0001683168-25-000460S-1 Phio Pharmaceuticals Corp. 20250121202501211639451639451639450 0001683168-25-000460 S-1 55 20250121 20250121 Phio Pharmaceuticals Corp. 0001533040 2834 000000000 DE 1231 S-1 33 333-284381 25542998 11 APEX DRIVE, SUITE 300A PMB 2006 MARLBOROUGH MA 01752 (508) 767-3861 11 APEX DRIVE, SUITE 300A PMB 2006 MARLBOROUGH MA 01752 RXi Pharmaceuticals Corp 20111019 S-1 1 phio_s1.htm S-1 Phio Pharmaceuticals Corp. S-1 false 0001533040 0001533040 2024-01-01 2024-09-30 0001533040 2024-09-30 0001533040 2023-12-31 0001533040 2024-07-01 2024-09-30 0001533040 2023-07-01 2023-09-30 0001533040 2023-01-01 2023-09-30 0001533040 PHIO:PreferredStockSeriesDMember 2023-12-31 0001533040 us-gaap:CommonStockMember 2023-12-31 0001533040 us-gaap:AdditionalPaidInCapitalMember 2023-12-31 0001533040 us-gaap:RetainedEarningsMember 2023-12-31 0001533040 PHIO:PreferredStockSeriesDMember 2024-03-31 0001533040 us-gaap:CommonStockMember 2024-03-31 0001533040 us-gaap:AdditionalPaidInCapitalMember 2024-03-31 0001533040 us-gaap:RetainedEarningsMember 2024-03-31 0001533040 2024-03-31 0001533040 PHIO:PreferredStockSeriesDMember 2024-06-30 0001533040 us-gaap:CommonStockMember 2024-06-30 0001533040 us-gaap:AdditionalPaidInCapitalMember 2024-06-30 0001533040 us-gaap:RetainedEarningsMember 2024-06-30 0001533040 2024-06-30 0001533040 PHIO:PreferredStockSeriesDMember 2022-12-31 0001533040 us-gaap:CommonStockMember 2022-12-31 0001533040 us-gaap:AdditionalPaidInCapitalMember 2022-12-31 0001533040 us-gaap:RetainedEarningsMember 2022-12-31 0001533040 2022-12-31 0001533040 PHIO:PreferredStockSeriesDMember 2023-03-31 0001533040 us-gaap:CommonStockMember 2023-03-31 0001533040 us-gaap:AdditionalPaidInCapitalMember 2023-03-31 0001533040 us-gaap:RetainedEarningsMember 2023-03-31 0001533040 2023-03-31 0001533040 PHIO:PreferredStockSeriesDMember 2023-06-30 0001533040 us-gaap:CommonStockMember 2023-06-30 0001533040 us-gaap:AdditionalPaidInCapitalMember 2023-06-30 0001533040 us-gaap:RetainedEarningsMember 2023-06-30 0001533040 2023-06-30 0001533040 PHIO:PreferredStockSeriesDMember 2024-01-01 2024-03-31 0001533040 us-gaap:CommonStockMember 2024-01-01 2024-03-31 0001533040 us-gaap:AdditionalPaidInCapitalMember 2024-01-01 2024-03-31 0001533040 us-gaap:RetainedEarningsMember 2024-01-01 2024-03-31 0001533040 2024-01-01 2024-03-31 0001533040 PHIO:PreferredStockSeriesDMember 2024-04-01 2024-06-30 0001533040 us-gaap:CommonStockMember 2024-04-01 2024-06-30 0001533040 us-gaap:AdditionalPaidInCapitalMember 2024-04-01 2024-06-30 0001533040 us-gaap:RetainedEarningsMember 2024-04-01 2024-06-30 0001533040 2024-04-01 2024-06-30 0001533040 PHIO:PreferredStockSeriesDMember 2024-07-01 2024-09-30 0001533040 us-gaap:CommonStockMember 2024-07-01 2024-09-30 0001533040 us-gaap:AdditionalPaidInCapitalMember 2024-07-01 2024-09-30 0001533040 us-gaap:RetainedEarningsMember 2024-07-01 2024-09-30 0001533040 PHIO:PreferredStockSeriesDMember 2023-01-01 2023-03-31 0001533040 us-gaap:CommonStockMember 2023-01-01 2023-03-31 0001533040 us-gaap:AdditionalPaidInCapitalMember 2023-01-01 2023-03-31 0001533040 us-gaap:RetainedEarningsMember 2023-01-01 2023-03-31 0001533040 2023-01-01 2023-03-31 0001533040 PHIO:PreferredStockSeriesDMember 2023-04-01 2023-06-30 0001533040 us-gaap:CommonStockMember 2023-04-01 2023-06-30 0001533040 us-gaap:AdditionalPaidInCapitalMember 2023-04-01 2023-06-30 0001533040 us-gaap:RetainedEarningsMember 2023-04-01 2023-06-30 0001533040 2023-04-01 2023-06-30 0001533040 PHIO:PreferredStockSeriesDMember 2023-07-01 2023-09-30 0001533040 us-gaap:CommonStockMember 2023-07-01 2023-09-30 0001533040 us-gaap:AdditionalPaidInCapitalMember 2023-07-01 2023-09-30 0001533040 us-gaap:RetainedEarningsMember 2023-07-01 2023-09-30 0001533040 PHIO:PreferredStockSeriesDMember 2024-09-30 0001533040 us-gaap:CommonStockMember 2024-09-30 0001533040 us-gaap:AdditionalPaidInCapitalMember 2024-09-30 0001533040 us-gaap:RetainedEarningsMember 2024-09-30 0001533040 PHIO:PreferredStockSeriesDMember 2023-09-30 0001533040 us-gaap:CommonStockMember 2023-09-30 0001533040 us-gaap:AdditionalPaidInCapitalMember 2023-09-30 0001533040 us-gaap:RetainedEarningsMember 2023-09-30 0001533040 2023-09-30 0001533040 2024-07-04 2024-07-05 0001533040 PHIO:ClinicalCoDevelopmentAgreementMember PHIO:AgonOxMember 2024-09-30 0001533040 PHIO:ClinicalCoDevelopmentAgreementMember PHIO:AgonOxMember 2024-07-01 2024-09-30 0001533040 PHIO:ClinicalCoDevelopmentAgreementMember PHIO:AgonOxMember 2024-01-01 2024-09-30 0001533040 PHIO:ClinicalCoDevelopmentAgreementMember PHIO:AgonOxMember 2023-07-01 2023-09-30 0001533040 PHIO:ClinicalCoDevelopmentAgreementMember PHIO:AgonOxMember 2023-01-01 2023-09-30 0001533040 us-gaap:CashAndCashEquivalentsMember 2024-09-30 0001533040 us-gaap:CashAndCashEquivalentsMember us-gaap:FairValueInputsLevel1Member 2024-09-30 0001533040 us-gaap:CashAndCashEquivalentsMember us-gaap:FairValueInputsLevel2Member 2024-09-30 0001533040 us-gaap:CashAndCashEquivalentsMember us-gaap:FairValueInputsLevel3Member 2024-09-30 0001533040 us-gaap:FairValueInputsLevel1Member 2024-09-30 0001533040 us-gaap:FairValueInputsLevel2Member 2024-09-30 0001533040 us-gaap:FairValueInputsLevel3Member 2024-09-30 0001533040 us-gaap:PropertySubjectToOperatingLeaseMember 2024-03-01 0001533040 us-gaap:PropertySubjectToOperatingLeaseMember 2024-02-29 2024-03-01 0001533040 us-gaap:PropertySubjectToOperatingLeaseMember 2024-01-01 2024-09-30 0001533040 us-gaap:PropertySubjectToOperatingLeaseMember PHIO:LaboratoryFacilityMember 2024-07-01 2024-09-30 0001533040 us-gaap:PropertySubjectToOperatingLeaseMember PHIO:LaboratoryFacilityMember 2024-01-01 2024-09-30 0001533040 us-gaap:PropertySubjectToOperatingLeaseMember 2024-09-30 0001533040 PHIO:May2024FinancingMember 2024-05-16 0001533040 PHIO:May2024FinancingMember 2024-05-15 2024-05-16 0001533040 PHIO:July2024FinancingMember 2024-07-11 0001533040 PHIO:July2024FinancingMember PHIO:SeriesCWarrantsMember 2024-07-11 0001533040 PHIO:July2024FinancingMember PHIO:SeriesDWarrantsMember 2024-07-11 0001533040 PHIO:July2024FinancingMember 2024-07-10 2024-07-11 0001533040 PHIO:EquityClassifiedWarrantsMember 2024-07-01 2024-07-31 0001533040 PHIO:PlacementAgentWarrantsMember 2024-07-01 2024-07-31 0001533040 PHIO:July2024AbeyanceSharesMember PHIO:July2024InducementLetterAgreementMember 2024-07-31 0001533040 PHIO:July2024AbeyanceSharesMember PHIO:July2024InducementLetterAgreementMember 2024-07-01 2024-09-30 0001533040 PHIO:April2023FinancingMember 2023-04-19 2023-04-20 0001533040 PHIO:April2023FinancingMember 2023-04-20 0001533040 PHIO:April2023FinancingMember PHIO:SeriesAWarrantsMember 2023-04-20 0001533040 PHIO:April2023FinancingMember PHIO:SeriesBWarrantsMember 2023-04-20 0001533040 PHIO:April2023FinancingMember PHIO:PlacementAgentWarrantsMember 2023-04-20 0001533040 PHIO:April2023FinancingMember PHIO:WarrantAmendmentAgreementsMember PHIO:PreviouslyIssuedWarrantsMember 2023-04-19 2023-04-20 0001533040 PHIO:April2023FinancingMember PHIO:WarrantAmendmentAgreementsMember PHIO:PreviouslyIssuedWarrantsMember 2023-04-20 0001533040 PHIO:June2023FinancingMember PHIO:RegisteredSharesMember 2023-06-01 2023-06-02 0001533040 PHIO:June2023FinancingMember PHIO:UnregisteredSharesMember 2023-06-01 2023-06-02 0001533040 PHIO:June2023FinancingMember PHIO:UnregisteredSharesMember 2023-06-02 0001533040 PHIO:June2023FinancingMember PHIO:UnregisteredPreFundedWarrantsMember 2023-06-02 0001533040 PHIO:June2023FinancingMember PHIO:SeriesAWarrantsMember 2023-06-02 0001533040 PHIO:June2023FinancingMember PHIO:SeriesBWarrantsMember 2023-06-02 0001533040 PHIO:June2023FinancingMember PHIO:PlacementAgentWarrantsMember 2023-06-02 0001533040 PHIO:June2023FinancingMember 2023-06-01 2023-06-02 0001533040 PHIO:June2023PrefundedWarrantsMember 2023-07-01 2023-09-30 0001533040 PHIO:July2024AbeyanceSharesMember PHIO:July2024InducementLetterAgreementMember 2024-01-01 2024-09-30 0001533040 PHIO:June2023PrefundedWarrantsMember 2023-01-01 2023-09-30 0001533040 us-gaap:WarrantMember 2023-12-31 0001533040 us-gaap:WarrantMember 2024-01-01 2024-09-30 0001533040 us-gaap:WarrantMember 2024-09-30 0001533040 us-gaap:RestrictedStockUnitsRSUMember PHIO:EmployeesMember 2024-01-01 2024-09-30 0001533040 us-gaap:RestrictedStockUnitsRSUMember 2023-07-01 2023-09-30 0001533040 us-gaap:RestrictedStockUnitsRSUMember 2023-01-01 2023-09-30 0001533040 us-gaap:RestrictedStockUnitsRSUMember 2024-07-01 2024-09-30 0001533040 us-gaap:RestrictedStockUnitsRSUMember 2024-01-01 2024-09-30 0001533040 us-gaap:EmployeeStockOptionMember PHIO:EmployeesMember 2024-01-01 2024-09-30 0001533040 us-gaap:EmployeeStockOptionMember PHIO:NonEmployeeMembersMember 2024-01-01 2024-09-30 0001533040 us-gaap:EmployeeStockOptionMember 2024-01-01 2024-09-30 0001533040 us-gaap:EmployeeStockOptionMember 2023-07-01 2023-09-30 0001533040 us-gaap:RestrictedStockUnitsRSUMember 2023-12-31 0001533040 us-gaap:RestrictedStockUnitsRSUMember 2024-09-30 0001533040 us-gaap:EmployeeStockOptionMember 2023-12-31 0001533040 us-gaap:EmployeeStockOptionMember 2024-09-30 0001533040 us-gaap:ResearchAndDevelopmentExpenseMember 2024-07-01 2024-09-30 0001533040 us-gaap:ResearchAndDevelopmentExpenseMember 2023-07-01 2023-09-30 0001533040 us-gaap:ResearchAndDevelopmentExpenseMember 2024-01-01 2024-09-30 0001533040 us-gaap:ResearchAndDevelopmentExpenseMember 2023-01-01 2023-09-30 0001533040 us-gaap:GeneralAndAdministrativeExpenseMember 2024-07-01 2024-09-30 0001533040 us-gaap:GeneralAndAdministrativeExpenseMember 2023-07-01 2023-09-30 0001533040 us-gaap:GeneralAndAdministrativeExpenseMember 2024-01-01 2024-09-30 0001533040 us-gaap:GeneralAndAdministrativeExpenseMember 2023-01-01 2023-09-30 0001533040 PHIO:StockOptionsMember 2024-01-01 2024-09-30 0001533040 PHIO:StockOptionsMember 2023-01-01 2023-09-30 0001533040 us-gaap:RestrictedStockUnitsRSUMember 2024-01-01 2024-09-30 0001533040 us-gaap:RestrictedStockUnitsRSUMember 2023-01-01 2023-09-30 0001533040 us-gaap:WarrantMember 2024-01-01 2024-09-30 0001533040 us-gaap:WarrantMember 2023-01-01 2023-09-30 iso4217:USD xbrli:shares iso4217:USD xbrli:shares xbrli:pure utr:sqft Table of Contents As filed with the Securities and Exchange Commission on January 21, 2025 Â Registration No. 333-Â Â Â Â Â Â Â Â Â Â Â Â UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 Â FORM S-1 REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933 Â PHIO PHARMACEUTICALS CORP. (Exact name of Registrant as specified in its charter) Â Delaware (State or other jurisdiction of incorporation or organization) Â 2834 (Primary Standard Industrial Classification Code Number) Â 45-3215903 (I.R.S. Employer Identification Number) Â 11 Apex Drive, Suite 300A, PMB 2006 Marlborough, Massachusetts 01752 (508) 767-3861 (Address, including zip code, and telephone number, including area code, of Registrantâ€™s principal executive offices) Â Robert J. Bitterman President & CEO Phio Pharmaceuticals Corp. 11 Apex Drive, Suite 300A, PMB 2006 Marlborough, Massachusetts 01752 (508) 767-3861 (Name, address, including zip code, and telephone number, including area code, of agent for service) Â Copies to: Â Steven J. Abrams, Esq. Hogan Lovells US LLP 1735 Market Street, Suite 2300 Philadelphia, Pennsylvania 19103 (267) 675-4600 Â Approximate date of commencement of proposed sale to the public: From time to time after the effective date of this Registration Statement. Â If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box. â˜’ Â If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. â˜ Â If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. â˜ Â If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. â˜ Â Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, 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 company,â€ and â€œemerging growth companyâ€ in Rule 12b-2 of the Exchange Act. Â LargeÂ acceleratedÂ filer Â â˜ AcceleratedÂ filer Â Â â˜ Non-accelerated filer Â â˜’ SmallerÂ reportingÂ company Â Â â˜’ Â Â EmergingÂ growthÂ company Â Â â˜ Â If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.Â Â Â 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 Section 8(a) of the Securities Act of 1933, as amended, or until the registration statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine. Â Â Â Â Â Â Â The information in this preliminary prospectus is not complete and may be changed. These securities may not be sold until the registration statement filed with the Securities and Exchange Commission is effective. This preliminary prospectus is not an offer to sell these securities, and it is not soliciting an offer to buy these securities in any jurisdiction where the offer or sale is not permitted. Â Subject to completion, dated January 21, 2025 Â Preliminary Prospectus Â Up to 5,930,016 Shares of Common Stock Â Pursuant to this prospectus, the selling stockholders identified herein (the â€œSelling Stockholdersâ€) are offering on a resale basis an aggregate of up to 5,930,016 shares of common stock of Phio Pharmaceuticals Corp. (the â€œCompany,â€ â€œwe,â€ â€œusâ€ or â€œourâ€), par value $0.0001 per share (the â€œCommon Stock) consisting of (a) up to 437,192 shares of Common Stock that are issuable upon exercise of warrants with a five year term (the â€œSeries E Warrantsâ€) purchased pursuant to a securities purchase agreement by and among the Company and certain of the Selling Stockholders, dated December 19, 2024, (b) up to 240,000 shares of Common Stock that are issuable upon exercise of warrants with a five year term (the â€œSeries F Warrantsâ€) purchased pursuant to a securities purchase agreement by and among the Company and certain of the Selling Stockholders, dated December 23, 2024, (c) up to 2,127,340 shares of Common Stock that are issuable upon exercise of warrants with a twenty-four month term (the â€œSeries G Warrantsâ€) purchased pursuant to a securities purchase agreement by and among the Company and certain of the Selling Stockholders, dated January 13, 2025, (d) up to 1,666,670 shares of Common Stock that are issuable upon exercise of warrants with a twenty-four month term (the â€œSeries H Warrantsâ€) purchased pursuant to a securities purchase agreement by and among the Company and certain of the Selling Stockholders, dated January 14, 2025, (e) up to 1,220,000 shares of Common Stock that are issuable upon exercise of warrants with a twenty-four month term (the â€œSeries I Warrantsâ€) purchased pursuant to a securities purchase agreement by and among the Company and certain of the Selling Stockholders, dated January 16, 2025 and (f) up to 238,814 shares of Common Stock that are issuable upon the exercise of certain warrants (together with the Series E Warrants, the Series F Warrants, the Series G Warrants, the Series H Warrants and the Series I Warrants, the â€œWarrantsâ€) issued to our placement agent pursuant to an engagement letter in connection with the offerings described herein. Â We will not receive any of the proceeds from the sale by the Selling Stockholders of the Common Stock covered by this prospectus. Upon any exercise of the Warrants by payment of cash, however, we will receive the exercise price of the Warrants, which, if exercised in cash with respect to the 5,930,016 shares of Common Stock offered hereby, would result in gross proceeds to us of approximately $17.5 million. However, we cannot predict when and in what amounts or if the Warrants will be exercised by payments of cash and it is possible that the Warrants may expire and never be exercised, in which case we would not receive any cash proceeds. Â The Selling Stockholders may sell or otherwise dispose of the Common Stock covered by this prospectus in a number of different ways and at varying prices. We provide more information about how the Selling Stockholders may sell or otherwise dispose of the Common Stock covered by this prospectus in the section entitled â€œPlan of Distributionâ€ on page 50. Discounts, concessions, commissions and similar selling expenses attributable to the sale of Common Stock covered by this prospectus will be borne by the Selling Stockholders. We will pay all expenses (other than discounts, concessions, commissions and similar selling expenses) relating to the registration of the Common Stock with the Securities and Exchange Commission (the â€œSECâ€). Â Our Common Stock is listed on The Nasdaq Capital Market under the symbol â€œPHIO.â€ On January 17, 2025, the last reported sale price of our Common Stock on The Nasdaq Capital Market was $2.77 per share. Â Investing in our securities involves a high degree of risk. Before making any investment in these securities, you should consider carefully the risks and uncertainties described in the section entitled â€œRisk Factorsâ€ beginning on page 10 of this prospectus. Â Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense. Â The date of this prospectus isÂ Â Â Â Â Â Â Â Â Â Â Â , 2025 Â Â Â Â Â Â Â TABLE OF CONTENTS Â Page Â ABOUT THIS PROSPECTUS 1 CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS 2 Prospectus Summary 3 THE OFFERING 8 RISK FACTORS 10 Use of Proceeds 21 DIVIDEND POLICY 21 DETERMINATION OF OFFERING PRICE 21 MARKET INFORMATION 21 HOLDERS 21 BuSINESS 22 Managementâ€™s discussion and analysis 29 Management 39 DIRECTOR AND EXECUTIVE OFFICER COMPENSATION 42 SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT 46 SELLING STOCKHOLDERS 48 PLAN OF DISTRIBUTION 50 DESCRIPTION OF SECURITIES TO BE REGISTERED 52 LEGAL MATTERS 54 EXPERTS 54 Where You Can Find More Information 54 INDEX TO FINANCIAL STATEMENTS 55 Â Â Â Â Â Â Â Â ABOUT THIS PROSPECTUS Â This prospectus relates to the resale by the Selling Stockholders identified in this prospectus under the caption â€œSelling Stockholders,â€ from time to time, of up to an aggregate of 5,930,016 shares of Common Stock. We are not selling any shares of Common Stock under this prospectus, and we will not receive any proceeds from the sale of shares of Common Stock offered hereby by the Selling Stockholders, although we may receive cash from the exercise of the Warrants. Â You should rely only on the information provided in this prospectus. We have not authorized anyone to provide you with any other information and we take no responsibility for, and can provide no assurances as to the reliability of, any other information that others may give you. The information contained in this prospectus speaks only as of the date set forth on the cover page and may not reflect subsequent changes in our business, financial condition, results of operations and prospects. Â We are not,

and the Selling Stockholders are not, making offers to sell these securities in any jurisdiction in which an offer or solicitation is not authorized or permitted or in which the person making such offer or solicitation is not qualified to do so or to any person to whom it is unlawful to make such an offer or solicitation. You should read this prospectus in its entirety before making an investment decision. You should also read and consider the information in the documents to which we have referred you in the section entitled â€œWhere You Can Find More Informationâ€ below, including the registration statement and the other reports we file with the SEC. Â In this prospectus, unless otherwise noted, (1) the term â€œPhioâ€ refers to Phio Pharmaceuticals Corp. and our subsidiary, MirImmune, LLC and (2) the terms â€œCompany,â€ â€œwe,â€ â€œusâ€ and â€œourâ€ refer to the ongoing business operations of Phio and MirImmune, LLC, whether conducted through Phio or MirImmune, LLC. Â Â Â Â Â 1Â Â Â CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS Â This prospectus contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements can be identified by words such as â€œintends,â€ â€œbelieves,â€ â€œanticipates,â€ â€œindicates,â€ â€œplans,â€ â€œexpects,â€ â€œsuggests,â€ â€œmay,â€ â€œwould,â€ â€œshould,â€ â€œpotential,â€ â€œdesigned to,â€ â€œwill,â€ â€œongoing,â€ â€œestimate,â€ â€œforecast,â€ â€œtarget,â€ â€œpredict,â€ â€œcould,â€ and similar references, although not all forward-looking statements contain these words. Forward-looking statements are neither historical facts nor assurances of future performance. These statements are based only on our current beliefs, expectations and assumptions regarding the future of our business, future plans and strategies, projections, anticipated events and trends, the economy and other future conditions. Because forward-looking statements relate to the future, they are subject to inherent uncertainties, risks and changes in circumstances that are difficult to predict and many of which are outside of our control. Risks that could cause actual results to vary from expected results expressed in our forward-looking statements include, but are not limited to:â€¯Â Â â€¯Â Â· we are dependent on the success of our INTASYLâ„¢ technology, and our product candidates based on this technology, which is unproven and may never lead to approved and marketable products; â€¯Â Â· our product candidates are in an early stage of development and we may fail, experience significant delays, never advance in clinical development or not be successful in our efforts to identify or discover additional product candidates, which may materially and adversely impact our business; â€¯Â Â· if we experience delays or difficulties in identifying and enrolling subjects in clinical trials, it may lead to delays in generating clinical data and the receipt of necessary regulatory approvals; â€¯Â Â· topline data may not accurately reflect or may materially differ from the complete results of a clinical trial; â€¯Â Â· we rely upon third parties for the manufacture of the clinical supply for our product candidates; Â Â· our business and operations would suffer in the event of computer system failures, cyberattacks or a deficiency in our cybersecurity; â€¯Â Â· we are dependent on the patents we own and the technologies we license, and if we fail to maintain our patents or lose the right to license such technologies, our ability to develop new products would be harmed; â€¯Â Â· we will require substantial additional funds to complete our research and development activities;Â â€¯Â Â· future financing may be obtained through, and future development efforts may be paid for by, the issuance of debt or equity, which may have an adverse effect on our stockholders or may otherwise adversely affect our business; Â Â· we may not be able to maintain compliance with the continued listing requirements of The Nasdaq Capital Market; and â€¯Â Â· the price of our common stock has been and may continue to be volatile. Â The risks set forth above are not exhaustive and additional factors, including those identified in this prospectus under the heading â€œRisk Factors,â€ for reasons described elsewhere in this prospectus and in other filings Phio Pharmaceuticals Corp. periodically makes with the Securities and Exchange Commission, including the other risks identified in Item 1A. Risk Factors in our Annual Report on Form 10-K for the year ended December 31, 2023 and our subsequent Quarterly Reports on Form 10-Q, could adversely affect our business and financial performance. Therefore, you should not rely unduly on any of these forward-looking statements. Forward-looking statements contained in this prospectus speak as of the date hereof and Phio Pharmaceuticals Corp. does not undertake to update any of these forward-looking statements to reflect a change in its views or events or circumstances that occur after the date of this report, except as required by law. Â Â Â 2Â Â Â Â Prospectus Summary Â The following summary highlights certain information contained elsewhere in this prospectus. This summary provides an overview of selected information and does not contain all of the information you should consider in making your investment decision. Therefore, you should read the entire prospectus carefully before investing in our securities. Investors should carefully consider the information set forth under â€œRisk Factorsâ€ beginning on page 10 of this prospectus and the financial statements and other information in this prospectus. Â Overview Â Phio (â€œPhioâ€, â€œweâ€, â€œourâ€, or the â€œCompanyâ€) is a clinical stage biotechnology company whose proprietary INTASYLÂ® small interfering RNA gene silencing technology is designed to make immune cells more effective in killing tumor cells. We are developing therapeutics that are designed to leverage INTASYL to precisely target specific proteins that reduce the bodyâ€™s ability to fight cancer, without the need for specialized formulations or drug delivery systems. We are committed to discovering and developing innovative cancer treatments for patients by creating new pathways toward a cancer-free future. Â Â INTASYL Technology Â Overall, RNA is involved in the synthesis, regulation and expression of proteins. RNA takes the instructions from DNA and turns those instructions into proteins within the bodyâ€™s cells. RNA interference, or RNAi, is a biological process that inhibits the expression of genes or the production of proteins. Diseases are often related to the incorrect protein being made, excessive amounts of a specific protein being made, or the correct protein being made, but at the wrong location or time. RNAi offers a novel approach to drug development because RNAi compounds can be designed to silence any one of the thousands of human genes, many of which are considered â€œundruggableâ€ by traditional therapeutics. Â Our development efforts are based on our proprietary INTASYL small interfering RNA technology. It is a patented technology from which specific patented compounds are developed. INTASYL compounds are comprised of a unique sequence of chemically modified nucleotides (modified small interfering RNA, or siRNAs) that target a broad range of cell types and tissues. The compounds are designed to effectively silence genes that tumors use to evade the immune system. Â Since the initial discovery of RNAi, drug delivery has been the primary challenge in developing RNAi-based therapeutics. Other siRNA technologies require cell targeting chemical conjugates which limit delivery to specific cell types. INTASYL is based on proprietary chemistry that is designed to maximize the activity and adaptability of the compound and is unique in that it can be delivered to any cell type or tissue without the need to modify the chemistry. This is designed to eliminate the need for formulations or delivery systems (for example, nanoparticles or electroporation). This provides efficient, spontaneous, cellular uptake with potent, long-lasting intracellular activity. Â We believe that our INTASYL technology provides the following benefits including, but not limited to: Â Â Â· Ability to target a broad range of cell types and tissues; Â Â· Ability to target both intracellular and extracellular protein targets; Â Â· Efficient uptake by target cells, avoiding the need for assisted delivery; Â Â· Sustained, or long-term, effect in vivo; Â Â· Ability to target multiple genes in one drug product; Â Â· Favorable clinical safety profile with local administration; and Â Â· Readily manufactured under current good manufacturing practices. Â Â PH-762 Â PH-762 is an INTASYL compound designed to reduce the expression of cell death protein 1 (â€œPD-1â€). PD-1 is a protein that inhibits T cellsâ€™ ability to kill cancer cells and is a clinically validated target in immunotherapy. Decreasing the expression of PD-1 can thereby increase the capacity of T cells, which protect the body from cancer cells and infections, to kill cancer cells. Â Â Â Â Â 3Â Â Â Â Â Our preclinical studies have demonstrated that direct-to-tumor application of PH-762 resulted in potent anti-tumoral effects and have shown that direct-to-tumor treatment with PH-762 inhibits tumor growth in a dose dependent fashion in PD-1 responsive and refractory models. Importantly, direct-to-tumoral administration of PH-762 resulted in activity against distant untreated tumors, indicative of a systemic anti-tumor response. We believe these data further support the potential for PH-762 to provide a strong local immune response without the dose immune-related adverse effects seen with systemic antibody therapy. Â PH-762 is currently being evaluated in a U.S. multi-center Phase 1b dose-escalating clinical trial through the intratumoral injection of PH-762 for the treatment of patients with cutaneous squamous cell carcinoma, melanoma and Merkel cell carcinoma. The trial (NCT 06014086) is designed to evaluate the safety and tolerability of neoadjuvant use of intratumorally injected PH-762, assess the tumor response, and determine the dose or dose range for continued study of PH-762 and is expected to enroll up to 30 patients. In November 2023, we announced the dosing of the first patient under a previously cleared Investigational New Drug (â€œINDâ€) application by the U.S. Food and Drug Administration, and the trial is currently open for the continued enrollment of patients. In May and December 2024, respectively, a Safety Monitoring Committee (SMC) reviewed data from the first and second dose cohorts treated with PH-762 and in both instances recommended the escalation to the next dose concentration. A total of seven (7) patients with cutaneous carcinomas have been enrolled in dose cohorts 1 and 2. The second cohort enrolled a total of 4 patients who were diagnosed with cutaneous squamous cell carcinoma. At Day 36 (tumor excision), while patients in the first cohort had stable disease, a complete response (100% tumor clearance) was reported for 2 patients with cutaneous squamous cell carcinoma. Partial response (90% tumor clearance) was reported for 1 patient with cutaneous squamous cell carcinomaÂ and 1 patient had stable disease, having not progressed. Â Intratumoral injection of PH-762 has been well tolerated in all patients enrolled in the trial to date. There were no dose-limiting toxicities or clinically relevant treatment-emergent adverse effects in the patients receiving intratumoral PH-762. The trial is open for the continued enrollment of patients and expects to complete enrollment of patients in the third quarter of 2025. Â Due to INTASYLâ€™s ease of administration, we have shown that our compounds can easily be incorporated into current adoptive cell therapy (ACT) manufacturing processes. In ACT, immune cells such as T cells, Natural killer cells or dendritic cells are taken from a patient or donor's blood or tumor tissue, grown in large numbers ex vivo, and then given back to the patient to help the immune system fight cancer. By treating T cells with our INTASYL compounds while they are being grown outside the body, we believe our INTASYL compounds can improve these immune cells to make them more effective in killing cancer. Preclinical data generated in collaboration with AgonOx, Inc. (â€œAgonOxâ€), a private company developing a pipeline of novel immunotherapy drugs targeting key regulators of the immune response to cancer, demonstrated that treating AgonOxâ€™s â€œdouble positiveâ€ tumor infiltrating lymphocytes (â€œDP TILâ€) with PH-762 increased their tumor killing activity by two-fold. Â Inâ€¯February 2021, we entered into a clinical co-development collaboration agreement (the â€œClinical Co-Development Agreementâ€) with AgonOx to develop a T cell-based therapy using PH-762 and AgonOxâ€™s DP TIL. Under the Clinical Co-Development Agreement, we had agreed to reimburse AgonOx up to $4 million in expenses incurred to conduct a Phase 1 clinical trial of PH-762 treated DP TIL in patients with advanced melanoma and other advanced solid tumors. We were also eligible to receive certain future development milestones and low single-digit sales-based royalty payments from AgonOxâ€™s licensing of its DP TIL technology. Â In May 2024, we terminated the Clinical Co-Development Agreement with AgonOx, which such termination was effective immediately. Effective as of the date of termination, the Clinical Co-Development Agreement and our continuing obligations and those of AgonOx thereunder were terminated in their entirety. We are no longer required to provide financial support for the development of costs incurred under the Clinical Co-Development Agreement, and we are no longer entitled to future development milestones or royalty payments from AgonOxâ€™s licensing of its DP TIL technology. We will pay to AgonOx all monetary obligations that accrued prior to the termination of the Clinical Co-Development Agreement. Remaining payments to be made to AgonOx as of Sept 30, 2024 total $35,000, which primarily relate to accrued obligations for patient fees and other miscellaneous costs as of the date of termination. Pursuant to the terms of the Clinical Co-Development Agreement, each of the Company and AgonOx, shall be responsible for its own costs and expenses incurred in connection with the wind-down of the Phase 1 clinical trial. Â Prior to the termination of the Clinical Co-Development Agreement with AgonOx, PH-762 treated DP TIL were being evaluated in a Phase 1 clinical trial in the United States with up to 18 patients with advanced melanoma and other advanced solid tumors by AgonOx. The primary trial objectives were to evaluate the safety and to study the potential for enhanced therapeutic benefit from the administration of PH-762 treated DP TIL. AgonOx had enrolled three patients. The first two patients were treated with DP TIL only and the third patient was treated with a combination of DP TIL and PH-762. Â Â Â Â 4Â Â Â Â The Offerings Â December 19, 2024 Concurrent Registered Direct Offering and Private Placement Â On December 19, 2024, we entered into a securities purchase agreement (the â€œDecember 19, 2024 Securities Purchase Agreementâ€) with certain of the Selling Stockholders in connection with a registered direct public offering (the â€œDecember 19, 2024 Registered Direct Offeringâ€) and concurrent private placement (the â€œDecember 19, 2024 Private Placementâ€ and, together with the December 19, 2024 Registered Direct Offering, the â€œDecember 19, 2024 Offeringsâ€). The December 19, 2024 Offerings closed on December 20, 2024. Â We offered and soldÂ in the December 19, 2024 Registered Direct Offering 437,192 shares of Common Stock at a purchase price of $2.635 per share. In the December 19, 2024 Private Placement, we also issued to such Selling Stockholders unregistered warrants to purchase up to 437,192 shares of common stock (the â€œSeries E Warrantsâ€). Under the terms of the December 19, 2024 Securities Purchase Agreement, for each share of common stock issued in the December 19, 2024 Registered Direct Offering, an accompanying Series E Warrant was issued to the purchaser thereof. Each Series E Warrant is exercisable for one share of common stock (a â€œDecember 19, 2024 Warrant Shareâ€) at an exercise price of $2.51 per share and will expire on December 20, 2029. The Series E Warrants were offered and sold at a purchase price of $0.125 per Series E Warrant, which purchase price is included in the offering price per share of common stock issued in the December 19, 2024 Registered Direct Offering. Â December 23, 2024 Concurrent Registered Direct Offering and Private Placement Â On December 23, 2024, we entered into a securities purchase agreement (the â€œDecember 23, 2024 Securities Purchase Agreementâ€) with certain of the Selling Stockholders in connection with a registered direct public offering (the â€œDecember 23, 2024 Registered Direct Offeringâ€) and concurrent private placement (the â€œDecember 23, 2024 Private Placementâ€ and, together with the December 23, 2024 Registered Direct Offering, the â€œDecember 23, 2024 Offeringsâ€). The December 23, 2024 Offerings closed on December 24, 2024. Â We offered and sold in the December 23, 2024 Registered Direct Offering 240,000 shares of common stock at a purchase price of $2.00 per share. In the December 23, 2024 Private Placement, we also issued to such Selling Stockholders unregistered warrants to purchase up to 240,000 shares of common stock (the â€œSeries F Warrantsâ€). Under the terms of the December 23, 2024 Securities Purchase Agreement, for each share of common stock issued in the December 23, 2024 Registered Direct Offering, an accompanying Series F Warrant was issued to the purchaser thereof. Each Series F Warrant is exercisable for one share of common stock (a â€œDecember 23, 2024 Warrant Shareâ€) at an exercise price of $2.00 per share and will expire on December 24, 2029. The Series F Warrants were offered and sold at a purchase price of $0.125 per Series F Warrant, which purchase price is included in the offering price per share of common stock issued in the December 19, 2024 Registered Direct Offering. Â January 13, 2025 Concurrent Registered Direct Offering and Private Placement Â On January 13, 2025, we entered into a securities purchase agreement (the â€œJanuary 13, 2025 Securities Purchase Agreementâ€) with certain of the Selling Stockholders in connection with a registered direct public offering (the â€œJanuary 13, 2025 Registered Direct Offeringâ€) and concurrent private placement (the â€œJanuary 13, 2025 Private Placementâ€ and, together with the January 13, 2025 Registered Direct Offering, the â€œJanuary 13, 2025 Offeringsâ€). The January 13, 2025 Offerings closed on January 14, 2025. Â We offered and sold in the January 13, 2025 Registered Direct Offering 1,063,670 shares of common stock at a purchase price of $3.00 per share. In the January 13, 2025 Private Placement, we also issued to such Selling Stockholders unregistered warrants to purchase up to 2,127,340 shares of common stock (the â€œSeries G Warrantsâ€). Under the terms of the January 13, 2025 Securities Purchase Agreement, for each share of common stock issued in the January 13, 2025 Registered Direct Offering, two accompanying Series G Warrants were issued to the purchaser thereof. Each Series G Warrant is exercisable for one share of common stock (a â€œJanuary 13, 2025 Warrant Shareâ€) at an exercise price of $3.00 per share and will expire on January 14, 2027. The Series G Warrants were offered and sold at a purchase price of $0.125 per Series G Warrant, which purchase price is included in the offering price per share of common stock issued in the January 13, 2025 Registered Direct Offering. Â Â Â Â 5Â Â Â Â January 14, 2025 Concurrent Registered Direct Offering and Private Placement Â On January 14, 2025,Â we entered into a securities purchase agreement (the â€œJanuary 14, 2025 Securities Purchase Agreementâ€) with certain of the Selling Stockholders in connection with a registered direct public offering (the â€œJanuary 14, 2025 Registered Direct Offeringâ€) and concurrent private placement (the â€œJanuary 14, 2025 Private Placementâ€). The January 14, 2025 Registered Direct Offering and the January 14, 2025 Private Placement (together, the â€œJanuary 14, 2025 Offeringsâ€) closed on January 15, 2025. Â We offered and soldÂ in theÂ January 14, 2025Â Registered Direct Offering 833,335 shares of common stock at a purchase price of $3.00 per share. In theÂ January 14, 2025Â Private Placement, we also issued to suchÂ Selling StockholdersÂ unregistered warrants to purchase up to 1,666,670 shares of common stock (the â€œSeries H Warrantsâ€). Under the terms of theÂ January 14, 2025Â Securities Purchase Agreement, for each share of common stock issued in theÂ January 14, 2025Â Registered Direct Offering, two accompanying Series H Warrants were issued to the purchaser thereof. Each Series H Warrant is exercisable for one share of common stock (a â€œJanuary 14, 2025Â Warrant Shareâ€) at an exercise price of $3.00 per share and will expire onÂ January 15, 2027. The Series H Warrants were offered and sold at a purchase price of $0.125 per Series H Warrant, which purchase price is included in the offering price per share of common stock issued in theÂ January 14, 2025Â Registered Direct Offering. Â January 16, 2025 Concurrent Registered Direct Offering and Private Placement Â On January 16, 2025,Â we entered into a securities purchase agreement (the â€œJanuary 16, 2025 Securities Purchase Agreementâ€ and, together with the December 19, 2024 Securities Purchase Agreement, the December 23, 2024 Securities Purchase Agreement, the January 13, 2025 Securities Purchase Agreement and the January 14, 2025 Securities Purchase Agreement, the â€œPurchase Agreementsâ€) with certain of the Selling Stockholders in connection with a registered direct public offering (the â€œJanuary 16, 2025 Registered Direct Offeringâ€ and, together with the December 19, 2024 Registered Direct Offering, the December 23, 2024 Registered Direct Offering, the January 13, 2025 Registered Direct Offering and the

January 14, 2025 Registered Direct Offering, the â€œRegistered Direct Offeringsâ€) and concurrent private placement (the â€œJanuary 16, 2025 Private Placementâ€ and, together with the December 19, 2024 Private Placement, the December 23, 2024 Private Placement, the January 13, 2025 Private Placement and the January 14, 2025 Private Placement, the â€œPrivate Placementsâ€). The January 16, 2025 Registered Direct Offering and the January 16, 2025 Private Placement (together, the â€œJanuary 16, 2025 Offeringsâ€) closed on January 17, 2025. Â We offered and soldÂ in theÂ January 16, 2025Â Registered Direct Offering 610,000 shares of common stock at a purchase price of $3.00 per share. In theÂ January 16, 2025Â Private Placement, we also issued to suchÂ Selling StockholdersÂ unregistered warrants to purchase up to 1,220,000 shares of common stock (the â€œSeries I Warrantsâ€ and, together with the Series E Warrants, the Series F Warrants, the Series G Warrants and the Series H Warrants, the â€œWarrantsâ€). Under the terms of theÂ January 16, 2025Â Securities Purchase Agreement, for each share of common stock issued in theÂ January 16, 2025Â Registered Direct Offering, two accompanying Series I Warrants were issued to the purchaser thereof. Each Series I Warrant is exercisable for one share of common stock (a â€œJanuary 16, 2025Â Warrant Shareâ€ and, together with the December 19, 2024 Warrant Shares, the December 23, 2024 Warrant Shares, the January 13, 2025Â Warrant Shares and the January 14, 2025 Warrant Shares, the â€œWarrant Sharesâ€) at an exercise price of $3.00 per share and will expire onÂ January 19, 2027. The Series I Warrants were offered and sold at a purchase price of $0.125 per Series I Warrant, which purchase price is included in the offering price per share of common stock issued in theÂ January 16, 2025Â Registered Direct Offering. Â Pursuant to an engagement letter, dated as of June 27, 2024, as amended, between us and H.C. Wainwright & Co., LLC (the â€œPlacement Agentâ€), we agreed to pay the Placement Agent a total cash fee equal to 7.5% of the gross proceeds received in the Registered Direct Offerings and the Private Placements. We also agreed to pay the Placement Agent in connection with the Registered Direct Offerings and the Private Placements a management fee equal to 1.0% of the gross proceeds raised in the Registered Direct Offerings and the Private Placements. Further, we agreed to pay the Placement Agent (i) in connection with each of the December 19, 2024 Offerings, the January 13, 2025 Offerings and the January 14, 2025 Offerings, $25,000 for non-accountable expenses and $15,950 for clearing fees, (ii) in connection with the January 16, 2025 Offerings, $20,000 for non-accountable expenses and $10,000 for clearing fees and (iii) in connection with the December 23, 2024 Offerings, $10,000 for non-accountable expenses and $10,000 for clearing fees. Â Â Â Â 6Â Â Â Â In addition, in connection with the Registered Direct Offerings and the Private Placements, we agreed to issue to the Placement Agent, or its designees, warrants to purchase up to an aggregate of 238,814 shares of common stock (the â€œPlacement Agent Warrantsâ€), which represent 7.5% of the aggregate number of shares of common stock sold in the Registered Direct Offerings. The Placement Agent Warrants have substantially the same terms as the Warrants, except that (i) 32,789 of the Placement Agent Warrants have an exercise price equal to $3.2938, or 125% of the offering price per share of common stock sold in the December 19, 2024 Registered Direct Offering, and are exercisable until December 19, 2029, (ii) 18,000 of the Placement Agent Warrants have an exercise price equal to $2.50, or 125% of the offering price per share of common stock sold in the December 23, 2024 Registered Direct Offering, and are exercisable until December 23, 2029, (iii) 79,775 of the Placement Agent Warrants have an exercise price equal to $3.75, or 125% of the offering price per share of common stock sold in the January 13, 2025 Registered Direct Offering, and are exercisable until January 14, 2027, (iv) 62,500 of the Placement Agent Warrants have an exercise price equal to $3.75, or 125% of the offering price per share of common stock sold in the January 14, 2025 Registered Direct Offering, and are exercisable until January 15, 2027 and (v) 45,750 of the Placement Agent Warrants have an exercise price equal to $3.75, or 125% of the offering price per share of common stock sold in the January 16, 2025 Registered Direct Offering, and are exercisable until January 19, 2027. Â The net proceeds to us from the Registered Direct Offerings and the Private Placements are approximately $7.95 million, after deducting fees and expenses. Â Corporate Information Â The Company was incorporated in the state of Delaware in 2011 as RXi Pharmaceuticals Corporation. On November 19, 2018, we changed our name to Phio Pharmaceuticals Corp., to reflect our transition from a platform company to one that is fully committed to developing groundbreaking immuno-oncology therapeutics. Our principal mailing address is 11 Apex Drive, Suite 300A, PMB 2006, Marlborough, Massachusetts 01752, and our telephone number is (508) 767-3861. Our website address is http://www.phiopharma.com. Our website and the information contained on that site, or connected to that site, is not part of or incorporated by reference into this prospectus.Â Â Effective July 5, 2024, we completed aâ€¯1-for-9 reverse stock splitâ€¯of our outstanding Common Stock, including reclassifying an amount equal to the reduction in par value to additional paid-in capital. The reverse stock split did not reduce the number of authorized shares of our Common Stock or preferred stock. All share and per share amounts have been adjusted to give effect to the reverse stock split. Â Â Â Â Â Â Â Â Â Â Â Â Â Â 7Â Â Â Â THE OFFERING Â The Selling Stockholders identified in this prospectus are offering on a resale basis up to 5,930,016 shares of Common Stock issuable upon exercise of the Warrants, as more fully described above. Â Common Stock to be offered by the Selling Stockholders Â Up to 5,930,016 shares of Common Stock Â Â Â Common Stock outstanding prior to this offering Â 958,219 shares of Common Stock as of September 30, 2024 Â Â Â Common Stock to be outstanding after this offering Â 6,888,2351 shares of Common Stock Â Â Â Use of proceeds: Â We will not receive any proceeds from the sale of the shares of Common Stock by the Selling Stockholders, except for the Warrant exercise price paid for the Common Stock offered hereby and issuable upon the exercise of the Warrants. See â€œUse of Proceedsâ€ on page 21 of this prospectus. Â Â Â Risk factors: Â You should read the â€œRisk Factorsâ€ section beginning on page 10 of this prospectus for a discussion of factors to consider carefully before deciding to invest in shares of our securities. Â Â Â Nasdaq Capital Market symbol: Â Our Common Stock is listed on The Nasdaq Capital Market under the symbol â€œPHIO.â€ We do not intend to apply for listing of the Warrants on any securities exchange or nationally recognized trading system. Â 1 The number of shares of Common Stock to be outstanding after this offering is based on 958,219 shares of Common Stock outstanding as of September 30, 2024. Unless specifically stated otherwise, the information in this prospectus is as of September 30, 2024 and excludes: Â Â Â Â Â· 1,133 shares of Common Stock issuable upon the exercise of stock options outstanding as of September 30, 2024, having a weighted average exercise price of $3,371.79 per share; Â Â Â Â Â· 71,000 shares of Common Stock issuable upon the vesting of restricted stock units outstanding as of September 30, 2024; Â Â Â Â Â· 1,294,886 shares of Common Stock issuable upon the exercise of warrants outstanding as of September 30, 2024, having a weighted average exercise price of $21.62 per share; Â Â Â Â Â· 360 shares of Common Stock reserved for future issuance under our 2020 Long-Term Incentive Plan as of September 30, 2024; Â Â Â Â Â· 437,192 shares of Common Stock issued in the December 19, 2024 Private Placement; Â Â Â Â Â· 437,192 shares of Common Stock issuable upon the exercise of the Series E Warrants issued in the December 19, 2024 Private Placement at an exercise price of $2.51 per share; Â Â Â Â Â· 32,789 shares of Common Stock issuable upon the exercise of placement agent warrants issued as compensation to the placement agent (or its designee) in connection with the December 19, 2024 Offerings at an exercise price of $3.2938 per share; Â Â Â Â Â· 240,000 shares of Common Stock issued in the December 23, 2024 Private Placement; Â Â Â Â Â· 240,000 shares of Common Stock issuable upon the exercise of the Series F Warrants issued in the December 23, 2024 Private Placement at an exercise price of $2.00 per share; Â Â Â Â Â· 18,000 shares of Common Stock issuable upon the exercise of placement agent warrants issued as compensation to the placement agent (or its designee) in connection with the December 23, 2024 Offerings at an exercise price of $2.50 per share; Â Â Â Â 8Â Â Â Â Â Â Â Â Â Â Â· 1,063,670 shares of Common Stock issued in the January 13, 2025 Private Placement; Â Â Â Â Â· 2,127,340 shares of Common Stock issuable upon the exercise of the Series G Warrants issued in the January 13, 2025 Private Placement at an exercise price of $3.00 per share; Â Â Â Â Â· 79,775 shares of Common Stock issuable upon the exercise of placement agent warrants issued as compensation to the placement agent (or its designee) in connection with the January 13, 2025 Offerings at an exercise price of $3.75 per share; Â Â Â Â Â· 833,335 shares of Common Stock issued in the January 14, 2025 Private Placement; Â Â Â Â Â· 1,666,670 shares of Common Stock issuable upon the exercise of the Series H Warrants issued in the January 14, 2025 Private Placement at an exercise price of $3.00 per share; Â Â Â Â Â· 62,500 shares of Common Stock issuable upon the exercise of placement agent warrants issued as compensation to the placement agent (or its designee) in connection with the January 14, 2025 Offerings at an exercise price of $3.75 per share; Â Â Â Â Â· 610,000 shares of Common Stock issued in the January 16, 2025 Private Placement; Â Â Â Â Â· 1,220,000 shares of Common Stock issuable upon the exercise of the Series I Warrants issued in the January 16, 2025 Private Placement at an exercise price of $3.00 per share; and Â Â Â Â Â· 45,750 shares of Common Stock issuable upon the exercise of placement agent warrants issued as compensation to the placement agent (or its designee) in connection with the January 16, 2025 Offerings at an exercise price of $3.75 per share. Â Â Â Â Â Â Â Â Â 9Â Â Â RISK FACTORS Â Investing in our securities involves a high degree of risk. Before investing in our securities, you should carefully consider the following risk factors as well as other information we include in this prospectus. The risks are not the only ones we face, but those that we consider to be material. There may be other unknown or unpredictable economic, business, competitive, regulatory or other factors that could have material adverse effects on our future results. Our business, financial condition, results of operations and future growth prospects could be materially and adversely affected by any of these risks. In these circumstances, the market price of our Common Stock could decline, and you may lose all or part of your investment. Â Risks Relating to Our Business and Industry Â We are dependent on the success of our INTASYL technology, and our product candidates based on this technology, which is unproven and may never lead to approved and marketable products. Â Our efforts have been focused on the development of product candidates based on our INTASYL technology. We have invested, and we expect to continue to invest, significant financial resources and efforts developing our product candidates. Our ability to eventually generate revenue is highly dependent on the successful development, regulatory approval and commercialization of our INTASYL product candidates by us or by collaborative partners, which may not occur for the foreseeable future, if ever, and is highly uncertain and depends on a number of factors, many of which are beyond our control. Therefore, it is difficult to accurately predict challenges we may face with our product candidates as they move through the discovery, preclinical and clinical development stages. We will spend large amounts of money developing our INTASYL technology and may never succeed in obtaining regulatory approval. In addition, our research methodology may be unsuccessful in identifying product candidates and results from preclinical studies and clinical trials may not predict the results that will be obtained in later phase trials of our product candidates or our product candidates may interact with patients in unforeseen or harmful ways that may make it impractical or impossible to manufacture, receive regulatory approval or commercialize. If we are not successful in bringing an INTASYL product candidate to market, it could negatively impact our business and financial condition and we may not be able to identify and successfully implement an alternative product development strategy. Â Our product candidates are in an early stage of development and we may fail, experience significant delays, never advance clinical development or not be successful in our efforts to identify or discover additional product candidates, which may materially and adversely impact our business. Â Our success depends heavily on the successful development of our product candidates, which may never occur. Our product candidates, which are in early stages of development, could be delayed, not advance into the clinic, or unexpectedly fail at any stage of development. Our ability to identify, develop and commercialize product candidates is dependent on extensive preclinical and other non-clinical tests in order to support an IND in the United States, or the equivalent with regulatory authorities in other jurisdictions, if applicable. These research programs to identify new product candidates require substantial financial and human resources, are difficult to design and can take many years to complete. Â We cannot be certain of the outcome of our research studies and clinical trials and the results from these studies and clinical trials may not predict the results that will be obtained in later stages of development and we may focus our efforts and resources on product candidates that may prove to be unsuccessful. There is no assurance that we will be able to successfully develop our product candidates, and we may forego opportunities with certain product candidates or for indications that later prove to have greater commercial potential. If we are not able to successfully develop our product candidates, we may be forced to abandon or delay our development efforts, which may materially and adversely affect our business, financial condition, and results of operations. Â Further, the FDA may not accept the results of our preclinical studies or clinical trials and may require us to complete additional studies or impose stricter approval conditions than we expect, which could impact the value of a particular program, the approvability or commercialization of the particular product candidate or product and our Company in general. Because of these factors, it is difficult to predict the time and cost of the development of our product candidates. Any delay or failure in obtaining required approvals may prevent us from completing our preclinical studies or clinical trials and could have a material adverse effect on our ability to initiate or commercialize drug or biologic candidate on a timely basis, or at all. Additionally, preclinical studies and clinical trials are lengthy and expensive and if our cash resources become limited we may not be able to commence, continue or complete such preclinical studies or clinical trials. Â Â Â Â 10Â Â Â Â If we experience delays or difficulties in identifying and enrolling patients in clinical trials, it may lead to delays in generating clinical data and the receipt of necessary regulatory approvals. Â Clinical trials of a new drug or biologic candidate require the enrollment of a sufficient number of patients, including patients who are suffering from the disease or condition the drug or biologic candidate is intended to treat and who meet other eligibility criteria. Rates of patient enrollment are affected by many factors, and delays in patient enrollment can result in increased costs and longer development times, which could materially and adversely impact our business and financial condition. We may experience slower than expected patient enrollment in our current or future clinical trials. In addition, clinical trials for drug or biologic candidates that treat the same indications as our product candidates may result in patients who would otherwise be eligible for our clinical trials instead enrolling in clinical trials for other drug or biologic candidates. Â Topline data may not accurately reflect or may materially differ from the complete results of a clinical trial. Â From time to time, we may publicly disclose topline or interim data from our clinical trials based on a preliminary analysis of then-available data, of which the results, related findings and conclusions are subject to change following a more comprehensive review of the data related to the particular trial. We also make assumptions, estimations, calculations and conclusions as part of our analyses of data, and we may not have received or had the opportunity to fully and carefully evaluate all data. Preliminary observations made in early stages of clinical trials are not necessarily indicative of results that will be obtained when full data sets are analyzed or in subsequent clinical trials. As a result, topline data may differ from future results from the same studies or different conclusions may qualify such results once additional data has been received and evaluated. Topline or interim data also remain subject to audit and verification procedures that may result in the final data being materially different from the preliminary data that we publicly disclose and should be viewed with caution until the complete data is available. If the topline data we report differs from future analysis of results, or if others, including regulatory authorities, disagree with the conclusions reached, our business, financial condition, and results of operations could be materially and adversely affected. Â We rely upon third-parties to conduct our clinical trials and other studies for our product candidates, and if they do not successfully fulfill their obligations, the development of our product candidates may be materially impacted. Â We rely upon third-party CROs, medical institutions, collaborators, clinical investigators, consultants and other third-parties to support and conduct our clinical trials and we rely on these third-party CROs for the execution of certain of our preclinical studies and expect to continue to do so. Because we rely on these third-parties, we cannot necessarily control the timing, quality of work or amount of resources that our contract partners will devote to these activities. We, our collaborators, and our CROs are responsible for ensuring that our clinical trials are conducted in accordance with applicable regulations and protocols. If we, our collaborators, or our CROs fail to comply with these applicable regulations, the FDA may not accept these data and may require us to complete additional preclinical studies and clinical trials, which could result in significant additional costs and delays to us. Â As we only control certain aspects of their activities, we cannot guarantee that these partners will fulfill their obligations to us under these arrangements. If these third-parties do not successfully carry out their responsibilities, as well as within a timely fashion, our clinical trials and preclinical studies may be delayed, unsuccessful or otherwise adversely affected. If we have to enter into alternative arrangements it may delay or adversely affect the development of our product candidates and our business operations. This could be difficult, costly or impossible, and our preclinical studies or clinical trials may need to be extended, delayed, terminated or repeated, and we may not be able to obtain regulatory approval in a timely fashion, or at all, for the applicable drug or biologic candidate, or to commercialize such drug or biologic candidate being tested in such studies or trials. Â A number of different factors could prevent us from advancing into clinical development, obtaining regulatory approval, and ultimately commercializing our product candidates on a timely basis, or at all.Â Â Before obtaining regulatory approval for the sale of any drug or biologic candidate, we must conduct extensive preclinical tests and successful clinical trials to demonstrate the safety and efficacy of our product candidates in humans. Before human clinical trials may commence, we must submit to the FDA an IND. An IND involves the completion of preclinical studies and the submission of the results, together with proposed clinical protocols, manufacturing information, analytical data and other data in the IND submission. The FDA may require us to complete additional preclinical studies or disagree with our clinical trial study design. Also, animal models may not exist for some of the disease areas we choose to develop our product candidates for. As a result, our clinical trials may be delayed or we may be required to incur more expense than we anticipated. Â Â Â 11Â Â Â Clinical trials require the review and oversight of IRBs, which approve and continually review clinical investigations and protect the rights and welfare of patients. Before our clinical trials can begin, we must also submit to the FDA a clinical protocol accompanied by the approval of the IRB at the institution(s) participating in the clinical trial. An inability or delay in obtaining IRB approval could prevent or delay the initiation and completion of our clinical trials, and the FDA may decide not to consider any data or information derived from a clinical investigation not subject to initial and continuing IRB review and approval. Â Preclinical studies and clinical trials are

lengthy and expensive, and their outcome is highly uncertain. Historical failure rates are high due to a number of factors, such as safety and efficacy of drug or biologic candidates. We, our collaborators, the FDA, or an IRB may suspend clinical trials of a drug or biologic candidate at any time for various reasons, including if we or they believe the patients participating in such trials are being exposed to unacceptable health risks. Among other reasons, adverse side effects of a drug or biologic candidate on patients in a clinical trial could result in the FDA suspending or terminating the clinical trial and refusing to approve a particular drug or biologic candidate for any or all indications of use. Â An additional number of factors could affect the timing, cost or outcome of our drug development efforts, including the following: Â Â Â· Delays in filing or acceptance of INDs, NDAs, or BLA for our product candidates; Â Â Â Â Â· Difficulty in securing centers to conduct clinical trials; Â Â Â Â Â· Conditions imposed on us by the FDA regarding the scope or design of our clinical trials; Â Â Â Â Â· Problems in engaging IRBs to oversee trials or problems in obtaining or maintaining IRB approval of studies; Â Â Â Â Â· Difficulty in enrolling patients in conformity with required protocols or projected timelines; Â Â Â Â Â· Third-party contractors failing to comply with regulatory requirements or to meet their contractual obligations to us in a timely manner; Â Â Â Â Â· Our drug or biologic candidates having unexpected and different chemical and pharmacological properties in humans than in laboratory testing and interacting with human biological systems in unforeseen, ineffective or harmful ways; Â Â Â Â Â· The need to suspend or terminate clinical trials, for example, if the participants are being exposed to unacceptable health risks; Â Â Â Â Â· Insufficient or inadequate supply or quality of our product candidates or other necessary materials necessary to conduct our clinical trials; Â Â Â Â Â· Effects of our product candidates not having the desired effects or including undesirable side effects or the product candidates having other unexpected characteristics; Â Â Â Â Â· The cost of our clinical trials being greater than we anticipate; Â Â Â Â Â· Negative or inconclusive results from our clinical trials or the clinical trials of others for similar product candidates or inability to generate statistically significant data confirming the efficacy of the product being tested; Â Â Â Â Â· Changes in the FDAâ€™s requirements or expectations for testing during the course of that testing; Â Â Â Â Â· Reallocation of our limited financial and other resources to other clinical programs; and Â Â Â Â Â· Adverse results obtained by other companies developing similar drugs. Â Â Â 12Â Â Â A failure of any preclinical study or clinical trial can occur at any stage of testing. Any delay or failure in obtaining required approvals may prevent us from completing our preclinical studies or clinical trials and could have a material adverse effect on our ability to initiate or commercialize any drug or biologic candidate on a timely basis, or at all. Additionally, preclinical studies and clinical trials are lengthy and expensive and if our cash resources become limited we may not be able to commence, continue or complete our clinical trials, which could have a material impact on our business, financial condition, and results of operations. Â We are subject to significant competition and may not be able to compete successfully. Â The biotechnology and pharmaceutical industries are intensely competitive, contain a high degree of risk and there are many other companies actively engaged in the discovery, development and commercialization of products that may compete with our product candidates. Many of our competitors have substantially greater experience and greater research and development capabilities, staffing, financial, manufacturing, marketing, technical and other resources than us, and we may not be able to successfully compete with them. These companies include large and small pharmaceutical and biotechnology companies, academic institutions, government agencies and other private and public research organizations. Â In addition, even if we are successful in developing our product candidates, in order to compete successfully we may need to be first to market or to demonstrate that our products are superior to therapies based on different technologies. Some of our competitors may develop and commercialize products that are introduced to market earlier than our product candidates or on a more cost-effective basis. A number of our competitors have already commenced clinical testing of product candidates and may be more advanced than we are in the process of developing such product candidates. If we are not first to market or are unable to demonstrate superiority, on a cost-effective basis or otherwise, any products for which we are able to obtain approval may not be successful. Â We also face competition acquiring technologies complementary to our INTASYL technology. Further, we may face competition with respect to product efficacy and safety, ease of use and adaptability to modes of administration, acceptance by physicians, timing and scope of regulatory approvals, reimbursement coverage, price and patent position, including dominant patent positions of others. If we are not able to successfully obtain regulatory approval or commercialize our product candidates, we may not be able to establish market share and generate revenues from our technology. Â If we fail to attract, hire and retain qualified personnel, we may not be able to design, develop, market or sell our products or successfully manage our business. Â We have a small core management team and are particularly dependent on them. Accordingly, our business prospects are dependent on the principal members of our executive team, the loss of whose services could make it difficult for us to manage our business successfully and achieve our business objectives. While we have entered into an employment agreement with our Chief Executive Officer, he could leave at any time, in addition to our other employees, who are all â€œat willâ€ employees. Our ability to identify, attract, retain and integrate additional qualified key personnel is also critical to our success. Competition for skilled research, product development, regulatory and technical personnel is intense, and we may not be able to recruit and retain the personnel we need. The loss of the services of any key personnel, or our inability to hire new personnel with the requisite skills, could restrict our ability to develop our product candidates. Â We are subject to potential liabilities from clinical testing and future product liability claims. Â The use of our product candidates in clinical trials and, if any of our product candidates receive regulatory approval, the sale of our product candidates for commercial use expose us to the risk of product liability claims. Product liability claims may be brought against us by patients, healthcare providers, consumers or others who come into contact with our product candidates or approved products. We have, and will seek to obtain, clinical trial insurance for current and any future clinical trials that we conduct, as well as liability insurance for any products that we market. However, there is no assurance that we will be able to obtain insurance in the amounts we seek, or at all. We anticipate that licensees who develop our products will carry liability insurance covering the clinical testing of our product candidates and the marketing of those product candidates, if approved. There is no assurance, however, that any insurance maintained by us or our licensees will prove adequate in the event of a claim against us. If we cannot successfully defend against product liability claims, we could incur substantial liabilities. Even if claims asserted against us are unsuccessful, they may divert managementâ€™s attention from our operations and we may have to incur substantial costs to defend such claims. Any of these outcomes could materially impact our business and financial condition. Â Â Â 13Â Â Â We rely upon third parties for the manufacture of the clinical supply for our product candidates. Â We rely on third-party suppliers and manufacturers to provide us with the materials and services to manufacture our product candidates for certain preclinical studies and for our clinical trials, and we expect that we will continue to rely on third-party manufacturers for the supply of our product candidates in the future. We have limited in-house manufacturing capabilities and resources, and we do not own or lease manufacturing facilities or have our own supply source for the required materials to manufacture our compounds. Further, we have limited cGMP manufacturing capabilities and limited experience scaling up of clinical supply as our internal capabilities are limited to small-scale production of research material. Accordingly, we are dependent upon third-party suppliers and contract manufacturers to obtain supplies and manufacture our product candidates and we will need to either develop, contract for, or otherwise arrange for the necessary manufacturers for these supplies. Â There are a limited number of manufacturers that make oligonucleotides and we currently contract with multiple manufacturers for the supply of our product candidates to reduce the risk of supply interruption or availability. However, there is no assurance that our supply of our product candidates will not be limited, interrupted, of satisfactory quality or be available at acceptable prices. For example, constraints on the supply chain and availability of resources have resulted in delays and shortages at manufacturing facilities. While we have engaged with multiple manufacturers for the supply of our product candidates in order to mitigate the impact of the loss or delay of any one manufacturer, there can be no assurance that our efforts will be successful. If for any reason we are unable to obtain the clinical supply of our product candidates from our current manufacturers, we would have to seek to contract with another major manufacturer. If we or any of these manufacturers are unable or unwilling to increase its manufacturing capacity or if we are unable to establish alternative arrangements on a timely basis or on acceptable terms, the development and commercialization of such an approved product may be delayed or there may be a shortage in supply. Any inability to manufacture our product candidates or future approved drugs in sufficient quantities when needed would seriously harm our business. Â Approval of any of our product candidates will not occur unless the manufacturing facilities are in compliance with the FDAâ€™s cGMP regulations in order to ensure that drug products are safe and that they consistently meet applicable requirements and specifications. These requirements are enforced by the FDA through periodic inspections of the manufacturing facilities and can result in enforcement action, such as warning letters, fines and suspension of production if they are found to not be in compliance with the regulations. If our suppliers or manufacturers do not comply with the FDA regulations for our product candidates, we may experience delays in timing or supply, be forced to manufacture our product candidates ourselves or seek to contract with another supplier or manufacturer. If we are required to switch suppliers or manufacturers, we will be required to verify that the new supplier or manufacturer maintains facilities and processes in line with cGMP regulations, which may result in delays, additional expenses, and may have a material adverse effect on our ability to complete the development of our product candidates. Â Unstable market and economic conditions, including elevated and sustained inflation, may have serious adverse consequences on our business, financial condition and stock price. Â As has been widely reported, we are currently operating in a period of economic uncertainty and capital markets disruption, which has been significantly impacted by domestic and global monetary and fiscal policy, geopolitical instability, ongoing military conflicts, and high domestic and global inflation. The U.S. Federal Reserve and other central banks may be unable to contain inflation through more restrictive monetary policy and inflation may increase or continue for a prolonged period of time. Inflationary factors, such as increases in the cost of clinical supplies, interest rates, overhead costs and transportation costs may adversely affect our operating results. We continue to monitor these events and the potential impact on our business. Although we do not believe that inflation has had a material impact on our financial position or results of operations to date, we may be adversely affected in the future due to domestic and global monetary and fiscal policy, supply chain constraints, consequences associated with the coronavirus pandemic and the ongoing military conflicts, and such factors may lead to increases in the cost of manufacturing our product candidates and delays in initiating studies. In addition, global credit and financial markets have experienced extreme volatility and disruptions in the past several years and the foregoing factors have led to and may continue to cause diminished liquidity and credit availability, declines in consumer confidence, declines in economic growth, uncertainty about economic stability and increased inflation. Â Â Â Â 14Â Â Â There can be no assurance that deterioration in credit and financial markets and confidence in economic conditions will not occur. Our general business strategy may be adversely affected by any such economic downturn, volatile business environment or continued unpredictable and unstable market conditions. If the current equity and credit markets deteriorate, or do not improve, it may make any necessary debt or equity financings more difficult, more costly, and more dilutive. Failure to secure any necessary financing in a timely manner and on favorable terms could have a material adverse effect on our growth strategy, financial performance and stock price and could require us to delay or abandon clinical development plans. In addition, there is a risk that one or more of our current service providers, manufacturers and other partners may not survive these difficult economic times, which could directly affect our ability to attain our operating goals. Â Our business and operations would suffer in the event of computer system failures, cyberattacks or a deficiency in our cybersecurity. Â Despite the implementation of security measures, our internal computer systems and those of our third-party contractors and collaborators are vulnerable to damage from computer viruses, unauthorized access, natural disasters, terrorism, war and telecommunication and electrical failures, cyberattacks or cyber-intrusions over the Internet, attachments to emails, persons inside our organization, or persons with access to systems inside our organization. The risk of a security breach or disruption, particularly through cyber-attacks or cyber intrusion, including by computer hackers, foreign governments, and cyber terrorists, has generally increased as the number, intensity and sophistication of attempted attacks and intrusions from around the world have increased. Such an event could cause interruption of our operations. As part of our business, we and our third-party contractors and collaborators maintain large amounts of confidential information, including non-public personal information on patients and our employees. Breaches in security could result in the loss or misuse of this information, which could, in turn, result in potential regulatory actions or litigation, including material claims for damages, interruption to our operations, damage to our reputation or otherwise have a material adverse effect on our business, financial condition and operating results. We expect to have appropriate information security policies and systems in place in order to prevent unauthorized use or disclosure of confidential information, including non-public personal information, but there can be no assurance that such use or disclosure will not occur. Â Risks Relating to Our Intellectual Property Â We may be involved in litigation to protect our patents and intellectual property rights and our ability to protect our patents and intellectual property rights is uncertain and may subject us to potential liabilities. Â We have filed patent applications, have pending patents that we have licensed and those that we own and expect to continue to file patent applications. We may also need to license patents and patent applications from research sponsored by us with third-parties. There is no assurance that these applications will result in any issued patents or that those patents would withstand possible legal challenges or protect our technologies from competition. The patent granting authorities have upheld stringent standards for the RNAi patents that have been prosecuted so far and, consequently, pending patents that we have licensed and those that we own may continue to experience long and difficult prosecution challenges and may ultimately issue with much narrower claims than those in the pending applications. Â In addition, others may challenge the patents or patent applications that we currently license or may license in the future or that we own and, as a result, these patents could be narrowed, invalidated or rendered unenforceable, which would negatively affect our ability to exclude others from using the technologies described in these patents. There is no assurance that these patents or other pending applications or issued patents we license or that we own will withstand possible legal challenges. Moreover, the laws of some foreign countries may not protect our proprietary rights to the same extent as do the laws of the United States. Our efforts to enforce and maintain our intellectual property rights may not be successful and may result in substantial costs and diversion of management and key employeeâ€™s time. If we are unable to defend our licensed or owned intellectual property, it may have a materially and adverse impact on our business, results of operations and financial condition. Â Â Â Â 15Â Â Â Third-parties may claim that we infringe their patents, which may result in substantial liabilities and prevent us from pursuing the development of our product candidates. Â Because the field we operate in is constantly changing and patent applications are still being processed by government patent offices around the world, there is a great deal of uncertainty about which patents will issue, when, to whom and with what claims. Although we are not aware of any blocking patents or other proprietary rights, it is likely that there will be significant litigation and other proceedings, such as interference and opposition proceedings in various patent offices, relating to patent rights in the field we operate. Further, many patents in the fields we are pursuing have already been exclusively licensed to third-parties, including our competitors. It is possible that we may become a party to such proceedings. Â If a claim should be brought against us and we are found to infringe the rights of others, we may be required to pay substantial damages, be forced to stop the development of product candidates affected by the claim, and/or establish licenses or similar arrangements. Furthermore, any such licenses may not be available when needed, on commercially reasonable terms or at all. Whether an infringement claim is successful or not, the cost of these proceedings may be significant and divert the attention of management and other key employees. As a result, we cannot be certain that our patents or those we license will not be challenged by others, which could have a material adverse effect on our business, results of operations and financial condition. Â We are dependent on the patents we own and the technologies we license, and if we fail to maintain our patents or lose the right to license such technologies, our ability to develop new products would be harmed. Â Our success depends upon our ability to obtain and maintain intellectual property protection for our product candidates. Any patents issued to us or our licensors may not provide us with any competitive advantages, and there is no assurance that the patents of others will not have an adverse effect on our ability to do business or to continue to develop our product candidates freely. Pending patents that we have licensed and those that we own may continue to experience long and difficult prosecution challenges and may ultimately issue with much narrower claims than those in the pending applications. Because of the extensive time required for development, testing, and regulatory review of a potential product, it is possible that, before any of our product candidates can be commercialized, any related patent may expire or remain in force for only a short period following commercialization, thus reducing any advantage provided by the patent. Further, even if our rights are valid, enforceable and broad in scope, competitors may develop products based on technology that is not covered by our licenses or patents or patent applications that we own. If we are unable to derive value from our licensed or owned intellectual property, it may have a materially and adverse impact on our business, results of operations and financial condition. Â Third parties may hold or seek to obtain additional patents that could make it more difficult or impossible for us to develop products based on our technologies without obtaining a license to such patents, which licenses may not be available on attractive terms, or at all. If there is any dispute or issue of non-performance between us and the respective licensing partner regarding the rights or obligations under the license agreements, the ability to develop and commercialize the affected product candidate may be adversely affected. Moreover, if any of our existing licenses are terminated, the development of the product candidates contemplated by the licenses could be delayed or terminated and we may not be able to negotiate additional licenses on acceptable terms, if at all, which would have a material adverse effect on our business. To the extent that we are required and are able to obtain multiple licenses from third parties to develop or commercialize a product candidate, the

aggregate licensing fees and milestones and royalty payments made to these parties may materially reduce our economic returns or even cause us to abandon development or commercialization of a product candidate. Â Â Â Â 16Â Â Â Risks Relating to Our Financial Condition Â We will require substantial additional funds to complete our research and development activities. Â We have used substantial funds to develop our product candidates and will need to raise additional substantial funds to continue our drug development efforts and support our operations. Our future capital requirements and the period for which our existing resources are able to support our operations may vary significantly from what we expect. We anticipate that we will need to raise substantial amounts of money to fund a variety of future activities integral to the development of our business, which may include but is not limited to the following: Â Â Â· To conduct research and development to successfully develop our product candidates; Â Â Â Â Â· To obtain regulatory approval for our product candidates; Â Â Â Â Â· To file and prosecute patent applications and to defend and assess patents to protect our technologies; Â Â Â Â Â· To retain qualified employees, particularly in light of intense competition for qualified personnel; Â Â Â Â Â· To manufacture products ourselves or through third parties; Â Â Â Â Â· To market our products, either through building our own sales and distribution capabilities or relying on third parties; and Â Â Â Â Â· To acquire new technologies, licenses or products. Â We are dependent on obtaining funding from third parties, such as proceeds from the issuance of debt, sale of equity or strategic opportunities, in order to maintain our operations. We cannot assure you that additional financing will be available to us on acceptable terms, or at all. If we cannot, or are limited in the ability to, issue equity, incur debt or enter into strategic collaborations, we may be unable to fund the discovery and development of our product candidates or improve our technology. If we fail to obtain additional funding when needed, we may ultimately be unable to continue to develop and potentially commercialize our product candidates, and we may be forced to scale back or terminate our operations or seek to merge with or be acquired by another company. Â We have a history of net losses, and we expect to continue to incur net losses for the foreseeable future and may not achieve or maintain profitability. Â We have generated significant losses to date, have not generated any product revenue and may not generate product revenue in the foreseeable future, or ever. We expect to incur significant operating losses as we advance our product candidates through drug development and the regulatory process. Our ability to achieve profitability, if ever, will depend on, among other things, us or our collaborators, obtaining regulatory approvals and successfully commercializing our drug or biologic candidates. Even if we are able to successfully commercialize our drug or biologic candidates, we may not be able to achieve or sustain profitability, which could have a material adverse effect on our business, financial condition and results of operations. Â Future financing may be obtained through, and future development efforts may be paid for by, the issuance of debt or equity, which may have an adverse effect on our stockholders or may otherwise adversely affect our business. Â If we raise funds through the issuance of debt or equity, any debt securities or preferred stock issued will have rights, preferences and privileges senior to those of holders of our common stock in the event of a liquidation. In such event, there is a possibility that once all senior claims are settled, there may be no assets remaining to pay out to the holders of common stock. The terms of debt securities may also impose restrictions on our operations, which may include limiting our ability to incur additional indebtedness, to pay dividends on or repurchase our capital stock, or to make certain acquisitions or investments. In addition, we may be subject to covenants requiring us to satisfy certain financial tests and ratios, and our ability to satisfy such covenants may be affected by events outside of our control. If we raise funds through the issuance of additional equity, whether through private placements or public offerings, such an issuance would dilute current stockholdersâ€™ ownership in us, perhaps substantially. The issuance of a significant amount of shares of common stock could cause the market price of our common stock to decline or become highly volatile. Â Â Â 17Â Â Â We expect to continue to incur significant research and development expenses, which may make it difficult for us to attain profitability, and may lead to uncertainty as to our ability to continue as a going concern. Â We expend substantial funds to develop our technologies, and additional substantial funds will be required for further research and development, including preclinical testing and clinical trials of any product candidates, and to manufacture and market any products that are approved for commercial sale. Because the successful development of our products is uncertain, we are unable to precisely estimate the actual funds we will require to develop and potentially commercialize them. In addition, we may not be able to generate enough revenue, even if we are able to commercialize any of our product candidates, to become profitable. Â Changes in our operating plans, our existing and anticipated working capital needs, the acceleration or modification of our expansion plans, increased expenses, potential acquisitions or other events will all affect our ability to continue as a going concern. We have limited cash resources, have reported recurring losses from operations since inception, negative operating cashflows and have not yet received product revenues. These factors raise substantial doubt regarding our ability to continue as a going concern, and the Companyâ€™s current cash resources may not provide sufficient capital to fund operations for at least the next 12 months from the date of the release of the consolidated financial statements included elsewhere in this Annual Report. The continuation of the Company as a going concern depends upon our ability to raise additional capital through equity offerings, debt offerings and/or strategic opportunities to fund our operations. There can be no assurance that we will be successful in accomplishing these plans in order to continue as a going concern. Any such inability to continue as a going concern may result in our common stockholders losing their entire investment. There is no guarantee that we will become profitable or secure additional financing. Â Our ability to utilize net operating loss carryforwards and other tax benefits may be limited. Â We have historically incurred net losses and may never achieve or sustain profitability. Under the Internal Revenue Code of 1986, as amended (the â€œCodeâ€), a corporation is generally allowed a deduction for net operating losses carried forward from a prior taxable year. Under that provision, we can carryforward our net operating losses to offset our future taxable income, if any, until such net operating losses are used or expire. Net operating losses incurred in tax years beginning after December 31, 2017 may be carried forward indefinitely, but are limited to offset up to 80% of future taxable income. Certain of our net operating loss carryforwards predating December 31, 2017 could expire unused before offsetting potential future income tax liabilities. Â Additionally, an ownership change, as defined by Section 382 and 383 of the Code, results from transactions increasing the ownership of certain stockholders or public groups in the stock of a corporation by more than 50% over a three-year period. Pursuant to Section 382 and 383 of the code, if the Company has experienced a change of control at any time since inception, utilization of the Companyâ€™s net operating loss or tax credit carryforwards then in existence would be subject to an annual limitation. Any limitation may result in expiration of a portion of the net operating loss or tax credit carryforwards before utilization. Â We have completed multiple assessments of the available net operating loss and tax credit carryforwards under Sections 382 and 383 of the Code through the year ended December 31, 2023 and determined that we underwent multiple ownership changes during the period from inception to 2023. As a result, our net operating losses and tax credit carryforwards are subject to substantial annual limitations under Sections 382 and 383 of the Code due to these ownership changes. The Company has adjusted its net operating loss and tax credit carryforwards to address the impact of the ownership changes. We assess the need to conduct an ownership change analysis to determine whether any changes occurred in ownership that would limit net operating loss or tax credit carryforwards on an annual basis. We may experience ownership changes in the future as a result of subsequent shifts in our stock ownership, some of which may be outside of our control. If an ownership change occurs and our ability to use our net operating loss and tax credit carryforwards is materially limited, it could harm our future operating results by effectively increasing our future tax obligations. Â Â Â Â Â 18Â Â Â Risks Relating to Our Securities Â The price of our common stock has been and may continue to be volatile. Â Our stock price has historically fluctuated widely and is likely to continue to be volatile. Because we are at an early stage of development and in the absence of product revenue as a measure of operating performance, we anticipate that the market price for our common stock may be influenced by, but not limited to, such factors as: Â Â Â· Announcements regarding the initiation or completion, and the results of preclinical studies and clinical trials of our product candidates; Â Â Â Â Â· Announcements regarding clinical trial results or development announcements concerning our competitors product candidates; Â Â Â Â Â· Regulatory or legal developments in the United States; Â Â Â Â Â· The recruitment or departure of key personnel; Â Â Â Â Â· The issuance of competitive patents or disallowance or loss of our patent rights; Â Â Â Â Â· Our ability to raise additional capital and the terms on which additional capital is raised; Â Â Â Â Â· To acquire new technologies, licenses or products; and Â Â Â Â Â· General economic, industry and market conditions. Â The stock markets, in general, and the markets for drug delivery and pharmaceutical company stocks, in particular, have experienced extreme volatility, that has often been unrelated to the operating performance of these particular companies. These broad market fluctuations may adversely affect the trading price of our common stock and could result in the loss of all or part of your investment. In addition, the limited trading volume of our stock may contribute to its volatility. Moreover, if we are unable to trade above $1.00 for a certain period of time, or fulfill the other continued listing standards, The Nasdaq Stock Market (â€œNasdaqâ€) may delist our common stock. Delisting our common stock from Nasdaq would adversely affect our trading volume and would likely negatively impact our trading price. Â We may not be able to maintain compliance with the continued listing requirements of The Nasdaq Capital Market. Â Nasdaq Listing Rule 5550(b)(1) requires companies listed on the Nasdaq Capital Market to maintain stockholdersâ€™ equity of at least $2.5 million for continued listing. As of September 30, 2024, our stockholdersâ€™ equity was $4.9 million and there can be no assurance that we will be able to maintain or increase our stockholdersâ€™ equity in the future. If our stockholdersâ€™ equity falls below $2.5 million, as a result of operating losses or for other reasons, or if we are unable to demonstrate to Nasdaqâ€™s satisfaction that we subsequently regained compliance with this requirement, Nasdaq will notify us of such non-compliance. If we receive such notice from Nasdaq, in accordance with the Nasdaq Listing Rules, we will have 45 calendar days from the date of the notification to submit a plan to regain compliance with Nasdaq Listing Rule 5550(b)(1). If our compliance plan is accepted, we may be granted up to 180 calendar days from the date of the initial notification to evidence compliance. If our compliance plan is not accepted or we are otherwise unable to evidence compliance within Nasdaqâ€™s allotted timeframe, Nasdaq may take steps to delist our common stock. Â Such a delisting would have an adverse effect on the market liquidity of our securities, decrease the market price of our securities, result in the potential loss of confidence by investors, suppliers, customers and employees and fewer business development opportunities, and adversely affect our ability to obtain financing for the continuation of our operations. We are actively monitoring our stockholdersâ€™ equity and will consider any and all options available to us to maintain compliance with Nasdaq Listing Rule 5550(b)(1). Â Â Â 19Â Â Â Our Board of Directors has the authority to issue shares of â€œblank checkâ€ preferred stock and the terms of the preferred stock may reduce the value of our common stock. Â We are authorized to issue up to 10,000,000 shares of preferred stock in one or more series. Our Board of Directors (the â€œBoardâ€) may determine the terms of future preferred stock offerings without further action by our stockholders. The issuance of our preferred stock could affect the rights of existing stockholders or reduce the value of our outstanding preferred stock or common stock. In particular, rights granted to holders of certain series of preferred stock may include voting rights, preferences as to dividends and liquidation, conversion and redemption rights and restrictions on our ability to merge with or sell our assets to a third party. Â We may acquire other businesses or form joint ventures that may be unsuccessful and could dilute your ownership interest in the Company. Â As part of our business strategy, we may pursue future acquisitions of other complementary businesses and technology licensing arrangements. We also may pursue strategic alliances. We have limited experience with respect to acquiring other companies and with respect to the formation of collaborations, strategic alliances and joint ventures. We may not be able to integrate such acquisitions successfully into our existing business, and we could assume unknown or contingent liabilities. We also could experience adverse effects on our reported results of operations from acquisition related charges, amortization of acquired technology and other intangibles and impairment charges relating to write-offs of goodwill and other intangible assets from time to time following the acquisition. Integration of an acquired company requires management resources that otherwise would be available for ongoing development of our existing business. We may not realize the anticipated benefits of any acquisition, technology license or strategic alliance. There is no assurance that we will be successful in developing such assets, and a failure to successfully develop such assets could diminish our prospects. Â Â To finance future acquisitions, we may choose to issue shares of our common stock or preferred stock as consideration, which would dilute current stockholdersâ€™ ownership interest in us. Alternatively, it may be necessary for us to raise additional funds through public or private financings. Additional funds may not be available on terms that are favorable to us and, in the case of equity financings, may result in dilution to our stockholders. Any future acquisitions by us also could result in large and immediate write-offs, the incurrence of contingent liabilities or amortization of expenses related to acquired intangible assets, any of which could harm our operating results. Â Provisions of our certificate of incorporation and bylaws and Delaware law might discourage, delay or prevent a change of control of the Company or changes in our management and, as a result, depress the trading price of our common stock. Â Our certificate of incorporation and bylaws contain provisions that could discourage, delay or prevent a change of control of the Company or changes in our management that the stockholders of the Company may deem advantageous. These provisions: Â Â Â· Authorize the issuance of â€œblank checkâ€ preferred stock that our Board could issue to increase the number of outstanding shares and to discourage a takeover attempt; Â Â Â Â Â· Prohibit stockholder action by written consent, which requires all stockholder actions to be taken at a meeting of our stockholders; Â Â Â Â Â· Provide that the Board is expressly authorized to adopt, alter or repeal our bylaws; and Â Â Â Â Â· Establish advance notice requirements for nominations for election to our Board or for proposing matters that can be acted upon by stockholders at stockholder meetings. Â Although we believe these provisions collectively provide for an opportunity to receive higher bids by requiring potential acquirers to negotiate with our Board, they would apply even if the offer may be considered beneficial by some stockholders. In addition, these provisions may frustrate or prevent any attempts by our stockholders to replace or remove our current management team by making it more difficult for stockholders to replace members of our Board, which is responsible for appointing the members of our management. Â Moreover, because we are incorporated in Delaware, we are governed by the provisions of Section 203 of the Delaware General Corporation Law, which prohibits a person who owns in excess of 15% of our outstanding voting stock from merging or combining with us for a period of three years after the date of the transaction in which the person acquired in excess of 15% of our outstanding voting stock, unless the merger or combination is approved in a prescribed manner. Â Â Â 20Â Â Â Use of Proceeds Â We will not receive any of the proceeds from the sale of the Common Stock by the Selling Stockholders. The shares offered hereby are issuable upon the exercise of the Warrants. Upon exercise of the Warrants for cash, we will receive, subject to fees to the Placement Agent, the applicable cash exercise price paid by the holders of the Warrants of approximately $17.5 million (assuming the full exercise of the Warrants). Â We intend to use any proceeds received by us from the cash exercise of the Warrants for working capital and other general corporate purposes. We may also use a portion of any proceeds received by us from the cash exercise of the Warrants to acquire or invest in complementary businesses, products and technologies or to fund the development of any such complementary businesses, products or technologies. We currently have no plans for any such acquisitions. Â DIVIDEND POLICY Â We have never paid any cash dividends and do not anticipate paying any cash dividends on our Common Stock in the foreseeable future. We expect to retain future earnings, if any, for use in our development activities and the operation of our business. The payment of any future dividends will be subject to the discretion of our Board of Directors and will depend, among other things, upon our results of operations, financial condition, cash requirements, prospects and other factors that our Board of Directors may deem relevant. Â DETERMINATION OF OFFERING PRICE Â The prices at which the shares of Common Stock covered by this prospectus may actually be sold will be determined by the prevailing public market price for shares of our Common Stock or by negotiations between the Selling Stockholders and buyers of our Common Stock in private transactions or as otherwise described in â€œPlan of Distribution.â€ Â MARKET INFORMATION Â Our common stock is listed on The Nasdaq Capital Market under the symbol â€œPHIO.â€ Â HOLDERS Â As of December 31, 2024, there were approximately 14 holders of record of our common stock. Because many of our shares are held by brokers and other institutions on behalf of stockholders, we are unable to estimate the total number of individual stockholders represented by these holders of record. Â Â Â Â 21Â Â Â Â BuSINESS Â Overview Â Phio Pharmaceuticals Corp. (â€œPhio,â€ â€œwe,â€ â€œourâ€ or the â€œCompanyâ€) is a clinical stage biotechnology company whose proprietary INTASYLÂ® small interfering RNA technology is designed to make immune cells more effective in killing tumor cells. We are developing therapeutics that are designed to leverage INTASYL to precisely target specific proteins that reduce the bodyâ€™s ability to fight cancer, without the need for specialized formulations or drug delivery systems. We are committed to discovering and developing innovative cancer treatments for patients by creating new pathways toward a cancer-free future. Â In 2023, we implemented a cost rationalization program driven by our transition from discovery research to product development. This resulted in a decision not to renew the lease for office and laboratory space in Marlborough, Massachusetts, which expired on March 31, 2024. As of April 1, 2024, we have continued operations primarily as a remote business with a laboratory facility in Worcester, Massachusetts. Additionally, we rationalized discovery research personnel resulting in an overall headcount reduction by greater than 50%. Expense reductions have been redirected to funding the Phase 1b clinical trial with PH-762 directed toward skin cancer. Â INTASYL Technology Â Overall, RNA is involved in the synthesis, regulation and expression of proteins. RNA takes the instructions from DNA and turns those instructions into proteins within the bodyâ€™s cells. RNA interference, or RNAi, is a biological process that inhibits the expression of genes or the production of proteins. Diseases are often related to the incorrect protein being made, excessive amounts of a specific protein being made, or the correct protein being made, but at the wrong location or time. RNAi offers a novel approach to drug development because RNAi compounds can be designed to silence any one of the thousands of human

genes, many of which are considered â€œundruggableâ€ by traditional therapeutics. Â Our development efforts are based on our proprietary INTASYL small interfering RNA technology. It is a patented technology from which specific patented compounds are developed. INTASYL compounds are comprised of a unique sequence of chemically modified nucleotides (modified small interfering RNA, or siRNAs) that target a broad range of cell types and tissues. The compounds are designed to effectively silence genes that tumors use to evade the immune system. Â Since the initial discovery of RNAi, drug delivery has been the primary challenge in developing RNAi-based therapeutics. Other siRNA technologies require cell targeting chemical conjugates which limit delivery to specific cell types. INTASYL is based on proprietary chemistry that is designed to maximize the activity and adaptability of the compound and is unique in that it can be delivered to any cell type or tissue without the need to modify the chemistry. This is designed to eliminate the need for formulations or delivery systems (for example, nanoparticles or electroporation). This provides efficient, spontaneous, cellular uptake with potent, long-lasting intracellular activity. Â We believe that our INTASYL technology provides the following benefits including, but not limited to: Â Â Â· Ability to target a broad range of cell types and tissues; Â Â· Ability to target both intracellular and extracellular protein targets; Â Â· Efficient uptake by target cells, avoiding the need for assisted delivery; Â Â· Sustained, or long-term, effect in vivo; Â Â· Ability to target multiple genes in one drug product; Â Â· Favorable clinical safety profile with local administration; and Â Â· Readily manufactured under current good manufacturing practices. Â Â Â Â 22Â Â Â Our Pipeline Â INTASYL compounds are designed to precisely target specific proteins that reduce the bodyâ€™s ability to fight cancer, without the need for specialized formulations or drug delivery systems, and are designed to make immune cells more effective in killing tumor cells. Our efforts are focused on developing immuno-oncology therapeutics using our INTASYL technology. We have demonstrated preclinical activity against multiple gene targets including PD-1, BRD4, CTLA-4, TIGIT and CTGF and have demonstrated preclinical efficacy in both direct-to-tumor injection and adoptive cell therapy (â€œACTâ€) applications with our INTASYL compounds. Â The following table summarizes our product pipeline. Below we provide important information and context regarding each compound. Â Â PH-762 Â PH-762 is an INTASYL compound designed to reduce the expression of cell death protein 1 (â€œPD-1â€). PD-1 is a protein that inhibits T cellsâ€™ ability to kill cancer cells and is a clinically validated target in immunotherapy. Decreasing the expression of PD-1 can thereby increase the capacity of T cells, which protect the body from cancer cells and infections, to kill cancer cells. Â Our preclinical studies have demonstrated that direct-to-tumor application of PH-762 resulted in potent anti-tumoral effects and have shown that direct-to-tumor treatment with PH-762 inhibits tumor growth in a dose dependent fashion in PD-1 responsive and refractory models. Importantly, direct-to-tumor administration of PH-762 resulted in activity against distant untreated tumors, indicative of a systemic anti-tumor response. We believe these data further support the potential for PH-762 to provide a strong local immune response without the dose immune-related adverse effects seen with systemic antibody therapy. Â PH-762 is currently being evaluated in a U.S. multi-center Phase 1b dose-escalating clinical trial through the intratumoral injection of PH-762 for the treatment of patients with cutaneous squamous cell carcinoma, melanoma and Merkel cell carcinoma. The trial (NCT 06014086) is designed to evaluate the safety and tolerability of neoadjuvant use of intratumorally injected PH-762, assess the tumor response, and determine the dose or dose range for continued study of PH-762 and is expected to enroll up to 30 patients. In November 2023, we announced the dosing of the first patient under a previously cleared Investigational New Drug (â€œINDâ€) application by the U.S. Food and Drug Administration. In May and December 2024, respectively, a Safety Monitoring Committee (SMC) reviewed data from the first and second dose cohorts treated with PH-762, and in both instances recommended the escalation to the next dose concentration. A total of seven (7) patients with cutaneous carcinomas have been enrolled in Cohorts 1 and 2. The second cohort enrolled a total of 4 patients who were diagnosed with cutaneous squamous cell carcinoma. At Day 36 (tumor excision), while patients in the first cohort had stable disease, a complete response (100% tumor clearance) was reported for 2 patients with cutaneous squamous cell carcinoma. Partial response (90% tumor clearance) was reported for 1 patient with cutaneous squamous cell carcinomaÂ and 1 patient had stable disease, having not progressed. Intratumoral injection of PH-762 has been well tolerated in all patients enrolled in the trial to date. There were no dose-limiting adverse events or clinically relevant treatment-emergent adverse effects in the patients receiving intratumoral PH-762. The trial is open for the continued enrollment of patients and expects to complete enrollment of patients in the third quarter of 2025. Â Due to INTASYLâ€™s ease of administration, we have shown that our compounds can easily be incorporated into current ACT manufacturing processes. In ACT, immune cells such as T cells, Natural killer cells or dendritic cells are taken from a patient or donor's own blood or tumor tissue, grown in large numbers ex vivo, and then given back to the patient to help the immune system fight cancer. By treating T cells with our INTASYL compounds while they are being grown outside the body, we believe our INTASYL compounds can improve these immune cells to make them more effective in killing cancer. Preclinical data generated in collaboration with AgonOx, Inc. (â€œAgonOxâ€), a private company developing a pipeline of novel immunotherapy drugs targeting key regulators of the immune response to cancer, demonstrated that treating AgonOxâ€™s â€œdouble positiveâ€ tumor infiltrating lymphocytes (â€œDP TILâ€) with PH-762 increased their tumor killing activity by two-fold. Â Â Â 23Â Â Â InÂ February 2021, we entered into a clinical co-development collaboration agreement (the â€œClinical Co-Development Agreementâ€) with AgonOx to develop a T cell-based therapy using PH-762 and AgonOxâ€™s DP TIL. Under the Clinical Co-Development Agreement, we had agreed to reimburse AgonOx up to $4 million in expenses incurred to conduct a Phase 1 clinical trial of PH-762 treated DP TIL in patients with advanced melanoma and other advanced solid tumors. We were also eligible to receive certain future development milestones and low single-digit sales-based royalty payments from AgonOxâ€™s licensing of its DP TIL technology. Â In May 2024, we terminated the Clinical Co-Development Agreement with AgonOx, which such termination was effective immediately. Effective as of the date of termination, the Clinical Co-Development Agreement and our continuing obligations and those of AgonOx thereunder were terminated in their entirety. We are no longer required to provide financial support for the development of costs incurred under the Clinical Co-Development Agreement, and we are no longer entitled to future development milestones or royalty payments from AgonOxâ€™s licensing of its DP TIL technology. We will pay to AgonOx all monetary obligations that accrued prior to the termination of the Clinical Co-Development Agreement. Remaining payments to be made to AgonOx as of September 30, 2024 total $35,000, which primarily relate to accrued obligations for patient fees and other miscellaneous costs as of the date of termination. Pursuant to the terms of the Clinical Co-Development Agreement, each of the Company and AgonOx, shall be responsible for its own costs and expenses incurred in connection with the wind-down of the Phase 1 clinical trial. Â Prior to the termination of the Clinical Co-Development Agreement with AgonOx, PH-762 treated DP TIL were being evaluated in a Phase 1 clinical trial in the U.S. with up to 18 patients with advanced melanoma and other advanced solid tumors by AgonOx. The primary trial objectives were to evaluate the safety and to study the potential for enhanced therapeutic benefit from the administration of PH-762 treated DP TIL. AgonOx had enrolled three patients. The first two patients were treated with DP TIL only and a third patient was treated with a combination of DP TIL and PH-762. Â PH-894 Â PH-894 is an INTASYL compound that is designed to silence BRD4, a protein that controls gene expression in both T cells and tumor cells, thereby effecting the immune system as well as the tumor. Intracellular and/or commonly considered â€œundruggableâ€ targets, such as BRD4, represent a challenge for small molecule and antibody therapies. Therefore, what sets this compound apart is its dual mechanism: PH-894 suppression of BRD4 in T cells results in T cell activation, and suppression of BRD4 in tumor cells results in tumors becoming more sensitive to being killed by T cells. Â Preclinical studies conducted have demonstrated that PH-894 resulted in a strong, concentration dependent and durable silencing of BRD4 in T cells and in various cancer cells. Similar to PH-762, preclinical studies have also shown that direct-to-tumor application of PH-894 resulted in potent and statistically significant anti-tumoral effects against distant untreated tumors, indicative of a systemic anti-tumor response. These preclinical data indicate that PH-894 can reprogram T cells and other cells in the tumor microenvironment to provide enhanced immunotherapeutic activity. We have completed the investigational new drug application (â€œINDâ€)-enabling studies and are in the process of finalizing the study reports required for an IND submission with PH-894. As a result of the reprioritization to advance our clinical trial with PH-762 in the U.S., we have elected to defer the IND submission for PH-894. Â Synergies With Other Therapies Â Preclinical studies with our INTASYL compounds in combination with antibodies resulted in enhanced potency in vivo. The combination of INTASYL with antibodies may also increase the number of addressable drug targets. Unlike other antibody combination approaches, INTASYL can target multiple protein drug targets in a specific therapeutic dose, thereby enhancing potency while maintaining a favorable tolerability and safety profile. Â Â We have demonstrated preclinical efficacy with INTASYL in ACT applications. In preclinical studies, INTASYL was shown to enhance the activity of ACT therapies, including with tumor infiltrating lymphocytes and natural killer cells. As demonstrated in these preclinical studies, INTASYL is easily incorporated into current ACT manufacturing processes. Â Â Â 24Â Â Â Intellectual Property Â INTASYL compounds have a single-stranded phosphorothioate region, a short duplex region, and contain a variety of nuclease-stabilizing and lipophilic chemical modifications that we believe combine the beneficial properties of both conventional RNAi and antisense technologies. We protect our proprietary information by means of United States and foreign patents, trademarks and copyrights. In addition, we rely upon trade secret protection and contractual arrangements to protect certain of our proprietary information and products. We have pending patent applications that relate to potential drug targets, compounds we are developing to modulate those targets, methods of making or using those compounds, and proprietary elements of our drug discovery technology. Â We have also obtained rights to various patents and patent applications under licenses with third parties, which require us to pay royalties, milestone payments, or both. Â The degree of patent protection for biotechnology products and processes, including ours, remains uncertain, both in the U.S. and in other important markets, because the scope of protection depends on decisions of patent offices, courts and lawmakers in these countries. There is no certainty that our existing patents or others, if obtained, will afford us substantial protection or commercial benefit. Similarly, there is no assurance that our pending patent applications or patent applications licensed from third parties will ultimately be granted as patents or that those patents that have been issued or are issued in the future will stand if they are challenged in court. We assess our license agreements on an ongoing basis and may from time to time terminate licenses to technology that we do not intend to employ in our technology platforms, or in our product discovery or development activities. Â Patents and Patent Applications Â We are actively seeking protection for our intellectual property and are prosecuting a number of patents and pending patent applications covering our compounds and technologies. A combined summary of these patents and patent applications is set forth below in the following table: Â Â Â Pending ApplicationsÂ Issued Patents United StatesÂ 10Â 32 CanadaÂ 2Â 3 EuropeÂ 6Â 25 JapanÂ 5Â 10 Other MarketsÂ 1Â 6 Â Our portfolio includes 76 issued patents, 68 of which cover our INTASYL technology. There are 19 patent families broadly covering both the composition and methods of use of our self-delivering INTASYL technology and uses of our INTASYL compounds targeting immune checkpoint, cellular differentiation and metabolism targets for ex vivo cell-based cancer immunotherapies. The INTASYL technology patents are scheduled to expire between 2029 and 2038. Â Furthermore, there are 27 patent applications, encompassing what we believe to be important new RNAi compounds and their use as therapeutics, chemical modifications of RNAi compounds that improve the compoundsâ€™ suitability for therapeutic uses (including delivery) and compounds directed to specific targets (i.e., that address specific disease states). The patents that may issue from these pending patent applications will, if issued, be set to expire between 2029 and 2044, not including any patent term extensions that may be afforded under the Federal Food, Drug, and Cosmetic Act (â€œFFDCAâ€) (and the equivalent provisions in foreign jurisdictions) for any delays incurred during the regulatory approval process relating to human drug products (or processes for making or using human drug products). Â Â Â Â 25Â Â Â Key Intellectual Property License Agreements Â As we develop our own proprietary compounds, we continue to evaluate our in-licensed portfolio as well as the field for new technologies that could be in-licensed to further enhance our intellectual property portfolio and unique intellectual property position. Â In September 2011, the Company entered into an agreement with Advanced RNA Technologies, LLC (â€œAdvirnaâ€), pursuant to which Advirna assigned to us its existing patent and technology rights related to the INTASYL technology in exchange for an annual maintenance fee, a one-time milestone payment upon the future issuance of the first patent with valid claims covering the assigned patent and technology rights and the issuance of shares of common stock of the Company equal to 5% of the Companyâ€™s fully-diluted shares outstanding at the time of issuance. In 2012, we issued shares of common stock of the Company to Advirna equal to 5% of our fully-diluted shares outstanding at the time of issuance and paid $350,000 to Advirna upon the issuance of the first patent in 2014. Additionally, we also pay to Advirna an annual maintenance fee of $100,000 and are required to pay low single-digit royalties on any licensing revenue received by us with respect to future licensing of the assigned Advirna patent and technology rights. To date, any royalties owed to Advirna under the Advirna agreement have been minimal. Â Our rights under the Advirna agreement will expire upon the later of: (i) the expiration of the last-to-expire of the â€œpatent rightsâ€ (as defined therein) included in the Advirna agreement or (ii) the abandonment of the last-to-be abandoned of such patents, unless earlier terminated in accordance with the provisions of the Advirna agreement. Further, the Company also granted back to Advirna a license under the assigned patent and technology rights for fields of use outside human therapeutics. Â Manufacturing and Supply Â We do not have any manufacturing capability and therefore we currently rely on and intend to continue to rely on contract manufacturing organizations to produce our product candidates in accordance with regulatory requirements. Â We currently rely on and contract with third parties for the manufacture of drug substances and drug products for use in our preclinical studies and clinical trials in accordance with regulatory requirements. We expect that we will continue to rely on and contract with third parties to manufacture our product candidates in the future. Â Competition Â The biotechnology and pharmaceutical industries, including the immuno-oncology field, are a constantly evolving landscape with rapidly advancing technologies and significant competition. There are a number of competitors in the immuno-oncology field including large and small pharmaceutical and biotechnology companies, academic institutions, government agencies and other private and public research organizations. Many of these companies are larger than us and have greater financial resources and human capital to develop competing products. Â Government Regulation Â Review and Approval of Drugs in the United States Â The United States and many other countries extensively regulate the preclinical and clinical testing, manufacturing, labeling, storage, record-keeping, advertising, promotion, export, marketing and distribution of drugs and biologic products. The U.S. Food and Drug Administration (â€œFDAâ€) regulates pharmaceutical and biologic products under the FFDCA, the Public Health Service Act and other federal statutes and regulations. Â To obtain approval of our future product candidates from the FDA, we must, among other requirements, submit data supporting safety and efficacy for the intended indication as well as detailed information on the manufacture and composition of the product candidate. In most cases, this will require extensive laboratory tests, preclinical studies and clinical trials. The collection of these data, as well as the preparation of applications for review by the FDA involve significant time and expense. The FDA also may require post-marketing testing to monitor the safety and efficacy of approved products or place conditions on any approvals that could restrict the therapeutic claims and commercial applications of these products. Regulatory authorities may withdraw product approvals if we fail to comply with regulatory standards or if we encounter problems at any time following initial marketing of our products. Â Â Â 26Â Â Â The first stage of the FDA approval process for a new biologic or drug involves completion of preclinical studies and the submission of the results of these studies to the FDA. These data, together with proposed clinical protocols, manufacturing information, analytical data and other information submitted to the FDA through an IND, must become effective before human clinical trials may commence. Preclinical studies generally involve evaluation of product characteristics and animal studies to assess the efficacy and safety of the product candidate. Many of these studies must be conducted in accordance with the FDAâ€™s current Good Laboratory Practices, the Animal Welfare Act, and other applicable regulations. Â After the IND becomes effective, a company may commence human clinical trials. These are typically conducted in three sequential phases, but the phases may overlap. Phase 1 trials consist of testing the product candidate in a small number of patients or healthy volunteers, primarily for safety at one or more doses. Phase 2 trials, in addition to safety, evaluate the efficacy of the product candidate in a patient population somewhat larger than Phase 1 trials. Phase 3 trials typically involve additional testing for safety and clinical efficacy in an expanded population at multiple test sites. A company must submit to the FDA a clinical protocol, accompanied by the approval of the Institutional Review Board (â€œIRBâ€) at the institutions participating in the trials, prior to commencement of each clinical trial. Â To obtain FDA marketing authorization, a company must submit to the FDA the results of the preclinical and clinical testing, together with, among other things, detailed information on the manufacture and composition of the product candidate, in the form of a new drug application (â€œNDAâ€), or, in the case of a biologic, a biologics license application (â€œBLAâ€). Â The amount of time taken by the FDA to approve a NDA or BLA will depend upon a number of factors, including whether the product candidate has received priority review, the quality of the submission and studies presented, the potential contribution that the compound will make in improving the treatment of the disease in question and agency resources. Â The FDA maintains several programs to facilitate and expedite the development and review of applications that are intended for the treatment of a serious or life-threatening disease or condition that meet certain other criteria, including Fast Track Designation, Breakthrough Designation, Priority Review, and the Accelerated Approval pathway. Â We anticipate that our products will be manufactured by our strategic partners, licensees or other third parties. Before approving an NDA or BLA, the FDA will inspect the facilities at which the product is manufactured and will not approve the product unless the manufacturing facilities are in compliance with the FDAâ€™s current good manufacturing practice regulations (â€œcGMPâ€), which are regulations that govern the manufacture, holding and distribution of a product. Manufacturers of biologics also must comply with the FDAâ€™s general biological product standards. Our

manufacturers also will be subject to regulation under the Occupational Safety and Health Act, the Nuclear Energy and Radiation Control Act, the Toxic Substance Control Act and the Resource Conservation and Recovery Act and other applicable environmental statutes. Following approval, the FDA and certain state agencies periodically inspects drug and biologic manufacturing facilities to ensure continued compliance with the cGMP. Our manufacturers will have to continue to comply with those requirements. Failure to comply with these requirements subjects the manufacturer to possible legal or regulatory action, such as suspension of manufacturing or recall or seizure of product. Adverse patient experiences with the product must be reported to the FDA and could result in the imposition of marketing restrictions through labeling changes or market removal. Product approvals may be withdrawn if compliance with regulatory requirements is not maintained or if problems concerning safety or efficacy of the product occur following approval. Â The labeling, advertising, promotion, marketing and distribution of a drug or biologic product also must be in compliance with FDA and Federal Trade Commission requirements which include, among others, standards and regulations for off-label promotion, industry sponsored scientific and educational activities, promotional activities involving the internet, and direct-to-consumer advertising. We also will be subject to state and local requirements governing the manufacturing and distribution of pharmaceutical products. In addition, we will be subject to a variety of federal, state and local regulations relating to the use, handling, storage and disposal of hazardous materials, including chemicals and radioactive and biological materials. In addition, we will be subject to various laws and regulations governing laboratory practices and the experimental use of animals. In each of these areas, failure to comply with the applicable requirements could result in administrative or judicial enforcement action, which could include refusal to permit clinical trials, refusal to approve an application, withdrawal of an approval, issuance of a warning letter, product recall, product seizure, suspension of production or distribution, fines, refusals of government contracts, and restitution, disgorgement or civil or criminal penalties. Any agency or judicial enforcement action could have a material adverse effect on us. Â Â Â 27Â Â Â Environmental Compliance Â Our research and development activities involve the controlled use of potentially harmful biological materials as well as hazardous materials, chemicals and various radioactive compounds. We are subject to federal, state and local laws and regulations governing the use, storage, handling and disposal of these materials and specific waste products. We are also subject to numerous environmental, health and workplace safety laws and regulations, including those governing laboratory procedures, exposure to blood-borne pathogens and the handling of bio-hazardous materials. The cost of compliance with these laws and regulations could be significant and may adversely affect capital expenditures to the extent we are required to procure expensive capital equipment to meet regulatory requirements. However, to date, compliance with such environmental laws and regulations has not had a material impact on our capital expenditures. Â Human Capital Management Â We currently have five full-time employees. None of our employees are represented by a labor union or covered by a collective bargaining agreement, nor have we experienced any work stoppages. Â We continually evaluate our business needs and weigh the use of in-house expertise and capacity with outsourced expertise and capacity. We currently outsource substantially all preclinical and clinical trial work to third party contract research organizations and drug manufacturing contractors. Â Our ability to identify, attract, retain and integrate additional qualified key personnel is also critical to our success and the competition for skilled research, product development, regulatory and technical personnel is intense. To attract qualified applicants, we offer a total rewards package consisting of base salary and cash target bonus, a comprehensive benefit package and equity compensation for every employee. Bonus opportunity and equity compensation increase as a percentage of total compensation based on level of responsibility. Actual bonus payouts are based on performance. Â A majority of Phioâ€™s employees have obtained advanced degrees in their professions and we support our employeesâ€™ further development with individualized development plans, mentoring, coaching, group training, conference attendance and financial support including tuition reimbursement. Â Corporate Information Â Effective July 5, 2024, the Company completed a 1-for-9 reverse stock split of the Companyâ€™s outstanding common stock, including reclassifying an amount equal to the reduction in par value to additional paid-in capital. The reverse stock split did not reduce the number of authorized shares of the Companyâ€™s common or preferred stock. All share and per share amounts have been adjusted to give effect to the reverse stock split. Â We were incorporated in the state of Delaware in 2011 as RXi Pharmaceuticals Corporation. On November 19, 2018, we changed our name to Phio Pharmaceuticals Corp., to reflect our transition from a platform company to one that is fully committed to developing groundbreaking immuno-oncology therapeutics. Our executive offices are located at 11 Apex Drive, Suite 300A, PMB 2006, Marlborough, MA 01752, and our telephone number is (508) 767-3861.Â Â Â The Companyâ€™s website address is http://www.phiopharma.com. We make available on our website, free of charge, copies of our annual reports on Form 10-K, our quarterly reports on Form 10-Q and our current reports on Form 8-K, and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, (the â€œExchange Actâ€) as soon as reasonably practicable after these reports are filed electronically with, or otherwise furnished to, the Securities and Exchange Commission (the â€œSECâ€). We also make available on our website the charters of our audit, compensation, nominating and governance committees, as well as our corporate code of ethics and conduct. Â The SEC maintains an internet site that contains reports, proxy and information statements, and other information regarding Phio and other issuers that file electronically with the SEC. The SECâ€™s website address is http://www.sec.gov. The contents of this website, and our website, are not incorporated by reference into this report and should not be considered to be part of this report. Â Â Â 28Â Â Â Managementâ€™s discussion and analysis Â The following discussion and analysis of our financial condition and results of operations should be read together with our consolidated financial statements and the related notes included in this prospectus. This discussion contains forward-looking statements that involve risks and uncertainties because they are based on current expectations and relate to future events and our future financial performance. Our actual results may differ materially from those anticipated in these forward-looking statements because of many important factors, including those set forth under â€œRisk Factorsâ€ and elsewhere in this prospectus. Â Overview and Recent Developments Â Phio is a clinical stage biotechnology company whose proprietary INTASYLÂ® small interfering RNA gene silencing technology is designed to make immune cells more effective in killing tumor cells. We are developing therapeutics that are designed to leverage INTASYL to precisely target specific proteins that reduce the bodyâ€™s ability to fight cancer, without the need for specialized formulations or drug delivery systems. Â Cost Rationalization Â In 2023, we implemented a cost rationalization program driven by our transition from a research company to a product development company. This transition resulted in a decision not to renew the lease for our corporate headquarters and primary research facility in Marlborough, Massachusetts, which expired on March 31, 2024. As of April 1, 2024, we have continued operations primarily as a remote business with a laboratory facility in Worcester, Massachusetts. Additionally, we rationalized research personnel and reduced our headcount by approximately 36%. These expense reductions have been redirected to funding the Phase 1b clinical trial with PH-762 directed toward skin cancer. Â Â PH-762 Â PH-762 is an INTASYL compound designed to reduce the expression of cell death protein 1 (â€œPD-1â€). PD-1 is a protein that inhibits T cellsâ€™ ability to kill cancer cells and is a clinically validated target in immunotherapy. Decreasing the expression of PD-1 can thereby increase the capacity of T cells, which protect the body from cancer cells and infections, to kill cancer cells. Â Our preclinical studies have demonstrated that direct-to-tumor application of PH-762 resulted in potent anti-tumoral effects and have shown that direct-to-tumor treatment with PH-762 inhibits tumor growth in a dose dependent fashion in PD-1 responsive and refractory models. Importantly, direct-to-tumor administration of PH-762 resulted in activity against distant untreated tumors, indicative of a systemic anti-tumor response. We believe these data further support the potential for PH-762 to provide a strong local immune response without the dose immune-related adverse effects seen with systemic antibody therapy. Â PH-762 is currently being evaluated in a U.S. multi-center Phase 1b dose-escalating clinical trial through the intratumoral injection of PH-762 for the treatment of patients with cutaneous squamous cell carcinoma, melanoma and Merkel cell carcinoma. The trial is designed to evaluate the safety and tolerability of neoadjuvant use of intratumorally injected PH-762, assess the tumor response, and determine the dose or dose range for continued study of PH-762 and is expected to enroll up to 30 patients. In November 2023, we announced the dosing of the first patient under a previously cleared Investigational New Drug (â€œINDâ€) application by the U.S. Food and Drug Administration. In May 2024, a safety monitoring committee reviewed data from the first dose cohort treated and recommended the escalation to the next dose concentration. Five (5) patients with cutaneous carcinomas have enrolled in Cohorts 1 and 2. Intratumoral injection of PH-762 has been well tolerated in all patients enrolled in the trial to date. There were no related adverse events, no serious adverse events, and no dose limiting toxicities or dose adjustments. The trial is open for the continued enrollment of patients and expects to complete enrollment of patients in the third quarter of 2025. Â AgonOx Collaboration Â Due to INTASYLâ€™s ease of administration, we have shown that our compounds can easily be incorporated into current adoptive cell therapy (â€œACTâ€) manufacturing processes. In ACT, T cells are usually taken from a patient own blood or tumor tissue, grown in large numbers in a laboratory, and then given back to the patient to help the immune system fight cancer. By treating T cells with our INTASYL compounds while they are being grown in a laboratory, we believe our INTASYL compounds can improve these immune cells to make them more effective in killing cancer. Preclinical data generated in collaboration with AgonOx, Inc. (â€œAgonOxâ€), a private company developing a pipeline of novel immunotherapy drugs targeting key regulators of the immune response to cancer, demonstrated that treating AgonOxâ€™s â€œdouble positiveâ€ tumor infiltrating lymphocytes (â€œDP TILâ€) with PH-762 increased their tumor killing activity by two-fold. Â Â Â Â 29Â Â Â In February 2021, we entered into a clinical co-development collaboration agreement (the â€œClinical Co-Development Agreementâ€) with AgonOx to develop a T cell-based therapy using PH-762 and AgonOxâ€™s DP TIL. Under the Clinical Co-Development Agreement, we and AgonOx were working to develop a T cell-based therapy using our lead product candidate, PH-762, and AgonOxâ€™s DP TIL Technology. We had agreed to reimburse AgonOx up to $4 million in expenses incurred to conduct a Phase 1 clinical trial of PH-762 treated DP TIL in patients with advanced melanoma and other advanced solid tumors. We were also eligible to receive certain future development milestones and low single-digit sales-based royalty payments from AgonOxâ€™s licensing of its DP TIL technology. Â In May 2024, we terminated the Clinical Co-Development Agreement with AgonOx, which such termination was effective immediately. Effective as of the date of termination, the Clinical Co-Development Agreement and our continuing obligations and those of AgonOx thereunder were terminated in their entirety. We are no longer required to provide financial support for the development of costs incurred under the Clinical Co-Development Agreement, and we are no longer entitled to future development milestones or royalty payments from AgonOxâ€™s licensing of its DP TIL technology. We will pay to AgonOx all payment obligations that accrued prior to the termination of the Clinical Co-Development Agreement. Remaining payments to be made to AgonOx as of September 30, 2024 total $35,000, which primarily relate to accrued obligations for patient fees and other miscellaneous costs as of the date of termination. Pursuant to the terms of the Clinical Co-Development Agreement, we and AgonOx are coordinating the orderly wind-down of the Phase 1 clinical trial. Each of us and AgonOx shall be responsible for its own costs and expenses incurred in connection with the wind-down of the Phase 1 clinical trial. Â Prior to the termination of the Clinical Co-Development Agreement with AgonOx, PH-762 treated DP TIL were being evaluated in a Phase 1 clinical trial in the United States with up to 18 patients with advanced melanoma and other advanced solid tumors by AgonOx. The primary trial objectives were to evaluate the safety and to study the potential for enhanced therapeutic benefit from the administration of PH-762 treated DP TIL. AgonOx had enrolled three patients. The first two patients were treated with DP TIL only and the third patient was treated with a combination of DP TIL and PH-762. Â On December 19, 2024, we announced that the Safety Monitoring Committee (SMC) recommended dose escalation in our Phase 1b clinical trial designed to evaluate the safety and tolerability of PH-762 in the treatment of Stages 1, 2, and 4 cutaneous squamous cell carcinoma, Stage 4 melanoma and Stage 4 Merkel cell carcinoma. Â On January 13, 2025, we announced that in this Phase 1b clinical trial with PH-762, dosed intratumorally, the second cohort had enrolled 4 patients who were diagnosed with cutaneous squamous cell carcinoma. At Day 36 (tumor excision), the first two patients who completed treatment showed a complete response (100% tumor clearance) and a partial response (90% clearance), respectively. Pathology data assessing efficacy data on the remaining 2 patients is forthcoming. Â The intratumoral injections have been well tolerated in our Phase 1b clinical trial. There have been no dose-limiting toxicities, or serious adverse events in participants receiving intratumoral PH-762 in our Phase 1b clinical trial. Â Recent Offerings Â In December 2024 and January 2025, we conducted a number of concurrent registered direct offerings and private placements with certain of the Selling Stockholders. The net proceeds to us from the such registered direct offerings and private placements are approximately $7.95 million, after deducting fees and expenses, and the details of such offerings are as follows: Â December 19, 2024 Concurrent Registered Direct Offering and Private Placement Â On December 19, 2024, we entered into a securities purchase agreement (the â€œDecember 19, 2024 Securities Purchase Agreementâ€) with certain of the Selling Stockholders in connection with a registered direct public offering (the â€œDecember 19, 2024 Registered Direct Offeringâ€) and concurrent private placement (the â€œDecember 19, 2024 Private Placementâ€ and, together with the December 19, 2024 Registered Direct Offering, the â€œDecember 19, 2024 Offeringsâ€). The December 19, 2024 Offerings closed on December 20, 2024. Â Â Â Â 30Â Â Â We offered and soldÂ in the December 19, 2024 Registered Direct Offering 437,192 shares of Common Stock at a purchase price of $2.635 per share. In the December 19, 2024 Private Placement, we also issued to such Selling Stockholders unregistered warrants to purchase up to 437,192 shares of common stock (the â€œSeries E Warrantsâ€). Under the terms of the December 19, 2024 Securities Purchase Agreement, for each share of common stock issued in the December 19, 2024 Registered Direct Offering, an accompanying Series E Warrant was issued to the purchaser thereof. Each Series E Warrant is exercisable for one share of common stock (a â€œDecember 19, 2024 Warrant Shareâ€) at an exercise price of $2.51 per share and will expire on December 20, 2029. The Series E Warrants were offered and sold at a purchase price of $0.125 per Series E Warrant, which purchase price is included in the offering price per share of common stock issued in the December 19, 2024 Registered Direct Offering. Â December 23, 2024 Concurrent Registered Direct Offering and Private Placement Â On December 23, 2024, we entered into a securities purchase agreement (the â€œDecember 23, 2024 Securities Purchase Agreementâ€) with certain of the Selling Stockholders in connection with a registered direct public offering (the â€œDecember 23, 2024 Registered Direct Offeringâ€) and concurrent private placement (the â€œDecember 23, 2024 Private Placementâ€ and, together with the December 23, 2024 Registered Direct Offering, the â€œDecember 23, 2024 Offeringsâ€). The December 23, 2024 Offerings closed on December 24, 2024. Â We offered and sold in the December 23, 2024 Registered Direct Offering 240,000 shares of common stock at a purchase price of $2.00 per share. In the December 23, 2024 Private Placement, we also issued to such Selling Stockholders unregistered warrants to purchase up to 240,000 shares of common stock (the â€œSeries F Warrantsâ€). Under the terms of the December 23, 2024 Securities Purchase Agreement, for each share of common stock issued in the December 23, 2024 Registered Direct Offering, an accompanying Series F Warrant was issued to the purchaser thereof. Each Series F Warrant is exercisable for one share of common stock (a â€œDecember 23, 2024 Warrant Shareâ€) at an exercise price of $2.00 per share and will expire on December 24, 2029. The Series F Warrants were offered and sold at a purchase price of $0.125 per Series F Warrant, which purchase price is included in the offering price per share of common stock issued in the December 19, 2024 Registered Direct Offering. Â January 13, 2025 Concurrent Registered Direct Offering and Private Placement Â On January 13, 2025, we entered into a securities purchase agreement (the â€œJanuary 13, 2025 Securities Purchase Agreementâ€) with certain of the Selling Stockholders in connection with a registered direct public offering (the â€œJanuary 13, 2025 Registered Direct Offeringâ€) and concurrent private placement (the â€œJanuary 13, 2025 Private Placementâ€ and, together with the January 13, 2025 Registered Direct Offering, the â€œJanuary 13, 2025 Offeringsâ€). The January 13, 2025 Offerings closed on January 14, 2025. Â We offered and sold in the January 13, 2025 Registered Direct Offering 1,063,670 shares of common stock at a purchase price of $3.00 per share. In the January 13, 2025 Private Placement, we also issued to such Selling Stockholders unregistered warrants to purchase up to 2,127,340 shares of common stock (the â€œSeries G Warrantsâ€). Under the terms of the January 13, 2025 Securities Purchase Agreement, for each share of common stock issued in the January 13, 2025 Registered Direct Offering, two accompanying Series G Warrants were issued to the purchaser thereof. Each Series G Warrant is exercisable for one share of common stock (a â€œJanuary 13, 2025 Warrant Shareâ€) at an exercise price of $3.00 per share and will expire on January 14, 2027. The Series G Warrants were offered and sold at a purchase price of $0.125 per Series G Warrant, which purchase price is included in the offering price per share of common stock issued in the January 13, 2025 Registered Direct Offering. Â January 14, 2025 Concurrent Registered Direct Offering and Private Placement Â On January 14, 2025,Â we entered into a securities purchase agreement (the â€œJanuary 14, 2025 Securities Purchase Agreementâ€) with certain of the Selling Stockholders in connection with a registered direct public offering (the â€œJanuary 14, 2025 Registered Direct Offeringâ€) and concurrent private placement (the â€œJanuary 14, 2025 Private Placementâ€). The January 14, 2025 Registered Direct Offering and the January 14, 2025 Private Placement (together, the â€œJanuary 14, 2025 Offeringsâ€) closed on January 15, 2025. Â We offered and soldÂ in theÂ January 14, 2025Â Registered Direct Offering 833,335 shares of common stock at a purchase price of $3.00 per share. In theÂ January 14, 2025Â Private Placement, we also issued to suchÂ Selling StockholdersÂ unregistered warrants to purchase up to 1,666,670 shares of common stock (the â€œSeries H Warrantsâ€). Under the terms of theÂ January 14, 2025Â Securities Purchase Agreement, for each share of common stock issued in theÂ January 14, 2025Â Registered Direct Offering, two accompanying Series H Warrants were issued to the purchaser thereof. Each Series H Warrant is exercisable for one share of common stock (a â€œJanuary 14, 2025Â Warrant Shareâ€) at an exercise price of $3.00 per share and will expire onÂ January 15, 2027. The Series H Warrants were offered and sold at a purchase price of $0.125 per Series H Warrant, which purchase price is included in the offering price per share of common stock issued in

theÂ January 14, 2025Â Registered Direct Offering. Â Â Â Â 31Â Â Â January 16, 2025 Concurrent Registered Direct Offering and Private Placement Â On January 16, 2025,Â we entered into a securities purchase agreement (the â€œJanuary 16, 2025 Securities Purchase Agreementâ€ and, together with the December 19, 2024 Securities Purchase Agreement, the December 23, 2024 Securities Purchase Agreement, the January 13, 2025 Securities Purchase Agreement and the January 14, 2025 Securities Purchase Agreement, the â€œPurchase Agreementsâ€) with certain of the Selling Stockholders in connection with a registered direct public offering (the â€œJanuary 16, 2025 Registered Direct Offeringâ€ and, together with the December 19, 2024 Registered Direct Offering, the December 23, 2024 Registered Direct Offering, the January 13, 2025 Registered Direct Offering and the January 14, 2025 Registered Direct Offering, the â€œRegistered Direct Offeringsâ€) and concurrent private placement (the â€œJanuary 16, 2025 Private Placementâ€ and, together with the December 19, 2024 Private Placement, the December 23, 2024 Private Placement, the January 13, 2025 Private Placement and the January 14, 2025 Private Placement, the â€œPrivate Placementsâ€). The January 16, 2025 Registered Direct Offering and the January 16, 2025 Private Placement (together, the â€œJanuary 16, 2025 Offeringsâ€) closed on January 17, 2025. Â We offered and soldÂ in theÂ January 16, 2025Â Registered Direct Offering 610,000 shares of common stock at a purchase price of $3.00 per share. In theÂ January 16, 2025Â Private Placement, we also issued to suchÂ Selling StockholdersÂ unregistered warrants to purchase up to 1,220,000 shares of common stock (the â€œSeries I Warrantsâ€ and, together with the Series E Warrants, the Series F Warrants, the Series G Warrants and the Series H Warrants, the â€œWarrantsâ€). Under the terms of theÂ January 16, 2025Â Securities Purchase Agreement, for each share of common stock issued in theÂ January 16, 2025Â Registered Direct Offering, two accompanying Series I Warrants were issued to the purchaser thereof. Each Series I Warrant is exercisable for one share of common stock (a â€œJanuary 16, 2025Â Warrant Shareâ€ and, together with the December 19, 2024 Warrant Shares, the December 23, 2024 Warrant Shares, the January 13, 2025Â Warrant Shares and the January 14, 2025 Warrant Shares, the â€œWarrant Sharesâ€) at an exercise price of $3.00 per share and will expire onÂ January 19, 2027. The Series I Warrants were offered and sold at a purchase price of $0.125 per Series I Warrant, which purchase price is included in the offering price per share of common stock issued in theÂ January 16, 2025Â Registered Direct Offering. Â Pursuant to an engagement letter, dated as of June 27, 2024, as amended, between us and H.C. Wainwright & Co., LLC (the â€œPlacement Agentâ€), we agreed to pay the Placement Agent a total cash fee equal to 7.5% of the gross proceeds received in the Registered Direct Offerings and the Private Placements. We also agreed to pay the Placement Agent in connection with the Registered Direct Offerings and the Private Placements a management fee equal to 1.0% of the gross proceeds raised in the Registered Direct Offerings and the Private Placements. Further, we agreed to pay the Placement Agent (i) in connection with each of the December 19, 2024 Offerings, the January 13, 2025 Offerings and the January 14, 2025 Offerings, $25,000 for non-accountable expenses and $15,950 for clearing fees, (ii) in connection with the January 16, 2025 Offerings, $20,000 for non-accountable expenses and $10,000 for clearing fees and (iii) in connection with the December 23, 2024 Offerings, $10,000 for non-accountable expenses and $10,000 for clearing fees. Â In addition, in connection with the Registered Direct Offerings and the Private Placements, we agreed to issue to the Placement Agent, or its designees, warrants to purchase up to an aggregate of 238,814 shares of common stock (the â€œPlacement Agent Warrantsâ€), which represent 7.5% of the aggregate number of shares of common stock sold in the Registered Direct Offerings. The Placement Agent Warrants have substantially the same terms as the Warrants, except that (i) 32,789 of the Placement Agent Warrants have an exercise price equal to $3.2938, or 125% of the offering price per share of common stock sold in the December 19, 2024 Registered Direct Offering, and are exercisable until December 19, 2029, (ii) 18,000 of the Placement Agent Warrants have an exercise price equal to $2.50, or 125% of the offering price per share of common stock sold in the December 23, 2024 Registered Direct Offering, and are exercisable until December 23, 2029, (iii) 79,775 of the Placement Agent Warrants have an exercise price equal to $3.75, or 125% of the offering price per share of common stock sold in the January 13, 2025 Registered Direct Offering, and are exercisable until January 14, 2027, (iv) 62,500 of the Placement Agent Warrants have an exercise price equal to $3.75, or 125% of the offering price per share of common stock sold in the January 14, 2025 Registered Direct Offering, and are exercisable until January 15, 2027 and (v) 45,750 of the Placement Agent Warrants have an exercise price equal to $3.75, or 125% of the offering price per share of common stock sold in the January 16, 2025 Registered Direct Offering, and are exercisable until January 19, 2027. Â Results of Operations for the Three and Nine Months Ended September 30, 2024 and 2023 Â The following data summarizes the results of our operations for the periods indicated, in thousands: Â â€¯Â Three Months Ended September 30,Â Â â€¯Â Â Nine Months Ended September 30,Â Â â€¯Â DescriptionÂ 2024Â Â 2023Â Â Dollar ChangeÂ Â 2024Â Â 2023Â Â Dollar ChangeÂ Operating expensesÂ $1,590Â Â $2,776Â Â $(1,186)Â $5,713Â Â $8,925Â Â $(3,212) Operating lossÂ $(1,590)Â $(2,776)Â $1,186Â Â $(5,713)Â $(8,925)Â $3,212Â Net lossÂ $(1,524)Â $(2,780)Â $1,256Â Â $(5,524)Â $(8,931)Â $3,407Â Â Â Â Â 32Â Â Â Comparison of the Three and Nine Months Ended September 30, 2024 and 2023 Â Operating Expenses Â The following table summarizes our total operating expenses, for the periods indicated, in thousands: Â â€¯Â Three Months Ended September 30,Â Â â€¯Â Â Nine Months Ended September 30,Â Â â€¯Â DescriptionÂ 2024Â Â 2023Â Â Dollar ChangeÂ Â 2024Â Â 2023Â Â Dollar ChangeÂ Research and developmentÂ $644Â Â $1,808Â Â $(1,164)Â $2,658Â Â $5,325Â Â $(2,667) General and administrativeÂ Â 946Â Â Â â€¯968Â Â Â (22)Â Â 3,055Â Â Â 3,600Â Â Â (545) Total operating expensesÂ $1,590Â Â $2,776Â Â $(1,186)Â $5,713Â Â $8,925Â Â $(3,212) Â Â Â Research and Development Expenses Â Research and development expenses relate to compensation and benefits for research and development personnel, facility-related expenses, supplies, external services, costs to acquire technology licenses, research activities under our research collaboration agreement, expenses associated with preclinical and clinical development activities and other operating costs. Our research and development programs are focused on the development of immuno-oncology therapeutics based on our INTASYL therapeutic platform. Since we commenced operations, research and development expenses have been a significant portion of our total operating expenses and are expected to constitute the majority of our spending for the foreseeable future. Â Research and development expenses for the three months ended September 30, 2024 decreased 64% as compared with the three months ended September 30, 2023. The decrease in research and development expenses was primarily driven by our cost rationalization measures in transitioning from a research company to a product development company resulting in a decrease of $286,000 in salary-related costs, including stock-based compensation expense, and $85,000 due to the wind-down of preclinical studies, and $835,000 primarily related to our former Clinical Co-Development Agreement from the prior year period. Â Research and development expenses for the nine months ended September 30, 2024 decreased 50% as compared with the nine months ended September 30, 2023. The decrease in research and development expenses was primarily driven by our cost rationalization measures in transitioning from a research company to a product development company resulting in a decrease of $880,000 of expense due to the wind-down of preclinical studies, $1,108,000 in salary-related costs, including stock-based compensation expense, and $204,000 in lab supplies associated with the reduction in headcount, in addition to decreases in clinical consulting fees of $350,000 incurred in connection with our IND filing for PH-762 in the prior period, decreases in clinical trial-related fees for our former PH-762 trials in ACT and European clinical trial, and a decrease of $208,000 in manufacturing fees for PH-762. Â We anticipate our research and development expenses will remain relatively consistent for the remainder of 2024. Â General and Administrative Expenses Â General and administrative expenses relate to compensation and benefits for general and administrative personnel, facility-related expenses, professional fees for legal and patent-related activities, audit, tax and consulting services, as well as other general corporate expenses. Â General and administrative expenses for the three months ended September 30, 2024 decreased 2% as compared with the three months ended September 30, 2023. The decrease in general and administrative expenses was primarily due to a decrease in salary-related expenses. Â General and administrative expenses for the nine months ended September 30, 2024 decreased 15% as compared with the nine months ended September 30, 2023. The decrease in general and administrative expenses was primarily due to decreases in salary-related expenses due to reductions in headcount of $196,000, in professional fees for a total of $229,000 primarily related to legal and patent expenses, and in our D&O insurance premium of $74,000 as compared to the prior year period. Â We anticipate our general and administrative expenses will remain relatively consistent for the remainder of 2024. Â Â Â 33Â Â Â Results of Operations for the Years Ended December 31, 2023 and 2022 Â The following data summarizes the results of our operations for the years ended December 31, 2023 and 2022, in thousands: Â Â Â Years Ended December 31,Â Â DollarÂ Â Â 2023Â Â 2022Â Â ChangeÂ Operating expensesÂ $10,824Â Â $11,462Â Â $(638) Operating lossÂ $(10,824)Â $(11,462)Â $638Â Net lossÂ $(10,826)Â $(11,480)Â $654Â Â Comparison of the Years Ended December 31, 2023 and 2022 Â Operating Expenses Â The following table summarizes our total operating expenses, for the periods indicated, in thousands: Â Â Â Years Ended December 31,Â Â DollarÂ Â Â 2023Â Â 2022Â Â ChangeÂ Research and developmentÂ $6,332Â Â $7,012Â Â $(680) General and administrativeÂ Â 4,366Â Â Â 4,450Â Â Â (84) Impairment of property and equipmentÂ Â 126Â Â Â â€“Â Â 126Â Total operating expensesÂ $10,824Â Â $11,462Â Â $(638) Â Research and Development Expenses Â Research and development expenses for the year ended December 31, 2023 decreased 10% as compared to the year ended December 31, 2022. The decrease was primarily due to a decrease in costs related to the completion of our IND-enabling preclinical studies for PH-894 of approximately $1,979,000 and reduced lab supplies of approximately $298,000 as a result of a decrease in lab personnel and a shift in focus on clinical development and, partially offset by an increase in clinical-related costs of approximately $1,580,000 for the two U.S. PH-762 Phase 1 clinical trials as compared to the prior year period. Â Â General and Administrative Expenses Â General and administrative expenses for the year ended December 31, 2023 decreased 2% as compared to the year ended December 31, 2022. The decrease was primarily due to decreases in personnel-related expenses of approximately $230,000 due to departmental organizational changes and one-time executive search-related fees of approximately $78,000 for the Companyâ€™s President & CEO and reduced D&O insurance premiums of $92,000, partially offset by increased legal fees of approximately $302,000. Â Impairment of Property and Equipment Â Loss on impairment of property and equipment for the year ended December 31, 2023 increased 100% as compared to the year ended December 31, 2022. The impairment charge to our long-lived assets was associated with our non-renewal of our office lease to operate as a remote business. The carrying value of these assets totaling $126,000 was deemed no longer recoverable and an impairment charge of $126,000 was recorded to adjust those assets to their fair value. Â Â Â 34Â Â Â Liquidity and Capital Resources Â Historically, our primary source of funding has been through the sale of our securities. In the future, we will be dependent on obtaining funding from third parties, such as proceeds from the issuance of debt, sale of equity or strategic opportunities, in order to maintain our operations. We have reported recurring losses from operations since inception and expect that we will continue to have negative cash flows from our operations for the foreseeable future. At September 30, 2024, we had cash of $5,390,000 as compared with $8,490,000 at December 31, 2023. Â On May 16, 2024, we entered into a purchase agreement (the â€œPurchase Agreementâ€) with Triton Funds LP (â€œTritonâ€), pursuant to which we agreed to sell, and Triton agreed to purchase, upon our request in one or more transactions, up to 95,833 shares of our common stock at a purchase of $6.48 per share (the â€œPurchase Priceâ€), for aggregate gross proceeds of up to $621,000. On July 3, 2024, we terminated the Purchase Agreement with Triton effective immediately. No shares of common stock were sold by us pursuant to the Purchase Agreement prior to termination. Â In July 2024, we entered into inducement letter agreements (the â€œJuly 2024 Inducement Letter Agreementsâ€) with certain holders of certain of our existing warrants to purchase up to an aggregate of 545,286 shares of the Companyâ€™s common stock. The existing warrants were originally issued in February 2020 through December 2023, having exercise prices between $324.00 and $9.72 per share. Pursuant to the July 2024 Inducement Letter Agreements, these warrants were exercised for cash at a reduced exercise of $5.45 per share in consideration of our agreement to issue new unregistered five and one-half year term Series C warrants to purchase up to 583,098 shares of common stock at an exercise price of $5.45 and new unregistered eighteen month term Series D warrants to purchase up to 507,474 shares of common stock at an exercise price of $5.45, both issued and sold at a price of $0.125 per warrant share (the â€œJuly 2024 Financingâ€). The net proceeds to us from the July 2024 Financing were approximately $2,646,000, after deducting placement agent fees and offering expenses. Â We have limited cash resources, have reported recurring losses from operations since inception, have negative operating cash flows and have not yet received product revenues. These factors raise substantial doubt regarding our ability to continue as a going concern, and our current cash resources may not provide sufficient capital to fund operations for at least the next 12 months from the date of the release of the condensed consolidated financial statements included elsewhere in this Quarterly Report. Our continuation as a going concern depends upon our ability to raise additional capital through equity offerings, debt offerings and/or strategic opportunities to fund our operations. There can be no assurance that we will be successful in accomplishing any of these plans in order to continue as a going concern. The condensed consolidated financial statements included elsewhere in this Quarterly Report do not include any adjustments to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should we be unable to continue as a going concern. Â The following table summarizes our cash flows for the periods indicated, in thousands: Â Â Â Nine Months Ended September 30,Â Â Â 2024Â Â 2023Â Net cash used in operating activitiesÂ $(5,741)Â $(8,379) Net cash used in investing activitiesÂ Â â€“Â Â Â (5) Net cash provided by financing activitiesÂ Â 2,641Â Â Â 5,010Â Net decrease in cash, cash equivalents and restricted cashÂ $(3,100)Â $(3,374) Â Net Cash Flow from Operating Activities Â Net cash used in operating activities was $5,741,000 for the nine months ended September 30, 2024 as compared with $8,379,000 for the nine months ended September 30, 2023. The decrease was primarily due to a decrease in net loss of $3,407,000, a decrease in non-cash related items of $298,000 primarily related to reduced stock-based compensation expense, and a decrease in the changes in operating assets and liabilities of $472,000 primarily as a result of liabilities owed for the completion of preclinical studies in the prior year period. Â Â Â 35Â Â Â Net Cash Flow from Investing Activities Â There were no investing activities for the nine months ended September 30, 2024 as compared with $5,000 for the nine months ended September 30, 2023. The decrease in net cash used in investing activities was primarily due to laboratory and computer equipment purchases for our facility during the prior year period. Â Net Cash Flow from Financing Activities Â Net cash provided by financing activities was $2,641,000 for the nine months ended September 30, 2024 as compared with $5,010,000 for the nine months ended September 30, 2023. The decrease was primarily due to the net proceeds from the completion of our financing activities during the prior year period as compared with the current year period. Â The following table summarizes our cash flows for the years ended December 31, 2023 and 2022, in thousands: Â Â Â Years Ended December 31,Â Â Â 2023Â Â 2022Â Net cash used in operating activitiesÂ $(10,749)Â $(12,129) Net cash used in investing activitiesÂ Â (5)Â Â (121) Net cash provided by (used in) financing activitiesÂ Â 7,413Â Â Â (26) Net decrease in cash and restricted cashÂ $(3,341)Â $(12,276) Â Net Cash Flow from Operating Activities Â Net cash used in operating activities for the year ended December 31, 2023 decreased 11% as compared to the year ended December 31, 2022, primarily due to decreased cash outflows from changes in operating assets and liabilities of $720,000 as a result of liabilities owed for the payments related to the IND-enabling studies with PH-894 and clinical supply manufacturing of PH-762 and PH-894 in the prior year period and a decrease in net loss of $654,000. Â Net Cash Flow from Investing Activities Â Net cash used in investing activities for the year ended December 31, 2023 decreased 96% as compared to the year ended December 31, 2022, primarily due to changes in laboratory and computer equipment purchases for our facility over the comparative period. Â Net Cash Flow from Financing Activities Â Net cash provided by financing activities for the year ended December 31, 2023 increased as compared to the net cash used in financing activities for the year ended December 31, 2022, primarily due to the Companyâ€™s capital raise activities over the comparative period (see Note 9 to our consolidated annual consolidated financial statements included elsewhere in this Annual Report). Â Critical Accounting Policies and Estimates Â The discussion and analysis of our financial condition and results of operations are based upon our consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States (â€œGAAPâ€). The preparation of these consolidated financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities. On an ongoing basis, we evaluate our estimates and base our estimates on historical experience and various other assumptions that are believed to be reasonable under the circumstances. Actual results may differ from these estimates under different assumptions or conditions and could have a material impact on our reported results. While our significant accounting policies are more fully described in Note 1 to our consolidated financial statements included elsewhere in this Annual Report, we believe the following addresses our accounting policies to be the most critical in understanding the judgments and estimates we use in preparing our consolidated financial statements. Â Â Â 36Â Â Â Research and Development Expenses Â Research and development expenses are charged to expense as incurred. Payments made by us in advance for research and development services not yet provided and/or for materials not yet received are recorded as prepaid expenses and expensed when the service has been performed or when the goods have been received. Accrued liabilities are recorded with respect to services provided and/or materials that we have received for which vendors have not yet billed us. The financial terms of these contracts are subject to negotiation, vary from provider to provider and may result in uneven payment flows. There may be instances in which payments made to our vendors exceed the level of services provided and result in a prepayment of the expense. In other instances, payment depends on factors such as the successful completion of milestones. Â We are required to estimate our accrued research and development expenses, of which a significant portion relate to third party providers we have contracted with to perform various research activities on our behalf for the continued development of our product candidates. This process includes reviewing open contracts and purchase

