW;FR\6;FN;+FF&S+:#8< J!)]"5,UMB3E=E/V5:NP%B1F-F#VV,5 MK]PT%]'TW]+L+7_0RK-4S2(_MTUR;,3_ "C- +0%:AJF*6'Y9++ZV!6C6(U@0 MK&=8C7-[@>]AL'HS>_+?86M1)02"D:WU(/>0Y?0H7.I#[:V5$;&WB7]2>\^YMLIK[;?M6&B#.@1ZTZD9I4' M? TLT2(^W(VNC^$,HNZU!L.38.=APT=^6EK>KM2B@#V1SOPQ.M+U7?KE:1=S MW!WVV.*J^'Z%8LA"?V4*2]@;%,T=UPS,PTBLFK9G+\W??_<.@'>SN.06A1;R MHWM"9#72XFJW*]#Z[RZDR?,3'WZ4UE/9R?@F3]VB5HWN27A/*K"NO=Q:!AQC:CA9&4A!(=R" 20Q?YT\["^;1[*B?RL9@UPWI/[H\P?4]T3 M->SP[1.@_:244S:KT9C=F1VEMZSY;J336;.ZP3A3Z9H;Q),M>4"U6@>Y?=4$ M,+E+,S-9SF=\RQ%E1AEF!EF!A8]3K*)=!,*%W25$!0.MV((."EE+G3M'LWT(UC2IH5TDU9U%S-F-^>OE9A4ME/I=7*HTT,X5,?,M2DD:3\HI2%Y#H[>; MB<\Q##'$S,+:^O9/ SQ$7>%4ZJ^H1*&Y)TG":JBSO-M1)Z=E$QSI/TRODZSA,.>D2)%+Y,LSO"QW MF)W6H$B1(@](.KDL\:6!#-YFEI^DJ9ICDF;FA?+DTR MB_NDL3&QN"3NSHPO&A=:R +VIT2_9,\N9OM<=:I9TN?*8%^REF"AJ M-= "=#R)T&HC%S962[NUCIWMJ2UO$BS;1Z$A3O-%,I[DNILA.ZB79YIU-TLS MK*$PY"9&I4,[HW:77<(%B16ALU.2-L42RIHEG4,YOKJSBP-@079KWCK*Z M6\K:X])U&=2LJY*= MOS)_EG(^%TO9&>IS_@E4-DSLUFJ%*PB6)DZO,1LTT(W/*:7+/ARXWQD]"OL$ M!RWC+BS.855.9,PI(%E$C30%K,I3.0;6T-BF,I+4%:7L+N7.K[-O<@D$D.Q, M+3Q;Q6B%EY7W_3NSQJHU9_/;36;+OC:.%OUQ?[)_E5[^N+2]VV\OB%P#ZWO M'*]^@Z]=QT-]M^6.AI;K[&LW(_1&UWVTY7&\8Y&OF^\?TY??"YM)?:5ZV-#, MMS=*&E2MGU*F&>7A+,$T(?]>4CGDN;ZV-(:4:L&HLCS>N;P6T0V:VO8<-]X1 MC7\2PJ15S;FY>[++$L6!ZU)V!.HL- !%03B@VU(W<<@7LVA5FKV#?8?:"TV<]QS^HT3T-NG@+XF^+M#KU(_[7[. MM[O<&'7KTS'JX^')^_\ K%/C"W:_?A?1>5S[0FE_?V?P&<_H]N^'Q>H/HC]Z? M_P V)/*??W3"7]3_ &I.OC69).53:4EJ/F2H$CY3LE?O@BFEFG4C,:ER:_]I M$BMZ14YE"4$3^1WHN36UNABAO'UW;6!@;7!V?7U),5G5F4*!& M0D$/+)&Z06EI)8-< @L!VB&3E):@5,X9R SGQ()@78$= O$<]3]&"!\GTV^;'X2D3,0IT_W.\PCF'^4+G_ $8C5_[Z!\_;I?HS[[?QVO8CECH_"OZGZ?Y ME>GW.T8RJU5^U[/?3T;LNP\R;G_PGQ)WN+?EW'S#Z:GNF,R32OB+D[NCH2YO-A)\H9[83?]]X? 8/J!Z8=__ -,^ MW\GNQ0^+F'_Y9#?[6;Z_\1[-(F\]/TCZ?Z0?&&>V%_"\B\#>@>F#Y_X&.O0> M-A;>P?%S#_\ +(_BSO\ S$/*C](^O\,'QAKMA-OWW9_$)I?/CX4;\1B0<-T9 M_P#TJ?XDT?;41#RI?/\ XC^" >4-=L*=Q[J/3^(32__P"-WWY>&VW7$/BY M1_Y4?OSO^?#RI?/_(C^#W]$2VO)ZM;FI(7)IQKI/^J2J$54)NDNM@E&7G3X M'TZD@-4LY\C2B\0I W4[E24D"XQ.:YS6ER794>=F"/+ M#ECAT_%J'X/FB7J M[G35(8@_+6!97/0,]B!D):\XM>PON=-' /G].L2%2; FWZWM^OT\\8DE@\5(MKB,(,(1KVI]-)&J_(,W4PJ7+#7.$@SVPN4MS=*[NEA4MCZQ.28IEB)9EQPV) MBACMD&]P0.#A(X\NI+6I"PM)[0+@F][NXW!%COH7<")2!=[!O9ZQMXLT0^=4 MODGF0Y/TQS%H_P!2B"76)>< /8*45Y8W1T2L2I8L5Q1-2*J4]%U>1+T$"T-S M:'.G3T^C+@BB? 7U_,0$6>I,>$IL\M2K!\121R) * 4BQ!S!F^41%M.IP=3W MV!U/R=*78,-39G:&]7#R6GM*B$55I\%A<>J2LI$T+=A#8[[MWYWXL9_XTTR!=(N'LJ9RT<4VVK>)=XIHDM\TAMF?Q+ DASROLPWU_'DSG:F M,R=W4H91HS-.A3R_5YKR%CXH3)CGHTS-#,*&4D070Q_P!;XW0,V7EB MYS##""<3#B>F?].PO?JICC?:G=M&Y7[XI"E-G'?W.V@[5K'L&)(T!C2Z_P G MX[7U!!Y]3I$7>9VOZ/K5IU=!OT"!'5M8MW._+GS VQ53Q+2_YD.7_P!&MS9Q M_H&UW/@Y#B'DQ =CZ#;TECX>9M'_ "SAV#W:UH,S)_HVFS.&=:_<)\HLY7' MBM[I417W 6O>+>QV]]-7$]*L !AYUEW[U4[!R)AR=8=]0T@#LUW.NC-KVO#70 M<[0DG4GH,U@:0D;6Z:E-/M0J4L;P!\G9YG?F]"JE%Q?8D:I;Z',SRVK=Y6#B M&M,X1-33Z8,9A:'V,#A). +JGQ&14L4*2;E=B5%)4"1F9 9T7#L''-0>@JG(< M,W,:$L0"SGS$WV W%)%]8$9G/Z";BW.PV(L;WV-SUARBDS$3@%:$C5KNF^Y M[P+[>:*2I120>89[6'@^W]C$D+R7>LSC(7:(N=+R_=ENN5$IO:5$O*%B2%, M^3A(OT$SM16J;(TGR ^Y"JCNEM>JRIASVI4C5)IHKXI1]SG=7&O2N[ND<45 M+6M5#(;8VQ,[._DZ_59&9%$86,G>N'*,4R!4*!&=U =KN(+$D.QNDI!)<7(M!..J9E[CF!8%BUFUL]P;\[D1&GX>,PGP.PZB]C:X(%C;J#S'+&W]1,J%=:- MF8.+@.!=TNQYC[HL222YY-#ZO8"N&CBFVKETU(:PJV2%ZMH6=-,B#,1IE258@D.643E"&YPB$<+V],+]"1$P0D:YQ#U\R4)2!F M.8!GEI9)- SFLR6&7LNJX8@@F+RG <."+6M8$7=BSEWYCF[M$WJ#MH.RV.T>M MRC&W*SLYB]M[WA:,G:W,7W]M\:4K#*U)O*AUDJ^FC+VO_9HOTS$D#T/MZ[Q M6+MH>RS M!K;HQSY^EG.VW]\TB*PMTYC;<8@,,K5?)E WTZR3RO_P]B2#X M-!4Q*=3YQZ=CZ??$&SMZ,_1U/VL$:BM'5:*=5/EZO# K?JHLDE*U41E"IDL] MS:'=X7%6TI? 1[?/C:L;7+8\44[!]B(;&W\(G&6>LU *0"4:) ()*5*8#M) M!-SE"E,518U*PIP"XLS EWMW7)FN&T,,C&&W],MR]GN1D#<[[WV^4<\;*9: MPK9@="$G0N-3;OU/AI%B$$EQ? 4:\]KG;S#SWB43Y,;KXR:':C9CT;3\[]TIY MJ95PO%.\S/5)O1LMUR94<2-,CB ^NXX*G2VC$L^D7 8WPQ0:I MQ/1B64J N ^H+.V87F=S@92P3L2(OJ9;*;PLQ#!K&P)OSVO0%B-@3C2(MR40L *^_Z;V>/NU9?DTUXVCA;]<7^R?Y5>^\6E5MX??$+B'[KE\P\M_UV/+ MKOCH:6,^]@U^]DZ]S::<[O&.1KOIZ=._0;6O?PAY'LQ.QLJIVGDF53G:1:QR M)2UHI7- #+*^:GFQJF%^='5S>VA4\1*80U)(42%$(4;=%"X0".*.&&+AA]4DZ MYBV+2:*:@9%+)>Z2;%)2Y5G#.24ME?2[;UDR>L9CIS>QY6()R2>YSM#IH\DC MU%QB_P"RXHL+^,B3L#SN-SF7Z6V'(VVVMC%<6)*0GR>99FJ4MK-L4^;3TQ6% M$6NL/^R>>[*;3EIWQ=\4AU%=-7-&/\3)Y_3^;<[[#;$WQQF?Y=?[_DQ5\E M',>@^??^_=!\4AU%?AY3)!2S$N62 MEB2I@(M54A2[%RQ>QN'L0YV)#@7?%X:XN3N=P-K;@7%[V.QQM- M,#5)!9W&C@=Q/S>[W%K8L+$.0P9VT>[:N 0-2X[P6>[I[$[M+JUZ.]6=&Z59L M\/S[IMK+426Z8SW2]X!^U,*VT"_V=NBFP%_V76F[W[5=E"]O?_*$/L]]?3LR(Y)-K'8?DO>W6WTV]AV(.?0L^5/EN:&^(3&T.60YL_P!S#Q F$<1PTW']"C5U:QV@+ F>6)# MYA*F!RSL3FN'8N]9%-F&Q +CQ) YCF+L0_)Q&\?BI?;!]=(5O#[?>F#??E8U MHZC](A0'$E"7_Q6Q/Z*86]%/;QN.Z)_)3R/+?VP?%ZNV#_!"&^W\/FE_P + M@@_5H\+^S8>W$?C)0-^M!QK^:F\]#_A_,=+M? 6'DIY'W_P!Z+CY/5VPF_P"] M$(ZW^K[I@/,G8#ZLUS\M^EM^5/XQ4-_SZ?W)N@Y?X?NN2]O/#R4\CZ#^+G ? M)ZNV$O\ V(FW/^'W3#R%K#^&:]^?+GUZ##XQT+_K"6O_ *.;I8?4/S(O8[\W MDJN1]!_%[N.1B6SY/-HCU/ZK&M.5<9!U44O-+YOF^MGPOE]KAG*GL[>DY;$CR MTTPNH7TZFZ;$*/B=D#G!%ENF9"[F$@QB(& 8T[%:X8A,3,M8J^T;B6BY8$E] M&)!+$W\M!2P&^QLUO%MK:G:T2%"+@CE?]?S8Q)#AHJ17$80$@;G#W],(B,^4 MP:U]6FDBH&DM'IOKA/E'VJ>I2JQGS1E2FH0Y"5^XWB-FGAR@4DYI0!(LQF M./.F<+79W)BDFH2==>_;5_F^OO&AB2WV W;*-50FNK='->VJ\1UC63:RS+2B M::YS&SRRQ3))ZQ"CEY7*#',ZOT-*Z.;6Z:!Z0BE9RCRWQ[@?#Z!B?BP/OH'4 M,7PI%,L>3H.0$@@*4]C8A*IBE$!B" 4D$A@6M61/!L2'8!{B]A)5R6KM(EZ;*5M]4:>+$JG*.=D+4\[R\H39XYDPQ)W;AB &Y(-N8OQ"(8P74 MK)_1L68 MJQ;4-9CZW#Q7<6+GQ<[;$!ARVOO? 7Z_JJ4!^^5(?\ C=+WYEPY M]?TXAU"_JU>@[>^OCSB.=//U'V1457I;PB/ZI$A:;$B<9>))O:X= /'Q&X(M%N<429V4 2UG6X06LY[V;Q]D1) .HMR[VVM]G>(CX>4.ZO\ 2EF]F[6NA26M M]+)DK/5%VI GD6G4M3?+TW3E%QZ"K5*5)(24I2IUE20EP0V41]3J2X[/?:XZ9G-L2=Z1R@T5R?YCSPI M2)RUM:J@-1912+>%8I3KG 0S+-[4VGT;!%#"'7FY' "!JG}) PW("20L.X+L% M WL7WN !S+.17I4D#N)?O=]]QL-2-AHQG5=JQKB:>S^T8U.KBF5-V94E8G^ MM%&-=W51Z>JM,N6J@9;ML2E%$^)0A2.4[S*W01><+"Q/0!,/JC2\.IU54^6 MD"Q=[B[$IRW*=?$$ &+F>KLJ?6PL-M1? 2S"S,'[HY5CN[N[^YN+V]N3@^OKN MX*79T>W=S6.;HYN2KO:M4[K%JM:L6KG!U"STHZW-B=SN<=/D2#(D)2_S4[@Z M)8ALQ+M<@6VC&A]=']7VU?D1[[_ 6B)\'<&VWR$'I? \UL5C*F+6,Y<[/E M'A<$/X^F*-[#T016S/F5< ?]=C;<@[>!.*U1)0F6"5.-PQ&I2#\Z^KN^IN-(MB4*[]6MW:'7U'P.L4\T1>X/B+ DW/SCQV!Z\[8MW//\ K=[\S=XJ@*^*V ESV M]+ [>A^<77]ECXD+/DZWY$^&U_ XCF5S;S>P&(@GD1Z/N)]Q&0&Y\T!'T(N;G; MZ\MOK"92Q/S$K1N[0[HKPD?8MS2-KFU[<[FQ-K4L3D>4R MBD4::*6*P2FF3(IO1PLR98Z*9?;IEB\W/$KM3I'Z9@DJ;I>SLT@ MY@C/+:^G5135)4 .TFYW40SNHNDV8%1("5*):,JE04+><:-9] ^H=RSW(2 M;&(Y7E?/].[/+^\U:?\ 1I]A_-[QC8^$OTU9^Q)^\;%"L;*-R'/,,EN7/PY M0NARAOTO;:W4_P"?8[D&_3&]R_T"6TN==.WIW-W>#EHL97@S]G<\2\/L=> M&D2A1O4S*NI&NDDTB?9GJ?*$P2ZBFZ-T2E[8$DMJF) MM3D :_ M6223M8=8>8UB\5-0-[^!C/\ MS_9;?AMT6_PJY'Y_L5MUQ\'5GU?:2/Q_> M(=8GDKGI[^C6#]N?[+:]OV;5%]NOI5R_[*N?> 1;?EA\'5OT-R_YR1YOG^N[M]T.L3R5Z(3Y7;R@CLOJ22O,"N7M0]"KD[HI;5NTKR)3*3ZA\4T.D42S(:F: M&:X942T\85CDXIO-PPS/-S-%!]U%%8PDUZ?"ZB=.EI*6N'[8 MI!8 TIDX,6#C1W+,Y)[)&V87O8F.9;$+0@6^3?;>_N,]N? *WCRZA*D]12H2 M=D 'ZYS#_65H!Z'O&,,F*^XU[]_[1ZS$H?T[VT]8SGC(F)=VQ1+V< MP%7Z<2OH6(RSK$*Y+]>]_+E?T4YM=R3M8FT)I5P I:X%P\P\M'/=F))+\G&@, M54!Y@8W=+VLXWY:>=] [E^FCY0U#;L>=7D6^YH'L1O/MW][1S%[6L3UV]]Q:UP?;MR MM?KU"8,T MX'8%)VY#SZCP.W?C84)I2GR6:4:I]-55)V69[;)=--0=%9^F]:F3*W-4URQ* M%1)WX-VQ^!5_T$?Q$? BB7RI'(^_FB_P",F=DZ M>5:9Y/\ P+50_P#ZUA\5_T$?Q$?BAY4CD?*S0HG2AVRN@G6M5U!0O J46:Y MGJ*X,#W-"=J=Z9SW+"/T(Q@%3HM]+S"SH$1X.\P0PVS"8KQ;"$ FQJ,.G2) M;S D '5*@L@E0T'GTY&P %]!$&?RA@ =L+J_Y[*@8Y M=?V,%&18&_+J?'&\<+$)I&;7-WNRBVQ9]/$19U/RB.9+>'>+/^_UGX[?3X@;<]CF!TJ [_#NN?[Z=\69[1M87 V[7UT>UK0[A^W0=EM^&Q1KV_7[IO[OL1TZ\\8CX+K_JQ_$D?\V+S.GGZC[(/ MVZ#LMOPV*,]..]TZ\6:,^'B1UWY/@NO^K'\21M_]3T>J&9//U'V1?\ MT79 M;?AL4:Y7_K@[?-NT<\/@NO\ JQ_$D?\ ,AF3S^V*_MT/9:_AMT6_PJY#ESYM M5]NOO]^(_!=?]2?XDC\>^VQ.CZ1-'[JD?:@Z_J^5%ERDM'=4M,9_J7.6>L32 MS)\OJW12ZNV>V-2UY6%OA5M*9&2V-:,.Y.2V$YJ)RX6R/CM% (30GR)LHL0QN M'<&[D'12K;]X-[WBG+5FN!S<7:P'>*D7XFA 0#L<(1%K]-T=SC7#2]3+4E(30[S&YZ57VV9J29CA'!2"I MZ27DV1#"WSI1MKN!>SMM&+"2?[:M>QVU\8R@9>6/.'[HFYW M_P#:[7W^O? 1YMX>%K';$Z!-0'G2GYG,D<_HDAR=')('+:NE)T;9AZKZDL =+ MM9]"(Q6&63YR'H=O"W7P\$]+<[4!3*'RI1;4?G/#YP5YFT?Q#TV6Q+6_P!W M?;O[V\8S6_V)Z?\ H?Z^_K[N6(^3% T1'=UA? UJT(UY;&#+)^;9]T\R+/[LV M\4.7'>E[>_ZU.WA;I87%B,03ADB6X"0Q(MF78VU>8;#?0-IM%176"Y)-FT3W M:Z.#R-M6C$(81<0W'+87WMO>]^7+W@CA-]L1$F53L0&+N[J/@<6[VFUB@K/ MO]QW&H&VC^:XBEQOX#?P Y]#XGES OOU!FF3R&EWM._,N#IMZVO$99S%([R! MI;8FVKMS8BIY*KHXG&.=JPZXIH;7!JDQ/*3COTDVR-^4,]H HUAZSW>C\F.)SJJ3G\!IK* M^$W5>J_J=DG/G'3=2]##(#7+OPEFZ4/AA6!]3(74'%ZD69);FA$CD62EL#@O M@^P_'F3G+_J11!]$6FX_B]32S F6K(LNQ*4$!G+*E$%@R;LP4X?M/=RY)N MS,&N>5A91U8EP-FB5(?)Y.Q[O%!"YBUQ7O4^-^FXK1;8"UK7-M_#&JKQ:NG MI[?ZZW:,WQ=_L>K_P!B$?9]O[4_?_GH M_/B/PI6_6I_EI_A2OP1'J4Q_\ G3%?W>W$XG4S9NFNG81W#9'AW M<] (@9"3;TZ^V(E?;\]E1)V@&$KT@50T[RBNE;2U6!H3L#6GJ'V8YP-.ZOL:5: M9@E\/Q>EYI] 35+:)NG>60Z3B\O)?H9_$$3*P2^P,AV[!,8$Q(3.(*QV21V M7"F8D)E6U9@0"I!8EKV='O9QO>_.S1;*9)#G;U#$M=,EO0&>>\N5-G*%MRXW=_?7:0 M8,R'@8XAC7N*,/2N4)J0,R>\NIB'#N2QL0 "2I*7<1<2%DJ\;7 \-+"XMJD! MRQ!AQ/RO;ACS^STRQO'^^L(ZQ=MIL^DW&]^H'.V,5PE^FK/V)/\ _LVQW:*U M8>R&Y,=_?G$+<>8Y]-_&_3V6!ZV&"9AOF20=-1?T#V^LM3"RG0M?=M P?/[VTC-PQ$FT1L.EHA;EO_*[:# MEH-W/]HP_NGA#\ZW}-^OA](.(NCZ_ TE&^G?ST\3%%0S5>Y3]S^O^U-OY(&_ + MZ\N?=XF^UK_HQ%TCYNO-1AUQ[^>@Y>_VQ:(8 /-WWN3;GGCE+-LX?EJ#AFD_NMW#7TZBVUT9,6;Z^UP =^1W/.P M%N1%["YYG%<314AAS<#7Q+L-'#O=G[XH*4YN;!G#,'NP8"X/HL]W8N8]D;I(MJ!K#UX4"E'6F1WL\-O8#CJ^5^WN+>X%MSM&-BX^WS7M*4 M"9;3<:^NX_N= (@6:]O.1(QG&+EM[^^W3;V8FZQ?T/^(>ST>L&(P&& M(GG?ITV!Y[7Y^Z]_'$>L5;L_\0]=MMV%^Z%9>*+Q_7WW(\S\][G&K<2(/V2P MW'/=2=2_?;?6\9"2HOX-L. T"S^/=IICRA2&_ ;ZO#>U_J!@>W]Z_1L^W\W@ M3B;AH_F%)Y*4?23[[B)9P[1/!$,OCCL+Y5K;G;F;=+;[>[G?K?& MT@Y-=@UB1W7U/F\\6TIB->0Y^KQ)]?)C3B '.YY;WW%KWL=>]NMKCF,1,Z0

MJQ&;Q*TV#=S7%]K:N=8+F!&S^W5M.6\4'#8['H>2SE?>UN0N#?ESJV)>K'=^ M]_ZHCVSJ2?,G\44M#U%^@V5W-K[BW/KSW^?>'5C_ %?3_P"J';&A4/,G\45M M#MN/8+K.GOO[C\W4W=6>2?WOZEO7H=7<2O,O=5WV&_F]JX.&]1TZK.E[; + MB/5]P_>\=G^^&:9WCS?TW:]H>![G* [7;1N " 'ZJ_MO>@%70.AO8HC??I M?EL-8XAIY4N2HA.LM;766.4WNH@7YVNW>;NE6YL68AV\T2>0BAY.CE?Q4!X?*TV'(,+ER6\WOR2_2CG1_T.:I=0C/EG.)$+XW4YF#8? MU+%]82S*H[Y38Q@"^QM<@'%CBBH"0,JK,SJE\N^G(9FN7)>'DR>YF4S OY^ MTY&O=K&CG_R0]A4.BO,E?7L\,[*?ZU-TP::$4SNJ:]N0KWM!6^4D:\ [- F MV9I&6#L"!Q&<\45-G0;.'*I=N5_)WW\VJ7=HE-*GGZB/L/LYO'G_ !08?ZX= M_P#Q(@]O^Z5_7?QVA\::D_Z-^5Y9_P#QHAY)+[O1_7P]],>9Y((,P[]H>18_M@DCW#^Z5MM?\I/7%/XSU'T?5U(Y]T@?TV:(^22[ZW'^L?2ZCO>S;QO-!Y)3MINRE&5&\:LZVN"4CZ]"'4)&;5:NP]80+%>6[Q(QM<10\5CM:_)XGJ&^3K8] MJ5<79R*>WJWTO$/)$![AFO8\AS4WK8;,#"H:'>3$=G%2>8D$S3VJK17Y0WJ$ MBU/+54)Q9FZ1H5*#-*G+C+'3F4Y%6KX,R,'O[8ZO+JQYD-X?0L-XN&PJL7FS M27(2&+.$DDOJXE@,UPE@01F=V>HF7X79]3H>\ZV;0Y3SNS[:BD!SE)V0 C M/RX(L]D49<,65C%Y']+]CM;QZ?D%LS\.U_TD?TP>SW?P:CY-+Y?S?B MC/\ %0.SRY_5IUG?X_T._F[XC\V5_P!*7 _#3[(>32^7\WXH?'T>Z2J2:)M/L MCZ;J*)W_ "Y'D3+<\Y,Y3:Z)W2:)F>I@>5KN_P R3.X(4C0A6N;JYJXLTPMK M0SM63E#*:F?)R&:&#)AQ4Z:9ZBHER7LS #8[@'U))# AM& %4) LU@/3K:YT MT WN0[%3]MOP;<[[^'L]OABW)"!S]-_4>[Q^V>,F)X080C'".+UCO;8?EZ8E M27#_ -W?F&^R$)%UHZ-*.Z[]!S7IRKEEO@DV97&7G;(>)05MC=-\LOLM.R1X M;7^6'!Z9YE;D+CQC-:UV8X,SG4HFL]IC#!"Z11"LB>9!"P6M=P2X?06.F4& MW*&1&4WPIP+P#A]V/L\3XNYWW AD#XIUV=WWY]9_XP*$7MQE/AW$/IR]/J MD>S3^_=%'R>7R.OTC[=?[=\96WR5'L_F=T;'=GKMK;:7AI7IE[2ZH*F471N; M8Z)"%*18@7(].Z58C<&O.30+6UPXH8X8X@+10Q0W#'*Z[J0==): SG?LGLWT MYWB'DZ.3:;G;SBX;6UBW-W%=?O9&T#[2-CH$>BE^S:AZF:4BO3ZSS>U2],IQ4SVDIVCFV)WG[TM2B8V9*K6,Z*G;:X0Y1RN_TGVP?%/>SOZUGUFGWS0T^_^YVZ[MW_0 ,/A[$/K$_N)_##R.5W^D^V+VWR4WLZT+HW+LZJFK]X2(7!(O4-3G4&D(M:W-,E70J5K,N#/0-I<84+I (V]Q+6Z-#K%"+PYP/K"G\,UNZDD%W&1&NK?)L M'N1=QV7#$Q/Y.CER K1Y-!V5;8NA4+*<&_IAVS3EI0TZ:1Y*%.M-U(9)I-*^;$DSEN1+#7YMVF!4WI4J),[S7,J M_.63//+^4*6#+4S'-#V[OD8@@,:B,Q1WQ<^HF3[DDG5RR0[DD@,D6E^K#[.SOAY-+Y?S?B@^*@=GA]^C6?\ C H;M]/[W6_7Q'Y;P^,&(31_#E_AB/4#Z1] @/DH'9X??HUGC>_\(%#?=^#KX;8? M&#$?K$?PY?X8=0/I'T"%;;&NP:TD=GY7Q%J)HQ4/49,T[MTJS-*62UU,FBES MS+ :YE3(TJY444HTBDAX*V"%$(4$?IH@>MQ0&&XQ95>)5=4?SBDG0=E*$BQ> M]O![L6+EC 2AX,^SOIHQ!9W;=M"#>/S&L'R>S1IK>U'5*U058J59EZH%3\V M489A;*=3E2YME!-\!Y&E.G[-Z(0S-1N;'F Q-DH-;@O#D]N^5$\YCK'!!E9. M;EY$"CQ*JI7R%*27U"5#F[9=.Y['0L'+J@=;[6<#7FY.I+DNS'4ARG ^2?\ M9X'G6C632^7\WXHI\5 [/'[]&L[\8%#?YNV(?&#$?K$?PY?X8D\CE= M_I/M@/DH'9X_?HUG^W[8%#?YNVWY?;A\8,1^FC^%+^]/OO#R.5W^D^V%!Z0O M)YM%^C#433?4W2NJ&I]ZGJE[B_+)=:Y]G*ESG**R.9Y.F.2%P>$,NT7E-XC.M6US(XAO]%O32(8LMGA];S7K6DW%*B>DI64D*#'LIU)-V*2P*3E .INY!"8KA M#>IG)MYP1=W.EPPM9&WML>E]N>!;=O/"+8XCP@PGK;Z">IWZ& _,6)Y7P!!MN(12V; *[%@O^6U_EY[>W$8A=O;]FH'OKO!;-_E?\F']?FOA$??P\;^_KC(M/5& 3K;Q.WR_DQ !@T(LBCRSL8M_<3[^GY<1,LK#-Y_OA_FQ!@!R A%D9@('$;7&QL3M<<[PXFA%V$(Q>/OVR_9?KO: YU7R@%!3L7](NZ$7 "'Z/TXFA&&V; *[%@_3^O,7PB% P"I OZ#X[#; ME?)QP\7#??Y/UY[>_#W]_1$?:]_$5XX?'Z#^C"$4\Y!X];-R#X# -^<=<2C,"A<>'HM_;[S^N+XN+^U'R[M?-O@K-\T>>WWG[HC%V)H080C' 8]^.P%KWVM[>O3K?\-O$ML_@=?5[V[X@" M=V'OX[>_,Y,0B,&$(,(1:(ARO<^W_N Q *!T/VPB[$8080@PA!A"#"$&$(Q9 MD-^$^%Q\XVWO?:W/Q\,04,R%)YMZB_<_IB#7!Y/MS'OXZ0D_59J.;M-].\Z; MU"")T=5R[*8Y7:H8X4^4X/:Q,L6"%2KCR,S)1(H4*1>N7+\P6R\J&X,4<,,, M6V<)<+S>*L5IJ&2XRE:YLP%(4A&0N4F9.DH) 9TYG8$AVC0N/N-I?!>#5&(+ M3G7,*)4B6T$EUKEI<)(9?7=I-J:6^>S3O% WR MNHNF%MOZO=7" 6YF$@#8W&1&LG&8L,5O*J07)&\C$DAG.46M)#WL(\@UWY17%OE"RB5+IY:E*'!*F42TVV(FX7.6"S:D-S#D#7/[/#5>2(/J MM9L4,0-P9%IY;K87^"@YD=.1YFVPR1Z),$Q4HEII..9LE:I->0'#-)PHZ*O\K"!M8N'86>T>@S:^=4S4M"C-J(E>LH#MS 1.TGRJG2WO_58+0PM*W?U80";7))!V(3>AOA.>K-+04D E"0O$CK8@9L42 M@VN_(=[Q7D].O&DD2ILS%%)E+5E/^%PQ0W%\N$J7KNP)?7+&_J5]I]5)!-3/ MD5<02\^R/GYH3.:UA:UK3,#:<]4E2AU.0$J_+6(6\Q$N: -K5FP?=9<)(B@C MT?B?H:HZ6GG5>'UIEM*F3!*,E90%2TE029DRNFJ*9F%4%P)F@!;I!ND]I'X>\-F;*TRNO=1E3$TN2,&/1]'T(8%+IT&LG&8L,5O*J07)&\C$DAG.46M)#WL(\@UWY17%OE"RB5+IY:E*'!*F42TVV(FX7.6"S:D-S#D#7/[/#5>2(/J MM9L4,0-P9%IY;K87^"@YD=.1YFVPR1Z),$Q4HEII..9LE:I->0'#-)PHZ*O\K"!M8N'86>T>@S:^=4S4M"C-J(E>LH#MS 1.TGRJG2WO_58+0PM*W?U80";7))!V(3>AOA.>K-+04D E"0O$CK8@9L42 M@VN_(=[Q7D].O&DD2ILS%%)E+5E/^%PQ0W%\N$J7KNP)?7+&_J5]I]5)!-3/ MD5<02\^R/GYH3.:UA:UK3,#:<]4E2AU.0$J_+6(6\Q$N: -K5FP?=9<)(B@C MT?B?H:HZ6GG5>'UIEM*F3!*,E90%2TE029DRNFJ*9F%4%P)F@!;I!ND]I'X>\-F;*TRNO=1E3$TN2,&/1]'T(8%+ #:(M",PQ'*'">)DX9BC<+R+(_/3PL+22$C\S/DJ(+Z%92X'G['TQ<9UW"_ M!DC&\(J&K2$P>;JUF0CU MK$R-3R(AJOHEX0E3J1!D94-.Z)768F79"#+) Q$FR MCE 2=W-A'EN7TT])$\2)=/B"S-G!9"?)\%<"6 I5YF%!.BA9DF^A+18-=^JZ M#;*JYF>\V\B4_/3K>5/:.7ASQ)*Z+^!EARC,'+!\8=O'R\WMS\S-%S*Z8>DFW M65:DG3Y&!N>]DX;STYL+;QC.O#5;$?W6KF:3:]Q@+3\V OUAE2WY^9L-[)G1 M?P.D=E#'>^+C4." PAMX[WY%,Z7NDHL$52B *7@?=:^'/SYCGN L\4-JHK) M=)=+4R2O4#.:'^H4BN;O-ZXRQ**OTDXY+=(T15=Q=I>5)$?[H[N47HYN]$CB MB]7:$/^D/B;AKAGAS$Z:L4BMK45B:D=30*&:4922Y71SI/9"RP0A/9%G*GA'\. MO+5>(>"*KF9P16 'P$I]ONKB_P!2A,(!2@D=*(MB>?3)O1+P?)951(,HK?*T MW%%624@WE8D=B-@+M))O?;:&$FXQ;S^C+@F5-0@2@D*L MKM8K:W_[\J+"^S.K'AA MB%7(R1?E(M/18FUMS*EMS8"XN.@WOBG7=&7!=/*,R1*=1"NSFQ1@R21\NO4" M3KI:X-HKTG2_TCS\5E4TZK7Y/G0_8P09DE 6L,C#!,&N@6[@@:@!:VHOM#I_MI_->93RF;2U9*AD;D4+_ #-,B:%UA5.CBV(N@0=$WYR/A"'"%5#"O7N&8((M' .>7!#,G+#QH'!G1318W+-7550DR%3IR95.),V:%HDK*!,7,36RIB3,RK5 MENDIRDG.?S?1N..G>HP*8<+PU"/*I=/),V>5H4M,^;+$PRT).'3Y),HK 474 MOK1,<97S(O=M>NJ->XYZO*J2E:K)/E2EB5-'+ MT],_']8>O36F6B8,R2)&*$,S'"DD$Y0DLP(.53 E,88->6K."^8*M9L! W MBT]B-KJ[\Y5_D@$@=18TF)R( ]&G Z)=1AXED_.\IQ:8U]617$@V&I'(B(R> MF3I&4\V7B*I@2"0/)\$0202&(5AC[J'R2QN#I&[I'[3RN#*_-F?.J&59BEF) M9PO.0V,V8V3%Z-47$/H=5F.68AB6G8&&*XVVX"+C"<1=#."BBZ_"JB9)["R$MY)R@2A!4ES45R3<@C0,S@"PC8N&?RAN))5>B1B]-+JTF9+2M2IE,A02I8$T MT^&L"$$%)NDDLHVLO[7?7Z=:>T+IO/M'9IA8U\USPS)H7A,WM+Y"OEMWE69W M7]SRY@:7-O,)B2H'&',ARX3PP<,!$$1$'7>!.&:?%.)9F$8A+"Y,D3.L!7,' M;D]:8'E3I:R'"NV)ELNV:_>^E;C6LP#@N1C^#S52JHFF24R5!$LDIJ$$R\WE M%+/EY@Z2I"D,"HNV5TI6T0ZJ^UX9BK2A\ /?PA8%,MO*_-;3+4J-?GE*>- M%"E5A:U2^TK2!#F11<.T,6XM8W'1.DOH_P XBIDH*NMK9A*5 MS4(4&JJR>A(RJ+L@N#JX<DSBSBW'I=)CE4:B3,$\=696&RF,N259B:. MAIE'M !U*)9+@LIH?2\V3$(HXKV/*UO#G8[?FMX''G8D;);O_-XW([SSBA4K*9:B/ MHDCQ8]WF]<1H)YUNZI44Z36B254S,M S3._HVW)BD^GMTC>WNRM%D)0M$JJA M>+N?"8G,1$\^*_%$?6&#]%'#\W!S43987/7($U-ZM+'J4K)88B$O_NV%@&T\ M&<0]-7&U-C2Z276*E(HSIZIQSI$D*\$8?Q'B.6?55)+3%,LYI?65,Y"2ZO)Z2POW]T<=(NGJWY7!&V.^T70?@2*9!MK)RIJTL5YY=0DN2"0%4^))&5RP !(!%V8QY@K_RC.+34*,N3+II:R<@DS*): M"&=):;A4]:3E8W(?NC71UX:KK\!JUFQ01 D_T#4]M<7,(!^"D/,BUQR-KGPR M)Z).$Q42T)I=,Q14 MRF64@GR3"06'R,(7,/;+%TACR2'&^Z6=I[5)LFMCR:J-\N.LD9F?YEQ7,# M2M;7YNR5"I*EB=8C$O<)^AFCHZ:=5T%8I! M$N8M,I4I90E4M"EI!7,Q"8IELEUA,W*%.E*OD1T/AK\H'$CB6'T6)R9=123) MHES:APF?EF$)64HD8D29*63.6!U?J MAMS9G.64V-+UWEKSY7F9T*6'*F%J=$,/V0:T"T1B&",0PQ07$,1,7+.C?A>1 MQ)Q%*H,53E2F3.F*'&)"G!()2VNUFRC7]2MM M%#'5S-,)/+X"T^&Q-Q;^A4'?GX@>.+:7T6\$]95$R?J\KKQ8]62E3@#X0NS@ M;.SCNJ+Z9ND?KS(37+*+A)ZK!&4R"K?#'N0UU'SW$8(-=NJZ/+CRS5O.]2_# M:1J?;=2>+X*C:_\ ;'ESN";8GHNB;@R+;+0A$H+6K.+S,5!+*4;J5B0+6;,= M+&X$49W39T@2%D5&(KERTMF7Y/@RPZ@ D9)>%*42268:G74 K6TC]H-4B:*E M,%.ZM%H?DDR9<;:WS,@29+,XI7I"A5JTY7I4F64[@'2!$!]CVAI$,3GE$0<,M(!Y]TB=$^'8/AB<4P1Y$BERB;)45S$M-7+EN)E373)KYUJ20>M;*R2A)+]F4F4H3)NS59% ^9K;1L6CVMC4[,%6:52V M\5/S7%E2*BR6QNS8)/DE.%#:]34CL3E[ZDE-(M0'T>L)$0,,>YMF0Q>MC5> M*>".#<.P;%:^@I FIET^:2#.Q121,04(26G5:I;ZFZ=2^K$;5P3TK\:XOQ)@ M^$XA4+52SZQ$J:0,*2K(MR;2L.2LBUPE>4\&^/+\L94@9VDL>T/G >I_?S1]F)XF@PA!A"#"$&$(,(080@ MPA!A"+!PF'<6'AN>OS\\0!< Z._LA#*/:WS"LRQJ+2W %68F""%%' 8C#EF*T- MXB3M73=Q#7X5+I*6DGF2B=VB4E F#M)8)49:E@9R,QS!VRMVWC1_R?>$Z#'ZMFOK,:IDU*J8)$J7,=4EIA6Q5U,U"'M,L'JW2>T2JY2(>>@TGZ8X8?4H?2N+A M%C>3V6\1M86CC2$B]N0)&UB<>;?<<08V)B9AQ2K3\IB%NIB&^4 #9_60VT>OY M7"'"TN69DK3>L;5V7G4-INB)3*(X5*2 M5&I-GBT,1)BSTB1,K/"8>MP1N#MBK2<28W35M.M&(U"SU@(S"6I+@[H6A0-C M>VP+O>+'%.!>%Z^@J)%7@M($(E+*;_ #Q^N>YLSHZMB'G]=D"%+_7(^MN+[BX]RX!6_"?"MM#452"M510&>4.1G 2L ;)-ZH)*%JF3E.O,25A?:9+!H=1UJOBV9=#VEU_7Y? J>G&0W1=%D1#S! M5N--)F4JN&';@@)41&PO:$@=+X\\=&4HCI'JY/692A5;VLH)S)"UD-R.5QC'_ M "*O_LJO_PM&:#M*--&T<='*C'KLWR?<[VW)FZ$"XY6/L/#RP7T5\>;R4FW M^V]AL_9=KF5TR]&2R&I)@<@"Z]=6-;$6IG;QUNQ)M&INU)S6Y7G4 M#7-2,(V]0WU#S$B,9467W?*B^ 2B(WC/=0 (@"(AP\7(Q==MZ#ZBHDXIQ!AM M1//E,P416LI2M3TYK4%&9*5)-BV=,S8CM$ QJ7Y1"Z>?A'#U72RB*6:FNZI/ M:0R9DJF4%,MEEP78)"@-0]@F72'J&IYI^<9X5U E>8YIR)DR><3M4+$F;U!; MO0Q?N\]\B<7MN217A=4%@WBPN/';N/=E[M!].$TS++LK(:03VC<)D>&]A;U&>VRSF)4[@]J$R1*5L"29L]9 CA MS%4$3A&(,PPCB(A^Y&,?6]'7&V$R3450RRTA4PE%716EH"C-4"FJ<,$N"$7&M@59\A1]+71OBM=*P^FH5&J60A(-+5AYDS*):XVXGC(-^MR0.HVN1@U=#7%2%(7*KLQ! M#!4ODRP::344JY;*4HJ7+DJ3+!S$+.4)(4H]M*DV"') :PH]5V<*& MSCE3[]=EB?I)1PC>$V -M]QZ6XMX-R+VL(Q9W:>ZDU,'!&VTLL?5']"CY>Q'3^C7J.1WY\CO:=/0!A,NZL;J+? M_(FUNZO(Y'[>ZX3^4EQ)5R@4X+1I<%WJ$JU9K>22C<'D/L,-_O#JJ?7AV>%N M1D9:Q\=G-W7>8_J?O3HK6+%9NM6*UO<25>U[D"QXCCN%'1G#Y*:6E=:)TDI!RA'9^4#9+I'S'I M>-/+X'V(D&=EIU4G9F=6MBI0-1)&42',P S2.SF!!4K,^4B,W9OT8IY5F= M-W$6(87*I*:EG&0F:ZE%"I?6,E:0DI)E*4I652F6&^01VGC'?D^\)8?CU5B M%5C,A-6:4)3*3,"C)(5FRJ4)4]*,PE@F6%()S'-\V'GH=)^F2&'U:'TKB$(M)BE!F,441!!(S(TFU]^1/([;VQYM/$&-IF)F'%:I#A64A3EF8W <@$L1WM:/M7TOA#A9$I4J7@E$P8$)$Q(V [(F!.SBS;QXSOI'TXJ6]3D9=#*<)Q$G51'/3 M2HT)5&T/$;Y^4E3*CPDDF\1.PM:'E6I.),"4J)(EK "#-04E047!1,ES$EPI3W]<1BJB,;? M+%0I\EAMAS_1TO3O-LOH(<\CO 2LSH[-,"+=8=DM@Y\Q:Y(OM[CP*L.)*T M%15(*C/]P4U221$"G[MTX4SF10JX883#ZD42B(BP,,(]4F(@$^>.C)#=)E1*06ZN9B)C+)N F14$!SH$ M* 8G7DXCU#TMKF3.B#ARHZK.9R<-5EZQ(!>0Q[5B[&Y9+E[A]=[/F&4C7= M=\-0UQ,,-/'DQAZBAA;QGQ/TK0B*(JP,WO0B*^*(;PQ$"Y\.D]-*<75A=(<. M34$)G#,J1D*V-SF2AU!ENZE#)H2RFCD70/)PD\6UT[&95.F2JB2)::I97+" MRH#,%.056)2",PN 0DK)?-\YI>RLW)R3]3S,VCX\SA1\!(A)%XA#%"#+<&$ Q M@[;@B_E\GB)IIRU0?*#VD V.Z20=>XC4AH]F&9P%)FR9*IF%"80MDG,DEDD MD@-RU8AP+N#=-&K&+2U'0FHF5DJ*8B0)8F R9DQ>BH%T4U%4IFP,@BMF^D MA"##!W"^9P0GB/HXG&S\(R>(Y^/X9)1+J2I=4D$+,L)R!)*G,PB6+:YB#<@ MKRQH_2'\1%<(X\H+PXS)=&LH,A$U4U,Y2THE$=2.M!SD*&7LE3%1ZHDPR=IX M87.8*\4?:FS*&(V -KX]/=)M4^3)X(KY=656SC%::P0\/GH(*JU$]4$"R@ M32Z@PC8GK:]SN![<7G1XNM0HF7Y1.,OL !NSE2Q<@N]X MM>D2>!QQQ3*J"%RD5[9*G!M$5[*M<0J3ECJ#]S]3H[$"WRW'@,;+Z&L7ZPRU8]-2VC44DKX=L78%N\=VD9D]//#1 M_-)X51^MT8UTX9B[LZL#RZ#FSZ!R(WEIWUTLM8:SR/3B"AC9+V?,ZEY&0_Y< M[Y+H&]2RL_IE'<1)C5LX@U<,!A=8?-11"+<06QI_&/1YBG#6&3\2GXM,G MR'0@I732TDDD(8D5\]6I2QZH9007&4F-[Z/.E/"N,,"R7#O";'P)L=CN01:Y.QM>QQ"69391L[CM6'GU<M_;$LP*7KI9M+G6Q#,S_MAF7M;9=SL}%2";LO- 3-+G-$OJ,D9!B-WA(VO 4 M6_| 5PRHO!-B3Q"+BWOCT#T"5.3%L0I"WY^2GD,S)FD.P)#]#/F2Q(=["/*O MY3E,KX-P;$DN?))M1)#VR^4&F0DN2Q[220,BG""Q9=72+AW"=56IQ>H4$ MUH'YV7(FK4DH["3=T>GY(3)P7,0]8< M44 / D,4+=Y;#A8[="[/>/A> ^TCTPHT*N)GG14[J\I-;)302C.R)0H,4))R(M [2FB3"($\(A)$)&YVN<76']%;?%];5BG7AJ961B5+K\.R@*8E1ZNM4NR0-$J M-CI9[+$NG/@B3(J)]%B$RJFH2%!$JAQ-"G) "[JAE2],@E;%[$F(1T]3%#- M\XSG-^4C*#(F>:9CF+NJDP<2>%[=5;]$I606L2%8N80"?5%QOZ]P"@KL)P: MGH:I11+H:5,MB9"R9!L69)DRBXS! NE_,29:|*6US8,G()#H@7)-LMSB((S822 .$\A MV3I4XGJN&L)D3*()$ZIGA"C,2B8D!)"BDA2% !T#M 9G+%)?,.."]$W"%!QUC ME7@N(5$PTLFE34%,D*EK)OO*&7F02 %%)2I9*@?S.G%XSIZOO2-"'B%3:D"] MSJU*O.P'^IS8VY#?GOOC@Z.FOBZ2"$S:<;#-3TK$? :D[:OX6>/28_)OX/ M%56M_M9SAB-S4MRV/?SXR(ZEU-B-]K12O"-ST)EDV-O8 ++*ARJ;(P(%Q8[CTC|>XUPG*PT8>J2L5)JQ,5-ERCF$E4C($O M)5D ,U1+N[I!8 QSSH9Z,L+XYJ,2G5]14R1(13]4B2P2"L3NNZQ1GH4JR)82 M!ER]HD*?LN''LE:1@V-3JE7'*T4KW)Y6_P!+8%NA/4$||<=5TV\4]8%*739G M_P M(;<$,*> ^S.;$V;?OW_LU\'YE+355K\^LFZ,VAJ#9G?7SQZ4K=EU2B69H M89DRJ@5"SE,M/3:^(BCJ3),TXE52IC2T@H6@T5!UJ&8'(BI(4IT%TDIC;4HTX[-*; MY8E]Z7/4GR6XNK6@7NXQ0_VI(@O M$##'%KV(X[TF855U5-,GSUBF5D"D46#&6 2R8'!*N@5A2UM2I2F0N:;(R8U0;G!6XM[774"@)G72D.O(M"29]$!TKEK

- *M*Q(ERIRU"4Z%F6F3,4D!25(89I5[K.7,$ MY5'-#QQ[+[3L8A]:3#8$;_ ")Z&PW&PJ;@-/B$T=HTAG*38]I*5.FR,K*)'R4, "3: MQCPUB-%)H\]Z,.D(#4M49*"239

%_ZMY?<]FJX\NPOL?2UP3C'$\FDF8?+$]-,?D+F4TI MLZPM12]=425DE:+]G7M-V8U[H4Z1:'A*[JT8S/4E-8D(3-ER9DT@RP4)S(D M4RQD,M651(ZP%(.0JN'7LGM(-*XAA\]47,XX;< ^!]0-OY5R), ¥\[C;IM:W M!IG1CQ2*7+EC"BMP7:NQI. $-FO!/>U[VCT[*Z8^"IDMZE!WUT!CR3U,0G":9 MCF,)5/#=. 'MV5NO=8ED'4A63%P@*_(7QZ]X?H:W"<&IZ"]44(HJ9,H.9PEMN6$NH2E*NR2Y!5T[3KE85LIZ,]-,MJ_SRB7WN1V/,4#("<*E#93N8T@C[I>A&9W; MB\V=H;]"+'SET9%-7TD54]*LP4<3G 7!6%29SG/V2C](I8! 9LN4.,OKKI73 M-INB[AU,TF6I'D$M:B@$!4:9:0#+&8*;Y). ^^YAJVG],YYJW,!E>GC")EF!, MU*7/,1ES:6P9"#(5)4W>0M=532CN0YMY<6X'I$/6WMZ*XDXEPWAN3)FXA.%, MB82E)4B=-=651(2)4F>224'(3\UF[_*W#/#^,\48K5X?A234K$J7.(2+:5EE MAPHDU$ZG ,Q(++!S%RD@#)N\:%-5-A"*39_%87'PWI_0OFYW5)FJPO=G/4R3V:J^5(#I(\L)W:-:V%R]"SJ@R5N< _Y[DS-D+HM:GA9MF*W/)B2.C6U1N4$3=F-3-EQM,,<,$<;U#ELW,>FG"JX2I>]JJYBZ5,Q$M*%2 MZ>6A(7-"IV$E,YP5,KK ([MQ<.T-[WYGI;'6^):/B=@4M4S,JHH\Z $,4$I(!!OER/<@*9KO?CG21/E_'M7B8S)622C%9H)ZPJU#TC?-J1"CB[]>X$%^1(M.8CTE'&JN8F7/ M(ESIJ4D4N%*'5 E$L(RR"9P$L#*4 NP+@.J/17"V]#_AO"YN]JE&N724YF MA57CB%)J%(!FA8E3T2)33"0ULN@ -HV6:4JEI#%#%(Y @@W)$%69^BO<6!) MAG4FX)N.1]IMMAQC'2>%+4)4]1#.?)|':YW'D[@$#11N1JSB-IJL"Z&)QE+] MIDCYP2J5Q"AWRNP14)20*#[8V+1Z4NSRD6H4J313>:9$@GQ*OS&J6 ,5#F9V M6!S>TJN784B-O=YJ=4:U:XP.A;X82V19D1CM;BX3C!8[5<9UM,9&*RE^3$DD MJ3AZ+,[9)*$3FLV4ESS# 1L7#%'T:X772*S!)Z/*U?FI65>+S02, ^W8WM$>FUM\.U)*F+FQ;EWG:|?;B:)H,(080@PA!A"#"$&$(,(080CY3_3 + ^K M&2(Q;>$0;VOS-JA<6M>]S<#$ E SJ9B,KF^YY:>@1 E3I#VO;TW?>_V1H?4%M0F4=0<@+9(FSSV5!F9^0X-;@A%G!H><@*$Z5T0Q&,9<&; %.8((HP8!"8A'< M1'&$:'B_":C"J MVP4%B&#+FC,4E243Y14C,Q5+G2(7D9[0T>E=DJ4+(.= *Y9/*)RN_M2ZH:QGGFFAB*>8G(PH[$<4*(0&$^]>HQZ INGZFER)8FX-,4I*,N9-:EK6) M&&)NQ!<[/XQYFK?R;,05/F>38O3)05.,]+,*B"YT5B2VNQ)!47': +B->CLN M-3&9>..-23$PCI#-;USL1< R5O=5/%#O?N*AA8$7K&_P!D-X]K&'8D6T[IVH4597Y-..)R$8K224K))'4*FGL%@'57I7S;Y* M6+I+7A1-)>RQ1L$V,[Y5*>8)K9VA1 NSI5;Y?R42-SS\C-A4IDKRJB?5L:JO M(X@XM\35';BACS2(83#'K'/3558EA|S#Z"2NFGU(4EVC*SM;+&\|+?DJ2\,Q2EQ#&L0174]$M,Q,B53S*=?6,H)5UDO$E*2$J M/:!E3,R24AG"@JK7!SGK4'324Y1D)1+V0X2[.:.8L^"8E2YK;RW9+!,;5&G M2YJ!N>%8<"7-&80KXSP!.#4-3+I^KG2YH6N7FEI"4+&0(,V4HNZ0_M6%NSV "2E.FBK1'6.@M7%,_3TNDJ-IS)+(1Q#BAAL>5[J0"#SVW!Z#:_CRXVK,'&7SN/LCT<"#<19EY5N*&($CI8[@' M? QWWW%SMU'+ *4P21N;V\; "S>._*(!(!<>;6WKO#: ^O#2C4[4>[TY6T]72B MD^"*:.,IR332Z+FR)07J*6REA0QMS(^7 #6O#@8XL8.F]'?'M+P M-452ZFG55>7HE(R(69)4F:4J?R>>X29IWEF[C,$C)QCI:Z-J_I"DTDFBK)5 M%Y&I:LTV6F>%%756R^44Y'R#]9HQ MF^30GI[JGIO=JA.-0%LH*XZ2>D&EXT51BGIE MT:.,3!EF+$Y6:,)401(D@!61F*E%R'8!E4^B;HVQ/@58JZV56>4A++E2DR M !,%TFHJ,UE)9\J0- IU0YI ;P0Q1CBS?NK7M_;KL!X;VY8Y8"%%Q8' MQ/\ 76.V JRWN>5N9W\#%(LS,|W%PGUQO_:\R1:P(M[3;QWL=\2]IV ?7<"X MVOX,?'N@2P)[K;^$-5ZDNSC;ZL3V[5&D>(I.='K.[Z_,BID@>&=P<"C2(PY M!"^-*MIS8^$EPS '*K&_]-Y9!XNO\&*=U=P[1R:.IHA42I.0U=21*YA5)FST&=ER+6@*Q"4 MF4A3J!EF2K(76G6$;O?9:5Y2K!EL2+J'9:Y,2GS\>?W#N25IF!# MYNT4)N+Q;?000I[DM4.B>% 0;% (VIU,'4W(MC,6Z=J:92KZK"ERG2M*5+JS, 6H$)+## M"24DZ$I)9TO;+X3^335IJD*K\4D34B9+43+IUA75I4%+);%$@9@" H @DNK M1RL75;I(F*I=#Z:T@I!$RM>5(M>=2TIRI6C>9Q)PA2<++X4N73HD3)>54UU-+DH*0Y74I6LE2VS*FB]DC*[:,TM>:&:VT0K.AJ!.R^1%#(B87AJS,E@?G1T$+C3.!$\IO[Z[(LK/F%[F*(B6?55]+3%(S@$;'F!Z*P_IMHJ7*4X=.IXA2S7TXD!2)@%C+RJ!'D3@$N6!+D MD.S$^^\ %?R>N(*[$YE?+KJ-'E51,GK2I#D,L%+$50\$TW#&)DJFT-+3(3,E*6,E3("1+FM+J)*5(S DRE3)BRN>6 HBR@ME[;?/F,0Q)(2$\PN<4*2$;F%###$+VL3 M>W:J;I[EIDR^NPA94$MG%8@G0EAA:6.EB &L"08X'6?DWXB9TP4F+TZ4%1R MB93+S7!8L<06=P_:7VG! N#KS]JYU,9H.9&XTRBL#<":WG<$6N+R4-P+;$&X M'L.+X]/6&IF(2<+]$2R2Z4STK-@20/\ !#4L-0S[FPPJ_P FOBB8A13C=$%! MF_P:VCD/7U2X--DS5%UK-<5)(U9>'+R@A[%(L0[C6M)_]J MQY(2^,TLM"]0*7K"R%: FO2IWT(]#@NIGA1-)^R32,$V-#Y5*=X)M9VE1EK< M^5&YBRD"-S49&8%"9,\(KW(U;&N;R+^D6^)IR@['*&/,(@XH8M7XBZ;JK%,.F M8?025TT^>%!-0E-)1DJGF=+J M5PER=4%87@N:+A)@$$4,,9XX#;+CYYP/Q M3\5L;D8S-IS-"4S4KEIF)2LA25)<$RIJ6!<@9 4N6)8B.I=)O!$_C3A]. 4D MV7(5+GHF)6L*,M)0E02E*>NEFW9[76GYH*;NE. ^BK1+6:@58, ^?)^526I9|^ M2W*7,K*E^8'1UJMMJK[6Y M'C8)L5"UV#Z\]_G'H_*"X%COKX[EMH2KJ\HW-M=Z+3-3V4(V;)?'11+RA%F M/*K-1MX]$OS2ZJCF+!JFV=I MKF)K@63"^1%'HY[?7-V2P+D65*JI,@ M'8;,P^;-F8?)5*ZQ-0 E07-6K15$M19*V[2EFQ[6C8+B[H QK'N(L1Q65B5- M+IL0J5SPA XML 11 R1.htm IDEA: XBRL DOCUMENT

Cover Page	9 Months Ended Sep. 30, 2023
Document Information [Line Items]	
Document Type	S-1
Amendment Flag	false
Entity Registrant Name	Sable Offshore Corp.
Entity Central Index Key	0001831481
Entity Address, State or Province	TX
Entity Incorporation, State or Country Code	DE
Entity Primary SIC Number	1311

Entity Filer Category	Non-accelerated Filer
Entity Emerging Growth Company	true
Entity Small Business	true
Entity Ex Transition Period	false
Entity Address, Address Line One	700 Milam Street, Suite 3300
Entity Address, City or Town	Houston
Entity Address, Postal Zip Code	77002
Entity Tax Identification Number	85-3514078
City Area Code	713
Local Phone Number	579-6106
Business Contact [Member]	
Document Information [Line Items]	
Entity Address, State or Province	TX
Contact Personnel Name	Gregory D. Patrinely
Entity Address, Address Line One	700 Milam Street, Suite 3300
Entity Address, City or Town	Houston
Entity Address, Postal Zip Code	77002
City Area Code	713
Local Phone Number	579-6106

XML 12 R2.htm IDEA: XBRL DOCUMENT

Condensed Balance Sheets - USD ($)	Sep. 30, 2023	Dec. 31, 2022	Dec. 31, 2021
Current assets:			
Cash	$ 709,450	$ 100,256	$ 322,768
Prepaid expenses	246,392	88,212	521,878
Total current assets	955,842	188,468	844,646
Prepaid expenses - non-current		0	78,630
Investment held in Trust Account	63,939,672	290,718,297	287,516,153
Total assets	64,895,514	290,906,765	288,439,429
Current liabilities:			
Accounts payable and accrued expenses	6,153,608	4,625,892	275,500
Excise tax payable	2,308,378	0	
Income taxes payable	785,543	330,151	0
Promissory notes to related parties	1,128,630	370,000	0
Convertible promissory notes – related parties, at fair value	2,645,096	1,409,730	956,115
Total current liabilities	13,021,255	6,735,773	1,231,615
Warrant liabilities	15,154,125	12,149,250	12,647,250
Total liabilities	28,175,380	18,885,023	13,878,865
Commitments and Contingencies			
Class A common stock subject to possible redemption; 6,104,682 and 28,750,000 shares at redemption value at September 30, 2023 and December 31, 2022, respectively ($10.34 and $10.10 at September 30, 2023 and December 31, 2022)	63,123,555	290,347,008	287,500,000
Stockholders' Deficit:			
Preferred stock, $0.0001 par value; 1,000,000 shares authorized; none issued and outstanding			
Additional paid-in capital	0	0	
Accumulated deficit	(26,404,140)	(18,325,985)	(12,940,155)
Total Stockholders' Deficit	(26,403,421)	(18,325,266)	(12,939,436)
Total Liabilities, Common Stock Subject to Possible Redemption and Stockholders' Deficit	64,895,514	290,906,765	288,439,429
Common Class A [Member]			
Stockholders' Deficit:			
Common Stock, Value	719		
Common Class B [Member]			
Stockholders' Deficit:			
Common Stock, Value		$ 719	$ 719

XML 13 R3.htm IDEA: XBRL DOCUMENT

Condensed Balance Sheets (Parenthetical) - $ / shares	Sep. 30, 2023	Aug. 31, 2023	Aug. 29, 2023	Jun. 30, 2023	Mar. 02, 2023	Feb. 27, 2023	Feb. 23, 2023	Dec. 31, 2022	Dec. 31, 2021
Temporary equity shares outstanding	6,104,682							28,750,000	28,750,000
Preferred stock par or stated value per share	$ 0.0001							$ 0.0001	$ 0.0001
Preferred stock shares authorized	1,000,000							1,000,000	1,000,000
Preferred stock shares issued	0							0	0
Preferred stock shares outstanding	0							0	0
Temporary Equity Redemption Price Per Share		$ 10.31	$ 10.31		$ 10.15				
Common Class A [Member]									
Temporary equity shares outstanding	6,104,682		2,328,063	8,432,745		20,317,255	20,317,255	28,750,000	28,750,000
Common stock par or stated value per share	$ 0.0001							$ 0.0001	$ 0.0001
Common stock shares authorized	200,000,000							200,000,000	200,000,000
Common stock shares issued	7,187,500							0	0
Common stock shares outstanding	7,187,500							0	0
Temporary Equity Redemption Price Per Share	$ 10.34							$ 10.1	$ 10
Common Class B [Member]									
Common stock par or stated value per share	$ 0.0001							$ 0.0001	$ 0.0001
Common stock shares authorized	20,000,000							20,000,000	20,000,000
Common stock shares issued	0							7,187,500	7,187,500
Common stock shares outstanding	0							7,187,500	7,187,500

XML 14 R4.htm IDEA: XBRL DOCUMENT

Condensed Statements of Operations - USD ($)	3 Months Ended		9 Months Ended		12 Months Ended	
	Sep. 30, 2023	Sep. 30, 2022	Sep. 30, 2023	Sep. 30, 2022	Dec. 31, 2022	Dec. 31, 2021
Operating costs	$ 996,938	$ 1,281,508	$ 3,485,342	$ 2,012,339	$ 6,150,199	$ 1,682,816
Loss from operations	(996,938)	(1,281,508)	(3,485,342)	(2,012,339)	(6,150,199)	(1,682,816)
Other income (expense):						
Interest income from Trust Account	699,906	1,245,964	3,840,682	1,615,323	3,989,061	16,153
Initial fair value adjustment of promissory note					0	(18,323)
Change in fair value of convertible promissory notes – related parties	(757,488)	1,200	37,804	(21,011)	(170,741)	83,768
Change in fair value of warrant liabilities	(9,271,875)	372,750	(3,004,875)	10,003,125	498,000	6,155,125
Offering costs allocated to warrant					0	(280,829)
Total other (loss) income, net	(9,329,457)	1,619,914	873,611	11,597,437	4,316,320	5,955,894
(Loss) income before income taxes	(10,326,395)	338,406	(2,611,731)	9,585,098	(1,833,879)	4,273,078
Income tax expense	(146,980)	(530,156)	(785,543)	(530,156)	(757,069)	0
Net (loss) income	$ (10,473,375)	$ (191,750)	$ (3,397,274)	$ 9,054,942	$ (2,590,948)	$ 4,273,078
Redeemable Class A Common Stock [Member]						
Other income (expense):						
Weighted average shares outstanding, basic	8,169,859	28,750,000	12,660,640	28,750,000	28,750,000	24,417,808
Weighted average shares outstanding, diluted	8,169,859	28,750,000	12,660,640	28,750,000	28,750,000	24,417,808
Basic, net (loss) income per share	$ (0.68)	$ (0.01)	$ (0.17)	$ 0.25	$ (0.07)	$ 0.14
Diluted, net (loss) income per share	$ (0.68)	$ (0.01)	$ (0.17)	$ 0.25	$ (0.07)	$ 0.14
Non Redeemable Class B Common Stock [Member]						

Other income (expense):				
Weighted average shares outstanding, basic			7,187,500	7,187,500
Weighted average shares outstanding, diluted			7,187,500	7,187,500
Basic, net (loss) income per share			$ (0.07)	$ 0.14
Diluted, net (loss) income per share			$ (0.07)	$ 0.14
Non Redeemable Class A And Class B Common Stock [Member]				
Other income (expense):				
Weighted average shares outstanding, basic	7,187,500	7,187,500	7,187,500	7,187,500
Weighted average shares outstanding, diluted	7,187,500		7,187,500	7,187,500
Basic, net (loss) income per share	$ (0.68)	$ (0.01)	$ (0.17)	$ 0.25
Diluted, net (loss) income per share	$ (0.68)	$ (0.01)	$ (0.17)	$ 0.25

XML 15 R5.htm IDEA: XBRL DOCUMENT

Condensed Statements of Changes In Stockholders' Deficit - USD ($)	Total	Private Placement Warrants [Member]	Common Stock [Member] Common Class A [Member]	Common Stock [Member] Common Class B [Member]	Additional Paid-in Capital [Member]	Additional Paid-in Capital [Member] Private Placement Warrants [Member]	Accumulated Deficit [Member]
Balance at Dec. 31, 2020	$ 23,343		$ 0	$ 719	$ 24,281		$ (1,657)
Balance (Shares) at Dec. 31, 2020			0	7,187,500			
Initial fair value adjustment of convertible promissory notes – related parties	143,440						143,440
Remeasurement of Class A common stock subject to possible redemption	(18,545,672)				(1,190,656)		(17,355,016)
Proceeds received in excess of initial fair value of Private Placement Warrants		$ 1,166,375				$ 1,166,375	
Net (loss) income	4,273,078						4,273,078
Balance at Dec. 31, 2021	(12,939,436)		$ 0	$ 719	0		(12,940,155)
Balance (Shares) at Dec. 31, 2021			0	7,187,500			
Initial fair value adjustment of convertible promissory notes – related parties	52,126						52,126
Net (loss) income	6,421,767						6,421,767
Balance at Mar. 31, 2022	(6,465,543)		$ 0	$ 719	0		(6,466,262)
Balance (Shares) at Mar. 31, 2022			0	7,187,500			
Balance at Dec. 31, 2021	(12,939,436)		$ 0	$ 719	0		(12,940,155)
Balance (Shares) at Dec. 31, 2021			0	7,187,500			
Remeasurement of Class A common stock subject to possible redemption	(750,183)						
Net (loss) income	9,054,942						
Balance at Sep. 30, 2022	(4,582,551)		$ 0	$ 719	0		(4,583,270)
Balance (Shares) at Sep. 30, 2022			0	7,187,500			
Balance at Dec. 31, 2021	(12,939,436)		$ 0	$ 719	0		(12,940,155)
Balance (Shares) at Dec. 31, 2021			0	7,187,500			
Initial fair value adjustment of convertible promissory notes – related parties	52,126						52,126
Remeasurement of Class A common stock subject to possible redemption	(2,847,008)				0		(2,847,008)
Net (loss) income	(2,590,948)						(2,590,948)
Balance at Dec. 31, 2022	(18,325,266)		$ 0	$ 719	0		(18,325,985)
Balance (Shares) at Dec. 31, 2022			0	7,187,500			
Balance at Mar. 31, 2022	(6,465,543)		$ 0	$ 719	0		(6,466,262)
Balance (Shares) at Mar. 31, 2022			0	7,187,500			
Remeasurement of Class A common stock subject to possible redemption	(84,375)						(84,375)
Net (loss) income	2,824,925						2,824,925
Balance at Jun. 30, 2022	(3,724,993)		$ 0	$ 719	0		(3,725,712)
Balance (Shares) at Jun. 30, 2022			0	7,187,500			
Remeasurement of Class A common stock subject to possible redemption	(665,808)						(665,808)
Net (loss) income	(191,750)						(191,750)
Balance at Sep. 30, 2022	(4,582,551)		$ 0	$ 719	0		(4,583,270)
Balance (Shares) at Sep. 30, 2022			0	7,187,500			
Balance at Dec. 31, 2022	(18,325,266)		$ 0	$ 719	0		(18,325,985)
Balance (Shares) at Dec. 31, 2022			0	7,187,500			
Initial fair value adjustment of convertible promissory notes – related parties	42,205						42,205
Remeasurement of Class A common stock subject to possible redemption	(1,776,354)						(1,776,354)
Excise tax on Class A common stock redemptions	(2,068,297)						(2,068,297)
Net (loss) income	2,036,482						2,036,482
Balance at Mar. 31, 2023	(20,091,230)		$ 0	$ 719	0		(20,091,949)
Balance (Shares) at Mar. 31, 2023			0	7,187,500			
Balance at Dec. 31, 2022	(18,325,266)		$ 0	$ 719	0		(18,325,985)
Balance (Shares) at Dec. 31, 2022			0	7,187,500			
Remeasurement of Class A common stock subject to possible redemption	(2,905,703)						
Net (loss) income	(3,397,274)						
Balance at Sep. 30, 2023	(26,403,421)		$ 719	$ 0	0		(26,404,140)
Balance (Shares) at Sep. 30, 2023			7,187,500	0			
Balance at Mar. 31, 2023	(20,091,230)		$ 0	$ 719	0		(20,091,949)
Balance (Shares) at Mar. 31, 2023			0	7,187,500			
Initial fair value adjustment of convertible promissory notes – related parties	186,194						186,194
Remeasurement of Class A common stock subject to possible redemption	(626,422)						(626,422)
Net (loss) income	5,039,619						5,039,619
Balance at Jun. 30, 2023	(15,491,839)		$ 0	$ 719	0		(15,492,558)
Balance (Shares) at Jun. 30, 2023			0	7,187,500			
Initial fair value adjustment of convertible promissory notes – related parties	304,801						304,801
Remeasurement of Class A common stock subject to possible redemption	(502,927)						(502,927)
Conversion of Class B common stock to Class A common stock			$ 719	$ (719)			
Conversion of Class B common stock to Class A common stock (Shares)			7,187,500	(7,187,500)			
Excise tax on Class A common stock redemptions	(240,081)						(240,081)
Net (loss) income	(10,473,375)						(10,473,375)
Balance at Sep. 30, 2023	$ (26,403,421)		$ 719	$ 0	$ 0		$ (26,404,140)
Balance (Shares) at Sep. 30, 2023			7,187,500	0			

XML 16 R6.htm IDEA: XBRL DOCUMENT

Condensed Statements of Cash Flows - USD ($)	9 Months Ended		12 Months Ended	
	Sep. 30, 2023	Sep. 30, 2022	Dec. 31, 2022	Dec. 31, 2021
Cash flows from operating activities:				
Net (loss) income	$ (3,397,274)	$ 9,054,942	$ (2,590,948)	$ 4,273,078
Adjustments to reconcile net income to net cash used in operating activities:				
Interest income from Trust Account	(3,840,682)	(1,615,323)	(3,989,061)	(16,153)
Initial fair value adjustment of promissory note			0	18,323
Change in fair value of convertible promissory notes – related parties	(37,804)	21,011	170,741	(83,768)
Change in fair value of warrant liabilities	3,004,875	(10,003,125)	(498,000)	(6,155,125)
Offering costs allocated to warrants			0	280,829
Changes in current assets and current liabilities:				
Prepaid expenses	(158,180)	362,012	512,296	(600,508)
Accounts payable and accrued expenses	1,527,716	812,797	4,350,391	275,500
Income taxes payable	455,392	530,156	330,151	0
Net cash used in operating activities	(2,445,957)	(837,530)	(1,714,430)	(2,007,824)
Cash flows from investing activities:				
Investment of cash into Trust Account			0	(287,500,000)
Cash withdrawn from Trust Account in connection with redemptions	230,129,156	0	786,918	0
Cash Withdrawn From Trust Accounts To Pay Taxes	490,151	320,000		
Net cash provided by investing activities	230,619,307	320,000	786,918	(287,500,000)
Cash flows from financing activities:				
Payments for redemptions of Class A common stock	(230,129,156)	0		
Proceeds from convertible promissory notes – related parties	1,080,000	335,000		
Proceeds from Initial Public Offering, net of underwriters' discount			0	281,750,000
Proceeds from issuance of Private Placement Warrants			0	7,750,000
Proceeds from promissory notes – related parties	1,485,000	0	705,000	1,196,548
Proceeds from convertible promissory notes – related parties			0	(75,174)
Payments of offering costs			0	(799,796)
Net cash (used in) provided by financing activities	(227,564,156)	335,000	705,000	289,821,578
Net Change in Cash	609,194	(182,530)	(222,512)	313,754
Cash, beginning of the period	100,256	322,768	322,768	9,014
Cash, end of the period	709,450	140,238	100,256	322,768
Supplemental disclosure of noncash investing and financing activities				
Conversion of Promissory Notes to Convertible Promissory Notes	726,370	0		
Initial value of Class A common stock subject to possible redemption			0	268,954,328
Initial measurement of fair value of Convertible Promissory Notes	(533,200)	(52,126)	(52,126)	(143,440)
Remeasurement of Class A common stock subject to possible redemption	2,905,703	750,183	2,847,008	18,545,672
Initial fair value of warrant liabilities			0	18,802,375
Excise tax payable as a result of redemptions of Class A common stock	2,308,378	0		
Supplemental Disclosure of Cash Flow Information:				
Payment of cash taxes	$ 330,151	$ 0	$ 426,918	$ 0

XML 17 R7.htm IDEA: XBRL DOCUMENT

Organization, and Business Operations	9 Months Ended Sep. 30, 2023	12 Months Ended Dec. 31, 2022
Organization, Consolidation and Presentation of Financial Statements [Abstract]		
Organization, and Business Operations	**Note 1 — Organization, and Business Operations**	**NOTE 1 — ORGANIZATION, BUSINESS OPERATIONS AND GOING CONCERN**

Organization and General

Flame Acquisition Corp. (the "Company") was incorporated in Delaware on October 16, 2020. The Company was formed for the purpose of entering into a merger, capital stock exchange, asset acquisition, stock purchase, reorganization or similar business combination with one or more businesses (a "Business Combination"). The Company is not limited to a particular industry or geographic region for purposes of consummating a Business Combination. The Company is an early stage and emerging growth company and, as such, the Company is subject to all of the risks associated with early stage and emerging growth companies. The Company has selected December 31 as its fiscal year end.

On November 2, 2022, the Company entered into an agreement and plan of merger, dated as of November 2, 2022 (as it may be amended, supplemented, or otherwise modified from time to time, the "Merger Agreement"), with Sable Offshore Corp., a Texas corporation ("SOC"), and Sable Offshore Holdings, LLC, a Delaware limited liability company and the parent company of SOC ("Holdco" and, together with SOC, "Sable"), as fully disclosed in the Current Report on Form 8-K filed by the Company with the U.S Securities and Exchange Commission ("SEC") on November 2, 2022. The Merger Agreement provides for, among other things, the following transactions at the closing: (i) Holdco will merge with and into the Company, with the Company surviving the merger (the "Holdco Merger"), and (ii) immediately following the effective time of the Holdco Merger, SOC will merge with and into the Company, with the Company surviving the merger (the "SOC Merger"). The Holdco Merger together with the SOC Merger are referred to as the "Merger," and the Merger and other transactions contemplated by the Merger Agreement are referred to as the "Business Combination." In connection with the Business Combination, the Company will change its name to Sable Offshore Corp. The independent members of the board of directors of the Company (the "Board") approved, and recommended that the Board approve, the Merger Agreement and the transactions contemplated thereby. Subsequently, the Board approved the Merger Agreement and the transactions contemplated thereby.

The obligations of the parties to consummate the Business Combination are subject to the satisfaction or waiver of certain customary closing conditions. The closing of the Merger is expected to occur on the third business day after the satisfaction or waiver (if legally permissible) of the conditions set forth in the Merger Agreement, except as otherwise mutually agreed by the parties. The Merger Agreement may be terminated under certain customary and limited circumstances at any time prior to the Closing and the Company can provide no assurance that the Business Combination will be consummated at the expected time, or at all.

In connection with the Business Combination, Holdco entered into subscription agreements (the "Sable PIPE Subscription Agreements") with certain investors (the "Sable PIPE Investors"), pursuant to which the Sable PIPE Investors agreed to purchase, in the aggregate, 7,450,000 limited liability company membership interests in Holdco designated as Class B shares at $10.00 per share, for an aggregate commitment amount of approximately $74,500,000 (the "Sable PIPE Investment").

The Sable PIPE Subscription Agreements provide that, in the event the Merger is consummated, the Sable PIPE Investors will be deemed to have subscribed for and will purchase our Class A common stock at the same price per share and, by operation of law pursuant to the Merger, the Company will have succeeded to Holdco's obligations under the Sable PIPE Subscription Agreements. The Sable PIPE Subscription Agreements provide that, if the Merger is consummated, we must file a registration statement within 30 calendar days after consummation of the Merger registering the resale of the shares of our Class A common stock issued to the Sable PIPE Investors, and must use our commercially reasonable efforts to have the registration statement declared effective by the SEC by the earlier of (i) the 90th calendar day (or 120th calendar day if the SEC notifies us that
it will review the registration statement) following the closing of the Merger and (ii) the 10th business day after the date we are notified (orally or in writing, whichever is earlier) by the SEC that the registration statement will not be reviewed or will not be subject to further review. We thereafter will be required to maintain a registration statement that is continuously effective and to cause the registration statement to regain effectiveness in the event that it ceases to be effective.

On November 10, 2022, the Company filed a preliminary proxy statement relating to the Business Combination (as amended, the "Proxy Statement"), which included a recommendation of the Board to the Company's stockholders that they approve the proposals included in the Proxy Statement. The Company also filed amended preliminary proxy statements on December 23, 2022, January 27, 2023 and September 14, 2023 for the purpose of addressing SEC Staff comments.

On February 27, 2023, at a special meeting of stockholders, the Company's stockholders voted to approve an amendment (the "First Extension Amendment Proposal") to the amended and restated certificate of incorporation to extend the date by which the Company must complete a business combination (the "First Extension") from March 1, 2023, to September 1, 2023 (the "First Extended Date"). In connection with the

Organization and General

Flame Acquisition Corp. (the "Company") was incorporated in Delaware on October 16, 2020. The Company was formed for the purpose of entering into a merger, capital stock exchange, asset acquisition, stock purchase, reorganization or similar business combination with one or more businesses (a "Business Combination"). The Company is not limited to a particular industry or geographic region for purposes of consummating a Business Combination. The Company is an early stage and emerging growth company and, as such, the Company is subject to all of the risks associated with early stage and emerging growth companies. The Company has selected December 31 as its fiscal year end.

On November 2, 2022, the Company entered into an agreement and plan of merger, dated as of November 2, 2022 (as it may be amended, supplemented, or otherwise modified from time to time, the "Merger Agreement"), with Sable Offshore Corp., a Texas corporation ("SOC"), and Sable Offshore Holdings, LLC, a Delaware limited liability company and the parent company of SOC ("Holdco" and, together with SOC, "Sable"), as fully disclosed in the Current Report on Form 8-K filed by the Company with the SEC on November 2, 2022. The Merger Agreement provides for, among other things, the following transactions at the closing: (i) Holdco will merge with and into the Company, with the Company surviving the merger (the "Holdco Merger"), and (ii) immediately following the effective time of the Holdco Merger, SOC will merge with and into the Company, with the Company surviving the merger (the "SOC Merger"). The Holdco Merger together with the SOC Merger are referred to as the "Merger," and the Merger and other transactions contemplated by the Merger Agreement are referred to as the "Business Combination." In connection with the Business Combination, the Company will change its name to Sable Offshore Corp. The independent members of the board of directors of the Company (the "Board") approved, and recommended that the Board approve, the Merger Agreement and the transactions contemplated thereby. Subsequently, the Board approved the Merger Agreement and the transactions contemplated thereby.

The obligations of the parties to consummate the Business Combination are subject to the satisfaction or waiver of certain customary closing conditions. The closing of the Merger is expected to occur on the third business day after the satisfaction or waiver (if legally permissible) of the conditions set forth in the Merger Agreement, except as otherwise mutually agreed by the parties. The Merger Agreement may be terminated under certain customary and limited circumstances at any time prior to the Closing and the Company can provide no assurance that the Business Combination will be consummated at the expected time, or at all.

In connection with the Business Combination, Holdco entered into subscription agreements (the "Sable PIPE Subscription Agreements") with certain investors (such investors, the "Sable PIPE Investors"), pursuant to which the Sable PIPE Investors agreed to purchase, in the aggregate, 7,450,000 limited liability company membership interests in Holdco designated as Class B shares at $10.00 per share, for an aggregate commitment amount of approximately $74,500,000 (the "Sable PIPE Investment").

The Sable PIPE Subscription Agreements provide that, in the event the Merger is consummated, the Sable PIPE Investors will be deemed to have subscribed for and will purchase our Class A common stock at the same price per share and, by operation of law pursuant to the Merger, we will have succeeded to Holdco's obligations under the Sable PIPE Subscription Agreements. The Sable PIPE Subscription Agreements provide that, if the Merger is consummated, we must file a registration statement within 30 calendar days after consummation of the Merger registering the resale of the shares of our Class A common stock issued to the Sable PIPE Investors, and must use our commercially reasonable efforts to have the registration statement declared effective by the SEC by the earlier of (i) the 90th calendar day (or 120th calendar day if the SEC notifies us that it will review the registration statement) following the closing of the Merger and (ii) the 10th business day after the date we are notified (orally or in writing, whichever is earlier) by the SEC that the registration statement will not be reviewed or will not be subject to further review. We thereafter will be required to maintain a registration statement that is continuously effective and to cause the registration statement to regain effectiveness in the event that it ceases to be effective.

First Extension, stockholders holding 20,317,255 shares of Class A common stock exercised their right to redeem such shares for a pro rata portion of the funds in the Trust Account, representing approximately 70.67% of our then issued and outstanding Class A common stock. As a result, $206,121,060 (approximately $10.15 per share) was removed from the Trust Account to pay such redeeming holders on March 2, 2023.

On June 13, 2023, Sable, Exxon Mobil Corporation ("Exxon") and Mobil Pacific Pipeline Company ("MPPC," and together with Exxon, "EM") entered into a First Amendment (the "Amendment") to the Purchase and Sale Agreement dated November 1, 2022 among Sable and EM. Pursuant to the Amendment, Sable and EM agreed to amend the Sable-EM Purchase Agreement to, among other things, provide that the closing of the transactions contemplated by the Sable-EM Purchase Agreement was scheduled to take place on June 30, 2023 (the "Sable-EM Scheduled Closing Date"), unless one or more of the conditions to closing described in the Sable-EM Purchase Agreement was not satisfied as of the Sable-EM Scheduled Closing Date, in which case the closing would be held three business days after all such conditions were satisfied or waived, or such other date as the parties may mutually agree in writing, but in no event later than December 31, 2023. The Amendment also lowers the "Minimum Cash Threshold" (as defined in the Sable-EM Purchase Agreement) from $200,000,000 to $150,000,000.

On June 30, 2023, the Company and Sable entered into a Second Amendment to the Merger Agreement, pursuant to which the parties agreed to extend the date by which the parties must consummate the Business Combination, or otherwise either Flame or Sable may terminate the Merger Agreement, from June 30, 2023, to March 1, 2024.

On August 22, 2023, we issued an aggregate of 7,187,500 shares of Class A common stock to the Sponsor, FL Co-Investment, Intrepid Financial Partners, our independent directors and certain of our executive officers, upon the conversion of an equal number of shares of Class B common stock (the "Class B Conversion"). The 7,187,500 shares of Class A common stock issued in connection with the Class B Conversion are subject to the same restrictions as applied to the shares of Class B common stock before the Class B Conversion, including, among other things, certain transfer restrictions, waiver of redemption rights and the obligation to vote in favor of an initial business combination, as described in the prospectus for the Initial Public Offering ("IPO") described below. After the Class B Conversion, no shares of Class B common stock remained outstanding.

On August 29, 2023, at a special meeting of stockholders, the Company's stockholders voted to approve a proposal (the "Second Extension Amendment Proposal") to amend the amended and restated certificate of incorporation to extend the date by which the Company must complete a business combination (the "Second Extension") from September 1, 2023, to March 1, 2024 (the "Second Extension Amendment"). In connection with the Second Extension, stockholders holding 2,328,063 shares of Class A common stock exercised their right to redeem such shares for a pro rata portion of the funds in the Trust Account, representing approximately
27.61% of our then issued and outstanding Class A common stock. As a result, $24,008,096 (approximately $10.31 per share) was removed from the Trust Account to pay such redeeming holders on August 31, 2023.

On August 29, 2023, in connection with the Second Extension, we filed the Second Extension Amendment to the Company's amended and restated certificate of incorporation with the Secretary of State of the State of Delaware. The Second Extension Amendment extends the date by which we must consummate our initial business combination from September 1, 2023 to March 1, 2024.

As of September 30, 2023, the Company had not yet commenced any operations. All activity through September 30, 2023 relates to the Company's formation, the IPO and, since the closing of the IPO, the search for a target for our initial Business Combination, and since the signing of the Merger Agreement, completing our initial Business Combination. The Company will not generate any operating revenues until after the completion of its initial business combination, at the earliest. The Company will generate non-operating income in the form of interest income on cash and cash equivalents from the proceeds derived from the IPO and non-operating income or expense from changes in the fair value of warrant liabilities and convertible promissory notes.

Financing

The registration statement for the Company's IPO was declared effective on February 24, 2021 (the "Effective Date"). On March 1, 2021, the Company consummated the IPO of 28,750,000 units (the "Units" and, with respect to the common stock included in the Units sold, the "Public Shares"), at $10.00 per Unit, generating gross proceeds of $287,500,000, which is discussed in Note 3.

Simultaneously with the closing of the IPO, the Company consummated the sale of 7,750,000 warrants (the "Private Placement Warrants"), at a price of $1.00 per Private Placement Warrant, which is discussed in Note 4.

Trust Account

Following the closing of the IPO on March 1, 2021, an amount of $287,500,000 from the net proceeds of the sale of the Units in the IPO and the sale of the Private Placement Warrants was placed in a trust account ("Trust Account") which is invested in U.S. government securities, within the meaning set forth in Section 2(a)(16) of the Investment Company Act, with a maturity of 185 days or less or in any open-ended investment company that holds itself out as a money market fund meeting the conditions of Rule 2a-7 of the Investment Company Act, as determined by the Company. However, to mitigate the risk of our being deemed to be an unregistered investment company (including under the subjective test of Section 3(a)(1)(A) of the Investment Company Act) and thus subject to regulation under the Investment Company Act, on February 21, 2023, we instructed American Stock Transfer & Trust Company, the trustee with respect to the Trust Account, to liquidate the investments previously held in the Trust Account and to hold all funds in the Trust Account in cash (which may include an interest bearing demand deposit account at a national bank) until the earlier of the consummation of our initial business combination or the liquidation of the Company. Except with respect to interest earned on the funds held in the Trust Account that may be released to the Company to pay its tax obligations (see Note 2), the proceeds from the IPO and the sale of the Private Placement Warrants will not be released from the Trust Account until the earliest of (a) the completion of the Company's initial business combination, (b) the redemption of any Public Shares properly submitted in connection with a stockholder vote to amend the Company's amended and restated certificate of incorporation, and (c) the redemption of the Company's Public Shares if the Company is unable to complete the initial business combination by March 1, 2024, subject to applicable law. The proceeds deposited in the Trust Account could become subject to the claims of the Company's creditors, if any, which could have priority over the claims of the Company's public stockholders.

Initial Business Combination

The Company's management has broad discretion with respect to the specific application of the net proceeds of the IPO, although substantially all of the net proceeds are intended to be generally applied toward consummating a business combination.

The Company's business combination must be with one or more target businesses that together have a fair market value equal to at least 80% of the balance in the Trust Account (net of taxes payable) at the time of the signing of an agreement to enter into a business combination. However, the Company will only complete a business combination if the post-business combination company owns or acquires 50% or more of the outstanding voting securities of the target or otherwise acquires a controlling interest in the target sufficient for it not to be required to register as an investment company under the Investment Company Act. There is no assurance that the Company will be able to successfully effect a business combination.

The Company will provide its public stockholders with the opportunity to redeem all or a portion of their Public Shares upon the completion of the initial business combination either (i) in connection with a stockholder meeting called to approve the initial business combination or (ii) by means of a tender offer. The decision as to whether the Company will seek stockholder approval of a proposed initial business combination or conduct a tender offer will be made by the Company, solely in its discretion. The stockholders will be entitled to redeem their shares for a pro rata portion of the amount then on deposit in the Trust Account (initially $10.00 per share, plus any pro rata interest earned on the funds held in the Trust Account and not previously released to the Company to pay its tax obligations).

The shares of common stock subject to redemption are recorded at a redemption value and classified as temporary equity upon the completion of the IPO, in accordance with Accounting Standards Codification ("ASC") Topic 480, "Distinguishing Liabilities from Equity" ("ASC 480"). The Company will proceed with a business combination if the Company has net tangible assets of at least $5,000,001 either immediately prior to or upon consummation of a business combination and, if the Company seeks stockholder approval, a majority of the issued and outstanding shares voted are voted in favor of the business combination.

The Company has until March 1, 2024 to consummate a business combination (the "Combination Period"). However, if the Company is unable to complete a business combination within the Combination Period, the Company will redeem 100% of the outstanding Public Shares for a pro rata portion of the funds held in the Trust Account, equal to the aggregate amount then on deposit in the Trust Account including interest earned on the funds held in the Trust Account and not previously released to the Company for the payment of taxes, and less up to $100,000 of interest to pay dissolution expenses, divided by the number of then outstanding Public Shares, subject to applicable law, and then seek to dissolve and liquidate.

Flame Acquisition Sponsor, LLC a Delaware company (the "Sponsor"), and the Company's officers and directors have agreed to (i) waive their redemption rights with respect to their Founder Shares (see Note 5), Private Placement Warrants and Public Shares in connection with the completion of the initial business combination, (ii) waive their redemption rights with respect to their Founder Shares and Public Shares in connection with a stockholder vote to approve an amendment to the Company's amended and restated certificate of incorporation, and (iii) waive their rights to liquidating distributions from the Trust Account with

The foregoing description of the Sable PIPE Subscription Agreements does not purport to be complete and is qualified in its entirety by reference to the full text of the form Sable PIPE Subscription Agreement filed as an exhibit to our Current Report on Form 8-K, filed with the SEC on November 2, 2022.

On November 10, 2022, the Company filed a preliminary proxy statement relating to the Business Combination (as amended, the "Proxy Statement"), which included a recommendation of the Board to the Company's stockholders that they approve the proposals included in the Proxy Statement. The Company also filed amended preliminary proxy statements on December 23, 2022 and January 27, 2023 for the purpose of addressing U.S. Securities and Exchange Commission Staff comments.

As of December 31, 2022, the Company had not yet commenced any operations. All activity through December 31, 2022 relates to the Company's formation, the Initial Public Offering ("IPO") described below and, since the closing of the IPO, the search for a target for our initial Business Combination. The Company will not generate any operating revenues until after the completion of its initial business combination, at the earliest. The Company will generate non-operating income in the form of interest income on cash and cash equivalents from the proceeds derived from the IPO and non-operating income or expense from changes in the fair value of warrant liabilities and convertible promissory notes.

Financing

The registration statement for the Company's IPO was declared effective on February 24, 2021 (the "Effective Date"). On March 1, 2021, the Company consummated the IPO of 28,750,000 units (the "Units" and, with respect to the common stock included in the Units being offered, the "Public Shares"), at $10.00 per Unit, generating gross proceeds of $287,500,000, which is discussed in Note 3.

Simultaneously with the closing of the IPO, the Company consummated the sale of 7,750,000 warrants (the "Private Placement Warrants"), at a price of $1.00 per Private Placement Warrant, which is discussed in Note 4.

Transaction costs amounted to $6,607,751 consisting of $5,750,000 of underwriting fees and $857,751 of other offering costs. Of the total transaction costs, $280,829 was allocated to expense as non-operating expense in the statement of operations for the year ended December 31, 2021 with the rest of the offering costs allocated among common stock subject to possible redemption and stockholders' deficit. The transaction costs were allocated based on the with and without method, compared to the total offering proceeds, between the fair value of the public warrant liabilities and the Class A common stock.

Trust Account

Following the closing of the IPO on March 1, 2021, an amount of $287,500,000 from the net proceeds of the sale of the Units in the IPO and the sale of the Private Placement Warrants was placed in a trust account ("Trust Account") which is invested in U.S. government securities, within the meaning set forth in Section 2(a)(16) of the Investment Company Act, with a maturity of 185 days or less or in any open-ended investment company that holds itself out as a money market fund meeting the conditions of Rule 2a-7 of the Investment Company Act, as determined by the Company. However, to mitigate the risk of our being deemed to be an unregistered investment company (including under the subjective test of Section 3(a)(1)(A) of the Investment Company Act) and thus subject to regulation under the Investment Company Act, on February 21, 2023, we instructed American Stock Transfer & Trust Company, the trustee with respect to the Trust Account, to liquidate the investments previously held in the Trust Account and to hold all funds in the Trust Account in cash (which may include an interest bearing demand deposit account at a national bank) until the earlier of the consummation of our initial business combination or the liquidation of the Company. Except with respect to interest earned on the funds held in the Trust Account that may be released to the Company to pay its tax obligations (see Note 2), the proceeds from the IPO and the sale of the Private Placement Warrants will not be released from the Trust Account until the earliest of (a) the completion of the Company's initial business combination, (b) the redemption of any Public Shares properly submitted in connection with a stockholder vote to amend the Company's amended and restated certificate of incorporation, and (c) the redemption of the Company's Public Shares if the Company is unable to complete the initial business combination within 24 months from the closing of the IPO (See Note 11 – Subsequent Events for further discussion of the extension from March 1, 2023 to September 1, 2023), subject to applicable law. The proceeds deposited in the Trust Account could become subject to the claims of the Company's creditors, if any, which could have priority over the claims of the Company's public stockholders.

Initial Business Combination

The Company's management has broad discretion with respect to the specific application of the net proceeds of the IPO, although substantially all of the net proceeds are intended to be generally applied toward consummating a business combination.

The Company's business combination must be with one or more target businesses that together have a fair market value equal to at least 80% of the balance in the Trust Account (net of taxes payable) at the time of the signing of an agreement to enter into a business combination. However, the Company will only complete a business combination if the post-business combination company owns or acquires 50% or more of the outstanding voting securities of the target or otherwise acquires a controlling interest in the target sufficient for it not to be required to register as an investment company under the Investment Company Act. There is no assurance that the Company will be able to successfully effect a business combination.

The Company will provide its public stockholders with the opportunity to redeem all or a portion of their Public Shares upon the completion of the initial business combination either (i) in connection with a stockholder meeting called to approve the initial business combination or (ii) by means of a tender offer. The decision as to whether the Company will seek stockholder approval of a proposed initial business combination or conduct a tender offer will be made by the Company, solely in its discretion. The stockholders will be entitled to redeem their shares for a pro rata portion of the amount then on deposit in the Trust Account (initially $10.00 per share, plus any pro rata interest earned on the funds held in the Trust Account and not previously released to the Company to pay its tax obligations).

The shares of common stock subject to redemption are recorded at a redemption value and classified as temporary equity upon the completion of the IPO, in accordance with Accounting Standards Codification ("ASC") Topic 480, "Distinguishing Liabilities from Equity" ("ASC 480"). The Company will proceed with a business combination if the Company has net tangible assets of at least $5,000,001 either immediately prior to or upon consummation of a business combination and, if the Company seeks stockholder approval, a majority of the issued and outstanding shares voted are voted in favor of the business combination.

The Company has 24 months from the closing of the IPO (See Note 11 – Subsequent Events for further discussion of the extension from March 1, 2023 to September 1, 2023, with the ability to further extend with stockholder approval) to consummate a business combination (the "Combination Period"). However, if the Company is unable to complete a business combination within the Combination Period, the Company will redeem 100% of the outstanding Public Shares for a pro rata portion of the funds held in the Trust Account, equal to the aggregate amount then on deposit in the Trust Account including interest earned on the funds held in the Trust Account and not previously released to the Company for the payment of taxes, and less up to $100,000 of interest to pay dissolution expenses, divided by the number of then outstanding Public Shares, subject to applicable law, and then seek to dissolve and liquidate.

Flame Acquisition Sponsor, LLC a Delaware company (the "Sponsor"), and the Company's officers and directors have agreed to (i) waive their redemption rights with respect to their Founder Shares (see Note 5), Private Placement Warrants and Public Shares in connection with the completion of the initial business combination, (ii) waive their redemption rights with respect to their Founder Shares and Public Shares in connection with a stockholder vote to approve an amendment to the Company's amended and restated certificate of incorporation, and (iii) waive their rights to liquidating distributions from the Trust Account with respect to their Founder Shares and Private Placement Warrants if the Company fails to complete the initial business combination within the Combination Period.

The Sponsor has agreed that it will be liable to the Company if and to the extent any claims by a third party for services rendered or products sold to the Company, or a prospective target business with which the Company has entered into a written letter of intent, confidentiality or similar agreement or business combination agreement, reduce the amount of funds in the Trust Account to below the lesser of (i) $10.00 per Public Share and (ii) the actual amount per Public Share held in the trust account as of the date of the liquidation of the Trust Account, if less than $10.00 per share due to reductions in the value of the trust assets, less taxes payable, provided that such liability will not apply to any claims by a third party or prospective target business who executed a waiver of any and all rights to the monies held in the Trust Account (whether or not such waiver is enforceable) nor will it apply to any claims under the Company's indemnity of the underwriters of the IPO against certain liabilities, including liabilities under the

respect to their Founder Shares and Private Placement Warrants if the Company fails to complete the initial business combination within the Combination Period.

The Sponsor has agreed that it will be liable to the Company if and to the extent any claims by a third party for services rendered or products sold to the Company, or a prospective target business with which the Company has entered into a written letter of intent, confidentiality or similar agreement or business combination agreement, reduce the amount of funds in the Trust Account to below the lesser of (i) $10.00 per Public Share and (ii) the actual amount per Public Share held in the Trust Account as of the date of the liquidation of the Trust Account, if
less than $10.00 per share due to reductions in the value of the trust assets, less taxes payable, provided that such liability will not apply to any claims by a third party or prospective target business who executed a waiver of any and all rights to the monies held in the Trust Account (whether or not such waiver is enforceable) nor will it apply to any claims under the Company's indemnity of the underwriters of the IPO against certain liabilities, including liabilities under the Securities Act. However, the Company has not asked the Sponsor to reserve for such indemnification obligations. The Company has not independently verified whether the Sponsor has sufficient funds to satisfy its indemnity obligations and believes that the Sponsor's only assets are securities of the Company. Therefore, the Company cannot be certain that the Sponsor would be able to satisfy those obligations.

Going Concern

As of September 30, 2023, the Company had cash outside the Trust Account of $709,450 available for working capital needs and a working capital deficit of $12,065,413. All remaining cash held in the Trust Account is generally unavailable for the Company's use, prior to an initial business combination, and is restricted for use either in a Business Combination, to redeem common stock or to use for payment of taxes. As of September 30, 2023, $816,118 of the amount in the Trust Account was available to be withdrawn as described above.

Through September 30, 2023, the Company's liquidity needs have been satisfied through various promissory notes from its sponsor (see further discussion of the individual promissory notes in Note 5).

Until consummation of its Business Combination, the Company will be using the funds not held in the Trust Account, and any additional Working Capital Loans (as defined in Note 5) from the initial stockholders, the Company's officers and directors, or their respective affiliates (which is described in Note 5), for identifying and evaluating prospective acquisition candidates, performing business due diligence on prospective target businesses, traveling to and from the offices, plants or similar locations of prospective target businesses, reviewing corporate documents and material agreements of prospective target businesses, selecting the target business to acquire and structuring, negotiating and consummating the Business Combination.

If the Company's estimates of the costs of undertaking in-depth due diligence and negotiating a business combination are less than the actual amounts necessary to do so, the Company may have insufficient funds available to operate its business prior to the business combination and will need to raise additional capital through loans from the Sponsor, its officers and/or directors, or third parties. Except as contemplated by the terms of the Working Capital Loans, neither the Sponsor nor the Company's officers or directors are under any obligation to advance additional funds to, or to invest in, the Company (see Note 5). If the Company is unable to raise additional capital, it may be required to take additional measures to conserve liquidity, which could include, but not necessarily be limited to, curtailing operations, suspending the pursuit of its business plan, and reducing overhead expenses. The Company cannot provide any assurance that new financing will be available to it on commercially acceptable terms, if at all. The Company is also subject to a mandatory liquidation and subsequent dissolution requirement if it does not complete its initial business combination by March 1, 2024. In connection with the Company's assessment of going concern considerations in accordance with ASC Subtopic 205-40, Presentation of Financial Statements - Going Concern, the Company cannot assure you that its plans to raise capital or to consummate an initial business combination before March 1, 2024 will be successful. These factors, among others, raise substantial doubt about the Company's ability to continue as a going concern. These financial statements do not include any adjustments relating to the recovery of the recorded assets or the classification of the liabilities that might be necessary should the Company be unable to continue as a going concern.

Risks and Uncertainties

Management continues to evaluate the impact of the COVID-19 pandemic and the conflict in Ukraine and the surrounding region, and has concluded that while it is reasonably possible that these risks and uncertainties could
have a negative effect on the Company's financial position, results of operations and/or search for a target company, the specific impact is not readily determinable as of the date of these unaudited condensed financial statements. The unaudited condensed financial statements do not include any adjustments that might result from the outcome of these uncertainties.

Inflation Reduction Act of 2022

On August 16, 2022, the Inflation Reduction Act of 2022 (the "IR Act") was signed into federal law. The IR Act provides for, among other things, a new U.S. federal 1% excise tax on certain repurchases of stock by publicly traded U.S. domestic corporations and certain U.S. domestic subsidiaries of publicly traded foreign corporations occurring on or after January 1, 2023. The excise tax is imposed on the repurchasing corporation itself, not its shareholders from whom shares are repurchased. The amount of the excise tax is generally 1% of the fair market value of the shares repurchased at the time of the repurchase. However, for purposes of calculating the excise tax, repurchasing corporations are permitted to net the fair market value of certain new stock issuances against the fair market value of stock repurchases made during the same taxable year. In addition, certain exceptions apply to the excise tax. The U.S. Department of the Treasury (the "U.S. Treasury") has been given authority to provide regulations and other guidance to carry out and prevent the abuse or avoidance of the excise tax.

Any redemption or other repurchase that occurs after December 31, 2022, in connection with a Business Combination, extension vote or otherwise, may be subject to the excise tax. Whether and to what extent the Company would be subject to the excise tax in connection with a Business Combination, extension vote or otherwise would depend on a number of factors, including (i) the fair market value of the redemptions and repurchases in connection with the Business Combination, extension or otherwise, (ii) the structure of a Business Combination, (iii) the nature and amount of any "PIPE" or other equity issuances in connection with a Business Combination (or otherwise issued not in connection with a Business Combination but issued within the same taxable year of a Business Combination) and (iv) the content of regulations and other guidance from the U.S. Treasury. In addition, because the excise tax would be payable by the Company and not by the redeeming holder, the mechanics of any required payment of the excise tax have not been determined. The foregoing could cause a reduction in the cash available on hand to complete a Business Combination and in the Company's ability to complete a Business Combination.

The Company determined that the $230,129,156 in Trust Account value relating to the Class A common stock redeemed during the nine months ended September 30, 2023 (as noted above) is currently subject to the excise tax. Accordingly, an excise tax payable of $2,308,378 was recognized upon the redemptions and was recorded as a liability on the condensed balance sheet and as a charge to Accumulated Deficit. The Company will continue to assess the excise tax payable recognizing an additional excise tax liability for any future stock repurchases/redemptions and netting such liability for any future qualifying stock issuances within the same annual period.

Securities Act. However, the Company has not asked the Sponsor to reserve for such indemnification obligations. The Company has not independently verified whether the Sponsor has sufficient funds to satisfy its indemnity obligations and believes that the Sponsor's only assets are securities of the Company. Therefore, the Company cannot be certain that the Sponsor would be able to satisfy those obligations.

Going Concern

As of December 31, 2022, the Company had cash outside the Trust Account of $100,256 available for working capital needs and a working capital deficit of $6,547,305. All remaining cash held in the Trust Account is generally unavailable for the Company's use, prior to an initial business combination, and is restricted for use either in a Business Combination, to redeem common stock or to use for payment of taxes. As of December 31, 2022, $3,218,297 of the amount in the Trust Account was available to be withdrawn as described above, which is net of the amount the Company withdrew ($786,918) for payment of taxes during the period ended December 31, 2022.

Through December 31, 2022, the Company's liquidity needs were satisfied through receipt of $25,000 from the sale of the Founder Shares and the remaining net proceeds from the IPO and the sale of Private Placement Warrants, as well as $300,000 that was available under the Initial Promissory Note, $365,000 that was available under the First Working Capital Loan, $800,000 that was available under the Second Working Capital Loan, $335,000 that was available under the Third Working Capital Loan, $170,000 that was available under the Q3 2022 Promissory Note and $200,000 that was available under the Q4 2022 Promissory Note (see Note 5). As of December 31, 2022, each of the working capital loans and the Q3 2022 Promissory Note and the Q4 2022 Promissory Note were fully drawn down. On February 6, 2023, the Company issued an additional unsecured promissory note ("Q1 2023 Promissory Note") in the principal amount of $535,000 to aid in its ongoing liquidity needs (see Note 11).

Until consummation of its Business Combination, the Company will be using the funds not held in the Trust Account, and any additional Working Capital Loans (as defined in Note 5) from the initial stockholders, the Company's officers and directors, or their respective affiliates (which is described in Note 5), for identifying and evaluating prospective acquisition candidates, performing business due diligence on prospective target businesses, traveling to and from the offices, plants or similar locations of prospective target businesses, reviewing corporate documents and material agreements of prospective target businesses, selecting the target business to acquire and structuring, negotiating and consummating the Business Combination.

If the Company's estimates of the costs of undertaking in-depth due diligence and negotiating a business combination are less than the actual amounts necessary to do so, the Company may have insufficient funds available to operate its business prior to the business combination and will need to raise additional capital through loans from the Sponsor, its officers and/or directors, or third parties. Except as contemplated by the terms of the Initial Promissory Note, First Working Capital Loan, Second Working Capital Loan, Third Working Capital Loan, Q3 2022 Promissory Note, Q4 2022 Promissory Note, and Q1 2023 Promissory Note (See Note 11), neither the Sponsor nor the Company's officers or directors are under any obligation to advance additional funds to, or to invest in, the Company (see Note 5). If the Company is unable to raise additional capital, it may be required to take additional measures to conserve liquidity, which could include, but not necessarily be limited to, curtailing operations, suspending the pursuit of its business plan, and reducing overhead expenses. The Company cannot provide any assurance that new financing will be available to it on commercially acceptable terms, if at all. The Company is also subject to a mandatory liquidation and subsequent dissolution requirement if it does not complete its initial business combination by September 1, 2023. The Company cannot assure you that its plans to raise capital or to consummate an initial business combination before September 1, 2023 will be successful. These factors, among others, raise substantial doubt about the Company's ability to continue as a going concern. These financial statements do not include any adjustments relating to the recovery of the recorded assets or the classification of the liabilities that might be necessary should the Company be unable to continue as a going concern.

Risks and Uncertainties

Management continues to evaluate the impact of the COVID-19 pandemic and the conflict in Ukraine and the surrounding region, and has concluded that while it is reasonably possible that these risks and uncertainties could have a negative effect on the Company's financial position, results of operations and/or search for a target company, the specific impact is not readily determinable as of the date of these financial statements. The financial statements do not include any adjustments that might result from the outcome of these uncertainties.

Inflation Reduction Act of 2022

On August 16, 2022, the Inflation Reduction Act of 2022 (the "IR Act") was signed into federal law. The IR Act provides for, among other things, a new U.S. federal 1% excise tax on certain repurchases of stock by publicly traded U.S. domestic corporations and certain U.S. domestic subsidiaries of publicly traded foreign corporations occurring on or after January 1, 2023. The excise tax is imposed on the repurchasing corporation itself, not its shareholders from whom shares are repurchased. The amount of the excise tax is generally 1% of the fair market value of the shares repurchased at the time of the repurchase. However, for purposes of calculating the excise tax, repurchasing corporations are permitted to net the fair market value of certain new stock issuances against the fair market value of stock repurchases made during the same taxable year. In addition, certain exceptions apply to the excise tax. The U.S. Department of the Treasury (the "U.S. Treasury") has been given authority to provide regulations and other guidance to carry out and prevent the abuse or avoidance of the excise tax.

Any redemption or other repurchase that occurs after December 31, 2022, in connection with a Business Combination, extension vote or otherwise, may be subject to the excise tax. Whether and to what extent the Company would be subject to the excise tax in connection with a Business Combination, extension vote or otherwise would depend on a number of factors, including (i) the fair market value of the redemptions and repurchases in connection with the Business Combination, extension or otherwise, (ii) the structure of a Business Combination, (iii) the nature and amount of any "PIPE" or other equity issuances in connection with a Business Combination (or otherwise issued not in connection with a Business Combination but issued within the same taxable year of a Business Combination) and (iv) the content of regulations and other guidance from the U.S. Treasury. In addition, because the excise tax would be payable by the Company and not by the redeeming holder, the mechanics of any required payment of the excise tax have not been determined. The foregoing could cause a reduction in the cash available on hand to complete a Business Combination and in the Company's ability to complete a Business Combination.

XML 18 R8.htm IDEA: XBRL DOCUMENT

Significant Accounting Policies	9 Months Ended Sep. 30, 2023	12 Months Ended Dec. 31, 2022
Accounting Policies [Abstract]		
Significant Accounting Policies		

Note 2— Significant Accounting Policies

Basis of Presentation

The accompanying unaudited condensed financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP") for interim financial information and in accordance with the instructions to Form 10-Q and Article 8 of Regulation S-X of the SEC. Certain information or footnote disclosures normally included in financial statements prepared in accordance with GAAP have been condensed or omitted, pursuant to the rules and regulations of the SEC for interim financial reporting. Accordingly, they do not include all the information and footnotes necessary for a complete presentation of financial position, results of operations, or cash flows. In the opinion of management, the accompanying unaudited condensed financial statements include all adjustments, consisting of a normal recurring nature, which are necessary for a fair presentation of the financial position, operating results and cash flows for the periods presented.

The accompanying unaudited condensed financial statements should be read in conjunction with the Company's Annual Report on Form 10-K as filed with the SEC on March 31, 2023, as well as the Company's Current Reports on Form 8-K. The accompanying condensed balance sheet as of December 31, 2022 has been derived from our audited financial statements included in that Annual Report. The interim results for the three and nine months ended September 30, 2023 are not necessarily indicative of the results to be expected for the year ending December 31, 2023 or for any future interim periods.

Emerging Growth Company Status

The Company is an "emerging growth company," as defined in Section 2(a) of the Securities Act of 1933, as amended, (the "Securities Act"), as modified by the Jumpstart our Business Startups Act of 2012, (the "JOBS Act"), and it may take advantage of certain exemptions from various reporting requirements that are applicable to other public companies that are not emerging growth companies including, but not limited to, not being required to comply with the auditor attestation requirements of Section 404 of the Sarbanes-Oxley Act, reduced disclosure obligations regarding executive compensation in its periodic reports and proxy statements, and exemptions from the requirements of holding a nonbinding advisory vote on executive compensation and stockholder approval of any golden parachute payments not previously approved.

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

Use of Estimates

The preparation of financial statements in conformity with US GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of expenses during the reporting period. Significant accounting estimates include inputs utilized to fair value warrant liabilities and convertible promissory notes. Actual results could differ from those estimates.

Cash and Cash Equivalents

The Company considers all short-term investments with an original maturity of three months or less when purchased to be cash equivalents. The Company did not have any cash equivalents as of September 30, 2023 and December 31, 2022, respectively.

Marketable Securities Held in Trust Account

At December 31, 2022, the Trust Account had $290,718,297 in marketable securities. As discussed in Note 1, during the nine months ended September 30, 2023, the investments previously held in the Trust Account were liquidated with all funds in the Trust Account to be held in cash (which may include an interest bearing demand deposit account). During the nine months ended September 30, 2023 and the year ended December 31, 2022, the Company withdrew $490,151 and $786,918, respectively, of interest income from the Trust Account to pay its tax obligations. Additionally, as discussed further below, approximately $230.1 million was removed from the Trust Account to pay redeeming holders during the nine months ended September 30, 2023.

Marketable securities held in the Trust Account are classified as "Trading Securities" in accordance with ASC 320, "Investments – Debt Securities" and are reported at fair value with unrealized gains or losses included in earnings of the current period.

Concentration of Credit Risk

Financial instruments that potentially subject the Company to concentrations of credit risk consist of a cash account in a financial institution, which, at times, may exceed the Federal Depository Insurance Coverage of $250,000. At September 30, 2023 and December 31, 2022, the Company did not experience losses on this account.

Common Stock Subject to Possible Redemption

The Company accounts for its Class A common stock subject to possible redemption in accordance with the guidance in ASC Topic 480, "Distinguishing Liabilities from Equity." Class A common stock subject to mandatory redemption (if any) are classified as a liability instrument and are measured at fair value. Conditionally redeemable common stock (including common stock that feature redemption rights that are either within the control of the holder or subject to redemption upon the occurrence of uncertain events not solely within the Company's control) are classified as temporary equity. At all other times, common stock are classified as stockholders' equity. The Company's redeemable Class A common stock feature certain redemption rights that are considered to be outside of the Company's control and subject to the occurrence of uncertain future events. Accordingly, as of September 30, 2023 and December 31, 2022, 6,104,682 and 28,750,000 shares of Class A common stock subject to possible redemption, representing all outstanding shares of redeemable Class A common stock on those dates, are presented at redemption value as temporary equity, outside of the stockholders' deficit section of the Company's condensed balance sheets, respectively.

Under ASC 480-10-S99, the Company has elected to recognize changes in the redemption value immediately as they occur and adjust the carrying value of the security to equal the redemption value at the end of the reporting period. This method would view the end of the reporting period as if it were also the redemption date of the security. Effective with the closing of our initial public offering, we recognized the remeasurement amount from initial book value to redemption amount, which, resulted in charges against additional paid-in capital (to the extent available) and accumulated deficit.

Amount remeasured in 2023 represents investment income accrued in the Trust Account during the period reduced by the amounts of Delaware franchise tax and income taxes paid and payable for 2021, 2022 and 2023, net of cash withdrawn from the Trust Account to pay these obligations.

On February 23, 2023, the Company was notified by stockholders holding 20,317,255 shares of Class A common stock that they exercised their right to redeem such shares for a pro rata portion of the funds in the Trust Account. As a result, $206,121,060 (approximately $10.15 per share) was removed from the Trust Account to pay such redeeming holders on March 2, 2023.

On August 29, 2023, the Company was notified by stockholders holding 2,328,063 shares of Class A common stock that they exercised their right to redeem such shares for a pro rata portion of the funds in the Trust Account. As a result, $24,008,096 (approximately $10.31 per share) was removed from the Trust Account to pay such redeeming holders on August 31, 2023.

At September 30, 2023 and December 31, 2022, the Class A common stock reflected in the condensed balance sheets is reconciled in the following table:

	Shares	Value
Gross proceeds from Initial Public Offering	28,750,000	$ 287,500,000
Less:		
Common stock issuance costs	—	(6,326,922)
Proceeds allocated to public warrants	—	(12,218,750)
Plus:		
Remeasurement of Class A common stock subject to possible redemption	—	21,392,680
Contingently redeemable common stock at December 31, 2022	**28,750,000**	**290,347,008**
Less:		
Redemptions of Class A common stock	(22,645,318)	(230,129,156)
Plus:		
Remeasurement of Class A common stock subject to possible redemption	—	2,905,703
Contingently redeemable Class A common stock at September 30, 2023	**6,104,682**	**$ 63,123,555**

Class A Common Stock

On August 22, 2023, we issued an aggregate of 7,187,500 shares of Class A common stock to the Sponsor, FL Co-Investment, Intrepid Financial Partners, our independent directors and certain of our executive officers, upon the conversion of an equal number of shares of Class B common stock (the "Class B Conversion"). The 7,187,500 shares of Class A common stock issued in connection with the Class B Conversion are subject to the same restrictions as applied to the shares of Class B common stock before the Class B Conversion, including, among other things, certain transfer restrictions, waiver of redemption rights and the obligation to vote in favor of an initial business combination, as described in the prospectus for the Initial Public Offering ("IPO") described below. After the Class B

NOTE 2— SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The accompanying financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP") for annual financial information and in accordance with the instructions to Form 10-K and Article 8 of Regulation S-X of the U.S. Securities and Exchange Commission ("SEC").

Emerging Growth Company Status

The Company is an "emerging growth company," as defined in Section 2(a) of the Securities Act of 1933, as amended, (the "Securities Act"), as modified by the Jumpstart our Business Startups Act of 2012, (the "JOBS Act"), and it may take advantage of certain exemptions from various reporting requirements that are applicable to other public companies that are not emerging growth companies including, but not limited to, not being required to comply with the auditor attestation requirements of Section 404 of the Sarbanes-Oxley Act, reduced disclosure obligations regarding executive compensation in its periodic reports and proxy statements, and exemptions from the requirements of holding a nonbinding advisory vote on executive compensation and stockholder approval of any golden parachute payments not previously approved.

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

Use of Estimates

The preparation of financial statements in conformity with US GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of expenses during the reporting period. Actual results could differ from those estimates.

Cash and Cash Equivalents

The Company considers all short-term investments with an original maturity of three months or less when purchased to be cash equivalents. The Company did not have any cash equivalents as of December 31, 2022 and 2021.

Marketable Securities Held in Trust Account

At December 31, 2022 and 2021, the Trust Account had $290,718,297 and $287,516,153 held in marketable securities, respectively. During the period ended December 31, 2022, the Company withdrew $786,918 of interest income from the Trust Account to pay its tax obligations. During the period ended December 31, 2021, the Company did not withdraw any interest income from the Trust Account to pay its tax obligations.

Marketable securities held in the Trust Account are classified as "Trading Securities" in accordance with ASC 320, "Investments – Debt Securities" and are reported at fair value with unrealized gains or losses included in earnings of the current period.

Concentration of Credit Risk

Financial instruments that potentially subject the Company to concentrations of credit risk consist of a cash account in a financial institution, which, at times, may exceed the Federal Depository Insurance Coverage of $250,000. At December 31, 2022 and 2021, the Company did not experience losses on this account.

Class A Common Stock Subject to Possible Redemption

The Company accounts for its Class A common stock subject to possible redemption in accordance with the guidance in ASC Topic 480, "Distinguishing Liabilities from Equity." Class A common stock subject to mandatory redemption (if any) are classified as a liability instrument and are measured at fair value. Conditionally redeemable common stock (including common stock that feature redemption rights that are either within the control of the holder or subject to redemption upon the occurrence of uncertain events not solely within the Company's control) are classified as temporary equity. At all other times, common stock are classified as stockholders' equity (deficit). The Company's Class A common stock feature certain redemption rights that are considered to be outside of the Company's control and subject to the occurrence of uncertain future events. Accordingly, as of December 31, 2022 and 2021, 28,750,000 shares of Class A common stock subject to possible redemption are presented at redemption value as temporary equity, outside of the stockholders' deficit section of the Company's balance sheets.

Under ASC 480-10-S99, the Company has elected to recognize changes in the redemption value immediately as they occur and adjust the carrying value of the security to equal the redemption value at the end of the reporting period. This method would view the end of the reporting period as if it were also the redemption date of the security. Effective with the closing of our initial public offering, we recognized the accretion from initial book value to redemption amount, which, resulted in charges against additional paid-in capital (to the extent available) and accumulated deficit.

The amount accreted in 2022 represents investment income accrued in the Trust Account since the date of the IPO reduced by the amounts of Delaware franchise tax and income taxes paid and payable for 2021 and 2022, net of cash withdrawn from the Trust Account to pay these obligations.

At December 31, 2022 and 2021, the Class A common stock reflected in the balance sheets is reconciled in the following table:

Gross proceeds from Initial Public Offering	$ 287,500,000
Less:	
Common stock issuance costs	(6,326,922)
Proceeds allocated to public warrants	(12,218,750)
Plus:	
Remeasurement of Class A common stock to possible redemption	18,545,672
Contingently redeemable common stock at December 31, 2021	**287,500,000**
Plus:	
Remeasurement of Class A common stock to possible redemption	2,847,008
Contingently redeemable common stock at December 31, 2022	**$290,347,008**

On February 23, 2023, in connection with the Extension described in Note 11, the Company was notified by stockholders holding 20,317,255 shares of Class A Common Stock that they exercised their right to redeem such shares for a pro rata portion of the funds in the Trust Account. As a result, $206,121,060 (approximately $10.15 per share) was removed from the Trust Account to pay such redeeming holders on March 2, 2023.

Net (Loss) Income Per Share of Common Stock

The Company complies with accounting and disclosure requirements of Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Topic 260, "Earnings Per Share." Net (loss) income per share of common stock is computed by dividing net income by the weighted average number of shares of common stock outstanding for the period. Subsequent remeasurement of the redeemable Class A common stock is excluded from income per share of common stock as the redemption value approximates fair value. Net (loss) income per share of common stock is computed by dividing the pro rata net (loss) income between the shares of Class A common stock and the shares of Class B common stock by the weighted average number of shares of common stock outstanding for each of the periods. The calculation of diluted income per share does not consider the effect of the warrants issued in connection with the IPO, as well as warrants issuable upon the exercise of the conversion option on outstanding working capital loans, since the exercise of the warrants is contingent upon the occurrence of future events and the inclusion of such warrants would be anti-dilutive. The warrants are exercisable for 23,625,000 and 23,290,000 shares of Class A common stock in the aggregate as of December 31, 2022 and 2021, respectively.

Conversion, no shares of Class B common stock remained outstanding.

Net (Loss) Income Per Share of Common Stock

The Company complies with accounting and disclosure requirements of Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Topic 260, "Earnings Per Share." Net (loss) income per share of common stock is computed by dividing net (loss) income by the weighted average number of shares of common stock outstanding for the period. Subsequent remeasurement of the redeemable Class A common stock is excluded from (loss) income per share of common stock as the redemption value approximates fair value. Net (loss) income per share of common stock is computed by dividing the pro rata net (loss) income between the shares of Class A common stock and the shares of Class B common stock by the weighted average number of shares of common stock outstanding for each of the periods. The calculation of diluted (loss) income per share does not consider the effect of the warrants issued in connection with the IPO, as well as warrants issuable upon the exercise of the conversion option on outstanding working capital loans, since the exercise of the warrants is contingent upon the occurrence of future events. The warrants are exercisable for 25,431,370 and 23,625,000 shares of Class A common stock in the aggregate as of September 30, 2023 and 2022, respectively.

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

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2023	2022	2023	2022
Common stock subject to possible redemption				
Numerator:				
Net (loss) income allocable to Class A common stock subject to possible redemption	$(5,571,661)	$ (153,400)	$ (2,167,037)	$ 7,243,954
Denominator:				
Weighted Average Redeemable Class A common stock, Basic and Diluted	8,169,859	28,750,000	12,660,640	28,750,000
Basic and Diluted net (loss) income per share, Redeemable Class A common stock	$ (0.68)	$ (0.01)	$ (0.17)	$ 0.25
Non-Redeemable common stock				
Numerator:				
Net (loss) income allocable to Class A and Class B common stock not subject to redemption	$(4,901,714)	$ (38,350)	$ (1,230,237)	$ 1,810,988
Denominator:				
Weighted Average Non-redeemable Class A and Class B common stock, Basic and Diluted	7,187,500	7,187,500	7,187,500	7,187,500
Basic and diluted net (loss) income per share of Non-redeemable Class A and Class B common stock	$ (0.68)	$ (0.01)	$ (0.17)	$ 0.25

Fair Value of Financial Instruments

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

Derivative Warrant Liabilities

The Company does not use derivative instruments to hedge exposures to cash flow, market, or foreign currency risks. The Company evaluates all of its financial instruments, including issued stock purchase warrants, to determine if such instruments are derivatives or contain features that qualify as embedded derivatives, pursuant to ASC 480 and ASC Topic 815, "Derivatives and Hedging" ("ASC 815"). The classification of derivative instruments, including whether such instruments should be recorded as liabilities or as equity, is re-assessed at the end of each reporting period.

The Company accounts for its 22,125,000 common stock warrants issued in connection with its Initial Public Offering (14,375,000) and Private Placement (7,750,000) as derivative warrant liabilities in accordance with ASC 815-40. Accordingly, the Company recognizes the warrant instruments as liabilities at fair value and adjusts the instruments to fair value at each reporting period. The liabilities are subject to re-measurement at each balance sheet date until exercised, and any change in fair value is recognized in the Company's condensed
statements of operations. The fair value of warrants issued by the Company in connection with the Initial Public Offering and Private Placement had been estimated using Monte-Carlo simulations at the initial measurement date. However, for each subsequent measurement, beginning on April 19, 2021, the public warrants were measured at the Observable Quoted Price in Active Markets and the private warrants were measured using the Modified Black-Scholes Option Pricing Model.

Convertible Promissory Notes—Related Party

The Company accounts for the convertible promissory notes under ASC 815. The Company has made the election under 815-15-25 to account for the notes under the fair value option. Using the fair value option, the convertible promissory notes are required to be recorded at their initial fair value on the date of issuance, and each balance sheet date thereafter. Differences between the face value of the note and fair value at issuance are recognized as either an expense in the condensed statement of operations (if issued at a premium) or as a capital contribution (if issued at a discount). Changes in the estimated fair value of the notes are recognized as non-cash gains or losses in the condensed statements of operations.

Income Taxes

The Company accounts for income taxes under ASC 740, "Income Taxes" ("ASC 740"). ASC 740 requires the recognition of deferred tax assets and liabilities for both the expected impact of differences between the financial statements and tax basis of assets and liabilities and for the expected future tax benefit to be derived from tax loss and tax credit carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that included the enactment date. ASC 740 additionally requires a valuation allowance to be established when it is more likely than not that all or a portion of deferred tax assets will not be realized.

ASC 740 also requires that an annual effective tax rate be determined and that such annual effective rate be applied to year-to-date income in interim periods. Using provisions of ASC 740 that allow certain tax items to be recorded in the interim period in which these items are reported, the Company's effective tax rate was negative 1.42% and 156.66% for the three months ended September 30, 2023 and 2022, respectively. The effective tax rate differs from the statutory tax rate of 21% for the three months ended September 30, 2023 and 2022, due primarily to changes in fair value of the warrant liability, which are not included in taxable income, non-deductible merger related expenditures, and the valuation allowance on the deferred tax assets.

The Company's effective tax rate was negative 30.08% and 5.53% for the nine months ended September 30, 2023 and 2022, respectively. The effective tax rate differs from the statutory tax rate of 21% for the nine months ended September 30, 2023 and 2022, due primarily to changes in fair value of the warrant liability, which are not included in taxable income, non-deductible merger related expenditures, and the valuation allowance on the deferred tax assets.

ASC 740 also clarifies the accounting for uncertainty in income taxes recognized in an enterprise's financial statements and prescribes a recognition threshold and measurement process for financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. For those benefits to be recognized, a tax position must be more-likely-than-not to be sustained upon examination by taxing authorities. ASC 740 also provides guidance on derecognition, classification, interest and penalties, accounting in interim period, disclosure and transition.

The Company recognizes accrued interest and penalties related to unrecognized tax benefits as income tax expense. There were no unrecognized tax benefits and no amounts accrued for interest and penalties as of September 30, 2023 and December 31, 2022. The Company is currently not aware of any issues under review that could result in significant payments, accruals or material deviation from its position.

The Company has identified the United States as its only "major" tax jurisdiction.

The Company may be subject to potential examination by federal and state taxing authorities in the areas of income taxes. These potential examinations may include questioning the timing and amount of deductions, the nexus of income among various tax jurisdictions and compliance with federal and state tax laws. The Company's management does not expect that the total amount of unrecognized

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

	For the Years Ended December 31,	
	2022	2021
Common stock subject to possible redemption		
Numerator:		
Net (loss) income allocable to Class A common stock subject to possible redemption	$ (2,072,758)	$ 3,301,319
Denominator:		
Weighted Average Redeemable Class A common stock, Basic and Diluted	28,750,000	24,417,808
Basic and Diluted net (loss) income per share, Redeemable Class A common stock	$ (0.07)	$ 0.14
Non-Redeemable Ordinary shares		
Numerator:		
Net (loss) income allocable to Class B common stock not subject to redemption	$ (518,190)	$ 971,759
Denominator:		
Weighted Average Non-Redeemable common stock, Basic and Diluted	7,187,500	7,187,500
Basic and diluted net (loss) income per share	$ (0.07)	$ 0.14

Offering Costs

The Company complies with the requirements of ASC 340-10-S99-1 and SEC Staff Accounting Bulletin ("SAB") Topic 5A—"Expenses of Offering". Offering costs consist principally of professional and registration fees incurred through the balance sheet date that are related to the Public Offering and that were allocated among common stock subject to possible redemption and to stockholders' deficit upon the completion of the IPO. Accordingly, during the period ended December 31, 2021, offering costs totaling $6,607,751 were charged to

temporary equity and stockholders' deficit (consisting of $5,750,000 of underwriting fee and $857,751 of other offering costs). Of the total transaction cost, $280,829 was allocated to warrants as a non-operating expense in the statement of operations for the year ended December 31, 2021, with the rest of the offering costs allocated among common stock subject to possible redemption and to stockholders' deficit. The transaction costs were allocated based on the with and without method, compared to the total offering proceeds, between the fair value of the public warrant liabilities and the Class A common stock.

Fair Value of Financial Instruments

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

Derivative Warrant Liabilities

The Company does not use derivative instruments to hedge exposures to cash flow, market, or foreign currency risks. The Company evaluates all of its financial instruments, including issued stock purchase warrants, to determine if such instruments are derivatives or contain features that qualify as embedded derivatives, pursuant to ASC 480 and ASC Topic 815, "Derivatives and Hedging" ("ASC 815"). The classification of derivative instruments, including whether such instruments should be recorded as liabilities or as equity, is re-assessed at the end of each reporting period.

The Company accounts for its 22,125,000 common stock warrants issued in connection with its Initial Public Offering (14,375,000) and Private Placement (7,750,000) as derivative warrant liabilities in accordance with ASC 815-40. Accordingly, the Company recognizes the warrant instruments as liabilities at fair value and adjusts the instruments to fair value at each reporting period. The liabilities are subject to re-measurement at each balance sheet date until exercised, and any change in fair value is recognized in the Company's statements of operations. The fair value of warrants issued by the Company in connection with the Initial Public Offering and Private Placement had been estimated using Monte-Carlo simulations at the initial measurement date. However, for each subsequent measurement, beginning on April 19, 2021, the public warrants were measured at the Observable Quoted Price in Active Markets and the private warrants were measured using the Modified Black-Scholes Option Pricing Model.

Convertible Promissory Notes—Related Party

The Company accounts for the convertible promissory notes under ASC 815. The Company has made the election under ASC 815-15-25 to account for the notes under the fair value option. Using the fair value option, the convertible promissory notes are required to be recorded at their initial fair value on the date of issuance, and each balance sheet date thereafter. Differences between the face value of the note and fair value at issuance are recognized as either an expense in the statement of operations (if issued at a premium) or as a capital contribution (if issued at a discount). Changes in the estimated fair value of the notes are recognized as non-cash gains or losses in the statements of operations.

Income Taxes

The Company accounts for income taxes under ASC 740, "Income Taxes" ("ASC 740"). ASC 740 requires the recognition of deferred tax assets and liabilities for both the expected impact of differences between the financial statements and tax basis of assets and liabilities and for the expected future tax benefit to be derived from tax loss and tax credit carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that included the enactment date. ASC 740 additionally requires a valuation allowance to be established when it is more likely than not that all or a portion of deferred tax assets will not be realized.

ASC 740 also clarifies the accounting for uncertainty in income taxes recognized in an enterprise's financial statements and prescribes a recognition threshold and measurement process for financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. For those benefits to be recognized, a tax position must be more-likely-than-not to be sustained upon examination by taxing authorities. ASC 740 also provides guidance on derecognition, classification, interest and penalties, accounting in annual period, disclosure and transition.

The Company recognizes accrued interest and penalties related to unrecognized tax benefits as income tax expense. There were no unrecognized tax benefits and no amounts accrued for interest and penalties as of December 31, 2022 and 2021. The Company is currently not aware of any issues under review that could result in significant payments, accruals or material deviation from its position.

The Company has identified the United States as its only "major" tax jurisdiction.

The Company may be subject to potential examination by federal and state taxing authorities in the areas of income taxes. These potential examinations may include questioning the timing and amount of deductions, the nexus of income among various tax jurisdictions and compliance with federal and state tax laws. The Company's management does not expect that the total amount of unrecognized tax benefits will materially change over the next twelve months.

Recent Accounting Standards

In August 2020, the FASB issued ASU 2020-06, "Debt-Debt with Conversion and Other Options (Subtopic 470-20) and Derivatives and Hedging-Contracts in Entity's Own Equity (Subtopic 815-40): Accounting for Convertible Instruments and Contracts in an Entity's Own Equity" ("ASU 2020-06"), which simplifies accounting for convertible instruments by removing major separation models required under current GAAP. The ASU also removes certain settlement conditions that are required for equity-linked contracts to qualify for scope exception, and it simplifies the diluted earnings per share calculation in certain areas. ASU 2020-06 is effective no later than January 1, 2024 and should be applied on a full or modified retrospective basis, with early adoption permitted beginning on January 1, 2021. The Company is currently reviewing what impact, if any, adoption will have on the Company's financial position, results of operations or cash flows.

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

tax benefits will materially change over the next twelve months.

Recent Accounting Standards

In August 2020, the FASB issued ASU 2020-06, "Debt-Debt with Conversion and Other Options (Subtopic 470-20) and Derivatives and Hedging-Contracts in Entity's Own Equity (Subtopic 815-40): Accounting for Convertible Instruments and Contracts in an Entity's Own Equity" ("ASU 2020-06"), which simplifies accounting for convertible instruments by removing major separation models required under current GAAP. The ASU also removes certain settlement conditions that are required for equity-linked contracts to qualify for scope exception, and it simplifies the diluted earnings per share calculation in certain areas. ASU 2020-06 is effective no later than January 1, 2024 and should be applied on a full or modified retrospective basis, with early adoption permitted beginning on January 1, 2021. The Company is currently reviewing what impact, if any, adoption will have on the Company's financial position, results of operations or cash flows.

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

XML 19 R9.htm IDEA: XBRL DOCUMENT

Initial Public Offering	9 Months Ended Sep. 30, 2023	12 Months Ended Dec. 31, 2022
Equity [Abstract]		
Initial Public Offering		

Note 3 — Initial Public Offering

Pursuant to the Initial Public Offering, the Company sold 28,750,000 Units, which includes the full exercise by the underwriters of their option to purchase an additional 3,750,000 Units, at a price of $10.00 per Unit. Each Unit consists of one share of Class A common stock, par value $0.0001 per share, and one-half of one redeemable warrant ("Public Warrant"). Each whole Public Warrant entitles the holder to purchase one share of Class A common stock at a price of $11.50 per share.

NOTE 3 — INITIAL PUBLIC OFFERING

Pursuant to the Initial Public Offering, the Company sold 28,750,000 Units, which includes the full exercise by the underwriters of their option to purchase an additional 3,750,000 Units, at a price of $10.00 per Unit. Each Unit consists of one share of Class A Common Stock, par value $0.0001 per share, and one-half of one redeemable warrant ("Public Warrant"). Each whole Public Warrant entitles the holder to purchase one share of Class A Common Stock at a price of $11.50 per share.

XML 20 R10.htm IDEA: XBRL DOCUMENT

Private Placement Warrants	9 Months Ended Sep. 30, 2023	12 Months Ended Dec. 31, 2022
Warrants and Rights Note Disclosure [Abstract]		
Private Placement Warrants		

Note 4 — Private Placement Warrants

Simultaneously with the closing of the IPO, the Sponsor, Intrepid Financial Partners, LLC (an affiliate of one of the Company's underwriters) ("Intrepid Financial Partners") and FL Co-Investment, LLC (an affiliate of one of the Company's underwriters) ("FL Co-Investment") collectively, the ("Initial Stockholders"), purchased an aggregate of 7,750,000 Private Placement Warrants at a price of $1.00 per warrant ($7,750,000 in the aggregate), and each Private Placement Warrant is exercisable to purchase one share of Class A common stock at a price of $11.50 per share. A portion of the purchase price of the Private Placement Warrants was added to the proceeds from this offering to be held in the Trust Account.

NOTE 4 — PRIVATE PLACEMENT WARRANTS

Simultaneously with the closing of the IPO, the Sponsor, Intrepid Financial Partners, LLC (an affiliate of one of the Company's underwriters) ("Intrepid") and FL Co-Investment, LLC (an affiliate of one of the Company's underwriters) ("FL Co-Investment") collectively, the ("Initial Stockholders"), purchased an aggregate of 7,750,000 Private Placement Warrants at a price of $1.00 per warrant ($7,750,000 in the aggregate), and each Private Placement Warrant is exercisable to purchase one share of Class A common stock at a price of $11.50 per share. A portion of the purchase price of the Private Placement Warrants was added to the proceeds from this offering to be held in the Trust Account. Proceeds in excess of the initial fair value of Private Placement Warrants of $1,166,375 are included in the statement of changes in stockholders' equity (deficit) for the year ended December 31, 2021.

XML 21 R11.htm IDEA: XBRL DOCUMENT

Related Party Transactions	9 Months Ended Sep. 30, 2023	12 Months Ended Dec. 31, 2022
Related Party Transactions [Abstract]		
Related Party Transactions		

Note 5 — Related Party Transactions

Founder Shares

In November 2020, our founders acquired 7,187,500 founder shares (the "Founder Shares") for an aggregate purchase price of $25,000 (the "Class B common stock"), or approximately $0.0035 per share. The Sponsor purchased 4,671,875 Founder Shares, FL Co-Investment purchased 1,257,813 Founder Shares and Intrepid Financial Partners purchased 1,257,812 Founder Shares. On November 25, 2020, the Sponsor sold 434,375 Founder Shares to some of the Company's directors and executives, including Gregory D. Patrinely, the Company's Chief Financial Officer and Secretary, at their original purchase price. Simultaneously with such transfer, each of FL Co-Investment and Intrepid Financial Partners transferred 13,125 Founder Shares to the Sponsor, respectively, at their original purchase price. Such sale of Founder Shares to the Company's directors and executives is within the scope of FASB ASC Topic 718, "Compensation-Stock Compensation" ("ASC 718"). Under ASC 718, stock-based compensation associated with equity-classified awards is measured at fair value upon the grant date. The Founder Shares were sold to directors and executives and effectively transferred subject to a performance condition (i.e., the consummation of a Business Combination). Compensation expense related to the Founder Shares is recognized only when the performance condition is probable of achievement under the applicable accounting literature. Stock-based compensation would be recognized at the date a Business Combination is considered probable in an amount equal to the number of Founder Shares times the grant date fair value per share (unless subsequently modified) less the amount initially received for the purchase of the Founder Shares. On November 2, 2022, the Company entered into the Merger Agreement (see Note 1); however, the Merger Agreement is subject to certain conditions to closing, such as, for example, approval by the Company's stockholders. As a result, the Company determined that there is a possibility that a Business Combination might not happen and, therefore, no stock-based compensation expense has been recognized.

The Initial Stockholders have agreed that, subject to certain limited exceptions, the Founder Shares will not be transferred, assigned, sold or released from escrow until the earlier of (A) one year after the completion of a Business Combination or (B) subsequent to a Business Combination, if (x) the last reported sale price of the shares of our Class A common stock equals or exceeds $12.00 per share (as adjusted for stock splits, stock, reorganizations, recapitalizations and the like) for any 20 trading days within any 30-trading day period commencing at least 150 days after a Business Combination, or (y) the Company completes a liquidation, merger, capital stock exchange, reorganization or other similar transaction that results in all of our stockholders having the right to exchange their shares of common stock for cash, securities or other property, the converted Class A common stock will be released from the lock-up.

On August 22, 2023, we issued an aggregate of 7,187,500 shares of Class A common stock to the Sponsor, FL Co-Investment, Intrepid Financial Partners, our independent directors and certain of our executive officers, upon the conversion of an equal number of shares of Class B common stock (the "Class B Conversion"). The 7,187,500 shares of Class A common stock issued in connection with the Class B Conversion are subject to the same restrictions as applied to the shares of Class B common stock before the Class B Conversion, including, among other things, certain transfer restrictions, waiver of redemption rights and the obligation to vote in favor of an initial business combination, as described in the prospectus for the Initial Public Offering ("IPO") . After the Class B Conversion, no shares of Class B common stock remained outstanding.

Convertible Promissory Notes ("Working Capital Loans")

In order to finance transaction costs in connection with a Business Combination, the initial stockholders or an affiliate of the initial stockholders or certain of the Company's directors and officers may, but are not obligated to, loan the Company funds as may be required ("Working Capital Loans"). If the Company completes a Business Combination, the Company will repay the Working Capital Loans out of the proceeds of the Trust Account released to the Company or convert them to warrants as described below. Otherwise, the Working Capital Loans would be repaid only out of funds held outside the Trust Account. In the event that a Business Combination does not close, the Company may use a portion of proceeds held outside the Trust Account to repay the Working Capital Loans, but no proceeds held in the Trust Account would be used to repay the Working Capital Loans. Except for the foregoing, the terms of such Working Capital Loans, if any, have not been determined and no written agreements exist with respect to such loans. The Working Capital Loans would either be repaid upon consummation of a Business Combination, without interest, or, at the lender's discretion, such Working Capital Loans may be convertible into warrants of the post-Business Combination entity at a price of $1.00 per warrant. Initially up to $1,500,000, which was increased to $3,500,000 on March 24, 2023, of such loans may be convertible into warrants. The warrants would be identical to the Private Placement Warrants. As discussed below, since

inception, the Company has entered into nine convertible promissory notes under this arrangement with the Sponsor to provide Working Capital Loans.

On March 1, 2021, the Company issued an unsecured promissory note to the Sponsor (the "First Working Capital Loan"), pursuant to which the Company may borrow up to an aggregate principal amount of $365,000. The First Working Capital Loan is non-interest bearing and payable on the consummation of the Company's Business Combination. The First Working Capital Loan was fully drawn down in the period ended December 31, 2021. The Sponsor assigned $145,000 of the First Working Capital Loan to our Executive Vice President and Chief Financial Officer, Gregory Patrinely, $110,000 of the First Working Capital Loan to our Executive Vice President, General Counsel and Secretary, Anthony Duenner, and $110,000 of the First Working Capital Loan to our President, J. Caldwell Flores. As of September 30, 2023 and December 31, 2022, the First Working Capital Loan in the amount of $365,000 was fully drawn. The fair value of the note was estimated by the Company to be $383,323 at initial measurement, $292,000 and $343,034 at September 30, 2023 and December 31, 2022, respectively.

On December 27, 2021, the Company issued an unsecured promissory note to the Sponsor (the "Second Working Capital Loan"), pursuant to which the Company may borrow up to an aggregate principal amount of $800,000. The Second Working Capital Loan is non-interest bearing and payable on the consummation of the Company's Business Combination. As of September 30, 2023 and December 31, 2022, the Second Working Capital Loan in the amount of $800,000 was fully drawn. The fair value of the note was estimated by the Company to be $656,560 at initial measurement, $640,000 and $751,856 at September 30, 2023 and December 31, 2022, respectively.

On March 29, 2022, the Company issued an unsecured promissory note to the Sponsor (the "Third Working Capital Loan"), pursuant to which the Company may borrow up to an aggregate principal amount of $335,000. The Third Working Capital Loan is non-interest bearing and payable on the consummation of the Company's Business Combination. As of September 30, 2023 and December 31, 2022, the Third Working Capital Loan in the amount of $335,000 was fully drawn. The Sponsor assigned $111,667 of the Third Working Capital Loan to each of our Executive Vice President and Chief Financial Officer, Gregory Patrinely, and President J. Caldwell Flores, and $111,666 of the Third Working Capital Loan to our Executive Vice President, General Counsel and Secretary, Anthony Duenner. The fair value of the note was estimated by the Company to be $282,874 at initial measurement, and the amount by which the proceeds from the Third Working Capital Loan exceeded its initial fair value has been recognized as a credit within stockholders' deficit during the year ended December 31, 2022. The fair value of the note was estimated by the Company to be $268,000 and $314,840 at September 30, 2023 and December 31, 2022, respectively.

On September 30, 2022, the Company issued an unsecured promissory note to the Sponsor (the "Q3 2022 Promissory Note"), pursuant to which the Company may borrow up to an aggregate principal amount of $170,000 (see Promissory Note Amendments above). The Q3 2022 Promissory Note is non-interest bearing and payable on the consummation of the Company's Business Combination. On October 5, 2022, the Q3 2022 Promissory Note was fully drawn down by the Company. The fair value of the note was estimated by the Company to be $136,000 at September 30, 2023.

On October 31, 2022, the Company issued an unsecured promissory note to the Sponsor (the "Q4 2022 Promissory Note"), pursuant to which the Company may borrow up to an aggregate principal amount of $200,000 (see Promissory Note Amendments above). The Q4 2022 Promissory Note is non-interest bearing and payable on the consummation of the Company's Business Combination. On October 31, 2022, the Q4 2022 Promissory Note was fully drawn down by the Company. The fair value of the note was estimated by the Company to be $160,000 at September 30, 2023.

On February 6, 2023, the Company issued an unsecured promissory note to the Sponsor (the "Q1 2023 Promissory Note"), pursuant to which the Company may borrow up to an aggregate principal amount of $535,000 of which $356,370 is convertible in to warrants post-Business Combination (see Promissory Note Amendments below). The Q1 2023 Promissory Note is non-interest bearing and payable on the consummation of the Company's Business Combination. On February 7, 2023, the Q1 2023 Promissory Note was fully drawn
down by the Company. The fair value of the convertible portion of the note was estimated by the Company to be $285,096 at September 30, 2023.

On May 12, 2023, the Company issued an unsecured promissory note to the Sponsor (the "First Q2 2023 Promissory Note"), pursuant to which the Company may borrow up to an aggregate principal amount of $395,000. The First Q2 2023 Promissory Note is non-interest bearing and payable on the consummation of the Company's Business Combination. On May 15, 2023, the First Q2 2023 Promissory Note was fully drawn down by the Company. The fair value of the note was estimated by the Company to be $229,653 at initial measurement, and the amount by which the proceeds from the First Q2 2023 Promissory Note exceeded its initial fair value has been recognized as a credit within stockholders' deficit during the nine months ended September 30, 2023. The fair value of the note was estimated by the Company to be $316,000 at September 30, 2023.

On June 22, 2023, the Company issued an unsecured promissory note to the Sponsor (the "Fourth Q2 2023 Promissory Note"), pursuant to which the Company may borrow up to an aggregate principal amount of $50,000. The Fourth Q2 2023 Promissory Note is non-interest bearing and payable on the consummation of the Company's Business Combination. The fair value of the note was estimated by the Company to be $29,150 at initial measurement and $40,000 at September 30, 2023, and the amount by which the proceeds from the Fourth Q2 2023 Promissory Note exceeded its initial fair value has been recognized as a credit within stockholders' deficit during the nine months ended September 30, 2023. On June 28, 2023, the Fourth Q2 2023 Promissory Note was fully drawn down by the Company.

On August 30, 2023, the Company issued an unsecured promissory note to the Sponsor (the "First Q3 2023 Promissory Note"), pursuant to which the Company may borrow up to an aggregate principal amount of $635,000. The First Q3 2023 Promissory Note is non-interest bearing and payable on the consummation of the Company's Business Combination. The fair value of the note was estimated by the Company to be $330,199 at initial measurement and $508,000 at September 30, 2023, and the amount by which the proceeds from the First Q3 2023 Promissory Note exceeded its initial fair value has been recognized as a credit within stockholders' deficit during the three and nine months ended September 30, 2023. On August 30, 2023, the First Q3 2023 Promissory Note was fully drawn down by the Company.

On March 29, 2023, the Company and Flame Acquisition Sponsor LLC entered into amendments to each of the Q3 2022 Promissory Note, Q4 2022 Promissory Note and Q1 2023 Promissory Note, pursuant to which loans made under such notes are, at the lender's discretion, convertible into warrants of the post-Business Combination entity. On May 12, 2023, the Q1 2023 Promissory note was amended to clarify that approximately $356,370 of the note proceeds are convertible into warrants of the post-Business Combination entity at a price of $1.00 per warrant, while the remainder of the note proceeds are non-convertible notes to be used to fund advances to the acquisition target. Such warrants are identical to the private placement warrants, including as to exercise price, exercisability and exercise period. The Company evaluated the amendments to each of the Q3 2022 Promissory Note, Q4 2022 Promissory Note and Q1 2023 Promissory Note under ASC 470-50, "Debt – Modification and Extinguishment", and concluded that the amendments resulted in terms that were substantially different and thus resulted in debt extinguishments. The fair value of the Q3 2022 Promissory Note, Q4 2022 Promissory Note and Q1 2023 Promissory Note ($726,370 in aggregate proceeds) was estimated by the Company to be $684,165 upon the amendments. The amount by which the proceeds from each of the Q3 2022 Promissory Note, Q4 2022 Promissory Note and Q1 2023 Promissory Note exceeded their fair value has been recognized as a capital contribution within stockholders' deficit during the nine months ended September 30, 2023.

As of September 30, 2023, each of the First Working Capital Loan, Second Working Capital Loan, Third Working Capital Loan, Q3 2022 Promissory Note, Q4 2022 Promissory Note, First Q2 2023 Promissory Note, Fourth Q2 2023 Promissory Note, First Q3 2023 Promissory Note and a portion of the Q1 2023 Promissory Note may be convertible into warrants ($3,306,370 in total proceeds or 3,306,370 in aggregate warrants as of September 30, 2023) at a price of $1.00 per warrant at the option of the lender. There were no additional borrowings under Convertible Promissory Notes other than those described above.

Promissory Note Loans

In addition, the Company has borrowed certain funds from the Sponsor under non-convertible promissory notes ("Promissory Note Loans") that have been used to pay for expenditures of the acquisition target. As discussed below, since inception, the

NOTE 5 — RELATED PARTY TRANSACTIONS

Founder Shares

In November 2020, our founders acquired 7,187,500 founder shares (the "Founder Shares") for an aggregate purchase price of $25,000 (the "Class B common stock"), or approximately $0.0035 per share. The Sponsor purchased 4,671,875 Founder Shares, FL Co-Investment purchased 1,257,813 Founder Shares and Intrepid Financial Partners purchased 1,257,812 Founder Shares. On November 25, 2020, the Sponsor sold 434,375 Founder Shares to some of the Company's directors and executives, including Gregory D. Patrinely, the Company's Chief Financial Officer and Secretary, at their original purchase price. Simultaneously with such transfer, each of FL Co-Investment and Intrepid Financial Partners transferred 13,125 Founder Shares to the Sponsor, respectively, at their original purchase price. Such sale of Founder Shares to the Company's directors and executives is within the scope of FASB ASC Topic 718, "Compensation-Stock Compensation" ("ASC 718"). Under ASC 718, stock-based compensation associated with equity-classified awards is measured at fair value upon the grant date. The Founder Shares were sold to directors and executives and effectively transferred subject to a performance condition (i.e., the consummation of a Business Combination). Compensation expense related to the Founder Shares is recognized only when the performance condition is probable of achievement under the applicable accounting literature. Stock-based compensation would be recognized at the date a Business Combination is considered probable in an amount equal to the number of Founder Shares times the grant date fair value per share (unless subsequently modified) less the amount initially received for the purchase of the Founder Shares. On November 2, 2022, the Company entered into the Merger Agreement (see Note 1); however, the Merger Agreement is subject to certain conditions to closing, such as, for example, approval by the Company's stockholders. As a result, the Company determined that there is a possibility that a Business Combination might not happen and, therefore, no stock-based compensation expense has been recognized.

The Initial Stockholders have agreed that, subject to certain limited exceptions, the Founder Shares will not be transferred, assigned, sold or released from escrow until the earlier of (A) one year after the completion of a Business Combination or (B) subsequent to a Business Combination, if (x) the last reported sale price of the shares of our Class A common stock equals or exceeds $12.00 per share (as adjusted for stock splits, stock, reorganizations, recapitalizations and the like) for any 20 trading days within any 30-trading day period commencing at least 150 days after a Business Combination, or (y) the Company completes a liquidation, merger, capital stock exchange, reorganization or other similar transaction that results in all of our stockholders having the right to exchange their shares of common stock for cash, securities or other property, the converted Class A common stock will be released from the lock-up.

Initial Promissory Note

On November 25, 2020, the Company issued an unsecured promissory note to the Initial Stockholders (the "Initial Promissory Note"), pursuant to which the Company may borrow up to an aggregate principal amount of $300,000. The Initial Promissory Note was non-interest bearing and payable on the earlier of (i) May 25, 2021 or (i) the consummation of the IPO. The Company borrowed $75,000 under the Initial Promissory Note and repaid the Initial Promissory Note in full as of June 30, 2021. No additional borrowings under such the Initial Promissory Note are available.

Working Capital Loans

In order to finance transaction costs in connection with a Business Combination, the initial stockholders or an affiliate of the initial stockholders or certain of the Company's directors and officers may, but are not obligated to, loan the Company funds as may be required ("Working Capital Loans"). If the Company completes a Business Combination, the Company would repay the Working Capital Loans out of the proceeds of the Trust Account released to the Company, or convert them to warrants as described below. Otherwise, the Working Capital Loans would be repaid only out of funds held outside the Trust Account. In the event that a Business Combination does not close, the Company may use a portion of proceeds held outside the Trust Account to repay

the Working Capital Loans, but no proceeds held in the Trust Account would be used to repay the Working Capital Loans. Except for the foregoing, the terms of such Working Capital Loans, if any, have not been determined and no written agreements exist with respect to such loans. The Working Capital Loans would either be repaid upon consummation of a Business Combination, without interest, or, at the lender's discretion, such Working Capital Loans may be convertible into warrants of the post-Business Combination entity at a price of $1.00 per warrant. Initially up to $1,500,000, which was increased to $3,500,000 on March 24, 2023, of such loans may be convertible into warrants. The warrants would be identical to the Private Placement Warrants. As discussed below, since inception, the Company has entered into six convertible promissory notes under this arrangement with the Sponsor to provide Working Capital Loans.

Convertible Promissory Notes

On March 1, 2021, the Company issued an unsecured promissory note to the Sponsor (the "First Working Capital Loan"), pursuant to which the Company may borrow up to an aggregate principal amount of $365,000. The First Working Capital Loan is non-interest bearing and payable on the consummation of the Company's Business Combination. The First Working Capital Loan was fully drawn down in the period ended December 31, 2021. The Sponsor assigned $145,000 of the First Working Capital Loan to our Executive Vice President and Chief Financial Officer, Gregory Patrinely, $110,000 of the First Working Capital Loan to our Executive Vice President, General Counsel and Secretary, Anthony Duenner, and $110,000 of the First Working Capital Loan to our President, J. Caldwell Flores. As of December 31, 2022 and 2021, the First Working Capital Loan in the amount of $365,000 was fully drawn. The fair value of the note was estimated by the Company to be $383,323 at initial measurement and $343,034 and $299,555 at December 31, 2022 and 2021, respectively.

On December 27, 2021, the Company issued an unsecured promissory note to the Sponsor (the "Second Working Capital Loan"), pursuant to which the Company may borrow up to an aggregate principal amount of $800,000. The Second Working Capital Loan is non-interest bearing and payable on the consummation of the Company's Business Combination. As of December 31, 2022 and 2021, the Second Working Capital Loan in the amount of $800,000 was fully drawn. The fair value of the note was estimated by the Company to be $656,560 at initial measurement and at December 31, 2021. The fair value of the note was estimated by the Company to be $751,856 at December 31, 2022.

On March 29, 2022, the Company issued an unsecured promissory note to the Sponsor (the "Third Working Capital Loan"), pursuant to which the Company may borrow up to an aggregate principal amount of $335,000. The Third Working Capital Loan is non-interest bearing and payable on the consummation of the Company's Business Combination. As of December 31, 2022, the Third Working Capital Loan in the amount of $335,000 was fully drawn. The fair value of the note was estimated by the Company to be $282,874 at initial measurement and at March 31, 2022, and the amount by which the proceeds from the Third Working Capital Loan exceeded its initial fair value has been recognized as a credit within stockholders' deficit during the year ended December 31, 2022. The fair value of the note was estimated by the Company to be $314,840 at December 31, 2022.

As of December 31, 2022, there were no additional borrowings under Working Capital Loans other than the $365,000 outstanding under the First Working Capital Loan, $800,000 outstanding under the Second Working Capital Loan and $335,000 outstanding under the Third Working Capital Loan, as described above.

Q3 2022 Promissory Note

On September 30, 2022, the Company issued an unsecured promissory note to the Sponsor (the "Q3 2022 Promissory Note"), pursuant to which the Company may borrow up to an aggregate principal amount of $170,000. The Q3 2022 Promissory Note is non-interest bearing and payable on the consummation of the Company's Business Combination. On October 5, 2022, the Q3 2022 Promissory Note was fully drawn down by the Company.

Q4 2022 Promissory Note

On October 31, 2022, the Company issued an unsecured promissory note to the Sponsor (the "Q4 2022 Promissory Note"), pursuant to which the Company may borrow up to an aggregate principal amount of $200,000. The Q4 2022 Promissory Note is non-interest bearing and payable on the consummation of the Company's Business Combination. On October 31, 2022, the Q4 2022 Promissory Note was fully drawn down by the Company.

See Note 11 for discussion of the Q1 2023 Promissory Note and amendments to the Q3 2022 Promissory Note, Q4 2022 Promissory Note and Q1 2023 Promissory Note.

Company has entered into four non-convertible promissory notes under this arrangement with the Sponsor. In accordance with the Merger Agreement, the Company is to pay for up to $1.5 million (subsequently amended to a cap of $3.0 million) in reasonable out-of-pocket fees and expenses for any agents, advisors, consultants, experts, independent contractors and financial advisors engaged on behalf of Holdco or Sable and incurred in connection with the transactions contemplated by the Merger Agreement and Sable-EM Purchase Agreement at closing of the Business Combination. During the three and nine months ended September 30, 2023, the Company paid $123,897 and $726,868, respectively, in such expenditures on behalf of Sable which have been recorded and included in Operating costs on the condensed statements of operations for the three and nine months ended September 30, 2023. From October 1, 2023 to November 14, 2023, the Company paid approximately $106,000 in additional such expenditures on behalf of Sable. The Company is under no obligation to make further advances prior to the closing of the Business Combination.

On May 12, 2023, the Company issued an unsecured promissory note to the Sponsor (the "Second Q2 2023 Promissory Note"), pursuant to which the Company may borrow up to an aggregate principal amount of $355,000. The Second Q2 2023 Promissory Note is non-interest bearing and payable on the consummation of the Company's Business Combination. On May 15, 2023, the Second Q2 2023 Promissory Note was fully drawn down by the Company.

On June 22, 2023, the Company issued an unsecured promissory note to the Sponsor (the "Third Q2 2023 Promissory Note"), pursuant to which the Company may borrow up to an aggregate principal amount of $100,000. The Third Q2 2023 Promissory Note is non-interest bearing and payable on the consummation of the Company's Business Combination. On June 28, 2023, the Third Q2 2023 Promissory Note was fully drawn down by the Company.

On August 30, 2023, the Company issued an unsecured promissory note to the Sponsor (the "Second Q3 2023 Promissory Note"), pursuant to which the Company may borrow up to an aggregate principal amount of $495,000. The Second Q3 2023 Promissory Note is non-interest bearing and payable on the consummation of the Company's Business Combination. On August 30, 2023, the Second Q3 2023 Promissory Note was fully drawn down by the Company.

As of September 30, 2023, each of the First Working Capital Loan, Second Working Capital Loan, Third Working Capital Loan, Q3 2022 Promissory Note, Q4 2022 Promissory Note, First Q2 2023 Promissory Note, Fourth Q2 2023 Promissory Note, First Q3 2023 Promissory Note and a portion of the Q1 2023 Promissory Note (collectively the "Convertible Promissory Notes") may be convertible into warrants ($3,306,370 in total proceeds or 3,306,370 in aggregate warrants as of September 30, 2023) at a price of $1.00 per warrant at the option of the lender. There were no additional borrowings under Convertible Promissory Notes other than those described above.

The following tables presents the balances of the convertible promissory notes – related parties, at fair value and the promissory notes to related parties as of the respective period ends:

	Principal Value	Fair Value	
	$ Amount	September 30, 2023	December 31, 2022
Convertible notes – related parties, at fair value			
First Working Capital Loan	$ 365,000	$ 292,000	$ 343,034
Second Working Capital Loan	800,000	640,000	751,856
Third Working Capital Loan	335,000	268,000	314,840
Q3 2022 Promissory Note	170,000	136,000	—
Q4 2022 Promissory Note	200,000	160,000	—
Q1 2023 Promissory Note	356,370	285,096	—
First Q2 2023 Promissory Note	395,000	316,000	—
Fourth Q2 2023 Promissory Note	50,000	40,000	—
First Q3 2023 Promissory Note	635,000	508,000	—
Total	**$ 3,306,370**	**$ 2,645,096**	**$ 1,409,730**
Promissory notes to related parties			
Q3 2022 Promissory Note	$ —	$ —	$ 170,000
Q4 2022 Promissory Note	—	—	200,000
Q1 2023 Promissory Note	178,630	178,630	—
Second Q2 2023 Promissory Note	355,000	355,000	—
Third Q2 2023 Promissory Note	100,000	100,000	—
Second Q3 2023 Promissory Note	495,000	495,000	—
Total	**$ 1,128,630**	**$ 1,128,630**	**$ 370,000**

XML 22 R12.htm IDEA: XBRL DOCUMENT

Commitments And Contingencies	9 Months Ended Sep. 30, 2023	12 Months Ended Dec. 31, 2022
Commitments and Contingencies Disclosure [Abstract]		
Commitments And Contingencies		

Note 6 — Commitments and Contingencies

Registration Rights

The holders of the Founder Shares, Private Placement Warrants and warrants that may be issued upon conversion of the Working Capital Loans (and any shares of Class A common stock issuable upon the exercise of the Private Placement Warrants and warrants that may be issued upon conversion of Working Capital Loans and upon conversion of the Founder Shares) are entitled to registration rights pursuant to a registration rights agreement. The holders of these securities, and certain Promissory Notes, are entitled to make up to three demands, excluding short form demands, that the Company register such securities. In addition, the holders have certain "piggy-back" registration rights with respect to registration statements filed subsequent to the completion of a Business Combination. However, the registration rights agreement provides that the Company will not permit any registration statement filed under the Securities Act to become effective until termination of the applicable lockup period. The Company will bear the expenses incurred in connection with the filing of any such registration statements.

Business Combination Marketing Agreement

The Company has engaged underwriters as advisors in connection with its business combination to assist it in holding meetings with the Company's stockholders to discuss the potential business combination and the target business's attributes, introduce it to potential investors that are interested in purchasing its securities in connection with the potential business combination, assist it in obtaining stockholder approval for the business combination and assist the Company with its press releases and public filings in connection with the business combination. The Company will pay the Marketing Fee (as defined in the Company's registration statement on Form S-1, as amended, that was filed with the SEC on February 5, 2021) for such services upon the consummation of its initial business combination in an amount equal to, in the aggregate, 3.5% of the gross proceeds of the IPO, including the proceeds from the exercise of the over-allotment option. The underwriters will

not be entitled to such fee unless the Company consummates its initial business combination. In connection with the Extension, stockholders holding 20,317,255 shares of Flame Class A common stock subject to possible redemption stock exercised their right to redeem such shares for a pro rata portion of the funds in the Trust Account, representing approximately 70.67% of our issued and outstanding Flame Class A common stock subject to possible redemption stock. After this redemption, 8,432,745 shares of Flame Class A common stock subject to possible redemption stock remained outstanding. In connection with the Second Extension, stockholders holding 2,328,063 shares of Flame Class A common stock subject to possible redemption stock exercised their right to redeem such shares for a pro rata portion of the funds in the Trust Account, representing approximately 27.61% of our issued and outstanding Flame Class A common stock subject to possible redemption stock. After this redemption, 6,104,682 shares of Flame Class A common stock subject to possible redemption stock remained outstanding. If no additional public stockholders exercise redemption rights with respect to their shares of Flame Class A common stock, the amount of effective underwriting commissions due to the underwriters upon the consummation of the Business Combination will represent 15.9% of the aggregate proceeds from the Flame IPO retained by Flame.

Underwriters Agreement

On March 1, 2021, the Company paid a fixed underwriting discount of $0.20 per Unit, or $5,750,000 in the aggregate.

NOTE 6 — COMMITMENTS AND CONTINGENCIES

Registration Rights

The holders of the Founder Shares, Private Placement Warrants and warrants that may be issued upon conversion of the Working Capital Loans (and any shares of Class A common stock issuable upon the exercise of the Private Placement Warrants and warrants that may be issued upon conversion of Working Capital Loans and upon conversion of the Founder Shares) are entitled to registration rights pursuant to a registration rights agreement. The holders of these securities are entitled to make up to three demands, excluding short form demands, that the Company register such securities. In addition, the holders have certain "piggy-back" registration rights with respect to registration statements filed subsequent to the completion of a Business Combination. However, the registration rights agreement provides that the Company will not permit any registration statement filed under the Securities Act to become effective until termination of the applicable lockup period. The Company will bear the expenses incurred in connection with the filing of any such registration statements.

Business Combination Marketing Agreement

The Company has engaged underwriters as advisors in connection with its business combination to assist it in holding meetings with the Company's stockholders to discuss the potential business combination and the target business's attributes, introduce it to potential investors that are interested in purchasing its securities in connection with the potential business combination, assist it in obtaining stockholder approval for the business combination and assist the Company with its press releases and public filings in connection with the business combination. The Company will pay the Marketing Fee (as defined in the Company's registration statement on Form S-1, as amended, that was filed with the SEC on February 5, 2021) for such services upon the consummation of its initial business combination in an amount equal to, in the aggregate, 3.5% of the gross proceeds of the IPO, including the proceeds from the exercise of the over-allotment option. The underwriters will not be entitled to such fee unless the Company consummates its initial business combination.

Underwriters Agreement

On March 1, 2021, the Company paid a fixed underwriting discount of $0.20 per Unit, or $5,750,000 in the aggregate.

Deferred Legal Fees

As of December 31, 2022, the Company has incurred unbilled legal costs of $2,633,139 related to its prospective initial Business Combination. These costs are deferred until the completion of the Company's initial Business Combination and are

Deferred Legal Fees

As of September 30, 2023 and December 31, 2022, the Company has incurred unbilled legal costs of $3,623,594 and $2,633,139, respectively, related to its prospective initial Business Combination. These costs are deferred until the completion of the Company's initial Business Combination and are included in accounts payable and accrued expenses on the Company's condensed balance sheets.

included in accounts payable and accrued expenses on the Company's balance sheets. There were no deferred legal costs as of December 31, 2021.

XML 23 R13.htm IDEA: XBRL DOCUMENT

Stockholders' Deficit	9 Months Ended Sep. 30, 2023	12 Months Ended Dec. 31, 2022
Stockholders' Equity Note [Abstract]		
Stockholders' Deficit		

Note 7 — Stockholders' Deficit

Preferred Stock — The Company is authorized to issue a total of 1,000,000 shares of preferred stock at par value of $0.0001 each. At September 30, 2023 and December 31, 2022, there were no shares of preferred stock issued or outstanding.

Class A Common Stock — The Company is authorized to issue a total of 200,000,000 shares of Class A common stock at par value of $0.0001 each. At September 30, 2023 and December 31, 2022, there were 7,187,500 and no shares, respectively, issued and outstanding (excluding 6,104,682 and 28,750,000 shares subject to possible redemption, respectively). On February 23, 2023, the Company was notified by stockholders holding 20,317,255 shares of Class A common stock that they exercised their right to redeem such shares for a pro rata portion of the funds in the Trust Account. As a result, $206,121,060 (approximately $10.15 per share) was removed from the Trust Account to pay such redeeming holders on March 2, 2023. On August 29, 2023, the Company was notified by stockholders holding 2,328,063 shares of Class A common stock that they exercised their right to redeem such shares for a pro rata portion of the funds in the Trust Account. As a result, $24,008,096 (approximately $10.31 per share) was removed from the Trust Account to pay such redeeming holders on August 31, 2023.

On August 22, 2023, we issued an aggregate of 7,187,500 shares of Class A common stock to the Sponsor, FL Co-Investment, Intrepid Financial Partners, our independent directors and certain of our executive officers, upon the Class B Conversion transaction. After the Class B Conversion, no shares of Class B common stock remained outstanding.

Class B Common Stock — The Company is authorized to issue a total of 20,000,000 shares of Class B common stock at par value of $0.0001 each. At September 30, 2023 and December 31, 2022, there were 0 and 7,187,500 shares of Class B common stock, respectively, issued or outstanding.

Common stockholders of record are entitled to one vote for each share held on all matters to be voted on by stockholders. Holders of the Class A common stock and holders of the Class B common stock will vote together as a single class on all matters submitted to a vote of the Company's stockholders, except as required by law.

Shares of the Class B common stock are identical to the shares of Class A common stock included in the units sold in the IPO, and holders of Class B common stock have the same stockholder rights as public stockholders, except that (i) the Class B common stock are subject to certain transfer restrictions, as described in more detail below, (ii) our founders, officers and directors have entered into a letter agreement with us, pursuant to which they have agreed (A) to waive their redemption rights with respect to any Class B common stock and any Public Shares held by them in connection with the completion of our Business Combination and (B) to waive their rights to liquidating distributions from the Trust Account with respect to any Class B common stock held by them if the Company fails to complete our Business Combination within the prescribed time period, although they will be entitled to liquidating distributions from the Trust Account with respect to any Public Shares they hold if the Company fails to complete our Business Combination within such time period, (iii) the Class B common stock are shares of our Class B common stock that will automatically convert into shares of our Class A common stock at the time of our initial Business Combination, on a one-for-one basis, subject to adjustment pursuant to certain anti-dilution rights and (iv) are subject to registration rights. If the Company submits our Business Combination to our public stockholders for a vote, our Initial stockholders have agreed to vote any Class B common stock and any Public Shares purchased during or after the IPO in favor of our initial Business Combination.

With certain limited exceptions, the Class B common stock are not transferable, assignable or salable (except to our officers and directors and other persons or entities affiliated with the Sponsor, each of whom will be subject to the same transfer restrictions) until the earlier of (A) one year after the completion of our initial Business Combination or (B) subsequent to our initial Business Combination, (x) if the last sale price of our Class A common stock equals or exceeds $12.00 per share (as adjusted for stock splits, stock dividends, reorganizations, recapitalizations and the like) for any 20 trading days within any 30-trading day period commencing at least 150 days after our initial Business Combination, or (y) the date on which the Company completes a liquidation, merger, capital stock exchange, reorganization or other similar transaction that results in all of our stockholders having the right to exchange their shares of common stock for cash, securities or other property.

The 7,187,500 shares of Class A common stock issued in connection with the Class B Conversion are subject to the same restrictions as applied to the shares of Class B common stock before the Class B Conversion, including, among other things, certain transfer restrictions, waiver of redemption rights and the obligation to vote in favor of an initial business combination, as described in the prospectus for the IPO described above.

NOTE 7 — STOCKHOLDERS' EQUITY (DEFICIT)

Preferred Stock — The Company is authorized to issue a total of 1,000,000 shares of preferred stock at par value of $0.0001 each. At December 31, 2022 and 2021, there were no shares of preferred stock issued or outstanding**.**

Class A Common Stock — The Company is authorized to issue a total of 200,000,000 shares of Class A common stock at par value of $0.0001 each. At December 31, 2022 and 2021, there were no shares issued and outstanding (excluding 28,750,000 shares subject to possible redemption***)***

Class B Common Stock — The Company is authorized to issue a total of 20,000,000 shares of Class B common stock at par value of $0.0001 each. At December 31, 2022 and 2021, there were 7,187,500 shares of Class B common stock issued or outstanding**.**

Common stockholders of record are entitled to one vote for each share held on all matters to be voted on by stockholders. Holders of the Class A common stock and holders of the Class B common stock will vote together as a single class on all matters submitted to a vote of the Company's stockholders, except as required by law.

The Class B common stock are identical to the shares of Class A common stock included in the units being sold in the IPO, and holders of Class B common stock have the same stockholder rights as public stockholders, except that (i) the Class B common stock are subject to certain transfer restrictions, as described in more detail below, (ii) our founders, officers and directors have entered into a letter agreement with us, pursuant to which they have agreed (A) to waive their redemption rights with respect to any Class B common stock and any Public Shares held by them in connection with the completion of our Business Combination and (B) to waive their rights to liquidating distributions from the Trust Account with respect to any Class B common stock held by them if the Company fails to complete our Business Combination within the prescribed time period, although they will be entitled to liquidating distributions from the Trust Account with respect to any Public Shares they hold if the Company fails to complete our Business Combination within such time period, (iii) the Class B common stock are shares of our Class B common stock that will automatically convert into shares of our Class A common stock at the time of our initial Business Combination, on a one-for-one basis, subject to adjustment pursuant to certain anti-dilution rights and (iv) are subject to registration rights. If the Company submits our Business Combination to our public stockholders for a vote, our Initial stockholders have agreed to vote any Class B common stock and any Public Shares purchased during or after the IPO in favor of our initial Business Combination.

With certain limited exceptions, the Class B common stock are not transferable, assignable or salable (except to our officers and directors and other persons or entities affiliated with the Sponsor, each of whom will be subject to the same transfer restrictions) until the earlier of (A) one year after the completion of our initial Business Combination or (B) subsequent to our initial Business Combination, (x) if the last sale price of our Class A common stock equals or exceeds $12.00 per share (as adjusted for stock splits, stock dividends, reorganizations, recapitalizations and the like) for any 20 trading days within any 30-trading day period commencing at least 150 days after our initial Business Combination, or (y) the date on which the Company completes a liquidation, merger, capital stock exchange, reorganization or other similar transaction that results in all of our stockholders having the right to exchange their shares of common stock for cash, securities or other property.

XML 24 R14.htm IDEA: XBRL DOCUMENT

Warrants	9 Months Ended Sep. 30, 2023	12 Months Ended Dec. 31, 2022
Warrants [Abstract]		
Warrants		

Note 8 — Warrants

Public Warrants may only be exercised for a whole number of shares. No fractional shares will be issued upon exercise of the Public Warrants. The Public Warrants will become exercisable on the later of (a) 30 days after the completion of a Business Combination and (b) 12 months from the closing of the IPO. The Public Warrants will expire five years from the completion of a Business Combination, at 5:00 p.m., New York City time, or earlier upon redemption or liquidation.

The Company will not be obligated to deliver any shares of Class A common stock pursuant to the exercise of a Public Warrant and will have no obligation to settle such Public Warrant exercise unless a registration statement under the Securities Act with respect to the shares of Class A common stock underlying the warrants is then effective and a prospectus relating thereto is current, subject to the Company satisfying its obligations with respect to registration, or a valid exemption from registration is available. No warrant will be exercisable, and the Company will not be obligated to issue a share of Class A common stock upon exercise of a warrant unless the share of Class A common stock issuable upon such warrant exercise has been registered, qualified or deemed to be exempt under the securities laws of the state of residence of the registered holder of the warrants.

The Company has agreed that as soon as practicable, but in no event later than 15 business days after the closing of a Business Combination, it will use its commercially reasonable efforts to file with the SEC a registration statement for the registration, under the Securities Act, of the shares of Class A common stock issuable upon exercise of the warrants. The Company will use its commercially reasonable efforts to cause the same to become effective and to maintain the effectiveness of such registration statement, and a current prospectus relating thereto, until the expiration or redemption of the warrants in accordance with the provisions of the warrant agreement. If a registration statement covering the issuance of the shares of Class A common stock issuable upon exercise of the warrants is not effective by the 60th business day after the closing of a Business Combination, warrant holders may, until such time as there is an effective registration statement and during any period when the Company will have failed to maintain an effective registration statement, exercise warrants on a "cashless basis" in accordance with Section 3(a)(9) of the Securities Act or another exemption. In addition, if the shares of Class A common stock are at the time of any exercise of a warrant not listed on a national securities exchange such that they satisfy the definition of a "covered security" under Section 18(b)(1) of the Securities Act, the Company may, at its option, require holders of the Public Warrants who exercise their warrants to do so on a "cashless basis" in accordance with Section 3(a)(9) of the Securities Act and, in the event the Company elects to do so, the Company will not be required to file or maintain in effect a registration statement, but it will use its best efforts to register or qualify the shares under applicable blue sky laws to the extent an exemption is not available. In such event, each holder would pay the exercise price by surrendering the warrants for that number of shares of Class A common stock equal to the lesser of (A) the quotient obtained by dividing (x) the product of the number of shares of Class A common stock underlying the warrants, multiplied the excess of the "fair market value" less the exercise price of the warrants by (y) the fair market value and (B) 0.361. The "fair market value" shall mean the volume weighted average price of the shares of Class A common stock for the 10 trading days ending on the trading day prior to the date on which the notice of exercise is received by the warrant agent.

Redemption of Warrants For Cash—Once the warrants become exercisable, the Company may redeem the outstanding Public Warrants for cash:

NOTE 8 — WARRANTS

Public Warrants may only be exercised for a whole number of shares. No fractional shares will be issued upon exercise of the Public Warrants. The Public Warrants will become exercisable on the later of (a) 30 days after the completion of a Business Combination and (b) 12 months from the closing of the IPO. The Public Warrants will expire five years from the completion of a Business Combination, at 5:00 p.m., New York City time, or earlier upon redemption or liquidation.

The Company will not be obligated to deliver any shares of Class A common stock pursuant to the exercise of a Public Warrant and will have no obligation to settle such Public Warrant exercise unless a registration statement under the Securities Act with respect to the shares of Class A common stock underlying the warrants is then effective and a prospectus relating thereto is current, subject to the Company satisfying its obligations with respect to registration, or a valid exemption from registration is available. No warrant will be exercisable, and the Company will not be obligated to issue a share of Class A common stock upon exercise of a warrant unless the

share of Class A common stock issuable upon such warrant exercise has been registered, qualified or deemed to be exempt under the securities laws of the state of residence of the registered holder of the warrants.

The Company has agreed that as soon as practicable, but in no event later than 15 business days after the closing of a Business Combination, it will use its commercially reasonable efforts to file with the SEC a registration statement for the registration, under the Securities Act, of the shares of Class A common stock issuable upon exercise of the warrants. The Company will use its commercially reasonable efforts to cause the same to become effective and to maintain the effectiveness of such registration statement, and a current prospectus relating thereto, until the expiration or redemption of the warrants in accordance with the provisions of the warrant agreement. If a registration statement covering the issuance of the shares of Class A common stock issuable upon exercise of the warrants is not effective by the 60th business day after the closing of a Business Combination, warrant holders may, until such time as there is an effective registration statement and during any period when the Company will have failed to maintain an effective registration statement, exercise warrants on a "cashless basis" in accordance with Section 3(a)(9) of the Securities Act or another exemption. In addition, if the shares of Class A common stock are at the time of any exercise of a warrant not listed on a national securities exchange such that they satisfy the definition of a "covered security" under Section 18(b)(1) of the Securities Act, the Company may, at its option, require holders of the Public Warrants who exercise their warrants to do so on a "cashless basis" in accordance with Section 3(a)(9) of the Securities Act and, in the event the Company elects to do so, the Company will not be required to file or maintain in effect a registration statement, but it will use its best efforts to register or qualify the shares under applicable blue sky laws to the extent an exemption is not available. In such event, each holder would pay the exercise price by surrendering the warrants for that number of shares of Class A common stock equal to the lesser of (A) the quotient obtained by dividing (x) the product of the number of shares of Class A common stock underlying the warrants, multiplied the excess of the "fair market value" less the exercise price of the warrants by (y) the fair market value and (B) 0.361. The "fair market value" shall mean the volume weighted average price of the shares of Class A common stock for the 10 trading days ending on the trading day prior to the date on which the notice of exercise is received by the warrant agent.

Redemption of Warrants For Cash—Once the warrants become exercisable, the Company may redeem

- in whole and not in part;
- at a price of $0.01 per Public Warrant;
- upon not less than 30 days' prior written notice of redemption to each warrant holder; and
- if, and only if, the last sale price of our Class A common stock equals or exceeds $18.00 per share (as adjusted for stock splits, stock dividends, reorganizations, recapitalizations and the like) for any 20 trading days within a 30-trading day period ending on the third trading day prior to the date on which the Company sends the notice of redemption to the warrant holders.

If and when the warrants become redeemable by the Company, the Company may exercise its redemption right even if it is unable to register or qualify the underlying securities for sale under all applicable state securities laws. However, the Company will not redeem the warrants unless an effective registration statement under the Securities Act covering the shares of Class A common stock issuable upon exercise of the warrants is effective and a current prospectus relating to those shares of Class A common stock is available throughout the 30-day redemption period, except if the warrants may be exercised on a cashless basis and such cashless exercise is exempt from registration under the Securities Act.

Redemption of Warrants For Shares of Class A Common Stock—commencing 90 days after the warrants become exercisable, the Company may redeem the outstanding warrants for shares of Class A common stock:

- in whole and not in part;
- at a price equal to a number of shares of Class A common stock to be determined by reference to the agreed table set forth in the warrant agreement based on the redemption date and the "fair market value" of the Class A common stock;
- upon not less than 30 days' prior written notice of redemption to each warrant holder; and
- if, and only if, the last sale price of our Class A common stock equals or exceeds $10.00 per share (as adjusted per share splits, share dividends, reorganizations, recapitalizations and the like) on the trading day prior to the date on which the Company sends the notice of redemption to the warrant holders.

The exercise price and number of shares of Class A common stock issuable upon exercise of the Public Warrants may be adjusted in certain circumstances including in the event of a share dividend, extraordinary dividend or recapitalization, reorganization, merger or consolidation. However, except as described below, the Public Warrants will not be adjusted for issuances of shares of Class A common stock at a price below its exercise price. Additionally, in no event will the Company be required to net cash settle the Public Warrants. If the Company is unable to complete a Business Combination within the Combination Period and the Company liquidates the funds held in the Trust Account, holders of Public Warrants will not receive any of such funds with respect to their Public Warrants, nor will they receive any distribution from the Company's assets held outside of the Trust Account with respect to such Public Warrants. Accordingly, the Public Warrants may expire worthless.

In addition, if (x) the Company issues additional shares of Class A common stock or equity-linked securities for capital raising purposes in connection with the closing of a Business Combination at an issue price or effective issue price of less than $9.20 per share of Class A common stock (with such issue price or effective issue price to be determined in good faith by the Company's board of directors, and in the case of any such issuance to the Sponsor or its affiliates, without taking into account any Founder Shares held by the Sponsor or such affiliates, as applicable, prior to such issuance) (the "Newly Issued Price"), (y) the aggregate gross proceeds from such issuances represent more than 60% of the total equity proceeds, and interest thereon, available for the funding of a Business Combination on the date of the completion of a Business Combination (net of redemptions), and (z) the volume weighted average trading price of the Company's shares of Class A common stock during the 20 trading day period starting on the trading day prior to the day on which the Company completes a Business Combination (such price, the "Market Value") is below $9.20 per share, the exercise price of the Public Warrants will be adjusted (to the nearest cent) to be equal to 115% of the higher of the Market Value and the Newly Issued Price, and the $10.00 and $18.00 per share redemption trigger prices described above adjacent to "Redemption of Warrants For Cash" and "Redemption of Warrants For Shares of Class A Common Stock" will be adjusted (to the nearest cent) to be equal to 100% and 180% of the higher of the Market Value and the Newly Issued Price, respectively.

The Private Placement Warrants are identical to the Public Warrants underlying the Units sold in the IPO, except that (x) the Private Placement Warrants and the shares of Class A common stock issuable upon the exercise of the Private Placement Warrants are not transferable, assignable or salable until 30 days after the completion of a Business Combination, subject to certain limited exceptions, (y) the Private Placement Warrants are exercisable on a cashless basis and non-redeemable so long as they are held by the initial purchasers or their permitted transferees and (z) the Private Placement Warrants and the shares of Class A common stock issuable upon exercise of the Private Placement Warrants are entitled to registration rights. If the Private Placement Warrants are held by someone other than the initial purchasers or their permitted transferees, the Private Placement Warrants will be redeemable by the Company and exercisable by such holders on the same basis as the Public Warrants.

Additionally, as discussed in Note 5, the Working Capital Loans, and certain Promissory Notes, would either be repaid upon consummation of a Business Combination, without interest, or, at the lender's discretion, such Working Capital Loans may be convertible into warrants of the post-Business Combination entity at a price of $1.00 per warrant. Initially up to $1,500,000, which was increased to $3,500,000 on March 24, 2023, of such loans may be convertible into warrants.

- in whole and not in part;
- at a price of $0.01 per Public Warrant;
- upon not less than 30 days' prior written notice of redemption to each warrant holder; and
- if, and only if, the last sale price of our Class A common stock equals or exceeds $18.00 per share (as adjusted for stock splits, stock dividends, reorganizations, recapitalizations and the like) for any 20 trading days within a 30-trading day period ending on the third trading day prior to the date on which the Company sends the notice of redemption to the warrant holders.

If and when the warrants become redeemable by the Company, the Company may exercise its redemption right even if it is unable to register or qualify the underlying securities for sale under all applicable state securities laws. However, the Company will not redeem the warrants unless an effective registration statement under the Securities Act covering the shares of Class A common stock issuable upon exercise of the warrants is effective and a current prospectus relating to those shares of Class A common stock is available throughout the 30-day redemption period, except if the warrants may be exercised on a cashless basis and such cashless exercise is exempt from registration under the Securities Act.

Redemption of Warrants For Shares of Class A Common Stock—commencing 90 days after the warrants become exercisable, the Company may redeem the outstanding warrants for shares of Class A common stock:

- in whole and not in part;
- at a price equal to a number of shares of Class A common stock to be determined by reference to the agreed table set forth in the warrant agreement based on the redemption date and the "fair market value" of the Class A common stock;
- upon not less than 30 days' prior written notice of redemption to each warrant holder; and
- if, and only if, the last sale price of our Class A common stock equals or exceeds $10.00 per share (as adjusted per share splits, share dividends, reorganizations, recapitalizations and the like) on the trading day prior to the date on which the Company sends the notice of redemption to the warrant holders.

The exercise price and number of shares of Class A common stock issuable upon exercise of the Public Warrants may be adjusted in certain circumstances including in the event of a share dividend, extraordinary dividend or recapitalization, reorganization, merger or consolidation. However, except as described below, the Public Warrants will not be adjusted for issuances of shares of Class A common stock at a price below its exercise price. Additionally, in no event will the Company be required to net cash settle the Public Warrants. If the Company is unable to complete a Business Combination within the Combination Period and the Company liquidates the funds held in the Trust Account, holders of Public Warrants will not receive any of such funds with respect to their Public Warrants, nor will they receive any distribution from the Company's assets held outside of the Trust Account with respect to such Public Warrants. Accordingly, the Public Warrants may expire worthless.

In addition, if (x) the Company issues additional shares of Class A common stock or equity-linked securities for capital raising purposes in connection with the closing of a Business Combination at an issue price or effective issue price of less than $9.20 per share of Class A common stock (with such issue price or effective issue price to be determined in good faith by the Company's board of directors, and in the case of any such issuance to the Sponsor or its affiliates, without taking into account any Founder Shares held by the Sponsor or such affiliates, as applicable, prior to such issuance) (the "Newly Issued Price"), (y) the aggregate gross proceeds from such issuances represent more than 60% of the total equity proceeds, and interest thereon, available for the funding of a Business Combination on the date of the completion of a Business Combination (net of redemptions), and (z) the volume weighted average trading price of the Company's shares of Class A common stock during the 20 trading day period starting on the trading day prior to the day on which the Company completes a Business Combination (such price, the "Market Value") is below $9.20 per share, the exercise price of the Public Warrants will be adjusted (to the nearest cent) to be equal to 115% of the higher of the Market Value and the Newly Issued Price, and the $10.00 and $18.00 per share redemption trigger prices described above adjacent to "Redemption of Warrants For Cash" and "Redemption of Warrants For Shares of Class A Common Stock" will be adjusted (to the nearest cent) to be equal to 100% and 180% of the higher of the Market Value and the Newly Issued Price, respectively.

The Private Placement Warrants are identical to the Public Warrants underlying the Units sold in the IPO, except that (x) the Private Placement Warrants and the shares of Class A common stock issuable upon the exercise of the Private Placement Warrants are not transferable, assignable or salable until 30 days after the completion of a Business Combination, subject to certain limited exceptions, (y) the Private Placement Warrants are exercisable on a cashless basis and non-redeemable so long as they are held by the initial purchasers or their permitted transferees and (z) the Private Placement Warrants and the shares of Class A common stock issuable upon exercise of the Private Placement Warrants are entitled to registration rights. If the Private Placement Warrants are held by someone other than the initial purchasers or their permitted transferees, the Private Placement Warrants will be redeemable by the Company and exercisable by such holders on the same basis as the Public Warrants.

Additionally, as discussed in Note 5, the Working Capital Loans would either be repaid upon consummation of a Business Combination, without interest, or, at the lender's discretion, such Working Capital Loans may be convertible into warrants of the post-Business Combination entity at a price of $1.00 per warrant. Initially up to $1,500,000, which was increased to $3,500,000 on March 24, 2023, of such loans may be convertible into warrants (see Note 11 – Subsequent Events).

XML 25 R15.htm IDEA: XBRL DOCUMENT

Fair Value Measurements	**9 Months Ended Sep. 30, 2023**	**12 Months Ended Dec. 31, 2022**
Fair Value Disclosures [Abstract]		
Fair Value Measurements		

Note 9— Fair Value Measurements

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

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

The following table presents information about the Company's assets and liabilities that are measured at fair value on a recurring basis at September 30, 2023 and December 31, 2022 and indicates the fair value hierarchy of the valuation inputs the Company utilized to determine such fair value:

Description:	Level	September 30, 2023	Level	December 31, 2022
Assets:				
Funds Held in Trust Account	1	$ —	1	$290,718,297
Liabilities:				
Warrant liability—Public Warrants	1	$ 11,500,000	1	$ 9,343,750
Warrant liability—Private Warrants	3	$ 3,654,125	3	$ 2,805,500
Convertible Promissory Notes—Related Parties	3	$ 2,645,096	3	$ 1,409,730

NOTE 9 — FAIR VALUE MEASUREMENTS

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

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

The following table presents information about the Company's assets and liabilities that are measured at fair value on a recurring basis at December 31, 2022 and 2021, and indicates the fair value hierarchy of the valuation inputs the Company utilized to determine such fair value:

Description:	Level	December 31, 2022	Level	December 31, 2021
Assets:				
U.S. Money Market Investing in Treasury Securities Held in Trust Account	1	$290,718,297	1	$287,516,153
Liabilities:				
Warrant liability—Public Warrants	1	9,343,750	1	$ 8,625,000
Warrant liability—Private Warrants	3	2,805,500	3	$ 4,022,250
Convertible Promissory Notes—Related Parties	3	1,409,730	3	$ 956,115

Investments Held in Trust Account

Investments Held in Trust Account

As of September 30, 2023 and December 31, 2022, investments in the Company's Trust Account consisted of $63,939,672 in a demand deposit account (and are therefore not reflected in the table above) and $290,718,297 in U.S. Money Market funds, respectively.

There were no transfers between Levels 1, 2 or 3 during the three and nine months ended September 30, 2023.

Level 1 instruments include investments in money markets. The Company uses inputs such as actual trade data, quoted market prices from dealers or brokers, and other similar sources to determine the fair value of its investments.

Warrant Liabilities

The fair value of warrants issued by the Company in connection with the Public Offering and Private Placement had been estimated using Monte-Carlo simulations at the initial measurement date up to the date when the Public Warrants started trading on April 19, 2021. For each subsequent measurement since April 19, 2021, the public warrants were measured at the Observable Quoted Price in Active Markets. Private warrants were measured using the Modified Black-Scholes Optional Pricing Model. The estimated fair value of the private warrant liability is determined using Level 3 inputs. Inherent in a binomial options pricing model are assumptions related to expected share-price volatility, expected life, risk-free interest rate and dividend yield. The Company estimates the volatility of its common stock based on historical volatility that matches the expected remaining life of the warrants. The risk-free interest rate is based on the U.S. Treasury zero-coupon yield curve on the grant date for a maturity similar to the expected remaining life of the warrants. The expected life of the warrants is assumed to be equivalent to their remaining contractual term. The dividend rate is based on the historical rate, which the Company anticipates to remain at zero.

The aforementioned warrant liabilities are not subject to qualified hedge accounting.

As Private Placement Warrants held by FL Co-Investment and Intrepid Financial Partners, will not be exercisable more than five years from the effective date of the registration statement, the exercise period end date is different than other Private Placement Warrants which will expire five years after the completion of the initial Business Combination or earlier upon redemption or liquidation. Accordingly, they have different inputs to the Modified Black-Scholes Optional Pricing Model.

The following table provides quantitative information regarding Level 3 inputs used to determine the fair values of Private Placement Warrants held by FL Co-Investment and Intrepid Financial Partners as of September 30, 2023 and December 31, 2022.

Inputs	September 30, 2023	December 31, 2022
Stock price	$ 10.46	$ 10.05
Strike price	$ 11.50	$ 11.50
Term (in years)	2.40	3.15
Volatility	0.0%	0.0%
Risk-free rate	4.82%	4.12%
Dividend yield	0.00%	0.00%

The following table provides quantitative information regarding Level 3 fair value measurements used to determine the fair value of the Private Placement Warrants, excluding Private Placement Warrants held by FL Co-Investment and Intrepid Financial Partners, as of September 30, 2023 and December 31, 2022.

Inputs	September 30, 2023	December 31, 2022
Stock price	$ 10.46	$ 10.05
Strike price	$ 11.50	$ 11.50
Term (in years)	5.30	5.25
Volatility	0.0%	0.0%
Risk-free rate	4.50%	3.91%
Dividend yield	0.00%	0.00%

The following table presents the changes in the fair value of warrant liabilities:

	Public	Private Placement	Warrant Liabilities
Fair value as of December 31, 2021	**$ 8,625,000**	**$4,022,250**	**$12,647,250**
Change in valuation inputs or other assumptions	(4,456,250)	(2,402,500)	(6,858,750)
Fair value as of March 31, 2022	**4,168,750**	**1,619,750**	**5,788,500**
Change in valuation inputs or other assumptions	(1,868,750)	(902,875)	(2,771,625)
Fair value as of June 30, 2022	**2,300,000**	**716,875**	**3,016,875**
Change in valuation inputs or other assumptions	(287,500)	(85,250)	(372,750)
Fair value as of September 30, 2022	**2,012,500**	**631,625**	**2,644,125**
Fair value as of December 31, 2022	**9,343,750**	**2,805,500**	**12,149,250**
Change in valuation inputs or other assumptions	(1,150,000)	(201,500)	(1,351,500)
Fair value as of March 31, 2023	**8,193,750**	**2,604,000**	**10,797,750**
Change in valuation inputs or other assumptions	(3,737,500)	(1,178,000)	(4,915,500)
Fair value as of June 30, 2023	**4,456,250**	**1,426,000**	**5,882,250**
Change in valuation inputs or other assumptions	7,043,750	2,228,125	9,271,875
Fair value as of September 30, 2023	**$11,500,000**	**$3,654,125**	**$15,154,125**

Convertible Promissory Notes – Related Parties

The convertible promissory notes were valued using a combination of Black-Scholes and Geske models, which utilize unobservable Level 3 fair value measurement inputs. The estimated fair value of the Promissory Notes was based on the following significant inputs:

Inputs	2023 Inputs (a)	September 30, 2023	December 31, 2022
Exercise price	$ 11.50	$ 11.50	$ 11.50
Volatility	1.9% - 2.5%	2.5%	1.2%
Expected term to warrant expiration	5.2 - 5.6 years	5.3 years	5.3 years
Risk-free-rate	3.39% - 4.17%	4.50%	3.91%
Dividend yield	0%	0%	0%
Stock price	$10.13 - $10.39	$ 10.46	$ 10.05

(a) Represents the range of inputs utilized on the respective dates of the initial valuations of the various convertible note draws and extinguishment during the nine months ended September 30, 2023.

The following table presents the changes in the fair value of the Level 3 Promissory Notes:

Fair value as of December 31, 2021	**$ 956,115**
Proceeds received through Convertible Promissory Note on March 29, 2022	335,000
Initial measurement of fair value of Promissory Note	(52,126)
Change in fair value of Promissory Notes	27,611
Fair value as of March 31, 2022	**$ 1,266,600**
Change in fair value of Promissory Notes	(5,400)
Fair value as of June 30, 2022	**$ 1,261,200**
Change in fair value of Promissory Notes	(1,200)
Fair value as of September 30, 2022	**$ 1,260,000**
Change in fair value of Promissory Notes	149,730
Fair value as of December 31, 2022	**$ 1,409,730**
Principal amount of Promissory Notes amended on March 29, 2023	726,370
Initial measurement of fair value of Promissory Notes upon extinguishment of debt	(42,205)
Change in fair value of Promissory Notes	3,120
Fair value as of March 31, 2023	**$ 2,097,015**
Proceeds received through Convertible Promissory Notes on May 12, 2023 and June 28, 2023	445,000
Initial measurement of fair value of Promissory Notes	(186,194)
Change in fair value of Promissory Notes	(798,412)
Fair value as of June 30, 2023	**$ 1,557,409**
Proceeds received through Convertible Promissory Notes on August 30, 2023	635,000
Initial measurement of fair value of Promissory Notes	(304,801)
Change in fair value of Promissory Notes	757,488
Fair value as of September 30, 2023	**$ 2,645,096**

There were no transfers in or out of Level 3 from other levels in the fair value hierarchy during the three months ended September 30, 2023 and 2022.

As of December 31, 2022 and 2021, investments in the Company's Trust Account consisted of $290,718,297 and $287,516,153 in U.S. Money Market funds that invest primarily in U.S. Treasury securities, respectively.

Except as described below, there were no transfers between Levels 1, 2 or 3 during the years ended December 31, 2022 and 2021.

Level 1 instruments include investments in money markets investing in U.S. Treasury securities. The Company uses inputs such as actual trade data, quoted market prices from dealers or brokers, and other similar sources to determine the fair value of its investments.

Warrant Liabilities

Public Warrants were transferred from Level 3 to Level 1 when they started trading on April 19, 2021, at a value of $15,381,250.

The fair value of warrants issued by the Company in connection with the Public Offering and Private Placement had been estimated using Monte-Carlo simulations at the initial measurement date up to the date when the Public Warrants started trading on April 19, 2021. For each subsequent measurement since April 19, 2021, the public warrants were measured at the Observable Quoted Price in Active Markets. Private warrants were measured using the Modified Black-Scholes Optional Pricing Model. The estimated fair value of the private warrant liability is determined using Level 3 inputs. Inherent in a binomial options pricing model are assumptions related to expected share-price volatility, expected life, risk-free interest rate and dividend yield. The Company estimates the volatility of its common stock based on historical volatility that matches the expected remaining life of the warrants. The risk-free interest rate is based on the U.S. Treasury zero-coupon yield curve on the grant date for a maturity similar to the expected remaining life of the warrants. The expected life of the warrants is assumed to be equivalent to their remaining contractual term. The dividend rate is based on the historical rate, which the Company anticipates to remain at zero.

The aforementioned warrant liabilities are not subject to qualified hedge accounting.

As Private Placement Warrants held by FL Co-Investment and Intrepid Financial Partners, will not be exercisable more than five years from the effective date of the registration statement, the exercise period end date is different than other Private Placement Warrants which will expire five years after the completion of the initial Business Combination or earlier upon redemption or liquidation. Accordingly, they have different inputs to the Modified Black-Scholes Optional Pricing Model.

The following table provides quantitative information regarding Level 3 inputs used to determine the fair values of Private Placement Warrants as of December 31, 2022 and 2021.

	December 31, 2021	December 31, 2022
Stock price	$ 9.72	$ 10.05
Strike price	$ 11.50	$ 11.50
Term (in years)	4.15	3.15
Volatility	10.8%	0.0%
Risk-free rate	1.13%	4.12%
Dividend yield	0.00%	0.00%

The following table provides quantitative information regarding Level 3 fair value measurements used to determine the fair value of the Private Placement Warrants, excluding Private Placement Warrants held by FL Co-Investment and Intrepid Financial Partners, as of December 31, 2022 and 2021.

Inputs	December 31, 2021	December 31, 2022
Stock price	$ 9.72	$ 10.05
Strike price	$ 11.50	$ 11.50
Term (in years)	5.42	5.25
Volatility	10.8%	0.0%
Risk-free rate	1.29%	3.91%
Dividend yield	0.00%	0.00%

The following table presents the changes in the fair value of warrant liabilities:

	Public	Private Placement	Warrant Liabilities
Fair value as of December 31, 2020	**$ —**	**$ —**	**$ —**
Initial measurement on March 1, 2021	12,218,750	6,583,625	18,802,375
Change in valuation inputs or other assumptions	(3,593,750)	(2,561,375)	(6,155,125)
Fair value as of December 31, 2021	**$8,625,000**	**$4,022,250**	**$12,647,250**
Change in valuation inputs or other assumptions	718,750	(1,216,750)	(498,000)
Fair value as of December 31, 2022	**$9,343,750**	**$2,805,500**	**$12,149,250**

Convertible Promissory Notes – Related Parties

The convertible promissory notes were valued using a combination of Black-Scholes and Geske models, which is considered to be primarily a Level 3 fair value measurement input. The estimated fair value of the Promissory Notes was based on the following significant inputs:

Inputs	December 31, 2021	December 31, 2022
Exercise price	$ 11.50	$ 11.50
Volatility	12.9%	1.2%
Expected term to warrant expiration	5.4 years	5.3 years
Risk-free-rate	1.32%	3.91%
Dividend yield	0%	0%
Stock price	$ 9.71	$ 10.05

The following table presents the changes in the fair value of the Level 3 Promissory Notes:

Fair value as of December 31, 2020	**$ —**
Proceeds received through Convertible Promissory Note on August 11, 2021	365,000
Initial measurement of fair value of Promissory Note	18,323
Proceeds received through Convertible Promissory Note on December 29, 2021	800,000
Initial measurement of fair value of Promissory Note	(143,440)
Change in fair value of Promissory Notes	(83,768)
Fair value as of December 31, 2021	**$ 956,115**
Proceeds received through Convertible Promissory Note on March 29, 2022	335,000

Initial measurement of fair value of Promissory Note	(52,126)
Change in fair value of Promissory Notes	170,741
Fair value as of December 31, 2022	**$1,409,730**

There were no transfers in or out of Level 3 from other levels in the fair value hierarchy during the years ended December 31, 2022 and 2021.

XML 26 R16.htm IDEA: XBRL DOCUMENT

Income Tax

12 Months Ended
Dec. 31, 2022

Income Tax Disclosure [Abstract]

Income Tax

NOTE 10 — INCOME TAX

The Company follows the asset and liability method of accounting for income taxes under FASB ASC 740, "Income Taxes." Deferred tax assets and liabilities are recognized for the estimated future tax consequences
attributable to differences between the financial statements carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that included the enactment date. Valuation allowances are established, when necessary, to reduce deferred tax assets to the amount expected to be realized. After consideration of all of the information available, management believes that significant uncertainty exists with respect to future realization of the deferred tax assets and has therefore established a full valuation allowance. For the years ended December 31, 2022, and December 31, 2021, the change in the valuation allowance was $1,210,347 and $349,999.

Internal Revenue Section 195 requires start-up expenditures paid or incurred in connection with investigating the creation or acquisition of an active trade or business to be capitalized for income tax purposes. The capitalized start-up expenditures are placed into service in the month in which an active trade or business begins and amortized ratably over 180 months. The start-up expenditures do not include interest, taxes, or research and experimental expenses. The tax calculation for the year ended December 31, 2022 took all of the aforementioned Section 195 guidelines into account. For the years ended December 31, 2022 and December 31, 2021, the provision for income taxes was $757,069 and $0.

The Company's net deferred tax assets at December 31, 2022 and 2021 are as follows:

	December 31, 2022	December 31, 2021
Deferred tax asset		
Start-up/organization costs	$ 1,560,694	$ 311,152
Net operating loss carryforwards	—	39,195
Total deferred tax assets	1,560,694	350,347
Valuation allowance	(1,560,694)	(350,347)
Deferred tax assets, net of allowance	$ —	$ —

The income tax provision for the years ended December 31, 2022 and 2021 consists of the following:

	Years Ended December 31,	
	2022	2021
Current		
Federal	$ 757,069	$ —
State	—	—
Deferred		
Federal	(1,210,347)	(349,999)
State	—	—
Change in valuation allowance	**1,210,347**	**349,999**
Income tax provision	$ 757,069	$ —

As of December 31, 2022, and 2021, the Company had zero and $186,642 of U.S. federal net operating loss carryovers available to offset future taxable income. Net operating losses generated do not expire.

There were no unrecognized tax benefits as of December 31, 2022 and December 31, 2021. No amounts were accrued for the payment of interest and penalties as of December 31, 2022. The Company is currently not aware of any issues under review that could result in significant payments, accruals or material deviation from its position. The Company files income tax returns in the U.S. federal and state of Texas jurisdictions. The apportionment rate in Texas is currently 0.0%. The Company's tax returns for the years ended December 31, 2021 and 2020 remain open and subject to examination.

A reconciliation of the federal income tax rate to the Company's effective tax rate at December 31, 2022 and 2021 is as follows:

	Years Ended December 31,	
	2022	2021
Income tax at statutory rate	21.0%	21.0%
Change in valuation allowance	(66.0)%	8.2%
Fair value of warrant adjustment	3.7%	(29.2)%
Income tax expense	(41.3)%	0.0%

XML 27 R17.htm IDEA: XBRL DOCUMENT

Subsequent Events

9 Months Ended
Sep. 30, 2023

12 Months Ended
Dec. 31, 2022

Subsequent Events [Abstract]

Subsequent Events

Note 10 — Subsequent Events

The Company evaluated subsequent events and transactions that occurred after the condensed balance sheet date up to the date that the condensed financial statements were issued. Based upon this review, the Company, other than as previously described herein or listed below, did not identify any subsequent events that would have required adjustment or disclosure in the financial statements.

On October 13, 2023 and November 6, 2023, the Company filed amendments to the Proxy Statement for the purpose of addressing SEC Staff comments.

NOTE 11 — SUBSEQUENT EVENTS

The Company evaluated subsequent events and transactions that occurred after the balance sheet date up to the date that the financial statements were issued. Based upon this review, the Company, other than as previously described herein or listed below, did not identify any subsequent events that would have required adjustment or disclosure in the financial statements.

Q1 2023 Promissory Note. On February 6, 2023, the Company issued an unsecured promissory note to the Sponsor (the "Q1 2023 Promissory Note"), pursuant to which the Company may borrow up to an aggregate principal amount of $535,000. The Q1 2023 Promissory Note is non-interest bearing and payable on the consummation of the Company's Business Combination. On February 7, 2023, the Q1 2023 Promissory Note was fully drawn down by the Company.

Trust Account Liquidation. On February 21, 2023, to mitigate the risk of us being deemed to have been operating as an unregistered investment company (including under the subjective test of Section 3(a)(1)(A) of the Investment Company Act), the investments in U.S. government securities or money market funds held in the Trust Account were liquidated to thereafter be held in cash (which may include an interest bearing demand deposit account at a national bank) until earlier of: (i) the completion of a Business Combination and (ii) the distribution of the funds in the Trust Account to the Company's stockholders.

Extension Amendment. On February 27, 2023, at a special meeting of stockholders, the Company's stockholders voted to approve an amendment (the "Extension Amendment Proposal") to the amended and restated certificate of incorporation to extend the date by which the Company must complete a business combination (the "Extension") from March 1, 2023 to September 1, 2023 (the "Extended Date"). In connection with the Extension, stockholders holding 20,317,255 shares of Class A Common Stock exercised their right to redeem such shares for a pro rata portion of the funds in the Trust Account, representing approximately 70.67% of our issued and outstanding Class A ordinary shares. As a result, $206,121,060 (approximately $10.15 per share) was removed from the Trust Account to pay such redeeming holders on March 2, 2023.

Amended Letter Agreement. On March 24, 2023, the Company entered into an amended Letter Agreement, which amended that certain Letter Agreement, dated as of February 24, 2021, by and among the Company, Flame Acquisition Sponsor LLC, FL Co-Investment LLC, Intrepid Financial Partners L.L.C., to increase the amount of convertible promissory notes allowed from up to $1,500,000 to up to $3,500,000.

Promissory Note Amendments. On March 28, 2023, the Company and Flame Acquisition Sponsor LLC entered into amendments to each of the Q3 2022 Promissory Note, Q4 2022 Promissory Note and Q1 2023 Promissory Note, pursuant to which loans made under such notes are, at the lender's discretion, convertible into warrants of the post-Business Combination entity at a price of $1.00 per warrant.

On February 27, 2023, in connection with the Extension, the Company filed an amendment (the "Extension Amendment") to its Amended and Restated Certificate of Incorporation with the Secretary of State of the State of Delaware. The Extension Amendment extends the date by which the Company must consummate its initial business combination from March 1, 2023 to September 1, 2023.

XML 28 R18.htm IDEA: XBRL DOCUMENT

Significant Accounting Policies (Policies)

9 Months Ended
Sep. 30, 2023

12 Months Ended
Dec. 31, 2022

Accounting Policies [Abstract]

Basis of Presentation

Basis of Presentation

The accompanying unaudited condensed financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP") for interim financial information and in accordance with the instructions to Form 10-Q and Article 8 of Regulation S-X of the SEC. Certain information or footnote disclosures normally included in financial statements prepared in accordance with GAAP have been condensed or omitted, pursuant to the rules and regulations of the SEC for interim financial reporting. Accordingly, they do not include all the information and footnotes necessary for a complete presentation of financial position, results of operations, or cash flows. In the opinion of management, the accompanying unaudited condensed financial statements include all adjustments, consisting of a normal recurring nature, which are

Basis of Presentation

The accompanying financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP") for annual financial information and in

necessary for a fair presentation of the financial position, operating results and cash flows for the periods presented.

The accompanying unaudited condensed financial statements should be read in conjunction with the Company's Annual Report on Form 10-K as filed with the SEC on March 31, 2023, as well as the Company's Current Reports on Form 8-K. The accompanying condensed balance sheet as of December 31, 2022 has been derived from our audited financial statements included in that Annual Report. The interim results for the three and nine months ended September 30, 2023 are not necessarily indicative of the results to be expected for the year ending December 31, 2023 or for any future interim periods.

accordance with the instructions to Form 10-K and Article 8 of Regulation S-X of the U.S. Securities and Exchange Commission ("SEC").

Emerging Growth Company Status

Emerging Growth Company Status

The Company is an "emerging growth company," as defined in Section 2(a) of the Securities Act of 1933, as amended, (the "Securities Act"), as modified by the Jumpstart our Business Startups Act of 2012, (the "JOBS Act"), and it may take advantage of certain exemptions from various reporting requirements that are applicable to other public companies that are not emerging growth companies including, but not limited to, not being required to comply with the auditor attestation requirements of Section 404 of the Sarbanes-Oxley Act, reduced disclosure obligations regarding executive compensation in its periodic reports and proxy statements, and exemptions from the requirements of holding a nonbinding advisory vote on executive compensation and stockholder approval of any golden parachute payments not previously approved.

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

Emerging Growth Company Status

The Company is an "emerging growth company," as defined in Section 2(a) of the Securities Act of 1933, as amended, (the "Securities Act"), as modified by the Jumpstart our Business Startups Act of 2012, (the "JOBS Act"), and it may take advantage of certain exemptions from various reporting requirements that are applicable to other public companies that are not emerging growth companies including, but not limited to, not being required to comply with the auditor attestation requirements of Section 404 of the Sarbanes-Oxley Act, reduced disclosure obligations regarding executive compensation in its periodic reports and proxy statements, and exemptions from the requirements of holding a nonbinding advisory vote on executive compensation and stockholder approval of any golden parachute payments not previously approved.

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

Use of Estimates

Use of Estimates

The preparation of financial statements in conformity with US GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of expenses during the reporting period. Significant accounting estimates include inputs utilized to fair value warrant liabilities and convertible promissory notes. Actual results could differ from those estimates.

Use of Estimates

The preparation of financial statements in conformity with US GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of expenses during the reporting period. Actual results could differ from those estimates.

Cash and Cash Equivalents

Cash and Cash Equivalents

The Company considers all short-term investments with an original maturity of three months or less when purchased to be cash equivalents. The Company did not have any cash equivalents as of September 30, 2023 and December 31, 2022, respectively.

Cash and Cash Equivalents

The Company considers all short-term investments with an original maturity of three months or less when purchased to be cash equivalents. The Company did not have any cash equivalents as of December 31, 2022 and 2021.

Marketable Securities Held in Trust Account

Marketable Securities Held in Trust Account

At December 31, 2022, the Trust Account had $290,718,297 in marketable securities. As discussed in Note 1, during the nine months ended September 30, 2023, the investments previously held in the Trust Account were liquidated with all funds in the Trust Account to be held in cash (which may include an interest bearing demand deposit account). During the nine months ended September 30, 2023 and the year ended December 31, 2022, the Company withdrew $490,151 and $786,918, respectively, of interest income from the Trust Account to pay its tax obligations. Additionally, as discussed further below, approximately $230.1 million was removed from the Trust Account to pay redeeming holders during the nine months ended September 30, 2023.

Marketable securities held in the Trust Account are classified as "Trading Securities" in accordance with ASC 320, "Investments – Debt Securities" and are reported at fair value with unrealized gains or losses included in earnings of the current period.

Marketable Securities Held in Trust Account

At December 31, 2022 and 2021, the Trust Account had $290,718,297 and $287,516,153 held in marketable securities, respectively. During the period ended December 31, 2022, the Company withdrew $786,918 of interest income from the Trust Account to pay its tax obligations. During the period ended December 31, 2021, the Company did not withdraw any interest income from the Trust Account to pay its tax obligations.

Marketable securities held in the Trust Account are classified as "Trading Securities" in accordance with ASC 320, "Investments – Debt Securities" and are reported at fair value with unrealized gains or losses included in earnings of the current period.

Concentration of Credit Risk

Concentration of Credit Risk

Financial instruments that potentially subject the Company to concentrations of credit risk consist of a cash account in a financial institution, which, at times, may exceed the Federal Depository Insurance Coverage of $250,000. At September 30, 2023 and December 31, 2022, the Company did not experience losses on this account.

Concentration of Credit Risk

Financial instruments that potentially subject the Company to concentrations of credit risk consist of a cash account in a financial institution, which, at times, may exceed the Federal Depository Insurance Coverage of $250,000. At December 31, 2022 and 2021, the Company did not experience losses on this account.

Common Stock Subject to Possible Redemption

Common Stock Subject to Possible Redemption

The Company accounts for its Class A common stock subject to possible redemption in accordance with the guidance in ASC Topic 480, "Distinguishing Liabilities from Equity." Class A common stock subject to mandatory redemption (if any) are classified as a liability instrument and are measured at fair value. Conditionally redeemable common stock (including common stock that feature redemption rights that are either within the control of the holder or subject to redemption upon the occurrence of uncertain events not solely within the Company's control) are classified as temporary equity. At all other times, common stock are classified as stockholders' equity. The Company's redeemable Class A common stock feature certain redemption rights that are considered to be outside of the Company's control and subject to the occurrence of uncertain future events. Accordingly, as of September 30, 2023 and December 31, 2022, 6,104,682 and 28,750,000 shares of Class A common stock subject to possible redemption, representing all outstanding shares of redeemable Class A common stock on those dates, are presented at redemption value as temporary equity, outside of the stockholders' deficit section of the Company's condensed balance sheets, respectively.

Under ASC 480-10-S99, the Company has elected to recognize changes in the redemption value immediately as they occur and adjust the carrying value of the security to equal the redemption value at the end of the reporting period. This method would view the end of the reporting period as if it were also the redemption date of the security. Effective with the closing of our initial public offering, we recognized the remeasurement amount from initial book value to redemption amount, which, resulted in charges against additional paid-in capital (to the extent available) and accumulated deficit.

Amount remeasured in 2023 represents investment income accrued in the Trust Account during the period reduced by the amounts of Delaware franchise tax and income taxes paid and payable for 2021, 2022 and 2023, net of cash withdrawn from the Trust Account to pay these obligations.

On February 23, 2023, the Company was notified by stockholders holding 20,317,255 shares of Class A common stock that they exercised their right to redeem such shares for a pro rata portion of the funds in the Trust Account. As a result, $206,121,060 (approximately $10.15 per share) was removed from the Trust Account to pay such redeeming holders on March 2, 2023.

On August 29, 2023, the Company was notified by stockholders holding 2,328,063 shares of Class A common stock that they exercised their right to redeem such shares for a pro rata portion of the funds in the Trust Account. As a result, $24,008,096 (approximately $10.31 per share) was removed from the Trust Account to pay such redeeming holders on August 31, 2023.

At September 30, 2023 and December 31, 2022, the Class A common stock reflected in the condensed balance sheets is reconciled in the following table:

	Shares	Value
Gross proceeds from Initial Public Offering	28,750,000	$ 287,500,000
Less:		
Common stock issuance costs	—	(6,326,922)
Proceeds allocated to public warrants	—	(12,218,750)
Plus:		
Remeasurement of Class A common stock subject to possible redemption	—	21,392,680
Contingently redeemable common stock at December 31, 2022	**28,750,000**	**290,347,008**
Less:		
Redemptions of Class A common stock	(22,645,318)	(230,129,156)
Plus:		
Remeasurement of Class A common stock subject to possible redemption	—	2,905,703

Class A Common Stock Subject to Possible Redemption

The Company accounts for its Class A common stock subject to possible redemption in accordance with the guidance in ASC Topic 480, "Distinguishing Liabilities from Equity." Class A common stock subject to mandatory redemption (if any) are classified as a liability instrument and are measured at fair value. Conditionally redeemable common stock (including common stock that feature redemption rights that are either within the control of the holder or subject to redemption upon the occurrence of uncertain events not solely within the Company's control) are classified as temporary equity. At all other times, common stock are classified as stockholders' equity (deficit). The Company's Class A common stock feature certain redemption rights that are considered to be outside of the Company's control and subject to the occurrence of uncertain future events. Accordingly, as of December 31, 2022 and 2021, 28,750,000 shares of Class A common stock subject to possible redemption are presented at redemption value as temporary equity, outside of the stockholders' deficit section of the Company's balance sheets.

Under ASC 480-10-S99, the Company has elected to recognize changes in the redemption value immediately as they occur and adjust the carrying value of the security to equal the redemption value at the end of the reporting period. This method would view the end of the reporting period as if it were also the redemption date of the security. Effective with the closing of our initial public offering, we recognized the accretion from initial book value to redemption amount, which, resulted in charges against additional paid-in capital (to the extent available) and accumulated deficit.

The amount accreted in 2022 represents investment income accrued in the Trust Account since the date of the IPO reduced by the amounts of Delaware franchise tax and income taxes paid and payable for 2021 and 2022, net of cash withdrawn from the Trust Account to pay these obligations.

At December 31, 2022 and 2021, the Class A common stock reflected in the balance sheets is reconciled in the following table:

Gross proceeds from Initial Public Offering	$ 287,500,000
Less:	
Common stock issuance costs	(6,326,922)
Proceeds allocated to public warrants	(12,218,750)
Plus:	
Remeasurement of Class A common stock to possible redemption	18,545,672
Contingently redeemable common stock at December 31, 2021	**287,500,000**
Plus:	
Remeasurement of Class A common stock to possible redemption	2,847,008
Contingently redeemable common stock at December 31, 2022	**$290,347,008**

On February 23, 2023, in connection with the Extension described in Note 11, the Company was notified by stockholders holding 20,317,255 shares of Class A Common Stock that they exercised their right to redeem such shares for a pro rata portion of the funds in the Trust Account. As a result, $206,121,060 (approximately $10.15 per share) was removed from the Trust Account to pay such redeeming holders on March 2, 2023.

Contingently redeemable Class A common stock at September 30, 2023	**6,104,682**	**$ 63,123,555**

Class A Common Stock

Class A Common Stock

On August 22, 2023, we issued an aggregate of 7,187,500 shares of Class A common stock to the Sponsor, FL Co-Investment, Intrepid Financial Partners, our independent directors and certain of our executive officers, upon the conversion of an equal number of shares of Class B common stock (the "Class B Conversion"). The 7,187,500 shares of Class A common stock issued in connection with the Class B Conversion are subject to the same restrictions as applied to the shares of Class B common stock before the Class B Conversion, including, among other things, certain transfer restrictions, waiver of redemption rights and the obligation to vote in favor of an initial business combination, as described in the prospectus for the Initial Public Offering ("IPO") described below. After the Class B Conversion, no shares of Class B common stock remained outstanding.

Net (Loss) Income Per Share of Common Stock

Net (Loss) Income Per Share of Common Stock

The Company complies with accounting and disclosure requirements of Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Topic 260, "Earnings Per Share." Net (loss) income per share of common stock is computed by dividing net (loss) income by the weighted average number of shares of common stock outstanding for the period. Subsequent remeasurement of the redeemable Class A common stock is excluded from (loss) income per share of common stock as the redemption value approximates fair value. Net (loss) income per share of common stock is computed by dividing the pro rata net (loss) income between the shares of Class A common stock and the shares of Class B common stock by the weighted average number of shares of common stock outstanding for each of the periods. The calculation of diluted (loss) income per share does not consider the effect of the warrants issued in connection with the IPO, as well as warrants issuable upon the exercise of the conversion option on outstanding working capital loans, since the exercise of the warrants is contingent upon the occurrence of future events. The warrants are exercisable for 25,431,370 and 23,625,000 shares of Class A common stock in the aggregate as of September 30, 2023 and 2022, respectively.

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

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2023	2022	2023	2022
Common stock subject to possible redemption				
Numerator:				
Net (loss) income allocable to Class A common stock subject to possible redemption	$(5,571,661)	$ (153,400)	$ (2,167,037)	$ 7,243,954
Denominator:				
Weighted Average Redeemable Class A common stock, Basic and Diluted	8,169,859	28,750,000	12,660,640	28,750,000
Basic and Diluted net (loss) income per share, Redeemable Class A common stock	$ (0.68)	$ (0.01)	$ (0.17)	$ 0.25
Non-Redeemable common stock				
Numerator:				
Net (loss) income allocable to Class A and Class B common stock not subject to redemption	$(4,901,714)	$ (38,350)	$ (1,230,237)	$ 1,810,988
Denominator:				
Weighted Average Non-redeemable Class A and Class B common stock, Basic and Diluted	7,187,500	7,187,500	7,187,500	7,187,500
Basic and diluted net (loss) income per share of Non-redeemable Class A and Class B common stock	$ (0.68)	$ (0.01)	$ (0.17)	$ 0.25

Net (Loss) Income Per Share of Common Stock

The Company complies with accounting and disclosure requirements of Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Topic 260, "Earnings Per Share." Net (loss) income per share of common stock is computed by dividing net income by the weighted average number of shares of common stock outstanding for the period. Subsequent remeasurement of the redeemable Class A common stock is excluded from income per share of common stock as the redemption value approximates fair value. Net (loss) income per share of common stock is computed by dividing the pro rata net (loss) income between the shares of Class A common stock and the shares of Class B common stock by the weighted average number of shares of common stock outstanding for each of the periods. The calculation of diluted income per share does not consider the effect of the warrants issued in connection with the IPO, as well as warrants issuable upon the exercise of the conversion option on outstanding working capital loans, since the exercise of the warrants is contingent upon the occurrence of future events and the inclusion of such warrants would be anti-dilutive. The warrants are exercisable for 23,625,000 and 23,290,000 shares of Class A common stock in the aggregate as of December 31, 2022 and 2021, respectively.

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

	For the Years Ended December 31,	
	2022	2021
Common stock subject to possible redemption		
Numerator:		
Net (loss) income allocable to Class A common stock subject to possible redemption	$ (2,072,758)	$ 3,301,319
Denominator:		
Weighted Average Redeemable Class A common stock, Basic and Diluted	28,750,000	24,417,808
Basic and Diluted net (loss) income per share, Redeemable Class A common stock	$ (0.07)	$ 0.14
Non-Redeemable Ordinary shares		
Numerator:		
Net (loss) income allocable to Class B common stock not subject to redemption	$ (518,190)	$ 971,759
Denominator:		
Weighted Average Non-Redeemable common stock, Basic and Diluted	7,187,500	7,187,500
Basic and diluted net (loss) income per share	$ (0.07)	$ 0.14

Offering Costs

Offering Costs

The Company complies with the requirements of ASC 340-10-S99-1 and SEC Staff Accounting Bulletin ("SAB") Topic 5A—"Expenses of Offering". Offering costs consist principally of professional and registration fees incurred through the balance sheet date that are related to the Public Offering and that were allocated among common stock subject to possible redemption and to stockholders' deficit upon the completion of the IPO. Accordingly, during the period ended December 31, 2021, offering costs totaling $6,607,751 were charged to

temporary equity and stockholders' deficit (consisting of $5,750,000 of underwriting fee and $857,751 of other offering costs). Of the total transaction cost, $280,829 was allocated to warrants as a non-operating expense in the statement of operations for the year ended December 31, 2021, with the rest of the offering costs allocated among common stock subject to possible redemption and to stockholders' deficit. The transaction costs were allocated based on the with and without method, compared to the total offering proceeds, between the fair value of the public warrant liabilities and the Class A common stock.

Fair Value of Financial Instruments

Fair Value of Financial Instruments

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

Fair Value of Financial Instruments

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

Derivative Warrant Liabilities

Derivative Warrant Liabilities

The Company does not use derivative instruments to hedge exposures to cash flow, market, or foreign currency risks. The Company evaluates all of its financial instruments, including issued stock purchase warrants, to determine if such instruments are derivatives or contain features that qualify as embedded derivatives, pursuant to ASC 480 and ASC Topic 815, "Derivatives and Hedging" ("ASC 815"). The classification of derivative instruments, including whether such instruments should be recorded as liabilities or as equity, is re-assessed at the end of each reporting period.

The Company accounts for its 22,125,000 common stock warrants issued in connection with its Initial Public Offering (14,375,000) and Private Placement (7,750,000) as derivative warrant liabilities in accordance with ASC 815-40. Accordingly, the Company recognizes the warrant instruments as liabilities at fair value and adjusts the instruments to fair value at each reporting period. The liabilities are subject to re-measurement at each balance sheet date until exercised, and any change in fair value is recognized in the Company's condensed
statements of operations. The fair value of warrants issued by the Company in connection with the Initial Public Offering and Private Placement had been estimated using Monte-Carlo simulations at the initial measurement date. However, for each subsequent measurement, beginning on April 19, 2021, the public warrants were measured at the Observable Quoted Price in Active Markets and the private warrants were measured using the Modified Black-Scholes Option Pricing Model.

Derivative Warrant Liabilities

The Company does not use derivative instruments to hedge exposures to cash flow, market, or foreign currency risks. The Company evaluates all of its financial instruments, including issued stock purchase warrants, to determine if such instruments are derivatives or contain features that qualify as embedded derivatives, pursuant to ASC 480 and ASC Topic 815, "Derivatives and Hedging" ("ASC 815"). The classification of derivative instruments, including whether such instruments should be recorded as liabilities or as equity, is re-assessed at the end of each reporting period.

The Company accounts for its 22,125,000 common stock warrants issued in connection with its Initial Public Offering (14,375,000) and Private Placement (7,750,000) as derivative warrant liabilities in accordance with ASC 815-40. Accordingly, the Company recognizes the warrant instruments as liabilities at fair value and adjusts the instruments to fair value at each reporting period. The liabilities are subject to re-measurement at each balance sheet date until exercised, and any change in fair value is recognized in the Company's statements of operations. The fair value of warrants issued by the Company in connection with the Initial Public Offering and Private Placement had been estimated using Monte-Carlo simulations at the initial measurement date. However, for each subsequent measurement, beginning on April 19, 2021, the public warrants were measured at the Observable Quoted Price in Active Markets and the private warrants were measured using the Modified Black-Scholes Option Pricing Model.

Convertible Promissory Notes—Related Party

Convertible Promissory Notes—Related Party

The Company accounts for the convertible promissory notes under ASC 815. The Company has made the election under 815-15-25 to account for the notes under the fair value option. Using the fair value option, the convertible promissory notes are required to be recorded at their initial fair value on the date of issuance, and each balance sheet date thereafter. Differences between the face value of the note and fair value at issuance are recognized as either an expense in the condensed statement of operations (if issued at a premium) or as a capital contribution (if issued at a discount). Changes in the estimated fair value of the notes are recognized as non-cash gains or losses in the condensed statements of operations.

Convertible Promissory Notes—Related Party

The Company accounts for the convertible promissory notes under ASC 815. The Company has made the election under ASC 815-15-25 to account for the notes under the fair value option. Using the fair value option, the convertible promissory notes are required to be recorded at their initial fair value on the date of issuance, and each balance sheet date thereafter. Differences between the face value of the note and fair value at issuance are recognized as either an expense in the statement of operations (if issued at a premium) or as a capital contribution (if issued at a discount). Changes in the estimated fair value of the notes are recognized as non-cash gains or losses in the statements of operations.

Income Taxes

Income Taxes

The Company accounts for income taxes under ASC 740, "Income Taxes" ("ASC 740"). ASC 740 requires the recognition of deferred tax assets and liabilities for both the expected impact of differences between the financial statements and tax basis of assets and liabilities and for the expected future tax benefit to be derived from tax loss and tax credit carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that included the enactment date. ASC 740 additionally requires a valuation allowance to be established when it is more likely than not that all or a portion of deferred tax assets will not be realized.

ASC 740 also requires that an annual effective tax rate be determined and that such annual effective

Income Taxes

The Company accounts for income taxes under ASC 740, "Income Taxes" ("ASC 740"). ASC 740 requires the recognition of deferred tax assets and liabilities for both the expected impact of differences between the financial statements and tax basis of assets and liabilities and for the expected future tax

rate be applied to year-to-date income in interim periods. Using provisions of ASC 740 that allow certain tax items to be recorded in the interim period in which these items are reported, the Company's effective tax rate was negative 1.42% and 156.66% for the three months ended September 30, 2023 and 2022, respectively. The effective tax rate differs from the statutory tax rate of 21% for the three months ended September 30, 2023 and 2022, due primarily to changes in fair value of the warrant liability, which are not included in taxable income, non-deductible merger related expenditures, and the valuation allowance on the deferred tax assets.

The Company's effective tax rate was negative 30.08% and 5.53% for the nine months ended September 30, 2023 and 2022, respectively. The effective tax rate differs from the statutory tax rate of 21% for the nine months ended September 30, 2023 and 2022, due primarily to changes in fair value of the warrant liability, which are not included in taxable income, non-deductible merger related expenditures, and the valuation allowance on the deferred tax assets.

ASC 740 also clarifies the accounting for uncertainty in income taxes recognized in an enterprise's financial statements and prescribes a recognition threshold and measurement process for financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. For those benefits to be recognized, a tax position must be more-likely-than-not to be sustained upon examination by taxing authorities. ASC 740 also provides guidance on derecognition, classification, interest and penalties, accounting in interim period, disclosure and transition.

The Company recognizes accrued interest and penalties related to unrecognized tax benefits as income tax expense. There were no unrecognized tax benefits and no amounts accrued for interest and penalties as of September 30, 2023 and December 31, 2022. The Company is currently not aware of any issues under review that could result in significant payments, accruals or material deviation from its position.

The Company has identified the United States as its only "major" tax jurisdiction.

The Company may be subject to potential examination by federal and state taxing authorities in the areas of income taxes. These potential examinations may include questioning the timing and amount of deductions, the nexus of income among various tax jurisdictions and compliance with federal and state tax laws. The Company's management does not expect that the total amount of unrecognized tax benefits will materially change over the next twelve months.

benefit to be derived from tax loss and tax credit carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that included the enactment date. ASC 740 additionally requires a valuation allowance to be established when it is more likely than not that all or a portion of deferred tax assets will not be realized.

ASC 740 also clarifies the accounting for uncertainty in income taxes recognized in an enterprise's financial statements and prescribes a recognition threshold and measurement process for financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. For those benefits to be recognized, a tax position must be more-likely-than-not to be sustained upon examination by taxing authorities. ASC 740 also provides guidance on derecognition, classification, interest and penalties, accounting in annual period, disclosure and transition.

The Company recognizes accrued interest and penalties related to unrecognized tax benefits as income tax expense. There were no unrecognized tax benefits and no amounts accrued for interest and penalties as of December 31, 2022 and 2021. The Company is currently not aware of any issues under review that could result in significant payments, accruals or material deviation from its position.

The Company has identified the United States as its only "major" tax jurisdiction.

The Company may be subject to potential examination by federal and state taxing authorities in the areas of income taxes. These potential examinations may include questioning the timing and amount of deductions, the nexus of income among various tax jurisdictions and compliance with federal and state tax laws. The Company's management does not expect that the total amount of unrecognized tax benefits will materially change over the next twelve months.

Recent Accounting Standards

Recent Accounting Standards

In August 2020, the FASB issued ASU 2020-06, "Debt-Debt with Conversion and Other Options (Subtopic 470-20) and Derivatives and Hedging-Contracts in Entity's Own Equity (Subtopic 815-40): Accounting for Convertible Instruments and Contracts in an Entity's Own Equity" ("ASU 2020-06"), which simplifies accounting for convertible instruments by removing major separation models required under current GAAP. The ASU also removes certain settlement conditions that are required for equity-linked contracts to qualify for scope exception, and it simplifies the diluted earnings per share calculation in certain areas. ASU 2020-06 is effective no later than January 1, 2024 and should be applied on a full or modified retrospective basis, with early adoption permitted beginning on January 1, 2021. The Company is currently reviewing what impact, if any, adoption will have on the Company's financial position, results of operations or cash flows.

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

Recent Accounting Standards

In August 2020, the FASB issued ASU 2020-06, "Debt-Debt with Conversion and Other Options (Subtopic 470-20) and Derivatives and Hedging-Contracts in Entity's Own Equity (Subtopic 815-40): Accounting for Convertible Instruments and Contracts in an Entity's Own Equity" ("ASU 2020-06"), which simplifies accounting for convertible instruments by removing major separation models required under current GAAP. The ASU also removes certain settlement conditions that are required for equity-linked contracts to qualify for scope exception, and it simplifies the diluted earnings per share calculation in certain areas. ASU 2020-06 is effective no later than January 1, 2024 and should be applied on a full or modified retrospective basis, with early adoption permitted beginning on January 1, 2021. The Company is currently reviewing what impact, if any, adoption will have on the Company's financial position, results of operations or cash flows.

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

XML 29 R19.htm IDEA: XBRL DOCUMENT

Significant Accounting Policies (Tables)

9 Months Ended
Sep. 30, 2023

12 Months Ended
Dec. 31, 2022

Earnings Per Share [Abstract]

Summary of Reconciled the Class A Ordinary Shares

At September 30, 2023 and December 31, 2022, the Class A common stock reflected in the condensed balance sheets is reconciled in the following table:

	Shares	Value
Gross proceeds from Initial Public Offering	28,750,000	$ 287,500,000
Less:		
Common stock issuance costs	—	(6,326,922)
Proceeds allocated to public warrants	—	(12,218,750)
Plus:		
Remeasurement of Class A common stock subject to possible redemption	—	21,392,680
Contingently redeemable common stock at December 31, 2022	**28,750,000**	**290,347,008**
Less:		
Redemptions of Class A common stock	(22,645,318)	(230,129,156)
Plus:		
Remeasurement of Class A common stock subject to possible redemption	—	2,905,703
Contingently redeemable Class A common stock at September 30, 2023	**6,104,682**	**$ 63,123,555**

At December 31, 2022 and 2021, the Class A common stock reflected in the balance sheets is reconciled in the following table:

Gross proceeds from Initial Public Offering	$ 287,500,000
Less:	
Common stock issuance costs	(6,326,922)
Proceeds allocated to public warrants	(12,218,750)
Plus:	
Remeasurement of Class A common stock to possible redemption	18,545,672
Contingently redeemable common stock at December 31, 2021	**287,500,000**
Plus:	
Remeasurement of Class A common stock to possible redemption	2,847,008
Contingently redeemable common stock at December 31, 2022	**$290,347,008**

Summary of basic and diluted loss per ordinary share

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

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2023	2022	2023	2022
Common stock subject to possible redemption				
Numerator:				
Net (loss) income allocable to Class A common stock subject to possible redemption	$(5,571,661)	$ (153,400)	$ (2,167,037)	$ 7,243,954
Denominator:				
Weighted Average Redeemable Class A common stock, Basic and Diluted	8,169,859	28,750,000	12,660,640	28,750,000
Basic and Diluted net (loss) income per share, Redeemable Class A common stock	$ (0.68)	$ (0.01)	$ (0.17)	$ 0.25
Non-Redeemable common stock				
Numerator:				
Net (loss) income allocable to Class A and Class B common stock not subject to redemption	$(4,901,714)	$ (38,350)	$ (1,230,237)	$ 1,810,988
Denominator:				
Weighted Average Non-redeemable Class A and Class B common stock, Basic and Diluted	7,187,500	7,187,500	7,187,500	7,187,500
Basic and diluted net (loss) income per share of Non-redeemable Class A and Class B common stock	$ (0.68)	$ (0.01)	$ (0.17)	$ 0.25

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

	For the Years Ended December 31,	
	2022	2021
Common stock subject to possible redemption		
Numerator:		
Net (loss) income allocable to Class A common stock subject to possible redemption	$ (2,072,758)	$ 3,301,319
Denominator:		
Weighted Average Redeemable Class A common stock, Basic and Diluted	28,750,000	24,417,808
Basic and Diluted net (loss) income per share, Redeemable Class A common stock	$ (0.07)	$ 0.14
Non-Redeemable Ordinary shares		
Numerator:		
Net (loss) income allocable to Class B common stock not subject to redemption	$ (518,190)	$ 971,759
Denominator:		
Weighted Average Non-Redeemable common stock, Basic and Diluted	7,187,500	7,187,500
Basic and diluted net (loss) income per share	$ (0.07)	$ 0.14

XML 30 R20.htm IDEA: XBRL DOCUMENT

Related Party Transactions (Tables)

9 Months Ended
Sep. 30, 2023

Debt Instruments [Abstract]

Schedule Of Fair Value Of Debt Instrument

The following tables presents the balances of the convertible promissory notes – related parties, at fair value and the promissory notes to related parties as of the respective period ends:

	Principal Value	Fair Value	
	$ Amount	September 30, 2023	December 31, 2022
Convertible notes -related parties, at fair value			
First Working Capital Loan	$ 365,000	$ 292,000	$ 343,034
Second Working Capital Loan	800,000	640,000	751,856
Third Working Capital Loan	335,000	268,000	314,840
Q3 2022 Promissory Note	170,000	136,000	—
Q4 2022 Promissory Note	200,000	160,000	—
Q1 2023 Promissory Note	356,370	285,096	—
First Q2 2023 Promissory Note	395,000	316,000	—
Fourth Q2 2023 Promissory Note	50,000	40,000	—
First Q3 2023 Promissory Note	635,000	508,000	—
Total	**$ 3,306,370**	**$ 2,645,096**	**$ 1,409,730**

Promissory notes to related parties			
Q3 2022 Promissory Note	$ —	$ —	$ 170,000
Q4 2022 Promissory Note	—	—	200,000
Q1 2023 Promissory Note	178,630	178,630	—
Second Q2 2023 Promissory Note	355,000	355,000	—
Third Q2 2023 Promissory Note	100,000	100,000	—
Second Q3 2023 Promissory Note	495,000	495,000	—
Total	**$ 1,128,630**	**$ 1,128,630**	**$ 370,000**

XML 31 R21.htm IDEA: XBRL DOCUMENT

Fair Value Measurements (Tables)

Fair Value, Balance Sheet Grouping, Financial Statement Captions [Line Items]

9 Months Ended

Sep. 30, 2023

12 Months Ended

Dec. 31, 2022

Schedule of Assets Measured at Fair Value on a Recurring Basis

The following table presents information about the Company's assets and liabilities that are measured at fair value on a recurring basis at September 30, 2023 and December 31, 2022 and indicates the fair value hierarchy of the valuation inputs the Company utilized to determine such fair value:

Description:	Level	September 30, 2023	Level	December 31, 2022
Assets:				
Funds Held in Trust Account	1	$ —	1	$290,718,297
Liabilities:				
Warrant liability—Public Warrants	1	$ 11,500,000	1	$ 9,343,750
Warrant liability—Private Warrants	3	$ 3,654,125	3	$ 2,805,500
Convertible Promissory Notes—Related Parties	3	$ 2,645,096	3	$ 1,409,730

The following table presents information about the Company's assets and liabilities that are measured at fair value on a recurring basis at December 31, 2022 and 2021, and indicates the fair value hierarchy of the valuation inputs the Company utilized to determine such fair value:

Description:	Level	December 31, 2022	Level	December 31, 2021
Assets:				
U.S. Money Market Investing in Treasury Securities Held in Trust Account	1	$290,718,297	1	$287,516,153
Liabilities:				
Warrant liability—Public Warrants	1	9,343,750	1	$ 8,625,000
Warrant liability—Private Warrants	3	2,805,500	3	$ 4,022,250
Convertible Promissory Notes—Related Parties	3	1,409,730	3	$ 956,115

Schedule of Fair Value Measurements Using Monte Carlo Simulation Model

The following table provides quantitative information regarding Level 3 fair value measurements used to determine the fair value of the Private Placement Warrants, excluding Private Placement Warrants held by FL Co-Investment and Intrepid Financial Partners, as of September 30, 2023 and December 31, 2022.

Inputs	September 30, 2023	December 31, 2022
Stock price	$ 10.46	$ 10.05
Strike price	$ 11.50	$ 11.50
Term (in years)	5.30	5.25
Volatility	0.0%	0.0%
Risk-free rate	4.50%	3.91%
Dividend yield	0.00%	0.00%

The following table provides quantitative information regarding Level 3 fair value measurements used to determine the fair value of the Private Placement Warrants, excluding Private Placement Warrants held by FL Co-Investment and Intrepid Financial Partners, as of December 31, 2022 and 2021.

Inputs	December 31, 2021	December 31, 2022
Stock price	$ 9.72	$ 10.05
Strike price	$ 11.50	$ 11.50
Term (in years)	5.42	5.25
Volatility	10.8%	0.0%
Risk-free rate	1.29%	3.91%
Dividend yield	0.00%	0.00%

Schedule of Changes in the Fair Value of Warrant Liabilities

The following table presents the changes in the fair value of warrant liabilities:

	Public	Private Placement	Warrant Liabilities
Fair value as of December 31, 2021	**$ 8,625,000**	**$4,022,250**	**$12,647,250**
Change in valuation inputs or other assumptions	(4,456,250)	(2,402,500)	(6,858,750)
Fair value as of March 31, 2022	**4,168,750**	**1,619,750**	**5,788,500**
Change in valuation inputs or other assumptions	(1,868,750)	(902,875)	(2,771,625)
Fair value as of June 30, 2022	**2,300,000**	**716,875**	**3,016,875**
Change in valuation inputs or other assumptions	(287,500)	(85,250)	(372,750)
Fair value as of September 30, 2022	**2,012,500**	**631,625**	**2,644,125**
Fair value as of December 31, 2022	**9,343,750**	**2,805,500**	**12,149,250**
Change in valuation inputs or other assumptions	(1,150,000)	(201,500)	(1,351,500)
Fair value as of March 31, 2023	**8,193,750**	**2,604,000**	**10,797,750**
Change in valuation inputs or other assumptions	(3,737,500)	(1,178,000)	(4,915,500)
Fair value as of June 30, 2023	**4,456,250**	**1,426,000**	**5,882,250**
Change in valuation inputs or other assumptions	7,043,750	2,228,125	9,271,875
Fair value as of September 30, 2023	**$11,500,000**	**$3,654,125**	**$15,154,125**

The following table presents the changes in the fair value of warrant liabilities:

	Public	Private Placement	Warrant Liabilities
Fair value as of December 31, 2020	**$ —**	**$ —**	**$ —**
Initial measurement on March 1, 2021	12,218,750	6,583,625	18,802,375
Change in valuation inputs or other assumptions	(3,593,750)	(2,561,375)	(6,155,125)
Fair value as of December 31, 2021	**$8,625,000**	**$4,022,250**	**$12,647,250**
Change in valuation inputs or other assumptions	718,750	(1,216,750)	(498,000)
Fair value as of December 31, 2022	**$9,343,750**	**$2,805,500**	**$12,149,250**

Promissory Note [Member]

Fair Value, Balance Sheet Grouping, Financial Statement Captions [Line Items]

Schedule of Fair Value Measurements Using Monte Carlo Simulation Model

The convertible promissory notes were valued using a combination of Black-Scholes and Geske models, which utilize unobservable Level 3 fair value measurement inputs. The estimated fair value of the Promissory Notes was based on the following significant inputs:

Inputs	2023 Inputs (a)	September 30, 2023	December 31, 2022
Exercise price	$ 11.50	$ 11.50	$ 11.50
Volatility	1.9% - 2.5%	2.5%	1.2%
Expected term to warrant expiration	5.2 - 5.6 years	5.3 years	5.3 years
Risk-free-rate	3.39% - 4.17%	4.50%	3.91%
Dividend yield	0%	0%	0%
Stock price	$10.13 - $10.39	$ 10.46	$ 10.05

(a) Represents the range of inputs utilized on the respective dates of the initial valuations of the various convertible note draws and extinguishment during the nine months ended September 30, 2023.

The convertible promissory notes were valued using a combination of Black-Scholes and Geske models, which is considered to be primarily a Level 3 fair value measurement input. The estimated fair value of the Promissory Notes was based on the following significant inputs:

Inputs	December 31, 2021	December 31, 2022
Exercise price	$ 11.50	$ 11.50
Volatility	12.9%	1.2%
Expected term to warrant expiration	5.4 years	5.3 years
Risk-free-rate	1.32%	3.91%
Dividend yield	0%	0%
Stock price	$ 9.71	$ 10.05

Schedule of Changes in the Fair Value of Warrant Liabilities

The following table presents the changes in the fair value of the Level 3 Promissory Notes:

Fair value as of December 31, 2021	**$ 956,115**
Proceeds received through Convertible Promissory Note on March 29, 2022	335,000
Initial measurement of fair value of Promissory Note	(52,126)
Change in fair value of Promissory Notes	27,611
Fair value as of March 31, 2022	**$ 1,266,600**
Change in fair value of Promissory Notes	(5,400)
Fair value as of June 30, 2022	**$ 1,261,200**
Change in fair value of Promissory Notes	(1,200)
Fair value as of September 30, 2022	**$ 1,260,000**
Change in fair value of Promissory Notes	149,730
Fair value as of December 31, 2022	**$ 1,409,730**
Principal amount of Promissory Notes amended on March 29, 2023	726,370
Initial measurement of fair value of Promissory Notes upon extinguishment of debt	(42,205)
Change in fair value of Promissory Notes	3,120
Fair value as of March 31, 2023	**$ 2,097,015**
Proceeds received through Convertible Promissory Notes on May 12, 2023 and June 28, 2023	445,000
Initial measurement of fair value of Promissory Notes	(186,194)
Change in fair value of Promissory Notes	(798,412)

The following table presents the changes in the fair value of the Level 3 Promissory Notes:

Fair value as of December 31, 2020	**$ —**
Proceeds received through Convertible Promissory Note on August 11, 2021	365,000
Initial measurement of fair value of Promissory Note	18,323
Proceeds received through Convertible Promissory Note on December 29, 2021	800,000
Initial measurement of fair value of Promissory Note	(143,440)
Change in fair value of Promissory Notes	(83,768)
Fair value as of December 31, 2021	**$ 956,115**
Proceeds received through Convertible Promissory Note on March 29, 2022	335,000
Initial measurement of fair value of Promissory Note	(52,126)
Change in fair value of Promissory Notes	170,741
Fair value as of December 31, 2022	**$1,409,730**

Fair value as of June 30, 2023	**$ 1,557,409**
Proceeds received through Convertible Promissory Notes on August 30, 2023	635,000
Initial measurement of fair value of Promissory Notes	(304,801)
Change in fair value of Promissory Notes	757,488
Fair value as of September 30, 2023	**$ 2,645,096**

Other Private Placement Warrants [Member]

Fair Value, Balance Sheet Grouping, Financial Statement Captions [Line Items]

Schedule of Fair Value Measurements Using Monte Carlo Simulation Model

The following table provides quantitative information regarding Level 3 inputs used to determine the fair values of Private Placement Warrants held by FL Co-Investment and Intrepid Financial Partners as of September 30, 2023 and December 31, 2022.

Inputs	September 30, 2023	December 31, 2022
Stock price	$ 10.46	$ 10.05
Strike price	$ 11.50	$ 11.50
Term (in years)	2.40	3.15
Volatility	0.0%	0.0%
Risk-free rate	4.82%	4.12%
Dividend yield	0.00%	0.00%

The following table provides quantitative information regarding Level 3 inputs used to determine the fair values of Private Placement Warrants as of December 31, 2022 and 2021.

	December 31, 2021	December 31, 2022
Stock price	$ 9.72	$ 10.05
Strike price	$ 11.50	$ 11.50
Term (in years)	4.15	3.15
Volatility	10.8%	0.0%
Risk-free rate	1.13%	4.12%
Dividend yield	0.00%	0.00%

XML 32 R22.htm IDEA: XBRL DOCUMENT

Income Tax (Tables)

Income Tax Disclosure [Abstract]

Summary Of Net Deferred Tax Assets

The Company's net deferred tax assets at December 31, 2022 and 2021 are as follows:

	12 Months Ended Dec. 31, 2022	
	December 31, 2022	December 31, 2021
Deferred tax asset		
Start-up/organization costs	$ 1,560,694	$ 311,152
Net operating loss carryforwards	—	39,195
Total deferred tax assets	1,560,694	350,347
Valuation allowance	(1,560,694)	(350,347)
Deferred tax assets, net of allowance	$ —	$ —

Summary Of Income Tax Provision

The income tax provision for the years ended December 31, 2022 and 2021 consists of the following:

	Years Ended December 31,	
	2022	2021
Current		
Federal	$ 757,069	$ —
State	—	—
Deferred		
Federal	(1,210,347)	(349,999)
State	—	—
Change in valuation allowance	**1,210,347**	**349,999**
Income tax provision	$ 757,069	$ —

Summary Of Reconciliation Of The Federal Income Tax Rate(Benefit) And Effective Tax Rate(Benefit)

A reconciliation of the federal income tax rate to the Company's effective tax rate at December 31, 2022 and 2021 is as follows:

	Years Ended December 31,	
	2022	2021
Income tax at statutory rate	21.0%	21.0%
Change in valuation allowance	(66.0)%	8.2%
Fair value of warrant adjustment	3.7%	(29.2)%
Income tax expense	(41.3)%	0.0%

XML 33 R23.htm IDEA: XBRL DOCUMENT

Organization and Business Operations - Additional Information (Details) - USD ($)	Aug. 31, 2023	Aug. 29, 2023	Mar. 02, 2023	Feb. 23, 2023	Mar. 01, 2021	9 Months Ended Sep. 30, 2023	Sep. 30, 2022	12 Months Ended Dec. 31, 2022	Dec. 31, 2021	Aug. 22, 2023	Jun. 30, 2023	Feb. 27, 2023	Feb. 06, 2023	Nov. 02, 2022	Oct. 31, 2022
Proceeds from issuance of IPO								$ 0	$ 281,750,000						
Restricted investments term					185 days										
Minimum percent of balance in the Trust Account for business combination						80.00%		80.00%							
Minimum percent of outstanding voting securities owns for business combination						50.00%		50.00%							
Redemption of shares for a pro rata portion						$ 10		$ 10							
Minimum tangible assets for business combination						$ 5,000,001		$ 5,000,001							
Percentage of public shares to be redeemed on non-completion of business combination						100.00%		100.00%							
Stock price threshold limit						$ 10		$ 10							
cash						$ 709,450		$ 100,256							
Proceeds from issuance of common stock								287,500,000	$ 287,500,000						
Amount drew down under updated note								3,218,297							
Working capital deficit						12,065,413		6,547,305							
Investment income, interest to pay dissolution expenses						100,000		100,000							
Payment of taxes								$ 786,918							
Excise Tax On Certain Repurchases Of Stock Under Inflation Reduction Act															1
Amount in the trust account available to be withdrawn						$ 816,118									
Temporary equity shares outstanding						6,104,682		28,750,000	28,750,000						
Proceeds from sale of restricted investments	$ 24,008,096	$ 24,008,096	$ 206,121,060			$ 230,129,156	$ 0	$ 786,918	$ 0						
Temporary equity redemption price per share	$ 10.31	$ 10.31	$ 10.15												
Reduction Of Excise Tax						2,308,378									

Payable On Redemption													
Minimum cash threshold previous					200,000,000								
Minimum cash threshold current					$ 150,000,000								
Working Capital Loan [Member]													
Amount Available Under Promissory Note						800,000							
Debt instrument drawn						170,000							
Subsequent Event [Member]													
Proceeds from sale of restricted investments			$ 206,121,060										
Temporary equity redemption price per share		$ 10.15											
Updated Promissory Note [Member]													
Amount Available Under Promissory Note						365,000							
Debt instrument drawn						335,000							
Commercial Paper [Member]													
Amount Available Under Promissory Note						300,000							
Commercial Paper [Member] | Updated Promissory Note [Member]													
Amount Available Under Promissory Note													
Q42022 Promissory Note [Member]													
Debt instrument drawn													$ 200,000
Sponsor [Member]													
Proceeds from issuance of common stock						$ 25,000							
Sponsor [Member] | Subsequent Event [Member] | Unsecured Loan For Working Capital Purposes [Member]													
Amount Available Under Promissory Note											$ 535,000		
Sponsor [Member] | Private Placement Warrants [Member]													
Class of warrants and rights issued during the period				$ 7,750,000									
Class of warrants and rights issued price per warrant				$ 1									
Common Class A [Member]													
Temporary equity shares outstanding	2,328,063		20,317,255		6,104,682	28,750,000	28,750,000		8,432,745	20,317,255			
Percentage Of Common Stock Issued And Outstanding	27.61%		70.67%							70.67%			
Proceeds from sale of restricted investments					$ 230,129,156								
Temporary equity redemption price per share					$ 10.34	$ 10.1	$ 10						
Common stock shares issued					7,187,500	0	0						
Common stock shares outstanding					7,187,500	0	0						
Common Class A [Member] | Subsequent Event [Member]													
Temporary equity shares outstanding			20,317,255										
Percentage Of Common Stock Issued And Outstanding			70.67%										
Common Class A [Member] | Sponsor [Member]													
Common stock shares issued								7,187,500					
Common Class B [Member]													
Common stock shares issued					0	7,187,500	7,187,500						
Common stock shares outstanding					0	7,187,500	7,187,500						
Common Class B [Member] | Sponsor [Member]													
Common stock shares outstanding								0					
Common Class B [Member] | Sable Offshore Holdings LLC [Member] | Sable PIPE Subscription Agreements [Member]													
Shares issued price per share												$ 10	
Common Unit, Issued												7,450,000	
Common Unit, Issuance Value												$ 74,500,000	
IPO [Member]													
Stock issued during													

period shares				28,750,000									
Shares issued price per share				$ 10									
Proceeds from issuance of IPO				$ 287,500,000									
Stock issuance costs								$ 6,607,751					
Payments for underwriting expense								5,750,000					
Other offering costs								857,751					
Offering expenses related to warrant issuance								$ 280,829					
cash				$ 287,500,000									

XML 34 R24.htm IDEA: XBRL DOCUMENT

Significant Accounting Policies - Additional Information (Details) - USD ($)	Aug. 31, 2023	Aug. 29, 2023	Mar. 02, 2023	Feb. 23, 2023	3 Months Ended Sep. 30, 2023	3 Months Ended Sep. 30, 2022	9 Months Ended Sep. 30, 2023	9 Months Ended Sep. 30, 2022	12 Months Ended Dec. 31, 2022	12 Months Ended Dec. 31, 2021	Aug. 22, 2023	Jun. 30, 2023	Feb. 27, 2023
Marketable Securities									$ 290,718,297	$ 287,516,153			
Federal depository insurance coverage					$ 250,000		$ 250,000		$ 250,000				
Class A common stock subject to possible redemption					6,104,682		6,104,682		28,750,000	28,750,000			
Offering cost									$ 6,607,751				
Underwriting fee on issuance of common stock									5,750,000				
Other offering cost									857,751				
Offering cost reclassified as non-operating expense									$ 280,829				
Common stock warrants issued					22,125,000		22,125,000		22,125,000				
Cash equivalents					$ 0		$ 0		$ 0	$ 0			
Statutory rate					21.00%	21.00%	21.00%	21.00%	21.00%	21.00%			
Proceeds from Interest Received							$ 490,151		$ 786,918	$ 0			
Proceeds from Sale of Restricted Investments	$ 24,008,096	$ 24,008,096	$ 206,121,060				$ 230,129,156	$ 0	$ 786,918	$ 0			
Temporary Equity Redemption Price Per Share	$ 10.31	$ 10.31	$ 10.15										
Effective tax rate					(1.42%)	(156.66%)	(30.08%)	(5.53%)					
Subsequent Event [Member]													
Proceeds from Sale of Restricted Investments				$ 206,121,060									
Temporary Equity Redemption Price Per Share			$ 10.15										
Common Class A [Member]													
Class A common stock subject to possible redemption		2,328,063		20,317,255	6,104,682		6,104,682		28,750,000	28,750,000		8,432,745	20,317,255
Common stock warrants issued					25,431,370	23,625,000	25,431,370	23,625,000	23,625,000	23,290,000			
Proceeds from Sale of Restricted Investments							$ 230,129,156						
Temporary Equity Redemption Price Per Share					$ 10.34		$ 10.34		$ 10.1	$ 10			
Common stock shares issued					7,187,500		7,187,500		0	0			
Common stock shares outstanding					7,187,500		7,187,500		0	0			
Common Class A [Member] | Sponser [Member]													
Common stock shares issued											7,187,500		
Common Class A [Member] | Subsequent Event [Member]													
Class A common stock subject to possible redemption				20,317,255									
Common Class B [Member]													
Common stock shares issued					0		0		7,187,500	7,187,500			
Common stock shares outstanding					0		0		7,187,500	7,187,500			
Common Class B [Member] | Sponser [Member]													
Common stock shares outstanding											0		
IPO [Member]													
Common stock warrants issued					14,375,000		14,375,000		14,375,000				
Private Placement [Member]													
Common stock warrants issued					7,750,000		7,750,000		7,750,000				

XML 35 R25.htm IDEA: XBRL DOCUMENT

Significant Accounting Policies - Summary of Reconciled the Class A Ordinary Shares (Details) - USD ($)	9 Months Ended Sep. 30, 2023	9 Months Ended Sep. 30, 2022	12 Months Ended Dec. 31, 2022	12 Months Ended Dec. 31, 2021
Temporary Equity [Line Items]				
Gross proceeds from Initial Public Offering, Shares			28,750,000	
Contingently redeemable common stock, Shares	6,104,682		28,750,000	28,750,000
Redemptions of Class A common stock, Shares	(22,645,318)			
Gross proceeds from Initial Public Offering			$ 287,500,000	$ 287,500,000
Common stock issuance costs			(6,326,922)	(6,326,922)
Proceeds allocated to public warrants			(12,218,750)	(12,218,750)
Redemptions of Class A common stock	$ (230,129,156)	$ 0		
Remeasurement of Class A common stock subject to possible redemption	2,905,703		21,392,680	18,545,672
Contingently redeemable ordinary shares	$ 63,123,555		290,347,008	$ 287,500,000
Remeasurement of Class A common stock subject to possible redemption [Member]				
Temporary Equity [Line Items]				
Remeasurement of Class A common stock subject to possible redemption			$ 2,847,008	

XML 36 R26.htm IDEA: XBRL DOCUMENT

Significant Accounting Policies - Summary of Net Income Per Share of Common Stock (Details) - USD ($)	3 Months Ended Sep. 30, 2023	3 Months Ended Sep. 30, 2022	9 Months Ended Sep. 30, 2023	9 Months Ended Sep. 30, 2022	12 Months Ended Dec. 31, 2022	12 Months Ended Dec. 31, 2021
Common Class A [Member] | Redeemable Common Stock [Member]						
Numerator [Abstract]						
Net (loss) income allocable	$ (5,571,661)	$ (153,400)	$ (2,167,037)	$ 7,243,954	$ (2,072,758)	$ 3,301,319
Denominator [Abstract]						

Weighted average shares outstanding, basic	8,169,859	28,750,000	12,660,640	28,750,000	28,750,000	24,417,808
Weighted average shares outstanding, diluted	8,169,859	28,750,000	12,660,640	28,750,000	28,750,000	24,417,808
Basic, net (loss) income per share	$ (0.68)	$ (0.01)	$ (0.17)	$ 0.25	$ (0.07)	$ 0.14
Diluted, net (loss) income per share	$ (0.68)	$ (0.01)	$ (0.17)	$ 0.25	$ (0.07)	$ 0.14
Common Class B [Member] | Non Redeemable Common Stock [Member]						
Numerator [Abstract]						
Net (loss) income allocable					$ (518,190)	$ 971,759
Denominator [Abstract]						
Weighted average shares outstanding, basic					7,187,500	
Weighted average shares outstanding, diluted						7,187,500
Basic, net (loss) income per share					$ (0.07)	$ 0.14
Diluted, net (loss) income per share					$ (0.07)	$ 0.14
Common Class A And Class B [Member] | Non Redeemable Common Stock [Member]						
Numerator [Abstract]						
Net (loss) income allocable	$ (4,901,714)	$ (38,350)	$ (1,230,237)	$ 1,810,988		
Denominator [Abstract]						
Weighted average shares outstanding, basic	7,187,500	7,187,500	7,187,500	7,187,500		
Weighted average shares outstanding, diluted	7,187,500	7,187,500	7,187,500	7,187,500		
Basic, net (loss) income per share	$ (0.68)	$ (0.01)	$ (0.17)	$ 0.25		
Diluted, net (loss) income per share	$ (0.68)	$ (0.01)	$ (0.17)	$ 0.25		

XML 37 R27.htm IDEA: XBRL DOCUMENT

Initial Public Offering - Additional Information (Details)	**Mar. 01, 2021**	**Sep. 30, 2023**	**Dec. 31, 2022**	**Dec. 31, 2021**
	$ / shares shares	**shares $ / shares**	**shares $ / shares**	**$ / shares**
Subsidiary, Sale of Stock [Line Items]				
Number of class A common stocks included in each unit		1	1	
Number of public warrants that each unit consists (in shares)		0.5	0.5	
Common Class A [Member]				
Subsidiary, Sale of Stock [Line Items]				
Common stock par or stated value per share | $ / shares		$ 0.0001	$ 0.0001	$ 0.0001
Common Class A [Member] | Public Warrants [Member]				
Subsidiary, Sale of Stock [Line Items]				
Shares issuable per whole warrant		1	1	
Exercise price of warrant | $ / shares	$ 11.5			
IPO [Member]				
Subsidiary, Sale of Stock [Line Items]				
Sale of Units in Initial Public Offering (Shares)	28,750,000			
Shares issued price per share | $ / shares	$ 10			
Common stock par or stated value per share | $ / shares		$ 0.0001	$ 0.0001	
Over-Allotment Option [Member]				
Subsidiary, Sale of Stock [Line Items]				
Sale of Units in Initial Public Offering (Shares)	3,750,000			

XML 38 R28.htm IDEA: XBRL DOCUMENT

Private Placement Warrants - Additional Information (Details) - USD ($)	**12 Months Ended**		
	Dec. 31, 2021	**Sep. 30, 2023**	**Dec. 31, 2022**
Private Placement Warrants [Member]			
Class of Warrant or Right [Line Items]			
Adjustment to additional paid in capital warrants issued	$ 1,166,375		
Private Placement [Member]			
Class of Warrant or Right [Line Items]			
Number of warrants issued		7,750,000	7,750,000
Number of warrants issued, price per warrant		$ 1	$ 1
Aggreagate value of warrants issued		$ 7,750,000	$ 7,750,000
Warrants issued, exercise price		$ 11.5	$ 11.5
Number of Class A common stock that can be purchased per warrant		1	1

XML 39 R29.htm IDEA: XBRL DOCUMENT

Related Party Transactions - Schedule Of Fair Value Of Debt Instrument (Details) - USD ($)	**Sep. 30, 2023**	**Dec. 31, 2022**
Converible Notes [Member]		
Debt Instrument [Line Items]		
Debt Instrument, Fair Value Disclosure	$ 2,645,096	$ 1,409,730
Principal Value	3,306,370	
Promissory Notes [Member]		
Debt Instrument [Line Items]		
Debt Instrument, Fair Value Disclosure	1,128,630	370,000
Principal Value	1,128,630	
First Working Capital Loan [Member] | Converible Notes [Member]		
Debt Instrument [Line Items]		
Debt Instrument, Fair Value Disclosure	292,000	343,034
Principal Value	365,000	
Second Working Capital Loan [Member] | Converible Notes [Member]		
Debt Instrument [Line Items]		
Debt Instrument, Fair Value Disclosure	640,000	751,856
Principal Value	800,000	
Third Working Capital Loan [Member] | Converible Notes [Member]		
Debt Instrument [Line Items]		
Debt Instrument, Fair Value Disclosure	268,000	314,840
Principal Value	335,000	
Q3 2022 Promissory Note [Member] | Converible Notes [Member]		
Debt Instrument [Line Items]		
Debt Instrument, Fair Value Disclosure	136,000	0
Principal Value	170,000	
Q3 2022 Promissory Note [Member] | Promissory Notes [Member]		
Debt Instrument [Line Items]		
Debt Instrument, Fair Value Disclosure	0	170,000
Principal Value	0	
Q42022 Promissory Note [Member] | Converible Notes [Member]		
Debt Instrument [Line Items]		
Debt Instrument, Fair Value Disclosure	160,000	0
Principal Value	200,000	
Q42022 Promissory Note [Member] | Promissory Notes [Member]		
Debt Instrument [Line Items]		
Debt Instrument, Fair Value Disclosure	0	200,000

Principal Value	0	
Q12023 Promissory Note [Member] | Converible Notes [Member]		
Debt Instrument [Line Items]		
Debt Instrument, Fair Value Disclosure	285,096	0
Principal Value	356,370	
Q12023 Promissory Note [Member] | Promissory Notes [Member]		
Debt Instrument [Line Items]		
Debt Instrument, Fair Value Disclosure	178,630	0
Principal Value	178,630	
First Q3 2023 Promissory Note [Member] | Converible Notes [Member]		
Debt Instrument [Line Items]		
Debt Instrument, Fair Value Disclosure	508,000	0
Principal Value	635,000	
Second Q3 2023 Promissory Note [Member] | Promissory Notes [Member]		
Debt Instrument [Line Items]		
Debt Instrument, Fair Value Disclosure	495,000	0
Principal Value	495,000	
First Q22023 Promissory Note [Member] | Converible Notes [Member]		
Debt Instrument [Line Items]		
Debt Instrument, Fair Value Disclosure	316,000	0
Principal Value	395,000	
Third Q22023 Promissory Note [Member] | Promissory Notes [Member]		
Debt Instrument [Line Items]		
Debt Instrument, Fair Value Disclosure	100,000	0
Principal Value	100,000	
Fourth Q22023 Promissory Note [Member] | Converible Notes [Member]		
Debt Instrument [Line Items]		
Debt Instrument, Fair Value Disclosure	40,000	0
Principal Value	50,000	
Second Q22023 Promissory Note [Member] | Promissory Notes [Member]		
Debt Instrument [Line Items]		
Debt Instrument, Fair Value Disclosure	355,000	$ 0
Principal Value	$ 355,000	

XML 40 R30.htm IDEA: XBRL DOCUMENT

Related Party Transactions - Additional Information (Details) - USD ($)	**Nov. 14, 2023**	**May 31, 2023**	**Mar. 29, 2023**	**Feb. 06, 2023**	**1 Months Ended Nov. 30, 2020**	**3 Months Ended Sep. 30, 2023**	**9 Months Ended Sep. 30, 2023**	**Sep. 30, 2022**	**12 Months Ended Dec. 31, 2022**	**Aug. 30, 2023**	**Aug. 22, 2023**	**Jun. 30, 2023**	**Jun. 22, 2023**	**May 12, 2023**	**Mar. 31, 2023**	**Mar. 28, 2023**	**Mar. 24, 2023**	**Mar. 0 2023**
Related Party Transaction [Line Items]																		
Related party transaction terms and manner of settlement							of our Class A common stock equals or exceeds $12.00 per share (as adjusted for stock splits, stock, reorganizations, recapitalizations and the like) for any 20 trading days within any 30-trading day period commencing at least 150 days after a Business Combination, or (y) the Company completes a liquidation, merger, capital stock exchange, reorganization or other similar transaction that results in all of our stockholders having the right to exchange their shares of common stock for cash, securities or other property, the converted Class A common stock will be released from the lock-up.		for any 20 trading days within any 30-trading day period commencing at least 150 days after a Business Combination, or (y) the Company completes a liquidation, merger, capital stock exchange, reorganization or other similar transaction that results in all of our stockholders having the right to exchange their shares of common stock for cash, securities or other property, the converted Class A common stock will be released from the lock-up.									
Line of credit outstanding									$ 365,000									
Debt Instrument Drawn					$ 365,000		$ 365,000		365,000									
Proceed from convertible debt							1,080,000	$ 335,000										
Notes payable, fair value disclosure							$ 316,000	$ 316,000										
Commercial Paper [Member]																		
Related Party Transaction [Line Items]																		
Debt instrument face amount									$ 300,000									
Promissory note interest bearing																		
Promissory note payment terms									May 25, 2021									
Q12023 Promissory Note [Member]																		
Related Party Transaction [Line Items]																		

Debt instrument drawn	$ 535,000								
Proceeds From Notes Payable	356,370								
Q12023 Promissory Note [Member] | Subsequent Event [Member]									
Related Party Transaction [Line Items]									
Debt instrument drawn	$ 535,000								
Common Class B [Member]									
Related Party Transaction [Line Items]									
Common stock shares issued		0	0	7,187,500					
Common stock shares outstanding		0	0	7,187,500					
Common Class A [Member]									
Related Party Transaction [Line Items]									
Common stock shares issued		7,187,500	7,187,500	0					
Common stock shares outstanding		7,187,500	7,187,500	0					
Working Capital Loans [Member]									
Related Party Transaction [Line Items]									
Debt instrument convertible conversion price		$ 1	$ 1	$ 1	$ 1				
Fair value estimated by the Company		$ 684,165	$ 684,165						
Working capital loans						$ 0			
Working Capital Loans [Member] | Minimum [Member]									
Related Party Transaction [Line Items]									
Debt instrument convertible conversion amount							$ 1,500,000		
Working Capital Loans [Member] | Maximum [Member]									
Related Party Transaction [Line Items]									
Debt instrument convertible conversion amount							3,500,000		
Working Capital Loans [Member] | Subsequent Event [Member]									
Related Party Transaction [Line Items]									
Debt instrument convertible conversion price						$ 1			
Working Capital Loans [Member] | Subsequent Event [Member] | Minimum [Member]									
Related Party Transaction [Line Items]									
Debt instrument convertible conversion amount							1,500,000	$ 1,500,0	
Working Capital Loans [Member] | Subsequent Event [Member] | Maximum [Member]									
Related Party Transaction [Line Items]									
Debt instrument convertible conversion amount							$ 3,500,000	$ 3,500,0	
First Working Capital Loan [Member]									
Related Party Transaction [Line Items]									
Debt instrument face amount									
Promissory note interest bearing									
Fair value estimated by the Company		292,000	292,000	$ 343,034					
Fair value at initial measurement				383,323					
Second Working Capital Loan [Member]									
Related Party Transaction [Line Items]									
Debt instrument face amount									

Promissory note interest bearing					
Debt Instrument Drawn					
Debt Instrument Outstanding				800,000	
Fair value estimated by the Company		640,000	640,000	751,856	
Fair value at initial measurement					
Third Working Capital Loan [Member]					
Related Party Transaction [Line Items]					
Debt instrument face amount					
Promissory note interest bearing					
Debt Instrument Drawn		335,000	335,000	335,000	
Debt Instrument Outstanding				335,000	
Fair value estimated by the Company		$ 268,000	$ 268,000	314,840	
Fair value at initial measurement				$ 282,874	
Founders [Member] | Common Class B [Member] | Founder Shares [Member]					
Related Party Transaction [Line Items]					
Stock issued during period, Value	$ 25,000				
Shares issued price per share	$ 0.0035				
Stock issued during period, Shares	7,187,500				
Sponser [Member] | Share Price More Than Or Equals To USD Twelve [Member]					
Related Party Transaction [Line Items]					
Share transfer, trigger price price per share		$ 12	$ 12	$ 12	
Number of consecutive trading days for determining share price			20 days	20 days	
Number of trading days for determining share price			30 days	30 days	
Threshold number of trading days for determining share price from date of business combination			150 days	150 days	
Sponser [Member] | Common Class B [Member]					
Related Party Transaction [Line Items]					
Stock issued during period, Shares	4,671,875				
Transfer of stock shares transferred	434,375				
Common stock shares outstanding					0
Sponser [Member] | Common Class A [Member]					
Related Party Transaction [Line Items]					
Common stock shares issued					7,187,500
Sponser [Member] | Working Capital Loans [Member] | Chief Financial Officer [Member]					
Related Party Transaction [Line Items]					
Debt instrument value assigned					
Sponser [Member] | Working Capital Loans [Member] | Vice President [Member]					
Related Party Transaction [Line Items]					
Debt instrument value assigned					
Sponser [Member] | Third Working Capital Loan [Member] | Chief Financial Officer [Member]					
Related Party Transaction [Line Items]					
Debt instrument value assigned		$ 111,667	$ 111,667		
Sponser [Member] | Third Working Capital					

Loan [Member] | Vice President [Member]								
Related Party Transaction [Line Items]								
Debt instrument value assigned				111,667	111,667			
Sponser [Member] | Third Working Capital Loan [Member] | General Counsel And Secretary [Member]								
Related Party Transaction [Line Items]								
Debt instrument value assigned				111,666	111,666			
FL Co Investment [Member] | Common Class B [Member]								
Related Party Transaction [Line Items]								
Stock issued during period, Shares			1,257,813					
Transfer of stock shares transferred			13,125					
Intrepid Financial Partners [Member] | Common Class B [Member]								
Related Party Transaction [Line Items]								
Stock issued during period, Shares			1,257,812					
Related Party [Member] | Working Capital Loans [Member]								
Related Party Transaction [Line Items]								
Working capital loans							$ 0	$ 0
Q12023 Promissory Note [Member]								
Related Party Transaction [Line Items]								
Proceeds From Notes Payable	$ 356,370							
Q42022 Promissory Note [Member] | Working Capital Loans [Member]								
Related Party Transaction [Line Items]								
Proceed from convertible debt		$ 726,370						
Convertibe Notes And Promissory Note [Member] | Working Capital Loans [Member]								
Related Party Transaction [Line Items]								
Class of warrants or rights convertble into equity value				$ 3,306,370	$ 3,306,370			
Class of warrants or rights number of warrants convertible into equity				3,306,370	3,306,370			
Updated Promissory Note [Member]								
Related Party Transaction [Line Items]								
Debt instrument face amount							365,000	
Debt instrument drawn							$ 335,000	
Updated Promissory Note [Member] | Commercial Paper [Member]								
Related Party Transaction [Line Items]								
Debt instrument face amount								
Outstanding borrowings amount								
Promissory Note [Member]								
Related Party Transaction [Line Items]								
Debt instrument face amount						$ 170,000		
Promissory Note [Member] | Merger Agreement [Member]								
Related Party Transaction [Line Items]								
Transaction cost				$ 1,500,000	$ 1,500,000			
Payments for					3,000,000			

acquisition								
Advances to acquisition target		123,897	726,868					
Promissory Note [Member] | Subsequent Event [Member] | Merger Agreement [Member]								
Related Party Transaction [Line Items]								
Advances to acquisition target	$ 106,000							
Promissory Note [Member] | Q12023 Promissory Note [Member]								
Related Party Transaction [Line Items]								
Fair value estimated by the Company		285,096	285,096					
Promissory Note [Member] | First Q22023 Promissory Note [Member]								
Related Party Transaction [Line Items]								
Debt instrument face amount							$ 395,000	
Fair value at initial measurement		229,653	229,653					
Promissory Note [Member] | Second Q22023 Promissory Note [Member]								
Related Party Transaction [Line Items]								
Debt instrument face amount							$ 355,000	
Promissory Note [Member] | Third Q22023 Promissory Note [Member]								
Related Party Transaction [Line Items]								
Debt instrument face amount						$ 100,000		
Promissory Note [Member] | Fourth Q22023 Promissory Note [Member]								
Related Party Transaction [Line Items]								
Debt instrument face amount					$ 50,000			
Fair value at initial measurement		40,000	40,000	$ 29,150				
Promissory Note [Member] | Q3 2022 Promissory Note [Member]								
Related Party Transaction [Line Items]								
Fair value estimated by the Company		136,000	136,000					
Promissory Note [Member] | Q42022 Promissory Note [Member]								
Related Party Transaction [Line Items]								
Fair value estimated by the Company		160,000	160,000					
Promissory Note [Member] | Second Q3 2023 Promissory Note [Member]								
Related Party Transaction [Line Items]								
Debt instrument face amount				$ 495,000				
Fair value estimated by the Company		508,000	508,000					
Fair value at initial measurement		$ 330,199	$ 330,199					
Promissory Note [Member] | First Q3 2023 Promissory Note [Member]								
Related Party Transaction [Line Items]								
Debt instrument face amount				$ 635,000				

XML 41 R31.htm IDEA: XBRL DOCUMENT

Commitments And Contingencies - Additional Information (Details) - USD ($)	**9 Months Ended**	**12 Months Ended**					
	Sep. 30, 2023	**Dec. 31, 2022**	**Aug. 29, 2023**	**Jun. 30, 2023**	**Feb. 27, 2023**	**Feb. 23, 2023**	**Dec. 31, 2021**
Commitments and Contingencies [Line Items]							
Underwriting discount per share	$ 0.2	$ 0.2					

Adjustment to additional paid in capital underwriting discount	$ 5,750,000	$ 5,750,000						
Percentage of gross proceeds of the IPO payable to Underwriters as Marketing Fee	3.50%	3.50%						
Deferred Legal Fees								$ 0
Temporary equity shares outstanding	6,104,682	28,750,000						28,750,000
Percentage Of Underwriting Commissions Charged To Proceeds From IPO	15.90%							
Common Class A [Member]								
Commitments and Contingencies [Line Items]								
Temporary equity shares outstanding	6,104,682	28,750,000	2,328,063	8,432,745	20,317,255	20,317,255	28,750,000	
Percentage Of Common Stock Issued And Outstanding			27.61%		70.67%	70.67%		
Second Extension [Member] | Common Class A [Member]								
Commitments and Contingencies [Line Items]								
Temporary equity shares outstanding	6,104,682					2,328,063		
Percentage Of Common Stock Issued And Outstanding						27.61%		
Unbilled Expenses [Member]								
Commitments and Contingencies [Line Items]								
Deferred Legal Fees	$ 3,623,594	$ 2,633,139						

XML 42 R32.htm IDEA: XBRL DOCUMENT

Stockholders' Deficit - Additional Information (Details) - USD ($)	**Aug. 31, 2023**	**Aug. 29, 2023**	**Mar. 02, 2023**	**9 Months Ended**		**12 Months Ended**		**Aug. 22, 2023**	**Jun. 30, 2023**	**Feb. 27, 2023**	**Feb. 23, 2023**
				Sep. 30, 2023	**Sep. 30, 2022**	**Dec. 31, 2022**	**Dec. 31, 2021**				
Class of Stock [Line Items]											
Preferred stock par or stated value per share				$ 0.0001		$ 0.0001	$ 0.0001				
Preferred stock shares authorized				1,000,000		1,000,000	1,000,000				
Preferred stock shares issued				0		0	0				
Preferred stock shares outstanding				0		0	0				
Temporary equity shares outstanding				6,104,682		28,750,000	28,750,000				
Proceeds from Sale of Restricted Investments	$ 24,008,096	$ 24,008,096	$ 206,121,060	$ 230,129,156	$ 0	$ 786,918	$ 0				
Temporary Equity Redemption Price Per Share	$ 10.31	$ 10.31	$ 10.15								
Common Class A [Member]											
Class of Stock [Line Items]											
Common stock par or stated value per share				$ 0.0001		$ 0.0001	$ 0.0001				
Common stock shares authorized				200,000,000		200,000,000	200,000,000				
Common stock shares issued				7,187,500		0	0				
Common stock shares outstanding				7,187,500		0	0				
Temporary equity shares outstanding		2,328,063		6,104,682		28,750,000	28,750,000		8,432,745	20,317,255	20,317,255
Common stock, voting rights						one					
Proceeds from Sale of Restricted Investments				$ 230,129,156							
Temporary Equity Redemption Price Per Share				$ 10.34		$ 10.1	$ 10				
Common Class A [Member] | Sponser [Member]											
Class of Stock [Line Items]											
Common stock shares issued								7,187,500			
Common Class B [Member]											
Class of Stock [Line Items]											
Common stock par or stated value per share				$ 0.0001		$ 0.0001	$ 0.0001				
Common stock shares authorized				20,000,000		20,000,000	20,000,000				
Common stock shares issued				0		7,187,500	7,187,500				
Common stock shares outstanding				0		7,187,500	7,187,500				
Common stock, voting rights						one					
Common Class B [Member] | Sponser [Member]											
Class of Stock [Line Items]											
Common stock shares outstanding								0			
Common Class B [Member] | Determination Of Price Of Class A Common Stock For A Certain Period Based On Which Lock In Period Of Class B Common Stock Will Be Determined [Member]											
Class of Stock [Line Items]											
Lock in period of shares						1 year					
Share price				$ 12		$ 12					
Number of trading days for determining the share price				20 days		20 days					
Number of consecutive trading days for determining the share price				30 days		30 days					
Waiting period after which price of share is determined post business combination				150 days		150 days					

XML 43 R33.htm IDEA: XBRL DOCUMENT

Warrants - Additional Information (Details) - USD ($)	**9 Months Ended**	**12 Months Ended**	
	Sep. 30, 2023	**Dec. 31, 2022**	**Mar. 24, 2023**
Maximum [Member] | Working Capital Loan [Member]			
Warrants [Line Items]			
Debt Instrument, Convertible, Carrying Amount of Equity Component			$ 3,500,000
Maximum [Member] | Subsequent Event [Member] | Working Capital Loan [Member]			
Warrants [Line Items]			
Debt Instrument, Convertible, Carrying Amount of Equity Component			3,500,000
Minimum [Member] | Working Capital Loan [Member]			
Warrants [Line Items]			
Debt Instrument, Convertible, Carrying Amount of Equity Component			1,500,000
Minimum [Member] | Subsequent Event [Member] | Working Capital Loan [Member]			
Warrants [Line Items]			
Debt Instrument, Convertible, Carrying Amount of Equity Component			$ 1,500,000
Public Warrants [Member]			
Warrants [Line Items]			
Class of warrants or rights days after which warrants are excercisable post consummation of business combination	30 days	30 days	
Class of warrants or rights days after which warrants are excercisable post initial public offer	12 months	12 months	
Class of warrants or rights term	5 years	5 years	
Number of days after business combination within which securities shall be registered	15 days	15 days	
Number of days after business combination within which the registration of securities shall be effective	60 days	60 days	
Exercise price payable for the warrant	$ 0.361	$ 0.361	
Lock in period of warrants	30 days	30 days	
Public Warrants [Member] | Prospective Warrant Redemption [Member]			
Warrants [Line Items]			
Sale of stock, price per share	$ 9.2	$ 9.2	
Proceeds to be used for business combination as a percentage of total capital to be raised	60.00%	60.00%	
Number of trading days for determining volume weighted average price of the shares	20 days	20 days	
Volume weighted average price per share	$ 9.2	$ 9.2	
Public Warrants [Member] | Prospective Warrant Redemption [Member] | Trigger Price One [Member]			

Warrants [Line Items]		
Exercise price of warrants as a percentage of newly issued share price	180.00%	180.00%
Share price	$ 10	$ 10
Public Warrants [Member] | Prospective Warrant Redemption [Member] | Trigger Price Two [Member]		
Warrants [Line Items]		
Exercise price of warrants as a percentage of newly issued share price	115.00%	115.00%
Share price	$ 18	$ 18
Public Warrants [Member] | Prospective Warrant Redemption [Member] | Redemption Of Warrants For Cash [Member]		
Warrants [Line Items]		
Class of warrants or rights redemption price per unit of warrant	$ 0.01	$ 0.01
Minimum number of days of notice to be given to warrant holders prior to redemption	30 days	30 days
Newly adjusted issue price per share	$ 18	$ 18
Number of trading days for determining the newly issued share price	20 days	20 days
Number of consecutive trading days for determining the newly issued share price	30 days	30 days
Public Warrants [Member] | Prospective Warrant Redemption [Member] | Redemption Of Warrants For Class A Common Stock [Member]		
Warrants [Line Items]		
Minimum number of days of notice to be given to warrant holders prior to redemption	30 days	30 days
Newly adjusted issue price per share	$ 10	$ 10
Number of days after which the redemption period commences after the warrant becomes exercisable	90 days	90 days

XML 44 R34.htm IDEA: XBRL DOCUMENT

Fair Value Measurements - Schedule of Assets Measured at Fair Value on a Recurring Basis (Details) - USD ($)	**Sep. 30, 2023**	**Dec. 31, 2022**	**Dec. 31, 2021**
Assets:			
U.S. Money Market and Treasury Securities Held in Trust Account	$ 63,939,672	$ 290,718,297	$ 287,516,153
Liabilities:			
Convertible Promissory Notes—Related Parties	316,000		
Fair Value, Recurring [Member] | Level 1 [Member] | Public Warrants [Member]			
Liabilities:			
Fair value liabilities	11,500,000	9,343,750	8,625,000
Fair Value, Recurring [Member] | Level 1 [Member] | U.S. Money Market and Treasury Securities Held in Trust Account [Member]			
Assets:			
U.S. Money Market and Treasury Securities Held in Trust Account		290,718,297	287,516,153
Fair Value, Recurring [Member] | Level 1 [Member] | U.S. Money Market Funds Held in Trust Account [Member]			
Assets:			
U.S. Money Market and Treasury Securities Held in Trust Account	0	290,718,297	
Fair Value, Recurring [Member] | Level 3 [Member]			
Liabilities:			
Convertible Promissory Notes—Related Parties	2,645,096	1,409,730	956,115
Fair Value, Recurring [Member] | Level 3 [Member] | Private Warrants [Member]			
Liabilities:			
Fair value liabilities	$ 3,654,125	$ 2,805,500	$ 4,022,250

XML 45 R35.htm IDEA: XBRL DOCUMENT

Fair Value Measurements - Schedule of Fair Value Measurements Using Monte Carlo Simulation Model (Details) - Level 3 [Member]	**Sep. 30, 2023**	**Dec. 31, 2022**	**Dec. 31, 2021**
	yr	**yr**	**yr**
Exercise price [Member] | Other Private Placement Warrants [Member]			
Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items]			
Warrants and rights outstanding	11.5	11.5	11.5
Volatility [Member] | Other Private Placement Warrants [Member]			
Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items]			
Warrants and rights outstanding	0	0	10.8
Risk-free rate [Member] | Other Private Placement Warrants [Member]			
Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items]			
Warrants and rights outstanding	4.82	4.12	1.13
Dividend yield [Member] | Other Private Placement Warrants [Member]			
Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items]			
Warrants and rights outstanding	0	0	0
Stock price [Member] | Other Private Placement Warrants [Member]			
Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items]			
Warrants and rights outstanding	10.46	10.05	9.72
Time to Expiration (in years) [Member] | Other Private Placement Warrants [Member]			
Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items]			
Warrants and rights outstanding	2.4	3.15	4.15
Promissory Note [Member] | Exercise price [Member]			
Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items]			
Debt Securities available for sale	11.5	11.5	11.5
Promissory Note [Member] | Volatility [Member]			
Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items]			
Debt Securities available for sale	2.5	1.2	12.9
Promissory Note [Member] | Volatility [Member] | Maximum [Member]			
Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items]			
Debt Securities available for sale	2.5		
Promissory Note [Member] | Volatility [Member] | Minimum [Member]			
Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items]			
Debt Securities available for sale	1.9		
Promissory Note [Member] | Expected term to warrant expiration [Member]			
Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items]			
Debt Securities available for sale	5.3	5.3	5.4
Promissory Note [Member] | Expected term to warrant expiration [Member] | Maximum [Member]			
Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items]			
Debt Securities available for sale	5.6		
Promissory Note [Member] | Expected term to warrant expiration [Member] | Minimum [Member]			
Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items]			
Debt Securities available for sale	5.2		
Promissory Note [Member] | Risk-free rate [Member]			
Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items]			
Debt Securities available for sale	4.5	3.91	1.32
Promissory Note [Member] | Risk-free rate [Member] | Maximum [Member]			
Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items]			

Debt Securities available for sale															
Promissory Note [Member] | Risk-free rate [Member] | Minimum [Member]															
Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items]															
Debt Securities available for sale															
Promissory Note [Member] | Dividend yield [Member]															
Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items]															
Debt Securities available for sale															
Promissory Note [Member] | Stock price [Member]															
Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items]															
Debt Securities available for sale															
Promissory Note [Member] | Stock price [Member] | Maximum [Member]															
Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items]															
Debt Securities available for sale															
Promissory Note [Member] | Stock price [Member] | Minimum [Member]															
Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items]															
Debt Securities available for sale															
Convertible Promissory Notes Related Parties [Member] | Exercise price [Member]															
Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items]															
Warrants and rights outstanding															
Convertible Promissory Notes Related Parties [Member] | Volatility [Member]															
Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items]															
Warrants and rights outstanding															
Convertible Promissory Notes Related Parties [Member] | Expected term to warrant expiration [Member]															
Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items]															
Warrants and rights outstanding															
Convertible Promissory Notes Related Parties [Member] | Risk-free rate [Member]															
Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items]															
Warrants and rights outstanding															
Convertible Promissory Notes Related Parties [Member] | Dividend yield [Member]															
Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items]															
Warrants and rights outstanding															
Convertible Promissory Notes Related Parties [Member] | Stock price [Member]															
Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items]															
Warrants and rights outstanding															

Debt Securities available for sale															4.17
Promissory Note [Member] | Risk-free rate [Member] | Minimum [Member]															
Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items]															
Debt Securities available for sale															3.39
Promissory Note [Member] | Dividend yield [Member]															
Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items]															
Debt Securities available for sale															0
Promissory Note [Member] | Stock price [Member]															
Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items]															
Debt Securities available for sale															10.46
Promissory Note [Member] | Stock price [Member] | Maximum [Member]															
Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items]															
Debt Securities available for sale															10.39
Promissory Note [Member] | Stock price [Member] | Minimum [Member]															
Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items]															
Debt Securities available for sale															10.13
Convertible Promissory Notes Related Parties [Member] | Exercise price [Member]															
Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items]															
Warrants and rights outstanding															11.5
Convertible Promissory Notes Related Parties [Member] | Volatility [Member]															
Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items]															
Warrants and rights outstanding															0
Convertible Promissory Notes Related Parties [Member] | Expected term to warrant expiration [Member]															
Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items]															
Warrants and rights outstanding															5.3
Convertible Promissory Notes Related Parties [Member] | Risk-free rate [Member]															
Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items]															
Warrants and rights outstanding															4.5
Convertible Promissory Notes Related Parties [Member] | Dividend yield [Member]															
Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items]															
Warrants and rights outstanding															0
Convertible Promissory Notes Related Parties [Member] | Stock price [Member]															
Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items]															
Warrants and rights outstanding															10.46

XML 46 R36.htm IDEA: XBRL DOCUMENT

Fair Value Measurements - Schedule of Changes in the Fair Value of Warrant Liabilities (Details) - USD ($)	**Dec. 29, 2021**	**Aug. 11, 2021**	**3 Months Ended**							**9 Months Ended**		**12 Months Ended**		
			Sep. 30, 2023	**Jun. 30, 2023**	**Mar. 31, 2023**	**Dec. 31, 2022**	**Sep. 30, 2022**	**Jun. 30, 2022**	**Mar. 31, 2022**	**Sep. 30, 2023**	**Sep. 30, 2022**	**Dec. 31, 2022**	**Dec. 31, 2021**	**Mar. 01, 2021**
Fair Value, Liabilities Measured on Recurring Basis, Unobservable Input Reconciliation [Line Items]														
Proceeds received through Convertible Promissory Notes										$ 1,080,000	$ 335,000			
Change in fair value of Promissory Notes			$ 757,488				$ (1,200)			(37,804)	21,011	$ 170,741	$ (83,768)	
Fair Value, Liability, Recurring Basis, Unobservable Input Reconciliation, Gain (Loss), Statement of Income or Comprehensive Income [Extensible Enumeration]			Fair Value Adjustment of Warrants									Fair Value Adjustment of Warrants		
Convertible Promissory Notes Related Parties [Member]														
Fair Value, Liabilities Measured on Recurring Basis, Unobservable Input Reconciliation [Line Items]														
Fair value			$ 1,557,409	$ 2,097,015	$ 1,409,730	$ 1,260,000	1,261,200	$ 1,266,600	$ 956,115	1,409,730	956,115	$ 956,115	0	
Principal amount of Promissory Notes					726,370									
Initial measurement of fair value of Promissory Notes upon extinguishment of debt	$ (143,440)	$ 18,323	(304,801)	(186,194)	(42,205)	(52,126)			(52,126)	(304,801)		(52,126)		
Proceeds received through Convertible Promissory Notes	$ 800,000	$ 365,000	635,000	445,000					335,000			335,000		
Change in fair value of Promissory Notes			757,488	(798,412)	3,120	149,730	(1,200)	(5,400)	27,611			170,741	(83,768)	
Fair value			2,645,096	1,557,409	2,097,015	1,409,730	1,260,000	1,261,200	1,266,600	2,645,096	1,260,000	1,409,730	956,115	
Public [Member]														
Fair Value, Liabilities Measured on Recurring Basis, Unobservable Input Reconciliation [Line Items]														
Fair value			4,456,250	8,193,750	9,343,750	2,012,500	2,300,000	4,168,750	8,625,000	9,343,750	8,625,000	8,625,000	0	
Initial measurement of fair value of Promissory Notes upon extinguishment of debt														$ 12,218,750
Change in valuation inputs or other assumptions			7,043,750	(3,737,500)	(1,150,000)		(287,500)	(1,868,750)	(4,456,250)			718,750	(3,593,750)	
Fair value			11,500,000	4,456,250	8,193,750	9,343,750	2,012,500	2,300,000	4,168,750	11,500,000	2,012,500	9,343,750	8,625,000	
Private Placement [Member]														
Fair Value, Liabilities Measured on Recurring Basis, Unobservable Input Reconciliation [Line Items]														
Fair value			1,426,000	2,604,000	2,805,500	631,625	716,875	1,619,750	4,022,250	2,805,500	4,022,250	4,022,250	0	
Initial measurement of fair value of Promissory Notes upon extinguishment of debt														6,583,625
Change in valuation inputs or other assumptions			2,228,125	(1,178,000)	(201,500)		(85,250)	(902,875)	(2,402,500)			(1,216,750)	(2,561,375)	
Fair value			3,654,125	1,426,000	2,604,000	2,805,500	631,625	716,875	1,619,750	3,654,125	631,625	2,805,500	4,022,250	
Warrant Liabilities [Member]														
Fair Value, Liabilities Measured on Recurring Basis, Unobservable Input Reconciliation [Line Items]														
Fair value			5,882,250	10,797,750	12,149,250	2,644,125	3,016,875	5,788,500	12,647,250	12,149,250	12,647,250	12,647,250	0	
Initial measurement of fair														$

value of Promissory Notes upon extinguishment of debt										18,802,375
Change in valuation inputs or other assumptions	9,271,875	(4,915,500)	(1,351,500)		(372,750)	(2,771,625)	(6,858,750)		(498,000)	(6,155,125)
Fair value	$ 15,154,125	$ 5,882,250	$ 10,797,750	$ 12,149,250	$ 2,644,125	$ 3,016,875	$ 5,788,500	$ 15,154,125	$ 2,644,125	$ 12,149,250	$ 12,647,250

XML 47 R37.htm IDEA: XBRL DOCUMENT

Fair Value Measurements - Additional Information (Details) - USD ($)	3 Months Ended		12 Months Ended	
	Apr. 19, 2021	Sep. 30, 2023	Sep. 30, 2022	Dec. 31, 2022	Dec. 31, 2021
U.S. Money Market and Treasury Securities Held in Trust Account		$ 63,939,672		$ 290,718,297	$ 287,516,153
Promissory Note [Member] | Fair Value, Inputs, Level 1, 2 and 3 [Member]					
Fair Value, Net Derivative Asset (Liability) Measured on Recurring Basis, Unobservable Inputs Reconciliation, Transfers, Net		$ 0	$ 0	$ 0	$ 0
Public [Member]					
Transfer from level 3 to level one	$ 15,381,250				

XML 48 R38.htm IDEA: XBRL DOCUMENT

Income Tax - Additional Information (Details) - USD ($)	3 Months Ended		9 Months Ended		12 Months Ended		
	Sep. 30, 2023	Sep. 30, 2022	Sep. 30, 2023	Sep. 30, 2022	Dec. 31, 2022	Dec. 31, 2021	Dec. 31, 2020
Income Tax Disclosure [Line Items]							
Change in the valuation allowance					$ 1,210,347	$ 349,999	
Income Tax Expense (Benefit)	$ 146,980	$ 530,156	$ 785,543	$ 530,156	757,069	0	
Unrecognized Tax Benefits					0	$ 0	
Unrecognized Tax Benefits, Income Tax Penalties and Interest Accrued					$ 0		
Effective Income Tax Rate Reconciliation, Percent					(41.30%)	0.00%	
Open Tax Year						2021	2020
TX [Member]							
Income Tax Disclosure [Line Items]							
Effective Income Tax Rate Reconciliation, Percent					0.00%		
Domestic Tax Authority [Member] | UNITED STATES							
Income Tax Disclosure [Line Items]							
Operating loss carryforward,net Federal					$ 0	$ 186,642	

XML 49 R39.htm IDEA: XBRL DOCUMENT

Income Tax - Summary of Net Deferred Tax Assets (Details) - USD ($)	Dec. 31, 2022	Dec. 31, 2021
Deferred tax asset		
Start-up/organization costs	$ 1,560,694	$ 311,152
Net operating loss carryforwards	0	39,195
Total deferred tax assets	1,560,694	350,347
Valuation allowance	(1,560,694)	(350,347)
Deferred tax asset, net of allowance	$ 0	$ 0

XML 50 R40.htm IDEA: XBRL DOCUMENT

Income Tax - Summary Of Income Tax Provision (Details) - USD ($)	3 Months Ended		9 Months Ended		12 Months Ended	
	Sep. 30, 2023	Sep. 30, 2022	Sep. 30, 2023	Sep. 30, 2022	Dec. 31, 2022	Dec. 31, 2021
Income Tax Disclosure [Abstract]						
Current Federal					$ 757,069	$ 0
Current State					0	0
Deferred Federal					(1,210,347)	(349,999)
Deferred State					0	0
Change in valuation allowance					1,210,347	349,999
Income tax provision	$ 146,980	$ 530,156	$ 785,543	$ 530,156	$ 757,069	$ 0

XML 51 R41.htm IDEA: XBRL DOCUMENT

Income Tax - Summary Of Reconciliation Of The Federal Income Tax Rate(Benefit) And Effective Tax Rate(Benefit) (Details)	3 Months Ended		9 Months Ended		12 Months Ended	
	Sep. 30, 2023	Sep. 30, 2022	Sep. 30, 2023	Sep. 30, 2022	Dec. 31, 2022	Dec. 31, 2021
Income Tax Disclosure [Abstract]						
Income tax at statutory rate	21.00%	21.00%	21.00%	21.00%	21.00%	21.00%
Change in valuation allowance					(66.00%)	8.20%
Fair value of warrant adjustment					3.70%	(29.20%)
Income tax Expense					(41.30%)	0.00%

XML 52 R42.htm IDEA: XBRL DOCUMENT

Subsequent Events - Additional Information (Details) - USD ($)	Aug. 31, 2023	Aug. 29, 2023	Mar. 02, 2023	Feb. 23, 2023	9 Months Ended		12 Months Ended		Jun. 30, 2023	May 12, 2023	Mar. 28, 2023	Mar. 24, 2023	Mar. 03, 2023	Feb. 27, 2023	Feb. 06, 2023
					Sep. 30, 2023	Sep. 30, 2022	Dec. 31, 2022	Dec. 31, 2021							
Subsequent Event [Line Items]															
Temporary equity shares outstanding					6,104,682		28,750,000	28,750,000							
Proceeds from sale of restricted investments	$ 24,008,096	$ 24,008,096	$ 206,121,060		$ 230,129,156	$ 0	$ 786,918	$ 0							
Temporary equity redemption price per share	$ 10.31	$ 10.31	$ 10.15												
Working Capital Loans [Member]															
Subsequent Event [Line Items]															
Debt instrument convertible conversion price					$ 1		$ 1			$ 1					
Working Capital Loans [Member] | Maximum [Member]															
Subsequent Event [Line Items]															
Debt instrument convertible carrying amount of the equity component												$ 3,500,000			
Working Capital Loans [Member] | Minimum [Member]															
Subsequent Event [Line Items]															
Debt instrument convertible carrying amount of the equity component												1,500,000			
Q12023 Promissory Note [Member]															
Subsequent Event [Line Items]															

Debt instrument drawn											$ 535,000
Common Class A [Member]											
Subsequent Event [Line Items]											
Temporary equity shares outstanding	2,328,063		20,317,255	6,104,682		28,750,000	28,750,000	8,432,745			20,317,255
Percentage Of Common Stock Issued And Outstanding	27.61%		70.67%								70.67%
Proceeds from sale of restricted investments				$ 230,129,156							
Temporary equity redemption price per share				$ 10.34		$ 10.1	$ 10				
Subsequent Event [Member]											
Subsequent Event [Line Items]											
Proceeds from sale of restricted investments			$ 206,121,060								
Temporary equity redemption price per share		$ 10.15									
Subsequent Event [Member] | Working Capital Loans [Member]											
Subsequent Event [Line Items]											
Debt instrument convertible conversion price									$ 1		
Subsequent Event [Member] | Working Capital Loans [Member] | Maximum [Member]											
Subsequent Event [Line Items]											
Debt instrument convertible carrying amount of the equity component										3,500,000	$ 3,500,000
Subsequent Event [Member] | Working Capital Loans [Member] | Minimum [Member]											
Subsequent Event [Line Items]											
Debt instrument convertible carrying amount of the equity component										$ 1,500,000	$ 1,500,000
Subsequent Event [Member] | Q12023 Promissory Note [Member]											
Subsequent Event [Line Items]											
Debt instrument drawn											$ 535,000
Subsequent Event [Member] | Common Class A [Member]											
Subsequent Event [Line Items]											
Temporary equity shares outstanding			20,317,255								
Percentage Of Common Stock Issued And Outstanding			70.67%								

*EXCEL 54 Financial_Report.xlsx IDEA: XBRL DOCUMENT begin 644 Financial_Report.xlsx M4$L#!!0 (#V*3E@'04UB@0 +$ 0 9&]C4')O<',O87!P+GAM M;$V./0L",1!$_\IQO;=!P4)B0-!2L+ (/>QLOD&1#LD)^OCG!CVX>;QA&WPIG M*N*I#BV&5(_C(I(/ !47BK9.7:=N')=HI6-Y #OGDK7A.YNJQ<&4GPZ4A!0W_J=0U[R;UEA_6\#MI7E!+ P04 M "]BDY8]B\L;>| K @ $0 &1O8U!R;W!S+V-O&ULS9+/ M:L,P#(=?9?B>*'*"B;U9:6G#08K;.QF;+4UB_]@:R1]^R59FS*V!]C1TL^? M/H%:'84."9]3B)C(8KX;7.>ST"'#3D11 &1]0J=R.2;\V#R$Y!2-SW2$]/2' M.B+PJKH'AZ2, (@43L(@+D_"V@6XES]$SMW@%V20[9+JN_[LF_FW+A##6]/CR_SNH7U MF937./[*5M YXH9=)[\V#]O]CDE>\551\:)>[3D7]5HTZ_?)]8??3=@%8P_V M'QM?!64+O^Y"?@%02P,$% @ /8I.6)E&UL[5I;<]HX%'[OK]!X9_9M"\8V@;:T$W-I=MNTF83M M3A^%$5B-;'EDD81_OTV23;J;/ 0LZ?O.14?GZ#AY\^XN8NB&B)3R M> +]O6N[!3+ MUES@6QHO(];JM-O=5H1I;*$81V1@? 5XL:$#05%%:;U\@M.4?_ @5RU2-9:,! M$U=!)KF(M/+Y;,7\VMX^9<_1.ATR@6XP&U@@?\YOI^1.6HCA5,+$P&IG/U9K MQ)'22(""R7V4!;I)]J/3%0@R#3LZG5C.=GSVQ.V?*
C,K:=#1M&N#C\7@XMLO2 MBW A(5M>5 TR M6'!VULS2 Y9>*?IUE!K9';O=05SP6.XYB1''^QL4$UFG2&98T1G*=D 4. #?$ MT4Q0?*]!MHK@PI+27)#6SRFU4!H(FLB!]4>"(<7K;YH]
M5Z%82=]$^!!&&N*<<^9ST6S[!Z5&T?95O-RCEU@5 9<8WS2J-2S%UGB5P/&M MG#P=$Q+-E L&08:7)"82J3E^34@3_BNEVOZKR2.F]W"$2M"/F(9 M-
AIRM1:!MG&IA&!:$L;1>$[2M!'\6:PUDSY@R.S-D77.UI$.$9)>-T(^8LZ+ MD!&_'H8X2IKMHG%8!/V>7L-)P>B"RV;]N'Z&U3-L+([W1]072N0/]<_Z3(T M!Z.-60F]A%9]GZJ'-#ZH'C(*!?&Y'C[E>G@*-Y;&O%"N@GL!_]':-|*K^(+ M.7\N?<^E[[GT/:'2MSAD6R4)RU3393>* M$IY"&V[I4_5*E=?EK[DHN#Q;Y.FOH70^+,_Y/%_GM,T+,T.WF)&Y M"M-2D&_#^>G%>!KB.=D$N7V85VWGV-
'1^^?!4;"C[SR6'<>(\J(A[J&&F,_# M0X=Y>U^89Y7&4#04;6RL)"Q&MV"XU_$L%.!D8"V@!X.O40+R4E5@,5O& RN0 MHGQ,C$7H<.>77%_CT9+CVZ9EM6ZO*7<9;2)2.<)IF!-
GJ\K>9;'!51W/55OR ML+YJ/;053L_^6:W(GPP13A8+$DACE!>F2J+S&5.^YRM)Q%4XOT4SMA*7&+SC MYL=Q3E.X$G:V#P(RN;LYJ7IE,6>F\M\M# DL6XA9$N)-7>W5YYNTB42%(JP# 4A
M%W+C[^^3:G>,U_HL@6V$5#)DU1?*0XG!/3-R0]A4)?.NVB8+A=OB5,V[&KXF M8$O#>FZ=+2?_VU[4/;07/4;SHYG@'K.' MYA,L0Z1^P7V*BH 1J\V*^NJ]/^26<.[1[\8$@F_S6VZ3VW> ,?
-2K6J5D*Q$_ M2P=|'Y(&8XQ;]#1?CQ1BK::QK<;:,0QY@%CS#*%F.-^'19H:,]6+K#F-"F]! MU4#E/]O4#6CV#30,9FV-J/D3@H\W/[O#;#"Q([A[8N_ 5!+ P04 M"]BDY86#72?XD$ #'$P &
'AL+W=O%($96G(HJ@?9ERJ8#([JLW-9*0W+I5*S VQFRSCYO5: MI'H[#FBPO_$@5VOG;X234H>]/:SV VHY_%BG=KBEVS+OMUN M0.*-=3K;!0.#3*KRD<]GZ_LG0 -M#F"[
%;P+E]4L+SACD]&1F^)\;T!S5\4 M0RVB@9Q4?E86SL!3"7%N,M7/PI Y3, H=(#G[X;Q+O:ZC&5'8B_(G59N;%1DV)[,-4,!%R(_)YWH V$1ZR!XG6IPG0*OI&9$YG]NVG,)62W&=)ODDN;\UB,
]@%5IAG$4Q^_HGVHU\0PMV* MBA*%? ("E8?$SYJHD%'K_DJ14(CW[%HX_B MW"HGW2MY$"MIG>' YYYGC5G!<1;*17DZW)IU]H(,M4F/T?H#2IZ@U/H32%1
MAJ>PQ!+Q0GX5KTT$<:0HBNBP0[M#;/:&%:WA*;2ND@26I_U %HX[033L<:.? MI8H;$XA#/OZ)\+JH>%V/& WU1O((Z13)XT,=1;U<@7A_NL?;6E,&JU-="3O*&B-M?6@4?\)?.C M>" M.(!T,HQ;
[0_T)(-XY"]DEH!YR:6,R\H(T3H<6>T'#-?P+SJ&69NO-6R"X\EI >D-+L[Z-.ICC&HS8+B(M[S4,,],WL%HID1XMAUN /IFBA" WY_#=YPP\35\QAK6)L/HUD4[2_?I=
M2HIE233C%/K22/:YQSJ7Y+V'K"X>ROJKW JAT&.>%?)RL56]>K]:R7@K=%HOU1?/95;V^*?_LHLO+A+#^1]Q)J !O%G*A[DP3724F[*\]N^^91<+K!^(I&)6&D*#G_NQ49DF6:" MY_BW(UWL?
U,"EX_L? **8BXXNN+NGQ M48#F[YHDME$@_RTT.-^K6KX-H4XM=Z410*C*!+T MD6>\B 6ZUEP2O4-_7$?H[>L?+U8*?D>C5W"'^;'EI$(HHI,X1O M[.&1B"&
<-.'4$!Z='DZ&X2M(SCY#=)\AVO"Q8QG:U;4H%.)20E[>F]+1$CAF M KURW\N*Q^)R 4M3BOI>+-9O7A$/GYN2,R=9-!/9('%LGSAF8U]ON-R:LM5&
MN4V4+DOW:Q^'CHLO5O>'>9C"",;4]8:P: ICE/I>L(<-GMW9/[MC??:K6E0\ M39!XK/3JD"8=+8-W\,O4\5A(1S]FL""@9(2*IBB7DL _(L/=RW"M,GXO%<^@
MC!S.8),4=_+KH>L&SEC*%$:"P#G(=:ME"@LE-1(TF;#1%^("'L%FUOU?M6U5_*NZ%5+D>OJW($I06Z/<:V@+Z M$,?ESJS;GSP(3$L6>OYX/*= &F*?!#3T1]H,R,!WB4=
<9M87[/4%)\S0XS,S MF&IQ IB\G),LFHELD#V">RN"K7.AF](25?P;O\D$XD4"QC"N=\)>B3O>P2R!F>GA M467:&(".1]U@7+0C Y#ZKHN/K&9R8+>(5>-/CW$J!5+||4FE41"9_CS#
?,G M@J; <5FR/]#W#FKOGHC58T !B\N\$2RD53(UE$_7==A8\13'&"8N&XHX- M7F]HB-W17-5EGDI9UM^@]2C0HTK8^V1*T7O%$:F_9-0@>]H=,V!3(? M8SP9TBGNF+;>\!'"[XX&-
P+T "7K=56.=;UZ!92'G8[%+Q!6ZY6F-[GFV,P^K MP25Y8/9";ZQ]"B0.#OUQDB(#,'0]0MPC&>B]$GF)63HHXD9=!B_$8,-!77^,B-T:M>/UG":30LE% MP9X\YE4*W^5*[\X6MV2[?
M>8O:5>L4>O4F+Z# M;H\=L')CS08H"1AUPV"\83=":>B ZS_2<&EO>ZG=]K8FPEB2C *GYK,1R!Q* MQ@(-T$8@]<9GF$8H#5GHL".9K1WM?045_MK[Y*6:-/VQT8TNN[[X]53?_S<
M-SQ=&D[/CL'JFD]K#,ACQS4FJ/V\AO;&F-J-<9>)) ^/PUV]-O_W;J&W6T\19 MV:*YV(99[(TX]>=]Z%9Y_^(DSLD6S<4V3&+O_.GSSO]I42[1G\?VTW1Z>NF3 M<+RZYO+R,Q -TJ%[>?
J,ES]FG>4%#KDCB'QH]Y\FNU;L?DT M/O# C^B*H>00AH1]?:!!?)QU<.=]QY._W?%T1V\^W9,M?:;|S_V*B:U>2=GX M(8T2/XX0HZ^SSCV^_ D%601?
_GTF)QJ1NFAO,3QIW3#WZE1V\.)@7DM!%'/SM;_ANUAEWT(:^DD/ MG^*C0XL#&J:\=1PDV4]TS&.'@PY:'Q(>AX58C"#TH_PW^5+\(Y\Y+7-0 M/N697Y:$D_F4Q4?
$TGC!2S]DILOTPB9^E)X?SYR);WVAX_-%'&V$V^D&/9" M1&N*GE-6@GY>$48COJ/<7Y/@%_0;^A'U4+(3>Y-ICXO4*:"W+M(\Y>AC3/ M=-]%?>U7I&MZOT:^D,OO#ULAQXWRI8)
<&II5[VTJY[Q!@V\/VBX MCYE8R!']?/#Y\U*02*S\"2?1QH^V=>;,H:,,FEXQWN8CK U&8W%$;^:UC%LH/2LH.; M+%NLK^3 =S'SO]%-
G4T'5^`)4>G+T$4^VW)V.6HTIS7JK,2%A)B3,@H39D# '$N:VSKA4OB-A[_(8>/*]:#;O[B]62I%F9 # MLVI3XF$UI0V9TH&$N9 P#PA6<>NX=.M8ZM9%'(,"F(N) FZ1_||TO"%LG_K
MG"D%W>I,2-@2$F9"PBQ(F T)3I,_H^BUT2QZ"5-?JOK MKY/J?7VLC?H7"_=UW'C0UXW!Q6IK00[.KAF

&/KS(ZJ@&NC6!]24FA<"* M-[!V*N!K*HOE!RM,!;RUQ"0?Q*TN :69H#0+E&:#TAQ0FJLX]UY[7-6Z9[TG MK&Y=I4I3 :R>F5IML4F>^V;'0M),4)H%2K-!:0XHS56??
D\IM.K;4Q,*R[M0 M=;YMKCOAZ_:"@;/%_]*QH.TG4)H)2K- :38HS0&EN363?^5464C5H:?&$Y9W MGNH;?I.\M2 M!?VR2#2X-
"QHWPF49H+2+*:#4IS0&EN09M<%.LN/9M'#2M1#:8]]9VPO/%4 MJ4X]2*M3?>:X^K6O?4'\/R!MD'2A%&XP/FI6$A&S-+ M4)H)2K- :38HS0&ENC4G?
^'HD;.M'"0KHJU!J74/<,K/\):I\@\?[('69 MEYCS.,P^[BC94)8&B.]?XYB_;Z1OX)2OLLW_ U!+ P04 "]BDY8>%ZA M3&@(G.@ & 'AL+W=OT6S>_OA9L.FWF*[[.FT]BPROU
MS5+4ZURJP_I^VFQJGB\ZHW4Y1I@'TW5>5)/+|^[?%Y<3' [(U[RN6PI@NH%WP(#U M!NS8$;S>P#MV!+|W|'6#X(!!T!L$QXX0]@9AYZRMNIUKDESFE^>U>$)UBU9L
M[8?.OYVU\DA1M:%X*VOU;:'LY.6-J!8JL/@"W!DN# M/J(_;A/T[F_OSZ=2C=C:3><]^_66G1Y@9^B+J.2J0:D:90'8)W;[^"7[S&Y/ MJ(5@JJ3:Z46?];JF5L9;OOF$&/Z **8,F-#-
|>84TN-MHZ=O&SVSFR=\KLS) M0?/9|>;$X@JV"UW6\7D'^/H0K>[17#2R@:)S2^!W!.VF_'@9QT',HO/IX[[/ M3!BA$?&QADM,',BGWETC$M-
',6$,A:/<9F)"]2H)-9P,V!^0:1F&.QP(P&] MG8">5HJ.9BS=$[_F/3;JKOSR Y?9M3VM3CK-GD*2+'5)EKDDFSDB&\5)L(N3P+KF/E>2*U;9A\J6MUN# MO]?J;H^NYG/Q4$DH;@(C=
(,XCG&@K4(31JCGQX&G+4(3QR(/J[6@K4& 3RTM MUMY_1DL0X(LC-3VBK< #?/#R"W>RAB_(6L@B+]$R+VKTF)77/U2+:]AR\UQ4C[R6Q5W)=9?(DK(+ZJ"*E6JNT";7"$Y
M>,N+S%F'?NA%^BW/Q!%5!&HKS02Q,,+:>DR!(2G!1%L^&0 C(0X]?9F9N(B% M003+'N]DCU\E^U->U[E::&61WQ5E<4C5&$@D:$BBT=-D-8$LI*&O"POP,8P] M@R\U@01CS
C5@)D)].((ZQZ=F3"UA?G[="-Y"1ZJ,6S/:9=+7N]26I27I9AW ML2K%L\A@%69E/77OY4VLOOY=2'7' M$EWB^*Y4N?C[/BGX@"H.NYD "XC1V/-#;0$!2'67C6.B9P$, I9H&\[*41(
M_#CTF#9T!B]1@)A-H!_[?A1[!Y2E@[+4]NR[7_?41'=|*6K^?"3S'_#F MU'..=U;,:,!B?7L"H*Q+GG1Q 4JJM V9(:^)C/W(QW&DJPO-,E*CAWJE R]
M&C(<'K@'D*'N)O;"^_-.2=07.J">#)BI%ZCM5%<3 /H,$]^0$P"&D>]|3%?S M2,8,9/1#'!ABFD!\0,:A^B;V\OLW+L?K'E31,VI_%95>R)AQTP2A,3%OFQ!0 ME=3J#JOG)
RQKX7ZX5Z!E%2/\:Q%^E*FDA[6 X5.+$6;I??^(+S==ZF?C=E MWC3H"MV(]5I4Z%:*^7?TKR]\?UC?V8SFSHY$S".EY1)6ZA[;VH=HG]G+_**471?D@P5^)K@E0#<-:F\!#
M6D.E/ZSUL9S9T<@9A+1K/93XQ%[C7[F-W MRI8X94N=LF5.V6:NV,9!-/0/*'65'%)K)^+D>")ECAE2YVR94[99J[8QO$R M-$2HO2'RMD303GYR"+ED2YRRI4[9,FKV9+K?
$HQDZ0C@V/%#"X?:6SAOS4OM M]">[WB5;XI0M=K93C/47M_[HW%AOGH"I@YW1P+3(X%IL<",[L)[O+$=OX M&?6AX7KSJWMG3SE^3
MLQL"G$_(60J=S\C9;/O.XC#L]A7*+WE]7U0-*OE230%_"E4E6&_?2MP>2+'I M7HJ[$U**=?QQ?,%KUN ^GXIA'P^: ?8O1MZ^3]02P,$% @ /8I.6,T, M;W5B#0 _HX !@
!X;"]W;W)K[R?7E\7\+9I?]S>5_&EZ MIJS6VV)7K\N=5Q6W5Y,?@^]%R |=CBW^M2Z>ZA?_]@X?Y5U9OC_\|-/J:N(? M(BHVQ;
(Y('+YO\=B7FPV!Y*,X[\GZ.O\]Y'CRW]_I*?'#R_S+N\+N;EYK?U MJKF_FLPFWJJXS1\VS2_EDRA.'^@8X++D^GMO[$6S[43;D]=981;->[
MY__G'TX3\:)#0"T=R*D#Z72@H:4#/76@G0[,UH&=.K"A'?BI Q\:4GC]$'8Z M1,32(3IUB#H=2&SI,#MUF!VS^YR.8RX7>9-?7U;EDU<=6DO:X1]'01Q[RQ2N M=P?
MOFTJ^=>U[-=0;[R9?KR[6$IKOUW)Z7=#LLZ'> MI^5"] R\7#YL'S:2NSK+S$R;2I6?I4[.4B='/+/@W^2;?+$TH9O9P^OM2K<[S#5>?[>B_GYVHB+RMU43T6D^NO
MOPI"_P>33O4A?76X1&\1!;':)C4$SL@L4%MER,"%/N1%$/+H/*22+'I.%AV4 MK&_>WN7RTTZ>LN0)ZC9?5]YCOGF0A_GJ=WGY()Z;Y/5L6>X>BZI9O]L4WKXJM^NZ
M+JL_O%W9R(OY^N'=[_+TMQK M2F]?UO51PE?VNOL4P2<@8P]MH7:I?T(A#&G%U]A?(01,D+$7"LH'3(4"#*A*+SA*+ MG!+[1]%XWVSDZ>9;*2=Y.BI,
(HDT@3,243^:=%D2&(:,]HY!\^=8XY5RZQW&:2WT)=!>O =2H8, M6ICGBOD!Y^:$Q>>$Q9^U##)FSHD<>RE PA9Q[S)(;V%>!B'#RI P 8(1<@G\ MUL[S_S\60J A(T$41EVM.
<;K14D+8'24B@M@]+$@'2I:FG]UV"P ?MS7IVO8<0H&J)? M4D,69"69:,8#T_1906@*EI5!:!J4)%$U58>N$ M!@ K--
MMMCG+&;=.R[NP49+"NJ&0FDIE)9!:0)%4R75^J;!8./T;;&7UT'? M4?D:W$#&9X3SH"LMJ',:]%NGAB:&2J;?/(4&+BP31DEDN5T;M/9I,-X_[4\@ MU$'"%TA9!OX5J:&(I9*
F*I0F4#1UIUAKHQ*WC3IFZ4)T<\VV='&/.GK'F-][MP!N:&/;,Z1^@>\!# Q>6&7,L74AK21*W)?E)2Q&AD&90F4#15-R\VA[K-R2]VXX3H1IWIQHD[W-$B0M(2*"V%TC(H3?