orders, estimating the service performed and the associated cost incurred for research and development services not yet billed or otherwise notified of actual cost. Accrued liabilities for the services provided by contract research organizations are recorded during the period incurred based on such estimates and assumptions as expected cost, passage of time, the level of effort to be expended in each period, the achievement of milestones and other information available to us. Estimates of our research and development accruals are assessed on a quarterly basis based on an evaluation of the progress to completion of specific tasks using information and data provided to us by our vendors and facts and circumstances known to us at that time, and adjusted accordingly. Â Actual results may differ from these estimates and could have a material impact on our reported results. Our historical accrual estimates have not been materially different from our actual costs. Due to the nature of estimates, we cannot provide assurance that we will not make changes to our estimates in the future as we become aware of additional information about the conduct of our research activities.Â Â Collaborative Arrangements Â We follow the provisions of the Financial Accounting Standards Board (the â€œFASBâ€) Accounting Standards Codification (â€œASCâ€) Topic 808, â€œCollaborative Arrangements,â€ (â€œTopic 808â€) when collaboration agreements involve joint operating activities in which both parties are active participants and that are also both exposed to significant risks and rewards. We also consider the guidance in the FASB ASC Topic 606, â€œRevenue from Contracts with Customers,â€ (â€œTopic 606â€) in determining the appropriate treatment for activities between us and our collaborative partners that are more reflective of a vendor-customer relationship and therefore, within the scope of Topic 606, as well as other accounting literature. Under Topic 808, we determine an appropriate recognition method, either by analogy to appropriate accounting literature or by applying a reasonable accounting policy election. Generally, the classification of transactions under the collaborative arrangement is determined based on the nature and contractual terms of the arrangement along with the nature of the operations of the participants. We recognize our share of costs arising from research and development activities performed by collaborators in the period our collaborators incur such expense. Reimbursements that are the result of a collaborative relationship instead of a customer relationship, such as co-development activities, are evaluated on a quarterly basis and recorded as an offset to research and development expense incurred. Payments in excess of our collaboration expense will be recorded as revenue. Â Derivative Financial Instruments â€¯ During the normal course of business we may issue warrants as part of a debt or equity financing. Warrants and other derivative financial instruments are accounted for either as equity or as an asset or liability, depending on the characteristics of each derivative financial instrument. Financial instruments that do not meet the definition of a derivative are classified as equity and measured at fair value and recorded as additional paid in capital in stockholdersâ€™ equity at the date of issuance. No further adjustments to their valuation are made. Financial instruments that meet the definition of a derivative are classified as an asset or liability are measured at fair value on the issuance date and are revalued on each subsequent balance sheet date. The changes in the fair value are recognized as current period income or loss. Â Â Â 37Â Â Â Contractual Obligations Â Details of our obligations under the Clinical Co-Development Agreement with our former collaboration partner AgonOx can be found in Note 2 of the condensed consolidated financial statements. Outside of the above, there have been no material changes to the contractual obligations as disclosed in our 2023 Form 10-K. Â Future Funding Requirements Â At September 30, 2024, we had cash and cash equivalents of $5,390,000 and received estimated net proceeds of $2,646,000 from our July 2024 Financing. At September 30, 2024, we expect that our cash and cash equivalents will enable us to fund our current operating plan into Q2 2025. Due to the difficulty and uncertainty associated with the design and implementation of preclinical studies and clinical trials, we will continue to assess our cash and cash equivalents and future funding requirements. However, there is no assurance that additional funding will be achieved and that we will succeed in our future operations. We expect to continue to incur substantial additional operating losses for at least the next several years as we continue to develop our product candidates and seek marketing approval and, subject to obtaining such approval, the eventual commercialization of our product candidates. If we obtain marketing approval for any of our product candidates, we will incur significant sales, marketing and manufacturing expenses. We also expect to continue to incur significant costs to comply with corporate governance, internal controls and similar requirements associated with operating as a public reporting company. Â Actual cash requirements could differ from managementâ€™s projections due to many factors including additional investments in research and development programs, clinical trial expenses for PH-762, competing technological and market developments, general and administrative expenses, and the costs of any strategic acquisitions and/or development of complementary business opportunities. Â We expect to seek additional funding to sustain our future operations and while we have successfully raised capital in the past, the ability to raise capital in future periods is not assured. We do not know if additional capital will be available when needed or on terms favorable to us or our stockholders. Collaboration, licensing or other agreements may not be available on favorable terms, or at all. If we seek to sell our equity securities, we do not know whether and to what extent we will be able to do so, or on what terms. If available, additional equity financing may be dilutive to stockholders, debt financing may involve restrictive covenants or other unfavorable terms and dilute our existing stockholdersâ€™ equity, and funding through collaboration, licensing or other commercial agreements may be on unfavorable terms, including requiring us to relinquish rights to certain of our technologies or products. If adequate financing is not available if and when needed, we may delay, reduce the scope of, or eliminate research or development programs, if any, postpone or cancel the pursuit of product candidates, or otherwise significantly curtail our operations to reduce our cash requirements and extend our capital. Â Â Â Â Â Â 38Â Â Â Management Â Set forth below are the present directors and executive officers of the Company as of December 31, 2024. There are no arrangements or understandings between any of the directors, officers and other persons pursuant to which such person was selected as a director or an officer. Â Name Â Age Â Position(s) with the Company Â Â Robert J. Bitterman Â 73 Â President, Chief Executive Officer and Chairman of the Board of Directors Â Â Robert M. Infarinato Â 79 Â Vice President, Chief Financial Officer Â Â Patricia A. Bradford Â 74 Â Director Â Â Robert L. Ferrara Â 73 Â Lead Independent Director Â Â Jonathan E. Freeman, Ph.D. Â 57 Â Director Â Â Curtis A. Lockshin, Ph.D. Â 64 Â Director Â Â Â Biographies Â Set forth below are brief accounts of the business experience of each director and executive officer of the Company. Â Robert J. Bitterman has served as a member and the Chairman of the Board since 2012 and as our President and Chief Executive Officer since February 2023. Mr. Bitterman served as the Interim Executive Chairman of the Company from September 2022 to February 2023 until his appointment as President and Chief Executive Officer. Mr. Bitterman served as the President and Chief Executive Officer of Cutanea Life Sciences, Inc., a private company he founded in 2005 that focused on developing innovative technologies to treat diseases and disorders of the skin and subcutaneous tissue, until its acquisition by Biofrontera, Inc., USA in March 2019. Since leaving Cutanea, Mr. Bitterman was retired until commencing the Interim Executive Chairman role with the Company in September 2022. Prior to his role at Cutanea Life Sciences, Inc., Mr. Bitterman also held the position of President and Chief Executive Officer of Isolagen, Inc., President and General Manager of Dermik Laboratories and various positions of increasing responsibility in financial and commercial capacities within Aventis S.A. Mr. Bitterman holds an A.B. degree in Economics from The College of the Holy Cross and a Master of Business Administration degree from Boston University. He also holds a Doctor of Humane Letters (Honoris Causa) from the New York College of Podiatric Medicine. Mr. Bittermanâ€™s executive leadership experience and his experience in the pharmaceutical industry qualifies him to serve as a member of the Board. Â Robert M. Infarinato has served as our Vice President, Chief Financial Officer since August 1, 2024. Mr. Infarinato, an attorney and certified public accountant, has over 40 years of leadership roles, including in the pharmaceutical and biotech industries. From 2000 to 2024, Mr. Infarinato served as a self-employed business consultant doing business as International Business Consulting. From 2010 to 2019, Mr. Infarinato served in various positions within Cutanea Life Sciences, Inc., a privately held dermatology company, including chief compliance officer, as well as a member of the board of directors and the audit committee thereof. From 1996 to 2013, Mr. Infarinato served as a member of the board of trustees for Abington Health Systems, serving as chairman from 2010 to 2013. Following Abington Health Systemsâ€™ merger with Jefferson Health System, Mr. Infarinato served on the finance committee until September 2021 and the Abington Jefferson Compliance Committee until 2023. From January 2022 to January 2023, Mr. Infarinato served as a tax specialist for Steinberg, Shebairo LLP CPAs. Mr. Infarinato obtained his Juris Doctor degree from Fordham University School of Law, and his B.S. from the Syracuse University Whitman School of Management. Â Patricia A. Bradford has served as a member of the Board since 2022. Ms. Bradford served as Senior Vice President Global Human Resources at Unisys Corporation, a global information technology solutions company, where her total service at Unisys spanned from 1982 until her retirement in 2013. In her role at Unisys, Ms. Bradford strategically led all global human resource programs and initiatives, including talent management, at multiple levels of the organization. Ms. Bradfordâ€™s roles at Unisys progressively included all areas of human resources, including an overseas assignment at the Unisys European headquarters where she provided human resources leadership to the region. Prior to Unisys, Ms. Bradford was employed by Deloitte, an audit, consulting, tax, and advisory services firm, from 1978 to 1982. Since 2014, Ms. Bradford has maintained a consulting practice focused on individual coaching for senior executives and high potential employees recommended by management. Ms. Bradford received a B.S. degree with an emphasis on accounting and statistics from Walsh College and is a Certified Public Accountant. Ms. Bradfordâ€™s executive leadership experience, global business perspective, and human capital management and financial backgrounds qualifies her to serve as a member of the Board. Â Â Â 39Â Â Â Robert L. Ferrara has served as a member of the Board since 2019 and currently serves as our Lead Independent Director. He most recently served as the Chief Financial Officer of Cutanea Life Sciences, Inc., a private company focused on developing innovative technologies to treat diseases and disorders of the skin and subcutaneous tissue, from January 2012 to his retirement in June 2019. Prior to Cutanea, Mr. Ferrara served as the Chief Financial Officer of Storeroom Solutions Inc., a venture capital financed, technology enhanced, integrated supply chain solutions company, from 2004 to 2011, and NER Data Products, Inc., an IT service management company, from 2000 to 2003, as well as holding other senior level financial positions in national and international public companies in the greater Philadelphia area. Mr. Ferrara received a B.S. in Accounting from Lehigh University and is a Certified Public Accountant. Mr. Ferraraâ€™s financial expertise and his extensive experience in both publicly traded and venture capital backed companies in a variety of industries, including the life sciences, qualifies him to serve as a member of the Board. Â Jonathan E. Freeman, Ph.D. has served as a member of the Board since 2017. Dr. Freeman currently serves as the Chief Operating Officer of Anthos Therapeutics Inc., a clinical-stage biopharmaceutical company developing therapies for cardiovascular patients, a position he has held since July 2021. Anthos Therapeutics Inc. was launched by Novartis and Blackstone Life Sciences, a private investment firm, where Dr. Freeman has also served as a Senior Advisor since July 2018. From 2017 to June 2018, Dr. Freeman held the position of Chief Business Officer of Vedanta Biosciences, a clinical-stage company developing therapies for immune-mediated diseases. Prior to his role with Vedanta Biosciences, Dr. Freeman was the Senior Vice President of Strategy and Portfolio Management and Head of Business Development and Licensing at Merck KGaA, a leading science and technology company, from 2008 to 2016. Dr. Freeman received a Ph.D. in Molecular Pharmacology and Drug Metabolism from the Imperial Cancer Research Fund (now CRUK), an M.A. and First Class Honours in Biochemistry from Cambridge University and a MBA with a finance major from Webster University, St. Louis. Dr. Freemanâ€™s executive leadership experience and his background in immunology qualifies him to serve as a member of the Board. Â Curtis A. Lockshin, Ph.D. has served as a member of the Board since 2013. Dr. Lockshin served as the Chief Scientific Officer of Xenetic Biosciences, Inc., a biopharmaceutical company focused on the development of novel oncology therapeutics, from January 2017 to May 2024. Prior to this appointment, Dr. Lockshin served as Xenetic Biosciences, Inc.â€™s Vice President of Research and Operations from March 2014 to January 2017. From July 2016 to December 2016, Dr. Lockshin served as Chief Technical Officer of VBI Vaccines, Inc., a company developing vaccines in infectious disease and immuno-oncology. VBI Vaccines, Inc. merged with SciVac Therapeutics, Inc. and its subsidiary SciVac, Ltd., a commercial-stage biologics and vaccine company, in July 2016 where Dr. Lockshin had served as its Chief Executive Officer and director since September 2014. Since 2004, Dr. Lockshin has served as a Director of the Ruth K. Broad Biomedical Research Foundation, a Duke University Support Corporation. Since May 2013, Dr. Lockshin has also served as President and Chief Executive Officer of Guardum Pharmaceuticals, LLC, a private pharmaceutical company. Dr. Lockshin holds a PhD in Biological Chemistry and a BS in Life Sciences, both from the Massachusetts Institute of Technology. Our Nominating Committee believes that Dr. Lockshinâ€™s scientific background, his significant industry knowledge and management experience qualifies him to serve as a member of the Board. Â Director Independence Â We believe that the Company benefits from having a strong and independent Board. For a director to be considered independent, the Board must determine that the director does not have any direct or indirect material relationship with the Company that would affect his or her exercise of independent judgment. On an annual basis, the Board reviews the independence of all directors under the applicable Commission rules and Nasdaq listing standards. The Board also considers each directorâ€™s affiliations with the Company and members of management, as well as significant holdings of Company securities. This review considers all known relevant facts and circumstances in making an independence determination. Based on this review, the Board has made an affirmative determination that all directors are independent, other than our President and Chief Executive Officer and Chairman of the Board, Mr. Bitterman. Â In addition, Nasdaq listing standards require that, subject to specified exceptions, each member of our Audit, Compensation, Governance and Nominating Committees of the Board be independent and that members of our Audit Committee of the Board also satisfy independence criteria set forth in Rule 10A-3 under the Securities and Exchange Act of 1934, as amended (the â€œExchange Actâ€). The Board has determined that all members of the Audit Committee, Compensation Committee, Governance Committee, and Nominating Committee are independent under the applicable Nasdaq listing standards and the Exchange Act. Â Â Â 40Â Â Â Code of Business Conduct and Ethics Â We have adopted a Code of Business Conduct and Ethics that applies to all employees, officers and directors. Our Code of Business Conduct and Ethics, as well as other corporate governance materials, is located on our website at www.phiopharma.com. Waivers of our Code of Business Conduct and Ethics may only be granted by the Board. We intend to disclose on our website any amendments to, or waivers from, the Code of Business Conduct and Ethics that are required to be disclosed pursuant to the disclosure requirements of Item 5.05 of Form 8-K within four business days following the date of such amendment or waiver. Â Related Party Transactions Â The Board, with the assistance of the Audit Committee, reviews and approves all transactions with directors, officers and holders of more than 5% of our voting securities and their affiliates. Prior to the Boardâ€™s consideration of a transaction with such a related party, the material facts as to the related partyâ€™s relationship or interest in the transaction must be disclosed to the Board, and the transaction will not be considered approved by the Board unless a majority of the directors who are not interested in the transaction (if applicable) approve the transaction. Furthermore, when stockholders are entitled to vote on a transaction with a related party, the material facts of the related partyâ€™s relationship or interest in the transaction must be disclosed to the stockholders, who must approve the transaction in good faith. Â During the past two years, there has not been, nor is there currently proposed, any transaction or series of related transactions to which we were or will be a party in which the amount involved exceeded or will exceed the lesser of (i) $120,000 and (ii) one percent of the average of Company's total assets at year-end for the last two completed fiscal years and in which the other parties included or will include any of our directors, executive officers, holders of 5% or more of our voting securities, or any member of the immediate family of any of the foregoing persons, other than compensation arrangements with our directors and executive officers. Â Â Â Â Â Â Â 41Â Â Â DIRECTOR AND EXECUTIVE OFFICER COMPENSATION Â Director Compensation Â We compensate our non-employee directors for their service as a member of the Board. Each non-employee director is entitled to receive an annual cash retainer of $35,000. The chairs of the Board and Audit Committee are entitled to receive an additional annual cash retainer of $15,000 and the chairs of the Compensation Committee, the Governance Committee and the Nominating Committee are entitled to receive an additional cash retainer of $7,500. In addition, the Lead Independent Director, if any, is entitled to receive an additional annual cash retainer of $12,500. Each non-employee director is also entitled to receive an annual grant of restricted stock units (â€œRSUsâ€) as determined by the board, which vest in full on the one-year anniversary of the respective date of grant. Â The Compensation Committee and the Board reassess the appropriate levels of cash and equity compensation for non-employee directors on an annual basis. Â Non-employee directors are also reimbursed for their travel and reasonable out-of-pocket expenses incurred in connection with attending Board and committee meetings and in attending continuing education seminars, to the extent that attendance is required by the Board or the committee(s) on which that director serves. Â The following table shows the compensation to our non-employee directors in fiscal year 2024. We compensate our non-employee directors for their service as a member of the Board. Compensation paid to Robert J. Bitterman, our President, Chief Executive Officer and Chairman of the Board, is set forth in the Summary Compensation Table due to Mr. Bittermanâ€™s status as one of our named executive officers (â€œNEOsâ€). Â NameÂ Fees Earned or Paid in Cash ($)Â Â Stock Awards ($)(1)Â Â Total ($)Â Patricia A. BradfordÂ Â 50,000Â Â Â Â 22,320Â Â Â 72,320Â Robert L. FerraraÂ Â 62,500Â Â Â Â 27,900Â Â Â Â 90,400Â Jonathan E. Freeman, Ph.D.Â Â 35,000Â Â Â Â 2,790Â Â Â Â 37,790Â Curtis A. Lockshin, Ph.D.Â Â 42,500Â Â Â Â 5,580Â Â Â Â 48,080Â Â As of December 31, 2024, the aggregate number of shares underlying stock options and RSUs by our non-employee directors is as follows: Patricia A. Bradford 8,000 RSUs, Robert L. Ferrara 10,000 RSUs, Jonathan E. Freeman, Ph.D. 1,000 RSUs, and Curtis A. Lockshin, Ph.D. 2,000 RSUs. Mr. Bittermanâ€™s outstanding equity awards are also included in the Outstanding Equity Awards at Fiscal Year-End table due to his status as a NEO during the fiscal year ended December 31, 2024. Â Executive Compensation Â Compensation of Named Executive Officers Â Our NEOs with respect to the fiscal year that ended on December 31, 2024 are Robert J. Bitterman, who serves as our President and Chief Executive Officer, and Robert M. Infarinato, who

serves as our Vice President and Chief Financial Officer. Mr. Bitterman and Mr. Infarinato are referred to as our â€œnamed executive officersâ€ or NEOs. Â Â Â Â 42Â Â Â Summary Compensation Table Â The following table provides information regarding the compensation earned by our NEOs: Â Name and principal positionÂ YearÂ Salary ($)Â Â Stock awards ($)(1)Â Â Non-equity incentive plan compensation ($)(2)Â Â All other compensation ($)(3)Â Â Total ($)Â Robert J. Bitterman (4)Â 2024Â Â 342,615Â Â Â 43,245Â Â Â â€“Â Â Â 1,159Â Â Â 387,019Â (President and Chief Executive Officer)Â 2023Â Â 380,000Â Â Â 57,640Â Â Â â€“Â Â Â 252Â Â Â 437,892Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Robert M. Infarinato (5)Â 2024Â Â 75,462Â Â Â 29,330Â Â Â â€“Â Â Â 414Â Â Â 105,206Â (Vice President and Chief Financial Officer)Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â (1)Â The amounts shown, consisting entirely of RSUs, reflect the grant date fair value of RSUs computed in accordance with the FASB ASC Topic 718, â€œCompensation â€” Stock Compensationâ€ for the indicated year. (2)Â Reflects the annual cash bonus earned for performance for each respective year under our Incentive Bonus Program. Mr. Bitterman did not receive an annual cash bonus in 2024 or 2023. (3)Â Represents amounts for the dollar value of life insurance premiums paid.Â (4)Â Mr. Bitterman has served as a member of the Board since 2012 and served as our Interim Executive Chairman from September 2022 to February 2023 and was appointed as our President and Chief Executive Officer in February 2023. Upon his appointment to Interim Executive Chairman, Mr. Bitterman ceased receiving compensation in connection with his position as a director of the Board, including as Chairman of the Board. (5) Mr. Infarinato was appointed Vice President and Chief Financial Officer effective as of August 1, 2024. Â Outstanding Equity Awards at Fiscal Year-End Â The following table shows information regarding outstanding equity awards as of December 31, 2024 for our NEOs: Â Â Â Â Â Option AwardsÂ Â Stock AwardsÂ NameÂ Grant DateÂ Number of Securities Underlying Unexercised Options (#) ExercisableÂ Â Number of Securities Underlying Unexercised Options (#) UnexercisableÂ Â Option Exercise Price ($)Â Â Option Expiration DateÂ Â Number of Shares or Units of Stock That Have Not Vested (#)Â Â Market Value of Shares or Units of Stock That Have Not Vested ($)Â Â Equity Incentive Plan Awards: Number of Unearned Shares or Units of Stock That Have Not Vested (#)Â Â Equity Incentive Plan Awards: Market Value of Unearned Shares or Units of Stock That Have Not Vested ($)(1)Â Robert J. Bitterman (2)Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â 6/1/2015Â Â 1Â Â Â â€“Â Â Â 225,720.00Â Â Â 6/1/2025Â Â Â â€“Â Â Â â€“Â Â Â â€“Â Â Â â€“Â Â Â 2/10/2016Â Â 1Â Â Â â€“Â Â Â 169,884.00Â Â Â 2/10/2026Â Â Â â€“Â Â Â â€“Â Â Â â€“Â Â Â â€“Â Â Â 2/1/2017Â Â 1Â Â Â â€“Â Â Â 37,362.60Â Â Â 2/1/2027Â Â Â â€“Â Â Â â€“Â Â Â â€“Â Â Â â€“Â Â Â 9/11/2024Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â 15,500Â Â Â 43,245Â Â Â â€“Â Â Â â€“Â Robert M. Infarinato(3)Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â 8/13/2024Â Â â€“Â Â Â â€“Â Â Â â€“Â Â Â â€“Â Â Â 8,000Â Â Â 20,960Â Â Â â€“Â Â Â â€“Â Â Â 9/11/2024Â Â â€“Â Â Â â€“Â Â Â â€“Â Â Â â€“Â Â Â 3,000Â Â Â 8,370Â Â Â â€“Â Â Â â€“Â Â (1)Â Value is based on the closing price of $1.80 of the Common Stock on December 31, 2024. (2)Â The equity awards granted to Mr. Bitterman on June 2, 2014, June 1, 2015, February 10, 2016, and February 1, 2017 vested in one installment on the first anniversary of the grant date. The equity award granted to Mr. Bitterman on September 11, 2024 will vest in full on the first anniversary of the grant date. (3) The equity awards granted to Mr. Infarinato on August 13, 2024 and September 11, 2024 will each vest in full on the first anniversary of the respective grant date. Â Â Â 43Â Â Â Base Salary Â When reviewing and approving our executive compensation arrangements, including the base salaries paid to our executive officers, the Compensation Committee considers a number of factors, including, but not limited to: the performance of the executive officer to our overall performance, the performance of the executive officer against our corporate objectives, the executive officerâ€™s skills, experience and qualifications in such executive officerâ€™s role, review of compensation surveys of base salaries paid by comparable organizations and market compensation data. These factors provide the framework for decisions regarding the base salary compensation for each executive officer. No single factor is determinative in setting base salary levels, nor was the impact of any factor on the determination of pay levels quantifiable. Â Incentive Compensation Â Annual Incentive Bonus Â Annual bonuses are based on the achievement of corporate goals typically comprised of a mix of clinical development, discovery, financial, business development, and investor relations related performance objectives. The corporate goals are approved by the Board on an annual basis at the start of each year. Annual bonuses for all employees, including executive officers, take into account the achievement of specified business objectives and individual performance objectives, with the exception of our President and Chief Executive Officer, whose annual bonus is determined solely by the achievement of business objectives. The Compensation Committee reviews our achievements against these corporate goals and their assessment of the goals and recommendations regarding funding is presented to our full Board for approval. The Compensation Committee maintains full discretion in determining overall performance under the annual bonus and may adjust bonus payouts based on factors it deems relevant. Our NEOs received no annual incentive bonus payments in 2024 or 2023. Â Equity Incentive Â We maintain our 2020 Long Term Incentive Plan (â€œ2020 Planâ€) pursuant to which we currently grant RSU awards to eligible participants. Grants of RSUs under this plan to our NEOs are disclosed in the Summary Compensation Table and Outstanding Equity Awards at Fiscal Year-End table above. Â Employment and Change of Control Agreements Â The following provides descriptions of the employment agreements that are currently in effect for our NEOs: Â Robert J. Bitterman Â Mr. Bitterman was appointed President and Chief Executive Officer and entered into an employment agreement, dated February 20, 2023, pursuant to which he was entitled to an initial annual base salary of $440,000 and is eligible to receive an annual bonus of up to 40% of his annual base salary, based on the achievement of certain performance goals established annually by the Board. In connection with his appointment, we granted Mr. Bitterman RSUs settleable for 11,000 shares of Common Stock under the 2020 Plan. The RSUs vest in two equal annual installments, commencing on the first anniversary of the date of grant, subject to Mr. Bittermanâ€™s continuous service with us through each such vesting date. Effective as of October 16, 2023, Mr. Bitterman voluntarily reduced his annual base salary by $100,000 to $340,000. Â If Mr. Bittermanâ€™s employment is terminated by us due to death or disability, we shall pay to Mr. Bitterman or to his estate, as applicable, any earned, but unpaid, base salary and any amounts owed to Mr. Bitterman for reimbursement of expenses properly incurred which are reimbursable, in each case as earned or incurred, as applicable through the date of termination (the â€œAccrued Benefitsâ€), as well as pay any accrued but unpaid bonus then due to Mr. Bitterman and all equity awards that have been granted will immediately vest on a pro-rata basis. If Mr. Bittermanâ€™s employment is terminated by the Board for cause or by Mr. Bitterman without good reason, we shall pay to Mr. Bitterman the Accrued Benefits through the date of termination. If Mr. Bittermanâ€™s employment is terminated by Mr. Bitterman for good reason or by us other than as a result of death or disability and other than for cause, then we shall pay to Mr. Bitterman the Accrued Benefits through the date of termination, continue to pay Mr. Bitterman his base salary for three months from the date of separation, pay any accrued but unpaid bonus and if, and only if, such termination occurs within one year of a change in control all equity awards that have been granted but are not exercisable at the time of such termination shall immediately become exercisable in full.Â Â Mr. Bitterman is eligible to participate in the 2020 Plan and other benefits available to our executive officers. Â Â Â 44Â Â Â Robert M. Infarinato Â Mr. Infarinato was appointed Vice President and Chief Financial Officer and entered into an offer letter and employment agreement, effective August 1, 2024, pursuant to which he is entitled to an initial annual base salary of $180,000 and is eligible to receive an annual bonus of up to 30% of his annual base salary, based on the achievement of certain performance goals established annually by the Board. In connection with his appointment, we granted Mr. Infarinato RSUs settleable for 8,000 shares of Common Stock under the 2020 Plan. The RSUs vest in equal annual installments over three years, commencing on the first anniversary of the date of grant, subject to Mr. Infarinatoâ€™s continuous service with us through each such vesting date. Â Mr. Infarinatoâ€™s employment is at-will, which means that we or Mr. Infarinato may terminate his employment with us at any time, with or without notice or cause. Â Mr. Infarinato is eligible to participate in the 2020 Plan and other benefits available to our executive officers. Â Equity Incentive Â We maintain our 2020 Long Term Incentive Plan (â€œ2020 Planâ€) pursuant to which we currently grant RSU awards to eligible participants. Grants of RSUs under this plan to our NEOs are disclosed in the Summary Compensation Table and Outstanding Equity Awards at Fiscal Year-End table above. Â The Compensation Committee last granted a stock option in October 2023. We have no program, practice or plan to grant stock options in coordination with the release of material nonpublic information. We also have not timed the release of material nonpublic information for the purpose of affecting the value of stock options or other compensation, and we have no plan to do so. These considerations are not applicable to RSUs or other types of equity awards that do not include an exercise price related to the market price of our stock on the date of grant. Â Â Â Â Â 45Â Â Â SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT Â Based on information available to us and filings with the SEC, the following table sets forth certain information regarding the beneficial ownership (as defined by Rule 13d-3 under the Exchange Act) of our outstanding Common Stock for (i) each of our directors, (ii) each of our NEOs, (iii) all of our directors and executive officers as a group and (iv) persons known to us to beneficially own more than 5% of our outstanding Common Stock. The following information is presented as of January 17, 2025 or such other date as may be reflected below. Â Beneficial ownership and percentage ownership are determined in accordance with the rules of the SEC and include voting or investment power with respect to shares of stock. This information does not necessarily indicate beneficial ownership for any other purpose. Under these rules, shares of Common Stock not outstanding but deemed beneficially owned by virtue of the right of a person to acquire them as of January 17, 2025, or within 60 days of January 17, 2025, are deemed outstanding for the purpose of computing the percentage ownership of each person, but are not deemed outstanding for the purpose of computing the percentage ownership of any other person. Â Unless otherwise indicated and subject to applicable community property laws, to our knowledge, each stockholder named in the following table possesses sole voting and investment power over their shares of Common Stock, except for those jointly owned with that personâ€™s spouse. Unless otherwise indicated below, the address of each person listed on the table is c/o Phio Pharmaceuticals Corp., 11 Apex Drive, Suite 300A, PMB 2006, Marlborough, MA 01752. Â Â Â Shares Beneficially Owned Â Name and Address of Beneficial Owner Â Number (1) Â Â Percent of Class (2) Â Greater than 5% Holder Â Â Â Â Â Â Â Intracoastal Capital LLC(3) Â Â 472,907 Â Â Â 9.99% Â Directors and Named Executive Officers: Â Â Â Â Â Â Â Â Robert J. Bitterman Â Â 1,499 Â Â Â * Â Robert M. Infarinato Â Â â€“ Â Â Â * Â Patricia A. Bradford Â Â 352 Â Â Â * Â Robert Ferrara Â Â 445 Â Â Â * Â Jonathan E. Freeman, Ph.D. Â Â 356 Â Â Â * Â Curtis A. Lockshin, Ph.D. Â Â 356 Â Â Â * Â All current directors and executive officers as a group (six persons) Â Â 3,008 Â Â Â * Â Â * Indicates less than 1%. Â Â (1) Represents shares of Common Stock held as of January 17, 2025 plus shares of Common Stock that may be acquired upon the exercise of options and warrants within 60 days of January 17, 2025. Â Â (2) Based on 4,776,848 shares of Common Stock that were issued and outstanding as of January 17, 2025. Shares not outstanding but deemed beneficially owned by virtue of the right of a person to acquire them as of January 17, 2025, or within 60 days of January 17, 2025, are treated as outstanding only when determining the ownership and voting power for each person (or all directors and executive officers as a group). Â Â (3) Based on information provided by Intracoastal Capital LLC (â€œIntracoastalâ€). Each of Intracoastal, Mitchell P. Kopin (â€œMr. Kopinâ€) and Daniel B. Asher (â€œMr. Asherâ€) be deemed to have beneficial ownership of 472,907 shares of Common Stock issuable upon the exercise of certain warrants held by Intracoastal. Certain of the warrants held by Intracoastal contain a blocker provision under which the holder thereof does not have the right to exercise its warrants to the extent (but only to the extent) that such exercise would result in beneficial ownership by the holder thereof, together with the holderâ€™s affiliates, and any other persons acting as a group together with the holder or any of the holderâ€™s affiliates, of more than 9.99% of the Companyâ€™s Common Stock. Based upon information provided by Intracoastal, Intracoastal and Messrs. Kopin and Asher would be deemed to have beneficial ownership of 1,045,576 shares of Common Stock in the absence of such blocker provisions. The principal business office of Mr. Kopin and Intracoastal is 245 Palm Trail, Delray Beach, Florida 33483. The principal business office of Mr. Asher is 111 W. Jackson Boulevard, Suite 2000, Chicago, Illinois 60604. Â Â Â Â 47Â Â Â SELLING STOCKHOLDERS Â This prospectus covers the possible resale by the Selling Stockholder identified in the table below of 5,930,016 shares of Common Stock issuable upon the exercise of the Warrants. The Selling Stockholders acquired the Warrants pursuant to the Purchase Agreements or the Engagement Letter, as applicable, and we are filing the registration statement of which this prospectus is a part pursuant to the provisions of the Purchase Agreements and the Engagement Letter. Â The table below is based on information supplied to us by the Selling Stockholders, and lists the Selling Stockholders and other information regarding the beneficial ownership of the shares of Common Stock by each of the Selling Stockholders. The second column lists the number of shares of Common Stock beneficially owned by each Selling Stockholder, based on its ownership of the Warrants, as of January 17, 2025, assuming exercise of the Warrants held by the Selling Stockholders on that date, without regard to any limitations on exercises. Â The third column lists the shares of Common Stock being offered under this prospectus by the Selling Stockholders. The fourth column assumes the sale of all of the shares offered by the Selling Stockholders pursuant to this prospectus. The percentage of beneficial ownership after this offering is based on 4,776,848 shares of Common Stock outstanding as of January 17, 2025. Â Under the terms of the Warrants, a Selling Stockholder may not exercise the Warrants to the extent such exercise would cause such Selling Stockholder, together with its affiliates and attribution parties, to beneficially own a number of shares of Common Stock which would exceed 4.99% or 9.99%, as applicable, of our then outstanding Common Stock following such exercise, excluding for purposes of such determination shares of Common Stock issuable upon exercise of such Warrants which have not been exercised. The number of shares in the second and fourth columns do not reflect this limitation. The Selling Stockholder may sell all, some or none of their shares in this offering. See â€œPlan of Distributionâ€ below for further information. Â Except for (a) the ownership of the Warrants and other equity sold by us to the Selling Stockholders in past offerings and (b) with respect to the Warrants issued as compensation to the Placement Agent, or its designees, who has acted as our Placement Agent in a number of past offerings, the Selling Stockholders have not had any material relationship with us within the past three years. Â Â Â Â Â Â Â Â Â Shares Beneficially Owned After this Offering Â Selling Stockholders Â Number of Shares Beneficially Owned Before this Offering(1) Â Â Number of Shares to be Sold in this Offering Â Â Number of Shares Â Â Percentage of Total Outstanding Common Stock(1) Â Anson Investments Master Fund LP(2) Â Â 1,307,494 Â Â Â 1,307,494 Â Â Â â€“ Â Â Â * Â Anson East Master Fund LP(3) Â Â 321,030 Â Â Â 321,030 Â Â Â â€“ Â Â Â * Â Orca Capital AG(4) Â Â 1,628,524 Â Â Â 1,628,524 Â Â Â â€“ Â Â Â * Â CVI Investments, Inc.(5) Â Â 1,531,939 Â Â Â 1,529,856 Â Â Â 2,083 Â Â Â * Â Intracoastal Capital, LLC(6) Â Â 1,045,576 Â Â Â 904,298 Â Â Â 141,278 Â Â Â 2.87% Â Michael Vasinkevich(7) Â Â 201,646 Â Â Â 153,139 Â Â Â 48,507 Â Â Â 1.01% Â Noam Rubinstein(7) Â Â 99,429 Â Â Â 75,226 Â Â Â 60,815 Â Â Â 1.26% Â Craig Schwabe(7) Â Â 10,614 Â Â Â 8,060 Â Â Â 6,516 Â Â Â * Â Charles Worthman(7) Â Â 3,160 Â Â Â 2,389 Â Â Â 1,931 Â Â Â * Â Â * Represents beneficial ownership of less than one percent. Â Â (1) The ability to exercise the Warrants held by the Selling Stockholders is subject to a beneficial ownership limitation that, at the time of initial issuance of the Warrants, was capped at either 4.99% or 9.99% beneficial ownership of our issued and outstanding Common Stock (post-exercise). These beneficial ownership limitations may be adjusted up or down, subject to providing advanced notice to us. Beneficial ownership as reflected in the selling stockholder table reflects the total number of shares potentially issuable underlying the Warrants and does not give effect to these beneficial ownership limitations. Accordingly, actual beneficial ownership, as calculated in accordance with Section 13(d) and Rule 13d-3 thereunder may be lower than as reflected in the table. Â Â Â 48Â Â Â (2) Anson Advisors Inc. and Anson Funds Management LP, the Co-Investment Advisers of Anson Investments Master Fund LP (â€œAnsonâ€), hold voting and dispositive power over the Common Stock held by Anson. Tony Moore is the managing member of Anson Management GP LLC, which is the general partner of Anson Funds Management LP. Moez Kassam and Amin Nathoo are directors of Anson Advisors Inc. Mr. Moore, Mr. Kassam and Mr. Nathoo each disclaim beneficial ownership of these shares of Common Stock except to the extent of their pecuniary interest therein. The principal business address of Anson is Maples Corporate Services Limited, PO Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands. Â (3) Anson Advisors Inc. and Anson Funds Management LP, the Co-Investment Advisers of Anson East Master Fund LP (â€œAnson Eastâ€), hold voting and dispositive power over the Common Shares held by Anson East. Tony Moore is the managing member of Anson Management GP LLC, which is the general partner of Anson Funds Management LP. Moez Kassam and Amin Nathoo are directors of Anson Advisors Inc. Mr. Moore, Mr. Kassam and Mr. Nathoo each disclaim beneficial ownership of these Common Shares except to the extent of their pecuniary interest therein. The principal business address of Anson East is Maples Corporate Services Limited, PO Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands. Â (4) Roman Grodon, Thomas Koenig, and Beate Ruhle-Burkhardt have shared voting control and investment discretion over the securities reported herein that are held by Orca Capital AG (â€œOrca Capitalâ€). As a result, each of Roman Grodon, Thomas Koenig, and Beate Ruhle-Burkhardt may be deemed to have beneficial ownership (as determined under Section 13(d) of the Securities and Exchange Act of 1934, as amended (the â€œExchange Actâ€)) of the securities reported herein that are held by Orca Capital. The principal business address of Orca Capital is Sperl-Ring 2, 85276 Hettenshausen, Germany. Â (5) Heights Capital Management, Inc., the authorized agent of CVI Investments, Inc. (â€œCVIâ€), has discretionary authority to vote and dispose of the shares held by CVI and may be deemed to be the beneficial owner of these shares. Martin Kobinger, in his capacity as President of Heights Capital Management, Inc., may also be deemed to have investment discretion and voting power over the shares held by CVI. Mr. Kobinger disclaims any such beneficial ownership of the shares. CVI is affiliated with one or more FINRA members, none of whom are currently expected to participate in the sale pursuant to this registration statement of the securities reported herein. The principal business address of CVI is c/o Heights Capital Management, Inc., 101 California Street, Suite 3250, San Francisco, CA 94111. Â (6) Mitchell P. Kopin (â€œMr. Kopinâ€) and Daniel B.

Asher (â€œMr. Asherâ€), each of whom are managers of Intracoastal Capital, LLC (â€œIntracoastalâ€), have shared voting control and investment discretion over the securities reported herein that are held by Intracoastal. As a result, each of Mr. Kopin and Mr. Asher may be deemed to have beneficial ownership (as determined under Section 13(d) of the Exchange Act) of the securities reported herein that are held by Intracoastal. The principal business address of Intracoastal is 245 Palm Trail, Delray Beach, FL 33483. Â (7) Each of these Selling Stockholders is affiliated with Wainwright, a registered broker dealer with a registered address of H.C. Wainwright & Co., LLC, 430 Park Ave, 3rd Floor, New York, NY 10022, and has sole voting and dispositive power over the securities held. The number of shares beneficially owned prior to this offering consist of shares of common stock issuable upon exercise of placement agent warrants, which were received as compensation. The Selling Stockholder acquired the placement agent warrants in the ordinary course of business and, at the time the placement agent warrants were acquired, the Selling Stockholder had no agreement or understanding, directly or indirectly, with any person to distribute such securities. Â Â Â Â 49Â Â Â PLAN OF DISTRIBUTION Â Each Selling Stockholder of the securities and any of its pledgees, assignees and successors-in-interest may, from time to time, sell any or all of its securities covered hereby on the principal trading market or any other stock exchange, market or trading facility on which the securities are traded or in private transactions. These sales may be at fixed or negotiated prices. A Selling Stockholder may use any one or more of the following methods when selling securities: Â Â Â· ordinary brokerage transactions and transactions in which the broker dealer solicits purchasers; Â Â· block trades in which the broker-dealer will attempt to sell the securities as agent but may position and resell a portion of the block as principal to facilitate the transaction; Â Â· purchases by a broker-dealer as principal and resale by the broker dealer for its account; Â Â· an exchange distribution in accordance with the rules of the applicable exchange; Â Â· privately negotiated transactions; Â Â· settlement of short sales; Â Â· in transactions through broker-dealers that agree with the Selling Stockholders to sell a specified number of such securities at a stipulated price per security; Â Â· through the writing or settlement of options or other hedging transactions, whether through an options exchange or otherwise; Â Â· a combination of any such methods of sale; or Â Â· any other method permitted pursuant to applicable law. Â The Selling Stockholders may also sell securities under Rule 144 or any other exemption from registration under the Securities Act of 1933, as amended (the â€œSecurities Actâ€), if available, rather than under this prospectus. Â Broker-dealers engaged by the Selling Stockholders may arrange for other brokers-dealers to participate in sales. Broker-dealers may receive commissions or discounts from the Selling Stockholders (or, if any broker-dealer acts as agent for the purchaser of securities, from the purchaser) in amounts to be negotiated, but, except as set forth in a supplement to this prospectus, in the case of an agency transaction not in excess of a customary brokerage commission in compliance with FINRA Rule 2121; and in the case of a principal transaction a markup or markdown in compliance with FINRA Rule 2121. Â In connection with the sale of the securities or interests therein, the Selling Stockholders may enter into hedging transactions with broker-dealers or other financial institutions, which may in turn engage in short sales of the securities in the course of hedging the positions they assume. The Selling Stockholders may also sell securities short and deliver these securities to close out their short positions, or loan or pledge the securities to broker-dealers that in turn may sell these securities. The Selling Stockholders may also enter into option or other transactions with broker-dealers or other financial institutions or create one or more derivative securities 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). Â The Selling Stockholders and any broker-dealers or agents that are involved in selling the securities may be deemed to be â€œunderwritersâ€ within the meaning of the Securities Act in connection with such sales. In such event, any commissions received by such broker-dealers or agents and any profit on the resale of the securities purchased by them may be deemed to be underwriting commissions or discounts under the Securities Act. Each Selling Stockholder has informed us that it does not have any written or oral agreement or understanding, directly or indirectly, with any person to distribute the securities. Â We are required to pay certain fees and expenses incurred incident to the registration of the securities. Â We have agreed to keep this prospectus effective until all of the securities have been sold pursuant to this prospectus or Rule 144 under the Securities Act or any other rule of similar effect. The resale securities will be sold only through registered or licensed brokers or dealers if required under applicable state securities laws. In addition, in certain states, the resale securities covered hereby 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. Â Â Â 50Â Â Â Under applicable rules and regulations under the Exchange Act, any person engaged in the distribution of the resale securities may not simultaneously engage in market making activities with respect to the Common Stock for the applicable restricted period, as defined in Regulation M, prior to the commencement of the distribution. In addition, the Selling Stockholders will be subject to applicable provisions of the Exchange Act and the rules and regulations thereunder, including Regulation M, which may limit the timing of purchases and sales of the Common Stock by the Selling Stockholders or any other person. We will make copies of this prospectus available to the Selling Stockholders and have informed them of the need to deliver a copy of this prospectus to each purchaser at or prior to the time of the sale (including by compliance with Rule 172 under the Securities Act). Â Â Â Â 51Â Â Â DESCRIPTION OF SECURITIES TO BE REGISTERED Â The following summary description of our capital stock is based on the provisions of our amended and restated certificate of incorporation and amended and restated bylaws and the applicable provisions of the Delaware General Corporation Law (â€œDGCLâ€). This information is qualified entirely by reference to the applicable provisions of our amended and restated certificate of incorporation, amended and restated bylaws and the DGCL. For information on how to obtain copies of our amended and restated certificate of incorporation and amended and restated bylaws, which are exhibits to the registration statement of which this prospectus forms a part, see the section titled â€œWhere You Can Find More Informationâ€ in this prospectus. Â General Â Our authorized capital stock consists of 100,000,000 shares of Common Stock, par value $0.0001 per share and 10,000,000 shares of preferred stock, par value $0.0001 per share. Â Common Stock Â Holders of our Common Stock are entitled to one vote per share for the election of members of our Board of Directors and on all other matters that require stockholder approval. Holders of our Common Stock may not cumulate votes for the election of directors. Subject to any preferential rights of any outstanding preferred stock, in the event of our liquidation, dissolution or winding up, holders of our Common Stock are entitled to share ratably in the assets remaining after payment of liabilities and the liquidation preferences of any outstanding preferred stock. Holders of Common Stock have the right to receive dividends when, as and if, declared by the Board of Directors. Our Common Stock does not carry any preemptive rights enabling a holder to subscribe for, or receive shares of, any class of our Common Stock or any other securities convertible into shares of any class of our Common Stock. There are no redemption or sinking-fund provisions applicable to our Common Stock. Â Preferred Stock Â The shares of preferred stock have such rights and preferences as our Board of Directors shall determine, from time to time, the Board of Directors may divide the preferred stock into any number of series and shall fix the designation and number of shares of each such series. Our Board of Directors may determine and alter the rights, powers, preferences and privileges, and qualifications, restrictions and limitations thereof, including, but not limited to, voting rights (if any), granted to and imposed upon any wholly unissued series of preferred stock. Our Board of Directors (within the limits and restrictions of any resolutions adopted originally fixing the number of shares of any series) may increase or decrease the number of shares of that series; provided, that no such decrease shall reduce the number of shares of such series to a number less than the number of shares of such series then outstanding, plus the number of shares reserved for issuance upon the exercise of outstanding options, rights or warrants or upon the conversion of any outstanding securities issued by us convertible into shares of such series. Â Our Common Stock is subject to the express terms of our preferred stock and any series thereof. Our Board of Directors may issue preferred stock with voting, dividend, liquidation and other rights that could adversely affect the relative rights of the holders of our Common Stock. Â Anti-Takeover Effects of Provisions of our Certificate of Incorporation and Bylaws Â Certificate of Incorporation and Bylaw Provisions. Certain provisions of our amended and restated certificate of incorporation and amended and restated bylaws, which provisions are summarized in the following paragraphs, may have an anti-takeover effect and may delay, defer or prevent a takeover attempt that a stockholder might consider in its best interest, including those attempts that might result in a premium over the market price for the shares held by stockholders. Â Filling Vacancies. Any vacancy on our Board of Directors, however occurring, including a vacancy resulting from an increase in the size of the Board of Directors, may only be filled by the affirmative vote of a majority of our directors then in office even if less than a quorum. Â Â Â 52Â Â Â No Written Consent of Stockholders. Our amended and restated certificate of incorporation provides that all stockholder actions are required to be taken by a vote of the stockholders at an annual or special meeting, and that stockholders may not take any action by written consent in lieu of a meeting. Â Advance Notice Requirements.Â Our amended and restated bylaws include advance notice procedures with regard to stockholder proposals relating to the nomination of candidates for election as directors or new business to be brought before meetings of our stockholders. These procedures provide that notice of stockholder proposals must be timely given in writing to our corporate secretary prior to the meeting at which the action is to be taken. Generally, to be timely, notice must be received at our principal executive offices not less than 90 days nor more than 120 days prior to the first anniversary date of the annual meeting for the preceding year. The notice must contain certain information specified in the amended and restated bylaws. Â Amendment to Bylaws and Certificate of Incorporation.Â As required by the DGCL any amendment to our amended and restated certificate of incorporation must first be approved by a majority of our Board of Directors and, if required by law or our amended and restated certificate of incorporation, thereafter be approved by a majority of the outstanding shares entitled to vote on the amendment, and a majority of the outstanding shares of each class entitled to vote thereon as a class. Our amended and restated bylaws may be amended by the affirmative vote of a majority vote of the directors then in office, subject to any limitations set forth in the amended and restated bylaws. Â Blank Check Preferred Stock. Our amended and restated certificate of incorporation provides for 10,000,000 authorized shares of preferred stock. The existence of authorized but unissued shares of preferred stock may enable our Board of Directors to render more difficult or to discourage an attempt to obtain control of us by means of a merger, tender offer, proxy contest, or otherwise. In this regard, the amended and restated certificate of incorporation grants the Board of Directors broad power to establish the rights and preferences of authorized and unissued shares of preferred stock. The issuance of shares of preferred stock could decrease the amount of earnings and assets available for distribution to holders of shares of Common Stock. The issuance may also adversely affect the relative rights and powers, including voting rights, of these holders and may have the effect of delaying, deterring, or preventing a change of control of the Company. Â Exclusive Forum Provision in Certificate of Incorporation. Our amended and restated certificate of incorporation provides that the Court of Chancery of the State of Delaware is the exclusive forum for the following types of actions or proceedings: any derivative action or proceeding brought on behalf of the Company, any action asserting a claim of breach of a fiduciary duty owed by any director, officer or other employee of the Company to the Company or the Companyâ€™s stockholders, any action asserting a claim against the Company arising pursuant to any provision of the DGCL or our amended and restated certificate of incorporation or our amended and restated bylaws, or any action asserting a claim against us governed by the internal affairs doctrine. Despite the fact that our amended and restated certificate of incorporation provides for this exclusive forum provision to be applicable to the fullest extent permitted by applicable law, Section 27 of the Exchange Act, creates exclusive federal jurisdiction over all suits brought to enforce any duty or liability created by the Exchange Act or the rules and regulations thereunder and Section 22 of the Securities Act, creates concurrent jurisdiction for federal and state courts over all suits brought to enforce any duty or liability created by the Securities Act or the rules and regulations thereunder. As a result, this provision of our amended and restated certificate of incorporation would not apply to claims brought to enforce a duty or liability created by the Securities Act, Exchange Act, or any other claim for which the federal courts have exclusive jurisdiction.Â Â Â Â 53Â Â Â LEGAL MATTERS Â Certain legal matters relating to the issuance of the securities offered hereby will be passed upon for us by Hogan Lovells US LLP. Â EXPERTS Â The consolidated financial statements of Phio Pharmaceuticals Corp. (the Company) as of December 31, 2023 and 2022 and for each of the two years in the period ended December 31, 2023 included in this Prospectus have been so included in reliance on the report of BDO USA, P.C., an independent registered public accounting firm, given on the authority of said firm as experts in auditing and accounting. The report on the consolidated financial statements contains an explanatory paragraph regarding the Companyâ€™s ability to continue as a going concern. Â Where You Can Find More Information Â We are required to file annual, quarterly and current reports, proxy statements and other information with the SEC. Our filings with the SEC are available to the public at the SECâ€™s Internet web site at http://www.sec.gov. Copies of certain information filed by us with the SEC are also available on our website at www.phiopharma.com. Our website is not a part of this prospectus and is not incorporated by reference in this prospectus, and you should not consider the contents of our website in making an investment decision with respect to our Common Stock. Â We have filed a registration statement, of which this prospectus is a part, covering the securities offered hereby. As allowed by SEC rules, this prospectus does not include all of the information contained in the registration statement and the included exhibits, financial statements and schedules. You are referred to the registration statement, the included exhibits, financial statements and schedules for further information. You should review the information and exhibits in the registration statement for further information about us and our subsidiaries and the securities we are offering. Statements in this prospectus concerning any document we filed as an exhibit to the registration statement or that we otherwise filed with the SEC are not intended to be comprehensive and are qualified by reference to these filings. You should review the complete document to evaluate these statements. Â Â Â Â Â Â 54Â Â Â Â INDEX TO FINANCIAL STATEMENTS Â Annual Financial Statements (audited): Â Â Â Page Â Â Â Â Â Report of Independent Registered Public Accounting Firm (BDO USA, P.C.; Boston, Massachusetts; PCAOB ID# 243) Â F-1 Â Consolidated Balance Sheets as of December 31, 2023 and 2022 Â F-3 Â Consolidated Statements of Operations for the Years Ended December 31, 2023 and 2022 Â F-4 Â Consolidated Statements of Preferred Stock and Stockholdersâ€™ Equity for the Years Ended December 31, 2023 and 2022 Â F-5 Â Consolidated Statements of Cash Flows for the Years Ended December 31, 2023 and 2022 Â F-6 Â Notes to Consolidated Financial Statements Â F-7 Â Â Quarterly Financial Statements (unaudited): Â Â Â Page Â Â Â Condensed Consolidated Balance Sheets as of September 30, 2024 and December 31, 2023 F-23 Â Â Â Condensed Consolidated Statements of Operations for the Three and Nine Months Ended September 30, 2024 and 2023 F-24 Â Â Â Condensed Consolidated Statements of Preferred Stock and Stockholdersâ€™ Equity for the Three and Nine Months Ended September 30, 2024 and 2023 F-25 Â Â Â Condensed Consolidated Statements of Cash Flows for the Three and Nine Months Ended September 30, 2024 and 2023 F-26 Â Â Â Notes to Condensed Consolidated Financial Statements F-27 Â Â Â Â (b) Exhibits. Â See the Exhibit Index attached hereto which is incorporated by reference. Â Â Â Â Â 55Â Â Â Â Â Report of Independent Registered Public Accounting Firm Â Shareholders and Board of Directors Phio Pharmaceuticals, Corp. Marlborough, Massachusetts Â Opinion on the Consolidated Financial Statements Â We have audited the accompanying consolidated balance sheets of Phio Pharmaceuticals, Corp. (the â€œCompanyâ€) as of December 31, 2023 and 2022, the related consolidated statements of operations, preferred stock and stockholdersâ€™ equity, and cash flows for each of the years then ended, and the related notes (collectively referred to as the â€œconsolidated financial statementsâ€). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company at December 31, 2023 and 2022, and the results of its operations and its cash flows for the years then ended, in conformity with accounting principles generally accepted in the United States of America. Â Going Concern Uncertainty Â The accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 1 to the consolidated financial statements, the Company has suffered recurring losses from operations and negative cash flows from operations that raise substantial doubt about its ability to continue as a going concern. Managementâ€™s plans in regard to these matters are also described in Note 1. The consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty. Â Basis for Opinion Â These consolidated financial statements are the responsibility of the Companyâ€™s management. Our responsibility is to express an opinion on the Companyâ€™s consolidated financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (â€œPCAOBâ€) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB. Â We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Companyâ€™s internal control over financial reporting. Accordingly, we express no such opinion. Â Our audits included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audits provide a reasonable basis for our opinion. Â Critical Audit Matter Â The critical audit matter communicated below is a matter arising from the current period audit of the consolidated

financial statements that was communicated or required to be communicated to the audit committee and that: (i) relates to accounts or disclosures that are material to the consolidated financial statements and (ii) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing separate opinions on the critical audit matter or on the accounts or disclosures to which it relates. Â Â Â F-1Â Â Â Accounting for Certain Warrants Issued in 2023 Â As described in Note 9 to the consolidated financial statements, the Company completed each of two registered direct offerings of common stock and concurrent private placement offerings of warrants to purchase common stock in April and June 2023 (the â€œApril 2023 Financingâ€ and â€œJune 2023 Financingâ€, respectively). In December 2023, the Company issued additional warrants to purchase common stock to certain holders of existing warrants in connection with an Inducement Letter Agreement (the â€œDecember 2023 Financingâ€). The Company assessed the warrants issued in the April 2023 Financing, June 2023 Financing and December 2023 Financing to determine whether the warrants should be accounted for as either liabilities or equity instruments depending on the specific terms of the agreements. The Company determined that the warrants issued in the April 2023 Financing, June 2023 Financing and December 2023 Financing were classified within stockholdersâ€™ equity. Â We identified the assessment of the accounting for certain warrants to purchase common stock issued in connection with the April 2023 Financing, June 2023 Financing and December 2023 Financing as a critical audit matter. Determining whether the certain warrants issued should be accounted for as either liabilities or equity instruments requires significant judgment due to the application of complex technical accounting guidance. Auditing this element required especially challenging and complex auditor judgement due to the nature and extent of the audit effort required to address the matter, including the need for specialized knowledge and skill in assessing elements of the agreements. Â The primary procedures we performed to address this critical audit matter included: Â Â·Reading and analyzing agreements related to the certain warrants issued to identify relevant terms and conditions that affect whether the certain warrants issued should be accounted for as either liabilities or equity instruments. Â Â Â Â·Evaluating whether the certain warrants issued should be accounted for as either liabilities or equity instruments. Â Â Â Â·Utilizing personnel with specialized knowledge and skill in the relevant technical accounting guidance to evaluate the appropriateness of the Companyâ€™s application of the relevant technical accounting guidance in determining whether the certain warrants issued should be accounted for as either liabilities or equity instruments. Â /s/ BDO USA, P.C. Â We have served as the Company's auditor since 2011. Â Boston, Massachusetts Â April 1, 2024, except for the impact of the 2024 reverse stock split as described in Note 1, as to which the date is January 21, 2025 Â Â Â Â Â Â F-2Â Â Â PHIO PHARMACEUTICALS CORP. CONSOLIDATED BALANCE SHEETS (Amounts in thousands, except share data) Â Â Â Â Â Â Â Â Â Â December 31, 2023Â Â December 31, 2022Â ASSETSÂ Â Â Â Â Â Â Â Current assets:Â Â Â Â Â Â Â Â CashÂ $8,490Â Â $11,781Â Restricted cashÂ Â â€"Â Â Â 50Â Prepaid expenses and other current assetsÂ Â 832Â Â Â 615Â Total current assetsÂ Â 9,322Â Â Â 12,446Â Right of use assetÂ Â 33Â Â Â 161Â Property and equipment, netÂ Â 6Â Â Â 183Â Other assetsÂ Â 3Â Â Â 24Â Total assetsÂ $9,364Â Â $12,814Â LIABILITIES, PREFERRED STOCK AND STOCKHOLDERSâ€™ EQUITYÂ Â Â Â Â Â Â Â Current liabilities:Â Â Â Â Â Â Â Â Accounts payableÂ $657Â Â $779Â Accrued expensesÂ Â 942Â Â Â 1,025Â Lease liabilityÂ Â 35Â Â Â 135Â Total current liabilitiesÂ Â 1,634Â Â Â 1,939Â Lease liability, net of current portionÂ Â â€"Â Â Â 35Â Total liabilitiesÂ Â 1,634Â Â Â 1,974Â Commitments and contingencies (Footnote 7)Â Â â€"Â Â Â â€"Â Series D Preferred Stock, $0.0001 par value; 0 and 1 shares authorized, issued and outstanding at December 31, 2023 and December 31, 2022, respectivelyÂ Â â€"Â Â Â 2Â Stockholdersâ€™ equity:Â Â Â Â Â Â Â Â Common stock, $0.0001 par value, 100,000,000 shares authorized; 416,368 and 126,558 shares issued and outstanding at December 31, 2023 and December 31, 2022, respectivelyÂ Â â€"Â Â Â â€"Â Additional paid-in capitalÂ Â 146,936Â Â Â 139,218Â Accumulated deficitÂ Â (139,206)Â Â (128,380) Total stockholdersâ€™ equityÂ Â 7,730Â Â Â 10,838Â Total liabilities, preferred stock and stockholdersâ€™ equityÂ $9,364Â Â $12,814Â Â See accompanying notes to consolidated financial statements. Â Â Â Â Â F-3Â Â Â PHIO PHARMACEUTICALS CORP. CONSOLIDATED STATEMENTS OF OPERATIONS (Amounts in thousands, except share and per share data) Â Â Â Â Â Â Â Â Â Â Year Ended December 31,Â Â Â 2023Â Â 2022Â Operating expenses:Â Â Â Â Â Â Â Â Research and developmentÂ $6,332Â Â $7,012Â General and administrativeÂ Â 4,366Â Â Â 4,450Â Loss on impairment of property and equipmentÂ Â 126Â Â Â â€"Â Total operating expensesÂ Â 10,824Â Â Â 11,462Â Operating lossÂ Â (10,824)Â Â (11,462) Total other expense, netÂ Â (2)Â Â (18) Net lossÂ $(10,826)Â $(11,480) Net loss per common share:Â Â Â Â Â Â Â Â Basic and dilutedÂ $(46.76)Â $(90.91) Weighted average number of common shares outstandingÂ Â Â Â Â Â Â Â Basic and dilutedÂ Â 231,508Â Â Â 126,285Â Â See accompanying notes to consolidated financial statements. Â Â Â Â Â Â Â Â Â F-4Â Â Â PHIO PHARMACEUTICALS CORP. CONSOLIDATED STATEMENTS OF PREFERRED STOCK AND STOCKHOLDERSâ€™ EQUITY (Amounts in thousands, except share data) Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Series D Preferred StockÂ Â Common StockÂ Â Additional Paid-inÂ Â AccumulatedÂ Â Â Â Â Â SharesÂ Â AmountÂ Â SharesÂ Â AmountÂ Â CapitalÂ Â DeficitÂ Â TotalÂ Balance at December 31, 2021Â Â â€"Â Â $â€"Â Â Â 125,324Â Â $â€"Â Â $138,832Â Â $(116,900)Â $21,932Â Issuance of common stock upon vesting of restricted stock unitsÂ Â â€"Â Â Â â€"Â Â Â 1,560Â Â Â â€"Â Â Â â€"Â Â Â â€"Â Â Â â€"Â Shares withheld for payroll taxesÂ Â â€"Â Â Â â€"Â Â Â (326)Â Â â€"Â Â Â (28)Â Â â€"Â Â Â (28) Issuance of preferred stockÂ Â 1Â Â Â 2Â Â Â â€"Â Â Â â€"Â Â Â â€"Â Â Â â€"Â Â Â â€"Â Stock-based compensation expenseÂ Â â€"Â Â Â â€"Â Â Â â€"Â Â Â â€"Â Â Â 414Â Â Â â€"Â Â Â 414Â Net lossÂ Â â€"Â Â Â â€"Â Â Â â€"Â Â Â â€"Â Â Â â€"Â Â Â (11,480)Â Â (11,480) Balance at December 31, 2022Â Â 1Â Â $2Â Â Â 126,558Â Â $â€"Â Â $139,218Â Â $(128,380)Â $10,838Â Cash-in-lieu of fractional shares for reverse stock splitÂ Â â€"Â Â Â â€"Â Â Â (190)Â Â â€"Â Â Â (11)Â Â â€"Â Â Â (11) Redemption of preferred stockÂ Â (1)Â Â (2)Â Â â€"Â Â Â â€"Â Â Â â€"Â Â Â â€"Â Â Â â€"Â Issuance of common stock and warrants, net of offering costsÂ Â â€"Â Â Â â€"Â Â Â 218,168Â Â Â â€"Â Â Â 7,452Â Â Â â€"Â Â Â 7,452Â Issuance of common stock upon exercise of warrantsÂ Â â€"Â Â Â â€"Â Â Â 69,881Â Â Â â€"Â Â Â â€"Â Â Â â€"Â Â Â â€"Â Issuance of common stock upon vesting of restricted stock unitsÂ Â â€"Â Â Â â€"Â Â Â 2,601Â Â Â â€"Â Â Â â€"Â Â Â â€"Â Â Â â€"Â Shares withheld for payroll taxesÂ Â â€"Â Â Â â€"Â Â Â (650)Â Â â€"Â Â Â (26)Â Â â€"Â Â Â (26) Stock-based compensation expenseÂ Â â€"Â Â Â â€"Â Â Â â€"Â Â Â â€"Â Â Â 303Â Â Â â€"Â Â Â 303Â Net lossÂ Â â€"Â Â Â â€"Â Â Â â€"Â Â Â â€"Â Â Â â€"Â Â Â (10,826)Â Â (10,826) Balance at December 31, 2023Â Â â€"Â Â $â€"Â Â Â 416,368Â Â $â€"Â Â $146,936Â Â $(139,206)Â $7,730Â Â See accompanying notes to consolidated financial statements. Â Â Â Â Â Â Â Â Â Â Â Â F-5Â Â Â PHIO PHARMACEUTICALS CORP. CONSOLIDATED STATEMENTS OF CASH FLOWS (Amounts in thousands) Â Â Â Â Â Â Â Â Â Â Year Ended December 31,Â Â Â 2023Â Â 2022Â Cash flows from operating activities:Â Â Â Â Â Â Â Â Net lossÂ $(10,826)Â $(11,480) Adjustments to reconcile net loss to net cash used in operating activities:Â Â Â Â Â Â Â Â Depreciation and amortizationÂ Â 56Â Â Â 71Â Amortization of right of use assetÂ Â 128Â Â Â 122Â Impairment of property and equipmentÂ Â 126Â Â Â â€"Â Stock-based compensationÂ Â 303Â Â Â 414Â Changes in operating assets and liabilities:Â Â Â Â Â Â Â Â Prepaid expenses and other assetsÂ Â (196)Â Â 8Â Accounts payableÂ Â (122)Â Â 496Â Accrued expensesÂ Â (83)Â Â (1,635) Lease liabilityÂ Â (135)Â Â (125) Net cash used in operating activitiesÂ Â (10,749)Â Â (12,129) Cash flows from investing activities:Â Â Â Â Â Â Â Â Cash paid for purchase of property and equipmentÂ Â (5)Â Â (121) Net cash used in investing activitiesÂ Â (5)Â Â (121) Cash flows from financing activities:Â Â Â Â Â Â Â Â Net proceeds from the issuance of common stock and warrantsÂ Â 7,452Â Â Â â€"Â Net proceeds from the issuance of preferred stockÂ Â â€"Â Â Â 2Â Cash-in-lieu of fractional shares for reverse stock splitÂ Â (11)Â Â â€"Â Redemption of Series D Preferred StockÂ Â (2)Â Â â€"Â Payment of taxes on net share settlements of restricted stock unitsÂ Â (26)Â Â (28) Net cash provided by (used in) financing activitiesÂ Â 7,413Â Â Â (26) Net decrease in cash and restricted cashÂ Â (3,341)Â Â (12,276) Cash and restricted cash at the beginning of periodÂ Â 11,831Â Â Â 24,107Â Cash and restricted cash at the end of periodÂ $8,490Â Â $11,831Â Â The following table provides a reconciliation of cash and restricted cash reported within the consolidated balance sheets to the totals above: Â Â Â Â Â Â Â â€¯Â Â December 31,Â â€¯Â Â 2023Â Â 2022Â CashÂ $8,490Â Â $11,781Â Restricted cashÂ Â â€"Â Â Â 50Â Total cash and restricted cashÂ $8,490Â Â $11,831Â Â See accompanying notes to consolidated financial statements. Â Â Â Â Â F-6Â Â Â PHIO PHARMACEUTICALS CORP. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS DECEMBER 31, 2023 Â Â 1. Organization and Significant Accounting Policies Â Nature of Operations Â Phio Pharmaceuticals Corp. (â€œPhioâ€ or the â€œCompanyâ€) is a clinical stage biotechnology company whose proprietary INTASYLâ„¢ self-delivering RNAi technology platform is designed to make immune cells more effective in killing tumor cells. The Company is developing therapeutics that are designed to leverage INTASYL to precisely target specific proteins that reduce the bodyâ€™s ability to fight cancer, without the need for specialized formulations or drug delivery systems. Â Phio was incorporated in the state of Delaware in 2011 as RXi Pharmaceuticals Corporation. On November 19, 2018, the Company changed its name to Phio Pharmaceuticals Corp., to reflect its transition from a platform company to one that is fully committed to developing groundbreaking immuno-oncology therapeutics. Â Basis of Presentation Â The accompanying consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (â€œGAAPâ€). Â Principles of Consolidation Â The consolidated financial statements include the accounts of the Company and its wholly-owned subsidiary, MirImmune, LLC. All material intercompany accounts have been eliminated in consolidation. Â Segments Â The Company operates asÂ oneÂ operating segment and all assets are located in the United States. Â Reverse Stock Split Â Effective January 26, 2023, the Company completed a 1-for-12 reverse stock split of the Companyâ€™s outstanding common stock (the â€œReverse Stock Splitâ€). All share and per share amounts in the consolidated financial statements have been retroactively adjusted for all periods presented to give effect to the Reverse Stock Split, as applicable, including reclassifying an amount equal to the reduction in par value to additional paid-in capital. Additionally, the Company made adjustments to the outstanding stock option and unvested restricted stock unit (â€œRSUâ€) balances, and related per share amounts, at each of December 31, 2022 and December 31, 2023 to reflect final revisions to those outstanding equity awards as a result of the Reverse Stock Split. The Reverse Stock Split did not reduce the number of authorized shares of the Companyâ€™s common stock or preferred stock.Â Â Subsequently, effective July 5, 2024, the Company completed a 1-for-9 reverse stock split of the Companyâ€™s outstanding common stock (the â€œ2024 Reverse Stock Splitâ€). All share and per share amounts in the consolidated financial statements have been retroactively adjusted for all periods presented to give effect to the 2024 Reverse Stock Split, as applicable, including reclassifying an amount equal to the reduction in par value to additional paid-in capital. Additionally, the Company made adjustments to the outstanding stock option and unvested RSU balances, and related per share amounts, at each of December 31, 2022 and December 31, 2023 to reflect final revisions to those outstanding equity awards as a result of the 2024 Reverse Stock Split. The 2024 Reverse Stock Split did not reduce the number of authorized shares of the Companyâ€™s common stock or preferred stock.Â Â Uses of Estimates in Preparation of Financial Statements Â The preparation of financial statements in accordance with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as of the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. The areas subject to significant estimates and judgement include, among others, those related to the fair value of equity awards, accruals for research and development expenses, useful lives of property and equipment, and the valuation allowance on our deferred tax assets. On an ongoing basis the Company evaluates its estimates and bases its estimates on historical experience and other relevant assumptions that the Company believes are reasonable under the circumstances. Actual results could differ materially from these estimates. Â Liquidity Â The Company has reported recurring losses from operations since its inception and expects to continue to have negative cash flows from operations for the foreseeable future. Historically, the Companyâ€™s primary source of funding has been from sales of its securities. The Companyâ€™s ability to continue to fund its operations is dependent on obtaining funding from third parties, such as proceeds from the issuance of debt, sale of equity, or strategic opportunities, in order to maintain its operations. This is dependent on a number of factors, including the market demand or liquidity of the Companyâ€™s common stock. There is no guarantee that debt, additional equity or other funding will be available to us on acceptable terms, or at all. If the Company fails to obtain additional funding when needed, the Company would be forced to scale back or terminate its operations or seek to merge with or to be acquired by another company. Â Â Â Â F-7Â Â Â The Company has limited cash resources, has reported recurring losses from operations since inception, negative operating cash flows and has not yet received product revenues. These factors raise substantial doubt regarding the Companyâ€™s ability to continue as a going concern, and the Companyâ€™s current cash resources may not provide sufficient capital to fund operations for at least the next 12 months from the date of the release of these consolidated financial statements. The continuation of the Company as a going concern depends upon the Companyâ€™s ability to raise additional capital through an equity offering, debt offering and/or strategic opportunity to fund its operations. There can be no assurance that the Company will be successful in accomplishing these plans in order to continue as a going concern. These consolidated financial statements do not include any adjustments to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern. Â Restricted Cash Â Restricted cash consists of certificates of deposit held by financial institutions as collateral for the Companyâ€™s corporate credit cards. Â Concentrations of Credit Risk Â Financial instruments that potentially subject the Company to concentrations of credit risk consist principally of cash. The Company maintains cash balances in several accounts with a reputable financial institution that management believes is creditworthy, and which at times are in excess of federally insured limits. These accounts are insured by the Federal Deposit Insurance Corporation for up to $250,000 per institution. Â The Company relies, and expects to continue to rely, on a small number of vendors to perform research activities and clinical trial activities that continue to progress its product candidates for its development programs. These programs could be adversely affected by a significant interruption in the related processes of these vendors. Â Property and Equipment Â Property and equipment are stated at cost and depreciated using the straight-line method based on the estimated useful lives of the related assets. The Company provides for depreciation over the assetsâ€™ estimated useful lives as follows: Schedule of estimated useful lives Â Computer equipment 3 years Machinery & equipment 5 years Furniture & fixtures 5 years Leasehold improvements Lesser of lease term or 5 years Â Impairment of Long-Lived Assets Â The Company reviews long-lived assets for impairment annually or whenever an event or change in circumstance occurs in which the related carrying amounts may not be recoverable. An impairment loss would be recognized based on the difference between the carrying value of the asset and its estimated fair value, which would be determined based on either discounted future cash flows or other appropriate fair value methods. Â Leases Â At the inception of a contract, the Company determines whether the contract is or contains a lease based on all relevant facts and circumstances. For contracts that contain a lease, the Company identifies the lease and non-lease components, determines the consideration in the contract and recognizes the classification of the lease as operating or financing. For leases with a term greater than one year, the Company recognizes a liability to make lease payments and an asset representing the right to use the underlying asset during the lease term at the commencement date of the lease. Â Lease liabilities and the corresponding right of use assets are recorded based on the present value of lease payments to be made over the lease term. The discount rate used to calculate the present value is the rate implicit in the lease, or if not readily determinable, the Companyâ€™s incremental borrowing rate. The Companyâ€™s incremental borrowing rate is the rate of interest that the Company would have to pay to borrow on a collateralized basis over a similar term an amount equal to the lease payments in a similar economic environment. Certain adjustments to the right of use asset may be required for items such as initial direct costs or incentives received. Lease payments on operating leases, including scheduled increases, are recognized on a straight-line basis over the expected term of the lease. Lease payments on financing leases are recognized using the effective interest method. Â Â Â Â F-8Â Â Â Derivative Financial Instruments Â Financial instruments that meet the definition of a derivative are classified as an asset or liability and measured at fair value on the issuance date and are revalued on each subsequent balance sheet date. The changes in fair value are recognized as current period income or loss. Financial instruments that do not meet the definition of a derivative are classified as equity and measured at fair value and recorded as additional paid-in capital in stockholdersâ€™ equity at the date of issuance. No further adjustments to their valuation are made. Â Research and Development Expenses Â Research and development expenses relate to compensation and benefits for research and development personnel, facility-related expenses, supplies, external services, costs to acquire technology licenses, research activities under our research collaborations,Â expenses associated with preclinical and clinical development activities and other operating costs. Research and development expenses are charged to expense as incurred. Payments made by the Company in advance for research and development services not yet provided and/or for materials not yet received are recorded as prepaid expenses and expensed when the service has been performed or when the goods have been received. Â Accrued liabilities are recorded related to those expenses for which vendors have not yet billed the Company with respect to services provided and/or materials that it has received. Accrued liabilities for the services provided by contract research organizations are recorded during the period incurred based on such estimates and assumptions as expected cost, passage of time, the achievement of milestones and other information available to us and are assessed on a quarterly basis. Actual results may differ from these estimates and could have a material impact on the Companyâ€™s reported results. The Companyâ€™s historical accrual estimates have not been materially different from its actual costs. Â Collaborative Arrangements Â The Company follows the provisions of the Financial Accounting Standards Board (the â€œFASBâ€) Accounting Standards Codification (â€œASCâ€) Topic 808, â€œCollaborative Arrangements,â€ (â€œTopic 808â€) when collaboration

agreements involve joint operating activities in which both parties are active participants and that are also both exposed to significant risks and rewards. The Company also considers the guidance in the FASB ASC Topic 606, â€œRevenue from Contracts with Customers,â€ (â€œTopic 606â€) in determining the appropriate treatment for activities between the Company and its collaborative partners that are more reflective of a vendor-customer relationship and therefore, within the scope of Topic 606. Under Topic 808, the Company determines an appropriate recognition method, either by analogy to appropriate accounting literature or by applying a reasonable accounting policy election. Generally, the classification of transactions under the collaborative arrangements is determined based on the nature and contractual terms of the arrangement along with the nature of the operations of the participants. The Company recognizes its share of costs arising from research and development activities performed by collaborators in the period its collaborators incur such expense. Reimbursements that are the result of a collaborative relationship instead of a customer relationship, such as co-development activities, are evaluated on a quarterly basis and recorded as an offset to research and development expense incurred. Payments in excess of our collaboration expense will be recorded as revenue. Â Patents and Patent Application Costs Â Although the Company believes that its patents and underlying technology have continuing value, the amount of future benefits to be derived from the patents is uncertain. Patent costs are, therefore, expensed as general and administrative costs as incurred. Â Stock-based Compensation Â The Company follows the provisions of the FASB ASC Topic 718, â€œCompensationÂ â€” Stock Compensationâ€ (â€œASC 718â€), which requires the measurement and recognition of compensation expense for all stock-based payment awards. The fair value of RSUs is based upon the Companyâ€™s closing stock price at the grant date. The Company uses the Black-Scholes option-pricing model to estimate the fair value of stock options at the grant date. The Black-Scholes valuation model requires the input of valuation assumptions to calculate the value of stock options, including expected volatility, expected term, risk-free interest rate and expected dividends. Stock-based compensation expense is recognized on a straight-line basis over the requisite service period, which generally represents the vesting period, and commences at the date of grant based on the fair value of the award. Â Â Â Â F-9Â Â Â Stock-based compensation expense recognized in the consolidated financial statements is based on awards that are ultimately expected to vest. Accordingly, we are also required to estimate forfeitures at the time of grant and to revise those estimates in subsequent periods if actual forfeitures differ from estimates. We use historical data to estimate pre-vesting award forfeitures and record stock-based compensation expense only for those awards that are expected to vest. Our forfeiture rate estimates are based on an analysis of our actual forfeiture experience, employee turnover behavior, and other factors. The impact of any adjustments to our forfeiture rates or to the extent that actual forfeitures differ from our estimates, is recorded as a cumulative adjustment in the period the estimates are revised. Â Income Taxes Â The Company recognizes assets or liabilities for the deferred tax consequences of temporary differences between the tax basis of assets or liabilities and their reported amounts in the consolidated financial statements in accordance with the FASB ASC Topic 740, â€œAccounting for Income Taxesâ€ (â€œASC 740â€). These temporary differences will result in taxable or deductible amounts in future years when the reported amounts of the assets or liabilities are recovered or settled. Those temporary differences referred to as deferred tax assets and liabilities are determined at the end of each period using the tax rate expected to be in effect when taxes are actually paid or recovered. Valuation allowances are established if, based on the weight of available evidence, it is more likely than not that all or a portion of a deferred tax asset will not be realized. The provision for income taxes, if any, represents the tax payable for the period and the change in deferred income tax assets and liabilities during the period. Â The recognition and measurement of benefits related to the Companyâ€™s tax positions requires significant judgment, as uncertainties often exist with respect to new laws, new interpretations of existing laws, and rulings by taxing authorities. The Company follows a more-likely-than not threshold for financial statement recognition and measurement of a tax position taken, or expected to be taken in a tax return. The guidance relates to, amongst other things, classification, accounting for interest and penalties associated with tax positions, and disclosure requirements. Any interest and penalties accrued related to uncertain tax positions are recorded as tax expense. Differences between actual results and the Companyâ€™s assumptions or changes in the Companyâ€™s assumptions in future periods are recorded in the period they become known. Â Comprehensive Loss Â The Companyâ€™s comprehensive loss is equal to its net loss for all periods presented. Â Net Loss per Share Â Basic net loss per share is computed by dividing net loss by the weighted average number of common shares outstanding. Diluted net loss per share is computed by dividing the Companyâ€™s net loss by the weighted average number of common shares outstanding and the impact of all dilutive potential common shares outstanding, except where such dilutive potential common shares would be anti-dilutive. Dilutive potential common shares primarily consist of warrants, RSUs and stock options. Â Recent Accounting Pronouncements Â In November 2023, the FASB issued Accounting Standards Update (â€œASUâ€) 2023-07, â€œSegment Reporting (Topic 280) â€“ Improvements to Reporting Segment Disclosuresâ€ (â€œASU 2023-07â€), which requires disclosure of incremental segment information on an annual and interim basis. In addition, ASU 2023-07 clarifies circumstances in which an entity can disclose multiple segment measures of profit or loss, provides new segment disclosure requirements for entities with a single reportable segment, and contains other disclosure requirements. The amendments in ASU 2023-07 are effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024. Early adoption is permitted. The enhanced disclosures are required to be applied retrospectively to all prior periods presented in the financial statements. The Company is currently evaluating the impact of ASU 2023-07 on its consolidated financial statements and disclosures, but does not expect that it will have a material impact on its consolidated financial statements. Â In December 2023, the FASB issued ASU 2023-09, â€œIncome Taxes (Topic 740) â€“ Improvements to Income Tax Disclosuresâ€ (â€œASU 2023-09â€), which requires disclosure of specific categories in the rate reconciliation table along with additional information for reconciling items that meet a quantitative threshold, disclosure of disaggregated income taxes paid and modifies other income tax-related disclosures. The amendments in ASU 2023-09 are effective for annual periods beginning after December 15, 2024 and allows for adoption on a prospective basis, with a retrospective option. Early adoption is permitted. The Company is currently evaluating the impact of ASU 2023-09, but does not expect that it will have a material impact on its consolidated financial statements.Â Â Â Â Â F-10Â Â Â 2. Collaboration Agreement Â AgonOx, Inc. (â€œAgonOxâ€) Â In February 2021, the Company entered into a clinical co-development collaboration agreement (the â€œClinical Co-Development Agreementâ€) with AgonOx, a private company developing a pipeline of novel immunotherapy drugs targeting key regulators of the immune response to cancer. Under the Clinical Co-Development Agreement, Phio and AgonOx are working to develop a T cell-based therapy using the Companyâ€™s lead product candidate, PH-762, and AgonOxâ€™s â€œdouble positiveâ€ tumor infiltrating lymphocytes (â€œDP TILâ€) technology. Per the terms of the Clinical Co-Development Agreement, the Company agreed to reimburse AgonOx up to $4,000,000 in expenses incurred to conduct a Phase 1 clinical trial of PH-762 treated DP TIL in patients with advanced melanoma and other advanced solid tumors. Â The Company will recognize its share of costs arising from research and development activities performed by AgonOx in the Companyâ€™s consolidated financial statements in the period AgonOx incurs such expense. Phio will be entitled to certain future development milestones and low single-digit sales-based royalty payments from AgonOxâ€™s licensing of its DP TIL technology. Â The Company recognized approximately $1,115,000 and $130,000 of expense in connection with these efforts during the years ended December 31, 2023 and 2022, respectively. Â There is approximately $2,757,000 of remaining costs not yet incurred under the Clinical Co-Development Agreement as of December 31, 2023. Â 3.Â Fair Value of Financial Instruments Â The Company follows the provisions of the FASB ASC Topic 820, â€œFair Value Measurement,â€ for the Companyâ€™s financial assets and liabilities that are re-measured and reported at fair value each reporting period and are re-measured and reported at fair value at least annually using a fair value hierarchy that is broken down into three levels. Level inputs are defined as follows: Â Level 1 â€“ quoted prices in active markets for identical assets or liabilities. Â Level 2 â€“ other significant observable inputs for the assets or liabilities through corroboration with market data at the measurement date. Â Level 3 â€“ significant unobservable inputs that reflect managementâ€™s best estimate of what market participants would use to price the assets or liabilities at the measurement date. Â At December 31, 2022, the Company categorized its restricted cash of $50,000Â as Level 2 hierarchy. Restricted cash consisted of certificates of deposit held by financial institutions as collateral for the Companyâ€™s corporate credit cards. The assets classified as Level 2 have initially been valued at the applicable transaction price and subsequently valued, at the end of each reporting period, using other market observable data. Observable market data points include quoted prices, interest rates, reportable trades and other industry and economic events. Â Â The carrying amounts of cash, accounts payable and accrued expenses of the Company approximate their fair values due to their short-term nature. Â Â Â Â F-11Â Â Â 4. Property and Equipment Â The following table summarizes the Companyâ€™s major classes of property and equipment, in thousands: Schedule of property and equipmentÂ Â Â Â Â Â Â Â December 31,Â Â Â 2023Â Â 2022Â Computer equipmentÂ $62Â Â $116Â Machinery & equipmentÂ Â 964Â Â Â 1,077Â FurnitureÂ & fixturesÂ Â 70Â Â Â 119Â Leasehold improvementsÂ Â 46Â Â Â 46Â Total gross fixed assetsÂ Â 1,142Â Â Â 1,358Â Less: accumulated depreciation and amortizationÂ Â (1,136)Â Â (1,175) Property and equipment, netÂ $6Â Â $183Â Â Depreciation and amortization expense for the years ended DecemberÂ 31, 2023 and 2022 was $56,000 and $71,000, respectively. Â In November 2023, the Company decided not to renew the lease for its corporate headquarters and primary research facility in Marlborough, Massachusetts. Beginning in April of 2024, we expect to continue operations as a remote business with a small laboratory facility. Based on this evaluation, the Company determined that long-lived assets with a carrying amount of $126,000 were no longer recoverable and an impairment charge of $126,000 was recorded to write those assets down to their fair value. The Company did not record any impairment charges at December 31, 2022. Â 5. Accrued Expenses Â Accrued expenses consist of the following, in thousands: Schedule of accrued expensesÂ Â Â Â Â Â Â Â December 31,Â Â Â 2023Â Â 2022Â Compensation and benefitsÂ $222Â Â $408Â Professional feesÂ Â 126Â Â Â 97Â Research and development costsÂ Â 517Â Â Â 501Â OtherÂ Â 77Â Â Â 19Â Total accrued expensesÂ $942Â Â $1,025Â Â 6. Leases Â In January 2019, the Company amended the lease for its corporate headquarters and primary research facility in Marlborough, Massachusetts. The lease is for a total of 7,581 square feet of office and laboratory space and will expire on March 31, 2024. The lease contains an option to terminate after two or three years by providing advance written notice of termination pursuant to the terms of the agreement. The exercise of this option was not determined to be reasonably certain and thus was not included in the lease liability on the Companyâ€™s balance sheet. The Company did not exercise its option to terminate in either the second or third year of the lease, and the option to terminate has expired. Additionally, the lease agreement did not contain information to determine the borrowing rate implicit in the lease. As such, the Company calculated its incremental borrowing rate based on what the Company would have to pay to borrow on a collateralized basis over the lease term for an amount equal to the remaining lease payments, taking into consideration such assumptions as, but not limited to, the U.S. treasury yield rate and borrowing rates from a creditworthy financial institution using the above lease factors. Â Â Â Â F-12Â Â Â The lease for the Companyâ€™s corporate headquarters represents all of its significant lease obligations. The amounts reported in the consolidated balance sheets for the operating lease in which the Company is the lessee and other supplemental balance sheet information is set forth as follows, in thousands, except the lease term (number of years) and discount rate: Schedule of lease amounts recorded in balance sheetÂ Â Â Â Â Â Â Â December 31,Â Â Â 2023Â Â 2022Â AssetsÂ Â Â Â Â Â Â Â Right of use assetÂ $33Â Â $161Â LiabilitiesÂ Â Â Â Â Â Â Â Lease liability, currentÂ Â 35Â Â Â 135Â Lease liability, non-currentÂ Â â€“Â Â Â 35Â Total lease liabilityÂ $35Â Â $170Â Lease Term and Discount RateÂ Â Â Â Â Â Â Â Weighted average remaining lease termÂ Â 0.25Â Â Â 1.25Â Weighted average discount rateÂ Â 4.70%Â Â Â 4.70%Â Â Operating lease costs included in operating expense were $132,000 for the years ended December 31, 2023 and 2022, respectively. Â Cash paid for the amounts included in the measurement of the operating lease liability on the Companyâ€™s consolidated balance sheets and included within changes in the lease liability in the operating activities of the Companyâ€™s consolidated statements of cash flows was $139,000 and $135,000 for the years ended December 31, 2023 and 2022, respectively. Â Future lease payments for our non-cancellable operating lease and a reconciliation to the carrying amount of the operating lease liability presented in the consolidated balance sheet as of December 31, 2023 is as follows, in thousands: Schedule of future minimum lease paymentsÂ Â Â 2024Â $35Â Total lease paymentsÂ Â 35Â Less: Imputed interestÂ Â â€“Â Total operating lease liabilityÂ $35Â Â 7. Commitments and Contingencies Â Commitments Â In February 2021, the Company entered into the Clinical Co-Development Agreement with AgonOx to develop a T cell-based therapy using the Companyâ€™s lead product candidate, PH-762, and AgonOxâ€™s DP TIL technology. Per the terms of the Clinical Co-Development Agreement, the Company agreed to reimburse AgonOx up to $4,000,000 in expenses incurred to conduct a Phase 1 clinical trial of PH-762 treated DP TIL in patients with advanced melanoma and other advanced solid tumors. Refer to Note 2 for further details on the Clinical Co-Development Agreement with AgonOx. Â Refer to Note 6 for more information about the Companyâ€™s obligations under its non-cancellable lease for its corporate headquarters. Â Â Â Â F-13Â Â Â In September 2011, the Company entered into an agreement with Advanced RNA Technologies, LLC (â€œAdvirnaâ€), pursuant to which Advirna assigned to the Company its existing patent and technology rights related to the INTASYL technology in exchange for an annual maintenance fee of $100,000, a one-time milestone payment upon the future issuance of the first patent with valid claims covering the assigned patent and technology rights and the issuance of shares of common stock of the Company equal to 5% of the Companyâ€™s fully-diluted shares outstanding at the time of issuance. The one-time milestone payment and the issuance of shares of common stock of the Company were completed in 2014 and 2012, respectively. Additionally, the Company is required to pay low single-digit royalties to Advirna on any licensing revenue received by the Company with respect to future licensing of the assigned Advirna patent and technology rights. To date, any royalties owed to Advirna under the Advirna agreement have been minimal. Â The Companyâ€™s rights under the Advirna agreement will expire upon the later of: (i) the expiration of the last-to-expire of the â€œpatent rightsâ€ (as defined therein) included in the Advirna agreement; or (ii) the abandonment of the last-to-be abandoned of such patents, unless earlier terminated in accordance with the provisions of the Advirna agreement. Further, the Company also granted back to Advirna a license under the assigned patent and technology rights for fields of use outside human therapeutics. Â As part of its business, the Company may enter into licensing agreements with third parties that require milestone and royalty payments based on the progress of the asset through development stages. Milestone payments may be required, for example, upon progress through clinical trials, upon approval of the product by a regulatory agency and/or upon a percentage of sales of the product pursuant to such agreements. The expenditures required under these arrangements may be material individually in relation to any product candidates covered by the intellectual property licensed under any such arrangement, and material in the aggregate in the unlikely event that milestones for multiple products covered by these arrangements were reached in the same period. Due to the contingent nature of these payments, they are not included in the table of contractual obligations shown below. Â During the years ended December 31, 2023 and 2022, the Company did not trigger any milestone payments. Â The Companyâ€™s contractual license obligations that will require future cash payments as of December 31, 2023, which result from payments expected in connection with annual license fees, are as follows, in thousands: Schedule of future cash payments for contractual license obligationsÂ Â Â Year Ending December 31,Â Â Â Â 2024Â $100Â 2025Â Â 100Â 2026Â Â 100Â 2027Â Â 100Â 2028Â Â 100Â ThereafterÂ Â 100Â TotalÂ $600Â Â The Company applies the disclosure provisions of the FASB ASC Topic 460, â€œGuarantorâ€™s Accounting and Disclosure Requirements for Guarantees, Including Indirect Guarantees of Indebtedness of Othersâ€ (â€œASCÂ 460â€), to its agreements that contain guarantee or indemnification clauses. The Company provides: (i)Â indemnifications of varying scope and size to certain investors and other parties for certain losses suffered or incurred by the indemnified party in connection with various types of third-party claims; and (ii) indemnifications of varying scope and size to officers and directors against third-party claims arising from the services they provide to us. These indemnifications give rise only to the disclosure provisions of ASC 460. To date, the Company has not incurred costs as a result of these obligations and does not expect to incur material costs in the future. Accordingly, the Company has not accrued any liabilities in its consolidated financial statements related to these indemnifications. Â Â Â Â F-14Â Â Â Litigation Â From time to time, the Company may become a party to various legal proceedings and complaints arising in the ordinary course of business. To the Companyâ€™s knowledge, it is not currently a party to any actual or threatened material legal proceedings. Accordingly, there were no contingent liabilities recorded as of the year ended December 31, 2023. Â 8. Preferred Stock Â The Company has authorized up to 10,000,000 shares of preferred stock, $0.0001 par value per share, for issuance. The Companyâ€™s Board of Directors (the â€œBoardâ€) is authorized under the Companyâ€™s Amended and Restated Certificate of Incorporation (as may be amended and/or restated from time to time, the â€œAmended Certificateâ€), to designate the authorized preferred stock into one or more series and to fix and determine such rights, preferences, privileges and restrictions of any series of preferred stock, including voting rights, dividend rights, conversion rights, redemption privileges and liquidation preferences, as shall be determined by the Board upon its issuance. Â In November 2022, the Company sold one share of Series D Preferred Stock, par value $0.0001 per share (the â€œSeries D Preferred Stockâ€) to Robert Bitterman, then its interim Executive Chairman and current Chief Executive Officer, for $1,750. The Series D Preferred Stock was not convertible into, or exchangeable for, shares of any other class or series of stock or other securities of the Company; had no rights with respect to any distribution of assets of the Company, including upon a liquidation, bankruptcy, reorganization, merger, acquisition, sale, dissolution or winding up of the Company, whether voluntarily or involuntarily; and was not entitled to receive dividends of any kind. Â The Series D Preferred Stock was entitled to 17,500,000 votes per share exclusively with respect to any proposal to amend the Companyâ€™s Amended Certificate to effect a reverse stock split of the Companyâ€™s common stock. The terms provided

that it would be voted, without action by the holder, on any such proposal in the same proportion as shares of the Companyâ€™s common stock were voted. The Series D Preferred Stock otherwise had no voting rights except as otherwise required by the General Corporation Law of the State of Delaware. Â Under its terms, the outstanding share of Series D Preferred Stock was to be redeemed in whole, but not in part, at any time: (i) if such redemption was approved by the Board in its sole discretion or (ii) automatically and effective upon the approval by the Company's stockholders of an amendment to the Amended Certificate to effect a reverse stock split of the Companyâ€™s common stock. The Series D Preferred Stock was redeemed in whole on January 4, 2023, upon the approval by the Companyâ€™s stockholders of the Reverse Stock Split. Upon such redemption, the holder of the Series D Preferred Stock received consideration of $1,750 in cash. Â At December 31, 2023, there were no shares of preferred stock issued or outstanding. Â 9. Stockholdersâ€™ Equity Â April 2023 Financing - In April 2023, the Company completed a registered direct offering and a concurrent private placement of a total of: 39,331 registered shares of the Companyâ€™s common stock at a purchase price per share of $50.85, unregistered five and one-half year term Series A warrants to purchase up to 39,331 shares of common stock at an exercise price of $48.60 per share and unregistered eighteen month term Series B warrants to purchase up to 39,331 shares of common stock at an exercise price of $48.60 per share (collectively, the â€œApril 2023 Financingâ€). In addition, the Company issued unregistered warrants to the placement agent, H.C. Wainwright & Co., LLC (â€œHCWâ€), in the April 2023 Financing to purchase a total of 2,950 shares of common stock at an exercise price of $63.56 per share. Net proceeds to the Company from the April 2023 Financing were $1,538,000 after deducting placement agent fees and offering expenses. Â Â Â Â F-15Â Â Â In connection with the April 2023 Financing, the Company entered into warrant amendment agreements (the â€œWarrant Amendment Agreementsâ€) with the participating investors to amend the exercise price of certain existing warrants to purchase up to an aggregate of 21,291 shares of common stock that were previously issued in April 2018 through January 2021, such that each of the amended warrants have an exercise price of $48.60 per share. The Company received $24,000 as consideration in connection with the Warrant Amendment Agreements. The Company assessed the amendments to the exercise price of the warrants under the FASB ASC Topic 815, â€œDerivatives and Hedgingâ€ (â€œASC 815â€) and determined that the amendment to the exercise price was completed in connection with and contingent on the close of the April 2023 Financing. The increase in fair value of $293,000 related to the Warrant Amendment Agreements was recognized as an equity issuance cost and recorded in additional paid in capital per ASC 815. Â June 2023 Financing - In June 2023, the Company completed a registered direct offering and a concurrent private placement of a total of: 25,961 registered shares and 8,000 unregistered shares of the Companyâ€™s common stock each at a purchase price per share of $38.52, unregistered pre-funded warrants to purchase up to an aggregate of 69,881 shares of common stock at a purchase price per share of $38.511 and with an exercise price of $0.009 per share, unregistered five and one-half year term Series A warrants to purchase up to an aggregate of 103,842 shares of common stock at an exercise price of $36.27 per share and unregistered eighteen month term Series B warrants to purchase up to an aggregate of 103,842 shares of common stock at an exercise price of $36.27 per share (collectively, the â€œJune 2023 Financingâ€). In addition, the Company issued unregistered warrants to the placement agent, HCW, in the June 2023 Financing to purchase a total of 7,788 shares of common stock at an exercise price of $48.15 per share. Net proceeds to the Company from the June 2023 Financing were $3,510,000 after deducting placement agent fees and offering expenses. Â December 2023 Financing - In December 2023, the Company entered into an inducement letter agreement (the â€œInducement Letter Agreementâ€) with certain holders of the Companyâ€™s existing warrants to purchase up to an aggregate of 236,695 shares of the Companyâ€™s common stock. The existing warrants were originally issued on dates between October 2018 and June 2023 with an exercise price of $48.60 or $36.27 per share. Pursuant to the Inducement Letter Agreement, these warrants were exercised for cash at a reduced exercise price of $11.97 per share in consideration of the Companyâ€™s agreement to issue new five and one-half year term Series A warrants to purchase up to 252,258 shares of common stock at an exercise price of $9.72 per share and new eighteen month term Series B warrants to purchase up to 221,132 shares of common stock at an exercise price of $9.72 per share (collectively, the â€œDecember 2023 Financingâ€). In addition, the Company issued warrants to the placement agent, HCW, in the December 2023 Financing to purchase a total of 17,752 shares of common stock at an exercise price of $14.94 per share. Â Pursuant to the terms of the Inducement Letter Agreement, in the event that the exercise of the existing warrants in the December 2023 Financing would have otherwise caused a holder to exceed the beneficial ownership limitations set forth in the existing warrant, the Company issued the number of shares that would not cause a holder to exceed such beneficial ownership limitation and agreed to hold such balance of shares of common stock in abeyance. Accordingly, at December 31, 2023, an aggregate of 91,819 shares of common stock were held in abeyance (the â€œAbeyance Sharesâ€) with such Abeyance Shares evidenced through the holderâ€™s existing warrants and which are deemed to be prepaid. The Abeyance Shares will be held until notice is received by the holder that the balance of the shares of common stock may be issued in compliance with such beneficial ownership limitations and may be exercised pursuant to a notice of exercise from the holder. Until such time, the Abeyance Shares are evidenced through the holderâ€™s existing warrants and have been included in the Companyâ€™s table of outstanding warrants below. Â Net proceeds to the Company from the December 2023 financing were $2,404,000 after deducting placement agent fees and offering expenses. The Company assessed the amendments to the exercise price of the warrants under the ASC 815 and determined that the amendment to the exercise price was completed in connection with and contingent on the close of the December 2023 Financing. The increase in fair value of $412,000 related to the modification of the terms of the warrants to induce exercise was recognized as an equity issuance cost and recorded in additional paid in capital per ASC 815. Â Warrants Â The Company first assessed the warrants in the April 2023 Financing, June 2023 Financing and December 2023 Financing under the FASB ASC Topic 480, â€œDistinguishing Liabilities from Equityâ€ (â€œASC 480â€) to determine whether they were within the scope of ASC 480. As there were no instances outside of the Companyâ€™s control that could require cash settlement, the Companyâ€™s warrants issued in the April 2023 Financing, June 2023 Financing and December 2023 Financing were determined to be outside the scope of ASC 480. Â Â Â Â F-16Â Â Â The Company then applied and followed the applicable accounting guidance in ASC 815. Financial instruments are accounted for as either derivative liabilities or equity instruments depending on the specific terms of the agreement. The warrants issued in the April 2023 Financing, June 2023 Financing and December 2023 Financing did not meet the definition of a derivative instrument as they are indexed to the Companyâ€™s common stock and classified within stockholdersâ€™ equity. Based on this determination, the warrants issued in the April 2023 Financing, June 2023 Financing and December 2023 Financing were classified within stockholdersâ€™ equity. Â In addition to the December 2023 Financing, the Company issued 69,881 shares of common stock related to exercises from the pre-funded warrants issued in the June 2023 Financing for proceeds of $630. There were no warrants exercised during the year ended December 31, 2022. Â The following table summarizes the Companyâ€™s outstanding warrants, all of which are classified as equity instruments, at December 31, 2023: Â â€¯Â Number of SharesÂ Â Weighted- Average Exercise Price Perâ€¯ShareÂ Outstanding at Decemberâ€¯31, 2022Â Â 60,600Â Â $490.75Â IssuedÂ Â 858,162Â Â Â 19.55Â ExercisedÂ Â (214,757)Â Â 8.08Â ExpiredÂ Â (475)Â Â 5,621.55Â Outstanding at December 31, 2023Â Â 703,530Â Â $33.09Â Â 10. Stock-based Compensation Â Stock Plans Â The Companyâ€™s approved equity plans include the Phio Pharmaceuticals Corp. 2020 Long Term Incentive Plan (the â€œ2020 Planâ€) and the Phio Pharmaceuticals Corp. 2012 Long Term Incentive Plan (the â€œ2012 Planâ€). These plans are administered by our Board and provide for the grant of incentive stock options, non-statutory stock options, stock appreciation rights, restricted stock awards, RSU awards, performance stock awards, and performance cash awards. Upon adoption of the 2020 Plan, shares that remained available for grant under the 2012 Plan and shares that were subject to outstanding awards under the 2012 Plan were included in the authorized shares available for grant under the 2020 Plan. Further, upon adoption of the 2020 Plan, the Company no longer grants new equity awards under the 2012 Plan. In July 2023, the Companyâ€™s stockholders approved an amendment to the 2020 Plan to increase the number of shares authorized for issuance thereunder to 25,712 shares of common stock. Â As of December 31, 2023, there were 1,120 shares subject to outstanding stock options, 5.520 shares subject to unvested RSUs and 14,842 shares available for future grants. Â Restricted Stock Units Â RSUs are issued under the Companyâ€™s 2020 Plan or as inducement grants issued outside of the 2020 Plan to new employees. RSUs are generally subject to graded vesting and the satisfaction of certain service requirements. RSUs granted by the Company to employees generally vest annually over 3 years after the grant date, (and over 1 year after the grant date for directors of the Board of Directors. Upon vesting, each outstanding RSU will be settled for one share of the Companyâ€™s common stock. Employee RSU recipients may elect to net share settle upon vesting, in which case the Company pays the employeeâ€™s income taxes due upon vesting and withholds a number of shares of equal value. The Company does not expect to repurchase shares to satisfy RSU vests. The fair value of the RSUs awarded are based upon the Companyâ€™s closing stock price at the grant date and are expensed over the requisite service period. Â Â Â Â F-17Â Â Â The following table summarizes the activity of the Companyâ€™s RSUs for the year ended December 31, 2023: Â Â Â Number of Shares Â Â Weighted- Average Grant Date Fair Value Per Share Â Unvested units at December 31, 2022 Â Â 5,259 Â Â $ 135.26 Â Granted Â Â 4,836 Â Â Â 47.16 Â Vested Â Â (2,599) Â Â 134.88 Â Forfeited Â Â (1.969) Â Â 88.92 Â Unvested units at December 31, 2023 Â Â 5,527 Â Â $ 74.83 Â Â Â The weighted-average fair value of RSUs granted during the years ended December 31, 2023 and 2022 was $47.16 and $90.72, respectively. Â Stock-based compensation expense related to RSUs was $298,000 and $401,000 for the years ended December 31, 2023 and 2022, respectively. Â Â The aggregate fair value of awards that vested during the years ended December 31, 2023 and 2022 was $105,000 and $138,000, which represents the market value of the Companyâ€™s common stock on the date that the RSUs vested. Â As of DecemberÂ 31, 2023, the compensation expense for all unvested RSUs in the amount of approximately $212,000 will be recognized in the Companyâ€™s results of operations over a weighted average period of 1.30 years. Â Stock Options Â Stock options are available for issuance under the 2020 Plan or as inducement grants issued outside of the 2020 Plan to new employees. Stock options are generally subject to graded vesting and the satisfaction of service requirements. Stock options granted by the Company to employees generally vest annually over 4 years after the grant date and generally vest over 1 year after the grant date for members of the Board of Directors and expire within ten years of grant. Upon the exercise of a stock option, the Company issues new shares and delivers them to the recipient. The Company does not expect to repurchase shares to satisfy stock option exercises. Â The Company uses the Black-Scholes option-pricing model to determine the fair value of all its option grants. The risk-free interest rate used for each grant was based upon the yield on zero-coupon U.S. Treasury securities with a term similar to the expected life of the related option. The Companyâ€™s expected stock price volatility assumption is based upon the Companyâ€™s own implied volatility. As the Company has limited stock option exercise information, the expected life assumption used for option grants is based upon the simplified method provided for under ASC 718. The dividend yield assumption is based upon the fact that the Company has never paid cash dividends and presently has no intention of paying cash dividends. Â The Company did not grant stock options during the year ended December 31, 2022. For valuing options granted during the year ended December 31, 2023, the following assumptions were used: Â Schedule of assumptionsÂ December 31,Â Â Â 2023Â Risk-free interest rateÂ Â 4.72%Â Expected volatilityÂ Â 113.74%Â Expected lives (in years)Â Â 5.25Â Expected dividend yieldÂ Â 0%Â Â The weighted average grant date fair value of options granted during the year ended December 31, 2023 was $10.26 per share. Â Â Â Â F-18Â Â Â Â The following table summarizes the Companyâ€™s stock option activity for the year ended December 31, 2023: Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Total Number of Shares Â Â Weighted- Average Exercise Price Per Share Â Â Weighted- Average Remaining Contractual Term Â Â Aggregate Intrinsic Value Â Balance at December 31, 2022 Â Â 20 Â Â $ 317,082.58 Â Â Â Â Â Â Â Â Â Granted Â Â 1,136 Â Â Â 12.33 Â Â Â Â Â Â Â Â Â Â Exercised Â Â â€“ Â Â Â Â Â Â Â Â Â Â Â Forfeited Â Â â€“ Â Â Â Â Â Â Â Â Â Â Â Expired Â Â (10) Â Â 473,197,73 Â Â Â Â Â Â Â Â Â Â Balance at December 31, 2023 Â Â 1,146 Â Â $ 10,120.69 Â Â Â 9.74 years Â Â $ â€“ Â Exercisable at December 31, 2023 Â Â 9 Â Â $ 144,240.81 Â Â Â 2.78 years Â Â $ â€“ Â Â Stock-based compensation expense related to stock options for the years ended December 31, 2023 and 2022 was $5,000 and $13,000, respectively. Â As of December 31, 2023, the compensation expense for all unvested stock options in the amount of $6,000 will be recognized in the Companyâ€™s results of operations over a weighted average period of 0.25 years. Â There is no income tax benefit as the Company is currently operating at a loss and an actual income tax benefit may not be realized. Â Employee Stock Purchase Plan Â The Company has 76 shares authorized for issuance under the 2013 Employee Stock Purchase Plan (â€œESPPâ€). The ESPP allows employees to contribute a percentage of their cash earnings, subject to certain maximum amounts, to be used to purchase shares of the Companyâ€™s common stock on each of two semi-annual purchase dates at a purchase price equal to 90% of the market value per share on either (a) the date of grant of a purchase right under the ESPP or (b) the date on which such purchase right is deemed exercised, whichever is lower. As of December 31, 2023, 73 shares were reserved for future issuance under the ESPP. There was no activity under the ESPP for the years ended December 31, 2023 and 2022. Â Compensation Expense Related to Equity Awards Â The following table sets forth total stock-based compensation expense for the years ended December 31, 2023 and 2022, in thousands: Â Schedule of stock-based compensation expenseÂ Â Â Â Â Â Â Â December 31,Â Â Â 2023Â Â 2022Â Research and developmentÂ $132Â Â $154Â General and administrativeÂ Â 171Â Â Â 260Â Total stock-based compensationÂ $303Â Â $414Â Â 11. Income Taxes Â The provision for income taxes for the years ended December 31, 2023 and 2022 are as follows, in thousands: Schedule of provision for income taxesÂ Â Â Â Â Â Â Years Ended December 31,Â Â Â 2023Â Â 2022Â CurrentÂ Â Â Â Â Â Â Â FederalÂ $â€“Â Â $â€“Â StateÂ Â â€“Â Â Â â€“Â Total currentÂ Â â€“Â Â Â â€“Â DeferredÂ Â Â Â Â Â Â Â FederalÂ Â (1,831)Â Â (1,733) StateÂ Â (718)Â Â (553) Total deferredÂ Â (2,549)Â Â (2,286) Valuation allowanceÂ Â 2,549Â Â Â 2,286Â Total provision for income taxesÂ $â€“Â Â $â€“Â Â Â Â Â Â F-19Â Â Â The following table presents a reconciliation of the U.S. statutory tax rate to the Companyâ€™s actual effective income tax rate: Schedule of effective income tax reconciliationÂ Â Â Â Â Â Â Â Years Ended December 31,Â Â Â 2023Â Â 2022Â Federal statutory rateÂ Â 21.0%Â Â Â 21.0%Â State income taxes, net of federal benefitÂ Â 5.9Â Â Â Â Â Â 7.4Â Â Â Â Non-deductible expensesÂ Â â€¯(0.5)Â Â Â Â Â (0.8)Â Â Â Income tax creditsÂ Â 2.1Â Â Â Â Â Â 3.2Â Â Â Â Valuation allowanceÂ Â (28.5)Â Â Â Â (30.8)Â Â Â Effective tax rateÂ Â 0.0%Â Â Â 0.0%Â Â The Company recognizes deferred tax assets and liabilities to reflect the tax effects of temporary differences between the tax basis of assets or liabilities and their reported amounts in the consolidated financial statements in accordance with ASC 740. These temporary differences will result in taxable or deductible amounts in future years when the reported amounts of the assets or liabilities are recovered or settled. Â ASC 740 requires that a valuation allowance be established when management determines that it is more likely than not that all or a portion of a deferred asset will not be realized. The Company evaluates the realizability of its net deferred income tax assets and valuation allowances as necessary, at least on an annual basis. During this evaluation, the Company reviews its forecasts of income in conjunction with other positive and negative evidence surrounding the realizability of its deferred income tax assets to determine if a valuation allowance is required. As a result of this evaluation, the Company has recorded a full valuation allowance against its deferred tax assets as the Company believes it is more likely than not that the benefit of all of its deferred tax assets will not be realized. Â The significant components of the Companyâ€™s deferred tax assets and liabilities are as follows, in thousands: Â Schedule of deferred tax assets and liabilitiesÂ Â Â Â Â Â Â Years Ending December 31,Â Â Â 2023Â Â 2022Â Deferred tax assets:Â Â Â Â Â Â Â Net operating loss carryforwardsÂ $774Â Â $11,808Â Tax credit carryforwardsÂ Â 295Â Â Â 1,227Â Stock-based compensationÂ Â 80Â Â Â 435Â Capitalized research and development expensesÂ Â 1,384Â Â Â 1,662Â License feesÂ Â 3Â Â Â 1,680Â Lease liabilityÂ Â 9Â Â Â 46Â Other timing differencesÂ Â 13Â Â Â 120Â Deferred tax assetsÂ Â 2,558Â Â Â 16,978Â Deferred tax liabilities:Â Â Â Â Â Â Â Right of use assetÂ Â (9)Â Â (43) Deferred tax liabilityÂ Â (9)Â Â (43) Valuation allowanceÂ Â (2,549)Â Â (16,935) Net deferred tax assetÂ $â€“Â Â $â€“Â Â Ownership changes may limit the amount of net operating loss (â€œNOLâ€) carryforwards or tax credit carryforwards that can be utilized to offset future taxable income or tax liability. Pursuant to SectionsÂ 382 and 383 of the Internal Revenue Code of 1986, as amended (the â€œCodeâ€), NOL and tax credit carryforwards may be subject to annual limitations in the event a cumulative change in ownership of more than 50% occurs within a three-year period. Any limitation may result in expiration of a portion of the NOL carryforwards or tax credit carryforwards before utilization. Â Â Â Â F-20Â Â Â During 2023, the Company completed an assessment of the available NOL and tax credit carryforwards under Sections 382 and 383 of the Code since the last assessment completed in 2021 and concluded that the Company underwent an ownership change in 2023. As a result, NOL and tax credit carryforwards attributable to the pre-ownership change are subject to substantial annual limitations under Sections 382 and 383 of the Code. The Company adjusted its NOL and tax credit carryforwards to address the impact of the ownership change. For the year ended December 31, 2023, federal and state NOLs were reduced by $52,400,000 and $25,900,000, respectively, and federal and state research and development tax credit carryforwards were reduced by $918,000 and $517,000, respectively, as a result of the ownership change in 2023. The Company may experience ownership changes in the future as a result of subsequent shifts in stock ownership, some of which may be outside of the Companyâ€™s control. Â At December 31, 2023, the Company had federal and state NOL carryforwards of approximately $2,900,000 and $2,475,000, respectively, to reduce future taxable income. The utilization of the federal carryforwards as an available offset to future taxable income is subject to limitations under federal income tax laws. Under current federal income tax law, federal NOLs generated in tax years beginning after 2017 may be carried forward indefinitely, but are limited to offset up to 80% of future taxable income. As of December 31, 2023, all of our federal NOL carryforwards will carryforward indefinitely. The Companyâ€™s

available state NOL carryforwards will begin to expire in 2044, unless previously utilized. Â At December 31, 2023, the Company also had federal and state research and development credits of approximately $227,000 and $87,000, respectively. The federal tax credit carryforwards will begin to expire in 2044 and the state tax credit carryforwards will begin to expire in 2039. Â The Company has not recorded any uncertain tax positions as of DecemberÂ 31, 2023 or 2022. The Company does not believe there will be any material changes in its unrecognized tax positions over the next 12 months. Â The Company has not incurred any interest or penalties. In the event that the Company is assessed interest or penalties at some point in the future, they will be classified in the consolidated financial statements as general and administrative expenses. Â Â The Company files income tax returns in the United States and in multiple state jurisdictions. The Company is subject to tax examinations for federal and state purposes for tax years 2015 through 2023. Â 12. Net Loss per Share Â Basic net loss per share is computed by dividing net loss by the weighted average number of common shares outstanding. Diluted net loss per share is computed by dividing the Companyâ€™s net loss by the weighted average number of common shares outstanding and the impact of the dilutive effect of potential common stock equivalents, except when the inclusion of such potential common stock equivalents would be anti-dilutive. Dilutive potential common stock equivalents primarily consist of stock options, RSUs and warrants. Therefore, basic and diluted net loss per share applicable to common stockholders were the same for all periods presented because the impact of these items is generally anti-dilutive during periods of net loss. Â The following table sets forth the potential common shares excluded from the calculation of net loss per common share because their inclusion would be anti-dilutive: Â Â Â Â Â Â Â Â Â Â December 31,Â Â Â 2023Â Â 2022Â Stock optionsÂ Â 1,120Â Â Â 20Â Unvested restricted stock unitsÂ Â 5,519Â Â Â 5,258Â Warrants1Â Â 611,657Â Â Â 60,599Â TotalÂ Â 618,296Â Â Â 65,877Â Â Â Â 1 The weighted average number of common shares outstanding as of December 31, 2023 includes the Abeyance Shares from the December 2023 Financing, the exercise of which was prepaid and requires no further consideration for the delivery of the shares of common stock. Therefore, these Abeyance Shares are not included in the table above. Â Â Â Â F-21Â Â Â 13. Subsequent Events Â In connection with the Inducement Letter Agreement, shares were held in abeyance in the event that the exercise of the existing warrants in the December 2023 Financing would have otherwise caused a holder to exceed the beneficial ownership limitations set forth in the existing warrant. These Abeyance Shares will be held until notice is received by the holder that the balance, or portion thereof, may be issued in compliance with the beneficial ownership limitations. Subsequent to the balance sheet date, 91,819 Abeyance Shares were released and issued. Â Â Â Â F-22Â Â Â PHIO PHARMACEUTICALS CORP. CONDENSED CONSOLIDATED BALANCE SHEETS (Amounts in thousands, except share and per share data) (Unaudited) Â Â Â Â Â Â Â Â September 30, 2024Â December 31, 2023 ASSETSÂ Â Â Â Â Â Â Â Current assets:Â Â Â Â Â Â Â Â Cash and cash equivalentsÂ $5,390Â Â $8,490Â Prepaid expenses and other current assetsÂ Â 474Â Â Â 832Â Total current assetsÂ Â 5,864Â Â Â 9,322Â Right of use assetÂ Â â€“Â Â Â 33Â Property and equipment, netÂ Â 1Â Â Â 6Â Other assetsÂ Â â€“Â Â Â 3Â Total assetsÂ $5,865Â Â $9,364Â LIABILITIES AND STOCKHOLDERSâ€™ EQUITYÂ Â Â Â Â Â Â Â Current liabilities:Â Â Â Â Â Â Â Â Accounts payableÂ $184Â Â $657Â Accrued expensesÂ Â 735Â Â Â 942Â Lease liabilityÂ Â â€“Â Â Â 35Â Total current liabilitiesÂ Â 919Â Â Â 1,634Â Commitments and contingencies (Note 2)Â Â â€“Â Â Â â€“Â Stockholdersâ€™ equity:Â Â Â Â Â Â Â Â Preferred stock, $0.0001 par value, 100,000,000 shares authorized; no shares issued and outstanding at September 30, 2024 and December 31, 2023Â Â â€“Â Â Â â€“Â Common stock, $0.0001 par value, 100,000,000 shares authorized; 958,219 and 416,368 shares issued and outstanding at September 30, 2024 and December 31, 2023, respectivelyÂ Â â€“Â Â Â â€“Â Additional paid-in capitalÂ Â 149,676Â Â Â 146,936Â Accumulated deficitÂ Â (144,730)Â Â (139,206) Total stockholdersâ€™ equityÂ Â 4,946Â Â Â 7,730Â Total liabilities and stockholdersâ€™ equityÂ $5,865Â Â $9,364Â Â The accompanying notes are an integral part of these condensed consolidated financial statements. Â Â Â Â F-23Â Â Â PHIO PHARMACEUTICALS CORP. CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (Amounts in thousands, except share and per share data) (Unaudited) Â Â â€¯Â â€¯Â â€¯Â â€¯Â â€¯Â Â Â Three Months Ended Septemberâ€¯30,Â Nine Months Ended September 30, Â Â 2024Â 2023Â 2024Â 2023 Operating expenses:Â â€¯Â â€¯Â â€¯Â â€¯ Research and developmentÂ $644Â Â $1,808Â Â $2,658Â Â $5,325Â General and administrativeÂ Â 946Â Â Â 968Â Â Â 3,055Â Â Â 3,600Â Total operating expensesÂ Â 1,590Â Â Â 2,776Â Â Â 5,713Â Â Â 8,925Â Operating lossÂ Â (1,590)Â Â (2,776)Â Â (5,713)Â Â (8,925) Total other income (expense), netÂ Â 66Â Â Â (4)Â Â 189Â Â Â (6) Net lossÂ $(1,524)Â $(2,780)Â $(5,524)Â $(8,931) Net loss per common share:Â Â â€¯Â Â Â Â â€¯Â Â Â Â â€¯Â Â Â Â â€¯Â Â Basic and dilutedÂ $(1.54)Â $(10.25)Â $(8.23)Â $(45.28) Weighted average number of common shares outstandingÂ Â â€¯Â Â Â Â â€¯Â Â Â Â â€¯Â Â Â Â â€¯Â Â Basic and dilutedÂ Â 990,033Â Â Â 271,129Â Â Â 670,875Â Â Â 197,227Â Â The accompanying notes are an integral part of these condensed consolidated financial statements. Â Â Â Â Â Â Â Â Â Â Â Â Â Â F-24Â Â Â PHIO PHARMACEUTICALS CORP. CONDENSED CONSOLIDATED STATEMENTS OF PREFERRED STOCK AND STOCKHOLDERSâ€™ EQUITY (Amounts in thousands, except share data) (Unaudited) Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Series D Preferred StockÂ Common StockÂ AdditionalÂ Â Â Â For the Three and Nine Months Ended September 30, 2024Â SharesÂ AmountÂ SharesÂ AmountÂ Paid in CapitalÂ Accumulated DeficitÂ Total Balance at December 31, 2023Â Â â€“Â Â $â€“Â Â Â 416,368Â Â $â€“Â Â $146,936Â Â $(139,206)Â $7,730Â Issuance of common stock upon exercise of warrantsÂ Â â€“Â Â Â â€“Â Â Â 91,820Â Â Â â€“Â Â Â â€“Â Â Â â€“Â Â Â â€“Â Issuance of common stock upon vesting of restricted stock unitsÂ Â â€“Â Â Â â€“Â Â Â 2,689Â Â Â â€“Â Â Â â€“Â Â Â â€“Â Â Â â€“Â Shares withheld for payroll taxesÂ Â â€“Â Â Â â€“Â Â Â (689)Â Â â€“Â Â Â (4)Â Â â€“Â Â Â (4) Stock-based compensation expenseÂ Â â€“Â Â Â â€“Â Â Â â€“Â Â Â â€“Â Â Â 32Â Â Â â€“Â Â Â 32Â Net lossÂ Â â€“Â Â Â â€“Â Â Â â€“Â Â Â â€“Â Â Â â€“Â Â Â (2,154)Â Â (2,154) Balance at March 31, 2024Â Â â€“Â Â $â€“Â Â Â 510,188Â Â $â€“Â Â $146,964Â Â $(141,360)Â $5,604Â Stock-based compensation expenseÂ Â â€“Â Â Â â€“Â Â Â â€“Â Â Â â€“Â Â Â 15Â Â Â â€“Â Â Â 15Â Net lossÂ Â â€“Â Â Â â€“Â Â Â â€“Â Â Â â€“Â Â Â â€“Â Â Â (1,846)Â Â (1,846) Balance at June 30, 2024Â Â â€“Â Â $â€“Â Â Â 510,188Â Â $â€“Â Â $146,979Â Â $(143,206)Â $3,773Â Cash-in-lieu of fractional shares for reverse stock splitÂ Â â€“Â Â Â â€“Â Â Â (255)Â Â â€“Â Â Â (1)Â Â â€“Â Â Â (1) Issuance of common stock and warrants, net of offering costsÂ Â â€“Â Â Â â€“Â Â Â 216,528Â Â Â â€“Â Â Â 2,646Â Â Â â€“Â Â Â 2,646Â Issuance of common stock upon exercise of warrantsÂ Â â€“Â Â Â â€“Â Â Â 231,758Â Â Â â€“Â Â Â â€“Â Â Â â€“Â Â Â â€“Â Stock-based compensation expenseÂ Â â€“Â Â Â â€“Â Â Â â€“Â Â Â â€“Â Â Â 52Â Â Â â€“Â Â Â 52Â Net lossÂ Â â€“Â Â Â â€“Â Â Â â€“Â Â Â â€“Â Â Â â€“Â Â Â (1,524)Â Â (1,524) Balance at September 30, 2024Â Â â€“Â Â $â€“Â Â Â 958,219Â Â $â€“Â Â $149,676Â Â $(144,730)Â $4,946Â Â Â â€¯Â â€¯Â â€¯Â â€¯Â â€¯Â â€¯Â â€¯Â â€¯ â€¯Â Series D Preferred StockÂ Common StockÂ AdditionalÂ Â Â â€¯ For the Three and Nine Months Ended September 30, 2023Â SharesÂ AmountÂ SharesÂ AmountÂ Paid-in CapitalÂ Accumulated DeficitÂ Total Balance at December 31, 2022Â Â 1Â Â $2Â Â Â 126,558Â Â $â€“Â Â $139,218Â Â $(128,380)Â $10,838Â Cash-in-lieu of fractional shares for reverse stock splitÂ Â â€“Â Â Â â€“Â Â Â (190)Â Â â€“Â Â Â (11)Â Â â€“Â Â Â (11) Redemption of preferred stockÂ Â (1)Â Â (2)Â Â â€“Â Â Â â€“Â Â Â â€“Â Â Â â€“Â Â Â â€“Â Issuance of common stock upon vesting of restricted stock unitsÂ Â â€“Â Â Â â€“Â Â Â 2,009Â Â Â â€“Â Â Â â€“Â Â Â â€“Â Â Â â€“Â Shares withheld for payroll taxesÂ Â â€“Â Â Â â€“Â Â Â (535)Â Â â€“Â Â Â (25)Â Â â€“Â Â Â (25) Stock-based compensation expenseÂ Â â€“Â Â Â â€“Â Â Â â€“Â Â Â â€“Â Â Â 111Â Â Â â€“Â Â Â 111Â Net lossÂ Â â€“Â Â Â â€“Â Â Â â€“Â Â Â â€“Â Â Â â€“Â Â Â (3,602)Â Â (3,602) Balance at March 31, 2023Â Â â€“Â Â $â€“Â Â Â 127,842Â Â $â€“Â Â $139,293Â Â $(131,982)Â $7,311Â Issuance of common stock and warrants, net of offering costsÂ Â â€“Â Â Â â€“Â Â Â 73,292Â Â Â â€“Â Â Â 5,048Â Â Â â€“Â Â Â 5,048Â Issuance of common stock upon exercise of warrantsÂ Â â€“Â Â Â â€“Â Â Â 19,444Â Â Â â€“Â Â Â â€“Â Â Â â€“Â Â Â â€“Â Stock-based compensation expenseÂ Â â€“Â Â Â â€“Â Â Â â€“Â Â Â â€“Â Â Â 94Â Â Â â€“Â Â Â 94Â Net lossÂ Â â€“Â Â Â â€“Â Â Â â€“Â Â Â â€“Â Â Â â€“Â Â Â (2,549)Â Â (2,549) Balance at June 30, 2023Â Â â€“Â Â $â€“Â Â Â 220,578Â Â $â€“Â Â $144,435Â Â $(134,531)Â $9,904Â Issuance of common stock upon exercise of warrantsÂ Â â€“Â Â Â â€“Â Â Â 35,588Â Â Â â€“Â Â Â â€“Â Â Â â€“Â Â Â â€“Â Issuance of common stock upon vesting of restricted stock unitsÂ Â â€“Â Â Â â€“Â Â Â 222Â Â Â â€“Â Â Â â€“Â Â Â â€“Â Â Â â€“Â Shares withheld for payroll taxesÂ Â â€“Â Â Â â€“Â Â Â (13)Â Â â€“Â Â Â â€“Â Â Â â€“Â Â Â â€“Â Stock-based compensation expenseÂ Â â€“Â Â Â â€“Â Â Â â€“Â Â Â â€“Â Â Â 89Â Â Â â€“Â Â Â 89Â Net lossÂ Â â€“Â Â Â â€“Â Â Â â€“Â Â Â â€“Â Â Â â€“Â Â Â (2,780)Â Â (2,780) Balance at September 30, 2023Â Â â€“Â Â $â€“Â Â Â 256,375Â Â $â€“Â Â $144,524Â Â $(137,311)Â $7,213Â Â The accompanying notes are an integral part of these condensed consolidated financial statements. Â Â Â Â F-25Â Â Â PHIO PHARMACEUTICALS CORP. CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (Amounts in thousands) (Unaudited) Â Â Â Â Â Â Â Â Â Â Â Â Â Â Nine Months Ended September 30, Â Â 2024 Â 2023 Cash flows from operating activities: Â Â Â Â Â Â Â Â Net loss Â $ (5,524) Â $ (8,931) Adjustments to reconcile net loss to net cash used in operating activities: Â Â Â Â Â Â Â Â Depreciation and amortization Â Â 2 Â Â 46 Â Amortization of right of use asset Â Â 33 Â Â 95 Â Loss on disposal of property and equipment Â Â 3 Â Â Â â€“ Â Stock-based compensation Â Â 99 Â Â 294 Â Changes in operating assets and liabilities: Â Â Â Â Â Â Â Â Prepaid expenses and other assets Â Â 361 Â Â (235) Accounts payable Â Â (473) Â Â (606) Accrued expenses Â Â (207) Â Â 1,058 Â Lease liability Â Â (35) Â Â (100) Net cash used in operating activities Â Â (5,741) Â Â (8,379) Cash flows from investing activities: Â Â Â Â Â Â Â Â Cash paid for purchase of property and equipment Â Â â€“ Â Â Â (5) Net cash used in investing activities Â Â â€“ Â Â Â (5) Cash flows from financing activities: Â Â Â Â Â Â Â Â Net proceeds from the issuance of common stock and warrants Â Â 2,646 Â Â 5,048 Â Cash in lieu of fractional shares for reverse stock split Â Â (1) Â Â (11) Redemption of Series D preferred stock Â Â â€“ Â Â Â (2) Payment of taxes on net share settlements of restricted stock units Â Â (4) Â Â (25) Net cash provided by financing activities Â Â 2,641 Â Â 5,010 Â Net decrease in cash, cash equivalents and restricted cash Â Â (3,100) Â Â (3,374) Cash, cash equivalents and restricted cash at the beginning of period Â Â 8,490 Â Â 11,831 Â Cash, cash equivalents and restricted cash at the end of period Â $ 5,390 Â Â $ 8,457 Â Â The following table provides a reconciliation of cash, cash equivalents and restricted cash reported within the condensed consolidated balance sheets to the totals above: Â Â Â Â Â Â Â September 30, Â Â 2024 Â 2023 Cash and cash equivalents Â $ 5,390 Â Â $ 8,407 Â Restricted cash Â Â â€“ Â Â Â 50 Â Cash, cash equivalents and restricted cash Â $ 5,390 Â Â $ 8,457 Â Â The accompanying notes are an integral part of these condensed consolidated financial statements. Â Â Â Â F-26Â Â Â PHIO PHARMACEUTICALS CORP. NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) Â Â 1. Organization and Significant Accounting Policies Â Nature of Operations Â Phio Pharmaceuticals Corp. (â€œPhioâ€ or the â€œCompanyâ€) is a clinical stage biotechnology company whose proprietary INTASYLÂ® small interfering RNA gene silencing technology is designed to make immune cells more effective in killing tumor cells. The Company is developing therapeutics that are designed to leverage INTASYL to precisely target specific proteins that reduce the bodyâ€™s ability to fight cancer, without the need for specialized formulations or drug delivery systems. Â Phio was incorporated in the state of Delaware in 2011 as RXi Pharmaceuticals Corporation. On November 19, 2018, the Company changed its name to Phio Pharmaceuticals Corp., to reflect its transition from a platform company to one that is fully committed to developing groundbreaking immuno-oncology therapeutics. Â Effective July 5, 2024, the Company completed aÂ 1-for-9 reverse stock splitÂ of the Companyâ€™s outstanding common stock, including reclassifying an amount equal to the reduction in par value to additional paid-in capital. The reverse stock split did not reduce the number of authorized shares of the Companyâ€™s common or preferred stock. All share and per share amounts have been adjusted to give effect to the reverse stock split. Â Basis of Presentation Â The accompanying condensed consolidated financial statements are unaudited and have been prepared in accordance with accounting principles generally accepted in the United States (â€œGAAPâ€). Certain information and footnote disclosures that are included in the Companyâ€™s annual consolidated financial statements, but that are not required for interim reporting purposes, have been condensed or omitted. In the opinion of management, all adjustments (including normal recurring accruals) considered necessary for a fair presentation of the condensed consolidated financial statements have been included. Â These statements should be read in conjunction with the audited consolidated financial statements and notes thereto included in the Companyâ€™s most recent Annual Report on Form 10-K for the year ended December 31, 2023, as filed with the Securities and Exchange Commission (the â€œSECâ€) on April 1, 2024 (the â€œ2023 Form 10-Kâ€). Interim results are not necessarily indicative of results for a full year. Â Principles of Consolidation Â The condensed consolidated financial statements include the accounts of the Company and its wholly-owned subsidiary, MirImmune, LLC. All material intercompany accounts have been eliminated in consolidation. Â Segments Â The Company operates asÂ oneÂ operating segment and all assets are located in the United States. Â Â Â Â F-27Â Â Â Use of Estimates Â The preparation of financial statements in accordance with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as of the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. The areas subject to significant estimates and judgement include, among others, those related to the fair value of equity awards, accruals for research and development expenses, useful lives of property and equipment, and the valuation allowance on the Companyâ€™s deferred tax assets. On an ongoing basis the Company evaluates its estimates and bases its estimates on historical experience and other relevant assumptions that the Company believes are reasonable under the circumstances. Actual results could differ materially from these estimates. Â Â Liquidity Â The Company has reported recurring losses from operations since its inception and expects to continue to have negative cash flows from operations for the foreseeable future. Historically, the Companyâ€™s primary source of funding has been from sales of its securities. The Companyâ€™s ability to continue to fund its operations is dependent on obtaining funding from third parties, such as proceeds from the issuance of debt, sale of equity, or strategic opportunities, in order to maintain its operations. This is dependent on a number of factors, including the market demand or liquidity of the Companyâ€™s common stock. There is no guarantee that debt, additional equity or other funding will be available to the Company on acceptable terms, or at all. If the Company fails to obtain additional funding when needed, the Company would be forced to scale back or terminate its operations or seek to merge with or to be acquired by another company. Â The Company has limited cash resources, has reported recurring losses from operations since inception, has negative operating cash flows and has not yet received product revenues. These factors raise substantial doubt regarding the Companyâ€™s ability to continue as a going concern, and the Companyâ€™s current cash resources may not provide sufficient capital to fund operations for at least the next 12 months from the date of the release of these condensed consolidated financial statements. The continuation of the Company as a going concern depends upon the Companyâ€™s ability to raise additional capital through an equity offering, debt offering and/or strategic opportunity to fund its operations. There can be no assurance that the Company will be successful in accomplishing these plans in order to continue as a going concern. These condensed consolidated financial statements do not include any adjustments to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern. Â Summary of Significant Accounting Policies Â Cash and Cash Equivalents Â Cash and cash equivalents include unrestricted cash accounts, money market investments and highly liquid investment instruments with original maturity of three months or less at the date of purchase. Â Other than as set forth above, there have been no material changes to the significant accounting policies disclosed in the Companyâ€™s 2023 Form 10-K. Â Â Â Â F-28Â Â Â Recent Accounting Pronouncements Â In November 2023, the Financial Accounting Standards Board (the â€œFASBâ€) issued Accounting Standards Update (â€œASUâ€) 2023-07, â€œSegment Reporting (Topic 280) â€“ Improvements to Reporting Segment Disclosuresâ€ (â€œASU 2023-07â€), which requires disclosure of incremental segment information on an annual and interim basis. In addition, ASU 2023-07 clarifies circumstances in which an entity can disclose multiple segment measures of profit or loss, provides new segment disclosure requirements for entities with a single reportable segment, and contains other disclosure requirements. The amendments in ASU 2023-07 are effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024. Early adoption is permitted. The enhanced disclosures are required to be applied retrospectively to all prior periods presented in the financial statements. The Company is currently evaluating the impact of ASU 2023-07 on its consolidated financial statements and disclosures, but does not expect that it will have a material impact on its consolidated financial statements. Â In December 2023, the FASB issued ASU 2023-09, â€œIncome Taxes (Topic 740) â€“ Improvements to Income Tax Disclosuresâ€ (â€œASU 2023-09â€), which requires disclosure of specific categories in the rate reconciliation table along with additional information for reconciling items that meet a quantitative threshold, disclosure of disaggregated income taxes paid and modifies other income tax-related disclosures. The amendments in ASU 2023-09 are effective for annual periods beginning after December 15, 2024 and allows for adoption on a prospective basis, with a retrospective option. Early adoption is permitted. The Company is currently evaluating the impact of ASU 2023-09, but does not expect that it will have a material impact on its consolidated financial statements. Â 2.Â Collaboration Agreement Â AgonOx, Inc. (â€œAgonOxâ€) Â In February 2021, the Company entered into a clinical co-development collaboration agreement (the â€œClinical Co-Development Agreementâ€) with AgonOx, a private company developing a pipeline of novel immunotherapy drugs targeting key regulators of the immune response to cancer. On May 8, 2024, the Company terminated the Clinical Co-Development Agreement with AgonOx, which such termination was effective immediately. Under the Clinical Co-Development Agreement, Phio and AgonOx were working to develop a T cell-based therapy using the Companyâ€™s lead product candidate, PH-762, and AgonOxâ€™s â€œdouble positiveâ€ tumor infiltrating lymphocytes (â€œDP TILâ€) technology. Per the terms of the Clinical Co-Development Agreement, the Company had agreed to reimburse AgonOx up to $4,000,000 in expenses incurred to conduct a Phase 1 clinical trial of PH-762 treated DP TIL in

patients with advanced melanoma and other advanced solid tumors and was entitled to certain future development milestones and low single-digit sales-based royalty payments from AgonOx licensing its DP TIL technology. Â The Company recognized its share of costs arising from research and development activities performed by AgonOx in the Companyâ€™s condensed consolidated financial statements in the period AgonOx incurred such expense. Effective as of the date of termination, the Clinical Co-Development Agreement and the continuing obligations of the Company and AgonOx thereunder were terminated in their entirety. As a result, the Company is no longer required to provide financial support for the development costs incurred under the Clinical Co-Development Agreement, and is not entitled to future development milestones or royalty payments from AgonOxâ€™s licensing of its DP TIL technology. Â The Company will pay to AgonOx all Company payment obligations that accrued prior to the termination of the Clinical Co-Development Agreement. Remaining payments to be made to AgonOx as of September 30, 2024 were $35,000, which primarily related to remaining accrued obligations for patient fees and other miscellaneous costs as of the date of termination. Pursuant to the terms of the Clinical Co-Development Agreement, the Company and AgonOx are coordinating the orderly wind-down of the Phase 1 clinical trial. Each of the Company and AgonOx shall be responsible for its own costs and expenses incurred in connection with the wind-down of the Phase 1 clinical trial. Â The Company recognized approximately $308,000 and $414,000 in connection with the Clinical Co-Development Agreement during the three and nine months ended September 30, 2024, respectively, which relate to the Companyâ€™s expense obligations under the Clinical Co-Development Agreement through the date of termination. The Company recognized approximately $606,000 and $906,000 of expense in connection with the Clinical Co-Development Agreement during the three and nine months ended September 30, 2023, respectively. Â Â Â Â F-29Â Â Â 3.Â Fair Value of Financial Instruments Â The Company follows the provisions of the FASB Accounting Standards Codification (â€œASCâ€) Topic 820, â€œFair Value Measurement,â€ for the Companyâ€™s financial assets and liabilities that are re-measured and reported at fair value each reporting period and are re-measured and reported at fair value at least annually using a fair value hierarchy that is broken down into three levels. Level inputs are defined as follows: Â Level 1 â€“ quoted prices in active markets for identical assets or liabilities. Â Level 2 â€“ other significant observable inputs for the assets or liabilities through corroboration with market data at the measurement date. Â Level 3 â€“ significant unobservable inputs that reflect managementâ€™s best estimate of what market participants would use to price the assets or liabilities at the measurement date. Â As of September 30, 2024, the Company categorized its cash equivalents as Level 1 hierarchy as the carrying amounts approximate their fair value due to their short-term nature and market rates of interest. As of December 31, 2023, the Company did not identify any financial instruments required to be presented at fair value. Schedule of financial instruments at fair valueÂ Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â DescriptionÂ September 30, 2024Â Quoted Prices In Active Markets (Levelâ€¯1)Â â€¯Other Significant Observable Inputs (Levelâ€¯2)Â Unobservable Inputs (Levelâ€¯3) Assets:Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Cash equivalentsÂ $5,390Â Â $5,390Â Â $â€“Â Â $â€“Â TotalÂ $5,390Â Â $5,390Â Â $â€“Â Â $â€“Â Â Â The carrying amounts of cash, accounts payable and accrued expenses of the Company approximate their fair values due to their short-term nature. Â 4. Leases Â The Company entered into a lease for a laboratory facility located at 17 Briden Street, Worcester, Massachusetts, which covers 321 square feet of rentable space. The lease commenced on March 1, 2024 and had an original expiration date of August 31, 2024. The Company has the option to renew the lease for additional 6-month periods. On June 1, 2024, the Company elected the option to renew the lease for an additional 6-month period, and the lease will expire on February 28, 2025. The Company made an accounting policy election under the FASB ASC Topic 842, â€œLeasesâ€ not to recognize leases with a term less than one year on the balance sheet and that do not contain a purchase option. Under the short-term lease election, the Company will recognize the lease payments for the laboratory facility on a straight-line basis over the lease term. Â The total base rent for the premises over each 6-month term is expected to be $15,000. During the three and nine month periods ending September 30, 2024, the Company recognized $8,129 and $18,909, respectively, of rent expense and variable lease costs related to the laboratory facility. Â Â Â Â F-30Â Â Â The Companyâ€™s lease for its corporate headquarters and primary research facility in Marlborough, Massachusetts was for a total of 7,581 square feet of office and laboratory space and expired on March 31, 2024. The lease agreement did not contain information to determine the borrowing rate implicit in the lease. As such, the Company calculated its incremental borrowing rate based on what the Company would have to pay to borrow on a collateralized basis over the lease term for an amount equal to the remaining lease payments, taking into consideration such assumptions as, but not limited to, the U.S. treasury yield rate and borrowing rates from a creditworthy financial institution using the above lease factors. The Company has continued operations as a primarily remote business with the expiration of the lease, but has contracted a private mailbox with an address of 11 Apex Drive, Suite 300A, PMB 2006, Marlborough, MA 01752 to use as its principal mailing address for SEC and other purposes. Â The lease for the Companyâ€™s former corporate headquarters represented all of the Companyâ€™s capitalized lease obligations. Â The amounts reported in the condensed consolidated balance sheets for the Companyâ€™s former corporate headquarters classified as an operating lease in which the Company is the lessee and other supplemental balance sheet information is set forth as follows, in thousands, except the lease term (number of years) and discount rate: Schedule of lease amounts recorded in balance sheet Â Â Â Â Â Â September 30, 2024 Â December 31, 2023 Assets Â Â Â Â Â Â Â Â Right of use asset Â $ â€“ Â Â $ 33 Â Liabilities Â Â Â Â Â Â Â Â Lease liability Â $ â€“ Â Â $ 35 Â Lease Term and Discount Rate Â Â Â Â Â Â Â Â Weighted average remaining lease term Â Â â€“ Â Â 0.25 Â Weighted average discount rate Â Â â€“ Â Â 4.70% Â Â There were no operating lease costs for our former corporate headquarters included in operating expense for the three months ended September 30, 2024. Operating lease costs for our former corporate headquarters included in operating expense were $33,000 for the three months ended September 30, 2023. Operating expenses were $33,000 and $99,000 for the nine months ended September 30, 2024 and 2023, respectively. Â The Companyâ€™s condensed consolidated statements of cash flows for the Companyâ€™s former corporate headquarters was $35,000 and $104,000 for the nine months ended September 30, 2024 and 2023, respectively. Â 5. Stockholdersâ€™ Equity Â Financings Â May 2024 Financing â€” On May 16, 2024, the Company entered into a purchase agreement (the â€œPurchase Agreementâ€) with Triton Funds LP (â€œTritonâ€), pursuant to which the Company agreed to sell, and Triton agreed to purchase, upon the Companyâ€™s request in one or more transactions, up to 95,833 shares of the Companyâ€™s common stock at a purchase price of $6.48 per share (the â€œPurchase Priceâ€), for aggregate gross proceeds of up to $621,000. The Company recorded expense of approximately $100,000, primarily related to legal fees, in connection with the execution of the Purchase Agreement with Triton. On July 3, 2024, the Company terminated the Purchase Agreement with Triton effective immediately. No shares of common stock were sold by the Company pursuant to the Purchase Agreement prior to termination. Â Â Â Â F-31Â Â Â July 2024 Financing â€” On July 11, 2024, the Company entered into inducement letter agreements (the â€œJuly 2024 Inducement Letter Agreementsâ€) with certain holders of certain of the Companyâ€™s existing warrants to purchase up to an aggregate of 545,286 shares of the Companyâ€™s common stock. The existing warrants were originally issued in February 2020 through December 2023, having exercise prices between $324.00 and $9.72 per share. Pursuant to the July 2024 Inducement Letter Agreements, these warrants were exercised for cash at a reduced exercise of $5.45 per share in consideration of the Companyâ€™s agreement to issue new unregistered five and one-half year term Series C warrants to purchase up to 583,098 shares of common stock at an exercise price of $5.45 and new unregistered eighteen month term Series D warrants to purchase up to 507,474 shares of common stock at an exercise price of $5.45, both issued and sold at a price of $0.125 per warrant share (the â€œJuly 2024 Financingâ€). In addition, the Company issued warrants to the placement agent, HCW, to purchase a total of 40,896 shares of common stock at an exercise price of $6.8125 per share. The net proceeds to the Company from the July 2024 Financing were approximately $2,646,000, after deducting placement agent fees and offering expenses. The Company incurred non-cash equity issuance cost of approximately $2.4 million for the incremental fair value of the outstanding equity classified warrants and approximately $0.2 million for placement agent warrants. Â Pursuant to the terms of the July 2024 Inducement Letter Agreements, in the event that the exercise of the existing warrants in the July 2024 Financing would have otherwise caused a holder to exceed the beneficial ownership limitations set forth in the existing warrant, the Company issued the number of shares that would not cause a holder to exceed such beneficial ownership limitation and agreed to hold such balance of shares of common stock in abeyance. Accordingly, an aggregate of 328,758 shares of common stock were held in abeyance (the â€œJuly 2024 Abeyance Sharesâ€) with such July 2024 Abeyance Shares evidenced through the holderâ€™s existing warrants and which are deemed to be prepaid. The July 2024 Abeyance Shares were held until notice was received by the holder that the balance of the shares of common stock could be issued in compliance with such beneficial ownership limitations and were exercised pursuant to a notice of exercise from the holder. Until such time, the Abeyance Shares were evidenced through the holderâ€™s existing warrants and have been included in the Companyâ€™s table of outstanding warrants below. During the three months ended September 30, 2024, 231,758 of the July 2024 Abeyance Shares were released. The remainder of the July 2024 Abeyance Shares were subsequently released in October 2024. Â April 2023 Financing â€” On April 20, 2023, the Company completed a registered direct offering and a concurrent private placement of a total of: 39,331 registered shares of the Companyâ€™s common stock at a purchase price per share of $50.85, unregistered five and one-half year term Series A warrants to purchase up to 39,331 shares of common stock at an exercise price of $48.60 per share and unregistered eighteen month term Series B warrants to purchase up to 39,331 shares of common stock at an exercise price of $48.60 per share (collectively, the â€œApril 2023 Financingâ€). In addition, the Company issued unregistered warrants to the placement agent, H.C. Wainwright & Co., LLC (â€œHCWâ€), in the April 2023 Financing to purchase a total of 2,950 shares of common stock at an exercise price of $63.56 per share. Net proceeds to the Company from the April 2023 Financing were $1,538,000 after deducting placement agent fees and offering expenses. Â In connection with the April 2023 Financing, the Company entered into warrant amendment agreements (the â€œWarrant Amendment Agreementsâ€) with the participating investors to amend the exercise price of certain existing warrants to purchase up to an aggregate of 21,291 shares of common stock that were previously issued in April 2018 through January 2021, such that each of the amended warrants have an exercise price of $48.60 per share. The Company received $23,952 as consideration in connection with the Warrant Amendment Agreements. The Company assessed the amendments to the exercise price of the warrants under ASC Topic 815, â€œDerivatives and Hedgingâ€ (â€œASC 815â€) and determined that the amendment to the exercise price was completed in connection with and contingent on the close of the April 2023 Financing. The increase in fair value of $293,000 related to the Warrant Amendment Agreements was recognized as an equity issuance cost and recorded in additional paid in capital per ASC 815. Â June 2023 Financing â€” On June 2, 2023, the Company completed a registered direct offering and a concurrent private placement of a total of: 25,961 registered shares and 8,000 unregistered shares of the Companyâ€™s common stock each at a purchase price per share of $38.52, unregistered pre-funded warrants to purchase up to an aggregate of 69,881 shares of common stock at a purchase price per share of $38.511 and with a pre-funded warrant exercise price of $0.009 per share, unregistered five and one-half year term Series A warrants to purchase up to an aggregate of 103,842 shares of common stock at an exercise price of $36.27 per share and unregistered eighteen month term Series B warrants to purchase up to an aggregate of 103,842 shares of common stock at an exercise price of $36.27 per share (collectively, the â€œJune 2023 Financingâ€). In addition, the Company issued unregistered warrants to the placement agent, HCW, in the June 2023 Financing to purchase a total of 7,788 shares of common stock at an exercise price of $48.15 per share. Net proceeds to the Company from the June 2023 Financing were $3,510,000 after deducting placement agent fees and offering expenses. Â Â Â Â F-32Â Â Â December 2023 Financing â€” In December 2023, the Company entered into an inducement letter agreement (the â€œDecember 2023 Inducement Letter Agreementâ€) with certain holders of the Companyâ€™s existing warrants to purchase up to an aggregate of 236,695 shares of the Companyâ€™s common stock (the â€œDecember 2023 Financingâ€). Pursuant to the terms of the December 2023 Inducement Letter Agreement, in the event that the exercise of the existing warrants in the December 2023 Financing would have otherwise caused a holder to exceed the beneficial ownership limitations set forth in the existing warrant, the Company issued the number of shares that would not cause a holder to exceed such beneficial ownership limitation and agreed to hold such balance of shares of common stock in abeyance. Accordingly, an aggregate of 91,820 shares of common stock were held in abeyance (the â€œDecember 2023 Abeyance Sharesâ€) with such December 2023 Abeyance Shares evidenced through the holderâ€™s existing warrants and which were deemed to be prepaid. The December 2023 Abeyance Shares were held until notice was received by the holder that the balance of the shares of common stock could be issued in compliance with such beneficial ownership limitations and were exercised pursuant to a notice of exercise from the holder. Until such time, the December 2023 Abeyance Shares were evidenced through the holderâ€™s existing warrants and have been included in the Companyâ€™s table of outstanding warrants below. Â Pursuant to the terms of the Inducement Letter Agreement, in the event that the exercise of the existing warrants in the December 2023 Financing would have otherwise caused a holder to exceed the beneficial ownership limitations set forth in the existing warrant, the Company issued the number of shares that would not cause a holder to exceed such beneficial ownership limitation and agreed to hold such balance of shares of common stock in abeyance. Accordingly, at December 31, 2023, an aggregate ofÂ 91,819Â shares of common stock were held in abeyance (the â€œAbeyance Sharesâ€) with such Abeyance Shares evidenced through the holderâ€™s existing warrants and which are deemed to be prepaid. The Abeyance Shares will be held until notice is received by the holder that the balance of the shares of common stock may be issued in compliance with such beneficial ownership limitations and may be exercised pursuant to a notice of exercise from the holder. Until such time, the Abeyance Shares are evidenced through the holderâ€™s existing warrants and have been included in the Companyâ€™s table of outstanding warrants below. The remainder of the December 2023 Abeyance Shares were subsequently released during the first quarter of 2024. Â Warrants Â The Company first assesses warrants that are issued by the Company under the FASB ASC Topic 480, â€œDistinguishing Liabilities from Equityâ€ (â€œASC 480â€) to determine whether the warrants are within the scope of ASC 480. If there are no instances outside of the Companyâ€™s control that could require cash settlement, the Company then applies and follows the applicable accounting guidance in ASC 815. Financial instruments are accounted for as either derivative liabilities or equity instruments depending on the specific terms of the agreement. Based on the assessment of the warrants issued by the Company under the guidance in ASC 480 and ASC 815, the warrants issued by the Company have been classified within stockholderâ€™s equity. Â During the three months ended September 30, 2024, 231,758 of the July 2024 Abeyance Shares were released and issued. During the three months ended September 30, 2023, 35,588 shares of common stock were issued related to the exercise of pre-funded warrants from the June 2023 Financing. Â During the nine months ended September 30, 2024, all of the December 2023 Abeyance Shares were released and issued and 231,758 of the July 2024 Abeyance Shares were released and issued. During the nine months ended September 30, 2023, 55,032 shares of common stock were issued related to the exercise of pre-funded warrants from the June 2023 Financing. Â Â Â Â F-33Â Â Â The following table summarizes the Companyâ€™s outstanding warrants, all of which are classified as equity instruments, at September 30, 2024: Schedule of outstanding warrantsÂ Â Â Â Â Number of SharesÂ Weighted- Average Exercise Price Perâ€¯Share Outstanding at Decemberâ€¯31, 2023Â Â 703,530Â Â $35.99Â IssuedÂ Â 1,131,468Â Â Â 5.50Â ExercisedÂ Â (540,112)Â Â 6.56Â ExpiredÂ Â â€“Â Â Â â€“Â Outstanding at September 30, 2024Â Â 1,294,886Â Â $21.62Â Â 6. Stock-based Compensation Â Restricted Stock Units Â Restricted stock units (â€œRSUsâ€) are issued under the Companyâ€™s 2020 Long-Term Incentive Plan (the â€œ2020 Planâ€) or as inducement grants issued outside of the 2020 Plan to new employees. RSUs are generally subject to graded vesting and the satisfaction of certain service requirements. RSUs granted by the Company to employees and to non-employee members of the Board of Directors generally vest annually over 1 year after the grant date. Upon vesting, each outstanding RSU will be settled for one share of the Companyâ€™s common stock. Employee RSU recipients may elect to net share settle upon vesting, in which case the Company pays the employeeâ€™s income taxes due upon vesting and withholds a number of shares of equal value. The Company does not expect to repurchase shares to satisfy RSU vests. The fair value of the RSUs awarded are based upon the Companyâ€™s closing stock price at the grant date and are expensed over the requisite service period. Â On September 11, 2024, the Company modified all unvested RSUs to reduce the vesting term for employees from 3 years after the grant date to 1 year after the grant date. No incremental expense was recognized as a result of the modification, as the fair value of the RSUs immediately before and after the modification was unchanged. Â The following table summarizes the activity of the Companyâ€™s RSUs for the nine months ended September 30, 2024: Summary of RSUs activityÂ Â Â Â Â Number of SharesÂ Weighted-Average Grant Date Fair Value PerÂ Share Unvested units at DecemberÂ 31, 2023Â Â 5,527Â Â $74.83Â Granted and acceptedÂ Â 71,000Â Â Â 2.77Â VestedÂ Â (3,997)Â Â 71.10Â ForfeitedÂ Â (1,530)Â Â 84.55Â Unvested units at September 30, 2024Â Â 71,000Â Â $2.77Â Â The weighted-average fair value of RSUs granted during both the three and nine months ended September 30, 2024 was $2.77. Â There were no RSUs granted during the three months ended September 30, 2023. During the nine months ended September 30, 2023, 4,833 RSUs were granted. The weighted-average fair value of RSUs granted during the nine months ended September 30, 2023 was $47.16. Â Â Â Â F-34Â Â Â Stock-based compensation expense related to RSUs was $52,000 and $89,000 for the three months ended September 30, 2024 and 2023, respectively. Stock-based compensation expense related to RSUs was $99,000 and $294,000 for the nine months ended September 30, 2024 and 2023, respectively. Â The aggregate fair value of awards that vested during the nine months ended September 30, 2024 and 2023 was $21,000 and $100,000, respectively, which represents the market value of the Companyâ€™s common stock on the date that the RSUs vested. Â Stock Options Â Stock options are available for issuance under the 2020 Plan or as inducement grants issued outside of the 2020 Plan to new employees. Stock options are generally subject to graded vesting and the satisfaction

of service requirements. Stock options granted by the Company to employees generally vest annually over 4 years after the grant date and generally vest over 1 year after the grant date for non-employee members of the Board of Directors and expire within ten years of grant. Upon the exercise of a stock option, the Company issues new shares and delivers them to the recipient. The Company does not expect to repurchase shares to satisfy stock option exercises. Â The Company uses the Black-Scholes option-pricing model to determine the fair value of all its option grants. The risk-free interest rate used for each grant was based upon the yield on zero-coupon U.S. Treasury securities with a term similar to the expected life of the related option. The Companyâ€™s expected stock price volatility assumption is based upon the Companyâ€™s own implied volatility. As the Company has limited stock option exercise information, the expected life assumption used for option grants is based upon the simplified method provided for under the FASB ASC Topic 718, â€œCompensationÂ â€“ Stock Compensationâ€. The dividend yield assumption is based upon the fact that the Company has never paid cash dividends and presently has no intention of paying cash dividends. Â The Company did not grant any stock options during the three or nine months ended September 30, 2024 and 2023. Â The following table summarizes the activity of the Companyâ€™s stock options for the nine months ended September 30, 2024: Summary of stock options activityÂ Â Â Â Â Â Â Number of SharesÂ Weighted- Average Exercise Price Per ShareÂ Aggregate Intrinsic Value Balance at December 31, 2023Â Â 1,146Â Â $10,120.69Â Â Â Â Â GrantedÂ Â â€“Â Â Â Â Â ExercisedÂ Â â€“Â Â Â Â Â ForfeitedÂ Â â€“Â Â Â Â Â ExpiredÂ Â (13)Â Â 598,313.35Â Â Â Â Â Balance at September 30, 2024Â Â 1,133Â Â $3,371.79Â Â $â€“Â Exercisable at September 30, 2024Â Â 1,133Â Â $3,371.79Â Â $â€“Â Â Stock-based compensation expense related to stock options for the nine months ended September 30, 2024 was $6,000. The Company did not have any stock-based compensation expense related to stock options for the three months ended September 30, 2024 and 2023 or the nine months ended September 30, 2023. Â Â Â Â F-35Â Â Â Compensation Expense Related to Equity Awards Â The following table sets forth total stock-based compensation expense for the three and nine months ended September 30, 2024 and 2023, in thousands: Schedule of stock-based compensation expenseÂ Â Â Â Â Â Â Â â€“Â Three Months EndedÂ Nine Months Ended â€“Â Â September 30,Â September 30, â€“Â Â 2024Â 2023Â 2024Â 2023 Research and developmentÂ $25Â Â $51Â Â $14Â Â $163Â General and administrativeÂ Â 27Â Â Â 38Â Â Â 85Â Â Â 131Â Total stock-based compensationÂ $52Â Â $89Â Â $99Â Â $294Â Â 7. Net Loss per Common Share Â Basic net loss per share is computed by dividing net loss by the weighted average number of common shares outstanding. Diluted net loss per share is computed by dividing the Companyâ€™s net loss by the weighted average number of common shares outstanding and the impact of the dilutive effect of potential common stock equivalents, except when the inclusion of such potential common stock equivalents would be anti-dilutive. Dilutive potential common stock equivalents primarily consist of stock options, RSUs and warrants. Therefore, basic and diluted net loss per share applicable to common stockholders were the same for all periods presented because the impact of these items is generally anti-dilutive during periods of net loss. Â The weighted average number of common shares outstanding as of September 30, 2023 includes the pre-funded warrants issued in connection with the June 2023 Financing, the exercise of which requires nominal consideration for the delivery of the shares of common stock. Therefore, these pre-funded warrants are not included in the table below. Â The following table sets forth the potential common shares excluded from the calculation of net loss per common share because their inclusion would be anti-dilutive: Schedule of anti dilutive shares Â Â Â Â Â Â September 30, Â Â 2024 Â 2023 Stock options Â Â 1,133 Â Â Â 14 Â Unvested RSUs Â Â 71,000 Â Â Â 7,694 Â Warrants1,2 Â Â 1,197,886 Â Â Â 357,481 Â Total Â Â 1,270,019 Â Â Â 365,189 Â Â 1 The weighted average number of common shares outstanding as of September 30, 2023 includes pre-funded warrants issued in the June 2023 Financing because the exercise of such warrants requires only nominal consideration. Therefore, these pre-funded warrants are not included in the table above. Â 2 The weighted average number of common shares outstanding as of September 30, 2024 includes the Abeyance Shares from the July 2024 Financing, the exercise of which was prepaid and requires no further consideration for the delivery of the shares of common stock. Therefore, 97,000 of these Abeyance Shares are not included in the table above. Â 8. Subsequent Events Â In accordance with ASC Topic 855, â€œSubsequent Eventsâ€, which establishes general standards of accounting for and disclosure of events that occur after the consolidated balance sheet date but before the consolidated financial statements are issued, the Company has evaluated all events or transactions that occurred after SeptemberÂ 30, 2024, up through the date the Company issued the condensed consolidated financial statements. Â Â Â Â F-36Â Â Â Â Phio Pharmaceuticals Corp. Â Â Â Â Up to 5,930,016 Shares of Common Stock Â Â Â Â PROSPECTUS Â Â Â Â Â Â Â Â Â Â Â Â Â Â , 2025 Â Â Â Â Â Â Â Â Â Â Â Â Â Â PART II Â Information Not Required in Prospectus Â Item 13. Other Expenses of Issuance and Distribution Â The following table sets forth the fees and expenses payable in connection with the registration of the Common Stock hereunder. All amounts other than the SEC registration fees are estimates. Â Item Â Amount to be paid Â SEC registration fees Â $ 3,150.36 Â Legal fees and expenses Â Â 30,000.00 Â Accounting fees and expenses Â Â [28,000.00]Â Printing and miscellaneous expenses Â Â Â 2,000.00 Â Total Â $ [___] Â Â Item 14. Indemnification of Directors and Officers Â Section 145 of the Delaware General Corporation Law (â€œDGCLâ€) authorizes a corporation to indemnify its directors and officers against liabilities arising out of actions, suits and proceedings to which they are made or threatened to be made a party by reason of the fact that they have served or are currently serving as a director or officer to a corporation. The indemnity may cover expenses (including attorneysâ€™ fees) judgments, fines and amounts paid in settlement actually and reasonably incurred by the director or officer in connection with any such action, suit or proceeding. Section 145 permits corporations to pay expenses (including attorneysâ€™ fees) incurred by directors and officers in advance of the final disposition of such action, suit or proceeding. In addition, Section 145 provides that a corporation has the power to purchase and maintain insurance on behalf of its directors and officers against any liability asserted against them and incurred by them in their capacity as a director or officer, or arising out of their status as such, whether or not the corporation would have the power to indemnify the director or officer against such liability under Section 145. Â Our amended and restated certificate of incorporation provides that we will indemnify to the fullest extent authorized or permitted by the DGCL or any other applicable law as now or hereafter in effect any person made, or threatened to be made, a defendant or witness to any action, suit or proceeding (whether civil, criminal or otherwise) by reason of the fact that he or she is or was a director of our corporation or by reason of the fact that such director, at our request, is or was serving any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise in any capacity. Our amended and restated certificate of incorporation also provides that no amendment or repeal of the amended and restated certificate of incorporation will apply to or have any effect on any right to indemnification provided in the amended and restated certificate of incorporation with respect to any acts or omissions occurring prior to such amendment or repeal. Â As permitted by the DGCL, our bylaws, as amended, provide that we will indemnify to the fullest extent authorized or permitted by applicable law as now or hereafter in effect any person who was or is made, or is threatened to be made, a party or is otherwise involved in any action, suit or proceeding (whether civil, criminal, administrative or investigative), by reason of the fact that he or she (or a person for whom he or she is the legal representative) is or was a director or officer of our corporation, is or was serving at our request as a director, officer, employee, member, trustee or agent of another corporation or of a partnership, joint venture, trust, nonprofit entity or other enterprise. Â Â Consequently, no director of our corporation will be personally liable to our corporation or its stockholders for monetary damages for any breach of fiduciary duty by such a director as a director. However, notwithstanding the preceding sentence, a director will be liable to the extent provided by the DGCL (1)Â for any breach of the directorâ€™s duty of loyalty to our corporation or its stockholders, (2)Â for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (3)Â for payments of unlawful dividends or for unlawful stock repurchases or redemption, or (4)Â for any transaction from which the director derived an improper personal benefit. Â We have entered into indemnification agreements with each of our executive officers and directors. These agreements provide that, subject to limited exceptions and among other things, we will indemnify each of our executive officers and directors to the fullest extent permitted by law and advance expenses to each indemnitee in connection with any proceeding in which a right to indemnification is available. Â Â Â II-1Â Â Â We also maintain insurance on behalf of any person who is or was our director, officer, trustee, employee or agent or serving at our request as a director, officer, trustee, employee or agent of another corporation, partnership, joint venture, trust, non-profit entity or other enterprise against any liability asserted against the person and incurred by the person in any such capacity, or arising out of his or her status as such. Â Insofar as indemnification for liabilities arising under the Securities Act may be permitted for directors, officers, or persons who control us, we have been informed that, in the opinion of the SEC, such indemnification is against public policy as expressed in the Securities Act and is therefore unenforceable. Â ItemÂ 15. Recent Sales of Unregistered Securities Â In the three years preceding the filing of this registration statement, we have issued the following securities that were not registered under the Securities Act. Â On November 16, 2022, we entered into a subscription and investment representation agreement with Robert J. Bitterman, our President and Chief Executive Officer, who is an accredited investor, pursuant to which we agreed to issue and sell one share of our Series D Preferred Stock, par value $0.0001 per share (the â€œSeries D Preferred Stockâ€), to Mr. Bitterman for $1,750 in cash. The sale closed on November 16, 2022. The share of our Series D Preferred Stock was entitled toÂ at such time 17,500,000Â votes per share exclusively with respect to any proposal to amend our amended and restated certificate of incorporation to effect a reverse stock split of our Common Stock (â€œReverse Stock Splitâ€). The terms of our Series D Preferred Stock provided that it would be voted, without action by the holder, on any such proposal in the same proportion as shares of our Common Stock were voted. The share of our Series D Preferred Stock otherwise had no voting rights except as otherwise required by the DGCL. Under its terms, the outstanding share of our Series D Preferred Stock was to be redeemed in whole, but not in part, at any time: (i) if such redemption was approved by our Board of Directors in its sole discretion or (ii) automatically and effective upon the approval by our stockholders of a Reverse Stock Split. Upon such redemption, the holder of the share of our Series D Preferred Stock was entitled to receive consideration of $1,750Â in cash. The share of our Series D Preferred Stock was redeemed in whole on January 4, 2023, upon the approval by our stockholders of a Reverse Stock Split. Â On April 18, 2023, we entered into a securities purchase agreement relating to the registered direct offering and sale of 39,331 shares of our Common Stock at a purchase price of $50.85 per share to certain accredited and institutional investors. In a concurrent private placement, we also issued warrants with a five and one-half year term to purchase up to 39,331 shares of Common Stock at an exercise price of $48.60 per share and warrants with an eighteen month term to purchase up to 39,331 shares of Common Stock at an exercise price of $48.60 per share to the same accredited and institutional investors. In connection with this offering, we also issued warrants to purchase up to 2,950 shares of our Common Stock at an exercise price of $63.56 to our placement agent. Â On May 31, 2023, we entered into a securities purchase agreement relating to (a) the registered direct offering and sale of 25,961 shares of our Common Stock at a purchase price of $38.52 per share to certain accredited and institutional investors and (b) a concurrent private placement to the same accredited and institutional investors, in which we issued 8,000 shares of unregistered Common Stock at a purchase price of $38.52 per share, unregistered pre-funded warrants to purchase up to 69,881 shares of Common Stock at a purchase price of $38.511 per share and with an exercise price of $0.009 per share, unregistered warrants with a five and one-half year term to purchase up to 103,842 shares of Common Stock at an exercise price of $36.27 per share and unregistered warrants with an eighteen month term to purchase up to 103,842 shares of Common Stock at an exercise price of $36.27 per share. In connection with this offering, we also issued warrants to purchase up to 7,788 shares of our Common Stock at an exercise price of $48.15 per share to our placement agent. Â On December 6, 2023, we entered into an inducement letter agreement (the â€œDecember 2023 Inducement Letter Agreementâ€) with certain holders of certain of our existing warrants to purchase up to an aggregate of 236,695 shares of our Common Stock originally issued to the holders on dates between October 2018 and June 2023 with an exercise price of $48.60 or $36.27 per share, as applicable (the â€œDecember 2023 Existing Warrantsâ€).Â Pursuant to the December 2023 Inducement Letter Agreement, each of the holders agreed to exercise for cash the December 2023 Existing Warrants at a reduced exercise price of $11.97 per share in consideration of our agreement to issue new unregistered five and one-half year term warrants to purchase up to 252,258 shares of Common Stock at an exercise price of $9.72 per share and new unregistered eighteen month term warrants to purchase up to 221,132 shares of Common Stock at an exercise price of $9.72 per share. In connection with the December 2023 Inducement Letter Agreement, we also issued warrants to purchase up to 17,752 shares of our Common Stock at an exercise price of $14.96 per share to our placement agent. Â Â Â II-2Â Â Â On July 11, 2024, we entered into inducement letter agreements (the â€œJuly 2024 Inducement Letter Agreementsâ€) with certain holders of certain of our existing warrants to purchase up to an aggregate of 545,286 shares of our Common Stock, originally issued to the holders in February 2020 through December 2023, having exercise prices between $324.00 and $9.72 per share (the â€œJuly 2024 Existing Warrantsâ€).Â Pursuant to the July 2024 Inducement Letter Agreements, the holders agreed to exercise for cash the July 2024 Existing Warrants at a reduced exercise price of $5.45 per share in consideration of our agreement to issue new unregistered five and one-half year term warrants to purchase up to 583,098 shares of Common Stock at an exercise price of $5.45 per share and new unregistered eighteen month term warrants to purchase up to 507,474 shares of Common Stock at an exercise price of $5.45 per share, each issued and sold at a price of $0.125 per warrant share. In connection with the July 2024 Inducement Letter Agreements, we also issued warrants to purchase up to 40,896 shares of our Common Stock at an exercise price of $6.8125 per share to our placement agent. Â On December 19, 2024, we entered into a securities purchase agreement relating to (a) the registered direct offering and sale of 437,192 shares of our Common Stock at a purchase price of $2.635 per share to certain accredited and institutional investors and (b) a concurrent private placement to the same accredited and institutional investors, in which we issued unregistered warrants with a five year term to purchase up to 437,192 shares of Common Stock at an exercise price of $2.51 per share. In connection with this offering, we also issued warrants to purchase up to 32,789 shares of our Common Stock at an exercise price of $3.2938 per share to our placement agent. Â On December 23, 2024, we entered into a securities purchase agreement relating to (a) the registered direct offering and sale of 240,000 shares of our Common Stock at a purchase price of $2.00 per share to certain accredited and institutional investors and (b) a concurrent private placement to the same accredited and institutional investors, in which we issued unregistered warrants with a five year term to purchase up to 240,000 shares of Common Stock at an exercise price of $2.00 per share. In connection with this offering, we also issued warrants to purchase up to 18,000 shares of our Common Stock at an exercise price of $2.50 per share to our placement agent. Â On January 13, 2025, we entered into a securities purchase agreement relating to (a) the registered direct offering and sale of 1,063,670 shares of our Common Stock at a purchase price of $3.00 per share to certain accredited and institutional investors and (b) a concurrent private placement to the same accredited and institutional investors, in which we issued unregistered warrants with a twenty-four month term to purchase up to 2,127,340 shares of Common Stock at an exercise price of $3.00 per share. In connection with this offering, we also issued warrants to purchase up to 79,775 shares of our Common Stock at an exercise price of $3.75 per share to our placement agent. Â On January 14, 2025, we entered into a securities purchase agreement relating to (a) the registered direct offering and sale of 833,335 shares of our Common Stock at a purchase price of $3.00 per share to certain accredited and institutional investors and (b) a concurrent private placement to the same accredited and institutional investors, in which we issued unregistered warrants with a twenty-four month term to purchase up to 1,666,670 shares of Common Stock at an exercise price of $3.00 per share. In connection with this offering, we also issued warrants to purchase up to 62,500 shares of our Common Stock at an exercise price of $3.75 per share to our placement agent. Â On January 16, 2025, we entered into a securities purchase agreement relating to (a) the registered direct offering and sale of 610,000 shares of our Common Stock at a purchase price of $3.00 per share to certain accredited and institutional investors and (b) a concurrent private placement to the same accredited and institutional investors, in which we issued unregistered warrants with a twenty-four month term to purchase up to 1,220,000 shares of Common Stock at an exercise price of $3.00 per share. In connection with this offering, we also issued warrants to purchase up to 45,750 shares of our Common Stock at an exercise price of $3.75 per share to our placement agent. Â Unless otherwise noted, all of the transactions described in ItemÂ 15 were exempt from registration under the Securities Act pursuant to Section 4(a)(2) of the Securities Act, or Regulation D promulgated thereunder, in that such sales did not involve a public offering. Â Â Â Â II-3Â Â Â ItemÂ 16. Exhibits and Financial Statement Schedules Â Exhibits Â Exhibit Â Â Incorporated by Reference Herein Number Description Â Form Â Date Â Â Â Â Â Â Â 3.1 Amended and Restated Certificate of Incorporation of Phio Pharmaceuticals Corp. â€“Â Current Report on Form 8-K (File No.â€“001-36304) â€“Â November 19, 2018 â€“Â â€“Â â€“Â â€“Â â€“Â 3.2 Certificate of Amendment to the Amendment and Restated Certificate of Incorporation of Phio Pharmaceuticals Corp. â€“Â Current Report on Form 8-K (File No. 001-36304) â€“Â January 14, 2020 Â Â Â Â Â Â Â 3.3 Certificate of Amendment to the Amendment and Restated Certificate of Incorporation of Phio Pharmaceuticals Corp. Â Current Report on Form 8-K (File No. 001-36304) Â January 25, 2023 Â Â Â Â Â Â Â 3.4 Certificate of Designation of Series D Preferred Stock, dated November 16, 2022. Â Current Report on Form 8-K (File No. 001-36304) Â November 16, 2022 Â Â Â Â Â Â Â 3.5 Certificate of Amendment to the Amendment and Restated Certificate of Incorporation of Phio Pharmaceuticals Corp. Â Current Report on Form 8-K (File No. 001-36304) Â July 2, 2024 Â Â Â Â Â Â Â 3.6 Amended and Restated Bylaws of Phio Pharmaceutical Corp. Â Current Report on Form 8-K (File No. 001-36304) Â May 2, 2022 Â Â Â Â Â Â Â 4.1 Form of Warrant. Â Amendment No. 1 to the Registration Statement on Form S-1 (File No. 333-221173) Â September 28, 2018 Â Â Â Â Â Â Â 4.2 Form of Placement Agent Warrant. Â Current Report on Form 8-K (File No. 001-36304) Â November 19, 2019 Â Â Â Â Â Â Â 4.3 Form of Warrant. Â Current Report on Form 8-K (File No. 001-36304) Â February 6, 2020 Â Â Â Â Â Â Â 4.4 Form of Warrant. Â Current Report on Form 8-K

(File No. 001-36304) Â February 13, 2020 Â Â Â Â Â Â 4.5 Form of Underwriter Warrant. Â Current Report on Form 8-K (File No. 001-36304) Â February 13, 2020 Â Â Â Â Â Â 4.6 Form of Warrant. Â Current Report on Form 8-K (File No. 001-36304) Â April 2, 2020 Â Â Â Â Â Â 4.7 Form of Common Stock Warrant. Â Current Report on Form 8-K (File No. 001-36304) Â January 25, 2021 Â Â Â Â Â Â 4.8 Form of Placement Agent Warrant. Â Current Report on Form 8-K (File No. 001-36304) Â February 17, 2021 Â Â Â Â Â Â Â Â Â II-4Â Â Â 4.9 Form of Series A Common Stock Warrant. Â Current Report on Form 8-K (File No. 001-36304) Â April 20, 2023 Â Â Â Â Â Â 4.10 Form of Series B Common Stock Warrant. Â Current Report on Form 8-K (File No. 001-36304) Â April 20, 2023 Â Â Â Â Â Â 4.11 Form of Series A Common Stock Warrant. Â Current Report on Form 8-K (File No. 001-36304) Â June 2, 2023 Â Â Â Â Â Â 4.12 Form of Series B Common Stock Warrant. Â Current Report on Form 8-K (File No. 001-36304) Â June 2, 2023 Â 4.13 Form of Series A/B Warrant. Â Current Report on Form 8-K (File No. 001-36304) Â December 8, 2023 Â Â Â Â Â Â 4.14 Form of Placement Agent Warrant. Â Current Report on Form 8-K (File No. 001-36304) Â December 8, 2023 Â Â Â Â Â 4.15 Form of Series C/D Warrant. Â Current Report on Form 8-K (File No. 001-36304) Â July 12, 2024 Â Â Â Â Â Â 4.16 Form of Placement Agent Warrant. Â Current Report on Form 8-K (File No. 001-36304) Â July 12, 2024 4.17 Form of Series E Warrant. Â Current Report on Form 8-K (File No. 001-36304) Â December 20, 2024 Â Â Â Â Â Â 4.18 Form of Series F Warrant. Â Current Report on Form 8-K (File No. 001-36304) Â December 26, 2024 4.19 Form of Series G Warrant. Â Current Report on Form 8-K (File No. 001-36304) Â January 14, 2025 Â Â Â Â Â Â 4.20 Form of Series H Warrant. Â Current Report on Form 8-K (File No. 001-36304) Â January 15, 2025 Â Â Â Â Â Â 4.21 Form of Series I Warrant. Â Current Report on Form 8-K (File No. 001-36304) Â January 17, 2025 Â Â Â Â Â Â 4.22 Form of Placement Agent Warrant. Â Current Report on Form 8-K (File No. 001-36304) Â December 20, 2024 Â Â Â Â Â Â 4.23 Form of Placement Agent Warrant. Â Current Report on Form 8-K (File No. 001-36304) Â December 26, 2024 Â Â Â Â Â Â Â Â Â II-5Â Â Â 4.24 Form of Placement Agent Warrant. Â Current Report on Form 8-K (File No. 001-36304) Â January 14, 2025 Â Â Â Â Â Â 4.25 Form of Placement Agent Warrant. Â Current Report on Form 8-K (File No. 001-36304) Â January 15, 2025 Â Â Â Â Â Â 4.26 Form of Placement Agent Warrant. Â Current Report on Form 8-K (File No. 001-36304) Â January 17, 2025 Â Â Â Â Â Â 4.27 Description of Securities Registered Pursuant to Section 12(b) of the Securities Exchange Act of 1934. Â Annual Report on Form 10-K (File No. 001-36304) Â March 26, 2020 Â Â Â Â Â Â 5.1 Opinion of Hogan Lovells US LLP. * Â Â Â Â Â Â Â Â Â Â 10.1 Patent and Technology Assignment Agreement between RXi Pharmaceuticals Corporation (formerly RNCS, Inc.) and Advirna, LLC, effective as of SeptemberÂ 24, 2011. Â Registration Statement on Form S-1 (File No. 333-177498) Â October 25, 2011 Â Â Â Â Â Â 10.2 Phio Pharmaceuticals Corp. 2020 Long Term Incentive Plan, as amended and restated.# Â Current Report on Form 8-K (File No. 001-36304) Â June 21, 2024 Â Â Â Â Â Â 10.3 Form of Restricted Stock Unit Award under the Companyâ€™s 2020 Long Term Incentive Plan.# Â Annual Report on Form 10-K (File. 001-36304) Â March 25, 2021 Â Â Â Â Â Â 10.4 Form of Nonqualified Stock Option Award under the Companyâ€™s 2020 Long Term Incentive Plan.# Â Annual Report on Form 10-Q (File. 001-36304) Â November 9, 2023 Â Â Â Â Â Â 10.5 Phio Pharmaceuticals Corp. 2012 Long Term Incentive Plan.# Â Quarterly Report on Form 10-Q (File No. 001-36304) Â November 12, 2019 Â Â Â Â Â Â 10.6 Form of Incentive Stock Option Award under the Companyâ€™s 2012 Long Term Incentive Plan, as amended.# Â Registration Statement on Form S-1 (File No. 333-191236) Â September 18, 2013 Â Â Â Â Â Â 10.7 Form of Non-Qualified Stock Option Award under the Companyâ€™s 2012 Long Term Incentive Plan, as amended.# Â Registration Statement on Form S-1 (File No. 333-191236) Â September 18, 2013 Â Â Â Â Â Â 10.8 RXi Pharmaceuticals Corporation Employee Stock Purchase Plan.# Â Registration Statement on Form S-8 (File No. 333-277013) Â August 24, 2018 Â Â Â Â Â Â 10.9 Form of Indemnification Agreement.# Â Amendment No. 3 to the Registration Statement on Form S-1 (File No. 333-177498) Â January 23, 2012 Â Â Â Â II-6Â Â Â 10.10 Employment Agreement, dated February 20, 2023, by and between Phio Pharmaceuticals Corp. and Robert Bitterman.# Â Current Report on Form 8-K (File No. 001-36304) Â February 22, 2023 Â Â Â Â Â Â 10.11 Offer Letter, executed July 16, 2024, by and between Phio Pharmaceuticals Corp. and Robert M. Infarinato. # Â Current Report on Form 8-K (File No. 001-36304) Â August 1, 2024 Â Â Â Â Â Â 10.12 Registration Rights Agreement, dated January 21, 2021, by and between the Company and the Purchasers signatory therein. Â Current Report on Form 8-K (File No. 001-36304) Â January 25, 2021 Â Â Â Â Â Â 10.13 Form of Securities Purchase Agreement, dated April 18, 2023, by and between the Company and each of the Purchasers signatory thereto. Â Current Report on Form 8-K (File No. 001-36304) Â April 20, 2023 Â Â Â Â Â Â 10.14 Form of Securities Purchase Agreement, dated May 31, 2023, by and between the Company and each of the Purchasers signatory thereto (Registered Direct Offering). Â Current Report on Form 8-K (File No. 001-36304) Â June 2, 2023 Â Â Â Â Â Â 10.15 Form of Securities Purchase Agreement, dated May 31, 2023, by and between the Company and each of the Purchasers signatory thereto (PIPE Private Placement). Â Current Report on Form 8-K (File No. 001-36304) Â June 2, 2023 Â Â Â Â Â Â 10.16 Form of Registration Rights Agreement, dated May 31, 2023, by and between the Company and each of the Purchasers signatory thereto. Â Current Report on Form 8-K (File No. 001-36304) Â June 2, 2023 Â Â Â Â Â Â Â Â Â Â Â Â 10.17 Form of Inducement Letter Agreement, dated July 11, 2024, by and between Phio Pharmaceuticals Corp. and the Holders. Â Current Report on Form 8-K (File No. 001-36304) Â July 12, 2024 Â Â Â Â Â Â 10.18 Form of Securities Purchase Agreement, dated December 19, 2024, by and between Phio Pharmaceuticals Corp. and the each of the Purchasers signatory thereto. Â Current Report on Form 8-K (File No. 001-36304) Â December 20, 2024 Â Â Â Â Â Â 10.19 Form of Securities Purchase Agreement, dated December 23, 2024, by and between Phio Pharmaceuticals Corp. and the each of the Purchasers signatory thereto. Â Current Report on Form 8-K (File No. 001-36304) Â December 26, 2024 Â Â Â Â Â Â 10.20 Form of Securities Purchase Agreement, dated January 13, 2025, by and between Phio Pharmaceuticals Corp. and the each of the Purchasers signatory thereto. Â Current Report on Form 8-K (File No. 001-36304) Â January 14, 2025 Â Â Â Â Â Â 10.21 Form of Securities Purchase Agreement, dated January 14, 2025, by and between Phio Pharmaceuticals Corp. and the each of the Purchasers signatory thereto. Â Current Report on Form 8-K (File No. 001-36304) Â January 15, 2025 Â Â Â Â Â Â Â Â Â II-7Â Â Â 10.22 Form of Securities Purchase Agreement, dated January 16, 2025, by and between Phio Pharmaceuticals Corp. and the each of the Purchasers signatory thereto. Â Current Report on Form 8-K (File No. 001-36304) Â January 17, 2025 Â Â Â Â Â Â 23.1 Consent of BDO USA, P.C., an Independent Registered Public Accounting Firm. * Â Â Â Â Â Â Â Â Â Â 23.2 Consent of Hogan Lovells US, LLP (included within Exhibit 5.1). * Â Â Â Â Â Â Â Â Â Â 24.1 Powers of Attorney (included on the signature page of Part II of the Registration Statement on Form S-1).* Â Â Â Â Â Â Â Â Â Â 104 Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101) Â Â Â Â Â Â Â Â Â Â 107 Filing Fee Table * Â Â Â Â Â * Filed herewith. # Indicates a management contract or compensatory plan or arrangement. Â Financial Statement Schedules Â All schedules have been omitted because either they are not required, are not applicable or the information is otherwise set forth in the financial statements and related notes thereto incorporated by reference herein. Â Â Â Â Â Â Â Â Â Â Â II-8Â Â Â Item 17. Undertakings Â (a) The undersigned Registrant hereby undertakes: Â (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement: Â (i) To include any prospectus required by section 10(a)(3) of the Securities Act of 1933; Â (ii) To reflect in the prospectus any facts 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. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20% change in the maximum aggregate offering price set forth in the â€œCalculation of Registration Feeâ€ table in the effective registration statement; and Â (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; Â Provided, however, that Paragraphs (a)(1)(i), (ii), and (iii) of this section do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the registrant pursuant to section 13 or section 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m or 78o(d)) that are incorporated by reference in the registration statement. Â (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; Â (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 the offering; Â (4) That, for the purpose of determining liability under the Securities Act of 1933 to any purchaser: Â (i) Each prospectus filed by the Registrant pursuant to Rule 424(b)(3) shall be deemed to be part of the registration statement as of the date the filed prospectus was deemed part of and included in the registration statement; and Â (ii) Each prospectus required to be filed pursuant to Rule 424(b)(2), (b)(5), or (b)(7) as part of a registration statement in reliance on Rule 430B relating to an offering made pursuant to Rule 415(a)(1)(i), (vii), or (x) for the purpose of providing the information required by section 10(a) of the Securities Act of 1933 shall be deemed to be part of and included in the registration statement as of the earlier of the date such form of prospectus is first used after effectiveness or the date of the first contract of sale of securities in the offering described in the prospectus. As provided in Rule 430B, for liability purposes of the issuer and any person that is at that date an underwriter, such date shall be deemed to be a new effective date of the registration statement relating to the securities in the registration statement to which that prospectus relates, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof. Provided, however, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such effective date, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such effective date; Â Â Â Â Â II-9Â Â Â (6) Insofar as indemnification for liabilities arising under the Securities Act of 1933, as amended may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is therefore unenforceable.Â 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 Act and will be governed by the final adjudication of such issue. Â (b) The undersigned Registrant hereby undertakes that: Â (i) 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) or (4) 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. Â (ii) 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. Â Â Â Â Â Â Â Â Â Â Â II-10Â Â Â Signatures Â Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant has duly caused this Registration Statement on Form S-1 to be signed on its behalf by the undersigned, thereunto duly authorized, in Marlborough, Massachusetts, on January 21, 2025. Â Â PHIO PHARMACEUTICALS CORP. Â Â Â Â By: Â /s/ Robert Bitterman Â Â Â Robert Bitterman Â Â Â President and Chief Executive Officer Â Power of Attorney Â KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Robert Bitterman as attorney-in-fact, with power of substitution, in any and all capacities, to sign any and all amendments and 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, hereby ratifying and confirming all that said attorney-in-fact, or his substitute or substitutes, may do or cause to be done by virtue thereof. Â Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated. Â Signatures Title Date Â Â Â /s/ Robert J. Bitterman Robert J. Bitterman President, Chief Executive Officer and Director (Principal Executive Officer) January 21, 2025 Â Â Â /s/ Robert Infarinato Robert Infarinato Vice President, Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer) January 21, 2025 Â Â Â /s/ Patricia Bradford Patricia Bradford Director January 21, 2025 Â /s/Â Robert L. Ferrara Robert L. Ferrara Â Director Â January 21, 2025 Â Â Â /s/ Jonathan E. Freeman Jonathan E. Freeman, Ph.D. Director January 21, 2025 Â Â Â /s/ Curtis A. Lockshin Curtis A. Lockshin, Ph.D. Director January 21, 2025 Â Â Â Â II-11Â EX-5.1 2 phio_ex0501.htm OPINION OF HOGAN LOVELLS US LLP Exhibit 5.1 Â Â Hogan Lovells US LLP 1735 Market Street, Floor 23 Philadelphia, PA 19103 T +1 267 675 4600 F +1 267 675 4601 www.hoganlovells.com Â January 21, 2025 Â Board of Directors Phio Pharmaceuticals Corp. 11 Apex Drive, Suite 300A, PMB 2006 Marlborough, MA 01752 Â Ladies and Gentlemen: Â We are acting as counsel to Phio Pharmaceuticals Corp., a Delaware corporation (the â€œCompanyâ€), in connection with its registration statement on Form S-1 (the â€œRegistration Statementâ€), filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the â€œActâ€), relating to the resale or other disposition, from time to time, by the selling stockholders listed in the Registration Statement (the â€œSelling Stockholdersâ€), including their transferees, pledgees, donees or successors, of up to 5,930,016 shares of common stock (the â€œCommon Stockâ€), par value $0.0001 per share, consisting of up to 5,930,016 shares of Common Stock (the â€œWarrant Sharesâ€) issuable upon exercise of warrants to purchase 5,930,016 shares of Common Stock (the â€œWarrantsâ€), issued by the Company to the Selling Stockholders on December 20, 2024, December 24, 2024, January 14, 2025, January 15, 2025 and January 17, 2025, as described in the prospectus that forms a part of the Registration Statement (the â€œProspectusâ€). This opinion letter is furnished to you at your request to enable you to fulfill the requirements of Item 601(b)(5) of Regulation S-K, 17 C.F.R. Â§ 229.601(b)(5), in connection with the Registration Statement. Â For purposes of this opinion letter, we have examined copies of such agreements, instruments and documents as we have deemed an appropriate basis on which to render the opinions hereinafter expressed, including the Warrants. In our examination of the aforesaid documents, we have assumed the genuineness of all signatures, the legal capacity of all natural persons, the accuracy and completeness of all documents submitted to us, the authenticity of all original documents, and the conformity to authentic original documents of all documents submitted to us as copies (including pdfs). As to all matters of fact, we have relied on the representations and statements of fact made in the documents so reviewed, and we have not independently established the facts so relied on. This opinion letter is given, and all statements herein are made, in the context of the foregoing. Â This opinion letter is based as to matters of law solely on the Delaware General Corporation Law, as amended. We express no opinion herein as to any other statutes, rules or regulations. Â Based upon, subject to and limited by the foregoing, we are of the opinion that, as of the date hereof, (a) Warrant Shares have been duly authorized by all necessary corporate action on the part of the Company and (b) with respect to the Warrant Shares, following (i) the exercise of the Warrants in accordance with their terms and (ii) receipt by the Company of the consideration for the Warrant Shares specified in the Warrants, the Warrant Shares will be validly issued, fully paid, and nonassessable. Â This opinion letter has been prepared for use in connection with the Registration Statement. We assume no obligation to advise of any changes in the foregoing subsequent to the effective date of the Registration Statement. Â We hereby consent to the filing of this opinion letter as Exhibit 5.1 to the Registration Statement and to the reference to this firm under the caption â€œLegal Mattersâ€ in the Prospectus. In giving this consent, we do not thereby admit that we are an â€œexpertâ€ within the meaning of the Act. Â Â Very truly yours, Â Â /s/ HOGAN LOVELLS US LLP Â Â Â Â EX-23.1 3 phio_ex2301.htm CONSENT OF BDO USA, P.C., AN INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM Exhibit 23.1 â€¯Â Consent of Independent Registered Public Accounting Firmâ€¯ â€¯Â Phio Pharmaceuticals Corp. Marlborough, Massachusetts â€¯Â We hereby consent to the inclusion in this Registration Statement of Phio Pharmaceuticals Corp. (the Company) of our report dated April 1, 2024, except for the impact of the 2024 reverse stock split as described in Note 1, as to which the date is January 21, 2025, relating to the consolidated financial statements which appears in this Annual Report on Form 10-K for the year ended December 31, 2023. Our report contains an explanatory paragraph regarding the Companyâ€™s ability to continue as a going concern. â€¯Â We also consent to the reference to us under the caption â€œExpertsâ€ in the Prospectus. â€¯Â /s/ BDO USA, P.C. Boston, Massachusetts Â January 21, 2025 EX-FILING FEES 4 phio_ex107.htm CALCULATION OF FILING FEE TABLES Exhibit 107 Â Calculation of Filing Fee Tables FormÂ S-1 (Form Type) Â Phio Pharmaceuticals Corp. (Exact Name of Registrant as Specified in Its Charter) Â Table 1: Newly Registered and Carry Forward Securities Â Â Â Security Type Â Â Security Class Title Â Â Fee Calculation or Carry Forward Rule Â Â Amount Registered (1) Â Â Proposed Maximum Offering Price per Share (2) Â Â Maximum Aggregate Offering Price (1) Â Â Fee Rate Â Â Amount of Registration Fee Â Carry Forward Form Type Â Carry Forward File Number Â Carry Forward Initial Effective Date Â Filing Fee Previously Paid in Connection with Unsold Securities to be Carried Forward Newly Registered Securities Fees to be Paid Â Equity Â Common Stock, par value $0.0001 per share Â Rule 457(c) Â 5,930,016 Â $2.75 Â $16,307,544.00 Â $153.10 per million Â $2,496.68 Â - Â - Â - Â - Fees Previously Paid Â - Â - Â - Â - Â -

Â - Â - Â - Â - Â - Â - Â - Carry Forward Securities Carry Forward Securities Â - Â - Â - Â Â Â - Â Â Â Â Â Â - Â - Â - Â - Â Total Offering Amounts Â Â Â $16,307,544.00 Â Â Â $2,496.68 Â Â Â Â 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 Â Â Â Â Â Â Total Fee Offsets Â Â Â Â Â Â Â - Â Â Â Â Â Â Â Â Â Â Â Â Net Fee Due Â Â Â Â Â Â Â Â Â Â Â Â $2,496.68 Â Â Â Â Â Â Â Â Â Â Â Â (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended, or the Securities Act, this registration statement also covers any additional securities that may be offered, issued or become issuable in connection with any stock split, stock dividend or similar transaction or pursuant to anti-dilution provisions of the securities. Â (2) Estimated solely for the purpose of calculation of the registration fee pursuant to Rule 457(c) under the Securities Act based on a per share price of $2.75, the average of the high and low reported sales prices of the registrantâ€™s common stock on the Nasdaq Capital Market on January 17, 2025. GRAPHIC 5 image_001.jpg GRAPHIC begin 644 image_001.jpg M_]C_X 02D9)1@ ! 0$ 8 !@ #_VP!# H'!P@'!@H(" @+"@H+#A@0#@T- M#AT5%A$8(Q\E)"(?(B$F*S7J#A(6&AXB)MI*3E)66EYB9FJ*CI*6FIZBIJK*5M+6VM[BYNL+#@,7& MQ\C)RM+3U-76U]C9VN'BX^3EYN?HZ>KQ\O/T]?;W^/GZ_\0 'P$ P$! 0$! M 0$! 0 $" P0%!@<("0H+_\0 M1$ @$"! 0#! <%! 0 0)W $" M Q$$!2$Q!A)!40=A<1,B,H$(%$*1H;'!"2,S4O 58G+1"A8D-.$E\1<8&1HF M)R@I*C4V-S@Y.D-$149'2$E*4U155E=865IC9&5F9VAI:G-T=79W>'EZ@H.$ MA8:'B(F*DI.4E9:7F)F:HJ.DI::GJ*FJLK.TM;:WN+FZPL/$Q<;'R,G*TM/4 MU=;7V-G:XN/DY>;GZ.GJ\O/T]?;W^/GZ_]H # ,! (1 Q$ /P#V:BBB@ HH HHH ***0F@!:2L36?%*BZ%E+JZ#$#_EA"-[_B.WXUQ.I_*Q2_FRFFV45LO9YCO M;\NG\ZN-.4MB7)(1S37D2/EW51[G%>%7GBO7[XGS]5N,'^&-M@_(8K+>664 MDR2R/G^\Y-;]@^K(=1'T+]LM?^?F'_OX*D22.091U;Z'-?.>U?0?E3TEEB_U M8O:'T71FO"+/Q7K]B1Y&K7&! _#(V\?DIT5AZ-XOT77<):7068_\ +"7Y'_ = _P *VZR::W+3 MN+124M(84444 %%%% !1110 4E!K(\1>([+PYIYN;H[I&XAA4_-(?\/4TTFW M9!L7-3U6RT>S>[OKA88E]>K'T [FO+?$?Q$U'52]OIQ:QM#QD']ZX]SV^@_ . MN?UK7+[7[XW=]N/_+.-?IOCT K/KKA12U9A*;>P=22>2>23WHHHK8S"BBB@ M HHHH **** #H01P1T([5V'AWXB:CI12WU$M?6G3+']X@]CW^A_.N/HI2BI; MC3:V/H'2]5LM8LTN[&X6:)O3JI]".QJYFO M%UR^T"^%W8R[2>'C;[D@]"/Z MU[-X=\1V?B/3QYKP_6M9N]>U*2^O&^9N$0'B->RBMKQ[XD M.N:R;>!\V5FQ5,=';NW]!7+5V4H65V83E=V"BBBMC,****8!1129'K2 6BEV MMC=M;'KBFY'K1A:E'?6;89>'0GB1>ZFJ%%#2:LP/ M?M&U>VUO3(;^T8F.0J-W4^XK0KQGP%XC.AZR+>=65XP63)X1OX6_H?\ MZU>RBN" <.5V.F,KH6BBBH*"N:\>:X=%\.R>4^VYNCY,6.HS]X_@/Z5TE>0 $ MO4S>^)!9JV8[*,+C_:;D_P!*TIQYI$S=D6<^K'N:RJ55'1;EQAS'(:-\+K*!5DU>=KJ3J8HB50?CU/Z5U]EH>E:>H M6TTZVAP."L8S^?6KU+7(Y2ENS=12&>5'C'EKCZ53O=$TK4$(N].MIL]VC&?S MZU?HJ1G ZS\+K*=6DTB=K67M%*2\9_'J/UKSO5>)OM&NS:ZA;M#) #GE7'J# MWKZ"K/UC1K+7+%[.^B#H? NM_$A]0>QK:%9K'[KPYJ;6EQ\ MZ-\T,H&!(O\ CZBLJNQ--71@U8**** C->T^];.M>'(_:=[ZW))%H5_}$I:1;:0]!W.TU\^J1M&".E=. M'6[,:@ZBDR/6C(:ZC(6E56=E1%+,Q 4#N3VIN1ZBNH^'VDG4_$\,S(6@LQY MKG'&[^$?GS^%3)\JN-*[L>E^$_#\?A[1(K; -Q)\]P_]YSV^@Z5MT"EKSV[N M.I:!112 **** "DI:* ,/Q9X?C\0Z)+;;0+B/Y[=_[KCM]#TKPYE9&9'4J MRDA@>Q'45]&&O&?B%I)TOQ/-,J%8+S]ZC8XW?Q#\^?QKHH2UY3*HNIS%%)D> MM&1ZUUF(M6=.NVL-3M;Q#@P3*_Y&JN1ZTC$;3R.E)@?1R,'164Y5AD&BJ6B2 M22Z%822J5D:WC+ CH=HHKS6=9>/-9S>'=%OQ^5=6\4\?)V1 P_6JIIZAJMCI<8DO;E(0WW0>2?H!S32 M;>@-I)-79! PC6A?] BS_ ._"P"%+ PC6A?] BS_ . *_P"%5O\ A,=! _P"? M\?\ ?MO*/\ A,=! _P"?\?\ ?MO*ODJ=F9>VI?S(L?\(UH7_0(L_P#ORO\ MA3D\.Z+&X=-)LPRG(/D+Q^E5?^$QT'_G_'_?MO\ "@>,-!9@!J"C)[HP'\J. M2IV8>VI?S(V^E%(K!U#*001D$=Z*S-BCKG&A7 \ U[O_ "->0CI7KVN_\@&_ M_P"O=_Y&O(NPKT\%\+/"S3XX^@4445WGDA6QX4U#^SM?@9FQ'-^Z?GUZ?KBL M>CZ<&HG%2BXLNG-PFI+H>UTZL+PMK:ZOIBAV_P!)@ 64>OHWXUN5X4HN+LSZ MVG-5(J4>HM%%%26%%%% !1124)7EOBO4/[0U^=E;=+'#^Z3TXZ_KFNW\4ZVN MCZ8P1A]IG!6(>GJWX5Y?^M>A@Z>O.SQLRK*RI+YA1117I'BA2'H:6K.G6QO- M3MK9>LLJK^&>?TJ6[*XXKFDD>L:5$8-*M(2[_R->1=A7I8+X6>'FGQQ] HH MHKO/)"BBB@"UINHW.E7J75JV'7@J>CCN#7I^BZ[9ZU;>9 P651^\B)^9?\1[MUY-4D%Q-:S+-;RO% (O1E."*YJ^'577J=N%QN8U3X@22*8]-M_+S_P M9>3^ _QKD9[B:ZF::XE:61NK.=B,QA%6IZLFU+4KG5;U[JZ;+MP%'11V JK117II**LCPI2\8?);)P?]H__ %LUS'ZUZIX7TG^R=&CB=<32?O)?J>WX M"N3%5.6G;N=^ H\]7FU11BBO(/I"AKO\ R ;_/ZJW_D:\B[E"O7== _P"0 M#?\ _7N_\C7D785Z>'*%GA9I\PL8-.LXK6W7;&,#W]S[U8%>+6JNI.Y]4J"HT^ M7J+1116)TF?XO_(!O \ KW? ^1KR+L*]=UW_D W__%[O_(UY%V%>G@OA9X6: M?"'T"BBBN\\D**** "BBB@ HHHH **** "BBB@ HH56=@JJ68G &2:ZG1?! M%U=E9M2W6T/7R_XV_P /YUG4J)6KR9K2HSJNT48ND:- >:U=>3;)A5^_*WW4'M^/M7IVD:1:Z-9BWME]W<]7/J:L6=E;V-NMO:Q+%&O15%3XKR:U=U7Y'T.%PD M:"ONPI:**YSM"BBB@#/UW_D W_\ U[O_"->1=A7KNN_\@&__P"O=_\ T$UY M$.E>G@OA9X6:?"'"BBI[.QNK^7RK2W>9^X0=/]>3:2NSRDG)V1!1TKK]. M^'|Q+A)0NEA'>.+YC^?2NDL_">C66"MHLKC^.8[C_A7+/%TX[:G?3R^M/5Z' MET<4LQVQ1/(?1%+? RJXFAZO(H9--N64]_+Q7K<<,<*A8XU11T"C%/KG>-ET1 MV1RN/VI'DO\ PCFM8S_9D_\ WS33H&L*,G3+D#_H X-AO44_KLNPEE76_@[7+C!^ MR"($=9'_3K6U9?#PY#7][QW2%? ZFNXHK.6+J/R-H9?0COJ9VG:'IVE#_1+5 M5;O(>6/XUH8I:*YFVW=G=&*BK10E+112*"BBB@ HHHH S]=_Y-_P!>[_R- M>1QQO*ZQQHSNQPJJ,DFO8-5MY+K2;NWB ,DL+(H)QR15#0/#5KHD(; ENF'S MRD?H/05UT*ZI0?<\W%X65>K'L8&B^!&?;/JS%0>1 AY_X$?Z"NSM;.WLH1#; M0I%&.BJ,5-2UA4JSJ/WF==*#TZ*M%*8HI:*S-Q*6BB@ HHHH 2EHHH **** M"BB@ HHHH **** "BBB@ I*** %HHHH **** "BBB@ HHHH **** "BBB@ 2HHHH **** "BBB@ HHHH __9 end GRAPHIC 6 image_002.jpg GRAPHIC begin 644 image_002.jpg M_]C_X 02D9)1@ ! 0$ 8 !@ #_VP!# @&!@<&!0@'!P<)"0@*#0!0-# L+ M#!D2$P\4'1H?'AT:'!P@)"XG("(L(QP<*#7]#A(6&AXB)BI*3E)66EYB9FJ*CI*6FIZBIJK*5M+6VM[BYNL+#Q,7& MQ\C)RM+3U-76U]C9VN'BX^3EYN? HZ>KQ\O/T]?;W^/GZ_\0 'P$ P$! 0$! M 0$! 0 $" P0%!@<("0H+_\0 M1$ @$"! 0#! <%! 0 0)W $" M Q$$!2$Q!A)!40=A<1,B,H$(%$*1H;'!"2,S4O 58G+1"A8D-.$E\1<8&1HF M)R@I*C4V-S@Y.D-$149'2$E*4U155E=865IC9&5F9VAI:G-T=79W>'EZ@H.$ MA8:'B(F*DI.4E9:7F)F:HJ.DI::GJ*FJLK.TM;:WN+FZPL/$Q<;'R,G*TM/4 MU=;7V-G:XN/DY>;GZ.GJ\O/T]?;W^/GZ_]H # ,! (1 Q$ /P#W^BBB@ HH MHH **** *TVHV5OG.#UJ"?3M=6VNKEVU642ZL_G017.'^QAFVB(9&.2I."" M1Q0!WM%>37=_JEE>:;9ZK?WJNL<222 3DRHK7#! 0K#>Q0*1^]CKUZZE_IWB M!-- G9()4GN;F]N.5O"D("_D[5#+PBT5YS_97B:[N89KB?5(R M9[))!'<[%$9A G. <9W9R>QZ5UOA:*_@\/P0ZD9C1Z;;!YWA M+.W[V3,9<(QW;-HR00"??- 'IU%LHU".Z2S62QL9+0%9LP[BSL% M^^'R, CD 8YJ*/7=?MK6?4(7OM1T^TN(3^\M DLZNA$BA=H/RN4.0/49.* / M1**X"'4/%$6MZ=97ER8_W=L6+PG9.S$F8?+&>1T'*XP".ZF\ZX2-5EDP!O;') MP/4U/0 4444 %%<%K_A^]USQO(L 6"- +.W9;QMX:$B5R?+QQN(X.3T-,N]1\ M2PV%S>&YN!&^K26Y'D ?9[96?#**,3GY1N(;C\Z /0"<#)Z4U)$D&4=6& NM;U2/4M+BT^YU*XB+P[I)K4*LT;2 ME6) CSD+U.5QP<'- '>HZ2+N1E93W4Y%.KSAK"[;X::?:+9L\IU(;H)48 J; MIC\X R%(ZGTJ_8Z;KFCWNGZ9*>.(!'<7@^M>)VL+B2.6JE(M87NFDL=K6DQE D6-=HW[4W' M'S= <\XI\$6I:SK.@R7: /1J M*** "BN=\213/J? A]HDD94O6+E 2%'DR#)].<5PFEZ=K-C#I%F\%W):M8SW4 M;E6S$[V[!XF]/GP1G^]0!Z[17GW@NV$>I:>^G6EU;VZZ8J:D98WCC>X^7& V M,N/GR1Z]:SK8W>G#Q-=6D6W5Q<7#0'[! (9=IF&#YA^5EQT4'@#U*FAU9F4," MR_> /(^M>?ZGJOB"PLKRU^T:A+-'>O';W26ZC@IU>6V=I:MHVG(FG7PUQ+VU.HO+!)N+"=2Q9R,,\@@G JY M9ZJXB^R:E/>R7 >.,[[:& ^9"_FA05)CV[=AYY M%V<9,:KPZ@9V\'C)H]H@-,UG79KC2EU&:\@WVP*A+/BYF$C*5D.T[!M"G M^'[Q.:O^"M1UJ_DG.JSEB(E,D#PLC0RY.X^MO">H3::9!=+&- K1C+*NX;B/<+N/X5P^K7.F1+#+H5]-?6Z6-^S^9<22C M>(4.,DY&>I /7TH]3HKA(=?U?\ M)8V:#[!]N^P>3Y)WX-MYF[?N['CI5;1 M/%%TD-K#/^;.3QQTZTB>- M=5%CYTEU;F**^\IY$C1I98RBL-B!]K$%L$*]:EXFN+2? M[,ENCSHUN2JRQA& 1@,[B".22 .1BNQH **** "BBB@ HHMH **** "BBB@! MCPQ22)(\2,Z?=8J"5^A[4^BB@ HHHH **** "BBB@ HHHH **** "BBB@ HH MHH **** "BBB@ HHHH **** "H;FTM[M8UN(4E$9-&IC3>X+#*KZGVK,A\2Z=+X?&N2/)!8L,JTJ?, MP)P, 9)SQ@=>:YY?!EZVMS3RI8-"UQDZ7;M;1WVG-!.O!\IY8R"O3&YNK?2_- ELWM/+:5W%J2V1*A* M\M^ Z#FI1X+N!JC7RR6ZW!U%Y_M(SYODFW\O&<==WS8Z4 =>;JW",YGB"*VU MFWC /H?>G&>(2",RH')P%+#)_"N ;P1J+:1IUL;;3D-DQ66."3:+L&/9YC,8 MSA^_(/4\U$GA.^G\22QI9P#);C3\7DS,TB"(981-M^8G&TGCKS0!W]EJ%IJ, M32V=Q'.BNR,R'.&!P1^8JS6%X7T630[>]MG@M8T>[EEB>#@NC,6&X8&* <=^ M!6[0 4444 %%%% &4? $6FB^N;4RR9M@?.E\EO*C(7<5+XV@XYQFKEO?VEW:Q MW,%S%)#(@D5PPP5/0UR]YX7OKWQ#+=7*K:VMI<12QS^7*[?:PR%4WQD;05/.X M$DXK)?P1K\ 9L=K#'ID0DT^"SN '8 &*4OO7"\EL\YQ@^M ':W^N6>G7<%K M*SO-.)"J1KN/R(7.1VX''K5N"[AG2%E;:TL8D6-^'VD=QUKAI? ^HOK%QN+G-E56XZ*2!U/ XQ3['P3>VVM6]U.8IHXTA*NLY0QLD(C*XV M$LI.? X@/F.1F@#NHYHY@3%(C@':2K X/I56]T?3=2ECDO;&"X>,85I$#$#T^ MGM69X1T:[T/3IK6X$"1>;F"..ABB8 PSA5W'(ZD9QCDUT% !C P**** "BBB M@ HHHH **** "BBB@ HHHH **** "DVJ!@ ? E2T4)@>E&!D' XZ4M% "!0. M@ I:** $P/2C8N -HP.G'2EHH 3:-Q; R>]+110 4444 %%%% !1110 444C M,%4LQ &23VH 6BHENK=XVD6>(QK]Y@XP/J:?YD8=4WKN895<\D>U #J*BEN M((".FCCSTWL!G\Z1[NCVQ@SW2Q'@.7 4_C0!-1437,"2)&T\8>3[BEQEOH M.]2T %%%% !1110 4444 %%%% !1110 4444 %5-1NGM+<21A22P'S5;K-UO M_CR7_KH/Y&J@KR1%1M0;12_MNY_N1?D?\:/[;N?[D7Y'_&LVBNKDCV.#VL^Y MI?VW<_W(OR/^-']MW/\ P>UGW-+^\[MG^Y%^1_QH_MNY_N1?D?\:S:*.2/8/:S[FF-;N20-D7Y'_&I?[6N/[D? Y&LA? MO#ZU8I.$>PU5GW+_/:UQ_P>TGW+_P#:UQ_5&JG+N6?M\ \ L_E1]OG_M -G\JK442L#N"GGTJC M4T/W3]:3BAJ3ON6_M;^BT?:W]%]"BILB^9D_VM_1:/M;^BU!119!S,G^UOZ+ M1]K? T6H**+(.9D_VM_1:/M;^BU!119!S,G^UOZ+1]K?TT6H**+(.9EE+EV."% MI_G-Z"JT7WC]*EJ6D4FR3F3W!1YS>@J.BE8+LD\YO04A%-.SN]['DYT. MZM_"E_J[6=M86TFCQPB&"3=Y[;E;S6P ?S/-;- N^LIXOT5]0CLI'6PF-O': M%AN^4<$OP">*[UK>%[?[.\,;0[=OEE05QZ8Z8H^SPF5)3%'YD8*H^T94'L#V MK5[(HGD.I\ %,\4WAEKO5="A74W?[-903E)FWO@ @CCWQ_LUSVK6!T34;#3 M6_LV2VL-':5$U)2T4DN\E]HR/G/Z UZC+!#,T;2Q1R&-MR%E!VGU'H:CN;&T MO=GVJU@GV'*>;&&VGU&>E*-2V@.-SS77)=&UI=)M5@L]/U*YB@N+BXDD"?9(M@ 0JDDEU_WX_P#KUV'G\K['6T5R7_"R?#G_ #TNO^ _!P>C_A9/AS_M)Z77_?C_P"O18.678ZVBN2_X63X<_YZ77_?C_Z]"_"R?#G_ #TNO^ _!P> MBPC_A9/AS_GI=?]^/_KT6#EEV.HMKDO\ MA9/AS_GI=?\ ?C_Z]"R?#G_/2Z_P" _ UZ+!RR['7+]X?6K%<2/B3XEW_WX\ MKT?\+-\-?\]+O OQ_P#7I68^5G845Q__LWPU_STN_^ _UZ/\ A9OAK_GI= \ ?C_Z]%F'*SL**X__ (6;X:_YZ7?_ 'X_^O1_PLWPU_STN\ OQ_]>BS# ME9V%%EW_-^/_KT?\+-\-?\ /2[_ ' P!>BS#E9W,?^K7Z4ZN*3XH^&%0 MRW? _P">' UZ=_PM/PQ_SUO/^_ '_ ->HY6:I'9T5QG_"T_#'_/6_P" ' UZ M/^%!^&/>MY_WX_^O1RL#LZ*XS_A:?AC_GK>?]^/_KT?\+3\,?\ /6_[\?_ %Z/^%!^&/\ GK>?]^/_ *]*P.SHKC/ M^%I^&/\ GK>?]^/_ *]" "T_#'_/6_[\?\ UZ.5@=G4T/W3]:X;_A:?AC_G MK>?]^\ Z]21_%7PLH.9;S_P\ \ KTG%E+<[FBN)_P"%K^%?^>MY_P"_P#] M>C_A:_A7_GK>?^_ __P!>EROL7<[:BN)_X6OX5_YZWG_@/_\ 7H_X6OX5_P"> MMY_X#_\ UZ.5]@N=M17$_P#"U_"O_/6_P# ?_Z]'_"U_"O_#UO/_?_P"O M1ROL%SMJ*XG_(6OX5_YZWG_(#_/UZ/^%K^%?^>MY_X#__ %Z.5]@N=M17 M$_\ "U_"O_/6_\ ?\ ^O1_PM? PK_SUO\ P'_^O1ROL%SN8OO'Z5+7!I\8 M?"JG/FWG_@/_/7I_P#MOPIG_6WG_@/_P#7J7&78:9W-%4-(UK3M>L1>Z9< MK/ 3M)'!4^A!YI]_4#"BBB@ HHHH **** "@=1]:!U'UH MT445!L%%%% ! M1110 5C>+69/"&KLA(86DF"#@_=-;-1W#0K;R-<&,0A3O,F-N.^<]J:=G<3V M+IM,N+#PS+=7,2V6GW4EDMM_M1D!^8;Y">BY!Z#\:W-$NQ9ZSJT?AZ*74M* MC2+;%%.&1)3G<$9SC&,$@&NQ7['?6JA1#/;L 0,!E(^GX?I4L4,4$8CAC2-! MT5%_ 5HZEUJB5$XZ\N+2#XBZ1))>>7/-;RK+!)<@B-BJ;%VYP"M7>G^*=/MS=1QV$IC0I&$>0R,Q #*3N"D#@J.#G-="]C:23^>]K TV0?,;, M%LCIS0T-G)>J[1P=QKE6*@NJG/0]0.M+F0[,\LLM7GT^&+5+6WA\^'1[MDC MC3" _:]N<#L.I_&MM?$.O&"VB6\M2;C4HK:.Y(BE;8\$[EC8]"".>1776M MYI$R2O;M $A3YVV;0$8GG) RI/(X.#5BVM;!8]MK;VRHDA.(T4!7'!/'<53 MFNJ)47W.(C\3ZG*+.SN=7M;!A)=)+?RPKMD,3A0 "0 2#D_3BI[7Q+K%UXFG M@5X%MXKQ[=H':-3Y87(< MO+$\X QBNMNETR(117:VBB23,:2JOS/Z@'O[U& MTVC_&R6=GLOM,"_O)#MWH.G)ZCTII:CH$&HZE=1S/#^AKK*Y'XF?\B#J7^Z/YBKI_$B*GPL^::** M*[C **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BB MB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** M /U)?7C/P2_Y"VK?]>Z?^A5?+7+4^(M;!11 M168PHHHH **** "@=1]:*!U'UH MT445!L%%%% !1110 55U*V%WI\UNT"S! MUQY;.4S_ ,"'(/O5]JVH2745A-)91++*(IY[6&*SF:2 M8 .I(!CP[*3[@%&)]L5I>78C0I0Z#JL5HH:=I+E948E[@^6[$%R H/.Z5E"O;)$IZD,&8YQZ?,*IVNOB_TR[NX+:6,10^=TJ*X*DJ M?TY';(J.TUJYN+N*R98OM#2!VPIQY!0-NZ^I"_7-)\S&K&9:>&]5@M[NW+VX MAGMW1AYA),I ^;.W[G!PO\.X]N!T=C:2VUO:IW6K7 MDD5S_9UFS^3-Y9D.&S@X?:F021V'&?RS7CUV>XMKR_@DMY+2RC#%0A#S_NPY M(R?D'(!!Z&A\5!61$FCZE';VOE1I%%?Q'!NA=NV<[=Y*E?F#;<[?4#D'FGKH M]^FGP68CMF6SG$T;F0_O\NPPQ\I/4GGY@#6SI[7;P!['.'1G57'DH5 R.G) M.1Z&LRY\3"WGGC&GW$BQ&0;PR 'RP&;J<]#^)HNV%D;-N93"#/$D4A))1&W M? C@9J6N=N/$GFF:*SAF4QR*@G:/*$B158>WWCCZ&I?\ A)8VEDABM9)9%D1$ M".N'W%@"&Z=4.:GE8[HW:*PH_$\$HC=;6;RCY:R.2O[MW^ZN,Y/U'K]:;;^* M$E>(26$*/L.]W3"AU++G!] <^E'*PNC?HK/TK583BF9(VC:)C G(.5# @ M]QAA56\\P65W<0 \GDQN^8V!R5)7V.&'6ERN]@NC:HKF]0\2RQV5RMO:2 M)>1)(7#,]$6W;\W7#?>']ZZ2AIH+A1112&%N_P#0&U' _ ,!7_P */^$;UW_H M#:C_ . K_P"%%T!F45I_\(WKO_0&U'_P%?\ PH_X1O7?^@-J/_@*_P#A1= 9 ME%:@\-ZZ>FBZC_X"O_A1_P (UKW_$!-2_\ 5_*+H#O_@E_P ?A;5O^O=/_ M $*O9JW^%'A/4=^@O=0U*)K>2Z54CA?A@H.22.#,#ZUZ17+4=Y%K8****@ M84444 %%%% !0.H^M% ZCZT 6Z***@V"BBB@ HHHH *@O/LOV.4WIC%L%)D, MI 4 \P1P*&*Q@!0%8OGIDX+*KL$"] ,CACSG&X^M7\R?D;MM M9V26[BW@B6&<98*N P()/QHM4LIO+OK:.(EHA&DJK@E+ OC\]!H&K1S6 MOFWCND1&62;:200=V"".GRX'8<=>+SZ7>+H-G9IL9X74S1"4H)%Y^7<.1U! _M#%)I=POY%V\L-*59KBZM8)"OF.R.6"V2(Q[BHC&T9(QG]N!Z9-/EM+%0S M30P .2"64'4-/DEF0Q6ZA9&KNN MUA@Y'/)4]NGK72TGIU&BE#I- C;31206ZQ&,L5"<#) !110 4#J/K10.H^M %NBBH-@HHHH **** "BBF3316\$D\TBQQ1J6 M=V. H'4DT /HK,@\0Z-I]*N&]M1<0VYGC\Z92\:; MN74=2*=F*Z)Z*IZCJNGZ3"LNH7D-LC':IE<+N/MZU#<^(-'LXK>6XU.UCCN! MF%FE&"]J;WHLPNC2HJK=ZG8V"1/=W<,*S,$C+N!O)[#UJU2&%%%% !1110 M4444 %%%% !1110 4444 %9NM_\ 'DO_ %T\C6E6;K? 'DO_70?R-7#XD9U M?@9@4445V'FA1110 4444 %%%% !1110 J_>UJQ5=?O#ZU8J6-!1112*"BB MB@ HHHH **** "BBB@"S'_JU^E.IL?\ JU^EJ#5;!1110,**** "BBB@ HH MHH *FA^Z?K4-30_=/UI,<=R2BBBI- HHHH **** "BBB@ HHHH ?%]X_2I:B^ MB^\?I4M2QH****0PHHHH **** "BBB@ H'4?6B@=1]: +=%%%0;!1110 444 M4 %8_BP$^$-9 &3]BE]_-%=-TCC9Y&54499F. ![TT[.XF>87.@WD?A"[U MJ\>V#MH\=M##;1D?)E6W.3U;CZ5H6]KJ]MXNT5KJ_COI383& &W\E4.T8!() MR,XYKN5OK-[=IUNH&@7AI!("H^IZ4GV^R^SBY-W;^1G E\P; <^FKNE@12H&PAEY9OTQQFL21(;70;*YCE@L[FXT ME[/^S[F!Y7E4NV&CQ@Y8\\],BO7%EAEA$J2(\1&=X8%2ZY8:S;;;9G4-)EF2S@L[>VE69,(V4,A*DYW,P"YQP![U MZW&S/$C.A1B 2I.=I].*AN+ZTM,BYN88B$:0AW .U>K8]!ZU,CK(BNC!E89! M'0BIE)R2T*2L.HHHK,H**** "BBB@ HHHH **** "BBB@ K-UOFR3_KH/Y&M M*N5^(L\EMX'U&6%BD@3 8=1G@_H:N'Q(SJ:P9SUSXN\VD[0S:K)%.&"[FP M?] 147_";^&O^@M%_P!^W_PKPNBNVQR>R1[I_P)OX:_Z"T7_?M_*/^$W\- M?]!:+_OV_P#A7A=%%@]DCW3_ (3?PU_T%HO^_;_X4?\ ";^&O^@M%_P!^W_PH_P"$W\-?]!:+_)UX8_Z"\7_'[?_P")H_X3 MKPQ_T%XO^_;_/Q->"44N5!R(][_.$Z\,?]!>+_ +]O_P#$T?\ "=>&/^@O M%_W[?_XFO!**.5!R([_.$Z\,?]!>+_ +]O_P#$T?\ "=>&/^@O M%_W[?_XFO!**.5!R([_.$Z\,?]!>+_ +]O_P#$T?\ "=>&/^@O M%_W[?_XFO!**.5!R(^@D\>^% M@B@ZQ%G'_/-_B:=_P)]X6_Z#$7_?M__B:^>Z*7(BK'T)_M%_B:/\ A/O"W_08B_[O_\ $U\]T4%O^@Q%_W[?_XFOGNBCD06/H3_ (3[PM_T&(O^_;__ !-'_"?>%O\ H,1? M]^W_ /B:^>Z*.1!8^A/^$^\+?]!B+_OV_P#\31_PGWA;_H,1?]^W_P#B:^>Z M*.1!8^A5\>>%G8*-9A!/JC@? F5KI;26.>!989%DC<;E=#D,/4&OE6O$[J*1RR0W96,'^$%02/SY_&HG&R&EJ>@T445D4%%%% !1110 4444 %%%% M #XOO'Z5+447WC]*EJ6-!1112&%%%% !1110 4444 %ZCZT4#J/KO!;HHHJ M#8**** "BBB@ K&\6JS^$-75%+,;20 9)^ALO0W<7$-I;O///(XD&68]]:= MG<3V/'VB9]!UM;:*.>*:VL\S06K11JZRJ-A0_>;')(_2KMS:QV/VF'4+>)'B MURUUENHX("+? R=IPZISP1G=UYKU&&\MY\!)1NV[MC JP&2,E3R.0:FWKQ\PYZ M<]:VJ]^QO'(>;QVUY=#6!H6G3-H=[(-R!3YQC#XP&.U?Q-7?#LEW#\+ MG\M_[,F0S"*:5=P3,AYP,D#DCIVSTKN9)HXHI)7IV7R5P#R_7'YD[EYY'7GI1D9 MR.:/;+L'+YG#:/-K% K>E6USK$KPI8&YDDMEPD[+-M4$LH*D9X&<5W5)N!. M,C- (89!!'M42=RDK"T445(PHHHH **** "BBB@ KD?B9_R(.I?[H_F*ZZN1 M^)G_ "(.I?[H_F*NG\2(G\+/FBBBNXP"BBB@ HHHH **** "BBB@ HHHH * M*** "BB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "O:_@U_R M+&H?]?G_ +(*\4KVOX-?\BQJ'_7Y_P"R"HJ?"-'HU%%%:2W,)>5"Y4;RP4%LDC#;'[VVU*Q M#0BXBA(*L,;4/FNV02'GL--O;5I5:2> M+RO,R3NP"- Q'8G//\ZFM=$DM]62Z:<- D0/E8_Y;;0A?/IL_&/K45CJ\JZ+= MWMP\3NEU)&N')3_6;54,!DCH.E1P>)I+A(95LE\HB,RGSOF4O*T6%&..>5SVX MI>]J/0;=^%4NI[9OF"7F:<[F3)^= JY_W2,_RI!X8E^USSM? M,(V1%FRNUT9QD[>#\I'3\:?O;"]T6/PQ,UU+)=36\LO3O21>%[B-X,W$+",1XD*'SC(PF?E0YX4YY_'KGA+WQ)*;5YHX&C$-Q$K1(X M:9OF7".2,18=8^ZHRL? ^!9!/KCFM#0=*FTJ"X2:6-S+(' C&%7Y5!XXZD$ M].]4XO%(DGVM;QK&2,-YX+*/.$7SC'RGG/7VH7Q5&JS:QI$C+-(8R5DR5^=U M5NF"#L/>D^9[@K'145S=O*>;3T2-UB<[])[2*67 VC)^4@_48S3K?Q0 MLC1B:*%%D"MO2<,BAHW< G PWR8(]P:GD97,CHJ*R-+UO^T;D1-"L6^W2>,; M]Q8$*2>F, MCKGVYGJ+XH=8@\=HCF2=HHT$WS#;NSO&/ESL..O6CE871T=%< M[IVI7-SK*I([I&[2GR6Q\N(X2!QZ%F_.NBI-6!.X4444AA7.^.+!]4*7=C& M0))UVH3TW=1G\1715FZW_P >2_\ 70?R-7#XD9U?@9\M7&CZE:SM#/87"2*< M$&,U%_9][_SZ3_\ ?LU]&!F P& (_&EWO_>;\Z[;G%[7R/G+^S[W_))_P#O MV:/[/O?^?2?_+]FOHW>_P#>;\Z-[_WF_.BX_:^1\Y?V?>_\^D_ '[-]GW MO_/I/_W[-?1N]_[S?G1O?^\WYT7#VOD?.7]GWO\ SZ3_/?LT?V?>_\/I/_ M - ^S7T;O?^\WYT;W_O-^=#P]KY'SE_9[_SZ3_\?LT?V?>_\^D_?LU]&[W M_O-^=&]_[S?G1_\/G_\/G_\^=Q_P!^S_A7TKO;^\?SHWM_M>/YTT/FK^S[W_\)C_OV?!*/[/O? ^?.X_P"_9_PKZ5WM_>/YT;V_O\'Z M.8/:'S5_9][_,^=Q_W[/^%'}GWO_/G/YTT/ MFO\ LV^_Y\KC_OTW^%'}FWW_#Y7'_?IO*^G8W?RU^9NGK3M[_WF_.IYR[G MS]#N]"\..E\ACGN9S-Y1ZHN #[\9K]][_-X_G4D/W3]:F4KH:>I) M1116184444 %%%% !1110 4444 /B^\?I4M11?>/TJ6I8T%%%%(84444 %%% M% !1110 4#J/K10.H^M %NBBBH-@HHHH **** "D95=2K ,IZ@C(-+5/5+-[M_3)[6.01M(N_Q&<1US@^QZ'V-' GD@MY@1)%$X;#$,H. <=#3)8[2)99GBBY0^ M8VP$LH'(/<_2L*7P[=RWL,PDM(4C0@)#'MVY5U^CN1E@?PZ4K>2,Q0&U^& MS%N"R'=$P5@2F/[Q;)^G?M=EW)N^QOB& PF$11^41S'M&,?2A8H%4!8XPO& M ,<'(_6L"Y\,/+)<2QS1QRS-*7?:]1R>$VGBD\QK=2RR;(T M0[(69D/R>GW#ZE%EW"[[!'1I%!&6,<<:.F0Y.U0-W^-5KB;3TE-K.D?W4)# M1Y7!;:@/X]*QYO#F5P9H?(G@C@CN3,BA,%!Y@?"GZ C P.>]6[[2I;R_NE.1# M.ENV_<1@QR%BO!R,@C!'O19=PU+?V[2Q?!!O@%U+(8E&WEF0!L9QV!!JZAI M,_EQ*\+HJ"9?W?R(,%@Q.,+P"><5G'POF23;<;5\R26)B69XV81[6R3R04S^ M.*B/ABXEMH;9[B*("U%O/-"C85P5)P0"<@GD8QW-.T>X:ETW>A-(;T[2\ MJF(_N6S(#AC\N,L, '..E7[8V-UEX8HR86,8/E@%3UXJCD'\:I-9:]]Q;WC2 MV?VF%7BVA6V,K;68_L\6PMN*[!@MZX]:FHJ"B- ((HW9TB168 %E4 M D#I36M+9Q(&MXF$A!<% =Q]3ZU-10 P11JVY44'U _SZ#\]?110 4444 %9 MNM_\>2_]=!_(UI5FZW_QY+_UT'\C5P^)&=7X&8%%%%=AYH4444 %%%% !111 M0 4444 *OWA]:L577[P^M6*EC04444B@HHHH **** "BBB@ HHHH LQ_ZM?I M3J;'_U^S-2_/UI,<=R2BBB MI- HHHH **** "BBB@ HHHH ?%]X_2I:BB^\?I4M2QH****0PHHHH **** " MBBB@ H'4?6B@=1]: +=%%%0;!1110 4444 %4-:NI;+1;NY@(]$L499<@'G\: MOU%=2P06TDMR5$*C+EAD8IK<#G9O$EW;7ES$]B[/YJQQ0LR@K[WG)7(YQQ4

MC>*@DTBR6\<:(77YILNK*@;YE .!SC(SSCUK1O;[2HC)'=F-B'574Q%SNVEA MD '^$$^V*9;-HX$T\!@?[1-Y;OC=O9@/E^A&#CI5Z=B=>YFKXJE/[YK:)8$M MYY'3>=Y>-]I"\8QWYZ? A5B+Q$\EY]D,%N)58AW%Q^[(0_(VWYF^<<8'0\UL MBVMD" 0Q*$SMPH&W/7'I4,?V%IFM$AB!MMKA?+ "%LX(]^#TI778+,Y]_$=S M?6L(F73984(6Z$;J'WC<"L DWXQ[MXKH$CL]\PC2# <&S*% R&(_B]\'OZTR?[%#/")(8_G;R5/E@D_*3@^V :+KL M%GW,F;Q.8[NXMXK9)FCP$(E*ACYBQD'*\8+#IGH:OWFI26D]I;F.'S9U9F+S M;%4+MR 2.3\W XZ'I5BX^PV:27,R1)DC>^S)8Y '09)SC'OBH9-0TV66"*1E M=VVR(K1DEUCD=IHTC;S2%97#D-RN?^69XQ M2-XE8JP_M(JT+: %B((\N26.POYT7CV"S,NRUQ;W6);!8UVJC.LBL3G:P5@00.V"C4UO4F=T/TJ6I8T%%%%(84444 %%%% !1110 4#J/K10.H^ MM %NBBBH-@HHHH **** "J>]V;:AI5S9JX0S(4#'MGZ5<;C[#]?I36^@F9Q\-*;QW%Q*(&G64@3/OP(F0C?G/4^O2I1H(CU9 M9H91%9+&-L"#E90NP,#TX0X_ 5#)KW%" M^))-L#26:K]J9H[;$V=[!PN#QP2,MWX4^E7[PM!+WPVUR;MUG!EE\D*[\L50 MY*L<=&]A^!J";PQ<-9/;PS0A75%*R9?& _1B.,%QCCH,<5-;^)/W!:01;8H? M-DDEEV$YW8PH4Y'R\_UQ4FEZQ+J>IQ_*8D$4RO%G(WHZC.<]#^M/WD+0JR> M%YVBD42P%GDAE9MI!E*QA"KG!R,C<.O/:I;7PY+;:E:S[X7C@=#7#ON:4 1&/ M8&/\.>? Q/UHAUF5;>:]GO(=_G/"MD0!M(DV*,@%L]">,<]J6#Q0TZ02K9?N' M6(R'S?F4R,R@ 8YP5]1UH]X-"6XT266ZOI#'9W"W!# S!@ZC"C;D= "N01W/ MXTVTT6_M?-5KN.<74:I!DA18XVB4@L ,9(/3MP*OT45F]2@HHHH **** "BBB@ HHHH *S=; M_P")/?\ KH/Y&M*JM_:->0"-7"D-G)&:J#M)-D5$W%I',45K?V%)_P]T_[Y M-']A2?\ /=/^^375[2/TCW#V4^QDT5K?V%)_SW3_OD MT? V%)_SW3_ODT>TCW#V4^QDT5K?V%)_SW3_ODT?V%)_SW3_ODT>TCW#V4^QE M+]X?6K%71H<@(/GI_P!\U)_8\G_/9?RI.<>XU2GV,ZBM+^QY/^>R_E1_8\G_ M #V7\JGGCW'[*? 8S:*TO['D_Y[+^5']CR?\ /9?RHYX]P]E/L9M%:7]CR?\ M/9?RH_L>3_GLOY4<\>X>RGV,VBM+^QY/^>R_E1_8\G_/9?RHYX]P]E/L9M%: M7]CR?\]E_*C^QY/^>R_E1SQ[A[*?8K1_ZM?I3JNIIA5 #*,C_9I?[./ #U_ M\=J>=&JIR[%&BKW]G'_GK_X[1_9Q_P">O_CM',@]G+L4:*O?VO\ X[1_ M9Q_YZ_\ CM',@]G+L4:*O?VO_CM']G'_)Z_^.T9G*3DÄ]$ MKD%%6?LG^W^E'V3_ &_ TJ>9%\K*U%6? LG^W^E'V3_;_2CF0A]:6,,O7Z^]3*JJ,* !DG %+10 4444 %%%% !1110 M 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% ! M1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 % I%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% '_]D! end GRAPHIC 7 image_003.jpg GRAPHIC begin 644 image_003.jpg M_]C_X 02D9)1@ ! 0$ 8 !@ # _VP!# H'!P@'!@H(" @+"@H+#A@0#@T- M#AT5%A$8(Q\E)"(?(B$F*S7J#A(6&AXB)BI*3E)66EYB9FJ*CI*6FIZBIJK*SM+6VM[BYNL+#Q,7& MQ\C)RM+3U-76U]C9VN'BJX*3EYN? HZ>KQ\O/T]?;W^/GZ_\0 'P$ P$! 0$! M 0$! 0 $" P0%!@<("0H+_\0 M1$ @$"! 0#! <%! 0 0)W $" M Q$$!2$Q!A)!40=A<1,B,H$(%$*1H;'!"2,S4O 58G+1"A8D-.$E\1<8&1HF M)R@I*C4V-S@Y.D-$149'2$E*4U155E=865IC9&5F9VAI:G-T=79W>'EZ@H.$ MA8:'B(F*DI.4E9:7F)F:HJ.DI::GJ*FJLK.TM,:WN+FZPL/$Q<;'R,G*TM/4 MU=;7V-G:XN/DY>;GZ.GJ\O/T]?;W^/GZ_]H # ,! (1 Q$ /P#V:BBB@ HH MHH **2N8USQ]H^BLT*R&]N5ZQ0$$ ^[=!32;V$VD=/37D2-2SL%4=V.*\?U3 MXCZ]?EEMY([^(]!",M_WT?Z8KFKF]N[UR]U=33L>\DA;^=;*A)[F;J+H>[S: M_HUO_K=5M$^LR_XU"/%?A]C@:S9Y_P"NPKP<*!T %+5^P7<7M&?0<&J:?4GH$E4G^=6J^<< '(E8>(=8TPC['J5Q&!_"7W+^1R*3H/HQJH>^"E MKS#2/BI=1%8]7LUF3O+;_*P^JG@_ABN^TC7=-UR#SM/NDF 'S)T9?J#R*QE" M4=RU)/8T:*2EJ"@HHHH **** "BBDH *JZCJ5II5E)>7LRPPQCECW/H/4^U) MJ>I6NDV$M]>2>7#$,D]R>P [DUXIXD\27GB2 ,]P3' A/DP \(/ZGU-:4Z;F M_(B4N4U/$_CZ_P!;9[>R+V=CTVJ+1M6EW(?EMKASROHC'T]#^%.E:))C@?;5)?LV>/T5Z5J/PHA*EM-U*1&[) M<*&'YC!'Y&N(UGP[JN@2;;^U* (3A9D^9& '^AJXU(RV)<6C,HHHJR0HHHH] M;^'OB@ZO8G3KR3=>6J_*Q/,L?8_4=#^%=G7S[I.ISZ-JEOJ%N?GA?)']Y>Z_ MB*][LKN&^LH;NW;=%,@=# [$5QU8$KHGHHHKTKQ+QSJIU7Q5=,K9BM MSY$?/&%Z_KFO9-2NQ8:9=79(@B9^?89KY[+M(2[G+,=S$^IKHH+6YE4>E@H MHHKJ,0I\44D\R0PQM))(P5$49+$] *97H_PQ\.J4? 7KE,L28[8$=!T9OZ#\: MF!K;1(TO+]$GU$C.3RL/LOO[_E7744M<#DY.[.E)(*****0P MJ*XMX;]!X)XDEBD&&1QD$5+24 >1>-O!#:$3J&GAGT]C\Z=3 3_-??M7'U]% M3P17,+P3QK)%(I5T89#]17A? B?1&\/ZY-8\F+[\#'^)#T_+I^%==*I?1F$X MVU1DT445N9A7JOPNU4W.BSZ;(V7LY,I_N-S_#S7E5=9\-;TVOBQ(2<)=1-& M?J/F'\C6=57@5!VD>PT445PG28WC"*YG\)ZC%:1M+,\6 BC)(R,X_#->(?9+ MH?\ +K/_-^F_P *^B**UIU'!6L1*',?._V2Z_Y]9_\ OTW^%'V2Z_Y]9_\ MOTW^%?1-)6GUA]B?9>9\_6>CZCJ%REM;64[22' _=D >Y)Z"O=],L8]-TVVL M8@-D$:H/? ZU:HK*=1S*C'E%HHHK,L**** "BBB@ KB/B7H$^I:=;WUG TTU MJQ#J@RQC/MWP0/S-=O2549.+N)ZZL?._V2Z_Y]9_^_3?X4?9+K_GUG_[]- A M7T12UO\ 6'V,_9>9\[?9+K_GUG_[]- A6UX0LK\^+-.>*TFPDP9V,9 5>Y)^ ME>WTE)UVU:P*G9A1117.:E+6-0_LO2KB]V>88ER%SC))P/YUQ/\ PL'5/^?6 MT_)O\:ZGQA_R*U[_+J_^A"O+:]#"TH3@W)'CYAB*M.HE!VT.I_X6#JG_/K: M?DW^- '_"P=4_Y];3\F_QKEJ*ZOJU+L>=]*UZ5X+U5;_1EMW;,UK\C]2O\)_+C*Y,50C!*4 M4>C@,5.:K;VMQ:P>7,X3,>003T/)KBJVO"%O\ :/$UKQD1[I#^ _Q-14H4 MHP;L:T<57E4C'FZGJ5%%%>0? 2&+XP_Y%:]_W5_\ 0A7EM>I>,/\ D5KW_=7_M -"%>6UZF"^!^IX&:?Q5Z!1117<>6%7=(U2?1]02[AYQPZ9X=>XJE14RBI*S M*C)QDI+<]ATW4K5;-+JUD#(W4=U/H? >K=>/Z;JMYI%QYJG+M)^\IY5QZ$5W M.E>.=.NE"7N;2;N6Y0_0]OQKRJN&E!WCJCZ##X^%16GHSJ**A@NK>Y7=!/'* MOJC U+FN2QZ":8M)FJ-YK6FZ>I:YO(DQ_#NRWY#FN1UGQW),&ATI&B4\&=Q\ MWX#M^-:PHSF]$85<32I*\F:WBSQ,FFP-9VC@WD@P2#_JAZ_7TKSG]32LS.Y= MV+,QR68Y)-)7K4:*I1LCYW$XB5>=WL%%%%;G,%=I\;([[N_8< ")#^I_I7& M*K.RHBEF8X4#N:];T+31I6CP6G&]5S(?5CR:XL7/EAR]STLNIAEHHH$%%% M%, HHK2T/1)];OA#'E(5YEEQ]T? XU,I**NRH0E.2C'I>,/^16O?]U?_0A7EM>I@O@?J>!FG\5>@4445W'E MA1110 4444 %%%% !1110 458L]/O-1D\NSMI)CZJ.!]3TKL-'\!*A6;5I Y MZ^1&>/Q/? *QJ5H4]V=%'#5:S]U:'.Z'X>N]56KRJOR/H,-A(4%W?< M6BBBL#K"BBB@#$\8?\BM>_[J_P#H0KRVO4O%_P#R*U[_+J_^A"O+:.]3!?PW MZG@9I_%7H%%;>C^$]1U<+)M^S6Y_Y:2#D_0=Z[;3/".E:;M;R?M$P_Y:3<_D M.@K6IB80TW9A1P-6KKLCSNRT;4M1Q]ELY9%/\9&%_,UN6W@#4I0#<7$$ [@9 MVAZ=/+:4? BU..C^'5L!^]U&9C_L(%_GFI?^%>:?C_M (_+G/K\O^%=92UD\15?VCI6#H+[)Q[?#NSQ\M_< ^ZJ:C_X5U%G_D)OC_KD M/\:[2DH^L5>XG@L._LG)1_#RP5@9+RX<=P-HS^E:5IX/T2T(86GG,.\S%OTZ M5N45+K5'NRXX6C':*(XX8X4"1(J(.BJ, 4_%+161T"4M%% !1110 4444 8_ MBN*2?PW=Q0HSR.%"JHR2=PK+\/>#(;()=:DJSW/58^J1_P")KJZ*T5648$ZGM):M !BEHHK,W"BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHH $H ___V0$! end GRAPHIC 8 image_004.jpg GRAPHIC begin 644 image_004.jpg M_]C_X 02D9)1@ ! 0$ 8 !@ # _VP!# H'!PD'!@H)" D+"PH,#QD0#PX. M#QX6%Q(9)" F)2,@(R(H+3DP*"HV*R(C,D0R-CL]0$!)C!&2T4^2CD_0#W_MVP!# 0L+"P\-#QT0$!T]*2,I/3T]/3T]/3T]/3T]/3T]/3T]/3T] M/3T]/3T]/3T]/3T]/3T]/3W_P 1" !D &0# 2(A$! Q$!_\0 M'P 04! 0$! 0$ $" P0%!@<("0H+_\0 M1 @$# P(§ P4% M! 0 %] 0(# 01!1(A,4$&$U%A!R)Q%#*!D:$((T*QP152T? D,V)R@@D* M%A<8&1HE)B7J#A(6&AXB)BI*3E)66EYB9FJ*CI*6FIZBIJK*SM+6VM[BYNL+#Q,7& MQ\C)RM+3U-76U]C9VN'BX^3EYN?HZ>KQ\O/T]?;W^/GZ_\0 'P$ P$! 0$! M 0$! 0 $" P0%!@<("0H+_\0 M1$ @$"! 0#! <%! 0 0)W $" M Q$$!2$Q!A)!40=A<1,B,H$(%$*1H;'!"2,S4O 58G+1"A8D-.$E\1<8&1HF M)R@I*C4V-S@Y.D-$149'2$E*4U155E=865IC9&5F9VAI:G-T=79W>'EZ@H.$ MA8:'B(F*DI.4E9:7F)F:HJ.DI::GJ*FJLK.TM,:WN+FZPL/$Q<;'R,G*TM/4 MU=;7V-G:XN/DY>;GZ.GJ\O/T]?;W^/GZ_]H # ,! (1 Q$ /P#KJ*** ,,SI M"BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHK#OO%4&GZK#ITUC?&YN"1"%12)><9'S?SK6E1G6=H*X-V-RB MJ-_J@T_3?MLMIEE:_?/_ R_(F>Q MJ:_X@LIO#VHQHMYN>V=1NM) ,X[DC K.\,ZU!X?^&%O?W +!&=50'!=BYP*Z M+Q-<(OA;4BTR /:R!27&&^7MZUP7V&35/A#;)9D2S6LS3/$ARVW

2,CJ*F MUGQ.MGI^FRZ,CBJ?B36+*Z\!2?9KB.5[R!(H8T8% MV8XXV]#3],\-Z1J5W'I]Q;Q_:5NY 6$;J?N8'7D\YJ*5+#PJ<6-P;Q2\LK3)=,U?Q1!J%QKEC>7L,9CMX+<;%7/5L, M);H@VD_EP6CRLBJF3JU 1N)X]?UI.@KW4-8I7T>[?1: M?Y!)=8\2?:X8+>SMWMI=C7# MAF3V 7.2>#WP!5;X8W,$>FZD'=(?]-+;)'"E1@=%;35PTT:G[:S8+@ M? +CK]/>JK4(4O;\L+\K5OGN).]C9\+Z_/K(OK>]BCCO+&8PR&+.Q^N",].AK M>KB? T\1\1>)@)8R7N\H-P^;ENGK7;5YV84HT[]C66GY%Q=T%%%%<0PK'N+ MSPXEQ(ES+I8FW'>) F[/?.>];% <3XF4?\+(_*_-#!-" #&"@90,<$?A2PVEO;,6M[>&%FX)CC"D_E4U9VIZU M!IL]O;>7+<7ER<0V\(&YL=2<\ >YK"'']5'R0N/8M1V-I%.9X[2W28]9%B4-^ M>*S-;69K^W,VE_VEIAC82QJBNT&"GD\ <<5)#X@1[Y["'>SN+>_$?FQV[E3 MYR_[# X/Z5'I'B>'6-3N+&*RNHI;4XG\W:/+/X')Z=JZ84Z].3J2C>R[].Z= M_N:)NF9&H:)8ZH;6/2M"DLYTN(Y#=O;^0(E4Y/NQ/3&*ZQ[2V>[%RUM"9P>) M3&-X_'K5)-:WZG/9M97$8MU#RSNR>6BG.&)SGG!]ZI-XN@6P.I"PO&TL-M^U M@+C&<;MF=VW/>M*BQ-5**6WG??SOU[K(N7,FAV<_E77]G0S2#[LBHI<$_3G M)H,FAV][]D/]G1W3?N_*VH'.? X<8YSZ5@?$*6*Y\:;/ RR1R7L3(Z_Q @XI M?&@' "6>%C@9-TW;W6M*6&YXPO)IRYOOB)LZF.PLX9 \5I;QNO1DB4$?B!5B MLV?60-2EL;*TFO+F%0\P1E58PW0$L>I]*FTS4H]3MY) (XI86BD:*2*5<,CCJ M#^?45P3I5>7GGM_GL7=%KBO$W_)2/#'X_^A&NUK(N_#&GWVH1WUPU MVUS$28W%PP\O_=]*[,%6A1J.4^S7WH4ED:3^%UM\^<&9CC MLF[G\, TWQ"Z^%_&UCKQRME>J;>\P.A['\L'_@)K];+1;2RO9+P>;/>2+L-Q M<2%WV_W0>P^E2ZGI=IK%G]EOHO,AWJ^,XY!XJX8VG"4(;Q2<7YW_,N@U=>0""" 5(QC'&/2L2+PEIL DC@: [BM9&W/:QW#"%CW^7T]LT0QJ=-Q;Y M7S73M?RM\N@.)SGBNUM+/P3H\&G2O-:+>IY3N\:?\C9X6_Z^F_F MM;FI^';#5UB2[68Q1;?+BCE*(I'0A1QFHKGPMI]Y/#-X,=R&& [X'S? 7C'X5;;P]:_:WNH)[WN)5599(9R#+@8 M!;.03CO5K3].MM+MC!:1E59B[EF+,['JS$\DUC6Q-.='V>[TL[6:[W?5=AI. EY:HHHKS"@HHHH **** "BBB@ HHHH **** "BBB@ HHHH __V0$! end EX-101.SCH 9 phio-20240930.xsd XBRL SCHEMA FILE 00000001 - Document - Cover link:presentationLink link:calculationLink link:definitionLink 00000002 - Statement - CONDENSED CONSOLIDATED BALANCE SHEETS (Unaudited) link:presentationLink link:calculationLink link:definitionLink 00000003 - Statement - CONDENSED CONSOLIDATED BALANCE SHEETS (Unaudited) (Parenthetical) link:presentationLink link:calculationLink link:definitionLink 00000004 - Statement - CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (Unaudited) link:presentationLink link:calculationLink link:definitionLink 00000005 - Statement - CONDENSED CONSOLIDATED STATEMENTS OF PREFERRED STOCK AND STOCKHOLDERS' EQUITY (Unaudited) link:presentationLink link:calculationLink link:definitionLink 00000006 - Statement - CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (Unaudited) link:presentationLink link:calculationLink link:definitionLink 00000007 - Statement - Reconciliation of Cash and Restricted Cash link:presentationLink link:calculationLink link:definitionLink 995613 - Disclosure - Organization and Significant Accounting Policies link:presentationLink link:calculationLink link:definitionLink 995614 - Disclosure - Collaboration Agreement link:presentationLink link:calculationLink link:definitionLink 995615 - Disclosure - Fair Value of Financial Instruments link:presentationLink link:calculationLink link:definitionLink 995616 - Disclosure - Leases link:presentationLink link:calculationLink link:definitionLink 995617 - Disclosure - Stockholders' Equity link:presentationLink link:calculationLink link:definitionLink 995618 - Disclosure - Stock-based Compensation link:presentationLink link:calculationLink link:definitionLink 995619 - Disclosure - Net Loss per Common Share link:presentationLink link:calculationLink link:definitionLink 995620 - Disclosure - Subsequent Events link:presentationLink link:calculationLink link:definitionLink 995621 - Disclosure - Organization and Significant Accounting Policies (Policies) link:presentationLink link:calculationLink link:definitionLink 995622 - Disclosure - Fair Value of Financial Instruments (Tables) link:presentationLink link:calculationLink link:definitionLink 995623 - Disclosure - Leases (Tables) link:presentationLink link:calculationLink link:definitionLink 995624 - Disclosure - Stockholders' Equity (Tables) link:presentationLink link:calculationLink link:definitionLink 995625 - Disclosure - Stock-based Compensation (Tables) link:presentationLink link:calculationLink link:definitionLink 995626 - Disclosure - Net Loss per Common Share (Tables) link:presentationLink link:calculationLink link:definitionLink 995627 - Disclosure - Organization and Significant Accounting Policies (Details Narrative) link:presentationLink link:calculationLink link:definitionLink 995628 - Disclosure - Collaboration Agreement (Details Narrative) link:presentationLink link:calculationLink link:definitionLink 995629 - Disclosure - Fair Value of Financial Instruments - (Details - Financial instruments at fair value) link:presentationLink link:calculationLink link:definitionLink 995630 - Disclosure - Leases (Details - Balance sheet lease items) link:presentationLink link:calculationLink link:definitionLink 995631 - Disclosure - Leases (Details Narrative) link:presentationLink link:calculationLink link:definitionLink 995632 - Disclosure - Stockholders' Equity (Details - Warrants outstanding) link:presentationLink link:calculationLink link:definitionLink 995633 - Disclosure - Stockholders' Equity (Details Narrative) link:presentationLink link:calculationLink link:definitionLink 995634 - Disclosure - Stock-based Compensation (Details - RSU activity) link:presentationLink link:calculationLink link:definitionLink 995635 - Disclosure - Stock-based Compensation (Details - Option activity) link:presentationLink link:calculationLink link:definitionLink 995636 - Disclosure - Stock-based Compensation (Details - Share-based compensation) link:presentationLink link:calculationLink link:definitionLink 995637 - Disclosure - Stock-based Compensation (Details Narrative) link:presentationLink link:calculationLink link:definitionLink 995638 - Disclosure - Net Loss per Common Share (Details - Antidilutive shares) link:presentationLink link:calculationLink link:definitionLink EX-101.CAL 10 phio-20240930_cal.xml XBRL CALCULATION FILE EX-101.DEF 11 phio-20240930_def.xml XBRL DEFINITION FILE EX-101.LAB 12 phio-20240930_lab.xml XBRL LABEL FILE Equity Components [Axis] Preferred Stock Series D [Member] Common Stock [Member] Additional Paid-in Capital [Member] Retained Earnings [Member] Transaction Type [Axis] Clinical Co Development Agreement [Member] Counterparty Name [Axis] Agon Ox [Member] Asset Class [Axis] Cash and Cash Equivalents [Member] Fair Value Hierarchy and NAV [Axis] Fair Value, Inputs, Level 1 [Member] Fair Value, Inputs, Level 2 [Member] Fair Value, Inputs, Level 3 [Member] Property Subject to or Available for Operating Lease [Axis] Property Subject to Operating Lease [Member] Long-Lived Tangible Asset [Axis] Laboratory Facility [Member] Securities Financing Transaction [Axis] May 2024 Financing [Member] July 2024 Financing [Member] Class of Stock [Axis] Series C Warrants [Member] Series D Warrants [Member] Equity Classified Warrants [Member] Placement Agent Warrants [Member] July 2024 Abeyance Shares [Member] July 2024 Inducement Letter Agreement [Member] April 2023 Financing [Member] Series A Warrants [Member] Series B Warrants [Member] Warrant Amendment Agreements [Member] Award Type [Axis] Previously Issued Warrants [Member] June 2023 Financing [Member] Registered Shares [Member] Unregistered Shares [Member] Unregistered Pre Funded Warrants [Member] Stock Conversion Description [Axis] June 2023 Prefunded Warrants [Member] Warrant [Member] Restricted Stock Units (RSUs) [Member] Employees [Member] Share-Based Payment Arrangement, Option [Member] Non Employee Members [Member] Statement of Income Location, Balance [Axis] Research and Development Expense [Member] General and Administrative Expense [Member] Antidilutive Securities [Axis] Stock Options [Member] Cover [Abstract] Document Type Amendment Flag Amendment Description Document Registration Statement Document Annual Report Document Quarterly Report Document Transition Report Document Shell Company Report Document Shell Company Event Date Document Period Start Date Document Period End Date Document Fiscal Period Focus Document Fiscal Year Focus Current Fiscal Year End Date Entity File Number Entity Registrant Name Entity Central Index Key Entity Primary SIC Number Entity Tax Identification Number Entity Incorporation, State or Country Code Entity Address, Address Line One Entity Address, Address Line Two Entity Address, Address Line Three Entity Address, City or Town Entity Address, State or Province Entity Address, Country Entity Address, Postal Zip Code Country Region City Area Code Local Phone Number Extension Written Communications Soliciting Material Pre-commencement Tender Offer Pre-commencement Issuer Tender Offer Title of 12(b) Security No Trading Symbol Flag Trading Symbol Security Exchange Name Title of 12(g) Security Security Reporting Obligation Annual Information Form Audited Annual Financial Statements Entity Well-known Seasoned Issuer Entity Voluntary Filers Entity Current Reporting Status Interactive Data Current Entity Filer Category Entity Small Business Entity Emerging Growth Company Elected Not To Use the Extended Transition Period Document Accounting Standard Other Reporting Standard Item Number Entity Shell Company Entity Public Float Entity Bankruptcy Proceedings, Reporting Current Entity Common Stock, Shares Outstanding Documents Incorporated by Reference [Text Block] Statement of Financial Position [Abstract] ASSETS Current assets: Cash and cash equivalents Prepaid expenses and other current assets Total current assets Right of use asset Property and equipment, net Other assets Total assets LIABILITIES AND STOCKHOLDERS' EQUITY Current liabilities: Accounts payable Accrued expenses Lease liability Total current liabilities Commitments and contingencies (Note 2) Stockholders' equity: Preferred stock, $0.0001 par value, 100,000,000 shares authorized; no shares issued and outstanding at September 30, 2024 and December 31, 2023 Common stock, $0.0001 par value, 100,000,000 shares authorized; 958,219 and 416,368 shares issued and outstanding at September 30, 2024 and December 31, 2023, respectively Additional paid-in capital Accumulated deficit Total stockholders' equity Total liabilities and stockholders' equity Preferred Stock, Par or Stated Value Per Share Preferred Stock, Shares Authorized Preferred Stock, Shares Outstanding Common Stock, Par or Stated Value Per Share Common Stock, Shares Authorized Common Stock, Shares, Outstanding Income Statement [Abstract] Operating expenses: Research and development General and administrative Total operating expenses Operating loss Total other income (expense), net Net loss Net loss per common share: Earnings Per Share, Diluted Weighted average number of common shares outstanding Weighted Average Number of Shares Outstanding, Diluted Statement [Table] Statement [Line Items] Beginning balance, value Balance at beginning, shares Cash-in-lieu of fractional shares for reverse stock split Cash-in-lieu of fractional shares for reverse stock split, shares Issuance of common stock and warrants, net of offering costs Issuance of common stock upon exercise of warrants Issuance of common stock upon exercise of warrants, shares Issuance of common stock upon vesting of restricted stock units Issuance of common stock upon vesting of restricted stock units, shares Shares withheld for payroll taxes Shares withheld for payroll taxes, shares Stock-based compensation expense Net loss [custom:StockAndWarrantsIssuedDuringPeriodValueNewIssues] Issuance of common stock and warrants, net of offering costs, shares Cash-in-lieu of fractional shares for reverse stock split [custom:StockAndWarrantsIssuedDuringPeriodSharesNewIssues] Redemption of preferred stock [custom:RedemptionOfPreferredStock] Redemption of preferred stock, shares Ending balance, value Balance at ending, shares Statement of Cash Flows [Abstract] Cash flows from operating activities: Adjustments to reconcile net loss to net cash used in operating activities: Depreciation and amortization Amortization of right of use asset Loss on disposal of property and equipment Stock-based compensation Changes in operating assets and liabilities: Prepaid expenses and other assets Accounts payable Accrued expenses Lease liability Net cash used in operating activities Cash flows from investing activities: Cash paid for purchase of property and equipment Net cash used in investing activities Cash flows from financing activities: Net proceeds from the issuance of common stock and warrants Cash in lieu of fractional shares for reverse stock split Redemption of Series D preferred stock Payment of taxes on net share settlements of restricted stock units Net cash provided by financing activities Net decrease in cash, cash equivalents and restricted cash Cash, cash equivalents and restricted cash at the beginning of period Cash, cash equivalents and restricted cash at the end of period Restricted cash Cash, cash equivalents and

restricted cash Pay vs Performance Disclosure [Table] Executive Category [Axis] Individual [Axis] Adjustment to Compensation [Axis] Measure [Axis] Pay vs Performance Disclosure, Table Company Selected Measure Name Named Executive Officers, Footnote Peer Group Issuers, Footnote Changed Peer Group, Footnote PEO Total Compensation Amount PEO Actually Paid Compensation Amount Adjustment To PEO Compensation, Footnote Non-PEO NEO Average Total Compensation Amount Non-PEO NEO Average Compensation Actually Paid Amount Adjustment to Non-PEO NEO Compensation Footnote Equity Valuation Assumption Difference, Footnote Compensation Actually Paid vs. Total Shareholder Return Compensation Actually Paid vs. Net Income Compensation Actually Paid vs. Company Selected Measure Total Shareholder Return Vs Peer Group Compensation Actually Paid vs. Other Measure Tabular List, Table Total Shareholder Return Amount Peer Group Total Shareholder Return Amount Net Income (Loss) Company Selected Measure Amount Other Performance Measure, Amount Adjustment to Compensation, Amount PEO Name Name Non-GAAP Measure Description Additional 402(v) Disclosure Pension Benefits Adjustments, Footnote Erroneously Awarded Compensation Recovery [Table] Restatement Determination Date [Axis] Restatement Determination Date Aggregate Erroneous Compensation Amount Erroneous Compensation Analysis Stock Price or TSR Estimation Method Outstanding Aggregate Erroneous Compensation Amount Aggregate Erroneous Compensation Not Yet Determined Name Forgone Recovery due to Expense of Enforcement, Amount Forgone Recovery due to Violation of Home Country Law, Amount Forgone Recovery due to Disqualification of Tax Benefits, Amount Forgone Recovery, Explanation of Impracticability Name Compensation Amount Restatement does not require Recovery Awards Close in Time to MNPI Disclosures [Table] Award Timing MNPI Disclosure Award Timing Method Award Timing Predetermined Award Timing MNPI Considered Award Timing, How MNPI Considered MNPI Disclosure Timed for Compensation Value Awards Close in Time to MNPI Disclosures, Table Name Underlying Securities Exercise Price Fair Value as of Grant Date Underlying Security Market Price Change Trading Arrangements, by Individual [Table] Trading Arrangement [Axis] Material Terms of Trading Arrangement Name Title Rule 10b5-1 Arrangement Adopted Non-Rule 10b5-1 Arrangement Adopted Adoption Date Rule 10b5-1 Arrangement Terminated Non-Rule 10b5-1 Arrangement Terminated Termination Date Expiration Date Arrangement Duration Insider Trading Policies and Procedures [Line Items] Insider Trading Policies and Procedures Adopted Insider Trading Policies and Procedures Not Adopted Accounting Policies [Abstract] Organization and Significant Accounting Policies Organization, Consolidation and Presentation of Financial Statements [Abstract] Collaboration Agreement Fair Value Disclosures [Abstract] Fair Value of Financial Instruments Leases Leases Equity [Abstract] Stockholders' Equity Share-Based Payment Arrangement [Abstract] Stock-based Compensation Earnings Per Share [Abstract] Net Loss per Common Share Subsequent Events [Abstract] Subsequent Events Nature of Operations Basis of Presentation Principles of Consolidation Segments Use of Estimates Liquidity Summary of Significant Accounting Policies Recent Accounting Pronouncements Schedule of financial instruments at fair value Schedule of lease amounts recorded in balance sheet Schedule of outstanding warrants Summary of RSUs activity Summary of stock options activity Schedule of stock-based compensation expense Schedule of anti dilutive shares Stockholders' Equity, Reverse Stock Split Collaborative Arrangement and Arrangement Other than Collaborative [Table] Collaborative Arrangement and Arrangement Other than Collaborative [Line Items] Contractual Obligation [custom:ExpenseFromContractualObligations] Fair Value, Assets Measured on Recurring Basis, Unobservable Input Reconciliation [Table] Fair Value, Assets Measured on Recurring Basis, Unobservable Input Reconciliation [Line Items] Total Assets Liabilities Lease liability Lease Term and Discount Rate Operating Lease, Weighted Average Remaining Lease Term Operating Lease, Weighted Average Discount Rate, Percent Property, Plant and Equipment [Table] Property, Plant and Equipment [Line Items] Area of Real Estate Property Lease Expiration Date Payments for Rent Operating Lease, Expense Operating Lease, Cost Operating Lease, Payments Stock, Class of Stock [Table] Class of Stock [Line Items] Warrants outstanding, Beginning balance Warrants outstanding weighted average exercise price per share, Beginning balance Warrants issued, shares Warrants issued weighted average exercise price per share Warrants exercised, shares Warrants exercised weighted average exercise price per share Warrants expired, shares Warrants expired weighted average exercise price per share Warrants outstanding, Ending balance Warrants outstanding weighted average exercise price per share, Ending balance Shares, Issued Shares Issued, Price Per Share Proceeds from Issuance of Common Stock [custom:NoncashEquityIssuanceCost] Common Stock, Capital Shares Reserved for Future Issuance Share-Based Compensation Arrangement by Share-Based Payment Award, Shares Issued in Period Stock Issued During Period, Shares, New Issues [custom:WarrantsIssuedNewShares-0] Class of Warrant or Right, Exercise Price of Warrants or Rights Proceeds from Issuance or Sale of Equity [custom:AmendedWarrants] [custom:ProceedsFromAmendmentOfWarrants] Equity-Classified Written Call Option, Modification, Equity Issuance, Increase (Decrease) in Equity, Amount Stock Issued During Period, Shares, Conversion of Convertible Securities Schedule of Share-Based Compensation Arrangements by Share-Based Payment Award [Table] Share-Based Compensation Arrangement by Share-Based Payment Award [Line Items] Number of unvested restricted stock units, Beginning balance Weighted- average grant date fair value per share of unvested restricted stock units, Beginning balance Number of restricted stock units, Granted and accepted Weighted- average grant date fair value per share of restricted stock units, Granted and accepted Number of restricted stock units, Vested Weighted- average grand date fair value per share of restricted stock units, Vested Number of restricted stock units, Forfeited Weighted- average grant date fair value per share of restricted stock units, Forfeited Number of unvested restricted stock units, Ending balance Weighted- average grant date fair value per share of unvested restricted stock units, Ending balance Options outstanding, beginning balance Options outstanding, price per share, beginning balance Options granted Options granted, price per share Options exercised Options exercised, price per share Options forfeited Options forfeited, price per share Options expired Options expired, price per share Options outstanding, ending balance Options outstanding, price per share, ending balance Aggregate intrinsic value, outstanding Options exercisable Options exercisable, price per share Aggregate intrinsic value, exercisable Share-Based Payment Arrangement, Expensed and Capitalized, Amount [Table] Share-Based Payment Arrangement, Expensed and Capitalized, Amount [Line Items] Total stock-based compensation Share-Based Compensation Arrangement by Share-Based Payment Award, Award Vesting Period Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Grants in Period, Net of Forfeitures Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Grants in Period, Weighted Average Grant Date Fair Value Share-Based Payment Arrangement, Noncash Expense Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Vested in Period, Fair Value Antidilutive Security, Excluded EPS Calculation [Table] Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items] Antidilutive shares Assets, Current Assets [Default Label] Liabilities, Current Equity, Attributable to Parent Liabilities and Equity Operating Expenses Operating Income (Loss) Shares, Outstanding Share-Based Payment Arrangement, Decrease for Tax Withholding Obligation Share-Based Payment Arrangement, Shares Withheld for Tax Withholding Obligation Stock Redeemed or Called During Period, Value Stock Redeemed or Called During Period, Shares Gain (Loss) on Disposition of Property Plant Equipment Increase (Decrease) in Prepaid Expense and Other Assets Increase (Decrease) in Accounts Payable Increase (Decrease) in Accrued Liabilities Increase (Decrease) in Operating Lease Liability Net Cash Provided by (Used in) Operating Activities Payments to Acquire Property, Plant, and Equipment Net Cash Provided by (Used in) Investing Activities CashInLieuOfFractionalSharesForReverseStockSplit Payments for Repurchase of Redeemable Preferred Stock Payment, Tax Withholding, Share-Based Payment Arrangement Net Cash Provided by (Used in) Financing Activities Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Period Increase (Decrease), Excluding Exchange Rate Effect Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents Forgone Recovery, Individual Name Outstanding Recovery, Individual Name Awards Close in Time to MNPI Disclosures, Individual Name Trading Arrangement, Individual Name Lessee, Operating Leases [Text Block] Operating Lease, Liability Class of Warrant or Right, Outstanding ClassOfWarrantOrRightWeightedAverageExercisePrice WarrantsExercisedShare WarrantsExpiredShares Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Nonvested, Number Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Nonvested, Weighted Average Grant Date Fair Value Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Vested in Period Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Forfeited in Period Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Number Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Weighted Average Exercise Price Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Expirations in Period EX-101.PRE 13 phio-20240930_pre.xml XBRL PRESENTATION FILE XML 15 R1.htm IDEA: XBRL DOCUMENT

Cover	9 Months Ended Sep. 30, 2024
Cover [Abstract]	
Document Type	S-1
Amendment Flag	false
Entity Registrant Name	PHIO PHARMACEUTICALS CORP.
Entity Central Index Key	0001533040
Entity Tax Identification Number	45-3215903
Entity Incorporation, State or Country Code	DE
Entity Address, Address Line One	11 Apex Drive
Entity Address, Address Line Two	Suite 300A, PMB 2006
Entity Address, City or Town	Marlborough
Entity Address, State or Province	MA
Entity Address, Postal Zip Code	01752
City Area Code	508
Local Phone Number	767-3861
Entity Filer Category	Non-accelerated Filer
Entity Small Business	true
Entity Emerging Growth Company	false

XML 16 R2.htm IDEA: XBRL DOCUMENT

CONDENSED CONSOLIDATED BALANCE SHEETS (Unaudited) - USD ($) $ in Thousands	Sep. 30, 2024	Dec. 31, 2023
Current assets:		
Cash and cash equivalents	$ 5,390	$ 8,490
Prepaid expenses and other current assets	474	832
Total current assets	5,864	9,322
Right of use asset	0	33
Property and equipment, net	1	6
Other assets	0	3
Total assets	5,865	9,364
Current liabilities:		
Accounts payable	184	657
Accrued expenses	735	942
Lease liability	0	35
Total current liabilities	919	1,634
Commitments and contingencies (Note 2)		
Stockholders' equity:		
Preferred stock, $0.0001 par value, 100,000,000 shares authorized; no shares issued and outstanding at September 30, 2024 and December 31, 2023	0	0
Common stock, $0.0001 par value, 100,000,000 shares authorized; 958,219 and 416,368 shares issued and outstanding at September 30, 2024 and December 31, 2023, respectively	0	0
Additional paid-in capital	149,676	146,936
Accumulated deficit	(144,730)	(139,206)
Total stockholders' equity	4,946	7,730
Total liabilities and stockholders' equity	$ 5,865	$ 9,364

XML 17 R3.htm IDEA: XBRL DOCUMENT

CONDENSED CONSOLIDATED

BALANCE SHEETS (Unaudited) (Parenthetical) - $ / shares	Sep. 30, 2024	Dec. 31, 2023
Statement of Financial Position [Abstract]		
Preferred Stock, Par or Stated Value Per Share		$ 0.0001
Preferred Stock, Shares Authorized		100,000,000
Preferred Stock, Shares Outstanding		0
Common Stock, Par or Stated Value Per Share		$ 0.0001
Common Stock, Shares Authorized		100,000,000
Common Stock, Shares, Outstanding	958,219	416,368

XML 18 R4.htm IDEA: XBRL DOCUMENT

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (Unaudited) - USD ($) $ in Thousands	3 Months Ended		9 Months Ended	
	Sep. 30, 2024	Sep. 30, 2023	Sep. 30, 2024	Sep. 30, 2023
Operating expenses:				
Research and development	$ 644	$ 1,808	$ 2,658	$ 5,325
General and administrative	946	968	3,055	3,600
Total operating expenses	1,590	2,776	5,713	8,925
Operating loss	(1,590)	(2,776)	(5,713)	(8,925)
Total other income (expense), net	66	(4)	189	(6)
Net loss	$ (1,524)	$ (2,780)	$ (5,524)	$ (8,931)
Net loss per common share:				
Earnings Per Share, Diluted	$ (1.54)	$ (10.25)	$ (8.23)	$ (45.28)
Weighted average number of common shares outstanding				
Weighted Average Number of Shares Outstanding, Diluted	990,033	271,129	670,875	197,227

XML 19 R5.htm IDEA: XBRL DOCUMENT

CONDENSED CONSOLIDATED STATEMENTS OF PREFERRED STOCK AND STOCKHOLDERS' EQUITY (Unaudited) - USD ($) $ in Thousands	Preferred Stock Series D [Member]	Common Stock [Member]	Additional Paid-in Capital [Member]	Retained Earnings [Member]	Total
Beginning balance, value at Dec. 31, 2022	$ 2		$ 139,218	$ (128,380)	$ 10,838
Balance at beginning, shares at Dec. 31, 2022	1	126,558			
Cash-in-lieu of fractional shares for reverse stock split			11		11
Cash-in-lieu of fractional shares for reverse stock split, shares		(190)			
Issuance of common stock upon vesting of restricted stock units					
Issuance of common stock upon vesting of restricted stock units, shares		2,009			
Shares withheld for payroll taxes			(25)		(25)
Shares withheld for payroll taxes, shares		(535)			
Stock-based compensation expense			111		111
Net loss				(3,602)	(3,602)
Cash-in-lieu of fractional shares for reverse stock split			(11)		(11)
Redemption of preferred stock	$ (2)				
Redemption of preferred stock, shares	(1)				
Ending balance, value at Mar. 31, 2023			139,293	(131,982)	7,311
Balance at ending, shares at Mar. 31, 2023	0	127,842			
Beginning balance, value at Dec. 31, 2022	$ 2		139,218	(128,380)	10,838
Balance at beginning, shares at Dec. 31, 2022	1	126,558			
Net loss					(8,931)
Ending balance, value at Sep. 30, 2023			144,524	(137,311)	7,213
Balance at ending, shares at Sep. 30, 2023	0	256,375			
Beginning balance, value at Mar. 31, 2023			139,293	(131,982)	7,311
Balance at beginning, shares at Mar. 31, 2023	0	127,842			
Issuance of common stock and warrants, net of offering costs			5,048		5,048
Issuance of common stock upon exercise of warrants					
Issuance of common stock upon exercise of warrants, shares		19,444			
Stock-based compensation expense			94		94
Net loss				(2,549)	(2,549)
Issuance of common stock and warrants, net of offering costs, shares		73,292			
Ending balance, value at Jun. 30, 2023			144,435	(134,531)	9,904
Balance at ending, shares at Jun. 30, 2023	0	220,578			
Issuance of common stock upon exercise of warrants					
Issuance of common stock upon exercise of warrants, shares		35,588			
Issuance of common stock upon vesting of restricted stock units					
Issuance of common stock upon vesting of restricted stock units, shares		222			
Shares withheld for payroll taxes					
Shares withheld for payroll taxes, shares		(13)			
Stock-based compensation expense			89		89
Net loss				(2,780)	(2,780)
Ending balance, value at Sep. 30, 2023			144,524	(137,311)	7,213
Balance at ending, shares at Sep. 30, 2023	0	256,375			
Beginning balance, value at Dec. 31, 2023			146,936	(139,206)	7,730
Balance at beginning, shares at Dec. 31, 2023	0	416,368			
Issuance of common stock upon exercise of warrants					
Issuance of common stock upon exercise of warrants, shares		91,820			
Issuance of common stock upon vesting of restricted stock units					
Issuance of common stock upon vesting of restricted stock units, shares		2,689			
Shares withheld for payroll taxes			(4)		(4)
Shares withheld for payroll taxes, shares		(689)			
Stock-based compensation expense			32		32
Net loss				(2,154)	(2,154)
Ending balance, value at Mar. 31, 2024			146,964	(141,360)	5,604
Balance at ending, shares at Mar. 31, 2024	0	510,188			
Beginning balance, value at Dec. 31, 2023			146,936	(139,206)	7,730
Balance at beginning, shares at Dec. 31, 2023	0	416,368			
Net loss					(5,524)

Ending balance, value at Sep. 30, 2024			149,676	(144,730)	4,946
Balance at ending, shares at Sep. 30, 2024	0	958,219			
Beginning balance, value at Mar. 31, 2024			146,964	(141,360)	5,604
Balance at beginning, shares at Mar. 31, 2024	0	510,188			
Stock-based compensation expense			15		15
Net loss				(1,846)	(1,846)
Ending balance, value at Jun. 30, 2024			146,979	(143,206)	3,773
Balance at ending, shares at Jun. 30, 2024	0	510,188			
Cash-in-lieu of fractional shares for reverse stock split			(1)		(1)
Cash-in-lieu of fractional shares for reverse stock split, shares		(255)			
Issuance of common stock and warrants, net of offering costs			2,646		2,646
Issuance of common stock upon exercise of warrants					
Issuance of common stock upon exercise of warrants, shares		231,758			
Stock-based compensation expense			52		52
Net loss				(1,524)	(1,524)
Issuance of common stock and warrants, net of offering costs, shares		216,528			
Cash-in-lieu of fractional shares for reverse stock split			1		1
Ending balance, value at Sep. 30, 2024			$ 149,676	$ (144,730)	$ 4,946
Balance at ending, shares at Sep. 30, 2024	0	958,219			

XML 20 R6.htm IDEA: XBRL DOCUMENT

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (Unaudited) - USD ($) $ in Thousands	9 Months Ended	
	Sep. 30, 2024	Sep. 30, 2023
Cash flows from operating activities:		
Net loss	$ (5,524)	$ (8,931)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	2	46
Amortization of right of use asset	33	95
Loss on disposal of property and equipment	3	0
Stock-based compensation	99	294
Changes in operating assets and liabilities:		
Prepaid expenses and other assets	361	(235)
Accounts payable	(473)	(606)
Accrued expenses	(207)	1,058
Lease liability	(35)	(100)
Net cash used in operating activities	(5,741)	(8,379)
Cash flows from investing activities:		
Cash paid for purchase of property and equipment	0	(5)
Net cash used in investing activities	0	(5)
Cash flows from financing activities:		
Net proceeds from the issuance of common stock and warrants	2,646	5,048
Cash in lieu of fractional shares for reverse stock split	(1)	(11)
Redemption of Series D preferred stock	0	(2)
Payment of taxes on net share settlements of restricted stock units	(4)	(25)
Net cash provided by financing activities	2,641	5,010
Net decrease in cash, cash equivalents and restricted cash	(3,100)	(3,374)
Cash, cash equivalents and restricted cash at the beginning of period	8,490	11,831
Cash, cash equivalents and restricted cash at the end of period	$ 5,390	$ 8,457

XML 21 R7.htm IDEA: XBRL DOCUMENT

Reconciliation of Cash and Restricted Cash - USD ($) $ in Thousands	Sep. 30, 2024	Sep. 30, 2023
Statement of Financial Position [Abstract]		
Cash and cash equivalents	$ 5,390	$ 8,407
Restricted cash	0	50
Cash, cash equivalents and restricted cash	$ 5,390	$ 8,457

XML 22 R8.htm IDEA: XBRL DOCUMENT

Pay vs Performance Disclosure - USD ($) $ in Thousands	3 Months Ended						9 Months Ended	
	Sep. 30, 2024	Jun. 30, 2024	Mar. 31, 2024	Sep. 30, 2023	Jun. 30, 2023	Mar. 31, 2023	Sep. 30, 2024	Sep. 30, 2023
Pay vs Performance Disclosure [Table]								
Net Income (Loss)	$ (1,524)	$ (1,846)	$ (2,154)	$ (2,780)	$ (2,549)	$ (3,602)	$ (5,524)	$ (8,931)

XML 23 R9.htm IDEA: XBRL DOCUMENT

Organization and Significant Accounting Policies	9 Months Ended
	Sep. 30, 2024
Accounting Policies [Abstract]	
Organization and Significant Accounting Policies	

1. Organization and Significant Accounting Policies

Nature of Operations

Phio Pharmaceuticals Corp. ("**Phio**" or the "**Company**") is a clinical stage biotechnology company whose proprietary INTASYL® small interfering RNA gene silencing technology is designed to make immune cells more effective in killing tumor cells. The Company is developing therapeutics that are designed to leverage INTASYL to precisely target specific proteins that reduce the body's ability to fight cancer, without the need for specialized formulations or drug delivery systems.

Phio was incorporated in the state of Delaware in 2011 as RXi Pharmaceuticals Corporation. On November 19, 2018, the Company changed its name to Phio Pharmaceuticals Corp., to reflect its transition from a platform company to one that is fully committed to developing groundbreaking immuno-oncology therapeutics.

Effective July 5, 2024, the Company completed a 1-for-9 reverse stock split of the Company's outstanding common stock, including reclassifying an amount equal to the reduction in par value to additional paid-in capital. The reverse stock split did not reduce the number of authorized shares of the Company's common or preferred stock. All share and per share amounts have been adjusted to give effect to the reverse stock split.

Basis of Presentation

The accompanying condensed consolidated financial statements are unaudited and have been prepared in accordance with accounting principles generally accepted in the United States ("**GAAP**"). Certain information and footnote disclosures that are included in the Company's annual consolidated financial statements, but that are not required for interim reporting purposes, have been condensed or omitted. In the opinion of management, all adjustments (including normal recurring accruals) considered necessary for a fair presentation of the condensed consolidated financial statements have been included.

These statements should be read in conjunction with the audited consolidated financial statements and notes thereto included in the Company's most recent Annual Report on Form 10-K for the year ended December 31, 2023, as filed with the Securities and Exchange Commission (the "**SEC**") on April 1, 2024 (the "**2023 Form 10-K**"). Interim results are not necessarily indicative of results for a full year.

Principles of Consolidation

The condensed consolidated financial statements include the accounts of the Company and its wholly-owned subsidiary, MirImmune, LLC. All material intercompany accounts have been eliminated in consolidation.

Segments

The Company operates as one operating segment and all assets are located in the United States.

Use of Estimates

The preparation of financial statements in accordance with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as of the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. The areas subject to significant estimates and judgement include, among others, those related to the fair value of equity awards, accruals for research and development expenses, useful lives of property and equipment, and the valuation allowance on the Company's deferred tax assets. On an ongoing basis the Company evaluates its estimates and bases its estimates on historical experience and other relevant assumptions that the Company believes are reasonable under the circumstances. Actual results could differ materially from these estimates.

Liquidity

The Company has reported recurring losses from operations since its inception and expects to continue to have negative cash flows from operations for the foreseeable future. Historically, the Company's primary source of funding has been from sales of its securities. The Company's ability to continue to fund its operations is dependent on obtaining funding from third parties, such as proceeds from the issuance of debt, sale of equity, or strategic opportunities, in order to maintain its operations. This is dependent on a number of factors, including the market demand or liquidity of the Company's common stock. There is no guarantee that debt, additional equity or other funding will be available to the Company on acceptable terms, or at all. If the Company fails to obtain additional funding when needed, the Company would be forced to scale back or terminate its operations or seek to merge with or to be acquired by another company.

The Company has limited cash resources, has reported recurring losses from operations since inception, has negative operating cash flows and has not yet received product revenues. These factors raise substantial doubt regarding the Company's ability to continue as a going concern, and the Company's current cash resources may not provide sufficient capital to fund operations for at least the next 12 months from the date of the release of these condensed consolidated financial statements. The continuation of the Company as a going concern depends upon the Company's ability to raise additional capital through an equity offering, debt offering and/or strategic opportunity to fund its operations. There can be no assurance that the Company will be successful in accomplishing these plans in order to continue as a going concern. These condensed consolidated financial statements do not include any adjustments to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

Summary of Significant Accounting Policies

Cash and Cash Equivalents

Cash and cash equivalents include unrestricted cash accounts, money market investments and highly liquid investment instruments with original maturity of three months or less at the date of purchase.

Other than as set forth above, there have been no material changes to the significant accounting policies disclosed in the Company's 2023 Form 10-K.

Recent Accounting Pronouncements

In November 2023, the Financial Accounting Standards Board (the "**FASB**") issued Accounting Standards Update ("**ASU**") 2023-07, "Segment Reporting (Topic 280) – Improvements to Reporting Segment Disclosures" ("**ASU 2023-07**"), which requires disclosure of incremental segment information on an annual and interim basis. In addition, ASU 2023-07 clarifies circumstances in which an entity can disclose multiple segment measures of profit or loss, provides new segment disclosure requirements for entities with a single reportable segment, and contains other disclosure requirements. The amendments in ASU 2023-07 are effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024. Early adoption is permitted. The enhanced disclosures are required to be applied retrospectively to all prior periods presented in the financial statements. The Company is currently evaluating the impact of ASU 2023-07 on its consolidated financial statements and disclosures, but does not expect that it will have a material impact on its consolidated financial statements.

In December 2023, the FASB issued ASU 2023-09, "Income Taxes (Topic 740) – Improvements to Income Tax Disclosures" ("ASU 2023-09"), which requires disclosure of specific categories in the rate reconciliation table along with additional information for reconciling items that meet a quantitative threshold, disclosure of disaggregated income taxes paid and modifies other income tax-related disclosures. The amendments in ASU 2023-09 are effective for annual periods beginning after December 15, 2024 and allows for adoption on a prospective basis, with a retrospective option. Early adoption is permitted. The Company is currently evaluating the impact of ASU 2023-09, but does not expect that it will have a material impact on its consolidated financial statements.

XML 24 R10.htm IDEA: XBRL DOCUMENT

Collaboration Agreement	9 Months Ended Sep. 30, 2024
Organization, Consolidation and Presentation of Financial Statements [Abstract]	
Collaboration Agreement	

2. Collaboration Agreement

*AgonOx, Inc. ("**AgonOx**")*

In February 2021, the Company entered into a clinical co-development collaboration agreement (the "**Clinical Co-Development Agreement**") with AgonOx, a private company developing a pipeline of novel immunotherapy drugs targeting key regulators of the immune response to cancer. On May 8, 2024, the Company terminated the Clinical Co-Development Agreement with AgonOx, which such termination was effective immediately. Under the Clinical Co-Development Agreement, Phio and AgonOx were working to develop a T cell-based therapy using the Company's lead product candidate, PH-762, and AgonOx's "double positive" tumor infiltrating lymphocytes ("**DP TIL**") technology. Per the terms of the Clinical Co-Development Agreement, the Company had agreed to reimburse AgonOx up to $4,000,000 in expenses incurred to conduct a Phase 1 clinical trial of PH-762 treated DP TIL in patients with advanced melanoma and other advanced solid tumors and was entitled to certain future development milestones and low single-digit sales-based royalty payments from AgonOx licensing its DP TIL technology.

The Company recognized its share of costs arising from research and development activities performed by AgonOx in the Company's condensed consolidated financial statements in the period AgonOx incurred such expense. Effective as of the date of termination, the Clinical Co-Development Agreement and the continuing obligations of the Company and AgonOx thereunder were terminated in their entirety. As a result, the Company is no longer required to provide financial support for the development costs incurred under the Clinical Co-Development Agreement, and is not entitled to future development milestones or royalty payments from AgonOx's licensing of its DP TIL technology.

The Company will pay to AgonOx all Company payment obligations that accrued prior to the termination of the Clinical Co-Development Agreement. Remaining payments to be made to AgonOx as of September 30, 2024 were $35,000, which primarily related to remaining accrued obligations for patient fees and other miscellaneous costs as of the date of termination. Pursuant to the terms of the Clinical Co-Development Agreement, the Company and AgonOx are coordinating the orderly wind-down of the Phase 1 clinical trial. Each of the Company and AgonOx shall be responsible for its own costs and expenses incurred in connection with the wind-down of the Phase 1 clinical trial.

The Company recognized approximately $308,000 and $414,000 in connection with the Clinical Co-Development Agreement during the three and nine months ended September 30, 2024, respectively, which relate to the Company's expense obligations under the Clinical Co-Development Agreement through the date of termination. The Company recognized approximately $606,000 and $906,000 of expense in connection with the Clinical Co-Development Agreement during the three and nine months ended September 30, 2023, respectively.

XML 25 R11.htm IDEA: XBRL DOCUMENT

Fair Value of Financial Instruments	9 Months Ended Sep. 30, 2024
Fair Value Disclosures [Abstract]	
Fair Value of Financial Instruments	

3. Fair Value of Financial Instruments

The Company follows the provisions of the FASB Accounting Standards Codification ("**ASC**") Topic 820, "*Fair Value Measurement*," for the Company's financial assets and liabilities that are re-measured and reported at fair value each reporting period and are re-measured and reported at fair value at least annually using a fair value hierarchy that is broken down into three levels. Level inputs are defined as follows:

Level 1 – quoted prices in active markets for identical assets or liabilities.

Level 2 – other significant observable inputs for the assets or liabilities through corroboration with market data at the measurement date.

Level 3 – significant unobservable inputs that reflect management's best estimate of what market participants would use to price the assets or liabilities at the measurement date.

As of September 30, 2024, the Company categorized its cash equivalents as Level 1 hierarchy as the carrying amounts approximate their fair value due to their short-term nature and market rates of interest. As of December 31, 2023, the Company did not identify any financial instruments required to be presented at fair value.

Schedule of financial instruments at fair value

Description	September 30, 2024	Quoted Prices In Active Markets (Level 1)	Other Significant Observable Inputs (Level 2)	Unobservable Inputs (Level 3)
Assets:				
Cash equivalents	$ 5,390	$ 5,390	$ –	$ –
Total	$ 5,390	$ 5,390	$ –	$ –

The carrying amounts of cash, accounts payable and accrued expenses of the Company approximate their fair values due to their short-term nature.

XML 26 R12.htm IDEA: XBRL DOCUMENT

Leases	9 Months Ended Sep. 30, 2024
Leases	
Leases	

4. Leases

The Company entered into a lease for a laboratory facility located at 17 Briden Street, Worcester, Massachusetts, which covers 321 square feet of rentable space. The lease commenced on March 1, 2024 and had an original expiration date of August 31, 2024. The Company has the option to renew the lease for additional 6-month periods. On June 1, 2024, the Company elected the option to renew the lease for an additional 6-month period, and the lease will expire on February 28, 2025. The Company made an accounting policy election under the FASB ASC Topic 842, "*Leases*" not to recognize leases with a term less than one year on the balance sheet and that do not contain a purchase option. Under the short-term lease election, the Company will recognize the lease payments for the laboratory facility on a straight-line basis over the lease term.

The total base rent for the premises over each 6-month term is expected to be $15,000. During the three and nine month periods ending September 30, 2024, the Company recognized $8,129 and $18,909, respectively, of rent expense and variable lease costs related to the laboratory facility.

The Company's lease for its corporate headquarters and primary research facility in Marlborough, Massachusetts was for a total of 7,581 square feet of office and laboratory space and expired on March 31, 2024. The lease agreement did not contain information to determine the borrowing rate implicit in the lease. As such, the Company calculated its incremental borrowing rate based on what the Company would have to pay to borrow on a collateralized basis over the lease term for an amount equal to the remaining lease payments, taking into consideration such assumptions as, but not limited to, the U.S. treasury yield rate and borrowing rates from a creditworthy financial institution using the above lease factors. The Company has continued operations as a primarily remote business with the expiration of the lease, but has contracted a private mailbox with an address of 11 Apex Drive, Suite 300A, PMB 2006, Marlborough, MA 01752 to use as its principal mailing address for SEC and other

purposes.

The lease for the Company's former corporate headquarters represented all of the Company's capitalized lease obligations.

The amounts reported in the condensed consolidated balance sheets for the Company's former corporate headquarters classified as an operating lease in which the Company is the lessee and other supplemental balance sheet information is set forth as follows, in thousands, except the lease term (number of years) and discount rate:

Schedule of lease amounts recorded in balance sheet

	September 30, 2024	December 31, 2023
Assets		
Right of use asset	$ –	$ 33
Liabilities		
Lease liability	$ –	$ 35
Lease Term and Discount Rate		
Weighted average remaining lease term	–	0.25
Weighted average discount rate	–	4.70%

There were no operating lease costs for our former corporate headquarters included in operating expense for the three months ended September 30, 2024. Operating lease costs for our former corporate headquarters included in operating expense were $33,000 for the three months ended September 30, 2023. Operating expenses were $33,000 and $99,000 for the nine months ended September 30, 2024 and 2023, respectively.

The Company's condensed consolidated statements of cash flows for the Company's former corporate headquarters was $35,000 and $104,000 for the nine months ended September 30, 2024 and 2023, respectively.

XML 27 R13.htm IDEA: XBRL DOCUMENT

Stockholders' Equity

9 Months Ended
Sep. 30, 2024

Equity [Abstract]

Stockholders' Equity

5. Stockholders' Equity

Financings

May 2024 Financing — On May 16, 2024, the Company entered into a purchase agreement (the "**Purchase Agreement**") with Triton Funds LP ("**Triton**"), pursuant to which the Company agreed to sell, and Triton agreed to purchase, upon the Company's request in one or more transactions, up to 95,833 shares of the Company's common stock at a purchase price of $6.48 per share (the "**Purchase Price**"), for aggregate gross proceeds of up to $621,000. The Company recorded expense of approximately $100,000, primarily related to legal fees, in connection with the execution of the Purchase Agreement with Triton. On July 3, 2024, the Company terminated the Purchase Agreement with Triton effective immediately. No shares of common stock were sold by the Company pursuant to the Purchase Agreement prior to termination.

July 2024 Financing — On July 11, 2024, the Company entered into inducement letter agreements (the "**July 2024 Inducement Letter Agreements**") with certain holders of certain of the Company's existing warrants to purchase up to an aggregate of 545,286 shares of the Company's common stock. The existing warrants were originally issued in February 2020 through December 2023, having exercise prices between $324.00 and $9.72 per share. Pursuant to the July 2024 Inducement Letter Agreements, these warrants were exercised for cash at a reduced exercise of $5.45 per share in consideration of the Company's agreement to issue new unregistered five and one-half year term Series C warrants to purchase up to 583,098 shares of common stock at an exercise price of $5.45 and new unregistered eighteen month term Series D warrants to purchase up to 507,474 shares of common stock at an exercise price of $5.45, both issued and sold at a price of $0.125 per warrant share (the "**July 2024 Financing**"). In addition, the Company issued warrants to the placement agent, HCW, to purchase a total of 40,896 shares of common stock at an exercise price of $6.8125 per share. The net proceeds to the Company from the July 2024 Financing were approximately $2,646,000, after deducting placement agent fees and offering expenses. The Company incurred non-cash equity issuance cost of approximately $2.4 million for the incremental fair value of the outstanding equity classified warrants and approximately $0.2 million for placement agent warrants.

Pursuant to the terms of the July 2024 Inducement Letter Agreements, in the event that the exercise of the existing warrants in the July 2024 Financing would have otherwise caused a holder to exceed the beneficial ownership limitations set forth in the existing warrant, the Company issued the number of shares that would not cause a holder to exceed such beneficial ownership limitation and agreed to hold such balance of shares of common stock in abeyance. Accordingly, an aggregate of 328,758 shares of common stock were held in abeyance (the "**July 2024 Abeyance Shares**") with such July 2024 Abeyance Shares evidenced through the holder's existing warrants and which are deemed to be prepaid. The July 2024 Abeyance Shares were held until notice was received by the holder that the balance of the shares of common stock could be issued in compliance with such beneficial ownership limitations and were exercised pursuant to a notice of exercise from the holder. Until such time, the Abeyance Shares were evidenced through the holder's existing warrants and have been included in the Company's table of outstanding warrants below. During the three months ended September 30, 2024, 231,758 of the July 2024 Abeyance Shares were released. The remainder of the July 2024 Abeyance Shares were subsequently released in October 2024.

April 2023 Financing — On April 20, 2023, the Company completed a registered direct offering and a concurrent private placement of a total of: 39,331 registered shares of the Company's common stock at a purchase price per share of $50.85, unregistered five and one-half year term Series A warrants to purchase up to 39,331 shares of common stock at an exercise price of $48.60 per share and unregistered eighteen month term Series B warrants to purchase up to 39,331 shares of common stock at an exercise price of $48.60 per share (collectively, the "**April 2023 Financing**"). In addition, the Company issued unregistered warrants to the placement agent, H.C. Wainwright & Co., LLC ("**HCW**"), in the April 2023 Financing to purchase a total of 2,950 shares of common stock at an exercise price of $63.56 per share. Net proceeds to the Company from the April 2023 Financing were $1,538,000 after deducting placement agent fees and offering expenses.

In connection with the April 2023 Financing, the Company entered into warrant amendment agreements (the "**Warrant Amendment Agreements**") with the participating investors to amend the exercise price of certain existing warrants to purchase up to an aggregate of 21,291 shares of common stock that were previously issued in April 2018 through January 2021, such that each of the amended warrants have an exercise price of $48.60 per share. The Company received $23,952 as consideration in connection with the Warrant Amendment Agreements. The Company assessed the amendments to the exercise price of the warrants under ASC Topic 815, "*Derivatives and Hedging*" ("**ASC 815**") and determined that the amendment to the exercise price was completed in connection with and contingent on the close of the April 2023 Financing. The increase in fair value of $293,000 related to the Warrant Amendment Agreements was recognized as an equity issuance cost and recorded in additional paid in capital per ASC 815.

June 2023 Financing — On June 2, 2023, the Company completed a registered direct offering and a concurrent private placement of a total of: 25,961 registered shares and 8,000 unregistered shares of the Company's common stock each at a purchase price per share of $38.52, unregistered pre-funded warrants to purchase up to an aggregate of 69,881 shares of common stock at a purchase price per share of $38.511 and with a pre-funded warrant exercise price of $0.009 per share, unregistered five and one-half year term Series A warrants to purchase up to an aggregate of 103,842 shares of common stock at an exercise price of $36.27 per share and unregistered eighteen month term Series B warrants to purchase up to an aggregate of 103,842 shares of common stock at an exercise price of $36.27 per share (collectively, the "**June 2023 Financing**"). In addition, the Company issued unregistered warrants to the placement agent, HCW, in the June 2023 Financing to purchase a total of 7,788 shares of common stock at an exercise price of $48.15 per share. Net proceeds to the Company from the June 2023 Financing were $3,510,000 after deducting placement agent fees and offering expenses.