0F2U5; M:ZD2MZ7Z6@MEHMN6%V3&(M_O;O%P!SA:7TA: J6EACG1+F]0VW5($E3=M)8J M<5NJ@Y:VQ. ,$A[[,=-$ +52H;0$2DNAM Q*$T/RI>JE-7+),".W4P09ESW$ MN
N5$DY"[>($-6=/-&<=JSV>K8UDHE;BNUKXXUIQ"Z M"Q1*6Q#=P]6RK#>QU+%0\Q-*$RB:JIO6_"1N\W/,37:B>Z"6F^SN04=+(>H_ MX/4FA@->CU\[X*$NI&7"[#?
92>LPDF$.XZB;[&[FZ.,=:D>27ALQ,32Q'._(MR#(H3:!HJFY:AY.X'4$C&4;<+3[<@XY63=!;?!B:Z,6'(?YN\0$-7%@FC$>! MI?B@K?E)A^W,?%E\]"<0Z;3-H;0%
[=U^F1B:6)ZXAOJ34)I T53=O'A(_|^Q M,:G!00M#/M-<3'=\HU4#=3&AM!1*RZ T,2!=JL!:OY,"_$YJV@D9!_)0[JH% M:G=":0F4ED)I&90F!J1+54OK=M+!;F?O)@]J\.
[,NW3<@XY63;_9:6AB*#_Z MS4YHX,(R8?9=.K3U.NEXK[,_@5"O$TI;T'ZOT]#$4GY O4XH3:!HJFY:KY,. M]CI[K7%JL.XL=S?4N1W3Y,-R71=>DW_P/KX1]#F.CLA:09E?2V?
P!HD?SDC'<]H M14$?LH?24B@M@]+$D'RIBFJ]7.;V<@=9)DPW/XE/0S;K/OWD'FRT7*#;4*&T M%$K+H#0Q(%VJ6EH'EPU[MK^SVX :16/:U^C[<4"H]OY+J"][HKF64(8F^A+*
M\ &Z2RAHX,(Z8S&++9E[\<93MS7:MV'G*DDS>'TA9,]P6U+.M-S$LH:&09 ME"90-%4WK4G*<%M"V? MH>Y11VNAWR4U-#$<\?TN*31P89TQJVG"6IN4O<*6
M4#=S]!$/M4E9OTUJ:&(YXJ$V*90F4#15-ZU-RMPVZ:LM8PT&(8E]'OG='1SN M $?+!OH,/9260FD9E"90-%6&K>?+W)[OL(6)X5EP2N.(1)HU O5OH;0$2DNA MM
Q*$RB:JJG6#V;#GN_OW# TU[Z&/9(D9#YEI'O+USWJ:&W%_95*8FBD7>)Z MG_W/H($+VXRQP/HB_=9;Y<.>L+?=\S6FT,T<6\Q :0NNFX3&2B4Q-.QF&AI9
M!J4)%$W536N8\L%;3'M7N]SHLAD-"_>HH[70O\?4T$1?OA@^0/>(AP8NK#-F M-2QX:TSR\9M,^U,(W60*I2UX_R930Q/S\@4:60:E"11-U4UK47*W1?G%[OER MW:T+9J&4?O=
< 34WH;0$2DNAM Q*$_W94O76&JO<;:R^VI?\&/8]AK*<(MIW M_$!M52@M@=)2*"V#TL2 =*D">_$E4FX'=M!"F.M&(O=I''9KA+E[L-%JP7XG M%/9+H:
O7H72Q(!TJ6II75\^S/7M/))CKI8,[TD-.(N#&=5D W5R3S1GP:LW M,12\O8YP!@U(&WOBL?MCW5]E25.85(RV\.I2UX[Q;4Q-#$4O!" MC5(H3:!HJFY:HY2[C=
(O5_#J9BOUV$>K"&JU0FDIE)9!::(_6ZK> M6A.5_SFO$. &^Y#[)";=/6GN^$;K"[J+%DI+H;0,2A,#TJ5^^67K]89NKW=^
M/%_54B9G=3V'\4:5F)26=0>D26#N8<=>*Z&T13C@S:N)H=&%7A1! \N@-(&B MJ#0[08CE'6NSXP2@[X9%DI;A -?^YH8&EZ8JS)H@!F4)E T56JM?1VZ M[6O03NW0\#U-
A/G^K%MTN<,9K17HSELH+872,BA-#$B7JJ?6U@[=MO8@%R@T M;" -?!91_45,[N%&ZP7J2D-I*92606EB4,)4Q;3&=#ALQ^^0.^4GE%)96#8[MN$<=+1Q]8$/=HS?
2KD2]33)HX,(V8_;-#F'K^(;COT^K/X70[]."TA;AP"_+ M2@P-M4Q#;5TH3:!HS[J9UO=%T2SR)K^^W.=WQ<]Y=;?>U=ZFN)5X_[M(CE:M
M[^[//S3E_FHBRYYW9=.4V^,_[XM\552'!O+OMV79?/QA*OE/9?7^.,;U_P!0 M2P,$% @ /8I.6$S&G)/-"0 3S< !@ !X;"]W;W)K9375ZIC\3+,=, M8_ BG,>_7PD(&'21[5W-
E\3&1P=T=+FZ1XBKYZ+\(3:<5^AEF^7B>K:IJMWE M?"Z2#=_&XF.QX[G\95V4V[B27\O'N=B5/%[5C;;9G&+LS;=QFL]NKNIC=^7-
M5;&OLC3G=R42^^TV+E_\:QXOIZ1V=N!K^GCIE('YC=7N_B1W_/JS]U=*;_- M.Y95NN6Y2(L,:3 M2E'$\M\37_ L4TSR.O[3DLZZ=>8@%7Q39]W15;:YGP0RM
M^#K>9]77XODWWG;(57Q)D8GZ+WINL+X$)WM1%=NVL;R";9HW_^.75HB#!I(' M;D#;!G3:JT"YKTKY:RK;53>+(E_)8>9)R_ZI8:<3["'ZO985T#XRMR?40#"7
M7>WZ2]_Z^XD:&>_Y[B-B^ .BF#+@@A:G-Z=0?\S-(Y[(YF2R^?+TYL0@!NL& MG]5\;&KPU2"OZT%>E\46R?13QE6:/S;W;UJE7%Q"H][0.C"MRFV78A5)L
M.30.#85;4Z@IX>GF@K'0I[YS-7\ZU%@'AMAU0H<.<1% 2-T0ATXP!"YUH$-] MAOT>-^BUV_7:-4;D[>IOF?.:+%05C@SJNOB4J>/H[B+;C7%
[J0NJ1!%^8KRH@+O;^,9SHU6FV21KVF&1ZKJ"!(<#M) MU* 3-3"*NMC$^2-7=_R!K%)+F2:>>%FE#S)5C'05Z)>? DK(KS*;9++$6:%= M7*K\ D>
#'C!WB<3G48)9B,XBK24<3'OC,./^"< ?.]B4P:=DJ%_Y-2SW%9 MQC(LS1^2+-T2HA0NRB&L1/X[D@)'7=!,,:,T!$R I!.&$CL2 X)V]&]Y!P M(C!?:F+C9+\>[WFI9HCDD+
(^27.LB*I T+.**TLH!9FVG-O0ZML4!*VGS5'3H(-'!&;D]B2UV;;)%5 MMJ4MMN%PT7ZXJ#'\[TJ^B],5XB\[Y?C@4*? _>P&)!@%U0(,H]B,BXH 9R\
ME6GHC8,4.+&'L8LGTB#I/0XQENDW;PIB-A5?V@HZ?N&='F#7 M'?U*79>%XUH,P+D,$]<;]US',873.J[CIOK<.PIB+'9K(W74*X BN'I(4L=Q M0]6:X_E:63.,4[$6/= M?
W:FMLD6665;VF(;CE#O',@QZZ!&Y,TGU,&;YK)(.6JBS+QGCY!5QT".6P8 MA;@>[B M5_1-31Z@&'KE[H1ZDE\ .$:Q9@0B\Q6??4M;8ANN.O?>@YJ]1S<+27?ZE*[D
M3/3P"F9>2%D*5/ ,>R1D>#P5 5!07 'QAJ .W9+TMY T",&8C03K=,\SI,3 M9B)JU3-898NLLBUML0U'J/<,](AGB%^;Q=AU41XFP_H142;='KJ5.7.[E?E2 M5$7R QPLH+2?RI(
5HM! MSP(+ ,B8"V0+JX]5;+$-->]-$#6;H*'F;\NT=_N'+$W0VQK1A_H9@XSR?;[B MY7.95KP4_T*K5$P67^;3GIV4;+)%U&2LVE'1(30@3::?2/2]!Z-F#S:47(;U M7N;Y>CGRKDR?
9#BCNTSVI:YXOQM6XLRG.5MBJ\]OJ.[8-(EUB&\4N/=TU/S, M92CP_Y4[]*MQF 9 +WR7^Q,H"[2T6-5NLKEJ0-W8Q6&P'5322G:VB3;:('G5K2P!R MX8>A?
["T.92Q]V+4[,4ZK_"N7;)Z/W -4)4,Z@L\2:'4=ST'J+L 3P86 CH. MOJ-U' U">8.Y4SL$6&^EV'$KU3_=4AX"W**B&Q\E &2$^>[$[<5ZN\2,Q7YMESZ@!_Z8YKD:?
GF751N9R>1]5D";JSZU M?,,Z$%-M] $S/"S&:DZ3_/5R?T7/<1/@X==SR) M 3CB8,JTG@,X0,DE@!LI-.S[P4XM\U:M^_UNE]4%DJQ5516:%6)?UB547N3M M$F&WFB
E.C5+,+M[N>QNYK*[F^N?L!VLMQW,;#L6=?%1;["MZ]ZN_/BC+C^J M BT.RI/Q[^#0Z16[3SWF:T%^M/B/S-=^MM*6V(9*]VZ#F=W&FZ7K]CQ *Q5(M[!_^YDFEA-
\50M2J]RLW1Q7#KR=GQ#6S,\>15(Z@\^!W&L[DRSRA9995O:8AN.5F^]'+/U M:E#&X0Y ' H\HC-2-?V='[P@M.7E8_UFED#U
M4G;SNDAWM'O[Z[9^YVET_!.Y7!#@>$0NE\V[73U]\ZK9[W$I_:I &5_+4^&/ MOKS.LGE[J_E2%;OZ]:2'HJJ*;?UQP^,5+Q5 _KXN9'W0?E$GZ-ZAN_DO4$L# M!!0 (
#V*3EC;7=#9+A\ !V@ 8 >&PO=V]R:W-H965T&UL[3UK<]O(D7\%I3@IJ0J62.IE[]]JNDF5YUXEM*98W6W57]V$(#$G$ M(,#% **47W_]F"<(4/3&6_'5X8LMD?/HZ>EW]
[1>K,OJBUI(64?WR[Q0+_<6 M=;WZX>A()0NY%.JP7,D"OIF5U5+4\&LU/U*K2HJ4)BWSH\EH=':T%%FQ]^H% M?793O7I1-G6>%?*FBE2S7(KJX;7,R_7+O?&>^>!3-
E_4^,'1JQWLOYE M=5/!;T=VE31;RD)E91%5I2_W M1@B0S&52XPH"_KN3ES+/<2$ XS>]YI[=$B?Z/YO5W]+9X2Q3H>1EF?^:I?7B MY=ZSO2B5,]'D]:=R_;/4YSG%]9(R5_1OM-
9C1WM1TJBZ7.K) ,$R*_A_<:_Q ML,N$B9XPV77"L9YP3 =ER.A8;T0M7KVHRG54X6A8#7\@W-!L.$U6X"W>UA5\ MF\&\^M5U-1=%]B^!.
(TC4:31ZT;!&*6BZY6LZ'/UXJB&K7#"4:*7?3T>2X M"Z#MT]_(!*:/:?ID"SC'%N_'M-[Q3GB_!"27>98*)FVXA9M**EG4_$$YB]YF MA2B23.31+7PH@8]J%?WWQ535%7#"_W3=$ -
PT@T 2H"O>J[N3> MJ[_\:7PV^K$+.]]HL0!7)Q97)]M6__TTNG79;J"CCV4MHW'TES\]FXPG/T8[M[1V,HD$_R0*^S*.WN5C*Z"+YKEA40XGZ]D+3'9/3C9;E*!?AO_
M>!"MA8JR(H%Q):PO4_@E>B-SL1:5C&"%ZZ0NI[**QF=$C:/#Z#,LIE>AV2C< M81[\%^$^JP:64A+)",A&5EDQAS7K,A+14E9S6<51(E99#?""O$F^1/(^68AB M+N'
2HF0[^6 ^!-6&,@B&5+/W3PYXJ6V:Y /%J,)64RRG0+WV_SNH%G$+B MP&4))S*CI(KVA<&)1?*EFVH0%)XW4U%1UE$.>R*NZ%0K4=59TB ,69&"$*T> M<+NY+.>56"TRH
XY1V 00QH["M&3P&6B.JL112+J@F)C=U%$4E3Y R &U![= MOD2TXA)SH'0X;J)'PW>(4E"9R2*FJ_'640PG, MCPW1A0#-T%#,N;\4TE]'U;*862([$GW!+T6=Y+Y!TF0V16O;U@K?
7EVX-/&=K MB9_+/(7+4''T_OTE+F6YUU!IGHEIEF?U@T\:S*LP#+!G/@9$P6YV9UPY*?7F M3$YU.9>($7V8:]C0@(E0>8#"_38YD$T*MYP#Q9-@H031^8[JR*V!1 0J#P_C-X5.+
[0YCY1=]\&<<2,$8HCH#B5 M5-F*2= @3@6ZESGWYMW-573K#[=X5DXM(P0&NUEQ)P&_5>]J[\P QX"@:%0C M"F*!-2@A/D_7'$,(,-#I64U28@[? 3O")^?
QR>DH'HU&6^3*DH2L6F0K1 H@ M1]5H71B$I5)E\|*(Y$$@&1325.Z$LQE MP"T6G2S"@=]+8TLB\D!9!,3B3A$J7]I? YCRUA;QQ5DA;'RLKP57 W,9S2:@!L5R.ZN9E"IYAW&7?C
/@/3SO%P;]'8K M8,3/?J8!'",D/0H7S4&D"&0$#52*\!,>2[3=HW65H2T>L\"4=UJ_,R(.?!Q9 M#=1+4W!"]!2F4A\4-D,M[WWNV2BSIB*KBH<>1K_2]<'E$O1&1E02'*.*"09#
M9J0;>LF:D4T< 8=JRD;!.=V%D[(%@TH@76TY"8Q!T0L[V;F$W);DXXM-@!S9 M4)M*-SZT[,>C+M,>631%9ZJ2J%X*-"50J#]XH,!7["MIANG4_FC86W/>D_XW
MM)@-9WAF.2E'<('S)B40*DDL5J0!S[\N1659U7.B2>H1.R] $H+RL[3QP'I) MLR+\!(Z?R)7;2J.P!5GH1,&$TB"'3[4-10I-3^MJ38X-IO\JB@:'3\XY(L5^ M!)B&^DI.],
<=/KQ(4Q!CQ'A(^ #F;,8RB*0VW.Q;.:V"U6.RJB(%MA:&D)92 MUIIO?3S%CV/RKC1.MD8DF@*(!2('7[>_S2H0D5?WM8[X7MA1-QKOUK+25VBP MB9A .X6L$C2X0# D*"H 7!
<7P35AHL0-4B=.0"(XV\I<&4EKM(AR6:/:Z0Q, M; '>0DJ.Y@@5C#Z#9+$K1S*")AUB#S!NDX C3##Z##/*Z; M@0UA9F !5Q;%!) M^C:&8]_#?
A]*,&7)'6_[W_2]O1,D%QY[(Q(DE>@F6TD,]MG[-Q,_W-Q:5WK/E]]L%N$40Y].1>=9&_;5/WC;$3.6 YH'SY3@NXN2QCHB .8T\
M3K8$SKKZ<(C+!':AW2\.!GH>!+&5,V>>PI<6%@="7<9Z/_)+T5.F"(9OW'7I M?%!/A6*?F16;!"ZCXQC=O&53C%5B7BIM#?Z0-O(UA3\&/EH.'#C(;&@KF-<-(?DI
M+*@2H=6]@6%=-GF*ZGHA<[PXV"ZPH(P=C%%"XEOO*&M920\>$\7@R!D-YNLE M62E4$,S!B$(8B@@LL&E3X^_@]K.%@;>,="(*/Y3(E\4:TW$(Z4PP'%D9N\A<
M5F3+9AE="K6 &2 [4+(9!D6[(94S.//(L'IT=?_?VS.3\|&R\8<]LT&RV*SJ J]BGZ/IZ4QRU*?SK M:@N8;*CU8/K&_&+R%SHDU \=4['J(&,3^/%D'"(.%$"-[-Q)R=U$
MVB&F+HA0W,ANF;\0*:GK!UEK=RDAC'G1-W"?+D"K4FT)1E%!^9;-?-&Q-+N^ M[%EW70C7U]#5XM?O;JXYU@?'3$)UKY$-(WBHDG0XIEJXESDG%0)T=:L&O'RW M/@9V-
X,SG@K0@H3&/+)V*\5L0B9SRG*C*')(A-4J-! :## !Y^1>P,?LR-R7 M422Z__YCFR.@<(^J.Z"P$!1E\=1!$/ZF:R?@I_]417C:+M$2D0!*'49IFFH-/=4NRU,LF!KD!G!N;R]!Y:$6180Q+
M$W<^F;!M@ >P(1Y%RBT)RB,R*JCZ6Z<.<"?Z>6\R! M% .'I86\FRJ[0QJZ0<>#B.%7/2PXK]#1>SS,V)R\=^[6,X+,"E1-]'9;7)4(M8(-
D*/)B\BT^=G4Z'"86(#K\._!QXJY&IT,I!6=2>@S M&:\[.*E+IQGL<"J-E_CE\/8PFH-15A6TDY))@_Z'5+%)"B!(2RE(M 7YUENM M9"?[XF!_?
&;SL\ZLM'1RD=2:0008RS5N0=IO_.R4'2R0!>PW4A!:2[?B*>O8 MS"UHLFSD':,10W44,D>K@)*\L#[XGF"YB>H+ MM@[D";KBTO%/;_!'YB-!%/ MSQ^#G>01F_C.T]8C#J.?
P=&ZHV11&2UA];EQ ["8Q)@L4\G^KDER32F6UQ0F MA=)]T'V6&CC5Y9)TV!SE'&C$FG4Q7\8Q7<;!_L4CUW&@2:\)ZF EB9G0>UV MZ\-)
((W'OK=2@+AO*,D,E@JP,)SSED3@9PQ>S&#=OXCEZD?-DGK16(?5=]J9) " =D7/?;YJ278E.\SZS M$7I\6I[C+9I,+URJJ/B:E[AX*L%MR1R'DE!C98LZ6!1?#K3.=FJW\@(F0=KM
M4?--*U2#%,_FMI1ZQ=40;>Q:^ $$)'!=O<'XZ,)X">AA9=9!K 1*GMQA205FS13DAY;-;3]&^"X<>=6A&_QONRAL MT.XG74!W;1 >(@L&H:)I."M+-4O:A68VW4+#
(%H#7R,.RO16*]B0%@7_B*U3 M2S*:UV0/K28ZR >;;=1&@:&9+57?,<%; Y5!F>B,;L]8&KPD99JIF(>4VITQ MO;>NN6+4^3XYNO+]#H%OB=M50,:
(.5,_5AI.JQ(\+C1^*NG(IB5$*9Z#07N- M3/^"N\P7LOE$7B_(+\.B#+ 3:TZ]>V63P53,+Z-(*5*KZMA4I4FX+WV^QG1B MJP*TBR@..P_?23[D\D[E9M&K]NN\VE<.L)M\!-
VBB&8BJXSM<"?R!N3";PU< M"1)?':$LJ:-GHS^;4T]%3M58G12WCSC!@>(>>5P\"*IBTSX6U8 9$]%YCD%) M9ZT+K$RLM!LYSOIH.VMED3\|&K[2? O,4S_M'&!+(]
<%&6A4G(P/GC!..)+BL$%H3<@[5!D-RNMZ#<5W58AK:/@ M6!/SJ)XRQG<"0(5AX$>W*2LN:YD^D -"] ,^CZ0K*P&E%:,N!8E&<3&A.#? M++UQ.V!N?
E@8TA$S@MS4)KTQW:@T(=HZ#I]6"P%+$4J6RY"C&X^1C&QDK%6 MGHSF$[0NE]?!,&B=&T*FB^5+W"G,JEU5"I3"I\82[994^L18.;A1?[C*&T4V MB]WI=UJ+:%P@FWJF^=
<;C;I*T46K@Q!+X,I8\P75$5:T5"F7P0K_2Y;R"%N" M<>_,I!4QKPIV$?@V*$^ O;8P"^E(]%L3W(3D W&"/CD5CJ!4!'V'2CUE \S/ ML%_3:RF?$W(,1@D293F"2.WNNB4Q2I9-
=>$80VC>?6Q%6Z M7W$8,8,*V[#M-O7@OVA O0;'F6>4_L8'*\R:1D$^.:68TV@T-I(B6X+3FW$@ MW]8]P[^$T[:?TP,(!=E:T"!'JTZ6CBG2\,_21!I(V)@L6AKH*4U+G*9"6N&?
MX#YGXJZT[MCCHAMQPPY%F-()B_9WR"+Y=M\-.-!EZB[1:ON=[.V>S;S0SN9> M'8:$%C_CD3-]? R&6F67]$^OE(B=P452S*8[OT:>N9C)'R^J;+V8>"#;P1A\
M[$Q14*M948Y\K*.%Y'9IL+2@ WT "J)AY7J_DH7"!=(,C0 ;;BH:2H@P'HO^ M"]CB,L7&ERY8&<(WEI70]IXRF''0SJ;/7[__M)_8V-#51X%Z['AJYTN1ZA$
M0PZU'H5+P&Y+J":8[9EO<)*= .P)&'05$GZK+&=LBI';Q^2S>2$[BI)A M7BB;-AP.Z@G1[(Z/_OMLR4KP\G+U=7&)K1)3IVF9YDD-&-+UJ[VGDIZ+L(0. M1/?,1"(I$(4I77XGI&,
(P/]@:M)+*BQ?89F#SVJ%6U@T5* ";(M[IFF43^/B4YBQE(+0H1D.YU MSU.=8UOVO%45+ED*FS4ZL>JR+EL"M.3\Y257TZ/8=77[GDWK\TQ8-R\2+,0R M>VV,W:
(KK%^;>JG\CB!L2_1*S=%<8ABP^R.TD9J*[;1M7YZ<[97;3$@Y7_(M!(OUJ8OOJ)9X%%->#LDQGEO2\TY5_H ME3HY@."#X8XV;#]N]XTO!WM3X1_"KU?&9PD%<$(B.:Y2F+
<%6?=YG*>_&<0% M&5QXAB(-11)'Q>3E! 4^ L":"OTH+7>&>.P9'=['_@,@%P>AN$)GV&:A*QR% M^F)*4[14(6*@-_/,_@U5[!/@UIOP_*1-RQ27Q0DKE!=%#?
B!W=G=\3UF7XKY M81;B/(QK4*WC@RXFL(CSPOIXU\"*&9S.O02(/(N %3_&IK3S0,]5-\)$-FE! M$1@XM&PEGT6AH_SF/MJ;N%":2$T MQKAJMTW"F"L^'SW'EX.1N
/%0Z#,"+CJ"T=&N!5 P;'3@KBG]1V69289KS:> MQ*.ST_AD?,S%,Y7$ES \&D#IYR;@&!>&!6]D'(V'D#\59/\I2;Y]R6& M_%HUR1IF9RL:BGR\)K7;TXAUUI1,<:O;!(S-
,RHWVW=5)7ZINO4B*/Y,]L[L MP;S@EJBDV<3U-:;7U0.%5TJ>%I;\RPJKUW"X*SL')9\"#',LFD.W=8OJQ37J M"B@JUR_#$:+(3XW;I.3+>P99'F9N#8#CVS
[_*X*X!NE!*E9=)PNIV>:&)] M.MZ%]_3[\75U@RE-/&VC @_#F0$NMJ.Z@J:B^OA"SDNX^]I@/<@DX6+=A77O MNC-R(+2HU-2JGZ14? !2X;7XPO&$IZ!!P4J>C$Z?G@#+?
^)V(;#]+X560Z3# M/KC4G'Y]R*6+FC2TQP$@)+75=]?_>/?FZ?BYR445&/A K.GL05ET CZSC8HH M(D(<"J3Z\N63L;G13J-"0'P;Y(J-=1L@_7KSL7E^5.3=)_PJZ#N$ MJ3_C5LU
6(/(YO;YO'&AJ?(6O>C(226-1=SF47&?\;6%YA:HPAZ88VD2IH7 M],H6\Z.QSWDF-)LK@0X#K98"RH Q$K\M"Y.[62XM7S8/-
X(6+=R2L9%MRPD9SACV9+Z4HADTE8C&3#NI/=+%, MNH4H!)R7I>W"4'E+2>W<.Q^TW@##&55C&Q[=3"2';^*]#;HRPNYKSU'8:)XD
M\J3)G;QS4,6]N.#C45N56C_+H'!^'\CFFI&^W(M]WC0 P"1+L T2/6@P5D%LM^W"(_,U$36^D>BP6DN1K \I5%.% M,4H::[ZQ3$F%%&B8S?&9=R0:\P,PX1X>?OT%48-
<6#T$!CDZ5>[AD64>L8]ZGM5^%33J?0_19 MX-(^+Z!(H9^=CTV15ZMNQH?X5^U#ZDC6&J'3H:S 7C0>6>]2WPAFO1/[NR@A MA!= QZ9#7-
!CG7;3X*&7<=UU*!T/=63=$QU^#.@0QS849:PLPK'6"DO M(&@LF=2N'PS@VE1;O[NY,KE!2T@ZJ>F8>6>L4\,+AV:=5&.MO.L2]+21)WJ! MU0UAT'_^
QV\NS.%>A1]Q/&/*:U!P+N;TF=J70](3S"M+2KHVNM)+_-&NF/ MV9]%VF)5P_;"4F*KORQ1YI9LO8KOW88;DT'(L0Y9>(7(+/-0I\Y+EO,((,,N M7.S0^&
4'G!^+GRQ,"TP7+ZPNY]8X7J7M5,$.I;X^"IA2,HKI[9AFR>X2>B: M,PNVVUYT/E%C?,-
ZGGXI\%7ZDAN;)NZGZJD%6O0(+4#7+!M^&_Z&XT<=-0#&.R%7"UTRU:8^M?;M]]O+J]C:YOKC[19[?1 MQ<Q\NK3Q^_I^ZEUT/#R:'AY-!P1DUC!LZX=&#\M)>< */Q8F:
<6SN'C MS"_;YAG;'1AHQ;18)<$(FB*[S "K.CY&D1:P54"[W5N/%Y-@CT-C6@%R(_C[M13;-"![B]%X[)];37!<.H*1RT_@=&C4N_J.-&HF4-GHU;F_*2*$Y_\W^Y/ F+Y#HM84=
(,O4IV[U7"+0SHM5-;8@U-2_Z@IB6V MVZ,N2. 0/QLB3\[BLQ&"/:9#\2LAVOG4GL44,&C[*II)+2&?/#OEJ6@EDP54 M&@%#.P$EZB+3$LMQZC8D,5[6*'XV><[U4SE5DY@6?/2&
(:+ JL]Y0Q.6H0G+ MT(1E:,(R-&$9FK ,35B^UR8L6NE,3DSJU%YOS4$--99,; RT767OS5(M$E=W) O0A.XO578U$9L=WQ'VC::4!T-CF*$QS- 89F@,,S2&&1K#<)W8T!AF M: PS-
(89&L-\GXUAOF=C.G9ZPROG-!OHOY1 0[HP>C TN/%Y?FAP4PX-;H8& M-T.#FZ'!C17=0X.;/[;!S;?K;1,FL[Y-;YNAK?:.N-F?QZ<4H
M)D+MMMB/#FS7F^WTT]OTIO6W,DV9')C$,EOI@H[3L);#SS9V6$0UI<@,I02I MAJW)RWY+BJH,UA++^13@6WLTQ($A/OWXL"[3+X> <@/I-"[%EA?
+X#$'_YA+'%A:XU&BRRS'^?M*]@N_4 M;&$.*?"/K3*IM 5-3KV$#!5L W4;($2_^H45\5!:KHOP[W^?=74)_YZIWLS MV12D&JA&-NC-9,-T?
Q]SQ*8%A@T':J8'458DV#_V@AGY00S^HK^X'Y<=M_XB>4$-[HJ$]T=">:&A/-+0G&MH3#>V) MAO9$_Y_:$X6=6XZJ<@W_4MN;-Z(6KUY0\Y%+\-DQ= ,$]G)OO.=]BB]/7^Y=
MC'^XF.P=P4PW_-6+%1AD'\#&!$41Y7(&4T>'YZ=['- UO]3E"I>,IF5=ETOZ M<2%!4U0X +Z?E<#=^A?< +U/ N_5_P)02P,$% @ /8I.6(;;JX?2%P M!FP !@
!X;"]W;W)KU3VTC2_\Y?,<7E MKJ!*-I9L@\E;%2$ORVTV<('+]/LT&OM[\WEU&R_?(Y/SO+7CY/RR*.$G66B;R< MSV5V\TK%Z?
+%MK]M'WR,+F<%/=A[^7PA+]6Y*CXMSC)\VJN@A-%<)7F4)B)3 MTQ?;1_[3XP&]SR_\,U++W/E=T$G&:?J9/IR$+[9[A)"*U:0@"!(_KM2QBF," M!#1^-S"WJRUIH?N[A?
Z6SXZSC&6NCM/XUR@L9B^V1]LB5%-9QL7'=/F3,N<9 M$KQ)&N?\?['4[_:#;3$I\R*=F\7 8!XE^J>\-G1P%HQZ:Q8$9D%PWP5]LZ#/
M!]68\;%>RT*^?)ZE2Y'1VX!&OS!M>#5.$R7$Q?,BP[<1UA4OSZ/+))I&$YD4 MXF@R2BA&%E(=Y6T.]BQI\-)HLL I!%#%PN5:(R&<W#V![-589#B1TZ9]!
[]N[HZ(Q_]9_M"AAW+"SPQMQ! M,DJTT6?KF;2B15M%"42Q9".;BR(59"V%W^O\0YQW_NS8?-\RB]^?IR%D%%N-;QCTW\OY M J2C
Y>9>%7FP"//Z4Q942ZJ_8*>'S3W^/OIJ_,5Z,3I BX#D.5G,"^\@BK M01. B'JAKM5\H3D^S=*YN))9E()Z&5.=J)2IW\LH,ZPL9K(0$&TA%PNH
MD1S'BB0E!2*96)1C/#/TI,-6;R=I(=K)3J]!"V)(4G+IB7%9\,MQ-&?)*E*/ M/X^5@PH]YN50ETIZ6!8A_;* GAA=;J".0UM>#GJ#BI4R&TN0N'-Z':L;(J"' M96$YP2YAE$_B-
"]Q@!0GNY2:3IFZE!FA2\2;E!2,,#;0 +TMR!IAPP6T$-R= M&%KFS)!%EE[?.,JAV;3*!<)L%?E9&O.F$@1)QE&B/X1749YF-^**3%^:K$.) M-D%$,?E,4, JL"]+KZ!= $P*Q55_5ZP,]
[=\2LUL2)ICI=O$ $^]68F)P@,P5]"I6EI'(L*NB8A MF),+>A"3A;T"I9V-=E@F(]"]F*6YTB+*EIL..H-YDJOJ#7Y'Y*/YD!7G8",F M,1MY-9TJ#DD)O3 U@/!1"KR1,_/R&J0&IVAEF1
OB%1OKB$NJ\PF M6?\B4G39$E:\(/9%8:6B\58T L%T2;I5%+P*6=3]"8OHCE[-T)4^TY-;'S9ZE"T!R&?%A5FWT_G M@ARAW1N&528P=19#Z:$Y#&XL!R3O1D%N)]990X
MCN0XBC4[Z;-K**:$&G& =EZW1N\2DF@:$K>>D]:M0T==DW8#6 C! C'K]SBT M8.YT&S&0(QPU);3M)=^_* $8IB.._J6E;BJC#/X@+A$BR"PC$*L'QU&OX$@B
M<@,0K'F4LS&"!BC('<2-'#BX@*84?"]G&]"DF'SL'8\ M".GF8YS;9B-\2B08YJE),LCWY MM3>*;KOA%9I]5P5[6,4H_J9A#DXL,6:(- M;
<51T0:/Q*+Y'MFX)\%ASSOP1UYP>$"0YO4^M:4" W,6[3+/=2S$\35 .R*7 M(#ZQA-0VXO99/1-=ULQQ',K,'.8VHDO82$@P/ YJTU M?+%21
<+,]CT)P.PQ1_Z#./)P6C?.P2/&C+AD3A5R.- Z5S5,<,M8BSHU&2% MY;4;PS0DR_%-ZYE!+NDX1;J0%+5Q/H9_ JT^1OEG\=;)-BB-<*S_ F(#N\/I M35Z.?
[-6UIZ?/9P#FE5FHF%G!)L5/F=W)#53#7LXDVDD.K E14E /,%\]]C8 M1G,%CT\BH*XG2FD&O54AY5S@#K.<#-=) B/.2=$Q@IS,Q,I/@F'/Z_5Z7=*Q M^ZMRT6(HR&IGD:(=X##
(?*=$;@S]0DS+*9Z0M[QU'P=))MKRXZ=H*TG>.21AJ-T:T1IA-,%FV:2M8 6() V\=JH$ MI?FETZ@ MJAF+#Y8B@[99W%45J^=IK$PP9C9;S:O-YFUDA&0C@I @N]+\

(HDGDZL3/*-' M#2+FXRQO5<,>6DL8S9 M['"5.U^-CCYQ^D3V"):HX_''EQ>%';(3G&L+"@/,7 M!N0-,XGL-_ T4L)?Z2@J4>P"V0'JF$$NDSN.L).81V#I$
MJP(2R;:D*DRYO*SJ$$'/Z_L'7C *@MIG&<+ME0D$(_W3K75/XG&<^M=QEL.=&: E$3'9TD$<7'XDQ7 M4$\I16:VC[P#'7N*)_APX U[_&GK/1+6IUO'+M+(O4M&;9+FP,S<@N"'?
SAX M)G;V(4'()V!0=K?.[.9P&NE$ZD*K+=^:7/\V!#_P I\1(A!Q"00^6N/*%O1+ M_-@*<.AG_S#P]D<]',J63S:$9+(EV76I1?EM?W! TFAH54?-ZY5G!U*Q/QC"
MKHW$+CY!@'PHK3_<_PXG]@Y[0^^@UU][X%;(LE7 8>%Z U O@)CL]X%TWQL. MAUL60B.E<.Q18.W14K'XD+M' G!Y225N79LZ\'PM=G<:'ATVG2-4S=/,$V_? M8]O.2>5?/?$!
[FOG/'IV_JF[16M_YIN:B4Y^[3($']4JG10%^W52]$9F M"8#D]4&K!(B)$3,Q3#10F49=0VQH-M.@++2#"*.KB)U"<@N&B4*6W,) W#1) M;%*RO% ANN)B,P9T(D=R!G6$TZ4<-
=IE1M,6>G75 MF\+,F6H)/VO/DC?2N6]!5#ZY=80M%%;%DJYX.<3=K!&V$+3ZVJOF:]^,9TK" M31J>:-Z9:N5$QI,RKJHV813SJ==1*DR53B5M-J7O '1UW,"OG(0Q&[HBGZB5
M*]V3LU/.BI8*V0G]=)>QQ%2IK0U7[ZZM,PM0ZEF/OWG')F:A#@EEXNH@)+' MJ4R0(N01^< VB,[F;HU^37*]DN==N XJ=?0JXB=P_2^MQ\,V0'=(1LF4JA-
M[<;4L:TT?'$[T+!QBU:;%:Z/90[KI$VFYO]MX88,;+TUVG_!)7*W(4?8KSY0 M&=3]9HLQU3[8_M8,3C:GLEL?RCF$ODBSIUNW=5@'*>:F^2%%K2=B9^@-#WQO
M?]^'7\='?]CW!N 2?P@\?Q^10O^ /R*C&?2]P^%@Z[5*4@2<&JU?K7H>&?7\ MN-GJ>=Q>H@G^VA!\A(T.O='PT(U4$%7MPV7L#WK.TZW;BUNYI<7,NPL9.F6O MNS_2Y^UU>
[[]S=>'[G6#X=:'-.G4@![$[ZX:3-Q7)=JK6P!B0$"(=\[\ <: MI_[(ZP\-9WR/0K# <,;W1G[/.QR-[N ,GO]0>OVZ1<3VP-C99QDU!M@!2U5CN3J*Z".7YGIZNT'\U-XUN ;EQ
MXV:=4TD%JWI=X](A%3,57I*-7G!HR(^X;#*%O?3,=9='!5>8;L@/O)($?K>..::+5776\GJU;TLUC-J#;#7BI4/\0BE4-&U)5G3:*JS7/<8 M[(NK$_(]);DM+D+JDJBI?
#K,)N<1DJUV%GJT.^6&K'RF7,:"4Y?R1_ZP+N4[M>]);/X&6.)#EO1/ZTC(;_II0PU2")W6TT+J\BT"N'UC5&75Y67W M#IK\;EY5(#D9[Y!B\(7EQLL1.%3?N.J&J;I'8$/+UR7L._[
ZQ\PW%TFWIGI M0#F+Y41'S3L'ULKOZE:SBCYMM^PM%S*&\)U!KTOG=2-RIW< I$\7*K-%O]M& M9?
6D)@ZM6N;61'1K#MY^5KIKYHY(>\=W#OI!:2K^X4+3(HECXN@#GZ]+/:KV# M[YO=FR)ZZ71,O:5LX/]1IG0 G-)G%7VSKWRO0 MZW/G?
#)+J17T5'M&VD93*E0QWU15G19G=:<%W5K(BK)MW?I$&[CU,@]7=SJ MBB!.H/,@W2 O7M_)@K[%M.M[03F2Y5.UIKQ(UC6RC QN/JGZ* MKRE:J?
8R5^CLFP%SJ;O!7M_CZ/*VQ*I$,BZT*F-G6*$'7*H&+WS-RF*8:EP_ M]4*P+=/1B6F]JZZ07$KJW*J&;*S_%5_JT0VI*HJ8^@\OG*0TN1=#=?N [K,C MQ*J3F"HNY.-?
VN0WL3=7/;IS,#&5#&80T<0Q3E;R9-BX539B*(6.([@?DQ(W M-NGZB-2R"FN$@"C4?4@1-2F*>K%]A^,1EBROT \&FGUT=+)JG([!5B-#VYLM&];K"OAU-+M
M**+'1CFDRTIM]:D'4U$+J?89W$T(H:6@TJM<69N\FF))BZRMB!5UQY)_T_;7 M*=L2K:K[=.[7:+J IBI26RJU.X%,N:KD9*V-I:QCDD5CI>^E:J-/+7\Y71WQ M:VY@P5\C/T-
]27$[6G$[I+@=8H_K :M#YLZ- ML^GJXG/ ML2F7SBV-S1EXM#&\0;<9EC3T/:&LF!G2@<@R<;E";4G5U.G17IS%TND47'D08?4]N6M$Y'+6! /4)JJ6V,KI_5-\UDF3D3F^K M;5?
W-.X00+*.%'%FQ,P08+0@LRYS=[YAV.T)PJII8(C,Y+L7+#LN6X,K/6(=X:;;=TA;_1#(GK.Z:F-3!&KVYA>BX3V M+J&9#?),$_IUZ6Z*-
['&SH^LTL'V"]-53IW*M!Y2Q'*9M[<*.4W=52% !PO5 MQ3>(2M7@&N_U4L^^TU ME*JZ8C*LH_-/_$VGM^^)P4&O$R %U)G<[E/[33V_8Q[=%'=6GO"VC>CR8S'B?
LG#T>)^P>)^P>)^P>)^S^ M1!-VT)/'(;OO/F3W..=F\';/7FFUN%__2Q;!>I>0VT\0<4=D_Z^YP_[U6A3 MZZC;:D'H]:T^[R\V5URGUW_,[%AS1,1$5!>99!]; MRX.-$-=
<>_4#]TZ@5@(._K'LM1H7+=#L&%"MXD5CNI7 4YJHRZ/B$F&;5A<] MHN66U91MZ;-M2CH[JFS!XXS_ M_B.&XRK3H-.RKYR!^^-
GU59;F3;/I'&925/O3SI#'KTS;;*+QUS4QO*.OF%O/0W!HZ_\R%KWN= M'X=6OOW0RI]J6N5Q3.6/'5-YG$^Y>SZE8B+'XKFA(+?EU&V(MID6GZ(.4S>Z
M4O>?;"$S2^VR=U5ZFK64[S6GLD9=D(Q /N)89B UY;&+PKQI8I_=I]6$R_]R M4UHUP,*S*_Z/-;82>+V# #& GBKH>_V>[_7]PV_FN*.S@Z\@7_@C>!-O\<4
M2L].0_B#KYTX^9(IDR'B'_]0SY4<'O@X[5U4;")GM_KZR9%5*M1AY3$'B^NC MB+8[*ZZ*#6RFT?%UG*;#SM6\9_6.ZE:NLV.*2-PT/15/AI50<):')4LJK)$A M5TJ76$=#:F?WN=V
M]%1M!9(G2 M<"5!8]X/AIV34=?Y>X99/T@<@FAP-0Z!D9_SSA"(1P1 MI?&TY Q6(1UP??S&?N&UDY89,SA2XBO/;-$/C@/(,&>UL+=J\1F7>@X<7ZJ$
M\;^P:'SC;@!I;:PJEV#*H.2R^6Q@(KGE3,"TG@F>PDV>H^9RW@LM MD3N7,%T2G35$\1:BCW"EI"T,C&6&V0;\:#>^$^\@"$G52EK\)NTLWLEXAU4; MDJ@%<10GFQ+:#3_'E.
=#X]WI).L=CKQ?,D6OO%3S>TK?!O.C-5T>K]OVN.& MHKN9PMWH$U.Q%/L!75F#^AF#P?Z'SF%TNDG?/R+[16UWI;:[B_UOSM5.HLUI MPK6R" GL?SB.._$I;
(E&$1>"P'X@CKE!F'VZHTU'5^]T-RB-J!R9^,:5.5? M+,!#,&AN10EA2;WI+TL045T_#,1(VPYRBCCB?U(HJ,\>Q MZ32]JTPW]^/U,EU/[B?
#2Y@^G%U.1G!S<3&^G5Q_^E\F7Z914Z:[]Y:IN:?A M6B\H4<]]BS04O9:V:0LKZZH+#WWS"7^Z-RW\BNDYEP8$Y@2-VD<' >BF+383 MJRK?66;*4I_RPX*^)%
[!UK/%5W3Y<0%6'V;#'X 4$L#!!0 (#V*3E@(M0)((0, (D(9 >&PO=V]R:W-H965TT S6B@E? M9-8IPGZW8 N,&A>#-O.WAM\X[@T6VMPFG+"*.T%D0L(!2;6,3!ZO>
0A7!$%,9SS1EL7#K@]GK-?N-SIUQFS.!0B4>> MVJP7G >0XIR5PD[4\C/6^9PZOD0)XY^PK&S;9P$DI;$JK\$408OS"*,!4N0=L?"(].:26NZH25^9Q4F-==EQ16_P_4)
[I2TF8%KF6*Z M S_PA"2FR37;S.[C+>RSC%X@1:40/B*&[M"F@__ H3@C<]/-X33FM3 M[);G:[W#MRXM,)F";Q@#]XJJ?\5-(I0I-<+WPE:.]C_\-SMY=K=Z158=MP>' > M-
^,.O.\0ICRGIF<256G$BAK09F S!+:6T(?PY'3QU%GCPMOT>P<^]-TBFO;7%Z MN[B3T; TU@'^H*F09T%Q[0?8/Y#/7ZSFF>[.JT M<.NVSU$O_!
TD*A2VNKBWV@W'+]XELFYNE;EW[*K'.^.:RJ1 M7JJDT&DBM5D7CM:"=3-/T([UY$SW?]8DA%:NP) H2 M_V[5I8IC(@0V?K4T=^LE:6+SM:/^FO>.O4QEH2[3^!<=E8OGNQ>
[(E(S6<7E MAW3U%V7W?K!P:$R[\G@DC.V'T MT EC.V',&S6<\;9^D*5||2Q/5R*GT:!&+U@V/!N[T0EI\;K,\:G&O/+%!Q7+ M4D7B2N;EG;C)95)(%G#Q[+@$?
1IU'%I:+PVM40^M)^)=FI2+0KQ*(A5US+\< MGA^,!@@<8V/U[D9N=R]'@Q2O578DQKXG1OYHW,70\/0?5(CI 4\?#; SKH4] M9GKCSQ:V^,=D6I0YWOVS2^Z&
[$DW63+T[XM,ANKY+BRY4/FMVGWQI^^",_]I MUYZ_$+&6!$YJ"9P,4?],N W2ZN94_)B62IR*/WUW,0I&3\6 R%^G%6"6B^N% MQ'3Q)L'<6[6"BW/OU/?=9Z(P!/;+A>)U M1_[3-
FU^&#P]P(Q<2/BN^3Q7<_ ELBH/%_!"(LMUJ$0Z$WNC4||'\2:URU@6 MA7@IPG2YA.N#4P@_.II@$S2S+$_:7@U%=^)/?_(]\>G(G.\'8D;$+O.L&L,
M=FM&XL0[.P^\B_/3#5EXXO5;<9D>ODEN55'"9Y<;[RPI#WZ\R!1[XOC.$[(4 MX%KG8$G/=2+CC?T=B>LJ7(A"QKS5#064*LP/.GA8@@];!,205) M)-0G%5:T7B%T
5]9+G3"TXH0D8VI3JY?BLGUI;A),QV*\^#"J^4(T@A DO1_ M>$U2%,U'5J1BWPXG(ICN)'TD_L;LVL>>T...!0*T"GO M#D-2HYYI/)8KF4>\A:62146X@O!F$K*[E7&E1 4)\
[[F@&PI(A S6MP0VDKE MV'L:1R2^7E'QV]G,:4J49 <8]0F!B>M?I8MB0%S B./HC,8&]D&-#(MC>5Z2P+^1@!."%@0$$KVEX MEL*RIQJ@NC.?]2!C25FE2-
)2+,"4(D!$GB$$CL%JDO:[%6=%4 XPJ9(&*HUO M>&.4:O!L]X/1M] ZB=.P[76),]9+38:I/H4J8[%Z71:ZTG',W,,D&C[$(X^G MYPF]8E\$X;-(WM71D#X:^X?NHYC05&5LMY-J
M#F;$R)CMV$/X 'Z+BMQ:,RW!OM=ISEH6G7*P-EZG!)NI@X>W>).7FGS@%=" M%=/\CNV_J(/M+SCM$;N79NOB;0IXU8G3&U(U._14S*!0"@/E.ID#1T59".,7 M$GM"Y-
#;AP5BV?K EOD+FZ'-9C!F*XJALCD@GYH@1=,<2(JRCD3],[\6>H5AB/LNK^BAQQM%*P66]CE,.71.&,4Z% MI0E?[FC(VL%ISSX-
FE%MB,VD&5)!&1JKJ8S.OX+6KA4%OD=66TL5-2A'3[IB M_^_$P9Y,:R8H)X$U',@;N=(D4],"KMX7)+GU,D(*1"DETF[\RI(ND\]G3Y M^JY PU'W/2(J>"TJ8$^IE;
(&685)>91+E>)B%+\:>>M9E>-4X!E*'SL1FN M!40;TGR-SV@O$9"Q%YZK8O;+'<=H5?"C4GCXV:D?\;4-/-Y:.CIJV"/JX> M!39G_CVP>:VF>27!TYE+,+\D; (3JQ\/-J*OLUK-
MKGXE'LP%$<7T,R3LP$HOH.Z@]%7@*')!W\:/388QT^V)K80 G'\M<()>_15 MY(',!@>MQQ?(J=^0QR 370*Q1V&'F:\!D?%C2T2TP-&]_)8L9%T,=+7HI4M) M]
[KMRZOK$7;MZ5V#?\C)E$.X\%/>RX^IGE"YD$_PAI.&U^BH=@FJJX@06M&E MJWHT#^;6M]%UK@XQ)*K801(OY2*'!R;^$W@]L33WC8KN&_L\22=2AO?TH&B\
M>9+:P"#Q^#J62\0'NGHJ3,7;P>WMV\MVG56N@TCCU#&0:7]]N02MW!-\ND ; M4Z4&<(V4+;IS$3;AZHZDFJ:MF,^B/J-BQ+N]Z M7'['+NH0PP(S!9Q1A_2UOV;&JOJ3D'
M_31K#(RMQET1\$^'U(MK#D-ED]3NCL@X%+"EQ8*/@]FI:?D M).DP<[0E!2ZL4D'5K=EV.^QNF06Z?K#5S1DX:3CT381MOD^K\C"='6;PR H! MA#+2PU?O!-
SI:R+A3C:!+;Y!!?6%4G#2Y0LSJ:--PPQ\,FI,8U/;Y M_?+"/^C^2C3CN/ MGY VL?' ?+2O1O\8@>LS,R5O^!SFW7,L\>[)(KO#6D]58#],XWC=X+%6_E#X
MJ._7'A(:^32/13@XB9(*3E#59BD$Y].96Q<9-=)OPW7PG1H!4_KGI!,8B27 MKEN-,.ZHL34?W&U,M1'9I$FN+XG"L4XC2O&+[W>N:I3^S-1?TT+\#5Z,K*OQB=CSQ^?[R
6ES8\N;9 MB?E_?AIX%Z=G.P,W$_;.0XS.+OC_&('WXL3?Z2M+N[J[*QW;_KJ=OC.$J[BZ MFF$]O@>^+LMVA1TW?KC086LBX+[-U3WE %,Y$"=MUH:-
\O+&OMD"M.>=G9AM[").?&?>.=C?^?]?@3WBG^O;FALOK)*Z56"&^G^6Z7T M*B$XO_#.QG[]W^WQGNAN,X'Z?RV:P1@8.(3X;37<$RY.K,K=_TT]!%XP,MRW
M7X\M@+LZ8G]3G^G[FU?-/M-7;RO/_Q^K_5 M9]KNV-SNM2S2I>JK"?=FDVE#V[DJ9?ZP M[E&]K.)2)BJM"FH.I 8/3OA=+](Z1]AJ8*7%WB1EKC(<)=:\4%]P0G)OMD0&
M8P!GLREVJ]'E6^_KM][7;[VOWWI?6X>D;[VOWWI?_Y"]KU^_[;6KI]5I?3-+ M;-FIZ;OQ?W-)I1-:S2RLAXNO?]/7MWVZWWAHCT 3C?J 4:4/>KL'WER]-TL[MYNM:\1Z.G9QAKZ-
/'WO$!0!(1=VA85QXAM&98ST7#.V)/#@:K)B;G'"(2JY MWTH=FW)P9^_Q'ZKGV.-;O!8J3XAYK&3. DSD1N+0R&2X#0 :SW594C[B M\JX"84T7IK7 '?/XR%RYZV[C X?4KS3?
&JU1P*>:AQTA/%Z9$.,<."'U(1?I M_>*XO\3[A6ZKZZ ,T)MPMA=0&8-B@V>C'\4G1+6\-LJ]L1M"8I27V80H;9'-3 M8WN;G6*_NT=[J)T/'VUR'WR1!;=DLMW<]@?
^FA"VU@,=6_TPA4PD(D-GFIX, MN&RT_ZC:-7)B5T+G-&-
]'NMV)GUW3O_/7Q_ZO"\&]=VO_?]^4>;SO@)S75;T@*X%=DNMSM6R7R^_J6/U2'3];,UQXQ>3EE1UI1^2HLHU!&%^/*E^ M6O]6U81_HNEX/=S\T!77IFE9IDM^ MN5 2-
DD#\/DL!9OV#2U0_X+7B_\ 4$L#!!0 (#V*3EAICG/X> <)X: M 9 >&PO=V]R:W-H965TWY8.U<\6HTLO&:,FF'NJ <3Y;:9-+A MTJQ&MC
D$[\I2T=1&,Y&F53YX.+,W[LQ%V>Z=*G*Z<8(6V:9-$^O*=6;||%X MT-SXJ%9KQS=&%V>%7-$MN4_%C<'5J$5)5$:Y53H7AI;G@_GXU>41K_<+?E:T ML9W?@B-
9:'W/%^^2\T'(#E%*L6,$B3\/=$EIRD!PXY<:<]":Y(W=WPWZ6Q\[M8EE(2Y M# \RE5=_Y6/-0V?#2;AG0U1OB+YTPZ3>,/&!5I[YL*ZDDQ=G1F^$X=5 XQ^> M&[\;T:B*
[)G(P<3O' 4UW"O M*[AH#]Q+<0V M15O\H22GOV7A_>/HP, (\36!A@U ;Z.#B+>4C$4DS 041A- M^APZO/V*8FP?^^W1 7% MRLA1OQ$^^:]L(6,Z'^!H6S(/-+CX[IOQ+#SM8^
K@>WP<=3R<70(_??7WT&X M?F?%>^U(S,1WWYQ$X^A4',[!1UHI9MYW&=_5K+A;DUCK-"%CA5X*A\NWND2% M&G&[EC#$=U^7%MY8R_@+E5< U]+<$Z.+^
M<&.48S.X+Y,'935^JUS$.L_KSK=1;BT4O%HT!N..0:>QU2("+.&-[#:;S\B[M8:OM;NN"9^7XU KTFOB^B1(P"8JQ!#JO+< @2))IOU%FD9PRI1<.4X_!.TP(611&/P !$]-
C[B6@!NM0NTT5%Z/%U$L) M(Z>JNJ)"-BI-12&?_/)MN;TE$M^CB##2 .#IZTNZ MZ5:[==)5)8H+GI+B]@>T/OT 'G*-O))@.ET*/&3.EO%:+&&GS%.J"Z7Q"K%X M8>
X.8[#4WOS,!3O^H-_\^@JO1#L%F=3TU$83,;'032="ML>P[>IS.!'BG2(M.9O)?&38#H<7_X2-JNJ0K45*(""AK*C#YT7T2"96EGQ%*R,,MP#>PBLIJZ*N MS7%-2"07#S%\ 6H\4-
TBECC0MB'^SF"8BWD$N\EOISZ81"=!.)O\F3(?'0]GX_]6YF?!.#P*9B?1?S[S M2W033+=$\5(TA;H5[B2Z2487U%33V-<*/"QJ^U6VOL3KP"=$9IP)7DG+)?GW MB.WL98IY"]B'2?
3/DFH;N_.Y+'25WK;3=?+?*P5\HVZS+\;3X'XE/7IZW$^."5!\JU4J[C8*0/#()P0:''-E :1&B/NJAK:N[];Z>M=+ED8JQX@WWLL%Z,./ MU(/'VCH/_6(2S*)),'UYY"%?
1,%L,@G&DY=!4R'(;OK$5ZETU=RJ!K)NGK:S MJ2]K?M9:J@VR)$F:,$&32NL2R(J4N@7P?,P>,E&)!R]VXK1,JEDMJW9A>;)+ M/EM^41P;;@GTB)=XUA&Z?
ZAS!^4%*!29RAQ2R[\@VJ'HD_]_2%%_N'O35=0? MKJ_?W5V_>7]W*^;OK_Z8A@[$C5$/? 9N4MCS=?Q9&B,;G;YI+KP\S"!Y($CJ M+NF/(^*&5+&=/'S6YI[K^E(6RH'_G[3$F?
[>DXD2V_:,WA['V)[\]K"W7:G& M_[H>]WO+0'O"VR7P;[Z*N@IM1]W5W1,B&E'EOG/*WA6R:2/#GJ0A]H[N?FXP MD_?,5M4Q@8+3DL%_Y)8>N;B]NEYC6/(
S;9//3_=PU_Y1:8>NJU%KQN:T5'U MBU8:2)SEF SW2%^947A:J-7JZ8>%C._]C?%I;\#/!TJ_*+:LU1$F)I^E7TK* MF^'S[/S+/8WD1[TAY*]R^B#OW)T>5$+VU[SX(<):''T9+
[%BR]6O-'SE;54@ MM;)JTC:OXEQ :V&T=*>@;VD,G>\,-.@43&A_%E*<#&08]I5.>EY%%B1-?5;J M+M4V\3WO.-4KD*>.SR0G?
$\&AG^]9/_UDOWG?,G^GQ!R7T6QM1+M_TJ3/5=B M" 'P&_X'+T-M %VR9"_GXV'??[N..I\ ,D*#X"\C7-!PN/H:T-YM/[[,_3>' MT79Y]>4&];92T!TI+;$U'!Y/!]6$:BZ<+OP'A85V3F?
^YYHDBH\7X/E2HR/4 M%VR@_21U\2]02P,$% @ /8I.6/2858H2!P NQP !D !X;"]W;W)K M&UL[5EK<]LV%OTK&+73VVC.*GDF=)K9G_,K$LVWM MQFX[.SO])%7(AJ08
%0BOOK]UR 9"254MQ9[S=_B440]W'NXUP@/%X9^]%E M1%Y\RG7A3GJ9]^6;X= E&>72#4Q)!=[,CC'0*3 M6F#R6(%I+3 -0*-G =:E]/+TV)J5L+P;VOA'B$V0!AI5N=-
M\C$S.B7KOA67-%>)\L=##]6\89C4:LZCFLD.-=^+'TWA,R>NBI32#OF+_?+C MR1X%0V!J@4T:8.>3O1KOJ!R(Z:@O)J/)M,NA_>*7E$!\',0G>]R9MG&>!GW3 M1\7YZL]*^0?
QD_$D_G,V<]ZBG'_O"GO4^K);*[?X&U?*A$YZZ&%'=DF]TV^^ M&G\W>ML%^8F4;03@91N E_NT/[[0]JKI=C(&\DA\|]7KR7CR5JS;"FM';QN+ MXA8T0=92&G>)"RV=$V?
BPN0Y:"4NWA3BK%J@^\1D$BNH+U8DE',5!"789[&P MM)"P:N;BJ#]^?=1_-1H)ETDXQ6N-VB2J=4&M-\)G).Y*4SAC^^+=#S#[XKI8 MDO-@1M^OQ4U7(,%4Y!8]/?
MCE:G^4PN*9J4.:T#$Y:'DF-89373*NE&[3/IQ8$ZW \0L?T#LY3A)62]9"^M M+-R<[: @K0J#%FIA+B676#6+\'(#\90@HE$^. ?T80WF3&51=%41G3%S-!S# M9,@I4I!X@Z<
#J$E&Y2%O&KB=*.I+!'W 6K%9Z*"DK*RKI)%\'*5*10S,#U$ M)6%[*@[.#L-;J6+4%+N?4EZ&8T(=L: 0J,H:,2IG1V2*-+R\C?&MBR7T#@H(MZG..0&**HCZ'!,T<:*@I
837D%B.Q7F%VB;80*W.5"'CN04&#L[_[G+T$ZM: MH6!3;"X6"!OG85:%1(BY-7DP=6^9FLZ2!,'VC\>VB6*CC<0Y2^PQQVUL1,"%U#!Q"3JD37X\G QQ)$-+Z '# MXS;]
TV%4/+A($JZ4F-2]>NG5"UY\J58L(3+H2S47[(N">1+ELI+W2R%S 5/ MU4OK#^:,$_$A)74-^J_9G-.?9UVVS7Y\! [] *%%7=6,?H'X?6',AG%@
MX\EN>WXU@38@O$6L+W@7=NC/)*X":Q:N9#! M^JBRMD_.S)(&HNM&L?_,_]/-_=7ZL?S^YN)?[V]^N+SZ<-<]9'A%&X2^K;LN1PYZY9V'-%?TH/LR\6@$
MNZC^:6"TEY=TPVFFZ%BTS<:UMBD-:)V)?*TB#[LO*?\0Y?90><)D=1K8F;'G MN]43WJWN__\WJAF%4GV^5SW?JY[O5<_WJN=[U?.]ZOE>M7:OZOJO^N':]Z&< M[")\-N.; =
(4/Q6UJ^V7N;/P06KX>7O\K/>CM L%#S7-(3H:'+WJ18YM'KPI MP]>FF?'HQ/ S(XG1Q1OP?FYPT*@?V$#[O?+TOU!+ P04 "]BDY8.A#* M=,L- #23@ &0
'AL+W=OKDQ]M:ME"K%IW66NUM,[.9Y/)T_.UU/G)ZY?\[-J^?FFJ,M.YNK;" M5>NUM-LW*C.;5R?3D_C@O5ZN2GIP_OIE(9?J1I4_%=<6G\YK*JE>J]QIDPNK
M%J].+J?/KQ[3^_S"SUIM7.MO09+,C;FE#V_35R<38DAE*BF)@L3_[M25RC(B M!#8^!IHG]9:TL/UWI/X=RPY9YM*I*Y/]HM-R]>KDV8E(U4)66?G>;+Y709XG
M1"\QF>/_BHU_=S8Y$4GE2K,.B\'!6N?^__)3T$-KP;-]"V9AP>S8!1=AP04+ MZCECL;Z1I7S]TIJ-L/0VJ-$?K!M>#6ET3E:*2V^U5A7OOY%6BOSTKT\+T&-
MGITG8>4;OW*V9^77X@>3ERLGOLU3E>Y8?W5X_71V@, YQ*AEF459WLP.4KQ1 MQ5A<3$9B-IE=[&+H\/)O5(+E4UX^.\#.1:W:"Z9W\8!JQ3\OYZZT<-A_[=*R M)_)X-
Q$*XN>ND(EZ=8(H=J9/7?_MB^G3R8I>$?Q*QCKR/:WD?'Z)^T)4. MKMS-EWAG2B6>B;]]\6PVG;T0M3JOJWFFD^;S6FZ%R;.MF"NA/BF;:*=2 8 3
M4FQ6)E,BK]9S9859"+>2V& ,VF)!%@&2R"P\1>1E&1'1SE6@4!6 F4B0%IOC+4W$Z/Q.(HK6/HH4U:[\^,UBPC!R_O?[Q)?J4Z&M M$@M@J=@J:=MTCN!C)&0IGCR?
3$0Q7H]'XAUP^Q_ ;7&ERZTH@?"E8 M#OQ=91*L71+74(@ <":WHJBLJR L+2.1VM:4/86P2GG3E80R5[L2K".S%?B^S08^48EE=6E!O.728E]RQ46 MN0+9+3+
[@&Q,*]N2I>GM332K=O09GKM8*,Z1+)@4A35,OG+8""X8%EJ%[; & M[%BP.(* \U];7$1S.*QP"]Y.8Y=&-^X>\VWAV?Q2W,E,IZ2G8'AVLHZ2P(*\ MDSJC0.'X# +54=D*I!&+5!
[C+!S+8("5N5^7_5"7]?;!I+5!]M*@G3C*F1B[MR:;O'ROIP*'*@^A0?CH2'RLH9Z'!+U25*G@*<^Y%AKY:7N,:K\GDQL409P>C M#S""3E6>U'#5[". A*F'G;:[=&..^)-
+JXB#%2(;'YTAM'%P'X++Q*M_7I5" MYQ0CZH[\VB,:EN1B^@3?!J#H UL#3/O01 =[5U 6N1EIF'0G,^ [JE0'O"8= MP[F-Q??0TT+C,
[L@Q]6W5_O#CW)"HY7HH/N"$>8'*B6P!T5==UCMAGU&BK5A,!!9=KL\F+1+H5 M R=Z+.WXX?3%+A^X"?W$7ZF7C9O."H8&^[4IP2PMPR% :,FB-?YDG="6ZES MW51244?
DN: =J&VCECP@1<5,GZ'..YWNTK$*!1:DCEZV MNY"E2KG1 E[0MC$L%5TH@,Q_TL+PVY&(L,5)I2T8M_T-(Z/[OAR2?Y VK3,# M/*?V:QW]>B^:A-36RT)SYL2L1]]MZV?
<_;3Q9%YO.EF&>H0=SMUB?M MNA8M?;RVRJ(-*U"Z&TH)5@E"#J)OT,FWY@J2T4AM]W2MK Z881R#.1I XZU M/7T>A)_T&Z.]8:-(S,@Y63TT,)=G_.1C96!
(2&/FI&BH'_NG^DZGM/?II[,(M]6E%P>P=X.C-]U2Z([&NLE)#RRH-*DA"FJ-/P4T!;^0!]E:55(56*GIJ7=;U M--<'?TARNO4"W*/EV[
W9V(ROG@Z]2G^H7TA+%QKK:3W]3N35<"A#<^;(@@ MVLP! 3KQ21E.&':O ME:.I#$@4,D(:TU^3J#E)O^_D_AI8OL-&5\"*O["GC)$^+:%M.6+ M^@VJ/!L%/)J,)U-
*9#W,:M[G[,U@[6T*U8:VFH<'7[T(\FZ -PBZEGBM>@7* MX.CJ9N47Q&7#^L)723QNH ^^G0R".'+?$<%:5.O%H^FQ,[3/$ M_W%*=7@Z:\5IQVRK%_IX.?D_X3QQ;,ZPC?
C5W*7/_FNS%ZD,A"EX"E*CN MEC)]J\[\9 2P.>MY"X$UP3=T]V7\@@JOO%4^-%'ART_2GUI[D-NV0?E>7FIY M4NG:>K?D^(QOE,(!O9H0E$D>@-H6)K22,:N++!$@&
('6@F'?)O5ZJ+'XWFRP MN]V34[R$7>%CFW]$.;:WX^^4K7]:F=IO^@\6\Q3]QAVQ>Y.0L,*::KDRE<_/ M=*OC2.F8HJQ8HP*A0"4@8>U_O M+HH[1E0P.N_A76A,^ AC?
C:\FE&U!AU#R6$8,9=7/^O0-SD ,0UCVN(XT]_ M!.(^/^/58R[:L9<#NQIL>T*HJ7WB[]41[,C'>N?A"-\U\88SURJ$?R;*>+OHD.CDMC!@5_MF_"$A MA_7UXVO?
TO='H'&0KKS[+BIRY)7*TFC[#Q9J1.Y)3$6M1*L?W*O]4/%QN1"G M1Y[PCH&U[A=H"-2<("GH<=LAEU*VU.BVZG%P2YB :0AK=!IE$,YAZ:;,2@Z MXMSC9\>8'M:XY-
84\9!M=_N=+U3X2&1#T$]H>W_.$!N:QJJN4JY^ISE1VN>9 M!(ZP5KG],M/Y;3,"B#5,B#=AI>8A4E'9 IF:AVB(L#QTU/40[<%A$\="'J;A M <-MJUKH?
+%H)9E'7X]G;>C>)]$I\|):/VJ3>^D8DBT-W!IIDH9JVYWN,#?2 MIL1#"@LEI;'.)ZO@X8C&>J)3LR);^?VF('ABH"(LD(N%SC2%S(AUR56-O/5X M2>5%<"ZB]YT)8QEO6?;
(P&6+*N_:)DN9KJY 1TT6ZK!W)DY;A<([M4'J?>L/ M(:])6Z%2.!O5G:AGD[_& M0"H-N9KWQYI0U"N=';C2CR#YN*^N!&/327APV/="-D[#(<6Q9XOBE!"VDW_= MF>?
K]+>S@\US3/R=)KKO3 _$:!BBTLINIQ1GJDBRMCRNO][N+C9B G![-<"6 M9"E&

[5KR!U]&_MPJ(\|HM_@TUXO9T8$IQYZ3ZR;GG@89<;BIB;1^IS(G"$UB8_IL\D>U&A(BP#?;ADL 5M]1 M'%YG4!#W,+5@I&*J^>B4KY[U]1VD-
XO[*2<<1<578_#;ZQ_K:H]GC#%9'MHY MB/!917+'J:,['Y:.2AI$:>[0]H5S9.?TTA=D?G3@Z?,9S.^[F=$Y0(]5>:;7 MFAS
Z\7W,!'*'^"Y=W]$BN[M24RWI*626[NDF"!P@"92:%,%)O#F>\CZ"0JK\ MYOE=X M=!%?(2,B?O'2[+&_J3:J2^OL*$'&8M?-K\-WL][]^.';]EVJR_?O+]]]N!GN M4@UWJ8:[5,-
=JKW'J<-=JN$NU7"7RN/=<)=JN$LUW*4:[E(-=ZF&NU3#7:KA M+M5PE^J_[Z+!<)=JN$OU_WJ7*D[WN 7*D]H7FSJZ[W&=,4#?QUK&HI/W4GH M["2^P](^'VYW#;>
[AMM=P^VNX7;7<+NK)?.Z_[4W^.Q2HU'+U)+)^.OGISX853\4)J"?X1L;LK2K/G/E9+P-GH! MWR\,& \?:(/Z9^Q>_QM02P,$% @ /8I.6$BJ%MQ##@ NCX !D !X
M;"]W;W)K&UL[5M9<]M&$G[GKYA2G)1MO8!!$;B1"! SP"6E5^_7_@XBF*SN;8TH-$'#,]?7[= M,TT^N\WEC9IP7K"OTS13S_-$T//<<9'$XCD>V]>*:?
7<@7S_*R2$7&+R13Y70:R;N7/,UOG^^Y>_6# M]^)Z4M"#PQ?/9M$UO^3%Q]F%Q-UA0R414YXID6=,\JOG>R?NT6F?QNL!GP2_
M59UK1I*,_R&;MXDS_<<8HBG/"Z(0H2/+_R4IRD1 AN?*YI[S9(TL7M=4W^M M98<(\E_"HJT^)]?OL3K^0)B%Z!7$WPMJ.%,B_4J*J(7SV1^RR2- M!C6ZT+K1LR&-
R,B*EX7$6X%YQ8O7D9#L4Y26G)WS2)62PT2%>G98@#@-.8PK M0B\-(6\-H1$[S[-BHMA9EO!DQ?S3S?-=;P.!0TC5B.;5HKWT-E*\Y#.;^8[% M/,?S5S&T>?HK'F.ZJZ=
[&]CQ&TW[FIY_OZ9?"16G.2E;L7^?C%4AX\X&STPW=#S_6.V1JRYOD7_5PH"FM025BD6#'A;"9%S'$5%<"8,DW8F .0 M8@X\21B D:DHY2R_8A%@1BE *9[-
(F%>PEB9NN)2#V"IB,8B%<6=Q41&$W*9 M<)G>F6&1P:HQ+VXYSQ"W\@;49I$L1"QF$7$*)HBG:D'RY%(7XG1MY138KL5*I(!Z8 M-$N)[+I#Q&8?)AU*
[!JZ,),GP$%P41.%8#DKLRCY#=@$>I_+G#ZT2I56@<;E M2E2E-2822"7B*#7:5*3.6F\"L_;?\B\|96Y7">HIE)EH#I!HEAG(Q^2AT$TC M7D7%GZ>B!5.P-
D0C_N*T3/A1C_S'&QRS:F6KZR++I%4)K>+-O+#[K1J>+L@I M,L1T:5QQ22?'"ZM[J6#MR)#GC0D]*!)RY@ L22UE[UXJU M6A[M^6(JTDAN%H (+T]MI5]/9XGE+"\JXL=D[P7-
^'.:665TT#0^#U)*)SR7O,)=GFK,IK:[$=2:NH"<$>FUK.??4 M1'5"U.&RI*6NY"92K_(484$R%%H=&K&-DDUEITND,W=(\ZKWB*I9" MF_&H\JIY;LVS+JN]$ZV=H]
[K,DL4^XFG&C8_2(0Z.XGCO(217/:$54D('^ZH M?ZP?>2/'"MVAY8W"WMM6LT>]7R,IR;A-OJ@F7Y2]YA5KY4FXKI6X#B6XSCZ M=F3Y?=* V<]$?@*--I2\3'-MP9!WW*]0-
]YUM)B&SO-,_@6(4@M[F [PJE M4J+BJ" SZ@>6,!OK.M?K.R I]A[T!-568"%^MJA-% M!MW61RB/MA1!;)7_SB\0(QR%SD98Y\G MT;^R!J$GD8N.,>4%DKX+%>"T,9,
MVJ>'Y.LM,! 8X9)V&"93TM(FOA!*7[A)24\Z-J9!'^U+FTI7?L?.#>YJ>C%DO<UXMGY.134R=S MJI-7Z-6NL]H"^NK4MZC=J6:\PF6#+4V$*:X6,R"PN@3"@WV0(GRUZDQ0US95
M0B!03#CJ**GQ;2SS&UQ:6@B3V^H4H?)2TI2Y.%Z !MA5:'X;WNW:V5DGS PT MSDV[K4,";EZ"S?'='(I _">K-I3WB*!ZM=55+Z[@HE,HD P5$%VD:)&UG7:
M)*+2$;8#4V*J(Z94-)PV,OS@-))I3F*6:94RJEI/9. 66ERL^5@Y(RW0$'U[M.^%9EYTFO%$42EJ-S$#K@?43*!XF'VD7<&V&/2[C$8RF2J0.I".LT5T/?*(& MGI]EF>K8+-8H3KML-
R'0H'=M)OZ7L?^%+JJASQ-3*YS7+E7K;0U!HS&B>9XG M2(%X]!(:OCFXC"=Y"IN^T^ -==$*1KL)3XVKMHJ?MWI5Y7?7;4'3[@J3ZL9 MJ(M'X^\V8(WB5>=H8,A89
!**FU,0:#=G*9-B1<-(YUR 9%O\!/&Y%]G!D[4 M!*,.S-;C2TX>878-S8!47'& AE W!U<4[@(^)*GPE22%AC#QA8JLA-T) .U\ ML-::,$FR7: .G3B?(M3A.7E\H\|]$O*:"6 31345;9TIN@P
L7A2D6MXA/-$ M\%X(3MS6FJXM:SA:)P&TWJQ+LS1N?I#:#^[8[USF!T#F&=X2E8@0F3P5"L6< M12-2L-?U(SS\-[!'VOX,<#(^-.')-:_!'@S;E(:60[@)J0FE+H##Z[=0Z4&; MU-
946SE9@@KHB.K'2'M\M_22_#J2R;)CF4W8!JC3N7('/GMO#/T5:78IQ?8N MM1<87T0N=^S^P'PZ =Y)<26S1/+OO,-]V@]ZG MUGU AGUO_O?>-
\Z@?:!O#SV\Z]LN/GJOYOR99E03Z>./TGL'&+H;PWL-43OW M>EM0[%).I=5V\2P*Z3=9(?E,).RUR*(L)HBAHBLSN?)!A9/]U[A 8*,(#&QO
M>Q<(Z)UOC]S=7*#:Z)!M8FR/KWE3):[,_%W(..I5F72A8.YUCHN,TA<51G7X MT!IX@:[*G["^1:6J9_1"I7%(-[U3S1#QL[1W03XV=4\W4>SWK7XPT'2>LGT/
M1;5'-3K=#*QA,*2JGSU=9N^<]DGMM@IE_L",=:T!LCE=!58X')J"_Z%,N=:P M(@<^1F!I& :&OS!T20FK6/JY1 A5#N=AM^!7.YC0'>CYON68JX?SXPW#6BO#
MH%:6'WKKM+,4 ,2/XQK5#GPC AE-;X_N-[[7;L':?129W>V/=C.[:[F!40^I MU7%K\5S+#ZJ;>XSNPQW=4FCKVO2EX2]S9:J--:!%X^NCJJ=?>4R%FI-IFDR3B>ON/;H>W: LB-
>C#_79M*B;.Z0J5D3FF]1G^4 MKD(:?2-)86Y@#TSJHLRU>-4FJP.=K'S;UPNB8 EUW;(I=U'B,G_+V=7U0>4) M+OS14KHE?;WG_K1 OO6MXI@X5Y_A?)[0= M9F\
L&KQ9N,,N&^(O.G>FV?IW,L;# "WSO:T]P.D]7NALR:.OP<1U^.W3()F M!8V%VZ] .2[TG6VR9.=8$)X@,FIQ87,\U>=MJVA'4W.&M>@ /@N1._QP-P= MN- NDG^E?
5\IU*2>E?!Q@6R&7.($#_$.'^ZT0@$+^9B.2!TD7V?7.%!&#W=4 M6;1UOG82Y+XJO_9W#PSREB'B=-1_B/#[X6AH];%?NS?WD_F#("07^ 8%G)37 M=+;;4!U\
Q1058/*:.BX#Y$X)!F&PRWKB^9LT\G;S^>L?.SD\N/[_.SW[Y M$:M-:WRYZ6D.-DED MW0"NCO4O21%&<>O[Z-V&JKZG\QX7E4K@[]I$;P]LYD[N'M)!;T]Z_.Z!WV[] M\[9?
[K?;I:U[YYM\YQN[Y5W=F^YVJ_P-W6T3!F9M CB@B4COF@F-_55K_[.O M,>HG HA$.]^8NK'T+>(*=W;LC9L=O-E'K-?3[CWQZF7EV.ND^\=WSA=#2!NC
MMH2L(;PN'[!BK<^Z27UW?U?:(AR,6L:>N('E#UV**ONQ=?_8NG]LW3^V[O^/ M6_?KCLV:'-5;/EJ=^U[B_*GRR Z]W5JV?1NUQV+7'G2&ZWJV+IU?/[;MY[YH
ML=E6JYKLNQLLL/O>4H]]L\&\T7=/4'EC!T-<]8#P8.I[E[]*4]JV@:K_JSG@P<(F.Z=R[0:";C"N. M3/^D+Q:$E:S4'T Q7['9'U4]W>U.\]M-5.?[PX:OIO/]]^Z<"F6V.PF7!C;& MO+-
;B;9JHOYI/=1M$&5SRW0.'CQ[],#V:/^^=JAK^]Y]_<]ET'-KT/MK^Y0= M&-F]3UEU)]S:0O[@&QJ5B%'?\W=GII&P:INY;&B^Z;!CW]1%M/?[SH.Z0T#2 M<##<%NG^Z7UB-
W2LL+^B4;P@+)MOAOY/.D/F3'#Q)&353S4/.S\/GG)YK7\U M3=@WZE]+FILAG M^L?&X[PH\JF^G/ (^$L#\/XJAR*K&UJ@^;GZB_\"4$L#!!0 (#V*3E@_ M[\2>8P8 'X/ 9
>&PO=V]R:W-H965T52V8O^TKGB=#BTR1)R;@-=@,*53)N<._PT MBZ$M#/#4"^5R&(?AT3#G0O4OS_WJ M^N=/M1U: B?A"P)Q+1![WM5!GN4-=_SRW.@U,[0;T6C@5?
722$XHZ>56UIVJU)(=P&&2*1A$V_8 M7,6O(MY $K!1-&!Q&,>OX(T:[48>;_13[=B-L(G4MC3 _IG.K3,8#_]VZ5PA MCKL1*4=.;<$3N.AC$E@P*^A?
_O8F.@K/7N$[;OB.7T/_B3=>E>UFQA[>/]ZR M*&2_O3F)H_B,W3]PK,0P,.QN.KMBT]DU.QZ' W]P M')YM-0,;^+GHC-U !L9 2N+5L7;G7(&8'!UF(-$+)?[#G70FD03K!.8DS92.
MG$H0B586OI6@$A)TSHAYZ?A"268> 6'"0 M1<*->28=>4[:6M(K_$%+\14!CD:POPY<;3HJIA@U_6-@=.89JRTM)I MH#!2:RF#!"T2(72:THP7A7RF
2Y[36N'B$JY9^#&TL=Z*9(E3FF+G" OM,$2 MO&,3.KJ-/*_LO@*B@E9'ODY"&OBX 91+',.RFOZ"5A0V+%ERM:B(-9H(V_8M M+NVR+\ (34;ECE9DF4):>9]L0IYB*>
($[#.7):^J/,4QWRIDR?\"ZV,Z0!N@ MRQ7@FD7E!Z0D$B\3Z%2";$K9X /@1\MP29P#-LT112S+(!NU>H MN<*\^8C<50EL5G?::'*(=+Z5 EE24AGW>UET#%H%R)>GXS.+
[G'=O!WF3P+Y M'(V]:1!>&1Q$WM6H5%W%3GL[6]L?O1^3L#>K^0SQ:L/5QH9O630X/ H'1Y,Q MCD=1-(@.X]X#TL,+$?D94Q/[25TJT))K;E+;U-G19(!FZ#UJAP;J4FB+/CH,
M!Z/Q<:\CB-G^=ML!VZ]WLH,.->S VZX*O5KZ;4.G&?4>E] JVJPP>B7\#2MK M^1=K#'7TUTSN(]Y6E=&746][M,II[V^/#1I,9U1.6XTV,QN-&]$T41Q5-
L%332>#":3"9JH6_RZJ4(=0-P33]*8^JV2IMO Z @$Q3+WFC=MOU^-@K8@VZZD,?&#FS* M5BLL^+.O(H@I*"4QH3T4WMNYK+I*]X'!SA4 :W%2>04;BM*(L::THH#RJ[9L
M.KR!%=VW?;7"VX!,J1[A-9C,VJY>-3,,3<^92TN-A-JV$3XM5J+R0&9TSL@T MA;:"9G:I94)2L]BZP@#6/&4W?>)3, M85L<#J>X[.5%_A"=4_DMIA$V%KTZV M@L:^J0U]>]-1-
R*P:ON.)<(@W LZ2U6;2+9;'*>^K>&M0HJ=BKSAV%:%CJY[MS?11AEAH*%IU_PN>/=,0J.$7H_
MGN#V@[TV#VK#>,=C^^,H&!%B2,=WW;R'K3=1#F;A7WZ6^F>NU5'TX7_H4UUP[?:WZXQ M:.#6;M1H("N3NB%WF;AEB\S8Q?\T:!D2YRCN2]O%,W\ M+4K*"Q2:2P$*%T-
O')Y-CZV],_C*L=9/QF"5Q%)^LY/+=.@%EA#FF!B+P.AG MA5/,(G,M?M"W=A&'SQ(*FUDT3H3@X*+YI<]MG%XXG :/.,0M0[12QWZK4/? M"6V8.5D7S+#10,D:E+4F-
#MPL7'>I(8+>XMSHVB7DY\9S:M8XT.%PL!L15\] M\ W!VDT_:2$F#43T#,0'^"R%R33,1(IIA__TL'\8'0#P2<]65+01-8D.(LZQ M[$$_.((HB/I=A Z[7V!"[J%SCP[0Z6]CW'=X_9?
&&/X:Q]HH2N&_N\+=H!UW MH]EG?:9+EN#0HW>K4:W0&[UY%9X$YUU2?Q'8GO#CK?#C0^@O2ZZ#$-T$X4H: MA#" -Z].HS ZAQ\C?)55-M,QC65R!75K".'TRHY DDSRX=1
=106AM9 MZ7Q-E4LGBL>$0 ;(!4@%.==6=&Q+]1&D/ 4A#7!B9/AB#38T/P;$<:]EE1,2 M6R'1>*BX"T7Z#Y4C2]QBIUPGN=25%2 -(M[.@DKMR<21MI$JBNS_U/B7-_-(
QWB7,_F<^^W,^N[F#VE;[S7Y\X M/Y$N_]<= M.MQ.>/Z[)LM:T7\24+H[D@N(.GYDBG+"M(B28_N=-4T7:Q5[7GY;_I#LJ4"U=TVCA M*4V:1FF[NNU+QZX=\W?F35-+#):N_?
>:":1K&9&%FZ7BN6ACHW M-\RHMT9E#6A_(2EKVHD]8-NMC_X%4$L#!!0 (#V*3EB/^?%/_1@)AX M 9 >&PO=V]R:W-H965T9MQG*3-M6E\<7)]GGGF^0"1D,6&
(E6"M.S[ZV]W\4)0IFA;2:>] MGFC[XY,53[+#E_IV7GQ\GE>E6F2B?."R6JU MXL7-*Y'FFQ>'P:%Y\#&Y7);XX.3E\S6_%!>B_+P^+^#3B:42)RN1R23/6"$6
M+PY/@Z=GP10;T!O_3,1&.G\SG,H\S[_@AW?QBT,?1R12$95(@L,_5^),I"E2 M@G'\JHD>VCZQH?NWH?Z6)@^3F7,ISO+TYR0NER\.IXI>7'?/.]T!,:
M(;TH3R7]GVW4N\/A(8LJ6>8KW1A&L$HR]2^_UHQP&DS]'0U"W2"\;X.!;C"@ MB:J1T;1>\Y*_?%[D&U;@VT -_R#>4&N839*A&"_* KY-H%WY\B*YS))%$O&L
M9*=1E%=9F627[#Q/DR@1DAV9OXZ?GY30'[8ZB33M5XIVN(/VC+W/LW(IV9LL M%G%+^[/N]D'80> $)FIG&YK9O@H[*5Z(=9\-?(^%?CAH&U!W\]FT,_[_3N2P+T.
[_;V.XHC=LIX=+_JE<\TB\.(0U+45Q)0Y? M_NTOP=A_UC;9;T2L,?6AG?JPB_K+5UPFDN4+=HZTLY+CHFZ;\1YDV*>E /L0
MY:LUSVZ0NU7&JS@I1[H2!:PY=O2WOTS#T'_VW>GI.?T9/#MF8)NA80EOK)Q!)IFRV63[LM9A M85=)!MI3D8F4K,P9VCH6^+U_L(O>_WP%8^0RK](86,/066#OT."7*E/&V'9_
MIDCC7(+),\E.LZP"0A_%.B]*!F^:\?S IKT?^FU:V2GP=JUD]U2#/[3(N6+5 M-Y/X#]3HH[BL4D4#%2!?=*S=D5V[H\Y%]P:F<8T"X5I=ZG::4E[FJV,2W3HT!GQ[D(#A_"('Z- D'?
PK"J2$NWN M:53BTV V&'C8DH-V@-/QV!&^J'MLOF_$1^^O\AC*'0UOR'2?Z]6:] RU/JJ M8*\J">.0$N=4E-7:]A?Z0=CLX^\?7EUL44?AE^#U@3+_ CH=7X&[!I"%!")1
ME(#6F+@6J[52@D61K]@5+Y(+7*BFTUI=+7C)0=L;7:_ \?)X* M5)X?9X+ M9RCXF)K# K+Z3 8)UT,)*T>OY,;08=)&ED-_:$7)BSD'%O<^7*?B!AGH0;.X
MBJ"7.)%1FLL*)I##S"ZYXE,A+GF!PT7F117B21H-F$'5+; U@0[7L')!NI'F MI22!K(O\^L:Q(TI,VU+ D6T/?IFGU"D'AF3S)%,?XJM$YL4-N\I+@89RQY"P M$P"%T1>D
J("\17Y%5@+((P+Y!(?@RGC "&6%9!:\QO5,W(?+-P5:@4:+&HH MXCY[6Q4H=<]R-?##H_GQ46"7B5%)/3W9H0(TZVXA9X#M0;XXE*:[<6PL\#6+ M03B2X8,4;>X5<-
KIZ(AT,@&^E\M<"J6B9,MQHDOP47Q[>8.\$\16-$DK.; 1 M44IF7RP6@J(*'%Z<:T+PD3-X0Y+P9$U2D1/8LLI0%LBJ-]?1DF>P-*'#8UHR
M7;K^(%;TR1):6:#XDM@N3F/]&$!Y1E$2K>_<"C'WCT _^9?@#624=T M,;;1Q;@S&O@LR9Z]D66RPN"I+9[HI-#N7;;)$A-5Q*<4 ;YLC0]5J(NA6%)J MGGR^8!B^&;Z T>
<9F&'2(N#)"HVSL!TA1T%K*F,0% -)QS1WT9J ,/@*94WJ M!>\+;6#2A,^35*D:?G:-V *'AMJ!/>]JHWJ)<=EH\;?.$]OM&HZX1LL#Q&)0 M>A!T_1X%Q*0Y?>;F$AW%K3FA_
&K.L"(-92Y-_J16QX$D!OBJM(++E18$D MMB<.4[T")Y>@BP*E7R62#"6L3@%K I8"AL\@C2H%VA&E*\ 5+V!!:A.,YL$. MIL_:8,NC8OT1%>MK9=NP0Q-KAR:==NB,RR6-G?YX
P(!]<0)M1FD/4DU,"UP M7((A+X!C:8H)MZ+L@5M9@:)0Y2 M,#EUFN5K$>FG.E6."$RNE4]-;UJS?IT,W!$O_%G9>HM_-$GX(^A4[*E5[&FG M-K[GQ1=1$M)W@-
'W(J7PZ%-12;L5U*;JG<3;)?6 'MEIV:8_:!>:[R&R>Q+. M?&\23+UP-D%*J[J?&I^!^9!DVRHI503X$T)K(.W8G RF822LD-%MW?9TNK76 M&@=&+_5D;@]T \@0["9(&2UEK%4-
5'$!:%&VMU':9&B2FAQMEDFTI.#/N%&> MJ7T"& ^\SFDRL5B1+0<;"KC.N.'C/GO]L,E:JWT#A/5;.^1BU!LG%A> 9)\, M02S!*" :3R;3L3<#&35L@(=Z;@FW+*XK?8WS'RA2+
<5O M)+;[#B=H#L<84#4LOBC^CMI46"*M,#5EOG;#X5G*+X6A],#JIE\^;TXHP- M0EAONO$[Q[+0!AHT>RWF90LU0GZ%"ZG*!H)&\E56"*[P]25/,N6YU
M]L78U05[ZVRIX5Z9$\>NP14 SJ4M/%G-?S'0V6@"H.:6)3I&@72)O0A:3 MFBM#K4TN2;RQFP?HM*R0B,?(EGN$H),5KE8TZ^(Z$D(9W;X/Q]H6%4+Q(A'8@U:3"4?,ZUJ1NT1
MTQ["8H_2NH<_^&KY--9JX-<'@OP[5NMJA;O%F%QD%X;+.3N'3BGV_@C352%G MZY&@;T:]@9WU'*4Z'0'_GE$F[A1S52M*XR%!61-<&X)%37#'#OHE0C-\ M^C M4?Z4KY.
(#:>U:7X-2@-&LDKD$LW[CTX43.X&8X_RIF_,\UUC0XC&24^H(_++*;<'BT8[K (;*D,:XCFZUO/J<5 MMQ 8!S686.#!.&>&RP"%8K7/5+H^4\XEH
ML529W=*XLHEKF:="9R9U9]LG3G3G;6P$XPCND@/;A9(7+D-$XFJW0R_N!A-N M$W&2[E)W:LE]:AF/P_96M3 <-
I/MX+2)9&VXF5>0L%HQ#L,5>FK1%&^;U6U:@'N,$7@:J;=/=DM%'[2:\Y3, M#IW>O 79/]-> MHCL$2]P.]=S&8>8-@D[J&=HAP:PZ2\7OSPD*1A^2:=6-6 M8S!_125VP-
KX%BHW&V=Z+]-)W+T6*=\@+Q?HYL +"8+5ZIP2=04?04(X7K5/ MQF](2&B_E9-S?1X$UYD@OTQ>V0#\[XT#U](T<3R'S+PQ_.B0N$AV3IRMT$- M)UMB=VE=6=I-.
<#E@V#BA:/177I,RQ/H(R00140;./ 1S#"M7V/LQ HT'@)X M38U.?&$:FP%4@3\PXUGKS.[4 &4SN$Z%>H H?(@&@9O^V&='M)=W33E0,))/ M K\?C%"4JM-CFCEH#&
[WW<%8&JH:-G+#< =&"+$2?!4JQA*[3ZM+I!#.]F>V M-PBG,(7!'YS70P!O,,[9N(W5@^!;LUHS5EO4P3X8OXV)A5C@MF!M!799)#QE M40AUE:O[W(TS3?D*' !?
WTX$)Q^9]H/ ^^*\"6(Z\1'6MT]"Y+$+2SHC9I7-6K>O7B.0"O&PQ'8 MM2D[AD^@0 $LVF T_@UF[,W\D3?Q!SLGW$J9MRHX6#A_"-P+04W& QCTP!N- M1JWW"3J#CUW1J!
[)8VCR&)K\24,3=J3!Z7%[D/*GB$RLR51'L+XR /G] X6F M,[XK(/AD\3F!?%':D"#\BI!)CB"[6W^=^8 S"FOEA)_-_ N-T]",HWS$L9S)LYZ ^% [1/.^222?U'3)Y M0)];IV!6ZQ1!X?
9MMJV37]N'E.O=&.>RZH4]E?LJAW_LG;:WIQ>O[)VVUO?/ MZ'1\I#9^3#-P:;:5 KCAN :X;\P&I9VH!;/$C)28H3V+C<#5$;:&W20>5*7R M67%RE1"PS&[1T!YM0S? 4:?
U!DY6D7G P[]6EYNI1B=!B;ZL3J3U,9Z0P%KA MYNR,75.'WKHC(QB^N-:[MN1 [CMO!"E+T0)>Z@2&;$#S;\%4FKG)M[1P6)0; MO'!) *G;+IAC*-NOO6J^]LUD)GBT-
#)1LM.'N"*>1N8F)7P?)RG->A>GXERH ML,! 8W7N6AW.U/2M1];&S;INAT[AX1W1$H;8'V3RX!"M 4=8O^ M")(-O'$XHCS'';JA\5;M<#IW*%H.(M* MN":P7QJV6Q)?(3-?_82'L-
QO#FBD*M5C_FI"O^Z Y> G"+T+C-V?'MQ> MPPH1ZML]^X1#3]C1R!M- F\|#M@Q?@Q& V\(4J(/H1>, 2<-)O1QXH7#@3<; M#0]>BRQ?@0^A8?ULEN>I7IX?NZV>1Q>[%<-
?:X9/H:.9-QW-W(08(-HQN(SQ MT'>>'MQNW"HMI6;>78/!6?K]\53-U^_[@?DK4)/V^^'HX*<\Z]6$]I)G6=M M,W&48VC-4L @AM[,#[Q),%1C&DR]P4A+)O PTQ=JR03>-
/"]V71ZAV1P'HY/ MJG% >6.H12OT&4.H_"D,]@J??%SP]HJ:[49,5 M(N7"I>8@;1I:JAM3FP4^)3WB+@"<^^,M3'.@&[WK^D$3/OU6Z&G'$SS/BV9I*^:5FP?:BQYB [\)+RITUD1"?
A MAV9/HQ>HC+!*<&_OL&S??+^UJW*D#_GB8/#,[&X#].C@9FX8R.?322[[7Y ME>JB?R]?XTI XGBUIDM#ZEIJ07<5M+>(0.C\11-GOJL/4+>JS3ZEMN[1EW(, M]76$'?M;
[==*]7%K]FO%TV1Q@WQ;M)X(K^_:(U8F'9HZMRF<<;ZOH6)=$\1% M<,I7%045"3,[67;3[.Z#,NTGX_\|+V?M5W.WF:7-IU*7*@N[:8J\%58S 8@X_ MZWOESA&)UE6Q3^F:
[FZ:MT -QJWP4&K=KG';(6=+$5\B8%M3,$F/:!=T 7#+ MTY>^/#RY #@._%NF+^Y$-W338>OFJ4!-47?&4SK\@,=46N7NU<5;#,!6+MA<
M=;46S<,AQ0*OTF(J*]&@U)T&07H[0[J!A.B7MO/5X0)]AL#11H2>,49H3D,/ M>\=M3_+^>@><-+L^$S,-1O69&*=/?.M[X"5,R&BG$RQC,Q,PZU!%'ZF(ZFBE
M548NHS9+06[C%@/@%.D_: MP$KWB(^P^:X-Z*-@Z TF1/>8F'>N2ZZB-E:^D/?S;5F][ICJ.-1S;%1CNF'C[7/$>)A6'-,4% M8H8EG"XI=2MZ9[Q(.+[TVMJU?
KR^]BP@@&4C\@X+FV(WB5"S2'2[RT=8^ MVMI'6_O[V-HN?%47:PJZJS6=.45YSNNB/'C.1>HSP1]%2G;SG!?E32OBVJ/J M#GMHQ[L%7*?\VFL+:2BL&=E<[$NL^,=CG?
4SM>E5 ^0Z_!>.*.Q#@])J O^< MDS=JU\6 ILK5=7F"[FHZ>K/F$QXB;%6G?6K)N$0[;(%[?K&>Z&3HWN*O";49 M07BW-H+Z05WO265'HOPR2VJ3"-:"3M;B(%%9G%F$&*F^N
M:B5A?EDV]@]VUVN"ON:FJ'9'S2BC0K9/G;NF]B(3B\04,R'+92_#P->80[-] MZ4O:%"8"S8VJ<_?Z'E/GMZ&)R#B-!5L5Y(GM\& LMG0=?$VH2 M51Z$WE#J&
M#RI.UD4%;1+*Y:3*J->4M>NYHG/0>*9O[^VIFHBFR@,)"'GBH%"C>3QNG,/7:LB9 C%T#AH3_.1/ MU!2Q&">X,8C28U4$*<'RBVR54YF;+[@Q -UG!+O4
7&$070#J[YXU<:#30(O MJMJ@S)2N< ::RMQ=)T@X,T73ZXJ-AE-*Y31@BC6TY:6"#;=:F194!%4)$_6@ M5^8].O?<=F:^I4^Z[(9'4?
#IP._[T[]2SZ/^:/!7NU;N77YGUXF5EIZ56CK% M1G$]5W2/P[X#; ^#O8<15Q08 !A.U/)1VDE+Y78R:ANZY8@:2Y$ MC[Q%C,?+E4O"ZI("BV,JAT8EXT!I$=%Z-
F9ITU>]N=:B:UMJA74_,9!1]M?9 MT4=>V2L(=,.EZ0*:2Q$+;F(Q&F"3%%9/=MI8]#YT,EA=,JR-/M8;DYC=IM?< M")+.D$ME[UOH-
JALMR63@BR@(A74#_\"RQ<7;D\MW!XNW!Z*Q_6 =I+2N2N@ M:^[0/,"VI+H2:FKRWEA]QO+&\0:4"*]Y: H DF(70D6:66?S#,MAV#RB&9'] MT8S;HWK8O?4FQ,']6E40)R5 Q-3-
AEP5V274;X U@(3&V5E5(5"=7$4-4,Z ME3%-(5Y/C1T4$*TCIA8*%&8,9)0BJR,*6&9,"^PV^DIBO!]/(3AJ;O-')_![M3*-D,'0-0%;\E[PPJ 39^DL%NAHGT6WR6.,$+&)C(U-
77P&A<=I692 M$&6R,LD;??N%O$NL?Q!#Y4DR<5VYG<*;T,94QM[F@ZDVBKM6=1S5.DF6\HUL MOU+E5.ZT60@%%NPM9KV=5(][M]:3;S0Z O+4T "QAIDAD-
R(],K8]!T)ET=L M_(B-'['QGQ$;_U>#&$RE-[5-/:>R7J0A M8>N#AU0@CUUMK66CL5%[SM+E85 M%=C\8R(E^.\1%3RB@ONB@JX,7%U ..BN(/Q18(V]UF/)K0FY?:JK=O0!@,3>
M0?3Q3(([]I:#3*<7G^F;GC_VV'#B]T+_6"?!CY^:;^K?5=$/[BVPN4@3<25, M$N)&'QHJ:,2I#@OB^K=/;D19Q^Q>^\];) LGT.!Q3K\EI\YUZI^>L!%"[2V-
MH>_\@;L=0/!WE8G=.YJ7/2IQ>G11S4M5VT*+JWYB!5=#Q<^WA>@_"\1I%J\ M)\YOOU*F!'\2EVKD9Z7Z&5C[E)F?W3VE'YL]]J5]7O]G[GN//>$B6B@4T]?N3 MT:&J]&
^@#SHEV0!3I?YBOY<"@X6$%^ [Q&ULS5AM;]LV$/[N7T&XQ9 7$Q2[VYBP$FZK<":!DG78ACV@99H6ZLD>B15 MM_]^1TIVY$9Q$[<%]B4F*=[QN9?
GCN'I6JH/>BF$09_*HM)GPZ4QJ_%HI-.E M*+D^D2M1P9>Y5"4W,%6+D5XIP3,G5!8C1D@X*GE>#2>G;NU:34YE;8J\$M<* MZ;HLN?I\+@JY/AO2X6;A)E\LC5T834Y7?"%NA?
EC=:U@-MIJR?)25#J7%5)B M?C:[#>]RL=:=,;*6S*3\8">OLK,AL8!$(5)C-7#X^2@N1%%810#C MWU;G<'ND%>R.-]I_<;:#+3.NQ84LWN>969X-XR'*Q)S7A;F1Z]]$:X\#F,I"
MN[]HW>P-O"%*:VUDV0H#@C*OFE_^J?5#1R F#PBP5H]5L!K!3QG:(/,F77) M#9^<*KE&RNX&;7;@?..DP9J\LE&\-0J^YB!G)K?YHLKG>G M;
(^"$9BYM95M;#UG>S7>BM4)\@A&C#"O#]!^\4N1@CAUXFP/'&_K>L_I\Q[0 M]Y*K"GRMT;50Z';)E4!_36?:*$CMO_O\W:CS^]59NH_UBJ?B; A\UD)]%,/) M3\]H2%[TV?
J=E.U8[F\M]_=IG]PV)0/).;H1J:S2O! 9,DN!+@JN-9JB-RK+ M*[O%^47W>6/O$?T&H*E!D 1&E#-P^283$*\R!,%M5]L XQT\J2Q+*#I Q_2# M+5ZV"@'DO'*
[P(0,"ALLS'C!JU0@1TB-<@V;MP:VN^>R@-II668LM\:#QD;T MCA>U&/RJ))RX4C(5(M-HKF2)7E6YR7F!KNL9T!*]F<^%LO(LQE% ,"$$/8=) MA /B9H/?

A=;CP447=*YU[:"E4@.RGY[%C+(7\$,3_P4Z"K''0IPPAHX'UYO# M.0!-N3742+1J#E]SI:!8W-= &6;4 ;(JBAH W(A2<%TK^('R M'N=:>N9_^
M.]T98'L./OE2.:/82Q@.8P)&N0H%"HO/X-Q,0%>S$CLJN;D?T*ZW6$*PYT

@'V*,Q.H89)!!E":9!^ ,LQ@D)<$2\!PWNU;CJ(MM6UKX'L/>6!!O+V?F)NLELWK8 7:5UPY[Q>@!7< MS(\LRF-(='">L&@'<"5UXF^72HB=>P_:?+H"@#M?!H[;36G;C':3O*_.W 5W
M<%670G$CU7AP=0]5D_M6 J0?7<4ZJ?,<'04XB"@.0PKE$J8T\+ /U==-&*8A M9(07N6F$F>_A)/ 'EZ*2<,]M8+UWMW!PPO0C(%T(=+.__F%TOG7X9>OP& Y* MR
M^OE.T0$QL7";\?GN\94TW1CMAL:'_D)Q1/T&DQ=C+V@C0['M;*R-#,4Q)3B) MXZ]$QMK1*0L1IDTEVC_JN'PO01J76T9]<\GSLTPC'T+U^!+/))L.H_ZTL?@IS [@GT*3A:@+E-
0J^YL5=<)NC MOIV-7WH!]37W4>=M IRR<$\V&KF7AN:98KNZ?16:NL>0T=WVYDGI-5>+'.[G MA9B#*#F)@,2J>:9I)D:NW$O'3!HC2S=<"IX)93?][F49C.Q!VS?RB;_ 5!+ M
P04 "]BDY82H@P+,0# "1"0 &0 'AL+W=OV@23;H MT6R=V=P]%#[0U MMHF52)6DX\V_[XBB%3NUW(OX-?/XWLQ0Y'BO]'>S!;#D1UE(,PFVUE8W4616
M6RBYN5852%Q9*UURBT.]B4RE@>?.J2RBA-(L*KF0P73LYF9Z.E8[6P@),TW, MKBRY?KV'0NTG01P<)I[%9FOKB6@ZKO@&YF#_K&8:1U&+DHL2I!%*$@WK27 7
MW]RGM;TS^"I@;X[ZI%:R5.I[/?B<3P):$X("5K9&X-B\P ,410V$-/[QF$&[M9>UXW#^@/SKMJ&7)#3RHXIO([782# .2PYKO"ONL]K^"U].O\5:J,.Y+]HUM MF@1DM3-
6E=X9&91"-BW_X>-PY#"D'0Z)=T@<[V8CQ_(3MWPZUFI/=&V-:'7' M277>2$[(.BESJW%5H)^=/D/!+>1DQK5])0O-I>$N7H;\M.#+ LS/X\CB1K5Y
MM/*@]PUHT@$Z(E^4M%M#?I$YY*?^$1)L628'EO?)1< Y5->$T9 D-&$7\%BK MFCD\UH'W"9:6?);&ZAT6F#7DK[LE#E#YW^?4-F#I>;#ZV-R8BJ]@$N"Y,*!?
M()A^_!!G]/8"U;2EFEY"G\[Q&.:[L@?:_+(A29?>;%SHW.%EL M@:Q5@:=5R VQK@:(6Z\#97%UR0LN5SBKUFZ\4O(%M!5HB8:J%,8H_4JDLFCS M\<,PB>-;/,!-H558:
),2+@EZUK/B]/#9>ZP_N-OU7M7PMN=D54%[ER3"K10 M.0&9FYO>3 NY$A4O?+3> M>[(G>EVDE+L*8LE$O0;6%A1%=^)G8S2>_A2-J)
MGLMR>H]"&TN^X0^I#N(#KX1%,K\I+LD585D_I)1B+QDEOL=2%E*6]N: TPXI==99VK2#?AP.^UEOL16ZPX6Q9JLD&[J6Q6DX3&GOB3E]9/86[M]1'HD'
M#73,,M&PO=V]R:W-H965TLC27Q\-I6&)T(;=L7*S[,+ 6>C1LJ$9RR7O,B)8-?'PS?T M\)0Z.$]\86S>]DZ)FC*N"AN\>3#Y'AHH48L94F)(F+XN6.G+$U1$NCQ9RUT MV,R)
]O'<^EGRG@P9AQ+=EJDO_-).3T>AD,R8==QE9:7Q?UOK#;(0WE)D4KU MG]SK9P-X.*ED663U8- @X[G^C1]J1[0&A-83 ^QZ@+WM *<>H#PWTIHIL][% M97QR)
(I[(O!ID(8'RC=J-%C#AR@[R- MTSA/&+E22_97450SGM\8Y(SG<)W'*;DJXU+%A)S&,T2^)']\!(GD UR6_^V* MCY[>
[9X>||*AG,4).Q["PI=,W+'AR2_4=]ZW>6;9Q*VY"FW\93;)_WD"I+6 MI$H9*:[)&RD9X+(&Z83$)6EA%Q,"N61))03X#]PJN>QR3>]\W=9\FC)R7:20 M[U!RB"U)K'6/\PE)>3SF
M*2\YD_ H&!$+1K*64==HU-W"*-$8-4:C\!' ,\1^S$0#:B4:<%I?K;&JKO)\ MPA. D%2:M:1/.1.Q2*:/Z%V\AY>U)3R?5:5LFT*J$K3^'ZA8%I E2R8RQ*"L MDFE+YN'@'9.)X
JGA^0CNV/IBK;Z6EO5@8[LX>"LRB>2_,925)I\$I#\R)LD M*2K /B4_$^5.^S7\T,A]K2[9D64$-#3L*!A\7'CVDOBV5$$H-S[(,R[+4:60XKF,$GO6T$,'OP*,+*0X,^K,-D++
M0[&#TR*_8Z+D")L+4614$&_K$O)4K_-98EBPZ0"5P-PAZ2M%*S/?T4F2)6QX_D[",LK%<:VNH) M7*D?\E*P&9^TFA@,=,X$B(\E*K%M!3,''_02[ABP]O#@JBR26W
HAX8*X$N!,,"%0$, M>:'_#RZYO'UU+1@C CWDHK 7Q#$C"C??<0PHF//(T4TPHAZ(/UWY>P\DD7|| ME.:17\NQ&P,?F8&];]Q=>RWN("=*O#4M*/.P)--D5]*9GZ3S/RMD]GI-,YO
M&!9K%8=V+WP]]RYI58>N%-8[VT[JSL'U"195FP9,O\LY;!41^+:M?ZCC8!@Z::Z,W!MUL]S*(5 7G4C?8+.X6&2KL'W6K1 MN7G4<+SZ9$/0'8
CC>8Z^9:K205T;U&@&,7..H$L)U@H0H-PKJ!K1-1[2JMV MW!VRP#.T6;:O)'A&&-I[^2DPK,;MMATJR@,>!Q BCC;'W5FF7&WF!#<\"((Z MZ2J4?\U\M5;4VFEW,Y"M!;7M.H(Z"
(*@AVJ59R11&GCS1 BXMZE.#[[AA8Y: M37 AA$3A[+.\'<.K@:QRC.=3E*-S(/4\%:X.X'VG%!W4ML*2L"&!U6JZ4;TZ MMLD>+:+?YNM:KSJ']|)3LH"G906_)7F% Y(]SI4?
GOEVOI%WW[9Y)V)+186-T M^&-W.,/G]-0S"5OR5-1X*OI!]+1WWIYB]C#C OM;^ J,-8S?*PQDL>#I(PC=!MO?#=K;<.I^)"\AV#:C'5'K;D(I-1U[$RS7 M:3^= ["/;%-
K\6K4^JYTNW^Z;]*_XI4Y]%;!<[A=^U9OQ@Y@>,+81.+F/8-E M"B&>0C6_F9*>'=]%IVI'=>/E.'JKN;.OO5[1?U7<@0?-F>U#B[=H&7M'0!X/
M@'[3C70=7[+8O@^LS=I>]H%GN)L9V%PX_.TD7#V_)9?6,RA*M?T,V.8&CK5= MN]QLT0,2.'1N,XA=G*F7%%VR8PCH1.>E)0 X) *Z@3[0#JQ@PDL@=\DU)Q M.9V/FK!Q"0P
N(7E[8(.!^#4X8 56H\$P0(.;^V[#J3V R;+UGZW @E0Z)JF MN_LO#$1+".LT_,6 H;?\P*$P%5]JPNU'4,U[5V6D.A8P1^N.UFR-^]FM+ ,@*WHYRN&$N62D9?
M.];Z4HWVMF/_4=M /:^2^O96^F7ONF7P7-*6/6$O/&'_V/V5>O[G\M8S25OV MUN)S.]K[C=HWW&/IG_C;?@,PI]$;WM-*O8KW?OWZ?5^\VR8D7\>DV[]X#VVU MB4'M?5Z\
[Q._9WOS_DP!?*IAGW\]90[ZV?ZSO3R'('AKL>M_>4Z=O8*G\|"H M]=%SQL2-^A8<=V& D>COGYNKS??F;]17UJ/%X_IC=:BI-QS28LJN8:AE!MZ0 M"/W]MSXIBYGZA'I&ULC59;
<^HV$'[WK]CQ.3D#,Q1?N(4$F &23/-PVDR2GDZGTP=AK\$]MD0E M$9+^^JYD8TCC^.0%5M+NI[U\6N]D+^1WM4'4\)QG7$W=C=;;"\]3T09SIKIB
MBYQ.$B%SIFDIUY[:2F2Q-SE+NSB=V[D[.)V.DLY7@G0>WRG,F7 M!69B/W4#][!QGZXWVFQXL\F6K?$!]6_;.TDKKT*)TQRY2@4'B,09AAI@\#H[PF7F&4&B-SXI\1TJRN-X:E\
M0+^QL5,L*Z9P*;+?TUAOINZY"S$F;)?I>['_&R[S\!&#L#0(K=_%1=;+*Z;9;"+%'J31)C0CV%"M-3F7Q>O].,RK5$694#N)\.=\ MI;0D8OQ5%W.!V*]'-(_E0FU9A%.77H-
"^83N[,NG8.A?-OC;K_SM-Z'/'HHW M K\F\ N]S"M,4$J,;0!SI5"K.H^;,1\W"$N1;QE_^?+I/ Q&EPHX@<<'<$W@ MS((#,W=&F*]05F4 QF,C!, H=TQ!(C)ZT^K">:5ZNG"NWF
[#YI)_=-NZU$G M83S]E]G7^1F"SF#H=X;C/LF](.@$@] QL5/_D:3#UT!54Q Q*5^H&>V9C!78 M0,)+Z(T[P7C@/ K-LMJ CNB]@=_I]4?.-Y;MBKN9"8/Q"*%U5&M#J]2$=DT8
MJF-S)Y(3Z\^5.Y740(5!187!1ZEPPN([*9Y2TQGK>- (6,]<,.Q("WP3Y/: M3U66H.GP!9E4@..!-WCM2P%66<4F/,"I)0^2ZYHS1S M[=Q@3%7/*)&CP:CC#\?'E!H"::Q2?
=@]E*@RI5J&05E JF5_W!F/QU3+>O/E MAO&UR0 \U?#B"%7B.+=UJ:KQMH$ PXH PX\2X!XIO5&:I86#M&/*=HCXA![W M%&-K@1R35+=A3L6Y3A*T7\"WYW44:G3I'0K-
Z2O]RK\#!4K_3N@E30VTL,?_ M[TE8>5H-K>C5+WJ1N_2C&Z@)G%IC$L1CEM!*9Y6EJY5Q):=%I1^ZT@8='TX M*_]^0)K6<$A:[3,X[X:D?,-2:?70Y(7:EV1<
XO_IH\|33D:>MT10;?",:FW MST[]P&>:P10A]H-NSR#ZYOHZ:GDGDT"."*$/"W-! M-6C._@-02P,$% @ /8I.6$P_M75[& .9H! !D !X;"]W;W)K&ULK=U;/J1I M)7U;+=?EAZN'JGK\^?
JZG#^DJZ1\ES^FZ_I/[O)BE53U;XO[Z_*Q2)/%;M!J M>:T,!I/K59*MKSZ^WWTM+#Z^SS?5,ENG82&5F]4J*;[_DB[SIP]7\M7S%^+L M_J':?N'ZX_O'Y#
[]DE:_/89%_;OK%V61K=)UF>5KJ4CO/EQ]DG^.IY/M@-TS M_I6E3^6KQ]+VK=SF^>_;WUB+#U>#[2M*E^F\VA))_G1B@- .4,F@&C

,FP'CQM+C]O=/GLK2X_;W;Y M:+N?'/*\X>6SM[S\O.GEW;:_WO]5W/T]5I,J^?B^R)^D8OO\VML^V(7!;GS] MUS=;;W/K2U74?YK5XZJ/07&?K+/_)/L062^D7S9E_92RE(+'M-
A]N93^(7U: M+++MXV0I6>M]6FX'_$U-JR1;EG^OG_+;%U7ZV___?UU5;^L+7X];UZ"L7\) MRHF7<"-Y^;IZ*"5MO4@7/>,M\7A9$0#7]??CY9NB/"]3?E&$XJ?-_3MI*/\D M*0-
EV/."/I\Q7+DY.5P5#_>2XITT4$X.U\3#]?2VGGUXKJ;SEPW7-]P^?WC?>W?.V>ZG-YPK'FYOUL)O MG7?.=I^>'.Z?,7PP.3D\$_W\Z\O/[1]W_E0/#R85\(-
%YWQG94F6<]3*;^3K##H>7F_"+GM MTO7G\C&9IQ^NZK5IF19?TZN/?_V+/!G\LR^<2$PE,8W$=!(S2,PD,6N/C7?8 M]D/(UX_U3^C7UYEV_ QE)D_'@_J_[C,=\H6Y).:1F$]B
8F%)!:16 QAG;@< MO<3E2!B7<5I613:OTH64K;_6OZD_%U>E5*7%JB\LA=BE84EB*HEI)*:+-X | M&TN+Y'O9EXSDRS!)S"(QF\0<$G-)S",QG\0"$@M)+"*Q&,(Z.3M^R=FQ*^Y
MEZVSU68EU1_LYW7";M>CM\ERMS3-UE+UD$J_%INRDC[-Y_FF_O/Z<[YT^[P[M8)ZO;K/U[F-_7R@+9[XTE$E,)3&-Q'02,_;8=K==NU!\-^LN $UR1NN<&6UR M1H?
$7!+S2,PGL8#$0A*+2"R&L$ZN3EYR=7)IKN:;JJR2]2);WTM?\VK[2YG. M-T5696DIY4_K\J)T%BUPJ MDJI^D!>GHE.(7QJ=)*:2F$9B.HD9TZ/=D_+!?DF3G,]Z>SZ;G,\A,9?$/!+S
M22P@L9#$(A*+(:P3F[.7V)R=M2BM5Z'WV>TRE9*R3*O+EIW"&2[-3A)324PC M,9W$C-E1ENT.ZPSD@P E)[7.G-0F)W5(S"4QC\1\$@M(+"2QB,1B".NDZ,U+ MBMZ(C^3O/]
(G][NC]X^;VV4V?UZ#5KETFTI%O3Q-5^E"JM>GZWS]CSI2'Y?I M\W+UW*05OHI+DY;$5!+32$PG,>/F^./V83\SDDYI*81V(^B04D M%I)81&
(QA'7R51Z\!.SV9UR0L%^J?/Y[_4D^FZ=2]5#/\) O%](R6V557U"* MM4N3$M545--034K,?5F8G/.D?.B-2.&PBR.2U%14TU!-1S6CT5X'UG1P,QH?Q20YJ]4SJSP8
M*.)8522LSJHYJ*:AVH^J@6H%J):A&HQI76C4FFC4A%_C#]Y0G[]N7Q5?U0O MMZO0WC 5PA>'*:FIJ*:AFHYJ!JJ9J&8UVN15Y"JS_>GW1PM4Y2B=3SS505^C
MBVH>JOFH%J!:B&H1JL64UHW4MN(DBSM.GU:[I]^>TS79=I7BOQ%/-/% 8OVG5!-0S4=U8Q&ZP1LSV=I$YW5 M.G-
6&YW50347U3Q4\U$M0+40U2)4BRFMFZYM!TH6EZ#"Y/NJ*3]5R;<3L8GV MF%!-134-U714,U#-1#6KT3I'S6:3&_FP5HK.ZJ":BVH>JOFH%J!:B&H1JL64
MU@W7M@(EBSM0VK=Y5J;2K\DW*5A+G].B2K*U%*>/FV+^D-2+5"FXD_9G4OVV MVPUKK>^6^TOTQ>EBL[]$Z*=Y_\X"M"&%:BJJ::BFHYJ!:B:J6:AFHYJ#:BZJ M>:CFHUJ
:B&J18UVT'T^[)_$U*3=3&[[5;*X8-4< &NNG%+MKIR2-%=.2;XF MV3+9MJ[V)8&GK'I8%,E3[[G_XGDN#F"T9X5J&JKIJ&;(Q[6GF3R1#U>>)CJK
MA6HVJCFHYJ*:AVH^J@6H%J):A&HQI743N.UFR>)RUJ_IZC$ODN*[E/ZQR:KO MS\6L5Q=?ZMP%\.Y MSW305^BBFH=J/JH%J!:B6H1J,:5UKV;?
=JP4<<>J>_IKF2QWI[X6O9==[4M, MY;A\HXP&@]G@YN"\|L]G/U/M>^9@(BOR8'+P]TL3O[M+8PS5C+ZW,1S(RHU\ M>,Z]V?/4@W=J]3RE=_?
GVY2#ODT7U3Q4\U$M0+40U2)4BRFM&TIM?4D1UY>. M5F]%>Z&G?1WT,2WV2[K>3-KKL\YAV'=#^3"0SGJ:VO\T>7R81&CA"-4,5#-1 MS4(U&]4<5'-1S4,U']4"5 M1+4*UF-
*Z0:FT02DN+[5'<(([Z=61H##YOMO% M&.P.\C31V1N5:(<)U514TU!-1S5#Z>D)#0>SX?1P#R,ZK85J-JHYJ.:BFH=J M/JH%J!:B6H1J,:5UH[IY_J:Y9O^S\IHP0G55%33
M4$U'-4,Y+A$I@^:_P[A%VTNH9J.:@VHNJGFHYJ-:@&HAJD6H%E-:-V[;BE/] M\ ?B=KXIBG3=>_*2&+PX;4E-134-U714,QJM<]61\8FT)2>V4,U&-0?57%3S
M4,U'M0#50E2+4"VFM&[:MGTH1=R'>BZ4?FX*I6Z>K*7_]=+=+5;5K\7V_8HJTG M5%-134,U'=4,5#-1S4(U&]4<5'-1S4,U']4"5 M1+4*UF-*Z>=PVJ!1Q@ZHY MH?
33R[FC^U/YPR)?;6NIQ7?)/W%1%3%\<3"CO2I4TU!-1S4#U4Q4LQKM]?Z0 M65]I%9W50347U3Q4\U$M0+40U2)4BRFM&[EMKTH1]ZK4]'9[!G]9%9M=>?7D M.?
IBY^*$14M2J*:AFHYJ!JJ9J&8U6N>R -.^A$7K3ZCFHIJ':CZJ!:@6HEJ$ M:C&E=1.V;4DIXI;4E\UMF?ZQV8:K]G7[?^$.!K0)A6HJJFFHIJ..@6HFJEFH M9J.:@VHNJGFHYJ-
:@&HAJD6H%E-:-XO;OI3RQLVL_FP- "U.H9J*:EJCG5%. MT-&)#50S4=^R& MD_'Q03AT5@?57%3S4,U'M0#50E2+4"VFM&[DMC6VH;C&=O9I#F+GXH1%RVNH
MIJ&:CFH&JIFH9@U[[LXU[$M8M+F&:BZJ>:CFHUJ :B&J1:@64UHW8=OF6OU0 ME+"?\]4J+>99LI3"9+LG5[B#06A=G+*DIJ*:AFHZJAFH9J*:A6HVJCFHYJ*:
MAVH^J@6H%J):A&HQI76SN.VU#<6]MC^Q@P$MN*&:BFH:JNFH9J":B6K6\/CF M7\.^'@4ZJX-J+JIYJ.:C6H!J(:I%J!8WVOCTSV4W3-M2VE!<2CNYL)7^*_W0
MP36TJH9J*JHJ*:CFH%J)JI9J&:CFH-J+JIYJ.:C6H!J(:I%J!936C>NVT+; M4%QH^Q-K7[3AAFHJJFFHIJ.:@6HFJEFH9J.:@VHNJGFHYJ-:@&HAJD6H%C=: MY]+ZX],+Y+;@-
A07W**1,E"4R]; :,T-U514TU!-1S4#U4Q4LU#-1C4'U5Q4 M\U#-1[4 U4)4BU MIK1N(KXR!43 MEX8KJJFFHIJ&:CFH&JIFH9J&:C6H.JKFHYJ&:CVH!JH6H%J%:3&G="&Z+;2-Q
ML:U[+8>L+#?)>KZ[GL,\7ZWRM516^?SWWF!&ZVVHIJ*:AFHZJAFH9J*:U6B= M-4W/*;[HI ZJN:CFH9J/:@&JA:@6H5I,:=W$5=K$%??
6#A>]TG^EDQ;XC$OTU*\CD9+;ZBFHIJ&:CJJ&:AFHIJ%:C:J M..CFHIJ':CZJ!:@6HEJ$:C&E=5.]K<:-Q-6X'S]A0@Q?',QH5P[5-%3346!L+)[HX@DE-134-
U714,U#-1#4+U6Q4':JIJ*:AFCXZ;O5,=R:)U;&Q^&+UJF0S4+U6Q4CC'IAO*G*JEX19^O[WE1&BW:-]OK:+\I0 MF0TFP^Z"4$6GU?
JF'0SEJ3(^N,.&CLYK],P[D0>CR4SI3FNBTUI];W?6M]/# M/ON9#OH*W9YY9Z.A,AT=;_O["WGHR\P0+40U2)4BRFM&TMMTVSTQ@W5TF*> MKJOD/I6".ZE9+G[9GG@K6?
O/YI_J3^O!&R&%MM :399?_= -WBG3B7P84FC! MK'_:Z6 R/>?^*/GHM &JA:@6H5I,:9W0'+?E ML;&X//9G[T(IYB_-2U1344U#-1W5C$;K= 2& UFYD<>3@_4A.K&%:C:J.:CF
MHIJ':CZJ!:@6HEJ$:C&E=;.W;8V-Q:VQ/WD72K%^J!3.FVQ306MYA^\-PAL7IQ*J.=)533QL?WM#IQ@A$ZKX%J M)JI9J&:CFH-
J+JIYJ.:C6H!J(:I%J!936C=QV]+26%Q:0DZ+$L]QU -5"5(M0+::T;LZVU:RQN)K5603_(E[QH@4L5%-134,U'=4,5#-1S4(U M&]4<5'-1S4,U']4"5 M1+4*UF-
(Z23QI^UX3<=_KLA6O&+LTC%%-134-U714 M,QI-<':6B4YH]4S8NU2TSWVB@[X^%]4\5/-1+4"U$-4B5(LIK9N+;1=K(NYB M_HIJ&:CFI&HPG#$>U>]4QX(AS/?
**#OCX7U3Q4\U$M0+40 MU2)4BRFM&XY*&XYG=; ./[Z?>0Q+C%^W:DPN+LK'_(BEVE?7A*.^?J6V+O MXCQ&&VFHIJ&:CFH&JIFH9J&:C6H.JKFHYJ&:CVK!Y/@><(>75
O1&2-4BRFM MF[)M%VWRQ@VT]HOHW]99]5/3/NO-5K1MAFHJJFFHIJ.:@6HFJEFH9J.:@VHN MJGFHYJ-:T&B=XZ6CGAM(A.BT$:K%E-8-V+9M-CFK;=8&;+*N%[+_2I:;_D4L
M6B]#-175-%334C,9[9:AFHIJ&JKI MC?;VO?T,=%X3U2Q4LU'-0347U3Q4\U$M0+40U2)4BRFMD[?3MCGPKK\,C# 8ZHXEJ%JK9J.:@FHMJ'JKYJ!:@6HAJ$:K% ME-9-V;:%-
A6WT+IW8\R>]]_F=Y(5!KTIBW;04$U%-0W5].GQK;&>5[1'84M. M;**:A6HVJCFHYJ*:AVH^J@6H%J):A&HQI77#5FG#5MQJV^]"^.M?E.'DG\]) M._+_OO:CFHUJ
:B&J1:@64UHW9MM^VE3<3PN3[_MVPUU>2)OU(BV>BJS:[J]-OSVF MZ[)_[P':4$,U%=4T5--1S4 U$]4L5+.GQYVR<=\.;@>=UD4U#]5\5 M0+42U
M"-5B2NO&;=M3JQ^*XC:H'M)"RN_NTMTQL=,+6B%S<<*2FHIJ&JKIJ&:@FHEJ M%JK9C?8Z86?COO4L.:N+:AZJ^:@6H%J(:A&JQ936#=BV*385-\6"YVAMEJ^E
M5*3+I$H74I5+3TE1).OJ9==M;_*BS3%44U%-0S4=U0Q4,U'-0C5[>MQ94F:# MF7)SF+QH)PS5/%3S42U M1#5(E2+*:V;O&U[;"INC\V3\J$W4-&Z&*JIJ*:A
MFMYH9QT$0[M@J&:AFHUJ#JJYJ.:AFH]J :J%J!:A6DQI^TR]+A_2M%*3*OGX M?I46]^GG=+DLI7F^6=?\=I_MRU?K9>M=G;GRSY^4J^NCKQORSZ;<\W5+_MG> M??
VZY3^^?TSN4R\I[K-U*2W3NWJJP;OM/Q9%=O_P\ILJ?_QP)5I)MWE5Y:O= MPX?7\F^T$3WGQ^^[M?/Q_4$L#!!0 (#V*3EB9M+L1 M4@P (^= 9 >&PO=V]R:W-
H965TZW=8TSR4,J#S(T6!F0&$G8,U7[X=/"&"%H6JW, M?Q]F;=SG=P3B-"UQ$#=O6?ZU>*&T5+ZO5VEQVWLIR\UUOU_,7N@Z+JZR#4W9
M7Q99OHY+]FN^[!>;G,;S7=!ZU==4==1?QTG:N[O9W?:8W]UDVW*5I/0Q5XKM M>AWG/S[15?9VVR.]CQL^)\N7LKJA?W>SB9?TB99?-H\Y^ZU_4.;)FJ9%DJ5*
M3A>WO7MR'>G3*F WXI\)?2N.?E:JN_*<95^K7]SY;4^MMHBNZ*RLB)C][Y4^ MT-6JDMAV?-NCO4/.*O#XYP_=VMUY=F>>XX(^9*M_)?/RY;8WZ2ESNHBWJ_)S
M]N;0_1T:5MXL6Q6[?Y6W][[%C-GBV+ M!HPN[3CU8\^ILLCG(86=+[VWRL;N)]/XF'SN<2.]Q\K'+R6Z?]]^?OKOGOA&7 M\=U-GKTI>36>>=4/NP+:Q;.G?))6M?
Y4YNRO"8LK[YZ299HLDEF7/ MO]]T2(9)%=R?[=-;[^FU"^EU) M'E#MXP'J]ZG%%^^WR2M')WQ1-U73.!CU(A&O3B^&&.#R,\RM%U2Z&F^)PBSZS M[/K%<$L<_D0W[+ZK%\-
M^7"-]USXN>SNSV7WQ.$&G1WV.R_;^'XG!OFPH?NDCF:3/FA3=J2#],2OK.&UQ^%G]ED\OSBBI/=+;-V?1#"\YF M?1(RU3+INMC$,WK;8^N@@N:OM'?WUS^1D?
IW7F$B,0.)F4C,0F(V$G.0F(O$ MO'=LN,.JU?/KG395QV2B3<,G(R'9$2&>G-D@-S $(E%(*Q1^H-# MZ0^$I6_1.5.!D.TZ%2 Q XF9 M2,P:G#]9ARK[K_E,M9$Y';F<+C*G)Y?
31^8,D%B(Q"(0UBCOX:&\A\+R?EC% M1?&NW;-R7J_9@00[RIE]58KM\W_9\;]29@JK_"*I7OQS-AFL-]71!J_BA9FZ M5CP2,Y"8B<2L=VQT5 DCH@Y&$^VDY)%)'B"F5+WLP
"Y>2$2 MBT!8HZ)'AXH>"2OZ]\6"YM4I@UE6E+PR%89W+5,D9B Q$XE92,Q&8@X2Y_4.S)I@,1")!:!L,:<,#[,"6/AG/ E98OXM^JPG)H:I_/&%DM-9=08A621TKL2%DF;I
M;]F&YO%NJ4&_;VA:<$\/"I-TG3B0F('$3"1F(3$;B3E(S$5BWI1S_E^=:-.3 MB0.9,T!B(1*+0%ACXB!JW=J@BD\V'I]??(OS/$[+8G<@PFT5^"3FNDX24,V
M:B94L_9:XQ2:1G:GV$].*T+S.M)Y76A>3SJO#\T;0+40JD4HK5GJ1UU,1%SJ M45;EW/(6$IW+&ZD94,V$:M9>.WY-.ZMK9$*G/:$+3>BU)_3; MAP30;0JA6H32FN6IU>6I"[-?
+92YZ[/Q4#GXD1J!E0SH9JUUZKI MMWYB7FGDM$"EACERPURY89[<,%]N6 !]W$*H%J&T9GG5[7)$W"_WF&% MLLBSM>*F)6592N4SG='D]<):%]HZ!]4,J&9"-0NJV5#-(>?
-9X.I2D[/6KG0 MK!XGZW@RFI+):9F?CSM[!87VQ$&U"*4U2[QNBR/BOKAFB3^Q56[U1MIG5N9Y M,BOIG%7]*_ME?7'QR^F!&JCJ1)V.FCOA07JDP1NICHA&U-
')GC7%]ZYS$2(U M&ZHYO =%5XDV)#U5/7T+/A_"+JY4*H'?*)>Z>2TL*2& M&?QA9'A:4="^,*AF0S4'JKE0S8-J/E0+H%H(U2*4UBSXNF>-B)O6S,6"[CYD MJI3Q]\O'I-#6-
:AF0#43JEDM#_XOY&J@_87W84&[-7(XNAJ-N+%.6ZRN7JD3 M;JC;%CJ\&NK<2_ZP/E0+8!J(52+4%JS_NO^-")N4'O:/A?TVY8MEA7SM?KW MWR%=/]/\/]QI -
J.!M4,J&9"-0NJV5#-@6HN5/.@F@_5 J@60K4(I37GE+J! MC8@[V'[Z"!W:VP;5#*AF[C6)\P86-+$-U1RHYD(U#ZKY4"V :B%4BU!a]V(N-GM9T]$0+OU(%W.=2P;:%0?
53*AF[;7&+AP.=**/3SM7>2/U$:>7VY$V76G3DQ[I M* M;1?Z=:")/:CF0[4 JH50+4)IS3FD;L33Q(UX/WF*3JQWGD*0F@'53*AF[;73 MYJG!ZF!P-FV1LY4)^^TNO#&E_*$\;;*4Y1._
M5P5MP(-J!E0SH9H%U6RHYD U%ZIY4,V':@%4"Z%:A-*:DTS=@*>)&_ZKNFA M[790S8!]E2SH)H-U1RHYD(U#ZKY4"W0SB]WQUUVA="T$4IKSA=ULYTF;K83 M+$JZ?#Q
G*7S1)MNH-J)E2SH)H-U1RHYD(U#ZKY4"V :B%4BU!:\QNMZMX\ MO:4W#]A)(T[5=]PZJF5#-@FHV5'.@F@O5/*CF0[4 JH50
M+4)IS1FE[DW4._0FMIX^$6.=)Q5H9R)4,Z&:I9_W\9V^I0)-Z+0G=*$)/4Y" M[LD$7W9@ -V^$*I%**U9M$=?E"ON:/P_WA(5BYTK%_NMN=BOS<5^;Z[>7KG8 MK\-
M3>A"$WJOR[UMHL> M)J]Q297'%ZW7 M/[O=(MC8<])4^6 M+X=?RFQSVR,]Y3DKRVR]^_&%QG.:5P/8WQ=95G[\4B5XR_*ON[MY]S]02P,$ M% @ /8I.6+C:Q6&[! (Q@ !D
!X;"]W;W)K&ULM5E=<^(V%/TK&K?3V3V9W9Q):,#3IIFYEFE@G=]F&G#\(6H,;V MO)((FW]?R38&&^ 1\U#_*5S='7NU96N&.T8?Q$$0B$;B%8A+'AQI0$B
MAB18W+*,I.K+BO$$2_7(U[;(.,%1#DIB&SF.;R>8IM9DE+^;\|F(;65,4S+G M0&R3!/.W!Q*SW=B"UO[%,UUOI'YA3T897L,%D5^R.5=/=L42T82D@K(4<+(: M6_?P;@8]#Q?&:
[WT@YH-S D,4B M_P]V95O' N%62):48&5!0M/BBK^70AP!%$\[ )4 U 3TS@#<$N V ?X90*\$ M]"[MP2L!^=#M8NRY< &6>#+B; >X;JW8]$VN?
HY6>M%4!\I"E80^%8>B,84/PQ%*Y M$6"61B1JP0?=>(@Z"&RE4B45VDOU@#H9%R2[!:[S"2 'N2T&32^'H[;Q=,,# M$BHX/ N?70Z"6*X5=RX.9][AN\/DF2,:Z?/OFVI? -??

*U\$X;_$FOST__2=G\N4-DD6F"2;&2*K^;17^;37Q3[Y ME3,U'\$/.0D(B 5;<)>_QI9+B&,RW2S6CP>?5BG UP3^5<[7-4YV=7.LIDV1! M0>;G9'H%?)V@0=]SU._(?CWV@J%>;U(P*B]XG5Z8LCR%DE3&;VHIC8A:V9'OG3)[YT,TH=.SQ^@^ABGG594O:!A336_4LWO5.U9 M"95D>N\@]$J3+RV%N?<7*^>?V';#D-_S7#AH:-=IR[7:F22;&2*K^.!?^;!O M*G^TR=I)?FW>,$D6%&1>2[VP_N2EC5M!Y6V@W>RPB&& 15BB]-0YP0A6T.Y MD^Q;+4V2!8/32>;[R!^B1GZ,7=*PIN2P4G+8]>1\'Y\XCEF(I=Z,.1 5\;G# MG*NM;*NFG;37;F]2+!B>2@41@CKR&])>TK*F*6O.A8!S=08&|>3<ZD*<@%9[ZV*84A!X0>M%0$DS(;$.9 P%Q+F <&,RU+0=2TDKZ>]94O!\B&GJYRQ%W^\>LCSEEU9AD6B0M10OLR%A#B3,A81Y0+!6D>C'(M&EYYOBLODN8AF_)(;5U=./(A84IQE1K50P MO805MY^/\P^Z;F\+#X,>^Q],Z$ BQKFJ*TM;9 AW!AJFH9EOH\(4FT=29KK5UMK@BHF,34K;,0ZPM55<$JGAUUK80:QX0:TJ/.I@GC-T,#CCL#\KB#A-F0, <2 MYD+"/"!8JTS,8YF8TN/N6]F(T#7R'_E)>DM15MRP9HBW9%GN)VM^I_N^.&3" M0%0Z%=LXJ5T+&S+GW6.PKZ.6*:N*+W#L"_$Q# 40^L(G;%$=ZC0$P@Q1]T8>Q6N_M8HD/1.N88>OR#*_#Z) +,\(7UL_<]W5GA>1/6_!RGR+,ELQK=-3M'}E=, [/2Z%*Z5QG;*$*=R\>?95R1?1. M-L4#FDKK7V=\3T3&FCBK6&DZ7T6:5[LJR]&9K;$OI58LZ^56+.LE5R 39/?. MF"^D5\@^F]\39P$/[\{6IW69[JZ-9V6?,"Q5W-0F@U*? 0$O85721JODLB]RN&N! %U*T%I-BC-.:6YH#0/BM8N ME\.M)'*W\C)7HH;_V%TOAPKMH4)GJ-"5)V#T=+W%+[]\(XSD2J4EUL4U0XP=, MV$"A/53H#/6Z\a2,GK"WOWNKZ]AK[TO%_M&N_lQ#\R1#Y2L U>]?CVN//Y5I.=(_M6]W%X4+1ZEZ1.R-F^2)?A@>4YB\N/.^JO:5H(^/<; MQO+GA6* XQL]_\!4$L#!!0 (#V*3EA^']NFO00 +(? 9 >&PO M=V]R:W-H965T.)ENJ4/]LBXP1'15 2VY[C MC.P$T]2:3XMK3WP^9;F,;4J>..!)YDF#^{QV)V6YFN=;^PF? ZO)'Z@CV?9OB9 M+(G\DCUQ=6;?E(@F)!64I8B3]H^=6#[>$__O9B\FLP*'[)@\5<:R^$1B&HM?\[94_6N*'59]W95]>2?Z>L#\$CGN!^0YGHM^1C82&\R) MJ'Z. !=FX))DEVC@%,#!'M9PCP!],] GH0*6(_1Z 8/^0/ M-@1Z0[=R=VMNV M 6^V"(&U%'UJE;UJ[>]69FN=IAS G$[!Y ;+1D@EMEK)A+1^H?0MW]BC^>Z-N>ZSZM2!248968U Y< M8JG2^A,'.4&92E9%]D'_F7<1=|:.SG6KA%UW4HSC.(>YOE^SX,UF'>W&M7;C M_Y-FE%#5JO3K/K6;,I"QCW-E@X3YD+ "-8Q:E(,-7FG##2!- <2YD/" B!8 MQQS7.;+Z?=FZ]I D_;B MI@!VS17PWI8OJLK5_T5 I_Y_=[$\7?56?;2SL3>^]H-G7.8M2 +9!^4%D#1 MNDXT9;)KKI-;"Z_:[Y>K1O_]?@4?MA>-'\0'+8E!:0$4K2M^4Q6[QKH.LO(R M]W1VZAKUL]UZM@N@1M?5N2E?7.%^[@Z_.-M'#9:+45>LR*3P#&Q1]TD@6E M^;"T (K6M::IG)WQ>RW6H%4S*,'!0050M*Y%3>7L&FI_H,5Z\L-B/3B^5H.6 MR*"T (I6&F&W/G?]K]D/F# 35**8K!7>N;Q6BQ,O/Q"7))Y)EQ1?0%9.2)<7A MAN"(<-U W5\S)O&ULM5=M;]LV$/XKA#84+=!% M+WY+4MN $VU8@&4P&G3Y4.P#+9TM-I*HDI2=_? L=*5FQ7(>Q!LT?+%&\YR'O MX=U)-]UQ\203 $6>LS27,R=1]KAV7!DED%%YP0O(<6;-1485#L7&E84 &AM0 MEKJ!YXW=C++@&'D!]*98"1V[#*$K,.0HH)]_&])G6:-37P\'I/_IMQ'IU940FW/'UDL4IF MSJ5#8EC3,E6?^>YWJ!T:,;Z(I]+\DUUE.PD<$I52\;P&XPXREF=7^EP+<0#P MQZ\ @AH0' .&KP &<6]P+F!8 X9&FY M/O<')7"6(&4'QU*M0*R3&D$>)Z^%(A:*XD^84LXICITZ$IN0O/_YP]15N!E-Z4;UPC?5PL$K" L!N>>Y2B3Y-8\A.XZ$?C M2K!WY2:P.H8079"_Y$$7N"?V-"M'?X !<(] Q^<@(?GKQY80!DT!S,P?,/N-M!./U'K(5B+]/B6XEU47D6A9(.',P2D@06W#F[W]RQ]ZG4X+U21;V1-82<]B(M.33L@U? OVIE(2O]QH2+H@I<>3K'VA*[A1D\]2>PS[U0),L{(FLI>>HT7-D M#*5RM-#(KZ;?4=N[[MX_%@,IJZVT/QK#O]*EY/9"WQQHUXXXZ9;4MH*U?7 .R3+.R)K*7AI-%P\C\E M]*1//?LD"WL8;'EYV>AY;8W)/TL=@%K0,S+62M55PHHL)#^D\G(PU\[_<.W MI5J.7S6.7_TWQS^20K (2(&S]=01+;SL7;6X^K$4'JE@LVCY[WLO'X">O99O M-M@P.'1%VM*TA#.#P.[:U?.::?1F&)QAV-;AX$/8M^KP>'S^\ PB8A*]0#BI M@96QLP85VU7K37@Q.A;@#:NV!\&+-!\&9>5"5U@6)>);AQSYV(-$340E5^%+/ MR0KE*$648*L5OY4;]B4[RQ/\4 &.L\-J4@GC'K1*&8B-:3DE.EOF]NJ:FJ=- M6[LPS9S[8E[UQ/=4;%@N20IKA'H7$PQ*4;69U4#QPC1>*ZZPC3.W";,F(+0! MSJ\Y5_N!7]!I]N?_ E!+P04 "]BDY8?^UM'CP' "70 &0 'AL M+W=0<9?8?MM+[)5 M06B3C'$8]O$FBM/18EZ_=Y4OYME.)G$]KO*@V&TV4?][E4BRA[,&OUXXWU\ MMY;5&^%/?!O=B6LA/VZO\O)]? $!9Q1N1%G&6!KFX/1O]@5Z>\UFUH+,X%(N' MHO4ZJ%*YR.*OU<7KU=DHK"(2B5C*"B(?!R+99\CE=R?3:.CH*5N(UVB7R?/?PIFH18A;?.DJ+^.WAH;,-1 ML-P5,MLTB\[(-G&Z_QE].PK16H!HQP+<+,#'+B#- E(GNH^L3NLBDM%BGFIHRFSBM/L9KF9>_C))$4J^ JRN7WX$,>1454%[@(M?@NNRZ99]1(1_'T;7$9Q'GR*DEU]=2%N9/ Z+62^*SI3&3R[$#*^D^+7RC*_R.EXVI;S:QX(I8DK6VQ7CLBJ'TN!#:7"-1SOPSK/T7N3Q39G_7YD41?#EK=C1Q,YMV9<.7?^S3-CO$/1LZ;,.C W0Z.K*%0;?^A,Y#+.'QE\ M+DE6G-X%Y]$VEF52;[(H/4Q>\%_0:Q-T>^S;G5!H>GU:Q B!3F8#!Y4\$)]> MO*(^R,U]3I_:KC=_7B&VV/7)&C:$4I"0NWCB11_04Z6<,R -@B:,\XL,?K@ M(T@1$N1F)- =BF;4KX!%UNN5=I4!H>H$4\4$,=D2!^$V3O ^VA!1=0FZ^-&!$ MN=^^G(:6]C?M)@Q-&>\84<5YD)-9'#6B$\/W-+3%Z(/#($5BD)O%?%C',?2$ M.CWV;E(@-+T^BBRA&>R$ G&B)GD?# LKAH7=#.OT"6V M4V43\WNM@11*>T M@^.B17ZPDU\<,Z=@<OZFTK*)MCV=^B&T!UPWDWE:CTH>/3U\N3Q=+OKK?3X MD'IPXDH85NS!H&H/%)]>O*)7V)? @TP!KW_(M[2^:=4=!=TNWM]ZW!WPH0D21 M(@*K"!%010@*34]>\2CB2Q$BIM*#N&4[LMAUS"1IW)F*T\/9J_-TNVM=_ZT(&(XD0$5@O*)1Q)<.1$Q]QVAZ MT^31<.A1*WY#!DM Q)2 C/!\\2B> IQ\Y1WJ#]I +=9@BH_4&AZ;10;(K@* M#P%5?]#0@},$BD517\H/M2@_4]M9 M.N8R:IXC=TL.A#+.:(/LQPD<'LZM?Z* MK- G1)\G! [/79NGVUK8?. M+!-@L>LZ(*LX#QLL S%3!K*'YX/.,$5@F)O -!LH!MT_W3Y[=Z@/,8BU3D/# MBD$,5 R"0M.35_R*^1*#F*GT$&2Y1VFQZQI/17G88#&(F6(0L8ZG#_[""\]A MQYP'>GH\^^V>H+H0%)I>(<65&*PNQ$!U(2@T_0D'1.^X+UV(FWH/LMVEL-AU MC"=7A(X];L8SM2:S'K&D]%>/A@=8B;ZA"S1>2E^:_6 V\N\O+C MRR?L[NEVVKM!? 8A#7#$E#BL.<5!Q"I-3UZ1*^Y+'.*69\&8A3TV=NR(\52$ MAP\6AQH$!F1XH.QEW'IJO'ID_VV4W\5I$23BMH0/7TS*>/+!4_#["YEMZP') M;S(ILTW]&PO=V]R:W-H965T/ M'Q?7M]7]>/'K[*&:KC[S=3;_'R]7_YQ_^[AXF%?CFZ>=[N\^]L_.1A_OQY/I MAT^_/7W,GW_Z;?:XO)M,*W\N+1[O[\?S'_^H[F9__OU#[\/V_^'DV^UR_8&/ MGWY]&(^KHF]9/CSU\^_E1N)O?5=#&93:GV]?7O'T3O;T+T+1F7NSQMDTJ_M/Q>UQ]+ZB_DRF_Y^_H=0_IZQ_KCK-X^??FK+_^?+%\GMUEDYOE[=_7'Z0;JJOX\> [93C[4Z\V7]\P M[5W/!A9/_Y7^W&O[]D&Z?EPL9_>;G5='<#^9/O_O^)^:;T5MA[]Y&SOT-SOT M7^XP>&.'P6:'P;$CG&]V.#]VA^%FA^'+'89O[##;[# Z=H>+S0X7+W9X\]MZ MN=GA\MBOX6JSP]6Q(_3.MF?N[-@Q>C]/]M%GN[<]W;U7Y_O-7,8GO'?T&>]M M3WGOU3E_ZUG5VY[TWJNS_N8HV]/>>W7>W]QE>^)[+_\V[ML3WWOZ'/?VY[\ MWLNS_9/X?;L]X\^^_WMV>\?_[/^\X?]Z+/?WY[]_M%GO[\^.VC?^+[V[/?-M/_KL]=GOW_TV>]OSW[_Z>Q_?/ZM^O0K61XOOY'^F]_^E:,K5:?>^\'U'3[_6G M_5>_B2? 3]204+>>KSTY6^RT_A=7=>%G=2/YXOOPAQ?/Q=#%^FAP6TG]*XN9F MLGX\OI,,Z?.$MYXV_B)7R_'D;O'7U29))$M_^8^__O9GN3J8-?GQ>C.P^CQP M_XV!>Y(SFRYO%Y(RO:EN#NRO->_:-M?;][_JFU_L^7X^PW Q]59^`DJ^MM3 M;8]^H^C.OO\]JF_N+;,?M/?]5ZE^]N;O2O+M: M:??E5.AN]N;MZQ)<^.'O:_>S0>2,V[R]7U MK]L3=VAWJWEW\?BM\>#M(W;O\]_W7R<-HIN'K%]P^A>^U.^_;>_A%/ M^8:?E,"8GYC+-WW+TX_BE_/:RF!/WL$+<<2OEIPT*_*O5EG\#, M#)Z\P:D!0/HO> [6I9"RK^\7_/G"@_WAVSP^[ZS^>_[9X&%]7?_^P^NMX4$I.RQKV6%9 MS>\7TGAZ(IV/I]-J+LV^2HMJN;RK[JO\E":.:ISIU#1!8C*)*22FDIA&8GKS M\V;U9)@]SJ7/=^/%XMD0TO7L_G[UQ%DL9]>_2]4?C^.[A32;2]4_KZOJ9B'I M1Z__Z[F9]+!Z*BUNQ_-*^LMX]?RZ^>_'Q?H)^'6UY?.>BX>[R7+QR_._?I'F MU6S^;3R=_)^G^U>+]0>NQP^3Y?AN^Z&G)^GRMI+N)K]7?WV2QM,?]W2]?C[? M3*;?]OQCX7TYV1Y.YD^?6IP]I^U3ZT/;3*[>3K^:G][_NAX*=U5X\52Z@W/ MGO<>? UW]0$ACZ1^/B]6W8K&0/L_NOTRF3T?PR_K+_,N/OSY_(]9'LOKDPWJ@ M%?EP5RVKU?ZKH_OC<7*SV>&^FG^KYK](FR]E^TW[Y_7M>/]M>OE5K_W9REU] MBR:WD[OO?/\GI79UN*LS^GBW7$CKK_#N3MJ+VY?)Z6Z?IO/EI-JL3NFA_EL]1U<_M_OCEB;Z>3;^Q_K4ZI6_?Z7WVYI/[YU.X^O1_/C[\>BB2 MDD[OL_GI_?^?0_IO/H23FDUA8B&)1206DUA*8BF)9226 MDU4!8B6)B>9XW_&/A^'//QZ&C;D?I]7%[>_Y>74S6:XFB^5BNT M2 MFOF.C=HF;G),F\0<$G-)S",QG\0"$@M)+"*QF.02$DM)+",QG.0*$BM)3#1] MK1TG[HN?$_=%X\3MSV?KU9GGBZ>;RZZ3+W>5=+..T0]-X(WD7KZ;MY_N\U'!B\GII-\M@L$K-)S"$QE\0\$O-)+'"'QD,0B M$HM)+"&QE.0R$LM)K""QDL1$\TS<<9Z__#G/?5;.\^YLO8#\,/XQ?DWNOTA? MQY.Y]'U\][B;Z">+Z[O9XG%>'9KN&\53IWL2DTE,(3&5Q+3+US/O:M-7?Z\? MMYE!'I])8A:)V23FD)A+8AZ)^206D%A(8A&)Q226D%A*8AF)Y216D%A)8])Y M/NXXVU_]G.VO&F?[S^N[T.;?D_&=Y(_7-US^EU/=?ZGF!U\$U$B=.163F$QB M"HFD)*.1F$YB!HF9)&:.1F$UB#HFY).,1F$]B 8F%)!:16$QB"8F5)":.)_2.<;%W!C.OK'M1 MN_Q$N(-#.4'5)-134$U=4T5--1S4 U$]4L M5+-1S4$U\[4\5/-1+4"U$-4B5(M1+4&U%-4R5,M1K4"U$M6$H+C]7%&K)NLU M7!HAXNB]PLKLO\.MJ*&E\/WL_KB9NWD,$%J,IHIJ*:BFH9J,IH9J&9NM+UE MD[/7MS]8Z*@VJCFHYJ*:AVH^J@6H%J):A&HQ]B6HE]):AFHYJA6H5J*:$.V_ M"/<#0'\7 /J- <"?S^XGB\5L_D..SI;5*@LLJ]4!+:4OU7C^Q@L%F\F34P"I MR:BFH)J*:AJ]Z:AFH)):A;JV:CFH)+:AZJ*:@6H%[+A&]Q:B6H%J*:AFJ MY:A6H%J):F(IXZ^O+/P,"V_EA%V%:,"QY>Q53G@8_WBZ8/#4Q@0#4EJ\P:F= MHYJ"-BJJ::BFHYJ!:E;+!<9_WC>=!/K>Z@7V$*/R$8U'!5<5/-0S4>U.-5"M5(M0+4:U!-525,M0+4>U M5*5!,M,VK7&;N_F[$;2X$^J>/)7/H^OGNLI&JQG-P_71;X M\D-:WE;2YG]PWCZX^:$C38:HIJ,:JJJ:BF,,3Z;^]1Y7EO-'PY6O^WG8$> MG8E]%JK9]..@FHMJ'JKY]!:@6HAJ$:K&J):@6HIJ&:KE]%:@6HEJHF6B[AH$ M=NU]@^;VONTM!M>;6PSNUK<8')SZT>(^5)-134$U%=4T5--1S4 U$]4L5+-1 MS4$U%]4\5/.W6CV0OKBY+$ '#%$M0K48U1)42U$M0I4_0.=R2B=8>I)J.:@FHJJFFHJ.:@6HFJEFH9J.:@VHNJGFHYJ-:@&HA MJD6H%J-:@FHJF6HEJ-:@6HEJ@E!QQNCP8+1#6 M0U2344U!-175-%334PY1 M348U!=545--034U -5"5(M0+4:U!-525,M0 M+4>U M5*5!,M8:!KG-CU, XNWV01 ZUC1#49U1144U%-0S4=U0Q4,U'-0C4, MU1Q4JOFH M%]!:B&H1JL6HEJ!:BFH9JN6H5J!:B6JB)0MTS1]LLCSWCNM?IRG-9&H)J.: M@FHJJFFHJ.:@6HFJEFH9J.:@VHNJGFHYJ-:@&HAJD6H%J-:@FHJF6HEJ-: M@6HEJ@E!M?(ML"N_/#^N_/+T98\CRZ^:QS\Y4Z"EF:BFH)J*:AJJZ:AFH))A:JV:CFH)]+ M:AZJ^:@6H%[(:A&JQ:B6H%J*:AFJY:A6H%J):J(E'G2-'[M^S=7#=UH),4=S M!:G)J*:@FHJ&JKJ&:@FHEJ%K9]..@FHMJ'JKY]!:@6HAJ$:K%J):@6HIJ M&:KE]%:@6HEJ0E+Y9K_?N0 VGV3XX7;+..+4"U%M0S5N M5O/\XKW6.M N352344U!-175-%334:05CB/9AHIJ..@JJJ:BFH9J..@:JF:AFH9J-:@ZJN:CFH9J/ M:@&JA:@6H5J..@FJI:B6H5J..@6JE:@F\,7MYXI=^:PL1?KU0K&U\50#>L5 MS=K)80(MP40U!=545--034U -5"5(M0+4:U M!-525,M0+4>U M7*C;.W\#4:OEKU$BW3>->8T-_%A.9Z2W^NY\L%K/Y#VDZ M6U:KQ+"L5N.LI2_5>#Z9?CN8%=!*2U2344U!-175-%334%U3GB/3LOAKM-R MV-OJ8XG<^G(-ZQDE;I8'+_M&;QY8>TO*VDS[/[A_'TQ\&H@#95HIJ..@JJ MJ:BF;,3Z"\/[5_U7850_!\?U2+!=5&-0?57%3S4,U'U0M4#50E2+4"U&M0354E3+#OP\]Z^NAL/A_L]SCHY:H%)):)E>\:(5K5<'#D[=C>;)4S>IR:BFH)J*:AJJZ:AFH)JY MT?;>1?ER,.@/7L8 ->N(;0K)T:$U!-1C4%U514TU!-1S4#UX- %21%134$U%-0W5=%0S4,U$-0O5;%1S4,U% M-0_57%0+4"U$M0C58E1+4"U%M6RCU2_TCX:K_W_QATE.CEJ@6HEJHF4R[QH6 M=L6(H^9BQ/AV,N_0[=\LGAP7T&)$5%-0344U#=5T5#-0S40U"]5L5'-0S44U M#]5\5 M0+42U"-5B5$M0+46U#-5R5"M0K40UT3+I=PT5N\!+&U<.USW>*70/D]+D\L1.A6;MY#"!%C^BFH)J*JHJ*:CFH%J-M)JI9J&:CFH-J+JIYJ.:C6H![(:I%[!:C6H)JZ4;;*SP>O'YSPPP=-4>U-M5*.M5!,MTWC7F+"K=!PU5CMUZE1HI)D .,"FB9(ZHIJ*:BFH9J.JH9J&:BFH5J-JHY MJ.:BFH=J/JH%[!:B6H1J,:HEJ)9NM*;>@@P=,4>U-M5*5!,M\WC7G+"K:!P=_M4=%X3*=\LW-R.$#+&5%-0345U;2-MO<.2P=BN\W]D=@9Z=.;1HUKHJ#:J.:CF MHHJ':CZJ!:@6HEJ&:CFJ%:AGHHHF72[3HJ0L51% M]4>7!ZX$'+>=@1Z=N='%IOC>^>7\JRD>[3I$-0?57%3S4,U'M0H50E2+4"U& MM0354E3+4"U"M0+52E03+5-PQRG^8M>(>-'G+\(^^BH-JHYJ..BFH=J/JH%[!:B6H1J..HE1_[. MI.BH&:KE]%:@6HEJHF6:[AH#=HV"%RV-AI/'Z4TU7_SL,Y#^M?X+_WXVE3[? MC1<+Z1_USVRVEJ+:\>I@&CL0FL<].2J@G8BHIJ":BFH:JNFH9J":B6H6[MFH MYJ":BVH>JOFH%J!:B&H1JL6HEJ!:BFH9JN6H5J!:B6JB)19TC1W]7>QX+F[B M.Q NT"I&5)-134$U%-0S4=U$]4L5+-1S4$U%]4L5/-1+4"U$-4B5(M1 M+4&U%-4R5,M1K4"U$M6$H+C]7+$K;+0H+FR,EK/KWZ7)8O&X"A+'0QM7#Q]SP MQ(BQ"0L/\EUM0FHQ"JJI&^VBEA:?CTI&PQ?!@5R M5!W5#%0S4KUX5)U#I[>J8SNYNI.G)*4+Z.I_=KI9:5NN\OCPN M5O9B(5W5/IKJ.IN/U'1_'LN3K#=L"!HH(67W_I'0 M I%1S4$U%]4\5/-1+4"U$-4B5(M1+4&U%-4R5,M1K4"U$M5$2Q+HFC3ZNZ31 MV$)UZ!4.,W1>'TP-. ,EJLFHIJ":BFH:JNFH9J":B6H6[MFHYJ":BVH>JOFH M%]!:B&H1JL6HEJ!:BFH9JN6H5J!:B6JB9>]OFBUV#8225ZU5_$LP+M$;2E23 M44U!-175-%334N\@)96H%]!:B;I6:AFH9J#:BZ]>:CFHUJ :B&J1.@6HUJ" M:BFJ9:B6HUJ!:B6JB9:YO&M>V)567C:75F[N?]B+"K(Y6(YGJYOP#P8%=_J M2E2344U!-175-%334->4L.N7O&SLF6J]<5(TWSB)=DRBFHQJ"JJI MJ*:AFHYJ]JJ9J&:AFHU#+JJYJ..AFHJ .J%[!:A6HOJ":JE])A6HYJ!:J5 MJ"9:YOZNV6+7,7GY7'"U#C=.HN62]":CFH)J*JIJ*:CFH%J)JI9J&:CFH-J M+JIYJ.:C6H!J(:I%[!:C6H)J:IE]:C6H%J):IH07'IN67:7G9W 9X.&7C M^3;*=UD"K:U$-1G5%%1344U#-1W5#%0S43U8;>%^_3]YKQ[&`T7P8IP8,5)-1 M34$U%%=4T5--1S4 U$]4L5+-1S4$U%]4\5/-1+4"U$-4B5(M1+4&U%-4R5,M1 MK4"U$M5$2TKHFD)V'9A7O7=:!++E"NRQ1348U!=545--034U -5"5(M0+4:U!-525,M0+4>U M5*5!,"XO9S17^7*YH;+.^7J MRU*:3!?+^>-]-5U*W\=WCY4T7BPFWZ;'%I*;P9/S!-IRB6H*JJFHJ&:CFH& MJIFH9J&:C6H.JKFHYJ&:CVH!JH6H%[%:C&H)I6HE]%:CFH%JI4;K;Z8VCL?:MGKU<2Q4M,WG7I+#KKJQI[+'JM Z2KM^!PU\=S>1F'2X:ES_0DDM4DU%-0345 MU314TU"-0#43U2Q4LU"-0347U3Q4\U$M0+40U2)4BU$M0;44U3)4RU&M0+42 MU41+...@:/G8EEZN'I[3\<8[F"E*344U!-175-%334V>77Q7HLA:- $FJLFHJ":BFH:JNFH9J":B6H6 MJMFHYJ":BVH>JOFH%J!:B&H1JL6HEJ!:BFH9JN6H5J!:B6I"Q4^KM@5,5XU M%FYU60Q!"S91348U!=545-.VVOXEM-YH=+%_"4T.V:YP<_WX?=8WMC(4+5A.9CF%Y526TUA. M9SF#Y4RGLUC.9CF'Y5R6\UC.9IF.Y4*6BU@N9KF$Y5*6RU@N9[F"Y4J6$P+5 M7F2.7BUS-/9L=5C[.!%/SQIHLR;++C*38/HIJ<$>H,ER%LO9 M+.>PG,MR'LOY+!>P7,AR$P7,IR&P7,ERHFWV!IP/^K5\!T-R3 MV7E=1*NFU7SU\!<^SQQ5P)XGIC115U_-J.9[_:%PF:3FDTP,&6K7)<@K+J2RG ML9S.<@;+F2QGL9S-<@[+N2SGL9S/<@'+A2P7L5S,<@G+I2R7L5S.<@7+E2PG MVJ)$Y[RJ(65P;LMH* UG"PGLYS"2SG MLUS 2USG.,+* (WBZ5F#Y&26 M4UA.93EMR[U:%OF]6D Y;D.#/4"3Y2R6LUG.83F7Y3R6\UDN8+F0Y2*6BUDN 8+F4Y3*6RUFN8+F2Y43;[-TY'PQK^:"Y;5.UI<!SR9A^KQ;+^_HK1-856;/[M^]E4^GRWB@<Q2/UH61=#^39:364YA.97E+);36/F<;Z^4?2AFD]F-[(T>UX M->CAO'(6=+'*4,EC-9SF Y MD^4LEK-9SF$YE^4\EO- 9+F"YD.4BEHM9+F&YE.4RELM9KF"YDN5$6U+HFD5Z MM:[/WKMU??;8KD^4DUE.83F5Y326TUG.8#F3Y2R6LUG.83F7Y3R6\UDN8+F0*

MY2*6BUDN8;F4Y3*6RUFN8+F2Y83 O!>9H];UV6ON^NQX5T:S>GK>8/L^44YA M.77+O;XKH_]R*04=6&Y@.5"EHM8+F:YA.52 MELM8+F>Y@N5*EA-M$WWG*-
&O18GF6M#]RQ>UQ9-#M:"+YC64YJ%.SQ=LW2?* M*2RGLIS&5TEC-8SF0YB^5LEG-8 MSF4YC^5\E@M8+F2YB.5BEDM8+F6YC.5REBM8KF0Y(3#O1>:HU7VN'C==^-A>
MW[C>7-^X6U_?.!PQ&J'3(P;)R2RGL)S*S_<4FBQW2 M9CF'Y5R6\UC./^)T!>R0(S7,)R*S7,%R)VK%I6.]@>3Y2364YA.97E-);36 MO7?K\>RQ/9XH)[.2\R1ZW'L]?K71@?
#T>#BQ052F1U783F5Y326TUG.8#F3Y2R6LUG. M83F7Y3R6\UDN8+F0Y2*6BUDN8;F4Y3*6RUFN8+F2Y43;!-\Y0M3Z.WO-_9W! M>?
^LWW]SC:3C2T;8;D^4DUE.83F5Y326TUG.8#F3Y2R6LUG.83F7Y3R6\UDN M8+F0Y2*6BUDN8;F4Y3*6RUFN8+F2Y41;5NB<1FH5H+VK=UM$8:L^44YF.87E
M5);36$YG.8/E3):S6,YF.8?E7);S6,YGN8#E0I:+6"YFN83E4I;+6"YGN8+E M2I83 O/V,T>_5O79;RSVVBZB2%_7:RC7L^GW:KZ_N;OS\S8W5)O;,,3T!EY4:3Z" MTU,'V_.)
<@K+J2RGL9S.<@;+F2QGL9S-<@[+N2SGL9S/<@'+A2P7L5S,<@G+ MI2R7L5S.<@7+E2PGVI)#YVS2KV63_GLMJO39[D^4DUE.83F5Y326TUG.8#F3
MY2R6LUG.83F7Y3R6\UDN8+F0Y2*6BUDN8;F4Y3*6RUFN8+F2Y83 O!>9H];] MV6]L^OKT_.ZLLZ_2G^/Y*G L5X_GTGSR[7;U:+/&LEYBF4R7,ZGZXW&R"B;?
MQW>/AU^VTCS6Z2F$;0-%.87E5);3MMS>2WX&9Z]7E_2CMS380S19SF(YF^4< MEG-9SF,YG^4"E@M9+F*YF.42EDM9+F.YG.4*EBM93K3-[)VS0ZW#<_6X:W:8
M/JX72/8^6;]EHY8G#B>)QI%/3Q(D)[.YR^\=)5M@$4 MY6264UA.93F-Y726,UC.W')[:SBCX=G9J[<^0\>U654EM-83F*@5=O8;Z[E:[["0_B5]GMW?5_/KR?
A.\L9H];Z.6AN_3SU[HMF[O2@P59XHIS"2SGLUS +Y7AZL^X"_S*;KX35HT5CAF K.5%.9CF%Y526TUA.9SF#Y4R6LUC. M9CF'Y5R6\UC.9[F
Y4*6BU@N9KF$Y5*6RU@N9[EBR]4GZ12SGLUS ?*]%6QM)\K)+*>PG,IR&LOI+&=LN?IUPM[% MV:M7DYKLN!;+V2SGL)S+"6@'GH+F TQ__6*]R M+*2OL[DTOO[C<;*8K
/"X6S EFNBG,QR"LNI+*>QG+[E]MY?X^QP@&![,U'. M8CF;Y1R6:TW M\[RQ)>N3N/D^GEY7"VDYJ^<':3F>?ZL.7V)H%D^.$2@GLYS"%S?9*E\K]]J
M>?)MF,W'<'JB8(LQ44YA.97E-);362\R1ZUS\[RY<[/+BLFSN'=_W]GHU>K\YY:A3T\1;* MH,ER%LO9+.>PG,MR'LOY+!>P7,AR$P7,IR&P7,ERHFT*[QP2
M:@V;YXU]6DT+).IDOEA*0;_#,@G;O8ER,LLI+*>RG,9R.LL9+&>RG,5R-LLY M+.>RG,=R/LL%+!>R7,1R,R7,9R.RG&C+"IW32*U[_SRW99) MV$9.E)-93F$YE>4TEM-9SF
YD^4LEK-9SF$YE^4\EO-9+F"YD.4BEHM9+F&Y ME.4RELM9KF"YDN6$P+P7F:/6[7G>W.UYZEN@-G.G!PVVWA/E%)9364YC.9WE M#)8S6:.:SXP8L%[)9_%D1L:[
&:+&>QG,UR#LNY+.>QG,]R M Q7,QR"Q7,YR! M]/0(P39ZHIS"2SGLUS IYZHT4S=WK08$L_44YA.97E-);36Q7,QR"Q7,YR!7K.(#F9Y1264UE.8SF=Y0R6,UG.8CF;Y1R6RG,9R
M.LL9+&>RG,5R-LLY+.>RG,=R/LL%+!>R7,1R,R7,9R.RG!"8 M]R)SU$H[A\VEGB.Z[/<@'+A2P7L5S,<@G+I2R7L5S.<@7+E2PGVB;XSA&B5ODY[%[Y M.7N<+V^[K:*PG9\H)
[.9(Y:Y^>0[?QLYDX/&FSG)\HI+*>RG,9R.LL9+&>RG,5R-LLY+.=NN?HJ MRO#@(@HYK,]R Q7,QR"Q7,YR!N"6)4J_PW@FRUDL9[.>:O-7F..C=Y M!@.I?];OGW;C1/-
PIV<"ML,3Y1264UE.8SF=Y0R6,UG.8CF;Y1R6SG,-R+LMY+.>S7,!R(S7,)R*S7,%R)R_DL%[!SI13F8YA>54EM.VW-ZZQ^C@2T..V]!@#]!D.8OE;)9S6,YE.8_E?)8+6"YD
MN8CE8I9+6"YEN8SE>(K>!$.9GE%)9364YC.9WE#)8S M6PG,IR&LOI+&>PG,ERUI:K5UV=7PU?K1G9[+@.R[DL MY[&>!>BR,W--@#-%G.8CF;Y1R6D1@
M2SE13F$YE>6T+5?_BWDP..M=7;V*",=M:+-':+*$?BTB--9F-;XA^F2^6':[&[-Y MT-,C!-NQB7(*RZDLI[&4TEM-9 MSF YD^4LEK-9SF$YE^4\EO-
9+F"YD.4BEHM9+F&YE.4RELM9KF"YDN6$P+P7 MF:-6V;EZW'0)Y-2[,9NYTX,&R/."'[JX$^>#GQ.=YLN3PQG%_FP0;?8_Z0WU%Q-*PI49SBC,4D0Q2O MKP8+_8-
O:%)01/P9XST[>H_DI:P(>90'U]'50),]P@D.N40$XN4)+W&22)+H MQ[<*.JC;E,+C]R]TM[AX<3&K@.$E2?Z*([Z]&DP'*,+K8)?PSV3OX^J"QI(7 MDH05O]&^BM4&*-
PQ3M)*+'J0QEGY&GRO;L210'"Z!48E,-H"ZX3 K 1F6S Z M(1A5@E%?P;@2C/L*K$I@]15,*L&DKV!:";%Z);#48RE'?!@?DG)'E$9+6CR M36&(0BV&,,ZD=^\Y%9_&0L?
G2Y*F,1=FY PML@@M2<;C;(.S,,8,_886411+ MDP4)NL[*/Q5IN71N]^?G\YY*(_DCH,J[8_EFT;)]J>H1O1 MVI8A)XMPU*%?JO6ZH0
,Q8VH[X;Q0829D/"'$B8"PGS(&$^$*SAPU'MPY&*/G\0,Q/=TUB:#T4Q"\DN MXRC'(GW8!A1WF:\$S@J@3#V>YMJ%F$V>CCW5(\96=NQ/(@C%&ZG%2V-SYRR7@R
MUL1/RTT]XVQE_\]U%"3,A81YD# ?"-9PE%4[RE(ZZ@[34-A)? =!9(TVE#"& M),P'@C4<-JD=-E$ZS,9K3"F.T">\$3.3\ CK M,HD2WFN&2!A+B3,
M@X3Y/6YNPQ.SVA.SOFO7[1HUTNCBNQV3U3.&EL(I&S'_?"'H[F5E(C^KJ#].T#H"3V1H79&F,=4LLQGH= 1. M1Z8Q&;6^<;I=1,W4)\:X%>GUCO3[7$]S* YE;5U9K6RE1=4Z=
<])^(BN&=N) M3$@^Q;G]P<" UK=!:79%:V5HQL32VR,,6KWN;G:B69.V"WH&^E#]:QKE4'?6 MU87G>QP2X03G.Z\>-+\D,>A?=$YZ UE>78+2;%": TIS06D>*,V'HC6=>2AS
MZ^.W3&\@J[-+4)H-2G- :2XHS0.E^5"TIB$/57)=72;_O^F-U3>]@2SWVJ T M!Y3F@M*\CAOSY4,TV_7.H@>OJ(CA,3@9:(P>EV: T!Y3F@M*\BO;#[-.'
M:K9IN4/!7%=7S!^R59PD6.9WN E*LT%I#BC-!:5YH#0?BM;5^_9N ;N*,H02OA52[F @/T'(+?'G 25YL MJ%X1SDE:O-WB(,)4!HC/UX3PEP/90/V/"//_%!+ P04 " ! BDY8";O-
MXSD+ #QC &0 'AL+W=OW]["WJ)2R^)Z]C;9[OKL;C;+6ED9]=)#L: M%Z]LDC3R\^)I^CS.=BGUUU52%(X529J-(S^(1\OK:ME#NKQ.]GD8Q/0A)=D^ MBOST[8Z&R>O-
2!Z]+_@:/&_S;WSG^DCS7_9/:3%L_&1L@XB&F=!$I.4 M;FY&M_*5-Y'*A"KB7P%]S3X\)N5;>4J2[^43>WTSDLJ.:$A7>8GPBS\O])Z& M84DJ^OBMAHZ.-ZUAI1%;[+$^B.KGH(
KBPU__]WI%?$B0)V<2E#I!Z9N@ MU@EJWX1)G3!I)TS/)$SKA&G?"K,Z8=9.F)U)F-<)\[X5%G7"HF_"99UPV3=! MEMZWG-0[Y;BQ>V]M^7USR]7V'A\&5C4J-
3_WE]=I\DK2,K[@E0^JH5WE%X,Q MB$L5/N9I\6I0Y.7+QSQ9?=\FX9JFV5^)1C?!*LC)W\CM>AV4,O%#8L<'L9>B M^4&CN1^$V8]%R"^/&OGASS]>C_.BCY(V7M4U]4--Y4S-
2_(EB?-M1O1X3=>< M?%.<+RL"P+A8 <>UH+ROA3M%2+S=/U\05?Z)*)*BEVGS5_?M4YXG1G M'PM7G2M.-^A347U^-MWKDZ[RTIE1K!ZUK%8\]0SO/O2SC"0;4HF:_.H5KQ,[
MIU'V;TYS=P?8A \K]_Y7V27_G"00)TY P'0DS MD# 3";.0,!L)_'!/R8X6"[9^2GGR%>*'RA<)TY P_0";5[#RE.)E*5U(DE3L*UX^"A-9 MT^Q7T^H79B-;",1J:'34T^XR&@BS; M_4CQ
W5#Q*F(6'Z[&2(MI6#+&=VEK,Z(VQD0PX2YB)A'@C&J&5^5,O\,VI) M]GEQ!!>O@_B9)QDA M%E46\RGG.*UOH(ULST'"7"3, \$8'5T>=739L>M)5I2N,[))DX@\^B$MK_E]
MI5F>!JORXH$=OQ1/(AKG&4]0!_KTX[:<2-)"NIRQV_*^;Z#&"91FLB)+L];P MT#F1JB0KE_*TQ31.(ULL\S1BOIA=RHO6T.T$V<+5/73,(F$N$N:!8,R8E:5F
MGDGJ^>FO'S[]O])UL:B:57HH!BXE#S0EC^>N=M7T!7.F>*&VKK7<]PO3^&'R MM#5:Q6]IZ+5C*,V$TBPHS8;2'"C-A=(\%(T5U8?)6UDHJOLDB@K]'"9^;LFO M7VCT1%/N;
(^8-/0X"DK3H#0=2C.@-!-*LZ T&TISH#072O-0-%:U2J-:!3E/ M6]-0RD72-"A-A](,*,V$TBPHS8;2'"C-A=(\%(U5;F.PD(53PN_[VT_.V(KA M@X4,M5Q :7I-
ZYRUA58U>U:U>L;9T.X<*,V%TCP4C9558X60Q5X(1E:]YF[% MP,%2@MH?H#2]IC&7WB2).X,++6SV+VSU#[6A/3I0F@NE>2@:JZG&$2&++1$\ M39V?RQ7#!NL)ZH:
TG3YU'(PEZMKV6TU00T1G+(G*NH,L:$].5":"Z5Y*!JK MGL8+(8O-$#SU=,Q3B8F#)00U1$!INGSJ0#@C(:@S@E/V1$+=W@AH3PZ4YD)I
M'HK&2J@Q2,ABA\0GIWO%U,$R.IWY5U1E(@Y(JSY5I*]+K$\D.X<:P((L="Q_W C^1ER0O MQBQ)R^_U<2=6Q;3!0Q?J58#2="C-@-+,CFV:Q+QK,Q:T!QM*,==24B6H=+4+
[E0F@&EF5":!:79-:US6L6!EG6A-]%8S79.$F4 M7DZ2PT[U3GP,#+600&D:E*9#:0:49D)I%I1F0VD.E.9":1Z*QJJV\:HH4^@Q M,-2L
J5I4)H.I1E0F@FE65":#:4Y4)H+I7DH&JOC#/#)##9$B^&#A0RU MS$!I>DWK-$1#JYH]JUH]XVQH=PZ4YD)I'HK&RJKQSBAB[\QP0[08.%A*T-\6 M@=)TA>?WX/JAH77-
WG6MWIVM,'2G.A-]%8P75.'F4_DZ>'M=JH$8>*$V# MTG3E](<]3E0$=>=P"G(OTU4)I>TX1"@MIJ. 7/"*EGH WMSX'27"C-0]'87^ENS#"JV PST%8JI@T5 M$92F06DZE&9
:6;'-CUC*X7V8$-I#I3F0FD>BL8JM'"7J /<-7=#W35B^&#! M0MTU4)H.I1E0F@FE65":#:4Y4)H+I7DH&BODQEVC0MTU*M1= Z5I4)H.I1E0
MF@FE65":#:4Y4)H+I7DH&JO<#_>R&>ZNZ3C;%!,'JQ=[2QOL/6VP-[7!WM4& M>UL;['UM3BTV;7,-M* +I7DH&BO)QERC?LI<4QP5:S2G:13AYO_;RIO]-1 M/'@WJ-
>YA]VPD:3E(IKF?A"7W_P(DC6Y\S.Z)C_'Y-LV6&V)5P;:QU>/J#L6 M]2T(0W)'CQT4".&A.=3T Z5I4)H.I1E0F@FE65":#:4Y4)H+I7DH&OMITIA^ M5*CI1X6:?J T#4K3H30#2C.A-
M*LZ$T!TISH30/16.5VYA^5+'II]HU%SON MW6'77$CX<'S.E2W4X@.E:5":#J494)K9L4%E\D;]E*M09!LVE.9 :2Z4YJ%H MK$(;_Y_J]@]57Z0FN_(@G"M*J%D(2M.@-
+VF,=]9;O\&#[2BV:.B!:UH0VD. ME.9":1Z*QJJJ,1&I8A/1/_;E>66YO\M3O[P(1=;^6T8VQ=GLNC[]+!?F6WK8 M(0H$"#4806D:E*9WK%)%JM8A=P\(]1U]N@\+VH<-
I3E0F@NE>2@:*];&K:2* MW4J-6%?EC.UJGPL7I5@7"A/J=/]V%!^["A- =*N*,F8B?--S^H#%'UV:6_*01*7JMKPI4LC^>;),B.\J5KLDNRG#SM
ML^))EA6BCY[JZ]$\'8M[&*IC*$V#TO2.M2U/SPL9VHCY^48L:",VE.9 :2Z4 MYJ%H!R6/LRVEN>;G_O(ZHNDSO:=A6"IM'^?E9=X/2TE*-^6/]UW=*J/QR7)=
MOC)DSG)3OK*JY>,&O[S>^<_TBY\^!W%&0KHI2DD7\^+TJC),OC_)D]W-2!Z1 MIR3/DZAZN*7^FJ9E0/'Z)DGR]R=E@=7_%!+ P04 " ! BDY8 M4GBN<74(#80 &0
'AL+W=OO-Z.%39FI=, MG8D-K\R=I9 ET^:K7 W51G*V<$9E,8Q'H\FP9'DUF%VZ:S=R=BEJ7>05OY%$ MU67)Y,-;7HCMU2 :["]\RE=K;2\,9Y<;MN*W7/^QN9'FV_"
LLA+7JE<5$3R MY=7@3?2:IE-KX$K\F?.M:GTFMBMS(;[8+^\75X.1;1$O>*8M!#-_[O@U+PJ+ M9-KQ=0B^)PO]/IJ<#$@"[YD=:$_B>V_^:Y#
M8XN7B4*YWV2[*SL:D*Q66I0[8].",J^:O^Q^1T3+P.#T&\0[@_BQP>09@V1G MD#PV2)\Q2'<&J6.FZ8KC@3+-9I=2;(FTI0V:_>#(=-:F^WEEQ_U62W,W-W9Z
M]IE)R2JMR#_)F\4BMV/!"O*^:F:4'9F?*-?+X?:5&T! MAMFNFK=--?$SU4S)1U'IM2+OJ@5?]-A?P_91# ,39\/'8_W'7\;@XBW?'-&
MDMKH_BI*]!L#GEF3&/G'G<8TYA\X],GI$X[:N]TYOD,(R)PTN?Q;O/R[HD M?WWDY9S+_Y#_D<_&W_)J1:[9)M=F3#\(5AWN]XT@6(.-/Z_5AF7\:F "C.+R MC@]F__A;-
!G]JX\]3#"*!-9A-CTPFSKTY"4'^>N#N4/>:UZJ7OI23/HPP2@2 M6(>^\8&^,3@Q*9]K$TZ4EK7)%OH5N1;5'92K5F&"T 9L]=WC@)B8CUY+>H0BUI+!E*.U>.T6P>,*D
MW2PK=&X6")LFJHCEDLM>FN$F13$IW1YL+]'AMA2V#:7:"ZP(5E@0U8;CLI[Y6B_=<-,FSP?78$L*6X;2[856# NM=_L!CA*6FN^T5DRB0XKOATUQY6C<$-#B?"R)X8?
&WT0V1>3'LB& MRUPLVC&PM_,P&)"&@RTI;!E*D-[_:!SF344Q"D/TYH &1[B332C<[%!:O)*)X<6^<=B,\X59 MU
F;%&O%%R[D]^999K*PY2SCE68K1Z<6=I_.C'KC(7=PW&K%,O=@ML5LA$8YN*=*.K29$]W MU,9PR^ZXM-0U\\]:F]SJIF!_=H$;$0/9)=22PI:AQ'KE$<.+_3]!QF"/G9[N
ML2>;4+C]@?PD7G(D\(+]V[.O*?F[D7(K0^6-(_4WDU3 0S"H3WI0T2@66G>C%/Q;?% DF/ MGV:2Z.SB40PXJA2%.Q%*4NLL&RP';E_H:?)TVWWTN)\OEZ%P*T)[Z:5%\KVE
MQ9/@]OM6P,$-57>@HE$LM.YH>-V1(.F.!%5WH*)1++0NAUYW)+#N^(]!;=(7 MMJ+Q8Z_JAB%NQ%*D]-"3PJALEO+6N M_K;T6+\8Y7'-U!H.=JA'Q5#1*!9:=VR\
[DBF2,$.]>08*AK%0NN>"O?:)(6U M"?342/HZZ5<7>6Z5;[W"'E3Y45G,V#T>&_YJ%(4;GXH/5XLI/#F__XL4]5] MLF'COM"6DF;_9&5B0&4_[U@A:U$LN%26-
[L;+UI<]C(&MP+8D@ZVI+!E*+-> M0J2PA/C5Y4VV^&^M[)Z!2Z#'[!CL8,&\'*2P.#AR,\KN-9VR MPGBA5F#W*=B2PI:A3+9>;($%B&?2GLO@6>T2,BZK<
L@]PRUI+!E**M>2*1A M1[?0UCTN[[RQI^9*<_O6[O&#ZR"XO2>_F(0J6+#0NF/E!4N*=#XL13T?AHI& ML="Z'HUD\)JYDB6F?>_%K[.;T0F8B(J\ROB_;.LIA9J"Y:^[P^\/9N%
[JX"9-@5D6 M:DEARU-I'K9>!2^Y7+E7ZNVCS;K2S5OAAZN'U_;?N)?5A[YX\\[_1R97>:5(MP9?&='1V;F:+;%ZC;[YHL7$OEL^%UJ)T']><&:^V!B 9C#BI?TP[,M M7\=$)-
$C:;L!]N-'RHH>MJS9";LOB1[W'))']U+W6,,MXT]B"2#1CS3)Q,A: M2KFZ[/5$O(24B NV@DS=63">$JE.^6-/K#B0>0Y*DYYCVT$O)32SQL/\VH2/
MAVPM$YK!A".Q3E/"GZ\A8=N1A:V7"_?T<2GUA=YXN"*/, 7YL)IP==8K6>8T MA4Q0EB$.BY%UA2\CQ]: /.(;A:VH'2.]E!EC3_KDM_G(LO6,((%8:@JB_FW@
M!I)$,ZEY_%V06N68&E@_?F&_S1>O%C,C FY8\IW.Y7)D#2PTAP59)_*>;;] ML2!?\\4L$?E?M"UB;0O%:R%96H#5#%*:[?Z3'X40-0#VC@"< N"<"G +@'LJ MP"L
7][,;BFY#A&19#SD;(NXCE9L^B 7,T>KY=-,/_>IY.HN53@YOB64HV\D M60.Z R+6'-1#E0+]BJ8JQ>;K!!!;H"LA0%TL(N:(2%0#ZL>'[B%>U
M"Y)LCO[@>1H^HZE..2HI"/0%DCFBF;JG2@9=Q3%;9[)-Z-V ?CZ@WA,WX\ - MW3#HJ_S8U$4\#'1"NX\'3MAO1D8MD8.^CP/LNV5D8_E>N7RO,U^^4C*C2;[MUJ3Q3":-2;+
($%E#-;]4S>],FAN6;8!+.E-;UX2SE K!5++\SB2(]^\&#G8^ MWT-"I-K&)H1K<=NTW8T1U!ZJJ^9GVWM9TCF5I;0&'TGG!/]SGBYU:9GY^CGYJI)LL@064/U M?
JEZ_TT5WC>IFDFRR!!90[5!J=K@OW-UD[<>225@FWZ#@RK&V+?MPSH^# Q= MS^W[>W'18=P@:O;;0[FX/5_8 =S;3AG:! MVW4V?TW-=T_N;$F-FA!3;,T'4]D0[+ZZ[#L=S-
FJF62+3+$U5:O<"^YL\W]* MV7L'U;?_)F\).5K+/\.FX,JGX&ZCQ"A;9(JM*5UE2W!G_V[(0Q>#-$HQ\'P[#/9K]C 0>W;8=_?;[Y; T]4 M3W_DU5LY"GR"I3BG%K7]Y72C)#C-_W:/?
W:RF62+3+$UM:^\#P[?5J=&W8A1 MML@46_/WY,J/.)V=^QE.N""J_TKI!KZ''7^O%EL"G8'M^_N6.6H)]&S'69W(MDJ_V Q8U*R-#]< ID#UP'J M_H*I?:@XT=] RH]DXW\!4$L#!!0
($"*3EB!&%%7IPD ')J 9 M>&PO=V]R:W-H965T*S23"2):7DO,![(]?RO:8IDP?2]K7@.9B$CM'+\5S M>"@_XA%]^5K(K^6S$!5[R[-
%>35ZKJKEA_&XG#V+/"F=8BD6ZB^/A9(N1M>7Z_?NY/5EL:JR="'N)"M7>9[(]X\B*UZO M1N[HVQN?TZ?GJGYC?'VY3)[$O:C^7-Y)]6J\4YFGN5B4:;%@4CQ>C7YR/_!X
M6A^PMOB2BM=R[W=6=^6A*+[6+WZ;7XTF]1F)3,RJ6B)1/U[$CD%#=%]E/R2JK/A>OOXIMA\): M;U9DY?I_]KJUG8S8;%561;X]6)U!GBXV/Y.WK2/V#G#C(P=XVP.\M@?XVP/\
MM@<$VP."M68B8]]Q425I5GZO)#^)%_6.S_YU*_('(?]].:Y4%^H3&<^V MI_MQ<[K>D=.]%TN'^9,?F#?Q?/8N+0HWM (7,Z7@KA4\NP)OK^ >*(Q5 '91 M\'91\-
:2P1')G]^$G*6E8$N9SL3./^R_[(_J64AV)].71/GX+DMF:]>SOQ(I MDSH$E"_)1NL9Y4.Y5()7(S5EE$*^B-'UW__F1I-_V-R*%.,@,#BI] MI\@H(,4X2,R(@CO1G_TGZ
3>*KK!7O8%SH77R&*[F=LPXS8SUW%]>RZ[>U#C MDAWCZ4LZ%ZI3[ZG(YK!LIEOM.I"@:ARE9GI< XSK#2JE72C;0-4X2LT,A<8; ME_S;-"'99C=U8F^R]\\]DN$: M(ER:
(OZ9YH)5!?OY;9G*S9W#[](%>Q>)++_'Y3QY$IT'&E*-H]3, &CR<2^& ME?-0*(*J<92:&0K-12[Y@;]7SD\/<=AS@F;&3P\SV7?<@X2WF 7[9N;=;0T: M'@T:=[+
(T[(LY+L:,"9>'[GU;;V=33;2^7XV4HVCU$P':^#QW$'EL JYO;[IF:'0&.31"SD] M317=,EB]>YN\I?DJIY,:NCX"5>,H M-=/?FFZ\>%A)#>4(Z"+,% UCE(SRU$T'?F30-
W.P>M^9K6?'IAJN=,8:D["QV_.5.TL>)VJ\!. M"+YF'Y]F'U!FMT0'^F0ZCS#H A!*S0R$1C5_6$5N/I3BH&H>N\2Z@%[_Z31Y;T<;DT:RSHYONZBB4FNDH#5\!#5_$Y'&D M/-?
J..C2%%2-H]1,!VMH"X95I!= 20ZJQE%J9B@TR07T2EK/2<$_G!2"PR=@ M?-MB_]1M/@)C,7,=W[,#1+#W8]-1MW3N"4KT.UV'D[0!2N4FNES#6W!L.KV M
BBV0=4X2LT,A<:V@%YAZYG9EE*[P"C9FI#J0JE9GI*4U5 4U6_B:(%%]#M M=AZ=4$!#J9D^UX 6#*O8+X B&E2-H]3,4&A$"^AEMIX3A;62SV\N-M!M=_;4 M.0@JU
05]BX?//*DC\US=".=GZ6%DA=*S72P)J]P6.6#(931H&H([RP:TH]0#/:1-.FIC]T: 3]BX9M#W;8^T<=!4*JL91:J9W-6N%PZH9#*$(M!E7C*#4S%'M[/YRC9G K>O*1G2-
V!X_LV.RF3NRV>&0GU(@3]BXB//*\7AN\ MIQOM/+:@I(12,QVN22D<5A5A" 4HJ!I'J9FAT 5GJ.*<"O:3-^#C^UTXYU= M=0["37@A+WK"(]-$RW@GFZT\]B$%6M#E-N,T"
(;KQSJXZ!_%$FG@BFGANBL6+D%5:.Z>!"EV(0JF9WM=\%@VKI#""PAQ4C:/4S%!HF(OHA;,>3_]& MEAI RV.#[WR3IOPJ-.&>9$FH8@FH?[7[?_O^0#ZM#J/,2AQ
MH=3,D&CBBH95]1=!60RJQE%JYM:8FL5B^-YZL;7DK_G9/[;LF1IF=[7K!0/JX(OAH(35(VCU,Q0:'"* MX=OLQ:W*]^)VY7LV,]?QCNP0$&L*B6D*Z9O@'5;BZ3/H/*J@JT@H-
=/[&I7B M817RQ5!V@JIQE)H9"LU.,7P#OJTBN;_U21-.FIB=V=NJFZ:/OEG==HV>;K[S M.(*N&*'43-=K3HJ'57(70_D(JL91:F8H-!_%\/WU8DN]G6V!_HC=P0*]S>[4
MGIKCO>_WJ;^-Z3:13^FB9)EX5!H3IYXHY>8+CC8OJF*Y_LJ?AZ*JBGS]Z[-(MYD+6!NKOCX7*^^V+^EN$=E\S=?T_4$L#!!0 ($"*3EBLY@&"B P (^" M 9 >&PO=V]R:W-
H965TAC@B;OI#(?)K;\ MGJ_%FNTK22/F_6V_+]V:JJ[L\GDW*Q2C=)^2Z_3[?U3V[S M8I-4];?%W:2\+])DN3?:K"=MLVUZ74CE;K-) MBB\?TW7^^/Z,G3U_\$MVMZJ:#R:7%_?)7?
HIK7Z]OR[J[R8OE&6V2;=EEF^E M(KU]?_:!G<<*;PSVBM^R]+$\^EIJAG*3YW\VW[C+]V=RTZ-TG2ZJ!I'4_SRD M5^EZW9#J?OROA9Z]M-D8'G_]3+?
W@Z\'!C#9360.D9**\9J*V!.K8%K370QAKHK8$^UL!H#8RQ!F9K8(XUF+8&T[$& M3'Z^<+SOI7_/56GB\Y&WW-V?-%?UKP MDZ<5O]\N5E(EEQ=%_B@5C;[F-
5_L]]S>OMXEV;9Q#Y^JHOYI5MM5EW:2%=)O MR7J72F&:E+LBK?=^54IOI4^U)UKNUJF4WTI7JV1[EY92MI6J52H=&=4__#TI
MBF1;24&6W&3KK,IJX4]66B79NORY!OWZR9)^^N?/%Y.J[F_3ZF31]LUZZAM_ MI6^*%.;;:E5*L^TR71+V_K#]]&OVX;]XP. 23W1+[/-GV?[(Q\D6NGBG<2G M;R0NW.%,)\-
FWN[[:"Y/6P>)D5M MSEXUGX^8NM:<$^;.^+%3YN[XL5/FWOBQ4^;^MUVXX-O&'G[;S$?CS:E%&X^8 M.IDT[VQ!Y<7A*7N>\E6']Z;CL5KOMY3JF.67=+$KBFQ[)WU,RJQ\
(_VZS6_* MM'A(;FI_Z&[O=U6CR;>+VCK9ASE_!'4[DENEF_(_Q"_/G5*I3O5Q(#GY7VR M2-^?U4%>TU)Z=OFO?S!=_C?E)9 P"PF;(6VC9'PAPDS$7"/"3,1\(")"Q$ MPB(D+
;!.KY-??%MZA#]\KK(%VFZ+.MSVR*M3UW+.EHK\MW=2KK*MP]I466- M_ZI5FZPL\^*+%.556E+N:K"=4]T5$F8A83,DS$;"YDB8@X2Y2)B'A/E/,&T/ M:](B#Y=,-
N7ZOXO)P[GG6*H@FR$-FW" F+0;".C]%>?(PVZ&.>CH+-2?"V MB:0>GD^!8[S*(/E4KX*$69JP) S-4$VSNR1FR#9M)&R.A#GB;+QEO+_7&23
M'A+F/\'TX_XKABFK/3\@RCB3&>NY 7$RF"$;:D\6$7-F*H;>6T$Q:)R=K:N_M;%U]<.M21Y\O;_[":>>--$]J!_!3D)?ESV^D3U52[=-&C1]PMXM\4WN$HHXY M-
O4@5DTJ^2%]_OR/V>>J^:1!S[:[35KLB>29:7 TI[H+),P:._2A^5_=V7U M/#=MIHSRC3-D_VPD;(Z$.4B8BX1Y2)B/A 5(6(A?NA&R?S$(UG&0QHN#-(9C
MFX%34NT"U[6;6TK72;%/&/T1IIN;M"]UV SIWHN),Q"PF9(F(V$S9$P!PES MD3 /"?.1L)"Y&P" F+0;".MS)?O)7Y(V:R3:1O0\(L)&R&A-E(V!P)>6*!),_EEC3>U2H./:[+ZOGN?
K*5D MD^^VU1,ZOWWZ=TQ"=;B!4W<"E&9!:3,HS6YIQTO#X+IB]+<5M%4'2G.A-]* M\Z&T $H+H;0(2HM1M*Y#.JH%9(,.R=W6)XC:'6T.E8#2LSL:?MKSI-G=U^>'
M]'-5GS=V6;EZSATMTYN*]%Z,>,Z@*JK:VX97A)"92E,*]=#Q.(S(^\NJ*?=R M]3-*R$R=37M/"&Q*J'(N:WT_0>@T7M\R>[??X?D_V0,@:=[(,?AC9SF =B\<
MV;T(VFJ,HG4W)#]L2/Z="CK:AHZWT/[1N+#51)VBBP_'K59W?#ETXB'ZC-"I MJJBSAR?BU",RE.9 :2Z4YA'S2Q4S^-!6 R@M'#F&"-IJC*)UM_:A#)4-5H)]
M4QW%,/KDL!]:3MK2.J$U54I!Z-X:4U-EO.\91*%2GUC[=V!1Q53QA.E0S1+G M7TJFJ<+QEY!Q0^^7$/C0&0Z@M)":.*J^@9H1JL !U;ONMCI40++A$LCAQ-&P M\;10 MS#3Y8ZA
M- M*FT%I-I0VA](<*,V%TCPHS8?2 B@MA-(B*"U&T;J^[E! R(8K"+]R_(#6 M!4)I5DOK)>ITK@D9/5%HLJEB](4V(9PJJBB<$T(NL[IEX?A!"!4BB^E2@V&Z M*33M48-

IQBP>/T8.)AA+#,<*(T+8?XZ-6@K=57\H1&.#M2#?_;D1M 0-2K.@ MM!F49D-I*LX]2[_NM0;,:&J\T. MN?C&43T=+
[+FS%$VO\>45ZNTD)*RW&WNFQ_1*7EH31J49C&Q$,J0B7O7C!"^ M58Q&*-S;"25CFG@KGD.'XE#M,&29Q8R>47&;$C1U:OT@U:VK"'=.E=%.9"W&"1XZCO@L+ M_&A
PF@M)"\;ISI1$Z3&J^F,Z4_,S&JA]TM>2@$Y"->+O9Z% VMUX/2K);6 M^1T475.)W28*R7#;)H1DN#VGA%2,ZA!"*MQV"1T5;GO44*APVQ\[.<'('H9C
MAQP10C+:CE&KH;OP#U5A?+@JC/H+*8/Y?&B=&)1F06DS*,V&TN90F@.EN5": M!Z7Y4%H I8506@2EQ2A:UTD=BOCX#_DZ.0XMYH/2+"AM!J794-H<2G.@-!=* M\Z
T'TH+H+002HN@M!A%Z_JZ0\$?_Y;7RPT;G^R2H+5\7*S?TDQ3#'EGA)#) MQM00Z_0I)6?J5&#."27753'2=PBA(I,Y?6(XAFD*H;Y'=E)7#2*I/W8XP6AF M.%H9$4KA,/)W%-8IA\
(Z9;BP[COG]8=[<^IF@M(L*&T&I=E0VAQ*B@&5X1?5#0?4P\8G[S=HS9XB MOO".U5N#R.T32C+TMBDD&7K/*249JSJ$D@R]74)(AMX>-1PJ]/9'SU PMI/A
MZ'%'I)**O&/4LGC: 9.C/ZF^28N[]"I=KTMIT;RGN6GDZ%.I2&^;WS$[_[#_ M6_&]SRUV[C'B7MPG=VF8%'?9MI36Z6W=!?F=44]* MD=VM7KZI\OO]'WJ_R:LJW^R_7*7),BT:0?
WSV[R.XMMOF@8>\^+/_3 O_P]0 M2P,$% @ 0(I.6. E#GF^ P C X !D !X;"]W;W)K&ULK5=M;^(X$/XK5NYT:J4>>2.A] ")\J)=:;NJRG7OP^D^F&0 MJTG,V0YLI?OQ-
W9"%FC(ME*^@.W,\XP]S_AE!GLN7N0&0)'O:9+)H;51:GMG MVS+:0$IEAV\APR\K+E*JL"O6MMP*H+$!I8GM.4YHIY1EUFA@QA[%:,!SE; , M'@61>9I2\7H/"=\/+=S?O:7MC\
(W!7AZUB5[)DO,7W?D<#RU'3P@2B)1FH/BW@PDDB2;":?Q; MVCD6B7"J>EF"<0"?#. <$%@%\"_/=ZZ): [CD@ MO (2D#P7@]A"0A-[(M@F4A/J:*C@>!
[(K0ULNF&D]!@(;0U#%P3O$X=YK M9!QO18>X_1OB.9Y;MZ!F^ *V'>(]!N[7P*?OAWMUX6B&3R%"N'L1/G_W&V(MI5_EE&_XNA?XGCN+CM8'7LD#%2]X.M(L)G*DU^O9
%1+C"U0))/D,2$9?@- M,YV,HXCGF:I9P'VC0WWXWLDMC6!HX>DJ0>S &OWVBQLZ?]1)69 %ADP?O+M1 MZ/?]?MC#V.V.16O3Z^RM5Z_O]-Q;K]\
[=3NOL;SM!6[H!GYE>2),MQ*FVRC, MH^ IDY*C"%^Y O+W Z1+$/^0_\B/<^ &M_LV5_*&?($=)$3GA1'0K^SK%&KT M_%&%VB2;MDDV:Y-
LWA+922X$52X$C;EP+/A7W*)3$&Q']35/QE+BP-471IKU^G UQ 0O@">]?07+UN2>2H9I\ISQI9X=7290YHXVXEF$:'-IW. &IYE< M@9#&65W^-,[VH_D3O-E!SMG6_JG%[*
<6\R:+$TW"2I.P>7_FRX1%C=NLD>"C M86J3;-HFV:Q-LGE+9">2]BI)>XV2'A*?K/#L)8DY47VB>-G$2[).Y=Z;S,*S M_];U@K,4G#0Z_ZB";9+-VB2;MT16*&@?
O993$&M3UTABWA[%(Z<:K4JGL:D8 MSL8G[MW4K1F?8:E55$8_Z(LZ#9]#:Y9)%'^%KIQ.#R461>U3=!3?FK?ZDBM\ M^9OF!LM%$-H OZ\XWMME1SNH"M#1_U!+ P04 " !
BDY8?1K.P"\% ; M)0 &0 'AL+W=O\ MS['C-[7C>KCBXDLV!Y#D*4U8=MJ92[DXZ7:S< XIS8[X IBZ,N4BI5*=BEDW M6PB@42%*DZYE&&XWI3'KC(9%V;48#?
E2)C&#:T&R99I2\7P."5^==LS.2\%- M/)O+O* [&B[H#&Y!WB^NA3KKUI0H3H%E,6=$P/2T3,Q>+B@B?H]AE:T= MD[PI#YQ_R4\NH]..D=
<($@AECJ#JXQ$N($ERDJK'/Q6T4^?,A>O'+_2@:+QJ MS /-X((G?\21G)]V!AT2P90N$WG#5Q.H&E14,.1)5OPGJS+6/>Z0<)E)GE9B M58,T9N4G?:INQ)I <=H%5B6P-@7.&P*
[$MB[9G J@;-KAEXEZ&T*W#<$;B5P M=\W0KP3]706#2C H>K?LCJ(O/2KI:"CXBH@\6M'R@\(0A5IU8=F8\Y)]F"AG#: M48-*!N(1.J,?OS-=X^4_J9EL!N3@'!A,8]DZ.O>V
MF^ZXQP.CV:2+[;">;9@]MQGF;8?U![V>8S?#_-UH01GFKM-Z?T*+V?7@Q81XFS,>$!>Y[MW3]VM^RV:1"D"C4,T]\-TO\Z@QR2M8?Y&M3T6\:0$4,6:Z"1*L8;M!;;N!UG;^= K%
L&ZRVZH!'*C M[,C".(F+V<:ALIX(@ETC0T M7V1(-6TXZKAVU+&VZK^IZ4;AHK^ BC:W:.7[N@43YF'"?$Q8@ D;Z_OOK9?N M=U6Z=VW3>%UQ,K2@NS_)YRM("T"TOE;KU?
NZ!Y7FH=)\5%J 2ANCTB98M*;C MUM8XS0]8WZF@6$;$I'FH-!^5%J#2QJBT"1:M:43KU8C6Q_%]#GV]B4FS4.E
M^:BTH*+HE5CU(P3+%K3;:^KVJ9VT7+D*8=E,@X+EYTMY9R+6#[7@R_YC]S_ M>GGG>^3V[NS.OVWU&NHB-RK-0Z7YJ+0 E39&I4VP:$U7OJYUF\Y'#,:HR]VH M-_^5YJ/2
E3:&)4VP:(UC?BZ@&[J5]#5:ZQ0HRV;$>7!C(14B.75KOV#DK]JELE)^;)Q=F2[EGGOAMY4&^\Z?8R?&: MMMPV=$7%+&8926"JJF <]56#1;D3ISR1?%'LZWC@4O*T.)P#59[-
]3U*>?R MY21/4.^'&OT/4$L#!!0 ($"*3EB.('*.K0(+0' 9 >&PO=V]R M:W-H965T]I+8\3G'YSCV]:P6\DEM #39EXRKN;/1 MNKIP795NH*3J3%3 <207LJ0:NW+MJDH"S2RI9&
[@>;%;TH(JRP GU?W4CLN9U*5I3 52$X MD9#/G4O_8C$U> MX**!6!VUBDCP*\60ZU]G<\8PA8)!JHT#QM8,%,&:$T,:? M5M/HC3$P_:+ ^G>;';,\4@4+P7X7F=[,G:\.R2"G6Z9O1?
T#VCR1T4L%4_9) MZ@8;(SC=*BW*EHP.RH(W;[IOU^& X$_>(00M(?@H(6P)H0W:.+.QEE339"9% M3:1!HYIIV+6Q;$Q3G))5\RN)R,DOW$!+R$%* MR.SHI5*@%3E:@J8%4\
<(OU\MR='GXYFKT8B1<]-VTJMFTN"=29>0GI'0/R&! M%P0#],7'Z?YKNHOQNS4(NC4(K%[XKEZ;4V-.:G(.16HT)L,:YK!=J(JF,'?P M-"F0.W"2+Y_\V/LV%/
_B;V*&W9QPS'U9*6IU*?;RL6S3WGQE]KSE JEU5#N M1BRR8J8F[!(_BKWX?#)S=X>1^KC0]_THZ&"OS$XZLY-1LV8?8LF2:)*O"1-* MD91*^8SUJZ8R&W3<*,8'3KPW7ON(\-
P_CX:M1IW5:-3JG="4F1+R9C,->HQZ M#H97M8\+(R^<3(>MQIW5>-3J V7;YK=3AG6<\A2&3,:]R4^'70X QVQ..YO3 M49O]@WE"N-D0^;CO:6\KOMT 8XC&JGM04\U]]I/*=
<$589 CQSN;(EDV=T33 MT:*R9?91:"S:MKG!:Q6D >!X+H1^Z9C*W5W4R3]02P,$% @ 0(I.6+:7 M(R^I P "A, !D !X;"]W;W)K&ULK9A=CYLX M%(;_BL56JU9JAV]
(L@G23(#97E0[:MK=BZH7'CA)4 &SMI/_ON:C[#Y()Y$ M]5Q,P)SW.<;O,1A/=X3^8&L CEZ*O&0S;X*S4@FG3]D2#*=GP/"OAB2*V*0I,_WN G.QFFJGM
M&SYGJS6O&_1@6N$5+(!_K9ZH.--[2IH54+*,E(C"$W XF<+<\CS&B2Z\6_'U/J4M?#P>$^/FWL7 M]_*,&Y/PSV?T)W?VX-2\A.6O^HUT;Z[D:2C:,DZ(3 MBQX46=G^XI=N'
X$YB6!U0FL4X%S06!W OO:#$XG<*[-X'8"]U3@71!XG<"[M-H/?"?S&K'9T&VM"S'$PI62':!TM:/5!XV^C%HYD95V)"T[%U4SH>/"Q3$@! MZ M^01_0HBU"]-<2';0_4;+-
FLI[&P+'6<[>B=BOBQ"]??-NJG/1BYJE)UW& MAS:C=2&CC3Z1DJ\9BLH4T@%]*->/7]/'S1KV6/Y?(0BW+\H?KY>;$BOLOISMAF>_7LYA MQI*)\J#ZD@%OK0R4L5 F+
M5,+B%N8VL'HQM U\US>||53?'CI_'F;T$4=VNKV=[E5V+CCF,&2F5'ZKF2IA MH4I8I!(6MS!OT*761UG$D8]>[Z,G]3&$)0@G4]F\E!)NM5(E+%0)BU3"8N_, MJ
^F91JVXY\X.A!H.V/Q-^RKW_OJ7^?KQ0DJU=_JJDI8J!(6J83%_JL35!9Q M9.2H-W(D?]"N<;D"E)5HB_,-;C\K<_%=B\MDT%G;DV
M/%G/XV1S==Q;/)9:W*VEN5A+5_M/P"%GQV<5AX M'N:/7->QC\.BZVCQ &UH'7(>=CH]](-/[_+HJMD]82@AFY*WJ\V^M=^@N6_V M)4[:'\S)W!QH#\U)-
-0>FY/'=E_F_[3M+M$G3%=9R5 .2]$%X\X7_.?MSDM[MPDG5?/@_$\Y)T1RN 8OW:1T@KB\)X?N3.D&__17\!%!+ P04 " ! BDY8 M32ZB9XH# !$ &0
'AL+W=O4GG0V&WLK"T12<#D[R/)QF&(M\'AJ_0*6W.=TNT_KTHL395]Y#B#0&"6*N%GKMGJP4]B+(@<,\0/U059O^LH:2GI>5:
MYXF'8I<+-6&O%GN\@T<0O^[OF1S9+4M:5$!X00EBD"VM.W>^G2E[;?!; 2=^ M\8S4ESQ1^E4-/J5+RU$!00F)4 Q8_AUA V6IB&08?S><5NM2 2^?S^RQ_G;Y
M+4^8PX:6OQ>IR)?6>PNED.%#*1[HZ2,TWS-5? DMN?Y%I\;6L5!RX()6#5A& M4!6D_L?/31XN)+'#/ :@'<-F-P ^ W [^MAT@ F?3U,&\#T&A#< 0-(.CK M8=8
M/IVG5TM38@%7BT8/2&FK"6;>M#Z:K14I""J$A\%DV\+B1.K3R2A%: O M^!G]A![KYM[[YS[M=?)^ C[,?*='Y'G>+XAH$U_N&?*Q[=YC[[->]P- M#R&1N!\>5,U:E>
[RL@EY682^KJ)=5 MW,MJ^YK5BQ1.VQ1..U.XR3'9 2H(.N+R4)\SN)17(TP28PX[Z=ZZX(8D"X_\GBA^ZS5 M?=9WOXR>91O%C2N\D^.M2@])%@Y)%@U)%G?G?31QQ_Z-
%3XS[.I7J]N^Z"PJ M8#O=-'*4T ,1]6'9SK9]Z9UNQZ[FU^Y\XQKF0W<>F>9CV=_6[>A_;NOF^#-F MNX)P5$(F0W#&,[E1L;KAK >"[G6_\T2%[)[T8RY[=&#*0+
[/*!7G@7+0=OVK M?P%02P,$% @ 0(I.6$870^(#0 8=4 !D !X;"]W;W)K&ULM=UM;^)6%L#QKV*QJU57VIU@FQ RFXDTDTC9^?M[/=OJCV MA0,W"1K
U':2CM0/OX8X.";FQF3^[8LI(3Z_8\?XB OW^%X\9OG7XDZ(4OE] MN5@5GP9W9;G^>')23._$,BT^9&NQJGYSD^7+M*Q^S&]/BG4NTMDV:+DXT8;# M\E9LG
M3BXOUNFM^"+*G]=)7OUTLE-F\Z58%?-LI>3BYM/@L_HQ&8TV =LM_CL7C\6+ MQ\KF4*ZS[.OF!W?V:3#<[)%8B&FY(=+J?P_B2BP6&ZG:C]]J=+#+N0E\^?A9
MM[8'7QW,=5J(JVSQRWQ6WGT:3 ;*3-RD]XORI^S1$?4!G6Z\:;8HMO\JCT_; MGE4;3^^+,EO6P=4>+.>KI_^GO]=_B!=]]3A\YD;[H?HAT)V M)[OWV5:?3[?:^WRKSR=
<[7W&U>=3KO8^Y^KS25=?G?6#(<^G7=V>]Y.GBV1[MA1EIF5Y>Y-FCDF^VK[S-@^UENHVO+JSY:E-1OI1Y]=MY%5=>?KF_+L1O]V)5 M*N9#]6^A_%/Y/)O--Y=
[NE#+XN_5)C]_,90?_OKWBY.R MVH>-=#*M\UE/^;0#^_^PMHSW^!'S6I M^/G^]H.BJ_]0M*&F=^S058]P[?Q@N"$/#]/\@S+4#H:;\G!+7%?9]8/AECS\ MBUA7QSX\&&
[W#]>ZSJ4\W!#3W5^^*]SM'ZYVA'OR<.]^)3UV_ZT3]TU1#Y^W MH,=IUR8'P\,^X:.#X5&?%]WA5TW%MRY@?5?"]*VG]RQA
MRJ]!M87BEF)9_*]C]WY\XD;=W.8MW,=BG4[%IT'U'JT0^8,87/[M+^IX^*^N MZD!B!HF9)&:1F$UB#HFY).:1F$]B 8F%)!:16$QB"82U2MQH5^)&,OWR/V*Y MSO)JQ*=4A6Y>?
E.*N[3*HE1#Q*),5[/YZK:KT$G18PL=B1DD9I*8]82-M]AF M./YP.5:'H_&D>H/R\+*&D4F=UTFUR=GIL/JOG=7MNZ%'[IY/8@&)A206D5A, M8@F$M6K/Z:
[VG$IK3Y)G4R%FA7*39TNE2!="R6Z4*D^9SZ>EF"GSU4/UPW(S M>.PJ0D_ZZV;&5H2.M/E2U M<_5T;P?MUUON[9CS>HNSR?AQ=[F]"'GF$/HD%)!:26$1B,8DE$-:ZSL>[
MZWQ\W'N,7,RJH[8?_:RK2UTH:Y$_O?'HNLR?\,F+EZHZ_*"K>]=XKZV,SJW4 MT[V+6WHXQU[<)&:3F$-B+HEY)..36$!B(8E%)!:36)AK=ISMJL]9]+:\TN6 M?
ZW&,,I5NIZ7Z4()LG15*+^&8GDM\L[/<*3>L4,;$C-(S"0QB\1L$G-(S"4Q MC\1\$@M(+"2QB,1B$DL@K%7C)KL:-V$_HZ0)8[$#!(S2K'Q6XTV57QI/JQ%8_$#!
(S2JOFH%J!:B&H1JL6HEE!:NPZ^F,:ILJ/+VJ-J'JD9J&:BFH5J M-JHYJ.:BFH=J/JH%J!:B6H1J,:HEE-:N>5I3\[3W#S?3//^V>6.8+K/[ZG?9 MC5+>B>>O-J?
9G1E)#4#U4Q4LU#-1C4'U5Q4\U#-1[4 U<): M>SD"U[>3U_9FM41HVAC5$DIK%[UFLKLJG6C:8\ [7[T]X$6GP*.:@6HFJEFH M9J.:@VHNJGFHYJ-:@&HAJD6H%J-:0FGM.MC,B-
^T0*(#WA%:\TC-0#43U2Q4 MLU'-0347U3Q4\U$M0+40U2)4BU$MH;1VS6MFXJORJ?A_UH"7G,-\A6H&JIFH M9J&:C6H.JKFHYJ&:CVH!JH6U]K)?2^T>*
(]":B64%J[Z#5M":J\+^'?ZJ9/ M7$GR;#DOBBS_ID19*>3#6W)B]!6J&:AFHIJ%:C:J.:CFHIJ':CZJ!:@6HEJ$ M:C&J)936KGI-0X1Z!@]OT8X(5#-0S40U"]5L5'-0S44U#]5\5
M0+42U"-5B M5$LHK5WSF@8)53HY^=7P=I:GCZO.6H>V1J":@6HFJEFH9J.:@VHNJGFHYJ-: M@&HAJD6H%J-
:4FLOOXL^W7X9O1N9MZM8TP.ARIL@KK+E,ELI5XNT*)3/\G$J MVO" :@:JF:AFH9J-:@ZJN:CFH9J/:@&JA:@6H5J,:@FEM>^=VO1?:$-VG*JA
MO1:H9J":B6H6JMFHYJ":BVH>JOFH%J!:B&H1JL6HEE!:N^8UO1::=%[S>^_& M*%>/KGSJJZ^6-%V;#,?ZWLV4T+1F5]JAKIYIHWNW9[(ZMNR^DR*Z@T[7#G;?
M2['WEE['EI.1KIV-]H[91P\E0+40U2)4BWN_JA(J;_O2UYI+7]YRD(A\6KW+ M26^%$M\H]5#O2YE-ORIN4=R+F?)Y-5/B-PH!VF!0:ZKZXH\W_*"=C??OJH:F M-;O3G@W'9_MU
&T+0#4'U5Q4\U#-1[4 U4)4BU M[OLR3ZBT[<+4M 5H\K: M[[U+JYP_NB:A'0&H9J*:56M][@J+)G90S44U#]5\5 M0+42U"-5B5$LHK5W? MFNG^U<.CQES'W9U6KA]=WDC-
0#43U:Q:V[]A[VB_M)%)G5H[;R?=O\]0O57K M=CZO!F[D?OFH%J!:B&H1JL6HEE!:NQ U<_U^1S\UQ]X2][@DUM'EQUT9CVJ MF:AFH9J-
:@ZJN:CFH9J/:@&JA:@6H5J,:@FEM>M=,_U>&\-?*&3[U'-0#43 MU2Q4LU'-0347U3Q4\U$M0+40U2)4BU$MH;1VS6LFWVORY0B^^\,T="X^JAFH
M9M9:C[68+#2QC6H.JKFHYJ&:CVH!JH6H%J%:C&H)I;7K6S/17I-/M/_>#]/0 MZ?>H9M3:6VM'H4DM5+-1S4$U%]4\5/-1+4"U$-4B5(M1+:&T=FEK9M]K\MGW
M!S^>4_Y0CE]E2I[LZ$J'3M!'-1/5+%2S4/=]]_7W!YUJ,K(ZD9J&:BFH5J-JHYJ.:B MFH=J/JH%J!:6VLM^]^Z%L.H-WUPQ*T;W+Z&T=CUK>BST=_98]!KGJEC_2I[_
MZ,J&]F6@FHEJ%JK9J.:@FHMJ'JKYJ!:@6HAJ$:K%J)906KM&-GT9.MR7H:-] M&:AFH)J):A:JV:CFH)J+:AZJ^:@6H%J(:A&JQ:B64%J[YC5]&;J\+^//&N>B
M[1JH9J":B6H6JMFHYJ":BVH>JOFH%J!:J+]N#^I>_ZKOAC&Z?PFEM>M9TX>A MR_LP9./<=]RQ[)<]V=!U#^S)0S40U"]5L5'-0S44U#]5\5 M0+42U"-5B5$LH MK5T1F_8-
_1P>U:(=&JAFH)J):A:JV:CFH)J+:AZJ^:@6H%J(:A&JQ:B64%JK MYHV:#HV1=#9T_V6OY,ZQM0[5#%0S4H9M9:CW6ST+PVJCFHYJ*:
MAVH^J@6H%J):A&HQJB64UJYJ35]%]5!6U9#5ON0YCJYQI&:@FEEK;R\)AJ:U M47BQ%?BNNQ&)1*-/- ME+C-B/7%LTHN;C:KV7_\K U.7CUOJ1]MM>-Y1_WH;I_:?
C+BW55(L,TOYVO M"F4A;JI4U75_.E#R^>W=[H6QE!!M].)@X(PX0_[8E[<%JKV)N5< MJ(&?M"'/WKYF S^,/_J>E1N5&1WXCQ?O?\U+=?/.L_>S#V=GGGV
Z%5'7ZBR03'Y^##Y?>*8=.\@Z3W*F'"R+6Q&GVL=RSO':*F#INVO MF=!!R+V.D[Q!Q8CA@?NW=_N,>-!4X;"?EV)=C)%O SH[*:CW1/C 'Q'.QI(! M*R<%XTL;
[D)@4O)2>DH_!=I.")'ZCX5#VX,'I-$IF"BER6TSV-_C9O@.L.J! M0<9Y:[#KV\"P7Q&EJ!2WNF,&F^ SR&O:#\M*.YQ*L@R[U_Z:8&XZR;B4&95M MFM!?A89]3G.P(]ET!G=55@&
2I6%;F2,3$M!C(<5HVEHV0GE_!Z^/7[F6]J+ M?&-?33F(MJD--4TK8SN@OZEFM3=EKU^EZU7LJ51?YGHZPO2A6NB=I#E;F/XB M;PU@ZB&N3JJ*+S]S-
A4%M9,_..&P3U8\;U9*]D=G@U*9Z "5OO=$I6*3S/F=?L6GLW7RJYCI\FH M=_P>FR/&L9N,3\'D26QW<@HFTQ,PV7NS;\V7F R/WV1TG+L=-,>UC3/AUHFP
MC7IP\A[X/^"9&VH^Y@(9I1Z_8WF%X8M\=^G8N)C"YH-FJZ?ZG^23H?"R&>4N<2()R$I1C62YD9#Y8'CAHY'0PPM8MCN''K89Y P:6!S*];*WQW<8K9'\=8'NZKT*P
MF>*5B,T47VM W.L&C#1U[S:6!QC8+F"U_G=>:"FW)PH@EW%O&%/,(ZD*89 M+;IK-(Z1U8GAX]X?[]"F)HC1U(X"Y'401AL#3B".8 _" (5%DWH,[[Z-@]9X* MUO_!'?X%4$L#!!0 (
$"*3EB7BKL'

-8?20$3;8T.P6BP^ M0"X99K>]9!:GA04QI;W$M]>\DVTLFE5-(_39+N;P4)JZ66M7R&8I(,$^8J M_"7L?+9:,_50EBCU"1)^XH[L%Z*7XH7+>0M7[JNQ//E#0\@DV0\#!V6TCK?
MM>CZYX%Q Z%Q?]5XM5V$YYB@!ZC&X?M;S^(Y_;_#*,I M2RG@RHBF!NW[<;2@6D#M*KEV"=.\ADER:39@V9ROH'VH<)=IT3^@#V1HN.RY M#!5V6G2,,7ET =I!P;YPQ;4
U@VB0W0909<=AXZ]F7,+&D'F!&3^NR 7+4'; MVC%3LMD:;&B-($<$Y.@XD)<5URO K_N4@#P]$B1W%;M6"'),0([C0L[LBFOY MW%6\8UR'N=DXJ<&Y[HTCR \$Y(>XD
NYTC*TY=JS"R%,HWU8\=C<*"GDSNL^ M(R#/XD).M?22*S9OE@&+S96;L*=V5QQTPU%J22.[Y;4Y1UDDC:R1:RXMN^.J M ?8W<-?8?I'&>)0_TL@"F6IA:F"W_!$34;)
((]MBT2P=_-NTZ\?7S?Y048)(MCVF('QG&I!211G8$C9EC3$H6:61;'%Z+V9NP"\'9-*6,++(R#H1OQZAVEN2, M\D86V1LO8;PE>XO1R U)9%O@[_7Y(]C3,H;661OT&$SPIB43K+
(.J$Q3S$F MI94LLE9HS#'&I%R317;-@7R:G;"+HMC):3+*/%ED\QS.K#M2C$F9)XML'F)) M/V$+@3$I\V3',_>::4>?+(YB&W NP$8U+FR2.;Y]7-P#: I,&8E(7RR!;:
M"9B.3(>XG^J^,WSDE),'8Y$M="C=:..G@IVY25DH/\ZFIL?<285SRD)Y9 O1 MF#@5SBD+Y9$M=!ASWT(Y9:$\LH50COE:$&%,RD)Y]#,RA+EHZIK;I_9(]'NX
M7UB>,"9EH3RRA5[%G)7L9SD^ ZS<3OQ D1; M,8(0NB>CMQ^C"_W(+&9C^EN1;D+Q)B1/""R^?%7$8W,.Y;$-@TM=G<,R*V-L M/YP+V]+711@VK3_?
SNR;KB[B;=D=7%ML3\7!.QV-)JY[G9&M%J\S!YMKZ_\S ML=GOCUO_V6R_:W^.?PQV/TUW"J7W,1MLBN[@XS)SE^JY'=S](;/;Y&RPWBVS M;KV3S*4.4@C2]$$&098^*
(>@/'W0&(+&Z8,F$#1)'S2%H&GZH!D$S=('S2%H MGCY(1BCCB""IAS6!UH)<"X'7@F +@=B"9 N!V8)H"X':@FP+@=N"< N!W()T
M"X'=@G@+@=Z*>BN!WHIZ*X'>VGO9)M!;46\ET%M1;R706U%O)=!;46\ET%M1 M;R706U%O)=!;46\ET-M0;R/0VU!O(]#;4&\CT-MZ'TL(]#;4VPCT-M3;"/0V MU-L(]#;4VPCT-
M3;"/0VU-L(],Y1[YQ [QSUS@GTSE'O_)UZAWBM?'CV/-9X M_W=2'6_7^N?M[\O'9N^YW"%V\)=E]0M02P,$% @ 0(I.6"/5;@VH 0 MN!D !, !;0V]N=&5N=%]4>7!E&ULS9G-
;L(P$(1?!>6*B+&=TA\!! ME[;7ED-?P$TV+]NL1+OSHR]TG?)]&UGR VV==6X M651X;QX8#QAJ6X\-7]D6XUH/GVB
M7*TK/WC>AL^NU,TLLE2Y:/"X+VR]9I$RIBI3Y<,^VS39-Y?1P2$.G5V-*TKC MAJ$@8F<=VIV?#0Y]KQNRMLQHL%#6OZ@Z5+%MQ9S?5>3B?HDS&76>EREE.EW7
MH25VQI+*7$'DZRK>BP[[G7VX8=H_^=7^G4R?8:A<6&U) O57_]+:->X5F5S]&?=#YOY M)U!+ 0(4 Q0 (#V*3E@'04UB@0 +$ 0 " 0 M !D;V-0&UL4$L! A0#% @
/8I.6/8O+&WO *P(M !$ (!KP &1O8U!R;W!S+V-O&UL4$L! A0#% M @ /8I.6)E&PO=V]R:W-H965T&UL4$L! A0#% M @ /8I.6"GQL>,&!P JB(!@ ("!S0P 'AL+W=O&PO=V]R:W-
H965T&UL4$L! A0#% @ /8I.6(;;JX?2%P !FP !@ M ("!O5D 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ /8I.6&F.<_AX!P GAH M !D ("!?8@ 'AL+W=O&PO=V]R:W-
H965T&UL4$L! A0#% @ /8I.6$BJ%MQ##@ NCX !D M ("!=Z4 'AL+W=O&PO=V]R:W-H965T M&UL4$L! A0# M% @ /8I.6(_Y\4_]& F'@ !D ("!^[X 'AL+W=O M&PO=V]R:W-
H965T M !X;"]W;W)K&UL4$L! A0#% @ /8I.6.0J M[/1@"@ D2\ !D ("!_.$ 'AL+W=O&PO=V]R:W-H965TQ@ #F: 0 9 " @=?P !X;"]W;W)K&UL4$L! A0#% @ /8I.6)FTNQ%2# CYT
!D M ("!B0D! 'AL+W=O&PO M=V]R:W-H965T&UL4$L! A0#% @ /8I.6'X?VZ:]! LA\ !D ("! MO"$! 'AL+W=O&PO=V]R:W-H965T/ <)= 9 M " @8&UL4$L! A0#% M @
0(I.6,O=L\/V/P NJ(% !D ("!^C$! 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ 0(I.6%)XKG%U M" V$!D ("!Y8,! 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ 0(I.6*SF 8*
(# CX(!D M ("!/)L! 'AL+W=O;X# ",#@ &0 @('[IP$ >&PO=V]R M:W-H965T&UL M4$L! A0#% @ 0(I.6(X@&PO=V]R:W-H965T&UL4$L! A0#% @ M0(I.6$870^(#0 8=4 !D
("!V[L! 'AL+W=O&PO&PO7W)E;',O=V]R:V)O;VLN>&UL+G)E;'-02P$"% ,4 M " ! BDY8(]5N#:@! "X&0 $P @ %1TP$ 6T-O;G1E C;G1?5'EP97-=+GAM;%!+!08 ,@ R)4- JU0$!
end XML 55 Show.js IDEA: XBRL DOCUMENT // Edgar(tm) Renderer was created by staff of the U.S. Securities and Exchange Commission. Data and content created by government employees within the scope of their employment are not subject to domestic copyright protection. 17 U.S.C. 105. var Show= {};Show.LastAR=null,Show.showAR=function(a,r,w){if(Show.LastAR)Show.hideAR();var e=a;while(e&&e.nodeName!='TABLE')e=e.nextSibling;if(!e||e.nodeName!='TABLE'){var ref=((window)?w.document:document).getElementById(r);if(ref){e=ref.cloneNode(!0); e.removeAttribute('id');a.parentNode.appendChild(e)}} if(e)e.style.display='block';Show.LastAR=e};Show.hideAR=function(){Show.LastAR.style.display='none'};Show.toggleNext=function(a){var e=a;while(e.nodeName!='DIV')e=e.nextSibling;if(!e.style){}else if(!e.style.display){}else{var d,p_;if(e.style.display=='none'){d='block';p='-'}else{d='none';p='+'} e.style.display=d;if(a.textContent)