December 2023 Financing — In December 2023, the Company entered into an inducement letter agreement (the "**December 2023 Inducement Letter Agreement**") with certain holders of the Company's existing warrants to purchase up to an aggregate of 236,695 shares of the Company's common stock (the "**December 2023 Financing**"). Pursuant to the terms of the December 2023 Inducement Letter Agreement, in the event that the exercise of the existing warrants in the December 2023 Financing would have otherwise caused a holder to exceed the beneficial ownership limitations set forth in the existing warrant, the Company issued the number of shares that would not cause a holder to exceed such beneficial ownership limitation and agreed to hold such balance of shares of common stock in abeyance. Accordingly, an aggregate of 91,820 shares of common stock were held in abeyance (the "**December 2023 Abeyance Shares**") with such December 2023 Abeyance Shares evidenced through the holder's existing warrants and which were deemed to be prepaid. The December 2023 Abeyance Shares were held until notice was received by the holder that the balance of the shares of common stock could be issued in compliance with such beneficial ownership limitations and were exercised pursuant to a notice of exercise from the holder. Until such time, the December 2023 Abeyance Shares were evidenced through the holder's existing warrants and have been included in the Company's table of outstanding warrants below.

Pursuant to the terms of the Inducement Letter Agreement, in the event that the exercise of the existing warrants in the December 2023 Financing would have otherwise caused a holder to exceed the beneficial ownership limitations set forth in the existing warrant, the Company issued the number of shares that would not cause a holder to exceed such beneficial ownership limitation and agreed to hold such balance of shares of common stock in abeyance. Accordingly, at December 31, 2023, an aggregate of 91,819 shares of common stock were held in abeyance (the "**Abeyance Shares**") with such Abeyance Shares evidenced through the holder's existing warrants and which are deemed to be prepaid. The Abeyance Shares will be held until notice is received by the holder that the balance of the shares of common stock may be issued in compliance with such beneficial ownership limitations and may be exercised pursuant to a notice of exercise from the holder. Until such time, the Abeyance Shares are evidenced through the holder's existing warrants and have been included in the Company's table of outstanding warrants below. The remainder of the December 2023 Abeyance Shares were subsequently released during the first quarter of 2024.

Warrants

The Company first assesses warrants that are issued by the Company under the FASB ASC Topic 480, "*Distinguishing Liabilities from Equity*" ("**ASC 480**") to determine whether the warrants are within the scope of ASC 480. If there are no instances outside of the Company's control that could require cash settlement, the Company then applies and follows the applicable accounting guidance in ASC 815. Financial instruments are accounted for as either derivative liabilities or equity instruments depending on the specific terms of the agreement. Based on the assessment of the warrants issued by the Company under the guidance in ASC 480 and ASC 815, the warrants issued by the Company have been classified within stockholder's equity.

During the three months ended September 30, 2024, 231,758 of the July 2024 Abeyance Shares were released and issued. During the three months ended September 30, 2023, 35,588 shares of common stock were issued related to the exercise of pre-funded warrants from the June 2023 Financing.

During the nine months ended September 30, 2024, all of the December 2023 Abeyance Shares were released and issued and 231,758 of the July 2024 Abeyance Shares were released and issued. During the nine months ended September 30, 2023, 55,032 shares of common stock were issued related to the exercise of pre-funded warrants from the June 2023 Financing.

The following table summarizes the Company's outstanding warrants, all of which are classified as equity instruments, at September 30, 2024:

Schedule of outstanding warrants

	Number of Shares	Weighted-Average Exercise Price Per Share
Outstanding at December 31, 2023	703,530	$ 35.99
Issued	1,131,468	5.50
Exercised	(540,112)	6.56
Expired	-	-
Outstanding at September 30, 2024	1,294,886	$ 21.62

XML 28 R14.htm IDEA: XBRL DOCUMENT

Stock-based Compensation

9 Months Ended
Sep. 30, 2024

Share-Based Payment Arrangement [Abstract]

Stock-based Compensation

6. Stock-based Compensation

Restricted Stock Units

Restricted stock units ("**RSUs**") are issued under the Company's 2020 Long-Term Incentive Plan (the "**2020 Plan**") or as inducement grants issued outside of the 2020 Plan to new employees. RSUs are generally subject to graded vesting and the satisfaction of certain service requirements. RSUs granted by the Company to employees and to non-employee members of the Board of Directors generally

vest annually over 1 year after the grant date. Upon vesting, each outstanding RSU will be settled for one share of the Company's common stock. Employee RSU recipients may elect to net share settle upon vesting, in which case the Company pays the employee's income taxes due upon vesting and withholds a number of shares of equal value. The Company does not expect to repurchase shares to satisfy RSU vests. The fair value of the RSUs awarded are based upon the Company's closing stock price at the grant date and are expensed over the requisite service period.

On September 11, 2024, the Company modified all unvested RSUs to reduce the vesting term for employees from 3 years after the grant date to 1 year after the grant date. No incremental expense was recognized as a result of the modification, as the fair value of the RSUs immediately before and after the modification was unchanged.

The following table summarizes the activity of the Company's RSUs for the nine months ended September 30, 2024:

Summary of RSUs activity

	Number of Shares	Weighted-Average Grant Date Fair Value Per Share
Unvested units at December 31, 2023	5,527	$ 74.83
Granted and accepted	71,000	2.77
Vested	(3,997)	71.10
Forfeited	(1,530)	84.55
Unvested units at September 30, 2024	71,000	$ 2.77

The weighted-average fair value of RSUs granted during both the three and nine months ended September 30, 2024 was $2.77.

There were no RSUs granted during the three months ended September 30, 2023. During the nine months ended September 30, 2023, 4,833 RSUs were granted. The weighted-average fair value of RSUs granted during the nine months ended September 30, 2023 was $47.16.

Stock-based compensation expense related to RSUs was $52,000 and $89,000 for the three months ended September 30, 2024 and 2023, respectively. Stock-based compensation expense related to RSUs was $99,000 and $294,000 for the nine months ended September 30, 2024 and 2023, respectively.

The aggregate fair value of awards that vested during the nine months ended September 30, 2024 and 2023 was $21,000 and $100,000, respectively, which represents the market value of the Company's common stock on the date that the RSUs vested.

Stock Options

Stock options are available for issuance under the 2020 Plan or as inducement grants issued outside of the 2020 Plan to new employees. Stock options are generally subject to graded vesting and the satisfaction of service requirements. Stock options granted by the Company to employees generally vest annually over 4 years after the grant date and generally vest over 1 year after the grant date for non-employee members of the Board of Directors and expire within ten years of grant. Upon the exercise of a stock option, the Company issues new shares and delivers them to the recipient. The Company does not expect to repurchase shares to satisfy stock option exercises.

The Company uses the Black-Scholes option-pricing model to determine the fair value of all its option grants. The risk-free interest rate used for each grant was based upon the yield on zero-coupon U.S. Treasury securities with a term similar to the expected life of the related option. The Company's expected stock price volatility assumption is based upon the Company's own implied volatility. As the Company has limited stock option exercise information, the expected life assumption used for option grants is based upon the simplified method provided for under the FASB ASC Topic 718, "*Compensation — Stock Compensation*". The dividend yield assumption is based upon the fact that the Company has never paid cash dividends and presently has no intention of paying cash dividends.

The Company did not grant any stock options during the three or nine months ended September 30, 2024 and 2023.

The following table summarizes the activity of the Company's stock options for the nine months ended September 30, 2024:

Summary of stock options activity

	Number of Shares	Weighted-Average Exercise Price Per Share	Aggregate Intrinsic Value
Balance at December 31, 2023	1,146	$ 10,120.69	
Granted	–	–	
Exercised	–	–	
Forfeited	–	–	
Expired	(13)	598,313.35	
Balance at September 30, 2024	1,133	$ 3,371.79	$ –
Exercisable at September 30, 2024	1,133	$ 3,371.79	$ –

Stock-based compensation expense related to stock options for the nine months ended September 30, 2024 was $6,000. The Company did not have any stock-based compensation expense related to stock options for the three months ended September 30, 2024 and 2023 or the nine months ended September 30, 2023.

Compensation Expense Related to Equity Awards

The following table sets forth total stock-based compensation expense for the three and nine months ended September 30, 2024 and 2023, in thousands:

Schedule of stock-based compensation expense

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Research and development	$ 25	$ 51	$ 14	$ 163
General and administrative	27	38	85	131
Total stock-based compensation	$ 52	$ 89	$ 99	$ 294

XML 29 R15.htm IDEA: XBRL DOCUMENT

Net Loss per Common Share

9 Months Ended
Sep. 30, 2024

Net loss per common share:

Net Loss per Common Share

7. Net Loss per Common Share

Basic net loss per share is computed by dividing net loss by the weighted average number of common shares outstanding. Diluted net loss per share is computed by dividing the Company's net loss by the weighted average number of common shares outstanding and the impact of the dilutive effect of potential common stock equivalents, except when the inclusion of such potential common stock equivalents would be anti-dilutive. Dilutive potential common stock equivalents primarily consist of stock options, RSUs and warrants. Therefore, basic and diluted net loss per share applicable to common stockholders were the same for all periods presented because the impact of these items is generally anti-dilutive during periods of net loss.

The weighted average number of common shares outstanding as of September 30, 2023 includes the pre-funded warrants issued in connection with the June 2023 Financing, the exercise of which requires nominal consideration for the delivery of the shares of common stock. Therefore, these pre-funded warrants are not included in the table below.

The following table sets forth the potential common shares excluded from the calculation of net loss per common share because their inclusion would be anti-dilutive:

Schedule of anti dilutive shares

	September 30,	
	2024	2023
Stock options	1,133	14
Unvested RSUs	71,000	7,694
Warrants[1,2]	1,197,886	357,481
Total	1,270,019	365,189

1 The weighted average number of common shares outstanding as of September 30, 2023 includes pre-funded warrants issued in the June 2023 Financing because the exercise of such warrants requires only nominal consideration. Therefore, these pre-funded warrants are not included in the table above.

2 The weighted average number of common shares outstanding as of September 30, 2024 includes the Abeyance Shares from the July 2024 Financing, the exercise of which was prepaid and requires no further consideration for the delivery of the shares of common stock. Therefore, 97,000 of these Abeyance Shares are not included in the table above.

XML 30 R16.htm IDEA: XBRL DOCUMENT

Subsequent Events

9 Months Ended
Sep. 30, 2024

Subsequent Events [Abstract]

Subsequent Events

8. Subsequent Events

In accordance with ASC Topic 855, "Subsequent Events", which establishes general standards of accounting for and disclosure of events that occur after the consolidated balance sheet date but before the consolidated financial statements are issued, the Company has evaluated all events or transactions that occurred after September 30, 2024, up through the date the Company issued the condensed consolidated financial statements.

XML 31 R17.htm IDEA: XBRL DOCUMENT

Organization and Significant Accounting Policies (Policies)

9 Months Ended
Sep. 30, 2024

Accounting Policies [Abstract]

Nature of Operations

Nature of Operations

Phio Pharmaceuticals Corp. ("**Phio**" or the "**Company**") is a clinical stage biotechnology company whose proprietary INTASYL® small interfering RNA gene silencing technology is designed to make immune cells more effective in killing tumor cells. The Company is developing therapeutics that are designed to leverage INTASYL to precisely target specific proteins that reduce the body's ability to fight cancer, without the need for specialized formulations or drug delivery systems.

Phio was incorporated in the state of Delaware in 2011 as RXi Pharmaceuticals Corporation. On November 19, 2018, the Company changed its name to Phio Pharmaceuticals Corp., to reflect its transition from a platform company to one that is fully committed to developing groundbreaking immuno-oncology therapeutics.

Effective July 5, 2024, the Company completed a 1-for-9 reverse stock split of the Company's outstanding common stock, including reclassifying an amount equal to the reduction in par value to additional paid-in capital. The reverse stock split did not reduce the number of authorized shares of the Company's common or preferred stock. All share and per share amounts have been adjusted to give effect to the reverse stock split.

Basis of Presentation

Basis of Presentation

The accompanying condensed consolidated financial statements are unaudited and have been prepared in accordance with accounting principles generally accepted in the United States ("**GAAP**"). Certain information and footnote disclosures that are included in the Company's annual consolidated financial statements, but that are not required for interim reporting purposes, have been condensed or omitted. In the opinion of management, all adjustments (including normal recurring accruals) considered necessary for a fair presentation of the condensed consolidated financial statements have been included.

These statements should be read in conjunction with the audited consolidated financial statements and notes thereto included in the Company's most recent Annual Report on Form 10-K for the year ended December 31, 2023, as filed with the Securities and Exchange Commission (the "**SEC**") on April 1, 2024 (the "**2023 Form 10-K**"). Interim results are not necessarily indicative of results for a full year.

Principles of Consolidation

Principles of Consolidation

The condensed consolidated financial statements include the accounts of the Company and its wholly-owned subsidiary, MirImmune, LLC. All material intercompany accounts have been eliminated in consolidation.

Segments

Segments

The Company operates as one operating segment and all assets are located in the United States.

Use of Estimates

Use of Estimates

The preparation of financial statements in accordance with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as of the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. The areas subject to significant estimates and judgement include, among others, those related to the fair value of equity awards, accruals for research and development expenses, useful lives of property and equipment, and the valuation allowance on the Company's deferred tax assets. On an ongoing basis the Company evaluates its estimates and bases its estimates on historical experience and other relevant assumptions that the Company believes are reasonable under the circumstances. Actual results could differ materially from these estimates.

Liquidity

Liquidity

The Company has reported recurring losses from operations since its inception and expects to continue to have negative cash flows from operations for the foreseeable future. Historically, the Company's primary source of funding has been from sales of its securities. The Company's ability to continue to fund its operations is dependent on obtaining funding from third parties, such as proceeds from the issuance of debt, sale of equity, or strategic opportunities, in order to maintain its operations. This is dependent on a number of factors, including the market demand or liquidity of the Company's common stock. There is no guarantee that debt, additional equity or other funding will be available to the Company on acceptable terms, or at all. If the Company fails to obtain additional funding when needed, the Company would be forced to scale back or terminate its operations or seek to merge with or to be acquired by another company.

The Company has limited cash resources, has reported recurring losses from operations since inception, has negative operating cash flows and has not yet received product revenues. These factors raise substantial doubt regarding the Company's ability to continue as a going concern, and the Company's current cash resources may not provide sufficient capital to fund operations for at least the next 12 months from the date of the release of these condensed consolidated financial statements. The continuation of the Company as a going concern depends upon the Company's ability to raise additional capital through an equity offering, debt offering and/or strategic opportunity to fund its operations. There can be no assurance that the Company will be successful in accomplishing these plans in order to continue as a going concern. These condensed consolidated financial statements do not include any adjustments to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

Summary of Significant Accounting Policies

Summary of Significant Accounting Policies

Cash and Cash Equivalents

Cash and cash equivalents include unrestricted cash accounts, money market investments and highly liquid investment instruments with original maturity of three months or less at the date of purchase.

Other than as set forth above, there have been no material changes to the significant accounting policies disclosed in the Company's 2023 Form 10-K.

Recent Accounting Pronouncements

Recent Accounting Pronouncements

In November 2023, the Financial Accounting Standards Board (the "**FASB**") issued Accounting Standards Update ("**ASU**") 2023-07, "Segment Reporting (Topic 280) – Improvements to Reporting Segment Disclosures" ("**ASU 2023-07**"), which requires disclosure of incremental segment information on an annual and interim basis. In addition, ASU 2023-07 clarifies circumstances in which an entity can disclose multiple segment measures of profit or loss, provides new segment disclosure requirements for entities with a single reportable segment, and contains other disclosure requirements. The amendments in ASU 2023-07 are effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024. Early adoption is permitted. The enhanced disclosures are required to be applied retrospectively to all prior periods presented in the financial statements. The Company is currently evaluating the impact of ASU 2023-07 on its consolidated financial statements and disclosures, but does not expect that it will have a material impact on its consolidated financial statements.

In December 2023, the FASB issued ASU 2023-09, "Income Taxes (Topic 740) – Improvements to Income Tax Disclosures" ("ASU 2023-09"), which requires disclosure of specific categories in the rate reconciliation table along with additional information for reconciling items that meet a quantitative threshold, disclosure of disaggregated income taxes paid and modifies other income tax-related disclosures. The amendments in ASU 2023-09 are effective for annual periods beginning after December 15, 2024 and allows for adoption on a prospective basis, with a retrospective option. Early adoption is permitted. The Company is currently evaluating the impact of ASU 2023-09, but does not expect that it will have a material impact on its consolidated financial statements.

XML 32 R18.htm IDEA: XBRL DOCUMENT

Fair Value of Financial Instruments (Tables)

9 Months Ended

Sep. 30, 2024

Fair Value Disclosures [Abstract]

Schedule of financial instruments at fair value — Schedule of financial instruments at fair value

Description	September 30, 2024	Quoted Prices In Active Markets (Level 1)	Other Significant Observable Inputs (Level 2)	Unobservable Inputs (Level 3)
Assets:				
Cash equivalents	$ 5,390	$ 5,390	$ –	$ –
Total	$ 5,390	$ 5,390	$ –	$ –

XML 33 R19.htm IDEA: XBRL DOCUMENT

Leases (Tables)

9 Months Ended

Sep. 30, 2024

Leases

Schedule of lease amounts recorded in balance sheet — Schedule of lease amounts recorded in balance sheet

	September 30, 2024	December 31, 2023
Assets		
Right of use asset	$ –	$ 33
Liabilities		
Lease liability	$ –	$ 35
Lease Term and Discount Rate		
Weighted average remaining lease term	–	0.25
Weighted average discount rate	–	4.70%

XML 34 R20.htm IDEA: XBRL DOCUMENT

Stockholders' Equity (Tables)

9 Months Ended

Sep. 30, 2024

Equity [Abstract]

Schedule of outstanding warrants — Schedule of outstanding warrants

	Number of Shares	Weighted-Average Exercise Price Per Share
Outstanding at December 31, 2023	703,530	$ 35.99
Issued	1,131,468	5.50
Exercised	(540,112)	6.56
Expired	–	–
Outstanding at September 30, 2024	1,294,886	$ 21.62

XML 35 R21.htm IDEA: XBRL DOCUMENT

Stock-based Compensation (Tables)

9 Months Ended

Sep. 30, 2024

Share-Based Payment Arrangement [Abstract]

Summary of RSUs activity — Summary of RSUs activity

	Weighted-

	Number of Shares	Average Grant Date Fair Value Per Share
Unvested units at December 31, 2023	5,527	$ 74.83
Granted and accepted	71,000	2.77
Vested	(3,997)	71.10
Forfeited	(1,530)	84.55
Unvested units at September 30, 2024	71,000	$ 2.77

Summary of stock options activity

Summary of stock options activity

	Number of Shares	Weighted-Average Exercise Price Per Share	Aggregate Intrinsic Value
Balance at December 31, 2023	1,146	$ 10,120.69	
Granted	–	–	
Exercised	–	–	
Forfeited	–	–	
Expired	(13)	598,313.35	
Balance at September 30, 2024	1,133	$ 3,371.79	$ –
Exercisable at September 30, 2024	1,133	$ 3,371.79	$ –

Schedule of stock-based compensation expense

Schedule of stock-based compensation expense

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Research and development	$ 25	$ 51	$ 14	$ 163
General and administrative	27	38	85	131
Total stock-based compensation	$ 52	$ 89	$ 99	$ 294

XML 36 R22.htm IDEA: XBRL DOCUMENT

Net Loss per Common Share (Tables)

	9 Months Ended Sep. 30, 2024
Net loss per common share:	
Schedule of anti dilutive shares	Schedule of anti dilutive shares

	September 30,	
	2024	2023
Stock options	1,133	14
Unvested RSUs	71,000	7,694
Warrants[1,2]	1,197,886	357,481
Total	1,270,019	365,189

1 The weighted average number of common shares outstanding as of September 30, 2023 includes pre-funded warrants issued in the June 2023 Financing because the exercise of such warrants requires only nominal consideration. Therefore, these pre-funded warrants are not included in the table above.

2 The weighted average number of common shares outstanding as of September 30, 2024 includes the Abeyance Shares from the July 2024 Financing, the exercise of which was prepaid and requires no further consideration for the delivery of the shares of common stock. Therefore, 97,000 of these Abeyance Shares are not included in the table above.

XML 37 R23.htm IDEA: XBRL DOCUMENT

Organization and Significant Accounting Policies (Details Narrative)

	Jul. 05, 2024
Accounting Policies [Abstract]	
Stockholders' Equity, Reverse Stock Split	1-for-9 reverse stock split

XML 38 R24.htm IDEA: XBRL DOCUMENT

Collaboration Agreement (Details Narrative) - Clinical Co Development Agreement [Member] - Agon Ox [Member] - USD ($)

	3 Months Ended		9 Months Ended	
	Sep. 30, 2024	Sep. 30, 2023	Sep. 30, 2024	Sep. 30, 2023
Collaborative Arrangement and Arrangement Other than Collaborative [Line Items]				
Contractual Obligation	$ 4,000,000		$ 4,000,000	
[custom:ExpenseFromContractualObligations]	$ 308,000	$ 606,000	$ 414,000	$ 906,000

XML 39 R25.htm IDEA: XBRL DOCUMENT

Fair Value of Financial Instruments - (Details - Financial instruments at fair value) $ in Thousands

	Sep. 30, 2024 USD ($)
Fair Value, Assets Measured on Recurring Basis, Unobservable Input Reconciliation [Line Items]	
Total	$ 5,390
Fair Value, Inputs, Level 1 [Member]	
Fair Value, Assets Measured on Recurring Basis, Unobservable Input Reconciliation [Line Items]	
Total	5,390
Fair Value, Inputs, Level 2 [Member]	
Fair Value, Assets Measured on Recurring Basis, Unobservable Input Reconciliation [Line Items]	
Total	0
Fair Value, Inputs, Level 3 [Member]	
Fair Value, Assets Measured on Recurring Basis, Unobservable Input Reconciliation [Line Items]	
Total	0
Cash and Cash Equivalents [Member]	
Fair Value, Assets Measured on Recurring Basis, Unobservable Input Reconciliation [Line Items]	
Total	5,390
Cash and Cash Equivalents [Member] | Fair Value, Inputs, Level 1 [Member]	
Fair Value, Assets Measured on Recurring Basis, Unobservable Input Reconciliation [Line Items]	
Total	5,390
Cash and Cash Equivalents [Member] | Fair Value, Inputs, Level 2 [Member]	
Fair Value, Assets Measured on Recurring Basis, Unobservable Input Reconciliation [Line Items]	
Total	0
Cash and Cash Equivalents [Member] | Fair Value, Inputs, Level 3 [Member]	
Fair Value, Assets Measured on Recurring Basis, Unobservable Input Reconciliation [Line Items]	
Total	$ 0

XML 40 R26.htm IDEA: XBRL DOCUMENT

Leases (Details - Balance sheet lease items) - USD ($) $ in Thousands

	Sep. 30, 2024	Dec. 31, 2023
Assets		
Right of use asset	$ 0	$ 33
Liabilities		
Lease liability	$ 0	$ 35
Lease Term and Discount Rate		
Operating Lease, Weighted Average Remaining Lease Term		3 months
Operating Lease, Weighted Average Discount Rate, Percent	0.00%	4.70%

XML 41 R27.htm IDEA: XBRL DOCUMENT

	3 Months Ended	9 Months Ended

Leases (Details Narrative)	Mar. 01, 2024 ft²	Sep. 30, 2024 USD ($) ft²	Sep. 30, 2023 USD ($)	Sep. 30, 2024 USD ($) ft²	Sep. 30, 2023 USD ($)
Property, Plant and Equipment [Line Items]					
Operating Lease, Cost		$ 0	$ 33,000	$ 33,000	$ 99,000
Operating Lease, Payments				$ 35,000	$ 104,000
Property Subject to Operating Lease [Member]					
Property, Plant and Equipment [Line Items]					
Area of Real Estate Property | ft²	321	7,581		7,581	
Lease Expiration Date	Aug. 31, 2024			Mar. 31, 2024	
Payments for Rent				$ 15,000	
Property Subject to Operating Lease [Member] | Laboratory Facility [Member]					
Property, Plant and Equipment [Line Items]					
Operating Lease, Expense		$ 8,129		$ 18,909	

XML 42 R28.htm IDEA: XBRL DOCUMENT

Stockholders' Equity (Details - Warrants outstanding) - Warrant [Member]	9 Months Ended Sep. 30, 2024 $ / shares shares
Class of Stock [Line Items]	
Warrants outstanding, Beginning balance | shares	703,530
Warrants outstanding weighted average exercise price per share, Beginning balance | $ / shares	$ 35.99
Warrants issued, shares | shares	1,131,468
Warrants issued weighted average exercise price per share | $ / shares	$ 5.50
Warrants exercised, shares | shares	(540,112)
Warrants exercised weighted average exercise price per share | $ / shares	$ 6.56
Warrants expired, shares | shares	0
Warrants expired weighted average exercise price per share | $ / shares	$ 0
Warrants outstanding, Ending balance | shares	1,294,886
Warrants outstanding weighted average exercise price per share, Ending balance | $ / shares	$ 21.62

XML 43 R29.htm IDEA: XBRL DOCUMENT

Stockholders' Equity (Details Narrative) - USD ($)	Jul. 11, 2024	May 16, 2024	Jun. 02, 2023	Apr. 20, 2023	1 Months Ended Jul. 31, 2024	3 Months Ended Sep. 30, 2024	3 Months Ended Sep. 30, 2023	9 Months Ended Sep. 30, 2024	9 Months Ended Sep. 30, 2023
Class of Stock [Line Items]									
Proceeds from Issuance or Sale of Equity								$ 2,646,000	$ 5,048,000
June 2023 Prefunded Warrants [Member]									
Class of Stock [Line Items]									
Stock Issued During Period, Shares, Conversion of Convertible Securities							35,588		55,032
Equity Classified Warrants [Member]									
Class of Stock [Line Items]									
[custom:NoncashEquityIssuanceCost]					$ 2,400,000				
Placement Agent Warrants [Member]									
Class of Stock [Line Items]									
[custom:NoncashEquityIssuanceCost]					$ 200,000				
May 2024 Financing [Member]									
Class of Stock [Line Items]									
Shares, Issued		95,833							
Shares Issued, Price Per Share		$ 6.48							
Proceeds from Issuance of Common Stock		$ 621,000							
July 2024 Financing [Member]									
Class of Stock [Line Items]									
Shares, Issued	545,286								
Shares Issued, Price Per Share	$ 5.45								
Proceeds from Issuance of Common Stock	$ 2,646,000								
July 2024 Financing [Member] | Series C Warrants [Member]									
Class of Stock [Line Items]									
Shares, Issued	583,098								
Shares Issued, Price Per Share	$ 5.45								
July 2024 Financing [Member] | Series D Warrants [Member]									
Class of Stock [Line Items]									
Shares, Issued	507,474								
Shares Issued, Price Per Share	$ 5.45								
July 2024 Abeyance Shares [Member] | July 2024 Inducement Letter Agreement [Member]									
Class of Stock [Line Items]									
Common Stock, Capital Shares Reserved for Future Issuance					328,758				
Share-Based Compensation Arrangement by Share-Based Payment Award, Shares Issued in Period						231,758		231,758	
April 2023 Financing [Member]									
Class of Stock [Line Items]									
Shares Issued, Price Per Share				$ 50.85					
Stock Issued During Period, Shares, New Issues				39,331					
Proceeds from Issuance or Sale of Equity				$ 1,538,000					
April 2023 Financing [Member] | Warrant Amendment Agreements [Member] | Previously Issued Warrants [Member]									
Class of Stock [Line Items]									
Class of Warrant or Right, Exercise Price of Warrants or Rights				$ 48.60					
[custom:AmendedWarrants]				21,291					
[custom:ProceedsFromAmendmentOfWarrants]				$ 23,952					
Equity-Classified Written Call Option, Modification, Equity Issuance, Increase (Decrease) in Equity, Amount				$ 293,000					
April 2023 Financing [Member] | Series A Warrants [Member]									
Class of Stock [Line Items]									
[custom:WarrantsIssuedNewShares-0]				39,331					
Class of Warrant or Right, Exercise Price of Warrants or Rights				$ 48.60					
April 2023 Financing [Member] | Series B Warrants [Member]									
Class of Stock [Line Items]									
[custom:WarrantsIssuedNewShares-0]				39,331					
Class of Warrant or Right, Exercise Price of Warrants or Rights				$ 48.60					
April 2023 Financing [Member] | Placement Agent Warrants [Member]									
Class of Stock [Line Items]									
[custom:WarrantsIssuedNewShares-0]				2,950					
Class of Warrant or Right, Exercise Price of Warrants or Rights				$ 63.56					
June 2023 Financing [Member]									

Class of Stock [Line Items]	
Proceeds from Issuance or Sale of Equity	$ 3,510,000
June 2023 Financing [Member] | Series A Warrants [Member]	
Class of Stock [Line Items]	
[custom:WarrantsIssuedNewShares-0]	103,842
Class of Warrant or Right, Exercise Price of Warrants or Rights	$ 36.27
June 2023 Financing [Member] | Series B Warrants [Member]	
Class of Stock [Line Items]	
[custom:WarrantsIssuedNewShares-0]	103,842
Class of Warrant or Right, Exercise Price of Warrants or Rights	$ 36.27
June 2023 Financing [Member] | Placement Agent Warrants [Member]	
Class of Stock [Line Items]	
[custom:WarrantsIssuedNewShares-0]	7,788
Class of Warrant or Right, Exercise Price of Warrants or Rights	$ 48.15
June 2023 Financing [Member] | Registered Shares [Member]	
Class of Stock [Line Items]	
Stock Issued During Period, Shares, New Issues	25,961
June 2023 Financing [Member] | Unregistered Shares [Member]	
Class of Stock [Line Items]	
Shares Issued, Price Per Share	$ 38.52
Stock Issued During Period, Shares, New Issues	8,000
June 2023 Financing [Member] | Unregistered Pre Funded Warrants [Member]	
Class of Stock [Line Items]	
Shares Issued, Price Per Share	$ 38.511
[custom:WarrantsIssuedNewShares-0]	69,881
Class of Warrant or Right, Exercise Price of Warrants or Rights	$ 0.009

XML 44 R30.htm IDEA: XBRL DOCUMENT

Stock-based Compensation (Details - RSU activity) - Restricted Stock Units (RSUs) [Member]	**9 Months Ended** **Sep. 30, 2024** **$ / shares** **shares**
Share-Based Compensation Arrangement by Share-Based Payment Award [Line Items]	
Number of unvested restricted stock units, Beginning balance | shares	5,527
Weighted- average grant date fair value per share of unvested restricted stock units, Beginning balance | $ / shares	$ 74.83
Number of restricted stock units, Granted and accepted | shares	71,000
Weighted- average grant date fair value per share of restricted stock units, Granted and accepted | $ / shares	$ 2.77
Number of restricted stock units, Vested | shares	(3,997)
Weighted- average grand date fair value per share of restricted stock units, Vested | $ / shares	$ 71.10
Number of restricted stock units, Forfeited | shares	(1,530)
Weighted- average grant date fair value per share of restricted stock units, Forfeited | $ / shares	$ 84.55
Number of unvested restricted stock units, Ending balance | shares	71,000
Weighted- average grant date fair value per share of unvested restricted stock units, Ending balance | $ / shares	$ 2.77

XML 45 R31.htm IDEA: XBRL DOCUMENT

Stock-based Compensation (Details - Option activity) - Share-Based Payment Arrangement, Option [Member] $ / shares in Units, $ in Thousands	**9 Months Ended** **Sep. 30, 2024** **USD ($)** **$ / shares** **shares**
Share-Based Compensation Arrangement by Share-Based Payment Award [Line Items]	
Options outstanding, beginning balance | shares	1,146
Options outstanding, price per share, beginning balance | $ / shares	$ 10,120.69
Options granted | shares	0
Options granted, price per share | $ / shares	$ 0
Options exercised | shares	0
Options exercised, price per share | $ / shares	$ 0
Options forfeited | shares	0
Options forfeited, price per share | $ / shares	$ 0
Options expired | shares	(13)
Options expired, price per share | $ / shares	$ 598,313.35
Options outstanding, ending balance | shares	1,133
Options outstanding, price per share, ending balance | $ / shares	$ 3,371.79
Aggregate intrinsic value, outstanding | $	$ 0
Options exercisable | shares	1,133
Options exercisable, price per share | $ / shares	$ 3,371.79
Aggregate intrinsic value, exercisable | $	$ 0

XML 46 R32.htm IDEA: XBRL DOCUMENT

Stock-based Compensation (Details - Share-based compensation) - USD ($) $ in Thousands	**3 Months Ended**		**9 Months Ended**	
	Sep. 30, 2024	**Sep. 30, 2023**	**Sep. 30, 2024**	**Sep. 30, 2023**
Share-Based Payment Arrangement, Expensed and Capitalized, Amount [Line Items]				
Total stock-based compensation	$ 52	$ 89	$ 99	$ 294
Research and Development Expense [Member]				
Share-Based Payment Arrangement, Expensed and Capitalized, Amount [Line Items]				
Total stock-based compensation	25	51	14	163
General and Administrative Expense [Member]				
Share-Based Payment Arrangement, Expensed and Capitalized, Amount [Line Items]				
Total stock-based compensation	$ 27	$ 38	$ 85	$ 131

XML 47 R33.htm IDEA: XBRL DOCUMENT

Stock-based Compensation (Details Narrative) - USD ($)	**3 Months Ended**		**9 Months Ended**	
	Sep. 30, 2024	**Sep. 30, 2023**	**Sep. 30, 2024**	**Sep. 30, 2023**
Share-Based Compensation Arrangement by Share-Based Payment Award [Line Items]				
Share-Based Payment Arrangement, Noncash Expense	$ 52,000	$ 89,000	$ 99,000	$ 294,000
Restricted Stock Units (RSUs) [Member]				
Share-Based Compensation Arrangement by Share-Based Payment Award [Line Items]				
Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Grants in Period, Net of Forfeitures		0		4,833
Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Grants in Period, Weighted Average Grant Date Fair Value				$ 47.16
Share-Based Payment Arrangement, Noncash Expense	$ 52,000	$ 89,000	99,000	$ 294,000
Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Vested in Period,			$ 21,000	$ 100,000

Fair Value		
Restricted Stock Units (RSUs) [Member] | Employees [Member]		
Share-Based Compensation Arrangement by Share-Based Payment Award [Line Items]		
Share-Based Compensation Arrangement by Share-Based Payment Award, Award Vesting Period		1 year
Share-Based Payment Arrangement, Option [Member]		
Share-Based Compensation Arrangement by Share-Based Payment Award [Line Items]		
Share-Based Payment Arrangement, Noncash Expense	$ 0	$ 6,000
Share-Based Payment Arrangement, Option [Member] | Employees [Member]		
Share-Based Compensation Arrangement by Share-Based Payment Award [Line Items]		
Share-Based Compensation Arrangement by Share-Based Payment Award, Award Vesting Period		4 years
Share-Based Payment Arrangement, Option [Member] | Non Employee Members [Member]		
Share-Based Compensation Arrangement by Share-Based Payment Award [Line Items]		
Share-Based Compensation Arrangement by Share-Based Payment Award, Award Vesting Period		1 year

XML 48 R34.htm IDEA: XBRL DOCUMENT

Net Loss per Common Share (Details - Antidilutive shares) - shares		**9 Months Ended**	
		Sep. 30, 2024	**Sep. 30, 2023**
Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items]			
Antidilutive shares		1,270,019	365,189
Stock Options [Member]			
Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items]			
Antidilutive shares		1,133	14
Restricted Stock Units (RSUs) [Member]			
Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items]			
Antidilutive shares		71,000	7,694
Warrant [Member]			
Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items]			
Antidilutive shares	[1],[2]	1,197,886	357,481

[1] The weighted average number of common shares outstanding as of September 30, 2023 includes pre-funded warrants issued in the June 2023 Financing because the exercise of such warrants requires only nominal consideration. Therefore, these pre-funded warrants are not included in the table above.

[2] The weighted average number of common shares outstanding as of September 30, 2024 includes the Abeyance Shares from the July 2024 Financing, the exercise of which was prepaid and requires no further consideration for the delivery of the shares of common stock. Therefore, 97,000 of these Abeyance Shares are not included in the table above.

EXCEL 49 Financial_Report.xlsx IDEA: XBRL DOCUMENT begin 644 Financial_Report.xlsx M4$L#!!0 (."$-5H'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 " #@A#5:ES._^^X K @ $0 &1O8U!R;W!S+V-O&ULS9+! M:L,P#(9?9?B>*';H&";-I:.G#@8K;.QF;+4UBQUC:R1]^R5>FS*V!]C1TN]/ MGT"-#E+W$9]C'S"2Q70WNLXGJ<.:G8B"!$CZA$ZE,1@M(? MZH@@JNH>')(RBA3,P" (L1-8V1DL=45$?+WBC%WSXC%V&&0W8H4-/"7C)@;7S MQ' >NP9N@!E&&%WZ+]!9B+GZ)S9W@%V28[)+:AB&=QO62LJL2HJ7@B^%US6#W(EWF??'WXW8=<;>[#_ MV/@JV#;PZR[:+U!+ P04 " #@A#5:F5R<(Q & "<)P $P 'AL+W1H M96UE+W1H96UE,2YX;6SM6EMSVC@4?N^OT'AG]FT+QC:!MK03621A'^_1S80RY8-[9)-NIL\!"SI^\Y%1^?H.'GS[BYBZ(:(E/)X M8-DOV]:[MR_>X%#BVR]*+ M41B1%G\@M MNN01.+5)#3(3/PB=AIAJ4!P"I DQEJ&&^+3&K!'@$WVWO@C(WXV(]ZMOFCU7 MH5A)VH3X$$8:XIQSYG/1;/L'I4;1]E6\W*.76!4!EQC?-*HU+,76>)7 \:V< M/!T3$LV4"P9!AI@S M&L%&KQMUAVC2/'K^!?F<-0HACA*FNVB<5@$_9Y>PTG!Z(++9OVX?H;5,VPLCO='U!=*Y \FIS_I,C0' MHYI9";V$5FJ?JH,@H%\;D>/N5Z> HWEL:\4*Z"\>P'_T=HWPJOX@L Y M?RY]SZ7ON?0]H=*W-R-]9\'3BUO>1FY;Q/NN,=K7-"XH8U=RSTS0LS0[=R2^JVE+ZU)CA* M]+',<$X>RPP[9SR2';9WH!TU^_9==N0CI3!3ET.X&D*^ VVZG=PZ.)Z8D;D* MTU*0;\YZ<5X&N(YV02Y?9A7;>?8T='[Y\%1L*/O/)8=QXCRHB'NH8:8S\-# MAWE[7YAGE<90-!1M;*PD+$:W8+C7\2P4X&1@+: '@Z]1 O)256 Q6\8#*Y"B M?$R,1>APYY=<7^/1DN/;IF6U;J\I=QEM(E(YPFF8$V>KRMYEL<%5'<]56_*P MOFH]M!5.S_Y9KF4Q9Z;RWRT,"2Q;B%D2XDU=[=7GFYRN>B)V^I=W MP6#R_7#)1P_E.^=?]%U#KG[VW>/Z;I,[2$R<><41 71% B.5' 86%S+D4.Z2 MD 83 >LX=SFWJXPD6L_UC6'ODRWSEPVSK> U[F M$RQ#I'[!?8]*@!&K8KZZKT_Y)9P[M'OQ@2";_-;;I/;=X Q\U*M:I60K$3]+ M!WP?D@9CC%OT-%^/%&*MIK&MQMHQ#'F 6/,,H68XWX=%FAHSU8NL.8T*;T'5 M0.4_V]0-/8--!R1!5XQF;8VH^1."CS<_N\-L,+$CN'MB[\!4$L#!!0 (M ."$-5HA^;F;S@, (D- 8 >&PO=V]R:W-H965T&UL MG9====::<7,LC '$!4$G'R[[L" M&WQ.L>+VQI:$]N61M.RN)@?&OXF84HG>LS074R.6LK@W31'$-"/BCA4TAR=[MQC,BHZ,>35.E!!Q_'T6-YIW*\+QJ4G^L M%@^+V1%!/9;^GH0RGAHC X5T3\I4KMGAB1X7U%=Z 4M%]8L.]=Q>ST!!*23+ MCL9 D"5Y_4_>CQMQ9F /+QC81P.[XJY?5%$^$$EF$\X.B*O9H*8:U5(K:X!+ M*8VUK!#2WND&/=(-NR>QH]IUF74^DYNG6A/]V=D!Q. J^N)=8*O6X%]3G< MBX($=&J OPO*WZ@Q^_DG/+!^T?#U&KZ>3GWVP((2G%NB[4=!N^#TYIM;K('H M-Q!]K8H+!&%%\9B2J(M";[\GJ: :CD'#,=#J+'*9R ^TIE&BC@MX7DC6N2MZ M'?]I^8K\)W>]T# ($MV22YGMNK]MO6*O?^O8N#^V M' W>N,$;7X.WS /&"\8KLANTD412Q#CR6 G;";O*PL[SUHL_+#2$V&I#H'4- MHQN&\)V+FU,#/<,\])IW@GTBB3%R"_"/!PXY1P=Y%J?Q_X?<'E@GI%YR4R9P M"HYEN3?(7\V1RN0Z5KMEM?\3]Z=Z<-I;=L@[.?5R*\+3'>.LC&(=7IL:L#:R M_PNO\4:?L[H&^-=*!M-D"Z\,PM@3_R8@>=?#G*?B P'PUMG--"E M4=RF!GQ5;GA,4B@Z//"FB/'.Q/")S@O+;TD00,T*D9*&M:".L,T2^*HTL"Q$)V$>AW)2VT\:_,"OBHQ+#+*HR2/T*^@(&-PK:P@>??>Z04O%B/F M676LWE;=
00*5.JI"^5FM+EGN'5UW4ZO+RD0B0!6H)3NP=2Z&X+#\[KNKSN2 M%56MO6,2*O>J&<-=B7(U 9[O&9.GCGI!<_N:_0-02P,$% @ X(0U6FIC MK1#A!/%3FN%4?ME2EB A']FC MR3.&45@H);%I6Y9G)HBDQF)6O+MCBQG-14Q2?,< SY,$L=<+'-/=W(#&VXN? MY#$2ZH6YF&7H$:^Q>,CNF'PR:RLA27#*"4T!P]NYL81G*]M6"H7$7P3O>&L, ME"L;2I_4PX]P;E@*$8YQ()0))^>\0K'L;(DT?AO$HIH;DP-$.(MRF/QD^Z^\JAL;(7T)@7_\&NDK4,$.176SOKH$ZZJ:,0AT*NPZ%7=AS#H4B9PRG B#.L>!G M.G]* Z[>@-IQ9SQ# 9X;V-WVAJ=L2ZJ!T:Y3N(,H[MAC-$0H!?9-7BF!>(J8@PDUNCO5@ZU*5IKP7(G;A[H/LR4\?68Q[7F,>#F.^I M0/$'X(U[4X^GWCZ^OI#OV < >C5 ;Q!@4:D!W8*>'%B3 MAN/@(*TH>"S'34G5PK-[,T^<_931"/GN@=($&UJ"P[QTC65+5B?,JQ:=\^XF MTXBT\'>A-5P$A\FH6]A;.:T%V6<6'_K[,/M"T',.;;N&@. P ZUHDA"A2F=) MF %-!4D?<1I(L.#XA@H,[&]:U(.&]5L':/?@_S?4=;XA-^@-UIRUH,%31.,0 M,_[UR]2&D_"2L2KOO0,R$EV_'JK;8EK^+=I^3>YAT2Z4:FH6TXS-MJ2\@SXW\. MBS^>CFSH%WZZT!LYWO3SXC22QV&>X>(\&^M+WOM]Q:!(-VI-9P&'6XME*(]\ M\JPMRYYJPT_D:2] &9%E4 NRWT1 U_Z;?H3 ML4>2!*0'[?4LF*U8.Z5JFO MT1;_ E!+ P04 " #@A#5:JJLQ$.0" "%"0 &' 'AL+W=O\I>R1QP "/:5)QB=&++$1^ M8IH\C"'%O$=SR.2=%64I%K++UB;/&>!(B]+$=^S+,U-,,L,?Z[$E\\>T$ G) M8,D0+](4LU^GD-#MQ+"-YX$;LHZ%&C#]<8[7$("XRY=,]LS:)2(I9)S0##%8 M38RI?3(;J?
EZPCV!+=]I(T7R0.FCZEQ$$\-2 4$"H5 .6%XV,(,D448RC)^5 MIU$QJ82[[6?W,\TN61XPAQE-OI%(Q!-C9* (5KA(Q W=GD/%,U!^(4VX_D?; M<5/51YV!'9_C\"I!,Y;!6XE<#5H&9G&FF.!_3&C M6\34;.FF&CHW6BUI2*:>8B"8O$ND3OBSZZOYXBI8S)%L!=>7%_/IK>R<3B^G M5[,%"LX7B]L '=QEN(B(@.@0'2PQ@TS$($B(DT/T&7U$)N*Q'.5C4\B8E+,9 M5NN7 ENL[>]8/(.\AUSI"CN7T&^2S=OD<0BFWM=Q]*3=E)NIT.'4Z'.WG[@M' M8 &R2 6B*W1&,IR%!"=H23G15?=]^L %D[7WHPFU].XW>ZO]>,)S',+$D!N. M]N X7_Z8'O6ER;P_V3V(@UNG0:WS=U?RKTC&$ D'#QR,DGSFB#.GT1.@> M)P6@)<@!]=B;4M'JWS45I=E0FZG7TL:W>I9EV6-STP#9KR'[W2 U#$?30L24 MD=\0-8&U>G8%*\V\'3#;]G[-;(.:;? NMNM"<(&SB&3K)KA6TZYP@U=P>Z"\ M&LIKA9K1-)5[\+TEV6K>%<[K5)+#FG#8@?!-]=AJV)5JV+4>1S78J#/8T;^J MZXW^BMC<.235!\I7S-8DXRB!E11:O:&L5U8> M^F5'T%R?FP]4R%-8-V/YG01,39#W5Y2*YXXZBNLO+_\/4$L#!!0 (."$ M-5HI#_@48@0 -(1 8 >&PO=V]R:W-H965T&ULK5AK M;^HX$/TK5O9JU4HM21SRZ@)2V^3N5MJ6JM"]GUUB2'23F+4-=/_]3AX2Q4 M[?*%Q.:,L<_,9/P8[1C_*6)*)?K,TER,M5C*]9VNBT5,,R(&;$US^&?)>$8D M-/E*%VM.250:9:F.#\):M8%AWZ9+0F*SJC\GW]RJ&E-RQ1DM%<)"Q'G"["VKUY%YI685 B_DKH M3AR]HT+*!V,_B\93--:,8D8TI0M94!!X;.DC3=."">;Q=TVJ-6,6AL?O>_;O MI7@0\T$$?63ICR22\5CS-!31)=FD\HWM_J"U(+O@6[!4E+]H5V,-#2TV0K*L M-H899$E>/(%&MB*E]+[I37X*\F+1)E)#O\F8"S^'+?(:FW]'T-7R[GS\! %V]JYV03)9)&U^@6O<\"=/7M&GU#28[F M,=L(DD=BI$N86<&O+^I9/%2SP&=F8:%GELM8H#"/:*2P#_KM_1Y['3S2N 7O MW?* >PEG=#U EG&#L(&'BOD\?MW<4LGY?Z.'_WGT$V=838Y8)9]UAF^ZIIS(M)%\A^@D%2E!QIPIQ13)4DQ0%[TZLR8*.-:AH@O(MU2:__F(ZQF\J_UZ2++@D M67@ALI-(#)M(#/O8)V_ 2/@B1O"903G<0IU?0]66JG!43';)5"P7VXDSA&3:M'GNYBS$]PSL%!5T0=NP6*.R"; O;#>A$K=VHM7O5_DYS2+RT%$LB*'Z)D$4B M;JE*;\'7E'.W 'SHMO0J,TY;;Q5B&;;?D*D".8:CE.HU?RZZ;B/7[95[J"HI$TJ1;F?46X5*M!4HA4X%2Z%2@S@OU&J'>5^(J8\IAF5RPC**K.K;7-RBGRJ_7Z\S$:2=S%W+; M^KZ#+L3T_)9F!8VC%NPW@OU>P2^POST74[]3)R"FN%V7%"CL>JW(!PJ4W>$* M%2C/MTRU1-,X[)N,WD5Q+Q)!&B,(:@:[7A$33I5K8TUVH<7QHFS!1=G"2[&= MAN5H.VOVYEY(> XU1:!7",NLB,<-"I)T(Y7;RH>:S3O)QX'=SD +?+C HVM ?8.Y.4^* >]R;EC_)<1&&YW$)Q75&4;[(/< 1;GJ2H0'!D M%!+657"5TBWXHNEZ2;;@HFSAI=A. W;869N]V\5#P.[K@+TT 9M5D9H>(M6? MR59W;^,;AF6U4[F+PZYI8K^=REVV]X)*7"F[V+LMG)9/SJC9I2ORLL! M 6FYR65U%&EZFPN(^_+8W>I_,.\>345_4%Q8E&?B WUUV_%,^"K)!4KI$H8R M!BXL!KRZ0*@:DJW+$_('DW#>+E]C2B+*"P#\OV1,[AO% ,TUSN1?4$L#!!0 M (."$-5K-LPUFV P "=_8 >&PO=V]R:W-H965T&ULU5UM<]NX$?XK'/6FO9N)8Q%\DU+;,XE)S*6])*[EM-/I] ,CP38GDJB2 ME)W[]P4I61"(6SX*[7 #[8 E>/.?%]_)1B,KYL9@OR\O!8U6M MWIV?E]-'L4C+M_E*+.4O]WFQ2"OYM7@X+U>%2&=-H\7\G V'X?DBS9:#]XOF M;S?%U46^KN;94MP43KE>+-+B]P]BGC]?#MS!RQ]NLX?'JO[#^=7%*GT0$U%] M7=T4\MOY#F66+<2RS/*E4XC[R\%[]QV/@KI!(_'W3#R7>Y^=^E*^Y?GW^LO' MV>5@6/=(S,6TJB%2^=^3N!;S>8TD^_&?+>A@I[-NN/_Y!9TW%R\OYEM:BNM\ M_H]L5CU>#D8#9R;NT_6\NLV??Q7;"VHZ.,WG9?.O\[R5'0ZS!M(EMN_D]_; VQU\#S.QJP;0/6:L!81P-OV\!K:P@[&OC;!GY;0]31(-@V"%H- M7*^C0;AM$#:VWQBKL72<5NG519$ .T4M+=']#XV[FM;2P-FROK,F52%_S62[MZNKZR^/=/Y^>ORW0]RRHQ^\4Y<[Y.8N?GGWYQ?G*R MI7/WF* +=#DK+\XKV>]:^_ETV\R)M-%(68.9,JGWYW)]+(1.G$ MSK\^B<4W4?P;@+S&(:_SQ4+>UQL\!";&8=[/Y,7*$GGSDV:S<[D=5ZGJZR2 MWQ'0! >]%94<$>35)FFQS)8/)8;%<:R[7/9%;W8N[Y#=;<)VMPEK4KG:^&DE1.+Z5O'<]\X;,@8Y-T-=-! UR/=TY44>]IW M%JJ\'ES?E:MT*BX'3WSGV13KA$@51U5IG@EVG@E> MQS,OX05Y"%5I>=]>!\8UG[GCUJ@24VI,*,X9CFW'#GW!!U[L>R7#?CHG3L M=#,[;SRX7LF/3Z*LZME' BA55T4VE6N,%X%E5H&N115:!!\13DR$DQ#A\--Q M-$]'.T]'K^EI+)A1Q;;!'!G!+-.U<2N8*34FE&"<"$QS\6CGXA'JXLEF.'[. MJL=',9\UX_(J_;W(YW.G2G_SD,A+<*5"" <>F8,Y"UJ3)9$NCNO2?##>^6!\ MF@^P0$*A;0-I;%Y[&>N0[]\F363U:KL2R M3!M.1ORH/PLPG48A+4*)"BC> NFKP?;*DTH;[]&F>V*/*7%13WP6E3//2YC M0)O:6)P(**8"2K9 6OAZX;"5PO->,=WJBGAP<>:!-!W#==FXB8JQV +I*8,1 M&$3:>(\VW46*T'!Q1N-6S,1BU0Q*TD&K'5O7. -T@V<2,&U*"-=I8V$BH(0* MB!, Z9Y2U(:+D>'#XQ\14.R:E$E-V8Z]]A (42N>.QX9\Y I&'F=8YQB M)UR5)T6)2M(04C;L :S$:>QT3"5/Y M/,/S^<[)>R)6,I:&W9,(#FPQ>5,!Q0S(LWT_8'Y[O]64DY.W-BUO-UQ-P8BY M7H?-5>;.\,P=G;S[[6YFMNW)&Q!A0>A%;9(+[Z?M#4^*QJG0=!_M%1@<7V'0 MN[["L6U@ZP2PO:P'![G4M4[D[.ZT:H=_T9K&!$1U0/0*PM,6[M:AT=I!4)5&BZFU3BSO#$O7//+%W.G.>T*-)EO3.VE L!*9'?R[R^#J5I7L); MH[@ZFX"AJDQ@)L,0#'VCJ.J%/G>XGE9HS/#7']S;%#U%,L[+Y]<5IH'>H MTG0JH)@***$"X@1 NH\5%_[[9&6E$0@1>-4 M:+IW%8G Q- M52M !90PL!+'[=7@WUBNM45D\!P)N&4=08ZRI&R$,S,S2./C8WU)"F]0(K& MJ=#T$F3%0GA'LA!_62_Q;!@'MH@]*J#8 UD(OUUAD@!R,M7R Z_-0@""X_&P M8T3S% OAG*A?!P%H)F_8XKL8D1 M*CJ""BBA N(S0+J/JYZ_P"D/VO4[KQV9O-.JL0+@I$1P;2/;M ^N_$:3(EG MF!+O2*;D^#IR7*--.%.1)51 "140)P#2':XH%^\4RN6DVCDZHUL)K1R?IXQZD:)P*37>EXFN\GD<^CN#-<$B;X*3B<3R35QF-VWDD MU4,?N#++#XK!\8ZO!<&;VMB;""BF DH\H%R#14:A5*^8_LBPXE/\UZKJP(%M M'A&FXE/\ ZLZ #FXJ@,0[*[]\!6?XK]F58??SZ< (F!5!]Y/VUF!%(U3H>D^ M4GR*3W-N!.PB*AJ%"BCV@:H./QQ[83LTP*J.,1N&[= JCHBKVLX4A2'3W?& M!&SZ_JH.0,1W0R]LNXB3__FI M%;A&FW"F8BRH@!(J($X I#M<,1;^_^WP"ERS=6P#QU>$[5PV)M69D*)Q*C3= MTXK0\%_A#L9(%C6P<50!\ 045: M=T**QD0\ .\%$\2T)]F@4-:Q!054!R8A(;7VLA]J)1Q7)GN!\6=!,>?98$W MM;$WU5D65$!) !Q2P=R@-1[R7C'=ZHH-"7 VY* 'MWW0)U14"!50',!42-B> M6P"Y,]=WO;!-S0*"0=A5=14H*B0XF K!']R&[=[/@P B@3MTC9H-O)^VLP(I M&]="TWVD>) YT%.8@EQ;)O0H*(_MD"]+"$@!.$@& W2QCL':>)4Q,GLX2! MR1\8T6&*@"PAWE7KZ*]%O,U.(9<0P!SC&@5H@<"G!XX:!\0GFFHGB&A HH#X%)?QQ&QC &54[X_OX M36Z*>B/ M_;##YBI1#PX^I +?!X3M;J:LQAAFBHR#$7/;>1 _>3^L;GO2$"BHTW4_IF#WXC=4Z7:(I]LV3W>#I@_-Y+,=M'8 (N/[%NVH;':1HG I-=Y/*QD,\&S^&%<$A+8*""B@.S:S9;3^#0Z6,X\IT M/ZC\,3SUL3=5!DX%&E(10BC[RVUE(KYAN=96AAWB&?M"S:/#H1'0B MXS454!P"1UW(B2%JUQ "ASZ+!=C?S46-6M,$7@6>&(I!N9%2C1.!6:[B.5GH>O]+H+T&541TI0 <4A=*)C.TRH3HO E>D. MVGMC!9Z8O\K[2'"=MAE]".2Y+&@7,)+J3$C1.!6:[F.5T(='[O? .KLXF M#JG2_! J%&A/_@F5.MZG3O>3(@%"G2@*:7#E=AXAVK[G@HHH0+B!$"ZCQ6) M$!YY.,51I72X,NN!UDS@F>=&QBFFI%H34C1.A::_%4B1%1%];0 .:1&P5$!Q M!- A[=H *F4<5Z;[0;$1T?&U7A3&WM3L0Y40D;/[QE,OO%=,M[KB'J(C M3YXX\>0=7*WM,!>9' !SPX"UASE2K0DI&J="TQVMZ(X(ISM(TSI_K21,J71S5I;M',2,1SHPP?7RI7XQ>?U" M^4;'U7\!4$L#!!0 (."$-5H+I5*MXP4)X78 >&PO=V]R:W-H M965T&ULK5C;;MLX$/T5PELL6J"I)$9KWIF7EVQZ=G M;"L3FL$=1V*;IH0_7D+"]N<]O_?TX#M=;Z1^T)^>Y60-"Y _\CNN[OJ5EIBF MD G*,L1A==Z[\$]G>*07&(E_*>S%P372IBP9^Z5OOL;G/4\C@@0BJ540];># M&22)UJ1P_"Z5]JIOZH6'UT ;/QOCE3%+(F#&D!\TEIOSWKB'8EB1;2*_L_T7 M* T*M;Z()<+\HGTIZ_50M!62I>5BA2"E6?%/'DI'"Q0>MP+<+D -Q<,6A8$ MY8+ &%H@,V;-B233,\[VB&MII4U?&-^8USVYOV+V^NO\XE[=+.{5W[>KF_L%NOV,9A>++^CS]>W/!7K_(R/;F$J(/Z 3 M]&,Q1^_??4#O$,W0_89M!51959^,FL2]RI<'Y)Q1X'Q'V\,"!9 ;RY4$'G*#R)F*#5JID M!%IQEB)5A9Q(FJV+-*:2@CAUN:U0.W"KU25^*G(2P7E/U; OH/>].^__*'W MC\OF-U)VY(%!Y8%!E_;IC>I("1/.W"A6AF:E;CN[Z4D8ZK#M#M$[I,:3P*^D MCF"%%:RP,S 7\7^JQE1;D@))IOI2Q+*()H"R$]^JJ\C'<&KM@%AG^HO#%[YE M^-Y(V9&?AI6?AIWAFX-2&E%2M-XL1B1E7-(_YH'+\D>+=\"!:N!%/6V(P= =S M5($<=8*\,"$V IQW<+UA8H;(D*="$=63B"H '5%IF$;JCC"NJX$^JU3BV% M,J8B9X(D&F7.=5[)1^-?^+VEN!))^"%9-&O$TV8 M,8I8JJ8(T1K[B>VN20.?+8(G S="WZNIS.ONLAN2K4$T*E3'71B?)I0L:=)> MK:7Z-RK7M])V[(P#7O<[W;'(2=4)=*#CA44'F!R [QTB=,#OIU90[\1.X?0 M"0Y:"L+'-6#<7;U1Q+:Z#^?DD2P3<.+#]]<'HV;RNZ2&7DMS\6L.]SL)4@/D M6Z@]Z@08.'SCC9H ;2G?"\599_NC$-[#Q'82NA.<0\KV6M!N+75.MW,I09 9ZE42?HT,83C@967CK$QL%HTH*ICY_^*KAC68[$"]A?[^3 M4U_=3]Y(V[$7:F[UN\G5>,%T%+5W1/F61QN=;:_B+=\F4J\91%ODI*VUU&3K M=[.ME7FN$#H!=_%H"=@6:0557*K6A&U%SZ@I3K9/%7I]P;:3O>PM5\ MCCLITH1-)5<$$)=^4/2%]!!;Y0R3>FH22=44)?1P8M)O3S@GF9O?S\3MHT,U4:.QHKJ,M'9X-PPK:I M7=6 E3NV5.CY+0,K@<_/P $$/$S9BB:D%;\;&P1=/&CB0F#KJ.#P*AWSM- M<=+!]<#BFE+.XQ()1RV8#UU,!][MX1SUX,'A%I&M<2UC3+=(PT::K28;'3+GMC M/!Y,++-L*=\?MQV'X)KF\?,T_SJS0.\K.@T:62I]&M"A(O#H.+&\ERX6<" !K!@ & 'AL+W=O'+@)5HU-;2?I_OVN M#46TH1\/>P%_W'-\S@$NZ4&J6UT"&')?<:%G7FE,?>[[.B^AHGHD:Q"XLY&J MH@:G:NOK6@$M'*CB?A@$$[^B3'A9ZM86*DOESG F8*&(WE4557\O@-O#'#BW1"CCKN7TNB,ML#]^8+]VWM'+FFJ8 M2_Z+%::<>5./%+"A.VZ6\O 56C].8"ZY=E=R:&HG6)SOM)%5"T8%%1/-G=ZW M.?0 X_@90-@"PK<"HA80.:-.,F?KBAJ:I4H>B++5R&8'+AN'1C=,V*>X,@IW M&>),MH1$BH(L01O%<@-%L_:)W*RNR(>3C^2$,$%^E'*G ML4ZGOD$AEL[/VT,OFT/#9PY=03TB47!*PB",!^#SM\.CQW ?[7<9A%T&H>.+ MGN,SU "^F<;:OV:"8B"4DX74S(7R^V*-2> +]V?(:L,=#W/;C_!6;E$288P2P@&%"U[QJW=F7I2KP3?$[1E>VT@(UD0 M\BP[TZAG6')!*$4AEPY0_&W0'4I3:226\;OT-*HI);C? WKF/5.PBE@5DZ(ZD M/Y*(QSVC98 (+6&>\@>RG: R'E_ZA21EZA=L"ZWO&R#,&2=9"8L59 DN_N%+ M^1[V /L8X)2 \Q;PC@!N";AU :\$O+J 7P)^7:!1 HVZ0+,$FG7?4JL$6G5G M:)=

6Z5#L7]]\P>0PZ!+R190J19NLJ$R2-%BSQ,L8Y(SB"/6-;F86SJ883E/OYC' M.3*/"^X)YC$#0QRA2,-/3O/M$[PI8JX"=W:!]YV3AG.TO@&N]0DXEN-IUG-W M&O^2XY/XX#1^#ZG
[:/XL/[B70T^JK]X'3ZNOW@=/OF_-S]]=^P'B>!6)\!5 M?NZ[3L#/1[A(T2]=PA>VGMY6WE$=MH8AZAGB$F*(;I 1?/Q@-ZS/NFP[I]G@ MG&;#2S5^6S=\H]^"8*I"D.28; Y5?"V)4N=PL+ M7UG(XU
UT*@J/&,@)#GFQ:>F&JTJP%M5^+P9 M[]N=L:T9GXB*L2CP_MH7Y:;XVJX2S$"*EF(JZZ8IUDJ+$J[H<+)6]_N"<%$M MJ&8LJEY$I4 \7Q+"=QTY055'!W\ 4$L#!!0 (."$-5ID*\5?@0L +(< M 8
>&PO=V]R:W-H965T&ULK5E;;]PV%G[7KR!RV_7_NRUZV-C+%U[%?]Z]V@AJW>%_6=>0?CLY>=WI--Q0_=M<>;TJP;EX]LZOM36_ZV0B6ZD;L[9F94IMHSHO2]?;:.Q:7;O&E(;"ZZ,(
MKGSVJ,P<+A*'DRCM*>?HGZ_\5A7^2P7_[%O/BSG-6O.O:"K=2[SKR M1427U$:>;H"Z=[^;%-U]_]+DY/A5VG/IVD[;A_2RT4$96V*; M R&J\%+$FE2(>%/@\ ,U>J,]80%QL5@H"C_+[.7DTNRS-
4[]WYU=]0NR:O% M2PZHQ8N98KH#\[+6=LWL8E!6MZ2BVZM!(1K,>!E5A4N.'$$(H7R)P5;>M4JK MKM&12ZDJ,P><N!=&J'3O'A#U5?2K3\%^GO;K332_6UE4E!L3>3IOJ$.NE[DS4
MS5Q]D)./I:U,I:R+B2K;E@K;BY>AA^YC[;SY'3H'.!%Q^H1R62'G%=)@1=[S M">8R5^=-DPY+'B"XAS=1+:A:WY%:$D'9ZA.*>'+DFGU!XI6MWH"DGZL+'4S@ MM+GF]+,Q91PK]\L<-
LG@**@V4%7@*2#I*LF,E;':E@;VDN1 X5 +%QO-3PB MOH;06Q&A'2PN.24,?(7SA#X4:WG/:=UY^-0@6H):DT6@<:!BG;I)/GZTPN"& M.0*V[Y:'!_^72$QY/@#(32)^Q@* M3ID*Q[.%)-:S&9>\;
['1S=2FT M)JRO1[-S1%R.-AA"8HR"'?L4>^V3K9&LFCS[>?2+G%RZ-K6#@P_=QG+8]\M@ M*@/4-E._&/^6ZP[-U,_7Z9< #HBS\R,Q<-0V@86Q3;6J#$,;F"3R26&72R5=$8O33--
I@]$\K&!718W@A3LE'$'N,9M7-F='65 M>R8_/YE'3T@DW<'V60:Z[SCV@JH0YJ@1VT-2,1 3KDIE&EZ! (BC3[GZA0EX MV+71I[[*-LSQ.F/^H.X9C0%U911)NA:T U=DA$! (25#@!K_F>
MVS\G,A=5[&R&Y)3QDLD++$1.*O8A6C$RX9[246I));& MEWW+**!$;A7G9>0B"AMC+.(>RA6^,HAR/U8)] U!0U$:PBCU7/UL8-J*'3>M M #4"9XA$1A.]EUA#
['/D"26WQ9?!L)XF53OJ1K#*1B@9DKF<*PE>2&FRM-8, ME(L0JU6\.!CND,+P%](36R%8M4SP)VKGT9;-P^SO5Y'\^295P77^U(B=-4G MV,3:26D4AD$W*>)8@3!VC_G4("/1E-N ?;LJ,64Y/Y'>
<.!UW+FLM#:WC!C8 MF?\@1_:(\17C+V8Z0[IREK#TKB2JPN@VT M]BO(5""_CK&#]MYDW8]C$$U2D M2DA";NOMR;1-8RJ)("X2*)GX-]G$K/&YK'<6FV!W KCF?-ABC59--CYEH !
MJ95@]\CB(:J^#/0RMOO T($96R"V'BT!+2WC<]%TBDASF0&3E%39F,7&H!\M MD6YWVC22,+E*C5W-9NB4%LFW04S&:'$!LGV[VY11W!H)W>2WJ0B#_S8U8LC" M2U3MA&"QR2"+
([=,]3*4[*RE!N3DJ 9WZ$[>QN9$9TKF8(@)N#&@I^34\A3#W(H?Y $E9\1%+ M[<#+1[;("1Z*OGNB94YLFIPR"?]1^QJC\9I[^IB4W'/ 9R9I.[ZRY8^>*$[, MHMA3/H>B
+#"@8_"P$W32P%\U#*'W$?QA.<"XXB,&S%JFU#GR($:7:-MV"F& M0\@4C\TTA.>?\ 8"5H]F@/UB?YE'T_(X@Y8.4^A@98[,/+&CH['^#)9YD^>Y M1R#+" @?;V:'3V&GV*?ENU$Q';%-
I!.FX6\7;/",FJOEGNPI1E/HL,C&CL0^4:1YH9IQ]#,W&6&"D MN 7/-?0%RDF=9[**1]#KT\9<3\^R^A%MG"YSA+Z=W,"E(9K)_C@.7Y.3-WS1Q'!>73C\V1V< M?SR_N5#G-
Q_E'Q,Z/'[.Q,4#S+KA$H% :[<^F2E(25D&R2=PE*Z(8GI71WLZV2QJ;/-W(1*2-0 M/LJ7B*@6H4AIRE^!M/JMYX874U/E6$2N-D 5N^+A3:_7W W3I"U&B&(UOJB3
M/&@=H#_+G=#!=M/A,+UM:6)XD$$1=JW&<7MB-1E!:+C33+TMW=BD.9-A-%)) M0*U>(<"WSE_DN_AJD#P/9^O7!H0!%G"JVQRN3&5$6R6[0ASQ>V:2F?FZDI[MO@$;: Q=HRD^-
IV%_^8L:TWXR@WX >#+:7)L3)^4QE_'#W+GZ3O4=GOZ MFO>+]G &&ULE59-;]LX$+W[5Q!]J4?3#M\>*#W++CI&GB&A'@P;8HD;2 MW3TL]D!+(XLH1:I#*H[WU^\,]6$92+S90V**XKQY,_-
FQ/G&XD^7 WCQ7&CC M+J/<^_)\/'9)#H5T(UN"H3>9Q4)Z>L3UV)4(,@U&A1Y/X_AT7$AEHL4\["UQ M,;>5U\K $H6KBD+B]AJTW5Q&DZC=>%#KW//&>#$OY1H>P?]>+I&>QAU*]@HP
M3EDC$+++Z&IR?CWC\^ 'PHVKK<6*,G*VI_\<)]>1C$3 @V)9P1)/T]P UHS M$-'XU6!G&4LV[*];]+L0.\6RD@YNK/Y3I3Z_C,XBD4(F*^T?[.8K-/&<,%YB MM0O_Q:8Y&T->. LM;Z>5BCG8CD$\3
M&B]"J,&:R"G#17GT2&\5V?D%1:/ERJ(,.;I:(P"EW,_'GL#YR#AI@*YKH.DK M0)_%-VM\[L07DT*Z;S\F4AVS:

GH0\!'*D3B.AV(:3V<'\(Z[2(\#WO$K M>-]Q+8WZ)P0Z%#?6.*M56L*OJY7S M2%+Z^Z4,U01F+Q/@]CIWI4S@,BK9%SY!M/CP;G(:7QP(;]:%-SN$_G*>1AH M.A)[6(,.BU"M^?
X\%/%++S_)&Q6H^(MWB[%C_O?Q&P8QS'_#7[D,&BI("1V34I@-E12ETL$+GAB'3U*5$Z9MJH][3D M0AZ;E-6\#F1@IY\A!U73\(&PUS6!K/(5[GLIE ::TH:40!S0;J7V6U'*;5W&
M(*,Z/9T,M$KXJ\9IS8($&[EZ2')CM5U3KR"/&ATDXQ7 ME.YV?M=Z>']\$CI2;')%^B5>=!%0FEM2!Y40$':>6OJ]N 9W-6AH-7VH#G26(MIL$11<+G
MZ!%0I3:39?]94Z7"C'9C42/I&QJ:DDI>KW7:&R1!EPH XJ*35J12&T M 0N*X9L,D$4S)WJ]H/BU,U>9 G =+FQ&PO=V]R:W-H965TWAZ(' M2AI;1"A2(2D[Z:_O#"4KVL9QBQYL2:.9-
V\X;RA.M\8^N +1PU.IM)O%A??5 M19*XK,!2N(&I4-.;E;&E\/1HUXFK+(H\!)4J&0^'ITDII([GTV"[M_.IJ;V2 M&N\MN+HLA7V^0F6VLW@4[PR?Y;KP;$CFTTJL<8G^:W5OZ2GI4')9HG;2:+"X
MFL6+T<75,?L'AV\2MZYW#UQ):LP#/WS*9_&0":"S#."H,L&KU$I!B(:CRUF MW*7DP/[]#OTVU$ZUI,+AM5&_R]P7L_@LAAQ7HE;^L]E^Q+:>$\;+C'+A'[:-
M[^0TAJQVWI1M,#$HI6ZNXJE=AU[V?"-@'$;, Z\FT2!Y8WP8CZU9@N6O0F- M;T*I(9K(2S=-/"5B M]R1K0:\:T/$:H.=P9[0O*/RL<\R_CT^(8,=RO&-Y-3X(N,1J)/A$8R'X^,# M>).NZDG
F_Q[U3?29 M7L)B>0V]<\HI,W21W,TXS8=]0"))>Q;(MG"(IB0+A'!O)IJ1(I9)>HANTH.,.U!!IVK7D6@=RVD%Y 9:TUJ;%/@5OJB908YC2H('S#*7H%DQQVC2<>HSZ76K]GX@J!H
M,^.=CC)HVDP9+81_N'20HO- /TF;6&CIE@-:*I6PM#R2&DE(6U.K'&J'X$VS MK&^7&;W)?^$X"ZJAON/:6/D7=5 2>B9< ?A8RXU006+" M=0TO)%IAL^*9C0R2"6N?64VB9%V1VHJ)
>2SXHUM D:RNM04&-WA;'^ M)X^VC+3PQ!Q(C[O5H%YA8"\U>=":[:JYP:PM9A2*F1Q!OYAJ]"P_4C?!40WZ#(KJZ"U MUVL/OV5B%N>[#K- H1XMF5N[:66&U3,XOX=
<@_^6+Y.!K3W+1(DCA(KK^9[=^ M@).CR?FP=]W)M[N+OAA/)?P'S["]O.HQ+02+Y"@2S6[B2+S/81"X@V2T-2TK M/M&!Q35=[+?HD$+<6Q*!1B(#V+>*)[W/;HEV'0X7)&3FUGR!.VMW?
EDTG^T7 M]^;P0UU84VM!X8I"AX,/)S'8YD#1/'A3A8]X:CP="<)M06&VML^ M<(+N5#?_&U!+ P04 " #@A#5:+_>,EC\$ #*"0 &0 'AL+W=ONMBB*H%2I498D9Z-*2!VO%N'LSJX6
MIO%*:KRSX)]J$G9_C>.UL"6K(WYQIL_BF6<,"%4F'M&$/1ZPAM4BH&(MQO<.,^ZO9,7C]0']MV [V;(6#F^,>I2%+Y?Q+(8"-Z)1_M[L?.GBGCY4:Y M\
(1=*YN.8\@;YTW5*1.#2NKV+9X[/QPIS))W%+).(0N\VXL"RT_"B]7"FAU8 MEB8T7@13@S:1DYJ#\N M?96DYU=?D$QRBY$G+#X9Y9W>=:N7O:,WAUNC?>G@ MLRZP>*T_(@X]D>Q
Y#H["?B]1#&R0"R))N@[75A:H@:ZF MA!K H[$Y.L(;P*UP3N1EX]![-X!=*?,2*TPKHR@JD WRNJ7R)GC>P1O@)TND@ M21*8#=)L'J6SP3R9'UO_\<,L2\\O76MVQ#=)[XBGK=ERA)
(:U_=&6,^\A2Z@ MMI*[$;!7A24*O6>D)J.M(I>99EO^RP.P$Z[S:FN>V<#Y8#I+HUM&>?$#DWN) M@?^1*I.LR/YW.%H, =XMYC#Z?9YXJ<)C>2R;._@:8) M24F]
[5@2AY!*T1$V!]X'MSF'&*)D:,^CI*X5TDAH\^F('^&T XH[/:E3C)@9 M95((DZ+90TD;##:-(T3:X7..M>]N8BZ<=-'/NJG6=!?Y>4)\X7X)]Q?2Y>P] M8!,OH@>:C46CD*5:W1?
GDB>*UKFO&$;4X#P&Z$.7@T^8=R=MMHRC*[+8NRC, M1@9O&)K/*/6#R]-+6HW'T1N*#;ET\&4>S(E M>@QCB\-#-4A3F S@4?X2H%")![QDF$U_5'GEG%YV,CQ/..\LPHX?VA#O4+S=
M:SX/K[>JMT_)Z%5*.D\O#K]CW"3"4;5R9/]G81I0FDT#GK28_.IJO MA+<-?QQ',DHQN1VU_VO^H7+7S^46_&PO=V]R:W-H965TR-347[%9AW38-58\7K);KLU$XVAQ\
MXLO*V(/Q^>F*+MF,F=]6MPJH\8!2\H8)S:7 BBW.1M/PS45L^1W#[YRM]*G)57U-#S4R776%EN0+,/SE4G#<9Q89,R,PK> M)@&)7|"+!F>:-7M&!G(V@"S=0]&YV_?A6FPQ MCEN:^.AY'?
@M%U047"PU_D@?7=2W9_BV544%#8"G2\48-*;!GQ4WT%IYXF51 MA%(_SM# =:MXP7!*0B\(OR^K9\ ;L]N1-D6'>0'9@Q36QT:)W'BD2Q%B1\G M*,DB+\BSG@@F7CR)'7%4
_'2.'7ZB1^CAM>UG02!3X9G,%>W%/0:B4W%,.AN M-)8+9(E_9J""N7"R[-Z^-Q4U'?G 5,AG+1TUP;:]6:*D6M9[W<,M;9 !6TU*S'%?7]LS>RA8!'D8>9,L 4O.*VQ7 O(;L57N.8--]0.
M0(TUS'@8XZ8:##ZPR'.GE[)94?&(N=9M!XU$V\Q!'SBB*PK%@FU';1"FLZP M8W;IMJB^91BF GRRX2RMI,7HY6@-T6!;M0B>"MDT(*-M%5L_Z)P]6BX?3XM" MJA+#\+-D0<>:G
=HCCLJ^N[R#0LR3 *61GZ0H])(HLT6);@2X(T3_@5ISR(Q- M@$-!^RC[J8$Z8PK"Q04K\>IE"-I2M1NFV>'ZV8;7,2G."[GG,Z<.ZT&30J MR3>.D @,)NB**7Y/[7=3NRR]8^72NC2=7>(L3##)
(^?(^U:P0[=)XN5IB#I/ MH\Q/*$YS+\M"1X0A"OP@R%$81%X6$QZE/ID<4,=@)]XDRZR588(B@PZE/@*%ZD%_% MH#MMB>YS(S?@R G>?
_^DF]%VI#V#='!^6#R;,8(.QH@C7A@>_WIV/.=XUYO_M@_GA!NE_/3]0K_8[YL=.)Q16#.;ZC9[\C#^OH M;I/>SSN!7^"EH:FU9O8/#27@@@ABFTD]?]R+?RM<+.'D[71VX7KVLUSQ L<9
M7*DV%EQU*6PY1!4R^8'3.:^YX6#,0LEF,%>CQ$N@N* M0\'97!0U)(HON-4+;G71XP(NG&U_6X"D/?7S#9K!OE6VM:NK8[K0+UT3W;E% M@Y4_HU]WN';JU5H;JL43F*E)%. ?
<)3X>8YNNJB$7@@L<9KAQ(=OTW4_M<4K\8Q('7A@2_[-.[??J^F'%[JG/$]9?E!A&?@JZ2>BG!!^[M(X]WMI>&J:7;T32T4BM,M@,I\,:..VVGRU[M8T-^I J^3QK7; &B@3]1EAU
M>UE'&+ERN]!:<&MBLW&,%JRQ3E@'>+Z0T&\(J&);C\[\!4$L#!!0 (."$ M-5K,T;IVX 8 (T1 9 >&PO=V]R:W-H965T8WEP 9[OMZ4.W0=RT#P=]H"7:9I<2O205K_OK
M.S.4%#MQ@]J8X+Y9$OI:Z]C??;]\.ARS>R%&Y@ MMK+*"F96QI?#X:==#M[52%"Q4ZF$:Q^?#4JBJ=WW)8[?V^M+47JM*WEIP=5D*
MN[^1VNRN>DFO';A3ZXVG@>'UY5:LY4+Z^VMQ:]AIZ50I:R<,A58N;KJS9/W M-SPM^4W+G#MZ!%D:\]E>\CS@IBN>C$!DEKFGC0(?#S(#U)K4H0POC0Z>YU) M$CQ\;[7_P+ZC+TOAY
>C?U>%WUSUICTHY$K4VM^9W7]EX\^8].5&._Z%75@[MRGJ0U\Z;LA%&!*6]PE-\;>)P(#"-7Q!(&X&4<0=#C/)[X<7UI34[L+0:M=$+ MN\K2"$Y5E)2%MSBK4,Y?+
[S)/Y^17P5\"7FV@D*U^70HW9:.\P;33=!4_J" MIAG\;"J_BOV6%7B>YM:*:BWY_7_SI?,6R^2/4\X'W:/3NFGKO'=;D M'0X['JYY^+MOOYFF:7P!=XM[1WF+X5:+"I+HEPHPGUZ62VDA24)2^^
W,B)[MHMI#:0JU4JA1:(WZ'M $?K F;Y BCJ7) THZHU>&E+0%X"66ZUV4OI8&5- M"1GL!;.Q I7L,0:L^RA$%Z2JH3GGTY'-#V 3P94E5LN":%!?J582-@)AQ!R MDLZ4[P01M>.[T/9L5*
ORQ/ZHL9:'0GM[#4J(+ M$D15!$314V5LNZ[R#55]L,8!?2:_12*<9 M7+@ @B)'DQ76"!KDO2MI[QYDJMU^Z[-%8&W2R-*MB>A3S2M_9_Z3Q5ETWZ8N MU(3P|+W,&W4A\1F,^^-T
N]@,AI,L^A'BC]%E6*0YV2]@$G2C^,8TL%D$OT6 M%'Z7]6>S"?P'YP9)'"$MKZ3BB:0_SF*A-)4SQ'5IG*N%A7N^1JMA5)]9!2<1PNJ(E)@]N;$.!9":'C\<*KH-MVC M'(:JPJ-"QB$#$S#6LL+\|:
[V/7+W\$XV)(7ZR>>6>\A1TDP9<2L1CAAHC2A5 MY92:+[4*+/+,1EM#R_WAYB0CCT3686"+D:BJFK\EB:,HH03V4K63@:ZN=$" M*V:1;XQ&)@CVSK9(U 09.45JLE)(8DY*YW.*(NZE/1-
DFZ@&SK'*?3Y;49DK MA(_DY\%2$=54GTS#(M\T5$OIY*-ZBVJ(3M(]34FIH^I#5GN>&)^\$"E>-I MTM7(+4[F6&]>H3<[A1M+!(IWJL2RL 2=%%'U<^?1:M5EN-T* 7<_(3UHDXP
MM"R*"S83@X)*$UD*K)TR^*T:^-#!?TJA9H>K,%W4L!YU#&#NCI*ZP4!HQ-^9 M;*"7DB;*T?!#$=K;AO/_3L U07Z*#DGL#H&QKVTE'YC"O35/*BB$>?]Q'WB
MA_GB!N:+#_"KV:H<*7:A[:%'QT#V.WTHBGDHZG@0BP4\I]I-F-$^(ZH\@_H M(- FHGD3K_Q?NM\QIG=!H_5O-@/8=5!O-70C-!/:R9:8]J)/1.7)F0>3-!Z< MS[JVR,"3B_89?6Q*Y_G,8T=|+K-
%.J).F6&;', ^F_2S)!MGX$-.)N",H;$?O M(.MGV',G,WQ]@H(3\%-A-[6V?Y^NI@N=<_/YGI4MQ\;2W>/ECXB9W/9S$,? M/%EITCMJ3M3U#9T/W0N.= ?'%N\#PAMP?>1'U#6U Y'-8?WLJ+6LNN
%^Q M'5&TL]D%>D*V#Z]G\(E '(YTBX_!'UU:Q@B5VWW%N&5 $_5V $(>B$?!+Z_ MY Y!T[=N(8'5^12VC7_$W>!065WY<%ON1KO_&N;ABOVX/Q1\;.P M:X6J.4*1\/!9-
S#WLB7__#AS98OW'@XQ.L[OVXDGAXL++<#YE3&^_2 #W3\P MUW\#4$L#!!0 (."$-5I^Z%3MK 0 ,L, 9 >&PO=V]R:W-H965T M> M37)"K#IVQG9(^?=
[;$,:MI#M2GTAOISS^3M7FWDCU9,N QY+KG0B[PIKH> MC71:0$GU4%8@<">7]J0&IVHSTI4"FCFEDH^2*+HUX4S MO2*Z+DNJ=K? 9;,(X_"P\
VA;$+H^6\HAM8@7FL[A7.1BU*QDH0FDE!%.2+ M\":^OIU8>2?P-X-&=\;$6K*6\LE._L@6860) 8?46 2*GRW< ><6"&G\VF.& M[9%6L3L^H']UMJ,M:ZKA3O*?+#/%(IR%](.6A54P7QD$-
X*C=(JU*V' M2LY 79'O4IA"D]]$!MFQ_@AIM=R2 [?;I!=P!=60C*,!2:)DTH,W;FT=.[QQ MCZW\&Q0J;=76UNM3QGJLR6DL6RO7NJ(I+$(L!@UJ"^'RXX?X,OKTLLPRQAQ#(!T*7&,&2FTS8P,"
\O1JB/7!%FM;"@/J*AXX.I,.I<807]B."!L3'BZS:)] M=QK[H&8H;:FB!9_RVG;!UHW(5-!BS<&$_U*':3UIDM6X.@%M3LD[\&8_"@B
M1]'UCCU!/K!%**0Y6.G,L*#&#17EMKW;OU%QR'+O:=%L:4!O1]V:^3E+/"DO$ MX^9*EDXRI3RMN3>I$[I7K;N;(TQU:NMTP5P'*WS69#5W#K5;+U7MN01'P0WL
MU>,"$ZRZA4+B03P>DW@2/(HM:)M&KG*F\2"*C(=7%Y-@I^\'V,^#32*0>S MV2497TP'DUD<) &'8%#[TV@0Q5=70RG_1MVR @[IT[$_-,ZEX
M5(C=C'3=J\5I,U,*O@M.IN?;\HWTYQM=2VQ]0?+NIH,MI=R+8Q_:[:K[4O]QC]07]3],_\[51N&:<0A1]5H M.+T(B?)/9S\QLG+U/4T^AUPP+_;8"R KB?2VPB^XD]H/W_LOP'4$L#!!0 M (
."$-5K$9+&PO=V]R:W-H965TK<8.[P&_.&[- MP1I<)8E2CVYSF\V#R!E"@:EU"HQ>S[A&(9P0V7C::09=2D<\7._5O_G:J9:$ M&5PK\9MGMIP'TP RS%DC[(/:?
L==/1.GERIA_!.V+3^#"!MC%%75CDP.*B[; M-WO9?8<#PC3Z@#!#O"+'WW2;R+K\RRQ8SK;:@'9K4W,*7ZMEDCDOWHVRLIE-. M/+O8-(G!IP:EA9MG>II9:$G6'8;I3F+52L0?2%S"G9*V-'
C,\S^YX=DI_,4 M[SVMXI."&ZP'.(KZ$%Q^(3>J*MQY/5%GZT1_BP38S%U-JCY;9@J]I9< MF9JE._H&AC4A5Q@LSL^&U"U': CSNOXE/KG?H_3$M-3:[WW%%M^X"I$IG3*9(M/69+6&
[6\$/5/.U-)Y,^G)]-XSBZ?D?U\>%U'[8E3TM 8UDB.'6<@0(E:B: M0C)C.C.@,8L9G3;A'?;3B<7@Z2QD"#I(KR#YUP2G+=^+%8^"R,D-Z;!K.\9:U753+Y" MR0P98:+Q5";$SE:/+%-
G2,/\U#BTJ1W0.05J4-)/:+7OTCXT-4&U:HK2Y_%N M#Q.V)O:N,QIKM#ONO_?F?W"LI<*#ZUZA+OQO,^_>WOSNV@W-Y?MN'B#MT/W MCNF"4Y4"A&LLAYGV=FR+[;6G?K2Z6"N*|KX]\?
ME2$T/YR<^+Q4M^1SVRB#+VOK:AGPZCR6GOG%*KRIKDY.%XN7)[74YNCL'?]V M[<]>V394VJAK)WQ;U](7*C<M\?+8^Z^S[I31GHAY.S=XW2BSDEY=VNI?N@CE^Z/71Z]0:]E6
MX9/=_JR20B^(7FXKS_^*;5S[[(B*7\409Y]L[9K7"T&M3H@57EW1!.&_+*37#XJK$OG'UT&VGT'S*:R!3B M1F^,7NMVTKE67GS7/7W_[B1 ")SDB=F%Y'9Z0%F;\2O
MUH32BRM3]#&)__PD$]Z4_[:2_.)*P_\7?S.?:N7BVF(G3Q>GS"7K/>FL\8WK/#M ; M4_Q_YRL^X@P&OV_O\E12OW@&&3Q*E/T$@<_7UZNG@:UUS:NI'F(;YLI1?:Y%AF04@5>,E"J80/>"/A?
U25W$HH MH@W\N%P*;/CT;SW*R499YN*C$;_9.U6OE!/+-Q0 R]M5UW1I[;&&8RFX>R").-BR3GXNK MJ5HG7X3_;T'S10SP1_KA;Z6(D13+8PAV_"9SX.<|V=;FM\(WE0YDX<$V\M/R
MU5LO@-#P@"E(&)(9>O*N&3FK:NEWD,LKZ;U>/]ETJ"8"H*3V$^KV5%>E'A)TJ MVHBBP|%\CG;B35@@J[GXS#N?2EOH0A@;(E6RK:?
$2BDH6WP%_D9';L@7BKVRT_N)]'QD=4O^JQ^,9G5%)]K5NR:LM$$#OBQ MM)XD,Y[63#M[1)M](?,4U3$>@,_&J+R+#DP<0%IRX:VVDR37U: M(Q$P'(JPZ4!YA.^J&<#% M%\,,;H@SJE"'-W\
/[\F!;P:"N5+VU8%A,BH4R'V4.1K:V*<,G^BV4G]0[T M'):@3[FJ$ (Q2Z)N8R%86T]1G&-[=FX,]GFZI)I#5A/Q.K+/E9?3L;]]]YX->F/&[5A5<>,/[ES MW/@=.;9T9R'%G?
R%]^I7/BXG&V(',8"KQ)"5#;OM'Z2S).O^XU?SVI M^1?/O<25#Y]\6]:$B+1%\A%9-.%5(0(.%QENW%VA/$8ZARJ)V:*EMA?0I):W2JB8N?
%+89,Y8=K#R$)X6W=1W%G;5-DE98E7>W0 MH= ^KZQ/S2+"CMS%GNKWB+T]?5H4J4>CYX/ >$ B[D9,FV10]PWEJ1<%< N@ MOJO$)0#Y8XO8%B!>(
!R[FN]MGXPDNS;Z&M;)!NFW)X1?]"S!-.>&B;KJ0A4 M,A5R5D3]KDN!:N20@&&Q%"UI@![SF6FHW"9DI#3+RVC%V,PQNTZ;F6BJ0N,' M\]U%$&P<)42(2$*T>
<.,_4+,B6^:MBJ,Q!P>=KR$%%WK$N1]:"J"!MC@J:>C4IV MH1'EKD=4- +N\+W4DY#QIH>,-Y.0\8N&=] /(QQ>36<:SHZ>W!98E8 M[I*#&N6K6-NZG)-FW<;) M@;3CRL8,O4R=
"G@^PYE/C1(3S3"#2:?!?96(,N\?2*I%QKJC@RW3W85I#;$ MOY,C!8EV!8T@Q'0&!*$)>EMKE3A^T@"/=_&Q%N#|"K,(L)\!P8SFAQHZ IJ MHW-(0NYKC8YT-0T6'-.$VRCY^.^1Q*2Q?
BJW%+M99BUS6-T/QRT2#7:^51B# M5,WYYP L751-SSIIO/E,[2DQ-AA:6E0I="1I1&5-AT-90CXPB7F>C)EM-8KW M"@AP)W7%.9R LV\]3+XT?E:L\FHR)58;C[L-]3 6\K#MWHMZ$(G?^V)6+
(MP$NJV O!;)L:>8KAPTY$*E;ME+RFU2$;:L-E(N MYT(,V@35T0"I0.=A]T06*MUW2XQBOY M0*#/_$>8A8BJ4$IBI3'J/HCE*48K/D3LTCD;-BE4JZ3O7OVA 6&TF9EW$P4I
MWK=W>J/!$UND!/=9VQRHX@.;1]<,PK_70G2VW5";T2FJD+$_#&PA8#IIN:F/|YY%,_-P?P^3V#]HF*U-DID,K5#32G_IW M6N1HMN8NJN1GRXFAP[8;9/32?[;#1%-N%*&
|8]OL?.@=):#F2/5EOBHG> M9;G8G=LOID>]>(U" O_)D?WH.?TD\0/38.28_3E'4<4GY3]EARN$-+I2]EK_ MA2%"[;YDG9]; XX!_4@'N'D/T@/:/,5P]=C=0&W6;8C2$EW(1^,1;,P5<\@EX;
M%Z8BH#>:\]^F8^Z^MCJELH0M5'CA:I&RHT.8!G@&.$;3]]$+!L+#D(LIJ !7 M=*RU0C3.^A7#4[["C-T=$L23FCZ A]/-\%"LLV4:W@Z?-.T?ZTR'U^!::#D9 M7I_XY&K/N39- M<+>+"XL_^
=A/YS<7XOSF"_]'A(X7KXAX?]HV((E&Z6(L/EN]9&#91 ^N# 1HJ M\5G>TTGD9L]AE\]7WS/WY#M+M^)#395.]3BUVR!"[$=QS]2PNCO++!*G[Z?
M9=M2Y^7NU&!_DO<8"BAT!!VN;!#5RG=!0N6!80]6]QML5V358T(,/)]!T'*^:2O=50"1?1:AD"Z*I?B]I:8BQ,:%$@=X6*%SVQX#.&EKBXF/Y(X=V&[1<3>T[VAB9N3S =BUZ$]9!E;CR5-
U5R>Q M?X@GK_%X@485Y#T/#G*-;-PY?YFN6+JS*YZA:']AXQ#&W3N\2B;GBQF>O&?) MCC!7V'T3<<]<7$E')]D=#73E#76K=#NTWV/JOG6]^@F^Z]$TEN1\C;,7BZL6
M';W%.$\U,HZ'Z28JQ"+.X",'9Y.)3IQ5_D(S-(8C)X.;9NZJZ3Z=9W<3XJ5S M_VM_9W\>;ZIWR^.%_Z_2P1GHK4=6Q?S5R^.A(MWZ/$EV(;OK5@U:@.]K:T/W0@SZ_Y/A['J02P,$% @
X(0U6C=)#,24 @ W 4 !D M !X;"JW;W)K&ULE5113]LP$'OKSB$%"6"T(FE: M&0)0V4@#\#(#646 /TQ[O![=\55AW+"CBJUP^?FFO- MA1U+QDN4ABL)&O-X,.5/9D,7L^I#Q"[QK<-1K
MSWB.0C@BDO'4<@9=2@?<7+^R7WKOY&7)#)XK\9UGMI@$)P%%DF+-:V%NUOL+6 MSY'C2Y4P_@GK)G9(P6EMK"I;,"DHN6s>[*6]APW 2?0.(&X!L=?=)/J+YAE MR5BK-6@736QNX:UZ-
(GCTA5E835)Y82SR27C&AZ8J].%JMK MNGUKX.,=6PHTG\:AI8P.%Z8M^ZQAC]]A/X4;)6UAX(O,/L3'Y+23F[*G<6 M[R1<8'4(@^@ XB@>]N
;=/8'GF_P=_L7W*1"F5JC@1_3)=FG/^;G-L\-Y7 [MI>NBD:E8BI. VL2@?L8@V=_K'T=G.P0/.\'#7>S)@KHRJX6O5MY5BV]4BUG(MG:MGYVJ;_)T)MLO_SZR]"S2IYI7O.R]9Q7*9)NJL;?
N5Q:PWUSRER[Z6O:GO M3;AA^A&);'_O)!Z2YSQETL]5$NGR?V0O:DQ%#WJG3-3 #[5 MG)][,1_@Z&!P&FV\'6._?_:VZMTI2Q;^(1*V52W&PO M=V]R:W-H965T;(7HX$4*
M96=1Y5Q]'L>VJ% R.]0U*CI9.2.9HZU9Q[8VR,H DB.D^0DEHRK>%&V)\W) MI[IQ@BN\V,*9EYG:/0FUDTBK:!>[ZNG _$^;1F:UR@^UG?&=K%4O))2K+ MM0*#]JUET.3]?CWU^2/C%%<6-
WUN"=++5^\IL?Y2Q^O" 46#C/P.CUC%5DRBU=://+25;/H+((25ZP1[EYOOF/G9^+Y"BUL M>,*FS9VD$12-=5IV8%(@N6K?[*7[#CN L^0=0-H!TJ]"[O2BHO&:.Y5.C-V!M-K'Y1; :T"2.*U^4A3-
TR@GG\ALD2Q8^/K"E0/MI&CLB]4=QT1',6X+T'8(O M<*N5JRQ\5266;_$QB>D5I5M%_0@X0+K(63)9TB3='R +^L=9H$O.^APG[$6 M-JZ/\]UP;FM6X"RBW]VB><8H/SX:G207!U2-
>U7C0^SY@K]K; 2"7H"P7H%) MW2AGZ4\OM*%/"5S1_R:8A"!27;='VT'UF7;:?^36_GW2TS:ZXL25T1-!F> M3B(P[0QI-TI[7H6^7VM$4",N*QBX:GT#G*ZW==N%OZ =Y_@=02P,$% @
MX(0U6K4PEUR5 @ G 4 !D !X;"JW;W)K&&UL MA53=3]LP$' O7W$*$P*P[:]M%_PEK[Y##[$$)I!8P8S,$SX ^ITF\<%Z:,P.@[],D,W*J*Y%',,JEW[G#D$W/BE4S[ETF*%K6PHNI!X^ TV8PQ/T98R+XUR#R7OUQK^RF)JZ!HWO1T*>&(%!Q=0B+!E'+#S/L:D5XK/G@&HRXV)UU^,Y'L7UYV_8MS>*X9ZG6NJ/LXPYMIS^\YMNP8/FH8MZF@_.ZXWZ-!!.NQQ#)B?U%)?7@]TCP9&]:MF;)B?A!ZEX9@=<]GEQ^FFZ>"R?FV.VA5D$')SRRGHY*)1LS0C*/CNT#DJ2(LZF*PQ$U-YSXI3ZHFT8@(W>HAY+BJ%P&]Q3!0!:[>2.E*W7YTOY[I)V2Q+4X9X\V0IIVJ"P:9I[7ENSZ=
BL@!KY%IRXJ+BB@M MBK4K:X$DMT%5Z0:>E[@%H-YB.EV$A[WZ%_LK7K6I9$XC4O M'VFNBJDS="#'%6E*[< WGW%;3V5P,EY*X5-ZQN&#T#EPKZ8J6A4\MF^X5[[S:J5]J*4=[[Z3R[[L3%9CAF.R6][Z8J6T=#LE
P++NTUD6=X01=*)X!L0QENCF8LMU49KX[FF#',MBQG 5' 1=8#R#T^A!X070$+^RJ#BU>^ [>ML*?5TNI MA&Z,7X=J;"&BPQ!F6"YE33*<.GH:)(H7=-
+3$S_QQD<(1AW!Z!AZNM##ES&$_#CWX &$\&(UZMU(VF(/?][5+E PA'L1>;_Z*(J-2 M&\[BR.O[?@#GD SB1%MJ*K3>MJ0_WIW_IM=]H6S^KCETBF 4]8?#1.<._$$2
MP*G[NW[HA8R:Q)4.]087L0.B MW06MH'AMYV_)E9YF>RWT^D1A'+1]Q;G:"29!MY#3WU!+ P04 " #@A#5: M$P>*S9T# !Q'0 &0 'AL+W=OM7$$I1M(B"B+TJVE=@&[+3=+W4.+:4. M$P8U0&CDK#WJ:H17]&B?
($[:PV(/M#2V4A$BBEJ]3CY-OD+5)>M>RKMMP?AY?.*BB\AKCL[I!H%+QHFB<]JSCG=)RBU ..RG75OEAL(+1W'&E]0:KHDHIY:D@UEKAC5E@_Y]Q\KBM+=V\^/O(H5M3V?
FKD[,9RG2J+&NX$D@NJ8N)U"27?3^S^M/D[<%]MX9;*$L-A#3^/F#:W9;:\1_1/]L8L=8 MUDS"+2^_%YG*9*9_;$)AELV*Y4]JWS_.QSBB335>RDMI6K)O;:/;8)NE.*EX=G)%!
M5=3M/WLYG,).)P\2_X!>$'$++Y)N(L/S(M)M/!=+3H:C!37:GUTDQA*&A)%,J5,(@RE))B/BLAOT`G'!B8GB(HB&RZKFU3R7'L)H(VA/NB7BJC%B$S7Y&<;'L6WYH>DRALJSVWLRVS/Q3/X+J@AM:<'3;
M\%%KEDGRJ,C._3VDUVK^Z!F_YX6HAF4|ZWFTY4@5BN@FVHYD/Z7K=LAR7<8HLZ0+R3R@J%ZZRE:>KA:G]XLZRFJ!%;AT6@SJ&KQ9G1!HV6LCR&<&KN:C7LV'LTL2
[ZNJO6(,AW<\ZV>0V".[NE!HJ,A'2,8$T<(14GLQ.&8O"7CR)U0ZS<\7^W:OHE*31Z M,X"*!P+!P2A[XZ3IEW;R9A$-P<Z_ZU/+R#20O:L_!#E9Y^F$$8L MBDEK_%X6&3

(/DN /)<0^2XP$D!Q^A!$$A M*D=!*D=A*D>!*D>A*D?!*D?A*D&PO=&AE;64O M=&AE;64Q+GAM;%!+ 0(4 Q0 (."$-5HA^;F;S@, (D- 8 M " @0T(!X;"]W;W)K&PO=V]R:W-H M965T&UL4$L! A0#% @ X(0U6JJK,1#D @ A0D !@ M ("!/A$ 'AL+W=O&PO=V]R:W-H965T&UL M4$L! A0#% @ X(0U6@NE4JWC!0 GA< !@ ("!_B4 M 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ X(0U M6F0KQ5^!"P LAP !@ ("!U#$ 'AL+W=O&UL4$L! A0#% M @ X(0U6C$Y02 U! X0D !D ("!1@ >&PO=V]R:W-H965T&UL4$L! A0#% @ X(0U6LS1NG;@ M!@ C1$!D ("!5U$ 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ X(0U6L]_,]@G# U2 !D M ("!56 'AL+W=O&PO=V]R M:W-H965T&UL M4$L! A0#% @ X(0U6K4PEUR5 @ G 4 !D ("!.'(M 'AL+W=O MS9T# !Q"0 &0 @($$=0 >&PO=V]R:W-H965T&UL4$L! A0#% @ MX(0U6D?I&J8> @ : 0 !D ("!;WP 'AL+W=O&PO=V]R:W-H965TR! !X;"]W M;W)K&UL4$L! A0#% @ X(0U6M?* @ M*PD !D ("!I(4 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ X(0U6M3 C;_\$ #@@! !D M ("!>Y 'AL+W=O&PO=V]R:W-H M965T&UL4$L! M A0#% @ X(0U6H9M2&PO=V]R:W-H965TR !X;"]W;W)K&UL4$L! A0#% @ X(0U M6K5AH \X P 3A, T (!(K< 'AL+W-T>6QE&PO=V]R:V)O;VLN>&UL4$L! A0#% @ X(0U6HS? M7ZUN 0 W10 !H (!!+| 'AL+U]R96QS+W=O/ 0 XML 50 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 51 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 53 FilingSummary.xml IDEA: XBRL DOCUMENT 3.24.4 html 149 163 1 true 41 0 false 5 false false R1.htm 00000001 - Document - Cover Sheet http://phiopharma.com/role/Cover Cover Cover 1 false false R2.htm 00000002 - Statement - CONDENSED CONSOLIDATED BALANCE SHEETS (Unaudited) Sheet http://phiopharma.com/role/CondensedConsolidatedBalanceSheets CONDENSED CONSOLIDATED BALANCE SHEETS (Unaudited) Statements 2 false false R3.htm 00000003 - Statement - CONDENSED CONSOLIDATED BALANCE SHEETS (Unaudited) (Parenthetical) Sheet http://phiopharma.com/role/CondensedConsolidatedBalanceSheetsParenthetical CONDENSED CONSOLIDATED BALANCE SHEETS (Unaudited) (Parenthetical) Statements 3 false false R4.htm 00000004 - Statement - CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (Unaudited) Sheet http://phiopharma.com/role/CondensedConsolidatedStatementsOfOperations CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (Unaudited) Statements 4 false false R5.htm 00000005 - Statement - CONDENSED CONSOLIDATED STATEMENTS OF PREFERRED STOCK AND STOCKHOLDERS' EQUITY (Unaudited) Sheet http://phiopharma.com/role/CondensedConsolidatedStatementsOfPreferredStockAndStockholdersEquity CONDENSED CONSOLIDATED STATEMENTS OF PREFERRED STOCK AND STOCKHOLDERS' EQUITY (Unaudited) Statements 5 false false R6.htm 00000006 - Statement - CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (Unaudited) Sheet http://phiopharma.com/role/CondensedConsolidatedStatementsOfCashFlows CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (Unaudited) Statements 6 false false R7.htm 00000007 - Statement - Reconciliation of Cash and Restricted Cash Sheet http://phiopharma.com/role/ReconciliationOfCashAndRestrictedCash Reconciliation of Cash and Restricted Cash Statements 7 false false R8.htm 995410 - Disclosure - Pay vs Performance Disclosure Sheet http://xbrl.sec.gov/ecd/role/PvpDisclosure Pay vs Performance Disclosure Notes 8 false false R9.htm 995613 - Disclosure - Organization and Significant Accounting Policies Sheet http://phiopharma.com/role/OrganizationAndSignificantAccountingPolicies Organization and Significant Accounting Policies Notes 9 false false R10.htm 995614 - Disclosure - Collaboration Agreement Sheet http://phiopharma.com/role/CollaborationAgreement Collaboration Agreement Notes 10 false false R11.htm 995615 - Disclosure - Fair Value of Financial Instruments Sheet http://phiopharma.com/role/FairValueOfFinancialInstruments Fair Value of Financial Instruments Notes 11 false false R12.htm 995616 - Disclosure - Leases Sheet http://phiopharma.com/role/Leases Leases Notes 12 false false R13.htm 995617 - Disclosure - Stockholders??? Equity Sheet http://phiopharma.com/role/StockholdersEquity Stockholders??? Equity Notes 13 false false R14.htm 995618 - Disclosure - Stock-based Compensation Sheet http://phiopharma.com/role/Stock-basedCompensation Stock-based Compensation Notes 14 false false R15.htm 995619 - Disclosure - Net Loss per Common Share Sheet http://phiopharma.com/role/NetLossPerCommonShare Net Loss per Common Share Notes 15 false false R16.htm 995620 - Disclosure - Subsequent Events Sheet http://phiopharma.com/role/SubsequentEvents Subsequent Events Notes 16 false false R17.htm 995621 - Disclosure - Organization and Significant Accounting Policies (Policies) Sheet http://phiopharma.com/role/OrganizationAndSignificantAccountingPoliciesPolicies Organization and Significant Accounting Policies (Policies) Policies http://phiopharma.com/role/OrganizationAndSignificantAccountingPolicies 17 false false R18.htm 995622 - Disclosure - Fair Value of Financial Instruments (Tables) Sheet http://phiopharma.com/role/FairValueOfFinancialInstrumentsTables Fair Value of Financial Instruments (Tables) Tables http://phiopharma.com/role/FairValueOfFinancialInstruments 18 false false R19.htm 995623 - Disclosure - Leases (Tables) Sheet http://phiopharma.com/role/LeasesTables Leases (Tables) Tables http://phiopharma.com/role/Leases 19 false false R20.htm 995624 - Disclosure - Stockholders??? Equity (Tables) Sheet http://phiopharma.com/role/StockholdersEquityTables Stockholders??? Equity (Tables) Tables http://phiopharma.com/role/StockholdersEquity 20 false false R21.htm 995625 - Disclosure - Stock-based Compensation (Tables) Sheet http://phiopharma.com/role/Stock-basedCompensationTables Stock-based Compensation (Tables) Tables http://phiopharma.com/role/Stock-basedCompensation 21 false false R22.htm 995626 - Disclosure - Net Loss per Common Share (Tables) Sheet http://phiopharma.com/role/NetLossPerCommonShareTables Net Loss per Common Share (Tables) Tables http://phiopharma.com/role/NetLossPerCommonShare 22 false false R23.htm 995627 - Disclosure - Organization and Significant Accounting Policies (Details Narrative) Sheet http://phiopharma.com/role/OrganizationAndSignificantAccountingPoliciesDetailsNarrative Organization and Significant Accounting Policies (Details Narrative) Details http://phiopharma.com/role/OrganizationAndSignificantAccountingPoliciesPolicies 23 false false R24.htm 995628 - Disclosure - Collaboration Agreement (Details Narrative) Sheet http://phiopharma.com/role/CollaborationAgreementDetailsNarrative Collaboration Agreement (Details Narrative) Details http://phiopharma.com/role/CollaborationAgreement 24 false false R25.htm 995629 - Disclosure - Fair Value of Financial Instruments - (Details - Financial instruments at fair value) Sheet http://phiopharma.com/role/FairValueOfFinancialInstruments-Details-FinancialInstrumentsAtFairValue Fair Value of Financial Instruments - (Details - Financial instruments at fair value) Details http://phiopharma.com/role/FairValueOfFinancialInstrumentsTables 25 false false R26.htm 995630 - Disclosure - Leases (Details - Balance sheet lease items) Sheet http://phiopharma.com/role/LeasesDetails-BalanceSheetLeaseItems Leases (Details - Balance sheet lease items) Details http://phiopharma.com/role/LeasesTables 26 false false R27.htm 995631 - Disclosure - Leases (Details Narrative) Sheet http://phiopharma.com/role/LeasesDetailsNarrative Leases (Details Narrative) Details http://phiopharma.com/role/LeasesTables 27 false false R28.htm 995632 - Disclosure - Stockholders' Equity (Details - Warrants outstanding) Sheet http://phiopharma.com/role/StockholdersEquityDetails-WarrantsOutstanding Stockholders' Equity (Details - Warrants outstanding) Details 28 false false R29.htm 995633 - Disclosure - Stockholders??? Equity (Details Narrative) Sheet http://phiopharma.com/role/StockholdersEquityDetailsNarrative Stockholders??? Equity (Details Narrative) Details http://phiopharma.com/role/StockholdersEquityTables 29 false false R30.htm 995634 - Disclosure - Stock-based Compensation (Details - RSU activity) Sheet http://phiopharma.com/role/Stock-basedCompensationDetails-RsuActivity Stock-based Compensation (Details - RSU activity) Details http://phiopharma.com/role/Stock-basedCompensationTables 30 false false R31.htm 995635 - Disclosure - Stock-based Compensation (Details - Option activity) Sheet http://phiopharma.com/role/Stock-basedCompensationDetails-OptionActivity Stock-based Compensation (Details - Option activity) Details http://phiopharma.com/role/Stock-basedCompensationTables 31 false false R32.htm 995636 - Disclosure - Stock-based Compensation (Details - Share-based compensation) Sheet http://phiopharma.com/role/Stock-basedCompensationDetails-Share-basedCompensation Stock-based Compensation (Details - Share-based compensation) Details http://phiopharma.com/role/Stock-basedCompensationTables 32 false false R33.htm 995637 - Disclosure - Stock-based Compensation (Details Narrative) Sheet http://phiopharma.com/role/Stock-basedCompensationDetailsNarrative Stock-based Compensation (Details Narrative) Details http://phiopharma.com/role/Stock-basedCompensationTables 33 false false R34.htm 995638 - Disclosure - Net Loss per Common Share (Details - Antidilutive shares) Sheet http://phiopharma.com/role/NetLossPerCommonShareDetails-AntidiluteShares Net Loss per Common Share (Details - Antidilutive shares) Details http://phiopharma.com/role/NetLossPerCommonShareTables 34 false false All Reports Book All Reports phio-20240930.xsd phio-20240930_cal.xml phio-20240930_def.xml phio-20240930_lab.xml phio-20240930_pre.xml phio_s1.htm image_001.jpg image_002.jpg image_003.jpg http://fasb.org/us-gaap/2024 http://xbrl.sec.gov/dei/2024 true true JSON 55 MetaLinks.json IDEA: XBRL DOCUMENT { "version": "2.2", "instance": { "phio_s1.htm": { "nsprefix": "PHIO", "nsuri": "http://phiopharma.com/20240930", "dts": { "schema": { "local": ["phio-20240930.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/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/2024/elts/srt-2024.xsd", "https://xbrl.fasb.org/srt/2024/elts/srt-roles-2024.xsd", "https://xbrl.fasb.org/srt/2024/elts/srt-types-2024.xsd", "https://xbrl.fasb.org/us-gaap/2024/elts/us-gaap-2024.xsd", "https://xbrl.fasb.org/us-gaap/2024/elts/us-roles-2024.xsd", "https://xbrl.fasb.org/us-gaap/2024/elts/us-types-2024.xsd", "https://xbrl.sec.gov/country/2024/country-2024.xsd", "https://xbrl.sec.gov/dei/2024/dei-2024.xsd", "https://xbrl.sec.gov/ecd/2024/ecd-2024.xsd", "https://xbrl.sec.gov/stpr/2024/stpr-2024.xsd"] }, "calculationLink": { "local": ["phio-20240930_cal.xml"] }, "definitionLink": { "local": ["phio-20240930_def.xml"] }, "labelLink": { "local": ["phio-20240930_lab.xml"] }, "presentationLink": { "local": ["phio-20240930_pre.xml"] }, "inline": { "local": ["phio_s1.htm"] } }, "keyStandard": 148, "keyCustom": 15, "axisStandard": 13, "axisCustom": 0, "memberStandard": 13, "memberCustom": 25, "hidden": { "total": 117, "http://fasb.org/us-gaap/2024": 115, "http://xbrl.sec.gov/dei/2024": 2 }, "contextCount": 149, "entityCount": 1, "segmentCount": 41, "elementCount": 402, "unitCount": 5, "baseTaxonomies": { "http://fasb.org/us-gaap/2024": 471, "http://xbrl.sec.gov/dei/2024": 16 }, "report": { "R1": { "role": "http://phiopharma.com/role/Cover", "longName": "00000001 - Document - Cover", "shortName": "Cover", "isDefault": "true", "groupType": "document", "subGroupType": "", "menuCat": "Cover", "order": "1", "firstAnchor": { "contextRef": "From2024-01-01to2024-09-30", "name": "dei:DocumentType", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": ["span", "b", "p", "body", "html"], "reportCount": 1, "baseRef": "phio_s1.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "From2024-01-01to2024-09-30", "name": "dei:DocumentType", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": ["span", "b", "p", "body", "html"], "reportCount": 1, "baseRef": "phio_s1.htm", "first": true, "unique": true } }, "R2": { "role": "http://phiopharma.com/role/CondensedConsolidatedBalanceSheets", "longName": "00000002 - Statement - CONDENSED CONSOLIDATED BALANCE SHEETS (Unaudited)", "shortName": "CONDENSED CONSOLIDATED BALANCE SHEETS (Unaudited)", "isDefault": "false", "groupType": "statement", "subGroupType": "", "menuCat": "Statements", "order": "2", "firstAnchor": { "contextRef": "AsOf2024-09-30", "name": "us-gaap:CashAndCashEquivalentsAtCarryingValue", "unitRef": "USD", "xsiNil": "false", "lang": null, "decimals": "-3", "ancestors": ["td", "tr", "table", "body", "html"], "reportCount": 1, "baseRef": "phio_s1.htm", "first": true }, "uniqueAnchor": { "contextRef": "AsOf2023-12-31", "name": "us-gaap:CashAndCashEquivalentsAtCarryingValue", "unitRef": "USD", "xsiNil": "false", "lang": null, "decimals": "-3", "ancestors": ["td", "tr", "table", "body", "html"], "reportCount": 1, "baseRef": "phio_s1.htm", "unique": true } }, "R3": { "role": "http://phiopharma.com/role/CondensedConsolidatedBalanceSheetsParenthetical", "longName": "00000003 - Statement - CONDENSED CONSOLIDATED BALANCE SHEETS (Unaudited) (Parenthetical)", "shortName": "CONDENSED CONSOLIDATED BALANCE SHEETS (Unaudited) (Parenthetical)", "isDefault": "false", "groupType": "statement", "subGroupType": "parenthetical", "menuCat": "Statements", "order": "3", "firstAnchor": { "contextRef": "AsOf2023-12-31", "name": "us-gaap:PreferredStockParOrStatedValuePerShare", "unitRef": "USDPShares", "xsiNil": "false", "lang": null, "decimals": "INF", "ancestors": ["span", "td", "tr", "table", "body", "html"], "reportCount": 1, "baseRef": "phio_s1.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "AsOf2023-12-31", "name": "us-gaap:PreferredStockParOrStatedValuePerShare", "unitRef": "USDPShares", "xsiNil": "false", "lang": null, "decimals": "INF", "ancestors": ["span", "td", "tr", "table",*

"body", "html"], "reportCount": 1, "baseRef": "phio_s1.htm", "first": true, "unique": true } }, "R4": { "role": "http://phiopharma.com/role/CondensedConsolidatedStatementsOfOperations", "longName": "00000004 - Statement - CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (Unaudited)", "shortName": "CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (Unaudited)", "isDefault": "false", "groupType": "statement", "subGroupType": "", "menuCat": "Statements", "order": "4", "firstAnchor": { "contextRef": "From2024-07-012024-09-30", "name": "us-gaap:ResearchAndDevelopmentExpense", "unitRef": "USD", "xsiNil": "false", "lang": null, "decimals": "-3", "ancestors": ["td", "tr", "table", "body", "html"], "reportCount": 1, "baseRef": "phio_s1.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "From2024-07-012024-09-30", "name": "us-gaap:ResearchAndDevelopmentExpense", "unitRef": "USD", "xsiNil": "false", "lang": null, "decimals": "-3", "ancestors": ["td", "tr", "table", "body", "html"], "reportCount": 1, "baseRef": "phio_s1.htm", "first": true, "unique": true } }, "R5": { "role": "http://phiopharma.com/role/CondensedConsolidatedStatementsOfPreferredStockAndStockholdersEquity", "longName": "00000005 - Statement - CONDENSED CONSOLIDATED STATEMENTS OF PREFERRED STOCK AND STOCKHOLDERS' EQUITY (Unaudited)", "shortName": "CONDENSED CONSOLIDATED STATEMENTS OF PREFERRED STOCK AND STOCKHOLDERS' EQUITY (Unaudited)", "isDefault": "false", "groupType": "statement", "subGroupType": "", "menuCat": "Statements", "order": "5", "firstAnchor": { "contextRef": "AsOf2022-12-31_custom_PreferredStockSeriesDMember", "name": "us-gaap:StockholdersEquity", "unitRef": "USD", "xsiNil": "false", "lang": null, "decimals": "-3", "ancestors": ["td", "tr", "table", "body", "html"], "reportCount": 1, "baseRef": "phio_s1.htm", "first": true }, "uniqueAnchor": { "contextRef": "From2023-01-012023-03-31_us-gaap_CommonStockMember", "name": "us-gaap:StockIssuedDuringPeriodSharesReverseStockSplits", "unitRef": "Shares", "xsiNil": "false", "lang": null, "decimals": "INF", "ancestors": ["td", "tr", "table", "body", "html"], "reportCount": 1, "baseRef": "phio_s1.htm", "unique": true } }, "R6": { "role": "http://phiopharma.com/role/CondensedConsolidatedStatementsOfCashFlows", "longName": "00000006 - Statement - CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (Unaudited)", "shortName": "CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (Unaudited)", "isDefault": "false", "groupType": "statement", "subGroupType": "", "menuCat": "Statements", "order": "6", "firstAnchor": { "contextRef": "From2024-01-01to2024-09-30", "name": "us-gaap:NetIncomeLoss", "unitRef": "USD", "xsiNil": "false", "lang": null, "decimals": "-3", "ancestors": ["td", "tr", "table", "body", "html"], "reportCount": 1, "baseRef": "phio_s1.htm", "first": true }, "uniqueAnchor": { "contextRef": "From2024-01-01to2024-09-30", "name": "us-gaap:DepreciationDepletionAndAmortization", "unitRef": "USD", "xsiNil": "false", "lang": null, "decimals": "-3", "ancestors": ["td", "tr", "table", "body", "html"], "reportCount": 1, "baseRef": "phio_s1.htm", "unique": true } }, "R7": { "role": "http://phiopharma.com/role/ReconciliationOfCashAndRestrictedCash", "longName": "00000007 - Statement - Reconciliation of Cash and Restricted Cash", "shortName": "Reconciliation of Cash and Restricted Cash", "isDefault": "false", "groupType": "statement", "subGroupType": "", "menuCat": "Statements", "order": "7", "firstAnchor": { "contextRef": "AsOf2024-09-30", "name": "us-gaap:CashAndCashEquivalentsAtCarryingValue", "unitRef": "USD", "xsiNil": "false", "lang": null, "decimals": "-3", "ancestors": ["td", "tr", "table", "body", "html"], "reportCount": 1, "baseRef": "phio_s1.htm", "first": true }, "uniqueAnchor": { "contextRef": "AsOf2023-09-30", "name": "us-gaap:CashAndCashEquivalentsAtCarryingValue", "unitRef": "USD", "xsiNil": "false", "lang": null, "decimals": "-3", "ancestors": ["td", "tr", "table", "body", "html"], "reportCount": 1, "baseRef": "phio_s1.htm", "unique": true } }, "R8": { "role": "http://xbrl.sec.gov/ecd/role/PvpDisclosure", "longName": "995410 - Disclosure - Pay vs Performance Disclosure", "shortName": "Pay vs Performance Disclosure", "isDefault": "false", "groupType": "disclosure", "subGroupType": "", "menuCat": "Notes", "order": "8", "firstAnchor": { "contextRef": "From2024-07-012024-09-30", "name": "us-gaap:NetIncomeLoss", "unitRef": "USD", "xsiNil": "false", "lang": null, "decimals": "-3", "ancestors": ["td", "tr", "table", "body", "html"], "reportCount": 1, "baseRef": "phio_s1.htm", "first": true }, "uniqueAnchor": null }, "R9": { "role": "http://phiopharma.com/role/OrganizationAndSignificantAccountingPolicies", "longName": "995613 - Disclosure - Organization and Significant Accounting Policies", "shortName": "Organization and Significant Accounting Policies", "isDefault": "false", "groupType": "disclosure", "subGroupType": "", "menuCat": "Notes", "order": "9", "firstAnchor": { "contextRef": "From2024-01-01to2024-09-30", "name": "us-gaap:OrganizationConsolidationBasisOfPresentationBusinessDescriptionAndAccountingPoliciesTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": ["body", "html"], "reportCount": 1, "baseRef": "phio_s1.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "From2024-01-01to2024-09-30", "name": "us-gaap:OrganizationConsolidationBasisOfPresentationBusinessDescriptionAndAccountingPoliciesTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": ["body", "html"], "reportCount": 1, "baseRef": "phio_s1.htm", "first": true, "unique": true } }, "R10": { "role": "http://phiopharma.com/role/CollaborationAgreement", "longName": "995614 - Disclosure - Collaboration Agreement", "shortName": "Collaboration Agreement", "isDefault": "false", "groupType": "disclosure", "subGroupType": "", "menuCat": "Notes", "order": "10", "firstAnchor": { "contextRef": "From2024-01-01to2024-09-30", "name": "us-gaap:CollaborativeArrangementDisclosureTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": ["body", "html"], "reportCount": 1, "baseRef": "phio_s1.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "From2024-01-01to2024-09-30", "name": "us-gaap:CollaborativeArrangementDisclosureTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": ["body", "html"], "reportCount": 1, "baseRef": "phio_s1.htm", "first": true, "unique": true } }, "R11": { "role": "http://phiopharma.com/role/FairValueOfFinancialInstruments", "longName": "995615 - Disclosure - Fair Value of Financial Instruments", "shortName": "Fair Value of Financial Instruments", "isDefault": "false", "groupType": "disclosure", "subGroupType": "", "menuCat": "Notes", "order": "11", "firstAnchor": { "contextRef": "From2024-01-01to2024-09-30", "name": "us-gaap:FairValueDisclosuresTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": ["body", "html"], "reportCount": 1, "baseRef": "phio_s1.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "From2024-01-01to2024-09-30", "name": "us-gaap:FairValueDisclosuresTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": ["body", "html"], "reportCount": 1, "baseRef": "phio_s1.htm", "first": true, "unique": true } }, "R12": { "role": "http://phiopharma.com/role/Leases", "longName": "995616 - Disclosure - Leases", "shortName": "Leases", "isDefault": "false", "groupType": "disclosure", "subGroupType": "", "menuCat": "Notes", "order": "12", "firstAnchor": { "contextRef": "From2024-01-01to2024-09-30", "name": "us-gaap:LesseeOperatingLeasesTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": ["body", "html"], "reportCount": 1, "baseRef": "phio_s1.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "From2024-01-01to2024-09-30", "name": "us-gaap:LesseeOperatingLeasesTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": ["body", "html"], "reportCount": 1, "baseRef": "phio_s1.htm", "first": true, "unique": true } }, "R13": { "role": "http://phiopharma.com/role/StockholdersEquity", "longName": "995617 - Disclosure - Stockholders\u2019 Equity", "shortName": "Stockholders\u2019 Equity", "isDefault": "false", "groupType": "disclosure", "subGroupType": "", "menuCat": "Notes", "order": "13", "firstAnchor": { "contextRef": "From2024-01-01to2024-09-30", "name": "us-gaap:StockholdersEquityNoteDisclosureTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": ["body", "html"], "reportCount": 1, "baseRef": "phio_s1.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "From2024-01-01to2024-09-30", "name": "us-gaap:StockholdersEquityNoteDisclosureTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": ["body", "html"], "reportCount": 1, "baseRef": "phio_s1.htm", "first": true, "unique": true } }, "R14": { "role": "http://phiopharma.com/role/Stock-basedCompensation", "longName": "995618 - Disclosure - Stock-based Compensation", "shortName": "Stock-based Compensation", "isDefault": "false", "groupType": "disclosure", "subGroupType": "", "menuCat": "Notes", "order": "14", "firstAnchor": { "contextRef": "From2024-01-01to2024-09-30", "name": "us-gaap:DisclosureOfCompensationRelatedCostsShareBasedPaymentsTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": ["body", "html"], "reportCount": 1, "baseRef": "phio_s1.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "From2024-01-01to2024-09-30", "name": "us-gaap:DisclosureOfCompensationRelatedCostsShareBasedPaymentsTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": ["body", "html"], "reportCount": 1, "baseRef": "phio_s1.htm", "first": true, "unique": true } }, "R15": { "role": "http://phiopharma.com/role/NetLossPerCommonShare", "longName": "995619 - Disclosure - Net Loss per Common Share", "shortName": "Net Loss per Common Share", "isDefault": "false", "groupType": "disclosure", "subGroupType": "", "menuCat": "Notes", "order": "15", "firstAnchor": { "contextRef": "From2024-01-01to2024-09-30", "name": "us-gaap:EarningsPerShareTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": ["body", "html"], "reportCount": 1, "baseRef": "phio_s1.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "From2024-01-01to2024-09-30", "name": "us-gaap:EarningsPerShareTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": ["body", "html"], "reportCount": 1, "baseRef": "phio_s1.htm", "first": true, "unique": true } }, "R16": { "role": "http://phiopharma.com/role/SubsequentEvents", "longName": "995620 - Disclosure - Subsequent Events", "shortName": "Subsequent Events", "isDefault": "false", "groupType": "disclosure", "subGroupType": "", "menuCat": "Notes", "order": "16", "firstAnchor": { "contextRef": "From2024-01-01to2024-09-30", "name": "us-gaap:SubsequentEventsTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": ["body", "html"], "reportCount": 1, "baseRef": "phio_s1.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "From2024-01-01to2024-09-30", "name": "us-gaap:SubsequentEventsTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": ["body", "html"], "reportCount": 1, "baseRef": "phio_s1.htm", "first": true, "unique": true } }, "R17": { "role": "http://phiopharma.com/role/OrganizationAndSignificantAccountingPoliciesPolicies", "longName": "995621 - Disclosure - Organization and Significant Accounting Policies (Policies)", "shortName": "Organization and Significant Accounting Policies (Policies)", "isDefault": "false", "groupType": "disclosure", "subGroupType": "policies", "menuCat": "Policies", "order": "17", "firstAnchor": { "contextRef": "From2024-01-01to2024-09-30", "name": "us-gaap:NatureOfOperations", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": ["us-gaap:OrganizationConsolidationBasisOfPresentationBusinessDescriptionAndAccountingPoliciesTextBlock", "body", "html"], "reportCount": 1, "baseRef": "phio_s1.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "From2024-01-01to2024-09-30", "name": "us-gaap:NatureOfOperations", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": ["us-gaap:OrganizationConsolidationBasisOfPresentationBusinessDescriptionAndAccountingPoliciesTextBlock", "body", "html"], "reportCount": 1, "baseRef": "phio_s1.htm", "first": true, "unique": true } }, "R18": { "role": "http://phiopharma.com/role/FairValueOfFinancialInstrumentsTables", "longName": "995622 - Disclosure - Fair Value of Financial Instruments (Tables)", "shortName": "Fair Value of Financial Instruments (Tables)", "isDefault": "false", "groupType": "disclosure", "subGroupType": "tables", "menuCat": "Tables", "order": "18", "firstAnchor": { "contextRef": "From2024-01-01to2024-09-30", "name": "us-gaap:FairValueAssetsMeasuredOnRecurringBasisTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": ["us-gaap:FairValueDisclosuresTextBlock", "body", "html"], "reportCount": 1, "baseRef": "phio_s1.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "From2024-01-01to2024-09-30", "name": "us-gaap:FairValueAssetsMeasuredOnRecurringBasisTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": ["us-gaap:FairValueDisclosuresTextBlock", "body", "html"], "reportCount": 1, "baseRef": "phio_s1.htm", "first": true, "unique": true } }, "R19": { "role": "http://phiopharma.com/role/LeasesTables", "longName": "995623 - Disclosure - Leases (Tables)", "shortName": "Leases (Tables)", "isDefault": "false", "groupType": "disclosure", "subGroupType": "tables", "menuCat": "Tables", "order": "19", "firstAnchor": { "contextRef": "From2024-01-01to2024-09-30", "name": "PHIO:SupplementalBalanceSheetInformationRelatedToOperatingLeasesTableTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": ["us-gaap:LesseeOperatingLeasesTextBlock", "body", "html"], "reportCount": 1, "baseRef": "phio_s1.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "From2024-01-01to2024-09-30", "name": "PHIO:SupplementalBalanceSheetInformationRelatedToOperatingLeasesTableTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": ["us-gaap:LesseeOperatingLeasesTextBlock", "body", "html"], "reportCount": 1, "baseRef": "phio_s1.htm", "first": true, "unique": true } }, "R20": { "role": "http://phiopharma.com/role/StockholdersEquityTables", "longName": "995624 - Disclosure - Stockholders\u2019 Equity (Tables)", "shortName": "Stockholders\u2019 Equity (Tables)", "isDefault": "false", "groupType": "disclosure", "subGroupType": "tables", "menuCat": "Tables", "order": "20", "firstAnchor": { "contextRef": "From2024-01-01to2024-09-30", "name": "us-gaap:ScheduleOfStockholdersEquityNoteWarrantsOrRightsTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": ["us-gaap:StockholdersEquityNoteDisclosureTextBlock", "body", "html"], "reportCount": 1, "baseRef": "phio_s1.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "From2024-01-01to2024-09-30", "name": "us-gaap:ScheduleOfStockholdersEquityNoteWarrantsOrRightsTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": ["us-gaap:StockholdersEquityNoteDisclosureTextBlock", "body", "html"], "reportCount": 1, "baseRef": "phio_s1.htm", "first": true, "unique": true } }, "R21": { "role": "http://phiopharma.com/role/Stock-basedCompensationTables", "longName": "995625 - Disclosure - Stock-based Compensation (Tables)", "shortName": "Stock-based Compensation (Tables)", "isDefault": "false", "groupType": "disclosure", "subGroupType": "tables", "menuCat": "Tables", "order": "21", "firstAnchor": { "contextRef": "From2024-01-01to2024-09-30", "name": "us-gaap:ScheduleOfShareBasedCompensationRestrictedStockUnitsAwardActivityTableTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": ["us-gaap:DisclosureOfCompensationRelatedCostsShareBasedPaymentsTextBlock", "body", "html"], "reportCount": 1, "baseRef": "phio_s1.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "From2024-01-01to2024-09-30", "name": "us-gaap:ScheduleOfShareBasedCompensationRestrictedStockUnitsAwardActivityTableTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": ["us-gaap:DisclosureOfCompensationRelatedCostsShareBasedPaymentsTextBlock", "body", "html"], "reportCount": 1, "baseRef": "phio_s1.htm", "first": true, "unique": true } }, "R22": { "role": "http://phiopharma.com/role/NetLossPerCommonShareTables", "longName": "995626 - Disclosure - Net Loss per Common Share (Tables)", "shortName": "Net Loss per Common Share (Tables)", "isDefault": "false", "groupType": "disclosure", "subGroupType": "tables", "menuCat": "Tables", "order": "22", "firstAnchor": { "contextRef": "From2024-01-01to2024-09-30", "name": "us-gaap:ScheduleOfAntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": ["us-gaap:EarningsPerShareTextBlock", "body", "html"], "reportCount": 1, "baseRef": "phio_s1.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "From2024-01-01to2024-09-30", "name": "us-gaap:ScheduleOfAntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareTextBlock", "unitRef":

null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": ["us-gaap:EarningsPerShareTextBlock", "body", "html"], "reportCount": 1, "baseRef": "phio_s1.htm", "first": true, "unique": true } }, "R23": { "role": "http://phiopharma.com/role/OrganizationAndSignificantAccountingPoliciesDetailsNarrative", "longName": "995627 - Disclosure - Organization and Significant Accounting Policies (Details Narrative)", "shortName": "Organization and Significant Accounting Policies (Details Narrative)", "isDefault": "false", "groupType": "disclosure", "subGroupType": "details", "menuCat": "Details", "order": "23", "firstAnchor": { "contextRef": "From2024-07-042024-07-05", "name": "us-gaap:StockholdersEquityReverseStockSplit", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": ["span", "span", "p", "us-gaap:NatureOfOperations", "us-gaap:OrganizationConsolidationBasisOfPresentationBusinessDescriptionAndAccountingPoliciesTextBlock", "body", "html"], "reportCount": 1, "baseRef": "phio_s1.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "From2024-07-042024-07-05", "name": "us-gaap:StockholdersEquityReverseStockSplit", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": ["span", "span", "p", "us-gaap:NatureOfOperations", "us-gaap:OrganizationConsolidationBasisOfPresentationBusinessDescriptionAndAccountingPoliciesTextBlock", "body", "html"], "reportCount": 1, "baseRef": "phio_s1.htm", "first": true, "unique": true } }, "R24": { "role": "http://phiopharma.com/role/CollaborationAgreementDetailsNarrative", "longName": "995628 - Disclosure - Collaboration Agreement (Details Narrative)", "shortName": "Collaboration Agreement (Details Narrative)", "isDefault": "false", "groupType": "disclosure", "subGroupType": "details", "menuCat": "Details", "order": "24", "firstAnchor": { "contextRef": "AsOf2024-09-30_custom_ClinicalCoDevelopmentAgreementMember_custom_AgonOxMember", "name": "us-gaap:ContractualObligation", "unitRef": "USD", "xsiNil": "false", "lang": null, "decimals": "0", "ancestors": ["span", "p", "us-gaap:CollaborativeArrangementDisclosureTextBlock", "body", "html"], "reportCount": 1, "baseRef": "phio_s1.htm", "first": true }, "uniqueAnchor": { "contextRef": "From2024-07-012024-09-30_custom_ClinicalCoDevelopmentAgreementMember_custom_AgonOxMember", "name": "PHIO:ExpenseFromContractualObligations", "unitRef": "USD", "xsiNil": "false", "lang": null, "decimals": "0", "ancestors": ["span", "p", "us-gaap:CollaborativeArrangementDisclosureTextBlock", "body", "html"], "reportCount": 1, "baseRef": "phio_s1.htm", "unique": true } }, "R25": { "role": "http://phiopharma.com/role/FairValueOfFinancialInstruments-Details-FinancialInstrumentsAtFairValue", "longName": "995629 - Disclosure - Fair Value of Financial Instruments - (Details - Financial instruments at fair value)", "shortName": "Fair Value of Financial Instruments - (Details - Financial instruments at fair value)", "isDefault": "false", "groupType": "disclosure", "subGroupType": "details", "menuCat": "Details", "order": "25", "firstAnchor": { "contextRef": "AsOf2024-09-30", "name": "us-gaap:CashAndCashEquivalentsFairValueDisclosure", "unitRef": "USD", "xsiNil": "false", "lang": null, "decimals": "-3", "ancestors": ["td", "tr", "table", "us-gaap:FairValueAssetsMeasuredOnRecurringBasisTextBlock", "us-gaap:FairValueDisclosuresTextBlock", "body", "html"], "reportCount": 1, "baseRef": "phio_s1.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "AsOf2024-09-30", "name": "us-gaap:CashAndCashEquivalentsFairValueDisclosure", "unitRef": "USD", "xsiNil": "false", "lang": null, "decimals": "-3", "ancestors": ["td", "tr", "table", "us-gaap:FairValueAssetsMeasuredOnRecurringBasisTextBlock", "us-gaap:FairValueDisclosuresTextBlock", "body", "html"], "reportCount": 1, "baseRef": "phio_s1.htm", "first": true, "unique": true } }, "R26": { "role": "http://phiopharma.com/role/LeasesDetails-BalanceSheetLeaseItems", "longName": "995630 - Disclosure - Leases (Details - Balance sheet lease items)", "shortName": "Leases (Details - Balance sheet lease items)", "isDefault": "false", "groupType": "disclosure", "subGroupType": "details", "menuCat": "Details", "order": "26", "firstAnchor": { "contextRef": "AsOf2024-09-30", "name": "us-gaap:OperatingLeaseRightOfUseAsset", "unitRef": "USD", "xsiNil": "false", "lang": null, "decimals": "-3", "ancestors": ["td", "tr", "table", "body", "html"], "reportCount": 1, "baseRef": "phio_s1.htm", "first": true }, "uniqueAnchor": { "contextRef": "AsOf2024-09-30", "name": "us-gaap:OperatingLeaseLiability", "unitRef": "USD", "xsiNil": "false", "lang": null, "decimals": "-3", "ancestors": ["td", "tr", "table", "PHIO:SupplementalBalanceSheetInformationRelatedToOperatingLeasesTableTextBlock", "us-gaap:LesseeOperatingLeasesTextBlock", "body", "html"], "reportCount": 1, "baseRef": "phio_s1.htm", "unique": true } }, "R27": { "role": "http://phiopharma.com/role/LeasesDetailsNarrative", "longName": "995631 - Disclosure - Leases (Details Narrative)", "shortName": "Leases (Details Narrative)", "isDefault": "false", "groupType": "disclosure", "subGroupType": "details", "menuCat": "Details", "order": "27", "firstAnchor": { "contextRef": "From2024-07-012024-09-30", "name": "us-gaap:OperatingLeaseCost", "unitRef": "USD", "xsiNil": "false", "lang": null, "decimals": "0", "ancestors": ["span", "p", "us-gaap:LesseeOperatingLeasesTextBlock", "body", "html"], "reportCount": 1, "baseRef": "phio_s1.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "From2024-07-012024-09-30", "name": "us-gaap:OperatingLeaseCost", "unitRef": "USD", "xsiNil": "false", "lang": null, "decimals": "0", "ancestors": ["span", "p", "us-gaap:LesseeOperatingLeasesTextBlock", "body", "html"], "reportCount": 1, "baseRef": "phio_s1.htm", "first": true, "unique": true } }, "R28": { "role": "http://phiopharma.com/role/StockholdersEquityDetails-WarrantsOutstanding", "longName": "995632 - Disclosure - Stockholders' Equity (Details - Warrants outstanding)", "shortName": "Stockholders' Equity (Details - Warrants outstanding)", "isDefault": "false", "groupType": "disclosure", "subGroupType": "details", "menuCat": "Details", "order": "28", "firstAnchor": { "contextRef": "AsOf2023-12-31_us-gaap_WarrantMember", "name": "us-gaap:ClassOfWarrantOrRightOutstanding", "unitRef": "Shares", "xsiNil": "false", "lang": null, "decimals": "INF", "ancestors": ["td", "tr", "table", "us-gaap:ScheduleOfStockholdersEquityNoteWarrantsOrRightsTextBlock", "us-gaap:StockholdersEquityNoteDisclosureTextBlock", "body", "html"], "reportCount": 1, "baseRef": "phio_s1.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "AsOf2023-12-31_us-gaap_WarrantMember", "name": "us-gaap:ClassOfWarrantOrRightOutstanding", "unitRef": "Shares", "xsiNil": "false", "lang": null, "decimals": "INF", "ancestors": ["td", "tr", "table", "us-gaap:ScheduleOfStockholdersEquityNoteWarrantsOrRightsTextBlock", "us-gaap:StockholdersEquityNoteDisclosureTextBlock", "body", "html"], "reportCount": 1, "baseRef": "phio_s1.htm", "first": true, "unique": true } }, "R29": { "role": "http://phiopharma.com/role/StockholdersEquityDetailsNarrative", "longName": "995633 - Disclosure - Stockholders\u2019 Equity (Details Narrative)", "shortName": "Stockholders\u2019 Equity (Details Narrative)", "isDefault": "false", "groupType": "disclosure", "subGroupType": "details", "menuCat": "Details", "order": "29", "firstAnchor": { "contextRef": "From2024-01-01to2024-09-30", "name": "us-gaap:ProceedsFromIssuanceOrSaleOfEquity", "unitRef": "USD", "xsiNil": "false", "lang": null, "decimals": "-3", "ancestors": ["td", "tr", "table", "body", "html"], "reportCount": 1, "baseRef": "phio_s1.htm", "first": true }, "uniqueAnchor": { "contextRef": "From2023-07-012023-09-30_custom_June2023PrefundedWarrantsMember", "name": "us-gaap:StockIssuedDuringPeriodSharesConversionOfConvertibleSecurities", "unitRef": "Shares", "xsiNil": "false", "lang": null, "decimals": "INF", "ancestors": ["span", "p", "us-gaap:StockholdersEquityNoteDisclosureTextBlock", "body", "html"], "reportCount": 1, "baseRef": "phio_s1.htm", "unique": true } }, "R30": { "role": "http://phiopharma.com/role/Stock-basedCompensationDetails-RsuActivity", "longName": "995634 - Disclosure - Stock-based Compensation (Details - RSU activity)", "shortName": "Stock-based Compensation (Details - RSU activity)", "isDefault": "false", "groupType": "disclosure", "subGroupType": "details", "menuCat": "Details", "order": "30", "firstAnchor": { "contextRef": "AsOf2023-12-31_us-gaap_RestrictedStockUnitsRSUMember", "name": "us-gaap:ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsNonvestedNumber", "unitRef": "Shares", "xsiNil": "false", "lang": null, "decimals": "INF", "ancestors": ["td", "tr", "table", "us-gaap:ScheduleOfShareBasedCompensationRestrictedStockUnitsAwardActivityTableTextBlock", "us-gaap:DisclosureOfCompensationRelatedCostsShareBasedPaymentsTextBlock", "body", "html"], "reportCount": 1, "baseRef": "phio_s1.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "AsOf2023-12-31_us-gaap_RestrictedStockUnitsRSUMember", "name": "us-gaap:ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsNonvestedNumber", "unitRef": "Shares", "xsiNil": "false", "lang": null, "decimals": "INF", "ancestors": ["td", "tr", "table", "us-gaap:ScheduleOfShareBasedCompensationRestrictedStockUnitsAwardActivityTableTextBlock", "us-gaap:DisclosureOfCompensationRelatedCostsShareBasedPaymentsTextBlock", "body", "html"], "reportCount": 1, "baseRef": "phio_s1.htm", "first": true, "unique": true } }, "R31": { "role": "http://phiopharma.com/role/Stock-basedCompensationDetails-OptionActivity", "longName": "995635 - Disclosure - Stock-based Compensation (Details - Option activity)", "shortName": "Stock-based Compensation (Details - Option activity)", "isDefault": "false", "groupType": "disclosure", "subGroupType": "details", "menuCat": "Details", "order": "31", "firstAnchor": { "contextRef": "AsOf2023-12-31_us-gaap_EmployeeStockOptionMember", "name": "us-gaap:ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingNumber", "unitRef": "Shares", "xsiNil": "false", "lang": null, "decimals": "INF", "ancestors": ["td", "tr", "table", "us-gaap:ScheduleOfShareBasedCompensationStockOptionsActivityTableTextBlock", "us-gaap:DisclosureOfCompensationRelatedCostsShareBasedPaymentsTextBlock", "body", "html"], "reportCount": 1, "baseRef": "phio_s1.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "AsOf2023-12-31_us-gaap_EmployeeStockOptionMember", "name": "us-gaap:ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingNumber", "unitRef": "Shares", "xsiNil": "false", "lang": null, "decimals": "INF", "ancestors": ["td", "tr", "table", "us-gaap:ScheduleOfShareBasedCompensationStockOptionsActivityTableTextBlock", "us-gaap:DisclosureOfCompensationRelatedCostsShareBasedPaymentsTextBlock", "body", "html"], "reportCount": 1, "baseRef": "phio_s1.htm", "first": true, "unique": true } }, "R32": { "role": "http://phiopharma.com/role/Stock-basedCompensationDetails-Share-basedCompensation", "longName": "995636 - Disclosure - Stock-based Compensation (Details - Share-based compensation)", "shortName": "Stock-based Compensation (Details - Share-based compensation)", "isDefault": "false", "groupType": "disclosure", "subGroupType": "details", "menuCat": "Details", "order": "32", "firstAnchor": { "contextRef": "From2024-07-012024-09-30", "name": "us-gaap:ShareBasedCompensation", "unitRef": "USD", "xsiNil": "false", "lang": null, "decimals": "-3", "ancestors": ["td", "tr", "table", "us-gaap:ScheduleOfEmployeeServiceShareBasedCompensationAllocationOfRecognizedPeriodCostsTextBlock", "us-gaap:DisclosureOfCompensationRelatedCostsShareBasedPaymentsTextBlock", "body", "html"], "reportCount": 1, "baseRef": "phio_s1.htm", "first": true }, "uniqueAnchor": { "contextRef": "From2024-07-012024-09-30_us-gaap_ResearchAndDevelopmentExpenseMember", "name": "us-gaap:ShareBasedCompensation", "unitRef": "USD", "xsiNil": "false", "lang": null, "decimals": "-3", "ancestors": ["td", "tr", "table", "us-gaap:ScheduleOfEmployeeServiceShareBasedCompensationAllocationOfRecognizedPeriodCostsTextBlock", "us-gaap:DisclosureOfCompensationRelatedCostsShareBasedPaymentsTextBlock", "body", "html"], "reportCount": 1, "baseRef": "phio_s1.htm", "unique": true } }, "R33": { "role": "http://phiopharma.com/role/Stock-basedCompensationDetailsNarrative", "longName": "995637 - Disclosure - Stock-based Compensation (Details Narrative)", "shortName": "Stock-based Compensation (Details Narrative)", "isDefault": "false", "groupType": "disclosure", "subGroupType": "details", "menuCat": "Details", "order": "33", "firstAnchor": { "contextRef": "From2024-07-012024-09-30", "name": "us-gaap:ShareBasedCompensation", "unitRef": "USD", "xsiNil": "false", "lang": null, "decimals": "-3", "ancestors": ["td", "tr", "table", "us-gaap:ScheduleOfEmployeeServiceShareBasedCompensationAllocationOfRecognizedPeriodCostsTextBlock", "us-gaap:DisclosureOfCompensationRelatedCostsShareBasedPaymentsTextBlock", "body", "html"], "reportCount": 1, "baseRef": "phio_s1.htm", "first": true }, "uniqueAnchor": { "contextRef": "From2023-07-012023-09-30_us-gaap_RestrictedStockUnitsRSUMember", "name": "us-gaap:ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsGrantsInPeriod", "unitRef": "Shares", "xsiNil": "false", "lang": null, "decimals": "INF", "ancestors": ["span", "p", "us-gaap:DisclosureOfCompensationRelatedCostsShareBasedPaymentsTextBlock", "body", "html"], "reportCount": 1, "baseRef": "phio_s1.htm", "unique": true } }, "R34": { "role": "http://phiopharma.com/role/NetLossPerCommonShareDetails-AntidilutiveShares", "longName": "995638 - Disclosure - Net Loss per Common Share (Details - Antidilutive shares)", "shortName": "Net Loss per Common Share (Details - Antidilutive shares)", "isDefault": "false", "groupType": "disclosure", "subGroupType": "details", "menuCat": "Details", "order": "34", "firstAnchor": { "contextRef": "From2024-01-01to2024-09-30", "name": "us-gaap:AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareAmount", "unitRef": "Shares", "xsiNil": "false", "lang": null, "decimals": "INF", "ancestors": ["td", "tr", "table", "us-gaap:ScheduleOfAntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareTextBlock", "us-gaap:EarningsPerShareTextBlock", "body", "html"], "reportCount": 1, "baseRef": "phio_s1.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "From2024-01-01to2024-09-30", "name": "us-gaap:AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareAmount", "unitRef": "Shares", "xsiNil": "false", "lang": null, "decimals": "INF", "ancestors": ["td", "tr", "table", "us-gaap:ScheduleOfAntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareTextBlock", "us-gaap:EarningsPerShareTextBlock", "body", "html"], "reportCount": 1, "baseRef": "phio_s1.htm", "first": true, "unique": true } } }, "tag": { "us-gaap_AccountingPoliciesAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccountingPoliciesAbstract", "lang": { "en-us": { "role": { "label": "Accounting Policies [Abstract]" } } }, "auth_ref": [] }, "us-gaap_AccountsPayableCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccountsPayableCurrent", "crdr": "credit", "calculation": { "http://phiopharma.com/role/CondensedConsolidatedBalanceSheets": { "parentTag": "us-gaap_LiabilitiesCurrent", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://phiopharma.com/role/CondensedConsolidatedBalanceSheets"], "lang": { "en-us": { "role": { "label": "Accounts payable", "documentation": "Carrying value as of the balance sheet date of liabilities incurred (and for which invoices have typically been received) and payable to vendors for goods and services received that are used in an entity's business. Used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle if longer)." } } }, "auth_ref": ["r29", "r423"] }, "us-gaap_AccruedLiabilitiesCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccruedLiabilitiesCurrent", "crdr": "credit", "calculation": { "http://phiopharma.com/role/CondensedConsolidatedBalanceSheets": { "parentTag": "us-gaap_LiabilitiesCurrent", "weight": 1.0, "order": 2.0 } }, "presentation": ["http://phiopharma.com/role/CondensedConsolidatedBalanceSheets"], "lang": { "en-us": { "role": { "label": "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": ["r30"] }, "ecd_Additional402vDisclosureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "Additional402vDisclosureTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "label": "Additional 402(v) Disclosure" } } }, "auth_ref": ["r482"] }, "us-gaap_AdditionalPaidInCapital": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname":

"AdditionalPaidInCapital", "crdr": "credit", "calculation": { "http://phiopharma.com/role/CondensedConsolidatedBalanceSheets": { "parentTag": "us-gaap_StockholdersEquity", "weight": 1.0, "order": 3.0 } }, "presentation": ["http://phiopharma.com/role/CondensedConsolidatedBalanceSheets"], "lang": { "en-us": { "role": { "label": "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": ["r35", "r423", "r559"] }, "us-gaap_AdditionalPaidInCapitalMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AdditionalPaidInCapitalMember", "presentation": ["http://phiopharma.com/role/CondensedConsolidatedStatementsOfPreferredStockAndStockholdersEquity"], "lang": { "en-us": { "role": { "label": "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": ["r328", "r533", "r534", "r535", "r536", "r547", "r560"] }, "ecd_AdjToCompAmt": { "xbrltype": "monetaryItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "AdjToCompAmt", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "label": "Adjustment to Compensation, Amount" } } }, "auth_ref": ["r488"] }, "ecd_AdjToCompAxis": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "AdjToCompAxis", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "label": "Adjustment to Compensation [Axis]" } } }, "auth_ref": ["r488"] }, "ecd_AdjToNonPeoNeoCompFnTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "AdjToNonPeoNeoCompFnTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "label": "Adjustment to Non-PEO NEO Compensation Footnote" } } }, "auth_ref": ["r488"] }, "ecd_AdjToPeoCompFnTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "AdjToPeoCompFnTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "label": "Adjustment To PEO Compensation, Footnote" } } }, "auth_ref": ["r488"] }, "us-gaap_AdjustmentsRelatedToTaxWithholdingForShareBasedCompensation": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AdjustmentsRelatedToTaxWithholdingForShareBasedCompensation", "crdr": "debit", "presentation": ["http://phiopharma.com/role/CondensedConsolidatedStatementsOfPreferredStockAndStockholdersEquity"], "lang": { "en-us": { "role": { "negatedLabel": "Shares withheld for payroll taxes", "label": "Share-Based Payment Arrangement, Decrease for Tax Withholding Obligation", "documentation": "Amount of decrease to equity for grantee's tax withholding obligation for award under share-based payment arrangement." } } }, "auth_ref": [] }, "us-gaap_AdjustmentsToAdditionalPaidInCapitalSharebasedCompensationRequisiteServicePeriodRecognitionValue": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AdjustmentsToAdditionalPaidInCapitalSharebasedCompensationRequisiteServicePeriodRecognitionValue", "crdr": "credit", "presentation": ["http://phiopharma.com/role/CondensedConsolidatedStatementsOfPreferredStockAndStockholdersEquity"], "lang": { "en-us": { "role": { "label": "Stock-based compensation expense", "documentation": "Amount of increase to additional paid-in capital (APIC) for recognition of cost for award under share-based payment arrangement." } } }, "auth_ref": ["r26", "r27", "r193"] }, "us-gaap_AdjustmentsToAdditionalPaidInCapitalStockSplit": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AdjustmentsToAdditionalPaidInCapitalStockSplit", "crdr": "debit", "presentation": ["http://phiopharma.com/role/CondensedConsolidatedStatementsOfPreferredStockAndStockholdersEquity"], "lang": { "en-us": { "role": { "negatedLabel": "Cash-in-lieu of fractional shares for reverse stock split", "label": "Cash-in-lieu of fractional shares for reverse stock split", "documentation": "Amount of decrease in additional paid in capital (APIC) resulting from a stock split in which per-share par value or stated value is not changed proportionately." } } }, "auth_ref": ["r6", "r57"] }, "us-gaap_AdjustmentsToReconcileNetIncomeLossToCashProvidedByUsedInOperatingActivitiesAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AdjustmentsToReconcileNetIncomeLossToCashProvidedByUsedInOperatingActivitiesAbstract", "presentation": ["http://phiopharma.com/role/CondensedConsolidatedStatementsOfCashFlows"], "lang": { "en-us": { "role": { "label": "Adjustments to reconcile net loss to net cash used in operating activities:" } } }, "auth_ref": [] }, "ecd_AggtErrCompAmt": { "xbrltype": "monetaryItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "AggtErrCompAmt", "presentation": ["http://xbrl.sec.gov/ecd/role/ErrCompDisclosure"], "lang": { "en-us": { "role": { "label": "Aggregate Erroneous Compensation Amount" } } }, "auth_ref": ["r453", "r464", "r474", "r499"] }, "ecd_AggtErrCompNotYetDeterminedTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "AggtErrCompNotYetDeterminedTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/ErrCompDisclosure"], "lang": { "en-us": { "role": { "label": "Aggregate Erroneous Compensation Not Yet Determined" } } }, "auth_ref": ["r456", "r467", "r477", "r502"] }, "PHIO_AgonOxMember": { "xbrltype": "domainItemType", "nsuri": "http://phiopharma.com/20240930", "localname": "AgonOxMember", "presentation": ["http://phiopharma.com/role/CollaborationAgreementDetailsNarrative"], "lang": { "en-us": { "role": { "label": "Agon Ox [Member]" } } }, "auth_ref": [] }, "ecd_AllAdjToCompMember": { "xbrltype": "domainItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "AllAdjToCompMember", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "auth_ref": ["r488"] }, "ecd_AllExecutiveCategoriesMember": { "xbrltype": "domainItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "AllExecutiveCategoriesMember", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "auth_ref": ["r495"] }, "ecd_AllIndividualsMember": { "xbrltype": "domainItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "AllIndividualsMember", "presentation": ["http://xbrl.sec.gov/ecd/role/AwardTimingDisclosure", "http://xbrl.sec.gov/ecd/role/ErrCompDisclosure", "http://xbrl.sec.gov/ecd/role/InsiderTradingArrangements", "http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "auth_ref": ["r457", "r468", "r478", "r495", "r503", "r507", "r515"] }, "ecd_AllTradingArrangementsMember": { "xbrltype": "domainItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "AllTradingArrangementsMember", "presentation": ["http://xbrl.sec.gov/ecd/role/InsiderTradingArrangements"], "auth_ref": ["r513"] }, "PHIO_AmendedWarrants": { "xbrltype": "sharesItemType", "nsuri": "http://phiopharma.com/20240930", "localname": "AmendedWarrants", "presentation": ["http://phiopharma.com/role/StockholdersEquityDetailsNarrative"], "lang": { "en-us": { "role": { "label": "[custom:AmendedWarrants]" } } }, "auth_ref": [] }, "dei_AmendmentDescription": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "AmendmentDescription", "presentation": ["http://phiopharma.com/role/Cover"], "lang": { "en-us": { "role": { "label": "Amendment Description", "documentation": "Description of changes contained within amended document." } } }, "auth_ref": [] }, "dei_AmendmentFlag": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "AmendmentFlag", "presentation": ["http://phiopharma.com/role/Cover"], "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": [] }, "dei_AnnualInformationForm": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "AnnualInformationForm", "presentation": ["http://phiopharma.com/role/Cover"], "lang": { "en-us": { "role": { "label": "Annual Information Form", "documentation": "Boolean flag with value true on a form if it is an annual report containing an annual information form." } } }, "auth_ref": ["r460"] }, "us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareAmount": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareAmount", "presentation": ["http://phiopharma.com/role/NetLossPerCommonShareDetails-AntidilutiveShares"], "lang": { "en-us": { "role": { "label": "Antidilutive shares", "documentation": "Securities (including those issuable pursuant to contingent stock agreements) that could potentially dilute basic earnings per share (EPS) or earnings per unit (EPU) in the future that were not included in the computation of diluted EPS or EPU because to do so would increase EPS or EPU amounts or decrease loss per share or unit amounts for the period presented." } } }, "auth_ref": ["r126"] }, "us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSecuritiesAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSecuritiesAxis", "presentation": ["http://phiopharma.com/role/NetLossPerCommonShareDetails-AntidilutiveShares"], "lang": { "en-us": { "role": { "label": "Antidilutive Securities [Axis]", "documentation": "Information by type of antidilutive security." } } }, "auth_ref": ["r13"] }, "us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareLineItems", "presentation": ["http://phiopharma.com/role/NetLossPerCommonShareDetails-AntidilutiveShares"], "lang": { "en-us": { "role": { "label": "Antidilutive Securities Excluded from Computation of Earnings Per Share [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_AntidilutiveSecuritiesNameDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AntidilutiveSecuritiesNameDomain", "presentation": ["http://phiopharma.com/role/NetLossPerCommonShareDetails-AntidilutiveShares"], "lang": { "en-us": { "role": { "documentation": "Incremental common shares attributable to securities that were not included in diluted earnings per share (EPS) because to do so would increase EPS amounts or decrease loss per share amounts for the period presented." } } }, "auth_ref": ["r13"] }, "PHIO_April2023FinancingMember": { "xbrltype": "domainItemType", "nsuri": "http://phiopharma.com/20240930", "localname": "April2023FinancingMember", "presentation": ["http://phiopharma.com/role/StockholdersEquityDetailsNarrative"], "lang": { "en-us": { "role": { "label": "April 2023 Financing [Member]" } } }, "auth_ref": [] }, "us-gaap_AreaOfRealEstateProperty": { "xbrltype": "areaItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AreaOfRealEstateProperty", "presentation": ["http://phiopharma.com/role/LeasesDetailsNarrative"], "lang": { "en-us": { "role": { "label": "Area of Real Estate Property", "documentation": "Area of a real estate property." } } }, "auth_ref": [] }, "us-gaap_Assets": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "Assets", "crdr": "debit", "calculation": { "http://phiopharma.com/role/CondensedConsolidatedBalanceSheets": { "parentTag": null, "weight": null, "order": null, "root": true } }, "presentation": ["http://phiopharma.com/role/CondensedConsolidatedBalanceSheets"], "lang": { "en-us": { "role": { "totalLabel": "Total assets", "label": "Assets [Default Label]", "documentation": "Amount of asset recognized for present right to economic benefit." } } }, "auth_ref": ["r62", "r67", "r85", "r101", "r130", "r134", "r143", "r144", "r148", "r155", "r156", "r157", "r158", "r159", "r160", "r161", "r162", "r163", "r236", "r238", "r274", "r305", "r359", "r407", "r408", "r423", "r434", "r544", "r545", "r552"] }, "us-gaap_AssetsAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AssetsAbstract", "presentation": ["http://phiopharma.com/role/CondensedConsolidatedBalanceSheets"], "lang": { "en-us": { "role": { "label": "ASSETS" } } }, "auth_ref": [] }, "us-gaap_AssetsCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AssetsCurrent", "crdr": "debit", "calculation": { "http://phiopharma.com/role/CondensedConsolidatedBalanceSheets": { "parentTag": "us-gaap_Assets", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://phiopharma.com/role/CondensedConsolidatedBalanceSheets"], "lang": { "en-us": { "role": { "totalLabel": "Total current assets", "label": "Assets, Current", "documentation": "Amount of asset recognized for present right to economic benefit, classified as current." } } }, "auth_ref": ["r81", "r89", "r101", "r148", "r155", "r156", "r157", "r158", "r159", "r160", "r161", "r162", "r163", "r236", "r238", "r274", "r423", "r544", "r545", "r552"] }, "us-gaap_AssetsCurrentAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AssetsCurrentAbstract", "presentation": ["http://phiopharma.com/role/CondensedConsolidatedBalanceSheets"], "lang": { "en-us": { "role": { "label": "Current assets:" } } }, "auth_ref": [] }, "PHIO_AssetsLesseeAbstract": { "xbrltype": "stringItemType", "nsuri": "http://phiopharma.com/20240930", "localname": "AssetsLesseeAbstract", "presentation": ["http://phiopharma.com/role/LeasesDetails-BalanceSheetLeaseItems"], "lang": { "en-us": { "role": { "label": "Assets" } } }, "auth_ref": [] }, "dei_AuditedAnnualFinancialStatements": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "AuditedAnnualFinancialStatements", "presentation": ["http://phiopharma.com/role/Cover"], "lang": { "en-us": { "role": { "label": "Audited Annual Financial Statements", "documentation": "Boolean flag with value true on a form if it is an annual report containing audited financial statements." } } }, "auth_ref": ["r460"] }, "ecd_AwardExrcPrice": { "xbrltype": "perShareItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "AwardExrcPrice", "presentation": ["http://xbrl.sec.gov/ecd/role/AwardTimingDisclosure"], "lang": { "en-us": { "role": { "label": "Exercise Price" } } }, "auth_ref": ["r510"] }, "ecd_AwardGrantDateFairValue": { "xbrltype": "monetaryItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "AwardGrantDateFairValue", "presentation": ["http://xbrl.sec.gov/ecd/role/AwardTimingDisclosure"], "lang": { "en-us": { "role": { "label": "Fair Value as of Grant Date" } } }, "auth_ref": ["r511"] }, "ecd_AwardTmgDiscLineItems": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "AwardTmgDiscLineItems", "auth_ref": ["r506"] }, "ecd_AwardTmgHowMnpiCnsdrdTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "AwardTmgHowMnpiCnsdrdTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/AwardTimingDisclosure"], "lang": { "en-us": { "role": { "label": "Award Timing, How MNPI Considered" } } }, "auth_ref": ["r506"] }, "ecd_AwardTmgMethodTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "AwardTmgMethodTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/AwardTimingDisclosure"], "lang": { "en-us": { "role": { "label": "Award Timing Method" } } }, "auth_ref": ["r506"] }, "ecd_AwardTmgMnpiCnsdrdFlag": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "AwardTmgMnpiCnsdrdFlag", "presentation": ["http://xbrl.sec.gov/ecd/role/AwardTimingDisclosure"], "lang": { "en-us": { "role": { "label": "Award Timing MNPI Considered" } } }, "auth_ref": ["r506"] }, "ecd_AwardTmgMnpiDiscTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "AwardTmgMnpiDiscTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/AwardTimingDisclosure"], "lang": { "en-us": { "role": { "label": "Award Timing MNPI Disclosure" } } }, "auth_ref": ["r506"] }, "ecd_AwardTmgPredtrmndFlag": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "AwardTmgPredtrmndFlag", "presentation": ["http://xbrl.sec.gov/ecd/role/AwardTimingDisclosure"], "lang": { "en-us": { "role": { "label": "Award Timing Predetermined" } } }, "auth_ref": ["r506"] }, "us-gaap_AwardTypeAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AwardTypeAxis", "presentation": ["http://phiopharma.com/role/Stock-basedCompensationDetails-OptionActivity", "http://phiopharma.com/role/Stock-basedCompensationDetails-RsuActivity",

```
"http://phiopharma.com/role/Stock-basedCompensationDetailsNarrative", "http://phiopharma.com/role/StockholdersEquityDetailsNarrative",
"http://xbrl.sec.gov/ecd/role/AwardTimingDisclosure" ], "lang": { "en-us": { "role": { "label": "Award Type [Axis]", "documentation": "Information by type of award under
share-based payment arrangement." } } }, "auth_ref": [ "r196", "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" ] }, "ecd_AwardUndrlygSecuritiesAmt": { "xbrltype": "decimalItemType",
"nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "AwardUndrlygSecuritiesAmt", "presentation": [ "http://xbrl.sec.gov/ecd/role/AwardTimingDisclosure" ], "lang": { "en-
us": { "role": { "label": "Underlying Securities" } } }, "auth_ref": [ "r509" ] }, "ecd_AwardsCloseToMnpiDiscIndName": { "xbrltype": "stringItemType", "nsuri":
"http://xbrl.sec.gov/ecd/2024", "localname": "AwardsCloseToMnpiDiscIndName", "presentation": [ "http://xbrl.sec.gov/ecd/role/AwardTimingDisclosure" ], "lang": { "en-
us": { "role": { "verboseLabel": "Name", "label": "Awards Close in Time to MNPI Disclosures, Individual Name" } } }, "auth_ref": [ "r508" ] },
"ecd_AwardsCloseToMnpiDiscTable": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "AwardsCloseToMnpiDiscTable", "presentation":
[ "http://xbrl.sec.gov/ecd/role/AwardTimingDisclosure" ], "lang": { "en-us": { "role": { "label": "Awards Close in Time to MNPI Disclosures [Table]" } } }, "auth_ref": [
"r507" ] }, "ecd_AwardsCloseToMnpiDiscTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname":
"AwardsCloseToMnpiDiscTableTextBlock", "presentation": [ "http://xbrl.sec.gov/ecd/role/AwardTimingDisclosure" ], "lang": { "en-us": { "role": { "label": "Awards Close in
Time to MNPI Disclosures, Table" } } }, "auth_ref": [ "r507" ] }, "us-gaap_BasisOfAccountingPolicyPolicyTextBlock": { "xbrltype": "textBlockItemType", "nsuri":
"http://fasb.org/us-gaap/2024", "localname": "BasisOfAccountingPolicyPolicyTextBlock", "presentation": [
"http://phiopharma.com/role/OrganizationAndSignificantAccountingPoliciesPolicies" ], "lang": { "en-us": { "role": { "label": "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": [] }, "us-gaap_CashAndCashEquivalentsAtCarryingValue": { "xbrltype":
"monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CashAndCashEquivalentsAtCarryingValue", "crdr": "debit", "calculation": {
"http://phiopharma.com/role/CondensedConsolidatedBalanceSheets": { "parentTag": "us-gaap_AssetsCurrent", "weight": 1.0, "order": 1.0 },
"http://phiopharma.com/role/ReconciliationOfCashAndRestrictedCash": { "parentTag": "us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalents",
"weight": 1.0, "order": 1.0 } }, "presentation": [ "http://phiopharma.com/role/CondensedConsolidatedBalanceSheets",
"http://phiopharma.com/role/ReconciliationOfCashAndRestrictedCash" ], "lang": { "en-us": { "role": { "label": "Cash and cash equivalents", "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": [ "r9", "r83", "r398" ] }, "us-gaap_CashAndCashEquivalentsFairValueDisclosure": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024",
"localname": "CashAndCashEquivalentsFairValueDisclosure", "crdr": "debit", "presentation": [ "http://phiopharma.com/role/FairValueOfFinancialInstruments-Details-
FinancialInstrumentsAtFairValue" ], "lang": { "en-us": { "role": { "label": "Total", "documentation": "Fair value portion of currency on hand as well as demand deposits
with banks or financial institutions. Includes other kinds of accounts that have the general characteristics of demand deposits. 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." } } }, "auth_ref": [ "r548", "r549" ] }, "us-gaap_CashAndCashEquivalentsMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-
gaap/2024", "localname": "CashAndCashEquivalentsMember", "presentation": [ "http://phiopharma.com/role/FairValueOfFinancialInstruments-Details-
FinancialInstrumentsAtFairValue" ], "lang": { "en-us": { "role": { "label": "Cash and Cash Equivalents [Member]", "documentation": "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." } } }, "auth_ref": [] }, "us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalents": { "xbrltype": "monetaryItemType",
"nsuri": "http://fasb.org/us-gaap/2024", "localname": "CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalents", "crdr": "debit", "calculation": {
"http://phiopharma.com/role/ReconciliationOfCashAndRestrictedCash": { "parentTag": null, "weight": null, "order": null, "root": true } }, "presentation": [
"http://phiopharma.com/role/CondensedConsolidatedStatementsOfCashFlows", "http://phiopharma.com/role/ReconciliationOfCashAndRestrictedCash" ], "lang": { "en-us":
{ "role": { "periodStartLabel": "Cash, cash equivalents and restricted cash at the beginning of period", "periodEndLabel": "Cash, cash equivalents and restricted cash at
the end of period", "totalLabel": "Cash, cash equivalents and restricted cash", "label": "Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents",
"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": [ "r9", "r45",
"r98" ] }, "us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPeriodIncreaseDecreaseExcludingExchangeRateEffect": { "xbrltype":
"monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname":
"CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPeriodIncreaseDecreaseExcludingExchangeRateEffect", "crdr": "debit", "calculation": {
"http://phiopharma.com/role/CondensedConsolidatedStatementsOfCashFlows": { "parentTag": null, "weight": null, "order": null, "root": true } }, "presentation": [
"http://phiopharma.com/role/CondensedConsolidatedStatementsOfCashFlows" ], "lang": { "en-us": { "role": { "totalLabel": "Net decrease in cash, cash equivalents and
restricted cash", "label": "Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Period Increase (Decrease), Excluding Exchange Rate Effect",
"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": [ "r0", "r45" ] },
"PHIO_CashInLieuOfFractionalSharesForReverseStockSplit": { "xbrltype": "monetaryItemType", "nsuri": "http://phiopharma.com/20240930", "localname":
"CashInLieuOfFractionalSharesForReverseStockSplit", "crdr": "credit", "calculation": { "http://phiopharma.com/role/CondensedConsolidatedStatementsOfCashFlows": {
"parentTag": "us-gaap_NetCashProvidedByUsedInFinancingActivities", "weight": -1.0, "order": 2.0 } }, "presentation": [
"http://phiopharma.com/role/CondensedConsolidatedStatementsOfCashFlows" ], "lang": { "en-us": { "role": { "negatedLabel": "Cash in lieu of fractional shares for reverse
stock split", "label": "CashInLieuOfFractionalSharesForReverseStockSplit" } } }, "auth_ref": [] }, "ecd_ChangedPeerGroupFnTextBlock": { "xbrltype":
"textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "ChangedPeerGroupFnTextBlock", "presentation": [ "http://xbrl.sec.gov/ecd/role/PvpDisclosure"
], "lang": { "en-us": { "role": { "label": "Changed Peer Group, Footnote" } } }, "auth_ref": [ "r486" ] }, "dei_CityAreaCode": { "xbrltype": "normalizedStringItemType",
"nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "CityAreaCode", "presentation": [ "http://phiopharma.com/role/Cover" ], "lang": { "en-us": { "role": { "label": "City Area
Code", "documentation": "Area code of city" } } }, "auth_ref": [] }, "us-gaap_ClassOfStockDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-
gaap/2024", "localname": "ClassOfStockDomain", "presentation": [ "http://phiopharma.com/role/StockholdersEquityDetails-WarrantsOutstanding",
"http://phiopharma.com/role/StockholdersEquityDetailsNarrative" ], "lang": { "en-us": { "role": { "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": [ "r78", "r86", "r87", "r88", "r101", "r120", "r121", "r123", "r125", "r132", "r133", "r148", "r155", "r157", "r158", "r159", "r162", "r163", "r168", "r169", "r172",
"r175", "r182", "r274", "r323", "r324", "r325", "r326", "r328", "r329", "r330", "r331", "r332", "r333", "r334", "r335", "r336", "r337", "r338", "r339", "r347", "r368", "r386",
"r391", "r392", "r393", "r394", "r395", "r523", "r530", "r537" ] }, "us-gaap_ClassOfStockLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024",
"localname": "ClassOfStockLineItems", "presentation": [ "http://phiopharma.com/role/StockholdersEquityDetails-WarrantsOutstanding",
"http://phiopharma.com/role/StockholdersEquityDetailsNarrative" ], "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": [ "r86", "r87", "r88", "r132", "r168", "r169", "r170", "r172", "r175", "r180", "r182", "r323", "r324", "r325", "r326", "r412", "r523", "r530" ] },
"us-gaap_ClassOfWarrantOrRightExercisePriceOfWarrantsOrRights1": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname":
"ClassOfWarrantOrRightExercisePriceOfWarrantsOrRights1", "presentation": [ "http://phiopharma.com/role/StockholdersEquityDetailsNarrative" ], "lang": { "en-us": {
"role": { "label": "Class of Warrant or Right, Exercise Price of Warrants or Rights", "documentation": "Exercise price per share or per unit of warrants or rights
outstanding." } } }, "auth_ref": [ "r183" ] }, "us-gaap_ClassOfWarrantOrRightOutstanding": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024",
"localname": "ClassOfWarrantOrRightOutstanding", "presentation": [ "http://phiopharma.com/role/StockholdersEquityDetails-WarrantsOutstanding" ], "lang": { "en-us": {
"role": { "periodStartLabel": "Warrants outstanding, Beginning balance", "periodEndLabel": "Warrants outstanding, Ending balance", "label": "Class of Warrant or Right,
Outstanding", "documentation": "Number of warrants or rights outstanding." } } }, "auth_ref": [] }, "PHIO_ClassOfWarrantOrRightWeightedAverageExercisePrice": {
"xbrltype": "perShareItemType", "nsuri": "http://phiopharma.com/20240930", "localname": "ClassOfWarrantOrRightWeightedAverageExercisePrice", "presentation": [
"http://phiopharma.com/role/StockholdersEquityDetails-WarrantsOutstanding" ], "lang": { "en-us": { "role": { "periodStartLabel": "Warrants outstanding weighted average
exercise price per share, Beginning balance", "periodEndLabel": "Warrants outstanding weighted average exercise price per share, Ending balance", "label":
"ClassOfWarrantOrRightWeightedAverageExercisePrice" } } }, "auth_ref": [] }, "PHIO_ClinicalCoDevelopmentAgreementMember": { "xbrltype": "domainItemType",
"nsuri": "http://phiopharma.com/20240930", "localname": "ClinicalCoDevelopmentAgreementMember", "presentation": [
"http://phiopharma.com/role/CollaborationAgreementDetailsNarrative" ], "lang": { "en-us": { "role": { "label": "Clinical Co Development Agreement [Member]" } } },
"auth_ref": [] }, "ecd_CoSelectedMeasureAmt": { "xbrltype": "decimalItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "CoSelectedMeasureAmt",
"presentation": [ "http://xbrl.sec.gov/ecd/role/PvpDisclosure" ], "lang": { "en-us": { "role": { "label": "Company Selected Measure Amount" } } }, "auth_ref": [ "r487" ] },
"ecd_CoSelectedMeasureName": { "xbrltype": "normalizedStringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "CoSelectedMeasureName",
"presentation": [ "http://xbrl.sec.gov/ecd/role/PvpDisclosure" ], "lang": { "en-us": { "role": { "label": "Company Selected Measure Name" } } }, "auth_ref": [ "r487" ] }, "us-
gaap_CollaborativeArrangementDisclosureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname":
"CollaborativeArrangementDisclosureTextBlock", "presentation": [ "http://phiopharma.com/role/CollaborationAgreement" ], "lang": { "en-us": { "role": { "label":
"Collaboration Agreement", "documentation": "The entire disclosure for collaborative arrangements in which the entity is a participant, including a) information about
the nature and purpose of such arrangements; b) its rights and obligations thereunder; c) the accounting policy for collaborative arrangements; and d) the income
statement classification and amounts attributable to transactions arising from the collaborative arrangement between participants." } } }, "auth_ref": [ "r70", "r72", "r77"
] }, "us-gaap_CollaborativeArrangementsAndNoncollaborativeArrangementTransactionsLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024",
"localname": "CollaborativeArrangementsAndNoncollaborativeArrangementTransactionsLineItems", "presentation": [
"http://phiopharma.com/role/CollaborationAgreementDetailsNarrative" ], "lang": { "en-us": { "role": { "label": "Collaborative Arrangement and Arrangement Other than
Collaborative [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": [ "r235" ] }, "us-gaap_CommitmentsAndContingencies": { "xbrltype":
"monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CommitmentsAndContingencies", "crdr": "credit", "calculation": {
"http://phiopharma.com/role/CondensedConsolidatedBalanceSheets": { "parentTag": "us-gaap_LiabilitiesAndStockholdersEquity", "weight": 1.0, "order": 2.0 } },
"presentation": [ "http://phiopharma.com/role/CondensedConsolidatedBalanceSheets" ], "lang": { "en-us": { "role": { "label": "Commitments and contingencies (Note 2)",
"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": [ "r32", "r63", "r306", "r346" ] }, "us-
gaap_CommonStockCapitalSharesReservedForFutureIssuance": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname":
"CommonStockCapitalSharesReservedForFutureIssuance", "presentation": [ "http://phiopharma.com/role/StockholdersEquityDetailsNarrative" ], "lang": { "en-us": {
"role": { "label": "Common Stock, Capital Shares Reserved for Future Issuance", "documentation": "Aggregate number of common shares reserved for future issuance." }
} }, "auth_ref": [ "r34" ] }, "us-gaap_CommonStockMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname":
"CommonStockMember", "presentation": [ "http://phiopharma.com/role/CondensedConsolidatedStatementsOfPreferredStockAndStockholdersEquity" ], "lang": { "en-us": {
"role": { "label": "Common Stock [Member]", "documentation": "Stock that is subordinate to all other stock of the issuer." } } }, "auth_ref": [ "r424", "r425", "r426",
```

"r428", "r429", "r430", "r431", "r533", "r534", "r536", "r547", "r558", "r560"] }, "us-gaap_CommonStockParOrStatedValuePerShare": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CommonStockParOrStatedValuePerShare", "presentation": ["http://phiopharma.com/role/CondensedConsolidatedBalanceSheetsParenthetical"], "lang": { "en-us": { "role": { "label": "Common Stock, Par or Stated Value Per Share", "documentation": "Face amount or stated value per share of common stock." } } }, "auth_ref": ["r34"] }, "us-gaap_CommonStockSharesAuthorized": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CommonStockSharesAuthorized", "presentation": ["http://phiopharma.com/role/CondensedConsolidatedBalanceSheetsParenthetical"], "lang": { "en-us": { "role": { "label": "Common Stock, Shares Authorized", "documentation": "The maximum number of common shares permitted to be issued by an entity's charter and bylaws." } } }, "auth_ref": ["r34", "r347"] }, "us-gaap_CommonStockSharesOutstanding": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CommonStockSharesOutstanding", "presentation": ["http://phiopharma.com/role/CondensedConsolidatedBalanceSheetsParenthetical"], "lang": { "en-us": { "role": { "label": "Common Stock, Shares, Outstanding", "documentation": "Number of shares of common stock outstanding. Common stock represent the ownership interest in a corporation." } } }, "auth_ref": ["r6", "r34", "r347", "r365", "r560", "r561"] }, "us-gaap_CommonStockValue": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CommonStockValue", "crdr": "credit", "calculation": { "http://phiopharma.com/role/CondensedConsolidatedBalanceSheets": { "parentTag": "us-gaap_StockholdersEquity", "weight": 1.0, "order": 2.0 } }, "presentation": ["http://phiopharma.com/role/CondensedConsolidatedBalanceSheets"], "lang": { "en-us": { "role": { "label": "Common stock, $0.0001 par value, 100,000,000 shares authorized; 958,219 and 416,368 shares issued and outstanding at September 30, 2024 and December 31, 2023, respectively", "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": ["r34", "r308", "r423"] }, "ecd_CompActuallyPaidVsCoSelectedMeasureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "CompActuallyPaidVsCoSelectedMeasureTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "label": "Compensation Actually Paid vs. Company Selected Measure" } } }, "auth_ref": ["r492"] }, "ecd_CompActuallyPaidVsNetIncomeTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "CompActuallyPaidVsNetIncomeTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "label": "Compensation Actually Paid vs. Net Income" } } }, "auth_ref": ["r491"] }, "ecd_CompActuallyPaidVsOtherMeasureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "CompActuallyPaidVsOtherMeasureTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "label": "Compensation Actually Paid vs. Other Measure" } } }, "auth_ref": ["r493"] }, "ecd_CompActuallyPaidVsTotalShareholderRtnTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "CompActuallyPaidVsTotalShareholderRtnTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "label": "Compensation Actually Paid vs. Total Shareholder Return" } } }, "auth_ref": ["r490"] }, "us-gaap_ConsolidationPolicyTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ConsolidationPolicyTextBlock", "presentation": ["http://phiopharma.com/role/OrganizationAndSignificantAccountingPoliciesPolicies"], "lang": { "en-us": { "role": { "label": "Principles of Consolidation", "documentation": "Disclosure of accounting policy regarding (1) the principles it follows in consolidating or combining the separate financial statements, including the principles followed in determining the inclusion or exclusion of subsidiaries or other entities in the consolidated or combined financial statements and (2) its treatment of interests (for example, common stock, a partnership interest or other means of exerting influence) in other entities, for example consolidation or use of the equity or cost methods of accounting. The accounting policy may also address the accounting treatment for intercompany accounts and transactions, noncontrolling interest, and the income statement treatment in consolidation for issuances of stock by a subsidiary." } } }, "auth_ref": ["r28", "r402"] }, "us-gaap_ContractualObligation": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ContractualObligation", "crdr": "credit", "presentation": ["http://phiopharma.com/role/CollaborationAgreementDetailsNarrative"], "lang": { "en-us": { "role": { "label": "Contractual Obligation", "documentation": "Amount of contractual obligation, including, but not limited to, long-term debt, lease obligation, purchase obligation, and other commitments." } } }, "auth_ref": ["r532"] }, "us-gaap_ConversionOfStockByUniqueDescriptionAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ConversionOfStockByUniqueDescriptionAxis", "presentation": ["http://phiopharma.com/role/StockholdersEquityDetailsNarrative"], "lang": { "en-us": { "role": { "label": "Stock Conversion Description [Axis]", "documentation": "Information by description of stock conversions." } } }, "auth_ref": ["r10", "r11", "r12"] }, "us-gaap_ConversionOfStockNameDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ConversionOfStockNameDomain", "presentation": ["http://phiopharma.com/role/StockholdersEquityDetailsNarrative"], "lang": { "en-us": { "role": { "documentation": "The unique name of a noncash or part noncash stock conversion." } } }, "auth_ref": ["r10", "r11", "r12"] }, "srt_CounterpartyNameAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "CounterpartyNameAxis", "presentation": ["http://phiopharma.com/role/CollaborationAgreementDetailsNarrative", "http://phiopharma.com/role/Stock-basedCompensationDetailsNarrative"], "lang": { "en-us": { "role": { "label": "Counterparty Name [Axis]" } } }, "auth_ref": ["r102", "r103", "r164", "r170", "r293", "r299", "r304", "r399", "r401"] }, "dei_CountryRegion": { "xbrltype": "normalizedStringItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "CountryRegion", "presentation": ["http://phiopharma.com/role/Cover"], "lang": { "en-us": { "role": { "label": "Country Region", "documentation": "Region code of country" } } }, "auth_ref": [] }, "dei_CoverAbstract": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "CoverAbstract", "lang": { "en-us": { "role": { "label": "Cover [Abstract]", "documentation": "Cover page." } } }, "auth_ref": [] }, "dei_CurrentFiscalYearEndDate": { "xbrltype": "gMonthDayItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "CurrentFiscalYearEndDate", "presentation": ["http://phiopharma.com/role/Cover"], "lang": { "en-us": { "role": { "label": "Current Fiscal Year End Date", "documentation": "End date of current fiscal year in the format --MM-DD." } } }, "auth_ref": [] }, "us-gaap_DepreciationDepletionAndAmortization": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DepreciationDepletionAndAmortization", "crdr": "debit", "calculation": { "http://phiopharma.com/role/CondensedConsolidatedStatementsOfCashFlows": { "parentTag": "us-gaap_NetCashProvidedByUsedInOperatingActivities", "weight": 1.0, "order": 2.0 } }, "presentation": ["http://phiopharma.com/role/CondensedConsolidatedStatementsOfCashFlows"], "lang": { "en-us": { "role": { "label": "Depreciation and amortization", "documentation": "The aggregate expense recognized in the current period that allocates the cost of tangible assets, intangible assets, or depleting assets to periods that benefit from use of the assets." } } }, "auth_ref": ["r4", "r130", "r135", "r144", "r407", "r408"] }, "PHIO_DisclosureLeasesAbstract": { "xbrltype": "stringItemType", "nsuri": "http://phiopharma.com/20240930", "localname": "DisclosureLeasesAbstract", "lang": { "en-us": { "role": { "label": "Leases" } } }, "auth_ref": [] }, "us-gaap_DisclosureOfCompensationRelatedCostsShareBasedPaymentsTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DisclosureOfCompensationRelatedCostsShareBasedPaymentsTextBlock", "presentation": ["http://phiopharma.com/role/Stock-basedCompensation"], "lang": { "en-us": { "role": { "label": "Stock-based Compensation", "documentation": "The entire disclosure for share-based payment arrangement." } } }, "auth_ref": ["r191", "r195", "r222", "r223", "r224", "r416"] }, "us-gaap_DisclosureOfCompensationRelatedCostsSharebasedPaymentsAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DisclosureOfCompensationRelatedCostsSharebasedPaymentsAbstract", "lang": { "en-us": { "role": { "label": "Share-Based Payment Arrangement [Abstract]" } } }, "auth_ref": [] }, "dei_DocumentAccountingStandard": { "xbrltype": "accountingStandardItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "DocumentAccountingStandard", "presentation": ["http://phiopharma.com/role/Cover"], "lang": { "en-us": { "role": { "label": "Document Accounting Standard", "documentation": "The basis of accounting the registrant has used to prepare the financial statements included in this filing This can either be 'U.S. GAAP', 'International Financial Reporting Standards', or 'Other'." } } }, "auth_ref": ["r448"] }, "dei_DocumentAnnualReport": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "DocumentAnnualReport", "presentation": ["http://phiopharma.com/role/Cover"], "lang": { "en-us": { "role": { "label": "Document Annual Report", "documentation": "Boolean flag that is true only for a form used as an annual report." } } }, "auth_ref": ["r446", "r448", "r460"] }, "dei_DocumentFiscalPeriodFocus": { "xbrltype": "fiscalPeriodItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "DocumentFiscalPeriodFocus", "presentation": ["http://phiopharma.com/role/Cover"], "lang": { "en-us": { "role": { "label": "Document Fiscal Period Focus", "documentation": "Fiscal period values are FY, Q1, Q2, and Q3. 1st, 2nd and 3rd quarter 10-Q or 10-QT statements have value Q1, Q2, and Q3 respectively, with 10-K, 10-KT or other fiscal year statements having FY." } } }, "auth_ref": [] }, "dei_DocumentFiscalYearFocus": { "xbrltype": "gYearItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "DocumentFiscalYearFocus", "presentation": ["http://phiopharma.com/role/Cover"], "lang": { "en-us": { "role": { "label": "Document Fiscal Year Focus", "documentation": "This is focus fiscal year of the document report in YYYY format. For a 2006 annual report, which may also provide financial information from prior periods, fiscal 2006 should be given as the fiscal year focus. Example: 2006." } } }, "auth_ref": [] }, "dei_DocumentPeriodEndDate": { "xbrltype": "dateItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "DocumentPeriodEndDate", "presentation": ["http://phiopharma.com/role/Cover"], "lang": { "en-us": { "role": { "label": "Document Period End Date", "documentation": "For the EDGAR submission types of Form 8-K: the date of the report, the date of the earliest event reported; for the EDGAR submission types of Form N-1A: the filing date; for all other submission types: the end of the reporting or transition period. The format of the date is YYYY-MM-DD." } } }, "auth_ref": [] }, "dei_DocumentPeriodStartDate": { "xbrltype": "dateItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "DocumentPeriodStartDate", "presentation": ["http://phiopharma.com/role/Cover"], "lang": { "en-us": { "role": { "label": "Document Period Start Date", "documentation": "The start date of the period covered in the document, in YYYY-MM-DD format." } } }, "auth_ref": [] }, "dei_DocumentQuarterlyReport": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "DocumentQuarterlyReport", "presentation": ["http://phiopharma.com/role/Cover"], "lang": { "en-us": { "role": { "label": "Document Quarterly Report", "documentation": "Boolean flag that is true only for a form used as an quarterly report." } } }, "auth_ref": ["r447"] }, "dei_DocumentRegistrationStatement": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "DocumentRegistrationStatement", "presentation": ["http://phiopharma.com/role/Cover"], "lang": { "en-us": { "role": { "label": "Document Registration Statement", "documentation": "Boolean flag that is true only for a form used as a registration statement." } } }, "auth_ref": ["r435"] }, "dei_DocumentShellCompanyEventDate": { "xbrltype": "dateItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "DocumentShellCompanyEventDate", "presentation": ["http://phiopharma.com/role/Cover"], "lang": { "en-us": { "role": { "label": "Document Shell Company Event Date", "documentation": "Date of event requiring a shell company report." } } }, "auth_ref": ["r448"] }, "dei_DocumentShellCompanyReport": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "DocumentShellCompanyReport", "presentation": ["http://phiopharma.com/role/Cover"], "lang": { "en-us": { "role": { "label": "Document Shell Company Report", "documentation": "Boolean flag that is true for a Shell Company Report pursuant to section 13 or 15(d) of the Exchange Act." } } }, "auth_ref": ["r448"] }, "dei_DocumentTransitionReport": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "DocumentTransitionReport", "presentation": ["http://phiopharma.com/role/Cover"], "lang": { "en-us": { "role": { "label": "Document Transition Report", "documentation": "Boolean flag that is true only for a form used as a transition report." } } }, "auth_ref": ["r481"] }, "dei_DocumentType": { "xbrltype": "submissionTypeItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "DocumentType", "presentation": ["http://phiopharma.com/role/Cover"], "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": [] }, "dei_DocumentsIncorporatedByReferenceTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "DocumentsIncorporatedByReferenceTextBlock", "presentation": ["http://phiopharma.com/role/Cover"], "lang": { "en-us": { "role": { "label": "Documents Incorporated by Reference [Text Block]", "documentation": "Documents incorporated by reference." } } }, "auth_ref": ["r438"] }, "us-gaap_EarningsPerShareAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EarningsPerShareAbstract", "presentation": ["http://phiopharma.com/role/CondensedConsolidatedStatementsOfOperations"], "lang": { "en-us": { "role": { "label": "Net loss per common share:", "verboseLabel": "Earnings Per Share [Abstract]" } } }, "auth_ref": [] }, "us-gaap_EarningsPerShareDiluted": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EarningsPerShareDiluted", "presentation": ["http://phiopharma.com/role/CondensedConsolidatedStatementsOfOperations"], "lang": { "en-us": { "role": { "label": "Earnings Per Share, Diluted", "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": ["r95", "r109", "r110", "r111", "r112", "r113", "r114", "r120", "r123", "r124", "r125", "r129", "r231", "r234", "r251", "r252", "r302", "r314", "r403"] }, "us-gaap_EarningsPerShareTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EarningsPerShareTextBlock", "presentation": ["http://phiopharma.com/role/NetLossPerCommonShare"], "lang": { "en-us": { "role": { "label": "Net Loss per Common Share", "documentation": "The entire disclosure for earnings per share." } } }, "auth_ref": ["r118", "r126", "r127", "r128"] }, "us-gaap_EmployeeServiceShareBasedCompensationAllocationOfRecognizedPeriodCostsLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EmployeeServiceShareBasedCompensationAllocationOfRecognizedPeriodCostsLineItems", "presentation": ["http://phiopharma.com/role/Stock-basedCompensationDetails-Share-basedCompensation"], "lang": { "en-us": { "role": { "label": "Share-Based Payment Arrangement, Expensed and Capitalized, Amount [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_EmployeeStockOptionMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EmployeeStockOptionMember", "presentation": ["http://phiopharma.com/role/Stock-basedCompensationDetails-OptionActivity", "http://phiopharma.com/role/Stock-basedCompensationDetailsNarrative"], "lang": { "en-us": { "role": { "label": "Share-Based Payment Arrangement, Option [Member]", "documentation": "Share-based payment arrangement granting right, subject to vesting and other restrictions, to purchase or sell certain number of shares at predetermined price for specified period of time." } } }, "auth_ref": [] }, "PHIO_EmployeesMember": { "xbrltype": "domainItemType", "nsuri": "http://phiopharma.com/20240930", "localname": "EmployeesMember", "presentation": ["http://phiopharma.com/role/Stock-basedCompensationDetailsNarrative"], "lang": { "en-us": { "role": { "label": "Employees [Member]" } } }, "auth_ref": [] }, "dei_EntityAddressAddressLine1": { "xbrltype": "normalizedStringItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityAddressAddressLine1", "presentation": ["http://phiopharma.com/role/Cover"], "lang": { "en-us": { "role": { "label": "Entity Address, Address Line One", "documentation": "Address Line 1 such as Attn, Building Name, Street Name" } } }, "auth_ref": [] }, "dei_EntityAddressAddressLine2": { "xbrltype": "normalizedStringItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityAddressAddressLine2", "presentation": ["http://phiopharma.com/role/Cover"], "lang": { "en-us": { "role": { "label": "Entity Address, Address Line Two", "documentation": "Address Line 2 such as Street or Suite number" } } }, "auth_ref": [] }, "dei_EntityAddressAddressLine3": { "xbrltype": "normalizedStringItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityAddressAddressLine3", "presentation": ["http://phiopharma.com/role/Cover"], "lang": { "en-us": { "role": { "label": "Entity Address, Address Line Three", "documentation": "Address Line 3 such as an Office Park" } } }, "auth_ref": [] }, "dei_EntityAddressCityOrTown": { "xbrltype": "normalizedStringItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityAddressCityOrTown", "presentation": ["http://phiopharma.com/role/Cover"], "lang": { "en-us": { "role": { "label": "Entity Address, City or Town", "documentation": "Name of the City or Town" } } }, "auth_ref": [] }, "dei_EntityAddressCountry": { "xbrltype": "countryCodeItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityAddressCountry", "presentation": ["http://phiopharma.com/role/Cover"], "lang": { "en-us": { "role": { "label": "Entity Address, Country", "documentation": "ISO 3166-1 alpha-2 country code." } } }, "auth_ref": [] }, "dei_EntityAddressPostalZipCode": { "xbrltype": "normalizedStringItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityAddressPostalZipCode", "presentation": ["http://phiopharma.com/role/Cover"], "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/2024", "localname": "EntityAddressStateOrProvince", "presentation": ["http://phiopharma.com/role/Cover"], "lang": { "en-us": { "role": { "label": "Entity Address, State or Province", "documentation": "Name of the state or province." } } }, "auth_ref": [] }, "dei_EntityBankruptcyProceedingsReportingCurrent": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityBankruptcyProceedingsReportingCurrent", "presentation": ["http://phiopharma.com/role/Cover"], "lang": { "en-us": { "role": { "label": "Entity Bankruptcy Proceedings, Reporting Current", "documentation": "For registrants involved in bankruptcy proceedings during the preceding five years, the value Yes indicates that the registrant has filed all documents and reports required to be filed by Section 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court; the value No indicates the registrant has not. Registrants not involved in bankruptcy proceedings during the preceding five years should not report this element." } } }, "auth_ref": ["r441"] }, "dei_EntityCentralIndexKey": { "xbrltype": "centralIndexKeyItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityCentralIndexKey", "presentation": ["http://phiopharma.com/role/Cover"], "lang": { "en-us": { "role": { "label": "Entity Central Index Key", "documentation": "A unique 10-digit SEC-issued value to identify entities that have filed disclosures with the SEC. It is commonly abbreviated as CIK." } } }, "auth_ref": ["r437"] }, "dei_EntityCommonStockSharesOutstanding": { "xbrltype": "sharesItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityCommonStockSharesOutstanding", "presentation": ["http://phiopharma.com/role/Cover"], "lang": { "en-us": { "role": { "label": "Entity Common Stock, Shares Outstanding", "documentation": "Indicate number of shares or other units outstanding of each of registrant's classes of capital or common stock or other ownership interests, if and as stated on cover of related periodic report. Where multiple classes or units exist define each class/interest by adding class of stock items such as Common Class A [Member], Common Class B [Member] or Partnership Interest [Member] onto the Instrument [Domain] of the Entity Listings, Instrument." } } }, "auth_ref": [] }, "dei_EntityCurrentReportingStatus": { "xbrltype": "yesNoItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityCurrentReportingStatus", "presentation": ["http://phiopharma.com/role/Cover"], "lang": { "en-us": { "role": { "label": "Entity Current Reporting Status", "documentation": "Indicate 'Yes' or 'No' whether registrants (1) have filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that registrants were required to file such reports), and (2) have been subject to such filing requirements for the past 90 days. This information should be based on the registrant's current or most recent filing containing the related disclosure." } } }, "auth_ref": [] }, "dei_EntityEmergingGrowthCompany": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityEmergingGrowthCompany", "presentation": ["http://phiopharma.com/role/Cover"], "lang": { "en-us": { "role": { "label": "Entity Emerging Growth Company", "documentation": "Indicate if registrant meets the emerging growth company criteria." } } }, "auth_ref": ["r437"] }, "dei_EntityExTransitionPeriod": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityExTransitionPeriod", "presentation": ["http://phiopharma.com/role/Cover"], "lang": { "en-us": { "role": { "label": "Elected Not To Use the Extended 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": ["r522"] }, "dei_EntityFileNumber": { "xbrltype": "fileNumberItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityFileNumber", "presentation": ["http://phiopharma.com/role/Cover"], "lang": { "en-us": { "role": { "label": "Entity File Number", "documentation": "Commission file number. The field allows up to 17 characters. The prefix may contain 1-3 digits, the sequence number may contain 1-8 digits, the optional suffix may contain 1-4 characters, and the fields are separated with a hyphen." } } }, "auth_ref": [] }, "dei_EntityFilerCategory": { "xbrltype": "filerCategoryItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityFilerCategory", "presentation": ["http://phiopharma.com/role/Cover"], "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": ["r437"] }, "dei_EntityIncorporationStateCountryCode": { "xbrltype": "edgarStateCountryItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityIncorporationStateCountryCode", "presentation": ["http://phiopharma.com/role/Cover"], "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_EntityInteractiveDataCurrent": { "xbrltype": "yesNoItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityInteractiveDataCurrent", "presentation": ["http://phiopharma.com/role/Cover"], "lang": { "en-us": { "role": { "label": "Entity Interactive Data Current", "documentation": "Boolean flag that is true when the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit such files)." } } }, "auth_ref": ["r519"] }, "dei_EntityPrimarySicNumber": { "xbrltype": "sicNumberItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityPrimarySicNumber", "presentation": ["http://phiopharma.com/role/Cover"], "lang": { "en-us": { "role": { "label": "Entity Primary SIC Number", "documentation": "Primary Standard Industrial Classification (SIC) Number for the Entity." } } }, "auth_ref": ["r460"] }, "dei_EntityPublicFloat": { "xbrltype": "monetaryItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityPublicFloat", "crdr": "credit", "presentation": ["http://phiopharma.com/role/Cover"], "lang": { "en-us": { "role": { "label": "Entity Public Float", "documentation": "The aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was last sold, or the average bid and asked price of such common equity, as of the last business day of the registrant's most recently completed second fiscal quarter." } } }, "auth_ref": [] }, "dei_EntityRegistrantName": { "xbrltype": "normalizedStringItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityRegistrantName", "presentation": ["http://phiopharma.com/role/Cover"], "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": ["r437"] }, "dei_EntityShellCompany": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityShellCompany", "presentation": ["http://phiopharma.com/role/Cover"], "lang": { "en-us": { "role": { "label": "Entity Shell Company", "documentation": "Boolean flag that is true when the registrant is a shell company as defined in Rule 12b-2 of the Exchange Act." } } }, "auth_ref": ["r437"] }, "dei_EntitySmallBusiness": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntitySmallBusiness", "presentation": ["http://phiopharma.com/role/Cover"], "lang": { "en-us": { "role": { "label": "Entity Small Business", "documentation": "Indicates that the company is a Smaller Reporting Company (SRC)." } } }, "auth_ref": ["r437"] }, "dei_EntityTaxIdentificationNumber": { "xbrltype": "employerIdItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityTaxIdentificationNumber", "presentation": ["http://phiopharma.com/role/Cover"], "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": ["r437"] }, "dei_EntityVoluntaryFilers": { "xbrltype": "yesNoItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityVoluntaryFilers", "presentation": ["http://phiopharma.com/role/Cover"], "lang": { "en-us": { "role": { "label": "Entity Voluntary Filers", "documentation": "Indicate 'Yes' or 'No' if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act." } } }, "auth_ref": [] }, "dei_EntityWellKnownSeasonedIssuer": { "xbrltype": "yesNoItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityWellKnownSeasonedIssuer", "presentation": ["http://phiopharma.com/role/Cover"], "lang": { "en-us": { "role": { "label": "Entity Well-known Seasoned Issuer", "documentation": "Indicate 'Yes' or 'No' if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Is used on Form Type: 10-K, 10-Q, 8-K, 20-F, 6-K, 10-K/A, 10-Q/A, 20-F/A, 6-K/A, N-CSR, N-Q, N-1A." } } }, "auth_ref": ["r520"] }, "us-gaap_EquityAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EquityAbstract", "lang": { "en-us": { "role": { "label": "Equity [Abstract]" } } }, "auth_ref": [] }, "PHIO_EquityClassifiedWarrantsMember": { "xbrltype": "domainItemType", "nsuri": "http://phiopharma.com/20240930", "localname": "EquityClassifiedWarrantsMember", "presentation": ["http://phiopharma.com/role/StockholdersEquityDetailsNarrative"], "lang": { "en-us": { "role": { "label": "Equity Classified Warrants [Member]" } } }, "auth_ref": [] }, "us-gaap_EquityClassifiedWrittenCallOptionModificationEquityIssuanceIncreaseDecreaseInEquityAmount": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EquityClassifiedWrittenCallOptionModificationEquityIssuanceIncreaseDecreaseInEquityAmount", "crdr": "credit", "presentation": ["http://phiopharma.com/role/StockholdersEquityDetailsNarrative"], "lang": { "en-us": { "role": { "label": "Equity-Classified Written Call Option, Modification, Equity Issuance, Increase (Decrease) in Equity, Amount", "documentation": "Amount of increase (decrease) in equity for freestanding written call option classified as equity from modification recognized as equity issuance cost. Includes, but is not limited to, exchange by issuer and holder. Excludes share-based payment arrangement." } } }, "auth_ref": ["r182", "r246", "r248", "r249"] }, "us-gaap_EquityComponentDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EquityComponentDomain", "presentation": ["http://phiopharma.com/role/CondensedConsolidatedStatementsOfPreferredStockAndStockholdersEquity"], "lang": { "en-us": { "role": { "documentation": "Components of equity are the parts of the total Equity balance including that which is allocated to common, preferred, treasury stock, retained earnings, etc." } } }, "auth_ref": ["r6", "r79", "r92", "r93", "r94", "r104", "r105", "r106", "r108", "r113", "r115", "r117", "r131", "r149", "r150", "r151", "r184", "r226", "r227", "r228", "r229", "r230", "r232", "r233", "r234", "r240", "r241", "r242", "r243", "r244", "r245", "r250", "r275", "r276", "r277", "r278", "r279", "r280", "r281", "r283", "r292", "r313", "r317", "r318", "r319", "r328", "r386"] }, "ecd_EquityValuationAssumptionDifferenceFnTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "EquityValuationAssumptionDifferenceFnTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "label": "Equity Valuation Assumption Difference, Footnote" } } }, "auth_ref": ["r489"] }, "ecd_ErrCompAnalysisTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "ErrCompAnalysisTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/ErrCompDisclosure"], "lang": { "en-us": { "role": { "label": "Erroneous Compensation Analysis" } } }, "auth_ref": ["r453", "r464", "r474", "r499"] }, "ecd_ErrCompRecoveryTable": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "ErrCompRecoveryTable", "presentation": ["http://xbrl.sec.gov/ecd/role/ErrCompDisclosure"], "lang": { "en-us": { "role": { "label": "Erroneously Awarded Compensation Recovery [Table]" } } }, "auth_ref": ["r450", "r461", "r471", "r496"] }, "ecd_ExecutiveCategoryAxis": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "ExecutiveCategoryAxis", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "label": "Executive Category [Axis]" } } }, "auth_ref": ["r495"] }, "PHIO_ExpenseFromContractualObligations": { "xbrltype": "monetaryItemType", "nsuri": "http://phiopharma.com/20240930", "localname": "ExpenseFromContractualObligations", "crdr": "debit", "presentation": ["http://phiopharma.com/role/CollaborationAgreementDetailsNarrative"], "lang": { "en-us": { "role": { "label": "[custom:ExpenseFromContractualObligations]" } } }, "auth_ref": [] }, "dei_Extension": { "xbrltype": "normalizedStringItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "Extension", "presentation": ["http://phiopharma.com/role/Cover"], "lang": { "en-us": { "role": { "label": "Extension", "documentation": "Extension number for local phone number." } } }, "auth_ref": [] }, "us-gaap_FairValueAssetsMeasuredOnRecurringBasisTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FairValueAssetsMeasuredOnRecurringBasisTextBlock", "presentation": ["http://phiopharma.com/role/FairValueOfFinancialInstrumentsTables"], "lang": { "en-us": { "role": { "label": "Schedule of financial instruments at fair value", "documentation": "Tabular disclosure of assets, including [financial] instruments measured at fair value that are classified in stockholders' equity, if any, by class 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": ["r548", "r549"] }, "us-gaap_FairValueAssetsMeasuredOnRecurringBasisUnobservableInputReconciliationByAssetClassDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FairValueAssetsMeasuredOnRecurringBasisUnobservableInputReconciliationByAssetClassDomain", "presentation": ["http://phiopharma.com/role/FairValueOfFinancialInstruments-Details-FinancialInstrumentsAtFairValue"], "lang": { "en-us": { "role": { "documentation": "Class of asset." } } }, "auth_ref": ["r258", "r259", "r260", "r261", "r262", "r263", "r268", "r418"] }, "us-gaap_FairValueAssetsMeasuredOnRecurringBasisUnobservableInputReconciliationLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FairValueAssetsMeasuredOnRecurringBasisUnobservableInputReconciliationLineItems", "presentation": ["http://phiopharma.com/role/FairValueOfFinancialInstruments-Details-FinancialInstrumentsAtFairValue"], "lang": { "en-us": { "role": { "label": "Fair Value, Assets 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": ["r258", "r259", "r260", "r261", "r262", "r263", "r268", "r418"] }, "us-gaap_FairValueAssetsMeasuredOnRecurringBasisUnobservableInputReconciliationTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FairValueAssetsMeasuredOnRecurringBasisUnobservableInputReconciliationTable", "presentation": ["http://phiopharma.com/role/FairValueOfFinancialInstruments-Details-FinancialInstrumentsAtFairValue"], "lang": { "en-us": { "role": { "label": "Fair Value, Assets Measured on Recurring Basis, Unobservable Input Reconciliation [Table]", "documentation": "Disclosure of information about financial instrument asset measured at fair value on recurring basis using unobservable input." } } }, "auth_ref": ["r258", "r259", "r260", "r261", "r262", "r263", "r268", "r418"] }, "us-gaap_FairValueByAssetClassAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FairValueByAssetClassAxis", "presentation": ["http://phiopharma.com/role/FairValueOfFinancialInstruments-Details-FinancialInstrumentsAtFairValue"], "lang": { "en-us": { "role": { "label": "Asset Class [Axis]", "documentation": "Information by class of asset." } } }, "auth_ref": ["r258", "r259", "r260", "r261", "r262", "r263", "r268", "r418"] }, "us-gaap_FairValueByFairValueHierarchyLevelAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FairValueByFairValueHierarchyLevelAxis", "presentation": ["http://phiopharma.com/role/FairValueOfFinancialInstruments-Details-FinancialInstrumentsAtFairValue"], "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": ["r165", "r185", "r186", "r187", "r188", "r189", "r190", "r253", "r254", "r255", "r256", "r257", "r266", "r267", "r269", "r296", "r297", "r298", "r410", "r411", "r413", "r414", "r415", "r417", "r420"] }, "us-gaap_FairValueDisclosuresAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FairValueDisclosuresAbstract", "lang": { "en-us": { "role": { "label": "Fair Value Disclosures [Abstract]" } } }, "auth_ref": [] }, "us-gaap_FairValueDisclosuresTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FairValueDisclosuresTextBlock", "presentation": ["http://phiopharma.com/role/FairValueOfFinancialInstruments"], "lang": { "en-us": { "role": { "label": "Fair Value of Financial Instruments", "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": ["r262", "r264", "r265", "r266", "r269", "r270", "r271", "r272", "r273", "r301", "r417", "r421"] }, "us-gaap_FairValueInputsLevel1Member": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FairValueInputsLevel1Member", "presentation": ["http://phiopharma.com/role/FairValueOfFinancialInstruments-Details-FinancialInstrumentsAtFairValue"], "lang": { "en-us": { "role": { "label": "Fair Value, Inputs, 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": ["r165", "r185", "r190", "r254", "r267", "r296", "r413", "r414", "r415", "r417"] }, "us-gaap_FairValueInputsLevel2Member": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FairValueInputsLevel2Member", "presentation": ["http://phiopharma.com/role/FairValueOfFinancialInstruments-Details-FinancialInstrumentsAtFairValue"], "lang": { "en-us": { "role": { "label": "Fair Value, Inputs, Level 2 [Member]", "documentation": "Inputs other than quoted prices included within level 1 that are observable for an asset or liability, either directly or indirectly, including, but not limited to, quoted prices for similar assets or liabilities in active markets, or quoted prices for identical or similar assets or liabilities in inactive markets." } } }, "auth_ref": ["r165", "r185", "r190", "r254", "r255", "r267", "r297", "r410", "r411", "r413", "r414", "r415", "r417"] }, "us-gaap_FairValueInputsLevel3Member": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FairValueInputsLevel3Member", "presentation": ["http://phiopharma.com/role/FairValueOfFinancialInstruments-Details-FinancialInstrumentsAtFairValue"], "lang": { "en-us": { "role": { "label": "Fair Value, Inputs, Level 3 [Member]", "documentation": "Unobservable inputs that reflect the entity's own assumption about the assumptions market participants would use in pricing." } } }, "auth_ref": ["r165", "r185", "r186", "r187", "r188", "r189", "r190", "r254", "r255", "r256", "r257", "r267", "r298", "r410", "r411", "r413", "r414", "r415", "r417", "r420"] }, "us-gaap_FairValueMeasurementsFairValueHierarchyDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FairValueMeasurementsFairValueHierarchyDomain", "presentation": ["http://phiopharma.com/role/FairValueOfFinancialInstruments-Details-FinancialInstrumentsAtFairValue"], "lang": { "en-us": { "role": { "documentation": "Categories used to prioritize the inputs to valuation techniques to measure fair value." } } }, "auth_ref": ["r165", "r185", "r186", "r187", "r188", "r189", "r190", "r253", "r254", "r255", "r256", "r257", "r266", "r267", "r269", "r296", "r297", "r298", "r410", "r411", "r413", "r414", "r415", "r417", "r420"] }, "ecd_ForgoneRecoveryDueToDisqualificationOfTaxBenefitsAmt": { "xbrltype": "monetaryItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "ForgoneRecoveryDueToDisqualificationOfTaxBenefitsAmt", "presentation": ["http://xbrl.sec.gov/ecd/role/ErrCompDisclosure"], "lang": { "en-us": { "role": { "label": "Forgone Recovery due to Disqualification of Tax Benefits, Amount" } } }, "auth_ref": ["r457", "r468", "r478", "r503"] }, "ecd_ForgoneRecoveryDueToExpenseOfEnforcementAmt": { "xbrltype": "monetaryItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "ForgoneRecoveryDueToExpenseOfEnforcementAmt", "presentation": ["http://xbrl.sec.gov/ecd/role/ErrCompDisclosure"], "lang": { "en-us": { "role": { "label": "Forgone Recovery due to Expense of Enforcement, Amount" } } }, "auth_ref": ["r457", "r468", "r478", "r503"] }, "ecd_ForgoneRecoveryDueToViolationOfHomeCountryLawAmt": { "xbrltype": "monetaryItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "ForgoneRecoveryDueToViolationOfHomeCountryLawAmt", "presentation": ["http://xbrl.sec.gov/ecd/role/ErrCompDisclosure"], "lang": { "en-us": { "role": { "label": "Forgone Recovery due to Violation of Home Country Law, Amount" } } }, "auth_ref": ["r457", "r468", "r478", "r503"] }, "ecd_ForgoneRecoveryExplanationOfImpracticabilityTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "ForgoneRecoveryExplanationOfImpracticabilityTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/ErrCompDisclosure"], "lang": { "en-us": { "role": { "label": "Forgone Recovery, Explanation of Impracticability" } } }, "auth_ref": ["r457", "r468", "r478", "r503"] }, "ecd_ForgoneRecoveryIndName": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "ForgoneRecoveryIndName", "presentation": ["http://xbrl.sec.gov/ecd/role/ErrCompDisclosure"], "lang": { "en-us": { "role": { "verboseLabel": "Name", "label": "Forgone Recovery, Individual Name" } } }, "auth_ref": ["r457", "r468", "r478", "r503"] }, "us-gaap_GainLossOnSaleOfPropertyPlantEquipment": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "GainLossOnSaleOfPropertyPlantEquipment", "crdr": "credit", "calculation": { "http://phiopharma.com/role/CondensedConsolidatedStatementsOfCashFlows": { "parentTag": "us-gaap_NetCashProvidedByUsedInOperatingActivities", "weight": -1.0, "order": 4.0 } }, "presentation": ["http://phiopharma.com/role/CondensedConsolidatedStatementsOfCashFlows"], "lang": { "en-us": { "role": { "negatedLabel": "Loss on disposal of property and equipment", "label": "Gain (Loss) on Disposition of Property Plant Equipment", "documentation": "Amount of gain (loss) on sale or disposal of property, plant and equipment assets, including oil and gas property and timber property." } } }, "auth_ref": ["r4"] }, "us-gaap_GeneralAndAdministrativeExpense": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "GeneralAndAdministrativeExpense", "crdr": "debit", "calculation": { "http://phiopharma.com/role/CondensedConsolidatedStatementsOfOperations": { "parentTag": "us-gaap_OperatingExpenses", "weight": 1.0, "order": 2.0 } }, "presentation": ["http://phiopharma.com/role/CondensedConsolidatedStatementsOfOperations"], "lang": { "en-us": { "role": { "label": "General and administrative", "documentation": "The aggregate total of expenses of managing and administering the affairs of an entity, including affiliates of the reporting entity, which are not directly or indirectly associated with the manufacture, sale or creation of a product or product line." } } }, "auth_ref": ["r41", "r370"] }, "us-gaap_GeneralAndAdministrativeExpenseMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "GeneralAndAdministrativeExpenseMember", "presentation": ["http://phiopharma.com/role/Stock-basedCompensationDetails-Share-basedCompensation"], "lang": { "en-us": { "role": { "label": "General and Administrative Expense [Member]", "documentation": "Primary financial statement caption encompassing general and administrative expense." } } }, "auth_ref": ["r41"] }, "us-gaap_IncomeStatementAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "IncomeStatementAbstract", "lang": { "en-us": { "role": { "label": "Income Statement [Abstract]" } } }, "auth_ref": [] }, "us-gaap_IncomeStatementLocationAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "IncomeStatementLocationAxis", "presentation": ["http://phiopharma.com/role/Stock-basedCompensationDetails-Share-basedCompensation"], "lang": { "en-us": { "role": { "label": "Statement of Income Location, Balance [Axis]", "documentation": "Information by location in statement of income where disaggregated amount has been reported." } } }, "auth_ref": ["r152", "r153", "r154", "r259", "r263", "r268", "r315", "r316", "r371", "r397", "r419", "r557"] }, "us-gaap_IncomeStatementLocationDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "IncomeStatementLocationDomain", "presentation": ["http://phiopharma.com/role/Stock-basedCompensationDetails-Share-basedCompensation"], "lang": { "en-us": { "role": { "documentation": "Location in statement of income where disaggregated amount has been reported." } } }, "auth_ref": ["r153", "r154", "r259", "r263", "r268", "r315", "r316", "r371", "r397", "r419", "r557"] }, "us-gaap_IncreaseDecreaseInAccountsPayable": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "IncreaseDecreaseInAccountsPayable", "crdr": "debit", "calculation": { "http://phiopharma.com/role/CondensedConsolidatedStatementsOfCashFlows": { "parentTag": "us-gaap_NetCashProvidedByUsedInOperatingActivities", "weight": 1.0, "order": 7.0 } }, "presentation": ["http://phiopharma.com/role/CondensedConsolidatedStatementsOfCashFlows"], "lang": { "en-us": { "role": { "verboseLabel": "Accounts payable", "label": "Increase (Decrease) in Accounts Payable", "documentation": "The increase (decrease) during the reporting period in the aggregate amount of liabilities incurred (and for which invoices have typically been received) and payable to vendors for goods and services received that are used in an entity's business." } } }, "auth_ref": ["r3"] }, "us-gaap_IncreaseDecreaseInAccruedLiabilities": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "IncreaseDecreaseInAccruedLiabilities", "crdr": "debit", "calculation": { "http://phiopharma.com/role/CondensedConsolidatedStatementsOfCashFlows": { "parentTag": "us-gaap_NetCashProvidedByUsedInOperatingActivities", "weight": 1.0, "order": 8.0 } }, "presentation": ["http://phiopharma.com/role/CondensedConsolidatedStatementsOfCashFlows"], "lang": { "en-us": { "role": { "verboseLabel": "Accrued expenses", "label": "Increase (Decrease) in Accrued Liabilities", "documentation": "The increase (decrease) during the reporting period in the aggregate amount of expenses incurred but not yet paid." } } }, "auth_ref": ["r3"] }, "us-gaap_IncreaseDecreaseInOperatingCapitalAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "IncreaseDecreaseInOperatingCapitalAbstract", "presentation": ["http://phiopharma.com/role/CondensedConsolidatedStatementsOfCashFlows"], "lang": { "en-us": { "role": { "label": "Changes in operating assets and liabilities:" } } }, "auth_ref": [] }, "us-gaap_IncreaseDecreaseInOperatingLeaseLiability": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "IncreaseDecreaseInOperatingLeaseLiability", "crdr": "debit", "calculation": { "http://phiopharma.com/role/CondensedConsolidatedStatementsOfCashFlows": { "parentTag": "us-gaap_NetCashProvidedByUsedInOperatingActivities", "weight": 1.0, "order": 9.0 } }, "presentation": ["http://phiopharma.com/role/CondensedConsolidatedStatementsOfCashFlows"], "lang": { "en-us": { "role": { "verboseLabel": "Lease liability", "label": "Increase (Decrease) in Operating Lease Liability", "documentation": "Amount of increase (decrease) in obligation for operating lease." } } }, "auth_ref": ["r524", "r527"] }, "us-gaap_IncreaseDecreaseInPrepaidDeferredExpenseAndOtherAssets": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "IncreaseDecreaseInPrepaidDeferredExpenseAndOtherAssets", "crdr": "credit", "calculation": { "http://phiopharma.com/role/CondensedConsolidatedStatementsOfCashFlows": { "parentTag": "us-gaap_NetCashProvidedByUsedInOperatingActivities", "weight": -1.0, "order": 6.0 } }, "presentation": ["http://phiopharma.com/role/CondensedConsolidatedStatementsOfCashFlows"], "lang": { "en-us": { "role": { "negatedLabel": "Prepaid expenses and other assets", "label": "Increase (Decrease) in Prepaid Expense and Other Assets", "documentation": "Amount of increase (decrease) in prepaid expenses, and assets classified as other." } } }, "auth_ref": ["r3"] }, "ecd_IndividualAxis": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname":

"IndividualAxis", "presentation": ["http://xbrl.sec.gov/ecd/role/AwardTimingDisclosure", "http://xbrl.sec.gov/ecd/role/ErrCompDisclosure", "http://xbrl.sec.gov/ecd/role/InsiderTradingArrangements", "http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "label": "Individual [Axis]" } } }, "auth_ref": ["r457", "r468", "r478", "r495", "r503", "r507", "r515"] }, "ecd_InsiderTradingArrLineItems": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "InsiderTradingArrLineItems", "auth_ref": ["r513"] }, "ecd_InsiderTradingPoliciesProcLineItems": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "InsiderTradingPoliciesProcLineItems", "lang": { "en-us": { "role": { "label": "Insider Trading Policies and Procedures [Line Items]" } } }, "auth_ref": ["r449", "r518"] }, "ecd_InsiderTrdPoliciesProcAdoptedFlag": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "InsiderTrdPoliciesProcAdoptedFlag", "presentation": ["http://xbrl.sec.gov/ecd/role/InsiderTradingPoliciesProc"], "lang": { "en-us": { "role": { "label": "Insider Trading Policies and Procedures Adopted" } } }, "auth_ref": ["r449", "r518"] }, "ecd_InsiderTrdPoliciesProcNotAdoptedTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "InsiderTrdPoliciesProcNotAdoptedTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/InsiderTradingPoliciesProc"], "lang": { "en-us": { "role": { "label": "Insider Trading Policies and Procedures Not Adopted" } } }, "auth_ref": ["r449", "r518"] }, "PHIO_July2024AbeyanceSharesMember": { "xbrltype": "domainItemType", "nsuri": "http://phiopharma.com/20240930", "localname": "July2024AbeyanceSharesMember", "presentation": ["http://phiopharma.com/role/StockholdersEquityDetailsNarrative"], "lang": { "en-us": { "role": { "label": "July 2024 Abeyance Shares [Member]" } } }, "auth_ref": [] }, "PHIO_July2024FinancingMember": { "xbrltype": "domainItemType", "nsuri": "http://phiopharma.com/20240930", "localname": "July2024FinancingMember", "presentation": ["http://phiopharma.com/role/StockholdersEquityDetailsNarrative"], "lang": { "en-us": { "role": { "label": "July 2024 Financing [Member]" } } }, "auth_ref": [] }, "PHIO_July2024InducementLetterAgreementMember": { "xbrltype": "domainItemType", "nsuri": "http://phiopharma.com/20240930", "localname": "July2024InducementLetterAgreementMember", "presentation": ["http://phiopharma.com/role/StockholdersEquityDetailsNarrative"], "lang": { "en-us": { "role": { "label": "July 2024 Inducement Letter Agreement [Member]" } } }, "auth_ref": [] }, "PHIO_June2023FinancingMember": { "xbrltype": "domainItemType", "nsuri": "http://phiopharma.com/20240930", "localname": "June2023FinancingMember", "presentation": ["http://phiopharma.com/role/StockholdersEquityDetailsNarrative"], "lang": { "en-us": { "role": { "label": "June 2023 Financing [Member]" } } }, "auth_ref": [] }, "PHIO_June2023PrefundedWarrantsMember": { "xbrltype": "domainItemType", "nsuri": "http://phiopharma.com/20240930", "localname": "June2023PrefundedWarrantsMember", "presentation": ["http://phiopharma.com/role/StockholdersEquityDetailsNarrative"], "lang": { "en-us": { "role": { "label": "June 2023 Prefunded Warrants [Member]" } } }, "auth_ref": [] }, "PHIO_LaboratoryFacilityMember": { "xbrltype": "domainItemType", "nsuri": "http://phiopharma.com/20240930", "localname": "LaboratoryFacilityMember", "presentation": ["http://phiopharma.com/role/LeasesDetailsNarrative"], "lang": { "en-us": { "role": { "label": "Laboratory Facility [Member]" } } }, "auth_ref": [] }, "us-gaap_LeaseExpirationDate1": { "xbrltype": "dateItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LeaseExpirationDate1", "presentation": ["http://phiopharma.com/role/LeasesDetailsNarrative"], "lang": { "en-us": { "role": { "label": "Lease Expiration Date", "documentation": "Date which lease or group of leases is set to expire, in YYYY-MM-DD format." } } }, "auth_ref": [] }, "PHIO_LeaseTermAndDiscountRateAbstract": { "xbrltype": "stringItemType", "nsuri": "http://phiopharma.com/20240930", "localname": "LeaseTermAndDiscountRateAbstract", "presentation": ["http://phiopharma.com/role/LeasesDetails-BalanceSheetLeaseItems"], "lang": { "en-us": { "role": { "label": "Lease Term and Discount Rate" } } }, "auth_ref": [] }, "us-gaap_LesseeOperatingLeasesTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LesseeOperatingLeasesTextBlock", "presentation": ["http://phiopharma.com/role/Leases"], "lang": { "en-us": { "role": { "verboseLabel": "Leases", "label": "Lessee, Operating Leases [Text Block]", "documentation": "The entire disclosure for operating leases of lessee. Includes, but is not limited to, description of operating lease and maturity analysis of operating lease liability." } } }, "auth_ref": ["r282"] }, "us-gaap_LiabilitiesAndStockholdersEquity": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LiabilitiesAndStockholdersEquity", "crdr": "credit", "calculation": { "http://phiopharma.com/role/CondensedConsolidatedBalanceSheets": { "parentTag": null, "weight": null, "order": null, "root": true } }, "presentation": ["http://phiopharma.com/role/CondensedConsolidatedBalanceSheets"], "lang": { "en-us": { "role": { "totalLabel": "Total liabilities and stockholders\u2019 equity", "label": "Liabilities and Equity", "documentation": "Amount of liabilities and equity items, including the portion of equity attributable to noncontrolling interests, if any." } } }, "auth_ref": ["r39", "r64", "r310", "r423", "r531", "r543", "r550"] }, "us-gaap_LiabilitiesAndStockholdersEquityAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LiabilitiesAndStockholdersEquityAbstract", "presentation": ["http://phiopharma.com/role/CondensedConsolidatedBalanceSheets"], "lang": { "en-us": { "role": { "label": "LIABILITIES AND STOCKHOLDERS\u2019 EQUITY" } } }, "auth_ref": [] }, "us-gaap_LiabilitiesCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LiabilitiesCurrent", "crdr": "credit", "calculation": { "http://phiopharma.com/role/CondensedConsolidatedBalanceSheets": { "parentTag": "us-gaap_LiabilitiesAndStockholdersEquity", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://phiopharma.com/role/CondensedConsolidatedBalanceSheets"], "lang": { "en-us": { "role": { "totalLabel": "Total current liabilities", "label": "Liabilities, Current", "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": ["r31", "r82", "r101", "r148", "r155", "r156", "r157", "r158", "r159", "r160", "r161", "r162", "r163", "r237", "r238", "r239", "r274", "r423", "r544", "r552", "r553"] }, "us-gaap_LiabilitiesCurrentAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LiabilitiesCurrentAbstract", "presentation": ["http://phiopharma.com/role/CondensedConsolidatedBalanceSheets"], "lang": { "en-us": { "role": { "label": "Current liabilities:" } } }, "auth_ref": [] }, "PHIO_LiabilitiesLesseeAbstract": { "xbrltype": "stringItemType", "nsuri": "http://phiopharma.com/20240930", "localname": "LiabilitiesLesseeAbstract", "presentation": ["http://phiopharma.com/role/LeasesDetails-BalanceSheetLeaseItems"], "lang": { "en-us": { "role": { "label": "Liabilities" } } }, "auth_ref": [] }, "PHIO_LiquidityPolicyTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://phiopharma.com/20240930", "localname": "LiquidityPolicyTextBlock", "presentation": ["http://phiopharma.com/role/OrganizationAndSignificantAccountingPoliciesPolicies"], "lang": { "en-us": { "role": { "label": "Liquidity" } } }, "auth_ref": [] }, "dei_LocalPhoneNumber": { "xbrltype": "normalizedStringItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "LocalPhoneNumber", "presentation": ["http://phiopharma.com/role/Cover"], "lang": { "en-us": { "role": { "label": "Local Phone Number", "documentation": "Local phone number for entity." } } }, "auth_ref": [] }, "PHIO_May2024FinancingMember": { "xbrltype": "domainItemType", "nsuri": "http://phiopharma.com/20240930", "localname": "May2024FinancingMember", "presentation": ["http://phiopharma.com/role/StockholdersEquityDetailsNarrative"], "lang": { "en-us": { "role": { "label": "May 2024 Financing [Member]" } } }, "auth_ref": [] }, "ecd_MeasureAxis": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "MeasureAxis", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "label": "Measure [Axis]" } } }, "auth_ref": ["r487"] }, "ecd_MeasureName": { "xbrltype": "normalizedStringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "MeasureName", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "label": "Name" } } }, "auth_ref": ["r487"] }, "ecd_MnpiDiscTimedForCompValFlag": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "MnpiDiscTimedForCompValFlag", "presentation": ["http://xbrl.sec.gov/ecd/role/AwardTimingDisclosure"], "lang": { "en-us": { "role": { "label": "MNPI Disclosure Timed for Compensation Value" } } }, "auth_ref": ["r506"] }, "ecd_MtrlTermsOfTrdArrTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "MtrlTermsOfTrdArrTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/InsiderTradingArrangements"], "lang": { "en-us": { "role": { "label": "Material Terms of Trading Arrangement" } } }, "auth_ref": ["r514"] }, "ecd_NamedExecutiveOfficersFnTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "NamedExecutiveOfficersFnTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "label": "Named Executive Officers, Footnote" } } }, "auth_ref": ["r488"] }, "us-gaap_NatureOfOperations": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NatureOfOperations", "presentation": ["http://phiopharma.com/role/OrganizationAndSignificantAccountingPoliciesPolicies"], "lang": { "en-us": { "role": { "label": "Nature of Operations", "documentation": "The entire disclosure for the nature of an entity's business, major products or services, principal markets including location, and the relative importance of its operations in each business and the basis for the determination, including but not limited to, assets, revenues, or earnings. For an entity that has not commenced principal operations, disclosures about the risks and uncertainties related to the activities in which the entity is currently engaged and an understanding of what those activities are being directed toward." } } }, "auth_ref": ["r69", "r76"] }, "us-gaap_NetCashProvidedByUsedInFinancingActivities": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NetCashProvidedByUsedInFinancingActivities", "crdr": "debit", "calculation": { "http://phiopharma.com/role/CondensedConsolidatedStatementsOfCashFlows": { "parentTag": "us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPeriodIncreaseDecreaseExcludingExchangeRateEffect", "weight": 1.0, "order": 3.0 } }, "presentation": ["http://phiopharma.com/role/CondensedConsolidatedStatementsOfCashFlows"], "lang": { "en-us": { "role": { "totalLabel": "Net cash provided by financing activities", "label": "Net Cash Provided by (Used in) 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": ["r97"] }, "us-gaap_NetCashProvidedByUsedInFinancingActivitiesAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NetCashProvidedByUsedInFinancingActivitiesAbstract", "presentation": ["http://phiopharma.com/role/CondensedConsolidatedStatementsOfCashFlows"], "lang": { "en-us": { "role": { "label": "Cash flows from financing activities:" } } }, "auth_ref": [] }, "us-gaap_NetCashProvidedByUsedInInvestingActivities": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NetCashProvidedByUsedInInvestingActivities", "crdr": "debit", "calculation": { "http://phiopharma.com/role/CondensedConsolidatedStatementsOfCashFlows": { "parentTag": "us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPeriodIncreaseDecreaseExcludingExchangeRateEffect", "weight": 1.0, "order": 2.0 } }, "presentation": ["http://phiopharma.com/role/CondensedConsolidatedStatementsOfCashFlows"], "lang": { "en-us": { "role": { "totalLabel": "Net cash used in investing activities", "label": "Net Cash Provided by (Used in) 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": ["r97"] }, "us-gaap_NetCashProvidedByUsedInInvestingActivitiesAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NetCashProvidedByUsedInInvestingActivitiesAbstract", "presentation": ["http://phiopharma.com/role/CondensedConsolidatedStatementsOfCashFlows"], "lang": { "en-us": { "role": { "label": "Cash flows from investing activities:" } } }, "auth_ref": [] }, "us-gaap_NetCashProvidedByUsedInOperatingActivities": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NetCashProvidedByUsedInOperatingActivities", "calculation": { "http://phiopharma.com/role/CondensedConsolidatedStatementsOfCashFlows": { "parentTag": "us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPeriodIncreaseDecreaseExcludingExchangeRateEffect", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://phiopharma.com/role/CondensedConsolidatedStatementsOfCashFlows"], "lang": { "en-us": { "role": { "totalLabel": "Net cash used in operating activities", "label": "Net Cash Provided by (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": ["r45", "r46", "r47"] }, "us-gaap_NetCashProvidedByUsedInOperatingActivitiesAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NetCashProvidedByUsedInOperatingActivitiesAbstract", "presentation": ["http://phiopharma.com/role/CondensedConsolidatedStatementsOfCashFlows"], "lang": { "en-us": { "role": { "label": "Cash flows from operating activities:" } } }, "auth_ref": [] }, "us-gaap_NetIncomeLoss": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NetIncomeLoss", "crdr": "credit", "calculation": { "http://phiopharma.com/role/CondensedConsolidatedStatementsOfCashFlows": { "parentTag": "us-gaap_NetCashProvidedByUsedInOperatingActivities", "weight": 1.0, "order": 1.0 }, "http://phiopharma.com/role/CondensedConsolidatedStatementsOfOperations": { "parentTag": null, "weight": null, "order": null, "root": true } }, "presentation": ["http://phiopharma.com/role/CondensedConsolidatedStatementsOfCashFlows", "http://phiopharma.com/role/CondensedConsolidatedStatementsOfOperations", "http://phiopharma.com/role/CondensedConsolidatedStatementsOfPreferredStockAndStockholdersEquity", "http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "totalLabel": "Net loss", "label": "Net loss", "verboseLabel": "Net Income (Loss)", "documentation": "The portion of profit or loss for the period, net of income taxes, which is attributable to the parent." } } }, "auth_ref": ["r40", "r47", "r65", "r80", "r90", "r91", "r94", "r101", "r107", "r109", "r110", "r111", "r112", "r113", "r116", "r117", "r122", "r148", "r155", "r156", "r157", "r158", "r159", "r160", "r161", "r162", "r163", "r231", "r234", "r252", "r274", "r312", "r367", "r384", "r385", "r432", "r544"] }, "us-gaap_NewAccountingPronouncementsPolicyPolicyTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NewAccountingPronouncementsPolicyPolicyTextBlock", "presentation": ["http://phiopharma.com/role/OrganizationAndSignificantAccountingPoliciesPolicies"], "lang": { "en-us": { "role": { "label": "Recent Accounting Pronouncements", "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": [] }, "dei_NoTradingSymbolFlag": { "xbrltype": "trueItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "NoTradingSymbolFlag", "presentation": ["http://phiopharma.com/role/Cover"], "lang": { "en-us": { "role": { "label": "No Trading Symbol Flag", "documentation": "Boolean flag that is true only for a security having no trading symbol." } } }, "auth_ref": [] }, "PHIO_NonEmployeeMembersMember": { "xbrltype": "domainItemType", "nsuri": "http://phiopharma.com/20240930",

"localname": "NonEmployeeMembersMember", "presentation": ["http://phiopharma.com/role/Stock-basedCompensationDetailsNarrative"], "lang": { "en-us": { "role": { "label": "Non Employee Members [Member]" } } }, "auth_ref": [] }, "ecd_NonGaapMeasureDescriptionTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "NonGaapMeasureDescriptionTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "label": "Non-GAAP Measure Description" } } }, "auth_ref": ["r487"] }, "ecd_NonPeoNeoAvgCompActuallyPaidAmt": { "xbrltype": "monetaryItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "NonPeoNeoAvgCompActuallyPaidAmt", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "label": "Non-PEO NEO Average Compensation Actually Paid Amount" } } }, "auth_ref": ["r485"] }, "ecd_NonPeoNeoAvgTotalCompAmt": { "xbrltype": "monetaryItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "NonPeoNeoAvgTotalCompAmt", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "label": "Non-PEO NEO Average Total Compensation Amount" } } }, "auth_ref": ["r484"] }, "ecd_NonRule10b51ArrAdoptedFlag": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "NonRule10b51ArrAdoptedFlag", "presentation": ["http://xbrl.sec.gov/ecd/role/InsiderTradingArrangements"], "lang": { "en-us": { "role": { "label": "Non-Rule 10b5-1 Arrangement Adopted" } } }, "auth_ref": ["r514"] }, "ecd_NonRule10b51ArrTrmntdFlag": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "NonRule10b51ArrTrmntdFlag", "presentation": ["http://xbrl.sec.gov/ecd/role/InsiderTradingArrangements"], "lang": { "en-us": { "role": { "label": "Non-Rule 10b5-1 Arrangement Terminated" } } }, "auth_ref": ["r514"] }, "PHIO_NoncashEquityIssuanceCost": { "xbrltype": "monetaryItemType", "nsuri": "http://phiopharma.com/20240930", "localname": "NoncashEquityIssuanceCost", "crdr": "debit", "presentation": ["http://phiopharma.com/role/StockholdersEquityDetailsNarrative"], "lang": { "en-us": { "role": { "label": "[custom:NoncashEquityIssuanceCost]" } } }, "auth_ref": [] }, "us-gaap_NonoperatingIncomeExpense": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NonoperatingIncomeExpense", "crdr": "credit", "calculation": { "http://phiopharma.com/role/CondensedConsolidatedStatementsOfOperations": { "parentTag": "us-gaap_NetIncomeLoss", "weight": 1.0, "order": 2.0 } }, "presentation": ["http://phiopharma.com/role/CondensedConsolidatedStatementsOfOperations"], "lang": { "en-us": { "role": { "label": "Total other income (expense), 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": ["r42"] }, "us-gaap_OperatingExpenses": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OperatingExpenses", "crdr": "debit", "calculation": { "http://phiopharma.com/role/CondensedConsolidatedStatementsOfOperations": { "parentTag": "us-gaap_OperatingIncomeLoss", "weight": -1.0, "order": 1.0 } }, "presentation": ["http://phiopharma.com/role/CondensedConsolidatedStatementsOfOperations"], "lang": { "en-us": { "role": { "totalLabel": "Total operating expenses", "label": "Operating Expenses", "documentation": "Generally recurring costs associated with normal operations except for the portion of these expenses which can be clearly related to production and included in cost of sales or services. Includes selling, general and administrative expense." } } }, "auth_ref": [] }, "us-gaap_OperatingExpensesAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OperatingExpensesAbstract", "presentation": ["http://phiopharma.com/role/CondensedConsolidatedStatementsOfOperations"], "lang": { "en-us": { "role": { "label": "Operating expenses:" } } }, "auth_ref": [] }, "us-gaap_OperatingIncomeLoss": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OperatingIncomeLoss", "crdr": "credit", "calculation": { "http://phiopharma.com/role/CondensedConsolidatedStatementsOfOperations": { "parentTag": "us-gaap_NetIncomeLoss", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://phiopharma.com/role/CondensedConsolidatedStatementsOfOperations"], "lang": { "en-us": { "role": { "totalLabel": "Operating loss", "label": "Operating Income (Loss)", "documentation": "The net result for the period of deducting operating expenses from operating revenues." } } }, "auth_ref": ["r66", "r404", "r538", "r539", "r540", "r541", "r542"] }, "us-gaap_OperatingLeaseCost": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OperatingLeaseCost", "crdr": "debit", "presentation": ["http://phiopharma.com/role/LeasesDetailsNarrative"], "lang": { "en-us": { "role": { "label": "Operating Lease, Cost", "documentation": "Amount of single lease cost, calculated by allocation of remaining cost of lease over remaining lease term. Includes, but is not limited to, single lease cost, after impairment of right-of-use asset, calculated by amortization of remaining right-of-use asset and accretion of lease liability." } } }, "auth_ref": ["r287", "r422"] }, "us-gaap_OperatingLeaseExpense": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OperatingLeaseExpense", "crdr": "debit", "presentation": ["http://phiopharma.com/role/LeasesDetailsNarrative"], "lang": { "en-us": { "role": { "label": "Operating Lease, Expense", "documentation": "Amount of operating lease expense. Excludes sublease income." } } }, "auth_ref": ["r551"] }, "us-gaap_OperatingLeaseLiability": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OperatingLeaseLiability", "crdr": "credit", "presentation": ["http://phiopharma.com/role/LeasesDetails-BalanceSheetLeaseItems"], "lang": { "en-us": { "role": { "verboseLabel": "Lease liability", "label": "Operating Lease, Liability", "documentation": "Present value of lessee's discounted obligation for lease payments from operating lease." } } }, "auth_ref": ["r285"] }, "us-gaap_OperatingLeaseLiabilityCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OperatingLeaseLiabilityCurrent", "crdr": "credit", "calculation": { "http://phiopharma.com/role/CondensedConsolidatedBalanceSheets": { "parentTag": "us-gaap_LiabilitiesCurrent", "weight": 1.0, "order": 3.0 } }, "presentation": ["http://phiopharma.com/role/CondensedConsolidatedBalanceSheets"], "lang": { "en-us": { "role": { "label": "Lease liability", "documentation": "Present value of lessee's discounted obligation for lease payments from operating lease, classified as current." } } }, "auth_ref": ["r285"] }, "us-gaap_OperatingLeasePayments": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OperatingLeasePayments", "crdr": "credit", "presentation": ["http://phiopharma.com/role/LeasesDetailsNarrative"], "lang": { "en-us": { "role": { "label": "Operating Lease, Payments", "documentation": "Amount of cash outflow from operating lease, excluding payments to bring another asset to condition and location necessary for its intended use." } } }, "auth_ref": ["r286", "r288"] }, "us-gaap_OperatingLeaseRightOfUseAsset": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OperatingLeaseRightOfUseAsset", "crdr": "debit", "calculation": { "http://phiopharma.com/role/CondensedConsolidatedBalanceSheets": { "parentTag": "us-gaap_Assets", "weight": 1.0, "order": 2.0 } }, "presentation": ["http://phiopharma.com/role/CondensedConsolidatedBalanceSheets", "http://phiopharma.com/role/LeasesDetails-BalanceSheetLeaseItems"], "lang": { "en-us": { "role": { "label": "Right of use asset", "documentation": "Amount of lessee's right to use underlying asset under operating lease." } } }, "auth_ref": ["r284"] }, "us-gaap_OperatingLeaseRightOfUseAssetAmortizationExpense": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OperatingLeaseRightOfUseAssetAmortizationExpense", "crdr": "debit", "calculation": { "http://phiopharma.com/role/CondensedConsolidatedStatementsOfCashFlows": { "parentTag": "us-gaap_NetCashProvidedByUsedInOperatingActivities", "weight": 1.0, "order": 3.0 } }, "presentation": ["http://phiopharma.com/role/CondensedConsolidatedStatementsOfCashFlows"], "lang": { "en-us": { "role": { "label": "Amortization of right of use asset", "documentation": "Amount of periodic reduction over lease term of carrying amount of right-of-use asset from operating lease." } } }, "auth_ref": ["r528"] }, "us-gaap_OperatingLeaseWeightedAverageDiscountRatePercent": { "xbrltype": "percentItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OperatingLeaseWeightedAverageDiscountRatePercent", "presentation": ["http://phiopharma.com/role/LeasesDetails-BalanceSheetLeaseItems"], "lang": { "en-us": { "role": { "label": "Operating Lease, Weighted Average Discount Rate, Percent", "documentation": "Weighted average discount rate for operating lease calculated at point in time." } } }, "auth_ref": ["r290", "r422"] }, "us-gaap_OperatingLeaseWeightedAverageRemainingLeaseTerm1": { "xbrltype": "durationItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OperatingLeaseWeightedAverageRemainingLeaseTerm1", "presentation": ["http://phiopharma.com/role/LeasesDetails-BalanceSheetLeaseItems"], "lang": { "en-us": { "role": { "label": "Operating Lease, Weighted Average Remaining Lease Term", "documentation": "Weighted average remaining lease term for operating lease, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents reported fact of one year, five months, and thirteen days." } } }, "auth_ref": ["r289", "r422"] }, "us-gaap_OrganizationConsolidationAndPresentationOfFinancialStatementsAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "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/2024", "localname": "OrganizationConsolidationBasisOfPresentationBusinessDescriptionAndAccountingPoliciesTextBlock", "presentation": ["http://phiopharma.com/role/OrganizationAndSignificantAccountingPolicies"], "lang": { "en-us": { "role": { "label": "Organization and Significant Accounting Policies", "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": ["r48", "r49", "r50", "r60"] }, "us-gaap_OtherAssetsNoncurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OtherAssetsNoncurrent", "crdr": "debit", "calculation": { "http://phiopharma.com/role/CondensedConsolidatedBalanceSheets": { "parentTag": "us-gaap_Assets", "weight": 1.0, "order": 4.0 } }, "presentation": ["http://phiopharma.com/role/CondensedConsolidatedBalanceSheets"], "lang": { "en-us": { "role": { "label": "Other assets", "documentation": "Amount of noncurrent assets classified as other." } } }, "auth_ref": ["r84"] }, "ecd_OtherPerfMeasureAmt": { "xbrltype": "decimalItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "OtherPerfMeasureAmt", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "label": "Other Performance Measure, Amount" } } }, "auth_ref": ["r487"] }, "dei_OtherReportingStandardItemNumber": { "xbrltype": "otherReportingStandardItemNumberItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "OtherReportingStandardItemNumber", "presentation": ["http://phiopharma.com/role/Cover"], "lang": { "en-us": { "role": { "label": "Other Reporting Standard Item Number", "documentation": "\"Item 17\" or \"Item 18\" specified when the basis of accounting is neither US GAAP nor IFRS." } } }, "auth_ref": ["r448"] }, "ecd_OutstandingAggtErrCompAmt": { "xbrltype": "monetaryItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "OutstandingAggtErrCompAmt", "presentation": ["http://xbrl.sec.gov/ecd/role/ErrCompDisclosure"], "lang": { "en-us": { "role": { "label": "Outstanding Aggregate Erroneous Compensation Amount" } } }, "auth_ref": ["r455", "r466", "r476", "r501"] }, "ecd_OutstandingRecoveryCompAmt": { "xbrltype": "monetaryItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "OutstandingRecoveryCompAmt", "presentation": ["http://xbrl.sec.gov/ecd/role/ErrCompDisclosure"], "lang": { "en-us": { "role": { "label": "Compensation Amount" } } }, "auth_ref": ["r458", "r469", "r479", "r504"] }, "ecd_OutstandingRecoveryIndName": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "OutstandingRecoveryIndName", "presentation": ["http://xbrl.sec.gov/ecd/role/ErrCompDisclosure"], "lang": { "en-us": { "role": { "verboseLabel": "Name", "label": "Outstanding Recovery, Individual Name" } } }, "auth_ref": ["r458", "r469", "r479", "r504"] }, "ecd_PayVsPerformanceDisclosureLineItems": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "PayVsPerformanceDisclosureLineItems", "auth_ref": ["r483"] }, "us-gaap_PaymentsForRent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PaymentsForRent", "crdr": "credit", "presentation": ["http://phiopharma.com/role/LeasesDetailsNarrative"], "lang": { "en-us": { "role": { "label": "Payments for Rent", "documentation": "Cash payments to lessor's for use of assets under operating leases." } } }, "auth_ref": ["r2"] }, "us-gaap_PaymentsForRepurchaseOfRedeemablePreferredStock": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PaymentsForRepurchaseOfRedeemablePreferredStock", "crdr": "credit", "calculation": { "http://phiopharma.com/role/CondensedConsolidatedStatementsOfCashFlows": { "parentTag": "us-gaap_NetCashProvidedByUsedInFinancingActivities", "weight": -1.0, "order": 3.0 } }, "presentation": ["http://phiopharma.com/role/CondensedConsolidatedStatementsOfCashFlows"], "lang": { "en-us": { "role": { "negatedLabel": "Redemption of Series D preferred stock", "label": "Payments for Repurchase of Redeemable Preferred Stock", "documentation": "The cash outflow for reacquisition of callable preferred stock." } } }, "auth_ref": ["r44"] }, "us-gaap_PaymentsRelatedToTaxWithholdingForShareBasedCompensation": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PaymentsRelatedToTaxWithholdingForShareBasedCompensation", "crdr": "credit", "calculation": { "http://phiopharma.com/role/CondensedConsolidatedStatementsOfCashFlows": { "parentTag": "us-gaap_NetCashProvidedByUsedInFinancingActivities", "weight": -1.0, "order": 4.0 } }, "presentation": ["http://phiopharma.com/role/CondensedConsolidatedStatementsOfCashFlows"], "lang": { "en-us": { "role": { "negatedLabel": "Payment of taxes on net share settlements of restricted stock units", "label": "Payment, Tax Withholding, Share-Based Payment Arrangement", "documentation": "Amount of cash outflow to satisfy grantee's tax withholding obligation for award under share-based payment arrangement." } } }, "auth_ref": ["r96"] }, "us-gaap_PaymentsToAcquirePropertyPlantAndEquipment": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PaymentsToAcquirePropertyPlantAndEquipment", "crdr": "credit", "calculation": { "http://phiopharma.com/role/CondensedConsolidatedStatementsOfCashFlows": { "parentTag": "us-gaap_NetCashProvidedByUsedInInvestingActivities", "weight": -1.0, "order": 1.0 } }, "presentation": ["http://phiopharma.com/role/CondensedConsolidatedStatementsOfCashFlows"], "lang": { "en-us": { "role": { "negatedLabel": "Cash paid for purchase of property and equipment", "label": "Payments to Acquire Property, Plant, and Equipment", "documentation": "The cash outflow associated with the acquisition of long-lived, physical assets that are used in the normal conduct of business to produce goods and services and not intended for resale; includes cash outflows to pay for construction of self-constructed assets." } } }, "auth_ref": ["r43"] }, "ecd_PeerGroupIssuersFnTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "PeerGroupIssuersFnTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "label": "Peer Group Issuers, Footnote" } } }, "auth_ref": ["r486"] }, "ecd_PeerGroupTotalShareholderRtnAmt": { "xbrltype": "monetaryItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "PeerGroupTotalShareholderRtnAmt", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "label": "Peer Group Total Shareholder Return Amount" } } }, "auth_ref": ["r486"] }, "ecd_PeoActuallyPaidCompAmt": { "xbrltype": "monetaryItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "PeoActuallyPaidCompAmt", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "label": "PEO Actually Paid Compensation Amount" } } }, "auth_ref": ["r485"] }, "ecd_PeoName": { "xbrltype": "normalizedStringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "PeoName",

"presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "label": "PEO Name" } } }, "auth_ref": ["r488"] }, "ecd_PeoTotalCompAmt": { "xbrltype": "monetaryItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "PeoTotalCompAmt", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "label": "PEO Total Compensation Amount" } } }, "auth_ref": ["r484"] }, "PHIO_PlacementAgentWarrantsMember": { "xbrltype": "domainItemType", "nsuri": "http://phiopharma.com/20240930", "localname": "PlacementAgentWarrantsMember", "presentation": ["http://phiopharma.com/role/StockholdersEquityDetailsNarrative"], "lang": { "en-us": { "role": { "label": "Placement Agent Warrants [Member]" } } }, "auth_ref": [] }, "ecd_PnsnBnftsAdjFnTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "PnsnBnftsAdjFnTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "label": "Pension Benefits Adjustments, Footnote" } } }, "auth_ref": ["r485"] }, "dei_PreCommencementIssuerTenderOffer": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "PreCommencementIssuerTenderOffer", "presentation": ["http://phiopharma.com/role/Cover"], "lang": { "en-us": { "role": { "label": "Pre-commencement Issuer Tender Offer", "documentation": "Boolean flag that is true when the Form 8-K filing is intended to satisfy the filing obligation of the registrant as pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act." } } }, "auth_ref": ["r442"] }, "dei_PreCommencementTenderOffer": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "PreCommencementTenderOffer", "presentation": ["http://phiopharma.com/role/Cover"], "lang": { "en-us": { "role": { "label": "Pre-commencement Tender Offer", "documentation": "Boolean flag that is true when the Form 8-K filing is intended to satisfy the filing obligation of the registrant as pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act." } } }, "auth_ref": ["r444"] }, "us-gaap_PreferredStockParOrStatedValuePerShare": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PreferredStockParOrStatedValuePerShare", "presentation": ["http://phiopharma.com/role/CondensedConsolidatedBalanceSheetsParenthetical"], "lang": { "en-us": { "role": { "label": "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": ["r33", "r168"] }, "PHIO_PreferredStockSeriesDMember": { "xbrltype": "domainItemType", "nsuri": "http://phiopharma.com/20240930", "localname": "PreferredStockSeriesDMember", "presentation": ["http://phiopharma.com/role/CondensedConsolidatedStatementsOfPreferredStockAndStockholdersEquity"], "lang": { "en-us": { "role": { "label": "Preferred Stock Series D [Member]" } } }, "auth_ref": [] }, "us-gaap_PreferredStockSharesAuthorized": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PreferredStockSharesAuthorized", "presentation": ["http://phiopharma.com/role/CondensedConsolidatedBalanceSheetsParenthetical"], "lang": { "en-us": { "role": { "label": "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": ["r33", "r347"] }, "us-gaap_PreferredStockSharesOutstanding": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PreferredStockSharesOutstanding", "presentation": ["http://phiopharma.com/role/CondensedConsolidatedBalanceSheetsParenthetical"], "lang": { "en-us": { "role": { "label": "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": ["r33", "r347", "r365", "r560", "r561"] }, "us-gaap_PreferredStockValue": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PreferredStockValue", "crdr": "credit", "calculation": { "http://phiopharma.com/role/CondensedConsolidatedBalanceSheets": { "parentTag": "us-gaap_StockholdersEquity", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://phiopharma.com/role/CondensedConsolidatedBalanceSheets"], "lang": { "en-us": { "role": { "label": "Preferred stock, $0.0001 par value, 100,000,000 shares authorized; no shares issued and outstanding at September 30, 2024 and December 31, 2023", "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": ["r33", "r307", "r423"] }, "us-gaap_PrepaidExpenseAndOtherAssetsCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PrepaidExpenseAndOtherAssetsCurrent", "crdr": "debit", "calculation": { "http://phiopharma.com/role/CondensedConsolidatedBalanceSheets": { "parentTag": "us-gaap_AssetsCurrent", "weight": 1.0, "order": 2.0 } }, "presentation": ["http://phiopharma.com/role/CondensedConsolidatedBalanceSheets"], "lang": { "en-us": { "role": { "label": "Prepaid expenses and other current assets", "documentation": "Amount of asset related to consideration paid in advance for costs that provide economic benefits in future periods, and amount of other assets that are expected to be realized or consumed within one year or the normal operating cycle, if longer." } } }, "auth_ref": ["r526"] }, "PHIO_PreviouslyIssuedWarrantsMember": { "xbrltype": "domainItemType", "nsuri": "http://phiopharma.com/20240930", "localname": "PreviouslyIssuedWarrantsMember", "presentation": ["http://phiopharma.com/role/StockholdersEquityDetailsNarrative"], "lang": { "en-us": { "role": { "label": "Previously Issued Warrants [Member]" } } }, "auth_ref": [] }, "PHIO_ProceedsFromAmendmentOfWarrants": { "xbrltype": "monetaryItemType", "nsuri": "http://phiopharma.com/20240930", "localname": "ProceedsFromAmendmentOfWarrants", "crdr": "debit", "presentation": ["http://phiopharma.com/role/StockholdersEquityDetailsNarrative"], "lang": { "en-us": { "role": { "label": "[custom:ProceedsFromAmendmentOfWarrants]" } } }, "auth_ref": [] }, "us-gaap_ProceedsFromIssuanceOfCommonStock": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ProceedsFromIssuanceOfCommonStock", "crdr": "debit", "presentation": ["http://phiopharma.com/role/StockholdersEquityDetailsNarrative"], "lang": { "en-us": { "role": { "label": "Proceeds from Issuance of Common Stock", "documentation": "The cash inflow from the additional capital contribution to the entity." } } }, "auth_ref": ["r1"] }, "us-gaap_ProceedsFromIssuanceOrSaleOfEquity": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ProceedsFromIssuanceOrSaleOfEquity", "crdr": "debit", "calculation": { "http://phiopharma.com/role/CondensedConsolidatedStatementsOfCashFlows": { "parentTag": "us-gaap_NetCashProvidedByUsedInFinancingActivities", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://phiopharma.com/role/CondensedConsolidatedStatementsOfCashFlows", "http://phiopharma.com/role/StockholdersEquityDetailsNarrative"], "lang": { "en-us": { "role": { "label": "Net proceeds from the issuance of common stock and warrants", "verboseLabel": "Proceeds from Issuance or Sale of Equity", "documentation": "The cash inflow from the issuance of common stock, preferred stock, treasury stock, stock options, and other types of equity." } } }, "auth_ref": ["r1", "r323"] }, "us-gaap_PropertyPlantAndEquipmentByTypeAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PropertyPlantAndEquipmentByTypeAxis", "presentation": ["http://phiopharma.com/role/LeasesDetailsNarrative"], "lang": { "en-us": { "role": { "label": "Long-Lived Tangible Asset [Axis]", "documentation": "Information by type of long-lived, physical assets used to produce goods and services and not intended for resale." } } }, "auth_ref": ["r5", "r291"] }, "us-gaap_PropertyPlantAndEquipmentLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PropertyPlantAndEquipmentLineItems", "presentation": ["http://phiopharma.com/role/LeasesDetailsNarrative"], "lang": { "en-us": { "role": { "label": "Property, Plant and Equipment [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": ["r291"] }, "us-gaap_PropertyPlantAndEquipmentNet": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PropertyPlantAndEquipmentNet", "crdr": "debit", "calculation": { "http://phiopharma.com/role/CondensedConsolidatedBalanceSheets": { "parentTag": "us-gaap_Assets", "weight": 1.0, "order": 3.0 } }, "presentation": ["http://phiopharma.com/role/CondensedConsolidatedBalanceSheets"], "lang": { "en-us": { "role": { "label": "Property and equipment, net", "documentation": "Amount after accumulated depreciation, depletion and amortization of physical assets used in the normal conduct of business to produce goods and services and not intended for resale. Examples include, but are not limited to, land, buildings, machinery and equipment, office equipment, and furniture and fixtures." } } }, "auth_ref": ["r5", "r291", "r303", "r311", "r423"] }, "us-gaap_PropertyPlantAndEquipmentTypeDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PropertyPlantAndEquipmentTypeDomain", "presentation": ["http://phiopharma.com/role/LeasesDetailsNarrative"], "lang": { "en-us": { "role": { "documentation": "Listing of long-lived, physical assets that are used in the normal conduct of business to produce goods and services and not intended for resale. Examples include land, buildings, machinery and equipment, and other types of furniture and equipment including, but not limited to, office equipment, furniture and fixtures, and computer equipment and software." } } }, "auth_ref": ["r52", "r291"] }, "us-gaap_PropertySubjectToOperatingLeaseMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PropertySubjectToOperatingLeaseMember", "presentation": ["http://phiopharma.com/role/LeasesDetailsNarrative"], "lang": { "en-us": { "role": { "label": "Property Subject to Operating Lease [Member]", "documentation": "Property subject to an operating lease." } } }, "auth_ref": [] }, "us-gaap_PropertySubjectToOrAvailableForOperatingLeaseAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PropertySubjectToOrAvailableForOperatingLeaseAxis", "presentation": ["http://phiopharma.com/role/LeasesDetailsNarrative"], "lang": { "en-us": { "role": { "label": "Property Subject to or Available for Operating Lease [Axis]", "documentation": "Information by property that could be leased or is available for lease." } } }, "auth_ref": ["r68"] }, "us-gaap_PropertySubjectToOrAvailableForOperatingLeaseDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PropertySubjectToOrAvailableForOperatingLeaseDomain", "presentation": ["http://phiopharma.com/role/LeasesDetailsNarrative"], "lang": { "en-us": { "role": { "documentation": "A descriptive title of whether the property is subject to or available for operating lease." } } }, "auth_ref": ["r68"] }, "ecd_PvpTable": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "PvpTable", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "label": "Pay vs Performance Disclosure [Table]" } } }, "auth_ref": ["r483"] }, "ecd_PvpTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "PvpTableTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "label": "Pay vs Performance Disclosure, Table" } } }, "auth_ref": ["r483"] }, "ecd_RecoveryOfErrCompDisclosureLineItems": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "RecoveryOfErrCompDisclosureLineItems", "auth_ref": ["r450", "r461", "r471", "r496"] }, "PHIO_RedemptionOfPreferredStock": { "xbrltype": "monetaryItemType", "nsuri": "http://phiopharma.com/20240930", "localname": "RedemptionOfPreferredStock", "crdr": "credit", "presentation": ["http://phiopharma.com/role/CondensedConsolidatedStatementsOfPreferredStockAndStockholdersEquity"], "lang": { "en-us": { "role": { "label": "[custom:RedemptionOfPreferredStock]" } } }, "auth_ref": [] }, "PHIO_RegisteredSharesMember": { "xbrltype": "domainItemType", "nsuri": "http://phiopharma.com/20240930", "localname": "RegisteredSharesMember", "presentation": ["http://phiopharma.com/role/StockholdersEquityDetailsNarrative"], "lang": { "en-us": { "role": { "label": "Registered Shares [Member]" } } }, "auth_ref": [] }, "srt_RepurchaseAgreementCounterpartyNameDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "RepurchaseAgreementCounterpartyNameDomain", "presentation": ["http://phiopharma.com/role/CollaborationAgreementDetailsNarrative", "http://phiopharma.com/role/Stock-basedCompensationDetailsNarrative"], "auth_ref": ["r102", "r103", "r164", "r170", "r293", "r299", "r304", "r400", "r401"] }, "us-gaap_ResearchAndDevelopmentExpense": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ResearchAndDevelopmentExpense", "crdr": "debit", "calculation": { "http://phiopharma.com/role/CondensedConsolidatedStatementsOfOperations": { "parentTag": "us-gaap_OperatingExpenses", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://phiopharma.com/role/CondensedConsolidatedStatementsOfOperations"], "lang": { "en-us": { "role": { "label": "Research and development", "documentation": "Amount of expense for research and development. Includes, but is not limited to, cost for computer software product to be sold, leased, or otherwise marketed and writeoff of research and development assets acquired in transaction other than business combination or joint venture formation or both. Excludes write-down of intangible asset acquired in business combination or from joint venture formation or both, used in research and development activity." } } }, "auth_ref": ["r225", "r397", "r407", "r554"] }, "us-gaap_ResearchAndDevelopmentExpenseMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ResearchAndDevelopmentExpenseMember", "presentation": ["http://phiopharma.com/role/Stock-basedCompensationDetails-Share-basedCompensation"], "lang": { "en-us": { "role": { "label": "Research and Development Expense [Member]", "documentation": "Primary financial statement caption in which the reported facts about research and development expense have been included." } } }, "auth_ref": [] }, "ecd_RestatementDateAxis": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "RestatementDateAxis", "presentation": ["http://xbrl.sec.gov/ecd/role/ErrCompDisclosure"], "lang": { "en-us": { "role": { "label": "Restatement Determination Date [Axis]" } } }, "auth_ref": ["r451", "r462", "r472", "r497"] }, "ecd_RestatementDeterminationDate": { "xbrltype": "dateItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "RestatementDeterminationDate", "presentation": ["http://xbrl.sec.gov/ecd/role/ErrCompDisclosure"], "lang": { "en-us": { "role": { "label": "Restatement Determination Date" } } }, "auth_ref": ["r452", "r463", "r473", "r498"] }, "ecd_RestatementDoesNotRequireRecoveryTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "RestatementDoesNotRequireRecoveryTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/ErrCompDisclosure"], "lang": { "en-us": { "role": { "label": "Restatement does not require Recovery" } } }, "auth_ref": ["r459", "r470", "r480", "r505"] }, "us-gaap_RestrictedCash": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RestrictedCash", "crdr": "debit", "calculation": { "http://phiopharma.com/role/ReconciliationOfCashAndRestrictedCash": { "parentTag": "us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalents", "weight": 1.0, "order": 2.0 } }, "presentation": ["http://phiopharma.com/role/ReconciliationOfCashAndRestrictedCash"], "lang": { "en-us": { "role": { "label": "Restricted cash", "documentation": "Amount of cash restricted as to withdrawal or usage. 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." } } }, "auth_ref": ["r525", "r529", "r555", "r556"] }, "us-gaap_RestrictedStockUnitsRSUMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RestrictedStockUnitsRSUMember", "presentation": [

"http://phiopharma.com/role/NetLossPerCommonShareDetails-AntidilutiveShares", "http://phiopharma.com/role/Stock-basedCompensationDetails-RsuActivity", "http://phiopharma.com/role/Stock-basedCompensationDetailsNarrative"], "lang": { "en-us": { "role": { "label": "Restricted Stock Units (RSUs) [Member]", "documentation": "Share instrument which is convertible to stock or an equivalent amount of cash, after a specified period of time or when specified performance conditions are met." } } }, "auth_ref": [] }, "us-gaap_RetainedEarningsAccumulatedDeficit": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RetainedEarningsAccumulatedDeficit", "crdr": "credit", "calculation": { "http://phiopharma.com/role/CondensedConsolidatedBalanceSheets": { "parentTag": "us-gaap_StockholdersEquity", "weight": 1.0, "order": 4.0 } }, "presentation": ["http://phiopharma.com/role/CondensedConsolidatedBalanceSheets"], "lang": { "en-us": { "role": { "label": "Accumulated deficit", "documentation": "Amount of accumulated undistributed earnings (deficit)." } } }, "auth_ref": ["r36", "r57", "r309", "r320", "r321", "r327", "r348", "r423"] }, "us-gaap_RetainedEarningsMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RetainedEarningsMember", "presentation": ["http://phiopharma.com/role/CondensedConsolidatedStatementsOfPreferredStockAndStockholdersEquity"], "lang": { "en-us": { "role": { "label": "Retained Earnings [Member]", "documentation": "Accumulated undistributed earnings (deficit)." } } }, "auth_ref": ["r79", "r104", "r105", "r106", "r108", "r113", "r115", "r117", "r149", "r150", "r151", "r226", "r227", "r228", "r229", "r230", "r232", "r233", "r234", "r240", "r242", "r243", "r245", "r250", "r281", "r283", "r317", "r319", "r328", "r560"] }, "ecd_Rule10b51ArrAdoptedFlag": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "Rule10b51ArrAdoptedFlag", "presentation": ["http://xbrl.sec.gov/ecd/role/InsiderTradingArrangements"], "lang": { "en-us": { "role": { "label": "Rule 10b5-1 Arrangement Adopted" } } }, "auth_ref": ["r514"] }, "ecd_Rule10b51ArrTrmntdFlag": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "Rule10b51ArrTrmntdFlag", "presentation": ["http://xbrl.sec.gov/ecd/role/InsiderTradingArrangements"], "lang": { "en-us": { "role": { "label": "Rule 10b5-1 Arrangement Terminated" } } }, "auth_ref": ["r514"] }, "us-gaap_ScheduleOfAntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfAntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareTable", "presentation": ["http://phiopharma.com/role/NetLossPerCommonShareDetails-AntidilutiveShares"], "lang": { "en-us": { "role": { "label": "Antidilutive Security, Excluded EPS Calculation [Table]", "documentation": "Disclosure of information about security that could potentially dilute basic earnings per share (EPS) in future that was not included in calculation of diluted EPS." } } }, "auth_ref": ["r13"] }, "us-gaap_ScheduleOfAntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfAntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareTextBlock", "presentation": ["http://phiopharma.com/role/NetLossPerCommonShareTables"], "lang": { "en-us": { "role": { "label": "Schedule of anti dilutive shares", "documentation": "Tabular disclosure of securities (including those issuable pursuant to contingent stock agreements) that could potentially dilute basic earnings per share (EPS) in the future that were not included in the computation of diluted EPS because to do so would increase EPS amounts or decrease loss per share amounts for the period presented, by antidilutive securities." } } }, "auth_ref": ["r13"] }, "us-gaap_ScheduleOfCollaborativeArrangementsAndNoncollaborativeArrangementTransactionsTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfCollaborativeArrangementsAndNoncollaborativeArrangementTransactionsTable", "presentation": ["http://phiopharma.com/role/CollaborationAgreementDetailsNarrative"], "lang": { "en-us": { "role": { "label": "Collaborative Arrangement and Arrangement Other than Collaborative [Table]", "documentation": "Disclosure of information about collaborative arrangement and arrangement other than collaborative applicable to revenue-generating activity or operations." } } }, "auth_ref": ["r235"] }, "us-gaap_ScheduleOfEmployeeServiceShareBasedCompensationAllocationOfRecognizedPeriodCostsTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfEmployeeServiceShareBasedCompensationAllocationOfRecognizedPeriodCostsTable", "presentation": ["http://phiopharma.com/role/Stock-basedCompensationDetails-Share-basedCompensation"], "lang": { "en-us": { "role": { "label": "Share-Based Payment Arrangement, Expensed and Capitalized, Amount [Table]", "documentation": "Disclosure of information about amount recognized for award under share-based payment arrangement. Includes, but is not limited to, amount expensed in statement of income or comprehensive income, amount capitalized in statement of financial position, and corresponding reporting line item in financial statements." } } }, "auth_ref": ["r25"] }, "us-gaap_ScheduleOfEmployeeServiceShareBasedCompensationAllocationOfRecognizedPeriodCostsTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfEmployeeServiceShareBasedCompensationAllocationOfRecognizedPeriodCostsTextBlock", "presentation": ["http://phiopharma.com/role/Stock-basedCompensationTables"], "lang": { "en-us": { "role": { "label": "Schedule of stock-based compensation expense", "documentation": "Tabular disclosure of allocation of amount expensed and capitalized for award under share-based payment arrangement to statement of income or comprehensive income and statement of financial position. Includes, but is not limited to, corresponding line item in financial statement." } } }, "auth_ref": ["r25"] }, "us-gaap_ScheduleOfPropertyPlantAndEquipmentTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfPropertyPlantAndEquipmentTable", "presentation": ["http://phiopharma.com/role/LeasesDetailsNarrative"], "lang": { "en-us": { "role": { "label": "Property, Plant and Equipment [Table]", "documentation": "Disclosure of information about physical assets used in the normal conduct of business and not intended for resale. Includes, but is not limited to, balances by class of assets, depreciation and depletion expense and method used, including composite depreciation, and accumulated deprecation." } } }, "auth_ref": ["r5", "r291"] }, "us-gaap_ScheduleOfShareBasedCompensationArrangementsByShareBasedPaymentAwardTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfShareBasedCompensationArrangementsByShareBasedPaymentAwardTable", "presentation": ["http://phiopharma.com/role/Stock-basedCompensationDetails-OptionActivity", "http://phiopharma.com/role/Stock-basedCompensationDetails-RsuActivity", "http://phiopharma.com/role/Stock-basedCompensationDetailsNarrative"], "lang": { "en-us": { "role": { "label": "Schedule of Share-Based Compensation Arrangements by Share-Based Payment Award [Table]", "documentation": "Disclosure of information about share-based payment arrangement." } } }, "auth_ref": ["r192", "r194", "r196", "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"] }, "us-gaap_ScheduleOfShareBasedCompensationRestrictedStockUnitsAwardActivityTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfShareBasedCompensationRestrictedStockUnitsAwardActivityTableTextBlock", "presentation": ["http://phiopharma.com/role/Stock-basedCompensationTables"], "lang": { "en-us": { "role": { "label": "Summary of RSUs activity", "documentation": "Tabular disclosure of the number and weighted-average grant date fair value for restricted stock units that were outstanding at the beginning and end of the year, and the number of restricted stock units that were granted, vested, or forfeited during the year." } } }, "auth_ref": ["r59"] }, "us-gaap_ScheduleOfShareBasedCompensationStockOptionsActivityTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfShareBasedCompensationStockOptionsActivityTableTextBlock", "presentation": ["http://phiopharma.com/role/Stock-basedCompensationTables"], "lang": { "en-us": { "role": { "label": "Summary of stock options activity", "documentation": "Tabular disclosure for stock option plans. Includes, but is not limited to, outstanding awards at beginning and end of year, grants, exercises, forfeitures, and weighted-average grant date fair value." } } }, "auth_ref": ["r7", "r8", "r59"] }, "us-gaap_ScheduleOfStockByClassTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfStockByClassTable", "presentation": ["http://phiopharma.com/role/StockholdersEquityDetails-WarrantsOutstanding", "http://phiopharma.com/role/StockholdersEquityDetailsNarrative"], "lang": { "en-us": { "role": { "label": "Stock, Class of Stock [Table]", "documentation": "Disclosure of information about stock by class. Includes, but is not limited to, common, convertible, and preferred stocks." } } }, "auth_ref": ["r17", "r18", "r19", "r20", "r21", "r22", "r53", "r55", "r56", "r57", "r86", "r87", "r88", "r132", "r168", "r169", "r170", "r172", "r175", "r180", "r182", "r323", "r324", "r325", "r326", "r412", "r523", "r530"] }, "us-gaap_ScheduleOfStockholdersEquityNoteWarrantsOrRightsTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfStockholdersEquityNoteWarrantsOrRightsTextBlock", "presentation": ["http://phiopharma.com/role/StockholdersEquityTables"], "lang": { "en-us": { "role": { "label": "Schedule of outstanding warrants", "documentation": "Tabular disclosure of warrants or rights issued. Warrants and rights outstanding are 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. Disclose the title of issue of securities called for by warrants and rights outstanding, the aggregate amount of securities called for by warrants and rights outstanding, the date from which the warrants or rights are exercisable, and the price at which the warrant or right is exercisable." } } }, "auth_ref": ["r23"] }, "us-gaap_SecuritiesFinancingTransactionAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SecuritiesFinancingTransactionAxis", "presentation": ["http://phiopharma.com/role/StockholdersEquityDetailsNarrative"], "lang": { "en-us": { "role": { "label": "Securities Financing Transaction [Axis]", "documentation": "Information by type of securities financing transactions, including, but not limited to those measured at fair value or cost." } } }, "auth_ref": ["r61"] }, "us-gaap_SecuritiesFinancingTransactionTypeDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SecuritiesFinancingTransactionTypeDomain", "presentation": ["http://phiopharma.com/role/StockholdersEquityDetailsNarrative"], "lang": { "en-us": { "role": { "documentation": "Measurement of financing transaction securities held." } } }, "auth_ref": ["r61"] }, "dei_Security12bTitle": { "xbrltype": "securityTitleItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "Security12bTitle", "presentation": ["http://phiopharma.com/role/Cover"], "lang": { "en-us": { "role": { "label": "Title of 12(b) Security", "documentation": "Title of a 12(b) registered security." } } }, "auth_ref": ["r436"] }, "dei_Security12gTitle": { "xbrltype": "securityTitleItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "Security12gTitle", "presentation": ["http://phiopharma.com/role/Cover"], "lang": { "en-us": { "role": { "label": "Title of 12(g) Security", "documentation": "Title of a 12(g) registered security." } } }, "auth_ref": ["r440"] }, "dei_SecurityExchangeName": { "xbrltype": "edgarExchangeCodeItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "SecurityExchangeName", "presentation": ["http://phiopharma.com/role/Cover"], "lang": { "en-us": { "role": { "label": "Security Exchange Name", "documentation": "Name of the Exchange on which a security is registered." } } }, "auth_ref": ["r439"] }, "dei_SecurityReportingObligation": { "xbrltype": "securityReportingObligationItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "SecurityReportingObligation", "presentation": ["http://phiopharma.com/role/Cover"], "lang": { "en-us": { "role": { "label": "Security Reporting Obligation", "documentation": "15(d), indicating whether the security has a reporting obligation under that section of the Exchange Act." } } }, "auth_ref": ["r445"] }, "us-gaap_SegmentReportingPolicyPolicyTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SegmentReportingPolicyPolicyTextBlock", "presentation": ["http://phiopharma.com/role/OrganizationAndSignificantAccountingPoliciesPolicies"], "lang": { "en-us": { "role": { "label": "Segments", "documentation": "Disclosure of accounting policy for segment reporting." } } }, "auth_ref": ["r136", "r137", "r138", "r139", "r140", "r141", "r142", "r145", "r146", "r405", "r406", "r409"] }, "PHIO_SeriesAWarrantsMember": { "xbrltype": "domainItemType", "nsuri": "http://phiopharma.com/20240930", "localname": "SeriesAWarrantsMember", "presentation": ["http://phiopharma.com/role/StockholdersEquityDetailsNarrative"], "lang": { "en-us": { "role": { "label": "Series A Warrants [Member]" } } }, "auth_ref": [] }, "PHIO_SeriesBWarrantsMember": { "xbrltype": "domainItemType", "nsuri": "http://phiopharma.com/20240930", "localname": "SeriesBWarrantsMember", "presentation": ["http://phiopharma.com/role/StockholdersEquityDetailsNarrative"], "lang": { "en-us": { "role": { "label": "Series B Warrants [Member]" } } }, "auth_ref": [] }, "PHIO_SeriesCWarrantsMember": { "xbrltype": "domainItemType", "nsuri": "http://phiopharma.com/20240930", "localname": "SeriesCWarrantsMember", "presentation": ["http://phiopharma.com/role/StockholdersEquityDetailsNarrative"], "lang": { "en-us": { "role": { "label": "Series C Warrants [Member]" } } }, "auth_ref": [] }, "PHIO_SeriesDWarrantsMember": { "xbrltype": "domainItemType", "nsuri": "http://phiopharma.com/20240930", "localname": "SeriesDWarrantsMember", "presentation": ["http://phiopharma.com/role/StockholdersEquityDetailsNarrative"], "lang": { "en-us": { "role": { "label": "Series D Warrants [Member]" } } }, "auth_ref": [] }, "us-gaap_ShareBasedCompensation": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensation", "crdr": "debit", "calculation": { "http://phiopharma.com/role/CondensedConsolidatedStatementsOfCashFlows": { "parentTag": "us-gaap_NetCashProvidedByUsedInOperatingActivities", "weight": 1.0, "order": 5.0 } }, "presentation": ["http://phiopharma.com/role/CondensedConsolidatedStatementsOfCashFlows", "http://phiopharma.com/role/Stock-basedCompensationDetails-Share-basedCompensation", "http://phiopharma.com/role/Stock-basedCompensationDetailsNarrative"], "lang": { "en-us": { "role": { "label": "Stock-based compensation", "verboseLabel": "Total stock-based compensation", "terseLabel": "Share-Based Payment Arrangement, Noncash Expense", "documentation": "Amount of noncash expense for share-based payment arrangement." } } }, "auth_ref": ["r3"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardAwardVestingPeriod1": { "xbrltype": "durationItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardAwardVestingPeriod1", "presentation": ["http://phiopharma.com/role/Stock-basedCompensationDetailsNarrative"], "lang": { "en-us": { "role": { "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Award Vesting Period", "documentation": "Period over which grantee's right to exercise award under share-based payment arrangement is no longer contingent on satisfaction of service or performance condition, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents reported fact of one year, five months, and thirteen days. Includes, but is not limited to, combination of market, performance or service condition." } } }, "auth_ref": ["r416"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsForfeitedInPeriod": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsForfeitedInPeriod", "presentation": [

```
"http://phiopharma.com/role/Stock-basedCompensationDetails-RsuActivity" ], "lang": { "en-us": { "role": { "negatedLabel": "Number of restricted stock units, Forfeited", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Forfeited in Period", "documentation": "The number of equity-based payment instruments, excluding stock (or unit) options, that were forfeited during the reporting period." } } }, "auth_ref": [ "r212" ] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsForfeituresWeightedAverageGrantDateFairValue": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsForfeituresWeightedAverageGrantDateFairValue", "presentation": [ "http://phiopharma.com/role/Stock-basedCompensationDetails-RsuActivity" ], "lang": { "en-us": { "role": { "label": "Weighted- average grant date fair value per share of restricted stock units, Forfeited", "documentation": "Weighted average fair value as of the grant date of equity-based award plans other than stock (unit) option plans that were not exercised or put into effect as a result of the occurrence of a terminating event." } } }, "auth_ref": [ "r212" ] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsGrantsInPeriod": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsGrantsInPeriod", "presentation": [ "http://phiopharma.com/role/Stock-basedCompensationDetails-RsuActivity" ], "lang": { "en-us": { "role": { "label": "Number of restricted stock units, Granted and accepted", "documentation": "The number of grants made during the period on other than stock (or unit) option plans (for example, phantom stock or unit plan, stock or unit appreciation rights plan, performance target plan)." } } }, "auth_ref": [ "r210" ] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsGrantsInPeriodWeightedAverageGrantDateFairValue": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsGrantsInPeriodWeightedAverageGrantDateFairValue", "presentation": [ "http://phiopharma.com/role/Stock-basedCompensationDetails-RsuActivity" ], "lang": { "en-us": { "role": { "label": "Weighted- average grant date fair value per share of restricted stock units, Granted and accepted", "documentation": "The weighted average fair value at grant date for nonvested equity-based awards issued during the period on other than stock (or unit) option plans (for example, phantom stock or unit plan, stock or unit appreciation rights plan, performance target plan)." } } }, "auth_ref": [ "r210" ] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsNonvestedNumber": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsNonvestedNumber", "presentation": [ "http://phiopharma.com/role/Stock-basedCompensationDetails-RsuActivity" ], "lang": { "en-us": { "role": { "periodStartLabel": "Number of unvested restricted stock units, Beginning balance", "periodEndLabel": "Number of unvested restricted stock units, Ending balance", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Nonvested, Number", "documentation": "The number of non-vested equity-based payment instruments, excluding stock (or unit) options, that validly exist and are outstanding as of the balance sheet date." } } }, "auth_ref": [ "r207", "r208" ] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsNonvestedWeightedAverageGrantDateFairValue": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsNonvestedWeightedAverageGrantDateFairValue", "presentation": [ "http://phiopharma.com/role/Stock-basedCompensationDetails-RsuActivity" ], "lang": { "en-us": { "role": { "periodStartLabel": "Weighted- average grant date fair value per share of unvested restricted stock units, Beginning balance", "periodEndLabel": "Weighted- average grant date fair value per share of unvested restricted stock units, Ending balance", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Nonvested, Weighted Average Grant Date Fair Value", "documentation": "Per share or unit weighted-average fair value of nonvested award under share-based payment arrangement. Excludes share and unit options." } } }, "auth_ref": [ "r207", "r208" ] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsVestedInPeriod": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsVestedInPeriod", "presentation": [ "http://phiopharma.com/role/Stock-basedCompensationDetails-RsuActivity" ], "lang": { "en-us": { "role": { "negatedLabel": "Number of restricted stock units, Vested", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Vested in Period", "documentation": "The number of equity-based payment instruments, excluding stock (or unit) options, that vested during the reporting period." } } }, "auth_ref": [ "r211" ] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsVestedInPeriodTotalFairValue": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsVestedInPeriodTotalFairValue", "crdr": "debit", "presentation": [ "http://phiopharma.com/role/Stock-basedCompensationDetailsNarrative" ], "lang": { "en-us": { "role": { "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Vested in Period, Fair Value", "documentation": "Fair value of share-based awards for which the grantee gained the right by satisfying service and performance requirements, to receive or retain shares or units, other instruments, or cash." } } }, "auth_ref": [ "r214" ] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsVestedInPeriodWeightedAverageGrantDateFairValue": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsVestedInPeriodWeightedAverageGrantDateFairValue", "presentation": [ "http://phiopharma.com/role/Stock-basedCompensationDetails-RsuActivity" ], "lang": { "en-us": { "role": { "label": "Weighted- average grand date fair value per share of restricted stock units, Vested", "documentation": "The weighted average fair value as of grant date pertaining to an equity-based award plan other than a stock (or unit) option plan for which the grantee gained the right during the reporting period, by satisfying service and performance requirements, to receive or retain shares or units, other instruments, or cash in accordance with the terms of the arrangement." } } }, "auth_ref": [ "r211" ] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardLineItems", "presentation": [ "http://phiopharma.com/role/Stock-basedCompensationDetails-OptionActivity", "http://phiopharma.com/role/Stock-basedCompensationDetails-RsuActivity", "http://phiopharma.com/role/Stock-basedCompensationDetailsNarrative" ], "lang": { "en-us": { "role": { "label": "Share-Based Compensation Arrangement by Share-Based Payment Award [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": [ "r192", "r194", "r196", "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" ] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsExercisableNumber": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsExercisableNumber", "presentation": [ "http://phiopharma.com/role/Stock-basedCompensationDetails-OptionActivity" ], "lang": { "en-us": { "role": { "label": "Options exercisable", "documentation": "The number of shares into which fully or partially vested stock options outstanding as of the balance sheet date can be currently converted under the option plan." } } }, "auth_ref": [ "r201" ] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsExercisableWeightedAverageExercisePrice": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsExercisableWeightedAverageExercisePrice", "presentation": [ "http://phiopharma.com/role/Stock-basedCompensationDetails-OptionActivity" ], "lang": { "en-us": { "role": { "label": "Options exercisable, price per share", "documentation": "The weighted-average price as of the balance sheet date at which grantees can acquire the shares reserved for issuance on vested portions of options outstanding and currently exercisable under the stock option plan." } } }, "auth_ref": [ "r201" ] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsExpirationsInPeriod": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsExpirationsInPeriod", "presentation": [ "http://phiopharma.com/role/Stock-basedCompensationDetails-OptionActivity" ], "lang": { "en-us": { "role": { "negatedLabel": "Options expired", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Expirations in Period", "documentation": "Number of options or other stock instruments for which the right to exercise has lapsed under the terms of the plan agreements." } } }, "auth_ref": [ "r206" ] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsForfeituresInPeriod": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsForfeituresInPeriod", "presentation": [ "http://phiopharma.com/role/Stock-basedCompensationDetails-OptionActivity" ], "lang": { "en-us": { "role": { "label": "Options forfeited", "documentation": "The number of shares under options that were cancelled during the reporting period as a result of occurrence of a terminating event specified in contractual agreements pertaining to the stock option plan." } } }, "auth_ref": [ "r205" ] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsGrantsInPeriod": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsGrantsInPeriod", "presentation": [ "http://phiopharma.com/role/Stock-basedCompensationDetailsNarrative" ], "lang": { "en-us": { "role": { "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Grants in Period, Net of Forfeitures", "documentation": "Net number of share options (or share units) granted during the period." } } }, "auth_ref": [ "r546" ] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsGrantsInPeriodGross": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsGrantsInPeriodGross", "presentation": [ "http://phiopharma.com/role/Stock-basedCompensationDetails-OptionActivity" ], "lang": { "en-us": { "role": { "label": "Options granted", "documentation": "Gross number of share options (or share units) granted during the period." } } }, "auth_ref": [ "r203" ] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsGrantsInPeriodWeightedAverageGrantDateFairValue": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsGrantsInPeriodWeightedAverageGrantDateFairValue", "presentation": [ "http://phiopharma.com/role/Stock-basedCompensationDetailsNarrative" ], "lang": { "en-us": { "role": { "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Grants in Period, Weighted Average Grant Date Fair Value", "documentation": "The weighted average grant-date fair value of options granted during the reporting period as calculated by applying the disclosed option pricing methodology." } } }, "auth_ref": [ "r213" ] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingIntrinsicValue": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingIntrinsicValue", "crdr": "debit", "presentation": [ "http://phiopharma.com/role/Stock-basedCompensationDetails-OptionActivity" ], "lang": { "en-us": { "role": { "label": "Aggregate intrinsic value, outstanding", "documentation": "Amount by which the current fair value of the underlying stock exceeds the exercise price of options outstanding." } } }, "auth_ref": [ "r24" ] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingNumber": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingNumber", "presentation": [ "http://phiopharma.com/role/Stock-basedCompensationDetails-OptionActivity" ], "lang": { "en-us": { "role": { "periodStartLabel": "Options outstanding, beginning balance", "periodEndLabel": "Options outstanding, ending balance", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Number", "documentation": "Number of options outstanding, including both vested and non-vested options." } } }, "auth_ref": [ "r199", "r200" ] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingWeightedAverageExercisePrice": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingWeightedAverageExercisePrice", "presentation": [ "http://phiopharma.com/role/Stock-basedCompensationDetails-OptionActivity" ], "lang": { "en-us": { "role": { "periodStartLabel": "Options outstanding, price per share, beginning balance", "periodEndLabel": "Options outstanding, price per share, ending balance", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Weighted Average Exercise Price", "documentation": "Weighted average price at which grantees can acquire the shares reserved for issuance under the stock option plan." } } }, "auth_ref": [ "r199", "r200" ] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardSharesIssuedInPeriod": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardSharesIssuedInPeriod", "presentation": [ "http://phiopharma.com/role/StockholdersEquityDetailsNarrative" ], "lang": { "en-us": { "role": { "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Shares Issued in Period", "documentation": "Number of shares issued under share-based payment arrangement." } } }, "auth_ref": [ "r24" ] }, "us-
```