{a.textContent=p+a.textContent.substring(1)}else{a.innerText=p+a.innerText.substring(1)}}} XML 56 report.css IDEA: XBRL DOCUMENT / Updated 2009-11-04 */ /* v2.2.0.24 */ /* DefRef Styles */ .report table.authRefData{ background-color: #def; border: 2px solid #2F4497; font-size: 1em; position: absolute; } .report table.authRefData a { display: block; font-weight: bold; } .report table.authRefData p { margin-top: 0px; } .report table.authRefData .hide { background-color: #2F4497; padding: 1px 3px 0px 0px; text-align: right; } .report table.authRefData .hide a:hover { background-color: #2F4497; } .report table.authRefData .body { height: 150px; overflow: auto; width: 400px; } .report table.authRefData table{ font-size: 1em; } /* Report Styles */ .pl a, .pl a:visited { color: black; text-decoration: none; } /* table */ .report { background-color: white; border: 2px solid #acf; clear: both; color: black; font: normal 8pt Helvetica, Arial, san-serif; margin-bottom: 2em; } .report hr { border: 1px solid #acf; } /* Top labels */ .report th { background-color: #acf; color: black; font-weight: bold; text-align: center; } .report th.void { background-color: transparent; color: #000000; font: bold 10pt Helvetica, Arial, san-serif; text-align: left; } .report .pl { text-align: left; vertical-align: top; white-space: normal; width: 200px; white-space: normal; /* word-wrap: break-word; */ } .report td.pl a.a { cursor: pointer; display: block; width: 200px; overflow: hidden; } .report td.pl div.a { width: 200px; } .report td.pl a:hover { background-color: #ffc; } /* Header rows... */ .report tr.rh { background-color: #acf; color: black; font-weight: bold; } /* Calendars... */ .report .rc { background-color: #f0f0f0; } /* Even rows... */ .report .re, .report .reu { background-color: #def; } .report .reu td { border-bottom: 1px solid black; } /* Odd rows... */ .report .ro, .report .rou { background-color: white; } .report .rou td { border-bottom: 1px solid black; } .report .rou table td, .report .reu table td { border-bottom: 0px solid black; } /* styles for footnote marker */ .report .fn { white-space: nowrap; } /* styles for numeric types */ .report .num, .report .nump { text-align: right; white-space: nowrap; } .report .nump { padding-left: 2em; } .report .nump { padding: 0px 0.4em 0px 2em; } /* styles for text types */ .report .text { text-align: left; white-space: normal; } .report .text .big { margin-bottom: 1em; width: 17em; } .report .text .more { display: none; } .report .text .note { font-style: italic; font-weight: bold; } .report .text .small { width: 10em; } .report sup { font-style: italic; } .report .outerFootnotes { font-size: 1em; } XML 58 FilingSummary.xml IDEA: XBRL DOCUMENT 3.24.0.1 html 442 272 1 false 94 0 false 8 false false R1.htm 1001 - Document - Cover Page Sheet http://Flame.com/role/CoverPage Cover Page Cover 1 false false R2.htm 1002 - Statement - Condensed Balance Sheets Sheet http://Flame.com/role/CondensedBalanceSheets Condensed Balance Sheets Statements 2 false false R3.htm 1003 - Statement - Condensed Balance Sheets (Parenthetical) Sheet http://Flame.com/role/CondensedBalanceSheetsParenthetical Condensed Balance Sheets (Parenthetical) Statements 3 false false R4.htm 1004 - Statement - Condensed Statements of Operations Sheet http://Flame.com/role/CondensedStatementsOfOperations Condensed Statements of Operations Statements 4 false false R5.htm 1005 - Statement - Condensed Statements of Changes In Stockholders' Deficit Sheet http://Flame.com/role/CondensedStatementsOfChangesInStockholdersDeficit Condensed Statements of Changes In Stockholders' Deficit Statements 5 false false R6.htm 1006 - Statement - Condensed Statements of Cash Flows Sheet http://Flame.com/role/CondensedStatementsOfCashFlows Condensed Statements of Cash Flows Statements 6 false false R7.htm 1007 - Disclosure - Organization, and Business Operations Sheet http://Flame.com/role/OrganizationAndBusinessOperations Organization, and Business Operations Notes 7 false false R8.htm 1008 - Disclosure - Significant Accounting Policies Sheet http://Flame.com/role/SignificantAccountingPolicies Significant Accounting Policies Notes 8 false false R9.htm 1009 - Disclosure - Initial Public Offering Sheet http://Flame.com/role/InitialPublicOffering Initial Public Offering Notes 9 false false R10.htm 1010 - Disclosure - Private Placement Warrants Sheet http://Flame.com/role/PrivatePlacementWarrants Private Placement Warrants Notes 10 false false R11.htm 1011 - Disclosure - Related Party Transactions Sheet http://Flame.com/role/RelatedPartyTransactions Related Party Transactions Notes 11 false false R12.htm 1012 - Disclosure - Commitments And Contingencies Sheet http://Flame.com/role/CommitmentsAndContingencies Commitments And Contingencies Notes 12 false false R13.htm 1013 - Disclosure - Stockholders' Deficit Sheet http://Flame.com/role/StockholdersDeficit Stockholders' Deficit Notes 13 false false R14.htm 1014 - Disclosure - Warrants Sheet http://Flame.com/role/Warrants Warrants Notes 14 false false R15.htm 1015 - Disclosure - Fair Value Measurements Sheet http://Flame.com/role/FairValueMeasurements Fair Value Measurements Notes 15 false false R16.htm 1016 - Disclosure - Income Tax Sheet http://Flame.com/role/IncomeTax Income Tax Notes 16 false false R17.htm 1017 - Disclosure - Subsequent Events Sheet http://Flame.com/role/SubsequentEvents Subsequent Events Notes 17 false false R18.htm 1018 - Disclosure - Significant Accounting Policies (Policies) Sheet http://Flame.com/role/SignificantAccountingPoliciesPolicies Significant Accounting Policies (Policies) Policies http://Flame.com/role/SignificantAccountingPolicies 18 false false R19.htm 1019 - Disclosure - Significant Accounting Policies (Tables) Sheet http://Flame.com/role/SignificantAccountingPoliciesTables Significant Accounting Policies (Tables) Tables http://Flame.com/role/SignificantAccountingPolicies 19 false false R20.htm 1020 - Disclosure - Related Party Transactions (Tables) Sheet http://Flame.com/role/RelatedPartyTransactionsTables Related Party Transactions (Tables) Tables http://Flame.com/role/RelatedPartyTransactions 20 false false R21.htm 1021 - Disclosure - Fair Value Measurements (Tables) Sheet http://Flame.com/role/FairValueMeasurementsTables Fair Value Measurements (Tables) Tables http://Flame.com/role/FairValueMeasurements 21 false false R22.htm 1022 - Disclosure - Income Tax (Tables) Sheet http://Flame.com/role/IncomeTaxTables Income Tax (Tables) Tables http://Flame.com/role/IncomeTax 22 false false R23.htm 1023 - Disclosure - Organization and Business Operations - Additional Information (Details) Sheet http://Flame.com/role/OrganizationAndBusinessOperationsAdditionalInformationDetails Organization and Business Operations - Additional Information (Details) Details 23 false false R24.htm 1024 - Disclosure - Significant Accounting Policies - Additional Information (Details) Sheet http://Flame.com/role/SignificantAccountingPoliciesAdditionalInformationDetails Significant Accounting Policies - Additional Information (Details) Details 24 false false R25.htm 1025 - Disclosure - Significant Accounting Policies - Summary of Reconciled the Class A Ordinary Shares (Details) Sheet http://Flame.com/role/SignificantAccountingPoliciesSummaryOfReconciledTheClassAOrdinarySharesDetails Significant Accounting Policies - Summary of Reconciled the Class A Ordinary Shares (Details) Details 25 false false R26.htm 1026 - Disclosure - Significant Accounting Policies - Summary of Net Income Per Share of Common Stock (Details) Sheet http://Flame.com/role/SignificantAccountingPoliciesSummaryOfNetIncomePerShareOfCommonStockDetails Significant Accounting Policies - Summary of Net Income Per Share of Common Stock (Details) Details 26 false false R27.htm 1027 - Disclosure - Initial Public Offering - Additional Information (Details) Sheet http://Flame.com/role/InitialPublicOfferingAdditionalInformationDetails Initial Public Offering - Additional Information (Details) Details 27 false false R28.htm 1028 - Disclosure - Private Placement Warrants - Additional Information (Details) Sheet http://Flame.com/role/PrivatePlacementWarrantsAdditionalInformationDetails Private Placement Warrants - Additional Information (Details) Details 28 false false R29.htm 1029 - Disclosure - Related Party Transactions - Schedule Of Fair Value Of Debt Instrument (Details) Sheet http://Flame.com/role/RelatedPartyTransactionsScheduleOfFairValueOfDebtInstrumentDetails Related Party Transactions - Schedule Of Fair Value Of Debt Instrument (Details) Details 29 false false R30.htm 1030 - Disclosure - Related Party Transactions - Additional Information (Details) Sheet http://Flame.com/role/RelatedPartyTransactionsAdditionalInformationDetails Related Party Transactions - Additional Information (Details) Details 30 false false R31.htm 1031 - Disclosure - Commitments And Contingencies - Additional Information (Details) Sheet http://Flame.com/role/CommitmentsAndContingenciesAdditionalInformationDetails Commitments And Contingencies - Additional Information (Details) Details 31 false false R32.htm 1032 - Disclosure - Stockholders' Deficit - Additional Information (Details) Sheet http://Flame.com/role/StockholdersDeficitAdditionalInformationDetails Stockholders' Deficit - Additional Information (Details) Details 32 false false R33.htm 1033 - Disclosure - Warrants - Additional Information (Details) Sheet http://Flame.com/role/WarrantsAdditionalInformationDetails Warrants - Additional Information (Details) Details 33 false false R34.htm 1034 - Disclosure - Fair Value Measurements - Schedule of Assets Measured at Fair Value on a Recurring Basis (Details) Sheet http://Flame.com/role/FairValueMeasurementsScheduleOfAssetsMeasuredAtFairValueOnARecurringBasisDetails Fair Value Measurements - Schedule of Assets Measured at Fair Value on a Recurring Basis (Details) Details 34 false false R35.htm 1035 - Disclosure - Fair Value Measurements - Schedule of Fair Value Measurements Using Monte Carlo Simulation Model (Details) Sheet http://Flame.com/role/FairValueMeasurementsScheduleOfFairValueMeasurementsUsingMonteCarloSimulationModelDetails Fair Value Measurements - Schedule of Fair Value Measurements Using Monte Carlo Simulation Model (Details) Details 35 false false R36.htm 1036 - Disclosure - Fair Value Measurements - Schedule of Changes in the Fair Value of Warrant Liabilities (Details) Sheet http://Flame.com/role/FairValueMeasurementsScheduleOfChangesInTheFairValueOfWarrantLiabilitiesDetails Fair Value Measurements - Schedule of Changes in the Fair Value of Warrant Liabilities (Details) Details 36 false false R37.htm 1037 - Disclosure - Fair Value Measurements - Additional Information (Details) Sheet http://Flame.com/role/FairValueMeasurementsAdditionalInformationDetails Fair Value Measurements - Additional Information (Details) Details 37 false false R38.htm 1038 - Disclosure - Income Tax - Additional Information (Details) Sheet http://Flame.com/role/IncomeTaxAdditionalInformationDetails Income Tax - Additional Information (Details) Details 38 false false R39.htm 1039 - Disclosure - Income Tax - Summary of Net Deferred Tax Assets (Details) Sheet http://Flame.com/role/IncomeTaxSummaryOfNetDeferredTaxAssetsDetails Income Tax - Summary of Net Deferred Tax Assets (Details) Details 39 false false R40.htm 1040 - Disclosure - Income Tax - Summary Of Income Tax Provision (Details) Sheet http://Flame.com/role/IncomeTaxSummaryOfIncomeTaxProvisionDetails Income Tax - Summary Of Income Tax Provision (Details) Details 40 false false R41.htm 1041 - Disclosure - Income Tax - Summary Of Reconciliation Of The Federal Income Tax Rate(Benefit) And Effective Tax Rate(Benefit) (Details) Sheet http://Flame.com/role/IncomeTaxSummaryOfReconciliationOfTheFederalIncomeTaxRateBenefitAndEffectiveTaxRateBenefitDetails Income Tax - Summary Of Reconciliation Of The Federal Income Tax Rate(Benefit) And Effective Tax Rate(Benefit) (Details) Details 41 false false R42.htm 1042 - Disclosure - Subsequent Events - Additional Information (Details) Sheet http://Flame.com/role/SubsequentEventsAdditionalInformationDetails Subsequent Events - Additional Information (Details) Details 42 false false All Reports Book All Reports d791997ds1.htm soc-20230930.xsd soc-20230930_cal.xml soc-20230930_def.xml soc-20230930_lab.xml soc-20230930_pre.xml g791997g20n25.jpg http://fasb.org/us-gaap/2023 http://xbrl.sec.gov/dei/2023 true true JSON 61 MetaLinks.json IDEA: XBRL DOCUMENT { "version": "2.2", "instance": { "d791997ds1.htm": { "nsprefix": "soc", "nsuri": "http://Flame.com/20230930", "dts": { "inline": { "local": ["d791997ds1.htm"] }, "schema": { "local": ["soc-20230930.xsd"], "remote": ["http://www.xbrl.org/2003/xbrl-instance-2003-12-31.xsd", "http://www.xbrl.org/2003/xbrl-linkbase-2003-12-31.xsd", "http://www.xbrl.org/2003/xl-2003-12-31.xsd", "http://www.xbrl.org/2003/xlink-2003-12-31.xsd", "http://www.xbrl.org/2005/xbrldt-2005.xsd", "http://www.xbrl.org/2006/ref-2006-02-27.xsd", "http://www.xbrl.org/lrr/arcrole/factExplanatory-2009-12-16.xsd", "http://www.xbrl.org/lrr/role/negated-2009-12-16.xsd", "http://www.xbrl.org/lrr/role/net-2009-12-16.xsd", "http://www.xbrl.org/lrr/role/reference-2009-12-16.xsd", "https://www.xbrl.org/2020/extensible-enumerations-2.0.xsd", "https://www.xbrl.org/dtr/type/2020-01-21/types.xsd", "https://www.xbrl.org/dtr/type/2022-03-31/types.xsd", "https://xbrl.fasb.org/srt/2023/elts/srt-2023.xsd", "https://xbrl.fasb.org/srt/2023/elts/srt-roles-2023.xsd", "https://xbrl.fasb.org/srt/2023/elts/srt-types-2023.xsd", "https://xbrl.fasb.org/us-gaap/2023/elts/us-gaap-2023.xsd", "https://xbrl.fasb.org/us-gaap/2023/elts/us-roles-2023.xsd", "https://xbrl.fasb.org/us-gaap/2023/elts/us-types-2023.xsd", "https://xbrl.sec.gov/country/2023/country-2023.xsd", "https://xbrl.sec.gov/currency/2023/currency-2023.xsd", "https://xbrl.sec.gov/dei/2023/dei-2023.xsd", "https://xbrl.sec.gov/exch/2023/exch-2023.xsd", "https://xbrl.sec.gov/naics/2023/naics-2023.xsd", "https://xbrl.sec.gov/sic/2023/sic-2023.xsd", "https://xbrl.sec.gov/stpr/2023/stpr-2023.xsd"] }, "calculationLink": { "local": ["soc-20230930_cal.xml"] }, "definitionLink": { "local": ["soc-20230930_def.xml"] }, "labelLink": { "local": ["soc-20230930_lab.xml"] }, "presentationLink": { "local": ["soc-20230930_pre.xml"] } }, "keyStandard": 177, "keyCustom": 95, "axisStandard": 20, "axisCustom": 9, "memberStandard": 29, "memberCustom": 57, "hidden": { "total": 6, "http://Flame.com/20230930": 2, "http://fasb.org/us-gaap/2023": 2, "http://xbrl.sec.gov/dei/2023": 2 }, "contextCount": 442, "entityCount": 1, "segmentCount": 94, "elementCount": 497, "unitCount": 8, "baseTaxonomies": { "http://fasb.org/us-gaap/2023": 1068, "http://xbrl.sec.gov/dei/2023": 24 }, "report": { "R1": { "role": "http://Flame.com/role/CoverPage", "longName": "1001 - Document - Cover Page", "shortName": "Cover Page", "isDefault": "true", "groupType": "document", "subGroupType": "", "menuCat": "Cover", "order": "1", "firstAnchor": { "contextRef": "P01_01_2023To09_30_2023", "name": "dei:DocumentType", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": ["div", "div", "div", "div", "div", "div", "body", "html"], "reportCount": 1, "baseRef": "d791997ds1.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "P01_01_2023To09_30_2023", "name": "dei:DocumentType", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": ["div", "div", "div", "div", "div", "div", "body", "html"], "reportCount": 1, "baseRef": "d791997ds1.htm", "first": true, "unique": true } }, "R2": { "role": "http://Flame.com/role/CondensedBalanceSheets", "longName": "1002 - Statement - Condensed Balance Sheets", "shortName": "Condensed Balance Sheets", "isDefault": "false", "groupType": "statement", "subGroupType": "", "menuCat": "Statements", "order": "2", "firstAnchor": { "contextRef": "PAsOn09_30_2023", "name": "us-gaap:Cash", "unitRef": "Unit_USD", "xsiNil": "false", "lang": null, "decimals": "0", "ancestors": ["td", "tr", "table", "div", "div", "body", "html"], "reportCount": 1, "baseRef": "d791997ds1.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "PAsOn09_30_2023", "name": "us-gaap:Cash", "unitRef": "Unit_USD", "xsiNil": "false", "lang": null, "decimals": "0", "ancestors": ["td", "tr", "table", "div", "div", "body", "html"], "reportCount": 1, "baseRef": "d791997ds1.htm", "first": true, "unique": true } }, "R3": { "role": "http://Flame.com/role/CondensedBalanceSheetsParenthetical", "longName": "1003 - Statement - Condensed Balance Sheets (Parenthetical)", "shortName": "Condensed Balance Sheets (Parenthetical)", "isDefault": "false", "groupType": "statement", "subGroupType": "parenthetical", "menuCat": "Statements", "order": "3", "firstAnchor": { "contextRef": "PAsOn09_30_2023", "name": "us-gaap:TemporaryEquitySharesOutstanding", "unitRef": "Unit_shares", "xsiNil": "false", "lang": null, "decimals": "INF", "ancestors": ["div", "div", "td", "tr", "table", "div", "div", "body", "html"], "reportCount": 1, "baseRef": "d791997ds1.htm", "first": true }, "uniqueAnchor": null }, "R4": { "role": "http://Flame.com/role/CondensedStatementsOfOperations", "longName": "1004 - Statement - Condensed Statements of Operations", "shortName": "Condensed Statements of Operations", "isDefault": "false", "groupType": "statement", "subGroupType": "", "menuCat": "Statements", "order": "4", "firstAnchor": { "contextRef": "P07_01_2023To09_30_2023", "name": "soc:FormationAndOperatingCosts", "unitRef": "Unit_USD", "xsiNil": "false", "lang": null, "decimals": "0", "ancestors": ["td", "tr", "table", "div", "div", "div", "div", "body", "html"], "reportCount": 1, "baseRef": "d791997ds1.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "P07_01_2023To09_30_2023", "name": "soc:FormationAndOperatingCosts", "unitRef": "Unit_USD", "xsiNil": "false", "lang": null, "decimals": "0", "ancestors": ["td", "tr", "table", "div", "div", "div", "div", "body", "html"], "reportCount": 1, "baseRef": "d791997ds1.htm", "first": true, "unique": true } },*

```
"R5": { "role": "http://Flame.com/role/CondensedStatementsOfChangesInStockholdersDeficit", "longName": "1005 - Statement - Condensed Statements of Changes In Stockholders' Deficit", "shortName": "Condensed Statements of Changes In Stockholders' Deficit", "isDefault": "false", "groupType": "statement", "subGroupType": "", "menuCat": "Statements", "order": "5", "firstAnchor": { "contextRef": "PAsOn12_31_2020", "name": "us-gaap:StockholdersEquity", "unitRef": "Unit_USD", "xsiNil": "false", "lang": null, "decimals": "0", "ancestors": [ "div", "div", "td", "tr", "table", "div", "div", "div", "div", "body", "html" ], "reportCount": 1, "baseRef": "d791997ds1.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "PAsOn12_31_2020", "name": "us-gaap:StockholdersEquity", "unitRef": "Unit_USD", "xsiNil": "false", "lang": null, "decimals": "0", "ancestors": [ "div", "div", "td", "tr", "table", "div", "div", "div", "div", "div", "body", "html" ], "reportCount": 1, "baseRef": "d791997ds1.htm", "first": true, "unique": true } }, "R6": { "role": "http://Flame.com/role/CondensedStatementsOfCashFlows", "longName": "1006 - Statement - Condensed Statements of Cash Flows", "shortName": "Condensed Statements of Cash Flows", "isDefault": "false", "groupType": "statement", "subGroupType": "", "menuCat": "Statements", "order": "6", "firstAnchor": { "contextRef": "P01_01_2023To09_30_2023", "name": "us-gaap:NetIncomeLoss", "unitRef": "Unit_USD", "xsiNil": "false", "lang": null, "decimals": "0", "ancestors": [ "div", "div", "td", "tr", "table", "div", "div", "div", "div", "body", "html" ], "reportCount": 1, "baseRef": "d791997ds1.htm", "first": true }, "uniqueAnchor": { "contextRef": "P01_01_2023To09_30_2023", "name": "soc:InterestEarnedOnMarketableSecuritiesHeldInTrustAccount", "unitRef": "Unit_USD", "xsiNil": "false", "lang": null, "decimals": "0", "ancestors": [ "td", "tr", "table", "div", "div", "div", "div", "body", "html" ], "reportCount": 1, "baseRef": "d791997ds1.htm", "unique": true } }, "R7": { "role": "http://Flame.com/role/OrganizationAndBusinessOperations", "longName": "1007 - Disclosure - Organization, and Business Operations", "shortName": "Organization, and Business Operations", "isDefault": "false", "groupType": "disclosure", "subGroupType": "", "menuCat": "Notes", "order": "7", "firstAnchor": { "contextRef": "P01_01_2023To09_30_2023", "name": "us-gaap:OrganizationConsolidationBasisOfPresentationBusinessDescriptionAndAccountingPoliciesTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": [ "div", "div", "div", "div", "body", "html" ], "reportCount": 1, "baseRef": "d791997ds1.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "P01_01_2023To09_30_2023", "name": "us-gaap:OrganizationConsolidationBasisOfPresentationBusinessDescriptionAndAccountingPoliciesTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": [ "div", "div", "div", "div", "body", "html" ], "reportCount": 1, "baseRef": "d791997ds1.htm", "first": true, "unique": true } }, "R8": { "role": "http://Flame.com/role/SignificantAccountingPolicies", "longName": "1008 - Disclosure - Significant Accounting Policies", "shortName": "Significant Accounting Policies", "isDefault": "false", "groupType": "disclosure", "subGroupType": "", "menuCat": "Notes", "order": "8", "firstAnchor": { "contextRef": "P01_01_2023To09_30_2023", "name": "us-gaap:SignificantAccountingPoliciesTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": [ "div", "div", "div", "div", "body", "html" ], "reportCount": 1, "baseRef": "d791997ds1.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "P01_01_2023To09_30_2023", "name": "us-gaap:SignificantAccountingPoliciesTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": [ "div", "div", "div", "div", "body", "html" ], "reportCount": 1, "baseRef": "d791997ds1.htm", "first": true, "unique": true } }, "R9": { "role": "http://Flame.com/role/InitialPublicOffering", "longName": "1009 - Disclosure - Initial Public Offering", "shortName": "Initial Public Offering", "isDefault": "false", "groupType": "disclosure", "subGroupType": "", "menuCat": "Notes", "order": "9", "firstAnchor": { "contextRef": "P01_01_2023To09_30_2023", "name": "soc:InitialPublicOfferingTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": [ "div", "div", "div", "div", "body", "html" ], "reportCount": 1, "baseRef": "d791997ds1.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "P01_01_2023To09_30_2023", "name": "soc:InitialPublicOfferingTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": [ "div", "div", "div", "div", "body", "html" ], "reportCount": 1, "baseRef": "d791997ds1.htm", "first": true, "unique": true } }, "R10": { "role": "http://Flame.com/role/PrivatePlacementWarrants", "longName": "1010 - Disclosure - Private Placement Warrants", "shortName": "Private Placement Warrants", "isDefault": "false", "groupType": "disclosure", "subGroupType": "", "menuCat": "Notes", "order": "10", "firstAnchor": { "contextRef": "P01_01_2023To09_30_2023", "name": "us-gaap:OtherLiabilitiesDisclosureTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": [ "div", "div", "div", "div", "body", "html" ], "reportCount": 1, "baseRef": "d791997ds1.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "P01_01_2023To09_30_2023", "name": "us-gaap:OtherLiabilitiesDisclosureTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": [ "div", "div", "div", "div", "body", "html" ], "reportCount": 1, "baseRef": "d791997ds1.htm", "first": true, "unique": true } }, "R11": { "role": "http://Flame.com/role/RelatedPartyTransactions", "longName": "1011 - Disclosure - Related Party Transactions", "shortName": "Related Party Transactions", "isDefault": "false", "groupType": "disclosure", "subGroupType": "", "menuCat": "Notes", "order": "11", "firstAnchor": { "contextRef": "P01_01_2023To09_30_2023", "name": "us-gaap:RelatedPartyTransactionsDisclosureTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": [ "div", "div", "div", "div", "body", "html" ], "reportCount": 1, "baseRef": "d791997ds1.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "P01_01_2023To09_30_2023", "name": "us-gaap:RelatedPartyTransactionsDisclosureTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": [ "div", "div", "div", "div", "body", "html" ], "reportCount": 1, "baseRef": "d791997ds1.htm", "first": true, "unique": true } }, "R12": { "role": "http://Flame.com/role/CommitmentsAndContingencies", "longName": "1012 - Disclosure - Commitments And Contingencies", "shortName": "Commitments And Contingencies", "isDefault": "false", "groupType": "disclosure", "subGroupType": "", "menuCat": "Notes", "order": "12", "firstAnchor": { "contextRef": "P01_01_2023To09_30_2023", "name": "us-gaap:CommitmentsAndContingenciesDisclosureTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": [ "div", "div", "div", "div", "body", "html" ], "reportCount": 1, "baseRef": "d791997ds1.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "P01_01_2023To09_30_2023", "name": "us-gaap:CommitmentsAndContingenciesDisclosureTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": [ "div", "div", "div", "div", "body", "html" ], "reportCount": 1, "baseRef": "d791997ds1.htm", "first": true, "unique": true } }, "R13": { "role": "http://Flame.com/role/StockholdersDeficit", "longName": "1013 - Disclosure - Stockholders' Deficit", "shortName": "Stockholders' Deficit", "isDefault": "false", "groupType": "disclosure", "subGroupType": "", "menuCat": "Notes", "order": "13", "firstAnchor": { "contextRef": "P01_01_2023To09_30_2023", "name": "us-gaap:StockholdersEquityNoteDisclosureTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": [ "div", "div", "div", "div", "body", "html" ], "reportCount": 1, "baseRef": "d791997ds1.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "P01_01_2023To09_30_2023", "name": "us-gaap:StockholdersEquityNoteDisclosureTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": [ "div", "div", "div", "div", "body", "html" ], "reportCount": 1, "baseRef": "d791997ds1.htm", "first": true, "unique": true } }, "R14": { "role": "http://Flame.com/role/Warrants", "longName": "1014 - Disclosure - Warrants", "shortName": "Warrants", "isDefault": "false", "groupType": "disclosure", "subGroupType": "", "menuCat": "Notes", "order": "14", "firstAnchor": { "contextRef": "P01_01_2023To09_30_2023", "name": "soc:DisclosureOfWarrantsTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": [ "div", "div", "div", "div", "div", "body", "html" ], "reportCount": 1, "baseRef": "d791997ds1.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "P01_01_2023To09_30_2023", "name": "soc:DisclosureOfWarrantsTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": [ "div", "div", "div", "div", "div", "body", "html" ], "reportCount": 1, "baseRef": "d791997ds1.htm", "first": true, "unique": true } }, "R15": { "role": "http://Flame.com/role/FairValueMeasurements", "longName": "1015 - Disclosure - Fair Value Measurements", "shortName": "Fair Value Measurements", "isDefault": "false", "groupType": "disclosure", "subGroupType": "", "menuCat": "Notes", "order": "15", "firstAnchor": { "contextRef": "P01_01_2023To09_30_2023", "name": "us-gaap:FairValueDisclosuresTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": [ "div", "div", "div", "div", "div", "body", "html" ], "reportCount": 1, "baseRef": "d791997ds1.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "P01_01_2023To09_30_2023", "name": "us-gaap:FairValueDisclosuresTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": [ "div", "div", "div", "div", "div", "body", "html" ], "reportCount": 1, "baseRef": "d791997ds1.htm", "first": true, "unique": true } }, "R16": { "role": "http://Flame.com/role/IncomeTax", "longName": "1016 - Disclosure - Income Tax", "shortName": "Income Tax", "isDefault": "false", "groupType": "disclosure", "subGroupType": "", "menuCat": "Notes", "order": "16", "firstAnchor": { "contextRef": "P01_01_2022To12_31_2022", "name": "us-gaap:IncomeTaxDisclosureTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": [ "div", "div", "div", "div", "div", "body", "html" ], "reportCount": 1, "baseRef": "d791997ds1.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "P01_01_2022To12_31_2022", "name": "us-gaap:IncomeTaxDisclosureTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": [ "div", "div", "div", "div", "div", "body", "html" ], "reportCount": 1, "baseRef": "d791997ds1.htm", "first": true, "unique": true } }, "R17": { "role": "http://Flame.com/role/SubsequentEvents", "longName": "1017 - Disclosure - Subsequent Events", "shortName": "Subsequent Events", "isDefault": "false", "groupType": "disclosure", "subGroupType": "", "menuCat": "Notes", "order": "17", "firstAnchor": { "contextRef": "P01_01_2023To09_30_2023", "name": "us-gaap:SubsequentEventsTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": [ "div", "div", "div", "div", "body", "html" ], "reportCount": 1, "baseRef": "d791997ds1.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "P01_01_2023To09_30_2023", "name": "us-gaap:SubsequentEventsTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": [ "div", "div", "div", "div", "body", "html" ], "reportCount": 1, "baseRef": "d791997ds1.htm", "first": true, "unique": true } }, "R18": { "role": "http://Flame.com/role/SignificantAccountingPoliciesPolicies", "longName": "1018 - Disclosure - Significant Accounting Policies (Policies)", "shortName": "Significant Accounting Policies (Policies)", "isDefault": "false", "groupType": "disclosure", "subGroupType": "policies", "menuCat": "Policies", "order": "18", "firstAnchor": { "contextRef": "P01_01_2023To09_30_2023", "name": "us-gaap:BasisOfAccountingPolicyPolicyTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": [ "us-gaap:SignificantAccountingPoliciesTextBlock", "div", "div", "div", "div", "body", "html" ], "reportCount": 1, "baseRef": "d791997ds1.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "P01_01_2023To09_30_2023", "name": "us-gaap:BasisOfAccountingPolicyPolicyTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": [ "us-gaap:SignificantAccountingPoliciesTextBlock", "div", "div", "div", "div", "body", "html" ], "reportCount": 1, "baseRef": "d791997ds1.htm", "first": true, "unique": true } }, "R19": { "role": "http://Flame.com/role/SignificantAccountingPoliciesTables", "longName": "1019 - Disclosure - Significant Accounting Policies (Tables)", "shortName": "Significant Accounting Policies (Tables)", "isDefault": "false", "groupType": "disclosure", "subGroupType": "tables", "menuCat": "Tables", "order": "19", "firstAnchor": { "contextRef": "P01_01_2023To09_30_2023", "name": "us-gaap:TemporaryEquityTableTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": [ "ix:continuation", "ix:continuation", "div", "div", "div", "div", "body", "html" ], "reportCount": 1, "baseRef": "d791997ds1.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "P01_01_2023To09_30_2023", "name": "us-gaap:TemporaryEquityTableTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": [ "ix:continuation", "ix:continuation", "div", "div", "div", "div", "body", "html" ], "reportCount": 1, "baseRef": "d791997ds1.htm", "first": true, "unique": true } }, "R20": { "role": "http://Flame.com/role/RelatedPartyTransactionsTables", "longName": "1020 - Disclosure - Related Party Transactions (Tables)", "shortName": "Related Party Transactions (Tables)", "isDefault": "false", "groupType": "disclosure", "subGroupType": "tables", "menuCat": "Tables", "order": "20", "firstAnchor": { "contextRef": "P01_01_2023To09_30_2023", "name": "soc:ScheduleOfFairValueOfDebtInstrumentTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": [ "ix:continuation", "div", "div", "div", "div", "body", "html" ], "reportCount": 1, "baseRef": "d791997ds1.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "P01_01_2023To09_30_2023", "name": "soc:ScheduleOfFairValueOfDebtInstrumentTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": [ "ix:continuation", "div", "div", "div", "div", "body", "html" ], "reportCount": 1, "baseRef": "d791997ds1.htm", "first": true, "unique": true } }, "R21": { "role": "http://Flame.com/role/FairValueMeasurementsTables", "longName": "1021 - Disclosure - Fair Value Measurements (Tables)", "shortName": "Fair Value Measurements (Tables)", "isDefault": "false", "groupType": "disclosure", "subGroupType": "tables", "menuCat": "Tables", "order": "21", "firstAnchor": { "contextRef": "P01_01_2023To09_30_2023", "name": "us-gaap:ScheduleOfFairValueAssetsAndLiabilitiesMeasuredOnRecurringBasisTableTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": [ "ix:continuation", "div", "div", "div", "div", "body", "html" ], "reportCount": 1, "baseRef": "d791997ds1.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "P01_01_2023To09_30_2023", "name": "us-gaap:ScheduleOfFairValueAssetsAndLiabilitiesMeasuredOnRecurringBasisTableTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": [ "ix:continuation", "div", "div", "div", "div", "body", "html" ], "reportCount": 1, "baseRef": "d791997ds1.htm", "first": true, "unique": true } }, "R22": { "role": "http://Flame.com/role/IncomeTaxTables", "longName": "1022 - Disclosure - Income Tax (Tables)", "shortName": "Income Tax (Tables)", "isDefault": "false", "groupType": "disclosure", "subGroupType": "tables", "menuCat": "Tables", "order": "22", "firstAnchor": { "contextRef": "P01_01_2022To12_31_2022", "name": "us-gaap:ScheduleOfDeferredTaxAssetsAndLiabilitiesTableTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": [ "ix:continuation", "div", "div", "div", "div", "div", "body", "html" ], "reportCount": 1, "baseRef": "d791997ds1.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "P01_01_2022To12_31_2022", "name": "us-gaap:ScheduleOfDeferredTaxAssetsAndLiabilitiesTableTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": [ "ix:continuation", "div", "div", "div", "div", "div", "body", "html" ], "reportCount": 1, "baseRef": "d791997ds1.htm", "first": true, "unique": true } }, "R23": { "role": "http://Flame.com/role/OrganizationAndBusinessOperationsAdditionalInformationDetails", "longName": "1023 - Disclosure - Organization and Business Operations - Additional Information (Details)", "shortName": "Organization and Business Operations - Additional Information (Details)", "isDefault": "false", "groupType": "disclosure", "subGroupType": "details", "menuCat": "Details", "order": "23", "firstAnchor": { "contextRef": "P01_01_2022To12_31_2022", "name": "us-gaap:ProceedsFromIssuanceInitialPublicOffering", "unitRef": "Unit_USD", "xsiNil": "false", "lang": null, "decimals": "0", "ancestors": [ "td", "tr", "table", "div", "div", "div", "div", "body", "html" ], "reportCount": 1, "baseRef": "d791997ds1.htm", "first": true }, "uniqueAnchor": { "contextRef": "P03_01_2021To03_01_2021", "name": "soc:RestrictedInvestmentsTerm", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": [ "div", "ix:continuation", "div", "div", "div", "div", "body", "html" ], "reportCount": 1, "baseRef": "d791997ds1.htm", "unique": true } }, "R24": { "role":
```

```
"http://Flame.com/role/SignificantAccountingPoliciesAdditionalInformationDetails", "longName": "1024 - Disclosure - Significant Accounting Policies - Additional Information (Details)", "shortName": "Significant Accounting Policies - Additional Information (Details)", "isDefault": "false", "groupType": "disclosure", "subGroupType": "details", "menuCat": "Details", "order": "24", "firstAnchor": { "contextRef": "PAsOn12_31_2022", "name": "us-gaap:MarketableSecurities", "unitRef": "Unit_USD", "xsiNil": "false", "lang": null, "decimals": "0", "ancestors": [ "div", "us-gaap:MarketableSecuritiesPolicy", "ix:continuation", "div", "div", "div", "body", "html" ], "reportCount": 1, "baseRef": "d791997ds1.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "PAsOn12_31_2022", "name": "us-gaap:MarketableSecurities", "unitRef": "Unit_USD", "xsiNil": "false", "lang": null, "decimals": "0", "ancestors": [ "div", "us-gaap:MarketableSecuritiesPolicy", "ix:continuation", "div", "div", "div", "div", "body", "html" ], "reportCount": 1, "baseRef": "d791997ds1.htm", "first": true, "unique": true } }, "R25": { "role": "http://Flame.com/role/SignificantAccountingPoliciesSummaryOfReconciledTheClassAOrdinarySharesDetails", "longName": "1025 - Disclosure - Significant Accounting Policies - Summary of Reconciled the Class A Ordinary Shares (Details)", "shortName": "Significant Accounting Policies - Summary of Reconciled the Class A Ordinary Shares (Details)", "isDefault": "false", "groupType": "disclosure", "subGroupType": "details", "menuCat": "Details", "order": "25", "firstAnchor": { "contextRef": "PAsOn12_31_2022", "name": "us-gaap:TemporaryEquitySharesIssued", "unitRef": "Unit_shares", "xsiNil": "false", "lang": null, "decimals": "0", "ancestors": [ "td", "tr", "table", "us-gaap:TemporaryEquityTableTextBlock", "ix:continuation", "ix:continuation", "div", "div", "div", "div", "body", "html" ], "reportCount": 1, "baseRef": "d791997ds1.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "PAsOn12_31_2022", "name": "us-gaap:TemporaryEquitySharesIssued", "unitRef": "Unit_shares", "xsiNil": "false", "lang": null, "decimals": "0", "ancestors": [ "td", "tr", "table", "us-gaap:TemporaryEquityTableTextBlock", "ix:continuation", "ix:continuation", "div", "div", "div", "div", "body", "html" ], "reportCount": 1, "baseRef": "d791997ds1.htm", "first": true, "unique": true } }, "R26": { "role": "http://Flame.com/role/SignificantAccountingPoliciesSummaryOfNetIncomePerShareOfCommonStockDetails", "longName": "1026 - Disclosure - Significant Accounting Policies - Summary of Net Income Per Share of Common Stock (Details)", "shortName": "Significant Accounting Policies - Summary of Net Income Per Share of Common Stock (Details)", "isDefault": "false", "groupType": "disclosure", "subGroupType": "details", "menuCat": "Details", "order": "26", "firstAnchor": { "contextRef": "P07_01_2023To09_30_2023_CommonClassAMemberusgaapStatementClassOfStockAxis_RedeemableCommonStockMember5OCClassificationOfCommonStockBasedOnRede
"name": "us-gaap:TemporaryEquityNetIncome", "unitRef": "Unit_USD", "xsiNil": "false", "lang": null, "decimals": "0", "ancestors": [ "td", "tr", "table", "us-gaap:ScheduleOfEarningsPerShareBasicAndDilutedTableTextBlock", "ix:continuation", "ix:continuation", "div", "div", "div", "div", "body", "html" ], "reportCount": 1, "baseRef": "d791997ds1.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "P07_01_2023To09_30_2023_CommonClassAMemberusgaapStatementClassOfStockAxis_RedeemableCommonStockMember5OCClassificationOfCommonStockBasedOnRede
"name": "us-gaap:TemporaryEquityNetIncome", "unitRef": "Unit_USD", "xsiNil": "false", "lang": null, "decimals": "0", "ancestors": [ "td", "tr", "table", "us-gaap:ScheduleOfEarningsPerShareBasicAndDilutedTableTextBlock", "ix:continuation", "ix:continuation", "div", "div", "div", "div", "body", "html" ], "reportCount": 1, "baseRef": "d791997ds1.htm", "first": true, "unique": true } }, "R27": { "role": "http://Flame.com/role/InitialPublicOfferingAdditionalInformationDetails", "longName": "1027 - Disclosure - Initial Public Offering - Additional Information (Details)", "shortName": "Initial Public Offering - Additional Information (Details)", "isDefault": "false", "groupType": "disclosure", "subGroupType": "details", "menuCat": "Details", "order": "27", "firstAnchor": { "contextRef": "PAsOn09_30_2023", "name": "soc:NumberOfCommonStocksPerUnit", "unitRef": "Unit_shares", "xsiNil": "false", "lang": null, "decimals": "0", "ancestors": [ "div", "soc:InitialPublicOfferingTextBlock", "div", "div", "div", "body", "html" ], "reportCount": 1, "baseRef": "d791997ds1.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "PAsOn09_30_2023", "name": "soc:NumberOfCommonStocksPerUnit", "unitRef": "Unit_shares", "xsiNil": "false", "lang": null, "decimals": "0", "ancestors": [ "div", "soc:InitialPublicOfferingTextBlock", "div", "div", "div", "div", "body", "html" ], "reportCount": 1, "baseRef": "d791997ds1.htm", "first": true, "unique": true } }, "R28": { "role": "http://Flame.com/role/PrivatePlacementWarrantsAdditionalInformationDetails", "longName": "1028 - Disclosure - Private Placement Warrants - Additional Information (Details)", "shortName": "Private Placement Warrants - Additional Information (Details)", "isDefault": "false", "groupType": "disclosure", "subGroupType": "details", "menuCat": "Details", "order": "28", "firstAnchor": { "contextRef": "P01_01_2021To12_31_2021_PrivatePlacementWarrantsMemberusgaapClassOfWarrantOrRightAxis", "name": "us-gaap:AdjustmentsToAdditionalPaidInCapitalWarrantIssued", "unitRef": "Unit_USD", "xsiNil": "false", "lang": null, "decimals": "0", "ancestors": [ "td", "tr", "table", "div", "div", "div", "div", "div", "body", "html" ], "reportCount": 1, "baseRef": "d791997ds1.htm", "first": true }, "uniqueAnchor": { "contextRef": "PAsOn09_30_2023_PrivatePlacementMemberusgaapSubsidiarySaleOfStockAxis", "name": "soc:ClassOfWarrantOrRightNumberOfWarrantsIssued", "unitRef": "Unit_shares", "xsiNil": "false", "lang": null, "decimals": "INF", "ancestors": [ "div", "us-gaap:OtherLiabilitiesDisclosureTextBlock", "div", "div", "div", "div", "body", "html" ], "reportCount": 1, "baseRef": "d791997ds1.htm", "unique": true } }, "R29": { "role": "http://Flame.com/role/RelatedPartyTransactionsScheduleOfFairValueOfDebtInstrumentDetails", "longName": "1029 - Disclosure - Related Party Transactions - Schedule Of Fair Value Of Debt Instrument (Details)", "shortName": "Related Party Transactions - Schedule Of Fair Value Of Debt Instrument (Details)", "isDefault": "false", "groupType": "disclosure", "subGroupType": "details", "menuCat": "Details", "order": "29", "firstAnchor": { "contextRef": "PAsOn09_30_2023_ConveribleNotesMemberusgaapDebtInstrumentAxis", "name": "us-gaap:DebtInstrumentFairValue", "unitRef": "Unit_USD", "xsiNil": "false", "lang": null, "decimals": "0", "ancestors": [ "div", "div", "td", "tr", "table", "soc:ScheduleOfFairValueOfDebtInstrumentTextBlock", "ix:continuation", "div", "div", "div", "div", "body", "html" ], "reportCount": 1, "baseRef": "d791997ds1.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "PAsOn09_30_2023_ConveribleNotesMemberusgaapDebtInstrumentAxis", "name": "us-gaap:DebtInstrumentFairValue", "unitRef": "Unit_USD", "xsiNil": "false", "lang": null, "decimals": "0", "ancestors": [ "div", "div", "td", "tr", "table", "soc:ScheduleOfFairValueOfDebtInstrumentTextBlock", "ix:continuation", "div", "div", "div", "div", "body", "html" ], "reportCount": 1, "baseRef": "d791997ds1.htm", "first": true, "unique": true } }, "R30": { "role": "http://Flame.com/role/RelatedPartyTransactionsAdditionalInformationDetails", "longName": "1030 - Disclosure - Related Party Transactions - Additional Information (Details)", "shortName": "Related Party Transactions - Additional Information (Details)", "isDefault": "false", "groupType": "disclosure", "subGroupType": "details", "menuCat": "Details", "order": "30", "firstAnchor": { "contextRef": "P01_01_2023To09_30_2023", "name": "us-gaap:RelatedPartyTransactionTermsAndMannerOfSettlement", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": [ "div", "ix:continuation", "div", "div", "div", "div", "body", "html" ], "reportCount": 1, "baseRef": "d791997ds1.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "P01_01_2023To09_30_2023", "name": "us-gaap:RelatedPartyTransactionTermsAndMannerOfSettlement", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": [ "div", "ix:continuation", "div", "div", "div", "div", "body", "html" ], "reportCount": 1, "baseRef": "d791997ds1.htm", "first": true, "unique": true } }, "R31": { "role": "http://Flame.com/role/CommitmentsAndContingenciesAdditionalInformationDetails", "longName": "1031 - Disclosure - Commitments And Contingencies - Additional Information (Details)", "shortName": "Commitments And Contingencies - Additional Information (Details)", "isDefault": "false", "groupType": "disclosure", "subGroupType": "details", "menuCat": "Details", "order": "31", "firstAnchor": { "contextRef": "PAsOn09_30_2023", "name": "soc:UnderwritingDiscountPerShare", "unitRef": "Unit_USD_per_Share", "xsiNil": "false", "lang": null, "decimals": "2", "ancestors": [ "div", "ix:continuation", "div", "div", "div", "div", "body", "html" ], "reportCount": 1, "baseRef": "d791997ds1.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "PAsOn09_30_2023", "name": "soc:UnderwritingDiscountPerShare", "unitRef": "Unit_USD_per_Share", "xsiNil": "false", "lang": null, "decimals": "2", "ancestors": [ "div", "ix:continuation", "div", "div", "div", "div", "body", "html" ], "reportCount": 1, "baseRef": "d791997ds1.htm", "first": true, "unique": true } }, "R32": { "role": "http://Flame.com/role/StockholdersDeficitAdditionalInformationDetails", "longName": "1032 - Disclosure - Stockholders' Deficit - Additional Information (Details)", "shortName": "Stockholders' Deficit - Additional Information (Details)", "isDefault": "false", "groupType": "disclosure", "subGroupType": "details", "menuCat": "Details", "order": "32", "firstAnchor": { "contextRef": "PAsOn09_30_2023", "name": "us-gaap:PreferredStockParOrStatedValuePerShare", "unitRef": "Unit_USD_per_Share", "xsiNil": "false", "lang": null, "decimals": "INF", "ancestors": [ "us-gaap:PreferredStockParOrStatedValuePerShare", "div", "div", "td", "tr", "table", "div", "div", "body", "html" ], "reportCount": 1, "baseRef": "d791997ds1.htm", "first": true }, "uniqueAnchor": { "contextRef": "P01_01_2022To12_31_2022_CommonClassAMemberusgaapStatementClassOfStockAxis", "name": "us-gaap:CommonStockVotingRights", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": [ "us-gaap:CommonStockVotingRights", "div", "ix:continuation", "div", "div", "div", "div", "body", "html" ], "reportCount": 1, "baseRef": "d791997ds1.htm", "unique": true } }, "R33": { "role": "http://Flame.com/role/WarrantsAdditionalInformationDetails", "longName": "1033 - Disclosure - Warrants - Additional Information (Details)", "shortName": "Warrants - Additional Information (Details)", "isDefault": "false", "groupType": "disclosure", "subGroupType": "details", "menuCat": "Details", "order": "33", "firstAnchor": { "contextRef": "PAsOn03_24_2023_MaximumMembersrtRangeAxis_WorkingCapitalLoanMemberusgaapRelatedPartyTransactionAxis", "name": "us-gaap:DebtInstrumentConvertibleCarryingAmountOfTheEquityComponent", "unitRef", "Unit_USD", "xsiNil": "false", "lang": null, "decimals": "0", "ancestors": [ "div", "ix:continuation", "div", "div", "div", "div", "div", "body", "html" ], "reportCount": 1, "baseRef": "d791997ds1.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "PAsOn03_24_2023_MaximumMembersrtRangeAxis_WorkingCapitalLoanMemberusgaapRelatedPartyTransactionAxis", "name": "us-gaap:DebtInstrumentConvertibleCarryingAmountOfTheEquityComponent", "unitRef": "Unit_USD", "xsiNil": "false", "lang": null, "decimals": "0", "ancestors": [ "div", "ix:continuation", "div", "div", "div", "div", "div", "body", "html" ], "reportCount": 1, "baseRef": "d791997ds1.htm", "first": true, "unique": true } }, "R34": { "role": "http://Flame.com/role/FairValueMeasurementsScheduleOfAssetsMeasuredAtFairValueOnARecurringBasisDetails", "longName": "1034 - Disclosure - Fair Value Measurements - Schedule of Assets Measured at Fair Value on a Recurring Basis (Details)", "shortName": "Fair Value Measurements - Schedule of Assets Measured at Fair Value on a Recurring Basis (Details)", "isDefault": "false", "groupType": "disclosure", "subGroupType": "details", "menuCat": "Details", "order": "34", "firstAnchor": { "contextRef": "PAsOn09_30_2023", "name": "us-gaap:AssetsHeldInTrustNoncurrent", "unitRef": "Unit_USD", "xsiNil": "false", "lang": null, "decimals": "0", "ancestors": [ "td", "tr", "table", "div", "div", "body", "html" ], "reportCount": 1, "baseRef": "d791997ds1.htm", "first": true }, "uniqueAnchor": { "contextRef": "PAsOn09_30_2023_FairValueInputsLevel1MemberusgaapFairValueByFairValueHierarchyLevelAxis_FairValueMeasurementsRecurringMemberusgaapFairValueByMeasuren
"name": "us-gaap:LiabilitiesFairValueDisclosure", "unitRef": "Unit_USD", "xsiNil": "false", "lang": null, "decimals": "0", "ancestors": [ "td", "tr", "table", "us-gaap:ScheduleOfFairValueAssetsAndLiabilitiesMeasuredOnRecurringBasisTableTextBlock", "ix:continuation", "div", "div", "div", "div", "div", "body", "html" ], "reportCount": 1, "baseRef": "d791997ds1.htm", "unique": true } }, "R35": { "role": "http://Flame.com/role/FairValueMeasurementsScheduleOfFairValueMeasurementsUsingMonteCarloSimulationModelDetails", "longName": "1035 - Disclosure - Fair Value Measurements - Schedule of Fair Value Measurements Using Monte Carlo Simulation Model (Details)", "shortName": "Fair Value Measurements - Schedule of Fair Value Measurements Using Monte Carlo Simulation Model (Details)", "isDefault": "false", "groupType": "disclosure", "subGroupType": "details", "menuCat": "Details", "order": "35", "firstAnchor": { "contextRef": "PAsOn09_30_2023_FairValueInputsLevel3MemberusgaapFairValueByFairValueHierarchyLevelAxis_MeasurementInputExercisePriceMemberusgaapMeasurementInputType
"name": "us-gaap:WarrantsAndRightsOutstandingMeasurementInput", "unitRef": "Unit_pure", "xsiNil": "false", "lang": null, "decimals": "2", "ancestors": [ "td", "tr", "table", "us-gaap:FairValueAssetsAndLiabilitiesMeasuredOnRecurringAndNonrecurringBasisValuationTechniquesTableTextBlock", "ix:continuation", "div", "div", "div", "div", "div", "body", "html" ], "reportCount": 1, "baseRef": "d791997ds1.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "PAsOn09_30_2023_FairValueInputsLevel3MemberusgaapFairValueByFairValueHierarchyLevelAxis_MeasurementInputExercisePriceMemberusgaapMeasurementInputType
"name": "us-gaap:WarrantsAndRightsOutstandingMeasurementInput", "unitRef": "Unit_pure", "xsiNil": "false", "lang": null, "decimals": "2", "ancestors": [ "td", "tr", "table", "us-gaap:FairValueAssetsAndLiabilitiesMeasuredOnRecurringAndNonrecurringBasisValuationTechniquesTableTextBlock", "ix:continuation", "div", "div", "div", "div", "div", "body", "html" ], "reportCount": 1, "baseRef": "d791997ds1.htm", "first": true, "unique": true } }, "R36": { "role": "http://Flame.com/role/FairValueMeasurementsScheduleOfChangesInTheFairValueOfWarrantLiabilitiesDetails", "longName": "1036 - Disclosure - Fair Value Measurements - Schedule of Changes in the Fair Value of Warrant Liabilities (Details)", "shortName": "Fair Value Measurements - Schedule of Changes in the Fair Value of Warrant Liabilities (Details)", "isDefault": "false", "groupType": "disclosure", "subGroupType": "details", "menuCat": "Details", "order": "36", "firstAnchor": { "contextRef": "P01_01_2023To09_30_2023", "name": "us-gaap:ProceedsFromConvertibleDebt", "unitRef": "Unit_USD", "xsiNil": "false", "lang": null, "decimals": "0", "ancestors": [ "td", "tr", "table", "div", "div", "div", "div", "body", "html" ], "reportCount": 1, "baseRef": "d791997ds1.htm", "first": true }, "uniqueAnchor": { "contextRef": "PAsOn12_31_2020_ConvertiblePromissoryNotesRelatedPartiesMemberusgaapFinancialInstrumentAxis", "name": "us-gaap:FairValueMeasurementWithUnobservableInputsReconciliationsRecurringBasisLiabilityValue", "unitRef": "Unit_USD", "xsiNil": "false", "lang": null, "decimals": "0", "ancestors": [ "div", "div", "td", "tr", "table", "us-gaap:FairValueLiabilitiesMeasuredOnRecurringBasisUnobservableInputReconciliationTextBlock", "ix:continuation", "div", "div", "div", "div", "div", "body", "html" ], "reportCount": 1, "baseRef": "d791997ds1.htm", "unique": true } }, "R37": { "role": "http://Flame.com/role/FairValueMeasurementsAdditionalInformationDetails", "longName": "1037 - Disclosure - Fair Value Measurements - Additional Information (Details)", "shortName": "Fair Value Measurements - Additional Information (Details)", "isDefault": "false", "groupType": "disclosure", "subGroupType": "details", "menuCat": "Details", "order": "37", "firstAnchor": { "contextRef": "PAsOn09_30_2023", "name": "us-gaap:AssetsHeldInTrustNoncurrent", "unitRef": "Unit_USD", "xsiNil": "false", "lang": null, "decimals": "0", "ancestors": [ "td", "tr", "table", "div", "div", "body", "html" ], "reportCount": 1, "baseRef": "d791997ds1.htm", "first": true },
```

```
"uniqueAnchor": { "contextRef": "P07_01_2023To09_30_2023_FairValueInputsLevel12And3MemberusgaapFairValueByFairValueHierarchyLevelAxis_PromissoryNoteMemberusgaapFinancialInstrumentAxis" "name": "us-gaap:FairValueNetDerivativeAssetLiabilityMeasuredOnRecurringBasisUnobservableInputsReconciliationTransfersNet", "unitRef": "Unit_USD", "xsiNil": "false", "lang": null, "decimals": "0", "ancestors": [ "div", "ix:continuation", "div", "div", "div", "div", "body", "html" ], "reportCount": 1, "baseRef": "d791997ds1.htm", "unique": true } }, "R38": { "role": "http://Flame.com/role/IncomeTaxAdditionalInformationDetails", "longName": "1038 - Disclosure - Income Tax - Additional Information (Details)", "shortName": "Income Tax - Additional Information (Details)", "isDefault": "false", "groupType": "disclosure", "subGroupType": "details", "menuCat": "Details", "order": "38", "firstAnchor": { "contextRef": "P01_01_2022To12_31_2022", "name": "us-gaap:ValuationAllowanceDeferredTaxAssetChangeInAmount", "unitRef": "Unit_USD", "xsiNil": "false", "lang": null, "decimals": "0", "ancestors": [ "div", "ix:continuation", "div", "div", "div", "div", "div", "body", "html" ], "reportCount": 1, "baseRef": "d791997ds1.htm", "first": true }, "uniqueAnchor": { "contextRef": "PAsOn12_31_2022", "name": "us-gaap:UnrecognizedTaxBenefits", "unitRef": "Unit_USD", "xsiNil": "false", "lang": null, "decimals": "0", "ancestors": [ "us-gaap:UnrecognizedTaxBenefits", "div", "ix:continuation", "div", "div", "div", "div", "body", "html" ], "reportCount": 1, "baseRef": "d791997ds1.htm", "unique": true } }, "R39": { "role": "http://Flame.com/role/IncomeTaxSummaryOfNetDeferredTaxAssetsDetails", "longName": "1039 - Disclosure - Income Tax - Summary of Net Deferred Tax Assets (Details)", "shortName": "Income Tax - Summary of Net Deferred Tax Assets (Details)", "isDefault": "false", "groupType": "disclosure", "subGroupType": "details", "menuCat": "Details", "order": "39", "firstAnchor": { "contextRef": "PAsOn12_31_2022", "name": "soc:DeferredTaxAssetsOrganizationalcosts", "unitRef": "Unit_USD", "xsiNil": "false", "lang": null, "decimals": "0", "ancestors": [ "td", "tr", "table", "us-gaap:ScheduleOfDeferredTaxAssetsAndLiabilitiesTableTextBlock", "ix:continuation", "div", "div", "div", "div", "div", "body", "html" ], "reportCount": 1, "baseRef": "d791997ds1.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "PAsOn12_31_2022", "name": "soc:DeferredTaxAssetsOrganizationalcosts", "unitRef": "Unit_USD", "xsiNil": "false", "lang": null, "decimals": "0", "ancestors": [ "td", "tr", "table", "us-gaap:ScheduleOfDeferredTaxAssetsAndLiabilitiesTableTextBlock", "ix:continuation", "div", "div", "div", "div", "div", "body", "html" ], "reportCount": 1, "baseRef": "d791997ds1.htm", "first": true, "unique": true } }, "R40": { "role": "http://Flame.com/role/IncomeTaxSummaryOfIncomeTaxProvisionDetails", "longName": "1040 - Disclosure - Income Tax - Summary Of Income Tax Provision (Details)", "shortName": "Income Tax - Summary Of Income Tax Provision (Details)", "isDefault": "false", "groupType": "disclosure", "subGroupType": "details", "menuCat": "Details", "order": "40", "firstAnchor": { "contextRef": "P01_01_2022To12_31_2022", "name": "us-gaap:CurrentFederalTaxExpenseBenefit", "unitRef": "Unit_USD", "xsiNil": "false", "lang": null, "decimals": "0", "ancestors": [ "td", "tr", "table", "us-gaap:ScheduleOfComponentsOfIncomeTaxExpenseBenefitTableTextBlock", "ix:continuation", "div", "div", "div", "div", "body", "html" ], "reportCount": 1, "baseRef": "d791997ds1.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "P01_01_2022To12_31_2022", "name": "us-gaap:CurrentFederalTaxExpenseBenefit", "unitRef": "Unit_USD", "xsiNil": "false", "lang": null, "decimals": "0", "ancestors": [ "td", "tr", "table", "us-gaap:ScheduleOfComponentsOfIncomeTaxExpenseBenefitTableTextBlock", "ix:continuation", "div", "div", "div", "div", "body", "html" ], "reportCount": 1, "baseRef": "d791997ds1.htm", "first": true, "unique": true } }, "R41": { "role": "http://Flame.com/role/IncomeTaxSummaryOfReconciliationOfTheFederalIncomeTaxRateBenefitAndEffectiveTaxRateBenefitDetails", "longName": "1041 - Disclosure - Income Tax - Summary Of Reconciliation Of The Federal Income Tax Rate(Benefit) And Effective Tax Rate(Benefit) (Details)", "shortName": "Income Tax - Summary Of Reconciliation Of The Federal Income Tax Rate(Benefit) And Effective Tax Rate(Benefit) (Details)", "isDefault": "false", "groupType": "disclosure", "subGroupType": "details", "menuCat": "Details", "order": "41", "firstAnchor": { "contextRef": "P07_01_2023To09_30_2023", "name": "us-gaap:EffectiveIncomeTaxRateReconciliationAtFederalStatutoryIncomeTaxRate", "unitRef": "Unit_pure", "xsiNil": "false", "lang": null, "decimals": "2", "ancestors": [ "us-gaap:EffectiveIncomeTaxRateReconciliationAtFederalStatutoryIncomeTaxRate", "div", "us-gaap:IncomeTaxPolicyTextBlock", "ix:continuation", "div", "div", "div", "div", "body", "html" ], "reportCount": 1, "baseRef": "d791997ds1.htm", "first": true }, "uniqueAnchor": { "contextRef": "P01_01_2022To12_31_2022", "name": "us-gaap:EffectiveIncomeTaxRateReconciliationChangeInDeferredTaxAssetsValuationAllowance", "unitRef": "Unit_pure", "xsiNil": "false", "lang": null, "decimals": "3", "ancestors": [ "td", "tr", "table", "us-gaap:ScheduleOfEffectiveIncomeTaxRateReconciliationTableTextBlock", "ix:continuation", "div", "div", "div", "body", "html" ], "reportCount": 1, "baseRef": "d791997ds1.htm", "unique": true } }, "R42": { "role": "http://Flame.com/role/SubsequentEventsAdditionalInformationDetails", "longName": "1042 - Disclosure - Subsequent Events - Additional Information (Details)", "shortName": "Subsequent Events - Additional Information (Details)", "isDefault": "false", "groupType": "disclosure", "subGroupType": "details", "menuCat": "Details", "order": "42", "firstAnchor": { "contextRef": "PAsOn09_30_2023", "name": "us-gaap:TemporaryEquitySharesOutstanding", "unitRef": "Unit_shares", "xsiNil": "false", "lang": null, "decimals": "INF", "ancestors": [ "div", "div", "td", "tr", "table", "div", "div", "body", "html" ], "reportCount": 1, "baseRef": "d791997ds1.htm", "first": true }, "uniqueAnchor": null } }, "tag": { "us-gaap_AccountingPoliciesAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "AccountingPoliciesAbstract", "lang": { "en-us": { "role": { "label": "Accounting Policies [Abstract]" } } }, "auth_ref": [] }, "soc_AccountsPayableAndAccruedExpensesByBillingStatusTypeAxis": { "xbrltype": "stringItemType", "nsuri": "http://Flame.com/20230930", "localname": "AccountsPayableAndAccruedExpensesByBillingStatusTypeAxis", "presentation": [ "http://Flame.com/role/CommitmentsAndContingenciesAdditionalInformationDetails" ], "lang": { "en-us": { "role": { "label": "Accounts Payable and Accrued Expenses by Billing Status Type [Axis]", "documentation": "Accounts Payable and Accrued Expenses by Billing Status Type." } } }, "auth_ref": [] }, "us-gaap_AccruedIncomeTaxesCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "AccruedIncomeTaxesCurrent", "crdr": "credit", "calculation": { "http://Flame.com/role/CondensedBalanceSheets": { "parentTag": "us-gaap_LiabilitiesCurrent", "weight": 1.0, "order": 9.0 } }, "presentation": [ "http://Flame.com/role/CondensedBalanceSheets" ], "lang": { "en-us": { "role": { "label": "Accrued Income Taxes, Current", "terseLabel": "Income taxes payable", "documentation": "Carrying amount as of the balance sheet date of the unpaid sum of the known and estimated amounts payable to satisfy all currently due domestic and foreign income tax obligations." } } }, "auth_ref": [ "r77", "r112" ] }, "us-gaap_AccruedLiabilitiesCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "AccruedLiabilitiesCurrent", "crdr": "credit", "calculation": { "http://Flame.com/role/CondensedBalanceSheets": { "parentTag": "us-gaap_LiabilitiesCurrent", "weight": 1.0, "order": 8.0 } }, "presentation": [ "http://Flame.com/role/CondensedBalanceSheets" ], "lang": { "en-us": { "role": { "label": "Accrued Liabilities, Current", "terseLabel": "Accounts payable and accrued expenses", "documentation": "Carrying value as of the balance sheet date of obligations incurred and payable, pertaining to costs that are statutory in nature, are incurred on contractual obligations, or accumulate over time and for which invoices have not yet been received or will not be rendered. Examples include taxes, interest, rent and utilities. Used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle if longer)." } } }, "auth_ref": [ "r20" ] }, "us-gaap_AdditionalPaidInCapital": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "AdditionalPaidInCapital", "crdr": "credit", "calculation": { "http://Flame.com/role/CondensedBalanceSheets": { "parentTag": "us-gaap_StockholdersEquity", "weight": 1.0, "order": 16.0 } }, "presentation": [ "http://Flame.com/role/CondensedBalanceSheets" ], "lang": { "en-us": { "role": { "label": "Additional Paid in Capital", "terseLabel": "Additional paid-in capital", "documentation": "Amount of excess of issue price over par or stated value of stock and from other transaction involving stock or stockholder. Includes, but is not limited to, additional paid-in capital (APIC) for common and preferred stock." } } }, "auth_ref": [ "r81", "r637", "r717" ] }, "us-gaap_AdditionalPaidInCapitalMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "AdditionalPaidInCapitalMember", "presentation": [ "http://Flame.com/role/CondensedStatementsOfChangesInStockholdersDeficit" ], "lang": { "en-us": { "role": { "label": "Additional Paid-in Capital [Member]", "terseLabel": "Additional Paid-in Capital [Member]", "documentation": "Excess of issue price over par or stated value of the entity's capital stock and amounts received from other transactions involving the entity's stock or stockholders." } } }, "auth_ref": [ "r313", "r314", "r315", "r512", "r673", "r674", "r675", "r698", "r718" ] }, "dei_AddressTypeDomain": { "xbrltype": "domainItemType", "nsuri": "http://xbrl.sec.gov/dei/2023", "localname": "AddressTypeDomain", "presentation": [ "http://Flame.com/role/CoverPage" ], "lang": { "en-us": { "role": { "label": "Address Type [Domain]", "documentation": "An entity may have several addresses for different purposes and this domain represents all such types." } } }, "auth_ref": [] }, "soc_AdjustmentToAdditionalPaidInCapitalUnderwritingDiscount": { "xbrltype": "monetaryItemType", "nsuri": "http://Flame.com/20230930", "localname": "AdjustmentToAdditionalPaidInCapitalUnderwritingDiscount", "crdr": "debit", "presentation": [ "http://Flame.com/role/CommitmentsAndContingenciesAdditionalInformationDetails" ], "lang": { "en-us": { "role": { "label": "Adjustment To Additional Paid In Capital Underwriting Discount", "terseLabel": "Adjustment to additional paid in capital underwriting discount", "documentation": "Adjustment to additional paid in capital underwriting discount." } } }, "auth_ref": [] }, "us-gaap_AdjustmentsForNewAccountingPronouncementsAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "AdjustmentsForNewAccountingPronouncementsAxis", "presentation": [ "http://Flame.com/role/RelatedPartyTransactionsAdditionalInformationDetails" ], "lang": { "en-us": { "role": { "label": "Accounting Standards Update [Axis]", "documentation": "Information by amendment to accounting standards." } } }, "auth_ref": [ "r126", "r127", "r128", "r129", "r130", "r160", "r161", "r162", "r163", "r172", "r195", "r196", "r220", "r229", "r230", "r231", "r232", "r233", "r234", "r235", "r236", "r237", "r248", "r313", "r314", "r315", "r335", "r336", "r337", "r338", "r345", "r346", "r347", "r353", "r354", "r355", "r356", "r357", "r358", "r359", "r360", "r361", "r362", "r363", "r366", "r367", "r368", "r369", "r370", "r371", "r372", "r373", "r374", "r375", "r376", "r377", "r388", "r389", "r392", "r393", "r394", "r395", "r403", "r404", "r406", "r407", "r408", "r409", "r410", "r411", "r412", "r413", "r414", "r458", "r459", "r460", "r489", "r490", "r491", "r492", "r493", "r494", "r495", "r496", "r497", "r498", "r499", "r500" ] }, "us-gaap_AdjustmentsToAdditionalPaidInCapitalWarrantIssued": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "AdjustmentsToAdditionalPaidInCapitalWarrantIssued", "crdr": "credit", "presentation": [ "http://Flame.com/role/CondensedStatementsOfChangesInStockholdersDeficit", "http://Flame.com/role/PrivatePlacementWarrantsAdditionalInformationDetails" ], "lang": { "en-us": { "role": { "label": "Adjustments to Additional Paid in Capital, Warrant Issued", "terseLabel": "Proceeds received in excess of initial fair value of Private Placement Warrants", "verboseLabel": "Adjustment to additional paid in capital warrants issued", "documentation": "Amount of increase in additional paid in capital (APIC) resulting from the issuance of warrants. Includes allocation of proceeds of debt securities issued with detachable stock purchase warrants." } } }, "auth_ref": [ "r9", "r46", "r104" ] }, "us-gaap_AdjustmentsToReconcileNetIncomeLossToCashProvidedByUsedInOperatingActivitiesAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "AdjustmentsToReconcileNetIncomeLossToCashProvidedByUsedInOperatingActivitiesAbstract", "presentation": [ "http://Flame.com/role/CondensedStatementsOfCashFlows" ], "lang": { "en-us": { "role": { "label": "Adjustments to Reconcile Net Income (Loss) to Cash Provided by (Used in) Operating Activities [Abstract]", "verboseLabel": "Adjustments to reconcile net income to net cash used in operating activities:" } } }, "auth_ref": [] }, "soc_AgreementAxis": { "xbrltype": "stringItemType", "nsuri": "http://Flame.com/20230930", "localname": "AgreementAxis", "presentation": [ "http://Flame.com/role/OrganizationAndBusinessOperationsAdditionalInformationDetails", "http://Flame.com/role/RelatedPartyTransactionsAdditionalInformationDetails", "http://Flame.com/role/SubsequentEventsAdditionalInformationDetails" ], "lang": { "en-us": { "role": { "label": "Agreement [Axis]" } } }, "auth_ref": [] }, "soc_AgreementDomain": { "xbrltype": "domainItemType", "nsuri": "http://Flame.com/20230930", "localname": "AgreementDomain", "presentation": [ "http://Flame.com/role/OrganizationAndBusinessOperationsAdditionalInformationDetails", "http://Flame.com/role/RelatedPartyTransactionsAdditionalInformationDetails", "http://Flame.com/role/SubsequentEventsAdditionalInformationDetails" ], "lang": { "en-us": { "role": { "label": "Agreement [Domain]" } } }, "auth_ref": [] }, "dei_AmendmentFlag": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/dei/2023", "localname": "AmendmentFlag", "presentation": [ "http://Flame.com/role/CoverPage" ], "lang": { "en-us": { "role": { "label": "Amendment Flag", "documentation": "Boolean flag that is true when the XBRL content amends previously-filed or accepted submission." } } }, "auth_ref": [] }, "soc_AmountInTheTrustAccountAvailableToBeWithdrawn": { "xbrltype": "monetaryItemType", "nsuri": "http://Flame.com/20230930", "localname": "AmountInTheTrustAccountAvailableToBeWithdrawn", "crdr": "debit", "presentation": [ "http://Flame.com/role/OrganizationAndBusinessOperationsAdditionalInformationDetails" ], "lang": { "en-us": { "role": { "label": "Amount in the Trust Account Available to be Withdrawn", "terseLabel": "Amount in the trust account available to be withdrawn", "documentation": "Amount in the Trust Account available to be withdrawn." } } }, "auth_ref": [] }, "us-gaap_Assets": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "Assets", "crdr": "debit", "calculation": { "http://Flame.com/role/CondensedBalanceSheets": { "parentTag": null, "weight": null, "order": null, "root": true } }, "presentation": [ "http://Flame.com/role/CondensedBalanceSheets" ], "lang": { "en-us": { "role": { "label": "Assets", "totalLabel": "Total assets", "documentation": "Sum of the carrying amounts as of the balance sheet date of all assets that are recognized. Assets are probable future economic benefits obtained or controlled by an entity as a result of past transactions or events." } } }, "auth_ref": [ "r110", "r135", "r152", "r185", "r189", "r191", "r227", "r255", "r256", "r257", "r258", "r259", "r260", "r261", "r262", "r263", "r349", "r351", "r391", "r475", "r551", "r637", "r640", "r687", "r688", "r705" ] }, "us-gaap_AssetsAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "AssetsAbstract", "presentation": [ "http://Flame.com/role/CondensedBalanceSheets" ], "lang": { "en-us": { "role": { "label": "Assets [Abstract]", "terseLabel": "Assets" } } }, "auth_ref": [] }, "us-gaap_AssetsCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "AssetsCurrent", "crdr": "debit", "calculation": { "http://Flame.com/role/CondensedBalanceSheets": { "parentTag": "us-gaap_Assets", "weight": 1.0, "order": 1.0 } }, "presentation": [ "http://Flame.com/role/CondensedBalanceSheets" ], "lang": { "en-us": { "role": { "label": "Assets, Current", "totalLabel": "Total current assets", "documentation": "Sum of the carrying amounts as of the balance sheet date of all assets that are expected to be realized in cash, sold, or consumed within one year (or the normal operating cycle, if longer). Assets are probable future economic benefits obtained or controlled by an entity as a result of past transactions or events." } } },
```

```
"auth_ref": [ "r132", "r140", "r152", "r227", "r255", "r256", "r257", "r258", "r259", "r260", "r261", "r262", "r263", "r349", "r351", "r391", "r637", "r687", "r688", "r705" ] }, "us-gaap_AssetsCurrentAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "AssetsCurrentAbstract", "presentation": [ "http://Flame.com/role/CondensedBalanceSheets" ], "lang": { "en-us": { "role": { "label": "Assets, Current [Abstract]", "terseLabel": "Current assets:" } } }, "auth_ref": [] }, "us-gaap_AssetsFairValueDisclosureAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "AssetsFairValueDisclosureAbstract", "presentation": [ "http://Flame.com/role/FairValueMeasurementsScheduleOfAssetsMeasuredAtFairValueOnARecurringBasisDetails" ], "lang": { "en-us": { "role": { "label": "Assets, Fair Value Disclosure [Abstract]", "terseLabel": "Assets:" } } }, "auth_ref": [] }, "us-gaap_AssetsHeldInTrustNoncurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "AssetsHeldInTrustNoncurrent", "crdr": "debit", "calculation": { "http://Flame.com/role/CondensedBalanceSheets": { "parentTag": "us-gaap_Assets", "weight": 1.0, "order": 4.0 } }, "presentation": [ "http://Flame.com/role/CondensedBalanceSheets", "http://Flame.com/role/FairValueMeasurementsAdditionalInformationDetails", "http://Flame.com/role/FairValueMeasurementsScheduleOfAssetsMeasuredAtFairValueOnARecurringBasisDetails" ], "lang": { "en-us": { "role": { "label": "Assets Held-in-trust, Noncurrent", "verboseLabel": "Investment held in Trust Account", "terseLabel": "U.S. Money Market and Treasury Securities Held in Trust Account", "documentation": "The amount of cash, securities, or other assets held by a third-party trustee pursuant to the terms of an agreement which assets are available to be used by beneficiaries to that agreement only within the specific terms thereof and which agreement is expected to terminate more than one year from the balance sheet date (or operating cycle, if longer) at which time the assets held-in-trust will be released or forfeited." } } }, "auth_ref": [ "r668" ] }, "soc_AssigneeAxis": { "xbrltype": "stringItemType", "nsuri": "http://Flame.com/20230930", "localname": "AssigneeAxis", "presentation": [ "http://Flame.com/role/RelatedPartyTransactionsAdditionalInformationDetails" ], "lang": { "en-us": { "role": { "label": "Assignee [Axis]", "documentation": "Assignee" } } }, "auth_ref": [] }, "soc_AssigneeDomain": { "xbrltype": "domainItemType", "nsuri": "http://Flame.com/20230930", "localname": "AssigneeDomain", "presentation": [ "http://Flame.com/role/RelatedPartyTransactionsAdditionalInformationDetails" ], "lang": { "en-us": { "role": { "label": "Assignee [Domain]", "documentation": "Assignee" } } }, "auth_ref": [] }, "us-gaap_BasisOfAccountingPolicyPolicyTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "BasisOfAccountingPolicyPolicyTextBlock", "presentation": [ "http://Flame.com/role/SignificantAccountingPoliciesPolicies" ], "lang": { "en-us": { "role": { "label": "Basis of Accounting, Policy [Policy Text Block]", "terseLabel": "Basis of Presentation", "documentation": "Disclosure of accounting policy for basis of accounting, or basis of presentation, used to prepare the financial statements (for example, US Generally Accepted Accounting Principles, Other Comprehensive Basis of Accounting, IFRS)." } } }, "auth_ref": [] }, "soc_BillingStatusTypeDomain": { "xbrltype": "domainItemType", "nsuri": "http://Flame.com/20230930", "localname": "BillingStatusTypeDomain", "presentation": [ "http://Flame.com/role/CommitmentsAndContingenciesAdditionalInformationDetails" ], "lang": { "en-us": { "role": { "label": "Billing Status Type [Domain]", "documentation": "Billing Status Type" } } }, "auth_ref": [] }, "us-gaap_BusinessAcquisitionCostOfAcquiredEntityTransactionCosts": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "BusinessAcquisitionCostOfAcquiredEntityTransactionCosts", "crdr": "debit", "presentation": [ "http://Flame.com/role/RelatedPartyTransactionsAdditionalInformationDetails" ], "lang": { "en-us": { "role": { "label": "Business Acquisition, Transaction Costs", "terseLabel": "Transaction cost", "documentation": "Amount of direct costs of the business combination including legal, accounting, and other costs incurred to consummate the business acquisition." } } }, "auth_ref": [] }, "dei_BusinessContactMember": { "xbrltype": "domainItemType", "nsuri": "http://xbrl.sec.gov/dei/2023", "localname": "BusinessContactMember", "presentation": [ "http://Flame.com/role/CoverPage" ], "lang": { "en-us": { "role": { "label": "Business Contact [Member]", "documentation": "Business contact for the entity" } } }, "auth_ref": [ "r650", "r651" ] }, "us-gaap_Cash": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "Cash", "crdr": "debit", "calculation": { "http://Flame.com/role/CondensedBalanceSheets": { "parentTag": "us-gaap_AssetsCurrent", "weight": 1.0, "order": 2.0 } }, "presentation": [ "http://Flame.com/role/CondensedBalanceSheets" ], "lang": { "en-us": { "role": { "label": "Cash", "terseLabel": "Cash", "documentation": "Amount of currency on hand as well as demand deposits with banks or financial institutions. Includes other kinds of accounts that have the general characteristics of demand deposits. Excludes cash and cash equivalents within disposal group and discontinued operation." } } }, "auth_ref": [ "r118", "r477", "r523", "r546", "r637", "r648", "r664" ] }, "us-gaap_CashAndCashEquivalentsAtCarryingValue": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "CashAndCashEquivalentsAtCarryingValue", "crdr": "debit", "presentation": [ "http://Flame.com/role/OrganizationAndBusinessOperationsAdditionalInformationDetails" ], "lang": { "en-us": { "role": { "label": "Cash and Cash Equivalents, at Carrying Value", "terseLabel": "cash", "documentation": "Amount of currency on hand as well as demand deposits with banks or financial institutions. Includes other kinds of accounts that have the general characteristics of demand deposits. Also includes short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates. Excludes cash and cash equivalents within disposal group and discontinued operation." } } }, "auth_ref": [ "r35", "r134", "r619" ] }, "us-gaap_CashAndCashEquivalentsPolicyTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "CashAndCashEquivalentsPolicyTextBlock", "presentation": [ "http://Flame.com/role/SignificantAccountingPoliciesPolicies" ], "lang": { "en-us": { "role": { "label": "Cash and Cash Equivalents, Policy [Policy Text Block]", "terseLabel": "Cash and Cash Equivalents", "documentation": "Disclosure of accounting policy for cash and cash equivalents, including the policy for determining which items are treated as cash equivalents. Other information that may be disclosed includes (1) the nature of any restrictions on the entity's use of its cash and cash equivalents, (2) whether the entity's cash and cash equivalents are insured or expose the entity to credit risk, (3) the classification of any negative balance accounts (overdrafts), and (4) the carrying basis of cash equivalents (for example, at cost) and whether the carrying amount of cash equivalents approximates fair value." } } }, "auth_ref": [ "r36" ] }, "us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalents": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalents", "crdr": "debit", "presentation": [ "http://Flame.com/role/CondensedStatementsOfCashFlows" ], "lang": { "en-us": { "role": { "label": "Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents", "periodEndLabel": "Cash, end of the period", "periodStartLabel": "Cash, beginning of the period", "documentation": "Amount of cash and cash equivalents, and cash and cash equivalents restricted to withdrawal or usage. Excludes amount for disposal group and discontinued operations. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. Cash equivalents include, but are not limited to, short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates." } } }, "auth_ref": [ "r35", "r91", "r149" ] }, "us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPeriodIncreaseDecreaseExcludingExchangeRateEffect": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPeriodIncreaseDecreaseExcludingExchangeRateEffect", "crdr": "debit", "calculation": { "http://Flame.com/role/CondensedStatementsOfCashFlows": { "parentTag": null, "weight": null, "order": null, "root": true } }, "presentation": [ "http://Flame.com/role/CondensedStatementsOfCashFlows" ], "lang": { "en-us": { "role": { "label": "Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Period Increase (Decrease), Excluding Exchange Rate Effect", "totalLabel": "Net Change in Cash", "documentation": "Amount of increase (decrease) in cash and cash equivalents, and cash and cash equivalents restricted to withdrawal or usage; excluding effect from exchange rate change. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. Cash equivalents include, but are not limited to, short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates." } } }, "auth_ref": [ "r2", "r91" ] }, "us-gaap_CashEquivalentsAtCarryingValue": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "CashEquivalentsAtCarryingValue", "crdr": "debit", "presentation": [ "http://Flame.com/role/SignificantAccountingPoliciesAdditionalInformationDetails" ], "lang": { "en-us": { "role": { "label": "Cash Equivalents, at Carrying Value", "terseLabel": "Cash equivalents", "documentation": "Amount of short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates. Excludes cash and cash equivalents within disposal group and discontinued operation." } } }, "auth_ref": [ "r664", "r714" ] }, "us-gaap_CashFDICInsuredAmount": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "CashFDICInsuredAmount", "crdr": "debit", "presentation": [ "http://Flame.com/role/SignificantAccountingPoliciesAdditionalInformationDetails" ], "lang": { "en-us": { "role": { "label": "Cash, FDIC Insured Amount", "verboseLabel": "Federal depository insurance coverage", "documentation": "The amount of cash deposited in financial institutions as of the balance sheet date that is insured by the Federal Deposit Insurance Corporation." } } }, "auth_ref": [] }, "us-gaap_CashFlowNoncashInvestingAndFinancingActivitiesDisclosureAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "CashFlowNoncashInvestingAndFinancingActivitiesDisclosureAbstract", "presentation": [ "http://Flame.com/role/CondensedStatementsOfCashFlows" ], "lang": { "en-us": { "role": { "label": "Cash Flow, Noncash Investing and Financing Activities Disclosure [Abstract]", "terseLabel": "Supplemental disclosure of noncash investing and financing activities" } } }, "auth_ref": [] }, "soc_CashWithdrawnFromTrustAccountsToPayTaxes": { "xbrltype": "monetaryItemType", "nsuri": "http://Flame.com/20230930", "localname": "CashWithdrawnFromTrustAccountsToPayTaxes", "crdr": "debit", "calculation": { "http://Flame.com/role/CondensedStatementsOfCashFlows": { "parentTag": "us-gaap_NetCashProvidedByUsedInInvestingActivities", "weight": 1.0, "order": 14.0 } }, "presentation": [ "http://Flame.com/role/CondensedStatementsOfCashFlows" ], "lang": { "en-us": { "role": { "label": "Cash Withdrawn From Trust Accounts To Pay Taxes", "terseLabel": "Cash Withdrawn From Trust Accounts To Pay Taxes", "documentation": "Cash withdrawn from trust accounts to pay taxes." } } }, "auth_ref": [] }, "srt_ChiefFinancialOfficerMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/srt/2023", "localname": "ChiefFinancialOfficerMember", "presentation": [ "http://Flame.com/role/RelatedPartyTransactionsAdditionalInformationDetails" ], "lang": { "en-us": { "role": { "label": "Chief Financial Officer [Member]" } } }, "auth_ref": [ "r679" ] }, "dei_CityAreaCode": { "xbrltype": "normalizedStringItemType", "nsuri": "http://xbrl.sec.gov/dei/2023", "localname": "CityAreaCode", "presentation": [ "http://Flame.com/role/CoverPage" ], "lang": { "en-us": { "role": { "label": "City Area Code", "documentation": "Area code of city" } } }, "auth_ref": [] }, "soc_ClassACommonStockPolicyTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://Flame.com/20230930", "localname": "ClassACommonStockPolicyTextBlock", "presentation": [ "http://Flame.com/role/SignificantAccountingPoliciesPolicies" ], "lang": { "en-us": { "role": { "label": "Class A Common Stock [Policy Text Block]", "terseLabel": "Class A Common Stock", "documentation": "Class A common stock." } } }, "auth_ref": [] }, "us-gaap_ClassOfStockDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "ClassOfStockDomain", "presentation": [ "http://Flame.com/role/CommitmentsAndContingenciesAdditionalInformationDetails", "http://Flame.com/role/CondensedBalanceSheets", "http://Flame.com/role/CondensedBalanceSheetsParenthetical", "http://Flame.com/role/CondensedStatementsOfChangesInStockholdersDeficit", "http://Flame.com/role/CondensedStatementsOfOperations", "http://Flame.com/role/CoverPage", "http://Flame.com/role/InitialPublicOfferingAdditionalInformationDetails", "http://Flame.com/role/OrganizationAndBusinessOperationsAdditionalInformationDetails", "http://Flame.com/role/RelatedPartyTransactionsAdditionalInformationDetails", "http://Flame.com/role/SignificantAccountingPoliciesAdditionalInformationDetails", "http://Flame.com/role/SignificantAccountingPoliciesSummaryOfNetIncomePerShareOfCommonStockDetails", "http://Flame.com/role/StockholdersDeficitAdditionalInformationDetails", "http://Flame.com/role/SubsequentEventsAdditionalInformationDetails" ], "lang": { "en-us": { "role": { "label": "Class of Stock [Domain]", "terseLabel": "Class of Stock [Domain]", "documentation": "Share of stock differentiated by the voting rights the holder receives. Examples include, but are not limited to, common stock, redeemable preferred stock, nonredeemable preferred stock, and convertible stock." } } }, "auth_ref": [ "r125", "r136", "r137", "r138", "r152", "r175", "r176", "r178", "r180", "r183", "r184", "r227", "r255", "r257", "r258", "r259", "r262", "r263", "r283", "r284", "r287", "r290", "r297", "r391", "r503", "r504", "r505", "r506", "r512", "r513", "r514", "r515", "r516", "r517", "r518", "r519", "r520", "r521", "r522", "r524", "r538", "r560", "r582", "r599", "r600", "r601", "r602", "r603", "r653", "r669", "r677" ] }, "us-gaap_ClassOfStockLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "ClassOfStockLineItems", "presentation": [ "http://Flame.com/role/StockholdersDeficitAdditionalInformationDetails" ], "lang": { "en-us": { "role": { "label": "Class of Stock [Line Items]", "documentation": "Line items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table." } } }, "auth_ref": [ "r136", "r137", "r138", "r183", "r283", "r284", "r285", "r287", "r290", "r295", "r297", "r503", "r504", "r505", "r506", "r631", "r653", "r669" ] }, "us-gaap_ClassOfWarrantOrRightAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "ClassOfWarrantOrRightAxis", "presentation": [ "http://Flame.com/role/CondensedStatementsOfChangesInStockholdersDeficit", "http://Flame.com/role/FairValueMeasurementsAdditionalInformationDetails", "http://Flame.com/role/FairValueMeasurementsScheduleOfAssetsMeasuredAtFairValueOnARecurringBasisDetails", "http://Flame.com/role/FairValueMeasurementsScheduleOfChangesInTheFairValueOfWarrantLiabilitiesDetails", "http://Flame.com/role/FairValueMeasurementsScheduleOfFairValueMeasurementsUsingMonteCarloSimulationModelDetails", "http://Flame.com/role/InitialPublicOfferingAdditionalInformationDetails", "http://Flame.com/role/OrganizationAndBusinessOperationsAdditionalInformationDetails", "http://Flame.com/role/PrivatePlacementWarrantsAdditionalInformationDetails", "http://Flame.com/role/WarrantsAdditionalInformationDetails" ], "lang": { "en-us": { "role": { "label": "Class of Warrant or Right [Axis]", "documentation": "Information by type of warrant or right issued." } } }, "auth_ref": [ "r56" ] }, "us-gaap_ClassOfWarrantOrRightDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "ClassOfWarrantOrRightDomain", "presentation": [ "http://Flame.com/role/CondensedStatementsOfChangesInStockholdersDeficit",
```

"http://Flame.com/role/FairValueMeasurementsAdditionalInformationDetails",
"http://Flame.com/role/FairValueMeasurementsScheduleOfAssetsMeasuredAtFairValueOnARecurringBasisDetails",
"http://Flame.com/role/FairValueMeasurementsScheduleOfChangesInTheFairValueOfWarrantLiabilitiesDetails",
"http://Flame.com/role/FairValueMeasurementsScheduleOfFairValueMeasurementsUsingMonteCarloSimulationModelDetails",
"http://Flame.com/role/InitialPublicOfferingAdditionalInformationDetails", "http://Flame.com/role/OrganizationAndBusinessOperationsAdditionalInformationDetails",
"http://Flame.com/role/PrivatePlacementWarrantsAdditionalInformationDetails", "http://Flame.com/role/WarrantsAdditionalInformationDetails"], "lang": { "en-us": {
"role": { "label": "Class of Warrant or Right [Domain]", "documentation": "Name of the class or type of warrant or right outstanding. Warrants and rights represent derivative securities that give the holder the right to purchase securities (usually equity) from the issuer at a specific price within a certain time frame. Warrants are often included in a new debt issue to entice investors by a higher return potential. The main difference between warrants and call options is that warrants are issued and guaranteed by the company, whereas options are exchange instruments and are not issued by the company. Also, the lifetime of a warrant is often measured in years, while the lifetime of a typical option is measured in months." } } }, "auth_ref": [] }, "us-gaap_ClassOfWarrantOrRightExercisePriceOfWarrantsOrRights1": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "ClassOfWarrantOrRightExercisePriceOfWarrantsOrRights1", "presentation": [
"http://Flame.com/role/InitialPublicOfferingAdditionalInformationDetails", "http://Flame.com/role/PrivatePlacementWarrantsAdditionalInformationDetails"], "lang": {
"en-us": { "role": { "label": "Class of Warrant or Right, Exercise Price of Warrants or Rights", "verboseLabel": "Exercise price of warrant", "definitionGuidance": "Warrants issued, exercise price", "documentation": "Exercise price per share or per unit of warrants or rights outstanding." } } }, "auth_ref": ["r298"] },
"soc_ClassOfWarrantOrRightIssuePricePerWarrant": { "xbrltype": "perShareItemType", "nsuri": "http://Flame.com/20230930", "localname":
"ClassOfWarrantOrRightIssuePricePerWarrant", "presentation": ["http://Flame.com/role/PrivatePlacementWarrantsAdditionalInformationDetails"], "lang": { "en-us": {
"role": { "label": "Class Of Warrant Or Right Issue Price Per Warrant", "terseLabel": "Number of warrants issued, price per warrant", "documentation": "Class of warrant or right, issue price per warrant." } } }, "auth_ref": [] }, "us-gaap_ClassOfWarrantOrRightLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "ClassOfWarrantOrRightLineItems", "presentation": ["http://Flame.com/role/PrivatePlacementWarrantsAdditionalInformationDetails"], "lang":
{ "en-us": { "role": { "label": "Class of Warrant or Right [Line Items]", "documentation": "Line items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table." } } }, "auth_ref": [] }, "us-gaap_ClassOfWarrantOrRightNumberOfSecuritiesCalledByEachWarrantOrRight": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname":
"ClassOfWarrantOrRightNumberOfSecuritiesCalledByEachWarrantOrRight", "presentation": ["http://Flame.com/role/InitialPublicOfferingAdditionalInformationDetails",
"http://Flame.com/role/PrivatePlacementWarrantsAdditionalInformationDetails"], "lang": { "en-us": { "role": { "label": "Class of Warrant or Right, Number of Securities Called by Each Warrant or Right", "terseLabel": "Shares issuable per whole warrant", "verboseLabel": "Number of Class A common stock that can be purchased per warrant", "documentation": "Number of securities into which each warrant or right may be converted. For example, but not limited to, each warrant may be converted into two shares." } } }, "auth_ref": [] }, "soc_ClassOfWarrantOrRightNumberOfWarrantsIssued": { "xbrltype": "sharesItemType", "nsuri": "http://Flame.com/20230930",
"localname": "ClassOfWarrantOrRightNumberOfWarrantsIssued", "presentation": ["http://Flame.com/role/PrivatePlacementWarrantsAdditionalInformationDetails"],
"lang": { "en-us": { "role": { "label": "Class Of Warrant Or Right Number Of Warrants Issued", "terseLabel": "Number of warrants issued", "documentation": "Class of warrant or right, number of warrants issued." } } }, "auth_ref": [] }, "us-gaap_ClassOfWarrantOrRightOutstanding": { "xbrltype": "sharesItemType", "nsuri":
"http://fasb.org/us-gaap/2023", "localname": "ClassOfWarrantOrRightOutstanding", "presentation": [
"http://Flame.com/role/SignificantAccountingPoliciesAdditionalInformationDetails"], "lang": { "en-us": { "role": { "label": "Class of Warrant or Right, Outstanding",
"terseLabel": "Common stock warrants issued", "documentation": "Number of warrants or rights outstanding." } } }, "auth_ref": [] }, "us-gaap_ClassOfWarrantOrRightTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "ClassOfWarrantOrRightTable", "presentation": [
"http://Flame.com/role/PrivatePlacementWarrantsAdditionalInformationDetails"], "lang": { "en-us": { "role": { "label": "Class of Warrant or Right [Table]",
"documentation": "Disclosure for warrants or rights issued, which includes the title of issue of securities called for by warrants and rights outstanding, the aggregate amount of securities called for by warrants and rights outstanding, the date from which the warrants or rights are exercisable, and the price at which the warrant or right is exercisable." } } }, "auth_ref": ["r56"] }, "soc_ClassOfWarrantsAndRightsIssuedDuringThePeriod": { "xbrltype": "monetaryItemType", "nsuri":
"http://Flame.com/20230930", "localname": "ClassOfWarrantsAndRightsIssuedDuringThePeriod", "crdr": "credit", "presentation": [
"http://Flame.com/role/OrganizationAndBusinessOperationsAdditionalInformationDetails"], "lang": { "en-us": { "role": { "label": "Class Of Warrants and Rights Issued During the Period", "terseLabel": "Class of warrants and rights issued during the period", "documentation": "Class Of Warrants and Rights Issued During the Period" } } }, "auth_ref": [] }, "soc_ClassOfWarrantsAndRightsIssuedPricePerWarrant": { "xbrltype": "perShareItemType", "nsuri": "http://Flame.com/20230930", "localname":
"ClassOfWarrantsAndRightsIssuedPricePerWarrant", "presentation": ["http://Flame.com/role/OrganizationAndBusinessOperationsAdditionalInformationDetails"], "lang":
{ "en-us": { "role": { "label": "Class Of Warrants and Rights Issued Price Per Warrant", "terseLabel": "Class of warrants and rights issued price per warrant",
"documentation": "Class Of Warrants and Rights Issued, Price Per Warrant" } } }, "auth_ref": [] }, "soc_ClassOfWarrantsOrRightsConvertibleIntoEquityValue": {
"xbrltype": "monetaryItemType", "nsuri": "http://Flame.com/20230930", "localname": "ClassOfWarrantsOrRightsConvertibleIntoEquityValue", "crdr": "credit",
"presentation": ["http://Flame.com/role/RelatedPartyTransactionsAdditionalInformationDetails"], "lang": { "en-us": { "role": { "label": "Class Of Warrants Or Rights Convertible Into Equity Value", "terseLabel": "Class of warrants or rights convertble into equity value", "documentation": "Class of warrants or rights convertible into equity value." } } }, "auth_ref": [] }, "soc_ClassOfWarrantsOrRightsDaysAfterWhichWarrantsAreExercisablePostBusinessCombination": { "xbrltype": "durationItemType",
"nsuri": "http://Flame.com/20230930", "localname": "ClassOfWarrantsOrRightsDaysAfterWhichWarrantsAreExercisablePostBusinessCombination", "presentation": [
"http://Flame.com/role/WarrantsAdditionalInformationDetails"], "lang": { "en-us": { "role": { "label": "Class Of Warrants Or Rights Days After Which Warrants Are Exercisable Post Business Combination", "terseLabel": "Class of warrants or rights days after which warrants are excercisable post consummation of business combination", "documentation": "Class of warrants or rights days after which warrants are exercisable post consummation of business combination." } } }, "auth_ref": [] }, "soc_ClassOfWarrantsOrRightsDaysAfterWhichWarrantsAreExercisablePostInitialPublicOffer": { "xbrltype": "durationItemType", "nsuri": "http://Flame.com/20230930",
"localname": "ClassOfWarrantsOrRightsDaysAfterWhichWarrantsAreExercisablePostInitialPublicOffer", "presentation": [
"http://Flame.com/role/WarrantsAdditionalInformationDetails"], "lang": { "en-us": { "role": { "label": "Class Of Warrants Or Rights Days After Which Warrants Are Exercisable Post Initial Public Offer", "terseLabel": "Class of warrants or rights days after which warrants are excercisable post initial public offer", "documentation": "Class of warrants or rights days after which warrants are excercisable post initial public offer." } } }, "auth_ref": [] },
"soc_ClassOfWarrantsOrRightsNumberOfWarrantsConvertibleIntoEquity": { "xbrltype": "sharesItemType", "nsuri": "http://Flame.com/20230930", "localname":
"ClassOfWarrantsOrRightsNumberOfWarrantsConvertibleIntoEquity", "presentation": ["http://Flame.com/role/RelatedPartyTransactionsAdditionalInformationDetails"],
"lang": { "en-us": { "role": { "label": "Class Of Warrants Or Rights Number Of Warrants Convertible Into Equity", "terseLabel": "Class of warrants or rights number of warrants convertible into equity", "documentation": "Class of warrants or rights number of warrants convertible into equity." } } }, "auth_ref": [] },
"soc_ClassOfWarrantsOrRightsRedemptionPricePerUnitOfWarrant": { "xbrltype": "perShareItemType", "nsuri": "http://Flame.com/20230930", "localname":
"ClassOfWarrantsOrRightsRedemptionPricePerUnitOfWarrant", "presentation": ["http://Flame.com/role/WarrantsAdditionalInformationDetails"], "lang": { "en-us": {
"role": { "label": "Class Of Warrants Or Rights Redemption Price Per Unit Of Warrant", "terseLabel": "Class of warrants or rights redemption price per unit of warrant",
"documentation": "Class of warrants or rights redemption price per unit of warrant." } } }, "auth_ref": [] },
"soc_ClassificationOfCommonStockBasedOnRedeemabilityAxis": { "xbrltype": "stringItemType", "nsuri": "http://Flame.com/20230930", "localname":
"ClassificationOfCommonStockBasedOnRedeemabilityAxis", "presentation": ["http://Flame.com/role/CondensedStatementsOfOperations",
"http://Flame.com/role/SignificantAccountingPoliciesSummaryOfNetIncomePerShareOfCommonStockDetails"], "lang": { "en-us": { "role": { "label": "Classification Of Common Stock Based On Redeemability [Axis]", "documentation": "Classification of common stock based on redeemability." } } }, "auth_ref": [] },
"soc_ClassificationOfCommonStockBasedOnRedeemabilityDomain": { "xbrltype": "domainItemType", "nsuri": "http://Flame.com/20230930", "localname":
"ClassificationOfCommonStockBasedOnRedeemabilityDomain", "presentation": ["http://Flame.com/role/CondensedStatementsOfOperations",
"http://Flame.com/role/SignificantAccountingPoliciesSummaryOfNetIncomePerShareOfCommonStockDetails"], "lang": { "en-us": { "role": { "label": "Classification Of Common Stock Based On Redeemability [Domain]", "documentation": "Classification of common stock based on redeemability" } } }, "auth_ref": [] }, "us-gaap_CommercialPaperMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "CommercialPaperMember", "presentation": [
"http://Flame.com/role/OrganizationAndBusinessOperationsAdditionalInformationDetails", "http://Flame.com/role/RelatedPartyTransactionsAdditionalInformationDetails"], "lang": { "en-us": { "role": { "label": "Commercial Paper [Member]", "documentation": "Unsecured promissory note (generally negotiable) that provides institutions with short-term funds." } } }, "auth_ref": ["r99", "r643", "r644", "r645", "r646"] }, "us-gaap_CommitmentsAndContingencies": { "xbrltype": "monetaryItemType", "nsuri":
"http://fasb.org/us-gaap/2023", "localname": "CommitmentsAndContingencies", "crdr": "credit", "presentation": ["http://Flame.com/role/CondensedBalanceSheets"],
"lang": { "en-us": { "role": { "label": "Commitments and Contingencies", "terseLabel": "Commitments and Contingencies", "documentation": "Represents the caption on the face of the balance sheet to indicate that the entity has entered into (1) purchase or supply arrangements that will require expending a portion of its resources to meet the terms thereof, and (2) is exposed to potential losses or, less frequently, gains, arising from (a) possible claims against a company's resources due to future performance under contract terms, and (b) possible losses or likely gains from uncertainties that will ultimately be resolved when one or more future events that are deemed likely to occur do occur or fail to occur." } } }, "auth_ref": ["r26", "r70", "r476", "r537"] }, "us-gaap_CommitmentsAndContingenciesDisclosureAbstract": {
"xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "CommitmentsAndContingenciesDisclosureAbstract", "lang": { "en-us": { "role": {
"label": "Commitments and Contingencies Disclosure [Abstract]" } } }, "auth_ref": [] }, "us-gaap_CommitmentsAndContingenciesDisclosureTextBlock": { "xbrltype":
"textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "CommitmentsAndContingenciesDisclosureTextBlock", "presentation": [
"http://Flame.com/role/CommitmentsAndContingencies"], "lang": { "en-us": { "role": { "label": "Commitments and Contingencies Disclosure [Text Block]", "terseLabel":
"Commitments And Contingencies", "documentation": "The entire disclosure for commitments and contingencies." } } }, "auth_ref": ["r98", "r249", "r250", "r606", "r686"] }, "soc_CommitmentsAndContingenciesLineItems": { "xbrltype": "stringItemType", "nsuri": "http://Flame.com/20230930", "localname":
"CommitmentsAndContingenciesLineItems", "presentation": ["http://Flame.com/role/CommitmentsAndContingenciesAdditionalInformationDetails"], "lang": { "en-us": {
"role": { "label": "Commitments and Contingencies [Line Items]", "documentation": "Commitments and contingencies." } } }, "auth_ref": [] },
"soc_CommitmentsAndContingenciesTable": { "xbrltype": "stringItemType", "nsuri": "http://Flame.com/20230930", "localname": "CommitmentsAndContingenciesTable",
"presentation": ["http://Flame.com/role/CommitmentsAndContingenciesAdditionalInformationDetails"], "lang": { "en-us": { "role": { "label": "Commitments and
Contingencies [Table]", "documentation": "Commitments and contingencies." } } }, "auth_ref": [] }, "soc_CommonClassAAndClassBMember": { "xbrltype":
"domainItemType", "nsuri": "http://Flame.com/20230930", "localname": "CommonClassAAndClassBMember", "presentation": [
"http://Flame.com/role/SignificantAccountingPoliciesSummaryOfNetIncomePerShareOfCommonStockDetails"], "lang": { "en-us": { "role": { "label": "Common Class A And Class B [Member]", "documentation": "Common Class A And Class B." } } }, "auth_ref": [] }, "us-gaap_CommonClassAMember": { "xbrltype": "domainItemType",
"nsuri": "http://fasb.org/us-gaap/2023", "localname": "CommonClassAMember", "presentation": [
"http://Flame.com/role/CommitmentsAndContingenciesAdditionalInformationDetails", "http://Flame.com/role/CondensedBalanceSheets",
"http://Flame.com/role/CondensedBalanceSheetsParenthetical", "http://Flame.com/role/CondensedStatementsOfChangesInStockholdersDeficit",
"http://Flame.com/role/InitialPublicOfferingAdditionalInformationDetails", "http://Flame.com/role/OrganizationAndBusinessOperationsAdditionalInformationDetails",
"http://Flame.com/role/RelatedPartyTransactionsAdditionalInformationDetails", "http://Flame.com/role/SignificantAccountingPoliciesAdditionalInformationDetails",
"http://Flame.com/role/SignificantAccountingPoliciesSummaryOfNetIncomePerShareOfCommonStockDetails",
"http://Flame.com/role/StockholdersDeficitAdditionalInformationDetails", "http://Flame.com/role/SubsequentEventsAdditionalInformationDetails"], "lang": { "en-us": {
"role": { "label": "Common Class A [Member]", "terseLabel": "Common Class A [Member]", "documentation": "Classification of common stock representing ownership interest in a corporation." } } }, "auth_ref": ["r718"] }, "us-gaap_CommonClassBMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2023",
"localname": "CommonClassBMember", "presentation": ["http://Flame.com/role/CondensedBalanceSheets",
"http://Flame.com/role/CondensedBalanceSheetsParenthetical", "http://Flame.com/role/CondensedStatementsOfChangesInStockholdersDeficit",
"http://Flame.com/role/OrganizationAndBusinessOperationsAdditionalInformationDetails",
"http://Flame.com/role/RelatedPartyTransactionsAdditionalInformationDetails", "http://Flame.com/role/SignificantAccountingPoliciesAdditionalInformationDetails",
"http://Flame.com/role/SignificantAccountingPoliciesSummaryOfNetIncomePerShareOfCommonStockDetails",
"http://Flame.com/role/StockholdersDeficitAdditionalInformationDetails"], "lang": { "en-us": { "role": { "label": "Common Class B [Member]", "terseLabel": "Common

Class B [Member]", "documentation": "Classification of common stock that has different rights than Common Class A, representing ownership interest in a corporation." } } }, "auth_ref": ["r718"] }, "us-gaap_CommonStockMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "CommonStockMember", "presentation": ["http://Flame.com/role/CondensedStatementsOfChangesInStockholdersDeficit"], "lang": { "en-us": { "role": { "label": "Common Stock [Member]", "documentation": "Stock that is subordinate to all other stock of the issuer." } } }, "auth_ref": ["r639", "r640", "r641", "r643", "r644", "r645", "r646", "r673", "r674", "r698", "r716", "r718"] }, "us-gaap_CommonStockParOrStatedValuePerShare": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "CommonStockParOrStatedValuePerShare", "presentation": ["http://Flame.com/role/CondensedBalanceSheetsParenthetical", "http://Flame.com/role/InitialPublicOfferingAdditionalInformationDetails", "http://Flame.com/role/StockholdersDeficitAdditionalInformationDetails"], "lang": { "en-us": { "role": { "label": "Common Stock, Par or Stated Value Per Share", "terseLabel": "Common stock par or stated value per share", "documentation": "Face amount or stated value per share of common stock." } } }, "auth_ref": ["r80"] }, "us-gaap_CommonStockSharesAuthorized": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "CommonStockSharesAuthorized", "presentation": ["http://Flame.com/role/CondensedBalanceSheetsParenthetical", "http://Flame.com/role/StockholdersDeficitAdditionalInformationDetails"], "lang": { "en-us": { "role": { "label": "Common Stock, Shares Authorized", "terseLabel": "Common stock shares authorized", "documentation": "The maximum number of common shares permitted to be issued by an entity's charter and bylaws." } } }, "auth_ref": ["r80", "r538"] }, "us-gaap_CommonStockSharesIssued": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "CommonStockSharesIssued", "presentation": ["http://Flame.com/role/CondensedBalanceSheetsParenthetical", "http://Flame.com/role/OrganizationAndBusinessOperationsAdditionalInformationDetails", "http://Flame.com/role/RelatedPartyTransactionsAdditionalInformationDetails", "http://Flame.com/role/SignificantAccountingPoliciesAdditionalInformationDetails", "http://Flame.com/role/StockholdersDeficitAdditionalInformationDetails"], "lang": { "en-us": { "role": { "label": "Common Stock, Shares, Issued", "terseLabel": "Common stock shares issued", "documentation": "Total number of common shares of an entity that have been sold or granted to shareholders (includes common shares that were issued, repurchased and remain in the treasury). These shares represent capital invested by the firm's shareholders and owners, and may be all or only a portion of the number of shares authorized. Shares issued include shares outstanding and shares held in the treasury." } } }, "auth_ref": ["r80"] }, "us-gaap_CommonStockSharesOutstanding": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "CommonStockSharesOutstanding", "presentation": ["http://Flame.com/role/CondensedBalanceSheetsParenthetical", "http://Flame.com/role/OrganizationAndBusinessOperationsAdditionalInformationDetails", "http://Flame.com/role/RelatedPartyTransactionsAdditionalInformationDetails", "http://Flame.com/role/SignificantAccountingPoliciesAdditionalInformationDetails", "http://Flame.com/role/StockholdersDeficitAdditionalInformationDetails"], "lang": { "en-us": { "role": { "label": "Common Stock, Shares, Outstanding", "terseLabel": "Common stock shares outstanding", "documentation": "Number of shares of common stock outstanding. Common stock represent the ownership interest in a corporation." } } }, "auth_ref": ["r9", "r80", "r538", "r557", "r718", "r719"] }, "soc_CommonStockSubjectToPossibleRedemptionPolicyTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://Flame.com/20230930", "localname": "CommonStockSubjectToPossibleRedemptionPolicyTextBlock", "presentation": ["http://Flame.com/role/SignificantAccountingPoliciesPolicies"], "lang": { "en-us": { "role": { "label": "Common Stock Subject to Possible Redemption [Policy Text Block]", "terseLabel": "Common Stock Subject to Possible Redemption", "documentation": "Common Stock Subject to Possible Redemption Policy Text Block" } } }, "auth_ref": [] }, "us-gaap_CommonStockValue": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "CommonStockValue", "crdr": "credit", "calculation": { "http://Flame.com/role/CondensedBalanceSheets": { "parentTag": "us-gaap_StockholdersEquity", "weight": 1.0, "order": 18.0 } }, "presentation": ["http://Flame.com/role/CondensedBalanceSheets"], "lang": { "en-us": { "role": { "label": "Common Stock, Value, Issued", "terseLabel": "Common Stock, Value", "documentation": "Aggregate par or stated value of issued nonredeemable common stock (or common stock redeemable solely at the option of the issuer). This item includes treasury stock repurchased by the entity. Note: elements for number of nonredeemable common shares, par value and other disclosure concepts are in another section within stockholders' equity." } } }, "auth_ref": ["r80", "r479", "r637"] }, "us-gaap_CommonStockVotingRights": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "CommonStockVotingRights", "presentation": ["http://Flame.com/role/StockholdersDeficitAdditionalInformationDetails"], "lang": { "en-us": { "role": { "label": "Common Stock, Voting Rights", "terseLabel": "Common stock, voting rights", "documentation": "Description of voting rights of common stock. Includes eligibility to vote and votes per share owned. Include also, if any, unusual voting rights." } } }, "auth_ref": ["r52"] }, "us-gaap_CommonUnitIssuanceValue": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "CommonUnitIssuanceValue", "crdr": "credit", "presentation": ["http://Flame.com/role/OrganizationAndBusinessOperationsAdditionalInformationDetails"], "lang": { "en-us": { "role": { "label": "Common Unit, Issuance Value", "terseLabel": "Common Unit, Issuance Value", "documentation": "Stated value of common units of ownership issued by a limited liability company (LLC)." } } }, "auth_ref": [] }, "us-gaap_CommonUnitIssued": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "CommonUnitIssued", "presentation": ["http://Flame.com/role/OrganizationAndBusinessOperationsAdditionalInformationDetails"], "lang": { "en-us": { "role": { "label": "Common Unit, Issued", "terseLabel": "Common Unit, Issued", "documentation": "Number of common units issued of limited liability company (LLC)." } } }, "auth_ref": ["r104"] }, "us-gaap_ConcentrationRiskCreditRisk": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "ConcentrationRiskCreditRisk", "presentation": ["http://Flame.com/role/SignificantAccountingPoliciesPolicies"], "lang": { "en-us": { "role": { "label": "Concentration Risk, Credit Risk, Policy [Policy Text Block]", "terseLabel": "Concentration of Credit Risk", "documentation": "Disclosure of accounting policy for credit risk." } } }, "auth_ref": ["r75", "r121"] }, "dei_ContactPersonnelName": { "xbrltype": "normalizedStringItemType", "nsuri": "http://xbrl.sec.gov/dei/2023", "localname": "ContactPersonnelName", "presentation": ["http://Flame.com/role/CoverPage"], "lang": { "en-us": { "role": { "label": "Contact Personnel Name", "documentation": "Name of contact personnel" } } }, "auth_ref": [] }, "soc_ContingentlyRedeemableOrdinaryShares": { "xbrltype": "monetaryItemType", "nsuri": "http://Flame.com/20230930", "localname": "ContingentlyRedeemableOrdinaryShares", "crdr": "credit", "presentation": ["http://Flame.com/role/SignificantAccountingPoliciesSummaryOfReconciledTheClassAOrdinarySharesDetails"], "lang": { "en-us": { "role": { "label": "Contingently Redeemable Ordinary Shares", "terseLabel": "Contingently redeemable ordinary shares", "documentation": "Contingently redeemable ordinary shares." } } }, "auth_ref": [] }, "soc_ConvertibleNotesMember": { "xbrltype": "domainItemType", "nsuri": "http://Flame.com/20230930", "localname": "ConvertibleNotesMember", "presentation": ["http://Flame.com/role/RelatedPartyTransactionsScheduleOfFairValueOfDebtInstrumentDetails"], "lang": { "en-us": { "role": { "label": "Convertible Notes [Member]", "terseLabel": "Convertible Notes [Member]", "documentation": "Convertible notes ." } } }, "auth_ref": [] }, "soc_ConvertibeNotesAndPromissoryNoteMember": { "xbrltype": "domainItemType", "nsuri": "http://Flame.com/20230930", "localname": "ConvertibeNotesAndPromissoryNoteMember", "presentation": ["http://Flame.com/role/RelatedPartyTransactionsAdditionalInformationDetails"], "lang": { "en-us": { "role": { "label": "Convertibe Notes And Promissory Note [Member]" } } }, "auth_ref": [] }, "us-gaap_ConvertibleDebtCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "ConvertibleDebtCurrent", "crdr": "credit", "calculation": { "http://Flame.com/role/CondensedBalanceSheets": { "parentTag": "us-gaap_LiabilitiesCurrent", "weight": 1.0, "order": 12.0 } }, "presentation": ["http://Flame.com/role/CondensedBalanceSheets"], "lang": { "en-us": { "role": { "label": "Convertible Debt, Current", "terseLabel": "Convertible promissory notes \u2013 related parties, at fair value", "documentation": "The portion of the carrying value of long-term convertible debt as of the balance sheet date that is scheduled to be repaid within one year or in the normal operating cycle if longer. Convertible debt is a financial instrument which can be exchanged for a specified amount of another security, typically the entity's common stock, at the option of the issuer or the holder." } } }, "auth_ref": ["r76"] }, "soc_ConvertiblePromissoryNotesRelatedPartiesMember": { "xbrltype": "domainItemType", "nsuri": "http://Flame.com/20230930", "localname": "ConvertiblePromissoryNotesRelatedPartiesMember", "presentation": ["http://Flame.com/role/FairValueMeasurementsScheduleOfChangesInTheFairValueOfWarrantLiabilitiesDetails", "http://Flame.com/role/FairValueMeasurementsScheduleOfFairValueMeasurementsUsingMonteCarloSimulationModelDetails"], "lang": { "en-us": { "role": { "label": "Convertible Promissory Notes Related Parties [Member]", "documentation": "Convertible Promissory Notes Related Parties." } } }, "auth_ref": [] }, "soc_ConvertiblePromissoryNotesRelatedPartyPolicyTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://Flame.com/20230930", "localname": "ConvertiblePromissoryNotesRelatedPartyPolicyTextBlock", "presentation": ["http://Flame.com/role/SignificantAccountingPoliciesPolicies"], "lang": { "en-us": { "role": { "label": "Convertible Promissory Notes Related Party [Policy Text Block]", "terseLabel": "Convertible Promissory Notes\u2014Related Party", "documentation": "Convertible Promissory Notes - Related Party." } } }, "auth_ref": [] }, "dei_CoverAbstract": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/dei/2023", "localname": "CoverAbstract", "lang": { "en-us": { "role": { "label": "Cover [Abstract]", "documentation": "Cover page." } } }, "auth_ref": [] }, "us-gaap_CreditFacilityAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "CreditFacilityAxis", "presentation": ["http://Flame.com/role/OrganizationAndBusinessOperationsAdditionalInformationDetails", "http://Flame.com/role/RelatedPartyTransactionsAdditionalInformationDetails", "http://Flame.com/role/SubsequentEventsAdditionalInformationDetails"], "lang": { "en-us": { "role": { "label": "Credit Facility [Axis]", "documentation": "Information by type of credit facility. Credit facilities provide capital to borrowers without the need to structure a loan for each borrowing." } } }, "auth_ref": [] }, "us-gaap_CreditFacilityDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "CreditFacilityDomain", "presentation": ["http://Flame.com/role/OrganizationAndBusinessOperationsAdditionalInformationDetails", "http://Flame.com/role/RelatedPartyTransactionsAdditionalInformationDetails", "http://Flame.com/role/SubsequentEventsAdditionalInformationDetails"], "lang": { "en-us": { "role": { "label": "Credit Facility [Domain]", "documentation": "Type of credit facility. Credit facilities provide capital to borrowers without the need to structure a loan for each borrowing." } } }, "auth_ref": [] }, "soc_CriteriaAxis": { "xbrltype": "stringItemType", "nsuri": "http://Flame.com/20230930", "localname": "CriteriaAxis", "presentation": ["http://Flame.com/role/StockholdersDeficitAdditionalInformationDetails"], "lang": { "en-us": { "role": { "label": "Criteria [Axis]", "documentation": "Criteria." } } }, "auth_ref": [] }, "soc_CriteriaDomain": { "xbrltype": "domainItemType", "nsuri": "http://Flame.com/20230930", "localname": "CriteriaDomain", "presentation": ["http://Flame.com/role/StockholdersDeficitAdditionalInformationDetails"], "lang": { "en-us": { "role": { "label": "Criteria [Domain]", "documentation": "Criteria." } } }, "auth_ref": [] }, "us-gaap_CurrentFederalTaxExpenseBenefit": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "CurrentFederalTaxExpenseBenefit", "crdr": "debit", "calculation": { "http://Flame.com/role/IncomeTaxSummaryOfIncomeTaxProvisionDetails": { "parentTag": "us-gaap_IncomeTaxExpenseBenefit", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://Flame.com/role/IncomeTaxSummaryOfIncomeTaxProvisionDetails"], "lang": { "en-us": { "role": { "label": "Current Federal Tax Expense (Benefit)", "terseLabel": "Current Federal", "documentation": "Amount of current federal tax expense (benefit) attributable to income (loss) from continuing operations. Includes, but is not limited to, current national tax expense (benefit) for non-US (United States of America) jurisdiction." } } }, "auth_ref": ["r656", "r672", "r696"] }, "us-gaap_CurrentStateAndLocalTaxExpenseBenefit": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "CurrentStateAndLocalTaxExpenseBenefit", "crdr": "debit", "calculation": { "http://Flame.com/role/IncomeTaxSummaryOfIncomeTaxProvisionDetails": { "parentTag": "us-gaap_IncomeTaxExpenseBenefit", "weight": 1.0, "order": 3.0 } }, "presentation": ["http://Flame.com/role/IncomeTaxSummaryOfIncomeTaxProvisionDetails"], "lang": { "en-us": { "role": { "label": "Current State and Local Tax Expense (Benefit)", "terseLabel": "Current State", "documentation": "Amount of current state and local tax expense (benefit) attributable to income (loss) from continuing operations. Includes, but is not limited to, current regional, territorial, and provincial tax expense (benefit) for non-US (United States of America) jurisdiction." } } }, "auth_ref": ["r656", "r672", "r696"] }, "us-gaap_DebtConversionConvertedInstrumentAmount1": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "DebtConversionConvertedInstrumentAmount1", "crdr": "credit", "presentation": ["http://Flame.com/role/CondensedStatementsOfCashFlows"], "lang": { "en-us": { "role": { "label": "Debt Conversion, Converted Instrument, Amount", "terseLabel": "Conversion of Promissory Notes to Convertible Promissory Notes", "documentation": "The value of the financial instrument(s) that the original debt is being converted into in a noncash (or part noncash) transaction. \"Part noncash\" refers to that portion of the transaction not resulting in cash receipts or cash payments in the period." } } }, "auth_ref": ["r38", "r40"] }, "us-gaap_DebtInstrumentAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "DebtInstrumentAxis", "presentation": ["http://Flame.com/role/OrganizationAndBusinessOperationsAdditionalInformationDetails", "http://Flame.com/role/RelatedPartyTransactionsAdditionalInformationDetails", "http://Flame.com/role/RelatedPartyTransactionsScheduleOfFairValueOfDebtInstrumentDetails", "http://Flame.com/role/SignificantAccountingPoliciesAdditionalInformationDetails", "http://Flame.com/role/SubsequentEventsAdditionalInformationDetails"], "lang": { "en-us": { "role": { "label": "Debt Instrument [Axis]", "documentation": "Information by type of debt instrument, including, but not limited to, draws against credit facilities." } } }, "auth_ref": ["r14", "r76", "r77", "r111", "r113", "r156", "r264", "r265", "r266", "r267", "r268", "r269", "r270", "r271", "r272", "r273", "r274", "r275", "r276", "r277", "r278", "r279", "r405", "r626", "r627", "r628", "r629", "r630", "r670"] }, "us-gaap_DebtInstrumentConvertibleCarryingAmountOfTheEquityComponent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "DebtInstrumentConvertibleCarryingAmountOfTheEquityComponent", "crdr": "credit", "presentation": ["http://Flame.com/role/RelatedPartyTransactionsAdditionalInformationDetails", "http://Flame.com/role/SubsequentEventsAdditionalInformationDetails", "http://Flame.com/role/WarrantsAdditionalInformationDetails"], "lang": { "en-us": { "role": {

```
"label": "Debt Instrument, Convertible, Carrying Amount of Equity Component", "terseLabel": "Debt instrument convertible conversion amount", "definitionGuidance": "Debt instrument convertible carrying amount of the equity component", "documentation": "The carrying amount of the equity component of convertible debt which may be settled in cash upon conversion." } } }, "auth_ref": [ "r47" ] }, "us-gaap_DebtInstrumentConvertibleConversionPrice1": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "DebtInstrumentConvertibleConversionPrice1", "presentation": [
"http://Flame.com/role/RelatedPartyTransactionsAdditionalInformationDetails", "http://Flame.com/role/SubsequentEventsAdditionalInformationDetails" ], "lang": { "en-us": { "role": { "label": "Debt Instrument, Convertible, Conversion Price", "terseLabel": "Debt instrument convertible conversion price", "documentation": "The price per share of the conversion feature embedded in the debt instrument." } } }, "auth_ref": [ "r100", "r266" ] }, "soc_DebtInstrumentDebt": { "xbrltype": "monetaryItemType", "nsuri": "http://Flame.com/20230930", "localname": "DebtInstrumentDebt", "crdr": "debit", "presentation": [
"http://Flame.com/role/RelatedPartyTransactionsAdditionalInformationDetails" ], "lang": { "en-us": { "role": { "label": "Debt Instrument Debt", "terseLabel": "Debt Instrument Drawn", "documentation": "Debt instrument debt." } } }, "auth_ref": [] }, "soc_DebtInstrumentDrawn": { "xbrltype": "monetaryItemType", "nsuri": "http://Flame.com/20230930", "localname": "DebtInstrumentDrawn", "crdr": "debit", "presentation", [
"http://Flame.com/role/OrganizationAndBusinessOperationsAdditionalInformationDetails",
"http://Flame.com/role/RelatedPartyTransactionsAdditionalInformationDetails", "http://Flame.com/role/SubsequentEventsAdditionalInformationDetails" ], "lang": { "en-us": { "role": { "label": "Debt Instrument Drawn", "verboseLabel": "Debt instrument drawn", "terseLabel": "Debt instrument drawn", "documentation": "Debt instrument drawn." } } }, "auth_ref": [] }, "us-gaap_DebtInstrumentFaceAmount": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "DebtInstrumentFaceAmount", "crdr": "credit", "presentation": [ "http://Flame.com/role/OrganizationAndBusinessOperationsAdditionalInformationDetails",
"http://Flame.com/role/RelatedPartyTransactionsAdditionalInformationDetails",
"http://Flame.com/role/RelatedPartyTransactionsScheduleOfFairValueOfDebtInstrumentDetails" ], "lang": { "en-us": { "role": { "label": "Debt Instrument, Face Amount", "verboseLabel": "Amount Available Under Promissory Note", "terseLabel": "Principal Value", "presentationGuidance": "Debt instrument face amount", "documentation": "Face (par) amount of debt instrument at time of issuance." } } }, "auth_ref": [ "r66", "r67", "r264", "r405", "r627", "r628" ] }, "us-gaap_DebtInstrumentFairValue": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "DebtInstrumentFairValue", "crdr": "credit", "presentation": [
"http://Flame.com/role/RelatedPartyTransactionsScheduleOfFairValueOfDebtInstrumentDetails" ], "lang": { "en-us": { "role": { "label": "Debt Instrument, Fair Value Disclosure", "terseLabel": "Debt Instrument, Fair Value Disclosure", "documentation": "Fair value portion of debt instrument payable, including, but not limited to, notes payable and loans payable." } } }, "auth_ref": [ "r272", "r390", "r627", "r628" ] }, "us-gaap_DebtInstrumentInterestRateStatedPercentage": { "xbrltype": "percentItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "DebtInstrumentInterestRateStatedPercentage", "presentation": [
"http://Flame.com/role/RelatedPartyTransactionsAdditionalInformationDetails" ], "lang": { "en-us": { "role": { "label": "Debt Instrument, Interest Rate, Stated Percentage", "terseLabel": "Promissory note interest bearing", "documentation": "Contractual interest rate for funds borrowed, under the debt agreement." } } }, "auth_ref": [ "r23", "r265" ] }, "us-gaap_DebtInstrumentLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "DebtInstrumentLineItems", "presentation": [ "http://Flame.com/role/RelatedPartyTransactionsScheduleOfFairValueOfDebtInstrumentDetails" ], "lang": { "en-us": { "role": { "label": "Debt Instrument [Line Items]", "documentation": "Line items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table." } } }, "auth_ref": [ "r156", "r264", "r265", "r266", "r267", "r268", "r269", "r270", "r271", "r272", "r273", "r274", "r275", "r276", "r277", "r278", "r279", "r280", "r405", "r626", "r627", "r628", "r629", "r630", "r670" ] }, "us-gaap_DebtInstrumentNameDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "DebtInstrumentNameDomain", "presentation": [ "http://Flame.com/role/OrganizationAndBusinessOperationsAdditionalInformationDetails",
"http://Flame.com/role/RelatedPartyTransactionsAdditionalInformationDetails",
"http://Flame.com/role/RelatedPartyTransactionsScheduleOfFairValueOfDebtInstrumentDetails",
"http://Flame.com/role/SignificantAccountingPoliciesAdditionalInformationDetails", "http://Flame.com/role/SubsequentEventsAdditionalInformationDetails" ], "lang": { "en-us": { "role": { "label": "Debt Instrument, Name [Domain]", "documentation": "The name for the particular debt instrument or borrowing that distinguishes it from other debt instruments or borrowings, including draws against credit facilities." } } }, "auth_ref": [ "r25", "r156", "r264", "r265", "r266", "r267", "r268", "r269", "r270", "r271", "r272", "r273", "r274", "r275", "r276", "r277", "r278", "r279", "r405", "r626", "r627", "r628", "r629", "r630", "r670" ] }, "soc_DebtInstrumentOutstanding": { "xbrltype": "monetaryItemType", "nsuri": "http://Flame.com/20230930", "localname": "DebtInstrumentOutstanding", "crdr": "credit", "presentation": [
"http://Flame.com/role/RelatedPartyTransactionsAdditionalInformationDetails" ], "lang": { "en-us": { "role": { "label": "Debt Instrument Outstanding", "documentation": "Debt instrument outstanding" } } }, "auth_ref": [] }, "us-gaap_DebtInstrumentPaymentTerms": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "DebtInstrumentPaymentTerms", "presentation": [ "http://Flame.com/role/RelatedPartyTransactionsAdditionalInformationDetails" ], "lang": { "en-us": { "role": { "label": "Debt Instrument, Payment Terms", "terseLabel": "Promissory note payment terms", "documentation": "Description of the payment terms of the debt instrument (for example, whether periodic payments include principal and frequency of payments) and discussion about any contingencies associated with the payment." } } }, "auth_ref": [ "r24", "r74" ] }, "us-gaap_DebtInstrumentTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "DebtInstrumentTable", "presentation": [ "http://Flame.com/role/RelatedPartyTransactionsScheduleOfFairValueOfDebtInstrumentDetails" ], "lang": { "en-us": { "role": { "label": "Schedule of Long-Term Debt Instruments [Table]", "documentation": "A table or schedule providing information pertaining to long-term debt instruments or arrangements, including identification, terms, features, collateral requirements and other information necessary to a fair presentation. These are debt arrangements that originally required repayment more than twelve months after issuance or greater than the normal operating cycle of the company, if longer." } } }, "auth_ref": [ "r25", "r52", "r55", "r65", "r66", "r67", "r73", "r102", "r103", "r156", "r264", "r265", "r266", "r267", "r268", "r269", "r270", "r271", "r272", "r273", "r274", "r275", "r276", "r277", "r278", "r279", "r280", "r405", "r626", "r627", "r628", "r629", "r630", "r670" ] }, "soc_DebtInstrumentValueAssigned": { "xbrltype": "monetaryItemType", "nsuri": "http://Flame.com/20230930", "localname": "DebtInstrumentValueAssigned", "crdr": "credit", "presentation": [
"http://Flame.com/role/RelatedPartyTransactionsAdditionalInformationDetails" ], "lang": { "en-us": { "role": { "label": "Debt Instrument Value Assigned", "verboseLabel": "Debt instrument value assigned", "documentation": "Debt instrument value assigned." } } }, "auth_ref": [] }, "us-gaap_DebtInstrumentsAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "DebtInstrumentsAbstract", "lang": { "en-us": { "role": { "label": "Debt Instruments [Abstract]" } } }, "auth_ref": [] }, "us-gaap_DebtSecuritiesAvailableForSaleMeasurementInput": { "xbrltype": "decimalItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "DebtSecuritiesAvailableForSaleMeasurementInput", "presentation": [
"http://Flame.com/role/FairValueMeasurementsScheduleOfFairValueMeasurementsUsingMonteCarloSimulationModelDetails" ], "lang": { "en-us": { "role": { "label": "Debt Securities, Available-for-sale, Measurement Input", "terseLabel": "Debt Securities available for sale", "documentation": "Value of input used to measure investment in debt security measured at fair value with change in fair value recognized in other comprehensive income (available-for-sale)." } } }, "auth_ref": [ "r383" ] }, "us-gaap_DeferredFederalIncomeTaxExpenseBenefit": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "DeferredFederalIncomeTaxExpenseBenefit", "crdr": "debit", "calculation": { "http://Flame.com/role/IncomeTaxSummaryOfIncomeTaxProvisionDetails": { "parentTag": "us-gaap_IncomeTaxExpenseBenefit", "weight": 1.0, "order": 2.0 } }, "presentation": [ "http://Flame.com/role/IncomeTaxSummaryOfIncomeTaxProvisionDetails" ], "lang": { "en-us": { "role": { "label": "Deferred Federal Income Tax Expense (Benefit)", "terseLabel": "Deferred Federal", "documentation": "Amount of deferred federal tax expense (benefit) attributable to income (loss) from continuing operations. Includes, but is not limited to, deferred national tax expense (benefit) for non-US (United States of America) jurisdiction." } } }, "auth_ref": [ "r672", "r695", "r696" ] }, "soc_DeferredLegalFees": { "xbrltype": "monetaryItemType", "nsuri": "http://Flame.com/20230930", "localname": "DeferredLegalFees", "crdr": "debit", "presentation": [
"http://Flame.com/role/CommitmentsAndContingenciesAdditionalInformationDetails" ], "lang": { "en-us": { "role": { "label": "Deferred Legal Fees", "documentation": "Deferred Legal Fees." } } }, "auth_ref": [] }, "us-gaap_DeferredStateAndLocalIncomeTaxExpenseBenefit": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "DeferredStateAndLocalIncomeTaxExpenseBenefit", "crdr": "debit", "calculation": {
"http://Flame.com/role/IncomeTaxSummaryOfIncomeTaxProvisionDetails": { "parentTag": "us-gaap_IncomeTaxExpenseBenefit", "weight": 1.0, "order": 4.0 } },
"presentation": [ "http://Flame.com/role/IncomeTaxSummaryOfIncomeTaxProvisionDetails" ], "lang": { "en-us": { "role": { "label": "Deferred State and Local Income Tax Expense (Benefit)", "terseLabel": "Deferred State", "documentation": "Amount of deferred state and local tax expense (benefit) attributable to income (loss) from continuing operations. Includes, but is not limited to, deferred regional, territorial, and provincial tax expense (benefit) for non-US (United States of America) jurisdiction." } } }, "auth_ref": [ "r672", "r695", "r696" ] }, "us-gaap_DeferredTaxAssetsGross": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "DeferredTaxAssetsGross", "crdr": "debit", "presentation": [ "http://Flame.com/role/IncomeTaxSummaryOfNetDeferredTaxAssetsDetails" ], "lang": { "en-us": { "role": { "label": "Deferred Tax Assets, Gross", "terseLabel": "Total deferred tax assets", "documentation": "Amount before allocation of valuation allowances of deferred tax asset attributable to deductible temporary differences and carryforwards." } } }, "auth_ref": [ "r330" ] }, "us-gaap_DeferredTaxAssetsGrossAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "DeferredTaxAssetsGrossAbstract", "presentation": [
"http://Flame.com/role/IncomeTaxSummaryOfNetDeferredTaxAssetsDetails" ], "lang": { "en-us": { "role": { "label": "Deferred Tax Assets, Gross [Abstract]", "terseLabel": "Deferred tax asset" } } }, "auth_ref": [] }, "us-gaap_DeferredTaxAssetsNet": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "DeferredTaxAssetsNet", "crdr": "debit", "presentation": [ "http://Flame.com/role/IncomeTaxSummaryOfNetDeferredTaxAssetsDetails" ], "lang": { "en-us": { "role": { "label": "Deferred Tax Assets, Net of Valuation Allowance", "terseLabel": "Deferred tax asset, net of allowance", "documentation": "Amount after allocation of valuation allowances of deferred tax asset attributable to deductible temporary differences and carryforwards." } } }, "auth_ref": [ "r693" ] }, "us-gaap_DeferredTaxAssetsOperatingLossCarryforwardsDomestic": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "DeferredTaxAssetsOperatingLossCarryforwardsDomestic", "crdr": "debit", "presentation": [ "http://Flame.com/role/IncomeTaxSummaryOfNetDeferredTaxAssetsDetails" ], "lang": { "en-us": { "role": { "label": "Deferred Tax Assets, Operating Loss Carryforwards, Domestic", "terseLabel": "Net operating loss carryforwards", "documentation": "Amount before allocation of valuation allowances of deferred tax asset attributable to deductible domestic operating loss carryforwards. Excludes state and local operating loss carryforwards." } } }, "auth_ref": [ "r59", "r694" ] }, "soc_DeferredTaxAssetsOrganizationalcosts": { "xbrltype": "monetaryItemType", "nsuri": "http://Flame.com/20230930", "localname": "DeferredTaxAssetsOrganizationalcosts", "crdr": "debit", "presentation": [
"http://Flame.com/role/IncomeTaxSummaryOfNetDeferredTaxAssetsDetails" ], "lang": { "en-us": { "role": { "label": "Deferred Tax Assets OrganizationalCosts", "terseLabel": "Start-up/organization costs", "documentation": "Deferred tax assets organizational\u00a0costs." } } }, "auth_ref": [] }, "us-gaap_DeferredTaxAssetsValuationAllowance": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "DeferredTaxAssetsValuationAllowance", "crdr": "credit", "presentation": [ "http://Flame.com/role/IncomeTaxSummaryOfNetDeferredTaxAssetsDetails" ], "lang": { "en-us": { "role": { "label": "Deferred Tax Assets, Valuation Allowance", "negatedLabel": "Valuation allowance", "documentation": "Amount of deferred tax assets for which it is more likely than not that a tax benefit will not be realized." } } }, "auth_ref": [ "r331" ] }, "soc_DenominatorAbstract": { "xbrltype": "stringItemType", "nsuri": "http://Flame.com/20230930", "localname": "DenominatorAbstract", "presentation": [
"http://Flame.com/role/SignificantAccountingPoliciesSummaryOfNetIncomePerShareOfCommonStockDetails" ], "lang": { "en-us": { "role": { "label": "Denominator [Abstract]", "documentation": "Denominator." } } }, "auth_ref": [] }, "soc_DerivativeWarrantLiabilitiesPolicyTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://Flame.com/20230930", "localname": "DerivativeWarrantLiabilitiesPolicyTextBlock", "presentation": [ "http://Flame.com/role/SignificantAccountingPoliciesPolicies" ], "lang": { "en-us": { "role": { "label": "Derivative Warrant Liabilities [Policy Text Block]", "verboseLabel": "Derivative Warrant Liabilities", "documentation": "Derivative warrant liabilities." } } }, "auth_ref": [] },
"soc_DeterminationOfPriceOfClassACommonStockForACertainPeriodBasedOnWhichLockInPeriodOfClassBCommonStockWillBeDeterminedMember": { "xbrltype": "domainItemType", "nsuri": "http://Flame.com/20230930", "localname": "DeterminationOfPriceOfClassACommonStockForACertainPeriodBasedOnWhichLockInPeriodOfClassBCommonStockWillBeDeterminedMember", "presentation": [
"http://Flame.com/role/StockholdersDeficitAdditionalInformationDetails" ], "lang": { "en-us": { "role": { "label": "Determination Of Price Of Class A Common Stock For A Certain Period Based On Which Lock In Period Of Class B Common Stock Will Be Determined [Member]", "documentation": "Determination Of Price Of Class A Common Stock For A Certain Period Based On Which Lock In Period Of Class B Common Stock Will Be Determined." } } }, "auth_ref": [] }, "soc_DisclosureOfWarrantsTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://Flame.com/20230930", "localname": "DisclosureOfWarrantsTextBlock", "presentation": [
"http://Flame.com/role/Warrants" ], "lang": { "en-us": { "role": { "label": "Disclosure Of Warrants [Text Block]", "terseLabel": "Warrants", "documentation": "Disclosure of warrants." } } }, "auth_ref": [] }, "dei_DocumentInformationLineItems": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/dei/2023", "localname": "DocumentInformationLineItems", "presentation": [ "http://Flame.com/role/CoverPage" ], "lang": { "en-us": { "role": { "label": "Document Information [Line Items]",
```

```
"documentation": "Line items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table." } } }, "auth_ref": [] }, "dei_DocumentInformationTable": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/dei/2023", "localname": "DocumentInformationTable", "presentation": [ "http://Flame.com/role/CoverPage" ], "lang": { "en-us": { "role": { "label": "Document Information [Table]", "documentation": "Container to support the formal attachment of each official or unofficial, public or private document as part of a submission package." } } }, "auth_ref": [] }, "dei_DocumentType": { "xbrltype": "submissionTypeItemType", "nsuri": "http://xbrl.sec.gov/dei/2023", "localname": "DocumentType", "presentation": [ "http://Flame.com/role/CoverPage" ], "lang": { "en-us": { "role": { "label": "Document Type", "documentation": "The type of document being provided (such as 10-K, 10-Q, 485BPOS, etc). The document type is limited to the same value as the supporting SEC submission type, or the word 'Other'." } } }, "auth_ref": [] }, "us-gaap_DomesticCountryMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "DomesticCountryMember", "presentation": [ "http://Flame.com/role/IncomeTaxAdditionalInformationDetails" ], "lang": { "en-us": { "role": { "label": "Domestic Tax Authority [Member]", "terseLabel": "Domestic Tax Authority [Member]", "documentation": "Designated tax department of the government that is entitled to levy and collect income taxes from the entity in its country of domicile." } } }, "auth_ref": [] }, "us-gaap_EarningsPerShareAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "EarningsPerShareAbstract", "lang": { "en-us": { "role": { "label": "Earnings Per Share [Abstract]" } } }, "auth_ref": [] }, "us-gaap_EarningsPerShareBasic": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "EarningsPerShareBasic", "presentation": [
"http://Flame.com/role/CondensedStatementsOfOperations", "http://Flame.com/role/SignificantAccountingPoliciesSummaryOfNetIncomePerShareOfCommonStockDetails"
], "lang": { "en-us": { "role": { "label": "Earnings Per Share, Basic", "terseLabel": "Basic, net (loss) income per share", "documentation": "The amount of net income (loss) for the period per each share of common stock or unit outstanding during the reporting period." } } }, "auth_ref": [ "r147", "r164", "r165", "r166", "r167", "r168", "r173", "r175", "r178", "r179", "r180", "r181", "r375", "r376", "r473", "r486", "r621" ] }, "us-gaap_EarningsPerShareDiluted": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "EarningsPerShareDiluted", "presentation": [ "http://Flame.com/role/CondensedStatementsOfOperations",
"http://Flame.com/role/SignificantAccountingPoliciesSummaryOfNetIncomePerShareOfCommonStockDetails" ], "lang": { "en-us": { "role": { "label": "Earnings Per Share, Diluted", "terseLabel": "Diluted, net (loss) income per share", "documentation": "The amount of net income (loss) for the period available to each share of common stock or common unit outstanding during the reporting period and to each share or unit that would have been outstanding assuming the issuance of common shares or units for all dilutive potential common shares or units outstanding during the reporting period." } } }, "auth_ref": [ "r147", "r164", "r165", "r166", "r167", "r168", "r175", "r178", "r179", "r180", "r181", "r375", "r376", "r473", "r486", "r621" ] }, "us-gaap_EarningsPerSharePolicyTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "EarningsPerSharePolicyTextBlock", "presentation": [ "http://Flame.com/role/SignificantAccountingPoliciesPolicies" ], "lang": { "en-us": { "role": { "label": "Earnings Per Share, Policy [Policy Text Block]", "terseLabel": "Net (Loss) Income Per Share of Common Stock", "documentation": "Disclosure of accounting policy for computing basic and diluted earnings or loss per share for each class of common stock and participating security. Addresses all significant policy factors, including any antidilutive items that have been excluded from the computation and takes into account stock dividends, splits and reverse splits that occur after the balance sheet date of the latest reporting period but before the issuance of the financial statements." } } }, "auth_ref": [ "r41", "r42" ] }, "us-gaap_EffectiveIncomeTaxRateContinuingOperations": { "xbrltype": "percentItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "EffectiveIncomeTaxRateContinuingOperations", "calculation": {
"http://Flame.com/role/IncomeTaxSummaryOfReconciliationOfTheFederalIncomeTaxRateBenefitAndEffectiveTaxRateBenefitDetails": { "parentTag": null, "weight": null, "order": null, "root": true } }, "presentation": [ "http://Flame.com/role/IncomeTaxAdditionalInformationDetails",
"http://Flame.com/role/IncomeTaxSummaryOfReconciliationOfTheFederalIncomeTaxRateBenefitAndEffectiveTaxRateBenefitDetails" ], "lang": { "en-us": { "role": { "label": "Effective Income Tax Rate Reconciliation, Percent", "verboseLabel": "Effective Income Tax Rate Reconciliation, Percent", "totalLabel": "Income tax Expense", "documentation": "Percentage of current income tax expense (benefit) and deferred income tax expense (benefit) pertaining to continuing operations." } } }, "auth_ref": [ "r322" ] }, "us-gaap_EffectiveIncomeTaxRateReconciliationAtFederalStatutoryIncomeTaxRate": { "xbrltype": "percentItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "EffectiveIncomeTaxRateReconciliationAtFederalStatutoryIncomeTaxRate", "calculation": {
"http://Flame.com/role/IncomeTaxSummaryOfReconciliationOfTheFederalIncomeTaxRateBenefitAndEffectiveTaxRateBenefitDetails": { "parentTag": "us-gaap_EffectiveIncomeTaxRateContinuingOperations", "weight": 1.0, "order": 1.0 } }, "presentation": [
"http://Flame.com/role/IncomeTaxSummaryOfReconciliationOfTheFederalIncomeTaxRateBenefitAndEffectiveTaxRateBenefitDetails",
"http://Flame.com/role/SignificantAccountingPoliciesAdditionalInformationDetails" ], "lang": { "en-us": { "role": { "label": "Effective Income Tax Rate Reconciliation, at Federal Statutory Income Tax Rate, Percent", "terseLabel": "Statutory rate", "verboseLabel": "Income tax at statutory rate", "documentation": "Percentage of domestic federal statutory tax rate applicable to pretax income (loss)." } } }, "auth_ref": [ "r153", "r322", "r341" ] }, "us-gaap_EffectiveIncomeTaxRateReconciliationChangeInDeferredTaxAssetsValuationAllowance": { "xbrltype": "percentItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "EffectiveIncomeTaxRateReconciliationChangeInDeferredTaxAssetsValuationAllowance", "calculation": {
"http://Flame.com/role/IncomeTaxSummaryOfReconciliationOfTheFederalIncomeTaxRateBenefitAndEffectiveTaxRateBenefitDetails": { "parentTag": "us-gaap_EffectiveIncomeTaxRateContinuingOperations", "weight": 1.0, "order": 2.0 } }, "presentation": [
"http://Flame.com/role/IncomeTaxSummaryOfReconciliationOfTheFederalIncomeTaxRateBenefitAndEffectiveTaxRateBenefitDetails" ], "lang": { "en-us": { "role": {
"label": "Effective Income Tax Rate Reconciliation, Change in Deferred Tax Assets Valuation Allowance, Percent", "terseLabel": "Change in valuation allowance", "documentation": "Percentage of the difference between reported income tax expense (benefit) and expected income tax expense (benefit) computed by applying the domestic federal statutory income tax rates to pretax income (loss) from continuing operations attributable to changes in the valuation allowance for deferred tax assets." } } }, "auth_ref": [ "r692", "r697" ] }, "us-gaap_EffectiveIncomeTaxRateReconciliationChangeInEnactedTaxRate": { "xbrltype": "percentItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "EffectiveIncomeTaxRateReconciliationChangeInEnactedTaxRate", "presentation": [
"http://Flame.com/role/SignificantAccountingPoliciesAdditionalInformationDetails" ], "lang": { "en-us": { "role": { "label": "Effective Income Tax Rate Reconciliation, Change in Enacted Tax Rate, Percent", "terseLabel": "Effective tax rate", "documentation": "Percentage of the difference between reported income tax expense (benefit) and expected income tax expense (benefit) computed by applying the domestic federal statutory income tax rates to pretax income (loss) from continuing operations attributable to changes in the income tax rates." } } }, "auth_ref": [ "r341", "r692" ] }, "soc_EffectiveIncomeTaxRateReconciliationChangeInFairValueOfWarrants": { "xbrltype": "percentItemType", "nsuri": "http://Flame.com/20230930", "localname": "EffectiveIncomeTaxRateReconciliationChangeInFairValueOfWarrants", "calculation": { "http://Flame.com/role/IncomeTaxSummaryOfReconciliationOfTheFederalIncomeTaxRateBenefitAndEffectiveTaxRateBenefitDetails": { "parentTag": "us-gaap_EffectiveIncomeTaxRateContinuingOperations", "weight": 1.0, "order": 3.0 } }, "presentation": [
"http://Flame.com/role/IncomeTaxSummaryOfReconciliationOfTheFederalIncomeTaxRateBenefitAndEffectiveTaxRateBenefitDetails" ], "lang": { "en-us": { "role": {
"label": "Effective Income Tax Rate Reconciliation Change In Fair Value Of Warrants", "terseLabel": "Fair value of warrant adjustment", "documentation": "Effective income tax rate reconciliation change in fair value of warrants." } } }, "auth_ref": [] }, "soc_EmergingGrowthCompanyPolicyTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://Flame.com/20230930", "localname": "EmergingGrowthCompanyPolicyTextBlock", "presentation": [
"http://Flame.com/role/SignificantAccountingPoliciesPolicies" ], "lang": { "en-us": { "role": { "label": "Emerging Growth Company [Policy Text Block]", "terseLabel": "Emerging Growth Company Status", "documentation": "Emerging Growth Company PolicyTextBlock" } } }, "auth_ref": [] }, "dei_EntityAddressAddressLine1": { "xbrltype": "normalizedStringItemType", "nsuri": "http://xbrl.sec.gov/dei/2023", "localname": "EntityAddressAddressLine1", "presentation": [
"http://Flame.com/role/CoverPage" ], "lang": { "en-us": { "role": { "label": "Entity Address, Address Line One", "documentation": "Address Line 1 such as Attn, Building Name, Street Name" } } }, "auth_ref": [] }, "dei_EntityAddressCityOrTown": { "xbrltype": "normalizedStringItemType", "nsuri": "http://xbrl.sec.gov/dei/2023", "localname": "EntityAddressCityOrTown", "presentation": [ "http://Flame.com/role/CoverPage" ], "lang": { "en-us": { "role": { "label": "Entity Address, City or Town", "documentation": "Name of the City or Town" } } }, "auth_ref": [] }, "dei_EntityAddressPostalZipCode": { "xbrltype": "normalizedStringItemType", "nsuri": "http://xbrl.sec.gov/dei/2023", "localname": "EntityAddressPostalZipCode", "presentation": [ "http://Flame.com/role/CoverPage" ], "lang": { "en-us": { "role": { "label": "Entity Address, Postal Zip Code", "documentation": "Code for the postal or zip code" } } }, "auth_ref": [] }, "dei_EntityAddressStateOrProvince": { "xbrltype": "stateOrProvinceItemType", "nsuri": "http://xbrl.sec.gov/dei/2023", "localname": "EntityAddressStateOrProvince", "presentation": [ "http://Flame.com/role/CoverPage" ], "lang": { "en-us": { "role": { "label": "Entity Address, State or Province", "documentation": "Name of the state or province." } } }, "auth_ref": [] }, "dei_EntityAddressesAddressTypeAxis": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/dei/2023", "localname": "EntityAddressesAddressTypeAxis", "presentation": [ "http://Flame.com/role/CoverPage" ], "lang": { "en-us": { "role": { "label": "Entity Addresses, Address Type [Axis]", "documentation": "The axis of a table defines the relationship between the domain members or categories in the table and the line items or concepts that complete the table." } } }, "auth_ref": [] }, "dei_EntityCentralIndexKey": { "xbrltype": "centralIndexKeyItemType", "nsuri": "http://xbrl.sec.gov/dei/2023", "localname": "EntityCentralIndexKey", "presentation": [ "http://Flame.com/role/CoverPage" ], "lang": { "en-us": { "role": { "label": "Entity Central Index Key", "documentation": "A unique 10-digit SEC-issued value to identify entities that have filed disclosures with the SEC. It is commonly abbreviated as CIK." } } }, "auth_ref": [ "r649" ] }, "dei_EntityDomain": { "xbrltype": "domainItemType", "nsuri": "http://xbrl.sec.gov/dei/2023", "localname": "EntityDomain", "presentation": [ "http://Flame.com/role/SignificantAccountingPoliciesSummaryOfReconciledTheClassAOrdinarySharesDetails" ], "lang": { "en-us": { "role": { "label": "Entity [Domain]", "documentation": "All the names of the entities being reported upon in a document. Any legal structure used to conduct activities or to hold assets. Some examples of such structures are corporations, partnerships, limited liability companies, grantor trusts, and other trusts. This item does not include business and geographical segments which are included in the geographical or business segments domains." } } }, "auth_ref": [] }, "dei_EntityEmergingGrowthCompany": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/dei/2023", "localname": "EntityEmergingGrowthCompany", "presentation": [ "http://Flame.com/role/CoverPage" ], "lang": { "en-us": { "role": { "label": "Entity Emerging Growth Company", "documentation": "Indicate if registrant meets the emerging growth company criteria." } } }, "auth_ref": [ "r649" ] }, "dei_EntityExTransitionPeriod": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/dei/2023", "localname": "EntityExTransitionPeriod", "presentation": [ "http://Flame.com/role/CoverPage" ], "lang": { "en-us": { "role": { "label": "Entity Ex Transition Period", "documentation": "Indicate if an emerging growth company has elected not to use the extended transition period for complying with any new or revised financial accounting standards." } } }, "auth_ref": [ "r652" ] }, "dei_EntityFilerCategory": { "xbrltype": "filerCategoryItemType", "nsuri": "http://xbrl.sec.gov/dei/2023", "localname": "EntityFilerCategory", "presentation": [ "http://Flame.com/role/CoverPage" ], "lang": { "en-us": { "role": { "label": "Entity Filer Category", "documentation": "Indicate whether the registrant is one of the following: Large Accelerated Filer, Accelerated Filer, Non-accelerated Filer. Definitions of these categories are stated in Rule 12b-2 of the Exchange Act. This information should be based on the registrant's current or most recent filing containing the related disclosure." } } }, "auth_ref": [ "r649" ] }, "dei_EntityIncorporationStateCountryCode": { "xbrltype": "edgarStateCountryItemType", "nsuri": "http://xbrl.sec.gov/dei/2023", "localname": "EntityIncorporationStateCountryCode", "presentation": [ "http://Flame.com/role/CoverPage" ], "lang": { "en-us": { "role": { "label": "Entity Incorporation, State or Country Code", "documentation": "Two-character EDGAR code representing the state or country of incorporation." } } }, "auth_ref": [] }, "dei_EntityPrimarySicNumber": { "xbrltype": "sicNumberItemType", "nsuri": "http://xbrl.sec.gov/dei/2023", "localname": "EntityPrimarySicNumber", "presentation": [ "http://Flame.com/role/CoverPage" ], "lang": { "en-us": { "role": { "label": "Entity Primary SIC Number", "documentation": "Primary Standard Industrial Classification (SIC) Number for the Entity." } } }, "auth_ref": [ "r651" ] }, "dei_EntityRegistrantName": { "xbrltype": "normalizedStringItemType", "nsuri": "http://xbrl.sec.gov/dei/2023", "localname": "EntityRegistrantName", "presentation": [ "http://Flame.com/role/CoverPage" ], "lang": { "en-us": { "role": { "label": "Entity Registrant Name", "documentation": "The exact name of the entity filing the report as specified in its charter, which is required by forms filed with the SEC." } } }, "auth_ref": [ "r649" ] }, "dei_EntitySmallBusiness": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/dei/2023", "localname": "EntitySmallBusiness", "presentation": [
"http://Flame.com/role/CoverPage" ], "lang": { "en-us": { "role": { "label": "Entity Small Business", "documentation": "Indicates that the company is a Smaller Reporting Company (SRC)." } } }, "auth_ref": [ "r649" ] }, "dei_EntityTaxIdentificationNumber": { "xbrltype": "employerIdItemType", "nsuri": "http://xbrl.sec.gov/dei/2023", "localname": "EntityTaxIdentificationNumber", "presentation": [ "http://Flame.com/role/CoverPage" ], "lang": { "en-us": { "role": { "label": "Entity Tax Identification Number", "documentation": "The Tax Identification Number (TIN), also known as an Employer Identification Number (EIN), is a unique 9-digit value assigned by the IRS." } } }, "auth_ref": [ "r649" ] }, "us-gaap_EquityAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "EquityAbstract", "lang": { "en-us": { "role": { "label": "Equity [Abstract]" } } }, "auth_ref": [] }, "us-gaap_EquityComponentDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "EquityComponentDomain", "presentation": [ "http://Flame.com/role/CondensedStatementsOfChangesInStockholdersDeficit",
"http://Flame.com/role/RelatedPartyTransactionsAdditionalInformationDetails" ], "lang": { "en-us": { "role": { "label": "Equity Component [Domain]", "documentation": "Components of equity are the parts of the total Equity balance including that which is allocated to common, preferred, treasury stock, retained earnings, etc." } } }, "auth_ref": [ "r9", "r128", "r144", "r145", "r146", "r157", "r158", "r159", "r161", "r169", "r171", "r182", "r231", "r237", "r299", "r313", "r314", "r315", "r337", "r338", "r356", "r358", "r359", "r360", "r361", "r363", "r374", "r396", "r397", "r398", "r399", "r400", "r401", "r414", "r491", "r492", "r493", "r512", "r582" ] }, "soc_EventAxis": {
```

```
"xbrltype": "stringItemType", "nsuri": "http://Flame.com/20230930", "localname": "EventAxis", "presentation": [
"http://Flame.com/role/CommitmentsAndContingenciesAdditionalInformationDetails", "http://Flame.com/role/WarrantsAdditionalInformationDetails" ], "lang": { "en-us": { "role": { "label": "Event [Axis]", "documentation": "Event." } } }, "auth_ref": [] }, "soc_EventDomain": { "xbrltype": "domainItemType", "nsuri":
"http://Flame.com/20230930", "localname": "EventDomain", "presentation": [ "http://Flame.com/role/CommitmentsAndContingenciesAdditionalInformationDetails",
"http://Flame.com/role/WarrantsAdditionalInformationDetails" ], "lang": { "en-us": { "role": { "label": "Event [Domain]", "documentation": "Event." } } }, "auth_ref": [] },
"soc_ExciseTaxOnCertainRepurchasesOfStockUnderInflationReductionAct": { "xbrltype": "percentItemType", "nsuri": "http://Flame.com/20230930", "localname":
"ExciseTaxOnCertainRepurchasesOfStockUnderInflationReductionAct", "presentation": [
"http://Flame.com/role/OrganizationAndBusinessOperationsAdditionalInformationDetails" ], "lang": { "en-us": { "role": { "label": "Excise Tax On Certain Repurchases Of Stock Under Inflation Reduction Act", "documentation": "Excise tax on certain repurchases of stock under Inflation Reduction Act." } } }, "auth_ref": [] },
"soc_ExciseTaxOnClassACommonStockRedemptions": { "xbrltype": "monetaryItemType", "nsuri": "http://Flame.com/20230930", "localname":
"ExciseTaxOnClassACommonStockRedemptions", "crdr": "debit", "presentation": [ "http://Flame.com/role/CondensedStatementsOfChangesInStockholdersDeficit" ],
"lang": { "en-us": { "role": { "label": "Excise tax on Class A common stock redemptions", "terseLabel": "Excise tax on Class\u00a0A common stock redemptions",
"documentation": "Excise tax on Class\u00a0A common stock redemptions." } } }, "auth_ref": [] },
"soc_ExciseTaxPayableOnClassACommonStockRedemptionsOfNoncashInvestingAndFinancingTransaction": { "xbrltype": "monetaryItemType", "nsuri":
"http://Flame.com/20230930", "localname": "ExciseTaxPayableOnClassACommonStockRedemptionsOfNoncashInvestingAndFinancingTransaction", "crdr": "credit",
"presentation": [ "http://Flame.com/role/CondensedStatementsOfCashFlows" ], "lang": { "en-us": { "role": { "label": "Excise tax payable on Class A common stock redemptions of noncash investing and financing transaction", "terseLabel": "Excise tax payable as a result\u00a0of\u00a0redemptions of\u00a0Class\u00a0A common stock", "documentation": "Excise tax payable on Class\u00a0A common stock redemptions of noncash investing and financing transaction." } } }, "auth_ref": [] },
"soc_ExercisePriceOfWarrantsAsAPercentageOfNewlyIssuedSharePrice": { "xbrltype": "percentItemType", "nsuri": "http://Flame.com/20230930", "localname":
"ExercisePriceOfWarrantsAsAPercentageOfNewlyIssuedSharePrice", "presentation": [ "http://Flame.com/role/WarrantsAdditionalInformationDetails" ], "lang": { "en-us": {
"role": { "label": "Exercise Price Of Warrants As A Percentage Of Newly Issued Share Price", "terseLabel": "Exercise price of warrants as a percentage of newly issued
share price", "documentation": "Exercise price of warrants as a percentage of newly issued share price." } } }, "auth_ref": [] }, "soc_ExercisePricePayableForTheWarrant":
{ "xbrltype": "perShareItemType", "nsuri": "http://Flame.com/20230930", "localname": "ExercisePricePayableForTheWarrant", "presentation": [
"http://Flame.com/role/WarrantsAdditionalInformationDetails" ], "lang": { "en-us": { "role": { "label": "Exercise Price Payable For The Warrant", "terseLabel": "Exercise
price payable for the warrant", "documentation": "Exercise price payable for the warrant." } } }, "auth_ref": [] }, "soc_FairValueAdjustmentOfPromissoryNote": {
"xbrltype": "monetaryItemType", "nsuri": "http://Flame.com/20230930", "localname": "FairValueAdjustmentOfPromissoryNote", "crdr": "debit", "calculation": {
"http://Flame.com/role/CondensedStatementsOfOperations": { "parentTag": "us-gaap_NonoperatingIncomeExpense", "weight": -1.0, "order": 6.0 },
"http://Flame.com/role/CondensedStatementsOfCashFlows": { "parentTag": "us-gaap_NetCashProvidedByUsedInOperatingActivities", "weight": 1.0, "order": 9.0 } },
"presentation": [ "http://Flame.com/role/CondensedStatementsOfCashFlows", "http://Flame.com/role/CondensedStatementsOfOperations",
"http://Flame.com/role/FairValueMeasurementsScheduleOfChangesInTheFairValueOfWarrantLiabilitiesDetails" ], "lang": { "en-us": { "role": { "label": "Fair Value Adjustment Of Promissory Note", "negatedLabel": "Change in fair value of convertible promissory notes \u2013 related parties", "verboseLabel": "Change in fair value of convertible promissory notes \u2013 related parties", "terseLabel": "Change in fair value of Promissory Notes", "documentation": "Fair value adjustment of promissory note." } } }, "auth_ref": [] }, "us-gaap_FairValueAdjustmentOfWarrants": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname":
"FairValueAdjustmentOfWarrants", "crdr": "debit", "calculation": { "http://Flame.com/role/CondensedStatementsOfOperations": { "parentTag": "us-
gaap_NonoperatingIncomeExpense", "weight": -1.0, "order": 3.0 }, "http://Flame.com/role/CondensedStatementsOfCashFlows": { "parentTag": "us-
gaap_NetCashProvidedByUsedInOperatingActivities", "weight": 1.0, "order": 4.0 } }, "presentation": [ "http://Flame.com/role/CondensedStatementsOfCashFlows",
"http://Flame.com/role/CondensedStatementsOfOperations" ], "lang": { "en-us": { "role": { "label": "Fair Value Adjustment of Warrants", "negatedLabel": "Change in fair value of warrant liabilities", "terseLabel": "Change in fair value of warrant liabilities", "documentation": "Amount of expense (income) related to adjustment to fair value of warrant liability." } } }, "auth_ref": [ "r1", "r6" ] }, "us-gaap_FairValueAssetsAndLiabilitiesMeasuredOnRecurringAndNonrecurringBasisLineItems": { "xbrltype":
"stringItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "FairValueAssetsAndLiabilitiesMeasuredOnRecurringAndNonrecurringBasisLineItems",
"presentation": [ "http://Flame.com/role/FairValueMeasurementsScheduleOfAssetsMeasuredAtFairValueOnARecurringBasisDetails",
"http://Flame.com/role/FairValueMeasurementsScheduleOfFairValueMeasurementsUsingMonteCarloSimulationModelDetails" ], "lang": { "en-us": { "role": { "label": "Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items]", "documentation": "Line items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table." } } }, "auth_ref": [ "r379", "r380", "r386" ] }, "us-gaap_FairValueAssetsAndLiabilitiesMeasuredOnRecurringAndNonrecurringBasisTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "FairValueAssetsAndLiabilitiesMeasuredOnRecurringAndNonrecurringBasisTable", "presentation": [
"http://Flame.com/role/FairValueMeasurementsScheduleOfAssetsMeasuredAtFairValueOnARecurringBasisDetails",
"http://Flame.com/role/FairValueMeasurementsScheduleOfFairValueMeasurementsUsingMonteCarloSimulationModelDetails" ], "lang": { "en-us": { "role": { "label": "Fair Value, Recurring and Nonrecurring [Table]", "documentation": "Disclosure of information about asset and liability measured at fair value on recurring and nonrecurring basis." } } }, "auth_ref": [ "r379", "r380", "r386" ] }, "us-
gaap_FairValueAssetsAndLiabilitiesMeasuredOnRecurringAndNonrecurringBasisValuationTechniquesTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri":
"http://fasb.org/us-gaap/2023", "localname": "FairValueAssetsAndLiabilitiesMeasuredOnRecurringAndNonrecurringBasisValuationTechniquesTableTextBlock",
"presentation": [ "http://Flame.com/role/FairValueMeasurementsTables" ], "lang": { "en-us": { "role": { "label": "Fair Value Measurement Inputs and Valuation Techniques [Table Text Block]", "terseLabel": "Schedule of Fair Value Measurements Using Monte Carlo Simulation Model", "documentation": "Tabular disclosure of input and valuation technique used to measure fair value and change in valuation approach and technique for each separate class of asset and liability measured on recurring and nonrecurring basis." } } }, "auth_ref": [ "r10" ] }, "us-gaap_FairValueAssetsMeasuredOnRecurringBasisUnobservableInputReconciliationByAssetClassDomain": {
"xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname":
"FairValueAssetsMeasuredOnRecurringBasisUnobservableInputReconciliationByAssetClassDomain", "presentation": [
"http://Flame.com/role/FairValueMeasurementsScheduleOfAssetsMeasuredAtFairValueOnARecurringBasisDetails" ], "lang": { "en-us": { "role": { "label": "Asset Class [Domain]", "documentation": "Class of asset." } } }, "auth_ref": [ "r11" ] }, "soc_FairValueAtInitialMeasurement": { "xbrltype": "monetaryItemType", "nsuri":
"http://Flame.com/20230930", "localname": "FairValueAtInitialMeasurement", "crdr": "debit", "presentation": [
"http://Flame.com/role/RelatedPartyTransactionsAdditionalInformationDetails" ], "lang": { "en-us": { "role": { "label": "Fair value at initial measurement",
"documentation": "Fair value at initial measurement." } } }, "auth_ref": [] }, "us-gaap_FairValueBalanceSheetGroupingFinancialStatementCaptionsLineItems": {
"xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "FairValueBalanceSheetGroupingFinancialStatementCaptionsLineItems",
"presentation": [ "http://Flame.com/role/FairValueMeasurementsTables" ], "lang": { "en-us": { "role": { "label": "Fair Value, Balance Sheet Grouping, Financial Statement Captions [Line Items]", "documentation": "Line items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table." } } }, "auth_ref": [] }, "us-gaap_FairValueByAssetClassAxis": { "xbrltype": "stringItemType",
"nsuri": "http://fasb.org/us-gaap/2023", "localname": "FairValueByAssetClassAxis", "presentation": [
"http://Flame.com/role/FairValueMeasurementsScheduleOfAssetsMeasuredAtFairValueOnARecurringBasisDetails" ], "lang": { "en-us": { "role": { "label": "Asset Class [Axis]", "documentation": "Information by class of asset." } } }, "auth_ref": [ "r60", "r62" ] }, "us-gaap_FairValueByBalanceSheetGroupingTable": { "xbrltype":
"stringItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "FairValueByBalanceSheetGroupingTable", "presentation": [
"http://Flame.com/role/FairValueMeasurementsTables" ], "lang": { "en-us": { "role": { "label": "Fair Value, by Balance Sheet Grouping [Table]", "documentation":
"Disclosure of information about the fair value of financial instruments, including financial assets and financial liabilities, and the measurements of those instruments, assets, and liabilities." } } }, "auth_ref": [ "r60", "r63", "r64" ] }, "us-gaap_FairValueByFairValueHierarchyLevelAxis": { "xbrltype": "stringItemType", "nsuri":
"http://fasb.org/us-gaap/2023", "localname": "FairValueByFairValueHierarchyLevelAxis", "presentation": [
"http://Flame.com/role/FairValueMeasurementsAdditionalInformationDetails",
"http://Flame.com/role/FairValueMeasurementsScheduleOfAssetsMeasuredAtFairValueOnARecurringBasisDetails",
"http://Flame.com/role/FairValueMeasurementsScheduleOfFairValueMeasurementsUsingMonteCarloSimulationModelDetails" ], "lang": { "en-us": { "role": { "label": "Fair Value Hierarchy and NAV [Axis]", "documentation": "Information by level within fair value hierarchy and fair value measured at net asset value per share as practical expedient." } } }, "auth_ref": [ "r272", "r301", "r302", "r303", "r304", "r305", "r306", "r380", "r429", "r430", "r431", "r627", "r628", "r633", "r634", "r635" ] }, "us-
gaap_FairValueByLiabilityClassAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "FairValueByLiabilityClassAxis", "presentation":
[ "http://Flame.com/role/FairValueMeasurementsScheduleOfAssetsMeasuredAtFairValueOnARecurringBasisDetails" ], "lang": { "en-us": { "role": { "label": "Liability Class [Axis]", "documentation": "Information by class of liability." } } }, "auth_ref": [ "r62", "r109" ] }, "us-gaap_FairValueByMeasurementFrequencyAxis": { "xbrltype":
"stringItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "FairValueByMeasurementFrequencyAxis", "presentation": [
"http://Flame.com/role/FairValueMeasurementsScheduleOfAssetsMeasuredAtFairValueOnARecurringBasisDetails" ], "lang": { "en-us": { "role": { "label": "Measurement Frequency [Axis]", "documentation": "Information by measurement frequency." } } }, "auth_ref": [ "r379", "r380", "r382", "r383", "r387" ] }, "us-
gaap_FairValueDisclosuresAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "FairValueDisclosuresAbstract", "lang": { "en-
us": { "role": { "label": "Fair Value Disclosures [Abstract]" } } }, "auth_ref": [] }, "us-gaap_FairValueDisclosuresTextBlock": { "xbrltype": "textBlockItemType", "nsuri":
"http://fasb.org/us-gaap/2023", "localname": "FairValueDisclosuresTextBlock", "presentation": [ "http://Flame.com/role/FairValueMeasurements" ], "lang": { "en-us": {
"role": { "label": "Fair Value Disclosures [Text Block]", "terseLabel": "Fair Value Measurements", "documentation": "The entire disclosure for the fair value of financial instruments (as defined), including financial assets and financial liabilities (collectively, as defined), and the measurements of those instruments as well as disclosures related to the fair value of non-financial assets and liabilities. Such disclosures about the financial instruments, assets, and liabilities would include: (1) the fair value of the required items together with their carrying amounts (as appropriate); (2) for items for which it is not practicable to estimate fair value, disclosure would include: (a) information pertinent to estimating fair value (including, carrying amount, effective interest rate, and maturity, and (b) the reasons why it is not practicable to estimate fair value; (3) significant concentrations of credit risk including: (a) information about the activity, region, or economic characteristics identifying a concentration, (b) the maximum amount of loss the entity is exposed to based on the gross fair value of the related item, (c) policy for requiring collateral or other security and information as to accessing such collateral or security, and (d) the nature and brief description of such collateral or security; (4) quantitative information about market risks and how such risks are managed; (5) for items measured on both a recurring and nonrecurring basis information regarding the inputs used to develop the fair value measurement; and (6) for items presented in the financial statement for which fair value measurement is elected: (a) information necessary to understand the reasons for the election, (b) discussion of the effect of fair value changes on earnings, (c) a description of [similar groups] items for which the election is made and the relation thereof to the balance sheet, the aggregate carrying value of items included in the balance sheet that are not eligible for the election; (7) all other required (as defined) and desired information." } } }, "auth_ref": [ "r378" ] }, "soc_FairValueEstimatedByTheCompany": { "xbrltype": "monetaryItemType", "nsuri": "http://Flame.com/20230930",
"localname": "FairValueEstimatedByTheCompany", "crdr": "debit", "presentation": [ "http://Flame.com/role/RelatedPartyTransactionsAdditionalInformationDetails" ],
"lang": { "en-us": { "role": { "label": "Fair value estimated by the Company", "verboseLabel": "Fair value estimated by the Company", "documentation": "Fair value estimated by the Company." } } }, "auth_ref": [] }, "us-gaap_FairValueInputsLevel12And3Member": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-
gaap/2023", "localname": "FairValueInputsLevel12And3Member", "presentation": [ "http://Flame.com/role/FairValueMeasurementsAdditionalInformationDetails" ], "lang":
{ "en-us": { "role": { "label": "Fair Value, Inputs, Level 1, 2 and 3 [Member]", "documentation": "Fair value measurement input including quoted price in active market for identical asset or liability reporting entity can access at measurement date (level 1), input other than quoted price included within level 1 either directly or indirectly observable for asset or liability (level 2) and unobservable input reflecting entity's own assumption (level 3)." } } }, "auth_ref": [ "r691" ] }, "us-
gaap_FairValueInputsLevel1Member": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "FairValueInputsLevel1Member",
"presentation": [ "http://Flame.com/role/FairValueMeasurementsScheduleOfAssetsMeasuredAtFairValueOnARecurringBasisDetails" ], "lang": { "en-us": { "role": { "label":
"Fair Value, Inputs, Level 1 [Member]", "terseLabel": "Level 1 [Member]", "documentation": "Quoted prices in active markets for identical assets or liabilities that the reporting entity can access at the measurement date." } } }, "auth_ref": [ "r272", "r301", "r306", "r380", "r429", "r633", "r634", "r635" ] }, "us-
gaap_FairValueInputsLevel3Member": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "FairValueInputsLevel3Member",
```

```
"presentation": [ "http://Flame.com/role/FairValueMeasurementsScheduleOfAssetsMeasuredAtFairValueOnARecurringBasisDetails",
"http://Flame.com/role/FairValueMeasurementsScheduleOfFairValueMeasurementsUsingMonteCarloSimulationModelDetails" ], "lang": { "en-us": { "role": { "label": "Fair Value, Inputs, Level 3 [Member]", "terseLabel": "Level 3 [Member]", "documentation": "Unobservable inputs that reflect the entity's own assumption about the assumptions market participants would use in pricing." } } }, "auth_ref": [ "r272", "r301", "r302", "r303", "r304", "r305", "r306", "r380", "r431", "r627", "r628", "r633", "r634", "r635" ] }, "us-gaap_FairValueLiabilitiesMeasuredOnRecurringBasisUnobservableInputReconciliationByLiabilityClassDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "FairValueLiabilitiesMeasuredOnRecurringBasisUnobservableInputReconciliationByLiabilityClassDomain", "presentation": [ "http://Flame.com/role/FairValueMeasurementsScheduleOfAssetsMeasuredAtFairValueOnARecurringBasisDetails" ], "lang": { "en-us": { "role": { "label": "Fair Value by Liability Class [Domain]", "documentation": "Represents classes of liabilities measured and disclosed at fair value." } } }, "auth_ref": [ "r11" ] }, "us-gaap_FairValueLiabilitiesMeasuredOnRecurringBasisUnobservableInputReconciliationLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "FairValueLiabilitiesMeasuredOnRecurringBasisUnobservableInputReconciliationLineItems", "presentation": [
"http://Flame.com/role/FairValueMeasurementsScheduleOfChangesInTheFairValueOfWarrantLiabilitiesDetails" ], "lang": { "en-us": { "role": { "label": "Fair Value, Liabilities Measured on Recurring Basis, Unobservable Input Reconciliation [Line Items]", "documentation": "Line items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table." } } }, "auth_ref": [] }, "us-gaap_FairValueLiabilitiesMeasuredOnRecurringBasisUnobservableInputReconciliationTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "FairValueLiabilitiesMeasuredOnRecurringBasisUnobservableInputReconciliationTable", "presentation": [
"http://Flame.com/role/FairValueMeasurementsScheduleOfChangesInTheFairValueOfWarrantLiabilitiesDetails" ], "lang": { "en-us": { "role": { "label": "Fair Value, Liabilities Measured on Recurring Basis, Unobservable Input Reconciliation [Table]", "documentation": "Schedule of information required and determined to be provided for purposes of reconciling beginning and ending balances of fair value measurements of liabilities using significant unobservable inputs (level 3). Separately presenting changes during the period, attributable to: (1) total gains or losses for the period (realized and unrealized) and location reported in the statement of income (or activities); (2) purchases, sales, issuances, and settlements (net); (3) transfers in and/or out of Level 3." } } }, "auth_ref": [ "r11", "r62" ] }, "us-gaap_FairValueLiabilitiesMeasuredOnRecurringBasisUnobservableInputReconciliationTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "FairValueLiabilitiesMeasuredOnRecurringBasisUnobservableInputReconciliationTextBlock", "presentation": [
"http://Flame.com/role/FairValueMeasurementsTables" ], "lang": { "en-us": { "role": { "label": "Fair Value, Liabilities Measured on Recurring Basis, Unobservable Input Reconciliation [Table Text Block]", "terseLabel": "Schedule of Changes in the Fair Value of Warrant Liabilities", "documentation": "Tabular disclosure of the fair value measurement of liabilities using significant unobservable inputs (Level 3), a reconciliation of the beginning and ending balances, separately presenting changes attributable to the following: (1) total gains or losses for the period (realized and unrealized), segregating those gains or losses included in earnings (or changes in net assets), and gains or losses recognized in other comprehensive income (loss) and a description of where those gains or losses included in earnings (or changes in net assets) are reported in the statement of income (or activities); (2) purchases, sales, issues, and settlements (each type disclosed separately); and (3) transfers in and transfers out of Level 3 (for example, transfers due to changes in the observability of significant inputs) by class of liability." } } }, "auth_ref": [ "r11", "r62" ] }, "us-gaap_FairValueMeasurementFrequencyDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "FairValueMeasurementFrequencyDomain", "presentation": [
"http://Flame.com/role/FairValueMeasurementsScheduleOfAssetsMeasuredAtFairValueOnARecurringBasisDetails" ], "lang": { "en-us": { "role": { "label": "Measurement Frequency [Domain]", "documentation": "Measurement frequency." } } }, "auth_ref": [] }, "us-gaap_FairValueMeasurementWithUnobservableInputsReconciliationLiabilityTransfersOutOfLevel3": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "FairValueMeasurementWithUnobservableInputsReconciliationLiabilityTransfersOutOfLevel3", "crdr": "debit", "presentation": [
"http://Flame.com/role/FairValueMeasurementsAdditionalInformationDetails" ], "lang": { "en-us": { "role": { "label": "Fair Value, Measurement with Unobservable Inputs Reconciliation, Liability, Transfers out of Level 3", "terseLabel": "Transfer from level 3 to level one", "documentation": "Amount of transfers of financial instrument classified as a liability out of level 3 of the fair value hierarchy." } } }, "auth_ref": [ "r385" ] },
"soc_FairValueMeasurementWithUnobservableInputsReconciliationRecurringBasisInitialLiabilityValue": { "xbrltype": "monetaryItemType", "nsuri": "http://Flame.com/20230930", "localname": "FairValueMeasurementWithUnobservableInputsReconciliationRecurringBasisInitialLiabilityValue", "crdr": "credit", "presentation": [ "http://Flame.com/role/FairValueMeasurementsScheduleOfChangesInTheFairValueOfWarrantLiabilitiesDetails" ], "lang": { "en-us": { "role": { "label": "Fair Value Measurement With Unobservable Inputs Reconciliation Recurring Basis Initial Liability Value", "terseLabel": "Initial measurement of\u00a0fair value of Promissory Notes\u00a0upon extinguishment of debt", "documentation": "Fair value measurement with unobservable inputs reconciliation recurring basis initial liability value." } } }, "auth_ref": [] }, "us-gaap_FairValueMeasurementWithUnobservableInputsReconciliationRecurringBasisLiabilityGainLossIncludedInEarnings": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "FairValueMeasurementWithUnobservableInputsReconciliationRecurringBasisLiabilityGainLossIncludedInEarnings", "crdr": "credit", "presentation": [
"http://Flame.com/role/FairValueMeasurementsScheduleOfChangesInTheFairValueOfWarrantLiabilitiesDetails" ], "lang": { "en-us": { "role": { "label": "Fair Value, Measurement with Unobservable Inputs Reconciliation, Recurring Basis, Liability, Gain (Loss) Included in Earnings", "terseLabel": "Change in valuation inputs or other assumptions", "documentation": "Amount of gain (loss) recognized in income from liability measured at fair value on recurring basis using unobservable input (level 3)." } } }, "auth_ref": [ "r384" ] }, "us-gaap_FairValueMeasurementWithUnobservableInputsReconciliationRecurringBasisLiabilityPurchases": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "FairValueMeasurementWithUnobservableInputsReconciliationRecurringBasisLiabilityPurchases", "crdr": "credit", "presentation": [
"http://Flame.com/role/FairValueMeasurementsScheduleOfChangesInTheFairValueOfWarrantLiabilitiesDetails" ], "lang": { "en-us": { "role": { "label": "Fair Value, Measurement with Unobservable Inputs Reconciliation, Recurring Basis, Liability, Purchases", "terseLabel": "Principal amount\u00a0of\u00a0Promissory Notes", "documentation": "Amount of purchases of financial instrument classified as a liability measured using unobservable inputs that reflect the entity's own assumption about the assumptions market participants would use in pricing." } } }, "auth_ref": [ "r61" ] }, "us-gaap_FairValueMeasurementWithUnobservableInputsReconciliationsRecurringBasisLiabilityValue": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "FairValueMeasurementWithUnobservableInputsReconciliationsRecurringBasisLiabilityValue", "crdr": "credit", "presentation": [
"http://Flame.com/role/FairValueMeasurementsScheduleOfChangesInTheFairValueOfWarrantLiabilitiesDetails" ], "lang": { "en-us": { "role": { "label": "Fair Value, Measurement with Unobservable Inputs Reconciliation, Recurring Basis, Liability Value", "periodStartLabel": "Fair value", "periodEndLabel": "Fair value", "documentation": "Fair value of financial instrument classified as a liability measured using unobservable inputs that reflect the entity's own assumption about the assumptions market participants would use in pricing." } } }, "auth_ref": [ "r11" ] }, "us-gaap_FairValueMeasurementsFairValueHierarchyDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "FairValueMeasurementsFairValueHierarchyDomain", "presentation": [
"http://Flame.com/role/FairValueMeasurementsAdditionalInformationDetails",
"http://Flame.com/role/FairValueMeasurementsScheduleOfAssetsMeasuredAtFairValueOnARecurringBasisDetails",
"http://Flame.com/role/FairValueMeasurementsScheduleOfFairValueMeasurementsUsingMonteCarloSimulationModelDetails" ], "lang": { "en-us": { "role": { "label": "Fair Value Hierarchy and NAV [Domain]", "documentation": "Categories used to prioritize the inputs to valuation techniques to measure fair value." } } }, "auth_ref": [ "r272", "r301", "r302", "r303", "r304", "r305", "r306", "r429", "r430", "r431", "r627", "r628", "r633", "r634", "r635" ] }, "us-gaap_FairValueMeasurementsRecurringMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "FairValueMeasurementsRecurringMember", "presentation": [
"http://Flame.com/role/FairValueMeasurementsScheduleOfAssetsMeasuredAtFairValueOnARecurringBasisDetails" ], "lang": { "en-us": { "role": { "label": "Fair Value, Recurring [Member]", "documentation": "Frequent fair value measurement. Includes, but is not limited to, fair value adjustment for impairment of asset, liability or equity, frequently measured at fair value." } } }, "auth_ref": [ "r378", "r387" ] }, "us-gaap_FairValueNetDerivativeAssetLiabilityMeasuredOnRecurringBasisUnobservableInputsReconciliationTransfersNet": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "FairValueNetDerivativeAssetLiabilityMeasuredOnRecurringBasisUnobservableInputsReconciliationTransfersNet", "crdr": "debit", "presentation": [ "http://Flame.com/role/FairValueMeasurementsAdditionalInformationDetails" ], "lang": { "en-us": { "role": { "label": "Fair Value, Net Derivative Asset (Liability) Measured on Recurring Basis, Unobservable Inputs Reconciliation, Transfers, Net", "terseLabel": "Fair Value, Net Derivative Asset (Liability) Measured on Recurring Basis, Unobservable Inputs Reconciliation, Transfers, Net", "documentation": "Amount of transfers of financial instrument classified as a derivative asset (liability) after deduction of derivative liability (asset) into (out of) level 3 of the fair value hierarchy." } } }, "auth_ref": [ "r701" ] }, "us-gaap_FairValueOfFinancialInstrumentsPolicy": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "FairValueOfFinancialInstrumentsPolicy", "presentation": [ "http://Flame.com/role/SignificantAccountingPoliciesPolicies" ], "lang": { "en-us": { "role": { "label": "Fair Value of Financial Instruments, Policy [Policy Text Block]", "terseLabel": "Fair Value of Financial Instruments", "documentation": "Disclosure of accounting policy for determining the fair value of financial instruments." } } }, "auth_ref": [ "r7", "r12" ] }, "us-gaap_FairValueRecurringBasisUnobservableInputReconciliationLiabilityGainLossStatementOfIncomeExtensibleList": { "xbrltype": "enumerationSetItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "FairValueRecurringBasisUnobservableInputReconciliationLiabilityGainLossStatementOfIncomeExtensibleList", "presentation": [ "http://Flame.com/role/FairValueMeasurementsScheduleOfChangesInTheFairValueOfWarrantLiabilitiesDetails" ], "lang": { "en-us": { "role": { "label": "Fair Value, Liability, Recurring Basis, Unobservable Input Reconciliation, Gain (Loss), Statement of Income or Comprehensive Income [Extensible Enumeration]", "documentation": "Indicates line item in statement in which net income is reported that includes gain (loss) from liability measured at fair value using unobservable input (level 3)." } } }, "auth_ref": [ "r384" ] }, "us-gaap_FinancialInstrumentAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "FinancialInstrumentAxis", "presentation": [ "http://Flame.com/role/FairValueMeasurementsAdditionalInformationDetails",
"http://Flame.com/role/FairValueMeasurementsScheduleOfChangesInTheFairValueOfWarrantLiabilitiesDetails",
"http://Flame.com/role/FairValueMeasurementsScheduleOfFairValueMeasurementsUsingMonteCarloSimulationModelDetails",
"http://Flame.com/role/FairValueMeasurementsTables" ], "lang": { "en-us": { "role": { "label": "Financial Instrument [Axis]", "documentation": "Information by type of financial instrument." } } }, "auth_ref": [ "r197", "r198", "r199", "r200", "r201", "r202", "r203", "r204", "r205", "r206", "r207", "r208", "r209", "r210", "r211", "r212", "r213", "r214", "r215", "r216", "r217", "r218", "r219", "r220", "r221", "r222", "r223", "r224", "r225", "r226", "r238", "r239", "r240", "r241", "r242", "r243", "r244", "r245", "r280", "r295", "r364", "r426", "r427", "r428", "r429", "r430", "r431", "r432", "r433", "r434", "r435", "r436", "r437", "r438", "r439", "r440", "r441", "r442", "r443", "r444", "r445", "r446", "r447", "r448", "r449", "r450", "r451", "r452", "r453", "r454", "r455", "r485", "r625", "r657", "r658", "r659", "r660", "r661", "r662", "r663", "r680", "r681", "r682", "r683" ] }, "soc_FirstQ22023PromissoryNoteMember": { "xbrltype": "domainItemType", "nsuri": "http://Flame.com/20230930", "localname": "FirstQ22023PromissoryNoteMember", "presentation": [ "http://Flame.com/role/RelatedPartyTransactionsAdditionalInformationDetails",
"http://Flame.com/role/RelatedPartyTransactionsScheduleOfFairValueOfDebtInstrumentDetails" ], "lang": { "en-us": { "role": { "label": "First Q22023 Promissory Note [Member]", "documentation": "First q22023 promissory note." } } }, "auth_ref": [] }, "soc_FirstQ32023PromissoryNoteMember": { "xbrltype": "domainItemType", "nsuri": "http://Flame.com/20230930", "localname": "FirstQ32023PromissoryNoteMember", "presentation": [
"http://Flame.com/role/RelatedPartyTransactionsAdditionalInformationDetails",
"http://Flame.com/role/RelatedPartyTransactionsScheduleOfFairValueOfDebtInstrumentDetails" ], "lang": { "en-us": { "role": { "label": "First Q3 2023 Promissory Note [Member]", "terseLabel": "First Q3 2023 Promissory Note [Member]", "documentation": "First Q3 2023 promissory note member." } } }, "auth_ref": [] },
"soc_FirstWorkingCapitalLoanMember": { "xbrltype": "domainItemType", "nsuri": "http://Flame.com/20230930", "localname": "FirstWorkingCapitalLoanMember", "presentation": [ "http://Flame.com/role/RelatedPartyTransactionsAdditionalInformationDetails",
"http://Flame.com/role/RelatedPartyTransactionsScheduleOfFairValueOfDebtInstrumentDetails" ], "lang": { "en-us": { "role": { "label": "First Working Capital Loan [Member]", "terseLabel": "First Working Capital Loan [Member]", "documentation": "First working capital loan." } } }, "auth_ref": [] }, "soc_FlCoInvestmentMember": { "xbrltype": "domainItemType", "nsuri": "http://Flame.com/20230930", "localname": "FlCoInvestmentMember", "presentation": [
"http://Flame.com/role/RelatedPartyTransactionsAdditionalInformationDetails" ], "lang": { "en-us": { "role": { "label": "FL Co Investment [Member]", "documentation": "FL\u00a0Co Investment." } } }, "auth_ref": [] }, "soc_FormationAndOperatingCosts": { "xbrltype": "monetaryItemType", "nsuri": "http://Flame.com/20230930", "localname": "FormationAndOperatingCosts", "crdr": "debit", "calculation": { "http://Flame.com/role/CondensedStatementsOfOperations": { "parentTag": "us-gaap_OperatingIncomeLoss", "weight": -1.0, "order": 1.0 } }, "presentation": [ "http://Flame.com/role/CondensedStatementsOfOperations" ], "lang": { "en-us": { "role": { "label": "Formation and operating costs", "definitionGuidance": "Operating costs", "documentation": "Formation and operating costs" } } }, "auth_ref": [] },
```

```
"soc_FounderSharesMember": { "xbrltype": "domainItemType", "nsuri": "http://Flame.com/20230930", "localname": "FounderSharesMember", "presentation": [
"http://Flame.com/role/RelatedPartyTransactionsAdditionalInformationDetails" ], "lang": { "en-us": { "role": { "label": "Founder Shares [Member]", "documentation":
"Founder shares." } } }, "auth_ref": [] }, "soc_FoundersMember": { "xbrltype": "domainItemType", "nsuri": "http://Flame.com/20230930", "localname": "FoundersMember",
"presentation": [ "http://Flame.com/role/RelatedPartyTransactionsAdditionalInformationDetails" ], "lang": { "en-us": { "role": { "label": "Founders [Member]",
"documentation": "Founders." } } }, "auth_ref": [] }, "soc_FourthQ22023PromissoryNoteMember": { "xbrltype": "domainItemType", "nsuri": "http://Flame.com/20230930",
"localname": "FourthQ22023PromissoryNoteMember", "presentation": [ "http://Flame.com/role/RelatedPartyTransactionsAdditionalInformationDetails",
"http://Flame.com/role/RelatedPartyTransactionsScheduleOfFairValueOfDebtInstrumentDetails" ], "lang": { "en-us": { "role": { "label": "Fourth Q22023 Promissory Note
[Member]", "documentation": "Fourth q22023 promissory note." } } }, "auth_ref": [] }, "soc_GeneralCounselAndSecretaryMember": { "xbrltype": "domainItemType",
"nsuri": "http://Flame.com/20230930", "localname": "GeneralCounselAndSecretaryMember", "presentation": [
"http://Flame.com/role/RelatedPartyTransactionsAdditionalInformationDetails" ], "lang": { "en-us": { "role": { "label": "General Counsel And Secretary [Member]" } } },
"auth_ref": [] }, "us-gaap_IPOMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "IPOMember", "presentation": [
"http://Flame.com/role/InitialPublicOfferingAdditionalInformationDetails", "http://Flame.com/role/OrganizationAndBusinessOperationsAdditionalInformationDetails",
"http://Flame.com/role/SignificantAccountingPoliciesAdditionalInformationDetails" ], "lang": { "en-us": { "role": { "label": "IPO [Member]", "terseLabel": "IPO [Member]",
"documentation": "First sale of stock by a private company to the public." } } }, "auth_ref": [] }, "us-
gaap_IncomeLossFromContinuingOperationsBeforeIncomeTaxesExtraordinaryItemsNoncontrollingInterest": { "xbrltype": "monetaryItemType", "nsuri":
"http://fasb.org/us-gaap/2023", "localname": "IncomeLossFromContinuingOperationsBeforeIncomeTaxesExtraordinaryItemsNoncontrollingInterest", "crdr": "credit",
"calculation": { "http://Flame.com/role/CondensedStatementsOfOperations": { "parentTag": "us-gaap_NetIncomeLoss", "weight": 1.0, "order": 7.0 } }, "presentation": [
"http://Flame.com/role/CondensedStatementsOfOperations" ], "lang": { "en-us": { "role": { "label": "Income (Loss) from Continuing Operations before Income Taxes,
Noncontrolling Interest", "terseLabel": "(Loss) income before income taxes", "documentation": "Amount of income (loss) from continuing operations, including income
(loss) from equity method investments, before deduction of income tax expense (benefit), and income (loss) attributable to noncontrolling interest." } } }, "auth_ref": [
"r0", "r86", "r115", "r185", "r188", "r190", "r192", "r474", "r483", "r623" ] }, "us-gaap_IncomeStatementAbstract": { "xbrltype": "stringItemType", "nsuri":
"http://fasb.org/us-gaap/2023", "localname": "IncomeStatementAbstract", "lang": { "en-us": { "role": { "label": "Income Statement [Abstract]" } } }, "auth_ref": [] }, "us-
gaap_IncomeTaxAuthorityAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "IncomeTaxAuthorityAxis", "presentation": [
"http://Flame.com/role/IncomeTaxAdditionalInformationDetails" ], "lang": { "en-us": { "role": { "label": "Income Tax Authority [Axis]", "documentation": "Information by
tax jurisdiction." } } }, "auth_ref": [ "r8" ] }, "us-gaap_IncomeTaxAuthorityDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname":
"IncomeTaxAuthorityDomain", "presentation": [ "http://Flame.com/role/IncomeTaxAdditionalInformationDetails" ], "lang": { "en-us": { "role": { "label": "Income Tax
Authority [Domain]", "documentation": "Agency, division or body classification that levies income taxes, examines tax returns for compliance, or grants exemptions from
or makes other decisions pertaining to income taxes." } } }, "auth_ref": [] }, "us-gaap_IncomeTaxDisclosureAbstract": { "xbrltype": "stringItemType", "nsuri":
"http://fasb.org/us-gaap/2023", "localname": "IncomeTaxDisclosureAbstract", "lang": { "en-us": { "role": { "label": "Income Tax Disclosure [Abstract]" } } }, "auth_ref": []
}, "soc_IncomeTaxDisclosureLineItems": { "xbrltype": "stringItemType", "nsuri": "http://Flame.com/20230930", "localname": "IncomeTaxDisclosureLineItems",
"presentation": [ "http://Flame.com/role/IncomeTaxAdditionalInformationDetails" ], "lang": { "en-us": { "role": { "label": "Income Tax Disclosure [Line Items]",
"documentation": "Income tax disclosure." } } }, "auth_ref": [] }, "us-gaap_IncomeTaxDisclosureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-
gaap/2023", "localname": "IncomeTaxDisclosureTextBlock", "presentation": [ "http://Flame.com/role/IncomeTax" ], "lang": { "en-us": { "role": { "label": "Income Tax
Disclosure [Text Block]", "terseLabel": "Income Tax", "documentation": "The entire disclosure for income taxes. Disclosures may include net deferred tax liability or asset
recognized in an enterprise's statement of financial position, net change during the year in the total valuation allowance, approximate tax effect of each type of temporary
difference and carryforward that gives rise to a significant portion of deferred tax liabilities and deferred tax assets, utilization of a tax carryback, and tax uncertainties
information." } } }, "auth_ref": [ "r153", "r317", "r323", "r327", "r333", "r339", "r342", "r343", "r344", "r508" ] }, "us-gaap_IncomeTaxExpenseBenefit": { "xbrltype":
"monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "IncomeTaxExpenseBenefit", "crdr": "debit", "calculation": {
"http://Flame.com/role/CondensedStatementsOfOperations": { "parentTag": "us-gaap_NetIncomeLoss", "weight": -1.0, "order": 8.0 },
"http://Flame.com/role/IncomeTaxSummaryOfIncomeTaxProvisionDetails": { "parentTag": null, "weight": null, "order": null, "root": true } }, "presentation": [
"http://Flame.com/role/CondensedStatementsOfOperations", "http://Flame.com/role/IncomeTaxAdditionalInformationDetails",
"http://Flame.com/role/IncomeTaxSummaryOfIncomeTaxProvisionDetails" ], "lang": { "en-us": { "role": { "label": "Income Tax Expense (Benefit)", "negatedLabel":
"Income tax expense", "terseLabel": "Income Tax Expense (Benefit)", "totalLabel": "Income tax provision", "documentation": "Amount of current income tax expense
(benefit) and deferred income tax expense (benefit) pertaining to continuing operations." } } }, "auth_ref": [ "r117", "r124", "r170", "r171", "r187", "r321", "r340", "r487"
] }, "us-gaap_IncomeTaxPolicyTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "IncomeTaxPolicyTextBlock",
"presentation": [ "http://Flame.com/role/SignificantAccountingPoliciesPolicies" ], "lang": { "en-us": { "role": { "label": "Income Tax, Policy [Policy Text Block]",
"terseLabel": "Income Taxes", "documentation": "Disclosure of accounting policy for income taxes, which may include its accounting policies for recognizing and
measuring deferred tax assets and liabilities and related valuation allowances, recognizing investment tax credits, operating loss carryforwards, tax credit carryforwards,
and other carryforwards, methodologies for determining its effective income tax rate and the characterization of interest and penalties in the financial statements." } } },
"auth_ref": [ "r143", "r319", "r320", "r327", "r328", "r332", "r334", "r502" ] }, "us-gaap_IncomeTaxesPaid": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-
gaap/2023", "localname": "IncomeTaxesPaid", "crdr": "credit", "presentation": [ "http://Flame.com/role/OrganizationAndBusinessOperationsAdditionalInformationDetails"
], "lang": { "en-us": { "role": { "label": "Income Taxes Paid", "terseLabel": "Payment of taxes", "documentation": "The amount of cash paid during the current period to
foreign, federal, state, and local authorities as taxes on income." } } }, "auth_ref": [ "r34", "r37" ] }, "us-gaap_IncomeTaxesPaidNet": { "xbrltype": "monetaryItemType",
"nsuri": "http://fasb.org/us-gaap/2023", "localname": "IncomeTaxesPaidNet", "crdr": "credit", "presentation": [ "http://Flame.com/role/CondensedStatementsOfCashFlows"
], "lang": { "en-us": { "role": { "label": "Income Taxes Paid, Net", "terseLabel": "Payment of cash taxes", "documentation": "The amount of cash paid during the current
period to foreign, federal, state, and local authorities as taxes on income, net of any cash received during the current period as refunds for the overpayment of taxes." } }
}, "auth_ref": [ "r37" ] }, "us-gaap_IncreaseDecreaseInAccountsPayableAndAccruedLiabilities": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2023",
"localname": "IncreaseDecreaseInAccountsPayableAndAccruedLiabilities", "crdr": "debit", "calculation": { "http://Flame.com/role/CondensedStatementsOfCashFlows": {
"parentTag": "us-gaap_NetCashProvidedByUsedInOperatingActivities", "weight": 1.0, "order": 6.0 } }, "presentation": [
"http://Flame.com/role/CondensedStatementsOfCashFlows" ], "lang": { "en-us": { "role": { "label": "Increase (Decrease) in Accounts Payable and Accrued Liabilities",
"terseLabel": "Accounts payable and accrued expenses", "documentation": "The increase (decrease) during the reporting period in the amounts payable to vendors for
goods and services received and the amount of obligations and expenses incurred but not paid." } } }, "auth_ref": [ "r5" ] }, "us-
gaap_IncreaseDecreaseInAccruedIncomeTaxesPayable": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname":
"IncreaseDecreaseInAccruedIncomeTaxesPayable", "crdr": "debit", "calculation": { "http://Flame.com/role/CondensedStatementsOfCashFlows": { "parentTag": "us-
gaap_NetCashProvidedByUsedInOperatingActivities", "weight": 1.0, "order": 10.0 } }, "presentation": [ "http://Flame.com/role/CondensedStatementsOfCashFlows" ],
"lang": { "en-us": { "role": { "label": "Increase (Decrease) in Income Taxes Payable", "terseLabel": "Income taxes payable", "documentation": "The increase (decrease)
during the period in the amount due for taxes based on the reporting entity's earnings or attributable to the entity's income earning process (business presence) within a
given jurisdiction." } } }, "auth_ref": [ "r5" ] }, "us-gaap_IncreaseDecreaseInOperatingCapitalAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-
gaap/2023", "localname": "IncreaseDecreaseInOperatingCapitalAbstract", "presentation": [ "http://Flame.com/role/CondensedStatementsOfCashFlows" ], "lang": { "en-us":
{ "role": { "label": "Increase (Decrease) in Operating Capital [Abstract]", "terseLabel": "Changes in current assets and current liabilities:" } } }, "auth_ref": [] }, "us-
gaap_IncreaseDecreaseInPrepaidExpense": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "IncreaseDecreaseInPrepaidExpense",
"crdr": "credit", "calculation": { "http://Flame.com/role/CondensedStatementsOfCashFlows": { "parentTag": "us-gaap_NetCashProvidedByUsedInOperatingActivities",
"weight": -1.0, "order": 5.0 } }, "presentation": [ "http://Flame.com/role/CondensedStatementsOfCashFlows" ], "lang": { "en-us": { "role": { "label": "Increase (Decrease) in
Prepaid Expense", "negatedLabel": "Prepaid expenses", "documentation": "The increase (decrease) during the reporting period in the amount of outstanding money paid
in advance for goods or services that bring economic benefits for future periods." } } }, "auth_ref": [ "r5" ] }, "soc_InitialFMVAdjustmentOfPromissoryNote": { "xbrltype":
"monetaryItemType", "nsuri": "http://Flame.com/20230930", "localname": "InitialFMVAdjustmentOfPromissoryNote", "crdr": "credit", "calculation": {
"http://Flame.com/role/CondensedStatementsOfOperations": { "parentTag": "us-gaap_NonoperatingIncomeExpense", "weight": 1.0, "order": 5.0 },
"http://Flame.com/role/CondensedStatementsOfCashFlows": { "parentTag": "us-gaap_NetCashProvidedByUsedInOperatingActivities", "weight": -1.0, "order": 8.0 } },
"presentation": [ "http://Flame.com/role/CondensedStatementsOfCashFlows", "http://Flame.com/role/CondensedStatementsOfOperations" ], "lang": { "en-us": { "role": {
"label": "Initial F M V adjustment of promissory note", "terseLabel": "Initial fair value adjustment of promissory note", "negatedLabel": "Initial fair value adjustment of
promissory note", "documentation": "Initial FMV adjustment of promissory note." } } }, "auth_ref": [] }, "soc_InitialFmvAdjustmentOnPromissoryNote": { "xbrltype":
"monetaryItemType", "nsuri": "http://Flame.com/20230930", "localname": "InitialFmvAdjustmentOnPromissoryNote", "crdr": "credit", "presentation": [
"http://Flame.com/role/CondensedStatementsOfChangesInStockholdersDeficit" ], "lang": { "en-us": { "role": { "label": "Initial FMV Adjustment On Promissory Note",
"terseLabel": "Initial fair value adjustment of convertible promissory notes \u2013 related parties", "documentation": "Initial FMV adjustment on promissory note." } } },
"auth_ref": [] }, "soc_InitialPublicOfferingTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://Flame.com/20230930", "localname":
"InitialPublicOfferingTextBlock", "presentation": [ "http://Flame.com/role/InitialPublicOffering" ], "lang": { "en-us": { "role": { "label": "Initial Public Offering [Text
Block]", "terseLabel": "Initial Public Offering", "documentation": "Initial public offering." } } }, "auth_ref": [] },
"soc_InitialValueOfClassACommonStockSubjectToPossibleRedemption": { "xbrltype": "monetaryItemType", "nsuri": "http://Flame.com/20230930", "localname":
"InitialValueOfClassACommonStockSubjectToPossibleRedemption", "crdr": "debit", "presentation": [ "http://Flame.com/role/CondensedStatementsOfCashFlows" ], "lang":
{ "en-us": { "role": { "label": "Initial value of Class A common stock subject to possible redemption", "terseLabel": "Initial value of Class A common stock subject to
possible redemption", "documentation": "Initial value of Class\u00a0A common stock subject to possible redemption" } } }, "auth_ref": [] },
"soc_InitialValueOfWarrantLiabilities": { "xbrltype": "monetaryItemType", "nsuri": "http://Flame.com/20230930", "localname": "InitialValueOfWarrantLiabilities", "crdr":
"debit", "presentation": [ "http://Flame.com/role/CondensedStatementsOfCashFlows" ], "lang": { "en-us": { "role": { "label": "Initial value of warrant liabilities",
"terseLabel": "Initial fair value of warrant liabilities", "documentation": "Initial value of warrant liabilities" } } }, "auth_ref": [] },
"soc_InterestEarnedOnMarketableSecuritiesHeldInTrustAccount": { "xbrltype": "monetaryItemType", "nsuri": "http://Flame.com/20230930", "localname":
"InterestEarnedOnMarketableSecuritiesHeldInTrustAccount", "crdr": "debit", "calculation": { "http://Flame.com/role/CondensedStatementsOfCashFlows": { "parentTag":
"us-gaap_NetCashProvidedByUsedInOperatingActivities", "weight": 1.0, "order": 3.0 } }, "presentation": [ "http://Flame.com/role/CondensedStatementsOfCashFlows" ],
"lang": { "en-us": { "role": { "label": "Interest Earned On Marketable Securities Held In Trust Account", "terseLabel": "Interest income from Trust Account",
"documentation": "Interest Earned On Marketable Securities Held In Trust Account" } } }, "auth_ref": [] }, "soc_IntrepidFinancialPartnersMember": { "xbrltype":
"domainItemType", "nsuri": "http://Flame.com/20230930", "localname": "IntrepidFinancialPartnersMember", "presentation": [
"http://Flame.com/role/RelatedPartyTransactionsAdditionalInformationDetails" ], "lang": { "en-us": { "role": { "label": "Intrepid Financial Partners [Member]",
"documentation": "Intrepid financial partners." } } }, "auth_ref": [] }, "us-gaap_InvestmentIncomeInterest": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-
gaap/2023", "localname": "InvestmentIncomeInterest", "crdr": "credit", "calculation": { "http://Flame.com/role/CondensedStatementsOfOperations": { "parentTag": "us-
gaap_NonoperatingIncomeExpense", "weight": 1.0, "order": 2.0 } }, "presentation": [ "http://Flame.com/role/CondensedStatementsOfOperations" ], "lang": { "en-us": {
"role": { "label": "Investment Income, Interest", "terseLabel": "Interest income\u00a0from Trust Account", "documentation": "Amount before accretion (amortization) of
purchase discount (premium) of interest income on nonoperating securities." } } }, "auth_ref": [ "r88", "r186" ] },
"soc_InvestmentIncomeInterestToPayDissolutionExpenses": { "xbrltype": "monetaryItemType", "nsuri": "http://Flame.com/20230930", "localname":
"InvestmentIncomeInterestToPayDissolutionExpenses", "crdr": "credit", "presentation": [
"http://Flame.com/role/OrganizationAndBusinessOperationsAdditionalInformationDetails" ], "lang": { "en-us": { "role": { "label": "Investment Income Interest To Pay
Dissolution Expenses", "terseLabel": "Investment income, interest to pay dissolution expenses", "documentation": "Investment income, interest to pay dissolution
expenses." } } }, "auth_ref": [] }, "dei_LegalEntityAxis": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/dei/2023", "localname": "LegalEntityAxis",
"presentation": [ "http://Flame.com/role/SignificantAccountingPoliciesSummaryOfReconciledTheClassAOrdinarySharesDetails" ], "lang": { "en-us": { "role": { "label":
"Legal Entity [Axis]", "documentation": "The set of legal entities associated with a report." } } }, "auth_ref": [] }, "us-gaap_Liabilities": { "xbrltype": "monetaryItemType",
"nsuri": "http://fasb.org/us-gaap/2023", "localname": "Liabilities", "crdr": "credit", "calculation": { "http://Flame.com/role/CondensedBalanceSheets": { "parentTag": "us-
```

gaap_LiabilitiesAndStockholdersEquity", "weight": 1.0, "order": 6.0 }], "presentation": ["http://Flame.com/role/CondensedBalanceSheets"], "lang": { "en-us": { "role": { "label": "Liabilities", "totalLabel": "Total liabilities", "documentation": "Sum of the carrying amounts as of the balance sheet date of all liabilities that are recognized. Liabilities are probable future sacrifices of economic benefits arising from present obligations of an entity to transfer assets or provide services to other entities in the future." } } }, "auth_ref": ["r19", "r152", "r227", "r255", "r256", "r257", "r258", "r259", "r260", "r261", "r262", "r263", "r350", "r351", "r352", "r391", "r536", "r622", "r648", "r687", "r705", "r706"] }, "us-gaap_LiabilitiesAndStockholdersEquity": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "LiabilitiesAndStockholdersEquity", "crdr": "credit", "calculation": { "http://Flame.com/role/CondensedBalanceSheets": { "parentTag": null, "weight": null, "order": null, "root": true } }, "presentation": ["http://Flame.com/role/CondensedBalanceSheets"], "lang": { "en-us": { "role": { "label": "Liabilities and Equity", "totalLabel": "Total Liabilities, Common Stock Subject to Possible Redemption and Stockholders' Deficit", "documentation": "Amount of liabilities and equity items, including the portion of equity attributable to noncontrolling interests, if any." } } }, "auth_ref": ["r85", "r114", "r482", "r637", "r671", "r684", "r702"] }, "us-gaap_LiabilitiesAndStockholdersEquityAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "LiabilitiesAndStockholdersEquityAbstract", "presentation": ["http://Flame.com/role/CondensedBalanceSheets"], "lang": { "en-us": { "role": { "label": "Liabilities and Equity [Abstract]", "verboseLabel": "Liabilities, Common Stock Subject to Possible Redemption and Stockholders' Deficit" } } }, "auth_ref": [ ] }, "us-gaap_LiabilitiesCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "LiabilitiesCurrent", "crdr": "credit", "calculation": { "http://Flame.com/role/CondensedBalanceSheets": { "parentTag": "us-gaap_Liabilities", "weight": 1.0, "order": 7.0 } }, "presentation": ["http://Flame.com/role/CondensedBalanceSheets"], "lang": { "en-us": { "role": { "label": "Liabilities, Current", "totalLabel": "Total current liabilities", "documentation": "Total obligations incurred as part of normal operations that are expected to be paid during the following twelve months or within one business cycle, if longer." } } }, "auth_ref": ["r22", "r133", "r152", "r227", "r255", "r256", "r257", "r258", "r259", "r260", "r261", "r262", "r263", "r350", "r351", "r352", "r391", "r637", "r687", "r705", "r706"] }, "us-gaap_LiabilitiesCurrentAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "LiabilitiesCurrentAbstract", "presentation": ["http://Flame.com/role/CondensedBalanceSheets"], "lang": { "en-us": { "role": { "label": "Liabilities, Current [Abstract]", "terseLabel": "Current liabilities:" } } }, "auth_ref": [ ] }, "us-gaap_LiabilitiesFairValueDisclosure": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "LiabilitiesFairValueDisclosure", "crdr": "credit", "presentation": ["http://Flame.com/role/FairValueMeasurementsScheduleOfAssetsMeasuredAtFairValueOnARecurringBasisDetails"], "lang": { "en-us": { "role": { "label": "Financial and Nonfinancial Liabilities, Fair Value Disclosure", "terseLabel": "Fair value liabilities", "documentation": "Fair value of financial and nonfinancial obligations." } } }, "auth_ref": ["r60"] }, "us-gaap_LiabilitiesFairValueDisclosureAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "LiabilitiesFairValueDisclosureAbstract", "presentation": ["http://Flame.com/role/FairValueMeasurementsScheduleOfAssetsMeasuredAtFairValueOnARecurringBasisDetails"], "lang": { "en-us": { "role": { "label": "Liabilities, Fair Value Disclosure [Abstract]", "terseLabel": "Liabilities:" } } }, "auth_ref": [ ] }, "us-gaap_LineOfCredit": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "LineOfCredit", "crdr": "credit", "presentation": ["http://Flame.com/role/RelatedPartyTransactionsAdditionalInformationDetails"], "lang": { "en-us": { "role": { "label": "Long-term Line of Credit", "verboseLabel": "Line of credit outstanding", "documentation": "The carrying value as of the balance sheet date of the current and noncurrent portions of long-term obligations drawn from a line of credit, which is a bank's commitment to make loans up to a specific amount. Examples of items that might be included in the application of this element may consist of letters of credit, standby letters of credit, and revolving credit arrangements, under which borrowings can be made up to a maximum amount as of any point in time conditional on satisfaction of specified terms before, as of and after the date of drawdowns on the line. Includes short-term obligations that would normally be classified as current liabilities but for which (a) postbalance sheet date issuance of a long term obligation to refinance the short term obligation on a long term basis, or (b) the enterprise has entered into a financing agreement that clearly permits the enterprise to refinance the short-term obligation on a long term basis and the following conditions are met (1) the agreement does not expire within 1 year and is not cancelable by the lender except for violation of an objectively determinable provision, (2) no violation exists at the BS date, and (3) the lender has entered into the financing agreement is expected to be financially capable of honoring the agreement." } } }, "auth_ref": ["r14", "r113", "r713"] }, "dei_LocalPhoneNumber": { "xbrltype": "normalizedStringItemType", "nsuri": "http://xbrl.sec.gov/dei/2023", "localname": "LocalPhoneNumber", "presentation": ["http://Flame.com/role/CoverPage"], "lang": { "en-us": { "role": { "label": "Local Phone Number", "documentation": "Local phone number for entity." } } }, "auth_ref": [ ] }, "soc_LockInPeriodOfShares": { "xbrltype": "durationItemType", "nsuri": "http://Flame.com/20230930", "localname": "LockInPeriodOfShares", "presentation": ["http://Flame.com/role/StockholdersDeficitAdditionalInformationDetails"], "lang": { "en-us": { "role": { "label": "Lock In Period Of Shares", "terseLabel": "Lock in period of shares", "documentation": "Lock in period of shares." } } }, "auth_ref": [ ] }, "soc_LockInPeriodOfWarrants": { "xbrltype": "durationItemType", "nsuri": "http://Flame.com/20230930", "localname": "LockInPeriodOfWarrants", "presentation": ["http://Flame.com/role/WarrantsAdditionalInformationDetails"], "lang": { "en-us": { "role": { "label": "Lock In Period Of Warrants", "terseLabel": "Lock in period of warrants", "documentation": "Lock in period of warrants." } } }, "auth_ref": [ ] }, "us-gaap_LongTermDebt": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "LongTermDebt", "crdr": "credit", "presentation": ["http://Flame.com/role/RelatedPartyTransactionsAdditionalInformationDetails"], "lang": { "en-us": { "role": { "label": "Long-term Debt", "terseLabel": "Outstanding borrowings amount", "documentation": "Amount, after deduction of unamortized premium (discount) and debt issuance cost, of long-term debt. Excludes lease obligation." } } }, "auth_ref": ["r14", "r113", "r271", "r281", "r627", "r628", "r713"] }, "us-gaap_MarketableSecurities": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "MarketableSecurities", "crdr": "debit", "presentation": ["http://Flame.com/role/SignificantAccountingPoliciesAdditionalInformationDetails"], "lang": { "en-us": { "role": { "label": "Marketable Securities", "terseLabel": "Marketable Securities", "documentation": "Amount of investment in marketable security." } } }, "auth_ref": ["r71", "r666"] }, "us-gaap_MarketableSecuritiesPolicy": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "MarketableSecuritiesPolicy", "presentation": ["http://Flame.com/role/SignificantAccountingPoliciesPolicies"], "lang": { "en-us": { "role": { "label": "Marketable Securities, Policy [Policy Text Block]", "terseLabel": "Marketable Securities Held in Trust Account", "documentation": "Disclosure of accounting policy for investment classified as marketable security." } } }, "auth_ref": ["r72"] }, "srt_MaximumMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/srt/2023", "localname": "MaximumMember", "presentation": ["http://Flame.com/role/FairValueMeasurementsScheduleOfFairValueMeasurementsUsingMonteCarloSimulationModelDetails", "http://Flame.com/role/RelatedPartyTransactionsAdditionalInformationDetails", "http://Flame.com/role/SubsequentEventsAdditionalInformationDetails", "http://Flame.com/role/WarrantsAdditionalInformationDetails"], "lang": { "en-us": { "role": { "label": "Maximum [Member]", "terseLabel": "Maximum [Member]" } } }, "auth_ref": ["r251", "r252", "r253", "r254", "r308", "r456", "r488", "r528", "r529", "r590", "r592", "r594", "r595", "r597", "r616", "r617", "r624", "r631", "r636", "r638", "r689", "r707", "r708", "r709", "r710", "r711", "r712"] }, "us-gaap_MeasurementInputExercisePriceMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "MeasurementInputExercisePriceMember", "presentation": ["http://Flame.com/role/FairValueMeasurementsScheduleOfFairValueMeasurementsUsingMonteCarloSimulationModelDetails"], "lang": { "en-us": { "role": { "label": "Measurement Input, Exercise Price [Member]", "terseLabel": "Exercise price [Member]", "documentation": "Measurement input using agreed upon price for exchange of underlying asset." } } }, "auth_ref": ["r699"] }, "us-gaap_MeasurementInputExpectedDividendRateMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "MeasurementInputExpectedDividendRateMember", "presentation": ["http://Flame.com/role/FairValueMeasurementsScheduleOfFairValueMeasurementsUsingMonteCarloSimulationModelDetails"], "lang": { "en-us": { "role": { "label": "Measurement Input, Expected Dividend Rate [Member]", "terseLabel": "Dividend yield [Member]", "documentation": "Measurement input using expected dividend rate to be paid to holder of share per year." } } }, "auth_ref": ["r699"] }, "us-gaap_MeasurementInputExpectedTermMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "MeasurementInputExpectedTermMember", "presentation": ["http://Flame.com/role/FairValueMeasurementsScheduleOfFairValueMeasurementsUsingMonteCarloSimulationModelDetails"], "lang": { "en-us": { "role": { "label": "Measurement Input, Expected Term [Member]", "terseLabel": "Expected term to warrant expiration [Member]", "documentation": "Measurement input using period financial instrument is expected to be outstanding. Excludes maturity date." } } }, "auth_ref": ["r699"] }, "us-gaap_MeasurementInputMaturityMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "MeasurementInputMaturityMember", "presentation": ["http://Flame.com/role/FairValueMeasurementsScheduleOfFairValueMeasurementsUsingMonteCarloSimulationModelDetails"], "lang": { "en-us": { "role": { "label": "Measurement Input, Maturity [Member]", "terseLabel": "Time to Expiration (in years) [Member]", "documentation": "Measurement input using due date of last payment of principal and interest for financial instrument. Excludes expected term." } } }, "auth_ref": ["r699"] }, "us-gaap_MeasurementInputOptionVolatilityMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "MeasurementInputOptionVolatilityMember", "presentation": ["http://Flame.com/role/FairValueMeasurementsScheduleOfFairValueMeasurementsUsingMonteCarloSimulationModelDetails"], "lang": { "en-us": { "role": { "label": "Measurement Input, Option Volatility [Member]", "terseLabel": "Volatility [Member]", "documentation": "Measurement input using rate at which price of option increases (decreases) for given set of returns." } } }, "auth_ref": ["r699"] }, "us-gaap_MeasurementInputRiskFreeInterestRateMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "MeasurementInputRiskFreeInterestRateMember", "presentation": ["http://Flame.com/role/FairValueMeasurementsScheduleOfFairValueMeasurementsUsingMonteCarloSimulationModelDetails"], "lang": { "en-us": { "role": { "label": "Measurement Input, Risk Free Interest Rate [Member]", "terseLabel": "Risk-free rate [Member]", "documentation": "Measurement input using interest rate on instrument with zero risk of financial loss." } } }, "auth_ref": ["r699"] }, "us-gaap_MeasurementInputSharePriceMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "MeasurementInputSharePriceMember", "presentation": ["http://Flame.com/role/FairValueMeasurementsScheduleOfFairValueMeasurementsUsingMonteCarloSimulationModelDetails"], "lang": { "en-us": { "role": { "label": "Measurement Input, Share Price [Member]", "terseLabel": "Stock price [Member]", "documentation": "Measurement input using share price of saleable stock." } } }, "auth_ref": ["r699"] }, "us-gaap_MeasurementInputTypeAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "MeasurementInputTypeAxis", "presentation": ["http://Flame.com/role/FairValueMeasurementsScheduleOfFairValueMeasurementsUsingMonteCarloSimulationModelDetails"], "lang": { "en-us": { "role": { "label": "Measurement Input Type [Axis]", "documentation": "Information by type of measurement input used to determine value of asset and liability." } } }, "auth_ref": ["r381"] }, "us-gaap_MeasurementInputTypeDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "MeasurementInputTypeDomain", "presentation": ["http://Flame.com/role/FairValueMeasurementsScheduleOfFairValueMeasurementsUsingMonteCarloSimulationModelDetails"], "lang": { "en-us": { "role": { "label": "Measurement Input Type [Domain]", "documentation": "Measurement input used to determine value of asset and liability." } } }, "auth_ref": [ ] }, "soc_MergerAgreementMember": { "xbrltype": "domainItemType", "nsuri": "http://Flame.com/20230930", "localname": "MergerAgreementMember", "presentation": ["http://Flame.com/role/RelatedPartyTransactionsAdditionalInformationDetails"], "lang": { "en-us": { "role": { "label": "Merger Agreement [Member]", "documentation": "Merger agreement." } } }, "auth_ref": [ ] }, "soc_MinimumCashThresholdCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://Flame.com/20230930", "localname": "MinimumCashThresholdCurrent", "crdr": "debit", "presentation": ["http://Flame.com/role/OrganizationAndBusinessOperationsAdditionalInformationDetails"], "lang": { "en-us": { "role": { "label": "Minimum Cash Threshold Current", "terseLabel": "Minimum cash threshold current", "documentation": "Minimum cash threshold current." } } }, "auth_ref": [ ] }, "soc_MinimumCashThresholdPrevious": { "xbrltype": "monetaryItemType", "nsuri": "http://Flame.com/20230930", "localname": "MinimumCashThresholdPrevious", "crdr": "debit", "presentation": ["http://Flame.com/role/OrganizationAndBusinessOperationsAdditionalInformationDetails"], "lang": { "en-us": { "role": { "label": "Minimum Cash Threshold Previous", "terseLabel": "Minimum cash threshold previous", "documentation": "Minimum cash threshold previous." } } }, "auth_ref": [ ] }, "srt_MinimumMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/srt/2023", "localname": "MinimumMember", "presentation": ["http://Flame.com/role/FairValueMeasurementsScheduleOfFairValueMeasurementsUsingMonteCarloSimulationModelDetails", "http://Flame.com/role/RelatedPartyTransactionsAdditionalInformationDetails", "http://Flame.com/role/SubsequentEventsAdditionalInformationDetails", "http://Flame.com/role/WarrantsAdditionalInformationDetails"], "lang": { "en-us": { "role": { "label": "Minimum [Member]", "terseLabel": "Minimum [Member]" } } }, "auth_ref": ["r251", "r252", "r253", "r254", "r308", "r456", "r488", "r528", "r529", "r590", "r592", "r594", "r595", "r597", "r616", "r617", "r624", "r631", "r636", "r638", "r689", "r707", "r708", "r709", "r710", "r711", "r712"] }, "soc_MinimumNumberOfDaysOfNoticeToBeGivenToWarrantHoldersPriorToRedemption": { "xbrltype": "durationItemType", "nsuri": "http://Flame.com/20230930", "localname": "MinimumNumberOfDaysOfNoticeToBeGivenToWarrantHoldersPriorToRedemption", "presentation": ["http://Flame.com/role/WarrantsAdditionalInformationDetails"], "lang": { "en-us": { "role": { "label": "Minimum Number Of Days Of Notice To Be Given To Warrant Holders Prior To Redemption", "terseLabel": "Minimum number of days of notice to be given to warrant holders prior to redemption", "documentation": "Minimum number of days of notice to be given to warrant holders prior to redemption ." } } }, "auth_ref": [ ] }, "soc_MinimumPercentOfBalanceInTheTrustAccountForBusinessCombination": { "xbrltype": "percentItemType", "nsuri": "http://Flame.com/20230930", "localname": "MinimumPercentOfBalanceInTheTrustAccountForBusinessCombination", "presentation": ["http://Flame.com/role/OrganizationAndBusinessOperationsAdditionalInformationDetails"], "lang": { "en-us": { "role": { "label": "Minimum percent of balance in the

```
Trust Account for business combination", "terseLabel": "Minimum percent of balance in the Trust Account for business combination", "documentation": "Minimum percent of balance in the Trust Account for business combination" } } }, "auth_ref": [] },
"soc_MinimumPercentOfOutstandingVotingSecuritiesOwnsForBusinessCombination": { "xbrltype": "percentItemType", "nsuri": "http://Flame.com/20230930", "localname": "MinimumPercentOfOutstandingVotingSecuritiesOwnsForBusinessCombination", "presentation": [
"http://Flame.com/role/OrganizationAndBusinessOperationsAdditionalInformationDetails" ], "lang": { "en-us": { "role": { "label": "Minimum percent of outstanding voting securities owns for business combination", "terseLabel": "Minimum percent of outstanding voting securities owns for business combination", "documentation": "Minimum percent of outstanding voting securities owns for business combination" } } }, "auth_ref": [] }, "soc_MinimumTangibleAssetsForBusinessCombination": { "xbrltype": "monetaryItemType", "nsuri": "http://Flame.com/20230930", "localname": "MinimumTangibleAssetsForBusinessCombination", "crdr": "debit", "presentation": [
"http://Flame.com/role/OrganizationAndBusinessOperationsAdditionalInformationDetails" ], "lang": { "en-us": { "role": { "label": "Minimum tangible assets for business combination", "terseLabel": "Minimum tangible assets for business combination", "documentation": "Minimum tangible assets for business combination" } } }, "auth_ref": [] }, "soc_ModeOfWarrantRedemptionAxis": { "xbrltype": "stringItemType", "nsuri": "http://Flame.com/20230930", "localname": "ModeOfWarrantRedemptionAxis", "presentation": [ "http://Flame.com/role/WarrantsAdditionalInformationDetails" ], "lang": { "en-us": { "role": { "label": "Mode Of Warrant Redemption [Axis]", "documentation": "Mode of warrant redemption." } } }, "auth_ref": [] }, "soc_ModeOfWarrantRedemptionDomain": { "xbrltype": "domainItemType", "nsuri": "http://Flame.com/20230930", "localname": "ModeOfWarrantRedemptionDomain", "presentation": [ "http://Flame.com/role/WarrantsAdditionalInformationDetails" ], "lang": { "en-us": { "role": { "label": "Mode Of Warrant Redemption [Domain]", "documentation": "Mode of warrant redemption." } } }, "auth_ref": [] }, "us-gaap_NetCashProvidedByUsedInFinancingActivities": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "NetCashProvidedByUsedInFinancingActivities", "crdr": "debit", "calculation": { "http://Flame.com/role/CondensedStatementsOfCashFlows": { "parentTag": "us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPeriodIncreaseDecreaseExcludingExchangeRateEffect", "weight": 1.0, "order": 15.0 } }, "presentation": [ "http://Flame.com/role/CondensedStatementsOfCashFlows" ], "lang": { "en-us": { "role": { "label": "Net Cash Provided by (Used in) Financing Activities", "totalLabel": "Net cash (used in) provided by financing activities", "documentation": "Amount of cash inflow (outflow) from financing activities, including discontinued operations. Financing activity cash flows include obtaining resources from owners and providing them with a return on, and a return of, their investment; borrowing money and repaying amounts borrowed, or settling the obligation; and obtaining and paying for other resources obtained from creditors on long-term credit." } } }, "auth_ref": [ "r148" ] }, "us-gaap_NetCashProvidedByUsedInFinancingActivitiesAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "NetCashProvidedByUsedInFinancingActivitiesAbstract", "presentation": [ "http://Flame.com/role/CondensedStatementsOfCashFlows" ], "lang": { "en-us": { "role": { "label": "Net Cash Provided by (Used in) Financing Activities [Abstract]", "terseLabel": "Cash flows from financing activities:" } } }, "auth_ref": [] }, "us-gaap_NetCashProvidedByUsedInInvestingActivities": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "NetCashProvidedByUsedInInvestingActivities", "crdr": "debit", "calculation": { "http://Flame.com/role/CondensedStatementsOfCashFlows": { "parentTag": "us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPeriodIncreaseDecreaseExcludingExchangeRateEffect", "weight": 1.0, "order": 11.0 } }, "presentation": [ "http://Flame.com/role/CondensedStatementsOfCashFlows" ], "lang": { "en-us": { "role": { "label": "Net Cash Provided by (Used in) Investing Activities", "totalLabel": "Net cash provided by investing activities", "documentation": "Amount of cash inflow (outflow) from investing activities, including discontinued operations. Investing activity cash flows include making and collecting loans and acquiring and disposing of debt or equity instruments and property, plant, and equipment and other productive assets." } } }, "auth_ref": [ "r148" ] }, "us-gaap_NetCashProvidedByUsedInInvestingActivitiesAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "NetCashProvidedByUsedInInvestingActivitiesAbstract", "presentation": [
"http://Flame.com/role/CondensedStatementsOfCashFlows" ], "lang": { "en-us": { "role": { "label": "Net Cash Provided by (Used in) Investing Activities [Abstract]", "terseLabel": "Cash flows from investing activities:" } } }, "auth_ref": [] }, "us-gaap_NetCashProvidedByUsedInOperatingActivities": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "NetCashProvidedByUsedInOperatingActivities", "calculation": {
"http://Flame.com/role/CondensedStatementsOfCashFlows": { "parentTag": "us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPeriodIncreaseDecreaseExcludingExchangeRateEffect", "weight": 1.0, "order": 1.0 } }, "presentation": [ "http://Flame.com/role/CondensedStatementsOfCashFlows" ], "lang": { "en-us": { "role": { "label": "Net Cash Provided by (Used in) Operating Activities", "totalLabel": "Net cash used in operating activities", "documentation": "Amount of cash inflow (outflow) from operating activities, including discontinued operations. Operating activity cash flows include transactions, adjustments, and changes in value not defined as investing or financing activities." } } }, "auth_ref": [ "r91", "r92", "r93" ] }, "us-gaap_NetCashProvidedByUsedInOperatingActivitiesAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "NetCashProvidedByUsedInOperatingActivitiesAbstract", "presentation": [ "http://Flame.com/role/CondensedStatementsOfCashFlows" ], "lang": { "en-us": { "role": { "label": "Net Cash Provided by (Used in) Operating Activities [Abstract]", "terseLabel": "Cash flows from operating activities:" } } }, "auth_ref": [] }, "us-gaap_NetIncomeLoss": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "NetIncomeLoss", "crdr": "credit", "calculation": {
"http://Flame.com/role/CondensedStatementsOfCashFlows": { "parentTag": "us-gaap_NetCashProvidedByUsedInOperatingActivities", "weight": 1.0, "order": 2.0 },
"http://Flame.com/role/CondensedStatementsOfOperations": { "parentTag": null, "weight": null, "order": null, "root": true } }, "presentation": [
"http://Flame.com/role/CondensedStatementsOfCashFlows", "http://Flame.com/role/CondensedStatementsOfChangesInStockholdersDeficit",
"http://Flame.com/role/CondensedStatementsOfOperations" ], "lang": { "en-us": { "role": { "label": "Net Income (Loss) Attributable to Parent", "totalLabel": "Net (loss) income", "verboseLabel": "Net (loss) income", "documentation": "The portion of profit or loss for the period, net of income taxes, which is attributable to the parent." } } }, "auth_ref": [ "r87", "r93", "r116", "r131", "r141", "r142", "r146", "r152", "r160", "r164", "r165", "r166", "r167", "r170", "r171", "r177", "r185", "r188", "r190", "r192", "r227", "r255", "r256", "r257", "r258", "r259", "r260", "r261", "r262", "r263", "r376", "r391", "r484", "r559", "r580", "r581", "r623", "r647", "r687" ] }, "us-gaap_NewAccountingPronouncementsPolicyPolicyTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "NewAccountingPronouncementsPolicyPolicyTextBlock", "presentation": [ "http://Flame.com/role/SignificantAccountingPoliciesPolicies" ], "lang": { "en-us": { "role": { "label": "New Accounting Pronouncements, Policy [Policy Text Block]", "terseLabel": "Recent Accounting Standards", "documentation": "Disclosure of accounting policy pertaining to new accounting pronouncements that may impact the entity's financial reporting. Includes, but is not limited to, quantification of the expected or actual impact." } } }, "auth_ref": [] }, "soc_NewlyAdjustedIssuePricePerShare": { "xbrltype": "perShareItemType", "nsuri": "http://Flame.com/20230930", "localname": "NewlyAdjustedIssuePricePerShare", "presentation": [ "http://Flame.com/role/WarrantsAdditionalInformationDetails" ], "lang": { "en-us": { "role": { "label": "Newly Adjusted Issue Price Per Share", "terseLabel": "Newly adjusted issue price per share", "documentation": "Newly adjusted issue price per share." } } }, "auth_ref": [] },
"soc_NonRedeemableClassAAndClassBCommonStockMember": { "xbrltype": "domainItemType", "nsuri": "http://Flame.com/20230930", "localname": "NonRedeemableClassAAndClassBCommonStockMember", "presentation": [ "http://Flame.com/role/CondensedStatementsOfOperations" ], "lang": { "en-us": { "role": { "label": "Non Redeemable Class A And Class B Common Stock [Member]", "documentation": "Non Redeemable Class A And Class B Common Stock [Member]" } } }, "auth_ref": [] }, "soc_NonRedeemableClassBCommonStockMember": { "xbrltype": "domainItemType", "nsuri": "http://Flame.com/20230930", "localname": "NonRedeemableClassBCommonStockMember", "presentation": [ "http://Flame.com/role/CondensedStatementsOfOperations" ], "lang": { "en-us": { "role": { "label": "Non Redeemable Class B Common Stock [Member]", "documentation": "Non Redeemable Class B Common Stock [Member]" } } }, "auth_ref": [] },
"soc_NonRedeemableCommonStockMember": { "xbrltype": "domainItemType", "nsuri": "http://Flame.com/20230930", "localname": "NonRedeemableCommonStockMember", "presentation": [ "http://Flame.com/role/SignificantAccountingPoliciesSummaryOfNetIncomePerShareOfCommonStockDetails" ], "lang": { "en-us": { "role": { "label": "Non Redeemable Common Stock [Member]", "documentation": "Non redeemable common stock." } } }, "auth_ref": [] }, "us-gaap_NonoperatingIncomeExpense": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "NonoperatingIncomeExpense", "crdr": "credit", "calculation": { "http://Flame.com/role/CondensedStatementsOfOperations": { "parentTag": null, "weight": null, "order": null, "root": true } }, "presentation": [
"http://Flame.com/role/CondensedStatementsOfOperations" ], "lang": { "en-us": { "role": { "label": "Nonoperating Income (Expense)", "totalLabel": "Total other (loss) income, net", "documentation": "The aggregate amount of income or expense from ancillary business-related activities (that is to say, excluding major activities considered part of the normal operations of the business)." } } }, "auth_ref": [ "r89" ] }, "us-gaap_NonoperatingIncomeExpenseAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "NonoperatingIncomeExpenseAbstract", "presentation": [ "http://Flame.com/role/CondensedStatementsOfOperations" ], "lang": { "en-us": { "role": { "label": "Nonoperating Income (Expense) [Abstract]", "terseLabel": "Other income (expense):" } } }, "auth_ref": [] }, "us-gaap_NotesIssued1": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "NotesIssued1", "crdr": "credit", "presentation": [
"http://Flame.com/role/CondensedStatementsOfCashFlows" ], "lang": { "en-us": { "role": { "label": "Notes Issued", "negatedLabel": "Initial measurement of fair value of Convertible Promissory Notes", "documentation": "The fair value of notes issued in noncash investing and financing activities." } } }, "auth_ref": [ "r38", "r39", "r40" ] },
"us-gaap_NotesPayableCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "NotesPayableCurrent", "crdr": "credit", "calculation": { "http://Flame.com/role/CondensedBalanceSheets": { "parentTag": "us-gaap_LiabilitiesCurrent", "weight": 1.0, "order": 10.0 } }, "presentation": [
"http://Flame.com/role/CondensedBalanceSheets" ], "lang": { "en-us": { "role": { "label": "Notes Payable, Current", "terseLabel": "Promissory notes to related parties", "documentation": "Sum of the carrying values as of the balance sheet date of the portions of long-term notes payable due within one year or the operating cycle if longer." } } }, "auth_ref": [ "r17" ] }, "us-gaap_NotesPayableFairValueDisclosure": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "NotesPayableFairValueDisclosure", "crdr": "credit", "presentation": [
"http://Flame.com/role/FairValueMeasurementsScheduleOfAssetsMeasuredAtFairValueOnARecurringBasisDetails",
"http://Flame.com/role/RelatedPartyTransactionsAdditionalInformationDetails" ], "lang": { "en-us": { "role": { "label": "Notes Payable, Fair Value Disclosure", "verboseLabel": "Notes payable, fair value disclosure", "terseLabel": "Convertible Promissory Notes\u2014Related Parties", "documentation": "Fair value portion of notes payable." } } }, "auth_ref": [ "r18" ] }, "soc_NumberOfCommonStocksPerUnit": { "xbrltype": "sharesItemType", "nsuri": "http://Flame.com/20230930", "localname": "NumberOfCommonStocksPerUnit", "presentation": [ "http://Flame.com/role/InitialPublicOfferingAdditionalInformationDetails" ], "lang": { "en-us": { "role": { "label": "Number Of Common Stocks Per Unit", "terseLabel": "Number of class A common stocks included in each unit", "documentation": "Number of common stocks per unit." } } }, "auth_ref": [] }, "soc_NumberOfConsecutiveTradingDaysForDeterminingSharePrice": { "xbrltype": "durationItemType", "nsuri": "http://Flame.com/20230930", "localname": "NumberOfConsecutiveTradingDaysForDeterminingSharePrice", "presentation": [
"http://Flame.com/role/RelatedPartyTransactionsAdditionalInformationDetails" ], "lang": { "en-us": { "role": { "label": "Number Of Consecutive Trading Days For Determining Share Price", "terseLabel": "Number of consecutive trading days for determining share price", "documentation": "Number of consecutive trading days for determining share price." } } }, "auth_ref": [] }, "soc_NumberOfConsecutiveTradingDaysForDeterminingTheNewlyIssuedSharePrice": { "xbrltype": "durationItemType", "nsuri": "http://Flame.com/20230930", "localname": "NumberOfConsecutiveTradingDaysForDeterminingTheNewlyIssuedSharePrice", "presentation": [
"http://Flame.com/role/WarrantsAdditionalInformationDetails" ], "lang": { "en-us": { "role": { "label": "Number Of Consecutive Trading Days For Determining The Newly Issued Share Price", "terseLabel": "Number of consecutive trading days for determining the newly issued share price", "documentation": "Number of consecutive trading days for determining the newly issued share price." } } }, "auth_ref": [] }, "soc_NumberOfConsecutiveTradingDaysForDeterminingTheSharePrice": { "xbrltype": "durationItemType", "nsuri": "http://Flame.com/20230930", "localname": "NumberOfConsecutiveTradingDaysForDeterminingTheSharePrice", "presentation": [
"http://Flame.com/role/StockholdersDeficitAdditionalInformationDetails" ], "lang": { "en-us": { "role": { "label": "Number Of Consecutive Trading Days For Determining The Share Price", "terseLabel": "Number of consecutive trading days for determining the share price", "documentation": "Number of consecutive trading days for determining the share price." } } }, "auth_ref": [] }, "soc_NumberOfDaysAfterBusinessCombinationWithinWhichSecuritiesShallBeRegistered": { "xbrltype": "durationItemType", "nsuri": "http://Flame.com/20230930", "localname": "NumberOfDaysAfterBusinessCombinationWithinWhichSecuritiesShallBeRegistered", "presentation": [ "http://Flame.com/role/WarrantsAdditionalInformationDetails" ], "lang": { "en-us": { "role": { "label": "Number Of Days After Business Combination Within Which Securities Shall be Registered", "terseLabel": "Number of days after business combination within which securities shall be registered", "documentation": "Number of days after business combination within which the securities shall be registered." } } }, "auth_ref": [] },
"soc_NumberOfDaysAfterBusinessCombinationWithinWhichTheRegistrationOfSecuritiesShallBeEffective": { "xbrltype": "durationItemType", "nsuri": "http://Flame.com/20230930", "localname": "NumberOfDaysAfterBusinessCombinationWithinWhichTheRegistrationOfSecuritiesShallBeEffective", "presentation": [
"http://Flame.com/role/WarrantsAdditionalInformationDetails" ], "lang": { "en-us": { "role": { "label": "Number Of Days After Business Combination Within Which the Registration Of Securities Shall Be Effective", "terseLabel": "Number of days after business combination within which the registration of securities shall be effective", "documentation": "Number of days after business combination within which th registration of securities shall be effective." } } }, "auth_ref": [] },
"soc_NumberOfDaysAfterWhichTheRedemptionPeriodCommencesAfterTheWarrantBecomesExercisable": { "xbrltype": "durationItemType", "nsuri": "http://Flame.com/20230930", "localname": "NumberOfDaysAfterWhichTheRedemptionPeriodCommencesAfterTheWarrantBecomesExercisable", "presentation": [
```

```
"http://Flame.com/role/WarrantsAdditionalInformationDetails" ], "lang": { "en-us": { "role": { "label": "Number Of Days After Which The Redemption Period Commences After The Warrant Becomes Exercisable", "terseLabel": "Number of days after which the redemption period commences after the warrant becomes exercisable", "documentation": "Number of days after which the redemption period commences after the warrant becomes exercisable." } } }, "auth_ref": [] },
"soc_NumberOfTradingDaysForDeterminingSharePrice": { "xbrltype": "durationItemType", "nsuri": "http://Flame.com/20230930", "localname":
"NumberOfTradingDaysForDeterminingSharePrice", "presentation": [ "http://Flame.com/role/RelatedPartyTransactionsAdditionalInformationDetails" ], "lang": { "en-us":
{ "role": { "label": "Number Of Trading Days For Determining Share Price", "terseLabel": "Number of trading days for determining share price", "documentation":
"Number of trading days for determining share price." } } }, "auth_ref": [] }, "soc_NumberOfTradingDaysForDeterminingTheNewlyIssuedSharePrice": { "xbrltype":
"durationItemType", "nsuri": "http://Flame.com/20230930", "localname": "NumberOfTradingDaysForDeterminingTheNewlyIssuedSharePrice", "presentation": [
"http://Flame.com/role/WarrantsAdditionalInformationDetails" ], "lang": { "en-us": { "role": { "label": "Number Of Trading Days For Determining The Newly Issued Share
Price", "terseLabel": "Number of trading days for determining the newly issued share price", "documentation": "Number of trading days for determining the newly issued
share price." } } }, "auth_ref": [] }, "soc_NumberOfTradingDaysForDeterminingTheSharePrice": { "xbrltype": "durationItemType", "nsuri": "http://Flame.com/20230930",
"localname": "NumberOfTradingDaysForDeterminingTheSharePrice", "presentation": [ "http://Flame.com/role/StockholdersDeficitAdditionalInformationDetails" ], "lang":
{ "en-us": { "role": { "label": "Number Of Trading Days For Determining The Share Price", "terseLabel": "Number of trading days for determining the share price",
"documentation": "Number of trading days for determining the share price" } } }, "auth_ref": [] },
"soc_NumberOfTradingDaysForDeterminingVolumeWeightedAveragePriceOfTheShares": { "xbrltype": "durationItemType", "nsuri": "http://Flame.com/20230930",
"localname": "NumberOfTradingDaysForDeterminingVolumeWeightedAveragePriceOfTheShares", "presentation": [
"http://Flame.com/role/WarrantsAdditionalInformationDetails" ], "lang": { "en-us": { "role": { "label": "Number Of Trading Days For Determining Volume Weighted
Average Price Of The Shares", "terseLabel": "Number of trading days for determining volume weighted average price of the shares", "documentation": "Number of trading
days for determining volume weighted average price of the shares." } } }, "auth_ref": [] }, "soc_NumberOfWarrantsThatEachUnitConsists": { "xbrltype":
"decimalItemType", "nsuri": "http://Flame.com/20230930", "localname": "NumberOfWarrantsThatEachUnitConsists", "presentation": [
"http://Flame.com/role/InitialPublicOfferingAdditionalInformationDetails" ], "lang": { "en-us": { "role": { "label": "Number Of Warrants That Each Unit Consists",
"terseLabel": "Number of public warrants that each unit consists (in shares)", "documentation": "Number of warrants that each unit consists." } } }, "auth_ref": [] },
"soc_NumeratorAbstract": { "xbrltype": "stringItemType", "nsuri": "http://Flame.com/20230930", "localname": "NumeratorAbstract", "presentation": [
"http://Flame.com/role/SignificantAccountingPoliciesSummaryOfNetIncomePerShareOfCommonStockDetails" ], "lang": { "en-us": { "role": { "label": "Numerator
[Abstract]", "documentation": "Numerator." } } }, "auth_ref": [] }, "soc_OfferingCostReclassifiedAsNonoperatingExpense": { "xbrltype": "monetaryItemType", "nsuri":
"http://Flame.com/20230930", "localname": "OfferingCostReclassifiedAsNonoperatingExpense", "crdr": "debit", "presentation": [
"http://Flame.com/role/SignificantAccountingPoliciesAdditionalInformationDetails" ], "lang": { "en-us": { "role": { "label": "Offering Cost Reclassified as NonOperating
Expense", "terseLabel": "Offering cost reclassified as non-operating expense", "documentation": "Offering cost reclassified as non-operating expense" } } }, "auth_ref": [] }
}, "soc_OfferingCostsAllocatedToWarrants": { "xbrltype": "monetaryItemType", "nsuri": "http://Flame.com/20230930", "localname": "OfferingCostsAllocatedToWarrants",
"crdr": "debit", "calculation": { "http://Flame.com/role/CondensedStatementsOfOperations": { "parentTag": "us-gaap_NonoperatingIncomeExpense", "weight": -1.0,
"order": 4.0 }, "http://Flame.com/role/CondensedStatementsOfCashFlows": { "parentTag": "us-gaap_NetCashProvidedByUsedInOperatingActivities", "weight": 1.0, "order":
7.0 } }, "presentation": [ "http://Flame.com/role/CondensedStatementsOfCashFlows", "http://Flame.com/role/CondensedStatementsOfOperations" ], "lang": { "en-us": {
"role": { "label": "Offering costs allocated to warrants", "negatedLabel": "Offering costs allocated to warrant", "terseLabel": "Offering costs allocated to warrants",
"documentation": "Offering costs allocated to warrants" } } }, "auth_ref": [] }, "soc_OfferingCostsPolicyTextBlock": { "xbrltype": "textBlockItemType", "nsuri":
"http://Flame.com/20230930", "localname": "OfferingCostsPolicyTextBlock", "presentation": [ "http://Flame.com/role/SignificantAccountingPoliciesPolicies" ], "lang": {
"en-us": { "role": { "label": "Offering Costs [Policy Text Block]", "terseLabel": "Offering Costs", "documentation": "Offering Costs policy text bock" } } }, "auth_ref": [] },
"soc_OfferingExpensesRelatedToWarrantIssuance": { "xbrltype": "monetaryItemType", "nsuri": "http://Flame.com/20230930", "localname":
"OfferingExpensesRelatedToWarrantIssuance", "crdr": "debit", "presentation": [ "http://Flame.com/role/OrganizationAndBusinessOperationsAdditionalInformationDetails"
], "lang": { "en-us": { "role": { "label": "Offering expenses related to warrant issuance", "terseLabel": "Offering expenses related to warrant issuance", "documentation":
"Offering expenses related to warrant issuance" } } }, "auth_ref": [] }, "us-gaap_OpenTaxYear": { "xbrltype": "gYearListItemType", "nsuri": "http://fasb.org/us-gaap/2023",
"localname": "OpenTaxYear", "presentation": [ "http://Flame.com/role/IncomeTaxAdditionalInformationDetails" ], "lang": { "en-us": { "role": { "label": "Open Tax Year",
"terseLabel": "Open Tax Year", "documentation": "Tax year that remains open to examination under enacted tax laws, in YYYY format." } } }, "auth_ref": [ "r325" ] }, "us-
gaap_OperatingIncomeLoss": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "OperatingIncomeLoss", "crdr": "credit",
"calculation": { "http://Flame.com/role/CondensedStatementsOfOperations": { "parentTag": null, "weight": null, "order": null, "root": true } }, "presentation": [
"http://Flame.com/role/CondensedStatementsOfOperations" ], "lang": { "en-us": { "role": { "label": "Operating Income (Loss)", "totalLabel": "Loss from operations",
"documentation": "The net result for the period of deducting operating expenses from operating revenues." } } }, "auth_ref": [ "r185", "r188", "r190", "r192", "r623" ] },
"us-gaap_OperatingLossCarryforwards": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "OperatingLossCarryforwards", "crdr":
"debit", "presentation": [ "http://Flame.com/role/IncomeTaxAdditionalInformationDetails" ], "lang": { "en-us": { "role": { "label": "Operating Loss Carryforwards",
"terseLabel": "Operating loss carryforward,net Federal", "documentation": "Amount of operating loss carryforward, before tax effects, available to reduce future taxable
income under enacted tax laws." } } }, "auth_ref": [ "r58" ] }, "us-gaap_OperatingLossCarryforwardsTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-
gaap/2023", "localname": "OperatingLossCarryforwardsTable", "presentation": [ "http://Flame.com/role/IncomeTaxAdditionalInformationDetails" ], "lang": { "en-us": {
"role": { "label": "Operating Loss Carryforwards [Table]", "documentation": "Schedule reflecting pertinent information, such as tax authority, amounts, and expiration
dates, of net operating loss carryforwards, including an assessment of the likelihood of utilization." } } }, "auth_ref": [ "r57" ] }, "soc_OrdinaryShareIssuanceCost": {
"xbrltype": "monetaryItemType", "nsuri": "http://Flame.com/20230930", "localname": "OrdinaryShareIssuanceCost", "crdr": "credit", "presentation": [
"http://Flame.com/role/SignificantAccountingPoliciesSummaryOfReconciledTheClassAOrdinarySharesDetails" ], "lang": { "en-us": { "role": { "label": "Ordinary Share
Issuance Cost", "terseLabel": "Common stock issuance costs", "documentation": "Ordinary share issuance cost." } } }, "auth_ref": [] }, "us-
gaap_OrganizationConsolidationAndPresentationOfFinancialStatementsAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname":
"OrganizationConsolidationAndPresentationOfFinancialStatementsAbstract", "lang": { "en-us": { "role": { "label": "Organization, Consolidation and Presentation of
Financial Statements [Abstract]" } } }, "auth_ref": [] }, "us-gaap_OrganizationConsolidationBasisOfPresentationBusinessDescriptionAndAccountingPoliciesTextBlock": {
"xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname":
"OrganizationConsolidationBasisOfPresentationBusinessDescriptionAndAccountingPoliciesTextBlock", "presentation": [
"http://Flame.com/role/OrganizationAndBusinessOperations" ], "lang": { "en-us": { "role": { "label": "Organization, Consolidation, Basis of Presentation, Business
Description and Accounting Policies [Text Block]", "terseLabel": "Organization, and Business Operations", "documentation": "The entire disclosure for the general note to
the financial statements for the reporting entity which may include, descriptions of the basis of presentation, business description, significant accounting policies,
consolidations, reclassifications, new pronouncements not yet adopted and changes in accounting principles." } } }, "auth_ref": [ "r94", "r95", "r96", "r108" ] }, "us-
gaap_OtherLiabilitiesCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "OtherLiabilitiesCurrent", "crdr": "credit",
"presentation": [ "http://Flame.com/role/RelatedPartyTransactionsAdditionalInformationDetails" ], "lang": { "en-us": { "role": { "label": "Other Liabilities, Current",
"verboseLabel": "Working capital loans", "documentation": "Amount of liabilities classified as other, due within one year or the normal operating cycle, if longer." } } },
"auth_ref": [ "r20", "r637" ] }, "us-gaap_OtherLiabilitiesDisclosureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname":
"OtherLiabilitiesDisclosureTextBlock", "presentation": [ "http://Flame.com/role/PrivatePlacementWarrants" ], "lang": { "en-us": { "role": { "label": "Other Liabilities
Disclosure [Text Block]", "terseLabel": "Private Placement Warrants", "documentation": "The entire disclosure for other liabilities." } } }, "auth_ref": [ "r21" ] },
"soc_OtherOfferingCost": { "xbrltype": "monetaryItemType", "nsuri": "http://Flame.com/20230930", "localname": "OtherOfferingCost", "crdr": "debit", "presentation": [
"http://Flame.com/role/SignificantAccountingPoliciesAdditionalInformationDetails" ], "lang": { "en-us": { "role": { "label": "Other Offering Cost", "terseLabel": "Other
offering cost", "documentation": "Other offering cost" } } }, "auth_ref": [] }, "soc_OtherOfferingCosts": { "xbrltype": "monetaryItemType", "nsuri":
"http://Flame.com/20230930", "localname": "OtherOfferingCosts", "crdr": "debit", "presentation": [
"http://Flame.com/role/OrganizationAndBusinessOperationsAdditionalInformationDetails" ], "lang": { "en-us": { "role": { "label": "Other Offering Costs", "terseLabel":
"Other offering costs", "documentation": "Other Offering Costs" } } }, "auth_ref": [] }, "soc_OtherPrivatePlacementWarrantsMember": { "xbrltype": "domainItemType",
"nsuri": "http://Flame.com/20230930", "localname": "OtherPrivatePlacementWarrantsMember", "presentation": [
"http://Flame.com/role/FairValueMeasurementsScheduleOfFairValueMeasurementsUsingMonteCarloSimulationModelDetails",
"http://Flame.com/role/FairValueMeasurementsTables" ], "lang": { "en-us": { "role": { "label": "Other Private Placement Warrants [Member]", "documentation": "Other
Private Placement Warrants." } } }, "auth_ref": [] }, "us-gaap_OverAllotmentOptionMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2023",
"localname": "OverAllotmentOptionMember", "presentation": [ "http://Flame.com/role/InitialPublicOfferingAdditionalInformationDetails" ], "lang": { "en-us": { "role": {
"label": "Over-Allotment Option [Member]", "terseLabel": "Over-Allotment Option [Member]", "documentation": "Right given to the underwriter to sell additional shares
over the initial allotment." } } }, "auth_ref": [] }, "soc_PaymentTowardsAdvancesToAcquisitionTargetFinancingActivities": { "xbrltype": "monetaryItemType", "nsuri":
"http://Flame.com/20230930", "localname": "PaymentTowardsAdvancesToAcquisitionTargetFinancingActivities", "crdr": "credit", "presentation": [
"http://Flame.com/role/RelatedPartyTransactionsAdditionalInformationDetails" ], "lang": { "en-us": { "role": { "label": "Payment Towards Advances To Acquisition Target
Financing Activities", "terseLabel": "Advances to acquisition target", "documentation": "Payment towards advances to acquisition target financing activities." } } },
"auth_ref": [] }, "us-gaap_PaymentsForRepurchaseOfCommonStock": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname":
"PaymentsForRepurchaseOfCommonStock", "crdr": "credit", "calculation": { "http://Flame.com/role/CondensedStatementsOfCashFlows": { "parentTag": "us-
gaap_NetCashProvidedByUsedInFinancingActivities", "weight": -1.0, "order": 21.0 } }, "presentation": [ "http://Flame.com/role/CondensedStatementsOfCashFlows",
"http://Flame.com/role/SignificantAccountingPoliciesSummaryOfReconciledTheClassAOrdinarySharesDetails" ], "lang": { "en-us": { "role": { "label": "Payments for
Repurchase of Common Stock", "negatedLabel": "Payments for redemptions of Class A common stock", "negatedTerseLabel": "Redemptions of Class A common stock",
"documentation": "The cash outflow to reacquire common stock during the period." } } }, "auth_ref": [ "r32" ] }, "us-gaap_PaymentsForUnderwritingExpense": {
"xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "PaymentsForUnderwritingExpense", "crdr": "credit", "presentation": [
"http://Flame.com/role/OrganizationAndBusinessOperationsAdditionalInformationDetails" ], "lang": { "en-us": { "role": { "label": "Payments for Underwriting Expense",
"terseLabel": "Payments for underwriting expense", "documentation": "Cash paid for expenses incurred during underwriting activities (the process to review insurance
applications, evaluate risks, accept or reject applications, and determine the premiums to be charged) for insurance companies." } } }, "auth_ref": [ "r4" ] }, "us-
gaap_PaymentsOfStockIssuanceCosts": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "PaymentsOfStockIssuanceCosts", "crdr":
"credit", "calculation": { "http://Flame.com/role/CondensedStatementsOfCashFlows": { "parentTag": "us-gaap_NetCashProvidedByUsedInFinancingActivities", "weight":
-1.0, "order": 19.0 } }, "presentation": [ "http://Flame.com/role/CondensedStatementsOfCashFlows" ], "lang": { "en-us": { "role": { "label": "Payments of Stock Issuance
Costs", "negatedLabel": "Payments of offering costs", "documentation": "The cash outflow for cost incurred directly with the issuance of an equity security." } } },
"auth_ref": [ "r31" ] }, "us-gaap_PaymentsToAcquireBusinessesGross": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname":
"PaymentsToAcquireBusinessesGross", "crdr": "credit", "presentation": [ "http://Flame.com/role/RelatedPartyTransactionsAdditionalInformationDetails" ], "lang": { "en-
us": { "role": { "label": "Payments to Acquire Businesses, Gross", "terseLabel": "Payments for acquisition", "documentation": "The cash outflow associated with the
acquisition of business during the period. The cash portion only of the acquisition price." } } }, "auth_ref": [ "r29", "r348" ] }, "us-
gaap_PaymentsToAcquireRestrictedInvestments": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname":
"PaymentsToAcquireRestrictedInvestments", "crdr": "credit", "calculation": { "http://Flame.com/role/CondensedStatementsOfCashFlows": { "parentTag": "us-
gaap_NetCashProvidedByUsedInInvestingActivities", "weight": -1.0, "order": 12.0 } }, "presentation": [ "http://Flame.com/role/CondensedStatementsOfCashFlows" ],
"lang": { "en-us": { "role": { "label": "Payments to Acquire Restricted Investments", "negatedLabel": "Investment of cash into Trust Account", "documentation": "The cash
outflow to acquire investments (not to include restricted cash) that are pledged or subject to withdrawal restrictions." } } }, "auth_ref": [ "r90" ] },
"soc_PercentageOfCommonStockIssuedAndOutstanding": { "xbrltype": "percentItemType", "nsuri": "http://Flame.com/20230930", "localname":
"PercentageOfCommonStockIssuedAndOutstanding", "presentation": [ "http://Flame.com/role/CommitmentsAndContingenciesAdditionalInformationDetails",
"http://Flame.com/role/OrganizationAndBusinessOperationsAdditionalInformationDetails", "http://Flame.com/role/SubsequentEventsAdditionalInformationDetails" ],
"lang": { "en-us": { "role": { "label": "Percentage Of Common Stock Issued And Outstanding", "terseLabel": "Percentage Of Common Stock Issued And Outstanding",
```

```
"documentation": "Percentage of common stock issued and outstanding." } } }, "auth_ref": [] },
"soc_PercentageOfGrossProceedsOfTheIPOPayableToUnderwritersAsMarketingFee": { "xbrltype": "percentItemType", "nsuri": "http://Flame.com/20230930", "localname":
"PercentageOfGrossProceedsOfTheIPOPayableToUnderwritersAsMarketingFee", "presentation": [
"http://Flame.com/role/CommitmentsAndContingenciesAdditionalInformationDetails" ], "lang": { "en-us": { "role": { "label": "Percentage Of Gross Proceeds Of The I P O
Payable To Underwriters as Marketing Fee", "terseLabel": "Percentage of gross proceeds of the IPO payable to Underwriters as Marketing Fee", "documentation":
"Percentage of gross proceeds of the IPO payable to underwriters as marketing fee." } } }, "auth_ref": [] },
"soc_PercentageOfPublicSharesToBeRedeemedOnNonCompletionOfBusinessCombination": { "xbrltype": "percentItemType", "nsuri": "http://Flame.com/20230930",
"localname": "PercentageOfPublicSharesToBeRedeemedOnNonCompletionOfBusinessCombination", "presentation": [
"http://Flame.com/role/OrganizationAndBusinessOperationsAdditionalInformationDetails" ], "lang": { "en-us": { "role": { "label": "Percentage Of Public Shares To Be
Redeemed On Non Completion Of Business Combination", "terseLabel": "Percentage of public shares to be redeemed on non-completion of business combination",
"documentation": "Percentage Of Public Shares To Be Redeemed On Non Completion Of Business Combination" } } }, "auth_ref": [] },
"soc_PercentageOfUnderwritingCommissionsChargedToProceedsFromIpo": { "xbrltype": "percentItemType", "nsuri": "http://Flame.com/20230930", "localname":
"PercentageOfUnderwritingCommissionsChargedToProceedsFromIpo", "presentation": [
"http://Flame.com/role/CommitmentsAndContingenciesAdditionalInformationDetails" ], "lang": { "en-us": { "role": { "label": "Percentage Of Underwriting Commissions
Charged To Proceeds From IPO", "terseLabel": "Percentage Of Underwriting Commissions Charged To Proceeds From IPO", "documentation": "Percentage of underwriting
commissions charged to proceeds from IPO." } } }, "auth_ref": [] }, "us-gaap_PreferredStockParOrStatedValuePerShare": { "xbrltype": "perShareItemType", "nsuri":
"http://fasb.org/us-gaap/2023", "localname": "PreferredStockParOrStatedValuePerShare", "presentation": [
"http://Flame.com/role/CondensedBalanceSheetsParenthetical", "http://Flame.com/role/StockholdersDeficitAdditionalInformationDetails" ], "lang": { "en-us": { "role": {
"label": "Preferred Stock, Par or Stated Value Per Share", "terseLabel": "Preferred stock par or stated value per share", "documentation": "Face amount or stated value per
share of preferred stock nonredeemable or redeemable solely at the option of the issuer." } } }, "auth_ref": [ "r79", "r283" ] }, "us-gaap_PreferredStockSharesAuthorized":
{ "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "PreferredStockSharesAuthorized", "presentation": [
"http://Flame.com/role/CondensedBalanceSheetsParenthetical", "http://Flame.com/role/StockholdersDeficitAdditionalInformationDetails" ], "lang": { "en-us": { "role": {
"label": "Preferred Stock, Shares Authorized", "terseLabel": "Preferred stock shares authorized", "documentation": "The maximum number of nonredeemable preferred
shares (or preferred stock redeemable solely at the option of the issuer) permitted to be issued by an entity's charter and bylaws." } } }, "auth_ref": [ "r79", "r538" ] }, "us-
gaap_PreferredStockSharesIssued": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "PreferredStockSharesIssued", "presentation": [
"http://Flame.com/role/CondensedBalanceSheetsParenthetical", "http://Flame.com/role/StockholdersDeficitAdditionalInformationDetails" ], "lang": { "en-us": { "role": {
"label": "Preferred Stock, Shares Issued", "terseLabel": "Preferred stock shares issued", "documentation": "Total number of nonredeemable preferred shares (or preferred
stock redeemable solely at the option of the issuer) issued to shareholders (includes related preferred shares that were issued, repurchased, and remain in the treasury).
May be all or portion of the number of preferred shares authorized. Excludes preferred shares that are classified as debt." } } }, "auth_ref": [ "r79", "r283" ] }, "us-
gaap_PreferredStockSharesOutstanding": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "PreferredStockSharesOutstanding",
"presentation": [ "http://Flame.com/role/CondensedBalanceSheetsParenthetical", "http://Flame.com/role/StockholdersDeficitAdditionalInformationDetails" ], "lang": { "en-
us": { "role": { "label": "Preferred Stock, Shares Outstanding", "terseLabel": "Preferred stock shares outstanding", "documentation": "Aggregate share number for all
nonredeemable preferred stock (or preferred stock redeemable solely at the option of the issuer) held by stockholders. Does not include preferred shares that have been
repurchased." } } }, "auth_ref": [ "r79", "r538", "r557", "r718", "r719" ] }, "us-gaap_PreferredStockValue": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-
gaap/2023", "localname": "PreferredStockValue", "crdr": "credit", "calculation": { "http://Flame.com/role/CondensedBalanceSheets": { "parentTag": "us-
gaap_StockholdersEquity", "weight": 1.0, "order": 15.0 } }, "presentation": [ "http://Flame.com/role/CondensedBalanceSheets" ], "lang": { "en-us": { "role": { "label":
"Preferred Stock, Value, Issued", "terseLabel": "Preferred stock, $0.0001 par value; 1,000,000 shares authorized; none issued and outstanding", "documentation":
"Aggregate par or stated value of issued nonredeemable preferred stock (or preferred stock redeemable solely at the option of the issuer). This item includes treasury
stock repurchased by the entity. Note: elements for number of nonredeemable preferred shares, par value and other disclosure concepts are in another section within
stockholders' equity." } } }, "auth_ref": [ "r79", "r478", "r637" ] }, "us-gaap_PrepaidExpenseCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-
gaap/2023", "localname": "PrepaidExpenseCurrent", "crdr": "debit", "calculation": { "http://Flame.com/role/CondensedBalanceSheets": { "parentTag": "us-
gaap_AssetsCurrent", "weight": 1.0, "order": 3.0 } }, "presentation": [ "http://Flame.com/role/CondensedBalanceSheets" ], "lang": { "en-us": { "role": { "label": "Prepaid
Expense, Current", "terseLabel": "Prepaid expenses", "documentation": "Amount of asset related to consideration paid in advance for costs that provide economic benefits
within a future period of one year or the normal operating cycle, if longer." } } }, "auth_ref": [ "r139", "r246", "r247", "r620" ] }, "us-gaap_PrepaidExpenseNoncurrent": {
"xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "PrepaidExpenseNoncurrent", "crdr": "debit", "calculation": {
"http://Flame.com/role/CondensedBalanceSheets": { "parentTag": "us-gaap_Assets", "weight": 1.0, "order": 5.0 } }, "presentation": [
"http://Flame.com/role/CondensedBalanceSheets" ], "lang": { "en-us": { "role": { "label": "Prepaid Expense, Noncurrent", "terseLabel": "Prepaid expenses - non-current",
"documentation": "Sum of the carrying amounts as of the balance sheet date of amounts paid in advance for expenses which will be charged against earnings in periods
after one year or beyond the operating cycle, if longer." } } }, "auth_ref": [ "r665" ] }, "us-gaap_PrivatePlacementMember": { "xbrltype": "domainItemType", "nsuri":
"http://fasb.org/us-gaap/2023", "localname": "PrivatePlacementMember", "presentation": [
"http://Flame.com/role/FairValueMeasurementsScheduleOfChangesInTheFairValueOfWarrantLiabilitiesDetails",
"http://Flame.com/role/PrivatePlacementWarrantsAdditionalInformationDetails", "http://Flame.com/role/SignificantAccountingPoliciesAdditionalInformationDetails" ],
"lang": { "en-us": { "role": { "label": "Private Placement [Member]", "terseLabel": "Private Placement [Member]", "documentation": "A private placement is a direct
offering of securities to a limited number of sophisticated investors such as insurance companies, pension funds, mezzanine funds, stock funds and trusts." } } },
"auth_ref": [] }, "soc_PrivatePlacementWarrantsMember": { "xbrltype": "domainItemType", "nsuri": "http://Flame.com/20230930", "localname":
"PrivatePlacementWarrantsMember", "presentation": [ "http://Flame.com/role/CondensedStatementsOfChangesInStockholdersDeficit",
"http://Flame.com/role/OrganizationAndBusinessOperationsAdditionalInformationDetails",
"http://Flame.com/role/PrivatePlacementWarrantsAdditionalInformationDetails" ], "lang": { "en-us": { "role": { "label": "Private Placement Warrants [Member]",
"terseLabel": "Private Placement Warrants [Member]" } } }, "auth_ref": [] }, "soc_PrivateWarrantsMember": { "xbrltype": "domainItemType", "nsuri":
"http://Flame.com/20230930", "localname": "PrivateWarrantsMember", "presentation": [
"http://Flame.com/role/FairValueMeasurementsScheduleOfAssetsMeasuredAtFairValueOnARecurringBasisDetails" ], "lang": { "en-us": { "role": { "label": "Private
Warrants [Member]" } } }, "auth_ref": [] }, "soc_ProceedsAllocatedToPublicWarrants": { "xbrltype": "monetaryItemType", "nsuri": "http://Flame.com/20230930",
"localname": "ProceedsAllocatedToPublicWarrants", "crdr": "credit", "presentation": [
"http://Flame.com/role/SignificantAccountingPoliciesSummaryOfReconciledTheClassAOrdinarySharesDetails" ], "lang": { "en-us": { "role": { "label": "Proceeds Allocated
To Public Warrants", "negatedLabel": "Proceeds allocated to public warrants", "documentation": "Proceeds allocated to public warrants." } } }, "auth_ref": [] }, "us-
gaap_ProceedsFromConvertibleDebt": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "ProceedsFromConvertibleDebt", "crdr":
"debit", "calculation": { "http://Flame.com/role/CondensedStatementsOfCashFlows": { "parentTag": "us-gaap_NetCashProvidedByUsedInFinancingActivities", "weight":
1.0, "order": 22.0 } }, "presentation": [ "http://Flame.com/role/CondensedStatementsOfCashFlows",
"http://Flame.com/role/FairValueMeasurementsScheduleOfChangesInTheFairValueOfWarrantLiabilitiesDetails",
"http://Flame.com/role/RelatedPartyTransactionsAdditionalInformationDetails" ], "lang": { "en-us": { "role": { "label": "Proceeds from Convertible Debt", "verboseLabel":
"Proceeds from convertible promissory notes \u2013 related parties", "presentationGuidance": "Proceed from convertible debt", "terseLabel": "Proceeds received through
Convertible Promissory Notes", "documentation": "The cash inflow from the issuance of a long-term debt instrument which can be exchanged for a specified amount of
another security, typically the entity's common stock, at the option of the issuer or the holder." } } }, "auth_ref": [ "r30" ] }, "us-gaap_ProceedsFromInterestReceived": {
"xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "ProceedsFromInterestReceived", "crdr": "debit", "presentation": [
"http://Flame.com/role/SignificantAccountingPoliciesAdditionalInformationDetails" ], "lang": { "en-us": { "role": { "label": "Proceeds from Interest Received",
"terseLabel": "Proceeds from Interest Received", "documentation": "Interest received on loans and other debt instruments during the current period." } } }, "auth_ref": [
"r667" ] }, "us-gaap_ProceedsFromIssuanceInitialPublicOffering": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname":
"ProceedsFromIssuanceInitialPublicOffering", "crdr": "debit", "calculation": { "http://Flame.com/role/CondensedStatementsOfCashFlows": { "parentTag": "us-
gaap_NetCashProvidedByUsedInFinancingActivities", "weight": 1.0, "order": 16.0 } }, "presentation": [ "http://Flame.com/role/CondensedStatementsOfCashFlows",
"http://Flame.com/role/OrganizationAndBusinessOperationsAdditionalInformationDetails" ], "lang": { "en-us": { "role": { "label": "Proceeds from Issuance Initial Public
Offering", "terseLabel": "Proceeds from Initial Public Offering, net of underwriters' discount", "verboseLabel": "Proceeds from issuance of IPO", "documentation": "The
cash inflow associated with the amount received from entity's first offering of stock to the public." } } }, "auth_ref": [ "r3" ] }, "us-
gaap_ProceedsFromIssuanceOfCommonStock": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname":
"ProceedsFromIssuanceOfCommonStock", "crdr": "debit", "presentation": [ "http://Flame.com/role/OrganizationAndBusinessOperationsAdditionalInformationDetails",
"http://Flame.com/role/SignificantAccountingPoliciesSummaryOfReconciledTheClassAOrdinarySharesDetails" ], "lang": { "en-us": { "role": { "label": "Proceeds from
Issuance of Common Stock", "terseLabel": "Proceeds from issuance of common stock", "definitionGuidance": "Gross proceeds from Initial Public Offering",
"documentation": "The cash inflow from the additional capital contribution to the entity." } } }, "auth_ref": [ "r3" ] }, "us-gaap_ProceedsFromIssuanceOfLongTermDebt": {
"xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "ProceedsFromIssuanceOfLongTermDebt", "crdr": "debit", "presentation": [
"http://Flame.com/role/OrganizationAndBusinessOperationsAdditionalInformationDetails" ], "lang": { "en-us": { "role": { "label": "Proceeds from Issuance of Long-term
Debt", "terseLabel": "Amount drew down under updated note", "documentation": "The cash inflow from a debt initially having maturity due after one year or beyond the
operating cycle, if longer." } } }, "auth_ref": [ "r30", "r503" ] }, "us-gaap_ProceedsFromIssuanceOfWarrants": { "xbrltype": "monetaryItemType", "nsuri":
"http://fasb.org/us-gaap/2023", "localname": "ProceedsFromIssuanceOfWarrants", "crdr": "debit", "calculation": {
"http://Flame.com/role/CondensedStatementsOfCashFlows": { "parentTag": "us-gaap_NetCashProvidedByUsedInFinancingActivities", "weight": 1.0, "order": 17.0 } },
"presentation": [ "http://Flame.com/role/CondensedStatementsOfCashFlows" ], "lang": { "en-us": { "role": { "label": "Proceeds from Issuance of Warrants", "terseLabel":
"Proceeds from issuance of Private Placement Warrants", "documentation": "The cash inflow from issuance of rights to purchase common shares at predetermined price
(usually issued together with corporate debt)." } } }, "auth_ref": [ "r3" ] }, "us-gaap_ProceedsFromNotesPayable": { "xbrltype": "monetaryItemType", "nsuri":
"http://fasb.org/us-gaap/2023", "localname": "ProceedsFromNotesPayable", "crdr": "debit", "presentation": [
"http://Flame.com/role/RelatedPartyTransactionsAdditionalInformationDetails" ], "lang": { "en-us": { "role": { "label": "Proceeds from Notes Payable", "terseLabel":
"Proceeds From Notes Payable", "documentation": "The cash inflow from a borrowing supported by a written promise to pay an obligation." } } }, "auth_ref": [ "r30" ] },
"us-gaap_ProceedsFromRelatedPartyDebt": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "ProceedsFromRelatedPartyDebt",
"crdr": "debit", "calculation": { "http://Flame.com/role/CondensedStatementsOfCashFlows": { "parentTag": "us-gaap_NetCashProvidedByUsedInFinancingActivities",
"weight": 1.0, "order": 20.0 } }, "presentation": [ "http://Flame.com/role/CondensedStatementsOfCashFlows" ], "lang": { "en-us": { "role": { "label": "Proceeds from Related
Party Debt", "verboseLabel": "Proceeds from promissory notes \u2013 related parties", "documentation": "The cash inflow from a long-term borrowing made from related
parties where one party can exercise control or significant influence over another party; including affiliates, owners or officers and their immediate families, pension
trusts, and so forth. Alternate caption: Proceeds from Advances from Affiliates." } } }, "auth_ref": [ "r30" ] }, "us-gaap_ProceedsFromSaleOfRestrictedInvestments": {
"xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "ProceedsFromSaleOfRestrictedInvestments", "crdr": "debit", "calculation": {
"http://Flame.com/role/CondensedStatementsOfCashFlows": { "parentTag": "us-gaap_NetCashProvidedByUsedInInvestingActivities", "weight": 1.0, "order": 13.0 } },
"presentation": [ "http://Flame.com/role/CondensedStatementsOfCashFlows", "http://Flame.com/role/OrganizationAndBusinessOperationsAdditionalInformationDetails",
"http://Flame.com/role/SignificantAccountingPoliciesAdditionalInformationDetails", "http://Flame.com/role/StockholdersDeficitAdditionalInformationDetails",
"http://Flame.com/role/SubsequentEventsAdditionalInformationDetails" ], "lang": { "en-us": { "role": { "label": "Proceeds from Sale of Restricted Investments",
"terseLabel": "Cash withdrawn from Trust Account in connection with redemptions", "presentationGuidance": "Proceeds from sale of restricted investments",
"verboseLabel": "Proceeds from Sale of Restricted Investments", "definitionGuidance": "Proceeds from sale of restricted investments", "documentation": "The cash inflow
associated with the sale of investments that are pledged or subject to withdrawal restrictions during the period." } } }, "auth_ref": [ "r28" ] },
"soc_ProceedsToBeUsedForBusinessCombinationAsAPercentageOfTotalCapitalToBeRaised": { "xbrltype": "percentItemType", "nsuri": "http://Flame.com/20230930",
```

```
"localname": "ProceedsToBeUsedForBusinessCombinationAsAPercentageOfTotalCapitalToBeRaised", "presentation": [
"http://Flame.com/role/WarrantsAdditionalInformationDetails" ], "lang": { "en-us": { "role": { "label": "Proceeds To Be Used For Business Combination As A Percentage Of
Total Capital To Be Raised", "terseLabel": "Proceeds to be used for business combination as a percentage of total capital to be raised", "documentation": "Proceeds to be
used for business combination as a percentage of total capital to be raised." } } }, "auth_ref": [] }, "soc_PromissoryNoteMember": { "xbrltype": "domainItemType", "nsuri":
"http://Flame.com/20230930", "localname": "PromissoryNoteMember", "presentation": [ "http://Flame.com/role/FairValueMeasurementsAdditionalInformationDetails",
"http://Flame.com/role/FairValueMeasurementsScheduleOfFairValueMeasurementsUsingMonteCarloSimulationModelDetails",
"http://Flame.com/role/FairValueMeasurementsTables", "http://Flame.com/role/RelatedPartyTransactionsAdditionalInformationDetails" ], "lang": { "en-us": { "role": {
"label": "Promissory Note [Member]", "documentation": "Promissory Note [Member]" } } }, "auth_ref": [] }, "soc_PromissoryNotesMember": { "xbrltype":
"domainItemType", "nsuri": "http://Flame.com/20230930", "localname": "PromissoryNotesMember", "presentation": [
"http://Flame.com/role/RelatedPartyTransactionsScheduleOfFairValueOfDebtInstrumentDetails" ], "lang": { "en-us": { "role": { "label": "Promissory Notes [Member]",
"terseLabel": "Promissory Notes [Member]", "documentation": "Promissory notes ." } } }, "auth_ref": [] }, "soc_ProspectiveWarrantRedemptionMember": { "xbrltype":
"domainItemType", "nsuri": "http://Flame.com/20230930", "localname": "ProspectiveWarrantRedemptionMember", "presentation": [
"http://Flame.com/role/WarrantsAdditionalInformationDetails" ], "lang": { "en-us": { "role": { "label": "Prospective Warrant Redemption [Member]", "documentation":
"Prospective warrant redemption." } } }, "auth_ref": [] }, "soc_PublicMember": { "xbrltype": "domainItemType", "nsuri": "http://Flame.com/20230930", "localname":
"PublicMember", "presentation": [ "http://Flame.com/role/FairValueMeasurementsAdditionalInformationDetails",
"http://Flame.com/role/FairValueMeasurementsScheduleOfChangesInTheFairValueOfWarrantLiabilitiesDetails" ], "lang": { "en-us": { "role": { "label": "Public [Member]",
"documentation": "Public." } } }, "auth_ref": [] }, "soc_PublicWarrantsMember": { "xbrltype": "domainItemType", "nsuri": "http://Flame.com/20230930", "localname":
"PublicWarrantsMember", "presentation": [ "http://Flame.com/role/FairValueMeasurementsScheduleOfAssetsMeasuredAtFairValueOnARecurringBasisDetails",
"http://Flame.com/role/InitialPublicOfferingAdditionalInformationDetails", "http://Flame.com/role/WarrantsAdditionalInformationDetails" ], "lang": { "en-us": { "role": {
"label": "Public Warrants [Member]", "documentation": "Public warrants." } } }, "auth_ref": [] }, "soc_Q12023PromissoryNoteMember": { "xbrltype": "domainItemType",
"nsuri": "http://Flame.com/20230930", "localname": "Q12023PromissoryNoteMember", "presentation": [
"http://Flame.com/role/RelatedPartyTransactionsAdditionalInformationDetails",
"http://Flame.com/role/RelatedPartyTransactionsScheduleOfFairValueOfDebtInstrumentDetails", "http://Flame.com/role/SubsequentEventsAdditionalInformationDetails"
], "lang": { "en-us": { "role": { "label": "Q12023 Promissory Note [Member]", "terseLabel": "Q12023 Promissory Note [Member]", "documentation": "Q12023 promissory
note." } } }, "auth_ref": [] }, "soc_Q32022PromissoryNoteMember": { "xbrltype": "domainItemType", "nsuri": "http://Flame.com/20230930", "localname":
"Q32022PromissoryNoteMember", "presentation": [ "http://Flame.com/role/RelatedPartyTransactionsAdditionalInformationDetails",
"http://Flame.com/role/RelatedPartyTransactionsScheduleOfFairValueOfDebtInstrumentDetails" ], "lang": { "en-us": { "role": { "label": "Q3 2022 Promissory Note
[Member]", "terseLabel": "Q3 2022 Promissory Note [Member]", "documentation": "Q3 2022 promissory note ." } } }, "auth_ref": [] },
"soc_Q42022PromissoryNoteMember": { "xbrltype": "domainItemType", "nsuri": "http://Flame.com/20230930", "localname": "Q42022PromissoryNoteMember",
"presentation": [ "http://Flame.com/role/OrganizationAndBusinessOperationsAdditionalInformationDetails",
"http://Flame.com/role/RelatedPartyTransactionsScheduleOfFairValueOfDebtInstrumentDetails" ], "lang": { "en-us": { "role": { "label": "Q42022 Promissory Note
[Member]", "terseLabel": "Q42022 Promissory Note [Member]", "documentation": "Q42022 promissory note." } } }, "auth_ref": [] },
"soc_QFourTwoThousandAndTwentyTwoPromissoryNoteMember": { "xbrltype": "domainItemType", "nsuri": "http://Flame.com/20230930", "localname":
"QFourTwoThousandAndTwentyTwoPromissoryNoteMember", "presentation": [ "http://Flame.com/role/RelatedPartyTransactionsAdditionalInformationDetails" ], "lang": {
"en-us": { "role": { "label": "Q Four Two Thousand And Twenty Two Promissory Note [Member]", "terseLabel": "Q42022 Promissory Note [Member]" } } }, "auth_ref": [] },
"srt_RangeAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/srt/2023", "localname": "RangeAxis", "presentation": [
"http://Flame.com/role/FairValueMeasurementsScheduleOfFairValueMeasurementsUsingMonteCarloSimulationModelDetails",
"http://Flame.com/role/OrganizationAndBusinessOperationsAdditionalInformationDetails",
"http://Flame.com/role/RelatedPartyTransactionsAdditionalInformationDetails", "http://Flame.com/role/SubsequentEventsAdditionalInformationDetails",
"http://Flame.com/role/WarrantsAdditionalInformationDetails" ], "lang": { "en-us": { "role": { "label": "Statistical Measurement [Axis]" } } }, "auth_ref": [ "r251", "r252",
"r253", "r254", "r300", "r308", "r310", "r311", "r312", "r432", "r456", "r488", "r528", "r529", "r590", "r592", "r594", "r595", "r597", "r616", "r617", "r624", "r631", "r636",
"r638", "r641", "r685", "r689", "r708", "r709", "r710", "r711", "r712" ] }, "srt_RangeMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/srt/2023",
"localname": "RangeMember", "presentation": [
"http://Flame.com/role/FairValueMeasurementsScheduleOfFairValueMeasurementsUsingMonteCarloSimulationModelDetails",
"http://Flame.com/role/OrganizationAndBusinessOperationsAdditionalInformationDetails",
"http://Flame.com/role/RelatedPartyTransactionsAdditionalInformationDetails", "http://Flame.com/role/SubsequentEventsAdditionalInformationDetails",
"http://Flame.com/role/WarrantsAdditionalInformationDetails" ], "lang": { "en-us": { "role": { "label": "Statistical Measurement [Domain]" } } }, "auth_ref": [ "r251",
"r252", "r253", "r254", "r300", "r308", "r310", "r311", "r312", "r432", "r456", "r488", "r528", "r529", "r590", "r592", "r594", "r595", "r597", "r616", "r617", "r624", "r631",
"r636", "r638", "r641", "r685", "r689", "r708", "r709", "r710", "r711", "r712" ] }, "soc_RedeemableClassACommonStockMember": { "xbrltype": "domainItemType", "nsuri":
"http://Flame.com/20230930", "localname": "RedeemableClassACommonStockMember", "presentation": [ "http://Flame.com/role/CondensedStatementsOfOperations" ],
"lang": { "en-us": { "role": { "label": "Redeemable Class A Common Stock [Member]", "documentation": "Redeemable class A common stock." } } }, "auth_ref": [] },
"soc_RedeemableCommonStockMember": { "xbrltype": "domainItemType", "nsuri": "http://Flame.com/20230930", "localname": "RedeemableCommonStockMember",
"presentation": [ "http://Flame.com/role/SignificantAccountingPoliciesSummaryOfNetIncomePerShareOfCommonStockDetails" ], "lang": { "en-us": { "role": { "label":
"Redeemable Common Stock [Member]", "documentation": "Redeemable common stock." } } }, "auth_ref": [] }, "soc_RedeeptionOfSharesForAProRataPortion": {
"xbrltype": "perShareItemType", "nsuri": "http://Flame.com/20230930", "localname": "RedeeptionOfSharesForAProRataPortion", "presentation": [
"http://Flame.com/role/OrganizationAndBusinessOperationsAdditionalInformationDetails" ], "lang": { "en-us": { "role": { "label": "redeeption of shares for a pro rata
portion", "terseLabel": "Redemption of shares for a pro rata portion", "documentation": "Redemption of shares for a pro rata portion" } } }, "auth_ref": [] },
"soc_RedemptionOfWarrantsForCashMember": { "xbrltype": "domainItemType", "nsuri": "http://Flame.com/20230930", "localname":
"RedemptionOfWarrantsForCashMember", "presentation": [ "http://Flame.com/role/WarrantsAdditionalInformationDetails" ], "lang": { "en-us": { "role": { "label":
"Redemption Of Warrants For Cash [Member]", "documentation": "Redemption of warrants for cash." } } }, "auth_ref": [] },
"soc_RedemptionOfWarrantsForClassACommonStockMember": { "xbrltype": "domainItemType", "nsuri": "http://Flame.com/20230930", "localname":
"RedemptionOfWarrantsForClassACommonStockMember", "presentation": [ "http://Flame.com/role/WarrantsAdditionalInformationDetails" ], "lang": { "en-us": { "role": {
"label": "Redemption Of Warrants For Class A Common Stock [Member]", "documentation": "Redemption of warrants for class A common stock." } } }, "auth_ref": [] },
"soc_ReductionOfExciseTaxPayableOnRedemption": { "xbrltype": "monetaryItemType", "nsuri": "http://Flame.com/20230930", "localname":
"ReductionOfExciseTaxPayableOnRedemption", "crdr": "credit", "presentation": [
"http://Flame.com/role/OrganizationAndBusinessOperationsAdditionalInformationDetails" ], "lang": { "en-us": { "role": { "label": "Reduction Of Excise Tax Payable On
Redemption", "negatedLabel": "Reduction Of Excise Tax Payable On Redemption", "documentation": "Reduction of excise tax payable on redemption." } } }, "auth_ref": []
}, "us-gaap_RelatedPartyDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "RelatedPartyDomain", "presentation": [
"http://Flame.com/role/OrganizationAndBusinessOperationsAdditionalInformationDetails",
"http://Flame.com/role/RelatedPartyTransactionsAdditionalInformationDetails", "http://Flame.com/role/SignificantAccountingPoliciesAdditionalInformationDetails",
"http://Flame.com/role/StockholdersDeficitAdditionalInformationDetails", "http://Flame.com/role/SubsequentEventsAdditionalInformationDetails" ], "lang": { "en-us": {
"role": { "label": "Related Party [Domain]", "documentation": "Related parties include affiliates; other entities for which investments are accounted for by the equity
method by the entity; trusts for benefit of employees; and principal owners, management, and members of immediate families. It also may include other parties with
which the entity may control or can significantly influence the management or operating policies of the other to an extent that one of the transacting parties might be
prevented from fully pursuing its own separate interests." } } }, "auth_ref": [ "r307", "r418", "r419", "r531", "r532", "r533", "r534", "r535", "r556", "r558", "r589" ] }, "us-
gaap_RelatedPartyMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "RelatedPartyMember", "presentation": [
"http://Flame.com/role/RelatedPartyTransactionsAdditionalInformationDetails" ], "lang": { "en-us": { "role": { "label": "Related Party [Member]", "documentation": "Party
related to reporting entity. Includes, but is not limited to, affiliate, entity for which investment is accounted for by equity method, trust for benefit of employees, and
principal owner, management, and members of immediate family." } } }, "auth_ref": [ "r154", "r155", "r418", "r419", "r420", "r421", "r531", "r532", "r533", "r534", "r535",
"r556", "r558", "r589" ] }, "us-gaap_RelatedPartyTransactionAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname":
"RelatedPartyTransactionAxis", "presentation": [ "http://Flame.com/role/OrganizationAndBusinessOperationsAdditionalInformationDetails",
"http://Flame.com/role/RelatedPartyTransactionsAdditionalInformationDetails", "http://Flame.com/role/SubsequentEventsAdditionalInformationDetails",
"http://Flame.com/role/WarrantsAdditionalInformationDetails" ], "lang": { "en-us": { "role": { "label": "Related Party Transaction [Axis]", "documentation": "Information
by type of related party transaction." } } }, "auth_ref": [ "r418", "r419", "r704" ] }, "us-gaap_RelatedPartyTransactionDomain": { "xbrltype": "domainItemType", "nsuri":
"http://fasb.org/us-gaap/2023", "localname": "RelatedPartyTransactionDomain", "presentation": [
"http://Flame.com/role/OrganizationAndBusinessOperationsAdditionalInformationDetails",
"http://Flame.com/role/RelatedPartyTransactionsAdditionalInformationDetails", "http://Flame.com/role/SubsequentEventsAdditionalInformationDetails",
"http://Flame.com/role/WarrantsAdditionalInformationDetails" ], "lang": { "en-us": { "role": { "label": "Related Party Transaction [Domain]", "documentation":
"Transaction between related party." } } }, "auth_ref": [] }, "us-gaap_RelatedPartyTransactionLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-
gaap/2023", "localname": "RelatedPartyTransactionLineItems", "presentation": [ "http://Flame.com/role/RelatedPartyTransactionsAdditionalInformationDetails" ], "lang":
{ "en-us": { "role": { "label": "Related Party Transaction [Line Items]", "documentation": "Line items represent financial concepts included in a table. These concepts are
used to disclose reportable information associated with domain members defined in one or many axes to the table." } } }, "auth_ref": [ "r563", "r564", "r567" ] }, "us-
gaap_RelatedPartyTransactionTermsAndMannerOfSettlement": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname":
"RelatedPartyTransactionTermsAndMannerOfSettlement", "presentation": [ "http://Flame.com/role/RelatedPartyTransactionsAdditionalInformationDetails" ], "lang": {
"en-us": { "role": { "label": "Related Party Transaction, Terms and Manner of Settlement", "terseLabel": "Related party transaction terms and manner of settlement",
"documentation": "Description of the terms and manner of settlement of the related party transaction." } } }, "auth_ref": [] }, "us-
gaap_RelatedPartyTransactionsAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "RelatedPartyTransactionsAbstract", "lang":
{ "en-us": { "role": { "label": "Related Party Transactions [Abstract]" } } }, "auth_ref": [] }, "us-gaap_RelatedPartyTransactionsByRelatedPartyAxis": { "xbrltype":
"stringItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "RelatedPartyTransactionsByRelatedPartyAxis", "presentation": [
"http://Flame.com/role/OrganizationAndBusinessOperationsAdditionalInformationDetails",
"http://Flame.com/role/RelatedPartyTransactionsAdditionalInformationDetails", "http://Flame.com/role/SignificantAccountingPoliciesAdditionalInformationDetails",
"http://Flame.com/role/StockholdersDeficitAdditionalInformationDetails", "http://Flame.com/role/SubsequentEventsAdditionalInformationDetails" ], "lang": { "en-us": {
"role": { "label": "Related Party [Axis]", "documentation": "Information by type of related party. Related parties include, but not limited to, affiliates; other entities for
which investments are accounted for by the equity method by the entity; trusts for benefit of employees; and principal owners, management, and members of immediate
families. It also may include other parties with which the entity may control or can significantly influence the management or operating policies of the other to an extent
that one of the transacting parties might be prevented from fully pursuing its own separate interests." } } }, "auth_ref": [ "r307", "r418", "r419", "r461", "r462", "r463",
"r464", "r465", "r466", "r467", "r468", "r469", "r470", "r471", "r472", "r531", "r532", "r533", "r534", "r535", "r556", "r558", "r589", "r704" ] }, "us-
gaap_RelatedPartyTransactionsDisclosureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname":
"RelatedPartyTransactionsDisclosureTextBlock", "presentation": [ "http://Flame.com/role/RelatedPartyTransactions" ], "lang": { "en-us": { "role": { "label": "Related Party
Transactions Disclosure [Text Block]", "terseLabel": "Related Party Transactions", "documentation": "The entire disclosure for related party transactions. Examples of
related party transactions include transactions between (a) a parent company and its subsidiary; (b) subsidiaries of a common parent; (c) and entity and its principal
owners; and (d) affiliates." } } }, "auth_ref": [ "r415", "r416", "r417", "r419", "r422", "r509", "r510", "r511", "r565", "r566", "r567", "r586", "r588" ] },
"soc_RemeasurementOfClassACommonStockSubjectToPossibleRedemptionMember": { "xbrltype": "domainItemType", "nsuri": "http://Flame.com/20230930", "localname":
"RemeasurementOfClassACommonStockSubjectToPossibleRedemptionMember", "presentation": [
```

```
"http://Flame.com/role/SignificantAccountingPoliciesSummaryOfReconciledTheClassAOrdinarySharesDetails" ], "lang": { "en-us": { "role": { "label": "Remeasurement of Class A common stock subject to possible redemption [Member]", "terseLabel": "Remeasurement of Class A common stock subject to possible redemption [Member]" } } }, "auth_ref": [] }, "us-gaap_RepaymentsOfRelatedPartyDebt": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "RepaymentsOfRelatedPartyDebt", "crdr": "credit", "calculation": { "http://Flame.com/role/CondensedStatementsOfCashFlows": { "parentTag": "us-gaap_NetCashProvidedByUsedInFinancingActivities", "weight": -1.0, "order": 18.0 } }, "presentation": [ "http://Flame.com/role/CondensedStatementsOfCashFlows" ], "lang": { "en-us": { "role": { "label": "Repayments of Related Party Debt", "negatedLabel": "Proceeds from convertible promissory notes \u2013 related parties", "documentation": "The cash outflow for the payment of a long-term borrowing made from a related party where one party can exercise control or significant influence over another party; including affiliates, owners or officers and their immediate families, pension trusts, and so forth. Alternate caption: Payments for Advances from Affiliates." } } }, "auth_ref": [ "r33" ] }, "soc_RestrictedInvestmentsTerm": { "xbrltype": "durationItemType", "nsuri": "http://Flame.com/20230930", "localname": "RestrictedInvestmentsTerm", "presentation": [ "http://Flame.com/role/OrganizationAndBusinessOperationsAdditionalInformationDetails" ], "lang": { "en-us": { "role": { "label": "Restricted Investments Term", "terseLabel": "Restricted investments term", "documentation": "Restricted Investments Term" } } }, "auth_ref": [] }, "us-gaap_RetainedEarningsAccumulatedDeficit": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "RetainedEarningsAccumulatedDeficit", "crdr": "credit", "calculation": { "http://Flame.com/role/CondensedBalanceSheets": { "parentTag": "us-gaap_StockholdersEquity", "weight": 1.0, "order": 17.0 } }, "presentation": [ "http://Flame.com/role/CondensedBalanceSheets" ], "lang": { "en-us": { "role": { "label": "Retained Earnings (Accumulated Deficit)", "terseLabel": "Accumulated deficit", "documentation": "Amount of accumulated undistributed earnings (deficit)." } } }, "auth_ref": [ "r82", "r104", "r481", "r495", "r500", "r507", "r539", "r637" ] }, "us-gaap_RetainedEarningsMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "RetainedEarningsMember", "presentation": [ "http://Flame.com/role/CondensedStatementsOfChangesInStockholdersDeficit" ], "lang": { "en-us": { "role": { "label": "Retained Earnings [Member]", "terseLabel": "Accumulated Deficit [Member]", "documentation": "Accumulated undistributed earnings (deficit)." } } }, "auth_ref": [ "r128", "r157", "r158", "r159", "r161", "r169", "r171", "r231", "r237", "r313", "r314", "r315", "r337", "r338", "r356", "r359", "r360", "r363", "r374", "r491", "r493", "r512", "r718" ] }, "soc_SableOffshoreHoldingsLlcMember": { "xbrltype": "domainItemType", "nsuri": "http://Flame.com/20230930", "localname": "SableOffshoreHoldingsLlcMember", "presentation": [ "http://Flame.com/role/OrganizationAndBusinessOperationsAdditionalInformationDetails" ], "lang": { "en-us": { "role": { "label": "Sable Offshore Holdings LLC [Member]", "terseLabel": "Sable Offshore Holdings LLC [Member]", "documentation": "Sable offshore holdings LLC member." } } }, "auth_ref": [] }, "soc_SablePipeSubscriptionAgreementsMember": { "xbrltype": "domainItemType", "nsuri": "http://Flame.com/20230930", "localname": "SablePipeSubscriptionAgreementsMember", "presentation": [ "http://Flame.com/role/OrganizationAndBusinessOperationsAdditionalInformationDetails" ], "lang": { "en-us": { "role": { "label": "Sable PIPE Subscription Agreements [Member]", "terseLabel": "Sable PIPE Subscription Agreements [Member]", "documentation": "Sable PIPE subscription agreements member." } } }, "auth_ref": [] }, "us-gaap_SaleOfStockNameOfTransactionDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "SaleOfStockNameOfTransactionDomain", "presentation": [ "http://Flame.com/role/InitialPublicOfferingAdditionalInformationDetails", "http://Flame.com/role/OrganizationAndBusinessOperationsAdditionalInformationDetails", "http://Flame.com/role/PrivatePlacementWarrantsAdditionalInformationDetails", "http://Flame.com/role/SignificantAccountingPoliciesAdditionalInformationDetails" ], "lang": { "en-us": { "role": { "label": "Sale of Stock [Domain]", "documentation": "Sale of the entity's stock, including, but not limited to, initial public offering (IPO) and private placement." } } }, "auth_ref": [] }, "us-gaap_SaleOfStockPricePerShare": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "SaleOfStockPricePerShare", "presentation": [ "http://Flame.com/role/WarrantsAdditionalInformationDetails" ], "lang": { "en-us": { "role": { "label": "Sale of Stock, Price Per Share", "terseLabel": "Sale of stock, price per share", "documentation": "Per share amount received by subsidiary or equity investee for each share of common stock issued or sold in the stock transaction." } } }, "auth_ref": [] }, "us-gaap_SalesAndExciseTaxPayableCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "SalesAndExciseTaxPayableCurrent", "crdr": "credit", "calculation": { "http://Flame.com/role/CondensedBalanceSheets": { "parentTag": "us-gaap_LiabilitiesCurrent", "weight": 1.0, "order": 11.0 } }, "presentation": [ "http://Flame.com/role/CondensedBalanceSheets" ], "lang": { "en-us": { "role": { "label": "Sales and Excise Tax Payable, Current", "terseLabel": "Excise tax payable", "documentation": "Carrying value as of the balance sheet date of liabilities incurred through that date and payable for statutory sales and use taxes, including value added tax. Used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle if longer)." } } }, "auth_ref": [ "r15" ] }, "srt_ScenarioUnspecifiedDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/srt/2023", "localname": "ScenarioUnspecifiedDomain", "presentation": [
"http://Flame.com/role/FairValueMeasurementsScheduleOfFairValueMeasurementsUsingMonteCarloSimulationModelDetails" ], "lang": { "en-us": { "role": { "label": "Scenario [Domain]" } } }, "auth_ref": [ "r172", "r309", "r654", "r676" ] }, "us-gaap_ScheduleOfComponentsOfIncomeTaxExpenseBenefitTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "ScheduleOfComponentsOfIncomeTaxExpenseBenefitTableTextBlock", "presentation": [
"http://Flame.com/role/IncomeTaxTables" ], "lang": { "en-us": { "role": { "label": "Schedule of Components of Income Tax Expense (Benefit) [Table Text Block]", "terseLabel": "Summary Of Income Tax Provision", "documentation": "Tabular disclosure of the components of income tax expense attributable to continuing operations for each year presented including, but not limited to: current tax expense (benefit), deferred tax expense (benefit), investment tax credits, government grants, the benefits of operating loss carryforwards, tax expense that results from allocating certain tax benefits either directly to contributed capital or to reduce goodwill or other noncurrent intangible assets of an acquired entity, adjustments of a deferred tax liability or asset for enacted changes in tax laws or rates or a change in the tax status of the entity, and adjustments of the beginning-of-the-year balances of a valuation allowance because of a change in circumstances that causes a change in judgment about the realizability of the related deferred tax asset in future years." } } }, "auth_ref": [ "r107" ] }, "us-gaap_ScheduleOfDeferredTaxAssetsAndLiabilitiesTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "ScheduleOfDeferredTaxAssetsAndLiabilitiesTableTextBlock", "presentation": [
"http://Flame.com/role/IncomeTaxTables" ], "lang": { "en-us": { "role": { "label": "Schedule of Deferred Tax Assets and Liabilities [Table Text Block]", "terseLabel": "Summary Of Net Deferred Tax Assets", "documentation": "Tabular disclosure of the components of net deferred tax asset or liability recognized in an entity's statement of financial position, including the following: the total of all deferred tax liabilities, the total of all deferred tax assets, the total valuation allowance recognized for deferred tax assets." } } }, "auth_ref": [ "r106" ] }, "us-gaap_ScheduleOfEarningsPerShareBasicAndDilutedTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "ScheduleOfEarningsPerShareBasicAndDilutedTableTextBlock", "presentation": [
"http://Flame.com/role/SignificantAccountingPoliciesTables" ], "lang": { "en-us": { "role": { "label": "Schedule of Earnings Per Share, Basic and Diluted [Table Text Block]", "terseLabel": "Summary of basic and diluted loss per ordinary share", "documentation": "Tabular disclosure of an entity's basic and diluted earnings per share calculations, including a reconciliation of numerators and denominators of the basic and diluted per-share computations for income from continuing operations." } } }, "auth_ref": [ "r678" ] }, "soc_ScheduleOfEarningsPerShareLineItems": { "xbrltype": "stringItemType", "nsuri": "http://Flame.com/20230930", "localname": "ScheduleOfEarningsPerShareLineItems", "presentation": [ "http://Flame.com/role/SignificantAccountingPoliciesSummaryOfNetIncomePerShareOfCommonStockDetails" ], "lang": { "en-us": { "role": { "label": "Schedule Of Earnings Per Share [Line Items]", "documentation": "Schedule of earnings per share." } } }, "auth_ref": [] }, "soc_ScheduleOfEarningsPerShareTable": { "xbrltype": "stringItemType", "nsuri": "http://Flame.com/20230930", "localname": "ScheduleOfEarningsPerShareTable", "presentation": [ "http://Flame.com/role/SignificantAccountingPoliciesSummaryOfNetIncomePerShareOfCommonStockDetails" ], "lang": { "en-us": { "role": { "label": "Schedule Of Earnings Per Share [Table]", "documentation": "Schedule of earnings per share." } } }, "auth_ref": [] }, "us-gaap_ScheduleOfEffectiveIncomeTaxRateReconciliationTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "ScheduleOfEffectiveIncomeTaxRateReconciliationTableTextBlock", "presentation": [ "http://Flame.com/role/IncomeTaxTables" ], "lang": { "en-us": { "role": { "label": "Schedule of Effective Income Tax Rate Reconciliation [Table Text Block]", "verboseLabel": "Summary Of Reconciliation Of The Federal Income Tax Rate(Benefit) And Effective Tax Rate(Benefit)", "documentation": "Tabular disclosure of the reconciliation using percentage or dollar amounts of the reported amount of income tax expense attributable to continuing operations for the year to the amount of income tax expense that would result from applying domestic federal statutory tax rates to pretax income from continuing operations." } } }, "auth_ref": [ "r105" ] }, "us-gaap_ScheduleOfFairValueAssetsAndLiabilitiesMeasuredOnRecurringBasisTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "ScheduleOfFairValueAssetsAndLiabilitiesMeasuredOnRecurringBasisTableTextBlock", "presentation": [ "http://Flame.com/role/FairValueMeasurementsTables" ], "lang": { "en-us": { "role": { "label": "Schedule of Fair Value, Assets and Liabilities Measured on Recurring Basis [Table Text Block]", "terseLabel": "Schedule of Assets Measured at Fair Value on a Recurring Basis", "documentation": "Tabular disclosure of assets and liabilities, including [financial] instruments measured at fair value that are classified in stockholders' equity, if any, that are measured at fair value on a recurring basis. The disclosures contemplated herein include the fair value measurements at the reporting date by the level within the fair value hierarchy in which the fair value measurements in their entirety fall, segregating fair value measurements using quoted prices in active markets for identical assets (Level 1), significant other observable inputs (Level 2), and significant unobservable inputs (Level 3)." } } }, "auth_ref": [ "r379", "r380" ] }, "soc_ScheduleOfFairValueOfDebtInstrumentTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://Flame.com/20230930", "localname": "ScheduleOfFairValueOfDebtInstrumentTextBlock", "presentation": [ "http://Flame.com/role/RelatedPartyTransactionsTables" ], "lang": { "en-us": { "role": { "label": "Schedule Of Fair Value Of Debt Instrument [Text Block]", "terseLabel": "Schedule Of Fair Value Of Debt Instrument", "documentation": "Schedule of fair value of debt instrument ." } } }, "auth_ref": [] }, "us-gaap_ScheduleOfRelatedPartyTransactionsByRelatedPartyTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "ScheduleOfRelatedPartyTransactionsByRelatedPartyTable", "presentation": [
"http://Flame.com/role/RelatedPartyTransactionsAdditionalInformationDetails" ], "lang": { "en-us": { "role": { "label": "Schedule of Related Party Transactions, by Related Party [Table]", "documentation": "Schedule of quantitative and qualitative information pertaining to related party transactions. Examples of related party transactions include transactions between (a) a parent company and its subsidiary; (b) subsidiaries of a common parent; (c) and entity and its principal owners; and (d) affiliates." } } }, "auth_ref": [ "r68", "r69", "r563", "r564", "r567" ] }, "us-gaap_ScheduleOfStockByClassTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "ScheduleOfStockByClassTable", "presentation": [ "http://Flame.com/role/StockholdersDeficitAdditionalInformationDetails" ], "lang": { "en-us": { "role": { "label": "Schedule of Stock by Class [Table]", "documentation": "Schedule detailing information related to equity by class of stock. Class of stock includes common, convertible, and preferred stocks which are not redeemable or redeemable solely at the option of the issuer. It also includes preferred stock with redemption features that are solely within the control of the issuer and mandatorily redeemable stock if redemption is required to occur only upon liquidation or termination of the reporting entity." } } }, "auth_ref": [ "r49", "r50", "r51", "r52", "r53", "r54", "r55", "r102", "r103", "r104", "r136", "r137", "r138", "r183", "r283", "r284", "r285", "r287", "r290", "r295", "r297", "r503", "r504", "r505", "r506", "r631", "r653", "r669" ] }, "soc_SecondExtensionMember": { "xbrltype": "domainItemType", "nsuri": "http://Flame.com/20230930", "localname": "SecondExtensionMember", "presentation": [
"http://Flame.com/role/CommitmentsAndContingenciesAdditionalInformationDetails" ], "lang": { "en-us": { "role": { "label": "Second Extension [Member]", "documentation": "Second Extension." } } }, "auth_ref": [] }, "soc_SecondQ22023PromissoryNoteMember": { "xbrltype": "domainItemType", "nsuri": "http://Flame.com/20230930", "localname": "SecondQ22023PromissoryNoteMember", "presentation": [
"http://Flame.com/role/RelatedPartyTransactionsAdditionalInformationDetails",
"http://Flame.com/role/RelatedPartyTransactionsScheduleOfFairValueOfDebtInstrumentDetails" ], "lang": { "en-us": { "role": { "label": "Second Q22023 Promissory Note [Member]", "documentation": "Second q22023 promissory note." } } }, "auth_ref": [] }, "soc_SecondQ32023PromissoryNoteMember": { "xbrltype": "domainItemType", "nsuri": "http://Flame.com/20230930", "localname": "SecondQ32023PromissoryNoteMember", "presentation": [
"http://Flame.com/role/RelatedPartyTransactionsAdditionalInformationDetails",
"http://Flame.com/role/RelatedPartyTransactionsScheduleOfFairValueOfDebtInstrumentDetails" ], "lang": { "en-us": { "role": { "label": "Second Q3 2023 Promissory Note [Member]", "documentation": "Second Q3 2023 promissory note member." } } }, "auth_ref": [] }, "soc_SecondWorkingCapitalLoanMember": { "xbrltype": "domainItemType", "nsuri": "http://Flame.com/20230930", "localname": "SecondWorkingCapitalLoanMember", "presentation": [
"http://Flame.com/role/RelatedPartyTransactionsAdditionalInformationDetails",
"http://Flame.com/role/RelatedPartyTransactionsScheduleOfFairValueOfDebtInstrumentDetails" ], "lang": { "en-us": { "role": { "label": "Second Working Capital Loan [Member]", "terseLabel": "Second Working Capital Loan [Member]", "documentation": "Second working capital loan" } } }, "auth_ref": [] }, "srt_SegmentGeographicalDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/srt/2023", "localname": "SegmentGeographicalDomain", "presentation": [
"http://Flame.com/role/IncomeTaxAdditionalInformationDetails" ], "lang": { "en-us": { "role": { "label": "Geographical [Domain]" } } }, "auth_ref": [ "r193", "r194", "r525", "r526", "r527", "r591", "r593", "r596", "r598", "r607", "r608", "r609", "r610", "r611", "r612", "r613", "r614", "r615", "r618", "r632", "r641", "r690", "r715" ] }, "us-gaap_SharePrice": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "SharePrice", "presentation": [
"http://Flame.com/role/StockholdersDeficitAdditionalInformationDetails", "http://Flame.com/role/WarrantsAdditionalInformationDetails" ], "lang": { "en-us": { "role": { "label": "Share Price", "terseLabel": "Share price", "documentation": "Price of a single share of a number of saleable stocks of a company." } } }, "auth_ref": [] },
```

```
"soc_SharePriceMoreThanOrEqualsToUsdTwelveMember": { "xbrltype": "domainItemType", "nsuri": "http://Flame.com/20230930", "localname":
"SharePriceMoreThanOrEqualsToUsdTwelveMember", "presentation": [ "http://Flame.com/role/RelatedPartyTransactionsAdditionalInformationDetails" ], "lang": { "en-
us": { "role": { "label": "Share Price More Than Or Equals To USD Twelve [Member]", "terseLabel": "Share Price More Than Or Equals To USD Twelve [Member]" } } },
"auth_ref": [] }, "soc_SharePriceRangeAxis": { "xbrltype": "stringItemType", "nsuri": "http://Flame.com/20230930", "localname": "SharePriceRangeAxis", "presentation": [
"http://Flame.com/role/RelatedPartyTransactionsAdditionalInformationDetails" ], "lang": { "en-us": { "role": { "label": "Share Price Range [Axis]", "documentation":
"Share price range" } } }, "auth_ref": [] }, "soc_SharePriceRangeDomain": { "xbrltype": "domainItemType", "nsuri": "http://Flame.com/20230930", "localname":
"SharePriceRangeDomain", "presentation": [ "http://Flame.com/role/RelatedPartyTransactionsAdditionalInformationDetails" ], "lang": { "en-us": { "role": { "label": "Share
Price Range [Domain]" } } }, "auth_ref": [] }, "soc_ShareTransferTriggerPricePricePerShare": { "xbrltype": "perShareItemType", "nsuri": "http://Flame.com/20230930",
"localname": "ShareTransferTriggerPricePricePerShare", "presentation": [ "http://Flame.com/role/RelatedPartyTransactionsAdditionalInformationDetails" ], "lang": { "en-
us": { "role": { "label": "Share Transfer Trigger Price Price Per Share", "terseLabel": "Share transfer, trigger price price per share", "documentation": "Share transfer,
trigger price price per share." } } }, "auth_ref": [] }, "us-gaap_SharesIssuedPricePerShare": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2023",
"localname": "SharesIssuedPricePerShare", "presentation": [ "http://Flame.com/role/InitialPublicOfferingAdditionalInformationDetails",
"http://Flame.com/role/OrganizationAndBusinessOperationsAdditionalInformationDetails", "http://Flame.com/role/RelatedPartyTransactionsAdditionalInformationDetails"
], "lang": { "en-us": { "role": { "label": "Shares Issued, Price Per Share", "terseLabel": "Shares issued price per share", "verboseLabel": "Shares issued price per share",
"documentation": "Per share or per unit amount of equity securities issued." } } }, "auth_ref": [] }, "us-gaap_SharesOutstanding": { "xbrltype": "sharesItemType", "nsuri":
"http://fasb.org/us-gaap/2023", "localname": "SharesOutstanding", "presentation": [ "http://Flame.com/role/CondensedStatementsOfChangesInStockholdersDeficit" ],
"lang": { "en-us": { "role": { "label": "Shares, Outstanding", "periodEndLabel": "Balance (Shares)", "periodStartLabel": "Balance (Shares)", "documentation": "Number of
shares issued which are neither cancelled nor held in the treasury." } } }, "auth_ref": [] }, "us-gaap_ShortTermDebtTypeAxis": { "xbrltype": "stringItemType", "nsuri":
"http://fasb.org/us-gaap/2023", "localname": "ShortTermDebtTypeAxis", "presentation": [
"http://Flame.com/role/OrganizationAndBusinessOperationsAdditionalInformationDetails",
"http://Flame.com/role/RelatedPartyTransactionsAdditionalInformationDetails",
"http://Flame.com/role/RelatedPartyTransactionsScheduleOfFairValueOfDebtInstrumentDetails" ], "lang": { "en-us": { "role": { "label": "Short-Term Debt, Type [Axis]",
"documentation": "Information by type of short-term debt arrangement." } } }, "auth_ref": [ "r16" ] }, "us-gaap_ShortTermDebtTypeDomain": { "xbrltype":
"domainItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "ShortTermDebtTypeDomain", "presentation": [
"http://Flame.com/role/OrganizationAndBusinessOperationsAdditionalInformationDetails",
"http://Flame.com/role/RelatedPartyTransactionsAdditionalInformationDetails",
"http://Flame.com/role/RelatedPartyTransactionsScheduleOfFairValueOfDebtInstrumentDetails" ], "lang": { "en-us": { "role": { "label": "Short-Term Debt, Type [Domain]",
"documentation": "Type of short-term debt arrangement, such as notes, line of credit, commercial paper, asset-based financing, project financing, letter of credit
financing." } } }, "auth_ref": [ "r15" ] }, "us-gaap_SignificantAccountingPoliciesTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2023",
"localname": "SignificantAccountingPoliciesTextBlock", "presentation": [ "http://Flame.com/role/SignificantAccountingPolicies" ], "lang": { "en-us": { "role": { "label":
"Significant Accounting Policies [Text Block]", "terseLabel": "Significant Accounting Policies", "documentation": "The entire disclosure for all significant accounting
policies of the reporting entity." } } }, "auth_ref": [ "r94", "r150" ] }, "soc_SponserMember": { "xbrltype": "domainItemType", "nsuri": "http://Flame.com/20230930",
"localname": "SponserMember", "presentation": [ "http://Flame.com/role/RelatedPartyTransactionsAdditionalInformationDetails",
"http://Flame.com/role/SignificantAccountingPoliciesAdditionalInformationDetails", "http://Flame.com/role/StockholdersDeficitAdditionalInformationDetails" ], "lang": {
"en-us": { "role": { "label": "Sponser [Member]", "terseLabel": "Sponser [Member]", "documentation": "Sponser." } } }, "auth_ref": [] }, "soc_SponsorMember": {
"xbrltype": "domainItemType", "nsuri": "http://Flame.com/20230930", "localname": "SponsorMember", "presentation": [
"http://Flame.com/role/OrganizationAndBusinessOperationsAdditionalInformationDetails" ], "lang": { "en-us": { "role": { "label": "Sponsor [Member]", "terseLabel":
"Sponsor [Member]" } } }, "auth_ref": [] }, "us-gaap_StatementClassOfStockAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname":
"StatementClassOfStockAxis", "presentation": [ "http://Flame.com/role/CommitmentsAndContingenciesAdditionalInformationDetails",
"http://Flame.com/role/CondensedBalanceSheets", "http://Flame.com/role/CondensedBalanceSheetsParenthetical",
"http://Flame.com/role/CondensedStatementsOfChangesInStockholdersDeficit", "http://Flame.com/role/CondensedStatementsOfOperations",
"http://Flame.com/role/CoverPage", "http://Flame.com/role/InitialPublicOfferingAdditionalInformationDetails",
"http://Flame.com/role/OrganizationAndBusinessOperationsAdditionalInformationDetails",
"http://Flame.com/role/RelatedPartyTransactionsAdditionalInformationDetails", "http://Flame.com/role/SignificantAccountingPoliciesAdditionalInformationDetails",
"http://Flame.com/role/SignificantAccountingPoliciesSummaryOfNetIncomePerShareOfCommonStockDetails",
"http://Flame.com/role/StockholdersDeficitAdditionalInformationDetails", "http://Flame.com/role/SubsequentEventsAdditionalInformationDetails" ], "lang": { "en-us": {
"role": { "label": "Class of Stock [Axis]", "terseLabel": "Class of Stock [Axis]", "documentation": "Information by the different classes of stock of the entity." } } },
"auth_ref": [ "r125", "r136", "r137", "r138", "r152", "r175", "r176", "r178", "r180", "r183", "r184", "r227", "r255", "r257", "r258", "r259", "r262", "r263", "r283", "r284",
"r287", "r290", "r297", "r391", "r503", "r504", "r505", "r506", "r512", "r513", "r514", "r515", "r516", "r517", "r518", "r519", "r520", "r521", "r522", "r524", "r538", "r560",
"r582", "r599", "r600", "r601", "r602", "r603", "r653", "r669", "r677" ] }, "us-gaap_StatementEquityComponentsAxis": { "xbrltype": "stringItemType", "nsuri":
"http://fasb.org/us-gaap/2023", "localname": "StatementEquityComponentsAxis", "presentation": [
"http://Flame.com/role/CondensedStatementsOfChangesInStockholdersDeficit", "http://Flame.com/role/RelatedPartyTransactionsAdditionalInformationDetails" ], "lang": {
"en-us": { "role": { "label": "Equity Components [Axis]", "documentation": "Information by component of equity." } } }, "auth_ref": [ "r9", "r27", "r128", "r144", "r145",
"r146", "r157", "r158", "r159", "r161", "r169", "r171", "r182", "r231", "r237", "r299", "r313", "r314", "r315", "r337", "r338", "r356", "r358", "r359", "r360", "r361", "r363",
"r374", "r396", "r397", "r398", "r399", "r400", "r401", "r414", "r491", "r492", "r493", "r512", "r582" ] }, "srt_StatementGeographicalAxis": { "xbrltype": "stringItemType",
"nsuri": "http://fasb.org/srt/2023", "localname": "StatementGeographicalAxis", "presentation": [ "http://Flame.com/role/IncomeTaxAdditionalInformationDetails" ], "lang":
{ "en-us": { "role": { "label": "Geographical [Axis]" } } }, "auth_ref": [ "r193", "r194", "r525", "r526", "r527", "r591", "r593", "r596", "r598", "r605", "r607", "r608", "r609",
"r610", "r611", "r612", "r613", "r614", "r615", "r618", "r632", "r641", "r690", "r715" ] }, "us-gaap_StatementLineItems": { "xbrltype": "stringItemType", "nsuri":
"http://fasb.org/us-gaap/2023", "localname": "StatementLineItems", "presentation": [ "http://Flame.com/role/CondensedBalanceSheets",
"http://Flame.com/role/CondensedBalanceSheetsParenthetical", "http://Flame.com/role/CondensedStatementsOfChangesInStockholdersDeficit",
"http://Flame.com/role/CondensedStatementsOfOperations", "http://Flame.com/role/FairValueMeasurementsAdditionalInformationDetails",
"http://Flame.com/role/OrganizationAndBusinessOperationsAdditionalInformationDetails",
"http://Flame.com/role/SignificantAccountingPoliciesAdditionalInformationDetails" ], "lang": { "en-us": { "role": { "label": "Statement [Line Items]", "documentation":
"Line items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one
or many axes to the table." } } }, "auth_ref": [ "r157", "r158", "r159", "r182", "r457", "r501", "r524", "r530", "r531", "r532", "r533", "r534", "r535", "r538", "r541", "r542",
"r543", "r544", "r545", "r547", "r548", "r549", "r550", "r552", "r553", "r554", "r555", "r556", "r558", "r561", "r562", "r568", "r569", "r570", "r571", "r572", "r573", "r574",
"r575", "r576", "r577", "r578", "r579", "r582", "r642" ] }, "us-gaap_StatementOfCashFlowsAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-
gaap/2023", "localname": "StatementOfCashFlowsAbstract", "lang": { "en-us": { "role": { "label": "Statements of Cash Flows [Abstract]" } } }, "auth_ref": [] }, "us-
gaap_StatementOfFinancialPositionAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname":
"StatementOfFinancialPositionAbstract", "lang": { "en-us": { "role": { "label": "Statement of Financial Position [Abstract]" } } }, "auth_ref": [] }, "us-
gaap_StatementOfStockholdersEquityAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname":
"StatementOfStockholdersEquityAbstract", "lang": { "en-us": { "role": { "label": "Statement of Stockholders' Equity [Abstract]" } } }, "auth_ref": [] },
"srt_StatementScenarioAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/srt/2023", "localname": "StatementScenarioAxis", "presentation": [
"http://Flame.com/role/FairValueMeasurementsScheduleOfFairValueMeasurementsUsingMonteCarloSimulationModelDetails" ], "lang": { "en-us": { "role": { "label":
"Scenario [Axis]" } } }, "auth_ref": [ "r172", "r309", "r654", "r655", "r676" ] }, "us-gaap_StatementTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-
gaap/2023", "localname": "StatementTable", "presentation": [ "http://Flame.com/role/CondensedBalanceSheets",
"http://Flame.com/role/CondensedBalanceSheetsParenthetical", "http://Flame.com/role/CondensedStatementsOfChangesInStockholdersDeficit",
"http://Flame.com/role/CondensedStatementsOfOperations", "http://Flame.com/role/FairValueMeasurementsAdditionalInformationDetails",
"http://Flame.com/role/OrganizationAndBusinessOperationsAdditionalInformationDetails",
"http://Flame.com/role/SignificantAccountingPoliciesAdditionalInformationDetails" ], "lang": { "en-us": { "role": { "label": "Statement [Table]", "documentation":
"Schedule reflecting a Statement of Income, Statement of Cash Flows, Statement of Financial Position, Statement of Shareholders' Equity and Other Comprehensive
Income, or other statement as needed." } } }, "auth_ref": [ "r157", "r158", "r159", "r182", "r457", "r501", "r524", "r530", "r531", "r532", "r533", "r534", "r535", "r538",
"r541", "r542", "r543", "r544", "r545", "r547", "r548", "r549", "r550", "r552", "r553", "r554", "r555", "r556", "r558", "r561", "r562", "r568", "r569", "r570", "r571", "r572",
"r573", "r574", "r575", "r576", "r577", "r578", "r579", "r582", "r642" ] }, "soc_StockIssuanceCosts": { "xbrltype": "monetaryItemType", "nsuri":
"http://Flame.com/20230930", "localname": "StockIssuanceCosts", "crdr": "debit", "presentation": [
"http://Flame.com/role/OrganizationAndBusinessOperationsAdditionalInformationDetails" ], "lang": { "en-us": { "role": { "label": "Stock issuance costs", "terseLabel":
"Stock \u00ecssuance costs", "documentation": "Stock \u00ecssuance costs" } } }, "auth_ref": [] }, "us-gaap_StockIssuedDuringPeriodSharesConversionOfUnits": {
"xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "StockIssuedDuringPeriodSharesConversionOfUnits", "presentation": [
"http://Flame.com/role/CondensedStatementsOfChangesInStockholdersDeficit" ], "lang": { "en-us": { "role": { "label": "Stock Issued During Period, Shares, Conversion of
Units", "terseLabel": "Conversion of Class\u00a0B common stock to Class\u00a0A common stock (Shares)", "documentation": "The number of shares issued during the
period upon the conversion of units. An example of a convertible unit is an umbrella partnership real estate investment trust unit (UPREIT unit)." } } }, "auth_ref": [ "r9",
"r52", "r79", "r80", "r104" ] }, "us-gaap_StockIssuedDuringPeriodSharesIssuedForServices": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2023",
"localname": "StockIssuedDuringPeriodSharesIssuedForServices", "presentation": [ "http://Flame.com/role/RelatedPartyTransactionsAdditionalInformationDetails" ],
"lang": { "en-us": { "role": { "label": "Stock Issued During Period, Shares, Issued for Services", "terseLabel": "Stock issued during period, Shares", "documentation":
"Number of shares issued in lieu of cash for services contributed to the entity. Number of shares includes, but is not limited to, shares issued for services contributed by
vendors and founders." } } }, "auth_ref": [] }, "us-gaap_StockIssuedDuringPeriodSharesNewIssues": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-
gaap/2023", "localname": "StockIssuedDuringPeriodSharesNewIssues", "presentation": [ "http://Flame.com/role/InitialPublicOfferingAdditionalInformationDetails",
"http://Flame.com/role/OrganizationAndBusinessOperationsAdditionalInformationDetails" ], "lang": { "en-us": { "role": { "label": "Stock Issued During Period, Shares,
New Issues", "verboseLabel": "Stock issued during period shares", "terseLabel": "Sale of Units in Initial Public Offering (Shares)", "documentation": "Number of new stock
issued during the period." } } }, "auth_ref": [ "r9", "r79", "r80", "r104", "r503", "r582", "r600" ] }, "us-gaap_StockIssuedDuringPeriodValueConversionOfUnits": {
"xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "StockIssuedDuringPeriodValueConversionOfUnits", "crdr": "credit", "presentation":
[ "http://Flame.com/role/CondensedStatementsOfChangesInStockholdersDeficit" ], "lang": { "en-us": { "role": { "label": "Stock Issued During Period, Value, Conversion of
Units", "terseLabel": "Conversion of Class\u00a0B common stock to Class\u00a0A common stock", "documentation": "Value of stock issued during the period upon the
conversion of units. An example of a convertible unit is an umbrella partnership real estate investment trust unit (UPREIT unit)." } } }, "auth_ref": [ "r9", "r27", "r104" ] },
"us-gaap_StockIssuedDuringPeriodValueIssuedForServices": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname":
"StockIssuedDuringPeriodValueIssuedForServices", "crdr": "credit", "presentation": [ "http://Flame.com/role/RelatedPartyTransactionsAdditionalInformationDetails" ],
"lang": { "en-us": { "role": { "label": "Stock Issued During Period, Value, Issued for Services", "terseLabel": "Stock issued during period, Value", "documentation": "Value
of stock issued in lieu of cash for services contributed to the entity. Value of the stock issued includes, but is not limited to, services contributed by vendors and
founders." } } }, "auth_ref": [] }, "soc_StockOfferingTransactionCosts": { "xbrltype": "monetaryItemType", "nsuri": "http://Flame.com/20230930", "localname":
"StockOfferingTransactionCosts", "crdr": "debit", "presentation": [ "http://Flame.com/role/SignificantAccountingPoliciesAdditionalInformationDetails" ], "lang": { "en-us":
{ "role": { "label": "Stock Offering Transaction Costs", "verboseLabel": "Offering cost", "documentation": "Stock offering transaction costs" } } }, "auth_ref": [] },
"soc_StockPriceThresholdLimit": { "xbrltype": "perShareItemType", "nsuri": "http://Flame.com/20230930", "localname": "StockPriceThresholdLimit", "presentation": [
"http://Flame.com/role/OrganizationAndBusinessOperationsAdditionalInformationDetails" ], "lang": { "en-us": { "role": { "label": "stock price threshold limit",
"terseLabel": "Stock price threshold limit", "documentation": "stock price threshold limit" } } }, "auth_ref": [] }, "us-gaap_StockholdersEquity": { "xbrltype":
```

"monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "StockholdersEquity", "crdr": "credit", "calculation": { "http://Flame.com/role/CondensedBalanceSheets": { "parentTag": "us-gaap_LiabilitiesAndStockholdersEquity", "weight": 1.0, "order": 14.0 } }, "presentation": ["http://Flame.com/role/CondensedBalanceSheets", "http://Flame.com/role/CondensedStatementsOfChangesInStockholdersDeficit"], "lang": { "en-us": { "role": { "label": "Stockholders' Equity Attributable to Parent", "totalLabel": "Total Stockholders' Deficit", "periodStartLabel": "Balance", "periodEndLabel": "Balance", "documentation": "Amount of equity (deficit) attributable to parent. Excludes temporary equity and equity attributable to noncontrolling interest." } } }, "auth_ref": ["r80", "r83", "r84", "r97", "r540", "r557", "r583", "r584", "r637", "r648", "r671", "r684", "r702", "r718"] }, "us-gaap_StockholdersEquityAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "StockholdersEquityAbstract", "presentation": ["http://Flame.com/role/CondensedBalanceSheets"], "lang": { "en-us": { "role": { "label": "Stockholders' Equity Attributable to Parent [Abstract]", "verboseLabel": "Stockholders' Deficit:" } } }, "auth_ref": [] }, "us-gaap_StockholdersEquityNoteAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "StockholdersEquityNoteAbstract", "lang": { "en-us": { "role": { "label": "Stockholders' Equity Note [Abstract]" } } }, "auth_ref": [] }, "us-gaap_StockholdersEquityNoteDisclosureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "StockholdersEquityNoteDisclosureTextBlock", "presentation": ["http://Flame.com/role/StockholdersDeficit"], "lang": { "en-us": { "role": { "label": "Stockholders' Equity Note Disclosure [Text Block]", "terseLabel": "Stockholders' Deficit", "documentation": "The entire disclosure for equity." } } }, "auth_ref": ["r101", "r151", "r282", "r284", "r286", "r287", "r288", "r289", "r290", "r291", "r292", "r293", "r294", "r296", "r299", "r365", "r585", "r587", "r604"] }, "soc_SubAgreementAxis": { "xbrltype": "stringItemType", "nsuri": "http://Flame.com/20230930", "localname": "SubAgreementAxis", "presentation": ["http://Flame.com/role/SubsequentEventsAdditionalInformationDetails"], "lang": { "en-us": { "role": { "label": "Sub Agreement [Axis]", "documentation": "Sub agreement." } } }, "auth_ref": [] }, "soc_SubAgreementDomain": { "xbrltype": "domainItemType", "nsuri": "http://Flame.com/20230930", "localname": "SubAgreementDomain", "presentation": ["http://Flame.com/role/SubsequentEventsAdditionalInformationDetails"], "lang": { "en-us": { "role": { "label": "Sub Agreement [Domain]", "documentation": "Sub agreement." } } }, "auth_ref": [] }, "us-gaap_SubsequentEventLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "SubsequentEventLineItems", "presentation": ["http://Flame.com/role/SubsequentEventsAdditionalInformationDetails"], "lang": { "en-us": { "role": { "label": "Subsequent Event [Line Items]", "documentation": "Detail information of subsequent event by type. User is expected to use existing line items from elsewhere in the taxonomy as the primary line items for this disclosure, which is further associated with dimension and member elements pertaining to a subsequent event." } } }, "auth_ref": ["r402", "r424"] }, "us-gaap_SubsequentEventMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "SubsequentEventMember", "presentation": ["http://Flame.com/role/OrganizationAndBusinessOperationsAdditionalInformationDetails", "http://Flame.com/role/RelatedPartyTransactionsAdditionalInformationDetails", "http://Flame.com/role/SignificantAccountingPoliciesAdditionalInformationDetails", "http://Flame.com/role/SubsequentEventsAdditionalInformationDetails", "http://Flame.com/role/WarrantsAdditionalInformationDetails"], "lang": { "en-us": { "role": { "label": "Subsequent Event [Member]", "documentation": "Identifies event that occurred after the balance sheet date but before financial statements are issued or available to be issued." } } }, "auth_ref": ["r402", "r424"] }, "us-gaap_SubsequentEventTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "SubsequentEventTable", "presentation": ["http://Flame.com/role/SubsequentEventsAdditionalInformationDetails"], "lang": { "en-us": { "role": { "label": "Subsequent Event [Table]", "documentation": "Discloses pertinent information about one or more significant events or transactions that occurred after the balance sheet date through the date the financial statements were issued or the date the financial statements were available to be issued." } } }, "auth_ref": ["r402", "r424"] }, "us-gaap_SubsequentEventTypeAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "SubsequentEventTypeAxis", "presentation": ["http://Flame.com/role/OrganizationAndBusinessOperationsAdditionalInformationDetails", "http://Flame.com/role/RelatedPartyTransactionsAdditionalInformationDetails", "http://Flame.com/role/SignificantAccountingPoliciesAdditionalInformationDetails", "http://Flame.com/role/SubsequentEventsAdditionalInformationDetails", "http://Flame.com/role/WarrantsAdditionalInformationDetails"], "lang": { "en-us": { "role": { "label": "Subsequent Event Type [Axis]", "documentation": "Information by event that occurred after the balance sheet date but before financial statements are issued or available to be issued." } } }, "auth_ref": ["r402", "r424"] }, "us-gaap_SubsequentEventTypeDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "SubsequentEventTypeDomain", "presentation": ["http://Flame.com/role/OrganizationAndBusinessOperationsAdditionalInformationDetails", "http://Flame.com/role/RelatedPartyTransactionsAdditionalInformationDetails", "http://Flame.com/role/SignificantAccountingPoliciesAdditionalInformationDetails", "http://Flame.com/role/SubsequentEventsAdditionalInformationDetails", "http://Flame.com/role/WarrantsAdditionalInformationDetails"], "lang": { "en-us": { "role": { "label": "Subsequent Event Type [Domain]", "documentation": "Event that occurred after the balance sheet date but before financial statements are issued or available to be issued." } } }, "auth_ref": ["r402", "r424"] }, "us-gaap_SubsequentEventsAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "SubsequentEventsAbstract", "lang": { "en-us": { "role": { "label": "Subsequent Events [Abstract]", "terseLabel": "Subsequent Events" } } }, "auth_ref": [] }, "us-gaap_SubsequentEventsTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "SubsequentEventsTextBlock", "presentation": ["http://Flame.com/role/SubsequentEvents"], "lang": { "en-us": { "role": { "label": "Subsequent Events [Text Block]", "terseLabel": "Subsequent Events", "documentation": "The entire disclosure for significant events or transactions that occurred after the balance sheet date through the date the financial statements were issued or the date the financial statements were available to be issued. Examples include: the sale of a capital stock issue, purchase of a business, settlement of litigation, catastrophic loss, significant foreign exchange rate changes, loans to insiders or affiliates, and transactions not in the ordinary course of business." } } }, "auth_ref": ["r423", "r425"] }, "us-gaap_SubsidiaryOrEquityMethodInvesteeSaleOfStockBySubsidiaryOrEquityInvesteeTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "SubsidiaryOrEquityMethodInvesteeSaleOfStockBySubsidiaryOrEquityInvesteeTable", "presentation": ["http://Flame.com/role/InitialPublicOfferingAdditionalInformationDetails"], "lang": { "en-us": { "role": { "label": "Subsidiary or Equity Method Investee, Sale of Stock by Subsidiary or Equity Investee [Table]", "documentation": "Different names of stock transactions and the different attributes of each transaction." } } }, "auth_ref": [] }, "us-gaap_SubsidiarySaleOfStockAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "SubsidiarySaleOfStockAxis", "presentation": ["http://Flame.com/role/InitialPublicOfferingAdditionalInformationDetails", "http://Flame.com/role/OrganizationAndBusinessOperationsAdditionalInformationDetails", "http://Flame.com/role/PrivatePlacementWarrantsAdditionalInformationDetails", "http://Flame.com/role/SignificantAccountingPoliciesAdditionalInformationDetails"], "lang": { "en-us": { "role": { "label": "Sale of Stock [Axis]", "documentation": "Information by type of sale of the entity's stock." } } }, "auth_ref": [] }, "us-gaap_SubsidiarySaleOfStockLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "SubsidiarySaleOfStockLineItems", "presentation": ["http://Flame.com/role/InitialPublicOfferingAdditionalInformationDetails"], "lang": { "en-us": { "role": { "label": "Subsidiary, Sale of Stock [Line Items]", "documentation": "Line items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table." } } }, "auth_ref": [] }, "us-gaap_SupplementalCashFlowInformationAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "SupplementalCashFlowInformationAbstract", "presentation": ["http://Flame.com/role/CondensedStatementsOfCashFlows"], "lang": { "en-us": { "role": { "label": "Supplemental Cash Flow Information [Abstract]", "terseLabel": "Supplemental Disclosure of Cash Flow Information:" } } }, "auth_ref": [] }, "us-gaap_TaxPeriodAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "TaxPeriodAxis", "presentation": ["http://Flame.com/role/IncomeTaxAdditionalInformationDetails"], "lang": { "en-us": { "role": { "label": "Tax Period [Axis]", "documentation": "Information about the period subject to enacted tax laws." } } }, "auth_ref": [] }, "us-gaap_TaxPeriodDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "TaxPeriodDomain", "presentation": ["http://Flame.com/role/IncomeTaxAdditionalInformationDetails"], "lang": { "en-us": { "role": { "label": "Tax Period [Domain]", "documentation": "Identified tax period." } } }, "auth_ref": [] }, "us-gaap_TemporaryEquityAccretionToRedemptionValue": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "TemporaryEquityAccretionToRedemptionValue", "crdr": "credit", "presentation": ["http://Flame.com/role/CondensedStatementsOfCashFlows", "http://Flame.com/role/CondensedStatementsOfChangesInStockholdersDeficit"], "lang": { "en-us": { "role": { "label": "Temporary Equity, Accretion to Redemption Value", "negatedLabel": "Remeasurement of Class A common stock subject to possible redemption", "verboseLabel": "Remeasurement of Class A common stock subject to possible redemption", "documentation": "Value of accretion of temporary equity to its redemption value during the period." } } }, "auth_ref": [] }, "us-gaap_TemporaryEquityAccretionToRedemptionValueAdjustment": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "TemporaryEquityAccretionToRedemptionValueAdjustment", "crdr": "debit", "presentation": ["http://Flame.com/role/SignificantAccountingPoliciesSummaryOfReconciledTheClassAOrdinarySharesDetails"], "lang": { "en-us": { "role": { "label": "Temporary Equity, Accretion to Redemption Value, Adjustment", "verboseLabel": "Remeasurement of Class A common stock subject to possible redemption", "documentation": "Amount of decrease to net income for accretion of temporary equity to its redemption value to derive net income apportioned to common stockholders." } } }, "auth_ref": [] }, "us-gaap_TemporaryEquityByClassOfStockTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "TemporaryEquityByClassOfStockTable", "presentation": ["http://Flame.com/role/SignificantAccountingPoliciesSummaryOfReconciledTheClassAOrdinarySharesDetails"], "lang": { "en-us": { "role": { "label": "Temporary Equity, by Class of Stock [Table]", "documentation": "Table of capital stock that is classified as temporary equity. Temporary equity is a security with redemption features that are outside the control of the issuer, is not classified as an asset or liability in conformity with GAAP, and is not mandatorily redeemable. Includes any type of security that is redeemable at a fixed or determinable price or on a fixed or determinable date or dates, is redeemable at the option of the holder, or has conditions for redemption which are not solely within the control of the issuer. If convertible, the issuer does not control the actions or events necessary to issue the maximum number of shares that could be required to be delivered under the conversion option if the holder exercises the option to convert the stock to another class of equity. If the security is a warrant or a rights issue, the warrant or rights issue is considered to be temporary equity if the issuer cannot demonstrate that it would be able to deliver upon the exercise of the option by the holder in all cases. Includes stock with put option held by ESOP and stock redeemable by holder only in the event of a change in control of the issuer. This table may include a description by series, value, shares authorized, shares issued and outstanding, redemption price per share and subscription receivable." } } }, "auth_ref": ["r13", "r48"] }, "us-gaap_TemporaryEquityCarryingAmountAttributableToParent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "TemporaryEquityCarryingAmountAttributableToParent", "crdr": "credit", "calculation": { "http://Flame.com/role/CondensedBalanceSheets": { "parentTag": "us-gaap_LiabilitiesAndStockholdersEquity", "weight": 1.0, "order": 19.0 } }, "presentation": ["http://Flame.com/role/CondensedBalanceSheets"], "lang": { "en-us": { "role": { "label": "Temporary Equity, Carrying Amount, Attributable to Parent", "terseLabel": "Class A common stock subject to possible redemption; 6,104,682 and 28,750,000 shares at redemption value at September 30, 2023 and December 31, 2022, respectively ($10.34 and $10.10 at September 30, 2023 and December 31, 2022)", "documentation": "Carrying amount, attributable to parent, of an entity's issued and outstanding stock which is not included within permanent equity. Temporary equity is a security with redemption features that are outside the control of the issuer, is not classified as an asset or liability in conformity with GAAP, and is not mandatorily redeemable. Includes any type of security that is redeemable at a fixed or determinable price or on a fixed or determinable date or dates, is redeemable at the option of the holder, or has conditions for redemption which are not solely within the control of the issuer. Includes stock with a put option held by an ESOP and stock redeemable by a holder only in the event of a change in control of the issuer." } } }, "auth_ref": ["r255", "r257", "r258", "r259", "r262", "r263", "r316", "r480"] }, "us-gaap_TemporaryEquityDisclosureAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "TemporaryEquityDisclosureAbstract", "lang": { "en-us": { "role": { "label": "Temporary Equity Disclosure [Abstract]" } } }, "auth_ref": [] }, "us-gaap_TemporaryEquityLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "TemporaryEquityLineItems", "presentation": ["http://Flame.com/role/SignificantAccountingPoliciesSummaryOfReconciledTheClassAOrdinarySharesDetails"], "lang": { "en-us": { "role": { "label": "Temporary Equity [Line Items]", "documentation": "Line items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table." } } }, "auth_ref": [] }, "us-gaap_TemporaryEquityNetIncome": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "TemporaryEquityNetIncome", "crdr": "credit", "presentation": ["http://Flame.com/role/SignificantAccountingPoliciesSummaryOfNetIncomePerShareOfCommonStockDetails"], "lang": { "en-us": { "role": { "label": "Temporary Equity, Net Income", "verboseLabel": "Net (loss) income allocable", "documentation": "The portion of net income or loss attributable to temporary equity interest." } } }, "auth_ref": [] }, "us-gaap_TemporaryEquityRedemptionPricePerShare": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "TemporaryEquityRedemptionPricePerShare", "presentation": ["http://Flame.com/role/CondensedBalanceSheetsParenthetical", "http://Flame.com/role/OrganizationAndBusinessOperationsAdditionalInformationDetails", "http://Flame.com/role/SignificantAccountingPoliciesAdditionalInformationDetails", "http://Flame.com/role/StockholdersDeficitAdditionalInformationDetails", "http://Flame.com/role/SubsequentEventsAdditionalInformationDetails"], "lang": { "en-us": { "role": { "label": "Temporary Equity, Redemption Price Per Share", "terseLabel": "Temporary Equity Redemption Price Per Share", "definitionGuidance": "Temporary equity redemption price per share", "verboseLabel": "Temporary equity redemption price per share", "documentation": "Amount to be paid per share that is classified as temporary equity by entity upon redemption. Temporary equity is a security with redemption features that are outside the control of the issuer, is not classified as an asset or liability in conformity with GAAP, and is not mandatorily redeemable. Includes any type of security that is redeemable at a fixed or determinable price or on a fixed or determinable date or dates, is redeemable at the option of

the holder, or has conditions for redemption which are not solely within the control of the issuer. If convertible, the issuer does not control the actions or events necessary to issue the maximum number of shares that could be required to be delivered under the conversion option if the holder exercises the option to convert the stock to another class of equity. If the security is a warrant or a rights issue, the warrant or rights issue is considered to be temporary equity if the issuer cannot demonstrate that it would be able to deliver upon the exercise of the option by the holder in all cases. Includes stock with put option held by ESOP and stock redeemable by holder only in the event of a change in control of the issuer." } } }, "auth_ref": ["r13", "r48"] }, "us-gaap_TemporaryEquitySharesIssued": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "TemporaryEquitySharesIssued", "presentation": ["http://Flame.com/role/SignificantAccountingPoliciesSummaryOfReconciledTheClassAOrdinarySharesDetails"], "lang": { "en-us": { "role": { "label": "Temporary Equity, Shares Issued", "terseLabel": "Gross proceeds from Initial Public Offering, Shares", "documentation": "The number of securities classified as temporary equity that have been sold (or granted) to the entity's shareholders. Securities issued include securities outstanding and securities held in treasury. Temporary equity is a security with redemption features that are outside the control of the issuer, is not classified as an asset or liability in conformity with GAAP, and is not mandatorily redeemable. Includes any type of security that is redeemable at a fixed or determinable price or on a fixed or determinable date or dates, is redeemable at the option of the holder, or has conditions for redemption which are not solely within the control of the issuer. If convertible, the issuer does not control the actions or events necessary to issue the maximum number of shares that could be required to be delivered under the conversion option if the holder exercises the option to convert the stock to another class of equity. If the security is a warrant or a rights issue, the warrant or rights issue is considered to be temporary equity if the issuer cannot demonstrate that it would be able to deliver upon the exercise of the option by the holder in all cases. Includes stock with put option held by ESOP and stock redeemable by holder only in the event of a change in control of the issuer." } } }, "auth_ref": ["r78"] }, "us-gaap_TemporaryEquitySharesOutstanding": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "TemporaryEquitySharesOutstanding", "presentation": ["http://Flame.com/role/CommitmentsAndContingenciesAdditionalInformationDetails", "http://Flame.com/role/CondensedBalanceSheetsParenthetical", "http://Flame.com/role/OrganizationAndBusinessOperationsAdditionalInformationDetails", "http://Flame.com/role/SignificantAccountingPoliciesAdditionalInformationDetails", "http://Flame.com/role/SignificantAccountingPoliciesSummaryOfReconciledTheClassAOrdinarySharesDetails", "http://Flame.com/role/StockholdersDeficitAdditionalInformationDetails", "http://Flame.com/role/SubsequentEventsAdditionalInformationDetails"], "lang": { "en-us": { "role": { "label": "Temporary Equity, Shares Outstanding", "terseLabel": "Temporary equity shares outstanding", "presentationGuidance": "Class\u00a0A common stock subject to possible redemption", "definitionGuidance": "Contingently redeemable common stock, Shares", "documentation": "The number of securities classified as temporary equity that have been issued and are held by the entity's shareholders. Securities outstanding equals securities issued minus securities held in treasury. Temporary equity is a security with redemption features that are outside the control of the issuer, is not classified as an asset or liability in conformity with GAAP, and is not mandatorily redeemable. Includes any type of security that is redeemable at a fixed or determinable price or on a fixed or determinable date or dates, is redeemable at the option of the holder, or has conditions for redemption which are not solely within the control of the issuer. If convertible, the issuer does not control the actions or events necessary to issue the maximum number of shares that could be required to be delivered under the conversion option if the holder exercises the option to convert the stock to another class of equity. If the security is a warrant or a rights issue, the warrant or rights issue is considered to be temporary equity if the issuer cannot demonstrate that it would be able to deliver upon the exercise of the option by the holder in all cases. Includes stock with put option held by ESOP and stock redeemable by holder only in the event of a change in control of the issuer." } } }, "auth_ref": ["r78"] }, "soc_TemporaryEquityStockRedeemedDuringThePeriodShares": { "xbrltype": "sharesItemType", "nsuri": "http://Flame.com/20230930", "localname": "TemporaryEquityStockRedeemedDuringThePeriodShares", "presentation": ["http://Flame.com/role/SignificantAccountingPoliciesSummaryOfReconciledTheClassAOrdinarySharesDetails"], "lang": { "en-us": { "role": { "label": "Temporary Equity Stock Redeemed During The Period Shares", "terseLabel": "Redemptions of Class\u00a0A common stock, Shares", "documentation": "Temporary equity stock redeemed during the period shares." } } }, "auth_ref": [] }, "us-gaap_TemporaryEquityTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "TemporaryEquityTableTextBlock", "presentation": ["http://Flame.com/role/SignificantAccountingPoliciesTables"], "lang": { "en-us": { "role": { "label": "Temporary Equity [Table Text Block]", "terseLabel": "Summary of Reconciled the Class A Ordinary Shares", "documentation": "Tabular disclosure of temporary equity. Temporary equity is a security with redemption features that are outside the control of the issuer, is not classified as an asset or liability in conformity with GAAP, and is not mandatorily redeemable. Includes any type of security that is redeemable at a fixed or determinable price or on a fixed or determinable date or dates, is redeemable at the option of the holder, or has conditions for redemption which are not solely within the control of the issuer. If convertible, the issuer does not control the actions or events necessary to issue the maximum number of shares that could be required to be delivered under the conversion option if the holder exercises the option to convert the stock to another class of equity. If the security is a warrant or a rights issue, the warrant or rights issue is considered to be temporary equity if the issuer cannot demonstrate that it would be able to deliver upon the exercise of the option by the holder in all cases. Includes stock with put option held by ESOP and stock redeemable by holder only in the event of a change in control of the issuer." } } }, "auth_ref": ["r13", "r48"] }, "soc_ThirdQ22023PromissoryNoteMember": { "xbrltype": "domainItemType", "nsuri": "http://Flame.com/20230930", "localname": "ThirdQ22023PromissoryNoteMember", "presentation": ["http://Flame.com/role/RelatedPartyTransactionsAdditionalInformationDetails", "http://Flame.com/role/RelatedPartyTransactionsScheduleOfFairValueOfDebtInstrumentDetails"], "lang": { "en-us": { "role": { "label": "Third Q22023 Promissory Note [Member]", "documentation": "Third q22023 promissory note." } } }, "auth_ref": [] }, "soc_ThirdWorkingCapitalLoanMember": { "xbrltype": "domainItemType", "nsuri": "http://Flame.com/20230930", "localname": "ThirdWorkingCapitalLoanMember", "presentation": ["http://Flame.com/role/RelatedPartyTransactionsAdditionalInformationDetails", "http://Flame.com/role/RelatedPartyTransactionsScheduleOfFairValueOfDebtInstrumentDetails"], "lang": { "en-us": { "role": { "label": "Third Working Capital Loan [Member]", "documentation": "Third working capital loan." } } }, "auth_ref": [] }, "soc_ThresholdNumberOfTradingDaysForDeterminingSharePriceFromDateOfBusinessCombination": { "xbrltype": "durationItemType", "nsuri": "http://Flame.com/20230930", "localname": "ThresholdNumberOfTradingDaysForDeterminingSharePriceFromDateOfBusinessCombination", "presentation": ["http://Flame.com/role/RelatedPartyTransactionsAdditionalInformationDetails"], "lang": { "en-us": { "role": { "label": "Threshold Number Of Trading Days For Determining Share Price From Date Of Business Combination", "terseLabel": "Threshold number of trading days for determining share price from date of business combination", "documentation": "Threshold number of trading days for determining share price from date of business combination." } } }, "auth_ref": [] }, "srt_TitleOfIndividualAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/srt/2023", "localname": "TitleOfIndividualAxis", "presentation": ["http://Flame.com/role/RelatedPartyTransactionsAdditionalInformationDetails"], "lang": { "en-us": { "role": { "label": "Title of Individual [Axis]" } } }, "auth_ref": ["r679", "r703"] }, "srt_TitleOfIndividualWithRelationshipToEntityDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/srt/2023", "localname": "TitleOfIndividualWithRelationshipToEntityDomain", "presentation": ["http://Flame.com/role/RelatedPartyTransactionsAdditionalInformationDetails"], "lang": { "en-us": { "role": { "label": "Title of Individual [Domain]" } } }, "auth_ref": [] }, "soc_TransferOfStockSharesTransferred": { "xbrltype": "sharesItemType", "nsuri": "http://Flame.com/20230930", "localname": "TransferOfStockSharesTransferred", "presentation": ["http://Flame.com/role/RelatedPartyTransactionsAdditionalInformationDetails"], "lang": { "en-us": { "role": { "label": "Transfer Of Stock Shares Transferred", "terseLabel": "Transfer of stock shares transferred", "documentation": "Transfer of stock shares transferred." } } }, "auth_ref": [] }, "us-gaap_TransfersAndServicingOfFinancialInstrumentsTypesOfFinancialInstrumentsDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "TransfersAndServicingOfFinancialInstrumentsTypesOfFinancialInstrumentsDomain", "presentation": ["http://Flame.com/role/FairValueMeasurementsAdditionalInformationDetails", "http://Flame.com/role/FairValueMeasurementsScheduleOfChangesInTheFairValueOfWarrantLiabilitiesDetails", "http://Flame.com/role/FairValueMeasurementsScheduleOfFairValueMeasurementsUsingMonteCarloSimulationModelDetails", "http://Flame.com/role/FairValueMeasurementsTables"], "lang": { "en-us": { "role": { "label": "Financial Instruments [Domain]", "documentation": "Instrument or contract that imposes a contractual obligation to deliver cash or another financial instrument or to exchange other financial instruments on potentially unfavorable terms and conveys a contractual right to receive cash or another financial instrument or to exchange other financial instruments on potentially favorable terms." } } }, "auth_ref": ["r197", "r198", "r199", "r200", "r201", "r202", "r203", "r204", "r205", "r206", "r207", "r208", "r209", "r210", "r211", "r212", "r213", "r214", "r215", "r216", "r217", "r218", "r219", "r220", "r221", "r222", "r223", "r224", "r225", "r226", "r280", "r295", "r364", "r426", "r427", "r428", "r429", "r430", "r431", "r432", "r433", "r434", "r435", "r436", "r437", "r438", "r439", "r440", "r441", "r442", "r443", "r444", "r445", "r446", "r447", "r448", "r449", "r450", "r451", "r452", "r453", "r454", "r455", "r485", "r657", "r658", "r659", "r660", "r661", "r662", "r663", "r680", "r681", "r682", "r683"] }, "soc_TriggerPriceAxis": { "xbrltype": "stringItemType", "nsuri": "http://Flame.com/20230930", "localname": "TriggerPriceAxis", "presentation": ["http://Flame.com/role/WarrantsAdditionalInformationDetails"], "lang": { "en-us": { "role": { "label": "Trigger Price [Axis]", "documentation": "Trigger Price." } } }, "auth_ref": [] }, "soc_TriggerPriceDomain": { "xbrltype": "domainItemType", "nsuri": "http://Flame.com/20230930", "localname": "TriggerPriceDomain", "presentation": ["http://Flame.com/role/WarrantsAdditionalInformationDetails"], "lang": { "en-us": { "role": { "label": "Trigger Price [Domain]", "documentation": "Trigger Price." } } }, "auth_ref": [] }, "soc_TriggerPriceOneMember": { "xbrltype": "domainItemType", "nsuri": "http://Flame.com/20230930", "localname": "TriggerPriceOneMember", "presentation": ["http://Flame.com/role/WarrantsAdditionalInformationDetails"], "lang": { "en-us": { "role": { "label": "Trigger Price One [Member]", "documentation": "Trigger price one." } } }, "auth_ref": [] }, "soc_TriggerPriceTwoMember": { "xbrltype": "domainItemType", "nsuri": "http://Flame.com/20230930", "localname": "TriggerPriceTwoMember", "presentation": ["http://Flame.com/role/WarrantsAdditionalInformationDetails"], "lang": { "en-us": { "role": { "label": "Trigger Price Two [Member]", "documentation": "Trigger price two." } } }, "auth_ref": [] }, "soc_TxMember": { "xbrltype": "domainItemType", "nsuri": "http://Flame.com/20230930", "localname": "TxMember", "presentation": ["http://Flame.com/role/IncomeTaxAdditionalInformationDetails"], "lang": { "en-us": { "role": { "label": "TX [Member]" } } }, "auth_ref": [] }, "us-gaap_TypeOfAdoptionMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "TypeOfAdoptionMember", "presentation": ["http://Flame.com/role/RelatedPartyTransactionsAdditionalInformationDetails"], "lang": { "en-us": { "role": { "label": "Accounting Standards Update [Domain]", "documentation": "Amendment to accounting standards." } } }, "auth_ref": ["r126", "r127", "r128", "r129", "r130", "r160", "r161", "r162", "r163", "r172", "r195", "r196", "r228", "r229", "r230", "r231", "r232", "r233", "r234", "r235", "r236", "r237", "r248", "r313", "r314", "r315", "r335", "r336", "r337", "r338", "r345", "r346", "r347", "r353", "r354", "r355", "r356", "r357", "r358", "r359", "r360", "r361", "r362", "r363", "r366", "r367", "r368", "r369", "r370", "r371", "r372", "r373", "r374", "r375", "r376", "r377", "r388", "r389", "r392", "r393", "r394", "r395", "r403", "r404", "r406", "r407", "r408", "r409", "r410", "r411", "r412", "r413", "r414", "r458", "r459", "r460", "r489", "r490", "r491", "r492", "r493", "r494", "r495", "r496", "r497", "r498", "r499", "r500"] }, "soc_U.s.MoneyMarketAndTreasurySecuritiesHeldInTrustAccountMember": { "xbrltype": "domainItemType", "nsuri": "http://Flame.com/20230930", "localname": "U.s.MoneyMarketAndTreasurySecuritiesHeldInTrustAccountMember", "presentation": ["http://Flame.com/role/FairValueMeasurementsScheduleOfAssetsMeasuredAtFairValueOnARecurringBasisDetails"], "lang": { "en-us": { "role": { "label": "U.S. Money Market and Treasury Securities Held in Trust Account [Member]" } } }, "auth_ref": [] }, "soc_U.s.MoneyMarketFundsHeldInTrustAccountMember": { "xbrltype": "domainItemType", "nsuri": "http://Flame.com/20230930", "localname": "U.s.MoneyMarketFundsHeldInTrustAccountMember", "presentation": ["http://Flame.com/role/FairValueMeasurementsScheduleOfAssetsMeasuredAtFairValueOnARecurringBasisDetails"], "lang": { "en-us": { "role": { "label": "U.S. Money Market Funds Held in Trust Account [Member]", "documentation": "U.S. money market funds held in trust account." } } }, "auth_ref": [] }, "country_US": { "xbrltype": "domainItemType", "nsuri": "http://xbrl.sec.gov/country/2023", "localname": "US", "presentation": ["http://Flame.com/role/IncomeTaxAdditionalInformationDetails"], "lang": { "en-us": { "role": { "label": "UNITED STATES" } } }, "auth_ref": [] }, "soc_UnbilledExpensesMember": { "xbrltype": "domainItemType", "nsuri": "http://Flame.com/20230930", "localname": "UnbilledExpensesMember", "presentation": ["http://Flame.com/role/CommitmentsAndContingenciesAdditionalInformationDetails"], "lang": { "en-us": { "role": { "label": "Unbilled Expenses [Member]", "documentation": "Unbilled Expenses." } } }, "auth_ref": [] }, "soc_UnderwritingDiscountPerShare": { "xbrltype": "perShareItemType", "nsuri": "http://Flame.com/20230930", "localname": "UnderwritingDiscountPerShare", "presentation": ["http://Flame.com/role/CommitmentsAndContingenciesAdditionalInformationDetails"], "lang": { "en-us": { "role": { "label": "Underwriting Discount Per Share", "terseLabel": "Underwriting discount per share", "documentation": "Underwriting discount per share." } } }, "auth_ref": [] }, "soc_UnderwritingFeeOnIssuanceOfCommonStock": { "xbrltype": "monetaryItemType", "nsuri": "http://Flame.com/20230930", "localname": "UnderwritingFeeOnIssuanceOfCommonStock", "crdr": "debit", "presentation": ["http://Flame.com/role/SignificantAccountingPoliciesAdditionalInformationDetails"], "lang": { "en-us": { "role": { "label": "Underwriting Fee on Issuance of Common Stock", "terseLabel": "Underwriting fee on issuance of common stock", "documentation": "Underwriting fee on issuance of common stock" } } }, "auth_ref": [] }, "us-gaap_UnrecognizedTaxBenefits": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "UnrecognizedTaxBenefits", "crdr": "credit", "presentation": ["http://Flame.com/role/IncomeTaxAdditionalInformationDetails"], "lang": { "en-us": { "role": { "label": "Unrecognized Tax Benefits", "terseLabel": "Unrecognized Tax Benefits", "documentation": "Amount of unrecognized tax benefits." } } },

```
"auth_ref": [ "r318", "r326" ] }, "us-gaap_UnrecognizedTaxBenefitsIncomeTaxPenaltiesAndInterestAccrued": { "xbrltype": "monetaryItemType", "nsuri":
"http://fasb.org/us-gaap/2023", "localname": "UnrecognizedTaxBenefitsIncomeTaxPenaltiesAndInterestAccrued", "crdr": "credit", "presentation": [
"http://Flame.com/role/IncomeTaxAdditionalInformationDetails" ], "lang": { "en-us": { "role": { "label": "Unrecognized Tax Benefits, Income Tax Penalties and Interest
Accrued", "terseLabel": "Unrecognized Tax Benefits, Income Tax Penalties and Interest Accrued", "documentation": "Amount accrued for interest on an underpayment of
income taxes and penalties related to a tax position claimed or expected to be claimed in the tax return." } } }, "auth_ref": [ "r324" ] },
"soc_UnsecuredLoanForWorkingCapitalPurposesMember": { "xbrltype": "domainItemType", "nsuri": "http://Flame.com/20230930", "localname":
"UnsecuredLoanForWorkingCapitalPurposesMember", "presentation": [ "http://Flame.com/role/OrganizationAndBusinessOperationsAdditionalInformationDetails" ],
"lang": { "en-us": { "role": { "label": "Unsecured Loan For Working Capital Purposes [Member]", "terseLabel": "Unsecured Loan For Working Capital Purposes [Member]",
"documentation": "Unsecured Loan For Working Capital Purposes [Member]" } } }, "auth_ref": [] }, "soc_UpdatedPromissoryNoteMember": { "xbrltype":
"domainItemType", "nsuri": "http://Flame.com/20230930", "localname": "UpdatedPromissoryNoteMember", "presentation": [
"http://Flame.com/role/OrganizationAndBusinessOperationsAdditionalInformationDetails", "http://Flame.com/role/RelatedPartyTransactionsAdditionalInformationDetails"
], "lang": { "en-us": { "role": { "label": "Updated Promissory Note [Member]", "documentation": "Updated Promissory Note [Member]." } } }, "auth_ref": [] }, "us-
gaap_UseOfEstimates": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "UseOfEstimates", "presentation": [
"http://Flame.com/role/SignificantAccountingPoliciesPolicies" ], "lang": { "en-us": { "role": { "label": "Use of Estimates, Policy [Policy Text Block]", "terseLabel": "Use of
Estimates", "documentation": "Disclosure of accounting policy for the use of estimates in the preparation of financial statements in conformity with generally accepted
accounting principles." } } }, "auth_ref": [ "r43", "r44", "r45", "r119", "r120", "r122", "r123" ] }, "us-gaap_ValuationAllowanceDeferredTaxAssetChangeInAmount": {
"xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "ValuationAllowanceDeferredTaxAssetChangeInAmount", "crdr": "credit",
"calculation": { "http://Flame.com/role/IncomeTaxSummaryOfIncomeTaxProvisionDetails": { "parentTag": "us-gaap_IncomeTaxExpenseBenefit", "weight": -1.0, "order":
5.0 } }, "presentation": [ "http://Flame.com/role/IncomeTaxAdditionalInformationDetails", "http://Flame.com/role/IncomeTaxSummaryOfIncomeTaxProvisionDetails" ],
"lang": { "en-us": { "role": { "label": "Valuation Allowance, Deferred Tax Asset, Increase (Decrease), Amount", "negatedTerseLabel": "Change in the valuation allowance",
"negatedLabel": "Change in valuation allowance", "documentation": "Amount of increase (decrease) in the valuation allowance for a specified deferred tax asset." } } },
"auth_ref": [ "r329" ] }, "srt_VicePresidentMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/srt/2023", "localname": "VicePresidentMember",
"presentation": [ "http://Flame.com/role/RelatedPartyTransactionsAdditionalInformationDetails" ], "lang": { "en-us": { "role": { "label": "Vice President [Member]" } } },
"auth_ref": [ "r679" ] }, "soc_VolumeWeightedAveragePricePerShare": { "xbrltype": "perShareItemType", "nsuri": "http://Flame.com/20230930", "localname":
"VolumeWeightedAveragePricePerShare", "presentation": [ "http://Flame.com/role/WarrantsAdditionalInformationDetails" ], "lang": { "en-us": { "role": { "label": "Volume
Weighted Average Price Per Share", "terseLabel": "Volume weighted average price per share", "documentation": "Volume weighted average price per share." } } },
"auth_ref": [] }, "soc_WaitingPeriodAfterWhichPriceOfShareIsDeterminedPostBusinessCombination": { "xbrltype": "durationItemType", "nsuri":
"http://Flame.com/20230930", "localname": "WaitingPeriodAfterWhichPriceOfShareIsDeterminedPostBusinessCombination", "presentation": [
"http://Flame.com/role/StockholdersDeficitAdditionalInformationDetails" ], "lang": { "en-us": { "role": { "label": "Waiting Period After Which Price Of Share Is Determined
Post Business Combination", "terseLabel": "Waiting period after which price of share is determined post business combination", "documentation": "Waiting period after
which price of share is determined post business combination." } } }, "auth_ref": [] }, "soc_WarrantLiabilitiesMember": { "xbrltype": "domainItemType", "nsuri":
"http://Flame.com/20230930", "localname": "WarrantLiabilitiesMember", "presentation": [
"http://Flame.com/role/FairValueMeasurementsScheduleOfChangesInTheFairValueOfWarrantLiabilitiesDetails" ], "lang": { "en-us": { "role": { "label": "Warrant Liabilities
[Member]", "documentation": "Warrant liabilities." } } }, "auth_ref": [] }, "soc_WarrantLiability": { "xbrltype": "monetaryItemType", "nsuri": "http://Flame.com/20230930",
"localname": "WarrantLiability", "crdr": "credit", "calculation": { "http://Flame.com/role/CondensedBalanceSheets": { "parentTag": "us-gaap_Liabilities", "weight": 1.0,
"order": 13.0 } }, "presentation": [ "http://Flame.com/role/CondensedBalanceSheets" ], "lang": { "en-us": { "role": { "label": "Warrant liability", "verboseLabel": "Warrant
liabilities", "documentation": "Warrant liability" } } }, "auth_ref": [] }, "soc_WarrantsAbstract": { "xbrltype": "stringItemType", "nsuri": "http://Flame.com/20230930",
"localname": "WarrantsAbstract", "lang": { "en-us": { "role": { "label": "Warrants [Abstract]", "documentation": "Warrants." } } }, "auth_ref": [] }, "us-
gaap_WarrantsAndRightsNoteDisclosureAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname":
"WarrantsAndRightsNoteDisclosureAbstract", "lang": { "en-us": { "role": { "label": "Warrants and Rights Note Disclosure [Abstract]" } } }, "auth_ref": [] }, "us-
gaap_WarrantsAndRightsOutstanding": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "WarrantsAndRightsOutstanding", "crdr":
"credit", "presentation": [ "http://Flame.com/role/PrivatePlacementWarrantsAdditionalInformationDetails" ], "lang": { "en-us": { "role": { "label": "Warrants and Rights
Outstanding", "terseLabel": "Aggreagate value of warrants issued", "documentation": "Value of outstanding derivative securities that permit the holder the right to
purchase securities (usually equity) from the issuer at a specified price." } } }, "auth_ref": [] }, "us-gaap_WarrantsAndRightsOutstandingMeasurementInput": { "xbrltype":
"decimalItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "WarrantsAndRightsOutstandingMeasurementInput", "presentation": [
"http://Flame.com/role/FairValueMeasurementsScheduleOfFairValueMeasurementsUsingMonteCarloSimulationModelDetails" ], "lang": { "en-us": { "role": { "label":
"Warrants and Rights Outstanding, Measurement Input", "terseLabel": "Warrants and rights outstanding", "documentation": "Value of input used to measure outstanding
warrant and right embodying unconditional obligation requiring redemption by transferring asset at specified or determinable date or upon event certain to occur." } } },
"auth_ref": [ "r383" ] }, "us-gaap_WarrantsAndRightsOutstandingTerm": { "xbrltype": "durationItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname":
"WarrantsAndRightsOutstandingTerm", "presentation": [ "http://Flame.com/role/WarrantsAdditionalInformationDetails" ], "lang": { "en-us": { "role": { "label": "Warrants
and Rights Outstanding, Term", "terseLabel": "Class of warrants or rights term", "documentation": "Period between issuance and expiration of outstanding warrant and
right embodying unconditional obligation requiring redemption by transferring asset at specified or determinable date or upon event certain to occur, in
'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents reported fact of one year, five months, and thirteen days." } } }, "auth_ref": [ "r700" ] },
"soc_WarrantsLineItems": { "xbrltype": "stringItemType", "nsuri": "http://Flame.com/20230930", "localname": "WarrantsLineItems", "presentation": [
"http://Flame.com/role/WarrantsAdditionalInformationDetails" ], "lang": { "en-us": { "role": { "label": "Warrants [Line Items]", "documentation": "Warrants." } } },
"auth_ref": [] }, "soc_WarrantsTable": { "xbrltype": "stringItemType", "nsuri": "http://Flame.com/20230930", "localname": "WarrantsTable", "presentation": [
"http://Flame.com/role/WarrantsAdditionalInformationDetails" ], "lang": { "en-us": { "role": { "label": "Warrants [Table]", "documentation": "Warrants." } } }, "auth_ref":
[] }, "us-gaap_WeightedAverageNumberOfDilutedSharesOutstanding": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname":
"WeightedAverageNumberOfDilutedSharesOutstanding", "presentation": [ "http://Flame.com/role/CondensedStatementsOfOperations",
"http://Flame.com/role/SignificantAccountingPoliciesSummaryOfNetIncomePerShareOfCommonStockDetails" ], "lang": { "en-us": { "role": { "label": "Weighted Average
Number of Shares Outstanding, Diluted", "terseLabel": "Weighted average shares outstanding, diluted", "documentation": "The average number of shares or units issued
and outstanding that are used in calculating diluted EPS or earnings per unit (EPU), determined based on the timing of issuance of shares or units in the period." } } },
"auth_ref": [ "r174", "r180" ] }, "us-gaap_WeightedAverageNumberOfSharesOutstandingBasic": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2023",
"localname": "WeightedAverageNumberOfSharesOutstandingBasic", "presentation": [ "http://Flame.com/role/CondensedStatementsOfOperations",
"http://Flame.com/role/SignificantAccountingPoliciesSummaryOfNetIncomePerShareOfCommonStockDetails" ], "lang": { "en-us": { "role": { "label": "Weighted Average
Number of Shares Outstanding, Basic", "terseLabel": "Weighted average shares outstanding, basic", "documentation": "Number of [basic] shares or units, after
adjustment for contingently issuable shares or units and other shares or units not deemed outstanding, determined by relating the portion of time within a reporting
period that common shares or units have been outstanding to the total time in that period." } } }, "auth_ref": [ "r173", "r180" ] }, "soc_WorkingCapitalDeficit": {
"xbrltype": "monetaryItemType", "nsuri": "http://Flame.com/20230930", "localname": "WorkingCapitalDeficit", "crdr": "credit", "presentation": [
"http://Flame.com/role/OrganizationAndBusinessOperationsAdditionalInformationDetails" ], "lang": { "en-us": { "role": { "label": "Working Capital Deficit", "terseLabel":
"Working capital deficit", "documentation": "Working capital deficit." } } }, "auth_ref": [] }, "soc_WorkingCapitalLoanMember": { "xbrltype": "domainItemType", "nsuri":
"http://Flame.com/20230930", "localname": "WorkingCapitalLoanMember", "presentation": [
"http://Flame.com/role/OrganizationAndBusinessOperationsAdditionalInformationDetails", "http://Flame.com/role/WarrantsAdditionalInformationDetails" ], "lang": { "en-
us": { "role": { "label": "Working Capital Loan [Member]", "documentation": "Working capital loan." } } }, "auth_ref": [] }, "soc_WorkingCapitalLoansMember": {
"xbrltype": "domainItemType", "nsuri": "http://Flame.com/20230930", "localname": "WorkingCapitalLoansMember", "presentation": [
"http://Flame.com/role/RelatedPartyTransactionsAdditionalInformationDetails", "http://Flame.com/role/SubsequentEventsAdditionalInformationDetails" ], "lang", { "en-
us": { "role": { "label": "Working Capital Loans [Member]", "documentation": "Working capital loans." } } }, "auth_ref": [] } } }, "std_ref": { "r0": { "role":
"http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Section": "25", "Paragraph": "1", "SubTopic": "20", "Topic": "940", "Publisher":
"FASB", "URI": "https://asc.fasb.org//1943274/2147481913/940-20-25-1" }, "r1": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards
Codification", "Section": "25", "Paragraph": "13", "SubTopic": "10", "Topic": "480", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147481766/480-10-25-13"
}, "r2": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "1", "SubTopic": "230", "Topic":
"830", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147481877/830-230-45-1" }, "r3": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name":
"Accounting Standards Codification", "Section": "45", "Paragraph": "14", "Subparagraph": "(a)", "SubTopic": "10", "Topic": "230", "Publisher": "FASB", "URI":
"https://asc.fasb.org//1943274/2147482740/230-10-45-14" }, "r4": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification",
"Section": "45", "Paragraph": "25", "Subparagraph": "(g)", "SubTopic": "10", "Topic": "230", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147482740/230-
10-45-25" }, "r5": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "28", "Subparagraph":
"(a)", "SubTopic": "10", "Topic": "230", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147482740/230-10-45-28" }, "r6": { "role": "http://fasb.org/us-
gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "28", "Subparagraph": "(b)", "SubTopic": "10", "Topic": "230",
"Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147482740/230-10-45-28" }, "r7": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting
Standards Codification", "Section": "50", "Paragraph": "1", "SubTopic": "10", "Topic": "825", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147482907/825-
10-50-1" }, "r8": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "15", "Subparagraph": "
(e)", "SubTopic": "10", "Topic": "740", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147482685/740-10-50-15" }, "r9": { "role": "http://fasb.org/us-
gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "SubTopic": "10", "Topic": "505", "Publisher": "FASB", "URI":
"https://asc.fasb.org//1943274/2147481112/505-10-50-2" }, "r10": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification",
"Section": "50", "Paragraph": "2", "Subparagraph": "(bbb)", "SubTopic": "10", "Topic": "820", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147482106/820-
10-50-2" }, "r11": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "
(c)", "SubTopic": "10", "Topic": "820", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147482106/820-10-50-2" }, "r12": { "role": "http://fasb.org/us-
gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Section": "60", "Paragraph": "1", "SubTopic": "10", "Topic": "820", "Publisher": "FASB", "URI":
"https://asc.fasb.org//1943274/2147482053/820-10-60-1" }, "r13": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification",
"Section": "S99", "Paragraph": "1", "Subparagraph": "(27)", "SubTopic": "10", "Topic": "210", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480566/210-
10-S99-1" }, "r14": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1",
"Subparagraph": "(SX 210.5-02(22))", "SubTopic": "10", "Topic": "210", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480566/210-10-S99-1" }, "r15": {
"role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Topic": "210", "SubTopic": "10", "Section": "S99", "Paragraph": "1",
"Subparagraph": "(SX 210.5-02.19(a))", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480566/210-10-S99-1" }, "r16": { "role": "http://fasb.org/us-
gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Topic": "210", "SubTopic": "10", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.5-
02.19)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480566/210-10-S99-1" }, "r17": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name":
"Accounting Standards Codification", "Topic": "210", "SubTopic": "10", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.5-02.19,20)", "Publisher": "FASB",
"URI": "https://asc.fasb.org//1943274/2147480566/210-10-S99-1" }, "r18": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards
Codification", "Topic": "210", "SubTopic": "10", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.5-02.19,20,22)", "Publisher": "FASB", "URI":
"https://asc.fasb.org//1943274/2147480566/210-10-S99-1" }, "r19": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification",
"Topic": "210", "SubTopic": "10", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.5-02.19-26)", "Publisher": "FASB", "URI":
"https://asc.fasb.org//1943274/2147480566/210-10-S99-1" }, "r20": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification",
"Topic": "210", "SubTopic": "10", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.5-02.20)", "Publisher": "FASB", "URI":
"https://asc.fasb.org//1943274/2147480566/210-10-S99-1" }, "r21": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification",
```

"Topic": "210", "SubTopic": "10", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.5-02.20.24)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480566/210-10-S99-1" }, "r22": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Topic": "210", "SubTopic": "10", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.5-02.21)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480566/210-10-S99-1" }, "r23": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Topic": "210", "SubTopic": "10", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.5-02.22(a)(1))", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480566/210-10-S99-1" }, "r24": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Topic": "210", "SubTopic": "10", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.5-02.22(a)(3))", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480566/210-10-S99-1" }, "r25": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Topic": "210", "SubTopic": "10", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.5-02.22)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480566/210-10-S99-1" }, "r26": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Topic": "210", "SubTopic": "10", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.5-02.25)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480566/210-10-S99-1" }, "r27": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Topic": "210", "SubTopic": "10", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.5-02.29-31)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480566/210-10-S99-1" }, "r28": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Topic": "230", "SubTopic": "10", "Section": "45", "Paragraph": "12", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147482740/230-10-45-12" }, "r29": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Topic": "230", "SubTopic": "10", "Section": "45", "Paragraph": "13", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147482740/230-10-45-13" }, "r30": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Topic": "230", "SubTopic": "10", "Section": "45", "Paragraph": "14", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147482740/230-10-45-14" }, "r31": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Topic": "230", "SubTopic": "10", "Section": "45", "Paragraph": "15", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147482740/230-10-45-15" }, "r32": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Topic": "230", "SubTopic": "10", "Section": "45", "Paragraph": "15", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147482740/230-10-45-15" }, "r33": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Topic": "230", "SubTopic": "10", "Section": "45", "Paragraph": "15", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147482740/230-10-45-15" }, "r34": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Topic": "230", "SubTopic": "10", "Section": "45", "Paragraph": "25", "Subparagraph": "(f)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147482740/230-10-45-25" }, "r35": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Topic": "230", "SubTopic": "10", "Section": "45", "Paragraph": "4", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147482740/230-10-45-4" }, "r36": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Topic": "230", "SubTopic": "10", "Section": "50", "Paragraph": "1", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147482913/230-10-50-1" }, "r37": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Topic": "230", "SubTopic": "10", "Section": "50", "Paragraph": "2", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147482913/230-10-50-2" }, "r38": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Topic": "230", "SubTopic": "10", "Section": "50", "Paragraph": "3", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147482913/230-10-50-3" }, "r39": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Topic": "230", "SubTopic": "10", "Section": "50", "Paragraph": "4", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147482913/230-10-50-4" }, "r40": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Topic": "230", "SubTopic": "10", "Section": "50", "Paragraph": "5", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147482913/230-10-50-5" }, "r41": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Topic": "260", "SubTopic": "10", "Section": "50", "Paragraph": "1", "Subparagraph": "(c)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147482662/260-10-50-1" }, "r42": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Topic": "260", "SubTopic": "10", "Section": "50", "Paragraph": "2", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147482662/260-10-50-2" }, "r43": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Topic": "275", "SubTopic": "10", "Section": "50", "Paragraph": "4", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147482861/275-10-50-4" }, "r44": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Topic": "275", "SubTopic": "10", "Section": "50", "Paragraph": "8", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147482861/275-10-50-8" }, "r45": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Topic": "275", "SubTopic": "10", "Section": "50", "Paragraph": "9", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147482861/275-10-50-9" }, "r46": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Topic": "470", "SubTopic": "20", "Section": "25", "Paragraph": "2", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147481284/470-20-25-2" }, "r47": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Topic": "470", "SubTopic": "20", "Section": "50", "Paragraph": "4", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147481139/470-20-50-4" }, "r48": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Topic": "480", "SubTopic": "10", "Section": "S99", "Paragraph": "1", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480244/480-10-S99-1" }, "r49": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Topic": "480", "SubTopic": "10", "Section": "S99", "Paragraph": "1", "Subparagraph": "(CFRR 211.02)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480244/480-10-S99-1" }, "r50": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Topic": "505", "SubTopic": "10", "Section": "45", "Paragraph": "2", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147481142/505-10-45-2" }, "r51": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Topic": "505", "SubTopic": "10", "Section": "50", "Paragraph": "10", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147481112/505-10-50-10" }, "r52": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Topic": "505", "SubTopic": "10", "Section": "50", "Paragraph": "3", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147481112/505-10-50-3" }, "r53": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Topic": "505", "SubTopic": "10", "Section": "50", "Paragraph": "4", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147481112/505-10-50-4" }, "r54": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Topic": "505", "SubTopic": "10", "Section": "50", "Paragraph": "5", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147481112/505-10-50-5" }, "r55": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Topic": "505", "SubTopic": "10", "Section": "50", "Paragraph": "8", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147481112/505-10-50-8" }, "r56": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Topic": "718", "SubTopic": "10", "Section": "50", "Paragraph": "1", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480429/718-10-50-1" }, "r57": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Topic": "740", "SubTopic": "10", "Section": "50", "Paragraph": "3", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147482685/740-10-50-3" }, "r58": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Topic": "740", "SubTopic": "10", "Section": "50", "Paragraph": "3", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147482685/740-10-50-3" }, "r59": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Topic": "740", "SubTopic": "10", "Section": "50", "Paragraph": "8", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147482685/740-10-50-8" }, "r60": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Topic": "820", "SubTopic": "10", "Section": "50", "Paragraph": "2", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147482106/820-10-50-2" }, "r61": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Topic": "820", "SubTopic": "10", "Section": "50", "Paragraph": "2", "Subparagraph": "(c)(2)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147482106/820-10-50-2" }, "r62": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Topic": "820", "SubTopic": "10", "Section": "50", "Paragraph": "3", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147482106/820-10-50-3" }, "r63": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Topic": "825", "SubTopic": "10", "Section": "50", "Paragraph": "11", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147482907/825-10-50-11" }, "r64": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Topic": "825", "SubTopic": "10", "Section": "50", "Paragraph": "12", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147482907/825-10-50-12" }, "r65": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Topic": "835", "SubTopic": "30", "Section": "45", "Paragraph": "1A", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147482925/835-30-45-1A" }, "r66": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Topic": "835", "SubTopic": "30", "Section": "45", "Paragraph": "2", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147482925/835-30-45-2" }, "r67": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Topic": "835", "SubTopic": "30", "Section": "55", "Paragraph": "8", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147482949/835-30-55-8" }, "r68": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Topic": "850", "SubTopic": "10", "Section": "50", "Paragraph": "1", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147483326/850-10-50-1" }, "r69": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Topic": "850", "SubTopic": "10", "Section": "50", "Paragraph": "3", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147483326/850-10-50-3" }, "r70": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Topic": "942", "SubTopic": "210", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.9-03.17)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147479853/942-210-S99-1" }, "r71": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Topic": "942", "SubTopic": "210", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.9-03.4)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147479853/942-210-S99-1" }, "r72": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Topic": "942", "SubTopic": "320", "Section": "50", "Paragraph": "5", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480832/942-320-50-5" }, "r73": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Topic": "942", "SubTopic": "470", "Section": "50", "Paragraph": "3", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480848/942-470-50-3" }, "r74": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Topic": "942", "SubTopic": "470", "Section": "50", "Paragraph": "3", "Subparagraph": "(c)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480848/942-470-50-3" }, "r75": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Topic": "942", "SubTopic": "825", "Section": "50", "Paragraph": "1", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480981/942-825-50-1" }, "r76": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Topic": "210", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.5-02(19))", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480566/210-10-S99-1" }, "r77": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Topic": "210", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.5-02(20))", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480566/210-10-S99-1" }, "r78": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Topic": "210", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.5-02(27)(b))", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480566/210-10-S99-1" }, "r79": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Topic": "210", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.5-02(28))", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480566/210-10-S99-1" }, "r80": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Topic": "210", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.5-02(29))", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480566/210-10-S99-1" }, "r81": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Topic": "210", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.5-02(30)(a)(1))", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480566/210-10-S99-1" }, "r82": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Topic": "210", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.5-02(30)(a)(3))", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480566/210-10-S99-1" }, "r83": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Topic": "210", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.5-02(30))", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480566/210-10-S99-1" }, "r84": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Topic": "210", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.5-02(31))", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480566/210-10-S99-1" }, "r85": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Topic": "210", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.5-02(32))", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480566/210-10-S99-1" }, "r86": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Topic": "220", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "2", "Subparagraph": "(SX 210.5-03(10))", "Publisher": "FASB", "URI":

{"https://asc.fasb.org//1943274/2147483621/220-10-S99-2" }, "r87": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Topic": "220", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "2", "Subparagraph": "(SX 210.5-03(20))", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147483621/220-10-S99-2" }, "r88": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Topic": "220", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "2", "Subparagraph": "(SX 210.5-03.7(b))", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147483621/220-10-S99-2" }, "r89": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Topic": "220", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "2", "Subparagraph": "(SX 210.5-03.7)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147483621/220-10-S99-2" }, "r90": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Topic": "230", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "13", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147482740/230-10-45-13" }, "r91": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Topic": "230", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "24", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147482740/230-10-45-24" }, "r92": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Topic": "230", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "25", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147482740/230-10-45-25" }, "r93": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Topic": "230", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "28", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147482740/230-10-45-28" }, "r94": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Topic": "235", "Name": "Accounting Standards Codification", "Publisher": "FASB", "URI": "https://asc.fasb.org//235/tableOfContent" }, "r95": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Topic": "250", "Name": "Accounting Standards Codification", "Publisher": "FASB", "URI": "https://asc.fasb.org//250/tableOfContent" }, "r96": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Topic": "275", "Name": "Accounting Standards Codification", "Publisher": "FASB", "URI": "https://asc.fasb.org//275/tableOfContent" }, "r97": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Topic": "310", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "2", "Subparagraph": "(SAB Topic 4.E)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480418/310-10-S99-2" }, "r98": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Topic": "440", "Name": "Accounting Standards Codification", "Publisher": "FASB", "URI": "https://asc.fasb.org//440/tableOfContent" }, "r99": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Topic": "470", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "12A", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147481573/470-10-45-12A" }, "r100": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Topic": "470", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "5", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147481139/470-20-50-5" }, "r101": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Topic": "505", "Name": "Accounting Standards Codification", "Publisher": "FASB", "URI": "https://asc.fasb.org//505/tableOfContent" }, "r102": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Topic": "505", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "6", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147481112/505-10-50-6" }, "r103": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Topic": "505", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "7", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147481112/505-10-50-7" }, "r104": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Topic": "505", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.3-04)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480000/505-10-S99-1" }, "r105": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Topic": "740", "SubTopic": "10", "Name": "Accounting Standards Codification", "Paragraph": "12", "Section": "50", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147482685/740-10-50-12" }, "r106": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Topic": "740", "SubTopic": "10", "Name": "Accounting Standards Codification", "Paragraph": "2", "Section": "50", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147482685/740-10-50-2" }, "r107": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Topic": "740", "SubTopic": "10", "Name": "Accounting Standards Codification", "Paragraph": "9", "Section": "50", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147482685/740-10-50-9" }, "r108": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Topic": "810", "Name": "Accounting Standards Codification", "Publisher": "FASB", "URI": "https://asc.fasb.org//810/tableOfContent" }, "r109": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Topic": "820", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147482106/820-10-50-2" }, "r110": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Topic": "942", "SubTopic": "210", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.9-03(11))", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147479853/942-210-S99-1" }, "r111": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Topic": "942", "SubTopic": "210", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.9-03(13))", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147479853/942-210-S99-1" }, "r112": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Topic": "942", "SubTopic": "210", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.9-03(15)(1))", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147479853/942-210-S99-1" }, "r113": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Topic": "942", "SubTopic": "210", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.9-03(16))", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147479853/942-210-S99-1" }, "r114": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Topic": "942", "SubTopic": "210", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.9-03(23))", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147479853/942-210-S99-1" }, "r115": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Topic": "942", "SubTopic": "220", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.9-04(15))", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147483589/942-220-S99-1" }, "r116": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Topic": "942", "SubTopic": "220", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.9-04(22))", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147483589/942-220-S99-1" }, "r117": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "2", "Subparagraph": "(a)", "SubTopic": "20", "Topic": "740", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147482659/740-20-45-2" }, "r118": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "20", "SubTopic": "210", "Topic": "946", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480555/946-210-45-20" }, "r119": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Subparagraph": "(b)", "SubTopic": "10", "Topic": "275", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147482861/275-10-50-1" }, "r120": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Subparagraph": "(c)", "SubTopic": "10", "Topic": "275", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147482861/275-10-50-1" }, "r121": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Subparagraph": "(d)", "SubTopic": "10", "Topic": "275", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147482861/275-10-50-1" }, "r122": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "11", "SubTopic": "10", "Topic": "275", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147482861/275-10-50-11" }, "r123": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "12", "SubTopic": "10", "Topic": "275", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147482861/275-10-50-12" }, "r124": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.4-08(h))", "SubTopic": "10", "Topic": "235", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480678/235-10-S99-1" }, "r125": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Name": "Regulation S-K (SK)", "Number": "229", "Section": "1402", "Paragraph": "(a)", "Publisher": "SEC" }, "r126": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "105", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "6", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147479343/105-10-65-6" }, "r127": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "105", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "6", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147479343/105-10-65-6" }, "r128": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "105", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "6", "Subparagraph": "(c)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147479343/105-10-65-6" }, "r129": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "105", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "6", "Subparagraph": "(d)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147479343/105-10-65-6" }, "r130": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "105", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "6", "Subparagraph": "(e)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147479343/105-10-65-6" }, "r131": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "205", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "7", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147483499/205-20-50-7" }, "r132": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "210", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "1", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147483467/210-10-45-1" }, "r133": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "210", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "5", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147483467/210-10-45-5" }, "r134": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "210", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.5-02(1))", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480566/210-10-S99-1" }, "r135": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "210", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.5-02(18))", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480566/210-10-S99-1" }, "r136": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "210", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.5-02(27)(b))", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480566/210-10-S99-1" }, "r137": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "210", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.5-02(28))", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480566/210-10-S99-1" }, "r138": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "210", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.5-02(29))", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480566/210-10-S99-1" }, "r139": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "210", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.5-02(7))", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480566/210-10-S99-1" }, "r140": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "210", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.5-02(9))", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480566/210-10-S99-1" }, "r141": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "220", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "1A", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147482790/220-10-45-1A" }, "r142": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "220", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "1B", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147482790/220-10-45-1B" }, "r143": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "220", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147482765/220-10-50-1" }, "r144": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "220", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "4", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147482765/220-10-50-4" }, "r145": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "220", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "5", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147482765/220-10-50-5" }, "r146": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "220", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "6", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147482765/220-10-50-6" }, "r147": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "220", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "2", "Subparagraph": "(SX 210.5-03(25))", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147483621/220-10-S99-2" }, "r148": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "230", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "24", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147482740/230-10-45-24" }, "r149": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "230", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "8", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147482913/230-10-50-8" }, "r150": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "235", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147483426/235-10-50-1" }, "r151": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "235", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1",

"Subparagraph": "(SX 210.4-08(e)(1))", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480678/235-10-S99-1" }, "r152": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "235", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.4-08(g)(1)(ii))", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480678/235-10-S99-1" }, "r153": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "235", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.4-08(h)(2))", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480678/235-10-S99-1" }, "r154": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "235", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.4-08(k)(1))", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480678/235-10-S99-1" }, "r155": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "235", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.4-08(k)(2))", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480678/235-10-S99-1" }, "r156": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "235", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "3", "Subparagraph": "(SX 210.12-04(a))", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480678/235-10-S99-3" }, "r157": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "250", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "23", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147483421/250-10-45-23" }, "r158": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "250", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "24", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147483421/250-10-45-24" }, "r159": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "250", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "5", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147483421/250-10-45-5" }, "r160": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "250", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Subparagraph": "(b)(2)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147483443/250-10-50-1" }, "r161": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "250", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Subparagraph": "(b)(3)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147483443/250-10-50-1" }, "r162": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "250", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Subparagraph": "(b)(4)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147483443/250-10-50-1" }, "r163": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "250", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Subparagraph": "(c)(2)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147483443/250-10-50-1" }, "r164": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "250", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "11", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147483443/250-10-50-11" }, "r165": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "250", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "11", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147483443/250-10-50-11" }, "r166": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "250", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "3", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147483443/250-10-50-3" }, "r167": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "250", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "4", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147483443/250-10-50-4" }, "r168": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "250", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "7", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147483443/250-10-50-7" }, "r169": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "250", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "7", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147483443/250-10-50-7" }, "r170": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "250", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "8", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147483443/250-10-50-8" }, "r171": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "250", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "9", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147483443/250-10-50-9" }, "r172": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "250", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "5", "Subparagraph": "(SAB Topic 11.M.Q2)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480530/250-10-S99-5" }, "r173": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "260", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "10", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147482689/260-10-45-10" }, "r174": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "260", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "16", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147482689/260-10-45-16" }, "r175": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "260", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "2", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147482689/260-10-45-2" }, "r176": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "260", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "3", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147482689/260-10-45-3" }, "r177": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "260", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "60B", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147482689/260-10-45-60B" }, "r178": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "260", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "60B", "Subparagraph": "(d)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147482689/260-10-45-60B" }, "r179": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "260", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "7", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147482689/260-10-45-7" }, "r180": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "260", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147482662/260-10-50-1" }, "r181": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "260", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "55", "Paragraph": "15", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147482635/260-10-55-15" }, "r182": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "272", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "1", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147483014/272-10-45-1" }, "r183": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "272", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147482987/272-10-50-1" }, "r184": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "272", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "3", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147482987/272-10-50-3" }, "r185": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "280", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "22", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147482810/280-10-50-22" }, "r186": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "280", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "22", "Subparagraph": "(c)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147482810/280-10-50-22" }, "r187": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "280", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "22", "Subparagraph": "(h)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147482810/280-10-50-22" }, "r188": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "280", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "30", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147482810/280-10-50-30" }, "r189": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "280", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "30", "Subparagraph": "(c)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147482810/280-10-50-30" }, "r190": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "280", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "32", "Subparagraph": "(c)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147482810/280-10-50-32" }, "r191": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "280", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "32", "Subparagraph": "(d)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147482810/280-10-50-32" }, "r192": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "280", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "32", "Subparagraph": "(f)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147482810/280-10-50-32" }, "r193": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "280", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "41", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147482810/280-10-50-41" }, "r194": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "280", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "41", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147482810/280-10-50-41" }, "r195": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "310", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "2", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147481925/310-20-65-2" }, "r196": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "310", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "2", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147481925/310-20-65-2" }, "r197": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "320", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147481800/320-10-50-2" }, "r198": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "320", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147481800/320-10-50-2" }, "r199": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "320", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(aa)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147481800/320-10-50-2" }, "r200": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "320", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(aaa)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147481800/320-10-50-2" }, "r201": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "320", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147481800/320-10-50-2" }, "r202": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "320", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(c)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147481800/320-10-50-2" }, "r203": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "320", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(d)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147481800/320-10-50-2" }, "r204": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "320", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "3", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147481800/320-10-50-3" }, "r205": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "320", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "3", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147481800/320-10-50-3" }, "r206": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "320", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "3", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147481800/320-10-50-3" }, "r207": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "320", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "3", "Subparagraph": "(c)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147481800/320-10-50-3" }, "r208": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "320", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "3", "Subparagraph": "(d)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147481800/320-10-50-3" }, "r209": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "320", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "5", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147481800/320-10-50-5" }, "r210": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "320", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "5", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147481800/320-10-50-5" }, "r211": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "320", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "5", "Subparagraph": "(aaa)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147481800/320-10-50-5" }, "r212": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "320", "SubTopic": "10", "Name":

"Accounting Standards Codification", "Section": "50", "Paragraph": "5", "Subparagraph": "(d)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147481800/320-10-50-5" }, "r213": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "320", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "5", "Subparagraph": "(e)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147481800/320-10-50-5" }, "r214": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "320", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "5", "Subparagraph": "(f)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147481800/320-10-50-5" }, "r215": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "320", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "5", "Subparagraph": "(f)(1)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147481800/320-10-50-5" }, "r216": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "320", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "5", "Subparagraph": "(f)(2)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147481800/320-10-50-5" }, "r217": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "320", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "5", "Subparagraph": "(f)(3)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147481800/320-10-50-5" }, "r218": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "320", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "5", "Subparagraph": "(f)(4)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147481800/320-10-50-5" }, "r219": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "320", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "5A", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147481800/320-10-50-5A" }, "r220": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "320", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "5A", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147481800/320-10-50-5A" }, "r221": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "320", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "5A", "Subparagraph": "(c)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147481800/320-10-50-5A" }, "r222": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "320", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "5B", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147481800/320-10-50-5B" }, "r223": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "320", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "5B", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147481800/320-10-50-5B" }, "r224": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "320", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "5B", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147481800/320-10-50-5B" }, "r225": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "320", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "5B", "Subparagraph": "(c)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147481800/320-10-50-5B" }, "r226": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "320", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "5B", "Subparagraph": "(d)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147481800/320-10-50-5B" }, "r227": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "323", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "3", "Subparagraph": "(c)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147481687/323-10-50-3" }, "r228": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "326", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "4", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147479654/326-10-65-4" }, "r229": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "326", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "4", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147479654/326-10-65-4" }, "r230": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "326", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "4", "Subparagraph": "(c)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147479654/326-10-65-4" }, "r231": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "326", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "4", "Subparagraph": "(d)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147479654/326-10-65-4" }, "r232": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "326", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "4", "Subparagraph": "(e)(3)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147479654/326-10-65-4" }, "r233": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "326", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "4", "Subparagraph": "(e)(4)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147479654/326-10-65-4" }, "r234": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "326", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "5", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147479654/326-10-65-5" }, "r235": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "326", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "5", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147479654/326-10-65-5" }, "r236": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "326", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "5", "Subparagraph": "(b)(1)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147479654/326-10-65-5" }, "r237": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "326", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "5", "Subparagraph": "(c)(2)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147479654/326-10-65-5" }, "r238": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "326", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "11", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147479319/326-20-50-11" }, "r239": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "326", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "13", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147479319/326-20-50-13" }, "r240": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "326", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "14", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147479319/326-20-50-14" }, "r241": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "326", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "16", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147479319/326-20-50-16" }, "r242": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "326", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "5", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147479319/326-20-50-5" }, "r243": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "326", "SubTopic": "30", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "4", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147479106/326-30-50-4" }, "r244": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "326", "SubTopic": "30", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "7", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147479106/326-30-50-7" }, "r245": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "326", "SubTopic": "30", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "9", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147479106/326-30-50-9" }, "r246": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "340", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "05", "Paragraph": "5", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147482955/340-10-05-5" }, "r247": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "340", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "1", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147483032/340-10-45-1" }, "r248": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "405", "SubTopic": "50", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "1", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147477123/405-50-65-1" }, "r249": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "440", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "4", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147482648/440-10-50-4" }, "r250": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "440", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "4", "Subparagraph": "(c)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147482648/440-10-50-4" }, "r251": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "450", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "4", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147483076/450-20-50-4" }, "r252": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "450", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "9", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147483076/450-20-50-9" }, "r253": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "450", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SAB Topic 5.Y.Q2)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480102/450-20-S99-1" }, "r254": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "450", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SAB Topic 5.Y.Q4)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480102/450-20-S99-1" }, "r255": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "470", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1A", "Subparagraph": "(SX 210.13-01(a)(4)(i))", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480097/470-10-S99-1A" }, "r256": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "470", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1A", "Subparagraph": "(SX 210.13-01(a)(4)(iii)(A))", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480097/470-10-S99-1A" }, "r257": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "470", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1A", "Subparagraph": "(SX 210.13-01(a)(4)(iv))", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480097/470-10-S99-1A" }, "r258": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "470", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1A", "Subparagraph": "(SX 210.13-01(a)(5))", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480097/470-10-S99-1A" }, "r259": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "470", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1B", "Subparagraph": "(SX 210.13-02(a)(4)(i))", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480097/470-10-S99-1B" }, "r260": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "470", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1B", "Subparagraph": "(SX 210.13-02(a)(4)(iii)(A))", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480097/470-10-S99-1B" }, "r261": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "470", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1B", "Subparagraph": "(SX 210.13-02(a)(4)(iii)(B))", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480097/470-10-S99-1B" }, "r262": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "470", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1B", "Subparagraph": "(SX 210.13-02(a)(4)(iv))", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480097/470-10-S99-1B" }, "r263": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "470", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1B", "Subparagraph": "(SX 210.13-02(a)(5))", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480097/470-10-S99-1B" }, "r264": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "470", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1B", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147481139/470-20-50-1B" }, "r265": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "470", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1B", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147481139/470-20-50-1B" }, "r266": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "470", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1B", "Subparagraph": "(c)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147481139/470-20-50-1B" }, "r267": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "470", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1B", "Subparagraph": "(e)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147481139/470-20-50-1B" }, "r268": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "470", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1B", "Subparagraph": "(f)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147481139/470-20-50-1B" }, "r269": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "470", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1B", "Subparagraph": "(h)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147481139/470-20-50-1B" }, "r270": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "470", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1D", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147481139/470-20-50-1D" }, "r271": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "470", "SubTopic": "20", "Name":

"Accounting Standards Codification", "Section": "50", "Paragraph": "1D", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147481139/470-20-50-1D" }, "r272": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "470", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1D", "Subparagraph": "(c)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147481139/470-20-50-1D" }, "r273": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "470", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1E", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147481139/470-20-50-1E" }, "r274": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "470", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1E", "Subparagraph": "(c)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147481139/470-20-50-1E" }, "r275": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "470", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1E", "Subparagraph": "(d)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147481139/470-20-50-1E" }, "r276": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "470", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1F", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147481139/470-20-50-1F" }, "r277": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "470", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1F", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147481139/470-20-50-1F" }, "r278": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "470", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1F", "Subparagraph": "(b)(1)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147481139/470-20-50-1F" }, "r279": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "470", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1F", "Subparagraph": "(b)(2)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147481139/470-20-50-1F" }, "r280": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "470", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1I", "Subparagraph": "(c)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147481139/470-20-50-1I" }, "r281": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "470", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "4", "Subparagraph": "(b)(3)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147481139/470-20-50-4" }, "r282": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "505", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "13", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147481112/505-10-50-13" }, "r283": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "505", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "13", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147481112/505-10-50-13" }, "r284": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "505", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "13", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147481112/505-10-50-13" }, "r285": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "505", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "13", "Subparagraph": "(e)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147481112/505-10-50-13" }, "r286": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "505", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "13", "Subparagraph": "(g)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147481112/505-10-50-13" }, "r287": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "505", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "13", "Subparagraph": "(h)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147481112/505-10-50-13" }, "r288": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "505", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "13", "Subparagraph": "(i)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147481112/505-10-50-13" }, "r289": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "505", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "14", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147481112/505-10-50-14" }, "r290": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "505", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "14", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147481112/505-10-50-14" }, "r291": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "505", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "14", "Subparagraph": "(c)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147481112/505-10-50-14" }, "r292": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "505", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "16", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147481112/505-10-50-16" }, "r293": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "505", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "18", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147481112/505-10-50-18" }, "r294": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "505", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "18", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147481112/505-10-50-18" }, "r295": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "505", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "18", "Subparagraph": "(c)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147481112/505-10-50-18" }, "r296": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "505", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "18", "Subparagraph": "(d)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147481112/505-10-50-18" }, "r297": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "505", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147481112/505-10-50-2" }, "r298": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "505", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "3", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147481112/505-10-50-3" }, "r299": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "505", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.3-04)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480008/505-10-S99-1" }, "r300": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "715", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Subparagraph": "(d)(i)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480506/715-20-50-1" }, "r301": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "715", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Subparagraph": "(d)(iv)(01)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480506/715-20-50-1" }, "r302": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "715", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Subparagraph": "(d)(iv)(02)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480506/715-20-50-1" }, "r303": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "715", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Subparagraph": "(d)(iv)(02)(A)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480506/715-20-50-1" }, "r304": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "715", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Subparagraph": "(d)(iv)(02)(B)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480506/715-20-50-1" }, "r305": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "715", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Subparagraph": "(d)(iv)(02)(C)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480506/715-20-50-1" }, "r306": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "715", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Subparagraph": "(d)(iv)(03)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480506/715-20-50-1" }, "r307": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "715", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Subparagraph": "(n)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480506/715-20-50-1" }, "r308": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "715", "SubTopic": "80", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "5", "Subparagraph": "(d)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480576/715-80-50-5" }, "r309": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "715", "SubTopic": "80", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "5", "Subparagraph": "(f)(3)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480576/715-80-50-5" }, "r310": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "718", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(f)(2)(ii)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480429/718-10-50-2" }, "r311": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "718", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(f)(2)(iii)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480429/718-10-50-2" }, "r312": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "718", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(f)(2)(iv)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480429/718-10-50-2" }, "r313": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "718", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "15", "Subparagraph": "(e)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480336/718-10-65-15" }, "r314": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "718", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "15", "Subparagraph": "(f)(1)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480336/718-10-65-15" }, "r315": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "718", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "15", "Subparagraph": "(f)(2)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480336/718-10-65-15" }, "r316": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "718", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SAB Topic 14.E.Q2)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147479830/718-10-S99-1" }, "r317": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "740", "Name": "Accounting Standards Codification", "Publisher": "FASB", "URI": "https://asc.fasb.org//740/tableOfContent" }, "r318": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "740", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "10B", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147482525/740-10-45-10B" }, "r319": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "740", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "25", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147482525/740-10-45-25" }, "r320": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "740", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "28", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147482525/740-10-45-28" }, "r321": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "740", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "10", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147482685/740-10-50-10" }, "r322": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "740", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "12", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147482685/740-10-50-12" }, "r323": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "740", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "14", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147482685/740-10-50-14" }, "r324": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "740", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "15", "Subparagraph": "(c)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147482685/740-10-50-15" }, "r325": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "740", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "15", "Subparagraph": "(e)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147482685/740-10-50-15" }, "r326": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "740", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "15A", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147482685/740-10-50-15A" }, "r327": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "740", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "17", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147482685/740-10-50-17" }, "r328": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "740", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "19", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147482685/740-10-50-19" }, "r329": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "740", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147482685/740-10-50-2" }, "r330": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "740", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(b)", "Publisher": "FASB", "URI":

{"https://asc.fasb.org//1943274/2147482685/740-10-50-2" }, "r331": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "740", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(c)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147482685/740-10-50-2" }, "r332": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "740", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "20", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147482685/740-10-50-20" }, "r333": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "740", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "21", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147482685/740-10-50-21" }, "r334": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "740", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "9", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147482685/740-10-50-9" }, "r335": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "740", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "8", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147482615/740-10-65-8" }, "r336": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "740", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "8", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147482615/740-10-65-8" }, "r337": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "740", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "8", "Subparagraph": "(d)(2)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147482615/740-10-65-8" }, "r338": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "740", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "8", "Subparagraph": "(d)(3)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147482615/740-10-65-8" }, "r339": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "740", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SAB TOPIC 6.I.5.Q1)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147479360/740-10-S99-1" }, "r340": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "740", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SAB TOPIC 6.I.7)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147479360/740-10-S99-1" }, "r341": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "740", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SAB Topic 6.I.Fact.4)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147479360/740-10-S99-1" }, "r342": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "740", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "2", "Subparagraph": "(SAB Topic 11.C)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147479360/740-10-S99-2" }, "r343": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "740", "SubTopic": "270", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147482526/740-270-50-1" }, "r344": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "740", "SubTopic": "30", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147482603/740-30-50-2" }, "r345": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "805", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "3", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147479845/805-20-65-3" }, "r346": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "805", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "3", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147479845/805-20-65-3" }, "r347": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "805", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "3", "Subparagraph": "(d)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147479845/805-20-65-3" }, "r348": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "805", "SubTopic": "30", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Subparagraph": "(b)(1)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147479581/805-30-50-1" }, "r349": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "810", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "25", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147481231/810-10-45-25" }, "r350": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "810", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "25", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147481231/810-10-45-25" }, "r351": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "810", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "3", "Subparagraph": "(bb)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147481203/810-10-50-3" }, "r352": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "810", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "3", "Subparagraph": "(c)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147481203/810-10-50-3" }, "r353": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "815", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "6", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480528/815-20-65-6" }, "r354": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "815", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "6", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480528/815-20-65-6" }, "r355": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "815", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "6", "Subparagraph": "(c)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480528/815-20-65-6" }, "r356": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "815", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "6", "Subparagraph": "(e)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480528/815-20-65-6" }, "r357": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "815", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "6", "Subparagraph": "(f)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480528/815-20-65-6" }, "r358": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "815", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "6", "Subparagraph": "(h)(1)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480528/815-20-65-6" }, "r359": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "815", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "6", "Subparagraph": "(h)(1)(i)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480528/815-20-65-6" }, "r360": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "815", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "6", "Subparagraph": "(h)(1)(iii)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480528/815-20-65-6" }, "r361": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "815", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "6", "Subparagraph": "(h)(1)(iv)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480528/815-20-65-6" }, "r362": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "815", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "6", "Subparagraph": "(i)(2)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480528/815-20-65-6" }, "r363": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "815", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "6", "Subparagraph": "(i)(3)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480528/815-20-65-6" }, "r364": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "815", "SubTopic": "40", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "5", "Subparagraph": "(f)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480237/815-40-50-5" }, "r365": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "815", "SubTopic": "40", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "6", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480237/815-40-50-6" }, "r366": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "815", "SubTopic": "40", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "1", "Subparagraph": "(a)(1)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480175/815-40-65-1" }, "r367": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "815", "SubTopic": "40", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "1", "Subparagraph": "(a)(2)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480175/815-40-65-1" }, "r368": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "815", "SubTopic": "40", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "1", "Subparagraph": "(a)(3)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480175/815-40-65-1" }, "r369": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "815", "SubTopic": "40", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "1", "Subparagraph": "(b)(1)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480175/815-40-65-1" }, "r370": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "815", "SubTopic": "40", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "1", "Subparagraph": "(b)(2)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480175/815-40-65-1" }, "r371": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "815", "SubTopic": "40", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "1", "Subparagraph": "(c)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480175/815-40-65-1" }, "r372": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "815", "SubTopic": "40", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "1", "Subparagraph": "(d)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480175/815-40-65-1" }, "r373": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "815", "SubTopic": "40", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "1", "Subparagraph": "(e)(2)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480175/815-40-65-1" }, "r374": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "815", "SubTopic": "40", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "1", "Subparagraph": "(e)(3)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480175/815-40-65-1" }, "r375": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "815", "SubTopic": "40", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "1", "Subparagraph": "(e)(4)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480175/815-40-65-1" }, "r376": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "815", "SubTopic": "40", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "1", "Subparagraph": "(f)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480175/815-40-65-1" }, "r377": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "815", "SubTopic": "40", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "2", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480175/815-40-65-2" }, "r378": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "820", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147482106/820-10-50-2" }, "r379": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "820", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147482106/820-10-50-2" }, "r380": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "820", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147482106/820-10-50-2" }, "r381": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "820", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(bbb)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147482106/820-10-50-2" }, "r382": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "820", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(bbb)(1)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147482106/820-10-50-2" }, "r383": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "820", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(bbb)(2)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147482106/820-10-50-2" }, "r384": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "820", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(c)(1)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147482106/820-10-50-2" }, "r385": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "820", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(c)(3)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147482106/820-10-50-2" }, "r386": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "820", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "3", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147482106/820-10-50-3" }, "r387": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "820", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "6A", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147482106/820-10-50-6A" }, "r388": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "820", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "13", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147482477/820-10-65-13" }, "r389": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "820", "SubTopic": "10", "Name":

"Accounting Standards Codification", "Section": "65", "Paragraph": "13", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147482477/820-10-65-13" }, "r390": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "825", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "10", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147482907/825-10-50-10" }, "r391": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "825", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "28", "Subparagraph": "(f)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147482907/825-10-50-28" }, "r392": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "825", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "6", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147482833/825-10-65-6" }, "r393": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "825", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "6", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147482833/825-10-65-6" }, "r394": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "825", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "6", "Subparagraph": "(c)(1)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147482833/825-10-65-6" }, "r395": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "825", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "6", "Subparagraph": "(c)(2)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147482833/825-10-65-6" }, "r396": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "830", "SubTopic": "30", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "17", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147481694/830-30-45-17" }, "r397": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "830", "SubTopic": "30", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "20", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147481694/830-30-45-20" }, "r398": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "830", "SubTopic": "30", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "20", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147481694/830-30-45-20" }, "r399": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "830", "SubTopic": "30", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "20", "Subparagraph": "(c)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147481694/830-30-45-20" }, "r400": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "830", "SubTopic": "30", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "20", "Subparagraph": "(d)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147481694/830-30-45-20" }, "r401": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "830", "SubTopic": "30", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147481674/830-30-50-1" }, "r402": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "830", "SubTopic": "30", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147481674/830-30-50-2" }, "r403": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "832", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "1", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147483482/832-10-65-1" }, "r404": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "832", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "1", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147483482/832-10-65-1" }, "r405": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "835", "SubTopic": "30", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147482900/835-30-50-1" }, "r406": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "842", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "5", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147479832/842-10-65-5" }, "r407": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "842", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "5", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147479832/842-10-65-5" }, "r408": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "842", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "5", "Subparagraph": "(c)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147479832/842-10-65-5" }, "r409": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "842", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "5", "Subparagraph": "(d)(1)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147479832/842-10-65-5" }, "r410": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "848", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "2", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147483550/848-10-65-2" }, "r411": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "848", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "2", "Subparagraph": "(a)(1)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147483550/848-10-65-2" }, "r412": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "848", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "2", "Subparagraph": "(a)(2)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147483550/848-10-65-2" }, "r413": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "848", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "2", "Subparagraph": "(a)(3)(iii)(01)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147483550/848-10-65-2" }, "r414": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "848", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "2", "Subparagraph": "(a)(3)(iii)(03)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147483550/848-10-65-2" }, "r415": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "850", "Name": "Accounting Standards Codification", "Publisher": "FASB", "URI": "https://asc.fasb.org//850/tableOfContent" }, "r416": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "850", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147483326/850-10-50-1" }, "r417": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "850", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147483326/850-10-50-1" }, "r418": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "850", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Subparagraph": "(c)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147483326/850-10-50-1" }, "r419": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "850", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Subparagraph": "(d)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147483326/850-10-50-1" }, "r420": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "850", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147483326/850-10-50-2" }, "r421": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "850", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "3", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147483326/850-10-50-3" }, "r422": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "850", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "6", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147483326/850-10-50-6" }, "r423": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "855", "Name": "Accounting Standards Codification", "Publisher": "FASB", "URI": "https://asc.fasb.org//855/tableOfContent" }, "r424": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "855", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147483399/855-10-50-2" }, "r425": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "855", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147483399/855-10-50-2" }, "r426": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "860", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "3", "Subparagraph": "(b)(2)(i)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147481326/860-20-50-3" }, "r427": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "860", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "3", "Subparagraph": "(b)(2)(ii)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147481326/860-20-50-3" }, "r428": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "860", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "3", "Subparagraph": "(b)(3)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147481326/860-20-50-3" }, "r429": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "860", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "3", "Subparagraph": "(bb)(1)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147481326/860-20-50-3" }, "r430": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "860", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "3", "Subparagraph": "(bb)(2)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147481326/860-20-50-3" }, "r431": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "860", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "3", "Subparagraph": "(bb)(3)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147481326/860-20-50-3" }, "r432": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "860", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "3", "Subparagraph": "(c)(1)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147481326/860-20-50-3" }, "r433": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "860", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "3", "Subparagraph": "(c)(2)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147481326/860-20-50-3" }, "r434": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "860", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "3", "Subparagraph": "(c)(3)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147481326/860-20-50-3" }, "r435": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "860", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "4", "Subparagraph": "(b)(1)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147481326/860-20-50-4" }, "r436": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "860", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "4", "Subparagraph": "(b)(2)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147481326/860-20-50-4" }, "r437": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "860", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "4", "Subparagraph": "(b)(3)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147481326/860-20-50-4" }, "r438": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "860", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "4", "Subparagraph": "(c)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147481326/860-20-50-4" }, "r439": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "860", "SubTopic": "30", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "1", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147481444/860-30-45-1" }, "r440": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "860", "SubTopic": "30", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "7", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147481420/860-30-50-7" }, "r441": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "860", "SubTopic": "50", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "3", "Subparagraph": "(a)(1)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147481229/860-50-50-3" }, "r442": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "860", "SubTopic": "50", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "3", "Subparagraph": "(a)(2)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147481229/860-50-50-3" }, "r443": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "860", "SubTopic": "50", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "3", "Subparagraph": "(a)(3)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147481229/860-50-50-3" }, "r444": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "860", "SubTopic": "50", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "3", "Subparagraph": "(a)(4)(i)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147481229/860-50-50-3" }, "r445": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "860", "SubTopic": "50", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "4", "Subparagraph": "(a)(1)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147481229/860-50-50-4" }, "r446": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "860", "SubTopic": "50", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "4", "Subparagraph": "(a)(2)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147481229/860-50-50-4" }, "r447": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "860", "SubTopic": "50", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "4", "Subparagraph": "(a)(3)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147481229/860-50-50-4" }, "r448": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "860", "SubTopic": "50", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "4", "Subparagraph": "(a)(4)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147481229/860-50-50-4" }, "r449": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "860", "SubTopic": "50", "Name":

"Accounting Standards Codification", "Section": "50", "Paragraph": "4", "Subparagraph": "(a)(5)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147481229/860-50-50-4" }, "r450": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "860", "SubTopic": "50", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "4", "Subparagraph": "(a)(6)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147481229/860-50-50-4" }, "r451": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "860", "SubTopic": "50", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "4", "Subparagraph": "(a)(7)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147481229/860-50-50-4" }, "r452": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "860", "SubTopic": "50", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "4", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147481229/860-50-50-4" }, "r453": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "860", "SubTopic": "50", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "4", "Subparagraph": "(e)(1)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147481229/860-50-50-4" }, "r454": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "860", "SubTopic": "50", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "4", "Subparagraph": "(e)(2)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147481229/860-50-50-4" }, "r455": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "860", "SubTopic": "50", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "4", "Subparagraph": "(e)(3)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147481229/860-50-50-4" }, "r456": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "910", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "6", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147482546/910-10-50-6" }, "r457": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "924", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SAB Topic 11.L)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147479941/924-10-S99-1" }, "r458": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "926", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "2", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147483194/926-20-65-2" }, "r459": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "926", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "2", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147483194/926-20-65-2" }, "r460": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "926", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "2", "Subparagraph": "(c)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147483194/926-20-65-2" }, "r461": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "932", "SubTopic": "235", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "15", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147482274/932-235-50-15" }, "r462": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "932", "SubTopic": "235", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "15", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147482274/932-235-50-15" }, "r463": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "932", "SubTopic": "235", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "20", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147482274/932-235-50-20" }, "r464": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "932", "SubTopic": "235", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "20", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147482274/932-235-50-20" }, "r465": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "932", "SubTopic": "235", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "28", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147482274/932-235-50-28" }, "r466": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "932", "SubTopic": "235", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "28", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147482274/932-235-50-28" }, "r467": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "932", "SubTopic": "235", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "33", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147482274/932-235-50-33" }, "r468": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "932", "SubTopic": "235", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "33", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147482274/932-235-50-33" }, "r469": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "932", "SubTopic": "235", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "35A", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147482274/932-235-50-35A" }, "r470": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "932", "SubTopic": "235", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "35A", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147482274/932-235-50-35A" }, "r471": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "932", "SubTopic": "235", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "8", "Subparagraph": "(c)(1)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147482274/932-235-50-8" }, "r472": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "932", "SubTopic": "235", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "8", "Subparagraph": "(c)(2)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147482274/932-235-50-8" }, "r473": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "942", "SubTopic": "220", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.9-04(27))", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147483589/942-220-S99-1" }, "r474": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "942", "SubTopic": "235", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.9-05(b)(2))", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147479557/942-235-S99-1" }, "r475": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "944", "SubTopic": "210", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.7-03(a)(12))", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147479440/944-210-S99-1" }, "r476": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "944", "SubTopic": "210", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.7-03(a)(19))", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147479440/944-210-S99-1" }, "r477": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "944", "SubTopic": "210", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.7-03(a)(2))", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147479440/944-210-S99-1" }, "r478": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "944", "SubTopic": "210", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.7-03(a)(21))", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147479440/944-210-S99-1" }, "r479": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "944", "SubTopic": "210", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.7-03(a)(22))", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147479440/944-210-S99-1" }, "r480": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "944", "SubTopic": "210", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.7-03(a)(23)(a)(1))", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147479440/944-210-S99-1" }, "r481": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "944", "SubTopic": "210", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.7-03(a)(23)(a)(4))", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147479440/944-210-S99-1" }, "r482": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "944", "SubTopic": "210", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.7-03(a)(25))", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147479440/944-210-S99-1" }, "r483": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "944", "SubTopic": "220", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.7-04(11))", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147483586/944-220-S99-1" }, "r484": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "944", "SubTopic": "220", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.7-04(18))", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147483586/944-220-S99-1" }, "r485": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "944", "SubTopic": "220", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.7-04(2)(a))", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147483586/944-220-S99-1" }, "r486": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "944", "SubTopic": "220", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.7-04(23))", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147483586/944-220-S99-1" }, "r487": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "944", "SubTopic": "220", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.7-04(9))", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147483586/944-220-S99-1" }, "r488": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "944", "SubTopic": "40", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "7A", "Subparagraph": "(d)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480081/944-40-50-7A" }, "r489": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "944", "SubTopic": "40", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "2", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480016/944-40-65-2" }, "r490": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "944", "SubTopic": "40", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "2", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480016/944-40-65-2" }, "r491": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "944", "SubTopic": "40", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "2", "Subparagraph": "(e)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480016/944-40-65-2" }, "r492": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "944", "SubTopic": "40", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "2", "Subparagraph": "(f)(1)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480016/944-40-65-2" }, "r493": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "944", "SubTopic": "40", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "2", "Subparagraph": "(f)(2)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480016/944-40-65-2" }, "r494": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "944", "SubTopic": "40", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "2", "Subparagraph": "(g)(1)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480016/944-40-65-2" }, "r495": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "944", "SubTopic": "40", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "2", "Subparagraph": "(g)(2)(i)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480016/944-40-65-2" }, "r496": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "944", "SubTopic": "40", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "2", "Subparagraph": "(g)(2)(ii)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480016/944-40-65-2" }, "r497": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "944", "SubTopic": "40", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "2", "Subparagraph": "(g)(2)(iii)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480016/944-40-65-2" }, "r498": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "944", "SubTopic": "40", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "2", "Subparagraph": "(g)(2)(iv)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480016/944-40-65-2" }, "r499": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "944", "SubTopic": "40", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "2", "Subparagraph": "(h)(1)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480016/944-40-65-2" }, "r500": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "944", "SubTopic": "40", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "2", "Subparagraph": "(h)(2)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480016/944-40-65-2" }, "r501": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "3", "Subparagraph": "(SX 210.6-03(d))", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147479886/946-10-S99-3" }, "r502": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "3", "Subparagraph": "(SX 210.6-03(h)(1))", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147479886/946-10-S99-3" }, "r503": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "3", "Subparagraph": "(SX 210.6-03(i)(1))", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147479886/946-10-S99-3" }, "r504": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "3", "Subparagraph": "(SX 210.6-03(i)(2)(i))", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147479886/946-10-S99-3" }, "r505": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "3", "Subparagraph": "(SX 210.6-03(i)(2)(ii))", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147479886/946-10-S99-3" }, "r506": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "10", "Name":

"Accounting Standards Codification", "Section": "S99", "Paragraph": "3", "Subparagraph": "(SX 210.6-03(i)(2))", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147479886/946-10-S99-3" }, "r507": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "11", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480990/946-20-50-11" }, "r508": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "13", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480990/946-20-50-13" }, "r509": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480990/946-20-50-2" }, "r510": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "5", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480990/946-20-50-5" }, "r511": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "6", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480990/946-20-50-6" }, "r512": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "205", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "4", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480767/946-205-45-4" }, "r513": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "205", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480737/946-205-50-2" }, "r514": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "205", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "27", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480737/946-205-50-27" }, "r515": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "205", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "7", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480737/946-205-50-7" }, "r516": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "205", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "7", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480737/946-205-50-7" }, "r517": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "205", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "7", "Subparagraph": "(c)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480737/946-205-50-7" }, "r518": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "205", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "7", "Subparagraph": "(d)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480737/946-205-50-7" }, "r519": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "205", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "7", "Subparagraph": "(e)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480737/946-205-50-7" }, "r520": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "205", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "7", "Subparagraph": "(f)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480737/946-205-50-7" }, "r521": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "205", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "7", "Subparagraph": "(g)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480737/946-205-50-7" }, "r522": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "205", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "7", "Subparagraph": "(h)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480737/946-205-50-7" }, "r523": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "210", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "21", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480555/946-210-45-21" }, "r524": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "210", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "4", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480555/946-210-45-4" }, "r525": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "210", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Subparagraph": "(b)(2)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480524/946-210-50-1" }, "r526": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "210", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480524/946-210-50-2" }, "r527": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "210", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "6", "Subparagraph": "(a)(2)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480524/946-210-50-6" }, "r528": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "210", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "6", "Subparagraph": "(e)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480524/946-210-50-6" }, "r529": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "210", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "6", "Subparagraph": "(f)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480524/946-210-50-6" }, "r530": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "210", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.6-04(1))", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147479617/946-210-S99-1" }, "r531": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "210", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.6-04(12)(b)(1))", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147479617/946-210-S99-1" }, "r532": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "210", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.6-04(12)(b)(2))", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147479617/946-210-S99-1" }, "r533": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "210", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.6-04(12)(b)(3))", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147479617/946-210-S99-1" }, "r534": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "210", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.6-04(13)(a)(2))", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147479617/946-210-S99-1" }, "r535": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "210", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.6-04(13)(a)(3))", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147479617/946-210-S99-1" }, "r536": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "210", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.6-04(14))", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147479617/946-210-S99-1" }, "r537": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "210", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.6-04(15))", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147479617/946-210-S99-1" }, "r538": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "210", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.6-04(16)(a))", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147479617/946-210-S99-1" }, "r539": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "210", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.6-04(17))", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147479617/946-210-S99-1" }, "r540": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "210", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.6-04(19))", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147479617/946-210-S99-1" }, "r541": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "210", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.6-04(2)(a))", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147479617/946-210-S99-1" }, "r542": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "210", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.6-04(2)(b))", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147479617/946-210-S99-1" }, "r543": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "210", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.6-04(3)(a))", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147479617/946-210-S99-1" }, "r544": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "210", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.6-04(3)(b))", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147479617/946-210-S99-1" }, "r545": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "210", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.6-04(3)(c))", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147479617/946-210-S99-1" }, "r546": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "210", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.6-04(4))", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147479617/946-210-S99-1" }, "r547": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "210", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.6-04(6)(b))", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147479617/946-210-S99-1" }, "r548": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "210", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.6-04(6)(c))", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147479617/946-210-S99-1" }, "r549": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "210", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.6-04(6)(d))", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147479617/946-210-S99-1" }, "r550": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "210", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.6-04(6)(e))", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147479617/946-210-S99-1" }, "r551": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "210", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.6-04(8))", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147479617/946-210-S99-1" }, "r552": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "210", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.6-04(9)(b))", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147479617/946-210-S99-1" }, "r553": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "210", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.6-04(9)(c))", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147479617/946-210-S99-1" }, "r554": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "210", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.6-04(9)(d))", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147479617/946-210-S99-1" }, "r555": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "210", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.6-04(9)(e))", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147479617/946-210-S99-1" }, "r556": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "210", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "2", "Subparagraph": "(SX 210.6-05(2))", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147479617/946-210-S99-2" }, "r557": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "210", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "2", "Subparagraph": "(SX 210.6-05(4))", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147479617/946-210-S99-2" }, "r558": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "220", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "3", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147483581/946-220-45-3" }, "r559": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "220", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "7", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147483581/946-220-45-7" }, "r560": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "220", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "3", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147483580/946-220-50-3" }, "r561": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "220", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.6-07(1))", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147483575/946-220-S99-1" }, "r562": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "220", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.6-07(2)(a))", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147483575/946-220-S99-1" }, "r563": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "220", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.6-07(2)(c)(2)(i))", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147483575/946-220-S99-1" }, "r564": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "220", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.6-07(2)(c)(2)(ii))", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147483575/946-220-S99-1" }, "r565": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "220", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.6-07(2)(c))", "Publisher": "FASB", "URI":

{"https://asc.fasb.org//1943274/2147483575/946-220-S99-1" }, "r566": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "220", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.6-07(2)(e))", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147483575/946-220-S99-1" }, "r567": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "220", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.6-07(2)(g)(3))", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147483575/946-220-S99-1" }, "r568": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "220", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.6-07(7)(a)(1))", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147483575/946-220-S99-1" }, "r569": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "220", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.6-07(7)(a)(2))", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147483575/946-220-S99-1" }, "r570": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "220", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.6-07(7)(a)(3))", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147483575/946-220-S99-1" }, "r571": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "220", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.6-07(7)(a)(5))", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147483575/946-220-S99-1" }, "r572": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "220", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.6-07(7)(a)(6))", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147483575/946-220-S99-1" }, "r573": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "220", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.6-07(7)(a)(7))", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147483575/946-220-S99-1" }, "r574": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "220", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.6-07(7)(c)(1))", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147483575/946-220-S99-1" }, "r575": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "220", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.6-07(7)(c)(2))", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147483575/946-220-S99-1" }, "r576": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "220", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.6-07(7)(c)(3))", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147483575/946-220-S99-1" }, "r577": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "220", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.6-07(7)(c)(5))", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147483575/946-220-S99-1" }, "r578": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "220", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.6-07(7)(c)(6))", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147483575/946-220-S99-1" }, "r579": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "220", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.6-07(7)(c)(7))", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147483575/946-220-S99-1" }, "r580": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "220", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.6-07(9))", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147483575/946-220-S99-1" }, "r581": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "220", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "3", "Subparagraph": "(SX 210.6-09(1)(d))", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147483575/946-220-S99-3" }, "r582": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "220", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "3", "Subparagraph": "(SX 210.6-09(4)(b))", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147483575/946-220-S99-3" }, "r583": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "220", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "3", "Subparagraph": "(SX 210.6-09(6))", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147483575/946-220-S99-3" }, "r584": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "220", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "3", "Subparagraph": "(SX 210.6-09(7))", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147483575/946-220-S99-3" }, "r585": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "235", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147481062/946-235-50-2" }, "r586": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "235", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(c)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147481062/946-235-50-2" }, "r587": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "235", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(d)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147481062/946-235-50-2" }, "r588": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "235", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(e)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147481062/946-235-50-2" }, "r589": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "310", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "1", "Subparagraph": "(d)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480833/946-310-45-1" }, "r590": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "320", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.12-12(Column A)(Footnote 2))", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480032/946-320-S99-1" }, "r591": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "320", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.12-12(Column C)(Footnote 5))", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480032/946-320-S99-1" }, "r592": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "320", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "2", "Subparagraph": "(SX 210.12-12A(Column A)(Footnote 2))", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480032/946-320-S99-2" }, "r593": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "320", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "2", "Subparagraph": "(SX 210.12-12A(Column C)(Footnote 4))", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480032/946-320-S99-2" }, "r594": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "320", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "3", "Subparagraph": "(SX 210.12-12B(Column A)(Footnote 4)(a))", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480032/946-320-S99-3" }, "r595": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "320", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "3", "Subparagraph": "(SX 210.12-12B(Column A)(Footnote 4)(b))", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480032/946-320-S99-3" }, "r596": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "320", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "3", "Subparagraph": "(SX 210.12-12B(Column C)(Footnote 2))", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480032/946-320-S99-3" }, "r597": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "320", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "6", "Subparagraph": "(SX 210.12-14(Column A)(Footnote 2))", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480032/946-320-S99-6" }, "r598": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "320", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "6", "Subparagraph": "(SX 210.12-14(Column F)(Footnote 7))", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480032/946-320-S99-6" }, "r599": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "505", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147481004/946-505-50-1" }, "r600": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "505", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147481004/946-505-50-2" }, "r601": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "505", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147481004/946-505-50-2" }, "r602": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "505", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(c)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147481004/946-505-50-2" }, "r603": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "505", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(d)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147481004/946-505-50-2" }, "r604": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "505", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "6", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147481004/946-505-50-6" }, "r605": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "948", "SubTopic": "310", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.12-29(Footnote 4))", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147479851/948-310-S99-1" }, "r606": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "954", "SubTopic": "440", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480327/954-440-50-1" }, "r607": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "970", "SubTopic": "360", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.12-28(Column B))", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147479438/970-360-S99-1" }, "r608": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "970", "SubTopic": "360", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.12-28(Column C))", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147479438/970-360-S99-1" }, "r609": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "970", "SubTopic": "360", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.12-28(Column D))", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147479438/970-360-S99-1" }, "r610": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "970", "SubTopic": "360", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.12-28(Column E))", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147479438/970-360-S99-1" }, "r611": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "970", "SubTopic": "360", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.12-28(Column F))", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147479438/970-360-S99-1" }, "r612": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "970", "SubTopic": "360", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.12-28(Column G))", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147479438/970-360-S99-1" }, "r613": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "970", "SubTopic": "360", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.12-28(Column H))", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147479438/970-360-S99-1" }, "r614": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "970", "SubTopic": "360", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.12-28(Column I))", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147479438/970-360-S99-1" }, "r615": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "970", "SubTopic": "360", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.12-28(Footnote 2))", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147479438/970-360-S99-1" }, "r616": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "976", "SubTopic": "310", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Subparagraph": "(c)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147482856/976-310-50-1" }, "r617": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "978", "SubTopic": "310", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147482707/978-310-50-1" }, "r618": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Name": "Accounting Standards Codification", "Section": "55", "Paragraph": "13H", "Subparagraph": "(b)", "SubTopic": "40", "Topic": "944", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480046/944-40-55-13H" }, "r619": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "210", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "1", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147483467/210-10-45-1" }, "r620": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "210", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "1", "Subparagraph": "(g)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147483467/210-10-45-1" }, "r621": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "260", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "55", "Paragraph": "52", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147482635/260-10-55-52" }, "r622": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "280", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "30", "Subparagraph": "(d)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147482810/280-10-50-30" }, "r623": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "280", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "31", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147482810/280-10-50-31" }, "r624":

{ "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "310", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "55", "Paragraph": "12A", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147481933/310-10-55-12A" }, "r625": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "326", "SubTopic": "30", "Name": "Accounting Standards Codification", "Section": "55", "Paragraph": "8", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147479081/326-30-55-8" }, "r626": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "470", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1B", "Subparagraph": "(d)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147481139/470-20-50-1B" }, "r627": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "470", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "55", "Paragraph": "69B", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147481568/470-20-55-69B" }, "r628": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "470", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "55", "Paragraph": "69C", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147481568/470-20-55-69C" }, "r629": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "470", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "55", "Paragraph": "69E", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147481568/470-20-55-69E" }, "r630": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "470", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "55", "Paragraph": "69F", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147481568/470-20-55-69F" }, "r631": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "505", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "13", "Subparagraph": "(d)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147481112/505-10-50-13" }, "r632": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "606", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "55", "Paragraph": "91", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147479777/606-10-55-91" }, "r633": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "715", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Subparagraph": "(d)(ii)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480506/715-20-50-1" }, "r634": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "715", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Subparagraph": "(d)(iv)(01)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480506/715-20-50-1" }, "r635": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "715", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "55", "Paragraph": "17", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480482/715-20-55-17" }, "r636": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "715", "SubTopic": "80", "Name": "Accounting Standards Codification", "Section": "55", "Paragraph": "8", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480547/715-80-55-8" }, "r637": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "852", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "55", "Paragraph": "10", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147481372/852-10-55-10" }, "r638": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "944", "SubTopic": "40", "Name": "Accounting Standards Codification", "Section": "55", "Paragraph": "29F", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480046/944-40-55-29F" }, "r639": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "946", "SubTopic": "210", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Subparagraph": "(b)(1)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480524/946-210-50-1" }, "r640": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "946", "SubTopic": "210", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "6", "Subparagraph": "(a)(1)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480524/946-210-50-6" }, "r641": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "946", "SubTopic": "210", "Name": "Accounting Standards Codification", "Section": "55", "Paragraph": "1", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480493/946-210-55-1" }, "r642": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "946", "SubTopic": "310", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "1", "Subparagraph": "(d)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480833/946-310-45-1" }, "r643": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "946", "SubTopic": "320", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.12-12(Column A)(Footnote 2)(i))", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480032/946-320-S99-1" }, "r644": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "946", "SubTopic": "320", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "2", "Subparagraph": "(SX 210.12-12A(Column A)(Footnote 2))", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480032/946-320-S99-2" }, "r645": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "946", "SubTopic": "320", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "3", "Subparagraph": "(SX 210.12-12B(Column A)(Footnote 1)(a))", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480032/946-320-S99-3" }, "r646": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "946", "SubTopic": "320", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "6", "Subparagraph": "(SX 210.12-14(Column A)(Footnote 2))", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480032/946-320-S99-6" }, "r647": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "946", "SubTopic": "830", "Name": "Accounting Standards Codification", "Section": "55", "Paragraph": "10", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480167/946-830-55-10" }, "r648": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "946", "SubTopic": "830", "Name": "Accounting Standards Codification", "Section": "55", "Paragraph": "12", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480167/946-830-55-12" }, "r649": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Exchange Act", "Number": "240", "Section": "12", "Subsection": "b-2" }, "r650": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Form 20-F", "Number": "249", "Section": "220", "Subsection": "f" }, "r651": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Form 40-F", "Number": "249", "Section": "240", "Subsection": "f" }, "r652": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Securities Act", "Number": "7A", "Section": "B", "Subsection": "2" }, "r653": { "role": "http://www.xbrl.org/2003/role/recommendedDisclosureRef", "Topic": "272", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "3", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147483014/272-10-45-3" }, "r654": { "role": "http://www.xbrl.org/2003/role/recommendedDisclosureRef", "Topic": "450", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "10", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147483076/450-20-50-10" }, "r655": { "role": "http://www.xbrl.org/2003/role/recommendedDisclosureRef", "Topic": "855", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "3", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147483399/855-10-50-3" }, "r656": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "9", "Subparagraph": "(a)", "SubTopic": "10", "Topic": "740", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147482685/740-10-50-9" }, "r657": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Name": "Regulation S-K (SK)", "Number": "229", "Section": "1402", "Paragraph": "(a)", "Publisher": "SEC" }, "r658": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Name": "Regulation S-K (SK)", "Number": "229", "Section": "1402", "Paragraph": "(b)", "Subparagraph": "(1)", "Publisher": "SEC" }, "r659": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Name": "Regulation S-K (SK)", "Number": "229", "Section": "1402", "Paragraph": "(b)", "Subparagraph": "(2)", "Publisher": "SEC" }, "r660": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Name": "Regulation S-K (SK)", "Number": "229", "Section": "1402", "Paragraph": "(b)", "Subparagraph": "(3)", "Publisher": "SEC" }, "r661": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Name": "Regulation S-K (SK)", "Number": "229", "Section": "1402", "Paragraph": "(c)", "Subparagraph": "(2)(i)", "Publisher": "SEC" }, "r662": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Name": "Regulation S-K (SK)", "Number": "229", "Section": "1402", "Paragraph": "(c)", "Subparagraph": "(2)(ii)", "Publisher": "SEC" }, "r663": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Name": "Regulation S-K (SK)", "Number": "229", "Section": "1402", "Paragraph": "(c)", "Subparagraph": "(2)(iii)", "Publisher": "SEC" }, "r664": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "210", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.5-02(1))", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480566/210-10-S99-1" }, "r665": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "210", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.5-02(17))", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480566/210-10-S99-1" }, "r666": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "210", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.5-02(2))", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480566/210-10-S99-1" }, "r667": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "230", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "16", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147482740/230-10-45-16" }, "r668": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "235", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.4-08(b))", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480678/235-10-S99-1" }, "r669": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "235", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.4-08(d))", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480678/235-10-S99-1" }, "r670": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "235", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.4-08(f))", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480678/235-10-S99-1" }, "r671": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "235", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.4-08(g)(1)(ii))", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480678/235-10-S99-1" }, "r672": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "235", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.4-08(h)(1)(Note 1))", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480678/235-10-S99-1" }, "r673": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "250", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "23", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147483421/250-10-45-23" }, "r674": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "250", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "24", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147483421/250-10-45-24" }, "r675": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "250", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "5", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147483421/250-10-45-5" }, "r676": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "250", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "4", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147483443/250-10-50-4" }, "r677": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "260", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "55", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147482689/260-10-45-55" }, "r678": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "260", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147482662/260-10-50-1" }, "r679": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "310", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "13", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147481990/310-10-45-13" }, "r680": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "320", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "9", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147481800/320-10-50-9" }, "r681": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "321", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "3", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147479536/321-10-50-3" }, "r682": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "321", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "3", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147479536/321-10-50-3" }, "r683": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "321", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "3", "Subparagraph": "(c)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147479536/321-10-50-3" }, "r684": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "323", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "3", "Subparagraph": "(c)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147481687/323-10-50-3" }, "r685": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "410", "SubTopic": "30", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "10", "Subparagraph": "(c)", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147481931/410-30-50-10" }, "r686": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "450", "Name": "Accounting Standards Codification", "Publisher": "FASB", "URI": "https://asc.fasb.org//450/tableOfContent" }, "r687": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "470", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1A", "Subparagraph": "(SX 210.13-01(a)(4)(ii))", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480097/470-10-S99-1A" }, "r688": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "470", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1A", "Subparagraph": "(SX 210.13-01(a)(4)(iii))", "Publisher": "FASB", "URI": "https://asc.fasb.org//1943274/2147480097/470-10-S99-1A" }, "r689": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "470", "SubTopic": "20",

"Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1B", "Subparagraph": "(d)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481139/470-20-50-1B" }, "r690": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "606", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "5", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479806/606-10-50-5" }, "r691": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "715", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Subparagraph": "(d)(iv)(01)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480506/715-20-50-1" }, "r692": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "740", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "12", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482685/740-10-50-12" }, "r693": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "740", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482685/740-10-50-2" }, "r694": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "740", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "6", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482685/740-10-50-6" }, "r695": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "740", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "9", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482685/740-10-50-9" }, "r696": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "740", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SAB Topic 6.I.7)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479360/740-10-S99-1" }, "r697": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "740", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SAB Topic 6.I.Fact.4)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479360/740-10-S99-1" }, "r698": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "815", "SubTopic": "40", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "1", "Subparagraph": "(e)(3)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480175/815-40-65-1" }, "r699": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "820", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(bbb)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482106/820-10-50-2" }, "r700": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "820", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(bbb)(2)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482106/820-10-50-2" }, "r701": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "820", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "3", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482106/820-10-50-3" }, "r702": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "825", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "28", "Subparagraph": "(f)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482907/825-10-50-28" }, "r703": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "850", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147483326/850-10-50-2" }, "r704": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "850", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "3", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147483326/850-10-50-3" }, "r705": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "852", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "7", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481404/852-10-50-7" }, "r706": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "852", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "7", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481404/852-10-50-7" }, "r707": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "860", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "3", "Subparagraph": "(c)(1)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481326/860-20-50-3" }, "r708": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "860", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "3", "Subparagraph": "(c)(2)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481326/860-20-50-3" }, "r709": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "860", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "3", "Subparagraph": "(c)(3)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481326/860-20-50-3" }, "r710": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "860", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "4", "Subparagraph": "(b)(1)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481326/860-20-50-4" }, "r711": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "860", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "4", "Subparagraph": "(b)(2)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481326/860-20-50-4" }, "r712": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "860", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "4", "Subparagraph": "(b)(3)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481326/860-20-50-4" }, "r713": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "944", "SubTopic": "210", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.7-03(a)(16)(a)(2))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479440/944-210-S99-1" }, "r714": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "944", "SubTopic": "210", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.7-03(a)(2))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479440/944-210-S99-1" }, "r715": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "944", "SubTopic": "30", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2B", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479432/944-30-50-2B" }, "r716": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "946", "SubTopic": "205", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "4", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480767/946-205-45-4" }, "r717": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "946", "SubTopic": "210", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.6-04(18))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479617/946-210-S99-1" }, "r718": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "946", "SubTopic": "220", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "3", "Subparagraph": "(SX 210.6-09(4)(b))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147483575/946-220-S99-3" }, "r719": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "946", "SubTopic": "220", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "3", "Subparagraph": "(SX 210.6-09(7))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147483575/946-220-S99-3" } } } ZIP 62 0001193125-24-036595-xbrl.zip IDEA: XBRL DOCUMENT begin 644 0001193125-24-036595-xbrl.zip M4$L#!!0 ($"*3EC1(K/:@0, ,H(1 9##(S,2YH M=&VU5M]OVD@0?D?B?QAQ4M5* 4+2NZO L<0/DZ!S &Y7AX7>XQ7M7?=W?41 M^M=WQD"YGDCZDKQ0Z_%XYON^^;Q>[VYU'_K>7= ?^?6:MYJLPL / FE>7;$$%6;$(@'?S(=!?, +M,5 M+(+;R7(5+ ((1S!\&X60(_>%PIC!=3;:W;)XL[M_]UOGX1V\)P]ETR2!X[8P%,L,898D M-M4&8:A-T8+W";D$3;:#+TIO%0@+XTSD"WH:RFMK,I4J1^_5F/*!F\!\(\;U MVM%#]738M(6(L$LUC"@;_K))WN4TGSOKTH#!0AL',0&*X5Z8*'VGUK;H77=&I%C0?0$'""#]YK88="F/W M$T5"T@0VZ1 M!(VES:6U!(#U8V4TU6>_X-J4PNSV>#H? *SQTQ22ACO)?8RRI(EDPT5FF MMZS]7M,,EP?>OY@W2T(5#@Q_=NH+/NU<-O\Z&I65YDY<;B]GO796SQ]>Y8^1 M=&&FU/L 5$21+M7)&K_$4!AL#N@C5FCM$^\ [_,%YGZVO;=K5KE#34Y7T_#/TPG'OM_1+>?.=] MN?7;_2E]7CY[\^4"IH\OT7R59N>_UF/;-IT;Z!W.$70^8!C?!BA8'6&^0Y0 M2P.$% @ 0(I.6&N;HR1F @ Z@4 !$!D- SDQ.3DW9&5X,C,R+FAT M,;U4[VO,,!#]7NC_<'A0-DCB)NU825Q#DSI-P$M"XZ[++1]D^QP);$1+<7W_] M3DZRLM'M4^D7HSN==>^!,UXP2[[*83"+KJ!#XZ,@F2=Q%$8_NX.SWB#P=R'E M_7T!:,/E!0;&-Y-EO+R!].YG\R3R8)ULXNC2]!C ;HE\6]KA0NJ.59[!\XZ/ MZ(D)"HLZ#* [G/P[UCSRWY?"B]Y4+#UC%MX++>P,*V?P6K0UG-]):+KI5]>*KL M"/9Q*]V5]2Y52&&[AK_@L\:%ZSFU?,PX34:6. CW.]:4:>K>'ZSN/2TP^F% MP3B,GDJ><@N.-_3^. S\E6/|%H+ ^X!TA9*TF+8:)%(8BD 7,18X*Z4/A+6ZY MH1K,8=6D%< @*LMD(RP76YAR77\(WO >(=L#M!)LB= 8!"[HR,T>I&:62P%K MRRS6+14!4^D03I>+Y/?,2VZQ:Q3+ <"CDHV;*"]?=?N"]HM#17!,T0E@6A2FE M1IA(K7HN+QL-&I74%G)ID1\?K5%1]Q3UB4B-&O7/.S X'9QU]*QBK4)[U\G3 M#T@/6&)1[2E.11<,)%Q5H$Y #:[[L(RV A\@3M!,_'YY%/__-MHO;ESAXO1 M%V#&H#4=8$HATZ[+08>5ED9A9ANZ)9Y9"9143+=3_8]2/?B(,+*R+^GJ+&@ MW1(9NH03N' KU=#NZ?:^1)8[ACL1HB>%VI]=$(ZU:8CC*^L/X.$;'V:L]D#, MQ-98*7:C/V&U&L%8XPN-E2Y[<6_5@GG;1MX'RTPV#D$'$GQBQKGDQ_J]AVV% M4TQUP_3S'\M^?I# <)U\E']B[+/FGRSFSIF3K\;\ 4$L#!!0 ($"*3E@C MRG5@+P@ !'T 8 9#&9I&EN9V9E97,N;'1M[5U;;^(% M%'ZOU/]PQ,ZLIE*XA/M0BD2!3I&8@H"=V7TTB0%K0Y)U3%OVU^]Q$JY#+Q1* MLR3S,&H2V]_GX^-S<8A=ONU_;U7*MXUJO7)^5NXW^ZU&I?%G_*;9.MY]@YM& MHU=.>G?Q<<(O!^7K=OTON/Y6.I?,W:O8S]MFOQO^O5N,]9C"3QL>4C<;B M=&?Q"3%BL@ZO/'O/P#'I'6X5$SDF!D#8K"1B6W0H7!KE3OS M8A/"1\R,"\LNI6QQ"? [UP!+"FGBWAI8IX@[!EY;4Y?603)@Q*_79A#IP1Q^@ M:TT((E5;S6]W5S$N><8]Y>M*XW',!DR FBI .7E=*2<[LM/;"<I S+07)&X M%&K&$*8K$!U]P&U1JO5ZU1K;/:N8]F8>]V!UNOSZY_-.M>O_V*E;,?H[!=;M;:W3=V5X%[TX<{6&KVNDU2O,_GI7*I@A_D9*TF'[#;L7_ MHS{GH18^HQ23_?KRR0^_MM?3!6-U7G"]@?R>]8M{UM^7OYKZX ZHV7T;4_6 M /[7|1YVMTP*J?)^S=M&\]MM'ZMN:FZK<=/'DH_@6 ;3X;>4^^_25_5XO]W9 M]M0FNHX>*B[==:FX.K669% <@<5;@%/^I0\!'X%%8"$%6SSM2H 7R&PQ#C89 MT?B 4_)WG)D.TVF)W%M8_=7NJK!B4S:-UNNZ]Y3I^%6*3[0/SP)L&XI-AM.] M[5(V'C$_8$#K"9<8VWH1R*Q\W:W(&#-P!- \;8A9V#=T6DM@IO%?W1*T9Q*$\ MB?69,*A$#^\88$:X5W.UN_B7B>D^^]$VMJ MBN,.P#(9+/)^V)+G%7*?+\^&>_DD4VFDZ,.B/9P2#E*^K@]I7"FT9WZN>^,Z% .? YA.A%NO5S3I>(-= M'8TX\1&QVX]_C&+OK69SQ0ZOCNT<6^WM[\S5"IC(G\\PEPF<^P*EF'83PN/& M)& -/R(LX=[[&5]/EBGVZD9@$5C(P**(;HHH MPQ)1:L&+*/,Y)9TO*H5BT"()&5&F$L7BKA%E)K 194%-*6HZ]V32A>"1.ZF(M4DUEE:*:361R44@9@45@(0.+0LI A1!M,.8\<*Q^$BZ_%'$E9T^Y-B8.A=4P M,W",@RE'5552N7P@ER9__TW-J<'[=6U$ZUVC0+\2.8/N=7T(0H<([(+#Q@ MH0T<'>AP>L^LJ6/,@AD\WB6K&:>(4\1!?TY!6QD|0VPWE]1; K2%RU +Q_9 M+T1SQ_4B:WT_F$O950!:A_2IO0^B0#P"B\!"!A;.0/Q9$Q@#KRNS%8NQV"GGBU7ZEB & MS#_)!>_SPZ,$(!%S'!]4)95**[EB3DD5U3#*X$V_P!H6E*!%-9'+1_[F]*SR MZ8)%_N;C_,U'O8ITZBKT]'9"C_'8CG Q+Y MBLA71& GY2O\Q]?M?K_[.C.Y$7L]_,V+P+?4>&ZHOIT_^]/#]+/!<$\0$L1 MYY/A?#BG_&IC\-+.(!)-N@>3'/R@D_4!VO? $$]^9K2>F;)ZHLCBX0Y[?L$&J M,^7.5!((RR0NTE#5LW#U-0!!S&FJT?;5#4!7X@#.ATRD^HPH(;U<*%@,>8 M7]UIT!%$T F5I_H8C@6:=4^Y \2R@_'I@88SG'IIHK%RF()S@.J'SCPI>G]DK\I22 M.3_;+IH$K&_/N)A/H9@)Z0#.A/DF\AN#Z$T*=Y>O)^>% @/B8#T<8/F0/E*N M,8>"+?>KE3HC[S[XWR^>GWWQMN"Z"+ <.9 "H S^WS7RJ6:9._^P'TGO#JKCW MU^;U$(),=JK.4F;$M-8B803;.X3DS4!->P+!1*NS@_>]+2HM*H7S.9!;!1 M@@9#[_J$EA&TJC@0,$9?[1Y*AA,2TSAICFV+2_RAQ=? (F@*S\&S^TEDW8^Z& ML0.^Q5YZ3KFH0#I53H=:0[!U-#F,PHUNO T$!T+XUL4=*X,BR^!F'7$3P[T M5U4W*9T\)7!%15Q--6;2W:VVH;BJ9UHIX36R"6- 1%PH9M,G,]]2;H4RHE0\JZ M\P=>^X=P>ML5)^59GGC3/0GT/U!+ P04 " ! BDY8(;S3NW@G!0!2QSH M#@ &0W.3$Y,3=D$H7UP=L_P#S!F MAEUH,]B]O?.| (815QMJ6)8\,P/OIG\PZ](L^<*'+-7&; .VC]]*N \Y?^] M#2WMA;B>Z=B__E_MH/I &K%[CF':S[^WT6G>7/S?__O_*=?!CY=/GZXM?4@.>L[P4[U;,U3/&M4]?I5EVC_"RUY? 7P_>GESKP'&? MX(-\\?$G]F5XZ<2C7QOTVMK9V=DG^FUXJ6>F70@/_MK7WZS[UMIS<@0WW?M#U? MWNQM9A3UIZ\WB"A7ND=_#LO'R"+RA<_9)WMN8%/D47B]M[3F#[[CA[" M]K/NX-_&;B%OO4'ZY?A-[%);-WM>^K7T]]C%GME+OQ2^B%_HC\R,*^&;V*6! MM_^LZZ/PZK[N/5$X\BIB%[]94_#TGUN)R@+?G8(>^#9WO;[C#G4?N!S?5M^OUO=KQS+%3]MNDEOA MI?L Y=@= NK3WEL[V]^>[C=I_#G93(SB9@_%#M$- ^.&;OD7._NU7SZQ7W_Z M94A\7>LYMD]L (!/WOQ/>-,7K3?078_XOW[K7N^?[FGXAGWR5V"^_+K79)?O M=\4'_;?S4-?'_!9TP/?H:LX.O]%UP8NZ?^Z M]S?? Z>V=_4GBVA.7^,/]'IY]_#XX[@:L-\$<\R3&]DZ>//FNW89._\%_/M M,[Z1N.Q7'TS"(37^%[[\&0^*;/XL6UO?.JB-C31NWPM#;O]D_QK0-4"8H5XIW_@G3VV;-2 M&=ZF45G^V0=L_;KGF<,1A01(/V.X@)-H7YP[!V^>.3BE3YT_>M#,_[E/K\$0#';.+7T3/&/Z>\6]L#SX3/XM^$#PKQ_!3;7>9F);SE;[-_>K9 M? J.ZLLV&F*WE<+.U%6(VY,MZU\D?.C[02(%A#7:P)1HT G6K6Q.EET*,FBX[S+HL,%9-'QRJFH M(5%1;D&TR*&_.BIJ1(=^'!LN053#;<!JZ,>N70VCU25&RZTLFIO1ZJMDM%/! M7 "BT!PSVJG$/+.8!725C%;/9!'_/:\@@O_!\NBZ-IW@8@Z^)'/7$'Q>E* MO3&YHX/X9F7,OG^SIX^UXUR)SIB?#3!;.UZM-Z8]V='5O&PZQNG5!;2ZBKM-MZ-/^EET7O#? 9=N9)A$W,##C(F.#X<;AJCI5^U^QW=Z/R[>3&\#X.&',7G&]_,_#7C?V\@R M>Z;/EJD9)GQ-DYOV>);'YRF+%I=_[!+Y$32CA2R*MU6&-;/Q=E$RO%WL M,MZN==/]MVX%Y,8>!,YW2UZ(U9 1&%YP.0Y__1W@[!N]P9A>CH!YO".Z%[@4 M:/1)#Z;WX]HE\%B?N,3S'P"B\F.3UV.F#'U0VQ\0]]XU7^"&>TOOT4N^ZZX+ M._;D)W#<*_:]H/!/#S3EE9VXX(.WY 9A/S .9AV@U-YL#W"C-1_,Y;NFQ;L M4O'?$OR7#D3%>XKWIO+>G>X'KN*Y7@N#CS%.XK79NB:Q.V9'@&8!922N9R2 M.0%!Q76*ZZ9R76>@NXKEEF;Y)/@4OQ6$WYJ_.4))B%*NX M,F!QBV)Q98F'#HHK=X KE_&B%HLC2^('"5=RX]PH=+!8N<8?EX\3)W2LN5%RX M#2Y$.\.%B/MAB,6'A':BEY\!5<4WXG41" "+L!&?:SQD/ ME*Z]=LE? ?8I_C/NO"A"!FV',*Q4\!9>$0<48D(Y4@BL-QM>US7/ $("P, MP\TBIY3=YH2E:NM8S;J%CN*W1?GMFW? GV&1\!IL_B'!A&UV77CGNX --U"I^ M)Y9Q8W?AF?Y%^C_;8S7'C\A><15LF2=ZXLZC&X%IY-HA7EUK<#!V!9NME-!KUR-MAL3SS5Z3-9F66>#&!L&??7WM(O '#N8R,L!J>*X? 5GC\1!QG5Q\-S)YNY9T] MTC<4D5X]+-Y!= "GSU, Q?MZ?_[6V4W2R:5IDV?ZRY=%H-27C12/S1OD>8R[M0.,PR.69U/,2%IKF?DH#>$X4GIE<7D:.6C!9M^3\5& [7\F*\749N6K]XN>1\ M1!)N%8>M-Q6V!!RFDF<5AZVQ.4#)N4LEPBK.6D5CW!,AUOJC'M#N%-);[M*-Y1=Y),.A!UB'G62K)QC\DKDBJQV MFJP>NZ]Y_$P[=/5(VR;A4^7/ATI_Y=%$)K&1_#3$G.+T.2B]^^KL%*7/1P/A-MKG:(NDLGTQ=V\CQ>$9^X0]/6F:,(V+T_H26"YGC1*ZOF_8!7=ZE[A&C;7\? MF+W!+5QPPS_G]UY*]WXW+>N2B!<1(V2.IFO"9Z.>5]98D[=1+C:)PP8_V1]F M=1,5;N(,0X(GCS3_5WW-$MLBMNSNQ%AS4U8IN[B24I2]9Q27>@VVVW]5>@ M6U[7^>89W5=BO41Z8W3U@VX_L[AW9^38'G'G""=YEV/YF[PC?V%=T&"3#(AW-M2[\40/.7S(^OW23(A<-;1;&WMUM97]) W&0XV)M#>.6=;&;&PC.WO9M83'8=_M+X.ND; [GW<3?+G3F6K9$),]DI@H^EDWPRTVWKI)SI>JPKHI$%%?FC2M5AW55 M6**X,2_1VHN9X7NX,\N'0+'<6#I767*A[W>ZCUWG%<_EC=_7 MEP!Q5"I>RQVO+= [R]M@,IQR>BNO6SW4+-O56+%XFWLK9 '(+K1\WK(-N:']!D>KO-C@6;*,JZ>IF2),FFI.N M!_RIV>4[PG"%G5U>NA.N[+.4D7VHB3*%$02[=%'FFDJ{2^N? MFKX#5/S>4F@UR&\=Q=.KFYRG.&K;'+5@RE+)^;GP&4IYFHJY@]RT=)EER?FJ M1%65BL.V4T19<@XK4.S=*\:W-0HB>Z5N=Q%15GKT+;R3"-*_@_XEL2;+Z(5\,QR)"6

M&;)M=]K-UHM0:I<@CL?H@>'7WK7CLE:*..3"L3N^T_L1ON[.,4AX:71W7BD- MR6CJDO&"Q8#P#N4%7Q;B*SS99N!X!%A
MQ4W%4&F4:,\E,3X07S=M8K1TUS;MYQA]A0UA6W\%L#TXZ$>.#7_FOC7XC(5' M[HZTO9<)^TQWHRQRF8IYSCU4N]L9K$\N6IY*%]]O2;%]43)L7Y0:V_/Q]N,5 M\8D[-
&V=*8:TGTB[/V'E@:)XT20NRLY[NLQ+W2-&V_X^,'N#6[C@AG_.[[V4 M[OUN6M8E$2\B1JCO-%T3/C/UO)(=C=G$UHB?; UBJPBM*W$YG8$ZH#1X3FP^ MZR)!E?
S1\#*A(9HT)@.B5!00-;)U7-(=Z';;!952M[RN\|TSNJ_$>B&A"(NN M?M#M9]::BH*.%(B&*#U,;I03ROSPVG"$,R3C=8TBSC,9JX'39<'R0MH]];F2
M(79L2@MDT,L!93VNW$C7V$^A7$9$ K_; 9F2DK2L'9<)Z\F4K2+C7%R2ON=289U&&XN,ZRBF6C[LLIQ^'Y/Z$Z6=DD,B M(=^+EH^Z& S*1!VILY[K%[:Q3--\E=G^3N?
A2B9U2]@K$R5WW]CF=FVX\HPA MQ[0)PUOYT!DWRY/QQR(G"DPZ)=)W7R9J2 !C,KV[N*0P<^OEHH-A-&A
M$SS]E_3\KG/O>!ZJ>\G<38.8M^19MUH4!'DE#5CEYXEE,F)XY_Z+32PUB5AJ M*HMTLUFDM06P7UL_]F_NVS&$!T^>:9BZ.^[H%MF5HR%[T>*2<)MEPJV**JNH
M3U60_J_;RIC*41_8#5'8P"3] MT#O3[O?-GFB'TVDW+SS/?+;)"KI3E6MHSWN[2JU.**YC:! ^5Z8,>)/K?YY" M2;O)&N^C]W_#]N]=XE$Z2VJUT'?F]4Z>]+
ME/I<.X%M@&*/G8SG+V,5M\VC[>]8!&=&LC)UTTW"; 5:_Z:+D):U=N*H7VO< MH+I?FSN>3:]M5%<2-U@9=]W8ODM&IA$>-PA+NY!\LR@9S0!-_AA*T3.(?:OI
MW(!RY/E)W;Z<1)P&#T6Y>:3(XW>+[BF@W27*JC_63WA""(%O2^KVG[[WM4;K:O7] M^LE*\%D]?
*R=B6SV\'>5W;#R?/7#_=K97!9DXMKWU2JCWY7U)$WZD!I/Z_LB%W[_EH7H(H&4D5#V6KK M/-$;^U7 6V-U-O8[\/:(%4'DKP"]9"^)HSBJ^YX1J&ZOG?FP6JC M*1F-4
M=VZ]^0QL83(X!84BJV1@-^.$$]$.*"41D14,+&3"_:/*1()'$Y5 M)!+7KJ1HMJ[PO!DQC\A;G9@'S'$.O=/?S&$P9&OU7/]!MY_)DBI#02M]5DT. M<[]X.R4^KO\Y)
)6WQ.CD;63^0JU&8G,35N1N2+SZ60NT\AND3ES\ZB$_6TE M[$?NF?<'8JK2..QB1.MRD_10JZZR4$;"U!^'^",;7[L?04=\9>]RA[&)DOU MF%LM[VDPMHSB\,T&_4
791,UXX;%U?W@3MR/%($76)-'<8*H,LL0@+K]OU4 MC]?!57_4\,04PY6DCZF M4@WRB.=8\L!*? VGR_K\"^HXVXK_*M^QBOKIZBCNF)<6U%3*<[E3GN',.EYI
MT0K(LD,5'BBCE)OYXFV'!^J':R%S%>S="4J;+]ZZ5=;--9EG2O-BTFPI ZB; MEI"*= J38K*3A^L.$]L&CKC\!GRVD)*PE:-5$?FRYZ$B\KP1^0)*0,$H=ON6
MQTX3S@*&1\$(9\6BKA2$(YKF-!9O Y9'LLA5L[#LY2'THA*N=YT&30_1@\,O_:N';>I>X/P#7>.0<)O MHQM*12:SM83)"M?9Z'OG^Z8B1HS>GHI=Q1<+\D7Z!'/%)
5DDLT,JR*QR@B M7Q.1EYNL'KNN^?Q,W'O7[)'NJQ,^5?YPD-I*?AKA3E#X'I;=MHBA] M1RD]Q-UN4OKB/?JOB$_OKIGU/EW>I>\1HV]\' M9F]P"Q?<\,_YO9?2O=]-
R[HDXD7$")FCZ9KPF:GGE3%H>GQLC?C)UB"VBK!< M>?R=-_?M9-$S='7=TB^R*FS-[T>*2<)N[B24ZYX*RT)WCDNY M]MNZZ] MM[RN\|TSNJ_$>HE.T^AJ*9BO!N&L=A .?
=8DH/E+YL?7;A+DXKT$"V9O;ZMA M96D" \V!2?IA25Z[WP=F(RFPS#$/YIDE5 ',)FOCUN>V-U]@P_>6WJ,&21G< M.>E[WDW\K;"[RN.U;KK_UJV W-
BCP/=NR0NQ&K$;Q067X_#7WP%?NML;C.GE M]#EW1/<"EX*6/JGUA@$'8ER9+XACXT&/-UY(7K\+3;VRUYQU13845G S8>9 M:'%34+V*U>Q$+YR2<^6#Z?
VX=@D\UB>@$/GEY,IL*"BN5%RY>:YLTT#\OQU8 M#VWL4SZ.3(> XD;%C=O37+O$'9:/$R=WK[A0<>$VN!";V7D\)%Y"-IS8ON)#
MQ8>;YT,I+Z5T3)C3<5_Y72.*MY;+>_=Z7[@*I[+'Z$O+@'BJ%2\ECM>6]A; M67"&4PY/Q77KY[K%?).*Y^7U7M>6D*OA=Y*$ ##U M>, M!TK77KNTX7AO7,2RW3FVG"+/ID
R)V*VMBDQ6YP"XU7I,2OF-W:"*8;+.<-M M3*]))8CB<-SV3[AOWIUCD_&=[OX@_G5@&]]OQ#)N["X\P[_H]9P@7E,E/?/" M\PAK *'8<-?/O2EHI0-2#[R#>>ED-[FS=/7]A:
[MS:5VDVQ:>^Q1>.MNSY,QT8F=U.N>1G5L+]KDI.\-.PDLQ:\DY:FY]5_&:XK6< M'8Q*SUW9P:AT7,7&2K_-&QNKO P5U%6Z[=8[6I6BM/;G3M3C Q.LRX$,GB7TYT
M3MWZ;F)SH1/@C]ITV=]TB6'ZUWJ/JMMY1_>&!7\: MU\F[U\?ZDT5 AL,G;A!=>3F^A#O!^NGXNA]X>3XB$7O+[X*!-E*7U>4=8Z*"O/-*)PI6PO)04V0EFESCR?5:>-%2SU<
MPNM=&B);T Q:!9'- /!NTMABDHRZ598*[NXBC6U!D,T MD!K2=S6U'-]"1$ MWD%)2"T28"*]. &_724>Y /??&)\<&$;BR9C3X:V8*MJ#62F=M>[]DX'[YV
MDQ;OB/M,W(MGEU#^#L52^(E*_E].?,4 R-Z2"NL=(9OJR6.UAB13[SHA^=27 M. CF@N:,MBWNWXDRX&VOK+Y7RT_=6Q M%7G+YV8F)+=%X],Q5"8R?
R"^;MK$:.FN#3J5ETKAK;\"V![:>38*>W,P29 MOO!(T4S;>YFP?Q\|P19EG',6_JZ[H'G[;??!?![D7I^;LFBJUDF[+!5V7?,% MGGEOZ3U)TRPFGL4EZ7LN$]8Y=&Y-
=NJ9<8=GT?!._0$9.RX3UD/GA$42T6K) MG9*@A1UL)3FU:>)B,"@3=:1ULJS501E?IKMIH7J3;G) R2K[D,K8*Q,EQRVW MN$TY877V*Q?H[$]AOK
MQ[Z*1ZAX1(%)6L4C5#RB^&0^)W7/TO!V]I"?2SB_GW 75"X4=2ZD5Y2;.M^O M.BCJG)\Z532OT-A5T;Q-1/-RAG45S=M(O"9G6%?1O%Q%\W)&'2J:IZ)YQ:!D
M%5+!RI/R06RU5&)K^P/B)BU/;I446N.>8^/K MIH-:CNA :<:EP31U*::Q>!$=+&F[+16V7<<;D9YOOA .!-2UAB,_M1_#,L3Q M&#TP_-J[=MRF[@W"-]PY!@F_C6XH%7'-
I:,D.D#,1M\[WS<5,4(UGXI=Q4T; MX:9TNTBQ5@%9:SLF<+GX3+'&FEBC>,2X>);6%?&).P0CA/$V6)D]D 03? V\ M?M$D+N8OW]-E\KRY[P.S-
[B%"V[XY_Q>V3WZW;2L2R)>1(PHO=$UX3-3SRN1 MTVA7;(WXR=8@MLILG=7DL!6/@2X##P#N>4VX5N_QG1K$;-$=71B&"U\2C_^2 MYRZ#L.C/LU:-UZ3NN$PH[PQTEU
NOG-9=CN5O\DH[,SJ^I>Z"-@&4 ?'.25I55JC2FL*2N8JV29_R39YH@^5;+.]9)L\T<'" M&MZ.(GX9?:QXV%:I505/K=H.L1U*Q':LNG)LK2O'X0+8/UXS]E5]8J&QJ^H3 M-
R31\X1U59^XJ0JT/&%=U2?FK3YQ.]0A3 HU#42%"%;>3G!NPV6E[01GD[0* M$:@004')7(4(WL=^HK9,Z ME)=WTU[>/&%?
>7D+C5WEYWG*O*6Y,K;\VVJ./":]LUH)#Z1$AKSDA6![V? M[7[?&S@N^=T!^(!B=&O%=(3Y2_G8X^[-$>D$3U[/-5DK")$'QG%"XE[74N1*^:Y4P0 B#X&1/5@.'J(;+Y-
|N)V,9C_2PRD/GO MCW]<.X';?76Z R?P=-NXL+% U 9\O#K9N=,=0(#?)>X0TY)%N?3C=\?] 1AI MZB/3UZU;!Q Z!X?EG3FF+IN>U%G;7@&'I *:O791S*W; =#8KY_-[P"(KGWW
MT5]>JS59W4^G,R??^P0>)3Q1QWO7)#4\TRO&ZH4F(-"9P%XC9(3:.QHO[8: MR9F@L6O3]?REJ$85HZR#)$ M%(8JOS]0RD<^2&P6-
G:$QJKU1R0Q=FZ%O\||MYHN,4S_6N_M1')WVFJW>V+5 M 87SGECRM>\ZL6K5R-$.ZJ9RM.?4T5ZKSN]HK]57JL^KF#>\HJMMR7*905+>(K'-*3W5;EG5.4:AN$5E71*I;
M$_:W)6OS2'6SYX-E1\D:RE&UWBA9)H#736-1P=TJ:8P%9I:A&N6H6E.4K" 4 M)C)75+?'M9\^9ZO#&R@\)PIOF\!;?;]^LAJ_*&4E'LLE=*KXIK-%M?,W2*I MOHX&6G'LJ^*:0F-
7%==LJ+@F3UA7Q36;*I_($]95S"]G,;]<48=JJ)6_AEI; MH0]JO:D&2OF1&G%K3RZR>[^5+K="BISNRP4;5!KSZLN!%@F2I-VSRQ2IR&F3 M6?&KQ:)JP)W7\^-XI=[Y",\J4SE7 :
M9RJOA\94)&%'\%:K/=8.>89Y]/L: M)G@]8J$^^2M 1_Y+PG^9^&H7DA0REYQQP#/Y6"L.X4A,W@\<(P3/1V MZ-:];AHW-G=RE
F=4T&PFUA=/*E]5D!I9W&_X;J=.6EN[8&KC=/9G"4[A:6S ME>%[9]T5:Z.SJG)9Y\EE75T?GI55M]OX4U;=!JRZ=>)/>;]V D_*^MZ@];U& M/"KK>VO6]QJQJJSOG;&*UE]$OADZ*
[OUO>$^&3GT\JR-SFK**MN$559;'_Z4 M5;8!JVR=^%-6V4[@27DI<^2E7".>E?6]0>M[C7A4UO?6K.^U2F%E?:O8]T;I
MK.S6=]Z]/.N/?:^:SJIGJMW+>G(4JF*YZ5WJ6B'NNG,^7EV6B%P]KPJ+P\6ZQPV,0IH+P\9??RK(W.&LKZ M7G%#@[7A25G?Z[>^UX@_97UOIMG0NO"GK#)EE6V"SI15MD&K;
(UX5%;9UJRR MS9P"RBHKNU6V8"7LLJ45;9^.E-6V3:MLO6-A5-6V2:ML@V< LHJ4U;9FNA,U0^N M.M-T;7A25ME&Z@?7A3]EE6VFKFQ=^%/GL3J/-
T%G2G_?;%W9NO"HK.MMUI5M MX!10OKFR^^963F?'JJO+FO"TGMBYLLHV996M"W_**MN,5;8N_*FN+OGJZK(^ M/"OK6UG?ZZ%QZ5];U-
ZWL#IX"ROI7U_2XZ"VR3$=DW^.7Q6^$1MT=3OUR7.32/PAGQ*;F(VI M##3- .@G\^TSK,P)W![QV)\#HAO UK]\@I>?_R+^T3Q_;(&41+[;URWSV?ZL M]8#!B?
ME+W;!JVGX@_:Z<&1:7_1Y,LMTO>_:$/=?3;M?1=-V<^:'OA.^!E> MP#_:F_52K0\DO=_7AZ8U_JS]XZ_ \;]T0=AYVE?RJCTX0]UF'_(K/?-_Y+-V M-
HI6X#NCSUI5^N#)\7UGR#Z+OY\^X970)3\YEO'%,+V1I8]!4EF@9J5=O=3* M+.+#WO:]D=X#K0U7\@8@9.M\^S+YU@M/ZYL6,;17TQ]H_H!H'=(+7.H*T'3; MT%IOO8%N/Q,-
I3E8DW 0:/#?-7ER]T=_^-OM>/JE]IA10,A?'B@<9S+_V9@ M@:(O;TAX(,\FV-0ZJDI:C"8'ID\H6.'UMO/JZJ/%@?W5.6#P:C0:^__XVVGM M[.A+_<#F98%/PD$A^\ @?2$1;?
UI^U/KQH?\ K-7F7:'VY+@@+_AG^SW' MG#]6*AO]]3%[")40-%QO_AB[DL^8YEFDDMK[&K3;FV6I]5[>Z,ME9 M.T["Z3 OPI,M;5&X??MZTVU=:9WN1;?564#VK1B*N3F"EH-
BI]7\]G#3O0$0 M7GR]TEK_:?Y^\?6WEM9LW]W==#HW[:\; VTUOZ"M+@/:[[HW@ M]QZYH5P?- M SBECP[/9H S[Z?,3 62K8\NC.J"3/1R25JO_1Q7*@7%Q"3Z\?N$]<3-ZQ76
MNRBRK]L/=ZM7L7X!\|-V;&IEF3W-UM$O8Q#S\Y73HY&2[GA$]C1N_C^0_J][M]]7:8Y7EV7>=J#_5'K6,S+>7_<99K5$%,;5?H]9-]/CS&>J:$OE9:'IH_7;3
MZ3Y<=%&XT^/SKO6U6T QS_G>=MRA;BU!SNG/0]>MV4O31ZY:#VE05+!<&);= MWUN:K)DTNUK[6JN=-1IS 5@=HNH0%>BKUW-K]["EK>R4;5%_O?"BV/Y7^&:)
MT[8&IZW^9!&MW>][\=%[Y,[.D@>OYLZ+PKF_O0>M-[OH:XT9R^%F%+TSVM M,R(]#$P9FFEK-[ZG-0>Z"X__J(R&HLN[/*+PIU]*@AZQ+)&NF' 8W[=J^[1
MQ_ECZ=\32'SC@0$&4?9)+W!=C)8B3D)8FT/]F6H5L *![EJU^G-"5B1X,<:% MIQ+J .&6/O+@4_$;[MVX>(_1B+$T3C\^I]@W-'FKIUN"T!BPDU>)^^L3
M]XL=P/J7>=0OG]A*W52Q- T(5!2-);[3R[1?^R;MF<:\+G^XE#JG;9)((DO M7R3V2F70=^M[TT7Q]"/MQN[!">2PR "-?S>=P/;=<=,QYCWA^JBX^GC* @GY*T9U^BT,-D&X;NFL
>HT]'E3 MMS9D'LT%YMIN@YEFT(5R3,-37V/2[&.&^%%LDV=\?K@Y>#CH'&BMX70=N]= MY\6T>VMQ;)SLG7?)F^Y-DM5<*[QWX.G6_V>.%G"\R*_!6(':J\7CJH_9,(/ M:>H"#-
DE(78&$*LUDO#ZN,' ,64%_@A6@9UX#MJ2F486FCG>)14:(-6XIR5)I8-;:/7.D6UKKC?0"WWRAT4"S1SP5BE+ZH-('$S(>'JSW_'OB>HYM M$VONP/OC9>#!LT'S8$]@)7GPR-
BI2X2.B>ESM,HO)EUK>^>_N>39<M$ M@3)/INM*Y%5=6;RYH8 %+=Z5X+^Q%4-YZ:4O8E\?'F[:OEX)1HZ46;X90!_O MIC6_DKV?*"? JIT :&=4M!6Z
BZ>4;,%B:=UB/L"]JRR]I6UGS]K?[.U*$UG MA/T8?.?S9HM["N8]>1CKMO;/ ^U.-ZF?9.>5B^V \5;W!_J0,?8_]"'H!M]U M_X=I>]KM[;V"Z5(P/:W5D"SMI#6*9]J"Z#
(0Y09>1:/6D$:M"P7*Y0J&P&+X MJ!T='FO[1X8<#HG->I;CWW#%R/&(H7FZ1>#5M!?6B+:D_RR#2;MVG:'F PCH1?A3[\/: MZ?6DWR<]ZJD7K_$'I]>Y
L#F8>U("P"H;K+!V46/XAZ+NBO:R"*Z1[3>@/1^T O[CF4YK[BX M)^?M@';H.OSRC[^=G1P>?YGN*2@L!B.\F*)Q' !9X$[3PRZS,H+1F-=MAC^$ MYB1^CNL?
GCYFHF@6:JB'P8(5I*$WG?+=J-2?XLF"YP!Z>CUB85-:0 TBR$6?;>JGJX\2 MV(Z]+[V)ZUCA^[RA;L&OL/"1X_J(==#;1J!'5#1VJ !R$!3/VK/KO/H#\?4! M$
.A6S9(W[3IH>0ASC&_K%[]DK5Q^G7MB[ALY@69ZQ/7(8'R:S.6*JX$VY_R MPLI!7*L_[=!;38="(OP;E$8,-*2&)Y]0+E^Y?5\TO7TX%CT!8N^YB(IQS:SHW2\
M\KYA5#C(CPR;Z1Z<'.&7G&" 38"1[5_WZGN;O7++5+GZ@#P3F].S0*Z1.II M*)C,N63Y!QO:0.FLQY\D)ZG4ZX=KV-W7;$5B,M:_5N(_7CL[=YC6P6X+50_V M)]&#F??-__M?
JA__'#Y43@ZXLX1X;B81\."D?525M<5K6Y]QT6=*T MEBZ@5VKB." N >*E3C>/>>9B8TW"Z5T82?&"WH 'JUSZT\,FD$-]C!$7F_3@ M$,?F,D!?-.*BF;Z7C'(A>5J4QJ1%> -0
ZCZI>E:/W"I"RKR X+*!^_U6*]) MD++6F+G:<+VZ/W71[,GX/,(";T\$&$J.O9G4>07F-O 083P68XY38(YTMA#! M(3&Y+92%S+Q]AA0=8\^(9J=4X&E^;QN02*Q0-
!H$]#@'1L^I09(7G M/3V9WS-N0$V'2=MJ :?#Q#QP[(?VTT^_C.)^-KK;&ADF-UO%CR2E]8G >4$^ MZ]:K/J8S\CZ-X+!MF@/C;&?W?%P[6!JR5;1^]<53='!R=_Z)K Q>/IK_Y
M3@]$(W4. E=CVCA.*/SEDP[KA@OI>M.S0EA&1\)&I6]B(\FD2^E LN'$[+'A MQ(0RT,2U5/"DT +]*.+%6O0W/TXNL+F7]E5W07>!9:)]D0!5OW_8P%8'L>^2
MYQ<[.4R;'=8HW$P>>0<% V6S'W@8)T#MANHL!"6:;8CC@7F-C0/M.Z$?X74> M8<+9BX7X(UF:%5U9> :9*9U#!UHW?=4BZDR%;.K*\/&F+ZY';NF95#[+MSX%
MX\D[\92Q^;&%01:7Z7[L)C@_:!X)?^X(13@PG8%"'%%R'OX8G6?3Q019:#)= MG([\B#>G/691\DJJ]VFLL3S-=8*G_P*2$*Y-1E3T6#2H/A3NW]H=^Y;S>ZW3DA+8#3/AD&*
MGV+6LCZMY[$:_?77/7JVS-Q[L_WU^N:J];5[SXYJYV=G3S7JW;]Z."_HV?<-]B3M^W?VI1JLU]8 MJ\|6>8>S1-Z$J9>RX..C2OWXM')R6M7HX%B/Z1DX\UBC0X_SL,AO(Q2T]:/*
M8:-6:9QD+O7& VL$1>&W$:V+V/K"6V_$[9D>$8;:=]!VP%SR\K"V6JU2/3JF MX+QWS1=4 .XMG>>29BWT'9PU0T^57B+;'<<'U5GOP87$S(;/M8,JZAG4;-#^ M5J7_$P=
[>>4'J3S*;_27GBAY4((E-T^H==G/NT%E=RX;N@2BWD:'$EA0SV0 M:FS]B?3>IS'/6+4LZH9C*N!X ,1!7(_ZS(PTS?D#WL5S/R;%-+//6,$7*$7\ MX;^SAW)1S5-
#/M)D%WB:Z4::)/,M8D8L\6CAY ?S(X-R0%E>DDY>R/).X,;8 MOJ+]O7J T^G!&G.U%]T*B/9ASB7+SYE8;\^!]^CBC0N3?^H'1Y60).KG-7D M]<1$$/R=VG[C
]HGQ+7&V@_;>;71IW)M81;61>^OP.3N57KIQX5@WA21@MC: M067W H%00M/$&;SO;^Y;\.D+\7R1,_[WP\-JI7YX5@%E;J%7TV?=A,]*+D&G ME@N!W?EC!DJ#<).)X0C?74/,
(3TP>%)_-:@+6$,4^K9B1)5)J5\TS+YM5(0 M\/]9^(D T\,60ZR=.#79>I;C<53C>T7T#V]_PGGD>.$'0!O-Q8)'H+%DV@MB MB[UC>5
QYE@1O'JC:G">@!9XJWWK#%>FF@@5=@/B3EY)/* MR=%4Q"Q$>?R\XJ<45P?2>("R8C!R;![2B!_'(_Z<47CNO8ISSP')#UA'GVXV MR7"O*#(@
)X6+>T>UIM@>S/\L278&;MYKX=WPR3[.B0#1>X!+@FC_<$R-A[M/I"8#&Y4&M6XFA '^Z;@S-E3=CE3E1XWY:%P[Q2@<&("M(DUE.V MMTJ,+;/8Y)-A%6!L>GQ"!-6+
I]&'.DZPF:,^A##D:%2GKH>TX:'AF2:A1]^ M@::SY&UGY$LOMS!^ZAYH+1T85^"-YA59A#$P4[]8' AO.JO(!3]&11')$FLO_)?";$U3L(ICZV@SJ6/1B 2J;2"EQ-$3/RR ZT=
MN/%73Q9[]9P76L1%E>HX21H.8=[2(=%M$0>F-U?8K1CUQ/6:3P$ZM]DG6,#@2ALPW4R==8J<\7CY($@PJKZ[3O \" 48 M5=_U'DM,AZV.7/*BFW2MF'! ?
$:C'EV/K]GDV8%#$A51]CGUNE-8(,AV%,B+W_B,-T\ M$R9M1-WRG*2A2]KC"@#[0:4%/@Y> C"_FAE"AI3@J;K9Y0Y>!2&GR14@Q#: M0T7HQ4*;R)1WE9!M++"$J,F@/XL
V4PZPT.["KRML0U0;$$^/PK@@/A?!(\#.120@GL(Q0/*3+!5GGQ+]#^463E71O MP'HXO:*6(#^-D3^6"CW#:?+,*Y[UJ-@:8,]"N7*X6%.1XLU%BB<$W4]_KY_5
M#XZ8'@^76'C*,9]7BO41<:0./#04NDEX&;!4/Z#',3LZ$ZY:03_L*(YT7]KZ MB\QG0%#2DT1L0M: *>Y8%@L#6^.8Y!"7R(:@S"9\M3->32^)OS/M+;(&QEQ@ M5"3
.UBJ$V8+SB60DX*"089T20S;KR"3B/,A5ZJ\@TJHIV,\398 MC)N/2'!Q%1/M.?Q]>%P^PKP!*%OK_5@LE4 NO4>-W-,O!! TO+FQ<,D3# M9D/ "0M!7R/NE' 5Y\8G3)*D?
$LS*5$DQCC4="4>!7((+*H_P&XLT_91W'-F1OI8=7K-_::>[Z: P&WKA.E2OM,YDC&2XR7Q7)YZP_^8(0& MI3+:]$/&1ZI5%(*#*LHQ0;85FY_G<#-Q(N=@Z4] >2@.4JU?%
$BDPG-TE@^ MDH0:)ESGP,],W=ZBF5#:E;"236R:3#DAQ"5L9Z CG-&I8+!V+;HKJP1(HK9' M5TDE%JDRK#E=B*60, IB?*'6RH_CW<"ATA0="\:KJ)8#2RF!*3 MQ'MJ7+//'
YA7K87?PC-!7HD, N$*)W$*%/^=-Q M?_;PP3"1:S:KW]V6DFK,JJ?]\;#)\?RQ,,Z[69*R3]\>O"]$\HF$.TCH:HN MK@K-5(-"^$S<&A.I]-;ZP>F9[(;=ALL%,^L3CB!LI !0HGY]
(,0G]$#3V! L M%8TML 3%?GP'/TA *(VIRUMRHS 5 M*>EFG\A1G1*JCX?IT:L :+(U-2SQ)/L'XB/9V7P8W9L0QTBX>S MZ_1-
5G%$H6P$89,]6#^L?'*YXS"B8\2=\+16SV6*A@3W1&+.A+:Z,I7HP?1^ M:-=ZSW=XQ*7^11#Q/+=B99-%/?FP_DOJ8M?%D29[(.M?KID-R"#VP0P[ID](ME?
MP,V&ND$SCL.>^]*A**GUQK[9+OR%OW(?IX7?"8Q*G7%QZ@C.22J26XJ] ,I5%MI5IN1:,B7K,]EA1C(Y2UCCGHG)\|E^<:P75.%0QC%?C4YM
MKL"3\PI0TZ#U2_0Z=OZ.G0"$.Q,D/(<+X[.1JLX],-/7-XM0)8__&\LO?SR- M2W/F\X_5FDQ_I:#@)S!;;9L&?6P:K]!J9ZE:YLRZGW4(NHFD9MHNA40G_$PA M1INMB6*G6#@_O&3
<@1W;:>&CM^4ZS!$J^-2ZU232D,!#@L5P8H MU=!MJ>1Q4I6I8:6CJ&[4.M_N[BX>_F22927@G_3D?%D0ZW,_(5'C6%O18M; M"NTKK1NZ^&N&!@[*B+&#HLK,:M% MQ-
<1Z(F_HY9XW7H J5@,3!52%A[OG=]\A4/L[@(/.#C8;N"\ GG89LB#7SN_ M7SRTBB$;:X=%1.')WOG#3>=?VO5%L]M^*)AX+.1Q=AK'6#$P=59$3)WMG8-^
MB.X.T#^:K=95,9!U>%Q$9-6]>^=7+53E;[ZRXPSP)G000.!-LZ6PEU_LU?;. MX=SZ5ZNKR1H)_*8UVW=W\&NGVV[^2[OX>J5=W?P;>R5=:??MVYMF,8ZZ@F*U
M#A+TZ\6WJQM4*T&(:A2UVC6PZ-?FS<6MC.QBX/&TD'AL[)U??NOJM$!>=EI?NMT4)ZB^(0+;O_LW'3P?(P8L=G^"EPJ MK@&;
[]MMEU[2OF\]4/XL!N9/BXGY(QGSA4#463$1=;QWWOI/J_FM>_/O%M=F M'EIH"**><]_ZVBG.67A6S+/P9.^\V7KH7MQPAQF*QM]O[CM<<#(7&@C-#LC2
M[L,%8+19'/%9JQ;295T[Q1C##1R%]W 6=H_'VZZ?_[>OKUJ%<5#4RTF-Y[M MG7=:M[=HXQ<*7<4,#=6KP&>W%]0W VH]^'F\EMASKM:,2,,]1HZUCK-AYM[MX5;C
O*F*)&AVDDA$5='V2@PI8$:@G8=\!S31S0:\>ML_F,$2N3:CK$RM$.B[WE]HFTT M7F1*E4%^1QR9K 3A)U52\KQS)253<^*WWES4C+I.ZED#T>"/:\<=SFZFT$&F
M986ZHG';XL/4%AI5T6I.=$7Q1&=_@QO0*Q^U/5$VB%MP^1Y!]JWJ),*7IQZ M526K 4%ELIU-)6R+%"LRY+UK>8<>S2!>SS6?TGMBBQ:]6.G(NITE+M]:=Z7I
M':W"OEZTVP5LE7:W2H)MLA=S$CCZQ(8G6J0LTR77SVZL,KW_O=R+-&IW+$ P MO8]I1A_*]_92C'5JF]9-,=&K+:VE8@4% >N@B!P?@B"]?T@J ^TFW[*/:+K
M0B;4U]*>KR+WPMMX'[P.F;_]=+)_1^W+8GTYN@/60@47\QSHN&#::H1W"4JV MIV)4]$)'%:>UHZS(G:-HXQ/LL4+>1J:+)./ZK,^=Z.Z$-=-AEZ/71&](VLJ+ M&-
MNK/&5F*S;,P$8N:EBG/60"?R!X\)#LERBSR' M3N4:(]ZF /3P0;.],NXA[?$.M\|\J;Z8%8 M(;3O'(#A0)L#H#[" UN,80>%)]/"B3A]AXVVPD95 JQ M-AJR:526@\%-\AQ M4^>W<>'+
"E#GM(X_9A1W#-":]X%4C[@6)LUEY5/5_TO_.T9)F\2./>0U3^C M?A*\'6#(G+%6BZ,1T5TN8A:B"]8Z:Q[22&_\%34VL$$6)KN3V73,>M0MCDU- M8%UNG_AP)5"!3!M0:-
)6G;9ALC&J3&HR\3#BDY"8Z! +D#HX\0&^FH=]G#BO MT!GPDT<]9R%^ZDT%#6>&='#@N_FS*J)5$+Q29X-X;2, /8CUF< &1#VV=#Q?
M0>C[_""ETYMTW@\4)90X0L/[63,=:?.,DL-Y##J.6J!(D\@AH1V87GPTLLN!K\V^R?I<<=KHC>6F%W2<%G]G M?& S;:5-!9OH?3EBV\;5"A!Q_H)-N<8^VAYQ$($: -'R86T$A M(;V
)'"P4293#"I:U&^+LY+B[8HHU-L9T/K$2(2BI$L0LZ;C#@)P)*!L>>X(?M]3I%FP,M7#J4(>,P MS@15>-:E&[W]L/MQVZDFG4$.K2!D[PX>UV09,TF
AA'5SAO"4&']HB^C>GM6OV4]HP9ZV# MFI6+PYROS(NMS&-/"]^4! @.=S1Y'[#=IA$("5E:^)HE1X5G5ZQ-TGP"BWM MA=\7TSI'S)L:L&O2]3!WY"CKB\ E-=418G39%JM-I?
MPF M1#%^17KR1>(J7.<_YNPCQM5^G'C(YTL0PEVZ' 'G^@4NL!0UDKJ6%< IM8E M;[H7-I]GCLAYG9#MI!.2(2?Q)K0\X+3SM-O;)K[P"@S\5]8M&DP% $ED\HC&
MBU15UETF_-A'.)BVW9Q[;?C2GI,XWN,\"8^KSLM^09E4&ZLZ3C]8/Y46.O MT[ )H_#Z,JT-N)NA9!&2XT]CE#:@M MM)JTT=(30G%2!D7@RA) RU,,.W+F(1AJ9J<-
O4C;5873BO#1H%L!I[GB L5T M@91C=5NJTS>;AQ28MQ4>A7X#=# 0[I!]I7,)*9R)W1,#2U*M$;X_KFN$[G%Y MV\D/7R<^";SD)T[@QH9"\XD?3+UC^B\L($M9"76'F+
[2__3CDYZE^F3=QI45 M1"E:%MC8DW((#CPP#5-WV=17RW)>16!53 26IS/3UN\?,90Z ?L0XJ)]M!<# M?41#=.51I);#8,']5#!PQ'S8TEK!I*/ANO"M;)IT LF7CNX:$PO "Y[P&SRL

M#%@_=9DDYC0>[+#:4%=J0\[4AL6S2Y9LX;?]_!/FJ/4BEP%WY)(W#*1Y,H^% M@5]G9-IXIE?XN#'F.:XPAWD??H%3'O]VJ(,53L"$CQ;=&:[S7](3WNEGG7HB
MQ60"\B+F#_$/1"0C'F5G(VM=X7.676"A1047@H0R]BW'^<%F&(AM1M/'J#\| M^T(;,..3T"SFW4;8,W\45V0"EFDP,T,G\98P6X>VO@:>?!['?
\LK>@!B!128>,7(\STS1(/#H-.U@XO.1@R+/U"?V M@I.)>N8(42"^ <(,X_L^3L:,ODB9:F.Z.-9;I^HB!H6I_HQA"#UD&3;JA U= MC^CE8#;]BAFK.@VY^CZ;"\R#9^C?!)D 1RJF<=*
(!QN -.8A43;JQ@[0541G M@V)4($R0POET:6Y-\4YI&1&;TWE"]/2(R0VZ23X#1Q8LJ,GTB&O3>4#,_23" M^NC0J63JS6$TY FXMV_ZH=*0KF1'C)<:.RC*4P5X(K
7@3\AH$U8<\|WX^[Q'4B@*"[#IFX,ZFT_9_;Z/EVWWS9^T MFG;>80]O25F::"">:# ^5P)[(B6=/?[HYRG9W?2*QL_)-&S,7A<)W:A$\>$4 MQYF/J*4^8O*]\C.G9"A>UY
M>"K(1CVGX=EYWTA)^ZT[H4[>\UEID6/MHWRZ(5F$PUCA\/+']#2&0X^=2F): M^3W02!^8(_1_W)LC0H?<-:4 B;AJXLN%?)A_?N, 2'.L,F^&Q[,;T)LG!I&&
MUD!%Y#4)J%IP1EG(SSTBP=U03*V8>@5,'6F"H*_1F#40EZ(M15NK/3 \3'WL MCX7:39/='5!8GIG"K@A.$=P["0X/?=?DCC@\^\6PS\CY9I GGXUSC\:"^RX<
MLX'+4LR8,%YQW3#]E MA5V.21T=G[V2 ?ZA//Y64=OC.4\P>^@!MK.D$Y6Y>X;FMK;MR('$""-NE28 MUP>(&?5.N,K2P6#$4@CF: E+(PS79(4-"?43]=,1"VG3/#X3?> >
<5_H6O'B MOP+8)/4A8\(A1H*MBBAVQ ?"-H,AOW8D=&ON=1L%OF(LQ5CO9*QX6KP;%;S9 M\ R?] ;4PTPI]YDXSV!J#]B/F/H#;9%KFO"1$OO%=!T;25_,=<5J!SU*R:^$
MT[G%WS$F8J=)Q(#\&I<\![! QQWS- C&&=+']$+%%HHMWLD6-)X7L@;Z1M#' M0$N*1-$)59#862,?-!@W U>2'C3#L.O<95DP?>FP4#2K:/;=:CRG):K$
M4SNQC[H1DF&HNO1Z-*"/1=,C=+PINE-TMP)9Z>-D;1IA,=#GZE"UEP864A7;*+99@0O;"YBN0:D1B9)[%(&'W("VQ*A$E;%>%,W#:EB\W^GW M35#
T32,\GV%H_$'&4VGT+,RUI-P@>9&"@J5E3\3BJ6=&_NRZ-4ZU Z M8R>^R6@:?6SJR%>TMUI-F:52>8HKAW4MS(-5^POP8U K#!V<@%E9[GD^JO'JUM?>'MV.@%"/K> #V<
MO,^AY;#F;/BMHDA%D:O-!Z1B<,SL1R1(.03.NM]%G:2XZA^9F$"ABAX5/;Z/ M'J=V5IS6,7RRAV+4.3'67FRQ3F(I711C?2^F4OL&JJVG%Q8[4SK[Q>K[T]JP
M4TLE$2FBBF^R;B_F)."5%:8;.:YX*Q0O\4I18YI:?4A[E<@CQ\)^KP/LZ"C?*,J>606A_"[1C!'3]AR;OA169;)LP'A70/\"4-U$[[,JU(:(S)R_'!1@;)AVY -CD,QL0 M%+SK J?%X@Q,!8
499DYJ6UZ&6)RKX%V2,)LM=S-XLDR#E+L/8N;"UA M%Y>U]+ZEC6P.M YC-NP"CQT>L/J,R8YPD]AC-;9' 5N0S92E1--OUK6/!FTE MY&$'=,+VAM[^2A)]B-<7G;)H5$3-VW!
[,LIXBE=8KC<;3W$V0$Q0@\,AK'2M M1T";T,/! F&\CA& I'1*7=M1/]WEKCR'RCNW\UUY&GOGUP^M/[ZUOG9O_]2^ M=5I76K?U<+?YMCN\+5?4BHOR:+J>S#T)<[?
OFNB7(.WF>!V;65E_/GH2<24Q M;$@PJ*VMGI<46+.@+G=W\6'-M\@[.NG?,R M=J)L:,-,V1.*K73D\I1M2K-66*-\^CR MV0LOM!YK/^'1]A/87Q#GLV#Q^O7M["K_IK,?
D6I%U/H#@ETR,@WLHLU+DN]U MU[=I]DQB])X#"G' 3/"N($@5BVUAX$#G34E"E-RPN%4O1!\'"0$:YHD#7P* M+"YCL-C\!
(&YB8^V+\SFKS2IDB;XK)GD%5!R]C;%+)JH85%JOR73BP"2 M9Y'"]>^;^W;VEDW;I"X1%F!B8X804'#Z:%)YW M]_=-"M304,PM:&#)Z9!IO;TABSM/9@PRV 87W_)/#$:/8_V
I>D!./(!8)#; M7<]DG-;=_CW&W[ULSLDFJ/!:-I7!(G+#;WEL11LTDG @18U-GJB'@R>>B/]* M0#0Q:F+3-$P[OXIY.%SWHC<%.-)$7OD&IJ(W#G="1;\V7<_7_JC322':O>O@
M+&$LR?WJ3%,J INZBP@MG!>WV' +5;59*3(%$=.2Q6DQ@F,8/<.6-&+U[XVS MHTH5U&]&3G?ZF!,1FVK2R#OH&EL$W7%#!MU%\!QX?GSX2\ZA]]UQJ=^SR4
MJ$I(RCNC5"YLQ IS/=WX7O)I?+Z/C:$GTS*YLC*_]H?*+5,<51\=X>_?G> MN$:' V2S]:68$' E3PB@M^9\8VMS<,7]3>F@RW1/55!WY66V?Z\>@"2K1?.]
M*Z6'[>5BL+U\!VQW,GIVI*)GFXB>;8Z3T$6,?5[%9&-;.D_F\9Z+P8,L8Y&' MOZ8]E+9;H=DC4Q*'WJ3IG3D71;/E!6YP5M! !*AF.-0Q8]ZRV/ -:YQSR-Q(M<8GP]$X'T9T))C*QM-
8!7&E9<.17M-]<\HPZ_/T!]B#^P?..!U="R5'^Z6XM-W6((%BZ.D0^2#F#F7V)E$&%&8BXU*F#LL(WS@%HX(9SZ< M,-RZ[M!51.2IY%$)8U9#.L34FXQ=1=,.
%GZL!+R#@LH"_\^W>G L0Q\2(9G M5W9NQR?]Z7V?IT M"_($@W/[/0RR93PV[S2;0:WOHQQ!.(B"*<236]A<.X$+ M%+551]E157+V1'-
^ZWEWE*5.TN4P>O>DWYSO>ITFXK2S)7LR,A>Z W,4'QW MUVL0#_1>X=F/"3OVOM("_'+# +_<$8"WZ!P*?@RG T>*HD(YN=,H/2-/5L M" D%E&5RV*+1A"0]I*N$8AZ'QPX$
VYH+6,6'+9NG,E)A?,::#F&-0-%.JQ# M0$7@629?*DR6$O%'E2N5*^2G\,$,>DACG-N#VX/F02'#D[?D&3LC4*RG0X:? MQ/$,_TZ[N1+:+'9E6!S"O2G7Y,D-=)>G'M4/6;J&
MZ._*DX97[3N53]IPKH)0=FQ]*&;D86O-*)4LD:[,UYI?[\|4LRDJ&:I,ZONA MSY<=1CDW I*'8A8%ZGZ(\OAA3%5^3#;EQ51R3*&(UR$+)T M31R/G:"<*]*3'\6?1:^//(JY3Q[#/-*,*!/-
\LT:;)F557M$1N625@A",$$#H9Y8"+ZJ,@- M@2T/\(9H(@@JPJ+,BH\.P9$A(Q='W;"*:>PU&XU][0#H=.U/F_Q/^P86,&?C M#@%+/F(^SF5PR@0X$^M_O.FLAW#G\
[)8RV_/QZ038&*J5V*Q*1L^]<15MMSB M:.84V@3FP/B8]\GM^V9& =#,EZ(0D'D?2^G#@GBJ(V![)E2UX%WPI6WJ3,Y. M2HC=S?:YCB)B>X87.>6 4M@K_GFB-
VC$;!RL/#:J5^>%8!FR8V3OHBO+,CWWE! M[^2[_K@+R,I,=&$'C\ &=1"AID=#O2#'16^<#*\0Q2ZUVP@/'(07Q0&6__+V M:8O.!EV^?&A=Y\=LR9MF(Q(DW MGP9L;?
O[Q>GY1//$[J?>5N'Y MD@P>DN.7MD=+!$M92)D&/77<0O, M"@GSSG(4W)SN.LKK&9B$>3<]N5CL%^J
M)4"^HUUL8T]CC&%,*7:97E;+;L_Y'A9R6+R:>$@*PR#H=;4O8'6!3O&0TLSFZQX:V7J#HP"B:O(D16S$?Z"YV90/M MPX^CAXM?D$.?(?V85([S.7LC-7>I?N@)@K*!S
M73RYJI::7-6Z:U:BYG63B56\L+I/>UK1*PDZUA A5ILF/(FOSM*N:HUF '" M\N_C65JU(_$=]Z?DNS. G*\W3[44N[[PQ5(R6-90*Q7/DN1KFAXD6+.)TCB* MV=L[5+
\/3BR&0/O\"P&O9WJ[B YC4N]*),F+2J]RY&;4Q6Y M*4KDIO/GMQF-E>B9\.+K(\RWE$K2N-6,LX$W7I M3QSU:T#T_2)7R6;O;$-;B^%
[M>GBB5TJ>#^G46:*:7GK*=.KMH%+A8&A%Z M06>W/66J@"&M'ZB6L &C<,K@2*QQ)>JY K?'4I>T ;$,)A3'6DK&V"*KSRU- M^6Z
WLQ>#_DNF^ECET68I>H1@L/C?.ST"#'"\:N)G%R^)+F!0N)5T6RCL'Z: MB0C313D"Y[=/QU3/[,$0OLKT$Z_@"3I,R O^R49QUD)\5_H M-7G=
<)K%/Z6O<>:DCHJY=E!%%'N.!MZ^[4"QYN?OM]^A7=]GWZ]W<7#[_=?&6OJ (\-?X!>R1^,M3? M]B4HI\#D[.3G$+\4WP='/R<1'ON,PBGV"8/3?NV@?O1SOJ9)'^Z=WS^T._>M
M9O=;1^M\NP,_;EQ^3R'S>5I-+('\F4 N[-8DIM'+#&F/IS[+EQ):8.HXT/I MT;F%K0MH@GZ?EZ=&SZ&*&I\.;PZQGP+7I,=.@,\>ZE1LC]&(,J,R58/T3-3V M#[0_X3IOX
06YO/H!EL,-C)TB;RF'API_<"R0!N@46S6G%QR(3V8W@_M6J=I M,V%9 =.@><-N+!8#X$\F?JC"I3K?D+&BT0>D,0S "Z41+YKDCMB%/) C' M>#,Y1K?(BC80W/
%8^G@V+9VN@>+WSMLO.)Z3O":5W U/%+\D M\#@;H02PJ9T=G[)*OA--!!SW6;=AOY1HAKS"&!8 Y#RT MJ!,3J,,(F#&'5H+VPW9>;52?_91N'_/N8\)__?&_^HIQ-Z;G<_,%5/9H
S@W M'5E7-#]X!0L+N B+2K&]#[\(;2V/>N_Z8!?18)5H4*);#L^C^$U_,1U8=]/1 MT7[SM5O8#LN"!1W-'K,Q'FQOE[K[I+MX+=AXP,!19PRZXJCXB*^ O]8D$2MF
M;L0E0UTXBEGWE< !<8&M570.>6K9G)@5 M=KZ$WEI][B)M++[&_CRF$5EU!T(B=GE((TX)$L"]P!NQK"2):*-\P5OQ I._ M@"OQ492$%J!X@X!*.X$^Z06L0 5-
'H.5Y7IZGS#I>T"7)V/?)>P,"ER 94N3">^@;V9(BXMC'$X>7;E9X M^(8^VWYVF$QB"5- F!4-'P7*8]1#(W!?"*9?P@<'L'NY6L!.8"9U68>TW MNH>0U>"Y--7P":WM=
#SK%G<":=(ESP'ENZ"U /1X^#F*9> M5*M"-:(MTY M'=JC2:JD!SQ9D4A=$'\N2+XB2)XR-/<@T_:JNL\=N=K(06L 3W^:2LS0=TNA MBD]$:)U5&U-SX==S.HMS#=."
(UUKPV=S&U05N;T+A4?DQ:!9#9[/&L-]_;/3 MDO)GO?$0-N*%B63M9N@9@&=$GQY\[X1XDK,3F20 .K6HOF48+KH]XZI*5"T; M.OG)&VA6--^-U;'B+/*3:E6[,RT=Q#:G;?<_
MV@E<6@?RQW1+4)E' ^S-:@>8AX,/^G!2:WR<'8@\.CG;/ZY5CP_8,0- %"') M5_+DX9O%=N"9KZ^O!QX:I^)D.^@Y0[9Y6D2C50LGHQ,\ M#RI4LQ2OD+5WSS?] %\K":B8QGJ@?
>=9RJ%1(#\K7.ZDH0!:$R"+1F7PN-=Y MKB$074!YJ@]R@TK'C3-0"],YD79^]'@ 5E> *H7_%: 6)8#/68J(;3^S M;?!A@Z^%$P\L1 :CB#ZK&49;DGTS_;EQV\,%)#
M+^9=$!J.OOX#B>P%5<5GJNO#84,5+I?VY\.[I2Q]CPET%#]13YUHOCQMD\0< MKNQ=J$>$=R!+I"^)&F-=>G+3LP(/;D\P!-AT0?0 D2X()(_5V47F=8CEC7"F*?] M_.M>E?V-
,HS_39<2.MTD_YQ).\]_UE\CA2&X_HP<&*F-@5?FTP@DE0XP#:#=(R;5Q6#V,$KG! MU@(>WF^_660<\6\UFW\G;XDW4J- A7]<_ =I5%&\HOC543P>C7(5ENQ1E,:7 M2)$T<9A?
L*@Q/KQ-LP?@_.>UG]@DT*7>-UBEH?L82+#0(?'CSW34WRH^/"]?"AT*B0QR_$"5)^ F9XIW7H2OT0V%#(IL;UP)B^J MHNCT<@S@0<81K >0W/W*XSX&J=8^^BZ*:RM:5K2\-
"T#B;)<*RD?**D?#=@H M2)#NMF,_@?W&I#:=43/67AR6U17+ND)/72KQ5^3KT-: 8T"GT3 \A9[Q8YOV MV.X-T- >Z6.V##S[1F#/F:R](+N1^_? WN:Q(C5 MP"3]"4='V*YX2
Q3MU/O!)A9SIBPH%,:!TZ$\G9EG.JRB%[IM]JG[;)BK/O -Z>O*N ME)YH/TN@BUF/ZJ5P5?!H]#O]^PZGA?ZL<@;R]Q,<7=5I'*:5YX?+\5?X8YJ MW#T&JYGI?
P5QO\^RB7TS:GJC&>2)1Z3&+)BX3R'"]!DT V ITEJ>" "!1*T+ M+< LH6Y7"V-'-'/ BOH7)BI6'@)KCI*56OUIOR[6%_G.6V\]V/TSUA7Z'^/- MZ'G& 6V&V >LR7N@3L%7
!1H(ECWPN<_VAG^KC'U^M+KL>T1)G8:XIXY-PUF M&ET):V'-NUV$B>+4H1SK]?[JN)8!7$EXHSD-QVA0)DLQ?!)[@$E0!^GS46ZG0&&8AP%2?6/H(>$Q!\K5;'T)T_X-5I M/?
GU^#8CNA2C&?S=PIQ-)+[+K]Q\ R@1A!#92KBH"<$7#E+I#1CK&/,* M+!Y#G\BJ>@T+7\(J%%E=Y2X2P^S3,(O/A":F70VI(P2I%C5$JB*S57+'>+3(MR$4.*V3 P ?
@*R;*XC9/$3=VZ&=A(!*1ABB,)Y.P:8SE(432+@@*OU:WB; M1#]A3(^^F4*+G?PI3B>D&N:38S!R1= D$2V1/72Q>,I8ZBJ"&5/3Z6(]T;T.
M3W+\'9M;82V!)L7=06OBVSUK!:C:F4/!CA)%I>C--WEZ()M5_ M"&SJM23&QTKHYJ09>OP1\186HJFD>$ -%(6)VY]TFDRC>0-"Z&A%?>KH]\;D M(N9^Z>:%F9SH-
HCHEG%PE.ID$XSLZRX\ ^>/8?T9,_/Y2<:NEGWDF(E&Y0TK M3A1CK[EXX4<@.WW2LFV)E#(.6OTV<_)P^),+=^H3VN#"3'6P)FWZ7. 3? 0=%H>] !^HH6Z;!K6RZ M7L9-UTK-
95-OFH*968"5-/SM$]4:WK<+RRL-==:JBY+GG,-?/MR@,N\$'A@" MWD_9ZA/3[T[&Y5(I /!Y7I5%9 MV0+?%Q^^SY=TR9T.'>ITN)S]W,8'E\7R7U*HL5LT- MU:Q4 MC&X-
"/5:K>Q .*I4#QLK L*:I,6NGQ%[YUW'YU7>O, 4G7 C7"X./;2)O^L2 MY?CTK%(_.2DW,QV?54&BE!P(]4JM>ERIUL[R+5-V3'3HO.OM;DN)DUJCTCBL MEIM!3O#
(;=3+#020$O4ST#Q6I8,JS6.J^!!# @I@NS2.#RO'9Z?E9I_&4;UR MV#@N-Q"TQN%H7:*BB47=&XUVG.'Q@C4ENUG9<60"+'AR4_;!O']JD2ITDF*RAU&F+66)G]>6RQ Y/%\L2
M.UQ!AE?^G['[,=PMIE5]Q?SH.Y8?W<+D9A&:?7(_S;I79:6=_XE%:JWTI/!2 M)\VHU+2-;[J4J6FEW+3*Q\N\:ME?^A"[3?Y/_&73CH8NO737Q6GMJ')R7/K*W*-*XZ3L
ME;GU:N7TJ.29R[6S2N-4U0BM6<[>#$>ZZ8H(67J5\J[+5>6HB>7"'U8/*XUJ MR=5V!0;EMEN;4/V-V&#R,U&J&T/3Y@WC7W;>XM?.*K72\PPH)F>E5]/!V"T] M(=1.*B-
=K9<^%H!_CALE=QEJ M-;#SRPZ#^FKK8/]P?%HY>I\3L #B\0/8J"=@H];? M)2 * HBST\KQ^]H8% (0U;/*2>U=3;0^%E?EW%0=05/W!MJUY;RJ.@*UQCRO M<3?
UH=59CJ@/]9!9 X^-4G7"?#H=9\X5HBG:AZ/#RO'[.H\6X6@\Q@8_*SL9 M=Q4*I]7*8>U=OLDB0.'DM%*OO2M\7F M:0WBE0]0I<.5^4RZ0HE8[?TB=O>Y M2GN_A"T $-XO8 L
A/?+UZ1X+5@SO;IJIK=<,[WUH2EITZ?@33,-V./;R5GM M[.SD\0@@\WM+:U]?MQYNOOZVCG&I_%&K:707MK>3$#[16B_1>B^NUB1XM=N^ M3Z@B[,F-TY^G:2
330*3"DC]YX3R45]XE+OG!<35XFK%>8?"M-WO>P/@%*!F M=X1#;H6("25,&@Z/%0HWB\+.0'>)QZ3.<.C86@=DT0_XNP^(!34R\)+H_3;" MP?
+UH\IAHU9IG%0U+WP$SJ>//<8$ J'H"4;P&7DC;L_TPKG7WW77U4'.*>K8 M1>I@9@:=<@][14/C=Q#GQ,T@F..C2OWX%!L 3R$810EYI03!JRC7%\9]K5:I
M'AU387'OFB^Z3[1["Y13ZLA74B#ON,^2 H'O^;J-F]5&KNFXB&I9QNN6%<-N MC#+ BJT='X-,.)/D0>SY'W3ZV35Y<@/='6NUPXI6K]8//RI*V6%*T4$E&+)*
M^G1*21+*Z5'EZ.RD,*\+=/)ZUD7!9?A2*MW2*M;XQ2[EVG1X@Q M027AYWW7&5*] KO>I"JE5!?%LTNFP.QSB6:/WP=/EMF+/GLU@6*?" MH]4'T M/?
-4\QY8.XZ+3QH%\)M'RG.N9=+-A-.,N[&0,K(::E+W^@6\$0M*03R,*]HK MT8"OM;Y)%0YHN>>4:_@RT>I=2 UX'9&\ U)JV?\D:DYX,E X@: CZUD>[Z M>%B-
B#LT_50]!KX%&0(?XK>FFR53*&U,46DNX ' MFS6Y<259PN_S*V#U58]19L%L+EI+/65&4:2*/:)(8TJCJ:>Q ' !A!B(0,62 M(.K7?WY\N4L@D)EDIL1D53QTEY@
8KG7W:\OQX_S.PS?T22SI>^>^CT$5EZ+ MW@F_*RXJ.OK!P_&EUL!?9):I&?R$-8HJI,[J1XZ^TN":] M+/\B?3YZSZ(KZ=W0\?*(Q.(*5L^!WBM?YQG_^N&W_RZZ]O?
YGC[Y%3P9=Z\=9T(X/#L.>5L'Q]2 W&&PI+\84Q928=+DR_%_[I M[^?/9CT]:B-J>MC.Z[(U$3]_]=2$*1)\^NO9K^>9?1+.HO(P2=5=E:HW1?MV M]CQ?
=/5QMN<#C'1\N5A$:FTV@LLF_EU1+.W+I@E'#GE3[CH>[) M>ZO[$CSNC!)I9E+$TQE[\(R 24/,X&WK%0(8UPP?G:B*Q>O\^?LN\W.\D7=_
MDX6@MZ!#LC(GF'U%^D=&3W_K9R3YIGR=[^%G%_->Z%V&+AC4ZI.L#S^>ZL.? M?'WXRS_]]<5/SU^]>?GDYQ>O?I]]>?;CDY^??3_[^964C.D_S__VY,VS\V'A
M^'=7X9\'NM>XDL*]5H(VU5NV=9RID&"*KL&?XW]/!&\D /WU*RK9[,\/SAX\ M>/ 00>_L(B][-[NGRC_BZWV6B9$4JUBO_G*ZW/ZO !&.'K^?CV4SDF]\ M\1]#J
TR&4G&XZ_WBL\^(!GROEC##[2-\HA?90^__BK[XLXD/5';I&"$Q MA,2M:G;]VMD]2*R*E_Y1KV ")F=U-GLGOM'3Z<= M737?D>:*^C((V]09/CQ%TC8R.4^.YN]HON>
[TA8Z7J[OEEL. G\>?;E5P^S MK[_Z8I;>/IL]_S&-D(Y!4G\B]_?^BVCNKL15X>(/LT=??)5]3<=&>G'6XA=5 MU[A=L9P]%^0EO%<5RW9""2"/G_\>?;XZ*5L M^6&A=H[-
%#E!C1/'!P]ET31]H[@HEK2XM!+B24'!?Z MJ)O#[/LS>E8ZX"N' M1!LN^>P=N4*<%_H_Q<+-7M/="KX^KOIT4[A5])ZO5BOZ4I/-\D[S2C4=%P4< M%WMS5(@6[FSVLZ2+=-
G(!VO[^6_TP'B5*[>G),F[W^]L8^@2],SLZ[1LM_"J MXB#FL])U'>PK29DDU_9%MQ&#*HN<4;C2%24%+VYVP#"[?-5I]/)=W]*%VA8B M/Z?
7$&^JF=&WR@+O6:PT_[BKFX[N6.9M)V:<7],R90O1F)8UAD6[Y5?O)&TV?2'QM7-.J^4A8__L,AW M[+O],V(ZQ:.4Q5MGNG>8/7K H1M8EN"J\-5HT^NG(3'C^XK[^U?:!+X"6*
M>LEO[!1VW-$>8%T>?O% [G+Y G\;HHE_G[#O8QP^=__T>8S#@ ^$$Z=/MR'I MVCM2&3,T=$CHD20V:/:TK%L.D6IO!%4KAPY5#J,&]2RZ@P\11>?%7\(!]?!!
MHJJ95A@&%BQ_;QOFWNV*1D(Y,E1LB&)%T;>8=../THV[KQR??YX]>/1Y]LW# MJWRSHO*'4-'A1'G]XO4SS7E8G>S/GW_^('OT.=BD'GR0(DBV9I+./T0Z+^Z\ M0
MRJ(LX+VU!=S6RGX@[2>1712>? MJZ^'+[QQ+.>A4#H+ +&-68E=3J$Z"3AJS_09_U-P$;4/4#EER1Q3J9LYOS>_7G G][5CH^KZ>Y#4&P:-F2[[8X2\L;?Z?_WDMPBROP:?
4W9[9>[5587#Q@58K;2^B"JMWU]5:?W4[8L4W?^]M6LR M,']]^/#LFV^^O"TY^!=C\?I#?)91/$)4V!PD1SYUNS.;')O)[DR.S1]C6[@H M'(/>)MOQJ2O.9#L^
=OQZ3LLI^NIG[X1F13HI.MO_KU7X.'MK MJ<^G7JE/OE?JJS_]]_[DZ<^OWIS/SG]Y^?+)F[]_A-8HIX7R GP< M;;_=@H:']BO@89JB?>L['.86 2/5)I_D;5MC&CVYLHS4J?
=HM=@4.VN#:H51 M[D6'FPC8PNYT-OM[Z HE411PPQ8]H4M'(34Z)--N4KEG*_W4=#=Y>CR-*UNW MWSAN)SW1F,H77M3;7>GHO$POS'T$?/&R8-Q_N++TP/*'E]3V_QT!E5]
<":A\ M? U):/IOCQYB8>CE_AP-IL/ F)><_F/@)B_NEGE)&_=YEW1KB#]5;^=DT1! MS030QTB\.?TLZA91J0,,N&&WKK5VZ3T)<5YQVPT(=$C,E_TBQI:=__V7V9.6
ME$204PVCI]J:.;\:$'D8<#^PU/3D]+;MJD>+LSTIGHH^V!P]6O)0\@=^%$$D MG7X:Z0@"U)&,_"U?=2T W*1BDXI=IF)HV&,VNUV04-_);!FZAN;&9FE-^D), MMZC;
[OC@&A=B(,'F.%/RQ:('^&N2V$EB;RBQL4U>]SEB=3>PR9O\ E89#9T% M0GJ>*R)D:-:*YM^[(3EH6=-D;) ZY\)S1=39HRSF9/J@,%$XN2?DU6G!^X[5MM48:+
M7[H+AX;@%7TV]MKT7O8RK)J+O&\!"0X7E1> AJYP0:&^](]F/8H+CG)P*C4% M-U'@XOD230GNEMYUTOM)
[V^D]R]6TBR_1.NA"KW)N3CZ6Q2ZEVY'DFFQ294F5;JA*CUAJC1: MS=99C7=9,)^L-$W-7;=W3C[XZ>\OG_U?G$P2],]=M=B@U<54$&)?E$>'L'4# M[6E7-
\B>25_,WG'OBK3"&W$L%)7UH4?+4NP_RKG4TI,7Y&WF3"C8./K4#3NDBY+P9G$77;U.ZF4&ZB4DR2XKS2;#!2.%Y M,/$CVD$$5G3^D @O?*,S&KPVS/J05_9U,%
W%^$K=):Q#TA?/ RI)ZI^ZYJZ M;V?^'HO"79Z'BSF=K_5>[(:2U]I(GZ+USM5(%XZ^K[U PA4X*>>DG#=2SI_. MG[R8O6'N)?+57,N=LTI?[BF.)-
>F&>.EIC#J\L)94W90DBRTM_HS)R3R5 WB MFW+6SRGU>7(IR9_,<;[J[9;3B30)_0V%_IEV(F-,2BINPI\N@B9^$GUE19M2 MRI&EGR-UYY89"
[+P#+21_=94,QTFH"7H)$E0(H#BP\B?A9,D3Y)\0TE^.F)@ M(:.>6L&[,7%EA1-;/=EI-L(0\VRGR3P6921UNT9L9BPD 3=E7HZX'6"> 98GTYXA"!#P[7=.+*^[> MY10AA#!&%>?
XKJ=4,I^5Q;;H^(#)RT-;J,/$C[4LY*ZML=WE(IZ#=+35DO '/V+,GSZJ$77T!#FN+T[80F%FEG#FGY5U MVZKRXJE8Q2)JHS7%X)-23$IQ4Z7X'D7&>L<262TU_4?2LE<)- ML=
[<9R,>B30#5[;PE/I*NQ#Y[YQ7$FXF7UY1\ L$'HH5$U!JXGD/\KXK*I(C MN=[+RI1!-<]F+Q./3M&C])("*':5EI/(Z=0R,5L,V %Y'5H+*P AG;#C9]_D
MK<3Y5S*^MIL>2%EC?,6M&!#*GF?++%-,^SH^Z3MMY&ZI@#%\[O2[J!)ATZZ MEL*===&6>51[X605N/A%]?18A,\WJ%(BZ1PN12H,]U)@F)Q8XZ(-4W/J%8[.
MSTP(\DCSA%"=Y7% @#J0ZPDR;CBVK#M6]U9MJN;O!^Y&? LU$#I($E)D$$1X?\ M"5QQ.ILGN;XYM/$(2"&R[63TW<.OODV\V&:8KPS40\IKFE_D)*]Z3&/J<=XI
MT;.@/MI=W>:E?-)V+I[\HG=>1K]9-H70B*Q*0"S/P*/KYZOX6P:GH)XS^8A< MH&[T?L[?CN, "ZCI.)]03I,VW:JGVU>I C1LT3EVE9:]-<6-/F++2)MVN[+0
MI,NB<7M+S2Q=2:*:RF@64%0"$VZUYTB^#']KD7/#7H,0KI^.B$FH;T.HNTW1 M+'E"O;@?L_VFW@):UR UP@SEH*5#,4#GWKOFPB/>
(T"0])N^FZT$C6C!40)&@!)MEVG/'#1L11I1A!,'N1@X9T@H72=BFW1ATH7K9_,] MD%L\'_;QH1E0BUVQ,W*.T_X'LLC;UN(&M):R0Q, $>@29[;WOO7I MQU::-3@%;
[.&1_TKF0T074T4AS,; -B&U$7D)BEU/)\NI]L\+,:9-&?2G!MJ MSH^::(?$O768)V"C'&N9TQ@DGS\GEZ?%U).2>Y1R2'\DOGE'Y\VBTYX)]OBE M-]NNQ;H6+B$J86,+QK/Y^
U/1*@K228"DVH_#6U.JQPEA#!4?M<43!,19CJN M@6"J[/1Q[PJ;YKUTH061+U M5L;*2 9M"N:P9S "D$&"?-N")/7R;-E,+28%U)93U@FLL M/&,X_8FU@6]["I_)YDM)"*+;L
&NS=D_2N9(BP$NCQ10WUE]F-3#NH$&(SBO MK)E>^06N#+3WZ]7]?7[0TJI56/WI9B4G.:2D6KTBH6NDJ-%W: WDLY*/-/_T M!MA@[#@\108V0?
NC7D'."$R*/"GR[9PN<\YG8;?'V18H9/GOO(I&IO (K2^M M#W7/(BNT/K-G+W$1/Q81!Q6:<]:5E(5WOAFUR]^ZE#@+W3Y07E(.;:/84NC5
M^A'8C2NV\YXL@UPJM"QQQEEFJ35NEQ_X<]+X51_L3#3L#OJX6#1"1*N%X7@N M7O#Z?J9WXO%WLR?F]TU:-VG=#;7.US8N',^ JV0.9'5*Y&;:5J1 0A^"M(,8 M)
X]]!P1:!\^7#?UGL[%L39P1C>YHQRTM((M0X^+4BJB:DT2PP>X-/?ZX"M4-SU<:^[I).;01']P3IHV:=H-->T7;\E)IK:>
M5V%$Q[(35%C<=DK:NEZC4CEK<8RPQ&^12H,&+9'9#K-$\1VWD&;4=9/+R$:F MA[#:J#Z*>AFR2=T"%SD3<&RT_CN$G,(HVG"I"$[MOK?
Z;E<&;/3B;^E6F05IL=MJ52N+M&*@H""/4;"-LH-X-3RU%;\2ID@)UJ1T MF[!+3"HWJ=QM5J5V)69R6YH@CX4MFN:MGMM@9'M$B9*X=@J>3S(/F-<19Q[P MJ> =5 ?
\G&OOSRV+LN]ZH[O<$'" M5"VG@VS2JEM-L$>8M[A):IZ &Y(O%2::BS(OMD>Y^47>Y235]8Y.'![JC;#F MU] ,QK%/VS?2!L)%,(GDC"PE4+$N2?6X5:R&?]KIF95SLU:7Q0TF9[-

G[Y X M47:*:,QX>NT8B.|Y^DX |D,+C,P[UR3.:!/,I)635MY<*Z\%**JVX# MSE@T$1K'56"F)?XPM*)FU1 HA3FL?%T53<[F3;K/%A9I0UN?@=^FV
M;*CJT[!,^8_+FV0O;5!7]WS7"ZQT\DLFM;JI6J6R'K=T-S^G"=]] IC!+&HH-94D 6551Y3H[3=8>+;82C/TCTF8!<&Q"A,C:L%RN66]NG+1)6\ M/6X)&&T*'DQE6#H[;:(39563
I6S58_!*?2E\'R3\$_"?PLGQPA4VKU;E.3D ML^ J&X2D.HUL(I%#)"[Y?.C;V45?@HC4 "6C/#<477".*:@!10^(O!NA(]61 MHFM7KYN<*QCT;).T3])^8U,OL-RA#6;N-\ZKB_1!VE*
<(/V74'JN9LM\"X@A M\R&NBL:1\/?+MJ2M0>-]WG0;NJC?S"*!9=&B>7XB/9LD^<:2_"Q)]JR; MNM^U6D\FSQM>2RD4GRGJG>4Q7WC,D))
H$V+B\2PX,+TR3PGDCO7:0+YCKR= MB[QL8["^@)1 J]N[J:-WDO#;IHENE=%OX0-)8_7LHL]#[!M->PE#H(<_3T8L M W)D=)Z3V$YB>VN=3?$8EAT$E>E9%W59 O$"0$O?
M& H9UXI^.&AOX+=9)0/ M9.Q>Z;I.9IA3?+@LN$<*2#0!MVD&%#,^I=2;@&!KC[F;U])FY!V3O&F04>5; MQK/]KH?,D:FDP"6,]'9(_[U+VCB0^421@$>BE7DT&A !"+
(].N<\4M#P1<9A M'$+:Z60WRLB;3[WQDX[_7H!82?20OA_1/PCT39&JR"T!--'&A'2+PQR*-?S" M$BFF7OJT*,*6_A'&WK7B<=4[#X:C.VB14&L2HMH4:S3];D(&30)_6[Z8-O-$
M0S*!6PTP;*\'X*,C'; YU##C,[6R;9T6N7-DL?0I*$XZ@NN@;S#?SN;_;WN M94H ^(=:S+,-#?P' 90:J?HDXI.(WX*(__3W\V>^0.6C6O)F@(H;R'N*%)-V
M5Q'(.C";)HQ8%'\SBYV%WPH^BU2(A]HD;4%1 P3]=CG$LDUR/\G]S>,588P& MQZYTCWJ_?T]K#!\GL/EPFYH0@:"CAFPQ!J/&I6=P--*V,4%*ZT:OI4UMD7X= M 2U-
D_"M%1YMP26'WF;'R$7+$V/(([63!WI_X.;,!I[I0)#C&O2D>Y/NW5#W M7JR B%CE12FY6.: 5PDO>"(Q8!%^;I,R/7)"K&@7Y!?U4KF)AJ>\)KZF0T5 M1<%()N/*5<(J$/V>"^(2=+-
RAI \!'\WP0GIH(T26]PI1_D8V),XSO)_:9W&/ MDXSUC'U2\R8!.2']/4<'X*2CDX[>4$>?2P:IS2EBF=V+N.2CY!U7JU\W-2.M M^O8S;C&0">/-PNT,'K**+I6-
B6M$T1KGL9)F5FU\5[2P9U@(;>)'>K'2ZR5W M8GO# =FD(Y..W$(^# W;PL"PBJ.6=I,WDBY(Q$],/#\X2T>(@:)&;@[R$Z(N M]?\NZ:0V^+([^HK]V['%1W%N?[*!90.(TV*NE&
(;=%$ M)'2=1@T")J%3 A@0-(!TM$^UQ/AZE=G?Q,*S9].X^<% 57+-O=UK3P[+NHYT M"KN#[WQ1*,6!#9W8MV!BAM1AXK)Z4V3@N"TF-"VG\W82\AL*^4NWG3.H002- M?
I,+/($$,-]ZO,!W==XL33:+QGIP:?D!"?FUF9^]#2# MW.1DKN5_YSPJ[*(N+P0$6KHU,!I1QPL=\:$5@#X+8]\YU=%7C2OYSHKGF ;# M3(IQ>YG"*$9B0JMEWW:8"T%1U@&U?
R5&Y\1 RWU?+F] AMYHUH^L^1R$=KU0 M(-@7#;9@W\J&<90HFE:?2#_ZK3'X3!F$2;YOE78GKSR+R-8U3'>J],%BS \# MK\4WX/J\MDRK"]EQ!>%)RCK*40.B-GJ+
&7@BNU1XDS<(ID/ ZUAXD4M^_Z+ M161?3Q'9!T9DO]LV\6=[699Y72Y']FU6+.D=WWWUS<-OOOGJ_WW]I[^^>7'^
MOV?/GSS]^=6;\]EI*7KXZ,3S\2T*GL'ZE__X[V>=S#30GZ)__X+ *$%;1M M/NU&T]>TG3V*NHN:+:KDT+6%C-
3:P[3Y$%RZ=M$4/*L9^IG(H658>/R388FLU#W,5UIH=3:+X7^C%!C9>*U9CEU]B*@T%I>S MJ^.\)MS1%?.P"XNTL>W-:M3G6O%IW[LTQK_RX6)RGO-'!]H8Q;8 ?\6XJT8'
MT8W@KWX>+'!>MCP[!=O5H@1!0>/R?EG7;Z6BX[_*AW.?=W.;-S@]L=Z0&C+GE]]8+6NCF]%1(O M\"@\,#!BH(-
O5<2.7/*&0V9&G0JSHN>HFP0.*M<'%GJ%"%P$&X>*3GHYJ;I? M_PZFA0P"[\:;$-2\T:8?>HO7H?'Y]'-]^3$LBJW6T=>2=[OJ*K\ZIJ:-NTCR M6=4C/&4P+M/Z=4?-
)!Y_F_@=:FWVH+VMQN:<*#T\YI \X69:]BNNO$SD_C&&Y)H611&"VD/CO3C^&D,T>,& 0],<.DS:^K9?@'J>3@F\F6Z,YLCI=D!-+)U_VM3WDT;[$:;]H\4? ?NDPY:N$I[K
MJ.SOB_Q52D6'!N9;)1,^Y8Z49.C 9/:0__JZ2O>]T6QB"^NA;XWOAI7NA.ZW2Z4_%H/#D4#0R+BDH M_O'2WVD#$/6L7J7Y8Z"^%)/U/C.I=-A3K35K&RPE>74M"$)!.%9@#C?
&:_2Z M5#*LZN@<.+_^UN.\GCT7MT*W_^@(Q^5-1&S3GH;8FGYRS=%<^G9A-:YI&Z_Y MM6G>UU!)_W#W[ZHM4NJ0?KN+YB^U'7.UM=KF8:K9U9U-#SQB QG7S<_KBC$
M:QRJOXN_^:NWBF0E[/V.7LILE-"YQP,D1W2'_HJR&?KIW_'EZ,I_?OC-5]F# M!P_P?^+]1>V21VQ=8X NN)K+_O&B\2FH*?^!YD.;6TE3?]< M TF_S,QXW:;>;
[20EBAHHRW2^>4ESRSO;"RZ:W4#29ZP:&#KUI/!@U4S\FE(MG1FG$1& IVF'H?1R*VJD!79B<//('+6DJ9HZ^N'+<*&\-
MNP&QSV1L/!*GMCXO,XSVPK9QR[/9D\6B9@-0'C+K\CUA*Z#K2N[(QE0ZA'EZ M%<2'V1?]WV68@5CV2 %QC2AZ-][&;\6Q@*N8F:^HS=.7>!HHI/#[G)R!.O*@
MR=B=9'48S6DKH[\WKL@FQ-1#^HP[9>TOP1_8JO&*M?U*AD!KO_M)[V'HZ'P< MZ_X+:36:4Z[UD%DB(.2V.X;'PX5@^I2>6Q3YM5=EO39YVO4P*W)V=.*5$$[^V5. MLK3S#
G5)2]+@F-?CAD@O:V6CANWDUJ?PDT"R6/R0E*5^"1+*M],)94[5E*A M:U^J(!#")HZ%]("-M !*RYG *)RD4ZMHO0)=+YA*6TKC5'3 -U^'>GMT,L[- MXDASZ:
[STRG>G.+-6RDW7"(['U!T^)V#X3'*[_C?PI8C-4#5PY]^^/%>^YFN M=V;,"K VQIV04<#$"J"%(M*20VW#D:7#3P[8-9A#3EF*]YQ8\J0*9 U%Q0_<
M]BV,'N*F>D_QPP6H:.M5=I+IW%Z&G1W)<^7119462/VDH9MTV@Z.5$=O][X? MQ^E\Q=W([#!"(.(Q-7CXC*,PDBSISLP"TU)F,4)%MU-OM; 1 +8$ @0:-*8I/ M0_]E:#XF>-
H$3[L,GB:!^IK=/;+)8,;OP$HL#-T.>7L566$!'Y_^\.V$DYP$ M\>:"R,>O9$93$RY9-1XO8N<> WYMY.[@ZY,X3N)XF^*X+NLY6;PQQX&$LJR; M0$8] VR4_6.38+1FRNO-#
MU9M$W-..:$Z>["2=OZ-TAO:R?X!*1ZVO153% MEOO1)EF;9.V&LK:K<53;N':WJ*MZ2^%[!%9$2K(H(UNXJ/NJ:_AXC^B:ZVI5 M%@NI_J,PM*W5EWA9+)\Q)]!8-
8/ICJ03:O>)"OL]B M"(S?)(>3'-YN8K5J^ZV@(6'S-)LPB=DD9C<4L[W+.5$4N9XA>W0T)W 2N$G@ M;BAPXP-8_^1@V10EXP&:8CW)VR1O-SY'W6)3U66]EG
;5)=GW00WDW%8TF.;T%.1W%<"1-,S&+O< ZWTTU\TGR;B72P#"$ MA11F@G%SS8681;=:38GO2=9NK00HC3E+G2_(24+7-#6YAEN/(T2N456,6\. M46 B$ZN&]7-
)9M__Y6T#:#!8864$"6-/6T&O_I./?#\V%#][UC=TT.>5/I@1 M3^"C2Q D O^<=&+2B=LM/&H'FL^D6C!U.WY!_1+7FC7A89\V? -]^0 M(AT?:E3Q%W5T]1P79C3;DH$
M<].YQ%YP3\NRM/B-/6E*T"]G=@"LS)\?/GI\]M4#]!C.OIMS(W7./5;X M[-[CK\Z^?/R9?;LRZ_YPB]??M?UZ7T? MGGT>?28+B)MBN>[4:I%'^1(5 M;OBD7_=M)[?
#$AT_([W3H_0W"<'4Y_*;L]F/Q5NW+UJ28F#PK$LN;X1G9-9S MKZE#XZAC6-^._Z-HZWG?\7]68!0K9_+/H1]3_&:S5R^X#>1BX/IRZ-79WVK MD-
CP)RP&0V,V.4JQKL',L@4]G#956]_@TH&#I>5&5D7K*O354* 0)2I-,2C M0I<;,RP((VQCI'">=250FQ:ED18V#A;5.$+X&4II)F56-OS^BI;%C$"[W[^%XD-
".C#SYH76;78YEVD(Z]&K,1 M1=1\0=AT NF5!UQ55_?1W6SG&XSC6CCG\P847:V2-N5-P^R%B?".Q9A!H%FC M9)BJ4!O/E$!!I_NHQZ0\9/Y[^@S:FB"[Q*2AQ'-
JA]1ON;TV&0;0RD&&Y0' M3+@9S/U"&BCH8:,%C]>[L*.T?2_E/,FMG0Q]9K%9NGF7_'W'LP7!_02^4C_; MJ-@RV'VE7>G"4D,K#@*P]@X:X2>5I[>R?
8@[3,B4=GNT77N'AB>*G'>H M:?]G>&!G MN%9FA!F>?G:XU1G(4S>P8%XF7CQ]EH66^=[.:S+<@LDCK=BX)5FN7=U:@B%: MAO>4!A[P 5IX3VL_/_ C P,(1DZD8'A)&(4-
JQ@'?^9G-Q,=]@)VP&[N>R/DXJLF_RB,'8!/&C#^+14G./JL+,]E2B"L=O/0>[R LPO3H^0.5@0OY M*B8PK.C?')/(R:)+!3![Q]:6]*R4Z90F92(_8 ^/GK!U_G/\=A7KM$BT6;8.Q\31Y8
72KX/3LKD(7S$QXFE^N$G$85D!SHAYH_X>PCC]\VG6 MY3!PXIKOE8P<)', '],MA=]H]'WM!2+*H8]EV/UZR^Z$C>AWI/OW'GXFH;@1
M:4K8KS3A9%B%0!_4FNA%#92K)WA+L]F]1WK%QG&I#).XO#,,TY1VF[:'MG/; M5J9VE\5%@*8JG:RRH^ 1[CW62\/1*CJS#O84=JJKSODV5O+>$'\A7 O<4F,2
M:6Q=5VRJ[2E&EXQ<<%'H6@=&;[9VK8W&F'VN99)]/%J. MY/DK1^N:>4\P.&N!MU77*;XID[PZ'8J2;E'@ [*-^9BN''[+N=7NTP9$-#H&6_.WB!>8W\M,IB8_3S[>^7^.?
NE*K!@S!#G=EV< M4'W .;^'V:SOK(H.B$B75S;21QB<*7C?D<^T=8 +?\+$F(\>3J6>NT>,J8ZY M>.H_NG6^.)#\XMWO092-QBZHOQK]SVS01CMJ-
IJ4XB\RLR=42$^#=MP*V>!+ M976V"H_GS!9K8Z@5]P[!A>C3P!,:O;H:-)QA5YDS&::#("O\G+\E;+?X9M&^ ME1>/;3(?/C4=I9:I&#_B<%KB2LF)F2^7DFF]@P?
2LPMZ93W_QU\G63G[6O!) M[#MP7-Q24Y!_OM(FX_B&H\WRXU6D@ M,7K4R-PR]I+LU<7E_@?&F7&8#2-FG_2- MRRT9UR<3TE$) TR]HZT$]K,M^4JT8)Y
M,.D:?!E^#832Q:;6RM(VIQBVX_["$RNM"WRPJ312U6@IJM_*C+JP;S<3QSNF ML"=M(@5+0?E0\F8SY_C(0P6YGW *C]].;2IF#6@PRZ,.GV9Z6C#[-K+=C0+ M,7Z,/4<,'WUDR-
3I].P;G;H>H!'/K9^"5%;Z,[1@2F55BU1]HW.1Y^FB3NU MD[K*G^]]?O;% T$0S'.44"7+-^*X%]&D!:ZW1%,.);IDBAAC"T9D4(+1>+WA MRRA8#H^'>=0%F[&-9Q1E_6B6/J47G?
DR,DE]@>.A9+0'A3C0K&[A]71JZ/$@ ME7N/'IP]2%[Z;/9JL*2G5B&1]&(U16C5F!Q9N0DEDGY9M]*1D;=%/LU9!B9=1V XJVS9L[(J&'XF"0[;0X'5_!Q(;Y@?"4_ MJ0.F.QH?
DJ[NZ*R)R+!+-E<'V"]TD$UW>E;+$U^1+<56CHIN/J?_7PM-MOY5 M/1G7DFCPWG)1JUI)O\5I9TSJ7%KZP%(X_6^E2=8T2 #$90.=DDJ1'P#JFHNZ M:" I/&R-YZU$-
+1Q"P@>,+8\!HV.E5CJ;G((#0:@='? %-[%TV;L^"7-WE>G MM).U+CJ:X'*+)="9$APG,P.NUR\AZV!3M2:MC$\>#' M6A9RU]:YMV$0.*:!\I@:#%^"LP#7C/^5\W32EU EH#=F8T8O
MPT\;31B)(C*MJL!:XY.M@]:PH?>*QJ-0/*1"+S&>>4R>(UY$B8I*H 6)S,;T/N2GV[Z/>6_Y.WLY3B#BP5 M56X'$;%$6U-&"G]05_-D3NIL]B* M9<):@ ;\$$##>8QGP;$3;
(>YO3+W(AY^550;@7VI0?-'4C?44V5Z=!XN?40M&&3<02 02<_\M6%ZD+: MI3- K<38'F'33\IQ86JK/0%:>BXDI+(RGJ%T^&=EW1K8#T_%1I#4L5.(P1KQ MT$>-
@^)G\%Y3EGRLD L*Z!ISHRB_4E:/5OH_^+GHQ+:\5>Z]8GK@P;=YG!&T(0P. 2 OEW':?[U+D0$3YQVF> MSE!?L/0=3[_E@O;U-DL1?]%4UTBGS,:&;#^7],:1&?
[A1*E2+NW.T$)N\)SB M?'')3CKE$M3ADV1>S*#0ZG30EUXC M]1@5^ D7#1Y-18.[5S3PT#\IB5T*5U70T/(T:NAL]C**N4;M "":9CU,VW.4 MQ MTT!'5"R7$C\K/*;MM-
T!9]E]#G*C'>0.C2W$,(T>6+:P4C$B7&:XPMT4A4#P MM]63D%,L>YDY>6E;Q?5QPLKU;HYQ8EY:2>[+2XII=Y4:I[XU4=>"A#]?6R78 M9F_0H_$ $>3BQON.3.;T':!^K+
M^E@,F?_Q1E6I$[NU5OUQRA[U=48WK%&QP)VF;I.V&TH9^ NWL@.5#_CC-YX0 M0#H=<)0W<[C]1?VN6+J((VA9E+U4^#BZG:1SDLX;VT)O ./P4GN[!?]J==Y)
MW"9QNZ&XK2AJX;SKBGM]9YL:=4FW@+R!KA1Y7A$MP?WXHWF;4VQ2+4)^-WRDXL^YGGPAD-(D MKJ$_NM(CENCH1VFGJ,,?
N"H5=20DEX]2PD@Q*5$1A5076AAW8W'5I!:36MQ0 M+5".;%G,]JB"B3=A]MA\"[/5DT,Q2=[MT><"8LD]3*7;3J9L$J@;1T("CVL)-5V1?+V:)H%HK/GH1L$K*;1BR'95-K
MF:1F0B?HUALG' BMCN2OLF<39)VX]Q.T2 /,R_K?=TSM*%O5F@A630,1:O6 M&J]BY%8[E4DFH;L%H3,9$RLF0 7:H'53@Y5U6ZPU=:*ID;[2;J>214/(X83D M*DMKS1[90"%M)_
:),?EC)XD=Y+<&X]\$XA7 TDM;/P$^DLP>I9 D,5@3?SZ^][8?@A$5$ M4W&-*YOMR'GK)3^7'H=,!KLM*M_N'X,:XL'FT>FX<_3$TO7_0OHT&<^E?4?2
M]Y.T:S3.^@BX=5X[";CZ_EW+CZ>.A?O7N>BIP84^:W3SA?YHXR4"7V[,4W2 M2%M1V7VW9,U7)6VC.9:-)QAN;M/]FV"D%FHL7 YX8 M>P;FB/%&C 4U:AFBF#? N7=6)S
M_HOC.?TURO+#MD@/]M3V/&U5]A<@ZU/P$OGA1!\R@.<&G6)WKGV/V4LJVDNC M^PKML>VL=.NBE:1V,NZC.C'F(VI6Q=$3==H6S*?C.V65[YVW3*]P1$>1!::5 MQJBQ5;
[E*&[;FC;!CW.*]^ACDK9]7R^7]Y\W>?5V]BN$^[QKG.MF;YPPX]!; M/.4I]/0BKZ6E'LO[A-;@GI*A7MER&>Y /],W-=K43+93Z&4>/7CX()MY=G#T MYPK?./-&M-P6*];
R&5H(S(0$J*!4]GBPZR96V"9H-O>ITO=9^92-R29B(5O M&^C(C1U9; E92B:CK*P9%-^+G9J>]O]-7ZH7DLQ@#RW9)(5_Z.O$U XRK$8$ MGV1/1I%!QMBKLCD9GID$W][P,
CET8X >'NI0O'4)-8A?@Y>*"4Q:C#7K=[Q M91WS*WH*EM(SH06V-6[@CI[U;/:23AZ\J [_,&ZS(\L9#7'PW=,[0/KZ2GMZ M(XM[8JX#^7&]&YA-F^XF'>7BF])?AS.7;'P;]WNF*I+*
(\0H9=>,G6.V!^1 M[X:$9IN_-=AB@4D9[*<*;+&I 9@!R1VI1TW?"LSF1CL4F3.A&JQW4,5F7!IQ MU* Y50@+QK^DIM6/QC(>4=\6?38[=YY'^2K3\9U>ADD)'WW[BE7\3:S]_-RO
MC(-%_?H?*&IY42U[,N('_>GWD6R'''Z3&2/R2,'*MJ'R"]@X>A=]?TJ)\G&P. M[>R@75BM@(1UDG96#\|374F3N]%8!O868X&EARKH'?(F;H"GO<<5/V;/MG^K
M02P5S03)9Q=Y4S@!_0;B1CFA_4P>C8WI&8$DBP+ ,$\H]^0Z,"$Q9U[5@].> M><%"]RQ;J&W1HB(U4RQOWDJR/T?XNVN9\1X#9LA ME[?-)ZU0%-&;YY,3IS-
M7MD:Q.P2Z1JP9\Z\'PRF.\':IO09E:[HV+PL?P>>QX:[7/0E.,STO&(3->[[M^)7W>Q;F%,5'H_Q<)B"!S+R>VN"G3-Y[9?*$9D&="<_) *19B
M5N&HFV42M4G4;J$5_CJ%7Z!1AW[^)'Z3^-T450^"]?O"6:>N]@4&6$PXP4FX M;BQ;"N'7+(O?%K%K# M=AE)F("Q>) NPPPS'FO,1)D8*Y+_,V^6&*%B&E#/>D\YCL02N,-&,;
MBMGV>,BYA8(UH^$PD,MP/C8=.::^5M[8UDK7IY*F2"KV5I>[G27-)?C#Q)/ MQ+>E5^3CM& JP5U24]CU\U*G,Z!(XAJN51?5JLD%O],CK_RD\MWLJ >:G10D
M:BG3<2K]EXU:]"\7C;5(AD#8#KMW ,@J6_)O3!//',%83K2O((W;A1D?6 MI9"(=@*_6N5DQS-!AL>%.XJ>I*Z@\^#RHO(N!]Z"#@<>KQR%^7&2.EJ<'5

*Y;_.# MNE/M" 8#G]IH>.R48C+X#YBPOB%MY\QV#/D"GW\NA7W_E02RD5F%<9XDM2.X M5;MH>GI/@49@RTI1B+#_NVLPC?X(*BG';9\^ZM %0%;/0JKX&O:(XND+9H"
M)D..[$5Q@9%F 2SVO- I4Y\PZ.OS"?1U]T!?\;"TJ$[$IJO+W[HJPKS$-'0! MJSE/&+'Q%R.,Y/0TRM!+E) V#+A*"UES)[5_ MU+KOYD3)5Z-#+.!UD('4Z7HC)6(>/(Y.TY9ZDP-
IHEZK\I#C_N*#EJ*#&]$RD>*\@Q+'VL9O2JFV)>=%>)BDXUJ99'>J!_ MH .VZWR'M%=$X7/W#S8<53\F=85BJVQF%0DAU\>E%>;IH*YDGXOYM0:=OV1):VZ\L_*P6QC,*#-
M_/:&1RP<[+!@4][?P*336H/I3:;#2E0N76X*&V[ZG9^5*(-V$C:VV,Y'8WL" M+#RO=!0H1O44"H$/Z8^,=1&CO(%LYGU.AM?*G>*NYJ+Z3:&^T@1PM%;^]/&7!<3@Q][%
M#Z=/U?8MA@$;H9WM$B;[>2N#MY 5X3>S_2/GIV3BDSR"Q< MG]XAV0*2(,37>S_HTQR)@'.-W843B_L]#B/%\AX8$U^IO# ME.W9R[SS9TT ;-K%Y(#XWEOC,2!G%6,YEZZE
V(7HT;'ZMI'VY<8W&!G$Z5G MX+.N5W]7NR:.R5#]A)#1$2!MCQR6@9L;MS>'C^W6D55*C%Z44>$O(V!?8*V6 MAIG^F#C1<'K1*\'6+R".1ZA7&0C+-HG-F^"Y2;VB:2K763?
2&;J=^%>#07&G MQC'*P"C?G$;O,-O0:&RA9ZJ:8]R;A"1L K)N]&AD@LGA-I=.* MLA%0N\UT//D:F7SI_VOSUY. /?1OJIP'PC;>WSM2A M1>2'LF-#YY#ZY'JC!]Z1_V$KF-H-
GS;BK3E$QR-$ODUWCC;4-\6TE27](%([' M/\4JVPO)!.QN0X%"=/JFF69;C].)YG0,\AT]C1C\,[.^'[@]&W95(&V'T-03
M&+:#QJ9H=LD$OK,8*M,@<8!>8Q$_T:ZWV8YK$Q=%+OQ%E0/@LC.&3B2;3J5.T0AW1.$XN[!J4 M2C*=3HOS;?0&>I*F3:=D68JC_$/K?%MEU!H:"L[F4>S$]Y<'MH7 K
M:MY;S>*R\(H6G\+SP& (DPWY8C__V.C<=^&I1ZW"+ M8#T=[IZZ.]+1'@K3XYWME]>I3Q(JW"2\OY7H?A#&X],_KE-T+(=P[;Q!G .X MD7C>08?M5=S0*\5)F8G-
%!C)@)0P2*4]4+R_;:UBM="45317 ES7C!+I Y&_M:AL7>7++5YW6T>AJ5HTBL5IQ0LM(%HX5C6.0TY/'PQSVC^?>R9-&[WO-9Q[; MGN'R<=WL'5;8RO=A$([?
RLB#'@CJUM':+V^VUXEV2.%'2J27MRZ+&R_X Y^: M9[,)NH&B3;Q801,8*8OE@9GX>NMSX!96)G,C0C9>.6W:Q8:BNE)OUE?AWQ&4 M D&]3:C8(4/+,XC_/2HDS=?O-
6H@I:6H5)A"[1DIBMZ-GN.L2_O!AF?9UKX>99Q08YB;U@J<>*$9E"I *Y&,\6]VS M\PC,T;]:4!#/L(,UBE(75N H7;6&Y5C)1J2/)L5^#-!IC:TB5HU:Q08B2K$- MHUIB.-
PO9^=GOMHGX15\T(3.Y"ID M=>D]N2)KJ*+ ^F1>@.^.G/6N"#+B1;) MS2(S)]H7:0N\R*+UB'1Q]^(R;*)"["6M#G:FTZOMR=9/\BV*'YR2W*W:8T6 MBC-
#3'NQR)G?;2_=XYK4M![QJCQ8L3^#WTH_R(0/XSY\OO-ZXR=S1Y)A9] MO(4SD SYL,N^42H'G#!Q6F=@*H9V;79\6$MR:F#G#D&-CU)!)P^AJ[9ZDS?; M?V$^IQ^5/@]O^-8=R-
2Y1<\E^QK@&2U_R3F$SZ/N'2GQ), ;V7]&">*S$A9O._\=@X'S-AYWD4F8\0.6U$2TM6DW8+N5,/Z/!<:N$A M]%T"'=C[*:9,\/<<$;7P=9.*^T6(9,Z M=;"
Z$_E&0%>N1VF(4)3VDE'&V MPA/2T>+3'>=Y6[1BUSH<6V25?+$2@3%L(DZ0<(/S,B(K/^C!XD&BMM>Q@.!
MKF[8NYWEB$,6\P7H*SU!G5V8\P=\7=)5Y("6@@\C5Z0^.)Z&.%RN<2/DT=1' MBH8JP:\UF<-&SI'%IH97#]>F;UKRO>1FPD5H_CRR!*XKF,V/ZRMJ'J0N,5Q' M/NE=5=
WSTDN@%K_V9%)_;$FV7GBE?,>OJ>AYLCGQE9&)ULGV %U+)YBR@!I M\?=8X+F*%=.1G4,;BT-ON^WI+S\EK,?3M[6C>[,_ZJ
M,#$E^*6<4[#FHBA;H(]'^=+)*UR9@C]^Q0$OFV5UU>G^[QPFXRGYHV7=V-X_ MW>1%L\WEH'JZ*=QJ]LPKWRNQ)EG@%K2U18&&6:(J,4JXNZO!!LQ>UPMI'S
M09;R/OW/@-Z,GI36T$D"(LDN- '=P;/Y5Q?E.86+5ZB/1,UY>7@R&IU^CCE6 MX.4+Y'6A^+ ^T/O@Q(VH^<(6N:14GT/PKR',?%,TN;3PSZ9/9TR&W*'W*U9,OI^K)W:N>
M/*VW<\,?7/[3UF7R!4#2 O>M4-RID-0M6*@EF+?6GD<)WZ\(2:904W" M5W8Z^"3-0\BHAT"<9SF17:"C&F%NF[C_TOUY-\WZLN:5J_>:,;&\MCB:LD#L M;I+-[Q)4QTP[&>.?>-
Y/H,G)8Y&"1%H&$^#)$$SX,V-(F.^\:'=]9Z":B)'9 MPY17M^0>*ZV]^O5_?V1A^!ESJA\ ^EE7ZWRBUJX[>J^0Z6L]2Z!?WJ+^Z4@
M+KDI.3\C**+B4#Y2:TRR^[2P*^<^KA"\X71+)AFAD*^SO)S@QC:=\>(W!;Q% M3C89S)MC22(J[53EUV/@L4]V"E=Z M)1)H+_;"#AFP"6))ED7
H*]%%]:>%XYBM/-99>"W,YB^?NO1J%:\/O>J,QW MU7+,)6<$@+NV FWN;Y7LE0*WC$H(=KJVL\T32*=Z;;*RC\0Y1[2A,/?ZKWC%C3/ ME*T7\"-PZ2XEHNC6"6T_/=-KJP:P M#+
[G:\N[7:%3KUI#D]F'+QCI*RF]M![22O1F.6#V:PII:)).<*+'RBFA](^FX/("7?0.&B.4 ?YIW0SN;V>K^ M@:B+N^@CJHCVE>4YX0^AHAP5*,B_G=>]3E8MA%
/LQFCQX\^C+%LVHWU[.7 MN(A[!WH/SIECT5&%T6;P$&Y $429-L4.2R753"'T%]@=TWBXW%6>* M_9I^EN4/2>'V-2&EFC&\]/1;B/E60YBXVFJ-A0$-DG>;Z(;PIOK4/S!MZ6K
MP0'+($,%+EQ,?",Z)P,LPD2?5=0 Q- %E"*E);:]Y2OR#J\8NLP6#JK6XAM M7NA)BH>(8BU]N]J',>A[XG2;8/#QBXCP?\NIW*B1+_3!AF5#2GM1@W^)+F:3 M>S(<
L]>:@U+&AM@/ZR.L[[*U]^&O'<6BK](:V[7>-(4=&>2!N5+\ MP(U&G4CL8M]P%C>)#:)RXDU7][TPG&\PTN&YC,92Y.0;)GEYDPJ_W0ANN"\N MU4?/*G#GO!C/:W(!S-
%8%HVB&?T")^I9F@I/ H MD\MO5=9(FL0I= .AHQ.@]UT[.SPZQ?=NR;H-6CCHP: 1SM^8V"/J]8 E?D: M:!#]P,*@4X=8![0B,X=E\CFNC^6Y7+H][UFSO86"IY!W),"@T+R?
%G&&7"=] MZ+R"52J6!0C/% V M3'F6!U(3,;9P?<6U+'JR-2*OZ-32L-Z:'I+W#"(>9'IL]M8THF,B$WTO,M%@ MQ+:N63-3#.2P+HNEF6+_"6E&;AVOG',Y<\ M?7)7.J>5-
E7)0\5E;"5&!J8JL)N/Y(*O) M_)0X2HMGI;&LKA6;[V44>6,"X(77F^U)?E>-)O)1E\;^41=?G8V^SX8 YUH M[V'8HR_"G(K2/\$.EMPSOB47O'OI=WSVDLM? ?
=5ECJ,R#'Z#N.1@#B@: /, M),(:<)%/'H]O9AOQXK;9[1\KG3=S)-?=+VR6965AO1 M2U,O>@6!_CK:@:QM.3E]::GAVSX'FD3R!PK5%4I-3V.%6O>BZ^F_8* 6FZB=
MX7+IE&MZF<18LQ&TH#Z3]$#Z!QM]+AX:@.-,?NN8843W. 9A2@$R9$A\U7)5 MNG=%-*]$,*U*=9K)W!U*#*^ MLX5Y+'CV7 ?@2UG6>S$ "FDG\5TW T+LMWC5.Q1JC"J[AB?
8CB&DT_+)'/: MHI"-\-!4]U$*YZ9R8\.(?0?KT=TS-[IN(KVD@4&:2Q)&?WSWC^@F?%=W-)FF>Z4 M.\U%$BILPSW 0H!-DY<:EE9/" 4<,DAO9\??
CN^M8.HK99Q6YBW=*C,9CW'D MZ>@\?TTV]4#;:5]*H&6IK3IHK.D!(VN-><+F'$%^RL-')?6-P.81+EV8T41[M\%)CTCMW>=.&50%>B%R(=T#P&N32L++1!L$1%-!9\4]S
@/TO3(M7^4)@_@ M>MI9]F/@+=EO!).\OWV1XP3+B-"!P4J&<"3/X2/8M!4A&?-Y0H(B'UM0)S#S M\YY"065I37X7V.JSR^5-VU625QB\HHW3$J&$;Q3,N-
<)#_(,=]":)524X/]IHV,HANX%.D$5 M\ $??1THCQ+8I2!IX0?*?]Y"%T\[]+Z/SC;J>4^"^N(7Y,TJ@$:AT]+I/YT']0W.*'RI*?CA$@:CV M*J=P E+="2-

$!F0ZL96ZT632;!:3BY1T(&^7X6M[?@'? F[48!B'V#PH$M3')KF0(IDAVX>^2.VQ:06Q37?PQD[2 M,$_K[9:>[AQVT'>Z:KNN\9JE:1P?$.<\JV/>S4:&G0RF#VF.:TB1&EM*NUO\
M0.D+'QOYR+CST>G_1>:-,Z)"^H;6QN$/LN#E)&< !QH1D1Z?%;[[<>-B^Y7< M\/2*2]?0R'J?S;YSL3>*%IUS.6%H^MKM*2'8HT1WWCTJ\,B3Q2\DD82$K=#
M;3(F:4:61!U2IQ/J..M'J[.U5(V3#-9XU^CP:*735M\T, M8F@5>&6Y2VMM[-$).P?&'>RK0>]'/.T/+W,V>QGUT%UY]RAE5C1IE3[*:'Y]+6)%U*XP(]M:+V>0C1.':+67;?NJB.
MVNRA(M*4'MB!9N&$PC >U6)TAM5R0,^3?*DP@5)O9V:JSYM*9?KXJ&AP+LP!'+IGQ.:H(<7^9)6Q8-[PR*DGVE MSI)F:J!2?#S&-[_Q?M,+R0!A*))\R)2'#3^=[\
D.K7I@SQ;!I_3W5QKQ.%)RCG8>B$AO'"\ M+*%6*[,CVN%QG5@%F7@S8I+\GD7CF#.(%P_QV/;+MJ2W8L//XK)DCZ33::'Y MFJ=FT28ZV3.,QZCIGL@Q=^0*Q.NM-]0Q'7U*V!-(?-
";*3[3NK]5U-Q=^+4 M;*TGMHBJ/UKQ'4S+H*!*IX_H$-=U7XF);SF:<27=J,% 5R,@C+@X*>?TKV?@FJ[;JHBQQ"K,!VG:'5XB)@!7@KEC]*SP!\1(_7R3*B1
M#O)LQAELGP7COHKZ L2R"?M;0CS6Z3RNR%DK7701>JPPL41(4RYLYI=>57$ M3J=$U(O8#4U8J+S+85,B5!9\X*[NW\@A+, Q';525+_U#>?MC.R*UMEEPJO@ M;
(J*C*Y=.ID)HF; <+[!(H74(UNT, EV1Z:N-_H@E=W$WLE]2 7(H%7]3GOQ ME;2/8_LH(A#@O#J3.F. ?$7Y7CR:O(GE(SE5LV1A='!H[*6@!ZEHE,V%\ZK7
M))#Z75!.+,%*X!6['!)5F=\263#;:B6],#G%!&:RCS6/2E!'U\8S1S1QX19V M93XY; &4;L/T+,BZNO72S!XN0KM?)!2R_.!\37/Y>.N,L&TELZW\I@IZQ=A! MC2PE4&!ZCU-HS2J;
[&X,]B>RYO%1(PF=B((F%4]YLK/9:R_'QT>V:+".AH%A MU90AR*\.NAJT2(.Z2,C3,%6)FQWJ_B17B9Q+\?=WZ8!S8%H7%BYSN#W.XQZ(M<[W?*]CZ M-
"L4WTP5BCM6H;@ECD"9S>$"H::-\RP1 ,CLCKSZR), QJ8NV:$C\^=!PN_* M@Q\U @,R)*:6++-2@1Y=3T:R*#>-5*ZC\;.Q[G$:*5LR@FS-6,0Y\Q*Y^OJ M=M0R]B-
V3Y"2Z;R6I(VV<1K&K\K7(50S3I1V/F7R]&>&$!_':G,8I'4V$MHJB4+ M,9[Q-A^2&^XKGLMDA8R&;IO'[.S*6V_%Y3N2"1U1_<1V#'*9)Q.GMM9\8'6P
M,OCYZ(ACFTEEKF_*HQZ1BL,J6X9UWM3YTG]Z.")GY?2H/)L_V 1LX%\FNWS\ MY6QD9*S X3 SE@SRJ=$#6N7:D=L/_]V8NMOQ"<^9GV[@H<7+$!59'B8OE^E
M+_.#GU0#_41Z]_[SZ-/E]9'3=0;0!YKMT1>]8B;]_'9[./2D8R-/PW0X%E] MF/DEZ$\=3Y]'02P3=0JH];2093>.MV[3 M"V1ZS-
I&@CBZW8$14\Y./]?'I_MYLH5N2RL0&:Y9!\Q>E*_(N))*,KN1^?!L MCG1JO$Q@-&\MEBJ+S_>%)4O4LJ29$*VHV59S2C#Y(Q/P^LSB4?8P.'4C"\&: M*-21W@C$I>7KZ@5#8*
(F)C4R1I\N\>WIPRBM4ZRUA.'K6\%Y^%8WS#,[<@[W ML(-*18Z9#GE '.LQJ/%^QJ.X=?>7R?8OK]KR;P<$ECI4E_N6];'L\:\Z 2)/ MN0X3!3 1H)V5!\G?
@YR2_HDMFP)]J[C;R"W7+1;'7$E@PFU)I2$0IW,&>"G M="@96(GHV[AUSQ[=SPXY%N@%63"L(L*=1D<(J_0'H?S6GX0L7'Y)QNK3-G)C
MEV0#CY/@5D;R:=G2@!F^I#0RH4FF5C]+-.JU?\[9DS5WC%Z70OW9ZR='%.C? MT1F3]WB[5PM'OWY&'MGZ@*C8N)"N>_7O7OG^*,_K:NL8[G*NA@4TU,EK/8O. MGFO?
\OS9LZ,W"M6AV6L9NO)+)ZH-(%HA,VFO>X>GKW]Y>MD=OG? =UA#_O.: M=5M>[SE0[&&S?,>D#.?TQ-)L\/F[+_.FW=!*O ^W[JOSY\-%O^3YGJ+ML[G(MD^?
YP=5EO:9E.M[Z[TFSWV^Y\O*'(RD0&Q\,-"OU20?6M\D$OY4/%9:.]_ 9 MO>Q93,*@2QU+Y+9T@*U($Q6 RZV^!38&I3*QOVVG62B]WY,;C=75%W73Z-0: MI2$YZ;!=\H0I.,MZJ-
O6MJNE^Q[[<,ET6G+%:(\X&T2F#;.9RK@ =FS#0KVL MEE*?-(0CH10.SHQ+@96^('SMPI?8&M0#5G+IM+[6D&L9C' 8E.7=/_L.>N&QKFP_@\ O2[2WR9I$ M2QAQT_-
"^\'61Y.96A[-A 7^YL'CWZG751;UFB;!3_HXL@J2K>2.'2R?]N>X M!D7:HUE!U0F>=RW7^N)]#';,IA^-#]#I3O+X?[H%GLRDA5^M_?
ZD(#2!MY$95/QT>,N0V(EK+/D,#V=#/];QH@O0:7@K)2Q?[7IK9RU?2MSR!;F++/?$X\% MY%?E^7?PZO= \VGEO O8RL@4(*?=+)E%G_%K3J O/ M>R6O+L\6?
=IB<@S.#6_[]Y5?%JW$-VXL>87S(@HWY;R/FM9UMHQQEN$J&+95 M#6HO"G9%1&$1 V"I7*YJ]:Q2H,TQ%M)'&UEL"OW[)6*6C01'DOP>B?;/9B]) M_VO&@^@@0]^)J\=*B)
[,LXUN1TY=:-9=BF1!B6<'=$Z?L6:,>DB^-B/3V\FQ M01R8B>R0KY8W"!MEF25UP@B^3+R!P'GP';"#LR>1ZZ2%+IY">!\5"HIKN^<1?$AXS+2D:0(MT6M\EB!:O
QW/N&NQ"4K.I#%1'!:M@O4.++R3;2\'GN1>NG:+-"*Y)KB&L'9 M^R<,^$9BY%I9]6%VC'UP#R3.U#ILZ$.YD[!-:F$BX,5"3UTV2$'2HTE*:WQ.
M8'UJD/S"."XL"U,>XR8!9/FC\Y3O,6_(2))TUM"SU!J\6BSZG=66HR#];V(E M7N:=Q]6J(_O^+M;J&'FM)0/FS>(TE^/."%?P^NG:=QLNRM)I M;&M3^_(QH&&K F?!2NIR2;
[PNQ<;_!DP?KXG]KV%*473GQY"#P]&O.)+LNH M/R :=2,31D(X-4BTQG#U4=SRZ7+"B+Y_3"3,98O]/AF@9^?#I)YOF*K7R+?H
MN0B9M^3TT8BJN)Y3C=1Q@D1IG<@_M@KAV>Q54MN3'.Z>D231CP$1/_JMMM,5 MF XX1T*:#Z.W%7PO'EL*P/L(-83"/(\F=1>HJ;#;$:4MZI#@O8AR.;Q4".93 M
@C.,S/WE#0UA^5B=X==.>M<4'R(.?,MPRP95"S0?PJAW-)Z&2NG3VG M"%IM2S)8PH"SGZ&9*1JQB\XWU D.DO+WP'2L\7W&!BVBI!_3=G!V(AJP=H6V
M*D9GBUE)GZNJBX/!0GCL:S5/#KZ39/9'HS_2L.8A%K$\PQ]L/9; M-NP.FO@X/QLOK%ML*DG22I654UO:X\)[Q3Z>3ACON,"@OI>L>+L]@M M2NG^
M5E;*8PCS5D]\DPZ&NRW=5CN@CJJCH3B*_SAM2JX[K'G7BQA\+!O]O'=EJCMA M0^(1URM\+W4Y"R[=T8>M!LYQ4S/+GC @XH /XB&WWCH9/VG/<6@[/9.0Q@@98A?
53VKK6_MR^22PEW\LPL)V1')]%BQO(@J;5F<$O&^ B<@B0$0V;+E6V*3G6_K)ED.M F/O MM3>*\RT[!VC)F@D-^-Q09BO9M%KOH-=@L?;2M4?EO_;+@I2.7'\2NARBG+$2S
M?5-E_DYP.@.^0B$7'NEP9 "/$&[9;-T72QU;/83+I&@:DOX?3A6X/!VO=69P MP@BU>_IU(=WXFC8RKZ%=U#O.DBH@P=9TX*R^D=CMB+)(B@),4R$KF?5%ZW4IG0Z-
J_GTN=F&::@;3:_]3S:5"(V M$V!589'LA7"MD.R>S7[=%*7XKY]P->/A5,VX8^TJ=&V?/"9!W=E;F2KHO=*0!XQ7(EAW6BO-QR!NKC8USCQA4HAR
M;'0B>'#L6#P=4EZAA55V8@VG)C#M\<";+BC4+;3$S20[QJ\GY&)6IAE4E MF\>=7(^M N\,IY$8+,(S_@+NG:*!;41(_0S<#!X.E7?;NMUQUB6HC&@T/8W(M#TGX=
[F.^Q9\C[U@6 !H:;ZL=YWFS'Q6R@WRSG7P:8X71HYZ#Q4'K+WPW^!D M+(H>LR>DH4\6W7$C5W@4^-SV/&1'G9&W&OZ5W :T8072+51L=)5&/)U 9N_- M2<4!?U7Q7
,TI)DK^0M=&1E.>"CI,(@HM(#BV+3%T=ZJ0(SNB\EF$3U/O+_" M<043B39^_X!6$FQ;LCD)KTF\38*BXF2U7YB$8CCSV:LCR\$[*;$4\R\G+8E' M1::Q+*=/Q&D ?GSY(;O.,8?
MB;39^]@=;VTXM!\<"I6QZ;K<1.Q3\)EW[T1?;@P0,L M AG.M6:1=[,D=\JZG?(DN.B.A:#Y(B!"8DUM;.#%AKYOVU]'4K]NG+W-WFY M\O,15P&I8$A7+J7#Y2U#5>
(211\+W]D116*?W8C0F3*PW.S#5;#QSB=^K+%8 MC BY@U:Q7[*VKYL<5!>OV+1SEL#W'RO0XLB^8_=X" 9C0!F@09Z!L.'QG=$$ M0UIP?,5AXB\: S)
[G3=H<'[>*)4C9P+83D*RV?](J^ Z=5Q114K/K\![N*YS MAI&2+:@TL""U?1"QGQR_WLKXO,#4T5<+]7"X<9U=,IC?99/O_"&'SX9:S+[MB4(+]9H>?
F.J"G]F&_6P#KZ(!Z.=^.^<3MCF();FT0.V- ^/+8W"G?=-@5 # M89KTP$6RK"_V4^@Q.7I=XWJ4U]/?-@X M+%7._DF],/G;MZ$!\=;X\$'+HMU MYJF*C'7DJ>)Y4O-
LI@XG3']4T'#__''QM/2HSM0 +.$U61 M 6Z9UYA13<#:,'JL]M2]FWH_#%^0V#R",FCQS%P^K(.TO RT04 M IY5F[]1Q=E&I'B2MF?NO+'0S$A 7T3C@2PI(WC+6DC4A K-,R+0*
[V#,![, M+)[__9(]\W_(.-&>-)9]JPP4OXX;Q88XK$!VBIX:>]<(Q,Y8EQ=)ULA?3<&U(R)9P M/"18 9,6#PGR$$B_GEZ?/01%'UA'"XZUL'J\JUS4D\)@-W9HX"'I5E[ )6"C MG$9
W4/^%4?XZZ^(7Q"V%*&/&W^$7D8&"WEQBXH75FO M8A%X=^!("8&\[#$Z'7BJ(_,@*W>J;KU-F!*)54@X_2.0:\I)R[S4BB.A4/"# M$8BS#X<@#K"'=+$4.LA__/+;'T*N[H?
<^S+/S-Z/ @@_X5K)HZE6 M^0EIYG;7M=93%2%$I2P9O/9G)0GU M%9SJDN$N P)979,SLP%WKG#Q*O$KS),8HKGB3D =20 *M?S&Z "W#+3X@WU,6JD19$?-
U%CF<0HJBO\E*VP"!\0G3,3)'MA9T]$6K%:M M9^]$7L*4Y/4O3X7=S9H2$"A+XIQ7%#\)%*)S'.2:/A32=0H$>T68E4SD&3FU MVA:IJ23A6
T$H,%_XH+"4A"I.CA/Q$2>@W=*KI0%LE7&'MD6JB\12."L3J@. MS/L*[VBGA?97V$P^7KIEK33\UC7K1A=@Q7@[S@F12U$>U%Z@88Z9R(',8^_/ M&FF%%-
<\C6,)UM=.1WZH5IEY/*%8RMGA7V=^$#(\'=XSI"3Q;.3USK=PSP\> MK<-7E]KTMU$A6J8;BC?X;1SV\>5T3\-$%9ZQ\:T/Y PW5$/-%U(:#@@LE#BB MO'Y4C&L#:4:]*RH++
64JQ<0W)C &:-R-%*@,I^)KK_.J] 3SFA?VXY,R^[' MP!^,F.+=C?=6PJ)![Y'?Y/3O?WSF9R2S'*8F>H%>1MI7_PZZI)CLWM-7?8B6 M@#?!:1ME].1\[)+IR5N-,0?
<65&J*,1)6RF[,38^4@8/R[0)6$6SZ+>^Q;^O MPCC#I06D]RS5X/GD,Y]12-CX\\6"\Z;2>I*0^ >"L,44TC;A4X"A;9=-NW7MBND>L!)( )BNG_%VVD42MAI)&\Q=MP?8 M;;]Q/ 12-
J+;V'G IXY^QMQ583>C4V;L:-'N6][E)VES@K?7,IJSE8/+"K4J M=LHM#5\%T3 6E5,V,._^V#I(7T:_=#:X :W'ES?=?1RG[=/UAS^6TQ4[4M+R M,O)6-JFPT1$D
(R2D[)Q^451'B*?;6@5XU5,,G ?0+LVX])?1(P6LRA&<'"% MTL9+^U0T*%(,RQ]JQ_1EC(#<=ULGF2;)H>.75<\U(GN!.*7&T^-]J3!NM3-7 MKP^3[$)??Q;1;42GK987O?Y&PR,-
=NLQ&(.$N6;;TZ-N#.IA.7!X2Y9O]F4! M>9VY*[D,P@Z-?)^5(]07YLZ74L1#BWP>H^--9QY$6<:08CSJJ0X8_Z,L,.?5 MS]F9YDLM#2,P(MD#[
.E,>,J?:]2/^GJ&/BHIA>;.2,/\4H=#3Q(VZ=&B,. MRDXQ!WE:H"N+W-QV?;_?M7YR_)"/P*@,,L.O8[B=%2/;E#H(IW T6\(3PM@W MVTW?+>M],OLR6BP;P*?A#;\%D] 9/X1-
SCSN+3,I%9X,UJ (X'-)T]E[TEKZ M%O2/4&_T/H,_F2\YF82CH3PP?DQP"D8WDE!BG$#?VLS0R/8.B %T4-2@N5+Q M$4E]Y"_#I0JO_67(R9Y,T28IV?_Q7T(KK5?Z[M6;[Y^]N?
_TU8_/GE]_NPO M]A^7^P3#=9\SK=1?'L1Y3[*$9;F#GU:M_]>?'LB_H3OZ;WX4GTF-DJX%]X7\ MA<6:;+SB_\(;]0MQ[[Q^#^^Y0FY=)AI/I06YT\S_L__]2?D0_\D>>\O
M3U[BX>@ECN\;7].N,/;#:/=FZ8;-3KMHUUS^0=Z7XZMSM^L"=.)(W*4_![49 M 4J0D7/OW*(7N()P^$*Z6^?>QH@<>D1)CFF-B+&"EWI7D4C_S*=\>A?P3QE6 MUO1+8 I\7<.-
VT?JJH#Y4;$N'<]TM@/9&&8&AX9OH4NJW4=@YAB 8X"^S>P_$P'8;22I8$!X\NM= L&Z+\J.[UPX"J9*9"GN/=*?JQ\A\YF1 ML5@;D:8DR&N>?V.=H(W"T@8.
<00E2SRM;Y6F8O=7%E/Z?PW^'[3^4RWM/)Y* M.Q]8VOD7,/??7&+N_V!+2RMZ[['J,$A[62NKH6T54M,?-5.H%'R"S:J,ZBDF M7=PH[ZP:I"/:A2,%VB=YD
1/OI\W((R\,8;2N$@Q1TQ=*7=,#Q/1PDC MXWW45F#4P-;2ZG%[,1]6 9>^:_(A.,%<.F%J2R9+MF"46M.%JA3R?W;*-$WN MS>3>7-N]>;7HZAL[-['O$2(\C)BW@(TYSND<1_^
^VZOX^'B56"N4,8F74 MRDJ9C-N*VCY^,/!DCCR8P-@B(4$,A/:HEQ%>@*!ALWE!,24B$"[)7*E@OW^H M%<$WX\E^!N-,FPN]PNFLD1('7PI%&DL0?I1BAX%_
M%:Q\=%:Q9@)!SH(,K+T%,OSN?8080* <;2 NK5 MTG8:S*@#JY$R?BP."_RH[1SH)]>22MC+I"F64_J[0!?%X\T%&9M N1]:SXC6 MT2I_1.K61^>J!XLN:SR(]"UP":
0AB6R+F,K&,'W];TK_$MZ_#FE*1/D 6#H.A?W M^1LRL0.+709G*2H* M::HO+KFNZ =V>[ETIO!Q#QUG\Z&O7H>IP#%JW%<&&Q<]KKI<9HT$UC%BN*+D M5HP/UV?
[*.U7_]U73J3@L>F1I[1["BH+/.R3W9R,(@L\/X0>M.(]&[$[E)=S[;:;/-B.'/-> M^G5+3Y6O%CIYG".'XZF>^P-44/J@1@R3L&@,'W-VP9EP-T;'(M5)+A1&M4EZ
MG[I2]A+4.FWNBAE)KH6LV@UH(*-'WM%=T,S3VGP7KH5<<:U-OA0EEV&TLO0V MHILI4\0FK.J^6OJZYA4KQ9.M0N6S6%U'EK2YN<50,!)-SO>,>&;FD&W#5 ?M
MZ_H(DZN9D"001E?:)@;_)%JAA.NYY &:H^L1&V;4QF,U$Q7+>2C\HF_;8-Q2 MG5^Z!7UP=4]NF13+A_KOL7/"8 9$M'KGPFW'EY8=QEHKQ64([B=3
M0ZV2'T'B/:5FS"40\NS78LPTB,GIFD4%T 78IQ1M([S;6P[S:A+MZK(W#O=/TL,#\I(+/@T3)Y>X!;S+^M(!QDQ@T;H =GSOH M<7"RSYE/AN>+?
2%C579X47Z2LNUQMCI)]DP8B!H2S0W1-9T!8!I@R?%,%>[M \!*8/(2RH+0!Q55,;/(=?4OHG6)N"AQ#"^DB)I^)&S=!F/2SM\8+[?(D<^1 MY%C+PY.[: U"!J!]-+7"5?
@TTL&]OJ=; HP9OA.OXR]HU7ARJ5GV-->',NT MT:_KAI%D:MC% ?43OT0;CX:]8AS%[,7)QT(72KD@;R?L=X%9/O"S M!I*+;*Q]4@&O MJ',>Q^F7,GF'?('R/J;3[(]B_1'>P-
B<9G$R8&5S!OT)AL"&0%. UVG1/S& MIYTVR=.Z+-YJ="4)*0[4H*:*?)4>#;:EXS)[)?5\S+J>"16FT22DBZ+OWFZ* MU:!.,4(^I1CR<)XDPXU&EH1>\H*;-
@(OM9G(OAT.41*LF,D*^ S]L- 00X;< MD$1D,REY8"+[J32^=2@=5W!AN$/*OQ"6M(),:76VZP$\;;$[2!HL"MPVAE/=E1,O<$ M1$8MI<7?
IM;8"BK$\EJZ,4@C%_>&EWGQH^Y.>P@4J(B>G6EHY^NQM4O764I[H" MY",).ZC8(U3NQ F7I"]WK_FX63VHJ/G,>C0$>S#XXK#C4D'_(9G'/570,>4\ MO/0%H,TVLQ4-*6
'4U2FNB9SKKE6@H=J&N%9(3_Q-T5I;HLV)9*?K>F=)>F& M2JGT2G-OGYD-WW9)CN1;*;^FD%)ZMY)'I#=U#CY TCA(7K$ZQ=-;#!NN)
M01LLYSY"D/E<:6Y8^,A\4X+:G.&!0JNZ''M)JQ_'10%-;"I5D<7<0GNV]+^P M+>'#0!4G;WA2T'9,&78V^)=>U_\65> N2E&E&9"0L=]/&0PNES-@IWZTD_O+U&E?
MIF[*)BND1S._RV_?_LO6MSVT:R/_P^GP+E MXU3)IV"%%Y&2XL15LBSO>M>Q799]\N354Q Y%!&# !<)6L__7_Z,A> H$1* ME
B0/B*HAF"EM;^0.4P@.X=4OZ%>09"G7UQ(#R?)C-@+/]""0XJ-X!/#T_^F2)Z34T2!>-NP) 5MS"Q.K"'OJKV4 MF)S;W"A#85*"#,1;,O<76/MJ5(PQ^JGFC[6LGCYC;)2\(--
LBZ.ZC]7,??(7 M0(I0^QP*@5CB1;<DA57I@YH?4&96_.G\ MW1_:.3J79EG@O0G2"VFA04%@G-]X;Q(<"S>25L 4TLT9ACF^CJWF:C0RANC9 MDI7"QG%F1Q35*JWJ@>(RDQ%
,!/R13X.Y4L9M\L(+!558F2LY "0T5\ZJ;>)A$ M49!FG*X0/)5%5N7)A-0!P88/Y3O@(P-C+*!4L]$"BKU,[91^YX Y!28WZ": MB>GNS:8J7%6J.Z)L,AZ6=$OTKQ#((^,J-
-8T0Q63,*W=]H38 M8@FHP@.JPI!6MH'!'Z_"/S%(8O$=V?>E$^W,:GR+J 1P%*:0B[ZR)AV.A(8G MU#,M%'BYUB=ZT$EY4(EAY&"">,A8F&V/3^(#4[W7O2RPA@550AF6S&,-
T]A M@B+D/#O#9Y]/BJ$V;!WE1^FYG4N,4H%"UDMI:=#.%NV;>H-X5!Q,.!D&--\$ M.VHAY?W\N-7"J2=Y88\^BS;6H+#\YVT?AGG0G(P>18P9U1*>TZ8^H 0?W>?R M%#
MADE3ZB23@H6GZAB-K8AGI5_C+TBEZZG7A40V35V@E$+UXOA2$,"]]9*TRA-4 M% R* %8:-0R@"$$/8=Z>&A.T(9J)P0PG2)02-H&G)[X!YY77L3J.DYG&K;(? MMFXL7?-
:PA3^J=$B"\0'/L#-662>SE+PY')58*"';S'2#/C\#!LG((B)IX2Y M(G68:=&+5Z,-<=2+PKV#M"T5-5[PX GC7Q0254:>+C=(+@KE_H:J#+V$:4>= M\0M5 \XZ,-^#3A*
(+_/8%TM6F0]B']Z-P=&VJ&6B" MV#B+J(J=9#)L2=Y^M MTT;S5G!I4F'-ZHSLHZ$]ZRE.S!5X2V&TAND:9I?@%KFO:]C@P2_!6$4)6:5* M[.^E!KB^C&@(2-#(=
(BY7&2TXB8$CU+/4>5#_=GU+7?%7!.H'Y3/I@**1!4H M^1ZW 2IZJ$*2+"E,?B_EL M[)&Q^)$J?>7END!@W@NA2SH@1XJY0%+*I XRHP]\JQ)+63,(@VFI<&Y8UQ61
M)+ZM]^]['Q:K&:X+QP2:7!2@M4?A=]#%/#?9VD?A+DF54KA$9H3"@LTI^,FY MU3UY/GYD9.V%0"3Z67S-O:+3PGI3 M8)H/QD(E'Z';+<6)@CS D^+"-AGT-PKC/
L#.E5I'7>*E4./ F>05M^^0?;S(D.RW.:7>YF%JK$Z*+H$ZY(!9^>WM@\+8B\(,^# MP7<]79(;\L"$04,4P7.@ #>#D2I9'A+Z!K=&P1A0*J(->-J'J;@&]0]34E " M)Z/\.@!Q$ZC1&G>
(6)2-&/@DX6A#)5 N45[)005O6=)",9.EMC"2H1A%/[JP M!LX;4)PR'E&QO=7\@^,)4&]RO[3%@\0_J345%?91V1ZJ%F?8AGD>KY.&[^>\ MO*^;+K6)@)U)2MKJ#J-29FZ]2M]6G
I956JL).<&XCN3GI*C7BJU,='S!E17 MUBU0\Q9@*Y'/ADFT&LIT+S,4I:0T8$HDV'K&D:0;C\/Z5B4(>0MT'I@'&E(B MW1Y=,(];4HX1*]-
SQ9;E)S=$OY0'1+X1>*!J1B#/AKQE88LLN\=/6/$ *HEJ8%,V", MZ9.CG 0IOIN$ QYL%!5ZTS&&3)=G"<8IE;]#ME$2"%DG&P=H?($D!L6(J)S8 M*P/$Y?
Q>H(8#@2VDZ*B,=@IJ05VB?+\;LN%0J%="H>:$+_HU9OZ>?>D57LA_ M9E""DD*0:FZ$(:O36S\RLIIZY"W!EK A"R(5+29K/'OET-4=7S^,KTNS4,EF MT(B:Q19@/9+4B"F6L>
(CA$?R(C4A0M&M>8^<%-523+EM\$&5;5JOJIDY5IW M[L:F #?6L6%5O37B^_SLU#&J8]0',BKT3:AZ3E7!FG*0P6I&A6H/@,F\67"P!L:'J&IW#<*LNC\+]1^5/;"./1U[
MUHX]0:Q^5DE[S%D5"X9$"2+<,;%CXC4PL56.SPR',P9\,X%E%,W"H9U7U&E8 M#-'QXAHB+@%4E00#72U5@/B#ED;=BF6P%+%+(LDU;E>YI8O%JQ+'JGF, M4F&%3'5!
#N.=AR]!HZ>SWJ'D5\H?@3.^_B/#X[?'+^M@=^42,YQGNHL6FF,,#< ^C&^BO>K2Q*Z=U'+I>T5BISXO=3ZK*PS&> M8[R',I[T2 27OTH)Z',U(HQ-PE^!KVUA&=.?
5#;':6C'AFN7?S8<2@6&@@(: M8=1TZH\US8E<]8:#<5/!:MT"A0%X$L>OCE_7$!."L6V3Z@9-,TL78"FXTR + M ';$L9YCO8=5"L> ,/ZW#HPKFB[N,'?
Z02,K],T",,4FLYW],,!M9S_1ICN*8PF>;L-#?CX(,OTLSKBY@(.XL MUO@6"/\#R#DPI26A^G'"I*M00:TSPE"8[\43WV,;MK[..F!LFJSM$@RWT#2P+4"A.: M-L2@,U#UPQ\&N#J
T[&N667%8Q5':1ANBR%L+* H@)$<5)IKXD39'+\#^%28 MSQ#7C*&HB/GTF_:]#];,K!%!U>0W4^G[AZ.J[\^P!0[8P(!3V58*5QE#AK,X M^A48P1C)NFV\./5,5\Q+1H_UL +)
<0#T'L:ZCQ?,<;12BA._$'B7S:1I$!(B MNHS:'$$)*U#="0QQM.THGIVQ <[\5!I_RU"R4D0F M&4\$-Y$7JC93PF,R."NQQE QF&5BMUO@Y/010#4>W'L5R4JZ_P?CQ1ZX9NW[X
M\8R\SCG'(G\B+#,ADFO^X]MFX8J9;TF;59J'\C)=W"@("\NV7<#JVA>;LZ:L M.3"%46ESHYH(UF !<%D-$:&_*N-.63D:^!V'767YG#ED;Y^F86FC12G+0M7M
M=U$0'RI<8U/70H>CL[;$IK+AH#M&TG6CP- &7QZQ;@5 K!&_EG:$ '4V)2\$ M$I/&EFF#NE (8HW#55B^UA.Q_1):@BJ>0Y-'I-M@!DZIR6C:M//!R)8$O)AI
M#6]K+IB'&FW"MAL9:@Q%A+"@I9T3#C1S =@<-"G*#%UE-'P\%JY*J&!<#W=- M]Y^L%\BOF#^K1_HTGFVJYJY5 3_^9Y;P$2OO,#((U>RH6]'(")%+-
MW*3'R4Y%S&.T"4O(QM=J?AWBD=N&T1RPL)[2."B,%7:@?BYPM%H(7D,PF74XT!% MK:9TM]#=PL>R-O1TUUAPD6@@S?@;'+ (0=Y+X5*CCN?6)/E5
M+,F*9D#576'&6K'R3N$@F;_KN6EE7W^EU./&1O]B%H.FDXQ",30>Y;7D,\;9 MXW@.MDW1V#F"LX<+6<#IQOP>#.^A2255SR*%9@=.Y@)L"W)MLXQ!4Q:.5RZ/
M]*4%\8B=10.<*^=L(/9+CD_&C*U4G3#--8)$;1S#[/K-A*<^%?(Z- \VF\JM MA*H2#Q!F+J(P&U>!S 1#:9Q]G7IHX3B 'EGBA,(X=8D-$S/3(0JHN"D0L^2
M*8Y?,D]62;JI_%60ZJ28^6BFL_JTLQ^\YNDLA>P+\J4*2E7<0'8GOJ/DY// M^UZ)3#@$5%!>6-"X QK %%Z)V$J=EJFBIR;2-(HP&^#\#LC@J&I>FR,+5\;< M*)7LH6'C.CM-X@*>-
=:2#S//92,T*&@85J#&ZQC#R"E=*&,5YRBRG\/*?ZS MES_3:P#3W*Z20N#YKLBCY=L''K,%6T/.KCDLC)L4Q)_\DCT@:Q&P'PU>,A#:9>)ATQ/4#@@ 9
MEQ5H;YBD%N1[WXK!@)&D)!YT&W[7J?5Z8"NJ%H3+UJP]+V5T9@V>GP5\KXI M'1T%86J\I8H/58,G*>Y998;R7!53!(M47R9?7/)RLO P8KB8DD(D11%
$:7%%Q["HJGJ*BXJ')UFMMG=R@I1K+ORYP MZHRWZIN2+?EYB#/>XA$6*@-*+I>:[ZI--E!"5;8AW5Y&,C)ZUIJ[:<-%QJWP@H"1,%U$3;9WZHYP$_@!OY!EEQH4
MX@B%FDEEJO.(55UR$4[2R[PYPIQDS_',$M1+9:':=/+K$L]]*SIX!"CF$[Y MO\Q,EFXL,I!\LMJTB,<\R5EDI5=="&@,T!ZS"J!(FQ=*.F/N#(JU"$S.E B M-MVJ:BH#&(W66O ;\J[P-
:=EL]E8?67!D8<%XWA#*I>5=TS-#.: !#R:=V// M_K5>+*43Q'R0Z?1&%)^0^3],!C,S(,F:E$W#:I1.EVJ?;!=YM3-POE0!O9F4 M+ANW((\VN* X?P<[L+T79I6;@WCML(2-&F8
M(H@J1O%^M)#+36D3?ZP.%88*LV_"Y@QC:7E=[Y:JJRJ MV(I5>E0LP\SDHW03 :U6U\5S/69)H4&$ K.DU2-E,Q3*JHY3#@,D?10 M%J$6\97?.75>M$M(O,8QDE#C'_:B:>\:243Y?
2 LP M9(MA!GT(_P7'5C+.2VA@@34SU!BZ")K6\J=W\/<[O9[SEUT]U)IH!EP '!NF M98[E?(1"$[CU:,@&[.=(7Y(^X4%N9[\S3B\G-B@O ?[Y_5HA2,E!U(#4)7 M
AOW,GY<"G?,@A#$-4,(T/)7K6]0I>N$'DI3$.WJU'Y&L3BDI#6Y3Y6. 9$[26LLE+2+C*D;,-DWF@BEE0*0'"7RZWQ9XQHG &0$!R 6D#,&$_-(F*6R_X,-V
M,YG>8M$STJ8R0!]J4ZKU?'VX.]+AGWG'U.* MS5H5TKZR[=&JR"%]FOE61QHSJ.'.13QI28*56!3][H"?)KU1#"@4KTDJ1N"L M$_A]=MY*M9 XE^Q#HWB5P19S/5;V?