gaap_ShareBasedCompensationArrangementsByShareBasedPaymentAwardAwardTypeAndPlanNameDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementsByShareBasedPaymentAwardAwardTypeAndPlanNameDomain", "presentation": ["http://phiopharma.com/role/Stock-basedCompensationDetails-OptionActivity", "http://phiopharma.com/role/Stock-basedCompensationDetails-RsuActivity", "http://phiopharma.com/role/Stock-basedCompensationDetailsNarrative", "http://phiopharma.com/role/StockholdersEquityDetailsNarrative", "http://xbrl.sec.gov/ecd/role/AwardTimingDisclosure"], "lang": { "en-us": { "role": { "documentation": "Award under share-based payment arrangement." } } }, "auth_ref": ["r196", "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"] }, "us-gaap_ShareBasedCompensationArrangementsByShareBasedPaymentAwardOptionsExercisesInPeriodWeightedAverageExercisePrice": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementsByShareBasedPaymentAwardOptionsExercisesInPeriodWeightedAverageExercisePrice", "presentation": ["http://phiopharma.com/role/Stock-basedCompensationDetails-OptionActivity"], "lang": { "en-us": { "role": { "label": "Options exercised, price per share", "documentation": "Weighted average price at which option holders acquired shares when converting their stock options into shares." } } }, "auth_ref": ["r204"] }, "us-gaap_ShareBasedCompensationArrangementsByShareBasedPaymentAwardOptionsExpirationsInPeriodWeightedAverageExercisePrice": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementsByShareBasedPaymentAwardOptionsExpirationsInPeriodWeightedAverageExercisePrice", "presentation": ["http://phiopharma.com/role/Stock-basedCompensationDetails-OptionActivity"], "lang": { "en-us": { "role": { "label": "Options expired, price per share", "documentation": "Weighted average price at which grantees could have acquired the underlying shares with respect to stock options of the plan that expired." } } }, "auth_ref": ["r206"] }, "us-gaap_ShareBasedCompensationArrangementsByShareBasedPaymentAwardOptionsForfeituresInPeriodWeightedAverageExercisePrice": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementsByShareBasedPaymentAwardOptionsForfeituresInPeriodWeightedAverageExercisePrice", "presentation": ["http://phiopharma.com/role/Stock-basedCompensationDetails-OptionActivity"], "lang": { "en-us": { "role": { "label": "Options forfeited, price per share", "documentation": "Weighted average price at which grantees could have acquired the underlying shares with respect to stock options that were terminated." } } }, "auth_ref": ["r205"] }, "us-gaap_ShareBasedCompensationArrangementsByShareBasedPaymentAwardOptionsGrantsInPeriodWeightedAverageExercisePrice": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementsByShareBasedPaymentAwardOptionsGrantsInPeriodWeightedAverageExercisePrice", "presentation": ["http://phiopharma.com/role/Stock-basedCompensationDetails-OptionActivity"], "lang": { "en-us": { "role": { "label": "Options granted, price per share", "documentation": "Weighted average per share amount at which grantees can acquire shares of common stock by exercise of options." } } }, "auth_ref": ["r203"] }, "us-gaap_SharebasedCompensationArrangementBySharebasedPaymentAwardOptionsExercisableIntrinsicValue1": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SharebasedCompensationArrangementBySharebasedPaymentAwardOptionsExercisableIntrinsicValue1", "crdr": "debit", "presentation": ["http://phiopharma.com/role/Stock-basedCompensationDetails-OptionActivity"], "lang": { "en-us": { "role": { "label": "Aggregate intrinsic value, exercisable", "documentation": "Amount of difference between fair value of the underlying shares reserved for issuance and exercise price of vested portions of options outstanding and currently exercisable." } } }, "auth_ref": ["r24"] }, "us-gaap_SharesIssued": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SharesIssued", "presentation": ["http://phiopharma.com/role/StockholdersEquityDetailsNarrative"], "lang": { "en-us": { "role": { "label": "Shares, Issued", "documentation": "Number of shares of stock issued as of the balance sheet date, including shares that had been issued and were previously outstanding but which are now held in the treasury." } } }, "auth_ref": ["r6"] }, "us-gaap_SharesIssuedPricePerShare": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SharesIssuedPricePerShare", "presentation": ["http://phiopharma.com/role/StockholdersEquityDetailsNarrative"], "lang": { "en-us": { "role": { "label": "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/2024", "localname": "SharesOutstanding", "presentation": ["http://phiopharma.com/role/CondensedConsolidatedStatementsOfPreferredStockAndStockholdersEquity"], "lang": { "en-us": { "role": { "periodStartLabel": "Balance at beginning, shares", "periodEndLabel": "Balance at ending, shares", "label": "Shares, Outstanding", "documentation": "Number of shares issued which are neither cancelled nor held in the treasury." } } }, "auth_ref": [] }, "us-gaap_SharesPaidForTaxWithholdingForShareBasedCompensation": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SharesPaidForTaxWithholdingForShareBasedCompensation", "presentation": ["http://phiopharma.com/role/CondensedConsolidatedStatementsOfPreferredStockAndStockholdersEquity"], "lang": { "en-us": { "role": { "negatedLabel": "Shares withheld for payroll taxes, shares", "label": "Share-Based Payment Arrangement, Shares Withheld for Tax Withholding Obligation", "documentation": "Number of shares used to settle grantee's tax withholding obligation for award under share-based payment arrangement." } } }, "auth_ref": [] }, "us-gaap_SignificantAccountingPoliciesTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SignificantAccountingPoliciesTextBlock", "presentation": ["http://phiopharma.com/role/OrganizationAndSignificantAccountingPoliciesPolicies"], "lang": { "en-us": { "role": { "label": "Summary of Significant Accounting Policies", "documentation": "The entire disclosure for all significant accounting policies of the reporting entity." } } }, "auth_ref": ["r48", "r99"] }, "dei_SolicitingMaterial": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "SolicitingMaterial", "presentation": ["http://phiopharma.com/role/Cover"], "lang": { "en-us": { "role": { "label": "Soliciting Material", "documentation": "Boolean flag that is true when the Form 8-K filing is intended to satisfy the filing obligation of the registrant as soliciting material pursuant to Rule 14a-12 under the Exchange Act." } } }, "auth_ref": ["r443"] }, "us-gaap_StatementClassOfStockAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "StatementClassOfStockAxis", "presentation": ["http://phiopharma.com/role/StockholdersEquityDetails-WarrantsOutstanding", "http://phiopharma.com/role/StockholdersEquityDetailsNarrative"], "lang": { "en-us": { "role": { "label": "Class of Stock [Axis]", "documentation": "Information by the different classes of stock of the entity." } } }, "auth_ref": ["r78", "r86", "r87", "r88", "r101", "r120", "r121", "r123", "r125", "r132", "r133", "r148", "r155", "r157", "r158", "r159", "r162", "r163", "r168", "r169", "r172", "r175", "r182", "r274", "r323", "r324", "r325", "r326", "r328", "r329", "r330", "r331", "r332", "r333", "r334", "r335", "r336", "r337", "r338", "r339", "r347", "r368", "r386", "r391", "r392", "r393", "r394", "r395", "r523", "r530", "r537"] }, "us-gaap_StatementEquityComponentsAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "StatementEquityComponentsAxis", "presentation": ["http://phiopharma.com/role/CondensedConsolidatedStatementsOfPreferredStockAndStockholdersEquity"], "lang": { "en-us": { "role": { "label": "Equity Components [Axis]", "documentation": "Information by component of equity." } } }, "auth_ref": ["r6", "r34", "r37", "r38", "r79", "r92", "r93", "r94", "r104", "r105", "r106", "r108", "r113", "r115", "r117", "r131", "r149", "r150", "r151", "r184", "r226", "r227", "r228", "r229", "r230", "r232", "r233", "r234", "r240", "r241", "r242", "r243", "r244", "r245", "r250", "r275", "r276", "r277", "r278", "r279", "r280", "r281", "r283", "r292", "r313", "r317", "r318", "r319", "r328", "r386"] }, "us-gaap_StatementLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "StatementLineItems", "presentation": ["http://phiopharma.com/role/CondensedConsolidatedStatementsOfPreferredStockAndStockholdersEquity"], "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": ["r104", "r105", "r106", "r131", "r283", "r300", "r322", "r339", "r340", "r341", "r342", "r343", "r344", "r345", "r347", "r350", "r351", "r352", "r353", "r354", "r355", "r356", "r357", "r358", "r360", "r361", "r362", "r363", "r364", "r366", "r369", "r370", "r372", "r373", "r374", "r375", "r376", "r377", "r378", "r379", "r380", "r381", "r382", "r383", "r386", "r427"] }, "us-gaap_StatementOfCashFlowsAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "StatementOfCashFlowsAbstract", "lang": { "en-us": { "role": { "label": "Statement of Cash Flows [Abstract]" } } }, "auth_ref": [] }, "us-gaap_StatementOfFinancialPositionAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "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/2024", "localname": "StatementOfStockholdersEquityAbstract", "auth_ref": [] }, "us-gaap_StatementTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "StatementTable", "presentation": ["http://phiopharma.com/role/CondensedConsolidatedStatementsOfPreferredStockAndStockholdersEquity"], "lang": { "en-us": { "role": { "label": "Statement [Table]", "documentation": "Disclosure of information about statement of comprehensive income, income, other comprehensive income, financial position, cash flows, and shareholders' equity." } } }, "auth_ref": ["r104", "r105", "r106", "r131", "r147", "r283", "r300", "r322", "r339", "r340", "r341", "r342", "r343", "r344", "r345", "r347", "r350", "r351", "r352", "r353", "r354", "r355", "r356", "r357", "r358", "r360", "r361", "r362", "r363", "r364", "r366", "r369", "r370", "r372", "r373", "r374", "r375", "r376", "r377", "r378", "r379", "r380", "r381", "r382", "r383", "r386", "r427"] }, "ecd_StkPrcOrTsrEstimationMethodTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "StkPrcOrTsrEstimationMethodTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/ErrCompDisclosure"], "lang": { "en-us": { "role": { "label": "Stock Price or TSR Estimation Method" } } }, "auth_ref": ["r454", "r465", "r475", "r500"] }, "PHIO_StockAndWarrantsIssuedDuringPeriodSharesNewIssues": { "xbrltype": "sharesItemType", "nsuri": "http://phiopharma.com/20240930", "localname": "StockAndWarrantsIssuedDuringPeriodSharesNewIssues", "presentation": ["http://phiopharma.com/role/CondensedConsolidatedStatementsOfPreferredStockAndStockholdersEquity"], "lang": { "en-us": { "role": { "label": "[custom:StockAndWarrantsIssuedDuringPeriodSharesNewIssues]" } } }, "auth_ref": [] }, "PHIO_StockAndWarrantsIssuedDuringPeriodValueNewIssues": { "xbrltype": "monetaryItemType", "nsuri": "http://phiopharma.com/20240930", "localname": "StockAndWarrantsIssuedDuringPeriodValueNewIssues", "crdr": "credit", "presentation": ["http://phiopharma.com/role/CondensedConsolidatedStatementsOfPreferredStockAndStockholdersEquity"], "lang": { "en-us": { "role": { "label": "[custom:StockAndWarrantsIssuedDuringPeriodValueNewIssues]" } } }, "auth_ref": [] }, "us-gaap_StockIssuedDuringPeriodSharesConversionOfConvertibleSecurities": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "StockIssuedDuringPeriodSharesConversionOfConvertibleSecurities", "presentation": ["http://phiopharma.com/role/CondensedConsolidatedStatementsOfPreferredStockAndStockholdersEquity", "http://phiopharma.com/role/StockholdersEquityDetailsNarrative"], "lang": { "en-us": { "role": { "label": "Issuance of common stock upon exercise of warrants, shares", "verboseLabel": "Stock Issued During Period, Shares, Conversion of Convertible Securities", "documentation": "Number of shares issued during the period as a result of the conversion of convertible securities." } } }, "auth_ref": ["r6", "r19", "r34", "r37", "r57", "r166"] }, "us-gaap_StockIssuedDuringPeriodSharesNewIssues": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "StockIssuedDuringPeriodSharesNewIssues", "presentation": ["http://phiopharma.com/role/CondensedConsolidatedStatementsOfPreferredStockAndStockholdersEquity", "http://phiopharma.com/role/StockholdersEquityDetailsNarrative"], "lang": { "en-us": { "role": { "label": "Issuance of common stock and warrants, net of offering costs, shares", "verboseLabel": "Stock Issued During Period, Shares, New Issues", "documentation": "Number of new stock issued during the period." } } }, "auth_ref": ["r6", "r33", "r34", "r57", "r323", "r386", "r392"] }, "us-gaap_StockIssuedDuringPeriodSharesRestrictedStockAwardNetOfForfeitures": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "StockIssuedDuringPeriodSharesRestrictedStockAwardNetOfForfeitures", "presentation": ["http://phiopharma.com/role/CondensedConsolidatedStatementsOfPreferredStockAndStockholdersEquity"], "lang": { "en-us": { "role": { "label": "Issuance of common stock upon vesting of restricted stock units, shares", "documentation": "Number of shares issued during the period related to Restricted Stock Awards, net of any shares forfeited." } } }, "auth_ref": ["r6", "r33", "r34", "r57"] }, "us-gaap_StockIssuedDuringPeriodSharesReverseStockSplits": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "StockIssuedDuringPeriodSharesReverseStockSplits", "presentation": ["http://phiopharma.com/role/CondensedConsolidatedStatementsOfPreferredStockAndStockholdersEquity"], "lang": { "en-us": { "role": { "label": "Cash-in-lieu of fractional shares for reverse stock split, shares", "documentation": "Reduction in the number of shares during the period as a result of a reverse stock split." } } }, "auth_ref": ["r6"] }, "us-gaap_StockIssuedDuringPeriodSharesStockOptionsExercised": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "StockIssuedDuringPeriodSharesStockOptionsExercised", "presentation": ["http://phiopharma.com/role/Stock-basedCompensationDetails-OptionActivity"], "lang": { "en-us": { "role": { "label": "Options exercised", "documentation": "Number of share options (or share units) exercised during the current period." } } }, "auth_ref": ["r6", "r33", "r34", "r57", "r204"] }, "us-gaap_StockIssuedDuringPeriodValueConversionOfConvertibleSecurities": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "StockIssuedDuringPeriodValueConversionOfConvertibleSecurities", "crdr": "credit", "presentation": ["http://phiopharma.com/role/CondensedConsolidatedStatementsOfPreferredStockAndStockholdersEquity"], "lang": { "en-us": { "role": { "label": "Issuance of common stock upon exercise of warrants", "documentation": "The gross value of stock issued during the period upon the conversion of convertible securities." } } }, "auth_ref": ["r6", "r34", "r37", "r38", "r57"] }, "us-gaap_StockIssuedDuringPeriodValueNewIssues": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "StockIssuedDuringPeriodValueNewIssues", "crdr": "credit", "presentation": ["http://phiopharma.com/role/CondensedConsolidatedStatementsOfPreferredStockAndStockholdersEquity"], "lang": { "en-us": { "role": { "label": "Issuance of common stock and warrants, net of offering costs", "documentation": "Equity impact of the value of new stock issued during the period. Includes shares issued in an initial public

offering or a secondary public offering." } } }, "auth_ref": ["r6", "r33", "r34", "r57", "r328", "r386", "r392", "r433"] }, "us-gaap_StockIssuedDuringPeriodValueRestrictedStockAwardNetOfForfeitures": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "StockIssuedDuringPeriodValueRestrictedStockAwardNetOfForfeitures", "crdr": "credit", "presentation": ["http://phiopharma.com/role/CondensedConsolidatedStatementsOfPreferredStockAndStockholdersEquity"], "lang": { "en-us": { "role": { "label": "Issuance of common stock upon vesting of restricted stock units", "documentation": "Value of stock related to Restricted Stock Awards issued during the period, net of the stock value of such awards forfeited." } } }, "auth_ref": ["r6", "r57"] }, "PHIO_StockOptionsMember": { "xbrltype": "domainItemType", "nsuri": "http://phiopharma.com/20240930", "localname": "StockOptionsMember", "presentation": ["http://phiopharma.com/role/NetLossPerCommonShareDetails-AntidilutiveShares"], "lang": { "en-us": { "role": { "label": "Stock Options [Member]" } } }, "auth_ref": [] }, "us-gaap_StockRedeemedOrCalledDuringPeriodShares": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "StockRedeemedOrCalledDuringPeriodShares", "presentation": ["http://phiopharma.com/role/CondensedConsolidatedStatementsOfPreferredStockAndStockholdersEquity"], "lang": { "en-us": { "role": { "negatedLabel": "Redemption of preferred stock, shares", "label": "Stock Redeemed or Called During Period, Shares", "documentation": "Number of stock bought back by the entity at the exercise price or redemption price." } } }, "auth_ref": ["r6"] }, "us-gaap_StockRedeemedOrCalledDuringPeriodValue": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "StockRedeemedOrCalledDuringPeriodValue", "crdr": "debit", "presentation": ["http://phiopharma.com/role/CondensedConsolidatedStatementsOfPreferredStockAndStockholdersEquity"], "lang": { "en-us": { "role": { "negatedLabel": "Redemption of preferred stock", "label": "Stock Redeemed or Called During Period, Value", "documentation": "Equity impact of the value of stock bought back by the entity at the exercise price or redemption price." } } }, "auth_ref": ["r6"] }, "us-gaap_StockholdersEquity": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "StockholdersEquity", "crdr": "credit", "calculation": { "http://phiopharma.com/role/CondensedConsolidatedBalanceSheets": { "parentTag": "us-gaap_LiabilitiesAndStockholdersEquity", "weight": 1.0, "order": 3.0 } }, "presentation": ["http://phiopharma.com/role/CondensedConsolidatedBalanceSheets", "http://phiopharma.com/role/CondensedConsolidatedStatementsOfPreferredStockAndStockholdersEquity"], "lang": { "en-us": { "role": { "totalLabel": "Total stockholders\u2019 equity", "periodStartLabel": "Beginning balance, value", "periodEndLabel": "Ending balance, value", "label": "Equity, Attributable to Parent", "documentation": "Amount of equity (deficit) attributable to parent. Excludes temporary equity and equity attributable to noncontrolling interest." } } }, "auth_ref": ["r34", "r37", "r38", "r51", "r349", "r365", "r387", "r388", "r423", "r434", "r531", "r543", "r550", "r560"] }, "us-gaap_StockholdersEquityAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "StockholdersEquityAbstract", "presentation": ["http://phiopharma.com/role/CondensedConsolidatedBalanceSheets"], "lang": { "en-us": { "role": { "label": "Stockholders\u2019 equity:" } } }, "auth_ref": [] }, "us-gaap_StockholdersEquityNoteDisclosureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "StockholdersEquityNoteDisclosureTextBlock", "presentation": ["http://phiopharma.com/role/StockholdersEquity"], "lang": { "en-us": { "role": { "label": "Stockholders\u2019 Equity", "documentation": "The entire disclosure for equity." } } }, "auth_ref": ["r54", "r100", "r167", "r169", "r171", "r172", "r173", "r174", "r175", "r176", "r177", "r178", "r179", "r181", "r184", "r247", "r389", "r390", "r396"] }, "us-gaap_StockholdersEquityReverseStockSplit": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "StockholdersEquityReverseStockSplit", "presentation": ["http://phiopharma.com/role/OrganizationAndSignificantAccountingPoliciesDetailsNarrative"], "lang": { "en-us": { "role": { "label": "Stockholders' Equity, Reverse Stock Split", "documentation": "Description of the reverse stock split arrangement. Also provide the retroactive effect given by the reverse split that occurs after the balance sheet date but before the release of financial statements." } } }, "auth_ref": ["r58"] }, "us-gaap_SubsequentEventsAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SubsequentEventsAbstract", "lang": { "en-us": { "role": { "label": "Subsequent Events [Abstract]" } } }, "auth_ref": [] }, "us-gaap_SubsequentEventsTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SubsequentEventsTextBlock", "presentation": ["http://phiopharma.com/role/SubsequentEvents"], "lang": { "en-us": { "role": { "label": "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": ["r294", "r295"] }, "PHIO_SupplementalBalanceSheetInformationRelatedToOperatingLeasesTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://phiopharma.com/20240930", "localname": "SupplementalBalanceSheetInformationRelatedToOperatingLeasesTableTextBlock", "presentation": ["http://phiopharma.com/role/LeasesTables"], "lang": { "en-us": { "role": { "label": "Schedule of lease amounts recorded in balance sheet" } } }, "auth_ref": [] }, "ecd_TabularListTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "TabularListTableTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "label": "Tabular List, Table" } } }, "auth_ref": ["r494"] }, "ecd_TotalShareholderRtnAmt": { "xbrltype": "monetaryItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "TotalShareholderRtnAmt", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "label": "Total Shareholder Return Amount" } } }, "auth_ref": ["r486"] }, "ecd_TotalShareholderRtnVsPeerGroupTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "TotalShareholderRtnVsPeerGroupTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "label": "Total Shareholder Return Vs Peer Group" } } }, "auth_ref": ["r493"] }, "ecd_TradingArrAxis": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "TradingArrAxis", "presentation": ["http://xbrl.sec.gov/ecd/role/InsiderTradingArrangements"], "lang": { "en-us": { "role": { "label": "Trading Arrangement [Axis]" } } }, "auth_ref": ["r513"] }, "ecd_TradingArrByIndTable": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "TradingArrByIndTable", "presentation": ["http://xbrl.sec.gov/ecd/role/InsiderTradingArrangements"], "lang": { "en-us": { "role": { "label": "Trading Arrangements, by Individual [Table]" } } }, "auth_ref": ["r515"] }, "dei_TradingSymbol": { "xbrltype": "tradingSymbolItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "TradingSymbol", "presentation": ["http://phiopharma.com/role/Cover"], "lang": { "en-us": { "role": { "label": "Trading Symbol", "documentation": "Trading symbol of an instrument as listed on an exchange." } } }, "auth_ref": [] }, "us-gaap_TransactionDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "TransactionDomain", "presentation": ["http://phiopharma.com/role/CollaborationAgreementDetailsNarrative", "http://phiopharma.com/role/StockholdersEquityDetailsNarrative"], "lang": { "en-us": { "role": { "documentation": "Agreement between buyer and seller for the exchange of financial instruments." } } }, "auth_ref": ["r401"] }, "us-gaap_TransactionTypeAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "TransactionTypeAxis", "presentation": ["http://phiopharma.com/role/CollaborationAgreementDetailsNarrative", "http://phiopharma.com/role/StockholdersEquityDetailsNarrative"], "lang": { "en-us": { "role": { "label": "Transaction Type [Axis]", "documentation": "Information by type of agreement between buyer and seller for the exchange of financial instruments." } } }, "auth_ref": ["r401"] }, "ecd_TrdArrAdoptionDate": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "TrdArrAdoptionDate", "presentation": ["http://xbrl.sec.gov/ecd/role/InsiderTradingArrangements"], "lang": { "en-us": { "role": { "label": "Adoption Date" } } }, "auth_ref": ["r516"] }, "ecd_TrdArrDuration": { "xbrltype": "durationItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "TrdArrDuration", "presentation": ["http://xbrl.sec.gov/ecd/role/InsiderTradingArrangements"], "lang": { "en-us": { "role": { "label": "Arrangement Duration" } } }, "auth_ref": ["r517"] }, "ecd_TrdArrExpirationDate": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "TrdArrExpirationDate", "presentation": ["http://xbrl.sec.gov/ecd/role/InsiderTradingArrangements"], "lang": { "en-us": { "role": { "label": "Expiration Date" } } }, "auth_ref": ["r517"] }, "ecd_TrdArrIndName": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "TrdArrIndName", "presentation": ["http://xbrl.sec.gov/ecd/role/InsiderTradingArrangements"], "lang": { "en-us": { "role": { "verboseLabel": "Name", "label": "Trading Arrangement, Individual Name" } } }, "auth_ref": ["r515"] }, "ecd_TrdArrIndTitle": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "TrdArrIndTitle", "presentation": ["http://xbrl.sec.gov/ecd/role/InsiderTradingArrangements"], "lang": { "en-us": { "role": { "label": "Title" } } }, "auth_ref": ["r515"] }, "ecd_TrdArrTerminationDate": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "TrdArrTerminationDate", "presentation": ["http://xbrl.sec.gov/ecd/role/InsiderTradingArrangements"], "lang": { "en-us": { "role": { "label": "Termination Date" } } }, "auth_ref": ["r516"] }, "ecd_UndrlygSecurityMktPriceChngPct": { "xbrltype": "pureItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "UndrlygSecurityMktPriceChngPct", "presentation": ["http://xbrl.sec.gov/ecd/role/AwardTimingDisclosure"], "lang": { "en-us": { "role": { "label": "Underlying Security Market Price Change" } } }, "auth_ref": ["r512"] }, "PHIO_UnregisteredPreFundedWarrantsMember": { "xbrltype": "domainItemType", "nsuri": "http://phiopharma.com/20240930", "localname": "UnregisteredPreFundedWarrantsMember", "presentation": ["http://phiopharma.com/role/StockholdersEquityDetailsNarrative"], "lang": { "en-us": { "role": { "label": "Unregistered Pre Funded Warrants [Member]" } } }, "auth_ref": [] }, "PHIO_UnregisteredSharesMember": { "xbrltype": "domainItemType", "nsuri": "http://phiopharma.com/20240930", "localname": "UnregisteredSharesMember", "presentation": ["http://phiopharma.com/role/StockholdersEquityDetailsNarrative"], "lang": { "en-us": { "role": { "label": "Unregistered Shares [Member]" } } }, "auth_ref": [] }, "us-gaap_UseOfEstimates": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "UseOfEstimates", "presentation": ["http://phiopharma.com/role/OrganizationAndSignificantAccountingPoliciesPolicies"], "lang": { "en-us": { "role": { "label": "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": ["r14", "r15", "r16", "r71", "r73", "r74", "r75"] }, "PHIO_WarrantAmendmentAgreementsMember": { "xbrltype": "domainItemType", "nsuri": "http://phiopharma.com/20240930", "localname": "WarrantAmendmentAgreementsMember", "presentation": ["http://phiopharma.com/role/StockholdersEquityDetailsNarrative"], "lang": { "en-us": { "role": { "label": "Warrant Amendment Agreements [Member]" } } }, "auth_ref": [] }, "us-gaap_WarrantMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "WarrantMember", "presentation": ["http://phiopharma.com/role/NetLossPerCommonShareDetails-AntidilutiveShares", "http://phiopharma.com/role/StockholdersEquityDetails-WarrantsOutstanding"], "lang": { "en-us": { "role": { "label": "Warrant [Member]", "documentation": "Security that gives the holder the right to purchase shares of stock in accordance with the terms of the instrument, usually upon payment of a specified amount." } } }, "auth_ref": ["r424", "r425", "r428", "r429", "r430", "r431"] }, "PHIO_WarrantsExercisedShare": { "xbrltype": "sharesItemType", "nsuri": "http://phiopharma.com/20240930", "localname": "WarrantsExercisedShare", "presentation": ["http://phiopharma.com/role/StockholdersEquityDetails-WarrantsOutstanding"], "lang": { "en-us": { "role": { "negatedLabel": "Warrants exercised, shares", "label": "WarrantsExercisedShare" } } }, "auth_ref": [] }, "PHIO_WarrantsExercisedWeightedAverageExercisePricePerShare": { "xbrltype": "perShareItemType", "nsuri": "http://phiopharma.com/20240930", "localname": "WarrantsExercisedWeightedAverageExercisePricePerShare", "presentation": ["http://phiopharma.com/role/StockholdersEquityDetails-WarrantsOutstanding"], "lang": { "en-us": { "role": { "label": "Warrants exercised weighted average exercise price per share" } } }, "auth_ref": [] }, "PHIO_WarrantsExpiredShares": { "xbrltype": "sharesItemType", "nsuri": "http://phiopharma.com/20240930", "localname": "WarrantsExpiredShares", "presentation": ["http://phiopharma.com/role/StockholdersEquityDetails-WarrantsOutstanding"], "lang": { "en-us": { "role": { "negatedLabel": "Warrants expired, shares", "label": "WarrantsExpiredShares" } } }, "auth_ref": [] }, "PHIO_WarrantsExpiredWeightedAverageExercisePricePerShare": { "xbrltype": "perShareItemType", "nsuri": "http://phiopharma.com/20240930", "localname": "WarrantsExpiredWeightedAverageExercisePricePerShare", "presentation": ["http://phiopharma.com/role/StockholdersEquityDetails-WarrantsOutstanding"], "lang": { "en-us": { "role": { "label": "Warrants expired weighted average exercise price per share" } } }, "auth_ref": [] }, "PHIO_WarrantsIssuedNewShares": { "xbrltype": "sharesItemType", "nsuri": "http://phiopharma.com/20240930", "localname": "WarrantsIssuedNewShares", "presentation": ["http://phiopharma.com/role/StockholdersEquityDetailsNarrative"], "lang": { "en-us": { "role": { "label": "[custom:WarrantsIssuedNewShares-0]" } } }, "auth_ref": [] }, "PHIO_WarrantsIssuedShares": { "xbrltype": "sharesItemType", "nsuri": "http://phiopharma.com/20240930", "localname": "WarrantsIssuedShares", "presentation": ["http://phiopharma.com/role/StockholdersEquityDetails-WarrantsOutstanding"], "lang": { "en-us": { "role": { "label": "Warrants issued, shares" } } }, "auth_ref": [] }, "PHIO_WarrantsIssuedWeightedAverageExercisePricePerShare": { "xbrltype": "perShareItemType", "nsuri": "http://phiopharma.com/20240930", "localname": "WarrantsIssuedWeightedAverageExercisePricePerShare", "presentation": ["http://phiopharma.com/role/StockholdersEquityDetails-WarrantsOutstanding"], "lang": { "en-us": { "role": { "label": "Warrants issued weighted average exercise price per share" } } }, "auth_ref": [] }, "us-gaap_WeightedAverageNumberOfDilutedSharesOutstanding": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "WeightedAverageNumberOfDilutedSharesOutstanding", "presentation": ["http://phiopharma.com/role/CondensedConsolidatedStatementsOfOperations"], "lang": { "en-us": { "role": { "label": "Weighted Average Number of 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": ["r119", "r125"] }, "us-gaap_WeightedAverageNumberOfSharesOutstandingAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "WeightedAverageNumberOfSharesOutstandingAbstract", "presentation": ["http://phiopharma.com/role/CondensedConsolidatedStatementsOfOperations"], "lang": { "en-us": { "role": { "label": "Weighted average number of common shares outstanding" } } }, "auth_ref": [] }, "dei_WrittenCommunications": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "WrittenCommunications", "presentation": ["http://phiopharma.com/role/Cover"], "lang": { "en-us": { "role": { "label": "Written Communications", "documentation": "Boolean flag that is true when the Form 8-K filing is intended to satisfy the filing obligation of the registrant as written communications pursuant to Rule 425 under the Securities Act." } } }, "auth_ref": ["r521"] } } } }, "std_ref": { "r0": { "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/1943274/2147477401/830-230-45-1" }, "r1": { "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" }, "r2": { "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" }, "r3": { "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" }, "r4": { "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" }, "r5": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "SubTopic": "10", "Topic": "360", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482099/360-10-50-1" }, "r6": { "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" }, "r7": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(d)", "SubTopic": "10", "Topic": "718", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480429/718-10-50-2" }, "r8": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(e)", "SubTopic": "10", "Topic": "718", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480429/718-10-50-2" }, "r9": { "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" }, "r10": { "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" }, "r11": { "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" }, "r12": { "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" }, "r13": { "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" }, "r14": { "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" }, "r15": { "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" }, "r16": { "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" }, "r17": { "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" }, "r18": { "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" }, "r19": { "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" }, "r20": { "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" }, "r21": { "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" }, "r22": { "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" }, "r23": { "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" }, "r24": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Topic": "718", "SubTopic": "10", "Section": "50", "Paragraph": "2", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480429/718-10-50-2" }, "r25": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Topic": "718", "SubTopic": "10", "Section": "50", "Paragraph": "2", "Subparagraph": "(h)(1)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480429/718-10-50-2" }, "r26": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Topic": "718", "SubTopic": "20", "Section": "55", "Paragraph": "12", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481089/718-20-55-12" }, "r27": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Topic": "718", "SubTopic": "20", "Section": "55", "Paragraph": "13", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481089/718-20-55-13" }, "r28": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Topic": "810", "SubTopic": "10", "Section": "50", "Paragraph": "1", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481203/810-10-50-1" }, "r29": { "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)(a))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480566/210-10-S99-1" }, "r30": { "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" }, "r31": { "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(21))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480566/210-10-S99-1" }, "r32": { "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(25))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480566/210-10-S99-1" }, "r33": { "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" }, "r34": { "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" }, "r35": { "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" }, "r36": { "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" }, "r37": { "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" }, "r38": { "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" }, "r39": { "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" }, "r40": { "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" }, "r41": { "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(4))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147483621/220-10-S99-2" }, "r42": { "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" }, "r43": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Topic": "230", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "13", "Subparagraph": "(c)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482740/230-10-45-13" }, "r44": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Topic": "230", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "15", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482740/230-10-45-15" }, "r45": { "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" }, "r46": { "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" }, "r47": { "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" }, "r48": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Topic": "235", "Name": "Accounting Standards Codification", "Publisher": "FASB", "URI": "https://asc.fasb.org/235/tableOfContent" }, "r49": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Topic": "250", "Name": "Accounting Standards Codification", "Publisher": "FASB", "URI": "https://asc.fasb.org/250/tableOfContent" }, "r50": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Topic": "275", "Name": "Accounting Standards Codification", "Publisher": "FASB", "URI": "https://asc.fasb.org/275/tableOfContent" }, "r51": { "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" }, "r52": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Topic": "360", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482099/360-10-50-1" }, "r53": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Topic": "480", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(02)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480244/480-10-S99-1" }, "r54": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Topic": "505", "Name": "Accounting Standards Codification", "Publisher": "FASB", "URI": "https://asc.fasb.org/505/tableOfContent" }, "r55": { "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" }, "r56": { "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" }, "r57": { "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/1943274/2147480008/505-10-S99-1" }, "r58": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Topic": "505", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "4", "Subparagraph": "(SAB Topic 4.C)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480008/505-10-S99-4" }, "r59": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Topic": "718", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(c)(1)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480429/718-10-50-2" }, "r60": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Topic": "810", "Name": "Accounting Standards Codification", "Publisher": "FASB", "URI": "https://asc.fasb.org/810/tableOfContent" }, "r61": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Topic": "860", "SubTopic": "30", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1A", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481420/860-30-50-1A" }, "r62": { "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/1943274/2147478546/942-210-S99-1" }, "r63": { "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(17))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478546/942-210-S99-1" }, "r64": { "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/1943274/2147478546/942-210-S99-1" }, "r65": { "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/1943274/2147478524/942-220-S99-1" }, "r66": { "role": "http://fasb.org/us-gaap/role/ref/otherTransitionRef", "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" }, "r67": { "role": "http://fasb.org/us-gaap/role/ref/otherTransitionRef", "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" }, "r68": { "role": "http://fasb.org/us-gaap/role/ref/otherTransitionRef", "Topic": "840", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "4", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481501/840-20-50-4" }, "r69": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Subparagraph": "(a)", "SubTopic": "10", "Topic": "275", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482861/275-10-50-1" }, "r70": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Subparagraph": "(a)", "SubTopic": "10", "Topic": "808", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479402/808-10-50-1" }, "r71": { "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" }, "r72": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Subparagraph": "(b)", "SubTopic": "10", "Topic": "808", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479402/808-10-50-1" }, "r73": { "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" }, "r74": { "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" }, "r75": { "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" }, "r76": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Name": "Accounting Standards Codification", "Topic": "275", "Publisher": "FASB", "URI": "https://asc.fasb.org/275/tableOfContent" }, "r77": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Name": "Accounting Standards Codification", "Topic": "808", "Publisher": "FASB", "URI": "https://asc.fasb.org/808/tableOfContent" }, "r78": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Name": "Regulation S-K (SK)", "Number": "229", "Section": "1402", "Paragraph": "a", "Publisher": "SEC" }, "r79": { "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" }, "r80": { "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" }, "r81": { "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" }, "r82": { "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" }, "r83": { "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" }, "r84": { "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(17))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480566/210-10-S99-1" }, "r85": { "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" }, "r86": { "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" }, "r87": { "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" }, "r88": { "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" }, "r89": { "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" }, "r90": { "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" }, "r91": { "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" }, "r92": { "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" }, "r93": { "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" }, "r94": { "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" }, "r95": { "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" }, "r96": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "230", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "15", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482740/230-10-45-15" }, "r97": { "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" }, "r98": { "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" }, "r99": { "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" }, "r100": { "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" }, "r101": { "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" }, "r102": { "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(m)(1)(iii))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480678/235-10-S99-1" }, "r103": { "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(m)(2)(ii))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480678/235-10-S99-1" }, "r104": { "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" }, "r105": { "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" }, "r106": { "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" }, "r107": { "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" }, "r108": { "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" }, "r109": { "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" }, "r110": { "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" }, "r111": { "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" }, "r112": { "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" }, "r113": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "250", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "6", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147483443/250-10-50-6" }, "r114": { "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" }, "r115": { "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" }, "r116": { "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" }, "r117": { "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" }, "r118": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "260", "Name": "Accounting Standards Codification", "Publisher": "FASB", "URI": "https://asc.fasb.org/260/tableOfContent" }, "r119": { "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" }, "r120": { "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" }, "r121": { "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" }, "r122": { "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" }, "r123": { "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" }, "r124": { "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" }, "r125": { "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" }, "r126": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "260", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Subparagraph": "(c)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482662/260-10-50-1" }, "r127": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "260", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482662/260-10-50-2" }, "r128": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "260", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "3", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482662/260-10-50-3" }, "r129": { "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" }, "r130": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "270", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Subparagraph": "(i)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482964/270-10-50-1" }, "r131": { "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" }, "r132": { "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" }, "r133": { "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" }, "r134": { "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" }, "r135": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "280", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "22", "Subparagraph": "(e)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482810/280-10-50-22" }, "r136": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "280", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "29", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482810/280-10-50-29" }, "r137": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "280", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "29", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482810/280-10-50-29" }, "r138": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "280", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "29", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482810/280-10-50-29" }, "r139": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "280", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "29", "Subparagraph": "(c)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482810/280-10-50-29" }, "r140": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "280", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "29", "Subparagraph": "(d)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482810/280-10-50-29" }, "r141": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "280", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "29", "Subparagraph": "(e)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482810/280-10-50-29" }, "r142": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "280", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "29", "Subparagraph": "(f)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482810/280-10-50-29" }, "r143": { "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" }, "r144": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "280", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "32", "Subparagraph": "(ee)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482810/280-10-50-32" }, "r145": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "280", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "36", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482810/280-10-50-36" }, "r146": { "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" }, "r147": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "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" }, "r148": { "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" }, "r149": { "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" }, "r150": { "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" }, "r151": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "350", "SubTopic": "60", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "1", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147476166/350-60-65-1" }, "r152": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "360", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "3", "Subparagraph": "(d)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482099/360-10-50-3" }, "r153": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "405", "SubTopic": "40", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Subparagraph": "(e)(2)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477092/405-40-50-1" }, "r154": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "420", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Subparagraph": "(c)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482017/420-10-50-1" }, "r155": { "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" }, "r156": { "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" }, "r157": { "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" }, "r158": { "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" }, "r159": { "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" }, "r160": { "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" }, "r161": { "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" }, "r162": { "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" }, "r163": { "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" }, "r164": { "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" }, "r165": { "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" }, "r166": { "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" }, "r167": { "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" }, "r168": { "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" }, "r169": { "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" }, "r170": { "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" }, "r171": { "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" }, "r172": { "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" }, "r173": { "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" }, "r174": { "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" }, "r175": { "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" }, "r176": { "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" }, "r177": { "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" }, "r178": { "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" }, "r179": { "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" }, "r180": { "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" }, "r181": { "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" }, "r182": { "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" }, "r183": { "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" }, "r184": { "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" }, "r185": { "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" }, "r186": { "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" }, "r187": { "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" }, "r188": { "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" }, "r189": { "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" }, "r190": { "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" }, "r191": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "718", "Name": "Accounting Standards Codification", "Publisher": "FASB", "URI": "https://asc.fasb.org/718/tableOfContent" }, "r192": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "718", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "35", "Paragraph": "1D", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480483/718-10-35-1D" }, "r193": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "718", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "35", "Paragraph": "2", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480483/718-10-35-2" }, "r194": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "718", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "35", "Paragraph": "3", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480483/718-10-35-3" }, "r195": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "718", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480429/718-10-50-2" }, "r196": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "718", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(a)(1)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480429/718-10-50-2" }, "r197": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "718", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(a)(2)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480429/718-10-50-2" }, "r198": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "718", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(a)(3)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480429/718-10-50-2" }, "r199": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "718", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(c)(1)(i)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480429/718-10-50-2" }, "r200": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "718", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(c)(1)(ii)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480429/718-10-50-2" }, "r201": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "718", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(c)(1)(iii)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480429/718-10-50-2" }, "r202": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "718", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(c)(1)(iv)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480429/718-10-50-2" }, "r203": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "718", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(c)(1)(iv)(01)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480429/718-10-50-2" }, "r204": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "718", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(c)(1)(iv)(02)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480429/718-10-50-2" }, "r205": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "718", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(c)(1)(iv)(03)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480429/718-10-50-2" }, "r206": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "718", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(c)(1)(iv)(04)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480429/718-10-50-2" }, "r207": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "718", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(c)(2)(i)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480429/718-10-50-2" }, "r208": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "718", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(c)(2)(ii)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480429/718-10-50-2" }, "r209": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "718", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(c)(2)(iii)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480429/718-10-50-2" }, "r210": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "718", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(c)(2)(iii)(01)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480429/718-10-50-2" }, "r211": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "718", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(c)(2)(iii)(02)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480429/718-10-50-2" }, "r212": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "718", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(c)(2)(iii)(03)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480429/718-10-50-2" }, "r213": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "718", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(d)(1)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480429/718-10-50-2" }, "r214": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "718", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(d)(2)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480429/718-10-50-2" }, "r215": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "718", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(e)(1)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480429/718-10-50-2" }, "r216": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "718", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(e)(2)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480429/718-10-50-2" }, "r217": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "718", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(f)(2)(i)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480429/718-10-50-2" }, "r218": { "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" }, "r219": { "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" }, "r220": { "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" }, "r221": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "718", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(f)(2)(v)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480429/718-10-50-2" }, "r222": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "718", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(h)(2)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480429/718-10-50-2" }, "r223": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "718", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(h)(2)(i)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480429/718-10-50-2" }, "r224": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "718", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(l)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480429/718-10-50-2" }, "r225": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "730", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482916/730-10-50-1" }, "r226": { "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" }, "r227": { "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" }, "r228": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "740", "SubTopic": "323", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "2", "Subparagraph": "(d)(1)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478666/740-323-65-2" }, "r229": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "740", "SubTopic": "323", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "2", "Subparagraph": "(d)(2)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478666/740-323-65-2" }, "r230": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "740", "SubTopic": "323", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "2", "Subparagraph": "(e)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478666/740-323-65-2" }, "r231": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "740", "SubTopic": "323", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "2", "Subparagraph": "(g)(3)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478666/740-323-65-2" }, "r232": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "740", "SubTopic": "323", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "2", "Subparagraph": "(g)(4)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478666/740-323-65-2" }, "r233": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "805", "SubTopic": "60", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "1", "Subparagraph": "(d)(1)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147476176/805-60-65-1" }, "r234": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "805", "SubTopic": "60", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "1", "Subparagraph": "(g)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147476176/805-60-65-1" }, "r235": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "808", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Subparagraph": "(d)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479402/808-10-50-1" }, "r236": { "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" }, "r237": { "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" }, "r238": { "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" }, "r239": { "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" }, "r240": { "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" }, "r241": { "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" }, "r242": { "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" }, "r243": { "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" }, "r244": { "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" }, "r245": { "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" }, "r246": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "815", "SubTopic": "40", "Name": "Accounting Standards Codification", "Section": "35", "Paragraph": "17", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480299/815-40-35-17" }, "r247": { "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" }, "r248": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "815", "SubTopic": "40", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "6", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480237/815-40-50-6" }, "r249": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "815", "SubTopic": "40", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "6", "Subparagraph": "(c)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480237/815-40-50-6" }, "r250": { "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" }, "r251": { "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" }, "r252": { "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" }, "r253": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "820", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "35", "Paragraph": "54B", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482134/820-10-35-54B" }, "r254": { "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" }, "r255": { "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" }, "r256": { "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" }, "r257": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "820", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(bbb)(2)(i)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482106/820-10-50-2" }, "r258": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "820", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(c)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482106/820-10-50-2" }, "r259": { "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" }, "r260": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "820", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(c)(1a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482106/820-10-50-2" }, "r261": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "820", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(c)(2)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482106/820-10-50-2" }, "r262": { "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" }, "r263": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "820", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(d)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482106/820-10-50-2" }, "r264": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "820", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(g)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482106/820-10-50-2" }, "r265": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "820", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(h)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482106/820-10-50-2" }, "r266": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "820", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2E", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482106/820-10-50-2E" }, "r267": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "820", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "3", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482106/820-10-50-3" }, "r268": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "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" }, "r269": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "820", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "6A", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482106/820-10-50-6A" }, "r270": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "820", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "6A", "Subparagraph": "(d)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482106/820-10-50-6A" }, "r271": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "820", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "6A", "Subparagraph": "(e)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482106/820-10-50-6A" }, "r272": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "820", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "6A", "Subparagraph": "(f)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482106/820-10-50-6A" }, "r273": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "820", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "6A", "Subparagraph": "(h)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482106/820-10-50-6A" }, "r274": { "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" }, "r275": { "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" }, "r276": { "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" }, "r277": { "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" }, "r278": { "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" }, "r279": { "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" }, "r280": { "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" }, "r281": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "842", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "8", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479832/842-10-65-8" }, "r282": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "842", "SubTopic": "20", "Name": "Accounting Standards Codification", "Publisher": "FASB", "URI": "https://asc.fasb.org/842-20/tableOfContent" }, "r283": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "842", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "35", "Paragraph": "12A", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479165/842-20-35-12A" }, "r284": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "842", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "1", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479041/842-20-45-1" }, "r285": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "842", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "1", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479041/842-20-45-1" }, "r286": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "842", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "5", "Subparagraph": "(c)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479041/842-20-45-5" }, "r287": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "842", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "4", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478964/842-20-50-4" }, "r288": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "842", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "4", "Subparagraph": "(g)(1)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478964/842-20-50-4" }, "r289": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "842", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "4", "Subparagraph": "(g)(3)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478964/842-20-50-4" }, "r290": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "842", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "4", "Subparagraph": "(g)(4)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478964/842-20-50-4" }, "r291": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "842", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "7A", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478964/842-20-50-7A" }, "r292": { "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" }, "r293": { "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" }, "r294": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "855", "Name": "Accounting Standards Codification", "Publisher": "FASB", "URI": "https://asc.fasb.org/855/tableOfContent" }, "r295": { "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" }, "r296": { "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" }, "r297": { "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" }, "r298": { "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" }, "r299": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "860", "SubTopic": "30", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "9", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481420/860-30-50-9" }, "r300": { "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" }, "r301": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "940", "SubTopic": "820", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478119/940-820-50-1" }, "r302": { "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/1943274/2147478524/942-220-S99-1" }, "r303": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "942", "SubTopic": "360", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478451/942-360-50-1" }, "r304": { "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)(1)(6))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478777/944-210-S99-1" }, "r305": { "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/1943274/2147478777/944-210-S99-1" }, "r306": { "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/1943274/2147478777/944-210-S99-1" }, "r307": { "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/1943274/2147478777/944-210-S99-1" }, "r308": { "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/1943274/2147478777/944-210-S99-1" }, "r309": { "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/1943274/2147478777/944-210-S99-1" }, "r310": { "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/1943274/2147478777/944-210-S99-1" }, "r311": { "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)(8))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478777/944-210-S99-1" }, "r312": { "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/1943274/2147477250/944-220-S99-1" }, "r313": { "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(19))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477250/944-220-S99-1" }, "r314": { "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/1943274/2147477250/944-220-S99-1" }, "r315": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "944", "SubTopic": "40", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "5", "Subparagraph": "(e)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480081/944-40-50-5" }, "r316": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "944", "SubTopic": "40", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "9", "Subparagraph": "(a)(4)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480081/944-40-50-9" }, "r317": { "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" }, "r318": { "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" }, "r319": { "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" }, "r320": { "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" }, "r321": { "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" }, "r322": { "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" }, "r323": { "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" }, "r324": { "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" }, "r325": { "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" }, "r326": { "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" }, "r327": { "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" }, "r328": { "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/1943274/2147478009/946-205-45-4" }, "r329": { "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/1943274/2147478494/946-205-50-2" }, "r330": { "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/1943274/2147478494/946-205-50-27" }, "r331": { "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/1943274/2147478494/946-205-50-7" }, "r332": { "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/1943274/2147478494/946-205-50-7" }, "r333": { "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/1943274/2147478494/946-205-50-7" }, "r334": { "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/1943274/2147478494/946-205-50-7" }, "r335": { "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/1943274/2147478494/946-205-50-7" }, "r336": { "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/1943274/2147478494/946-205-50-7" }, "r337": { "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/1943274/2147478494/946-205-50-7" }, "r338": { "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/1943274/2147478494/946-205-50-7" }, "r339": { "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/1943274/2147477796/946-210-45-4" }, "r340": { "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/1943274/2147479170/946-210-S99-1" }, "r341": { "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/1943274/2147479170/946-210-S99-1" }, "r342": { "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/1943274/2147479170/946-210-S99-1" }, "r343": { "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/1943274/2147479170/946-210-S99-1" }, "r344": { "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/1943274/2147479170/946-210-S99-1" }, "r345": { "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/1943274/2147479170/946-210-S99-1" }, "r346": { "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/1943274/2147479170/946-210-S99-1" }, "r347": { "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/1943274/2147479170/946-210-S99-1" }, "r348": { "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/1943274/2147479170/946-210-S99-1" }, "r349": { "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/1943274/2147479170/946-210-S99-1" }, "r350": { "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/1943274/2147479170/946-210-S99-1" }, "r351": { "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/1943274/2147479170/946-210-S99-1" }, "r352": { "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/1943274/2147479170/946-210-S99-1" }, "r353": { "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/1943274/2147479170/946-210-S99-1" }, "r354": { "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/1943274/2147479170/946-210-S99-1" }, "r355": { "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/1943274/2147479170/946-210-S99-1" }, "r356": { "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/1943274/2147479170/946-210-S99-1" }, "r357": { "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/1943274/2147479170/946-210-S99-1" }, "r358": { "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/1943274/2147479170/946-210-S99-1" }, "r359": { "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/1943274/2147479170/946-210-S99-1" }, "r360": { "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/1943274/2147479170/946-210-S99-1" }, "r361": { "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/1943274/2147479170/946-210-S99-1" }, "r362": { "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/1943274/2147479170/946-210-S99-1" }, "r363": { "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/1943274/2147479170/946-210-S99-1" }, "r364": { "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/1943274/2147479170/946-210-S99-2" }, "r365": { "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/1943274/2147479170/946-210-S99-2" }, "r366": { "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/1943274/2147479105/946-220-45-3" }, "r367": { "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/1943274/2147479105/946-220-45-7" }, "r368": { "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/1943274/2147478297/946-220-50-3" }, "r369": { "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/1943274/2147479134/946-220-S99-1" }, "r370": { "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/1943274/2147479134/946-220-S99-1" }, "r371": { "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/1943274/2147479134/946-220-S99-1" }, "r372": { "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/1943274/2147479134/946-220-S99-1" }, "r373": { "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/1943274/2147479134/946-220-S99-1" }, "r374": { "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/1943274/2147479134/946-220-S99-1" }, "r375": { "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/1943274/2147479134/946-220-S99-1" }, "r376": { "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/1943274/2147479134/946-220-S99-1" }, "r377": { "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/1943274/2147479134/946-220-S99-1" }, "r378": { "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/1943274/2147479134/946-220-S99-1" }, "r379": { "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/1943274/2147479134/946-220-S99-1" }, "r380": { "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/1943274/2147479134/946-220-S99-1" }, "r381": { "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/1943274/2147479134/946-220-S99-1" }, "r382": { "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/1943274/2147479134/946-220-S99-1" }, "r383": { "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/1943274/2147479134/946-220-S99-1" }, "r384": { "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/1943274/2147479134/946-220-S99-1" }, "r385": { "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/1943274/2147479134/946-220-S99-3" }, "r386": { "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/1943274/2147479134/946-220-S99-3" }, "r387": { "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/1943274/2147479134/946-220-S99-3" }, "r388": { "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/1943274/2147479134/946-220-S99-3" }, "r389": { "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/1943274/2147477968/946-235-50-2" }, "r390": { "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/1943274/2147477968/946-235-50-2" }, "r391": { "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/1943274/2147478448/946-505-50-1" }, "r392": { "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/1943274/2147478448/946-505-50-2" }, "r393": { "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/1943274/2147478448/946-505-50-2" }, "r394": { "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/1943274/2147478448/946-505-50-2" }, "r395": { "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/1943274/2147478448/946-505-50-2" }, "r396": { "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/1943274/2147478448/946-505-50-6" }, "r397": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "985", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481283/985-20-50-2" }, "r398": { "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" }, "r399": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "210", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "55", "Paragraph": "16", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147483444/210-20-55-16" }, "r400": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "210", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "55", "Paragraph": "21", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147483444/210-20-55-21" }, "r401": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "210", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "55", "Paragraph": "22", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147483444/210-20-55-22" }, "r402": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "235", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "4", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147483426/235-10-50-4" }, "r403": { "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" }, "r404": { "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" }, "r405": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "280", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "55", "Paragraph": "47", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482785/280-10-55-47" }, "r406": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "280", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "55", "Paragraph": "47", "Subparagraph": "(bb)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482785/280-10-55-47" }, "r407": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "280", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "55", "Paragraph": "48", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482785/280-10-55-48" }, "r408": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "280", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "55", "Paragraph": "49", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482785/280-10-55-49" }, "r409": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "280", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "55", "Paragraph": "54", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482785/280-10-55-54" }, "r410": { "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" }, "r411": { "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" }, "r412": { "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" }, "r413": { "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" }, "r414": { "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" }, "r415": { "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" }, "r416": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "718", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(a)(1)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480429/718-10-50-2" }, "r417": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "820", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "55", "Paragraph": "100", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482078/820-10-55-100" }, "r418": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "820", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "55", "Paragraph": "101", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482078/820-10-55-101" }, "r419": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "820", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "55", "Paragraph": "102", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482078/820-10-55-102" }, "r420": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "820", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "55", "Paragraph": "103", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482078/820-10-55-103" }, "r421": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "820", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "55", "Paragraph": "107", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482078/820-10-55-107" }, "r422": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "842", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "55", "Paragraph": "53", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479589/842-20-55-53" }, "r423": { "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" }, "r424": { "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/1943274/2147478795/946-210-50-1" }, "r425": { "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/1943274/2147478795/946-210-50-6" }, "r426": { "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/1943274/2147477439/946-210-55-1" }, "r427": { "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/1943274/2147477802/946-310-45-1" }, "r428": { "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/1943274/2147477271/946-320-S99-1" }, "r429": { "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/1943274/2147477271/946-320-S99-2" }, "r430": { "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/1943274/2147477271/946-320-S99-3" }, "r431": { "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/1943274/2147477271/946-320-S99-6" }, "r432": { "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/1943274/2147479168/946-830-55-10" }, "r433": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "946", "SubTopic": "830", "Name": "Accounting Standards Codification", "Section": "55", "Paragraph": "11", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479168/946-830-55-11" }, "r434": { "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/1943274/2147479168/946-830-55-12" }, "r435": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Exchange Act", "Number": "240", "Section": "12" }, "r436": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Exchange Act", "Number": "240", "Section": "12", "Subsection": "b" }, "r437": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Exchange Act", "Number": "240", "Section": "12", "Subsection": "b-2" }, "r438": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Exchange Act", "Number": "240", "Section": "12", "Subsection": "b-23" }, "r439": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Exchange Act", "Number": "240", "Section": "12", "Subsection": "d1-1" }, "r440": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Exchange Act", "Number": "240", "Section": "12", "Subsection": "g" }, "r441": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Exchange Act", "Number": "240", "Section": "12, 13, 15d" }, "r442": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Exchange Act", "Number": "240", "Section": "13e", "Subsection": "4c" }, "r443": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Exchange Act", "Number": "240", "Section": "14a", "Subsection": "12" }, "r444": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Exchange Act", "Number": "240", "Section": "14d", "Subsection": "2b" }, "r445": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Exchange Act", "Number": "240", "Section": "15", "Subsection": "d" }, "r446": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Form 10-K", "Number": "249", "Section": "310" }, "r447": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Form 10-Q", "Number": "240", "Section": "308", "Subsection": "a" }, "r448": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Form 20-F", "Number": "249", "Section": "220", "Subsection": "f" }, "r449": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Form 20-F", "Section": "16", "Subsection": "J", "Paragraph": "a" }, "r450": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Form 20-F", "Section": "6", "Subsection": "F", "Paragraph": "1" }, "r451": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Form 20-F", "Section": "6", "Subsection": "F", "Paragraph": "1", "Subparagraph": "i" }, "r452": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Form 20-F", "Section": "6", "Subsection": "F", "Paragraph": "1", "Subparagraph": "i", "Sentence": "A" }, "r453": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Form 20-F", "Section": "6", "Subsection": "F", "Paragraph": "1", "Subparagraph": "i", "Sentence": "B" }, "r454": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Form 20-F", "Section": "6", "Subsection": "F", "Paragraph": "1", "Subparagraph": "i", "Sentence": "C" }, "r455": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Form 20-F", "Section": "6", "Subsection": "F", "Paragraph": "1", "Subparagraph": "i", "Sentence": "D" }, "r456": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Form 20-F", "Section": "6", "Subsection": "F", "Paragraph": "1", "Subparagraph": "i", "Sentence": "E" }, "r457": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Form 20-F", "Section": "6", "Subsection": "F", "Paragraph": "1", "Subparagraph": "ii" }, "r458": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Form 20-F", "Section": "6", "Subsection": "F", "Paragraph": "1", "Subparagraph": "iii" }, "r459": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Form 20-F", "Section": "6", "Subsection": "F", "Paragraph": "2" }, "r460": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Form 40-F", "Number": "249", "Section": "240", "Subsection": "f" }, "r461": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Form 40-F", "Section": "19", "Paragraph": "a" }, "r462": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Form 40-F", "Section": "19", "Paragraph": "a", "Subparagraph": "1" }, "r463": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Form 40-F", "Section": "19", "Paragraph": "a", "Subparagraph": "1", "Sentence": "i" }, "r464": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Form 40-F", "Section": "19", "Paragraph": "a", "Subparagraph": "1", "Sentence": "ii" }, "r465": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Form 40-F", "Section": "19", "Paragraph": "a", "Subparagraph": "1", "Sentence": "iii" }, "r466": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Form 40-F", "Section": "19", "Paragraph": "a", "Subparagraph": "1", "Sentence": "iv" }, "r467": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Form 40-F", "Section": "19", "Paragraph": "a", "Subparagraph": "1", "Sentence": "v" }, "r468": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Form 40-F", "Section": "19", "Paragraph": "a", "Subparagraph": "2" }, "r469": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Form 40-F", "Section": "19", "Paragraph": "a", "Subparagraph": "3" }, "r470": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Form 40-F", "Section": "19", "Paragraph": "b" }, "r471": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Form N-CSR", "Section": "18", "Paragraph": "a" }, "r472": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Form N-CSR", "Section": "18", "Paragraph": "a", "Subparagraph": "1" }, "r473": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Form N-CSR", "Section": "18", "Paragraph": "a", "Subparagraph": "1", "Sentence": "i" }, "r474": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Form N-CSR", "Section": "18", "Paragraph": "a", "Subparagraph": "1", "Sentence": "ii" }, "r475": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Form N-CSR", "Section": "18", "Paragraph": "a", "Subparagraph": "1", "Sentence": "iii" }, "r476": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Form N-CSR", "Section": "18", "Paragraph": "a", "Subparagraph": "1", "Sentence": "iv" }, "r477": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Form N-CSR", "Section": "18", "Paragraph": "a", "Subparagraph": "1", "Sentence": "v" }, "r478": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Form N-CSR", "Section": "18", "Paragraph": "a", "Subparagraph": "2" }, "r479": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Form N-CSR", "Section": "18", "Paragraph": "a", "Subparagraph": "3" }, "r480": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Form N-CSR", "Section": "18", "Paragraph": "b" }, "r481": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Forms 10-K, 10-Q, 20-F", "Number": "240", "Section": "13", "Subsection": "a-1" }, "r482": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Regulation S-K", "Number": "229", "Section": "402", "Subsection": "v" }, "r483": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Regulation S-K", "Number": "229", "Section": "402", "Subsection": "v", "Paragraph": "1" }, "r484": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Regulation S-K", "Number": "229", "Section": "402", "Subsection": "v", "Paragraph": "2", "Subparagraph": "ii" }, "r485": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Regulation S-K", "Number": "229", "Section": "402", "Subsection": "v", "Paragraph": "2", "Subparagraph": "iii" }, "r486": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Regulation S-K", "Number": "229", "Section": "402", "Subsection": "v", "Paragraph": "2", "Subparagraph": "iv" }, "r487": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Regulation S-K", "Number": "229", "Section": "402", "Subsection": "v", "Paragraph": "2", "Subparagraph": "vi" }, "r488": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Regulation S-K", "Number": "229", "Section": "402", "Subsection": "v", "Paragraph": "3" }, "r489": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Regulation S-K", "Number": "229", "Section": "402", "Subsection": "v", "Paragraph": "4" }, "r490": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Regulation S-K", "Number": "229", "Section": "402", "Subsection": "v", "Paragraph": "5", "Subparagraph": "i" }, "r491": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Regulation S-K", "Number": "229", "Section": "402", "Subsection": "v", "Paragraph": "5", "Subparagraph": "ii" }, "r492": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Regulation S-K", "Number": "229", "Section": "402", "Subsection": "v", "Paragraph": "5", "Subparagraph": "iii" }, "r493": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Regulation S-K", "Number": "229", "Section": "402", "Subsection": "v", "Paragraph": "5", "Subparagraph": "iv" }, "r494": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Regulation S-K", "Number": "229", "Section": "402", "Subsection": "v", "Paragraph": "6" }, "r495": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Regulation S-K", "Number": "229", "Section": "402", "Subsection": "v", "Paragraph": "6", "Subparagraph": "i" }, "r496": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Regulation S-K", "Number": "229", "Section": "402", "Subsection": "w", "Paragraph": "1" }, "r497": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Regulation S-K", "Number": "229", "Section": "402", "Subsection": "w", "Paragraph": "1", "Subparagraph": "i" }, "r498": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Regulation S-K", "Number": "229", "Section": "402", "Subsection": "w", "Paragraph": "1", "Subparagraph": "i", "Sentence": "A" }, "r499": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Regulation S-K", "Number": "229", "Section": "402", "Subsection": "w", "Paragraph": "1", "Subparagraph": "i", "Sentence": "B" }, "r500": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Regulation S-K", "Number": "229", "Section": "402", "Subsection": "w", "Paragraph": "1", "Subparagraph": "i", "Sentence": "C" }, "r501": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Regulation S-K", "Number": "229", "Section": "402", "Subsection": "w", "Paragraph": "1", "Subparagraph": "i", "Sentence": "D" }, "r502": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Regulation S-K", "Number": "229", "Section": "402", "Subsection": "w", "Paragraph": "1", "Subparagraph": "i", "Sentence": "E" }, "r503": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Regulation S-K", "Number": "229", "Section": "402", "Subsection": "w", "Paragraph": "1", "Subparagraph": "ii" }, "r504": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Regulation S-K", "Number": "229", "Section": "402", "Subsection": "w", "Paragraph": "1", "Subparagraph": "iii" }, "r505": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Regulation S-K", "Number": "229", "Section": "402", "Subsection": "w", "Paragraph": "2" }, "r506": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Regulation S-K", "Number": "229", "Section": "402", "Subsection": "x", "Paragraph": "1" }, "r507": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Regulation S-K", "Number": "229", "Section": "402", "Subsection": "x", "Paragraph": "2" }, "r508": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Regulation S-K", "Number": "229", "Section": "402", "Subsection": "x", "Paragraph": "2", "Subparagraph": "ii", "Sentence": "A" }, "r509": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Regulation S-K", "Number": "229", "Section": "402", "Subsection": "x", "Paragraph": "2", "Subparagraph": "ii", "Sentence": "C" }, "r510": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Regulation S-K", "Number": "229", "Section": "402", "Subsection": "x", "Paragraph": "2", "Subparagraph": "ii", "Sentence": "D" }, "r511": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Regulation S-K", "Number": "229", "Section": "402", "Subsection": "x", "Paragraph": "2", "Subparagraph": "ii", "Sentence": "E" }, "r512": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Regulation S-K", "Number": "229", "Section": "402", "Subsection": "x", "Paragraph": "2", "Subparagraph": "ii", "Sentence": "F" }, "r513": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Regulation S-K", "Number": "229", "Section": "408", "Subsection": "a" }, "r514": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Regulation S-K", "Number": "229", "Section": "408", "Subsection": "a", "Paragraph": "1" }, "r515": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Regulation S-K", "Number": "229", "Section": "408", "Subsection": "a", "Paragraph": "2", "Subparagraph": "A" }, "r516": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Regulation S-K", "Number": "229", "Section": "408", "Subsection": "a", "Paragraph": "2", "Subparagraph": "B" }, "r517": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Regulation S-K", "Number": "229", "Section": "408", "Subsection": "a", "Paragraph": "2", "Subparagraph": "C" }, "r518": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Regulation S-K", "Number": "229", "Section": "408", "Subsection": "b", "Paragraph": "1" }, "r519": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Regulation S-T", "Number": "232", "Section": "405" }, "r520": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Securities Act", "Number": "230", "Section": "405" }, "r521": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Securities Act", "Number": "230", "Section": "425" }, "r522": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Securities Act", "Number": "7A", "Section": "B", "Subsection": "2" }, "r523": { "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" }, "r524": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "4", "Subparagraph": "(g)(1)", "SubTopic": "20", "Topic": "842", "Publisher": "FASB", "URI":

"https://asc.fasb.org/1943274/2147478964/842-20-50-4" }, "r525": { "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" }, "r526": { "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(9))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480566/210-10-S99-1" }, "r527": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "230", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "28", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482740/230-10-45-28" }, "r528": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "230", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "28", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482740/230-10-45-28" }, "r529": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "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" }, "r530": { "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" }, "r531": { "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" }, "r532": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "235", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "3", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480678/235-10-S99-3" }, "r533": { "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" }, "r534": { "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" }, "r535": { "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" }, "r536": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "250", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "6", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147483443/250-10-50-6" }, "r537": { "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" }, "r538": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "270", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Subparagraph": "(i)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482964/270-10-50-1" }, "r539": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "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" }, "r540": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "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" }, "r541": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "280", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "32", "Subparagraph": "(ee)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482810/280-10-50-32" }, "r542": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "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" }, "r543": { "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" }, "r544": { "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" }, "r545": { "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" }, "r546": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "718", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(c)(1)(iv)(01)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480429/718-10-50-2" }, "r547": { "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" }, "r548": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "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" }, "r549": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "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" }, "r550": { "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" }, "r551": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "842", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "4", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479041/842-20-45-4" }, "r552": { "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" }, "r553": { "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" }, "r554": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "912", "SubTopic": "730", "Name": "Accounting Standards Codification", "Section": "25", "Paragraph": "1", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479532/912-730-25-1" }, "r555": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "942", "SubTopic": "210", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.9-03(1)(a))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478546/942-210-S99-1" }, "r556": { "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/1943274/2147478777/944-210-S99-1" }, "r557": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "944", "SubTopic": "310", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "3", "Subparagraph": "(a)(3)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477363/944-310-50-3" }, "r558": { "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/1943274/2147478009/946-205-45-4" }, "r559": { "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/1943274/2147479170/946-210-S99-1" }, "r560": { "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/1943274/2147479134/946-220-S99-3" }, "r561": { "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/1943274/2147479134/946-220-S99-3" } } } ZIP 56 0001683168-25-000460-xbrl.zip IDEA: XBRL DOCUMENT begin 644 0001683168-25-000460-xbrl.zip M4$L#!!0 (."$-5I, Y'NM T %T/ - :6UA9V5?,# Q+FIP9YU6 M>3B4_=>_QQ*-PFAFE-(\&-"9*V<9D#UDG2A%&S22)9 FA;$7V928[M8RM()&.=2&3+7M8>AC'O>* [Z_9ZNJ[W>[=S7YX]S?9?K?,[YG/.]F1^97P!^ M SU]/0 $ @%76!_ _ 3H F N+FZN/6!N;FX>,)B']R _[_[]O,(P..0@BF M*H(0.79<2DGNN(2"Q#&1D]JG%%34-#4UQ63/ZNNJGU/2T%3;O00$YN'AW<](MA)__B)JXB+C:_]F8;P (-] "Y+"#1 V"(@= F(V 0@ '&"_C;@IX'8V#DX M]W!Q[P7SL#:4\0-L('9V-@YV3DX.#M;J7=8ZP 'A%#AV2GO/ 6-[+A$OJ'Q@ M=!HW4J?H+TGTM,/-^WO!<,&#AX3$CI\0EY!44#RCI*RBJGL6I8<^IV]@ M:H8QQUZVL'2\ZN3LXNKF?LO;Y[:OGS\^Z$'PPY#01V$QL4_CXA.>/4],?Y61 MF96=DYM77%):5EY1645I:&QJ;FEM>]?>T]O7/T#[.#@T-CXQ.?5U>F9V;GEE M=6W]QU\;F_1=7B' '?3+_DM>$!8O-@X.=@ZN75X@-M_=#1 .SF.G]@AH&W/9 M>QT0D0_DANI$IQ6]W8L\;;($<[C9#8:+*HR)+>]2^YO9_X[8_?\7LW\1^S>O M(6 ?.XA5/'8(H 7\)XD/SWS4.A;6X>_T-%:T6)-8,SF0%S37Y@-9D_LD0YS^BMC:D#P;H[+' MN+\N1'$UM7\-$:OFS?GJ M.6)C7Z]^Q=7#@HH:YAWHDH#J^>"'8NMSK53>KS45378016&SVKIDRQ;J\A,B M?F+X!YWO0Q4#9UU'^Q[Q>2TI:KLD@K#@2 5WD2J-SYO;2U2\]A%-U9^,'0D3 M+PQO"!-_R?83[&D<-] Z:EC[L='0Q,BG)J/&,G?=>J6)?D$?_Z(C/E32)0PD MK2+.E&L&]JQ;R3ATRBYXPEV3>O->Z*@)524NR0A:UU'E@C^'5^N/35RO^F,- M2:>5^/DVW28@>YL[BP9%EA6D":Z?Z%&ZUCX2E?3#+;YGQ-/#VEZGAXD#&9D9 M)Z @].7^PE)#>=Q6>9-7)-3GUB"ZBLPW4)94&V 20U^NM+! *^OQHZ3U+B=OE2A[7 M\.-)T?.H-Y:_E%6?/B^(AV<*KR?9)X3H^$4'Y.9!C7K+C3 M_2A2NSTUYW/?5AB5?&A),/1#2,%C_U$X-AQ^(152'UR?Q@3FL<5A7Y)5;"*? MM<^PKG[YDH1K31SKOJ-VXNF6IV=4+%PUG#&QP3=K(^;/UU1[863CB46^LYIX MPP0C:Y()&/0D^V=<^!S=9HR"#=_BA!K_R6G=LY:TZ+Q@.?MC42'EHK+9T8P? M^9K"2PQ:Z+IB2<4FA."6B0RET>9GI(9*[PIUZ!99J1V\KZ>Y>M2B*__HU^)< M#!I5Y15RJLUUE*?@)286FT+*F',(C=/>6-?*]/EA>30N.\?*4'7H""^XY?3F M>GY?6=N4A&=GG\FA*72X/RXJT[2V6Z%0F[NZMS"KZW:XR^H\=B;WT)MY+9Z" M;//85_I9I7L)A--*-_BL5&DAR%4KG\[<%:[[JMB+PI[OW7G38Y$#X5&6 M<_+P.$Q*'.3\:7XH[^2/K$E\V)PFPNV$Z;+Z:7GX_??^)*^6[V.(%UK!%UY(M5O94%\T2#BQM$XYVBY2_41*X\Q M?0>D=O3R)O$]IPY?0F8>Y^IN>]MM<1'S4#L]US5&7S;87C3/7*\B_#4R;4B< MK)CB--'IHA3B;7&D>O:,TZ-WFCJK=/.@DRCI)DYVT=3^\#OV+_-A.U33H$A(MZ [&V(2X5R 9N2Q/W- KE:-S6#"!T3C6!+/[W2UD GLC@YB UL0.HV+#^#U'7_USN-:8$+5^!N+$! B"VY*+92EE3VTQA35&:-HU5R@A+N[W8PPM M3%$_4M[".N,M/O MPL@_8T*A#*67J:*&2E^$/BW;$XB"&H%^P)H^6L!'&%*\"O['GYZ@3E)*([TB#E68"[MW?N(NJ_OB)YI=DQ 5HU$T#:ZJABR;CZ%5]$R#[[NC5 M/'Y-OL2Y5-+0J:E,9PG+9CH&5C1FJ+NE9A?XO.C(*(5P%T^H+,!K)@LJ:C:0 ME:;W8U;&6L3Y/G$Q6W30E)4UDD]A%LR+!2/ MKQBSM:/3TH*RR6KJU]J+BS/J[%%0;(9?VCF\D&5)MM7ASHM#@_@.2?)8*M$@ M?H&D3'(3Q;?$08(,2A\D/PT&;0?#W/2HP!>PU!M\R8)#08SX_.]$;6C$278B M$[#]OAWA+VAO&\\SYA*2>,=KC36[J[M$6>\&4)8UIZ2*F;.Q+!?VD\0K?]N/ M)SPF#H; M4&_CC^!\%&PV([T@"FQRTY>5=@RW5/:2<&!E_\ARR+MKR8@?44S 2O$]H6PN M5;"'6.SM.N[3U$-8L M)K!3.[HIM"+;4.MKPP2>[&<"C(#Z%<5)FV"\GUQP*MQMN97*2OQW]2>[+_9/ M@$YJ2+C^^EG;1?Z09K17P:A,Z1$Y"]%6[KHR^9BP:DG(K011\6:0^G":*.M MJQU).,?HU$A&R-A [1^8)Z#"O/*A1ZT:U[A?,1;W\TY_:5*ZM:3C7YEB\/:&A;;8[^WC_IP;6QAL]V$4*0(9YG% MA,_#Z[?FW)M3XFHC*)^&FHKT:F&H2V$K.*R/7?2:LK6HJ]2WAO@PJ>3%W92< M7A_=!$9_-37J(Y;T+RL@&KHSS_[S^!S%Q8\R5,KA3(C+M_XO>FI_<-#!@LK M,3=OGX5ZD^HO;A"]9!%&E,MHO_'-J.D>RGFMO3,#EZ54S@BI,@&2X Q-QQ9<&260-OV:Y5[%DXTOSQ0MB<8V;SZ<& M=GAILB<);2(#ND%T+%9*FXK^JV/7/PA_QJB$5M81_M:P7GR>N3K_1[3%)Z/!?'@7?2TF%[6T4Q^]D;S2FBQUZ+4>Q7V]$S&IP^5%*N M]E_JP[9PS%QK46#Z!N3%-7H)C"N:[2CQ"YH.7EB\MKB0QO])\UI/53+9. ^#>^VSV.=]WOWO__WGN^/2XZ.Z]JZU:/5U5O1;R)_(7<%U.2E8*0$-# M UZB_@'(,> 1@(N-C8.-A8N#@W/M&BX> 8B0 !^?@(+D)C&(AA),2T-)34W' MR,E,1_.0$W-6Y3 MW^;Y/_X@ZX ;N, 6>A@&&CV ?@,-XP8:\CL !@ T++3+#_#'!PT= Q,+&P?W M&AX^:D+)=0=#0,#'1,#"PL3$S7]AAH',&]@D=SFEL"^"=7#H;%A03ZKV=W;W] M@\.CXY,+N] #+0/_ 1KALHN] Q,3$P<2[L0D-WN)AP Q/K-C;-8X$,+O6[\5D.C-.OF#FWLK_T,YOZ2P=+*BK>#1B0KW8L2 MI%W@-;W/IA\,#4)3?GE)@] F>U\H.,"^:KPP*W7..3^O;":1I;L9QLJFS27^ M,'_R!WKFZ<_5X=Q41-P,9K^)89!*_,+"P6QMCS;LH\)H6RF XB("D]=#L/F[B1UC5G-:UIT[Q?6V?75Z0, M[*C:*J++A"087K5N[JPO> B8)L$!EO^FW;U/.&9['RW6)&:F6IH/<9)6Z;)Q+?IQ!,)'Z<5(YK3PR2 MS%D>4HNZ YD8([MW;42$^X]>3I,3#0Z;/[I=F%)WUM'G)UOSWRHX.@Z)V7<: M#FS%/Q;9&+X+1#NMYUVM]! E@WNU"T*=SNJ+\MQK<;XK.1SNSQRNUZW\B;.3#$&+F^%@6"W8&H>CW#0AR&^ZATCB^_]7E_10K!G+I[Q$MWRG!*Y+JB] 7#Q+"'YBW MJ:_O!!PRENDWI)X_FW@J*5P]GYS2((,9MF14WMUO/ S[FFAY7NT82S'S =;MDR9H<,^[P:V3\H_?7%9K!]\7MNNYN M269:"'=Y,XV7V6G49XR3&T>.J'5\U&\3R=3&]++U]FQFP(D!]LPO?H1L<=N, MS\32IP\^,AK)#W$JD8"<>@2GMIHWXE*MQ#@6B:SQAJ/S#$0';!2+;I94X7S ML4;,]4;"IA).;N\+MU]5>K2IZ=_BS.RMK2KUTU*, F8#-L2T7PKPS"ZVTM98 M"/^<6&[\/OP\Q'+PQX]&OY\W:I9$]Q"5BZ'1B'Z$WG[H\2 H MQPF1_O7(JZ%M9WB=\EV1M//VV 1394#;;36EGP&%^"38.*+72)\V[6KY?41KQ4L[Y:4^'6>LG!^R9TCC@U\G2XH*GR8R7_ONJ/7H'Z!FY0IRI_YAXH M3GN@D4JD^/6S*ODWP,U 4XS^1;0FB0 9MUD,PM7-IXGH<+;WVR4UXV7#'-8$ M743OWWHTI9S-)]?-UKY@P2A/JO93[B_Q,RUQ$U:W6H3W*ZA;IJL:+#XVD88V M;[.&II^/KKKR8S A"D\DJP]&Y9O!(\J&A\$J.SHRVZ[;S@"(>(T=C(?>#:R M6JAC;9WQ()TLXU*S3$=M[\2Y\G^O*1'V:\?\'=MH,"$@8"WA2X6K\(D]AO M+2;\L% ;)Y#WVR@Y<33^\1<)98.Q,KW%*$$*$-K2@%]"6674AXW1X:[X??JX M2(4A]]A=I^J6WS3/6H2,Q/P2)%3WUG6_5[Z/0A]_T0@]ZTDL=[$WD8F_94+! M_75K!?OMEF-K(K%L4CDAK\;P<7E7%#1FA_"@+D->C-.8A"%T$NR?]R'U; M* N!-V"?=.3X ?L005(N]9DJVXF]2W8W?%:7Q 4'$LTH\SQYLY MUZ@TB@.%+ 5*S^8#/?24QVRMMRP6JJJF V]7GO ^B; MX-%&T0X!Z*,TR0=O%[CY9-ZB[B?E+HK)P>Z=?.A+86KQ9@AZ&J&]D79%5DB MZ :O,V9\<4@>$]'S*] &PPPZ=8%-=,(JS$'V$,- M%F7MK?3AIVU.)'QF1OY)^3\]#PJP\A_&SJ:CENA7ML >5^FOYB_NE!#^'A?&ULY+>$&2@4F.H((?69>5-:_ELO0A+'2LI=ABUDQ#>:UI8F9+?-2IR4>1(=2!+*7V<(;>XS[!Y%L\Z4@+ 2S@NKG ;>Z!G> ML7E88YISI)@--8T]?63XPRCPFH!?OL'(B]Y%

[B6;O_!@.RTR/*9++N9"?HC M*[ZS%T\Z^N@^&+U3*%M@II*=S>-#FQHQ)XOQ5^"(^VZ75,7 0SWM60_^E,7O M,^U&ID T>3#RJR2 =D-
#WU&0T_^'[[2G%UJS.Y95SY^>QH9ND\7U[S$5==EXKXK3Y" J3-)UZBW81#H%@[]*506U^'1)6^'0EECAEYO(M:&A9R).'&+B#S6B:-:=3M\223G[\:-%YP";O/+-
HY]1W;=9(U4KX+IW] R)N MQ8(MA?72$FM[(;CIK(Q<99=24RNN?ZX 2=M3V ?B3W/&'B(9"X$OGR@S>+P- MS28B3E6MZ=V;D%.?JRGPFIXE?QZ"
<5U4+'XP>IJ&^X1B_5WT2K6)[:I+4D,E#\#[!_-54%]>5U MCN\A/HSY8'ZM[EKQ(,H1"7QG'EB'J.DU "5Y+WUJH0-R6/P=O*IU>)IB+OT MF84 ?&4NR,![M+LB];S,[KREE@'!![,
<1P*V]UJ00(!QKS2C"TY)@IW\GQ*F MB+$*Q)QN"!*@[$P*E#D@MA!;B#J8Z#ZD/PLZZOU3!_]G2>J0-=HAM\[_B"G$
M\%,T^S3&0*N"D?"BRUQWW2)H0_J8LD6W6JQ$/^R="Z%J@BT2."AI/F0X"P"/ M#H/'@W;X'|*U0]8@9F+S2."/^9"27$@%>,[\B>W@/"5AHPVPA+;WG M.3;G*
L85%B20T6]1Q4K8*>:LZ\]!]J]!MWC$Z[1#KA/.$ MMJ#+(=6,Y @H)<\K-'AXI#87#*L&_SM26U2;T' M97N:7O#/],?1D-&I7M-
3K1,."4DRB8Y6Q!#"3QK598['4DADK'@Q3PS5I025 M#+;C@?U+E-T[.E)Y_N\0/AS_+_] MP7[+,!YU\6!ACY0&I,[9BKH .:$$A5GR=4)1%RR[GT6QI,57Q(K5.=O?0"5E
M,_YI1F76D"FESFK!^4%&#D>P3Z'&(5\:IE IMW4&. MCM;&QSE!) #J!DU26-2H/?2QOP\KTI 0DOWL\@L==W8*O#8LFJ5.X@+IVP%EMXUPS/9I?9,K"HIK
M1@ZRU)E_VL:_TBM-@,:')RN/8@1T\P\S]9:D]ED^QQ>%*%? \?W\/C)>.Y#Q MP&0-E6;V9UEO;=;&YH93/R> L&2S_J<9CNZ^%!(*8D$"N]S%E7_;$:T_]E&#)M3=-Q=,
MPINUQ8L.G]]PO^UH._K6;UVY3>57,91,MVX[Q@]!IO@>LI@Z?'Z$!%:']19W MOC5K2=KJ;A6Z"B$!4<[:S68D\"+H2$.,&@G$1^D>SB*!/$GO2)W 4OA<[;3A
MD1W"60/3ZNFM[WNDV$AC.K)TV M/K) Z4("%\KN?!K0-OP6I M@9$ _OU&W=V^3<09;'\)1>#$=-[QLL-O AKOV43PV(+^T0MKZ-P:/MNK^H-6
M8T2<#RG*T"N]D"N4R/3:NAK@*!)7>L%;1:[\%WY" K\=Q35O8@<^*3EYE@57 MA(N1]P#M#G4H_BAU#F<<$)8MU;W)?>,>>-,FCC2)EA#_U;SV7[UGY!F1P8(
MY\E+CU)G$W7!9Z]T@;>*S[A1<-:02[3 YS@FDC8)5SN#CC3=R5&090F_7<:& M4914WOV/SBM4*_.F=8]7G9" !Q*X(&UQI';!\!<$!1_%MJ;3-0]?@5WI19%" MD%[B'Q%?
(A[@QY60?D=Y?'@K[]+\.MB%>25G;)>67)*LZW=C'_WP&JOWD M?#N@=A.U"G0;:G>'4)LR&A*XN,5_5TV=EZ^]H7_:O*P\C)U YLJ:+F:YB,! M OO+2&"K].QNPOX?
U#)MHO32'/A4"1DT^TM6;[BD:6=OW2P.J7^V)#%'6:O$ MJ]??L.M$>K,E"(SWDP=$K28I=_V="K#()8:R(:[[VSI3E NC'0,]\'XE3Y^H%#P"W?@P'<
@T0L5Q]@B3#:/DX/NR"]%EFDQZL'0 M3G:^K"UN #SMQU@LNJU[^E#.JO/@9,),G-CXA#3-NS2^N^32P2T=X@0I&WCB MOS)^+?+WU 2DA!UO6F H!+LV^9.U+'<2$L9&?
5VG)G2@G%?/X/QJU[./D<-I M*,+;SE[BM'>D/\AA.;T[W;LQPA# Y7&>9_5:A".Z=DFZCZ9>E':P[9\H&D MTL"Y#ZF6050W*PST$[T$%T-
T[',60GCD#M8!F6>+EI_%I9AC@WE2O%M^_1KT ML]#""K+,J2E,DGG*((FF_5J1YL>SF)6/4+LC-%5L_$9&X%T/U[ZD.<[R M^6/X8_IGB^PRN#;ZZ,XI@/'>K;4Z&/M-[N)K:<
M2AV>VR U"],D65Y*N:Q=2 9.;8U4ORD2>!7YUN5><5UM=?#ZI':D<5 M47>%=/VP_'>D6,>X0Y8<(5]R"RO 'Q-VZ%9T-X(6 M6)?/9.)^&)F27"V\KK_[ACP_TO;U_52AASXYI'-
SG^"P@].:7IGL\Z]%$$(P M:^U9]-S2.^TZF&O'Z;5$GJ"^KV] MISL=_)J3(6M/^JY/XW'A^-<%/@,/Q>6SYH%G6IX>E7?2MI!= W+5N\$VP0!I MIN4,LP&=8\0L'(VA0S'<8=/PI]
(B#EM@#0SOS0L6N-.Z'KS+.-1@-Y..?&LM MY=0#^O'@AYG36X:'X<)$6:1)OG$I%1K0CR[>\U6 A"VZ=Y>=_Z)G-VFUY1W$ M4/RRQL.:PL?
IF004@3;+NWCI%GE^YSP;&_AF!C<>+3[N^X+W*Y,5]E3Z%3RP M7[.BO K>&GFOF,]S#,]F#D18E9>)O]_)W-&4;:SI:*WJ-;DQ7E/NZ^(@1:O' MV"9^7%2V\?
IU;6/YP:\W;P5"Q[3&FS]^[BBRP]N[,+@9MA4YP5O1!]Z^)GT7[$6!;:U\;UX^'U7<2:$ /S'+4' M&LZ7+[MUMV32D)X<0X+QTNI]<; M,Y0:%<4J4$43;VZ=YC>"[XK*+BX 0UWQP]:
2V9B2)QJ,MRJQ"M;Q&G MZQ..Q7CN]'&9 @KLK1:TG3KC%;L>Q!V_4C*ISHKP!H)M1F42V<>6=>Z"%)D6 M<>7;S#'&\"Z*\&;ZQ+CD-A)&5;WUPT
QWU0D\"Y2(%)&OR14@^SQ8]S5]^/J MZ%3I*D*9\P:5]TVS65J.^KIQD&))LF&*#;$JEPT1V2ZZE: M/Y#&BICX3HC1.M>T^>DG=000<2"H-Q3%5N.U-
)I44?/H>V&SD6WI02C3G.SM MUQTIDF76G<.$A^\Q)BOE*$TY4>O\MH\MY"9D3F*@=@+-;F&0YL*W+P7L0]4.0)5(W5&#<1(!@+U?!>WC?4#] 5):#A_X7.N;4;_1[!]A%*/5^ M2.
,^U+_"IOT*88&2K\D$D!@0% GME(H(<>": @$E 0T0//@ZX()5^9KW2+ M-R,'O$9H@O"\A4K5""Y-N(IA M6$_*3L/D='56U;%"BK@ZY,%]?&Y?,G MG&#]H%?O)
<^^OMTCXHX23-8@VA.PK'W"O@WQ!E#Y=0YVC]Q!4+2+*]ISKTC M:?O:$XS_./[+N%=3=RMP%;:',P#YS>#*;,FZSJ3BVFF:(22P1)P!^TWARGP_
MS\|7%$1R4*X!*Z&\:X+R+N2JQ"T, 7@?:L$[H!+W1+$OJ/O1C0 E-\9,+R>; M@X_P+G$ZDHI1_U,-PY8(,U"VLET"!:S6[F$/P+90R5%#1]%^/.$,P;GS7.T M$O
9%LK=B!LU#@B/T2 $.NKVO\$V(DU' KB3J 15W%(:=8]TSUA0H-:H9#11 M(!D%FH< Z:!%2YJAE-W/1=&E@J+HJEW2O8)[2]P8]@F(AYT)+4_=8)A#OG- MJH)*XM9DI;-
IY6]P%.Y0#0I70?XW;B5J0:(JE-N66HB:?B3P,,\X[_X1=%I4 M^J'7H=) DH439X2RH*XO'I$L0ZECWGZ'CHJ94$@[* M ;22X*R$J&"9B'[1$]M/[_VP,6K+;<>?0^#P??!
(E50CFY'0DB5I8EAY ;'KX]ZL49>N1CHHA!*#N4V M:\Z34<&/IN_,6'.OB=O>$HM>U]ZCQ,ZA'OIF.5OY6$KCSJ@L)LU/NL $3AR] MYA?WQ*(<*PGC8EZ9^
QT7@]/#'$Z=B"25H(1*)LYX!_?LF;G2]7(YF&_@"I4I17*'Z0R7P#K3:['W] 54$@,I%15.G/@X+Y4H M/BI4!?O0^6\7_UH\CJD2B'8Z#Z(I)#76BHR4^>Z#^4'GL]5TRPJ$';I+'.).
M0]\PZCCO-4+/O<'*0"4ET_1:M)PVFN_8DEV%5X$ $**+A+:ZWCT[HMWW%//+ MZK2W?9P)4GYH0*O3N-MF$%!<'6YG,:4G(.^*AQ+N!>MFW^S3)L2^#YB"W96FC]
A\9=:FI8V)9,2) M)!C! PCC?#6)@:0/6)]:R-D4J;3+=V7>,IJ48;[9:Y93/Q-U;6*PL5TO_LY5 M=J\!VW9ULY%U;L=&LKIQSBJ LTXNU$\0,R1WP-*;S@[!O,NWN7;Z .U _;6 MAP#Q-
"9Q"PF$LK&XS][1GE!,UO@1::5/R+ML^=PA=K*++%)<=3RQ':.^>P["6B;) M5O S72PB?3RVVPCSO8UK)49KD^(2Y+8:2U(PUL43"N-5V/9<[7X/C$%3]3-J
MHVA&U<'#$F"9NNF0"&6%@H';,/*;9T'_1.>]49M$N>H9QH\G#N)X7%38 +!_SNQ MOW1S2#6WOU"4>SN[8O;'>5;BX"O.V173\0L=!#K- [WEEZ(.X&=2LY?:4"-4
M09>\;/;Y^=C?QBMJ>J6]WTC(N2.X(5]1H[@HM; /B6,BO>.U8?WLN/>B1U82 MX+SHI/H\@'@3KH3^7PU@AG"/.XFRHE 'N-UF]S+-U7N@DB#?RP>[?S:BY%5) MC(R3'JQ*U
;Q\U_9:C1?KU8]XZY,P0_*2 <#CT1[QAZ,I>R6!X^2M<<4[+#3 MS1BY"-I666[C9.YE^1X,:#^R,@GJBI9O^EQA3R.3;LR6Y,P:G_QU^>0)&^<7 M))"[M$T-?
SR4^>!^V)TO6LS99&SSTH"13P_::22VZR(UBP5X2+P;,<,G_^ M9%1T<"!@X\7TK_*LCF\'?LE5)+TI].7OSTMN6CH>9-@S0+5X=^W5T(2I/QO)T%%E^<(F05_
MW4"4HS"N'&/'@"O=2P@5B"<@FD]LQD/A+)E_SSJ!M^:A,A%)OEM@E/EE9O^ MK1[YKRI8!#OFT2,-P/ 1DL*\!W5,B%1K:!44ZW1E8-)SE[-%83(LL*[)L#R+.)1\4N2
M:RU=0KGSUMF3$^E:&918TRDDZ,DKSLINW]K79N8FQHXIZJ(ZJ.R68V>*#X(* M'F3\.E,52XR*X1OU+XU17:$XF,Q=?BG)BMU X61\SMUD0?+8=UBBL")0G7W# MBB^J"-
%=X3GOI%*EE]Q$I+[;_02^_R.20H\DYT'GO\0W*LZD_Q0E=C:3L+/UL;$]X1R.T"U_$Q>RY88. 4HM<6%Q":=- M'>W^JDW1 YDN'W(/5%=Z/]QWYJ2OGWYA@?R#5/#
[UT2#*S_W:$MXA%O@2_41 MOA(TN)GAL:$]*=<C>);LMO_XI*%SZ+A0\60)$I+#.N].W\U4YKE/H:"3XJ^W*? M.F-K6,H=HXYOI5U& M=J?6N7.&sepGZUD##=AA+
>S7NG!Z@X_N*6)!FQ8= ; M5)8PU:B[1^;'.+^,Y7\3R,-/\L,IE*Z\HISEBH":3Z^D]PC#!&3Z_M;P.582 M$JBU1J6;_V"35+\6LI'_6A1XDO0IW:) M^_>L;RY)4?2LS3T)6PF.6@CO&[
IU"8Q8XIRQVG#U!|Y'^[0%>V5IJ<)^@*9 M%MLJ.\>F_QOB55V!C\G$WOU#6/J,>9(,E?E]OW3U4P2'Y.66DQJ "HPR>G_?]OZ+=*^@6C,;<7UP$%1$)0L A@GA0YV2-C:$ MJ57=#
[P$@XT^_7%6YI9DTF-?4@H7FHD9[>:5,.^5RBW,^*ETOM#,&-27B\H, M#0X^V>,[ALP,VPM-;@#OH8U?%;@>2O><3G N.^*]JB[P2RI$2,8_J3&2SA M:.;1INP,J2LU,_OJ
$[YS;'=LH+HS]=2Q]LK)RL(&IIC%?]?Y[]68?@BN4 M =93"5:7UZP#PI'9#^0MS0ZV+:@M7P77LW%I)+%4Y2?QEHQ[&! MZNA(FEV+?'Y;0E60 L(-N*<%F?75MR\XS:>ESY
G%U0%;FRL6)34*A;)>;_D MQN:>!:A#<5[4W&46=BOK'J85/7S;\L M$A4O3>.T+"4EWK(09%]%J)4Q!)"/S?A^X>$ANX8TR3X!M?_T9L(_VP'M=ZZ.^SFX/UC)%"(MRUW M]6]X
F[OT@!4TL[_GY'5]?*1&/QRM MOFT.B>8N*:./L/,GH,"6:2'G3Z^6>E=I\CZ^4:&FQ$PU)?X>6T>K2#[NN+2^ M7?
=N9LX;68Y]PTJS1O$0C'D#A)8EKJ[89X#\9."Y<'56TL3D^(.GR_;,%N^9 M(($.6]@38,DO"*J\=8^3?^:H6ZK)\Z$CO.@ZOSB$#&<2KB9:G;IJ+8D\CF&"HO=O'TK0,"G55P?
MAE">G?3M]\=>^-^ADWKXX\T\#03C-C;TL+0\.W(;N6Y;!RY[U-V5L^&PR. MO#;XN-\=@[_L,EQ+B"!R?!8/HZV8ON[?$*=DS^?KXXQP20;//"SKM132X
MKTP@7<6Y)6$6:9]3:SY]^JD31FWT(7%UGI$TY32[?7XM?+R_MA)+3>-QO(08 M;N@-B:WX9\-^:6">S,;T]+S)+,[@)#$SL&/WK//74YM7OOFAZ[?_#%595]?
+0IA(&]C[Q5@T=MT?[YLA=1XV38 M@HM702]4>UR,.:XZ_;/BXX A9A'FR3J9U"@,T]G&C0C4OS_G3*F03]_TMV0P MF[5L([UOP#CZ:ZZI.[B'V.DA$1V!
<'A+WW[M.E7(S8<%UF6RLU2'9)AWF=.X M\ URW2J^VAY]&:+;'F6(9C9-EKC?(;#1M1T4)4(DO)\I/;[* M&BJ28M67P%2P,R,H0^U,9MU5R:J@?K/\(B4G[3]:J=]7Q-
/YV20>:C_Z;F]B MP&2;M/=*AOOZ*"1.US.!0]OT)")]G>#@UC7ZV.L&_+<.W#;/3A11\;S3C9S" MHTX?0]FS>;YPMEJZ>*MD1\P6T8T*^@FR2&!S)/E4[!#AQHP*=L;? E#A=M*Z
M*^!BZE+Y>5[(;M2_%('#FMWER'GI_Q[5H>(7?X(&Q,"0P5:0KM7DQ1^IRNK;H_UP?$O@WA0[@PS4DX.-&F7OZ MOL/Y9#!@_7SVN.\5]2+#0M[:Z=3Q;CG*!),SEM^FB02='L
:OD5,3DVB*I^Q MT^;=Y$_N/<=9%\:Z;D V1RZ.88HV88M=LXCSA*V\5(>RPZ!%]0/$]MG2 K&I MZ^ 5T$NJBS8HUMU':GU5E^I<8(Z(-W8XQ6+F?T<,^AL5MF6="XZ]-;75,&$A
M[U$P_V\WQ36?GT*FI2\|<3P.FRI"D.[E7@?)DJ6N7R>.00)%UK6+;2AN]X^@ MYY_=4%34P(?+M0W?X@*FVG6C*YW[RVH//^]F+G(N=H!'RJ9VYR_8?4:9W_D-
M188MZ'1O:EI7\6_NM_/I_@3YK[0F_/W&+^<G(<,&,IV#=$'6O#IE"))MX)#.5 IUKA M^Q<\DV,Y71OXV@]>9AG8ROY"NPGS<4EH%"7:?+C5F+I#OE@1VSE/FU$.8&PV
M661=4('$R5[44=%R2V8KLI*@YY(^?^[[?S3BRQH**GD8U)?ZNV*[4A%>)#87 M5:PXV5(2W/OEGV$PQ4A-.1OC[@IN"U^)HDJ1RSF/B_K3R=_YW'._8-
7ZM!\4>CZ!F_<#YB%GBVBW7WYJ5OKXV7Y M'8S%/@P/T1_13E2H*2=74+R$$87G3$?)="A1*?EV:'FU.#RN5R?YA-A^E9#N
M/FPT_OE;TY$OQK5WDN!P:>YU\N8^'SB6$IE@P[8'T(S#L)^-GT#PH%!;GKJW MF;WSKL.H;=O8ZYQNAODYEP%;1X5TN")WSD!A:R'?HT(RXT<[SFZ-R^VTX1H. M^-^:I4(D*
RH;3*#Y]:5[L,"GI=_5I15R%X&3SQ\)U1;YE!/-M7L+ U6!\# MIG=D\!()XV%Y]2+VCS^69QIO6]CC?"Y1\)>I??7S;?UJ^FJO?B MDJXATVE4GAHK+G
/MO;0D;_]46I2(QB[R>;G=;.L##/>8Q@M4E9%Q1W?B[.7 M.K=@P]:U1=)8UWO1C&,V):ZM3!_&CN.O'/18MR1>((0S CRY60]]1W9H/^ M#[5^T.-+R/)3#4NV'HCU3L! M8!<8X?
[SYX31-)Q'SX!<3!U+\85HH,29>9B&>9Z-M6/?R'D]J6.ICZ5_3AES MKD1;4"/#9(Y9O@+UX>[3JB?]ODK"UV^HB8VP*O:#XCQO87(3Z//-DA]+DR\? M/Q-
KM9S_A.@F:QB#KY%SK 9IQL"]/O3A)K]]\Y'T$Z"A@BZ^K& A;T*"7?;Q MW;M;6&CC;HHY"I(ER1EZ;PDS@#Q[A*$U>V/7/I?QPQ#$?\Z?%(C_D@Q>$3A
M*0E2TUOXYP+&JW5T,_^A=OGVU>_L//$?XKJB=\!6AI>?IC4C5N5A\F< MZH;Z,>-$;ZU=),9>:'_X.Q>R+9YV)&8MW$8&]&R2*T2,),8)E.HU4QYV_XX MK3V+%?
LX',.SBX>W2]1"ZN!4[D,KS4C !WNU9S?LJLST@M$0UQ5+[T9V)GOR M;9&#UV\Z61U-U'PBCEJ2(A)67?X9YQ*=-9.IN!DSRN3)L1C2[S3YXO[HPVU_MA\7TZ>?
TVS=;G0X>895'J+^WL3DM!![M"$Q%?[-IPGG4^\R4XD9V(W:T+Q? MOVH#$?@R'-5LN9ST,Y^">!L8?2$\;W=4CE^&[81YKWN85JZ1N75$5S\U]"HO
M@X_<,=VZ_E'.5TR_2:)MVZLQS9FRUBE3UDPTM2(0+&!OK+_[2A6_C(Y$"(? M(_!]JGKY*6&,K!W/XV@&E[56@V O6V1\OZ]LI) ;:-DF'.VQK:0H1MBPB->&Z9228#/.T/P=*G
M0S>R$XLPI05M@L+G(5ULRDUN FM5&KB?<9R,@M""(%R"B[7T.?BF:IT09RR M!OFV,O7,6TFK^1;C]5*^QI_";%/:\P2=% N7BN!ZJ*5[OQ\S1WX?1$T\@ J M?!P8X_PIPNCE"
[><#X,:A0);KW]B#-C!EVA'KV$S^@I0>;NV$3-|.>GWYZ9> M8!3]O!#UZF@O'"8[5(^L-]#YZK]*7R T6]]^77R1N2"Q:]LV7HA MZ4&3O%;T04!R.^N1;K4T8 -?(<%5?
AY!'V!H73TMSKQB%CQ2;^5?T"10Q'O= MZ;297>Q=[(Q?;KVQG;=6U2G-_G257T?)$Z:TWM/N">QQF%^H[&Q^UM9X)\VZ M5X""M;+)&]LOXDA
K1P<=3XI^KG&XCP>S&^T8[!+^C9KG0*C!RSW\16'LFFJ MS U*CC%T D"+0I#F:%6R1R,2535Y>179UQ[MZ/X^1.H<0*SK;#51(347V^'
ML>0V=OZS6B)UWSH9A.=>;@*7O\L0B7^<26)]0@*#>7UQ"D'GFN=W![&S+J+8 ME2"GM(Z9=4[9&L=[RWQ9M+W2-L,U;OARZ?B'8.L*;)#-/E
MM[RP*3\E2E]6L$Z,CG7E2]L>UY:C,QM2QNRN1;_S\/ZBJ&*>7+@IO:B&L2^4 M=1-1)H,X[(IRSKFYOF@B"IM2:TZIG3QA#-C!G4Y.BD%5BFTQ-<+/+Q>;A4:A"
M/E^D>:VY<>#831,7"SO9DS_,G?0B>II0X_\%&%):Y5]+(71SL.JG1]*MM H4);YI'84=8J7WZ4N VK9-&)R%_1>!/4@.Q G_87;\K;BD MD,?Y9$ZW(SZ;82L7O&-
=Q&%@>+W-;1XYW!@Z9OZ\:--GUG.P|=M"-J-H)<& M9T*+VQ#-VT-&6DYY)M7O8;%;.2&);T"G ?MU1ZSO]UH)#&(;QDSR^CTO;K_ M^\[C\):.1+3 UVH#]LF3A->L^&2-*K\%-
YN\+L/DXL4F2L83F'L#Y$K0=,\J M%/=:K[L.6I0OWH)^U7[@6>:/+O9L:I[.;CG>#@H&M<]3U^3R.XJGEBN1:U+<_[L$"*R7&V<8.=%![J.!O2'Z,8S2&=.,$ZN=,W M)&
(1Y1D*4I\U#?>J(S#T[B]#S^N5--[_MU/OJ^*?BT["' " K3O$L:&Q&2(MR I(/A[7E.:6M(#IH4H)T7[$,;?R#ZPSCTP/^)0Q[-:=^*L.ZWR"!;PK@
MOZYH^T0;1Q0+POZC,)^+S"S&QD5B3 FG.N0_SV:'BZ5SO'ZV'.>K2;VGHSM>1@*N PD_=V#=1F>90LWE@W#-R[JTY018+$2HP@U848M1.YF*0S2EJQ/3?
1I+C+WE>/'3^L^>45O%XK3:" M>GN#MLW-?Y1-_H\.\&^4C,5+$A=/NO_H0#2'(5SNS4L_<'E?F*!??!G6LS+3 M2,4)DAG.8W379E%Z8=NC\6_,,]L+I.
UY[&PQ3R$B/0!*J>/KSU:IVX1C:T" MF69-C30CG%'[2S',!'R\B@0">SN\1_ZO)"Z?):DCNB"[PTB)CWUH[AT=$)# M6"CENUP)28U3YE-
8*M@0"5CO92Y([A26D]L]:PCPMW"SFO[@VILW.NS$F. MQF%C@SYW;T5,+4N/0,;.618DVMH&5!,*864GT /% R0@)Q1L6TA^L1<5[Y>,
MVM7NI3N!U]W#/S^"&]JH?),^U4VEO?AB>\]&GY2Z QD]9[G*K M,1:,VP0Z"7JD[,2MAQ.9<'N\EN58,6-O!2;L!D*[5E+&>-/ZQFTY[_S7Q-"] M=$EK @#W2R 7-B")0;YF-
'A@R]:!BJ]L[_^O&PYRY'\! M4$L#!!0 (."$-5J5I <:0PP (& - - :6UA9V5?,# S+FIP9VV5 M>5#3R;;'?R%A@CGBGU&ETU 0$D<5$D; IDPE+H@%%Q$&4=!&4&$&4=U*A#R@(:$20 M"(@H,
:0G0P(*@+#(HB RJ!0]J($1$0-1.2^"P#-]-;)W_&>>;^W_JW7NZOE5=?4YW M]>?TJ=V?!]Q^"$8_R'V "E!!#E (SD]>)/Y7@.T #P@ #X 0A'@>, 5%Q<0EP M0H*(:,SMLGLD9-.1 MEI9!'P*'?
[U%':FJH(=54]^N8'MBO;:RMJF9PS-#8S *#P6CJ6L?M0[S/8*Q@D-!Q62DI@49:34[9 J:$L_F,3-@+R$@ +2 .#U 1>1!8'B1L 9 !(% M_<. ?QE(! P1%7D(1*3_0@#!I
(6%85 MKVT;3\ D1=54#4\)]9(M\!7H\",KJ<\EE"WJFB"._4N:AP\%Q0C"=W]PQZEO9K[M5#::8&30Z:S/OX^OE?N4H-@D-"X^]$1>?=G\]J7U==N;]HZ^_H%!]M#P'Q'.AX_3 M,
[.?YCYESY:_KZRNK6]L\G:X0 8]#_VOW+)/Q@&;N\]*(2#&&P9B2E\]9]7X3J_ACE5_C&8*_M-7!;PRV@!Y%K!H\(T-^5S'X\(M1F&?2'9J?X(?GYG ^_X(Q?2UA^?V1FFVC6#^#&&G&?!'N#8XB
MF^N440@ 5AW5%+@E4_/9?]L_6KO(!&L_"*1R29B^@^O].:13_V(_/ +@T+]T5 D.^5^"XP%1OZ(A4Y@OV%7WK{'%~-|]%ICGK8^9MFGLOTSWQ5V2DFB^& R*O"#/-[@'O5$L#!!
VZK*-D11BKUE@S]LW++T2AF'3@GV)<@Y84W^GFDL,S-CGJIQBA3WPF]?<3[0 JVLFU4UBW]U^V4?)%X2 LE-J:LA>Q_F@ M*E+)2*1.+Q._4O*P-KY-
P^#8)FC+OS/2:'%T5QA)9T'+Y/[S6U%=V5A<.#%W MD:F07S7N8'VQ_?+CA%D#V^F F^Q(B^(YA<*&:M0-CC?^P;XE07RYB;K>+8KO M6R8=W;Y3GTN8N."J=\7[A5UY_JG\^)]
M-CF1*5LS"PTW61&5M?&\CGVUP>.P-PC9"G@;4;E\D+AI1:3KJ-X3*>E[DIQ M%JF5=+(LHZP[!6GI&2ZH89T?*&^-?T -MA.1=>+"YIL3*[JRZ4?OH*>(MOJB< M+N7VP"7\U';A<
VAD01[R_9=AE4,NR8"[S%$>)*9=ON,A-I87/&+5D?+V. M$+>Y-(?=^Z SS7T[WX5ZG)?7I[(UTK7%E)3/RSOU_22>$CK:)/U8L=^/DX/W^E[@#,)V MT?
X@(<_B\!"209WBZTJ<6MI5N[N-JW!.E%;OOE>\;;9EQN_\7=&W9/&=!9PS M5XO/VG@>'G4YWXN#UV20BOGZ@X0[O;F,>JE^8Q*Z(?C$F'R"TDBG%]DK(QL5 MJEJ25$6;J-
Q9Y!LVU77*!9$7(0TCN&O9W_DH4>ZSF)T+SPO4[=XM@FI75S_ M/^BANG;BL1#0?RH$)I(2A/C<[.LA4-D$==05IL,;X(:#Y"H,%1 */]-8>O
M.&KZK28,YUR8C=SRR>6:QW6XN9W^L<_N,C;XJ,IT=DS]Y,F*9,?^P-)SX//R MQ;*1,M7^] ZJ.E9EV@^8>3CENK*X79GSQ M*+|K>"6-<._VB\R7%=\;WNLW?
&)'_[$RR;']:WK6VHDM!$[1$K?N/_C^_*]U M-P^YR@:,;G^VCOUOJ\2"#>_"(QA1:5]74K."!TNA61D$'/R=OQ/;1':^'OUA MW2?CG'O<.R/[1@&U10@T-PUB/['ER\ME1>\1B[K>
B!EPT\.98>Z[B4@V)L MD&URQCET?V$JHLH\9^.4>0&?-Q+E#*._K=]9#]75ZW?EK7:(03>4MF3I#,3Y1U:FB. MUL="IUM_2E1()H2V6%,WU]8.N+8F\J^L04SN?4!0C"U
V/NSG>J! M=PY>PQ>ME7EY!'P\XTJ5]II?.C07"#IJ:S79*D#&7;+*J_3=.-(3U<>#0Q?W@QJN:L9E*l8+=,D1# M/,NY%WW'O2^2A%6/#HR1FZ:>5B0=%VIJ>1=N;'=YW;
[E,A*J=A%(7T&EP(SKC M*=J(PF",K2%,G9X-_M+'91]],VY+Q21,E TE?WY9-IM"^?2^LRJGKB"-,H<+ M,2X]N9;;8-GHX@&MDB0 M]AK]M)*I[>T5!ZYAN?54]>;
[+I(]20C)'$[UZW=Z^1]E-I&Z/&S6Q*D]*&BF UDT91W3]O'=1R, M1)F)@Q&.;N\[*L)(0#OD>-$CW']\)9V:Z#<8?V:9FODDE7)09@P:B/V]I/K1'% MK*HZHD"[N"%YJR;KLQT.&
GB^T5!K/G%%!#_H5%)2TEA($:-HT%H^$/B7;,OTS:A?'QT/DY47$CA?ZH,\9V+AE3G9WLJRGMR OI7Q0Z,.56YN]!:8JUHE2">:?XM! M&^0$C%#]FPLM-A#%PF>
(+#3K#6_7(078#R%C9!3S-_.=;K4+OR?Z35F$@"L$ MY]SJGM6?:!4"_]X?G$7YIMQ0I8(ETJ\$MW#LC56$N^[#]*Z+T3-YL?=6$%^> M]5NJY_O5NK7_8?
U*0';LGC:'LI_LE^L/]K0%$\MKU=_-5P6>(+2]_V4F!;^4 M$L?ONN@6"G9*!5,H$/ +I2L>)6)B0",M#MZJ>\'V64(!7B\P>=LY*9DS^!NR M?L#;2] L*@@KBN9X^&T(@>3.1SQ^
^?,!;WS2_"S(^9$F9@_M%0F9>:7EB? MP O%_M@-$L%'8'4IF3>-?5WKX("I(+W(EI(1M+?;+BXWG5(ZH*\|< O;M_DPF
M9LOVZDEX^GTR^'9P]Y8Y<0:N7VU;JW?&;#B"2CKL%2=B3;]ICDX$X5OUX"D] MFGJPGT"X?TH,2__ B)8>;X4>?,.Q*DYDA$ [%]=C52LEJ47H[BN#7MP4(7"K
MO)S>ZYKJV9&HF7"#&V'OWP.BDU&E77]^#_^'9(7O_PY02P,$% @ X(0U M6EH23N%)"P NFT !$!P:&EO+3(P,C0P.3,P+GAS9.U<6W/;N!5^[TS_ M ZK.=-
/IR/(E3F*OO1U%EXTVLJ$S*]B;[M .1D(R& A2 M*7^*N)"4KP+I.TN M9\H\.!3.!>?R@%E@,35/[=.TK SPBQC$EUZV3^X,60,2B-B:KZ];O-V=]T:C
M%OCG3w^$Q#_KO[2;H,A1HY]"?K4:H_(DOX(;N$:78*?$4$,NI3]"Z%CB=+ MZ! [B($>76\A]<=\,O.YVGIZ^__,Q&\PMT+A?WRF&_I^.\-?5XA\|| :+ MKYN;"?
S>QW#]L[/3]_]]FW[N]Z]77YU/G_=?7OX/GR[X^X3YPO:/WA?G6C MJ[SBU@-:0R# (/RZ)?WSW7LZ.LU3D]/C[I?+T9SQ5?2S->;AU,OF6QGUQ< M7'04-6!-<6X7S

E4GW4D>0$Y"C4+*B[@QX2]D%@Q?ML-!:+,YQU-C+'B3-9W MFA4'K#9*\'%D':WH8T<0!/_IVX#1X^T5A)N0>0GY0BGU"3%FSMPTHRA,,K7= MW0;Q3%9-
B@D@R\ZV51!BC+;+$IICS2O('4F6,J?MX[/VV4D@.?TTFH1"FP=, M-P^0K:'L^*J&XXLS&;X.6B/B#BE;]]$2>H[P]KL'';S$R&X!%[(5F240?="1^ ?!"!FU>))'=Z5 P_ M+8!%|^G'B+I
H8V6F&!5N1^]J)Z M].3KHI')7G523*G-7D,,2% MN')J+ I\>9^E6-:"CN4YE43W]A5)^N5!4SZWC8F-B*A"/'#J8!NZR/X('1G" M\P>$7!X <)#/")U3 8D<95$
S^2V/[B=#_KR:3X9C_K=._'C8W?T-P/S3 M8' W!V_N"?1L+*K\>P-E=2BGD(FF>$ N%IZ9XAH7,@+Y[+D@@S>Q6AO0RX$> MMCV?+"<;N?02)A4%WXG_;@:W
NC)$$RF@UGW;B08FMA^$9BG M#"T18[*06M^Z1/_@0!U;K*L'WSWL[@SQ-J%DU#'.JW2,Z6PP',QFJGS2^PRZ MM_[3I\FX/YC-?P"#?]V/[GYKNLV+=)L>Y]#ASZ9#@Y[?
J,N*Y*%^AUYY_ M<#SYTHP-1B#/D$6)A1VL#-88B;"=(>XR;(FVDP4:7S-6(VC?)Z"-JP9T":0N M (D-]NI568-D'I(3MH($_T>9*P=>O")B;V9!XG8MBWK$Q60U%6%I8>0';"F)
M8EPO+L[?GS!T1D2,6"J#X,?9(28# MI,Z32$F=.EDH1\M0+8CH;5#+0VV,(\&0?_9 (-W20RT:-/,>5EAL@S=:?P/E@55W%+%8B0$PJ02#5M"T?86E
M>!2'7*H!)JD<0OZRO,&IZOH\!58NBP%BJ5Q"WEJ]P:O:HCV*5A&# 5:IG$/N M KX!ZT77D'WD0NSP6\AD,O01E5]+IC08P)W*<91?4_K5@K#>ID.4S*IG0V_(
M:P!R*E>2DW5OL'S!C4+;;\MV%K'KAM)&6PEC90:](96B,=ELM/=]HQUAP1$6 MZ(*EU/0H-37]YL"N) T^O*:HHQTA]Y8!+[<"1 M=("E_@9(,R 3@W<.S0"L5)8G"58S-E?9?
091]$6VGGPYR'/EF__R^Y"\+6F1 MB &0]:1.M(8?PAWJ/@:#>@#=5]1@7!C1"@:\!F@FUUBV/YT7K++WM@:'G=DO"W@T]C?Q=N'VW73L B:RCX9%KU
ME61+^14'*B"S4EI2GW0+)50@ZF+$.X'Q@0(7NU)\&JD&R!$K^N\H.<.7)3U M7(@@YQ5='DO]K^&KZ*!E?4WTZ5?RN+>OY37'\%M%5UN]X0+Z2V_VPDK375YWX
M)^GB=_*S]2OA.&4N(*DOX(MN.=#W,XRII505B,A?[4"N+8O:)Z?MLY.C+;?W MEI8Q8M\Y8P(Y"H8D7/70E;]/(]=/]C.9%IISIT-A95FRG20X_*@I+()T1L>
MGFE/*B,.W0>29:5.L'^$@NC3A"PRX=2SL>T]$-3MBM3<50D^%&M M"^PO!#%#/^#7R,L[0]I66Z'KI2O/[7?^]2!]$2HO%/D]_B7P'#%Y)'Z#U@MY
M*X>T5"TG"EBP/!25([/+Y+&;O7_7<$]Z IOKEE8GSU2*G.B)T4[>(="C??2('+]1Y/" -NZ- M(6|=W.JN*)ELX^8GRNI@YE@?BE.V&T+Y<:B[BYM<0*^#^3=P)P/%/YXEJ[CQ
MN=0ZF/Z+YQ39GD^N@_%Z(.D%YS=QT_.(]3&\?V1XFE@'P_5!2\^!G*OKH+(] M.,A5!U>FCI@_@M_F0[G3FZ,B.WI)A\C MUT4L9PHV9Z^#<]T-
PXXPJRQGE"V@U\%\/2!UBT:K-+$^AG\L,CQ-K(/AOE%= M46K'%I<)'PSXZN".6/X_8NIQ9S?BW,N;-0YRU<&57SR""B(YGUP'XV=HA;D8 M)<4^+&.6R*76P?1[P@J-
+Z#7S7S1SX<>L?/"P(RU#DX%G5WN[@L<.LQ6!V<& MZXU#=RC9K]+%=3#VEI+ ,&U7PNH">AW,5UD@_;)'HOH> MD]^!*%/4B]RWZ$E1>,RA M>2LT0EJP-.B:0Q]
O|A<::.UZHC)NP[W\V4!1VU!E%>KC<@8(V^R'#+YJA4E MT-'M/Z1LAN1=[DCG:3>.-,1/>I:7]VT;[%]RT.]X=X4>Z5+@:SX=^D^!3Y6[
MJ2O[_DMD3O%W#XNVVJGOPG9W:.M^="*=M(#^C&'5#=2\Q*CB;3:Z#K13RWD MC?ELK0R8(4?>,'E'_4MGR2KR/7G*Y9=46),V&FSEJU5HR.BZ1XGJ@1YT)@L'
MKU3MX4AKPE@]+&VT>,6H['*.7#Y&XC^4C,AL6@VC$2[D\01&.7X4,-3/&1D2 M=XBMQG)TE^/3-@,KQ[<+TC^179?S&1PA09; MQ"S,T91A^0)'R
MJQI:943K@=4M)9;8Q^CS23DZR'5-C_)P+BMBJ.NZ*3[:B3UTT>@>)9>=F%ZX M#ZI3BWTV,%SJI8K_Z&"9,FHA9'.YJ@Z/6L)%0<CX8;8_O@===?3[8.+QOU!+ M P04 "
#@A#5:CS&EOGH+ #E@ %0 '!H:6\M,C R-# Y,S!?8V%L M+GAM;.U=ZW/K'9B.!+_?E7M/^C8]JW9#X0\)C.3S.2VF [U+' 0;)S]VE+L450 MK9%8R<[C_OJ3_
#Y+0/&2M7F0WBI6]W]D[K;4MOZ\O/+R@%/B'%,R4WK[.2T M!1"QJ(W)XTWK?M[NSF^'PQ;@+B0V="A!-RU"6S_|^]_ ^+ORS_:;3# R+&O M08]:[2%9T,]@#%?
H&OR""&+0I>PS^ TZGOR&#K"#&+BE]J6#7"1^"#J^!IDQG+O0]?B& MV^G+:?@7D']Q,/GC6OY[@!P!82_"KU\XOFG)?L-NGR].*'OLG)^>GG7^|^MH
M;BW1"K8QD7:S4"NBDERRZ,ZNKJXZ_J]1TU3+EP?F1'U<=")Q-IS%K[B@O2) MQ]?<%VJ$+>CZL)=V W);R$_MJ%E;?M4^.V]?G)V\<+L5&=^W(*,.FJ$%D*\"
MO4VOZR6FZR5D*R@AZ\B?.[=4#$DAJT^X9&AQTY+-!/_S]Z=7%Z>2^P^Q1N[K M6@Q-CN7(:H'.'CT3&Q&.;/&&4P?;T$7V5^A(X\V7"+F\7"Q=#L>3>0H9(NX2
MN=B"SOX*9+*K51LY1]%*=,HGB\E:^A4Q<'>#HIC5T;28"ID18_)+:OW1)<'K MDCJV\(G]/SWLONZM7H4^CJ;W+>3+@4.?]PE0.LR018F%'>P/C: C8;P9 MXB[#EI!"?E$F?
B4FAY)\PAXAP?_SNY1PXT>"%V*2$K=K6=0CK@CK4V%+"Z-2 M^^_"ZW"CR"@ PWF9O>1(1_S\A%31'4HV080,S]5F"P&F BGB*$S%.&5>?ZX
M+!-2D_Q0THZ0B,NE0L5;':KOZAZM?O_D]]"6R8HMTU#A8/S1HB58/MFAI!LC M=T0YGR(F>EE1,A>_HS+9"HD.9C?O@:_/3%$^T\ZPSRO?1.>K@Z/5Y?G*W$/
M=_#!*5>D$I/#>AH] ;/:UN=U]&0JHZO9 U40LHRX5F^D)Z<&:1.>H(=2?N_ M#,45C:;'U.-1B]S:(ZR8]CXO'JGFN^Q27B?ZKK]]*:9H==>OP:QV3;0MKL^A
MYA@666W&O:XE^M7-^MQ.I(.D[7O(0^C1C:S(VGBQ]Z#7?)HR*M+&@8WF;XR1^RC0"\N(C:R(SY2)?UE M>Q>[LGFXEW(&VG+CQ8^UXFW8LE99M)?
A8X*>"^DVJXQ2TLFXUQ_/^SWY;CX9 M#7O=._'A:W?4'=_VP?Q;OW\W!^_N"?1L++KX*=KUB+1RJ!73Q)';+C2QNQ%M M8?F;*PO('_P=%H^W'R%
<=^0@Z"#'Y=$W_K#PAT3XQ>]=SH5*MQYCRI*7R/20 MX_?X>]@NT:S3B*SA4JA\D>'J"3I! G8KIN&KB+"Q)"RM@R9Y4C=E='69!2@3 MX?*F=1;U YD5&U/IK:ZP18=
[JY7/IBWP7D7T"T971:8.S4IW446%1$C1 L\(M/RY=7_IF()PRM(;8[K](5X]$"A-WB9CF(-0BUH/OO%'X*EC!)/ " ?%T%43*6'T$4S".DH;!) BD,=4V*519:R* M4JE5*UD"R&SH
MW2!RET3]WYG7CYM3\6JDX&8#+MS[IW M0]&@^7W8S>5BN"E4X(LRFC:5P7 D)HWRA)^10?T4XE*HH>2DD:SKXY2*1 M2ELTM#*06LE+#1 *@+F:8%3)MH]]0"&^)9!F/
MAF=0&QLSG](:Y"V9I6!,])N#)$QRN]Q?'TKS+7=*\Z:P.Z,]F_O>3VW^![CA\]VTRZO5G M\Q_AFO+/H/_O^^'=?V.98*,I;_HVY9@I/NQBBMON_!L8C";?#"9E#!\F$0RE?
V]2N%5SQ:M(WO<>R-]C5#&74=9A_K\K7O/N(M,DH6E!_L%< MR/1G* MO=LE7\LJ/ Q=W2E -5F(6ME@1]4<.?]'3W?9:U1G\FCL'C4+(9L/!/Q#SCU9 M/C)AP65>68F:#JVAH[@
Q?0];9H&.J!+3C^<8?IM./%O;1+2%$>9#%@T IJ M6(/',0PHFR"JY[K&WD;Y/,UTYF::CD4YV-H6N4&BCNIJ^![BCRIK[:X]92Y$6 M3!8S9".TDBE^?+NL/ 9I,S)TK;+"%-[-=$;"/T-
^R?,=O8,OW[&[E-NAP@9" MM:HK7;MS-'0]L_J V-681HT,:8K$(S[BCX%./1=::3E%#%,[>?71?[$WD&M>N&Y1[%V'0'>9&,67?$86?EN MLC&+G+11Y4G5GK ?*[KYF"BZB;,"=
$D+8#$!EMV_G?-U-CL-5YJ"@A_/3W, MV-B5,^'?[-/&LJ=TYAT)L79O.F;F@%AT@(@IGGFGHT,"!WUU=?GA3-[TU,/< M.*')?)N66 M/(+ST61LW+ 1,3XUZI XGT01]4-
2U*AIC=*45CG[DGU,2J:2_?C#I_.SCY]! M! M\XXZV8IZ?IJR[(8(1%0UBKC7R2:*&F?[.F;P+GI7;U5^M1-0% W/=W!]X%W MKUZ5,L],421/!H@B:BHKYCO&
(PI<>JJ)HD(J/>7[R./+K'+:B M2)*F;EN\SCB'^20%46_5."MJ3";L"FG[KO(:IT*(NB:RIBYV281U?IT$>Q M*#JGPKZ.BVYO+=!6FF"E"73!0G]ZDIR.XI1XE.&D/V(I5#)'4XT@C=[=
719%4JA"+8^'-B&$8V^(3,0=TR[TA M10MA2J4315&Z">BJ'1JC:):=?V1&[RULL_D]@"'31I7+.4I&T:]"=K+5+V!K MAHIE1\LHNJ9R&1U=%?[4MHTJ7A7,Q>2BC4\D@S<=
<3:13E4BE,03JZQ5#E M+6*=9!YJ&BYVRG_20.*;_P-02P,$% @ X(0U6DE-:#(T&P WL$! !4 M !P:&EO+3(P,C0P.3,P7V1E9BYX;6SM75MSV[B2?M^J_0]F<7C(0?
7)D_H/]G\,Z""SZ"]Z$91L&$0VO'+GAV\NXEL \RG&)E^] % M4_!DX/\1T)M6E\|.7#Z;_L+$Z![AKX^G$%%DOXC6N^.R#IR\N!NBB?_K^^.+L M&%/_6Z%0%N%XB*PX<;(0'QE&+ECT;>
&PT2\!=!W;#(%]:;I8>??/ (0!FRU> M"MWQ?%ZP N?>A8IMM>@$IR4J7!W1DL4*/!Y&FRQ"X(&6XS*.BD.I/B#O$, M?!]_"*T_!U[R_S-T:>0^1W]%3KAN+5Z--CJ3>V@&S]O!
(E43),@04] MRW&=V#22AI#RIB (?<="7. /6.S7(B**\XD_-SWG7W&3&&YG[CE/J)-ZX<"R M8.2%: 9PAW1I.8"I_R:TQ%F1ZYJ/,.F;@[D/8LS9%D.K)8JW:]/QXUG%Y.G:
M\9!3=$QWC(97/XKMDL4D9W51W-X -"XSF2J6$M5V?8\FWS_%+1SBR8J-9ZS(MP<36PL48N9HH[FY!> .#X [XJ)4%].[1)X#%&[62,+U%CP'X*T(F.EKQF#FI MO I/)\/CR?)\#/?
P8#ZZ;$%]$1'K:?@8K"HKS^OP\<2J]D#U6"255FJ-^+C MDZ.J"D]P!4+3<8-;?>3A!73M8J@#+7=.5%>B>E0Z\FJ':?N'55\.PDWMEGZO M;C-
B/6/6>'XE'7\S1BL:3H_)1T,*WJP61J\ES\MGNOD=-XD7B%$8!SA1%ZWO M^CF(29>$6^/\%"2/89G6ID$TL%"[O#/^6I0ZDF&RC#VD&#&JB74D23SV"EOR M<%+M1K9Z782?C-
095*;! 9H^V(X;X8;C+YK-JMCDFD@31_D#8+V;P]41L.Q$ MGKO5\LH)+!<&D0]^=|+G@6T[6)&F^PVY_:@D0[:+4R*Y'<*_Q +&PM6@+52@ M>%;:ANL" :&L#>P_HB!,UFR0W'?
KLTAIX;G.K8).4U3G;LDT@)8[= M,9JYKAP[,MUVO!+K/H"&%T\,/T[0=$J16'E50$.@+?Q&N 5X5S$%[\ OT)!K M-?3GT -X4VH%_%(LM ;'1$KBF,TMM@0P3*4FCNG8((AFKZ !_C-
6SIX,M/. MC$G41/J%P$&KQ@JKOERCOM["3U33#<("77&"7($G,W)WMR5J<+Q+@,::Z5L9 M=U6%=SFHR)O)TG=PPLQYW/XS(N%;T2,XM!VLJ'@^EC94$A]3<;SP"!4]2LL<
M51*0S_>FL4,;+DRG)M/EVAUP'+=TN "+1YP^5(O=8E7YO)JN6X_#N()OCP8 M#NJREM7IU":37MW8*+/J19[1QX7+TUOT)\%OL%+"#P;;#P<)LB?Z18Z(2Z> M9BJ>&
(%.7"OP>8J8V^3E8$8GMU>CV_O1%?[M?G(SOAH\ MH#\N!S>#V^'(N/JU-'JX-W[ZID16N #^S_5"E6=S%:0*RMA,9/A5:ZEYB1 MJ]%:0]CV?M/3:F-R-IH.',2J@%-
FFV6\%!9PW4<#=='0]FD[C MSR?#_S8&M^EOOTYNKD;3^[^2QC\;(S^Y_OXX?|*.DHUE.G(A59!,2Y.TX4^ M96;S9 :/L2>+@.L.Y:2[3Z0V:S62?;.SC7P(B.+ND6L^ C=N=I86KBI[
MI);K0LR-PG%:;I?;K1T._(SOU/USCK')F//9@EZ(+'?DQJVA<0O,\SEG3SY< M,%69J@U2) M?7%X+*RZFE#X*B?*++B**!"@HLE<@9PJC';8O$IGWB1L",6%8E>)![H>H: M\@A
PN7TN,_ S$XJV!>%338=;NO\VH(7"TG"[ZPI?N7]MKM?QY-9<1IQ'X>/ MKKZE2\ 2-K@*I<9,.#K%)2E!_0N +E9U\Z7I?N@F%DB)&G94E$)744<&%2F MB3 HPV&
[5WMG.O;8&YI+)\0;MW1,J-5F59Y8,WS8 A"'&65837'"@ ?LD>E[MCC33'A'9BF%. +RT 6QFH(8-:A+0'MXD\)'3?:X9NG%5_"W[$W]3' MM%B]KTA62$'"
[UQ'_(;02Z\4F3PEOX?.HPON@85*ADY37)ED>XTWGW0D._B@ MF1TDSDB\(7#2[:LEU!&/9 H?-3.%V+JWEQDD6VPX:>D6A).G:^@_ 2?,IX[6 M\PH\E/MJ#O4$)!G$)\T,(INH2+ (?
M)]-8F:$I)LXD*#!=L4N'@C_@$^F"_X M% =>\B,YD0BQD)>D T/4U5M=HMK;05O9:-O!*N,F>"V*.&^?1-JVH/>6"@= MX_TI;D/#CCH1%4@9\,G!=P_1L8TO.2.C)$ZC1 M+;^)7!
<7YQ].\-&H[;4MZ(\|P5B8'$EC2]/8$I5Y1(AZ(7!.C/>[8A2]&KFZ M\KCEO1DXQ_}+MN81O+F 3:H#1FC0$>>"#OW".?/S9R*I+9I9RG5:.XT^5'"=UC6)E>?S2+QW.
<7NQRRVJ:>"J MQC)Y-015-M+:$M5+NHYXR^GI<4FOFTI&5DL/1TQQR*>TF:,33N2CYG7NC Y)VII MG";*2LE4G2::L/@"N1O T+
(WZ+%"N'K!_1;8%KQE0*E56[502R1K2B*6EC/ MP(Y<@%.Y6DO#.LPNH2UM#L3+,+G=P(HTK+0_CI_C'-^)1S^$7UE8W=%[>:A! MMMA$?#5 DG4NO**HFL/Z-
,T2,=#W>'X;"'0^EM\"IDX/X@]1$7Q[TA!>@15P MX1)+M9E%44_D\U15=#2?;/JP/O_=N*W #W/J!?VU[2OH#S2+1%-VX"]-/USC MQU@>HPXJ6EWR%0\Y1)F)WJY+X*9@&?
G6,UHF;TQKEUNBXT/U:U3O>#QBJ1TV MD:&C 4H3S+0H1KU!TCFO1LG5RO>X84^\M>1 MZ4X>76?.2@O+*XJKZ"#A3-97A*2@OO'Z 6':L$UDKV2%U'Z'+/>:P2-7W".
M66*WR2.BWVW+!6%+VX\|NT6'VY#L8:Z(DRMBAL83IK3"E!2%:S>"#X(A$'Z M6(<|\:;X3"E.'+HT R?X[L" /@K/"$=>\LH+&:><$1LA3>DQMV+$8,1K17: MB#9A6DFFMC/@2
!(^Q#M1N;+=2SUT#4QFVIE"K*ULXRH".8!TE1&D5KQ6@C M+R@KXBBO136Q8S;:,EP'6>,Z!:)?CW5I&570S +E1"3:KYV3S&?\'\X%0O-@ M/"JF7L)*J:4H "_=
<\!:&M!W++M<;W[JU0$^8NYY?8.W([AG*]3Z;V/JPJ%" MC0)D&VY3I<1KWI((W,''QGE,PX>D @(UU&4EG.*#I'NR>@OV1HT"=|W[,:^ M+HA%/E&-
[Y1*JFY;;]8S"7@2Q"*.V>H==X[CTR;HG:]]BUT6>GFQB,Y8*_3. MFJ!WIO:N=EGHY<4B>DYUNXJ5,_R-'-O=B+K+I H2LXL^+YI8\>!Z:N#8E.QV M6RLYWY-
M7N4?'8R_*4J^W;,Z*QU$RPX*;3>E4F)&@*D9+O[><#"]#DXX<9Q] M."N=0ML50?51ASL?HA5BN+YS\5$6S\;VM>1\#X^GKNIC"40>N0\;L"AHLS?Q5 M#R7Q8 "?MK3?
2\K$N(\>_P!6^ G_F"%NAL6XAKZZ<.?WCSNC/2H30-2&N1N M+EF'F')D>&M\#,QIMQI!%18WR.G-J9;5C M. \:G#B6-:@1:+"T+R#Z,PE+ [O3PQDV2J0WJ];6)
(UKAFGJ0@U1<56RV3M^! MG&+H%XL=^,")C6Y?Y%JS$X4;6 U#F_0)>&(EG8+53R=&KTL MG>1^E"O$\0D9IJK2_8.(+(5^LTESG6S?0'^:<_ 5 U2Q8/] J11 N]E@<1F2
M'OPAHU)9O'_84,0@#CYZ(#2$:73E,OV'9NM#"1@E+V/4&0TZ^Z\X&3E^PY0 M40X22.>J-D_+-Q9F&ZG9*P$5;W3GMR!+]T06KC$TES#8WF*XW5C-B!MP2UW5
M;6PXEWCR%+-=@K8B9Z"ZN.J-R)B?RW7,'??>8T4E;;8;J; 0=QB)M!^4W%S M9WE><'KPD%)%@Y A&8K="_D9@FLT.|^SR(H@5955$_EC:Q@R.=A6**=K8H?
0#2F=75::6,3ORI,W\.*V9UQ&Y#K#E[KQX< MUMR 2P;143KBU7H5O/P.\$]@#U9HV3!'BVTTUCIHW> [5M4D+KFGKB8=K8%J M+I'HKD: K?A>&O&A)%RVJJCVRB=8N'>
(%#!MNB0&Z^6!7216K3ZAU'KCB+X1=(M@TO'YQQ#"F5[M!,$NUR05?Y"J8B%]A)M2W^!IW3\^:A>PIAZ4*3T*1'ML1Y?#,_O(]#XRK4-D
M&I\U1(H&07I'HS?/W93)"%%SU.U3K)I;%1K%?^A,\R1#\E-0%.#FAZ4.GGJG MMW8']:Q0C@)_XS<&GHGE%9U M=T<;S=-$(7H\2/+ M77Y[X"8J>2;J6+2CN'--"R2OC*(?
7*JF59F=:.TWV*P3%2_:@4S!W E"L-FI MIJJ\NK"R11:?LFE,DU=3@M7\W?/K*)I4?':B**K#IVHZVT1E?Y*H[#L?7$=X M8YW+IW#4G)TJBNG4AX J 7E9I&R-
2GD9G/KFN58W!/$&#VC/H.MSJ+C-(_2J M@@8M'IC7,5K0!@*=8P4M8.HT2)!D0\7]V7ER. <2>B55[\&2[1W68IVD^@^"
M]P!$KPH4S5.YU,YDG*3TQH%_QC[DV+.CA*,;$*+YQ.9%;JXM249M5;N37%#4 MD8&$BN@Y;6H0]2\G5A)R@N].["JS4[.-0:"CWOBNN)#E0.CP%VG)Q>Y)K'42LK&
M;*G='M83GSSH*XN5#*C W C[N&IMQ]+0G_I6!*Q!8OK-DGQ+@I]"CJ4)=M8@[M@R@>4!XW3]VD9DRO#0+@U;=&HZ3R&RD.VTU$R2WE$GO^)?[]>&46MVJFB<
MY.DO%?F>5#&(W>Q<7=YGO,.7#-&,66U::G.JZ/W 6D<52PR3=^]V79*RR#K(M72%5\71SWS"IX)XX&53XY((%@!U<(Z$QU_@PP^0)S9H7T(L%)@/%K-H+P#BE
M('HULLHC'R0R4*;PM4DI3>:[:3]7T26%#O(^_ZQAQR_ UG3#5'-],))$BL MW4(\5D3"Z56$GWM.N$TDN 4_X]^HYXUXZO<#[AJB$/?I9=Y;AWBH<37@IK3>
MRFF/:7C+BYK]6ZP[_WL3QVF1*6'/A M4:C;"SAYQ2!A=R'X)/D"Y$.Z)^X4TIO11,9)B[#A>^I;2'>Y(9L.REQ4XU: M2W^=FZDS@^_0W:ZZ LKGK86UZUCS_+C%W-!\O\X
M_7ZP@!'M33!I3>IM)-U(3[0P9=E6U"EQ/AB?.!XZCR[87M#0<-7 I-L+6Q$A M(M$@5FP[E[A\7WE'9D+.R-/+/^0TO?]N MF"E11==D-@X$E(Q$8%CE1J,+.!NGK_!?
U]FV"6TN]Q1G3.2;0,7@H?V]H?U- M!A8$4*/48;7;VKU.^MRG#JM/0NJ_%>F<]O2Z4H=;&]L4!*O6"&PXZGJ=X10 M@":DK/?%J-54W9_:08XQK_C]&YI(NDE7^1X2.(J5. F?@?
P;'D]1"'XQXN7I=0WY,B)EO4\O)D:G*P-^HVBB.N:UZ[X6KIRFNRN#=]J9HE+L-> M7]_X+1[K5#KU(@=[RVZC.)+AJB\UMZ;T6CKUFBSN35^J9DE]0UEHFFLL33U7$/_
M"3B*_7J)B;U]M]0=R8*;YESK;\&1#P(M77L=_O9V+T^MI"ZA]NU<B\28I00G:?);3/$MIG"3&]USY+:)\EM,\2VF<)[;.$]+:B?990;[*$1HNE M]< Q'/5]"0((T.(6.7U9P=11>_?
<$322]JFFT1A$)]>[7AS:1E I*;V2V\N M#;V>C)ZRF#MQA,+IZTXLD<; WCY;Z.W5>GJ4*UIU^&2ZTT*YB7*0R4+;TZQ-Z_794S,5]"]_A-4O M,OE4^[9:?+P^<^Q>?:\GW:.\-
RHQK8/B;;2%#%^KF\8DV^5B'-_ M9&\UEIK:&Q^7AHA&U[^S=64YU>PUB.:K=K(:"G/O"S](UOZXMA MN:E=7INOTSCEJ8IHC[GPIE8"V)ARU]7G8#XT.0$1(Z^8>7**#H*L4GQ
OX* M^1""F;EQXPZ^!'<*+#CWG'\A8XA7$OA=I:!D9)0T.E$-J3XD(48@[@,30IO3 MYO"$)/,CGJ20)KVIRK&'O(SX#XTPQB4FU0V^AD+:B4-3ES(!+R:T"[E"X" MMZQT>$8U-
:#3/A96^AQYDP*7S,03!D&IZN@"_1X@X>1YX]A58 1NC M%^R0 ,=-I*S*BDX<\/6NTL6B/-)HYT>_ @^MK%W$]L!>(,4&(8ZZ\:W9295#Z0"NCN;&%*%)D![KN7:_Q:] 8>.L6JQ_
MK+]8W]#;7U.POZ9@?TT!H#ILI/0/1<+;^"'.6C17UM8T1^S(7XE%OA+TP_76"#" M'!$5K2[Y^J:)1%&)@WR7>$W!,O*M9R3)8.Z#6+Q=;HF#-:I?HWK'^5GYS5IZ5!RFH%>0D-
)U@=IZ72]0. MQX9)3\RLJZ>TJM]]VIL:AWZT6\V*%5+%>7H-GV+:FZL(7'S:%20/_ VK(,. M8O].3=5\V^BA%VHT=BJI.JO\A;$-[($ <(V4LH!=+GIUH
M&7BA8SMNA#-9XB^V*LWEQWS:S8]!- U,U%@"WTC()H=7\J=9\K2-(":N*%FF M(6P(A^I%@2C%\N-D":OD5UB.XG"-%=J9/H>FKUCE<5"E%@UU24U-,!?
CP6HW>ZCSSC>'JR-@V4FDZ6ZU'+T@ MH;!P0S,$<^@CX2:>N\[Q)*?=@?U'%(1)R$YZ>V//=E:.'9FNW,8V.9!Q*WI& MR+7/;!<["[SSP"NDW<)4G=/GQ&R*ND8>A>0F,LCNH9>
[,$W\5V>3>5UL M>WG*#</3X>B3_X?4$L#!!0 (."$-5KMQ^?!>)>$@ ,X^1 5 <&AI M;RTR,#(T,#S,%]L86(N>&UL[7W[<^LVEN;O6[7_ _;.UFQ029>>^NFZ9 MDE^)MWTMC>V;
[&QJ*T63D,P.12H@Y6OU7[\ ^!!)/$3P+$$T=6(YX#? ^ M'!R\#O[R[T_K!#UBDL=9^MGEY1N4%T$: M!4F6XK^^2;W__YO__V_(?J_O_R/XV-
T$>,D^@Z=9>'Q9,K,_HRN@S7^ZE/GV/ M4TR(B-_1C\&R9]JDEW$%"2;H-%MO$EQ@^J,^#OTQV\#_# Q\<6Z?Z(TR@C MGV\NFW0?BF*3?2_?V[9KV_ !
MKX/C.&7U%N(WM19+1:;W_MMOOWW+O]:B:B:N33/4GJ/#Z^K^$T*=.OL4:^A22/ MO\LYO*LL*K>[,9LD*"^_'XX_MOGO+H35WYO 9)EN ;O$2\ MF-
\5NPVE4AXS)KRI?GL@>"D'DQ#RENF_3?$J*'#$,OJ69?3^7UA&"_U3]?!7< MX^0-8I*4'\IR?=MJU)ZZQKL I,XB\J3<:C[VI[@T[Y#BF<4H*WOO AW61$D MH\"W-
9W#OL;C:GROY[ZFJ9W'XVJZI7D0V(4(>7#URNLU83]>T;\Z$/%300

3N@]H0NVI>#,\D">F9<9)Y&Q&]H. MVWHN 1%P;$K]2KB5)<&8Z88W)S/"3PKK7W)VWD'G&F0DM%*M>T]".$YN"[BJ MFE-"?1*#MQ:0D="*NG8M8 U.[AV$=,F-[QOO8-
2//GOF,CIYT.DPB7!*$Z8H MV6H:\63O.."G91%##TX--(V ?/O>8NK ><./ZE%2V+@A:5=_O!OXF?WR82.GYD-XXQ=)737H.L=I"V&>E6"MN ;/:#&BF:3
M9[358&Z(OK7Z[Z,#KCA,FT3OD&ERXP"F[8\?"[*']1B%K\$(_LRAMV=G*G-@, MZNS&%.YKF:YRBA[#HF:-?11]G[6=W1"FA=)"Y5AELI* MVGQ!=7-
LW[>%ENW%8TH\7@'1BRY37E!ES:=ZRJA[('NRX4>OVOPP M88 N)+&7KXLPZ)$U 6C47-1*F_MRE[#6CHZYM$ELRY.RG9+,^WE9J,A=@!=
M:WDH6$87Q>Z.LTPCA=XV;YIC1\>U%HN2<>$PPOL0B53M'5V^;<32Y5QQV2R MGM90N6S;8[^(V)%LZ@ XX7AI5L5<1Z-M7O'(,[9IB0/&ALP?TWAT;>=9&F^9 MI-
M7:;;1:>O!1\EV].-K-?:OU9RM1(80V'3&X;/-PS.[?."[9@0U)6T- MTR)X94W=T,> #VK1^#*V<%WLVSJ>%8IU%_!:;H-%E^+Q%39-:=9#S*B4_%H8UN4+H7[(C@(T]&7[M:+ I?4X
M+LT_I91;\N:TS-?"F.LTS4D@WOM055Z3-\6^I -+3L=I3RD,NY_4:Q;^=@ 13;TQ]G6<-?QR;NW-UH";,5DSE\JZ]%D;0CN M8&)9CH5]G)=>N$Y-
KV5(@6M.K2U:5'M[_"6\.CVW!+V=S"R+D8!R_=XUN0XY MJQP^K/UV"A;A#X=P7N/|=+)[OXS[F*QHYS4+.7] GZJMN.M)Z@YYQ]0I2N^U
M+K&__'#Z[ONF3PS[";C&\R%.^2C&^SH!NMKRFS>KBW+ML?S2LU\@S\T/=0 M!0;A#=U#IB<2$H@.'\$108+5U4J]>_4>D_^RM^#]N/JZ-1UVQK[VW0=W P0] S]^(*NB>AF_I
&A+^^"?33J0@0Z,'J2 MPWA'%)PXC]\WO8#%ø WAYH>)VV/"87>)D%,X-@K6T.A[^WZ9S_=UV* ?G%W# .# MA8'A)5H>P\#ZW9G>$EH#BFQ<6X#;:NN07 M-8&K8+17<,