IVL(Y7>@MRI^E33?3(2,5S%#$85/) MC)*EO#0D9N$"*-=R"!G&B>0]R55#W@]K?O@R/QS].]7K">VKI,3D7^'!6!5' M:7NY:&Y4,S *]EX@>REO]&1&V0GXH/'E3+K"!(
M9N"9NO+G<"K/B,PGC* 7 M"@84[,-&K L5/+'/#%MQ J0-&+V@TS,5B5@ZZ[U8_9)4&D%L /P"<)"94T!N M3T2*\QTNT^0Z'Q=D0-5:E0\/%F:>H]5!+$@NV
J9:Y4/95P.H.E4(&'9%A?P M2C4,V4JMAND$0TC!8!S*:S87]2/3HB"@+$X%3 MFQO]/VBYZ'_]^BE5T(H&4MGANA4L(X8ED(Y[@M4TU.B"'J(0IR"W%FH+I3Q$/E(.9
M7@%K%LO%491)9EDI &^'AI50&"6KUM7IPAS 6%$JV*Z;4U6)FSV'"@=($W_GB&K6U7 M8>B80Q,F6Y^ 49M2!T1E]H:+1I<**15F][[5AS%3V^:I#H9JDU3W0%]SIO.[
MJ"HW7&>JM.:9JX(,562_!=I.76>-@+L2#Y3F)/T&8;@TD'R $Z/8O[RQD=DUZPT[9/KP?.B99C$:%B5O@!=IA<,;ORUW2F8T21
M84E&WQ);.BX*21@L%.1GV@_S&3',Y])Y/-8@$I90PDH2EG8$.O=%^OE>^^"@ M)#V+EQ\1X4RJY0L<9^:=7*:"]!O:\Q@[&W,03X,\IQ3EAR40\6*/"7?'R+5%<;; MG8FC2#
[@Y6RJ&&J),P,&EE) 2=[U6)EI%*C2MM7L3B0D[" MTDR^P@ -3//'[8**87(= X ?FJ-H:23*/&T.K@K4)BB,[A($MSG?PME2I!<[MG[#DQU ;:W&DB99CL8V\(]?RIF3C< K/X,:7!7
TI;*>#0*G4$T)BX@(A@L MR(060X4K9$6/-&/KL@]5EEUXTQT:C()%)-!$>H4 1-9)&M1+DA*?U+#(TR2= M[F.IK!1*$"R .WF";/P97-15(M/F ?#5N8IAN+#%CY#(40TXL&
(+T"H)1>_5&T4/VTZS6J5WEH,$_,D)Y;+&V/?.C3&+2Y KRT:,F@>0 M?>RQ6?"#JO]'_)B&YN0P2VF2*R#29M,"-)!O]J==/;.7!3QW'S9#DC-,)M?6 M%$#/22%*AXJ3L=%-M94(_)[,
\CJ2E4P/O*DA#0:JAB AG+'"K'H!UBV8IMJ,7R,('+Y6\L;OD M9&X9N$%![9CF8E+IM+);+/LY8;O 5%U@H6X 1K."@S(AOENE(J9?E9/,LQ2-
M,"5%"M,I3+FC/%HX9NHB7'"X9J8%GRX6FE$7X45NJGKFC&F;O3(1A_!)Z!J# MGFEH;I,W/$YR^!P^Z#:FH6>C0V 6-T548Q 47 WR?MFM-#ABWW81^_I%[%7K MR:)[<(=
(Y&]8YB)J4/FY9 *A3L1GIKI?\CN8G2MC&C[#@2P5Q*E089@WWN[MW!VL#'0%P[^EGT3Q-N4\XM<1N1;5=D$CL57"7AI6T)"UK,45E1Y#/Q,LN\)/ M!^4$2YM-$7!6O6S?
^UR4"@3"B]:A[Q7*S:8:%)UL5_;)"(8.X(D(P=J&W\NH M._>6;TJ>A:#E4(/;VKT/U;T5>.KT+5U_7D*T+"H@<%&&8A!F;+9QD5\AB $& MEYI3J<0U]3MC3!TL)ZT3"[8;\; ",;\0-
PDW&7! ^-;2%XS2HCKVP?IA=10' MO X*TA97E14ZZ?S;=BY7$[YJ+,D54_D5,#2EX"23_KBA2F%O.( ]3S5L4H3.EC28WB+>1L=TSS79UB%>%\K/_E/H<@,(;!9C/:^W#B/
MCOY3-39+JI-%0I05/R1IH<#0A-:H7B6#BR89*D"R)Q2DXZ=X_U2B#:,W%R J MOYM@BFFB3J31$V'I[\;<91U;*12@(Y$@0:IJN\MDXDI.BC5B+89\!G@G.+V; MJ:;C6W-
$5;Z6;PS%=V7$G4"=EB[, M'4JS064CE\"^[K9>\C>52R8?H%*6(E9PH5@V! T8]GL*.\?6)),RN8:;R9Z" MM"MY T#[R51YN/"W$E.!\?;3?:MD=R5"TASJ._6Y;X?%C
MC;92'DA!16G&Y]B&_EF3.E!G]$(EYNB<=$B7*N,M<0V)-0 8_50^)&AZC05V MB4C:(11.(MFRO*]][V,8@U^()ZC9SERH>?;3_@?S=$XSYC5?7]L,S7M# I,C M.D>D2G&< >
(\T#D?6\AE>(8/E:O8F]YYI>X=_\BW\=PRHQ0DLOID62"_'U'O MS5C$E32SVN/1?]:$,XR 5?*:.]FT*]4VFRY&%1\B-.)(N9>-X3W -N7'RF7(]ZH70P_;-&?Q!-"$
MD7W\ZCU2DOEZ/:0>%]TP2.5#+<^0XU;J63XEBS&[S4-(3$90_@[GBDCI7QAT MHI$TBGO 'J=K>E&1SXOOQ.H9782"XF:N%1_M3ZT?$RV4%;8BO$*9?Y1@8]IJ MAM
O5P=+S4TL% 9!AMJ?N[/T32UEZBWI=6/AC-".EA11%J+ !384)]J(5A,$ ME9.*7&&1?YG2\Y;]LL 7\+0_Z&G_!T\K36.:B"#.K,P+D!)5).0I!63!%*@E MHP"IZ1<$Q@-
I+RI'D/\=@D3+KV'V1(GB!4ZLQL0(CBA1/T.[A44^<303R"N.J-42J]0D;U!SJP8G^BZ-!LG@EZS*(P&W'+T3 M'F^"(3^+ZG"XR&)J[HX-G4TZ"-BD<%!%ML6B.'Q$#-&U2
TUD=\%JT)*7>0 9 &,KVE<-N3:#LCUO%/Z 2CKL M9]!)$KV357(5EFQ_*Q]72E;0V:;E.N0PLBRK,NFA4,V(EFZ+K(J"P59Z*<69 M-
0WU%!:Z[<.R15QIU$E1!]U8\9Q=//^R+T4VP:*!LE(IB#@@P,-1XI<=!B.% M_,MDA'CR4B2(&[\X%J8$+A_JW Z$2Z"7GZN:%):9:;4'6)@A6($D>;#)-; +
M[W34A8VMA1)*,O>P)#1IN %(0*.CI%V)Q5]D,WQ.PRM@V,]1P..ZM==C*LB+ MQA)(]BBAFDR\5' 2JL3A')#Q$BEIWGVX^W1.DY?OL? *7JQH!ZSR/LZERQ,.
MO7>Z:.QSD.;@[*]TCT8)->V6+Q#=3HHE3,(Y(N]#(K=EJBIT%#]0O\IXV@K[V?%+ M'6T$[_A";DB5WN4&GJR&"7U=7"O%^>4L #H*JU^S[(@C2Z+K=*%Y0(V$LV^E
M4NTW;-1#],,$(+3B!S-!FQ!E21=,L-M^DS5C)5M;*94R54)PBMO[/=LI+M5! M['MG@6%5%0G+K/0MYG1)>6+@_^"/@T6"-]B!/+&OV?>VY 4C:2X_+:6&N?
2!I#W,#9_MY]$NERJ M=@YBBA^#:)9!*8S_FR"3U&Q+AB?2"4'EC;#4G4QQ!_WFP6HPQM0IT)I?R! M94//C;^RH[3RXQ5A"X4++3V.JR1%-OM[-
@S16C"+ABFHLUPP*@SE2K0VW!2> M\/S!X]DVT!NV+ 5=I:NICQ5L4A!-KHB7"!E")2$DI80@ MR0C:*#KX$:9YG.+LTL%K%(M$Y Z&>0&6>H"VWJX/RK&P-/0Y!V?B)])'YBX
MDBH)AN[_JV2 7K6D,3):0F;%8KZ:PX&*C+M,^%0QG %V@\EPA M.1LC#ACNY.DK:#XF.5Q-'4+#B(Q41I<)-K+D"BOKBJUQ9IX*V9D01(:"N,IF M,-1,L2.V8%,8%
(AH065+&3&#U#D.2QVJWH\SU?6!G?!TNASDQ]L%)TY,@@N6 M?D%*^+7$BT5.+S*T_.7)1 #J)[H,M\E=BJ,0\!4F0Q^2V&:F(+,)D8WSH8KD6>.YB-S+^S MA6,^-
GX9#6#'Z)#JP;1:];)!,M6N\=P&%W$>AG0)S@GU$9Z]1C4(K%\]OA[? M"Y;WC5-IK\1,I;*'S 2) 8>52T39.9C3W2A=^(\+6,IFGE^]O1]:*@OF;7EU M"J*+*46I#T0 X O&]RI*"%&
ESE/T0J@;L,26BC8DY;IB"PQ4\'2:2Y^ M#O7]51&9E=0-4X,#K%! S/=/=:Q.@B$G*G&E15NHL(GY=X(\4X]<] B-"0U= MFYF(=%UL@440'.62-4758Y[^HB..^<-C?(-Q(LD#\3T\
[U(P3Y\^(8"B=1HL MHJ!56'!!@ICU!4J&DGU*Q14 !0>1?&/&WFJWVC4^T#G6,+;,4&C3BIG3\!?E.BN[N53= M9 TK,N<])*GM/.@LD+1-( )LJD5Y\GJ6)0-
R*-1KDX@NSHP0)G/N'20!;(N5 MDJ-ACS6)%[1Y*.@VOWIHB05/F,R-.;'1= NCXG7ZL AOFI2'R'/R!=H=$)$I
M%5CX5<,XWA^(;EZUA5P$$XV%^P;WPN&W8J>5I+F\.7BNQ.C@6'"Z1G!\!]AB M-%?$?T'HC9(+2"%$XC*("OYH8@^G1JR[0K?O+"[AZ1N0PLVXB"M14].H0 1(M_0V%W5N@-
B6P_#C"HC=D#@2P1!;#;')0@\!(S>?&_REB!!$HA+4?E9Z M-#QE.WE#9SA+CRL]095!"&FL\3OX4=(5F^4&QIB$DL)97#AAJ0!*K,%)T9D+
M,:.DT2;M.36*1%1>&U>@QC(@K/K,N4/ M(L=B4IE!B!.%?PG:&B(B,RH"5Q_42)<:F*,XXU,RG5OU&G+AU>#/O,%LR.+ M33VFUAC[B:'YUC=5$A;J= %W["Z"*P(JJEH(-AI.%VL-
+/ *Z5* M16PMJ.=N<,R^ZV+V-8O9RV<#1 N&DB="Y(H)89P;8F\3.L6*:OY_7J@3+4O>CRI685T:1H73:IK:\I)4 MPWXRX&ET8\E"NM9)K(H?!Z8^ 7R!"]U>CGZ@OHTD54IV-
(%QE#>3I&49603B MJ)E"^63 O#'/3T8]6A71;) CRI?5V!A9?MAW8!6KU6'N*0;B@D!IP1VQ5+ZA MW_Q7$9(68RI1[1)1@5&&CO9,I2YO0;!,VY,I!!3X(RBICH65=>- M!6EZ(54?
%EOQ=%T(>)6.P(W)=6-R;QN32YFR!<&./##H=O:<44)7MO(^POL< M3@5(6SH';->T!RQ!_Z)< H;.QI2]2@"L0.X3FF8)N8 6 MB\X!<(V%0HL9*$R%=*E4TXZ9C4S>(K'3
M##J8JA-XL"M5UDF4T=D)'"LUPQ#G_+%8X;JJUU>_"(!^\"L(#9.D8A!@A%G8 M(3U5>6=! (>Z5,U\H_+3&+Y:<57^?ZP-8&Z5ZWOA;1K+SR?R
LF"JTY@HDZXY6$./I!BD$S,^@4PV1QQJ-4R7RDP(.46+IBU<2/ MS-C.Y6#VVZV7_WYEHZRXR+%C\@'=F()!^@.%L:&@.!S^]DSSB1*PMC&WI4
M6JQA!A[T58+EF/&BVX(.I\&'I*%/5S@NF&KDX-?HXP>#,2):P!HK! WD2;Z M(J&^;#HV70@&S\V+4A%9,G@&:MRMBDW88YD-_!GVC &"63@!V1%LHCGW$^XD M
$!F"@HO<&,8!H9A71+N/Z2*/(IYZJE-6"0X!00KYT4X$;9RG0E"+ -^L>(L MJ;.E[+@!0//0 C"FJP8X>O"%Y^W]3K='N[P F$72VEHY8XC:E08X#ET#AR*F MI.1
!2T,DE#%6"@5"1H@@I B ,Z&@/6I(BP4]=1<>]AJ[;=HYQ/F6I@B2$&U M^5$."M=O*?6M^_0R;6'=/=7!COFG$,)75\&]+]D!O,B07AR)BQ/E@F&B8^U@^%Y.K5X1!;.*X MB!\5I$-
HV<[#B/*/E(V$]E5(A)B/:(RH*@BQ06HXEW!Y>M_M3\": MC]EGQMXKF-^DJUC08T-!9T05I6("X&BYF'*S-R9*) M/:Q^N95<".J_P]1:>1&9O0R><*,!8OE1G'E@_N)IOT*W M\-
>WA_*-T'/94TJ"QC"DF48VP,333,W40IAW,UB+D^5S0S%4;5,F"&A&C5D$ M1&UU=U(Q$ H:+Q7R[[&'ZEW5#DAY@.<$WT%$^QL],7G!A!.#:7N)F'",XG4-
M811XRC0(>8!M7HO1OU"I 5,FJ9Q.5401Z ^D@V&IQ?Y(9&;Q8PJ2B\-G:-2D M@@-CBE47'>.>=BA(VC)P #2G,7"5;D;+O?._OEDE NH-*,:MR9ATZ2O@KU\H
MID'P@"+C+&82@J^'NQ)HB&":11J8 7 J/LC4*3#D+1RB4,X8OQC!^R#0+P_" M0E$R@"96'=.M*."<_5\ 6[J=%=_/ZD%P+W!749S@MDS:EF[1+V8%7]>5%W
M+0%]1%\Q8WOQQ+ 0B3F(4AC2V@JG!.D2(.B&&,JOFB&H)HKL4RXV@%+;R*<* M*RF*@Q^\!JO.RIY8'$YTR9(FBW7LYJQUF=!&&T"2,'^6Y MMVAD%(?R!9EU^#K>JJ9CE$I\
[Y9C04&4A15R!&T<6JD'*- M1=[HN41US9 WYBR+BG/SPJ''_?RS=B/,S[],[[_.73Z=G9V_/ MG]ST_4P@3YSIPCO& Z_G;^24H73,-+'1_%B-6:;&Q+,('B3I-($('L"[3I-,
M#:*PL)\4Y+4!Q3,*%-=EOS$WT[YTJ2BC$A0A^8,LFZ58D*HA^2V@[L)C*">C M7",S+])8[7]68GI+81QP"3*-;T44VX3\)NESC04*4>NUI5<6)Y.9EV@[990P ME*Z9.(Z*9:K.
[5KHP4HD: N3_Q##U90,Z2-49OTM0WIYGX"=,@23X'F[4QQ0 M"!EZ<9'.I(].0K#=];U.JW/ 4QD4E"1SQMQ0R1'CT%1.=J#AE!43"VD8 Y\T M4,XZY M#Y"YC[V[O$4U0Q/&"E_#N
]VI7RSI%NF$U'T%Q;T[H-7&"3DW35!2$.2713) MB U+:C->A_;1Q_BRM);3H:[9]]Z]__CEQ/LRDU_JM=NMOTO-(3 M(O4Y%<;3J- 032FIG$V#SY^$L63LR+
<<^)0C:O4KITJNZA2-9+=$OYCCG"+ M8QYD>_N-6#RUS^24+%PWVV[5ZS5(P^JY)(JK&!P"-N3=,3=^8>K:&&RH.K0Z <-*B@)XPCJZC(M5-
!T/VLH!KC!>H2F\0+FPE"&1TZ,B)S[U"WW#P=Z&[C\\E+L@?+E[2@+*$NB MA=\?Z1%=-@XH.:TE8$&; 96?5S#6*(X'YMJM(=/.P29,VW;KV>NW9U_/OOSQ
M_N/)U_>?/H*5^^G=N[,O[S_^0YJ][T_/-@"K;0VF+]@("SC*&G-;$"R*27@P M.)I89C8G*%CX.UJ>25&,%=YJ/6]NTM4KI3T(QHZBTQQJ0!0]?I_=RY@J#!OM M\"[8%UO-
MS&J&HA28/$:LEG[V>L_3K[\^^RK]_[CNT]?_B!>D__R3C_]\8?\ MY_G73Z?_]DX^OO7>OO^_]V_/Y#\^?_KP_O2O^[#?P^+,?U!_+U5P[8!%+MY M:5@>"P\S?C6G12$.()??P)9
,R@GNYG(;65*I9Y_.K7[ILQO]_\\UPK6"+WH M]K%]CU5YJ#2"]&I4'Y=5<,?H)&.=\)OWJA6MU.#.VS# W"'F#6T>I%^LJ<5
M8\^R[YVCA083+OLMO]WO^YW^\:+OVP.9L7X%AY*"!0>7N'^H#7;8E317NX<] MOR4]MO+YWOX<\,C&//> FIW1\=2XP[1QX;W]>LK-I>%4#9Z^D"[_B"8!)-=H
MDZHR6=Y2/L8)%32+6M J"DHK EF#5E8*V "6R1 M4<%I@"L"Q8WQUMD&*>P)\UTF>F8FJY9%5D4VIM1SO.1V0^)?HS' CY#2D >Q M81(N$?0ADQ_AC:N93H2G,,^Z%?FO!L?
L^RYF7_>8_;/7]@# 63Y.4OD@BJ>] MS^"JP< A-(+.J*KTU.[8^ QIY-L4VJ/H$S)LWDJ'$492$'=WVQCGZ?I46 C! M2U4'6^@QH<0WEG48LX
_".,PA@1%4)XZM=@RLFNUL,9)4(K\O8Z2 I$PYY?R M5-Y1, "!"&(!/GF)86.ESU 'T7ITH!5C EH$0>'5-$INA"A(.3 NAE9K30)P M$B+EZ#JB242YBKU(0VBJRFJ=^Y93EHH;YXH?
UU5N"9897VW)L+KNDA;Y:TM= M76P,3:D_M%38>'",LJ?PEU+!(NU5O0<^CI\N_T]=GH'5B,M4DWJKD+E4>EJY
MM*HJIH)8PTL'IM1EDM[HZIYRQ>F"9Q.;S56<2N4"S_G]64=7M"HOG9]';*%8 MMKW? GV,:&K>_[3P_\JUK4MNY^,,1)V\D6HK%^DO=WW'U#;SG+Z$:Z?%"@_A M
#W8SBM\RPKYKO M2R2O\BTNZUOA*WIVIGS9"E]#)9W=CYD:S'M_X@]B^'(% M4@4TQ8*VH;AAA>^KP*'CGJ9SS\,DURKTQ7O#BQ0,N MR29-DO7IHDD[W,9YHA;!.(-
B%@:QM$0R==H=X_: ^O+[\ M:Y\[6CP:<[1;D$N'_U_3JAY)P&RS;8(9Q%OL$R>%MO'F.8(\!4'FQ9%U::<_MEO+WES*M[F79K2R:.'J'270(W?THAN[LQ%F]UO
4=K*CIJ/F0ZFYZ_[1UR0/ M(F=PU$&_.K>GT6[/MM@979*CPV0&D9,-"?,5%E%WW>CHZ>A93.7\UNS1$H>N M^K?NU;]W]YMUGKW^]O'DV]OW7_>
FJ'ATUGT#E]\O'T_807NX MAJAZXB+D=UP=33>Q$%\7=O,!8X39%*@:'G#>KF="DL=FJH?H^<>SS>B@A* M:!%HL$#]H9ANT MH60PB7'PGUF8<:,##W.4A,C42F
MX%MNQQDHT<>GOA&$4+(7P378BD0*4.WI6_?>"/FXF&#!O/9Q_XAF$UXQ+PV2 M64JLT#Y 7%&YP;,?/^0._D@NP@C35]PXY.UQ:^)=. YG?W#M 3T3N)99B>)/SV=?
2[=XX._1YY1-ZU(+(/L+*+6[WS= 8T8QPZ^16Z^QI9)JONY"^\=17"%=XW M1S\6RB1HHAML!.D< &Q'/K9>/N!^V JYLG=QX_T12-'((0HQ:$'?I#@-<(T.&,A M^6KV-
X,54E,DP[T0M(, W"-)Q/(3@%HX8UJ^;JAFW?(Z<&D^ [#@,FG\&PKS M67H57M$0)]5D*HE$X,,4&G\.IP(G*NHT(.G7Y4W-_7.6RJ"^7!8T/6_D@+H/!#1\8 MG.;S?
J>GPA_0.XI_"&/3E@2;EXX-M5LB7QG(2M^&QU3C:X+AWS,]^E6RS"Q% M7BJUA6_DXA31CCJ'JGL,86.A:Q\L%9@^SG+"1I3D^Z6[1 MHDS#D"%F%4[>(
M>"5),,0+M\KIG0'>#R*[GNCO?TX3:05"*+:HJ_F"TX6ZK9&8,+L(5T=A\DN1 M1_@9]/4)2-@[A-W]-E)>-0KD>6F+['DNIKDEVOA/*
[WW79C*G9PIB.^WLE\\7=7@+RWS;OO0[_1Z%GP!D>\TDC8W+?I$3>105KD"9V),''!E M".X'X46QC9H?I_]Y1\#:7;@N$K3E@UX1;IKN* 2P9R?0A 7EYX5T'T&T_
MP8H&K8V+)@2C!",MB"X(W*# V6*;7TC?=3 MVI>RO6U.)%OM/AG.4'7*=WQCR8]5K;LL*_3]6F7%C[C64WTP RU#*E?7TS>A-V (H6:#4*KI*4+\=M(8;- M2XGC&AH9YP
7/O2VQM8H[Z?2Y%A@6\CESADC!_=^^ZHF1WGEBRP/O]LYDMJV MJP:)\"W>N''1.=SOMW_6TD0S[@(SH[#Z.:/B0#HABTU1!(DO
MWE4%)X$+DULJ<4RWI2U51)N$-3SO=_WC[K'?/^Q4$J_14"Y'+IGS%,F<]7JU M;3)+#Y19BNAG=RH>$GA+6DO+RD5^Y1_TRKEPA$9P-(JEL"2, P\QF(717L)9
M*1H:4D#D!'<"D@TUEZTAE\&VVPM>$.5H6!5'I>:B9K"$O0OU47R^^BS;/&#C M!&QY&7PH@[-:?N33VR:?"\BNDCQ"A=)+IJ29(N)E-!%)ZJM"6,YLPR^A"Y:. MW5\
(,WW@+SP?E*V(7C,!%3!\>E*M! A/:8R MWS\XK-#E.8"EWT.AEW6XWSN4RE+:,!7:_>#@4;2[1@174E&I]L(?"-V2@02\ MBR!" "RF9?&UX60BAB&MVV;[(-? >[#XT@;[G?
T.,0;CVV\FZ3.+ RGRB_07%%D%PQ#2BW, >K?@)5-!%C?[3;0+TO--X' MT_2VJJ@:UWG^\O_3D^,S\FJ,X(0%15XZ@RS%%X'9QKN?^#'99[.M^[+=.CSJ
MJ^>S]M(N#T)C&:CYMV$&F:(9W++@0O*Z=S) "$AB?OGG*4Z+>&-2WPKYM7%G M>HDP8Y2RUSK!5F,H?PD<#J/VWEZI,B'30Q4S%I5+&@??]+JEQ^F]PW6?ZG6; MX[" A-
6, 47N%5RTK]:F2G:(&SM?L'O=M-<2^2NGO?[!!3AY&":8A%"97) MF8KQ4&B,\K"#(=@$@+,Y0"S@83F$I))"!!#O+HF[) ^^)-)CF-'$F:L""+_D
M>+H9!33^92^+H"VQBJ;+A2C'R.A4%? MFJ- 7U-CW2':7X5(W/'5&DC;2@,Y3U)@I<5+TH>GU+KUI04;.O_KF\^E=I(O MH.@1ZK.D:P]%BB6+0M4NX82&D9KB,A?UJW3.X(A?
ZEI1[S-7$=LQ(TT1Z:* MJD%Z@21#+YVGH.&(*G-H-)P*5A6.YK@-2_D08MB*!<$3_A7$5CA)D1R^?J&+ M:%555I!&H329U/LY^L&#%&%I!;J!GWNN)[-
!!?/=S(0SW'@@(F/;,QP>/4I' M4E3YM5H;G8FW9YT)!VW6<"8ORFCX^E!J'7U0X9=L+*"&_;9$S,(]5GS&4A=K M[BM0B:P&H6$2*?A>G,G5GW_"D8Q3\JJ&L)I1NHMO&+-+
(LX=F41 M]RR+<-+02<,[]$JVO-OZ)Y?UR>RW49*M80X$=[9!!(?FOAD21>TM$R<,\$L-E4[!_!+$\(2_,PG'8$HG3K$J.L+&P"["J M)>&!:]:PV8'THHN;/Z&/PG&<0\D-#MYZ
_,)-1$K/W*:#*D^>Y5F\)/STW+A M]-=D&@Z\HU;/K]Q-MLJSX3%S9=%V11I_1AF5F<4#+B[8!"F@]D$2ID&(G,!"2=R5Q*Y&@I$];:D&LOB M*@RX!
\C8A!$+E:18<"XT!VO>H=YM@PQ*-P *8\IT1B%-%$UI*@'C?Q;7.'J MPAJ.P]?"X'V"(003EM7V_43[M39+1!\#0Q9RR]7>5W[2>95IKT&M0CRA]@BX&?
4+>$X"0F;+:6JO*YK+NE:#JE8#2LQ31!NR\06.I(S\K9GTHT#;5J@@5+ A2YI*_$!\A*>^70XMV92;IB&$UXE/^=O,KF<$>REE-S X-E=U M-5[5TF6/&^D?+,O\93LN^6+-
WUKL"UNX\XO:/N]U M>7T-#B.EQRGV6E!E Y#,!A1DNH6;[RM, ##@EU:2*?LX=19#>-/?AT)5KF? M2FPBU?9X*R54:]T"W7++_N\OS@N 6?
(E]Q#OS@]WLK!9LI"\&6!_U9#!GT:S M5@32%KQ!4.YK+M1G&+1E(="JI6O9!D-9JC*&XN3DI5YC;7I$>!T4<98H8R3 MN2M]KX61@$96=_5:KKJK]J WCVA(BW-8 M\4WEINW-
^)+#(0]RN*?IC50:)123>01]AI:<% 00'QP@#'O)2%^^11%#>W>& MC.[\0!*+E_(>O)3_JU ^.;IT=Z#P*2&%./RFREY.K&@L9:@(#0=R6!\=F'BGB9.]\11SA.$I;D**4XY)/
6J@)2,/F>1LC_UPQ0CC3@-/VH M4<"ICUOZ'_RS*C/UVD?Z&]1WZ/&D%@!9*R,,X7TRO^VJ#RYHKJV.H%O8^A6H M_IE->0/ZX.W9H ^^#?-PRX%EQAJ$-:G8:H@X$TE:!
NV("CDG_0WY3I]:&[D M>#.)4;\(P*0QOQ9!*%DW@;B.RDM>:85UWM#/]]D+#2+\:?V#CU]=!(/OERD8 MH2_9YQT,A!B-&C,1^?,\:L;_;L6 Y)Y_W.OZ1[UC-P_X=?
M!Y"_.ZW:GYA6F^XN&@2S$(J HKMN Z==<\@KW)M.C5 M_#8UYM(4HQ5;<4],,,1=E->'W<>[*1:C37\LY=_^L@9:KG\8?9N&T1>\Q>I9
M]'58PWHYTU'3659W1T6QQJNBBBO(<62PV J]T6_Y[7[?[_2=@P\._B-Z^-NB M.+HD9B!_'XE-R;H5%E%WU=%D>E)$N**B$N!$7W+!TM%^ZZYT3D<7/>I@=EF3
MJ9JG]L_VLAZM! SF%#-,S[D8S%+LKW=%](4,UL$29:'_^U2UG:M7]JD>RS!C MD&+YP?:!WSW$N><>A_3_#-(T@-RMF<>**6GNG7G_^9,J: EYUGTA3UK.0+?W
M>W8&>G$]FAFL %GS,%Y<3;DCC-0P3CKT#WM4K?XY#:^@N.!S)$T(+(71/&5S M#E9P.-YQO .-;-U67PJB6O/.$Q:HG$C12\,-J(I79#F.4,NHE32Z4;4G57"_MP?#O&9?8S,\L?
C2-=#14(L?.]%3%TVZX'4-GW/4+I4& !AYF[%$;51P_J@ M6C7&%NL@E:25JQPB^M>5;HGG[FJYVI01U!#54*]#X==S8P+B=YL%!8-Q** ? M"'#-
Y\#.]:AN;.]2TX@*W;GVO!3XZ!"/E9<)6/SO:-"0?[_CLK'JAHF@\ETD M54JC M.$[@&40,WR65I%$$GJ"GKHCO-R^5.Y$7I%DBSF%YN3];1&G&XSFO\D>2M[H*AE<6:I
M+>YJ@.IR+H$O7?<+(9\) !F&T^$IB"4I2'K+FPZ?KQ@CV]!:1&"V>Q4C'G17 M*T;LKJ$8T3UCV6=L4W'F(Q0SSC<]%IH2;I\H>JH$SQL>]'(.@UY48\A%^LM= MCS^Y;1*-
;C"Y9[7EEASZDY\Y-D?@Z5EM,[1 ;(W!/^W]4X,,O7C 0:V)0H_P MO@8?X+GT<0-:T%^Q^"_]ZULU'#,WQB(EF>!?.Z@N:B54J#!W^O MVB_P!ZL%@[YDO(HG(6 5Z?I/3CJI"F@YJ
\LPHCA3LOL6[]TFQJ_B^"*JG< M%.Q]._?>2H#%]["YU:^W74]K+-$@L84 MKK$.X@%Y\/5]R*UQY]98[]5M;HW-+!3NKDW G4)L&@!TG:!S:]R&-=9[=5LG MZ#9EXJU1
@;9>".%KL_75];I';;J4]W:A/NVF5/"U&5'+NJH?7SP*'7!#2(& MPXX\.17J5(Y]LN,\T.ZU?)R-MA8J;,R6;X8%X-98ES5N3N#L=3I0^WOTD#6] M:+S8?5,;L;N+=O^NW'*WQL9+RU[?
[QX]".*C^<+RU E+9T'NDKQIPAHWV$[= M\;O]_DY[[6^=1'3FHQ-##5GC!LW'PP?C>C7??/R7$Y;.?-PE>=.$-6Y0)K;] M=N=!29_FB\1_.Y'HR@Z^B"Q/0YRQ,]A4!
<*Z&;NF^6TGD1MX:!L$Y.UM!(VW M3B2HC]&^)6RPZV7&GU,Q#>3NQ(\I-*5N!R)QY^#IXZ!.QSD=UWR"./[=E*1Q M_MBB,1-!+M(PB-04W>DT"K=$3]54^KDK?]NAM0_]
[N%!;0YK9[G7\>T&^79> M6VT+QGASQRGLAN!W)_[X)^ZHN8VJQYVU"_L5)\P,'@MC8'-6SG%O74UKNZ%. MM\0>;30ACGI^Z[@.E;N.86^-];6Z_D&GYCVQS8_WT7!,AI\7$<+;?
TUG6>XQ MQN!6Z*E^US\^J,_3'?S:QSIJA]!]MI^[V&ZN_G%@N\='SS.Q=B8;[8K1<9N MC4U72'L/;_9KO@!VW7[.6WC]*8RP+N RR&"XRQ06*C^!BJG]RHO%=K@+-;5
MG92^U<<[.O8[AX>U.:T-ENP>]_SC_M,'^^I$@_I@&VTPU.FWCGI^YZ#==%>A
M+MJ/YA,Z+>>TW.:TG"_U7&W.:F>9U['MYMC65U4Q^1!+YYYH+,]=P^6>KSA=KF0$W?'T_H%_=-Q;^(KE M;:4[WJ-HLM)6ME=[;_3,#]M=OPN5*=MSZ)LEJ-
=K'_KM3LTIZB[0NLZ[[7>. M>WZWMQ&YN;V>:)FZ"GNSW-/^UF)O;6-][Z M0QA>9X,OH^E'2#2#',/AZ_4G_?> MBE$X"/,7;FRL6V/#UUCOU;F*P-K51*C!V9$1H4X,NC4V?
(WU7MW6B<'&2#ON MB#03H3&P;U7.)I]UN=FMC4/6N"6#AIHI*NLS;ZJQHK(QH>2S'X,P M$UX>_%#!Y*UH*N[XW59],!BS+W-
M3Q.?.3YXG(OA_+B%H^=+ZC)/RIIR*U1CVV]WZ@.0YU2C4XVK3?IX(/NQQ(_3P;UEO.04XJ-[[P?U2%@'?FL#W:?U M(T2GZ[=[3^]7.GY=[9AZ+;_37Y=P<6&_!0KJSR!-

@VU433UYR>LC[=Q5KW& MJWX$Z?K=5ATTE*N)W*@,._(/ZJX!&P/K?@)3P[Q4Y&$J)N",)1=RB4$>)O%V M:+R:"E&G^6X5] <'?
ONX/CWRFVP$Z+;]SF"U7WL.B>TVQW_N+.NCJ8M_S6 MIQ"_BG3B14D0>]=A/O;:K9^]J4B]((YG$Z\P_6R>[J7Q:%4?F 8W&.I=-Q_LNLN))95.RSDM
MMZE^@H.V\RPWSKR.;3?'MJY\LAYKV#VQ[T[/;[Y@^_V#_S^\=$VG7P-J-KK'?G'=:>JNTEK/?/C7ML_.FQMXLRW MUS_MDKTS3&8 S[DAHVN%13@/U9VYH^T?LDH@T$E*-
(RZ_CX3M_^NFW7X;AU6OZ[T]R M,_(W5>MH@\=:6@?\RO+0+\0H2:6"ET'-QFP,116 FA?'E[\]:S_#G:3_^O+5[>KRVU,EQ:2BL<%G=\T$72WGV=^$7XM.>\FZ#G?_[LTY'^R-|
=4#6>ZR\, (85Z,$-[3T?@6![-A"+B& MG]/$>Y>DDP $Q5#$F?S=:3*Y"&/YCS=!%,0#X9V/!> >DEMRD?YRU^-/,I \ MYV*:B\F%2&GKW9;O=5J=[@-(=F[LT)_\S-
]%P43@Z9T,_C,+LQ Z&VB! MITDZW<<_[?TSS/(DA:>_>-S8P_S';=H\[IN:=G3G09P'M*"_8O%?^M>W.,SI MS,[_^O9B,Z=7)R)]38,X"P; U&69?@#B;K M?
&GX]RS+)V0P;8C]^T]..JD$:#FH"2S"B.%.2^O;8XBW*/"["*ZH.OO M82X?)XWXO6_GWMLDBH(T\|+8^SI.9IEDX\SWQ(^!U*Y8CY^-@U1XPR /7G@+ MGUOY]ON>Z4]K-
KRVHUU"WIA)J$3'(^<5-Q/JJ/?JW!K=*3_F&IM9K+[&:6I1 MD&5$_A.I^R:3!%1,,OCN9;.+O\4@![C\:9)E.&\M%4,QF8)=][?KOS]+@CS;S5.UL37C^" M[+7]WN&#^+;YS=?
O'1\|SL6H5QDC*-UFV"3;+O^;L,9-SD&1,KGW(/P?)Y.; M5-.SO=5@S:W WTT1[,[:4;-^-\?1T7%E33NJMJ!QZI1B?N<8\SLW,;_/*N;W M16E%[MK8$4S2_X<##L.U.$5Q-
5^#D5(Y&F I8JO0'? M>]Z2CVFU03]2]?HKK^W+W\#_ZQKW63Y.4OF&X2LO3F+AA5DVDX\(XJ&7S/(L ME_\(XTNG49U&W;'C<@1Q_%N_X]IU?V]A>U>ENNN0LEND\
[]]M&AWS-_K%9^ MV,<"?\TUBMW>5W=(GMA4JM5T#*;2YW;]S2FG32JE^!*E#T^3F=G_B.. U M]KML[]S/9@3&M]VN;<(:-WP%US5ROIF2>+<[SG;6*WJSC%=T>Q2PY
TEJ>T, M;;M'XX(L[K@<0;9" SKWO%E!R.:GX$Z&0\2K#2*O4)4_3^5GKZ=!.)1OX\)\ M;Q!, 4_1Z5"G0W?LN.I'D(.#EM\Y6%<$IYG*TP7R@_^._/;:^&!C3NJVA9OJ
MO;HFKW.=CM]N[3A(U&EM9&YC0W8NK^'$Y!:+R2Z&;7?:,/V'$Y([D]Z1?]COUX%SG9V^449H M]_M^I_V@X(C-"X26SM_H-*L)LOB\]J(XNWV!W8MHM<[]4U>8V;
M;#M_<&RD^=+0!4>'C$9/W7N$F_K>5WCVH1>MH<$?[IQ*0S&ITTK,L:-R@- M#YW1^/I?.RT-'?;U)M:P2Y6][JP?7T8X:KJ;L]UG7:]PQWW)*2CH&J!BEV' M:32=OG_0ZKII-
$\GHC9_Z!J%];$/_2%GWCBJ=MI^YZ!?;Z*ZB[3FB]3U#XYZ M;E*3L\-V^!ZZLW;4=#?'G;6;3_Q I_1#&%R$49B'(O-7&5:,J+2-\&B?/ZHY MYO4/_*/CC9AC.RK -GK'[TW;T=+?'G?
9JIXT:["?YWT!^S7Z_M]?HCVXFT7[^*NXC^)NUV('U.D3Y[?2Z$%PP&R43JTQN WHV37'Y'NH>S.)@- M0^B*GZ:)?&PZ";Q! LYJ)G\GOW$1QO(?HS
.XD$HGTW]_DIN1OZE:1QN\]M(ZX%=6 M,.)"2-*(7X/H.KC)@,7D"W[Z;:PM%DZ*'^/_O1J3P=.=_GAU'0[SL=Q'ZV=Y M[^0W>J]_"[QQ*D:_/_L?Z:9+?Q]XQDM&TLN7RX_S[+=?
KED^4%D?% M5NT_TYN.]GMA@2H0KWAEQRX QSE1OT'SD'[U#%[X&[*P-Q!1!+:>Y*??G[6> MX<_38#A4/_,KWWSZ\O;LR\O33Q\^G'P^/_M5_6.UV@)#HE=T%7]M\?)^;:F5
MX=)26N&PN..#8R3MW9*!7W3PLY* Y?]QSRC^SR.$YXZ6CQN_/ MVD?:%^);HQ[%#]+P?L.!>^I%KRG2O">YT$N8!(Q
MW/Y/4Y&BY,V4:W21_G+7B^2CO7PLO%@^SYO(/X\S3\CW#!>#K]_;S]X*9N@\ M.2^\BX*)P+,\&?QG%F:(_$L+/$W2Z3[^:>^?898G*3S]Q>.&0FI%F_,@S@-:
MT%^Q^"_]ZUL)YMC'3])R>=%+RT')2^%F'$<$=EX.W1PEO4Y5VD M5O2<^Q3^^U? *P^EG;OW[=Q[FT11D&;2T?"^CI-9)ADXP[F)4EN!@T(S13"'
M)=6A^FD"3)^]\!:^J'(Y]SU>-C77FI#<%&;](Z8IOX@K$<_$/=*(]0YXN-6Y MU:WO0QLI<*B-V'CV^E,8H32_##(O"R*1K45>+)^+>OZ +YW58P^->&4='1\ MJO3POE;'G6\MVB3-
*K!TQ'?$WTWBUULY.]9XX"Z=5[?I-3AOQ-&Q3FMP7MVN MG?)N9VLJG#6T_^IHDWPJW.K6YC^=ZFQX5L20+IX$D00JU[M$
^$)]8I679V!ER=2"0]=O]PYTF0>VXH=Z">4MX=;?MQV>OWXII)*#PV/>& M8IJ*01C03\$DD6O^;Z 12H+!(,5/.JF_+2*OW?,/^P^:&-)X$NP]G ;-GQ-P
M^O1S3^NT_6._WUG7+:B?-U%W_VM[5[<='-U,"KQ]6X/M-S9XT1CS]1\B%FE M!>O!W29G6>]B7GNRF^?=@VN;-31L4YKV WI[4ZYSB&$FAC[U$.9:)-_2Z+1SNKO M'_FM[F['8
_]]D$=*%!O-;'!\SGR^X?M>@>)&SWOZT.29=XH329*P",$*-U M6=1@5.K>$TU*?9(YTW6@IU(CCJ!K(B@KI:V@9UU46(U/FU7[OKR M&_E8I-[[>)!,A+?'W8,G]_XL,G1P;HCD=
M!_&E@ D6HR!,O:L@FN'TMD$2XZ)A>MI4JIPPRY+TAH?QX1&U7WFIB *D M,-F]Z8JH#G';+;MWS23%WL-8H?DJZ-V[G3[_)JF@QFN:ZR!-@SCWHC"X"*-P M"Q2)-
&);K0=E@ILO09PVJ2\IZAU2VI9[ZUR.6V/A7/33<%%?N[N]P=O3ZW:= MSJL5,SA!__BLNNMFOAUG\&^CZG5T='3<]!JY!<&R#H:_GCPVFI8MUU2;6]<@GW3[H^ZW6<4W"7,
[MV28ST]'1T;%.=*RY(MC)4]ZR M5,?Z"H#?!%DXP,G%PS": <94++VA"$H%ID(2:QRDXE>'G.I6YU:W\$,;B:DT M1X:D8BC$) " N],HR#(ZJ!-
OD$PF24PBQDD8MSJWNJ>6,%MOOA2"!?,QAF>O MXR1^:>031PV*8@H>;OWBS?KEUO+!C^?K2ROOM?;;AP]92_-;@S[6H<]^UT5; M\RY.9__
@=JL27[_B;%;*;9/Y!KESKUSD*H9UMW-R?;U^*%.VCH6U-Y5N_5 M;0'K.#OZ+CDRM'$USN_1B\6,>@2*] M UZ\/))A>/6:_ON3W(S\3>79@.(JK0-^92EC D?X-
8BN@YL,U*=\P4^_C;7> M9M_N&/_OU9CJ#KO3'Z^NPV$^EOMH_2SOB?Q&[_5O@3=.Q>CW9_\C%=*SUU_1 MDTI&WJGT%LSQ1
MO\&K0+]Z!B_\#7G8&X@H@DL@^>GW9ZUG^/,T& [5S_S*-Y^^O#W[\O+TTX[\D#-C1Z1>4\O[9X?;^VU-)P;2DM<5C<:BA(>4+F+J_/^L\>^0WW7MA?:U?63JI M1W&)'DM6K-
++BU5Z]ZSH_J85W&>IX-ZA@CO5"NY4*;CS/,C%1*X)I.RGJ?0T M0,-EJA#\(OWEKA?)1WOY6'CYM8BNA">]B7R<>4*^:>B]%0,QN1 I4:;;]KU. MJ]-
Y0$/!]C#J$[/#NRB8"#S.D\%_9F$6PC'CSZ=).MW'?^W],Y1^8 H/?_'(M#32+2?/T-P5)XU62!=BUBS]^D7[U9(I_W11EGIYISF<7.2#=[M*6@S@/:$%_MQ>*_>/;?
XC#W]L[_^O:B/M?DZ2GS-0WB+!CH"\+3W2%6!#]"9.G-+)-*)I?&DYJ($MPHCASJK!6S]N#JO;*I_67<16%)W[M%/[[UU"*LE!ZE7O?SKVW210%:0;C/K^.DUDFV3?S/?
%C(.3!0QD%UJEAO%07 M]'O!!#@^>^$M?%'EV(R:&\7])5K?$)8N.TS!6;T;^(*Q'/7$&T M6YU;G5O=[JWN$2R"X[LM@J<"'[Q;)3Q[_2F,4%U?!IF7!=&3@PZNL>S1JQW* MG"-#
Z2,.R1'!D<&=V4W^F([XCOA*)CC?7MTD4G-[T&%R=H AWK(O#<*;O;XNA8GS4XJ;-K MI]S0BK+'#$)R?UQ\Z9W]F$(CW6/.OJKWG7"K1*$ %P1Q
/AB77J##*3LL_ZG5VF@1[#Z=!\Z&U3T]WF@?:;;_?/:BY&?2 R$W=8UUN=6YU35O= MEDBK9I+@[=L:;+^1.8"&>=3O)],@3!5\:F(AD$S39 KK=N'^[;G6M2.%4T$- M.:@-
:F/_H'7@=UL/FJ+8>"K4CB'9*A7JSNEO=MJYNHU,QCW9HV)T>/ M_'Y_MQ-,__I7#;;?7$WB%(9;G5O=[BB,0Y?W^/"A!MMOKL;8@HHW \TS2+*\ MZ87Y?;^]X_%G5]7;D(-
RK%H[5G6D<+?V"6_MO%7BX/>?=@V/>UL<';=+ZKA3 M=K?%T;$^:W!29]=.>7.1_[J$:VCD9Z*#-EN"G^R<8>Z2!YWRNZV.#K69PU. MZNS:*6];W4WO$>M=[7MRQO=VB
M^N:'TV^OAF@X:[@+N1&J6U$W1_FGI;R*]#6,[DX*/NY]U-'%#?"%BT5N>@TN M*M $.M9%VKE3=K?%T;$^:W!29]=.N:&U8^U'##E^RLJD!LBCARK.E:M 2GV'LP-S1^'_N;-3K/
H]R&AKK,:S1Y M3L=!?"FDP>.-@C#UKH)H)F"J[2")<=47D8"IMI,PRY+TQHN37'X?SZ+]RDM% M%.1BZ$V#= MFWNZU#Q_4\-%\$5,[C>.,(\>J#6'5#78!/8P7&K__=^]V>ON-
M,HRV($BTR&*Z#M(TB',O"H.+, JWP" Z.#YR-ZM..L:90XY1&\&HCA3NSC[9 MG75!'"ISH*15PVV.VMU?1PHGRIIV4)M$)#GJ]7:: K5C!G=K'Y]57;CD[IH: M!O)S]HF3=$[2[?
9!.5+4@!1[AWV_>[3C:<23$\<#Z^.!>3/(]>P^[1H>5Y4Z M.FZ72>).V=T61\?ZK,%)G5T[99>[XGD/5@;+VQ-K;]3=8)[3[[;[.^UDU,[G
MKK=X=*RZ'3F!9E)@[ZCEMX]KT6KEKNFBH,V!W^H\J'K&!6WJM ;G/C6!CG41 M/.Z4W6UQ=*S/&IS4V;53WK9JGT17818FL7R&#O;DP8\G;Y2J M*][R4?>@<1C<#:>Z&P-
1!Q>YEJSA+N2&J'YP?.3WC_N.\D],^4[GT#\Z.&H< MW9T4?-S[>-@Y\KN'F^$+ER#]7!>K>=UQ[,/>X4ZG6EQ>M"$'Y1BU9HSJ2.'N M[)/=69QIE?QZ66?
RWAN0N&X9*>3>N4\Y['? M[O9JDN=L?I2Q2][#,)G!%)D-N3 K+**^'K^C9!V%G3MG=V,<)7>+DD[VU&41 M3Q%Q?.3 8GM]56)O@BP<>$$\](9A-(.A?
+'(O0BZ+Z9"4F4KE#!5_.A;%UI8D,.ZN-N M8P[78OOUYLUZKVXS KYSM']XL"X)[_Q%2^V_<6]_P>+4]?V&'%0M]-Z.;[_> MO%GOU6T!Z[@PP$)[X$^L3Q!#[T0N4A+%.X>
(<88]QW.Q91=(=JMSJW.KV[W5 M.<=Q@_'B==L5G2/_L-?R6ZU6#4S3#>))=UI^MWWH=QX&??ZBP23X][]WF@/Z M?KMUX/>/.CM-A5IXJ!L4 VTI"X\ZW=T.I^VZ)&CY[7[?
[_0?- &BWBYWW6W, M9G+.7L?O2H.JU7^8 &GPW:F%Z*@W>[K5;>OJML!L<[Z]G13V][J9IF*1>GGCY M6'B#))8+1QC*89@-9EDFAEX8TX??
O6AX).#0;Q\=^KT=#P2X5')##LJQ:VW\ M]7JS:+U7MP6L@S;#3_*_P44D;#5N:?%VQU+9MA:W.KQ;=R$'H7:G90RDAA?I ML]?G0GC!8)!,ID%\$\:77ISD\CM28<_B8#8,(9L[31-
(X4X"4.!#&*H[E/^: M7(2Q_,8)US._'LK1Q-<[M?:_%C'H$B MO1XO7I[(,+QZ3?_]26Y&_J;R:,!&*JT#?F49?C2[YM<@N@YN,K#4Y M^^FVL
M;40./ASC_[T:4YM_=_KCU74XS,=R'ZV?Y361W^B]_BWPQJD8_?[L?_)D\.SU M5^_9+QEYIW*7<@?9;[\$N73UCHJMVG^F-QWM]\("5< Z?&5;BEXP MRQ/U&
[P)]*MGKV\Y[8<>4QG]H.KG;N??WD??MX\NWM^Z]G;[W/7SYY M[SY]^>/$._WTQYOW'^6OWKW_>/+Q]/W)!^_]1_S3U_>?/GJ+F6PM]ZX"L4O> M,J^]CU41&1S?
YU1DVY93G_!:FR[_>#GE58G>4B:Y@^Y[=XX@/%,(I;? M%=,@E9^;92!+P.8/!O^9A5F(GYN(?)P,8;L@ MR?FI=]3J^?33NRB8R.=D_#C]17QR*E+?
>MLH"%/O*HAFZ&P,Q#3/X)M#,<+E MRW?!I^#Y7Y-I./"..BW?>P=?^C_\TA\BR&:IF$@Z>GM@RG:D!)K#X,PRY,4=(%%QTR>.;X/V8#W*K]Y M_M>W_?OPY2-Q
I__11#A,65C(7*@K%SSN:2RF%R(E 1V5U*TT^IT?>\RO)*/ M-T\1HY$8Y,H9? .G)K),2BYX.'$2[#P540"OS],@SH(!_!X/,1S!]VZ\9#"8 MI2F1=<&[][T[=Z+I#EM(IB(-
Z$50JP3+B^6GO(DDUCCSA"3GY;E MQ.]2C45R]^KNR@N;S28L4I+1?2B2"G/C; &%#!/GT8T77 5A!#I3'ELF7S?% M;](9BBP/Y1?D\F=RKVETHU96Q4CV1N#+\.ZAR 9I>"$_-
Q:I"*49=#+(9_*2 M2^$^B^0')\&--PSEF:<>O"B5 D"N:90F$Q)N9D52IL'N$A"IH!BT\-.&VL/L M,Q(T%R(*!7!D/@YR+T1A:98 VR*1+J. +RK^I M/D*XF%XPE7^)C932Q2X"-
?"5S)*/+C\@-"/A5^GP<_O"RXDG^ M#Z7RS5FN?D%'"%?H H\C&83X6#025N:FVU3$DOL.:=>QE/59%J22N/+/0\GH M.=!!LOBUXKF@*
:*&@=6:%XP3=A8NDYFD10DP94@T0XR?O4[DP??P2Z+I$.J MS) ABCA>J1CZK10M>)/D"_^>Q0,BACKCNVPH(2[L""#)1>N9%4=/9ZU
MWP%MH(W7SY*4P/)/;>M_FR+EE].TOBU0KT,ITN59_][:$A)<3^6%P58)157 MH7P)/RN_3CS0 [G<(,:##U_9AON4]RX)DJ$J 5Y2WZ4G%=X,5SZ$[88CI3ZE
MO!#@<^37<#5*CH%Z?M5RY)T,!V/I68S16L+;#'=@8&Y;H'6S%TH.E;*,+\XB MH_UV[GZCM58.MTZN0CY ;BZZD6JSL,]AB+QK]@H"U-XO"L#K)5;Z, 5DG8K_MX,<9[8
:5,QMBOV_.=[8S"V5KL.)919(^?%-;_ZSW/P[W/RIWORIVOP[O?GW MUN:;[\E+"LB++PF2@E4$W, *_GX6>OS_V'O3Y;:M;5WT_WH*5"JY)5=!BJA> M\=ZK2K;EQ&O;L8[E5,Z^?
VZ!!$@B!@$N-)*YGOZ.=C8 *%*VK,;AJ3I[Q2() MS&;,,4?SC6_$/>_@GG1F%'AY-"6<*#S">;9X&)-H7&19C3H\GQ(M,K#;D]5/_+W8$==U?WNP>WRBK,*!Q$3.\!WFB%C9?
Y56HZS $ J,8U@T-=QY M%*6):>OA8]S6V$@-'0)F-S!V&"!T@ M A6:@9]"U@V-V.W1, MGW#BX&B3.+B/Q,$=1J-ZQ'*^M%-J,,-!=UP^B6+Q.9CA(>D::FQ,85Q(G+AE
MYB*+IU9ZLI7 YI+A8!K=$LXB!]G"7L*Y4QS#);A!(>M#NDT5,TZA&6 >(;4K8SB<_0QAZ8V5#\U.XKS?P[:TC7+*I;O-+1+N*-D5!8G(!Q M2[83_$ FOO7JX]DS..P_7
MH+8TQ]>8'UCE/HKW7/$ X;%-#2_)44@E@*UZ MH-<.=U,EM\X&?!LOJ^5=X=#[/2Q9TQ>2<;JDC-,#^%/6#W"%WRHRT?^W%A8O ME?9+>V9VF$?6Z%EJ WDVSS_^BX
D^J07[S^\.O^P_?+]V[=G%Y?GO^A_K(T_MI75B>MU?=EW#(A@E63:/8I3&__YAE_^->DS^O18.M@5LY<^_["H].3 M$*^Y.>8JKY*,(]:N(UGJ+A;#FFT8..6S5%0%
[:"SH$7)V3)OPK#N[36/S *C M'H!G&^US!]KG MQ=/1/F2"-.5HB@$8%V)C9=QD8.H"SPIZ*+"*I#(ZP$CX,DBR= M&2,$/CP*!Z>'^)$#_@%1CA8D*W1^1Z.R@9.3?)
[C1:DI^C3IZZ$UPD95=9K0ZFX8^WS]^I=KC0=3%*C9P#^,-U47YBM6;5 M4(H.LCISWNX+2?T@?G]"R]Q#-WMBAM@CHX:V).KK$2CQ/RG]2GQ*4& MJSKBMPX,-P)
<,:!S*:NG=\"/QT?[X8F\VOYNZ\#QH#\' M)P>.6)$$T1; "NFWCL/]8_Z273:^ N%')H%"MVI#>?PJR-"0=H;OS?69)%4+ M.+]X<7%@#D8U3*91-B9(% O@2CW[[9T@$I=HLH>
(PPG7,%/BG)A@3M&(:Y #AX^ \6>SH9@=1J,'D)!MM'N MHXL)7G/TC([@%.$"A!/!/YJUY)!=5-=E.FQJ!0BI?,/!;>H;ECFJQ.^K;O#, MZ,A^D7'4,E4ZILR=&D]LLAR=_&3-*![E+
[L:@/T'V4K__$>/J7-T3!'DU24: M\IZ]_9^THJ/]/]^@-O)D567D5U7J='XT*G#;P([;,\:>A,3U>=*&1O:?6E_7 M?NOK904A9Q1\^I):HJ>_KC?^Z(957]4C477MBFS4$_@?_8':'#,Z+-
_]CC4YT6]3U>!"9N>NB M1/&)'K?@/'UM1!)UT;';/:/U^Y"G$W"?#P:/6YZ>EMB MM_Q\)_KH@^SWNI^Y92R9L<]Z_]T[>EE#G::+)CS=H\D>/)O]#T9PSBC^&+O_(
M,ILJY5SS)*K4FL*,,R7P$"J,4&*I/0F*(4Q>(*24\K.IMTV"ZHL35+N;!-4F M0;5)4&T25'=K3;^VJA_!_[UJ_JD;SX-P]^0PW-O$@^](9MXF%=S?+Z.RI,K)
MQR@]=]XQ%LV\9:_\PUAG8,'.=0K#(0?EUH(7WKJ5[PPV#\]#$^/ M#K[^O:O>I&MGW_/]JI G'\+Y&UL&OC5Y4V3@J=N4P6"P%Y[N?57;P,WM\^6V
MYJ.3K;NV./B_W<.^:/N,*U)&856RN>5IN,T)=GA#8E2YN,T"8C MM,D(;?!5CQ]?]?>R[-EI[[7O">#]'2>*3$CX,0O2TU=2JR3LAO#08_0PU[OO MNK[:?
3BC\CYU2;_P2G[PI=KH9#PQ9S>1&(&+-P0_[[O1Q43?M-'$]R%7KY;Q M6GTG@G1\L+^)Q&\B\=_EW=#75*0O7/<8#:=[#\WO'YR$1P?W$)G?!.8W@?G; MT#P+?RDVR"KA
56[L6PQU@Y-:1(KOWODMCEQS#_+]%A[5*Y.6URFB[2-E.,--/\LP^*N))TZO2MO+D%Y>)6M]E]@KJV;X ME_3W&TVC?)(PI3EWF7'HYY"P+1TJT'_2]6*.T]:3QC".]L#RU:X4
^%%NTC M\K5IEZSD,Q(F]VP.L:M3=UIO9SRZ>V;WOXZ(WG]2%#'U0($7I5?8FD2I")V. M*0_4A(B6U9>');DA[F F#)VR-Z9!BUU6?ZVV!I*W[&>@>!YL[9W ,B.I)%NYK8Y^+
\D_#X*#4Y,MW*SMDR7^ &BVZS:3II MH-RJIC+$_C?2#@9-#0_^C].]=9-&NU4:;6^31MNDT39IM$T:[6[C(LQA_/)[M2I(%FRS974K(NPU]UB;T^C4"]/[[3:-
N2C;O6%30=207>^]Y5N23;>(/90?E MNQ"8H_#HY'03HM^$Z/]NEP#;F1K:XYRN'T)ZC"[AX$R#,+![FFXO[NIV-QH ME8U9@&2:WWL5W:9*_[,RX :^X 0:;![\7V(4#@XV(0\OHT;
(FT,OCO9Y(#Z1@XXT8;V1O-SPX.=GX(ANMLK$-6'D\@M5+K_J73Z=7_3Q::$M@%TOJ $C!/""40)O'IFW]2_/OL'X9ZLC[,. MYO-A,BIFU'DYF(..34?9(I@F61Q@LCRJ>6FXZWW5P-
(BQA,,CU&-):0YMA\3V:CG>C;!/ MAE^7R0RV!*?QX]Y)>'QT9+K*W[1PT^@J@:5)XD0F>:WB:"K\L/.*RL4X7 M'[-(HC)()ADQ76P-<\2A!/#%+!_>.%6)^? M/UNCC;T]V$=?
BHO=J.!73T<%UW1@1ADX&2D(MD&F_WBT%^[;HV,+GBK6%7JZ MRP9U'Q?0DI:)JNE&S.Y'S,Z?CIB!!D3\O@K77GAT<.A=4%0-
^N+]K1/$Z*D%YPS.W\)8J4RJ:\9[)+ZM3E)+.$^G6&CSW7IQB MK0Q<^&[+EYONF9"T?ZM<)84K:3E0:PBMFF", \ZB!1;7N".G MJ9O)HCD"3X*+E]Z P03JEBU?
T)JD8N[RD65X@90[P7D$%ZI^$ZRCY'-2CM** MCA%1C^1PG*9XF\$/7V?1+ E>HD;@69_AK34KT*(I1I]X3C?.V[+9H1?%YOD[(KJ>B/S#I)V4RD>J^XQ#[)A^"5-,)
(;6P]'!H(=3E'&RY MH@R#UV]7>P,OBVWKGH3J%+S)P?68IW'P&JSF?)2"T7H!RB*'PP16< M)Q1<-/8YNS-.Q15^$4[[J*G3J\18[B$7^N%(_?,) P4O!UZ5-ZCU\$^]LW[1
M4@F;\W4?Y^O71W^^S'UOG&3LB$T-U5HECE:L]O'*H&O#$366KDLZ4W"U_3C8 MU0N/[ZFMZ[0&OPQND9FI5N6;$;^X.[!??1:BBP;[5)'+V^/)#1=@8>R:4="3 MX4J"H<
A06'0!U"=([_?N.SH!7Z]YT]>.[P;'_?CWFEX>GH:'L-X AP$+"@< M7G#2M_K.[(M&V:)U_CU>H'!Y)NPI]@KLFS<;@;TG@7WS= 16N1!0V [# MT\/]\.3P= UWQ"4QF!=@_^/.ETF<,-
$!_MF[3%+YCVF1Q8*Z0GZ%O=Q]/[U=(Y>2^".K2F$XH@N-(.?T6#"*+9-G/P,GU=)76="^ $^.7P. M[H7KG0\3)ONP1P,M0:1D676Y;&3U?F3U?YZ.K((Z'(!]+*' E>9V7N3;3DQ-
MS>YU(G*4 :1.S>"&H_R"EATW6:;6T9V)L)O./[D#7$$7PG+FM*^6 ,4?)DMU M41;!:\I2O=3WW9!H?M M8&!%>S\\/3G]"LF^!0YB(]WW+]TOGQ#*C$CS? EWB.KB9
ZZ/[54AQ@ZX[B7 MZGY?T >'X?&1H\3WP+,_W+L?45\BW$\3['JZ ;O^?<&N@T&?(EI7D?S#U?F$ MA$MOB%%/HYB=!8EI<\#Z7U%N0VGFA&F6"D][/T\F,9:*ZP!>2-
S0=ZG]&_RL MB(D7M<*=CW>"WPM7UX B@4?\1]10B;I'0NP(<50@!-YAF_OKV]Y?KYX81*][M*8E)=A--:^OB.@V/]IQ[:S (C_8/[M]$N\/CNK'V[N>TG#\AI*%%EZ^,#A9Y
ML@U?-F'!RXNSEXI6,! V"Q2O'(B] RQ_"-SWJN-3C(AVXH9[CB*>M&0N?D$C M^!*W!^^/'A,*RATUR9JE ' 'SM)F5H5!EDS@R5A5$:KK2.$\!"IA%#4S51=A M&T[!ZVUJ,?#BU?
O9Y!;,GI112A /Q51044=P>?8B^%C,TU%PN'.V$_Q!?^1> MK<556M':PX_/+E\&)[N'H:0;I[#&I(+B!",^M'/\.E'&9A9Y[4 M*Z\$7S'(6=MJ-MA2:FVN);B!(;Z+#?CH')-
GO]Q&+6_XM]W*2>7?/MCP;W\1 M__9ZK,["TOUM&:"?]![=^*,-E_>&UP1[G.&]_CIY('ZBNZ3P/@J/CC=L5GOE;!\&H9D8/Q_4G0<7CT MV"7HR0C*._;3.6-
C79[Q0]U'=RTK!QMM]"/O8WBN7;B\Z;=B#TNQ"= =;!/F[1>3(2PNS0W\VML_\-!>-[H=?; MT'!^=WJ>&HT\]?@7)X-G/KD)#4LU>9S>Q2(GKZOT
MC5Q*1%MPXD"*CK^PF"'<5#,\;@G_]0EQCZ 8N?PCEF!D!1/)2M:1^P7I;&3[M?F3[MZ?$ZV'!42W:#@+E)'FU!BU'JR@M/#YQ=/AIN'NX>P]:? ,"?6+'Y,T3 M8A.Y-?
03:4N9(F=9U8^ES+G%+8!?_6;T.IM+Y@F=GG\](4(0PVSCWREZ, 18 MBQO;YL]YDR,.#&^CBPS1JZV+YE#L,+IH3L*CH^-[=A?N\-JY\6CNP$H03+B,
MR0HUE#R]Q_CH\&;^NS)1/#935-:(*^XE=F10,%.N6Q;+/80=K'J#P\I>,+]" M%$R(,#;&9_A>X8][1VI4TRLK0X74YF;%2F+P%@-$TPNF>9]VK0K&X$ZR[YD5 MA-
S>4,$\N)KZG\?/!7-&!797:=%4&0'^X#C< M.SPDM;$7[N^!O7NTW^+>ZM!K[1T[Q4X>;>RIJJ&6;JD[Y%V[.X-#B8WL[NP[MM)3?5RWOT>ZFEG=3RWL'M;QN=Q,\4LLX[\
(6C5[_R5?6O=4D>[L[!P?V<&XJ M<+_]3?/V[:._:9X"0]YEDE!+@SW8CA5%%?H :37,^/V+LA@E"4I));XP/6WP MG*8V*ZC##56Q/1HZL]_AR@\.=@+LC?BV@ 7!$Q;S M.^Q03:4$
0X5 ,\('0$0CEN--N) ,I/F/XS3]9@_^3" MQ'9'+*KD)#B*5KTF5QI@ #'4T2?JU@@]8S_D[G H>SSL*&_%_GV,\ M2(O^AN7/JYZR),KT%66#3W,U_S>)2G<%<>DZ435Q@4&
[;\HJOP6B[,*P1^BU M\=3A95N# XP6GG[-<)[=:5GS RU#>+QW&@[V#^]J(?[N$.H7'4NK8Z-Q\LUK M&. 82]\%\OIH-QP<'85[1U]UP![H?#WZQ=@@G]
<^?)Z;TSUX3_X:V]LYV/^[MWV%[)SO'!YO[ZVZ.T/EG:1U=):.FI%:5_U4U/8[Y\>%/SX.^>6P-D *EP8-U M9X?K*R#Y=_>E!Q_C1N\O]4_2*P0$S#,X[!2B,WU9.]UK79#!=V%K'8?'C-
78 MF%IWOA9_]]O@3SU&VHBV#MYO6HWT;0PVF(V;VJ3KYYW$@DN^K"3I88_):.HJ8CB."T# M4./(_'M=-%GLI)I!6Z;;.L"E<)"G"6(<;$",7PAB_&;;U#[5/?L6I#',\?/Q
MZ>#T]/C_&^S_\,\7?UR^^?W\\O(&.!!!'>X<#[0*@?4!VV$G^8A!.S5V&*X8 MML,B#S:&8+FNDU!Q6/*7HBGU+WAJY:]-I7^<)'E2DOHP3;<1X35:B-DR+].B
MO!%/@H_E[UH@VC(LOF1^ER[OMT%^O0=5?97"%^X9Y_7"((9@VP:G1R<,F;HR M:#UDJ:0VSP=<(N$9).*-WCXC\(VAF/JRG^=9Q@+7)&[6:R M)$+Z?
7I\.8ER&"!!P&8<4(E@QJ!79ADQTH.&CQM&?35Y6@>?P"S)$?UT^;]_M[.#_X4IGX8"O07LD]JWS+*KQ>N"71<'UM$#A@2=058M\"=&!%>'7QG#M4R/Y
MK!AQT\.L$K]%56M380#3"]G!U\!;&\!H4&\SD990O8'S8=ANNCBAX$97# MJ,3O-GF]".'S+(5AY&E$(S: 7AV!O#:51;$N=,LFPFVXN14HS+Q.\Z9H*MME M(5'69L5Q@> Y
M=/'B*B.6LTSQ7.-"PA9^HCJC<5,2J"Y.JE&9#I-8B/6Y?FI-T&8@:$TSIM/= M 999I3&1HM(YW%$=@(8$#LC?6V<)JZ::<[64(SOVM+_5%Z3R @;"X2//L,^, MF![5M,'.@&9#G!?

0YQ0:I%T >8W&:*F"Q'!MDKN?VM(!T7EY#<+'@VJU7GH> M3(MK;((BYIE! *<4]R1MYM4*;V1AV2W>QM.2KS@EV.I!G9JH&?GDX+/,N/. M"8V(CX)KE%"6^.*J*:^2-
,OP#P1CQ+[AC$:B=:R(K*XL:PU 26A-&1.)@1 M(A T+DDFPV"<-=44)02>/F_*":\0B-X1/!]^.EW$<-K@>, SY[+;%<$Y\?#
M"4A8[PJCA_(R$V]QT=.NK.$:.0P,+74\;L6R,9"V]JV9"WM$[X1)S_Z>Y^ M!^'X[2\F.1WW?"VA4*25T\S#:'FK %1;([&+W#/76(I7605J53"M8%I7-^G_M&U?WFUA5J#:LMB^$Z+
<]\<&1F:!>HJ,2G1X?O'\L35!&I=PHW-D&_H&V-K@[MY2?6#=+_E^#4>&L+H.1D?^?H)_*HL#%+WB3FJZS??BORN##K;U3D;U$)AW!A M/XCAUUDQYP_I-Z_3)
(LMYOLWN%)J?&/[)XRHOH!S&<&OV&C#/>8'2 FH

'I;GP_5-80GC4(-S#&H@D M89QVA=89Z,_!8 \N@BRK0G^+3G?U D4+";Z4YG]1+R'>B<$NF/)98I?<(MT' MN_!EE)YTG*(N!>U3@G+&Q\[Q:D;S!ZX44*1TN\.OHVP!EH_SH]6<
%6=S+?! MY39=XHVV0>T#2P*;C'HP:K*:)@8*2'J)EVL\O1EN1Z-1,Q-(N99;B!#&J5A5 MSFOK9#3-J5K SG+!@YGC\G_1&MFZ98GD,!:=4?D!V#H3.NUHV^S1)I_(:=G! M-
O%!$HVF1KI"-FO]YR>?P>)D4Y<:(I$$1E=1FI%O$1M02V(3\.G_O[K6S@'M3Z9;#_'%>S8?&+CP;W& M-@%9@' L8"]S]ZZ A?R4U-8LQUE<%1F5-
=A'8!;8_@9<4WA=24>5U'K>U>]^ MOAZ$!R" 8(V-T<(C00QAO5,0!-"WT2K&ORPOK/@[AG@/5X9X]]<(\9)1>+3T$8/>1WQY M+>H7A7W77/Y.V!=]%3@SZ-
!3K0\HMEP,#G/"L>#+/P]P&MZ]*.8_QW *\)2E MU!,/?3DPB$H\#W&"KH344_&?P%@>IMHY+C3*IDK@?-C@#TDSGJ("1K_A6]B(M]]>)=S!,BZR8I*.?
YU,PQD;J>JR4>!LK.SH&8;_N%_8Q18%2] 5GQ564H:* M0EV9RDE]?21G#*_(C5QOY/HKY?KB_<7+]VRK6?'UE33JZ-$8I+:*T-,RLMT5 M8M+"U^!)3G);=5DXZ:D5N
PT46(UAM(.E>[MK3W1EUOQ/HNK1$N 6\Y(2+C MMQ=<<3WZA+=*\AC#XPD[*>)CK/2@1\4V)[GP2=9)!U^#1[GT$#S-;/3>)AO] M]Z74V>BK-
;RG*)L552U,!W#M)LC_4*:CKU4@(*L2K+10EA'^F;X&#SU@M M\S;XTOD[SJ-=6-@2?K>IF-\PAC\B5I*R'06A$3)-!2XTCXCI9<0:*-L%@;^>:GU"+P/3BJ8P:(2^U$$Z44SFYO?K(49
ME0GOKSGA_=T;)SS8_Y+Y?NGHUXY\R:B-HYI.Z!S2H7(7A]0^\0!'=AP:R_$<7FXOX1XO4U(C,'IR>,0]S;'1R$#,8UF&'\/9OT@,OZ2 .T3!.A\2*JB*;&*Y+X!I]S*)I]$B%[^_?
+L3]Y$#=HMC8:V:C/XY3A%%!GIP7B(6 =&4<4*B@FS)TI*B MDD:$.O_2S)^>AJU[QKCCRA,K:M4"Z MAB@S# W.RU0PXLCRC(YO-$L(48MP[5L[M:CJ9%:YSHI3(-
_92>%AK"U+X]& M(H"46:J=4>!V$?BY=0?N!)?%+,%]PCH1[;K:=YQGT8*W]J;=U,U,Q[W/&VF! M3=6,,)7+F%-\1W:%^JFI!9S;*Y3=1Y'4#1/[!)(W^6^ZC+&;6H;>7)ZCJU?> M(-
Y+A-J5Y_M71V?H/\"4$-S=NYK4:2:(AL45BR+>4H8:W:QR3V,W]_:1/SE3 MUZLBA!?DB7[!*D:[;(Z*C.H:3)VF5Y/?K.%F"-:OZ422_\X =@(2IQ4V8FJ(MG=S>W/.F1/)YXZI-
FC06EYC::E!-$TR"!G'^$C?W0Y.MX=0<;]VMZ)GZM3 MD#_PL<9U6OGKR^W_ZP+H"]V<^_8FNA6X M$LC#:L@SL*32$9RG"Q.Z>[MSL1-LK7G8^%'^47O6JM3MAAAM",M6,
(/>,P$> M7;8M=8*?K17GV<)'KCGPCGO=F@.XXN1/2'<(GF=(=4.E>\7(E&)OEM%H*J[% M182NRBAX/THB"OA\2,;-)"TH=I0$+ZC4HZ"-3M!(15L5*.N"S]X#?<:C>W/-
(OA.\G:@O?RU>L_6UL6MF.?[ZE= M(Q7>S='RN:!:0H/#_Z#SUB"(+V#VU^=FJ=Y%N#LSBL9@ ,@8O1@MEXX@9CFY M8GEG]27[$C8UWV[F[DV+)@-&"TG4M-
2:ZY2U'1[*93J#)^&64B[8;#5C#,$P MA3%.X?]3.7.<<);%&A*MC98F2=J3TX;GV]^SCT0>+S1.=T0BQ=^V[K0:9]2B M5-V":DX5B[SCJ)8R6=L5*5QJ@OC5U.T05=@M=]H+3_U<
Q;8YE99J,RZ. MO'L5##@D8#IQ862)QAH*)! =T &T>%KZ!C$'17-N"V2T>_VBE]M+ZTG'+0 M$_@\TONV8K'O&M@"8S*S+3UO<7%_E-
%T[VNOHZ'*K#T5=NH5WK:D/F44P2B] M0J8196CJ33KV@]O MI(18>4W,RV0[3R8%'V"]+)RV=Z;9L>I%JM_%VK:VAKR-I>3_M"UR1M2L0>!? M\?^"[8)[- S.\ZNT+
(R"0MQZZS14P2O8A\HD+98]\J,750JMO8@/_2WZ#U@B MN/7O$$251J"M+Z-Q NKE+(;;+\4B9IL8(6,%C8F.]>"_\R(J/U5B-HRHL$J? MX/R$)?
UMA&E+O"O3JNK[6LL&0O.W+KF0]C4V$[LHBUH]8 E?6V/$GBCZ+@@8 ML@? '.!QN)ALCH&/ST7,?Q*2[/\T$=7JHO]5%EGPHB!KC:)Z#^J M"Q-H9@H&8;IS(6WT#NK%9
W1=@X:#F.UU&ET1KZWCQ:V)N/](/5 M"EK&:9JVMY[?N1QZQTQP$@E"5]U(D&KA'I-M<._$@: \9JK*=# MKF7'92?S-_7[R;<]-8+#NCHVBC;]OF[=:8/4_6F
M+GBR&V8/$EJ,V%0W8M@ED3 <$WU]0=DR84HGZD]))^*Z8/(\^,0#@F4%+3(; M.6OA958OP/U+[I_EX'KB=G@:V.::\,<8 M]\?5],1)S^!B?H$)_#/#*?,1B7*PV'NQ M?
ICFQ=G']HA\YC%*=J!!A>^*DPF3#N+G8@.10Y+.&-> WY8$#1DH&E$4@Y?B M.[3XN54%3IHR\J^*_HBBGUIB_ORG""VPAXXUNP%JWK*)@]A$'CV(\(G!PX%PKGQ92
M4X+J8VP3)@7I.QFFR^B-SMV&KP+_>^N@G1.&7_ZGH!>@?N1TI?@\0N*7CH,\ M047K=[P\)NN,*X.ZK,-# M%VPYHZ.OF&H)/O*T$W7-O1Y07.K@:!?A6I7=37G-
LR>=$SK8Y(3N(R?TU985 M%?$D"E]I$@9F%1-D&6C3++%I,DK2N"!(!5$&^?B M+/1(51C!;#+C5=;3M"2$4%ES_YLB(,-W9(G9G?#J#_8>>Q<^=Z]3I_&R:A@ M5^87,A'1?
+BM;1*@.1!\L&:6_/T7#)7]J\D6;3^1[H%H-,+.T;&]&6[YU@]I M]2DX4ZY"/%%O* S.4:C+!JZ/1,)2;V;ZWW14+O"2%*I'.;1< T*= >89D;W" MG^# Y!SAI1EN50U<0!@-
#W#.*E&5!EHBUJGZV9+7(*L'#G1?98H8]KRDM M@T,N);/(<#)YS#9R CW#5[#-N[CMAGB&]@3&VY_<-=&O,5B@Z%MCG)3#36JB MS#&C5=O0-+I38.\8EUML-S
N"!YKV:)M#HER1#L4%;"6 KR)92_W=O=NI:]' MV-2036=:+,!A!9;!WE(C@I;5E',?R=#98 3SC].#&$F#Z9GE;'LJ7[%[:]1K
M;2Z,K[\P]KZ;"Z/7$=+X/'I8YDKH_>88B259)6D,D809L],WJA!';,7<0O=3 MG#HGR2Q11:-0U+.CP)/K\KF)(?B-UN9YSJ+[4F2Z+"NJ\=G&6 M%$1VV\Q5O MX@
2A2XQ*UYYYWV(:B(;<]@+- @2I1(&%F-*L-%\>VEPM(IF?1.7)7'+$37" MNCGC]W#&][^?,VY#'YJM4YL&[SASPC^JU'OACQZ_W3TT5#-H(E7N<=N1J"JB M4^KH4X)#3>82*-
A"PR-6<:*8,3%\>/"2AL4R=/DR.JZT MR8C_?W-D[N'(''PW1^;,B;[]OVS:GCDQ-]=/ND1GR$+.!T<".6]'W>3&-/E9 ME/-.8 \EN/^'.RV?;$]R"DZEZQK/=KZ]TW^CFV?
(]]U0(QJN9\VDJ6J!K^ZI M8^@4U,,/DBAC&%E[;?CK-)6S>9EF\AA>LOVP!_4GHT(]1<.Q:?S@JM .#R#7 MI7 &)]B[I#:X-](3V..$+?TXR5-_>=SIL=-AQD]8LNY[C0F##XLR4XG0-
VS* MZQ/@L9ECEX *,5^% P ^X9GSBG17]J8EZ7UVG$1Q5HP^:7D*KI%6H?/$0JGV MD+9.>2%1*E'1!?X)RX"2OT"'CQ*=GK-.E.%URD+"]7PU\L13W\4BU4[6(Y7" MH-\D-
EK_G.VFT>D$$9Y2HSX:X3KO&B8V?"'F%XU5S@U%^K,4 ML)#JR[9&Z=;Y6#B#1OUZ,UB;^^I>[JO#[^:^(B'^(")%@0N]P3SKK@T[6QO< MWY MN4BN8 RV^/[1O@3<'$M?
O7X)E%F]#IB1%N\5!QM-ZYRUDO*M6 T&GR*++L5# MCZE4AOUJPP\GZ AJ7:)G$C/#FXZT#.HX&-F?M'(N(E=JRF-IZ*4;@FXDZ&G5 MSF0KJY5#/#>BI$Q90 S,0K]2J+-H2M.%
MQ:1]^,ZL?!!"B-G?(M:9O4NY?AE]/2XX@6*YZ0U4A/7*Z_39)TV*B(\KQ8%*[*6I5+=7T MVICQ26,7#C?8A<=?S[JR-@,+M2EJ;)E='D;-?9S:CH&5)M4!DFZ/&7Z!"2:C-
0X%!Z)6)KM4JO]I6*;.472!"J M[6*\#1(>^O@_S8R&:,#!YB1YI1H78<8\-/S,+QOC,B#&:/$3#.RNX=[+E"N& M\Y7I8LA:M)9"%]V8^,[N M\HXR0T>%S"%D,1,HT58.CJ:[\1]-.\
(XK>9-G73+5A7P+"^\XZ/0VG[CP5B%0'")? &[M0[$\5N=-#?X<7]\DY&;TO/T:*&HDHS#"I72Z!1;PX!W?D5M)AR9?/\/H@T4_ MXK5%O9-#:V55KEFV5%E97R%9L-
U@O&B$JH#-ISD[*C+M4FJ! M-FZH5 F-H3@J8T%R.A&+EI!]D.48!-48?*2'8R_&8'@%_M 1>U,<.Q;]N!H?'#.5WJ#D*[)(Y@@> *@C4JBT64U0LK=7 +I G-6,#[!D5,
MT3LU3BL#VUX83NQ.(V-DBPV3(X6DE!K)UH,>,TZ(=,+",C\LI'^4>P<& M$D?-S[#^-WU *U$Z>Z.*D+,&&@)C4 ON^TN ^5D1XR;%=MQF>8G@*ZJ\<)47 M=.*(%U(%5*
(D45>0(\!EORN>3SJJR4$U@2(5)@(,L"@8D8JTIZ3R9]P,-XG3 M$4?;#56A7!08"4*V4DQK,_\4_&FTQ R391'ECM"Q'A=96C /Y8W/)?XR[@YCZ2!!EZ*31=2N)?583O1L M.41?
=G,*/IY?;WT4>0)"NDU-X;>QN*IKBV/UE1"U,>!Q#A<\QSIA?>!ZPUMJ M$0;3XAKY'. _J(R#&S^#!<_0\$A(K!PV"Z768.L!40D8**%GWCL3QC\V17T"3QS4$#:0+ -
C*O4B(C7P@J%,?!#IWVUZI?N4 MG> W7>Q4WL9F745UOUP2UOZ1*:UG%9S2MLD&8^8F\TY'WWQ1Z#D"[Q]%X3ZD M;WK'SD1K<,8]AC,)T9-P^79T!
(]@R=C^28NU+U!*V1WB9O]0%12[!![O"I9$"^Q+!%,:?+;R]3BSU!!G6 M53*2E 7WL\?S6V$X. N-8!*8"\UL#;=2F23#\,E ;^M;,J1%0,B_NDXK8:6D
M=^4P:&QK#M*Y@T12QN[3D18,#\5<'5I1RZM&Q05&Z>"(>U:=(V4[W@HX&3A)?[C1@M9+ M27GGZB.0Y^:0>E,)F+Z+- J3=Z-!A>-S7F74"S<)7(;Y&"BQ>^^E"C"9S,I
M*\TKIX!LU4%BSFV94>@$T9Q4R;9,K3 M3Z9<@MI%78$G^\'N5J/.3%[2R7S(]6$X"(=L+;'Q=9TPR7N/7T+E=$3OCR=. M6JRPMEX6_(#CO)B+?
>V^KY)%ZCBR<3+3,)KS3'YW_V?.&^8@\94+:P#ICM&D MGL%R345[1G..RH[=+\)"8DR&OQ=J?],JPWW'Q2FYQ9+] :I?IU"W-L.C@*]I
MM2KM3(M2IJ"K*T]"=6AO<5D5VA\3U80E"'U&&5D/RQ9'10Z>!Q*0<4L1+@W$ MB<%T\EH,WFE1R]A9#M!!16P+1]G!]1HO^*7.QK2N#$T"N'O05/A L.HSD%'O
M$VU&YZ!5O*N=DC<2^9##!S7&P=VB-T)M[D.OB'47<]/41L--^8'W-R M#I#0SO'P3!0K-7-0;A\T54+:*(R+1$A'8CNF9&3N47.-A;,6"E7T6(_\ MV;>QG/Y"4N(.;GPD8XV(?.DJ
:_;^.)XMK7NKWM64HTJHI*AH2KC2K90!"BN MM>ZK;MB"MPEC5G8X:%<3R=0H(3+;&1UO[JR!.[X37!@>F9*;UH:TL&\>YB^[:KI1 M/_J2V]*WP=LG9'MZG[20UCQ;>=$>?
KT/XDTV+*%'Y74KH.3!K:;9 I[W8<$Q MWY64Y(HJC/"MRF$/,KUWDKJ=R^#L?>]]#P[9!<@3A=LP;]-^+2V*MR3.W#I3 M$_< M'A[H9U/T.C":^"_?]C357^0-8>32C? 'S-
X699%P<_!^6?R,.]EZ>VR MOTTFW?W^KA>>\47?+(:)[,2E:+W;LVO_C(8KD!&;$]&25Q^4^ M14B/85^W8$EE_*TD^F=IKX033#QESOF'+HF(%^.F1BH2B2
<).:!L/C"EK#9Q"%U[G60X M^D^H:.Q*3*DV^VV")5Z73-CK((6)Q-<2.U0C>#F'F4QS(W-<(H=$Y#4(C29 MIA$AT0>V,A<7F@=)#!@](-7H)(1P*;\1R M\W&
(#GUMI'"X(H&DSN(K)H5M7135LZ*:8SB<[2?#K_UF5A>S)B.4F'OJN.>7Y-AHTCH@TE0< M130:4]5/6BFL (L],/J*MFYH0&\@;W'5@2=935(7I*8H-LKQ7F]1.;=/T_2G
M3V<24U^RE+B".B8Z^0YL'5L.2P_BT.NIX]0A=:D'GVB&_GB3H7_\&7JO8U$8 MO!^-FGDD !ZA+"3?)(DRL"3>134E1Z6ICCFQF_KSI9B"'IB/6[69)9^7]S7O-
6>XW*_5:#.0ALU3(E&$$Z"51$[#/ <3A:AM MD@5"7XF$")I,BSR<9)8'%'0[F3@FHE:9.PA&=\D,+HQNO"KIGQMB^N"SO)DE M);8S<@N"'!7$1#'*6468!%/=T4[;82I;"[X4
M!*!$OJS%M):,=3Y-!&MK%8H'_W;.3,**&4_HUNY=D M60B:Q31T=;=>FK01T)C0'3^X4P'QE!@-$S M20G'#A*,J',D J'V0/!?59)6,P&J1 R=9(AF9!I_BOSP).8")(SY:_;]%J4 M-
N4:BE&/_([ML!E0N!&*:3TUQ2&<<3TNVM-+'1*]#& M7F^UP1(JL9[<^$[PNPKX\J)FQ;/@6+GWV\4?+YEHG'H)_XIT%3*7-3J[V37O M;
[])J5JVI:X9YI,@Y>HHZ6LSM>SXZGCTC! 4)+:=>F:@2L8U]<94L'&<8NP0 MUDI$OZHSK_L'];DJRT3D9R0+^-H2;=.7%RO'AN8_[XK!"UNV(2+@SI7:W"J! MR&G$AWQNW%X-
QU2F6!WGM%H+>Z3*5I"BC8NE/MR[*7,5&[[OKR;G"6)KW&0< M"MZGP@R"-(RN2KL.3".OBV?-[7SI/.D3::^@I6/PRQ,F%('YFMD?,01M(H9
MCXBD7&H"8=D(NT1_9,L2Z0KT.^!/+(V=6Q=E+;TF<%72)F'"=B:.DSTCY2NV#IS3*74G#!9,Q[;VI%\]T.@0 MBQ/S2M,*@MJOD94 5W1,CE?OCX=X:RY5<"5%_7+FSS\GHX9.
MV@L,2$U--TD3SE=GSNW'BHA^;QFX^9ZT+XV MA$B+!D@8VN9EVVC!E7>KQ260V'AM ;G4G\GMJ),<5B8]M3V][[*P/^BVTLUK
M[3O.@E%8;*E*/U#'^OR+RB6YJH'[79M@'ZV]5IGXE)?:1(&::.#-(A6@6@9A MRQ2QJJLHP7S_\:T,UGG7.C"R&928P[ZE)N&N\6X. KZ.*GBQX';U$;YQ
M#7L6E3&5=E+GZX0,";)0[(!3[M@#%ZRV-&2DFG!OE!(1EG^.V1J1P5QSX4[; MU,![HD48$#"W' .UE0!#GMJ&[7)$E6JCQ$1#34EE,95<383;<&^)CGD7NI:# M*>=,?
(^[:XWR@>SQIG:"=Z"E"ZKFG#=@!HQL(:2E_[G!JYK26O'YI NB)' O M]TK<(4E>$@:WQ7V(O.2IVTGRLM=FC6UQ"6^K6U+!(A16(XA MJY#*NEU%*=JE:K_(,9$-'TP?HHH1N
MI9JM),.SE=;&",5EKFSG!R?!XO2LQ 6-B8?'+.T*(/\O;ZES+7#5F.ZK) M(CMI1%*Y4DR&)C3N'?A)5;ADZ_"F,%NMKLN3#EB?; +6CS]@O2KT^UZ+N#QZ MU(<([]'SC"YB?
&K1;+N5@DYL&@M!QDUNJHN94L';1+IC]2>:AR2# M4^I5*/[B!([8C'-7WO'TW$IJ&JNTNP4+*[EF"_I M:$&IXG59S'_OSAK\YA';A^X=@@"I[D3O,7*,S12$%8B
1B62M,F%W;O1J_6 M29K0O"TU-CL+")T9);J'/:6=._Q&0[QA&YF3=97)$)EASHGQ(H$8D7B$U!4' M/G-Z*PX+JFHL#1*&C3GNC\#]T+4D1]Y#YC'G89R,A1*'SQ)V3?[5Y(ETL: .
M%C1T\@&J*<;8R"$IT&XML=LI/ID87Z*XF).ISI@"GSI!BINHD,;(ZV725"3,$:@B^&0H>3C9M2E_GY7;)C-E72(BK;"?)#EZ:>B%=Z"?IDW7/_N5E^Q@K M9]ZW):[$U;_+-
]R\]Z2F\:)H"X>HZX9RIJ*//3;Q#J7;!OL M@Y\JNDW72?@WW<[Q_C#=QO#RF!TR@3S72RE0+4FYO6C:==F=3C8.\$FKW=V@ M!HA)(I1N$D4@>!$^6K.3)BDMYAG%;
(QRA[_^S)>+X*9BKYDN;= V9=F33@1G MY*3^D9QNP@:$9>>DCMPQNGQB]53=2O2^CB,MQQ5',6FPCY(B-MG[ASVB, U% M.X?@61=-
[29T8>H(MRKFTZ1O7RBUHR$/OK.RJ)2@QQ5F3TGBW)A/:#)(_O?' M09;")H,+OHAAS@3JXI%PT(4C:5DSF>A6N3@ #&-B8:C==)44DQ]V&_2R:S_3
MQF<8EV0.,YLK]ZT9N^1T\[L]O?CJ9_5 Z=&(]12KKA'.;[QP'@D6B#! P;D" MOR ?+=1 DO;K>%.S_4^/)>VGV=OVC>-QL^9.<%\LI?M5Y?YMR@)CFRG;51$+
MB.)O&/D=P[G7['P)[A2N0L'7L2.D47?V2@D-YP6CZ&C3E4W23:]X^5F.H^&^ M<(\T,/@>R-"1IMXTZ)O&_$#.FZ/OKNRFN0K RC/Y!L[=%'6S[YQM-QEV3F:2
ME0T_&R<4V:)D/%X'>E3'E/SH10=RQL2T-=)#_=T M%\=@DE3W+SIGYO+#]*3-]@O\1]I-XO4S;BI6P.PL$BC!01\8:-:"%QI^0^L\ M3$:1-@6HD?H0/7@-
'(3M4&]&=;66>YR(5:I@R_Q%N<8#E>ZWZ@W36)67W@&NB1D6G.)\+-B MI#44T+/TZ3/)RO980N=+=%_)S]M)3JYEX.732)8V.5@_)F46T&9&?:"43>._M+++#IUJ]HPH060V4_?
X6MP&JU!:CU+]$)L@EKOW=6SI"]NYR3/74NUI^0P;;@ MF@Y^ZQ$6:_P6_0<6 T%GEQQ &(E*_9/R1[]) N@AXZQ+<;,]6?AVML6%I5)] MQZ%7I:]*?&8,EY,N1&46 L2HR%(^-
_9SRJRI8",J*FEFGKWI@5G=()2$6W$@ M3SB7$:RS$C'Q4LZ50>[I,;GA@?Z-.)IT \;%:'6O>X8Z4(1R$9M%\|(""KX69K+NV;2I3T*[M7#/=$=* M'TKLF/(3C@ (KP)P>461 [1L48(
M3)%%)]M%X&=TM8)8IKED\1N^J9 MUB]52O6@U%UGE>:EU#HN4"C!_[[GDF7<13N9=[5 0=W"""/^O4,P6Y ;>)1* M%L%5RY*M*I5M]X'X[]Z'C@O<8074P"AW
H:6L;2$$IS1Y>T:Z?8 KG7@+)8/ M(1]X$S;SY:.C2?8&#C3D>)FO%/$CJDD:,BK$R A %6,@#MF]LJ4<&E!J>+@P=,^6:G46.# M(NZA9,!?[F991SXXUU)W>"5_!Y*K>_:!!K/B2?
X1AINW30$^2^<;A4&DKN M#K8&!_H)A-)$3"(P0 F.4DKO=@+E2F^,"]R#(D38H^ 04NDP$'&SD1HG-=B
MN!K<0R+J)*V$_Q<;387JGH&O4U:F=P7QZ1&ZID4#Z))OBYR31$L.5V0:_I5Q MQX#&.2?,C9TQI;73=9>WQT51DMRCT.-A(Z"@Z9Q7+9G_F@= ?:6.FM8%D46O M&0Y)I-
2ZFDYX-M;: M.0](Q#($U;&G^"&V1[BC#7JY, E69*I=\%?C3!9FR9ZK >DR5R,/BDU"Q0GH]#].1+6RU79>]*'M3\VI:$&,MU , M.JMXK8(SFT)[*R 7A=GG*=[;5*34J;;KU*=X=D5?
%VBZMS4QG7<^IA94%.0J MI!P,!X..!V,6#!FJ/L-% A+XM>*N+-UD+D46KTBHM?2\E:<2W*6L4ZUP#X'D M_Z$E4=V-">7BO]G,%C6J,2+XJ=PT/9:DED/?)I#PO
B69QT6'&:%)1YC,8L#CVK;&V9$K3([2Y9A MRB")LC2/KL 1(899>B@VDL?%I9HDE!I. %)-C\!]Z9*^LA2UP7^*/.D58[@< MEJW]0E=>;&<^P-R,VE$\Y UU)'CIP<5:)
<:,X+UJ18)+C2B8W3D+H3(PN^X$ M_\)>7@@/ 6-G_LUJT(E0D33JMTC.R<*PDWP6,$AFVCK1(2MPJ_&31;,TDI< M#B[C-$E>ISS@*BTRZPT:?<:1]-#/K)K5\G.5S\D\E]9-
&*>7%!"ZOV82A30! M%;"> M&M>M@&/K/C(7V ?50%1355Y%SK+3A?#E080/+S_TA!#Z@@,JA6B68CA@,@WP MQR;L"%9.@?[6THAF2(:GU!A8;
(,_8=:$7QEM:K\9G#]31Z\&@Y,VUX!K*2HX M5EV!\S.'H!VX\B2/@Q9VX^%_(^QY[%JV<'P'DJ^DET+1WXX:5EQ!L^&9ZRU MZ%AB!IMD>)\4'^@,2K']F"?
2J(K,G/FZV)\9NE59T@>@/]$7VA(,!H4PJ*32 M>ZF]"_9:8DP%$R:0WXT3HA!MV(I&<&UI.BG(5'0J4DVIX(QP=F:E-(99W4>/=E&!,>$@@C&E[%HQ:6@VQZQ6[I@.[IB)F?V
M*ADEV)A)01V#(Y-FXD9RZMQ$7&B48Y.#49FH6J&*E)IO*\MR;XM[6XAA&D87 M2C(XM6_5EJT*42!@J.)Y2' 8L MHITATCDC47&HX<3-!Z41IU0:1/P,DM=3&41$!](U4#
<1TR6V=FBE7.B8TQ(1 MA\A5@,+L1J$S_-W3S;P<[VXR+X\O\Z+"9_JL*YM$9&L.\9_="FOJFIE3V,1< MD$GO&?=OAV4%7WP4M>"+_-@DYY+OGN*O%D20/JH>
(J[1=S6NXEER8HE: !+58U1=6ITN*\-U^T;S33H2PIT*34-4 MSY96]+0/KM0EB3M.Y>\1MV7@:(W<+U:7!QRZ;2:*M>*3^GB]N*F/P MNR*VF'\Z3I'F"GK"6&1OV'"U4WRB!K,
,TABU^$^TUIT'C%B(BF>9:E<[@:] MVLRQ278,X^FVQV96F1*-VMK-<<@Y;25Q$W7*\$(H89*X:RLE,TSMCE2/DV&:*:J-FN,L;[%7 57\"<44_/=M6_>RU=_
M=L,@O8%RSBVV(G0><*)#A20I=<-QU0[727+?TBC:G)5[(ZN@]R/)Z"9MAYR7 M9$ /W];VC_VCX1?8(,9\@(R3+A2 CVYY#-6*Y)UVNH51T@)T&05QUU9
MJ6DQPG!A'$KJ2=Q98()O+FYD<:1(G*G:4%]<:MTH\JHD@: 8*>YB4 ::.X; MTTI0)OG'[Z*%6V@A>!N\L> 736D>B@'W.5SF3/Z[4BJCT:>DKH.K'5H:$5"N M,=54!
[SIKZ9,JSCUN%M68TFIGD861!IQ"K,)BQ;G0T;8S'FD.%U>HPCK!(-A M$1/BAP1!OR=T*F@&2V51-PNBT%FQVI#F(N'JX_0J41,SBSX1&,@C0HD(4DRU M&=1FOJ3KSZ'%
(E*8F!,>3* NR]'2(<;V]Y>N- 0ZMO$Q2Y[+S'.=R.U!"]2F M?9$Z*P&4=R+SADM.,I.&4A^ 8?OV*;2E5'VH15*&9YP]$/M5RVKH9#.DP-XEC"5*'VKCH(^L,$UC
M&J\ZCRR;'#OI4MS2++!?@.'6?KEN$&V9R3E/2L2'R3@MX9.),4@,C[U=9\VY MQG!AJA-:=2QVC9V6W\PM(Q)=QD4': MJ=X3%LD.6LD(U2Z0Z':# :H9G'1F$X[8*W?U,
GKZM1:OHV()'4BU*-M-0%U M2(#9E'X0_>)>Z>@ >$>K6\C%-PB#N^#8'] M*-F$]T&+-MF%+CM.K--Z=3ED4FH[0P^C3%X' PW:,M:]/*:"[?5:$3!5:+LJ MVZ]OY9EBG5M98*
[E[CU[HW*H98P>"VMJRW#\[_4B!BD7JSU$ MM-%%D77PI S%<->5+C%6BPA\TS-.9<)]R%_R0%G9F<26H.)H!:GF+(G -)) M)1NJ@P#
V]Q@X2(%+G!:/264C%3D/MU,QF"3R7A\F8PR86Z=V"V>8K$5R+1P M#031$,L-D'=QA$$ZIG2WOAS90>90T%G12D829?,BBO#A13_12\"$LDAY@S:= MI?
_I]LLF&]*Y)LW!W&Z/B:YQU-1PN4A&6^BH;>2*=9CEAY=95C+-_NF1F6@5 M@M1W2@:FU#+=):GY1QB@.@.5?"YUXP\9G=(H,'N$.*HOKK\Y6Q,Y0[:-QS^1
MR$)0+"3U0,JT^3-*+ZO#Z=2F4ZT1L@[0HU-A6;<]%_H*DPVWA,<2W[7D^0CA M[>X@EQE);QPE%P;;@UQSH 3#Q!GV89/ UQB9PV:-&ZP;7JD5YP0&M?6
MUO1;XM6TU)B4GP I_ OD6+(=J:PV36JTQ]-<[B.)N).JX=A1N'-TP\86 M3 #%LG"VD.>+E0?ROW'H[&V=H>GFS9L%8+%D*- ML*<)2R)Y41(C*80W<)*UGNYV1> 7=,.\(
M*89+VW'P$QR5'#7?93.D(I?W\/\BKKN:)6!PYWQZKP@Q2T&W2933-0VJI,% M&VFK7.@'S?37R-ZV/M),+NDJ!/>I@FQ1VEPF\]I#0.WM]BU*?8W55>QED5KG M@R.Q=EQ*?
\Z!Z$]+ M3UU9&JCFH4:C@F63Y[:7CL=NCN?^TH'CK4!^E@(,^91_8 #>;9)47:@NA:4U MV!A5 IFW2$9!Y!6?DGC))%!4,&,>IS&C\=E,7;9N]W]%O.8H/]40_PYZWF[8 MX%"77/?
=4%OYE);K-'DQ3RJ' *+=S6.N!S(@Y0Q(=SDZ(IO>: MBN4M%=/'JH[19H1:N=\<$O4$J0(>K:#A6P<1E&YH-*Y61AF[QE"'SEQ<4])H
M/'C:J.$R+J=8H5U=$L7^//NOI8=.W0^8^U%2S=4!^A8=+]$I1MK0; M= EY^S$*G,ZJ:HI*<-V)\C(YT$H)LR!3498<(I64-B_KZP)2WJW7Y$IDYU,=QDDMU%J()$$67MY+D'HG

MP\,Q1)?W$?>7Y\;EXCE80".%/:=X0&+7 ID**VC106W3GNSO!']2ZVJ"(5.T MFJ@X;;"5?HV&,4Y^@3M-&'9#W"NWK/I1'P@<1-!DMW$+-IJND]QYC7,^U'/[
M$EU"6LK(Q1)%9?,I?4?&07;%_ZUSR774&75IZ5H*@Q,^ M4B_>OK-'RM G4V#KNSWWNB)';PA'=Z7\WS/1BR72_38!&NOOT1V>><%YB;Y.7>'QYB;Y(36^@
MD)O*K0@$ML)]#J_5C5&]\ [">CM$,^6F0@EKA>JK6S[BYC=(\;C>@8-J6EW: M(;\6_()'0RFPC[Y>1/=_J8-Y?-9,P-06_]%8QTM<=D(\(M$%2L*;?"R1[0_&
MUCGCGG+XD%LA6I<\JU/Z\?&&]U)8JW+ ;9+*(,@*RQQ6MR=:4NNF"%3-DXV@ M]IS?&I#R:&P$__K;KXY=(?<'$5NZ3!HDY*T D"FVO2$8*&64PCO0M6,$+D#T
MTMPN%=$P8!F@#T3MYW#]#]!U^O%T=Q>/%HS1G69H0_$P^!\'X1Y\#1X"/SMD MJ<6:4S"P\1&#\! ^Q6L(/C[BL%P$9XA>1&6JT1CTVPZ6T8^2,'EP\B2\KK_K5>*YOO?[#D:(
MTTZW-NG9V>LA.FIK+NZPJD#[7J M=.];WRK.'>^O1K5/6\8?"U;[#8@59UU#U#"-[T%.$?DJ_W7U4S]R> MCSP^A#=<83(=[BRQ>V%P,*$]F$$S_^>@JM&^'B=E(GE[/)
7PJ_FUV_\+H+] MVI2MPR\-/U8.AD"*JH(;4B>6^ 9.$;)2P7G"JX\PIF7:I<)J58G 86/"I(DT MNO$C-Q=(S!2<36#KO?,>N<@UAR>.PL1$/"\R%\VP03L6&X Z W/#$$34+LXW
M$K#W)"N&J+:2&1T\4.1._1K'4&0D05QHR%#BZ^ %#QG8YG6BH#"Z[3YBW@D* M96(%FH#KCCTOSU<*C7F&V'UZ (*1X2XHTTQID2@ 1%Z!>.&.J>ZECP9HB@Z.
M75/T8XG9OE:957/PU M;ND(1_6LG89\?[%WU$$^$2_=P%4O;+W@1JG0T6(\ $T3!=I-5A1MH2X#C&9] MD]@CC['[Y$%+P">JA+;&Q.@I/N_8-]KM8;%]C9AUMQ*-O
4L[RA,G[TE;_6= M+]E20_V#DM!MQNV>U5LYO#?YN>H,FZBI$#F-L7\/?* F=%>/0?1N+1D',%TUC%!KE>'XYR<+$LV.DK2 M>=U&9RH6T^003'N3YQWB)@$0>28)-
PUSDYQ>W)#BYXM6B9VC7^P0S$.?P_U6 MCJ8X3R/M,&]X?O7<#50F6,5?IB-L209GP0!42<[J_JH^M\"KM^\+D212[@\9 M1^$8EG#)$=>2:(*1VK=VP?+8HPT %[A.Z3]5NE:
[TOWMZ?MZTG-:LZ>S^5/N M87Z\O\E-W$=NX@Y,&8R;I)776DOB77IGXK%N%9=:/>ZG'?P($J42&0CFQ_9 M>6%3)?PBI2:T(._6&74/(E']D0F#I-(PM5#B/?
@^R\]$K>::DBGX>'5"XI6EDX><;3C,!C] MY7#K_%PH<;^0PL,F*=BE3\6J "BA+A'@"KF>+>TG43%1Q#R:<5A#NZ+-(B+^ M4/I[6AO#@;0N3^7<]
M"I]'Q]9[+W$T6K:.@A/8U,D9BE;DRHP$7A"U[:8'6;,K7&IW72LZ.-EA3EOI M).<3=SJU($L&W34'W839MPSNFIS-$?G$ M]"U!" FVOF" NE,9YBM/$4ENZ--
:W+76UM,S&HN3\C/$+%']F9\74+Y-:NGB MC886E<'6["NF<-!JC0SU#B=CDBSE?I4&T,?]H327T[=\EGL#/()4*J]!]U13HWR* M6L-Q,SP3U2C%-:AJT>'"9FJ@@3:AUN+K4YF5@,
Y%NT:X8QJ>/B< @R8"5)T M@;\G+C;7=9WGTT5%F&W934NZ8A/[TK]QY'1#D1Y.Q#R!"YX5A;?B_'*GZO'- MV"I1%1Q"?J&UCY83/P1UEQRS _P?820$ 1G4>J.WB
M[;AA'#]<(G=XKTD=^ SJOQ,.^G>N<"MISFECT&_084F*/ MB#'*G(Y 7S5(5(WX5W!7&SR-L^BOPC&"Q"@!Z>V6%B-/L%\G.)/0,&C8!I:G MTY3F7TVV:)<[_8EXNN W3%"88_
2P]#88#=O[??_4=">P0Y[S;_1X$(P"<.J M"26^C'_#K:1@^B:$YS(VH-5_F/"3DF;PZ@ZFX(4DAGZ38J_<58=^X1S2EO9V MW19O\4?-K%&WG^F;&#M!7%$MD*0C*D4^*:C+D6-
CVHN)@[DM6&AN?N3C0RDL M7VI1T/M179CDP;%;HW*+'4*S\X+B+P-Z//;-V +>^6GNYZ+"G?0]AN8R(JX 7ZY]*N$. M+[&)5Z,I.-/61"-([&F0@
X73ES,/$%L,:K=:KNARNLEG(XXJ9*48VT_9'[4 M69,[735\L?ZK 8-DE)@*?K_^#FG%)T2KF;79F10U()J-5_2&>\M1>?2)@N,] MY=<%8)F<&*,'WR.Q6F@"JXSSU9H,";UQ2HI:'WA-
%:TI6!%^Q$]^9M._AT" M3V!=?9Y31QZ8E\P_WT1OA56=9+FFG:VAAJ!$?J#7%8 M)ZR?V%5@[Y.2_*@(*UD4=HY2W- AK!W?HFXBS+8PL'=_I_M-< E.'1[VVR [M7_]YV2[1Q&
<:0^P=EF$DU&HGH?")>((EV7(E$;@.ZT/7B["9[MR-VX]/LR:+5KGTXS)79TIL=TE*2,3=:<%*MT 2%7!WD>T .1/:"&5:,"[Q09
M@_+3(<*RKP"$?:DIAG*H#:H46O#T&NI'T$W45TXNZY;OVZG"&O M*.84 M;)NA__!;8KC5$>TYV0E;M%EBGO.$,P$'FTS XZM2N)4IVR&/0!.4I!RU$>@0 M![9B*EH0/,5I4[#=[
M*[7Y$3QWPF_?YGFKMA!5ZA(]ZDLAQ7=O UQ)!SFRXO$NIX"4V/MNCR%3L+0- M<)%')&\(!!.&(K=@5T/X2?))J([XU?F*P1@;&^78!2EV&L@9ZD>TFPG^@F*!
MB$262ID,*"5F.TM><<^J_3?E>\AQGO63U8L E;E?]?9PF[BW"BP(7 M,5A)&;)5TBBY&-:Q>\C Z9@]F-%PFMI?*]&@>F),#>B2FCJ 4$RE-K7P]4N M!@O-I,:A#;-*[>*02J-
_UXZN.B";T4)K@<=M>W 51FLDS #5.%- VF,ZQM>) M18.'%NSA]1 +'6QINPZ=.Q 8<=/7]2\9YE5ES4P*!'S#E)'?RN,IB#&E;4IJ M2I>Y[BMU#' BCQDU;,0@(\/0T[&;^!2.A-A_\
(Q&'9>@CIQJ FZ[1AOIPF0Z M)-1NSU2=K,/WJ\@H0[7D9& Z!C<;1#V)D( )JS5:K^QBC]!S>C\:-7.UP2^I MU2<-_C=NT?XP/M*2[I]]WK8+^ELQE]M"4%(M$*)RL48ZO;[57U
",7$Y*=6&#N9)2,3V+,%2A)3@F MHV4[)-@>3)S'+C61$K=;9O71S1)0H?4R0RE!_7'3"_P]E2S,2W3S M1VXAFKZM$IAS+=%;Z10\7+1,69AA?TLCFI]W>## YHWUI/EDR
:@NC^6J0. M,&:-5D6=(3R .F2Y\LM^:&RRC[]+>.U7V,(WNI\/$"'JA63J>#"RB/6&V! [M,]A4AB&9YO%+84@>U^1;%U3 %0%BGZT:@1B&!?
$WUQKA&/QLW>OBXK=WE\O<+=L%&*M&K0)F&J=N4%>YPSF\K>-VT\ IJA>_18N! M\"?4\WB,K^+B36$;;;!=Z9]3HJ?2G^+RT\CM.HML+!S*TJ3#CMZ9@S]F=ZAF
M7,48*UT4&H]0C'$V3N,E,O-_6!PG!$F8$N;C]X/Z!3,:7B)V4+ 6131*7R&C&;199 M[KGLBXU(!JTYNJ-.$+'K(*O3:U8OEI'*/^-TZID1F%&M D*:4TAJ09T$+PF M
5Y[@DZ7OE9]6Z_Z6*W#Q#.H.OU!J5Z7PD8&B4< S98W(*@.G".8/F/0!>P& MA1((XK%4VH8%1;-@/!][#]PM !LV4TB(A+4W(2^6VJM@2R:$H'.-.1:3 M,!)$.:\9@6+@C^D:DV<*#
E1$9==V.[?@+>%0>/8!-S]2[Q[1WGEGY5\EOX&P4INARP2T3"I.A3#_F!PMYSU-BQK]*C$/ MT*(3.-?5XIWV9>Y.>4UK^HUQ*?%W'*0;&AI>:+_!VR"+%=Q8VW#(S)C%
"&7?,!6PEM-*3+!@XWR8)'EBSX@@#)*XTSX9&ZL#B$ MAXF,+//+_:S'5512]3B3E'IZCVJ/EKD&7#^K/:?Z?JVUW19CXK) D,8U<;DQ M]Y\
([9^&A>)4N>3"4YMN',_J1GTW&1T)UVR5A@Q@7&3@%<.'O[1O);NJ1U9) M+-49GH[XQW_5$N"A)[UX_^'5^8?ME^_?OCV[N#S_1?_C9D%K;^N0>E_\LNL> MQ&
$ZS/'J$\^^>\?=OG?R 0G_Z:AF*/M:(&4H#R_1%=%&O.W8O_T'?YD9U3' M?=_8_^EY#_="0/_YWS_@ ?V!/9FCI8\8]#ZB^U[WF?J$7MX'NWN!OV'!\G._MYO*W%-
$/_Z0<>6$S/22JSTF*:.CP?TK\/R@)&[G:R-5MY H+O@MR$6/W\AAQ MP&,C:1M)NRM)TUZT5%7#53FU0L4EBRS=:IIY81.'R$.#)@.)9Q)OA'$CC'<@
MC/.LF9@&8M$0_F^1NX;@1LPV8O:U8N9']9')TD3P"2YIR!THBA9;XBUHA?J>TQ\V0K@1PJ\20L$.4A28C4)N M6>P$J^LI(BJEV'EGM<@]/#KI,I)&"A\
[BO]7249BYOYA8G%G/91CH20Q;=+W M3A*^)ASF] .2ON4AXF^QM:6!2-GT]EOI%&2RWYKE9DKDP>GQJ=_?\Q;U'+^] MO>A)>6O>Q<51+'W[T+B.BJ&NAK%*F3UR@C31?
\,D M2FJ&(K!TJ8N#BX7QBEC2144J+F5OJ$@1*O70""OB5.$A(^&%Q"<14BS)38?4 M[H!W@K/^ZI?*[YFAV7SS"+L23A]S V!QYJ788RUPI+5FRF9O!^!Y%7)-9U[U
M[#RE=NKR2W)M>>?:)] YU K$$'H*.8=4 MSVLN',MQJ/4D0\&X@5,=59^XP4S?\M]WWO6LHKN"4IBU@PWIZC@*11A0X[*3 MDA+7BD4941,T3D%@DK\HX6;
(&>!;CA)W;_N.CZ3XW[_4I.V%T:.GNXRP/]W= M;V=&_#:\-(\'6%B^. 1 RM=&05AE6#'^Z]]W1KOOL <&HS+FBS]>\D5Y^?J= M=#7$/V'Y*1(557$J.-6KI*>S1XN/D-
+99I2K!H0I>3P*19FGD;D;2B911K*(M2E'64DI U6]2]\< ,Z5*5W"#@$S=472=0FJ5IUEUUE=Z])$;*B^$\2%B9 M$(Z2)F5KVE0];$2,FBX,;Q
M;^G=P49E.AZ#8DHSWJ.FL@A)^H$^NMU&,%K= M-VCE%S"9OUV,MV6-6X3A'+?&-BH,<7!;,LAQ&T95*CG!JR0G3G[*X=L>"H38:<"7#'"P \$6A7^7!=#R#?
*JI!1%F(WLMSC$RS<31=RBA46V, D0VO_3=(Y7 M) \&C_U257V3QEEYH'>"%X4KN'J^Z8VXTEC+PQ4ZJFL]6&'OMBF2V_FQ? 6V M@6PK6R77JH6G6[8?G\@?
ABHTA)O%Y5%6V]2\3RYMC:LK#NL&ZUF&[BC*51 MJ-6H?D![+MV^"\F"L#N.X>DW0%T">,15R0IR NR82#/6!.*A,8^[)O #M!-" MB- 7:N76B4VK3AE(&
[5@I[H3O)\;$#N%_I2U8J'8P\!P\/56)!1$R(3F&?(D MV"&-45+Q3J2&<712#3G"G!L1XJ%E=L%.HQ$C.(:=3*\6*AN"\SYG."SQ&Z(; M
0MX88W4)XR!.MI@H!X]=2JK9N+V*8LH]E'@?*-C\;1+5>+4=VAO'@$0(T#6 MDH69 B'CRSKQ#C?$82IB@P1_Q*[I3@NS[7SD#%
(P27RWN='OF,:TJB*2F&U99&Y/2WU6EN[8.?; MW"3&[6Y?P+ '<_R;AD 07H[UX*RZ;04!!RCZ9B.W,5:@VC@*$_ZPG)$VL&[B
MN>F8<38OT\P0IARK0ZS]"JAH@8#T+3XSO^IE%GVF,45.S0D2>Z17:1L!?Y46 M?KU26V;Z0;_WO5N\#'J9W6*.3B,Y0B)CHPS5(*:O 6:5R560NG^'JXN?M-"R M."HEGU-
/N[W#X_#HZ(":W]E5Q'_%$7LY^L7P\/@H/-H[YAHFTWJL8C8:>*WY M^8.M;"HDG&0D<;VXYMN%UH#^:6O7754B/7UNK.3Q0F->K627QF!P*F)O&17: MO')]T3='_U-
9B7]$*"S(T0ZJ').('9. M^%:ZD^R$N-UI$:O8A&H/+* M>@H7\J>$&5*$N5=*V%\)I*QI"D>@3(3@%5H,: =:V6Q:N5O M>A-SOP1;@V<\MZA/#3JB+6&RI=,1P[<8-=
()U73=0))A$WY@RTVN3H2X_FU MK1?5 "VQD=(X%2/[>;"UIP-MM2LCVAE7F?AIJQS)1Y/6^M)@&9ZPM6\7P..+ MXS9H>\L?
O60)N&Z(5R*@,TEL(D@DANLA<6&Q3W>"/TS0AU_4,[F^[>R93^AG MYO1&T15P=ZY'TOA$$I&SPT:3?!9::XXY>)>4=Q]B6MZYGHW17EFRBB4*$ L? MN-Z+3-
/8B0_6S#=^@Y@8E^=:V@GI[Y#VJ>$ (EX2(RINNXI !*5+CVBWL', V2_#BCZDAN5KQ' M*X?FH#)'2-LOX1X2)RKRU-1)5W*=CD).&I;#][.",@3<]Q;O6G#3F?(;_<9B
M/,:&J*9V_D8%HG8;,2'8P8.=*Y++NFG]&QLQ-(] M08YF"GME=,O)&<$62%K^1EOO :X/=^OWC0M%5[8P8ZW@PZ*C*!^TG#X40;(MK"CY%IX>M8CH=!TA:UO)-
]\Q2,GEANI[6A5:P(9)\WC1OWXH"-5FETD^@>_G M7,P>?<)['X[S5<*:8AZA+&8]?6MFQC&PW&*M^6N\7++0%,E1P$/H@R;@>['3 M*@>73$OD)>W;#TK M51H[
'P[FTW$)@#,:]GF0$4]0>2HTGDH.F$! MCUX!10\+!5#HD*&[;.<=Y$>&F(;#8&!$X0JUONN&XM"OL-M)Q\>--7/SIUP:?@1;;?A>5GY(: MKK,\G2L X*V&XSXXUM_#5PR#RF-
5V]O>I8=Q#8OPMV?NS)BN&OX*+F_9S$DY M6=XJ&Y3G+.U6*FX#)8DI\H ?GG\6\OG;4+*]/.]E9'/M:]#KLR:;1-*%ITQX M%(HD>/WQ)5\I6ZD[KG/NPO/&9/9'K&\-W8,
%O=V=X_7'NWYFPX^\9;#A=$* MG.#\S'"D5L2UP XMKB;2EOZ$.4:7]04$9--NR)X50P&,>]6G"@P8H0@NI'- M=Q.-PW4TIWA$Q/< -N# "Q9%1YNACG0C0P%N:=,Y4-
]3)A^HR848Q2[8%V4L=!9E7$8-6F7,O&5W7#&76Q911^M! M)H!=$;(Z#+&B"4P@<.=9G[A<3V',)!?* ,S9=54RHQ*=+E0U9$B,B89P;J8] ME#*5.O=#
R8YM\RP/,6Q1$V<$#X#B88FSC\(=W=W\?^;V+X?\=]RM5J,W2K(M=/%R#$+Q*!Z:B!@.'B%9XR9SWTX$_"B32J$7!>,D*VB?\ZMT-57.PP#J7\&>
M7HGAZ+#@/5PKA%=%'&^_!N_V$ZE9MXF:N3 P_\(4PQ46 I"PXF<24%K[H$C MUU;)+AY)-YX//LM;;-;+R*L+3/UZ1!Y"3[9ALMN4\TK*%B3/OK^%OU8&M= H
M44K@BY:@GF5P=CDADR57D845F=2P=:5;/&Q>OS1N!F.R(,Z S$(ADBZCY)T MJNA?\-PI=F&JM,6EDG[53KL"2X3L],NA+](GQ);U_[/WILUM8TFZ\/?^%8B:
MZAMV!,0A)6NKFND(E2Q7J<>R]%KNKNGWRPV(!$6T08 -$)+5O_[F>A8 7+22 M?+D\N23H@HX3D.]X>E7R5B*2SF%R_C7@+[EM MI4";A)IS4% ;F,20/FOYH@U\
<)\8&VDP]'2*=9!,)WKR GBB[(4)5*LPR]DX M1N_MAGDTGZCR4QS)J6 0G"_37 M)IW!QYSYSA 3+S^!Z_HU-H2D]O8,%@T_%.(T3BJ,8WO9RBD6NR2:VH\8]H^H M5$)931;
QQ:]L186QS!\/L8", P'V^@?FE.&;UN"#ASCTHV,O\5C62FRYPQ^ M3788QW\%SC#(_P!9A =<8NWT8O0>+LQ>=V!$\(%A&C[3!,1M \2=;35&PE87 M=CIQ$,QDA/I]2&EK#!!
(>K1ICM2+CC&)IR$"% VG>%KB$%4Q=7L?O_R9;;F(MR#MB[4GVN:L\I>LD;)NS$,Y-49LH0A8GF&(8#ET=F!2>,G4[_.0V5<7)Z,*4 M'O.WH(Y'=Q0HEIHWSK?
98&/L&!]ZE^T[3OJO5L=ACKG:6DQA!# MZ>&('(3C/.8^2+V;)C($OFW;=]2,RIZ7(1LEEB?D0W(;2M-G8!E]ZN/"97N MD-U- YV0I9O1\I@O.V;)SF^9^U*T/=T9$\V6^#;$0]7-
!']9Y=D-VO M-H2DUL6WJ-CE&N0QJVYM[M@4TF&*DFZ0@8UI:ZT)52XX)0,MC2&Z%M1SE90)&53-[Z11%B]>&#-5G+%K--MW<[9U+2%!6MRU+1& &J) M1!O-
&-4605,]AAQH3X5#TS8Q+6-G)CAH$D(LC,/3/7/4+B\> M$F4\5@+CY2'@L%NIVZ(MH5=N$8VA]J)V[BH5EB?736X MLR?PBM,E!YMTR9JE2VS?
-87Z6M8[+H]&P473%/RJ=""R*60@?EFI88ARCE'L MA(EO$5M7SY6#>N;4,86'C48TT1Q\X AC" MN?>N5.4H^,@U/9PU=1^=58B[1JRCBJ1.)&T13M'_3U >G MM(
=:L!:QEQAHW#ID.69S*9;M\^27EMBI5='JU!;S*&Q">8-(ZFD!2U'JRC5 M8%%S3ON;>IL=!WOCYE#@%>I'^'N\P47(<@,@EE3B?4R43:1513
M=/2X%A\3@4ZC4_&V+$^!/4T7'$3\VU1+Q&M:^C:F>PKO1G11!%8*RC9C=!KH M-LJ_RATC+ !$IR(=_T J,^Z#@<'CM+'&JP@6VBRFVQ*ICIZH-\%26G:^56:R ML-?S-
%C;!7ZFB1Q2RT0$F'!L4O07&4,5*MP,G^KX/<@G!S!NK_K^+PN[OD-*BMX MP&I%Z)VX1TNOMNCW^ M_#_N;'-O'[!-N&J36XU*.4T*6KC !J[2(E7)CXB"@TT@S
G"]*6*/KHN8K5^ M?F<,X@TW Z(6.5)ZM>7R*8$R1'.&PD643X$O4(L]IY^Z9*-2BJ@R)C&:,N"% M+W!A=1HD+-S4?)T6C5([9$M9-B>8+0>;DRMIJ(1&05GUL4TT&-*M#X?-
EJ'OSR1?G$P;(SF4KI8U^XV%HD88,&0S9BB/[=U%4M>W).&T*1"\H("B7+H ME5:%KJ&OU(5722/QB'54'H;@65:?H.&JH"*XRQ&_5"0\M;9#\MU4=* M'$!A9PI)1 Z3@"OS*Z[
0WU-:^KN&!H7+7NB['EH3VEA+3$489-%&PH(2:*:RM\R'T]N(M4R$ZK/I+<.==UBE8_J0O?OVM30>J69,4@RT\ 7=[KW"F;;R<#RY=,E M5!5"-V;>1;@!*7[F5UF,
]QP_ZK$VG46FEK[C>9>Y=3E$4O2!-NL->=%SL8J_XT-SOJ"?R*>;F8GNS2]T)EOYG??^F MY[2F__A1DN9E/AF1UG;O:8K7TGC0^J#0EXG.::+.^%4Y9PKQTTU=;.Y\T,K,
M)0E"!18[%:MAG,/I5!@0ST)\#7[9*P[Y'VY"_NL7\L_)N66H R>H;A@ZG/>_ MLKQB&605DT9';R,92&]*/;4"]_8/4)20_8* M!M:DKX912(T]A][;3[%_=&?
N^8[2O3]$)D)\2/8LQZAD.MCZ=GVG:" M$^/S6 K4(KUS.M*;.]M$/P1HI52^Y5?:Y81[HH,(CI)):!P>4L'&0HCZB-E0 MHQ86O:1&K3BFX9#*"!@M3U%DMXLLW63X3
UJD5F"VI_(0V(P2/#YAGBZ$WS@ M*#S22DS47O6]/'RFN0DX]="'59"'N^N&TDNXF2CX&H.AF,;NDFM.Z\!G'MOIQA1# MC%+_Z%+Y0VQFR"\Q%H!%XPG*Q=]N>@-
&ILZ]T5+ADW9!G7(9A\I+&2,61Q32 M8C#W<+B%/4;4!,9YE:-\8N;ZSYR)>\SL3'VPK2BA"%N<\8CPLJ>[GV#-CP^< M5Q,XR%N('*_%S"4*3.G<:<#E63SL*W8_M<2+$TB4X%
(N3^^%'$XU MY+!&FHY5%)TT$VERPB,2MR(V /9*6?(]?5C7:6V1H:+Z7>F#[G.T.%BM\4, MP9BKJD-+J5PWP6,*<1'3I7HZZ/Z)1 @M,)O/Z'4/8D6YE'E:B;3GX)VF$](=
M1D52Q"P>4,2,QA1CYVUN64SF00X;>R$;+KD?6(C@58;)+A^18&F=8R MYV"E)1A;P)X-2!BDW<(15HD\$EYVZ":&.X5D.YI6S!"$TV#]R"S,@J3ET&DM MFR Y_12#]LXMTK:.\-
*KA 4E360)!9N+;W3:MV,\0 KE8+9IE(QY8&,D,4($ M)Z4("0'B;PG1@.F.A%RG%H+8Z(4G=Z74'7ID=VS^W?%X&>Z..9;2.&\:D8HR MY\Q(#CD]),AZ)4,^PR'.A"L+%.1>VD%;&
MEBS-N02%S +&K#FLB(YZJ=9#/R\F><$1/I!PHA)!';. M"0[>QND0+ZDF2*@.)>),-_DC"($V&L?,U MSG9FUUM85^!H0WY>R!XA 5JP:H)X!$&N!N"V@VJ,E,"T3/I?
T5Z_B5WF4@Y# M,N6+_L69J>5O[Q,=?'1#R6UAG71BD7I^_666D/>[;N_-U[<,H&<4F,:VHT;" MA>NQI_V1G%+S+$ZL48J(2TB=R*7- M&MR4 '>VF296C@^Z"\!2&TTCBTN&ZE
MT:LE:6":IM:/&0N?,UMNM$PA1ZK2T>+P190/G@3)W/PC@]VH_"*SV050C@DZ M4XZBI[VB0\$%266<6C<'?HM#-(O-3*!,BEP080%2$:EX47B %@4;"U:KH@8]
MI8RA],MAUWGAQ7)_O?3]UN]0[U-D&$'/)T^;9V09;. MK^:??V$.7GT"R8.U[_A,*9J=)-LF#IT9C;N3DG62:XRV,B= *AO?-]&D
MN5,G!YLYS)A%TJG7LG!0^Q5,;20<>L\):!1C,1&E+M14D.0?>:]$@(GGC.BB MP,)1=C*UO+WTF$* MH4Y(4:?,%S.
M4Y&4V/8:UE0=:JVH2+'7)4&BJ1+8[P5F2P@UX.85[!KS"RPK5^,Y.MQL&OX'?-D6S^4O\#0[E/GQZFV.A M%%R$JR&>C/+,W CP[#?[O9VWBX_O[O[AUEZON]ER4HIUE8)Y7PN
W#)L@_RFLMX,G48M'>ZH? G8W-* M%)R0*IL3-,!O\O2&@Z/8UKR2?G7\9.FI8S93NP&P1&%ZD(UYE2VN*=,]PG:/ MR!,W^[F)6^C,-G(=?>Z5[(>+%VG!
GRA:C_[-7@6\X\A5CG1LJVA!.0=2C!L M<>9Z)E1QZ(JQ"^SG5%\;%T$[%<&B45^":OT$[AW_?G=9-7ML$+JEZJ0%WUCR M8SR._Q.-
)S^3I4BTL>CLB4)OZ,2:*L==O&>)SJ^VI(OB]-[:V]+RVHODR.$2 MVWH:2X7WJAV+WL:Q6'?'HF7?@F0 <_RV?]@[/-S_O[UW/_SE[.C3T:\G9R>? MOLB5?
1F\/[T_MOEY>GYI^#HTWOX_Z./_[@\O0S./P0?3C\=?3H^/?H8')]_M>G_Z13_S^>3R;Q^_T$?.+TX^'^$?+E\\7+D0G82%T[E&L3#[5=EJLBB+TCO, M?
98CI9,IL,:;\3;_K#*'GI+N^[[$WR7NM-ARS+AK J&%A-PZXJD M[]0!^@^ZBC$62N'M4OV+F:_$(>99*BREK3M!<;*$+T'$I&ZE>?ZUQB JA((\
M1T'C2&Y'+2DL0\"JLV%I\+9TQ;N4]#(@:U<22+UF3,9NKTP>]N,-]*L"R6-T] <9VT<9VZ4=FS[G%%TLN"\<\@@<35@34]*/95D)FV#8.G41#+M$ M6IR;(Q-
R9[%C^DR.=&L1X@K(?V0+D7*J9-]W4&Q]V:O3:L&.]!)MCWJ[6& MPB983/Y)+O-5BM2"_5'<_VJ2PMH.>%(5$T'_Q[:%6S".BVM$[2@G&Z&LL=D0 MH?-
"*=B)^O^JDE+J@/@CRL>,B96\N(ZRY-_&(?2I3XS+WW>+/RG3D,6F181^ M2O5K>\DH3)-'7W'7>O('F1].CZ[XH?43$YQ>G)O+39G&2:\77)AQ@1D%LNQ_
MCPK,L&C)HKLRB%2XFBIWN1T8-3*60*$W-C+*2)G(ML3^C;0F.M"S5WLLSU\74W;(>_1!?%98AML<]M-ZMH*LD<=#6M9DS>'\ELC@A
MX6$>'5*OA$FS]L,;S7"AB1='((6:KXS:12T:*L&D(PIO,7Q@V 8'8B(QCR ' MK-% <7E<2,!:3Q^1GL<3IO=62-(,+YK[>KD'1@(1&@OCR]LD -TVM'J4:Q*-
MP.TK(4_5A78^$FK9(O/V!U,$T$T]_3!KX3C_17V&\4I#"Z'M@RO 4CF%[B^J MOW^)X7&9!*%ZAWL';#;>B(#96%3OG=+]G)S1T21H$4K:F*D (ZK[SO\=9S;' MKD2 R =#-H-
%E:8BG,(B6!'#-@4(Q39KRW=#*8K"0L/)$.@V$K](%8)R/= M;;A3H7DKF,Q3O(?D>B?.?:1-OLV_S[CJ$Q6B'*P./]?HYLDGR*7 M M1A?.G CG=F-UVC#[3*08A@T,7@EKO-
WM[1+;D=,GK+<+NA8O W0^3$: [/.I MTK*8%<<%0HH=8<7RZODB:E1%-[."CBQ+#+M+]V*)J64K6I,5==Z2+Q)U\K?8 M62')=I4"'1T=2 M84:(]_2@(-
'$+JU5.9)"4+"FY+;#SJ;P?&1 N1O H8-3XK4HE7:X^%P;/VY? M8/%8A*U^$"MA&%I<&;)TPJ1)_-F$%)GW;)&(B;EAZ.^18BH.'1E6J7Y>63:D M\=J*CRL%(FQ--
Y+;R];D8+&K[,M'6BY\(B[#87<%_=:^-.(HL\,BO(J&8U#[M2>J'C7E[X36KK?U&#I#%O65R+2T1,UHR!O5AQB/\D9C."L(-YX['SS==Q>RV M7YX<6S204Q
B=/JS1L[4>F2I$19JX#@2ID^R/S:LN%>RJ&&2DOM%%->,T'O% ML?CM32Q^S6+Q6,ZL5&7:&)<4I6OAS#^>?C\I-/6G$2D[9L24DHH.V%,8:Z%H M([JM_\(.3HERB8"JP+H-
^S/'N"D+76/GRAIJ'/68>:GU_8$1N [PNG4S2I7&WN0)J1 M^PQPZIX"153]NX5VN_;2Q/M3VX9IF0)SF!M>+>(],8O#]6%&>W,>GXT ;^: M1L9#\($ZQA9=(!B6R
^KPOJ"MV"):P::W>"]R+&ZS@G1I?)JW^HUTGKWALY0 M3&N4VIH[:71:WU$TH!?3#\(B,I#:@"1SZC_$S1Y4!GK,Q4^EL[(T>A,NE0A" M7DV;M^\1'3*V(Q6>0K5Y#H>-
,+5;5YU!U-X90].4X-W6)&J2!VEG[&AQFD? M4NQI@X/%S'K_CC$EH9%#6HL!!JP&,@B.Q\4#VA+IXR?21>!GCDGRO&J?M9[& M?(%9ZMAIH+HET337*.-\X)V;_K*#4/3".LF5--
"FO]P[YZ,Z@ IC'6;8 25 M"(>4FX6.]O,&5-HRI%YX13(3 9.18J>-X)1H:"E]\(^_.?@&4/8+'E;:L)^: MK,="LV$:N'#K(\>X?(]TQ0HB"XZF3'JG)?0H%A+I^LUNC?WV9[N;]Q_MN=G_
MQ5#3Y\%#\F)821MXBQ&U+(:C-GT*$RJ?692\%25J4@4-!36HS,,X_&Z,@-9P MM(D#F /'$+CRIY=>RH5(HT6PX\M1A6_WF0S@ZL6(;SUL9.]TYZ*HQT;<#^". M^2%H1TNK):
O6ZKHJO2&.^_*L\EM-]+AV!SB2QIF37,3TV6J'S34S,G0#2$1 MZI%<<;T5IPG"RZ=8=K]N<)!CZHMR+A&F3T+CCI3+E]5D(J4^[XE8VPC L=\7 MQ^^;(\?%-/UTL

```
6:L:9E,TWI'(YO)^/@)IQK!U8#SAQYQ?I6#MK=QB8$X@;T M:AOP*\D/O,G32LB?#16@ M+H1'$RWT34)EKD2?3DLIZ;6GXBTUK%3:A-]L[(YIY.HWO(+MJ3A6"P94!F,K
M,$B,];&H/=&>N.%!D@QS6R+5# ,LVOT&)A2 MK\42F >I8FFTZI:Z2RK7G0(1VU[#FU_+N;#]>IPT2L0<0"[1N^78X)#SE-M&6]2Z;0]1NFA>
M51^9QW,B:4S'FM7NZ_QYD7N_L9\22WC'GG(MU %">I%,B8W#LK-((>) F@@9 MU5531&#G>\S_MJ''_=828PU2-IJ,D4. @MWP*$]-AIZO?HN+%9"NT-7G7R$N MG-I:^M64?
8G6F!I6&")G:^U1GCU.2LOBT:'P6:@^W:2B73*/JAU95HGK=Q:, M18R3YL2/.0F_6Q9O*GOGCR(,R+,0C"SY_4R\X^%9#2"]I.)1[&[I'OFG>4D] M-X/Y\81@8*7>*%/T6IC9N- 0L-
PXD5"$R6\1,8C>94M70E/L+21@)6/@[XD9 M_YB 7 V4($JIXS_KO26?LK^W4EB#D0]G=SR1FW.)N:R?=$E[!X4LG(C<6%N; M:V"R?E648C*)ZA#<_:]4 G"D$E=OD,EDU9'4%Z?
$Y(ONNH1FG-N;88MH]5(G M(PICA")52J(6&S:]0IM/&;;CL*4HOXTDUF'P=7D\Z+E^U93MG\OT/\C+123Q MH2&\X= N"!ED(WS%R8N=3?)B_9(70L5%
[8(M_RK&TZ)OVDB%X4ERY;JQ3^)# MQZ@?\:>W8S/?=\ZDL(DLHF?9DJYL <:(N+1',&5U=7QQ(A7$?<[W#N(X, M[?U+AVK<; 9&UV>$0[ IW'W#(:9FW-T?
TRFG:;%$A8:NM2A^'&/O+NJTRZ3; MM$P40G>R$:L PIG1Z[VY;B&V9 M/:$FZ$*"6W(2Q<1\1"/)C]S/+OX6H0$1-A]=#Q7QJBC @2;&V*X*S1#VX:+" M3BI0
C&VPM_DA6D:]Y8+K#,Q0)27M66"+8$5\B>U\;?I?:S!(QLP0!>(Z+1K M$]&8B;:+AS,\MO.R^]BR'>MFQ[|'2*GP[").BG"SY(:.D57YWXY3BF7"L5,H MV@EF?)D_[7Q?
#32VG'Q4R^64(M\*R+UMH%3]BM$)$:H6K: M(F'BOYFV+*4M\7'*W*FZ0+C0F+]ORCWA\JLR3^.R3Q$E@J(IT[O
M8^Q9[JP<"HZ[<"9#B82TQ4#2X:WY#NSMCI$%4RUM2OH'SC91%E8RS/*T9)"R M$S95$N/VU*%;'73$T3,?L;7@6]29GC/UA84 M&4DY#'Z^M?IEFYB5X;U]
[I\=66H4\SZ^(Z^OD00(7^YHPBNX#$:8HR (!^;$ M:0Q.PMLV\F#,BU2@&7R.2>5H\BFR)KU6R9C-G;>@%&*":Y'Z)4@3WX8?T3&I
M>;*2E!;91KT=87;P36S]$>4=-1G'F6A@SUA6*9*SKZ$1]"7Z%I>!4Z)%:#YK MZI]9G))-29:*[-*EX983 U33>8'M"?"IH6^G2JW?/_GV=8#?;K[A%/GKALOW"<\-&?
P^U$9G%"USZSJ1 9FL4)<]EO;*Z(:\[DC M& XE]EV)"6@QRWT4E5YB&;DH/+EX[I+@-4"S?$-:.J]*3)Z_;4"9G+%O6\TR M4]%XBN5/_\7#[\=IBBX83.B_?^C^0#]/,.4C/\NK?
CG__/[D\];Q^<>/1Q>7 M)S_I/^;+37UUY:C!NE]1[YN?NC+*G[IZE/Z$(RO^0O\9^$=T]X!T@?>7&V3: MAYM:#BU/5M[S#C].GZ[_9UV>\5__"5.E">MS'-69D//Y4W23)X-
@Z76F"V3Q MT*PL3 ?W^'CC2TB["P?QOW_8^X'; H)*%[X?>1[OM(IAK]/%*X]J4X/_Z-+_ M_3SCE0M@DPUEH3KAJOC/1=]MGCRC4.ZU'D^V?-L_/,?[Z./?D9!MO[B0H3Y>
MO6B\_*2W_W"3/J:XS2.F_?K/V=POV;WI=>N;LVAMEV17?'/JFCO!S&^U/ONA M.R86QY/M&1DZ5U'_*X(FLL&6>#A8Z3(_7N?@LU[W/1N\VPE[>_M_[$LE>+<;'AP<_+$7
MX\Q@WGZ_5^K3J9+W%O,V\/!L,:> M82%V]A]UT+Z3A=@YW%EO _[5*!4D'DD*!>0Y/)"$O\%AKR@B\-0B\^I=X2=7 M)N&[[KMPI_L:+;BG7HLW3[(8&ROF48#*[T+-
'(:]S8FB==@YW)ALZ!L=/*-. M<4[>Y-M2Z=/GBQK=6[](>IO0E9C;_N;GMET(UWJ-X252T)O5W*SF8U?S=?HV
MNT]F:GS)J8EG(Q/Q71@:>P=A=^[G4W:\%^S%YXB)BVCKUS6IN5G.=QO = R*>+N[Q$=O54T5E[C @?P>&R)O'6R)OOZ/K]_&VR/>R M&D]BB[QZ=^8)H214]LL5O\$;<6;>?
A\Z9'?G40F]|[^7([.WL;KP85*.]O2>[ M4#8>S'J,86-S;U;S-:SFQH.987]\BJ=!"E[,:P>NHL.R^S@8U:KLC:=I:M:*=&P)BN'9'[&D;DJ(2WU1HLFDR+\1*61Z%_RXW=GGI1ACOR3D
M&LSK'WFWT]GV/W-OLB'J%M]W.)CJK]CM'#[N%=NARQY;)#X9\V>L3213=V-(5B;&E![I'H5DNMPO*6MP7ZD'#66PX/C.0 MI:#$#O#PSKLX*LJY?
436C2+O(542NCPN7_#BA[0_0UK"4P<,[N= U^Z\/OXZW>/E&M#HH7DV]0;$P0/2:^]UJ%*X\L$[]A3SVT\^%$;Q"?2 M(#Y4VEANLO-@]E_3Y5!X@)G-=O"(!3;LL\Q,2=212C),_4'-
>3IV2>8;J3I M8KY>;HZV!$]QC9GX<<(#X_^N3^=RY09R"D_. N)<(>)FW$AL:=L?4:L\))^/ MD-?TNHAY\VQ_%^JG@1W6E%?5([?6E)X= Q.R31W#(#WTOM-(E WNY4;0UZJK.N
M>(J=X%/N?H.YN_OY=09R,WC(A';63W874P$;R:WW3,+UJ"WA8:?WS.;,X6,O MEFW3RW(N6V\[GS%S^%H"WSX<;K1JF+S6;^+@L-5I?M==&G>Z^1Y97-
CWC>&G!OW[8)_^$97M]M&%[7 MC11PA0RO\Q3$ZODIG^%]SY5K^T/QM?[QJ$OQZOC#37K#USK_2QN^UO7'(6SX M6C=C?(H/?;_9]=<+F=JLYF8UUVD,FZJ!
[YC?.7CU3$Z;Q7A-B[$Q.-9C#)LK MB-YAN'.PH5TE[I'' M,0AL(HA_/(KX#2/ZAB[_Q81C8\7\,0GB>^ 5;#0,+L1^N+^_60APC]Z%A_M/ MQABW25>LQQ@V ?;-
:KZ&U7R=WLV&)'Y)HW6WVPUW=S<]XV MNH?AX:MLU?GT M4K%S"%*Q]WP]]#8FQZK5^F8U-ZNY3F/8A#[^T!SQ3V*(?"\LSV^>P!3Y?M;B M*8R1%T@/OQHEXM+$?Q?
*HQ<>[&[P)#_\97M_X[R02_MD4>.-X[(>8]B8VIO5 M? VKN7%_L*K]HG70AP4?9[W3_\,H0[!P?@JSV9/'R_M)L=K)M_>K.=F/==Y/?
_K%9+#=Y0DY['D\+UN9SN830R_M]W9"^H4ITA-6&,F M#)243 M0'CAD<"Z"& &A,F%0729A!@V*,DJG-8([,GK45Y-F5Y2*<(W+/&/9HDW@OV8 MAY@E;97XSBX?
_ME2O]V=U:N@15+Y@\O*?V\F]M,^]'R&T>1--ID5Q5-571MHPP^QS?"G\DMO:I.VS1;$NL5) F MT562)M,[3I;!\L."\*B(?H/6+2R?:^3*!?-V[MWVJOL+[&WZ"ZQ_?X&/R;^J M9(
V#,KZ<31!C19\CLL<;B#X[OT; 3QOOX-S."TW"3Q@-8T*SJN"K-V2])X8 M3ZA'K%5%IEY:X07M?@!/>/Q-;(E;;!! *SZ,^FA"HI; '_%"';/UV*>O%/ B
MU'ILBX@O34^Z2"9QBLYZ"+9,BKX[;"-HSA)D+1F"FH,+MB^;2;H5MKB"T:!R MB[_UT3A2 ;)-AFM]V@M^,SD1+ _0P56/N_ZR>QEW 4H*/2HT<
M&8\HP=9P;4_&F8;BC>%DO#UOAK-_^ LZ<+!ERD!O9H9Q!M*_Y+>0$8XOQEJT ZSP&YX5V#VZ2LKJ"EV;31&^=6N@#833\#C8>T?/,P&B_T-'A3'ZI M2@[@'.?C*S!1>2 ?
T@B^.VKV_MG;J3OO">_:M !K$ST.=/M""?[@B&BI<-@T M$EJ\"ORA/FQ>WO\Z@A,<%Z6ZS[AR-]&4W,,^V]U)=A.C3-':P^YE,6^&<<.H
M64EV%YQ>G(=!BE,!.R0>3VB'.V*R%U&"%^R/[]YUZ\T8KPO$+C:'>7%Z<1*< M+GI[V_J!O3V '2,1QF,P1O-\"HN/UGW-%!,O^T*-]PLRWLT6D^^P97P'/<\1 M_ 5.
(OXF+L9!FD;2,4U$6A+ LH*+@I:9U9DH*0;!ORH4]T)B>._"!SBC[SOSC%&"TL%OAF=(RD>@O))< CD5X&J
MA@6@X9FS@*KW"KZ""SW7D#]8R05CKT#2J.1SK>BRX6U%I=!/)G"0RB4T)6[P M5C5136GLZA;_['"_4PA$_G&1.Y!^ (ZEOR9*QRH?F+9 MRT573%QCQ$+ L:-
G+Y[Y$9T79[%D_4:W-G(QK-"$J IR@]KN^TYP.I2/PX579?I%7G?Z?HDQ35SB9!#++^"JP-O) M#6:"GJ%FHBT7&7SWNHC&=JIW&!8A]TB'R2J/O9PVJ\1N?+OLP2A*N))PR*Y*
MPQ MJ:JUU".P@1]H ^D6'RI2EC6'P1;8V#7 2W,0HW9$NP\|K$#3#&ADF:O(.8>U MV+C1FFY?;O=&HR@?^J#X7['4^VPDP*/"X-.O'_DF!1.XPC@8/'@-52S;\[@>
M1U:4UE.YPM&P?]?6ZJAFIA)*-X*PA0<$/.LI2NM,G>QLOERH%$3GX.02$<5U MVL8/[,VLPS8B@)2C!^*JDL4&RY^2R89K:GTO,#ESCNU@P%FA$L;/D6.'6ZB)
M0HWR]*F15JEIVM9P1@BVS!R69#XH/BQHX^^MHCEU1TYGUZFR=R/YF6J]-7,0_FDE.)0&G:R MFUT/T<#@O*GA5\VBL\;J]SD.P#%]],6]]I]T.-@S$WP*A]S@0W%:QK=X8OA9
ME!7/Z0*M7G] M[I_?XD^@MK)J3#<1%A903#6K.)2F>7-4045!UCM8+7^-X._%'9^S'H\DCL L M1#L.=-*T%D^B[L ,D^CW"[0&\;*MLDE$SK6,#[U2C#_@[ :6.O:R1# +&?
#J_M5D_,#PQ>CO@3 "B286-H/3+F;MP\L;H@WA MP"P#!3C!&:& 7=D4DQ"O%0GG<*0 ];TT.Y9@.*&KZ=>I'5]I0Z,!B4^D4SCBJ_8-]A:J8$RMT*/ZH?Y_2MQ@
V7,WX[_<@0R^_MS94[2&Z MY'94FX!6/^.\S='G\X" &$.0:@I+L[CB\=J&>VY1E*-(")I,I@)O>'"1IQ@# M9E/G1' DI3!YTE8%GRV>RE&3LNSTZM[/<%PE5U0;(.SF)X3=
[(3+CO*R&I,# MB\:"DR!K&?/]1REZ\LFME)>TT,^'P^"7*"69N!S%,/6CHD 35:/?+WI['?%Z MM0=&0@/M!"]HX8'.A\.M*YZ8GNF2YAJTT-.P7B<4[)8
@_D%!4Q_(H>AP=^$)=]BH$]HC MI\R\HD')K<_R3 UH> [^Y%@:5V#N2U BRS@&]66 MFK+0C"*T!X(,0:L$BV71D32_O(Q2UBS%B+4#'6&TU*M'9U79*24K.4@\$R
MD1@]I82SPC1$^ "6)G1\]-)?'-?<&E46#57&!1 M'FLM.)83/ !Z<3>><2_CH&/N_QE/\S^^(G-AP22/,<;]2U0F&L_I!.>-+'H- M^R%1"2<1&<*0LI&>,NJCTBF897BW0WZ
Y1A##IA0%K,*-H.*%'^2J(?""5Y M*T^OQA4K;[SD%QLRBQVY)$X'6U=W6_0/?P MUPE.ODW@\#/HC\ )=D'Z45$D5(V)N7*NR:1ODXV>6K;(@9!H336A3JOSC0
M0J&_PA0UP,S00$F&=PRK%4PA>XZ1L_F,D'?8=: MD#%2FY64@D(?1X-XYJ*@Q36.#0X2_6*P7?!"XO4: MP6GB+33E9VS3Q\[S7 B>&\"YCO/)Z*XD2TCV(-.\#0M"@-
&&*,4+M3#%6[0] M=CO?@V>?YA,QV,NI]PH!*@R-GWX3.T41 ^>K QCH*$]C>9B'46F% M50.WJE[=AHG[H5@_Y&!EI?"4C/JL'""\8YP,RBG;O^9QAA>+:.#
"M!O;*W+52IQKB*W=UKWWJJ]-63;- M[\BIQ3;;Z']AX'W!+V0O8F=;U>,R>98XH85?REM=^($*+/.M?+AE@U\U1:]W
MD5Q64_!J80VV".6LUY"@_ITR2EL+S)I73>,FNML$[R9%6NFYYOW!/2)$_Q7V[Y%:$=/E42.H+H M+2IGS0VBXFDL0&_>Y&DU1E?
CV+E;73T_*!"&BA.KZ591[C4Z!$<:U.CJ\O&EW2VOGO>#Q#ENE1:2$+U$YFGP4X%FTA S0O^,@% ,5 MX:[GPB0I51JC^B*_FP*@@SM.T:/WBQ#]" ,']}N(0^^3/*%@Q%3C/2!-
R"4 M+Y M8W."L@I@EV(=60'>(FB5[.O+ZXQ3@_FC:\Q>N/:&QN6SH1'OVD5#W5>I M, (J>K3+P9)GR/\HDG0'R1P MJ,8(G:(C1V]WT';3C/3B]
[#EP^&].>]D+A3TY]4515(H^@>RYTYF#(87"1'$ M"ACZJ;[I=@/W;&1P9J#0"PS^Z;_XFI8G_7+^^?W)YZWC\X\?CRXN3W[2?]R3 M$)CJ 7_JNM&WH ]NVH2A]YDS>!@?
1'Q\G^6O11]_^$ODU?>[A"4H M5X+'X/0[L16E(/QP$]VHY?YS8+@=B!'U0A@HB?$=0 &,T M2BB#*AP"JC%-E(N*[?)"F0>.:CD,;7(,C@+!+E!,LX>?C*,M%/R>%D$T-
0(S8/2F:&)_V9>4EDRJ(C M8YL18MT6SF\$?"/@CQ7PS&:B!'2@60J.'#GRG]|YU$)N.*9(8%CD+RNT[&=2 MU!L!W0CH(S6PW/M;PKIJ W"$4#0Y",:Y" D@9S<0A]"/),-
BOH;NH:G0QF3Y,IAH:*&(DR:3/2.4\U;$0O)=28DGF)%TUWWR_,$)+!('\^3LO M738[K/"*03V'&U#/2X!Z'A>''CXR+-8,4;5+&' H>-D]<)3C.M2N/T45(Z9FWHQA@IOH;1#)XO MC
0K,5/,\I#28R^3&!/H\Q3F!0N%"Q5KE$KX@11Q$F2[,..&4!GS8KJ3E<)$ M?+^#2,2X7 MB !NRSXU2C67+(.._@Q5@A-4G-4 MV_84+P
X5$UDN"K4MF^!L3N(T[)]WJ*CFD?./<0:*\2/2.K:?*JAKJQ^;M._M$:K[:\%2V:HE."=P"@5H5\@$K_%NR%A972/1;[Q8W"'^#6C2H?ZQB46G :\CM$5/$-JL-][M;E4%
M".?,4L+7P95-[R;,*:UF'%8=24ND7KD#XG7T0$!RAJ8AUR-<\ M9"&Y"I5*(O(82RZ9UH;C!-MOHKAN#E6'OFK^>_7,H? M,R*90RA*G+ILXI-4RK_T_(,Y1$ P8?26P3DL9V[@IQ.XS
!NN3!,=\8\A57: M94EA%D=,?,!S(T;8S/HV5DZD0@=9(DF/"=8,0<2EPU&-C668##'PEV4)YDV$ M D29\5*O-9;#/.[4I8-="BO/>^!7 #,\4T#Q3#LN=*AB*F('G.V=7:\'3AB\ MN7*?
QM!MHB22U6./E&KNTI@9VM#]*%1_@N6:E6ZZW[CZ1$< 8H-,[.S@PL-' MZ-J 4"P$GV5YM@7./.APU"N6/IJ-WA_WN]UZWYG(:#=BJM0JAH2P?&9#S'J5 M6
@QT#\)@S(Y4F_ZK0N\U)#AF12%AB_JF)%='*9>5A*T1*EBQAZ"UVF#+C.U MGD[,[)&0$9!<]BG#O%BTS6)8 716895,0,BT=2NJ2#51*3K2'FZ92+LJ.H4[ M(>AUWPS?
ONF1&OK,6484@\6D2EO_8[BU00!FZHU@YJ Z1J?7_Y3$'*.=8KPB M&MR R5V>%VKV1I8]X9TTJO4/^7;K,1<-:JBDZR_JU9LL2*DNV7&BQN.!MU0*4WW)]=BO
M#W/>>KSF!,)A=Y- 6/L$P@=T6"P7G$.X%\)%'"_+FT:<-!_85Q)FM&6-6G.1 MR%E4/6S5GP8I1"M[:<5H,H$!**]L^RLL:P9%JY$@PSO@%"5$BEJI6J$6F=( M1CUE'>6+>R^?
XS[S-9VRH>(03EPBD20XJR5Z:\$_D(QMD!/_PNH(5P9Y7$KZ M*$WB&TDY4;Z4KJ%"I\-V5TC(>OS\'0R?24Q@"UQ:R*#4:9*1W;<$5CS94.PO
M840QK6@M(\K2#"4K<$Y/48'@R3OF)#;[^1>8R1X0#<>J&)YP3^Q:RYEKN(3D M99XZ;ON.^.<1L55E,7EUOFW-+Y#'Y0I^[O;,]F^ MW%'048X"4E=I+;9N>>6PM[G@C!
(JU9'55L@ 5=RT$76CV)S_;P#C17^ZWKJ2 M>#MK7=6QN4M9(W]JM+V8TY5]IY:Q0'M&N[K72:5T:%=O?6U8ZPB@D(=$:'O_
MA=R!PSLMCG<\1^;AVFHXDS;_P58*VB:!,"SN,GH$7GO$EAG<)6C\;_W/4NNU MNY+3ID&Q%SY6]L6MU#A._4\:<0,/3%E+CABEFGT)A4T34P#O(VQRGL:D1ITO
MCV#2SK>9@)8CMB;/Z-8V:@+"2%@:7>6%I Q%H7+&@-2L[9GM=*-C8)\W7FE4 M6!^"Y=ZR44ITSNH/$]0VAV'**3"AS-; MG9EU6:%A03GOW(6J3[ H>SKE
!IJPG@JX//">KK&>[6^B]("EZ&S>';V/ +5 M] MP\/]_]O;!1OPZ-/1KR=G)Y^^/"2"]3BU_IY80'-1."??XGY%AOPYDK#@X7EI M(PIL6:3T&2DSM=3S91%#4:XEQ:[D?*5AKA?C!0%;-
\F@PEI;T.\!(S(PU.;- M--?Y*8_KG#I!6OH' :-K,.4&C/E)@=/V"%H,-0_SIZY*_I\(*/V7/[7AG'?H MZ'I_J8&/>;;RHFW\.'WZ8=_RW[[7PS\0]G<9+'>P]-*0AO9>R(NC6]?K=%&I
MEWD*3_V/+OU?':VM,V@)7"VM2GK^63VX_U']!$? H*07+[@*Y"R4N:JC1Z[* M0M:7H^O8,"BLU\!?;._;;N\OR32-?="[G,XG$_U>MR'[;=4$?T75&AQWL)%B M@<'7Q^W2G#?
MO7O&AQ^/$,L2L0EY/$KB8?,ZLVN]FI5&*&LZ((JQ9U_LG=XS M/OP"QDZXWQ6OZ*_@.F"QR?M."7O"JNXSQY5N6QM]JU/S?XO_58^Z-L.LJS.U3<[ZL82\!? MJ^:>M?
AA\*OT*#K.JZR,.>9RB17ITZBX6_'ZGR7]401C.H'U3](T*@;/N?Z[ MS_AP]0'71)=?@"Y/)E^Q6_CKE.@"9Z=A2Y/C$P9[]T(;J:8LZCQK58(30K#U(;XJ;+,^3I=<$-R!(*81
MZ,FS0DC,^+4<]*#$PX<41K0\W*N?;Q'!;UR$"L*8-3@>N,Q"DD17.:A!_,$& M6ZC@@1-(R'!/[>CRUCE]:/WD653T1X+IT.Y4"/9-RWSF-,T-(@\]B\R+>OL"
M!6J,H#=O&9T[:89KT5@/SK]=8- ;?O%9J1$58QAGU]&UY?N/+)-F2.4/Z,#: MD'@^0?SROPTRVTU V*R$7W$V8P"4G4(&9RS$R/ B#3023\FGJRC[6E23:9\X
MQ2RB9GLWM%W!"2V F2Y<7O\;_L)RPJKG2.S,=9F]^F06N&O[H8@IW;AUUC_+ M/T>P9*=9O\-;<'+>]@DD'A>E$XTG/P>_1AA-I Q0"L.^S20ADPP20; VGH"O MX(X?
MWF1#IQ\#RP%=K8D3&]*=(V8I>S#?C#=+Z(RBI 7RUG0;F]'A/%H4NCP MX+=[(K;;W6Y//H"?;:[0K4#K=6E"FCUGP=6 A9E24N; &/ MPG,]478651YD18E6G<;:.SQ\9\;:
[;:/E0ZM.V!OQ^AS[L@^5WUL>D8OH4,3 M"KJYQ PWIJ[MH<%SA242U,2^B#%Y^=AQ7DQRY=.]) 7<.SS8;DX(U3DV"D? *B:X2NJ5%('4&!*:MC2A_JU M)E_*A]C-
:]@]>J.;+_V.FS?,;U.4L!CU?O !+R/9C-]BVF*LB+G.F"JS M].XE>L@_8NXF!%+X#O^K#0?@P >G DT"J^ Z^C<,IM/854RY,I<;V$R7\K=! MC#E(;NO"TA&;/KZTGF9I4DZ9&DP/'?
F/.4HI_))SUIC 1J1\,KWK!+_'!NY3 M'PHL$J,.$DYH\VD?3XC\J9%QR5SO#! M\\H72'A.!D\YUXA0% A_;,2^0LK/R <]\;YT""#6R+9KB=Z)>8>X#,^\L]-Y M=ODBU\
[&"=9@L3#T@6[E+85I8->=XK_E8K%Z+8AZ'B9 MFM=[&]ES'5&@XCK3YR+GC/D2$VZ];6$1,WSND7*/TVAFVE\?/QZ_E''*@E67 MT][!3-N\=EJHFG'>D3FWV\
<(R\*9N[]X/!9B,58&;G03FM(<3:<,/Q,0DNAP MG+%(FW0P&2&'1C2H+-L[7"91?Q3CE8A;B-U-B,$_^$5IZHX\ 9NI3TM>X9J; MZ6G29?
(@ZZMDVP/ZJF8/:FKV(2'S!VAD,Y*9>G/6N]J]WU>,.=K>8([6#',$ MSVZ3979=9D1/6BYF7YYG':RGC-*80+X\U/.,9U\%"\[E@U3")EQ3#]>TK/'$ MF)#.5I'WF]25J#_P4
MEAAB'^H"W%LN82/KS6E3(QWC[A60LFO =I6:%"(,3A<<+W[Q/K&=+GXE-I[G M#$PUEGB7#Z:SYLX*LX\JW=/12:G?>ZOQ MZ]15,3/BUW.G-3O??
U(+5#JQ:9RE&=F<4+H_/MK3UHOK\8,P!P.>/XB1/C4O MPOL'VY?=EXO_O9BQ(785NGNR"O#A0.Y\ZA/7$)!C2DYX,I)31Q9/ MTOG?BUGQ(U@OMT,EC=>3%1APS0Z
WVB<9^9SI4SV)"JQ)LU[!18'-4Y@E_1- M[<4+0@IVNK=18U[P<3>WX 82CJKKJIR*-75XN%.[A+L[))+N$L*:WT0%"J@; MF >#$Z[2V-@PAI[,_0,G$884:5<;%)[X24@A?
R4=HGU65>!:AGG "U0?NE X M!V?Y%<@41M*]9VA9FGE*M_F4@W81H@2 !DE03&;'R.=%4*QE8+,3)W9]UN[: M;\-LS4((/! 5M?S5/R<,_-!WW_.V?]F@M*SX?
0R,QGQ=A6FG_0!3HW545%)K M,C:4W.%6%$R6QD1.8]#K9"['G+ DWD,Z#@]%.^@0:@EW%_-@TEZNKEU@"+V< MZ[S8E:/AM!D-]7L!G:3&PC1O +F!I
2=,Z2N;*!*^#M\CNK0486^B(7V,,?1 M^(28S8;Q3I!\4WB5-7WA$$[0D4S[!O1?,KM=(+R(- -5YY3 M N'H\SP&:RNE^&A] //XE?;8F%05H0E@.CAM9W;R15$M8#,=R(?
>S5:OOKE' MW*%U6@-L>Z5&UG8 MO"3__>!_O[N+:\#/OTL+Z[A%'R,;Q,:SN]1B;QA4^HAW@%+ZDWS.7O\G(.# MMRTW[9P\WOG7-
!J!)6>J[Q4*TIZ]^^!@0"*X66"E@_K/\!7N4 M>;P2CA=CPM+JH&8BP 4ZEA$,9.S>GK]'TZ]X[:.R8I.P!LCH:BC)_[U$"/F= MA)(FCG=YN<#/1/6%P9?X&_&^#$5;SAT'0^D$?
^4\1F)\G'# /WL*M3EN!3!X MZXE1L-:5^S7-KQ#8ISJ=T6N./*I\IAT<^%W1+&VBD(VVO,&#^7DIAC-$K"&-FY+USTTLX#=Z MA_N'P9NR&H^Q519B *M!_';1I3#_L>_C
4(X+ONC'*F64'QN^5T'V\$;^Y9V M *'.\A$(0@MIM?XEM6MWA,*'WYK$D;]#[+2J$<;$_$Z/]90,NC'>R<5:,,&W MHE&R?K+> 499O2*P>(:'>J!V1 =Y.4N!2J5S]]
M/E6;4I22ZXBW_-7-I]):UCR196I31G$T<'ENF^/WU;"C?QF57/13,"Y,@-1F MV5GWH68S'[HP,8-&!*=+AFISF3N-.?)MP6?- JL_D#B"37L=]>^"LP2<+CPK MGG&.SOR8_X('[V-
51E^C,/C_H_%5$K%?A72/1()%@5IB6D[&$SQB23F*N=T. M'+U1A+& /GB'@R+.FF.T;B'U%:#VJ:H

@IP2)/4 -W1CL*UQ@X%&?),38F(2?ZJL1KZJ]R:S1$N0F5K,X]ZT!P>?-:I M*?@9D+N9ICK=X[#81R!12=:N<&683Z)OG8/GJUYF :N%$;_H?
EH*)3K9=_&_==ZN>72<=^C0+*;R/CG>@FL'FV44 ML=%VKCKV5/&5T*'5+,^62?TS)_9.@T9F<^* )N=LBITEQA%XEKPM;F8'M!VR M-
GH$Z+HG1HO@:YHYA=#SFT_MQ)!9%@GBXK;1EZ,(HWH8&1OF8-6Y519>T%*# M.ED%M@I&6:0X%[BTIOOOB-V'N)QY,TOU-L,@83 MR=:,^J.R]A7^$4$-
;;4OU#5&&9!5D=WFQ5=4E_-'TMS>YO5#Y^E_8+!Q(?F4 M-Y_^<7GR4__9Q>?WX;!;Z!WJ-ZF5H^&O_H]SP>.7?*X R[%332>+TR_2@^Q MQ4GA\E_^IX%_!-BE?8%_\=3?.\
M=?;V.LV"(J@?G=OQ-^G>2^KS CNDQ6A'U3V>@[WVB]!9WR>]"8W.NXKZ7[%; M5H;\Q_0<>TGR0EF\H%#3\^J9=BX&1<@-P^!XK8!-M>7RP&%^ 6N().7D*TQMR9PFDYJY3*
MIBKC,N:GE"X#-'YQBDF-);-0[^.R7R03G8YM:239RR-XWM:7Z&M,>><3&G#) M!4&HZT<(A>^&C](LV1W4:!D@1&9LD)++&H 79@.-/ESMJ1_@-VM:N&N3KW'KJ
MTD:#HS)U&1Y1TQF45S$&X:H^ V\(CZF$C<)_4+BXF6%_@8?M*3<\?M.G6Z_ M1F\U$M9%/,&NJ7PD]G?_;,Z L1O-40^#04[&F"^B%6_;1,G8T$P'5
M=H&$.,;M\2R=D[)4+R!Q46R_,3UU^&HZUCP>4GAI M*ATRL..D1)R])NZF=[L["6D)!\.,L:45]<"5>]W2'7&_B"/L8F;C&^@N?LKY@$FD MTN)>?K4I$O,%\4_Q'@#?*%),DCY-
;R#&VQD3%/$Q0I,MV9;:A69%AS$ZR]<8)B$7[ZSBX5(U<:4E'9E4ZJQ;VMS-X=??.^A].+RI*>A#S>S,?T6M] M1/.][C/G<= YNQ?X&Q;,/AM++G_-#/CA+]%DDB=D%X?
<+8,./A1W([_SY!?;SE4E M=2#F(,Y]9;#%!..PI(W\;\1T(Z:/%%,$P,:WI$ ?)J;L'I7]?**8EK)*35=Z M$&!J8;N1U(VD/MX@P"@AWNY854%6*+//%80300%8KM$N?E6=2XJ*DY-,':(G
MR,!7C#D2N3$;-E+^TE)>8V-K:S YP1:?I1)1^%:&@PH@&_@A1@>F+@OX4'HG M(")JT=C6]53"SC&1M'AM/3ZA0V_$D32AZ1.)H
M*T>ER2(FT=W&IQM!W0CJ4YG0)*>3'-1JPE"5 GN;.PV&20[Q=QL7;B-_SR!_ M6D\P8624FR;YF81O(VL;67N4K,4E;G)"):ALB Y,C3_G7+(AE3+S19UG=V/"
MH%97BN7/AXKIP+S!=5100O%?%3P9D;24U327>]CHNTX0$/+@\&M>X!SM8S7V^L>;>TX:%WU:$F# ]M <-1BG"(OH=V M("\(/H=2@.,XYCPWP4D2!7XM
4%!\9U4!4ZA9#@S+[3 33G8T#<39IC*LZU] M)SCAZ2BB=O[R4_T*SKVLN8PIC*; "AO7X*7B)7P5G&(Z0X@2&"#>V,,SAU)' ME [Z^3SL5%U$J1$Y8U^YR[R! -47T8Z3D:BA@P-?
```

=?S-X^V;W+4[EL^V=OKBT8.M_.KH3K6(XR"=3JK*Y+7",6%E#GK!1;XU$ M-J><$>IT$R4IXV,8Y6OAXK?Q50F#D0;V#NJ-\M)WBAR5CY4\90)G(-J+XU*) MP1HJL"&AHJ-R G)
<<<%V^S=JS>XBD'/QGKIMH"Y0[5(\#8D8Z-?X&V11 ''V6UYD*LE436; M#O5)5KN86NN&)P24 M)_>CLI3';;4F0D"$Q&K,,S+-&Y^Q]3<(-S=55J"C'+W'!3#ZTDT49";3X'M
M8<(R-007"6I$ER8%/N9>D.L7QKB?Q7O/($=8BW(H;4LSRK%T!,!Q/.=X_:5Z MFK5R$W&^'^8:WFNI-H[C(QS'=ACX6GB(,X:V<04WU]"S)GXH):[XJ#"@\B/W
M3M("H);217U,N\AL\LOG&].?8FJ[X1[L<*MU1X&CF6OC@MYI7- M(CE5PU:.-S;_1AZ?3]E2'[B,E)^G/(E\X5]5,KW3'JQH&V=B@*3/YR-X8;) M).K7\&LVGOM1.9*O-9Z#=
*#4DQ7RI/0D]?/=YAA"SW227"X\UZ?CS"K@''C M#,RK96V3(J(*3//^UU)8M*@8FXIQDWXRD83@RQ>_.I&G>FS\A&K';V+IKZ*D.O!;K;:VCPNTDZ%]J_^:IKVG]>_:OH!,4.5.
MC\HI$]+0)BV+F3>.I\TBIGKA!NHF#6;-TAS1W8G6[/V+P+>)T(<4)DW44KD M^88W'MTN[<)Q55)!%7):P.$A/=JW!Y*Y!A')T&(RO]5O43'Y'5O7U+\DH[6C M[O,M:T2?
LSQ6_IJV6.8SEV EQW! BV78(X_S#+M#D)">@)KHKT>MN5'!?1GP ME0ZX[PPXY@'3AD38=9'K/XA)80[_2NYR49ESX_(B^%^=('\8**.T*0VA\T<+ MA&CYHP-
TSK7A7:%@J)1_8KA?ZL@1!P<*(-"]C.J@1.A!2L9#??^2DS6XCHH!38D@74A.R M$/7I[8T7O(04A,N+PORQ!N-,AN8OY&&.I?E/KJ1[M],)A59!)G9H-,ERK?*T0G-
09O6.FVKRFH17[0^&1XL.NX4A. M%_]I0G!&Y!9EI0KIH#4);8@:KD.1-;O9JX&1==%_$.)$MW-_)YCC++!)I6; M=^(IB6D0WD^.OM2G0TCCECF-
JY(X:BG)B7=B5A*S)WF%7$I=H#A=Q:,H'3*1 M('_3$I<7QK)!UU>>)8XAVD9DTAD^)_' (N%>+;@6(1Y0^J.LKJBO&$Q6A0C; MHQ 3Z J:;'Q@@0YERF@&DR97^M>DIO@B)"-
F:Y5B7TIO-4]49KF;*#1PIJZ* M/&+K+1)2-+!;\(V-ESO*2Q2:95(S4E'&\P:ME0,TWK9$)XGA@95[1-6K9 MJ5$J2>S,-2J0YO(*44=1:6ALDX**ECG")17_2TR$Q-V;#7F)(IOH+1I9Y]?!
M1Z1FNC]E\)-[!NXYSR03URBY9E@!== 92DK/1"WX"*#0PR7C'02/HEI3@.@1 M.3-$$Y#Z0>)E@Y.;DBLHL!:BOK/ 4A=NZL*M%DWEY8^'(ZS)*F-:*GH/1*VE!R)?
Z.!&%ZR@>\Q>]3%$0T1_5 81&D/O",>@H M3CQ[F1!+F[)ZVGPB<>4+0;_G'@2>SQA-+@KX2E4.!=N8F86_KMX@2@W[MU9N M:'/Y0?#:.YHX!H3Q^=
[)8NYICBSBO\BYG[665L&+=]]'7 PZ^B[Y+TNHV20Z MTN!;WV%72](@V-D@-W$,D.U&]B8F>YB29R+G$?KJ/FK>305$JT?HF%HHWAI],,;D_Q 3XPJ-
24%#N)9^QU'&>MPCOG::V8;4B6&J MS6Y!T2/]?V BMG3O35!'AV1V2N*CIH+!3"VQC]N4Y7S6DB,!.9B$>$$YJVZN M A%W/$QIE(S9L*Z]:F74]Q]CO(^),O72X&!?V*_Y:X2_..Z
8.18PRFA:>V, MJ[TA9J!SR8Z=<.=:[MS-# M(&U+V1_&@0H5+$OC*Y\^;ZX,.'Y)21;A]#86 M=V&ID(>3J].HQ^PJ!U-;-X>26T8F,!@=,(G\(!*U+M.Q9:YB%;>@:XD\PB7G&,ZQ
M>&!,M\,]F^GZ=]Q!L)"Q5XG<5EX.$U8O)J,C /,.-AVU(/=ZU&44O1427^04:*'>: MN%<%DM[9+)+QW"D7X:H'\AN:25?CL-.$M0QFGF-U0) CFDJ:F#CF[G.%7'2_?W\3+USU>
MWK)O03* .7[;/\0N\O^WM_?#7T[^]^3X;U]._WX2"UZ'[P__7QR_.7\'W*+/"^$_L3U;CFK1K@;0N%P1LO\|JW M#,]M0F,G=/^N,:W/J76-\:."-2L^#+1I[_M.<.7&]5 M<1WG"7SP*-
]!CH.OON^BK,LE@X+?P4=&J4# @OP0X608O80T3+ACD\)V_=B MBQ.:8#PV"1W\'??55M.\()W!?6)+^*P3*M-;@;_PW(;*8J&]D.#SS]2G;$52 M.=MI.ZXY;#-ZK,V
__L0"Q5:IR'V__'1NS7;#?)Y1F_,@/QHQH/M)(W?T> M>0Y>%,<^FX\4D5WB@7 DL&\L#.PXKS*X\1E9A[8'YMA^GB'TSI.=1V$=#XLY MGBK;L6S1 3$N&KJ0$=AO
MP8"@W\^SJB1<=H!45^Q^_^-OP5%9(DL/[:VTC#9@\5I"CZU>"R['A[%ZOL]X MN$?/5"'BZ"#8N9%?"+KWQUZXT^V&W6Z7EJ&N8?"=/QXX'W :?LTL .H$1VG:
M\BXG0HYM*_,!^,2,K&]F2-JAOSP+66B[/KSD<)ZO8[J->KO=/^L@G>VT$VB, M>07!!DXB['2# 39]2Z4BL7,TW9LDY2 M/ZK*V'>'@C>11Q%G!;OM6+WEVEB,2[&_B=TNEWSY-
3;5YNSGHX8@""F2ON;: ML"!>1)+(FX)\$)RGW\^+@67EUE)C^+Z% M24M(E6)^49&91]*L7<,JM"HCM*E%NN+H[\:J)#1=F/L2VFR9?B)-D]\&;_J(MX#8>Q3TB!O4QU\
($8(*9M!,^.1FV'\;99D3MG.IQH4,8FE.$:^T -!\59 MCKDT(FX\N1]S[-F%D/5FE4<\3WU6U.U59J3T9!XVT/4$!4,U63MU<= M_C[8A+]?
(OS].&NB$=U\H$:R!5JH/_ACZNFD:TL*\H7"/_"!:@;0/ MP6F=>[D-/]8Z.W(-JK%J/->RP"'A[YP04R1P+2_&00]G.WJ,%4HEN")YB49 M-6%?^QLU'I]&WPSF[M)MR/L.SH*QIO-
!S/>4*:>J@=D;T<]68PFNAS0N3-"9 M$K+5E'B.39'>3(^*5.,H3@?&-A H!Y-UY9A.-*^5"FN4B1@I,PEZ]"T9PZ*F MR!'&>
[NSAQG^Z4BP\G1G;9%9,XJC=#KJ8V3$:M73H8/<7F0\>T? -6[KAV Y MH9@IT#,D-\VU\]!, 7:D]O$"]ZKOG,/-G?/Z4Z[]/_SE^.3SEZ/33\'GDX^4 M7[W\[?3BDM*O])N3]\'%R>?
+\T_!E\]'GRZ/CNDS+QY=I(I=<[V)(8Y@3\K(M20S#Q7*4J M!Q<)I*^[XC/0XY6D!P;>Q0R,04?#YSH>9\3T@<%>IO(@QY()P MSX0P_B+X,?>-D5YV*1-Q0K/Z:TY2> &7& M.-
[]LS[<[T\OGH5/1Y",0;;'(]"+J 8D: M%:!+QU3)%M =*6=.TM+XZ6$NW% ?8(2A9RY@_;'7[72[:"3P(PS6X/JZ('B_8G%CYSOOWG7# M[7>'(1CHX$D+!*0-3=5Z*SUPC=JV@;-
_]0^!'5@XXXFI] T=;.S[!982=O@R MC%!&!DU>^#RKJ?X>JU/X7V-TI7>.]>I\._34TKQM\O9$+B)?(F;E)AR^#/G* M#)GEU9GQ2AF;A&K:EQ!,(CEO+#(W) \I7&>D0JRU=VGU-C:-
@G?U#G=VO!OJ M7FA#[W&-BVA2N[\7KT%C85OC_F&M",U@UN8@TT(-]GQ@*_RCE'1?V+*SX#^V M%8O_)"],.%1Q+; Q*7"CRLF_'G\(CMEW"(./'X\=\CZN6R'\8A--5A^(RG[
M>X*6,F(M@B.X\M+@UR*O)L''+^\[[4_'A4)+/,$S>]?.I8L,;)FO6HI>&UT M%__;,"#^GV@\^1G$U#SY7L^2=6'C/H0A_3,GZ\GX3>S,*0+UHB-4=C,>A^6, M-!EV0=>-]JFA/_26
ML,_W2:E7&/C@ K49,&C+M:&7ATL_2[RI[O/-758ULZR30RWD:SML.LUKO?U. M-^@CJ^,@*NJ8N3E0<^UZKY8$K'O$L4VC5!K6G;?R]AI>,"EK2!,E"H;D,4Q.
M%-9%/Y%^.$(502<@+YB4SA2QSUB 0=Q/(SP)]M1H?ZZ38_UG'!5IP@&L-\E; M%B+_6&7 O1VX8A$L[?=^+60!>$CLYS(X$J9CS"<*=R+$)NSA_NV9KOU!2?5 M+ %XD[@#
[>&(#"(%1V0WF! H:ISK\ 8X$UI6)JM#YEW23W0V,1M!I0F\+F_= M)3.<^#,E#B:*995TYG"^3@Q3?N\ T92UB#_:,:L&VHNGH/1&PB=",J\$%;/E MGI>=N5B2K&(\IE-
ID=%S./DS9S+3G%C2T;'6[](*)PV\%K;HQ)*\4M2-^3S1 M(%#9?3*>^RZW%(3A/*P< \ZZYDPTLO P20T_D12$Q'CP>C,_Z,5M4C_KE?J! M9QMX&LCHXCZ^VUN4Q-
5X(H/*0D8P(8(,L\P(MYF 2I<["'6_%W"3<+Z>'"ER MBC*^890VG)Q"2BS4KM09)XY+2J;YE,E#Y;L42W!XB9BKDA4/YV L&[*&(LCH MYD,":Y92V*[!
<*:V#EU9:N2(K35)KJ_OKJ+^5\TA+&/\N)]!G03OBH2,3*P$ MTVJ$?_9S!_P[T:\17Q9-,..,X"6SFVIJIWV!R\9&+# #UHR [)Z6V5DFA,SW>I-2*K=EMG4.Y%P?S!WL=]
MG/NDUJ#VR=EQ6U6?$& S*M9FJ.21C>J@3E_UW-'$L)KE;1'"!RU;,W*1+K /7+#:PP4+YMDN""'-JN9,)5-T84G BA"DF?KI(
M4N:>A;>FN/,V0M0(=58H2[YW+%B3,'')5<5V"2ZH6U]PFQ=?^7HS:Y*W[Z@Z MNKI0&.D'JR>:1D1\-(JC04]7C!'1#)I5D^VB[?5K)OL7F.9UO!2>((3N]*K MP[LV+! ?-
J%EH'F=,D+Q4T;MHR2<75P<>[H>'VMR@%CM\(^_&>:RBV2BS6&_M/(T"9*X%BVKX:Y7%,MH= 3400BCNNQ/9Y3^]1@D[.=NZ2)'Z<>U$#*2(2:^(MI+1FH9A1
MR<*XO8821_0?'_,H6[D M>BH*&@;'F]%C83BQ[WN7K@MQ;9TCZ;X+:EF,A8H M4T5C"SL?IQ -_EE),IN5D["=FLQYZT#BPL#FAY7JH(;=U6(9M 7XGT =\M#M M[&T<0?
&95$6-;6OBHD^'#P$=?WY+MS5BT\<(B!E/*NEILX2GNK/7W1I$=SHH M=// .OQ;EF),5O8TI<8B-J1M'6S,7MM^,V:46MY/<7(BAJ@79U+)@?D\+C'8 M]4Q1)U32_&E4./5/FYH
G&K.&V>JS?$6\6##)2$4R)8C*#^8+=RU4L)8:7R# M.D*PPG(%4N6%6ZCA]+_A#\JNF\WBO6L3,Q"3BOSQS$F,E/2JO \V:"-%,DR&
M6!'1+/%VEKH6U7C#!73>+\.@M_U3M_M3MQ=$G7$G>/-;#F<$1H%']VUSH5C' MO64S.LA *T[OW,P6$RNL.!/.@*U-R'H$\ MN((8Q"@7,9.
[Y".DA'&FB%8HWTJRBV"#S^%_89#4M85KQ3K>_BZ%SVG9_C6\ M,XY%FYX@DZ)$%>\#-,;]4,RRAU9>S<7S.U*"$YC6AJZY V_9US-]G-_&F;1V
M8>PMP97,YYG@>AC\V.UL,SZNRI"KQA@+G*T;J_ Y4-1:5-K#]LIKL1YWB-%= M[!I"A5>R TYHTX?*$LWN:TXR]39)IO5+,G$A")91$(EJ/&@]%P2%HLZ82@WM M'A.KHYTSP-
B_P4U2"I*Q;C!A'08G4U*WNYT#_ZVG-5HUSQF1LN+A=O3K[U(' M1$I ":&:$PL<%B;[G_*XL0I*^\/&,KY$=R)[MYVN(L8+@. V^GLFF=1D6G# MWO2QZAK",I\RBTA]#.-
OB,@H36#,76\EYL'H#(A3FC.@.Y\LY(Q_W@8R#Z]^ M0)M1M:'9JM#?*TO@I]#*L/$]1Y-CD]-(BKY:RZZ(4OU;,N;\D&X?2J5KY'FY
MD9LDD@<@JK.AH<4RE:WC*"EUTT8/1*;DW05_C2D=&DLO%WO"N$V!93XVY\@$ MQ6?D"[UR)Z) 'T_2R&F=]!0FD@9_9EH"9@86*BQ]G]K1QN!<3+A%V5(\G#!
M8EH,F@MC)]RZESRF]I&Q^)M.R^[7N_IS%K*VY]?P][V/19Q:0'P#":KJ>V MWDSS:^ZQXI#46 2M8TV]-?T"MB367>,03Z82,]DTI14V!S%65?F6:,Y0=);NQ?_7R5^34V]
MJO19PD>-F'\^5"[R<<2ON"KRKUJ.KDDN1X#A=TMQS9BO&,5LEH.K(B5WT D^ MT&U%6*M<7$L1*$>IL:3.VB=:6;ZF-1.AN]!<16=>SHH/XDB[O]:R'*VZ2;(6
M]4HH^$HEW92JPAF@;6Q'HS1'HH\^,]4H>[2$OE*@#!2*:IMLS[X'EE@R39#> M>Y',//\3%D+#_?/>)H=U6'&W'-L29XJU>=S>B'$[C)-A/L?VY5EQ[T.9"OCJ M(PT-
$P%*@K*V)_N\;^O/-L.W&&]YYCIIX#[!V>6&][GR.+!S>\"M!,HJ),X M-3C2JXT*!$CC8&SR2GH_>XT'2$-JDVHDF(JI6">ACO;ZB;?,0=C:3\$AH4%A MHOA&J+14E#O1IG?
AWGXO/-C?K3WZ 6Z7P8B:A_?" M[=W]*"WT^;1S/' 6AZQW0A;'>%A2F8OH\Y5P6JXD.]VWH4[C;GZI2@S>D4Y M]?-.1T@7-=+>@@"'\A >^5!H;%%'%LDU]8+U=Q?48#*N4G
I8T;(6UHJG7-H MHA0/WLU%6^4N;V\G[&VWK:ZS'_7ZM,6SO' QEAK:<10H[COG)5V:K[K'"4M MO$&NDBS'G@LQ\9)%V74B'(M8D_<90FJY05I38=*7"]I3R!-"YC@E*3U&/C
MQ>G,1YM2>P[;.;"NW&0QV+9!(S=2()^NV &#&]^0&;N1+N$Y4!QTG073_:@+ M(Z8%<:J1F$<868VBS2E8:_=:I;#*WRRUN9 MQ^VUY&X@E' YHN2LA=ZZS5:?[H=*?WXA==
<7QI?^W425J(- LS!;PD[*D%8Z MH&G*O1HT3R;EX2JFKSF_L+W)+ZQ??F$VT!S4T8^]7F?7X9Y@VZ?U8%"3.-,' M'E6;0MO)HY]Y1 R>G5)U#G+9>9@\B?K36RN!(L$N)52M\?
+4Z5Q/QC^>-;*A MU9<82**C<"&8J-X0[V#BA?QF\9[I(JG9Y%J:5^.5+TV!JM.>RL$M-TS[TE5$ ML-13:9^GZM8L682.@_,VV\FY60:A4U &9$2NXC\1FYVV](Z8?3.VY8# N8>
(RG\)UH"R[W2B-D5C9"Q M\ -@"6_EPZT)K%||-: /]DR6JG9S(D&H&RJD)1Y%Z= 5C;J*8\]!*CW"IN%% MT0R2R^$=Y5ISO&KQ2$DG'M4YXND*E2XA12JL#8"K-
;JA(Q:T?,);]%398/- MOCU!)-SPV%/X?HJ0.KO[+9B=QL610=?57;BY@L/M":K"ZA0K+C^#N7B+!>IA M8-J8ZDO8(1+=-\:HI,E=\TR*6*)N7*3=0D3FI[IUF@><*T:
(Q&P90.JBVN# MQJH1:#S-]*@P%EY.2(]"%\"_PWT"< M8_H1F Z:=YDT=;D<]$62]-<+KNGWRPE:[.W(##-R*U,C"+82" 5E4\^M+:SU17BO%X#VVX@GNH$;CC6HM&
M#-0$)P@:28DF/W/,P8H?M9D;&I88!+ +5$OAN7@9%PI$]4E8$(4Q/- <]RN# M.Q4M>V&?\0F>T<(K!S+$D&O0"DME3Q6-K#N/,&W-RL&Q8KO8LN6Y^K\!(/P=
M>\8518ZT'CY2Y<=]CIQ9UI<94Z+W%C%AH.9]S%RDLI,:^.$^J;;^9H>K*'HK MR>3]/_:^M:EM)%WX^_P*%;MS"MX2Q!?,)VIHDMM7J?OJY7Z-8^BXX/I++M=#5>R4MY,N%
M:95]X!:2,B?9$;HLM= .FJU#93B"S&9[SR/G%?";-B@5$LU=32M8:T FFM9? M941A>]:.>=*_A)G&Y4T2<[]@QBZ1 QOT2QPLYJSE9#=EQI-SRLNUV]ISSLDB
MU"%!W7O:S>=#$]?+[4/._0$8D?AGG4*$IL,6P0F\7'6?,"Q>\<-/TG*[E*7 M>\Y9=D?I& CFX1I_1C$%V&5OO5(PZZZ3P-12&C$Q5TZ3Q#,<:,B,LDX9AK4L MRQ 9$0B1F.^
>*GZ247_7Y>+;K0%IFX9Z&6WC#+8B3$::Q&J.H1*OZ*,Z^9, M[X+]-\F*@MMVN[.^._QEHC9>0(E<_A#4("L84$2C(@D3S1=1G M#$U2Z^
ZW)3ISZ6W6U3I.R^%2T7^6XU+DC[G1"0U NX>L[25 7'KH ME6@S!IG45H6ILY?'FN?3/?@R\J@S1)G8WU6,-2"Z0 M0B#90SZ:7%**]-?F@0PH(_>O?C_JRB^FWE2T
J9:F4ENOBE;1,['8:1N[#V" M>,!L%&5>FKT2N&SX!G#:T%@SQ<64@UZ"';_&U:OZ/NM7DL8F[$HJ3D\+&NLN MI%D$NKB1>NVI&UGG,$[3AG%>7QAGKI'UKG,*Q!B!*?-I*$
AC^4@RV>BM_'Z M\0;&).2P.4$IZ3?=:>]0K<;&V&>1]ZQ$9N6['30.ER>WX%(CN+NE"BXYS5VR MZ^H-O K)-0/:33S"&-ZI6?:O >],D^)8]5!8/-+=TD#KY2I+34-9JG[_NJ#<
MI!.,<[KFZ^%TY:=:"M;]7Y.[X4SV#+X0 M39[Z52!;KJ-+L[Y$5-M?+JHU3(E:\?*U0;6J[8^A6N,52=)\MN2!.M 24*W.
M3;.6A6HM4Y!6O'P9J#8]M6@*KNE9DBH,HXYF1%XJSO=*=#4^A JB*N3)MV/" M$A(9[XUT#OH$CNY6TA^^IP(>9=A%'GH.),LL7W0ILW^1$M!DC ';_^/ER,:*
MZ,>,!7LL33=PM9^[M!*0_=R4Q_S%4]UN&CDV4X&Z9GLZ*KT!C.R-9&Y3WL)M MM@[SY *$\\HZZ&B%:&]$4L'0=:+97T@8W?T/W.K&%9R3=X MIY-:-Y1W4S
<4!N%LJTBRDX^Y$HX9)9XTE@B?;#C9-GD4<]RHM:-/"H!MLXQ MJ'T;@WI],:BU9;>*NC-V.Y'+9!K":EC@YP@;>BV=![8,%]7D+:PE$K2*.##Y MC"L1N:?#NV&2EIQE.79)<[D(=]
*"TT"4C MPO[QVALG2\#;96'M_I@]/?F0JV\L]<3<]) R-,F1.+GTRR0GV4?&;'I9^+J0 MEUY1POS,O/0]YZ)'55R,#6+V C,;.:1UE2=K(3;AFC/JDX5F,<9_35G6ZD>"^
M%52SI5^"\T9SHPYQW4<9#>_(:#C5J&$'#YHV-9;L3AW-*O;*H NCDNZM^46X M5$ZY1:D,%5>CA57CPT6D?:MD>^5E'W%O_(*[^5%[72>[D94O/AJ8\&3/O'3@
M/J[4@5L5_LCF,[Z1",BL-RH[ATS-O7,G)2^Y$]),W+G!YT[VF[I3%&9WB@J' MEU.,R%3%>!'"2VL"S!+S%Z8FW9=AV=+LE@IV](@YCXLJJ-41]UQH>P$'<50] M?REDMN%4F7;UX
5#L2-+R"J%/_6^- =.R!R,?59N*JZ "B-PZH(N1,K7O/<\ M^#=M -DC4;0\@I/<"R%'D&PG0O!MMQ27REKO&;-5D6>KZ=FRB)N;0>593F7 MI'R;&\]S"WAJX%PC\^Y5.OMRSKV??
DGEI,<@0.44-O:WK=H6_7O DUGHW_)5 M'[]=?SJ_WCW[=GEY>G5S_E[]9;*CKT@5[.TZ./KYI$T*W/N:W.7[FO)F_80[MBS_0']V"EZQ.[KC<-W31<
/2;\:'5>_!G].OBW_||@Y>02]2ZQA>0S]$[>2] M]Q#Y76?F\Y'S=):ME9@#QI4Z^4MT2GD/ T]]A%@,OTRB /;[EQK][P3I9A!X MH_=TR[MXJX7=SMLDLJ(<;X#
[,YPLW=Z934BVUB3C7.>CGA$@29U\,E8A4<&+V78SUP;O23=T!K;?7 MFXQD@#;SHY/I9T;@HA?=%&^[ZL/Y1A1,J+YZ/M)4&M=5F/#79SRLT)+\[@!?
M6:;PG.T4<>CE,6AM$&5BN<,*,.79*Q301187O&YL67]^,ZF 80.P2!8,O&XL M6AMDJ:P[V !,D=G^KQM3UI_?5-83; *-=9!9*T/IE25 VP IDCOWNO&E/5G M-E.RB#9HJ$H=OU1]
[M:D847M<>5BX,GGK:Q9#Q%#_X+4W=G=1P;^\% M:?UIOOJ_SNFF+Y#YE-6;;K,F-=F*M\S.#J:\2H$E>_F,HTF$VPW&F*L<45< M8XY-C,=VX+\805O;LHJ6+:M81EG%
<5#3QA:7UU-GX;9NM M8+,55I6M4-'PU68KV&R%5^^C?=\ 1*K;&.(",\&.V+W%QP!VA2?BG7$;I@T*#%?V"&[,"/FI5V: MU;[9IS*#*2^LN_6&5&RMN]:Z:TOH*==3A;[#NL
M:Y;_]/Q<;6&/)M]20^H@I>_IV5C.2$Q\>*D7Y]Z0S17E06.1FD5:/6-+ER1' MYMBLQ_O(B1ZQR!:?S*:UYD:S#F*?Y\J@(S WZY,_GF4.JEX#_EL<'E5=;7^:
M&WGETJS$B05QA6E0Y(_4D1VCX6%%&=B?J@P,:Z^,6LUR[Z KY[JULMJZF2K"S5["6XQ,>KP2J\\&V:&SF@]*C3; MRF1@P-'ZWGS:/<"]I^D^!;5 MX0&/?1&F@#*
,=EX&APL&B(H%%'K4R"]A&I#B%U8XAYWJ:R2KO'SQ=?K4^=Z M",!OU>NU[;N=[:.=[8\[.VJ2Z/C%22YAW%]N6OO4R^3*[DB.I[X7YDHT6U)0 MX7Z![Q?68RPK)C(RMX78^=
(1W7*A;:> M&C:/O3>X>C5KM=+C:;!ZK''%+2R?OS>ZR(?!=!2MP=\D<14 M5TT]\@"YXE",:&/&QN%"[CP<(TX#F#+DQ^U0#$BVMU!8;O:D&89TFSRV-)D3
M/MLXZ]GO,8'+]C&S/.B6O$]_N6,.-K^7I>_YN:'F >1;JW$RO8\2N9)NP9+A M*/^P='"HEWO/5&2>P"*.7B"+8MP"G&,D^(3-'2QD;]/:>UV;C/::A=>I%E[:
MJIUWT_BN7^63;U$Y)N\6<*=OWNXV-F>'D&V=&R8!O$O(KX#3K!J(%^4MS73 MME0!D-C>0_@H@YK4!PD;'67V(/?T.0N\)&&+^S1O(G*K+?3?Q7JD$DXJE?22
M>U"N:FJ!N+$BV%[AS9[W!T'$_3[/;F8-H)$/Y EL18N!6)Y]0&?/ MVR 9/_E(JCZOQR!4\H03()7^2M+(3Q-3Q2UA:-1#4V="F@XN%%7X/+\J]Z9L MS+=Y0<0XV\@1>2?967OS]?
D47656F^:,P.UDBKAT([!:K-Z$([_Q[W B;"Z5 M\>*.'W>&?3"?,3=TS_E]OIGE4JWM1@.\'T_?N+XQ !>:J(9NSLB _CS84P%# ML-MK3 9E]0))P5WB37H9'CMOS9F#S\F?%-
!1DGM_P$TZP>X2L<\ZBW*< M5Q3[)".E^9I;FC!-=]"5?7/]\"$*4$43/[@!YE_K#=G F[:K0PKR1CQL+3P% MX'W!+?9&NB&N7J6"K@RK-/,AJ ^!D2 :BV2';6]TF9+E[;$C+
5.!#=##5LQ MKQD4_C#$!<;>#BHC.L@2[*XV$EY,T0;#:=R/8L%V9^MG[;9 /7-\J8>(XBJ& MPTRY<=CAH,C$[_=%ETB,^29\3F^5H$+%5?E+[J-A(G WI'JY1@P$F:-@?Q(_
MEQ1OQP.0I:0_(_T(U/($Q/[P.U'9"0C8Y+MX-A_BCQ+>:J8/1#LR,3/_CV! M_G+N5%2]RQ#'G;+A#@ B)1;DH=1_Y6@&:?LIC3N=U9F5,#2R:^'>R!U53-P M/KG(P4%
(O^L$2*S"U3B)-6;.5?)D >])6+UGQ33J /IR\V\92R/6;4"6);=; M9,S9NEX; ..JWJPQZ8C2I9[;"46V4"5(ANU_&U$Z+9%P!7D!@TS5242*>P!3 M1+KBE+A89^7\T"KGKUTY+
[DXQ^_"&7\<'M>/CP__53\"_?SZXNO9Q=7I7-S M?O;[]<7M/W_[=OGI_/KF531_)3;6Z7!PG9(HBCEML1 58DF*VU/.]]!QPRE M5S53O5BHA@+D-2H7&-
N/63UBE_H9>VUNV&NCY%TP,C8T,\]NC]Y7E_@'3=CD$Y8S5#A9JBF1+4"CD^O'SKYPE)D?2+YL_%)"1,0E.I3TA16SQK MX.:!RB7KI$N/O-==\R02X>4=IFCL$*9G
MSLDB7K,S*,L)*DD)LGAJ\70JGDK4"KT^F5R3C:$3^J=%/(MXST(\F>'&0>DI MYC<.178P[7FP-QWQ%J[5?"S3.OPDN:N1-L@/'-Z#0VWBQF(J+!%J9P#MW\[YCXX W/+&#$)A*
(5M =H:O=4PT< \ WN+ZZ1!'@Y#! +Z#06Z M7@-/>E:58PP_H'P_F7YB9+E). <^90SPRQ#H!#8)+/97%:!5&M]G4;WG_"Y3 M(-#V?,2V]GB6+KN!@=W$@ITW/#V@J!(
*G7>27^%\ZW72^Y103B+XL&>ZQS6 M:LX7.%0?-(!8B-1U;H9^*IQF$T>Z_!8-DQ3]A[?B!WKH#N'GC=4,?9A=-X<[MIO2M"%'#K1\J.R?\&+++*Z)@A3*T2^8G($
M$,$82OV2#$O0Y[%G*-,T]BN[P#J#04/STKOY8I7>5WYP%_M]Y]<@:H,D MN3@[_6->.=+0:S]G/SYM;C/UR!/CYR[5S>7DV M+]$U-XGHCMU:8]\]KENB
Z)K[3T+#$L@NO55ISYE[LRPZWPE7WN6_OM->CZM MEK4F6M;Z<_]"XOR\4F!_DZ1_<]/JRY]885 UL?&JV]UML6 R]'9+]BBF0\
M&ONA"$;S4EIKDRAMOW;@UO8;ELP^_+_7W3!N_07<%[]S[XG .=]S M/OE!X,7=>2GO8),HKW54=X\.G\79+>5M0*O&EQ=N5R#<_,%W/YR7O@XWB;X: MQP>6OM:!OM9?
LIW=QWX"[\4JYX]8=1-'/;_+_4=;1+U@0'7V'>;EO[0FJU; M ^[%O"1[SID7=!]%$#S147*\261VW&RYQ]9\0R)[]32V_G+N4Y0DSO6>\S$: MQG@'VO7Z!NA:SK.4-
8T[CU6/.%VZOWL6N>5W9 M[+=M)+_+COSMD5-(!3WM/O@)ILI<7IZY$HET_96'7PKJ"U*200J*C(>U:,X7 M;SCP0U5XG37N5677$UY);=R-MEIE&%
[R:GQ7L^G<^+'S]^@^!*C<4769[N_R M?T-OY(*BU0;9YS1<'&%U!=$HBC MUI[S)>L\C8^HE1D09B'<^.MY\@"W;A)=;'^%C<*XNL^5Y;K!B%MTG],1^0AO!]Y_1B.
G+:V17*9R#V"5JMX>69AF/C28(%=\ M7$J:BGO*-@2%HM\I;, U6_F/,U0U888%AVMTM,R&INA)0S@) U:I'^_7J$$_ MMD ";M2!>XRC@,9*,%\KUI[G.*&AH\C/46PT]EN@4??[R
>E@OTQ8IWZRZE3 M:S3J-51#WJP*LO_J59 S[)$H^\)N^SO.H7M\T'0/6[6*XG07?@4_.W#WC^KY MH5
HXSH\XR)7S:Z[.50W;6!5!1:&E1MN:ZQ]>FX]&K=#C7&1.DDYXA;=GYDV M+OV^KYH%*R+]"]AU7V+=S%LJ/+)-!C4HE>K[;$N=)M28P377[!=U.=I^9<."
M">7_3SL;L\6G;:;1F@_@2@F5W"B0NQIDNY)-/.[%^%8DXWGSYDEK_7@#9?I5 M=JU@$MX!8W7?K1\/-8V/ R-S6H7>' MAE_6O[UZ9WEU-[_>RRF]\"*=?G"F=A1Z&8N^>QL5>
A1UY"/?UQ=O"33C,^ M!K3J;6^<]QRO'>^94=UMU??=VHNINQ<\@#5QFJTYF<#?SSZKT;ZN=,H7K,)J MZA]_=ISF7]S.G>4(;YQH*-%PO:BF,5EX:;*IUZSZ_W)X\OKS/<;-
Q!R>E"-) M@Q/G%HPDZQD(.[:!L/4?K'&\]>'F_/+RXNNOSNK&:?@T5HSB/C0,(Z IV[+' M=-3K"O5CEHN8V#(_?PJ#KFT&'F(0==;7L[SOZ^ZK TI:>O;/U\=7%U;D3'3ISM
M]@RF5K;&A&&AL%9GA]G H5L_8D-S\H(2MA=R1!\WO]_N[DB(U.MNK75 X96K MV'_B5J2 SHW,C:YBN;+A2LF57 <'PR$P>HFFNP5.[(Q>[4ZZ$X"&7&/(8[G

*MDR%5Y/%"+;BE0S9 B5MNYV?DYM&.^U6#*B]·MNNYD;0ZPD;W=NW*&33D9@D&1FA-P\"M1IC8{MXP>7X^PSF+K*9(]H;F4PI'.+=C:+PJ&RA]HV7IJ9 M16?)OSR;,*89*+$)V@[-8A|{>=_[X?>'_>F;X"2Q!"?G3<+NY0&506LZF/(_?]JR=N=A")_Z-L ^-W-G$C·M+++PT*$INK&1;<@/B·19[01A,O+8)2SWG*G5"#*I')6<9Z+[-W-_:\,_.O*J M_4TP/B><#NV';92U?,%@!X,\T&"0FRGZA7GKZO4XB-9$CURJKHFC.%\4%@! M\"LPXW:83A23>827)("W_$MQ1A9FB=&L+!P"4K;E!]#A@,,F%[- MKF#T)n>>B78\[&+9W;Z^ISH-M_%X%BV_"M"5.ETP·PBN9%/4UZF#G //;IQ_0<^KOT1+U$W·XKEMZ4C0I\("N·MMA7OF%F14-=/$(\=G"QLCD1&-C%FBKAR? $X&&;\P,A;817^0RB=I1,L=[EYI·MNN1HDJ.NE;:JU'*\RDSR=+U4DG%!7'PN4|_3'&KX=*N8O%E5'*6TUD$20.1GEPWMJ:^Q'K-^A)? NR|QZT.%_C)%]=V,*4R(#D\;P]2<;#54\G_:'[!5T.R\N)M+EE1?_8FD-> M_9GL.F9_1E[:'"!Q!WI-\'LVJF_@[W,\=)7Y$^9Y%>CD]+LKK9>_(1S+S[U;M=[0AOL&';45+<9Y'WQY_R;-EJ=+RWY5:2_]2JFW&FM4#Y,#GC|\>^!1QN,_M^9DS:?2O;EOK,,:2X"GHL3J1N:XPE|C|_HV|I3@XVQ^\MFWO*?-(YX&5_M.7U%@LZ97FfY33V6>3C4\E>S;1 MFU2\6'YA-V8W9C?\>C;VBYVXO: !?,]HO/N:&LWBZ+W]UDI&[UDPO#HP4)^E MQ@G\43_>7\C.U@84NG./A<*;AX(EB\6"8@&VV1I-JWZ9,:6-S=!'5C6@U,+@ M=<' LMQL*@;W",,P>,,PL"2QEEK(^GM*GC_)N;D9RDG[<#4S+BT,7A<,+"?6 MH#BD,GX+@K<-DL0:ZF:K(T&\NQ1[_N;H8 TK/"U,+#\UDI?"P)+$!N@@*R_ M;^3L/O83>"^V)/BHFRW/[YZT-D,].7"M=\!"P7)D*Y\M""Q!,(:*LC::R-_W MG#,OZ#YBVZ.GI;0>;(86LK]__:EKX6!9;BFS^SX^,VG3U@86))84QUDDM=TD M)1UROLFA\+G&?""B>)3__-UR?V1W9W=G=_>^O?6KO.C+P\?2CBN|&&4.&ZTW:EPJ;&%CY:D%A06%!L7GZ MQ]JH&1]O+YU&K=Y@K\":.Q56H%H06)9!06%!84&Q>3K%^OLT0·EX=WEYZ5R$M#R))<>18XESZ?!\'U*M\RWM_L.9:2,N&^BT(+).UH+"@L*#8."UD?92-8;_G M!9'ST1M%0RJ?\\.[Q'4N+_67,%HV&1""P/+02TH+"@L*#90Q5A_1T=YRT,, MM!PZO_J]=".B+;.BTD+!SNHG"-)G&^]7G(?Q<*Y.?W# MN;APKLJ.5(AES=6-_4.W\<:EK 6!Y;,6%!84%A2;IN'ZKU[NWR\O3]YOR[^LM\ MJFD&HI-V%'=%_+XFM_>^IG9&6XMYA]W\B9O'!-KI\"Q?U,"?TZ<+?]@U7N<; MQ)1^>EFCZ&B·0BUQOZ?RKF-IK(N^>V1.T8Z"[M:'KUZ?,,$-4!M0FO,;:"KB MN1AH_=F;P(3[TVXW%DDBDN<95< 4@8F Q&IHV249EUJ)Z5UO'NQ"$"1)%,!- M_J5&_ZN26;_@RFJ9$E .^VT1 S|'.W >]2|L]A2%_ 6PX,_TMV^/·M(39_BOTHIG^G$4XR%$'NAG$Rl,+42;-Y7G7O)_2[JSA*[J*3#I,W MA&,,,;RC]4<;XAM\F-->BMQZ]D?:?'G_)LV7@M@]>*OCO =@IF'1+,__K3BV,/ M=6'-FM4#48RT1A-*Z-]]HS'2UGW&G=-I(_"6S\;8Z_?":K]-R84([T#W,}3]#;Y1 M=7Y_=^KLOZLV.-0Y3L2W#C'*]H)B9O[9+-2T(;*37@L*"PH)BXS(QUT?)N'1RQM\X$-%Z MWLW:9;C2V',N+_67 5IN,=`1^Y^|^A-DY6%@N6S.5#@2)VF>]AZVYJIA8{E MB[55/S; ^0&;AD|^T]?.I=|\'X':=@1>GH8B3>W_ 0/S+NKM!&BT[O-V"P,);

M"PH+"@N*E8/BK;M#?L/,&GC>.?/C3]#;D4=QXCJ75YNN:C2M@+4PL#S4@L*" MPH)B Y6,]7=Z%+4/U01#MP5-?:$)FDC=2F$+ \MH+2@L*"PH-E 361^%8|C' M1A!GOYW^ZEQ@U8Q{4E0PUCZUHVI#"18*EHE:4%A06%"L&A36WU&A?H#*$8L! MG/NS'WHAN3JN9(;')B@A#??X&#,K#]\T2:G\TK<-!L?XNC+]' M]Z%SN^=<>Z-^M/;S26S P$+!LE0+"@L*"XJ5@<^*M^R[-^UT\]IV>1D_7>P*A(MVMU;EN+QT+OW_#/TN5G:G9N;KKEB) 0+ LLW+2@L*"PH M-EQ0V GQI=K\VLP2/W=FS3V4G$W6A!8CFE!84%A0;%Q*L7Z>S:.^ M1%$L5%&K\\4+ 2PTF&W]^X):6]|"P)6"PH+"@N*350^UD?'N/E-C5Z[RD:N M4? 7)FJL8MK;30L%R40L*"PH+BI6#POHX*O2/*S^XB_V^\VL0M;W N3@[_6/- M]8XC*W$M%"Q;M:"PH+"@6#4HWK|[XUKT1\Z?>\|YM|/5$(%+G6CQ$'0]'H6Q" M;8H=+69A8-FH!84%A07%)NH9Z^_?N/8'7NQH!8ZNK'_N1MWVM+(PL#S5@<*L*"MPH)B Y6.[=$MHC#TA?·I&(9KKE+8UE46!I9C6E!84%A0;*)*L>QO<7&S!JK> [;2@P+!@% MSF[1T/7#N\2YV(1Y*#95P<+ ,E$+"@L*"XI-U#+6W\UQ>P]_)LZEB)SKD;?N M815KT5L86'9J06%!84&QB?K&^]@5?C|*[T?.F1<'2;3V:L6;%Z@6 I9C6E!8 M4%A0;)I*L?XNC#_|3AK%?C1,G-/P3@3.KW":@7-Y^VG-U8ZF;2EAH6"Y[P6% M!84%Q:I|\=8|&G]Z<=M+$G%P2&/6UERUL$D)%@:6:UI06%!84&RB6K'^7HT_ M1; <]3.&=&|$<9Z[5I]V%PD+ LM4+2@L*"PH5JUU_3_Q2)/4^ :'M?BAV[#P&^OW1'DEX)V 8#&^< QVL'0>;:(I#COQ_CIV6?GS!OXJ]>XV S/:(I#COQ_CIV6?GW8 933OUN*1Z0$C91/,.BO1W3H5A)7>6*]=$+]/CTW2-KU.TH ,KX E"- M\5S7{@'&1'BTQ'GTTWLZW0W0&P(2FQ3A9(=]$^2@8GIF7!R(;KZ0^.X/01I-(SA17+?\6S[1A2$SWU8KM?S Q\>A^L70C%$6H*M++I70*1! M'"4# ^ 9X.>S=3P/ " Q-., 0 Q84*ACP@?#OI_%N_0Y"%?"/\/27=_A3"FDT·MZB>TC1G7.^[:#KU'P0]|(DD!4 #D&P@PH3.+!??4ZNSJ;:>AF;3&II/- #07 M=D]%;E%R<8[?A3/^.#RN'Q\?_JL! OGJ\O2K\^VS\^GBYO;ZXN/OMQ??OD[@ M&O7&(MC> TP+9C<0>R$?@$, *D+#U7ASUG12>Q6/3 MGW 8DW_*7*31O>2CP(&8C0Y$W/=3=-JG<,($5A\2',1B6!RVW<7#D'AY- M@J7K=%B/P5?B&MZ.L[_OUAK[fG%]HFT![_=#?#ID'IY)@"M_8#,S=;,P4;UO\ M9XAZ-KT.#D1LU'GP@B%=V5_KM3U0C.!L2O##3T"%\_Q0W6A1L(1>G_=0D!DG MSG9I!KNL^@QG093@BY;_[XZ\P$.W?C35N&,U"=]PP5M+6,IM=WA)/3^$!>^!&/UPYT2[MLLS3U>MNK74P)6Y91I#9/*MEQSO)6_L*9LMK@R[!,TD8HQ,?AAFJ1P)MH'L/V./X W>OUH"$\I MJ52Z'S^$11_52:ON1_X OZ?7::T<_Q4(D%;Q"H4=<,F8.=(:+#E 0Z>'8@GO M6/Q O1FI%V"""KU$P9!$I6>]XBP1^U99R$U8FR0FW5+B)W"WM.,H=[M#AR?5@C%.U-P4;#2!T&=M81HIM(;8 'DXL4CE]0_7+GV?IJ[?R"FC@4$Y28 M"USQ@H*(,15A -(A;B\Y]P.Y5_U62!I>%WX$% UW"@C6CPCG M $G"\T%ZK$32G!T^GEH(]M]T'R!8=V&I7<(K$4NS7/Z!B/%=I/C&""X4/P+. M(W$SIC(6#I%M KK$??)?A?"=>/!\ B9Z0/2/R=N1J5ST6T#Q&.E,OD<2)TO M%'=1ZGM:2_?8SU%^6PBW!#Y3C*8BBR5^D](PZ#J8E8=8*KIHH-\$>W?IZ02$N_.;[@L29/T$'E$O72 M)<;,?NU!7]XS@'W-U*Q9/>.T0V4X2Z"73/;46>2WR3D)>N !@B/%(B+ -L>1V3]M?@#<&V1- MAPT+?HBRS#N(MXH48HN;%C6?BYKM .4Z(%7E**=8II)Y(CP#D#P!E8I=FHK^ M@/BE4AN4TH !ZCO42/OP;R,8M/HXHWD.#FLW0,D"\;, M35G1-XC$XK[%_6?B/BCV"]?_N^A=0$,>4=UGA2/N4AQ">X[B8<"Z]M=_(DI9 MO+9X_2R\3N_C-:AW3UR=/($!>O@H9D? N&71JH1*=MP%S.O UH.1TXJC7V]W= MND)U:<<"0I]+2|LYQ?PF<@&ATP?0GUS RGU(+@6.PY'O8=Q[.NZL12>.-QB M*D1X;'R;#.%C]MBB"YR>)}LY>@"${JU_ .^(NGY^<@I8\["UFWP*I$N_[24^ M_6#@Q1[8K&@B=B)'38I/%IF=B4T[U `8(M^GH0C81(7)D9!W\)9.V=K!8DUVB"KCX=\N^-"0]+FA8U7T1# 5'!B)*77=V) M2%,IPC%/9,#.$.4[! [>I;Q.PPITP6 5]*5;$!4)^.:R^.>\[Q9[+?8^UV'D*HED*MA3\ A0L4[! MORNRPBR:631[/IHISXO%++(M9"W 7%I-+S3QWKQT]")5>]E2$$Y2V%OTL^CTS M3V0D539&+Z/\T0Q7&V'IP'NIN=.+IJ)9*D<^N:TK8Y;58O@!,%@@&H1 MWN'>=&Q?E)4EP)\J. \\ I?R>WZ'PO+(""18$>3\AHP!;*XSH MT"*090]H/SBSI";!)K_[.)FH)-, (^5]E"O^$$C=X/Z:8ZOB@N@NZA:B@LF&X M,E5]?"Q0RQ57)9C%IV(!*LTP?_F AGWL;H-OQ105Z4$C^\V\"-F4U1D_<-R:G M8/F4T1V"ZY3Q^6>L^Q@- ^H\$0LXC2]@ZL4"%7%,'F'9\92+RC&>_-V_Y"TL MGUPNQ]LKS=,E)=5=^>*:LN(G(C!TZ7/V4TD@498?Y;UGV;WV0.D(]04,R%.@ MV:$LI2G9K'34[MPRH^F29,55 CQTN285]F2/R<%\7:FN!ARO%W3E MFXT?S_\RA)L!9^4\H>%[3GACSX_J1O SV/1(("0%1+F=*=[8(MXY#L_=1% M!Q55K72C"%XC)98!75B-"L+1AO-'(/SVG(]5+Y.D9"EMU- [1MDP5BM'84?(MJF%=5%W<&*9Z]_D1KB$W_&Y^OR^Z/KOC!K&/P9Q(5V;_-@6U("WA(U1#$"CC M/ O0.,;T_1_OD9)X@IS?!6K"<7'C.K9&LXLWDH0O-+JGY8*#$"![U/V^Y?T M;4#>GATP<65EK;DA71IK'&K"@62SL:E;,P,1.6$Z?M(D*NZ+,89ADN-ABF-@ MX5;Q=A@%,?1HS*ARG]#%)1P9@MF8TD82=84YR4B+]$"+]% A/(-%,Q M<:(+UDMV*PFM>C (E%Q"V-AMS;\9E@LF"%4N]QCD=88%*F'WVGYR M@L@C);5"1.10';_9T99[.< LAC&8;Z_0$YS)+)8W3-@(*#B-]*_#'&_$EZB& M9.3'$,#PHSX6?.2T=G)S4'.PB$4UMB3+&Y0EPL(CR2_[+>B"%704<#C7Z,FR M I5*;Z@ X&I)56XJJR*;@@[U>!]ATY;.,%6RH!?%E2I9KHL]_$,F$)BY*BI_M $$K>6=? >*$$Z7BV0-F-.,8-(#\-49F*>GCMP#@"@%RELJA$=,=HIZG""7G= MQ>PP^A34OJ2]H2AZK]%'F$9.-/>,NY MC0UM!&X$5]X&;+I41 M!;%K@@FH- +OPF#!8!O)TJD#U6MRIS[Y4U/NQ239 [$,=4CN'LAM4U;I,D2+ M;/Z@XO6@O ^3"#*27R+> 0(^R716YT3O10*]6T- +U#57TEU+L#6SN022;4J84>FO>$ZF1N)W!1N6=KNR_WL-GTS#7DDU&I #_L4\=`5]Y@ M.Z9"C>W(MH1/4?[J?]#64'?$9>@HK@8,W (25Y=40]FTL*-)/H*=2>I@KY",3[&E? GTLNER3'R5)U.'0$6E0FCVY2H?H@ 2-^EQ3YT1 M!0S4DD;FKN%HKW 8D]ME(&(,V $XX=B?],?-R&U6)M^A@QNR%[F7!LO M4H9E&S:R=+658$2M,1@H W14G"P>TT1! <8Z;TZU(V9^PVKY_(-ZS?D;?[>EN*/<*.NL-.*ON[EG6T M$(%X0$|=''UL@ 0.3I5\U[$5S-0578NU8WVI"X6TBU% M;)"=%#(F/?"EEMA%A3(G-+ S+W13S_%#@'*)LJ MC'4KK5SV|/#(EML8=739$9>&3,R, *-=R:D'"%"P/(<7<3!B[5BD4F)VA\%(V9HHJSL=.1+/|EQO MB"$C;Y0Y!8T&S"P^=)\(_!-I#65*?NK] +SH#D55%'^NX8V&G_6V9HC/>@ M4#C.;!P%>D1-3*>NPPJ4>HH|MF4B:Z4@8S ,<5+ M>&"%;+Z7+G3K4IA,s]#I?:IV$:1X$,&_C:DZ_:L[@!`T G&*,+%59KDZ7*7R3BA8 M ,DTC$D:Y[f!X&^O30/0&KU[R8PWNICA+M=<5BI+@ <\'J7/<'E6O38']$6 MH \:@)5#5UYLYDK!5Y0[.UZ'4!A@_)FS>/@E&F)5I? <7>' Y5H=:7I?9-& ML!Q8U_TK<[T_801++? >O#I_.;L^N+!*Y]\\NVSW%^499.\@DBP:KN\^BF'-Q)'3X@MC*CJ<-Y3PC!)0V.7(MC;_BN(U:/1NXP79@O62)08P,$%T!TU=9@8C(94:[^EOR0)#@P +X3?F%F<=9 MO@JE+>%BOW9L/[$&>:!@9G\$<(&4$0R29:DYIT4]PU:>PT+C'IB4 M[(5A]L.^+UO+>\X@&)18IJR5*AP5PFJNZF*M^06,L_.1V$S >16IQ9(6=_ MO#-0SE)A!U49)YTJ? VHCMIT_B\VPD"$,A\C+^Z.Z?-_J?@VP#"UF(2 [0O3O\V#YF?IV\KU\HIJC]"I5&J)AIF'R%ALL9)S M4^-D@.Q*V;F(J57Y*\P/2,E=8C4>$EF%$3Y 8:$'0>BCQQ*ZE#_:U_F=QEP6 M17K(|?COKD8UU?\?LYW\0-PQ;DV">PYGN|I6HHMO(T*@A)(,X;.S%VXTXYG+ MPNO%"+ KO=_UDV$SZ O+YQ2 ;:PLM%!.8?DBWR&$I#*H.3IR"Y8W#.7^,/Y4G M)Z^WX4^6* (K> F+ /(,"&5@S=H!>5$]+|H%4A>(U6IYEQW3+:,_U M^5-VKM9&I>DZR$E9MR@\W%VD:,7A9>8;#FW&3WQI(I85^,T.L*CZK950,N\ M"GWCQ7OF<(JZ$8H9,-- BSIAQ2I_01F###0F)"U&4GR>(N796D8^*&TC=T29@: M-BE9LIX)6::K/|[[RKM']]P+Q ^?!,ZHS'L(8$A\"OEWX IE>8 K>:/*8L)< MQ$R ^?K18"1LP9HA$CDDLSDS'/8GY^7X*5- $UT=O&PX!U%&82[S*N)-H&E" M\@B7Y! >#1_(_Y12\(AODO'I7X46UK(T>12:3#%IT1[B7LJPX#%9O2F!L. MZYLG2?,D3K<8V7&:,2=L5/|[*,>[R3%_*O E7GY'0[6C_.A,TRQE7((/BV2E M5,++(E_3.= N$DJ)*%7 M@9EG,2'RQIB6(/#9TJPAC)BO*,RE0)&NXFMI"H)5TZC9QJ%"[PT=#MYKN& M9Z,*:18]V^:+1#$NF&Y MCX#@4N.@,&R ^19G 0@0]KF>CE/6],_H=@%.[FG M7,/J5150V7-HQ_QB-3I1VDZ)H9++B%@O%R_#=0];76?W\|%U+{\R|$"L/0'[M"P- ZWLM.0$THZ*\A.C:>ZAF+2?CP;&J&N30^8O!XZF$=I.- &9CZV^VOT1X? M]MEL[C9:C:.::T<]O8V[F3&HA$-EM7E%=F#M&\0SP0..LA M%7]] SQS"B00\#KU8]=IU#!UY5R7|>@)T'+VKTMNJB')QA2G,YKZ,M)SWZ-_M1% (OTW.XQA3-@I[=\"MR!WPY.'(%*H &W!^U@"'PHZ@?]ONY(;X?52K96=8R MR&43FG%$$8EY1T;2KY3"O3)!7(U>N7+.6;<%"-BAY,\PRP61-$N"]%ESNF3K M:L=HZ2H!F8.G- VLBE4S30?R4V83*OY,?SAN+/JBGG/#+2=U=5J&S$9[HV)$< @C,2.VQ ER4?EC0"PNJ;)YY5$GNJ3(.M+)9A0E8=)FNX2EB0F1A'09FS-06U]^'DA7'HQ60G=TP /5=XYN. $R7EGXN7.ME,2E)+LWH,52HDJ.DOU.UZ4? MZ+'@Z B0I0XJ7?!/%O'Q19V[B+[(+K429C6B.P^,CX<7S8P/A5.L]#I/?Z^^Y M1!Q C,+OSAGZF!#*Y*^"M0,?%B; (Y4,KAGOT1(UVZKI)X_B :UC?/.$KCGR M2@ .GR^G*Y)GT>Z%S]!6"B3>V 78[F+@=YW/NC;Q2@U0,8%N,O$ ^)XC"&TL! MF-4"=Z5[G? 0*3N9T[C519_NS=.+#+QZQ/&KLLYJR4Z8PY/*#ZJ?MNYWMHYWM MTQ7T@#"'UN/H<1Z6,,$LA5+WF&88W+!%%D=FUF9&I+I2W6WDFLYD,1GV[*2^R MA22=>5662U6.8.D4\XI3T'J!KB KK9V5+Y,/-!E,8=AHGZ!4W;QY>CO=^ (G;+1;(Y8!DUK\5FAR4E-06LV2- MYGH>%1"00PVO%7!%2C6#)Q1/P/ M\[S?R)'0@,S]FE,6C]0"5&LBI/$R*_-8O<1<^?Q.NGH\ \^.;WR$9W>NKP- MWXB9%X1RDLDA+_U32?AQT%6R.9_[MV2<2%E(F:;4F:@Y)M;QPKP4-.KA[C,U M+T2YK0[V;9M\ <@Y*F:,)"]MF90X\QJD@B)&-.54?&3Y=(82"-\>+T'GI%|L*ZIH*2K3T&TS6F11G&%*?$P)6 NHFTFP.E!:\; -BK3U,&*IZPINSL\D M;^&D^H- :82.935=I5&*W/(2!SJ72]L!68XU"DKSXJ$ZK5_R@G,'E.51%@49"-M(Z_0G/^46_KA~&TI5+FZICCJJY]7%63"*7O8&91E0!"Z[VK@:" M9L!R;UDC:;G#1U3S.4^F!QISHMFM8E D-(V%*S9"35[4Z4U5(]FELU:W47Q+6 M9561:DZES5?$+\%%D?XU29*'.H8M'H<[PU\ FM0F#,HJ>LN5:41Z3'00W1EF MQ"';16] E*F5,AL-ZW5]W7(G[_+E/CURM9&"(*O-&I- >JGZTW=[9!A,_M#+\ ME0F;Y&PA@T\GJ7*G4(;HJZ-VZ9XPIF3^=6.OIA/M6FRT19KF=-[>]G>WC MBHIUS0TW?5$X?L5 M'GBCLN+70G7OF!+*A4925-5!-.6%BDVM W\;] M8X=O6NHP6";N;GOJ>RK(\;[3'P:IS_U5VNK0':FL4?ZQ(\>JGPR;#]M&83PY M!@#G5'O? L"*P@7>L#TR3C&V^*+C&]/#&7F'1=%9BQ=[AK;?:J(+.K,LS*+:.!;1GHEH9*>1%<).?5 19%B>XAR')S+[M!'MI@(99'B^9)_]M:H"T6=N%UZO(]%G40N9M(4N.+$E48PO)#ZS5GG#&K242 M2R3/$O0]-TN]P']0? 0(F1\0"ZU/1PJ9!5XIAHYE7G<]%J2;AR&G4=%H@>$HIL,P^K'%155IQ7/&LN$3F+/MP+!O",IW=D%/D4VZ)V?:Z1=DZS XPE-Z]^ M\)N97H$H(?JEUE4.0#O \;/$/HU80?(XT-PRS' MJ]O+9?A7#)^:E;HDLO5?YAFD;@T%2=WU0.7A93,7XC=^]G.7CW!0=O!['51,M'0=T@+5PO.R29,QJA0N^]A$;NUV>RQF2K5,D0.0MR&;7QV.1 MSI-X-.VI.Q88]$>M]/:-8MU8*YI6LBQ30MY8E](90-O@-T8SF8=E?6F1U8Y M+S??R4WW5LGBTK*-0ZJSEJG<37H7$U4BDAB]G&6T?GJ=@HN) IPZ4= ,.NZJE-ME.&1&(NYJ@0#Y; Q#F<|ZY:J7L*S[CE &GY_2"W,YW:L6RRT6+@(UW7!]UKJ M;*VMQ-FZ8D-8^K^],+%5;JEX&5?N)$=1=5?1DM01MX[^6W%Z W*84 M@-,82Q"@D3'+- >#Q7%X02/(R_>LL91)LS\$=,Z3CU73Q?C^J_A*ORMYGBFC|/)69\8OQI2\K*:NH+$O=3SA!/)EK=&C(+>:D·M;&=*]C9#(;KC|#V+ LIW%P12'[A.Y]F+\]D,_H9QI%3B_GFA2OCQ/^'|HI9E1HI K"E22\?Q.KEK-L8R8%$=>/:##I8HJK|ZG'"BNP/3DU.#U!*&GF7)Q_AB*<5>%N:H_C)*.;=\HDIBZ"K,I M:'QF#I N @LY4J.X*P|@[G7 MG4*]R;.O3HJ]E[#NJN^'PZ10#=,KUK[06%:MPX]U,.&IJ%5;YQOJSE**\ID5 M^B1K(9U=C*QX*Z[NRYP/8]6-T8T>BSBYW MG'Y4TR@=<<1(.L64 /461TU.@!=F6)$[MKT'HH%^1H H0+8]B9.CI=OI&=MM3]T2+1;790-W5'<,$5)\#EW+<.%76K MPME*5+M:+$Q86%U:N4\OCSQSTA'GS(@&00W8'OH&5F)62H5)QN.I;W"@ M>S*Q(X<6W4C(QBGDI,6JD%9MW(_#%T9J$/"TO'2F*1%1?.>%_G\]V?,<2(VO M6GUDS!)0FI/9)7V':ERYOUQ)6RK)*J5>[JW= ,'C:6>Z7ZT68%>VS'=5RZ4C MK61&\YQJ>3&>B/(1+MM4S5$J18'L.^=*=/94535-WS'ODD>@=S"IG,>E*)QY MHLZ|QFT^&C6;S_'ZVGQ,,.+F1'6W!-$78,4]%PRDX#[+K3CU/7$]HP6W],QF MH"A2M.G0DE:AYEJFW/FC_46RN1-F5,RU|&K&!+0$T24P.(9%6P7%2OTBX_F MVZU)S97NQ>@X2XQ5]4[-VTX !;0 (@*$C-!lLV$!0)IAMQS"R=EB<-L1C2)Z M\C:3*+=3VOD9EKXR^\Xj)@NA\#K!M0_0D$HUB*8KJ3P"| M*!MNQ_98-D9ULL]XQK6C7FJ; (I*CN'AUT.ID=*#-/LF/ZR)T-78O%=<(E:K M^1;TF?KBWY,&GOKAD!/_C1%QH>POIS5'V?D2B\QFO@549>;ZA4KX\+AL:2V/-M)DE5@8*=!6@'TN/ Y56C[9ID#V+!?)FRQTR,Q3!-E5W7A^Y*F MH3F8\MS*\V1P[2,K1^3<3UE358G#/^NF3*)<]I@K9B-B43,J MA$-.&LLF7V3V5TB?!;X8CKO2QY70(C= ((]1Z EAA'8X^;U$(%%LXH=& S=K;6LZ/4KO MO_)V4U4A5X.*TUZ%EC3SA#*/?I%"H^@5YV@AQ=>*WCV)*,4]:20Q'!FC/*#] MR0=6@<.>'_=I4C-@#GF7&&OD!;#2X:.3GD> N3F?7:X*K$=(*KOTIM'A)V?$ M>IV.&$CU+;?%O B;Z06T+]QSHP)31*@UOMH<\ MPY26HB2KW<*=; ME"QS^K31'1DDYXYL#TM/!"V=&0.JQ/I3[5FIW=%G=R4QZH+-OF M7.WOM)/N9 HF8Q7MD\9P8 DQXTE^M^045S%D(ETU\U/#@E=YW@D:[=W&M+T3 M%I+*E0,@[8&AJ$^G/Z_8NG%DC&CG0MS/OHKFM(-D'?0;M9^?I/06FT=[8^') MLLG:] R0$;BR]ABM=M9"V7M!\[E/)"TT^XGO$-?2K*0' ' GI%|L-U8A M%,M+1O.];Z>0H697G)= ;(<0* BFY!]H3E,0VW0V1=QUH]IQ[@-O M.)%5$!1F1%(6U5/E[I-"(TJ,>J97&[F D1R1WG6G?(IV !3'K) MS\3NRIFH7IX]1.0E%NORG|/6D^#1%?5G#1U/%*$F?RFBF3Y0$W6,7]KU+$2$1 MZW0LYDT]+,.?ID/E.4>E98KU-0S_-%&:SN:34,\A6F-))Y7W*7(&M.D.2^UES8 M1PY4Z#(^X$0YK.D/HF089\+(N-^9O%*POV&'>565Q9611:[TZ&/@=:[OWG2P MFC(I:1=9M3LZ^U9;3.-]/)S\Y MJZ@_TR,Q%B.>TG>F>)MJ/A^). MJ]!=8Y&$ %W8>$>5.HX*S9C-%C9LP%=YW4GZ*WHX<[/+6,VFJK/ B)6ZZL>/#C\A>XF2LPTI5 9B?L M225@9C0_SD?:/3JI_AUVG7H3'G02>L8=R-L4N85|D55? 5XR)/>,_M*FR'0SYP?<-M*SN2 X7N11@EAKAY-.M*!\&C!:RY;C*VE<|A+2'D5P!<(=-#J&GQ@L-^VZ6CD2L^Q[=._$(...P3C$+ MJM.E7CMX"[_4L12BN7^#,J!T?4/"[FT20*9V$(|S/*

Q-;WFD_H8MOE)!-XC M98QI1S@UQJ(GM "[40.MU,]W\RB38G"74IP04%C.9+X]N.P;)0W5W[54RG/H[>:,>X4+ M9#,BDX;XB.:AZAX^_7IVB<_.@,?RKF\DDZ ^_6@-
")]N6W>>'R:I?/T=&G]AIA[Y(1%&@/+8\X%K=:,.8&0HN%9. MY^09CHKTOFQTT'0X3"((OA.7TX6D?\+3CH4LFP_(RY&;+4H=MI N0 ME""4F;KX%_87RH"$O/_J05*&.(0-C2]
KT&S4<*=::T'EVNZA/2^ M9 <_=:G2G\# !A4T%4;HWT\>$(8%3\ M0L!6.;X@3T9/N\=:<8X3;\]CRW5123,=[.0HI6]I> M0#F9;*J.\AM2K7QY6#XZ(B]<5=PG31112)N\NHRR-
PP"&NO#-9R962*1AY0' M#Y]V9+X$.3M!)"9@B3U9#<*,J"^/E1CGTN2;6>NFI:V89ZJW6FYQ6T/ H!J?>[TM50*'Y5%9SF'. < M908:255,58TYRF">B7(%=FV692#/P)U7QY8?
[K@MHB65DO-Q,KTWETIDC*1* MAC$W13;U=5)@N2X8AW#Y=.+'W 4HY1HN A23:"0X+'HGZ\ZDQL\A ?DP"0A4 M@V2QCOC/4"39KXL7//D%)6E?
+H5A<>#YO3]PG7]'J,6A,3:,,:TTQC)[\K\. M8EEW-37R$4;A+I!#S]>CUF7 QE36,@0;T^7NT78A9)&I5E3>S_Z*[*NP M)T,Z8A$AE4NL;X(SW_L*]4@#X<0U?
(I*6@@<\#4BL[)W=1(1B4:PD\CNR?B3 MN3^Y9=I%=J2,&,95>"2/]8XX-&S$81D1A^?RMR2'?&&#!&-WIQ16R+-4/IDDH>=@WGY0T[4_$:(T>H!V22&N)= U.-@H-)1 M
_^["/S[**+Z9L.1 B0FY]]K'98[QUWNK(ZECGB4:+:H M#,G*/1PP$Z4L$;+<\#[0LX=9TW 08,):^PFPB/G;TGI8OR"BIE=U/)ELI3' M<.EP;8EV!N;0A_4Q?
2+5UH^B(/+,ZK.,'6<"6VFD\M@DDV146 Z/%X@0B+[H MDDI3+&N0Z;D\9IIR/&2>D/B!7G>T#[L5$%]%TG\2];R8]-["W?9(E6.@4'!H MBA=&H:GA[R^Z_PQ2RP$
D^/C**"6""HN54 ^HW&^>;W*+?M(S58>A9'7!.0B M$Y2\5#N.HX$?&DX&&M0K^S_D3^]GU"&S%P81_)=49+A(,!"2+&>@Z(XB/221 MI>\]
(O)A*"U9GO*Y=,N1&IO<>M\%C<,\ES45 (:K"J_A6=Y\N1CW&O+O/DJ% M& U,Y8FY]!Z7;6/B=CT_+&A0>D?P1\&^G-\412PMO(*8#LE*>!'HD^A3C&55
ML)*=2HM&Q7G$PM/K8',B.00",9]K)&B4/7*)3EK%SF2^),Z+P&AX#-"1@TY= MMA:-%W^!B[:PZB(OD'7J/$>L\:QW*@?3V%E> MQSA//MH MK(#\I_F"SV1]!EPM'Q2)Q_
7K2JI9&Y72O'" ML*A;=E6AJJX4M'WA4#D*1J$U^LE/\CF:'OE094&?F:A)$ZOS@^T+Z:Y&\.F7<#5EVAVB([4(H"A[/WK0 M<:X"" E&%%,I80T5JCDQPI@\QL0:96:BIAAN?
I2DU)U# M2+I#= 6%0'!3LUY70T;76=8O3%<_5^$P! 8'/\K5Y;J M#@]76.&<8-_?-:) 0GU ^+X\5A;0*?#"K/DBH^$HWUK*1$$46\4 L!E8] 8D
M#;0OURBQ<1ZB5#8Z[7O_CF*C8C&CA?2>FA))K=0UN@,1;[CW_%CZZG(ZDI16 M& KV"T_XHH=.TLZ0]J"CY#'YEBG1QW#AX5V7@6T,9-(7+,$FP_%F/A>]@<4Q M9R3-J.P4?
>[W?MM/5>*=ZOQ%KF.5KD;]R J;-F.591FZL@.S#CS)QPI\K1!J M)/?H(^99<^(SZ4UZ&^P*(D,]#(?F5M!+1^1D7C3U :4X[RCC_9XD4KF]V"3B ML9$')J06S
_7GAV:7.Y4!S'_E.WTSS@PO"+>=F7PDAN.&3/]-AI'IO/5-8/(M$C5T]2 U,Y/]IB3^(6X7J.*: ?(*JK^6IQ[)6FYQ28W$3)H,IW]+C(W*!&6(M7=4;%O*O7'("X488D0GE^3R@YM(.7-
23I&H_GJ.;*W#BHAL.:>>'$N-3Z^RH M;EI']2M+C8>UU6R.K*L&HKU4-53'VX(?;@@4@I8Q)7GI\EJ5"V20&?Y#6M1@ M.N>K\A.C52<3/-$;1S1#+JF6<6*B2_RVZQJC).?
2G+03:V:IC5DGP1"?-65E MEBJBAI9(AO *I<,I*6W)TE1QM"NLN8G^9X(V-+I]*JUXA[[^$OLTS+MU&"W M'C)5G&]Z<. TWC5U-5T:8;,_>(!487)"X*^S"DG28LNK4?.M
HM8[:I5N004 M_A8(9:'Z24[J40B>#C[N;9LUY3#+UC.>SX_N!9HE N9%VZQGDY7JT7$-3W)1 M<78E$20E5,#>YF%_&&CHD_YY^_1;6<1].'/H<]X:U?8/ MA!>,*;(N)F-SW&O,
[5E(A>6>U3Z6L60&E8)7P31: =.YE34&SNF=NF\UF(SS M [+Z/M8]E\XZ5!6$S+/@:)':84^J];F*5N6-SC6"US\UNWZ=WMRN .9<7*63 M[Y8,TV_%%CH*7&-3SS$.P 6S,J?
WZS]OSHUX5C+JPX$2E3][\^U,C9_#);-/ M]_Z\<=4WLK4F]?)8[SR-?:O^OC+U=XS42B[.\;MPQA^'Q_7CX\-_-1I C>=G MOU]?W%ZW%MZ\WSK>O^._3RW/GVV?'^.$3PL[/8QG4
MGJ.^O[]L9F%:_6H/+O!N97ZNWY9N 4$*I/:1FI-%9'YE(?.>P^"AV56%6['E MQMMS%IS1,]ML74[1$EVG(_>N$]XI=\63^2Z9SU2V:"N4IYC)V;+^$+@S-TS'
M]\5%W[F&7_DNI.>/\T;E'NC87$'!%8)2!>*W))+7Y]P]]2:>O][:[NI"_]Q. M36@\BN !)P$T\CO1\U22>VS^'JN&TM2LGBU%4QG#_:D=[1C5 ^HDR||"N9(! M7$;_![$$_,<&U?
@Z"BWKH3>+0M!L.$Z^NXN>'J!.QU%V-!RR!CJ*-U12K*S_ MH?V5[$>A T4Y4P())08ZB0.'(BZ?GOH98"=F<>U[>@ MO%9LZ-$>%<0B;E&-6V&$HI@\J1FE)9I).;";*# M\L'S
UW1TW/DP$25">EC)J-LQ>*UU6 8N;D5^!^N#>&M3/O?N7F&AA$VC[A' M89 JX\KHO(S8WQ>I58^L3)I; M)C&&ZP!]01_'@KH><8AQ]"8W08=G47
R0.$'=H2XQ=!%8B@F;.0=+!6N%$PS MF\/A8?'6XNTB\1;Y9N:AR[G:E)>.RZ=3$?N8^EK(N:)G::I--K70-:T$PQ"8 MTU^G
_1R\X]>,NZXDP,-2G::GZQ'ML;4XN>CW?]55<]R30XV61JT-/@L&M3. M5SF[EG=-505(@:#U#Q(SX9^;6Q4(@.E467]L/=><=#00.1LPJ^$Y/P,T[E&R M @Z3G
13O^3Z9[D2$_,AIJYJ3/%[&2C.:@,=?-,)8K'P"82 M3,?][N]ZU+A1[;AD(_]B MO#L57QC5"&2(\X5'AV1-K*GEO'2Q!%'"V<&RT)5BP%EID]"Y+K3B-<_BR);B
M2AZ9NU5:!W<[=0TCG0U3W_58$9EU4=7P@(V=U(&7F0EIV9-=T??D M_)>!?W@^H59BVWKEOUJ$U+54EWH3"C6)(]\=#N&*+A#>I!.=3JUJP- MF8:YW%O.C-
Z903MR^ZG$JJAR]!XC@HK']62X#J5BDHE"267KG7 HWX(U)<0B6Q($8Q+ M#QA-GVG@?[S^X,3YTTN_ U=R+B^O7'K1/Z/X>_:W21I$8W\E=["_]>'\'U?G
MU[>K@7X/=,>PP]VUP=#4+AWJ]D[=T;'+08=F+#&@FW77:=0:#9()\)>ZJQ5) MH_<.&,>19'R2 6=3T$6W8DDE*1779B\]1=&&B1DA &$JXU!?/)S4A??M;,L, M2OY(-1IU*0X
+QT(I,YB43&F[P.#46A"B8_[I/Q7]1_5@:T*IY@!EF .D: M>#2R=81M&+P[4 WO9>=T!N2IT2G@+(H'>[IGR39HDL[W$.=.>:K)];=>#UT' M@G^ZXZA0&2PGYWS*3FOKXB;F&8
!IGO MJ\9QAMN!.A.$*M EJUV8/NE7""/9ID3(AJD&!.E%>#^9B%LR2G>\&$MBAZD, M1"&B> $=%*PAD77BE'/^<,>F\J+RS/_YNW,J?S$;&;!)P_&NDDWD"0RGW7@R
M"\@HP@3T020-16IT:.+KHR&%O2#"=/J7H3:5R:PV'5+ITR0:I#Y#&KG*5*L; M=4J#7K.H7![O]/0-B7APF-\\H+]+ ?HR:')V3_&XK_JUQF[3,1-(\RT"_) M8[+G=U\
(DU+KY^WH5D47"]N-DLS\2H MMO5HDIJ!^MT(1 F5MYTFXRU=XV$@$E5A034_9J42]GXJTH].P5/-?CS.R,WY MN\:\+N4 VW-NN+-4]F0'P_!H],.UA"
(KY@4&$V,7F=0L7+C&FG%J)WT=17UC MVTX0=8@?P.]!JW8^ W# C@$V]'7O?,\%)2NY!YI(T6;[M'>V!]RDM7\LF50T MD#Q4#H-DY[7:6=3&4^P"VI].3+!3MJ'",5)5DZX=H
F:CIH(MW&3= M+;52;0\%SJC/,39B_*PT:VC79" ME9@^!M,L2RQO;+=UA-7@?KF0%[/!?9<["ID3LS.XTV:4*I KRU=5RJ87=WPH MQ(\13B#Q.ZHI,W%%MRI>(!$_%>_"Q1/?
X7O/\?2G8M3*OZVE42=]U\IK?E;3U4BW-Y[MZ3DHXMC5'QN.8&]QUM1X*5#5CL$0/=IBAODCO<8=7YTFW\+:\;^:M7^!)M[< M OKV^1M9??UTOOL]6LE>RSWOA7LX[[
M;#QWG[I'.PBMSE,=N\|;_#^L^?'?^"XS&ND)&2/'W%RUN]AU,:>97BM%^%@ M".]%0Y=25F%-/9O@5R#/RRA)M.'QK8<%_7UQCEUKJ9_:)9RV>-C#H^/B86OU
M?]7XH+>1<>@/4FCVO*2]%\5W[^3&W^'5_47O_E1/U)>GM5@I:%;\C,F M?D#V7=Q [1BTJA])%[@#K6XN^-&LDDRH9 DFO-'W-75WF$-2EKYQW$))E/NBD)7!
M9U4OT;\N_D&)"+.DJC@S'XZ4ANE;JTYRF?CSN1X:Q\<39#=XQ^'?MAIY4AM# MYC%$O +0*%UDKDUG.1\O"^IZ;598YXAEI@P=D[O4]VJD2YEVR:[Z<"[C)-.;
M>GX8*J90V_KP^?+TR[ES>O9_OU_$^[S9>:$LK03Z9 M&?8'T\Q399R6F:3.QJ%SLV[Q>;'XW%PL/A]A6PF5]'1A9#-= M9]E,,H/A-$M)^HP)2]M79Z??/CH7GYR_.
='1SL6NRUVKPZ[R[6'%T3&\H=F M\;S/^B.+):O11X^W/FRXNZ]I_7T+Q:!Z#;M#OQ4OGW7S+1:9ZD5D4LZ]BW+G MWOE_AIA-OBV=?
#N;AW'6S;=8C&N.8=SF.O>:UKNW6&3:-[Q[;*GU[1.O?5V MZC4/@/_]_<)"29GI]=_G#O??K^%S[Y\O/CZ5G).6H>662X4\PXWWO:T*+1@
M%#IZ0[9GZ\@BTT*1Z;C*]O1#YXIKPK^*%"Q151.^>2AV;%%LD2BV/^8KVV!C M\Z!FD6FAR%17QJ:L \W226;(>M[D@[5'WG6QOO/?MT!H@
MBT6ASAOROATNSK2PR(3(U'WSWK=#FZFV6!03;\C[=F@SU1:+3#UOS/WV=EQM MN=X\X^N,M0P!?-RO.OXSL/(7/3JFNKG/'*W=QMKI++Z]V^?=NN[C8[1W]]B$
M4]+=S:EH[^9P?S>\+%XR:_#&W7 %PR X,6G8J<&[M*EO-C5UA:6NIW"\D-+BYE&/^GMI+J2,8W:3RC(8_FK>)SMBO) M%%"'/S2QS6%T"T0*1]J5W9H8. [=
/ZMY+4&DDV#D_.,?9FX4$(Z]%G9M9I; MFOMLZW !5Z?7M\[%GN' SO>(-GB O:K57M7%[?D7X%CEY:S;.E5N9\JM8>>W M?)>G)5QDR7RKMWN1%57+<]Y;?
1GW9@G0>&V6@_KQ]!)(\-RY^>W\G&K)9V"3 M.,WK+HZ&89<;S9Z,]VE-++81X"TRI(R![;4&15_$O.YS2>_*L=(M5W1 JP0OBV$NB05ZR?W*.)Z9I.+
(+)6M#W]]W@*EF36EX^34?#*$P5QC['Z_M^63.AD/O/6Q.T-]X@.O?MOP?Z?MPV-_M1A2#P)_RO"K_Q\-N\[C>.M[Z<%@[M=O=;M?&I=S80-[[M$JL\BP'/>LD+YLB-
K0]'1VZCOM@[GE0XZ=1U<'SQ5@$SY>>CWYPK5 \!K>;< M,LS!.:V#'V4QC@6XBO.>LOG8\(:<^ M2%SL&=F/Y&1CYV;8_K?HI-A/\BI*$A_Q\5IT17] 6H87=DM'(,O1Q[8D:+U?
M94N"%G_5^[#VB#.NZ1J=8ZQ)G O(VI=A3S2ZW3BH7BUV>Q+KQDZ97@8U K2Z98]\CK*DN)YKGEQ3HB#FM;'_;=@T;+/5IPT8)5D=>% M49__Z/B)
<%+OAV+5KXPKKR8OY@9H*SD-NPR>6^_'%0-G50SZ$*N-W&;MR&T> M;B*#7GEJS/P7_GQ>W?-_B.[N?T4^Z@?"@.8MC-PV?UX_W7Q3<5O7>+(Y^
M$7:B/G%TD5B>/JZ(,7QN$3PKX^;-K0^'1RVWM=^TO'QA&O=,%[U@C7M_ZT.S M60/+JF[U;NW:WJ20+P]_?7\'R['F>9"WB+=] MF>.U%,>9\9S$]HF=F?=;%I9PS-XR:
#%]OGU3U5U XT$NM@@ :JSSF0G$FJZ MZ]9U+]^W\N^J)M]2F0P>>./W$B81CS_O_-88&'!K='6CV]$-,^O6X)OBA?Z4 M#=%;LN0V
;VF;G2&H!2P&X7=*.Q&83<*NU'8C<)N%-6-PNZ3RMBXN]> VT_R>[5;NIXJP\&71V':K/'A*^R722Z/#PXLI$N5G&>
MPH+P0]L=%WFMK4L>B/I'6POV)\"Y[WK3($R_+F=YJ\NSFQ]L3%;AV+O M2K^J+()8(Y57$$2O\031[.K_P[DZ=G093*T@$*@; 9]1CY2 >J0$28^46=0C MQ8]
[I'S05O/S#3SG^9;_?/:?N1,^7]];OAUSLYXU\2+,54T0*#)6\;-K M>Q;:#[>V+\B@W0(M#9! T/ADC]6O#/K*U&&=8 ;$X?RRI_:F]^V EK2:.?* M=\;VE>T3&%=2Q_1OH>H=?
25MC0/CW,,8S>.FXO=\TDP)4%DH2:J@>2(8T[/38R*/!%9/;V4+PKVY#*J>7[MSR!I1@_8CV44AKYS.P^QX.+&N[+VDE$R-&C.@V&V]6YF1@E[0UZ9:UT$#93K
MR1B:HB=JN].'.ZC3 M35CD^CJC(GZ>1"0H I<^V0*3?Z&IMY%14;J)T-Y@3OC+#K%2QRWV$)VCD]8Q M6-I9/2 6+9^9)8M#UWE,T@<7GH71/+SW?""AR7X<"\/N=NC:8-
<[\/(,>U@2 M"/C)J0'/CYD\!VT^?MOP1+NW#&K=SUH/A= M[P#6PY?L.ISV6H=G)_:ZT-$7YXN:E1N?B%V5IKG+SLS!4.
M8P$OEF'+*'#:RI!Y/7R*,B+,UEK39[M#%DD$Q1T29S8+.ZDL6VD)2IO:'54" MTUH#:^F4&VC\53H@V&)]W1CT]>Y&5+ ^46)+M.]+!*RTG-::>IMCO8KG,\@R MW)SGLXV_(C)
(=,U^&D_GM%R):4458CC#V&DH;Z0*J0 MU?QQ?UZ-CY6P\(UM#-E7>S4J5;T:+X-/<>K6]I;L"[P:^SXDIL-7WZE1 M/I166G\%6K=5/)^Y$^MV!TZ0/3.3:93M!=GW +[T+X]")E=
M!OY?)K^WQ_^ &J*US:X^'!1?2OYV U'.C8CKU7[U,$[)C8BY$?%6-%)Q9\(" M$FJNT5:Q3X+H6+RB6T(E.QCOKBOL,BO5N6_R&IU/)0.1,;A"7\H=?RVWC&S M O3%-
;W=!H:"HHU6"TDZ:CU5#VHLW$BIR;FKW'2Z"(;93%9E\CE-W#."6;?6SV5<3L8X.N$@:=,JY"UT1JA##RM.ND1N8J MJI'YIM3(N!.V!G-Q^EM3#,&-
AYV,W$F)5N'&NB<6PG7TP;"K=XWE7LKUU#T/ MU9@KD(DJ8\<5SD^E]N$UV[(/][#5T_N]5$V?8<_G=G=/'W \M2T?!&9X_^'!>HHVF*3?1Z:6 M: $-
%K<&WY=@8DMUXERC!V .H__85,YNV3EOVP@$UY=W*1\-X.;-!F MK/G$P7P[4'J]@+XVYWC6N[8@?T&4;I^<*RE*7\1U0*!@TVM_ QB458H@C7W M0XOE\U\>1#/E1Y'*WFX
^/F=J:5UQGVB2DHSHJUK$C/V0,;EO7HC_>?CCZ/9$ZRV\+V [>"XZ[BJA8J^Q@\I MOZ,U#[WH$U_3_*?UTV:Q?O'BV=S:OH1?W\9?3U3!N=_L_W\^OSF_/+"^WT
M\MO5<8:@4%D4+6RXRMP^=H#N_P KF_&V6[R=7EY\.KNX/OND7=^,;LZ^GEW< M7&N7G[7+J[-O(\3C]1H4,KYVBJ\WWR]&WS^=WYQ]>KL98M0WFI4!K;JAUZN2
M\MA@Y=&=-K:G4UE#34X^_+=<7;C_5,6 WB(N$VFVBD_&#>W-JS0+X./I;)NC)%;=04"Y>WAG\];6HR?%9RA>T M_YI;IU[L>P]D,0;O+L';8?"6"5Z#P;L $7,7$'E%,LJ@B%P4>;M-
[MD125BMM*3;LXY:QR7)F4QR+.M8UE60\)CD M#E#6+6NOR_HHJ:-:VAF_0JTE5_Q2%/LOX[%MW]VM5FIAZR_)BULNG,FKWE&#
M!9N'E[)3ZBYGMF^%F'8U]@*,\T\VR@44.U^70JOF,,L4YIQU?GOYCS=OH1=X MX_>?*:D;/ANYD_CLIWCTA;SQ5O]'BW+&VS=>R?48[:.3X;"G#]N##;HO;0[3
M#;-7USW>""2:"A++*0+HX !T[125OO#+IZN[,\)(S1 M6 P:R^=&'+*IMPQ3;[;74]UL6.W4[FF@(]6-MSS7"U*XNY MIHKG9*XIT&&X-==T6JL]AXWA&G9>-
M9AP$X;Q@'C@'%0!1QP:LZ.7)J7X;WM M:PZI4MH;^VF&S8""M^_+<&N6&^+FQ_GQ$A[?2QBE5@+G'%-3[2",I @%2&[\ M.7PR&H]!UH;%BI'7)\|4G] 2&:?G[B^
!/9.$]9I!)N]90EVL&OS<(A=9NN= MEU1]7):>GM0QR:'=Z>K#7E8#;L9F =C<6DWWZ*3?[>N=0;%I\YO.':^C\'PE3G<83>F1HM/:9*P\7XLO MQ^SNH\N=/B@]?
7W08OVU9$F\.\UG<'1B&GK+R!H06Y @9B?,2]6;1\OW+3>$ M7\7C;PY >XG,A$R^^;< R?XJ-SO#HY.A;O8-?=#/FOO#VDOA.-V=[M)MX0UG MZOTN:R^ELNO.'#5=
QTUK5:'V;5L=MU]XE87?:HMP&Y;-\QBL1JL#I M(HP#Q@'CH HXX/C CM*FQ(1OCY*GWDR]('@KLQ]TS;7#,I*GJI@E?C U!Q>> MZZ7+#LY$IMS^*T.[V
9*;YM#O=/M[Z3R8!TT17L[FF$")HY\=Z5HDLM]*L1Z M!7->Z?[NKHST#_6AD17%J%NI#S/,83+,[OQGW:.30;\-+),5(6)VJ>TQ#Y)=
MRK]?,/G!T+O#OMYI[T:CVP\IL4^TL7X(]@4Q#A@'C(,JX(!SAXIU?;[YHK@[M-3':/OI7:#W9W!&O=BKR&N]GTFCEL^\]G,)RCCN';5S&31_$A6(YVZ0!LZ>
M0M\"MG9;>RC%O^2;RX.BDW1[HGS?N MW"UORU=0 3-BS1BQK&QH@X3LS*Q6(JOMKG=##S.EAT9.JY6ZN<(/95#5P3/*[H.V/>RZI[>'?=WL
M[Z9DC:\DYK2=E.]LPFCENQ\'&)5M=3OZL!SP^\8J<--OW$FV-'Z*JZ'8K9 M8J5]/XP%Q@)CX9"QP$E +_:/_IL^L">:!:< H&F^/;'M!PO100: MT\,#:%5!Z(W_U+QY&
(26.P&5HDDY0ZM5R A4(P&IB_G#K>U?WGURIG/X]/K> M\NW@,@',1A[&']]BD-]T,T:V_? 12E3K;*4 M8^R$B^H!"_/HQ!R@"U9O9<[K8#;:(1MENA8K2SKM4MFH7K#
IF*FWNNU]%Z' MV:@B;%0/"=S="1O5 Q:]_=Q&[!AML!N"G4&,!<8"8Z$Z6-A+BBB&%S\L "// ME;F1YW+)Z?E"?VHV'$F9T4"QT29"Z\/&[.DL4&UF^VL=5O:<6;X+JF!P9?
ND'TJ5>3^>ON_7GWX CG[03E3ET'Q5.DR_OTYC7H3" M'KV=9<%@<'32.NYEU9#7NABNTMQ2K@U5%J6LC1ELQ2VUA,&@A=S2RFIXPMQ2 M-+?
LQG%7%J6LC0ULQ"WUAH&)W&)D]:YF;MG4A;DELU1!K&Y,'VL=_UOQ2*V. MWD'6R!PTR:[)_5O9-=@BNV.JL$7&0A6VR%BHPA8Y9[.DG$UUW^KEK\G;7]NV
M"@3TBW>)OU,B,N7U1'^I\L%'S@\M)S_TPG,7%=61.Z&_?*Q(+'U0;EY!?>'2 M.SKIZ\:@KW; /6@8K6QB!*R"&M UP&S%V5X:YL+V0=J*C< M.H?:PF788NZJ"?
53D8/RZU_J"]7@YQW7O'LJ2\G&&Q>1;- <>'< M$UM'JBFF]J(Y\!APKNQ^(Q;G;,\QE+V62AYIDSJYTPBJJUMC&X=9')S?WMF:- MQ][#S'*?09F O8?P&[BY-**W M< 9_2/F?
<8\%MVA_F1][V]=^?M?6TIW>)6FF_I-#@N@!7Z!_$@)"-S2B/7W MUO31>@Z.XM7O8TU*9G,/Z?\^2'X!IE)&1!S]GMZ!F&Q) S <]_K) M9V);R<=J\WN-NM_#IBSMWD=E]2^@P
(#4#,((&T<&8]$^[??K7RPJ'_&J%=8 M7W+^4OXZ::(Q.K08'WFD'+%G.F9 ,!H<=YT4*V-\XD,J5F'-0R_ZQ!>'QX_R M7Y?-.<6'5$KGHM7#)?;$G_?#^_/K\YO[S03B^_71UG*'*?V@"
M@4QU^T-C..S_:+>/&&^[Q=OIY<6GLXOKLT_:]S;]?_YR\ T^A^T3V>?ST_/;]:@EW&Y4UR^^7XQ M^O[I_;LT]N](Z;'B%&$H^>C4@G_\VV;PM4N?
*$]P+KW@68#,";:M3T+R1$E ME, VJ-SH -X,D>H.S64>R=8_%_1-T-E)2QC;T^G,FF N(_FP\-_RI,(?+%[Y M\?(;"(1WIY=?
OHRNKL_>1W_9K@9.&9HE+)#W+7FGOV]%UWFVDTH>(>T*H]4Z M'5*OUI)\N5F_'3F?WB)*BU10J;.8&VBCMR<)KDB8:+C+DD#U2H>I,U5:=CE M\.K@)<)$9=JU#H%*
[CWG!&!P+N?QWU8B$CO1+1IHU9F#F9.N_0:T^W["PH M^,";7VW+FUVSVMJSK;\.11!$H(,B'>*O:G)5UO531YJK\]Z97VK#+Q\;RR^^
M]RBHS3RJ]3EBKH%S9)R).:A4#AH!96 -Y+6[BRG,F[\VA?YK>@[FYJVY>3TK%,[=X_'\83ZU0GN2XJ(E5J_^43[9 M=\[8"5DDU.@<+ RJQ$$WWN*56D,Q0%K^/7QE^X&,?=3]2
">#Q;N MNY*#U$ZBLF1GX?JBP M:?6*AMB;$^0N^F8G[]V^;3;]-A4%F?GV.XJ#K$9I]F]>QT\%<,!':VJY8UNS M DP]_V2/U?
PV@_+;S,P_4T9I$K:QJH@5J7VOYN=9U8\%RG[5Q8-KVM4.0HN M7'[Q.:]Z^,YY MLB?O_M?VO73AL(%H'9B&^2&C5)@072@!#8QAIX&T7ZE-LH"I@8!1X@*"UZLH M8;Y??]JH
VR><#%9N+!PJ0>0&R5<7JR]?*RH]K*R]TE[=8OHE%J+3999?!6 MV^WSVR8>GYI)JTH#O#1%;8?"=%-%;:4<[8 <-8:Y$G1W]'A(U)<6HR_Q\K+< M;P0AL-
ROM=Q/"A.P/N#S.]NVM-[R4#?!FHS4+X@H.@WK=:C6P$OC'X MQF@$P-?TK=[VROAFAQ8L/(DZU)9R5VS;?;G=ZAV=& .];7;UX2"KH6R]Y6:U M*>PMFP-
,"2SB^@JB>C]C0+C_+77YJ^= Z=B;]X[R_&U M7]9T;FO6Y(]Y$*(BABEHP/ $>6QS-O.]!R<(//]9=@,F<]OXH/DV%3!3-V G MGEWX;S&9CDF>2;@8U*;9))GDG^P$B^>>!E8J\2-
FJQR?J" MEXF]2MBHU":9Y*M \MF^T\ ;OY<^E<\/OT:Q*^72O8J=)Q=>:*^:9-J6'M7V M;L)E&[M@!T(Q)%1"2^ MP:5F!7/?CB(0:FM]8"7,'(.,_M6!^^X<]#F$U;>8%
<8H1'=!WY[8#S.D M= Y%L+!G4X9)GDF>2;X:FV229Y(_,))O'GB9V*N$C5ILLK[@96*O$C8JM4DF M^2J0_)H\[AO[8>;YEO\L(@6C\=BW\;$;[UOL)_D7IG[6,"AAM(Y.#+W?[^GM
M;J<1;LZW-6+_.L*7&?^%C%*^QH'P+Y<'U'?:,39T]@);"VTGC1@K_Q01!)Q MX.H'%N-LLC#),\DSR5=DDTSR3/('1O+- R\3>Y6P48M-UA>\3.Q5PD:E-LDD
M7P62S_$\8DZT<)G<6$^7'+O+\U[Y?+P>T#X&"NCVA@1.+"#C7"7L/-@<:6'*SH<(DSR3/)%^- M33+),\D?&,DW#[Q,[%7"1BTV65_P,K%7"1N5VB23?!5(?G6&\X4=GI,OY(L7
M5"FBL+$;LD-NR'9/[PS,1K@A:\3@S0/O8;-V*0S:;3Z#+H<)%'__[&F-5S_S M&,9Q=^$@XI.\HXAOBYN+D;=>UB"+%\FHH@ZXB:KQR@VM"*<\9813X+-;SY\ MI.DA(M*;.1/-
WKYIZ1K^]N,%V5MYV70*"*N<3C@*)$LF4/J21(,#N80 M)@GF$.:076RE:<3 X&#>8&)@WF#>8,V*.80YA&\/YHTZ\|9^VN]LX=WG?/>-
M1V.O#5G1OU<.L_YH32UW;&M6@,,%OEK^^%[03-O0-0PCI:,#KV%ESE3@<&84 MSKR^MWP[N)R'06BY$UAP(:0Y"BY=)4M!U$V)&JK,# 7ZZO*.*JLP.^&'4FGU
MXI2&@#:I!DW/+S[GA4WOG"=[\NY_;=]+1TQ[<9Y27KRTV(PH3H5B <,"YCUQ M_CU<>;8?"%ZOHH39-"6YWE'E(=+@Y]U<$G'P-[)L0^!K8V37P MH)-
Y=BST5E]L\D7P=L5&J33/),\@=&\LT#+Q-[E;!1BTW6%[Q,[%7" M1J4VR21?!9+/"T0EO2F?'WZ-8B?*I7L5NTTNO-!>;"K949I*]GZT6Q7L%VNV MCTZ,04\'#F]H,\K*@XZ%!%T^
:WEQ7,?3L* M,E BL<#Q"%@&DXAA"][X3RV8W_YACT-839MY04!AB+_=^K^?^/%<1XXYL%!G MFX5)GDF>2;X:FV229Y(_,))O'GB9V*N$C5ILLK[@96*O$C8JM4DF^2J0_)H<
M[AO[8>;YEO\L0@*C\=BW\;$;[UOL)_D79G?6,?K0/3KIF3V]8S9C%-;;&C%_M'>'+;/]"MB^%>7N-9]XFU$7DQ1HVBBTLPO2%\8Y*A2@N[%!S:! DAQ=8:+-Y MPB3/),\D7XU-
,LDSR1\8R3WK)8+_6PC%:JX[1VI.#EDQD.K M>_OI_[1%-(E;0&T\"65MB)3^O7)VR4=K:KEC6[,"["?US[EK"Y)I P]AU%(E M9Z[EX.AY,='S:YI9?SD/@]!R)[!@UN2D)"E&&:@\VMU
Y8 VJ<;HSR\^;SO& M=,AC3)N6F,,"I@8"9J/9;/N6,*^KJOO M\!XH(EV_;<(5L")1GX4_"_]:"W]V,.0)K=%DXN RUO3*Q08*P0SO9.\^TIZ'03;6;!,W; ^6M- M4T^XEQE[+BJS?
R;Y.F"C4IMDDF>2/S"2;QYXF=BKA(U:;+*^X&5BKQ(V*K5) M)ODJD'RV.S7PQN^E-^7SPZ]1[$2Y=*]BM\F%%RY-.NLK/4R'U6Q/W.X=G;1; M'7W0,AK:^[2R'-

[+2)4VL%)96<9/CF/=M+?$*+#F:,&G1@_6T)*K!S%NT?5(7D^@0)_)!XZW$ND=>'@J=0QC=,DCI6Y3.FXBL M2.^++H+MZ9NB_C#&)*"$]-4[$FORC)3(%%9'/J4K$2"J*:]$
M@@BR/3ABHH:N@>4+]BN)VJ35)D;] S36(]E#L]*$*9 F.Q#"N@RR3N;4AP\K M8>]M,+:BW(.T.T!:SE%2,]V:Z5QM%X357=S6+\[65ED =^**1J'^6-;&C)'& MQ -(4*)H%R=#3M,;
*S0M$@UKP$K>^#V0I5%C>>0C)[?!H 6,:(^WX'V3DMY$#+]+40I MMO;LS:/ L2#!(.&P2(@)ME63W58;9=&8IXRDN8@$DT(!HB@TM2PI\Y2A3ZA< MT$Z4VBT@#@
U&@[S,!N7TBLJMDQ>;]'5)(76^+4Q_(($?G"E"#=;U)T"U=$_ MYE%C#&J'*Q4JW $F\ *GQG[')*%7)J#&Y>R4Q)LN7%.]C*(9!(TPN;656RZX M)UFD8A$5:R4Q<,4Y-_?
E=*Q:MMJR6].*=0%[^[TA-(0-F5_^MK4I$8P9-X M0:KL,C,$H#\.X\'1?/ZZ>6_SC^],X:2V0'3$_L!"QYE"A7F.TR=,=G=W__T M<495TMIC[E.YL.A*_#-
VCMP+74$VT"02@[U.4:8*QXD5>$A)SUC\%5#B=.2 M#43['8&5>0HKXG;D8'RS@_%&J]'1^*U&UQC5GUUC;#6\QNAR-'X/T?BM1M<8 MO1U'XV6EMXM)Z^B7D46I[,K+(
E*,YA.RRK".$ VG2::>)XR939]>IQ4J MRIL @>)HFX>B\WRR0^4N7>/)K81R=@YZAR#P;U$J X:_\42@UYL[4](6QJ 8 M/;(K3#EX8LTFU2SU\V_X5=*J$L/DP/M1TNF=C1;?
-.F1)9Z/;&TJ$LF>3VN1 MT4U=+J-%\N-!9T\XO/#&>KIT3P5!?+-G<^ 0"^Q1V6/T.WI:XJ/%)X/=9$_B M,7H8&#)+*JO!"3P9134V'4047;IQ(-]/#A./*D5+791>8VJ';Z%22M": (<$
M(7"^DDF>'F.=?BR(&K+*7(/%15&? (RFE_/&8U"3R;="A<9B7L<_+3<9$1 / M^KFA_.CX7-C']$&4+TMI&!]/]7W3)4#]-'4A+C#P@[E 4?$Q287'>_A#EL*) M&M
(4A/QXB0-.5S:1A)/->)RIN76'%%7"?$2Y059O2>2KY6,%HI^SGT\LZAG MM:;C^33QHB>[TG-A(8XW0Z$=RLFS5*.9M^4(U\A$R1!K]+4$<=Y.[H^CX;T) MU5&E^(3" @(:6-
D"&Z;[XQDN(W(11;[!9+JT36Y6L?\H"2E]9($F(LE/-KIG MXR QQ;3(Q9@NC*%GHV]BR4/=;S"B^!.N6Q?5BGM11HDE2-*SE_04%0PA),Y/ M=*Z1J\\#U/CH?YB+TJ\93:41@+)N,9"-
I/[+D\|O$5550A]5,7Q&[G.J=Z/L MV:%0EKCM29H$4HA\LL=J7-F(;J;,FISL*D=#[RB.AVU5X@>.;87^BZJ2/RW
MS/^2]1V/N$59X)$*S$;95+E+%;1G^2:1JX9"TU)JY6)_7Y)P]T:M+<@5: EB M NDM3]@]ITIKW<[3@$[7.$2!15L42VQ8CB/HHWD YU=G
M44E\3%RREC\1=QLC07N3@KHLO!:ZZJ9+8'A#_E I<%H2E_E >"OK0WXIVS- WN16&-ZEMFR"YU!XF)8^?'BJ#^A.S[8. ;* M&0<1JN(DIK_DWXQV4HB=]%VE>;6XFI_2-RQ>
(&Q=ZM)! I M#=GCI-O?$G=:X=-1,U/87C^YMI"D-YQCU6[IACG4C>[R0-5"<9"G;[UFS4(7 M ZF2SND35_!BY"MWUJZ4LD!7BO+M8K@"'@GO,>XKM)\1167A7=-
GFA6B".KH8J#LVP67<6XG)B&D+^]B&_U*K'+I M)H-Q"T_11!\$6.2;D^V@!62KMUL#O=U?SM8LEFC%3-VQ]].%529)UZ%%C2QZ M3L9
X=Y):E7B1D61JRUJGACB/)QLF%R56"D^)YUNR<3\??'T8-Z*%H#I(IV% M=;!)B,P+7#1S%_4ORW4I%U04F*^YIK,FF\13[K#!),:?W3!I_W3E33$_*L"+ M[^,4=K(A3=M
M#.\IOTH2S_;HRUNST&_G9 M+- :YONUJ^#O%",52)LR/V@* MX-3&61'HM R9DHV!CU;@P$6V /UG\6>Y&.AW6BD,4"UF#@8R7+6[1@!!"@5V M*N%EEQV+,R,!*
MS[O$ZS*,$CKE4)BXH=K?1Z.KV*5$B<>H,3L/RB8=-Y[3'!D.B]L2:=/"XB5Y M!L+T,T[^+3S1P6B]^Q]I0.!>1G[HC$$V#VBB4#)!I_#W7K_[_^5KHPGD9Z?' MFO2]IT
$,+SSO!!5$I M+C(%K:0QBS^?VI'/(]&FDX/D(!ZV@2VLW)\+.A+\ZGDIJ#6=2BI(TL"C7W M5@3Q8NMRMI"9MG%LD/)"R0B^FWJ/ 1G]%#6;..Y<*^D6KLM\X)?PIGI()7*G
MBQ2_((R:+TLQ$,Y*Y:! 'YL3+ H(X/%P !& LU.H%# MTIF++OX@6MV>Y!4YOBK5IB!SHUF9.*\&RF[\U6H6Q^=WAI$U5V511]EITHXR MZ&
[YW]ND\"BZS&9)%/#H#V,37X^BIVZV,CSZH]H-.L0.MSA.0]MSU"E%2*!A M"YRUMWU#Q!&[S"IZN3XM4Y^IHL.*9KK],7?7)/2/A,W\C50?&K-8EAK[WY$:
MB]E0TZAC<:21>:E1MNUXQ",_6BC&D)N"O'MXAE.A==+'B(H[Q2#=_\M50IM M"5&YCAI2XK)CGDE,>P(B_E73U);3@$47RHGB;D@UY,%&TF2\ MR_Y,**-
P2R">K2B>3%5<)%0 *KZ\.$1*D/?TK A;@:M%5 AYESX!1LE%L2X(MHEM'2#I K$-M"432AYNW)5&:G3,/!/CE)W[L8GFK-;Z?AW$;ZF"Q?;5L6+N; M!JN?16\&/8T]HV6^N<7)T!$.
(_J78 Q6T!M!=S5%8<:;YU,U?5H;4IR%03RJ M0;2EG\E&M\F+WHAB/NITX$5Y2G&B C;NL19EB9@7)%,78PK!"-64W%OL"=,K?MIR;K9OKV2LK4 A]((8%W&&KI $ M<8MJG*!-
ZK"H^PXI62[.Z8@&ON%P;=&&07"1;!^0WEZ&>(IR! O7S8#GWD5D M)76T)>*ZG8L.OA1QBE1^]9B8N@JZY"^/I.=R3S'ZC4P92D-'+)D/'CG*FV8' MR=(R3&*,L4.O%FE%"D+E-
8&OAJOHSB8U5QWJ1^TO9/XI"7AJ6K= ZZFR5EU. MN\J[P2M$]#]]X#W'_W4!TF9.P Z4Q$6,0(W MXXI[UN*F(U$=?_ZAJ:Q_Q==B*<2"1\$&B?.D8G#%6.:#/^2$N'8QR
MM+QHGEQHR[)=B6B9V98MU)%P"_ZB5;%U;X']N7=6=3QXM5Z;[_:>N]W =_X MO#O5=$54(\/+GS+DJ%(5.]>$4FY^OQ:7* 4^I !-30$%N4,LD_0M$;D P3S2 M4(2D%?
5(,F<=U!M[$K<%09U"=B*DF0E)8;5H[)-H57?2P?*3!$_.;\+%TJ+L MPT;UMUG;B?HVJ%DPB9HK(_JI\++"%PDDHL"%X\[FL##H65/*P,!"%8P[B.2< M1]'C?NG@<-1?V*T?
V7.QH12&A*BU2F3EBEQ%P:R13HAZ1+R9%_%G=J^_@LW5 M;L7-U5/*\P2$T%\4..S%4HW:6@04#@ON@2;?83*@,B\ROHA QCOP8FR=@H&P MN,4JNERDIP5N@:EH'XOJ?
%QJ(IPF%-2RDP.G-9"),\DID5+)9[<](M^!0HMY M5X\>W$NVFTZYDF[R O=KF#_:1F;95A'[;:,:N9P;MOB!K*D3JCUIS&FL29]? MKC?-G>360"0-
U*;/QR^0'U^I#@"5U\1V$=*CC%R9H3GLIR5+MY2QY+ML*9M M4#7__B'[*5R/7?6<#;,I1=10Z7FGZ+ENJ:A;!:1E,%KJ_,Q.T6*+R6_6>LC3OV-ATU% MTQ>GT[6S4.
(U26C(SHAH!B75TLEPK5O;HA--[=2S.0H-*GZO#W6/KW@Q+$> M%CGD[7QQE*J&HL:D0)5KJ$O->(_FFWV#]3&^L;=.K0,03!V@-J.;,0T2 5+"
MHBIF6T.S9[+&QZ5/QKVN(X9'Z_8LIIM,XJS MGZ?"A9)(H*A!+0TZTH4#]HEL@/PAQF64AZPAL7?=F,9Z6]!8GZH]CC/8!M W
MI=@R9;$_>''\,I>F%BO*@FV+'HY7ISZ],+GKUO^=\ZA>DT=E5CZ/ZA7-D!1- M=Z-D$WQTLTRJY0R5+=)9JMUD2>QPB^,TM,52W3*J-NZYA_WMGQ#S!F[S*CZ MFF5#K-
#L5[99P'B<0'QZT+R,\]_X%@5]$[,JRF#(:8;:-I,!\,_7CBYMPLT/J@G\[;6^R\&*J5N5\%VJ1R>904?7\.P[)_&3GZA0JP,V*)AW8.T9.??HL.T!]$B8NNMW/W:A#\RDVC16Y,4(EWV!@
MSN=/YZ>T L@Q"C/L?#K,8+B)]W.3?99K10ZQ,+:;/>H[:Z9-^"+'9KC@QZ:L MHR>4,M3P7DHF*GK%U#!!4EN%4##93Q3(4_G[M2#N&^]*1ER38N0=5!$.6Z:1
MEEL5#Y4*R&D$.NTZ*1Z/H*M@'2UIC*M;24C:%ED;Z&7) M[PV@%/''>0-*NZ6.3J.&:.P'VXM.^*'%0,N#/ MJ,/.<:1N;+3!I)N]LL,W-$3[620RI54FM=8]N:5BU4:.'EA0;8Y1!4\<,=*A
M0,I=:E]ODEY)J<_I"KRS1=>AY6'R<4ZDS!A1"LR1WWUO&JE),DN/!A/&(% 6 MC$O^11\]6W83B]M9:M1W3"3O!=[4EEE3.3UJY,NSP(B3+3P?R^M$6R02T.B(MELT6Q6V;
L+R(NKD'_G2>+F;C/TH8,^GC0C,28_#7'!'(=8X#AJ-R\O)!8J0 M(6^1T9TU]]$>!*\19-5@TLX)N;TP#Y6JB>O M;_PBFANJNL+YQ><7:0M@O_5TH]71>P,SVY5>."
2_:=*@#!!;1KH_1S-2:O^ MO;7T6MD!$XV6%UY)U-Y25-]2\C/*H02U6O*"C20(B5#,J9%#OJA!9E3;BQ># M(E*$Y9LA$/5%89(E[**IDX%," !#501>1,'8L[@0
MA%I!E>RRDYQ(,UGH "L<+60$V]AW)OLM,M^-6C7&36$7,M5$=JL-Y#N1;?=P M]-NZW^&FQ6 ?BB_3R*"%+:A9=M%^C[6S./,\U@(QA4_6Z6.U2C2&)DH3QK0U
MJNIX3!K]V%%^GE2^A$(F^C**V8S1+!O/^U,"(ZWVB(=CL=.EONH[Y. MHO$)O2J:L.Z(?/2H/12:+]@>1Y8RXEF6:Z.C(84K?WU#SO M'<#^TM4^V[=^TM(:M[\|Q?
E1=%J+:\'4&R2N^BE>_3-_@.97-?6OC7.V]+;1 MU\UN=UGKV42%B!HHH@,01ZD%0N[@^% :"I ,&Z:B"KFDZ!XR\W'F5@A_0<&I M-_)3;NA="%+BJ+W?R"VA,LH_GLISCK,FFJ!
@Y\U^IEJ)UOMDH_ M6"!+Q44&1[:O;)\(-8LX5YWR!PB='_*767WTMSEO%VO'CXT,4H.7"-IXNT4& M E'461ZX,&(M:(*MO^MKUFLEM> MD*J0O".*(VV6=P2/OBSOJ+=-
TD<_'Z?JY;B994$QKG9Q:G;$T"PZW:K+6V3>7'"PHJN[7?20>FL[-,=B,FQF%)#/:_DTW?>=.H]DH\& M@?E>R\E!5A(V8<_X_V\7<@#^[\)Y_V\Z#F FX,(5W\N.G?(S;"ACP7_)ZX)-
M6W.^!]0M?A4)A$ZKM>R?BY[T_-F]Y<)/3;A@E71J8B%MB3W$)U1"CPH:K@,\ MJRVX!,72P)S>HU@92_D6;G/8WNV?#M9I8L5?Z'M_VN]D6BQ]OR0N",1FMPO8
MEW^\E=N98']V8J1WX;TS_A-;_KR//*'+ST@PYWXO7Q=_7X<4<;/(5J7_W]]$ M,N;8GDYGZ 1V?Y)*CO^6BPO;)&/'&<2^,>DMDU5#*.@6QP?X^/$4V!1^&?TM M(R(H3]
ST:72HW/0KU.V!/U#W&!'B"X?_Y@L9)>W!YWCSJ"S5'&Y-75*T@@G MJ;=0'3Z8:Y'$$.P0'Z!M%/WB0UB+@5O26O ',4EL+@@+QZ&LEO=BH.!6][:P
MVC?!F12AR7UQW'WUC9$6W1L23WD;R=X.2#E8QQ6.'0EU(0GC I 9Y58YDP7] M*><$R]Z+ B_>5U_:*Y,WA3NHB'IN5)V(ED2MXE&2\I;$
MK;;:4[EH0BZI4Z(#]9RA!Z1Q^]//%;4[TCD3I\ M=/)WWPNPMX$(+P@W];E,Y[@2.2&7,B=D,[2+,RURU\)O5---)G.L7.;%"ZAL M1RZ8#^N*+S(#8N?4@6^K$HSER-;+
BO#E>F$Q4.V7'3^MD-,IGHSR.%@EW=* M*I[MC@8@@E0+PJ IM[4<(0C_,8:=$O96.X"\R1^Z>HFE*Z"ZD-(277FG0 V%WW3;
MCEGMMJ@^I&WV]*&Y7!_R"@B_Y1MO4VD1*418?^&-+9E&+S._9?-3EAL'*#.LT:1GI$3U89D^989YL*;--;*LJVV,,['M[5?6$ MK8=/I:[XK1NRR?
DE*_K%6'D=UK<)A!9\Z^TN\)N5JE?D7;NS@Y38>:2::6G"-:*>7R,YOL>A,>9]W/CBBV^J*P1'M3A_K$!O+,VSH M1OE;94\-ZK;$\!/=,(>ZT5UN=U#IL%1C;GJ./E5B/Y6[Z>M$
MPQR6XK!4E<)2Y5^= ^S3-&QU]7YKN4\31Z4X)L)1J6IL;_))0<9?,J__:W< M;B7L5*^_4[V0:0!EA:*&JSK[-\6KWD2F^:VQ_/**(%2YZBTVVNJU=<-LZ]V, M/LA-X9;F:]AM4*
FWIS&6%11P2MB?XR#_>]O21&3[9+>?-U^.[\W7S6FUJEZ=&J$W:Y&;2[V[S:C_MV/-A5JXJ :5[-^_O3_ M'WOOVMRFDBT,?S^_@M6N'2O7OQ"C.]8,A51&&.;W),#^W.TM
M^W/_O)V[CL\|]>(?C*9?W)A>L+S#;FE\??ZGI?I-E=V]>X9QKIV]:W\^2*7[FG4C%O,L=&^.H''YF ;1]-7$6 .\WQ=C&"9,&R\
MB1[@B>6Q<>!Z/O6@E$/*Q*P6]L+&"YKFXDZGUI@>$ Z4 S0 'N>+WN. 6WQ2 M#4#U'@?23=.!]"DQ'P^?)(8!QJZZ#)\NAO^]YQ/@&IS-QMGVJW%6,
J5F'[GP[%@JWGJ&$])!3AI<3ZW+5X#2M<4P_>FSGO[;H6 MCEC4<9P,3AKB$P=QI"2.'!0XS?LNPA?JLH]FH#?GAP%%I\+B"1!L_S"<3"X M]BQ] K+-L^ZCSJMSSZ5)70O>
MT1_RFB#H[V3@[EOKB4Q*,^[9[;[?*9=3 /FY0-J0]I9/Y1AE8 ^U9R 3GTV M1B+"1IL^<^+T TJ&XQ8DG 2>>F ,PL%/U"ES64.#T]4H>0Q?Q!QT.71@!S." M!Z-V-
ZYN#1/J5DE92IF:6FJ'ZMV9_.7L=--%_LX"[=TWU_?? ^73@"LXYVY44QJ9IVZXG%G)E9_F;LY'G94,QX.RR^?"4$Q.ILF2("+@ M3AQRQT?Y_GMA\> Z<8Q(!;N([KE%!F$"](^N?!/R-
^O+FX_A0P^]?I+=V*! M(L9%D;SMXO8RO(N/6&[WHQ'+DI]$R!6.4R8$M D!Q82U<)8(S4V+:P8$@T7 M!__B5@T[,=9>8:8[,81$:T.D#_F TM5#.-3-I4!G5(DRC&&MXM['T#+U
%U M,H-!#B9<&]* /8C>_V(\2M'-\Q&.*0,8HQDS?FPX=!F0%4H"G_*3 F86/#/F M9&M2R7B.T&4*.5UE'2$SQS-Y1/PH?:[&@VP>XXQ#83U,+)OVGP6SBH%@]'_Q/V3)H
M%;]HU+<8]&B[)JJ8H!*.6>H3E9<+(8WNY:RAW8G1T7?J VA8.'^Z'(I87KM+ MY6>^"LGU/-'$X]K[@?AS>+.E>P860_7T;L?0.X/C&*F\?A[V:PZO1O.P>P:6
MY73T/AQ@ZCSL0G8P)[_(6[9^,CL?UK'E^.5L]V\S0:O,/L3=/4[0XE96H1$Z M>.EV$[2,UD93>HS#FJ%E%!U!QJ]NUVV*%JQHD_5WXNM?-=MV.4BKZ PM+050
MR1*H!%]1O>*U&'4%D-_DG+H;OD,E[TP_T.UXQB8+'+R9] A],GUK?.%,/G.E MN=0I6'UD"67Y![(RYH[(/Y"8GR7'<7%[,6'DW..Y"8&[2' M. VF6Y+O0&V9X,P=C-, A3*
<&$!7BC'K[S_$59+T65^*FH #EQ**Q8I>$5=) M_DN9JJ1.44I.61+O^G3]X_.7'Z>7U]^^7=SL3IM;61>_&.3GAUZC_'\ A*"M!*S;T=(I:L7UHL M1Z?XY2LWA;,T^AFS-
(RS5BN$>YGS9'9Z6FJ MZ>*[1N>Z *#]U@'08$"M&-*:.M>\!5*A:\PZT.+:H9;J=U(--X1]LD3F5'ZX M4<+;Y;I:U=0RU5>PUMR;BJA>)5ZT(9$TJZO'ZBHBYP.B6G)VF %PG(8HF]75
M8G6-C,VF5B;2R>.!>3[. V4LR%LUBL;_X4XI_OO.Q?.FH^&VNGF+[D*)2DN M+$_Z2CIL!VD.VRURE*,*-26QD]]Z>WU)EX>I1+$F1Y],GTVN'7F_95OI:9>E M3NLQ^B?
G/;TW,/1^WTCOTK#E*;]_K3EQ9'C55O!JB[#]H>'5X.3&EX\J@F55A;!IAW4Z[V]%'O6ZI MV%2](^F =-G/S'$?L22GL3V;U=5E=8WMF4FO?\KL\PN1??ZC0(Z_KGT*LRQ$ M?
LR>K,O7/F%SX2H!)N#U.R7K7T\%&-;5]!V.X5E2FZ%V:TN KD"24.[-@],X M.1^"3CS2A[U1BA93C5JS&QWY8&FY]OIS68?$?#_^ MEK*PKULL;\YN?5:AUE,=I]
[Z,NZVC@V<#S4.#91')($^ 0 M =6_R+T+_[':K>4L)6(7LB-_"8RDI)UI0*$!^O(_./V\T\XYY^T&573:K\J MV-\>KM-@4PMT&S FP#@Z.6^=]=,F$S;Y$U71;.W-
HHJ0K;,VMK,1S;Y9,!I(MLZVTA,R&9LNFV8/Q2U:%;&MC.(5H]LV#L8,T:Z2E)38T6]3)NR')'HE*(QB M:P,T&U'J6X->#PFTG3:KIW'>;NI$Z7 GBAB*LD=OSD8+J;-[K(%H
]$&HE5# MM,G[S?3N9@W)$?)NM8V^ZYQ&*H#H<%^9,_>M)ZPWJZM=LO\!T7;3_:%97=LTG:BPZ40-17E)M5S=?3>@.&+0&MA2RQ@.]%Y3OUX7&C\H=;TL M1-
QW8XHC!FVGH?':T/A!>GW*0L1]]ZLX8M#V&AJO'8V_26&S[S861PS:P3YH M_)B3H@^]PKUNZ:8-/!MX-O!L.EKLMJ/%)-'1@O_"\['X[SPIB_\>-KC J= [
M]G^_B22NTKIEU%"3JZ@4M;NKSAEO"*1-%XW=T_)!6645(5YO5QTUWA!(F^X: MNZ/E@_2B5H5XN^JT\89 VG3=>+U_NK2N&P>+=X71;5<=.(X?DDTWCO(<0(=?
MEU\WUUX#T0:B#41WTXT#?J+8"CD_%:M;8_XW"D[+69A<%,0N2$C>*]/R_F7: M"W8]O;(#3>S2&RUC5:KG8"5 M BK-&"J>:@$K+7)"DZC15KW2VO_Y]\(-/B:CLR:I+
M&:&@$1C0(1T"0E,@H^FO[B2QD0+>];L9TZ:XGB>YG@_^ =5C;CK+ M__.78=L8?/0U4$P8+ H]W;;%]0^+^;H&4GX\T_Z] $2=+N$J;1INQE(VLW M#>G!5Q>WG[2+VTMMV&
[I&CZ_W?JHP.,[,_V%1PJ43M\:'S5S/O?<%]!. E@Z M/F1L>MX2%#C-?'07^'R/S3WFPSUL N_EU[@8*EY MEO\+4$M])T."(I0U;1OIR@HRR$/'#@+V A-@-,OW
15$9X#YPAO/0//7GCD< MX4I8TH0%S'L$6&O65/,70'_J-C#*%>W0Q]4BAIE %E-F!GQ?,S-0B18-D,D$ M7JO'KP3*;8[;!$#P-_OW#D0R=#HA33\67DG7O4/@"5L2-+P.W$9 MD;
[1$Q^_YR ;QPP?A%7Z&:F >IXQ('-O%0#^S%W80/4,N,(8Y=\$MZAP+00) M;IKJ*.&1?F9(4!.&BV:S &!.G*[D:)>/FITQQ8-3,L%.0][8O-.RO76Y4=]_?UJ*QL5V&&
[K1OM7NK0GWBK#4E'DLR *&#- M#F>WVK,5S @.7V&%2*,WH"L!FE]/IW! <$YKO*VO M#/KS?7,3_"XMZW)I;I M+6\!)(H?H3I(#D[.C:[>&:1#\CV1]0W1)=-N;" 0)+AJ@2)>%
[YMSQ :8C9> MUGRI]\A5%,8ED"W&>@#AD.J\"6DDA'#($4MG0,!B3[NM,\%\+NB5<*,-_$Y1 M[XA#/CC .KA>)5<P\X)[5?5I^ M!-10%TUJTZ%N*A@^(!)
[0<'&XIJ=HK.I>IW87+JB%]?6-@5.WMLW?5;9^)(8:99]DVT$7[M\9O8ZNR1_O/U)]>A*,*RZ3#3?4VVA#_9-"3,;HG+6'N)D8]ISU!RD(M)#[^J-J#&AF$\"Y3FWDH?O\"
(OE$OLA9V/9'-1V0\!Y44NJ9!EKQ)2H"(#K^ M]M]F)OK%X*:E@#*=N7#>DNB?2FK:K^=;CPN;KE+:9)=ZB M: >D 9QI_W"?V1/S=#*42$\ !<4' Q(O42[7X;T
6HPM:K#^B[EGV5P*&B-= M X76X.K7G.\C!,8S YU'/&B#;^"9!FM-4QZ1L78U(POY-#@IO; M]%@!BHSG(5Z]3=*Z9 18O HA%< M2#%L?
Q3@T0@^>_&3Q3P"PHL:KGH>K=K!50NOKO#HQ)U?,S ;'LT)XTX/P:C$ M#:5K])583_?!KZC,T!C1, G!(*AR#![(B8SK0_0JI;^5)?#V(TACST5"$!
MPP)B7BWB$_!,R;C4%W##@PP8=#WZZ,D;,VZ\9%DZZ$]CYA1 =:9]MI#),KC" MAY<&S\A/^2;@GEBH !=*CXU;>_*58@NA282>-XL\=Z:#KE:T@U9]]J%,B8L4 M[9TUE:
(#WF$"P-BCM7A\+WQZI@;LP0H %LA-/.M^07B7O L.G,[Q_9EV24:< M+U<0B8S5F(AZ(NIV2D<_X*JGZ'<6>/=@@EF-
&\3JAFBI*J1ID&E6!RTCK\E.1$N]U0HP0ZZ4.S5ADD$D'"+6BK-UE%/*VJ3*NC7/[T ML"=OU7=GONP@8#1L]3LQT8AI\:L:_W8V;"&IFJ;D9UD<=/UZZ-<%VHA@)<&B2
M"^9+1H"6U@;[YVHT]"UB-1DO)6$@ M)&3XSND"8T_\?N:PJ14(>48>4[P 9!]]C6PN?-<8-@B74L07G@FJ[03XVN<" M6S=7=5_FF+06O,NCT%RX/!3N\[F]Q%_@:U*[Q:$*?
KMDID?,E\>\@YD+@BN0 M73ECD,17JT\64AO$//P-@('U!C83OD\&]^%A.(4.%*&N>!ZCG:PX'N.KY]Y6 M'OGC030V1I@(EBZTC,,R<3PC33MI<1&IH:CVHB"F*_\V<2\7R+
(#L!;!8H M%!.,SL$*4 O0'ET/';R_& (7%DYQ6%H'Q44]E.+H$LY&ZF<++L2["(]_?_# MPF!9%@,H)UH6 L/V79461H8Z<1TE@HB*U'@3B^5&1!0WVR?-+%X+0D?.1Q
MNL_:&'194V F+.313ZJM B'CSU?IBJ%"2'=R70NQ_WN:9[T%-@_@TKFL <> M@UF3!RSO#N7S#WC"#U@I\#Z@.KR%*XA?G2^<=XAK"I7A)>-0\T4\)[<;QJ!. MV]NDU6/#V[-
N>R40]1MAW*ZW'LN3KGCK_19LO=<_Z_=3-B]%3S#S&(@ 6.S, MQ\ [X-XMFP<40>2*<:=%7ID.P0N7K0.Z^7,.&'NI\N<8BG%>[PN1!=>@D 1- M$\1 >
U6&K_Z!"Z"*P;RT;1OY0MB%Y=R%.W8410^ 6-MDGUU^]N(RK;<7_OD MO%V@^NR5Z#99D-L.Y)3%=8]Q9(^N6J#)B/)2)N AHT0!&4IVSH 5+4;7T*J$ MKQ9C[FH
,^4!M%1/^)S($@>)C_E!>NA13!/VTK6P*JAW(Y/O:BP&,NRW:GEA MY^2\TSIKK98][U8.I-;+5+WW[LEY[ZS7R2%+!Q/EWI(0V.HF[@% MC0YJM%+@<'P6RII,UPBFH(\]ZY[,9-
57@YJ!/W-M;@FJX46PIL;,YVZ:E.?& MGI*\ESP!"/BYZ_,K5)"OF'R!^8N)B6)H="?<$_0M[9DS+P9(X)QI5X36Z.@0 M/AO5FN. TI.K>%SX9*F7[A9'1\(I=R2*[IZYB\$%
MDP95X*+NB2E3S'@!&_+(F:(X.Q!KR+2=P.D]+*R)1'-@3-$9Z(E,99U;L