M\I^24I:.6H*M<]Q/$6M:.:RA-7],(M<7453AFFN=6D?#L"VZ[7E@S;M>$(. MY<=A(@IX4A*7F%N?=CCW8L9CKE_904PC)0,W%MO(70#8?G 76]/[J-J)9* \
M*G/1=4.0CSD$42O^C=9ZQ*LL1Y0?.T[?_4VT3__]>,=W":+T+2\J8DI)H%?I M0C7*/#O&+"C<:?DVKBK9$CTI!9'8()'8[1>D87-@12909:RJ "A.:E$2L5P* MTX+NA&87>#,B
=7D)%[22' N;XR34UX<6MQ\V%& HN:M&Q&1]RW?=BT/Q5B, M-H:7T2Y"\9WH^@TP$]3)&6FN!$?[[K^R7K_JO'[U\;62,_,J5C.7.[96FM!R M$."7WH?KPE&*4,!QD\8;L5I<89%"
[3*Q!](<'-)_(\Q"&%ICM'_ZP@9JC-&X M<")D_\24!+-@1\8#]8KX% V GA-[!]VHGX2D@65*.)!4>V#(9 <@U=Z8]5Q< MKQ5/+EK3@GED'$^P:;LGL$RW@$Z3B&3DK+*P?UJH
M<$AUF]Q>Z8(F5I$#KA7-F#*,(#T%2V6D>4ZN2TTZ(0<@>$#P#'GZ66;,]86 MAOO_MK?-3Z[PG'?FA74CWL,W?R7H4H&AS>UMR?8<]U9-*S4O9N'OS(^>!6I] M&T:.
L]UU&3;<3!Z9^Z-XO0']<$><;Y,1]1UP]+.F)]R4MDK*(63#+9:!*'@ M;?W^>J)/7Q3UE6XWK]:4O+'S]PI?G 9 K< J1X0@LQUPBJ8:\NFHIT^H[PTA07BWN'SW5=_]XB_0?
C.O!3.=![B M^BR5(95QV2,&S%EX+E9P "8 C!HI=IQ$:#Q#*8%XOT#Z!M1,,@TF:4[3A"&C MG-L-
7\"OX"6XO<[]E'6V='LCHYYH^DTI,*Z@<@>P(FW(%R$A&9%]9&P4/R5&!.)0+GWI#AD7;8>_Q6 6]![+X4=(T>,8X;>^ M1+T:I?1XD*3W)X :@2/1!-D;L4-
G!341*M2UMS]=F*_TQT%W*>Y=9+CW_';[ML&5(=HFQ4,,;,PIMT .'0(FQN$?SS]'-EFEYH!L>FCTO8=I"*KCI!3CGUAL9 M@;4$>/0^?!OAA=AM@"+=:+7W3"X-Q*5,AD,*P
CL'^M[]9G++4J9N="$7LE^ MU*5IR" .ST/2&R&4!L!$1 C,2)7[!0D"IS> 6OAE?!;JXF9%\$EJ\DA MXVLT[HB._!OE"-8BCL=/<;[8..A$$1D5F=PPF
02<<%SR)I/P"N#]K36,!B4;V9/,L06>N)*>NDY0\2M"80"J*",<'2F;)ZQ;#@ M1%G.0&T9B(P%R[XA-).'0;_:(,I;KI]IC9.XI+C:,>C+Y-EM'Q!;VVF8%&1" M@.KL +*T6A. ,BH 9W
MU]C;7Q7$C,]/OHWSA)B1ES';.RG$1 8QV$#I=9PCQ(PI.':Z;(@9L^,8R$4, M,?K^53^E8-VWC;?MG0>"C$W(*=@,=8(I^%[P0U':&B:7H'(-_2?/Y7__%OY
MSQEN"V./@03WCD61P(++,2[^Y M:PYA-X#=3?.SMD7;\LFR 9.X-IK^A<\V%32&6+$!9"M!4('PZA:@1]#I"6VK
M&3PC!5#-0#."I;I(>:0701L*C4_BY\@-6:'T<7FYH1L&+0B@BZ,*.AP"11&] M:$X%C^5=TLV\HXL=_;KJ(N-IDSE/U1"Z@R,V'#?"?(T'7G,RXVG1VXY+-P:] M6-
:8F0H@VRTP3O+;X+4%TO"[4(Y-$;"G''5L'I!$IM !JHI4>D&S,=O0&9 M$.^A4!X,@E4,+U=?M?T6]"/;)OF,5IEW5Z"$R&VU53/],DZ;^ZVFO@..77A MY(" _H<,0?0H-
4H79*LLPBER@#E:H5'A#<(,F>!CS'"0R2*I%E+HH8$S9H2(4 MO2#TIY)X.AAZ&\B(:7E>MHY7@0P3A;T[C]N4J09[;7+17I3'@DD3=\GY&0^H M*CLA4YX A(4
FPI[S[.:O.U]I1O@-YX5Q3) 5B5UI5PX**YHZCKNK,C\6Z>Y MOY^96)[!J0"JG?JW@JU J(0E8=[=<1MXMXBVYL"]&8! BQH* B]THQ]-\R,Y M]F"F'^P]&>,7,!I)1TRC"JZ7<9 \
(@+D_T)#]<&6/83-//2M8*1^9XDOM0L M:"VI,&U4$+_T^J"I-5]@>F_KPR4,:V(44A!R;>G,QM:#B^S[TE!(5+#=2G/I
M-.%P849^_3@67.=9G^I,N&D8_0R%KWV*>I=A'3J69"24@HY(C+SEO#J@NMF? M_0E\H%=4S(/#PF*!T8%\&B;Q /##5*%)\$'3.(25P,4&J1;.GVFPI,L8L!8B M*:!\ , 9=-=X)!4#
(9^K%V[Y-U=S/""MRJ5]YL#VE(K=_+\-8UFUS=?=.3(] MS*53A[G482X;'>:R[#)^JNF#]-!>'W[\DO88?T7M;19FSL_7A\./YMVOS^O/IE7EQ>7YU<7)T_>V*
M&YM,R8(JKHL.8\%;7UH5^50K!CJ"X1T=^O#T>$W[%-P>/F'>79^?6)>GOQV M>'E\>O:;^>G\|G?XY_:7_-_XMJ]\DX/J@W@\|#LO#_#@[0)@RN?,J&6*MYP6
MMOOR0+N[17TISC]].KD$U%T 4-^^/*"B*>#TZI_FI\.CZ_/+11"!=NOE075_ MZ\,WMF)?2#?*(JCK"^1M;[<^')_^Z_3XY.S8O#C_8?,M@G8-V[G %G3H MS^=?CD\6PL=>(D!!:?
N87)V>G5PM!*(O3S]H=[&&NR\CI]+BT.B-3=AE0-YV MW_+&D;L0H>'@Y<%\1X?Y(G2Q%PC3713$+D]0:9 M.D^.OEV?_HOT,Y 6+K%7 MY\7)V=6B^-
O."R0>H*S)KHQ_F.>_GP&?^WQZ09;BD\OKP],S\^/)V0E __3P MBWQ.9_/U\.SP-]FN-:70]) MCK'EZNG';PNB(;LOSS31)D7OZNCR]$*I>5JCU^MS("$FM[H]N3PY7@3,7Q[=
M[H#.]^7D-R#*H.U=+X90[.Z\/+"'NG?R[PM@?35 YP-04/=^I^S]/X+$/+)\ M\Y,+VLA7C&D[S:]:V#/!=B@'92>'9_\&XGNI].SPS,2VQ;JC]O=U< \O^I@
MBZVHLXR8I6X=LU3'+#W;F*4>U]Y; A,&9V<5@PC#6CJI %-%7$?RZK+,87< M3U0*65P>3SX@E9(G1)3E3I1D[AFY?!FM!D16NB@=+TL+L"TN&%*>^H*:VFM M""NKO=
O=EAI9"4A]$(1F'!;G7S'XU,V"J;,4F4A.3-%39>GV*I]%"IC4(64 M\F1(8R(+,LVMJ9@CGP\X+9>F@65:!MC5#&?'C"4U,:7(I1.J%#NCD,RXX(R(M#T7H.[!N&7^M!) A!*:+%OIQ
MX-,%43EPF,F1U@?E1"M]$HG!L?Z#*(Z<5LSWZ+F>&X^QS"@CN6WYAAH17K.B M* FQR",5K4RJA>=:\L.@WZB8D!)$Z6?.M;NA6AI!0F7+!OE,LLQI,<'/(G@ M*
[DDJ@LZ==R_$M@_<3.LO I+#_!-XC!C-1C\=3< $LNISXGO67>8]P(_#_$: MT23:^@U]GJ:9N_Z64Y8S2K5>@:N&(L;*?OGD+3UWRQ% WHNC6EX4\-!T$%=WH'RBGE
M"14:,G7AO,$(ETUE;[-\SI.C9W#_3B>(7P-Q#LB2EI\,J(M5P]UO%MG1U'08519H?F_^"VNL MU06-EVXU07BW:_O(\["/=%/[2"%;PY@M6V.>O%!U66TU=]%2O0QV6[2(2"TD
M0I7BS@J=;2\(6)94XDA2$@%4)>JHLT)R$;JWJ)-H>=M?X#\W+-%<(M8. ML]:D![M-;*17,0TJ85AJ0[.X],;F78"M"%#F-*R4#;L^=HZ(BDP79"Q7@/ X
MT<,,QK/=$5I^BH]4'XN)!R,/*OX(U;A *VGR/ZCY :TJGCB==#$BC]1Y9^) M%FJ#LE]'(// PBVO^, 1$9PIB? 3@HCK3;PNI8N)O0!"8(VEXN](:. RQ<7? M8^P7-
O&K++Y47(>=VY!>T(0$'R2=NI6'-!YLZS %.1A/I9I%6#$-F0S2UF1E M 4#Y&)0IX#)FWX+S,ZF&0*;C W+VDS@)29TBZ1U^3NN,9VO ,7M41$_9-%". M!,RGHCV$?
7W8%F,)RV_4_ ZG&C)#1Y$?5JP4 #FM+ .BZ>-R.8B$##[4$D!; M0+#![?V310(RT2G<=DSLDZZJT85T0=A,!K +AF-:"JL4$WSDFIXT(@VU_J@+0(* M@!9L2/,&#H\UEMBLR&?
JUFIV)4U;CGBLKX ME+9O:[_M3IVCW&X[=?UW;&1;RQ$C002G3'? UFQ0^QMS3L^O#JS^^P&YWWG;P M9.V!'WC!S;B1:JUP^5'70V;IN-
Q71Y$DUJ/UC_B*D!&'JI_XF8&0RM1Y9*) MLEHI_!@K#1'.R,FBA_8ES)WW4X]V;0ZQ OQ4F=2GVIQ6R/V&;H@6.0!C+QBE M)AWIR^A;KL=,(G1)AT!N3MV*R.+E66.X8WP^EG-
+K8:02GJN3QQ,'Q78F.I[MP8B$=CI)IT2_3V8C),-9:R?,I\K@EUQ-6HC5T;#M$UBX#YR+*]$S.XURAQ_C M0<#IN#$=C;J_P#^9%, D M]5'BH+
K+'O!,%2>%";X*DE$R&GGDVZM@F$^#\L-Z:2Z? M0Z5&9)(8,D,RUYR-$L)*JXE1@L6DHW$$TBSQ*(M%J8<]W"(V+)_ M$ &SJ)VXC71MK%@-O2,]7^,:AZ<)?*BH^>S,">
[\E"JG0ALB.3SS7!NKQ,D> M4<1.\$C8!^>R)DS(+8>#@_$"V5:3[(SXIAR$'7;Z# WZ5OFRB7^03$']-97, M)Q&FA\ZR<"B<^ESEN(B^.YQF-=_B5?,09@L> K^\
IZT^4*_/.4D#FM\R$ M94M^I0O+YK-E1%+5D!EA:VL.*PL^TJ_5U6MDW MBZ*R>L%M%BPI?@XL?)ONO&/H-
)VK]N9C.)#ISAHB.@!M#;\J#2DI*PZ2:64C!&GO=5&EC*9%17#;=GG#N-\HGO[8^:Z"^<# M6V3D"D$Z#YY3%"_;AVR<59M5@N2A[R< Z4N*>$$*^PG]1^W6]C]3R9_:4G';
M\+394Y>;/7;IQ%1HAPQY^]\$5 >!=IE+&4>C#?N_#6D8GDJGF;VD$7)%'T%(MOME<36E)(-5&-])V%.0]0^9:F2?[B";$C%H4L1@,5805Q?TR>(^Y>R=0!'T M&.$JQ4IB-
XX1=YB>;>'XA5*&+6G>5[%>MZZX0^9H2 <%5E">-/H'J%6;W'H[MW8 J*LQ!4@VLP7<;RM2W(&*<'C.2!DB4=ZS/ M#GAE:#OW6T/%O\|E6LZOXOG;9B?/#Y8+*1)V7V6-
C/!OK9-1P\@><0=D]:"R MS7'#E I(:6=EK9>C[M1A5W#/#3*G/-D^4*:^0]T1DXY 7QWWG/ M]=E-C'0+9?_HR[-#\N^9$>CH;!'3QG5)-52!89RJX5+L-PM8W"V,C5>HW0):
M_W#9U1@G\,R@M]+$06E'DPI=:(U(9]#C<[3)//16XU;E%F3(#N;F83L=BAQ# M!<5&-S=>I%A@R"&-!2)\8K/ENACQK@+GW\K$ MF_1H<,",__#?0W1G9!=NWG'K?<"J..]3M%N?
A1#+GUIO8?*"0=20KAW#;IL;MIZ M"IFTP=V_?-2$70QF8ZYRC*4@6*R"YO"\28-%),A9E>%(<)!^^Q;_@8GA-7 M2D*Z$F11TM\"$A!D=X9C<8WB=3'E[:5E2YJ!*@21+?C1;3!I
EJ$/B";HSXH M]HANH>L/W![JZIQ7JV\%24ZDJ)_T#O$C(JOE,5QU*Y+1, 'H\+X,%W14O*#K MVT$8HGE ?@4\FXWZ&#&'>CW,B%8WU;43W>-%FI'[1BY)#FN4O4*!>$PJ[D)L
M8NP%-A\9?@P8OQ!S52Z!:S)6J8HI%Y%7HR4I(^1&H>D+'HY<- MG2PRG98F%#_U5"/YBBS\!GX8)("J#-.&26BCDIBR3#28#%9T@UI=*OP E0RM
MU%"IT^M%T)45W,HD+'7L (2,-/I-.ON+[+2"D6:<$R36F"\'>U/Q[#*V2G>4 MSR-#1O5>>OJ&QC*%TTSGSM!#LAI87<1-R"P0=5W0\|U(:?OHAQ^(H;+!!@X; M3?
W$]D00DPKQ*OVU=%<- UFA"_^*7LM6M(#0H.03V8YG(A25LXPO4]*/X!/ME9ZW3141@X;"42?HVOBAHFE"F++%P&F MQ.(&$TR@2$9DH"?G#*>(-("K8Z![+X M:)T^*\
1@F4G1Y0I;Z;QN1C_@L) X6(_,4!92."[DM""-8\D/XPTPH?QMJ> M;]#?)$AZ ="& AD@#47_18G+_,TSAL^)HJB*=/92DP1=SX9IW09NZKI.*;T% M^@@UAE8D_OF"Z I>
([MV@R,)L:2A"(<-%>OTB_L!_.76O0W0\OA\X3!YE888 MJ@^<7(JY:.[&:' 4[*0J_'RA\0GN1D;7.@+G$0!X*DTFCT!T9YZ.206"^P-&>(W$9A2B+V2):<'C5XLQ_%Y^W M]_L#H)
M2L^Q0"MUI/A>?D>T/E2V8EFN#^1H?)L5.=M"F9;UMFO%15FKI.W8<6K/9P/* MY'K]?IK"7+:I!:HK')BPCIK0XH:\/^QGKP[[67[83[<.^YG+)5E%E,\:F,31
MQ9JYFA,'S8"8K0!,:QCX7#+"8<;BN.@C@=/=)B,M>C@\5[E"@-PS#^341(XO M9=L2U9?@;V 25@>8@E-:1#3 +*;2&5+O*)6/43-D?B9ZZ28,[DA7Q;PR]'QE M"5-]*QK(\
MB1JIT)P=F8ZQI2&\$@9"D7Z/LZ'6*,*"S8&S$.YH.PA-LG%C$#@5CL'EL*>*S'^NK0%,+5F0KSDS9F$@+>63 M]I.0ZK=AQB(&/)-A6%5](1U4KE&K=PHSQ:DGRU.F=353SN9)
.47MI4S+I_$ M@F"PPF5)$IV@FM) +D)422V& ^:UYU62U;YM) M.P9- \3:/0+HMH@ [H4,:TK>38OOL5< ,4U>&]>7]5JTJZ;BV;-K@EYC%4) M)V(GTOIK1G\EZ!9E+R_&4P'3!.
TS"$<*_Z+RP.*\(?P"N^P2X<7^.KLZ-IL M[;7:.ZVW>Z\G#-X2#NSG9D6/#&B!)T+-4]+LIP_DUNZ%]QM5]\M%@:@_<*H MO-<&FE+8TRS_,_UHR"@+M#9@FG6*MD%HT'_9JH?
RO*#D-2--5!*^3<4(\37P7:RE!/F2 ;."//5U=>CUR9"1-RAO8QHF\I[9_A1#2,L1.3P M^=K!@*M32+*J\PB9NB*MF"I' ,@Y3,B9'Z2OR'L(Q%Q&4@[AF=7H/MY=AE?3
MK+8;3"4V6Q\. 7TPS8RB-;%\RJO]UU67U$BO'#-A]O4QX)FVY#;>IFUV^I* MR/"S[!LKFWY'FW80 ,Y2A23KQ@\B!;UL)17DHFD>QN8Q"=WSWS%]U#\Y*#0 MUZ2^>2*;16:
(\^G)A0TLO'PDS#L<[X&8H1@VX$G^-J\LU0> MA[2P=AY*\$!O1E^:Y6ES';3^;DZ=RL"IVND-GFTF9E-X1-F79=N'DZ8PKX#" M6FZX5%1FX%DVEUL5=WWT#3O5.
(=1QB=3K_D=N76(%RE>#3^D"*1?M(PV8OP. MO"YCGOG:^ $SZU2\G'8;Y;1;Q9S1Y'JB><7K"BQ43N,O3HK# M%X#:[SX/">^8\UBS&EH<&$=&*Q31\TPTK0*NJ3 R858+Z$+
[& F*'+Y&7GO" M,82X-/5:3C#BL%!9!AZ%9O/5X='UZ[P%V) 1=QPD;\(+C7R$+E=6CS*3VAG@ M#6(-FL=2\QD%'?
@.AMO;RJ(6Z>M"2^3XT,@"FC5BWYK9H$_AP(;S09ZL,+W&V: M'\=\D?!27'.X,5-CW;6?P9\94EI>D,/Z>+FJX)\R,M)I*@6K?#0\37=
(9M0$=/P:#@E4EIMY4+3O$G;GJW5$'2(*%]<2 W(\!46"(CFNOW72^6-:F\ M\7 T".PQ1B%I4#B^,*]/O^0DX[S1@&W/N!KAAG)@=2:ITHX"]%VPW0\|YWE0 MM%-?
5A[X)'IA@L%60*W;B.P&:::*$FD9!W:PK0=*YC'1 OF$.PR*F0RJ, ^/ M@NUC[?-#]<'DT3 F&%KQ&$O2K5S8VMA,2)G21/L"#O'9-\UO:9[\O:N1Q-OA M#5%
<5RC<82]!ALS#2]7O;SOF$-&$[4C(+OV(W+A$O!UFG%0\'Y8O]?RB6I_] M(DI9X263D2PGO\IR?8Z14\LYHT@]8W.D-".188B$$FIJ =?ZQI6U,M*.1S(-
MK:2\">P,$ZU\&>CB!7U.VCR5O)LK:XD%R:)8NZ?) M XB#(6MMYE>3-G3!?**I=PG-4W.Z+0@4*A<% ^'$$K"HN "+Y?A9_10XNY5)>-!O[5.B_E"ZHRBN0
M^4@2V6F&>&GZGO03"7]@?*?NU2A90,="9*3:O E<*-DU%%E#$4G856 QF*V:F MX^O4.@A"MP8CVH1NU94GPZWLE.5:5O64)CFK8 @FHV)/HW=R#,R.EQ:4%=^;
M.061;,*]79E-\=Z8E?TZ9F7Y,2L[=@U36\4)]/,7DI4XP4Z,O; MA4]J Y9L\TD'S&%)L%I0EFQ..\|=SOG>I$SB27A)]G8;LB*HP2]F11RGJW#O1
M!+9IXR,Z8KCN#;6=S'2=B5&,ZN4VS/M6D+O]6<3T==E$V[:33?E M33]@,C%QJJR5%B]+&5+CV?RMU6QW&*F+(Z5VL/Q-<-/>7^DIIJ2=W\BV,=OA M&S,
<_L:3M;QHA+%XM6CT$-%(06Q^HE%Z!NLO&]5+7;1HE$[T)-%(C?(8T2A= MP2RBT>3+I:+1SDL3C(A%O/$$CH>@?ED_Q/FW&E-U: M)KI')BH"[,DBT<0)K*U$-
+'2!0E$$_,\1AX]#O(<6AB_BG24/6[FC"4OK33 M,.88!KT9LA 1U@>@CMENM/:ZC;W]!PM#W7)A2)O;*$>G!: T M]-O#I*&'D8\'6H@><&P-\LZ7"4._%02!!]F(?
IN#.#2QBT>8B+KW2D/:)<=9 M]G/"4!$&C[<0_;8T"Y'R3RI5KRV-P7/;-)%]_4KIKI1JZ,TT-G50SC?9N8Y]9MAN@
M9NK1"/SO(O#XURE:Y]MNM]'M[LY'Y]RMPX^!U)C\IEIRFV$JK0[O MQ!M1I5AMY#TW"Q6K]QXB5ANS1N%.-PL_V*E>:K2?(KI5'MGL+I_J-Z/YZ!E[
M,^@9LT<]E\B0Y6"N>/%^#]L#-!A.#-=PO_C"-+?9_0@YN9)*6!KWZU)[#].E MS/;^$G2I54.BY4.YJ&]\[VU'Q4^-9/VMK=B[0U0&/2V,.WMM$Q[JR(P M$V',#?WG3_F?
C4F7EKJA$YIC\1H^0:/<*]KRH?E#AT MB\<\HZIL3*K*I\MRZ$XC:[6]O&!5N:)2A59O'"5O[%N6)+Q1!Q3B30NIDU$ M\1]81ZVSKT+QX4>+R]0VS)Z([[!VI6P_[EYU 2TRXE=
<76:@BXF'7*-2%G&QK6B 95A,\5?"13'W MF[M_5Z$J-V$01=P-6#BJ<&6&U5-D\+00\:1LR>VUD?_>O\R*"BI3)C8+$QO9 MQ+!IP 1Y7OE-
MYNMRDU;U)U_BT79]:W;'SB>NXL>]R[[5?NZ[*MZ\5JIN0[M5F@,DV=3!.L%XF-^X&\CYTQ\]MRGE6YPH+^UM=QL'N_PBF=E%,H>% M?
1]PC?)]Y&)5)N1[G+LUZ]S9B[FYZ2E,7SV_S@B-(OST<1^W@!=+'A.N"\^3 MX=T?*7101PHM/U)HKXX4JDNMK)H:G?HF[IJ+9N?XK/$844T3F IR$C?MEAIY
M05BBOJ18C4\V+,%]*>N,,6F=P?RO&QCX1E83['3?-MZV=ZKL4-,%[U*N](* M0X%=\U UT$7J;*NITT-),KGUL+QIX&1M=RJE!0T4_=0@,"G>M-9-4?2+&U_98$NR?ON=/<;:4[-
N_9\41P M?^F.9\QSO&_':AS>,6QY_Z"QO[^K8L:>=HA/R0)9=J.BX'^N.'; MU^9>I[%[_Q$;R]OO-'^8\9C]RI 1UH9@QSN[C?W=IR&UL: =W^]6*MVQ4=BQ MLOR]'/4+B;\OXLQ@
0>4<%EBX_$,F.!LC6#0G^Z0RDZ;?]MO'NRJFNEP&'UL M$^)@]W]LXIW8K!7G3SX"B0HY49P_SU >9=\AE1^KH *9M*S5I=9"H@U4K7F MJB1QG8 M\,#ZW7HUW:AI<,M-)8[
J8PM%QN/^$XV/4)YP+@'([$3_8;IJ 4TI< &&W MU3ILF!=?/P(06D OUJA!PH&=@K$/Z+(L@=))&*XCJWV_FZGD99JAPLI1@/< MC)0B88I7NZVWKXW]O?WM[MN]-@
ZP>+LO0AGTE;RB_MA$,>C=V_>W-W=-4< MX!'!MPF P&"NPH>20K@:]F.=>,OUV>U.P,17B1](#0!K @?Z(YB7^F!9(95P MI]X?6M.<'A8-1W<,ZK
4[10/7++!4]J>Y)&HN*0ALE)/% 7! \D?=-%>VK2%]5/@[M=JP!;(.5AVU-PBQ#[BK)0I'=#"8O:NLXV:H#5R M8\MCU:1DC:;C.H016M_T3!^RDG@0A.Y_L%IVJAKA9O0-&
%UN06L0=9&8S?- M0_3?(2:QY VI'??PSZ5D;SUV+]]EK(=CNQYDWG9_6\];SUO"]OWMH]\@QW MNKZ5]]NMVA^T?'_0?NT/JOU!LQ"'AK?'CLYZ=BH"+XSDQ%
(UI:%EZD4AZGK MK^O\NA6UO[=:NT@YN*WMYQ/S_-.GD\O3L]_F9JA9I;6D/ D$7W/[KC*:Y)19 MTPHU:RDV7\3N4A80MIX5P9OLJ-IM'1;C59[KZKN-CK%V.@["C1;K;3&9MX<
M*Z*NI0;;.QP1V:';0U6R%R>2DUA3/(Z+1.EXMT^\%3YLAV)7G?0JHQG89O M2<(R219W_U[6LEKG#KE#X)YI*I:T-Z[,"TK[?@-AK9B[G><8%6_M%=E&9K^8
MNNQO,V&5ODRB_P\ 9=GBIVUH:K;?8^9_P+GI9A&MFQZVVD[3JB8/[,&[F;ZB M]@]VWC4[[H+*P?MIZCZVEJO_>2SDC>;>TDV*?0^Z8S%G/Z9Z9]QIOW\)I='=_
MB9+1AS:,"O]9X25Y"I"?@)+?F(,H9]*[F<'[A#E5)TRV!W)O6S37IQZMM$L= M,4G)X"HNS102G 8VJ,:B*A6AX.=$(V;Z3IYJ2#]/F2];EF7Y\+X114G;L*B MLE@2"5;+'(2B_^O6?
Y&8M#_C\5Q(R*2'8]WSG7-[(_!:]G M)1BK(#I/P,U+-_IA]BT;^Z,OY3+\$22 VD$"4CJH5DXN>:849_9FVL(GWL*# M$2:2<=,] ;*>+^550]%VJP2%Z-I8IN-
&=A)%LD.C!)_L]!VYF#MFP^5E@91U M1Y!+=;9=H(/9(^;R#I]$T(R+9#@#H-3F%T6'('3]Q?@V91'#CDW\|(-%+" MFF@,2Q^64S!IP=@,11//#040DR60ZT%YH&#.$S:;H
3_YH;O\-T]DF=NJ HI M%+- /?0IX]4'5=>FT$**#9]:^^ "38FO,_>]^8NEL\F,/>MH>N-WYE7=/5++*G]G3[F?G8 ?4YQDME<4[
MFI926,#U[+2;>QWM;E:)C9MA.UEG).CN5=Y:S(((,6T8A;]^$B>RR *VI9?R M)$KW<+PM\TO@WVQ?BW!HGOKH2T!;P(6'(4FKO+J;>Z+WG-H]K3WOZSXY$3=<
M$]*GW*$93F.ZJ6FRN^6#3["Z7F6^YV9]TO?=+9DU]:C#S,J3692:<5)R69[LY#;ZMIP-<3G M /&92.JG>TEJ]2E-(ZEZ7:/Z-)^DA;Q]_$&OC-R6=&2=QG^G(TMJZ#1*@JON
M"PJM>O%1+\P0)=BNHP27'R7X]D5"'3X:Q6M[\^8IOE-77M:P<(HD=G_QW3E" MX>6<0EF[Q<=)9[]52&>TC%E*)_6HZ$^Y4>7T&CV*+LN_0DPGRYYD(+4UBPI78
M!#$J)J:68%H.50PSN(X89;,@M&6\(\ATB8M! M0*KJ?V,<@-&2^BFZ'YK/IHOL)>'UI0#TD. ?Y8$3:$Y]!SX(Q\9]2 JV MNG53<"#85[<*;
1$N7\C08_ATG!Q\L2V$%P2V4I[/K@^C0_O@"]D#G\IO9I4P MX1)@74(@7yW!_L/>2EN5%U$$?_B NS8XD-(C!+98!A&&0:0A8[P\$%DOEJN%C
MQ^C#'B/Y$.>1DE'ZX*L@M'I$K.A4#L(&V!6&NC&(_L!. MB&54ED_E?1)3B.O M/)SR@Z7F4#0\$PALE47MWKCQ#A=HQ *DKL_%)_FUAHG:*F6A^;&1454@I3"/
MK2H3R^5K55[+48C)-$B3GAM3V5CXP(\32CX$+5E006 L$8F+ '1"_DNU5M&GO@0 MLK!9+N@AE+DTZP2F$+/.^F[@V'B"5HA'+$!>NHLH#L?B&$$/IK">K!\-B
M/)17S!'VYS#D.!+C2XXQ"*N>X-R8:1P"[C$FC. *4!USF"3Q)8Z3+(C%CA$4 M=]98+@R_'EH_X";'ACL5R0Q5]5Y8D=*E.*KHW0.,Z]S
ME*!D\V7*34J>52QS(*Q;%RZ5E)K*Q81]2JA#G[& 6#I++=6O2RS44!"IK9&3 M3%)-DK ,I2]$((5DLC2#HRZ]8LF G'8\1E\W\YDD\(5@KU&FH9$W*0*"/X
M;I03MN"JQ,*/F!SE^3AK[]C$,6-8(# 28R ;*+?_'HW@,L 'QNG9L7]J?O-= MU)BO8@:BE)?$7XD+-)[<+,AI=/K/=ACF\&B,7)+EM#.NA5:C2\R^(E(-T!\"0A%-
)O&PP,8(D!HBD9I#TX*9) M1]J'0DZL8FO+(P4]XQZ!*KWVSV V!V!\.[;F?E.K5B)&[J$H99:2?-RRX=;%Y@!W5I,\T=[*-U&=5SE MXF.?&D\ -*5-C=8E95#<$JZ)E,^;4-
"O&2$R1T$LZ)(5A;FRS1CW;>8N-5;" MFFQN0V#UZV(6 A%2BOO2Q?H#RK&9BOFSP,X+[S8VZQ)\S-ZH-N@2;W+:=1GO MS]?C0W6G#- KN<.=R&V=#FM2W:'FOI-
W&@=31#B1Y:V86.K"DS8(:1-XZ:E, M16BD^D)Z&H22?F;M4$?-;%D*5%3W@IIO8*\4O.1H%NA8A^\7SFZY+4%E22U M+B/1RX]0T#N"[$=EL37$0V^#;25IT$DD,CM
B5JOD[083AI'-NP@ MBE7,RDQB4-\],?]JH0D>R0LXNCZ,YV/D^IFD21@9-%1C;+4P<$7Q@.10',% M6!/. -541)][=+D'B98$;U[:<<+D!GN;]%Q4XUU;/PJTM""\L&P:E@HFH03%
M+0]X##%.:]@SYC^G !B:$Z)V!X.MQ>78'0,EV%/7>(S[M 3Q ,]=T@"4KD] M2;ORT8V5NMXKWQ@#%H.9H3SRD2/59N&ME>FP]P(MAOR5F#Q?HF7G],!*21H#9=U %FZ6LW
E+Y(E M@0Y/R3@6L$0\;#Q%S9VBSE7OUY:>]=T@(:.7W*1Q[14LN."9AH)@YOR2<,O M/:A>G!O)>IVLC\2H!+':!?,A8BE24, <%PIR]BA2S)/T[QD+2M=LK8_,H#J
M(0AD8T@E1/8F*9R<_)QL$RRGTR7P[5"0&Q%%1A9KO,"_$7EM*>9#U@1HXR&F MRBKK.7E_\#;IYEDON*-X&0I[96M8V3[8]&K821A*\ZR,Z"A*/D73U%F0S6V
M^ABE6LNGE[;ZUM5>BU3_21]#)%4:!>@7I#YB9G"=3#":!JFQIK:JMRA:>O3L@'0)Z! 4N* M$J0BMZ;I6H53>('4^Q/!Q^4^L_A?990Q1DG/(W,78YJN3PO=#5Z
M5%6W[U)Q1*5X(C^(^$*S&?A/%1_!19.ST#V+:0 H1B(/4[4(%= *K2N'$_ M:B*5&Y#:!=@Y2O/MA>PNQ3M>).1M&MCC"&'_VTG>7A9G@#6FZQ4=8'%I5B
M@HFT5A(0"NY)TJVEM]4QR(/+LDEF_B.5FJV(;,I6H8P"[23(VC $#4=OFA?: M>00]K$PHUSFTG#+_2)G&;."ZE#SD(O^0U/56R$]D4]S>=P.,FTGD@LQ(J&[; M"
BL:4U81F9]$O3C2>YP&'!()BE8<1%2]$3@'SXH=Y)82ATE9N_HB%(84])"'(]S16$WR+4E='L"\7^".N)&4UCH-Y0^4N;J24) M;O&!\I'A_<$#)<.SE=#J]!^]D:.[-

";6N%:7G2S(9/O2C^X.CXG<4+S&*'>" M.NE("0,"LL_,,\HW]%4"NJ'YI!JX#XN"A-,L'OVT06"P!^CR>XK1^ &QJ)MO M7TZC&$/R,)LC&S355Y);0;P[(Q'==JHT57';-:
<23TNG&B6&$:DD>J3HH!,BS_1OT.+\-EHJ2]#"MRR)1W5#NEB&5HB'4GEQNH MT&YMR28N.0T!%#^%G2B'@.;PK#*%*SOQ9#0FH&44- WE#)BR!%=ZP:2G56>F
M,C90>0> H#68"\4<3QB$/\CNS4W*F1Y*RS11[C2^$-#64$&0S(?A#@0<2\7K MP5"O6]E1Y'?1D)_F3BQU>B#$+.:E(TQ#4(H/B%,)Z=[9Y"42@SPM]M*"'!^$
M#KE&B1)G$0&*=*>2$US1.(E1=+M6+I&233X4#$$0_FBQBFECX0VBZ'-,N$< M,S/G6"0R:]!LWJX9W0Y2+3=LV>A&:9QZG),V:J;G2S,!S)Z\))WPD()=*45&
MW0YY3PU+YH"P' ^$/\-I_8+=)!:F! OIC.?#S5^.2O[!X,Y:OR N88+Q@#04$ M$F8:)?>[E$F!;(Z"-V7VX#3I;4)S$JU9IA;1?P%Y7B01KT6L),C3+T MDQPM#6C*!<0JVP.9-
I%.GK)QT$X\!1;.4P*#T&4H<&1I&2%*[\DL519W=P MIK0GM4EISGGS&K,;LG@M92ENT&W!X#(]?%5/F)C)M\FQ9:P+HJGG)]L%&QD< M8?LH-,>LL8#HBB$33E%],S27(*M
I1&SY:>LG)N-E%5IE++:6L2Q6D'>L6J0 M C/%^LFJ0DQ)!ZR :7$]..'JG)'K(?WP*@XUTW2J2ADJ.8ZQL>A7EE7F@9P+.(%'7?5,=% MM-
=/NW!XX6'25"@M#\CDR,M\;/D$Y8D#PQ%#('$41"Y7T1?Q6.7PP,OV> K5 MA+M+D81]F@/+@9!E)"Z+4E [B)+>T$7!UE!R$87E'V.TBQ< M)?UPD"^,F_;$TR*/@)(&-X+D?4Y="
,,$\ID)B.5 1M:"@+?IS3IML$6@CCO MPI-V=3) L/L'=Y MA9-QE?!WKWA7RE\Y:%RS*TPR9WIW+-- 9!>%.!ZX39[MYC CI)%.X]?;L0=.B,99ZEYLU"2MB(#I9I!P(;9>\(&
<:2\O:Q4=LC+"+BE M+$ O#2&BL!U,G:)VVAPH(]* +8S M=V1-4?#Q@80DS4.5=FI0U56$*K2KD-5 MGN6%*P8[:($,AO0D$<-!?07'+/F$4ZJ5Y0HM1K*7)WU;8A?+F4"4
MWD3(H>Q;7A_M,5J0!%]>6+@IH?81!M;#->3XZ'E.&GAA#-.ZI8+YEL,.K5 MY0 &+<#64TP*MFNR:FUH-L!7T6OI2$/F('W@60Y-ZH%%\0+4J2QO"=OI!3/TV*;H42WW)=!I-
2"F!32.54I0H0.UX97$.K6TOB8$H303Y MBA_PC!P^+.]7G*;!QH#4O\.K]'244)O4,"I->WTYS.WB'B.:<5_L;GJ>:,>1 M&2LE:=Q-\S,(6T%($ZGPZ9 M#R@U4U49-
NR697BS1FU%5>+YM"'.*FNKQ$'6 MTWS"!43'*.%4Z^*=#OJ&-4VGEZEHY.9'F?+6"MT@(5=7Q.E8]<_)4,/JSTH MJWFNN!72#2[#8":N,0% AK$@Q-B$,=
\CM:S7PVII*X,!"6APEC7"E$%2< M&RF@I\M1<>-XV\RTD@S&:TS99)!%ZAAD1RD(WT4CJ[KG$]BD/X>I.8"69+MZ$4+;:^;L">
MN#SR4#*+H*$\'9P&D=U;2;$)M*7)0!D*Y^HUO5OH]I;<'^,I33 **Z[N@M%] M=AA7[JGY.;4=U7$:Q@UW/FU) WPN7P2:."PQ[/C0[9&??QR.,7KN]C2Q4LO
MESH==,J$35(/ERG#P&121Z1)@JU+!3;PDH!TE*6*<3H9A9DED1)*D;"XL8* M4XH0V<%(L'Q(R;[E(N!+@N%%& #!&M(M!?')NI%B)^$8:3#H)I,2!MW*]/5, M%]? 2]?OQK.
(%AR1DH9,#,4P+3XRPT)E\RAL21B)4"7RL(." MC<>4MB]5(9]+"MV4L27K&N$?]-QLS-#K0]5Q'$42_*4E3I"N9 5" I*S=<] M>DF'B@X.YKGRVC=V56]EP3L4U]+8B(; MD>4
2;(HX7>$% M^U&*YIE3ZXKHM:B48HCR(K&*U,X2:+HG!/O"8L#EOC0AET/1$E2M5>!-":4-Y >C2.%& M $Q>U+ETB,P"#[0E+?49Q;"JB "!J2%Z,38TAJ-0ZR([X7NEVT#U
MJZ('&+VD0SVB=*1(,SW^]W^][;3WWT<3\BK3"RF64@R*E(0<%6*+=RD)5:$1 M=+?P&R\)H)<@77B!G-L0JXIQY"N *?-R&A\=R)]T!Q=5'%M\WY[U@N&AM+2G
M22PJ/:LW5B"2_KY-LLPN6[L%#,$;NS6@1LK"-SHU($; MZWR-9LH22)VX,F)3"]MFH46XZ$T)T@XS@=9U8N(<1[(V6IHPLY)6$YV=
MYFZ>EBX7GJ@RPZ7,2N7K%E61$$,U7.ZCXLIH%:I<$\GD@*R7#]X(ZEA0UB1) MAH=D2>OJN*>T+FB:7V47 M!8Z5X8VA+X#NK%;ZUQL;RH2@%:;!U:B?
TUJUG$>7+=FV1E:6?@4#@0Z*D0CI M=2^$G3=D(7KZ)YU1OMJRDA=(A8#6VY:"IOI"K>X/GZ:?-,&U%R!DE1K(E*J$B50;(0!J$ M-S#T?UX+\.H,.,UW^3@WIXKC5Q%
[C)2F")0EI;6=\,HSEHC2)>7 MECYBI$FYZ?UC&HU7A-_&P[5&KMZ;)G/II/A#*<)76D".?ADY8O*>^N6R:K.D M5?0;[T.N'>N.N,H".,4P[F?E7*)X._/QD)@"LHD6;%1&- S+
X+@9*DONJ B MK2WEK7L4U\+R #B_K KO9#;+4"CJ2$4Z(KT$-6G/7/2SV'2D6%&YY%3Q4>(K MFJ'G!ZFC!(FOP< I@TLNT;,AA6-Y+&AG8G%(KJ&0KYBZ]37JI=6\?CFW757_
MH88[FCQC6#:*_VS=S.Z+E$"1GDIO357/I[1.L]]11Q>8I)\[4C4'%':FIE8D M]QR&"G3(8O-@(@NV6(Z%;KE4*<",(XZJ=(: ^(1'+,IF<5H]P(_!.'+A#E.* M/ 7G,;?A<)I^:17$!O
^=]A# R6S5N0HP$L:LGL>\0X+"XF;HR"2=#-SNC@! M^B3Q8?X=S8X]4_7Q*8FV$XK0/17*"]P:" 3\TXT&ZFY2)V>6,PJ-L>!B*6.] M=M8OY[;HQ3U5408KI@",AC%P)=1"04?
%598PN0"H683MMKVJ(^ PKH:BJPV- M2D:8-Y]C=D&89Z&P/]+N]9XLQLLK_J::S%E2>+0#%O\M3N(W8F$-F7:$>AFT
M0H\W*:$>4C4/N+]H#,BEZV<=.HMM#B63A*OOCI"S"&39J>]6%F3!'@M"E7/W M F(G=]00%>N6N;90<<2R?95691V9&N=QEAQY'B=HG_: XMWSU09(D85E ([\ M/G]D99"
($,CZ4*(U+XI@- '8RDY@X(U3-NC4%T2&+MOGJA-8:=X6#N0>_;F MP/H]0:>11>N3-*A$2\4Z6+O@N037]N3ZIWB$Z%/JM-[+BFOT5_N]F;YN54&Y2P7S%RL@/^0.6 M*)Q4?
VB4=='*MPE$1355M=*I#56R-1+3=*Q0V&$B:ZG)31+^I3NXXQ@93@=6 MF$;!HPK/I$41-JY3*(Y;-G)>4R)MU+,F&UZ5&R,[(? TP2"(5,,A 0U12C: M[Z8G]
[XX9C)I84J[DAB>FRKQTMA:E.JMK(.P@J7Z"+0!SW*JVELN@[6)MFZ MHAS/C,FJM0A,;N;D3PMDFM(DL)&KKU"=O:Z):P:NDD/.)&V/92MM76.;/-.+
MBB=*F^M11TPDW18:1&0T>59YFJ/9;(L1YQ8S 4'2I9)E0^):H0JR0(+,V6:^ MK R6=F2LUFA5MUVMO:[DSY*F4:M-(7YD.EFCD N'AAS9:XA)@LL$V?#2M.E M599-
K:LXSILK/93!*C^TKCFF [$UC0^!W?<-S5^4!LD*:YG$TGZK%]*W@G: M?LX%\;L>(B0;&0&A!D: K9 &I:13UGGB$DQE&R1U93(!++,*3*E3%*>=POE= M@SNWEQIZ^NF95W2,
IS+0"G%@FR9*NZ>O?5)VADT!0#OD[M4I0&($J@R799K M(,,MT+!>Z5:R9%:A.U4?(T?5RU67C4MN<;<>JA6AF6AU$MTT3Z2U3%Y%V+H(M*:0XNX1L],B6T>#<1*
[QBHYE361-0VI FD&.@)*&4K_R7>0-*2.HFE83ZY3E MUHC]T];);*.(R:'>/5XFJ65B:*%JY)2*ZD9647TQ 0>+9"NKF&.&R(F].G)B
M!9$3W3IR8JTOTE,J^1JJEJ$JB*7U@%8Z4N;\YQ#WZFS.I9307:E5)2OWFJ4P M$5A<$]EP_,4@)S4*45*9'BIGIA%^Y/)52FA^1[<4X7FM _D1&P&K:*B8T6]
M1*ORMKK$IA>Z+=MG?F=I!369]S!-N:#$;9)14]$W#?F RSL(4/#/E_[2G;8J M!B-M\\I[D.4W@SMJ*>F163P_"/Q+#L%U]:4!"+^0R^8QT\VD<3[9 96<"5KN
M07)UHKQE/[O%U.V1(>DWM4[K:7ZZ6&YMPRA35C^M2KJS;9-'(F/FE]S\QYQ8+0&<:GM4VH,_T$ZDO:!7[ZN M/&SW(;@ASY>04CE#A%4Z-HS=^P.' R(&?
V)X(8M<1:=%MJ7QZ6>XFT[4AUJ\< M>>*Q=(*H#CJ-8QN,.,Q?K M &#$5%P^5Z4W]36C?]H/6)];_#P.47G_4,@"5Q5'J_H*]N#WK09M%YEVN!* M-
(K$91YW2:G*Q)W\)@V=$:?).M(>DP,6$=*[+ 1:;(T\N0OCN5S ,[0^I.2 M[K,QE,*N:LLHM30WCZ'M!)TB/H) IE&K5F*F&TZZ$5X(_@:2[-KT#%*.(MD=/J7U$=JG"
(L>2FK9D^MS%$1=V1L M&W-QZM_$':#@*N4;:W!06;ZG(L.XH;N5925AJ;BEIMF'Y#FDL?X%1F)4-T]_ M.726;3O?_(A9K@R704NX (0,, XXM47GZJD)3]Q:JLP'7';IVD W;T2
_XS3UE#RUF*LZDU MS>GP;_P:T\CAHU@2 LY7F)S.2/&/PS6^-:] <0+I*H09+@4:RX06MHZF;7S2 ML_P?J<0VP M_VS6/PA 9("2L*T:'Z 2Y_HTJ(YSBC!C3*F
MP1EF>4855L*/!P3LS%R751ZU8@V\B)K8^%+C"OE!,\>:BAKEMBQE/?K0M9>V M;9 *PD3O&S-GF%2%8&?$?T/AOZZQZQI](T\B06,-;)>([?_/WILVMVUE:Z/? M]Z]
Y77?:U=!:LV6>TB58\>)STEB7UM]<\^G4R)BHA)@(U!-/O7WS7N 0 I MTI$L6=1;U>]Q1!+8P]IKK^%9S_)Z$Y8@%%=9V2#U:LX5&[JVUYT>E!_;E\1O M?KY2H$)
[<4VFVYE)RK.,T'8.+K#1/?SQT3W'22Z3QX3W0_RP%VL"A]+ MZ">MJ<**#1'4].NN,\EXR0W@ZWW/RVI%M!BETNSVD89+)FS M &*U%^YY1L,FZ4#FB(\FQ9Z?RR
M,F29>PW_;#4@!FKH:NJB+A!8K>QZPQ_L0-J9RG17!IQF!Z]S742Z: M3ZD#6&".V?17PODSSHYP1W):,ZV9E&T5X(&'>FTE[[SJ8&FE:11^#T?H*N,. M
I6W6TY*:SZ[/A'#""8YK$,?Q(OR)#5WY@T\D\OBYKL2WN,&A._:@$+GUAA) M+C18O-N!>V*(K,$Z>*9+51X3=$26 WQ$#=8"XY$1]TAIC"'W7T&)P.\P)7F] MW,'8S.NTFF!"
MT<'&'#9\JYK%&/*7@ILITJ_,FR2%$S; G^L@YXI+1E"+ W]]Q[6>3<5)R6N MN'!27S:#'1+R;=-H]>@&Z1?0['$>G29%V MMTS ^%/3_BG'BQ0YD+AM0P.+6
R"F%A0]Z91(9Z8=UKH#Y&=J1_'2SM?L!- M,?Q$ZXQ&'-+0.[(%\=CY0;H-5'>05&H43)>>$YAP[HLA&K$40.G]6Q7S"7,U M:LX4$=$S1"<8';94>.G><-
>BDA,U$TQ*EYJ4MB_=CSY*ZI4U"BML]IE#\,6X MA;FF]H.XEO*1<7'@A03JMCH FI=0!@PI$B 5QV87AYS\WI!N3_(BWV/V"BE@ M"[_J-
Y.Q8_.*Z'X@26%_WHI/7X,912[,LJI1MD8J5O-&Y?4 IWH_MMG<XX^L(JHXW"HM*[1;%1O^HGY2IB"\B<;2'() M,[-G;;S?
O[M:\47&'B+>A]^#:6*PB+B&P>V477X*M6ERRB,#!PN(#7";T+5\ M7+Y.;#A>BWPVL&F":_5%R5PK2E&?*,6P '5T#32%#/?N"%KNP4.\9\F@^8 $ MX=&'=,I2
%N$]@U>$5.\99"H_SWSQB_-P\4-6_"U^'G287=D*+^J9URPPK4: MQLR18)6Y6S%AVE_ZS0);EO16SS'R'%!?-F)I(ZA:B\FNB=-80:W/71O-=VVZ
M*Z9YG&'\6<@M!!HBBI<^UW9DNB4*OQ;D,%5WC3SC43]'P'(BC'I#[5AH]OX MUKZ7DK*EW \6;R- "76NO"80BYX?L]%@H<+5'/Y6E+8B39(8>]>3%/16NEDP M0I4&SS>D
MU=2!5P\".[?D)Y33\NO/&R$X3OQWJN$7*(5!E:RM/T$B^@"1A3 M*?$QPX"ZA9K3$O9^KZYF-A%O"P1VX45Q7R+$#*"]JB93U)TP6K,H9 ' MC6-(RIG[X[646;C#]DM*NR)>)
$IFG%@79=<9FLS11C@,']&2-HY#P_| M@ME)R;.HJZ[#H4RA6S=$#N"#O'[TM#.*# 5QR!.P8A?$LTPV"#$D\7!L[3W/ M(A#(AWC/;4 <)L7#M#FZS*:>I+ZD]QU!6[]K00%Z>
G+X_XSS&3JN7&*@RI_ M78=P/HWR.Z6KQP,HW1:Q.Z!_.$=I-2RS@4W1NL%NH&2\-97(58\D$N@UU#:+U'BK MZR\@::H-%,Y^]"MHR$*!Z."_+,AMH4;OZA8.T9LA4D<-I 5W-
5G"E&S66UFJ MX*MDAI8S"TF%85;_%?CO?*^4$[/]8,^78.P\435A'VCBYU\7#TB#&2M,"QF@Z MC-G#:NUM=RYJ&NB6ST^A*>>DS)-I0O\NB-04PT44C&ZG4]:J@23)A>](5
M5HT-/;><&26$$9=F%1=L+[# A"F!VZKPO<^*;=?>NT&R]OPQ67L'R=K3QV3M MPSQPY-%=^*X%6TYH:1]]E[-\3"8XWGR9]7'[(2S"#'6.61PGS=EU;@&
M4B[=MK)X80>3)3^D'!*+6]& MLY/C(_AS\C4]SF+Y;4'L:E4GH.VG/YDK&C:0JT^Z0"R6$VO[X+!&2U2Y2%QC@L&T&'["-@!=:]19>&)DD:&2(2//
MIW3JP/NE@_C[#9F\>)&7G,452_%Z")"EH%R)YG>8&H[&6N2D]P,\(=HV/EQA M-()Z:K9L\86FM#VDJ-,SD+%[H2U]\@2 M]M2"'ZMM,0&#$4EK:FUUQV2T--
)S@#N[+X5<=.*OR0.M W[K2(&JB7I]0HYE M?%X>+O0-JGM\A:M"8$E;?:"M7X\RYP"BU;XV31%4VU1P;_85=03!4SU<#-=J MPF0HO?971)+8DD61&2!.D99&?NFBE5-
$1<0.8F-_)\Z9"6IZO4(_HF)V%8Q3 MK2SU$"0^F=4DI7-*S5!Y'9D^E_8B_DJ\6?PXMB'[@KZVC^TLMB^9K >%]?^ M.)ZDKO/%6L-WP3B+YT($CB5JD"K9A,1U%M#\!@$$3QBF
M1>4IB,B+-M/I\M\0FQ54F,2L:?G<5$MA'2TFJ7?/V'KGB%9E*RLBY&BOGY*Y M^_&=_MB.!)R4K'559XZ7_OW-L3)NI!VPT14>)*S-=(-JU6M6PH3Z-=\ B>U,
MLBJ6YP3+]KBTNH751MY2%Z9;.#@J/+K?LITY64^_"AY!FF(9^?OM(O+F-B+R MT1=Y,WU?E(;7D)(E*$D7HV82S.7>8$,O"Y>X4T4?LC>1W:KS(X H_2<>2M
MLKAJZ@9F&5H#XT) FZL9)23%'I"[CV(A=9A2J%L5*GZS3@47B+N"(^"X0 H MB7R.44"F#-!ZK7$QG18+8D9H$Q/@9=Q4S$[CLS2R;)*O;5)>!2>):Q]0PAQ
M09834390B#V.O(@ZK2788PD%OHF(/U[9A\]2-O5P^L%P\55E=107Z62N//" MIU15O&'^ >2X-RH+8RE15& F6 >G;!A;!FC;(-L_$Z"]1Y; W8'=P46*_,C) MI)CB7IB08M:OT
X46\BX'F*Q*6\RL\?7D;"OELIVZM6@SD(7W'772ZR98'XW2Q%@AG=CF2YC$6V M!74(R*TU9*8-WA\XO8Q",8 ;F'6A3&"4(?8914+[,:W3++Z M+ VB/"C_9-L@]=W,8K>9I*Y
7EB_!C1WCR?PHR'*9,?J[&M!X> @P'993;(Y MGIB&Z3HGR;SR$\Y8$W'1'GQ8BT89:2(_F<#!Z$BU\>DEN9D9A;B8&+GO_)+# M1;T6V,NA$DYL(0-
:6EFP=\B[N;]T&$<'CU"^.X#R/7^$\CW, Z=AC&Z$HM]' M78G*<&WXG!&@51ZNP,.5= @;>\M_4E=;VPUYU HFJ918-FC=)_$4HB#CECU# MM*'*?!?
+.64G\U$7X&9:L+DPKL\U46O@<9V&D&-J94M%:"NEPN=0 &/;-AV3 M\CXN/]'V S5ZR95R7*R*:K;:[++ 2$O"I8M:629)R+A:2G=Z>,HU?(.,,_K:JGF";?,E9K@(VCT6V[
M/QRQ$Y>"1!]S7Y&Q;6!]7=;GLS9G&%21UE2.K1MM/P@?H$WB!32[F=/F& M*N-F-YA,(JE6OD^V^51HT7^4MS9@3:G A5MIU]W,=
M'1XA%K>>>&E#*L^3RKDRG7(C2>FS@^RZPKAIG*=:(9?C3!ATR%W']@Q5NN#P M1,Z<\R_SO*6F+B9]G)JEC)]!:A9Z$"7@%_@4T?,-LNA?BDFO-TWB='@?2_
ME9UE14;4+6DK!VJ[-IE>9G6O!;)W+U!$@?M/5Q,IQZQ2/HM!ZG7MX7FI?#!^ M\WBSYBAU3@5RUZ.> MW/ .J7W70,?3#PUVF(0;$Y-X8?H&1*LLEW!Z%\3?
['AQZN0S2%6>P@+;@(^H MT1T_NI%POE3M .Y5PFJT)&72G5).,Q(79N)5W_^9XM=1C1_!4@R^Q^_A;M!?#O_^+#8)=E6=VUYN?G^5!&L2 M,
($(^DD;V:/N[DI&RK*1L4V*XB$M5# ^59" T,G#CJ1N'HE<'-0EQC"N(I Q M4@N];T.O:3RN!.,E.1%]"ZPUG'BMV<:&/R#2K)YZ'T;6+M,O&*;!V >IZ/FB M;B)=)"#SW&!U
"HZY[+\,2(Z7L/5C7UHHN/#.#HZ.'RN1Z*]1"@W8^P8FV*; M-BP.\= DQDVQF>-\SP_^@CO<.]?]Z)4$;<6HNO;P8FL[_K [7 XU\DJ8)]>E
M$<81'A']SIED,B0>"BV,W^M@=P[^2WN;<-L]%QHV1.F8TLFD/>= ^$HH.]@BPD[5VNQ&C&3E3W!!:(P;BRRT\X"]N<&,97.C.') MJ!'=A$TJT=]);2J@E4;!1"E;D71>)2F&9I#
[[Y:-0P?*+^H'DT[:I;$1W#/, M:.4PY4!Z\]^ADZ97K!:>CBQWA.$"C)GR8)$7:D%^/6M,'L^J168"$A'J:M4Y M#?)3>#0,W[TMS7IT++$DQJA18I_M5'K-@IB8E
+#'>BA^.8C;D/NEUJB5K!G M :427Q+R$IJ55^C:B2=E(.U![61;[#=8)D/+) WCV<'H3)#],%\Q)",4 KQN MZ]Y3O'8&>$9'HY+ZX$V4%$G/6L_+$?;*M3M\&!E!'X]K&A.2>T*?
%W*0!?N%BXXA969W3[5M"6ACNG]**4A## M6K\ALW;;L\IG91%;BHBS%,%4SGR;L=-PS6""FJ)'3*;K7;2AJ>DS%7WS]+>/ M[]B*0.+ZG.[A8T[W#G*ZYX\YW6_K(*UB8OGH
%N[W"9/6SND?3@?PURQ?KL8.[XG35<>/UPK?RPG!E/&\QB4AH+[!9ATO1Z"Q2KEU,3 MK9IW)"LQI=K@BGA."7T8@M=MB5"5"@Q,&>LL,A_M,>F:[>&C,>#BV!:E47!(
M>])!A8TM>-V#A=F.FC!U]KD'$GQ"!D%'2R*0.$TS)=4=,).L82//"4W72/Y M,L\+1 &PZQS2=("OXF$QUD_RBI*ZO+7 M2HDQCKVN)%)(= _6ZG&/6P]NX316PHQ<>QHJ@R6?
NYT;^Q(:RPN/"-<1?%@N?:BW+9#>9>Z9"PM(X%5A]A=!),5&-9M\ MR#UVF"-@BGW<>$'GF.-)AFE#@J-$'OQJD,*;-@7FEA(Y*@,2G*I5*Y:KNZ MFK1[F8P(H;VR)
;86#2RV$0]+F$7/]DZ8^-B5E_I;ED. 0 MOQI7J*$M(>"'<+A^PPL MB97$\G$70-:CHSOJ0R*K+ OQBZS5AP;.Z.GIZ<'3P;.GA\^,K%WE]!DMJ_36
M6K6003O$OH)J"X]W10)/8"&P3\M4(:AV(XUL)*%>X"%1^D,VU%3N17\)^^C!=1QI3\C$>UR M..#(=&DP-D@(H^XAS"K_S,56-TJC0I!%HMT9"UZWR/?<,Y2B3(IC]"LU)3N<
MHHVUJ*$5>,1XF[>(QH12)"#E*&"=,/4^FU8#U:0D6QB9JLC! ?8W+!"]X M63*<Y(&=:PA4:37!#&PKDRWZ:LC6U*"NG8!6 _!9*+-(/#Q('"8 MKM
$QAJ=K9T[L!P*P7&,#:3!H@4^%RKQ%A/E.E/F&C6R.R?@'I-Z'#T"P.X M /;B$0#V, ^XM(-Z/N+'U-#7]$1A=A%UI5$3^:H'!LHQF]_.W8L"VW"Q;:P61NE
MJ2FX)7PDX0S:LO@VC'W':\6/0"?6Y]33*C):^+X=\DGQK@H.I_31$+*Y;GGO M\'QY5(+8L#M'HTU<;W >P?WDDA89H%"&=GCZ/+LNY'0& W#*WV :02P&\=C* M=Y+5F2+)DE
B-\VH36VC [/HCP),S@C)-)HR%RB-GQ9V1"[SXH:";O#DBJ?<8WG6$?IV+$#GI-QY%C)IQ0Y MP?9XW@;2I>7:V;LVQTE98JF-\$.B:D;R2^]]EF7"@#M"3D;5)4/Q"HKHC$EK
M;V805AI)GS@]LRT+PV\+H?3,^EDMPGOC2"_L<.A!H63:2J<629 TZ*LE-A0L M8D">3+3[:V-8RU&)835Z*RE09?/4/H_Y=@DQ,8>+]$!]>N<[=K:\FE=L= 1
MM]K+XY+I84.FZ(WQ)A!INFD(5^8E^;LSK"#U^D0KC;TG"(ZD 7W)_!*[T/." M8AXA*\F/EB?R&P2%0P!#*MW#>F\T:RZ+8L3D.CW/4RW+\28LT\6-QO]KVQH*
M&Y"=S#Y1&%QZY;"Y&[YF[&Q\&4YCPB)L7!])II:U\29;I.L<:8IWYDP[TD-_ MU=GY0*C H'?-XSVV(^6Y,$+JY4TJ[I[-.QLH2(=$I=LRM,BAY,"69-[M7(M.YK6'L#DAR"N%?
\3J853.PK]$U]#,FOZ[M0&A?3DE,A".2U&IH](HIR@% M>%$XCL(.:BADV%5BW-(2Y]I(&;[)_DS:UOH:V!X[##22:6T)Z\;)%2AX%]L"
M@8W5,A@*J9,F..SKXE;Y/*V1!*L[9K?!RON^FW- Z01/+[L'3E'IB2J(]2&>2#(Q&)8[+ #1XLIXFPK+VD0STJRB&4P(_: MZ(&1H*.$7R\E -,S.=]C!0M?
C"T"0("/>,N+)9UK\@:7S&W9>E!!K]/EWP= MB_EN*[2\[8O:VV>\[A.8$9[R#@GHR*.AU:4MUT*O1KXB))GH217V" S(E-E08QPVN@5 .*86[]D-%$
MK&T"2R<)=9(HCZ\+5;_#$.X4\S_@'B]2Q-X132>!NHUGBF(@T[(&*2$R@9=S M#ZC"I3N"7\-N+(AMR4;DJ+J&/"VZZY)VJD 4<%&SGTJ]#MWB&)-(2\47S^?3 MI25%)U
T)K(L":5$(6PHBWB3<;^1SRG,9;41X($92P\>5[\+\E"-VXN5A)H)<-%]?!!@I%9+BG?^G+DDJJTL/G8_%0;"'RO0?<<(R.6"-LY[?=3@"O4K$;Z: M-CK4(^K$?
&HA;>O*G(_$+3=:)'*=JJA \IXEF[,["XC5%3;0R *%OV,:EAF-W M ^1(3')8V$>NLIOB^#I^A'A]?8C7T<$CQ.NK'"0P84=?_")2@9CG_1O8DZ#V M,J_0@;(C,Y&_RN.OS?@X/G>/+
(8/X7YP7>2S/Y6SGMX2!\H[QO IU^L6+8 MWP&^2LLEK"G")00C%RVMF,/_8V,@+UB)P64N?9.K^2.H%;QD/G:03#;)-2:+ M$9.6V".JE"@7ZBCR%_
IZ6=LMU.E2K+Z.T$/$'7P+_R*?ARU/N9ZGJ2:Q%X3 M(9I4[%/0CE.F?<>?OM=FCM'+2^T^2G8O*#!2F_ T8]_'L77JBBOS;<5O[4@P MI8N7YV=I91\].7SN%1X])2R
6H>87STYJ]5T"8?^>4DJ28XYH(4K7*A)"8QO9 M<";.RB1UDEDK$^V^0@YZ(7!EK \12P+=G-U*7S*^-%@?)YM?V31EXW,)?)< M\J5(,?H]R)S8M=E"7(E?
QB_=7:F7"]F0(48AR6TSU6L?783-SV@9Q)F:+K6S MD#1U@/4U]ME^LO0.+<.[N6S.[67S^NW_^_;UC[^]CMZ_^^7MJ__YULW7]:SI
MW&^$%"*Q5*.V#.&9HX(+O!S#X#Q9REA1G*>W9)W8T2>.&4P(\7/W[X M]>UO+R_>OOO-O'L3O7OSYLVK'V]HL>Z678.,(8KGNK $&WEX M/P:'&'MXEQJ_R2HK=HVP4E#

[QRGW%|>=T_/C-3BPH9\4T4$4V62 48>GU!J: MIJ-,L'OUTL8^&=63U@ODX%AEO#+HHUEZT;NV?E)\4]!5!4,]E0,5FI&-G< O MM+H@B29E.O[G=_\'Q><0[I#W6!-
+)ZUBW@MXUC_^FGR_+[G>QU-V<'A@3]FO M+S_\]X\7T=O?WKS[\"L=M1L[6"WW[$ZP+#X.,%-"! -_6LDL(>TSZ"12YD@E M[?W/;]_=C@S=>W$YM.+R\[M?7O_XX>.=S?
^62P-0;:3:Q)Q0.J?$2+LV^[4. MZ>&)[[S"Q5[P)=^%C2D[]AZ4Q2=5F(KKAA'7I,0JE-M! M.DFF8V)D\#1L3YO@H#EP75 K6(M2@9FCH=4D 40!G3 ,4*?$8\"W195VIWC#
MALI7V/X'^8H-8N(GCS'Q.XB)'S[&Q!_N77AD[\(?FH]O?_OQXPU?AM](+)S> M^ Z.Y%66+FX?$'W'MN3[259$[P,FPXH2XOO&(ZK#;^'X8D65NH\6Z8H/P!#P
M"J,CH3_Q6\02FCDHGL:L_7;S\ M^#^_P&(^/_E[5,T0I4@E+%@"?WX[:5?-Y4AQ4L%"\0HMAER_F2S69,+9)GA M'[9#EP"[%/&'F#=S#"5@-^R?"U>S11:-\F<%M.K3?%?-L7
&"H8&3/^#;L9 M9$0H4V.]"%Q9X ,C6ATG6:>9@-"-5Y\]*$:N^Z17HSRF:H,A0KK*V!:5VW9S MY ;CPZGPC/Y[AO3]ZIF&3)?5$AR+F9LH6G\(#Z4R;D+^7O'Z"8X ?(0 L?3!;
(*U47U+XVD0?LC1$0(?&] M^^7KWN9[W^;4;I$,X4P#]-C"U R+JHXXJI?8YJ0@+9=E,H-=S!":); H4JU< MWDGY!]TX*GQ*DQ(C-
(7MAN#%/S&DR0BF9EHKUF.$HHK/PE8N%%XEYF"D[B3@ M.!5$(FZ*RYZD[A;I^]& HC KN*13^"NBW6+XCZI*A[,&6_Y6"K_AOL#$\?PE'?QI97V9A>W4]]Z)7Y I?A?
7/$+S*)3(S.%.N1IHP.(D_T#$8 M>E.ASON]P$+0&@]3,%*_4 TKXA:I<;N1COH6V9+;RXKR22'HWA5UPP:'*1D- MBP89TFTS;-C$2SPAW,V:^N3N1S]RZ9?[6L7S1])8U!
(4CF5]@YD?32>"KHV].Q,U1B[&9,(QX MI/17<$CQ/,X2;%7-T#P"5\SPX#,^H'/_![_A(9EUCZ4^[WSM+\]""#]%A1%_ MG&$S=UPX]C&CZ2)0!D@B,5JA)?!B"[14U2S$F,Y6-LH
MY<*^[?4@5=7]B+"_3V"V%F5-$FD&()LCS9[V&,S7FLK[T=N:3Q"W[@B)'^@@ M\Z8YB=7O.1'Q;.1TM&_?;;^@MB6,CH:+)Z#)LW]C ;R&&;"FV.!E\-
V^&T[2H052JZ*G]:^^L8H.V;P;_JIY)B0L;VXE0HY>V>!.9?>KE7-.^ M5"$G"=YPT+[4^PU]]02P#N&7H>-08:;9$%]I,I)*/O8[V-3>(;']F.7BRBA;
MK#694,6R[@[=$=N%DC4R6G74_WH*BWV9MM@K\ %[+/^!8HC>402:!"' LV@" M7+:?9 ,K653L4"?]T5QB>RF1>>ZH;8>'FD]/@1,A)^]PC.QY],\BO8!:-?"5 MU'9./\-K_L-T8@)
($&;/43*OU?43':OBJ2TFY1AEPJ&<%\8E.^CJD ">N,V-Y^MF\N)'-\16H@1>5E[428XETC%-D#HC-',B M^26CEXM@8K@?\\N]:5*)40[7BOVZKOD.GXWPML&?;.]/U]ZA>*Q0?W
5ZBX*M=W-^I ++;N+,BA [[143,XM8=Q?U*CG MWSSH%?I1];4JYH$-@]+IC*/DJLAL#,/>(PGX3=0(0B^0OT)4^PC^HW4', M/?7@ND($5*S,Z__(O@=QN$+1V,
("/R(ZMIIMIWM2G7^+O6.3$<9]X9YN$+S: MH+W+2"BM D;20>]SYDE"DP\I*K]NY?G]38KN4+WEZ2.VY ZP)4>/V))OZR - M*.SX/IN#[96G#Y(!=]T+
M,,,8AHV$M%SLS="3B[TB'W"*@($!%-)7VL[$(""_P$:VQVC8N!(;= MKZJ6]:<.DXL]F/>O]P[CZ(O/WI[06MS*N+G][0/]:_ ME8)*R9!2PN3
<9H4M,0>KT^6_R%L$QR:PY8[5QI+I.DO?5#-RU<7 ?A%"DLY M*&:)5SK2MT,QJ(L@IL179]7,,)/_'RPD:6Q3XF@N:@@!R=8T;I%;IQLAI69
M28Z9/D<)SLSR.;Z6NJB5Y%VFB=1!XE(_R)4&Q9W-+J.J'/[SNVP&-]'_'AP< M[?]QO_P.*;S^^=W+",O0TKR:%%S"1LO1(/: /X A$H?RP=]?4]4*=U!(&K@8 MDUIR,UPX"P?
(FC*3%!4; GG^Q^11*7&DH+\OT7?*,I M\[5W"^.]I[UOALEE^+0B2#E5S#S$>?Y^=]'-_"U)]H>._82EZ8&KL(9T?@P M%U,+WX$R;QHN#T>'@-,Z%QH&L\Q$M?
9G1D."D[#=|>9COH^09+IG4@]2OZU. MD/MW>56#89 R8LH$-SZ)2/MF]ZYFVCB69A\4QTDDJF3FW[#!8*MGR;0 G;K(M^]]@P9'&!V(Y: I]Z;(L%A0X1@P>@F6X"AA?/$ZJB?!
D5@IY=A5*EUMQB55 M[E+>/$4S[JU>BPA=:PW'A#&B%7/NF&&CK*)[MLEI.KB:E/&F3O2T?E>I@%O(M,L5.!7;!=,A:8."'= 9U#._X?**75' 4$())-BZZC$
MXD7_M?]QGVWT/0X1.!0BKOH>V!&)= 1IH1*U7P!C!% M@F!V'(K),FCQ-2R]M#T-*1G\T5W1X*F$G M=[.E/C)_,"23YQH3H[^2NP?')Q8DMA1'.]F&8TW_ES-
Q07=KTH=+;RGENF,& M!9E+7H(I+DV CP_LPA)]XV_%%=<66]ARDN=PMP_3D0Y 2(1MC;.2M 6\@)
MQA*#W%4&.P*S'4[3!..T;XGV)+L45"V)\&MT<;U[_^UOKU>Y45H73O+W!J.\ MQ,R/#W@9*+A]\Q91QDMA[A_:N9S$VE1(NEXDT4?>QE]=7]97
HE/HZ(%W95A,R),6C>FK_UAN<4T7HG(=$D@%0?BH M^'EQ]?@P(2O''L"KD.1DFM%+*9C$*DNB[GSZ_-FJ(V*LP'O(8A$#/MFO M9.R'-- CH7+BR?&\W-
<3]^83[XV3@LM/1UERF1<81EB="5BKQK[['D=OKCW@ ML 9U]!]V^O@L>LHG)_W,AG9,931(\+N2+CACY&8N3-(4S M9X^A>8JQ68VPJ-M512V:J" _WN$Q"13=YT]?='S1M-Y
MXZ$]>IN]D.\7W&+WR[Y5 "&A&HZBYBH$) \:4OO:ZHBD*2_X8B&H"16G:&LL)(ZE2)EGQRM-B;LX]E)B
MO42#KM532]M/ZYB8W,DBAO1ZXIGY%P5HTP*,M78?:#CQ/"VEC+%/%F UO;4N MG("M^+JN"34?A'TL:RZ(!B5V^LU3Q2V0?.%+N/+;Z4+"DZ=\&<+GL5B2AKTQZ8GE_+C?
M0%)03M GLSX; >'R$38\'ZH;5PJA/E\CB3U_^-TB+\K_NT)"VF@PQ=L-18N] M"0+5Q.0PH$]@N <1E\GCM4XH@5@9C?+HDHN%,*4E5XB^")MUIM-Y%Z<:A*KW
MHQ^6?'QP.62:G2"F<6O-BI;HI'&.#%SGX2(K;39R8?+]I\N#8G2&QS%1 MTOX@L*W1;OAH1E%NTQOEUJF\]QQ%NL)M.(L)V+Q&@CS%EY=%_NYS#'L_W/=-
M$_Z[;YW$9.0][C;%I+VZCI2PE8 MW\Q^W]_*7^H*NG^5]@;G$NB\4L>,@5X?2?-2,>441@M8F(C^QFI/ F!4E"3B9:0,1;N>&[, MZ'7IT$;H2ACIK0?,+*W](A(?,-
"8X<:VGZ=X(GE,;)%ZN9#?*8IE,$?G'-)12 M:MG:"M>W&4--M>Z-GX;?G<#0DB8V-[M$F#Z821%,6TX*CC'*$* % M<3B24;<"XE=F981QC*ME_M&F"# R48,YB(O?Q>8
M%V0X+!M"F61,T4P>O"W)\&A\<'+A$H](F<$:$6:EYT/YL/#X/(E W3AO.L@JO"HDP\6:O M%7/PO[!A?)+7_HI4&Z]%S" .(:G7GIGN.HJ1GHX91-M]>7!KT0.544H)KQ' MR
/,2L*N_4%CPXJCU58H*4V52P+HGH&%5^)@V?)L M3#>_F>:31%,J"J;34CN79UB9NPW7;E]5 II7&EHUW'7(Y78N;/@;O&]OC6@2 M\CQ;,-
F0(I]*9:J$(FVH.:G"'R1^/R'BI^0G('N]A$]WY[P+.C\QIC6V"]RQT 2N(S%Y]A9,262$\S7VQ)Q+*LFLA?XB%A39REVI\X]\-]E M=]!^\U!+.#BDA-
&U5))Y^R>.V4G0G=*=W0>0'G8;X#]$U2DF.8G-!%')59IS M^)&M&HI\9]2P8-,N=@[.]+X'RB3>+2Q)%\9,IT.V,Z3R8GA,'.:)/5P180D: MKBWCLR=FL.[B10 XBZ[
7"1#C\+-1B#C'S.PNA.R:C2UO0J-Q?[Q&J14XO5 MGI7%8E&*LH:KD:-]!M4(-8!?B=2Z82#3A?2R#/,)1AZ2!ON".0P\|DS?YB\K
M6QW\WYKFHQ?!>\LBS:\RV,.9)&O4_[*V@I_8(O!LAF8WRUG&B<71P*T"5$7 M2.Y&A07^T]]&8.RE2-7,S01Y7[7\0).GPKX$"XA>XC3[#_HM9 :1XCRAD0ZP;?
0"'NJTU=:8Q(4&@YI=[01B,#'98Z]+>'IO^.N,+_*A5Y%.V;4 M]&@V$J[^W"'7W=+*&,-O&?)LS(XU3;/9,DX;C2A1,Y%I:(M^U'FALURI- MO#%BR#*H)Z,17M8,
[2F3QYST]_X@6,B7!"!*=JZ& YX7R*+^>S^+%6G"1D[Z"RG4@&))9@C.U53.?W M'Z54GV;S8@[V#4("A860^?=LJ3 YD1Y$C2*]1<)C2<'/>2>H'.N9P&(P$
M\;#LY1&GJX:2*J*6[K3ZU,(SL&2-3U_H%]:"A39+L?\GO.5?.3&]?:P3O:KQ MC,+Z"T4H1M[*!&[II/Q4R>+,EZ0%V+A(A&";O+ 2*^RY#3#^")'F95H;&91? MU%MRT[B(FJE>IC8?
IN/75+OT*UHU%7RD8&J$[/^$P@V<0&2GSUUR9 M"]_[EF[LR=6BVSZ@P!*MAA]!>5K[LUD*?V#NW%E"/6NI;R6'*QGM+_EU*@_ MKW0]RR!S9J8
RU"^DXE_W5%RAXH!DVOQ)50AU$2#62*L+ _=79><-6>)Q=FS MV0\Z<9I/57K1AJ41/#'./]-7;&+:)].)KA9/Z@[MR04A!# '*/!V7&UWQ"G^ M';8$\?L>.T/<\R-
0WHFT'#U$W"TY_K$6UK@B(8EB2HH'3BKDPN*JD\N;!31%(32EC'B:+!"<7%;.02'^_]+%\-$IR0O5 MEO72@M=-^CECOE(54>R\@(/'^8^M3,>,34B0M6.5TE7/F5JCL [4O]*87-
T2(>()(J]=Y5TAB:!$Z&VX+"-<.XM-M[D7 M2?[#SG$W%?%[_PVG+'!SLCCK:85>'_+(@/E1P*7F[,?S",X7C0NEQ^K*N'%: M!#]R0JZ7O'1,=HW0TJE\6BRU<[%_+.
&P:N,M4AF^;^YPX=5_,6]=L???-$(M,EU_]Y3W?SOZ*4O?4H3]-/$K[P]2M*2N9[6(]+FTD'WOT MIL.&:ZN\X&%P4Z[1!;9K4%B!0WE9W^@T+]6<'0GSB])
<>R=]U;6<8<$VXG>/2^*K.RCO;A/'3H MVX^^+BC3^*KW(EK_&)1__=X_SW3EX>G1\'LO_GG4W1>U;U]/PO*\85>%\K0C"'?UF['O*MHX-5[S@\N*4' M'Q_]^37\?
0(+L*$TOTKR9)3H9+;F+SWZXE\>?PU9Z7WSCPVJ]2\>^-F7+];! MU]W;_TKF2?[%HSW]XE_JX;B#O>4,+#?*KKY\ G]6.-J\N3MA91'9$!@=8&5D MA;BA\)[G9T;
<#AO\.CMW+8_()%K)BAR_4V"%>!'23B&&?T&9B59%? M:WN!2.,_\CXX@H087.$9H7[=Z72\)ZR1^//N .C'397:\%$W0NIJ4K7V=I(.
M/\W!_:F]QANC;$MN<#S)'-3!I4,8*VJF8-.\HX.C%\OD<7!\OD,AES=,K#0CI&M M!>WHN>FQJN,HS:ERN:*XXZ(5?.:B QQ0V"U,B\ZSDD20T926&C2V4>XH MB')K/R!?X
@>ZJ]^W4=2N $>0V:;XTCUB<44D#_=3$B)4U]D%D?80?1U'! M"4;%]"E2[N\CA"#/]I::#H9/.""#T&,0%"VMG@DZW]28$B F^THAKM:&V6F M0$5LLK&$,3
L19Y.1Z0C3Z1/3F()'>B4L2Y"'H_Q!VP_@3!+FU/ <<&3.6H4 ME.:\24?8*Y X=6*#A#]K9#RF+7WKL!VN#\$6UP!VB#TT>T MP3=^X"A
^]_I,NI%'$2_2%#=%H15MQVLI0'IO.\B+OR2$L):9H]V-D+GO#2N M8]"AC+B22/GU9!*]W;-Y%>>*M"I8QBA?=,=1^VZ_#Z*4TS3P.5$AN:=142W9 MBT;Q?
O#Q=ZKT7_01H3]7V4W98>NTK>Y5XA[='!X&$=>R6]+^,'G=.#"2*U" MQ":6%][FQ=$OO[P:(A&5UF9)R$/T=PKLF4'5+Y&3;6TW*JI#%8&M=*,89Q^ M*1GS=M?
C'D^,F!FPOD@(*'%6>4YE1PFEM$B>QBE1ZA5YND?),9L8U]IF 8&X MS!W:P8FTB'6$?3)86BWB:HZ&TR2;>=D'0J+]=-?.3H"5Y/Z+ M[*ZMW:Z,IH0E'2-
MZSQE#C"":6A]O0IKGP29,:,'GH"Y0X/0M%5 5 /:A-I M.#A&1 &3I5?Z7R)W8),J7<<(@4Z-@#V$(]1C'+"_TW)G*V8Z\G7B!DXBLQK& M- AO5
L>O%U2ZY+9!;%:PN6^L1YXME/%YQB"DY/;62+C*U*X#<5EMM*)2@R3 MF7^+GF;/V$?%;]C""OY.125I\EOYJZA)RXOZHQL/Y*P47!I\1E5C(;R"=H?6Z"$VY0>]6NZZI>:!J.Y
M0@.BT*6P!+([H>0'J28$S+WUZ#F #7'QV8^G^X8./=WBX)A\%[N-_>C;MW) MW"_WJ;4,FBQFRU1.:%()BSLXC6]1ZS<44=]J^2C*RR27VD)%EU+O"@]H V.! M"W-$\-?
@K.F]82-5T6]/X!EE6#_G M."R\/FQTB\8, R-Z"FX!$]57Q91XK*?P^ I4] IZ,L\PM\B5T_14/U!]92N MK)[B$[)-?M+2QXCI5PH+>>T?I#<1IB^F=Q'U13A[^B!8(L/AG=2-9K$OT
=F62BZ1UB#UB^V5HY>6NAE@]05R<20E,DOY>G_^A4O((M) MLR_&:3/M,J%3<_05;".82V(5*#V2-'@ZG&_56FS4P"9DM3"<2TA(UBYW.NWA MGOB?W Y]8&W[@,\^A1X_4.,
(YBK3Q!42(Q'GL\+4"=1E%-1U%U*5O/ANU"(MW<*B&8;.A"E#X?.:T22LJ]S8J3@X7C=)[\:'%U*@*PYMO1@T$&:X\5\5*"[0 M&#&UX2A^Y_2=$X?4*N
.D.G/\:BI%G!E4M@#A1E'4L1@5KN2#%29H-&O4HF MJA9-ALIUZ)4>76S2Q"1(N+X.TJU&)U^M4)WA^_U,+V9NV<5[SWKPYS29PKT MFW@%SAQE>IW>'$MB&)/=C6Y-
:4_OP]16*\142XI<$IJC:T9"1#VVG.5P@_VC MD-<,W@"2-<,65KS"OK49,_5(S2SUPK-)Q"N.3LX6\ZO1S+X.E;2/E,S%2PR, M4A@S-]EPA7 2&?'M;8N2$'21Q DZDZ(ROEF!_5,2*LLA
BJRB64JQI[22!B, M"RI(JW""UYGH3-Y2*0,&Y17<<*1U6-S.?,!3P#FYO MU=$'#V#1U!/BV(%]P0FCS3@JDX45!#>>;(P2/0;ILOU,EAUGBB+,23FB.?(O
M$&_48"X$E>I@FN)X:YHK;8##\H-4&3H5V=7W_EP;:7[]=X-X!(O'N$2=P"7 M.'N$2SS(^<(6D%U7MI4!-Q"I@-^HY0K)?NMR:<]X^5^]Y0*3F[&5=3#VV=I9>][-TS#WD&Z8-
P^B+LXLA4A6 UA0[8V$YCF,$.0!V0L%-H\RMS91]6%W_C1 M&@D>]]5J.RP,5.@3<<9FD#KZR+YHIRR735@K$=)/Z(\XHRV]SA^KG"FI!$/
M_O=T.L8@$+@*L4^CS%8&*NS=]!!>CFN/19"ESFL2%]M$>T0%0M8OAW]PJ&/8 MX"[<9QYMFFG)]H3\R&4$)P*M.RI9=WSS1',KYG"-4!!L7TI4L$@&5\FX MHB,95TSO$\
0;7IM[%#107G9=4AX5$K9?6\F(M4@A$R2PGJSA$]0Q$]I1C7 M#>#_/M:E/X\?;?&#C6C.G+P,(1PQHTIJ8TEU,/'@6]2X\J\
M=%*#VDQ<1$_I)5T%&].1Y]#E2/T>WV\E*74!5.2+81_IAP*L=>.S@7[X(>S' M6HO;Z:*OG.$89G.&8OOM'%D(F#A>!5X3WL3K_Q7Y].]#[#WRPL= M/_3O=/=2WB#R%5S*8?
!?/?\LHI[@P3F3P0)8E>87HG1-[_ZX<74/_HW_X)7CT#MU(:$QB!U@!F! S!7:?-%XD!$T0 M#DC FL(NH"Z'%>.0#O.?,);&S_F,J?E\D)Q:3%*1J3Y%/$DJA[02'M^EX;@, M&Q>(6LN"

-9HTS\S.:-4*ACD4P=]%.@Q*O&7[D/HE="Q+.AII&9MI:4N\]8 M+K&VB8E4^, WX6]M;+$=Y966+K6S8X+$]HLY62MJ-XT-@(7@FDQ9D J$:6BB M#<-H<$%*RW*?
E(2"R'3=M*)U4G-5NK!FMPN\$'6GS.54(%O+.-U#8P@11P@8 MT0WDENAJ1%)5)IZ;&&<70!)A&;A,-4&R#8)!!?E9)'L/TA.1C9!&CE][(GF&SN<@N&W(
M;]%R5B)I80&V!DY69:B\E/'D!2"+?:C']C)8]W&61I/O<56_]&;0:(1XT$[M)E),KG$M&?I]655.,I$U0M"F%25^C\0N%YXF9*QZ+V)Z=3)6\]"\%Z?HW:) MCEJ;LI9]-
_Y\F_!X4^_O@]O6)X:XVC=3VAO.)M.ZM&;:QO-BNEH5<8KT0F3 M:Z]_X2:V]]F4'I#_===Q+@]3W&O[>]8T=!]VHCR?H2HT%GP*G]ZRA)<(7)(MBM=-
T,N%O1L.FWDBYN]'9[1+1HS<6_S>;\3E6$8_(B?ZDD]"'H,BN$GO'?$B%QRG,PWF^M=7]]GF7%/+I(TA?A M'%A'Y.>]TNP_F.SI^*E])Y7 M?Q3OQS)+"=OF0W5)S"5R);K2S/@
M$==OD"+EGR"S'LH/1K_:21^I(=:T4(XYG?9NK\#2&6?9]ZT-P>QM&2T0IX&H M:4F9>QE/:)*UPLDOX/267K9(QJA#E^H%(<85R+]K>]Y#P66<6Q@ VX*G]
M0>MRXGU64=3]\0MB<7T%7CX;[B8XA'S;"$(^<$,Q[VW3A"V 9E_Q7B\1_., MO&D)1&X947.6 F_B:HCGBJKTR?Z$68AZ-XX'+W8/2:8>/YY$=2S.#G,S>2H1 M3M>T!@-
FS8R[QNER,WW@BJNGLO;PM,![+%@4OF?UG;..'KR]6RVTATOAMKEU M>P;B\Q,; 7;$[>$%:^\7U^/X&FS; -IB%"!G=*"@>SBV-$G^ UN)QCG2/-IX
MGAK72@C!725!9K(BD7:IWH5#>5_Y]4;34W+7;;+H2I%;9P^2H!83#T0*0^- M?+4]H0I'[D,THE2[I@@VVWE $/[B&GS(.0N+2M;>7MM_B[2O'^^ /6BG+W
M*49D)&:FMY$2S#065(G/'S<5@POG6]2MP/*L?\5Z_'GOOL56[T./C&7NM)VLS MT5C$U#&^[62])-@8+0/;:*6U=XVQ9(T^"Y)6ZR\P^ARFT)L1!NV5,VN15+4/ M.%3>8FH-
Z8:9HV&-,P]B'+&DECG05I2?&"HI'F+?#&+CU\Q@Y&"%_5<,P48%L4(=$5)U/WP + 2'$S&K@"'M?9Z]DO1]U5MBJY[S"O5N_*6 MH2/L;.DLXV)P8.T.FQO:3T)P53".
<29]JA,&MY9V%";HDX=9XT09Y$]BH\^! M+\VU[R1%RE=6Q?U<+##^'U,M"R7\VK.DB$D8]^]=,B:&N/9SY%M7V6R>L%5% MC-
(],WV0MA:IX)\)#_)*YOQKDB=BTNZ6"@Y*2"?=*'LHB M]<)W(X,Y>U1-J"CK;$%$;451N&9NDIM5 MYYXK::16_[(DL\3!]0@,,$;LT]=TB0&-
]LCS=$J=Y=%HP*0M]UC!*<)F2(A8 MO:2]LE6&9'%W<;M[L4TG>79='$3^E<>% VW^""@U3>4A12OS\@8L\10]YUF@ M?&-KX00&6E-T;4%13A#93Z
EC,#OU)P@7M%DFLC[ATDUT5ZK@R)O,.9!4RO3 MB=S=TM-%'\AQ3[BI261G>,,G=A%22BRI>MR/?L!'1@55&8$^K#FUU?=KVUHV MP;;,L!CH*2HZF286?)U9?>$?
4UQ<_}TT,Y8*/8QNX4Z%/LD)3HNZVXPO(MK=*E#>,NRQI86E&R?5Q M6E56/RU2K2D+[TFEUQ4>N "J0;H7*\NNLA&*^'^0FM7['&SQG#]9Y7]L,NX\
MGPPG]"\D/I]C:S>Z1]DG/7%%(]Z4C>@.2S'EZJ9U@)X!W_Q+M-L-FC ":V MFHV'VW++\]?+5+_OQ]XRD]CY@T^H72V46(BU^(^B0[W8*7V M7A"E5TE8>&1(]T /6TQ7FZ+-
)S_S>=7\1 5:"4AG-%X*?$2@=$2PIE4'9:J! MI R[():(3,?Y:^\Z0P]UOVNGD+6A1GQ3.]$U.)D34 MQ]C9GGY@T^C'90O-@2:Y((EA.4K/X73:WR2,:2$>X1^XR7N!<2Z+;S]D9O:/0/
M\E"N-'D7U#C-ZRDMBM=PC 7K_%/P> 78@W20>'M^^\RQ)5[2;PJTB-/'!OO M^):C@7; !5 M)>VH9@%':,ME0LX%Q,60Y(E*K/Q:"OP.'!7"P]^VAX!'N-'[1-X&30(T]_4
M8.HJU:YY=-]C&(H.<1W! KV!D='#X_/9(]%.]7-DWG$YR%'!N8Q]/3@_-GT?.SYWO'YV>' M^W>;,+E+J$!;32S2 988&*6XA[7Z1_;]I*[G?_QK7Q>+Q?X$]@=.>B:
M,L^]"6*2'7^]^2A%YX?'3Y-G^+7#TZ>C9W]5P*>-5$C_].2GB-:"CP]?')]0 M<3]]'$'*3VO'(XC1=>\'855%%54%5^ZCI0VWQ@"<5%KD N1CJK]#(!?K*]IU$;XA]6B@1[
M9!/:5B<'<,?6<> W8'B%B PUOLQ16[(250VEV K7!BD_NU5GB=2;T%/V5 MF. U@U.+FT;WD?,ON<@2 M22LELCY(*5AD7\X_NV'1^PI2]O5?L4%2__QJ7(\'2?
WSQZ3^USA&@P)TRI>^ MARQ|U,9_BYHYQN82E,5>$0!QAKM@],_OJL/_/3@\QH.'?_K>Y9ALN D["C>N M_HIJ\]NLNB$U<(?XH8PI%BQNV$W4^!.UU.DV-.5*B01XIF68V/%
T@!R/1!N M.QFU^!#86,E)-9'3XX6]["5KL8C*O@]7#07U?&:IK**,O8C5;RC;G%7?/-S5 M#E*!]>:]:5@E^9>(UZ>H!?*K/K$]I)MIHYFH9'VZ#B>I0O/$H>NF-_,C>HE
M07C8'G,ZT]P+X3Y3T=-?W=3]0"^5!R0<&]8%GB5+PUWF;'9X]BVWR:AW=47] M@E?INIGKI!C O_2:F_54-?(K;-MAP]4C:'&H59Q]_X\DFH#9_O_@\>]X.S M[[[_
.L9O>&G_>.OR??V^X=_1Q.&PNS3*EUP_7NCMX1#^ M-$NAF.:[*R27 M$R;#$RFJH^BU"R)7NQ7=);"9$UF1QRR"R:"0%5:C,@N20*]GC#;B@/$_/_F[M<#*#0@3_F+AC80 0+]*
(*3.X6QRMVIHM&]>L(PC6QTN$1+1YF97!D*2">F#SC M4/P,,^;X+8OA\4)"?LS'%7Z+Y+YM2T>BEUTNDH&1L1K 6R739KGS4Q3S3DC0Q
M)#HH1BZ*X24:QVAK2#=)QC(7PH2!V6=.!.+#.8]!Q>D6AZ+$.=HW,*]6%6B, MAYFVI;/^"DG\/DB!A"2R;[\CDV>)?=76/&3Q;?K_C@Z.CKD"'R899HP>20C1 M%97ABD52 W2
W*3:\UJ-]RJ]>>M!N^%9FUY99"?DR^2*>"[E:]/H^?GPRI M_P,YKA09SM/%5B/!4S2E'#!5Y 1QEPG8.A*VXXN>>5^6#BPA]8)@<<).J M2H83N(_KNHJW&A%707#'#K))?
J57'1]RNF@_>DG6V4L8S@0ZU!S2(N4SU4 H*8XU<[4%N]"%E_BPPW]-?@=:PP]JIP(5]#5)6>]I4@]V?2P M#AYX@0TTU*-LC.'&$1DCP9^PU.-SAD86*./CLI\(!=%6@Q#]3)<6\U-
\$>O M^^]XR2VKN5#O##I0"%S%]S_O/3]VFH8WGO0#$3\1RX7POTH='KCUW]A0]QM MT+W%XG W)O=V8PT9[(:\TZO;N.;6)Z9!&>Q3"VA'YIM< \D3,R'AE5TZ/.#
MO'^I=Q@&]_$O;*CJ#\1IG&0#["WP::@6&+&,\0^48L,[NI-W^&HLF_S@HJA M'F[<88XM/Z)F<3W X59]G1+P2-5$.",:WU"Z!:6#I84I"6F0P ?AFS)2K9RC MZ0A[+MJ2?
$5WQYN/.1%4Q;V3>I"FX6I$?WD]W).IV$+)9]IW@)#B)B"N799?! M)V;"C6-I]DT4KI0?DT4KI0?#-V,5OVRQ4$VR?V?L&RPYCO"G@1G M0HL(O2]F-TK)]:\F N(@L5+
FE2E@GO/,,XEMC%/J1Q4PP;8S:XU').$3.[] MA.5F@%<'F /P$Z@WKF=^=0.:7N8,N#% F,%$(MUCNU"B!NP#T.Y3I["5=] M+ZU@8"L:$= I

4764L1>]+T2HDAK2G@@*5KA83$AC21: MCS4NTT6.9$%4QID.E&,ZGVLC/_Q7"B$Z@VJR:>GSU;*KI5$<4YXI_BTO:*A M5& ;X2B.<+.N.39P% VY-P1*8$G5HSN=ND'X;['\F%I
IF1L^9T/&>*@X,[!/"KF"DPB><&ZU@)-U'KA2 MK]GY*,7;D!$V"LCTOA[H#YTU%55(M "?!Q)T^LW3?I)C\O*RR-]]!@F:BM?_M%0)[U]UH7_.MKYOM8@4@-#:4+<'<5)D^
VWCHC:>!<@A*"EZ)3< '06Z0K<: M10O"B9(LN:UD5,RYMI8.-MLG02/N5Q>!)@W;5FXS"&%T3_ER@.?&ZK-0#+VI MN+2*R#LM?I-
/%K64IY)5/.%B#1/RAA#XB^TBGW!*N3D;XR>Y5Z(7Q8]UQ"8G M4'!N>]*2-2DC@O^4*GITMBL:MLC)K:A MJ9^W3 6SBHO5VUZ(,/N%-:U7O!@%D?
E%4TE%^LD5FW&!C[9;C=59&5TAGZ]> M;EHFT9.K:.AK)>DX3_I]NR#CVWRX'QP!>D;(*YC8=GL:OO:21/!A-D?&*CKG M>8$%0H'3OUV4>/^+P[P.>]>,3GW?PQ MNL>)Z3?
IH&PPLPI>TV',W=1]PA^3Y>I!2H;%7I@GI]]_RVC0KD]XI9VRMQG4 MJV+/0_/ 72@/]|Y%XB%Y#7 3,>;V!GHWD9&-6=3M;F O#M.ZC%^_QXMO/]7 M)?[56:X:#%@1[;C2BEJZ
MV(I&A&3P5&+)\83M]H22\5HH'40HA5]9/Z-[2<+NM$"TG53C D;K)1$%TT)1 M*X/ML!Q"P"P(2/]TPNJF55WD4HDS+181BL4TW1O!.VOD!$@K$9RR6"93L-3F

MR9+QC.@._AECE:G4)=J(R1)9;(<9>TR9/YRD0Q"W76"GH9)JKE)N5W"M:@Q< M1\FG$M>3/HCOM@H)5CZ'2XW0HXZ@1,BI5IO=PW G/,"SB5^:5KV#ORTV1= M_@*-
HOJGG+C JMI3ALT65Y(1"H=P-#C0>JJ FG6*!3,>?:KC"]0!+@HQ\,*# M\,6RL!SM7O) M>$C /J;SFE,MQP<, A/*DB?'I_'!P8$#!6BO,@=AUT'[L\&=U4#7.!7R8+Y% M9EF%-
[QF&6BOUTKY?O3>E9W:%:DV7HNVG9(0"W^!Q7B)[>5&_A#5A.:CO1%& MP.3Q_;1.;-G? MID/:H9SPBN-A-A6)4#_WFU&D]C@DVLHTKS#()'?SKSS#>^)C3
MMW)M6]M:&'CB07-.2A&D8A 2162&_4Q991>F)U/,VKZ0W&P7WI#FDT03K+9C MMA(HV:3D2NA&N(C[>N:0&K:I/6[]Z#*]%S;/62*;XUH$O(\6C#9F2*?+BV) ME?*/L:
[!.S7X"5%!#3SYD&?@SWG(.W1NWN6(%?-I,]B^,7Y:79]"2:N77UVN M^I7-53_]^.NK9T"RF7*F7O8YX]KV58C5/C2#ZR"+4/E,7+)^Y$D;YE:ES$$R^9HP,4\Q9*KE/P@U03WZC
M# MN>,6%^QQ>N7I"_BR^UI,G[#^1@_@/5+]4BD2=W!DB#:E M'V,C%%]<;HHQ* X#<<];;\1.GZ\;U.YLZ0V\<37J1ND)WXVY^K&Z(<3-ZA?> M;
(WL=I$;:^*0&XOJ5^\RNL?,PN_[[O=K182<)4RZS"K.&3!]F2E*<>FT=HMR MJ\2R/O/@<]HU4UF0.'/\$?G?L"U@6HJ]BS0SA&=!PE^P@IK*&=<4*?]"$23:
MR='6)SUYOO_B5,/2L; CC;CJ"!O4]6>NOJ@%KDBS8W*R:3C>RTN*2C$W0/6W MK[N]-W8X5TMNQT+&_H,J%Q_Y\N]YE?2; MD21;Y8BSYDTY)/V^,]76772/=^N]_GQ-
TJS_X!G_X/7%5Y*>57B MKQ]J1RBLGO7':81I2T6I8E8/EZWA=2/P+A"_M".]B[T7NRW"I%T*)H=\R1Q)GO(D;_DY.Q[?__T *|>/@)6O#U@Y/G@$K'P# M!V@EZ2W='%*A
2=BQ,.0XMMMKH_HY/AY?/CBR#$94Q .U"C=:\@'F[C+%2X4 M;CSXY&C_[/C4\1837+I]%YC^&X7#/)C))W0TAXK1 .PS9:,F]Z[/15*6B>29 M[* X]-
V=AT\G;5H7'ZX^\H9&O\L3P\O&052"/-"6)D3,T6[,XC"Y"ZZ5%:\V(XM1N@2D*+R,L#:5>B[&DF#H_I0*]M!QF5:+) M):3RU4D$*QL]3=9>Y_K,C_CCL-ZI-E@LP"*9>OTT*?
$UK[N3#'A7_&17/$O MA+2RO:L\9V?H^-[[_S\8V!7Y$:8L;[0!]*5NCD?R*[]_?>![%!OVP>R+_I3 M/I ^Y4M\(#N"37R@[I=[?:"3;]P'VM@$ZFC2#00G.CHY0.S)"]MAC?4#OUEC
M_+1%R=RR\7/--]-'_/F"XV?S71'C_'3=_^9MO&SP:ZM-'[>;&+\1'W&CUN, MFS!^[!S6&3]1G_%C6]*UWO@YZ3%^WGR!\1/U&3]N2;Z:\=-G^9H'9?RT4]YK M;1\[9[-[MD]O-
N#/F#Z=E;^WED]GI+=D^'3>|R5V3_LA6Y@]G?>OL7I6?]NR73BCT<"-L!M^&S2,S-ON(3'08'YP=QV?/MS9ZCON-GE5B=.LV3WQX]#P^ M/MG2ZOEI.ZMG.[6QH=&#I>^]#U]
[>!9%K]'S4^O"W\KL^>D&S)[.++[-ZCF^ MUNKQ#C>^Y7E@+]+37X,N-GI^^FM&S9O._FLUS9QGPUF[>9SOHCA+@[I6*>1PW M906=?#-6T,E7LH).-K""VM;
(RK&%8:S*9&TW6O^1+SR4W2;&T^N1_?A/D4 M3$6>:S.VH=]"V&-#M9;NM,>0^KG?D#);&U+N23=I2)D;$X@'95+M]CLWP!B= M/&*,[@!C=/B(,?
I&#UKHHYT]^FC7^&AG+1_-M-B OLQ'.]O21^N)T9HO@BU] M4;KOFFB9Z?YFM6^TP:N\A@F=;U0K'5=3K*Z:N&G']>Q:Y_!+L-7K8X3;9E*W M#4.NWK+-
X_ZKUR/G6=]+:E;'"#]RW_[" MNMS)2H%6B?X$P?1$,J MZCB:=1&,8 RW&\$P?1$,@^@^4&<&,+XZ]F' 7;B@5M;7
F>NC*F_1%+*_7AM5*4;Q,J-]ISU1%4ZF:G-;]_@ M"2(AU^!^]OY]H&=$U>KKM>^)'8GB:%%U.^&B%SWAHO8V?WFXZ.T=A8LV5*T[M<"7Y#%@H,?FEM"*/IFF-'1(-
]PAC(JW_0B+OH^>*2\;6B\S3$D>#M%Y@;;_0 M5OV_VH?-C?+%^3-1_]7,IO_'7S)_3CZY9=7;<7M[(N7EZW<"]\QO)%)-T3"
MW$*M7X"\.:W8,*DF6'X'DS]9H]ZYMZ*E1G_4K7#F2%1=T=;,>2]A]QY(CXYN@VR8M\#^^O)N[+P;OID_A];O?OP8A M'NMSS9(_04X_8;+".?7E M^_Q;R
B)OH0'7PJ]X='Q>7Q^>+*AO=P^IGTFJM[,98K-'_%;GD(U[N6.[6+% MNWWDVIIE9$MCU?A^F\9@(R5$3'
M1_'S\Q>6\W#MF[I&E%6Q8$H=O8#EQ@T#LP:7Q&P%#.HK7]BT"G!$;!F^E0S' M.9MV"LI>B-(Z/*=C_:?G?+1_>N#/^#]3S%P_XPVA_]?-6)_#,X8I/W\1/W]^
MJH+Z9[;Y^>DV4UZ]R5Q@-=?-N(V)PPE?/8O.CN+3+]AB<^OSW2A::#:8KZ2N M^2Z$&9^?H473:KH1V+4M(S,QC(R4Z_%@Z/C&ZKYL(,_M*TF^,HW==MW.B'0*CSNQ'U;-#-
FH_Y-6PH)H%OLIY8KN@L-?LF)4::=@=(A) M)11-!8M[(V16_7]@6[0^5<C]>6>[K-A[$9\N([3.ZOP5HP7._[@0 X_-U M4)^@^@4&C;0-EK1W MLOTR=&_G>7RS\
[S-27U=C?8:#9?R*ZBF5Y,DOTQO0,_<6QE[/$I/;)YR+@;E M7[^/5'3__*PWO8_^3AVX+TOL/HU>1E'^+2HO!T\Q#B_->]:]LU;AKAG"+?X\ M4O)+:F8%K'CF>3\6^S_^?7&P,?
G\N3@^9>=2ZE"-+>6SKF-/D$/\A4;E_"?/I8_WT$)\-%C"?"] M/$8O M!#AXH_5611Y] 6$*#(@O=/+&]>*Z%ZB%AY_^WS""N2)G=B/AULWSLQL.EG5% MH"
(X]AHHBET//&^>ZKS5?-5C!O[;R\#?L$!O+G(W)K&/^?K"-COOXQ7_]X MEA[/TN-9N@^H@0]HE2;E<$)^_"B]2]%G-EO[CH[>7;2.<#?1%;U,#X_,/F M1X[(@;/M%OT>(
>.XK/3;W.]3^/C;Q4Y (M^UDF$W!/DP(H[^:XO!=ABF4E8'?%S[?=?I9-"]:P33=Z/+?\BGKP+Z]4_ARZ;S> M*]"+XMNI%>@"V^\!-?>2_=[]KW8Q9W;_U[HY$ZM0#^H>ML3T$&-
W6HV_8;1 M(O*X+ PNO7;!I1:@XC:Q7K>_#]F"3V)5=,V"*](RG2(-5ET@.PS^C1@BZ/L# M<%C'R.F%N(MRQ9,0C%$AX]@TCL;),)MFI7*/'S]*"2C:N;S:982K56=ECF8
M'U5:7F5#I"4=%A6SA"7#?S=(YUFGPTD.5L_E,IK"5_@1;@1#<)]92;8A&EI$ MC=A/"2H!1T?FX1AF'6%<517#C 9(-'3S,AU.P1T"*XP;?OR?7_QQ(.EX#7LVVX\^9@A@6Z1$_8-
@MI"_A*O M'J]NE2$2H@$29"81$KME8U@9G$M1TOH*M4B]PJ#TR(+FZ;!F'KDAO+O.Z@;% M#]8^2_XH2I ;?58%/QT1?Y_?1 65Z4I*B(S;N]F3&^"6&C+DW0;N-";.<&Z
M3#5!7&8,1TA7H.#@$<,R)0$Z._D+DLX1'7*I9V'3!QT3WYW1IR'^ZEIAHC[G M\S)#L-=T&8W*[KD:K"D7<<#%+%@PK+\AT_O#)[=("D?PKO*)*^(Y9!DHRQF MU.^
WVF$U)F4"!ZT43.L@T'H%Y@3!Q^1H4S;"2#/[]'Y&='-P2=5,DU*I\CH M>,="ZHL_)@ZM/3Z)ON+4;6&:K"?G3-XY,R_=,NE0X'GX'KA^8;M>*4_?U7L>1>
<<6TK:*4(-5=F("E+6"\!T#V>HIY3 ME".4=/-#=']PXA!M\\PY@^0_9AYH[/D!X1\Z?.T/GY@5(VRIBWD_XGX, =$.NC M^1/',]/X=*Q!)@T"^>-SX!O3])D1)2S,8Y&:59Q-
CII;L2B MT\"K39:&Z&^)NOST0%Y.S4%&?4RX?)._CL;95&^^]S_O/3\[4H8^/KQ\;F/3 M__*ZS)*I72MZ/W'0.VTASZ0OTF]?OKJ@%?]Q*>'R3MH/$[*_EI9TVP.GM &C
M#ZYD.V,W]!U2+TBDG8/EEKBY>?(7@8YLMMPV>C_/WK>=H3=@.[6>5N=,-S>?;M< M^:P-'3BX#\9I5='58D^ZF::7\E"4_+RV/W3N$N@0T-78"RCYK%V25$=:%Q#O
MT$4*!P+Y^LFUT@$/BW*.SPIC_'Z0TO:EO"EYO_1G[;-=\2V/U\/1&C=4OWO+ ?%FQX_I=:XY5@3U&ELCA"_+7R#;KU4^V MO0;9+48U
F&5L"&G67-#&,V3YZSD>FO ML+80>DBNUQ;O?,AOZ]I\WGDP*_#H]5WC]^]067VV6-E]AU49A_5F9_P=N M Z+W_X&K4.LP;2>,XT.V-$B!PC^.
[GVE]B8USM<3LYL>8O8E+5"Z>H'P'T>/ M=<^K(50.'G6;]30W7]CLG0PN4/9W_UX7%&TVF/Y9:Z7,751X[GBYU;V=YV;8
MXFI\GM\8]>O)B_M'_7K8MC05#GH0GW=K,.]7>F]$_/3O> MKAS]87)Z]DK?&L3I;8RA5X]^ZAAZ9&&]Z#Y$&DD4A;LE5R51N&,BR;/3#8[#
M6N;"YBK[%]'E_RYZ$8]WIN>5Q\C673K"-]O0,CX+9&2/3KBCX[XHR-^]X[; MHR/^L.;Y,!SQ>\"FLLHM/(N/C[]1C_9Y?+!EFXI[,_2G9UVK_]XXX]L^JG,3'9[?.;;_%6$Y-
W#,OLI8GIYO'K&XZU)VNB/>@I^5E5(UA1@@ ML,+K)0E4^N\FZ]5]WQ#AP&$W;+ K7 O(KG)XN!GIYP.<_LWI_)V0'3ULCHG>
ML.Y.%9CW1Y5W:@GZ4AQW7V'/___MU9V[YZ^NE[BVXM[<32W%_2\])'3P*L"/ MA^%N%1P*PGC-KX]"Y'8(R3:]*PNR/?@T?@*?.4T];N^W_[V>B_-07O1O_=4
M\VDQV/F+$_Q),@<#]3.\N$;(ZY/#^,5S1F0CWHMPWO"RH#ZO^Z.C%^<*LDX$ M1D77"H;/S[!5+5+"5DVR<8T?4N$]5L_WE?ECN58,-QIP
MID;,>%F)75(RVY2,;*AFCFY%RP2%'_;$=FL->L[]\8%?23]*\8SBB44;L[Q,_M>]M6PQO#R=-C0BK_^#LMDN^]I?AZ^[,"_CUH]BQ/]XK',4S*-1UM M',T(.3)&,
;;8IEV\,"7&1*]I(VS;L3Y-(S[RGXHW+$BY.,<_\O[5NEQKX; MQY*5T1@>Q..[U7O[ZU1K?Y6*\.OK<9X_UN/<03W.R6,]SOT\2'1W_I+!/3#*
M)!#^*IEG:":!*P]]=8@1N*]Z;2+!PMW=FC^#+5R4>*BFRYCN%K9*EX97 [7Y MN&'",7#$F.NLGI1%<\FUT54R32TU&1B1);$;[$=OF9B%"]LB:AMH#+\?+; CW)!*S-
;DP+V#9,FHEO(*PFA2'PO>KK3C:CWY/ M(V)Y*U/\;8JN.!+5*$8VE<%X14H5LW;!-,\ 9#3F]]%D/8W2QGBYU> MD8-%2_6PPZ2:1.-IL="'!V,B:HD6\YLL]'[TLNXIT*?Q\8N#
M3CTVV1Q/SN,3_;SNFD4[5&?[+H]^39;1X9FWBG0M@!2 M! /%!P2"E!8)L7H M*6X-ND)',,;!]^_U&Y9S#!4,?7[X]V>\Y!=P:D!0WL 1]*)?WD=/W<_Y(_\G
M,;X4I;Y&6W(QR>!L+&0 9&15< -S7;X\UWVDPXVC9BX,B27>3A7%?L =Q/,R M*V!C$KFPDJ$P(39S_/6+T_C\^#BJP,Y+M3J]/!.+W!#5%],MR8H:&?]\^?H MR_*O5B[.>]!!:3A+
(BBXA*%?HFE[6:)];Q4 /)K'l.3LZ) \O>A=;OZK =_O MV-LMV"OP]SE,!R_N[D6P_NEXC*Q35VBV@^&;D2^Y'\&E[J;,TXUXN@L0!;29 M1NB9-
E6P,2O>OS$]_%R&!@N\0T<*K@7:I/[S!%]NAKO.T]2&#]RQMJB8Q\# M5XW]U2_*[O<5?>L#<&(1#T_@6U+2|Y3^5,O-BC1Z6>X%&&-+\!I2G)V4:Q0 MLJ@EN2>;\
(C3D]/XZ/S,$Y2^N(@O/.R7==^%,F7@2H;EI=-'WG#,BO8F'90- M7,TXZP-["5L%C-T+,H*K@MSI M^7%\].)\]Q8DW.(?_G[TW;6X;2]*%O^-7(#Q=]Y4G8!87K54]CI!EN4K=LN6Q
M5%W3GR9 $A31!@$V0$C6_/HWM[,ʼ!"A2)BE29L6=VY9$GC5/]OED7#I=LP6< M=VI%E F'9T)(,H65O)^YDN;1MW^T_Z25>!BY'BK:P641EV+VK#_9;+3:?.ZR MC&HF;L/D,CZ
MC&Z#X1,P4?G]P>! !TZ@7)7C LU,[Y?P'8]9*-8W"44A!%GQE];)C/*>@M[]+ MZ]U>22FUT)R->HI7P!]+)O#2)CA+0%XM0<@$=?DN "67_5!] B(F #?37TD MVRSO9A,$BL%
4Y)W<8!;/R5+@)Y\EQ#7!!>9U67R.8_UYM7YD!+!M4-;:P'S*N+9(,N2 X". 7K]{NWU(/+ MRP9Y1$BJ/0]QAMD0MXA_]]]+"=R! ;"T.3>#6,0A6GDOKKX7YVGW D1,A"9?
MH66RTY.'$L50.U+Y.AA6'0Z"\-5#%DY3ME1ZOHC1/;*:CXXPC% M#AUQ@(>(>D,V3*0 O<(60XRBNS&1\YJBYGI G/.KG BI= VR==;TO34L]O5 M/]V]]ND3X@$6&MM3!53!
[]*K$=KU@%YR+=1:*F<.#ROK'K_G%@@=>5 2:NU M08-ENPD%'0?>T7[K*24=S]OL8Z]S=+*QE2A3MQ_&=T%6<_LK*KZHR7A_KE*0 M]2Y:FUT)HF]0+"#R6 ZT-5[_AK>H*
#=!U-/_T>IB#CPFJUE=!Y]SIH()-)" MGBT0K,=DB\,HG1\%R@_"TWZ2ACWE]=CR?/F.UWJ\,>Q+[2P7A7K=TK+9R MF$KV%]+N"JFG23^]>*GDOB-
M>"PY[1;XJ.3"]HQ^DRQLU1VH8,I\?7Z*83'NSS"9\@C/-CE$6[Y@YLA MYR^T#7UJ65^K$/.;<12UKO,FGL0R%E_P#*U%X)^7L#QT6GRZ)K?(X31&YK?TYE0V95)3_QU03GQ:M
MW("6";L0YL:$,%<.W_CR8Y<[?.-=[*Y04 0T?3]XH"]/O.ZVUZKO8M>+BE> MN+HUM-I3X,$MC%KNR36^?FGQRR-OOS6?4'F!\I1(GRE.N70TLU>+1R=?(-+*?
*')13'*6@N#B7CU7:+[])A, M\HE5,+QH8.^HW:S"#:L-YXW]!\YG-\%(JD@N0)ZIR!ZY;03GC)/75>@/@

MX'+B'*M"V V$<#:,_(6?E:_5!0>GXYI.(>)Z>+"_93! =>^N*EKP [T[K;)_MQ[L[.5S&NY.GY3"0WM-=^UC_H;VDOC3"7JEG?YWD.L.OORU;6XE3?T'@J0IR MC%6H?_/C./>C
MFMHK=[[;JU,>@PNO7B_KT:Q,G>J^/4-P%!1\][T>UG+AG7V&[?=")*68]!QK# M8M@58-!LR$NA<%*8]?[L4] H?NQ'#UF8.<48$5,'5R'I MP-\Q;M972LH?,17C7N-
TF0WE\=OIZ>="X30%UWAJ7(=>%Y MQO U7P,W4.1#Y_6OO'\K18=8#^@3N(54'TI)L"HI1/Q$4@X]6^7S7%6[2Q"T MI]<7WP8K?GB9H&[E:< 5ZG105*==J6TB3 ?6K27&X.?
O@*XR014HNNY*8E--!O$044\,O@ MZ5$]*YD$:SF+FG N"Z#'&FV'V2]-.PRT1*-;E6QZ058LC/-DCVN-*6#9C H M";0$HQDVD4GWN*H%\[W@MT9)\A)/L4Y8+YTL7DM?
A8TU]3/,H[X#F#]GCPR_M,E55_N@>?Z!H\@8G'9[LD@Z?(>GP<)=TN.4/CHRR1UL-+-\;JUB%73RQ>XAH#2RPP$M"]5QT#3[29HY!309F#@"U5Y0C(VH1A2EK* O3U)0E7B96=
[] MERPL#FZ32>@SGLT=@F"0LB;+)*@0_6\]3 2*8?7*(4T#%6#E[>2$*@5@@I_L MHFXA"B(2!>]D7* 84:MD>W!;O4#0Z"*D%-Q#Y>E9R_#YXA\4J/6$@,/HU@EH MD_5LC9Q
MS&(LOPR;"]V X,!.!0ZCO!37+#:W@#4A*D^?U&(B\U %S_@.$=V&.KP# M1GAL/SPX#8\B/H2'0X /SM $^9W4[9D\K+]=.;!?+-^=5FS8+LW@I@?-@LTLY]99^8WA/[
M*Q#)#1]CT=:US40_@$]Q8.15\V%GE,!8Z"GPBGPD&,#R"7RR*PRBSQ9>X";; MHE7P5^!GM,H4"9G6VWSD!:PD_PC@1;ZLX(X47A-Q8>ZH4!=7=D4//!@4 G@XZ
M!3+9O,_^6X,GD1O G L"V[$[P'A%\"9NT6ADR"*,7;$8PC?F3OSL*WI$\, + MRX_[#E"U;VZ3$>K@3FW>C$L?:&(NF/_NUSBYC^5KO@#YA5P6Q%0+4C/Y#R"
M^;."XAU3KM&O/'A5+I&GN]P0- SR^\CM&4-K;4'TFC4N)%RU9 45XC*%C. MH=!;V>S^1/Q9>F#R90!WM$'D-'!9$=89/T+N.!6$%0W .*]"&QL;7SGY28"F MX8=[GV>V@-D*E-
Q-\HD&ED.6/?7^M"!HO%R7 MD69VB$4P0. P^GB&!YJU!? M7[A!]Z=RIBG.;>1(*$5W[0BK(5:KA&EYF?@CJX+H'_*<-!?CBI?E> RZW\ MZEG2-[ASEG/[I/K,_K)SDXR!
(1\WCST]Q6,WYLF7"_#7:I@BD.^05 \]F,*X M5O]NR2"\?^5A"]_]D]C:Y,*F".\]2B@&@Z5>|<.PKP GM.091EO#70,(F MF4!N6UI>&]08@W^'L\,,>0=^H"M67S*P\YRB#L_,?A6-
T><^'S4/[Z+ZP M*YZYUYG6NL@0.P-2 >.1/G**,&+ABD($B&08:[6I$"#K. U)/4T#?Z*[Y5B' MI["$\]S ;A8N%@\O1D56'QJYGM-@$ F^-O6D8[']IB>KY\)VL)A.%:*84KN
M((_V*>>4]>!*<03KG(B' N_UM=/?T"YH=D@!A([_!SGE+=]\#_09! 3],_X M@?Z3VY@#4*-@,D3E*0AI>.IXYT?)+4%IV]=6.3$]I@53'9;@$?]*^J)/I5!<=]%&=F-MI/Y&
C3NF$4C$;'NU MRRM>%-L,W,OPTRK_-;-4W%5"K[;2F.&+U'Y]K[K^'3]_QPS)B]@+N.LW7HGS4 M;?ZXW3EY!F?OO;%S8U134:'&=X.JB.I!AFP6C0+&;->8Y^C1!$)6'4H17#A5
ML,,Z]P58A?Z\MDW[Y@Z,3S T=R"BG!@K1M!QW%"BP59G&$QWC#E2C3\]1\"# M)YXSBA=]J!1RQ:2(U]^C=T%6]2,K:1@:<>SU$3\]K.!1$+!*WP]@B%"Q=M\>
MFSS5POWYG]MN'0OLB*M)R6%/D2,EBX8$!>![=MV>6'G[5A:-EU?&Y M(6+6A=$,S. M!_8K?Y"&BE\XH&G9]ME'DMC%(L&(>HZ'S[Z\R&Y-LIPLJ5VB*PTA69>$)%FZ-
B/T:GT(_1;@FL,5LJ5TAF=B#]J<7&*DJ=-%Y.[(7B M4C>U_V[C9+9>T ;&0<)>'DE'[#R6WF>H,9=Z3[,BCIY-6E6($3=]*3\+Q;%0 MWS6AS
^OLN$E1P)Q#T]]QBD@Q]2LVH.F%C4WW-^3>^#B]6)H859H*"->&Q-) M48,HOX6$02D,7>P^0ZD1AEG)(DI]0=4-)H6=*6^2:6QDK<#Z]',"1#A^G8]G7L M[PH?
L(:EM!V]A%"W L-+(L?[S)NR!F??HPHP/TC'P"0=HP(0.+=8\H)/.T"< MI G^FZDZ32[Y]7 41GY:(-/]KNY622;URP2QVI-H)S??H0]<9W"A;7M/]GA M:4'8-1?C,D2FXY#DY/
!^$/3@%4[O\+T ME.2H9*9/9>%]Q]%2B%C1+4B/9,[*8!>G:5WN.??%[<.V>/Z80KWW]", 19.Q M:$(@:G_PS2SQ9/_T65H*S;_?ZMD'6G9X2V:ITP^CG%X]+MLE>LMUP*W7
MW8.^&=PP!_O'/#+?AZ(2?EDK8_2;-C M_(N;CX&5 M<,:]X;@3C=L/]?K[+6_S9;^_C(\%=O/VK+8B4*J9K_N73>ZX#R MO,"Z]0.8EZAR9<8H ..):#-IP/82RQ?
0MR03#.05YHJ)@UK0)RB3:S"%C;&O MJF]\QHNWTI%(Q!=*@TVFFFD6;-;AF:E-7@%<;88RDH2NSXWF.5&0G"\9X+! MSBA)2R+0KAJ5%,Y8C?
S<)H_AKS8_+?/;A==68+>U;'E1^.0:T=(MBA;R<2.[M=-F-;8'$+0 [V6OV4%$D,PTN/4DYEK)(Z"[M3\'JK!":K]Y^2>!53MR_-=QWX02U=:#ZRB.IN_89I_BHE%9'=]19U93]*Y^!
M>X7XP#SW,!@&_=<;ZXK?N\$/\Z&?D4'($R,\ZN1?RENL^P]%+GKM-8B7L^]Z M(]8:#A!$P9\DZ[_KDU4?SM&!@R#'+WWW]VT4<0^NXI/-_4 M]X/<]KMS,
[G*V]E_G#.IM_"]/.S)L*Z*D"\;]H<%(?4_[X]=Q[?R27F_U[$ MG$V(9Q_Z#V$&'?PM@;<\!+9U#B>"'AF4]9^'C?>-[SJ8@Z-M((;S'+Z9X1.X M3'I?LV&XE+T?
KOPA*.#8K76DD\KS+D3WUWC(L(#+A5E,0>)CE77335$^2)*Q MMME]T\/"]D)<86U]5)M)0MH0QUN,P!'IE5"3#!>]X@0X4HOXE]#(T)3*@.5*C9'4IF6M#'LK!VLWG R1.#
MI)=+B9!XK[FV.DXD'[O@9,*K@ P]_#6(U0?&+4EWFLFL] M98=+.@]_NI>].$KE] C>A*-607-<-$L3 $5+H>2^)DQ$68M"3O*&;B*+@ M5F?6B%QHG WYH
MN+]+,@FMR?'=]PF[? ;N[SFL-7 O UQVYN[]#HM+84-G?]]YKTU#-&2Q_TS2 MK_9;/R?]D/1Q]V/0!ZT\@DIGH!,1C,0 ZL;W- S'3@GZ$$G-*]6*"@]]&*D7 MY
I#KPI\&]C5OW/@XP.\B2&P/\'Q"6PV7>#**_5GK5M.E%*]"=IG$@>-&HNU(5BV0 B2[AXU2X& +8W6\ZG 6& M>.SZWHF?%"*DU5=-\)EA@EQ:73NA<'Y DFQC^B+<.]*-Q ME#R
@-]#]8]YQ&NU^TSF]?Z"WSK@O.C),BMG]P9?X=R(V41+5E$ZZ1N$; W M!7BC&9 CS&,^01<1$*?%2](1#$R5NR+[]$/LT053.DOHL^I&-URH,+;>!G'F MKO+V%'W%K#CA-
,1G(UELG)X>RI<[,\R^^13W?)70>F0>MJ% M#2#+^CWP(O!.UP\9-A'W&,]&<\UZ2H8-2B0^?!-S]6 M6AFI:=;/L\]XGIC4!E@'QG7OU]/@C"&I=T"NQD&73C'Q+V_R>?3J-
RD]= M4A_A]2 [_EN.HD"$A2UB/H!6-/1'EHP!^ATF"6'Y7/KWGN;H[QK7#2-%KA]2 M'[4R^XMHW>+%F@%,O&GK+(D;_U3XML:4]+0<4 /[F%D#F"]>!S%]9D7N[OX6
M)5W@5"3+W2]!!@(@7] 9X-SSAZ0=7$>*'6X^XM?]Y"9W&T,OR 'O^<%27- M9A@]=TBHCX9B]B_J/HECR* MYQ2WK1+Y"*P;T;'@'VKQ0]IL*IO522F<\
(UY>Z3D%^3,A'*SK41)#Z<>(4\? M1P)&E2G6:-C%:]#:S4DR*PS4#!/,& T8+^&<=$^:IM(V\5E%Y:-AL^"OPD M5HG>Q@P4,%'8W#C'>9XFXP#52Q"H4DR?R?UD"E %9RU-9
M@2:A/X6AQ;UK9 METLHTA[:&T9^/H":'27(M%@I0"'A*6D*F_"0 2E@]3NTGAX,(-D .+BG*.3H M&*=$2E&&#Q#&?FER?#4CS/$GGD28!6HF9XRE/2'A6&I##_2$$+;/:=^8(H\P
M#+"YC)^-5D,SX4^W0Y##*F]'>:N\2T*8YM*P-,P93>1;IV(V:^)RP2,9> MCW" (8$<8!6O<8=:CVKFB:=
M*DW;4]L]]7RTOH.!X3%CFPC7)L1N9)FJYP]HQ5(XZ;,;&6<6(3SK,KXV@". MUB15'L]T:N\RG9XAT^EDE^FT70\IK-JCU;MY]]VZ)VP <_%:Q-(MR)2;MS9J M1CX8Z@>-0L-
!4]M':PQT9W&'Z"H@;+.TVMIW6%#],I;'@?@ZM=)1 M<'/*K;^V*#MEAR?CK_XKY'K,[/D]ZM[RAV+VZTTFR)U,*(MEE.CV2F8[>BVHX1TRO0298;45:O#BO%OPJ*U]X+58=N?
(1X;GCHTV!^W2 4P M_.=A&('F$(V'8,:@WMHH7(U!^&:=!YV@6K=AT,S+@#0KR\;4Z$QTV@=V^R/ ME)@)-7+2WL()9NI+19#V&$],C$?CPRV"$:%PJA4_^FF#RP&YB
MY7@V&K1PWW?;]'J>2OAA683IX6 M*SB-),DHR1+?TQ.1,*5(7:&]"[;P.G&R8E9Z/BG1;#G-! "EFY!ZL-@8%F MO1R+)

I^2:\,63<>O+6]<94776K4;4\!Y='!E;DYW%OR-;&)YB%XOM(ML:2T$;YQF?L;OF*]L3"8FO0/DY<%@4 ;#"O@3GE.VTXHL;Q\;'>40.*&'= MQUYQ8-QK.
<;#EZ3]IM8=_2/HPTOW,1Z663LI7<^CEQ&.1K"<-Z.@'ZI.3B2Z MJ@)79(Q5SFOOXU[HR_%-;_0H*&?";RCXGZ60 2G1BN:KH#[\+;)]>NXW4 M@1^XU,5%
('$_!BEHY'__S3_%0T!]CB8F8@25,R4]CD7X'!9?CL6?Z2E2 MD!$.@NGV,Y,]RSY]KY'FM[04#AA/]G(N.HN1F,&U3A#^9BZJB6%@^_,AZ6 MEYU]^>/OKTFZ?
<3P%PIW(4Q!Q3E#E"L70TDY8QC"N0-YCT(*W3_]#_]IF'_M-BB+"=_]^.Y43&CM;AWY_T]DS/7/H(O!,,=\#=C6!%-A\C K',7,Z%.Y\=.:0 M0+R524M].Y'(^*!]@TW."^;N,
[*,RCIS]3$8YM]A>U'C5*IWQ-DFA(5N,8S_M"6+0('O%AZNX^A0;=RI48,:"*-3@B*,]./Q(;)Q9*G55GB?A,]!K,/X;,08S M*65)>(4M.F.+:$00]%GRYL(*"-U?
KDP!'"U.IPSL%R,#*$,Y>" \_!#Q]'4= M O["]IL'OH,;9#_>]^_8??P_"N=?85//L/L1-;P=4>)YGBCD[C,2! M;^]-.OI&Q> %6"SFQ'#R68G5,F.*7X$=(&KMB\N3; BO/$O1
M&'VOZS/X.7W)X5S^CIZ_!-8#1(52L$>=ZX1F/B 'T[[^]_G7 H^]SJFTW0X) M-!QVP#*58T!O:D4EY6'N+(]?@#;[^4C)'7FG<(F7EV>V#E/ICDML0S(]8+#W
M(E04BL"9%BXL0MY=XP=*&A.9!5]^?<1^%+TAL(G))",0U'"2,TKDC9:Z#0=A M^S\E5!%+23DZ9"?=-07_T5ZG?M>986E&M'@D:FSD#IW3@#7;4=-7![Q$^U, MB6?*>UA%

(J6F...OZ07KA'A:W1Q_VMTC)8"CT]VZ(\&R#V(%(>4[-4"%"@@ MD>! :/F/^!8QX&K7:G&?%(7)'A2^XED2>(19'08E7*]%#]1/L47]=(BADY_ MPFHP#*.0OS6^6@$C>B]/C%&
(")=$.K8BI<- Z+0 '0Q8<1:(5:WWI_I?]NZ] MW%W9D>:J9B?B9/KDY_U M_7^[D<8-D$X!#(U*\Q;![S,!SI6Y]$.'[891*#)ZZEP8YQ:?)GG3"N%'X^.Q M.8+X>^CC,HIC8!ZDOQ&?
B+4V/ ;N]0+W%-SA0'4M80C\&HI5\A"8 2M+&@TA,MPW;/J.I.HQ,1NQ@0=_RB%=)#NP M5$6-^$VC1_'#]1"(65'W[Q;NU]%]**R'H&>SI&IA#%8Z,% Z>"A2*?;419;D
M9CJ]'4CZ"[QL.._3-QV+"5SK=T.+./_&()'8$QEG:YUT]ND=^A+O+;46L3_MW0';/ *K,X&F=FNOE R$>W7T7HMG[%]_MT[;^FW=P9>?4C4#+%*,8RA&I2K9 M&WT!SV5#
(K.=761V_9'9_>8N,KN9#TF0H1G4UTZL)7 @XL^@:/16CA*]-BN MN\3UDS'A+;BSMN[PUD5\(.?FZ"Q*$IV:5()^T/H4]Y>;XV0K&@YID$C7@$0Z MNONMAX&
[*.FI%BXHM>^#;A9.*'"OK^;^_O[QGBH?'$-L-W10XC-+\CIH$3] M'(LC2*TDC@A7ZQ8[9W#.F3%G$> -PYD.;*;0F.?6A5HWRG/5U(&0K>YE/6AW
M>;*A/[XDU3['L;NK=@,+%=I&W&#CBOZ2FXZL(X76>S$)1NY!HWF /Q""]/&; MOZM:D@&U/E5+Z?L/F71*4S"/O5S'0C;J=]?V=H+$-O 'KY0B]D^\'-L+7MC
M=XEZ&6SAQA@IVE;$?;$\VS@K;HJ7_;Z%W"UH36F)5R&*;;Q 7ST[%\X+(3;0DK;]0W'5"LY?'JF'RE ME;"T$.;WJ!T-8K=F)E75^[S.=2RX(AA 5\/J 4Q?F3PAA6=KK]\@B197
M*STQB[X6.7P*UF)]#!L!>1Q1^0C'JL*)@NVQ;-[[82+H/Q.]5BX1*<^\A\AZ M6GE_K;8L?Z[A?N >-GB;GD-H?S;Z(3?@BB?A).(-WR%R/ 7AFK]5>2Y$=E1Y
M&P7GD//4VRBB1>*!T4=K]H]#8RMX[%LS&;X]F=UI!H3]O9]PD#:]N]!IGO$ M>DZ,QYS)GTS*!+;TPT/U2!#;YT6IT%09"5>IKK' /S1]% *$!MS_3P.%2KMO MW8*2.-
<(\W<<0?'L2Y=XQE%E!>[;7R6L:=A+WSM_J75-L#U>R'\!M,<$*(L M,,WB?403YW)#\83]OTR*$*AU$N?7XQ&] 7'H]!I8D3H\Z.9,_2BRGH$EYQ"Q
MV85@:$DW39VZK_8@O["AORT>.PT)YCD6]T4&FS+#K6.T#/<*@Q==^.%(4AR MP$=A1';;0#!T? 2W5+TFX%\%+UK/\BXX!;0QW2CD,62S%_"B=G,\IZFW CR+
M.9PN^SNGRS,X75H[I\N*7LGSX"\>;/S/]Q=?SL]NKKZXIY_>N^?_CM4AZ=M-_W+L$#_#(QV MP%C;<1*K*GG;8@&Z<=C^TQ6?=8D&[CG&DBK'01W5MD(D1=&$>Q64-
Y7YT;A_ MZ1R@:JB;5(9I5]S'0(6E'#PJ6SOV/ :TOG;*UH'61B=Z5AM&1VM35E0&_U85 MK]'#U(9L'E_I]!*/O ,\%#L62,'8VK(3@]$*XP[F.9LVSUQ_R4XH64*S;Y]\ M>FQ],-
P_EEN@T>=BLXW.;OW^Y?J/S ZYN<4PF_@%N^))(54>Z=ZA*!/1+8 M[@2CX@U]_;@"<@!BKIBV9%7MHVX12PM\ BKOD5H#EH*TA3959P0RM'(H:Z'IRN
MAS;IO:3A@VU:4$)V#?M(K)0.[O?] @[V4_5>]6TSTG^]V]_W+?8)4AAS3KE% MFP^V&O?]R"=ODL&:,9!_,#%]@$(M YP8NYJJRE0:)-5QK.W^E]_GDY^4Y9&G*\R&B60E%1X%
(FGD]5/S+@AC2KLC M)+-X$:'LSBN4"V*+6F?#RBK@[KQBTLT3,(-)PA32,2C[(A^-D-\6UG%#)R<- MJ:H!H[_^/N>]REB[36(P.2H!V"VA\>G\JB T5MF=44(Z66#
<>ICQ[IR"'KHUKAH.>]5P'[0B/FO5^VR63[_MJ]K-D-0%8'3]NIS$["@GY' QB;D[_ABJSJR^ORUNI6"?E,50;[JQ<=:?%M3)# M[AIUOH4Z]9[>8[Z2,L#> M^VI
ITON]_V3GZH<<54(4#4.L-9/U310_E35-#,=>ZVR8T\!:P<4;ZE=S>+S MK'L#[;;7:6_S!HZ^;P-+1!&O@@+G":NQYA=_%)]U/A5GH-
O6GZQ#\4]RB6I0)YY@Q[_G(A+E_-29,^+_N;*^ MP(6Q?)SR+3^29F_(69HS N.&;JN$-5/E]?B7I4A(I M4HYRVWV+?FZA03B-*3*DQU'I-/21=&2UU\57!0P[\Q&:D?8;L2B$SVHD.4;
M<#!"=$_DM;^L9KL_4C"*Y. 8!& O'%LPF\N,42TW+H7Z]'9$T*[]":XK!\Z6 M'BO;S"VKT!=OFLTG

<=1WYL>DK;W*YT:NT? M[]1.,]W7]_H=X:UR'%,= M(AJOZXZ;'55KQIW]MG?8.MB"P%_-!O8[7GM_B]=//L!6_6HV?@,MKW5PLKW+ M[QP?
>P[JC@WER>+,V9YXUO6*RIL^HHVG%ELL1S18V.O,/]35E,#3-X MKM#K07M#S%C4?.*L!]E(_^X:9PTO:)U^GLQ%VED&E-&67/M))6\!K-P\W
M_EWNS1\"?;)"NK%\<+>8W6*>*CN7E^)5&SZRPT7E<-+"4Q9"R[6QI,?"1Y-D M7.N@._BI)EF$L1-LGRA'M4_0]]G7>]VV3W@*,YUQ3YOB1B,Q9522&'-37L&'
M1E]Z&C!^$*>"I<$@"GH36@0W?\.R[#Y##86I>^=':> ^3I[E7*#*L)%MRF6A M&KWNP^GU._?T^LR]2<9ASSW"+E&J)*^4+$3"M/VK2T&04O)3^%8R16A9"LL) M8>@9?
1*S;1KV&0VL7WW23.$6V>XKEX$N,@ MI1!P3 V/4T;N-N7KM!3*1F+T9XS_7N@@RCL:[3.WR"ZG^?3#/D&*U: R\$JH M;W=[/'U-XJ$O],JU"9T6W,(:3)&@L]884\?
61:5C/@=K^A7&6IW03\+U1F(\R M%TMK&J-K6^/1[*_D:(JD4MTHM:;I4YO;A>H&@$R2B"HL MIQE9Y]79^2\]=PE0M7YAJ;5YX_ZNKC/RW]I<=^K^B2@Q=+?[HEM>=Z[#\';,J
MO;P-S^NB61G^<5\O)S#M$BAV)3/^G MU[LCDM)Q\L4]^=$%@NZ3AJ9%Y8:"GVQZ;J9U$W"ZXS"U$E99IBU39WLY%/P] M;(ZKEI-
4<;60FCG('TE]O!GZ$_[Y=VQ9]"F1G_Y!/2K6Q.]V#,NA8II?;V:24%"F!^HGG$HG0PW]VNMI!IW4G,2W :ZM*- MY9#\J[B5:93K!!.0N[Q>P6LUO,BUS,"K#)))C2/GX,*6*^
M.I^:HIW#GUL_MYLSRM965$-43B%2^9QJ]W\]3S>:I6]/^5G-!MKM ^^HW6QL M!?IJS1Z8G-O;4,7X4LEHMX%MW\!J;)@G"F_%G'YN-5%0'2[Z_44+!C9&"=FD M@H[6X8EW?
+Q?(1J>J_B&R:&]8&7'#W)=N]4L>37/7P!KZ!ZYX-&."S[#:CI' M7N>PW3C<(":(//!H0Y:S69>U6\T&\M3'K1=XN]4\PVJ.-PC=K]WT3C;&\[%9U_3<&N2VV-!;?V>]U3R'UW6#F."Q
MUSG:E+5LUBU]%P_<@3CI ZN)[.O4ZN_&<+)'%>0+O:&3@Y\>F8)3L\,A%+& MO<2HP4N49 A],,;2,RSN^$NK<=Q4,"!GR6B4<"XP)VA7=2!;.DS(?">V&L@D MA(]@&
CIGL'85=R/K C- F?QMSP.W#8>0VO?XY]:'BT"$_,\ P?3:M*'#KFY MFODU_?;(O:/\=H1S26(")KX441@,7)-@S#-$)PD#N$T,_RJW)!!UFJXY;73
M0F8MW^#AM!2XQ7T81;0<7,P@QQ80\Z_@>0BALV2XF$=)P,*202@(08#IJ'Y\ M<,'Z8&DUQ<,E:*V%3MC@<#UZV)L+-;/DX>9H5W>X:U?W#.WJ.KMV=9OP/ C8
MZ1U(>E>Z8&TT;%,-)N6?PP"AFN["@,"SO>/,/XM_Z MJ%0X.%(O2<=)BE"<2?=?+%9DHU/?TZV9LZ\@N>!3P3>8+J0'C9?Q[QQN;(#P MF=2=&N19EH-PJQ\G3:+ <_A&
<;4%,+LL3^^"!P+=JKBD[@-]VD^)\R;IK1^' M_^>;MM@C+D LC ARTB>U* O4Q:BFAPY)W!2XUWV2?B5,KW[0"S,:K]@#T2SF MH3B\!LJG6D)D;%NQ^@ZH6*
WX43RN8(("J8\\0!7U K7?M"E0]/+ 22 M9HMHX!@6=IOX0.>3AS'J1A&_SS2D;PX0033\1FPF"F/\ #P6>!?)&,?QW'Z8 MJ9"M/GB@>@O6H?3*^V7EP81,QZ'_@63%9BPYJILD947
M2\WL28IQ+U6#;8J G1H=%_8?$@ C_AWLP93>/[$; BIVBV?F(#-" 1&,QE'R M$ 0%P5)3"S0DOQ\FF08P%L1@PTYA<:"[(_ZTG*:U!P>%R?3*^69]!#N+
M)P9^M8;*E!3%.;**>X4=P%]"^%(&%Y*I(X3?.>83:0 D"G_JB^@RHF:0,P@E MXK!J0>@>119T>*U+1J(3#/ M%FPTGSH+6K"+^_ATY9<@@58.P\"(8^9^&[HAPX;Z:
[F4"5'8#]&8)+X22 M.\$FYAIR'E%WV'F8 M8]2Z!E4H;.2>R,#"M' PR^PPF [7?/;U- ^:C MZ]&8UK'U(M:P;J<._]=+0X;RTS:9/A_'UR
M5]%I=IUL[[MFJ!F/Z%,O0HO/U&Z<*V6;P]_(X4;,!M6QV*(65U.+1V[?O@TQ M3V[ECE?!)H'B<"W(;"<1ZQ$^PL6'$P0T-RIFX(C9B9&?_7WJ2C"Y&K3=+FW?A$%!>.+;^P0H3J-O
*L-LB$C\ M-*I1\ABA'B1*&0&_C+?OH-:Y_1]@&M4R!?]/Z/3?+ M286="N9H!PN%SJME) MC[([3 M)WN%]RU?@/-Q^R$64[0G2V74SP,.C(TW@MA1]
(.A@B$U@W@FXJ'410Q!!;2 M#V'U<$;$=M!Y@,?V!DQ2G[T'P!V)@ISY*:CHD, [ZOEYAOY6_$M)V %C <,/ M>'6"=]V?)?$C]$5).U)/G8?:A<+O(/IM>).K'4ZO!\48# K,G1?FJ4 T\\C
MHL6*YT/W9'U#GX_'=SO[<55MWGED\Y[BZ$0T.&RI98[DV(-G ?K0>6RA6,>B6+= L:0)#-C]E<3X' <>RXZ"T[D'#RTC>I ,!FH5 M11ZX'AL"W*B&#
($9=.X4Z!Q7@^\=0R<6[K3RB4V G]*&RLOA*[?2!>=+D%A M$(F]-];!Q]$9TA3V=VD*V_60PNJ:RA?A-5VP09E3TZ"LTI4 #!O^$@4H&O@# ME;X%T]>LV-
&LQKD09L[CO@77\BVTCI_N6^C,]"TX<_@6W#7X%IS2+58X%]SC M[_#V=8"G@:GQM/PTMYKC3GB3]Z@I>8Y_&A& M@1^+JGM/]E2)7#"LIBT8-L'-
<.IDT5L,%B:JOA)6Q2P1L<- 3Z8<;K%)7MPY MS]9JG<+#>6:M]AGR8:KCB2\ARK*+*YH3'$5]\909"0V1#Z)+.0=\F)H*4L8J MI4'\U=)Y%XB&/&=Q@DXQ;$P-FDSJ]Q2+5#?
$UVV/E;&S(L&L#-[?D[$C[= M+]]XR,<.OG #<1*G9_T88#\X.6D:A%3(AG]Q<:;>)!I(=)_P-G_4T M24W4C:.+&\# (?(^QTY79" _O74N<@3]!(Q*E2:ILEI59]7X7VSW]:@V:A+,
MOF)MIL*K V/#UQW.1"(53W4\DXHCE4$%H^*&)(M35R/A \I4Y=&4GK(5 835 MR(+=]"L;]7&7S?'.9?,,+IN#G^$\F6U.@!-G*+-^ 7,=[&P,Q,V] M@ W[__4];_UOLW6(;XUJV*
[/S_[X M?'+?G7\Z_W[3W3S^]=S^>?:KKK[]?SC^:>;]X387FIOC=+5[O4/+:B MO5IW]2]T.BQ$ZB_66 N:$(%VTT"4%#]W(@+6:;ZOP>@IL-@\#F5 M;++
(6]H;QU-I"-F6Y(-+[F,P((?AV-WS,05L0(G)W0?W2PXK:'7Z;SJ6A^?] M&P?&%EK':6_R6BE%=MOZ@A<)=<:J\#4'Q>7#_3 -I"QI+RS]#^'=:_3(9:AA?
HWAY/A6%UH%?,.NR@V+5F*,6ZY,6(PT[7YLR9O_DQ5W]!KQPY*!P0"C5K#^D@6.E\(/1A74(M:9]\M,;D@M>CDRCA@4O- 9L3=PE90I3K@2Y&\I6-D_N G6*]%?
J3/<)R=GQ/YXGM@AM$[^$8U!.DIMR$< M^F*$3"/*A_#&'/T9N"UZ/O*E>(;Y?/8GSI$FL&Z&9 M5F\E;K-W]8\XHMH8/+!]M,L5R?!]5F! ..#0+_"*(_1V.=$+?A'Y-]C41'[MO)"I1T'_-
O DW1"I?0@:&5Q*[(^,"ZPLJ>&FL78&-H4E/>]!F^HKZX5+N_+ M;JI?ER?U1D*N2$/_PL"-?D_"9/R)(HI=QTG.3_DVK,A7LW:!IAL'OF%.G; MC4+"]!" !6\/6$[OY\3]/ SQ__.!]?
2"G*RO#):>CAN>VVJYI^/@F_L^!1$* M-YF'P'TZS>:IYW[^^ Z>;_/0PVZ;$=A^&&6!'TI=9NOHH+U.A_]"5NK\ZYC/ MGGT,G8>-L&]0M5F_,WU5#^OZJG;GZN);@RXBIG?
WK71"?6>S^"LD23;1IL%, MG@0_-XVM,GLSTCGVXF.Z@'OFCT/\W\O+,X5) MKDFH'DAIP8YHXHY/&R-Y[I,1W^(-?TY,=TEL,4 M&;*]RZ3W-1N&NPO;P'=U&D4]/W&A4-
M>%GY38;9*B-S5WZC7;!YOX9TN#]3\ M^4Q/M@="2_(OID+<;9G&XEO6G+3K2]S=;B^,1 M!ZK5PV[6N]3$^"60('E6%PH=!E%M_'P8&
(GV>Q(**V@\;336LWIMQ<^_7>]0FK?.SHZ]\]WCV>>YGV0 M8]@]RR4&:$=EJV^H0T+^:"8Z:[E4YWY/4 T6 M2!ZNK)C4(+%)#D9]*%A>,JUC3Q
9%Y#9KS>*T#I/)S0]94IPL>BJZ_S0KE6V M87_&KMQH..>2MV1_PG,_AI/>$#$X/C?YIALD#I2_3+PI>Z*A?"F20*E],B*036)Q]]ND>&3XM$2"6+4B6+FCT1
M9RR=7<,]DT0V>34S/TW%>CBFIW8C6 &FI'N"(E-JQ)*5Q)0R.)&%ZC'D"(.MTF)HO^:!8EF,6C4"6>@%2"8_D Z3/.HK! Y8 M;>7Q2HEF<968>' ;4,F#SASB3^B8OC_?$%4)
[@0HIPE I_@N@I+@U:#N]5! M797W,WAD)KP=DY1&;GZKM0HHHP_Z6\7<-'Y(1!_S/"6O>-VXOX^@,Z69$#]A M\C"9\R%K6G8?H^66U]P_\
Z.#FNI60IONUD@&.1TJU.$EC4H_N.^0\7KN!S"MPK[O M=CK[QQW.[JN=RY&Y^$A@Z%:KY?J9 $$!9C#L[!T<4G#GIWV5@-%N-IL>0KCU M_-L$3CN*PCB!
[QTV#YO[*V:;2^OIL?(Z%]O\JLVCGLI/X5-RJ%CLZ;>4;!\U=^<8S ME&\[<]'I-_?ZYNKL[[]?7;X_ _W%IM]]Y6<]RR_# M&,YX.-@S#&*M9PL6QVD)*4]IPCL)",W"&:Y)E5'<,'_Q'=YSI
\7/+ M\E'KM0RHU_^)RGO2&6UA]P85=2E<_C6Y\]PBRTF$0"3:F 0:1*6K0BN0I% M"GMOPVR2"@H9XBQNHSIZOG643]UHITNQ'(6>V:L]/"3MYM"VN8&&/] \VPD &>]9S]B
M4V'*\X)5/#7C6?@="U9?2<>%1191P^2Z#[I0]FZ9;&9D =C7E R:CSCOF]DW M=X5::"EH/=6LIM)U1@NL6)F%N!P2!*LLT9.@*(FK:!(MIBUGFK;
(\8E(8>AUT#@FMEHRX_&K4KJ<"BQY3B*)0&9%W04=NEPR6%@(3SEC M\)**RQ*K'RK#FA0S13\P41MB::4/BOT1IQY_.)SN,!_*#FZSGEU.1WA8V53 M;,GQ*S5B+*^TH&.#
(D,J>BFK_) ,?$Q_J62P1><@ND"-XX\]C>)-&G9S=MPA M<%# !5)39:MV_| ;^A.@(EH85C7!]FEG;V+*L6RBNI(^2OA$L\H%E;E5X43
MH,HI:1V%D0TIPN[GIFAOSW]=#+PY9;W"J(D"/I0EK&CD^HE7"A6A0X*75W/-)> M]_54X7!A.@Z*.GY6; 2IS,_([[%I=7I+X)!8F#RA?C"P;6K)=C]$=SO%&E3D
M,2U_CT]A+9(O+M0KZ%"%3>DG-/0YQ]'AI73'.A2&"DQ0X]1D0_K4UDQ#1SXS MN:W?2MOTK(ZZBKY9[J['\J@]BM>^8[AGGV+>FLU7RS3)M;/ST:+.L2QY]7.?
M&OWV2NFW:MKO3V%*"N+H2)Z6;@[\-.%; M9M:?Y(3+N5!S[&/=>R-MT[U&F1C&9@<%0EGCPE?U]/2^U_#4^&O??5QKNO'M!=OW)L%(^56-MK\ O7Y7=O-_G--
M>6]'2Q7/8TQSGZA01TR]R/H("')'V D M]+S'*ENJRC?K DYMKQ.\\C;/]E?VT)^I.7JVK1M6.Q_+C#T=SVC^U*1 +^8
M<]34]YY*9;+>$G+J.^V6U^PTUY&^O\:J]DAN15/]9^V7E\MEWUZE/5_G5)]^ MQF2QOR*R:'F'[6/OH+V_CB-LCCH'WB'6/YV.HG:WO-X\X6$\P-_2!R_^%G8?PUN(,?F3R.5D0>
[29P M_?VU$$?KH..UUL.J]D&,(73-&C;5:+961!O3+.13XH_<+WD7^O$%8;Q:RC@Y M\?;;:[FMHP.OW5X+"1XVO>/6P7KHHGVX)IYQEOKAK7O=&]][W6"U--%]>H>M
MM:B'QU[S"TFR]%WT%H+[:U-T3@;^BFB^?Z)2-P(6[12D@">OIZ+:GN=XS7I MN2>=UH90Q(I+Y&=&ZM8^XS("DDL.J..EN591=5TJI*FI M:EC'3I(4-']_C\=+M8?
4^QP^7.@&R16(E ;7O\-=]E7?0/QF1<.^SHE<'H8.GKP,'V#VI!6?(L2L4!]G)N;%6!:W\M'45; MG;T^UR*;'A$.5;1R"]9<2405YJI%_=0YTIF]&:/ZYACCN+ UJXX\!F* X]W MQ0%;]9
0=9H#4]?]NS!#< MT*C,V./T>@U,8U(U5V=7E9T*W]\89S1_G9+Z M!^YC,6$;HH$^:\,S>%2&;W<,Z(<9R,*0L#:*+0,JD&= .Z A05XF\8/[,4D(M
T6:$L(F<-11H*00+]7LSOWM,WL/4EFE2_>@GQ(03A@]F]L?Y$.Q[&^?OFY M 7,&_^?^W<\R?\3G. (,_]F?#-$^HZ6M0C&%6F?'CH->'H>8&A]2*W+*+(3_#>/:HGQ?
MH\D]O*\0KWZ,MB)V14A2[,!RS5VF_<2Q7+0]]S/5^Z[Y]O;:9YX]A^W$6[T M=VS?_]GZTWK59SWY/?N!<9?GB)W]7\N0Z*WMR%4'EJ;=& M'_KN!\<$57AQ-
/!:GIU3/J#G>G;5ZJ9^=L7#6M5KEC(Z.;(?R8N7]/@CB\Y4K(=P@M!6K], K>O,O3KW"5_8E#"=K$5/6]062> M-(G*+6Z04M* K 1\0ZK8(4]#+",!(P!N"&T OFHNAT-B52"KE
M@OV;\DR-_ M*L KN:=88\SP.YXN?7S:5I7M,@?(C,/]\G0C,+9]BC:2+L4]U)S]R9ZV!B/ MH&L.OM_@ELW/[_;.<7SG>TYX#L%60!^X;-=C,%?)\OEX M\4'[Z-#]'2NR8R
0>%&QY_Q&X.X/6R:F#E[E/E 9S_1V#-]Q5:D%?25(O* MI5*&OOIP\>G+]E$#;1@\@V\;LV4 _$QXGQ]9)X"B'$9:1 M3E6#UH,NS'[1\]Q9V1VV]D+;+4/FO!O MX*0?0$[VX+
3$(VG[LE^J]5Z"4+Q\/43GX)(E8W-#CKVL^>#='P;M="K+; M"W@L1Z_E7]Q3[#W;2/B+K)2#08,_./Y/T M*_SKG^A[;+=9 40)7.[66&T*EM\(4DY-@6\%W
50$X+Y)$ZQCA^>9Q92A:3E MK^BQ"955H!79AE_R3)X0%"H)!YNVK1$45!!'Q5D0].$PO%2Y@(VADG]8BE2!"#>W!LK?E/C2TBS,*)L.D MGS&FO61=6.O^Y9FA15:/N[!0RXP2-
R^MN")_3G^PS1EC4SUH!OXHC!Y Y#R, M@,G16,>=7V>U^ZQD%UI/9%T?F;5-6(SP:/\BM.FT:""@;M +&4&3H"+3;.Z, MS\=!K%=+V(0ISF^LCC"%"/;XGM%>G=@(>)
MN74XCHMV+YGY_+)X%7YF); ML=G'-FPB"R:32/M[LR&\4Q:LO[I;L'JT_VU^/1FF27X[+#Z^3/QL:*P;"]ST M%RE&Y[L(7D58T+0.R[=2--!1[X /3*QY"J2PH&VO?
K0PS90@3HW/)A[W!EB M6>(6;.)0C9_@#ZSP#4$II411ZPK0[<.8?FI,3)SF;]2-)M0P]R'V58\=Q\] M5UT%V(=8G!+E<95VB.0!!/C:C--YQ2B-YS0Z#9.S^,&(=)ANJI.A*O-
H?"##Q75%>!(3PCA$9IU94 MT*VCU_@V((6-KY4%3V8D3%>.3SDYWL,L4[P6@V2H!F8. M6_1U"]K# $/(;*FD?&
(A@%;6!P+GK^T6XEN:;)3CP/]$:U+C1KP*CN@;E<=# M]=]3.588R AH$D1T111&0D!G(3(-/PI%S[Z:9BITC)I#]94H:#@8D1,R7$$ M9@SW"210,..;,R>&G,=
0A4;OY"@Z/<=V"^%".1I9G+[HZ] +\,F:P04=^"\L MZG >G^,'>D(7>!AQ+&%1K68AN5?XM\B[P]Z]3&7;U89:^F0]Q&_E50]'CQE M2?'3]W[_(BVW0+..PE'LX!)[J,J"$RV-
E"VTLF!TA5QM@(2=4>#'W$N@2@4,I]DL MFZ2L5ES$ D-^1VE5N!U;G=!Q^.Y#!0U:>]6' :0U""]VEN]%0%U8=@ M%5D >N<=>%"MYACUURGNO>'6!5 H?
X*AOC%!1S&O2:GS)NX'9Y\$S((PP7V> M$+ZS2 B_=#(_T,/ZD[LY"8.5%,0'U8S5&:B@%>8HQAF)4$IC7(!@S%+_%]:D4%\4=/* P*G0)L5*%.,.-(U@8*)XE
M1A++;*VW1LF>=5A]H4.7)&(X @,SE26Q>B!:A&P?1QP86? M7FTI**]Z8]CUY]% !("FAV?LT!D7-_+O'--:L0\4FE\T@K6Z6EXT'6O9/S#]
M*O28/5_Z.M%9$"O#M#=EZ!,G#S.Q5"2[^ =Z0L\U[QS92)U=-M+ZLY$.FKML MI!?YX+C'D<5..<8([,\!SIE+]PY+G-G9VIZMSRGWGW#H0CQ3Q.JTD%!2 01@
M'H$*&21YA@49RIW@2#K,R/]*&;XHKY4PG&Z74FHQE)9%!3I.TI J/6#18=(G MGW _&%"*.BS\B]ZR^]&S\W]92X8D;Q=YV'LLBQT;D-
I_HW.;WY]=G7RX^8T]S>_7!N3X_^^/+Q_G/]V<7US_N7_?:74_PU)">IW=EP1)&V?I#UTG"L%"'$4^MQ M>:"CRH1,TUQ.'+:5 /R\H*?H"IR*[_5?4"C7FL2
M1O=PIG6/]P%\%KU3OPFPQ9DUPZ5_;UGI+,MX3"]N4X"-]!P/R2%]H?8HW68W*,RD'3)Z6&4EY5< MC-+0\-2#;\.P&W+P>,]5\7B;=]2 1ZI[.Z:Q:R\K0PF&DPBFK6P;V6Z_>OLG
M:I/N/Y/A> M3^LRU-K/:B%>(9EKQ 3%NKANP5&'H/H--X3?Z_&@ G#TG1O?.C/'#_TFS M!UN<]((>?IM?0]AIB3J/PI?8)9S2B.'N49?'2E,ID5$V&AL=;*)WPNHOM=&9/,
M9NU-.\0:8V%?CC@-$V#"DIVS^(A-G!. ($H89\EV#3=OCAO899(GC3F., MG.*E^?PJJJI"X!9L*K.03QAU?F.!6LG1R\I4;XKK3:K7*3&?&JXUY:#@$** M+"0)Z35E!].IW1L2-
:IMR+N& IM]M5%(6RE+[*Q'V9@">7*/WX?\D#YF'&V MZC95N@6'#QZ$$TCM!^VFS[)@@@'4$8A.ZAR+6'OH+2(A2[3E%]3EQ#'1]#*-)G1]G":+S?P!'$_0B MWVH3/TTS#?>]?#
8/77HNOT406'X[B@N<1>HFPMB."8Z$%^1%3^D-I44SN2.16.0(< M@O)QTKR#\)ND-F&=]%'4I] AX%_D,I2"AI22N:X]MT3)1WI#K/='$_$)\OEX M#%&!_VL?
$AT:;"@*;]EX%7XN1"WA=\J3K0OP;$1M\@,CK]">2L_!8C-D2A$# MZL&A>@HV0^XJC[-@7WON+:(ZL&PE3CA"_*H^@UA0-@BP+.#Q>2RPX'*S1[5@MP6E&F;2&]*V%-
\#N13HCADHPY/2L$ZB6$#K@YE4=4=5E4;4#+>RWY MBICXAFE_J0/57\5L]_2.XF@:X!XNDI2"PPF24@-D-H33VL;J8$/ MP90?]7V6*YE5VV&/8B=^_JETL71XAC1R[(?
U@QE9!4%N&@,HZS_X-B8D'60H M6E:7F9U*0#.4@IR@[AWRD\";F1J(@AG,(#RM(GF.K9]1NLQI+$PD]#!Z21XA M[_^2!;IW? &\)_]%Y-M*D'B99FB9+T-7. 4U^R;\LY M*
[J.+]9<1^_(2_2#N2!]9EU,(X^&-$M&RY]26>2]KO&EZKGL]?.5H317"0O M,+E.1. 9#_'83WT0MN-AQIB+DF\)_P\9]((1EI&*)]G MYV::@#;O?5=]P=^7Z4 HM+?
&,G_(;=.G_'*]F>XB_H4]+;"#QY,AYLC+>/+"">0B& MC.-B%5C"*,Q'!FJ+H_8.EW4J.[<$!6FMZD=*3@1;_A!R4/L??@ISU@.AU5,P MY>_H5P3U4:THHU%^'^ Y)SW, R7^;.[+=]4(?
#^$'X*-,9GE.ZC8"V!*!4/ MKIB(]%?*,D2#%)9L[&!$AR,7]\)UX7]@&:.3_B]%/Y849_&I26$)4$09($$BO MF(AHM!X?%-PDS4<_B,A_YHGG"*4?[$+ISQ!*;^]"Z2_NR2FF#U?
]U11G(T M9?=GH9Z-I<H54DW03L4Y5M4T4#82^1NHI%@HQC3H#+%^V*N"DY-L*.1;35@I MB;'U%/K]$.4!_CD* K8/V'&+QG*YE U=#C@%@252%=HUI20].0F0#5$8Y [+
M$1YVZW7_6E(XY09F[B?N7_;%Y*!G#>/@ T)P9L6M6>@'JAV:ZH8&E- +^GE] M4B1O4;2CD6U1]'QJG&1^E(E1AJH>FYEQ,K+0&GIHR?G M0/"P>P,>RI35I=
($3/A'M]N5>O?!?5/L,FLM0M!*V<+;0W= Y5[&,&!$S'# M#8&^@HW62-]015,8),*L"]U?(D.OSO23,PJY?K)&)'B#\"14&V;VBVDX$@S& MRB;Y/4WN]<6]-
1D0UXE8[*I2.O@6]'+2H5@OXIHKHQ2=--V^_X" E0)-^FVK M+;^FE2OQ .AC&;]2&%,>,\HZ\KM]=KV7%MI#8^!'XJ>+C6ZA%_VK?] M/>Q<#HWT@DFZ-$<]];
[@EXR;5D7Z]W0^R4PSWGKBIYEAQZ]:8Q8*,TM]Z"<9 MK Y=(E-&EW)]X$WQ3-/*>G4XU"O4"\$7T<;&(L GI>%PBT$. #0,P2'1HSI$0YA+4*F295FZ*E0]3 M&PUC?
AI\PWHVD,^DVYBO83S&!%#]QA (!S*8:EXI1;*Y:R<5\8=(,NB98;'& M!<*$\X$Z'#MR'#N=C7L,P)@Y8?!A(74F1!]DU%!DPN-3K3Z&]I)O#_0]\A79 M@%14
Z&:8\!*O7]"M([=F3KV6PXTU,3[0+'P^P+NCBG\&=HV83:T FM3@-?2X?OU%V@W52W_I[8ZUV(*#'R"T<,TYA4'^).G!)A*AT&7,:M"TGP'4F56EM&C5B+K\[/8X$'HWK]! -]