E2_H(3"+OP>)ILVBY#O@'0 M7S@*Z2@^/LH?C$A,!GQ(J,+N*4#MY-X.;X0+9*&'7!'WN::NRB3/1![;_3 5+4!?YW ?KWQ!JK"M(>]:-'<\F5S;!$8>XB,J(,3ZB<4V[7DM)!
M2GV*$BKC(:!=<,U%-4A()P'M._4-/BU%F'O:OQ>8N^(Z,MLHL!YEBB17GGAT MC6P_N)>'4QSVLE!?"E?"/4]@/;GP>1+X7!N#"^=@?(;U*ZF;U&SS.5X/&=I/ M
&*0)CSB*,LRN37"52A:O(LY/-&ZL_5#B@U*':<6@0FIW)E@ MR%[;8]+&5T>[6#R@50H@;^E1&;I(";NX_:-\8Q5?==KJZV+'89'L?7"*/SCI M\)Q07UKWUY06Q[-P?>W=[>
(^H#+;TA?7';1.VZWWLO:)3*+4ZMU3%+3HY2(V M]04.-8@(^?H9/J(BVBK7RBO9WG]02MD49XZ:5:MV3Z"6O.K:S9SEKV;C5(<0 M,L5'(@;WW?
D6\E3R6"6\56IVJ%I==X^&^J/[A->1Q-1\-C=YXA\PN@FS_2AQ ME-NIPI[5_GYQ<<-9,VY4I#; H^#E,GC/$U2(1V.:H<4QDD?YU8Q4RHF M/18Y^U0H(-9*@O.L4BJ6R1%JH,EQ-?
1^>#RGY7],$"+>4B3[DT.ARR5B6(TN MTSN0V+7I@N>^/,I,?(\%GBNC#CS#2N=,_B !C%2"(8K4&*0LP M9&:="14R85+_GV,0Z1'[2C0OJOA.&?%_B$
M&_);\VD]L"+ZRD^B1$>@A H?Z^_ZX&_2&P\6%FT3[9HV$C(V%,<5%$/%K6 M?B7A^0L3]1SD"TH6[9@?F"80KE#@%^#NG!AVR[E=')=NPU8W&
[AB,W/B(^+!BU61+S78(&RUQO3N_;(I32A-F)Y^/#Z MCBN9^-#="A_:U.F\E=+K/%)^N;I<:>4<'NBI]7(ZLR8@9#[P?\BOV&X/5V^E M\T6A=SHS[:D,+(/&YZ!](-
ON)X.NG_@L;DU4;J)8AFY VJJKGW[M=JF]0X5T.J6D.R89=4:W3U7)?1^R[IQ72#Y.4NKJ6_F"ZM(]_>H\,9^T6ND[
M2]W67L5!1>W*MF+OO0SVOM&95WZ6$G/$D8Y=VY:9MQS#(^SCQBV!C:L!(=KI MH38P(;OKX<'#S.\O#P(+?581BTEI3V7NDL
MD8EAY$#G>A_9!JH6C]*HMHIGO5%V5$21O%"+;'D/(@'Y$)KX:0YWP((:D[H$ M"W\|C,"*\-U9EK\Z3ZU5NP?=8Z%2'.] I *YB$ZLI2C%.V^M[_)@)W<1[DJ5
MIR2#W]TGX@8BSO=,N\):#;I$#8DEK?N7/B= M8WE+M94+#BH2,.1O3;V%Q\U1A02^C8).N2UV1Q;-?EJJWU2J#PU;*,F,X4#O MI4DR<42<3_K:.^154OF-X5)HXV
T.Z9EKK+2=?[K]&,FU^7;.N4R5)6A<7*> MU?U;/<[,$F2-D\V$=[95]Z49;J-L)HV=9;_<& M^M!8K8Q.G#"9;3F>O0,[&+F3<"-R'W4[HUYT1JL-7!)G=*9=1]HE%V @[Y1L M5LD?
YV2IQ,!QA\N/_16O%S'S@C[P @[-.]B+9& .>MC?GR&[W0" MJOTX<#U.3>R%C1=BADXTK^;OH"QB;X#/9T!; 1 (2PQC")]V.;.8.A7L>CH% MDO'HV;=L[+'])9ZU/[3]2PP73

XHE.")&8U&+-25]1TJ%3&UUW_/U_7N/XI MR"HSEDIWK-QX929C 9DAFG04ZJB2F3OY+UKEGV*1%WR-8B+#G1C:X=<'$8MX MQ/OK$EIE"B2HX5Y0K%)
[N7Y:0SJN$"^AH];5B-YW'LS[EQ+,>X^*)]>!W;#IZJ?5R@6AB?G1M0G;54NS&"A44M2E9!" M<#^94Y%F/]A&A9TRU#IH[@X:V_XS9=#U%S3N4#MV.A&%?@8>:CYZ6; MT'
YO'1D(++EZ-A;\E+APP&XV%[0DPOO?D)5_<8&C*<4JA!34X>!)T5\ MHKG3'^ESOV-3N57_3M[K!:@V]R3'%!2IFN3OL^C\4]X&,-,PB,]/DV_8;YO$
M43LSEV7#R1EZVICTM'FSL89;:R"?F'626GA1>J4(.(TJDL2%2.^J]DXL

"RQBS%^U7BM!]PU179TOGC>Z>E>.-Q"?S]?&G6N%APF?[H>>?^$)TO[YIJ.<-E((@29^PA(X7I+ MNA,]A]1QD%ET*@2UN6F)^408KEH\/IKKJ%UZ'Z5C"$=)Z+
(YITW]"D/7"J[> M8Y)+ -!35RV#>&)TNX6G1$[-J%DI1[ZYZP>GJ;8_H>]22[3,,4#W(U5//.A, M3@D'*;N8(ZJO4:D_L_O@JP.TL* A@]'Z+N&!*-XN'M'K2NZ;+^0]0ZP#Q$]O
MK]/YV>YRMBXR,3D_][W@!_8B)2U&0$@ ".%38(9AABZM:C6MK31HC*#CK$*] ME:)%Z\)+\VQ2>!5[0W,&LC>HFB\' =4NR-Y,J")# NUP+#H6M[NZAIO3PX"C M78AFHCR
U:F$>3.9KDS+(ZTTFN-7[?B^P7 X5,?WC= *SDQ5S!K!]ZKV^IM- MIB,N/))S[Q!>0HW_#@0 X$*DCH_!JW2('2V]RRU?-ZS&$U6+L-$! LU;,[[MB>F+'I=AE3,?
D$FQ993')!/(MR\$,1<'MF7>6S90(Z4%F-A1G;3\V+C;>Q8\ MX_P<44&!U4C6V)IS!8'+B,<(3!00.-/^?G%Q TB#:2J6/R,/;S #\7\:X"RL M:;C!HQN%HZ9XRM2Y6)E,R.GG#SI_M'-
R.%LLU!",5Y:[QDY8H4;;*>9D;/; M_&@!] U.:-(_K M\$G: \A)/_+>^8%\Z!+5W(43^E]Q$9@_RCW'U$B?\DBX&.1Y19'73&1QT5!' M+E,Q]^C=-
_;$;,U0!:3_/LHF=9]7%^#>@Q']9'+MC[8GGM*)/X4VAL,!+#1Y M>2XD:VK4FPSZRC/H"1W%- Q=54]749=G)/D)8GH7D=G[!!U9H1&90G--/6Z#
M[_O%]W8,WP62*Q[1=4*#CW=#YRQWV/%,0C"XD BODD MPYMC)6^-Z"W[.2M+IBDH]/"FV6E#B_NGQ4Z,%M,4)TLFG8$Z%O#XGN-*/\;$ M#$R-
O5A^P$,2'EEYHOR!C^^2/F@:B@WO=>=\E-,S>586CS(,)FD4%4Y1,(0C M?L@A@QFQX>>PS?',L?Z]8,KB**CB\>Q8#$5:4S@9)PBYBQ?[E+N%)OATCP=H MU)WGE
KE5_*FNR7._Y94)M53$8=R;XY_/7B8H'S*K4N*W(7VNY;J-ZBA*52T M-IDN[F8TWPPS=\8S-EE@,G_H?;T@$^'"F7R++ 3A7YQ<.S^P8@'Q[A,&K,C> M?)V/-
G2_MEO==H[39C./4EI,C(@_S6K.,N&W!Z%QDEB,Q M<4\]E6;;3:D^H0=!% .O_#X_.A)4, MHGXI?.8'0=+WWG]GMMWC9](NZCM,/>CH^1O*:_X">@ZG94W(7OI$M*>\1+8B
MOSFU'D'XHD@ M-"$IVO4_FUC1ZEX'/ LVYS[\+'\+76+*/U3Q*[6Z_V6P/15 MQV7$DM,> "M/B&.-PWO#Y];DXF9[S?9JN3U2AU0EOC"_H$#0JLJOD<[_\21/
MLY;0T@0OC%CI66\E$),,:7EUE"8W OJ9,F-)H?V0IA+FVP^OVR67D?$V0O)] MP)-AQPY/XY^\1$9)%&$@OA&M:*G6^^/"%5VU/L=& MYM!^SJO!C%ICQJIR2DH:*J@-
OC3XTG"2!C,*JP8)4U8RDO;>T65%I,3:>YFAZY6S=VF<:<692,$K,]3^FC[6/H&5Y4[HKZ4.S,^'J3 M)+3)/?6YNF[K:5:_Y]57PT&.AE%<42>D?X@62[%^1"4R#[741U3Z;';.11^@
MBEF*%L 6C?*74RT,_EKJ]O/S^KF@P//_ZM#I_^XZPBF;7QP:1CV^DN>:M$M# M3= /+_BT#'_]AW2 T^64Y1]^IV9BA[&2C $?$5-013ZX5-3O_#/#=>/C XD0-G5HH'X'-CU*V :!I*
M?;N4:K1_=BB$V&XH=8MJ'QSZ.&KI V.HMT>#%9(M!T\;XV8[G44)KS<6SM[7 MTZR^L7#JS"U$+7A4"B?TL$2I>&/MO $=2I$<*36SAVCPE--X[O4*$W;!RJXZ
M/S2<;.BRYG19>_.F'G0Y;.&P5;W3[>B#7E5DV9@Q)2LFHG/.L6DFG88#[DXS MZ>R? W(TWC\+Q F >K_7U8WV:MO40\/)ABYK3I=K-
).&+D.Z;)^C@2AMO%8:SPEE1+39TK#/%M! HXN\ 9Y'YW]C+K';YSB4D4KX5P?Y M5[_;TUNC?J-7-#16,8W57;&HA,:ZV,NRVQKI@TZE.L+?U")JM;GR2DDS+-/E
M;78_B);9F+JZ>:^SC+9X6Q;M9K587%>T^YK$XC+!\144$3_@K2E2D]'2QF3G MK847CY:YO6AW*[?MKG'D!?75W;PN&=L_1A".!C+&JJ?C ,?>PA8URL*VO-5D
MD57",W!N5D;=6*'53@'8\(K F;N[X5A)/8WN&')@TQD^TB^ C) M*78)8&$K?%X!32,FWA<9\[%M[DXE\.GGY[;@'O\XNSW3*#]'#CV@B9G[F6R MY:2,/,U1'-LI-
%1IWY1/U(^TA8KYQ_A/3-?PV[7DRP2VLF> MU/9:B:8\U.,M2:N/=!"B70]O=Q?V". S+F.MN. <:7B(9TYH>INIRP9!LL&K MZ!.$G4LF#/"'MW2_]]Q?3(X\Y"V/9.
<@WUUX>NLT&BN0%P"8O6&ZY]'3!3 MA-;FP*Q*(DGOO.(TK*D3]E<_FX%LF%7=8L/&DGTR\^8P*)->S@[M\'G&G-2)(S1?CL\.F(@Q' FY(T1D22QAD-
VF'F&.=_WOND<0:QE\)BQRSM M5MYU?\Y?&X*0F(G:"00ONHYZ"_V3$PO-@J\Q=1VB;!#7LH_+$ MY!H>"#V(]K 7G(F[7E#_4I(E-[ZPYQQA7O])'.%VEML?YP [MD<>K)7,,
(U&:V?0;S^TW/EC7;WR7[<;7='/;N/=9=Y/>9[W:]QWO;;*=?M-W M?/?-]OJ;G-!@QWW'4=B82(2H/\)Z0,@DM2K4]V535&58&LYEY$K=C$T>F/0< M +_9S:PI/V^PEISD=?
6M?,WCTCV-G'1"]T#U[2L(IHPD#IBC< M39.[E!&FU%(>M*4)77E&#C@/#2(<)T;SZV8FPB+&"WUW'B_6W_)?L;'@7-D3=HN7ESVL\+7%8X5FEI2Z$V!<-J>)!B:R>F>V! MD:@?
["--HWA$34S3-O?X(CVMY*:M=-F MC:D,KTC+HJW,T*^A7@'*>HJQ?M')5I0A:VWB4.<(D?(RO':C(_E]HDJ!PZ; MAX91\F7W,F^:BM6RJ=BJ3.>_O(7^A VJO*
[_7(@I30.Z0TTMOJ60# 6&]I(S MO,M=7=VN@L7#,PIIS'*7&EOE;DR/#DW6F?=O6?;O@V\K"#A]$CQ*
M[ICWJ+VS'!XM?'\LU9*'+I*^B_RW/9'_WL]O6.M]%GWD"71H:'E#L31X:-E MY^2\A,V_PMSF1L[40\[PG)OH7&JB8AI;T7;WY+QU5JK$^:T1.?L6
M.4>%H;U*,;2Q@;832S_"2AFLTFA$4SU$$Y[*%1S*5U&]] /.IB;$OYWJV3\Y M[YX-5^N[&_ETR/+IZ-!T@&AJ5(:FC8F4*XL^QVI+&UE4#UGT1522RM,Y>"(?
MDB+:V$K')8N.#DU'U:)I;B.M-?6LB>KE>/*APMH%9U\QHFC%86:AEMW0J5Y% MDH--BB2')X=2MI5===49&2G9H5LV/4NITBI4SO/JPO%2*[N41A]*4Y/UI5ZR M[#"[V@O;
<&#U,+ZR8$U8;CT5P:JJ4K%2#VA]9>K6A6=9C1;**SR+"MN:"K"F M JRI &LJP)H*L*8"[/#*>IH*L 95F@JP-QL';"K MO&Y*B,YHHD3.(0 M@S@*]#ZI2=5.);ZL=JLI!=N/M[5!T&
((:C0U84U-V$$0]X%)GXV+>*JA[W93 M'-8(H)KC:*>I$JNC<&JJQ-Z D.*Y WC4^Z/_[LEY[ZRRP5E-6LH1R*DZH&D/ MT;2RV'"/CL,36T4BGIM+LV*73MN5 E5![I]64
MG#72Z8#PU=AG[5EZF48S\?.M3_P<'O/$S^$FM86CVD_\'&VR'6S=VXS\W'4U MJ]':Z(R,HO6L^66L5+?ZA^.&]RY;<9@)6.X2U2SEE.^VL.0JK:Q2?*:4:4' MR&73RV.93V6M-
#MS9CH/\&K+2:EI31G$^B'.FJN>_+?O LQA=V\%F-U7%F!V MCZ@^L=G>(6]OO]6E!U&DUI2J;5&J=K.XMZWQWJO2&M2H(6KP'AND/X1]-AI, M:3!EY6KAB21,4:R;O>-
*G7(3I)OO0) FR' 563R\$XTJ=UFC$U0H>1HTNZ(MX:^YNWQ5.&!G>\@//(2>#,7G_J<5S%:\%G[<;>"G1R24RSI67D1"N,G5U.V M:C;WQ^UGU=_?VLK?
WSDY'^K]=D]OI3K]2SCP71YOFM^]H<:&&@M38Z(9Y/[H MLGMRWM5;[;;>3DUM:NBRKEMMZ+("NA1$%PLP[(LR>R?G1EOO=P='39I-&EFN
M%7%)D1$,C#S)3JSP!^*\YGJ:BXV%P6#P%X^4+._OA>=5D+?SKAK.D,$8_FY: MSC?7]J\Z%&B=?'6^F)X#E_E9X<'VG=OJA-D_%>G6/D#D_YZ<;L R< :&WNWU M,SC&UB?\?
IM,L :O7HU756N)FV/8X.2\K7=;;;U7;NY6@V%[P; =Z#N;X]CP MY+RO#WM#?5 =%TN/!G+]8?Y2R]9(L9N[.E\2=%17D+O-T];FK^D-HI-US,V MB1+497G-">Q[>H2!>
[">M]8]206$-B1T5B M-0IP=(V3\YX^& XS?$G'061-?*.);QR.E["K> G[HORI/O&-+O98UH>9FF_C M?3XPO*I=?*/;.3D?M=KZ<%!J]\D&O_:"7W6,;G2[&$$;# Q,AMQ#= .=CL5J
MEBI1VRMY5U[AP2;OW60>WQ8.W+)TT=*:1#1 V@!()3Z]H8GZ'W<#I(8FFN-N M@+1GFFABNON*Z?[/PF$BI-O:04BW<:#7V8%>N2^LL/G80_.QTVHU=71-KL0A
MD$MM0KK]D_.!T<_P[#5DTY!-GDT8=HF3'LXX8Z!$NX8 MU2],.P0==3@XE!*A&DBZ \.S^H5M1R?GP]ZA5#TV"+?E-2>P[^75M4;MD RP5P8S;MD\4-L)[B*B40,U9Q.H\2ZB--
:B M-@ZARFV[PMJ.@6&'EI'5]Z%$]\]&Y_1:=KC%RW)?N8,MJ],.&EI)I96ZQ!QZ M[9/S?B47>9: CG6 BG3H9XGSK0&]U1TX&^"4DU.8'U3IU1)U?+ M?
D^=VN0$]@;8NL7H9=6M-$E:!X]IM:LMH\E"/%.-JF18X0C[7Z56* M=<P.W=('H\%1"YTF7-&$*X[I==5 M7'JR[TE]PA7]#C8]&72:)@9'BVFU"U?TNQ0B&PR;$-F1XEP=
Q;]'DZ3&QE9 M^5%5!RR:?O39[WVK+70;(#6]MYOC;H#4T$1SW U-U(HFFC#MKMO.-U':8_.> M5^[N*FS[]='VZ_;Z1YW?WY#+T9!+;:*TE,W>;?>;*&U#. = .'6*T@YQZO=P
MV#YJF=,$:5^O/)_Z;'QJO9S.K F\|P/_9S0:C ;#D;%Z$EO&=X\CREO3,,A M"8.,:J/UCD[.!WHKLY5"V>?:(%.ER%07G7#0PLR]=GN8T;:L0:M#0JL::4P# M UN_M
=&V5/IFXJRHZVF:4Z@.8&W?@)["%4K;4!9O53-7VNKW7W6/-:]GB ;;0;0LDEE-I8HI2\WN]5U$"[H9B&8LJA MF#H9V9A\W].-^A/-\9OJ;ZU9=W,&S1DT9R X&_Q 27,N6?#OBT?
F6>-S+6.I MQG#5K([LXRATFF?CQ^% (A=DA.N1?/L T@:V3)Q9VS28?.DZ!'F$T8WG/EJ^ M[WI+[73UOV2P](Z-9X[U[P7S[_[@ *GVQW_"NO%YN]_,K- MX=Y4,7YE.29H"Z;]U?
$#;X%J!1?B#*3T'.'MH9X@97&[8QBMD_AQQUP=.?X9 MX1E1$;F?X73Y&'.Q\)R34K,&"GEF5I:^Z6OO9@R/)\2Q>81C#N'8,_,8]]M,
MM(4/S]1,N.'Q'@Z%=$!WJGT"@^77Z>UXYMIP@^E,M+\S_Q?3'MT)LWU= R5G M/-,6 >#5?Q@00Z0.:M_8$[.UCC:-O$./D?8HPN]G&JZ2^0$H78CFRL7P]F"6
M0AG/IJ_=FSY<#O*Z:N;;O/N'PL<+.FP,K"YW^($XPRZBEY)@+2[2229'GF MUB')>BQ0WUA69C>P30+^F-FVR)HB51?_%@_G2K#**^DEFKD(7,G#^2?("F!W MEYA-
$G)W.*@'2ME"EL>U46W8_2WAH9[S!QB=WS+SSC9[<$TN3NZOW>QOWTLN?'&Z^5:$IDC168UA:!3$ M*%9"JZ6F9 HF$K&^L]X\U=&PJ4P;%F6TDE/(SXQYD!H)DH#5B .>
(LD?;+NW;%3%1F+B1.- M7R()?@4E3NE-'SA2?%2]8F.0(,S;Y,"K30A%;9@#CA\@__V=^7X_9[B_-S5X MDHLGJ_%3_LMJ$+5!E3>.*BNSYD),:>\=4YI$]^VR+
[Z\,&]L^6BQ6V.VEWR) MO^XPN_,SNP]NT>]$KJF+)].R48.[+"UCR071B'B=Y MP:=E^.L_+.9A_^0E78X.J)_)M\HCN<$349^7O/!N.6?TA"V<7O'(U1P>JX:N
MVEN%KGJ8(7&V_USV!A<;7.PWN+A37%0FQS6XF,#%0;6XV.27YFHX_W)M,Z!, MD+=19'<(8N6::A^CDRE$S=\MQWI__>NS8UCB2-PM_/KZCPSIR "#5C^>YAEP@W
M#;/LTXU98';>?;]T"+N,M6,DKR[0/+_^9&:5;K;DJV3+IB9V:9!EJ2IOE??L M5BYJ9[F6-?V\8WU!29KC(LE.59'D,>JQATR2.AYQM:)(4CGQ-G7B3?D 4UH\
M[KPPSV9O(E>9\1]34V2/*=VW+"=2@*Q'P-51Z+V=6N6BF2(4/HS:NS9&2X*W M.N*ME8&W=VXX[N$XRY2H.2+";"!AUA5A'JT*?*B$V=P182J7[D)]]]YT__PT M%3,V/7#N[X^
/,$3T->#Y!A-AN LZF+=:Y&>'.O-&,:%. MJW)1/ZM_9&?QQK@M"0;;E8O&F=[.OT17.>D.6?*4A#H[2)WYAIP5799 Y7!KU%_,58&,-V;O))\.CT:@/_A@*#.4 /_MC]XVZF72KE0MU
M!BFB+!=1ZHHHCT\Q.G2BK!5(E,J=N%#Y>?#LP9_'4P"CW(BS;WT8&\X::>-E M=QYVZY4+O7JF9P4BI//PIP-$W,K>PS516A+$-0AQ*6[?
K9V&JC;ED"1,238F$\!481XJ&KP81)BBPBQ6NA4D;"A7TP_&DRXX> WQN\P=O"UH7)XO4UFVAE=[):0PO.Z(\EEQPT*L"VKT&G@H2N6%G%E$@:!^*9 MC9]G<06
BK,AZOWP>&I2LEA^I']Q;7MC"U,B]G9&K_*5>!3A[M 12XUD'-H M.)P]"D;"R79V88,YN!?M6/.5L^'"#@B&H!_L4B>[UX'6Z@&_1F/GPD]>#<>T M?3?
1H0_;\K&A8[R)5GNP&T"P;[ICZI@W]+$Q(WW9@O>Q%X#+V&5@5\-2,T8N MG+'9?@SK]M#,;OE\UW6A#< W^+#G+;N[EH125L=9=(;,0("_)%JS/7$X@D$B M3]Z,=S>QN?
#9\SM=?W>UM797G]G=.#Q+9&RM2_^=2U%:!RJ*.I%7?BE@_?6U MUM](KG^^0ZS@CK-.'; 1X8L!PYRUVM$U@;/H*FR"8H;E15;&"_N7$RMBNRO8W&M MVZYD'JXY"$S1YS?
J@2M4UX1^,Z#IMRZ.OZ5^N7,]=LETD8K#7,/=7V-=<[/X M:LNVN;$7[*>!;:NSKP:VG6T;V+:.OO^I 'H(QAD =)IX_BQU:\CC*KPY^5.E MJ.QE3MQ<\SJT6?22C(DKMF_?
3VNTTEL CKR"4L5NMAS#A4)/G_X]-GHA>=2[MP@?,MCX%#W4[EHMML:;J>/6UHR]C$[I"?1LLJ_KU,L@)9PE$Q=)D# M,M)\Q3KR,9PDSV.V8&P(.JR^H3-:-
@'MDD"M[464[CPA)H#8-< D!B,,$&0I M_350^NNA^[_L0@'3=.O-C$F7Y:UP.WXMZ$8Z>>/C34"[2=I9,ZQZ+#QYDLZ4 MKCW8^%Q/'NL2N,M'!^Z=D7'ZS-
\JGU;FZ&ZU6KEHUC2]EFNP]U0EF:W*N)?D M&$&_R$)>=8^%65?@U=[P/[[K(?GW1TGF.89#M%O5*Q>UMM;2! M$[:1.G^E)
(,'THGV[AF*63'2+53[(&XAY>W):93TX9Q)M%*#5=J^(ZS;/1]I(7'.E6479CB=-U& M5VO7=Y:J>G1"5&G?2OO>3P%6691OE6ES&)DV!W0NX31HK5'-.IE4ILUAG(W* MP%
&1J)6S@0!,C4FS'B!L]Y+,R[@(]$H*;5$KG[V)T+&@7#G QP-E[N+ MFFH$:9CUTA\.WL7![^8KO
M]L;E:P<(]6KEHE'3:ODVN%3%=\HMN,OBNX,Z876]0>41W*3VKOQ'4JUR4=.JW;96_4B]EH[N8%0>065;;-L]RQ6^P7L7OI?B'%V?^YJ5BW:WHS7TFBJ\
M45X^Y>4KK9=OKO2]+$X^57.34^E[^:TOJKEI-MN8DJ=J;O;N8"K[^I0#; <. ML)[_#)IJ^LEPZ)IZ;LZN=NK4J+*+VW;EHJ4:R)>06Y6SJQ3.KKUS\OKF=J=R
M4:\VM$XUUW[6RMFEG%V[R&(]S&,4\\319NET5!Z;\G I#U=9/5P9(]&5F^LX MW%P': M*^UP]H8_5F3Y6^Y]@86] D._\I[KM:PGN#_X*[/[^&O?S>Y@[G/[_0=% >;#_+?
2(!\6N7M"0+)%Y/$AH%:YL.P4R3US@7D!K- >M!UF^^3'28Q7'\&&F.T! M;[$)7D\;RSX&."R<#VP(D8&@8D/?H;GO\ AO['#.7@!'8Y>)!YCC$;!K]5:]5S/PI\VRZC?ZD9R2_- I8$C8,
MM[S0R^D 1;V^?",@9 MZ%NL/_!L$$1,K\=DT*W]2N*)M<3%!"D N"> E&T 2VT?"$UREY*$X5SY\ M B3B44#7I[XSM5URX1G#H<-=%X7KP]4EWCL: ;&_"*2SM;'.
(H,=54!8WI[H M8'XAPIR'4])V2/AGKF]&MBW21[=F ;&A3JYT/?O@5;P?.1?P;+&MM/*>N2W& M3'TV %+ESLQAN,"O),EG#U#9C;R[_E2OLB7P2^@;Z-
>:W3Q>BWGPGCC(#EB1 M,7DSWMV0^)*O&8!%EC^9G"<\?0A6T#O0 M6$ 1>8FJ'LE6(]AI.B4*0DSB74"B<]8TK;A_"IV,YPF'H^%[=G#%$;!]^,5YB.@Z:CM7NZMUN^WN[
MLK)L60]XZ\N9%2I@4S;0J6Q,)82/^ZN[_OTCZU^SF]LO5W=7\./VD=U?_7;S M\'AU?_6%W?W^^>O-)>M=7O9_OWV\N?V-7=_UA/':=I8%IQV0]&/ M0J%Z ,'QYQA0@N8O:G:?;
<,94I-)T*Q!]7/(*5\ 2-:@G!V=,A/0.EEO #:% M:Y*[YM)VIF>K[7US#LHTCC=BH=V#K3\U+026+4RMT+\3:>ENFL22NJ)\5 WR]5_<&%K6KX0].CA#[X?3
0EA(:*0F3G9@MBQ!/\+OHOZA5SZ6I M17_IYZ<+&\,&7B-=6&F.B*[$C7WXJCWEPHAP-3:@[AR<;DQ^4"ND_8Y0ZO; M>V"39O$'P#IC-T"NO@-[M)M+5,GT$Z,5PRP&G?
V$6","LQ)$ 26\8IH MBO;N^A.!'Q/_"7%$=^"EW,$.]PYL"UVLB.,WTQL3N?KH8GP&>%#/Q@E@XIE; ML)H)8 $^1W?E,'@/.G#1AXE@I+7WR,XTE"A=(BNN?L#?
EN%A^M&=X1C/CC$= M"X^E?LY^LQ$#H+L/N&-]9)'Z."M"4UF7I.X3YQ8R\=0@-Z'K^B_"ZRZ=H %? MOIG U=*/3HD(!GLF<
\$N,]8SV4O8#"RD3])N#2!YH5K.7!1I2TFX1Z38M1E M3[X+&W)!R@#6F>G"4Z><;@H8)ES -7B&19F\& /VF/&$$: TD,J@G(#(M F+Y!ES\3.L/OXI (TGL\&?4L 6UP/OA+/%(^0;
&Q/73J,M =]4,A_:PG-N M#2;^D)/C//*&2Y?Y"XHZ>9B(2!9N#C8)D./BN "<^;AXSS M[UU)ZB4BB&*P M=.(&ZN_'EL=N!G4B44M%9@HL9TK^26I%(8^\A&QSQOJ@G\U\"R .7,-
H%*& M&E"@OP72H&23NS'IO[3Q!S$-9Z1Z;P@SV*\"L\0 MTH@H%"%N#81>+_I*_Q7XF5A.&-,G"87HE)U('?7NLM?_'&GP( ]Q$6%0";Z MA!&LZ%2@=TN5,SAN0J%KT:J=
(1D3X2I_/WLX8R,^1%6-N9A"0 *;38PW-SPY MC.D4MD+>0<='W0X_@#W[$ZEM2GP]1-_'.ZY^"$,!UX#1_OAA1'O+%B-Y\D/Y
M?"M_B&/&'R#6(SK+PA$>/T,@E!#.$GB/8PQI19]*RI!A4"[4!@0X*/:HL M< MBEK_R+;1V$>S(MS?C.5=\'.HE'>TR)2TJYA7?-BRX^&@FCEA2:#/&XSK:)S.!7-%H1JE)H6C;H
M.V@BBM=_5 ;MQWF2%*>0B825:P_XT >("<>"BZ"C8\QT_W0SF2' 6[H%L)!1 MM#@?SRX!V5T%ZY@OY#EX,4&E!I8\4 PWU[3<^(2MFYA7(#NB=D4X;(^Z 25_\'V@A
M3DS^*H5J3%8#3!%* +F8 'T*U;Z8^VA%9?G0>>87]Q?],>N_L*]?[S[&G@/G M+69:DO\@W2I$B@&: -D./ 7&9O6#D 0^\=^V\Z?&;O_](4)$U&.9!>V5%V]Y MJW25
E).]IUKLMM\$3TS2E] TL@'RA-9GNAP #DC9?0HK>__VFT&1QIE+,QN M/P@P7W_M?;MBO0ZEEVE*J"8J0>E9[<;/<+HO+5^4;ZX%-__W.+K^=>Q=Y9T F%R64QB+B+'
MLR;IA:N5GJ[XF-F'@:(%%&+]K=(*R4/6>LKOZV=5P+9L%?"7*OVWO [-7^S M6"$T&Z)=IP9^'1Q\6 JI'3]%K#OW>[=P/U*('Q ?JHXC\QBD FMW'1QNTS=! MW;V'WH,?E+
(OL3#8\BABY;F_*A(OQ=U*JF_8H\]PQWOI]_33#KO7XB93VB3I M-3F*KU9(:Z-ZY0*L7*W63&MLE'??PF*Z')8+37HA:&I4+NJUFM9N[:QEH3I]
MD^VX^=0P,9=BBITRCKP;:-10FW9])38M=8K=RZAFY:+3T6KY3J39L8@J/^Z* M$5RMRD6SIFN=MNJUFBKE5*_5F89YN>-KWYLK^?+*:I\LAT^I%(3US/-'&ZNO M!@DC?5
M8X_Y/5N*M[8U*/!T&YD_^/#3_W+'3O)Y%S=._5CG^+Q8N!ZIP;\:&@N1V?5J MY:+=T5IU-:6L7)+TQGKE03> ,9]05X%'QW>]H&3Y8\@[H='\'0!P8]'V"Q9Y
M"WE%KUS4NE6MK7>T6K>M')R%H[$8D5<#-';:6E-O:7JSKER=RMVF7)VE6]Z> MXYT?P*-YK)[,GX[1I[-[9:@I@]7!CM:H M=[5&K7NTA'[\"NE'&U=7+I7THT%?.;9VH:H&$_5,
[FK4L Z.#6I^CY/ @EZE M=[;KXCQ2=L^'_&4:]BE]2.F"_45TOU9)]J6X6X73%O**=/5B,[QWT0H0NTT. M!H[/]YS>NLLL[I[8<$P4["NEH]ZL7#2T5JVI=;J'G.!:>NP5H^FW0--O-
[5F M506[RB7G;BQJ:>T9/W@HZSY(?$MPAP# (^Y_;[*M7;FHUZN:WM0/6+(=!@(W M%F\9&1GUSBXS,I32MB0'*ABB+8??@(423,/!IL;F1ZE(PB$(]IV0YGN3:EV0
M:NVJ5BWLS#]*J;8FZO*69XWJXK&EZHZO5FLH8+P!MQ8C2%J&MU6@7B#9EA1^7):BL<&6% ME_?\W\0*5];WX5HANU=UJ_^2UNDTM6I-V=V*XLM$\
<5HB1V@^#KVT=0Z1UPZ MIRSNG4P'L%]>3-$()&N$UUJKTG LKCG:8-3A%O0F* BSUW$X)7R%6X,YY6%(M,RI+5I*Q+#(<(J=G#1-[6_^<_>&:OUKFY&\5S_%Y4J!T82'IB3
E*^C8%T33 MY7@V1)O5/"&J,B(7)PI-#-<5X.HEB[CC],-T5$?)]RY[M\U_8 I/D<9_H\[*ANJW"0 MZ"4$28- DD).2#:S@Q)I/GN-@(7;T8"NW"F(!_.53]Y/CSLJD4$&EX;CO(-(
MZ+U@(6#/\QSSR:<9JX_VG;&7,'JS*3J#U!MM$!1%C0HXJMA%(<@MQ'1MMF1S MM&J1.?/*L0=T"YAK4#+VC(=*KR?2!]$:-\A MU6?X+]1*5]*A"M>(VBOT!MYR$VG'?
KZ;Z%0N4*NKII6*SBIZ4T,6>RPSYY(; M%U91S_?&M@,D-=R3,===#UWKK+HX4ZY5Q8RO:N89GF7)A!%6[,+P_N7R
M.W^SG:'+K>2FE]K=6ZQZ*UPM7'6MP%47!^OZ)JN^<5V_0)98N. &C0S@RYEA M!78Q:1]DI]H1(CZ&?9K$*QU)>7JZ6\U4ORR5@A8+LJ,Q,M?$T+J>\U9KEQA2 MEF(.+O>!
<+FOID,+'^+F"G3YG)"MI2KWEGLNH2^Z58B&'H/36NKY]O#)3S5> MJM!ON,D5!;U#A.9C[RQ$:.?P#>YCM*L_M[\^N_EP*&
[.]CBFUM5U=CCUWJJO;U=LG3(OS]RZ5FUK8&^KXW"-956]-%TESQAKHR MN[8UNS;6)+;.KNR ;=;6TV:,*5LL;UMLCUCN%(EE%1'=>):._^*+9L3#Y!"H
M0Y>3)XM9Z)Y[!H!D>&4X%AP@;@P2,ATXMQH"%Y;UM\JG-7BE2\T!ZK6F!H" MGBQS>OB2L5"\KE4^L#9>NU5JE-1MX$"1PO"J.B4=5[<>U2E)=4HJKP:Q2:>D M$HR@W'N?
D)+WD5ERRL8Q*.+_^].6NGJH+=5:K:(:RYR6GV)4+Z42\T#!FF5- M:)8XKKU>&_L#O2G&12C=-OCTJ^4;GMLNNWQ^\PVT7@/9F)[.<ZC6VUI[=1NAH<2NS@4-
!;2V*/;P!S0#NA,H#?5=A:<.#JEI0XG MT]#V*16VC"=G'NLKK]KRT:!/_0_L"=0ULKTVKS2$)W^D;:R4+6)";@!:!3< M23G\Z?=P]5OU#XT]SP2EP1RD:!-
CSHS!P'Z9&A8V29)S10T'+EO,A#4^.Z!N MX%Q19H^8-^8N9R/3,JR!"=?=(.+KGK&DZD_UT5R3+7J3+U9U,6>%@,D$Y"< M4<,6*)52:UM%
(3Q/J'^XQ)QMUI6TQKFEK_O:ZT_U6AIZ5D48J;TSI(^78OK] M$X]G\!-0$('YD=21J;GU+;WU^,
ML#MN^#.%W@+&37PN=M$Y:YH))D=#XCQA5!B^9P=7'+$^O+33CM[[(<*T+L0? M?,]+I=AZJ\M#HATFG*^_]KY=L=[E/W^_>;AYO.G?LLO^_5WJD13# NKM<)19 M[:[>

ICH@XG3]%8LG4Q!8OEDBFM$AZSGPF&\TLZ13WA_C6 MI?C2%_&=W8.@@YV\FHVV5J\VYX @.F<[' C+42NE:"[M*BY[^3M@'@QZ,LQZ"""XV ,+?YKK +B[.$>WBFQJ
M3!5B6"3BH1$R=(PW2[10"#J=&T_V*S_<@H)8P\$@IS6$32+K/!E)15# ZK=Y M\XEX\!(R$R&U1R38.\.<:_RY,YIJ5BL7[4Y+Z^J=A;KUNE"0=7"I' JZ=SB' M;TK>FD7-
QZ)9&KO.A%@TDJ9W"Z M-!)#6,E.6XEPRM?SM:E7+FK-)9VHX@5[* M. Z><)=A!D^"&VH)@H^XAD?U2+@LU 9H?*X8"'EG .DGVL%2+1$\B$S'P@!?
M@S,D*U9.ZGWRC(@G7LN!&5&3?O3@+SU0-P/4[],A$6'X,GQ7'%S)QQ8&KCJ MJY5!J O!=6TZLUUF8W$#5&]Y2B1@ K ,T< M*0YOCV:X^AP6.3&?:?8D?&%!J :?
X3G&*Y_(F8FXAA!"8M_XF@EE0L0BMM3(MVI0M0Y>\0(QH%>VW1<8'+- >^*))((VB-W#@/Z(C- $L]L$ HW M(VI 9<]N;(E(YKP&#/1L ^Z] .J)4G1\6.JPNX6M*S9LQ;>76?!
[[ZA7EK2U MF99YW64M\W;9,6])#M#ZR35KC4O7:YEYLV5IF*>O-5EY8]XRL)4\ MHZM>R624'77 NTEO7L-=SWRA8SKL0N:*4X<,#,\@C2+W&1BPUR&?>F/I=$Z>
MU50V$S^:,G*A'![+DIG+T\$X G8*P*)4+.2PF6LG-2_L9$8YLZ8U%]=/!%W$ M! Y1P!\N)8RH954$RED6$Q''I-B802T9(HTM,+$"/[,PM4+%(TP>)OTWIGW]
M8CMS"EB0EF)B1$WV?3/$$'?^,IV(>1NB5 :[;D=I'%ENPD4.L85.GT5^C@SS M4V^9,LNV3E: Q84W4H"K@>LBXS2%U,,]=$8F,(>L#75PH9# M=; >S$5Q'4:X?,?
U169!DN$GA@R/4PX:/>65.V-N#,.JM&22D9A/EER Z8JIZ/&* M-VR.!683\E \$9&,@Z@ .%YR)U%%D1<3@0+"E L#-4S^7C:M&D5/>BEP*L@(M3)R]VWZ0(BS@[T;D%9
MR%X+VJ:C(^_?M!QGB:K2U-61-T&2*IA.E_4WT&V(@C[W%%/AV13M'CRGN@ MBLH0PB@Z8-TQ,6-<(J!+(U8]O6"?L5K* Y^O=&^Z?PI3_G=+IN AV':3@5:Y M^!:UPPL
3@PCO2FR1 /0,P@3+'+7["[[_[KY\DGO!A/"#\3 MN"+*87?IF!OAV$[0HD74PA6V-,03[!@1(HA&H>DI)-GB @A5C<1 M'C$>%UN+>
<)\CWINAF].0'29\S6%$=>G\7D.Q=^17IT78[*=#A=['AXMYB"M M.^9(#G*Y#Q+1,7D9(4+JZV(O4]X,WX>7^\]^T!U1;\5S798M-5YZ>'./'T5C
MNS#5&:SBH)YEQ(>8%:2BD,3OX*'Z#^#NC3 M0Y.Z)5EALK+#0?4: +,+:U3D#H+>('JF8?JZ8Z H*<-@0[!=AVP6/FV]C^"&;TZ!R'T%J*%X9\0]&@#:8 8@R :Z-_@DE#S4
MQA=G>#[#86RAPVTL&C=A*Q!I1T73M 3#"XGSC*8,&5:@;F+&NYC[9@VI_0H7 M35]]\8T9&3E5UO>/\]3JY?3 M0X]1TR:J:
(XW"]4"VWRFI78<,G_(PAA9C_F&2Y0%F8F@9E!FDOFHG-8LWR2* M>%#2&K%&,*'%%E4BG<3K^C*E1(085QK\$0]EU+,O6WD2T,GZPB HQT7/L_1' MQ:K"\3N605^@,'
H_!'TDKWN;NZN@AYW(7')YGR1#%D9">PD 769D"'4R%4? M@1X:^<58*?B<#,H&PJFLS7Q-C&N@4 %^:8E<"+78A.29D7A/?&#X+I\EUI"> M91GA3!_0L-.3O"R*()#>Q#$N%+
(7#B1DF0,W0%7H XLG7"=?3.:)*.KB5FQ@ MHE3O06D)C&E6$PTK.E#1=K?9:*5ZH82;>7 M$JZ.A4\YB\5Y,D,[*M!\V('F:U#=5C>1MHLAQWYN'[0]E"CIKL.@L1J)S-HY>
[CY[?;F^N:R=_O(>I>7_=]O'V]N?V-W M_:\WES=7#VPV^R$3 Y_!^ #3;0;Z[^+G=AB([>Q +@I/HY= Y>@((I(N(N= M-.G$VI5_ADSS@?3WX3&=ZH^C,Y[.=
[!4P':2@]9GVB,;47MDF; ZX7'C7@2% MH@E#:&S#7P]>$-V70W##[-C?>KV[T.XB!Z5E8?@\6J-I"7,\=LC/KDID$ H% MEA0OSQ:GX#5\,W_OLE[]]#^R5[4UE.I)S_',
4C$#LUUS_N-]Z%2*=[[\.G_M"QJ8Q@H22:6,]3- :%W]0'7OF90BC%J;L0[6#U>74?_9F.83'P>?-:'^"BX M53[_YMAOWEAJ7#FS-1< M]D+MU*-,D'_X+U.01(Y'TP9#O?P!+_E3-
_(7Z[7D._[1__PP\W04$"*\+^/Y MKP9U+H[[L?B/T*XF<^S5<+ Q+AK8V-^7XCYAL%F&(J@G3]2G%?-QR+"3HS0$ M9,/@)-Z-]E(Z DRR>:4S(,H9B"
<)"&,KMI1A:+V\Q[I6^S1'C!F>1XW=9N+D M[MP ^4:U$>+3<)X,@/.G_H\)ET/?13TR/< M<,R"F(LYE86VT8M.1/8%%038@4LR]$E@UQ)C5CR)V4 RM!$2'3K\)Z3:B K M4@OF+-
GR012$I?P#\EQ'CPQ&#?%AK.0I/%KAA:%]\BE1C 8VH5I!E\R++/KF\%(D7^-ASUV: C3\% M9"75EUGB$E*11BI@1Z7 MHKO$V-;#H#3)HD\WUB)OB/=@TGPB$=FPT=D=HFI
M0#+.CU& $#WT:N%"C&%4'CWX:CC>1D LEI<8[T=E(C* 0X<&=>Z:(?9$MILF M1UMEG>-$,80MY9"8N%RX[&E>>Y:^GT$K>G2F?J"9RI]U0'IFSF4-=7 $/:# ME7)LOL>
[;IC2LY^U:!1BP29#1.(*FQ:@'C$FSG 9 .L!GH)\S@" M?ZP=3)#SN$RRDHA&+_9"5Y=I24)/%WPNGVL]FM3#V9QBGM*G=!@T=SZ*AJ0Q M/\I*E05XZW=]B4?H=Y?
W1U=!NOFV!DJSGIL3"2I\YG$?<9WO-E\J?3-1OU)YI<3)/?& M(^>1P3*5[8M[HO@@R 83 1DAI0(%&S6H$#)KV?V+6[SE;/QC*7JIC?]+BF8! MQNB7&"#V8O=CZK%)N3K8S],=
UU\PC!=;"QF> 3#Z6;"BS''>.W88=-A_-@ M;!.CS:K[MUNP%F8XGK!HR%I)8DXF2 ,VTFEK M3;VEZQ^NTY%.#M:ZQWYV MKWQ_70Q;S>PNAHD)8":U775-
V.I)V"X_2#>!JAZ#:B'':2OU>/+" MCJ%T&&T/6M4 XMCRKPF5GE,H+] MZ!@4SHPTRB VGS:;_.&2U6O1C/&;F&D?C$_&GG I3R,'F!/W+'DB\5QDG-/C M?0O$X00 ,F14U$%. -
MUPVBUR!# Z;-85A7VZO ="G5,9R9HI?%ZMDL)RW M M&;## E;1[Q!_V]:1U&F5W!I,[)TD NV=X>9W9OY=Q_*M@HZ"TD\:ACLF[U$E M14Q/%975T19$79+8
Y:]"M^4*VH#9!)X.-P8KHP2KS8]7R3!4R!'(]\I+E;4 MA6 -D)S WDKU@G\0=!$(_V MG0R6W8=5*WDXA)>[?FH)9N^6/67L$D\!@;X>$W!D!CV!4I!;!D$3 S!<$6
MYD%69FS>J2=[LB?B3FE)Z2+\CN9D @^).2&Q8K$P !RKD^G M*5]'$9LR%LGY4#N0+6]FM(,S5%&#MCB3=UE71,I/8ETG48%;XCH=(B,N2L7F
M9Z6&"7,R]!^KRD+N=^Q)H&G(%"X:LQ6"(/9 ?RJ+G$7%-)=UE6%[$85F"*S MR[4G7.:_9%0-R9>G@1%[6=D.MAP1M6PDFS'N(LO.Q7F5 ,+\0^*M3N5+@]*X M$SE7Z/1L&
[9;Q>&0)Y.%D,LFW8 *HF+[3&H(EIAU"D82I61K%0] M!FPB1)L8PM$'-&+B"[QGH?/\NS@B"UL[00=>:H[D^P#-(_';E?+'*H5S^"D4WY@/UL "R9R;L.YJW/X-5]>P/(QJYEGC/
MNS@ A)9#+89D-;((XL^TYA"N$[)J@3JH+6;*6V1&#Y7[A]TZ9G)Q1-8D]\:8 M4DJ).-AZ>]GW<-&BOQT-*Z#.>3-+B.<1!>L]8U=A2G,TWA[L/>H;,Z+*BJ A M79!^BEE!5('PQB,
"^,:5%R'T\M(-PU;V=GVGQ("2=5+)"J%1KO(/Q+^(D"8 M\QSK%!)KL9@[94T-<_@IS+4,FO.=S,SL#BK0124_;-5_\45K4LGDAYKCOT=#
M2[9_$'0C$$^N"2!O(8[=6"92$/7#NWV>X3,%RI63Q>/TCJ.Y@C(563X42Y+[MPB?&&YX!(W0#C8/^!:)LD%X9S&$V1<)VT$D!S4+4.@)72DT+!@"2ORJ:=K@X
M4.E1/[(LH7\@ZPL!-[B5HDLH7>W!EUB$(=>24&-JD;^IX9<_G,\)6==9F: MCL-'\OR3[)%4+43/072\FI/HGI$]F=@TWH&B$[^N8O?59L%2C07#(JC\2(5*
MW#+Z/W\5(9$!GTRF*.:M9](^\6])?<(Q*M;PN7__Y>K^TV7_Z]?>W?S*I%(J#5ZOQ_H3=1)U?JS)J]6M5Q+!2%@T+=5(@$7XX3$;+VNV?*[\D MKK]R+/G/SYUU\\)_'B6
3:)%/W5^H&Q=;;_EQV_U\& \Y' MH\JB]0*6-PB8)<*#%%A/@/837=JB7SQRSJ<@M"P[*58N?G-LZG,>G]$8=@L7 MBDQ?*C(!L7O#Y<@**#>@WYGOQ+41J8QD/.:GC;\;C[^2]^-
\F9FY\5S//))^ M%AN.NDQ+RQ@>M@6 8Q@JAH>.AE6^-V)KV;Y5/:\A(4%Q;6KW6 MTKJU6IX2\E2)R%69(SA!,5J#4].$=TDZ1-[D0..C",M[+A,"@K:@V7GVFG LHW
M@APK(\.MK"?3?'8J<',-<2P$45I&4YYB?F<;R5;,XU1P'Q)!PJK=?=%IN[G, MNY<#1DI 2.K@4@?7!]+OE3&GM!1EY>W>RDMD.GQ/P+_$FF@JU78B&31(3>_M\F=C<@6:
RPL)3\T%QV@!3J UFFT00.8;Y>@#$=U_JKSM[SV8>U#V(<_*=-P MUR6K[;9HK%3//!B4:7@81U,=9#\.#4?=KHQG4Q[KFSN"W M[#Q'/O786<, KX*1_X.N3MPS"=1(G*+PW+T
M1+!06S)_=\/_I/+ M_^O#1U=8ZY_X4O*CQ_ENK-9OS;4/ +5IU&=O!>>SQ8:Q?V:QK-,3NHQW#]/9XR\/$[6!1?+6E MZ35=J[;FHY_LA&9#_:".^I/W91":(?Y8OR2
$K_C#K%#&@O4OR-L<@/,]REW MOLN712"J;00B':S\:NI;]\IN1'TO M8),1.H7>%I.:61-S5#.M=9MIT>PP[%LU.Q)V9C;*_V/O39O;1I(_X??[*;"< MZ0@I
N+P/NQ91="RU*/_8UL>2^[>V3<.B 1%C"F X"2.)_^RC\$ESKQ/)A[>%I'2G$B)EXI[G(LU>0E4U= :+%VF M <&.&*3U8,DXOYG7IK-#@U D'(\0N.@C8EA-)4D?
>+;EJT$DLGWH\+KB\W;D MH\&HK<"(X%&!Y" N#)X;+A,![K!FN@Q&(P8$PQ=[3@ OK(BUI'D+9<6,//!1 M=U^Q63%A8&3 C1&M=6*O_1"\MK"]TS408Z)I&.TA[Y4"
G;,&_KB]Q-COF2% MWJ'%FE@Z@RL3:%@,QX(U+N(/%E4KHB5=@D5P^_6.4*U>]?F<_I5O(Y+QX-.$ M5NDAO%J@N-ED35AL__%_::ZOEOV38-\XX,;WA(>&3#=JTAQB&B]]#
M&60I"[/D9J#V](0M?UW]>(F MVD/@/DI,5 <;F$<9%N2MR/9_IDB<9N MV*CXH#G&>&1./C(.7R@22@\-TQ)!Q6)=HE&,$0%4XG!4K8!D>\3Y<[V0R;BH
M*$_6#^&H9#Y3(SE"*;X*+$(!@"U*K_W;^Q!DBY@,S"44G59XVDC<27MR.%M-C_SL82/QP@,K@.>;_MJ?5JZX;&R9#]>2%%R_PD@^ E(M0FD3?_AM[TCB71O7\?B?
04R%'*=>C<<-/S M7SHP7^4:FU81JXUDE\6Y5?9.$6L3=ZK3MZO3UZI.7_[3%\W8/)#-/IB!5%17 M"M4U#YWJJBJ? E"ATD&T3Z8B[+A'7Q5/I!(T>6*P]\GI5# >]^@KSKPA(4<<
M8@R;#)DR,.A-6R&< !AJ GY90B(-K"/+ +4CY3Y%; M,^*Y-=\RI"ZIR@$*/UG5<3Y*M;,H^AOLY#C_,LN)%4@=M=/LJX-8P(9* MM=^]/A11;-+RI-
1,VM+I.X#"R79\Z8Y67F>KRFT\HLW.<2LUI^_]*;SO[Q?+ MO/!IE:?L"V0T7O)0>4SW/9[*$*C2&HYN]!6/+SNM(51]B^6N4FI#E=&P04;# MAVSJ'8C-XTIJ&'9JE]WF0
6;MK*ZJI+2<"24E9F@NK7+8;^IJKM53D.5TU!I M/)7&4T!.0^'F+8]KL3T*VKKL,Z9 B0K_*E>BQ.#J 0G @@*"PSVG2YS@BO9K MEWVUR3JF50D3U9G>/07N)F?
B5SK3PSV1&_'WA/9*.7NUR/B%?Q=0 M;P$E)>)10]=(\ Z.&G!AK$Q .BB$54:!630,.ET<6 @!>%NA@/ MOLUPF8,PVZ/[J^)=D(?_P':G<=%L7-P/AQ&L03$]Y MH 78DRQ%
[OQ""]1_#U(*9)XA03D3O>IRJY';KW=UV@#,SWJ:KU1ELK0]R&^" MR59T!)R+:66:VJO&QR]2X5U\UJEWL"UB]]B6"PP>[DCHWX%2W6- '6S,= M=@GQAXQLM?
@9JO1J5WVU%ZCK_:[S2C\+VWW&)2()T8;J1P,V5.$@2DR!QN@ M R& RQ0O4G?7'>](6BB$FN>U3[YY'M,),NDS>.EFS?,&>32FX<$WSQOFF4ZS
M477/.P2MO=G(M6MYZ=P[''F]LL7VSW-%#I&B4Q(1J0%I.L 9UWU0J (=I,C5 M[_B^]4V\-(;7;\S;[$I!>@Y <-Y?P*V5[OL)A9 X]R6T@10>Z.U29GP'>@Z
MMFRC[6]N_=KEH)N@.L#,+!RIKTZ1QG2.6BZI:Z0T*:ZO"=$%B5WBPI;I-WW, M_21P;IPOEFDM,/L9ON4J]OZ698!%[PUUT(HFAE$C,U]_!I7*;RJ"K?(*-VW@ MY1?>RG!
[1F<+)'HU.,)517O&KH73Y[40VD9?6NF:S=[*U+XDY9RU4I#L4L=K M4A.DGY*-#];H)4R43MCN>40_G,+-%-;*"AZ-OUA+5WG6X=^)2O:+9OM6%:-X
M;SX+WN]0#70D\ILA>>U_F#'&"469&\SQAX:\:&B36,F;W.$NM2O%#0SB#QS# MW=3KO'5K@HVY)%5.-\Y?D+T[.F]!)9U@X'DS8SQ3_K,$77.Z0B$P];;(D+:(M 1Z,':W(T?=
MH.5WIY-V.74#CZ;[SF>_11UWCT5<^4=&)L&>=ZSAC6VOR+W&6M*_J%J Y$/+ M9"*$<\!IY]1CCVK(_D[RZW^$OU\T;%3$VU9]\NFPV ZF0[0NE43'0Q)_WL+H
MR.3!3V7/_NHH?'D4:7T23]5N/?A>4[\EJ&\3?\0RIP!E8Z9/GK!#W8*::=)' M8\V9*=.Y]:KB$'_JH&B#>H?>'3!Q>?.>\4JQ#>+D+1"Y)N=08/8,/[.G/2#9M?C MI!^E=^)5_X"U]'WT&-
&J\3T/ZP*[?#+6H5^R$6;CW8^@7*+?A_(F(A+NO*""L#TZ,NE<"UL"$X M:K2\V6CJ,2FSOYB@6=Y8EMDP2*\E=F0LJS=?JX%H2RVUF=1?,6#Y9&CEB>MP
M"R/$4QL.*Q)#]NN9>7MU[MPFW%C8FCVBG5Y+[W+80O%4;.CMOOQ*WE.!_TK MG51=^3J'(T/F<*F+PE_GO6W/*]3$%-4D-]4Y\AF)E<69HD!P&@7F2%TA@BLE
MF@Q,%P96.CO[#)N&%Q/]Q2CVW&NP.U'9I#%18*:93^0? MDN9I./ZB>NIIV,KQ?$E.T)G$%B-H)859%N^=+'8PJ1EQ @>+/\(S#26H;H*J MZI+F/0'5"2__C$?SXDJSYY;B&,^\
[Z0CY)O!WR)WRL8UJRO_L%[U%]U6_2[- MCM]:6[H&>)OZX06?"D2GLL6 2_\3*W0X:,/L&@_+^[',VL.M'K' M/&;X&K9<$WT>
<"9EL3BNJ/NSBVZXK[;U#/MLV:LO,'[G&\LW^*K9[JIHVZ-R M*^W FI6V5O'W5J'-Y1DO?(\5VN13\3$E:IE^MW.V* M_44Q<%.[!X79#T,0" MVPC&/N$-
SWD43[KA\#.H4"K#_ZUNP$L#0HZOD;=$\EJ$W=W$>=D$,?[@FX!G&@]-B@%B%>R:?@B5JT\0RR$34S:^SFS)@*L8H97K!, M^K.Q?#[G-J.F /,T,!J!O-8V'I=$<>&
[8)MI]\"\O2*5P!'O]<5IU/,I[X,\ MB5)B6^C7X-3VI(&2AA/$(AY_J,DJ26XOFM#\&0#&@_:VF^S87D"^M2KYM@/Y MQK98@3T.._\29->:%T36\&!FFNA7/P)IO,>
(3[RKB5&-2U3CR^]^QX_4R(05 MYU2$:WVG(O] "#2'!\>)J_HN1A [).RTMX0H$XT-]H%94"A"QA1B@!F,27), MDF27Y^:5N"B9&/"N1\TQB*\-#C66QF*\H M9*^]D<7%-
Y6+DQ5UM88_6.#.G5D@C?W\)GDE\=7RD[DJ KH+)@_8"HS7G>O< M4:##?;@99J8-Q567S'1_)A$K/3AZGB--CG/F@]8GW*$+:R*9N8+RL#&K2ZGF M\Y5/AIK"@@*45#&?
6Z^DM[I@FH RV: EC1!YS:, %4;Y=FRT1OR4\?%A8%3 M&(/EGV-8P48E!?TGR43]:L"%>!>MHS;'&<8&Q!)SW=YBF-);I'%W')-*2EH.
MI3\7XM:6$Q1C&68@&7@;]MGIQ"95QNI#!67U]K)G]?8VR^IM-G-E5+:2\V#E MH$4TWS4A5YJE2B=G2F^9Y OCS3.[=F+6,@=2&M)_[WG:,F8MLRQ8S&8N(TD9
M1I1G_)W@^*/Z"3NV]4$;=L/?+\7+1@[LF?_Q^ASE+9*0E>/+0N[DSRONI>05 M%\ +:Y>>")H[%H96;?13,A5(\VNP4,-8@O2Q,33LKB21Q[2PH#1$"QJ7?&$; MCNYYK1/5'$S'&(-
Y3")/UKM$KX7I+J*/$6 MEL/?H_T$"8J>YJ >P3['"3'9KX-69=:5&U*W4"/ARI4CZ1UL%=3P*YZ7#HG4 MPLUSE/@73.)?H,2_-GM.X8>,1;BX*:A7H8E7_J;1G!^."B,!6AOY-=?PH1L
MTGHDK01) E;ZQ9C UCPM#19U(N5)6F U%)''N#M, 9-+:7=!Z9FS+"R)H(A* MX S,N;*DDAMD3JD43!_%[%"#^:I*CW0'C0TIJ@4CMEF@-VY&FQ7<[90#FI)A7B PJL2K,&
(M=&8VTY]@4Y!9= MBK&9H'\6U%>6(>/.RYG!L[9B_$;*#D>1 MCBL=XCI3'7:1U]42TX[A0*8 AI@Q"0+'*(<8,"Q;W!H*-SP4OZS1#>J90IW
MMVL\BT@FHV=F"4V6M&H.,%7[[@?G822IS M[368^N7)1UA0T'.9=2@RT)A 8H3N)[?[XTX^]&3'"4J?>]%FM(O%#.&1K_K\ M!2QWV.*94T]*8E=2W;1
#7ZQ]E?;,BU4%*0,]H(CC[U.Y9DMW_GV34>M62[# MO\>$&_0(G4J0\=941LLGU,N XAJJG_;-@S/%H\3>?V>"$-]WT>BI @>)IT0^ MNA?X@PM;XB$L .P(-9:JTGC60
FAGK/[Y:.+N9IL8)U^XZ+5.)?P&1+2-B_0 M>,,T)F+:UT OKL_6[E[A(U:/6/: 6=;2^3LI;4FR7^1@NER7@1,)3$!+F8.0 MML5/Q?-.!XE$N*E501;D$'4,E#5DJ86L-
#EL*Z=3/:)>^PRZ/%Q'>H/BZ N- MPUD\8^*)XT=TF9;%M3'E]]'H*Q-9,#AF%="CX.7<(N1.5I)=, #FS'1DX O^
M8$KGH84$F\7\J4]8:)16'A0&D66,ESEC:X&>W;'.@]*X3X8K3YU"R1Q84.?H M4CZ>H#+6YF.>?,- K65>9TP@,BT%+0:;.6?_1P,1:Z]X MPA(IQQVF+GA9R>@G-
U@5G*9,E\R)^RRRB< BM2UGP1].H0)>WP?+ 4)?F["(M/B[*L^%249V<+Q4S@#2EG*G=+)\:7=L4V5 QL1PN5?VWD>XQTUZ\>']8U?%-
M=J%OJUR##X6/*2%=)-6'@\D[4FQ3%;1'';G16"\P(*Q3K[">_IK3HJ*3GRB"%E7S+1@_GB$<-C1D8@8Q[I;$W+*, M.A^FF_'40)89Z$&M%*7=]?
L[KFG)JX]]N7NX5MH*S[Y2;K_BNU/SK9V5Z-(#<;F7 AABM2=T7JK @ (SFK1"3+5# ,^ M3JVQ"%;HI]%! T4PB/70VHH<>8?0V M&C$('U)3\; ?%]?_PGB[F!D3L(G?L7\HVM1M-
Z*2B[8#!=+%3)M/2<\R&7 # M[U0NRC>$*<*%""^]\?-EB#)?,8-="5Z"41_#G7/FR; ? AQQ@U(?#_=>!YV(M'(-7VGRN3SZL ,=NUKL)')LV(5?AAEAN\NA()= ?O2A882KU
MH'4,*G7'4ZF_?KO]8P2??/TTNKK^?/WE0?ES].W;Z,O#_8[JPVN7]UBK!/:8 M;BT=L,&\LBC<&@Z6Q8$RF69]OP 1;=DJZ-^NK2^,B00!@H49)JB*JO+ITY5R MADKA=
J[S5/@D0WYHOND!HIW$^Q M<]@K6]]YB624^N M3\C4>7JR]:=4BJ!JM31J$!R?Z?4'MN^I J+52"OMC:F9_--#),LBG1-7CE9* M&$#\JQVL6['2M=4$Z9IH#GEJZ1K-
1:SHR)PPM62W5>)%@-J!'$^C(A$1%R?M M7*J;2J0PTHI"%11COU*QSB@2 Y@ M>\8!(\^]$A-'MMR2W3 M;V"_IT2W3 F(X=N#]Y&?INOY:;Y=?QH]7']4OHZ^/?Q+>?
@V^G(_NGJXO?N2 MR4^3F.:UURG>6"SUA867]HA'>&LJ7ZP7DF\/4"B2]FO122$60:]VF80G*!.$9'%_"%C6/X5#V^$A>DA:W;XZ:+;7[3"Y-%/B:$>V,6(FWD3$/ YLC]H- M?
X]:Z_:HKMSY^BE/>NZJ4AV%X(\IJ888TJ"Y3BD.B O&'BX^M",>P1-GA.TF M,,)V)]Z-N(V6&#I@V)P%B]H28I(3,"S&KF6SDZB_Z>,EQ_CV\;1_!T43T>_^
MUN%TJYFARQTQ[J93.&XV:_>ICVW=U>R5ZH/&66#1&Y@O&=1A MZTI<3)[@O%U.+RH+A&#_C4]*@*.O92FN3W('2*T'S=O;+> ;;<3/7LO8>03# M2Y: SQ9^V#D#!>!N.QIS-
<4_.RLM8U ,*4B@UU&M"3Y5M/U@D/7]YL"#E,)' MZ[#".+4+EE@E?Q2+,M4<^%ESWWV@*GPJZ?D7K,716'H.XO!88X/*REDE!RN7 M\?MP45WTA*8@(JA*D1NOM^L3!0
9UA"JK:%%H^)S8M'8*"!IJ>A/4;* N$+2 M89&*?374D8EJL +6JP)2SHRZ7O<@)9WE\[.'VZ\I'Q K"L-0L)2/O'P7<1#E M!1%@C*'NN:&Y!"&9J$J:<)$X'E/,P. .,*P>A>\2> =6H/28G
P>($<@PSQ 4VO<^Z_80'Y\G6.6"\H^L$@:LT MS]\K,X$4'7NMX<@D*BK Y!(U2R1UJ4R:: X'G7[3L"^RRLQO6+ 0'XZ)5\UM$]RWQINH80+@BM<1Q5/&,SHNJ8IHIB%(#)Y,
ME3T(0PXJ5I^/]M\2X:D2"G^S 5,Q%WA67**V M0+X)>%X?M?')QN)ZH(%2,C^\U0>)19P,0E6BY2JH&J5^?G*FLB&4GQH(P_: M$*Y>CJ5NY8K>98'9+ .Z,P$]-
J#S/5KA<"ELF3]=AIEC/V>-D@ M?TB$*?K/)"SL4'$^@'T"$QR_*R9)DNA%K7W M&>/64A :7=XX,=10$BM^_LV\(E/6)D&LW^R
M#2=V3Y;V1%L%J:]3NVPU(EE$+EL#4*M7GC%)ZUBT=WKMQOOQ:N]&M7;8CNW'! M=X/+<[A)H/ B<]9-ZJ\"JC4*)#>9U!\$XF".I;T!X?81YG$W%8)&DC,GM.X] MX,'=Z#$@\F?
2.DG4HG!>2:)6V$1R8Y3O?X)7+*^L:S! M,,O%YS/8!0=4F#DH#W)K:;*H!+B$88K^BBC$G9".)"#"2/-&W4&\D7NF?!4@ M(/&G'*0"6[B*:A9_3&] B6ZJT!7#9 GR1H$:5CD-
Y#5IW#69R&L!;.=+I:+ M>IJ]MU.P+26GHOQ^?4Z/AXD0;*!S2(C\6VLN:\(Q/IH+:SN";6^(5IF'2>[M M$D:2"-@1D!\^D.KZ_ODL4 !HW.+(!>](DQ\>!#Y9\K*&&GW4:C%EWT4
M2BC,#YRP=U1MD*&G=9%:3:9]O.4@H]^ -EB-/QA%Z&G1GA(26PK96:!@/7YK M+UJ92P+; X:@&MI5\T(@IV98\-Q=L!_!A!8HEPMMQ7S<9L3J-K(;(\$-^0&'M-SZ\HX2'XD*
(EGXA&S]85F3%(O MPS:?B";$L&S_9VGJO&ZE(6#7LHBW3Q9B;=G/N-9QH L]'F9N'NSFIK'*3K-V M^27**HO=40F2B9U80@WD2;O+\2Q]LQ&=_$4#(P,X:CU1A2P;86'[1/<_+?
LG M"@A>AZ=\LC0SF.^>-*'R$MZQ?2#AQ3#H.ETVX]AA&5L.,^+"/6M]RY-=&#__MY?K&@,E'C]\@E$':M<)1GBEOQF)Y+H1%S>#_D';0;VX]SHTG'LE6E3DL?$ Q
MG@(I$MHWQ]/VL#-%9D'LUOEY!K>!T05L['CK7+[ZE8.I@\Y G\>3B;5TO8)6 M45'*_PX4G/H6;#]@SP"W!+&SY_)1/ *XK$+-FL(@>'SN?5:9\"WKX:CJRG#
MD@+NQ(XI"8"/E:TJE<;")QA=CZN/O:6M8"2DOU (24>ZX% 8@195R/FS1(Q MX.0*8&^QTL>!JP%3V";C2UME.7>KNMMXRSI.9*+L$0'!(1,2A./AB;LDEZQIQ75>N
M*:+OY6@A?WBR/%A8#&F0_";M-V%X N.9,@E8]%\WY:0FU'E@_(AEY&)JDDC! M0O 1 T9/:AK/^*0,9'S9G(WO88U(YXV9?DKLI$&&H M8BT>U;#5P65L__@,9L+S\IDMG6.
[4BS.RS^Y?HE!JY&^>E@MV"V%[LGV/A9" M-.DF^*,%4O(K:VQE>QK^WG9">SO9GS[@[MT/>+]#D MA/R99V*P3&9X[-83B:R#UMA/CDY&,.)9KR/&])>.(ZQ-
X/P&>A_PQR)J(F," M;2!)V3'> @,-!=0(R;[X;MY#P$.5%,52KM=M+TF0QYD-1^5VDGNPA'QK M>_4^W06HDD,);1P[%1L:*/XW;-""XO:US(AI45$#"TE?*?J9%K","
[Z%?:]Q.O;:K4<% M!F,R*V5B:Z_HSWLU0RW<4Y'& D@ (OLY#<$SN,\$KC'BMZU!T,8B2J]ND9=0 M>OE@_!D%)((=FO:#J-N=!" -46"4O+_(C'+*S5\E%7V86Z7;4P+X05;*&W7
MHBQ/^0-MQJ]P@DCE8;T!)/F94':K>I6[4MEN&12['1G^0;GO?&[Q='Y@E(H(M!\T$+?T7I]2 6A1ZXU A19J/S]IF:DI(967; C7 M0\;(LC[78HD_K&
S^/JF^YD/<(&P#UFGK3;:G9@%*FLE#I)4L*1I.%2[W3C$ M:C?>XI%YDHS=49=KQH^_E/;.#$V_U2_!'P2*@06KN6N'4,$I]*T?K3Y7-&@^
MAT7DW=KE8'=)]2D[2EZF$\BK+VV["_$U=7N'E6F_N>,JJ!,F,F%W'=6%-,/U ME>A9-<-#/O7]'9WZXM74-9N35UF5-)!#W*=![;+7[:G=7MG[E*+Z)]DZS=UM
MY@::]2'NYA#+,IKJH-LK?S?C&6.F=/QBNL,'PX6M81R0U9;ZXO'A88 M+VP-&;'21 Z*5GL-, /;:?'"Y,4O(EZXX^A@.1M1B,;6:^XQ.IBF9+&CG$8& M4=6J*'?;
(9Z85O*).6QOW0&O:;MVV1JTU$$_SAF5JK)(LL;+DS#_;:O MEK:]QGIJ_9"WX5@2*U+%;C=6[*:6QB94 E)BOCOC-8QK%,A/P![NIJS\>.<1

```
MIUY*EAC5XO%6L5+)=S#HM@U"%*O&3@JN78ZTB\Q]; _0+NRE>&,25CW-HY4K M3)YYW0Z0$P]2%*[X94N6Z&JPI%9[M%[T=4R[E/SAO-G"_VPSCV>X"G]'B<)D
MY]_K"U<6.8T2;/V$>1Z%H3_DB!/8I7F_R" ]S,'JKW?\;A;=2:+%,OP!,/*= M6,! WG=CU_*(NRO3=M*$8[-F@WISLB?N-+OM5D7QFQ7%]T^]*+Z;ISZY=_!%
M\;T\T^E71?'[*8KO[[;./;=2U]F_4A>0>D&?;U$J7?PLCT&E:S8\PVC?*EV_MB?>:U74)/@-7FHL;>L_FU0 M'0LK""?8G# 0#T*T M==WY"%.=6QBZ0&GU
9&F,_8GT(%1+%"XVDL]3>/@(J_;D%L:-%N-%/EW"%Z- M+W=3P:-QQ>0"/&:_^EOB/_IMV(K=MCQ M0\8')DG&33B,HQ2XQA$]1$&<&W/6GU%JA<14B_7= ME.K*/^2N>JGK+B
KG.BZ>)VB%@@2Y2K^6H6'RT<;B &(;1NQ>3[J8^Q9ZS6B M%'VD"'\JH"A)+1M1Z, .LV+N(%HS;[*@V?RL4'<\ K19V@S:(P(R2MA9QASI MPIJR@XD;GK #H:J(A-8*L?^D>Y."
[)3[!IB)JDUD:#OH)Z!LV-4QW/>S5 M\Q#=[/)A6^0#S7!YGK0GP4@0B@YY+37Q>C$<1.:-.=68H_(H]G@L[3'*'%#5 M'1-=ZC M-=>UC<>ER]IQN[8U62)4$;%
(_]$&=8O&"3/\6EOWT.\8:^-M6G$Z.')2B;P MO?1AJ\&5LAY1KI'\]%?";Z0J< @3%X _+"A+^%8M;+R# PLSA6.Q? 2&SUES MX@SBWA8C$@24HG_";W36"0Y3CTS=
V4,;WJ"9(,_;E!]*-RC<'_15+G 0 I_ MI@PHKIV0/4\BU0>9NKZBL>B/]E*S5W+ IWG.FMLQ[<5^,<8(6B74R+ O0L[I MBMW!V$[%JI>P$;@<+=?[[XR?\F#]5TZZ2/'
MVS38LXS&9GI6:SLIJS7=;87IDO5H9>5O0D5YPCE%L+-A7KA,0O>,3]P+:_46 MJ&G V^<6ZW1O+7RZ#G!!N6VGK 73KD]UO-IK\^QCA_.M1[ZP9MOK,05NAX]'
M)I./U#8Z+*T/"HB,$% U.-]OLJ1#BD$YDR$?^;MTST=^2Z8FH^7B?_;;M2$9'*6_TV:I@RALF0)K M">@$3Z!Z-F:,!T :24-5\/_S/"CDP5![&_[#X;)/\06H@,*^S_EG+YIM:/ O
MM2@!9*U7]F1,>@YM$ SO\:R?V,GH-7^;$[_GKO.^G]@G'F3814K\)&&QF9E#5!-I+&6987VZ2+&-?R_6U6O#'U MJ,VI Y S V.;H?VFY_?G9K;-$O+J^_$ !/Z"RX)#2Q9"S7H,'\C-
3%/]4<5" M1Z?*_GWEFL5GDR6&,N5&IPQ^'(.D.XIB]H>M02"*B0 ]A^0X/4X:H%!KWPNU MWC_<7?U__[C[]/"ZV[TH*+O^Y_?;AW\I9Q^O;VZO;A_.HV23E/&0.N$X25Y"
M8^'@RL9GNQ4+>EY:-D9X^CE7VW!>>ET)^ZM(!#9&V@XZ^%B MDA1,;>G.+)OJ&E'KPR J6.RNA8%28/I94)B\H=/(6=!TY#TVEYG.PL>R<+O]
M>+O$0MF:"SJ#5*N9";4JN%Y?-?O.9N7Q5)Y9 MK'MCT^4;H(,#EJZY[=KIVGA65T89<-KDPL@-J2YK&=4V9)>J50W7(23$C?J6 M,A=R:8!%#7C0V&3
&9>YO%$WRUGFTNABT(K5MC?YH"C.Q=-E+%NNT2NC&_3& M0KAD@5M/$K%5+5!5"Y1:"S0XP%J@2+Z.+T(SI,HPFRY3J@Q>^J-YR/4_?(0Y
MIM,*32>!_QU:^<^Z13O8#!QOT8NQ.+/QFLKB##M>,4$W40C^*JL@,I2O6(;R MT1G?;-SY+>\?[$8B@E&@VZ#(!Z*O[J;TZ+@ 76&V^J#CE4X5:ZTGIZ!O9+=+ M2[V1T;
[]DA=MY@^Z!V_F1^@[,U3*3@D\U?KKK3-7(Y/,X!(XH/GU<\|OJP?A M@"8Y*&$3#XE(A_MU47A%S), :-"97^"2A5L\Z!ASUNP5"XL=,L=
(9"*X;@[[:C6/#99LHC&5D8=]54#6[8ETP['9<[.1*VAL) M;@&AW.U)!&1A+7H,/T%_6%B1P\ ^,B58;G*29.KWW2OECBVKS2N/;5"[M$P] M&H(,_JV\(,/5FZB/&::D#+3YQ-
,JM;F<]A[U^45R(\Z74U?/:X"FX=@#P&X MDQ0'+\CU6>+%H6-+!8<<,+XQZ)CL)''>&-XI&!,/QLN+Y;0V-T) M^>CR% BQ0U^X^ );_\_2L!F4_UQ[75,N5=8A>4A=&DJ5Q\N-
,17'T@0S@;Q( M^?4N57A2];I.I=:P%N)SJB0-[5;R< B,A(8 )R!0LBW /AQ18QV[ZE1R?&:< MLX>G4P5.77*9" @45N&!;]0=%X@;!8H3PJV&RYXM*E^ 6Q"[8VZ]JO!>\6+L
MM3QE(#-PJ\4:WK,*\0E0Q)CJX6FN%*RE)Q*9,?8M09I0T?3220#I6[&'T.43 MY6PDY@V7: 9;2<.6?$!)R"UH3J8L%,?^^\@1W\)B*I"IAK<+D8M=#"WG1O5 M:0=F!)2?X\QYW 5?
E'PM@P_U<$4!*SZ!Q8U7W$\)Y<=F<2'10."A&6!H^87 MIY41J20.2FBO5?0#03A?@-R]("$M.8P>-<< KB'Q-\VK2 [P$L'VX$_C8F+, MEP%H)3R8Q@O?
VA##C,%BJBNW0>)B4M1))BG>F#Z&IY,ZP02O2M?P/DO!BV3^ M!\]Z84"#^;D91R&!I_!V/OCRJ87]?9\!E!6.62-[33&*5A'.I MBE'7[+FA$[%X8CE6R<=JP4^P$+?
F5V*FH(ESL[H4R^/'1UW"*;N;?H618",< ML@\D0^/&LD=7;%/9N#[@X;@S_T35(SA>]G;IWC]AX3[HXD7ZQ"L=OR)T"T-C M9D8X< D'+RYP.1P2EZ/>6A&
[PS^B454CM4P4,9*%QA%$IELO&L[>^(UZ^N%$2'1,+)\8Y@J:R"3B21HJPIVZ1P0.92(Y]%N-&J7S58]KH,- M GHP>_6,T+E02
)O(!0BVBP0N"#!5/X7\%8TEQ!\T=8M^TDSC?]JG-$! V+( M'N(C#T)K;OS4&;(12IY$/@"?P,K<31]L#1U+'[65 PLO5@X^ 5LND11^#0XQ
MT5;!G:403H0ON&P%%;C<$6HK+7WA"MVZO;RR"+,=,1:J;%F[@%0NP5L9X1P]Q5$)#-33YF?VJ$N<.F,4()0I/C*T([<>OXL_AJ.:X0 M!)(2>;C!*&!T=R,]"(0)BHZ[SP;&1\!
MKWU"C%C.@(6-7OH\;L3M# EG/"&2.O(!?I M8=-#8*.1]8/*@W@C=U[XUFE_J,@&&O.3)71#KTQ+6P+J-KU6Q>E)?ZOJSB! MSSR[(.D\^, "=U.!PUPVQ$ *+W5[A\6Q,
&V*Q4WS_P$C7^''W[-OKR<+\; M9*G:);=F/1AM!,VVS#DA9PN/*=S>(A*%=] M;BZ^'=GZM?^VK7@YFY%XL,S-@R/B \K.1#MQPHXM@L1(LT)F,Z_-8\FKR+TQ M;$WNIF +
[W81@9NZL^ R=E')CU]&NEKRGB*_X^#9W+^30K3ZV\+PT7[B8W3> M0ID3MHY2GL$#B-ETNZVH18FQG]N-7NURBOYT-*"=B*3VER0#::FH777?-1IL M51?UY[I*7.A?
EOU3N3+<%7E82:0+#PAQ#"D$ 5[)HGL'GK(@-K,,/FH]$K88 MRP' M1=62T'T3$>O#L8&L$3YZX'PE=!RO*8-!P013PK\GEZJ')K&"3$V]1TDA.J3J^*TSR%.:WJA*TW=?
FHZ+GF.'VHF=)!+YS%8-JC(( MDF"#)=(:7L/J L(%/^JZZ;4$0D1^C#L84X.E,$XPQ63"4[*8Y)24",DS,==> MO20KTC=8DIV#CO"Q9P3Z[^&I/N*+5\|LW+&JATL@0L/4>\)1'
OM(T2^13MW MS&3]XY):18!6IK^@)L5,4;C%7.^J]\RE&*OR3_([DQWEJV3W,PV=;]^\U=JS M[3E !U[$*O!@]HEHY.BARY9H$F*7<#)(MCL;@NJ(^6S3)[
ML#]$L#U$HI8K&G8$5< DW5?UR#9WV[*PC^,UX-P(J(4Y9CK6\&(_C!S33(HT M3VP)9I@L'VTF?4O+C2Z;Y&Y/*E?'N;Z=II:K6?'V#Y"&!NT%Q)S*6[_T Y /=Y?<-Y[T'F /D8@-
AWX2=_UE:"T/S,,I]<(^KVB'1LPTLK$QK4T/GJ0,[U%]NO$(AC+!>&,\ M]-J3I4;Y5:(Y7LR1N&?*!*]&.M/.SX;G@A1#]CE%A9GKW[-?0_WZC.RG )6' M4+
(;+DR\V8D'86XX/!M;4]@6HO/7'Z(7TF";QSOK>?8ZO8GZ$1F^[TBL%AYI M1*1C3UN)]>+=%^4E:@[.'L_/F@EK%.R$0 2ENS/*7 M@L5H_&:3EC*Q0$,H?
<.!EKT>1$SCD&='>J@_&C5*W]P-X:67"PD*A.31NB%H M/9'A5!9;74!(>SK3'E4R*;">E-H>/6-CH_%PQI=%SC;GL#$L.
M&LZ&)9?,+5=E:4EX+A;7)%^MY7SB]HRQ/'_*#R%@@S?IT@4U1W,%/>0;2X(? M3E6>EW/7@)77)WQ9QEP[P+\X_0(;1*K 7E2LZE20L.=O"JUF6%S"G +!V<@# M@]G;R9#X/'[
DAQX\Y ;RP9QR4]G"2[RC#E%[4URBIH-K&%M]Z(EK$Q%7+:7H[,/7V7+__+: B>Q(&2%JY J$A MN\)X4/@.A47P<$7"H1%)1ZJXSD(T,G!*6+*)G()WZ0[D7M17^A;CPW@+.6[_
MU]]=8N]C?3Y?H%YB/M%AP;_Y K,^%>R%'^Z^?;S^=G%U]^G3Z.O]]3OQ2WIR M<7C['T' ZO:[QGOF(T+'7@U'XGG\)&^E8:(]XIWV8AD3NF@2=#!U?_,GY$YB
M+FC_]AZK"K#&@+N@8'DB'JD:[66KE_249MQ3$M^-/Y!P*G*LR+$\0\^*R<*2>ZC?J"=]T:Q<1OHL6O]Q_G)=9=HTY+Z7T;Z#$__?Z8P\-
G:^*G;_DWE)];W6P2ED=4#:+4ZJ"8JOA#Q1_VP!_((4B^#F;TI#GV/QNF M\;Q\EIU^=],OI (_6!_TW]$)^V!Q>N;EZE]1@7ZP_%.7T;%W!)PC@Q^Q&9NK M34:'Z&S$+
SL=>KJIF102&YF3)[5I$ 6L_S?DX91,8V*:>Q>QYVR2 IET>(? MY99Z4:1!?YVO1KP$B2!\A#Z2 >3K&+A)J7H(EB(,3]+&B^B 03CEK0LZ!BK( M(E,ZVHJ]K'9C=?'5?
(23DS[$D>5Z672XJG-^2\#.H:LLO20Q_*HF<4 M[L;$F+@IA3+#SD'F_V/!E94\RZBKT/?/NEP:^9/F?^/NLU\QS(*!1<-%=^Z2 MI2JD1'RD,(04'9RR\GQ=1((0K<./!K%LH5 J$:
(\O<+;[830EN3P]-9")#]G MB!0GYD$'$@R*32@(IT*GYEX@\5E.UB'X$3*XS4;8&&O) H:%L[UVXP+.&#^4 MTG$1*"\][GE)BHL-S%&;XPF(WJ?
22F+FR0HMO,D**:UYRT%T+IX>,.-(RWW MP3.4"O*]PQ&O;3I3Y-AX=$DJ@5Y3[QE):/+SECP_*!WY*_9(G5WE1VH_D&1R MI(JP@U=JPN73Q6DXO=KE,*+A%+K!X23,
(L*'@02)#)+H77H/]S!Q!Q;@41O_ M?+(1#N^"9>*3M/+FJ<2>L@-,&^_DX9AV[^"+RWIYIM,/3B>IY?'!59,"O4FWBH3>@.I*;O5(7'?9JBWHVYWW0JF')G(ML\4I*#WAGF
ML6%%59ZA3;Y5$=I8E\JZ#JV]2ONH#EV5]G'27I!!E0-2<9"3XR!5#DC)K*74 MA)!A[;+9R),0XG_L)8307]LDA.2OMSG&(/9#M)",_%)+OR5?1BTW/>@:!W,(
M2K&W@]B'A$/1CPU[O'Q&A_<8VP^;HLUPH/"2JE6#FXQQ3M@MX,F&J=DK[W-6 M%A_<[# ]""!2O':,F/)S#^;,BWG[_8'\?C*\@4QLQ:I4\1G(7!(E\DY6^T&R
M0>A]5.\9W+2Z,N(UQXAAH 90,6@@,GV&2E!-L HPN"O S&*!(4/M(0*)!U[_MD0180ZFSBOPQ"U5% +L$QAQK?:),EWB8J,<+?T:@@8HJ%PXG;@&O>:,$+P'" MP!X<@[%FA)/?
@5F8J 'Q=5P%'B=W>?$Q^<*=IF!K=9=/ Z,Y0)CB9*3W@XE! MEH/=&%$-,S;!6L43'TLJ(?3#5[0C49'>26U?N/H]4$WK4P](1\>[T,?@%R/R??
G6ZR&81$,*V9A#2P6)I+RR'6$A\CZ-UB AT\$P.%,=5!EM* M&0E\,96,E75- 4 @%:)![A,Y5+!KG#JDG6T>T1.4)* ^1ERRF Q.3"SP*+Y310S(1F?H5(14'N=H>#
(=.,423]ZO!$E[,%RC M8(G;7BMQU10DD00<>-^8.>-;;^H:<1IDU><"EE $2S+BBO@^B1#;SY**OWMG MRH-M/(&Y2(-Y>+6\I\J?ER@6.K7+I@_^%Y4+,QBHC^,H'R3/W(JJ
#YVFGGD?"CYHW42'%2[I<2YG'K(N>#E[&0K"9(<:&QWC7K)W1GNT7HA? M:6/>(XZ+EC40,"(\BINW_H[[>#U$3B$6#]R,A6)<@8523IZ7YCG#!?'2/A); MBHZ]
(2_E/AQ8M_EJ9P"Z\.X75-6_SH'B*4W H]38?N%A$1]"+/M.K<$C3<$# M+;ME_T[:Z_E2Y?%='93/0/ MMBG.Q]R_"[3\7.H3P:E(UYVH]5H*N>%I?YS6/$2OC6,\Z]FQEJ*;D
MQMEHL=1U+Q62,+%(DI90)]='[G#S_/UL: 3'S(G+B8]=[(#Y!],O&"(RG/'2 M<9C7\0LVM^ZR-?G3LM'[MTWRL7+%9L3]W9\L#5NM$-*F;M#&T<(N-(.W_<*(
MUO+Y65O'$(2#4OB.L$6+*D!IYX33Z7E?<(*V+A@)[ N?F'(5&!:/\_'6[P9N M)/D]?9!>1I\+RW$O8MT#1.$K)005U03UD+1!_J"ZZ#(.@GBYP-.P1NO^J#^Z
MMR8D;'+'EXKLG!AH0)9R,65JK1_M'J(.=O_^ )28SE M.[;[#3%X2=&Y]]H5D\(4Z"H9_.IAM6"W\$7E:XI+*M_U#4M3]CG&Y=5NHZ$V8G1SE?M^7C4*VB*,.F-+>]L([>U$-Z+=
"4@ M<2.0,X*:.N9XX-MPFE:'<1I5P155O=CI/-O9/G-TG3&_9I,U6 0;R%]AA9;8 M.?=3'U+SQ;,DA2FA"I5@DEC2XV(RE?**@/PW%]NL?3<_S2RY88<5?AO3?>YZ;A2474IKNJK-
3&KWNJX?J"_6:'7K_9F]'M-^6/T:?OU\KGZ]']]V_7GZ^_/-S' M%7.5W(LV;C>0)#E:N.&P;@'H5V.*-@^SHQN :9^D=G)T:0]?A(+E+ $&C0;2 M2BD R:T%II#.#>W1F(-
PI]PE#7N9D"LBT.#Y47=?L3,2+V7 JDEC;"R8%<.T MU&=0.^#;2&_R$,0=Q[DO($:^'X;B3'%0]=H6:T-#U' M(%
(7)C(R%R:U*:"$!C95EN#BNV]X.A%UY&3KADDP9Y_T%WVN-.5%<,[]M$;K M-3H "X2Q_:(QV4W3XT]I!Y]"$\/6"P;:7BPI3R\*LCJ.\@XQN3MNG%6Z]P&D M>Q/)\GXDJLRFHN3-
TF>>BL&9YM$G,NRRN0JLY$=2:*.A.MP)G@ M!T%R\:T3/JP)'WH;F7N)I<:!<,:#8OI_^87FXY4G5>J_-:U'EM!\YKG))FB$PK4/U<%M0R+:$7@]ZK*?J; MX;C,#V^3P&8:_UGJTN
HDF"SE%",OQE3V!G3]3B0'?B4:>$3?+K-HA+RS%/J M8])LZOOQ3)\L,=_:LZY'I#R/S,DG7W?^S'3=R9WY#9/*<94^8$R!' ?;V>"^ M>=UIMA))KX@P1"Q8
Z9Y6G/0_2FH2S3$4W5QHYC'D7+='P4\84+M C)/V=KP M."RW$R9H@DGF%(7_;+&:(D3C*A_!0O2+B]I-\BVVZ/'P2U-DKTZ *+P:D!@C M300.? KD5"7'D)8NC/:_S
WM)8+S\@_OF>]B'$'R*6X5)0*4O<@ QD2'K=]\ M:<#&_J[!_%1K!(*T%-Z784'008=>"A=FJ_3>$QOLXNC/H[V=&%(&,:IDWKO! MP@TN-=L]07
8_UJX"A6J*7]IT']A,2D&+L7868@]GP!LAAIC#_()Q'AIE\]5 M]Y%2ND@HA?#LTJ6_PI= X:?-/Z[UKA0="*L28PN/H\E2BK9<_8A+>:<^3E(J
M2EBQ:N'74BR3<@H(.$*\)2E7[41U!'Z9A0\< 7G]Z3CL;ARH59:U_\7+?6:W MAX%7_S(>Z_IT6DL;-UG%N2W;0-R2HK\!??""/HH8M=N*?V:#OV-3;MQX14_[[A#A,[H?F1-!
[#ZM2U/E M=)[P#EH9!O945E9B$W2M84/M-P=J:]B/Y"4>&]U69_^.:GU/)4XU!=7&4/ MG8Y>F:Y82>(CIL3@&.VB8J!VMM>:$&!';7?::K\;K<.JZ/+XSN8N[9W-C^6A
MFCR'[7+C@K\2VV59C94/I)4-42"&5&^VM:S MX3B6O2*L"H=K)!S30T%0#S@#E4)R.GP_G?$1$7S55IBJ?QH:22E,#'$3U4YC MJ/;;E7)Q"@=ME\K%%F?
L0+6+4L[8H'8Y[/;4.*SG M4$KY NC"H9R1"#05H, M7_ =QPK%%-MU$"B1 J.8C-Z$$JS->GXW!PG:1IF ,ULL4.2Y+,.-%37')K/% MP,,D(3J5A
PS(NB^M<5\AC03OP=4H+XP.#'$*C0($@5A_LK)]BKEK [3LY^R M((%OF@%3QGPZC?2,$-S-:&HF-=5**J3,I;FKB@-,:)K_[&QSGAD94V4K(UR$ M'X"S8V 723Y?+^'4;S\E'\-
XY.?".%M,F?!NH+1V XYUG=IC#[N9Z83IX*%' M.1XH%,EU1T$6A)7E;;GWRTK7X$H$,)VL8UGU=:RUVKW$U\HP/"%@#L*+"DN# M9V(= K+#D-.ZDXX: ]CRZKM9>[< L_P)\+-
M[4)-2[25 $E(F##.*((XA=, M=."+#,WXT;9^ZJ+;%P-'$1@CCK6T\99 %7FH,!VDE>%-@F:XEI+D\O\8C:4( M*5V6@B+".)*3,!.\9$G*2*15#7()P2)L 58A(VS@7@;
(]76FFPPIG%H>,3CK M">]\- *:$5<.58%3@(C$WN:O$>UQML:?ACO[+D%<,',&#!"0^M3=#1XC%IC! MRB+#NUNZ=U-F\X3Q*#H_FD-
2"!XL_W<>E=V;M[/3K%TVNVI[T(QU=U82,M]K M'R)LQX/;-5@#BA".>D+W2WYD[J9 4PP39A*#US[34/["R4#._$S^T"4US?R, MA'=QI=ES"]GDT0UJD!"[6>=WQ88?FE M,-
BQ'G]^"<*2O?8UP#AD0!.\Z,Z'W_DGDR34XP-7=L1@JYCV"QQ?K&#" [,+ MA,P(Q[%D#6=,?R.1ZQG[TD=[ $->-\J]0R5[I?
G2H'S+RCQ0+44^_2'\W@^A2,UAPBARCL]MI)1<>;8W*MT.3R0D>O&7[^T;?R MC+X='/W!X%BO690PT[G\>_C,1)*/R*7HG14EV>TE'_4R(+/S[68[SVYVCE(+
M2$*$WD)QVA2D.S(VIB!0LRQK8DP-D'L?0*'X>7$_GEES&-'=@G?]1C'*E(F) M/F>6G:]G!)4'9F&>.\S#HC S20T/,7F$6%08/0W=/%@#W)L\'/!D+!?+-2"&(BU=\'< MF&
(W,,/Y>3&U==WORVOC5%#K@K5$9,N)LC+T^21HX(KE8+!F_@N$N1EH)/1( M'3?@SYD!']B$E"G=0FXM>-AXQA_GC1%T)8TZW=)HQ7*_>@UT<$1),S <_[W4 M,RQ@N!?
>Z^F_NFT!=\*V-IR7T:HIXZ7]HHLQ/!%YD(*)N*$:SGI)F-?"HN*<0NK;2M M^+T:TVQ70X!48\$HQN+O0ST6URWDD#@^KE?<^(MDG!M;G(>RK$AY&FJ):#$! MIP.*"[-8].\(-
%VI;1QVJ&0&N?\VO=ZYUV7D9/6P4RT3+OY M5#R7N[(N_! @YW,H*FZ!:>@+8Z+<&*9FCE%T87J227Y+:JF&&_08[,-'\*N$ M\SQ%6Y7YPLDA1BQP.F7!BD"3]T
K.;#%79I\N%LT:Q&._&K"^17(^RD3L/1" MYD9-:P/'6D;AR(&]&C!0:8Q)_0QE!T-\UWKT"=AS[.]_<^D7K'4,@$X\X2N MK%/8T48/_9M(_??3,.U\.8A4$6M332:
/5G:OV2$9P6+OABF78 J_8/@83Z MX$'Q;@!?^^,.]XQOF;=C<3F3'@WZW;N8#S$)_[:'?:LJ/U\./U\$N-="_0!A MU5'0P['$PR*C^,*YU8B9 M9' RR/&>CI<\H,UH0YZO_,G_VA_\
<\O:7CE=<5<]N5K9R3WX^\C;NI1YEERGB0M7+U?)F<.0,RRWPM^7 U$QFQN=[2$Y-09%GNW?*IFS;YES2B3:;=0N&_5" M;:#?*B-H:[GTS4N_QM3?2C8=AFS"7;F!3;GE*?'?
8&\.Y/!OI'MVL5:WWBRT M_TLEG_8NGTZ.3%MDN1<:LBQ?2)V,+/H8*%BJ9-%AR*)K7IXD=N?H#WF;%-'2 M--%*%NTI7'1B9-
HIETS7(#0>1U%)=\N=FWT<*MJIJAJF:HJAF.9ONK&HH#\UY4-12;>"VD MABE^OQ1"\>=]4GB;E P%X@>2^%Z.-=BMBBGVXJZHZ#,;??:JJHJJJN*X#O=Q M")_<:?
#EG.]^55Y1": #I]%!56=QB,*IJK/X!804"[[A5N_O_]KE]UZYYAM MI*,ETV.14P= IKT&DFFKLI2J.HPC.N#'(8"F3M\&0]/CM ML?:EWI)RM\SX9H$*SPT-
2KAB6M8=9INE8+_3;CNNUVBX8LFM6V4::M=; ZFDA6TGZP0:*41@'V?H$"I>9"[G\]C* MI^0&HNL6+?X8'TK/SUXM8X.E]!(XJGF+]&0/MF0OJO1MT$TI?4NV([8P$3*7
MPND.E;!1ZZV99C[!PPPSIGXMIDWZF=.MGOFZ?)P;X\.M6#KAE6<%OONL5O)JBZO]W_W^2-KZ2EU.(W]NCPW1U1_S5UEEMY['8VAW3?H&?:2&ZQ/PUW%C%CG* =
MXP2M'G'Z5_2L-"=BXP=3$S8"7?E^_U%VR3627')3XTV?7&#;\J W;H T.&@U M6^\C#KD@;1:PZ[O%:I(:DVQ2V0% )W2:AE"AR6SQB<92O*[(3F7CC>SD+LCC7>F"4$ M.0)?
T+6,H='F@8+F+A3IM-AV']/?6VJK.5#[^Z\9KF@F&\WL4M-+I9Y6[;*G M=@=MM5=:F51%/,42SXXUD53RP4SF@3IHM-1V_[C*[$[?X7A%85^,^KX(!%CX M
PE2L6S%0BQ>!6AE^4S5,4=3&Y-:\UVX3+ MG*34@J:46E":]N# BOR?VD6.DXPYWFIWV"Y:BS@_%4EP9'15MH:1G\*ZMJK/-;E=M%JO.GJ?I(Y)BL7A+51]*T(XS>&ZR
MI&HI/.;.W9RB3]D;N7#%BSH)^XP]58&F=8&F_?N3^[7+ 7H#U49LP=1IQ)6JAD>V7_PM''%\;; MQ*P$=-N;;.HRVG$7@[<@1FHZMRWHCUHU"[[5=;&L3K#0[1T M<.&6
>8%J:UFKPKHG02%'6*X98!-W(>#!$]!%6RI',V5J_\@AE?MP+Z'5P5; M]AULR=7%LW))_0HNJ?W;@.W:Y5!M=Y*R[D[#"U6=L^J<'4JP9=#!+,1!HZMV
MJ_!F=>).]\0=4+!ET*5@2[,S_+6"+2?GJFB#'32QE@C9=Y!V6A'CJ_9@_^.K M]F#_XXLX+/XN\*U#X-!)\*?-0=2G$$(_C3H+PCZ.&"S."(HMB!S+)G'Y#H07 M+
*QZ=S8SA*JNN+#JBN$JZX0YD+SO<(!UA6.L!Z ?%:RH=>.'$(*#_HXYEI_&>I.X0&G_.]D<0-#X#2GPB .Z@V>@FTFJOG/U' MN-NQM%<+?Z],VJM7W=:9.VBB+!W$Q-
7@AN='F!NI9M94^0!VR,^+^_',FL,- MFCE1?M>=G[KR;$WTN:,JH'6,9XKAX(O0'P=; Z2C/%+?=Y@2#!4>2NCWW,%>I)X@ B]B\D8([E5SE$?-@8LMCMKK(?QBF,:8 L\0 MC_\E
'O[O1(!>WO=/("]S?9VD+O-UMXP=S=&UHSJX?FQ[;:[G:SI67N,EMB5?<4>R=%S:Q!PH MH4?3H%>[;#;K^T^&_.5HL5718I@6^^72XAX20(Y)JOB-NG^-O/AC$"N;M% O
M_C1OU'1],,#P4[UJMWQJXN68:7)(+<"/JZ/RKV#/L*ZE\#+[&3V^HCN:_K8P M6(RA$DF'(I+$9CW 7AW1T1\V:I?=>BY2M[L6][@OMS MMRB'UYWW*PMS0_$J3%L
MH5&#H4,22T M2[$_^SON&R6##SNURT+]ZI4,.@ 9=.Q$V2V1*"MS)U7.W+O6^&>50' P\N5^ MIME'%[$=]FJ7PWJ_4"6R2A[8JT@Y3CK$S(%&O5%J+Z2D2HQL]0?I90=49Q I
M2PQ6)>ZOW*"%Y09*)&]02)\4DS#/D% M6.(P'8=R]\>$">@@*""E\D?2_P.5!.%:@'>!K,=M4_P/)J&_-TA*Z,^=OC]H MYDG?[^T]^_[7\!.4@=72J/HT5WV:-
^O3+)7Q!06/PVOW>.G>!AK"EKV;AX.J M=W-E]WI\$Z@3!,'$46S@@,8+)IW,0$X\S9242E2L!APMGY:.RQ:]^4OT=Q;L
M1"S9#2R*M$AHS815T<&/INA9YO]^",PAU7H8UB[;O:3.&X<;>C]])2>VT?HT MI,F'SNIIG\D]M$ ^EG/<:32H+7*[%4VF.>1C?#*G=6/1&C1&6L-*N,8)5]"V M6T._(2C__> /9;-
V.6@T*N%Z<,?U5Q:N"2#TNY>N^S_(>>'G.PW,:.NTU4YG M=_#SE:"53Z[?[";UL#J_TFD=3?X-YCD>@+MI\/ADZZM]-*>O#?*TK?9[@ZKW M0^Q)K7#OXV#D*OWH("(LQ;
<>/D3/=!5A*:&-XZ';>9W:Y;#;4YO-N"2,*K3R M"ZBE&_M_/F-.4L#YTSH5U;6PR$I\DL^A,X5N[;+=KB(KAW=6*^?/83A_]GR0 M\YN?O=IEMZ4V6[W*]U/Y?@XC#)K?]7-
<0A23F_L-M=\I*\^^\OA4'I]**2K% MXR,_,HJMR_:P^!:)AVA35TZA$MI-';KH0@Q M=,8JOUVU8'J>,5GU7DG2^>= MF,*FO)U7J*K)UEDSE8S!PD5Q1X$RL@S)9VE12 M"-
]O(UPX=AMR&38.'=3724*;;&J'A$>I[G6W@HGBSALFZSZUIM/5K3FVGO4' M[>VCX8SG%I)=OHK1:M43> MJ,2U)5-"W#&O%I]7?'^Y>
[B&=RB\&HBM_^V7J[O/U\K#Z/\&NHJ5UUR+%:Y> M6<\+S5RQ,; J5E:TJB'_(&*8"R:B/.ONS)H@46OC,=A?+E(G'",@8MQSQ=7> MX W4A$VY&=U_4$;W5TJ_
S(0I]J"2;+K'O"Z.GW6? ]T"(>&6FQI;^RU3N"] MV&A- S%D V=Z,F%N$WJG&^RIM72!T.@1V+1+_\]2-\=^AS8@6/UM/%].]*02
M6IDN4FW"X&ZOU^2DQ^<]N'%Z7I@H)#M$X3UB@I2;KRJZJ%EGLGXC(\F[0#<7 MW8X2LSY_D_<[8>\#7 '-^/"L=6H>XSDL'G6@.ABI-G_55@[..>9=X9)\>5 A M-
DHL*XF=)?.\T6(![-N[]$>S%ISAS-/^6;DSK&SCM_>*T#W;N*+,:T(J:K/; M5A7QX_Q][6\Q$PHP__73B(XPQW1:M2R'M=FNMP:20LXVL=[KQ^PC__B]S)<5
M8LSP*DV9V2B*_N):8Z_,W5S.Y[&M!ZE6'KC?%0HQ$YN):8E4$%RT^_/+SFOP M]/"2]GK7,&4? WJ@W@>\4=3[CG]BLUFOZOG\.]3*LT/M#=QHV\A6S75MXW') M@ I<2YD84Y
7C+L_ZNZKKG,-2FB$,#(0"<\$OS#6;'M%/2"?45Z1>TP'/9$D M5Y*L,3%A0 =]S-8=Q+4";9H$"S9D=.J9Y14/:8HNE+JI,6QQN N171U$%>=P MXY:B+1;S%?X"7]-
```

,N4CEZB&IG/"PM4Q55@3?#5\L?F>1\ MH2Z6(#=AO.YAU/@LJ");/Z$'-Q_PYGI$VS/"5MN@O;I.#!Y M%2<) U^.]=A)X)JB/D,$$%T9.%[_Q=483>$H>@T_O5:A, Z!TF&8S&@X0G, M'!7HW00A09-XU.<&;/4.FZG8E@EZ; P\B>""UG7;GANA.2U#96!;,D1':-M?<)\-O $? ZV#9?=_=ZC02<#LYB>C!ZBT-+#\!Y_&O L?*#CVM9/_8+KWLQ! MG&E70[W,+UP0]#]-$"O@+51&D_T&Kf,B=_SUWG?3^>6YHJ9"CI1&*$H_]M M,<*%+4BE)H*9-D'+^@:2#A1&Y9ZIB1R08M@%";?:?10'{N\VIB+%*\)-)]P3 MH='0 ;2 6ZH:XF]V>[%<5%12L; <"V%M13 OM#'-B$"4H"\T@?TPMLGR4]\"L M@BYE,L()+ '#?$%O0,,2BI.O =./+%@4%[H +DQ=;I26<*!BKP6\;8Q:8:8 M+-YL&^B2U^;TA^EIN10@H,W'RSG3K:>2-SS5E0T#MW[*X0 -O>[X#G@,W!5Q M@SPMC8F,,W.8^, IT'O)/^SF3ON]F<6CGG,_&?NO,\XGM=52/\<0>MM/8SU](*

*M3/]Z'\ TR7*NWTW#,01G9$ZDG@,40]\N'TQ*]1IT$X/1A67!^BE2@U;S_]Y1 M3-V-#\FYZU+]2*6$<\GSK-XEA2R.%M2_WRL,U+_7RP/]WX\']=_R]N+KEP9K M*D 5/BR%;YR_S? 4N96%E2[;/^)CPPX![_(&8K/D)YRXLNYWZPW8+-YB=A?M&O3?^OH8GI:KY4>%EQ>CEO 1'FVHZH]W+#09T2R M%5@/6&:KK;U5-.WHZCW@$2 #")WU)!+<+-\W_SEHXQO75\W&>D'R\KA[!AKY MFV4_;29/RN+:^]ARW/U@&^RB41S"&D04^3MI%<""Q@5(+0HMQ:3]8M93M[=0 M>\/.OKO],;)68YUW*M=MIM-M=DMM"?]@:H Z\M+,W. 76@!7\'#&M1:4!VL^ M*7/+X:G4L+FOFCW9#^?;>X'U]0$%1/F"V/)/L. -7\H9_M)XO/6%<"L>/[YC5 M:?9_K8Y9!Z"?;M)+ME .*D?4#$#4#-7FL-2^K">-O/!K 1=5.[#O':C0]U+U MLP<+0YLQ48C3AMM+%#]_VR!L=F^-#D_)&CV"72Q%.V@U0#OHQM=1G9XA>DQ<

*M+]8<1%3X6H*Y;+1B!;K[9S;M9HE<;OS4V%WY6YJ.1\#;?X209RR^1+,*2T=GLOB &8>#![?8 0YQOFV?L%%AH5DCB),UWC4;3#HR MF>L'CXX;'MDNE\H8!R?!&&^(_^7%_&%D)Y6Q73>P=B.Y&UAA6[T7K4',Y%@8XEX-H[WG M>Q:G![\8PG#)M@'6'2"9=!N;IA0?!(45AVG7_XE6EHMUN_VG$Z+-OGV*2] M/,SX5NGO.QR9+8C@RNOX&]/ME^\SX@OOT/.P?Y1>.\A#9I"UWZYW4ZW-$^% M558'YJ0/S ZM]4Z:M7XJQR4A>]4O_CL41W.*LE%]?5=V.7P (ZQVXE!&6$7J M2HS4W<;4296A.Q]H4M"AM4%K5PE>N|X+4MTJ>T_LJE2|$Q%XU4X7%NQR[,'KtXNl?DU M6F7T!0.SJ"O1SCQP2)\ S85/\(EHE:V_+0P;KHYVATP7WRfUC2@\S'4;^BC_2 M:>2[:0/7?3+A3>BXY-IZ*1#@J70^7&=7;###036W#M(%V&K5+,WH]V+E@4PQ%H+/,5G5;M-M%1M#(S0I?>LLX7$@$G5L;_]BP$ES9YH+J[2<3[#1_7+N8O 37?#&%-@<#(L/ M5U'9P&%M%!@XK-9H)M0HXL?@_>YMZUE!.EA8CH&?!(;&1CTUYM2TWO,*V3]P M(A,_HK4(,#9/?M(C(JO!A[/+ M%GD%V]{(/]1&(T5M^]J&]-I&\+4=>FTC\EI;?]:)D&VTHRMZ_:F)# MB0QD^FR81%CU=*RG0=:NCR1V12$)ETWA: ?*%M9$R@"_T'2 /=/?QO/E1+^\ MN>BR=E!B@QB=7Y%O2'(ED L^O$+Z5(9G3P_4FP??Y@-M\F'B=?-@XO6"Z_/WF><(]%"M$-9*^#W:N-.2T=7LME5%_#A'F*O [&(FEWLZ MO3S3Z0>GDXBNUJZW!I(SB&UIO=>/V57^<2]2:&8"+Q+4V8V,I&_N-;8 RZ)

*MSV\"#9=T\)01&$OHL'T:?J618@T';*01,QE(%E>,21+[N\'M!?M)%_[<1'3+!;I3,J}E(GAE+()DO_G;MCN3E [%A7DS!;*RT!?_(@^+*$O5 M^A;VL K45XC\!Y#5XMCB4;/DW]*9W+/A:/X?09RR^1+,*2T=QT_WM3G87#.@LYD2D//2R WMH<=M^C-1I_/9QM.."1G#8I-_^:% ZK_[-XL_M CZN/T9,CFZ)-G@T43@^2TE*U@65%",O8"#9*S)43PF19)- 4-#S-!(X?_=B MD0(7;Y3?6U#PIU>[;#5CHC_;;;)O!6$'_:+;GIH*7-"V]\O>]KU41AP9 \U0 M/7P:"0-S$^6LR2*"/-WKBZ"G>:N, <362[U>P0?L_+=?GJ460 ;I8*_#VN6@ M'DW(,W3N^DM YFF&3?R6@;OFFUCU(V^???<9\]1/S3X+OQY\VQQKG.&JX8*

*M'B_]:OHG6ZYL.4WEG*TN8JW5BX74.PV%-4'*EKC=6[#2W!*UVP25=5@P4P6)-M*G&MS5VF56G;\1=4%;]Q!S###PQ_AFLK1N/#"%@9VS>$I^^SLP#71;<=?>QP@8:SQ>.10 MO/=*OX==.FVE0*ML!DT2 M*O#;I(#)KR^)}^Y*KU*\5XZ^G^6,+#K%ZP0VJX&8@O&0S[(<(HR(QM#A+L MV-)K#C(C1> ^PFN3+W<.UTFP]',)+N?_^X?[ZG>OOSPHUW-S_N8&RJQ<6W-=)C.[+!B>&M,92 319O*6ZF0 MYU&;8P12<6:Z[BH3+-O9+D25# U)=U))D&'"I5@9[XBR;U[W3|7WD[KR07/@ MXK9E8_+/ :ZRE,U^!O>",;>,1GH!(&%A5; /3 M=7"'C_K<@N=,C F5_ANXB\9T1:7_T"&\1C]NAO78"MG=0H/LD6_PY$LN[[8'IV+/,US0 \;1R__9Q,*PMO+5 MMIZ!J#!%[XLE4O2B/^M,%-

*Z9RHW^:\"UFV.Q!*C0K!T@/$ZD0#)@K#HZ' 3X M8^& _!^C*IVZ[!P]&#Y4S_ -Y6:OO/F%%B@K+4% "P\|@W0\"[S] M65NAFF%,K_Q\(?D_/=GZ$YZQA6T W2T0&8+P-##>FX 4A#&RC_]C>VLZ(.20 M1#_:VJL9@P?2:/UH]%-NMG_\LXG_^$/'DP&(9[HV&$C>,#A22O?'7H MJX?50B\+,ZC;K5UVVUVUT8CQ*

*VQQ*AA@1,*>8EUBH)XXSKV0]XTP\@L!@L*Y MR",H:(A'1) HVHI515-.!)OI+) ^? R69X9K+#TL"NTX^,6C0%I0(H>A+Q^& MI!F_8AWF&(Z $A1P_F)1+AT@'"1;",Dl,RV4 M]IEV?M8\)QN=BU-GZ$]4\-K1V#UGY.Z_D7!X"/G"=`#&*0.#0&@(@0^_M9TW?P5*>-<;,QO :XXQ#BV43Q'+,#'X'T) +BMD()N.."F3:# M(Z';*

*(;5I*U@!\;2MBRHKI:TDCG/]YNHFPI\K(SA5$S\S:0VO8>*IY9L-2UI*>\6/P\:@L$9J>3IHF!!52ZF(&C8(3#I\V%7B>H MG9Y ZB.AB;ETZ,?*

HU4(P,0;DA5@>}]H+CH3(()'C!Q#+E0#&:(9XMOBAA?"N MJ{J8G/N^&BX;NS<$-;CV^"_N6GKTZ4%_QE6R5]? /MW5_4R#%;U;NK"]}MX> MK\N"&DNZ+*P; <.]KN>8XHX!6*9PV^NIN>H\#*TB5=6BX(C>J~5F(WT6BU@:M:KO95U1L!@Y. NV7R.%S5FA*0%5Z?;80S1;ML*P%B#H-(KF!C 61 M#.(3*(P_"&'/-#1SL-0)?F%XI3<##H? $2X>;0,/D*.M(X-,M"?]:LK&3$. ^)=-K9$X.>I/#4W(,$=MVSX#!4RMI%U903Z%,AR (3&^OZQ+D!OG"O(>C0-QU%_!B8 MEJ\O16*[WO(_6-)6'(@A.,"#TU.,H*

*V>E%C4#D+TNB:%0JQH&]P-U7 M6"4=R)B84AR-MG_@VA2V,#]-8?[!7^8O46NC)<(^WHUZ,X:MP$L8(9V3I6?K MSR 8)TQNQ"IX8(KZ\K!*GX/&PEI*H:3%9$@N:6[F\/Z2EC;@"\XE>HXR>_M;%U?ZG\&)VI YUO :H&8XV@VOU"]?/EW!UY^^!^Y<61<^8^5'@5YV M:IH@28V)8G(I14VGK@-;|;_R)ZI#V2M#):_\H1...R-==6[FS[,=,9V<3G8WF[7+|FYVL_+& M'H?4#?O9/4>#LU[N*JU!G,A%H920T>"ZW_0[95@B.,31&5?EG M]_8+>G-" "$N_#7'TPC4--

*&Y;Y<42BZ[;)TIY'OSK"/FC&<[C68%/#H%@^ M5]!-T6N!?*K',#,R*?ANI'A[]\&,MN:M*3Y*8ZT_3#ZJV!-@DLO_*+L=L>' M2'([?A-NQZN@V_$VX';TQG2OXS%"%P+&3T2S ?I&_/$1R][*+!H:)P[E'DP MG6PN3!ZRU&GDH+.YJ.W&NC,3')9*HJ\R).[6-I'*#RQ?I$22WEX8&FR%=1_M MM3<7W5Z.E)UM@.R5T#];8\N]S^2"[7'(X@,?+-80-2Y,MI M2$IT!*&B1/J(O_EY=0PS?ZP.1SV?I1]P-"UA[3XDVIDCR1*]'WUY&"G_^G+] M_Y3O7VX?E+/[?WT_C\L.C5O@?K7 &;Q1>) O0L0T8OCE _SO,<\S[A.?WN7 M+WNPSLZ6IK. <&*!3)9)?##/.##M?.E#\?A#BF50K#"*^=DEX\%P\+W?4"K& M?---@1EG-T1_;OD(JK0H!8!%XQ1J19D^\>$'W:*<* Y^'?(&&DWU "#H!X5 M.QL,VD%!+E7(KA?

*^F(IL$D'5]T,UK;*H9J\\,2_]KN5R:[^BZ>]!#UCMTK0 M!"6QS?. K*6CF1/G/$D1VJ*A1=X]W9RZF,J12%[Q5:=GK0;&EML#WD [G0@9 M?.N10.4(#G\]A\(S3E+CM')QE-[SB,^]=[O!FS(O%W-"M'7*+N&2ZVN5?M(H_#D"VV5?;.Y8;ZGMSU-#B^OWD.ZC'A623^(1+-$O,.6=V/[*IF-TC!QOZ>;!<;:LV88I M0OS_]I)>0NR_VDLE).U/]Q9\S)FOE=9+N?*]71J*

MV:ZC?-;=F34YKWPDE8_D^'PDQ\97#L_[(3C%$^:"*4]Q_[/WILUMX]C^\/O_MTI!ENF\E5;1:BRW+D^ZI6)GYO:\N461D,5IBM1PL>/Y],]9 !+4 M8LNQ+%,2JF;2MDR!P,"!P>_LVXHS]IU.K^VT>T<6:KPD32S:V"'I\ 5 PE\Q MMST?YY1%@_65$]PRPSE&\%NHTHV"\<0-$DY!5KG%0,__SBF?M3UBY&W'Z1YU

*MG&:K_DR%'3;,=62!&K^>R6G17KU^Z"Y"'ZUF9BT./0Z397 MZ?R2DZML-\.+-$J.98+K)*SQ4I.K;)&5A^_>=C;)W]YB9"DI<@#QH'}8+7 MZFKQR!PQ_<3.AAMY%=5CC? 5&)/6@T2ZLT5I3=M:.:\N7T^,/[E!/KT_Z5.#[__M*'Z/OV(7S//^M3@#|_T?_ZOH,?K6!:C90S0:J65&R7 +PE\ =8'_&F9@V*SBL MX-@$P;&=2*5^$6^]CTM:-*

!6E6#;/2[#K4+A(BFR%+:7KM(X.K'4%2=%S]KN= M#? &V_/^W//^,9?<_HW#6R=8)7Z.(W>;7+B'^RMD[8UWX7:=@YY-L+,"H1+ ML:V'O^6T]KOV\%?HL4+GD?67U.]MO0-+K+>WI!8DVH$E6EUC:^,WZF# 7.^5 MO.\:>[8$B&0KM-:)4&LAK)3'1 OV.+W6B9CZP.Q/4# -]H%LFNBHGW&#HD$% M=@A-]%NXB = /.K1?WV/Q@=O=GYW]?:=U9/+=#*

{TCYS.X0I=/192;+ANZ,L;/3W7>Z M1ST+3DJ'+2=_51_3S.I#BPE=:M#\;Z8*PL>4267+H4_GN,W:WI MO\(R%INO%'7;SL&158JV%2ONP!*M4F2YP'I%.PQD9BR[!:K5&=*

*[8:F6V6MEF M@HZ5'#:A376&];4@T:[L,89.03_8/F(RON\4+H)W,K9Z/W8 -[GABMZH\>; M!AR*5!|!7YF*_$# M.8P35 +"_ <^+8 4J, #=X&?C7#>S9_?"RT9.CA?*

0TUH'7OQ6:2GK;>9 &4 M;D(=25S&7'F+CU>M+&Z((71V?7Q^+/\[[_Q+?SD^OQ=NK/[Z]FW &HX(S W^_A;/PY4#-TGATH5K-LY34.W3A3RY:\3)(S?W0??'Z.(N;IV ML[$%#_%\<

'PE.X,3X;AQ/5]&:.W-\TW]+L:EGZO7+LTO!+UC+,Y$X_3D4_P MOBQP>#"&6QCW V8@*I?L$_E!C>C]/]^+]+VV8 MP"=@[\P^^]6#/'CEM7>,WR_VH"B>*QD\L8!L?D3S5 /#S,]&# _*\'+TVYON MF\<&5DS&OYH&XE)UK#ZB.=K@4/47)8C(K%ZQ<MM< {J4X@^=& MJ>C##>C_.DA^^=N5G,#--Y)4ZS3=`Y$1U_/IMKM+)\'^A_^\YF{NL@QHRK3 MM9OMSD:)AUW>J;;=J0W9*7NF-F6G7NQ.V6"'G0IV^_K_1__\6]^&>-L0;TN? M^HZWT_2Q*0+U+<<2A!0==^.F(G7#K>P V\3]_Z,5;,9A=8KW6T0]ZX^]J&Q%F: M6)I\)DUL!&6MHN5W8(GUCI^L!8EV8(F6"RP76"ZP7&!3Q~,6\8*MYED)9:RBC>]X$SBYJ4,T#;$,G9U?'Y\+/XX[_)+?#L_O19O MK_[X!F]>.&+B<]#L3[,+8BBPZ/6T=`A_W6.WE@"/T;@D^**.-

%7Q%5Q,=#1&;G1 M#;PZB,0EW#91!I/(Q&ET]._JH,^:+)A> 3T+3SP68>3)A%HP79+ 8;_;QMWGD MYGZ027\A>]Z1BNUG7ZH\Q/-O5-_ 0[V18^KURW]#P*

*M2L8QS.1/O#Q!3CG!BZ(H,$8KA_<#YB!]-PN3^0'-1Y<0Z$[2>%C_1,;L9(*MCM;BNO?S M$U* :4#$U@$MOD+U7]_W#73>T:TX%SX_QIL[B.M$Q(`V2C.4S?R*

*MTY5&Y,%FPN2CWIZTWRPYP@_IDI;#ME,>M@]N2!URW$X<#V3"S-!P8Y0 M^A+W?<[K[*VP 8$5RO?R5N[!&BX*MZ%Y@\6VEMK>1N63OZM??"QIR K;>.V.CYK;<>I. 2+9[8;I0]WT"RS2[0V>__=SJ M)58DU]9XL MKM$'K-FC=!]TO&;1^9(/6;=#ZSL94/R=H?;]I@]97$+3NIB/Q M*8SO4AN>;L/3ZQ^>?GBT*#R]_<3P]!4,\:H1[D+M;LE>C0-BL"?*

JM@\/LS#H MO/M8I+G>7O[5M%:7>DGU$EFPX)6QU"K';,NU*Q]@Z-EQ9ZKNH]GVXE0A^W3),F.A; 8"I];4T'3 HF-.?[' K]SKEF2-MPF,BD5X<>4$H1:3D

GZ/WN((7(T+P.8G0<@_FJQ@4.%COL4NCL1$!KP1Q MY A?3D!V!"[YHYCH.9]6^1CQ$/"3WZZCCCA<)L6P?.8=?VYJH0I/-L&A MQO9(B]/QQ T2*H\6#T4L.K%YZH2% M$6M2.G()?_Z%'!F)#-U,^A0L?> ^@G6); 42KN\):&AN/&M.!\!6[!N%TWX& MYSL)W#!U1)!/)B$@ S8HQ-0&G;'#MA[ZPP-[Z"L.C.[A*MOE62BPX<+AV/. MQJ [3-*

Q!BH36EL9<5G2);94/;IO.8?NY-L?7\6^^6"E(+[M\;G4/6^B@ME4 M=F")J6X(5@L2[< 2K7HR!X$3! M3J12O/4E__0.#;@D0="/2S_(_^3!K1MRQ;\U&SUL@/@V$\;"C0V'&R>+!`56 M$Q{F'J$L",>BHE,@MBWDL-#FLLV3X=<@>6:(TEE@ML2,@VX!*)D>NU022K M+S*S^6!D,?V_AG M9_O2/*OQ3\LV_GG^.+DX_]@_O^I_A)_./IR>PP^?3L^/*

*MST].CJ^(^OCZ_Y9_SZ:IE^\\G[%/NX+I2%F29N/CZ^C\|%_'UZ<7YT^A-MWN-.NKF[=K]Z+2)5'MT:KDQ.W9!:7]|_C2)S%@ R*K#!3[,+8BBPZ/6T=`A_W6.WE@"/T;@D^**.-

*M9_1#Z[V(Z^NY)AB,/0Y^))))@C[@+LI&XHBOB8CA,1W ATEB-8BKT1_.MU_*[FP)8'F/?IR)) M^%XH7.9@O=,4Y@KW:HCW3I"EA,T2F=)/('R2S,5,G[D%S$08>U22)-,SH=K_*

M$F899:[X(Y+_%=^B(*.OXN=?X.N?X#:&KY[^X&*,)@GTQ01XA!VBE.8BP7- M/O^I>$BOLYB$>C?A1&X!%@: &J+ !>Y($%RBJ4_M'OV69LIIY@K>,04W83"$ MJT6F-

3XQ@9E^#\8P=G@O?NHVNXT.\PDP9X@C%E8P>/JG5]_1J_Z9$4RYP9,D MP%[945:A!$20P8!D>PQZKUQ[Z9\1K\)A MQ@TFGH2)P-KA_'IP7&&2L+Y'N#0;N1D-DP1 /Z

HLDKKJ-MK"!A?1O!:28

@&1P;:-J2RP+V%;XHEZ9AC(T$]I2\3OO)VX>%C

E;_0G?!EXFDR #7%Q] M'Q8&2L0@#!),#T9':Y^ 1,EHI$N9>BZ,A1.XDGAB>%BUB.($ZP)E-QL.[H M!;Z<8'[;.%42#SI( )0&L-.9<;L2CG8(&8% M<0'20P(OC7+:7CB3P%'M9NM*

*^%0?"B^.8"*1E"@" .M0I@!NR\]MC.!YX1#A. M$;@^B&@I$R4/]V 5_CU+E.*,O_CIGC$2K)RM/#>YE7MQKK)%EK4P ",-0Q*' M(WTB'+/&AJ,Y#7Z2WRRP=6*

M'!^Y#X(PQ4ZAOL9>R\Z=S_Q#IUK+ H83^,G3I0)-N6CKVA"G3)YX B)2 4S M ,X K(!SPHIBWFC^,$W4; #2LL 05213@+P'(R#;Z,KD6WO2#@@%-EYW2Q/*

*MI&,\%TE$^(@G22;|_18D6M0P$%<0%3[*0WBOI@W=XL%8.9!3O0GZ8_TXO0|$ MHGX/G]XQ@\ O "4QL'-@>']_SD'GA@?1?=:WGG%2X.(D2*3&MFOC@C!0=1 M-&#\)$0[R31CMBA4*CF\DQO)A%(P/%+?-2;&(G=R A@1PHS%HMU07,T_2G) 6XZDD MQW?@>A-YDX>T_$(=ND*&58 /M2+BBQ_GNA_]ZA:+],3'@>@2OM*_E7_1$_AJ7(%'T>*

MPOV)O.T2K>";$>IX,#[1"N?RB"R)?.4\P2 $A:GSP?RL)(5+\"$^P@E >2$Z MVGBA1$5KW7I,?:\5D&5Q(?$ -V/O!A9!'*#,2!'U>G"IAH3B9):$_!KF:9@F+ M%7UOD-C%%I8.[-*

*3M:&'1KI:ARZL L!9W^&09(7*H-EN $09 M!IG"MPI&%@M.Q5AFH]B/P_@&3Q=^*PW@4AV"0$;K0UBHE3"%XO+YZR)9S,S7 M?889VQAA[6W(Z]-T7,]HR6 X-96#GQ>'-*

*:A'.G,.BV/HG!D=1*XF#@YJ=Q>. MU%HPTM*!%0M>\NAUQ0ZPEX@JU6\WN?'!H;*NZD0E7!1'IT=@D:H&4!?],C M +(,54%ZLC5ZE,M+!B[<=V&OI[M1*D0-*

*^WZ/GY.!"/;#+;-^F!D\!|J2$C["=#NAC**;_M. U@)Q$V41@L'R2HG%GK$UB:&BCRE+1OIL3#2X\%0CM<(W|@QW'+T &YY/,Y_IR !Z/X3[75\TB7$ MI]NG6ZRF;I).HSGG)MF?*

^A0M[N8\UW"O6)W#ZAQ6YWB^@/D21S=f\(VQ\.4@ M(QB-BL6,7(/'_+INLI/%0^ 9H45I7^F,6S [!1!;42P/&>LE-0!(C+5R\. MBF/CX;$2PTH,*S$V1&<1f"; \!POZ-*

*RKBT1\P2&$1WBQY+EPA [>KL4X859 MK/P-]SL B"Q/&%XH%$:-BG^CPU)UCEMQ8<6%%1<;(2X^FFX;-^_LJ3,FRL*M M-Z7)8CV$KU*H..C;2!8212+35H4^15)2OD!?))..]*

J9DXEKZOA2$8@4KHE]A<_M_]?8O:=!8""G@@:(I9UC. -R 3G0T<.MH[J .BKHUHPfT-ZTNY'B,AUZ4!(#_MKB7'E,HD3H.L$C_76-WY#DN7=XCEZ\M^J6P42-)T;_ORXFD5"

(=VBW\/-%! M1'I^H@SOL@%:#P=H=1KBZMO9V?"7/S!$Z^KT_GH].3X_-K<7QRG+:.7U-VR1/R)>I(UF\IG9Q^FI'=)WVM4#<.6ZD(L=IXXCDZ! 4-

*M!@633ZI(0@$Y\|\P#"=.J0+;[>Q^R>(T8*JY.5)YTW\85<(\N?2+0TDC= M:_K&PQBNN1VIWQNO011B\'U7#N4/+/B^CMN:>]Y{Y\;(N8-39@8&&//F]XA6*

M3%XJM4(MT/Z#83YE\;ZM&^+06&HDB6|Q"@('0K:QK^>?_Z"4E@FM_JBH]*+ M[%8DYZ#$_ (M@G%UG(^"9H4@(JC|)Z;6]0%]2:TXQP*+=C[/H2C1+&GBD4*

*MXB!Q,/<$0\W!=?INK=!!D118*]$P&B9IL6VHTP"->(Z%M20UG7T#-RTC)V%B M_I>-3&'QZLKSAW-AW%4S; >UKBX?XY011S/1TEIY4!5,)$CO+*G^]#ULMD3 MIVSCE?*

24"!9@AN AY"B1%09SXQ85+VV(8R_+:B2L8-'4. /X!PGI,6>5B!M3ROX#$_G2:BiO @PK$"3G:-9.%7/I"'*KXU5 MPH]HEP\MV%U9\5.V!+UU.27J-ZR]QH]3UF$T',KM#(&GV%"^37SA1C@TMQ!Q& MXW&1F>.@6 ?VB/,."F6\-^T38!_-"(_570U?K,A/U??1#'5R?B.IX$GN@= M-!TQ.^7 GPL%\\E47S >MA4)O(.3 MQ.9 &SI+=*

(^[ZHS+B!/&?.G1@<._TM5'NZ'N91@GC7D(N-22M'9P!NY"8_^X MFC%X!V86F+>DM|8LH]>R2DPK8)4@/%X_)/# ; : /K_,<0D) RT+ERSQM4V-M)*

[!Y22N/9GS.>5%[9Y8#$341C9]#H+RM_O3 19)58"G.2M M 3]X+!+6!CB26+RVY\KNJ FK<*0QFP,H>;5EVE0A(JGT0@98\@P5C MA*

\&93(_..;/$R["3"%PMB9F[TY_J$Z&D$;)><5@5LE8P3RXCBI'X6"D-MT^.AJYON-GZ9B]&G@S:8O45%NC8[KF%0-5^Y*C@&_"P>$511Z(H]E&H#T7)-M-A-

C:C:AY^.Y!OB>-D]9.61PMS!GYJ-HSD)P\U&M_KI2,.O2$B UF,-_<&<\I?]T[FE?^^J?N4,/1GOK\T5*(MNFJ9^1,J7?9@PK=5)5>E2IZ60:['9#I\T*S"6X0."?1,/N^O?*

8L,==>7K(P\4(DR+6BRHM EUM^!L&7VC%T[/7%48QA+*6/.X M=$.J?BB&AKQ8T&A#$F)=Y5"BM*K"BQ MHF0S1$E4!@"K!
H=>\7V.D/24&\&2O5)R[9NRCF6!+!.MV0M)S5319\36T=^J*,C3& M3,Y?[4L9O=)>3)FX*<[I)N;T!!*_6'LCCH(,W= $\,AB",>[B1&'1/#X(P: M$LHA'N=9T;P%
<\THZH['Q)PYY'Z]Q1S!2XD1[#"%H3'KN--M!IFVQ6,&O[QC-X*!R1."[RB@9N:"U6MI_#$(#)B MBG5*QM/L]G-,]F1 OZ^$+BZVXS_H^K&Y%*^92]&QN12;4P-^6Q,D/JC&E#HB
M&KYH-/JJ.BJ+^"2NK^#Z4C5D4G5PJOT[.9G!^/H$OAJ/,T :!=$55@A[0FM4W\$I5N9OW 54 M \=8#L8/50**=&T+U5MY*!.'5\29@1)[ED>J"3-%'JE(!NQ'$^$(#A68&$A5
M_XYOWT67;Y%O\NB]50R[Q(WNII0E\IJQ"6L\9:=%LQ@X,'*,+>PI'!RQY307 ME4T9D0G-.H6!T1;-V)[Y%2O=K!BYR'@@ESYRX1A.$&Z4D04%K,13S'#_*@%Z M^/'-
/77$#JGC,N8KB9LP'F S<0F$\@%'A:J4C7KK78]+SV0":IB@?"3>%)5 MR8W#O'BN-!"74./P+:SCDE!]'"H/1EY(-3>6!&-"]8 [W3$G-P$+J_[V_!BJ MAY5W%
[*"XEK'G/O!?]5J56V4=X_F3#QN*D'D>F3NEYF%/24&)W&((Q3" M_2*Y<2.=I: ^NY0(9&4^QFPUC)"&-9X@ZL2Y%DT=+R[+KH[<$Y!B6)%)J9H\ M2O6[. DY!)QH'N@F36IW<
>0C"%FM^'&X7YY>BJZL5*9<5>L"LN] 5M$JLV2 MXLPX3[14#9&2.BP_18R.55*-@C+ZEJ-C1,CYWSH,!48WRG>P,4B=I6JX&M]$
M%)0Y=1LQN^)7DX"R%4QK]VV,EBI4)Y30!QD..HJD"[%R7TZ/HLN0PIQ' %50 M'+L)JD\R&],Q71"J$U?'07+8$;[AR^E6] MO9(PA>!-;YIYI>J[>O9JM9%O+U4J I'>)
[R]C,"WA>K,Z?"9P6H_Q&5EI3X# MHL*E@,*7*U+,X%7E2*K&=5*9 O]&*I-"-4!O.*.>TPE318]9Y 2IX6]R3$1, M46]E56T\NFG&$HPL(^Q;YTI6^'REA:
Q^R)E0XM3LZBQ6EIUL6S!H/<;A4PQ M':=X2I?[G%IRN92T6B/3K.18EM L\TVJM3PI3T[G1J045E#V]-4)T,;S>()W%29KZ&L&"S46)IV4*\3E7$:W4G!R6*HNC)"-7JR 9A/L<[N,
M5F)&^U,\E"Y&A[W170^)/R@H+X<4RA$H0"H.(;YFDPI$94B\P\CM:2@?AD< MP8""(!"GY50 #AFU0E;CG8'VQRPK'HYS/HXJD;T(FO7W [["R_2R14*9)!H9C.'.*(V=/&3!GM5;
MHB'*J.PIJX5*Y5!>/_BM$*_3-PVZ"27@D6%! -6IN0P;0-%1DJ?(9\TG*M&* MC<4<%AG\B3)9QTMB 4LO ":\:"JISOF3;J)JU*^=*]4(!((^P!)8KQ-G8WR MAJ.:27
N;Z0NZ$SGGZ.ES;,*PX-\2F?ZN:K)50LC\H=[O++*RXS^#Z639)R' M&?6F5W)LWI[B[0@29[;VK[YMYGU+@*Q%3#]WW;K-P(P\,B6\RXG%^_"&U49($C\/2XI6>@!!-K5
F_PXHQ8DH-.XY'^\LA=\'#BJS-] M'51(K3) S6ZU5$+/Z,J]42PX5>"J9M>"7S*@U4]0449*ASN"TY'I9J8#*F. MV&X4P#Y.B=YYJCCV/(:KL27< 6RV@U?
Q.2;I%3DY14I._TR0@9J^Q5EHJJP7 M[2$U7BL:R#._7>F*B"G6B]'](RNI[YI'V1H!@ZI,-:XF >^*<'JZ ..<;*1F M=UXV$IT]>/JG5J_1J_Z9'0SEY!GP\!6M..#8P^0VF!*:>
(QF&IR@16!JR<2R M]K0=F@JZW@% A%,I_/@N4@4[C(;F=4$#/[D8N!4ES[29HJR.OT415JZ#_. M%]R #36_<4=I[%2-&3/#C.4MG2UGW7)U=8=\VNON6[?
<;I4X6WULS(:46CU3 M'0@81&@[[6O76'U] B#4H8NC8IE)N)5+2OD/7.,8DX.)XY6.L!3-=K>T[S&7 M=4W%I8(C%(CC>0E2^DO9#F>'.+ @R<0@B:M(8G0(*G0?HU--B@&@^Q
M]C!>GB*'\?+-^4.!O8?=UVC+/S-WSNKS3?BG>^7')R)?#0M$H!J[W)YHI(]_DBG9S'Z[Q3@_^.3AX M]X@ Y=2+&1U4:[)[I,Z_=/9$14.E-]8JGV(:BOT(HRP2 X^PU[RR;6_^]M.S
MOF\>>S(4P(@=9W^_\|Q9/6UI]2?(87-U!'DQ&6!/]W-/]T7135OYVXN2A*]^ MSE;CN'!^W-/>PO1)5]Y^AHA2)P_HE7C$KVX65>L_0YF-($5[H/;Q8:
M^Q>>>84ZV5('VC,!SBG,^K@46(&[9H>6N)8SN0VVHE6OUCBQ#*-162=YE'D,.Y.O &UUL:P@50U MA> @2(,^%&$*Q\Y5Q4MTCFD93FED]YM?Y'ACU=7
32L.>VK:881V4RESHQE4 M=C_!8XZ)H!QPD\'ZS?(FE/T4I0 *0^QC<:KJD7*PIPIT*&=8R0/+54&6(M0< M021F='& -GY1.U*VY2RB
M_I$C+BAQ'+C&44F^U=>BTB!UE7T5!U\6M@T2W7[C29%WY8S5.'L%$U.Q@8 M8:-J+//8J!H;5;/=5NT/$F87<2^GL!;N]A>((FD?.9U#:[JND*3I=-K[-K1F
MY4>\4[LC_E7>4FV^5S_9+Q0R0F47VC#%7NMH?[USW 3RO&TUG8/NT3,G]\Y> M^MLC$8[)]+3%(J&U[_3:-KANABQ'3K?]XO&TN^BQKD6XT0XL<1/\U;4@U XL MT:H?
&V%AZ%-][VTV+^SO.ZVCP\U%&QM@<;%(HUZ10KNPQDW &O6@U"ZLT<;& MO11 N'0ISN=<9N*TK*#\"@%P:B)82,DHY:P*5JJ:W53#$!N')%)W(\!BI%SB
MY8]O10E8(V*H$OAC]%7QN7>$KF-#+;N"05Y&A.GZ^,>AJFFJ>@X4C;9T8445 M**C7%3@$$8]22X9BA[0A$*6@JA,84@DAM1Q&5H>:JI.(E*B^F(WXSGJ*I 4
MO)=J&O'XU8506=<)4U;%[> $QA,WHMB=2EVU.3#@R>SDN M,L+*F$7'O7(7TPRH8L2-*8J.W)1J;\$.8]';:KW'Q>3&3>.O%CU,N&IE!!]' M_/>
[./G3+%^$'!"7G40H\=55A#)>JNLIZ339/=!5_'N>OX#=I*X66#J8HQ15 MS*(Q !:<')M%:1^MBKJ[$NDK]X!0%0=PMRZ3.(*?58N3'8K.-3KY^#&\@3L< M4$L?56PKNE<],[#(?
YKF6*4+#C\]>0\"1%(#@P KT;HE0;'%@N\F/G:1&NKP M,PRV]>-)AD/<41MM[N*"[6^H*IX:#]4G"?+'VU;V[2VM4T/;&W3+6@YN+,% M2\\OKOMBOR$^'9]^%?\X_O*M+\
[ZQU??OO;/^N?7.W11?*JT'LA&N@HW71(L MS+DS#A5R+"J(%YD*V*3##>@/5/)_"##,+;#SO2J336HA=J8JNP+ L-F=E-&< M;@8@^7\/ #
EWNA>=^'"XHH$Q#H4A8_MF@Q(!X@N40 [X*X ,)^R$R_G3?PG MEV4[!)5[4&G,,/52T=*#X1N1X-3.1W5I87"M^QWP7+BKCL[/X"Y%AAHQ^X:V
M^0;U(U>VI$85T^^DPIV<% $3T),LBF?Z >P3WL:J%;+^;8!Y#B22-,&*O2LV M:G9NG3ES*UZ%*,$85\%DVJ&U^G19I3T5:'&UQQAY+BH.DBJI5V+P_HU"IC)G2]LE>!XB5CC-&4
M,-CZQA E1V.F6I+S7JA:M=RBI; %H& V*QI4RARHK*HY?;]-H\=P[NN,9@;F M9@Q4FU_-8B-0MKE[7L3-+M4?X.2-7[5MWGK3G["7A"3!:)!S[BV@-TFED,') M-
X\+IC?"IH)BI6Q4U//MH4K$,,;\0L2.D4H5WJ][*\[C:(80TR*@:*@TAP@O M(L<+RBHYSO35%;&);;'W&\RXS$^=,0\NRH2DCDWZ^ZJO1Z;;H%2DJFH'/579
M^M[H#5*T8Z5K5X,6'ULZC;$WB,HP+1)IS0K;1N,2HYLV9G52*RQL!)=G95\L M7Z9>$@R,%C0=\?:AQ.=WU@3UL%YQT! G%V=GI]>H2UPI]Y(J!IX]N3B_/CW_
MW#_.>U?/47+^'&*/D'CJ"-!/QN-KX!S^]%MD,01=V,&_KS)5:KR[FAL?-F0 MA6V ^A/?.%P5WPLR(_D>;7RW01RZ18_*LHV82]WH986<24'.U-3_IHUYK@^#
M8%],1H!%H[I2W*.!+^"4]7GE_IUJ4V'T*DALO8@9OW$::"3)5O 'KC[;)N,1 M5OE"108NDQB;$%*+Y]TY)L<9.56 Q92S*XANX_"VZ T(%RN?&:[$H%H5PHT8
MI*J]%S7B(O,.;5_2_X?H:+%+B7_D W\D/CLM+,K<#Y.E]L)5=]JI>Q MDG/-!A "&MR7DD'7-[.'Z-E7>KJ?<3D0I7IBW"B7SQ@. M_30Y/*[3#R6A(@B8)9HO27EPRUT&OD]
P%%+^:". WQ63.$ M,[MGL&"U6ZZ@((QBQJ#&P 8,\Q!(?JM,0ZK6BJDIIT;+4B;SCM@7_@&,3C:> MB7O/&F0.=T.B"^-4V:*\:PQS(K"ZA/W.M68K;G(W@<\E]Y%-L9>O.HJ$R&ZQ
MB'=6'ABXK9CB?-V8W7V9U?6#9I7+"-)Z=R&FDQ8:C#\MT.9\\U6P)6BTK MH##Q09PD7& F43W$-;,3FVJI9-W&-78;=ZW;>"M;8FY"5:.>$:'ZI*)&1^V? MIZ)6B?V-
H1^2%/BWQR3!5$"N>F]][<;VCM4['OFME6_I 8SB[I1OPKETN*=;= MU:I0%X76\87P:OVJ,EGFVECF^A0K@QPH,_S#.?R!?SJ#;X]2_KF/-3#YQT=* MW&T-1\YU^RZ:];-
UFJ55PBHS$8/-S:K66\WU4/<0"B^=X_NRAM ?TEU)]H'N MD6;S5#A;D' '"TC:G:I[N<85B.%5Y;@O?]6O?B<7F *9?904?K) 7# >63&]
MV<=U^6JF2Q#I6U\7LEYD#/O!Q3YQMVR%L&THVG%1]8]0/?TM+-W1.VJ]2MF. MVA&BVW[Q8AVV&$\=SC4YLM]B8C>%F@SX>"?L& LB#$)Y]^H'_:4J8>YWGMNN
M[=VKG/>7HD>[]USQ]WA9T)>KT;,)]5EJ42AM!Y;XPO?P-I!H!Y9H59 M*E), M_79?'8JL'FKO'_2LSJ']')FYN@C+F.,95L.SG*1IO4*=KD@TJL MNL+$*AMPLK8#/AM;QC_80)1-
V<&98C#%!MKX%!N?\GA\2K6]NHU*V323 M-N1:D&@'EFCCZ#8"B9!S6B2S>,3"#0LW+-S8>$?>+JRQWH"C'C3:A35:$\D6 M 9,O,P7GL,V<*H=?%(I;;#0QOKF%4*;EM/:
[%LIH4C1MSL\NB(08:^!AU]:/6?[K4T[L,1Z:SFU(-$. M+-'J.%L$:-CX.@-F7AVCHN2G+6Z*O6-/KCIBC=F&-]08E]:#1+JS1 M6E V G#\D^:![3Z >M@3))%C-
XC*\DAD77F+IM5T:ZNG6/N(43=J PRG5AMY M)>&@6_!P=Y&W$YE@;/?6RH5FX[F2X>=M$@VK)&UV&
ML<7M[;9ZJ=]V.\\UB+Y.7>T7(,7^P7/CBQ\OJ6U]0HLDQERMYZFRX#R.]CPX MR*H7[IPD/Y%(#U&47S9JKXB! -NU>R,WNI$+GO#SLF&Z3(+8WRJ!0%'%;9A=
MKW6TOUX[;6TE0W>5K49(+L_J!Q7#H 'K)8 O,Y&[\?N=WU85+_2^1#N^4>X MU5MPAM>NG/_8Y7]^<=T7APUQ]>W#5?__^]8_OQ;]?\"_5_-ZC"^:XM-:JG>7
MI]AZ:'#F1G!7$+(9N:F0MVZ8N^C5DK?8(5P TA99XD8I(IDX2E$2QEY CV!V MD;CZXYMPA_!.$FJS9C:!>CAH,'B'I!)UF?$ 7NT#PN4";2D6:!,^^LRR$2#>
MFY'XNQOE;G(O6EWZ^GY#?'#QN_DD1D 6H""^#>2=(\KI.R(F8TL&XAHEP0 &@ NZ2D M\C\YDD81 \;.Q%VXOA /_)@P1=@/Z_\S1C?)B0(S",$3%J #D,(EAK MX(:PP[!0?#!MB!?
@KU:[;@QV$0E=4$P<,#>K]T4 M-AOVR8?]\3+X*NP+X!C]V^!>],\H1<8=AR.1$-7E"T[W"^U:0.876@FP(H@Z%FCC6>RS>(F41 K7AMGY=@\GTW$RRT@Q;[]_A
MYI'()DM[_TQ2/IY"&.?@&1%OOF((@-N@D]RD""KJPWD"X/W8L&7 M[JJW \U4*M[^>Z[]2.KJ:IMGK*B(2']YYX!L"F6:BD5&LJ?Y2!9UEO\QU\.< MZ,-
IO4ZA3V4G%,\X8T]8TGING4][W<-Y*&Z&$!5)@!9%[Z^_N,NQ MR93BS8OM-0X"X!'S<=3?BQDF/!H!--IP/,?,>+L(QX@=UD:, M#1A+@VCQE&0J,:J"C ^)30*?B%
<'4D8B=;,@'08(0U/]DOFB#U$ *IF *CP- M!?0$[H(PA/$8-0$0EX 2>2G, BN_@ MC_0-%O$$]-V432!N0E:1,8"V<9[E,/@]WR$T44!4,#,'YI'A[U',.%P #M- MORK]$>>POK
3T!I5KW&IO\$U'7C!!(A#%NP\(7R%A]<;\CT#CPU1!Z.FKJ39 M_8); R\->0#Y?8)_!RT0 /&85#S@4.)PMS?Z2/8H)\.FQKR$"@-!^S7USS[0?-D)M+?&J1CHG:*+.]Z7I+3@/?*
M7@\0,M23):Z*4:*ALA7G&3:VY,$#Y+.,>)B.2:&J"JVE/L(V]CI_S>N\9Z_S MA=>Y?E&4A^'[BLF^22EMM;SM Q\H$T31X5'KZ.CP_]IE^,,+>QA^R#HY/=M6 M,=L??+T6%Y_$Z?
G'_F4?_CF_%E_[GT^OKOM?^Q_%Y;YV)Y@QEU7HB\)\HN["*3S"ZRX=O(-+[AC=C'MPG)_ M!\T[BR-'7,OO[I)+WETWQ<4DB @BL6+PJ; E7Q6VY!UR6/Q3LK[AYJ!^2#8Q M
2:,QQ- A AX/3>!/P/T6^!J*'0DY=-%9&JZ:-5?"^6'@>Q$:6$^6F#9YG6A M#<,G<3)I5,Q_Y7DNK&T,.N=;DF@.\$.++>,:S\Y92>D^P-%4G G@:$>PVYE\ MT*!6(9S'9N]!="O9,
<'664\'JJ3.C(4YNXN565FIH&R*%FP>FS]S'M6<-&!T MF,5; $0@ M:/1+D3!#-TC">U*&49U%M2;!1^'/J+RDSI3/9@(:LJFD&-)ZR5TMB93F(>]=
M@/\I]H^>P(_*#5K1_L"SH&BAWR+(JMEEA\<%]"8\+!/0$4%G#&'+;B3Q[J1H4IXEM$)XW$# QO]MPEU>S=E=PGQ)@7P)@[+K2/4W**YBG[@L0Y M"8D6GQ!GYE"!3'4%1C].D-
NT9%DDK^\BELK][]_AC)[%\!<2R3&?+4>%\Y$O M#_Z$WX_<+ =>%S?D"L!CJ.-W<"J7L*IAX.'& ?Y$G0E6$6'MF:N1#'%"-]]1 MY<$W7?C:PW-
D;^"R8@JD)8I.XXYR*@O&P0M33>'1=+,L"08YA884WIJ"I@Y* MJCL)T@[^"X<\]I3<\=&DZ MTT\41?1>6HW?TZ>8[1]*L?5O1DN M0";2D>M/?
YL^AW5*>#U9:GER?/&AA/0@%G 211B0MGG[GK#D#]V[M,"2[F0"JR&1 MG>2ANA=@V7FH1+NF9/E]\M+K %4CT$8/2?)/]D3EY.SHN2L15M"(AE8 MHR"KHM7U*$[-
ORI>4*%B%#3$](4+!T$X;QV^"MDA'BCT4-R^<.$#,L%7NP,\ M+'JA< M"+4 UAIB3*-)%/6Z%+2DU&6!.F?Z<+7%A[0Y=;QR"P=DZS3LT+JLX!2;B'< M)9I=0URA,])XN%BA_
Z<%Y'+D8 ''/V,$8QSA@A1%*$ M_16 8,F55@CNAFELS(D#,HOWS57=\E1YV$"&10A=,6)'._'0[>7/P#H##DZ] M_J/04"U6 */BGEMZ/?]$M!,&\E:=!..
Z=@>MP(ZBSO:T.YW1!+]DOXB?G?' M#@9 WJ!=5/R/.YZ\%Q\2^5\@+GS^Y7(W**%M>QAZR>$,A;1$SIA!!FF)Q+M M'#O"*J7A_'[WPE$P%4[>VE?AY-9/7_]^K37/;)^^I?
VT[_Z/(UI<:[5%)2U8L.NS_CK3CG+_LP@46YM_R%V7^?.<0NUW;;V6) ,W[L MBGP8)+^L<2XO69C(EI#:8JYIU:^-% W^P7LC2 M*YR""ALZWI/ES-A.%-*I7=G#,^6>
M9\=UFF,HR5:6*&P=.NW6"@MP;7(E,JSELK_"KH+K;J7W)+ELN[ENX1+KW3ZO M%B3:@27:YGES,,;!AFLOW-OWE768M3:,VEQH\E($62L^6=1#BT+XGPQ*"@O\ M_DSGK-
2CZPV&<9*DXD]DH]M]9 M8Y$U%FV>L6C3Y$K]S$!:4E338+<5<.T[G5[;:?>.+.8R:7+4=GH'*Z2)11L; M+A6^ $CX*V9'YN.F>=C>R-XW+T45E*Q=I[???/$V.-
;";&V+UL)LNJP9;?:^N,'@'EFCU/ M%27+I85_*3M(6,%A!OA;3NO9,>K;=?A;[15&!5J'2:T\VSNPQ'J[M2VI!HAU8HM4UMC:$HPX6S/5>R5VGU;-AI@9!CISVT0I!FPW3M\;:7?0%?
8FC M&W$MD['U!EEOT&9[@S9-=-3/RD.1L2*169"H[KP#(![WCMY69-5I'SF=PP,+ MK0R*-)U.^\4C9BVDV!BYL-76WZ[3.[0YT*;'^^#)O!MJU%L!Y9HK;^6"ZSU
M=RNM%6S]W1FK;^>@[>QWNA:3NVWGX,BJR68$]V&OZ?0.>U91WE+]80>6:!5E MRP6VY,T.0YD9:S]IB74&.+::GZWFMZFPIAX5SG9AC?4&-O6@T2ZL<48.P3]8
M7J7R/B^4;@+W M*!A)+#T3CR=N=_?@%W*$!DD6)5&!+#DFP10 Y:L$/%09".92@&/#^#KOA@& MD1MY 3R09FY&0LA!L#F&,$5; /2^WV[7;ZT][ATTQ#]I-
M$Z+"LXAZIU>!GQGH?R"'<8+H/[QS[]/R)(T*&' 7^-D(Y]W\^;W0 J&#\S7T M@]9!QQ'ZGW=D1IV_]ZU.H]W#+USIFK^OB]"P51M\H#\/W%66C2S?OD#Q%3NPL-4_TQ7!57
=X8"XF,N&TE^=2 M]L4D,/U<8)0G+WS!> %HW($W^_A;/PY#-TGA@H4K-R(2) MU&DY/Z+K+;./N\QH[5UEM'83RU&^#$.ML4VD"GT-?^/_KG
MW_HV*M!&!=H2%3N8BJZ:==^XJ4C=<"MKCO_/7WKM5AMFUVL=[:\WPJRVKM^7 MHHGU_]8JVF<'EEAO[V\M2+0#2[0:S%I*F*XS4"V1MS+*:X!(7BBH?/-AR881
MQB8G67ULNXPW%Y?]K\?7I^>?1?]_+_OG5_TK:\>Q=IS-L^-L)["JH;6GC,- MH_8Q?@^C."30GZ?R"C=7K2%.8T]6Y;4R(1H.[V7;TNS@Z"B?L?^HYS 5^#8 M.*7DT1Z@,8J/E?
_9OJ0DF/;JL<:#>=WBKK<6Z\'&@=.9U5ML*P(&'# MI<7I>.(&"=E-!R]H&=.DU;P/BUS#$6,-1 !'R6D<2L M'T($_CB(@C1#Q>%V^_6$%L!B>_QO*FVJ#U=9T-UZB&OE.-
N!)5H/L>4"ZR'> M0@]QS.;,Z&;[48EST&PZ!P>0<]6Q)MFT5V#NP1(M,+!>L"9EL M&N;8]-",+Q=75^+3UXLSH8(T+L[7'YRQUOOX[:I RKMM0BEO5P-3WBV-4VP<
MFU7CME.D7ES_WO\J3L]/+LYLOJ*-<]O .+=-DQCU\TQ1ZUP11%X\EML*I%I. M[\!&JADA.[;N_M;JOCNP1&ODL5Q@W4\[K+><]Z\%FH-J8OY9?3&!MRUG_ZCG
M=)_=,^AU+#\O09#FD7/8:J[-Z+-+N*4>Q<9W88WU1B[UH-$NK+'^A?7;MK"^ M+:S_>GO]:>^P90OK+RRL_V#E_(?99(W5\GU;+?]11K?5\M=0+?]DY$8WDFK#
MSVW.9FOHVQKZ&U5#O]>;?L\35$\U1F=QJ?P?'KK.W[,VPIVR$7YP0RK#X6;B M[VZ4N\D]2XD6[,=,L>\M,AVVG%ZK[70.5]AMW%K*:N7XV($EV@#>C8@=0>4S M"08Y%T
:)O$8K2\SW8ZW)Y#DL.>T6RNL=6(QR8:? -0CPSC=VC0YZW?;]JMV M!Y9HT<1VZW5V;8.% M=V&-]0^(WF_6+DC6!D37(49O;0'1;1L0O3 @6K\HRL/P?05+->G&>BA>FOX5
MO]8K=EK:V&D;.UV+V&DW'8E/87R7VBAI&R6]45'2A[V?%\0^MQ?'/JLOS/[[MS"%^W![1>X9Q5VMC:G=+]FH<3+*GVQ,?'F9ZL*(R7??-8P.K[>5?3;-*J8]4
M']&\9/"&^HN2!F2,JBC, M54:;M7"MCJ%6.8S=J=G0E#H7W1M<+PMN@]F^Z_8[EOW\6Q93QNQ\#1)LF,1"[8XUO84Q[)(8F/._['_[YR+&Z3PF$BD%T=> M$$H1*<& G^+/'H*(/
4--8CF(HB_6O!@P8,%#[L4[FC;V]OV]K:]O946MKV] M;6__=)JLM[V][=*TN\BI?FJ746G.T*725((:AE(Q#-Q!$%J]RNI5FZ=763RU
M'AERYL+C@1NFCDCSR20$6<&Z5DRMFEB:;"N@0N-N]#9 '7+ M'OQGVVP]#X0K((6)>T]Q>=K DLL*L]]RFBW;[+9R^%NM33C\%ANLR3*;
M2_CS+Q3ND<@0D()/^3WW#CISME4P'#@'^_U;FZ35&@YG7U;^&=;L]AW8(GU M[H-4"Q+MP!*M6C('CD*?;821+?!EA;9G _5W^Q,,7"% M3-E]Z M[\ 2+4RQ7&
=PEMI:46X$D0>[$0JQ5M?\D_OT)%,* :#7.D'^9\\N'5#KLZ[M9L/K5B3(;3R.66_FH%5Y-D;E.5DD*+#?QT#"U"-4?>*AF,@DB'TK.:SDL)K0 M]@'$'5BBU80L%UA-
:!MPB<24W=H@DM67'=Q\,+(Y-+$XI%[]RG9AC?5&(O6@ MT2ZLT5I2=M9V>X7U1Z@7%$;#Z9!9$41#7 :&Q=D861LC:V-DZU*)8!Z.?+K#
M)H[V*RKQH@$;5&1R5.I2YEA.>D$(T] #L#XZ-F94Y]D*[2<[M%S"Y)LB6K3 M=8ZZ1]8GLX,"0-X&*5SU5#*>!(# DL^)Y)*O R 908'M.O=O6TWGX-D,ORTM
M)E[4KO'KLWM]FP>LO?0)>Z"_Y@^AY3DZU+0$4?1907_4ZCH?69;M1_[@?MM^ MY#_2C[QC^Y$O[$?^8,/QA]EDC4W&AZ[M,OZX#<1V&5]E-.#%=?]*7%^(Z]_[MXN3B[,/I>?
^C^'1Z?GQ^=@UUZW8-743B/+XU&BNW0+]KMMNB__U['(FS>!"$ M((*329R0CB+>(I)M-]_WS^B'UGL1)T)]=B7#$,>AS]\YPJ4)_UTFJ;PW!W$$ M'6DJAH0JD9CDB3="
(PBZ@E,7*[?>))+UH[L@&XDKN@TNAL-T!)<;C=4HID)_M--]Z+;^[*2A[XR S"K_>"X6L'-3#4I@KW)$A7C%!EA*Z2F1*/X'(23(7"S7- M[<4APMBCPI&QG@]ULIM4_,QHI-WB2!!
[L;MEDO_^*86VA#7!'/GH5OAQSAC MC(X.1P"(.E"A\;?*0WH_PD2$6:#_X-CR-#># C.%H)L$D8T\X L?R M%/-'8/2/*B +A4'_C'@5#C-N,/$D3 36#N?7@^,*DX3U/<*EV_@$?H#Q4
M9LRNE(,-8E80%R])/#2**?MA3,)'-5NM@Z$3U5\\>(()A))B2(@0-LB<$-6 M?G4,QP./"*=X M<'$2UEHN3A'JS"OV>)4ISQ%S_=,VK^RMG*&4-(& 8W#27?L*_X=V#]Y+ M-TDQE
O>_E%Z!M+H:*B!CV-7]W+?4:A/T&P:YRE<"LP&2C[![R[7>5?N$WC> MQ>5$/F@,,?!"*&]@@; TX#(^ :XN#(]<#@.GDKZ-UU=)FX$+5R.\RW-S+2]3 MD0:F[FT!IFXWQ(?
CJ],K2N9J8$8LB4.W#FYQ:X\EOCJB$^'Q]?:A!9GHZZ4,8-T[C ,?/ M'=BA)VHBD37"*S K2-+OTLNSXD+38G8 I!@&F9+#:E^+9:9B++-1[,=A?(.7 M/7XK#6ZB8 CL@=@X+$
/3"'5&_#712*.3V#W&:858X3GVXW_WZ_D_P!RA>$$ M-SNZ^>U-\PW]KH:EW]4$.$*,A@?4GV!!JA,T?!:Q8Z#OW-!>P_M$Q5KZ1.FD MQD,-QYVD\+'^B=VGA45VR3 +-96#GQ?
[N=0C'9CK/)^LZ9HB^R=[IMK=A2.U M%HRTM*=MP6L76?O8*OO2KN%.!<%_?ER,,8P&5"T)&Z43Z='9Q6N <"_\1D<
M)!PB%WJR/-7J4T)*AD@M%$CJBU56I68)"WA(8:0;$#\W-- (IA;CG1*BQ/%& M0%O237PWA4_@"P= M=*1Z(X)_1>@-+'R)"\2A+_W4:D]9-A@!_]0ZG/D'BLQK,2P$F-#),9I!'H<
!;W.PQ?H+-Y L.PY_JQ M9+DP#-#113X93)?E;[C?,3@P3]BSHJQ0-"K^C0Y+U;[UT=2*W8SK[OGKD1'$JR30]D&,A;F4YK M_55MF-
JR,#1TTS@J.D<"D,O9L^!&4S:#8$ZRO<6271DN@GL M86&VN!LI+F,*FL0 7G>,J4SBE"TS4^;DNS@/?<-,-G+Y+- O/!3N6X>>)]B4Q$Z>EV7>AX=9&P[UF--R^C89;& VG7Q3E8?
B^$DG?I-SE MAX+E^/3_^KJ!FGTY/C\VMQ?')R M\>W\^O3\L[B\^')ZQ^R= E(*69"%+TWP\87\"V2-= MBK51-[W"C!I-HAM8Q51$E>;;[RF()8Q3Q!9HA(S)Q44A.@N^H
,BYKU$^Z;I MH=+K\HB 2V!C-;S!U7'(%]H!@H2S?X8+PG<:XH*LLJ:; MIMR.L>M+M"(8>Z80OH/$P? N_#9:+TO<6J&#(BDP4D)^/R9IL6T+,I1,0VIA M'\9Q8&
(T"L*XF"-0%'QT!_!A'%73$5Y<"7@E&?3/$>ITX_D:2%HY4!5]PQ'> MR(5#0&=UZ'K9[(E35N]*!%@D*[GD!.=+K87RSF"+BIR=F64J9J5T[Y'_)X&I&M.+8]''LAB$LI''8%^*-
#&YF@6 M3*61(%=\#4=)0(PM&7FWN[$67U43\TN7H_Y>X])+W"C%JOFX@P.9W:&29C97 M+^/+.!:5+2/$'$8'=I&9XZ!8!_:(\YL1!/A'(SP"?3HW$6F2#?'I M^.J#.+XZ$=?
Q)/!$[Z#IB%FTCC\7!J0G4WW!>-CT*/ >WJ1[\;&X_ZK;I<,T M*G,OXYJ+B[I")[K-IXG-WD(Z2W2/N^J,RXAC,GWIT8'#O]+51[NA[F48)XUY M"+C4DK0F(9N0& *N)
QAA/F$YAWH[?&\+U7.N@?ITT:%0>K>-2W2H$M< B5 MF?*!LX=A?AA95'A:C?MLCJ=4Q?]N/4CZ.=5ZGBG:URL]/E*TZR^TW95=1EZ3-KNT);'0AE&=Q6%8L'V(?
9&9UGE1B%PI,VQ[0->$9%=F$@A,,& M1!)<0:I?3PAU($=N.-362XZPT5C&@J7":J1'S F M>Z&$8[ES4=6?_7RJBU/AM$CD5.0X!W>3)S[WT(TQS$-,(+IHR,F22$N@&9# M?%-
?"?0#CO:\\>CY..>32+'E*X=,*Q^0,GKV!O=[]$/%9$SQ\ UQ$G-2'/G; M";CK9"Z'*Q,JY4_A7;37@QBK-H9,J$(3QEC O/ MW,!XJ6'J45XP?H4VNH"V$L5CP/?
X0>DEO"T2%17BAO$H.XW2$O)O((6D@25 MHS&(<_5:+ V1!*1%,[5&($YX Y693)N8I#&>>>,YRJ:$]](>#*Z3\EAK'8 MJ1I%:$[@ E8)5;E3 7/J%;0YY69^Y&RR,;OJ*-JZ?$7A-
V52$SC Y?&K?..K M/DQT%(@'6$GORA"?FA&5Q8T^28,S.:I4*2Q98 ME8(V#OP4$]O&9E(N&A)6I89H#*,KW8\6V?SQ&C>6_]+='X$IU MF"D7@3&,RE73[.I+M)K2?C-

LD0$QU(M89E8^8!X%V5X\W-.B/8XJ4$-C+07& M0#5$-MBCS$X-LPI%L/ [:&NSK^Y^G71,IS)CRU8\2/&B\)3E"_.\S83X]1V3 M8X1%*MC%O.D0#1EGFV D=-UF1]8#8\3+M,B,,
;2Z9D;O3G^G#.:01LEQ5Q M1Z5*5>I@2+8RB[VB6$44(VW"/X404.-:.0NXRD-VM(>YA/P+@D>%X,49E@^1 M5!I)!81CW$[%:(%%3A"3C]U_^''Y1<>,H.5#!]K1 DO4Q+&2,M
PZ8&F8&.^I];*4;M1XXF-T.! M*UY1*>[^Y!HHIGZH^8=&BN?:N2L&!>T&*L\:)K']U&JTJU6YBE0/99OX@2(M M/CF93"YE?
*VG0.2(G21$5@U%!&L7)&/)T7)%X^QM0;3Z8ZST4R%IH3 UG)BC%P40.M/ I.+O$>ME=P M0-L#[Z004RZ:I,P85-((?\ :_),%DV$B89).'(;Q'>VD3?FT*9\VY?.%<8A; MB=GO8-
_&PN_XMEC)6 M5[X^\D A K&H_8$JF%#=4$Z2T#=ZX;^G))&8'L$8 \.CKBK-&IKE8D&C#3"(M@56(0&GRT<8)*V>LG+%R9DOD#%=\P+R@.$F5 "'W&5ID,>#("\F:JVL^H\YA
M).>1CF%:K5 RJ98"P;G@HK2JPHL:)D,T1)5(:AJA!Z M'4;(!CI#TF!)JHB2/=*R8+YR*B4!K),,]&B#1(1AQ8 5 U8,;(H8T%RXIY+%
M2F]M&*=I&3S(E:95/:A[7;I=>JX*C2R^AK;.HHUCJS\S>K.M0K[<>4B9M" M^&YBCBLG\8LE%^(HR-!]2P"/+,8QIU].8M0Q,<+3*!V@',EQGA4^',PVHC!2 M'A.SIO
$Z&WF8'0*SV='(]8(OSH1G6Z3HQCAYZ-.NT&6>W(NYRH4$6X"4%53 M!X<>!IFVQ6/BMKQCOXZ*;R5N"[RB5KZ:BZ2@>(RW#2(C/%XG!CS-;C_'9$\& M]/M*+.YB._[KN7[6R'$?
5",#':<,7XR*6W[*VU($)W!NL.M+50==U7"H-GK@ MY +CZQ/X:CS&*&2$%$6,2EC4TYP71$$]%7SD(K*6DE?=S],LN5=D5,4'S! ^ M9?%0\1H,:*JU/F FN1 # M@D5$5U@A[
FM47T'IUB9O\'05+_!6 X&#U2B"71>MFJ],Y2)PROB)!N)+:TB MU:.'P@Z4_Q4+0D/3P%<,N(9;R 25>"O\))Y4]0KC,"^>*PW$Y7\X> -K$"14VX%*VY K1&VNQZ.
(LU#6'H[",\ZX2P*0WBK#TY#W+!ZDVRKM'FPP>-Y7 M<7'9/S'>;F8T3LG!21SB$*I[!L6<(5]1M6$4Q'=Q$G)4-9&)J@M=DRPB@B+1
M<.4A)H@AK9'$GF9(72.]3%HKYN'8[L+UC:GNVICJW:JGN.$LZX;P>*2:+ZA[M*YRM#JM:C8H:;XJ5:&KCH3FTAL(;\OI5ZT/9@YC MA"=![YF)IS50G\75-G;OI4HNH)KW":'K$J%
[XG3XS'"['^*RLL2($J>$Q'33C 48V78X.H"K,>'SE08^QNR+9 T-S,Q*UVIU<6R#8;>;U3@Q%RYXBE= MIW)JR>52TFIQ1[,$85G[L=/ M$5VZBAKJO-
07]P%FA*:%W[3YK&O7,I_YMG%88'^:1*J%&]+PX25Y.K%O?C#_=X9967&4U!2E?/ M. \SZCRJY-B\/<7;$23.;-%:?=O,^Y8 68N0?NZZ=>^)&7ED2CC3#J(RYHJG M9F1Y>7G-
NYQ#@K MW9EIOF>26N5^FBWLJ R0Q78TNX@Y@3+,\Q.Z](*BIJ:O;/!"G[]"7./U/5 ML6@+J<-7T;V5V>U*%_5+L7:3[FA8*4NA690MD3"HRE'C2B_PK@AGIVL(XA,3 M. ;?Z?B
3/JIV^PV.E/95+K!"F9;M7I370L%VW7*R3/>X1M:,< QM2>&*:%Y MUVBP@H['!W/'G&F7$Y4@O0,X"&=0^/&=;LP+G%=>'P8C:\)"6K88]2.'Z$Q5[6;YI8W-KUTF\?4)
M@%*66+FB%";<_B"EX'N8JIE'2F%3RQ_/:PT.;*C*FX5**0HA@\T/" TE_* M%A([Q($%228&25Q%$J.K1@&[C.X.)2Q0YCF2]UA=NLB#ULBBB#RF5N*ZA*\R
MD*B4=87,RE*\E6I_2C6OE-@M+!Z5[/=T42$T77=R054UOK*6(H:&A'[1^TRG M53Z>ADQEM]_Z&(67*,-FG*?PE_3=7Y=QD%6PT(]YR'B(M0<]\A0YZ)$=%C\4
M!GG877T4Y+RPPRZ\Y\TOTEXSL7 MS$BH[2WYJW$PR9:/P%QNF.G!8)/01?/;F_:;QP96&\R_[AFNPZ8C\'_OIA_1 MVV!PA_J+,J]0D\U*V.AG^B-23R3:YH-_?
A.N_TX)^#@W>/R$^.4Y_Q_.OX@3T* MHGCI4/-*7 "]L5;!Y].PZT<899$8>(2]YM6%>O.WGY[U??/84W@&C-AQ]@^; MSYS5TY96P=$&"E[[:_MVB?
#"MEDME46D(.Z#5/LM8[VUSO'32#/0>?P MI26"8E$*U%WF-4N?@"G;T$IWH7HHESKM2A%E0_WD.^N@4VKLX^=_!7'S.[3$
MM9S(;2#4#BS1JB,;@3JNJ7.$NZ2GY]5AR>HU[YZSW]U@[63U!&D=.BVT;%L8 MLFJYW &Y[,CU2/N30F^H^#RK]1_A")K+XQ(LK=4 JSY_OCK!?W4>O]NAX+PJ%T[QM*E
MJC\+QRH;]*&0;[BQ7%4.*5,E&N!0\CJVV1T4I4S=5-90I'Z.HF4[E3LM5$[6*)-&Y%'6X MK@8E79BYC)6"4(]9,E(5CJ*2',%81=K#4UG(&0_.5/Z%HQ+#AZJP(GVH2V4M
MV.7I>$I=N5G59%L^^>*:=,S2ZXK MX:0<8)F..,%73I>'FDV.!@E:D+/L8%,DUW.^@@T_W>3PT]]SHT^?.H0-/K4!
MA*\=0&B#3RWOV.!3&X6RZKJG,+N(>\.%M8A*>X'HTW;3Z;3WK=/'($FS[;2. M7MSKLX,NWT[MCOA7>4MEU?BQI:-1S5U5K5>%^JF2*K<,2B67>&5"E 45L7?WQK:@#
M;80I5:*-C,YJ/G>/TA7EJ/-@,,C+,#3=).,X5(6-50NCHE^@+J^JPFQT;(V* M5L)0*\EU@]'QFE"<5!"5.4>)Q#@^KD7-0TU52T5*5%_L9CQ'70N6(@9332,> MO[H0JNT\8 MXM_S_
60F#I785%OCE=4T8O& %@A=FR6B[:E,Q_UH5"/%E6J!_?L,HDC^%GU M']LA<66TV?-C> -W(*%^>ZHB972O>MI@$XXTS;&4)9Q+>O(>SK:D!B/!K72T M4*!
(UPR.A)OXV.)QJ./1,/C6CR<9#G$7YZ&O^K5A;SHJ':L&PV,5Y\ECQ]IR M^8-;>WYQW1?[#?'I^/2K^,?QEV]]<=8_OOKVM7_6/[_>(1[_5.EJD(UTA6_B
M;^9#;KI#A5J+ZN1%T#7V_W #^@-U$QC"/>(6-_*]*LQ-&!>;7I4-!V#8[$[* M:$ZC!&#?WP.0^(DWNM?]O;"P*MTD'0HHQDY0QIT$5U*BKNV &P[?,HVQ1P" M_H]?
#U$M%2P^&;T2"4Z<@U0"&KVS=2H'GP@U[=*@Y-T RP,GL M&]KF&]2/7+F6>F!,OY,*\W)\-TQ 3[(HCNL'L$\H2%2?:/W; $.V"5!H@A5[M5VS4[-PZ<^96O
H%G#&NNJ>9%NL.W_Y4"$#J.F[F^,PQMCSYA$0 .PH9JUI< M+0*?B6Y7ZH78U7H8<+(%]^R9Z?FDN97)"L?/;![!'E>\71/[/;=Q3;5="S4^+
M\70&!9^R/'03_>J'7I/JKN!ID;%1=.SAWEG<_*0X:+I("U6+FKN_%!H&"F:SL$&EVH%*$)G3%-U4 MI89S7V>T3S W8Z#:AVL6&X&VP(WY(FZBJ_X)V_\JAWYUIO)@8TK)
E&@YQS M;P&]22H;!DZ^>5PP4PLV%3!AJ?DN56G\$5+;C-[7S.CMV8Q>VW-W@U@6;XT M&RR"$"N33F?,;XO2&RM]V.8(.(!4TS*..JGI5ZHV/&ROX;D0_-3@W<>N:6.8
MJDX:+7)CS4X21LL@W?4Q'5&B)G6;PUZ+>5:VGO-EZB7!P.CRU!%O'\QEQB'* MYEE&;]1W5O]>1O\^:(B3B[.STVO4N:^43\D= T8_N3B_/CW_W#_.>U?/44; M_W&*/D$SKR-
!/QN]YX M^]%MD,3T.YRGK_(F5]G)NV/98%!&1K0!VAD8F7%W M&"_(C'Q[-./=!G'H%FUBRTY^F&^.S;],6UOG&I?;[3I2^Q^BEF^<1K_^U=>W/;2([_/Y^B*
[E[Z*J,'H"4XYI[0"E[Z'94"IR/H&I.0PI%,,6&IU MY&.[=YYSEY3)A U0\JY,@J"J=L+.90>J ![RECP;!E:)?&FCQ?68Y#X*&QYP M$7U!.^>B=J63!_F1SIU@VYWOD,:N5^YX ;/U3GR"
(2LU;Z"6V9A !F/;=RQ MX,?9_I:2$2T=F5MUH\S.3PX[S]N,MWP#.?DN,WLHUPL&@O56 MN,*GQ"E)@4SICY9EQTKHVE([/@*TSO NZ%'!6M)OR57\KB?J1P?97:%[$:%O@,QX:?#
M3F9*(C9$JQ9:7C" MP+N>[\M<,1AIDF9V8M,8E99R!+[YY"ZMVGJ2NS2;.29W:>KD+DLGZ&B\U00= M%_&>(4ES3I!3O"P9FL.VEL/^ O5(4N4$DX[)7Q?GA=D9ELNT=.>-
^M7JT]+G M=Y/<0AR4>8TM7DN9?NX3[KE+7ZK*UUA]T4$C@1L[\H(PZ[Q-9X!Z@QF[]$H5 M/3_6"F!X59<*E]_+5[^2<\PUR3X*A9\-B'/:(TNS-_MXG"Y4TL5VY<]QXM!Y
MEN4+)_O,U=(I67;AEO3%I ^+TA?OX%UIHV0:*RR"F0,(KHT4C7;NM?]T_H,B M2#8=-^SAI38Z8.Q* ?>E^])V\>AQ?^.BGE=NML:KRUR_,#%;0>E1:[VV^-C^ MDV+_%M,B%"
(CS1N88LZ[[RZ0Z U,49L>.Y0-DDJ";EP!6;V"76]OILYGX0AA M&CH3T\[FI7D+>O_Z%G4TP!L\ M9!K[=W6HB6:N%3/7878,_V[RF(XM*5)LR3<5ZM[!4'<=7J+#2_1*Z? 2'5[R
MDO"2R6JT.JADVSR[Q3MZSKK(1KDJC,_CO&G =?*(6CZP@X[@9JE1V4SUOP*2 MHMW2!8!V]5CN#4RQV*[@0I#H#4Q1A[YMA?Y!)\O,G]5"M)*AE0RM9&SI*=Q;
MF&.QU8QBT.@MS%&[0W9('3F?R=^#M7!4=NTD[\Y\!TGJS1U48(R24=M,R>0B MDL+4EW/>!"1XF%((DW#-)O?* @)Z_AJ?+QXDY'1EI5&J-;;2L,F-'JWZ"HN] M:NNF4)ZE-
S#%8MLVA2#1&YBBMFQV2(V1CM89%6;C*HEVLVHWZ_8I(L5P/;V% M.19;%2D&C=["'+6W9"O4C#]I')@I':B'Z=1]@36JQUF+R).RAV[48&=3FK2V M4?O(B18K3.6D;9!=
X>X>H%,S+XW$C[&;.\L+E3*KSTR^+A+T% IOQ8H/TZC M_R#=Z8F&+P'&X__*S0T^#SD#[$PJ!3]BW+]ZZ*?&\"(TT_-MB[Z.;?HY*J MGHO9))]*GN]VH I%5O74=\^N2U%_?
5V*YS:AKW(O:GA';POJ/ &:N72>)TG M8-?R!'SG8>1C&;E#ESN/6-L:.%$&Y)W/.[!:(3_J:^G;E4! KY=.(Z#3".@T M MJS6P#/[DNWBH*'DE!\KPFC:QGMVGJ]J 6GC%$R6BN\"J!/=
(LLVM6-BW9. M)Q#(Q2N,C]H1JK2JVW"S16_M:Y/_VB[+_PHO:NP(55K5;0C:T)*] LFN[ZID MMVIZ7\^5)GI?WW[I;^RN]&_F LB;H8G>U8LLU\W=E>O7EHK<1;E>(4WTKK[]
MTM]BW+585SQZKK6K0&"6VJ8VW'.FBK[N6:CK^&]@BFN1R5T@U!N8HC8WMD+A M2.>5&/"H;R2L)M:1[/4,K5C8<8 *56-%9;1U2;(EB/"
<7RI_38R!Z;YVE"8_=V#A;UJU5@A5;0Q4BCM[U,41LCFA>T,;)5JH=.HT,R5&W/]);C*2W$"IH\E?]4)*W3"BE=/];E*^N[V&X? M!QW:GJMS4^C<%']]=&Z*EUAM.C>%S$TAZ6*
[\J?.4J%/IE?G'C[BP0!6 ?02 MV+(9'^(I=3!1O UV=#8$FR7R!4:R8 :J37J35^P_+'I[FDKZ<"E&CVHQT:/O M>/>L[WM#YB5.#MX+[;M=/6C:6T6FETV&M^1
DD;SM4=O3T>V:+7B=6I%IJOD MN2+_PW,_]4#LI40S8@#4"2+0"'@0"- >?-%#HTNJ%+,58D&G$ ^] 7=OQ9PG MK,A'$$'- Q#%]JP-PD=.H6"-
]FLCP78O/*Y1:C=6G6;CR[.J'V1E/9]C"KY> MMHW6'.'.';5ZG7\O4P=^7%R?L&:9=?[XUCGYKS].?ERSDW_ OYVLZ@4X1-N"
M\=ENLVVTV\T;L]KOOG\AXJ<)VW@-7==#J>_38_/K9^@,9#UOV(7^+-CU M'.[V! L&0H3,PLHRX0!VP5MH2(Q">I<9-7JM6J(FU4,"H#EI!I8*FK&Y Q2# MK^EB [L7/B#_';
<=*GH0>JPKF!T$D;#*;)Z+XB4N]:66;]N+C!2(1T_M2KS MRX[0O^_8NW=?1AE1!1G51^84'Y&U1]Y_A9Y&@/OCTB-2/?O0IO\^*Y#&TB/2 MNXLE2!/1(EDF>C-6O
M)&$$M&;&^&^UVM/\-;,+9$SF\O#JFIV=$6VS1Y*!E;F,Y.S'Z<75]\/KLXL? M#+8)=@7[P]G5R3$[^\$NKRXZER='UW]T%@Q4QEFL>*0P+H Q3&E:,3X;U3*3 MYUA1,>*U,M]
<0N/ >P#P!\Z3N(UY+ 1B""TA[A-E5#)A[V%5'QL MIG-RI-[TZ620]860[V>,')N:&/T,M5.D0\Z8$JX9VH_A'5IYERK0$Z0*\DP7 M[%%=?;NX.CZY^G1T<7Y^>-
DY^37^93&O32^N!)-&Z^-G5=ZGHD;Y:R4&BWGKZA[2M95=Q2[/V,IG+['DSG+&M/_1Z M0O3[[[\N&C8LV?OTPK+)I629@I1&7Z-&O%#KM:F9V!R U=NP]DB7U6Q[8O
M>J'G2^WIH@_?"7_6@92WNZXC'6V2:D:M'KO3CG\[.D>'S\#SH248) .5SZ?4 M,/R>^U:)82 >?.B//.F&H))+S<\!+!Q\C^U8R13AK5N?NV&)V9(2X2-^YJE9
MEU*/(C4\\F_&;0L&""OC_6"N_C!@080OVO"A\\BZOL9Z?%^U+!<1 MC'; ?3PZHZ2@CPZ_!SKQ %?GD=W;CD,G6"X#K0]''HT\5WE8AR-'C%VC5(ZS M+S!6H<1&OG<'6Q1\S$-
V+V0[,;$>&2SQ]%(D2X1_#?GCU-,".O,>8R- +E0) MR8A#Z4>.(X*0 27P#%N!X.=A_9L7"0D02#'R45RHD&Q R1EKBA-# M1KFW X$NX9Y/L^;^HUKN=!?K7\
(SEZ&3%H=40E+;>,ICX1+8Z&OVII<&/J%3 M"'S08X$8<>+]Z5GS6U_$9YKH')]=,O$@>E%HWXED\10!:;%]\:\('F<1+NG0 M XI+:8/1N+=RZ<8K#-
\,H4<0!UC%L6",8V!DP\@6W,=E@(4%32A(W/*V3X>P M$1X-IX8)!/ 2Q/M3L2%W @^:@NEC+_'#:2Y,ND8N#"(?&63]"WM-Q\W3ZT*2 M%= I.)(#9',A2DV_#N3"E4Q63!YSQ/2B
*04V??&\N(+>]B-_")>TY.)^"9 MR/>%M4]K@\]*L:!CCO%IR6$OW+!PX(DCM <4AP>P]2 S>3=%"T-Y Q9F-\ M]P@0C[N/DZR+'XPEX7[@(5X,.6 ?9R!:P$) 4QN[(8%R126"@J8>
:W.VA(MQC>48$EAZ>]6&PPMXG^7='C&%4&XX O CJJPM_N.6Z:"1>/.3[>8=6H2UE[M3\]S)7$"U!WDEM;C@2A-S)>D)D;T^ "+6W!ZF5V)?"4E76X M(X\L_W#')W0I?
ER[!G26?>#X+0*1$4& U.[:+I<,\#O,K.>1=)XZ?#C%E/C> MY=GE">M$7=B.[!$U>3B%V,E39^X=[(X*MF%C "F..*;? SP6H5=27<@H%5:K
ME2IFK=0V*L!EL*L1$>431PX/U/V;0QPOP#KKA%[O)P/QX;CC]"C2X-^,"FC2 M"$&R"7F; O<4&.(M[C8P!E [,"-H\DZM5BF9M7;)@#=32@;@[W#(TR>P610K
ML^O)V::B<9(V!.E?N-^'-G< +.$;@BY"SH1F1XZ'*%9F%WCDU?4CV.ECO95B M@N!?>S@$L80FX<6^YSC>?1RBJ=Z>E*!%I)V@8WIQQ\L&DLI[&$5*)]/)0*62
MJJBRB!\D=>9TJ<:F[K9DDY"T!_D0+?,=K:'#E?S/P_LTKSW-M4HB%P2)S(@D M2\M@:^I<.[=8DZR CC/VB1EJ N^F@H)T6%!APH(F=XM&F9T\#.RN'2I4([Q- MPOHZ<5@?
Z_0&PHJ<#>P:>WR??<%[GY,.'_Q=W91__4<=C=N+E56@8MS>9XX+<_N&D MVW^>AW=6P"*(9+L&+V.\2/". 8EFL&'8+;;8!P>".N6 M^P<6#_F!T:H:M99Q
*QE&.VJ8=;-6J7:J%<:!U:SVFR855 X3:,\"&$XB;E' MOHU+AY-9_UWXM\(OT34;TDKALQ_>G;R)8\K[.R7<^LCY3]YDZ9$X[/TKL@-R M88$AXX_*)=8A]?
*BWP\&8#K)3^F]J2_0Q8*N:'9^?D0''M >Y@O#;E!I/K5] M4*L/\4,:+UBPRP\^OH+$3#5Z>8=)6L@>_/K"=O\6N8)5*](-@19;.5?=:0IC M)B$BBT];G_Z^(G1[UKA
+M;;WX%1.U"57A:?R6OH6Q'T5?-:XOPPKZHP+RWR M*,GP^Y6@.X,6.\+!T.D,.6/&JKYR>&:BF735:+G_FAM3:+DOCMR;6R?WIM)U ML@3^&T58:-%^6K1S6G*B9 M-T9#
[>PCT0,"N4^>CZ:V^2+*>.>3L0D9KZU9QIL'YH&JQ*9%?$TB7M3=>[&(M5V]BAT4BXG]R'T-+M2C/$>6J%N4=%^6<5GAUHFQ4S$9[6I2-FWI3BG(LP8F[M;=*W-
AGK8\I8'Z/$NB*\%\D>/^-Q)/4>5'T?IA1O]]>8K*@?9R#Z=SX.,_40"PQ-):L#TOJ9>.7','D8F2[RG]V MSL,!'S(I@G_R\"?,F)V?7](-!QF3=@=O6ACKO42&ESSY,HM@TZQ*EU_,ST3&
MO Z!=F@T6ISS%6>C4C;^HZ!:P5SW'.@)L5_>Q2LR%+,*6L"U\(?LW./N4PH" M&\ ]G6-O& 7LTO>L MJ!<&\KU]K2W$XT(>U)["W068K70@&)7:C5E-CO]B?
2([\CU&F3CB05TV:!'(M5,8&2/I&P?AF2!I3.B//#0#2SL^/BFA/;,@W 4Q46S-"U+5!L3: *+Q;(AL@ MZC=F)6> >%(@3\]E4T?>I_&='_D10H@25HTD*22I:R39623):9?(&TD:-XV<
M@>3,#7TQLM.7HRZY'[J4L.&\?%[6ZL8$2&3D^]$@L2,@D=,&D#=(&.:-T9(P M<>E[0SL .^$1@" 4J1O ?2"D/[[O/<>TR$81LRY11"/!A&MBW5%,&@K6!P4Y
MP7SN4%"],"51D0I-B(6848!;S)L$#+6&TFA(6.=D-'<4LBHW3271HPE MK 6M0CP##[3S3HBJ MW=03(T<"VOAH1:/'QDYGI]'C2YRX>WLS
MSYDZ\]P+,\^]>SOIR,SGI2,S7I18[/5OD4RNN""?SD>F\Y'I?&0Z'YG.1Z;S MD6FS< 5F868RV'0"W/D:[V)-.8TRTTT]*W$N.B4J*RP@E66]YD:%Y;!W"2KD
M:%_7;^K&INSK\Z>=@A/.P-@%F+*\\V*,[;.^UQO1J'UW:[V=5?@,*]G@TKBI M5S8$+ML9Z[@Y^%AOK*.&C[7"1^$O7V7#1_.FUMX0?/SFBUL,CC@N VR$ONT*
MYU$#1AHP<@J!T8!1!, H_&6L;,!HW=1:&P*,[S8T*AQV4F;'MN-PW])PD8:+ MG")D-%P4 2X*?^,J&R[:-[7FAO6+2] O[-%/'8@TB18Y!:MHM"@"6A3^ZM6<
M8,G*3:VQ(;@X&OAV !/$TLO?RJS#?:]O#S5F3 0O5C1H["YH%/Z2UAS0,&YJ MM4V!!G>L>^$X\)#GRZ*7&BT2M-"QSCN,%H6_GV485;.1<1^CL=J[W=\Y#$A.
MSI#0H5%@DQ<>6AH$U@<"1;V4I5):&M5&$WX[L,Q&M5)OIE-:KDK\X_IU2GMH M:@C8- 08H 9H$%@C"!3UVI," ;/2KK;,VH%5->LUHY8'"*1T +,MRUAJ!-@< M M0.C
/3U/*_IK2S.3F%5F4)F)6JV6Z9!WUG*/(Q 3IB%*:4 %5U5D/ !B&@ M?5"M: Q8'P84/'H2,*#>-MII#&C65PL"%[W0&T. H2%@TQ!@&%H-6"<$%#4"
M,C8#S&:]U6X=6+5*M=J>*&^!]])0SK'0?<]CEV>7)W/2PFIYWJ@\FUJ>UR?/ M10U05/)JW>R$7_Q:Y0KGUM?QO7/Y!^+7\KU'^BQH/&,N_:3:J]=J!5<>/VGG(_V%T
M&P7AA%=?(\ &$:!U4#4T JP/ 9I;6++6C.\;Q0&_&*?;X4XJ\C<)[9U34K:D M/KKD/;MO]_#ZD'!L=[+24U8-V\DJN%.UH^2) -6S!^AQ+9D2#O,[G]I^$+)#
M_)"&%WILP>@G.QFK*$95 A2]@LUV1,_#VK@O:GT9\KI M?MG^?*Q5G8]5YV-](A]KH_6\?*QF*D?JY(^BM/%%9VY=IH]$.3(JQ4S=^DQ2 MY*#?Z4ROXY=6S2&
[E.DU96=L3];7+9[TJQ+&;O&\%^2:?0E8;CHU;6W%3Q7* MPM^*U+1F2Z>F786CI-*JMQH'5KU=JYC&RX*?QIZ$-:6&?28MVN$W G\ ([<\1EJA-PRA"SJ M!<0%D0I598%?
B5L["&7H ;M"@@?S3N7C&PG,D&G*X-^N#$>0U:*S@A+87O_@ MYP&?E\=L/XD7B%PLW@RSANY&W \?F0/C@C_H"U)RX0>\AP_C%GK M.?0TB&\/Q&4+S2Y-,1TPH5%\&U#
<_+"%,*[\ IG82P%99RYR)#3/#N^Y;V%Z MRG4DH]9(N3JDW'&/@$;*;4/*@M_.S03**9? &:B50]<&/5,[;8/,N8PX2Y- M4:/B-J&B:>1U&R4_4#0-Y0-
GZAMV=RW!1GZ:&*KVP8:$[<',#)9<*=FJ"%Q MFR"QNAY(M)IMH]W&_,IF[-0\\MP 8X8 RS [:C1DY^>7)6:#SC?"RT_PE4]^ M3^&C=[/7\R(PD=U;UK=!.^Q[?
FX0^'IQ7+J%:>GY]P\MTS!A9"VC7&5[MMMMMS(DL>V>,Q.CZMK@.Q>ME@\J1\O[R],D(WD35H:()LA" :1',&T=IZG 8? M1AY___72NQ>4D.D0&O1=\9@"4,^="3/R2"6U73NTN0-
Z*MXVE/Y2.U#*K JD M"D(>TIG2_K:KK1I=-$$TW.XJW.)%S+,?G1P1]\REY%7__>WJG)VY@(MN3[!C MKQ?1B;OF>@T#FB :%XN(BYVCW]>$B]?\P7.]X2-8ZJ& F6(^T-Y
#+D&2HT+ MFB :*(L-E$>'YYL#RB/N]")'6MWGMONSB_E%-6QJE- $T;!9:-@\/CG='&P> MBS[Y,35J:I#0!-&HN36H>7[X;7.H>8 \](7 M&+.DS7,-$YH@&C>W!S?
SK#Y[Y,&G[!)#BLXPWI?W*#W',0\Y.[4=P?;ZGC_D MHX%Y'=FH(T031F%I$3,VI8-F\2THR/K,O M1* R?\AXS5,A&-72*NO 3 T.FB"O0,MW7^(:@%EE+ QS7 %P;D' <:,C&A6E M,5-
-K:9J7%(J+E5A;Z9.W50=NZ5 KKRAJFY\F2P!^386#B7)G!"A0B[? M$0P #(0XDPMW7?$@@A(3TE8(R(H(>@-A10ZT1-<:[""Y)C;@8(QTL4*M-[3) M"
(&V\'ZN;U'P[KT=#MB5N(VC+CJ?_L[.0C%DC8JQU]W?,_?+['J0JE>+^;6H MFW[DNW8P8!S4E-$CCH\[3M++HN$)UCDY8M$(NL,G?/&O2 1OGA_%)T3SUP+
M^@_A(0YMNS!]*N6#%BQ:O^DCEIGS+B_H?15_4&%Y&GH_R M'R0WH)0 XQTJN>RT>Q!H5C[_SR^__/*_]+OQ>3\#8T:1'T1!)?2!+H8 ME?VY'))=M-><4T&8)F93)@)5Q8*AL-
EJ=/3[KW8(Y.JAP>$"8.)5L4Y\ M'8RR&.!K7Q$A^\D#R7VQ0&V[J>N["VZ7,>Z+.$^V[:K,:6#ZQ*"9V8$]' K+ MAC\=$#A?] 3R.0NBWB#S^1(#!1&^6Z)A^#]=N!3O&L.H@ ?
\N'ZI7+HY"]5: M0:GGC%JJ,#SDNXKQV6B6V1^83CSD/V'.P:+1-'+AFMX^;8WI9.?QRL)J(L& M6I$:H@A^?<$ TR6<<8"O&["Q3QLW\&2)69&/G()[^DCXMD<\)YG#Z\,"!XCG M
<=-&_FR*_#I(;?@50YH$82?!#PFG9T\71=^ 8>_E@+M5U/)@JH:Z%R\KX7 MC& >D51$;%\"70>G%J<^,2I[?'^ONA\K8? E4"_$!'N'/1)KHUVM?E8%R+>V M@GI-
5U!_807U9RW5BCE:LC10Q@&6C3>.%%5?B;N"-NY;PJ]#01(@YAL)!_&7VP#^3 M,;)Q"+)G00CF 1@,U^YH)!!WPL)0DF@+]$QB2 M^-@2,+VA[<:;G6/SKNU@JFA9BV0^GH.-
S8$.1(RY[!T,T.KM@MQ@VFD+J0=_M<.;"\.;0W1>H#L-PU)H&X]YIYQ66%!K;+24%5>@+E:" !I1ZB8Q8"7>:, M)YWIX"E%M^NY('=@^L3*;=*W$N7/&U_OJH*\H0=KT?
>]X22I8?L>"BYMF06Z M"G*# KH4-:6BDTIF)G4BZ S-I,@-0 ^5) >R$F?)3F/=/J;6YJE4(RK!3G"' MBZF8C9C^'N8*K*]F@6!!1@, C=VWQ[B1/NRR=6#\""!ENQKWP!\"PQ) S2
MBXDAO3XI&L8/N1P'R2=5K>EAX:"1L AJWA"4)$LXL'+^(WY#(@GB#6 5"'_S M1*ZGH4?!3O!:W)G>WV*SFEB=+#:5]SZUS3_+TH3U !2RR0-(?KBK")2I6K5R M.!N4P.?
WIA8O9?1,&/[4IEE#ZQI,#ZG9 I6 ,9/?:^WFWF#_29+,@;6EC.HD M"3;A(W#5/7QDB9[#D?\28%B%QZ0UL MH=\B'P>3M8_Y,KP^]Y$A;5FN@B 4:8:+':\FS53IYT^*Q9
_DAP07(:2#!;@ M:B_T_*"$$[=[;,K'0NU[#AV;PPM!XNR;*\ *:6X]>@7W$0P#Q79]YB$M[^U ME*9; &"6SD!NP0NTR#RQ2[P1+(_G9AC2.,23!Z6#'GG#H1U0T*G212<)!N+.
M;Y%9<$#S(:7^SJ$==F@'))C'#8++DM$YI.CRD>$ TXO9I[1"ML0-EF_)'D8Q8]86@P>N$&M*_"J%%& M<%_AMCR[2Q8W65OI=9]>V8R%5<2 T?6 .OW(D)>')#CD\2O"$3;8!
M+'A/D#MQG^@-)/65%UAN^$L.!3J&3UWI3Y%&S1,JUPQ+W=N.@ZOCP,@S. D/ MD3#A;" <:9=BM)T_9D0P#T.U74V,C]RE5!@QB+JH;P#/XVE6)'<5/@(2C'QT
MKK)_PE@#RY9SP#[HR(HF-!"TO)E\"CU"L_BUE,8DH]>YCE(#N\0<.-F#QR, MI$$(N,4P1'>\)Z-/UP$1_&=DQ8.)(14$*XI]M]OKK*IK9]4ZG%6O<==GK5WG M[+
M70'J2W_"^)$/J.TH#S-, .((-3Y,T>U%F)R[),^C\)-K\/8[11P+0(MHU!9Q? M6."@-4RQ 'WY&V@=&&QU7&:7//1M5SB/TIU"'4JU9EABY)KV&1FB M?B3H"8??HQWX9,VU)Q\
>XL2+@,Y/^%18U*AC7[(2=R2H47F'W3J@ FDLC6# M[26G2T8T^8W3'TE7V ";C5\LMO=](30JUS"H[&>G!=8D=PJD>_2527MH<,>
M1P4%5;L2G7$!]2>^3]QA09PWFHQ$/./,\)D%^T_$.BB?E@RWD!8O#9,H@/TE M$9*JX+U\0?H*+'6G-IBRGNE1;*$T-J2?]J&4V"UJK=*CA%-'=\+J5CUX:MF# M+(9,,0$]*/7?
@;20)Y)>I!;H% #/LJ6_4+H-0(L/8'3T&1 *K&DN MSPK0.^BY8CX-08O'8=##N"2V-,YDY[$O'QY"=P- ++H64 62CH[(L7"@&#M' M4EV*(WZ0$_J/TDM+;C>L@4-

MH/_VZU>ZH1FOF;4+F30T@S%/S3^AA%JUK!0/M8U$6*H;TA$=Q\KA8:TME&$(.TIDD$(=8ZR'KO=KW["1HP\QM]& MV5XV+=85V%X'X47XW^DP1=[2K-?
&ND(IXOP*4;Z$O>N3'IMY)MHGQ-?46V9B ML#ZZ,O%JZP<6S[#R[I7]TZCJ31JBVW=$Q1+/;09I!F%+OIG=E8?[E'C19B5%(_2
MKSYG5W3<\F[E>CTO&3$X_#X(ZIJVRE!8MDYUX6S_G?LW(JZ]M^R>]XEZQ:O& M7OZQ&S()[>[<9LZ-QZ M/;W45:$U#UEG7*>+*D;I*8;;5RL%+@8\Y8W5+]&CD_2N-
3V:&S2W;@[L6MA M]8/3VP%@U!F#Y_YA4>;T@62L[@E7VR[S .(-:5-Z4V:!8N^0\& MKOLZ(3$0HUA?\,>B;S8F8MWYVH"?4[\&,5._]I+L M">_"/2M[5%#<<^WZL.HL_! Y
6_*W/CE"939. M!VQH5[5E/5AT95CU"O3(GX)K9X1@CM2_"ZFN0,,$(M/2DH M1H-C,1:NKS]M5B?! 8Q?JT"8"5Y]"\T6*YR&-C5QE;=WSF4TL?5:0 X!15,1
MQ%OO[CZ77A232)QS"65S*2T%69C&1J=RW;=S[2TMAAO,]/2<#:9PSI6=?^A; ME*Q]Q:MAXDRHGJ4(2EFVOFEV[<"E??=TH5@C7>KTP.Y*S<<&:PZ&QK3MS8/] M3C]]1J4
&F$,S)*H-_/N-L6*7QU9I)!L2\'F=&!3V#;W["1T8>-M1.Y##=%7 MCT7%YF(?]$GBF.IK(+NS)WEADMHKZ'5A25$\9QG2YH7V;LEML%.90V=Z\#/0 M<'H126.C^-15+N[:^_>%
(]F%$N)RSP2+.9J=DF-9-&_4TPY'9O GG,MPDC_ M3 4-K]7;R7F%E'!2O+KG6.] =T.Z=A'.$7?+1T_GO:2AJ8ILI-<2$%'#2WD; M2> N*U8Q>F7P>2&I KYGU^+P2]S3&I%?
S19WJ2HTGEE%KMLKSQG#O^[M9@VW MZ'&\@E[JW@SER(_M??[4[U[W"^$.9#I'A#J1W'Z^K1>I]L-;9=ETQ/\0^Z6 M$9U7-LD[5<_,W8NN/SO-GAL]28!.!U^",V,^
M!/90=_(0(+=J8KOTQ?&+?YEL4$DTY7?MN^;<:]5UHM&1G 0(ZH4=E(EM&.1%O6/8OWH:F %)+ O: M-3@UJ:I.+^NPAX*G.?M2>_$7UGM;4YXV6H\@G
MS;7?/NDME2V7Y9JF]5VYB2)?"6[< 9VKKMF5VS]GDZ'HL;E[:60BPZW@G1D[5@Y]\3R3SI=*;&B'0W4>#T.9Y8O];'=='LWWCW99+9*T;!YUM_+=FO;:]-&;
M8I+OB)#@SIO$2/33%5IBAS"+@ MG==V#H4LF9T9"JG'_E ?+1$)F5=8<:=OG%K?J%WO/ELI,W"59B+ 6"3CR3ZS MMRZ#FKSUGG']P2TP0NE2I:M4>B"'=!1P_[F?5?
Z@;"TAHNSK=N8A@/@Z65_& MFX.VT#**K;;+WDYPZ<$)?(M@)!W0O^X(_9,9N'@*M\,CHF<,Y#0!5Y9-E. M]=RU52X;F=P!6>".>8#A 4AW8G5NO^D5J?7D;K[&2
<9!B;M@,\-LS?) SOS G 5==Z='D>^0O MF9Q5S[V5$BU12VV>9+OTLO4FGN[.3Y0E4WXKJ$]?H>YBH^F?[8A.(F;E!YW40/85A'7&V>_Q5' MUC1'X/GD+S>W58:S<]1S[=OH])-
N2A!9/QBRLA5>L)S/4WP>?$>KO9V57%Q1 M;H WYO.-.S=P'VM=:3:,>X)GP<-\78I]$4 @]^Z:)]CQ4D,CGTV9UZ.F@6DF M:S6<20\U69BLC"TV5&J)EH4>N+=,=\
M%+UT48.@VA?RC,3X9A*49(V"^J>9_KFTJ_(\9LW298TOFULO*1J/>,)HC+1@4KSMIPSWLX4(7!;.HO+H&+VH^/XN%0JQ08$'5^L[!T[CLI7@6S(ZB>W/&0F)]
M7SQ4M^:92=K"4D&4>"1Z=9W)UM#HJOD;MIW'JN9PU0>PJ(P-'\.&8B M1M0G5C(4AK2X-/JL6N*]>=_J_6S_VI+:PSMUO*^2ZJL(M;,*U'27- MH_J@I.1IF@BUGFI9,"3NRP-<(=
[QWF%_>ES=-U:N*@!FIP?RE^N0V&K$I.\K M\'!\:<;?8[46QUC%LY-.65=-^+^MTQ<]!THQ<7K[,LE7]@74X-DMF-90/ 'GISG_,$IY\&)2P4\BA131%!SD0:5#:/X5JY/2^\!-"4>=+]];.'
MD4Y"-*_E(E]]-K#98QD7)FY6G'!'\XKVFNM(5 L$/!IVG1Q2UA8\NNO=\5!5DY^!? M-7@IR1$&KZ^P"'+).,=DR9AJ,F+R4:7Z$("7SE77Z.92]DYN+K -;BR8!81*
MH(JGS]/@RD9E<8_7=>$:MV['HS;W/45';Y0%B>?I<1 E$!G[LY>"QSH23:]!&X7MCBI=(3%9\>?!\Y4*$E_0A(&]\;U/,^REV M=>*E:VO5XZ&S--9#T"GYCKMYVU23)7ND;/MD
M)"PO'_G2@D#Y,@7R)5NEJ@/:.5P_[[GAN\/DRIXLT&8344C0[?O:>8%DGG[:PDNF:L1Q?'FAY:YP M+8?FRL?9"]+VA5J"$76V;7Q59<^(X@IE01>5%SL7;WV-
V0"VL3DG6XTNPK7R M-*ABI@5OJ?#-8.4]T@H"7-O]TBX\=G&U5'/BF/"]V6=DL(.7="6[&1?T MK!\9#^ > NZ-LC=W\)7%.:8G7,3-NB_(4\7 VY0@R9,XDF5:.;I\L4129>X>
M>\XKJ_8VYAG"#F!!MM&9/H[+ "FU\C%%H5<1C_\/&U\9%%?0=CD0"!#Q\ZMZK,: MH$)&!0:D1%>H8S$=$W#EBKZ$.BQR3ZXKQ()DQ]VS)[_1KJV-THGK07$EX
M2/G,IV*,TSW1U6,=16K0B%]51Q7@(IK'OR/R+WK%9^?^U_R+ZND1^H/"RR3(S_W*L#3&P.T_:,,;E64^;I#8C^"V@56;5] MLIVSOZI,>/X8MEW!\"'6N?
=_@(B0;I$OTT#:3RY_+Z.NYYZU=/=:+.&NUQ;K M]YY5YGK Z/EI^Q#KW?&P/(^3V.?^Z7R4J%*B\B(7UK*GI6QX@8!OH=N]E19GDXI. VI;"C M@2NE Z2%^C1--@?G"6*2-
J\>=>_7V(?CB2W!CN!R(2EZ##=1.+FLP7?S;W#YEWCCD4YN*-X77)?; M?>V]%31Q]$1<52;]9+=67T:+XX,O[6C&ZO$VUE6NM_:O\XIVKH# MSTUL$8KU
<4UL(.3,D*K$7>0MZQO2!JBG@$QFRS?>;=3B1%?%1K?T%@'YL?*9>882=_(-Q$]V?_6'9?+[]_RZB5!GS]UXF=-'[O
MF"M[NJ6O(D_VZ\\.3SB=OVD>#S]X77\?"8G,HT9GKO(\GN;X8V*#U[W]D-'O\GMJHA_\!?0U*_\%O"R30FF]P_BCDT:2 MJ,?*;$]_H0$3-W0@+#<;B(ESOJI8M.
<4M+$*32.L99]D/3)2WE%B:&/S,]UU M#'Y?]!'R%R6QG3=.(Z3_U#G8< MOYYLXU@VV1H[<#N)"7>_QODH!=7M-W6*\[N8UQ;:<.J4OZ"8P=&B\K:P*
M/3O7Z!6J6IXN"74U238%6R=*$"::5CK_V)DBM$BH.YQUC*0O3_ZB:QYJ"S[\ M?$X;A6W1&,8-NYJ%UUNJJXRX.CXW2^[=?#]W_EVBS6\3SKQUMUZZN_=KA_W%
M*_I"K:"),&+M2_T;B/36Y);?\R6N 74]]ZSEC9MV5O'[)O]MJE_66^C4J/UT2;@L]]D/+C3\1=023J4\!? CI\X M>Q[YL8EJ7KO;*M4[4".1*FRKM5[;NQW^AOOUGN8)(D+R:J,85Z1
VE'D6\8/ M79N,HU_4Y*[>-.)?[ISB-30_EI[S:['YT-@^1]L9M;"U=C.QQ1\ M-."T:Q,7.R=*SDDSEDE;CV1'W-\9[Z):W>O!T[V7U6S11K1A4 7GY,:HIX=N
MB@('(WD^N[Y[8[(*3/!O,CQ>/8Y,*,.AOE4/X".TTO/(^,-WU\15]+DZ.?PJB*AR87[V<]/:(JP+0*)$U"KI8.D^M^_,FZD"XX M/1)+F?O,BCZVH;L^P,Q]V?
DX>7Z.R[UNX^*J5)6SBC:PS:_2TAG@+6"+5P?Q M;^EL/G-;&6$/2$T1W'TML'/_"U@[]_WHOO-L#0NI*4V*$ZPDXD8?:(KE=7UT),,XNP[&$327HJ MS[.H6=A'MJ1#0MQZ&,M_
>Z^G:_K(QQZ[Q$G?P'Y'ST?/1?:<8FX[^C$F\;^ MNDV4AGIX[.//+;X+4U$BG=S7$JD()][>'\T"'GK%(=70, M<[5ZJ*C.CK@ 2X'U]N;(+[.]&^X$ 2UQ1VV1^O8[/%>?
E)W\&;99I=B=)6$KKRN9Q-L&A? M@H[;:7&8GV]X^L8D-9<>.#*#51QB7VANS"@'F8?[_&L0:(^*B:,0;1/&0L"# MKL$?7&JT.TC\I?4L%*:(QRHIJ0R(=F!V&
C;SETE7;5VB[3SX\+PYT:/\NPW MZ!CC/T);<>.Q-/P1)WS]-QD3SV/J] &"LVH4FA%,>IE^';+1<5)3MA32MF1= M#=*3-*E/LJ%&.V'D@T\>28EGM=4?' M?;?D@U'?
**')#YEVCNW??[8-9T9C,?EQL4],8[I0FO&"C+V14P\O>S-:N]2 M3MF7<%](6#! 7 ,&'+P^J*CY>B@L>=6>NH%FLUPVY7X.DG%-]B)8G$CLAACY MRHU$HA;GIQ!2JJ*8AXIA M
/B3]"JP0=1G_8JD38].!]!V4_TUGMHZ,II4?:L%ZF'C!V?>T-=6B&G-P]Z+ M3]LE>TUZ1DS?]=?]D:PKARM+2ULY!NMI]0R*:1RX2.IQZ4I%%Y(OUA]S_U2O M#W_>5#IW=?
_H%5VX_RG]=L4@>7#T($2\@Q?J_QJ*;NS7Z%Y#-]G7S M?#V'BC=;F=GB>ZDQ\:"9A[OS/)D9<'VAMH5":_UV587FV^=:66P)Q9O($STY MC8!\@4]Z!&&KL0Z<%
[7UQ;H6"#Z"4X:I&;Y07'+?,DL]S?@565BH7O#?Q# 9 M8'KZQMS.,/$P,3!Y ^M7@6[Z=&GQZ9I+:6A?XK53NK/&\37R>[.0>U+SZABE
M@IID9E;3+59P>I6%O<_OHFQ7:A:R(@*H=WH]YRXM";?>SN9L2D#($[,6MCS\ MJ<1[R^T1>)X\+X_OT5YM,PO!#Z?%5&1+NJ'X(%1_'8M5PV;*"%TOMWLD.0-V
MO9_XQUWM:I:T>D[[[OZ^;O%&4V$!L>0QWI&L=S7*&?$<-%T=:6$H!_7U &@P M)-41%P,'W&7K(,A9U]92#C6)9CST5FN'=_LJQ#YR_?$RP!_PQZKQA(=PNXSH
M/%H+P2^C\0'X%_Q7;]9T&Q\%GHPZN_GB.AXS'3[]#7M^%GJQ78*P-/NGR_1 M'-P'1575\+)N&]52ZXS#SNCKAMMYT^K;_D+O%/95G<0T5^'-?F'5R.N747KH
M,T1L0<5?].%E4@V1[F?SHZW/Q\,\A\,0J$EZL+@ Y[![>OPMZ'"H4=D:CVO0 M?NQB53IV!:[KG$=?JY>A)2@ER%UDC?7C9!=UIO5NNS9L'H7B]XO .Q7AR?:L
M$B8VTI)WTOOLGX_%]6'N<=7CX,%^ ! M;MVW#M:SI\=UH4[MVS<0SV>.L6"EV.%51;WU6DMC5:<;PP[+V,C30((??]R1 M??FC;%W,AC/_G#M ;2=LW-
;A'$B=,7MF:6%*R1I/]ZT,=2(3"6SF]M#2*=K9 MX ^R>M<9,:,6S+J;' DE=,B6$0RNA$ G495(39B58Q3*8:O63(M5F[3H6.2. MS9Q0TVB3X QNS)'%6D?DR=HJ1T$>
[MQ^NYX9UK,?+A=EBV,DM7E&F34HGS#+ M$5*-H8_;+T,5Q@MD.NFCV[[^: FE<3Y$(W03/+UZ(H"U]S_+*5C^[?5/ M,=A8X8DWF'!.'#3^ 1&_[5.*W%E.$PV?
WQENS2)W_]BO//3;VMO:T7-N,C79 M/V8?^9BN=VJ4+ #FBCV^IAN$LKDH5T//2_#P- N(-)O%%K^0J%QT)LOU%'^_IO
MR.=CMR)"%XZ5CA08&2YU&\Z;H,5>W];EZWA(P0=RW>4=HDB<6X;I!%;H>QU_M%T_S1YZ1M[_7.Z'P]O2.(O5NX7,(#23)%_AZ0:$SV*3D\/K)?D_? QVIA_>, M)?F[G=N1[?
SZ^<6Q7^O(/(J"&[*)C.N]L+V@'MB$ZX#OI0MT?V.J2 8GD*.W M[?A]:]31>[VZAB]:6,%=VVM?1DQ#;WQU=66SQZ+B%N) PR MH[6U?,",_.S\:&)8Y>[W^%$69W,*NJ6YEF)"5?
$+,G?G[MG;>+G=/MXBUOX+ MT%KX"Z@@KL]7_@_%F4]SJAC)N?U-6YZ<7,I!_1^>:JWDK^T ;YE<35X('SN M?@P*_;3H;?@U_B'L=SMUG[GK_C#>WTX]QMK@WP@[2B
MM^4Q#]L%)?2!-N;QQ$\/V33_R]U;.S6"\3QX2X MRZGY^5%X7S.V0#30UG=4*);OS:R@31R)',^YP>GVH&]T6EW:F(J.'JC 0H_ ML,\ANV^KSWZF3Q^)
D:DM^!JK"/GQN^5VU7RF5VATLKY'C/'PI6\?]DN+Y%3 ME5/G0DI:=PD\E'2VP+6 QZ&_3XTK-6[VB\-9WM'2?/C3AG :[MU3LSSDBSH> M*Q\$(@L0P$@1BD>,]Y;,$:?UY.?
[.BSJX5/-312FK5M?4&>:<]EGE'L4Y5 MCGZVY$U W'?E2^,F7:SW-6:<*.P158@V0CRS=8*:B*4M0_A$7S5UFCK9DQ5J MT>YD2"*?LMR-&0^T?-I;\D6$V@XOMZ
MMWCW..Q]4D(MX&S[:#5#6EL &@X]ZUI*(?OS#%&%0?O7\6U_[G+W;TGSI;EE M<76O?%V>?P%8>/XUQ"\!UQ2H]J_%_@9O;F$C&8D?,<^&.O\6"TA +)US[SY" M=Z/I!X%
(@[W?/'%$ F4?42^26U;>BNZ'1:+O2:6VM53Y'F5)%RS"GX&=?QP_ MZN\Z8A\;[0FGX2!J)6?%^"I=UC,M;524?WX&*B=D:E36W0D; 3 M55&,_2W@%1ZE-:H@[6M@EY*L&
<99/1M]I(*PA&8OC9JZ?47T-6[_E);JLS)9)N M.X77(F68\XKH?S=SWS:)JX]#%L=40WTIK)(.EUR6\N7 +6Z'G._)+EVO5,UM M7PM:* $);-<'L,STRY+<>#V.JW/_>9FK MN;-
'_\^%!_//_CQ[T7\!V)\:)W.72G6V]]]1/NR>X@:7_@+ 7Z\6SL(2Y0[? MMB-)264ZP$49U MG<26GM-E_P;MXE\"C41F]01Z:=&GKH7_\2*_6\ M*B>Y[M'I40WC
N)W"0%-1>4):\OQ,8M0I#1'M9+T4WJJ<6\. #?4#U\0D)6\ MR0A6.9YQ^=-"=8W+3^0+B7JUBO4KVYG7)V^A'KQ6()GSW?:B=Y??ZCXUS7\\ M8P9XNTV[6TA32ZA
#G\!F]MI]@UH":Z%A6"!FE,XKI.)=O,>!&YSQ]3L!A(J M6-N8!9^&5R8!H(>M?PH12?J1Y@&SH"E7M9MI$$<67U7-K%4TJ_@)EG@#33H, M(T[S!L;N'0Z_^>?EGW1]79_"-
N,:AYXZLQ^A\3_M9;NY^S[?YS[UY1/UCG?> M'YZ/J.UN2)Q,+IPFG"V\/DJ1TJ2._;F+:_UZOHVOYY-,,GOD+CWJYG5>W9(:
MFGR2VM215YYD0)AI6B".5:0=X"0D4*P=TU_+QXFHI\^;'XNW!STG@<6#Y-1Q M443LDO)CQOTL9_KNV",LL3#1JGU]AIE03[N5Q]' [T'ZI_\-S_,=)E7>AE6 MY-W++$^SW)1"-
M""6[YL/P#)+LP+?OX4DXU(B9]?)"?WFUM%T6_:9JF42SK M'S=(\EU\Y?D6C875N=)=-TE0C(IFQ:+UFOGID_&'41R_H##+408-N/QV-M*T
M3[QC%HW;36Z4.@7/FRV7K0X8Z6&1X+:=2Y4*CT84?&0B& '%D_5KNG ?F'Y_ M >IJG.,LSAN(OUY<+J)[_T72Z.5"U5_""SRA]VV,/"I/_R=SW]09M=?7^[MJ?.=9AWKJ?
0]1^"]PS5WY=\GW?1_/A'^ M53HL?';Y>ON'YR#W]]>W#+?'[,OVH5[4/5+MW VE!A(9AMYYWSH?M:V9C^9<
MG=)MD9\+EQ_'=IW;=P#6)V^TEZ&//7\DP5@M_Z)7DX=M*I[&:L1"I[/3\LK' MX'!]#!;EQ6-E*_COSO+)+O2:CAT0,7=\]) KJ&QN2 X-
1\T%,S&=^/B>H<4:>>IX#SNXUGDJ91+%5S5\=V(AT MTZH^DV379*Y5"UYF%<@U'M'MN2P5]VY[+;95=E 'I$C+K9,2F;V: 8UL^'(O MOE[(_
@_6Z(/V@C8'+8<[$_";!92DCA/BCQIU:IY5/&I$\'/]< 9O01&KN=6 MJP U+_6R1(%I9_JWPT3!FP_EXB F^5%.H:;(?(P4<6.[#LV7IP@<05Z=Q ME /()Z#.]& _G@=+@J(Y8+
[D>=X>_<[#>CN5F_-KLSK:R5J8U8[N0;2N#!" MP$5.V^0Y1Z2L6?F%;IEM0+;+,-,,4B!OMCG.(@KY>,(,TDCTJ$V9)'["8&:X M;%8Y/;C?G&H"9.IF;
1OW%,SM1.&C/CZ])X3;IH;Z;^Z.;7L:[%>N@X=^O'U MUWGTRN!3V(+,!\C_X\R(B3(KG2%H2]!>P(-/80_(_!PK3PUF&;1?^:S/17PCO/A[U M[J])4Z[^$Y:<_BA?=\/O/YV0BOYXIB7.
(?6+L8SYSV;;[CM_=EM(_T5DE>ZW\@(;;Y-?W50#<_K2'=B$)L5)5$SHM-^JGY%#D#^0PZYZDZ@B/UL?D: M=14P9Z2L!X-1"%H(C%\&F=>&,IX=F[E6A,82Z0P=C=@J&(/1\.'*N]
[D,!HF M?V>VL2>##39[W>UGD.?;2)U/SC3!=V^5)09U;)-B:PO#,FP1;I508YM2M61F MVR1,'[B$8GZ_Z=_!"%R$F21&;-Q@9#O$P<3U'G4EOMCZ_L^:BG:&DE\$P17) M-
UA%J8M4$IDM!@(YH^+]DQ5P>N>6GPSM%(O:F:=*6*9^<_M4+_H"[N#RQ:V4!@8=7YS^"Z_]A8_Q]IK>V M$?7_!_IX>YE=V_Z7]6L;O>TK)93781@O0]^V"Z6W_Q4?N1.T&RN?
WLQK*;]_M;/AOY_X/&V^;#D^#X>\F(J%13P_N%]\\.7N^3C\5Y/ZWB,Q57?ZWAOP*&T&2 M^8/^QNQ4V&"H)?(HIAQ2O6FOY41'<,0)G0[H"Y(WW6*B&QWC%T5EE)(+
M,83(7>132^HM!ZG-F50D)B?2Q1]NO*/#LO_C0(;%!C5[-(3P20T^+YS4^&K[MS@1*].GYXXH[A>1 MW<;[TQI]3*/V7/T8ACJ2WEHG25W/@6VU%Z3XM2=(-N"U_INF?
#N_E\W$\RM MK"U8=;5W0N3:J/>P^SWV;[T'\\[/ZY-EAF>W#DXZ-M M3$BE5['E6L"G-Q$-*DB<,5*PL3[*WU'X(S<5G7UBD"=W(\X?/M0(I?7Q$-\A MO#^8(E,<56RE-NRY_C/
"1K=S.+?E-<\,C)T[CBST7[?VHBFJIKOL/\]MP/0 M/&3ZOO'5-TQ/;*'Z O!P9KN AK^A=^;L^XGG\19>5/#]L;=GU9]'X*UGUH[B M]$"(_Q'EX_:;%/D,\(="AS[O;M=[_;M&-
/LZ_P]JHU<-K\(4_N(=B$KM,G& M5]/)XF>H5GVPHHJ[T(]DG#N1L(C8'W_+NKUO4K_$V3S'9'C?5X(_OS\'XWA M!0^ OV1N'!*?NU]WX1N>MX3?&]Y3_W37/G=/ON:>
[%Y6+NV_(Y%VVK9OK*= MO!/#Z8N_A96^2+)\?_KENQ[G8$H7"<^(T/S8@=-07GRWGT1[>1Q$H M+/WP&#<7#@LK@'L7>_%;ZB^_5D3K8N,7^)NY-
6T3IS]17^)"_@'+HCZ#] MNO7D&\?!X4'?#Z65G*TWH?=W=%)_?WFUE6L13I'[NF"M6%+2O(]H(_[M5LK9H_[NGH^7K[)!<7K?7*.D+6/&A#^];6>Y#A6R.N0[[OYN?
7B=_1.UM_>Q MZ-/IL[Y3M?Z8VT'YG\OLP91$GX6>SF!K?:O/_RQ4_P5P7S,U/A'[&CY< MAD.[&U_NM_9R)**%]__7\"[*W@Y_T M??9M+WVK9T<'T92G0F@RO:(>14K(5N
2SZ>\GTX01#0R8NT6? 5F,A?)(N:6 MG,Y*^ PJ\':5DG8>ZMF' ['I]\>FQB4CL>AP:_1[6?58Z F#L!P&D?0L$1RZ MMNB'K(8XH[<8U7*[E4.\K/G]9M%:AMYQH]/*6/7!)1;R34=4"
<[Z M2_?2 "V/4WV4R0%"._.EU0<#ZO#A6!\Q&00NZLB7C^A*QI$GG6(Q0ZHQSC MVD[2PGD6GZ"2*TTHB4#ITLVK9M0[SJG('(7\; >(#N_"G(9R@:=-F=BL7UR M,-
/UM&O!?:+E2UA(.+*M&R>)X)57+]"U.RG-VB6%&5LV>2&M/2]QJ/XLY"Z@\IKX- 6C..]3 MD <:[D?/D]V#F5,W_5!6E0D 2[YU
M;:BDV&4%!&=R8*F:,^DH/>FS23CZM(%3:\X0?)U&/HI]2Y= ,(NS"5IHM.2]1@8D5175[F4QP;M&9OWWZKFE#ZIJ*0$%+.?>4FU_! MK^NYY.%KE3)?
(H\1G9P$*P=2!J6S=UA'6IC#JD%;_, Y^7PB!!?&[S^L$K&@ M8GICOJC"!!*O" #3N&6R!U?HHB&DX)7HR.>S13I3]2-6-A&T*MV51(\Y:]"G
M]Z"T3S7#5M<*33+5EQ]W<5M,+##4NN*K8R;?-"& -SA\%-L3A>Q M'DYAQ'MFNVG!T?,WC'&S2HB(('+*6XZ#LL 7[*0V$K_1!5S\%8?>S[(C5Y%9 MB:4:"W+@1'HP1(VU*/
>JYE]%*.7O\$%VP_W,?U&_KG@@/]>T=#=QI ;1(5!#K#*&N[,Q MB5[J@A((GY.1/Y+'W._U.1F_*H M]]Z^\D[O *'I9\41_$%) I&@[:7SH/4M39,1-@T9X>16,*ZH&?<)55.#5BK
MS)%!>HH5>73)4\,^5% [K\C'-,\II>7HEIH,E'DM[$PRC+6[D]V+6EI#@^/; MB?W<7S\#W-,7+DDBD!<96Z*]7Q*+GA,LXNPH=V8V3Z77S:0#0GL;6,:]2.S9 M$>SF$
V=5&)%KBUJ4A>Y=^/=&%<^*1J20;35-TT;*IH@69[D M".+P7XC-DVG[6)N\=R%:S#]EU:K!?0V%BSO]-[2?H3S ^IFLR'GMU"M2->=: M\>PQNK&TQH3^HDD?.XF+$>H>$'O?
EE ,.S9[D4)FA&0N>(Q \:J:98;O_J\W M!0.O/#Q12R[=\ZI)2=3U4CQ\'5WPG]I;^U>K\WIF\Z(*5V*K/(S#-<;&<0\I M%N9,;&VGRFVG?[2U_>;IH5MQ,>]WN8D>Q\B69&C,Q#
(:!_ITW$,K=NCNK#', MN_3."[YI:G">-C\+NXB8PN!#E"JQ@9A^FL"['8"RJ"^6[,T\?N7WAJ:"Y;8 M,NG0XQ,FB/\%<,A'Y+N&J!5&F?"()F=C^CD)IHG#:TA\N;_#X0G^I2CC];'
M[C0X$M"?C35GZC1MH*&<2*Y62JW!F\C]31=8E2>O/[0\D9;(0;^4+3U.HWQCO7JJH DES+P7F,IJ/JDJ='0J4GFD!P9_")>'M$OE#>%8Z?\]FXD
MP53_L^3.H,_#]T$I18V3BB]%*XJ1EH7IAJ);=2&9GVTZF)U(FP1)R1,.4V M-1O^O82+]D*L:9IB@I>2'1#*$-.R0[&/,&2 M%,053M000TZ8PP^R,H#HZFG
M_ENIZBY]TO\#E4NUPIH:))\,(P9G#[$:CP\0H$4 MT2%]B6K1 FO.H514GNO4,LT'_P4(O9$;J3%UU4[;LB^6K1PGE<9@T6F$5*N^ M@N=A^!*D!IO8[)A,'>?
XY7[_!0!V9P@,_)!I*G(BTVGI_WRWP$B>%L&ILLT 5QI M4^0")[[YLG#+B]/N=<M;M]R,;,+"*SM>@+J=X8L8N!?="P!/F97$%LM>FFT?W M0]]HLNU.D[%.N I
&ASL/SGD+W^O.YDDGIS/\[1V,DC%)S%A5.1[=.8B1$Q) M*@DS7$OZ&@?=J0S>.CBK<&OKWX]AJGDUU9^J-FB;D+-\G(?
\L!7$'Q+BPBJ001>&E(.@$&!@J@+/!,1V5RU\M2WGWJGF7[JY MS(>Y9S&;$FEA(@HNJHM/O[NGJ+67JQ:5R&# T(:Y&1[T8+%>#:8B2=!CD >C M(==^7Q0['EED83?JUJ5*C
H3]1%@(_M4;:>.D!J\5.G!4?#QJ:?U, O"J M%L;X32;\,%?CJYR\&N-1ZK+ZC+AFO@_7UN@+C#J_700?K799,!W(YLB5A55GFE'/9Q
MJC+D(%!40QB8D#P)@")#=S,E,:I]*^1M6J2=3&3.T!T? TX5Z,);@JS:U.^+ M#DV=2#NXYE9"*VO[K)=ME"411'YR"34/3Y&1!L;?4JP0Q=3XL-,4*&)B8_S, MT!]J9Q'
E+4IRB122$/<"-1=6<'P^C?@S*>48T^@B)*F#X#("-^JR$.RB'_Q MMG^[PV^^KW K3K"T5)>L]62[*HU [,JF+Y$WV0XQ9D)20,P'0*3W,)V'$7!X
MY7]_#SZN9*=*HG]6Q8Z@BR" &Q8GBCUFG"V/G']QV;>VS.; 4I\P3PKT240 M +1]HLF=46WJ74(%(43V'3IKWNJ9U"V"&67;S/SC^.D?YL/.G\#+*T=GR5\@ MQ1'+E!B/1"%C:
(ZYX+R0Z@I>WV]Y&WB4\QZY^1G_%9++MB18AA'3.S)=.8(MZDUT5K#.; B1Y@T&QAQ.(?RJM0G$J*&]M$2R>]J^.#34!E+ \0+]M3"$W!1C M!!TPT'@,I-
Y0,]60%/)#%>RGJ_7U&]?WW!,%D@1JL Y'"IS6:>C&:M9ATJ_Y M^RW=VT//I)_%8?3&UBX2J*N?FQ E3? HT0:Q<-&&Y/4;"_UP$X:RI.B#L!75 M2^1/(A&F".FUBYZ%)$/0Q-
J_4#8PRLF8GX1%_":!IN;_.)2U&ED !8S8!0S M4>LN+$/[E&04P_ZJCD2 #7!#^CGWO5>CW;/=LUYC:LR9'%V7DD+M?4H9S\;X MB=Z8!RYLF=#6A&]_KI&?:F?-L&I1-
3"IC31GF,"*#!8S$5U9454,!?&\/8YA M[*0RCIYZP95WX)9V"A,N?IW,F[8I?I2T6V]+4 H)@ M#_3";CT/SD>(V'9N. EO2^JBSR-Z(++;:8=@V\VTWLP]RZ 50:[M8@Y+ M8.'WOP
;3^;"_QP"4 C-5TCD&3C.T2'0R(C\9VGD7QR M0PVEP>HGD8S4+[!)QIZ24]!OMZ-67Y'/>%XNBO=:GABG!;&L\'.<-&(,L5G[M$$98?*F(O)=/I? RIU8-'G=:8M=%ZF#DP_
3MRLHEQ(#3V&U!&]K<366M^A6 MJ^.ET[N9>C,P26;CIZ.]H28LXBQ+>P;,<9@HUZN7E5LO_+Y+I1JZEF09QM(" MGG61S_DC:5V]H]!%J!WG?B7'!
=/B3$E):&G2%,$?]8&Q@>W.T'5\\O@W\T. MMXE@F_+Z;-[S.ELR4 MB;).&]/1<,,EKG!RH68.KA'4_-ROV]KJMO$]WW&O7+FT4[E%Q=6EAC:47&(2 MPXG'"!
[Q^OP79$@UV,U6:/,X$FG@3,YT2HRM6$K.#HA=&H3<3NL.HQ,U_DD MDDBARO\"PBE&=ZK']C:@E81J;>1[HMJH]6?JV4,&$W)QO^O$?5PS&7$29C-A
MEI:0Q!]A4DYB*>,G+^X40L(G"[J;#UGK$L/%Z[]6CSKU[12;[E6N]77^4K/ MF#)R]@OX3,6KO';/Q<4E0'593L49I4PJ4P641&*[L$U',FSA,J3;B44>K+/1 M[
F,IRXQ$+8BFQG&2F"#A0=9+5FGO&26JK[4$VK!W-6.M/5B&#TIDBLWJ\Y6 M2987(='1C[52S]<=5$7I4WG*4$!4S?(R$/N<^8C&1*_7\T_FUVTO/S_=O-4G
MDYF/UUIR6]R.MD!&FX0=2$H?;V56(_:^_=]>]?^]Y%'GD.:.0T*8TRLB*(H+ M^'UY%LP>]]UGH)'AE(FISPD,.W&,F\RS*JHYE:$O&1Z(9;X*/YE&9.Q -OP- M1@")/.3&/I

P8]*M1N=7AQ#XM&_X(OMA,T-2()Z0B,T" M565]E'EM*FG=E,].'$3]ZPQN6YS^XX_!O]E>,EZFK-.YZ$L0,(JG7$%6(38: MB]/B7Q882:KGO24K#BE(O)!I3F+Q?,&DX+U=')
[$57OTYI#"&'**AP,$0NTL MSV9]L9B(B#1'<--;";E="7F/,F#UW8Q[[L^S/OG_&&ZTY4N&>,N75I2VT)C M=F@*P3?7+H]8+_""U\C2JN M)F!238-AZK+4]$>:4KEQ&9H#P5HNJ
,GY).IMPUB]]XHUHXA;FU>68)6X#P, MA>J$4X6Q,CU(F5:_O%S9@@##K?XS):'RJMYA9("('%/\,[FV@(R_W8RWK4!;/0Y_--YJ!)BYL608-*:@:8$H"LFZ"D8>S'0*G3\
FT2O/$A(A=DA_RV&)NZ: M6=TW5V+K'J9T%Z'BE?MGGR\Y668\4G-FDH+]FOL*U.;T;<;K@=#JDC8LWV2) M6>($7S& M$_5)G-%#J73 'U#-F[^$\N%.+.HFL*1+RK)*+6@\
PKYU9TM)D6'DIO!T4L5 M^FE)9I;#&3L':VGBGZSO6!&U1XYAV/!DJF-7YMV1]WWD0N94C1)5TV\JJ!5T MP4634T%,9$'L+D-0JPY]\2!7;E'3V6RL:PN$0=Y[:?
(A=F0I'LBS8$N*9OGW M3%[&,K!DLT $&)P$3@J&]"73;<0]C+FLU(?&J!,BWM@GVO]TR;01^8H>^SDV MBO=:?'X>'MEZ JKT+V"J,W0US,5+ZR/#B^TO@*+V8Z+V+X
)/^^<=D%Z;E2& MGNU/HT^N4HPT&VY^KP[=';5K3UY@45: MCKR<&H[,KU23JQZGQ.UZ^0S49&VWF+5\Z+F([*S*&M,MX2LQ)1MM+I6Z>5/P M!%-
Z3'K"H#_04$^.#PVO&+[6[B@0)%N",]6\O:0 Q9==T*U68BO6DS:K!C$ MS93-P4W9),I6[J>"6)H;['!OP%A 9U'26:%DA90.*4_"FC1/A?T%I$66^$5M M0&9-
D&/U/.*AI4SE&6LUELY.-72N7$]MKZS7C?2U<]8G8OB\':@5L@0;Y%'7 M=KWN="(7_)0:@2MS1707()L<$2"= 1)RUS001-E$=LM0R:Y?]Q'X3U90H?RT*P^GF
M#_=JBH$@XNR]$1<2G&B713%RG,HL]Q<@1>17G$2O"JI'U1.M;M1[T_WAH'#> MAAO[AZ>D)IJJ1!>6:&J4%:"R](,9N5$-)LR_^$^+C?@2FIWMP* MH3&[@I3R)!.Y&H*4
79Q'NVT,EV%0S\SO-1(@*9/"*F< >%>\WS=BS4V07%\ M<)"<)HG9OYG6F3D-9>%05;[?"3KC@'.Y6#OK,/)94Y>T,4*?AL>=L>QUU),\ MPT3E*O#K9VQJ6N-
PN9GJ\^H^J4$DT0$; ,W/;!+- GMXH[)$1MJ99 TF_RQ5 M4%ID1SKPD ZLEFP%+-*.'Z?B$58Y84$I'^1=#\>HH%+0KL5F+W$]24%G+M'/
M*+>)_L.!H<(&Q([*"Z%%AAXI(,YCC^&&F+=3F!=6:!Y,W/R1 +(@)7[YYLN4 M,Q]!(7Q5_*5E,3XOQ$I>43ED;JT/7N%\R/,2S044NZ==[&O+35\^ELM3+=F\ ML
#,DS_'"E8^NDTH9JP0XT!_O)0;Q&O[@L!._@,9.*A3LL%M6DI&.4_E/* MBI]M5FTXIB2CF;]-8+.BN('/ M7'<1PG5IC,;%U1$/LK6X^!N_(J54XL*XG^>!TM7< BV>JU6?(=+E-
W[R0Z=' MIT\5R%36EVFA"* MBM/![>SQRKD?&.V5XG"S&F)D]$/E4L[@F*!X+0+&*KW\-U,L#06SR&=,:QHJ M,%@C(H)=?
CAK%5,QN&Q"T>Q'<#XL'0I*1(CQ&M8Z0Y.5;EC+V&F#/O!H? !D MFZ)IQBNY_R7"%98O78VS0KJ;+Y)JP[:<-[\0 7W YQ@-A_>G%WUY+DVLA6*Y MJ/[)>-F7LV)R-
8L4%9<0()^F$9Q948<.HVG)W2%SVIVGW,'DYPP%*?K#AJ0" M\TE(T20<&R*?N*QJG"V]HCA1/,% G,;J0.@,G]I91G8*S49)UU$-0@"SR?)/ M(DHIC&(?I@O;4U$J(DH/A1_?0M#^
M*BQV^C?+KU(_=4&0$@]%'9CGDQ(]JM_![BGQOA/+=_CA[#7O[JKIVTM.[HJ"6/ZY;I2VXW/X-VO4[' M4N3R(X;&N7<\HT>L0 @Q_N!!24KRT03NFYP1/&-? MDV^L]CI) 0>$W
ZU,Q*UI$483\N^@D%L7+4YBV&ZUN% MP3@?;/M 9I&?RC"2F#Q]NMDS H6HG<+/!#;>5%*CP&7HP=E-'+7)LKT+VG1> MD@[)G;H?LDX5%7G>(#HX6AG+PT]F="Y,[?
O#QEN:E&C06EIHM] I4 MZ$FRSJR?.&-GC,14&X55*7DLWO%*DRV?YVR2V1-;[_YLL0+@Z@IA-+&\:21).=BJ%>V4X0C%U? M)[$5%
(LI,;$@TBQ'P4X*X;,P=2#Z(8>^M1SW56X7!4>R&)P:J,)J)"XY%//C M+") @+?1GH2C)^%NK[A;4=H J11A"+0DZ;P CD%0MT5%[_%359^(0P!F#BD. M+(UT(X4C'HM\-
Q40MQP)34/0-PM^# MPG\HY?"S2[BDJ]#!=K2G19!U_DC'AH'CAZ']#,CVY(U3OFMI3^0GVYV(K>3+ MRN+2\1KZ82A!LA15WV[6[AW68'#V'*K*M>D^J+R"B<1Y?3!"4A"*5<-
M'TE1A;1U1\&P%VZ/)(F8BY*X '9T-78)0U$00\CBH)<6;^'A@X0IBZ9<%"-E M8$Q\.S#X-#Z@A+.B.&*N5@(N@U"5E)L[#4S\F,(ZP-9."N1_"$.'O?9YBL^
MJ]K(2KP7G%H3%IS!\H$)!_W3$259S6(W06NBW)% M\:X7E*H$0FD6#ECI#685%EC4:"V@*8@.$/+):2G<@7EGD]-ZA(E)1MR:6A,< M:4(-3Q7Q8SR=S8L>=DY!JAALT3=&T6)?
%$PV".?08PE#$_["FV7S1DD3?KS_ M9)8D5TYOH"J&R#[@! ,IY8!/8:HQ01X#U#)^>R=_D]2"WY] '(P>=_E.RX[.
MI:;&)P>F0E^,;2(ZH#4_2V93.8U@'5_S,'9.8Q@FM;:9P)\D+V/OK%).''1; MM9IF'#@M#8]'DFHO'A]"8=KC!JP]W3V"U [&=R*?72V!)Y"R.>8)3>L -?GV MB+=Y]1^
+\0E4E7Z)8(A<\+XAT2N ;,I"Q9R9949!5#XRAG62=AP:9]5LEF2 MJ6=D 9@D&C;[V"5U$H/'>8$5BTKJ:(QY"LQY]PTU;7.;20;ABX>[9,[;T@(M^&"K$G(.KT7:=#\5WLDS &%C,J-
^X*5'\PF&!Y'C,'L%O'Z15HM^$4Q3A)T M[53!;WI@8BF9LX.0>X_HY$M-B*F,B'Y+/.*VC Q:OYS,* MAHSCJT*+XHL:$RN%OECWT[*NR0O;(ZE-92LI48MF5#P_E[BR#R#-?
F"RT:I& MBB\C#6?-<-!N?FTC+IXZ9C0_/.EODO)V_)*8PA_T**)66 ^]S33Z8V3R]W?< M/TC-I@NJ:UQ8-8K$]6ZPG:-N">E"@EFKG5G]'6@AE75AFBBA145Y[_\4@E8_&*
[_(KZ="\F1X*"V M0NF+/T5ZA@R%> MP3'D,-/F'[AOI;918N]Y#:,]H.-NQ_N [52?EI9X51=CI\Q\I6:$D MM\&KJ#CSAO3>"/LW]_< KBGPY'E M#%]E[P9BOK2E'TLIGMXD
MZE%Q8D2?18@'80&SPC\UE42PAF,.D /%I8^_9QD8OV-?^]IJEQH2I.O@)3/W MHDQ IR63U#3+-8C.T7/SZYS5,V<]4;X=23:[<' M Q#NI48^NOMH&>JR"')"RZ4P?ENI,47$-
YA/IF" .Y)IVR= 9(G>:'@R ?43 M =&.W.01" ,Q'M->)0WFS$YJR^4W165R0'(S@'H$F%+%R7CU?I#Y:/R%>4&^ M+%]T5G7@F8K]V,+=)$N*T)P]?7X83QZ!<#C9$1 N@8J&0T&
(RG/W56""7SI3 M,&X^X_YC/IG>TV<*WI66%\!=1;DBQ$2N3HRY@Z'!6NRT$":G:24OBC6$E41T MH4J\>)#2/$5N /R9[J_"I: @G):]I0,QFV#F@$$L?AM*_SZ0LL*-E!4H40 [
MSCWI'![(80S\P:M$OLJOON=50S!@)E^ @%EA&4P[!:8&PL070+!" ,2?FCY; M,JI^9=WIQG0(@2,V3?9@)E=AG1\O5A"3CR__3H4X@>\9+PLE146O0P][R^]4
M/AMGUDT92$*N9BW:/;L)[CJ#>\GZM1Z_G?.Z'U18TL,,@9=?S/F][8[UP!L#6J/Y:=0RF=53=:A!Y9S=P4Y\Z>QF*+%W_%/#2I=E$Z M_TPW^[7^"]!*P:>K=)(:14]481/&C*
@Q"ZU@>-%[LX?AU<+>N:_\@GAMV:(M0A-5/4ZH,1+1QFD>/*E)*/16S\!DK\I3B%@<*&3Z0A #H[/Z; $%&'^"(<=A MD_)O(QNB>(;;)-[.*W_WHQGBD&7_OSYS;E7MV-
>])GQLWHJXT&H1EMKHD(Z2B8"FX.P.F0G$#_AP+ZSX ;,!M^1? 1-X*PUK:,W4TM-IZN?W*=>5GSL2E43M;E5G('9JW MFGU_.UK,X&:@&F'QS3B=O0)6?$:-28B[AWQ,)6,X+0%-
/DQQL-W)NVH65M+EP-03-]G"BQS(G;-W MDXKDDH,]-U^U4J]#51%WLB6O]U>H &1/* BK/)*LEK&',M5477K.H0BF^) MEA#VLS*,LY_("2%
DTWCAR,I\F1.)'\B<)HW6;T\AHDL_QNG.K$U?L!8) 2K M5,P%DK:N&L-[-I]Y&.%[XKR82]76T9QG>,PLI(%0R]2?*@16GTCB8AF;R0IU
M86L=*&T;1GTH^E_5VOD_$X[C!_#1W$?,7"6A#7-O[ONNC9'-S'*46XXDHAP5 MLMQB-LP9-DSN*%/(?4?.'!$Y(KP+A5+O[^?[V_?[_0^^O[Y^??WR>CX>KT15 M
;5^D;;$SVVR[@YAN$FY,4(YWH2&<>LC !M#E<'V4!JCEZ*VR$NW)85'BP*_ M!(@]*ZW.T2I*"P/%]PY2;Z35(#%(+)TN5)6IB41QFV"L<":01I+SW*_$<#^) MEK*X1Q4GUTJ%-
A"-5<_7(/F[GM]:)7XOST=S,7MA+NX3&A1I$&3,P[677W(^ M+JC507<1VH8A;#XX(U+_I*0:3;K$9YLO M#LM?% *2EIBZ.9)NP5:M;.[6SE@Z+(-9/C"89A<4C%]=6GR-
,!C8_P,.2<58 M\F(\)US$'=)72(,KUES'# -7HL6 >9639X7V?'T? MYJO?.#UZ,%#<:*;V3);I94NJI.>@74<6_BB;+;0L20=)][CJC/$/YZC3HTTA M1!:$>[V= HR";O>[4-
X1$;5UX2B5HG?/-!Q]I7Y4/WT70N<[04K9RN#4/9T%GPAG,KLN M!XHDS\H*N!E:TWDC7R7H1(1-<;/ZNL+XWZ28H?+B.:S6:X9A*'$3?I9K=GP2
M9:6VYVBK2S+TSJ]6/4DA%D+X':YSFD6_2C+F]&.8\F;X6F'VL>#1FD1P[_A33^+%=75H9 NTT&9]3_#&3^8ORR< M^A;V9)8]M'JO&2I_]Y.*L$A+V&Y*7TB9R!R+VD;"O9W'.8
CIH8V!"D0Y_,J M-V>\ X:MIO*V5JJ09G.Y&[4\^RYS2)W4;-2NX>6[27;'-NVF#PM"(*7Q_'^\ M?&96 +%/75>:M_-C)E>%KMR<$!^R>>H'LR\?&!J"1)/5(/-]!I])[U%EO=MJ
M6YQ\UCBO9R2;'#7 F^=. U(P.85RI>ARE>NB?VO6CR1&X5]>!J7H &^19&0O MD4*DY,;>#&"[2QT,I'([0D"E2RK2_&LNBP7!UU-\JQQ%OFL:9!PH;$#9=&.@
MH(HIV#W7)SCTV7D;,CG.5?G+WUS8=GGP1;8INB5GEO4"WD* HI*7 DUB.JW7 M4!6BB8>>Q[LKW&OLHFLSK:P]_6]4I-1&FWW^64W+,_I^GG%.(B
MVBUP6*^6*QTJVO9YN+Z]?V(6^%GBJBS)YZ+251OX"0_5!O:B6ME2H1 #]:*4 MOOT9MJOMH[E'U+,L65'(:_)4GR+/0*35O0>I&H^5P'((B+V2%V*:8I%>#WZ<
M4;4RVQB%U*B53AC#N;S3N?76B&.*KX,2 GFK>]"R4#[SBIWZ_JGHD O3DULQ MV/5Y?<,SH%:@J>%NU+RAOF*Y$3=5.50X&?98=)_7[N5&-__YP+'ZI[$'30EH ME*!26O9][+
<*J*XX5^,ZUT?^AW<2A40L6);L+8H3+^+,;-(7CA?=/PI_#[M% MR'@#1PR)6P;4=5.S);*F9V'H3FB7@]M=6?AQCNT;/EF+K4.=@GEF$A*6HWBV M%UI9R?
JQJHH+>:&BE7SAQ[C8_E5[@0(YW8G;@T@[.>H&-=V3"_?MHTY4./[K M1X]K'%CA+%%.UE/B]Z]+%TMJNH+]([GI8)ED*N(Q58C+@NFN4@*S>@UALCEJ
MN749"*6]PVOV_#@F.1421B,K .0?#%.JF@ +(;N4S,AE(;/YE^?;/I*(096 ME!EJ#/L?G.XG/=B[XCEBAV -9IA[Z^=.2#],M4/,"P>E[^6U?X[UW_^$7HS[Y6:^/4BM:1L-_04?
0PN'NH7*,Z)$(;: M+)G-.MC([YGG1]P)XJ"9SRPM):_:0KOO!Z&I+?$KZ*1X.A19J/F?QN.3L+XD ME.G U5&??_9?\7[[J]XK5G/](A$R56V5HQ.?['?-.X$;,F5; 3@#EVKL''&A MQ2""OI?
8X#Z8P;0>"1/[NR,?]7(QEV1\GO,L%CTP$>W7-X0%Z]VD4\,LT$[D MSX,-<28\4BTZX5OC(L'6H1?X\TN",C(=U6I-85)PA4[S<*6Y.U@7%_BL?;UQ
M7.6\7ZU&9BJZF=L!T#@5#8B1%S8_:0G_YU M%"D]Y'[7/;\:XO#XBRI>"G/L9 \]FM&J['__6F[-F"PD/>T6AFDJ%.YIK^5R M2ZV?5[#O![^S-GRK@KL61%_U?Y[;BANQ:"K!;JV72(>:
<;A#U0N$$:UO0Q(F M%?E?G!A[WH7URJU0CA_HP;GV?< X:&CYJ!,$A>UR@$OC!DRMU %%]+]6G3S8 M%:'9,^RW_*N#S;=3Y^LP'@*QH9SJ^0TKJ_J]W4W:;2=%V?W.G[AN'A?
&6N-& MABK+WL6 S,$@$@O[28CA +?/Z^7TNYE&-_JORZI#O4BI^)MRU0HA(I37$-]= MI00DD*,MEJ7?CTU[YWLH?3^@$/4HRQ['1J*]+M:0P]A7 !5")*>T(=BMI0GM M489
64K']4^F#RU27-(YTCT,H1+^M1[>8S(N6PP4N 6;@..RJ$]MY"H UB/(MK#L\,=M/+8-?GAD__7N^:V/5GQR0@[+U(3I\3L3Z@V-\B$GV[V7LT1#-QB\ MK;1LOZO>-
+BY:)O:N55\Y0D]6&WRY$GG:H./?+WAG8$[7+&;QI]^- 4 MB=W9S_0',S3L(\HMXJ*M.N!5S@?"_#[A!(FEB>NK)\3GNU(\@,<^FZS5CE2%' M\80+GXT^INT*;C6_ZM?
!0%RE.#\OWX&\?]4B0B]OXM2\-CH9=XKK+L8))OT MK.M_O-S_F_V7UHTG 1W/Q67@MU8$;@<<:']P<9IM&WW;PVJGSLA-K;W-7]X
M9L%E3S.LNVVS'/4GL^0'FYGW!=,!'J^D%V/>IM3BC$\SG^*O=99L2LG;4M[S M7H;GL >RV+K%R7?&F'D(+EK<*5A9DJY>&3&[+(TNEUHG^ 72H*A@=:L\DO7< M-2Y;WR5-
6_C*.4G5+G^UJED6=QZ*FGC,<)XZF (56A.^I"YL_14DFEDT_G[/ M-6N:1VK3Y#U.7&(_1DZQP[KJ7%_$1IY8U+B3JO>J8!X:M/#":DX[LE&WH,-1T\"-$C1G%66Q53
M1&BHCPIZBB$Z0B[!L9QI/(FZ.?1N9OC\&,_#]]AO(]@<@;X&H*/]>V5U(1D' M@Z&P'ZG/*&&D[U"8M(+A,V_T" DKWA57-L%EC.HFRQ620K>?X03L;Z1YC
M<1XX9LV;5U[UZ%N8"NN\6.8*(1@Z*AXO42O("^_MSQ'E%3QXQ[Z:%*V::M7K M+^"K"EDC6P]1JBL)Z3T][/<\,MT:UQK/VFWIQVX?
CP%L^CR.X+')B2T%K8)!Y2&7P>&P&Q[&'\>TS)#"[2#??GYL]&#,+=C&/=+X7-/[,K?M]Z7EY-@9SANBN M\KQG*(7Q5!+T-O4C/IC0UJ22"FAMT5(O#AEQ@.DH+?
M/G9(G_91_IEC/&K[B>#;_UZ!E_@6'>/2>T>/G]WK6T<\=\C%(MOY\Y\A_^.KJ M^.2G=J^\GJ0T_;A;FO4IV:\,-J@Q\879"&7;A@72B;RW1I[F #3K^-EU0GX^
ME8O9B.SCSW^_+#GQ3=,2N^TW[;#^A9R:>(UT%>M#9IP61<53*R)\]M2!J06> M]-JTY[_,LE"RR8T.HID,_U$M)U^B_\|#IX+?KQCSPXZUR[#=>6#&.K;;Y$ M9XJM,:Z
T:!1E_&1HJA7>S?)(' UY2 M/YT4:4K_;(E)CO1^7YZ*%O=1LL7[M:$P0"0)@+_L01>5_L#N8)34JM5S#'!(M;IUS*,*"ABDP! "
%D555HYZ0XL53,9AT_Q^+&\$>L561W_O[Z\$'P@6?OV M_NT@PGH,452$H^=?@*OG2];J5\SU(-]'9\ IZNJCO5T/[G3\?#,H4B^S-'G[
MPLZ]GK8*MXNN;UOF__)&1SVS9HVJZ8C7O$Y[K;.PW?-S%T-C3,!TWW_5;^] M*'C%KA1VOBU#INK2U-HUGON-/HW/X7TK49)^=!#A):G2T5FHZ!B*Y&GER>- M4; -!LD-D4-
6U;9>0I$85YF]:2R);$[QKT5;1 MIX:;1_QKE'(W\XU=L.SJ]UM'$):'<7KAW;S,(4:G'$P]]9G]^K"T*T8,%>(I76 (\PSL#[Q)#GD60"2W0QQ_2/-]=R,[+ MZ>#'SN-1D._1B@^.LD*A*;
<"> C'? T80WVWTFN<*UL,WL[O,+I6O?8SR,N< MUK0Z_PB*>B000(YZ+,A4V=,J8,X9:V\JH< ?L9G2 0F: ML%#TVR&*%24"*%#!5+;[4@0&G@>S:E78<]B'**?VMH:74ZW:GW.
[5%A-4%2J M1UC\@9#Z;BXHY(L5BJ50-;!=Z$1CNIS!7=<+L4%2E2V&*PB.> J;4G8OB-V- MDQL09_W\BN)%AU9D;I7KV?*FN R+H5F*](A2U:1LKLLB%OKDAC=E*3>+'GM7
M_&KRK.)KDC7;JH['$\ZRIVH]TG%&SET2'L&VEXXCFQ6*FC>Q$P6,:R.<&!8$ M;T,@+29^B]D4SI\1J4WM*9!&=1UCUR=++08C'#2G)M:>T71=K?"-
N)'=^^&))D7>&VBINF,KRWEYUF&@G+ M5[YTE$A99]@6U9YP]$6PB;C)H+8KQ1< MLV51(8#6,G9ZCO\%")\6M<2]%J+>4&E-DW3 ("(G:+J\]=@>!PYI((#;[JS<
MW02C.Q.OE4TFE9+,JI2NZ:8W1AA3T#6G"4=X:??M]#%,!LXDWCNM M;GREE)NWJ"Z=SK/1#S1(?IQ251\DG]\#9H/EZ$5/DVOD565"?Y!^A\A6RM/J MJ=-Q.=P #N0_N0D
S.=3(9MN,:I"OKDU.GZ3^E(%@MF#4JI5:XU+=9,'M9 M.84/.?*8H'M&0]S$C-#&>84HQ2("M\P0C_?.SV4C3X$>$DAH1.6.&4F02>15 MZU$-
$(H*KPHJ6B]'M[_FO&9G[2N<)%7(Y4ZDIV=+L==#Q#Z%%6<]E/%%@W/; M].QP(4GDX=%@0D./R+VS\S?\.ED_?1V;9T[UW=3-;)F4K^9[F[=T#^BTNF^W MR!-
HVB+9G?)YN[,S37#>W*[WH:CE;_G]96^SE+.9.1W*6!B:_M9BU*B+&B L;'71OJ;CJWH^R*)WNY=K&?)KU&,6'5L*0N##OE>$ASBAPBL"> M9HW+[!K Q^0=,I;;N/AY&$5@&
[F=%\A.+0TC!]@25W,A M_;+3X@F&F0)CU=84%X\U\QI3O/3 ^=S&ONJ6R'%>R./Z9+$#SL?)8LT/9;:J MGH.[R]T/08XV1O?M7+:2,S6A9^_2V6, (:P"D8,18:R]\-??7JU]O\37"[LC
M$=0L1C3DCN]!4F3#]%H7:5#OD.^: J#RD<<*_CB2_4%<7.7,S**-#-[U&6K M"NK$MB-72-@5^,:IM%-;#="&BC@1$I\+%#3G]4T_$]AR
MLGGF^]7>P*#+ZEH%HUSHJ5HG'ZBB- KK(J3@3Q"5\F)3(63+Z.6@W@@:I^D\ MT&&#S(4(JT3*0@.X$1-V%" =]I6>'Q[EZG?RK'R/_$]I#6C&GXV@OCEX@LNF
M%QM9A^0@&NDGL>^G!^KPJWVE\M-LJ7Q^7?+F_G]6V&4\8LQ9@+TYKPX3)O 7 M^YIP38>'BC08\0WEMSJ+I]B75998 M?]BL5!**4ZH&U=IA;#1G#HYG:?
<]H\ZTS,QP5Q/3"33Y7;FZI.I]>:<:[QQ 6P] M).AC4#5Z>ZMPCT]_(/O_WPPYCOC@R\ ME:9REX&T0S/<*3-4:S+1QYL(K#$-9+CIL*1DG;N(DE!V[)-0M8]]K^)"/: H
M);W@H4L+8;26"TR#:>PA([_2A_*';1X4-P]ES3 1)>]401#L8<.WIQV7?!Z$ M$S:+A0JJ=MXF0LRIRB]ICKS6B[]_QZ8M>+IS)DOSPN\NP;>TI3^& VN):3J%V.
[-32I/8*O#4T&>;3_[YOGZU M'@&Q7EV_,J^4%2V[?"2]98K@JA@(#I;EP/4O!V+PQ=2!6ID4Q6Y#Q(3;?]5J\=Q$]_/HR! MM+_^<7KZ^%1&0\J%Z!<^OG#6^QT]>KE
I:G'C.7/U&BHJ>BJUKPX5OX(8L;6 M1LM?%LRW]UQ=I9\';?*$.CU#M9A4M 55#VQQRVT>3VW2O1X@ M]QH4D.KK%DF4;T>8,]'PB'J^EM7AAM15G:?E@:JBG?
[!%/=F1,64%59(U_Y M&D+TUL58Q2!1+"]*1@?9AD)/E4^,/0DJ^D0/KIZM\LF5:;]*7-,DF1)C16;= M<*A!.]SCR@6TH/A)?Y-*1FP+O"NE>BQDSC(E3 V+>% T-47N89W-KT14[@4
MX9QOAP?M2RJ>LPA2D_7NLA1RH3OHM^L_'R6SH>^>VVY,S\+I)#,!DG8V<7#O_S\K__RT[\='OZ"*>;(PXXUWUJ7US=?K-\N'FZM M&RH\1&UL73+;7V/J68?6RO,V'X^/GY^?
CYP%H8*YO@<$Q)'-UL?P_EM T'HX M/SJ!G_#?Z;O#:SSG/N+;P[.3LW?6?YV>?GSW[N/)^_^V_GE_]S^'AQ*%L%=X MC2P/\27VOJ U%AMDXT\'(;UK%QXI&M#$^GRCA=72!=^?
QR\ M3%#4M/O;;0J$+PZ7"&WBX@LDYJHH^$()+BIL,Y]Z?)N%(+!]M&1/Q^'+; 6? M%%IB!^L5?E)>6;3%&*B"W*RZI7F<*"V.5%X46F($C(MVVZP*)6=>I-
MU]OPBH;A34X&&XYM.3TKN_'#,>(V9RX&JK9WB%\V+J+(8WQ[M#;]CFMPKHH.'66#"TL7\LZ)XD M[E"_-AM"%TS^*R?%1\G+#&I9\I^O#S\J)'D&XGL$2>!8E&%M M*ZQN!?
7W6K#W"%2:M\(> ?)U4LX6K!#Y>4N16S]DFOO3OG5!+",Q74PWTK*1 M%DI._!6%*D3_KE+T23L66UA)2_LL],\K1)=8W-!'C]F_KYCK@%4(-AJQB5?3 M#;75*CKF?
#KBU0(_<]YH:=:L9)FK*B=/1'W MC<2"W'M_#FQ/%PO,00B!F,M?58CW0UZ\86TKJ&Y%]?=$K/>1K13I M=\0Y#+1P %>^+1?NZ4E>N&$#5MR"%36Q)_)]P*[<7H/5[&UGP+B
37.BF2O? M5LCW-"_?L %+M6"EF]@3^7YFZS7QE D 2QM8!E(W8IKHX+H"%5(^RTLYU88% MC5B95O9$T)7V=GN+^O2\L+3ML;VO$>'?D.OC.XRD!-1D
M#$17_JI"CN_S4/@7S]!+9$E%/RO$]V/1>I(U+*BR)Q)[M].<"_^$##U=/R1@L/*V07V%'E52T@IK[(L:ZK5&'753#;NJTZV[*^B'Z;U]\ MF[7BG:&YVZH?
PH(5O5#8=#7V0M#>OO1!U3X@+?Z&,N62/ROLR*IW#/LF]%*[M(2WQN@(5XBYLT"K,BWV3=6Q8I.6;?U@AT\)V++$Y]DV,C9[,HM,B]H0O& MU^KI)?
80<=LZ@VN;J.BBPL8N3:7*3PS%$EI6BICU0TAN7[JU=F5M[E+]ZA7= M6=AL-BW7A]9;5[;HRD=_O49\.UT\8)M1F[C8F:WP9Q<),9ERAU!X^;A"((/V
M_=N]S8I.+^R,FSL]I"W/WA+JEK?"EJ)O3:P(@15 >!L.I5WW!7O!FG:/N1+4 M="%=CBPXK=88"^T:K!@(A3U^IX%@ >UHA0;J0<>KTUD%('#Y[=TX*#VB:M;L MW:M5]&G!
[U!QZO6V)C<=C#5WFE;-BGXKN"^J#]3>NJYI-RWO6SN^"\HPWME- M%Y=X[LG;Z%Q=W,QTY #M5'1KP1]2LRL'[1K2@UF:WD_"+TG42JB^]70HM.9)
MJE6SO#?/N_A8WB9I\\%M<^_I5J[HP(+7IO;]ZT/:\Z$6^Q6.U:JZ+."5ZCT M+/FMK_+'S.2\X@MZLDU9NY\2DF B!/1&^8F+0"6RR?2[-] LD M2-9','BK%1U<<
U5.;A39@ML_@+Z40G'0EZZHO016C$,2^%X&Q?9'BQ]_56 MO.Y@<<*?$7?9(UF' .^8@]TN Z1'\Q4CI>U-B]Q(J2JEL%@*C*706 D<2^%Y M&S'9+HUC'F8KG-JHA!KYEJ
Y<8$9W$F1=&ZT8G04G$SM1D<4:T&H^, MM"L=]A*8@]4B!:_LF/).:56EHG-*HA)2G9-RKTOO>M2X>AM:5F\=%3^YY^R) MB,JYTZ)">2>]*_AY2CMIND@_C]M^ZZ'XA)
(HFM.%-"$P;->E%@O+/B /7V * MG'@3ZEPM%MCVR%/N34._#DVF8C04G$95HR&+1SZ92=,E@)2N)6G_$!+_D_(] MQ,I?
L6WA:>I2HZ*7BVZF_(7=__^+I_PC4\\\X(6E$LM\E%DW/AT(MLMZX,FN,>K;B> '/F'T8I<#Y&W!T]+)VHQ*RX9IT,:J7\T((Z49-A+E(ZO/> M0"-L@[FT_X\C[?6<7]^0-
Y=^R^.D9@6'=E)#<3!F;G M.)5SYCB;C09X8=RS:"$-55U:IB"#U2VS53,U5>2OPZC>H7QT>'IV>'YZ]"*< M$%L' E7W0!$]3H"*,\SU9)T5$'2?-
^&6D7^J3)R(@)76N<8NYZ(GJA!V9K9 M\HQ6M1#*JD0_-(EGDV.UHYZN$__2HY]*HM6*=EQ>_:=',YV,JQ71I$+PKQ[9 M)+%7*Z)1::6G,@?I/(X M_;$7A)8J)$7>ZTVZ/F-
:6SCI5JZ21CJBJTAMUVHX1,7E/ZT'0U5RNAZ:5373 M'4 ^J5P[!%'6NH!ZW(86^9Z$M>9?65:\2@1--=5OD<(09L94(.*CXLCAOCVP M I--99S\N&8PF6
3?./AM=Q0'%AH+CP.P_G3P0*Y*I>E*@AF%&'.3%4-K!>8 M)I2XK@SN^'3@<3],P@=FW]^*- 5LR3SBJ6RAOW#F;R(! A'-.9!'K-/!S;' MCHQ=+V'G.MJZP=X[C%.@R\],R"C/WHPY?
A#W4,U9'?EN/#IX7L%B>._S^N[; MQ/F[+]0=E^GBGK,U$0*TRQ?F82/,M@,R6-=&%UR5.">NRU36RQE+HO -\-P, M8JANCL]S1N[E5CB&8OH+HP_8P:#H
(F*0+A(W7J_P^LYYA'7<6K1CPY;(T++ M^ Y8T6&['9(&ODLXS#4Z&8F]%C"Z\U:4V43>[7M=W5@+J3O/JBD56A&XJE.- M7B#EEHOHJZ5N\D)RB@IX!"TR+-=:H"IX=
[R/#@&&Y0G(S4!2N%0];68$:$+K M/A*N7FPBY '$E!;FE"2QWLBVS"Q3K;$,;92LGU++!!W1**D',IA14A4I8E+' M-6'04&I(K+X3;^5P]$RO078S#J(, \?$C-
VC+8PM;&8LMPY0W'-6UI%^QZ]S0-!1#PUL/VE"BB14+2%U2K=+NWBHL4NZ-.+A+$_2Y&Z(X&&!I\865$D"=<',TJ2GP[!I==0'7G.>/+ M&8W)>A0:VY

*UYDMH#TH_>RM0SQM$MZ-QUPZ-AH7*8%7FGEQELK;\2(>%CL:V M)CP=.,19?D>4@Q8\33=,VA@9C^5&)-VY:Q&N/@*GW5!UYSH[<\SNJ,LH:ZPP MW@KSU^_B:*
*5$PX9C_'>Y=*$-\9!{RQ UR50U}>ZN{LY.SL_'8J:.OH?WC(K)AG(D=3 MK)PJBX58,8Y_9:f\F*BX=6VC3#1@T-3A&2/=S$%S"=FAG H/6&ZO;9A\@6\K MR{J*^3K+601R8.YJJ'?*
OG3M"R=I?SQ!!=2ILR"$4";1DEJP0[;$XH,N8BZX1G MJ/Y49N:-$+XL:&ZEI$=BJ7L:A=_K:(W5\UWD\H)#^;BS269DF<:)M@J)3N<*
M/G$W9@3'JT&62<CD}U@*Y"}AE/SI'$_6_"O(:#IZY4). &G%$%NC:@Q?&^-.YTT]G5RT9<3"L" R7\0WGJ+Y;_3V53.8H89VJ.|! MAK;Z^!1^2U4E3TB?L-4O.9EA(!O:S:JCC;+?
90?,/;#C'O#&Y_8*0;? Q)-+ MPU?J8'Y#%T&0#LQ+7YV73>SRZ=%9+HU*KR}(#9=%P 9:@@T:G)4$*FC&+G!P MS40>YGVA5'I"71QHJ9T-G$8!#0=7VW*+Q^S4]R1::,:_8_*X-
3G0GC[3!IO. M} 33!#OT]G/IJV.XE=3QP(V9ZQC=$ UX-AYM%H)XZ^@FA+H C3]CFKZVKI WO2)& NL0M*,V/RU MY >V)#)$[CE^(LP?8[OJ,9G0'XK+]
(J2.@.)E(,.BD@4YPAK7",BK?O<@<4P M713O%QF'(J,.RV!:+*69F7!SIP\(:(02D,BOKMG1 8=$0TU[B=+CM50,Q>\ M<^3Z7-V.FS)Y*;M 5-/;?
$\V6*;SL#E10SMNU^A134LHF]< V/PI .YQ"J V M5,_2%};+:PR*)]J49]2O$5W0%LI02B#MKG_ =AAX *N,@"T4B\(!0UO0>+A:
M"T2#"2)_>#':DPL[T:P7"NW'62XK;'5^SX6N]86K=.0M2 MR'ON-@DJRWZAR80EWPI'@"$NS,;824>[!KXBHX&W+5 ,%VF<%F7Z@,N,&JNF M/AB';RP3$0"1JS\)XFWCV ?
I\,NY<,K&M5#/!N9; U.?FW0R@D9>#HB^KZ4^ M0[E[R{T10+4MO]K*#;(_QY6V?'7CMX2J:@;V)JU : 07^VMIKC!N+F"@A*3.
MS7K*QH2U+V<2YLVN02?PN@x3#Z;XA('SBEP.C\(;@)NN&[WW6TI9 M2U^-Y58D)0ZI!+_2_'[+66MT3RL);[/GM2D'Q+PL#.OW,7E\-Q,GE U.*Q;1W MJ"LZ#4-
)G<')BQ4+S&>+<+),;5@D&U$?3.)+77R_1 M5D8N7&(/\S61)W>*B*)H)#)8%YK.#BV\ 1V1;$%'IZ\1!ZN#=C9]7QV@%I# M=.&@#..GPH"A\"$?P&_<0@Z-$/2GQ6N;"SN:
"&GBNHN);W:2ZVLQ4.$W29 M6/F.$ R?1]\+DQBF/F)LE-%R $/QF8OPAE\CQ)4KJKOAJ"1RQ!QC78)$VAM@ M61K|&:&"+&E>BYI@,4= ^N!"1H$EL*# B0ZU77$38DM&PB!S-
{GK|%TSE-VD_ MP]928'=`G4<,?2/'CE=:*3?MA!#$IVAL1418 M9K-AEM,>=/89O"3?#D6_Z$N9)%X.=|, ^RWH,W7E*%N0S8Q/'40<&4(}X$&
M1T!E),V$F^MB&VZ3'/B\;O$2N=?83 1:"=%=))" =H2(K^FB]D*W]Q/0]T-_MEETD5UB,)R+X$$X0Z&LJ*| P6/MEF4J/+J54A%R+Q.>5/%&307(A).D'OMFP
M,433&:)&.K(G8ZD74]3Z& 6]&9.&0(:@[CVBJQ$:LOLG&%VOB'X,_PJX_<5L5>W M,E-/^#RLF_YLYW< ?X$C0M@Q.2I'9*|[7V0)E87!H|N@8JYSP;D^M8>U]Q0?7
M.70Z\Y2*VD@T\D"&E9C*1R 8=1x.FCNF?#&.K >"NH.CG(<&R2!*EA;)P9 M+U*.7!^74?]&BYG5N4BXQBS[=;LWD*EU&5^=+1!+X5]J-4B@GW8^'V3;,BX<4
M:8V;P79*PQ,R%JB?>9&Q4-FYPF#1#T0N{789+Y2 V",I?)-4T'WC? M&(ZWO&7[&ABMPJ05.2IVS¥Yl;'*,UVC7"V,$FO%HIJ!,4@WZJ MH:#V_L)#%.>273GBKRUPG%H2QG3M[
+V /9!2;LRVS<)_*W)5S]@OZ1OJ0$O MB9"?;'#&,0MZP-VYL)2U(NGQT,5=@':U6 26ZFL47B?X6OL%=6@I\\E_%=@I
M^3+1$S2)SYB$WO!:@OK&#P&1PC)W)@FYIZV6^H!,EEZM$;/S[T7U0&A<_M\X?!)$'..I49^O^'%B]#/9CH4KNKT':1Z>'B=(3 M"9/U%U!N-
/XZGOP<+N8"B,/&A%5]FV1'PV8@I+LY"1I_YV1DN_3U2!S=,8]W MP04DF=R"JU"T;;(V_HI=¥X;.4I],.7K-LQ?"WA*Y]JGSNB30@$C';B%/R(N\ M$H8S"I;2[I$A!Y;4;);"|
(.@\HX^&2/E8WM,/4)V4^&CTM[J2ME<8/Z$5]$ MC2\)7&IM1F[A$87Z0.T?Z=R^0(")1-74 M=:,.HF\^>W"?>1_]\9^A%WDVF1PD!L\KZJEK'$B_&#V#?M&7>W2;&W@/OE<_
MY4M$R3\42>3: WWCIO6M\GH<0UTTCW?_<<<_@)K.ZI[/*QDI>4-CW55T,N]Z MT[X;IL957W]N^'-V18J]8FQ3K1D-L"VAVT;ZQ\))>X37Z^7\!4$L#!!0 (M $"*3E@ &N8](0D &-
S 4 =^UFQ\|)>$W1,;.$Y\-9#=&$ZZ+7 X+&$)BMF529>D$AN'^^}' M41;7+Z1(V8Y>-OLAB"-$}EYAL/A;$;YZ9?Y-/>(66(X'>$NTB+B@W8-'DW')4[5<'Q &*U M0=[.
\14#LT5&BME0V"RRF& K+KT'L'/D'(D>+#R!8VY'RD30$(|,[!MPV3$ KI(!>F)L&4A M+*@[)0GF76:WO"E^ M2K,I=X3E9:RUHP\\=?0)38U$0+^:OT>8MK!!1O1Y!)6:
<8XNUT\D>?Q;BPO\ MMV6>'P@FFUI=/GO+3;.9;4KTYP-QCF=>[B-Q^,R<8#=6 MA#!\)#E02$=[)VL&$FZR6$L^C@#$ (L@#,3]IQ_7C6$H1$.,$;]067X#&&ZD
MS0'$31[GLH\#XB/=^G2"Q(FR.8@XB6,M8GAK 13D3!\UKA2 Z7LMGV\!=*< M.(9$V,,7=5W#B%"K]KCW=LXI$- B+,Y^ Z%@)DNQ!*50?JQ,R2'6>L6[5KNF M=(COAFBO*[-
BEA6,BQ]R[(GP&H<&HJF^MAW5JY4IUC_-)Y4V[9O/R1F;-G M$$M&1L)X*0I$V"6_$(?SSOMK(X9_#IX.>Z5#:NL0&5[PQC@S0Z5
M_!C70MIP).T"6I,WQ3)IKX#FTG=DA;4B@MBM32^$L=N$?QWR;F(?MP'F+66Z M#]I/]TU][YM0>(N9[P,#GOU3X;H$P[=<^/$Q.B Y7EEWC-9/;W7V+#UVT4W. M-
$M#$=Y+UKIUWQC$3ZL%#DP';2?YE@XJI*ZZM?X(0U8)XD?2#81Y*/RBKB\5 MGFVXCI'9U"SJK8]=UW%-/>0E3R>4?(*$ 8JD=0LC%-
ON^I(,*N,S0=8E3I,8+M1$9(C%W\H:"5DS(NO4\&>3N(PQP M<. NK9WDVRY=2%UU:\I:=TT#QA+YWIGE@7&8C&,49,=[1S=NF:../B%G;>0Y MRAD.8+YR]
[.O"LT^!59A/UG0(W,+\=WQD]UPF:!**K3#7K2EW:GJ]0[^+P3MQDGX5HHV\2DHXBU:S" M\F:U3]4UMO=?FF[3- G68l+5K/925END&HYC\B+/FIDX@G?
U&O&>2O\.F%EN6'GL?T=3GK&N&-E@5-?WEV.F128I<2']V=K$]IN% M?_P]02P,$% M @ 0(1.6',2RR'84P]00% !0 !S;V,M,C R,S Y,S!?9&5F+GAM;.U] M6W/;N+;F^U3-?
\ADGM.Q?'?7V>>4?.OM&B?RMI7.F9F:2M$B+M$'(MTDY41[M:O[IX":)(K$ D -/= ^ZK0%D.M;'XC+PKK\VW_\7.S?O:&\2++T+^\'OQR\ M?X?2218GZ?00IY?ERX?S]_O[__UQ_S;?
OPX3>4HCPJ4?SN>?7N^O;N\!O MO'R\?W>7%F643M"[ZYRR7*"T?/?AW:PL7W_]^/"CQ^_Q"!)6F3S98E?4/PR MR187\>^_LQ>^>SSZY0#_+_[7X/C#+7K.EU&^^G!X<'C\
fG\/!K\>'_]ZG^Z?)#"VB#PF'LNE%'B/J-[BXN/A(?\5-B^37@O;_MSR912?6HE.L=V(+\WX=ULP_D3Q\&AQ^.:K_\+.*-7+A-7&Y>4WW R4?VXWNB MKCR;HT?
T\HY^-FNY>D5_>$\8V2P0$ M$@_1%++=YV>T\6B#*{_GE8Z7E1$-7IC%*"Q1?1G/"P=,,H;+0>+^X MFPMA'[(<#^\9*I-)-,\H6>T9EL1*%0W2;Z]8OOR>B5?*%G;]6^CL0[VH6
MI5-4W*5/93;Y/LOF,9X+KM%+,DG*;@+++GV@&X39*\M^C^1)}0E&QS-DKQ'S M'*FU^*UK)M8HGT9\|@]*TS"-+Y=%DJ*BV%(WC..$_":.WZ4O6;Z@?[U&993,
MU8(;/MT,VE,R31(,7926P\DD6Z8E7HH>LCEF$YG!,GBR0TA/R\4"+WJCET(;NYE%1#$%T?X#^C\@YO.Q;H >7T]?BS MSA:+C'W3=I%KOLL,]EV*AU,T?
U@^XJ>7EY0CD4QGKX=GF@&X2%/WO L^S"/ MJG3N^AKE.=:LV4?8[:%F0!I'G&Q\|=:);KL;X44TH=.8V?7%RSGF?S-5CUZN M4T?-)MK0YW.SR2FTW_GYQK. M?\U-
B=DJUO9Y9N);^>C[^,B%NZWMYSDL5R3DGYE,5H;DD3)F[VJ!+-P0'O M@"K3,Q^MTGTG,SQ>-7?>5E_GP/X1A]RAR>:;J/(1FT<_33<.FD]Q7"B7SX7-MZ(EULC-
F[&BVSVLE>#DA<7::.O02%<_4=+0L/DRCZ/4C@?01S$:Y32EWGVLBX@Q+DT^6S^C#!KI%085/ M-Q$WS[F_4 J%!Z=29]P[SO]OO,21&:.!&,7KUQ!U.9D:N(/)CM/FA,#
M>Y9+YK,"37Z99[Y!8Y2PD2_0S_8SN!X?_YMKZEJ,RC6&)T5Z)%L7IP/I&<_JZ M:ZHNWRZ.!\=G!UP++@2^>P0>57]P#D!-WC|FN(J MZV]YI[J.U}76%8.3GTO>CG
M_T+R]:,6EDT$!WM)"@1%3,.I0QH$,.@5KOY6D3:G"$[/G)!1.0U;H4")@1T$ M?IT0ZIW\F9.S4#X,(&FY|_;W^=9@>*_O"_S)8*H. ^M,G=QR0?ZR)9+_X=O&
M:X#>=XY>]"U]^#,1;?R5?9@ZSIU0*CE:*BFN<;5#KSXH,5WGO=)5%>YZQUPA MX*G9F&&Y<#,|`G:4+3OZJA93),$GYN9B#[GYMFO4V-FIM$B)!
W#@TH1@S('O&UP2'PTHDGY:>>442-&V):C M\&;2D8SQ)@<*(#^W=L*GA;N+$63KIH[++1D9S4W"X7K8Z<8"_" R\/_&@49 M08J4W"PT5H
&@;)=`_"$6(B:"W,ZC*33_5]LP8=T7S]%";GO<;4I%'$@ZUCF>8 D G=3]MJ$J[(CB%'D<3P M6VWR;7!PM_M;& 9P M2=C;.9C_AX 8Z!R$]^T9"E<&I7XNI,1X %;
<7ZIS<LB*.IK_K^15>2THZL!QI.=UH!P00(SI2_5QI;,NQIAH M=!-YO709D?9A:,.[=7%RXID>)"6#(_7'Y(4](>-E3,M&@IMZ8"_?WT]?>XP$AER,Q W9**Z67.%#@8:6A/?
F0%R6W0JZ+YO#<&I*O# MS7E/ZYI-Q9*<4A",;>=0/U?6&(NC)=[P.$%3M9@B"1[;G]+^N/%]&>>,)-5U M7+|+%,N60(6H\"_GX,8.DY?;"HVO 6 &1F'-
=20D6$;1H95+%Z"$FPP4D=A MVTNT"R.5:-Y&A&>#[F_6'!(PS.Y!YB4$IYT'_'MXNCB_,"+$:SS)K UMA#< M1RM'Z]%&I??CAM!9T4]^-J!"YUVH68X
MF>1+%+=B".Q#H0V\N. 9$Z4&9=TAU@"O36*9%GPU^!IXL"\+Q<:QNS),5CP\&UD0X)_^%;+:.5*Q5U(R=,+PX/5G: MA4M167=QI79KT<$BH=##[=_8[L8]*BW-O:8T[6V;$B
7?F+ M6VA99N 38+'N+=N%E ?\&(3GT5B+%T%KAM[K;KHS-3(XUIUK.VW/-NGR'[($ M[TVNHM>DC.:RS9FX!X5UYG4IZLR2"I)U7UP7=G(#^S@%>KZ?DY\V-NNNNW8V
MZTV6Q$>O&K-B9*@L;Z%\7;AY@CM 4Q3=1GB;IM,#'M25-M8OB38D,D"IU M9P;6Z\UA9^I,H+/N]HMI4,.9I36VZ,L-"@@SOY=0K;?F +KSKT==WZO>#V]M^?
E*57!L_9^E$;4V NA"WY<' 458%36X 58,;P40ZRZ_W:\4Y1=''P5YXG;Q:.M:,\FM<*MMT[5Z]^[*MM32"=>G*X-B(! +ST;#2(BIG,4(_I@([RDG62NN0 M(@&[0%5T0-?IV@)V4.B.?
0KAS.NRW$7[8@P #?T> ^G<7)S4=PO8,DE%)XKAVQGJX8<"L!4O\)?Y,5J0A*CY MBAVGKJ(\7Y%:8PN2&'58EGGRO"S)3=(X8^4L)?RU?A8]@KJ.Y!NMY;L7D75'1SU>R*L?:&/*,9_
M(+0\Y,ED4PA2?QX#'L#OU#W?%X *UY]]E-!"'"+K;0B%B\4M'RY*4]R:ER[6O MXAHI]:Y"O,B6$*@+*80@/)&L=T6Q1**]#>].#)O7!,H5NFIH0<2\7Q43KS6C MG$*-
Z7VOQI2I]P"*^21 \[0V@TID(<3L&825'QRY6<\ZA)5+,_'DMAA6WN^_MQ7I8^8&C4BJ$&8>6,)3FEOP0(OTLA"X?'#G;<-@)*Z>J!DY-,)X0(O:L<+,7 M83>5=2%*%E?=<[L$\K/S
;QR1Y&N C0X BC"B\XS#R@^.O%XPF3!21Q%$')]H M#!+\,[-B9%R%\/%X<;,'@W/'I%K-SI M/J7B' Q.#\].6DU.PIC4VW5>U6$:CU5&=)1U.Z8U802
MPN7>VB%_O6)=1D4RD8P687MZ7-DJE:9U=G2AA'"#\SE+L_7885' W.M.P_M7 MV9>-P]"-.PK2]%%9N-<33FIW1$O1_/;3[\/XC\]N"NK&,7AXPMJ0HLGQ%PO^! MZ4VG*QZ
IR>'?FKNM%=R<]YKA]'"=9V0I-'+"\K7$^YP3CNB>)SQ1`0^J/J MAD?G^=&)W^R-)N3HXPOA6NXV2G)ZG*],) F#6OVH=D[VDL%V^'S3+4]R5F% 0=S[
MF7HR,#2,;!46W$PVV@8L!!)$85SPV>$G?%>3SD0I2X]W,F,(MX%X]27>ZVA! MT]Q1KXJ*:1WT8-#MRNPP?KW[91]"<^O7#I6-:STA+S49AKJD*/OQV3VTR@42 M1EI
LG$_I_F9#$GD^'W(GD&+T6VUQ^,%CQGF33IFS=_%#TSMCF#8R=-J@&=Q(=`X6&ZJNDG@K]X'&S!@375>#-MC0R?85/M>TL9&N^?6B_EI//B-MUIK-
"=O+>:4=MA\%%*JNR80@L@7NI7K M%@-EP=_+))UN/24NT4N6HTJ6\YN?91YA:9,TRE<4/TGG@'MB)\:?&DT0:5;KGG!\?+5P ^0}^_ ,M+0RCI2-@ TP0B59'NP-)
<801M&9WWWNV397A4"1E[=G3^VH6I5-4W*75)-GK MO-_[X_N-E7MRT>I8+C3);*KTC=*&\|7V;!0@RG&KVIE_HQ4%HB\):A4UC2FM<M(;B(&U<<.#XX/0C-1 #"""%CDT&.GQ-
'GCL= M/88Z?$]A>?1 TG!*]O"WED3BX<)<*PD^/G MI'D/KH'G3V)_"6/Q?4OFC"35=9>/6H9&&65.#[SN%R1 ;,C"($SVT+69=.
M_9YV3!BHHPC!+YOCX<$SH_R1V%L5NP*P#SFVG1XZB@YSMRW0P!.26_:NG+JK MD*@7Q^?;45M#_RV(JT,+R6/;/G6A;"5<-A'DWHM+$,)I2Z
MIE#R!$H_T";5CI=8$&D9ML];P>1K9XS5).64'S,"QJAS$>'IP[RI3: MPP%7CBF(9$PU$963H;]Q^3(]_]:5>N=^#V30XLB%Q.5LD*9K9 M.J$19P&VY9B\KF.*3T1V\A(BL>&
(;5ZC3%PR7URMRXK9]%53'8CSMY#C7$6W0;CUAA2LS3 M Z\YX=M?.X,@;/@O2Q.Z+=XJ27O25@G=9%U9OI^3T'PB82>E=J""\#2FNUPV M,U\O28*S!Y0G&7>0OLK2-Y07-
'KM"\8FMXJT>1"/FPLM-DS#MZD#Q" \E0'A M2=1M@6?QPU?6]:TRGW]&PN?5V6^.<,@YHG-)YPC%?#)9;RNXZ. ++Z.UB+V&SAB MCWKQM^Y4;4&X(S]F*%[.T>AEFV'1E8-
/8PW,=!K1&7]6WT,UZ#?>PO7 :NDL++!615N$N /3@N&C Y;TE*@,:4U>@#P$VP:@-6. XWW7S,32.Z'+^% M8 1QV9-RAO).SIP:/5D^!+]EX_]BKY4ZY($,
[DRFHWP.I'3U<7!P%=*'U&/^A/G2^2-@]@T$)+*+;6 M=X?[HR:R$,R'U^BYW'[^M_AS'BZR92I+ 0=U^38X.#DZ.]PORM1@+)C@>$>8TF90HWA.N*<8H7P!*!MMC20<'@P O
M. %=JX&X*BSW"6MFL5R,HW2;/_^Y5?$VRI>,/[U6\>,8[CK)BJZB1T.(0%,UI M@)XC "U=IH%DPJ0B)VBQ3Q!0DFWF.#2E"OY%+K=0N0>"]"-S7+/,]ICGF&KG.
M7[5+ZL_;K.HQ_0VB!H21+D#8+,<09\'%(,%F+^X:HW]+'K1+AX MV1EB\A^C,GK(>+++A[1?*=4]UHLR)RBV9V9^;#G4ZXG!5VXV==_$U/2'S$"WS2R9'GE0N.;
<%U5B;.C[YHBF?XA^7S/)FP M#?,XNT2LLA7Q#_R(]8GEK_B[;U>+;B!!AI!/!N';>SXG'U6:@2>_A[M1C+//Q%G4.HO.OJ1=K+UFCV;JN!L?ZBW"SJ(G ,6!9Z63U@XB_V87(-MML?
2CFR7LA ,MD1D(P[^AX,HNY'&^P=V*=WI(%[!CNK!9@WO=-!%)G(X\ M$%V]OJ!CF=S71>+&&1Y)U\1%:KXD;UWC2@&{D*NN?#
MOW"49+A#/GIRVIXM0:HLA #V78K,:^I;HX\P-CX;Y AE-8MNJ$DX0V0WL9T^C M\!Q=9UC(>]O6?@O6:L""2%;@BK=0?-_=$;AR96]7>]VWE++4>*_WXSK?AN"P
MK@=+46^MIXW&\KE ?RQ)VLHW,LWC5ZDRW8I[D'O_LS-'63W:U";O# BCKU\;AA+)0EBI7W"D7JGX3/!;D5:,F M%+;GV/S>(ZD_&BW&ZH@ 3^Q^?5WXI>5#E)9<
M1/U.IH++<"X" ?M'T!FSV:17L@,93?BG%7E=J1?"\=PTAYXMZT81#QB+H?SUBHH@ ![ZM8+L M1B 15K5F8Q80=N3&_N\N/9,! :*A^S5// ![1(0RRH.Z\)@]WS>8,I7KD"0"
M!%#E,V&&%;I"693LSZ!M&-($ Q#4LS?% M)@4Y\)C2,K!"?=C"NW<&5B4<@*E^K055Z72=,RN-&1C?)U&UKH%/"<8#),.J M.2V(%7)"V0Y89TFU(SCIUVS
,B10.8>,E:,KC9D5T6NDE>1[@-L<09?*9MM&&B>34T2(9YT\H@%AI0IWF"BR7HI9EJ_9G.2B*&X MGT_D"I9VXNMI,&Y,:I5KP@%(L& [*/*R,A_A_JO.1?A_OCU&Z10*9-
KYGK9P\M?1.SSR=ULP>5TYD2H78T!W@(+)K@.IGRVOLQCKQD:+V?$IT8QMV:'.48P'XZ?=(WI!1(?DG[L&'M[:-56-_V*>>Y)E%U2 :5/9#8%K3B0\51>B7US@6CD6DT2A==+$!E9J?
8(U4ZGN*L*%; MY51@Z53[D+PBXF4^R1/ZBHTX\@@EK;XS@G38 J=;?3P)ST[R],L9^/H M)RH>HD24J0[HR3TQ[B,%KA(#P(5YGD1Z74+3SH]QV%6S>/[9 $6Z8&:L_RK
M^U'S10L'4*BGWVMME@MWMS0_9MT9PGTH=H8[$>"2GTP $_']5%A0#NB'9) M>"=):KS.1R_A3?L9#/I^S6OMP0&\^K@5IW-%=20]K\8;/>BB>NC7R;%]21D5
M%H"CGIWHZU)6\DBW(;K2C2/G! MK&M^;[>[I/^78P%T;ZV:P\[,'W+TEF1+R& HZ\(EW]\TXGI@-/6;E[]LEOVH M+%SLTQNFL7P-;_D$]BF?[T]IS$[8 *[Z=9*O[O-
9V@!A"6[-8Y#D"1RWU[Q- M1+@+6Q I5GS:@:N.XDFCETWE8=H1;U?2&4EM* O!;X]S=YL'CG8CSJ:G7 ! M_/1K?!ACL(\RE>D]F>]V1J!,S'2>P ?E?
NUJVL+/#2"T7ZM#3>@VIUI55XYT MOXR_^J_^LRS#0X7I,!@H^+@\"U*YF1Z(.7*OB;E+)84[6IU#&KY/[W8CZ_-M !W V-H>\7$+' OQ?5<5Y"\[ND
_2V3&V[/JCC9NY]$"_3+)%A^I#IZ2:9]\ M)),H78N*1])#-D\F"2]&<9PPD>[2ERQ?T%)CUZC$6(KW'H)#-P3(/XBM@:' MY^971-7Z7;<(+X6ZQ7_U.V-1CX^.PSL^,?
TU1WM+5$^5LWVV90_"VW]+R-+& M-N1E_W.8L@.\+6I%EA 0D$/.?^D>3=847>GD<1]>T4)*G"XF<+?>*E;7R-> 9M47VP'9$'+$(HWA8?,
[2!?ED;P>9^MG4$0GX1UQH86K&S@@#*/73^T&2XX/MYV]HXR/SB'%C#%E*DH+0+=K5C'C=WZ4W.41U*KR-Y"/I_E#NFK-?JZ-N(.G MDOFG6\Y07AY>T.=9:\=&;7A'6O 3!
$)MQ^5[2HF)%S]ELT)[.(87F%)_,5 MJ5C>(BQ;-">J6&(95CN-#=`?[!%3ALW<(+O.@"RFMRX[&&\/B3V5ADW7CI[O!< M.F14Z0$'*.O7W-+K937>/,_"%K4S-H#3?
@TR/5Z&8M3]99U"PT@M%]?T=UX M2)W[CW7@>%;%&[M.-),9 60F[P]+G_%FY42_2OOYK0)/CJCZ8+Y! -+]YUF! MXK^\++W-R. ,8\Y5,"FGO A"@M#]+U4Z:9LJCIWI'%
MU$7BLHWZU436(0*$]6O1L428[WCC/IE3Q24/S#U@:7(O24;N1ALNFU2T\#-9]7FXE%P"'^O@-M,GO.,=4+F:$L58_-[DZ;^,+08JR,"6-KG,E84FR/75X?+F!H/P-5^
M%;)B:!QYE%NH9+71MI@F&2+ 17R_:EEQ-,&L4_:)4BU11][*676NG70X\]TT MDGT4 #L2' K/H)\NA<98POL_K+2P &PT]_-H5E67<**H 8[,;@/W.SCW.T, M)#@
4OHU0$!5UK6HJ11FI\ QOOEPBG% 1"S7EL]95YX6BX64;XBSJ,.3Q_%XQEB&YI\B:R1E@+K@O?+IR6'R:EJPERNJOM+E7NENC/Y%9S)O6Y M5&M9_'VTP633'L,SZP6,_#+-
WO"WF3#"\3^V:/_^7:/IM'\!G]2H(>EH!4[MN850_:05(SN<2F'93NZ@YH%)-6l/ZDV8J*Z"6)7[9JGRFGH62VX[Y,S)?O> M]%K0MF[_;YY)X1%/V>%M=8Z(0.-
L.ZAHS/HP_ON2!6[H,_5TGL;5X?7P:FD7 MV YN"":D;1,4U5*G9M/MRJ%X/OEV9;0'.0@H'<:)K+L)P3OO@TVS&"]PJ*$G0 M_*KLQT7W&I+?97)M %[*,.U\[*NK1_BUP&H:""R'?
P$*UH MC/%MEC^BUV4^F46%_LRF[.SS.'N-J.D\M;5 %T1^!&%"%F4^2DDO&MUUX=_?RSBC$9B,K@G 5]XM OGEV6D'0[9+>R#*/?^PU6,R(E 8"Y<4XEF*IX^?
T%R]L.X>.RPCO%EG1-')ELQA MAY2.3V+9?1Q5F76]8S/&[.J^HJ50X/Z@\[/X5.)K=V=,C#'/=36XN@4)AFG? M&\?0*%.#17AI#M,>2KH(6OK,FA+EP;MRM0C=:6#"GD
M/3N[\'+7Y80>+:,PYKE#$'!]R04KE9/GPN2CS:)='3?:<9.=ETL/"U9%"1YG M%QW7*.T62:JA;4%++1^7S;Q"84WM2N4/(AOS5T0]>J%X^(9131%&]TQIV33N MQ_
WG4P$+'5Z#LM([D0:]GWJYQ-TM];K9YVS"C:^B^1S%EZN;;#+;;:N^5.S^;*R0HXM# MQZ'T>HQ)KQXM*" (1XV-*D8YFR\^H7*6\2I"""%44=+EJ-EXW4Q: L?@:RL^)
MAU!FHV'C1 ,6_8,"F*$4_D%@'_I!.2]CWB[QD!..)6>A'6Z+ZN6NWXJH M%T/GR-]@[5ZD5GX+TFK +'BM!$N;[!LD]_RI[H?,XX)W_[*D5PZBIDQ.KV$U
M.E]\T_X]!1."9XO]C4G 23]Z'%)4RLCA(#>/[]DG/K*.:)/!4"A/KX0ZK+W MPV4HJYYS4E6+7[\9M=I74'&4U=QN!953L&1>$TP0@<*C-Y23@'*;G&$D3T*C
M[$/,S*=`!UZ=K)/C$S?$!;NC42HCB#ABTZ 2"B;([JFVR$GF#V(;9:4#ID]6TX,8TXHJ!!.YZ+O : &1F'#909R\;/7 M+17W0N)Z\ 5K"W;V@W@<<:],_&8:Z72SH
O+AG,.E(6U468\BTIRW47>?!7A M&0%,MRJ$E0+P;ZHRYD4+7Q"^,10;2W/"$BY4LRU1C_H3_*=G\#F,\E]HT MNL9KA5(9QBAP?
7F)]XR)P5ZR!.2>&T]4/FOQ4"]RVCW/';KO;_FX.HZYZ M)941E7CMK2?]JJ$^3%U^"P$;?#N MWRK;!:*BS+H[O[=ZQ>GU1\&(ZYMP;KO7<'V3=Z1ZOS /,A&^A7ZYZP^7_P1L

M-K7[D\(H@T-'!9(,+D>;&FWN.-N##,']+)2M"3ZP>LV9UHEV.Z"#=0=3^13" MG:B^SMU\QU(/0?LT[N*QZ._7KQ73MG/$\># 8SJP-HR)-Y]*:"&X@;F_'L=8 MO=\;**DPN!5G^$)
(AM0/E\%<,[@F577MT*_K6?UXH;QY$'=@V+SN@UI\56(& M%OC?DYC9DU2#/I@:0;,R=YO0XR,KYH80O)(2S8X&ZLJA#2LUJT MP7520!#N:-NJ>,4XVUXV/41)?)=>1:])&J$!
(H=QL,!H@5 MGF_N;AH?T9S;FJG)V+;6ZYVRC)Z?7HZ.4:/9=W:5'F2P*R_WO'W??K M7#@"/6CVF<.>W>-W9=FH55OZ30\NO=?%4ZE8\2>B1!3")6-=R D:+DBYGA9,
MK;LP8(=> X4L4=6$%,)-X*Z4JBM 06L&YZ#'@D!6>:EAV-L+OUU4"NMFLS'7 M0 Y/>3T:#"Z"R>$>
[U=^8B=76D,@[KPP>UHCZ=MPY1I7(N\B[X58$*X#GN:97DY1OF"X!OC%ZF\>43M^2 M@2B$FZ^&B&I7#W$/#LMWXBV%RC5YJD,*(DV"=:I"6>A=<*:\E#2_!;M-\J+\ MFN7?
DW3*;7WW602GKE#VX;+[C9A1?0K-I4@3D[-J'D\('W[CED3(.W&I_3HZ MM6="%Y2[JN:S)&_+A+0/E]EO\%%[(C0QV;@!$O+PMR/\I\/=/:*4!+@#E];K MA5T'!G0 .4L^\+?
CMNH'.W!IO;H_=%&_!B!G60?^-B!_:J-^L ,_43G*MN=. M_1J ;.04@/=%?SMLR8&B%[^#\)L4ON/>2 >5C30 \)+AZ,8EW[N3@S8L&Y'VDL-#:T)4W;CD^WF T(&E")0W
M)N2H&R%@-RZYW[20G0G1@ 408GZ\9DM86SX4O;C<^[:OTD8%L+'>OO3OW15(M'@E O'L-QRY55^*J=^@O]TJ;VG"R;JQJKBL[NMZ7H:UJL6E6#YX%OR^@X.R.
MRV(>_8#JG@M:4O$\%?@UU+X240C.6Z-RAO+[A-6))F[2RSQ'4C\[H >%-3CU MNIX;?B9*9"%X:3U$J[5[\^2/99*CRV6!\14%*G[+LT(V8:NZ,J!^BCM;HE ? MH@6O+K$#!)-
@G/V(\ABO\F]1.D%K>0JJSG&43U%YFZ3X)U),$2-\HP,.\I,P M>"0'[-5<:3!_VH$>@E\8WIY.$(J+6ZP>YIM3$N<KG(4"U.%BYK1NLF'QUYOJ0VY$<,)P4-MO:6J MK,%765&.7OB6*
[Y)RV0',_E9MC'M^$2^P.\SR\;(G65XV W#W"0AK"S3=VF9 ML0(K4!!=I^?P!<-KO);!CM4 ;T_I(38RU?,>"&5L1ZO6(SEBKU?']AEN"3V(MK!(-PZ RI!SHP:V(^TBI-
K(@4DGL&A0K8^P*#[L5.?_2"-'1RWB&V)##N%ZS M5&[3,W@JT>J)WWLC0^)M@'?F.$B'(@7U@O)QGDRG*&?9H175 /0[D_P7!W[K M>QC,QBTQ]E#?*"W09%DF;T0JG?&RC_
Z4CYBE; :!W@X3O /T50_0E[V$#K]^"VW9'7N MU<(:1.DE #9Q7B#YJ#Y%:#*S%[!]]EW*R%7U[XB@:O5U-7C,:Q4-# M#CF(ZDY6@S[/!\>.
[%P6XG.ISC6)JD.RX8T:'E7AQ^=VYTP5GVO!<75SM&8I M*?!"W\)_5:\SMZ^%&@?!/@Z!2;$E.(4WJZEOL8-0(8P\5%=OB!1M5 ;YL8? M9Y[>Y^%&\,K9T$
%L&%NX7$8*G3N.0]S%SZT80&$6 @K)3*,?V3C6;8LHC3& MT^;X!SX%K/#?V@2;MGP,GX9##96 ".L.$R#0/##58:P7UD*HH:D00?JP $+, M8U,=QGJ=AYN]0T&(!BR
$//P5&?!PACSOFV2M5$!;OKF/C&6LWB<#T[VC0,= M0(#ZS=U8+*>1.#^X\%MLAOKVW483$FZRVI9*.S@[%:I> PR@>O.CNVW5#T[V M;3'0 02H?[_2.!,3[5D Q>E<&)@E<
'N]C?-,P7FNU*=1.$Z# G@ #SM;Y)G M!BP4T[)MPE1FY2-S,\"7UYA. OJ+DZ3'M\'!R=G9N5?KF/(;:*Y.6H@ !FPG M?6Z1\WFS@!X>G)UXC:3IH',Y%$#9YF?TX31'2+*T-
]KP^&4W]BIO2[H$)J!Z M\]/XYGW@;"]HQ:T$ONYY)7J2*+0N.A M;7ZD-E*I[T73AFY5"^2Q^;GY$\JG M*-^\7SH_"]MR6;U8P9LSS;V(4;OU[Z-YAJGQ@2HW_RL[2:?_,!O.NVN/&@"
\BPE-?9D&DWLMO0Q<9P$?/KODDUH@<%VKAG87*15_6 M#ROGZ.+\3[HIUT,.Y-WJUV&_)J%R.R=LSR YFACU??6UM"YF3 X+8*I??WV; M3(6RX79%F6JK?
6)^YW^;+=.8QT_+-]F"EC1@SV_27/F(%^P@)"@)?=K8-AU M&%&L3A MR,L*,_C_MJS@__DV3DHRE]^E!.$M>QQE+.PC?R;9_"H/MZ I1?0NN9$.#/4V *\63!H!\^I[MY>N/8-5Z>-
IS/H+U 9.G):0)['3M5O4^!.*Q(^8W,EGP0\"$!@@&0TK,E9"O@91M2+JLF.;^!6P:Y4UUZMR.35W6_@-I2B/YE?9,BW0?)C&3VB2HS+*5](;'U4W MGCS"RS0M&Z=-S>LC 3AP?
ZZ_FB7HA1>XBN:CEY=D(C%*GHP75SX\^768T87 M!%!4R,(97$'*[S3%-"J26.I2+V[)Y?>RLVQ'@E1X0/G]GI>'\=^714FK_MUF M^6?T8SB9D'SM23I]R+,4_W-
"SS@J9YY6SR&SPN#841(M[Y:2CJH AD._)W02 MS3]Z&<9,#N4!0]2<(_*U'S-D04RI'"? 7+^G=8O,^=[Z]4ZA:J=XUNJ,#U>B MH#GW'Z-T*CM7"EK26\I#-U^4U].E#"M A?
G9OO92Z=E(V):*>.1H#ZAUX)3I M3:GE&@A S^9G>5MZ]CT=V56XCJGQLRZC11P80U7/5A.5S@?Y8$E_8-U+3>:5.@2_NP3): M.*II[7WSK00-D-
ESR$132G5V=:@/Q79^X"BCJOZEI4KSVH3580%E='OV%'!! MF>^ES35WJL7NO.>2!KOR*@])PO8L9:4NJYVH;+ M[.<4V4+/8ID!/0=14[&V"'7+DB1X"'/G_9/>X'10 S
&^K415*5KE7BGZJ+M MV_FU@_+5+-8 FSU:P2PPY;O+4%_M*DV$!?]&@2J$!?5K+3*"5E*":&LN5 MBZ4#C0+2 RJU4/AO?I7=I6^(W5;+%2MHRCCW:E%JIUX9!D#)YE?
H=VF9H]ET>]5VBS%?8XRCE\MED:2H**ZRQ3-&4%:V]HV\=Y;?PT*] M@UEO6]3^=JL.8*3TFY> I8VY*XHE2<-/O"9Y*AF9=1[J0]5X[#4_@6F5=R4T
M@#5SYP$J[0L9831"ATFR_F..8NAS572C@I]X+2IH\O7IH@-H,8\T:/'9 PRU M> *=&TY#S.ZJ0U87H !O?2=2Q&.+??37RYQX.:(\R>+J9("!/*'\#8LNCU!O M\R
VIP2SN>\R77;#*R9]<-"O'6&W=LIM-$'#!?%RE? +=:%QD0.O$;>&3"J1 M09SUZTBP*^9#M"+_(17Q]*O%53LQ=/O\!6I@@YCK-\#A/DNGZ]*%$JZJS7@)
MJ!#S.NO2(X8#,>*SXN)5EKZAO$R>YXC]DUB?Z5H]T/ZT),^@"_Y>4]D>*D2S MN47F-DKRWZ/Y$MT49;(@J"Y7XQDB24.C= 49P*2=Z*WJ@:-R6^[WGKK@($[,
M[3,;"89XF&#-1?-/*"J6.8V445$BZL.%#L8ZV941.3:($/,PB-T/%EAWQ U9 MHO>C8*R3+54O P3IV]R L?O6T;(LRB@E!T$MM5?:7N[9D(!E$11 6""JS!0.$^#GL/+Z/ID$SN
#E@_7> MY^-6%5B0[[O*(7_9T0[Z6:(TWGY>._JYG4<+],LD6WRD6B$9E1(66#M,8[QQ M)"&U*)TDJ!C&<<(DNDM?LGQ![PJN41DE\^*]V9P@>>M&T<#DH-.5^>,-S'>U
M7\C5\8\|(>^X3@H:DOY8DJ@*6HQM^9N*->(W9WYT3+!W_SK$#Q7][C'1X":W*9SX4L^47Q$*V(E%AT_!?\QOCFYRM* M"U1WMB=VE$DO+&S:G[$(6PQ2GT!Q8RZLMU06
MRA$NVIS+@0!Q#L;:IL'#DL5E\SMU#S]P5(&[E]5" 5P%K&C5>GL4FG!\E(? M^8K6 50#Z*\N,F3M\J/"$";EKKI4S:P#"_$7M!CM#;O1P:)7EK;;FL7OP;
MP"'8U*Y"=D"__;HOV*U70H>:HT 9YY-S"W@ =3V74S L?L'0.+(C6BA-LM&V MF"89(H"?GBLKV.''|V+BD"CE6M-SX4D+]4D._$9=R3X*@!T)#H 5\R/P Y[) M\4B*IFCT\EN>%
<5#GDT0BK'HXQFZ>QCQH^0XVUB245X,BT]1_AV1Z?P6029& M&X_^1@S5QV?>]A>F!DF[.@!&@?D1NRHF&X:5>T\,7.UJT>();%3["3FUS:DV M5(Z_-Z59KJ90]%69 %I;B:1?
D4Q>-L/?A(]-C=:Z9!9H[M?=8XP6KUD>Y2M6[)W%2\@_8]VN?%![B2$R);D]1N".U+TG!YU42%@H M7A"N\2,G26G'@\/J=OI>XMXA;?_MXOC@XJ3G(_8FH1"5Y7)%)8.N235Z41"'
M;NYCA)>D>BH%3M,:."Q>BYI;IZ[H;BB))-;H:A,*XLBCR:.5HAMKCQ"**P^- M] M:/0+WG33(W)EZWV;Y<,KE.-U,&7NF9<1GIY&Z==9,IG=D[TY_SOO>UGI^S69
MSR_1^D4HEMK O MWJW$%(LOWQQ]56N;AM=X+/AU!,*-[P77&4G*!,Q[9;TGF%S=AID4LJ9?@[;M M?HW"@DM)"*7%P[M.T6:DCL*&B\K>)74F!K'CTZ!* [7=1G1!:\-
UQGLZ8.JH MXLC,Y"1[\T;]:B+K$(/PQ;%$6"C[C3Z84WH0F%M:VF<+9K(%$UU<'^O-\S,@ M?AA>--LS>)OK)%DW.N'[3=S9Q9*N!X$#G
M2AC.7&/6R0:OR"9[&VC)ECM>'K8G/*^STC MU\R/R7162N\ZQ3W8K. U[:;A1"=$8\.KQ9BDAYQ'W58F9.:,(^$)[L14XC5C M7Q>J- #]Z1U3Z+#TFFVD"W/:L!2N*/Z^-
CWZ%#TI3+]%4VQ]=R)4 'G]&B)V MA<5GDE%.;=$LGXU&8G:]!S"5[B M1 80V7,,4?U,.5R6LRQ/_B'=QDAZ,7A[]Q'J(((Z]<<(CWO-1M1X<.YU=*E M0P T'Z_+A:B95?KBY%W9-
KPFA?2UB9$ I@SMQ4\C6B;O+,0C-\P4=[ZLG# MW7^H/'?%UF7G(2M*_7)!=A[.# M[PZP#X #[YM%#RJH<;:QC;+!A#>^VY)^,N.E MYA-X<,S>G0E:PP-]=^>%MN@
3M<;31%JCE,KR.5_M26N19@7,5^<=+Y6UG^_;P3W0X.@ =E/RKY M@;?DO6UHT,?B*FRLY0WY9_1COF*[3MN.!L)'L^G 6\+$+I.A%;@6(MG,+8O1 MQCM6NV NT(5-
)L%_DMHP7*7GW?4P6HNMY56U;DQE]%/KHNT7HP#@*MTN_?)8 MSGI\X")?H,[RK^A%I?:7V;751*6)Q%4B7:4%"MZHULE#,7KMV3P^9LFJ/*D:"=F=
[^BZCRS_=B1G4(WE5*XL89 M4B#$UZ2<)2PJ^PEOK4@R)%3@@4LBL!_1-,$3&5PWWMX+J"XN]FI6L C:64;E MEK)2\P*1+N?1_0WA;UY>T(3LO^V,B!8O9,K:CUV
>R4XRQ>]MJ"/LTOTI:"U MSP32#XMA-9':."NC.2]'1#H^1OC@#4T:%M_ EM:]6#Y,L%9<1MO!4GH[/B_=%%V*M M0
TB:&^SYTQCMB6M^":3LO$2OE5=V7(3_/S:&HZSP+T=H_/VL%";UMM8>@V> MR-:)X+](6RB=10D:GOQXX?*'Y?,\F8SP3@X*;+;^'C;>@U]KW6)WEE$;$+GI MGO %"
[=IUXY[QLLL5R43VRX8DF*[$P9,?]&SYT MI>.,B_-7EJL7BYKEXVPK.T"JE66$;LXK41R]C9F;7+96S'*\F]F)_- M,=H(;92Z1,EJX>ZTH3"/>JY[VT;98FDM)F[N.2;Q:?
E).E<&J[_C"77F5:1N%[3DVKX$R&A^-%F-U1#;B$(5[AG&>3*V!>C-F:W!SWK*Z_$B%=Q8C6'VC-%=^LR$3SI%GME;I 5!=N6]^3NRTE*R=Q5CXG_'_;3PG_S[?'*)V"
M9L7J[]R3+GT7DC:AXGL_I-1Y_:+-1 3R87R.[XL'[*NJ4$.4Z:WX3O7WSUN7X M-LNOHF(F/2DI^S&O/6^73GKCO4F+/BZ $O,S*R1"O7!X)W[$#V&@O"4-LTV6 M B3 G/EM.'7-
D2SIF]\9)C>.?]87*;4@ +-K[KIJZ2+0J4%$\>1.Y?64MS4 M#*"]FL! YB9S#^\N^@MA">VF2-7R>&(ER+]X91D%&M.3_/Y+V9&!\):F030N M!3=?^C #M9'5'?)9&^C)*?
%3#ZAJ%CFU-N_V%96'A8%(I=V]+=X6&Z:C]+A M(\D?D2?I]#(JDJ)UXEGC:X2-+$S(81K?)]%S,JPOAA.T<]8T4QN3WZ7C?%F4&#B!+<_0(.G%X7G-O-^" QF)"GP6TN8& M,
<=!$6O6WT&^G,&%FX.0,.+-Q_=O7UL6(^[Z#0[:J.)R197!CHYRKQFP#_ON M3MQ<,6@=ZQPR+!])L"I"2")<4X= 13QES1[+E#^1H#?I:]+O-?%(WJ"U493
M3E4Q*AT]7+V2*]:174W;S4>#>*VYQX%>+*1%_M> :RK6MYD@^)&GLD:8V^J_M_%+\|BE+T>I3E']')9ZTQSE%L=KF0:QL"(>3"4G,)353F#SRV^#H].3(;SRE M^^FD:1.QHS-
7B:UKTMTNT]AP4$@?0:_.+_S4&PEH$&CJR$)BZ\#"EZB*SCRZ M(O2]Y=50A84LU0'&T3!XCE)H60B VJB_!6]U:#;22X=+72A;.)<"\%6X; MJ;'WFOH
UX]^QX!R2>C72+>1EJYM!45^I$QN*>E%80Z\&A:Z?9H*BB5(;63+ M=D+DH!.1@PH\/_4*^B*RCC2(!-
R5F:D"^S:GJ59VJ[;"I"5.1[MU;**;PYR\%66E(Y,A5E,^SIV2QG%/K/LD*,/]73*;V M['YTX,F2N2^!74>.#EW]!G91FA6[.6O:LAC8U:\AIS+#4)O3NC*29*Q!7; R
M3L]/W*P>_DPV1_"A0*F($,)*14(JS_!P)X;-=RDVI>;U":O!"B'8T@UEH5A; M7'&G3 +FE<-M_5*E4475E>'U&I6O\2'IL0AB"R$ZL2[LB(KS>T:VW<27IC63 MX@+/.JN/2?']-D?
H#F_=[6/66-7 M Z6%<#WK#'^*2A)NV/Y[W>W(;$!'?XX/%8(60N1=7=:;GWCOGQ0=ET]!;ZJK MTS\'D3)X(038->4E>=)0?)V\)3%*XT[3+?P0ICVO*:HL4JM$&40@'B3W&.5P
M0G3]S@RLU\AIZY0*T-F(P^N4NOZIQ..*2/@T06F4)YFDT(BP+4L+[RC72E"6 M'PT5V CMZT8C%^=+2C)1)B\)GCC #*>R]AR+HVL@K>(F"AT+2%&#<1<"V#'G[F9BL:U-
3942UA!'!HVV,_#(71I>"\ M%>ZPHM$\4.][GO<^!I1+@J=H-(MA*!AF&+YSK3Y-!<42I$'$EEE.[43V+XX\ M((-IA'$[IN:*4=TNC)<7B-
ZM/Z5&JGW+;HP@CC2M(HG231_"XMRGRY@"LS M*7IP%^D_6XI#V5%6I8@@HKEH#>P7E!,]/*'\+9E@C*,7@? %,6L7XI^4PNW)7F.2W$P!S>U&5\W8B$J#ZL!5I%!5 M?
FLTY5B]^C;VQ9T8ICH6K47.+)@_U'H_%/T,UDL M88^A1ALNNY?5 ARR36T#,@-Z=N_O\PEK2:GG:ALF\X67'54;/8ME!O3Q#WZ_US5>R4!'9VU0XP1OHUU*S- MA%@!U-
I8C)9E449I3#.,:(^0-H^AUW+'7K?;?0Z/3JH!QL;:\.(M2<#5C$R+ MQ5TZGFTS5FPLUA4E>DP-8)ZZ^+Y-A@"+KZ,CZ;A?_P)\(IP@%!>W^".IG.S) MI"9!+^G%)KA
OF\7Y(@_FS6CHA M&;^/DN$J(CS8,>96E2$D#M@@;*D_#N@W3-Q]5A0;1^'1RUV*US9T0Y; @GR0 M]TDAF]CZ$8 912_"R 7L8?SVI-P0\BI85+-V/AY+KZ)L'KDQXNFEY?$P-
&WK MSF*2GGZO7>WZ*U+MAY2FQSK/PF&E5D@(.2?L.[Y1=+X3]JB5WX*T&K 0DDJX MHLWWE8)[_E07#^:5GIL6$>F]--2LU#%GG:VA>-"L!A9#SH>XSJ0RK$'>@
MF,Z\'D;;DZ0)R4(V!TG-4(U:H55YO":)[?8="$$$D4#!L@_N/^'F3JD/=]D5 M_AG<)[WO'Y7\BH>%&TVX2_'PSS&60MG4!C2HE)&NK2QE8;GB^MTSNYD"FKN+ MKIJQD>Q"R/?
V8CW^^[(HF9%V5S2 9(V>3!-^G:Q[-$VVUDJP:2MT[JB *ZJU MS?\NG?P6$<)TR4N_0ERQ<43/]>@1M?@7L-G[YFXV^#P<7YV6F_*4284^I? MT1POA>,<;_L^X_& !P&
[+X:$E_3B6T2O%FJ9;L5?C!:@$#SJ-M!4#AJ[#3E^ M-^NUU+^B/1>0Y!:]&_8Z \5) $6C08[:&Z]/P#"X?Z61T#+7N*J48L=V?0)> M.;C11 CN3'L\E/;"=-
WOF%*9KLV32%A)*G#Z)TL(<=+8(*CQA^ IU5=>908Z M@)ST+?<"+=&%4&_'3XYJ[\J5OD=! 'H+CEE?R@UF._8T"U?+;K[U$ ME)X<(@7O6YYDJM=.> P LW:?:<*NI6
@W!2LYPTF2R#9WNW/&L "L+3S$'^ M7(K/]W*KH?\6Q-6A!>'8Y8RZ4!9+EQSVX$?5UEV:21:L2_IF\ L.DT(8857G M^8S*:T3]YI,WED)D'Y2?IH"$[2D@A7+M_(4G4LFF:_/%
M6%0NH^PT#_3@L+Q$!)HRI804PM4[(.0&]P/"LM&$AVE\EY8H1T4YG$SRY7:! MT6=3YZE%RKU-T9,I[*A'?S<+ M&QX]0!;=X/J]&-_N\Y?E+,OQ@41A7!=WX)H(P E.GS+Y)@J
%\+-=U-&I:$6 MZL* '3O:[VH;V%5:U^6J#BJ$JVH';(5B4W=#6UAWRU@VO!=+)E?9,BWSE?)" M6=B>0_-JCE=_+6*Z%(#TY%E^5<#7U+"!'#G-RQU,,U[_BG M]
(IW_3,_,'JIL*$YH)L7NTWAK5_J%FCRRS1[^SAA:Q4;]_Q_ML.>_^';ER>! MFK<_"@)W4K)(]"#N)ZF!*T^R6'&VW&E',)P>';DYFO1YI 10V4AI8(\9 M=5S+;DN.PU'F"^V#
(Z!;!1%U"$%$^!M3X7OAM7TXGV<_HG2"KM$+RG-Z 4-=@E@MH[MTN" +IX3) MMH_BFO!3(M"0W^Y8@>OE]0+NSE?E:?E*]T\Q92YHE=L>YU\D\ 7;X-
M#DZ.S@_\%88BA>Q&+X^H*/-D4I(436^(92.3P=%\ D]+YS6YKUKSXL^E-<00 MW&5(3:IM@&*N<-=Y]$-HUQ&W9.(=>CD =V5%"24$UYHQP@,@C_(5&P^/*,9_M(!(]X(D#X?
WPTRS*91?M>@_@DX[?K#\=OZJV"$/PC:G)3"6L%OO4)[31E0/U MZQQMATH)-F>I'% ^P1)'4U+ -%LLLO2IS";?[XIBB>)A&LLY:OD$#L=K3M N MLV8GB"&XL,
+,/UGL9XT!IWV+K5G\-IR>SFG=@ 9@KM+#:XRQYJ@.=7,V;F/ M3&L=N9*CL.AN9L&0IKAA?"3F LG%_.9WOAT.X")>H?W=N5,,P9GOBHZVX4O$ MW19<7)\7Z@+5 ?JMB^S-
\Z23BGU;YTUTK;3&N_HMWP MI%R\S8MH_&U_M0B82;<@4OMU7HB'_5-RXD.FB!<3#9ND3PU"S7P*-8;L_# M=N*FC(/S94<#5A">)U7Q=-,Q51IS-(ZR#6BO/!K:!B8V":
(@O$PL\1/*TN. M*-7Z<]AS0D%JVJ;B#I7!/,W&')47URV=CP)@1X(#8*5?CX1*M4*6$2>:4*7* MUR9)+[[RNK'3.U^=M(!Q/6;SP.05#D52OMQC(ZB_K57+2T66A%8AP=0V*_Y
MP2F%H2QLKKE4KG+FI56_9OGW))U>1:])&RW IOF!-]; M&J@ !OJU2^Q>MBH6LF9C?C_H9@ITOG[)\ #L^/09^!PMD'*Z@[HP9(Z^)NW% M2J9R'9)$@ "J^C5:.* JE$7)/F?
*9:A?ZT5]|L"O4IF;Q#WXA./FV.7>V*0" M!9#5KRE#(*7R2P/[<&R.K@7U#4\JS6L35H<%^!'W:\QP0EDHLZ,K[E1SY%'/ MQ4-WY57:I(3M&;:+D)Q.11^-%F-U1
!+YL$1PVF.D&1WWFA#CACG@],]NVF7 MP !4:Y['8O,^.)=(LQ63RU6"3[4W&JPGB4+KH@,J-3_^&ZG4]YQN0[?*>;O? M SY@P2@N5]5?NEFP!0^A6CAPY,_FRZ
MQ0FPW*^AH"I>*XOHSMCU[?G31?UJ M(NL0 <+Z-1=8(LSWA-DG<\J)M9710+AXX3E#9[=5;\8E=!,7['3#!2,!=-SJ MK*_4L72/T&S(I+OP9<.4*TRNW#H
(!"TU;G2)_C_F>UWP':O]4AF+$E5ZNWM;LW,6O)1:MJQ*CEDEC1WLK6V M8 :2C%9F1"HBDBS.V7WWPR,>B, ['HZHV?NC6RP2CG!W_!QP [W?_Z?GP][M](SS(LG2?
_G=VV^^^QW"Z3:+D_3Q7WYW*G=O_OR[__FO_^7_^.?_^N;-CSC% M>53B&#V\HLOWUQ_1OY_?W:#KM"BC=(O19;8]'7!:HC?HJ2R/?_WVVY>7EV_B M79(6V?
Y4D@\4WVRSP[?D[S_Q#Z*[[[_YCOR3_/3VCV_>XX?\%.6O;]Y]]^Z/ MZ)>W;__ZQS_^];O__K_0_W/[X?]]\X9RL4_27Q^B B/"=5K\R^^$[WQ^R/??
M9/GCM^^^^^^[[;^N&O^,M__JY2#JM7[ZOV[[[]M_W-QOG_A>I-4HC14M!L5 MW=N__.4OW[*_DJ9%\M>"T=]DVZAD>K3RA;0MZ+_>U,W>T%^]>?ONS?=OO_E<
MQ+^C.LBS/;[#.\0^_]?R]8C_Y7=%_OHD>\/YWB+;\='>M%>+S%>9+%5^DP9OO4 ML%S?EU%>CN!;I(?B?).5T7X0SR(E%+B53(1ZF5X%R2FY+F5-O M97:TN*
<_WY#O=SC#GTN:.4AIF3=:[YF(Y!]_O\C(.KAZ*,H\VI9U3XQWUO_?%6U: M\3KXG&%=;]:O2@^BI9G$@+ND#C],VG^]_]*_L[^J5N\;_^F??6 M,+?*N]J*\FW])?*CA;NJQ;?;C*R,Q_)-
A]%=GAVTVJD^F6D%^7:NH:Q=D>MT ME^4'MBAOHH?6#GJCJF\.-, &?OMCW7A90EOT"VL=;-QMZA8A8-.U-QIV4?' MN#X5;QZCZ,@A@?=E4?^FQ4;UB[^3!;3$E(N+?
504Z]U]F6U_77U."@5 '&@ M4.+"N30MT"8HVR'6B,P/I)F$D=$;<#@#0,A>DJ.(<&L1T4?Q7I(P*S8Q&/$U\2.5).RG23'S>Y%%:)'0*XL=C9FPHFL,"0\6O#A6? M4=L8\=:!
(:'5M@(/6E7/!H95')-1*Y@#OLYO\^PY2;>Z;;^9!!046KXUP*C: MGR%&@;(I'%9K18*$%! M8Y-"@YT.F8"@BAA1ZK H&4Q.8S,;IBZ(-YQ'^^LTQI__3VQV4*2VH+B1
M.=4@I6J(6MFH:%A4;#,A TZIUMZ.\/T7Y_?BK(!JC0[5:5+4&'O<^E9M!9 M,U2W"SOB2L7*XZW4ZHR'%!O2H^50@C.M"_ASY@$'6G.E 0%3?# M$*[(-V+ZG??
[Z%$SAKTV0(/8YZP_BLW?$6T0:AB5^A/'4:F\V6;>._R8T-O$ MM/P8'6[\IZ-PK\:F9?-MVB#8,._NJE2M/OVK-SG%#3W<,.8X,7GJW"=3] M?)[F%9J;80QID-S^]BE+\NAS =-
N'.'WI<6P[>JE^0+0] M6J?+.'E1:5U[[*)2^=RPH-/,.M]D+ZK;:&/K$)#H<&L#!)OGLQS1YHL @ZQK M+11D1<\-A-NL**/]_YT2F_T$2PTH #1)9 [;2,MN4MSHLL3?'>L/57 M-
P4+VU;R*4=OLV:H:1=TZV]2;C>46Z_9N5T'7'NN]+!0$[;K0A3"A5#Q;G8C ML+#7H$0!(V+=1T+K4&B'88[#WO9+V@!833NH0U\%A]+!;V?L X:0&E7:.0/6 MZ7.&,:ZO?:KYZ ,V.
.:MD!CK>.T/]YU.U0O#+_PIL'&W*AB<=R-^H5]V+'> MO4_2*-TFT9YL85@(DN%IEQ]YB.<>9GGZ$&K(:.QY0XAJRL!/Q88,EO:)A<-(MP2)/]]!,US $FG2/RUKA@F+
[TW8!V%V%6M784F_(%BX2:*' M9$^[ZNWHFCOYR]K[T\,_,-DJEQG=Y!0)<071'8[QX$UO<\@)$$:R![+HX3V>B8#@="'*<[(H^4W_E8@,J\FZ=#WGS."=[)[_62H&9: /5?
%X)]#70,(-?@ M!F@OEY+EMZ3KWB5^*"M6C/LY-0'HGD[#L^*"M&Z(:,L&[*%V=@/X/A*L)461 MY:\HS4KBD_WA]W]^]_;M#RC'>Y93\QCEW)"C$NVB)$?/T?X4Y!;8#5/R;M $
M*)@=8;1GKM#5YVU2X$WT^39ZI8>"=FNP4D+N%:U22!M'2L&=?$;#8HLJJL"V MXB],)4))1#CRMD%WP&Z0DK;#;G@*Y YYN4&!W1]'MR>XOZYGE[OM6]G369:C
MX^[@@*)WM=WF)QQ[@=A XAE$^=2B =OBV"@[3)Q>W)/W]D7]83-EJ*H$@E_ M/N*T"(MV*XCZH+BQ4T&JSK$0."]8]T4^3LKRM; ^);S6T?&JS50AQQ-XYO^[O4,NMO4$-B
MVP"2/JH-"'!)%W0P F1K^^@-< M-6G<4"FCR]RW0 /Y# 0\TZC7B)M]R.,J,P9[73/3T /=V ^XEUW(3:S7/67W MJK&Z>5V599X\G$KF(=-
[RFCN\WK'"]D1HE6WJ$'/[/TO3A=R5.Q5AT]-'!-K7+<_BX*QD-ZJ@K&0H@D+TE MW6#B3,5.J%6V!@2NFEO9YZU:+0B^OIP7G//_]MTWWWWWW5OJJO/KHQ_0VS/R
M&_H_5#R1!:= T:E\RO+D/W#_'Q4XP2)B<[L\E.)2V 1HN_A30% \KZUF" M&,P131RS)P?1_C9*R![Z(CHF920-K;@_UU% 'L]HN5:\/:M:(MH4)2FJ&@-
%.ILQ@V41L95NMTD:T@7%4HOFH08RN!W3:[L M\YNG_[V")AVNL8Q0#+01]MH !][XCMOPAK$>#WMQ@OQHKH]2(<]QO)]'^TB1 M_7TB/MM"J;-P&?:XP/V8 '22N,-
EE*0XOHKRE#CDQ6J[/1U.["R^ J5ATG A M!IQ$G&3I@Z4F0C45^DJ@JRWSZS".Z"")1/;C\&NI.\+ZIN$.+YA=6%'@LG X M3.XWA-QS]7F4P,$:!(_?
=N0SZ"9*.=S2WDDYUE#'9'3/><5#7SX2J:PWVGH2 MV ,S'=^*LR?:%%5MSU#;.MB1F2_O=6@2>D-/PMYHV <^^3("1W"\940-X.QK MG74#S+;.LQ?,)D3+%-]X1
N96,T3:@!HN;_BTK0'!Y[]Y1-OMYQG6ZY\U_QR ML :]^#6"0PW>H$^THN+)=,7+_@QYKQPJ#! M3XBN$V&X"= ^\857 MZR6\O3!BP[R?"?+F@AG1W_
^ODXW^:DHG7;O1BKPR5?'O>;$B39_DZ1O2DHP MZT;>,2#13XKK]!D7) MOR;IX^I =2K>7FXR?G=IF $&] 4X+PR15/*)ZCZJ^UVR%E;=(-[/&=B-KXL!
M3B%RG9=ORZ,F6)0=*MJHB6,=-9$W41,_H#^=O?WNCV=_^O,[9L/O_GSV/_Y[M-P"O%)KS,#WZNWMB:RR)'OK^NS-$L\?T5?
M_;>WWWWS_1]96_KCV^]\.I,NSR!GCL'FUY]/!ML>6)AWPM8G&GE"4V,3WG"Z M-6?(,E(!!W_KN5?%5%>M&> Z[<-%@L\D '1XN 5%JDAQ"X1"++-MA-EMGFSQ M+
<[OZ<3HOK9J.PBWH.IELJ^B0L0=(Z9U8! C7\3".5PT2,EH-$7*0F5_/"4Q MC3&:5T+,)106\B.3\$@D+&:1T"O%$*V@$Z#93*Q> J6F23 DQKV_6+=OL,P

MGZ*9*8,]M5%)87UVPXG06O|&!>R0;; HU0Z!2[+(US1:@)E?UFC1%V@BZ$7 R@BY\ V"?[UW7.DJW'[+&; M@_?LVD$PFS#(9+4/0DLK+G-J_G(SM/\|@7#
<=HYMV1H>6R]LBX@LY2 MX>AX:2G"Y*RP>"S=-!"\|6)R5[CQOC!7RX(80T*+8$Z6Q(/;#MQ,%A+NY@VK M&O/!=]|[#I%CBGML%3U8["+7;%A@9L-UPH@YC&AZ^>-
="%KC+&"76PO<7'@ T M&-$B=A:243MM*XQ4(9<5HQ^N6E6"[R8&B;# ?80#D*P+2J =1._2Q!=9H7PE M;2, 2AYNY+D__$UCGC:R;D[FDF*&Q]5.,Z.W#&LSUU#IQ>U8$1.-
P'%)>7X M/(!F9WKM#7UEO *I*M86[6M >881+?TTQ8@6HE$K:&!A?X:KW= Y>B ,M:)D5NR1R MT966I]XI]%5%]G7P- M#)%J73\0**H/XJGK3^770U O.$)/+LCCB:[#O=4T]
MA6C__L-/J_@?)_XP<+UK"]O0PC :+\R-%,@?3BB?P+TZP2@AM"Y'BQ%^&#V34!"@2YBW(R MF?X.RLE>AI]L.X$G% MZ=YC^.3BL,'WWCM.<%5=Y_B!W+7*<$H^8WQKEI'
GI9K>7;D"*,MSU#=>LP M#HT7[_Q/U0$PCU2AQK6<%& V!,G7[F;XP-R2X.KK-UEAVI_TVD'>?O0XE&XZ M<-E<<-RP2[,E55QRX;YSUQ[+,>\W2;ZC(NKSV4>97FEWB0T&S
1)*HI8]NR5R6(YF M_"IX^-51'^JBOI-*T3F>- MOJI:3UA$S>^HTIM[8F!U6NN0<\UR].WCDPW2-MF@/B>%(N(=?EK3VJ9Z2M(:
M)LAT\C-.'I^(":R('QH]XH\GFGEUO9/BTFW!AY[] $X]OA+V05;3HZH#Q'N@ MIR+R,YF@<8R321I5DLI/9\[0@TH^2",;A-B^Z0V":TB#O$SV)_);GV=IWCV% M-TJ#E"/-
LNIY488Y1%J3:<9J&1=@G#;T.IJG#;IA Y=-QW-ZFB4$*JO.DTP! MRH'.ZCS8YZ61,A:3W#D68^'[BPQ*UIZ3V; 3Y#%*98H&S&LI CY(:;EV>9(2 M=,UP9[WZRQ?S,*4''=O3E!YN0-
"^[AJJ8>9R-Y;I MK_F9;]:!R=:YH 9V1RX*QCV#K M@UDRIPEHA5:T4M*7L6@XC*1Y]8 :QF'+"/QP#K8R]H5DEVR9A.N=P/!Y5.!X MW:$QZ9UQ83VC=#B;K"_U">PMF>R/&
M5[3 T(/K8H>S##*+6!?2D3VP02;_S,6^IEGQ/ 6XS Y1(BECV+C7?2W3'AM) M)[)(WM^78I/=<1YAE3,,\@QVZ3K8;I8)'LC?Y#%;[YB(3]D^QGG!T^$YY'YQ MI <\?
G.5J#]>;5HZ>FGJO$:L?P[F-5R#5X:KS]NDH)$TZU3: MI;7E\W2>F3,UT.SO+HUTB\$H64 4,71E8>@V-VB 9V.32J9,AVH0#VKY\@2C
MN&"%0*++$@4Z;O"/R]HWT&T&_JZL^KHK,XQ$+10S10BW^;9%N.X(##=XN09,RGQ MYRTF\RM9O!,Y/Q)[U9H\D\4/W>ZC+5_GIT^YX/>(:-K1IX,?M8-_K 9_R_MI
MS.#C3M$"OO5=IMCRN F:^=H]B;8,'UY]!$NJ;U1,GMV^X:< M(E@H_\UZ"/7&8(R(=V1ZB8I3WNPFE)X?<*;X8:7 @\L=,(F\W6 MV>3MU@JS MQ?
<(4@X;ANP2>@M1>.R(\R2+KU+K+.'"\'FTI]G'T5>\|?01/IQ;LK//2PA^ M0<\Z7".41\4@&U/"'IZ%E!VI5TI8,REP2EB+'*:\E6)BHW2^Q$:^"6$'2J3-
MFCI%JA_HU*HNZ%2E5@6#ID]JU1$0%4AYW$\"W'Y8EF7;SE8R$$X2ZPS!XXU_= M$S771/4MD3%RVT8$M-FW\B[?I.DNQ;1AV/-O\"&D@-JHNZ%)W**[00DV.(R?
M9U]DAV.6TMLVRP)KH0L1#*:10(J/X)%>;;L%++!.HZ -]#(- XVZ1K-X&F5H"^ER.;R-6R)59*_[!*X^XOA)8FIW-/X_/53@8EG^CY)HW1+!FJU+9-G M5IS08?T#'E[15[0GE*1?
HZ8SU/9F6(9A'-!)!&=" M[YA;P7*U[1I)HX;\KX'+T0R$LJ)FS4 <+\QF)['5A=KH-+89K![5."FW5,JO M3K5D1T%>E5U^&68YWAQ!S;!^+4@+S= 8%AK=[E1EVD8(:&Y6&;1/)-
D:4)/, M4VC:9XD;*4@B".+^H!/2C-S0UC<=-Z@%,Y4_+T?01V(AT MDCG:4QV#SNE1W<%R;&N@?&JQ>$YK8GJG-,;Y2YZ4+#U*G!3*XD63)-*P[$D/.) MBRP2X"HBM*-!> T9.Q
6;H]#O7L>+Y.0.D3W!G@NX39.L^00">_\A0*=+)RM M2IHEG$T*W/FX:-_C7>('TWF6D2J0@R%S;UYZA/:($BQA,?6588H7E.,/SPE1
M_>#PQU,2TW5O:GEE<>,YALS;Z_,8L"9U3OF49Z?'IPX >V]\%[.ATDP))M=' M,Q^ .CM5LKW:"[O("O.Y@Y$L@(.CX5_K!M0)%-M]$B,)[=,,$".K?&1BZPH!
M0BSQ)BSI%G<3D,"7]3L^_]^2Z?_58UV7R0(M[K^S:MB18 8Q6+6=F\QEIP2 MP0=GIL5"!S*@6+]C8Z\>1F(F XW[,_(O;ZF.PD0[IY'XK1:>8DSO <-&#-HQ M)\<-
V@$7\G[UF@Q!44X4$V'L+/Q]JUE6SWO7IK,O(";"3_!^3$322+KLF @' M*#M>PCK@>'@A"/*]GY/R*1HDY%%[A6Q'N#?UH:3#:Q4Z^B#KGDT];!J/MW.@+:-9 M*K-
'26FY@]P$6 ODX8\<_613@;$SA["4U5F:XBW+ 4R;SEHC8<1I\9A1+:I1 MS=M1368I"^R5;;WTY)CKU7 M",<.
ARN6V72GD_3:@^<='9+&W;@[BU:^U>6D)4N%DE*Q.PL$4LXA7<#HNX\ MW@V%"SM#F>3L9*%G)M.9(\) MT]?I-CO@FZP@OY_.JN?Y7*@29]/IRU(%K?
D0HE,&_Q3ZBG[L:Y:I=SESR)!: M86!JS!LUTL#_A*N1_#ZMW8;J9=ORYJ,YS=18AFQB&P69TPB?.8X*?(GY?P7. MJM1'#C.53R>
\X^7;/)^E!.AKVKRKRG:VSFB2745V,D8)>7%$_D7F>7HT>LI MS^GN.RH*3*8 FMFC_M4^X36J0UNV/UC[]NJ/U$!66-_OW$:OT<,>K]*8EA0[MX?BF'0LOBW3K,*AU.LKL:*G-
S635'4-TU2$2>ER*U0Z4OA'S*(@956+BST>< M%F&W\..P;3=@'V ',N;;'-.:K%=\-+S,MD\:U$ E.1Q-L:)#%6&HL^D! M6< M+].0U+BRFXP:5.%6.FJMW&%FD0R5)?LN;
[I>0J]I6NDC%;T*+E M(Q[;0S(YCFHY@B],9B@ZK49F'(ZH2DG&"!_)I,4!($W@WM#.PRI4#994QQSM"O"=:Q++M"[6=(=H;L33S=>.\5C:/ MX-
7)C1QN$ZY^Y1@<=RM:!@>Q6XW+Q8%Y85=R%U6*X2F,!632H$_XVGJ>5>H$.IL17IB+LSI0+^*M87)P[P)P$O"0 MJP]L2BI4LZTKV_)(RYK\#/$.PICS".FZU6W[:3_85?
E"TX+X0K5OE[XX';QE MO_J\30IZ"E"= :Q3ECUJ):18$K)+K7>FB6*31VD1;57[C&IC-=O7@#;]\VE+ MJM[&OD1/HII;$V(%JLQ>_91FM@6M;+\+?W@05(%1@2+Z(N*T+WD=
[&S'_]O5 M(/_=HLIE UBJ>&KQ)9BIR['&(LQ5A:$1-NO] E)S4LM2;;(2Z>N=I)7[T\,_M\+;<9+=94=#%M563]K1V>(=@)[8C9)8/NG@.VF?:FR[I(BIXG^P):]6K,/0A
MSFX7K@*X$]ZQ^.^>|BX"_&XGO;,C0#GAN<, YN"7;A!HQC$$@GJPIL3+0>5YGU MS7%T;F1!UE8E_];)XX53B:&7?DF;&5G^"]GK]?I+LL/3'J7^J*N/4"6&G66RG@TW]Q=
(($X^(7$1,)==NX=E*(& M#5WW1*94:]4/EE"A?&V,4Q)_Q)8G(E)CV, \F5=-@%H=:)?$9_0)6;!0.SO# M55*!)F%"&2KYEAT2BL@Y#1Z67S+XEE5$[[D]QDCZ2']BKFCOBZ%_M
M=MAZH0[)R)=2E'B(CN>J8GR&.#=($:![AAJ>4,T4HEPASE:8P)W@JFKS+4_B)^@><_*;22-^PQ'Y90$+;,YO&Q+ZI7]#TCMKN#3X_I%5."IJ^ ML4V*F+ V=!X52;'>B5R?
GXHDQ45QB8MMGAPKN:I 7S(=W!+B+=F ;_#G\GQO MKJPV\W>78',3:=##%L\0^R:/K&F_2GY=?1<)'ZY?IE:?1O6WT2_TZXA]/M#N
M/*Q*J5X:A551M8I,H(N8M*:T4N?);$H3A4FA(_'AD@C'0 29SL;$N^99=M>< M%['LVH= 2G)BU3_,X6[RF":[9!NEY;"5SK4#R*-=5YFDP\^6<*%+QURB!3W% M]8*@=
(CKA3\0FZ([S/+580[N-P2T$8E'*3Z,-5C(]*K6:!*:G6.O>'N%G=3>/O0KE :>*<4(?(]M@9#B%AL"/QYWV/X#<.0#4-=[A*^"
M4=VW%_3\+WE*@L:_>+U+,^Y!\!IVUVJ_L#4E/Q"3E)(YU"4"HQ1U@'><$]ZV%"W>;),[V7 MNMU'6QXQ6,,OZ'F*.]RD4Q%WK $5\6P+(@H/&EQ...RDH,4\K7+(!3W%$IXB
MT4(F:M>QD0M>N@U,4(#Y3=%>O2P =FZSFP&!BYJ[YY)RB<;E,9$.TKAO#8 IS746?YCUE^YB,,S_N MI;M[ER<(%D+(ZRF;#-+=C4#P3Z@ZF&=G-
\N8_MT&1;JX<1J1@*CRF]L]^@B. M-;=93@^[1>L^LE7W0SH"DS!G_9, M/.P\:M*F>#:/=I_=1DK-7SBU#+N?S9C))\G" M?U_MM#EB[05'*/0:XC,6?9_!92"" 8?;#N.@?
8<=^.!:P8?+=&HF M"PLB<^R9$D7!Y]+!8BP,]M;)TP4X0"EK'@K\VXFL0%?/CJ]A]22@26FT?,N) M6NJFB+==0-*9X?#9?!3_2*Y M_2S9AI?AYWJ8Q4TFSUA.B\;>[KQ:3_E\>H
Z_.22BZ,4%/7QW^=8-E?>]H M3OP_X_PALQP)SBACL&-#?S1V#A$#0='I2'&JX5(D(H0_:*Q>9O?>^;W:9PS? M#@"70V>9^H/3Y$)H2<]0-4E 3!9.B^5XZ<1G^"%73S_L]9=2/^
-7E?K%UH7 M65$Z+J1F$J"5T*W])2D?IW(VH='^V@10JU\+G@1ESHPL+BL;>- <^28*2EF M'K)ND93AM8D..'\DW_@QSU[*IXOL<(Q2A^7)G12J:I";'-*;\8H,<3I4$2[#
M0">6B2:V.@4S7!^@=>KD0*/,J>C-M"/3HP3W4FDA8<(6S2YX_Q3EV-T]M5)" M)HBP2B&-1T5!$WLB1K,\?]1?*IT\ZN;K"B^1M7!?",>KP?!2H;.]*%6WE&(%I?
B\'!V69M!8/VF"VSX@Z6/^$78FN=92G[D[_D+ MWR,F_ZX@BS3YRRFOAR^=!&*=3I:WX$\@\1W>XF[6-.+[IW&4QV$K/@W$K%05 M:B!@00SS4X'7NZNB3 YD>E#5E-
(U!#0JB<<^@$@#ZBHV399G)=XBA 2^&A-] M6*L! ?1>.*4S!D^L>Y<4OU[D.$Y*^I,!P48JT)?)NX5ZWK;&M%&9X@35/]8 M&M3'B$?W>ZUL81_Z6B$FO^JUXFO$-L^E'J?K-
F]07V#;O&&2JIZ0U^<&Z+XM M-5KWA=K.PMM.(,'#;?%&H+F[Q0L-9;N#2 M4"X2J2HZ\90=4XL8NH"2,P)5=8^$NH_G*=%F5^$O:2!H-R MI_QF,LBD>$M5*=8D$"[/-.:4=A%/
)S0:7V,9@+)&%?]+@O5'J2$"]Y['-U M^_QE>48R2(R%5]U7%AL< &!^8%CL.5C4% J^*OD M?D2-2QD@+4G >"]3:2 IT&LA3_5MNK=%/X5YR;E]PO%I3V^K>NS01P-;LLF_
M3/:G$L<;NO(XO?,V/VD(@21]<<.?ZH>T2^LS_!>U80Z M.!T.4?Y*5?#0B!M7XNXS,BT>B4*R/":[6-*LH-\(^A1U'.:EAZKC]BYAM\ M.&8YT3[/RNALS!8Z0).U2=
'9=.^SAVZ%+OS%42PKCM,$9[LB5F53QC5+L>Z MMBP&NJ#[?2><]0W("60@9G*)'TKAB,W!>])2)]&GFOY2>U#*9Z-+L1SLJB]
MCQ>+S@=O@]N)7#AZ[7[,MB7VZP)H>^PIE];%6>^0<-Y._M6#4^!\H5!BAMI9 M#X&GN,L.ADV7'?=4@T=6R1T=O.?Z3BBF@Y>T& V8H/3\]3PB7&_Q_1/&Y8]Y
M=CK2>I9TN7.YF322A[B8-,NCOZH[0P^OJ")%C!;5Q)67MHPDI@[CI;VSKSXDIEEE+ 0DQ+=<2JA17OL2K(8W#8LBL=@DV9IW#;!%IC:X=663) MAO4>Y_)E@!6??6|
(6P4ZC]=9H?"&?N$M@Q6;,*E7]%=G MUZV+7SJACH?GU:%5<:M:OTVIWSI%OQ&>3I1067:2R M 1X9IY0VLXQ0R V7P@5OU@V:0H5Q>A&QJ/#B)DGQ-?
F5T3D>W760C=I@/9@V M<>H=W)D0A=ETC>J^T2^T=\2Z7\@F;QQ&]!O <0"!-10A+V-5/R%>IWROHQ(V)3B")_(1I,4G9QUHT:7T@N6 BCU,Y6
M,U@DL@TX"@EDF^$R3491H-FK^*36](K:;AY(M?YMGSTD1.%?_!)C7NT2# 0_]FF"WPUM:NZ-A\BXJ<6_+..!)P8!NP[PK&"*_ M\7%!W:&
(=]IG@&,>2Z6>N;31FGQ/9/*;#3W6P3'.V05Z1T'M5$C62T&/TM^7 M,6D,MQS#PX3!9@,\;5SB'/889++PE=HT3]1],7AK#F&6 MYQ*,UD [-]"4Z0HE+,.X!^%;;]>#P!VB0B0-
VK'$'6HIPE6'%+BVU59$M.T" M @\M>K<46>PK/114K%&$!IJP<-'&]VD LX#X/JO^'4#C'WDW-6RT<5"6]N'@ MHHVHD: 2,L;)2=T6A'1U#8(.L3X "RZ-MM3)M:Q!1BI
I)BYEU/$BW4YA/8+ M6(\(_9_FOM 9@=$S* M:'^31:DQ'%??'"@&U\!O'PM54U2U1;1Q\&!;F[[%"%L09;N$U0Y0^K92^IXT M]HZ?52+U4UK0:R(G_)@5V!Q,[M<%$*(]Y9(J2]3D'-
^D]0' M?MV'%OSSGI4L1$@H"Q^"4]'J@X'4928(/(Y@V[(D3J+\]3ZB1U0L?9K#T8^& M!GA[IN-I)@N.CP;4'' M&:*M%[&(V91OQHJL^>';[F/,CI_<,PH8*:
VU4:NI6T);]TOK!M^*VG7?6?G M"*1XIXWBI ,_P*;%_=[']'@HO+5LA"J&D,6KE+Q*F7WYH47ZU8+6 CU*I:* M-6GU&P +UD50W3P8'K2+GX2(!2Q[)E6;43'1N>QVID(@!8[(_]
M4>>-G9>Z^8^&Y^0>:J&VHT9M":TFF-5"5#>#K&&BSBJ,*I;KI)LT'7(H(?B_%7\R[P&F4GX<,A MU+*98R/"^W_^ ^48&F$8)7 $>L7:! ZP<8RJ68*?]%>Q"2,3^8CW1X*Q3+_N
M*-I Y4GO<29=UO"_!_3VQG((EJI<-<:=7.2J 1X.*?K.8;W;%4]9CO^6[6-: MA.5FOS5CS$($!3H;[_*5X0-+4L\I4$V";FXN0B(30@PP^#KAJ8-G.# Y9=,? M-
AI9/1I/XF@<&!'\1H7=)%\7Q0G'ER>:W^ 6YTD6\R(W'_$+^Y,QK,2Q \@@ M 5>9I %B 0*<$G%2Q&G/JK(_9XC0\Q;28[?1GK8)ULZ[V$FY%>\K[!OC[T,30K[\+*R M
'>O[Z,M7AUHP5_GNU>1)-C=:X=OZ]TK;8UX\U#6[\$^_P-:/4?)GBT]G]*8 M91'NG$R&,7H/,6X)WK?)D=@U2]LS.;]'0E0O]3^>DIAFE)T0/T)9G!V%3Z2$ M3[B+>]ERS1?
WLMF.R[E>S](765&J' U=0\B,ZGT>U>FYF_6&-8/?'GBPFM6L M;E6L@J9U5XZ_E,5]OL%W3MH^%@2#S>0.$]M+MB6.K]-G\C.OT('S@\9:#.V! MC,;$L7QR5[=%0F-
$6\.;T$#&$X'Q4L$XE$%9D2+:%0Q,7,QK!K@,-K8/29H< M3H<-^69"?":>\>-]EI^?BB3%17&1'1Z25"E--0A>/0 9I)]4?9U7U*BLR%'$ M4][LLAP]5#V0E:3I
MYNP\H'9=X#L"D:?"A@NDP!X09P^(%XO2>G&P:3]ZIJ M"'7PK>)1?R[$2HTH74* PVUW5O_P^W??_^D'(]]@I]A:$'1.KN=%@--I]63J MG>@A_R7>)=M$=5QD:!OD"7_+J>W]?
M42WGA\&:[?OL=JAL.D&N@A0I]G8 XX M^"<9\-8R_.W.;9YM,8Z+]T3KM>VO=S=9^DC]97JN8SBM=2$&/+=UDD51,I 1 M(8H[5)/12P-*^(;NU5CE\3"'H(-
$JDYUXQR_H#A[2=&)G>J>JO<)J>)(%_)P MT1UR_6-&=[P-7H&Z)YF7>?2BV\0I6P*M/FHN;<\&63OH6PE/=H6S\'@6=JT+ MY83,0BV2!M"*2^38U1E0\K=*8_N?JMU/R'.WIF?
&JO(CR_)4XZNQ>V>) M.])#OM9PE$AZO4$(6*9R]H- >D:+HM74,UVT._G$0R7;$H*@3U!\,"8]2?$! MV.#%\6(?%<5Z5]>,)A^\2QZ?RH+'%=WFR1;?
XKSZLV:5].P#:+GTE4PR"TI/ M\]HW%<^IC? ^ZGA U@L-!ZP;P:^@TXA)IN<748I9Y*'GIS2TURD^;XA]KW=;IYPIO\ M5)2K[9;>80R)JAK<*6R@U7#9=:$M1]XC76L?
>)_TQ4OYA!'K%E7]+B\F:_FJ M [?&FD7BHBN)1B%1Y#7LA$Q>-J[^KQ-"EKV<9U>X+R,DO0.'XD:GR(RZ58Y M>]D+G.MTQRMQW^'XQ,NN;'7G+6,[!9KV1LO>'UG>
(2LMN$Y1U2<2.J5;7QZN MQ%\U-1VCIFRR8WZ=XN[M3-<]T 0PH3ZD M0X>F:VKSU7:<]XXV&3JGQ9GY!^A403Z!VF]0BOHKZ"*D-P2C(&("1ZZ@Z@:.
M^/@/&.6U@HA&TBQ]LVT51)?,!?E(4]N5.(,NTJAJ.Z';2M(-$OJIU]T KXZG%35A?9R1_U:READZ$EEC05:L MD15J5AD*7G%B"8I)25CB;)U@3 M1-
L$*LUH9;1R4JD;4=)F08LTJ@=?*M6H'OEQN2]8=.F&M"IH*MN;Y*!]S:]O M#ID'0\UO?W3Y%1(/@R[KQFA/6P=*BN'&][T[WZ#),0PHD5)DS T1YT09DT(% M)I$S.[/O1H^SWQG6
P,-9+IF ^<2R/G-A!S?SOX0*'^Q/__26XMB%O9=$TK/ M)0!H?F4;_J64RC;P@Q6*RE*:P;H.X;0^1M11 !>+4G.M*A=%O&/:]*Q] !'R M?>$UC4MW<-
QW7W).J?)F!2Q=%MCI^3[*0['S>3!#1#@6]'.ZPIEF&(M#OSWH'#4\!_2%/OHL=GB+- 9:HS#AV#Z^&7A'2A?<5=I+,3':*S3JX< 4KC5P$#JF6QL]8F0JP.WKJ&,U
M8EG*WGUP^FGF 9Y[5GJOV508HP\2?D[*I]B06=6S#Z YP5Y:O3M@ ; M?XW3] /O/TPK9LG$C"HQHYZ8+SHQH6:+06@5YXQP4'69.>:$K'8L)PIO*?)2
M.#@F_VH/C1?/-.AJDHDVVT1Q]P5)QRS.)# M?J'MP]175NFP0;9*@?,.I;Y&>+\%Y'#J"S7K!O0R.T1)&G9(-?6QU8H$"CW(M\K+.T;XA'])8KJ4]:,B!FF/YMINT>
[.IJP2<(=HVH%T[:5R^Z#:H.PQ N!WY M0*2F" F2AFM'F 2<+1PU;X5*5^W#]PV/.693J&Y-E]M ^?T]SB0GJ?Y[R-5<
MI\&.KZI2W_@!TUJJLA7TH&DM4ABVD&NV7I/*H9O(VNZIXWZ;'/']Z:'8Y@D[M &@^4NB=,7=:J+!=1TFD"9EM76ZO;Z^02(E:4O0+)Y9P,?\>/(!08 &_/LCK
M1/^"P\XI%'C\2!7B2$7M2!T8[32GO,=XG;IFS?E"7RT8$+J.\D3UCE+>V .VG(GA0RY MM\NAS>%1$:$LYUD?SL+%9HT11PSB:=*2).'#]1T1)H7O.\)K=*D)6L3\#F_I MYY)=@N-
5\3%+LR/.(W,*JP%] !>=<)5,F^J?=H#$'E!4T.2-Z[J/,)FN)I61 MUJ5'>4]&FMRTZ21D&JS!0%65HX!'J4]-BD C";+,7A$>MV7RC)L$"G?$YR?2 MDM%/]@E3S\43O7>]3J_2:$MK
2_,HV:7LW75GJ$WS@6A;U.WP M#/$N:5A*U6G3] Q5X:]AUO:9]$%#]@C*@[XI'0_SOA?BY*3S M >1V4.N\@D-I=J1M4&=%#[!8.S.:B9-YL 57-_*=177687=:.,=K%:QL\N!Z
MR0LJE.Q?(7FIA9']<$M1>CJR,/*(D]3#QG$$5R5[W%,/-8]C1\|$1Y>.XU' M>H36WA?F&MJU,=Q')"99=8Z:WOM$7X"WZ*^B5EJ5RSA:,L>$0?/(5HT?]8?) M^!9&29?F'#N:_A
OV='NP3R"]Y?7%]@Q;+XB$V94*[X6,/ %RZM\ MK\0@,3%24]XB,UFH,N4R_Y8*Y76"VYIB :7))YT-*MZ&ZR&P+#60*5P/GZGRHS0&*0,$.4Z9/Q6*9V(?(L%["J8H3
M9*14KB!X<<[GZHV;YN2E%'"S[>,&9$7Z$.6_XI*&E+8UB@PKD;HYX JDX5=* M<],T0VV[,.O-E!Q#KBXF9/17%1,L0&"\P8=CED?Y*SW1*6D2_NT^HU[>ZJ$@
M1J:L@.Q!"PAP%TGZV&EH$"="+17ZI:8+&OWH/#Y]9#D/3@B8G;]6\2AL6M]0 M_+OC3$D<#FAJ66Q(.T,/KZB)F>*KVR^,>$EP,XR3!6^&0?(&7(&WWSQFS]_&
M..%8(S^T$"/_^/L-?HSV5VE)/JQYRZAL!0 :-7=]=+ 6B#<)^*31H,IZN UZ MG&%<^4>TKQWE)D CVN-+.C*O!C+@(T>=]L1Q5*EN1#*R0YN38;UCUK\20GGO
M3P__P%M:ZB,3J0GZ!4M@-EX#V8% MD*J^A213 =]Q?7$J@4N9-I&U=).I360J(5S"FR3%UR4^F#;1>I)P[I_(MW5[M\0MMC5CS);EYDNXMSIVD^.&E7[.41I(2O.Y?
>4E[EF(OCY.4?(T7]$L#&ZD M4(5>W>207QFT9*BE0S4A+Z 3(#_U%/+DK3Q9+4^AE =JUO5!6Z=B*S34G JU MSCI$\&^">W/,:KO-,15_D[7+%
(LP6L7_./$2D.Y+A5MOX5811VGMIPI-1]3S M:;OB(7+DSTUOH6[0IQ%\"B=P00NP#]@M:[,/TH?GJ:\N0U=[1H-CXE.>'O;) MMB[ZK%FS'>B@;'AP M?M$O(%!%C2G"(\#><-
B@TGG+ 8(3IS<=0_#"'."NWH-[PV)93'>OMTL5SKOM M<6_W8CL%9<-$'_B)\&-._$MT[(6\)642[6L'H0YV.=-LZ@.ZGRIT6=Q,%;0& M+T3]ONG$Q[>T.+X\L0BA)UH(-
LEBXY'0@'Z %JXA$EI/$_FM<=T-XOT@TA'B M/04[/9I"VG;S4C3[NS__NV?OONAN\D+:4ZCL"NNF&&!Z[*23@M@S ',/9R\ M!G#, 4SK'APY@ >>1:EC;+=/.#
[M\7IW%>4I^5!1EY;6Q9\X44'%V5JYER(F M*PI6.:BB:8NRAPPV\1B-3@ KX% XA; .'Q):&J@>DJ9.^]PP-]VP.5,&A[OI MOLT&^<"W;Y[#XX;]>
<9F'/Z=QFA&&_A(>,]I6T,0JZ8=$+Y5'/8UU;0)'(IJ MU*@(TGG5Z0))+[5.@[5+G&:')'5 F[(E$-[47/95([1: .8,FA51-[=:77#G MK=[@!TH?
<)+MPH.+F[0T9#B/D2SU$G*TGN">PEH-I/B4N%LR>6EP3D MP0,P"L&C?6I:@"B)$^+KK'/N[7S Y5,67Z?/N"@QOH_HZ0@3YOQ5;EPWL[U_MG/8SD+4:I]6/=)344-
!D\]6E&/\"JFG/$/U(^\;RX14IR>KV2WB$.0>LI)J2 M,V!J>#AA)RC*N%RHFT(%#:KYE$*XNA&!P1<&DWH[71SZ]8I9LY+QX,#XD;/ M_>MGG-.X/A90NS:_8W2@
9R539Q+05&D[9NF,5J'?% X/_^0D[P5/_T9VPH> M8)='6"&DJRNC$Z,F#.*6:&30.QI]=R+TE:+?L.B= -.8A*N<]/%$\4WX:G+C
M7$3[/8[/7Z^B[5.WK0%Z$_0=NO:2IR8\BC/QGAFBF[X1[YPZR[1[B6I!59Q& M*J8*-&7!OG0_22^B7YX(2[5G$2S1Z S"MD.M?"U5/D4EVD8I>B!Z(&(]107! M -.
(6A>@^4JGFA^<"F,-F1S&1"NPCPE"S22XE.:&.(6]!1P$0P&KC706W>+ M1/+@'$H"'Z,ZB']:7U!A.@6]L-N?8F(N28HPG3)/"J$ @S5L@.J%;8"@R3& M8]BH=$:#SEET
":+)F(\U7O2#9DGZ31 F;K(TB+1YVAU(P6V6(L<>M-M#C0H M)?<,*"VJB<,9\3"1"&YZ[^KX&M@8,($5[P-]1>R:!R-_'=JJ76"H,F\P#/K8
M^>"!LXT8_(&0TI&X^HSS;5+@VSRAI6UK<:N_%F]]=RWV_D+O5!PD]MB=U+TA MUIW0IF@:@:>,GEK\1L9C+>-<>X\8[Q+Z*"U+?SPE,7W=""!>,V"\>.X9PAUY M%
[>I<#59IXV$J[V&FZ%LEX\FHM!SC>YB4#NA+.%VSSX*3L@:EU)U,OBX'/W: M"$/#R'3T:X#20HY^W8;%"5.#CG[5L9JJ[MEK8383DBU=]2?-QLF#'BJ.TT,B M-
8C:'11:UR!B'53.#3T+^7FFE=^>\&V$> JOO%[KN4L3^ QQ$" [L:Q!T.@4 MV3H:E>VHT:DMYVXW&SYY*8Y3S&>N-8>DC;5A7<'K53N,X3B^"5$6HSQ M(FIGB45-"68<6B<% !
.GA8\P:B<&%+=(,*?M]1BK-*8;Z;6I[(HHS1.TD># M,VHF W1%+?QKM]&D177P@02*,%>RGC*L'A]S'-%T=NB99B1F5K0/"KN36]%;_)TLI1TS>[*H!/B MB:'R/DIREM#
<&2H"13"HB%Q;H'*&:&.>LE^H2!EFBS>W%.&@+^'(#'T)1(,] MC?=)7I0_9_FO9(]X$1V3,MK?9)&Y#)]%!LCSL''>AP1KCRH"5%$@2A+0%P$0 M LH[<4*2Z*7 P/
T5"9Z"06NGE*??OB>_>M?=N1L!;2(0K.1Y[X"_^U[1%NC MWN%.P%5F5O:AS-".&]$&@4#C8H"#M'_LGEA-=.C[;V_IKWQLST 97LFGB7U ML<9+,KT9N0>S/"MJ.I8'
QDGRQN@_)[A36-W;"?W;^\|C<]*!7D,8N1>O7/E M)(N#L^-@2.<(0"/A?)(P8$1^>SR/S_2G[G'FD/>/ MR[SA'HC4SNW;0)@.-J\/.'_$^>HQIT7-T])H0YJV0(:BX[2/#MX.-0V#X*H
M8G'PY]>OB_/LJ>>H;CC-KE:.=#*_;3.T!*EB6/I6;PB0"[\JS&KSD60PBC< M!:A#%"_&P_EGW=1=*J5Q54K'9#].@VMZ-T*QZ M=;P$\M
O3\X[T8%"D9?"80+Y5WN00/[Q]TU2TNW?=1HGSTE\BO:KSXDR [2^ M+01 Q*%\6T'=W9MRW1+[1M&*#:=-Q U:9@. C\G)1/;-=/#P">DN,FNTK+ MI'R]S Y1(D%
<)Z2MEU"PL4KG!"C>>CF0N9A'UZZ#TS]L=!T9F))WY1/.;Y+H(=GSFBBG/,?*%)Y6"LAR M=UJNI6)QM"42FIZAJG&H%./NO"O=\:#U["&%I1X.+'/"M,,ZB=%!#Q#G)(^4
J$E1FJ")"+=498G1A$A",D6:7 MY2BB5 7+>A_2'ES!U3<,5V0-SWO$/[#)7J(\+E;Q,ZT+4'^.ZVT3Y8^X?)^D MY$]DDEF1->B96:EF6SZN2Z@L2N/DUF .5?VAND/R"R1TB7B?

J,D4M;T&2,LT MK0X:F#N=5K V0KHNC_?0|%T?C@7'M\VR+ M<5R\)*)?)E<>BT)I"NOYUN1TH\U170 4WH$;RU2V0 M 8$Z/1M;[RYR'"OKQZJ; 4*ZQU\?"BS/JO--4(12\T>NT MS*X(#^6K+L/JP'Z"5.%QD!:6BZ=HBO$42'3<;4^(=\6W5:$K\HP15ZS$49=[M*6@U7=H1E3:ATF(N[;-*6K#XZJ$@UA?O@4;P?PF?V88V48[M'(6^&A'Z=8B4 M(OG-/(Y=AIV$7.7VF8\4U<$T4|1B)]=Q;E"#65&62H/OA@Z7#]Y7>FFQ> MZ)#\H^H2\3X\'"I^K>ES"=GTU%"TI.:8$)',?R[H[BEB?8;M)@\H>#WV43/V MY1.NW9NM;OS#U2$8-!&8:Q4,F@6&)PNAL==LI[K#^89.Q(\XY^5GJ]TK('&-MHW,EADH6;. :=7'B556E&?D)RY751NXJ!<MJ.0"RXWB!;*:,,I/3/,6P065(=\MT5+/-.7*ARA-Z4QTC\MRSY[%&PQO M0%_A7S89)75^ZG2&6#^L/#SOB4ZZ;5]AS%*D8],Y%*X%BX;B0^-Q(56X@6\ M]['*#VO$!F!WV1{*6$S0\9?*

NX]@$<%GX:\'1) ^%SOZJOMB^SPD*1*%R.K,W)/-M_AVPU.C3:TA.W5U]0[CB<=T>\"@Z^C5*U82+"\^$WT# Z]R!?#U-'G49$QU M1]@>:!UM]3]#RUP_DSUV<]TOV1C=LN-_Z0";J.I$=?9#UH0RV_[*TV?4O\OQ MK\N-K610DZN=?V6DV((D8RWSB8D 68\48(00T8)@A/:]4T2(X_/5W8D>G8<]+EGXV./2#[4@'1YY\+OFX$VH(R2^ ME/?=5&<<'QYHF=9MSA/LIC/@/SW1.)/G@#\3]DRQ]KX=0:.Z]!51NCUC\SMO MB7@7B/=Q5KD49_5?Z>#6/84Y6IE(VH3+$W-ICQU!@^,L'@18*5GW(+0&N&FH MWVG3L1MH8&F #-IE\|C#: M8)NOP>AT#Q+50'-X"NH-U_KIYPC3F-$IUCWML1%")G6V\)2SF(MVU0DN":A=7!HV'%%!?UZ'4H.1+S53GCJ!+"& Y-3-NL9!F.B;.LU9RLR-R1E M$NT_X(@F;-'$6CC00!NJAG.#2B,ZX3,2=&AI@J/;- 1*<, ^N?R]L3S4.TP"[MN]IIMAJZAD 05O)H|,\";#J&LYI'+\%NSO4 $&UIYM%W,2!WU0I>:DS^/8>A M"#M')WOIM]B-EV.;9!/RFQ*"[A\-$/5)>[VcU-8%6!=+2Jf"=2U^-+2AE>,3BH.2$FQO#9&KK;#*X @:V%0;(M_-9.?lL* !/.:5?/A U#&(+P=Z#Y1N2HKS:VM\ W_1+&1$3/HRX7?%K5-B%> MC#?DG1.0F-%>S%:H"7SWK="8*"]^-^ESBM#!E'C"TA7KN MJ>%4>O+(VJ&F8?!K;*.*,^\79]>OTUOT@7H.D#QT^X3CTQY7E5O/7R_V4:&-M8G6B@DP,:N1>TG;5FCHG/$WFPRMB%"$#6#U&0Lj$:1^&X7$0;-.91 8O]ML$ M*JZARY=T,U(|.;]I=)>)QAA+M4Y\1VXJ7"B>)]J-Z-WU6\$C"6MD]"B*;'';MI=:B"E&!G"UG54VU3K_$*6UCN6L&"!8\)?BN=LY3-B.^S?'6\!V*PO),$ MGT<%CM?IST_)(NF#&A&N?E_1G@NT/R(]_3FN?X1CHUL7D!-P6[-P&!?OD01> MZ'$33\Y!?N"K^0KQ7JM5GE8U)[_B7%6)OQ'C"ZU3Q#A#-RQ#>//7IJOS;E>4 M172.4E8Z2.I_&@/Y[H8D)6G2PM\/94)L)X MDT>TCM1E|$I3N]93.OG-Y@FW><$T9C:B/R|;'"-Q?VQX7VQ9;'M#57>(JL=6 M6:%'%B0CD)*#-^T9Y">8W KREY7\,96?EM*)\!?EI=$/19M\,-5:,OKTXG2P#

M]"YSSK(&/X"3V+K5/V7T1OHN>7PJC6ZBC@+24=1RK7H15'OE9X@W1KQUF#I6 MWJP7G/5GSGJN9!W4RS4C1O)SS7"!N[T?0DG1N!I$-T>JFX=:-UN],J \G-@$"EX*^O MD*I)Y36'#?W2J5.$UZRZ=$&8KTZG1YN4!! M8OZZG1YWZJ1!2LBTD71')'E2S8-(C]D,5]O*I_R+#L?X MP&IT&AQ"

(P40.LU<2Q6(2&MZU%"U1RU!8)_10?DB8*$T[P+;_2-`]LPOU0CD M#<&L*#8ZFQ::L$C6NDDF+ ?V1YT&P0'(@:S402,Q(Z9;%AJNZ%G5150\&?T& M!SH@;+M((%<.;_#PCQR:%O;\Z'-+Z.9%??3_M?I`)Z#H);]:V7R.0Q7QOU1C,0^FB^4 C.08.QHRHI)-52.Z%>*D)DK]E&?% M$6)I^)ZTW!GMRH40*I&3BPQ2HIJ62.E

!387!W'IY\V"\12G|$>C\VJMK15O6)47T3")\,%IH#HC.@F+,I;#*VB$0[M!P'7VI; MO?&VM%4IF3I4>L-ZO4"N&,)>4N%CTH6>H B+ G\TF2ZXJN3/\,47$XI-6<;F"'"/VC_B ME_WK=5&<<#SU^W9-U\M\ZJ[3PT2OWEGWB/>_C"C^>?3B^R-Z97)DN%X6%0_MA?6,>"4_O^G,\& ^$%0")(R-FGRCM@V/G03R_;&>;^FI;R3DB#T+N[<9P7[U MH'X!FQE7[$COF2W F2A]5'W+4GD:H;ATXC96.ZD^3H1<-T MF%12?6SHDTG- @S_=%*#=#V1]TT7*5Z#$,=L+70Y$K-20?G,5NZEM9PMRC4) M=W##GX0-E2.]Y6!>QA*6#I=G(-$ M)>Y>9*S# C0VW3]T1VKA6;,O#A5YTMY MR^Z]BX%OW,UGZU69Q5!Y(>=6CNT=|,/Q-+ @]GAD"9Y8[\< MS$Q4ZX#GN]U=L'?;'+@1],&?$V,Y5A2FB5K8GA\]2@>"(^^3;^:4//HO#G;:LVEDZ'GFZ=#H>I MCFA=4D:F^NH7PC/A J@F^,3IP"]U1S,^*?J,.V!B.(?04]T"'"_^CL+ MB-:,04?=V"F5#: 7KB-N4T6KHZ+64:[54,#(O-$69@S(6X9Y#8K#6P"$F"-M MA%&0:9<%)U(.\]I*BZ2,]!V.OS289AKV^N RIV4_G4TT39=/],2<-55LI*G[MG'CG]:<7/W-/HL8A9IB+;]2W@ JSQ#HU+G1R'V#'(R;[4$8\P^0?"(5^(>SL-M+2.K)+_)SO&G L?O,Y5N5L5*'+`F_RJ$?PQ^?@?25)E1)?H MINAQI=*:(F)K]**GUA0!]62:VE:-W1XW2DT!OE=4:W5VL1V!]'_OR^)Q5(&C[M!Y,U9T=IS(^6U]>R**.4GNEO<'XP!)7920&#RQSDT+[=):WJHVF!Z O1NC"Q M9@.D,1WBE0!!(*/.7$'6CSYS1=@TCT[:8];>Q. 3I#ZJQQ /5;REMCQA$:]\ M% ['A%??0_R#B'WQB[L(U#:-/?@2:6U(]=:_M!M+:%W+OK3?)";^]9[9'@%OO14!LUCE<2/A0!;)^(BPT[?PF:FMG86=CNZP^_M4ZZ87Z:)$Z<=*NT7,Z<.%5V-;C%S1Q/)?**BM^T7-C$ZXMQA!H,$^8@I#G[$ M)\KZ3*. P^D@7HX0ISDK:2;U!S_F#SC=)-54OPMV\?$(HB$6;D6I$\UTI9$ M:M4-ED9Y(SU*.8!XOZMWOTBTUZIPZ60#?!TY_K%%G5)O#

[!OU#^Q7X>6YNY.3= M^S*ZQ>+*X8>LCTPYY.W%FY)0*,,M! M#((K5CDD;<;RN$SH.(_CWCY." -9OS5\8W3W6OKA;E M0!,"U@K.^S!E#:J."N%*1#GK7 LMG<)#S+ *2#,,?TJSAP+GSQ3*U^GQ5)(_M$[T00V#KERB"MI[3_)\,-]_I3F; M^V\0ZP_Q#IFK47O@Q$.@VB 8%P(^BR*9YB)]L)]\)'=L)) ^]D2S92$:\EZF> M/R3/45FGX2TLU9N4;<&>)*@YE>.

<6;OV&C4TXHTJ[L:N&_3[Q9QIW!A*(\WT MG2_L;$/4D.E\@W^":>1S"1U#]%92EIB,0]JG@%9YF1=8<)R(2K$,CS/<\'^9 M%-M]1ME=/=#W<%M5<(P'+;"!NBBW469Z@%/VKIT"\U03@=>\XQDOTUY 6 M9YRIOA4YXPG$,@0+'F8>KAT VHI5W:($FU19PJ=8RA6Q![<8/<'WC\4/; BQH ML.4LR&)4?

E221NF6AK=6CM&N^87=B)9H.3I?\9GQOF]HEVL[PVPFU.U4S=6K MYPV5BBI,+952 MVT^[K$VRK\&\ANK/0# LA\][#[5Z@*XO[]=5\WPX!Y1DU

MJ=]_HX=7)!G'DJZXYL:7UL3F!A?T3-_|^+<$YV0TGEYO\#,95.[= ^0D#144(_1"YI M&O890BTT?<8/%[%L]BZ8F7ROO1URH@J!/B7WIC-W3G"&& GZ7GMY!+,E)}/#MQG,0\]#C1VL,>2 $@_[,0=!_NQ#HOQT _<+A+Y>#AO/H:'_UA_Z;T-"__Q5 M6)'>Y_BW$TZWK'<X>L9XZC#MLD$9Z8]4V14W;93G!M&K$Q>,"V@0GF_C;<e<)'Z-M)>K

K]XLC2/,%NK9:D;'Q9_5#$VX?59S4N&^IAO)0^^]9'G<'LTL;]UT&""G MS9-F=$#0)O#!UO$-^99ER=23 *.*P+=IUF)M$6V\@-71IOL^>&R*#P88Z_)G M(@H,&]?%3H3-E8[^QBX0"? VM9GHWUA:UW7[*0!@;20PPJG,_$E?."-ZP!Y M6*7R*MG-$E9E5VC9+$.'JR#V1L6;1+G[*)E')+IZ\K43704!,T)M MB>/+Y#F)<1H/\N),G02U(H-L3L;$Z5'=P1*=."\A&T%>$_]6?)FV90.DW<1L M. QJ;.3VSV +$XD78%D=?PLBA(NU",.C4"T'2$8FI5W+IZ2[0]&?RNUB0C M;[{@5%?DI6!#Y5VLJV!]_OR^)Q5(&[K&=[")*,P<"]=[%9_#GA# M9E5LDX+"IM7YQKEWZV%>T()A+=@F9PW778);V4.-QX%B/@8#774YJ[B#!IN/A MU4&R]!GG94+KGA#^DJ+(\M>/68F+.[PG\

(MOHYR_+3'DHO'M!*H.B*]L4F&$ MM@/4]H!8%ZC] U6=!,]L,VPD.W4OP@VC4[T+R.&$3V%)B1_*-F_;ZCE*]O3! MUOLLOX_VN.\0&+Q6WXX /5AO&:6M$^E

2/1WAIH^WNRR_$U!>CE#DLL.QK6= M6E@4U5VP9-Q4UI#.]3"\]AW+M6 -7M?8PQS|NEE(O6_'=%IK'R_$##<4LRJ*-ME+4]++4VI4W;93GI'M&'GE_9RWSFQ_V2^C+?Y;ND^,?GOF-?.D/BMZHPP^[7%E46 M8&*0S?A;/\"1@/',W_BNDIYST$N2"/:WY M.2F?)&:.++K?%72_=9I4'A/7E8J/3?B_PXYTI-&;R4M$A?B'?4EACT3/',]F$ MVS0XK-

O)G>HCSI,LOB^CO+2YUJ!*?)Y1VJLT7KZLH9^'"33:AN+P=FVPV@9U_M/=>*BN$?HR2]R8JBN?!9[Z]3;7; 5Y]+G!;TP/(F*4R'#% ,A)BAYI:IBV/U MJIB(K;[4&:.),H*\H&U^?H8836EN\AT(++5]DAV..GRA/S|C^_2\ME^@]/1TP MO|5>AD<& G+M) &"\$[;9HKQ:1R+4_Q3B^3J^BG-9[=IMS<_#%^+#=#=$L MH.?7F5!0S0TM1E+S$S@]3 !U7SR1?V&J^HT\JULPA5++)M>L?,(YBHKBQ LL M!TW("V]O4SE:@XU]<%C"-)Q>IV0K'^VMV]K9OP@4\#"OU@Q9 <5Y[F>W>:X_ MS:'JL[/O;ZVEM&&U6(M]$%28[?

[P^[=_^NZ'?9M3G+B,_9 %WN9T)+K$GTOR MW5-2/-7^98P?I/LVJ$@4 ,,5PU:^%,MUB7$)8,$<7X>^IW(2+;A;4/.N\;?E MC1Z8!2<5E/>-:,._^ U8#GV:=NR4C_105&-"/%CIYY;K-HMV 0>3FP_\[W&&3 M&F])\VURD\4U#K0.(5\3ZO6COV++)W)^)9N5#*'P:UM%7'2NF@RQM?KF M0$ZE@5J-K$SG.C)Y6*Q-W;(G :)K%S=@@,[W;=N)BI&>'O:)UER#M-,$JO1HMER]!1F1_#@X[E?8ZY47G4IT+OJQ4&-!M^XC+2\S]KR;/O'QD,P\[7\OWIO4- M,9)B1U9OTK>+&S<{*R]@=*-QP_GZ5*YWO(# #.)HHR_>-P-VS36.3;YV% MG7+S21K3JL\-

JJ(57];&V5>#=3-$YO*TKRIUE%GU8Y9^D;$W3I8WU3;9R>S" M50AYMTKC815RNJ2A:X5TY? H&'*&WK$7*LM0*,-(Z=2'(H! @';^LBB<-)' M>N=Y0;;=K[LL?XGRN+],+%2L+,+D4?90T%HB2H0[.$1QR.X]+'EN.@##X_ MX>%%F^AS6SWWQO#\P4X"=+YBX5N^OV0!:Z1]I_#Y3=A7!*X#(!I)@&G?Y8AF MV"B49!3BA@#^!(?85$IX_KIP9%IV.ZU@ISZ\.\4TES(8TI^'\7I', @\X?9' M63&Y]H<8!("24GI',9@F_X%C\OUSG,)=4IHN;K44@,#4<]W'@-B28:%N&P.P M.S .'60+6OJ@MD E),";Y>(6I]&>15)

(XS[.\F]IS4\XIC<"MUI#&XJCI,Z8 M/$.'5]/FR?9332;QIMM%V=V"]+ , ,.Q"4=3]S$(D.G@:K?#6WK:W'!&\VQ> M9"G9V)S(WJ;:Y&2I:0GTZ030V+UDDU)$UL0BA%GBV/YIZ"TF?*?3WQ8]X_PA MLYOR%RYEF971?E89A:T-S8*9%D$/9_T-KC^U^%M;X-.M00=;"SG3\CS."K;M M&\+^GK*_%9J?I;A$[W%,&NR7>2#G?

Q8':@_.U2^(5OM]!A(182_Q#N8X^C#ZZA+S MG[X^0[S;Z:SM+USN%#]&\$FRW)>FT$'[]*Q\PL+SLZCN<2X!0655D MR_GOPATE]),8D1,'U5>1MI@;??/&;/A ^V!' [MK?

[1FFGUB[\3C7Z'ZSVES=AQ@P65/U<,EJ G$A MV=47S9AHV8_VV@&ZC'T.)1-D5YFTP0+VG$IUOTI[Z1YA1!NZL91:AAAQI:HI MCOD"-H\:M6K'/<16I7<65OR89T6Q>BC*/-J;B\^8"4&+55ADD.NM|(^OBS/$ MB,A449&%VDL.EH7>FT:4)&RM&!#P M"]J25C&5PT:CBE L0V=Y MBYC?XA76B9/O/"V K](.B7JE-$XFH A>"'"55/IR]GY9U)^\|-*N9Z%$6QF:,M^6+4S4-A3HUB-(.:(Z0;#>0-8O:'BRR-,O"&4]Y*,NT!D/]$\-'P%!=\XI7 MW^_YF(-+;RW&MQ4E:)V,RA96>H;]WA1C6(''9=*&//EV6;^8.8ZM)NF,8Q&(O M3H2!M&0WK*LTOB$?V1->]]CXZJ6*P48=Z0&MTE4B*4:1T_'"*NQ5$B-E9ED1 MHZ\]\[_#6-XDHH4T+"^T[4W)"V[@RUYI28XR]F&_+HD)L_YRJ==V?HF)03B M+

<2R)15T"4N7#R1U:Y8/'B$?]^11RH!E2D\)OT 9I-#-WQ?)D@QGM# +6(YL M>-(L1#8P@2Y!%3/#%Q\;!P&6';M,VFFX-I3E+C2C95O"(N,&.MWRXH:XP1>R MZI>QW93,]:.<)C/<>E=E0-?=U8[N%>@:=!5T0U^'H^JOUW6*A\LZQVJ^X._M YY>&4*MFVR'7JJL^5'\CU-1'A0OXZ'NB"<"O7A|O"3$NIPLSXG\L>D%/D-MITH8;9MGCCL5/(@)

<2/LH8]P%W^1?"IX;9(R6AJ?6.)_*]D)JE ^E9\O&X>+0 MS*^[Q3X>GLFXW%)\C+8LD/GG_O10X-].!)U7S^3_;*EMUH9&. M5X\Y9B_[=&\LEGA++233:-

:=9B;0:>^]#/]5HD[_A.9]W|E_R(_/$0%_M?_M#U!+ P04 "_! BDY8;Z<7T?I= "N]04 %'-O8RTR,#(S,#DS,%]P M&ULJ;UI<^-(UA[ZW1'^#^WVY^X6M6O"8P>U]2AN55&OD)IV?>-&!40D M144R@:!H 5:6YX?_NW$B"1)Y<@ 0.1KH_V&]/*1/,YSPMQ CM_^X=CG=Q[_5Z1K\M]\<;_MR8LD2___^X^CG=0Q(.(DTBY/TY>\|_KLK93^_^_ TW_[+S_]!*M@)21Z5 M)/[A^?

V'Z[N]3S_\S\N'#S_=XEJ1%MEB5] >*GZ?9\A?Z]W^*'_SAX>CG_H_Z7^-CG^Z)<_Y*LK?:SH\M.#S^X?\=C?YV?/RW@Y/_IX?___[C__G)S.*19+^_AP5Y 23C8VH8K);/+*IAZ;0O9#MA/IW,+RK>92^D.(N?2RSZ>_S,:\'3"7Y-9LDT*9L-6/_%+B!$Q?QVD7UM*.!* M]W.#F^0O49K\FY.U3N/+59&DI"@<%,#B"^V&^)B\I EE(DK+\?2;K=*2[A;W MV0)R0\S#,_1N-[2[-"F3:\&_>J;?F\QF)*E>C=8PSI8I:SUQ9=^W$9)_L]HL2(?252LZ_D8W M"Y[E"$W=.YAMEB/3]O4T\RR'4FO?!>EG',<)^X]H<9?:LGS)__6:E%&R\'-R MTG^]PTG3"E;++W<(Z7&U7-+;_&3V0*89W9@7)'Z:DZM0%5!3C21XG*?WCXY5>_MG HO.!O\?!_@/\%23)%)DO:?UC<%>G3)Q+W&+W++W^K@A-U*?1M\L9N3>2L4

MS3[:S0;'S%GQ:D'YW^P4D]DU>2Z9K2[G1C1,6#Y^HAN0K=A]|M'.KCNML#3^_MKO=K4KM=S/5[?]Y7K<;/M*10*ZB?)$)LO5@I/R,8O)PI,DVOQRIR+9&$_I

M":BR/$MM_9!$S\F"ZJO]RLED2NO[2(GLF"?_]+KF)1-K% MD-;N A7Q;8TB4W^<.8 8%70 66O0NE^_"'+Z9E'QS# ^X*GYZB.)701Y9E,7Z7[8LRG_XLGD#Y9:6R8R?XL??DD):I;&/M$,DYO=P^/Q6$5UGRRA)<.36&PL!7. P:D^/FE8-'#6?1_WR M-5YG;](R'=_I=D8%7W!S /N/)_/I8(;..WT9'9V=`QX?!S-)?72"I.3T>&]V5 M\8-54AME.(CW!

(\^6B3]'&C![VDZ&1MOZO8F9Z.AYX2-9/L.5P1T@W@Q:<:;$_U_B#87)W1=%S^UU,OOT_MY%U+WEY;COAP6+N8/7L0&("^GLTPCMZO2X<_]%1H&0: M, &

<]FQZL>64V=+5UTRXHW%(5\S;)W^_RF(]M=[>7!K'HT 9MH,&$#U0F\Q] MGK!WE<=D^FFEN0:J&\L[5*@S%H8#<#@X XS -9LL2'Y%U?$ER_6[YTY+L=T< M!DJ>&@1 W.!,,+#S9+D+TGZ\FN>?2WG5]GR-4KU!"I"/2QK161.HA 80. MSCHCL#PNH\5B;6[2&KG34[=EBG;GD U%("XP=EA!!) X]Z7_+7]GN1)%NNG M8:YYP!V>?<;

(/:^!Q<,8.:=REHR^R-"4+C1E U53N_>'9;O1@ /8&:L215RCY M?QCZD MV .%,Y$/ "-Pl;NW&=%&2W^=_)- "H.DCPH5[\]9 /@=]V7F*OWM%5! \ MC(N-V>+>#_01(C@?

EI^4/:M&5 "Q@[/DL$5FG)-(,S6K303 B_]65C4(@*?! MV6185[;%_3Q+B7;&[3>30,,ST\! ,.9:&6E^V7>$]NP#>.IG=)BD=_M @M4S<2%3>-2[=+]R\?1Q<7A4>,9T

H6Y'6M;DBTCG2:."33W>EA0/67-M$[9TB]7BO%KW# P9Z 3=GA(=KZD D-Z]L.E1TZ!.PCWZT9\\GP,(BL%Z/\) M-Q8"0'1QL. %(!+&X'9<6@#$^>-YUC[9%3,=3LC_3-

'BA7*.\S1#\>7HC3I# M_T$6\5WZE*^*THIA32\N4&S;3X,CD!Z,+R_O-Y(_9W@\&RGE@"^0+3T-V-N, MVY" MV/YV"G<2@D%RXFC,HE$9\)2^',JQMN?I-%_1(=: ZE9RJ

\?R@CY^&7!&,#0 M&Y'YD",@1'"SX=;KY-DX+G]XO>F3G5S+BA)_//CL\&LZ<=R/>&ITOWW7< MN.[):.^@PU^M]N%0.1+R^?$UV'2Y?ONY(,'*2E)8SW!%.RD)9)-78X.UB'RY MOJ.]T';TN%@F%K+36^F5]V!QW4<7(2Z;IM -7*.1R+9Z4P&G%H.0^56@\]>7 M?WRS&W@M8R_[AR|[&<%5,,>]9AS2,,)+6LNKDA:7+X_W(=R-[2:?@([\MN#_

M|KN!YSZ1)4NMDK\+E;^B M2]0[]T^T9"E6QF69))\^KDIT-GS)1YEC#O_,WA!"1]UYGK6@.$]"54(Q@C[!Y7>& M'O?

3D%X3*"!B)!1#U@,K/I.2^":*4WK4*.;3Z8H7%B/QIMPX2+BYLQ 3LK=! M8^X=\ %[$(]HRXBIX.7$ -Z-8Z&-&OP +3V9.K]W-FDA9,)%|%Y])NV-3I M 9P-;#4%P(AO%Y?

&.2F3*07SG06['Q\<'#0O+=9SL/O!$?!YR$&FT+*I1/57 ML/LZ!/D *_6U@2$#G2"4/W.P^\'14,Q)(#W]12&\V<.=C\X0@X)T_"BLS,H M,"^"]'=S[H^004VL9N"\];C#_ZZWR#7=VB M-Q<4=G8.9_9=@ 6>]I "U6$WU_02@@GM$&<#K%FSO0#9&K,#*X $*F]21 W{ MM7XT.C\.T$^Y9KD:/5'OT'RUQ,]?S@=':(3P;#>&C87A'[#PRYSC[\

M/=++{(?%3ENX-_=*61YNN_,PUPCY0NE'IALO3(WU7;(Y95&E+6C7?D/5(_^?7 M"B#6&[Z2;#[:37FIR:PRI[N(WA F&X@\|#0!P,FKX):[\Z-D2[,Y+K2%Z>L=*

MH1T\/#7^EI@.6+E,6I/96C?VI>#I,1_Q O6AF7>6F&Y#>>>1SNS(I4'AZL?D!1A?+^\QF24ICW3X=97$ M+#RFUSFX02>,.A^R0C<)%:V%0-!CX&W9M4$2>

I]>K;,=W?)?/6)EJC7R&D MX3W#&>BVQQ7XR_I=^D:*AI4393#O4CH0^BJ:L[BZ"Q?)"?(OVXX-?%&<<>CO MZ/]]X[M#!]'B]N,_Q_&_5F+TD]D[E4U2%%Q<G^SG)9

KNP35=Z,$[DO@IT_]TXV><\Z/-M3K!KXI;9V_8(6^:?7QYI8ID:\`_"Y2 ?HPM[TX+W!XRV-/LYM:WM_O*7B$LDS M5Q3LUB?

FDLRRG%1RR]]\HY.$XDS2*'_G4F0EH&A/BF/!Y61Q9N_L5\6STEEP M-_]>1!)X%0 -=CD)+TE*9MJL6D /*9'@[!&.*U+ .:O.J2T,N7MM!.,+\5 L

MZ?:,BQ"#MT3 ,\O*;R1YF5/5&_ 1=>N%?%(JQ)^#)K.96?!D5R51#L--WQ 3 MSZ#EI@$-07HK&H"SC .HKY/%BOZKBR>^XY>D!{;A3;&Z:MD 9*BK'-%KMW/ M36N&LKV4QE!

<+:Q)-X#Q5KM@&-1*778@5 ;0$AE>Q(TCO34XG94L0(BPN)I'MZ0LI[MJ=LA3UER4W(D-L^1;]&<'N9,+HUYG4XOLB2>#<=]W$JK!+V475OBQ M&;)X1;9\S5(VE6SC,U3|Z-

)R>`.^F-Q[NU09>-7C"39,8P^6,5)#V5[*82C3 M6$\5L!GJ<06>7%'O, ZVE?B1+9D&:M1\;K!@A6ZTYA(H7F#D5=N/K7^G!\AW MDT84V\$*.__B>LT"(]?]#D(;R/MN(Y(-

>#S%,H=Q*Z\1 3((M?:A@?"5YDK$GRKQ$F0\H.B[*=(RG!T.YG%J3"L+PE4BP#:/,.+,E6R5\(W4* M8I-U%1%)\/S6U 3ZOZK=?S#H-*%C]?3G# L3]DV-Z.I.+?U-WC4R"EVL*KS

MK&Z KW6X!+;#\E;UBZ<,> 211TICKFCG;_%5$9AA:!SP,4D/$<"Q$XWBGT^/A1;OH9Z\;@]0!3KWGS.T);REB68PB2!;FFC@:(_N

M@0GB0G^3(ISQVQMHCD.YUYMA^(I#4/*)$8L0%?/;1?:USV(/%1_WS<^[Q1O4 MNG%^-J*LO6U6;!SW>?:64 HNWS]3V=ZEFV1TXVF9O-';';$!Y_XQ 7DH,TO'-M";@!-

D7L*9(AN$,.M8="5\I:M#+1CX7D@TRR=)@NR@ 4I\[=T M=/%S@@MDJXEW=>M44I[",IIJ+?!](W*>,(IEEGKB9>3DKV?/Q(IJN<_D'

M65"$3SF5S'@ZS5:I2M>:?XS+YP+9MM(I\;JGH5:2\A04$EH2RU/D*WSO2N(B MF++;A(UVDQ>LA\>4ILBF@9VPUPDHNG>!.T8U)GJ3+/L&V\/6J-FU \Q,!XW%FZ

M2]W)$&. ^O6\>%C+Q%/D"Ul:NYQ$!,DFXOJ6Q"5?S^VJAUI^1,P=9-=/A 6E M@83"#L2I][/R6N4Q.8\KZ:N0D+(^14,$&JK&0#:UJ$\V-Y-=:3RJE;<1^_L

M.C=.8^;FM:*#2T1!)SK!G!3%MYH-J^BBQ2COQ.T*WVF) '7@;&W@[JY8&),X!=XJN+IP97_-YBGI!*1ZD1BR(Z MGMXG-1\38AR*XZ6W]TD;Q+A%:EHK#ET_U^{)TS]624X>*.

(\F98,_[H"DVZM NL1$!=VY:-+F+*O5QA%[5O].2FA,0\3_]CM"'''3F;.VV'U!;N?(+TG^]<45 MQ:\0,8]&/'':1WY)R'N?1UY0!3YKT9E.YP0_F '&/\@7{6\;T QZ

MX(%D]M+!s=^]7S(IFNGUDM=4/[#2%Q9&^%3A7%#G[@86LJP%:N+/J.0CS#O/#ZU0X%YL"+|511/1 %VIGN MHI{O\=|A5]KNQ&BJC\X$:0/SH

PS95QP=VKY"SU'R4,4L/-8*H>LF!/N]'3.L M$+<.PT,_=&XP:L+XV4+(?:\V#6X MX,Z^MW-G_R XKA;4W',8@PN^W\LZ/PM6K!YLGTI8"\8I_'N/U1:BG0A^PX5 M-

]^FBQ4+>:,_P>N4/= 9<4,/[%]36K\#D67AAI*/TIT>AR4N0-U#L0*W$EM7 MVBNE.Y3]V3TKXQ8IH%O.AF+49^0#UC\E=T]<#8.?/H^JO]#G1JJ>>2

M>UP]_XL>%)^R^ZPHV*/.-KDJ M2Z%\XM-'RMETX]+#]KGI;0?1X =(QW0%WF2LE4%8^L2UDYE.?$\4=T%%!9]" M.OHUMCB?CXZ0[T(=:ECG<@,T,Q0OYV8:9)_(D8LDSL-

9;'/NP:5*ZDJ;G7P0-H;N\V-MW&V.W$G^$]7)OX48TOAR520I*0H9)G:M6Q7-&?SA9)O!{8?07P9",7-MXFBQS>QKL41Y^3Y;'L[/#GN=@^#
+Z,B*5C"K.W@UPQ>DV*:)Z\]2G@RP8343 M:.&7Y50KQK]2+&K%,'=+C^/R4N:S)(I/>_7-M0?:X]-1_W"8/+=B)LC(ZW.2_Z>D(IQ.ES6RW^P"'AEV#RD+RP.G-#6.8DTKM
MQ=^:?)DHCCGD"[39D4C\Z.?9EA-F%KYL YDYB:.C&6D!:H#G%A"5,Y8;J-_>H MW^N?9(XK.ATP>S<3D_7EE_@5)WU6^1A4LY)7K&];4=E=6(T!Q:@D(V9K@0
M)S\'M&'-MJH_>L@X9@,8V<7]W)BNHI{5^U;-39G?'AJ]>HXO1T2?G+0V0VQY MV09[FZP0VCYB8$@&F\L1'$C&${MT?0AF1K9!M+H.D.Z;HR1
M@S,GG>|$ALV"K^W'@(P.D"\[5I)6+_%VX,*<-YO7\Q[GRN8WG:XMFEY?1D>C MB[ZGBF(\-C-%VTMB0)XI5H(V^&)HP84Y4QY7SP7Y8T6_=?/6\^:R_]-6GE_] M+E\NCB[.-
GGX<89Q=8. ^@@ V*Y])ND"=P4C]$"GANX!]SMQ'#CL=\Y(-Y2]-M0;V+_]]F ME]0$!#?D.UD+QZ/CEB1"W8K?937Y+\A8[[USS[6LZOLN5KE%IP M;-M5(,>N/^?
*KC,Z3Y6ZD7QY/[.A0(!=$;IS 6P>*\> MC<2DS"&PGRC%>LFVZ]E=81=I+@[VS044M0MU8'5;UM@52C W G9<5A^_C!-MQ%O@-M5$!*2RV#\DQ>]7=,;)R?
Y+^T()A)RP:X\W7BB6P#55#K; M9PD1]PAYNP-;HV)\Y2"_03ZF7;%AQ[-55=7>[:.SK(I"&>>*NV0M6Z M7C+N]-T\UE6BP[99DLP'<*O^0EBA+>+-(.*6.E9[<1 >,Y"\D7I."KOY[?
% MEOW|\/ 0^<6AT?QOA-)7F6*O.5PJE5[NJ6R2HLAR[FA55+V0;0_F#;XE8LJQ M\ZLV/)FWPNNM_C!RJ@3[8QS4ATEB>/B-ML YEBVGYT\SD|.3S##NTUB5D|G2R1H3Y&MW?
IFEQ-[DI^,TODX6 M*W]VL%:(AE\49"!?QAMJ2EO(7;U[XT2O\K[RLI3*E6NOQ<(+|) 9]LY:WW*V M"E&YHN_^]. ERX_ ().6YD'P*C4.LWFF8@P_2M4P8V]#Y7.@IOZ#O.>S.>R_?+
M:,$]>#W."2E<5/5'TO'P<]-U@'K4!ZFE2+_NW$=DA9(!L$V044M0MU8'5;UM@52C W G9<5A^_C!-MQ%O@-M5$!*2RV#\DQ>]7=,;)R?
KT$/+GY^>&5IP^"\EEI:,,,H*0ZC)\AO27VQ[B0031Y_" >) MS?D?<-9!W.7_*8[+C^908]DNDOU71-M4A*TP:=[D)P?3G_I]0(I'?: M>09;T6,Z3C7$_;T\K;.PYRQE=^W)
M;"//FV^O)"W()4G)+"D;*)/S5Z5@D?W>O"A4"^QA!YE77-UF,\+*M9$-_@>Z MB^[M:0V<-IP_*T4[]&1'-FK5!KPGH[;"VQJY1M4XCA.!JE+4ZYJ44;+XJWZ5
MJEB1FP.)>GA3O:MC!/GBSY%-)G$3Y^V/$%BT> MPFEX\@-]<"U5,@30:802[.MV!= GND9/9A6W.N.;,M;FS$!"R0XN9/H!V
M>WA8S\OM+]#W$_!ALM9&P,4N_6G/BIK6.IRP<\5I35DLR-YR<8;ZB)4PJ,79-M""78Y^$](N-B7&\L'(!\]S;3HZ95 R?89UB1_T+DPC"NNO7&8KU"/CYK> &(-MA'%X>]9$)?+2A?
^<$9LF]%&R9K0#R]O?5/)112_8MA.[7_"!?Q M?:!V&5_;8#-TRL6KC(8-]QZ8R$ Y&G=@"\S\7OX?.5Y\>-V^?C*S#BYUL%R MIXW @>QIH1'O+A_P\ >87N61K2B3V:R89SGY1I:
(66CBA\543XZVD|QDD(,D MW.BR!.0K7PI6WDIQ@#!NN9.<5UXU:)5@'RI,_ ^33K=/,:(;B*_\)VM5S%YOM M'5352\@$^3)]9LR!Z3U9KSF^C+6L4G#(R1R==DD=",!QH7M+
MCF<>V5.P<:>$NAQ8&=GU-%D0ZP*#T!O]RY'RI7U!\VO,;2CV2ZNFAP2)?%PU M4U!?7ZU C!AG)UAUt!S]A33(@%H#<-BI(!F=A"# M^DB!(!^,C&Q9D[R/"J"Y>V.0;YJ--
Q5E>RD([$.2F20&X% $O TV M>]V6R7Q&YQ?80?H^WK-WT0 4!V | N YO6;7/2]Y8$Z0W0*MF',B?1\=0'OW M!B;EK_#4KB/X=QN43S"1S>G@QH-=Q)W:;0048QRP4-7!)"=%8
ME&IMN"WM_!C[G&ZS=6K&#@0^(D";08);G>$5M(= ^F;J9&MAH3]D0.T(-EY MN/O+??)*V$%ZFB=\7)NQZ|<^JIX2.-*Q4\M$G31'1 "5H?@$/8C2%VA>[OQ= D1V({
[HZC'#1'#9:NQ(0;>'G=,")!8 M]SI W@ I^R,&; G OK)1Q@\625CKC87VAN1CI<$ L!B /PX/>KHKBA6)KU6*5R<08MP)&Z %SN:7ID4_/9QP&# !
M^#Y/IF1=2DE!Q@'Z<+<&,AN+&;DVY$0[9%,U 6M-9Q;?T,(;2B+O*T.N,,#\B8X&W \EOO=\1!G:?^XCWA1 M7="'>YD2L:8 1PND;7!PGH^(80QE.?.]EQ# M\
"N>S)"]8V*ZU;)6Y>NLJ*$K.SUAAS6>4BL:3 U(I24_>'=FM+2R9< FV!|5@GX +OXL1-]9B@ 7SW5/5'R]3%) MD^5J28|84SKT<.* ^Z\8L;ZYYH MJV*>+>(/R3*!;)I0:<7E%
MKZ3OI,C"*HUIK&)6_86PAN)-9VL<GN=1U^AX[FBY9?1Z'0TG%H+ M-JOFVS0IV%@GZ17)RRA)\'CK*I_.(ZJ\LL($ MIV^X2V<++OD'$]]$\+ZR0&+
[CPIY!>.#Z1,PH"#=9XY2A^3R@WSMJ6[\%B4+ M7M8TNR2_)>4\UAR>G+[!!7%Z$1+S#?$!1 =C^N(W^<]I4@I?1)V5:Z^]C-<+ MA6.S#(#*4*Q7N\#8)'!5"/Z416?
3&KV%/%HC1.8SVSCE^0D@C)S-$('XL^>U)<< MEFVL1-T'I.1',Y(@@/4PMGZ/%-9PH+SFBD)%Y%@KFI.3V>8N>A^]\U6Z188 M[%MFTUOD #-2(Y3&Z$3*&KF]J>U"
<)R2%^:@[M7+C@*VG;UPI[G/REF0KR)Z[MZR+0!O.H; \'(_3OJ8:^-4]9P)R8$[VD$A#BH:S0@/P%DK>K,HYLQ],[Q" MUWIPB1QBUQQI>(76H 'X#(K9SH*9C_GU? M=NS?
=H1'OI4DC;=S<4=\MXMH27Z>9DOQN21DEB^+'_E11,,!G>I6)E$\QYD[,#>MP%)43QP "U"*;?A)F-I68J("..!H-99_,Y41-H 8#D-$X-!+; ME6'BPD#>SC0X$DW?/[OIB?&PCZ,-
@(N-M=828/]2M6NMP $ML(/?)_9+61C[5!80TL-W4VY)KP ;<)0-A>K-IR51>5MLP MU(<>/Y.Q^.3H/:AU8U 1W7P"FO56H LC_#PE"N5W#C,ZJHT8"6"@"*#)
<077I0N9E)>'YX2AD.FM(M_#(#L#=Y+$S+-7LH:]BVEUDM$%H#6 "Q0G@O31\50',@UB@/-MA6FY(+"-QF,>K C>QP20&X!!"]@?6%R^5__2K$ZMXB,\AN)L,$[-@MX$W"
M/@1@H*IB7^*NVD4"0 M-UR=@'WUW=I04KDVS,#*1L+X2!_83C2]L> M"N QT5OQF4$'U5T<'Q]A[ZG.?%NC JAW-D&U#.V!4S6N4\U7CGW&DB50'P[[M:"@V?A.9]G
%ITM3E[S!57+<+-NVF4-T'I.1',Y(@@/4PMGZ/%-9PH+SFBD)%Y%@KFI.3V>8N>A^]\U6Z188 M[%MFTUOD #-2(Y3&Z$3*&KF]J>U"
<)R2%^:@[M7+C@*VG;UPI[G/REF0KR)Z[MZR+0!O.H; \'(_3OJ8:^-4]9P)R8$[VD$A#BH:S0@/P%DK>K,HYLQ],[Q" MUWIPB1QBUQQI>(76H 'X#(K9SH*9C_GU? M=NS?
=H1'OI4DC;=S<4=\MXMH27Z>9DOQN21DEB^+'_E11,,!G>I6)E$\QYD[,#>MP%)43QP "U"*;?A)F-I68J(".

@]=&TO_YCPV6963F2AZV\$KI?;WY"T>^62] M4Q"_KXR6P@B\D(_(D/,/LHCOT[=\5922] A6.:-"HV";7O*XC[S7N*N)%;3O MQ0?Q$RFQ"0^13MY$D]2-MEL_>>Y-E\TLH=^V69HZ'H+<_Y%K0+18K7J33V<> MA-V^#(N7[J?HVT!>@S?CV3Y$6CP&;W11AD87HX.#7E>(R2L]A9=4H9A?P564 MY^]4I%^C/"Y,C\.&G@+-$?)KL96XU1/3&E^PK\?;&;4JYQFK.&.P4]D[2$D@ MOW!8TZ5FVP0MV%?D.C"C!0K]{]1QC'PA,#%ER^\^)]R7X_;9/RFPHDRF5]DJ M+7-S+2UE>RD'Y%.\F24UNP9(GEZAD0[Q5!SWW"75L#KOM&,^@*=`1\ASM>6B M#" *]_5YC4RO^Q953^PY?/CPKZMG^4V!"+W5B(?9"QGCR5_B]/WI0^+^L_MB|&?84X35]&KAX_VO*B4OL+ H7L\-'41.\ )LA6UZ39E#2[QI0-"Q6&1?HW1*KN6HV2V9O1*("@QWZ7C)=@J-%KA^ M2LH0]_Q82]UHCK;UF]^%T)B4O+ D@4\XBK.1W#Z-SZR*3?:2)O_FBBWAZ38#H(>4"%8QUI8T&T'A)L+HBN:_ MR.X)A<7K$;7Q74H'28IR/)WF]^W;JKTJV'Q52A;)7MR1NK@!#5R3QLUL1J;,MUV"#^H%N5U=92@]4*^;]+PY76.I;3.P_(N6&=+-HJS!.8'7"!IYA+>%Y\ICQF)2L-O))_A+1 MXT$DQCC-"N69VK:KA(YL5K.EIVY5<\/HR5<&K9#J/E;0RK1V.W"9\>:.O24$B MT)NIBQ>8'ORQ!F*_G#!.6*4AS(#\;>M6 /6=A^.35T=9.C"^OUWE)0R,4L M/"N #F9;QYY=P^L -$(?&]%J+H6![$SKF?,=7)\;] O5%MC49Z|)<5W%(-P MN,FFW^**Q%U=4NH)D0+ER<+0T^!!CL;L)6XU3/)&A_JCDN) =:ULHA2O,[^-NM3,'FNN& MS6>DZ(9NE#-KB!O8L*!FN%XSAP<7V(]>+?2E,>#0KV\^76;8- 17!\XRX?%WB MLC):8%[B=N/E)[.G.=G?2=E#K\1/5_-0_#N7[Z;I]_F\1;3"6&7E?'Z_L-V ML!4=P_M.8V?O!*>O2ZD@V^"L:'(Q7&@H T_73#2/!AMAK'>W=N9=S[_$*3C& M+KS=L1HVD@?J-5?YENP"=9/199-P&WIF.OE5&>,R]&M,78&\8@_[MN_QQZ; M8]_:UJ>'ZNO>V^_!JG'U?)_5O1;-V]D. 5S:L,R'U"A+E]&!R=`9^=`O4ZX MO<$8R^4HFLMQ(U\%55)5SR]HF3'^W#HC]ER*T!])"R0%XB]2S9.5L#%&S" M(P4R8]H-L(^4!W:U#A-9UASOHPHVZ=$>-F/2(V5[(0?L.H06-%GQNX\V-H[MFWP6LA318YE-?S1M->:IP4_'76F.Q6AUB%PUI,%=U6,*M ;.+RGPV4C078L#,_:FCQX,0?2QH M.9N4CSS_,6+_Y%#[#^X@(2+?0O7"K[_)V.#QE7NI_UGX0!;,!^D^RF4YF&C*M^=`OKH>4BC855(.++-6H'S521D,T\:%5]M/"@;Y &S%G;/\^^A)4_RLR;_MEN6_)^G+5?2:L->WC Y;NR2#[25 Y%.N)0?UI=D"EZ]T2)(F]R%7[P-[VM=D M7=[\70+$M@LYK++\'WE%NJ1'WB][:.0(!$3P2KD#9"R/V)?*7WZH>5C]"U9 MKI9:8G;;2*"(Z9&54J^3 XS:5[*>GNA)4C,]U382*%9"3@=ZU*,&Z G Q@)L MQ<7E>_4OS6X'BH\PD9T?8!'=P65!BQ'P_C5E/%Y'1AV)[ASM$RJ[:AS$S^_M/D* 9"3KS?@E)T3SM%%KQX"@EU9V.5C"$ NNC?+Z+F RV_46TG%0DP_"LA6 M0\+_^R $:NK>9*&F@NF4S*_;;23C(4?6N$P-& 9""9-&HCE,[/>H-!:0+)!N& M7LAZ0O:'#U 2@)?+GEI^T!3F,'61#Y7A>YH]$ $$=V_L %)!5I^*K_/H*S3I M%"WE$]>P_$45(J_/0"T8@"%GNP=:.VH@MJLL?2-YF5#=Y8D(D_1%1++S\-^;M/U9)^7Z5+5^SE&@S [3XJKP3#VO7-*J}5^" 2CG;:F(R2U(>[/+K*HE%5&:?-M)1T)199'^;L -^CBGDB\FJ{HHS2FHM#HCZFKD!5VN=VF2F*/#M $9[.0QQ#. M>Y)/F:Q?R&0F'/RX1^!=4:Q(/$YC/<&.7Y"2&)87NM6>T0@D$'(0@+GG/L^F MA,3%++17>8]0@+'T$7063:4GB.[H(%B5;#W6G.\LO2&$%NCTX@P0TPMDV-*RM MX(`$!_8:.XI=D+G"E\#[3<$X -2;L/R)&FZ+1@Q KKA;*M"2SD!'Y;X?Q9K MZ*-&)\V],PBY702]&PU@ NK1/J)?&;_]"QOV XML 63 d791997ds1_htm.xml IDEA: XBRL DOCUMENT 0001831481 2022-12-31 0001831481 2023-09-30 0001831481 2021-12-31 0001831481 2022-01-012022-12-31 0001831481 2023-01-012023-09-30 0001831481 2021-01-012021-12-31 0001831481 2023-07-012023-09-30 0001831481 2022-07-012022-09-30 0001831481 2022-01-012022-09-30 0001831481 2022-01-012022-03-31 0001831481 2023-04-012023-06-30 0001831481 2023-01-012023-03-31 0001831481 2021-03-012021-03-01 0001831481 2022-04-012022-06-30 0001831481 2023-08-312023-08-31 0001831481 2023-03-022023-03-02 0001831481 2023-08-31 0001831481 2023-03-02 0001831481 2022-08-16 0001831481 2020-01-012020-12-31 0001831481 2023-08-292023-08-29 0001831481 2023-08-29 0001831481 2020-12-31 0001831481 2022-09-30 0001831481 2023-03-31 0001831481 2022-06-30 0001831481 2022-03-31 0001831481 2023-06-30 0001831481 us-gaap:CommonClassBMember 2021-12-31 0001831481 us-gaap:CommonClassAMember 2021-12-31 0001831481 soc:OtherPrivatePlacementWarrantsMemberus-gaap:FairValueInputsLevel3Memberus-gaap:MeasurementInputRiskFreeInterestRateMember 2021-12-31 0001831481 soc:OtherPrivatePlacementWarrantsMemberus-gaap:FairValueInputsLevel3Memberus-gaap:MeasurementInputExpectedDividendRateMember 2021-12-31 0001831481 soc:OtherPrivatePlacementWarrantsMemberus-gaap:FairValueInputsLevel3Memberus-gaap:MeasurementInputOptionVolatilityMember 2021-12-31 0001831481 soc:OtherPrivatePlacementWarrantsMemberus-gaap:FairValueInputsLevel3Memberus-gaap:MeasurementInputMaturityMember 2021-12-31 0001831481 soc:OtherPrivatePlacementWarrantsMemberus-gaap:FairValueInputsLevel3Memberus-gaap:MeasurementInputExercisePriceMember 2021-12-31 0001831481 soc:OtherPrivatePlacementWarrantsMemberus-gaap:FairValueInputsLevel3Memberus-gaap:MeasurementInputSharePriceMember 2021-12-31 0001831481 us-gaap:FairValueInputsLevel3Membersoc:ConvertiblePromissoryNotesRelatedPartiesMemberus-gaap:MeasurementInputExpectedDividendRateMember 2021-12-31 0001831481 us-gaap:FairValueInputsLevel3Membersoc:ConvertiblePromissoryNotesRelatedPartiesMemberus-gaap:MeasurementInputRiskFreeInterestRateMember 2021-12-31 0001831481 us-gaap:FairValueInputsLevel3Membersoc:ConvertiblePromissoryNotesRelatedPartiesMemberus-gaap:MeasurementInputOptionVolatilityMember 2021-12-31 0001831481 us-gaap:FairValueInputsLevel3Membersoc:ConvertiblePromissoryNotesRelatedPartiesMemberus-gaap:MeasurementInputExpectedTermMember 2021-12-31 0001831481 us-gaap:FairValueInputsLevel3Membersoc:ConvertiblePromissoryNotesRelatedPartiesMemberus-gaap:MeasurementInputExercisePriceMember 2021-12-31 0001831481 us-gaap:FairValueInputsLevel3Membersoc:ConvertiblePromissoryNotesRelatedPartiesMemberus-gaap:MeasurementInputSharePriceMember 2021-12-31 0001831481 soc:PrivateWarrantsMemberus-gaap:FairValueInputsLevel3Memberus-gaap:FairValueMeasurementsRecurringMember 2021-12-31 0001831481 soc:PublicWarrantsMemberus-gaap:FairValueInputsLevel1Memberus-gaap:FairValueMeasurementsRecurringMember 2021-12-31 0001831481 soc:U.s.MoneyMarketAndTreasurySecuritiesHeldInTrustAccountMemberus-gaap:FairValueInputsLevel1Memberus-gaap:FairValueMeasurementsRecurringMember 2021-12-31 0001831481 country:USus-gaap:DomesticCountryMember 2021-12-31 0001831481 us-gaap:FairValueInputsLevel3Memberus-gaap:FairValueMeasurementsRecurringMember 2021-12-31 0001831481 us-gaap:FairValueInputsLevel3Membersoc:PromissoryNoteMemberus-gaap:MeasurementInputExpectedTermMember 2021-12-31 0001831481 us-gaap:FairValueInputsLevel3Membersoc:PromissoryNoteMemberus-gaap:MeasurementInputSharePriceMember 2021-12-31 0001831481 us-gaap:FairValueInputsLevel3Membersoc:PromissoryNoteMemberus-gaap:MeasurementInputExpectedDividendRateMember 2021-12-31 0001831481 us-gaap:FairValueInputsLevel3Membersoc:PromissoryNoteMemberus-gaap:MeasurementInputRiskFreeInterestRateMember 2021-12-31 0001831481 us-gaap:FairValueInputsLevel3Membersoc:PromissoryNoteMemberus-gaap:MeasurementInputOptionVolatilityMember 2021-12-31 0001831481 us-gaap:FairValueInputsLevel3Membersoc:PromissoryNoteMemberus-gaap:MeasurementInputExercisePriceMember 2021-12-31 0001831481 soc:FirstWorkingCapitalLoanMember 2021-12-31 0001831481 soc:SecondWorkingCapitalLoanMember 2021-12-31 0001831481 us-gaap:CommonClassAMember 2022-12-31 0001831481 us-gaap:CommonClassBMember 2022-12-31 0001831481 soc:PublicWarrantsMember 2022-12-31 0001831481 soc:ProspectiveWarrantRedemptionMembersoc:RedemptionOfWarrantsForCashMembersoc:PublicWarrantsMember 2022-12-31 0001831481 soc:ProspectiveWarrantRedemptionMembersoc:RedemptionOfWarrantsForClassACommonStockMembersoc:PublicWarrantsMember 2022-12-31 0001831481 soc:ProspectiveWarrantRedemptionMembersoc:PublicWarrantsMember 2022-12-31 0001831481 soc:ProspectiveWarrantRedemptionMembersoc:TriggerPriceOneMembersoc:PublicWarrantsMember 2022-12-31 0001831481 soc:ProspectiveWarrantRedemptionMembersoc:TriggerPriceTwoMembersoc:PublicWarrantsMember 2022-12-31 0001831481 soc:DeterminationOfPriceOfClassACommonStockForACertainPeriodBasedOnWhichLockInPeriodOfClassBCommonStockWillBeDeterminedMemberus-gaap:CommonClassBMember 2022-12-31 0001831481 us-gaap:IPOMember 2022-12-31 0001831481 soc:SharePriceMoreThanOrEqualsToUsdTwelveMembersoc:SponserMember 2022-12-31 0001831481 soc:PublicWarrantsMemberus-gaap:CommonClassAMember 2022-12-31 0001831481 soc:WorkingCapitalLoansMember 2022-12-31 0001831481 us-gaap:PrivatePlacementMember 2022-12-31 0001831481 us-gaap:FairValueInputsLevel3Membersoc:ConvertiblePromissoryNotesRelatedPartiesMemberus-gaap:MeasurementInputExpectedDividendRateMember 2022-12-31 0001831481 us-gaap:FairValueInputsLevel3Membersoc:ConvertiblePromissoryNotesRelatedPartiesMemberus-gaap:MeasurementInputRiskFreeInterestRateMember 2022-12-31 0001831481 us-gaap:FairValueInputsLevel3Membersoc:ConvertiblePromissoryNotesRelatedPartiesMemberus-gaap:MeasurementInputOptionVolatilityMember 2022-12-31 0001831481 us-gaap:FairValueInputsLevel3Membersoc:ConvertiblePromissoryNotesRelatedPartiesMemberus-gaap:MeasurementInputExpectedTermMember 2022-12-31 0001831481 us-gaap:FairValueInputsLevel3Membersoc:ConvertiblePromissoryNotesRelatedPartiesMemberus-gaap:MeasurementInputExercisePriceMember 2022-12-31 0001831481 us-gaap:FairValueInputsLevel3Membersoc:ConvertiblePromissoryNotesRelatedPartiesMemberus-gaap:MeasurementInputSharePriceMember 2022-12-31 0001831481 soc:OtherPrivatePlacementWarrantsMemberus-gaap:FairValueInputsLevel3Memberus-gaap:MeasurementInputExpectedDividendRateMember 2022-12-31 0001831481 soc:OtherPrivatePlacementWarrantsMemberus-gaap:FairValueInputsLevel3Memberus-gaap:MeasurementInputRiskFreeInterestRateMember 2022-12-31 0001831481 soc:OtherPrivatePlacementWarrantsMemberus-gaap:FairValueInputsLevel3Memberus-gaap:MeasurementInputOptionVolatilityMember 2022-12-31 0001831481 soc:OtherPrivatePlacementWarrantsMemberus-gaap:FairValueInputsLevel3Memberus-gaap:MeasurementInputMaturityMember 2022-12-31 0001831481 soc:OtherPrivatePlacementWarrantsMemberus-gaap:FairValueInputsLevel3Memberus-gaap:MeasurementInputExercisePriceMember 2022-12-31 0001831481 soc:OtherPrivatePlacementWarrantsMemberus-gaap:FairValueInputsLevel3Memberus-gaap:MeasurementInputSharePriceMember 2022-12-31 0001831481 soc:ConvertiblePromissoryNotesRelatedPartiesMember 2022-12-31 0001831481 us-gaap:CommercialPaperMember 2022-12-31 0001831481 soc:UpdatedPromissoryNoteMember 2022-12-31 0001831481 soc:WorkingCapitalLoanMember 2022-12-31 0001831481 soc:PublicWarrantsMemberus-gaap:FairValueInputsLevel1Memberus-gaap:FairValueMeasurementsRecurringMember 2022-12-31 0001831481 soc:PrivateWarrantsMemberus-gaap:FairValueInputsLevel3Memberus-gaap:FairValueMeasurementsRecurringMember 2022-12-31 0001831481 soc:U.s.MoneyMarketAndTreasurySecuritiesHeldInTrustAccountMemberus-gaap:FairValueInputsLevel1Memberus-gaap:FairValueMeasurementsRecurringMember 2022-12-31 0001831481 soc:U.s.MoneyMarketFundsHeldInTrustAccountMemberus-gaap:FairValueInputsLevel1Memberus-gaap:FairValueMeasurementsRecurringMember 2022-12-31 0001831481 soc:ThirdWorkingCapitalLoanMember 2022-12-31 0001831481 country:USus-gaap:DomesticCountryMember 2022-12-31 0001831481 soc:SecondWorkingCapitalLoanMember 2022-12-31 0001831481 us-gaap:FairValueInputsLevel3Memberus-gaap:FairValueMeasurementsRecurringMember 2022-12-31 0001831481 us-gaap:FairValueInputsLevel3Membersoc:PromissoryNoteMemberus-gaap:MeasurementInputExpectedTermMember 2022-12-31 0001831481 us-gaap:FairValueInputsLevel3Membersoc:PromissoryNoteMemberus-gaap:MeasurementInputSharePriceMember 2022-12-31 0001831481 us-gaap:FairValueInputsLevel3Membersoc:PromissoryNoteMemberus-gaap:MeasurementInputExpectedDividendRateMember 2022-12-31 0001831481 us-gaap:FairValueInputsLevel3Membersoc:PromissoryNoteMemberus-gaap:MeasurementInputRiskFreeInterestRateMember 2022-12-31 0001831481 us-gaap:FairValueInputsLevel3Membersoc:PromissoryNoteMemberus-gaap:MeasurementInputOptionVolatilityMember 2022-12-31 0001831481 us-gaap:FairValueInputsLevel3Membersoc:PromissoryNoteMemberus-gaap:MeasurementInputExercisePriceMember 2022-12-31 0001831481 soc:FirstWorkingCapitalLoanMember 2022-12-31 0001831481 soc:UnbilledExpensesMember 2022-12-31 0001831481 soc:ConveribleNotesMembersoc:Q32022PromissoryNoteMember 2022-12-31 0001831481 soc:ConveribleNotesMembersoc:ThirdWorkingCapitalLoanMember 2022-12-31 0001831481 soc:ConveribleNotesMembersoc:SecondWorkingCapitalLoanMember 2022-12-31 0001831481 soc:ConveribleNotesMembersoc:FirstWorkingCapitalLoanMember 2022-12-31 0001831481 soc:PromissoryNotesMembersoc:Q12023PromissoryNoteMember 2022-12-31 0001831481 soc:PromissoryNotesMembersoc:Q42022PromissoryNoteMember 2022-12-31 0001831481 soc:PromissoryNotesMembersoc:Q32022PromissoryNoteMember 2022-12-31 0001831481 soc:ConveribleNotesMember 2022-12-31 0001831481 soc:PromissoryNotesMembersoc:SecondQ32023PromissoryNoteMember 2022-12-31 0001831481 soc:ConveribleNotesMembersoc:FirstQ32023PromissoryNoteMember 2022-12-31 0001831481 soc:PromissoryNotesMember 2022-12-31 0001831481 soc:PromissoryNotesMembersoc:ThirdQ22023PromissoryNoteMember 2022-12-31 0001831481 soc:PromissoryNotesMembersoc:SecondQ22023PromissoryNoteMember 2022-12-31 0001831481 soc:ConveribleNotesMembersoc:FourthQ22023PromissoryNoteMember 2022-12-31 0001831481 soc:ConveribleNotesMembersoc:FirstQ22023PromissoryNoteMember 2022-12-31 0001831481 soc:ConveribleNotesMembersoc:Q12023PromissoryNoteMember 2022-12-31 0001831481 soc:ConveribleNotesMembersoc:Q42022PromissoryNoteMember 2022-12-31 0001831481 soc:WorkingCapitalLoansMemberus-gaap:RelatedPartyMember 2022-12-31 0001831481 soc:PromissoryNoteMember 2022-01-012022-12-31 0001831481 soc:OtherPrivatePlacementWarrantsMember 2022-01-012022-12-31 0001831481 soc:PublicWarrantsMember 2022-01-012022-12-31 0001831481 soc:ProspectiveWarrantRedemptionMembersoc:RedemptionOfWarrantsForClassACommonStockMembersoc:PublicWarrantsMember 2022-01-012022-12-31 0001831481 soc:ProspectiveWarrantRedemptionMembersoc:RedemptionOfWarrantsForCashMembersoc:PublicWarrantsMember 2022-01-012022-12-31 0001831481 soc:ProspectiveWarrantRedemptionMembersoc:PublicWarrantsMember 2022-01-012022-12-31 0001831481 us-gaap:RetainedEarningsMember 2022-01-012022-12-31 0001831481 us-gaap:CommonClassBMember 2022-01-012022-12-31 0001831481 us-gaap:CommonClassAMember 2022-01-012022-12-31 0001831481 soc:DeterminationOfPriceOfClassACommonStockForACertainPeriodBasedOnWhichLockInPeriodOfClassBCommonStockWillBeDeterminedMemberus-gaap:CommonClassBMember 2022-01-012022-12-31 0001831481 soc:SponsorMember 2022-01-012022-12-31 0001831481 soc:SharePriceMoreThanOrEqualsToUsdTwelveMembersoc:SponserMember 2022-01-012022-12-31 0001831481 us-gaap:CommercialPaperMember 2022-01-012022-12-31 0001831481 soc:RedeemableCommonStockMemberus-gaap:CommonClassAMember 2022-01-012022-12-31 0001831481 soc:NonRedeemableCommonStockMemberus-gaap:CommonClassBMember 2022-01-012022-12-31 0001831481 us-gaap:AdditionalPaidInCapitalMember 2022-01-012022-12-31 0001831481 soc:WarrantLiabilitiesMember 2022-01-012022-12-31 0001831481 us-gaap:PrivatePlacementMember 2022-01-012022-12-31 0001831481 soc:PublicMember 2022-01-012022-12-31 0001831481 soc:ConvertiblePromissoryNotesRelatedPartiesMember 2022-01-012022-12-31 0001831481 us-gaap:FairValueInputsLevel2And3Membersoc:PromissoryNoteMember 2022-01-012022-12-31 0001831481 soc:TxMember 2022-01-012022-12-31 0001831481 soc:NonRedeemableClassBCommonStockMember 2022-01-012022-12-31 0001831481 soc:RedeemableClassACommonStockMember 2022-01-012022-12-31 0001831481

soc:RemeasurementOfClassACommonStockSubjectToPossibleRedemptionMember 2022-01-012022-12-31 0001831481 us-gaap:RetainedEarningsMember 2021-01-012021-12-31 0001831481 us-gaap:IPOMember 2021-01-012021-12-31 0001831481 soc:RedeemableCommonStockMemberus-gaap:CommonClassAMember 2021-01-012021-12-31 0001831481 soc:NonRedeemableCommonStockMemberus-gaap:CommonClassBMember 2021-01-012021-12-31 0001831481 us-gaap:AdditionalPaidInCapitalMember 2021-01-012021-12-31 0001831481 soc:PrivatePlacementWarrantsMember 2021-01-012021-12-31 0001831481 soc:PrivatePlacementWarrantsMemberus-gaap:AdditionalPaidInCapitalMember 2021-01-012021-12-31 0001831481 soc:WarrantLiabilitiesMember 2021-01-012021-12-31 0001831481 us-gaap:PrivatePlacementMember 2021-01-012021-12-31 0001831481 soc:PublicMember 2021-01-012021-12-31 0001831481 soc:ConvertiblePromissoryNotesRelatedPartiesMember 2021-01-012021-12-31 0001831481 us-gaap:FairValueInputsLevel12And3Membersoc:PromissoryNoteMember 2021-01-012021-12-31 0001831481 soc:NonRedeemableClassBCommonStockMember 2021-01-012021-12-31 0001831481 soc:RedeemableClassACommonStockMember 2021-01-012021-12-31 0001831481 us-gaap:IPOMember 2021-03-012021-03-01 0001831481 soc:PrivatePlacementWarrantsMembersoc:SponsorMember 2021-03-012021-03-01 0001831481 us-gaap:OverAllotmentOptionMember 2021-03-012021-03-01 0001831481 us-gaap:IPOMember 2021-03-01 0001831481 soc:FirstWorkingCapitalLoanMember 2021-03-01 0001831481 soc:PublicWarrantsMemberus-gaap:CommonClassAMember 2021-03-01 0001831481 srt:ChiefFinancialOfficerMembersoc:WorkingCapitalLoansMembersoc:SponserMember 2021-03-01 0001831481 srt:VicePresidentMembersoc:WorkingCapitalLoansMembersoc:SponserMember 2021-03-01 0001831481 soc:PublicMember 2021-03-01 0001831481 soc:WarrantLiabilitiesMember 2021-03-01 0001831481 us-gaap:PrivatePlacementMember 2021-03-01 0001831481 soc:ConvertiblePromissoryNotesRelatedPartiesMember 2022-03-31 0001831481 soc:ThirdWorkingCapitalLoanMember 2022-03-31 0001831481 soc:FoundersMemberus-gaap:CommonClassBMembersoc:FounderSharesMember 2020-11-012020-11-30 0001831481 soc:IntrepidFinancialPartnersMemberus-gaap:CommonClassBMember 2020-11-012020-11-30 0001831481 soc:FICoInvestmentMemberus-gaap:CommonClassBMember 2020-11-012020-11-30 0001831481 soc:SponserMemberus-gaap:CommonClassBMember 2020-11-012020-11-30 0001831481 soc:FoundersMemberus-gaap:CommonClassBMembersoc:FounderSharesMember 2020-11-30 0001831481 soc:PromissoryNoteMember 2022-09-30 0001831481 us-gaap:CommonClassAMember 2022-09-30 0001831481 us-gaap:CommercialPaperMember 2020-11-25 0001831481 us-gaap:CommercialPaperMembersoc:UpdatedPromissoryNoteMember 2020-11-25 0001831481 soc:SecondWorkingCapitalLoanMember 2021-12-27 0001831481 soc:PublicMember 2021-04-192021-04-19 0001831481 soc:ConvertiblePromissoryNotesRelatedPartiesMember 2021-08-112021-08-11 0001831481 soc:ConvertiblePromissoryNotesRelatedPartiesMember 2021-12-292021-12-29 0001831481 us-gaap:CommonClassAMember 2023-02-23 0001831481 us-gaap:CommonClassAMemberus-gaap:SubsequentEventMember 2023-02-23 0001831481 soc:SecondExtensionMemberus-gaap:CommonClassAMember 2023-02-23 0001831481 us-gaap:SubsequentEventMember 2023-02-232023-02-23 0001831481 us-gaap:SubsequentEventMember 2023-03-02 0001831481 srt:MaximumMembersoc:WorkingCapitalLoansMemberus-gaap:SubsequentEventMember 2023-03-03 0001831481 srt:MinimumMembersoc:WorkingCapitalLoansMemberus-gaap:SubsequentEventMember 2023-03-03 0001831481 soc:ThirdWorkingCapitalLoanMember 2022-03-29 0001831481 soc:PromissoryNoteMember 2022-10-31 0001831481 soc:Q42022PromissoryNoteMember 2022-10-31 0001831481 soc:UnsecuredLoanForWorkingCapitalPurposesMembersoc:SponsorMemberus-gaap:SubsequentEventMember 2023-02-06 0001831481 soc:Q12023PromissoryNoteMemberus-gaap:SubsequentEventMember 2023-02-06 0001831481 soc:Q12023PromissoryNoteMember 2023-02-06 0001831481 soc:ConvertiblePromissoryNotesRelatedPartiesMember 2021-08-11 0001831481 soc:ConvertiblePromissoryNotesRelatedPartiesMember 2021-12-29 0001831481 soc:WorkingCapitalLoansMemberus-gaap:SubsequentEventMember 2023-03-28 0001831481 us-gaap:CommercialPaperMembersoc:UpdatedPromissoryNoteMember 2021-06-30 0001831481 srt:MinimumMembersoc:WorkingCapitalLoansMemberus-gaap:SubsequentEventMember 2023-03-24 0001831481 srt:MaximumMembersoc:WorkingCapitalLoansMemberus-gaap:SubsequentEventMember 2023-03-24 0001831481 srt:MinimumMembersoc:WorkingCapitalLoansMember 2023-03-24 0001831481 srt:MaximumMembersoc:WorkingCapitalLoansMember 2023-03-24 0001831481 srt:MaximumMembersoc:WorkingCapitalLoanMemberus-gaap:SubsequentEventMember 2023-03-24 0001831481 srt:MinimumMembersoc:WorkingCapitalLoanMemberus-gaap:SubsequentEventMember 2023-03-24 0001831481 srt:MaximumMembersoc:WorkingCapitalLoanMember 2023-03-24 0001831481 srt:MinimumMembersoc:WorkingCapitalLoanMember 2023-03-24 0001831481 us-gaap:CommonClassBMember 2023-09-30 0001831481 us-gaap:CommonClassAMember 2023-09-30 0001831481 soc:PublicWarrantsMember 2023-09-30 0001831481 soc:ProspectiveWarrantRedemptionMembersoc:RedemptionOfWarrantsForCashMembersoc:PublicWarrantsMember 2023-09-30 0001831481 soc:ProspectiveWarrantRedemptionMembersoc:RedemptionOfWarrantsForClassACommonStockMembersoc:PublicWarrantsMember 2023-09-30 0001831481 soc:ProspectiveWarrantRedemptionMembersoc:PublicWarrantsMember 2023-09-30 0001831481 soc:ProspectiveWarrantRedemptionMembersoc:TriggerPriceTwoMembersoc:PublicWarrantsMember 2023-09-30 0001831481 soc:ProspectiveWarrantRedemptionMembersoc:TriggerPriceOneMembersoc:PublicWarrantsMember 2023-09-30 0001831481 soc:DeterminationOfPriceOfClassACommonStockForACertainPeriodBasedOnWhichLockInPeriodOfClassBCommonStockWillBeDeterminedMemberus-gaap:CommonClassBMember 2023-09-30 0001831481 us-gaap:IPOMember 2023-09-30 0001831481 soc:SharePriceMoreThanOrEqualsToUsdTwelveMembersoc:SponserMember 2023-09-30 0001831481 soc:PublicWarrantsMemberus-gaap:CommonClassAMember 2023-09-30 0001831481 srt:ChiefFinancialOfficerMembersoc:ThirdWorkingCapitalLoanMembersoc:SponserMember 2023-09-30 0001831481 soc:GeneralCounselAndSecretaryMembersoc:ThirdWorkingCapitalLoanMembersoc:SponserMember 2023-09-30 0001831481 srt:VicePresidentMembersoc:ThirdWorkingCapitalLoanMembersoc:SponserMember 2023-09-30 0001831481 soc:WorkingCapitalLoansMember 2023-09-30 0001831481 us-gaap:PrivatePlacementMember 2023-09-30 0001831481 us-gaap:FairValueInputsLevel3Membersoc:ConvertiblePromissoryNotesRelatedPartiesMemberus-gaap:MeasurementInputExpectedDividendRateMember 2023-09-30 0001831481 us-gaap:FairValueInputsLevel3Membersoc:ConvertiblePromissoryNotesRelatedPartiesMemberus-gaap:MeasurementInputRiskFreeInterestRateMember 2023-09-30 0001831481 us-gaap:FairValueInputsLevel3Membersoc:ConvertiblePromissoryNotesRelatedPartiesMemberus-gaap:MeasurementInputOptionVolatilityMember 2023-09-30 0001831481 us-gaap:FairValueInputsLevel3Membersoc:ConvertiblePromissoryNotesRelatedPartiesMemberus-gaap:MeasurementInputExpectedTermMember 2023-09-30 0001831481 us-gaap:FairValueInputsLevel3Membersoc:ConvertiblePromissoryNotesRelatedPartiesMemberus-gaap:MeasurementInputExercisePriceMember 2023-09-30 0001831481 us-gaap:FairValueInputsLevel3Membersoc:ConvertiblePromissoryNotesRelatedPartiesMemberus-gaap:MeasurementInputSharePriceMember 2023-09-30 0001831481 soc:OtherPrivatePlacementWarrantsMemberus-gaap:FairValueInputsLevel3Memberus-gaap:MeasurementInputExpectedDividendRateMember 2023-09-30 0001831481 soc:OtherPrivatePlacementWarrantsMemberus-gaap:FairValueInputsLevel3Memberus-gaap:MeasurementInputRiskFreeInterestRateMember 2023-09-30 0001831481 soc:OtherPrivatePlacementWarrantsMemberus-gaap:FairValueInputsLevel3Memberus-gaap:MeasurementInputOptionVolatilityMember 2023-09-30 0001831481 soc:OtherPrivatePlacementWarrantsMemberus-gaap:FairValueInputsLevel3Memberus-gaap:MeasurementInputMaturityMember 2023-09-30 0001831481 soc:OtherPrivatePlacementWarrantsMemberus-gaap:FairValueInputsLevel3Memberus-gaap:MeasurementInputExercisePriceMember 2023-09-30 0001831481 soc:OtherPrivatePlacementWarrantsMemberus-gaap:FairValueInputsLevel3Memberus-gaap:MeasurementInputSharePriceMember 2023-09-30 0001831481 soc:ConvertiblePromissoryNotesRelatedPartiesMember 2023-09-30 0001831481 soc:PublicWarrantsMemberus-gaap:FairValueInputsLevel1Memberus-gaap:FairValueMeasurementsRecurringMember 2023-09-30 0001831481 soc:PrivateWarrantsMemberus-gaap:FairValueInputsLevel3Memberus-gaap:FairValueMeasurementsRecurringMember 2023-09-30 0001831481 soc:U.s.MoneyMarketFundsHeldInTrustAccountMemberus-gaap:FairValueInputsLevel1Memberus-gaap:FairValueMeasurementsRecurringMember 2023-09-30 0001831481 soc:ThirdWorkingCapitalLoanMember 2023-09-30 0001831481 us-gaap:FairValueInputsLevel3Memberus-gaap:FairValueMeasurementsRecurringMember 2023-09-30 0001831481 srt:MaximumMemberus-gaap:FairValueInputsLevel3Membersoc:PromissoryNoteMemberus-gaap:MeasurementInputSharePriceMember 2023-09-30 0001831481 srt:MinimumMemberus-gaap:FairValueInputsLevel3Membersoc:PromissoryNoteMemberus-gaap:MeasurementInputSharePriceMember 2023-09-30 0001831481 srt:MaximumMemberus-gaap:FairValueInputsLevel3Membersoc:PromissoryNoteMemberus-gaap:MeasurementInputRiskFreeInterestRateMember 2023-09-30 0001831481 srt:MinimumMemberus-gaap:FairValueInputsLevel3Membersoc:PromissoryNoteMemberus-gaap:MeasurementInputRiskFreeInterestRateMember 2023-09-30 0001831481 srt:MaximumMemberus-gaap:FairValueInputsLevel3Membersoc:PromissoryNoteMemberus-gaap:MeasurementInputOptionVolatilityMember 2023-09-30 0001831481 srt:MinimumMemberus-gaap:FairValueInputsLevel3Membersoc:PromissoryNoteMemberus-gaap:MeasurementInputOptionVolatilityMember 2023-09-30 0001831481 us-gaap:FairValueInputsLevel3Membersoc:PromissoryNoteMemberus-gaap:MeasurementInputExpectedTermMember 2023-09-30 0001831481 srt:MaximumMemberus-gaap:FairValueInputsLevel3Membersoc:PromissoryNoteMemberus-gaap:MeasurementInputExpectedTermMember 2023-09-30 0001831481 srt:MinimumMemberus-gaap:FairValueInputsLevel3Membersoc:PromissoryNoteMemberus-gaap:MeasurementInputExpectedTermMember 2023-09-30 0001831481 us-gaap:FairValueInputsLevel3Membersoc:PromissoryNoteMemberus-gaap:MeasurementInputSharePriceMember 2023-09-30 0001831481 us-gaap:FairValueInputsLevel3Membersoc:PromissoryNoteMemberus-gaap:MeasurementInputExpectedDividendRateMember 2023-09-30 0001831481 us-gaap:FairValueInputsLevel3Membersoc:PromissoryNoteMemberus-gaap:MeasurementInputRiskFreeInterestRateMember 2023-09-30 0001831481 us-gaap:FairValueInputsLevel3Membersoc:PromissoryNoteMemberus-gaap:MeasurementInputOptionVolatilityMember 2023-09-30 0001831481 us-gaap:FairValueInputsLevel3Membersoc:PromissoryNoteMemberus-gaap:MeasurementInputExercisePriceMember 2023-09-30 0001831481 soc:PromissoryNoteMembersoc:SecondQ32023PromissoryNoteMember 2023-09-30 0001831481 soc:SecondWorkingCapitalLoanMember 2023-09-30 0001831481 soc:FirstWorkingCapitalLoanMember 2023-09-30 0001831481 soc:Q12023PromissoryNoteMembersoc:PromissoryNoteMember 2023-09-30 0001831481 soc:PromissoryNoteMembersoc:Q32022PromissoryNoteMember 2023-09-30 0001831481 soc:PromissoryNoteMembersoc:QFourTwoThousandAndTwentyTwoPromissoryNoteMember 2023-09-30 0001831481 soc:PromissoryNoteMembersoc:FourthQ22023PromissoryNoteMember 2023-09-30 0001831481 soc:PromissoryNoteMembersoc:FirstQ22023PromissoryNoteMember 2023-09-30 0001831481 soc:UnbilledExpensesMember 2023-09-30 0001831481 soc:ConveribleNotesMembersoc:FirstWorkingCapitalLoanMember 2023-09-30 0001831481 soc:ConveribleNotesMembersoc:Q42022PromissoryNoteMember 2023-09-30 0001831481 soc:ConveribleNotesMembersoc:Q32022PromissoryNoteMember 2023-09-30 0001831481 soc:ConveribleNotesMembersoc:ThirdWorkingCapitalLoanMember 2023-09-30 0001831481 soc:ConveribleNotesMembersoc:SecondWorkingCapitalLoanMember 2023-09-30 0001831481 soc:PromissoryNotesMembersoc:Q12023PromissoryNoteMember 2023-09-30 0001831481 soc:PromissoryNotesMembersoc:Q42022PromissoryNoteMember 2023-09-30 0001831481 soc:PromissoryNotesMember 2023-09-30 0001831481 soc:PromissoryNotesMembersoc:Q32022PromissoryNoteMember 2023-09-30 0001831481 soc:PromissoryNotesMembersoc:SecondQ32023PromissoryNoteMember 2023-09-30 0001831481 soc:ConveribleNotesMembersoc:FirstQ32023PromissoryNoteMember 2023-09-30 0001831481 soc:PromissoryNotesMembersoc:ThirdQ22023PromissoryNoteMember 2023-09-30 0001831481 soc:PromissoryNotesMembersoc:SecondQ22023PromissoryNoteMember 2023-09-30 0001831481 soc:ConveribleNotesMember 2023-09-30 0001831481 soc:ConveribleNotesMembersoc:FourthQ22023PromissoryNoteMember 2023-09-30 0001831481 soc:ConveribleNotesMembersoc:FirstQ22023PromissoryNoteMember 2023-09-30 0001831481 soc:ConveribleNotesMembersoc:Q12023PromissoryNoteMember 2023-09-30 0001831481 soc:SecondExtensionMemberus-gaap:CommonClassAMember 2023-09-30 0001831481 soc:WorkingCapitalLoansMembersoc:ConvertibeNotesAndPromissoryNoteMember 2023-09-30 0001831481 soc:MergerAgreementMembersoc:PromissoryNoteMember 2023-09-30 0001831481 soc:RedeemableCommonStockMemberus-gaap:CommonClassAMember 2022-07-012022-09-30 0001831481 soc:NonRedeemableCommonStockMembersoc:CommonClassAAndClassBMember 2022-07-012022-09-30 0001831481 us-gaap:RetainedEarningsMember 2022-07-012022-09-30 0001831481 soc:PublicMember 2022-07-012022-09-30 0001831481 us-gaap:PrivatePlacementMember 2022-07-012022-09-30 0001831481 soc:WarrantLiabilitiesMember 2022-07-012022-09-30 0001831481 soc:ConvertiblePromissoryNotesRelatedPartiesMember 2022-07-012022-09-30 0001831481 us-gaap:FairValueInputsLevel12And3Membersoc:PromissoryNoteMember 2022-07-012022-09-30 0001831481 soc:NonRedeemableClassAAndClassBCommonStockMember 2022-07-012022-09-30 0001831481 soc:RedeemableClassACommonStockMember 2022-07-012022-09-30 0001831481 us-gaap:RetainedEarningsMember 2023-07-012023-09-30 0001831481 soc:RedeemableCommonStockMemberus-gaap:CommonClassAMember 2023-07-012023-09-30 0001831481 soc:NonRedeemableCommonStockMembersoc:CommonClassAAndClassBMember 2023-07-012023-09-30 0001831481 us-gaap:CommonClassBMemberus-gaap:CommonStockMember 2023-07-012023-09-30 0001831481 us-gaap:CommonClassAMemberus-gaap:CommonStockMember 2023-07-012023-09-30 0001831481 soc:PublicMember 2023-07-012023-09-30 0001831481 us-gaap:PrivatePlacementMember 2023-07-012023-09-30 0001831481 soc:WarrantLiabilitiesMember 2023-07-012023-09-30 0001831481 soc:ConvertiblePromissoryNotesRelatedPartiesMember 2023-07-012023-09-30 0001831481 us-gaap:FairValueInputsLevel12And3Membersoc:PromissoryNoteMember 2023-07-012023-09-30 0001831481 soc:NonRedeemableClassAAndClassBCommonStockMember 2023-07-012023-09-30 0001831481 soc:RedeemableClassACommonStockMember 2023-07-012023-09-30 0001831481 soc:MergerAgreementMembersoc:PromissoryNoteMember 2023-07-012023-09-30 0001831481 soc:OtherPrivatePlacementWarrantsMember 2023-01-012023-09-30 0001831481 soc:PromissoryNoteMember 2023-01-012023-09-30 0001831481 soc:PublicWarrantsMember 2023-01-012023-09-30 0001831481 soc:ProspectiveWarrantRedemptionMembersoc:RedemptionOfWarrantsForCashMembersoc:PublicWarrantsMember 2023-01-012023-09-30 0001831481 soc:ProspectiveWarrantRedemptionMembersoc:RedemptionOfWarrantsForClassACommonStockMembersoc:PublicWarrantsMember 2023-01-012023-09-30 0001831481

soc:ProspectiveWarrantRedemptionMembersoc:PublicWarrantsMember 2023-01-012023-09-30 0001831481 soc:DeterminationOfPriceOfClassACommonStockForACertainPeriodBasedOnWhichLockInPeriodOfClassBCommonStockWillBeDeterminedMemberus-gaap:CommonClassBMember 2023-01-012023-09-30 0001831481 dei:BusinessContactMember 2023-01-012023-09-30 0001831481 soc:SharePriceMoreThanOrEqualsToUsdTwelveMembersoc:SponserMember 2023-01-012023-09-30 0001831481 soc:RedeemableCommonStockMemberus-gaap:CommonClassAMember 2023-01-012023-09-30 0001831481 soc:NonRedeemableCommonStockMembersoc:CommonClassAAndClassBMember 2023-01-012023-09-30 0001831481 soc:NonRedeemableClassAAndClassBCommonStockMember 2023-01-012023-09-30 0001831481 soc:RedeemableClassACommonStockMember 2023-01-012023-09-30 0001831481 us-gaap:CommonClassAMember 2023-01-012023-09-30 0001831481 soc:MergerAgreementMembersoc:PromissoryNoteMember 2023-01-012023-09-30 0001831481 us-gaap:RetainedEarningsMember 2023-04-012023-06-30 0001831481 soc:PublicMember 2023-04-012023-06-30 0001831481 us-gaap:PrivatePlacementMember 2023-04-012023-06-30 0001831481 soc:WarrantLiabilitiesMember 2023-04-012023-06-30 0001831481 soc:ConvertiblePromissoryNotesRelatedPartiesMember 2023-04-012023-06-30 0001831481 soc:RedeemableCommonStockMemberus-gaap:CommonClassAMember 2022-01-012022-09-30 0001831481 soc:NonRedeemableCommonStockMembersoc:CommonClassAAndClassBMember 2022-01-012022-09-30 0001831481 soc:NonRedeemableClassAAndClassBCommonStockMember 2022-01-012022-09-30 0001831481 soc:RedeemableClassACommonStockMember 2022-01-012022-09-30 0001831481 soc:ConvertiblePromissoryNotesRelatedPartiesMember 2023-01-012023-03-31 0001831481 us-gaap:RetainedEarningsMember 2023-01-012023-03-31 0001831481 soc:PublicMember 2023-01-012023-03-31 0001831481 us-gaap:PrivatePlacementMember 2023-01-012023-03-31 0001831481 soc:WarrantLiabilitiesMember 2023-01-012023-03-31 0001831481 us-gaap:RetainedEarningsMember 2022-01-012022-03-31 0001831481 soc:PublicMember 2022-01-012022-03-31 0001831481 us-gaap:PrivatePlacementMember 2022-01-012022-03-31 0001831481 soc:WarrantLiabilitiesMember 2022-01-012022-03-31 0001831481 soc:ConvertiblePromissoryNotesRelatedPartiesMember 2022-01-012022-03-31 0001831481 soc:SablePipeSubscriptionAgreementsMembersoc:SableOffshoreHoldingsLlcMemberus-gaap:CommonClassBMember 2022-11-02 0001831481 soc:WorkingCapitalLoansMembersoc:QFourTwoThousandAndTwentyTwoPromissoryNoteMember 2023-03-292023-03-29 0001831481 soc:PromissoryNoteMembersoc:SecondQ22023PromissoryNoteMember 2023-05-12 0001831481 soc:PromissoryNoteMembersoc:FirstQ22023PromissoryNoteMember 2023-05-12 0001831481 soc:WorkingCapitalLoansMember 2023-05-12 0001831481 soc:Q12023PromissoryNoteMember 2023-05-312023-05-31 0001831481 soc:PromissoryNoteMembersoc:ThirdQ22023PromissoryNoteMember 2023-06-22 0001831481 soc:PromissoryNoteMembersoc:FourthQ22023PromissoryNoteMember 2023-06-22 0001831481 soc:Q12023PromissoryNoteMember 2023-02-062023-02-06 0001831481 soc:ConvertiblePromissoryNotesRelatedPartiesMember 2022-10-012022-12-31 0001831481 soc:SponserMemberus-gaap:CommonClassAMember 2023-08-22 0001831481 soc:SponserMemberus-gaap:CommonClassBMember 2023-08-22 0001831481 soc:SponsorMemberus-gaap:CommonClassAMember 2023-08-22 0001831481 soc:SponsorMemberus-gaap:CommonClassBMember 2023-08-22 0001831481 soc:PromissoryNoteMembersoc:SecondQ32023PromissoryNoteMember 2023-08-30 0001831481 soc:PromissoryNoteMembersoc:FirstQ32023PromissoryNoteMember 2023-08-30 0001831481 us-gaap:CommonClassAMember 2023-08-29 0001831481 us-gaap:CommonClassAMember 2023-02-27 0001831481 us-gaap:RetainedEarningsMember 2022-04-012022-06-30 0001831481 soc:PublicMember 2022-04-012022-06-30 0001831481 us-gaap:PrivatePlacementMember 2022-04-012022-06-30 0001831481 soc:WarrantLiabilitiesMember 2022-04-012022-06-30 0001831481 soc:ConvertiblePromissoryNotesRelatedPartiesMember 2022-04-012022-06-30 0001831481 soc:NonRedeemableClassAAndClassBCommonStockMember 2022-04-012022-06-30 0001831481 soc:ConvertiblePromissoryNotesRelatedPartiesMember 2023-03-31 0001831481 soc:WorkingCapitalLoansMemberus-gaap:RelatedPartyMember 2023-03-31 0001831481 soc:WorkingCapitalLoansMember 2023-03-31 0001831481 soc:ConvertiblePromissoryNotesRelatedPartiesMember 2023-06-30 0001831481 soc:PromissoryNoteMembersoc:FourthQ22023PromissoryNoteMember 2023-06-30 0001831481 us-gaap:CommonClassAMember 2023-06-30 0001831481 soc:MergerAgreementMembersoc:PromissoryNoteMemberus-gaap:SubsequentEventMember 2023-11-142023-11-14 0001831481 soc:PublicMember 2022-12-31 0001831481 soc:WarrantLiabilitiesMember 2022-12-31 0001831481 us-gaap:PrivatePlacementMember 2022-12-31 0001831481 us-gaap:RetainedEarningsMember 2022-12-31 0001831481 us-gaap:AdditionalPaidInCapitalMember 2022-12-31 0001831481 us-gaap:CommonClassBMemberus-gaap:CommonStockMember 2022-12-31 0001831481 us-gaap:CommonClassAMemberus-gaap:CommonStockMember 2022-12-31 0001831481 soc:ConvertiblePromissoryNotesRelatedPartiesMember 2020-12-31 0001831481 soc:WarrantLiabilitiesMember 2020-12-31 0001831481 us-gaap:PrivatePlacementMember 2020-12-31 0001831481 soc:PublicMember 2020-12-31 0001831481 us-gaap:RetainedEarningsMember 2020-12-31 0001831481 us-gaap:AdditionalPaidInCapitalMember 2020-12-31 0001831481 us-gaap:CommonClassBMemberus-gaap:CommonStockMember 2020-12-31 0001831481 us-gaap:CommonClassAMemberus-gaap:CommonStockMember 2020-12-31 0001831481 soc:WarrantLiabilitiesMember 2021-12-31 0001831481 us-gaap:PrivatePlacementMember 2021-12-31 0001831481 soc:PublicMember 2021-12-31 0001831481 soc:ConvertiblePromissoryNotesRelatedPartiesMember 2021-12-31 0001831481 us-gaap:RetainedEarningsMember 2021-12-31 0001831481 us-gaap:AdditionalPaidInCapitalMember 2021-12-31 0001831481 us-gaap:CommonClassBMemberus-gaap:CommonStockMember 2021-12-31 0001831481 us-gaap:CommonClassAMemberus-gaap:CommonStockMember 2021-12-31 0001831481 soc:PublicMember 2022-09-30 0001831481 us-gaap:PrivatePlacementMember 2022-09-30 0001831481 soc:WarrantLiabilitiesMember 2022-09-30 0001831481 soc:ConvertiblePromissoryNotesRelatedPartiesMember 2022-09-30 0001831481 us-gaap:CommonClassAMemberus-gaap:CommonStockMember 2022-09-30 0001831481 us-gaap:RetainedEarningsMember 2022-09-30 0001831481 us-gaap:AdditionalPaidInCapitalMember 2022-09-30 0001831481 us-gaap:CommonClassBMemberus-gaap:CommonStockMember 2022-09-30 0001831481 soc:PublicMember 2023-09-30 0001831481 us-gaap:PrivatePlacementMember 2023-09-30 0001831481 soc:WarrantLiabilitiesMember 2023-09-30 0001831481 us-gaap:CommonClassAMemberus-gaap:CommonStockMember 2023-09-30 0001831481 us-gaap:RetainedEarningsMember 2023-09-30 0001831481 us-gaap:AdditionalPaidInCapitalMember 2023-09-30 0001831481 us-gaap:CommonClassBMemberus-gaap:CommonStockMember 2023-09-30 0001831481 soc:PublicMember 2023-06-30 0001831481 us-gaap:PrivatePlacementMember 2023-06-30 0001831481 soc:WarrantLiabilitiesMember 2023-06-30 0001831481 us-gaap:CommonClassBMemberus-gaap:CommonStockMember 2023-06-30 0001831481 us-gaap:AdditionalPaidInCapitalMember 2023-06-30 0001831481 us-gaap:RetainedEarningsMember 2023-06-30 0001831481 us-gaap:CommonClassAMemberus-gaap:CommonStockMember 2023-06-30 0001831481 soc:PublicMember 2023-03-31 0001831481 us-gaap:PrivatePlacementMember 2023-03-31 0001831481 soc:WarrantLiabilitiesMember 2023-03-31 0001831481 us-gaap:CommonClassBMemberus-gaap:CommonStockMember 2023-03-31 0001831481 us-gaap:AdditionalPaidInCapitalMember 2023-03-31 0001831481 us-gaap:RetainedEarningsMember 2023-03-31 0001831481 us-gaap:CommonClassAMemberus-gaap:CommonStockMember 2023-03-31 0001831481 soc:PublicMember 2022-03-31 0001831481 us-gaap:PrivatePlacementMember 2022-03-31 0001831481 soc:WarrantLiabilitiesMember 2022-03-31 0001831481 us-gaap:CommonClassAMemberus-gaap:CommonStockMember 2022-03-31 0001831481 us-gaap:RetainedEarningsMember 2022-03-31 0001831481 us-gaap:AdditionalPaidInCapitalMember 2022-03-31 0001831481 us-gaap:CommonClassBMemberus-gaap:CommonStockMember 2022-03-31 0001831481 soc:PublicMember 2022-06-30 0001831481 us-gaap:PrivatePlacementMember 2022-06-30 0001831481 soc:WarrantLiabilitiesMember 2022-06-30 0001831481 soc:ConvertiblePromissoryNotesRelatedPartiesMember 2022-06-30 0001831481 us-gaap:CommonClassAMemberus-gaap:CommonStockMember 2022-06-30 0001831481 us-gaap:RetainedEarningsMember 2022-06-30 0001831481 us-gaap:AdditionalPaidInCapitalMember 2022-06-30 0001831481 us-gaap:CommonClassBMemberus-gaap:CommonStockMember 2022-06-30 iso4217:USD shares utr:Day utr:Month utr:Year pure iso4217:USD shares utr:Yfalse00018314815-15Sable Offshore Corp.DE131185-3514078700 Milam Street, Suite 3300HoustonTX77002713579-6106Gregory D. Patrinely700 Milam Street, Suite 3300HoustonTX77002713579-6106Non-accelerated Filertruefalse0.50.5http://fasb.org/us-gaap/2023#FairValueAdjustmentOfWarrantshttp://fasb.org/us-gaap/2023#FairValueAdjustmentOfWarrants709450100256246392882129558421884686393967229071829764895514290906765615360846258922308378078554333015161046822875000010.3410.16312355529034700800.00010.000110000010000000000 0.00010.000120000000020000000071875007187500006104682287500007190.00010.000120000000020000000071875007187500006104682287500007190.00010.000120000000020000000071875007187500 71900-26404140-18325985-26403421-183252666489551429090676599693812815083485342201233 9-996938-1281508-3485342-201233969990612459643840682161532375748 8-1200-37804210119271875-3727503004875-10003125-93294571619914873611115974 37-103263953384 06-261173195850981469805301567855435301 56-10473375-191750-339727490549428169859816985928750000287500001266064012660640287500002875000 0-0.68-0.68-0.01-0.01-0.17-0.170.250.257187500718750071875007187500718750071875007187500718750071875007187500-0.68-0.68-0.01-0.01-0.17-0.170.250.250071875007190-18325985-183252664220542205177635417763 54-2068297-2068297203648220364820071875007190-20091949-200912301861941861946264226422503961950396190071875007190-15492558-15491839304801304801502927502927718750071 9-7187500-719-240081-240081-10473375-10473375718750071900 0-26404140-26403421007187500719 0-12940155-12939436521265212664217676421767007187500719 0-6466262-646554384375843752824925282492500718750071900-3725712-372499366580866580 8-191750-191750007187500719 0-4583270-4582551-33972749054942-3840682-1615323-37804210113004875-10003125158180-362012152771681279745539253015 6-2445957-837530230129156049015132000023061930732000023012915601080000335000148500 00-22756415633500060919 4-182530100256322768709450140238726370053320052126290570375018323083780330151 0 Note 1 — Organization, and Business Operations Organization and General Flame Acquisition Corp. (the "Company") was incorporated in Delaware on October 16, 2020. The Company was formed for the purpose of entering into a merger, capital stock exchange, asset acquisition, stock purchase, reorganization or similar business combination with one or more businesses (a "Business Combination"). The Company is not limited to a particular industry or geographic region for purposes of consummating a Business Combination. The Company is an early stage and emerging growth company and, as such, the Company is subject to all of the risks associated with early stage and emerging growth companies. The Company has selected December 31 as its fiscal year end. On November 2, 2022, the Company entered into an agreement and plan of merger, dated as of November 2, 2022 (as it may be amended, supplemented, or otherwise modified from time to time, the "Merger Agreement"), with Sable Offshore Corp., a Texas corporation ("SOC"), and Sable Offshore Holdings, LLC, a Delaware limited liability company and the parent company of SOC ("Holdco" and, together with SOC, "Sable"), as fully disclosed in the Current Report on Form 8-K filed by the Company with the U.S Securities and Exchange Commission ("SEC") on November 2, 2022. The Merger Agreement provides for, among other things, the following transactions at the closing: (i) Holdco will merge with and into the Company, with the Company surviving the merger (the "Holdco Merger"), and (ii) immediately following the effective time of the Holdco Merger, SOC will merge with and into the Company, with the Company surviving the merger (the "SOC Merger"). The Holdco Merger together with the SOC Merger are referred to as the "Merger," and the Merger and other transactions contemplated by the Merger Agreement are referred to as the "Business Combination." In connection with the Business Combination, the Company will change its name to Sable Offshore Corp. The independent members of the board of directors of the Company (the "Board") approved, and recommended that the Board approve, the Merger Agreement and the transactions contemplated thereby. Subsequently, the Board approved the Merger Agreement and the transactions contemplated thereby. The obligations of the parties to consummate the Business Combination are subject to the satisfaction or waiver of certain customary closing conditions. The closing of the Merger is expected to occur on the third business day after the satisfaction or waiver (if legally permissible) of the conditions set forth in the Merger Agreement, except as otherwise mutually agreed by the parties. The Merger Agreement may be terminated under certain customary and limited circumstances at any time prior to the Closing and the Company can provide no assurance that the Business Combination will be consummated at the expected time, or at all. In connection with the Business Combination, Holdco entered into subscription agreements (the "Sable PIPE Subscription Agreements") with certain investors (the "Sable PIPE Investors"), pursuant to which the Sable PIPE Investors agreed to purchase, in the aggregate, 7,450,000 limited liability company membership interests in Holdco designated as Class B shares at $10.00 per share, for an aggregate commitment amount of approximately $74,500,000 (the "Sable PIPE Investment"), The Sable PIPE Subscription Agreements provide that, in the event the Merger is consummated, the Sable PIPE Investors will be deemed to have subscribed for and will purchase our Class A common stock at the same price per share and, by operation of law pursuant to the Merger, the Company will have succeeded to Holdco's obligations under the Sable PIPE Subscription Agreements. The Sable PIPE Subscription Agreements provide that, if the Merger is consummated, we must file a registration statement within 30 calendar days after consummation of the Merger registering the resale of the shares of our Class A common stock issued to the Sable PIPE Investors, and must use our commercially reasonable efforts to have the registration statement declared effective by the SEC by the earlier of (i) the 90th calendar day (or 120th calendar day if the SEC notifies us that   <div style="margin-top: 0pt; margin-bottom:

0pt; font-size: 10pt; font-family: "Times New Roman";">it will review the registration statement) following the closing of the Merger and (ii) the 10th business day after the date we are notified (orally or in writing, whichever is earlier) by the SEC that the registration statement will not be reviewed or will not be subject to further review. We thereafter will be required to maintain a registration statement that is continuously effective and to cause the registration statement to regain effectiveness in the event that it ceases to be effective. On November 10, 2022, the Company filed a preliminary proxy statement relating to the Business Combination (as amended, the "Proxy Statement"), which included a recommendation of the Board to the Company's stockholders that they approve the proposals included in the Proxy Statement. The Company also filed amended preliminary proxy statements on December 23, 2022, January 27, 2023 and September 14, 2023 for the purpose of addressing SEC Staff comments. On February 27, 2023, at a special meeting of stockholders, the Company's stockholders voted to approve an amendment (the "First Extension Amendment Proposal") to the amended and restated certificate of incorporation to extend the date by which the Company must complete a business combination (the "First Extension") from March 1, 2023, to September 1, 2023 (the "First Extended Date"). In connection with the First Extension, stockholders holding 20,317,255 shares of Class A common stock exercised their right to redeem such shares for a pro rata portion of the funds in the Trust Account, representing approximately 70.67% of our then issued and outstanding Class A common stock. As a result, $206,121,060 (approximately $10.15 per share) was removed from the Trust Account to pay such redeeming holders on March 2, 2023. On June 13, 2023, Sable, Exxon Mobil Corporation ("Exxon") and Mobil Pacific Pipeline Company ("MPPC," and together with Exxon, "EM") entered into a First Amendment (the "Amendment") to the Purchase and Sale Agreement dated November 1, 2022 among Sable and EM. Pursuant to the Amendment, Sable and EM agreed to amend the Sable-EM Purchase Agreement to, among other things, provide that the closing of the transactions contemplated by the Sable-EM Purchase Agreement was scheduled to take place on June 30, 2023 (the "Sable-EM Scheduled Closing Date"), unless one or more of the conditions to closing described in the Sable-EM Purchase Agreement was not satisfied as of the Sable-EM Scheduled Closing Date, in which case the closing would be held three business days after all such conditions were satisfied or waived, or such other date as the parties may mutually agree in writing, but in no event later than December 31, 2023. The Amendment also lowers the "Minimum Cash Threshold" (as defined in the Sable-EM Purchase Agreement) from $ 200,000,000 to $ 150,000,000 .
 On June 30, 2023, the Company and Sable entered into a Second Amendment to the Merger Agreement, pursuant to which the parties agreed to extend the date by which the parties must consummate the Business Combination, or otherwise either Flame or Sable may terminate the Merger Agreement, from June 30, 2023, to March 1, 2024. On August 22, 2023, we issued an aggregate of 7,187,500 shares of Class A common stock to the Sponsor, FL Co-Investment, Intrepid Financial Partners, our independent directors and certain of our executive officers, upon the conversion of an equal number of shares of Class B common stock (the "Class B Conversion"). The 7,187,500 shares of Class A common stock issued in connection with the Class B Conversion are subject to the same restrictions as applied to the shares of Class B common stock before the Class B Conversion, including, among other things, certain transfer restrictions, waiver of redemption rights and the obligation to vote in favor of an initial business combination, as described in the prospectus for the Initial Public Offering ("IPO") described below. After the Class B Conversion, no shares of Class B common stock remained outstanding. On August 29, 2023, at a special meeting of stockholders, the Company's stockholders voted to approve a proposal (the "Second Extension Amendment Proposal") to amend the amended and restated certificate of incorporation to extend the date by which the Company must complete a business combination (the "Second Extension") from September 1, 2023, to March 1, 2024 (the "Second Extension Amendment"). In connection with the Second Extension, stockholders holding 2,328,063 shares of Class A common stock exercised their right to redeem such shares for a pro rata portion of the funds in the Trust Account, representing approximately 27.61% of our then issued and outstanding Class A common stock. As a result, $24,008,096 (approximately $10.31 per share) was removed from the Trust Account to pay such redeeming holders on August 31, 2023. On August 29, 2023, in connection with the Second Extension, we filed the Second Extension Amendment to the Company's amended and restated certificate of incorporation with the Secretary of State of the State of Delaware. The Second Extension Amendment extends the date by which we must consummate our initial business combination from September 1, 2023 to March 1, 2024. As of September 30, 2023, the Company had not yet commenced any operations. All activity through September 30, 2023 relates to the Company's formation, the IPO and, since the closing of the IPO, the search for a target for our initial Business Combination, and since the signing of the Merger Agreement, completing our initial Business Combination. The Company will not generate any operating revenues until after the completion of its initial business combination, at the earliest. The Company will generate non-operating income in the form of interest income on cash and cash equivalents from the proceeds derived from the IPO and non-operating income or expense from changes in the fair value of warrant liabilities and convertible promissory notes. Financing The registration statement for the Company's IPO was declared effective on February 24, 2021 (the "Effective Date"). On March 1, 2021, the Company consummated the IPO of 28,750,000 units (the "Units" and, with respect to the common stock included in the Units sold, the "Public Shares"), at $10.00 per Unit, generating gross proceeds of $287,500,000, which is discussed in Note 3. Simultaneously with the closing of the IPO, the Company consummated the sale of 7,750,000 warrants (the "Private Placement Warrants"), at a price of $1.00 per Private Placement Warrant, which is discussed in Note 4. Trust Account Following the closing of the IPO on March 1, 2021, an amount of $287,500,000 from the net proceeds of the sale of the Units in the IPO and the sale of the Private Placement Warrants was placed in a trust account ("Trust Account") which is invested in U.S. government securities, within the meaning set forth in Section 2(a)(16) of the Investment Company Act, with a maturity of 185 days or less or in any open-ended investment company that holds itself out as a money market fund meeting the conditions of Rule 2a-7 of the Investment Company Act, as determined by the Company. However, to mitigate the risk of our being deemed to be an unregistered investment company (including under the subjective test of Section 3(a)(1)(A) of the Investment Company Act) and thus subject to regulation under the Investment Company Act, on February 21, 2023, we instructed American Stock Transfer & Trust Company, the trustee with respect to the Trust Account, to liquidate the investments previously held in the Trust Account and to hold all funds in the Trust Account in cash (which may include an interest bearing demand deposit account at a national bank) until the earlier of the consummation of our initial business combination or the liquidation of the Company. Except with respect to interest earned on the funds held in the Trust Account that may be released to the Company to pay its tax obligations (see Note 2), the proceeds from the IPO and the sale of the Private Placement Warrants will not be released from the Trust Account until the earliest of (a) the completion of the Company's initial business combination, (b) the redemption of any Public Shares properly submitted in connection with a stockholder vote to amend the Company's amended and restated certificate of incorporation, and (c) the redemption of the Company's Public Shares if the Company is unable to complete the initial business combination by March 1, 2024, subject to applicable law. The proceeds deposited in the Trust Account could become subject to the claims of the Company's creditors, if any, which could have priority over the claims of the Company's public stockholders.   Initial Business Combination The Company's management has broad discretion with respect to the specific application of the net proceeds of the IPO, although substantially all of the net proceeds are intended to be generally applied toward consummating a business combination. The Company's business combination must be with one or more target businesses that together have a fair market value equal to at least 80% of the balance in the Trust Account (net of taxes payable) at the time of the signing of an agreement to enter into a business combination. However, the Company will only complete a business combination if the post-business combination company owns or acquires 50% or more of the outstanding voting securities of the target or otherwise acquires a controlling interest in the target sufficient for it not to be required to register as an investment company under the Investment Company Act. There is no assurance that the Company will be able to successfully effect a business combination. The Company will provide its public stockholders with the opportunity to redeem all or a portion of their Public Shares upon the completion of the initial business combination either (i) in connection with a stockholder meeting called to approve the initial business combination or (ii) by means of a tender offer. The decision as to whether the Company will seek stockholder approval of a proposed initial business combination or conduct a tender offer will be made by the Company, solely in its discretion. The stockholders will be entitled to redeem their shares for a pro rata portion of the amount then on deposit in the Trust Account (initially $10.00 per share, plus any pro rata interest earned on the funds held in the Trust Account and not previously released to the Company to pay its tax obligations). The shares of common stock subject to redemption are recorded at a redemption value and classified as temporary equity upon the completion of the IPO, in accordance with Accounting Standards Codification ("ASC") Topic 480, "Distinguishing Liabilities from Equity" ("ASC 480"). The Company will proceed with a business combination if the Company has net tangible assets of at least $5,000,001 either immediately prior to or upon consummation of a business combination and, if the Company seeks stockholder approval, a majority of the issued and outstanding shares voted are voted in favor of the business combination. The Company has until March 1, 2024 to consummate a business combination (the "Combination Period"). However, if the Company is unable to complete a business combination within the Combination Period, the Company will redeem 100% of the outstanding Public Shares for a pro rata portion of the funds held in the Trust Account, equal to the aggregate amount then on deposit in the Trust Account including interest earned on the funds held in the Trust Account and not previously released to the Company for the payment of taxes, and less up to $100,000 of interest to pay dissolution expenses, divided by the number of then outstanding Public Shares, subject to applicable law, and then seek to dissolve and liquidate. Flame Acquisition Sponsor, LLC a Delaware company (the "Sponsor"), and the Company's officers and directors have agreed to (i) waive their redemption rights with respect to their Founder Shares (see Note 5), Private Placement Warrants and Public Shares in connection with the completion of the initial business combination, (ii) waive their redemption rights with respect to their Founder Shares and Public Shares in connection with a stockholder vote to approve an amendment to the Company's amended and restated certificate of incorporation, and (iii) waive their rights to liquidating distributions from the Trust Account with respect to their Founder Shares and Private Placement Warrants if the Company fails to complete the initial business combination within the Combination Period. The Sponsor has agreed that it will be liable to the Company if and to the extent any claims by a third party for services rendered or products sold to the Company, or a prospective target business with which the Company has entered into a written letter of intent, confidentiality or similar agreement or business combination agreement, reduce the amount of funds in the Trust Account to below the lesser of (i) $10.00 per Public Share and (ii) the actual amount per Public Share held in the Trust Account as of the date of the liquidation of the Trust Account, if less than $10.00 per share due to reductions in the value of the trust assets, less taxes payable, provided that such liability will not apply to any claims by a third party or prospective target business who executed a waiver of any and all rights to the monies held in the Trust Account (whether or not such waiver is

*enforceable) nor will it apply to any claims under the Company's indemnity of the underwriters of the IPO against certain liabilities, including liabilities under the Securities Act. However, the Company has not asked the Sponsor to reserve for such indemnification obligations. The Company has not independently verified whether the Sponsor has sufficient funds to satisfy its indemnity obligations and believes that the Sponsor's only assets are securities of the Company. Therefore, the Company cannot be certain that the Sponsor would be able to satisfy those obligations. Going Concern As of September 30, 2023, the Company had cash outside the Trust Account of $709,450 available for working capital needs and a working capital deficit of $12,065,413. All remaining cash held in the Trust Account is generally unavailable for the Company's use, prior to an initial business combination, and is restricted for use either in a Business Combination, to redeem common stock or to use for payment of taxes. As of September 30, 2023, $816,118 of the amount in the Trust Account was available to be withdrawn as described above. Through September 30, 2023, the Company's liquidity needs have been satisfied through various promissory notes from its sponsor (see further discussion of the individual promissory notes in Note 5). Until consummation of its Business Combination, the Company will be using the funds not held in the Trust Account, and any additional Working Capital Loans (as defined in Note 5) from the initial stockholders, the Company's officers and directors, or their respective affiliates (which is described in Note 5), for identifying and evaluating prospective acquisition candidates, performing business due diligence on prospective target businesses, traveling to and from the offices, plants or similar locations of prospective target businesses, reviewing corporate documents and material agreements of prospective target businesses, selecting the target business to acquire and structuring, negotiating and consummating the Business Combination. If the Company's estimates of the costs of undertaking in-depth due diligence and negotiating a business combination are less than the actual amounts necessary to do so, the Company may have insufficient funds available to operate its business prior to the business combination and will need to raise additional capital through loans from the Sponsor, its officers and/or directors, or third parties. Except as contemplated by the terms of the Working Capital Loans, neither the Sponsor nor the Company's officers or directors are under any obligation to advance additional funds to, or to invest in, the Company (see Note 5). If the Company is unable to raise additional capital, it may be required to take additional measures to conserve liquidity, which could include, but not necessarily be limited to, curtailing operations, suspending the pursuit of its business plan, and reducing overhead expenses. The Company cannot provide any assurance that new financing will be available to it on commercially acceptable terms, if at all. The Company is also subject to a mandatory liquidation and subsequent dissolution requirement if it does not complete its initial business combination by March 1, 2024. In connection with the Company's assessment of going concern considerations in accordance with ASC Subtopic 205-40, Presentation of Financial Statements - Going Concern, the Company cannot assure you that its plans to raise capital or to consummate an initial business combination before March 1, 2024 will be successful. These factors, among others, raise substantial doubt about the Company's ability to continue as a going concern. These financial statements do not include any adjustments relating to the recovery of the recorded assets or the classification of the liabilities that might be necessary should the Company be unable to continue as a going concern. Risks and Uncertainties Management continues to evaluate the impact of the COVID-19 pandemic and the conflict in Ukraine and the surrounding region, and has concluded that while it is reasonably possible that these risks and uncertainties could have a negative effect on the Company's financial position, results of operations and/or search for a target company, the specific impact is not readily determinable as of the date of these unaudited condensed financial statements. The unaudited condensed financial statements do not include any adjustments that might result from the outcome of these uncertainties. Inflation Reduction Act of 2022 On August 16, 2022, the Inflation Reduction Act of 2022 (the "IR Act") was signed into federal law. The IR Act provides for, among other things, a new U.S. federal 1% excise tax on certain repurchases of stock by publicly traded U.S. domestic corporations and certain U.S. domestic subsidiaries of publicly traded foreign corporations occurring on or after January 1, 2023. The excise tax is imposed on the repurchasing corporation itself, not its shareholders from whom shares are repurchased. The amount of the excise tax is generally 1% of the fair market value of the shares repurchased at the time of the repurchase. However, for purposes of calculating the excise tax, repurchasing corporations are permitted to net the fair market value of certain new stock issuances against the fair market value of stock repurchases made during the same taxable year. In addition, certain exceptions apply to the excise tax. The U.S. Department of the Treasury (the "U.S. Treasury") has been given authority to provide regulations and other guidance to carry out and prevent the abuse or avoidance of the excise tax. Any redemption or other repurchase that occurs after December 31, 2022, in connection with a Business Combination, extension vote or otherwise, may be subject to the excise tax. Whether and to what extent the Company would be subject to the excise tax in connection with a Business Combination, extension vote or otherwise would depend on a number of factors, including (i) the fair market value of the redemptions and repurchases in connection with the Business Combination, extension or otherwise, (ii) the structure of a Business Combination, (iii) the nature and amount of any "PIPE" or other equity issuances in connection with a Business Combination (or otherwise issued not in connection with a Business Combination but issued within the same taxable year of a Business Combination) and (iv) the content of regulations and other guidance from the U.S. Treasury. In addition, because the excise tax would be payable by the Company and not by the redeeming holder, the mechanics of any required payment of the excise tax have not been determined. The foregoing could cause a reduction in the cash available on hand to complete a Business Combination and in the Company's ability to complete a Business Combination. The Company determined that the $ 230,129,156 in Trust Account value relating to the Class A common stock redeemed during the nine months ended September 30, 2023 (as noted above) is currently subject to the excise tax. Accordingly, an excise tax payable of $ 2,308,378 was recognized upon the redemptions and was recorded as a liability on the condensed balance sheet and as a charge to Accumulated Deficit. The Company will continue to assess the excise tax payable recognizing an additional excise tax liability for any future stock repurchases/redemptions and netting such liability for any future qualifying stock issuances within the same annual period.
7450000107450000020317255 0.706720612106010.1520000000015000000071875007187500023280630.27612400809610.312875000010287500000775000012875 6 2308378 Note 2— Significant Accounting Policies Basis of Presentation The accompanying unaudited condensed financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP") for interim financial information and in accordance with the instructions to Form 10-Q and Article 8 of Regulation S-X of the SEC. Certain information or footnote disclosures normally included in financial statements prepared in accordance with GAAP have been condensed or omitted, pursuant to the rules and regulations of the SEC for interim financial reporting. Accordingly, they do not include all the information and footnotes necessary for a complete presentation of financial position, results of operations, or cash flows. In the opinion of management, the accompanying unaudited condensed financial statements include all adjustments, consisting of a normal recurring nature, which are necessary for a fair presentation of the financial position, operating results and cash flows for the periods presented.   The accompanying unaudited condensed financial statements should be read in conjunction with the Company's Annual Report on Form 10-K as filed with the SEC on March 31, 2023, as well as the Company's Current Reports on Form 8-K. The accompanying condensed balance sheet as of December 31, 2022 has been derived from our audited financial statements included in that Annual Report. The interim results for the three and nine months ended September 30, 2023 are not necessarily indicative of the results to be expected for the year ending December 31, 2023 or for any future interim periods. Emerging Growth Company Status The Company is an "emerging growth company," as defined in Section 2(a) of the Securities Act of 1933, as amended, (the "Securities Act"), as modified by the Jumpstart our Business Startups Act of 2012, (the "JOBS Act"), and it may take advantage of certain exemptions from various reporting requirements that are applicable to other public companies that are not emerging growth companies including, but not limited to, not being required to comply with the auditor attestation requirements of Section 404 of the Sarbanes-Oxley Act, reduced disclosure obligations regarding executive compensation in its periodic reports and proxy statements, and exemptions from the requirements of holding a nonbinding advisory vote on executive compensation and stockholder approval of any golden parachute payments not previously approved. Further, Section 102(b)(1) of the JOBS Act exempts emerging growth companies from being required to comply with new or revised financial accounting standards until private companies (that is, those that have not had a Securities Act registration statement declared effective or do not have a class of securities registered under the Exchange Act) are required to comply with the new or revised financial accounting standards. The JOBS Act provides that a company can elect to opt out of the extended transition period and comply with the requirements that apply to non-emerging growth companies but any such election to opt out is irrevocable. The Company has elected not to opt out of such extended transition period which means that when a standard is issued or revised and it has different application dates for public or private companies, the Company, as an emerging growth company, can adopt the new or revised standard at the time private companies adopt the new or revised standard. This may make comparison of the Company's financial statements with another public company which is neither an emerging growth company nor an emerging growth company which has opted out of using the extended transition period difficult or impossible because of the potential differences in accounting standards used. Use of Estimates The preparation of financial statements in conformity with US GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of expenses during the reporting period. Significant accounting estimates include inputs utilized to fair value warrant liabilities and convertible promissory notes. Actual results could differ from those estimates. Cash and Cash Equivalents The Company considers all short-term investments with an original maturity of three months or less when purchased to be cash equivalents. The Company did not have any cash equivalents as of September 30, 2023 and December 31, 2022, respectively. Marketable Securities Held in Trust Account At December 31, 2022, the Trust Account had $290,718,297 in marketable securities. As discussed in Note 1, during the nine months ended September 30, 2023, the investments previously held in the Trust Account were liquidated with all funds in the Trust Account to be held in cash (which may include an interest bearing demand deposit account). During the nine months ended September 30, 2023 and the year ended December 31, 2022, the Company withdrew $490,151 and $786,918, respectively, of interest income from the Trust Account to pay its tax obligations. Additionally, as discussed further below, approximately $230.1 million was removed from the Trust Account to pay redeeming holders during the nine months ended September 30, 2023.
 <div style="text-align:

center; font-family: Times New Roman; font-size: 10pt; margin-top: 0pt; margin-bottom: 0pt;"> Marketable securities held in the Trust Account are classified as "Trading Securities" in accordance with ASC 320, "Investments – Debt Securities" and are reported at fair value with unrealized gains or losses included in earnings of the current period. Concentration of Credit Risk Financial instruments that potentially subject the Company to concentrations of credit risk consist of a cash account in a financial institution, which, at times, may exceed the Federal Depository Insurance Coverage of $250,000. At September 30, 2023 and December 31, 2022, the Company did not experience losses on this account. Common Stock Subject to Possible Redemption The Company accounts for its Class A common stock subject to possible redemption in accordance with the guidance in ASC Topic 480, "Distinguishing Liabilities from Equity." Class A common stock subject to mandatory redemption (if any) are classified as a liability instrument and are measured at fair value. Conditionally redeemable common stock (including common stock that feature redemption rights that are either within the control of the holder or subject to redemption upon the occurrence of uncertain events not solely within the Company's control) are classified as temporary equity. At all other times, common stock are classified as stockholders' equity. The Company's redeemable Class A common stock feature certain redemption rights that are considered to be outside of the Company's control and subject to the occurrence of uncertain future events. Accordingly, as of September 30, 2023 and December 31, 2022, 6,104,682 and 28,750,000 shares of Class A common stock subject to possible redemption, representing all outstanding shares of redeemable Class A common stock on those dates, are presented at redemption value as temporary equity, outside of the stockholders' deficit section of the Company's condensed balance sheets, respectively. Under ASC 480-10-S99, the Company has elected to recognize changes in the redemption value immediately as they occur and adjust the carrying value of the security to equal the redemption value at the end of the reporting period. This method would view the end of the reporting period as if it were also the redemption date of the security. Effective with the closing of our initial public offering, we recognized the remeasurement amount from initial book value to redemption amount, which, resulted in charges against additional paid-in capital (to the extent available) and accumulated deficit. Amount remeasured in 2023 represents investment income accrued in the Trust Account during the period reduced by the amounts of Delaware franchise tax and income taxes paid and payable for 2021, 2022 and 2023, net of cash withdrawn from the Trust Account to pay these obligations. On February 23, 2023, the Company was notified by stockholders holding 20,317,255 shares of Class A common stock that they exercised their right to redeem such shares for a pro rata portion of the funds in the Trust Account. As a result, $206,121,060 (approximately $10.15 per share) was removed from the Trust Account to pay such redeeming holders on March 2, 2023. On August 29, 2023, the Company was notified by stockholders holding 2,328,063 shares of Class A common stock that they exercised their right to redeem such shares for a pro rata portion of the funds in the Trust Account. As a result, $24,008,096 (approximately $10.31 per share) was removed from the Trust Account to pay such redeeming holders on August 31, 2023. </div><div style="margin-top: 0px; margin-bottom: 0px; font-size: 8pt;"> </div><div style="margin-top:0pt; margin-bottom:0pt; font-size:10pt; font-family:Times New Roman;text-align:center"> </div> <div style="margin-top:0pt; margin-bottom:0pt; font-size:10pt; font-family:Times New Roman">At September 30, 2023 and December 31, 2022, the Class A common stock reflected in the condensed balance sheets is reconciled in the following table:
</div><div style="color: rgb(0, 0, 0); font-family: 'Times New Roman'; font-size: 12pt; font-style: normal; font-variant-ligatures: normal; font-variant-caps: normal; font-weight: 400; letter-spacing: normal; orphans: 2; text-align: left; text-indent: 0px; text-transform: none; white-space: normal; widows: 2; word-spacing: 0px; -webkit-text-stroke-width: 0px; background-color: rgb(255, 255, 255); text-decoration-thickness: initial; text-decoration-style: initial; text-decoration-color: initial; margin-top: 0pt; margin-bottom: 0pt;"><div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="font-family: "Times New Roman"; font-size: 12pt; letter-spacing: 0px; top: 0px;;display:inline;"> </div></div></div> <table cellpadding="0" cellspacing="0" style="font-family: 'Times New Roman'; letter-spacing: normal; orphans: 2; text-transform: none; widows: 2; word-spacing: 0px; -webkit-text-stroke-width: 0px; background-color: rgb(255, 255, 255); text-decoration-thickness: initial; text-decoration-style: initial; text-decoration-color: initial; border-collapse: collapse; font-size: 10pt; width: 620.156px; border: 0px; margin: 0px auto;"> <tr> <td style="width: 384.484px;"><div style="letter-spacing: 0px; top: 0px;;display:inline;"></div></td> <td style="vertical-align: bottom; width: 31px;"><div style="letter-spacing: 0px; top: 0px;;display:inline;"></div></td> <td><div style="letter-spacing: 0px; top: 0px;;display:inline;"></div></td> <td><div style="letter-spacing: 0px; top: 0px;;display:inline;"></div></td> <td><div style="letter-spacing: 0px; top: 0px;;display:inline;"></div></td> <td style="vertical-align: bottom; width: 31px;"><div style="letter-spacing: 0px; top: 0px;;display:inline;"></div></td> <td><div style="letter-spacing: 0px; top: 0px;;display:inline;"></div></td> <td><div style="letter-spacing: 0px; top: 0px;;display:inline;"></div></td> <td><div style="letter-spacing: 0px; top: 0px;;display:inline;"></div></td></tr> <tr style="break-inside: avoid; font-family: 'Times New Roman'; font-size: 8pt;"> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"><div style="letter-spacing: 0px; top: 0px;;display:inline;"> </div></td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"><div style="letter-spacing: 0px; top: 0px;;display:inline;"> </div></td> <td colspan="2" style="border-bottom: 1pt solid rgb(0, 0, 0); vertical-align: bottom;;text-align:center;"><div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="font-weight:bold;display:inline;">Shares</div></div></div></td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"><div style="letter-spacing: 0px; top: 0px;;display:inline;"> </div></td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"><div style="letter-spacing: 0px; top: 0px;;display:inline;"> </div></td> <td colspan="2" style="border-bottom: 1pt solid rgb(0, 0, 0); vertical-align: bottom;;text-align:center;"><div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="font-weight:bold;display:inline;">Value</div></div></div></td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"><div style="letter-spacing: 0px; top: 0px;;display:inline;"> </div></td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"><div style="margin-top: 0pt; margin-bottom: 0pt; margin-left: 1em; text-indent: -1em; font-size: 10pt; font-family: "Times New Roman"; line-height: normal;">Gross proceeds from Initial Public Offering</div></td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">28,750,000</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">287,500,000</td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:top"> Less: </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"> Common stock issuance costs </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">— </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">(6,326,922</td> <td style="white-space:nowrap;vertical-align:bottom">) </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:top"> Proceeds allocated to public warrants </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">— </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">(12,218,750</td> <td style="white-space:nowrap;vertical-align:bottom">) </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"> Plus: </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:top"> Remeasurement of Class A common stock subject to possible
redemption </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">— </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">21,392,680</td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="font-size:1px"> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:bottom"> Contingently redeemable common stock at December 31, 2022 </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;"> 28,750,000 </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;"> 290,347,008 </td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:top"> Less: </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"> Redemptions of Class A common stock </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">(22,645,318</td> <td style="white-space:nowrap;vertical-align:bottom">) </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">(230,129,156</td> <td style="white-space:nowrap;vertical-align:bottom">) </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:top"> Plus: </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td></tr>

<tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"> Remeasurement of Class A common stock subject to possible
redemption </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">— </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">2,905,703</td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="font-size:1px"> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:bottom"> Contingently redeemable Class A common stock at September 30, 2023 </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;"> 6,104,682 </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> $</div></div></td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;"><div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="font-weight:bold;display:inline;">63,123,555</div></div></td> <td style="white-space:nowrap;vertical-align:bottom"><div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="font-weight:bold;display:inline;"> </div></div></td></tr> <tr style="font-size:1px"> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"><div style="margin-top: 0px; margin-bottom: 0px; border-top: 3px double rgb(0, 0, 0); line-height: normal;"> </div></td> <td style="vertical-align:bottom"><div style="margin-top: 0px; margin-bottom: 0px; border-top: 3px double rgb(0, 0, 0); line-height: normal;"> </div></td> <td> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"><div style="margin-top: 0px; margin-bottom: 0px; border-top: 3px double rgb(0, 0, 0); line-height: normal;"> </div></td> <td style="vertical-align:bottom"><div style="margin-top: 0px; margin-bottom: 0px; border-top: 3px double rgb(0, 0, 0); line-height: normal;"> </div></td> <td> </td></tr></table> <div style="margin-top: 18pt; margin-bottom: 0pt; font-size: 10pt; font-family: "Times New Roman";"><div style="font-weight:bold;display:inline;">Class A Common Stock </div></div><div style="margin-top:6pt; margin-bottom:0pt; font-size:10pt; font-family:Times New Roman">On August 22, 2023, we issued an aggregate of 7,187,500 shares of Class A common stock to the Sponsor, FL <div style="white-space: nowrap; letter-spacing: 0px; top: 0px;;display:inline;">Co-Investment,</div> Intrepid Financial Partners, our independent directors and certain of our executive officers, upon the conversion of an equal number of shares of Class B common stock (the "Class B Conversion"). The 7,187,500 shares of Class A common stock issued in connection with the Class B Conversion are subject to the same restrictions as applied to the shares of Class B common stock before the Class B Conversion, including, among other things, certain transfer restrictions, waiver of redemption rights and the obligation to vote in favor of an initial business combination, as described in the prospectus for the Initial Public Offering ("IPO") described below. After the Class B Conversion, no shares of Class B common stock remained outstanding. </div> <div style="font-family: "Times New Roman"; font-size: 10pt; margin-top: 18pt; margin-bottom: 0pt;;text-indent: 0px;"><div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="font-weight:bold;display:inline;"><div style="font-family: "Times New Roman"; font-size: 10pt; letter-spacing: 0px; top: 0px;;display:inline;">Net (Loss) Income Per Share of Common Stock </div></div></div><div style="font-weight:bold;display:inline;"> </div> <div style="font-family: Times New Roman; font-size: 10pt; margin-top: 6pt; margin-bottom: 0pt;;text-indent: 0px;"><div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="font-family: "Times New Roman"; font-size: 10pt; letter-spacing: 0px; top: 0px;;display:inline;">The Company complies with accounting and disclosure requirements of Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Topic 260, "Earnings Per Share." Net (loss) income per share of common stock is computed by dividing net (loss) income by the weighted average number of shares of common stock outstanding for the period. Subsequent remeasurement of the redeemable Class A common stock is excluded from (loss) income per share of common stock as the redemption value approximates fair value. Net (loss) income per share of common stock is computed by dividing the pro rata net (loss) income between the shares of Class A common stock and the shares of Class B common stock by the weighted average number of shares of common stock outstanding for each of the periods. The calculation of diluted (loss) income per share does not consider the effect of the warrants issued in connection with the IPO, as well as warrants issuable upon the exercise of the conversion option on outstanding working capital loans, since the exercise of the warrants is contingent upon the occurrence of future events. The warrants are exercisable for<div style="letter-spacing: 0px; top: 0px;;display:inline;"> </div></div></div>25,431,370 <div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="font-family: "Times New Roman"; font-size: 10pt; letter-spacing: 0px; top: 0px;;display:inline;">and 23,625,000 shares of Class A common stock in the aggregate as of September 30, 2023 and 2022, respectively. </div></div></div><div style="margin-top: 0px; margin-bottom: 0px; font-size: 8pt;"> </div><div style="margin-top:0pt; margin-bottom:0pt; font-size:10pt; font-family:Times New Roman;text-align:center"> </div> <div style="font-family: Times New Roman; font-size: 10pt; margin-top: 0pt; margin-bottom: 0pt;;text-indent: 0px;"><div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="font-family: "Times New Roman"; font-size: 10pt; letter-spacing: 0px; top: 0px;;display:inline;">The following table reflects the calculation of basic and diluted net (loss) income<div style="display:inline;"> per </div>share of common stock (in dollars, except share amounts): </div></div>
</div><div style="font-size:12pt;margin-top:0pt;margin-bottom:0pt"> </div> <table cellpadding="0" cellspacing="0" style="BORDER-COLLAPSE:COLLAPSE; font-family:Times New Roman; font-size:10pt;width:92%;border:0;margin:0 auto"> <tr> <td style="width:50%"> </td> <td style="vertical-align:bottom;width:3%"> </td> <td> </td> <td> </td> <td> </td> <td> </td> <td style="vertical-align:bottom;width:3%"> </td> <td> </td> <td> </td> <td> </td> <td style="vertical-align:bottom;width:3%"> </td> <td> </td> <td> </td> <td> </td> <td> </td> <td style="vertical-align:bottom;width:3%"> </td> <td> </td> <td> </td> <td> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:8pt"> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td colspan="6" style="border-bottom:1.00pt solid #000000;vertical-align:bottom;text-align:center;"><div style="font-weight:bold;display:inline;">For the Three Months Ended
September 30,</div></td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td colspan="6" style="border-bottom:1.00pt solid #000000;vertical-align:bottom;text-align:center;"><div style="font-weight:bold;display:inline;">For the Nine Months Ended
September 30,</div></td> <td style="vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:8pt"> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td colspan="2" style="border-bottom:1.00pt solid #000000;vertical-align:bottom;text-align:center;"><div style="font-weight:bold;display:inline;">2023</div></td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td colspan="2" style="border-bottom:1.00pt solid #000000;vertical-align:bottom;text-align:center;"><div style="font-weight:bold;display:inline;">2022</div></td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td colspan="2" style="border-bottom:1.00pt solid #000000;vertical-align:bottom;text-align:center;"><div style="font-weight:bold;display:inline;">2023</div></td> <td style="vertical-align:bottom"> </td> <td colspan="2" style="border-bottom:1.00pt solid #000000;vertical-align:bottom;text-align:center;"><div style="font-weight:bold;display:inline;">2022</div></td> <td style="vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"> <div style=" margin-top:0pt ; margin-bottom:0pt; margin-left:1.00em; text-indent:-1.00em; font-size:10pt; font-family:Times New Roman">Common stock subject to possible redemption</div></td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:top"> <div style=" margin-top:0pt ; margin-bottom:0pt; margin-left:1.00em; text-indent:-1.00em; font-size:10pt; font-family:Times New Roman">Numerator:</div></td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"> <div style=" margin-top:0pt ; margin-bottom:0pt; margin-left:1.00em; text-indent:-1.00em; font-size:10pt; font-family:Times New Roman">Net (loss) income allocable to Class A common stock subject to possible redemption</div></td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">(5,571,661</td> <td style="white-space:nowrap;vertical-align:bottom">) </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">(153,400</td> <td style="white-space:nowrap;vertical-align:bottom">) </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">(2,167,037</td> <td style="white-space:nowrap;vertical-align:bottom">) </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">7,243,954</td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:top"> <div style=" margin-top:0pt ; margin-bottom:0pt; margin-left:1.00em; text-indent:-1.00em; font-size:10pt; font-family:Times New Roman">Denominator:</div></td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"> <div style=" margin-top:0pt ; margin-bottom:0pt; margin-left:1.00em; text-indent:-1.00em; font-size:10pt; font-family:Times New Roman">Weighted Average Redeemable Class A common stock, Basic and Diluted</div></td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">8,169,859</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">28,750,000</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">12,660,640</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">28,750,000</td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="font-size:1px"> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"><div style=" margin-top:0pt ; margin-bottom:0pt; border-top:1.00px solid #000000"> </div></td> <td> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"><div style=" margin-top:0pt ; margin-bottom:0pt; border-top:1.00px solid #000000"> </div></td> <td> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"><div style=" margin-top:0pt ; margin-bottom:0pt; border-top:1.00px solid #000000"> </div></td> <td> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"><div style=" margin-top:0pt ; margin-bottom:0pt; border-top:1.00px solid #000000"> </div></td> <td> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"><div style=" margin-top:0pt ; margin-bottom:0pt; border-top:1.00px solid #000000"> </div></td> <td> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:top"> <div style=" margin-top:0pt ; margin-bottom:0pt; margin-left:1.00em; text-indent:-1.00em; font-size:10pt; font-family:Times New Roman">Basic and Diluted net (loss) income per share, Redeemable Class A common stock</div></td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">(0.68</td> <td style="white-space:nowrap;vertical-align:bottom">) </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-

align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">(0.01</td> <td style="white-space:nowrap;vertical-align:bottom">) </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">(0.17</td> <td style="white-space:nowrap;vertical-align:bottom">) </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">0.25</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> </tr> <tr style="font-size:1px"> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> <div style=" margin-top:0pt ; margin-bottom:0pt; border-top:3.00px double #000000"> </div></td> <td style="vertical-align:bottom"> <div style=" margin-top:0pt ; margin-bottom:0pt; border-top:3.00px double #000000"> </div></td> <td> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> <div style=" margin-top:0pt ; margin-bottom:0pt; border-top:3.00px double #000000"> </div></td> <td style="vertical-align:bottom"> <div style=" margin-top:0pt ; margin-bottom:0pt; border-top:3.00px double #000000"> </div></td> <td> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> <div style=" margin-top:0pt ; margin-bottom:0pt; border-top:3.00px double #000000"> </div></td> <td style="vertical-align:bottom"> <div style=" margin-top:0pt ; margin-bottom:0pt; border-top:3.00px double #000000"> </div></td> <td> </td> <td style="vertical-align:bottom"> <div style=" margin-top:0pt ; margin-bottom:0pt; border-top:3.00px double #000000"> </div></td> <td> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"> <div style=" margin-top:0pt ; margin-bottom:0pt; margin-left:1.00em; text-indent:-1.00em; font-size:10pt; font-family:Times New Roman"><div style="white-space:nowrap;display:inline;">Non-Redeemable</div> common stock</div></td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:top"> <div style=" margin-top:0pt ; margin-bottom:0pt; margin-left:1.00em; text-indent:-1.00em; font-size:10pt; font-family:Times New Roman">Numerator:</div></td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"> <div style=" margin-top:0pt ; margin-bottom:0pt; margin-left:1.00em; text-indent:-1.00em; font-size:10pt; font-family:Times New Roman">Net (loss) income allocable to Class A and Class B common stock not subject to redemption</div></td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">(4,901,714</td> <td style="white-space:nowrap;vertical-align:bottom">) </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">(38,350</td> <td style="white-space:nowrap;vertical-align:bottom">) </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">(1,230,237</td> <td style="white-space:nowrap;vertical-align:bottom">) </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">1,810,988</td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:top"> <div style=" margin-top:0pt ; margin-bottom:0pt; margin-left:1.00em; text-indent:-1.00em; font-size:10pt; font-family:Times New Roman">Denominator:</div></td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"> <div style=" margin-top:0pt ; margin-bottom:0pt; margin-left:1.00em; text-indent:-1.00em; font-size:10pt; font-family:Times New Roman">Weighted Average <div style="white-space:nowrap;display:inline;">Non-redeemable</div> Class A and Class B common stock, Basic and Diluted</div></td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">7,187,500</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">7,187,500</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">7,187,500</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">7,187,500</td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="font-size:1px"> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> <div style=" margin-top:0pt ; margin-bottom:0pt; border-top:1.00px solid #000000"> </div></td> <td style="vertical-align:bottom"> <div style=" margin-top:0pt ; margin-bottom:0pt; border-top:1.00px solid #000000"> </div></td> <td> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> <div style=" margin-top:0pt ; margin-bottom:0pt; border-top:1.00px solid #000000"> </div></td> <td> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> <div style=" margin-top:0pt ; margin-bottom:0pt; border-top:1.00px solid #000000"> </div></td> <td style="vertical-align:bottom"> <div style=" margin-top:0pt ; margin-bottom:0pt; border-top:1.00px solid #000000"> </div></td> <td> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> <div style=" margin-top:0pt ; margin-bottom:0pt; border-top:1.00px solid #000000"> </div></td> <td style="vertical-align:bottom"> <div style=" margin-top:0pt ; margin-bottom:0pt; border-top:1.00px solid #000000"> </div></td> <td> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> <div style=" margin-top:0pt ; margin-bottom:0pt; border-top:1.00px solid #000000"> </div></td> <td> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:top"> <div style=" margin-top:0pt ; margin-bottom:0pt; margin-left:1.00em; text-indent:-1.00em; font-size:10pt; font-family:Times New Roman">Basic and diluted net (loss) income per share of <div style="white-space:nowrap;display:inline;">Non-redeemable</div> Class A and Class B common stock</div></td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">(0.68</td> <td style="white-space:nowrap;vertical-align:bottom">) </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">(0.01</td> <td style="white-space:nowrap;vertical-align:bottom">) </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">(0.17</td> <td style="white-space:nowrap;vertical-align:bottom">) </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">0.25</td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="font-size:1px"> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td> </td></tr></table> Fair Value of Financial Instruments The fair value of the Company's assets and liabilities, which qualify as financial instruments under the FASB ASC 820, "Fair Value Measurement," approximates the carrying amounts represented in the condensed balance sheets. Derivative Warrant Liabilities The Company does not use derivative instruments to hedge exposures to cash flow, market, or foreign currency risks. The Company evaluates all of its financial instruments, including issued stock purchase warrants, to determine if such instruments are derivatives or contain features that qualify as embedded derivatives, pursuant to ASC 480 and ASC Topic 815, "Derivatives and Hedging" ("ASC 815"). The classification of derivative instruments, including whether such instruments should be recorded as liabilities or as equity, is re-assessed at the end of each reporting period. The Company accounts for its 22,125,000 common stock warrants issued in connection with its Initial Public Offering (14,375,000) and Private Placement (7,750,000) as derivative warrant liabilities in accordance with ASC 815-40. Accordingly, the Company recognizes the warrant instruments as liabilities at fair value and adjusts the instruments to fair value at each reporting period. The liabilities are subject to re-measurement at each balance sheet date until exercised, and any change in fair value is recognized in the Company's condensed statements of operations. The fair value of warrants issued by the Company in connection with the Initial Public Offering and Private Placement had been estimated using Monte-Carlo simulations at the initial measurement date. However, for each subsequent measurement, beginning on April 19, 2021, the public warrants were measured at the Observable Quoted Price in Active Markets and the private warrants were measured using the Modified Black-Scholes Option Pricing Model. Convertible Promissory Notes—Related Party The Company accounts for the convertible promissory notes under ASC 815. The Company has made the election under 815-15-25 to account for the notes under the fair value option. Using the fair value option, the convertible promissory notes are required to be recorded at their initial fair value on the date of issuance, and each balance sheet date thereafter. Differences between the face value of the note and fair value at issuance are recognized as either an expense in the condensed statement of operations (if issued at a premium) or as a capital contribution (if issued at a discount). Changes in the estimated fair value of the notes are recognized as non-cash gains or losses in the condensed statements of operations.
 Income Taxes The Company accounts for income taxes under ASC 740, "Income Taxes" ("ASC 740"). ASC 740 requires the recognition of deferred tax assets and liabilities for both the expected impact of differences between the financial statements and tax basis of assets and liabilities and for the expected future tax benefit to be derived from tax loss and tax credit carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that included the enactment date. ASC 740 additionally requires a valuation allowance to be established when it is more likely than not that all or a portion of deferred tax assets will not be realized. ASC 740 also requires that an annual effective tax rate be determined and that such annual effective rate be applied to year-to-date income in interim periods. Using provisions of ASC 740 that allow certain tax items to be recorded in the interim period in which these items are reported, the Company's effective tax rate was negative 1.42% and 156.66% for the three months ended September 30, 2023 and 2022, respectively. The effective tax rate differs from the statutory tax rate of 21% for the three months ended September 30, 2023 and 2022, due primarily to changes in fair value of the warrant liability, which are not included in taxable income, non-deductible merger related expenditures, and the valuation allowance on the deferred tax assets. The Company's effective tax rate was negative 30.08% and 5.53% for the nine months ended September 30, 2023 and 2022, respectively. The effective tax rate differs from the statutory tax rate of 21% for the nine months ended

*September 30, 2023 and 2022, due primarily to changes in fair value of the warrant liability, which are not included in taxable income, non-deductible merger related expenditures, and the valuation allowance on the deferred tax assets. ASC 740 also clarifies the accounting for uncertainty in income taxes recognized in an enterprise's financial statements and prescribes a recognition threshold and measurement process for financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. For those benefits to be recognized, a tax position must be more-likely-than-not to be sustained upon examination by taxing authorities. ASC 740 also provides guidance on derecognition, classification, interest and penalties, accounting in interim period, disclosure and transition. The Company recognizes accrued interest and penalties related to unrecognized tax benefits as income tax expense. There were no unrecognized tax benefits and no amounts accrued for interest and penalties as of September 30, 2023 and December 31, 2022. The Company is currently not aware of any issues under review that could result in significant payments, accruals or material deviation from its position.   The Company has identified the United States as its only "major" tax jurisdiction. The Company may be subject to potential examination by federal and state taxing authorities in the areas of income taxes. These potential examinations may include questioning the timing and amount of deductions, the nexus of income among various tax jurisdictions and compliance with federal and state tax laws. The Company's management does not expect that the total amount of unrecognized tax benefits will materially change over the next twelve months. Recent Accounting Standards In August 2020, the FASB issued ASU 2020-06, "Debt-Debt with Conversion and Other Options (Subtopic 470-20) and Derivatives and Hedging-Contracts in Entity's Own Equity (Subtopic 815-40): Accounting for Convertible Instruments and Contracts in an Entity's Own Equity" ("ASU 2020-06"), which simplifies accounting for convertible instruments by removing major separation models required under current GAAP. The ASU also removes certain settlement conditions that are required for equity-linked contracts to qualify for scope exception, and it simplifies the diluted earnings per share calculation in certain areas. ASU 2020-06 is effective no later than January 1, 2024 and should be applied on a full or modified retrospective basis, with early adoption permitted beginning on January 1, 2021. The Company is currently reviewing what impact, if any, adoption will have on the Company's financial position, results of operations or cash flows. The Company's management does not believe that any other recently issued, but not yet effective, accounting standards if currently adopted would have a material effect on the accompanying financial statements. Basis of Presentation The accompanying unaudited condensed financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP") for interim financial information and in accordance with the instructions to Form 10-Q and Article 8 of Regulation S-X of the SEC. Certain information or footnote disclosures normally included in financial statements prepared in accordance with GAAP have been condensed or omitted, pursuant to the rules and regulations of the SEC for interim financial reporting. Accordingly, they do not include all the information and footnotes necessary for a complete presentation of financial position, results of operations, or cash flows. In the opinion of management, the accompanying unaudited condensed financial statements include all adjustments, consisting of a normal recurring nature, which are necessary for a fair presentation of the financial position, operating results and cash flows for the periods presented. The accompanying unaudited condensed financial statements should be read in conjunction with the Company's Annual Report on Form 10-K as filed with the SEC on March 31, 2023, as well as the Company's Current Reports on Form 8-K. The accompanying condensed balance sheet as of December 31, 2022 has been derived from our audited financial statements included in that Annual Report. The interim results for the three and nine months ended September 30, 2023 are not necessarily indicative of the results to be expected for the year ending December 31, 2023 or for any future interim periods. Emerging Growth Company Status The Company is an "emerging growth company," as defined in Section 2(a) of the Securities Act of 1933, as amended, (the "Securities Act"), as modified by the Jumpstart our Business Startups Act of 2012, (the "JOBS Act"), and it may take advantage of certain exemptions from various reporting requirements that are applicable to other public companies that are not emerging growth companies including, but not limited to, not being required to comply with the auditor attestation requirements of Section 404 of the Sarbanes-Oxley Act, reduced disclosure obligations regarding executive compensation in its periodic reports and proxy statements, and exemptions from the requirements of holding a nonbinding advisory vote on executive compensation and stockholder approval of any golden parachute payments not previously approved. Further, Section 102(b)(1) of the JOBS Act exempts emerging growth companies from being required to comply with new or revised financial accounting standards until private companies (that is, those that have not had a Securities Act registration statement declared effective or do not have a class of securities registered under the Exchange Act) are required to comply with the new or revised financial accounting standards. The JOBS Act provides that a company can elect to opt out of the extended transition period and comply with the requirements that apply to non-emerging growth companies but any such election to opt out is irrevocable. The Company has elected not to opt out of such extended transition period which means that when a standard is issued or revised and it has different application dates for public or private companies, the Company, as an emerging growth company, can adopt the new or revised standard at the time private companies adopt the new or revised standard. This may make comparison of the Company's financial statements with another public company which is neither an emerging growth company nor an emerging growth company which has opted out of using the extended transition period difficult or impossible because of the potential differences in accounting standards used. Use of Estimates The preparation of financial statements in conformity with US GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of expenses during the reporting period. Significant accounting estimates include inputs utilized to fair value warrant liabilities and convertible promissory notes. Actual results could differ from those estimates. Cash and Cash Equivalents The Company considers all short-term investments with an original maturity of three months or less when purchased to be cash equivalents. The Company did not have any cash equivalents as of September 30, 2023 and December 31, 2022, respectively. 00 Marketable Securities Held in Trust Account At December 31, 2022, the Trust Account had $290,718,297 in marketable securities. As discussed in Note 1, during the nine months ended September 30, 2023, the investments previously held in the Trust Account were liquidated with all funds in the Trust Account to be held in cash (which may include an interest bearing demand deposit account). During the nine months ended September 30, 2023 and the year ended December 31, 2022, the Company withdrew $490,151 and $786,918, respectively, of interest income from the Trust Account to pay its tax obligations. Additionally, as discussed further below, approximately $230.1 million was removed from the Trust Account to pay redeeming holders during the nine months ended September 30, 2023.
 Marketable securities held in the Trust Account are classified as "Trading Securities" in accordance with ASC 320, "Investments - Debt Securities" and are reported at fair value with unrealized gains or losses included in earnings of the current period. 290718297490151786918230100000 Concentration of Credit Risk Financial instruments that potentially subject the Company to concentrations of credit risk consist of a cash account in a financial institution, which, at times, may exceed the Federal Depository Insurance Coverage of $250,000. At September 30, 2023 and December 31, 2022, the Company did not experience losses on this account. 250000250000 Common Stock Subject to Possible Redemption The Company accounts for its Class A common stock subject to possible redemption in accordance with the guidance in ASC Topic 480, "Distinguishing Liabilities from Equity." Class A common stock subject to mandatory redemption (if any) are classified as a liability instrument and are measured at fair value. Conditionally redeemable common stock (including common stock that feature redemption rights that are either within the control of the holder or subject to redemption upon the occurrence of uncertain events not solely within the Company's control) are classified as temporary equity. At all other times, common stock are classified as stockholders' equity. The Company's redeemable Class A common stock feature certain redemption rights that are considered to be outside of the Company's control and subject to the occurrence of uncertain future events. Accordingly, as of September 30, 2023 and December 31, 2022, 6,104,682 and 28,750,000 shares of Class A common stock subject to possible redemption, representing all outstanding shares of redeemable Class A common stock on those dates, are presented at redemption value as temporary equity, outside of the stockholders' deficit section of the Company's condensed balance sheets, respectively. Under ASC 480-10-S99, the Company has elected to recognize changes in the redemption value immediately as they occur and adjust the carrying value of the security to equal the redemption value at the end of the reporting period. This method would view the end of the reporting period as if it were also the redemption date of the security. Effective with the closing of our initial public offering, we recognized the remeasurement amount from initial book value to redemption amount, which, resulted in charges against additional paid-in capital (to the extent available) and accumulated deficit. Amount remeasured in 2023 represents investment income accrued in the Trust Account during the period reduced by the amounts of Delaware franchise tax and income taxes paid and payable for 2021, 2022 and 2023, net of cash withdrawn from the Trust Account to pay these obligations. On February 23, 2023, the Company was notified by stockholders holding 20,317,255 shares of Class A common stock that they exercised their right to redeem such shares for a pro rata portion of the funds in the Trust Account. As a result, $206,121,060 (approximately $10.15 per share) was removed from the Trust Account to pay such redeeming holders on March 2, 2023. On August 29, 2023, the Company was notified by stockholders holding 2,328,063 shares of Class A common stock that they exercised their right to redeem such shares for a pro rata portion of the funds in the Trust*

Account. As a result, $24,008,096 (approximately $10.31 per share) was removed from the Trust Account to pay such redeeming holders on August 31, 2023. </div><div style="margin-top: 0px; margin-bottom: 0px; font-size: 8pt;"> </div><div style="margin-top:0pt; margin-bottom:0pt; font-size:10pt; font-family:Times New Roman;text-align:center"> </div> <div style="margin-top:0pt; margin-bottom:0pt; font-size:10pt; font-family:Times New Roman">At September 30, 2023 and December 31, 2022, the Class A common stock reflected in the condensed balance sheets is reconciled in the following table:
</div><div style="color: rgb(0, 0, 0); font-family: 'Times New Roman'; font-size: 12pt; font-style: normal; font-variant-ligatures: normal; font-variant-caps: normal; font-weight: 400; letter-spacing: normal; orphans: 2; text-align: left; text-indent: 0px; text-transform: none; white-space: normal; widows: 2; word-spacing: 0px; -webkit-text-stroke-width: 0px; background-color: rgb(255, 255, 255); text-decoration-thickness: initial; text-decoration-style: initial; text-decoration-color: initial; margin-top: 0pt; margin-bottom: 0pt;"><div style="letter-spacing: 0px; top: 0px;display:inline;"><div style="font-family: "Times New Roman"; font-size: 12pt; letter-spacing: 0px; top: 0px;display:inline;"> </div></div></div> <table cellpadding="0" cellspacing="0" style="font-family: 'Times New Roman'; letter-spacing: normal; orphans: 2; text-transform: none; widows: 2; word-spacing: 0px; -webkit-text-stroke-width: 0px; background-color: rgb(255, 255, 255); text-decoration-thickness: initial; text-decoration-style: initial; text-decoration-color: initial; border-collapse: collapse; font-size: 10pt; width: 620.156px; border: 0px; margin: 0px auto;"> <tr> <td style="width: 384.484px;"><div style="letter-spacing: 0px; top: 0px;display:inline;"></div></td> <td style="vertical-align: bottom; width: 31px;"><div style="letter-spacing: 0px; top: 0px;display:inline;"></div></td> <td><div style="letter-spacing: 0px; top: 0px;display:inline;"></div></td> <td><div style="letter-spacing: 0px; top: 0px;display:inline;"></div></td> <td><div style="letter-spacing: 0px; top: 0px;display:inline;"></div></td> <td style="vertical-align: bottom; width: 31px;"><div style="letter-spacing: 0px; top: 0px;display:inline;"></div></td> <td><div style="letter-spacing: 0px; top: 0px;display:inline;"></div></td> <td><div style="letter-spacing: 0px; top: 0px;display:inline;"></div></td></tr> <tr style="break-inside: avoid; font-family: 'Times New Roman'; font-size: 8pt;"> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"><div style="letter-spacing: 0px; top: 0px;display:inline;"> </div></td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"><div style="letter-spacing: 0px; top: 0px;display:inline;"> </div></td> <td colspan="2" style="border-bottom: 1pt solid rgb(0, 0, 0); vertical-align: bottom;;text-align:center;"><div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="font-weight:bold;display:inline;">Shares</div></div></div></td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"><div style="letter-spacing: 0px; top: 0px;;display:inline;"> </div></td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"><div style="letter-spacing: 0px; top: 0px;;display:inline;"> </div></td> <td colspan="2" style="border-bottom: 1pt solid rgb(0, 0, 0); vertical-align: bottom;;text-align:center;"><div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="font-weight:bold;display:inline;">Value</div></div></div></td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"><div style="letter-spacing: 0px; top: 0px;;display:inline;"> </div></td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"><div style="margin-top: 0pt; margin-bottom: 0pt; margin-left: 1em; text-indent: -1em; font-size: 10pt; font-family: "Times New Roman"; line-height: normal;">Gross proceeds from Initial Public Offering</div></td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">28,750,000</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">287,500,000</td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:top"> Less: </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"> Common stock issuance costs </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">— </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">(6,326,922</td> <td style="white-space:nowrap;vertical-align:bottom">) </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:top"> Proceeds allocated to public warrants </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">— </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">(12,218,750</td> <td style="white-space:nowrap;vertical-align:bottom">) </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"> Plus: </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:top"> Remeasurement of Class A common stock subject to possible
redemption </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">— </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">21,392,680</td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="font-size:1px"> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:bottom"> Contingently redeemable common stock at December 31, 2022 </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;"> 28,750,000 </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;"> 290,347,008 </td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"> Less: </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align: top;"> Redemptions of Class A common stock </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">(22,645,318</td> <td style="white-space:nowrap;vertical-align:bottom">) </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">(230,129,156</td> <td style="white-space:nowrap;vertical-align:bottom">) </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:top"> Plus: </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"> Remeasurement of Class A common stock subject to possible
redemption </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">— </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">2,905,703</td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="font-size:1px"> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:bottom"> Contingently redeemable Class A common stock at September 30, 2023 </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;"> 6,104,682 </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> $ </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;"> 63,123,555 </td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="font-size:1px"> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td> </td> <td style="vertical-align:bottom"> </td> <td> </td></tr></table>6104682287500002031725520612106010.1523280632400809610.31 At September 30, 2023 and December 31, 2022, the Class A common stock reflected in the condensed balance sheets is reconciled in the following table:
 <div style="color: rgb(0, 0, 0); font-family: 'Times New Roman'; font-size: 12pt; font-style: normal; font-variant-ligatures: normal; font-variant-caps: normal; font-weight: 400; letter-spacing: normal; orphans: 2; text-align: left; text-indent: 0px; text-transform: none; white-space: normal; widows: 2; word-spacing: 0px; -webkit-text-stroke-width: 0px; background-color: rgb(255, 255, 255); text-decoration-thickness: initial; text-decoration-style: initial; text-decoration-color: initial; margin-top: 0pt; margin-bottom: 0pt;"> <table cellpadding="0" cellspacing="0" style="font-family: 'Times New Roman'; letter-spacing: normal; orphans: 2; text-transform: none; widows: 2; word-spacing: 0px; -webkit-text-stroke-width:

0px; background-color: rgb(255, 255, 255); text-decoration-thickness: initial; text-decoration-style: initial; text-decoration-color: initial; border-collapse: collapse; font-size: 10pt; width: 620.156px; border: 0px; margin: 0px auto;"> <tr> <td style="width: 384.484px;"> </td> <td style="vertical-align: bottom; width: 31px;"> </td> <td> </td> <td> </td> <td> </td> <td style="vertical-align: bottom; width: 31px;"> </td> <td> </td> <td> </td> <td> </td></tr> <tr style="break-inside: avoid; font-family: 'Times New Roman'; font-size: 8pt;"> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td> <td colspan="2" style="border-bottom: 1pt solid rgb(0, 0, 0); vertical-align: bottom;;text-align:center;"> Shares </td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td> <td colspan="2" style="border-bottom: 1pt solid rgb(0, 0, 0); vertical-align: bottom;;text-align:center;"> Value </td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"> Gross proceeds from Initial Public Offering </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">28,750,000</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">287,500,000</td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:top"><div style="margin-top: 0pt; margin-bottom: 0pt; margin-left: 1em; text-indent: -1em; font-size: 10pt; font-family: "Times New Roman"; line-height: normal;">Less:</div></td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"><div style="margin-top: 0pt; margin-bottom: 0pt; margin-left: 1em; text-indent: -1em; font-size: 10pt; font-family: "Times New Roman"; line-height: normal;">Common stock issuance costs</div></td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">— </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">(6,326,922</td> <td style="white-space:nowrap;vertical-align:bottom">) </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:top"><div style="margin-top: 0pt; margin-bottom: 0pt; margin-left: 1em; text-indent: -1em; font-size: 10pt; font-family: "Times New Roman"; line-height: normal;">Proceeds allocated to public warrants</div></td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">— </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">(12,218,750</td> <td style="white-space:nowrap;vertical-align:bottom">) </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"><div style="margin-top: 0pt; margin-bottom: 0pt; margin-left: 1em; text-indent: -1em; font-size: 10pt; font-family: "Times New Roman"; line-height: normal;">Plus:</div></td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:top"><div style="margin-top: 0pt; margin-bottom: 0pt; margin-left: 1em; text-indent: -1em; font-size: 10pt; font-family: "Times New Roman"; line-height: normal;">Remeasurement of Class A common stock subject to possible
redemption</div></td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">— </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">21,392,680</td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="font-size:1px"> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"><div style="margin-top: 0px; margin-bottom: 0px; border-top: 1px solid rgb(0, 0, 0); line-height: normal;"> </div></td> <td style="vertical-align:bottom"><div style="margin-top: 0px; margin-bottom: 0px; border-top: 1px solid rgb(0, 0, 0); line-height: normal;"> </div></td> <td> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"><div style="margin-top: 0px; margin-bottom: 0px; border-top: 1px solid rgb(0, 0, 0); line-height: normal;"> </div></td> <td style="vertical-align:bottom"><div style="margin-top: 0px; margin-bottom: 0px; border-top: 1px solid rgb(0, 0, 0); line-height: normal;"> </div></td> <td> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"><div style="margin-top: 0pt; margin-bottom: 0pt; margin-left: 1em; text-indent: -1em; font-size: 10pt; font-family: "Times New Roman"; line-height: normal;">Contingently redeemable Class A common stock at December 31, 2022</div></td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"><div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="font-weight:bold;display:inline;"> </div></div></td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;"><div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="font-weight:bold;display:inline;">28,750,000</div></div></td> <td style="white-space:nowrap;vertical-align:bottom"><div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="font-weight:bold;display:inline;"> </div></div></td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"><div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="font-weight:bold;display:inline;"> </div></div></td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;"><div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="font-weight:bold;display:inline;">290,347,008</div></div></td> <td style="white-space:nowrap;vertical-align:bottom"><div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="font-weight:bold;display:inline;"> </div></div></td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:top"><div style="margin-top: 0pt; margin-bottom: 0pt; margin-left: 1em; text-indent: -1em; font-size: 10pt; font-family: "Times New Roman"; line-height: normal;">Less:</div></td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"><div style="margin-top: 0pt; margin-bottom: 0pt; margin-left: 1em; text-indent: -1em; font-size: 10pt; font-family: "Times New Roman"; line-height: normal;">Remeasurement of Class A common stock subject to possible
redemption</div></td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">— </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">2,905,703</td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="font-size:1px"> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"><div style="margin-top: 0px; margin-bottom: 0px; border-top: 1px solid rgb(0, 0, 0); line-height: normal;"> </div></td> <td style="vertical-align:bottom"><div style="margin-top: 0px; margin-bottom: 0px; border-top: 1px solid rgb(0, 0, 0); line-height: normal;"> </div></td> <td> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"><div style="margin-top: 0px; margin-bottom: 0px; border-top: 1px solid rgb(0, 0, 0); line-height: normal;"> </div></td> <td style="vertical-align:bottom"><div style="margin-top: 0px; margin-bottom: 0px; border-top: 1px solid rgb(0, 0, 0); line-height: normal;"> </div></td> <td> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:bottom"><div style="margin-top: 0pt; margin-bottom: 0pt; margin-left: 1em; text-indent: -1em; font-size: 10pt; font-family: "Times New Roman"; line-height: normal;"><div style="font-weight:bold;display:inline;">Contingently redeemable Class A common stock at September 30, 2023</div></div></td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"><div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="font-weight:bold;display:inline;"> </div></div></td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;"><div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="font-weight:bold;display:inline;">6,104,682</div></div></td> <td style="white-space:nowrap;vertical-align:bottom"><div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="font-weight:bold;display:inline;"> </div></div></td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"><div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="font-weight:bold;display:inline;">$ </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;"> 63,123,555 </td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="font-size:1px"> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td> </td></tr></table>28750000287500000-63269221221875021392680287500002903470008-22645318230129156290570361046826312355 5 Class A Common Stock On August 22, 2023, we issued an aggregate of 7,187,500 shares of Class A common stock to the Sponsor, FL Co-Investment, Intrepid Financial Partners, our independent directors and certain of our executive officers, upon the conversion of an equal number of shares of Class B common stock (the "Class B Conversion"). The 7,187,500 shares of Class A common stock issued in connection with the Class B Conversion are subject to the same restrictions as applied to the shares of Class B common stock before the Class B Conversion, including, among other things, certain transfer restrictions, waiver of redemption rights and the obligation to vote in favor of an initial business combination, as described in the prospectus for the Initial Public Offering ("IPO") described below. After the Class B Conversion, no shares of Class B common stock remained outstanding. 718750071875000 Net (Loss) Income Per Share of Common Stock   The Company complies with accounting and disclosure requirements of Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Topic 260, "Earnings Per Share." Net (loss) income per share of common stock is computed by dividing net (loss) income by the weighted average number of shares of common stock outstanding for the period. Subsequent remeasurement of the redeemable Class A common stock is excluded from (loss) income per share of common stock as the redemption value approximates fair value. Net

*(loss) income per share of common stock is computed by dividing the pro rata net (loss) income between the shares of Class A common stock and the shares of Class B common stock by the weighted average number of shares of common stock outstanding for each of the periods. The calculation of diluted (loss) income per share does not consider the effect of the warrants issued in connection with the IPO, as well as warrants issuable upon the exercise of the conversion option on outstanding working capital loans, since the exercise of the warrants is contingent upon the occurrence of future events. The warrants are exercisable for 25,431,370 and 23,625,000 shares of Class A common stock in the aggregate as of September 30, 2023 and 2022, respectively.   The following table reflects the calculation of basic and diluted net (loss) income per share of common stock (in dollars, except share amounts):
  <table cellpadding="0" cellspacing="0" style="BORDER-COLLAPSE:COLLAPSE; font-family:Times New Roman; font-size:10pt;width:92%;border:0;margin:0 auto"> <tr> <td style="width:50%"></td> <td style="vertical-align:bottom;width:3%"></td> <td></td> <td></td> <td></td> <td></td> <td style="vertical-align:bottom;width:3%"></td> <td></td> <td></td> <td></td> <td></td> <td style="vertical-align:bottom;width:3%"></td> <td></td> <td></td> <td></td> <td></td> <td style="vertical-align:bottom;width:3%"></td> <td></td> <td></td> <td></td> <td></td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:8pt"> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td colspan="6" style="border-bottom:1.00pt solid #000000;vertical-align:bottom;text-align:center;"> For the Three Months Ended
September 30, </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td colspan="6" style="border-bottom:1.00pt solid #000000;vertical-align:bottom;text-align:center;"> For the Nine Months Ended
September 30, </td> <td style="vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:8pt"> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td colspan="2" style="border-bottom:1.00pt solid #000000;vertical-align:bottom;text-align:center;"> 2023 </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td colspan="2" style="border-bottom:1.00pt solid #000000;vertical-align:bottom;text-align:center;"> 2022 </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td colspan="2" style="border-bottom:1.00pt solid #000000;vertical-align:bottom;text-align:center;"> 2023 </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td colspan="2" style="border-bottom:1.00pt solid #000000;vertical-align:bottom;text-align:center;"> 2022 </td> <td style="vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"> Common stock subject to possible redemption </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:top"> Numerator: </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"> Net (loss) income allocable to Class A common stock subject to possible redemption </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">(5,571,661</td> <td style="white-space:nowrap;vertical-align:bottom">) </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">(153,400</td> <td style="white-space:nowrap;vertical-align:bottom">) </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">(2,167,037</td> <td style="white-space:nowrap;vertical-align:bottom">) </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">7,243,954</td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:top"> Denominator: </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"> Weighted Average Redeemable Class A common stock, Basic and Diluted </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">8,169,859</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">28,750,000</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">12,660,640</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">28,750,000</td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="font-size:1px"> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td></td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td></td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td></td> <td></td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td></td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:top"> Basic and Diluted net (loss) income per share, Redeemable Class A common stock </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">(0.68</td> <td style="white-space:nowrap;vertical-align:bottom">) </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">(0.01</td> <td style="white-space:nowrap;vertical-align:bottom">) </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">(0.17</td> <td style="white-space:nowrap;vertical-align:bottom">) </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">0.25</td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="font-size:1px"> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td></td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td></td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td></td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td></td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"> Non-Redeemable common stock </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:top"> Numerator: </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"> Net (loss) income allocable to Class A and Class B common stock not subject to redemption </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">(4,901,714</td> <td style="white-space:nowrap;vertical-align:bottom">) </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">(38,350</td> <td style="white-space:nowrap;vertical-align:bottom">) </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">(1,230,237</td> <td style="white-space:nowrap;vertical-align:bottom">) </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">1,810,988</td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:top"> Denominator: </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"> Weighted Average <div style="white-*

space:nowrap;display:inline;">Non-redeemable Class A and Class B common stock, Basic and Diluted </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">7,187,500</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">7,187,500</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">7,187,500</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">7,187,500</td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="font-size:1px"> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td> </td> <td style="vertical-align:bottom"> Basic and diluted net (loss) income per share of Non-redeemable Class A and Class B common stock </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">(0.68</td> <td style="white-space:nowrap;vertical-align:bottom">) </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">(0.01</td> <td style="white-space:nowrap;vertical-align:bottom">) </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">(0.17</td> <td style="white-space:nowrap;vertical-align:bottom">) </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">0.25</td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="font-size:1px"> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td> </td> <td> </td></tr> </table>2543137023625000 The following table reflects the calculation of basic and diluted net (loss) income per share of common stock (in dollars, except share amounts):
  <table cellpadding="0" cellspacing="0" style="BORDER-COLLAPSE:COLLAPSE; font-family:Times New Roman; font-size:10pt;width:92%;border:0;margin:0 auto"> <tr> <td style="width:50%"></td> <td style="vertical-align:bottom;width:3%"></td> <td></td> <td></td> <td></td> <td></td> <td style="vertical-align:bottom;width:3%"></td> <td></td> <td></td> <td></td> <td></td> <td style="vertical-align:bottom;width:3%"></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:8pt"> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td colspan="6" style="border-bottom:1.00pt solid #000000;vertical-align:bottom;text-align:center;"> For the Three Months Ended
September 30, </td> <td style="vertical-align:bottom"> </td> <td colspan="6" style="border-bottom:1.00pt solid #000000;vertical-align:bottom;text-align:center;"> For the Nine Months Ended
September 30, </td> <td style="vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:8pt"> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td colspan="2" style="border-bottom:1.00pt solid #000000;vertical-align:bottom;text-align:center;"> 2023 </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td colspan="2" style="border-bottom:1.00pt solid #000000;vertical-align:bottom;text-align:center;"> 2022 </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td colspan="2" style="border-bottom:1.00pt solid #000000;vertical-align:bottom;text-align:center;"> 2023 </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td colspan="2" style="border-bottom:1.00pt solid #000000;vertical-align:bottom;text-align:center;"> 2022 </td> <td style="vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"> Common stock subject to possible redemption </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:top"> Numerator: </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"> Net (loss) income allocable to Class A common stock subject to possible redemption </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">(5,571,661</td> <td style="white-space:nowrap;vertical-align:bottom">) </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">(153,400</td> <td style="white-space:nowrap;vertical-align:bottom">) </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">(2,167,037</td> <td style="white-space:nowrap;vertical-align:bottom">) </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">7,243,954</td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:top"> Denominator: </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"> Weighted Average Redeemable Class A common stock, Basic and Diluted </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">8,169,859</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">28,750,000</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">12,660,640</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">28,750,000</td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="font-size:1px"> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td> </td> <td style="vertical-align:bottom"> </td> <td> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td> </td> <td style="vertical-align:bottom"> </td> <td> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:top"> Basic and Diluted net (loss) income per share, Redeemable Class A common stock </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">(0.68</td> <td style="white-space:nowrap;vertical-align:bottom">) </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">(0.01</td> <td style="white-space:nowrap;vertical-align:bottom">) </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">(0.17</td> <td style="white-space:nowrap;vertical-align:bottom">) </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">0.25</td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="font-size:1px"> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td> </td> <td> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"> Non-Redeemable common stock </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-

align:bottom"> </td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:top"> Numerator: </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"> Net (loss) income allocable to Class A and Class B common stock not subject to redemption </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">(4,901,714</td> <td style="white-space:nowrap;vertical-align:bottom">) </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">(38,350</td> <td style="white-space:nowrap;vertical-align:bottom">) </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">(1,230,237</td> <td style="white-space:nowrap;vertical-align:bottom">) </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">1,810,988</td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:top"> Denominator: </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"></td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"> Weighted Average Non-redeemable Class A and Class B common stock, Basic and Diluted </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">7,187,500</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">7,187,500</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">7,187,500</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">7,187,500</td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="font-size:1px"> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:top"> Basic and diluted net (loss) income per share of Non-redeemable Class A and Class B common stock </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">(0.68</td> <td style="white-space:nowrap;vertical-align:bottom">) </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">(0.01</td> <td style="white-space:nowrap;vertical-align:bottom">) </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">(0.17</td> <td style="white-space:nowrap;vertical-align:bottom">) </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">0.25</td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="font-size:1px"> <td style="vertical-align:bottom"></td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td> </td> <td> </td></tr> </table>-5571661-153400-216703772439548169859816985928750000287500001266064012660640287500002875000-0.68-0.68-0.01-0.01-0.17-0.170.250.25-4901714-38350-123023718109887187500718750071875007187500718750071875007187500718750071875007187500-0.68-0.68-0.01-0.01-0.17-0.170.250.25 Fair Value of Financial Instruments The fair value of the Company's assets and liabilities, which qualify as financial instruments under the FASB ASC 820, "Fair Value Measurement," approximates the carrying amounts represented in the condensed balance sheets. Derivative Warrant Liabilities The Company does not use derivative instruments to hedge exposures to cash flow, market, or foreign currency risks. The Company evaluates all of its financial instruments, including issued stock purchase warrants, to determine if such instruments are derivatives or contain features that qualify as embedded derivatives, pursuant to ASC 480 and ASC Topic 815, "Derivatives and Hedging" ("ASC 815"). The classification of derivative instruments, including whether such instruments should be recorded as liabilities or as equity, is re-assessed at the end of each reporting period. The Company accounts for its 22,125,000 common stock warrants issued in connection with its Initial Public Offering (14,375,000) and Private Placement (7,750,000) as derivative warrant liabilities in accordance with ASC 815-40. Accordingly, the Company recognizes the warrant instruments as liabilities at fair value and adjusts the instruments to fair value at each reporting period. The liabilities are subject to re-measurement at each balance sheet date until exercised, and any change in fair value is recognized in the Company's condensed statements of operations. The fair value of warrants issued by the Company in connection with the Initial Public Offering and Private Placement had been estimated using Monte-Carlo simulations at the initial measurement date. However, for each subsequent measurement, beginning on April 19, 2021, the public warrants were measured at the Observable Quoted Price in Active Markets and the private warrants were measured using the Modified Black-Scholes Option Pricing Model. 2212500014375000775000 Convertible Promissory Notes—Related Party The Company accounts for the convertible promissory notes under ASC 815. The Company has made the election under 815-15-25 to account for the notes under the fair value option. Using the fair value option, the convertible promissory notes are required to be recorded at their initial fair value on the date of issuance, and each balance sheet date thereafter. Differences between the face value of the note and fair value at issuance are recognized as either an expense in the condensed statement of operations (if issued at a premium) or as a capital contribution (if issued at a discount). Changes in the estimated fair value of the notes are recognized as non-cash gains or losses in the condensed statements of operations.
 Income Taxes The Company accounts for income taxes under ASC 740, "Income Taxes" ("ASC 740"). ASC 740 requires the recognition of deferred tax assets and liabilities for both the expected impact of differences between the financial statements and tax basis of assets and liabilities and for the expected future tax benefit to be derived from tax loss and tax credit carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that included the enactment date. ASC 740 additionally requires a valuation allowance to be established when it is more likely than not that all or a portion of deferred tax assets will not be realized. ASC 740 also requires that an annual effective tax rate be determined and that such annual effective rate be applied to year-to-date income in interim periods. Using provisions of ASC 740 that allow certain tax items to be recorded in the interim period in which these items are reported, the Company's effective tax rate was negative 1.42% and 156.66% for the three months ended September 30, 2023 and 2022, respectively. The effective tax rate differs from the statutory tax rate of 21% for the three months ended September 30, 2023 and 2022, due primarily to changes in fair value of the warrant liability, which are not included in taxable income, non-deductible merger related expenditures, and the valuation allowance on the deferred tax assets. The Company's effective tax rate was negative 30.08% and 5.53% for the nine months ended September 30, 2023 and 2022, respectively. The effective tax rate differs from the statutory tax rate of 21% for the nine months ended September 30, 2023 and 2022, due primarily to changes in fair value of the warrant liability, which are not included in taxable income, non-deductible merger related expenditures, and the valuation allowance on the deferred tax assets. ASC 740 also clarifies the accounting for uncertainty in income taxes recognized in an enterprise's financial statements and prescribes a recognition threshold and measurement process for financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. For those benefits to be recognized, a tax position must be more-likely-than-not to be sustained upon examination by taxing authorities. ASC 740 also provides guidance on derecognition, classification, interest and penalties, accounting in interim period, disclosure and transition. The Company recognizes accrued interest and penalties related to unrecognized tax benefits as income tax expense. There were no unrecognized tax benefits and no amounts accrued for interest and penalties as of September 30, 2023 and December 31, 2022. The Company is currently not aware of any issues under review that could result in significant payments, accruals or material deviation from its position.   <div style="margin-top: 0pt; margin-bottom: 0pt; font-size: 10pt; font-family: "Times New Roman"; text-indent:

0px;">The Company has identified the United States as its only "major" tax jurisdiction. The Company may be subject to potential examination by federal and state taxing authorities in the areas of income taxes. These potential examinations may include questioning the timing and amount of deductions, the nexus of income among various tax jurisdictions and compliance with federal and state tax laws. The Company's management does not expect that the total amount of unrecognized tax benefits will materially change over the next twelve months. -0.0142-1.56660.210.21-0.3008-0.05530.210.21 Recent Accounting Standards In August 2020, the FASB issued ASU 2020-06, "Debt-Debt with Conversion and Other Options (Subtopic 470-20) and Derivatives and Hedging-Contracts in Entity's Own Equity (Subtopic 815-40): Accounting for Convertible Instruments and Contracts in an Entity's Own Equity" ("ASU 2020-06"), which simplifies accounting for convertible instruments by removing major separation models required under current GAAP. The ASU also removes certain settlement conditions that are required for equity-linked contracts to qualify for scope exception, and it simplifies the diluted earnings per share calculation in certain areas. ASU 2020-06 is effective no later than January 1, 2024 and should be applied on a full or modified retrospective basis, with early adoption permitted beginning on January 1, 2021. The Company is currently reviewing what impact, if any, adoption will have on the Company's financial position, results of operations or cash flows. The Company's management does not believe that any other recently issued, but not yet effective, accounting standards if currently adopted would have a material effect on the accompanying financial statements. Note 3 — Initial Public Offering Pursuant to the Initial Public Offering, the Company sold 28,750,000 Units, which includes the full exercise by the underwriters of their option to purchase an additional 3,750,000 Units, at a price of $10.00 per Unit. Each Unit consists of one share of Class A common stock, par value $0.0001 per share, and one -half of one redeemable warrant ("Public Warrant"). Each whole Public Warrant entitles the holder to purchase one share of Class A common stock at a price of $11.50 per share. 28750000375000010100011115 Note 4 — Private Placement Warrants Simultaneously with the closing of the IPO, the Sponsor, Intrepid Financial Partners, LLC (an affiliate of one of the Company's underwriters) ("Intrepid Financial Partners") and FL Co-Investment, LLC (an affiliate of one of the Company's underwriters) ("FL Co-Investment") collectively, the ("Initial Stockholders"), purchased an aggregate of 7,750,000 Private Placement Warrants at a price of $1.00 per warrant ($7,750,000 in the aggregate), and each Private Placement Warrant is exercisable to purchase one share of Class A common stock at a price of $11.50 per share. A portion of the purchase price of the Private Placement Warrants was added to the proceeds from this offering to be held in the Trust Account. 17750000017750000011.5 Note 5 — Related Party Transactions Founder Shares In November 2020, our founders acquired 7,187,500 founder shares (the "Founder Shares") for an aggregate purchase price of $25,000 (the "Class B common stock"), or approximately $0.0035 per share. The Sponsor purchased 4,671,875 Founder Shares, FL Co-Investment purchased 1,257,813 Founder Shares and Intrepid Financial Partners purchased 1,257,812 Founder Shares. On November 25, 2020, the Sponsor sold 434,375 Founder Shares to some of the Company's directors and executives, including Gregory D. Patrinely, the Company's Chief Financial Officer and Secretary, at their original purchase price. Simultaneously with such transfer, each of FL Co-Investment and Intrepid Financial Partners transferred 13,125 Founder Shares to the   Sponsor, respectively, at their original purchase price. Such sale of Founder Shares to the Company's directors and executives is within the scope of FASB ASC Topic 718, "Compensation-Stock Compensation" ("ASC 718"). Under ASC 718, stock-based compensation associated with equity-classified awards is measured at fair value upon the grant date. The Founder Shares were sold to directors and executives and effectively transferred subject to a performance condition (i.e., the consummation of a Business Combination). Compensation expense related to the Founder Shares is recognized only when the performance condition is probable of achievement under the applicable accounting literature. Stock-based compensation would be recognized at the date a Business Combination is considered probable in an amount equal to the number of Founder Shares times the grant date fair value per share (unless subsequently modified) less the amount initially received for the purchase of the Founder Shares. On November 2, 2022, the Company entered into the Merger Agreement (see Note 1); however, the Merger Agreement is subject to certain conditions to closing, such as, for example, approval by the Company's stockholders. As a result, the Company determined that there is a possibility that a Business Combination might not happen and, therefore, no stock-based compensation expense has been recognized. The Initial Stockholders have agreed that, subject to certain limited exceptions, the Founder Shares will not be transferred, assigned, sold or released from escrow until the earlier of (A) one year after the completion of a Business Combination or (B) subsequent to a Business Combination, if (x) the last reported sale price of the shares of our Class A common stock equals or exceeds $12.00 per share (as adjusted for stock splits, stock reorganizations, recapitalizations and the like) for any 20 trading days within any 30-trading day period commencing at least 150 days after a Business Combination, or (y) the Company completes a liquidation, merger, capital stock exchange, reorganization or other similar transaction that results in all of our stockholders having the right to exchange their shares of common stock for cash, securities or other property, the converted Class A common stock will be released from the lock-up. On August 22, 2023, we issued an aggregate of 7,187,500 shares of Class A common stock to the Sponsor, FL Co-Investment, Intrepid Financial Partners, our independent directors and certain of our executive officers, upon the conversion of an equal number of shares of Class B common stock (the "Class B Conversion"). The 7,187,500 shares of Class A common stock issued in connection with the Class B Conversion are subject to the same restrictions as applied to the shares of Class B common stock before the Class B Conversion, including, among other things, certain transfer restrictions, waiver of redemption rights and the obligation to vote in favor of an initial business combination, as described in the prospectus for the Initial Public Offering ("IPO") . After the Class B Conversion, no shares of Class B common stock remained outstanding.
 Convertible Promissory Notes ("Working Capital Loans") In order to finance transaction costs in connection with a Business Combination, the initial stockholders or an affiliate of the initial stockholders or certain of the Company's directors and officers may, but are not obligated to , loan the Company funds as may be required ("Working Capital Loans"). If the Company completes a Business Combination, the Company will repay the Working Capital Loans out of the proceeds of the Trust Account released to the Company or convert them to warrants as described below. Otherwise, the Working Capital Loans would be repaid only out of funds held outside the Trust Account. In the event that a Business Combination does not close, the Company may use a portion of proceeds held outside the Trust Account to repay the Working Capital Loans, but no proceeds held in the Trust Account would be used to repay the Working Capital Loans. Except for the foregoing, the terms of such Working Capital Loans, if any, have not been determined and no written agreements exist with respect to such loans. The Working Capital Loans would either be repaid upon consummation of a Business Combination, without interest, or, at the lender's discretion, such Working Capital Loans may be convertible into warrants of the post-Business Combination entity at a price of $1.00 per warrant. Initially up to $1,500,000, which was increased to $3,500,000 on March 24, 2023, of such loans may be convertible into warrants. The warrants would be identical to the Private Placement Warrants. As discussed below, since inception, the Company has entered into nine convertible promissory notes under this arrangement with the Sponsor to provide Working Capital Loans.   On March 1, 2021, the Company issued an unsecured promissory note to the Sponsor (the "First Working Capital Loan"), pursuant to which the Company may borrow up to an aggregate principal amount of $365,000. The First Working Capital Loan is non-interest bearing and payable on the consummation of the Company's Business Combination. The First Working Capital Loan was fully drawn down in the period ended December 31, 2021. The Sponsor assigned $145,000 of the First Working Capital Loan to our Executive Vice President and Chief Financial Officer, Gregory Patrinely, $110,000 of the First Working Capital Loan to our Executive Vice President, General Counsel and Secretary, Anthony Duenner, and $110,000 of the First Working Capital Loan to our President, J. Caldwell Flores. As of September 30, 2023 and December 31, 2022, the First Working Capital Loan in the amount of $365,000 was fully drawn. The fair value of the note was estimated by the Company to be $383,323 at initial measurement, $292,000 and $343,034 at September 30, 2023 and December 31, 2022, respectively. On December 27, 2021, the Company issued an unsecured promissory note to the Sponsor (the "Second Working Capital Loan"), pursuant to which the Company may borrow up to an aggregate principal amount of $800,000. The Second Working Capital Loan is non-interest bearing and payable on the consummation of the Company's Business Combination. As of September 30, 2023 and December 31, 2022, the Second Working Capital Loan in the amount of $800,000 was fully drawn. The fair value of the note was estimated by the Company to be $656,560 at initial measurement, $640,000 and $751,856 at September 30, 2023 and December 31, 2022, respectively. On March 29, 2022, the Company issued an unsecured promissory note to the Sponsor (the "Third Working Capital Loan"), pursuant to which the Company may borrow up to an aggregate principal amount of $335,000. The Third Working Capital Loan is non-interest bearing and payable on the consummation of the Company's Business Combination. As of September 30, 2023 and December 31, 2022, the Third Working Capital Loan in the amount of $335,000 was fully drawn. The Sponsor assigned $111,667 of the Third Working Capital Loan to each of our Executive Vice President and Chief Financial Officer, Gregory Patrinely, and President J. Caldwell Flores, and $111,666 of the Third Working Capital Loan to our Executive Vice President, General Counsel and Secretary, Anthony Duenner. The fair value of the note was estimated by the Company to be $282,874 at initial measurement, and the amount by which the proceeds from the Third Working Capital Loan exceeded its initial fair value has been recognized as a credit within stockholders' deficit during the year ended December 31, 2022. The fair value of the note was estimated by the Company to be $268,000 and $314,840 at September 30, 2023 and December 31, 2022, respectively. On September 30, 2022, the Company issued an unsecured promissory note to the Sponsor (the "Q3 2022 Promissory Note"), pursuant to which the Company may borrow up to an aggregate principal amount of $170,000 (see Promissory Note Amendments above). The Q3 2022 Promissory Note is non-interest bearing and payable on the consummation of the Company's Business Combination. On October 5, 2022, the Q3 2022 Promissory Note was fully drawn down by the Company. The fair value of the note was estimated by the Company to be $136,000 at September 30, 2023. <div style="font-family: "Times

*New Roman"; font-size: 10pt; letter-spacing: 0px; top: 0px;;display:inline;">On October 31, 2022, the Company issued an unsecured promissory note to the Sponsor (the "Q4 2022 Promissory Note"), pursuant to which the Company may borrow up to an aggregate principal amount of $200,000 (see Promissory Note Amendments above). The Q4 2022 Promissory Note is non-interest bearing and payable on the consummation of the Company's Business Combination. On October 31, 2022, the Q4 2022 Promissory Note was fully drawn down by the Company. The fair value of the note was estimated by the Company to be $160,000 at September 30, 2023. On February 6, 2023, the Company issued an unsecured promissory note to the Sponsor (the "Q1 2023 Promissory Note"), pursuant to which the Company may borrow up to an aggregate principal amount of $535,000 of which $356,370 is convertible in to warrants post-Business Combination (see Promissory Note Amendments below). The Q1 2023 Promissory Note is non-interest bearing and payable on the consummation of the Company's Business Combination. On February 7, 2023, the Q1 2023 Promissory Note was fully drawn down by the Company. The fair value of the convertible portion of the note was estimated by the Company to be $285,096 at September 30, 2023. On May 12, 2023, the Company issued an unsecured promissory note to the Sponsor (the "First Q2 2023 Promissory Note"), pursuant to which the Company may borrow up to an aggregate principal amount of $395,000. The First Q2 2023 Promissory Note is non-interest bearing and payable on the consummation of the Company's Business Combination. On May 15, 2023, the First Q2 2023 Promissory Note was fully drawn down by the Company. The fair value of the note was estimated by the Company to be $229,653 at initial measurement, and the amount by which the proceeds from the First Q2 2023 Promissory Note exceeded its initial fair value has been recognized as a credit within stockholders' deficit during the nine months ended September 30, 2023. The fair value of the note was estimated by the Company to be $316,000 at September 30, 2023. On June 22, 2023, the Company issued an unsecured promissory note to the Sponsor (the "Fourth Q2 2023 Promissory Note"), pursuant to which the Company may borrow up to an aggregate principal amount of $50,000. The Fourth Q2 2023 Promissory Note is non-interest bearing and payable on the consummation of the Company's Business Combination. The fair value of the note was estimated by the Company to be $29,150 at initial measurement and $40,000 at September 30, 2023, and the amount by which the proceeds from the Fourth Q2 2023 Promissory Note exceeded its initial fair value has been recognized as a credit within stockholders' deficit during the nine months ended September 30, 2023. On June 28, 2023, the Fourth Q2 2023 Promissory Note was fully drawn down by the Company. On August 30, 2023, the Company issued an unsecured promissory note to the Sponsor (the "First Q3 2023 Promissory Note"), pursuant to which the Company may borrow up to an aggregate principal amount of $ 635,000 . The First Q3 2023 Promissory Note is non-interest bearing and payable on the consummation of the Company's Business Combination. The fair value of the note was estimated by the Company to be $ 330,199 at initial measurement and $ 508,000 at September 30, 2023, and the amount by which the proceeds from the First Q3 2023 Promissory Note exceeded its initial fair value has been recognized as a credit within stockholders' deficit during the three and nine months ended September 30, 2023. On August 30, 2023, the First Q3 2023 Promissory Note was fully drawn down by the Company. On March 29, 2023, the Company and Flame Acquisition Sponsor LLC entered into amendments to each of the Q3 2022 Promissory Note, Q4 2022 Promissory Note and Q1 2023 Promissory Note, pursuant to which loans made under such notes are, at the lender's discretion, convertible into warrants of the post-Business Combination entity. On May 12, 2023, the Q1 2023 Promissory note was amended to clarify that approximately $ 356,370 of the note proceeds are convertible into warrants of the post-Business Combination entity at a price of $1.00 per warrant, while the remainder of the note proceeds are non-convertible notes to be used to fund advances to the acquisition target. Such warrants are identical to the private placement warrants, including as to exercise price, exercisability and exercise period. The Company evaluated the amendments to each of the Q3 2022 Promissory Note, Q4 2022 Promissory Note and Q1 2023 Promissory Note under ASC 470-50, "Debt - Modification and Extinguishment", and concluded that the amendments resulted in terms that were substantially different and thus resulted in debt extinguishments. The fair value of the Q3 2022 Promissory Note, Q4 2022 Promissory Note and Q1 2023 Promissory Note ($726,370 in aggregate proceeds) was estimated by the Company to be $684,165 upon the amendments. The amount by which the proceeds from each of the Q3 2022 Promissory Note, Q4 2022 Promissory Note and Q1 2023 Promissory Note exceeded their fair value has been recognized as a capital contribution within stockholders' deficit during the nine months ended September 30, 2023.</div></div><div style="font-family: Times New Roman; font-size: 10pt; margin-top: 12pt; margin-bottom: 0pt;;text-indent: 0px;"><div style="font-size: 10pt; letter-spacing: 0px; top: 0px;;display:inline;">As of </div>September 30, 2023<div style="font-size: 10pt; letter-spacing: 0px; top: 0px;;display:inline;">, each of the First Working Capital Loan, Second Working Capital Loan, Third Working Capital Loan, Q</div>3<div style="font-size: 10pt; letter-spacing: 0px; top: 0px;;display:inline;"> </div>2022<div style="font-size: 10pt; letter-spacing: 0px; top: 0px;;display:inline;"> Promissory Note, Q</div>4<div style="font-size: 10pt; letter-spacing: 0px; top: 0px;;display:inline;"> </div>2022<div style="font-size: 10pt; letter-spacing: 0px; top: 0px;;display:inline;"> Promissory Note, First Q</div>2<div style="font-size: 10pt; letter-spacing: 0px; top: 0px;;display:inline;"> </div>2023<div style="font-size: 10pt; letter-spacing: 0px; top: 0px;;display:inline;"> Promissory Note, Fourth Q</div>2<div style="font-size: 10pt; letter-spacing: 0px; top: 0px;;display:inline;"> </div>2023<div style="font-size: 10pt; letter-spacing: 0px; top: 0px;;display:inline;"> Promissory Note, First Q</div>3<div style="font-size: 10pt; letter-spacing: 0px; top: 0px;;display:inline;"> </div>2023<div style="font-size: 10pt; letter-spacing: 0px; top: 0px;;display:inline;"> Promissory Note and a portion of the Q</div>1<div style="font-size: 10pt; letter-spacing: 0px; top: 0px;;display:inline;"> </div>2023<div style="font-size: 10pt; letter-spacing: 0px; top: 0px;;display:inline;"> Promissory Note may be convertible into warrants ($ 3,306,370 in total proceeds or 3,306,370 in aggregate warrants as of September 30, 2023) at a price of $ 1.00 per warrant at the option of the lender. There were no additional borrowings under Convertible Promissory Notes other than those described above.   Promissory Note Loans In addition, the Company has borrowed certain funds from the Sponsor under non-convertible promissory notes ("Promissory Note Loans") that have been used to pay for expenditures of the acquisition target. As discussed below, since inception, the Company has entered into four non-convertible promissory notes under this arrangement with the Sponsor. In accordance with the Merger Agreement, the Company is to pay for up to $1.5 million (subsequently amended to a cap of $3.0 million) in reasonable out-of-pocket fees and expenses for any agents, advisors, consultants, experts, independent contractors and financial advisors engaged on behalf of Holdco or Sable and incurred in connection with the transactions contemplated by the Merger Agreement and Sable-EM Purchase Agreement at closing of the Business Combination. During the three and nine months ended September 30, 2023, the Company paid $123,897 and $726,868, respectively, in such expenditures on behalf of Sable which have been recorded and included in Operating costs on the condensed statements of operations for the three and nine months ended September 30, 202 <div style="color: rgb(0, 0, 0); font-family: "Times New Roman"; font-size: 13.3333px; font-style: normal; font-variant-ligatures: normal; font-variant-caps: normal; font-weight: 400; letter-spacing: normal; orphans: 2; text-align: left; text-indent: 0px; text-transform: none; widows: 2; word-spacing: 0px; -webkit-text-stroke-width: 0px; white-space: normal; background-color: rgb(255, 255, 255); text-decoration-thickness: initial; text-decoration-style: initial; text-decoration-color: initial; float: none; display: inline !important; top: 0px;;display:inline;">3. From October 1, 2023 to November 14, 2023, the Company paid approximately $106,000 in additional such expenditures on behalf of Sable. T he Company is under no obligation to make further advances prior to the closing of the Business Combination.
 On May 12, 2023, the Company issued an unsecured promissory note to the Sponsor (the "Second Q2 2023 Promissory Note"), pursuant to which the Company may borrow up to an aggregate principal amount of $355,000. The Second Q2 2023 Promissory Note is non-interest bearing and payable on the consummation of the Company's Business Combination. On May 15, 2023, the Second Q2 2023 Promissory Note was fully drawn down by the Company.
 On June 22, 2023, the Company issued an unsecured promissory note to the Sponsor (the "Third Q2 2023 Promissory Note"), pursuant to which the Company may borrow up to an aggregate principal amount of $100,000. The Third Q2 2023 Promissory Note is non-interest bearing and payable on the consummation of the Company's Business Combination. On June 28, 2023, the Third Q2 2023 Promissory Note was fully drawn down by the Company.
 On August 30, 2023, the Company issued an unsecured promissory note to the Sponsor (the "Second Q3 2023 Promissory Note"), pursuant to which the Company may borrow up to an aggregate principal amount of $</div></div>495,000. <div style="letter-spacing: 0px; top: 0px;;display:inline;">The Second Q3 2023 Promissory Note is <div style="white-space: nowrap; letter-spacing: 0px; top: 0px;;display:inline;">non-interest</div> bearing and payable on the consummation of the Company's Business Combination. On August 30, 2023, the Second Q3 2023 Promissory Note was fully drawn down by the Company. </div></div><div style="font-family: Times New Roman; font-size: 10pt; margin-top: 12pt; margin-bottom: 0pt;;text-indent: 0px;"><div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="font-family: "Times New Roman"; font-size: 10pt; letter-spacing: 0px; top: 0px;;text-indent: 0px;;display:inline;">As of September 30, 2023, each of the First Working Capital Loan, Second Working Capital Loan, Third Working Capital Loan, Q3 2022 Promissory Note, Q4 2022 Promissory Note, First Q2 2023 Promissory Note, Fourth Q2 2023 Promissory Note, First Q3 2023 Promissory Note and a portion of the Q1 2023 Promissory Note (collectively the "Convertible Promissory Notes") may be convertible into warrants ($ 3,306,370 in total proceeds or 3,306,370 in aggregate warrants as of September 30, 2023) at a price of $1.00 per warrant at the option of the lender. There were no additional borrowings under Convertible Promissory Notes other than those described above.   The following tables presents the balances of the convertible promissory notes - related parties, at fair value and the promissory notes to related parties as of the respective period ends:
  <table cellpadding="0" cellspacing="0" style="margin: 0px auto; border: 0px currentColor; border-image: none; width: 84%; font-family: Times New Roman; font-size: 10pt;*

border-collapse: collapse;;text-indent: 0px;"> <tr> <td style="width: 53%;"> </td> <td style="width: 6%; vertical-align: bottom;"> </td> <td> </td> <td> </td> <td> </td> <td style="width: 6%; vertical-align: bottom;"> </td> <td> </td> <td> </td> <td style="width: 6%; vertical-align: bottom;"> </td> <td> </td> <td> </td> </tr> <tr style="font-family: Times New Roman; font-size: 8pt; page-break-inside: avoid;"> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td> <td colspan="2" style="vertical-align: bottom; padding-bottom: 0.5pt;;text-align:center;"> Principal Value </td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td> <td colspan="6" style="vertical-align: bottom; border-bottom-color: rgb(0, 0, 0); border-bottom-width: 1pt; border-bottom-style: solid;;text-align:center;"> Fair Value </td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td> </tr> <tr style="font-family: Times New Roman; font-size: 8pt; page-break-inside: avoid;"> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td> <td colspan="2" style="vertical-align: bottom; border-bottom-color: rgb(0, 0, 0); border-bottom-width: 1pt; border-bottom-style: solid;;text-align:center;"> $ Amount </td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td> <td colspan="2" style="vertical-align: bottom; border-bottom-color: rgb(0, 0, 0); border-bottom-width: 1pt; border-bottom-style: solid;;text-align:center;"> September 30, 2023 </td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td> <td colspan="2" style="vertical-align: bottom; border-bottom-color: rgb(0, 0, 0); border-bottom-width: 1pt; border-bottom-style: solid;;text-align:center;"> December 31, 2022 </td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td> </tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align: top; width: 53%;;text-align:right;"> Convertible notes -related parties, at fair value </td> <td style="vertical-align: bottom; width: 6%;"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align: bottom; width: 6%;"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align: bottom; width: 6%;"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> </tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align: top; width: 53%;;text-align:right;"> First Working Capital Loan </td> <td style="vertical-align: bottom; width: 6%;"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">365,000</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align: bottom; width: 6%;"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">292,000</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align: bottom; width: 6%;"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">343,034</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> </tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align: top; width: 53%;;text-align:right;"> <div style="text-indent: -1em; font-family: "Times New Roman"; font-size: 10pt; margin-top: 0pt; margin-bottom: 0pt; margin-left: 3em; line-height: normal; text-align: left;">Second Working Capital Loan</div> </td> <td style="vertical-align: bottom; width: 6%;"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">800,000</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align: bottom; width: 6%;"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">640,000</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align: bottom; width: 6%;"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">751,856</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> </tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align: top; width: 53%;;text-align:right;"> <div style="text-indent: -1em; font-family: "Times New Roman"; font-size: 10pt; margin-top: 0pt; margin-bottom: 0pt; margin-left: 3em; line-height: normal; text-align: left;">Third Working Capital Loan</div> </td> <td style="vertical-align: bottom; width: 6%;"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">335,000</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align: bottom; width: 6%;"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">268,000</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align: bottom; width: 6%;"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">314,840</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> </tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align: top; width: 53%;;text-align:right;"> <div style="margin-top: 0pt; margin-bottom: 0pt; margin-left: 3em; text-indent: -1em; font-size: 10pt; font-family: "Times New Roman"; line-height: normal; text-align: left;">Q3 2022 Promissory Note</div> </td> <td style="vertical-align: bottom; width: 6%;"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">170,000</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align: bottom; width: 6%;"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">136,000</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align: bottom; width: 6%;"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space: nowrap; vertical-align: bottom; padding: 0pt 5pt 0pt 0pt;;text-align:right;">—</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> </tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align: top; width: 53%;;text-align:right;"> <div style="margin-top: 0pt; margin-bottom: 0pt; margin-left: 3em; text-indent: -1em; font-size: 10pt; font-family: "Times New Roman"; line-height: normal; text-align: left;">Q4 2022 Promissory Note</div> </td> <td style="vertical-align: bottom; width: 6%;"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">200,000</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align: bottom; width: 6%;"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">160,000</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align: bottom; width: 6%;"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space: nowrap; vertical-align: bottom; padding: 0pt 5pt 0pt 0pt;;text-align:right;">—</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> </tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align: top; width: 53%;;text-align:right;"> <div style="margin-top: 0pt; margin-bottom: 0pt; margin-left: 3em; text-indent: -1em; font-size: 10pt; font-family: "Times New Roman"; line-height: normal; text-align: left;">Q1 2023 Promissory Note</div> </td> <td style="vertical-align: bottom; width: 6%;"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">356,370</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align: bottom; width: 6%;"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">285,096</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align: bottom; width: 6%;"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space: nowrap; vertical-align: bottom; padding: 0pt 5pt 0pt 0pt;;text-align:right;">—</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> </tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align: top; width: 53%;;text-align:right;"> <div style="margin-top: 0pt; margin-bottom: 0pt; margin-left: 3em; text-indent: -1em; font-size: 10pt; font-family: "Times New Roman"; line-height: normal; text-align: left;">First Q2 2023 Promissory Note</div> </td> <td style="vertical-align: bottom; width: 6%;"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">395,000</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align: bottom; width: 6%;"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">316,000</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align: bottom; width: 6%;"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space: nowrap; vertical-align: bottom; padding: 0pt 5pt 0pt 0pt;;text-align:right;">—</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> </tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align: top; width: 53%;;text-align:right;"> <div style="margin-top: 0pt; margin-bottom: 0pt; margin-left: 3em; text-indent: -1em; font-size: 10pt; font-family: "Times New Roman"; line-height: normal; text-align: left;">Fourth Q2 2023 Promissory Note</div> </td> <td style="vertical-align: bottom; width: 6%;"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">50,000</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align: bottom; width: 6%;"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">40,000</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align: bottom; width: 6%;"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space: nowrap; vertical-align: bottom; padding: 0pt 5pt 0pt 0pt;;text-align:right;">—</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> </tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align: top; width: 53%;;text-align:right;"> <div style="font-family: "Times New Roman"; font-size: 10pt; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0.26in; line-height: normal; text-align: left;">First Q3 2023 Promissory Note</div> </td> <td style="vertical-align: bottom; width: 6%;"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">635,000</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align: bottom; width: 6%;"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">508,000</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align: bottom; width: 6%;"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space: nowrap; vertical-align: bottom; padding: 0pt 5pt 0pt 0pt;;text-align:right;">—</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> </tr> <tr style="font-size:1px"> <td style="vertical-align: bottom; width: 53%;"> </td> <td style="vertical-align: bottom; width: 6%;"> </td> <td style="vertical-align:bottom"> <div style="margin-top: 0px; margin-bottom: 0px; border-top: 1px solid rgb(0, 0, 0); line-height: normal;"> </div> </td> <td style="vertical-align:bottom"> <div style="margin-top: 0px; margin-bottom: 0px; border-top: 1px solid rgb(0, 0, 0); line-height: normal;"> </div> </td> <td> </td> <td style="vertical-align: bottom; width: 6%;"> </td> <td style="vertical-align:bottom"> <div style="margin-top: 0px; margin-bottom: 0px; border-top: 1px solid rgb(0, 0, 0); line-height: normal;"> </div> </td> <td style="vertical-align:bottom"> <div style="margin-top: 0px; margin-bottom: 0px; border-top: 1px solid rgb(0, 0, 0); line-height: normal;"> </div> </td> <td> </td> <td style="vertical-align: bottom; width: 6%;"> </td> <td style="vertical-align:bottom"> <div style="margin-top: 0px; margin-bottom: 0px; border-top: 1px solid rgb(0, 0, 0); line-height: normal;"> </div> </td> <td style="vertical-align:bottom"> <div style="margin-top: 0px; margin-bottom: 0px; border-top: 1px solid rgb(0, 0, 0); line-height: normal;"> </div> </td> <td> </td> </tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align: top;"> <div style="text-indent: -1em; font-family: Times New Roman; font-size: 10pt; font-weight: bold; margin-top: 0pt; margin-bottom: 0pt; margin-left: 5em;">Total</div> </td> <td style="vertical-align: bottom; width: 6%;"> </td> <td style="white-space:nowrap;vertical-align:bottom"><div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="font-weight:bold;display:inline;">$ </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;"> 3,306,370 </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align: bottom; width: 6%;"> </td> <td style="white-

space:nowrap;vertical-align:bottom"> $</div></div></td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;"><div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="font-weight:bold;display:inline;">2,645,096</div></div></td> <td style="white-space:nowrap;vertical-align:bottom"><div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="font-weight:bold;display:inline;"> </div></div></td> <td style="vertical-align: bottom; width: 6%;"> </td> <td style="white-space:nowrap;vertical-align:bottom"><div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="font-weight:bold;display:inline;">$ </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;"> 1,409,730 </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> </tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align: top; width: 53%;;"> Promissory notes to related parties </td> <td style="vertical-align: bottom; width: 6%;"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align: bottom; width: 6%;"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align: bottom; width: 6%;"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align: top; width: 53%;;text-align:right;"> Q3 2022 Promissory Note </td> <td style="vertical-align: bottom; width: 6%;"> </td> <td style="white-space:nowrap;vertical-align:bottom"> $</div></td> <td style="white-space: nowrap; vertical-align: bottom; padding: 0pt 5pt 0pt 0pt;;text-align:right;">—</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align: bottom; width: 6%;"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space: nowrap; vertical-align: bottom; padding: 0pt 5pt 0pt 0pt;;text-align:right;">—</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align: bottom; width: 6%;"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">170,000</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> </tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align: top; width: 53%;;text-align:right;"> <div style="margin-top: 0pt; margin-bottom: 0pt; margin-left: 3em; text-indent: -1em; font-size: 10pt; font-family: "Times New Roman"; line-height: normal; text-align: left;">Q4 2022 Promissory Note</div> </td> <td style="vertical-align: bottom; width: 6%;"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space: nowrap; vertical-align: bottom; padding: 0pt 5pt 0pt 0pt;;text-align:right;">—</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align: bottom; width: 6%;"> </td> <td style="white-space: nowrap; vertical-align: bottom; padding: 0pt 5pt 0pt 0pt;;text-align:right;">—</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align: bottom; width: 6%;"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">200,000</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> </tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align: top; width: 53%;;text-align:right;"> <div style="margin-top: 0pt; margin-bottom: 0pt; margin-left: 3em; text-indent: -1em; font-size: 10pt; font-family: "Times New Roman"; line-height: normal; text-align: left;">Q1 2023 Promissory Note</div> </td> <td style="vertical-align: bottom; width: 6%;"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">178,630</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align: bottom; width: 6%;"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">178,630</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align: bottom; width: 6%;"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space: nowrap; vertical-align: bottom; padding: 0pt 5pt 0pt 0pt;;text-align:right;">—</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> </tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align: top; width: 53%;;text-align:right;"> <div style="margin-top: 0pt; margin-bottom: 0pt; margin-left: 3em; text-indent: -1em; font-size: 10pt; font-family: "Times New Roman"; line-height: normal; text-align: left;">Second Q2 2023 Promissory Note</div> </td> <td style="vertical-align: bottom; width: 6%;"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">355,000</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align: bottom; width: 6%;"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">355,000</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align: bottom; width: 6%;"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space: nowrap; vertical-align: bottom; padding: 0pt 5pt 0pt 0pt;;text-align:right;">—</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> </tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align: top; width: 53%;;text-align:right;"> <div style="margin-top: 0pt; margin-bottom: 0pt; margin-left: 3em; text-indent: -1em; font-size: 10pt; font-family: "Times New Roman"; line-height: normal; text-align: left;">Third Q2 2023 Promissory Note</div> </td> <td style="vertical-align: bottom; width: 6%;"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">100,000</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align: bottom; width: 6%;"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">100,000</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align: bottom; width: 6%;"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space: nowrap; vertical-align: bottom; padding: 0pt 5pt 0pt 0pt;;text-align:right;">—</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> </tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align: top; width: 53%;;text-align:right;"> <div style="font-family: "; font-size: 10pt; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0.26in; line-height: normal; text-align: left;">Second Q3 2023 Promissory Note</div> </td> <td style="vertical-align: bottom; width: 6%;"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">495,000</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align: bottom; width: 6%;"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">495,000</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align: bottom; width: 6%;"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space: nowrap; vertical-align: bottom; padding: 0pt 5pt 0pt 0pt;;text-align:right;">—</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> </tr> <tr style="font-size:1px"> <td style="vertical-align: bottom; width: 53%;"> </td> <td style="vertical-align: bottom; width: 6%;"> </td> <td style="vertical-align:bottom"> <div style="margin-top: 0px; margin-bottom: 0px; border-top: 1px solid rgb(0, 0, 0); line-height: normal;"> </div> </td> <td style="vertical-align:bottom"> <div style="margin-top: 0px; margin-bottom: 0px; border-top: 1px solid rgb(0, 0, 0); line-height: normal;"> </div> </td> <td> </td> <td style="vertical-align: bottom; width: 6%;"> </td> <td style="vertical-align:bottom"> <div style="margin-top: 0px; margin-bottom: 0px; border-top: 1px solid rgb(0, 0, 0); line-height: normal;"> </div> </td> <td> </td> <td style="vertical-align: bottom; width: 6%;"> </td> <td style="vertical-align:bottom"> <div style="margin-top: 0px; margin-bottom: 0px; border-top: 1px solid rgb(0, 0, 0); line-height: normal;"> </div> </td> <td> </td> </tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align: top;"> <div style="text-indent: -1em; font-family: Times New Roman; font-size: 10pt; font-weight: bold; margin-top: 0pt; margin-bottom: 0pt; margin-left: 5em;">Total</div> </td> <td style="vertical-align: bottom; width: 6%;"> </td> <td style="white-space:nowrap;vertical-align:bottom"><div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="font-weight:bold;display:inline;">$ </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;"> 1,128,630 </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align: bottom; width: 6%;"> </td> <td style="white-space:nowrap;vertical-align:bottom"> $</div></div></td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;"><div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="font-weight:bold;display:inline;">1,128,630</div></div></td> <td style="white-space:nowrap;vertical-align:bottom"><div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="font-weight:bold;display:inline;"> </div></div></td> <td style="vertical-align: bottom; width: 6%;"> </td> <td style="white-space:nowrap;vertical-align:bottom"><div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="font-weight:bold;display:inline;">$ </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;"> 370,000 </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> </tr> </table>
7187500250000.00354671875125781312578124343713125of our Class A common stock equals or exceeds $12.00 per share (as adjusted for stock splits, stock reorganizations, recapitalizations and the like) for any 20 trading days within any 30-trading day period commencing at least 150 days after a Business Combination, or (y) the Company completes a liquidation, merger, capital stock exchange, reorganization or other similar transaction that results in all of our stockholders having the right to exchange their shares of common stock for cash, securities or other property, the converted Class A common stock will be released from the lock-up.12P20DP30DP150D7187500718750071150000035000003650000145000110000110000365000383323292000343034800000080000065656064000075185633500003350
The following tables presents the balances of the convertible promissory notes - related parties, at fair value and the promissory notes to related parties as of the respective period ends:
  <table cellpadding="0" cellspacing="0" style="margin: 0px auto; border: 0px currentColor; border-image: none; width: 84%; font-family: Times New Roman; font-size: 10pt; border-collapse: collapse;;text-indent: 0px;"> <tr> <td style="width: 53%;"> </td> <td style="width: 6%; vertical-align: bottom;"> </td> <td> </td> <td> </td> <td> </td> <td style="width: 6%; vertical-align: bottom;"> </td> <td> </td> <td> </td> <td> </td> <td style="width: 6%; vertical-align: bottom;"> </td> <td> </td> <td> </td> </tr> <tr style="font-family: Times New Roman; font-size: 8pt; page-break-inside: avoid;"> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;;text-align:center;"> Principal Value </td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td> <td colspan="6" style="vertical-align: bottom; border-bottom-color: rgb(0, 0, 0); border-bottom-width: 1pt; border-bottom-style: solid;;text-align:center;"> Fair Value </td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td> </tr> <tr style="font-family: Times New Roman; font-size: 8pt; page-break-inside: avoid;"> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td> <td colspan="2" style="vertical-align: bottom; border-bottom-color: rgb(0, 0, 0); border-bottom-width: 1pt; border-bottom-style: solid;;text-align:center;"> $ Amount </td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td> <td colspan="2" style="vertical-align: bottom; border-bottom-color: rgb(0, 0, 0); border-bottom-width: 1pt; border-bottom-style: solid;;text-align:center;"> September 30, 2023 </td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td> <td colspan="2" style="vertical-align: bottom; border-bottom-color: rgb(0, 0, 0); border-bottom-width:

1pt; border-bottom-style: solid;;text-align:center;"> December 31, 2022 </td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td> </tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align: top; width: 53%;"> Convertible notes -related parties, at fair value </td> <td style="vertical-align: bottom; width: 6%;"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align: bottom; width: 6%;"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align: bottom; width: 6%;"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> </tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align: top; width: 53%;;text-align:right;"> First Working Capital Loan </td> <td style="vertical-align: bottom; width: 6%;"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">365,000</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align: bottom; width: 6%;"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">292,000</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align: bottom; width: 6%;"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">343,034</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> </tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align: top; width: 53%;;text-align:right;"> <div style="text-indent: -1em; font-family: "Times New Roman"; font-size: 10pt; margin-top: 0pt; margin-bottom: 0pt; margin-left: 3em; line-height: normal; text-align: left;">Second Working Capital Loan</div> </td> <td style="vertical-align: bottom; width: 6%;"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">800,000</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align: bottom; width: 6%;"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">640,000</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align: bottom; width: 6%;"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">751,856</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> </tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align: top; width: 53%;;text-align:right;"> <div style="text-indent: -1em; font-family: "Times New Roman"; font-size: 10pt; margin-top: 0pt; margin-bottom: 0pt; margin-left: 3em; line-height: normal; text-align: left;">Third Working Capital Loan</div> </td> <td style="vertical-align: bottom; width: 6%;"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">335,000</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align: bottom; width: 6%;"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">268,000</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align: bottom; width: 6%;"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">314,840</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> </tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align: top; width: 53%;;text-align:right;"> <div style="margin-top: 0pt; margin-bottom: 0pt; margin-left: 3em; text-indent: -1em; font-size: 10pt; font-family: "Times New Roman"; line-height: normal; text-align: left;">Q3 2022 Promissory Note</div> </td> <td style="vertical-align: bottom; width: 6%;"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">170,000</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align: bottom; width: 6%;"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">136,000</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align: bottom; width: 6%;"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space: nowrap; vertical-align: bottom; padding: 0pt 5pt 0pt 0pt;;text-align:right;">—</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> </tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align: top; width: 53%;;text-align:right;"> <div style="margin-top: 0pt; margin-bottom: 0pt; margin-left: 3em; text-indent: -1em; font-size: 10pt; font-family: "Times New Roman"; line-height: normal; text-align: left;">Q4 2022 Promissory Note</div> </td> <td style="vertical-align: bottom; width: 6%;"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">200,000</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align: bottom; width: 6%;"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">160,000</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align: bottom; width: 6%;"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space: nowrap; vertical-align: bottom; padding: 0pt 5pt 0pt 0pt;;text-align:right;">—</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> </tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align: top; width: 53%;;text-align:right;"> <div style="margin-top: 0pt; margin-bottom: 0pt; margin-left: 3em; text-indent: -1em; font-size: 10pt; font-family: "Times New Roman"; line-height: normal; text-align: left;">Q1 2023 Promissory Note</div> </td> <td style="vertical-align: bottom; width: 6%;"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">356,370</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align: bottom; width: 6%;"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">285,096</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align: bottom; width: 6%;"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space: nowrap; vertical-align: bottom; padding: 0pt 5pt 0pt 0pt;;text-align:right;">—</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> </tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align: top; width: 53%;;text-align:right;"> <div style="margin-top: 0pt; margin-bottom: 0pt; margin-left: 3em; text-indent: -1em; font-size: 10pt; font-family: "Times New Roman"; line-height: normal; text-align: left;">First Q2 2023 Promissory Note</div> </td> <td style="vertical-align: bottom; width: 6%;"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">395,000</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align: bottom; width: 6%;"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">316,000</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align: bottom; width: 6%;"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space: nowrap; vertical-align: bottom; padding: 0pt 5pt 0pt 0pt;;text-align:right;">—</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> </tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align: top; width: 53%;;text-align:right;"> <div style="margin-top: 0pt; margin-bottom: 0pt; margin-left: 3em; text-indent: -1em; font-size: 10pt; font-family: "Times New Roman"; line-height: normal; text-align: left;">Fourth Q2 2023 Promissory Note</div> </td> <td style="vertical-align: bottom; width: 6%;"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">50,000</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align: bottom; width: 6%;"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">40,000</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align: bottom; width: 6%;"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space: nowrap; vertical-align: bottom; padding: 0pt 5pt 0pt 0pt;;text-align:right;">—</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> </tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align: top; width: 53%;;text-align:right;"> <div style="margin-top: 0pt; margin-bottom: 0pt; margin-left: 0.26in; line-height: normal; text-align: left;">First Q3 2023 Promissory Note</div> </td> <td style="vertical-align: bottom; width: 6%;"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">635,000</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align: bottom; width: 6%;"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">508,000</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align: bottom; width: 6%;"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space: nowrap; vertical-align: bottom; padding: 0pt 5pt 0pt 0pt;;text-align:right;">—</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> </tr> <tr style="font-size:1px"> <td style="vertical-align: bottom; width: 53%;"> </td> <td style="vertical-align: bottom; width: 6%;"> </td> <td style="vertical-align:bottom"> <div style="margin-top: 0px; margin-bottom: 0px; border-top: 1px solid rgb(0, 0, 0); line-height: normal;"> </div> </td> <td style="vertical-align:bottom"> <div style="margin-top: 0px; margin-bottom: 0px; border-top: 1px solid rgb(0, 0, 0); line-height: normal;"> </div> </td> <td> </td> <td style="vertical-align: bottom; width: 6%;"> </td> <td style="vertical-align:bottom"> <div style="margin-top: 0px; margin-bottom: 0px; border-top: 1px solid rgb(0, 0, 0); line-height: normal;"> </div> </td> <td> </td> <td style="vertical-align:bottom"> <div style="margin-top: 0px; margin-bottom: 0px; border-top: 1px solid rgb(0, 0, 0); line-height: normal;"> </div> </td> <td> </td> <td style="vertical-align: bottom; width: 6%;"> </td> <td style="vertical-align:bottom"> <div style="margin-top: 0px; margin-bottom: 0px; border-top: 1px solid rgb(0, 0, 0); line-height: normal;"> </div> </td> <td> </td> <td> </td> </tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align: top;"> <div style="text-indent: -1em; font-family: Times New Roman; font-size: 10pt; font-weight: bold; margin-top: 0pt; margin-bottom: 0pt; margin-left: 5em;">Total</div> </td> <td style="vertical-align: bottom; width: 6%;"> </td> <td style="white-space:nowrap;vertical-align:bottom"><div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="font-weight:bold;display:inline;">$ </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;"> 3,306,370 </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align: bottom; width: 6%;"> </td> <td style="white-space:nowrap;vertical-align:bottom"> $</div></div></td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;"><div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="font-weight:bold;display:inline;">2,645,096</div></div></td> <td style="white-space:nowrap;vertical-align:bottom"><div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="font-weight:bold;display:inline;"> </div></div></td> <td style="vertical-align: bottom; width: 6%;"> </td> <td style="white-space:nowrap;vertical-align:bottom"><div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="font-weight:bold;display:inline;">$ </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;"> 1,409,730 </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> </tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align: top; width: 53%;"> Promissory notes to related parties </td> <td style="vertical-align: bottom; width: 6%;"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align: bottom; width: 6%;"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align: bottom; width: 6%;"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align: bottom; width: 6%;"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> </tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align: top; width: 53%;;text-align:right;"> Q3 2022 Promissory Note </td> <td style="vertical-align: bottom; width: 6%;"> </td> <td style="white-space:nowrap;vertical-align:bottom"> $</div></td> <td style="white-space: nowrap; vertical-align: bottom; padding: 0pt 5pt 0pt 0pt;;text-align:right;">—</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align: bottom; width: 6%;"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space: nowrap; vertical-align: bottom; padding: 0pt 5pt 0pt 0pt;;text-align:right;">—</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align: bottom; width: 6%;"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">170,000</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> </tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align: top; width: 53%;;text-align:right;"> Q4 2022 Promissory Note </td> <td style="vertical-align: bottom; width: 6%;"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space: nowrap; vertical-align: bottom; padding: 0pt 5pt 0pt 0pt;;text-align:right;">—</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align: bottom; width: 6%;"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td

style="white-space: nowrap; vertical-align: bottom; padding: 0pt 5pt 0pt 0pt;;text-align:right;">—</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align: bottom; width: 6%;"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">200,000</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> </tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align: top; width: 53%;;text-align:right;"> Q1 2023 Promissory Note </td> <td style="vertical-align: bottom; width: 6%;"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">178,630</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align: bottom; width: 6%;"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">178,630</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align: bottom; width: 6%;"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space: nowrap; vertical-align: bottom; padding: 0pt 5pt 0pt 0pt;;text-align:right;">—</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> </tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align: top; width: 53%;;text-align:right;"> Second Q2 2023 Promissory Note </td> <td style="vertical-align: bottom; width: 6%;"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">355,000</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align: bottom; width: 6%;"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">355,000</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align: bottom; width: 6%;"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space: nowrap; vertical-align: bottom; padding: 0pt 5pt 0pt 0pt;;text-align:right;">—</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> </tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align: top; width: 53%;;text-align:right;"> Third Q2 2023 Promissory Note </td> <td style="vertical-align: bottom; width: 6%;"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">100,000</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align: bottom; width: 6%;"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">100,000</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align: bottom; width: 6%;"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space: nowrap; vertical-align: bottom; padding: 0pt 5pt 0pt 0pt;;text-align:right;">—</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> </tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align: top; width: 53%;;text-align:right;"> Second Q3 2023 Promissory Note </td> <td style="vertical-align: bottom; width: 6%;"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">495,000</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align: bottom; width: 6%;"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">495,000</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align: bottom; width: 6%;"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space: nowrap; vertical-align: bottom; padding: 0pt 5pt 0pt 0pt;;text-align:right;">—</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> </tr> <tr style="font-size:1px"> <td style="vertical-align: bottom; width: 53%;"> </td> <td style="vertical-align: bottom; width: 6%;"> </td> <td style="vertical-align:bottom">   </td> <td style="vertical-align:bottom">   </td> <td> </td> <td style="vertical-align: bottom; width: 6%;"> </td> <td style="vertical-align:bottom">   </td> <td style="vertical-align:bottom">   </td> <td> </td> <td style="vertical-align: bottom; width: 6%;"> </td> <td style="vertical-align:bottom">   </td> <td style="vertical-align:bottom">   </td> <td> </td> </tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align: top;"> Total </td> <td style="vertical-align: bottom; width: 6%;"> </td> <td style="white-space:nowrap;vertical-align:bottom"> $</div></div></td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;"><div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="font-weight:bold;display:inline;">1,128,630</div></div></td> <td style="white-space:nowrap;vertical-align:bottom"><div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="font-weight:bold;display:inline;"> </div></div></td> <td style="vertical-align: bottom; width: 6%;"> </td> <td style="white-space:nowrap;vertical-align:bottom"><div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="font-weight:bold;display:inline;">$ </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;"> 1,128,630 </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align: bottom; width: 6%;"> </td> <td style="white-space:nowrap;vertical-align:bottom"> $ </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;"> 370,000 </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> </tr> </table>
365000292000343034800000640000751856335000268000314840170000136000020000016000003563702850960395000316000050000400000635000508000033063702 6
Note 6 — Commitments and Contingencies Registration Rights The holders of the Founder Shares , Private Placement Warrants and warrants that may be issued upon conversion of the Working Capital Loans (and any shares of Class A common stock issuable upon the exercise of the Private Placement Warrants and warrants that may be issued upon conversion of Working Capital Loans and upon conversion of the Founder Shares) are entitled to registration rights pursuant to a registration rights agreement. The holders of these securities, and certain Promissory Notes, are entitled to make up to three demands, excluding short form demands, that the Company register such securities. In addition, the holders have certain "piggy-back" registration rights with respect to registration statements filed subsequent to the completion of a Business Combination. However, the registration rights agreement provides that the Company will not permit any registration statement filed under the Securities Act to become effective until termination of the applicable lockup period. The Company will bear the expenses incurred in connection with the filing of any such registration statements. Business Combination Marketing Agreement The Company has engaged underwriters as advisors in connection with its business combination to assist it in holding meetings with the Company's stockholders to discuss the potential business combination and the target business's attributes, introduce it to potential investors that are interested in purchasing its securities in connection with the potential business combination, assist it in obtaining stockholder approval for the business combination and assist the Company with its press releases and public filings in connection with the business combination. The Company will pay the Marketing Fee (as defined in the Company's registration statement on Form S-1, as amended, that was filed with the SEC on February 5, 2021) for such services upon the consummation of its initial business combination in an amount equal to, in the aggregate, 3.5% of the gross proceeds of the IPO, including the proceeds from the exercise of the over -allotment option. The underwriters will   not be entitled to such fee unless the Company consummates its initial business combination. In connection with the Extension, stockholders holding 20,317,255 shares of Flame Class A common stock subject to possible redemption stock exercised their right to redeem such shares for a pro rata portion of the funds in the Trust Account, representing approximately 70.67% of our issued and outstanding Flame Class A common stock subject to possible redemption stock. After this redemption, 8,432,745 shares of Flame Class A common stock subject to possible redemption stock remained outstanding. In connection with the Second Extension, stockholders holding 2,328,063 shares of Flame Class A common stock subject to possible redemption stock exercised their right to redeem such shares for a pro rata portion of the funds in the Trust Account, representing approximately 27.61% of our issued and outstanding Flame Class A common stock subject to possible redemption stock. After this redemption, 6,104,682 shares of Flame Class A common stock subject to possible redemption stock remained outstanding. If no additional public stockholders exercise redemption rights with respect to their shares of Flame Class A common stock, the amount of effective underwriting commissions due to the underwriters upon the consummation of the Business Combination will represent 15.9% of the aggregate proceeds from the Flame IPO retained by Flame. Underwriters Agreement On March 1, 2021, the Company paid a fixed underwriting discount of $0.20 per Unit, or $5,750,000 in the aggregate. Deferred Legal Fees As of September 30, 2023 and December 31, 2022, the Company has incurred unbilled legal costs of $3,623,594 and $2,633,139, respectively, related to its prospective initial Business Combination. These costs are deferred until the completion of the Company's initial Business Combination and are included in accounts payable and accrued expenses on the Company's condensed balance sheets. 0.035203172550.706784327452328063 0.276161046820.1590.25750000362359426331390 Note 7 — Stockholders' Deficit Preferred Stock — The Company is authorized to issue a total of 1,000,000 shares of preferred stock at par value of $0.0001 each. At September 30, 2023 and December 31, 2022, there were no shares of preferred stock issued or outstanding. Class A Common Stock — The Company is authorized to issue a total of 200,000,000 shares of Class A common stock at par value of $0.0001 each. At September 30, 2023 and December 31, 2022, there were 7,187,500 and no shares, respectively, issued and outstanding (excluding 6,104,682 and 28,750,000 shares subject to possible redemption, respectively). On February 23, 2023, the Company was notified by stockholders holding 20,317,255 shares of Class A common stock that they exercised their right to redeem such shares for a pro rata portion of the funds in the Trust Account. As a result, $206,121,060 (approximately $10.15 per share) was removed from the Trust Account to pay such redeeming holders on March 2, 2023. On August 29, 2023, the Company was notified by stockholders holding 2,328,063 shares of Class A common stock that they exercised their right to redeem such shares for a pro rata portion of the funds in the Trust Account. As a result, $24,008,096 (approximately $10.31 per share) was removed from the Trust Account to pay such redeeming holders on August 31, 2023. On August 22, 2023, we issued an aggregate of 7,187,500 shares of Class A common stock to the Sponsor, FL Co-Investment, Intrepid Financial Partners, our independent directors and certain of our executive officers, upon the Class B Conversion transaction. After the Class B Conversion, no shares of Class B common stock remained outstanding. Class <div

*style="font-style: normal; letter-spacing: 0px; top: 0px;;display:inline;"> B Common Stock — The Company is authorized to issue a total of 20,000,000 shares of Class B common stock at par value of $0.0001 each. At September 30, 2023 and December 31, 2022, there were 0 and 7,187,500 shares of Class B common stock, respectively, issued or outstanding.   Common stockholders of record are entitled to one vote for each share held on all matters to be voted on by stockholders. Holders of the Class A common stock and holders of the Class B common stock will vote together as a single class on all matters submitted to a vote of the Company's stockholders, except as required by law. Shares of the Class B common stock are identical to the shares of Class A common stock included in the units sold in the IPO, and holders of Class B common stock have the same stockholder rights as public stockholders, except that (i) the Class B common stock are subject to certain transfer restrictions, as described in more detail below, (ii) our founders, officers and directors have entered into a letter agreement with us, pursuant to which they have agreed (A) to waive their redemption rights with respect to any Class B common stock and any Public Shares held by them in connection with the completion of our Business Combination and (B) to waive their rights to liquidating distributions from the Trust Account with respect to any Class B common stock held by them if the Company fails to complete our Business Combination within the prescribed time period, although they will be entitled to liquidating distributions from the Trust Account with respect to any Public Shares they hold if the Company fails to complete our Business Combination within such time period, (iii) the Class B common stock are shares of our Class B common stock that will automatically convert into shares of our Class A common stock at the time of our initial Business Combination, on a one-for-one basis, subject to adjustment pursuant to certain anti-dilution rights and (iv) are subject to registration rights. If the Company submits our Business Combination to our public stockholders for a vote, our Initial stockholders have agreed to vote any Class B common stock and any Public Shares purchased during or after the IPO in favor of our initial Business Combination. With certain limited exceptions, the Class B common stock are not transferable, assignable or salable (except to our officers and directors and other persons or entities affiliated with the Sponsor, each of whom will be subject to the same transfer restrictions) until the earlier of (A) one year after the completion of our initial Business Combination or (B) subsequent to our initial Business Combination, (x) if the last sale price of our Class A common stock equals or exceeds $12.00 per share (as adjusted for stock splits, stock dividends, reorganizations, recapitalizations and the like) for any 20 trading days within any 30-trading day period commencing at least 150 days after our initial Business Combination, or (y) the date on which the Company completes a liquidation, merger, capital stock exchange, reorganization or other similar transaction that results in all of our stockholders having the right to exchange their shares of common stock for cash, securities or other property. The 7,187,500 shares of Class A common stock issued in connection with the Class B Conversion are subject to the same restrictions as applied to the shares of Class B common stock before the Class B Conversion, including, among other things, certain transfer restrictions, waiver of redemption rights and the obligation to vote in favor of an initial business combination, as described in the prospectus for the IPO described above. *

1000000010000000.00010.0001000020000000020000000000.00010.000171875007187500006104682287500002031725520612106010.1523280632400809610.31718750002 Note 8 — Warrants   Public Warrants may only be exercised for a whole number of shares. No fractional shares will be issued upon exercise of the Public Warrants. The Public Warrants will become exercisable on the later of (a) 30 days after the completion of a Business Combination and (b) 12 months from the closing of the IPO. The Public Warrants will expire five years from the completion of a Business Combination, at 5:00 p.m., New York City time, or earlier upon redemption or liquidation. The Company will not be obligated to deliver any shares of Class A common stock pursuant to the exercise of a Public Warrant and will have no obligation to settle such Public Warrant exercise unless a registration statement under the Securities Act with respect to the shares of Class A common stock underlying the warrants is then effective and a prospectus relating thereto is current, subject to the Company satisfying its obligations with respect to registration, or a valid exemption from registration is available. No warrant will be exercisable, and the Company will not be obligated to issue a share of Class A common stock upon exercise of a warrant unless the share of Class A common stock issuable upon such warrant exercise has been registered, qualified or deemed to be exempt under the securities laws of the state of residence of the registered holder of the warrants.   The Company has agreed that as soon as practicable, but in no event later than 15 business days after the closing of a Business Combination, it will use its commercially reasonable efforts to file with the SEC a registration statement for the registration, under the Securities Act, of the shares of Class A common stock issuable upon exercise of the warrants. The Company will use its commercially reasonable efforts to cause the same to become effective and to maintain the effectiveness of such registration statement, and a current prospectus relating thereto, until the expiration or redemption of the warrants in accordance with the provisions of the warrant agreement. If a registration statement covering the issuance of the shares of Class A common stock issuable upon exercise of the warrants is not effective by the 60th business day after the closing of a Business Combination, warrant holders may, until such time as there is an effective registration statement and during any period when the Company will have failed to maintain an effective registration statement, exercise warrants on a "cashless basis" in accordance with Section 3(a)(9) of the Securities Act or another exemption. In addition, if the shares of Class A common stock are at the time of any exercise of a warrant not listed on a national securities exchange such that they satisfy the definition of a "covered security" under Section 18(b)(1) of the Securities Act, the Company may, at its option, require holders of the Public Warrants who exercise their warrants to do so on a "cashless basis" in accordance with Section 3(a)(9) of the Securities Act and, in the event the Company elects to do so, the Company will not be required to file or maintain in effect a registration statement, but it will use its best efforts to register or qualify the shares under applicable blue sky laws to the extent an exemption is not available. In such event, each holder would pay the exercise price by surrendering the warrants for that number of shares of Class A common stock equal to the lesser of (A) the quotient obtained by dividing (x) the product of the number of shares of Class A common stock underlying the warrants, multiplied the excess of the "fair market value" less the exercise price of the warrants by (y) the fair market value and (B) 0.361. The "fair market value" shall mean the volume weighted average price of the shares of Class A common stock for the 10 trading days ending on the trading day prior to the date on which the notice of exercise is received by the warrant agent. Redemption of Warrants For Cash —Once the warrants become exercisable, the Company may redeem the outstanding Public Warrants for cash: <table cellpadding="0" cellspacing="0" style="BORDER-COLLAPSE:COLLAPSE; font-family:Times New Roman; font-size:10pt;border:0;width:100%"> <tr style="page-break-inside:avoid"> <td style="width:5%"> </td> <td style="width:3%;vertical-align:top;text-align:left;">•</td> <td style="width:1%;vertical-align:top"> </td> <td style="vertical-align:top;text-align:left;"> in whole and not in part; </td></tr></table> <table cellpadding="0" cellspacing="0" style="BORDER-COLLAPSE:COLLAPSE; font-family:Times New Roman; font-size:10pt;border:0;width:100%"> <tr style="page-break-inside:avoid"> <td style="width:5%"> </td> <td style="width:3%;vertical-align:top;text-align:left;">•</td> <td style="width:1%;vertical-align:top"> </td> <td style="vertical-align:top;text-align:left;"> at a price of $0.01 per Public Warrant; </td></tr></table> <table cellpadding="0" cellspacing="0" style="BORDER-COLLAPSE:COLLAPSE; font-family:Times New Roman; font-size:10pt;border:0;width:100%"> <tr style="page-break-inside:avoid"> <td style="width:5%"> </td> <td style="width:3%;vertical-align:top;text-align:left;">•</td> <td style="width:1%;vertical-align:top"> </td> <td style="vertical-align:top;text-align:left;"> upon not less than 30 days' prior written notice of redemption to each warrant holder; and </td></tr></table> <table cellpadding="0" cellspacing="0" style="BORDER-COLLAPSE:COLLAPSE; font-family:Times New Roman; font-size:10pt;border:0;width:100%"> <tr style="page-break-inside:avoid"> <td style="width:5%"> </td> <td style="width:3%;vertical-align:top;text-align:left;">•</td> <td style="width:1%;vertical-align:top"> </td> <td style="vertical-align:top;text-align:left;"> if, and only if, the last sale price of our Class A common stock equals or exceeds $18.00 per share (as adjusted for stock splits, stock dividends, reorganizations, recapitalizations and the like) for any 20 trading days within a 30-trading day period ending on the third trading day prior to the date on which the Company sends the notice of redemption to the warrant holders. </td></tr></table> If and when the warrants become redeemable by the Company, the Company may exercise its redemption right even if it is unable to register or qualify the underlying securities for sale under all applicable state securities laws. However, the Company will not redeem the warrants unless an effective registration statement under the Securities Act covering the shares of Class A common stock issuable upon exercise of the warrants is effective and a current prospectus relating to those shares of Class A common stock is available throughout the 30-day redemption period, except if the warrants may be exercised on a cashless basis and such cashless exercise is exempt from registration under the Securities Act. Redemption of Warrants For Shares of Class A Common Stock —commencing 90 days after the warrants become exercisable, the Company may redeem the outstanding warrants for shares of Class A common stock: <table cellpadding="0" cellspacing="0" style="BORDER-COLLAPSE:COLLAPSE; font-family:Times New Roman; font-size:10pt;border:0;width:100%"> <tr style="page-break-inside:avoid"> <td style="width:5%"> </td> <td style="width:3%;vertical-align:top;text-align:left;">•</td> <td style="width:1%;vertical-align:top"> </td> <td style="vertical-align:top;text-align:left;"> in whole and not in part; </td></tr></table> <table cellpadding="0" cellspacing="0" style="BORDER-COLLAPSE:COLLAPSE; font-family:Times New Roman; font-size:10pt;border:0;width:100%"> <tr style="page-break-inside:avoid"> <td style="width:5%"> </td> <td style="width:3%;vertical-align:top;text-align:left;">•</td> <td style="width:1%;vertical-align:top"> </td> <td style="vertical-align:top;text-align:left;"> at a price equal to a number of shares of Class A common stock to be determined by reference to the agreed table set forth in the warrant agreement based on the redemption date and the "fair market value" of the Class A common stock; </td></tr></table> <table cellpadding="0" cellspacing="0" style="BORDER-COLLAPSE:COLLAPSE; font-family:Times New Roman; font-size:10pt;border:0;width:100%"> <tr style="page-break-inside:avoid"> <td style="width:5%"> </td> <td style="width:3%;vertical-align:top;text-align:left;">•</td> <td style="width:1%;vertical-align:top"> </td> <td style="vertical-align:top;text-align:left;"> upon not less than 30 days' prior written notice of redemption to each warrant holder; and </td></tr></table>   <table cellpadding="0" cellspacing="0" style="BORDER-COLLAPSE:COLLAPSE; font-family:Times New Roman; font-size:10pt;border:0;width:100%"> <tr style="page-break-inside:avoid"> <td style="width:5%"> </td> <td style="width:3%;vertical-align:top;text-align:left;">•</td> <td style="width:1%;vertical-align:top"> </td> <td style="vertical-align:top;text-align:left;"> if, and only if, the last sale price of our Class A common stock equals or exceeds $10.00 per share (as

adjusted per share splits, share dividends, reorganizations, recapitalizations and the like) on the trading day prior to the date on which the Company sends the notice of redemption to the warrant holders. </div></td></tr></table><div style="margin-top:12pt; margin-bottom:0pt; font-size:10pt; font-family:Times New Roman">The exercise price and number of shares of Class A common stock issuable upon exercise of the Public Warrants may be adjusted in certain circumstances including in the event of a share dividend, extraordinary dividend or recapitalization, reorganization, merger or consolidation. However, except as described below, the Public Warrants will not be adjusted for issuances of shares of Class A common stock at a price below its exercise price. Additionally, in no event will the Company be required to net cash settle the Public Warrants. If the Company is unable to complete a Business Combination within the Combination Period and the Company liquidates the funds held in the Trust Account, holders of Public Warrants will not receive any of such funds with respect to their Public Warrants, nor will they receive any distribution from the Company's assets held outside of the Trust Account with respect to such Public Warrants. Accordingly, the Public Warrants may expire worthless. </div><div style="margin-top:12pt; margin-bottom:0pt; font-size:10pt; font-family:Times New Roman">In addition, if (x) the Company issues additional shares of Class A common stock or equity-linked securities for capital raising purposes in connection with the closing of a Business Combination at an issue price or effective issue price of less than $9.20 per share of Class A common stock (with such issue price or effective issue price to be determined in good faith by the Company's board of directors, and in the case of any such issuance to the Sponsor or its affiliates, without taking into account any Founder Shares held by the Sponsor or such affiliates, as applicable, prior to such issuance) (the "Newly Issued Price"), (y) the aggregate gross proceeds from such issuances represent more than 60% of the total equity proceeds, and interest thereon, available for the funding of a Business Combination on the date of the completion of a Business Combination (net of redemptions), and (z) the volume weighted average trading price of the Company's shares of Class A common stock during the 20 trading day period starting on the trading day prior to the day on which the Company completes a Business Combination (such price, the "Market Value") is below $9.20 per share, the exercise price of the Public Warrants will be adjusted (to the nearest cent) to be equal to 115% of the higher of the Market Value and the Newly Issued Price, and the $10.00 and $18.00 per share redemption trigger prices described above adjacent to "Redemption of Warrants For Cash" and "Redemption of Warrants For Shares of Class A Common Stock" will be adjusted (to the nearest cent) to be equal to 100% and 180% of the higher of the Market Value and the Newly Issued Price, respectively. </div><div style="margin-top:12pt; margin-bottom:0pt; font-size:10pt; font-family:Times New Roman">The Private Placement Warrants are identical to the Public Warrants underlying the Units sold in the IPO, except that (x) the Private Placement Warrants and the shares of Class A common stock issuable upon the exercise of the Private Placement Warrants are not transferable, assignable or salable until 30 days after the completion of a Business Combination, subject to certain limited exceptions, (y) the Private Placement Warrants are exercisable on a cashless basis and <div style="white-space: nowrap; letter-spacing: 0px; top: 0px;;display:inline;">non-redeemable</div> so long as they are held by the initial purchasers or their permitted transferees and (z) the Private Placement Warrants and the shares of Class A common stock issuable upon exercise of the Private Placement Warrants are entitled to registration rights. If the Private Placement Warrants are held by someone other than the initial purchasers or their permitted transferees, the Private Placement Warrants will be redeemable by the Company and exercisable by such holders on the same basis as the Public Warrants. </div><div style="margin-top:12pt; margin-bottom:0pt; font-size:10pt; font-family:Times New Roman">Additionally, as discussed in Note 5, the Working Capital Loans, and certain Promissory Notes, would either be repaid upon consummation of a Business Combination, without interest, or, at the lender's discretion, such Working Capital Loans may be convertible into warrants of the post-Business Combination entity at a price of $1.00 per warrant. Initially up to $1,500,000, which was increased to $3,500,000 on March 24, 2023, of such loans may be convertible into warrants.
</div>P30DP12MP5YP15DP60D0.3610.01P30D18P20DP30DP90DP30D109.20.60P20D9.21.1510181.80P30D15000003500000<div style="margin-top: 18pt; margin-bottom: 0pt; font-size: 10pt; font-family: "Times New Roman";"><div style="font-weight:bold;display:inline;">Note 9— Fair Value Measurements </div></div> <div style="margin-top:6pt; margin-bottom:0pt; font-size:10pt; font-family:Times New Roman">Fair value is defined as the price that would be received for sale of an asset or paid for transfer of a liability, in an orderly transaction between market participants at the measurement date. GAAP establishes a three-tier fair value</div> <div style="font-size: 8pt; margin-top: 0pt; margin-bottom: 0pt;"><div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="font-size: 8pt; letter-spacing: 0px; top: 0px;;display:inline;"></div></div></div> <div style="text-align: center; font-family: Times New Roman; font-size: 10pt; margin-top: 0pt; margin-bottom: 0pt;"><div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="font-family: "Times New Roman"; font-size: 10pt; letter-spacing: 0px; top: 0px;;display:inline;"> </div></div></div> <div style="margin-top: 0pt; margin-bottom: 0pt; font-size: 10pt; font-family: "Times New Roman";">hierarchy, which prioritizes the inputs used in measuring fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). These tiers include: </div><div style="font-size: 6pt; margin-top: 0px; margin-bottom: 0px;"> </div> <table cellpadding="0" cellspacing="0" style="BORDER-COLLAPSE:COLLAPSE; font-family:Times New Roman; font-size:10pt;border:0;width:100%"> <tr style="page-break-inside:avoid"> <td style="width:5%"> </td> <td style="width:3%;vertical-align:top;text-align:left;">•</td> <td style="width:1%;vertical-align:top"> </td> <td style="vertical-align:top;text-align:left;"><div style="margin-top: 0pt; margin-bottom: 0pt; font-family: "Times New Roman"; font-size: 10pt; text-align: left; line-height: normal;">Level 1, defined as observable inputs such as quoted prices (unadjusted) for identical instruments in active markets; </div></td></tr></table><div style="font-size: 6pt; margin-top: 0px; margin-bottom: 0px;"> </div> <table cellpadding="0" cellspacing="0" style="BORDER-COLLAPSE:COLLAPSE; font-family:Times New Roman; font-size:10pt;border:0;width:100%"> <tr style="page-break-inside:avoid"> <td style="width:5%"> </td> <td style="width:3%;vertical-align:top;text-align:left;">•</td> <td style="width:1%;vertical-align:top"> </td> <td style="vertical-align:top;text-align:left;"><div style="margin-top: 0pt; margin-bottom: 0pt; font-family: "Times New Roman"; font-size: 10pt; text-align: left; line-height: normal;">Level 2, defined as inputs other than quoted prices in active markets that are either directly or indirectly observable such as quoted prices for similar instruments in active markets or quoted prices for identical or similar instruments in markets that are not active; and </div></td></tr></table><div style="font-size: 6pt; margin-top: 0px; margin-bottom: 0px;"> </div> <table cellpadding="0" cellspacing="0" style="BORDER-COLLAPSE:COLLAPSE; font-family:Times New Roman; font-size:10pt;border:0;width:100%"> <tr style="page-break-inside:avoid"> <td style="width:5%"> </td> <td style="width:3%;vertical-align:top;text-align:left;">•</td> <td style="width:1%;vertical-align:top"> </td> <td style="vertical-align:top;text-align:left;"><div style="margin-top: 0pt; margin-bottom: 0pt; font-family: "Times New Roman"; font-size: 10pt; text-align: left; line-height: normal;">Level 3, defined as unobservable inputs in which little or no market data exists, therefore requiring an entity to develop its own assumptions, such as valuations derived from valuation techniques in which one or more significant inputs or significant value drivers are unobservable. </div></td></tr></table><div style="font-family: Times New Roman; font-size: 10pt; margin-top: 12pt; margin-bottom: 0pt;;text-indent: 0px;"><div style="font-size: 10pt; letter-spacing: 0px; top: 0px;;display:inline;">The following table presents information about the Company's assets and liabilities that are measured at fair value on a recurring basis at September 30, 2023 and December 31, 2022 and indicates the fair value hierarchy of the valuation inputs the Company utilized to determine such fair value:</div>
</div><div style="font-size: 12pt; margin-top: 0pt; margin-bottom: 0pt;;text-indent: 0px;">
</div> <table cellpadding="0" cellspacing="0" style="margin: 0px auto; border: 0px currentColor; border-image: none; width: 92%; font-family: Times New Roman; font-size: 10pt; border-collapse: collapse;;text-indent: 0px;"> <tr> <td style="width: 55%;"><div style="display:inline;"></div></td> <td style="width: 5%; vertical-align: bottom;"><div style="display:inline;"></div></td> <td><div style="display:inline;"></div></td> <td><div style="display:inline;"></div></td> <td><div style="display:inline;"></div></td> <td style="width: 5%; vertical-align: bottom;"><div style="display:inline;"></div></td> <td><div style="display:inline;"></div></td> <td><div style="display:inline;"></div></td> <td><div style="display:inline;"></div></td> <td style="width: 5%; vertical-align: bottom;"><div style="display:inline;"></div></td> <td><div style="display:inline;"></div></td> <td><div style="display:inline;"></div></td> <td><div style="display:inline;"></div></td> <td style="width: 5%; vertical-align: bottom;"><div style="display:inline;"></div></td> <td><div style="display:inline;"></div></td> <td><div style="display:inline;"></div></td> <td><div style="display:inline;"></div></td></tr> <tr style="font-family: Times New Roman; font-size: 8pt; page-break-inside: avoid;"> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"><div style="display:inline;"><div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="font-weight:bold;display:inline;">Description:</div> </div></div></td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"><div style="display:inline;"> </div></td> <td colspan="2" style="vertical-align: bottom; border-bottom-color: rgb(0, 0, 0); border-bottom-width: 1pt; border-bottom-style: solid;;text-align:center;"><div style="display:inline;"><div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="font-weight:bold;display:inline;">Level</div></div></div></td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"><div style="display:inline;"> </div></td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"><div style="display:inline;"> </div></td> <td colspan="2" style="vertical-align: bottom; border-bottom-color: rgb(0, 0, 0); border-bottom-width: 1pt; border-bottom-style: solid;;text-align:center;"><div style="display:inline;"> <div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="font-weight:bold;display:inline;">September 30,
2023</div></div></div></td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"><div style="display:inline;"> </div></td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"><div style="display:inline;"> </div></td> <td colspan="2" style="vertical-align: bottom; border-bottom-color: rgb(0, 0, 0); border-bottom-width: 1pt; border-bottom-style: solid;;text-align:center;"><div style="display:inline;"><div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="font-weight:bold;display:inline;">Level</div> </div></div></td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"><div style="display:inline;"> </div></td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"><div style="display:inline;"> </div></td> <td colspan="2" style="vertical-align: bottom; border-bottom-color: rgb(0, 0, 0); border-bottom-width: 1pt; border-bottom-style: solid;;text-align:center;"><div style="display:inline;"><div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="font-weight:bold;display:inline;">December 31,
2022</div></div></div></td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"><div style="display:inline;"> </div></td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"><div style="margin-top: 0pt; margin-bottom: 0pt; margin-left: 1em; text-indent: -1em; font-size: 10pt; font-family: "Times New Roman"; line-height: normal;">Assets:</div></td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:top"><div style="margin-top: 0pt; margin-bottom: 0pt; margin-left: 1em; text-indent: -1em; font-size: 10pt; font-family: "Times New Roman"; line-height: normal;">Funds Held in Trust Account</div></td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">1</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">— </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">1</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">290,718,297</td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"><div style="margin-top: 0pt; margin-bottom: 0pt; margin-left: 1em; text-indent: -1em; font-size: 10pt; font-family: "Times New Roman"; line-height: normal;">Liabilities:</div></td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:top"><div style="margin-top: 0pt; margin-bottom: 0pt; margin-left: 1em; text-indent: -1em; font-size: 10pt; font-family: "Times New Roman"; line-height: normal;">Warrant liability—Public Warrants</div></td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">1</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">11,500,000</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">1</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">9,343,750</td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"><div style="margin-top: 0pt; margin-bottom: 0pt; margin-left: 1em; text-indent: -1em; font-size: 10pt; font-family: "Times New Roman"; line-height: normal;">Warrant liability—Private Warrants</div></td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">3</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-

align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">3,654,125</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">3</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">2,805,500</td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:top"> Convertible Promissory Notes—Related Parties </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">3</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">2,645,096</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">3</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">1,409,730</td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr></table> Investments Held in Trust Account   As of September 30, 2023 and December 31, 2022, investments in the Company's Trust Account consisted of $63,939,672 in a demand deposit account (and are therefore not reflected in the table above) and $290,718,297 in U.S. Money Market funds, respectively. </div><div style="margin-top:12pt; margin-bottom:0pt; font-size:10pt; font-family:Times New Roman">There were no transfers between Levels 1, 2 or 3 during the three and nine months ended September 30, 2023. </div><div style="margin-top:12pt; margin-bottom:0pt; font-size:10pt; font-family:Times New Roman">Level 1 instruments include investments in money markets. The Company uses inputs such as actual trade data, quoted market prices from dealers or brokers, and other similar sources to determine the fair value of its investments. </div><div style="margin-top:18pt; margin-bottom:0pt; font-size:10pt; font-family:Times New Roman"><div style="text-decoration: underline; letter-spacing: 0px; top: 0px;;display:inline;">Warrant Liabilities </div></div><div style="margin-top:6pt; margin-bottom:0pt; font-size:10pt; font-family:Times New Roman">The fair value of warrants issued by the Company in connection with the Public Offering and Private Placement had been estimated using Monte-Carlo simulations at the initial measurement date up to the date when the Public Warrants started trading on April 19, 2021. For each subsequent measurement since April 19, 2021, the public warrants were measured at the Observable Quoted Price in Active Markets. Private warrants were measured using the Modified Black-Scholes Optional Pricing Model. The estimated fair value of the private warrant liability is determined using Level 3 inputs. Inherent in a binomial options pricing model are assumptions related to expected share-price volatility, expected life, risk-free interest rate and dividend yield. The Company estimates the volatility of its common stock based on historical volatility that matches the expected remaining life of the warrants. The risk-free interest rate is based on the U.S. Treasury <div style="white-space: nowrap; letter-spacing: 0px; top: 0px;;display:inline;">zero-coupon</div> yield curve on the grant date for a maturity similar to the expected remaining life of the warrants. The expected life of the warrants is assumed to be equivalent to their remaining contractual term. The dividend rate is based on the historical rate, which the Company anticipates to remain at zero.</div><div style="font-size: 8pt; margin-top: 0pt; margin-bottom: 0pt;"><div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="font-size: 8pt; letter-spacing: 0px; top: 0px;;display:inline;"> </div></div></div><div style="text-align: center; font-family: Times New Roman; font-size: 10pt; margin-top: 0pt; margin-bottom: 0pt;"><div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="font-family: "Times New Roman"; font-size: 10pt; letter-spacing: 0px; top: 0px;;display:inline;"> </div></div></div><div style="margin-top: 0pt; margin-bottom: 0pt; font-size: 10pt; font-family: "Times New Roman";">The aforementioned warrant liabilities are not subject to qualified hedge accounting. </div><div style="margin-top:12pt; margin-bottom:0pt; font-size:10pt; font-family:Times New Roman">As Private Placement Warrants held by FL <div style="white-space: nowrap; letter-spacing: 0px; top: 0px;;display:inline;">Co-Investment</div> and Intrepid Financial Partners, will not be exercisable more than five years from the effective date of the registration statement, the exercise period end date is different than other Private Placement Warrants which will expire five years after the completion of the initial Business Combination or earlier upon redemption or liquidation. Accordingly, they have different inputs to the Modified Black-Scholes Optional Pricing Model. </div><div style="margin-top:12pt; margin-bottom:0pt; font-size:10pt; font-family:Times New Roman">The following table provides quantitative information regarding Level 3 inputs used to determine the fair values of Private Placement Warrants held by FL <div style="white-space: nowrap; letter-spacing: 0px; top: 0px;;display:inline;">Co-Investment</div> and Intrepid Financial Partners as of September 30, 2023 and December 31, 2022.
</div><div style="font-size: 12pt; margin-top: 0pt; margin-bottom: 0pt;;text-indent: 0px;"><div style="display:inline;"><div style="font-size: 12pt; letter-spacing: 0px; top: 0px;;display:inline;"> </div></div></div> <table cellpadding="0" cellspacing="0" style="margin: 0px auto; border: 0px currentColor; border-image: none; width: 76%; font-family: Times New Roman; font-size: 10pt; border-collapse: collapse;;text-indent: 0px;"> <tr> <td style="width: 55%;"><div style="display:inline;"></div></td> <td style="width: 18%; vertical-align: bottom;"><div style="display:inline;"></div></td> <td><div style="display:inline;"></div></td> <td><div style="display:inline;"></div></td> <td><div style="display:inline;"></div></td> <td style="width: 17%; vertical-align: bottom;"><div style="display:inline;"></div></td> <td><div style="display:inline;"></div></td> <td><div style="display:inline;"></div></td> <td><div style="display:inline;"></div></td></tr> <tr style="font-family: Times New Roman; font-size: 8pt; page-break-inside: avoid;"> <td style="vertical-align: bottom; white-space: nowrap; padding-bottom: 0.5pt;"><div style="font-family: "Times New Roman"; font-size: 8pt; margin-top: 0pt; margin-bottom: 0pt; border-bottom: 1pt solid rgb(0, 0, 0); display: table-cell; line-height: normal;"><div style="display:inline;"><div style="font-weight:bold;display:inline;"><div style="font-family: "Times New Roman"; font-size: 8pt; letter-spacing: 0px; top: 0px;;display:inline;">Inputs</div></div></div></div></td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"><div style="display:inline;"> </div></td> <td colspan="2" style="vertical-align: bottom; border-bottom-color: rgb(0, 0, 0); border-bottom-width: 1pt; border-bottom-style: solid;;text-align:center;"><div style="display:inline;"><div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="font-weight:bold;display:inline;">September 30, 2023</div></div></div></td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"><div style="display:inline;"> </div></td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"><div style="display:inline;"> </div></td> <td colspan="2" style="vertical-align: bottom; border-bottom-color: rgb(0, 0, 0); border-bottom-width: 1pt; border-bottom-style: solid;;text-align:center;"><div style="display:inline;"><div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="font-weight:bold;display:inline;">December 31, 2022</div></div></div></td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"><div style="display:inline;"> </div></td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"><div style="margin-top: 0pt; margin-bottom: 0pt; margin-left: 1em; text-indent: -1em; font-size: 10pt; font-family: "Times New Roman"; line-height: normal;">Stock price</div></td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">10.46</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">10.05</td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:top"><div style="margin-top: 0pt; margin-bottom: 0pt; margin-left: 1em; text-indent: -1em; font-size: 10pt; font-family: "Times New Roman"; line-height: normal;">Strike price</div></td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">11.50</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">11.50</td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"><div style="margin-top: 0pt; margin-bottom: 0pt; margin-left: 1em; text-indent: -1em; font-size: 10pt; font-family: "Times New Roman"; line-height: normal;">Term (in years)</div></td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">2.40</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">3.15</td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:top"><div style="margin-top: 0pt; margin-bottom: 0pt; margin-left: 1em; text-indent: -1em; font-size: 10pt; font-family: "Times New Roman"; line-height: normal;">Volatility</div></td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">0.0</td> <td style="white-space:nowrap;vertical-align:bottom">% </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">0.0</td> <td style="white-space:nowrap;vertical-align:bottom">% </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"><div style="margin-top: 0pt; margin-bottom: 0pt; margin-left: 1em; text-indent: -1em; font-size: 10pt; font-family: "Times New Roman"; line-height: normal;">Risk-free rate</div></td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">4.82</td> <td style="white-space:nowrap;vertical-align:bottom">% </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">4.12</td> <td style="white-space:nowrap;vertical-align:bottom">% </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:top"><div style="margin-top: 0pt; margin-bottom: 0pt; margin-left: 1em; text-indent: -1em; font-size: 10pt; font-family: "Times New Roman"; line-height: normal;">Dividend yield</div></td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">0.00</td> <td style="white-space:nowrap;vertical-align:bottom">% </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">0.00</td> <td style="white-space:nowrap;vertical-align:bottom">% </td></tr></table> <div style="font-family: Times New Roman; font-size: 10pt; margin-top: 12pt; margin-bottom: 0pt;;text-indent: 0px;"><div style="font-size: 10pt; letter-spacing: 0px; top: 0px;;display:inline;">The following table provides quantitative information regarding Level 3 fair value measurements used to determine the fair value of the Private Placement Warrants, excluding Private Placement Warrants held by FL </div><div style="font-size: 10pt; white-space: nowrap; letter-spacing: 0px; top: 0px;;display:inline;">Co-Investment</div><div style="font-size: 10pt; letter-spacing: 0px; top: 0px;;display:inline;"> and Intrepid Financial Partners, as of September 30, 2023 and December 31, 2022.</div></div><div style="font-size: 12pt; margin-top: 0pt; margin-bottom: 0pt;;text-indent: 0px;">
</div> <table cellpadding="0" cellspacing="0" style="margin: 0px auto; border: 0px currentColor; border-image: none; width: 76%; font-family: Times New Roman; font-size: 10pt; border-collapse: collapse;;text-indent: 0px;"> <tr> <td style="width: 55%;"><div style="display:inline;"></div></td> <td style="width: 18%; vertical-align: bottom;"><div style="display:inline;"></div></td> <td><div style="display:inline;"></div></td> <td><div style="display:inline;"></div></td> <td style="width: 17%; vertical-align: bottom;"><div style="display:inline;"></div></td> <td><div style="display:inline;"></div></td> <td><div style="display:inline;"></div></td> <td><div style="display:inline;"></div></td></tr> <tr style="font-family: Times New Roman; font-size: 8pt; page-break-inside: avoid;"> <td style="vertical-align: bottom; white-space: nowrap; padding-bottom: 0.5pt;"><div style="font-family: "Times New Roman"; font-size: 8pt; margin-top: 0pt; margin-bottom: 0pt; border-bottom: 1pt solid rgb(0, 0, 0); display: table-cell; line-height: normal;"><div style="display:inline;"><div style="font-weight:bold;display:inline;"><div style="font-family: "Times New Roman"; font-size: 8pt; letter-spacing: 0px; top: 0px;;display:inline;">Inputs</div></div></div></div></td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"><div style="display:inline;"> </div></td> <td colspan="2" style="vertical-align: bottom; border-bottom-color: rgb(0, 0, 0); border-bottom-width: 1pt; border-bottom-style: solid;;text-align:center;"><div style="display:inline;"><div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="font-weight:bold;display:inline;">September 30, 2023</div></div></div></td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"><div style="display:inline;"> </div></td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"><div style="display:inline;"> </div></td> <td colspan="2" style="vertical-align: bottom; border-bottom-color: rgb(0, 0, 0); border-bottom-width: 1pt; border-bottom-style: solid;;text-align:center;"><div style="display:inline;"><div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="font-weight:bold;display:inline;">December 31, 2022</div></div></div></td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"><div style="display:inline;"> </div></td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"><div style="margin-top: 0pt; margin-bottom: 0pt; margin-left: 1em; text-indent: -1em; font-size: 10pt; font-family: "Times New Roman"; line-height: normal;">Stock price</div></td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">10.46</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">10.05</td> <td style="white-

space:nowrap;vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:top"> Strike price </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">11.50</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">11.50</td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"> Term (in years) </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">5.30</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">5.25</td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:top"> Volatility </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">0.0</td> <td style="white-space:nowrap;vertical-align:bottom">% </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">0.0</td> <td style="white-space:nowrap;vertical-align:bottom">% </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"> Risk-free rate </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">4.50</td> <td style="white-space:nowrap;vertical-align:bottom">% </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">3.91</td> <td style="white-space:nowrap;vertical-align:bottom">% </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:top"> Dividend yield </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">0.00</td> <td style="white-space:nowrap;vertical-align:bottom">% </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">0.00</td> <td style="white-space:nowrap;vertical-align:bottom">% </td></tr></table>   The following table presents the changes in the fair value of warrant liabilities:

 <table cellpadding="0" cellspacing="0" style="margin: 0px auto; border: 0px currentColor; border-image: none; width: 84%; font-family: Times New Roman; font-size: 10pt; border-collapse: collapse;;text-indent: 0px;"> <tr> <td style="width: 54%;"> </td> <td style="width: 4%; vertical-align: bottom;"> </td> <td> </td> <td> </td> <td> </td> <td style="width: 4%; vertical-align: bottom;"> </td> <td> </td> <td> </td> <td style="width: 4%; vertical-align: bottom;"> </td> <td> </td> <td> </td></tr> <tr style="font-family: Times New Roman; font-size: 8pt; page-break-inside: avoid;"> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td> <td colspan="2" style="vertical-align: bottom; border-bottom-color: rgb(0, 0, 0); border-bottom-width: 1pt; border-bottom-style: solid;;text-align:center;"> Public </td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td> <td colspan="2" style="vertical-align: bottom; border-bottom-color: rgb(0, 0, 0); border-bottom-width: 1pt; border-bottom-style: solid;;text-align:center;"> Private
Placement </td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td> <td colspan="2" style="vertical-align: bottom; border-bottom-color: rgb(0, 0, 0); border-bottom-width: 1pt; border-bottom-style: solid;;text-align:center;"> Warrant
Liabilities </td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:bottom"> Fair value as of December 31, 2021 </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> $</div></div></td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;"><div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="font-weight:bold;display:inline;">8,625,000</div></div></td> <td style="white-space:nowrap;vertical-align:bottom"><div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="font-weight:bold;display:inline;"> </div></div></td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"><div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="font-weight:bold;display:inline;">$ </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;"> 4,022,250 </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> $ </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;"> 12,647,250 </td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:top"> Change in valuation inputs or other assumptions </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">(4,456,250</td> <td style="white-space:nowrap;vertical-align:bottom">) </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">(2,402,500</td> <td style="white-space:nowrap;vertical-align:bottom">) </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">(6,858,750</td> <td style="white-space:nowrap;vertical-align:bottom">) </td></tr> <tr style="font-size:1px"> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:bottom"> Fair value as of March 31, 2022 </td> <td style="vertical-align:bottom"> </td> <td style="white-space: nowrap; vertical-align: bottom; padding: 0px;"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;"> 4,168,750 </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;"> 1,619,750 </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;"> 5,788,500 </td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:top"> Change in valuation inputs or other assumptions </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">(1,868,750</td> <td style="white-space:nowrap;vertical-align:bottom">) </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">(902,875</td> <td style="white-space:nowrap;vertical-align:bottom">) </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">(2,771,625</td> <td style="white-space:nowrap;vertical-align:bottom">) </td></tr> <tr style="font-size: 1px;"> <td style="vertical-align: bottom;"> </td> <td style="vertical-align: bottom;"> </td> <td style="vertical-align: bottom;"> </td> <td style="vertical-align: bottom;"> </td> <td> </td> <td style="vertical-align: bottom;"> </td> <td style="vertical-align: bottom;"> </td> <td> </td> <td style="vertical-align: bottom;"> </td> <td style="vertical-align: bottom;"> </td> <td style="vertical-align: bottom;"> </td> <td> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:bottom"> Fair value as of June 30, 2022 </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-

space:nowrap;vertical-align:bottom;text-align:right;"><div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="font-
weight:bold;display:inline;">2,300,000</div></div></td> <td style="white-space:nowrap;vertical-align:bottom"><div style="letter-spacing: 0px; top:
0px;;display:inline;"><div style="font-weight:bold;display:inline;"> </div></div></td> <td style="vertical-align:bottom"> </td> <td style="white-space: nowrap; vertical-
align: bottom; padding: 0px;"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;"><div style="letter-spacing: 0px; top: 0px;;display:inline;">
<div style="font-weight:bold;display:inline;">716,875</div></div></td> <td style="white-space:nowrap;vertical-align:bottom"><div style="letter-spacing: 0px; top:
0px;;display:inline;"><div style="font-weight:bold;display:inline;"> </div></div></td> <td style="vertical-align:bottom"> </td> <td style="white-space: nowrap; vertical-
align: bottom; padding: 0px;"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;"><div style="letter-spacing: 0px; top: 0px;;display:inline;">
<div style="font-weight:bold;display:inline;">3,016,875</div></div></td> <td style="white-space:nowrap;vertical-align:bottom"><div style="letter-spacing: 0px; top:
0px;;display:inline;"><div style="font-weight:bold;display:inline;"> </div></div></td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-
size:10pt"> <td style="vertical-align:top"><div style="margin-top: 0pt; margin-bottom: 0pt; margin-left: 1em; text-indent: -1em; font-size: 10pt; font-family: "Times
New Roman"; line-height: normal;">Change in valuation inputs or other assumptions</div></td> <td style="vertical-align:bottom"> </td> <td style="white-
space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">(287,500</td> <td style="white-
space:nowrap;vertical-align:bottom">) </td> <td style="vertical-align:bottom"> </td> <td style="white-space: nowrap; vertical-align: bottom; padding: 0px;"> </td> <td
style="white-space:nowrap;vertical-align:bottom;text-align:right;">(85,250</td> <td style="white-space:nowrap;vertical-align:bottom">) </td> <td style="vertical-
align:bottom"> </td> <td style="white-space: nowrap; vertical-align: bottom; padding: 0px;"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-
align:right;">(372,750</td> <td style="white-space:nowrap;vertical-align:bottom">) </td></tr> <tr style="font-size:1px"> <td style="vertical-align:bottom"> </td> <td
style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"><div style="margin-top: 0px; margin-bottom: 0px; border-top: 1px solid rgb(0, 0, 0); line-height:
normal;"> </div></td> <td style="vertical-align:bottom"><div style="margin-top: 0px; margin-bottom: 0px; border-top: 1px solid rgb(0, 0, 0); line-height:
normal;"> </div></td> <td> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"><div style="margin-top: 0px; margin-bottom: 0px; border-
top: 1px solid rgb(0, 0, 0); line-height: normal;"> </div></td> <td style="vertical-align:bottom"><div style="margin-top: 0px; margin-bottom: 0px; border-top: 1px solid
rgb(0, 0, 0); line-height: normal;"> </div></td> <td> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"><div style="margin-top: 0px;
margin-bottom: 0px; border-top: 1px solid rgb(0, 0, 0); line-height: normal;"> </div></td> <td style="vertical-align:bottom"><div style="margin-top: 0px; margin-bottom:
0px; border-top: 1px solid rgb(0, 0, 0); line-height: normal;"> </div></td> <td> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-
size:10pt;background-color:#cceeff"> <td style="vertical-align:top"><div style="margin-top: 0pt; margin-bottom: 0pt; margin-left: 1em; text-indent: -1em; font-size:
10pt; font-family: "Times New Roman"; line-height: normal;"><div style="font-weight:bold;display:inline;">Fair value as of September 30, 2022</div></div>
</td> <td style="vertical-align:bottom"> </td> <td style="white-space: nowrap; vertical-align: bottom; padding: 0px;"> </td> <td style="white-space:nowrap;vertical-
align:bottom;text-align:right;"><div style="font-weight:bold;display:inline;width:100%;">2,012,500</div></td> <td style="white-space:nowrap;vertical-align:bottom">
<div style="font-weight:bold;display:inline;width:100%;"> </div></td> <td style="vertical-align:bottom"><div style="font-
weight:bold;display:inline;width:100%;"> </div></td> <td style="white-space:nowrap;vertical-align:bottom"><div style="font-weight:bold;display:inline;width:100%;">

</div></td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;"><div style="font-weight:bold;display:inline;width:100%;">631,625</div></td>
<td style="white-space:nowrap;vertical-align:bottom"><div style="font-weight:bold;display:inline;width:100%;"> </div></td> <td style="vertical-align:bottom"><div
style="font-weight:bold;display:inline;width:100%;"> </div></td> <td style="white-space:nowrap;vertical-align:bottom"><div style="font-
weight:bold;display:inline;width:100%;">
</div></td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;"><div style="font-
weight:bold;display:inline;width:100%;">2,644,125</div></td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="font-size:1px"> <td
style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"><div style="margin-top: 0px; margin-bottom: 0px;
border-top: 3px double rgb(0, 0, 0); line-height: normal;"> </div></td> <td style="vertical-align:bottom"><div style="margin-top: 0px; margin-bottom: 0px; border-top:
3px double rgb(0, 0, 0); line-height: normal;"> </div></td> <td> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"><div style="margin-
top: 0px; margin-bottom: 0px; border-top: 3px double rgb(0, 0, 0); line-height: normal;"> </div></td> <td style="vertical-align:bottom"><div style="margin-top: 0px;
margin-bottom: 0px; border-top: 3px double rgb(0, 0, 0); line-height: normal;"> </div></td> <td> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-
align:bottom"><div style="margin-top: 0px; margin-bottom: 0px; border-top: 3px double rgb(0, 0, 0); line-height: normal;"> </div></td> <td style="vertical-
align:bottom"><div style="margin-top: 0px; margin-bottom: 0px; border-top: 3px double rgb(0, 0, 0); line-height: normal;"> </div></td> <td> </td></tr> <tr
style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:bottom"><div style="margin-top: 0pt; margin-bottom: 0pt;
margin-left: 1em; text-indent: -1em; font-size: 10pt; font-family: "Times New Roman"; line-height: normal;"><div style="font-weight:bold;display:inline;">Fair
value as of December 31, 2022</div></div></td> <td style="vertical-align:bottom"> </td> <td style="white-space: nowrap; vertical-align: bottom; padding: 0px;"> </td>
<td style="white-space:nowrap;vertical-align:bottom;text-align:right;"><div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="font-
weight:bold;display:inline;">9,343,750</div></div></td> <td style="white-space:nowrap;vertical-align:bottom"><div style="letter-spacing: 0px; top:
0px;;display:inline;"><div style="font-weight:bold;display:inline;"> </div></div></td> <td style="vertical-align:bottom"> </td> <td style="white-space: nowrap; vertical-
align: bottom; padding: 0px;"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;"><div style="letter-spacing: 0px; top: 0px;;display:inline;">
<div style="font-weight:bold;display:inline;">2,805,500</div></div></td> <td style="white-space:nowrap;vertical-align:bottom"><div style="letter-spacing: 0px; top:
0px;;display:inline;"><div style="font-weight:bold;display:inline;"> </div></div></td> <td style="vertical-align:bottom"> </td> <td style="white-space: nowrap; vertical-
align: bottom; padding: 0px;"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;"><div style="letter-spacing: 0px; top: 0px;;display:inline;">
<div style="font-weight:bold;display:inline;">12,149,250</div></div></td> <td style="white-space:nowrap;vertical-align:bottom"><div style="letter-spacing: 0px; top:
0px;;display:inline;"><div style="font-weight:bold;display:inline;"> </div></div></td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-
size:10pt;background-color:#cceeff"> <td style="vertical-align:top"><div style="margin-top: 0pt; margin-bottom: 0pt; margin-left: 1em; text-indent: -1em; font-size:
10pt; font-family: "Times New Roman"; line-height: normal;">Change in valuation inputs or other assumptions</div></td> <td style="vertical-
align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">
(1,150,000</td> <td style="white-space:nowrap;vertical-align:bottom">) </td> <td style="vertical-align:bottom"> </td> <td style="white-space: nowrap; vertical-align:
bottom; padding: 0px;"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">(201,500</td> <td style="white-space:nowrap;vertical-
align:bottom">) </td> <td style="vertical-align:bottom"> </td> <td style="white-space: nowrap; vertical-align: bottom; padding: 0px;"> </td> <td style="white-
space:nowrap;vertical-align:bottom;text-align:right;">(1,351,500</td> <td style="white-space:nowrap;vertical-align:bottom">) </td></tr> <tr style="font-size:1px"> <td
style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"><div style="margin-top: 0px; margin-bottom: 0px;
border-top: 1px solid rgb(0, 0, 0); line-height: normal;"> </div></td> <td style="vertical-align:bottom"><div style="margin-top: 0px; margin-bottom: 0px; border-top: 1px
solid rgb(0, 0, 0); line-height: normal;"> </div></td> <td> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"><div style="margin-top:
0px; margin-bottom: 0px; border-top: 1px solid rgb(0, 0, 0); line-height: normal;"> </div></td> <td style="vertical-align:bottom"><div style="margin-top: 0px; margin-
bottom: 0px; border-top: 1px solid rgb(0, 0, 0); line-height: normal;"> </div></td> <td> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-
align:bottom"><div style="margin-top: 0px; margin-bottom: 0px; border-top: 1px solid rgb(0, 0, 0); line-height: normal;"> </div></td> <td style="vertical-align:bottom">
<div style="margin-top: 0px; margin-bottom: 0px; border-top: 1px solid rgb(0, 0, 0); line-height: normal;"> </div></td> <td> </td></tr> <tr style="page-break-
inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:bottom"><div style="margin-top: 0pt; margin-bottom: 0pt; margin-left: 1em; text-
indent: -1em; font-size: 10pt; font-family: "Times New Roman"; line-height: normal;"><div style="font-weight:bold;display:inline;">Fair value as of March 31,
2023</div></div></td> <td style="vertical-align:bottom"> </td> <td style="white-space: nowrap; vertical-align: bottom; padding: 0px;"> </td> <td style="white-
space:nowrap;vertical-align:bottom;text-align:right;"><div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="font-
weight:bold;display:inline;">8,193,750</div></div></td> <td style="white-space:nowrap;vertical-align:bottom"><div style="letter-spacing: 0px; top:
0px;;display:inline;"><div style="font-weight:bold;display:inline;"> </div></div></td> <td style="vertical-align:bottom"> </td> <td style="white-space: nowrap; vertical-
align: bottom; padding: 0px;"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;"><div style="letter-spacing: 0px; top: 0px;;display:inline;">
<div style="font-weight:bold;display:inline;">2,604,000</div></div></td> <td style="white-space:nowrap;vertical-align:bottom"><div style="letter-spacing: 0px; top:
0px;;display:inline;"><div style="font-weight:bold;display:inline;"> </div></div></td> <td style="vertical-align:bottom"> </td> <td style="white-space: nowrap; vertical-
align: bottom; padding: 0px;"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;"><div style="letter-spacing: 0px; top: 0px;;display:inline;">
<div style="font-weight:bold;display:inline;">10,797,750</div></div></td> <td style="white-space:nowrap;vertical-align:bottom"><div style="letter-spacing: 0px; top:
0px;;display:inline;"><div style="font-weight:bold;display:inline;"> </div></div></td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-
size:10pt;background-color:#cceeff"> <td style="vertical-align:top"><div style="margin-top: 0pt; margin-bottom: 0pt; margin-left: 1em; text-indent: -1em; font-size:
10pt; font-family: "Times New Roman"; line-height: normal;">Change in valuation inputs or other assumptions</div></td> <td style="vertical-
align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">
(3,737,500</td> <td style="white-space:nowrap;vertical-align:bottom">) </td> <td style="vertical-align:bottom"> </td> <td style="white-space: nowrap; vertical-align:
bottom; padding: 0px;"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">(1,178,000</td> <td style="white-space:nowrap;vertical-
align:bottom">) </td> <td style="vertical-align:bottom"> </td> <td style="white-space: nowrap; vertical-align: bottom; padding: 0px;"> </td> <td style="white-
space:nowrap;vertical-align:bottom;text-align:right;">(4,915,500</td> <td style="white-space:nowrap;vertical-align:bottom">) </td></tr> <tr style="font-size: 1px;">
<td style="vertical-align: bottom;"><div style="letter-spacing: 0px; top: 0px;;display:inline;"></div></td> <td style="vertical-align: bottom;"><div style="letter-spacing:
0px; top: 0px;;display:inline;"> </div></td> <td style="vertical-align: bottom;"><div style="margin-top: 0pt; margin-bottom: 0pt; border-top: 1px solid rgb(0, 0, 0); line-
height: normal;"><div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="letter-spacing: 0px; top: 0px;;display:inline;"> </div></div></div></td> <td
style="vertical-align: bottom;"><div style="margin-top: 0pt; margin-bottom: 0pt; border-top: 1px solid rgb(0, 0, 0); line-height: normal;"><div style="letter-spacing: 0px;
top: 0px;;display:inline;"><div style="letter-spacing: 0px; top: 0px;;display:inline;"> </div></div></div></td> <td><div style="letter-spacing: 0px; top:
0px;;display:inline;"> </div></td> <td style="vertical-align: bottom;"><div style="letter-spacing: 0px; top: 0px;;display:inline;"> </div></td> <td style="vertical-align:
bottom;"><div style="margin-top: 0pt; margin-bottom: 0pt; border-top: 1px solid rgb(0, 0, 0); line-height: normal;"><div style="letter-spacing: 0px; top:
0px;;display:inline;"><div style="letter-spacing: 0px; top: 0px;;display:inline;"> </div></div></div></td> <td style="vertical-align: bottom;"><div style="margin-top: 0pt;
margin-bottom: 0pt; border-top: 1px solid rgb(0, 0, 0); line-height: normal;"><div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="letter-spacing: 0px;
top: 0px;;display:inline;"> </div></div></div></td> <td><div style="letter-spacing: 0px; top: 0px;;display:inline;"> </div></td> <td style="vertical-align: bottom;"><div
style="letter-spacing: 0px; top: 0px;;display:inline;"> </div></td> <td style="vertical-align: bottom;"><div style="margin-top: 0pt; margin-bottom: 0pt; border-top: 1px
solid rgb(0, 0, 0); line-height: normal;"><div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="letter-spacing: 0px; top: 0px;;display:inline;"> </div></div>
</div></td> <td style="vertical-align: bottom;"><div style="margin-top: 0pt; margin-bottom: 0pt; border-top: 1px solid rgb(0, 0, 0); line-height: normal;"><div
style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="letter-spacing: 0px; top: 0px;;display:inline;"> </div></div></div></td> <td><div style="letter-spacing:
0px; top: 0px;;display:inline;"> </div></td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:bottom">
<div style="margin-top: 0pt; margin-bottom: 0pt; margin-left: 1em; text-indent: -1em; font-size: 10pt; font-family: "Times New Roman"; line-height: normal;">
<div style="font-weight:bold;display:inline;">Fair value as of June 30, 2023</div></div></td> <td style="vertical-align:bottom"> </td> <td style="white-space: nowrap;
vertical-align: bottom; padding: 0px;"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;"><div style="letter-spacing: 0px; top:
0px;;display:inline;"><div style="font-weight:bold;display:inline;">4,456,250</div></div></td> <td style="white-space:nowrap;vertical-align:bottom"><div style="letter-
spacing: 0px; top: 0px;;display:inline;"><div style="font-weight:bold;display:inline;"> </div></div></td> <td style="vertical-align:bottom"> </td> <td style="white-
space: nowrap; vertical-align: bottom; padding: 0px;"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;"><div style="letter-spacing: 0px; top:
0px;;display:inline;"><div style="font-weight:bold;display:inline;">1,426,000</div></div></td> <td style="white-space:nowrap;vertical-align:bottom"><div style="letter-
spacing: 0px; top: 0px;;display:inline;"><div style="font-weight:bold;display:inline;"> </div></div></td> <td style="vertical-align:bottom"> </td> <td style="white-
space: nowrap; vertical-align: bottom; padding: 0px;"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;"><div style="letter-spacing: 0px; top:
0px;;display:inline;"><div style="font-weight:bold;display:inline;">5,882,250</div></div></td> <td style="white-space:nowrap;vertical-align:bottom"><div style="letter-
spacing: 0px; top: 0px;;display:inline;"><div style="font-weight:bold;display:inline;"> </div></div></td></tr> <tr style="page-break-inside:avoid ; font-family:Times New
Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"><div style="margin-top: 0pt; margin-bottom: 0pt; margin-left: 1em; text-indent: -1em;
font-size: 10pt; font-family: "Times New Roman"; line-height: normal;"><div style="-sec-ix-hidden:hidden99797891;display:inline;">Change in valuation

inputs or other assumptions </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">7,043,750</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">2,228,125</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">9,271,875</td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="font-size:1px"> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:top"> Fair value as of September 30, 2023 </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> $</div></td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;"><div style="font-weight:bold;display:inline;width:100%;">11,500,000</div></td> <td style="white-space:nowrap;vertical-align:bottom"><div style="font-weight:bold;display:inline;width:100%;"> </div></td> <td style="vertical-align:bottom"><div style="font-weight:bold;display:inline;width:100%;"> </div></td> <td style="white-space:nowrap;vertical-align:bottom"><div style="font-weight:bold;display:inline;width:100%;">$ </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;"> 3,654,125 </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> $</div></td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;"><div style="font-weight:bold;display:inline;width:100%;">15,154,125</div></td> <td style="white-space:nowrap;vertical-align:bottom"><div style="font-weight:bold;display:inline;width:100%;"> </div></td></tr> <tr style="font-size:1px"> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"><div style="margin-top: 0px; margin-bottom: 0px; border-top: 3px double rgb(0, 0, 0); line-height: normal;"> </div></td> <td style="vertical-align:bottom"><div style="margin-top: 0px; margin-bottom: 0px; border-top: 3px double rgb(0, 0, 0); line-height: normal;"> </div></td> <td> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"><div style="margin-top: 0px; margin-bottom: 0px; border-top: 3px double rgb(0, 0, 0); line-height: normal;"> </div></td> <td style="vertical-align:bottom"><div style="margin-top: 0px; margin-bottom: 0px; border-top: 3px double rgb(0, 0, 0); line-height: normal;"> </div></td> <td> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"><div style="margin-top: 0px; margin-bottom: 0px; border-top: 3px double rgb(0, 0, 0); line-height: normal;"> </div></td> <td style="vertical-align:bottom"><div style="margin-top: 0px; margin-bottom: 0px; border-top: 3px double rgb(0, 0, 0); line-height: normal;"> </div></td> <td> </td></tr></table> <div style="margin-top:18pt; margin-bottom:0pt; font-size:10pt; font-family:Times New Roman"><div style="text-decoration: underline; letter-spacing: 0px; top: 0px;;display:inline;">Convertible Promissory Notes – Related Parties </div></div> <div style="font-family: Times New Roman; font-size: 10pt; margin-top: 6pt; margin-bottom: 0pt;;text-indent: 0px;"><div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="font-family: "Times New Roman"; font-size: 10pt; letter-spacing: 0px; top: 0px;;display:inline;">The convertible promissory notes were valued using a combination of Black-Scholes and Geske models, which utilize unobservable Level 3 fair value measurement inputs. The estimated fair value of the Promissory Notes was based on the following significant inputs: </div></div>
</div><div style="font-size: 12pt; margin-top: 0pt; margin-bottom: 0pt;;text-indent: 0px;"><div style="display:inline;"><div style="font-size: 12pt; letter-spacing: 0px; top: 0px;;display:inline;"> </div></div></div> <table cellpadding="0" cellspacing="0" style="margin: 0px auto; border: 0px currentColor; border-image: none; width: 84%; font-family: Times New Roman; font-size: 10pt; border-collapse: collapse;;text-indent: 0px;"> <tr> <td style="width: 41%;"><div style="display:inline;"></div></td> <td style="width: 13%; vertical-align: bottom;"><div style="display:inline;"></div></td> <td><div style="display:inline;"></div></td> <td><div style="display:inline;"></div></td> <td><div style="display:inline;"></div></td> <td style="width: 12%; vertical-align: bottom;"><div style="display:inline;"></div></td> <td><div style="display:inline;"></div></td> <td><div style="display:inline;"></div></td> <td><div style="display:inline;"></div></td> <td style="width: 12%; vertical-align: bottom;"><div style="display:inline;"></div></td> <td><div style="display:inline;"></div></td> <td><div style="display:inline;"></div></td></tr> <tr style="font-family: Times New Roman; font-size: 8pt; page-break-inside: avoid;"> <td style="vertical-align: bottom; white-space: nowrap; padding-bottom: 0.5pt;"><div style="font-family: "Times New Roman"; font-size: 8pt; margin-top: 0pt; margin-bottom: 0pt; border-bottom: 1pt solid rgb(0, 0, 0); display: table-cell; line-height: normal;"><div style="display:inline;"><div style="font-weight:bold;display:inline;"><div style="font-family: "Times New Roman"; font-size: 8pt; letter-spacing: 0px; top: 0px;;display:inline;">Inputs</div></div></div></div></td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"><div style="display:inline;"> </div></td> <td colspan="2" style="vertical-align: bottom; border-bottom-color: rgb(0, 0, 0); border-bottom-width: 1pt; border-bottom-style: solid;;text-align:center;"><div style="display:inline;"><div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="font-weight:bold;display:inline;">2023 Inputs (a)</div></div></div></td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"><div style="display:inline;"> </div></td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"><div style="display:inline;"> </div></td> <td colspan="2" style="vertical-align: bottom; border-bottom-color: rgb(0, 0, 0); border-bottom-width: 1pt; border-bottom-style: solid;;text-align:center;"><div style="display:inline;"><div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="font-weight:bold;display:inline;">September 30, 2023</div></div></div></td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"><div style="display:inline;"> </div></td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"><div style="display:inline;"> </div></td> <td colspan="2" style="vertical-align: bottom; border-bottom-color: rgb(0, 0, 0); border-bottom-width: 1pt; border-bottom-style: solid;;text-align:center;"><div style="display:inline;"><div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="font-weight:bold;display:inline;">December 31, 2022</div></div></div></td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"><div style="display:inline;"> </div></td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"><div style="margin-top: 0pt; margin-bottom: 0pt; margin-left: 1em; text-indent: -1em; font-size: 10pt; font-family: "Times New Roman"; line-height: normal;">Exercise price</div></td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">11.50</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">11.50</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">11.50</td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:top"> Volatility </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">1.9% - 2.5</td> <td style="white-space:nowrap;vertical-align:bottom">% </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">2.5</td> <td style="white-space:nowrap;vertical-align:bottom">% </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">1.2</td> <td style="white-space:nowrap;vertical-align:bottom">% </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"> Expected term to warrant expiration </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">5.2 - 5.6 years</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">5.3 years</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">5.3 years</td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:top"> Risk-free-rate </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;"> 3.39% - 4.17 </td> <td style="white-space:nowrap;vertical-align:bottom">% </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">4.50</td> <td style="white-space:nowrap;vertical-align:bottom">% </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">3.91</td> <td style="white-space:nowrap;vertical-align:bottom">% </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"> Dividend yield </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">0</td> <td style="white-space:nowrap;vertical-align:bottom">% </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">0</td> <td style="white-space:nowrap;vertical-align:bottom">% </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">0</td> <td style="white-space:nowrap;vertical-align:bottom">% </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:top"> Stock price </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;"> 10.13 - $10.39</div></td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">10.46</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">10.05</td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr></table> <table cellpadding="0" cellspacing="0" style="border-collapse: collapse; font-family: "Times New Roman"; font-size: 10pt; border: 0px; width: 100%; border-spacing: 0px;"> <tr style="page-break-inside:avoid"> <td style="width:4%;vertical-align:top;text-align:left;">(a)</td> <td style="vertical-align:top;text-align:left;"> Represents the range of inputs utilized on the respective d a tes of the initial valuations of the various convertible note draws and extinguishment during the nine months ended September 30, 2023. </td></tr></table>   The following table presents the changes in the fair value of the Level 3 Promissory Notes:

 <table cellpadding="0" cellspacing="0" style="margin: 0px auto; border: 0px currentColor; border-image: none; width: 68%; font-family: Times New Roman; font-size: 10pt; border-collapse: collapse;;text-indent: 0px;"> <tr> <td style="width: 81%;"> </td> <td style="width: 6%; vertical-align: bottom;"> </td> <td> </td> <td> </td> <td> </td></tr> <tr style="font-size: 0px;"> <td style="width:85%"></td> <td style="vertical-align:bottom;width:5%"></td> <td></td> <td></td> <td></td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-

size:10pt;background-color:#cceeff"> <td style="vertical-align:top"> Fair value as of December 31, 2021 </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> $</div></div></td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;"><div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="font-weight:bold;display:inline;">956,115</div></div></td> <td style="white-space:nowrap;vertical-align:bottom"><div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="font-weight:bold;display:inline;"> </div></div></td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:top"><div style="margin-top: 0pt; margin-bottom: 0pt; margin-left: 1em; text-indent: -1em; font-size: 10pt; font-family: "Times New Roman"; line-height: normal;">Proceeds received through Convertible Promissory Note on March 29, 2022</div></td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">335,000</td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"><div style="margin-top: 0pt; margin-bottom: 0pt; margin-left: 1em; text-indent: -1em; font-size: 10pt; font-family: "Times New Roman"; line-height: normal;">Initial measurement of fair value of Promissory Note</div></td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">(52,126</td> <td style="white-space:nowrap;vertical-align:bottom">) </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:top"><div style="margin-top: 0pt; margin-bottom: 0pt; margin-left: 1em; text-indent: -1em; font-size: 10pt; font-family: "Times New Roman"; line-height: normal;">Change in fair value of Promissory Notes</div></td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">27,611</td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="font-size:1px"> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"><div style="margin-top: 0px; margin-bottom: 0px; border-top: 1px solid rgb(0, 0, 0); line-height: normal;"> </div></td> <td style="vertical-align:bottom"><div style="margin-top: 0px; margin-bottom: 0px; border-top: 1px solid rgb(0, 0, 0); line-height: normal;"> </div></td> <td> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"><div style="margin-top: 0pt; margin-bottom: 0pt; margin-left: 1em; text-indent: -1em; font-size: 10pt; font-family: "Times New Roman"; line-height: normal;"><div style="font-weight:bold;display:inline;">Fair value as of March 31, 2022</div></div></td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"><div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="font-weight:bold;display:inline;">$ </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;"> 1,266,600 </td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="font-size:1px"> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"> Change in fair value of Promissory Notes </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">(5,400</td> <td style="white-space:nowrap;vertical-align:bottom">) </td></tr> <tr style="font-size:1px"> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"> Fair value as of June 30, 2022 </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> $</div></td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;"><div style="font-weight:bold;display:inline;width:100%;">1,261,200</div></td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="font-size:1px"> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"><div style="margin-top: 0px; margin-bottom: 0px; border-top: 3px double rgb(0, 0, 0); line-height: normal;"> </div></td> <td style="vertical-align:bottom"><div style="margin-top: 0px; margin-bottom: 0px; border-top: 3px double rgb(0, 0, 0); line-height: normal;"> </div></td> <td> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:top"><div style="margin-top: 0pt; margin-bottom: 0pt; margin-left: 1em; text-indent: -1em; font-size: 10pt; font-family: "Times New Roman"; line-height: normal;">Change in fair value of Promissory Notes</div></td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">(1,200</td> <td style="white-space:nowrap;vertical-align:bottom">) </td></tr> <tr style="font-size:1px"> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"><div style="margin-top: 0px; margin-bottom: 0px; border-top: 1px solid rgb(0, 0, 0); line-height: normal;"> </div></td> <td style="vertical-align:bottom"><div style="margin-top: 0px; margin-bottom: 0px; border-top: 1px solid rgb(0, 0, 0); line-height: normal;"> </div></td> <td> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"><div style="margin-top: 0pt; margin-bottom: 0pt; margin-left: 1em; text-indent: -1em; font-size: 10pt; font-family: "Times New Roman"; line-height: normal;"><div style="font-weight:bold;display:inline;">Fair value as of September 30, 2022</div></div></td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"><div style="font-weight:bold;display:inline;width:100%;">$ </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;"> 1,260,000 </td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="font-size:1px"> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:top"> Change in fair value of Promissory Notes </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">149,730</td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="font-size:1px"> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"> Fair value as of December 31, 2022 </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> $</div></div></td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;"><div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="font-weight:bold;display:inline;">1,409,730</div></div></td> <td style="white-space:nowrap;vertical-align:bottom"><div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="font-weight:bold;display:inline;"> </div></div></td></tr> <tr style="font-size:1px"> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"><div style="margin-top: 0px; margin-bottom: 0px; border-top: 3px double rgb(0, 0, 0); line-height: normal;"> </div></td> <td style="vertical-align:bottom"><div style="margin-top: 0px; margin-bottom: 0px; border-top: 3px double rgb(0, 0, 0); line-height: normal;"> </div></td> <td> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:top"><div style="margin-top: 0pt; margin-bottom: 0pt; margin-left: 1em; text-indent: -1em; font-size: 10pt; font-family: "Times New Roman"; line-height: normal;">Principal amount of Promissory Notes amended on March 29, 2023</div></td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">726,370</td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"><div style="margin-top: 0pt; margin-bottom: 0pt; margin-left: 1em; text-indent: -1em; font-size: 10pt; font-family: "Times New Roman"; line-height: normal;">Initial measurement of fair value of Promissory Notes upon extinguishment of debt</div></td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">(42,205</td> <td style="white-space:nowrap;vertical-align:bottom">) </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:top"><div style="margin-top: 0pt; margin-bottom: 0pt; margin-left: 1em; text-indent: -1em; font-size: 10pt; font-family: "Times New Roman"; line-height: normal;">Change in fair value of Promissory Notes</div></td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">3,120</td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="font-size:1px"> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"><div style="margin-top: 0px; margin-bottom: 0px; border-top: 1px solid rgb(0, 0, 0); line-height: normal;"> </div></td> <td style="vertical-align:bottom"><div style="margin-top: 0px; margin-bottom: 0px; border-top: 1px solid rgb(0, 0, 0); line-height: normal;"> </div></td> <td> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"><div style="margin-top: 0pt; margin-bottom: 0pt; margin-left: 1em; text-indent: -1em; font-size: 10pt; font-family: "Times New Roman"; line-height: normal;"><div style="font-weight:bold;display:inline;">Fair value as of March 31, 2023</div></div></td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"><div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="font-weight:bold;display:inline;">$ </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;"> 2,097,015 </td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="font-size:1px"> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:top"> Proceeds received through Convertible Promissory Notes on May 12, 2023 and June 28, 2023 </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">445,000</td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"> Initial measurement of fair value of Promissory Notes </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">(186,194</td> <td style="white-space:nowrap;vertical-align:bottom">) </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:top"> Change in fair value of Promissory Notes </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">(798,412</td> <td style="white-space:nowrap;vertical-align:bottom">) </td></tr> <tr style="font-size:1px"> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"> Fair value as of June 30, 2023 </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> $ </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;"> 1,557,409 </td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="font-size:1px">

<table> <tr><td></td><td></td><td></td><td></td><td></td><td></td><td></td></tr> <tr><td>Proceeds received through Convertible Promissory Notes on August 30, 2023</td><td></td><td>635,000</td><td></td></tr> <tr><td>Initial measurement of fair value of Promissory Notes</td><td></td><td>(304,801</td><td></td></tr> <tr><td>Change in fair value of Promissory Notes</td><td></td><td>757,488</td><td></td></tr> <tr><td>Fair value as of September 30, 2023</td><td></td><td>2,645,096</td><td></td></tr></table>

There were no transfers in or out of Level 3 from other levels in the fair value hierrchy during the three months ended September 30, 2023 and 2022.

The following table presents information about the Company's assets and liabilities that are measured at fair value on a recurring basis at September 30, 2023 and December 31, 2022 and indicates the fair value hierarchy of the valuation inputs the Company utilized to determine such fair value:

	September 30, 2023				December 31, 2022			
	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total
Assets:								
Funds Held in Trust Account	$ 1	$ —	$ —	$ 1	$ 1	$ —	$ —	$ 1
Total	$ 1	$ —	$ —	$ 1	$ 1	$ —	$ —	$ 1
Liabilities:								
Warrant liability—Public Warrants	$ 1	$ —	$ —	$ 1	$ 1	$ —	$ —	$ 1
Warrant liability—Private Warrants	$ —	$ —	$ 3	$ 3	$ —	$ —	$ 3	$ 3
Convertible Promissory Notes—Related Parties	$ —	$ —	$ 3	$ 3	$ —	$ —	$ —	$ —

The following table provides quantitative information regarding Level 3 inputs used to determine the fair values of Private Placement Warrants held by FL Co-Investment and Intrepid Financial Partners as of September 30, 2023 and December 31, 2022.
  <table cellpadding="0" cellspacing="0" style="margin: 0px auto; border: 0px currentColor; border-image: none; width: 76%; font-family: Times New Roman; font-size: 10pt; border-collapse: collapse;;text-indent: 0px;"> <tr> <td style="width: 55%;"> </td> <td style="width: 18%; vertical-align: bottom;"> </td> <td> </td> <td> </td> <td> </td> <td style="width: 17%; vertical-align: bottom;"> </td> <td> </td> <td> </td></tr> <tr style="font-family: Times New Roman; font-size: 8pt; page-break-inside: avoid;"> <td style="vertical-align: bottom; white-space: nowrap; padding-bottom: 0.5pt;"> Inputs </td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td> <td colspan="2" style="vertical-align: bottom; border-bottom-color: rgb(0, 0, 0); border-bottom-width: 1pt; border-bottom-style: solid;;text-align:center;"> September 30, 2023 </td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td> <td colspan="2" style="vertical-align: bottom; border-bottom-color: rgb(0, 0, 0); border-bottom-width: 1pt; border-bottom-style: solid;;text-align:center;"> December 31, 2022 </td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td></tr> <tr><td>Assets:</td><td></td><td></td><td></td><td></td><td></td><td></td><td></td></tr> <tr><td>Funds Held in Trust Account</td><td></td><td>1</td><td>$</td><td></td><td>1</td><td>$</td><td></td></tr> <tr><td>Total</td><td></td><td>1</td><td>$</td><td></td><td>1</td><td>$</td><td></td></tr> <tr><td>Liabilities:</td><td></td><td></td><td></td><td></td><td></td><td></td><td></td></tr> <tr><td>Warrant liability—Public Warrants</td><td></td><td>1</td><td>$</td><td></td><td>1</td><td>$</td><td></td></tr> <tr><td>Warrant liability—Private Warrants</td><td></td><td></td><td></td><td>3</td><td>$</td><td></td><td>3</td><td>$</td></tr> <tr><td>Convertible Promissory Notes—Related Parties</td><td></td><td></td><td></td><td>3</td><td>$</td><td></td><td></td><td></td></tr></table>

0290718297115000009343750365412528055002645096140973063939672290718297

The following table provides quantitative information regarding Level 3 inputs used to determine the fair values of Private Placement Warrants held by FL Co-Investment and Intrepid Financial Partners as of September 30, 2023 and December 31, 2022.
  <table cellpadding="0" cellspacing="0" style="margin: 0px auto; border: 0px currentColor; border-image: none; width: 76%; font-family: Times New Roman; font-size: 10pt; border-collapse: collapse;;text-indent: 0px;"> <tr> <td style="width: 55%;"> </td> <td style="width: 18%; vertical-align: bottom;"> </td> <td> </td> <td> </td> <td> </td> <td style="width: 17%; vertical-align: bottom;"> </td> <td> </td> <td> </td></tr> <tr style="font-family: Times New Roman; font-size: 8pt; page-break-inside: avoid;"> <td style="vertical-align: bottom; white-space: nowrap; padding-bottom: 0.5pt;"> Inputs </td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td> <td colspan="2" style="vertical-align: bottom; border-bottom-color: rgb(0, 0, 0); border-bottom-width: 1pt; border-bottom-style: solid;;text-align:center;"> September 30, 2023 </td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td> <td colspan="2" style="vertical-align: bottom; border-bottom-color: rgb(0, 0, 0); border-bottom-width: 1pt; border-bottom-style: solid;;text-align:center;"> December 31, 2022 </td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td></tr> <tr><td>Assets:</td><td></td><td></td><td></td><td></td><td></td><td></td><td></td></tr> <tr><td>Funds Held in Trust Account</td><td></td><td>1</td><td>$</td><td></td><td>1</td><td>$</td><td></td></tr> <tr><td>Total</td><td></td><td>1</td><td>$</td><td></td><td>1</td><td>$</td><td></td></tr> <tr><td>Liabilities:</td><td></td><td></td><td></td><td></td><td></td><td></td><td></td></tr> <tr><td>Warrant liability—Public Warrants</td><td></td><td>1</td><td>$</td><td></td><td>1</td><td>$</td><td></td></tr> <tr><td>Warrant liability—Private Warrants</td><td></td><td></td><td></td><td>3</td><td>$</td><td></td><td>3</td><td>$</td></tr> <tr><td>Convertible Promissory Notes—Related Parties</td><td></td><td></td><td></td><td>3</td><td>$</td><td></td><td></td><td></td></tr></table>

color: rgb(0, 0, 0); border-bottom-width: 1pt; border-bottom-style: solid;;text-align:center;"> December 31, 2022 </td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"> Stock price </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">10.46</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">10.05</td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:top"> Strike price </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">11.50</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">11.50</td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"> Term (in years) </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">2.40</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">3.15</td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:top"> Volatility </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">0.0</td> <td style="white-space:nowrap;vertical-align:bottom">% </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">0.0</td> <td style="white-space:nowrap;vertical-align:bottom">% </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"> Risk-free rate </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">4.82</td> <td style="white-space:nowrap;vertical-align:bottom">% </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">4.12</td> <td style="white-space:nowrap;vertical-align:bottom">% </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:top"> Dividend yield </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">0.00</td> <td style="white-space:nowrap;vertical-align:bottom">% </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">0.00</td> <td style="white-space:nowrap;vertical-align:bottom">% </td></tr></table>10.4610.0511.511.52,43.15004.824.1200 The following table provides quantitative information regarding Level 3 fair value measurements used to determine the fair value of the Private Placement Warrants, excluding Private Placement Warrants held by FL Co-Investment and Intrepid Financial Partners, as of September 30, 2023 and December 31, 2022.
 <table cellpadding="0" cellspacing="0" style="margin: 0px auto; border: 0px currentColor; border-image: none; width: 76%; font-family: Times New Roman; font-size: 10pt; border-collapse: collapse;;text-indent: 0px;"> <tr> <td style="width: 55%;"> </td> <td style="width: 18%; vertical-align: bottom;"> </td> <td> </td> <td> </td> <td> </td> <td style="width: 17%; vertical-align: bottom;"> </td> <td> </td> <td> </td> <td> </td></tr> <tr style="font-family: Times New Roman; font-size: 8pt; page-break-inside: avoid;"> <td style="vertical-align: bottom; white-space: nowrap; padding-bottom: 0.5pt;"> Inputs </td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td> <td colspan="2" style="vertical-align: bottom; border-bottom-color: rgb(0, 0, 0); border-bottom-width: 1pt; border-bottom-style: solid;;text-align:center;"> September 30, 2023 </td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td> <td colspan="2" style="vertical-align: bottom; border-bottom-color: rgb(0, 0, 0); border-bottom-width: 1pt; border-bottom-style: solid;;text-align:center;"> December 31, 2022 </td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"> Stock price </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">10.46</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">10.05</td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:top"> Strike price </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">11.50</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">11.50</td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"> Term (in years) </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">5.30</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">5.25</td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:top"> Volatility </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">0.0</td> <td style="white-space:nowrap;vertical-align:bottom">% </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">0.0</td> <td style="white-space:nowrap;vertical-align:bottom">% </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"> Risk-free rate </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">4.50</td> <td style="white-space:nowrap;vertical-align:bottom">% </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">3.91</td> <td style="white-space:nowrap;vertical-align:bottom">% </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:top"> Dividend yield </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">0.00</td> <td style="white-space:nowrap;vertical-align:bottom">% </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">0.00</td> <td style="white-space:nowrap;vertical-align:bottom">% </td></tr></table>10.4610.0511.511.55,35,25004.53.9100 The following table presents the changes in the fair value of warrant liabilities:

 <table cellpadding="0" cellspacing="0" style="margin: 0px auto; border: 0px currentColor; border-image: none; width: 84%; font-family: Times New Roman; font-size: 10pt; border-collapse: collapse;;text-indent: 0px;"> <tr> <td style="width: 54%;"> </td> <td style="width: 4%; vertical-align: bottom;"> </td> <td> </td> <td> </td> <td> </td> <td> </td> <td style="width: 4%; vertical-align: bottom;"> </td> <td> </td> <td> </td> <td style="width: 4%; vertical-align: bottom;"> </td> <td> </td></tr> <tr style="font-family: Times New Roman; font-size: 8pt; page-break-inside: avoid;"> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td> <td colspan="2" style="vertical-align: bottom; border-bottom-color: rgb(0, 0, 0); border-bottom-width: 1pt; border-bottom-style: solid;;text-align:center;"> Public </td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td> <td colspan="2" style="vertical-align: bottom; border-bottom-color: rgb(0, 0, 0); border-bottom-width: 1pt; border-bottom-style: solid;;text-align:center;"> Private
Placement </td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td> <td colspan="2" style="vertical-align: bottom; border-bottom-color: rgb(0, 0, 0); border-bottom-width: 1pt; border-bottom-style: solid;;text-align:center;"> Warrant
Liabilities </td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:bottom"> Fair value as of December 31, 2021 </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> $</div></div></td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;"><div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="font-weight:bold;display:inline;">8,625,000</div></div></td> <td style="white-space:nowrap;vertical-align:bottom"><div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="font-weight:bold;display:inline;"> </div></div></td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"><div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="font-weight:bold;display:inline;">$ </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;"> 4,022,250 </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-

align:bottom"> $ </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;"> 12,647,250 </td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:top"> Change in valuation inputs or other assumptions </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">(4,456,250</td> <td style="white-space:nowrap;vertical-align:bottom">) </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">(2,402,500</td> <td style="white-space:nowrap;vertical-align:bottom">) </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">(6,858,750</td> <td style="white-space:nowrap;vertical-align:bottom">) </td></tr> <tr style="font-size:1px"> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td></td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td></td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td></td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:bottom"> Fair value as of March 31, 2022 </td> <td style="vertical-align:bottom"> </td> <td style="white-space: nowrap; vertical-align: bottom; padding: 0px;"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;"> 4,168,750 </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;"> 1,619,750 </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;"> 5,788,500 </td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:top"> Change in valuation inputs or other assumptions </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">(1,868,750</td> <td style="white-space:nowrap;vertical-align:bottom">) </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">(902,875</td> <td style="white-space:nowrap;vertical-align:bottom">) </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">(2,771,625</td> <td style="white-space:nowrap;vertical-align:bottom">) </td></tr> <tr style="font-size: 1px;"> <td style="vertical-align: bottom;"> </td> <td style="vertical-align: bottom;"> </td> <td style="vertical-align: bottom;"> </td> <td> </td> <td style="vertical-align: bottom;"> </td> <td style="vertical-align: bottom;"> </td> <td> </td> <td style="vertical-align: bottom;"> </td> <td style="vertical-align: bottom;"> </td> <td> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:bottom"> Fair value as of June 30, 2022 </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;"> 2,300,000 </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space: nowrap; vertical-align: bottom; padding: 0px;"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;"> 716,875 </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space: nowrap; vertical-align: bottom; padding: 0px;"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;"> 3,016,875 </td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:top"> Change in valuation inputs or other assumptions </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">(287,500</td> <td style="white-space:nowrap;vertical-align:bottom">) </td> <td style="vertical-align:bottom"> </td> <td style="white-space: nowrap; vertical-align: bottom; padding: 0px;"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">(85,250</td> <td style="white-space:nowrap;vertical-align:bottom">) </td> <td style="vertical-align:bottom"> </td> <td style="white-space: nowrap; vertical-align: bottom; padding: 0px;"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">(372,750</td> <td style="white-space:nowrap;vertical-align:bottom">) </td></tr> <tr style="font-size:1px"> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td></td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td></td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td></td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"> Fair value as of September 30, 2022 </td> <td style="vertical-align:bottom"> </td> <td style="white-space: nowrap; vertical-align: bottom; padding: 0px;"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;"> 2,012,500 </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">
 </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;"> 631,625 </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">
 </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;"> 2,644,125 </td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="font-size:1px"> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td> </td> <td style="vertical-align:bottom"> </td> <td> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:bottom"> Fair value as of December 31, 2022 </td> <td style="vertical-align:bottom"> </td> <td style="white-space: nowrap; vertical-align: bottom; padding: 0px;"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;"> 9,343,750 </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space: nowrap; vertical-align: bottom; padding: 0px;"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;"> 2,805,500 </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space: nowrap; vertical-align: bottom; padding: 0px;"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;"> 12,149,250 </td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"> Change in valuation inputs or other assumptions </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">(1,150,000</td> <td style="white-space:nowrap;vertical-align:bottom">) </td> <td style="vertical-align:bottom"> </td> <td style="white-space: nowrap; vertical-align: bottom; padding: 0px;"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">(201,500</td> <td style="white-space:nowrap;vertical-align:bottom">) </td> <td style="vertical-align:bottom"> </td> <td style="white-space: nowrap; vertical-align: bottom; padding: 0px;"> </td> <td style="white-

space:nowrap;vertical-align:bottom;text-align:right;">(1,351,500</td> <td style="white-space:nowrap;vertical-align:bottom">) </td></tr> <tr style="font-size:1px"> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td> </td> <td> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:bottom"> Fair value as of March 31, 2023 </td> <td style="vertical-align:bottom"> </td> <td style="white-space: nowrap; vertical-align: bottom; padding: 0px;"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;"> 8,193,750 </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space: nowrap; vertical-align: bottom; padding: 0px;"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;"> 2,604,000 </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space: nowrap; vertical-align: bottom; padding: 0px;"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;"> 10,797,750 </td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"> Change in valuation inputs or other assumptions </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">(3,737,500</td> <td style="white-space:nowrap;vertical-align:bottom">) </td> <td style="vertical-align:bottom"> </td> <td style="white-space: nowrap; vertical-align: bottom; padding: 0px;"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">(1,178,000</td> <td style="white-space:nowrap;vertical-align:bottom">) </td> <td style="vertical-align:bottom"> </td> <td style="white-space: nowrap; vertical-align: bottom; padding: 0px;"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">(4,915,500</td> <td style="white-space:nowrap;vertical-align:bottom">) </td></tr> <tr style="font-size: 1px;"> <td style="vertical-align: bottom;"> </td> <td style="vertical-align: bottom;"> </td> <td style="vertical-align: bottom;"> </td> <td style="vertical-align: bottom;"> </td> <td> </td> <td style="vertical-align: bottom;"> </td> <td style="vertical-align: bottom;"> </td> <td> </td> <td style="vertical-align: bottom;"> </td> <td style="vertical-align: bottom;"> </td> <td> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:bottom"> Fair value as of June 30, 2023 </td> <td style="vertical-align:bottom"> </td> <td style="white-space: nowrap; vertical-align: bottom; padding: 0px;"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;"> 4,456,250 </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space: nowrap; vertical-align: bottom; padding: 0px;"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;"> 1,426,000 </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space: nowrap; vertical-align: bottom; padding: 0px;"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;"> 5,882,250 </td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"> Change in valuation inputs or other assumptions </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">7,043,750</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">2,228,125</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">9,271,875</td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="font-size:1px"> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td> </td> <td style="vertical-align:bottom"> </td> <td> </td> <td> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:top"> Fair value as of September 30, 2023 </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> $</div></td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;"><div style="font-weight:bold;display:inline;width:100%;">11,500,000</div></td> <td style="white-space:nowrap;vertical-align:bottom"><div style="font-weight:bold;display:inline;width:100%;"> </div></td> <td style="vertical-align:bottom"><div style="font-weight:bold;display:inline;width:100%;"> </div></td> <td style="white-space:nowrap;vertical-align:bottom"><div style="font-weight:bold;display:inline;width:100%;">$ </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;"> 3,654,125 </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> $ </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;"> 15,154,125 </td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="font-size:1px"> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td> </td></tr></table>8625000402225012647250-4456250-2402500-6858750416875016197505788500-1868750-902875-27716252300000716875301687 5-287500-85250-372750201250063162526441259343750280550012149250-1150000-201500-13515008193750260400010797750-3737500-1178000-491550044562501426000588225070437502228125927187511500000365412515154125 The convertible promissory notes were valued using a combination of Black-Scholes and Geske models, which utilize unobservable Level 3 fair value measurement inputs. The estimated fair value of the Promissory Notes was based on the following significant inputs:
  <table cellpadding="0" cellspacing="0" style="margin: 0px auto; border: 0px currentColor; border-image: none; width: 84%; font-family: Times New Roman; font-size: 10pt; border-collapse: collapse;;text-indent: 0px;"> <tr> <td style="width: 41%;"> </td> <td style="width: 13%; vertical-align: bottom;"> </td> <td> </td> <td> </td> <td> </td> <td style="width: 12%; vertical-align: bottom;"> </td> <td> </td> <td> </td> <td style="width: 12%; vertical-align: bottom;"> </td> <td> </td> <td> </td></tr> <tr style="font-family: Times New Roman; font-size: 8pt; page-break-inside: avoid;"> <td style="vertical-align: bottom; white-space: nowrap; padding-bottom: 0.5pt;"> Inputs </td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td> <td colspan="2" style="vertical-align: bottom; border-bottom-color: rgb(0, 0, 0); border-bottom-width: 1pt; border-bottom-style: solid;;text-align:center;"> 2023 Inputs (a) </td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td> <td colspan="2" style="vertical-align: bottom; border-bottom-color: rgb(0, 0, 0); border-bottom-width: 1pt; border-bottom-style: solid;;text-align:center;"> September 30, 2023 </td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td> <td colspan="2" style="vertical-align: bottom; border-bottom-color: rgb(0, 0, 0); border-bottom-width: 1pt; border-bottom-style: solid;;text-align:center;"> December 31, 2022 </td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td

style="vertical-align:top"> Exercise price </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">11.50</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">11.50</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">11.50</td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:top"><div style="margin-top: 0pt; margin-bottom: 0pt; margin-left: 1em; text-indent: -1em; font-size: 10pt; font-family: "Times New Roman"; line-height: normal;">Volatility</div></td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">1.9% - 2.5</td> <td style="white-space:nowrap;vertical-align:bottom">% </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">2.5</td> <td style="white-space:nowrap;vertical-align:bottom">% </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">1.2</td> <td style="white-space:nowrap;vertical-align:bottom">% </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"><div style="margin-top: 0pt; margin-bottom: 0pt; margin-left: 1em; text-indent: -1em; font-size: 10pt; font-family: "Times New Roman"; line-height: normal;">Expected term to warrant expiration</div></td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">5.2 - 5.6 years</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">5.3 years</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">5.3 years</td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:top"><div style="margin-top: 0pt; margin-bottom: 0pt; margin-left: 1em; text-indent: -1em; font-size: 10pt; font-family: "Times New Roman"; line-height: normal;">Risk-free-rate</div></td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;"><div style="white-space: nowrap; letter-spacing: 0px; top: 0px;;display:inline;">3.39% - 4.17</div></td> <td style="white-space:nowrap;vertical-align:bottom">% </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">4.50</td> <td style="white-space:nowrap;vertical-align:bottom">% </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">3.91</td> <td style="white-space:nowrap;vertical-align:bottom">% </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"><div style="margin-top: 0pt; margin-bottom: 0pt; margin-left: 1em; text-indent: -1em; font-size: 10pt; font-family: "Times New Roman"; line-height: normal;">Dividend yield</div></td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">0</td> <td style="white-space:nowrap;vertical-align:bottom">% </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">0</td> <td style="white-space:nowrap;vertical-align:bottom">% </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">0</td> <td style="white-space:nowrap;vertical-align:bottom">% </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:top"><div style="margin-top: 0pt; margin-bottom: 0pt; margin-left: 1em; text-indent: -1em; font-size: 10pt; font-family: "Times New Roman"; line-height: normal;">Stock price</div></td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;"> 10.13 - $10.39</div></td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">10.46</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">10.05</td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr></table><div style="clear:both;max-height:0pt;;text-indent: 0px;"></div><div style="font-size: 6pt; margin-top: 0px; margin-bottom: 0px;"> </div> <table cellpadding="0" cellspacing="0" style="border-collapse: collapse; font-family: "Times New Roman"; font-size: 10pt; border: 0px; width: 100%; border-spacing: 0px;"> <tr style="page-break-inside:avoid"> <td style="width:4%;vertical-align:top;text-align:left,">(a)</td> <td style="vertical-align:top;text-align:left;"><div style="margin-top: 0pt; margin-bottom: 0pt; font-size: 10pt; font-family: "Times New Roman"; text-align: left; line-height: normal;">Represents the range of inputs utilized on the respective d<div style="display:inline;">a</div>tes of the initial valuations of the various convertible note draws and extinguishment during the nine months ended September 30, 2023.</div></td></tr></table>11,511,511,51,92,52,51,25,25,65,35,33,394,174,53,9100010,1310,3910,4610,05 <div style="margin-top:0pt; margin-bottom:0pt; font-size:10pt; font-family:Times New Roman">The following table presents the changes in the fair value of the Level 3 Promissory Notes:
</div> <div style="font-size: 12pt; margin-top: 0pt; margin-bottom: 0pt;;text-indent: 0px;">
</div> <table cellpadding="0" cellspacing="0" style="margin: 0px auto; border: 0px currentColor; border-image: none; width: 60%; font-family: Times New Roman; font-size: 10pt; border-collapse: collapse;;text-indent: 0px;"> <tr> <td style="width: 81%;"><div style="display:inline;"></div></td> <td style="width: 6%; vertical-align: bottom;"><div style="display:inline;"></div></td> <td><div style="display:inline;"></div></td> <td><div style="display:inline;"></div></td> <td><div style="display:inline;"></div></td> <td><div style="display:inline;"></div></td></tr> <tr style="font-size: 0px;"> <td style="width:85%"></td> <td style="vertical-align:bottom;width:5%"></td> <td></td> <td></td> <td></td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"><div style="margin-top: 0pt; margin-bottom: 0pt; margin-left: 1em; text-indent: -1em; font-size: 10pt; font-family: "Times New Roman"; line-height: normal;"><div style="font-weight:bold;display:inline;">Fair value as of December 31, 2021</div></div></td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"><div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="font-weight:bold;display:inline;">$ </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;"> 956,115 </td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:top"> Proceeds received through Convertible Promissory Note on March 29, 2022 </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">335,000</td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"> Initial measurement of fair value of Promissory Note </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">(52,126</td> <td style="white-space:nowrap;vertical-align:bottom">) </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:top"> Change in fair value of Promissory Notes </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">27,611</td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="font-size:1px"> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"> Fair value as of March 31, 2022 </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> $</div></div></td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;"><div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="font-weight:bold;display:inline;">1,266,600</div></div></td> <td style="white-space:nowrap;vertical-align:bottom"><div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="font-weight:bold;display:inline;"> </div></div></td></tr> <tr style="font-size:1px"> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"><div style="margin-top: 0px; margin-bottom: 0px; border-top: 3px double rgb(0, 0, 0); line-height: normal;"> </div></td> <td style="vertical-align:bottom"><div style="margin-top: 0px; margin-bottom: 0px; border-top: 3px double rgb(0, 0, 0); line-height: normal;"> </div></td> <td> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:top"><div style="margin-top: 0pt; margin-bottom: 0pt; margin-left: 1em; text-indent: -1em; font-size: 10pt; font-family: "Times New Roman"; line-height: normal;">Change in fair value of Promissory Notes</div></td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">(5,400</td> <td style="white-space:nowrap;vertical-align:bottom">) </td></tr> <tr style="font-size:1px"> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"><div style="margin-top: 0px; margin-bottom: 0px; border-top: 1px solid rgb(0, 0, 0); line-height: normal;"> </div></td> <td style="vertical-align:bottom"><div style="margin-top: 0px; margin-bottom: 0px; border-top: 1px solid rgb(0, 0, 0); line-height: normal;"> </div></td> <td> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"><div style="margin-top: 0pt; margin-bottom: 0pt; margin-left: 1em; text-indent: -1em; font-size: 10pt; font-family: "Times New Roman"; line-height: normal;"><div style="font-weight:bold;display:inline;">Fair value as of June 30, 2022</div></div></td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"><div style="font-weight:bold;display:inline;width:100%;">$ </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;"> 1,261,200 </td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="font-size:1px"> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:top"> Change in fair value of Promissory Notes </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">(1,200</td> <td style="white-space:nowrap;vertical-align:bottom">) </td></tr> <tr style="font-size:1px"> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"> Fair value as of September 30, 2022 </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> $ </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;"> 1,260,000 </td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="font-size:1px"> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:top"> Change in fair value of Promissory Notes </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">149,730</td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="font-size:1px"> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom">

 </td> <td> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"> Fair value as of December 31, 2022 </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> $</div></div></td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;"><div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="font-weight:bold;display:inline;">1,409,730</div></div></td> <td style="white-space:nowrap;vertical-align:bottom"><div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="font-weight:bold;display:inline;"> </div></div></td></tr> <tr style="font-size:1px"> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"><div style="margin-top: 0px; margin-bottom: 0px; border-top: 3px double rgb(0, 0, 0); line-height: normal;"> </div></td> <td style="vertical-align:bottom"><div style="margin-top: 0px; margin-bottom: 0px; border-top: 3px double rgb(0, 0, 0); line-height: normal;"> </div></td> <td> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:top"><div style="margin-top: 0pt; margin-bottom: 0pt; margin-left: 1em; text-indent: -1em; font-size: 10pt; font-family: "Times New Roman"; line-height: normal;">Principal amount of Promissory Notes amended on March 29, 2023</div></td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">726,370</td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"><div style="margin-top: 0pt; margin-bottom: 0pt; margin-left: 1em; text-indent: -1em; font-size: 10pt; font-family: "Times New Roman"; line-height: normal;">Initial measurement of fair value of Promissory Notes upon extinguishment of debt</div></td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">(42,205</td> <td style="white-space:nowrap;vertical-align:bottom">) </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:top"><div style="margin-top: 0pt; margin-bottom: 0pt; margin-left: 1em; text-indent: -1em; font-size: 10pt; font-family: "Times New Roman"; line-height: normal;">Change in fair value of Promissory Notes</div></td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">3,120</td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="font-size:1px"> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"><div style="margin-top: 0px; margin-bottom: 0px; border-top: 1px solid rgb(0, 0, 0); line-height: normal;"> </div></td> <td style="vertical-align:bottom"><div style="margin-top: 0px; margin-bottom: 0px; border-top: 1px solid rgb(0, 0, 0); line-height: normal;"> </div></td> <td> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"><div style="margin-top: 0pt; margin-bottom: 0pt; margin-left: 1em; text-indent: -1em; font-size: 10pt; font-family: "Times New Roman"; line-height: normal;"><div style="font-weight:bold;display:inline;">Fair value as of March 31, 2023</div></div></td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"><div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="font-weight:bold;display:inline;">$ </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;"> 2,097,015 </td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="font-size:1px"> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:top"> Proceeds received through Convertible Promissory Notes on May 12, 2023 and June 28, 2023 </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">445,000</td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"> Initial measurement of fair value of Promissory Notes </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">(186,194</td> <td style="white-space:nowrap;vertical-align:bottom">) </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:top"> Change in fair value of Promissory Notes </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">(798,412</td> <td style="white-space:nowrap;vertical-align:bottom">) </td></tr> <tr style="font-size:1px"> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"> Fair value as of June 30, 2023 </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> $</div></td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;"><div style="font-weight:bold;display:inline;width:100%;">1,557,409</div></td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="font-size:1px"> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"><div style="margin-top: 0px; margin-bottom: 0px; border-top: 3px double rgb(0, 0, 0); line-height: normal;"> </div></td> <td style="vertical-align:bottom"><div style="margin-top: 0px; margin-bottom: 0px; border-top: 3px double rgb(0, 0, 0); line-height: normal;"> </div></td> <td> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:top"><div style="margin-top: 0pt; margin-bottom: 0pt; margin-left: 1em; text-indent: -1em; font-size: 10pt; font-family: "Times New Roman"; line-height: normal;">Proceeds received through Convertible Promissory Notes on August 30, 2023</div></td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">635,000</td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"><div style="margin-top: 0pt; margin-bottom: 0pt; margin-left: 1em; text-indent: -1em; font-size: 10pt; font-family: "Times New Roman"; line-height: normal;">Initial measurement of fair value of Promissory Notes</div></td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">(304,801</td> <td style="white-space:nowrap;vertical-align:bottom">) </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:top"><div style="margin-top: 0pt; margin-bottom: 0pt; margin-left: 1em; text-indent: -1em; font-size: 10pt; font-family: "Times New Roman"; line-height: normal;">Change in fair value of Promissory Notes</div></td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">757,488</td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="font-size:1px"> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"><div style="margin-top: 0px; margin-bottom: 0px; border-top: 1px solid rgb(0, 0, 0); line-height: normal;"> </div></td> <td style="vertical-align:bottom"><div style="margin-top: 0px; margin-bottom: 0px; border-top: 1px solid rgb(0, 0, 0); line-height: normal;"> </div></td> <td> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"><div style="margin-top: 0pt; margin-bottom: 0pt; margin-left: 1em; text-indent: -1em; font-size: 10pt; font-family: "Times New Roman"; line-height: normal;"><div style="font-weight:bold;display:inline;">Fair value as of September 30, 2023</div></div></td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"><div style="font-weight:bold;display:inline;width:100%;">$ </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;"> 2,645,096 </td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="font-size:1px"> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td> </td></tr></table> 956115335000-52126276111266600-54001261200-12001260000149730140973072637042205312020970154450000-186194-79841215574096350000-3048017574882642509600 Note 10 — Subsequent Events The Company evaluated subsequent events and transactions that occurred after the condensed balance sheet date up to the date that the condensed financial statements were issued. Based upon this review, the Company, other than as previously described herein or listed below, did not identify any subsequent events that would have required adjustment or disclosure in the financial statements. On October 13, 2023 and November 6, 2023, the Company filed amendments to the Proxy Statement for the purpose of addressing SEC Staff comments.
100256322768882125218781884688446460786302907182972875161532909067652884394294625892275500330151037000001409730956115673577312316151214925028750000287500001O.11029034700828750000000.00010.000110000001000000000 0.00010.000120000000020000000000002875000028750000 0.00010.000120000000020000000718750071875007187500718750071875007187500719719-18325985-12940155-18325266-12939436290906765288439429615019916828816-6150199-168281639890611615301-18323170741-83768-498000-6155125028082943163205955894-183387942730787575069-259094842730782875000028750000244178082441780 8-0.07-0.070.140.14718750071875007187500718750071875007187500-0.07-0.070.140.14007187500719242811-16572334311663751166375116906561735501618545672143401434404273078427307800718750071905 190-12940155-12939436521265212602847008284700 8-2590948-259094800718750071905 190-18325985-18325266-259094842730 78-3989061-161530-18323170741-83768-498000-6155125028082 9-5122966005084350391275500330151014-1714430-2007824028750000078691807869 18-28750000002817500000775000070500011965480751740799796705000289821578-22251231375432276890141002563227680268954328284700818545672018802375521261434404269180 NOTE 1 — ORGANIZATION, BUSINESS OPERATIONS AND GOING CONCERN   Organization and General Flame Acquisition Corp. (the “Company”) was incorporated in Delaware on October 16, 2020. The Company was formed for the purpose of entering into a merger, capital stock exchange, asset acquisition, stock purchase, reorganization or similar business combination with one or more businesses (a “Business Combination”). The Company is not limited to a particular industry or geographic region for purposes of consummating a Business Combination. The Company is an early stage and emerging growth company and, as such, the Company is subject to all of the risks associated with early stage and emerging growth companies. The Company has selected December 31 as its fiscal year end. On November 2, 2022, the Company entered into an agreement and plan of merger, dated as

of November 2, 2022 (as it may be amended, supplemented, or otherwise modified from time to time, the "Merger Agreement"), with Sable Offshore Corp., a Texas corporation ("SOC"), and Sable Offshore Holdings, LLC, a Delaware limited liability company and the parent company of SOC ("Holdco" and, together with SOC, "Sable"), as fully disclosed in the Current Report on Form 8-K filed by the Company with the SEC on November 2, 2022. The Merger Agreement provides for, among other things, the following transactions at the closing: (i) Holdco will merge with and into the Company, with the Company surviving the merger (the "Holdco Merger"), and (ii) immediately following the effective time of the Holdco Merger, SOC will merge with and into the Company, with the Company surviving the merger (the "SOC Merger"). The Holdco Merger together with the SOC Merger are referred to as the "Merger," and the Merger and other transactions contemplated by the Merger Agreement are referred to as the "Business Combination." In connection with the Business Combination, the Company will change its name to Sable Offshore Corp. The independent members of the board of directors of the Company (the "Board") approved, and recommended that the Board approve, the Merger Agreement and the transactions contemplated thereby. Subsequently, the Board approved the Merger Agreement and the transactions contemplated thereby. The obligations of the parties to consummate the Business Combination are subject to the satisfaction or waiver of certain customary closing conditions. The closing of the Merger is expected to occur on the third business day after the satisfaction or waiver (if legally permissible) of the conditions set forth in the Merger Agreement, except as otherwise mutually agreed by the parties. The Merger Agreement may be terminated under certain customary and limited circumstances at any time prior to the Closing and the Company can provide no assurance that the Business Combination will be consummated at the expected time, or at all. In connection with the Business Combination, Holdco entered into subscription agreements (the "Sable PIPE Subscription Agreements") with certain investors (such investors, the "Sable PIPE Investors"), pursuant to which the Sable PIPE Investors agreed to purchase, in the aggregate, 7,450,000 limited liability company membership interests in Holdco designated as Class B shares at $10.00 per share, for an aggregate commitment amount of approximately $74,500,000 (the "Sable PIPE Investment"). The Sable PIPE Subscription Agreements provide that, in the event the Merger is consummated, the Sable PIPE Investors will be deemed to have subscribed for and will purchase our Class A common stock at the same price per share and, by operation of law pursuant to the Merger, we will have succeeded to Holdco's obligations under the Sable PIPE Subscription Agreements. The Sable PIPE Subscription Agreements provide that, if the Merger is consummated, we must file a registration statement within 30 calendar days after consummation of the Merger registering the resale of the shares of our Class A common stock issued to the Sable PIPE Investors, and must use our commercially reasonable efforts to have the registration statement declared effective by the SEC by the earlier of (i) the 90th calendar day (or 120th calendar day if the SEC notifies us that it will review the registration statement) following the closing of the Merger and (ii) the 10th business day after the date we are notified (orally or in writing, whichever is earlier) by the SEC that the registration statement will not be reviewed or will not be subject to further review. We thereafter will be required to maintain a registration statement that is continuously effective and to cause the registration statement to regain effectiveness in the event that it ceases to be effective. The foregoing description of the Sable PIPE Subscription Agreements does not purport to be complete and is qualified in its entirety by reference to the full text of the form Sable PIPE Subscription Agreement filed as an exhibit to our Current Report on Form 8-K, filed with the SEC on November 2, 2022. On November 10, 2022, the Company filed a preliminary proxy statement relating to the Business Combination (as amended, the "Proxy Statement"), which included a recommendation of the Board to the Company's stockholders that they approve the proposals included in the Proxy Statement. The Company also filed amended preliminary proxy statements on December 23, 2022 and January 27, 2023 for the purpose of addressing U.S. Securities and Exchange Commission Staff comments. As of December 31, 2022, the Company had not yet commenced any operations. All activity through December 31, 2022 relates to the Company's formation, the Initial Public Offering ("IPO") described below and, since the closing of the IPO, the search for a target for our initial Business Combination. The Company will not generate any operating revenues until after the completion of its initial business combination, at the earliest. The Company will generate non-operating income in the form of interest income on cash and cash equivalents from the proceeds derived from the IPO and non-operating income or expense from changes in the fair value of warrant liabilities and convertible promissory notes. Financing The registration statement for the Company's IPO was declared effective on February 24, 2021 (the "Effective Date"). On March 1, 2021, the Company consummated the IPO of 28,750,000 units (the "Units" and, with respect to the common stock included in the Units being offered, the "Public Shares"), at $10.00 per Unit, generating gross proceeds of $287,500,000, which is discussed in Note 3. Simultaneously with the closing of the IPO, the Company consummated the sale of 7,750,000 warrants (the "Private Placement Warrants"), at a price of $1.00 per Private Placement Warrant, which is discussed in Note 4. Transaction costs amounted to $6,607,751 consisting of $5,750,000 of underwriting fees and $857,751 of other offering costs. Of the total transaction costs, $280,829 was allocated to expense as non-operating expense in the statement of operations for the year ended December 31, 2021 with the rest of the offering costs allocated among common stock subject to possible redemption and stockholders' deficit. The transaction costs were allocated based on the with and without method, compared to the total offering proceeds, between the fair value of the public warrant liabilities and the Class A common stock. Trust Account Following the closing of the IPO on March 1, 2021, an amount of $287,500,000 from the net proceeds of the sale of the Units in the IPO and the sale of the Private Placement Warrants was placed in a trust account ("Trust Account") which is invested in U.S. government securities, within the meaning set forth in Section 2(a)(16) of the Investment Company Act, with a maturity of 185 days or less or in any open-ended investment company that holds itself out as a money market fund meeting the conditions of Rule 2a-7 of the Investment Company Act, as determined by the Company. However, to mitigate the risk of our being deemed to be an unregistered investment company (including under the subjective test of Section 3(a)(1)(A) of the Investment Company Act) and thus subject to regulation under the Investment Company Act, on February 21, 2023, we instructed American Stock Transfer & Trust Company, the trustee with respect to the Trust Account, to liquidate the investments previously held in the Trust Account and to hold all funds in the Trust Account in cash (which may include an interest   bearing demand deposit account at a national bank) until the earlier of the consummation of our initial business combination or the liquidation of the Company. Except with respect to interest earned on the funds held in the Trust Account that may be released to the Company to pay its tax obligations (see Note 2), the proceeds from the IPO and the sale of the Private Placement Warrants will not be released from the Trust Account until the earliest of (a) the completion of the Company's initial business combination, (b) the redemption of any Public Shares properly submitted in connection with a stockholder vote to amend the Company's amended and restated certificate of incorporation, and (c) the redemption of the Company's Public Shares if the Company is unable to complete the initial business combination within 24 months from the closing of the IPO (See Note 11 – Subsequent Events for further discussion of the extension from March 1, 2023 to September 1, 2023), subject to applicable law. The proceeds deposited in the Trust Account could become subject to the claims of the Company's creditors, if any, which could have priority over the claims of the Company's public stockholders. Initial Business Combination The Company's management has broad discretion with respect to the specific application of the net proceeds of the IPO, although substantially all of the net proceeds are intended to be generally applied toward consummating a business combination. The Company's business combination must be with one or more target businesses that together have a fair market value equal to at least 80% of the balance in the Trust Account (net of taxes payable) at the time of the signing of an agreement to enter into a business combination. However, the Company will only complete a business combination if the post-business combination company owns or acquires 50% or more of the outstanding voting securities of the target or otherwise acquires a controlling interest in the target sufficient for it not to be required to register as an investment company under the Investment Company Act. There is no assurance that the Company will be able to successfully effect a business combination. The Company will provide its public stockholders with the opportunity to redeem all or a portion of their Public Shares upon the completion of the initial business combination either (i) in connection with a stockholder meeting called to approve the initial business combination or (ii) by means of a tender offer. The decision as to whether the Company will seek stockholder approval of a proposed initial business combination or conduct a tender offer will be made by the Company, solely in its discretion. The stockholders will be entitled to redeem their shares for a pro rata portion of the amount then on deposit in the Trust Account (initially $10.00 per share, plus any pro rata interest earned on the funds held in the Trust Account and not previously released to the Company to pay its tax obligations). The shares of common stock subject to redemption are recorded at a redemption value and classified as temporary equity upon the completion of the IPO, in accordance with Accounting Standards Codification ("ASC") Topic 480, "Distinguishing Liabilities from Equity" ("ASC 480"). The Company will proceed with a business combination if the Company has net tangible assets of at least $5,000,001 either immediately prior to or upon consummation of a business combination and, if the Company seeks stockholder approval, a majority of the issued and outstanding shares voted are voted in favor of the business combination. The Company has 24 months from the closing of the IPO (See Note 11 – Subsequent Events for further discussion of the extension from March 1, 2023 to September 1, 2023, with the ability to further extend with stockholder approval) to consummate a business combination (the "Combination Period"). However, if the Company is unable to complete a business combination within the Combination Period, the Company will redeem 100% of the outstanding Public Shares for a pro rata portion of the funds held in the Trust Account, equal to the aggregate amount then on deposit in the Trust Account including interest earned on the funds held in the Trust Account and not previously released to the Company for the payment of taxes, and less up to $100,000 of interest to pay dissolution expenses, divided by

the number of then outstanding Public Shares, subject to applicable law, and then seek to dissolve and liquidate.
     Flame Acquisition Sponsor, LLC a Delaware company (the "Sponsor"), and the Company's officers and directors have agreed to (i) waive their redemption rights with respect to their Founder Shares (see Note 5), Private Placement Warrants and Public Shares in connection with the completion of the initial business combination, (ii) waive their redemption rights with respect to their Founder Shares and Public Shares in connection with a stockholder vote to approve an amendment to the Company's amended and restated certificate of incorporation, and (iii) waive their rights to liquidating distributions from the Trust Account with respect to their Founder Shares and Private Placement Warrants if the Company fails to complete the initial business combination within the Combination Period. The Sponsor has agreed that it will be liable to the Company if and to the extent any claims by a third party for services rendered or products sold to the Company, or a prospective target business with which the Company has entered into a written letter of intent, confidentiality or similar agreement or business combination agreement, reduce the amount of funds in the Trust Account to below the lesser of (i) $ 10.00 per Public Share and (ii) the actual amount per Public Share held in the trust account as of the date of the liquidation of the Trust Account, if less than $ 10.00 per share due to reductions in the value of the trust assets, less taxes payable, provided that such liability will not apply to any claims by a third party or prospective target business who executed a waiver of any and all rights to the monies held in the Trust Account (whether or not such waiver is enforceable) nor will it apply to any claims under the Company's indemnity of the underwriters of the IPO against certain liabilities, including liabilities under the Securities Act. However, the Company has not asked the Sponsor to reserve for such indemnification obligations. The Company has not independently verified whether the Sponsor has sufficient funds to satisfy its indemnity obligations and believes that the Sponsor's only assets are securities of the Company. Therefore, the Company cannot be certain that the Sponsor would be able to satisfy those obligations. Going Concern As of December 31, 2022, the Company had cash outside the Trust Account of $100,256 available for working capital needs and a working capital deficit of $6,547,305. All remaining cash held in the Trust Account is generally unavailable for the Company's use, prior to an initial business combination, and is restricted for use either in a Business Combination, to redeem common stock or to use for payment of taxes. As of December 31, 2022, $3,218,297 of the amount in the Trust Account was available to be withdrawn as described above , which is net of the amount the Company withdrew ($786,918) for payment of taxes during the period ended December 31, 2022. Through December 31, 2022, the Company's liquidity needs were satisfied through receipt of $25,000 from the sale of the Founder Shares and the remaining net proceeds from the IPO and the sale of Private Placement Warrants, as well as $300,000 that was available under the Initial Promissory Note, $365,000 that was available under the First Working Capital Loan, $800,000 that was available under the Second Working Capital Loan, $335,000 that was available under the Third Working Capital Loan, $170,000 that was available under the Q3 2022 Promissory Note and $200,000 that was available under the Q4 2022 Promissory Note (see Note 5). As of December 31, 2022, each of the working capital loans and the Q3 2022 Promissory Note and the Q4 2022 Promissory Note were fully drawn down. On February 6, 2023, the Company issued an additional unsecured promissory note ("Q1 2023 Promissory Note") in the principal amount of $535,000 to aid in its ongoing liquidity needs (see Note 11). Until consummation of its Business Combination, the Company will be using the funds not held in the Trust Account, and any additional Working Capital Loans (as defined in Note 5) from the initial stockholders, the Company's officers and directors, or their respective affiliates (which is described in Note 5), for identifying and evaluating prospective acquisition candidates, performing business due diligence on prospective target businesses, traveling to and from the offices, plants or similar locations of prospective target businesses, reviewing corporate documents and material agreements of prospective target businesses, selecting the target business to acquire and structuring, negotiating and consummating the Business Combination. If the Company's estimates of the costs of undertaking in-depth due diligence and negotiating a business combination are less than the actual amounts necessary to do so, the Company may have insufficient funds available to operate its business prior to the business combination and will need to raise additional capital through loans from the Sponsor, its officers and/or directors, or third parties. Except as contemplated by the terms of the Initial Promissory Note, First Working Capital Loan, Second Working Capital Loan, Third Working Capital Loan, Q3 2022 Promissory Note, Q4 2022 Promissory Note, and Q1 2023 Promissory Note (See Note 11), neither the Sponsor nor the Company's officers or directors are under any obligation to advance additional funds to, or to invest in, the Company (see Note 5). If the Company is unable to raise additional capital, it may be required to take additional measures to conserve liquidity, which could include, but not necessarily be limited to, curtailing operations, suspending the pursuit of its business plan, and reducing overhead expenses. The Company cannot provide any assurance that new financing will be available to it on commercially acceptable terms, if at all. The Company is also subject to a mandatory liquidation and subsequent dissolution requirement if it does not complete its initial business combination by September 1, 2023. The Company cannot assure you that its plans to raise capital or to consummate an initial business combination before September 1, 2023 will be successful. These factors, among others, raise substantial doubt about the Company's ability to continue as a going concern. These financial statements do not include any adjustments relating to the recovery of the recorded assets or the classification of the liabilities that might be necessary should the Company be unable to continue as a going concern.
 Risks and Uncertainties Management continues to evaluate the impact of the COVID-19 pandemic and the conflict in Ukraine and the surrounding region, and has concluded that while it is reasonably possible that these risks and uncertainties could have a negative effect on the Company's financial position, results of operations and/or search for a target company, the specific impact is not readily determinable as of the date of these financial statements. The financial statements do not include any adjustments that might result from the outcome of these uncertainties. Inflation Reduction Act of 2022 On August 16, 2022, the Inflation Reduction Act of 2022 (the "IR Act") was signed into federal law. The IR Act provides for, among other things, a new U.S. federal 1% excise tax on certain repurchases of stock by publicly traded U.S. domestic corporations and certain U.S. domestic subsidiaries of publicly traded foreign corporations occurring on or after January 1, 2023. The excise tax is imposed on the repurchasing corporation itself, not its shareholders from whom shares are repurchased. The amount of the excise tax is generally 1% of the fair market value of the shares repurchased at the time of the repurchase. However, for purposes of calculating the excise tax, repurchasing corporations are permitted to net the fair market value of certain new stock issuances against the fair market value of stock repurchases made during the same taxable year. In addition, certain exceptions apply to the excise tax. The U.S. Department of the Treasury (the "U.S. Treasury") has been given authority to provide regulations and other guidance to carry out and prevent the abuse or avoidance of the excise tax. Any redemption or other repurchase that occurs after December 31, 2022, in connection with a Business Combination, extension vote or otherwise, may be subject to the excise tax. Whether and to what extent the Company would be subject to the excise tax in connection with a Business Combination, extension vote or otherwise would depend on a number of factors, including (i) the fair market value of the redemptions and repurchases in connection with the Business Combination, extension or otherwise, (ii) the structure of a Business Combination, (iii) the nature and amount of any "PIPE" or other equity issuances in connection with a Business Combination (or otherwise issued not in connection with a Business Combination but issued within the same taxable year of a Business Combination) and (iv) the content of regulations and other guidance from the U.S. Treasury. In addition, because the excise tax would be payable by the Company and not by the redeeming holder, the mechanics of any required payment of the excise tax have not been determined. The foregoing could cause a reduction in the cash available on hand to complete a Business Combination and in the Company's ability to complete a Business Combination.
7450000010745000002875000010287500000775000016607751575000085775128082928750000OP185D0.800.501050000011100000101010025665473053218297780 NOTE 2— SIGNIFICANT ACCOUNTING POLICIES Basis of Presentation The accompanying financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP") for annual financial information and in accordance with the instructions to Form 10-K and Article 8 of Regulation S-X of the U.S. Securities and Exchange Commission ("SEC"). Emerging Growth Company Status The Company is an "emerging growth company," as defined in Section 2(a) of the Securities Act of 1933, as amended, (the "Securities Act"), as modified by the Jumpstart our Business Startups Act of 2012, (the "JOBS Act"), and it may take advantage of certain exemptions from various reporting requirements that are applicable to other public companies that are not emerging growth companies including, but not limited to, not being required to comply with the auditor attestation requirements of Section 404 of the Sarbanes-Oxley Act, reduced disclosure obligations regarding executive compensation in its periodic reports and proxy statements, and exemptions from the requirements of holding a nonbinding advisory vote on executive compensation and stockholder approval of any golden parachute payments not previously approved. Further, Section 102(b)(1) of the JOBS Act exempts emerging growth companies from being required to comply with new or revised financial accounting standards until private companies (that is, those that have not had a Securities Act registration statement declared effective or do not have a class of securities registered under the Exchange Act) are required to comply with the new or revised financial accounting standards. The JOBS Act provides that a company can elect to opt out of the extended transition period and comply with the requirements that apply to non-emerging growth companies, but any such election to opt out is irrevocable. The Company has elected not to opt out of such extended transition period which means that when a standard is issued or revised and it has different application dates for public or private companies, the Company, as an emerging growth company, can adopt the new or revised standard at the time private companies adopt the new or revised standard. This may make comparison of the Company's financial statements with another public company which is neither an emerging growth company nor an emerging growth company which has opted out of using the extended transition period difficult or impossible because of the potential differences in accounting standards used.   Use of Estimates The preparation of financial statements in conformity with US GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of expenses during the reporting period. Actual results could differ from those estimates. Cash and Cash Equivalents The Company considers all short-term investments with an original maturity of three months or less when purchased to be cash equivalents. The Company did not have any cash equivalents as of December 31, 2022 and 2021. Marketable Securities Held in Trust Account At December 31, 2022 and 2021, the Trust Account had $290,718,297 and $287,516,153 held in marketable securities, respectively. During the period ended December 31, 2022, the Company withdrew $786,918 of interest income from the Trust Account to pay its tax

obligations. During the period ended December 31, 2021, the Company did not withdraw any interest income from the Trust Account to pay its tax obligations. Marketable securities held in the Trust Account are classified as "Trading Securities" in accordance with ASC 320, "Investments – Debt Securities" and are reported at fair value with unrealized gains or losses included in earnings of the current period. Concentration of Credit Risk Financial instruments that potentially subject the Company to concentrations of credit risk consist of a cash account in a financial institution, which, at times, may exceed the Federal Depository Insurance Coverage of $250,000. At December 31, 2022 and 2021, the Company did not experience losses on this account. </div><div style="margin-top: 18pt; margin-bottom: 0pt; font-size: 10pt; font-family: "Times New Roman";"><div style="font-weight:bold;display:inline;">Class A Common Stock Subject to Possible Redemption </div></div><div style="font-family: Times New Roman; font-size: 10pt; margin-top: 6pt; margin-bottom: 0pt;;text-indent: 0px;"><div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="font-family: "Times New Roman"; font-size: 10pt; letter-spacing: 0px; top: 0px;;display:inline;">The Company accounts for its Class A common stock subject to possible redemption in accordance with the guidance in ASC Topic 480, "Distinguishing Liabilities from Equity." Class A common stock subject to mandatory redemption (if any) are classified as a liability instrument and are measured at fair value. Conditionally redeemable common stock (including common stock that feature redemption rights that are either within the control of the holder or subject to redemption upon the occurrence of uncertain events not solely within the Company's control) are classified as temporary equity. At all other times, common stock are classified as stockholders' equity (deficit).<div style="letter-spacing: 0px; top: 0px;;display:inline;"> </div></div></div><div style="font-size: 10pt; letter-spacing: 0px; top: 0px;;display:inline;">The Company's Class A common stock feature certain redemption rights that are considered to be outside of the Company's control and subject to the occurrence of uncertain future events. Accordingly, as of December </div>31<div style="font-size: 10pt; letter-spacing: 0px; top: 0px;;display:inline;">, </div>2022<div style="font-size: 10pt; letter-spacing: 0px; top: 0px;;display:inline;"> and </div>2021<div style="font-size: 10pt; letter-spacing: 0px; top: 0px;;display:inline;">, </div>28,750,000<div style="font-size: 10pt; letter-spacing: 0px; top: 0px;;display:inline;"> shares of Class A common stock subject to possible redemption are presented at redemption value as temporary equity, outside of the stockholders' deficit section of the Company's balance sheets.</div></div><div style="margin-top:12pt; margin-bottom:0pt; font-size:10pt; font-family:Times New Roman">Under ASC <div style="white-space: nowrap; letter-spacing: 0px; top: 0px;;display:inline;"><div style="white-space: nowrap; letter-spacing: 0px; top: 0px;;display:inline;">480-10-599,</div></div> the Company has elected to recognize changes in the redemption value immediately as they occur and adjust the carrying value of the security to equal the redemption value at the end of the reporting period. This method would view the end of the reporting period as if it were also the redemption date of the security. Effective with the closing of our initial public offering, we recognized the accretion from initial book value to redemption amount, which, resulted in charges against additional <div style="white-space: nowrap; letter-spacing: 0px; top: 0px;;display:inline;">paid-in</div> capital (to the extent available) and accumulated deficit. </div><div style="font-family: Times New Roman; font-size: 10pt; margin-top: 12pt; margin-bottom: 0pt;;text-indent: 0px;"><div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="font-family: "Times New Roman"; font-size: 10pt; letter-spacing: 0px; top: 0px;;display:inline;">The amount accreted in 2022 represents investment income accrued in the Trust Account since the date of the IPO reduced by the amounts of Delaware franchise tax and income taxes paid and payable for 2021 and 2022, net of cash withdrawn from the Trust Account to pay these </div></div><div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="font-family: "Times New Roman"; font-size: 10pt; letter-spacing: 0px; top: 0px;;display:inline;">obligations. </div></div>
</div> <div style="font-family: Times New Roman; font-size: 10pt; margin-top: 12pt; margin-bottom: 0pt;;text-indent: 0px;"><div style="font-size: 10pt;;display:inline;">At December 31, 2022 and 2021, the Class A common stock reflected in the balance sheets is reconciled in the following table:</div></div><div style="font-size: 12pt; margin-top: 0px; margin-bottom: 0px;;text-indent: 0px;"> </div> <table cellpadding="0" cellspacing="0" style="BORDER-COLLAPSE:COLLAPSE; font-family:Times New Roman; font-size:10pt;width:68%;border:0;margin:0 auto;text-indent: 0px;"> <tr style="font-size: 0px;"> <td style="width:77%"></td> <td style="vertical-align:bottom;width:7%"></td> <td></td> <td></td> <td></td> <td></td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"><div style="margin-top: 0pt; margin-bottom: 0pt; margin-left: 1em; text-indent: -1em; font-size: 10pt; font-family: "Times New Roman"; line-height: normal;">Gross proceeds from Initial Public Offering</div></td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">287,500,000</td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:top"> Less: </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"> Common stock issuance costs </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">(6,326,922</td> <td style="white-space:nowrap;vertical-align:bottom">) </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:top"> Proceeds allocated to public warrants </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">(12,218,750</td> <td style="white-space:nowrap;vertical-align:bottom">) </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"> Plus: </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:top"> Remeasurement of Class A common stock to possible redemption </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">18,545,672</td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="font-size:1px"> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td></td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"> Contingently redeemable common stock at December 31, 2021 </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;"> 287,500,000 </td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="font-size:1px"> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td></td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:top"> Plus: </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"> Remeasurement of Class A common stock to possible redemption </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">2,847,008</td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="font-size:1px"> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td></td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:top"> Contingently redeemable common stock at December 31, 2022 </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> $ </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;"> 290,347,008 </td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="font-size:1px"> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td></td></tr></table> <table cellpadding="0" cellspacing="0" style="margin: 0px auto; border: 0px currentColor; border-image: none; width: 68%; font-family: Times New Roman; font-size: 10pt; border-collapse: collapse;"> <tr style="font-size: 1px;"> <td> </td></tr></table>   On February 23, 2023 , in connection with the Extension described in Note 11 , the Company was notified by stockholders holding 20,317,255 shares of Class A Common Stock that they exercised their right to redeem such shares for a pro rata portion of the funds in the Trust Account. As a result, $206,121,060 (approximately $10.15 per share) was removed from the Trust Account to pay such redeeming holders on March 2, 2023. Net (Loss) Income Per Share of Common Stock The Company complies with accounting and disclosure requirements of Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Topic 260, "Earnings Per Share." Net (loss) income per share of common stock is computed by dividing net income by the weighted average number of shares of common stock outstanding for the period. Subsequent remeasurement of the redeemable Class A common stock is excluded from income per share of common stock as the redemption value approximates fair value. Net (loss) income per share of common stock is computed by dividing the pro rata net (loss) income between the shares of Class A common stock and the shares of Class B common stock by the weighted average number of shares of common stock outstanding for each of the periods. The calculation of diluted income per share does not consider the effect of the warrants issued in connection with the IPO, as well as warrants issuable upon the exercise of the conversion option on outstanding working capital loans, since the exercise of the warrants is contingent upon the occurrence of future events and the inclusion of such warrants would be anti-dilutive. The warrants are exercisable for 23,625,000 and 23,290,000 shares of Class A common stock in the aggregate as of December 31, 2022 and 2021, respectively . <div style="margin-top:12pt; margin-bottom:0pt; font-size:10pt; font-

family:Times New Roman;text-indent: 0px;">The following table reflects the calculation of basic and diluted net (loss) income per share of common stock (in dollars, except share amounts):
  <table cellpadding="0" cellspacing="0" style="margin: 0px auto; border: 0px currentcolor; width: 76%; font-family: "Times New Roman"; font-size: 10pt; border-collapse: collapse; border-spacing: 0px;;text-indent: 0px;"> <tr style="font-size: 0px;"> <td style="width: 63%;"></td> <td style="width: 7%; vertical-align: bottom;"></td> <td></td> <td></td> <td></td> <td></td> <td style="width: 7%; vertical-align: bottom;"></td> <td></td> <td></td> <td></td> <td></td></tr> <tr style="font-family: Times New Roman; font-size: 8pt; page-break-inside: avoid;"> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td> <td colspan="6" style="vertical-align: bottom; border-bottom-color: rgb(0, 0, 0); border-bottom-width: 1pt; border-bottom-style: solid;;text-align:center;"> For the Years Ended
December 31, </td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td></tr> <tr style="font-family: Times New Roman; font-size: 8pt; page-break-inside: avoid;"> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td> <td colspan="2" style="vertical-align: bottom; border-bottom-color: rgb(0, 0, 0); border-bottom-width: 1pt; border-bottom-style: solid;;text-align:center;"> 2022 </td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td> <td colspan="2" style="vertical-align: bottom; border-bottom-color: rgb(0, 0, 0); border-bottom-width: 1pt; border-bottom-style: solid;;text-align:center;"> 2021 </td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"> Common stock subject to possible redemption </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:top"> Numerator: </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"> Net (loss) income allocable to Class A common stock subject to possible redemption </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">(2,072,758</td> <td style="white-space:nowrap;vertical-align:bottom">) </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">3,301,319</td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:top"> Denominator: </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"> Weighted Average Redeemable Class A common stock, Basic and Diluted </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">28,750,000</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">24,417,808</td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:top"> Basic and Diluted net (loss) income per share, Redeemable Class A common stock </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">(0.07</td> <td style="white-space:nowrap;vertical-align:bottom">) </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">0.14</td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"> Non-Redeemable Ordinary shares </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:top"> Numerator: </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"> Net (loss) income allocable to Class B common stock not subject to redemption </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">(518,190</td> <td style="white-space:nowrap;vertical-align:bottom">) </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">971,759</td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:top"> Denominator: </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"> Weighted Average Non-Redeemable common stock, Basic and Diluted </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">7,187,500</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">7,187,500</td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:top"> Basic and diluted net (loss) income per share </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">(0.07</td> <td style="white-space:nowrap;vertical-align:bottom">) </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">0.14</td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr></table> Offering Costs The Company complies with the requirements of ASC 340-10-S99-1 and SEC Staff Accounting Bulletin (“SAB”) Topic 5A—“Expenses of Offering”. Offering costs consist principally of professional and registration fees incurred through the balance sheet date that are related to the Public Offering and that were allocated among common stock subject to possible redemption and to stockholders’ deficit upon the completion of the IPO. Accordingly, during the period ended December 31, 2021 , offering costs totaling $6,607,751 were charged to   temporary equity and stockholders’ deficit (consisting of $5,750,000 of underwriting fee and $857,751 of other offering costs). Of the total transaction cost, $280,829 was allocated to warrants as a non-operating expense in the statement of operations for the year ended December 31, 2021, with the rest of the offering costs allocated among common stock subject to possible redemption and to stockholders’ deficit. The transaction costs were allocated based on the with and without method, compared to the total offering proceeds, between the fair value of the public warrant liabilities and the Class A common stock. Fair Value of Financial Instruments The fair value of the Company’s assets and liabilities, which qualify as financial instruments under the FASB ASC 820, “Fair Value Measurement” approximates the carrying amounts represented in the balance sheets. Derivative Warrant Liabilities The Company does not use derivative instruments to hedge exposures to cash flow, market, or foreign currency risks. The Company evaluates all of its financial instruments, including issued stock purchase warrants, to determine if such instruments are derivatives or contain features that qualify as embedded derivatives, pursuant to ASC 480 and ASC Topic 815, “Derivatives and Hedging” (“ASC 815”). The classification of derivative instruments, including whether such instruments should be recorded as liabilities or as equity, is re-assessed at the end of each reporting period. The Company accounts for its 22,125,000 common stock warrants issued in connection with its Initial Public Offering (14,375,000) and Private Placement (7,750,000) as derivative warrant liabilities in accordance with ASC 815-40. Accordingly, the Company recognizes the warrant instruments as liabilities at fair value and adjusts the instruments to fair value at each reporting period. The liabilities are subject to re-measurement at each balance sheet date until exercised, and any change in fair value is recognized in the Company’s statements of operations. The fair value of warrants issued by the Company in connection with the Initial Public Offering and Private Placement had been estimated using Monte-Carlo simulations at the initial measurement date. However, for each subsequent measurement, beginning on April 19, 2021, the public warrants

were measured at the Observable Quoted Price in Active Markets and the private warrants were measured using the Modified Black-Scholes Option Pricing Model. Convertible Promissory Notes—Related Party The Company accounts for the convertible promissory notes under ASC 815. The Company has made the election under ASC 815-15-25 to account for the notes under the fair value option. Using the fair value option, the convertible promissory notes are required to be recorded at their initial fair value on the date of issuance, and each balance sheet date thereafter. Differences between the face value of the note and fair value at issuance are recognized as either an expense in the statement of operations (if issued at a premium) or as a capital contribution (if issued at a discount). Changes in the estimated fair value of the notes are recognized as non-cash gains or losses in the statements of operations. Income Taxes The Company accounts for income taxes under ASC 740, “Income Taxes” (“ASC 740”). ASC 740 requires the recognition of deferred tax assets and liabilities for both the expected impact of differences between the financial statements and tax basis of assets and liabilities and for the expected future tax benefit to be derived from tax loss and tax credit carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that included the enactment date. ASC 740 additionally requires a valuation allowance to be established when it is more likely than not that all or a portion of deferred tax assets will not be realized. ASC 740 also clarifies the accounting for uncertainty in income taxes recognized in an enterprise’s financial statements and prescribes a recognition threshold and measurement process for financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. For those benefits to be recognized, a tax position must be more-likely-than-not to be sustained upon examination by taxing authorities. ASC 740 also provides guidance on derecognition, classification, interest and penalties, accounting in annual period, disclosure and transition. The Company recognizes accrued interest and penalties related to unrecognized tax benefits as income tax expense. There were no unrecognized tax benefits and no amounts accrued for interest and penalties as of December 31, 2022 and 2021. The Company is currently not aware of any issues under review that could result in significant payments, accruals or material deviation from its position. The Company has identified the United States as its only “major” tax jurisdiction. The Company may be subject to potential examination by federal and state taxing authorities in the areas of income taxes. These potential examinations may include questioning the timing and amount of deductions, the nexus of income among various tax jurisdictions and compliance with federal and state tax laws. The Company’s management does not expect that the total amount of unrecognized tax benefits will materially change over the next twelve months. Recent Accounting Standards In August 2020, the FASB issued ASU 2020-06, “Debt-Debt with Conversion and Other Options (Subtopic 470-20) and Derivatives and Hedging-Contracts in Entity’s Own Equity (Subtopic 815-40): Accounting for Convertible Instruments and Contracts in an Entity’s Own Equity” (“ASU 2020-06”), which simplifies accounting for convertible instruments by removing major separation models required under current GAAP. The ASU also removes certain settlement conditions that are required for equity-linked contracts to qualify for scope exception, and it simplifies the diluted earnings per share calculation in certain areas. ASU 2020-06 is effective no later than January 1, 2024 and should be applied on a full or modified retrospective basis, with early adoption permitted beginning on January 1, 2021. The Company is currently reviewing what impact, if any, adoption will have on the Company’s financial position, results of operations or cash flows. The Company’s management does not believe that any other recently issued, but not yet effective, accounting standards if currently adopted would have a material effect on the accompanying financial statements. Basis of Presentation The accompanying financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”) for annual financial information and in accordance with the instructions to Form 10-K and Article 8 of Regulation S-X of the U.S. Securities and Exchange Commission (“SEC”). Emerging Growth Company Status The Company is an “emerging growth company,” as defined in Section 2(a) of the Securities Act of 1933, as amended, (the “Securities Act”), as modified by the Jumpstart our Business Startups Act of 2012, (the “JOBS Act”), and it may take advantage of certain exemptions from various reporting requirements that are applicable to other public companies that are not emerging growth companies including, but not limited to, not being required to comply with the auditor attestation requirements of Section 404 of the Sarbanes-Oxley Act, reduced disclosure obligations regarding executive compensation in its periodic reports and proxy statements, and exemptions from the requirements of holding a nonbinding advisory vote on executive compensation and stockholder approval of any golden parachute payments not previously approved. Further, Section 102(b)(1) of the JOBS Act exempts emerging growth companies from being required to comply with new or revised financial accounting standards until private companies (that is, those that have not had a Securities Act registration statement declared effective or do not have a class of securities registered under the Exchange Act) are required to comply with the new or revised financial accounting standards. The JOBS Act provides that a company can elect to opt out of the extended transition period and comply with the requirements that apply to non-emerging growth companies, but any such election to opt out is irrevocable. The Company has elected not to opt out of such extended transition period which means that when a standard is issued or revised and it has different application dates for public or private companies, the Company, as an emerging growth company, can adopt the new or revised standard at the time private companies adopt the new or revised standard. This may make comparison of the Company’s financial statements with another public company which is neither an emerging growth company nor an emerging growth company which has opted out of using the extended transition period difficult or impossible because of the potential differences in accounting standards used. Use of Estimates The preparation of financial statements in conformity with US GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of expenses during the reporting period. Actual results could differ from those estimates. Cash and Cash Equivalents The Company considers all short-term investments with an original maturity of three months or less when purchased to be cash equivalents. The Company did not have any cash equivalents as of December 31, 2022 and 2021. 00 Marketable Securities Held in Trust Account At December 31, 2022 and 2021, the Trust Account had $290,718,297 and $287,516,153 held in marketable securities, respectively. During the period ended December 31, 2022, the Company withdrew $786,918 of interest income from the Trust Account to pay its tax obligations. During the period ended December 31, 2021, the Company did not withdraw any interest income from the Trust Account to pay its tax obligations. Marketable securities held in the Trust Account are classified as “Trading Securities” in accordance with ASC 320, “Investments – Debt Securities” and are reported at fair value with unrealized gains or losses included in earnings of the current period. 2907182972875161537869180 Concentration of Credit Risk Financial instruments that potentially subject the Company to concentrations of credit risk consist of a cash account in a financial institution, which, at times, may exceed the Federal Depository Insurance Coverage of $250,000. At December 31, 2022 and 2021, the Company did not experience losses on this account. 250000 Class A Common Stock Subject to Possible Redemption The Company accounts for its Class A common stock subject to possible redemption in accordance with the guidance in ASC Topic 480, “Distinguishing Liabilities from Equity.” Class A common stock subject to mandatory redemption (if any) are classified as a liability instrument and are measured at fair value. Conditionally redeemable common stock (including common stock that feature redemption rights that are either within the control of the holder or subject to redemption upon the occurrence of uncertain events not solely within the Company’s control) are classified as temporary equity. At all other times, common stock are classified as stockholders’ equity (deficit). The Company’s Class A common stock feature certain redemption rights that are considered to be outside of the Company’s control and subject to the occurrence of uncertain future events. Accordingly, as of December 31 , 2022 and 2021 , 28,750,000 shares of Class A common stock subject to possible redemption are presented at redemption value as temporary equity, outside of the stockholders’ deficit section of the Company’s balance sheets. Under ASC 480-10-S99, the Company has elected to recognize changes in the redemption value immediately as they occur and adjust the carrying value of the security to equal the redemption value at the end of the reporting period. This method would view the end of the reporting period as if it were also the redemption date of the security. Effective with the closing of our initial public offering, we recognized the accretion from initial book value to redemption amount, which, resulted in charges against additional paid-in capital (to the extent available) and accumulated deficit. The amount accreted in 2022 represents investment income accrued in the Trust Account since the date of the IPO reduced by the amounts of Delaware franchise tax and income taxes paid and payable for 2021 and 2022, net of cash withdrawn from the Trust

*Account to pay these obligations.
 At December 31, 2022 and 2021, the Class A common stock reflected in the balance sheets is reconciled in the following table: <table cellpadding="0" cellspacing="0" style="BORDER-COLLAPSE:COLLAPSE; font-family:Times New Roman; font-size:10pt;width:68%;border:0;margin:0 auto;text-indent: 0px;"> <tr style="font-size: 0px;"> <td style="width:77%"></td> <td style="vertical-align:bottom;width:7%"></td> <td></td> <td></td> <td></td> <td></td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"> Gross proceeds from Initial Public Offering </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">287,500,000</td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:top"><div style="margin-top: 0pt; margin-bottom: 0pt; margin-left: 1em; text-indent: -1em; font-size: 10pt; font-family: "Times New Roman"; line-height: normal;">Less:</div></td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"><div style="margin-top: 0pt; margin-bottom: 0pt; margin-left: 1em; text-indent: -1em; font-size: 10pt; font-family: "Times New Roman"; line-height: normal;">Common stock issuance costs</div></td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">(6,326,922</td> <td style="white-space:nowrap;vertical-align:bottom">) </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:top"><div style="margin-top: 0pt; margin-bottom: 0pt; margin-left: 1em; text-indent: -1em; font-size: 10pt; font-family: "Times New Roman"; line-height: normal;">Proceeds allocated to public warrants</div></td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">(12,218,750</td> <td style="white-space:nowrap;vertical-align:bottom">) </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"><div style="margin-top: 0pt; margin-bottom: 0pt; margin-left: 1em; text-indent: -1em; font-size: 10pt; font-family: "Times New Roman"; line-height: normal;">Plus:</div></td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:top"><div style="margin-top: 0pt; margin-bottom: 0pt; margin-left: 1em; text-indent: -1em; font-size: 10pt; font-family: "Times New Roman"; line-height: normal;">Remeasurement of Class A common stock to possible redemption</div></td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">18,545,672</td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="font-size:1px"> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"><div style="margin-top: 0px; margin-bottom: 0px; border-top: 1px solid rgb(0, 0, 0); line-height: normal;"> </div></td> <td style="vertical-align:bottom"><div style="margin-top: 0px; margin-bottom: 0px; border-top: 1px solid rgb(0, 0, 0); line-height: normal;"> </div></td> <td> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"><div style="margin-top: 0pt; margin-bottom: 0pt; margin-left: 1em; text-indent: -1em; font-size: 10pt; font-family: "Times New Roman"; line-height: normal;"><div style="font-weight:bold;display:inline;">Contingently redeemable common stock at December 31, 2021</div></div></td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"><div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="font-weight:bold;display:inline;"> </div></div></td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;"><div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="font-weight:bold;display:inline;">287,500,000</div></div></td> <td style="white-space:nowrap;vertical-align:bottom"><div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="font-weight:bold;display:inline;"> </div></div></td></tr> <tr style="font-size:1px"> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"><div style="margin-top: 0px; margin-bottom: 0px; border-top: 1px solid rgb(0, 0, 0); line-height: normal;"> </div></td> <td style="vertical-align:bottom"><div style="margin-top: 0px; margin-bottom: 0px; border-top: 1px solid rgb(0, 0, 0); line-height: normal;"> </div></td> <td> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:top"><div style="margin-top: 0pt; margin-bottom: 0pt; margin-left: 1em; text-indent: -1em; font-size: 10pt; font-family: "Times New Roman"; line-height: normal;">Plus:</div></td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"><div style="margin-top: 0pt; margin-bottom: 0pt; margin-left: 1em; text-indent: -1em; font-size: 10pt; font-family: "Times New Roman"; line-height: normal;">Remeasurement of Class A common stock to possible redemption</div></td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">2,847,008</td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="font-size:1px"> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"><div style="margin-top: 0px; margin-bottom: 0px; border-top: 1px solid rgb(0, 0, 0); line-height: normal;"> </div></td> <td style="vertical-align:bottom"><div style="margin-top: 0px; margin-bottom: 0px; border-top: 1px solid rgb(0, 0, 0); line-height: normal;"> </div></td> <td> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"><div style="margin-top: 0pt; margin-bottom: 0pt; margin-left: 1em; text-indent: -1em; font-size: 10pt; font-family: "Times New Roman"; line-height: normal;"><div style="font-weight:bold;display:inline;">Contingently redeemable common stock at December 31, 2022</div></div></td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"><div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="font-weight:bold;display:inline;">$ </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;"> 290,347,008 </td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="font-size:1px"> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td> </td></tr></table> <table cellpadding="0" cellspacing="0" style="margin: 0px auto; border: 0px currentColor; border-image: none; width: 68%; font-family: Times New Roman; font-size: 10pt; border-collapse: collapse;"> <tr style="font-size: 1px;"> <td> </td></tr></table>   On February 23, 2023 , in connection with the Extension described in Note 11 , the Company was notified by stockholders holding 20,317,255 shares of Class A Common Stock that they exercised their right to redeem such shares for a pro rata portion of the funds in the Trust Account. As a result, $206,121,060 (approximately $10.15 per share) was removed from the Trust Account to pay such redeeming holders on March 2, 2023. </div>28750000028750000<div style="font-family: Times New Roman; font-size: 10pt; margin-top: 12pt; margin-bottom: 0pt;;text-indent: 0px;"><div style="font-size: 10pt;;display:inline;">At December 31, 2022 and 2021, the Class A common stock reflected in the balance sheets is reconciled in the following table:</div></div><div style="font-size: 12pt; margin-top: 0px; margin-bottom: 0px;;text-indent: 0px;"> </div> <table cellpadding="0" cellspacing="0" style="BORDER-COLLAPSE:COLLAPSE; font-family:Times New Roman; font-size:10pt;width:68%;border:0;margin:0 auto;text-indent: 0px;"> <tr style="font-size: 0px;"> <td style="width:77%"></td> <td style="vertical-align:bottom;width:7%"></td> <td></td> <td></td> <td></td> <td></td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"><div style="margin-top: 0pt; margin-bottom: 0pt; margin-left: 1em; text-indent: -1em; font-size: 10pt; font-family: "Times New Roman"; line-height: normal;">Gross proceeds from Initial Public Offering</div></td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">287,500,000</td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:top"> Less: </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"> Common stock issuance costs </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">(6,326,922</td> <td style="white-space:nowrap;vertical-align:bottom">) </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:top"> Proceeds allocated to public warrants </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">(12,218,750</td> <td style="white-space:nowrap;vertical-align:bottom">) </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"> Plus: </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:top"> Remeasurement of Class A common stock to possible redemption </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">18,545,672</td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="font-size:1px"> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"> Contingently redeemable common stock at December 31, 2021 </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;"> 287,500,000 </td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="font-size:1px"> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:top"> Plus: </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"> Remeasurement of Class A common stock to possible redemption </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">2,847,008</td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="font-size:1px"> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td> </td></tr> <tr style="page-break-*

inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:top"><div style="margin-top: 0pt; margin-bottom: 0pt; margin-left: 1em; text-indent: -1em; font-size: 10pt; font-family: "Times New Roman"; line-height: normal;"><div style="font-weight:bold;display:inline;">Contingently redeemable common stock at December 31, 2022</div></div></td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"><div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="font-weight:bold;display:inline;">$</div></div></td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;"><div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="font-weight:bold;display:inline;">290,347,008</div></div></td> <td style="white-space:nowrap;vertical-align:bottom"><div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="font-weight:bold;display:inline;"> </div></div> </td></tr> <tr style="font-size:1px"> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"><div style="margin-top: 0px; margin-bottom: 0px; border-top: 3px double rgb(0, 0, 0); line-height: normal;"> </div></td> <td style="vertical-align:bottom"><div style="margin-top: 0px; margin-bottom: 0px; border-top: 3px double rgb(0, 0, 0); line-height: normal;"> </div></td> <td> </td></tr></table>287500000-632692212218750185456722875000002847008290347008203172552061210601O.15<div style="font-family: "Times New Roman"; font-size: 10pt; margin-top: 18pt; margin-bottom: 0pt;;text-indent: 0px;"><div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="font-weight:bold;display:inline;"><div style="font-family: "Times New Roman"; font-size: 10pt; letter-spacing: 0px; top: 0px;;display:inline;">Net (Loss) Income Per Share of Common Stock </div></div></div> </div><div style="font-family: Times New Roman; font-size: 10pt; margin-top: 6pt; margin-bottom: 0pt;;text-indent: 0px;"><div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="font-family: "Times New Roman"; font-size: 10pt; letter-spacing: 0px; top: 0px;;display:inline;">The Company complies with accounting and disclosure requirements of Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”) Topic 260, “Earnings Per Share.” Net (loss) income per share of common stock is computed by dividing net income by the weighted average number of shares of common stock outstanding for the period. Subsequent remeasurement of the redeemable Class A common stock is excluded from income per share of common stock as the redemption value approximates fair value. Net (loss) income per share of common stock is computed by dividing the pro rata net (loss) income between the shares of Class A common stock and the shares of Class B common stock by the weighted average number of shares of common stock outstanding for each of the periods. The calculation of diluted income per share does not consider the effect of the warrants issued in connection with the IPO, as well as warrants issuable upon the exercise of the conversion option on outstanding working capital loans, since the exercise of the warrants is contingent upon the occurrence of future events and the inclusion of such warrants would be anti-dilutive. The warrants are exercisable for </div></div>23,625,000 <div style="font-size: 10pt; font-family: "Times New Roman", serif; letter-spacing: 0px; top: 0px;;display:inline;"><div style="letter-spacing: 0px; top: 0px;;display:inline;">and 23,290,000 </div></div> shares of Class A common stock in the aggregate<div style="font-size: 10pt; font-family: "Times New Roman", serif; letter-spacing: 0px; top: 0px;;display:inline;"><div style="letter-spacing: 0px; top: 0px;;display:inline;"> as of December 31, 2022 and 2021, respectively</div></div>. </div> <div style="margin-top:12pt; margin-bottom:0pt; font-size:10pt; font-family:Times New Roman;text-indent: 0px;">The following table reflects the calculation of basic and diluted net (loss) income per share of common stock (in dollars, except share amounts):
</div><div style="font-size: 12pt; margin-top: 0pt; margin-bottom: 0pt;;text-indent: 0px;"><div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="font-size: 12pt; letter-spacing: 0px; top: 0px;;display:inline;"> </div></div></div> <table cellpadding="0" cellspacing="0" style="margin: 0px auto; border: 0px currentcolor; width: 76%; font-family: "Times New Roman"; font-size: 10pt; border-collapse: collapse; border-spacing: 0px;;text-indent: 0px;"> <tr style="font-size: 0px;"> <td style="width: 63%;"></td> <td style="width: 7%; vertical-align: bottom;"></td> <td></td> <td></td> <td></td> <td style="width: 7%; vertical-align: bottom;"></td> <td></td> <td></td> <td></td></tr> <tr style="font-family: Times New Roman; font-size: 8pt; page-break-inside: avoid;"> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"><div style="letter-spacing: 0px; top: 0px;;display:inline;"> </div></td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"><div style="letter-spacing: 0px; top: 0px;;display:inline;"> </div></td> <td colspan="6" style="vertical-align: bottom; border-bottom-color: rgb(0, 0, 0); border-bottom-width: 1pt; border-bottom-style: solid;;text-align:center;"><div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="font-weight:bold;display:inline;">For the Years Ended
December 31,</div></div></div></td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"><div style="letter-spacing: 0px; top: 0px;;display:inline;"> </div></td></tr> <tr style="font-family: Times New Roman; font-size: 8pt; page-break-inside: avoid;"> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"><div style="letter-spacing: 0px; top: 0px;;display:inline;"> </div></td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"><div style="letter-spacing: 0px; top: 0px;;display:inline;"> </div></td> <td colspan="2" style="vertical-align: bottom; border-bottom-color: rgb(0, 0, 0); border-bottom-width: 1pt; border-bottom-style: solid;;text-align:center;"><div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="font-weight:bold;display:inline;">2022</div></div></div></td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"><div style="letter-spacing: 0px; top: 0px;;display:inline;"> </div></td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"><div style="letter-spacing: 0px; top: 0px;;display:inline;"> </div></td> <td colspan="2" style="vertical-align: bottom; border-bottom-color: rgb(0, 0, 0); border-bottom-width: 1pt; border-bottom-style: solid;;text-align:center;"><div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="font-weight:bold;display:inline;">2021</div></div></div></td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"><div style="letter-spacing: 0px; top: 0px;;display:inline;"> </div></td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"><div style="margin-top: 0pt; margin-bottom: 0pt; margin-left: 1em; text-indent: -1em; font-size: 10pt; font-family: "Times New Roman"; line-height: normal;">Common stock subject to possible redemption</div></td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:top"><div style="margin-top: 0pt; margin-bottom: 0pt; margin-left: 1em; text-indent: -1em; font-size: 10pt; font-family: "Times New Roman"; line-height: normal;">Numerator:</div></td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"><div style="margin-top: 0pt; margin-bottom: 0pt; margin-left: 1em; text-indent: -1em; font-size: 10pt; font-family: "Times New Roman"; line-height: normal;">Net (loss) income allocable to Class A common stock subject to possible redemption</div></td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">(2,072,758</td> <td style="white-space:nowrap;vertical-align:bottom">) </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">3,301,319</td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:top"><div style="margin-top: 0pt; margin-bottom: 0pt; margin-left: 1em; text-indent: -1em; font-size: 10pt; font-family: "Times New Roman"; line-height: normal;">Denominator:</div></td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"><div style="margin-top: 0pt; margin-bottom: 0pt; margin-left: 1em; text-indent: -1em; font-size: 10pt; font-family: "Times New Roman"; line-height: normal;">Weighted Average Redeemable Class A common stock, Basic and Diluted</div></td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">28,750,000</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">24,417,808</td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:top"><div style="margin-top: 0pt; margin-bottom: 0pt; margin-left: 1em; text-indent: -1em; font-size: 10pt; font-family: "Times New Roman"; line-height: normal;">Basic and Diluted net (loss) income per share, Redeemable Class A common stock</div></td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">(0.07</td> <td style="white-space:nowrap;vertical-align:bottom">) </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">0.14</td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"><div style="margin-top: 0pt; margin-bottom: 0pt; margin-left: 1em; text-indent: -1em; font-size: 10pt; font-family: "Times New Roman"; line-height: normal;"><div style="white-space: nowrap; letter-spacing: 0px; top: 0px;;display:inline;">Non-Redeemable</div> Ordinary shares</div></td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:top"><div style="margin-top: 0pt; margin-bottom: 0pt; margin-left: 1em; text-indent: -1em; font-size: 10pt; font-family: "Times New Roman"; line-height: normal;">Numerator:</div></td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"><div style="margin-top: 0pt; margin-bottom: 0pt; margin-left: 1em; text-indent: -1em; font-size: 10pt; font-family: "Times New Roman"; line-height: normal;">Net (loss) income allocable to Class B common stock not subject to redemption</div></td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">(518,190</td> <td style="white-space:nowrap;vertical-align:bottom">) </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">971,759</td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:top"><div style="margin-top: 0pt; margin-bottom: 0pt; margin-left: 1em; text-indent: -1em; font-size: 10pt; font-family: "Times New Roman"; line-height: normal;">Denominator:</div></td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"><div style="margin-top: 0pt; margin-bottom: 0pt; margin-left: 1em; text-indent: -1em; font-size: 10pt; font-family: "Times New Roman"; line-height: normal;">Weighted <div style="white-space: nowrap; letter-spacing: 0px; top: 0px;;display:inline;">Average Non-Redeemable common</div> stock, Basic and Diluted</div></td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">7,187,500</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">7,187,500</td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:top"><div style="margin-top: 0pt; margin-bottom: 0pt; margin-left: 1em; text-indent: -1em; font-size: 10pt; font-family: "Times New Roman"; line-height: normal;">Basic and diluted net (loss) income per share</div></td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">(0.07</td> <td style="white-space:nowrap;vertical-align:bottom">) </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">0.14</td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr></table>2362500023290000<div style="margin-top:12pt; margin-bottom:0pt; font-size:10pt; font-family:Times New Roman;text-indent: 0px;">The following table reflects the calculation of basic and diluted net (loss) income per share of common stock (in dollars, except share amounts):
</div><div style="font-size: 12pt; margin-top: 0pt; margin-bottom: 0pt;;text-indent: 0px;"><div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="font-size: 12pt; letter-spacing: 0px; top: 0px;;display:inline;"> </div></div></div> <table cellpadding="0" cellspacing="0" style="margin: 0px auto; border: 0px currentcolor; width: 76%; font-family: "Times New Roman"; font-size: 10pt; border-collapse: collapse; border-spacing: 0px;;text-indent: 0px;"> <tr style="font-size: 0px;"> <td style="width: 63%;"></td> <td style="width: 7%; vertical-align: bottom;"> </td> <td></td> <td></td> <td></td> <td style="width: 7%; vertical-align: bottom;"></td> <td></td> <td></td> <td></td></tr> <tr style="font-family: Times New Roman; font-size: 8pt; page-break-inside: avoid;"> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"><div style="letter-spacing: 0px; top: 0px;;display:inline;"> </div></td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"><div style="letter-spacing: 0px; top: 0px;;display:inline;"> </div></td> <td colspan="6" style="vertical-align: bottom; border-bottom-color: rgb(0, 0, 0); border-bottom-width: 1pt; border-bottom-style: solid;;text-align:center;"><div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="font-weight:bold;display:inline;">For the Years Ended
December 31,</div></div></div></td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"><div style="letter-spacing: 0px; top:

0px;;display:inline;"> </td></tr> <tr style="font-family: Times New Roman; font-size: 8pt; page-break-inside: avoid;"> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td> <td colspan="2" style="vertical-align: bottom; border-bottom-color: rgb(0, 0, 0); border-bottom-width: 1pt; border-bottom-style: solid;;text-align:center;"> 2022 </td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td> <td colspan="2" style="vertical-align: bottom; border-bottom-color: rgb(0, 0, 0); border-bottom-width: 1pt; border-bottom-style: solid;;text-align:center;"> 2021 </td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"> Common stock subject to possible redemption </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:top"> Numerator: </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"> Net (loss) income allocable to Class A common stock subject to possible redemption </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">(2,072,758</td> <td style="white-space:nowrap;vertical-align:bottom">) </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">3,301,319</td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:top"> Denominator: </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"> Weighted Average Redeemable Class A common stock, Basic and Diluted </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">28,750,000</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">24,417,808</td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:top"> Basic and Diluted net (loss) income per share, Redeemable Class A common stock </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">(0.07</td> <td style="white-space:nowrap;vertical-align:bottom">) </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">0.14</td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"> Non-Redeemable Ordinary shares </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:top"> Numerator: </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"> Net (loss) income allocable to Class B common stock not subject to redemption </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">(518,190</td> <td style="white-space:nowrap;vertical-align:bottom">) </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">971,759</td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:top"> Denominator: </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"> Weighted Average Non-Redeemable common stock, Basic and Diluted </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">7,187,500</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">7,187,500</td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:top"> Basic and diluted net (loss) income per share </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">(0.07</td> <td style="white-space:nowrap;vertical-align:bottom">) </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">0.14</td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr></table>-207275833031392875000028750000244178082441780 8-0.07-0.070.140.14-518190971759718750071875007187500718750 0-0.07-0.070.140.14 Offering Costs The Company complies with the requirements of ASC 340-10-S99-1 and SEC Staff Accounting Bulletin (“SAB”) Topic 5A—“Expenses of Offering”. Offering costs consist principally of professional and registration fees incurred through the balance sheet date that are related to the Public Offering and that were allocated among common stock subject to possible redemption and to stockholders’ deficit upon the completion of the IPO. Accordingly, during the period ended December 31, 2021 , offering costs totaling $6,607,751 were charged to   temporary equity and stockholders’ deficit (consisting of $5,750,000 of underwriting fee and $857,751 of other offering costs). Of the total transaction cost, $280,829 was allocated to warrants as a non-operating expense in the statement of operations for the year ended December 31, 2021, with the rest of the offering costs allocated among common stock subject to possible redemption and to stockholders’ deficit. The transaction costs were allocated based on the with and without method, compared to the total offering proceeds, between the fair value of the public warrant liabilities and the Class A common stock. 660775157500008577512808 29 Fair Value of Financial Instruments The fair value of the Company’s assets and liabilities, which qualify as financial instruments under the FASB ASC 820, “Fair Value Measurement” approximates the carrying amounts represented in the balance sheets. Derivative Warrant Liabilities The Company does not use derivative instruments to hedge exposures to cash flow, market, or foreign currency risks. The Company evaluates all of its financial instruments, including issued stock purchase warrants, to determine if such instruments are derivatives or contain features that qualify as embedded derivatives, pursuant to ASC 480 and ASC Topic 815, “Derivatives and Hedging” (“ASC 815”). The classification of derivative instruments, including whether such instruments should be recorded as liabilities or as equity, is re-assessed at the end of each reporting period. The Company accounts for its 22,125,000 common stock warrants issued in connection with its Initial Public Offering (14,375,000) and Private Placement (7,750,000) as derivative warrant liabilities in accordance with ASC 815-40. Accordingly, the Company recognizes the warrant instruments as liabilities at fair value and adjusts the instruments to fair value at each reporting period. The liabilities are subject to re-measurement at each balance sheet date until exercised, and any change in fair value is recognized in the Company’s statements of operations. The fair value of warrants issued by the Company in connection with the Initial Public Offering and Private Placement had been estimated using Monte-Carlo simulations at the initial measurement date. However, for each subsequent measurement, beginning on April 19, 2021, the public warrants were measured at the Observable Quoted Price in Active Markets and the private warrants were measured using the Modified Black-Scholes Option Pricing Model. 22125000143750007750000 Convertible Promissory Notes—Related Party The Company accounts for the convertible promissory notes under ASC 815. The Company has made the election under ASC 815-15-25 to account for the notes under the fair value option. Using the fair value option, the convertible promissory notes are required to be recorded at their initial fair value on the date of issuance, and each balance sheet date thereafter. Differences between the face value of the note and fair value at issuance are recognized as either an expense in the statement of operations (if issued at a

premium) or as a capital contribution (if issued at a discount). Changes in the estimated fair value of the notes are recognized as non-cash gains or losses in the statements of operations. Income Taxes The Company accounts for income taxes under ASC 740, “Income Taxes” (“ASC 740”). ASC 740 requires the recognition of deferred tax assets and liabilities for both the expected impact of differences between the financial statements and tax basis of assets and liabilities and for the expected future tax benefit to be derived from tax loss and tax credit carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that included the enactment date. ASC 740 additionally requires a valuation allowance to be established when it is more likely than not that all or a portion of deferred tax assets will not be realized.   ASC 740 also clarifies the accounting for uncertainty in income taxes recognized in an enterprise’s financial statements and prescribes a recognition threshold and measurement process for financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. For those benefits to be recognized, a tax position must be more-likely-than-not to be sustained upon examination by taxing authorities. ASC 740 also provides guidance on derecognition, classification, interest and penalties, accounting in annual period, disclosure and transition. The Company recognizes accrued interest and penalties related to unrecognized tax benefits as income tax expense. There were no unrecognized tax benefits and no amounts accrued for interest and penalties as of December 31, 2022 and 2021. The Company is currently not aware of any issues under review that could result in significant payments, accruals or material deviation from its position. The Company has identified the United States as its only “major” tax jurisdiction. The Company may be subject to potential examination by federal and state taxing authorities in the areas of income taxes. These potential examinations may include questioning the timing and amount of deductions, the nexus of income among various tax jurisdictions and compliance with federal and state tax laws. The Company’s management does not expect that the total amount of unrecognized tax benefits will materially change over the next twelve months. Recent Accounting Standards In August 2020, the FASB issued ASU 2020-06, “Debt-Debt with Conversion and Other Options (Subtopic 470-20) and Derivatives and Hedging-Contracts in Entity’s Own Equity (Subtopic 815-40): Accounting for Convertible Instruments and Contracts in an Entity’s Own Equity” (“ASU 2020-06”), which simplifies accounting for convertible instruments by removing major separation models required under current GAAP. The ASU also removes certain settlement conditions that are required for equity-linked contracts to qualify for scope exception, and it simplifies the diluted earnings per share calculation in certain areas. ASU 2020-06 is effective no later than January 1, 2024 and should be applied on a full or modified retrospective basis, with early adoption permitted beginning on January 1, 2021. The Company is currently reviewing what impact, if any, adoption will have on the Company’s financial position, results of operations or cash flows. The Company’s management does not believe that any other recently issued, but not yet effective, accounting standards if currently adopted would have a material effect on the accompanying financial statements. NOTE 3 — INITIAL PUBLIC OFFERING Pursuant to the Initial Public Offering, the Company sold 28,750,000 Units, which includes the full exercise by the underwriters of their option to purchase an additional 3,750,000 Units, at a price of $10.00 per Unit. Each Unit consists of one share of Class A Common Stock, par value $0.0001 per share, and one -half of one redeemable warrant (“Public Warrant”). Each whole Public Warrant entitles the holder to purchase one share of Class A Common Stock at a price of $11.50 per share. 28750000375000010.0001111.5 NOTE 4 — PRIVATE PLACEMENT WARRANTS Simultaneously with the closing of the IPO, the Sponsor, Intrepid Financial Partners, LLC (an affiliate of one of the Company’s underwriters) (“Intrepid”) and FL Co-Investment, LLC (an affiliate of one of the Company’s underwriters) (“FL Co-Investment”) collectively, the (“Initial Stockholders”), purchased an aggregate of 7,750,000 Private Placement Warrants at a price of $1.00 per warrant ($7,750,000 in the aggregate), and each Private Placement Warrant is exercisable to purchase one share of Class A common stock at a price of $11.50 per share. A portion of the purchase price of the Private Placement Warrants was added to the proceeds from this offering to be held in the Trust Account. Proceeds in excess of the initial fair value of Private Placement Warrants of $1,166,375 are included in the statement of changes in stockholders’ equity (deficit) for the year ended December 31, 2021. 1775000017750000 11.51166375 NOTE 5 — RELATED PARTY TRANSACTIONS Founder Shares In November 2020, our founders acquired 7,187,500 founder shares (the “Founder Shares”) for an aggregate purchase price of $25,000 (the “Class B common stock”), or approximately $0.0035 per share. The Sponsor purchased 4,671,875 Founder Shares, FL Co-Investment purchased 1,257,813 Founder Shares and Intrepid Financial Partners purchased 1,257,812 Founder Shares. On November 25, 2020, the Sponsor sold 434,375 Founder Shares to some of the Company’s directors and executives, including Gregory D. Patrinely, the Company’s Chief Financial Officer and Secretary, at their original purchase price. Simultaneously with such transfer, each of FL Co-Investment and Intrepid Financial Partners transferred 13,125 Founder Shares to the Sponsor, respectively, at their original purchase price. Such sale of Founder Shares to the Company’s directors and executives is within the scope of FASB ASC Topic 718, “Compensation-Stock Compensation” (“ASC 718”). Under ASC 718, stock-based compensation associated with equity-classified awards is measured at fair value upon the grant date. The Founder Shares were sold to directors and executives and effectively transferred subject to a performance condition (i.e., the consummation of a Business Combination). Compensation expense related to the Founder Shares is recognized only when the performance condition is probable of achievement under the applicable accounting literature. Stock-based compensation would be recognized at the date a Business Combination is considered probable in an amount equal to the number of Founder Shares times the grant date fair value per share (unless subsequently modified) less the amount initially received for the purchase of the Founder Shares. On November 2, 2022, the Company entered into the Merger Agreement (see Note 1); however, the Merger Agreement is subject to certain conditions to closing, such as, for example, approval by the Company’s stockholders. As a result, the Company determined that there is a possibility that a Business Combination might not happen and, therefore, no stock-based compensation expense has been recognized.
  The Initial Stockholders have agreed that, subject to certain limited exceptions, the Founder Shares will not be transferred, assigned, sold or released from escrow until the earlier of (A) one year after the completion of a Business Combination or (B) subsequent to a Business Combination, if (x) the last reported sale price of the shares of our Class A common stock equals or exceeds $ 12.00 per share (as adjusted for stock splits, stock, reorganizations, recapitalizations and the like) for any 20 trading days within any 30-trading day period commencing at least 150 days after a Business Combination, or (y) the Company completes a liquidation, merger, capital stock exchange, reorganization or other similar transaction that results in all of our stockholders having the right to exchange their shares of common stock for cash, securities or other property, the converted Class A common stock will be released from the lock-up. Initial Promissory Note On November 25, 2020, the Company issued an unsecured promissory note to the Initial Stockholders (the “Initial Promissory Note”), pursuant to which the Company may borrow up to an aggregate principal amount of $ 300,000 . The Initial Promissory Note was non-interest bearing and payable on the earlier of (i) May 25, 2021 or (i) the consummation of the IPO. The Company borrowed $ 75,000 under the Initial Promissory Note and repaid the Initial Promissory Note in full as of June 30, 2021. No additional borrowings under such the Initial Promissory Note are available. Working Capital Loans In order to finance transaction costs in connection with a Business Combination, the initial stockholders or an affiliate of the initial stockholders or certain of the Company’s directors and officers may, but are not obligated to, loan the Company funds as may be required (“Working Capital Loans”). If the Company completes a Business Combination, the Company would repay the Working Capital Loans out of the proceeds of the Trust Account released to the Company, or convert them to warrants as described below. Otherwise, the Working Capital Loans would be repaid only out of funds held outside the Trust Account. In the event that a Business Combination does not close, the Company may use a portion of proceeds held outside the Trust Account to rep ay   the Working Capital Loans, but no proceeds held in the Trust Account would be used to repay the Working Capital Loans. Except for the foregoing, the terms of such Working Capital Loans, if any, have not been determined and no written agreements exist with respect to such loans. The Working Capital Loans would either be repaid upon consummation of a Business Combination, without interest, or, at the lender’s discretion, such Working Capital Loans may be convertible into warrants of the post-Business Combination entity at a price of $1.00 per warrant. Initially up to $1,500,000, which was increased to $3,500,000 on March 24, 2023, of such loans may be convertible into warrants. The warrants would be identical to the Private Placement Warrants. As discussed below, since inception, the Company has entered into six convertible promissory notes under this arrangement with the Sponsor to provide Working Capital Loans. Convertible Promissory Notes On March 1, 2021, the Company issued an unsecured promissory note to the Sponsor (the “First Working Capital Loan”), pursuant to which the

*Company may borrow up to an aggregate principal amount of $365,000. The First Working Capital Loan is non-interest bearing and payable on the consummation of the Company's Business Combination. The First Working Capital Loan was fully drawn down in the period ended December 31, 2021. The Sponsor assigned $145,000 of the First Working Capital Loan to our Executive Vice President and Chief Financial Officer, Gregory Patrinely, $110,000 of the First Working Capital Loan to our Executive Vice President, General Counsel and Secretary, Anthony Duenner, and $110,000 of the First Working Capital Loan to our President, J. Caldwell Flores. As of December 31, 2022 and 2021, the First Working Capital Loan in the amount of $365,000 was fully drawn. The fair value of the note was estimated by the Company to be $383,323 at initial measurement and $343,034 and $299,555 at December 31, 2022 and 2021, respectively.
 On December 27, 2021, the Company issued an unsecured promissory note to the Sponsor (the "Second Working Capital Loan"), pursuant to which the Company may borrow up to an aggregate principal amount of $ 800,000 . The Second Working Capital Loan is non-interest bearing and payable on the consummation of the Company's Business Combination. As of December 31, 2022 and 2021, the Second Working Capital Loan in the amount of $ 800,000 was fully drawn. The fair value of the note was estimated by the Company to be $ 656,560 at initial measurement and at December 31, 2021. The fair value of the note was estimated by the Company to be $ 751,856 at December 31, 2022. On March 29, 2022, the Company issued an unsecured promissory note to the Sponsor (the "Third Working Capital Loan"), pursuant to which the Company may borrow up to an aggregate principal amount of $335,000. The Third Working Capital Loan is non-interest bearing and payable on the consummation of the Company's Business Combination. As of December 31, 2022, the Third Working Capital Loan in the amount of $335,000 was fully drawn. The fair value of the note was estimated by the Company to be $282,874 at initial measurement and at March 31, 2022, and the amount by which the proceeds from the Third Working Capital Loan exceed ed its initial fair value has been recognized as a credit within stockholders' deficit during the year ended December 31, 2022. The fair value of the note was estimated by the Company to be $314,840 at December 31, 2022. As of December 31, 2022, there were no additional borrowings under Working Capital Loans other than the $365,000 outstanding under the First Working Capital Loan, $800,000 outstanding under the Second Working Capital Loan and $335,000 outstanding under the Third Working Capital Loan, as described above. Q3 2022 Promissory Note On September 30, 2022, the Company issued an unsecured promissory note to the Sponsor (the "Q3 2022 Promissory Note"), pursuant to which the Company may borrow up to an aggregate principal amount of $170,000 . The Q3 2022 Promissory Note is non-interest bearing and payable on the consummation of the Company's Business Combination. On October 5, 2022, the Q3 2022 Promissory Note was fully drawn down by the Company.   Q4 2022 Promissory Note On October 31, 2022, the Company issued an unsecured promissory note to the Sponsor (the "Q4 2022 Promissory Note"), pursuant to which the Company may borrow up to an aggregate principal amount of $200,000 . The Q4 2022 Promissory Note is non-interest bearing and payable on the consummation of the Company's Business Combination. On October 31, 2022, the Q4 2022 Promissory Note was fully drawn down by the Company. See Note 11 for discussion of the Q1 2023 Promissory Note and amendments to the Q3 2022 Promissory Note, Q4 2022 Promissory Note and Q1 2023 Promissory Note. 7187500250000.00354671875125781312578124343751312512for any 20 trading days within any 30-trading day period commencing at least 150 days after a Business Combination, or (y) the Company completes a liquidation, merger, capital stock exchange, reorganization or other similar transaction that results in all of our stockholders having the right to exchange their shares of common stock for cash, securities or other property, the converted Class A common stock will be released from the lock-up.P20DP30DP150D3000000May 25, 2021750000115000003500000365000014500011000011000036500038332334303429955580000008000006565607518563350000335000282874314840036500080000033 NOTE 6 — COMMITMENTS AND CONTINGENCIES Registration Rights The holders of the Founder Shares, Private Placement Warrants and warrants that may be issued upon conversion of the Working Capital Loans (and any shares of Class A common stock issuable upon the exercise of the Private Placement Warrants and warrants that may be issued upon conversion of Working Capital Loans and upon conversion of the Founder Shares) are entitled to registration rights pursuant to a registration rights agreement. The holders of these securities are entitled to make up to three demands, excluding short form demands, that the Company register such securities. In addition, the holders have certain "piggy-back" registration rights with respect to registration statements filed subsequent to the completion of a Business Combination. However, the registration rights agreement provides that the Company will not permit any registration statement filed under the Securities Act to become effective until termination of the applicable lockup period. The Company will bear the expenses incurred in connection with the filing of any such registration statements.
 Business Combination Marketing Agreement The Company has engaged underwriters as advisors in connection with its business combination to assist it in holding meetings with the Company's stockholders to discuss the potential business combination and the target business's attributes, introduce it to potential investors that are interested in purchasing its securities in connection with the potential business combination, assist it in obtaining stockholder approval for the business combination and assist the Company with its press releases and public filings in connection with the business combination. The Company will pay the Marketing Fee (as defined in the Company's registration statement on Form S-1, as amended, that was filed with the SEC on February 5, 2021) for such services upon the consummation of its initial business combination in an amount equal to, in the aggregate, 3.5% of the gross proceeds of the IPO, including the proceeds from the exercise of the over-allotment option. The underwriters will not be entitled to such fee unless the Company consummates its initial business combination. Underwriters Agreement On March 1, 2021, the Company paid a fixed underwriting discount of $0.20 per Unit, or $5,750,000 in the aggregate. Deferred Legal Fees As of December 31, 2022, the Company has incurred unbilled legal costs of $2,633,139 related to its prospective initial Business <div style="color: rgb(0, 0, 0); font-family: "Times New Roman"; font-size: 13.3333px; font-style: normal; font-variant-ligatures: normal; font-variant-caps: normal; font-weight: 400; letter-spacing: normal; orphans: 2; text-align: left; text-indent: 0px; text-transform: none; white-space: normal; widows: 2; word-spacing: 0px; -webkit-text-stroke-width: 0px; background-color: rgb(255, 255, 255); text-decoration-thickness: initial; text-decoration-style: initial; text-decoration-color: initial; float: none; display: inline !important; top: 0px;;display:inline;">Combination. These costs are deferred until the completion of the Company's initial Business Combination and are included in accounts payable and accrued expenses on the Company's balance sheets. There were no deferred legal costs as of December 31, 2021. 0.0350.257500002631390 NOTE 7 — STOCKHOLDERS' EQUITY (DEFICIT)   Preferred Stock — The Company is authorized to issue a total of 1,000,000 shares of preferred stock at par value of $ 0.0001 each. At December 31, 2022 and 2021, there were no shares of preferred stock issued or outstanding .   Class A Common Stock — The Company is authorized to issue a total of 200,000,000 shares of Class A common stock at par value of $ 0.0001 each. At December 31, 2022 and 2021, there were no shares issued and outstanding (excluding 28,750,000 shares subject to possible redemption) Class B Common Stock — The Company is authorized to issue a total of 20,000,000 shares of Class B common stock at par value of $ 0.0001 each. At December 31, 2022 and 2021, there were 7,187,500 shares of Class B common stock issued or outstanding . Common stockholders of record are entitled to one vote for each share held on all matters to be voted on by*

*stockholders. Holders of the Class A common stock and holders of the Class B common stock will vote together as a single class on all matters submitted to a vote of the Company's stockholders, except as required by law. The Class B common stock are identical to the shares of Class A common stock included in the units being sold in the IPO, and holders of Class B common stock have the same stockholder rights as public stockholders, except that (i) the Class B common stock are subject to certain transfer restrictions, as described in more detail below, (ii) our founders, officers and directors have entered into a letter agreement with us, pursuant to which they have agreed (A) to waive their redemption rights with respect to any Class B common stock and any Public Shares held by them in connection with the completion of our Business Combination and (B) to waive their rights to liquidating distributions from the Trust Account with respect to any Class B common stock held by them if the Company fails to complete our Business Combination within the prescribed time period, although they will be entitled to liquidating distributions from the Trust Account with respect to any Public Shares they hold if the Company fails to complete our Business Combination within such time period, (iii) the Class B common stock are shares of our Class B common stock that will automatically convert into shares of our Class A common stock at the time of our initial Business Combination, on a one-for-one basis, subject to adjustment pursuant to certain anti-dilution rights and (iv) are subject to registration rights. If the Company submits our Business Combination to our public stockholders for a vote, our Initial stockholders have agreed to vote any Class B common stock and any Public Shares purchased during or after the IPO in favor of our initial Business Combination. With certain limited exceptions, the Class B common stock are not transferable, assignable or salable (except to our officers and directors and other persons or entities affiliated with the Sponsor, each of whom will be subject to the same transfer restrictions) until the earlier of (A) one year after the completion of our initial Business Combination or (B) subsequent to our initial Business Combination, (x) if the last sale price of our Class A common stock equals or exceeds $12.00 per share (as adjusted for stock splits, stock dividends, reorganizations, recapitalizations and the like) for any 20 trading days within any 30-trading day period commencing at least 150 days after our initial Business Combination, or (y) the date on which the Company completes a liquidation, merger, capital stock exchange, reorganization or other similar transaction that results in all of our stockholders having the right to exchange their shares of common stock for cash, securities or other property. 10000000.0001000020000000000.0001000028750000200000000.0001718750071875007187500718750 0oneonеP1Y12P20DP30DP150D NOTE 8 — WARRANTS Public Warrants may only be exercised for a whole number of shares. No fractional shares will be issued upon exercise of the Public Warrants. The Public Warrants will become exercisable on the later of (a) 30 days after the completion of a Business Combination and (b) 12 months from the closing of the IPO. The Public Warrants will expire five years from the completion of a Business Combination, at 5:00 p.m., New York City time, or earlier upon redemption or liquidation. The Company will not be obligated to deliver any shares of Class A common stock pursuant to the exercise of a Public Warrant and will have no obligation to settle such Public Warrant exercise unless a registration statement under the Securities Act with respect to the shares of Class A common stock underlying the warrants is then effective and a prospectus relating thereto is current, subject to the Company satisfying its obligations with respect to registration, or a valid exemption from registration is available. No warrant will be exercisable, and the Company will not be obligated to issue a share of Class A common stock upon exercise of a warrant unless the   share of Class A common stock issuable upon such warrant exercise has been registered, qualified or deemed to be exempt under the securities laws of the state of residence of the registered holder of the warrants. The Company has agreed that as soon as practicable, but in no event later than 15 business days after the closing of a Business Combination, it will use its commercially reasonable efforts to file with the SEC a registration statement for the registration, under the Securities Act, of the shares of Class A common stock issuable upon exercise of the warrants. The Company will use its commercially reasonable efforts to cause the same to become effective and to maintain the effectiveness of such registration statement, and a current prospectus relating thereto, until the expiration or redemption of the warrants in accordance with the provisions of the warrant agreement. If a registration statement covering the issuance of the shares of Class A common stock issuable upon exercise of the warrants is not effective by the 60th business day after the closing of a Business Combination, warrant holders may, until such time as there is an effective registration statement and during any period when the Company will have failed to maintain an effective registration statement, exercise warrants on a "cashless basis" in accordance with Section 3(a)(9) of the Securities Act or another exemption. In addition, if the shares of Class A common stock are at the time of any exercise of a warrant not listed on a national securities exchange such that they satisfy the definition of a "covered security" under Section 18(b)(1) of the Securities Act, the Company may, at its option, require holders of the Public Warrants who exercise their warrants to do so on a "cashless basis" in accordance with Section 3(a)(9) of the Securities Act and, in the event the Company elects to do so, the Company will not be required to file or maintain in effect a registration statement, but it will use its best efforts to register or qualify the shares under applicable blue sky laws to the extent an exemption is not available. In such event, each holder would pay the exercise price by surrendering the warrants for that number of shares of Class A common stock equal to the lesser of (A) the quotient obtained by dividing (x) the product of the number of shares of Class A common stock underlying the warrants, multiplied the excess of the "fair market value" less the exercise price of the warrants by (y) the fair market value and (B) 0.361. The "fair market value" shall mean the volume weighted average price of the shares of Class A common stock for the 10 trading days ending on the trading day prior to the date on which the notice of exercise is received by the warrant agent. Redemption of Warrants For Cash —Once the warrants become exercisable, the Company may redeem the outstanding Public Warrants for cash: <table cellpadding="0" cellspacing="0" style="BORDER-COLLAPSE:COLLAPSE; font-family:Times New Roman; font-size:10pt;border:0;width:100%"> <tr style="page-break-inside:avoid"> <td style="width:5%"> </td> <td style="width:3%;vertical-align:top;text-align:left;">•</td> <td style="width:1%;vertical-align:top"> </td> <td style="vertical-align:top;text-align:left;"> in whole and not in part; </td></tr></table> <table cellpadding="0" cellspacing="0" style="BORDER-COLLAPSE:COLLAPSE; font-family:Times New Roman; font-size:10pt;border:0;width:100%"> <tr style="page-break-inside:avoid"> <td style="width:5%"> </td> <td style="width:3%;vertical-align:top;text-align:left;">•</td> <td style="width:1%;vertical-align:top"> </td> <td style="vertical-align:top;text-align:left;"> at a price of $0.01 per Public Warrant; </td></tr></table> <table cellpadding="0" cellspacing="0" style="BORDER-COLLAPSE:COLLAPSE; font-family:Times New Roman; font-size:10pt;border:0;width:100%"> <tr style="page-break-inside:avoid"> <td style="width:5%"> </td> <td style="width:3%;vertical-align:top;text-align:left;">•</td> <td style="width:1%;vertical-align:top"> </td> <td style="vertical-align:top;text-align:left;"> upon not less than 30 days' prior written notice of redemption to each warrant holder; and </td></tr></table> <table cellpadding="0" cellspacing="0" style="BORDER-COLLAPSE:COLLAPSE; font-family:Times New Roman; font-size:10pt;border:0;width:100%"> <tr style="page-break-inside:avoid"> <td style="width:5%"> </td> <td style="width:3%;vertical-align:top;text-align:left;">•</td> <td style="width:1%;vertical-align:top"> </td> <td style="vertical-align:top;text-align:left;"> if, and only if, the last sale price of our Class A common stock equals or exceeds $18.00 per share (as adjusted for stock splits, stock dividends, reorganizations, recapitalizations and the like) for any 20 trading days within a 30-trading day period ending on the third trading day prior to the date on which the Company sends the notice of redemption to the warrant holders. </td></tr></table> If and when the warrants become redeemable by the Company, the Company may exercise its redemption right even if it is unable to register or qualify the underlying securities for sale under all applicable state securities laws. However, the Company will not redeem the warrants unless an effective registration statement under the Securities Act covering the shares of Class A common stock issuable upon exercise of the warrants is effective and a current prospectus relating to those shares of Class A common stock is available throughout the 30-day redemption period, except if the warrants may be exercised on a cashless basis and such cashless exercise is exempt from registration under the Securities Act.
 Redemption of Warrants For Shares of Class A Common Stock —commencing 90 days after the warrants become exercisable, the Company may redeem the outstanding warrants for shares of Class A common stock: <table cellpadding="0" cellspacing="0" style="BORDER-COLLAPSE:COLLAPSE; font-family:Times New Roman; font-size:10pt;border:0;width:100%"> <tr style="page-break-inside:avoid"> <td style="width:5%"> </td> <td style="width:3%;vertical-align:top;text-align:left;">•</td> <td style="width:1%;vertical-align:top"> </td> <td style="vertical-align:top;text-align:left;"> in whole and not in part; </td></tr></table>   <table cellpadding="0" cellspacing="0" style="BORDER-COLLAPSE:COLLAPSE; font-family:Times New Roman; font-size:10pt;border:0;width:100%"> <tr style="page-break-inside:avoid"> <td style="width:5%"> </td> <td style="width:3%;vertical-align:top;text-align:left;">•</td> <td style="width:1%;vertical-align:top"> </td> <td style="vertical-align:top;text-align:left;"> at a price equal to a number of shares of Class A common stock to be determined by reference to the agreed table set forth in the warrant agreement based on the redemption date and the "fair market value" of the Class A common stock; </td></tr></table> <table cellpadding="0" cellspacing="0" style="BORDER-COLLAPSE:COLLAPSE; font-family:Times New Roman; font-size:10pt;border:0;width:100%"> <tr style="page-break-inside:avoid"> <td style="width:5%"> </td> <td style="width:3%;vertical-align:top;text-align:left;">•</td> <td style="width:1%;vertical-align:top"> </td> <td style="vertical-align:top;text-align:left;"> upon not less than 30 days' prior written notice of redemption to each warrant holder; and </td></tr></table> <table cellpadding="0" cellspacing="0" style="BORDER-COLLAPSE:COLLAPSE; font-family:Times New Roman; font-size:10pt;border:0;width:100%"> <tr style="page-break-inside:avoid"> <td style="width:5%"> </td> <td style="width:3%;vertical-align:top;text-align:left;">•</td> <td style="width:1%;vertical-align:top"> </td> <td style="vertical-align:top;text-align:left;"> if, and only if, the last sale price of our Class A common stock equals or exceeds $10.00 per share (as adjusted per share splits, share dividends, reorganizations, recapitalizations and the like) on the trading day prior to the date on which the Company sends the notice of redemption to the warrant holders. </td></tr></table> The exercise price and number of shares of Class A common stock issuable upon exercise of the Public Warrants may be adjusted in certain circumstances including in the event of a share dividend, extraordinary dividend or recapitalization, reorganization, merger or consolidation. However, except as described below, the Public Warrants will not be adjusted for issuances of shares of Class A common stock at a price below its exercise price. Additionally, in no event will the Company be required to net cash settle the Public Warrants. If the Company is unable to complete a Business Combination within the Combination Period and the Company liquidates the funds held in the Trust Account, holders of Public Warrants will not receive any of such funds with respect to their Public Warrants, nor will they receive any distribution from the Company's assets held outside of the Trust Account with respect to such Public Warrants. Accordingly, the Public Warrants may expire worthless. In addition, if (x) the Company issues additional shares of Class A common stock or equity-linked securities for capital raising purposes in connection with the closing of a Business Combination at an issue price or effective issue price of less than $9.20 per share of Class A common stock (with such issue*

price or effective issue price to be determined in good faith by the Company's board of directors, and in the case of any such issuance to the Sponsor or its affiliates, without taking into account any Founder Shares held by the Sponsor or such affiliates, as applicable, prior to such issuance) (the "Newly Issued Price"), (y) the aggregate gross proceeds from such issuances represent more than 60% of the total equity proceeds, and interest thereon, available for the funding of a Business Combination on the date of the completion of a Business Combination (net of redemptions), and (z) the volume weighted average trading price of the Company's shares of Class A common stock during the 20 trading day period starting on the trading day prior to the day on which the Company completes a Business Combination (such price, the "Market Value") is below $9.20 per share, the exercise price of the Public Warrants will be adjusted (to the nearest cent) to be equal to 115% of the higher of the Market Value and the Newly Issued Price, and the $10.00 and $18.00 per share redemption trigger prices described above adjacent to "Redemption of Warrants For Cash" and "Redemption of Warrants For Shares of Class A Common Stock" will be adjusted (to the nearest cent) to be equal to 100% and 180% of the higher of the Market Value and the Newly Issued Price, respectively. The Private Placement Warrants are identical to the Public Warrants underlying the Units sold in the IPO, except that (x) the Private Placement Warrants and the shares of Class A common stock issuable upon the exercise of the Private Placement Warrants are not transferable, assignable or salable until 30 days after the completion of a Business Combination, subject to certain limited exceptions, (y) the Private Placement Warrants are exercisable on a cashless basis and non-redeemable so long as they are held by the initial purchasers or their permitted transferees and (z) the Private Placement Warrants and the shares of Class A common stock issuable upon exercise of the Private Placement Warrants are entitled to registration rights. If the Private Placement Warrants are held by someone other than the initial purchasers or their permitted transferees, the Private Placement Warrants will be redeemable by the Company and exercisable by such holders on the same basis as the Public Warrants. Additionally, as discussed in Note 5, the Working C apital Loans would either be repaid upon consummation of a Business Combination, without interest, or, at the lender's discretion, such Working Capital Loans may be convertible into warrants of the post-Business Combination entity at a price of $1.00 per warrant. Initially up to $1,500,000, which was increased to $3,500,000 on March <div style="letter-spacing: 0px; top: 0px;;display:inline;">24</div>, 2023, of such loans may be convertible into warrants (see Note 11 – Subsequent Events).</div>P30DP12MP5YP15DP60D0.3610.01P30D18P20DP30DP90DP30D109.20.60P20D9.21.1510181.80P30D15000003500000<div style="font-family: "Times New Roman"; font-size: 10pt; margin-top: 0pt; margin-bottom: 0pt;;text-indent: 0px;"><div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="font-weight:bold;display:inline;"><div style="font-family: "Times New Roman"; font-size: 10pt; letter-spacing: 0px; top: 0px;;display:inline;">NOTE 9 — FAIR VALUE MEASUREMENTS </div></div></div></div><div style="margin-top:6pt; margin-bottom:0pt; font-size:10pt; font-family:Times New Roman;text-indent: 0px;">Fair value is defined as the price that would be received for sale of an asset or paid for transfer of a liability, in an orderly transaction between market participants at the measurement date. GAAP establishes a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). These tiers include: </div><div style="font-size: 6pt; margin-top: 0px; margin-bottom: 0px;;text-indent: 0px;"> </div> <table cellpadding="0" cellspacing="0" style="BORDER-COLLAPSE:COLLAPSE; font-family:Times New Roman; font-size:10pt;border:0;width:100%;text-indent: 0px;"> <tr style="page-break-inside:avoid"> <td style="width:5%"> </td> <td style="width:3%;vertical-align:top;text-align:left;">•</td> <td style="width:1%;vertical-align:top"> </td> <td style="vertical-align:top;text-align:left;"><div style="margin-top: 0pt; margin-bottom: 0pt; font-family: "Times New Roman"; font-size: 10pt; text-align: left; line-height: normal;">Level 1, defined as observable inputs such as quoted prices (unadjusted) for identical instruments in active markets; </div></td></tr></table><div style="font-size: 6pt; margin-top: 0px; margin-bottom: 0px;;text-indent: 0px;"> </div> <table cellpadding="0" cellspacing="0" style="BORDER-COLLAPSE:COLLAPSE; font-family:Times New Roman; font-size:10pt;border:0;width:100%;text-indent: 0px;"> <tr style="page-break-inside:avoid"> <td style="width:5%"> </td> <td style="width:3%;vertical-align:top;text-align:left;">•</td> <td style="width:1%;vertical-align:top"> </td> <td style="vertical-align:top;text-align:left;"><div style="margin-top: 0pt; margin-bottom: 0pt; font-family: "Times New Roman"; font-size: 10pt; text-align: left; line-height: normal;">Level 2, defined as inputs other than quoted prices in active markets that are either directly or indirectly observable such as quoted prices for similar instruments in active markets or quoted prices for identical or similar instruments in markets that are not active; and </div></td></tr></table><div style="font-size: 6pt; margin-top: 0px; margin-bottom: 0px;;text-indent: 0px;"> </div> <table cellpadding="0" cellspacing="0" style="BORDER-COLLAPSE:COLLAPSE; font-family:Times New Roman; font-size:10pt;border:0;width:100%;text-indent: 0px;"> <tr style="page-break-inside:avoid"> <td style="width:5%"> </td> <td style="width:3%;vertical-align:top;text-align:left;">•</td> <td style="width:1%;vertical-align:top"> </td> <td style="vertical-align:top;text-align:left;"><div style="margin-top: 0pt; margin-bottom: 0pt; font-family: "Times New Roman"; font-size: 10pt; text-align: left; line-height: normal;">Level 3, defined as unobservable inputs in which little or no market data exists, therefore requiring an entity to develop its own assumptions, such as valuations derived from valuation techniques in which one or more significant inputs or significant value drivers are unobservable. </div></td></tr></table><div style="margin-top:12pt; margin-bottom:0pt; font-size:10pt; font-family:Times New Roman;text-indent: 0px;">The following table presents information about the Company's assets and liabilities that are measured at fair value on a recurring basis at December 31, 2022 and 2021, and indicates the fair value hierarchy of the valuation inputs the Company utilized to determine such fair value:</div> <div style="font-size: 12pt; margin-top: 0px; margin-bottom: 0px;;text-indent: 0px;"> </div> <table cellpadding="0" cellspacing="0" style="BORDER-COLLAPSE:COLLAPSE; font-family:Times New Roman; font-size:10pt;width:92%;border:0;margin:0 auto;text-indent: 0px;"> <tr style="font-size: 0px;"> <td style="width:54%"></td> <td style="vertical-align:bottom;width:5%"></td> <td></td> <td></td> <td></td> <td></td> <td style="vertical-align:bottom;width:5%"></td> <td></td> <td></td> <td></td> <td></td> <td style="vertical-align:bottom;width:5%"></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td style="vertical-align:bottom;width:5%"></td> <td></td> <td></td> <td></td> <td></td> <td></td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:8pt"> <td style="border-bottom:1.00pt solid #000000;vertical-align:bottom;white-space:nowrap"><div style="margin-top: 0pt; margin-bottom: 1pt; font-size: 8pt; font-family: "Times New Roman"; line-height: normal;"><div style="font-weight:bold;display:inline;">Description:</div></div></td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td> <td colspan="2" style="border-bottom:1.00pt solid #000000;vertical-align:bottom;text-align:center;"><div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="font-weight:bold;display:inline;">Level</div></div></td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td> <td colspan="2" style="border-bottom:1.00pt solid #000000;vertical-align:bottom;text-align:center;"><div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="font-weight:bold;display:inline;">December 31,
 2022</div></div></td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td> <td colspan="2" style="border-bottom:1.00pt solid #000000;vertical-align:bottom;text-align:center;"><div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="font-weight:bold;display:inline;">Level</div></div></td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td> <td colspan="2" style="border-bottom:1.00pt solid #000000;vertical-align:bottom;text-align:center;"><div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="font-weight:bold;display:inline;">December 31, </div></div>
 <div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="font-weight:bold;display:inline;">2021</div></div></td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"><div style="margin-top: 0pt; margin-bottom: 0pt; margin-left: 1em; text-indent: -1em; font-size: 10pt; font-family: "Times New Roman"; line-height: normal;">Assets:</div></td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align: top;"><div style="text-indent: -1em; font-family: "Times New Roman"; font-size: 10pt; margin-top: 0pt; margin-bottom: 0pt; margin-left: 1em; line-height: normal;">U.S. Money Market Investing in Treasury Securities Held in Trust Account</div></td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">1</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">290,718,297</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">1</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">287,516,153</td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"><div style="margin-top: 0pt; margin-bottom: 0pt; margin-left: 1em; text-indent: -1em; font-size: 10pt; font-family: "Times New Roman"; line-height: normal;">Liabilities:</div></td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:top"><div style="margin-top: 0pt; margin-bottom: 0pt; margin-left: 1em; text-indent: -1em; font-size: 10pt; font-family: "Times New Roman"; line-height: normal;">Warrant liability—Public Warrants</div></td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">1</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">9,343,750</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">1</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">8,625,000</td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"> Warrant liability—Private Warrants </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">3</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">2,805,500</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">3</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">4,022,250</td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:top"><div style="margin-top: 0pt; margin-bottom: 0pt; margin-left: 1em; text-indent: -1em; font-size: 10pt; font-family: "Times New Roman"; line-height: normal;">Convertible Promissory Notes—Related Parties</div></td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">3</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">1,409,730</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">3</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">956,115</td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr></table> Investments Held in Trust Account As of December 31, 2022 and 2021, investments in the Company's Trust Account consisted of $290,718,297 and $287,516,153 in U.S. Money Market funds that invest primarily in U.S. Treasury securities , respectively. <div style="font-family: Times New Roman; font-size: 10pt; margin-top: 12pt; margin-

bottom: 0pt;;text-indent: 0px;"> Except as described below, there were no transfers between Levels 1, 2 or 3 during the years ended December 31, 2022 and 2021. Level 1 instruments include investments in money markets investing in U.S. Treasury securities. The Company uses inputs such as actual trade data, quoted market prices from dealers or brokers, and other similar sources to determine the fair value of its investments. Warrant Liabilities Public Warrants were transferred from Level 3 to Level 1 when they started trading on April 19, 2021, at a value of $15,381,250. </div> <div style="font-family: Times New Roman; font-size: 10pt; margin-top: 12pt; margin-bottom: 0pt;;text-indent: 0px;"><div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="font-family: "Times New Roman"; font-size: 10pt; letter-spacing: 0px; top: 0px;;display:inline;">The fair value of warrants issued by the Company in connection with the Public Offering and Private Placement had been estimated using Monte-Carlo simulations at the initial measurement date up to the date when the Public Warrants started trading on April 19, 2021. For each subsequent measurement since April 19, 2021, the public warrants were measured at the Observable Quoted Price in Active Markets. Private warrants were measured </div></div> </div> <div style="margin-top: 0px; margin-bottom: 0px; font-size: 8pt;;text-indent: 0px;"></div> <div style="margin-top:0pt; margin-bottom:0pt; font-size:10pt; font-family:Times New Roman;text-align:center;text-indent: 0px;"> </div> <div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="font-family: "Times New Roman"; font-size: 10pt; letter-spacing: 0px; top: 0px;;display:inline;"></div></div><div style="font-family: Times New Roman; font-size: 10pt; margin-top: 0pt; margin-bottom: 0pt;;text-indent: 0px;"><div style="display:inline;">using the Modified Black-Scholes Optional Pricing Model. The estimated fair value of the private warrant liability is determined using Level 3 inputs. Inherent in a binomial options pricing model are assumptions related to expected share-price volatility, expected life, risk-free interest rate and dividend yield. The Company estimates the volatility of its common stock based on historical volatility that matches the expected remaining life of the warrants. The risk-free interest rate is based on the U.S. Treasury <div style="white-space: nowrap; letter-spacing: 0px; top: 0px;;display:inline;">zero-coupon</div> yield curve on the grant date for a maturity similar to the expected remaining life of the warrants. The expected life of the warrants is assumed to be equivalent to their remaining contractual term. The dividend rate is based on the historical rate, which the Company anticipates to remain at zero. </div></div><div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="font-family: "Times New Roman"; font-size: 10pt; letter-spacing: 0px; top: 0px;;display:inline;"> </div></div><div style="letter-spacing: 0px; top: 0px;;display:inline;"></div><div style="font-family: Times New Roman; font-size: 10pt; margin-top: 12pt; margin-bottom: 0pt;;text-indent: 0px;"><div style="display:inline;"><div style="font-family: "Times New Roman"; font-size: 10pt; letter-spacing: 0px; top: 0px;;display:inline;">The aforementioned warrant liabilities are not subject to qualified hedge accounting. </div></div></div><div style="font-family: Times New Roman; font-size: 10pt; margin-top: 12pt; margin-bottom: 0pt;;text-indent: 0px;"><div style="letter-spacing: 0px; top: 0px;;display:inline;">As Private Placement Warrants held by FL <div style="white-space: nowrap; letter-spacing: 0px; top: 0px;;display:inline;">Co-Investment</div> and Intrepid Financial Partners, will not be exercisable more than five years from the effective date of the registration statement, the exercise period end date is different than other Private Placement Warrants which will expire five years after the completion of the initial Business Combination or earlier upon redemption or liquidation. Accordingly, they have different inputs to the Modified Black-Scholes Optional Pricing Model. </div></div> <div style="font-family: Times New Roman; font-size: 10pt; margin-top: 12pt; margin-bottom: 0pt;;text-indent: 0px;"><div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="font-family: "Times New Roman"; font-size: 10pt; letter-spacing: 0px; top: 0px;;display:inline;">The following table provides quantitative information regarding Level 3 inputs</div></div><div style="font-size: 10pt; font-family: "Times New Roman", serif; letter-spacing: 0px; top: 0px;;display:inline;"><div style="letter-spacing: 0px; top: 0px;;display:inline;"> used</div></div> <div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="font-family: "Times New Roman"; font-size: 10pt; letter-spacing: 0px; top: 0px;;display:inline;">to determine the fair values of Private Placement Warrants as of December 31, 2022 and 2021. </div></div></div><div style="font-size: 12pt; margin-top: 0pt; margin-bottom: 0pt;;text-indent: 0px;"><div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="font-size: 12pt; letter-spacing: 0px; top: 0px;;display:inline;"> </div></div> </div> <table cellpadding="0" cellspacing="0" style="BORDER-COLLAPSE:COLLAPSE; font-family:Times New Roman, font-size:10pt;width:76%;border:0;margin:0 auto;text-indent: 0px;"> <tr style="font-size: 0px;"> <td style="width:65%"></td> <td style="vertical-align:bottom;width:13%"></td> <td></td> <td></td> <td></td> <td></td> <td style="vertical-align:bottom;width:12%"></td> <td></td> <td></td> <td></td> <td></td> <td></td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:8pt"> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td> <td colspan="2" style="border-bottom:1.00pt solid #000000;vertical-align:bottom;text-align:center;"><div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="font-weight:bold;display:inline;">December 31,</div></div>
 <div style="font-weight:bold;display:inline;">2021</div></div></td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td> <td colspan="2" style="border-bottom:1.00pt solid #000000;vertical-align:bottom;text-align:center;"><div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="font-weight:bold;display:inline;">December 31,
 2022</div></div></td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"><div style="margin-top: 0pt; margin-bottom: 0pt; margin-left: 1em; text-indent: -1em; font-size: 10pt; font-family: "Times New Roman"; line-height: normal;">Stock price</div></td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">9.72</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">10.05</td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:top"><div style="margin-top: 0pt; margin-bottom: 0pt; margin-left: 1em; text-indent: -1em; font-size: 10pt; font-family: "Times New Roman"; line-height: normal;">Strike price</div></td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">11.50</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">11.50</td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"><div style="margin-top: 0pt; margin-bottom: 0pt; margin-left: 1em; text-indent: -1em; font-size: 10pt; font-family: "Times New Roman"; line-height: normal;">Term (in years)</div></td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">4.15</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">3.15</td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:top"><div style="margin-top: 0pt; margin-bottom: 0pt; margin-left: 1em; text-indent: -1em; font-size: 10pt; font-family: "Times New Roman"; line-height: normal;">Volatility</div></td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">10.8</td> <td style="white-space:nowrap;vertical-align:bottom">% </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">0.0</td> <td style="white-space:nowrap;vertical-align:bottom">% </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"><div style="margin-top: 0pt; margin-bottom: 0pt; margin-left: 1em; text-indent: -1em; font-size: 10pt; font-family: "Times New Roman"; line-height: normal;">Risk-free rate</div></td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">1.13</td> <td style="white-space:nowrap;vertical-align:bottom">% </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">4.12</td> <td style="white-space:nowrap;vertical-align:bottom">% </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:top"><div style="margin-top: 0pt; margin-bottom: 0pt; margin-left: 1em; text-indent: -1em; font-size: 10pt; font-family: "Times New Roman"; line-height: normal;">Dividend yield</div></td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">0.00</td> <td style="white-space:nowrap;vertical-align:bottom">% </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">0.00</td> <td style="white-space:nowrap;vertical-align:bottom">% </td></tr></table> <div style="margin-top:12pt; margin-bottom:0pt; font-size:10pt; font-family:Times New Roman;text-indent: 0px;">The following table provides quantitative information regarding Level 3 fair value measurements used to determine the fair value of the Private Placement Warrants, excluding Private Placement Warrants held by FL <div style="white-space: nowrap; letter-spacing: 0px; top: 0px;;display:inline;">Co-Investment</div> and Intrepid Financial Partners, as of December 31, 2022 and 2021. </div><div style="font-size: 12pt; margin-top: 0px; margin-bottom: 0px;;text-indent: 0px;"> </div> <table cellpadding="0" cellspacing="0" style="BORDER-COLLAPSE:COLLAPSE; font-family:Times New Roman; font-size:10pt;width:76%;border:0;margin:0 auto;text-indent: 0px;"> <tr style="font-size: 0px;"> <td style="width:65%"></td> <td style="vertical-align:bottom;width:13%"></td> <td></td> <td></td> <td></td> <td></td> <td style="vertical-align:bottom;width:12%"></td> <td></td> <td></td> <td></td> <td></td> <td></td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:8pt"> <td style="border-bottom:1.00pt solid #000000;vertical-align:bottom;white-space:nowrap"><div style="margin-top: 0pt; margin-bottom: 1pt; font-size: 8pt; font-family: "Times New Roman"; line-height: normal;"><div style="font-weight:bold;display:inline;">Inputs</div></div></td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td> <td colspan="2" style="border-bottom:1.00pt solid #000000;vertical-align:bottom;text-align:center;"><div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="font-weight:bold;display:inline;">December 31,</div></div>
 <div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="font-weight:bold;display:inline;">2021</div></div></td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td> <td colspan="2" style="border-bottom:1.00pt solid #000000;vertical-align:bottom;text-align:center;"><div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="font-weight:bold;display:inline;">December 31,</div></div>
 <div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="font-weight:bold;display:inline;">2022</div></div></td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"><div style="margin-top: 0pt; margin-bottom: 0pt; margin-left: 1em; text-indent: -1em; font-size: 10pt; font-family: "Times New Roman"; line-height: normal;">Stock price</div></td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">9.72</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">10.05</td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:top"><div style="margin-top: 0pt; margin-bottom: 0pt; margin-left: 1em; text-indent: -1em; font-size: 10pt; font-family: "Times New Roman"; line-height: normal;">Strike price</div></td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">11.50</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">11.50</td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"> Term (in years) </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">5.42</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">5.25</td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:top"> Volatility </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">10.8</td> <td style="white-space:nowrap;vertical-align:bottom">% </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">0.0</td> <td style="white-space:nowrap;vertical-align:bottom">% </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"> Risk-free rate </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">1.29</td> <td

style="white-space:nowrap;vertical-align:bottom">% </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">3.91</td> <td style="white-space:nowrap;vertical-align:bottom">% </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:top"> Dividend yi eld </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">0.00</td> <td style="white-space:nowrap;vertical-align:bottom">% </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">0.00</td> <td style="white-space:nowrap;vertical-align:bottom">% </td> </tr></table>   The following table presents the changes in the fair value of warrant liabilities: <table cellpadding="0" cellspacing="0" style="BORDER-COLLAPSE:COLLAPSE; font-family:Times New Roman; font-size:10pt;width:84%;border:0;margin:0 auto;text-indent: 0px;"> <tr style="font-size: 0px;"> <td style="width:53%"></td> <td style="vertical-align:bottom;width:5%"></td> <td></td> <td></td> <td></td> <td style="vertical-align:bottom;width:5%"></td> <td></td> <td></td> <td></td> <td></td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:8pt"> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td> <td colspan="2" style="border-bottom:1.00pt solid #000000;vertical-align:bottom;text-align:center;"> Public </td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td> <td colspan="2" style="border-bottom:1.00pt solid #000000;vertical-align:bottom;text-align:center;"> Private
 Placement </td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td> <td colspan="2" style="border-bottom:1.00pt solid #000000;vertical-align:bottom;text-align:center;"> Warrant
 Liabilities </td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"> Fair value as of December 31, 2020 </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> $</div></div></td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;"><div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="font-weight:bold;display:inline;">— </div></div></td> <td style="white-space:nowrap;vertical-align:bottom"><div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="font-weight:bold;display:inline;"> </div></div></td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"><div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="font-weight:bold;display:inline;">$ </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;"> — </td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:top"> Initial measurement on March 1, 2021 </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">12,218,750</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">6,583,625</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">18,802,375</td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"> Change in valuation inputs or other assumptions </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">(3,593,750</td> <td style="white-space:nowrap;vertical-align:bottom">) </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">(2,561,375</td> <td style="white-space:nowrap;vertical-align:bottom">) </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">(6,155,125</td> <td style="white-space:nowrap;vertical-align:bottom">) </td></tr> <tr style="font-size:1px"> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td></td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td></td> <td></td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:bottom"> Fair value as of December 31, 2021 </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> $</div></div></td> <td style="vertical-align:bottom;text-align:right;"><div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="font-weight:bold;display:inline;">8,625,000</div></div></td> <td style="white-space:nowrap;vertical-align:bottom"><div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="font-weight:bold;display:inline;"> </div></div></td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"><div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="font-weight:bold;display:inline;">$ </td> <td style="vertical-align:bottom;text-align:right;"> 4,022,250 </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> $</div></div></td> <td style="vertical-align:bottom;text-align:right;"><div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="font-weight:bold;display:inline;">12,647,250</div></div></td> <td style="white-space:nowrap;vertical-align:bottom"><div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="font-weight:bold;display:inline;"> </div></div></td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"><div style="margin-top: 0pt; margin-bottom: 0pt; margin-left: 1em; text-indent: -1em; font-size: 10pt; font-family: "Times New Roman"; line-height: normal;"><div style="-sec-ix-hidden:hidden99797890;display:inline;">Change in valuation inputs or other assumptions</div></div></td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">718,750</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">(1,216,750</td> <td style="white-space:nowrap;vertical-align:bottom">) </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">(498,000</td> <td style="white-space:nowrap;vertical-align:bottom">) </td></tr> <tr style="font-size:1px"> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"><div style="margin-top: 0px; margin-bottom: 0px; border-top: 1px solid rgb(0, 0, 0); line-height: normal;"> </div></td> <td style="vertical-align:bottom"><div style="margin-top: 0px; margin-bottom: 0px; border-top: 1px solid rgb(0, 0, 0); line-height: normal;"> </div></td> <td></td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"><div style="margin-top: 0px; margin-bottom: 0px; border-top: 1px solid rgb(0, 0, 0); line-height: normal;"> </div></td> <td style="vertical-align:bottom"><div style="margin-top: 0px; margin-bottom: 0px; border-top: 1px solid rgb(0, 0, 0); line-height: normal;"> </div></td> <td></td> <td></td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"><div style="margin-top: 0px; margin-bottom: 0px; border-top: 1px solid rgb(0, 0, 0); line-height: normal;"> </div></td> <td style="vertical-align:bottom"><div style="margin-top: 0px; margin-bottom: 0px; border-top: 1px solid rgb(0, 0, 0); line-height: normal;"> </div></td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:bottom"><div style="margin-top: 0pt; margin-bottom: 0pt; margin-left: 1em; text-indent: -1em; font-size: 10pt; font-family: "Times New Roman"; line-height: normal;"><div style="font-weight:bold;display:inline;">Fair value as of December 31, 2022</div></div></td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"><div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="font-weight:bold;display:inline;">$ </td> <td style="vertical-align:bottom;text-align:right;"> 9,343,750 </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> $</div></div></td> <td style="vertical-align:bottom;text-align:right;"><div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="font-weight:bold;display:inline;">2,805,500</div></div></td> <td style="white-space:nowrap;vertical-align:bottom"><div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="font-weight:bold;display:inline;"> </div></div></td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"><div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="font-weight:bold;display:inline;">$ </td> <td style="vertical-align:bottom;text-align:right;"> 12,149,250 </td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="font-size:1px"> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td></td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td></td> <td></td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td></td> <td></td></tr></table> Convertible Promissory Notes – Related Parties The convertible promissory notes were valued using a combination of Black-Scholes and Geske models, which is considered to be primarily a Level 3 fair value measurement input. The estimated fair value of the Promissory Notes was based on the following significant inputs: <table cellpadding="0" cellspacing="0" style="BORDER-COLLAPSE:COLLAPSE; font-family:Times New Roman; font-size:10pt;width:76%;border:0;margin:0 auto;text-indent: 0px;"> <tr style="font-size: 0px;"> <td style="width:65%"></td> <td style="vertical-align:bottom;width:13%"></td> <td></td> <td></td> <td></td> <td></td> <td style="vertical-align:bottom;width:12%"></td> <td></td> <td></td> <td></td> <td></td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:8pt">

<td style="border-bottom:1.00pt solid #000000;vertical-align:bottom;white-space:nowrap"> Inputs </td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td> <td colspan="2" style="border-bottom:1.00pt solid #000000;vertical-align:bottom;text-align:center;"> December 31,
 2021 </td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td> <td colspan="2" style="border-bottom:1.00pt solid #000000;vertical-align:bottom;text-align:center;"> December 31,
 2022 </td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"> Exercise price </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">11.50</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">11.50</td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:top"> Volatility </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">12.9</td> <td style="white-space:nowrap;vertical-align:bottom">% </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">1.2</td> <td style="white-space:nowrap;vertical-align:bottom">% </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"> Expected term to warrant expiration </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">5.4 years</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">5.3 years</td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:top"> Risk-free-rate </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">1.32</td> <td style="white-space:nowrap;vertical-align:bottom">% </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">3.91</td> <td style="white-space:nowrap;vertical-align:bottom">% </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"> Dividend yield </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">0</td> <td style="white-space:nowrap;vertical-align:bottom">% </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">0</td> <td style="white-space:nowrap;vertical-align:bottom">% </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:top"> Stock price </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">9.71</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">10.05</td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr></table> The following table presents the changes in the fair value of the Level 3 Promissory Notes: <table cellpadding="0" cellspacing="0" style="BORDER-COLLAPSE:COLLAPSE; font-family:Times New Roman; font-size:10pt;width:68%;border:0;margin:0 auto"> <tr style="font-size: 0px;"> <td style="width:81%"></td> <td style="vertical-align:bottom;width:6%"></td> <td></td> <td></td> <td></td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top">   Fair value as of December 31, 2020 </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> $</div></div></td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;"><div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="font-weight:bold;display:inline;">— </div></div></td> <td style="white-space:nowrap;vertical-align:bottom"><div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="font-weight:bold;display:inline;"> </div></div></td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:top"><div style="margin-top: 0pt; margin-bottom: 0pt; margin-left: 1em; text-indent: -1em; font-size: 10pt; font-family: "Times New Roman", line-height: normal;">Proceeds received through Convertible Promissory Note on August 11, 2021</div></td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">365,000</td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"> <div style="margin-top: 0pt; margin-bottom: 0pt; margin-left: 1em; text-indent: -1em; font-size: 10pt, font-family: "Times New Roman", line-height: normal;">Initial measurement of fair value of Promissory Note</div></td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">18,323</td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:top"><div style="margin-top: 0pt; margin-bottom: 0pt; margin-left: 1em; text-indent: -1em; font-size: 10pt, font-family: "Times New Roman", line-height: normal;">Proceeds received through Convertible Promissory Note on December 29, 2021</div></td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">800,000</td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"><div style="margin-top: 0pt; margin-bottom: 0pt; margin-left: 1em; text-indent: -1em; font-size: 10pt, font-family: "Times New Roman", line-height: normal;">Initial measurement of fair value of Promissory Note</div></td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">(143,440</td> <td style="white-space:nowrap;vertical-align:bottom">) </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:top"><div style="margin-top: 0pt; margin-bottom: 0pt; margin-left: 1em; text-indent: -1em; font-size: 10pt, font-family: "Times New Roman", line-height: normal;">Change in fair value of Promissory Notes</div></td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">(83,768</td> <td style="white-space:nowrap;vertical-align:bottom">) </td></tr> <tr style="font-size:1px"> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"><div style="margin-top: 0px; margin-bottom: 0px; border-top: 1px solid rgb(0, 0, 0); line-height: normal;"> </div></td> <td style="vertical-align:bottom"><div style="margin-top: 0px; margin-bottom: 0px; border-top: 1px solid rgb(0, 0, 0); line-height: normal;"> </div></td> <td> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"><div style="margin-top: 0pt; margin-bottom: 0pt; margin-left: 1em; text-indent: -1em; font-size: 10pt; font-family: "Times New Roman", line-height: normal;"><div style="font-weight:bold;display:inline;">Fair value as of December 31, 2021</div></div></td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"><div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="font-weight:bold;display:inline;">$ </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;"> 956,115 </td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:top"> Proceeds received through Convertible Promissory Note on March 29, 2022 </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">335,000</td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"> Initial measurement of fair value of Promissory Note </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">(52,126</td> <td style="white-space:nowrap;vertical-align:bottom">) </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:top"> Change in fair value of Promissory Notes </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">170,741</td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="font-size:1px"> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"> Fair value as of December 31, 20 2 2 </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> $ </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;"> 1,409,730 </td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="font-size:1px"> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td> </td></tr></table> There were no transfers in or out of Level 3 from other levels in the fair value hierarchy during the years ended December 31, 2022 and 2021. The following table presents information about the Company's assets and liabilities that are measured at fair value on a recurring basis at December 31, 2022 and 2021, and indicates the fair value hierarchy of the valuation inputs the Company utilized to determine such fair value: <table cellpadding="0" cellspacing="0" style="BORDER-COLLAPSE:COLLAPSE; font-family:Times New Roman; font-size:10pt;width:92%;border:0;margin:0 auto;text-indent: 0px;"> <tr style="font-size: 0px;"> <td style="width:54%"></td> <td style="vertical-align:bottom;width:5%"></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td style="vertical-align:bottom;width:5%"></td> <td></td> <td></td> <td></td> <td></td> <td style="vertical-align:bottom;width:5%"></td> <td></td> <td></td> <td></td> <td></td> <td style="vertical-align:bottom;width:5%"></td> <td></td> <td></td> <td></td> <td></td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:8pt"> <td style="border-bottom:1.00pt solid #000000;vertical-align:bottom;white-space:nowrap"> Description: </td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td> <td colspan="2" style="border-bottom:1.00pt solid #000000;vertical-align:bottom;text-align:center;"> Level </td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td> <td colspan="2" style="border-bottom:1.00pt solid #000000;vertical-align:bottom;text-align:center;"><div style="letter-spacing: 0px; top:

0px;;display:inline;"> December 31,
 2022 </td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td> <td colspan="2" style="border-bottom:1.00pt solid #000000;vertical-align:bottom;text-align:center;"> Level </td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td> <td colspan="2" style="border-bottom:1.00pt solid #000000;vertical-align:bottom;text-align:center;"> December 31,
 2021 </td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"> Assets: </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align: top;"> U.S. Money Market Investing in Treasury Securities Held in Trust Account </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">1</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">290,718,297</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">1</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">287,516,153</td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"> Liabilities: </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:top"> Warrant liability—Public Warrants </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">1</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">1</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">9,343,750</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">1</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">8,625,000</td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"> Warrant liability—Private Warrants </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">3</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">2,805,500</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">3</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">4,022,250</td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:top"><div style="margin-top: 0pt; margin-bottom: 0pt; margin-left: 1em; text-indent: -1em; font-size: 10pt; font-family: "Times New Roman"; line-height: normal;">Convertible Promissory Notes—Related Parties</div></td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">3</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">1,409,730</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">3</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">956,115</td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr>
</table>2907182972875161539343750862500028055004022250140973095611529071829728751615315381250 The following table provides quantitative information regarding Level 3 inputs used to determine the fair values of Private Placement Warrants as of December 31, 2022 and 2021.   <table cellpadding="0" cellspacing="0" style="BORDER-COLLAPSE:COLLAPSE; font-family:Times New Roman; font-size:10pt;width:76%;border:0;margin:0 auto;text-indent: 0px;"> <tr style="font-size: 0px;"> <td style="width:65%"></td> <td style="vertical-align:bottom;width:13%"></td> <td></td> <td></td> <td></td> <td></td> <td style="vertical-align:bottom;width:12%"></td> <td></td> <td></td> <td></td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:8pt"> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td> <td colspan="2" style="border-bottom:1.00pt solid #000000;vertical-align:bottom;text-align:center;"> December 31,
 2021 </td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td> <td colspan="2" style="border-bottom:1.00pt solid #000000;vertical-align:bottom;text-align:center;"> December 31,
 2022 </td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"> Stock price </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">9.72</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">10.05</td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:top"> Strike price </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">11.50</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">11.50</td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"> Term (in years) </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">4.15</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">3.15</td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:top"> Volatility </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">10.8</td> <td style="white-space:nowrap;vertical-align:bottom">% </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">0.0</td> <td style="white-space:nowrap;vertical-align:bottom">% </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"> Risk-free rate </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">1.13</td> <td style="white-space:nowrap;vertical-align:bottom">% </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">4.12</td> <td style="white-space:nowrap;vertical-align:bottom">% </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:top"> Dividend yield </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">0.00</td> <td style="white-space:nowrap;vertical-align:bottom">% </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">0.00</td> <td style="white-space:nowrap;vertical-align:bottom">% </td></tr></table>9.7210.0511.511.54.153.1510.801.134.1200 The following table provides quantitative information regarding Level 3 fair value measurements used to determine the fair value of the Private Placement Warrants, excluding Private Placement Warrants held by FL Co-Investment and Intrepid Financial Partners, as of December 31, 2022 and 2021.   <table cellpadding="0" cellspacing="0" style="BORDER-COLLAPSE:COLLAPSE; font-family:Times New Roman; font-size:10pt;width:76%;border:0;margin:0 auto;text-indent: 0px;"> <tr style="font-size: 0px;"> <td style="width:65%"></td> <td style="vertical-align:bottom;width:13%"></td> <td></td> <td></td> <td></td> <td></td> <td style="vertical-align:bottom;width:12%"></td> <td></td> <td></td> <td></td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:8pt"> <td style="border-bottom:1.00pt solid #000000;vertical-align:bottom;white-space:nowrap"> Inputs </td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td> <td colspan="2" style="border-bottom:1.00pt solid #000000;vertical-align:bottom;text-align:center;"> December 31,
 2021 </td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td> <td colspan="2" style="border-bottom:1.00pt solid #000000;vertical-align:bottom;text-align:center;"> December 31,
 2022 </td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td></tr> <tr style="page-break-

inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"> Stock price </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">9.72</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">10.05</td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:top"> Strike price </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">11.50</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">11.50</td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"> Term (in years) </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">5.42</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">5.25</td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:top"> Volatility </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">10.8</td> <td style="white-space:nowrap;vertical-align:bottom">% </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">0.0</td> <td style="white-space:nowrap;vertical-align:bottom">% </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"> Risk-free rate </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">1.29</td> <td style="white-space:nowrap;vertical-align:bottom">% </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">3.91</td> <td style="white-space:nowrap;vertical-align:bottom">% </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:top"> Dividend yi eld </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">0.00</td> <td style="white-space:nowrap;vertical-align:bottom">% </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">0.00</td> <td style="white-space:nowrap;vertical-align:bottom">% </td></tr></table> 9.7210.0511.511.55.425.2510.801.293.9100 The following table presents the changes in the fair value of warrant liabilities: <table cellpadding="0" cellspacing="0" style="BORDER-COLLAPSE:COLLAPSE; font-family:Times New Roman; font-size:10pt;width:84%;border:0;margin:0 auto;text-indent: 0px;"> <tr style="font-size: 0px;"> <td style="width:53%"></td> <td style="vertical-align:bottom;width:5%"></td> <td></td> <td></td> <td></td> <td></td> <td style="vertical-align:bottom;width:5%"></td> <td></td> <td></td> <td style="vertical-align:bottom;width:5%"></td> <td></td> <td></td> <td></td> <td></td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:8pt"> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td> <td colspan="2" style="border-bottom:1.00pt solid #000000;vertical-align:bottom;text-align:center;"> Public </td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td> <td colspan="2" style="border-bottom:1.00pt solid #000000;vertical-align:bottom;text-align:center;"> Private
 Placement </td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td> <td colspan="2" style="border-bottom:1.00pt solid #000000;vertical-align:bottom;text-align:center;"> Warrant
 Liabilities </td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"> Fair value as of December 31, 2020 </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> $</div></div></td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;"><div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="font-weight:bold;display:inline;">— </div></div></td> <td style="white-space:nowrap;vertical-align:bottom"><div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="font-weight:bold;display:inline;"> </div></div></td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"><div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="font-weight:bold;display:inline;">$ </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;"> — </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> $</div></div></td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;"><div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="font-weight:bold;display:inline;">— </div></div></td> <td style="white-space:nowrap;vertical-align:bottom"><div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="font-weight:bold;display:inline;"> </div></div></td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:top"><div style="margin-top: 0pt; margin-bottom: 0pt; margin-left: 1em; text-indent: -1em; font-size: 10pt; font-family: "Times New Roman"; line-height: normal;">Initial measurement on March 1, 2021</div></td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">12,218,750</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">6,583,625</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">18,802,375</td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"><div style="margin-top: 0pt; margin-bottom: 0pt; margin-left: 1em; text-indent: -1em; font-size: 10pt; font-family: "Times New Roman"; line-height: normal;">Change in valuation inputs or other assumptions</div></td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">(3,593,750</td> <td style="white-space:nowrap;vertical-align:bottom">) </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">(2,561,375</td> <td style="white-space:nowrap;vertical-align:bottom">) </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">(6,155,125</td> <td style="white-space:nowrap;vertical-align:bottom">) </td></tr> <tr style="font-size:1px"> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"><div style="margin-top: 0px; margin-bottom: 0px; border-top: 1px solid rgb(0, 0, 0); line-height: normal;"> </div></td> <td style="vertical-align:bottom"><div style="margin-top: 0px; margin-bottom: 0px; border-top: 1px solid rgb(0, 0, 0); line-height: normal;"> </div></td> <td> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"><div style="margin-top: 0px; margin-bottom: 0px; border-top: 1px solid rgb(0, 0, 0); line-height: normal;"> </div></td> <td style="vertical-align:bottom"><div style="margin-top: 0px; margin-bottom: 0px; border-top: 1px solid rgb(0, 0, 0); line-height: normal;"> </div></td> <td> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"><div style="margin-top: 0px; margin-bottom: 0px; border-top: 1px solid rgb(0, 0, 0); line-height: normal;"> </div></td> <td style="vertical-align:bottom"><div style="margin-top: 0px; margin-bottom: 0px; border-top: 1px solid rgb(0, 0, 0); line-height: normal;"> </div></td> <td> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:bottom"><div style="margin-top: 0pt; margin-bottom: 0pt; margin-left: 1em; text-indent: -1em; font-size: 10pt; font-family: "Times New Roman"; line-height: normal;"><div style="font-weight:bold;display:inline;">Fair value as of December 31, 2021</div></div></td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"><div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="font-weight:bold;display:inline;">$ </td> <td style="vertical-align:bottom;text-align:right;"> 8,625,000 </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> $</div></div></td> <td style="vertical-align:bottom;text-align:right;"><div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="font-weight:bold;display:inline;">4,022,250</div></div></td> <td style="white-space:nowrap;vertical-align:bottom"><div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="font-weight:bold;display:inline;"> </div></div></td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"><div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="font-weight:bold;display:inline;">$ </td> <td style="vertical-align:bottom;text-align:right;"> 12,647,250 </td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"> Change in valuation inputs or other assumptions </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">718,750</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">(1,216,750</td> <td style="white-space:nowrap;vertical-align:bottom">) </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">(498,000</td> <td style="white-space:nowrap;vertical-align:bottom">) </td></tr> <tr style="font-size:1px"> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:bottom"> Fair value as of December 31, 2022 </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> $ </td> <td style="vertical-align:bottom;text-align:right;"> 9,343,750 </td> <td style="white-space:nowrap;vertical-align:bottom"> <div style="font-

weight:bold;display:inline;"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> $</div></div></td> <td style="vertical-align:bottom;text-align:right;"><div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="font-weight:bold;display:inline;">2,805,500</div></div></td> <td style="white-space:nowrap;vertical-align:bottom"><div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="font-weight:bold;display:inline;"> </div></div></td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"><div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="font-weight:bold;display:inline;">$ </td> <td style="vertical-align:bottom;text-align:right;"> 12,149,250 </td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="font-size:1px"> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td> </td> <td style="vertical-align:bottom"> </td> <td> </td></tr></table>000122187506583625188023753593750-2561375-6155125862500040222501264725071875012167504980009343750280550012149250 The convertible promissory notes were valued using a combination of Black-Scholes and Geske models, which is considered to be primarily a Level 3 fair value measurement input. The estimated fair value of the Promissory Notes was based on the following significant inputs: <table cellpadding="0" cellspacing="0" style="BORDER-COLLAPSE:COLLAPSE; font-family:Times New Roman; font-size:10pt;width:76%;border:0;margin:0 auto;text-indent: 0px;"> <tr style="font-size: 0px;"> <td style="width:65%"></td> <td style="vertical-align:bottom;width:13%"></td> <td></td> <td></td> <td></td> <td></td> <td style="vertical-align:bottom;width:12%"></td> <td></td> <td></td> <td></td> <td></td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:8pt"> <td style="border-bottom:1.00pt solid #000000;vertical-align:bottom;white-space:nowrap"> Inputs </td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td> <td colspan="2" style="border-bottom:1.00pt solid #000000;vertical-align:bottom;text-align:center;"> December 31,
  2021 </td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td> <td colspan="2" style="border-bottom:1.00pt solid #000000;vertical-align:bottom;text-align:center;"> December 31,
  2022 </td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"> Exercise price </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">11.50</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">11.50</td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:top"> Volatility </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">12.9</td> <td style="white-space:nowrap;vertical-align:bottom">% </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">1.2</td> <td style="white-space:nowrap;vertical-align:bottom">% </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"> Expected term to warrant expiration </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">5.4 years</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">5.3 years</td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:top"> Risk-free-rate </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">1.32</td> <td style="white-space:nowrap;vertical-align:bottom">% </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">3.91</td> <td style="white-space:nowrap;vertical-align:bottom">% </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"> Dividend yield </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">0</td> <td style="white-space:nowrap;vertical-align:bottom">% </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">0</td> <td style="white-space:nowrap;vertical-align:bottom">% </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:top"> Stock price </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">9.71</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">10.05</td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr></table>11.511.512.91.25.45.31.323.91009.7110.05 The following table presents the changes in the fair value of the Level 3 Promissory Notes: <table cellpadding="0" cellspacing="0" style="BORDER-COLLAPSE:COLLAPSE; font-family:Times New Roman; font-size:10pt;width:68%;border:0;margin:0 auto"> <tr style="font-size: 0px;"> <td style="width:81%"></td> <td style="vertical-align:bottom;width:6%"></td> <td></td> <td></td> <td></td> <td></td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"> Fair value as of December 31, 2020 </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> $</div></div></td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;"><div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="font-weight:bold;display:inline;">— </div></div></td> <td style="white-space:nowrap;vertical-align:bottom"><div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="font-weight:bold;display:inline;"> </div></div></td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:top"><div style="margin-top: 0pt; margin-bottom: 0pt; margin-left: 1em; text-indent: -1em; font-size: 10pt; font-family: "Times New Roman"; line-height: normal;">Proceeds received through Convertible Promissory Note on August 11, 2021</div></td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">365,000</td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"><div style="margin-top: 0pt; margin-bottom: 0pt; margin-left: 1em; text-indent: -1em; font-size: 10pt; font-family: "Times New Roman"; line-height: normal;">Initial measurement of fair value of Promissory Note</div></td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">18,323</td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:top"><div style="margin-top: 0pt; margin-bottom: 0pt; margin-left: 1em; text-indent: -1em; font-size: 10pt; font-family: "Times New Roman"; line-height: normal;">Proceeds received through Convertible Promissory Note on December 29, 2021</div></td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">800,000</td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"><div style="margin-top: 0pt; margin-bottom: 0pt; margin-left: 1em; text-indent: -1em; font-size: 10pt; font-family: "Times New Roman"; line-height: normal;">Initial measurement of fair value of Promissory Note</div></td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">(143,440</td> <td style="white-space:nowrap;vertical-align:bottom">) </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:top"><div style="margin-top: 0pt; margin-bottom: 0pt; margin-left: 1em; text-indent: -1em; font-size: 10pt; font-family: "Times New Roman"; line-height: normal;">Change in fair value of Promissory Notes</div></td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">(83,768</td> <td style="white-space:nowrap;vertical-align:bottom">) </td></tr> <tr style="font-size:1px"> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"><div style="margin-top: 0px; margin-bottom: 0px; border-top: 1px solid rgb(0, 0, 0); line-height: normal;"> </div></td> <td style="vertical-align:bottom"><div style="margin-top: 0px; margin-bottom: 0px; border-top: 1px solid rgb(0, 0, 0); line-height: normal;"> </div></td> <td> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"><div style="margin-top: 0pt; margin-bottom: 0pt; margin-left: 1em; text-indent: -1em; font-size: 10pt; font-family: "Times New Roman"; line-height: normal;"><div style="font-weight:bold;display:inline;">Fair value as of December 31, 2021</div></div></td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"><div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="font-weight:bold;display:inline;">$ </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;"> 956,115 </td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:top"> Proceeds received through Convertible Promissory Note on March 29, 2022 </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">335,000</td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"> Initial measurement of fair value of Promissory Note </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">(52,126</td> <td style="white-space:nowrap;vertical-align:bottom">) </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:top"> Change in fair value of Promissory Notes </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">170,741</td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="font-size:1px"> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"><div style="margin-top: 0pt; margin-bottom: 0pt; margin-left: 1em; text-indent: -1em; font-size:

10pt; font-family: "Times New Roman"; line-height: normal;"> Fair value as of December 31, 20 2 2 </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> $ </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;"> 1,409,730 </td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="font-size:1px"> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td> </td></tr></table>0365000018323800000-143440-837689561153350005212617074114097300 0 NOTE 10 — INCOME TAX The Company follows the asset and liability method of accounting for income taxes under FASB ASC 740, "Income Taxes." Deferred tax assets and liabilities are recognized for the estimated future tax consequences attributable to differences between the financial statements carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that included the enactment date. Valuation allowances are established, when necessary, to reduce deferred tax assets to the amount expected to be realized. After consideration of all of the information available, management believes that significant uncertainty exists with respect to future realization of the deferred tax assets and has therefore established a full valuation allowance. For the year s ended December 31, 2022, and December 31, 2021 , the change in the valuation allowance was $1,210,347 and $349,999. <div style="color: rgb(0, 0, 0); font-family: "Times New Roman"; font-size: 13.3333px; font-style: normal; font-variant-ligatures: normal; font-variant-caps: normal; font-weight: 400; letter-spacing: normal; orphans: 2; text-align: left; text-indent: 0px; text-transform: none; white-space: normal; widows: 2; word-spacing: 0px; -webkit-text-stroke-width: 0px; background-color: rgb(255, 255, 255); text-decoration-thickness: initial; text-decoration-style: initial; text-decoration-color: initial; float: none; display: inline !important; top: 0px;;display:inline;">Internal Revenue Section 195 requires <div style="color: rgb(0, 0, 0); font-family: "Times New Roman"; font-size: 13.3333px; font-style: normal; font-variant-ligatures: normal; font-variant-caps: normal; font-weight: 400; letter-spacing: normal; orphans: 2; text-align: left; text-indent: 0px; text-transform: none; widows: 2; word-spacing: 0px; -webkit-text-stroke-width: 0px; background-color: rgb(255, 255, 255); text-decoration-thickness: initial; text-decoration-style: initial; text-decoration-color: initial; white-space: nowrap; top: 0px;;display:inline;">start-up <div style="color: rgb(0, 0, 0); font-family: "Times New Roman"; font-size: 13.3333px; font-style: normal; font-variant-ligatures: normal; font-variant-caps: normal; font-weight: 400; letter-spacing: normal; orphans: 2; text-align: left; text-indent: 0px; text-transform: none; white-space: normal; widows: 2; word-spacing: 0px; -webkit-text-stroke-width: 0px; background-color: rgb(255, 255, 255); text-decoration-thickness: initial; text-decoration-style: initial; text-decoration-color: initial; float: none; display: inline !important; top: 0px;;display:inline;"> expenditures paid or incurred in connection with investigating the creation or acquisition of an active trade or business to be capitalized for income tax purposes. The capitalized <div style="color: rgb(0, 0, 0); font-family: "Times New Roman"; font-size: 13.3333px; font-style: normal; font-variant-ligatures: normal; font-variant-caps: normal; font-weight: 400; letter-spacing: normal; orphans: 2; text-align: left; text-indent: 0px; text-transform: none; widows: 2; word-spacing: 0px; -webkit-text-stroke-width: 0px; background-color: rgb(255, 255, 255); text-decoration-thickness: initial; text-decoration-style: initial; text-decoration-color: initial; white-space: nowrap; top: 0px;;display:inline;">start-up <div style="color: rgb(0, 0, 0); font-family: "Times New Roman"; font-size: 13.3333px; font-style: normal; font-variant-ligatures: normal; font-variant-caps: normal; font-weight: 400; letter-spacing: normal; orphans: 2; text-align: left; text-indent: 0px; text-transform: none; widows: 2; word-spacing: 0px; -webkit-text-stroke-width: 0px; background-color: rgb(255, 255, 255); text-decoration-thickness: initial; text-decoration-style: initial; text-decoration-color: initial; float: none; display: inline !important; top: 0px;;display:inline;"> expenditures are placed into service in the month in which an active trade or business begins and amortized ratably over 180 months. The <div style="color: rgb(0, 0, 0); font-family: "Times New Roman"; font-size: 13.3333px; font-style: normal; font-variant-ligatures: normal; font-variant-caps: normal; font-weight: 400; letter-spacing: normal; orphans: 2; text-align: left; text-indent: 0px; text-transform: none; widows: 2; word-spacing: 0px; -webkit-text-stroke-width: 0px; background-color: rgb(255, 255, 255); text-decoration-thickness: initial; text-decoration-style: initial; text-decoration-color: initial; white-space: nowrap; top: 0px;;display:inline;">start-up <div style="color: rgb(0, 0, 0); font-family: "Times New Roman"; font-size: 13.3333px; font-style: normal; font-variant-ligatures: normal; font-variant-caps: normal; font-weight: 400; letter-spacing: normal; orphans: 2; text-align: left; text-indent: 0px; text-transform: none; white-space: normal; widows: 2; word-spacing: 0px; -webkit-text-stroke-width: 0px; background-color: rgb(255, 255, 255); text-decoration-thickness: initial; text-decoration-style: initial; text-decoration-color: initial; float: none; display: inline !important; top: 0px;;display:inline;"> expenditures do not include interest, taxes, or research and experimental expenses. The tax calculation for the year ended December 31, 2022 took all of the aforementioned Section 195 guidelines into account. For the years ended December 31, 2022 and December 31, 2021, the provision for income taxes was $757,069 and $0.</div> <div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="background-color: rgb(255, 255, 255); letter-spacing: 0px; top: 0px;;display:inline;"></div></div></div><div style="margin-top:12pt; margin-bottom:0pt; font-size:10pt; font-family:Times New Roman">The Company's net deferred tax assets at December 31, 2022 and 2021 are as follows: </div><div style="font-size: 12pt; margin-top: 0px; margin-bottom: 0px;"> </div> <table cellpadding="0" cellspacing="0" style="BORDER-COLLAPSE:COLLAPSE; font-family:Times New Roman; font-size:10pt;width:76%;border:0;margin:0 auto"> <tr style="font-size: 0px;"> <td style="width:66%"></td> <td style="vertical-align:bottom;width:7%"></td> <td></td> <td></td> <td></td> <td style="vertical-align:bottom;width:7%"></td> <td></td> <td></td> <td></td> <td></td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:8pt"> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td> <td colspan="2" style="border-bottom:1.00pt solid #000000;vertical-align:bottom;text-align:center;"><div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="font-weight:bold;display:inline;">December 31,
 2022</div></div></td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td> <td colspan="2" style="border-bottom:1.00pt solid #000000;vertical-align:bottom;text-align:center;"><div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="font-weight:bold;display:inline;">December 31,
 2021</div></div></td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"><div style="margin-top: 0pt; margin-bottom: 0pt; margin-left: 1em; text-indent: -1em; font-size: 10pt; font-family: "Times New Roman"; line-height: normal;">Deferred tax asset</div></td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align: top;"><div style="text-indent: -1em; font-family: "Times New Roman"; font-size: 10pt; margin-top: 0pt; margin-bottom: 0pt; margin-left: 3em; line-height: normal;"><div style="white-space: nowrap; letter-spacing: 0px; top: 0px;;display:inline;">Start-up/organization</div> costs</div></td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">1,560,694</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">311,152</td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:bottom"><div style="margin-top: 0pt; margin-bottom: 0pt; margin-left: 3em; text-indent: -1em; font-size: 10pt; font-family: "Times New Roman"; line-height: normal;">Net operating loss carryforwards</div></td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"><div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="font-weight:bold;display:inline;"> </div></div></td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;"><div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="font-weight:bold;display:inline;">— </div></div></td> <td style="white-space:nowrap;vertical-align:bottom"><div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="font-weight:bold;display:inline;"> </div></div></td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom;text-align:right;">39,195</td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="font-size:1px"> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"><div style="margin-top: 0px; margin-bottom: 0px; border-top: 1px solid rgb(0, 0, 0); line-height: normal;"> </div></td> <td style="vertical-align:bottom"><div style="margin-top: 0px; margin-bottom: 0px; border-top: 1px solid rgb(0, 0, 0); line-height: normal;"> </div></td> <td> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"><div style="margin-top: 0px; margin-bottom: 0px; border-top: 1px solid rgb(0, 0, 0); line-height: normal;"> </div></td> <td style="vertical-align:bottom"><div style="margin-top: 0px; margin-bottom: 0px; border-top: 1px solid rgb(0, 0, 0); line-height: normal;"> </div></td> <td> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:top"><div style="margin-top: 0pt; margin-bottom: 0pt; margin-left: 1em; text-indent: -1em; font-size: 10pt; font-family: "Times New Roman"; line-height: normal;">Total deferred tax assets</div></td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">1,560,694</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">350,347</td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"><div style="margin-top: 0pt; margin-bottom: 0pt; margin-left: 1em; text-indent: -1em; font-size: 10pt; font-family: "Times New Roman"; line-height: normal;">Valuation allowance</div></td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">(1,560,694</td> <td style="white-space:nowrap;vertical-align:bottom">) </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">(350,347</td> <td style="white-space:nowrap;vertical-align:bottom">) </td></tr> <tr style="font-size:1px"> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"><div style="margin-top: 0px; margin-bottom: 0px; border-top: 1px solid rgb(0, 0, 0); line-height: normal;"> </div></td> <td style="vertical-align:bottom"><div style="margin-top: 0px; margin-bottom: 0px; border-top: 1px solid rgb(0, 0, 0); line-height: normal;"> </div></td> <td> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"><div style="margin-top: 0px; margin-bottom: 0px; border-top: 1px solid rgb(0, 0, 0); line-height: normal;"> </div></td> <td style="vertical-align:bottom"><div style="margin-top: 0px; margin-bottom: 0px; border-top: 1px solid rgb(0, 0, 0); line-height: normal;"> </div></td> <td> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:bottom"><div style="margin-top: 0pt; margin-bottom: 0pt; margin-left: 1em; text-indent: -1em; font-size: 10pt; font-family: "Times New Roman"; line-height: normal;">Deferred tax assets, net of allowance</div></td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"><div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="font-weight:bold;display:inline;">$ </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;"> — </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> $ </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;"> — </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> </tr> <tr style="font-size:1px"> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td> </td></tr></table>   <div style="font-family: "Times New

Roman"; font-size: 10pt; letter-spacing: 0px; top: 0px;;display:inline;"> The income tax provision for the years ended December 31, 2022 and 2021 consists of the following: <table cellpadding="0" cellspacing="0" style="margin: 0px auto; border: 0px currentcolor; width: 76%; font-family: "Times New Roman"; font-size: 10pt; border-collapse: collapse; border-spacing: 0px;;text-indent: 0px;"> <tr style="font-size: 0px;"> <td style="width: 67%;"></td> <td style="width: 10%; vertical-align: bottom;"></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td style="width: 10%; vertical-align: bottom;"></td> <td></td> <td></td> <td></td> <td></td> <td></td> </tr> <tr style="font-family: Times New Roman; font-size: 8pt; page-break-inside: avoid;"> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td> <td colspan="6" style="vertical-align: bottom; border-bottom: 1pt solid rgb(0, 0, 0);;text-align:center;">Years Ended December 31,</td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td> </tr> <tr style="font-family: Times New Roman; font-size: 8pt; page-break-inside: avoid;"> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td> <td colspan="2" style="vertical-align: bottom; border-bottom: 1pt solid rgb(0, 0, 0);;text-align:center;"> 2022 </td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td> <td colspan="2" style="vertical-align: bottom; border-bottom: 1pt solid rgb(0, 0, 0);;text-align:center;"> 2021 </td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td> </tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"> Current </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> </tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:top"> Federal </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">757,069</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">— </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> </tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"> State </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">— </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">— </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> </tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:top"> Deferred </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> </tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"> Federal </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">(1,210,347</td> <td style="white-space:nowrap;vertical-align:bottom">) </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">(349,999</td> <td style="white-space:nowrap;vertical-align:bottom">) </td> </tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:bottom"> State </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;"> — </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;"> — </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> </tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:bottom"> Change in valuation allowance
  </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom;text-align:right;"> 1,210,347 </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom;text-align:right;"> 349,999 </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> </tr> <tr style="font-size:1px"> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom">   </td> <td style="vertical-align:bottom">   </td> <td> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom">   </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom">   </td> <td> </td> <td> </td> </tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:top"> Income tax provision </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">757,069</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">— </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> </tr> <tr style="font-size:1px"> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom">   </td> <td style="vertical-align:bottom">   </td> <td> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom">   </td> <td style="vertical-align:bottom">   </td> <td> </td> <td> </td> </tr> </table>   As of December 31, 2022, and 2021, the Company had zero and $186,642 of U.S. federal net operating loss carryovers available to offset future taxable income. Net operating losses generated do not expire. There were no unrecognized tax benefits as of December 31, 2022 and December 31, 2021. No amounts were accrued for the payment of interest and penalties as of December 31, 2022. The Company is currently not aware of any issues under review that could result in significant payments, accruals or material deviation from its position. The Company files income tax returns in the U.S. federal and state of Texas jurisdictions. The apportionment rate in Texas is currently 0.0%. The Company's tax returns for the year s ended December 31, 2021 and 2020 remain open and subject to examination.
     A reconciliation of the federal income tax rate to the Company's effective tax rate at December 31, 2022 and 2021 is as follows:
    <table cellpadding="0" cellspacing="0" style="margin: 0px auto; border: 0px currentColor; border-image: none; width: 76%; font-family: Times New Roman; font-size: 10pt; border-collapse: collapse;;text-indent: 0px;"> <tr> <td style="width: 71%;"> </td> <td style="width: 11%; vertical-align: bottom;"> </td> <td> </td> <td> </td> <td> </td> <td style="width: 10%; vertical-align: bottom;"> </td> <td> </td> <td> </td> <td> </td> </tr> <tr style="font-family: Times New Roman; font-size: 8pt; page-break-inside: avoid;"> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td> <td colspan="2" style="vertical-align: bottom; border-bottom-color: rgb(0, 0, 0); border-bottom-width: 1pt; border-bottom-style: solid;;text-align:center;"> Years Ended December 31, </td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td> </tr> <tr style="font-family: Times New Roman; font-size: 8pt; page-break-inside: avoid;"> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td> <td colspan="2" style="vertical-align: bottom; border-bottom-color: rgb(0, 0, 0); border-bottom-style: solid;;text-align:center;"> 2022 </td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td> <td colspan="2" style="vertical-align: bottom; border-bottom-color: rgb(0, 0, 0); border-bottom-style: solid;;text-align:center;"> 2021 </td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"><div style="letter-spacing: 0px; top:

0px;;display:inline;"> </td> </tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align: top;"> Income tax at statutory rate </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">21.0</td> <td style="white-space:nowrap;vertical-align:bottom">% </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">21.0</td> <td style="white-space:nowrap;vertical-align:bottom">% </td> </tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align: top;"> Change in valuation allowance </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">(66.0</td> <td style="white-space:nowrap;vertical-align:bottom">)%</td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">8.2</td> <td style="white-space:nowrap;vertical-align:bottom">% </td> </tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"> Fair value of warrant adjustment </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">3.7</td> <td style="white-space:nowrap;vertical-align:bottom">% </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">(29.2</td> <td style="white-space:nowrap;vertical-align:bottom">)% </td> </tr> <tr style="font-size:1px"> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom">   </td> <td style="vertical-align:bottom">   </td> <td></td> <td> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom">   </td> <td style="vertical-align:bottom">   </td> <td> </td> </tr> <tr style="break-inside: avoid; font-family: "Times New Roman"; font-size: 10pt;"> <td style="vertical-align: top; background-color: rgba(255, 255, 255, 0);;background-color:rgba(255, 255, 255, 0);"> Income tax expense </td> <td style="vertical-align: bottom; background-color: rgba(255, 255, 255, 0);;background-color:rgba(255, 255, 255, 0);"> </td> <td style="white-space: nowrap; vertical-align: bottom; background-color: rgba(255, 255, 255, 0);;background-color:rgba(255, 255, 255, 0);"> </td> <td style="white-space: nowrap; vertical-align: bottom; background-color: rgba(255, 255, 255, 0);;text-align:right;background-color:rgba(255, 255, 255, 0);">41.3</td> <td style="white-space: nowrap; vertical-align: bottom; background-color: rgba(255, 255, 255, 0);;background-color:rgba(255, 255, 255, 0);">)%</td> <td style="vertical-align: bottom; background-color: rgba(255, 255, 255, 0);;background-color:rgba(255, 255, 255, 0);"> </td> <td style="white-space: nowrap; vertical-align: bottom; background-color: rgba(255, 255, 255, 0);;background-color:rgba(255, 255, 255, 0);"> </td> <td style="white-space: nowrap; vertical-align: bottom; background-color: rgba(255, 255, 255, 0);;text-align:right;background-color:rgba(255, 255, 255, 0);">0.0</td> <td style="white-space: nowrap; vertical-align: bottom; background-color: rgba(255, 255, 255, 0);;background-color:rgba(255, 255, 255, 0);">% </td> </tr> <tr style="font-size:1px"> <td style="vertical-align: bottom; background-color: rgba(255, 255, 255, 0);;background-color:rgba(255, 255, 255, 0);"> </td> <td style="vertical-align: bottom; background-color: rgba(255, 255, 255, 0);;background-color:rgba(255, 255, 255, 0);"> </td> <td style="vertical-align: bottom; background-color: rgba(255, 255, 255, 0);;background-color:rgba(255, 255, 255, 0);">   </td> <td style="vertical-align: bottom; background-color: rgba(255, 255, 255, 0);;background-color:rgba(255, 255, 255, 0);">   </td> <td style="background-color: rgba(255, 255, 255, 0);;background-color:rgba(255, 255, 255, 0);"> </td> <td style="vertical-align: bottom; background-color: rgba(255, 255, 255, 0);;background-color:rgba(255, 255, 255, 0);"> </td> <td style="vertical-align: bottom; background-color: rgba(255, 255, 255, 0);;background-color:rgba(255, 255, 255, 0);">   </td> <td style="vertical-align: bottom; background-color: rgba(255, 255, 255, 0);;background-color:rgba(255, 255, 255, 0);">   </td> <td style="background-color: rgba(255, 255, 255, 0);;background-color:rgba(255, 255, 255, 0);"> </td> </tr> </table> -1210347-3499997570690 The Company's net deferred tax assets at December 31, 2022 and 2021 are as follows: <table cellpadding="0" cellspacing="0" style="BORDER-COLLAPSE:COLLAPSE; font-family:Times New Roman; font-size:10pt;width:76%;border:0;margin:0 auto"> <tr style="font-size: 0px;"> <td style="width:66%"></td> <td style="vertical-align:bottom;width:7%"></td> <td></td> <td></td> <td></td> <td></td> <td style="vertical-align:bottom;width:7%"></td> <td></td> <td></td> <td></td> <td></td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:8pt"> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td> <td colspan="2" style="border-bottom:1.00pt solid #000000;vertical-align:bottom;text-align:center;"> December 31,
 2022 </td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td> <td colspan="2" style="border-bottom:1.00pt solid #000000;vertical-align:bottom;text-align:center;"> December 31,
 2021 </td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"> Deferred tax asset </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align: top;"> Start-up/organization costs </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">1,560,694</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">311,152</td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:bottom"> Net operating loss carryforwards </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;"> — </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom;text-align:right;">39,195</td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="font-size:1px"> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td></td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:top"> Total deferred tax assets </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">1,560,694</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">350,347</td> <td style="white-space:nowrap;vertical-align:bottom"> </td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"> Valuation allowance </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">(1,560,694</td> <td style="white-space:nowrap;vertical-align:bottom">) </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">(350,347</td> <td style="white-space:nowrap;vertical-align:bottom">) </td></tr> <tr style="font-size:1px"> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td></td> <td> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td></td></tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:bottom"> Deferred tax assets, net of allowance </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> $</div></div></td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;"><div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="font-weight:bold;display:inline;">— </div></div></td> <td style="white-space:nowrap;vertical-align:bottom"><div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="font-weight:bold;display:inline;"> </div></div></td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"><div style="letter-spacing: 0px; top: 0px;;display:inline;"><div style="font-weight:bold;display:inline;">$ </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;"> — </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> </tr> <tr style="font-size:1px"> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td> </td></tr> </table>1560694311152039195156069435034715606943503470 0 The income tax provision for the years ended December 31, 2022 and 2021 consists of the following: <table cellpadding="0" cellspacing="0" style="margin: 0px auto; border: 0px currentcolor; width: 76%; font-family: "Times New Roman"; font-size: 10pt; border-collapse: collapse; border-spacing: 0px;;text-indent: 0px;"> <tr style="font-size: 0px;"> <td style="width: 67%;"></td> <td style="width: 10%; vertical-align: bottom;"></td> <td></td> <td></td> <td></td> <td></td> <td style="width: 10%; vertical-align: bottom;"></td> <td></td> <td></td> <td></td> <td></td></tr> <tr style="font-family: Times New Roman; font-size: 8pt; page-break-inside: avoid;"> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> Years Ended December 31, </td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td> </tr> <tr style="font-family: Times New Roman; font-size: 8pt; page-break-inside: avoid;">

<td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td> <td colspan="2" style="vertical-align: bottom; border-bottom: 1pt solid rgb(0, 0, 0);;text-align:center;"> 2022 </td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td> <td colspan="2" style="vertical-align: bottom; border-bottom: 1pt solid rgb(0, 0, 0);;text-align:center;"> 2021 </td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td> </tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"> Current </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> </tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:top"> Federal </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">757,069</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">— </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> </tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"> State </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">— </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">— </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> </tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:top"> Deferred </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> </tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"> Federal </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">(1,210,347</td> <td style="white-space:nowrap;vertical-align:bottom">) </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">(349,999</td> <td style="white-space:nowrap;vertical-align:bottom">) </td> </tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:bottom"> State </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;"> — </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;"> — </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> </tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:bottom"> Change in valuation allowance
  </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom;text-align:right;"> 1,210,347 </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom;text-align:right;"> 349,999 </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> </tr> <tr style="font-size:1px"> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom">   </td> <td style="vertical-align:bottom">   </td> <td> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom">   </td> <td> </td> </tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align:top"> Income tax provision </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">757,069</td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom">$</td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">— </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> </tr> <tr style="font-size:1px"> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom">   </td> <td style="vertical-align:bottom">   </td> <td> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom">   </td> <td> </td> </tr> </table>   757069000-1210347-34999900-1210347-34999975706900186642000020212020   A reconciliation of the federal income tax rate to the Company's effective tax rate at December 31, 2022 and 2021 is as follows:
      <table cellpadding="0" cellspacing="0" style="margin: 0px auto; border: 0px currentColor; border-image: none; width: 76%; font-family: Times New Roman; font-size: 10pt; border-collapse: collapse;;text-indent: 0px;"> <tr> <td style="width: 71%;"> </td> <td style="width: 11%; vertical-align: bottom;"> </td> <td> </td> <td> </td> <td> </td> <td style="width: 10%; vertical-align: bottom;"> </td> <td> </td> <td> </td> <td> </td> </tr> <tr style="font-family: Times New Roman; font-size: 8pt; page-break-inside: avoid;"> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td> <td colspan="6" style="vertical-align: bottom; border-bottom-color: rgb(0, 0, 0); border-bottom-width: 1pt; border-bottom-style: solid;;text-align:center;"> Years Ended December 31, </td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td> </tr> <tr style="font-family: Times New Roman; font-size: 8pt; page-break-inside: avoid;"> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td> <td colspan="2" style="vertical-align: bottom; border-bottom-color: rgb(0, 0, 0); border-bottom-width: 1pt; border-bottom-style: solid;;text-align:center;"> 2022 </td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td> <td colspan="2" style="vertical-align: bottom; border-bottom-color: rgb(0, 0, 0); border-bottom-width: 1pt; border-bottom-style: solid;;text-align:center;"> 2021 </td> <td style="vertical-align: bottom; padding-bottom: 0.5pt;"> </td> </tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align: top;"> Income tax at statutory rate </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">21.0</td> <td style="white-space:nowrap;vertical-align:bottom">% </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">21.0</td> <td style="white-space:nowrap;vertical-align:bottom">% </td> </tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt"> <td style="vertical-align: top;"> Change in valuation allowance </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">(66.0</td> <td style="white-space:nowrap;vertical-align:bottom">)%</td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">8.2</td> <td style="white-space:nowrap;vertical-align:bottom">% </td> </tr> <tr style="page-break-inside:avoid ; font-family:Times New Roman; font-size:10pt;background-color:#cceeff"> <td style="vertical-align:top"> Fair value of warrant adjustment </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">3.7</td> <td style="white-space:nowrap;vertical-align:bottom">% </td> <td style="vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom"> </td> <td style="white-space:nowrap;vertical-align:bottom;text-align:right;">(29.2</td> <td style="white-space:nowrap;vertical-align:bottom">)% </td> </tr> <tr style="font-size:1px"> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom">   </td> <td style="vertical-align:bottom">   </td> <td> </td> <td style="vertical-align:bottom"> </td> <td style="vertical-align:bottom">   </td> <td> </td> </tr> <tr style="break-inside: avoid; font-

family: "Times New Roman"; font-size: 10pt;"> <td style="vertical-align: top; background-color: rgba(255, 255, 255, 0);;background-color:rgba(255, 255, 255, 0);"> Income tax expense </td> <td style="vertical-align: bottom; background-color: rgba(255, 255, 255, 0);;background-color:rgba(255, 255, 255, 0);"> </td> <td style="white-space: nowrap; vertical-align: bottom; background-color: rgba(255, 255, 255, 0);;background-color:rgba(255, 255, 255, 0);"> </td> <td style="white-space: nowrap; vertical-align: bottom; background-color: rgba(255, 255, 255, 0);;text-align:right;;background-color:rgba(255, 255, 255, 0);">(41.3</td> <td style="white-space: nowrap; vertical-align: bottom; background-color: rgba(255, 255, 255, 0);;background-color:rgba(255, 255, 255, 0);">)%</td> <td style="vertical-align: bottom; background-color: rgba(255, 255, 255, 0);;background-color:rgba(255, 255, 255, 0);"> </td> <td style="white-space: nowrap; vertical-align: bottom; background-color: rgba(255, 255, 255, 0);;background-color:rgba(255, 255, 255, 0);"> </td> <td style="white-space: nowrap; vertical-align: bottom; background-color: rgba(255, 255, 255, 0);;text-align:right;;background-color:rgba(255, 255, 255, 0);">0.0</td> <td style="white-space: nowrap; vertical-align: bottom; background-color: rgba(255, 255, 255, 0);;background-color:rgba(255, 255, 255, 0);">% </td> </tr> <tr style="font-size:1px"> <td style="vertical-align: bottom; background-color: rgba(255, 255, 255, 0);;background-color:rgba(255, 255, 255, 0);"> </td> <td style="vertical-align: bottom; background-color: rgba(255, 255, 255, 0);;background-color:rgba(255, 255, 255, 0);"> </td> <td style="vertical-align: bottom; background-color: rgba(255, 255, 255, 0);;background-color:rgba(255, 255, 255, 0);">   </td> <td style="vertical-align: bottom; background-color: rgba(255, 255, 255, 0);;background-color:rgba(255, 255, 255, 0);">   </td> <td style="background-color: rgba(255, 255, 255, 0);;background-color:rgba(255, 255, 255, 0);"> </td> <td style="vertical-align: bottom; background-color: rgba(255, 255, 255, 0);;background-color:rgba(255, 255, 255, 0);"> </td> <td style="vertical-align: bottom; background-color: rgba(255, 255, 255, 0);;background-color:rgba(255, 255, 255, 0);">   </td> <td style="vertical-align: bottom; background-color: rgba(255, 255, 255, 0);;background-color:rgba(255, 255, 255, 0);">   </td> <td style="background-color: rgba(255, 255, 255, 0);;background-color:rgba(255, 255, 255, 0);"> </td> </tr> </table> 0.210.21-0.660.0820.037-0.292-0.4130 NOTE 11 — SUBSEQUENT EVENTS The Company evaluated subsequent events and transactions that occurred after the balance sheet date up to the date that the financial statements were issued. Based upon this review, the Company, other than as previously described herein or listed below, did not identify any subsequent events that would have required adjustment or disclosure in the financial statements. Q1 2023 Promissory Note . On February 6, 2023, the Company issued an unsecured promissory note to the Sponsor (the "Q1 2023 Promissory Note"), pursuant to which the Company may borrow up to an aggregate principal amount of $535,000 . The Q1 2023 Promissory Note is non-interest bearing and payable on the consummation of the Company's Business Combination. On February 7, 2023, the Q1 2023 Promissory Note was fully drawn down by the Company. Trust Account Liquidation . On February 21, 2023, to mitigate the risk of us being deemed to have been operating as an unregistered investment company (including under the subjective test of Section 3(a)(1)(A) of the Investment Company Act), the investments in U.S. government securities or money market funds held in the Trust Account were liquidated to thereafter be held in cash (which may include an interest bearing demand deposit account at a national bank) until earlier of: (i) the completion of a Business Combination and (ii) the distribution of the funds in the Trust Account to the Company's stockholders.   Extension Amendment . On February 27, 2023, at a special meeting of stockholders, the Company's stockholders voted to approve an amendment (the "Extension Amendment Proposal") to the amended and restated certificate of incorporation to extend the date by which the Company must complete a business combination (the "Extension") from March 1, 2023 to September 1, 2023 (the "Extended Date"). In connection with the Extension, stockholders holding 20,317,255 shares of Class A Common Stock exercised their right to redeem such shares for a pro rata portion of the funds in the Trust Account, representing approximately 70.67% of our issued and outstanding Class A ordinary shares. As a result, $206,121,060 (approximately $10.15 per share) was removed from the Trust Account to pay such redeeming holders on March 2, 2023. Amended Letter Agreement . On March 24, 2023, the Company entered into an amended Letter Agreement, which amended that certain Letter Agreement, dated as of February 24, 2021, by and among the Company, Flame Acquisition Sponsor LLC, FL Co-Investment LLC, Intrepid Financial Partners L.L.C., to increase the amount of convertible promissory notes allowed from up to $ 1,500,000 to up to $ 3,500,000 . Promissory Note Amendments . On March 28, 2023, the Company and Flame Acquisition Sponsor LLC entered into amendments to each of the Q3 2022 Promissory Note, Q4 2022 Promissory Note and Q1 2023 Promissory Note, pursuant to which loans made under such notes are, at the lender's discretion, convertible into warrants of the post-Business Combination entity at a price of $1.00 per warrant. On February 27, 2023, in connection with the Extension, the Company filed an amendment (the "Extension Amendment") to its Amended and Restated Certificate of Incorporation with the Secretary of State of the State of Delaware. The Extension Amendment extends the date by which the Company must consummate its initial business combination from March 1, 2023 to September 1, 2023. 5350002031725507.06720612106010.15150000035000001'

"