1I)#/N>>5_U)D4XI?$K!5T27*D ..= M[)0RKDEV3"D LX%-[,G#6%Z7BM]FK,637IG] M0N+* A819;KP*64I8*YM-QCZT:!$&9YM/>+[215)42M)^# Z,+BMA0*3S_O M46.Z?
HX]P+UH&+@0X2&>"%8+/P388I0\!!IU1Z:V*LO& @%M_8BYKZVC7[." M,?/(:OU;'Q%*"]/Z*9 #Q@.DN-S1.5]"*#HA&[7#I^I?,[^HLH\E@8B7[]0O M'X3%+;K[8Z/I4/P@1G2(P<
'K=/M)SW@:C&(A?=!-@X%Y6'@]R0R,>ET RDDYA M%4&?LN7_E<.]]L.>:=5#CIF<(BYB':_0[.]QRX2)ME4I\4]R/#]D)UBZ[ET MKFI_^I-JO=-N]VT4Z]+,1H
]2VNLX@[PO&5K%''CPGO4+C";N93M58 ES+/! MAE/H(*CRT,W;>=I[N2>ACD8YTL0#8T91]J*][='FG/DWYY7HJ% WR8\-3]PX
M(A19R8F3'#9$9U]58Q7';I7QL]4D4<\5Z3C<13]>(=+1V44Z5O1*G]7DK]W4 M)7^7Y[^=7KH?3V]NSK]06I]0SQ_G M_F7F^TCH7G3]#'VA<*$- 2#M*GK^CA#;!@F\/_YZ-C6
I?P[OT54/FIYWYNG#4\3E'I!^. MSL]"@G+&>1=49M+6S*10S.I@,:L[7Y/S:P4#3'N+\C..DV#T4/9[V7V@#EP4P@Q M_+8=\5'\Q_3SN"!_0C!Q[X.NFZ'I #ITU_#M<#(9__+SS_?
W]PV0M(W;Y Z] M9 UX7JHRNRI@B=M6^>?3]R+?]09_D^P[F->:%N<; SL>$S=N])(13WME?3+D M&"Z77%=!S@BL"'-SZWATOU@$+]S5PBKDP-8#D&\VU$:I3N(4;C510L-
>>QAK M[*2XT$0XZ+%U7,91>G$IV+,Q(IDL5,M:"9QJ@O?]B^M#4UE/2(<5:+9%Y8]; M+:/CE.!;:8\<&]4V+]$4.=X&&A*FZ9%)G4XA]$ %58]<6R0A;P+-SDTBO/
M>L.@C\MK.,@VF8M(S&,F'H'W]*G8Q92G90:30,[M".FGP5T(U% ^"\9(Y;D> M.8Z:64 >(QBXO%+*4S3]DAUYA/7];Q-QEFBKTQ*4TTH'67X,S&:3 ,8G(>D38$
M'S3P'"54#HD%"5NG^Q!6Y%CW06!8 7 =O35TD&&EOG0GRP+K[G= 6"]PN#D\ M;D<[C]LS>-SV=QZW93^/YS%],MJHN?CT_OQ_$$GKP\6GTT]G%Z>7SO7-Z673W6 M9I:?
U2,=TV8TFBVQYFZ9-5<2;?XM,]2^2=Y5L])Z5[IKO=7 MN.N3F;LNH:!PHH&5"R.^'/?\WSDZ.N4FG<["ZT\&PUXS3.?.SH?L! M#;YGH(G#%>ZZ]>KM)T*P NNNL/T]*;V$O1P]OI?
5MM1:]3?S8S31=V7-1R]VYN+GWWB2=^M/07 M\F)T9,O'M&+@Y57.].KM7O>U>RXARXT-AET+;+PLE%Q=W["0T,>H+<6VX8%P MC)SP_FNR&E:SPSAY@C@'>\">,\0P#O8!?
VX'FL,/(U'>^3.(/* MK.P^(>+@<,1A"^5CC99QC?70=DWR=(7X:A=0E9+M<4[V.M/8, S[T4\CX(%8 MBU:*'*U[)>M/XY/.&U?C,*8BOUA2K(UZ[E2KY^M%3GV^P]%=L-
E!+%A&/F!9]<>2.<@*ZL=^SX]&N93_:(CN]/"(HJU#XGV1GE3 M> MRA0L%- MP].'0OZCSQ7R<@;5M0+6?DQ7K O.+4Z8;KVI4@.G,DT2H9]I==$/4P29"KE-
MR0@^DM%)#$$I@E6;<9HAQDH5V!U9=<3Z9>4;(8<2G@16U=!N85FENA!.9L0:B M>,A5APNOU,-GYS+<".:\H">*LA2MD@X!QL(TT%N%K>7 WP."?)>,SC_B4+M, M:%FG(SB
GK]VUOML#.\WJ@TYXU12._)=9!_#B<[;;$R>9X/Z8Z"5[2F']Z M@+C,1YRU[1?A&*A*;U9%#F9R([!.3E5\0)KH*);*F/WT>5XA>F&/F*]2ZYX M&@B]KQLE&3;B)?3>TL.+@UN?
X#3LUU?Z'/$0;^ 1)=A9&;I_+C<(MW?A8R9Q9%Z8?B$MD\ M57Q^*HVA0(1B18T\B*+ U$0_TN^ *W]*WV*42-6] 9'#0:6D/9U[VS2./YH7#AL$UI:A8]]\. RF_F
MTWZII1_&P&"16N7%&SOU1VK ?D[E*]"G)X3N-$AA52QL-.5Q_9U-MZ@>> 2T M>@^/QKG'UG:W\,[IC[)%*E#F+8HZK &/-* 9@N"8'7 9)14&@<*@2@*M2[F? MKLZ4H_-
CAY!M3$.>P?S3N:K9DP9ZS5-LX418=,R:I""PQ)T8T0V+JH-,4813 MYH"+[)HH#OZ))LN]:6&CFB?)]"_@V5W9+TT]WX1NV+;1P,:3A%"ULDS@"K.O M62U9]T?
Y])1XA/X]^ZD6U^-(;TN48]+"(:70NK ')3D&I^IWQ$)D3H_(,^]V,263VZ!X%@)4/F=1*LQHN,=,S M51]5>2;@3]CBC3"?X(!AV>&(;,F1WP\0!]T(>&H%>1^ +8 8 L4ID.;1 !>[
MW+=M[#EV\B<:(U$8W 46$AKO3.#-'-]FGUVMQEF^@^5%U%8$OM1]>X;2MP>; M/R6^^9$. W?9LZS+]4P6B]H12P(V=;#P<93'!"/6QYM-[AV]#Y8_*WP_;9NH
M0GO!V]!292[R$2'L9\5IJ5UH016S_ZR PGD]_L"W@4:NO\7=R]\+=XO[DW' MCX@0'>WGR@T&TL!PK]KM[;6U]D+89HPODNB.U%0 FDG$#T@1&@4@>0EOB*8
MQR%*YB25VM)O5&SH3^* M!CRBP+.EC.T0 V:Q]ZI3*C"/[H.],.$;Q=4Y0A],$,9X\?6Z#S\Y%>PKLGP^ 7G$]3%7]U_8(MR M6$EEN'QUX?#:"/RVALL_O'E*P+RUBY@]Q[4_5K?2"
M4;[A5YP/N4K5X[O&K#GZ4\]TG/>_*5>K>S*W@"ZZI1680Y\B9PLM C69^\3V M0C'RLD;*8)0>1IDQ 3T+>'9,B-'D9^@I4TB^NNA*=-]:-.7S%'2,+"C.#2=U M"A-&M(B_Y7' X3
[R,E_IU]+5#F^%4_80NO!&61(,U%Y1$_YS"CLR#%F':W# M;Q0OBG'L%UM&OT]A0;C^QX\'0P/RJBQ<>FIL@*].#\#AO5C@DA=9#H<"8TQ]
MR>6Z+P/2;$YOTX!_8=]&X3"FOR]UP=VSV+F092[!\[T"@4:IZL5P(#!_M!P#>GC"I0X#!9\0*G$U%V$_4YS MBS&-7]0-U2;]84G<[]GQD'O87< M'H917UF
BO=/Y:8KO=4HY]HPB='Y$*OSW9\&4\.M1]3;&@.E]X)P[D M$PKY'D*Q_D:]@:H,,@2\9PHG(K%]W>4=Z"8D"SQ@;%Y?\2C%^L*#BYE+BO' MH!4^T1:S6-
:3H#>,>2]&I]K%=M^8OLTN'+9C$7,_8A@][7*H-N-%KO,$=$2P M*5Q34%Y4]$_R-! 8KXE- W2PP0";!4\'"##$4O&CBB%=[%P,8P9RC+(V:O]R M-4[NHZ!_RW-E7S'8'\9"?/A-
V5H5%]N]!X8<%PA]Q@WN3%? 0'F""\?HT+56 M^Q>4H_67U>Q_(2/WB:7*M@76K+# YK!S7P'CGC(:I;/HSQ7VI&ZW:Z.IDFT] M\$=A] "F[,.HFT1T&L>=7S6
:M$ZK>;TM6/./!3$+/'QA!=66GW0%1_^CUZT M?@XZ64X9,#?XLG!YSZ*+@#AD3*0H++P-CFZ&5X")=CKZ/Q2ZTBDIV7*$C M8>\>ZSZI"&L>^BKY2&I<)C/=80O-M^7T?*
[C,HM9'"N0R4($"ZW#)I@=O:R! M7OZ8P(7]WZ+D @(S0STR8AUR#G5""V^Y_O]Z[T#+F>(^SWYBNBMV.(,6KMS]G/Q>!\[=*)U5% M"5F0WC'@K46N_R_3)@(HXO
RVLU6:TD6\]+OH1*P;3/OXM5;-G@YSW_?PZY1 MP=BD!X5P^CUM;Q>^ #9N3#/I P_\#AZ5@SV_I[S++>V>77W!KD^KG[U89WRDZXS/KCY=7UU>O#'].7_OOCN]
M//UT=NY>_WY^?G.]S-2MVG7MG4]F(*G129Z!8IUIH47]D%'&^*_7LIHI:EB1 MMVH^[O0]4+]UV(LP$=[[?[U]OZ]RN:HP?-8U\/W<+L'\:S?]^:WD*!377K'0BAG]I,L6[;R]C)W/
M2S+PXF#IMRFPFCZ^NB0%B7?;W6MWCCWYO]>OIO"7*B8_O;X^1[CU&0^A@OA9 M3WC<65,AA.U3$:EU M>/A3]3KO38L",.IQX[I^@>>/3 C!
[VK4T_9/U3R]^*G63U7]^%][QFS5]+S' MWOY]L^X[E3/.U.S7N?16RSLZ;CUY[6MXIO-3PY<@FZ0A5;+U+,)8V0LZ;K=: MF_*>#Z;H[SG?
]O0=5HKF>2_V,];@AWUJS!EG@=U6L%=@X7,H!$M#=9YU08N, MHWA(9SYU9MXZ;-'6#UL'2]CZAK"B#E'L33+!BL=*XEP1!SCQ.M,:\3-QHU;; MV]_W&2.!-*'"*MB3
1;Z\0VM^% Z4Y;:<]W.X93 ?_:GA4P>T4@FW%D60W%C M+]],5WXQ"Q+]ZN[E>$$*V0 A_NKM%_\[E17]#T%;S\+1"^Y76U&P?S M:9'[EDR>CU!IZ,5OC+
[F(F92%,QEG2TXBA'UAX_>FGTZ3Z#8S3X!4#".6\LY M@C4[_*N69U]=PJBKBQ_X#1NZ>=G13 M;*Y*[3PX6NW]S;.(HZ.3C7M0"UU6F@?&;1]$WM_8PQLK]F>MU9AF]K*W?
>6LK6-X3?5+GU+'&_\N=^V)G2=I^-]9QTUB@S MEN:G*+$4*1IL'5?">+;RR2K[V MH] K,-*CY_:]/25P0FBX$PW1)CC@MT'WSB0:IK>T]4?YMNPAQLW]WQB9E=BQHNZ3267
H%4_N*,:K7?.O0ZA\?,"]['WL'! ML?KHC@.L>34;ZU\U4&*8T_4&(7?]<0@Z[:KMUOU#I%PW)M;?.?':K>,-9!C? MY;<[[?7R4#[E M;W9NR"X[9@79,:N"/2D7=:ZP.!<[TQ?:
'+/3NYD-[OIUV]P[]>X]Z5.L<(& M(%.CSD**V 'E/PM21&>'%+$I;V8CD2(*,!'"=COZ E+$]0W]S\S3S?7[M4' M]^KS^9?3FPOXP,9@1D@/+&>%"(EIKRB2B/M+]!-PLFXG#98
G_#/S4/>=6 MV@B54 !/F,<,6A)DPI:B;/PHF!K@: QK0)=<=-]1-Z6M,]=I&G]CN,IN(8G M10.^!!DP]]Z0NSP&=T&44-E?C2:Y3F2$0Z\S79*]': .1UZS]?2E;VKDZ+<@
MIB[/!"_>1]#8;(*,X.Z).?ISO[A]KW.X*7&C?6]_G5 /ZXD:7289=2Q$8-$P M50T]QI4%P#=OLB&X_-9*T]3[XY:6F;F%(*9E26+;X)C&:LI22X>W^H[MV>Z\B:=&FI=
C=\79'[U]E,P*7"*[8Q^,B-Z5-6]#7\^2GZ;OGU@?X\G[CRV M_=5P14UBZ%G7+?C0P;[SX6RB&3=W]@D;,\DG0W_*GM'_8./IQ M&8'N7!_@<>8#[NSS
+!*LVN3%_PB!UX\,W'^B>PGM'DYGW5H'36&6[7%)HO=X_?LZ'YF/0^~N?,E7_4)W>E8$=7G)6WT_-]#)UF^5TI26 ML=&U]))LHTOLG1_YZ)>]@)]][WOX]%S]F1ZXXSH'6&5V[-
/G^9X-U!4;++;V M1Z38\VSM*T?S>3)A]XG>FTQFV^FZU8>PL>=T5/Q*U8^UZK=>B=-!=K"3N5+;+^ M=;
<1V_MY"H>6#E]ZD64Y\7TK(X3@;_(Q_/,NR"@O&OZ8FJZQ\H$X7'FSQJT M&'R$AS_38EO>P>&"%5_]C7N5O/4U6Q>):1 ,W-JVWTX&0Z#]_^Z=HKMBM(D
MBMR)_VWE[2BVXFHWDWOM=:8STV?H C_$!>ZUY\!!W1W)*C)LYRXEL[6I$]#@ M]N7[AES)E%Z\F0QFL^AXMYH7O9J-59"0+[WI^EF SM 1EE/Z&!U5I97_/WO?
MVMRVD2SZ';\"E9N]UZF"N 3?3+*IDB4Y5F?;7DEV-OGB@LBAB!@$&(4+/_Z M.]T],QB\2) "*5*FZ^R)38*8GIZ>?C]V$9<'_6AO4/=$T+2R/5T/>%D'+T_5
M$:5\A>T.5SA_XU/FUN.FWSAV#ML_:/_Y;[]DY?VS['I1P^^)UX+,2WLZ?&U%B1. MG&C,GSOR7#8"'^HH= 9B#)IH5 !!G)!O$"-&?E4SFGIQ5MDW8NC9-
NMM"_9D$VFZ!G=>ESGQ0Y02X9%W]5Q[P?,;(*7;3(VO3@QF7UAX<"-\%O)X[ZID]XK9M;I6[W>KB0H[<4Y M^Y]!]YWKK9H;IBOSE:P^K4#PSM_V.,[1#=<6!>^7Y\SIEAF-
]6RZ[%X>"D\>@ M9*?4KD->\]YRIKU W1-!TZQGYNT>\+(.7G9BDM4AQ3D7C/W?_B'%^4 %F0]9Y2*/9P44_(:[N;(G(KF$["L@>WFB"Q.C ;"H(=KIY,PD*)--U:@ORE20TV,V,'C!
M+M#!"Z)+:PV,V"[^F_1!7'P[_GT0R=6^ !"]D@\ ;N44PEEQLXDX,!\Q0\V MC+QVB9S4K9QB=\7ZC]V[R'28Q]K982D2;_^PN^LZ401VW1O';M,$_>M'*F=
MU3Z:.&P)'IBXEP&MG#W@_V3]S=PK?;!R!NW([GTFI37-A/ON&<;@[M"<>[V;]X[/&=C!W_ED4)_845;>,;O0\:Y[U!6F-#! M!K,Q"\5);QB7+^S^#M0O[6?K03K!X]&
G.Q3YP%"=&X\;9LMM5IMDO#\53M_,L?XAO&51PE#A_6#F:L$<"H M/ TZ>S#?1/9WXY';WCW^TE1.T'Q/EN;%VOA]KUO=>5G]7&$_#LAOE =D YUDK
M+N'ZLN7*P?.XLQ)_30G24/VC353$L1W%/!R,G8BE_2$(1,8GLH_\]AL5,AG7 MZY/7%U4H6?*XU*89>GDM MW$U^N*?F>W5QK[8QIF$'G+F]VR_U43;=>^=!!K6QKZ#)QH2B_
:FQ&:S3P] MLD,XEC93W4>+Y]ML)9'-"WEFOD2N>=RY0TZF-P_F"V'^_9!K2&Q>O[1W)=;_M8UT'Z;B&;!!B<(+;YWATH/QK? 8^VS1>FE:SM0.Z SA_&]WMG%*EW=9."LX,
M&K^ QG_#;EW?%\VXIUR%"(9]S#EMV^HUU_61Y4.Q1[MOM"R]W]U@T^B&HG& M$,L(ED%Z25E2W>UF$SVKE9T0^$VU&REW7]?KM]$/[3;^^^6:D_0H\+S@'G@P ME9H*
[2@R'55=X*HLY1PA;.!G(9L&(=P6:$R.];(LV9[C1K3\BL:,4>T"/#(+ M9H['E[H)[MB/AXK7@C=M[L6K%S4ND4R]1K/_4SYS]*0>L'R=;,EZ0+W_7"GA M55%=X,Y@]%!)^JPK2>-
B1-)NTA_05E>KN:Q<(5\LG@"T+G*T,V.U"H-^U-Y M_@_2UU[.RG<7$PK]YU\^K0S7 ' M7]>H55SKT"KN*5K%=0ZMX@ZMXA8MG^@39ZL^<1RL=Q?79U?F]869Z!GWZOS=
M\;N3\^,W6O>X<)_DL]CGD$4]+<+T1E5G)V=O7YY=:@WNM]D_;@^60#39-?,B MO'5\V1(!%,(KOJ8[XES,GYFB3A_DYGO.)0>0;5)M+U%7[X7+>K'2131RX#*C7:VW7_^Z7]V,W,-
^/G7#B#-@<)4MDG@3AM&:^ (NL MP=>_P:?@4/ 3^R2Z7?D I ME^*.74-[T=1S9IS=3V#-(8LX>7%5BZM>$^V9N+,9 M$9U&H636HQ8$_T3R#XX"?T!W12?
@/3IW9+DOG8AOGY_D^Y!%?"D2*?O&$@XQ_9_/\M9"GGI/PE4X^#>LM\ M?N) ,?QI-M4NQ@??G6%"IP.F*D?K\81O8N#HK/_7X^/W.ENOSEC=F&!^'^^=
M[^E$(7=?:64I>0#7\^9#AE+ D8T7(,%3XU*@> &[X<*6T\)1<_B*IK?1.[0 MY2+7,M^ZX3F*2LM\]^:D9AY['H>0]X6PF OZH61':HF8++E F7#((&X,.5TZ MSO>
(R>3Y1>_)/_IZHK=(KHKI*&\/2T 8N,$MV!M726B:FT6&4Y$("I]/ZB MZK@CPA8UM..D)#OT<&W)"P9.$!O:>?Y2(7B7HEP",K-*R]7])87)C'P]'?F
MW]\S]4NC6Z3LG]\+_]1C0A&/:1UP3.K(;>;4E*18GM>65 M(.'*,V>D_I#DL%:/]B)IX>2>E286D5U2#CU0_'3%#M;BEWIC^C*,/V; (9N% M 68X@Y7A8#M14O]7@@-
N*F7!1:!]@))%"N8MF$MD.,DDGQR46*!2.U/^UP&X MZ"PAF62'TK)_N+7D<7[ACE]H_WD*30B3-D LFJ9RM\KU,3D5$P56Z/.58B MLT22U2K@Q-47NH)V>?
4A87:+A"Q^@2GVYB'U\#--TI@%]8_,&8SY)5H)BO1@ MQP:NDQGW]%DY2+H>7& W0C,4D04FOXXN:" P>UB-6+DQQ^G4H9RV-.XICI!#
MFF34YWQA#MTA1<XWLE*/PY;IRO[,SYMD(TNT517#Z#2C(:Z*R0K(]L52;G M-ZPSY;_^BBN5Z.V?P;6)G2V_S3EG:B-YM!+7R<@R_/X*_+XT#X>%\R@@PI
^1(3*LVCF3M#MP4D:NTV&*AGZE;K,5^HR M;\[F:W230<:-NA*FR9T6.!,TQY*!CB5P G$ZY1V[S5OSWT(T&7A#-0V9@PPCT;]%96? ;)7.' MPND+?_=)_RT""(0/OY@GG,N L#3#?
IN=3'!Z(5P!SG6D^B![LSIS_E:8Y=SM1 #2K"/ MT(64 B-N#LO1Q=]*Y)$D07WA&^:Y##8-H@2.C LQ2/.8\PM#D:V!&P[F$Q ! M7 AQ43>8S5%0 -L'GCOW@#0Y58?
*1>8]&++C1:1=B+WR?NDA89#>7&U KOG& MY=0PQ!Z25;/1]&!;8H22%,;OBH&P)6E>8@+!IBXP:B%B1'$T=W(!5^[2QY7 M%NLN0(N#FW,BSC]
M6X(W8]1*@QX#I]RI#+&M +_Q-S/'Q>I/"8>X&&XX!/42%K4XEP3F%"WI%S-D M-YP# >2F8G@6Z#G<@N;7Z]8=]\/.!XP.S&-]+S21#O,<@FUP?8#&3$,..W2S<
MC]9_C;BV'H21KDH#:!S/G[%^>8()^3,4]P,HX2IAY@.88-<]3-OYPXT.V(B MKD<[U11NP=WY(L3;)#+O76XRW'!A<^>X'I(*W^D. S@S.E2828 OGK
M<7W]/!D/X*+$0X]EX])75BN-F81939,*OCWR !OD& '))VB 9P1>[]A35@= MPP%I6H&38*PS'@X+;T7@*L#3@CT-4,? $G['IWV+],/^%,=)GN42)?,OV(=_R M*?
(MNX=\RSVZ1VDE!.*G]BJ=:P$HR_D;=07%R%50S*R"(I43*]8"XL" M$(,%P WQP, 5,6#\X2$(97)*3L()5?$I%@T0L<%U]S\E3D&1A64# S]]R M6T1*RS(Z!?I3R$*
HF06^K'!D9&E?/,@]Y,X,B;. ^Y 5#ASL$8C2"3$)]%9 M)367M,[%1:/'U7^R#GQ^2];=,+FXGHTU=40W),&^$!UP2<_7O8!&GIE)VI78 MKC*\$X'Y#
:$6A*9\VG@+\,D'44LO0VUYW8$S&_! %2]!!@L?!T+E0WU3\#W MOW65RHQ5]@>%N]P*!:H,MVO!;G-U!BRN$-4VS(I+] M"8^$]'S^O"(Q.X628 M3#TW&@MZ@1Q S_&CA
]W@% D42Y/GQD&2"*TC81ZUGW))3%0^]>P"U0H7"> M<@&@YGDQ<(VP(5FYRF>0 [#NF4"L3#!Y#Q#& !.HM8]1F4K:P4E9K=(@3L MCS(AXMV]$(Q*5C>:1[$5-
IZ]OT1:Y 8;FED#4!V0',CLXK*K@Q MJ;H^MWYG#ZL@NL+ASND[($"-F?*>M@ M9)[0;B[=Z//>)6N]2AQH.!?!CXVNS+\#PT+3F]B3E(_(UYF#LH>X3U0QB MYPHZ^B4]ET-
%R=O'.S*> T^\;[;I5K]$(,BY7^&F8/:MR@"]06YQG8; EF PX^+T?T=UDK-.??1:%>QE7([5>?3K#\&D";W^9TPTA=? MH\W1^NN_=0;<](,RI/_K3/BFM!$R*Z'C$2AH/P(%I2AG?
=!>S4-N?T.%(6%G MY'Z!?T7[@9P[,(#SZ\8!%^KN!)BJS,38UO[?@!* V@\Y?2"H :&*17B1G2SV M0;RBHI <<_TF\&^/W] +\)@2+/;-!M,E,21VL?O(]&!7'NY'I(V@8]EV;CB^
M/R>+*L2@%]A)Z#>[0[R$HL0/VQ5KF0%F,^F,C.0S2MR.C150-NCX>4="<1-)- M>:-YFCQ6,X]]'11P[,;Q-7B0*ZU?64H[H=P#]._?L-D]A'@Q;4&N20E\0ED1
MGBKAPXN%;)Q,8@GXY;I<:Z((GKXNR"E8Z4RKG!0=% MO([0M/;.38&I"I!]A08?#.](1G35@4<&OP!XA"+)%1\& M2Q^N02!
<"XY@B8HXP%I4R3<0)1"V8#*/YI5X1X@/H%M!O%*,9D7[,)^N,G& M*"&(UH3W^@'H]PXZ?R?3P&>8#!EO0F7HND/AL=;2=FE'E!TOKI?X0<:!"QF7
M8M5("Z'P;:BV\K0K?"@299@D*;AE"SX\V*;Y/L@-9)8U]9WXD&M*]N.5I[2 MP(8(TYP@@P>O<\$MK T:5)IU0 2B;%;";O04U"%^EK&B813)$;!7D*P$]0
M$N@A#WQTCRYL_A+)6;C254$;#SDB.0U1OC1@$7(YYA'32].4VS_!AL41Q.PV M>6(B]0'3H97M%Z.>S$;)3TUTYN+8 G#+.-X RO:IIC.YCDBCP^==B* ,W)DD M;W&)0+R-
1':Q,^3*CKH;E"">YU'F?+$XW<\L/E":AX,JZ!G;H7G$Q!"0$AX M6QB&V5*9>"1P.$*W$$.TCZ!C/Q0L2<VIPX$ M&#W\'71!#B;NP&3^G1L&<CQ2,T^X/DOY,-D
$5ZQ8&0HXD"ACG):Y*V0QXI- M(I7?Y$)B$@1(^?<#=,Y9-X\1>9-[Y!YLPOWP_WEE']Q1_DN<2SN7(O%[9L*OR"B.&&, M9.F0C5#&@(,9%QAC
3@S5*I1>,WUA\Q=U5/=9AP=HZA-F>F6VQ^TU$YN:@: MHB:*?!\?(O,0RK B5?]G) 8#X,]$*@R:TBB*M6524L2)DWVHO@(;^TP8@LTM MY)]Y #,BVP,09"019"Y'D*RI*,:(-
!Q$%LB":F.,N4+B+SBQ6"@=_H9<8Y;(M+Y(HKIGO(.4F)#LZHX4(.$0A1DC]Y1]IYS(3)*Y..=6B>V>RUN8Y1*HNE]7@ M"&<1Q6$G\!D%BK
"AOF<;F=+]GGX]8@"WV>>!58WWN8CZ8&**WVB.12'PM\X ME"S$]9TLC'.QPY T4BB;!^1K,VZL9G#;0KPB+]I+I3)0_Z.^13E_(P+QD45(
M5MOE%RT0L3BTE"$V)]/%B="QOL5X0:W01TMG!/!KYG)FBS2:2#E0C.# *[K#L:>&92-2]MHUFXDVL&O9=E03O)EPM]$ M"@D&C$7;25R4-C0P21]CFK1L7/0A O5L*-V:^-
AM *7&>FVR,#[V_;8=0_D; M2Y4#Z]A,U-(%$3,40D>((/" RCP'*MT1)\-?!T96,]5QABFH4UGH)\|\?=;Q M.5/WMIG(Z)46GX#:T*&6.5_9E]X\Q XL17^!UE\SM67-Y1/+4:3UV)&!A]]]
M5S/2!9P@$Z6%"'?-XE(NBD /!%.1'Q)Y%^6QRA$ U]P"YN_,O %M=*E=7V@ M1R&Y4M4K4]4 [20"ND;#E9ORX0R\6&2T9BKQP/F6=7AYQ7?5$&(?@Z,UM.+G M.)B9!?
FU6L8U+I1?(Z55(XK:2VUI14%XR^(]0>6[GQ'(P:(=VA6QLOVYAR*% M3W%\ON%C&.!^6WG-]-9#1R+S0GCY MD@0'A'E/)I:.UKKZ!A /8(>!GP_Z2;
M3[PZOG]9:-22^].38!@[H+4N+\|=7)XD?7P=3=V#VZCU++9$Z"B-]%);XL?Y: M]9K$RU%6)"2YZ=R&3-6'WP4>/^]_Q?NNA+$FF*@ F+;#+>:*"%-Z M?
&P&@0)DG%B3$*-1#^VEV_@-A$.\.G3?@4>L=&MZ'.!]1]@^9!T.Q[(;5!C M@#2#LL3N5@#S@0W0F6/O M&O!3AC>H[=7,#ZCI:628'TU@U;]I#QD*;(&V@9 M(K"()7\.]2@-
$C_2^EIR"0GTAHV7Z2=A/%,%:.-W M"A'&--Q(5>86:;*&1HNQ M,HDZB$1%$*]&.%+!2! G?<]5#]FD,8%ZKH]N9F'$=/L=@"0(NBRNX]31'J2 M7L'N9\Y0/"=(VM0?
B8N,!\%1ODE!_G+9B4"XRU-:1]KB-R">-QJ%P639A<; M'GG612(?&NRG)+.5OY1U,[HQ("JRA):P/VK">V>FNF0W\UCZEB$6SX!JMPW
MA>'8@^;;M^/\YA)"W"^=7A[9N4)CKB@2HU7ZAM"K*:B%1?W("I1? M@(*+Z,R"P),L5Q.K 4^:0Y40!+-J$N5X^2%D8^FL7M]20%^B6S#IXT.06%@6 MA@T,B'-H]O*>J:K8?
>F(V/.)YF_9.[?P"H]UW6,6-?IVBF%,48"@8VV3>,G MT:A*_QYPE*QP+OY6W5[1V83]89!V#F!G'F?[(6>B4(.77!=^'!6^OW+/7 WTH(QO+0->(@XBJA4!]I8
MR_V>Q=XBE7RER5R(T(P8UD\H?@[L:E/Q0N16Q;)5@U9W M)%VU^NMU!W3<]\W]@V&>F.8DYEAQ$HH!ETE'4A0A+A+OCQ*IF[SV(MN %L1$,L)FAEL7DQ#]7%2&YK?O-
0S^WUT3'S(&:O@+V;P8+6CH^K"9.I%SQ M8ZMYZ*.POF'**7'.DZTAT_RFO.$&1AC43/*$I@0]N&]&CQ\<"; MU"ZYNA,E(_GF8$[#DN]T_K4I!X=>'2C#+4!#^R3]]?
2#4B]NG2^5YK;O1$L= M/;.;LGBUA!<O1$/(7'G2N!>0B:1!=;<?\)%TR*O;N14HOR5A%_5 M#;.=1HFPC#(#7C+#?G(\|V=U6W3)_%F9;_2,.8,_1#?F
M^.M]^A!56^=C!!U5PFT">W*^H[J$];_86AI]LO&FA2L#RZCBR'0;/;*E7@%. M0U5'0Q%N_M#,8]B)-2B$5'5'!A=SE->W--U25LQW4]Y=(4R8CYY'S'H2C"%. M?86W$4?5^,X-
]4&@5KBT:3@*&1:A B0,]&-R@=A9S?PH33I#M5VE'W$FQ-'L M1F,0OR,K::'<,Y&LK$5:&5IBP*%=K.C &('G?L:Y=%"E .%*8]/\/,'X-K'+
M;9PX1=R&+%;HY%55$V5I$T=7O@C*B2;RPOX;*$?!RMME<%KN7U/G2A$#%S@ M5F7K]T(L!4S\]Z]FP)DH^!YQZF)6IWM0M'0U&8%7?D*1]F (:9D.8B/2 QI
M%\5>!3WD!KV*12M@S:F(]ˆU&,YC^] 5:DZ1S(GR^0<*YCRS\&]H(^'3T#:\ MW/@SC.K@4ZCOS&$88X2I-\X7U(NH$W]F4ZER?#E(QT=$QT<:'7-0L'IT%)?K MZ%Q51Z"1@T
G@1K^C_,Q\J*U*7&+ZBR .\] ZV'0)611W$&H,R(-L\<78&H MLH+]6]DP%>3DLQ:.5AH)@%7QT2[ZV1"5>(PK50';7FXHB_9,:8TY;]6)*5H M&3/]V%,$DTY6@F]5E.@>>
[/UMKG:MK HUHVHM <8&8[: MY.('OR@U8Q#0\XC^;A S:(?4OMP%R?*4H\Q#O(] MYB3,N(V,X1384R)4L&]7ZY(-6&K:>!CXP5Q4O&[7_MVTXWLS+S_7!B"',_O0 M!
(72!6@9D9/19GR88H%PLL,3BR#EQW5NWI@4HS:-"_5F(T79.(V>O4?\#G; M_LD\U]"@(X2/RU_?ZJ4'VGR&G#226 D MCF)H:A16M<>VK"2I9]=*KQFT
ME:"4+5"TW(E(8S7.XW[KEJF! &I@2 7OB=+Y.*.NE)P%.]>L/6]@(J9$W"= M3CVFH!*K!SL,7)GLG;&4AV]#-#+Y0*]$24KKBB&]>W@Z'K28,=S37Q%DLE M.F&;
%)Q"S70:\QOX)8TU;?S/>]H.2%.[A(#]UR4,#1^NV:6;\;'_#&"U $V'[R7,&1LF=-O\L2B7XUN0KF]S,I3 MXUBD;%3BR] /)?!%@M$Q<5*?SU9%PC>%/8;@]EMI3:V4H

M,\3!D[:\E!RC@_!GXO>1&F24QC-D$RQHJ;NVHL1*AO2_C9RBPB M09EY-]TH?].7\Y;]QF,^]T2(W_-*HF2>) MI.]C66$#4G9_N):U\>W@7_QQ0+%HI:P]/#S1#CQ&
<29N:+VBMV$-,"^WK"3 MM2]X9U&I &5=E30;J1*$@O*J=-78B:R(/@F.]#KY!+7$A5N@.LG# *4 ^APP M.4%+5B> VXU_Z4X9YE0&T"B*?\%\&1.,[><*7]XG-^".S^\92CP/S.
([M]" M>@04=8C8+/X&2S:F$#NG3%,(%<@*(41-_B8,M0G+?#]V]1P"K4E^Z#\#.J M&H&$G,_I&IF_2(61L,:1U[0?V8,*D4QG<;[>ZZ-NIT'CA6E)]1.!?!AHXS$1
MZ;AC4CN>S2<8CAFYWDPV9G]83,?!X $"/!KQG[XWK\_?),XG3OFOF>\%24W1EE"]Z,HN*KL3!%D3 2N600+*)""RIMV$'TV1Q%EY&67R$QA]/ MT(H(
8KXF@YU]N";FRG"2W0T=&^YXH_#)\6U#8,'QYL]&*JQ&"(D=0VI]01V M6Z2)E8+]M#OTG*A';WX#18]?9"#D]]9E909Q!<,2:W,3PW,PZXE+,3R]^FL--?.6YH
M?)2U$KE]N4CEK7*TQM--%UY],LOR"BXMQZ_7]..N!$D"N2Q),K3BR9(MQ4*"T]:.=-]42LL.V5'<"PN3DF6B7](Q%N:"I0>C:]W"RKS$4"/Y5$]N4NX< M?:6QR_4^+CL?A LK%Q
MSQ<4&$)=N0?N-_Y@'-PW%%"$IT;YC@%&3111U;- \4%:72-"N> MF+,%!-+_7QUM#>5N1X77T!/H@ANH3T-7E]!!>2GSM8?5@M3B/$;(-IKHN^IL*_?]8)V[/9E"/+$-
TQM"FFBF^> /Y M<*I$ W(A:/P9XCW1N(12+N:1F&7E#ECQF1K/\:!*,)OR S?RYJF((SZ>&6E5 MJ]&TA&68"4N1,.DU.9>1'^/W- J.$,#YOKRV2IA@$[F\:8YLF![G:,3C',T-
MCG,4M)&*,*\RPX3K&8:@QV2?2[5[!QLTNV(V(3:K$DT]!<4ZU*8!6W7%G5%D MQ30D!]E"*?X"^]V5DR9OI%4#2XAVZ',5##X'H8LV95LR"]'*.:)]9[@=R*H_*1*P>85^F++-#/
1(R; M5+G)D4K61QU/M-]33J;TF./8]!+E,+%"!Q8]B_N;1F-^6$?8CISZWQPZAF^J M8WC_$)M[DMB?,) M9/C*,3?IK.>)\S=46'B.G'DZS9VP:9$'.9A'_..0W"_Y9X8O7&-^7SQ:1#5-
Z//S& MXQQZ2K0 MM ?[;&R3'/(LV?#YVD6CV;/$_WXH'"[;:O\K3VG)3HTM4!0;_\I';_(I.W>1 M[PO>:1^?]&&M4VX;:NS-N"/(8(_R)V1WEMVP06C<1?(A\+7Y2,^
M!S']3FO14WEOVQ DME7O=E>#9;/7,[NVFM K;/74F-Z-H]=;WY5SLOO;.Z62 M]Z= Z!3-$UX]&!8RIF4RJBQN5WF/P'TKP\5RI5I9"+ZUG6^;7UP'4"[&WP,U MR^X7-
8UXXYS4;F7D])-Q]6:[MS_\(HI^!+\F-86"@@_H5S(0-2OH])R 1YM& M;^SQ=7K!:;2Y[I7Z8<\WWFT_;N,;92,2%O*$-.IYH&3IMU%K]P>E@^B(_*7O M"YP[/LM8%+EO7?TH\6^C'
(578?0E2T]&\'!Z@(]3+F0#;O3XSHP(Z2(9L$?*LW$.]&@0^R@GX"==QJ2,:#@I]#!SG2 M*T&"+=^@/8[]_ETPCD7,V8$RVR./9LU1;H" *A7R70V(D?F]W:![<@_IMGZ
M"S'5S"X.%?M8\NF&5 F#,_F2OW?BQIPK <%/XCYT9[*?]]@=9@6]Z'(<=DY6 MN@[=H9B8CBU7LE?A50;D2%+0C[#N;25LA3K'!8LQ]R+'#@%A;#;_3IWY6&'3; MXLQ!E?
2@M="9Z9$XBQHD?V/!LW1.R"%L=@B;'<)F>[3/9Q$V4]W2];'*.Q"% M;F31NQ_ALU8]X\/;K?#9^S 8<66;^L>,V,:C,5QOW1$':W_'8V:%8[H'- !N
MH\AIVRMB9W.0U.TG]X+G2I@+2(G>8X=N-F;\K83$LG'8G0N)5>[+IHA:D96Q MGX[^^9OCBRXX=C_5F61" MWG7E_C46NW\?Y]*]5DYF5S3',V?
(&H*1V;7:/=N,8"$.!#0)A!E&HY&L7M)\ ML.!TH0^Q^07G)RZT[\"U.33"A=?2UU.M3F$F,/72 T71^I$HME)]1@D% MLLCQ08X>2=>VW3@>[BX:<^SG^UPEN 902!X>H7N-
P8F0+=9Z%I#'7#(:)4 M(@*!LE07[KR7C?E^Z'''-?-8=9]4$\&)7N.63!)(<=:)AI38FTB@$G]\ R6[MF'N/-.Y.H'C.G250QA>EEBOI&D8QHI-*&+4>PT;JK6K2"Y:FZN^@DE0LZH.:
M5 =;QM*O]5%D7(N(M9*I@9ITHEAY13T]Y?QAU7F?!O6(3AGB>=G'Q8)9&!18 MH9!(Y Y%-$1.XH['-#BB)RQ@UG,G+LV9((Q\]%W5L-M0-.?7\@$]2=1DT10N M1[,81]1-W@?
A;%Q0BZFUB>)W_D[%I<0O6#S5K3U*SUCC4 MK.W11;I.!-X7UYPG O':4"X< T;=M_1V%O3:X(8?*H6Z9?=C]@I6G5VSNT M)DLH W$?#!$VER+%4/WN=>'F1D)(11%C6@5W-
)].]=F./I% 0E;SG\/(,FB) M-=8:OR3KVF#(-<[>@#P131R^B$=_H +W@^IPCO(1T/BM1/4(*_%IQX.5$K@_ M!/L.P;Y#L&^/]KD'P;ZK14)7>&&!LMO,L \-
@D=Z=I\;KNQ.)BSV6&1MG1^]B7M^ M[2 ?V"E@MI(+|";II+3D.),-XZ.9B6$\5RX)[^V&L="]=>Q_VI$360.6ZG-IGBPP;#2Q/DT&+;W*6Q@DT1L8AF:]'N8@$I--
#M%;7ADC.2(5YEN>.+(H=T7A? ML::8ZSL8,_YM/<M8HA/H[!T(;M)/O5YD.@C=,1W7#-$K 6M',]%C*04F5]II+
M"2PS):F8M(R"Z2TX0:8@:KB+P;].H_K@GQCI-,'ZS&0^29WLCD3FJB\D*0:2 M0#;@"C[9QUKF%;AC<]Y6Y+?,*&T+7+&[8;8G[?-21+E]1]^.N->@M=$YMI0<
M]FIY>^Q9]LZQ]O3NI4(9MM^>EHH<3?N1U=^%\;Z3B3LCC0 A,-]!8@_&;*9XWJ1 MLDA+'; 8(KS1^8Y/9L4EL=5!;'$\LD1VI7,3S"EK,DVX6J*HF*'IXGC-A/%7 M]DG480[,AN;
=.U#3OV3Y-0W#SGU3WY!"O6 *S:=R69W=E(1,!.*@.-KY6(D M[Z7L""&_>G.ACXOF3;N@[^IQX*U']1WGPXC'(F>/'3C(TD1L_ M@YHV-P(5T^#R$8<00PV1)565@.(W5 MA#@6?
S6ZRD9,-&TC2<\5$"XRV=&,(SJ>!BYG?'/%0,A3X4!R[]B@*"*$C]TP M@O&*,X7".P A:.AZ:$#+U\YGT0P4,W!+4FET>8@-** 00-0,J M):)XDMZ"#>?U2X!$?F'L,>#DYU::$9]E.>Y:-
;-VC5F810F-8H:E!$6%F MG#N-<,=9I8&B36RQ]Z!-;@]ABMX< J #ANT&;QZ2((/F),""%PG:2(Q^3QRX M7&G1P=?,Z\ DU1@'JRM(@WO:D'Q)/,];?*)=8]R@Q&8
(Z.ETO+UWQ5_G4+&X M*1E$Q-7$AEX)K>XP5I#RP_G1?.'^0',>X0E2!&4=KA/-N"PYDE74]*G@>^+\ M:'TY]/]%$ZFYS*"),]?_005X9.@F ^%/4 ;\PA5P.#><)@(?SS %R(WZEN9Y
M8D4J <(1.?>AK,AD3NBY@ Q9+#RDN<=0XX),!%E3_]3N#&@U\Q79%"GSR8L" M\S9T? H\)NL$:4CJ)IIY+#[XPLOT,;!H1M)/,K@1^Y0ZY"SSG)" N3S;EJ
MM/_%KL<1CN*5U6FRO6H2T1-'R&D#I73,5M0)BGSBPA>?* MOCC URVZ@FH=-29!^,"Y'M!O#+%SF! :4NDVUR3=(4V!Y[<0%1<1 H3CE7 H7XA0$V(Y \]*!W.>09ZK
M26[B@DE(X%4$?@R,9B'0%]P)F&^YE+4YH62X2C"(9NY&3. MA0[_,@EM&L84$DB*AS O-^9Y$;<:Q,SG]!3AQ1/&I482/BH*4BV*32Y 26+"-96$%:WA(G#N02_M+-3/0?
V&6FP3Q7(P?$;3IZEA-1DE B)H[L)W"]1^"-+G8!^XT9*#W,OX_2]_M0O>7,S*[\]I;GV>::9FTA249"MOK&&&K7,UG66^D8NDZ+RH;6?VQ3*;%9=#QY
M4!HWWGE.&U_S\+O/"0>K"[O.6V\?#?*1';+-?@=L&G;'B?#Y"]Z-Q)A%]6[M[=R2V"OC]]-FL=7)^9U,'4' M9]M3MZ1_\&?WEU_G#KC(E!9(<<#K-9
/XZH;Q+OOB2K(]9SQ8_1(#A'FQ=^ M=,X\8E&R.2+UAV01>EEIT=3O$-P[AQ*A MHT$P)2\5A$4QQT(T/$C=U"%\Y9SDK<('31Z8=V)76/#_X.R)RC0@LP[OG= 1R\)TZ]XQ?M?!
M7/*]!^F R25OV#!0-2<0+12A>Q+&<3]-0BZ5H(AY46@$*T>.;F;CE@,6B9:9 M,F]"KXF=5;*>18NVX:0=SM<@@O.0#XMLHDP!-7" -Y#^1AQLKP1=U?4ZB&2
M8<4<'.Z]9^1Y+%$B&:1Q2 9YDF2OUB$99"FQ# ME)1IX9L,O%EYR"6X'%]H155T0:CZ'#HR$(9C1(N"""LD[3]AO50YPGZ MR!7DE^QNAOIR&P2T&F<^&PL&ITDU?:(D/'-
/XA&XZ&&X26!7W3[_] M6#35A]MVR5#W&IHG(-]0R<*+Q:T=D3H+ZCBD5(BPJA/_&,*\H?S]2'("(\$) M-(M'_%!;*&/X<"N%RQ]G1CW0MGG?,KK(*]P(T*>4:&'/F M.S;D!YP?
VU6W7B4T4@:1F*Q"5S5S0GN&26 :F?5 6)NK4_)66 ME@H(""13GMNYX+@(-7(7"8*A;)#,X0OS]MQ_XIP2HMHRAPC-=RTA#TI>N)'+ M+]:-7"9WB:&ZR1?
I%TIDD&A7P3)O'/S.)_.!@]P>X+PUO'%<&[+G+#P%G#F M#/@/(<^A(P3N(P1)Q)<&O!Q[_IBAW\+EQ*@C@]I:[5)2A]<,_*?Q->,DZ/']3;(
M'\VC%,RP"2)*G45QLU"*Z8*+_X"-1@SK@2!I%+1$HN%HRO4O(RC]S1"GP]() MH]](FX=,1XZZY_DAC,3CKA2T-+80>RE4<\EH)+CSF_@(4>2Q4H*@W!/.[Y6Y
M./!A2&4OD78GE\%(.B;"L(0MX+V]!W^3N*)*66('N6@BJH'58*5V,VO7 D. ML6XIU@?>./<2SJN9T!A.F>?<\QWL/9E_4+5%2 4D;_2<;*)B)66,_,L@Y^$,_MP8V+>2?
WG#!8/*T$"]#"F04YWD GH#11)]PKLDHU_0#>2(EX:6E/GC6#\S=R M)(;.*S(9H4D$"BM&F#Z&S NNB' IE0BKDKQ2R96_[^(Z(T(6C SNI*8&2O<
MESDWT5AR$\M0>0F)E\$NW#DY3:IE&906M&R;:O7T9N&92P$\+7H%P-?,#U,Y MBB8^(DN[^IR%!&(RF1/3K?!.@B0]N@.=>Z+QWE^FX^SL^F::4E:,S\BH^5R! MI0""=O^]]
]]^4:AH$(;E;^U7Z-S%K0D",P\XYQ!KW##--=MY9Y@7E]VGN.S/ M[B_'W'#Q*-WQ%;GS_5L#/%M'W(0TXV]3ZI4>0EF$'/-$ -%(]P60-Q(AN=@ MU)0O]62PDD#<3#UGP&1R?
CRD[4>SV;>:35M[I[&"5 4^#-G(ZPDYFL--*,= M[R97PWMM2/+7@!X!)\6 F,^.N&E&@SUHVH=@7L?&/2;GSE]]!7(G2! +BC. M0=D0CV$CH "45]_6]6Q@ 00)N*A+'52>
<%H8(SR&@.>EN7EX7H"/798)97P! M0!=&DFIT]ZH&Q..(R]).T51&RA,16]=U@9KDB#\A)YQ+V=>VD9Q[AN/X]*C[F M_W4FTY_X*VN6D2]C>WWR1](K(>M%]1(#*<'3;*!
%2>$%E0 MIB[$K68(:LE**1_]'^+98_6L:G@2)?RH6,.+PALRB@8N]&;!T)_,4HX@[(* MB$Q2DL7KBU0<,&)5#18(;-M]]&TMFI.0V%25PC YA]U!Y-)3:H@;Z[AV3]71
MQ?.,H>\/VHGX$BC'4D5]PFA68&*IL*8:&(6Z53*]2YF2WS=:).VCE%69DUH% M$"PZFL02!KA]()%=*#YUI91D#P,^51N+
U&I3+V>W=8S]4X9:O=!+O0#>_9"]&A%L\UA#L!)1Z,Y=B->@>%V^E:OM]#&7 Z) M;8L1ZW@_\]@FQ/?Z>MA]9;M]%2%BUYM6K]4HDB*%AG.S4VMT5S3DS3*&/':3
M*02PO&6?!G"A99]S91*S&O5&Q87_RAS+1&!A&R9(.IZ+$^#,' XG[NF2TG#/ MXT??T*-6">RUE-AFQ^KTVXOYOI$-L&370ETWX.:=ZU// M!.&%]TWJCG##9O?
CRX<!TM>HA=<:DGN;*:4SP)-!R.1HJ@'7+#D6@X$7#/+>;;=?Z.G('4>,&3ZG+#7 MEBH&G6]#2]A&>W7>U*]U&RDA N"L+#LD&-QPL9NKRXH4&
M%1<%]74U%2S@9:UW&2PP#]I$ #)T:,X>HO R9,W!OFLY&+E2G!O<_Y]-B=FIX[MX::2:&>BYK]+H%-0Y=(]?!2/?Q=7B]P+ *.!^5L.3K25<>08+O0B+ &,K K9 M51??
(7XGQE(4-X$#_"&/5!ON416LY,:P4U+G[YM]>Q^T=N1.8^9-]3720O2 M8_GY%;XD*SQQ*ZFG.+E [M4 T4O>ES@.OT">HNF [4* 3XDL DK9X"8-
F,@\3@WH)GG!BR00HL\@:B&MNQ&GB=P$@Q5Y:-<(B%1=?V' MC)887TE/H;G84V@\N:=PXZ57P]T:/8?"*_W^4,_;Q"U**4<%$9X\UP26Q!>H M4H6>_%8O47-
_2DQ^]G*AQ'^FC3(WD,E0'E1Q93R\+YUD'Y=RR!3M&91=(T\2 M0]M0IF*EMRR=[M5KYG&42C># F\@?:[2B\:6A3Y2?Q8&GBG]]T&-E'W)T+3D M6N#,R\XU4+^/#T&)\]J)
(@66L>A:X&YW+H>XB=Y2+BGVG^>>Q1(F&X"2XU^]7P+4*UBSNC.2\R;)VH\X6R*Z%]:2\;,FQERXT6H3Q" MX0MH>$FM3FO]?)V0YLL%R:I"W9#]2">,D9]L.O;-
=5::E;S#>"B!@)EO"PL%\ MR4[L$]P4/4:>G,T ;"X M>-\%E.9RE2=:0#N(?B/EY5H3BPXU[_CX?8R-6DJEI7]) M3>E3KXM](<-D']^""OS&WI\G$KF-.8US_PW\@.&?
28_0>_&#TT'ORVG**0=1N!+/;&\2<@2QK@%PD MI^Y(MB60(*7!@C'-.3>N3%?D$] M-(*P5_+"EZC>DE9.>\D*(=DL$A;VBBZS M_U;_7NLNFD:]XOXWT-@T@[US5'Z6*&%2%
[[4,N@M-?N678GN\)";4<(RE02\YP MIM8R@EE!IUE7CZFJB74I*FQEA4 Y;69ULGQF]&M;G8:=PQC71=^3<>XX?F17F$CS96"[5 M5TAX*:X,Y&*A369[\=NP/^?$TZ<
4Y^=+P(&T+5@"O6S31+=EI?5!_7W*0@[)!)/NDD\AL/&W(NL=OQ2-BIPA@2&C M2^H4K$02:LA@+#/X:^AGZ43_[3>G[+,K0@J([$G;5C[?,GF]>0W/S
]3EY,O#FB['FZ#\6PUZ@0 MT'N@K%@C+_]5:"]EKEI>'RT%FNC&3[EBN5G#&GKT7K*4Z2*P L4$5M+DF? M8G0>$=,>H1H%W&7,D4C6??#=2M/F$BD*CWE9/D;@A%
S+/O'"5E-GTX.9(?HK@1< Q> 6^U<<#(G MM&"]@QLNYJU2WK$2RF(RR@O,-(;G;(KGYCV&=U.->UD5(?"N;&-N(64%YBW1 MY4%C,"#'9=T Y0P2UX:6Q=2Q>
TX%G=./!/8Q[5!Y9BZ3$Z%9IX@&9_-1)T6 M0;42&//$GK'_(H2%!U)D]>E#S@/%F"5!*(BYA(/! #/G"R>2X9PE7KDBF5!> M!DA9&'Z3$9=0X? /=/;'A.MD_XR<23@A4^5P]X A=:%
W+H'Q#YL2/332'9_M *30G0;] G2"D(E!X*IC93HPOPHXD)<>RS=*<1>9\-]%P)*AD,G4?'&%X"&\ MI[I$[4Y..Y.QH% (;S([0H;I'%ZE$YA5H9G=@
M9')E,4^LHX"0/HA%@V(.656/&GN>XU->,VOG9M%D57G]?[I1$YCP[5H2T\TO M2P'9,'#)C"%
(<),U["L]$:>@1+P"Q>8C*#;&C2U^]Y<8K4H07[>53;+WP]PX!CZ00BI&TUVOU'O'YE4+]?!T]I MV:Z)R=[EP'S4V=XG]N_$]6YGH7HVB#W_W2LGK-SEHO776A;LTN7]C::_#+
M1Z3X]K?PHF&U^TDZ%1'P"A>QFZU:K[<91*5IZE40CIA;!E/EV.D]H-P23<9]=Y+$*,*4&(HE]K@N2=KU=HQ]FX8(6,+!&[(IQROU MYX &%4[XF=DTXPA#7D4_DB\1P3SWA-
\,BQ)"R9BDXEK8,AK@$6E MGI<*,\IH^ 1*3_&0(8#\Q869M-X#OR>B;8@,+VCM/@HZZ-!@>(0QF(H>=Y&! M3E]'L3M3LCOR^&(SM%]S3D14W?R=3;7F7% LM]* Y<^N G?
#W4.N]'@T9:HD M0LL]V)^3_5_^-+DTW)@%8T'A\QS M82(9/#]1F2,]PI?LV[XPM)43KM)AB20Q4FLJZNT9N1/. M*<*X=1:<.X-YPB-UZ:7"17#GCY^6/S3TX.%=P'\(_0VP9==
<3"9T,"G7Q;< M]ZEIS([+Q10ZS;^ MM: .>>O5@MD%SZ1@C>6U!+BL/W\1@O+_G:SUFUET/*416,+T.+AE*(7KE#S M?[@PH)*D3;1@9]36)9#N.Z:VYJ\6/1K=7=0/%6%/ID3[
6].S ML2[V3YLWM\?:*)&;USGDYCU);EJ(OD)NW1Q=I-]+_T]&2A-]#Y0:NDO^W(2NT MW%W>9MK=XHMS6&'=%1YIX&XI0?$;A_3L?0ZE;-JCI4V]%FPK9%'NT(XNL8H8
MYCBICTZ@CSIG9G/'BS^$.NY=V-.QC*;'H)US<%T_<@?Q1Y3;^F2)K$WP4;P4 MTV-V,8.U4=_Y]-6FW;7]O4:MW=LF].NC]-'OWV58]R$U&";@;24UV&[4FLOS
M%2M8Z\%OK7:EBM-!DZWO*MT&U\OM+6%LBTL]!S)8/YE]ET_F0 2/Y@5Q3\,R M &\[HS^J*.UL.G^KV[3L?M?]'@33VAQI@<*^Z^4)7/=IK:?[/%EY@EV'7C^U
M=+W,9LBH7^N*9,/U5BMIP2R7")O1I-""N(=DN[]9(0WQ)MEI6HU6O])QMT&RC MUNWM%LT^@XCL*N4MZ-Q74=G5]EDH*)LHRZ"]C&=5++2HI5N>HU,V40R63!3
M/_%]IXIZ"3-5+V%DZR7]_/976R_QE'$L[(]&B:BR:9,81BXG@:FD<_[<8!Z& ME+X]4$;=E!W3"R)*<'4PNC7',6N9%T*3*LC^Q//AK.7E4%8:F(ZK\E>L7*
MG'Q]2K]X+6,Q';G;6=%TDATRFR:BY"A3WX]NWK_/M.RU81/X8H'|Y%6!\+9 M*8YG=6.F&G+F5\ MZ7[]7W*Y1(F=2LC!A6@"X0OGA]BF3A:
<4'6)>CV*9]UB"+'*S^S%C?Y;V<4-MQ[VG?HNS]]@$V@1+=YNH"<14=0XU#%P,.:T_GXEWFQ*1F#L-.>]AG: =T2\S M6=MD2DC5-#?*AE>!\>13*XK4?
>,IB1;99T*]N(S5"Y]J;!YC&>@^,IE,K@2; MH9HT&_/M0;@WBI4M(U?96K5"&&5^,(_X)]$NIO%7V]U(3^./ENBMI*@7V!@K MYQFD#8!-O7>W_V#8,.4$?
W35V:]]P.-.39N9CG7\$)@_ZKO1F]#EFI+' -8\M6B)AOD;? MCE6IVY/%V'R,Q2LA$+ MM3'O.R2;=@]8#5P)W>==0FA6Z"M>Z(0N,^.H7+C.#SL$>
[>94F8,H0T3YMN]TN9PQNA/Y6%,7#[8@"&]32R@RZ7W#NFX.C MT>N4AN.I8PQ(Y5!I3ID8F/&R5![?#MR">%;T=9S]6]W=?6* E[+O<#[&?(I M:7<]Z[!7E3AX=K-
BGL<2)9K+=0_-Y9ZDN5S_T%QNCRY27C:S&IOC8-61/W] MET; B#Q_;/ ?<2MP/@O"]ZR(P:$!HI=_NNI U,^PT8C^Q_1*&OC=MQ)YSD= M L.'$/0A!'T(01]"T$^3VBRU:WW=
(M]IB$VWUGHL;-N>!O N\(^X[)IS[0-4+%$Y MM3CA]?&(^AE8;8)KCYR)ZSW\N%AC(P.^V?_I!==1?T@B&=Z8L2.*0-P*-7 @ M>S\|#264OM;GL;HY"-G0G6WZY!LU>V>O;
[/6V*_K^TVXWU\T>IG+OHX[^M_[MNO_F,CZR5^[X[WXY4\;N-/.?R*F\PA$M]2S7;#(-0B>$48/\ MTQ"N&,%4U"'$F#S42,40SH4'@ M(W/"%@TCU^?BQ!66((W A5H19S#@!(-
=+W"4)(T7$;-6QYT7$"D#%!D;4FPCK M39POZ.;C$,8:]2&@@0=$?PV]:+D?BTVFX98M1PKV&U+#),[N8'QH" T:9MY> M->XF+C ME$G 4>>YGV%F-_8Q_9&M
@_1FAA9<)!B/F>3DS@>!!TV.F.2(9^.1B!*]:* MT#-T<_P1AA3"Q:G>]_F*HWO3]Y^(Q.'E?*_1)P$+6A:XS$'9B?[V,2).MO@ M1:F9IW+ %-]R4R]+3C4.V9W+[B,$"8(*
_XRI#L!$]=5?FO^GOLT.AIO1(!M M;J9!Y*+H U!]Z-D/_V X>6P DU5"%+5R.&@N$A8@(#'MUQT5+\;22H98]<; M1UY"O#G)?1OIH:]P>4+P=CK\/O(CS5O N75G,:)MDHNQ>W[-
;_&>;]N1WQ MGRZ*D95/,WP'81/54Q3;B0Z<,'S@F]1H>U=Y5&K5KCO=[OI==YX4<-NV>O5, M"O]60FGKN&]+9Z8]_WP^]6S*6=]?<6+SQB"QK4:C^^3W?
T#+&]QO6&T]3)M MBY]H%K-+<[^WN1-/'&F]HQL2;":<_N];2N*:EO-7H9//]D%[70R]M4>7= W M]H"ZK[*-'UM&TWZZ(UN5/^S]K7S#H,>SM-$?-
HRX$E5AVV&J)8MW)Q[],P&KM30W&.^%(]BN&"9X182_9]^!GN!FKRES<QX*4&V="$YY>P./Q-N$Y?9^6P3=.R9I%^P-\ MWC!]0APEMA&2G<0L28 &D@,'\]G)+]SZ]ZWDL4:
(%1^_0@N,I6G TZH<6"MTD40N)1=.)P[Q_7PEBR5&C1]4@HR,T>&H;]D.F]B4C^UVC&I;F+PYHRXK(<=FC&]]R?,_Q[CE.<(2^9 VXL!!S$]'#(M]TDIT2Y_QV
F7YZ&OF:^T]9Z%,V&M%1%-]R,=1H 1V3 Q%*.TN%\P'|V\V!^ MWVY8K7H]GL2=:%M]^G=R)K>%7V??6A@ +]RN&)H:@]"W>_'Z;;N;NW@Z13V+ MF9AN]*, Y0-B\:&+7"]
(U7B(G2_U#I &\]@@N; 8NR,]01$#)XR&)$5!FE:KV\XC#]R1 GK*U^")(#0=4?)(2$1*H2Z8?R8 M?!Q//N*J 8RK[DHZA,VY-)T8]F?"^8U!@)XRA^13^T:/Y
MS05X+1R1+,HR@GFHPY]F!%"(\B@^C+@/T]B>@H/ MA1S[%80T/3PA+8YA7CFAUR2!RCD,Z$K2B<.7!0*9"Z]R=9B" M RHM\11]OCO3;I@3CIYQ]"P/AK/&.94\\@]=,-085!F"
<\1W/ A#UXQSW0.3 M48[=2.C6R.5S7@#%BZAR3 /^O9E08/#"/Z@#&W!5/7)'KA 8]5)>(]>4UY%B M)F!V]M4!:@TW!6O9[.0WZ/Y"P_)?"Y@X;LW$8S&_'
MI/3NSUVB<8R<]4#\XPWX=]=@8(U!#:EP*-6..!+)W('6)+LR8U$N!$W0]MX M/B,;9^C>N5C1]QZ]>4":HOHB8!><1X*[PI^C .=]F_^>\TEZ7X3F!+=2X24U
M\]3U\,WE%\XM"ZT"&"6ADV;K$"!$?H'-"G"T8C!C9&7+EX$=94 5]IWC >NQ M^(T8,(YM5=CO@@LA$N[A:,]UD_RWF-I;S/M@[@U)7,W<(PF)P!K M!P2KB!R
M/2=TO0=DF&Y$UB 9?E.\L)9Y>?6!V #704*^%MWW$!U<%C9=&) Z57Q:7*7R MW('T6! T!BXS#CS."\A:)@W(F3#D]!;DZ<\DLU8X:S9P(%,F,Q1\,\XVYI$ M0!F"K_-=)5!C#LG))-
\](C ZQ[QE?(M;+&BEZ-R-D9TI[ORX_>86\&Z\IGS)^GEAE_7]RAZ]*XDW\NO7I)_Y6"^ M;;7M3,)H52L^Y;8:V=]8+1+2%L*Y]C)>\W(^ M'L+E>NZ>1%]DGL-7S\GA0Z7
6)PK66@9V+H'BZAM8:F%^%F]U] TU+0,7?Q[MNYP;/3X4@W]]0-#0]OF$/4&[$H;BB5RC7HOHE_NH5!>;\6PK@LR\L'+B1 MEF1T[Z#S=^]X0_0QJY:O/]2IA%A#CY[K(1/)UB.1-
C9DGLOW!:U$.1CH61:[M&27/!TBI@G.4I=V7,8"-"Y">Y83:L56[L3>^ZRWHWT[/XA M/?M]TK/M0WKV3EXD"ELW:^95G!-Z=H!?DJCUGD2O8*W;I*:G&.O:Y]IK:ZI
M\@ER,C&+[V;05]B\6W(\ -+QM@PO#GF](=Y*5\<7,39'0I2/]V(RP0D_%7 M^;L"62]B;V,NU]D5]SU_F8&!.FAE31%7RA\;,#;46DUCBDR<.]SG>&+=&(82 M)=
I]&3_^[3PE"DZL'EC[L]<;%3MRM[< \:E]%!&YB5L]@.VX\&[+,P+$@54 MF*H5C"R9^.E&T9QD,N;GNW%G_]*-&=K&$G0N1G>*5;G"P*!TU9EQ /]VU;/] MV=U1GCGT6&>DH1
X%$_>V6M2,<>HF@$ME=]I^D%]/XG4;ARD]B,OR*Y=MWSR MX&SG_>OS"_/]Z^/+M\7]VL5L]+"U6ELGCO\SW?_-# 5 MZRW@"CCW]N3BW>G9NZNS4P]+NZN+-^>GQ]?
\'R^/WQR_.SDSKUZ?G5U?;0/" M%\?QN!8U04"E=HF\)RX0IBPD+0 DB?-#E5I4,6P??&<^A#3.'[;QW)]N&3C= M+\,OGYIU^Y-MVY^F?M-O?OK::SQ,^C=_C6:#+F?#\PF'XO$?
Y'Q*IN^:1V8I M0C U3*SA "K'W=?-Y,G#9HFF62K;[:7']PY/U=>'_3 MYO]7^OV]-4F@676'_2M^SX47K&[]?!/^^Q=0Q#-=:G<3^$1VCX2]F3DW=?]U MLT]L'AW=.L[TZ.@8>P
>WT"V_&#VR7WYW>(#?D08,9FO<7QUA=Q]YUK*[10P MN>?7R)S?"57DQ<=8M]P$ M2L8X>X^7XR?:N-<2-:)_E;YRP:]S9R=9.-XRB>) 1F MIY,[F@!V@+K2 /ZBI:@7IOZ4S?
0IT?]HR:2%G]TO/_]!_PIN"7@@?&X5_><[M<0X_EC]&I[] 0FK_ZDHW^\]UQ=#$"47%4]Q\UA2+TBK^\SO\T.:GO5L[$F?WG M,_?+[$=_/AD&LR;$;N!/'X4?XG^\]T4;D6=;@?
Z3BX+L_7)U"CDBS7_Y MWTFXBTRT'9]SL2GL-X_LQA%H,PGLMRK ?L]]58G]7$90UQC!>P]0G5')&L<& M]I9../E\-O#;V]G'/UZ=C]Z]]:IC_'EWOV3'0K$157R'#(&F"0X2PJ-
$PL>N MMO-;3,XECG(%5M*I@)A;,!]G"2E_*VV^-W-V^8RH6P4C:C8V<7;Y#*E3I%\" MZ[E6O&]G0E^[G9M/7^]G,_?SFZ%S=L^VH(HT"E);.6]@,EL2"=<3$SK
M7OE^)=I#K[/\TC^1*OU8M.7>ME:] K3UK69C^T^X]VJUM:MU(=M%XAP0; Y^ M,?K V0UL'$PX>=.&I?
B,_>]]W)T/+RX^_#/W(QX.1N=IAY:.'*NR#Y7*X*].RES$]@4GHUB2QB(M? MA[_-7]_.1_-M&)'-DCXMO9RG)!/9]8[_96RO\HRC;5=D]I[97IL=G/9=A[5/*
MY1CM1C6F<0F/P],F1R3XQHG&-]]$D]&X5G6E-1T"#6OV\+@P]])2O^(H/&WC MS?GQR_,WY]?G9U?F\;M3\^KZXN3WUQ=O3L\NKT3S*O/LOQ_.K_\OOM%@LFU!

(1S/51G1,3]_#\77>6E=]<*5ZG=V[9_>:N(MRQ6DG2K4'6P74+UM?I*\3^&<#;,<,_]*>6]?=?\8MO_Z[;6[M522W-L%0&]K M'/U22LG'X_]WK J':;>Y7#/>25?
8:@C,OVU5)'+T6QN)Y_0+XSERQP|Y5PY= M8DJ0_=UYY;5>OWT;5N@4>T3F1L%4^N?G?EEX7"O<[\[!:;;3IY;/5*I(RBC! ME*MRGYTMM(!2B1F"M7 >G,WIG<#,UV>E(9
M]2CI7H47M@_-S?91NC]&K'=4]35=?OB3#^/_=N7[GRPT3S\&#)3##"+83-?O MFS&QL>I]V*O$3CQQ% M;'#D?CD:N\,AXX]QA#;<+S>AQ]^]H&3R_?I3NN?!K(:|=/7;L?
NL;^]S^-?2V3HEEBCO#3]E95&Y^]>*7%43X[C M]]1)XKM?ZC7^QFSN"F&?^,74"D6]\1Y5AG^65YS[VXIV64G%?>RF,O7 MW/N[@+FE_K@3;
U80K1.3[R)VS@^O1BO$TH[J]Q0]\C7 MU^^^?+CJO[J8V,.EU7C+5UB!KY5-9=R\=*WG8[&,:(V"_S7G0??#\=]+)<*" M-Z^ M;(^]B>2]YE-
Y@G5@>QE\>GK[ZWV[SWWP^U?YVQE_"T3I[DLOM>K^(']M-K_;N4X:0AZ(QI4(K0A3@M)^?_NYW_PU.FOZ]IS3QR@>9=U8RS#5LCM6L]-;
M>#L3"LACE(_D\-8G%:AI8;."D;9V09KN,MKR*;:]"VA;6M!]S,4\O-?QWCON M\-P_<:;NS/&2?D.IB'Q\^/Q;X_.OKX/A]G-;%)PF5+X>00]& O5IP\?YZ"M_ MN_I5I&K8K;[5Z3ZVE&
(/4)A[T_I5I[(W:K8[5;VZD&D4O^[ID,%2:#<^<$(;+ M1\>#P7P"\P_9\!2;A\[R;]]MA]/HK_?UQI]OMA$>6RD>KVW!-(>]CBZ^X/Q ML2X_OQ6N_GIY(Q$'EW^6)>"6U6TN[P52,N#
[P^$,2_&>]:H(B\ZPV;<;]>5, M:+4S7!]OSP9R4O%ZP87T *+;/FMU[\_?U-^MDXM72A7(#](7<"&*W$>%P:] M)N?%U)P]O!4X4!5))BVKWZ],9)]Y=E#)P\IG-66=!0OS-
*N4$4LUG]8*M3&I M:KN8T[P=C8*N=_K/Q-[9@CLM40@= >NSH7TN]UIVPJ7YDEVO(O7F4*ZWC?/+ M8U5VO0JC=@N%?&IZTH;Z54/W8;H M,PFA78Y!4Z?
X.0ZA=@$3LE"6H?4VHK$>]$>)YM=1;:/0;P%!SV.)$G,]I-PY M?6J?G_($='C_Q+4R?V-TY%]U/MMV4O3WSYVUASA441Z M.SGP N-FS?[BD$;^V(DS&FO1K=MEYUNLN](K"
A5VIN<*67M!5[\WOJTU;L MM?:TN?$=^;:8VD*WZF$7U^.0,?,M?W@95UY2WS0JV*I,]GF>3-7=E92)M[^G>X337X7F<5VXMNG2O,,1& M8W/J+:K?
P.*REIRMYYH:][Y/7[3T]8NERQB3CB T0ZGJ(YY 7;"%(<&7FD5 MC+\X^]K_>_;IZS^?1_?VEW?_8W_]O1&/M%!_6O6<>0VI<;%]8)R!ZB$#^,] M%-B?
&YFHD7Z\E,=Q(>]3[L9783 A=W'W]&X7.HZKB)%T6LO=CCLVSV1+V&\] M[#=SL5]%K;%M]>K9],P#_@7UV_S_9D$1_=M5!$X:5]=].("&V ON %V-7TF MFXWE@:O'S?
31T^1_93[7,3R.A./AQ/5=T%(@8WF1"/SS_(&)O?W0ZOY3829H MJ52// $H=H#RSTGLX=EF$BPYM'6$IUU%(ZA#+L@F3W") +8KZ4254QUQ.,$* M[^
2$5[%7(*F56]OI/?/X11+J0%53$9H6IW<,Z>W MEBY0A2%M6^T2PRD/7*C\]2V3_U48X VK6Z*4Z'![*]VUQ3*_44V^8]?>R+B, M;_;^^3NKP_M/\8WFVP:%X<\/ [3PGA
X3M*UR8N]17*0=(ZXK2QGFE=5"94 M2]XN].G::5PN$7*-2LOFRDF[O<7E!'R3W+1V^&LMGP=D?[/]OFW?U=?]$5F39*2,.1^2Y"*OY0AAR/R0& M4CX[3:7PE-
820Y6$1P_&04FVLMK9+1-[Z]EV!B/MP^=:[?(LD>W,]4Z_@\FVEP%]O\O..S?*-/"7GS_[GM5_^=7P^=*1FQ4;RX>95>_,6BNZ]C?)FMK7K8\]N:8<>V:I(=K9]W"#98K-<
M26*HY>/(IGZ_L.+FARE@SO:.S50XP+1AF,H6$E6O=>;E$;YT(G= 6?2N-Y^Q MX7ZS5BHS'GA.%!%3F8[]V:/L[_^:-?/3^]W_ZWW+W=F[//EY]^'|| M.S][]_[:X_\[/\|
[^^_'RU>?)R^N/9Z\^7'ZP7UU[E]?G9_U?^?_^>_GQMYG^=?#Z.BP+[B2E%:1YV2BC6NS!#0:2]4_ST M]>KV[;1^%MRVV^.EOHV:VR_213O89S18;]"FF]7VGE"7PSG^39E_],3
M:'L5_FT]_FT2@8X&[;_O,OQAX_]2@ETB3'1*FL(KD:@D#%UH-!=H]#&:BS4 M3K)0^^Z?Y]7];M]]&57-0A>;3*VR!N]*--]K-?+"BP<2?5(2/5F-B=I))OI' M?V0WG-&'%]N61)?
8A:VR-OU*!-I]UQIYZ?.54&BNF7B](?\/K%]FPV.N1$.# MHCE4[5^,,G,7-F8^2@!,AR P?03!#$8)8S+2!RKLKG%R@&E_83H8EH\,ONV! MW.DL9WU"0&2'VA1;G?_[?/(P^?
AN[K#NLA#QBHNN8XRVJYI=V,_7K7]S>NWI M2?NB/B]Z/JZ"GC-&*OOMY*^_;]\%WGGO5\.>423M_ ?ML_/OKW]OUI5/:*N+/BRW=IIK>F Q%=[IU]]>MW@5S
MH.C**+I5#8=.6W]A_"Y")L;8E#+S*,VVMZ;K)3'?M=]]'H;I2>#YV\ M#YV\#TL;T[/)*SM$Z^^^'|^L_=V7L 0XZ MV I^#L,BB8=-#_9=DM..NA?
7]:/WOWVYL_QYT>/.EA&DO]/$.."00B]IY]# M4!RT2D2GCM#&3H[2_N!-AG?VWJP407.7YY\T@:@"LJ@06GSN1Q?]UY=_:]TQ%FEO]VTY MV=S0.:6T]X6^NWT]I';90U*/G6">
1Z1/)MWE[/?_GSU\O-OO^;W#7_/U7WS_[XV2\N]LN?0D+)ZC+[?K#_-,9_#7U65[=[?; M__2U^7]VV@U@\]GW. 2XL7F]:E8M(D,8!7V MF;O8#NR-^%G^?BJ!..:)Y49NY(,9,Z-E?
OU5("I/F)M<9?UI-Z5H(,&4>*R: MC2KU]R!$2,K^F8V928.+($4I.P9(Z.9F-='I>4(KP=BL6R;-B2%@-GP7]N), M& O;#UC)W'T"GGG >@;K*<:P!4CUQ7(M],$SV8]I8H?
O@NM?/N.J-KE]3Z'$<7(TSPL1M'?..TCT\+MI', M >]DLC2_LC 8.M%XE?0?=-C;/VUPD-!C"*MHD%#186#\1#QZ%+'!D?OE:.P.
M^6WYT>04V7"_W(1>W6YWM(WGICFML=W%*M@F;UFCU"U[U!5;Y+CKW48GK;_' MC?;OW]]>+/&K3QGH4Q>]]]2ZEMVQFB4FM#RO6]7=P*UZ@NTNIKN,"E"*\!9Z
M@5.9G94,=6AUK'YS>0N[O3B1)>6F:QY)OHLZ=1:5MO.TFWVK47_DH63]H/?[MA]08;LY/ YY9 MQ &X&-'?9^Z-QZ[8@#\YXXK=IZ_#T?O6KY/4]Q_.W4TV=2QG., V4'!KM<"P
M/7/.U0&3?6'AP(WPVWLG#!VN'VRAN!0%RDZ0ANI85A9VE^N;3QY)C;&_G)A) ML5E.S9O5-.=G]U\&[P9W9Q>;2M-NAZ+&YM)"TJ8**_-5?06;M5E>KU
M;:O76&=@Q6[=O*5*Z*YOH+?O&^CO^0:Z]<=M(%=A:)=4&"Y9- O=P4QX?XXY MTQ]^8[.+T:L@'#%W-@]!9S@/[^^^?&E M5?_5Y+S3BOI/[Y(@!F+>
_S,&P(WXH\]A('GF3/G"SMH#7EDUFOLD]9@9R)8 MX";G=+H"X5(HV=V R$5*P%E0Q)+ MFZ>LI0)L>NY@Z3O5W%'9LX2 'B$15]2C%
<)O#ZZNW'T_^NF#=S>27K:V9@;PXPFV!K:SV98]AGP?%+.?:]Q_I7=R& M8O;L<&[O**LMS6DWPEDV)]S[98-2BYAVL]'O[]+^KB],^T!W*8]]0EU\-$4M
M#>TD9WA^C=ZEO72C#RP[UW.$1LP4RZ5N9L%N:&2UU M_3X*8XO3G_<(GP=R*D=.2QWQ!XRE,+;4_^M8*R]6; Y2F]9K-Y^I5F]#;;Q^(002
M(%M(6!+&\.MOGLS4BG8D#"Y/3'=7V2!EGCQ;GN4YO]6INHZM7$I7'+S&8PMM M*JQ8&8D:5XIN*C0>SNZ?/V;"=;F>7] G22/A.;_U1V878263"TI V4ATHZ";
MEMDV"@H+>5$>/)0?CWO)VIF2EWK$ZF$R-5S"[L!R];&^[L!LK]%+[0CIC2ZB MW^:'VVPQ:"7HY$LI V$9SI.R.*N^&M.*NEFL'R]-66:S]E6]L]4BVXANW]M@ MME]SY"G6VK-
H&TH?E"R7L@@AX<:Z6II\4M[DS:9++H4_72]%=(8KTNNPA:Y MGI&A)29W77SKH=X5:56>W(!$9_VN\CZZ$N_VH0-J#O[SFXFMSOL
M%KA;7X[FWUFF)%FFBA5B].T@QSF%(\%FXDCXC1#;C&.+RW>;6L"T#7SGX:@L MG("5.2II=E.L]^|'K7]C6'E94UW2=Z+S.S,5K9?RS;-|)SI_,W:*[&?^IIB; M8N7($L?:
A6)9L0"_-4X@9ERW+'D\0(SQ48E&KSH.]&9XE0]QY:N>G*-Q^;: MZ*S3Q$3=-0DZ,M'9^C"&9Z^RUGN1,P[Z),EN_IH]H@.]/-/D9BU9GCR6:!9:.:-MO(2T*?VI$E<0HX1@-
4%ZF=@]C&&@B8!B#($VTF'/ MW_E.'U/$;94'5HD/SH6/WV9XO2LY&#ZAL.3KUQVW3QO]>'0_9VU8CM1,G@5< M1S+"!@4(ZE: H)G 2ZRD+(%;-
E<6;E0R<2NWF8$V%6_L$QC(PQJ9S"G(&)BC'!-F]4*9|\C Z& MI7HC39/&NK#;85RD#7ZMB 9]0AT,1-@B^]C^C;S]*_N5+2AFLYV[&^,)"".[M>-^,&A,]445XH'P2*3?
Y.G4+7I#/]\]3^UD]&IHU!G_GC,MJD25C;RXKW+4R M6RM6R^N.^64OD-M9Z1C+$.7GPU6R%%AM8&_]X."+[SX+ MSLA[Q@Y_)4K-ZZ<]Y6.S@G'?
XW8RD>OJ%F"]V8X:E\NXG1RF2<6RQ7MUZEZRZL=!Z<3>P\B7OLS>PL4YQW VLF$/9 M@,;%0[&LO%Z]72I2&O_BNW%$0 YAPY;%;^;L07X]F&SLI;",;R%;/!&0R7K6Z
M[;"LY=K&^BQ;P'<>CLH"Z'=ECDK:N'A3>C@HWWVF;JD4Z MPM^-B]_L%)^=(J/=WQ3S4"Q?B.0MHE@6+6X]_FJ!E__[C-;N@CW<|Y=U]?%?1T](8@WGM-$=CO!WL8(U=D2?
MY^9I3:L>5?M^K6$B M7M)2'B,A.;)M'6NFZ9JLU];7-1G&R"EL94[D_)08SH8T:/E5R1;.A]_M,T4^MWSFB_9+OI+V;HX->:O$/&9]LIY5M5BSVBB6V>@VP&\1]O/QR.#B]T6V
MC'H+TX:\ZUD$*-E*LUBK)P?1^-(GFUE+;N+;89W+MB6W4]QST7C#L0\W\H:X MV>>:Y;%ZSBV3D;_%9@HXFUB2:%X._VOPB#@_"X5_)^;S!BI/E]RGS_)XG'N#?21UX-
$P_T*O'3T M*UFF), F'OZ.;%'?_+MK&8WH55!.0E=7F9_H(GHW_=_,$$P2C!'LI?3'#_J-]_M'7H9#D^7V)M]E+EF>,(-+0(,+!'NSWA4^]3_IR_]BS_*$>=)R(R1\:0(7@"9
MVIF)H$OA)7*2U(]UTWKX[<-QI?-YG=]B25" V6>L6 &#-7FR^^-F[HUZ^A]C'&2&0Z(TT4<4O8 M!?(CF7/TR9'.'"@"8OE_>]I_?RZ'1KF5*,=&XWB^GCPHLE@^?
ZX.B^W/I4H[+T?&_C02_1LTUQWL]MA?S0\N;I-B(!(MUW_([=0=WF'+:<9 M\";U86117AQ="YKB(.(=CSQE/S[H:6K9 M#TMY32M[VN-]
[=PXKV^]R,?,;C6RRFZQY5]Q&]/Q;COD/696]A&9E=F.[6:I MWE)DDQ]99).X9K',?A$&S"8+Y#V2.%F@1K99H'*CR#6BLT"AM%O*_&RWA'CH MG?
DUN^+NI<_OY/S&:LVR[:NY52@1[16P M6O/U*1_V?G%['^-G[:W^90!7N9T22P]:N60SQYLI+Z#!@*ML=?>],?(9:$L(3(KHH[Z_UHW?]\I]AN'S^K0?
5@]CKU_:K4CX8FF!EPI>;64!8IP$O6 H4?(/&Q/8* M-A8T)MX&N-+*U]#/WL"FNOBQ-[BY%LDW$@86NF-J!N:U#>H=FK->$VX$(W+ MP:&J#43)F()17LA#M?HXOCL]-
]7/#T.%8SZ^HPT!SC;ZI6;MS?P TI3?D*6^ M/!@)-;!)P:AF_&!4#.[.-SPE/A]EH\>KQ>VM%!.U-)*#\Q-[RN"%G[V!;7?]V!6=.E^7@O7/8]V(N/2PHW;X
MCP?)&$$^#VD4I"RP5.YYT=_0%1]'2/;Y4?M?Z@?]_M+X%/E%2(@N86:P%5$6 M<*9@PL\U5989@_\0OQT(7XZK;),F5H]@X)P*&+9!#R<20@]=$)T9?'<'[WT
MW@5[.'HDCF3&M!4!0>;Q7B;ZBAN_^-Y6"]3"=,KLU12"/GG>]WU MI I/1W(^W8[+MOL;0OX;\SM:,45&@K\AY+_9*3X1<;EORGFIAB7&.'UJU)L
M9;#Q8(\U1GL8!WY&=C6R7+%6BB]T^H:03W&]GF/+M/X]CV/SQ\3]@$];+UPIK0_&/=M[]%(SZR]6=]L2H!'0YRX< MB)0R$)::Y.YOC9?;^=GB]+)1K!\S/UG)]EZ)+=>+CL%[E\
M8IM+37H!]>IVE]V"OYA>W(_OQ*)<*,*R *K>P$%=$:["(N,(AKP"76 O"PH M]^VK^G=QN]^-]6R5:]4?MSC=9N5]G:WKZ7'_N:/6Q\]"= 5Z#![-N?S<(DO0
M?;UBW==K*MV$>?-"3< M"]B8ZM@-^5Y\GYL;8%N)9?CN8; MBX&RD07]P<":ED@;S>WWGVI;:S[L@5|Y^&H+'H95N:HI'7GMZ?/#WN"Q^3<[Q6>GR CW-
]4\%,NWVV.+*)9%67* DQ]G M3];6S+).IERL5])!M;Z+S5. MA8M.HRZ^R\X1%;8]===,4':>4@;"$G*O#XAY2@KV9;= M5XI5;HVS$=;-NQ]B95$RURPV2]F$-
C,LC'KHC^L/0_:U=LA_%T9]D;Q:8ZN\ MJU8NA5&Y*U&&2=E]YT,_F_2]8&%6WKOC-),Y=5H517+58;6Q]?7%C8S.+<3>P M]851C6TOC&KD41B5[5P5I3E^')=Y9;XH;U3AT_>
(E>S9<;OF_=;S&K&2@SM1 MY_KGYVKGX0**$+[\B)5T[D7:P< ^L:,M[WW;V*' L3>P\K7DLS>P[=Y=@DMU-T]'DBK_RW7'UW2(3]8S82$?XN^/] MFYWBLU-D5/B;8AZ*18:A?
Q>*9=&;$^"DQB@1K;"9EHB6B_5&Z;OC*H]3]1Q; MNN+4-1Z;:]=5+47'U4%WH[(8@X\#,'Z7^U@.UMC.U1CV>GU6+"VDNE]/BXB7M)2_
M2$B.;'M>FBG:O2K>69]YMGN%,7(*LYD3=R[5]:<\U+B^1N+N[H1D2^;NKUOD M2[%$/K>TY>BX>2SPE^5'OK]58AXS-QE[[&ID>5*U5N3]T?U+WR+N)^*)YRM^
M;:)EU!25-N1=SB) "0U]U7)T\]10=;*9]1(FOBB6,YT#R7+Q!K+$/MS(R^)F MGVN6Q^HYMRP_^K%/EIRO[&/W!3$R]8)_F]HC-"+DT? MLO^\,H0%9/0AX8:+R.'4(/A)
5C).HBG*, !0)0-]!@EQ%] M)IF!I" 724(?UTW?2]_-:/49$V/3'T+G]_-9_S:_!KX(6P/WA]S^]&L54]__^%YVGS\E](O^ZTQ.18D0+FF!V MB'>:%CLZF,S)LS_S?3UV_,&.O7'=$M2LF'Y]
[V?[\F+_X.+V8!\MYN+V\NQD MO]5!?[GMH/^<'UQT;IG+0Z;=NCUF#L\N'V[S7VOOYY^ML3I%&AHI><88]5,= M73#UO_[M:?_]6?CS3N&GR'46A;_6L123-S[A3;:F+^,@I(_K(
'5RIU6;:UT)#/.=2_F]-[Y#O?Z)<3D2-A];.%KI;O6.8AE9/-^] MU97V4F2]_N\!_I_C.."US$!69SHST-0QHYJO9'CKG7^GD_ZP(MEL]4S]-_F? MS&%@O9]$]!>Q(6/^HGVU=[?
H/1]V%^+)V+@X]92Y K3O%\VC=0?H<$-QZ?*$_]! =[Y80VX(>B_QL]^?-RH(++-,!4#8X= MAI#FKVVF,$RU+93T&W&S>3R^GET!#2*:(I:#+^*B=
MB\33AWG'ZK(F;:ANB$.OE$HYW>!Z3WE1N)](B0MS(EF4ELVBVZ-2BT\Q?VER M(JI9.O%,Y'7O!]AS.4#]L]7KHN'<[P%I50N2K(L)>|U+M=*MW,A/C1+94
>2N($,:\2N9)*+^DGEZA'@2/,T9[!.!AV<(.D35>=ED+8)72\V;Z*YWO6R3CP:IA0X+DN7 M>!,%;P7]I8E;C++&6&0+K6V,+W=+&!X^*!W^=]WZ^'PO..SPVKZ8MUT+ZA)?
M+U,DP.B4,(#>A$_5722(9N$BDHF3G30B+SX(K+G$!%TD=; %N^+Y+^. MJ[S,M[%KUWIS]K1'O#(4=<]5&'P#'9L>6>)DOQ;7HO+H6=VI8D37A+V:2DZ M]9[0->;2&
(D:]]YTMWOA]B[.9CN%A%WRXE](^*3&1(T0IU6TWEM'G4:-"K"HDY8K/(@5"I; M_3ZN!KCBYY 1#XQ4M8XNY8O]2GF8IB$^EGHEHF>N!Z#!8$&?SAD>]64]DP[
M%ROU*/?]KZT@6Y3L9-HW6"M%!:K"A.@P2HBT]2B*B44IC2A2V#^DE+]2B^^ R//C7YHH0]W=1*3T5\L50- M&'Z0E;?HCL*9FYX'R55#;X]+E\'Z3"W5#>1*KPYT EK+-
#L>T_GYS0XA0LQKF;KQ;"F@XSZ6[;RFJB@"2>^8HF]8HC[FV^V# MF_;BK/3>79S?/*3YXL/]CE'4YWB7]5KAN_W5%"D8)8Z;>?Z/(U:-BD"O@P'[/E'H[(:L"OP\!G:IO$\R7_@;
M%Y74'.>";DTFC%__;2IHBL7TE($9T*.]4O(?>R?=A1<3 MX1/%03.,ZSW5^B.>3!)+F9C[']L=KB;B'TLZ1>N=3;Z^/-7FG42$QE]Q*"(T M=CV+_/PJ0;M2*B4-
RL#TF822Y3:!+G"Y39S\>%DIS4LW9R_Y)DO\G"8_79^' MTY3*XOL0-:4H627&]D@,6'9EMHC.FG7G?OASZ_4%=WLIY&L)877CB5DI3X HF7UD'.E2B?"M67\G(V1*N:MN
MXLT^VWU?MX9*,LL*CBC6GSB-OZ9^TT^,C+8*G86!K+>-P^VDOCDR:RBG3Y M((AX_!X4U$.W'S:)C"X:ADR@Q")&&4MZ"CIN:64_$R:K+YF"C33DXA2'9G< M0:(JQ(L?
3W#&],R 'J@*5T!OICT_]W?MZ7@V6%]_;T(7S_3FOE&)C0GJ^5 U MG2PWLP@+PSWVA@UL[AXH/LL&U6]D A& S8,_|]_1V]$^LBT]+! M+UJ*X/Z!XY-
D2):WC./@HR]/06[0'W"KP U2;0>#@4BZ$VQ1=HAO_UZZ8@?] MXT,_D]LP%E&!K@SZ/RUR#MK#1(5]HEZB"CDHIX,@Y0]A"]HE#20$,99RE MQ]>XH6YDCNP; $[,EG< X|?
%@UETQC6*E68""_9]%&7?H\CB3L6RQ484+- : MO0D\W2*E+O#/&B;3!B*TN&6C!\]]91M"/ AA*Q];&\%_?BY!M91-^,L'MO7#L"K8]]FR,)X[$K+:/.:!B,O\$SSKG1BU0:1B,S>T:R[
M, X7?.-1?ATOTD 9!>9AG$"IEI[Q*E)? [T>7,]H>QY)T 1>5!;Y!A>5&H?2.IQ~;B&A_1VD=!0]]YQ[; M:PY;?-
^)PP4[BVSW=X0BHP@%FT6]Z/>+4&S;K+I/(]#7>$6,V7>5][EWGS+[MKO8]^VZ;!"EL'MZZQ^$UG./P+BX[![=,YS)H?-KAR47KHGW2.G,,4BNL92C>
M;S/XCO@/%],Q>DH_=D&,B+R2"<1=-0@\N'R;\@]Q@+HVY!6*D=ZV;"_ZRQZO M2SK@.B/[K!CD1U-=4D1=WT)ZHTP?Y\;Q13A'R]\YY[?UD=PNVJ.#=E/>ZB]N'R\7; MK_,Z-
T&>L'-'^!)TBXY7&B"CH1B,O5C&7*TU3SXSOEH3#U6\'3!&U--O!Q0 M!!9TFNZ#KJC&E#*U]N+LHC8R:4;Y[.'M]R>"TW.=4]W87@P-U?]BFUD5.FZ--#==^8/TD_EA>_4HF-
,29/9"D+].CX.>S":.'?;-"[(?2N!%HX>6=]N2]N/GU4A2F:L1C^XR M?7&*W1>=.:O:9+?P)P2#RFA1/?PIV#7^"?L/HVHXEV=_H$U\>\<=G_F(D2#;V M94F!AX)W0QQ3T*>?
G^D]+(ZG#/T!L#,1]].4Y0331(-7ILS)Q>=UNW3&:)* MO?)/04>7*1G?"[0!VBX2D)N+%C,4%9'1)71UPW7*CN>B-PLBU(]A^X&A(M]\ MBHPT'D\5FF1DQLC]8$1D[D,1
M18+9@A^.>&!!_CZ>RH2%X?0$;3I$RY71[A&U],F.;DXY79M"V>]3V7[& ^7W M'S&[]N&[I[+3 79-<)^&+O^*_P.%C%(N<2R#/K"S:/D*R\]41"[S*7"7*CO M) W(-
HOPQ481GXS)2]2 $KW.T+&6!-;PD\,"EL,BF>4UD!&SX]\8&]_H$C8A MN/><9R;H9.&$+8%"WU 5D3 3$H;!5):QM(TEPR#LZ>!E$L/#GCG\%0N*N],J M?
2Q,!2>K_T8<0DR$>6T)2CH-_BN+0'>>;L9E?9]N ME GNI(-V&5'32;/YN]9D&U#RGUC4)N2#_C;;O)9R1/H/ M":X"%WT7_$(19)S4+]-U]65>U]&AX\X6!<:F(9<+8M/(1-
$*%:Q]L7@AL9_P M&O,.V3GX+801:)\Y(&/MX$I\/*^ V]?;3.")$!XRZ'3"\H4*P>T#WZ*]+:& M-31M7 _8'-T0('&Y6VMWF99,N]ZQ0XD<%?-O="KXB'^'TF 1;1;/!R3R/P2>
M)1:0WO?2ZG>S=7/2BKV7=3)W5^M>;],]H+MX&E%:MV\HI=N\W]7-6M=#!]_]ZA]W%D;&0%_OO[W]3,WU=O%YP=9V7]GR6GW"GX!;@23F<<[OI1]W7E=,5WF;:H&3S&
MZB)I"_/^.5!5 X+O,'FK+ZOZ%'20Y<2Q4D6ZZ.5"KRB@-ZZ,I$B1Z6'GE#Z6 MI$,,]D8\5>S92V-?7(CW/T4>E0X':9/.3@"@KZC$E=EE3@@MP)6AM7^(#9#? M#2]N,G!OX!UC4?
^T; %:!2*$#-604TTCC8Y]#6U'_PMO2$*&#KU*$?NBKL.5 M!!;*,P->PCK8DA&]L0LD]TA../9D4_HTB#SS&->0Q1\ MF2K$!F/)@!,VY2F&_"D"S2B!]RHB\Q;!R.@^]_-+0IBMT"),?8-
Y$7KH#\&S M9DLI]Y@%X.MS$7D%H@(/W&%=/]N")<$@;H5BK82]\%'L.=EGAM9@L5 M+&L(7<$O>1/]WWZI]#M%. "^D0+Z029(6^I>#\/;[87ZI;]$TNZ]*E,U1.(
MH,G:$E(MZ(S0E0-?A@DX_/XD97ET>|!;SI5)P6FU>%+ZN2[+W_1:?E>@,=S> M.T=:A7VMN^A5+@;G+T>'5Z.5@UM>: M?V]]\[Z^]"
[[]A2H3HI3,Z39NOQV+.=S59^C&),]WU!E$A?11#YD5"1F3(G,N M:21+O,N:[ZB8%L-49;&:&7$%7"L&.(/7T]&R^S2 M750GE_N&E5*[METVI MIADW3*'=+E8XN]K-
S<7LB;GPHI1]\-";BXN9*K/G[W<7)H]7_MW_I-A]_HI5:ZB[I2.7Z_;G6>]!>XT]@UAI7+5-WE,O9FZF@SK6MI4)V4WX7 M/U;O0IK,"VG]T84T]BFUD5.FZ--#==^8/TD_EA>_4HF-
_1YD1I]W5^WVWOCL M?6KW6*U2?.-BM;NSP;'XZ^5^<5BU'IZR+">NM*(MS1]2]G%5CLU82,42^Y^ MSU)4\@[@IP[08L%3#$N@NS_873S73B?
ZZ4!_[Z]BL2:#X5_AP8L0E8$&37$6 9*T5|+O!R>"^- MXD*?-X$=]X]M"6:^R._Z%'A)#425[1'%>C6@^"_Z_X]DA? 6&QT"FYRP01Y MO>#^,7KW2-(-5<.U'K
O3<*&T!ZTC,B'GDK8QR%5M^8XC N"5GU<2Q1D!"7:]:%6IY;*.VZ0T#6 M=5=>_XW9BFIA+.4S"3&0@-@S,GUEXH('?:.[:$G'H_G%2'L8KBN2A2S)4+QO M55F^|?;7-
"V)M<(UF#-N "/D%HS]63!SEX@S0QZ$?.Y:I6K(:T'4BB1L)4X ML1((*)]@LI -#(G)<.,8DR(.22BX]QE5X7BN&0H'?U=M^>1YT5H$C@^Z@?!S8?"@AM4;F'!)
(9DZUXIAQ]+RNGG& MKB48(.%7-=U9]@!+0W1^Q>B!8ZR*-61CJ.%%N^M:641WJFS*((:04C/895/B5F82;*,3I7AWWE)QN]9F5,>N2Q?K+^"I3_;X
6AE<4?.R$]?W0 MG0$D'&E \%TUK.F7/%=3R2$K 7E5<.?I]6T\D25]1#D'"IUE7M*6M]DF<(R MF4SV3%)?(*B8:54=!LO]OGAW(9:A9\I*=@DF*-SEW>+CJWG-2R
M[Z>QVV4]3K3"> _H+@Z?7O8^9MROYY?&FESX>G=1/?VH]^.)W.U;Z6U")X7 M<@&]/?@U"!"\) _<'2A,XZ+XF_@, 2B)A5),355EA N:4]\" 9-G]L^
M+AE$:4>41DC[H*L_<7@=OT5_1,^>;D@]2)TY"B^=Q"A]N&-0WUD2Q0$TF.,Y(M@YG@F];A-*>B_$8>WB7V;)%Z5T!%@U% M@94+P*B7Q&W"XB."C=%%N:L:2-F3 M98"
<$3EG[2.5>C/@&%RVY:YZRCNDO-SH4FZ+7"$S6PO*S**52T+_ M3=]36]V3X7=F=FV9V4:2S"SR4*Y'5V^UBY;^^[H^>U$Z]SP M&6=F]]W%>_FF7AZ=Z^/9NA*S[>ZB?
GK8]@Y/]_H[!^]G]W>O??2DBH;E<+8U M54%_[)-K6)R]M+IKA%"R1W47]D?Y\/+^\]>KD3%]3]X\LVMW1)>OTX5YE1]Y M,#>TD%)<3BX,8=6]M=!L5OH78/D(;.GHOIX"[P/6]=
[MGNY]?8H\(I\GW$VP?"KH"&G=WKF^38"MZD7S#;3$L&"51#)_=M0)DIERH_07 M0U$!F9,QQ*%;$*XI@?YI^G]FWVTC,7G'W*LPW.U=3A/Z^_LC*:A?)EY0 M*B+;H.@ 1(-
,=9<93V8 B:FLU8Y$GG3,DOV9)$"/T'TM;L>V*K5]> @/,G#ZR9&N/^C&/]' M57:9 UZ#;B=!)>D]28<'FOT^:!\%41G!20FNKB7>WK)@AN0G$UG"\65#4Z$= M'G8GXX
BE(5.T"HU:[&T]<>^;00'.LU<@F3%;64K96X&B"7TD3X>QNBDLTH2 M._%Z6!R[(QU4@BJ2@#;)WN$86P$Q&PX]XBL7]R@BIPN(^<;?Z :+%(+%=0ZM
MC#1LP=2]UI$U+15YHO35L_#]*?X_+T-!"U$I=A3=J49]I0K]*N "1$@81Q10C] M,FJ32(@8).D"T1$=^L&+GN6AO_'#(61+B"QA(I"!I- TC3E[K I$\1*E97]H
MQRRRU!:9D1ZHV,V'1<0V0^'/9.ZOF,?)510(@!';_MO(^901A^IFH8T\<&_$$TI. X0Z4<0].23B S_,M;"C(T)1M%DWT 6 %S =Z MX?%.O58N.MYIQ>4I)Q 49V:B EK1NVAZ/@1B"
[D>DFS0N@UY/IZ,U/I<@V.P M?\5T3LYF:WVE PA.!.\9@IBM M#TGO=LW:2W,#;=6Q?&OUY]ASZ79US8!73T%NH4!M#O%/]X/(%N@7%L^-AR?I

```
M^.2XWAM$@FC[[2@,JIR^LAMKZ?2SSM6Y;7(E+KAVR<+6+BW-5R^B)\$_2_C: M!6K>D!-I%9,C_W,JT6LCU%D_I_. QH48@;65H8$]*L!(P:R/_BYB94#8E* % M&9*=5>2%=W)-
'2.G5D%:WJZ&+EB_P_X8D0ERZ\,* ?QLF2Z(0G>0ZDI7_?A8 MDD5$3(469B/_E2'1@AU!&B*/$)=/4D'7U#DO&W.TQ#F--2"]4#97);ZB!+$ MZ]?-
_3A$;8/LV,89UHY=S87O3T,%XSGABE4,Q(2;)73V[6T M&CUHE0^>56NI&-\N>KH\G%8F30#8LCEL,=F.1")GZ$]&+$.+S+F#E@!W]2>I M8X6[,.Y(L*-
%9H&=@V!37!]F53][_2#=<*B-:1)##2T<$@WC.,0\7+SA;NXG MP%[+:PLR+9K^EN6TLHROTXC8<#B4"2%H:/Z:'H.+?4F#%;3^B *-+II3#QT>
M7UQ'9;=P(XYI6;!UZ"2P.>8%T;DN+#FNZ7,DKH%%Y$1<%5M#ZH&2VGL ?7$T M-&G6F\SE._95 !&@IHT9B-3-D-#-&%UHD3?)*Z(ZU4T]%Z8ID-N&'"R()#EI MD\!]*P1H"%"U?
56%$ETIC()3WC(<)CIK09U9U/,OI;VZ-D-.OKYQ^S\2>1*DW$SGZ-G M\SSZ<@;7/+82=S$N R6806<53)S#3;F1RP
MM)ZN)\MIHY;"Y4HD<"FM'H@@BUMP)AWB:\>#="+"6=J1VP 1F=[5&N>-T]/: M$YN#B'"6=N1R$9&X U5#1*16]B77CM6T1\]NT-'76AUM=G#[]NLC#\/(6=HQ
MGZ./.^(UY.B;$47G=M-6QW04WN>-'PXO]XPZW@67:]: R;437 MO5]5XUD5I&-G8>YWF7;.9=K->&7:I>Y"?*G>#SJOX>O+07YEVHWN8O_AP:B- MY+FHO&9HYJR5O/ M<]'?
ZRZ.GPYK1GUV,1WEA]C5^\D%%'*TD1CTIN+@ M\*C2UU^0Z*&U%NY-*'*KO)@YL?O<\":"<= ]"T+.A\3=RAQ<8?:)M F893D ]D<>73C%LS4.A-QU88RF5)$ M5D%$VX>5Z.:Y_?
W]E*(2:K!6#>G;5#5(][ /&%L*R0::*"ZD,E&")V"QG(+ M!G6QF"5C5WJC"%6V"$6R#XX.TH+:TT7M'7M:E+O,S)TOF:RH25_5--6]:<)7 M'Q,SAS=XL^%W;
(LTCK%D167R;Q+=WBA]2@C.601WDGJ]+!.;#]XC8\IL6$)+ MQ_5$W<;= S,UPY7%A-(88]DO(:4(M1,8(&**Z[*() 2?8N%W/9Y60,K/G1XS M*\3-
@@1OCSVDZDP59&MRGEC./]]I9$Z6"?IAQPMIQMUA"(2I&=^48 (5,B@[ M$(,L*'B()GZ)H=-X+MQ8P\4'>H&SM?C<7M+LS2@(7! +/@9_MZ.#@4%W$-O5"?(WT:?^ MW!<-
#-2UX_B(\Y10B['Y*;V@]ZQ[ NOSWW9[8?O5;]+ MR>.QLI@^W+X_#'_]O.V/1&%*@-_\&=.U9BW^E_2(VV_\!WXO M9@L6 \&,0@K.CHI]X=#23(2%P4-
DX<=/QUQM[QJ7/OT/0U66]09VXEZYM2 D ML" #__O!Q0ZY^;S.+QRU;!]]Z\YSD7XKRF\F_#6^->#UQOW?%;YAF.$ )K^U MG2B)UM4B]YUS, L2+K MOK2=Y!/L).,?
XV6XME2F6]H&L;ISN/YDEXZMN;?%_>704C$LL%]YCS;L_5GF M&D7ZSU*V+OM)?)N_-U M?R]F*Q:S"E\^D+(S[PZHUUDI_;&<;@D0W[;G2A:0
M=BG_D4#\8X]\Z2/[+/;'S_\LI5^:#<[9]H+6W5($^(\#O,XG:HY;8?#]P]\5 MQOK"WAP+=!M )4E6/^)59IK_@N/VKA>'VI#]P>!RZO_]Z*@&+\?6?"89O'2@
MK!71*Q.7#*'],_1IW;"=>NZ8<>L#=CBK0(#S%@A4BUQSN3P@@ -9?P[TXYW0 M!.)&<')] SG9]U'6'X_-\ PVL9[G6I\BQAA_A#4%9/;ZO& 78N.F+'QM";$^
M%$(.CQ35O]7H\Z1(\.^,W#1!*IN"M/_^_/KQ.BE=O95_8T$]^PI2PRU("U%3 M!?3MM_192Q)E2=/W:YLX&'9U=_,[FB/.3HEII&Z0HG M!4!2G
M3(9#8PZ)BOB4W8.DXPHO_AI#T KB"FTC*P=R<5,?]5GUB MX.'>N T=]SM3O@ M7I9MY^V?9.":+ZJGP^F[<*_$CD5&\^UOLYVK;8>-V%[69;=7):U_."WZ[K6
M]G)RA1U\*9;U]VS7=#],Q;*F0VNU!;B+U'^/2M2.7\470->@4RH6S(DK $1! M\$2AEIA"15A(!U[1@WEJ'HB*H&0RK]9+ :.@6>5M>S=69/@_I% MYM;01-
$H,@\PA5)'SRLRY]RN\_W15!<-&&U$.L?QB#:=\3;H.CM56IK(7PYN M1%X"P"]/5W1V-+9GT@2T]=O H!:-@P9=ZZOF!(+V_]F.R.>]FUS!F=AZKFYBF/
M<5O^KNO3IIE[VFNS']SQV<"(Q)T+VDB0*8(67.L4Q5].1P;C@D^<7!SZ=MD" M77_\Y,IL8(NM_C:%'HR2,.E(M [#]SO[*.OL%U!H#Q11O+;_1SN>%R4 MI.MS]O#IN?
XCGI(M]Y2;Z8_?>=Q .-RD+/!SP*87%0](+)7Q^I'QQ\_6=(@T M1X$6+5>6,8PQ)[BAGT>TQIIB1&,$)A@08%@,07"H+:3NV@Y>]HEIC8%*?P&( M*>N'5"I"%3Y!]RQ$O$()?
HLUK91^'B-B8<[#P^9M.%F"EEIU;Q%C5/&*8]]7 M 4_VH]N#-=D@%Z0GZ]9MME95RL]6*M.<2&8+%]X#QSNB8!9DA2;N(D:_(//:
M\)PR%=$)3I@A@T8+/5[&,SSU$@VQYN$><9D;":=] !HLW2ZFP7M;2.R.AP6 M0AQS4^Z#P"2S5VG3T@3T*IA-*GZ6 \,/P\!2\.QW,.XM!B!GP"@X'@;+^&R' M:D4-
MU]#E@"OW!6N5S1 M8T+]I@;]-Q82T!K4IB3,&N]>>G_:KT895<|.8B+]K&)5,P M8:N^P!6F*BWL MAZ-.6,C_AD&[@?3XY12!;.$C>T'-S@WCS%#8D%#)8_3RQ__D]&2;"* /=|
M#-NQ-U_&7CFSU,XAU3HFC]T4TG$,9^G13+GF.N3CC+G[K27NTA7/Q"K**;$G),-0/=U2BB M^UF0[G+#WA3-2X$%Q ,<]T66"= >["9WL 0<@3U>[B;C0_
M'4Q:\_EY+Q>TA*C5)<"ON2E/R\>E\=Z!MME+W>\N^I7Z'CL:"Y45@[L)%C] M*O [#3?]SC?(SGI =KA2-,A.ME Z&0#FK <6I]%=7-8?I%_W C<]KF^$Q']. M5-.&$ >C4S QC?NJ-
E'Q6+&1R L0S3)$.JB $G/;21[Z]XJX1"6C(0,$!8\ MD4T\X(!$2\DESB=VM97B (T*_,FW26 -FWRT8*0HX>9O1]8*[LB:%2?%25'H MU0)(=N*&V[CY]K >V@Z/)R]A!"08R2$)
(@W8XP$;2"-.QQ."]=[NWNWC0C#Y%@C0'*T1/9M/!]T".3)K_!>B*S(@'S2B]Q203Z?!8]$C6)9I3<0/9A]]%#WF M=HHHQG"E4]O(7)WO(:XNU8H> ]1B2FR]6H9C V
9]%+@*_0N!5!G9/PVG/BF M;X$COSUH.P8=3^;($.J9PRMM>IS5SA3XS0;#TVFT("=!$^V9NC VP5T>8(^N MX2>20860O,X!A/V;D=LLO+ @V8BR+%CC?
=PC/%V)##WHF)CP8^I#9P",8Q6P M2"NFC%M*S9]'[52ODDY%%&8H/'("8W-D2UF[$BU.:X&^CKQ!6!F(MP7]5B0; M5]B+Z&W*+Q8GA2744_D2N#$1S$4/AH=)_6>.2L8:&+?
Z=$[9/@_OAQ(Z^ M=>QVCVSV%O9Z8F_UA@1NO!9>[X!;XH_XX]RP>B^T(; \Y+E.W)T]%_WI;<)< MW[^5"XVD/= M!A?U1YY8>G]"-QYB@'861]O8N]?A_G%?
4@_BOC!V^\>/T+6EA*WHN6-#>8*]_MN))&5@T37FIN]R0.N0/>9'O(Y01O6Q^U.#<8C(,W+7YWCGHAF"&D8*[5T["7
MV97VN@O#&,_OC^^/]]MVU#=^5]/_/<#_<^]9'I4GL9!=$@M#++"+I$_-]DTK MM8+-0B$T:HT_?OR\@56 *B8^NP[*UF?A5CM;DN+R']VF+CO+]1U/^H_[(?Z= M7VX3B)=
[,;C3">Y>0#WYX]'>NWCH'VCS&\]$]_%[>;:A(!ZP[(&J:)!?GV43\ M]]]@GB7>Z8Y\O8Q13Q MEQTM*2$RW0Z4:?,,YT%]7K]NGY:O/2.QI8\>[:02)A7%. S^Z5Q%7]SN@;%
MGI0)5SK-X%HNG]-TZ.;FZ_W;Q]/QZ>&LL?EGZ:^&ZUFHX6K\L_17NF6'TH6= M=$1MW%*$?1]YN>$-M^Z]:G!SF6U4KZ_DS'0O/C=X,0X:F:]FX-W?RCBN,G[ M0)$0,43/@)2[-
Q$"<;KL-T@52OZTC%!%:E*B10AAC6RV^)L%E2(83TZ%HG)O ME>=#;>^IU@Q-(WI%VB"'.[K8_UN8:A =Q?C#\N'^^EUF/@0,)8)^;S MRMA6O58]1UMU9T'
3MEA!]Z@,3C$L,>+A.9P7,$UMXF.RRFCC;-;69X/'@T] M<')HI]?E9]=KI;C%]!%'5MFM!Y;3_Q$MT4&=T5]LR$QG)&HB,X-_Q=<';54W M^T($U;
<-8'%Y,A7NZLW)\V"4GIX=KPZ>@_;5)9M!6*=&?)-=2@;B57(K*A! M'&-G" O.$F5(/ZI3+2+=*"FXT@TG4NQ,HUG_;*8P25M'Q+#EW<*E)U69W4(P
M%X3V!@6R@=\4Y(5D"'<7B\?FK-[D >6A@I>""#6G:.\^W#82@?F/,XAP6 MM\M<>HFL!U Y.,3]H;*W%FQO*+U=EZ\;G=E#+SM)6\X/N^@<%T,T/9W11:60
MGDC>]/YRE!TKLF&L&/?V&3;,N!G6$F;IC:71PX5EM8$O?F2^ MT-IF$&^S%, MYM_E3DG^)WY>OI1_?'3 MN3]]HABRRC5-Q/TLQ0_2_9/.75.&&#SA*VXSH$=-^GG.SXFL6S0
$A0P#Y3_M ?@,^_1;\X7/< #\.&$@[$+X/^'C]H#@*_,3+?,3KGG!N(:YHTD&H&9,%4$O MG%TYYPN37SF_4H27ZE->P3 7! K(!:T%[\'-H+HHRP2H@[[_I6Y[B(SG1#D
MBZ4"7AB4"(,Y)0*2@73H6$4>N:'QBDX4K [?A]=Y[5#)]0-&/%*D)[H^%04K MG$*,=96M.=HL;F$ (4Y\6L?2L=_E;C1&YP-/L#YH@1\|'=:.]]17X2]RY<:Y MK] 0674'K9!V"?N_T]-
%X\+!2.C(5?6_)=:@%'!D>!G8E:OAGN9_?T=ZO^MU4K,VFE23GYUID9H>9 M)K[F\4VNS .RSB;@<2RH,OIN2$#, B;F4V'+?$B8]D%12;$2=TG@[$1'G,_(!Y M15>7C04#
(".ND*'SCE3-(X(H%%?)T7]#SLW9>R6\$R5$[C1%&ET&LX/I-( MFKMX"BS%+"L]EZ$3!P/B6#/2>"P*$M]3+G.A,I9F*]BT&(X%H8NGP/3FKO"ANU,^ T- M?
X3U1SAT7M'0PZ=]8@ADT4"_L&]]NM?=LE]]8G_KC'S+LB>ZTPTK8*O61(& M+<\TEH"#H?1' 2ZZB+PBG.V8\1KRE=!2"=|>+L@AL]1D+,Q;EEU7?0$]D[%O!.CS\6-
V88=OIP*TS6I0_/7ONOQ.-J]0-86DS6X8]D9',2P=>52_$GQ M*#!?+!$ >O5$EFPPZ,ZEDX?+^:M$?<9BB8))D&(X9,<< M(+Q4>>R'>49>UCG<(N6O[^66T_?
1T^NQ+!ER_U.TQWXH@ZP: [68HU0O5N]5 MW+3'9O@86? #_VOX<*./1@)7_WSM$.M/H$]\8 M1>:X_5!T:2T'FEVE5&PT:TQ2=]_M-NCF"M2[A^N&(AIVR)^NQKP$8[PGM]MO
M[9?<2CP!Y;"VAF2)@CI;HHF"'+QXZ?A]PH]O,_EMF%NF (E)*:U?GT%E9;E8 MJ]3"D@7% C^ 6YL MR]\W_3P((]\$_=\,! U9UFE>Q"#I* C 5.,WK*#KW4B M+H#
LH9Q3*!]UB?]X.66MMV]=:$J?3I"S)B;=,=UA\)XJ0:ZSCDYQ,$.R^#2
MY(%M"Y'(JS@Q]P]#6H<7$X"ZSLQ+D_@^WT@ZN4C).;VLLZSCQL,9X33U]6NG3BI=URK!/W"K]Y@AG7K&U( M_8XWK
6W!IPP3!+CHCB3XCN.2T#"L&6#+:):T)RKB0,( C.I,$35])$T(RB.%4;1AT,P%>U;D#GQ3 M!P5 X6P4-.I]X$T2W$N,TLECW(CE=6$$RHB%$=5@U1+!,^CW*/B5]=J"U\.! MV3D]
<0Z?VF5:?4ASH^T VGU4N-LU5=NVX6V"$$C\ M)!!G+G"A)':/]PE3MF20?+A10*&])O9%Z5VT"BI,16#]0HXQ[@'L-
BD../R=N"5PY%,K7%_@@MVV^A)0G.4,+F)X+,0@56[X42!UEWU#15LOX(;/K9\C^Z_TLS71D :#W&]PY8/Y MF2)M4W%Z@%CYB@0MVQ%H%R2D[@T[&(#]-V!4?/LG-
7(86=N^2L"5WPI;_1V> MKP-30*2 :#,B">0$$97PKW1;FW"E"MNDC4>5TH/ZFBH[:-/\4]F2Z:"%N0646S4!;+E S2+'!0]A<'#!BE7C=B+9 M+P#/)@[ YW/X[,WI8E#]]%0Y40=
=/@\W2FOFGUUA, C:Y"F>X,RNML.@1 MEU4?281R6#7KYA1Z>A1T6Y<:AH4\H,_XF7]4]>_U=GM8)KF>:/WV)IW)I>1 MOF0]*]R+]D]L:*DT=FO!W9E+5MKOBM[6]M^E
MS]5(>Z&\LV]N=TT:B?N2&FF):HE^Q=,IKB*+)X),U4CA7Q8(; 7,K.60'I7RNPV]YE'M!M>(;;&)C_CQ]/_D&/W"TR M9V=M9R/P-S++C%(*29S2QL1+RE
M")3$0NS_BULUF(*$QYZ1]4)P>&3E'=1AY&/./\&#W'72%@FPVQU MRZ*GK>&8QS/&*3!3OZTM?!PS$47795'7)N]2R21/?)76]RW/BARQ= M#!O/DQ$K?QR6
L/8V)OQ$"H;16+^/G*;IE$*W8Q'+666FV*+Y6;BNR2IA %3 M,]$6[/HVMB/LM#RT-H*EDV#,:|*KMKA:V*$;]PL'U\MJ-C[=\F M\_]\LXUAV%_5QL'}>^OT]2RP8!VK\0C*;;Y:K\3-
=865OG/H,NM3]6]ZFKJG M@S4 VR;,]W$S-4S.TG5:CVFY5=:]Q:V\"U376P[.%!=2'VFP5:+ ME@LF_=P7<5H="0UQ@(]%84@3^M3[<@9XX#'H 2[?#,^N-2>G"]C]%%PK]5\H
MKO"R:P%]]ᐟ0)L.[L8].(> EM$]^?*[HA'BX?)R0 I"#W:7ER^I!F=KWE+% M/!)R0U3:O"Q?XG'GYZ] ?M"1^LNU3ZA;]P7R7]/Z.]:> +K;ZA5C@^-^GN+
M4T:WD4!IN9%]"U12W#QJF$[]^@-PVP46%NI6E.HQ"R_5H8(GFI.1VKX=-R"? MSK'"9LB9EQDH_,0B3>I\"Q.J@I#N^(TNU!@E1A$C:]7(1[:X4]IF03372N74 M=9>*N'+
<],:BD:M&<7$H]\>]>/GRZ[V6;[%5S0*11G\]V\61_GNCO_9?M4=) M9-7C7*X6F[4DE5C 7*%U5-O++G>.+)B;88:<.K\;[/%7^\(&,DS0NCTLDU4V
M/#RRZDHE')C>PW&)Y^5\R1$X-IC-^L9-BU7DI[N:F'D=8/;\E&4>G&OL^ERA M_,L$)YJX,YBZ E]7A.?!P]O++-##3I-, M3LD]
5:L]AHI"K22:9Q@G#"MT3C'/+.;+]TU7[7U+V/1)@N>2]? M> R49<(8]! ;S$2XXPN'(GRT4)RH>27CJ/DV,!9_+UP>=3YN#]X&:XU^Y\IT MJS:#.IFNM%LJ-
:,CV\7$:':AU?)1!I+=,@,94 <I?K^H3\>SV_%S>"@[/Y,8 MH\]YDE5VD2UQQ48E.!B]:F55]6OIKP">Z5=FOHI<2G]1K#:4E&T(9^>[2OO!Y?7@471:U%/H27/U:SP.+_5 M4Q8\(]P-
CQ?2]$*8KK?@,V.FRA+',ZYZ"]VC]XW-YUA&#Y!]%CC/T]N+T/A\ M>'ZK%&%X,?/]Y<5(&YV]'!X&]G;.^C!^]7(UJR!\O5AOK ^>DG^ LHQ7*#468W
MEXV#QV%+C(1:_"S=F(#!L@0KK31VV1B(ZS%KX?T4EG\I?"5]*7R>F:&%.-_; MDP[.U,%A).)"^DKX1/D^\6&5+&UX(]TG'AXQ_*N^/G@X^;MI"4UY]
M>HQSODV\^37[W45GO]R[NC_3R9ZR@U5V<\A=:]]\8'5X/5E_!"I.GF]7O MR5.?,GF]O.V3I\2;#^6.>[@>/O77-7F]WEWPYU>+O47Y\]Z<@=P$2^YZBXE<
M@W=L0VP6$T%A$=Q9W/-Y0B8#*V&3I[R].NZ7+T&7%D)&!_O,GLIJX!0R%,5: ML^]_\HRL/ C=5\!-, C0%?\EB#(%+ZCKRIBN 6NEF*F^N*Z%M>.Z,KZXKH6U MX]HNW: DI1
3U[7]%AOE4M!S8B%SNH]!)VS8"-0AGYG=81.O.Y B,Y"^-OM M3><)TUE( M,9P+A9P'06?&$Z8U H4]#.P@]G?E6N_:0GS=$^U,$<,14[6]@ M,4/K%+;D 69FKO@II[E#
+CSTM6%$%V]7@SN0]"N7B,&=R%05P=B9,$]Z_ G MAZW;/4>S7Z51><27Q/DG%@E7A )+@9W/M70,]S:3]DK%;K M']):(A@T=_LA+!IT Q4;O:].L]C &M'3=ID3+ 502H#^46
8,H@/3) %24*2 M&W!=+$ $5E-E0AL"]Y!GY(FDN&OR"@:,K7E3F*A/RLP-$:6:*ASH,I(.G72 M7@D_[V-9YI'5F>+N0P913,!"";WWM(W)-.F\7( E:U/2/H6+(L@WZ21:Y"&+
M$B:.8/5:(GUHDQY]QNRO L; -3Q,> M,IM_7$<2Q4/>W:)CPG2B.R_&>%K!5IS.L3V$#[ Q\:I?3(#?IC;-[;^W,_[D-A[H\A<#VZ]EA>6=+=@^5BQ$A>PR">=,<,NL7XO; MF=96E7?
DF]*%P]0]!2<$D-*WN=>9 :];>4DWKSL?@M^V-[]3).2G]8MZ7Y.F MP=G)*TT<^!9/2_RU='5XV^E,5FM5C-Q?4 ;S;F4PW6P9NFX/JV55/L95B]7D MA1*8OZA5\C0^.R_O?
FU%8>GNM=NF;8]R.(R6 ]Y@I,WB93G!_<='6_@VIAZL MP_*QVV;Y*L/&V_MAZZI^%&_6=]Z6CUVSY+)2YQV?17,7PQ*X3*W46S=S^Y'O0^!GIO
MU2Q_JM7%+4BH=1=WABCO_VH\&0-QTY/)N/ M1I/Q%70Y;X"66',8G$1BL2>$94N?CM'CD##H!;^+P'I(8]#TQ^) MPA2]BV_MT*A.@O$7]B%Z]]([: %[,OID;"5D,EFC478ZBFG?
VUT8W%N?K_&] M8/R@IS3';_B;V9=T@.B;(L+O,.]G_O\TO<#\N2\:O"3KZ/?F&YQ'^5<*SH^G M77^ D(;H4Z(0?E!1!HWC\K(;>ZWNXNAL)%U\Z/?:>^_'3Y. 07D_Z]^9*L^I
MS,QWP$KA0__]P5G]CE"#F3T(]&DRBIB?H]QF]5!VLK1&YR'NS';*#Q/1N8U MZMMA6XHRW3ZO\S-K%]CNX=^>]M^?<'AF8G\;EOY 6FR%';+Z%CHS9&C(7]QV M%KP,W--"?
GY%4BU<\Q^\TV3'[Q?WT8:]/\M..'=_\!'E6*+BG'U@,: MHM@RS&2G#^FZ-N6V?O6L@L/U$E>L4Q/%F?MQ?1 5R2,6_B#M#$)%N94[,< M1745U?U 0O:6DT,B::&NA8\]$:%-
*T%=RK1%&?.RD ,]WU?& MU]KH=&\[^]%&@)#A6I/5M86Y2[%9DOS]DP%!W'*Y;%6;/PEXHLLB,5FK+\6HO MUT4=:T8L40IBB3 AM@#61)"F*8^*HO$Y:*OX\,&2Y+/+7]
MKL^8MV3\EH]7^M.D8M:*KK',U=:K*#3@]6$5>*0?N'5QTKCMGKNSY9K3,O59U M;1R-]V<,_G3O+$,>S H/]UHI%5G6#UDTB@7_RM\ 6M2+K_RYY>Z^OVY61P
MH'=>0OAE;0HO$4FRX[=&EB/O:WXS!]>G\SSN7&B$YN!C(FFV"HP;S?$^.RJ0 ML9I30!=I8MGD]3UOYMK;^/5Z<*?Z2@->QY+N3++]))+@V'6&G.ZYQ"Q$315X M?
13"Y#I;^?]^[/AH5QOX9_^)9'8??H]_^?Y$9FP',N/GNJA/;T<'>UID.Y.0EE:3RL'[JEJH/O8@H[ &AK3?,E9 H^45FD\C0JA=! M,_)0;E;^<4:T5^3+;>E-14[,ZA?+K:\4R\V+;\6GQ?
]D4^=M;^IS&TP9RUT# MAV<8WTW"[ZM>.IV&H\SNU]W^OG:GXW30<5N&+]R#A,ROS/"O)O%*BR7HK)>SB M JCNM"N4;TBY8UO5#7VI0-
E5+V$7W#1<@_]6?')W<7DC/)Q>5QN]O>:]I3MH MF3UTK2QXR@_*M>]B=L8?W;]<-*:WC1\_L4;8Z>%]8N>:K;*#7E8=LWA%YMEG M]E1?OL--OS>B;B > @V%-
\G<(:'+H05XE*OD(;W0A_@#\,O7&V_I*O5 1XU M=(;+*Y(&7>L94(VL(#*)XXFLSD51WV5@*[A(:R@]2,7+\AR:W5]@OAWZ,'HL ME"G#D'=ST!WNA$5(+3;^ 9V$NACP>
MK5!5=LP?,F-L.*QNVSV5UP ;D=G'_A@\KR]<%@F>H@RQ7]3D MT(24OK=P7B*<<\0SRMG]MLAB4-"QHBF=F+HFL&U/M#.[,VX35C#]6>]MK^ M
Y."IAM2/GL__"6>S&39!F6-M@H^UCM\;:1$W_-ZEU'?T<7^W\)4@U$9'MM2 M7]K"R_\D/.\9*>]5L93.P@,)VZV\L9D!&1C=IF]">)GRNQ%.KG=X;2AG5LH
M'Z2YG328]XIHSR^*@C_;+9CTPL]#7"Q-)-QP#I N^<"P M>**6X%S!1]8 ( 6,+%ZQ+X61ZP"[(]:^- 46L4^8 *'@X&I,*2]0'0$^E ! M:RQ=,D1+ATTP(WUV]\4:WWNL,
(3+&LV"@)US&,>XR' <")("*8*G"#Z"SXK M?.)@CC#-3:;"TR= 1&PECSM=.#P]1_<50W@AR_A):8%(Z85*ADN#_"-VI(?I M=S<7_5V?RA8 P]@QP[@('S"">4\:CT5!0N^3
2<']MD)]\"*"MZ'X7=/%<3M M2%/\]3CP3HV8ZY P19 MI5A\S[]8/(O5=!=C^>9$78S*E5$SNH:] ;7CQ]T%"L"N+RQKI>3FQNXTN 0J]@TSU)6Z3UB]4NG7" M=C$+?=/=YA8U=']
[;(N#C]>&%2"^L#QMRZ72?$,/N=6O?,Q?&MV4 M3%A>$U_VZ]6LP.3]K.^THD_]4#C\!':/-FVYRL,5=S>;M8Y]M^_R:]:M:XE. M0FN6]6QE.2>SO%N/=BL_I1_C'GL-
&0MP>2T"3)9NV2N]0CD?$>4/#NX:L[=' MXSZ!Q2)K3-'OD;^DN;HH5D,V3D,ZW1]A$.URV+W64_LSTP2:O,H:H-1,G8M&;9 M-2@ :^=KLW"#9_E".6O5)*6>P,?19ZUREH>'3K.
2E7.4X54C)79A=QS C9B] M$7]MD&!E4I85]\BGB):?:5;OGA]G^^S5*3KT?*Y\F0CF)\MEK$/*3V3950,L M3K/;J.Q6ER>!;VM+TW*F(0^5B>/0^3)-)7&/? MU.=F%U=1
ED!E\>.LFYO-]::,_4QTI%YBE[C]*56]FK3\XM:SNG(KR6EZ5*4 MJPCP]A&HQ*'M@].KMX.S MZ$D4F6XKYDBF-(]HNMP5@Y31#.EQ7522N!**Z].#<+%]P4]H8H_RRF $2B;1
ML3C\%C05)26_G2BO=ZW]SDR01IO!;^SJ_)9575REV."6ZW(8RG+ <06L>RC; MD:X@7^7.A"KWN%Q'M'GH\)U,CRA!G"ASOM2O'I]//DK/U\/&>ODR7=PE&\;- M$@RQ4M]E_3
P..]^=I=.T!"*>G=1N9V<(SD]=Z;L1@RA"%]K]7G4 MH]3SN^F6XX+VAQQ(HQEZ(&:S<*SI]#A.1.ZKR"<$< +I793GNTR08#*)!+.: M3# S#D0?M&;-AU]G_E=?
R%8P5T^@EN.&7D/XH!G.!]Z"R283S(RO;)W7T>RL MVIH=B]5L!7/UFU4Y]ER#D_!6,$XDADK+AL@F+!]7> (_'&KBT)TC*]@# GT" M !6\P= <4;)(B4U??\6UGHR=NXRRHQ]\
[(BUDG8AZDTYI1SFO?D< M%6_&(H;(Q"%#P<8WWQ[]PD0VRE -X) "1"*84#GM%& M1PQ'5602H"HN+\-"*2PDAU?TA57TO",.O[(;*;$0CI2XMWE(B29P'MXYX>Y5 M4!*KG1)
]K#6?1*&W&DIB\+I604BLEQOY(B16PA 2 ]#9@$4]@)N^W)->P4F M<<^%]I@/(-^RV$A1&YIQT;YO]8DYLU'0&N+RT_+6(43',@+UR]3,=@0A G8H2ZW@=ZW$*5XF]VD09
MN20:=D#&H$SA*Q9D9W(,S((#].Y%FN9>DY%2AMPU37I--5%XM#A,_!3 V]DR MH@PAQ Y =X(M^N(]D!#00002;CP+]U @PEU*!3(A)S34Y%D_37G0$$""60 M:E!4&G#
<5*>@K1C=E; B7)!Q(+!@X8O.(=D!'B0,,MGI]_@7]=[NWZ.&:R.M( MO)!5[],;N2&AW0 C(N["::)>Z-$;^AF8R"V$&I]$Y8&EBN@QE:).MVL9'IRA:L
M+SHA3=]5]$5)!CA%'C'LF.O;T]/@4=49^A22,<#NM)^QR[1TEQ @3D7K'$O6 M:PL>]D3$)*K&DA_W_AR+L@CM.AR?M>IX81A6=":P:(U5 >U7?)8%^'3MJ&$GR
ML'6[Q[1NVTQ'G2#=6F<;10LH6_KIU&"$S?'NR_]01\F-SRZ96-J$^(($+T0" M3\X]B+8%PH(@W.9]PDDZ1013..$E 6!Y1]93B2ZAEQF9?E;%C*F8/MZ$GP/; MN[_W)6\HT1I"0
0$14I 7^$GNLO77:]M RN2)"3VF]%U1816-_$W *JUSBW- MI8@"1W7X5'IFZ*R-!.BLT0OH+N3)K^F ]QURY9>5 5G)]S80DS6XR]P+UEKI
M+AX6]T^#QK7*R#9<8*UNEMP2U-9/A'^-#7:QT>"]7Q07UARJA/*UFH ML(P#$';3]]DR\UED]2>*@4RU+O7)7R%[?]O::M57Z3 /=).Y02Y93X#WS:Z
MB"1^!:]C#ETF.+;!P8C%_5%/.EQHOQ3.GH9)5^&>S=>+!-/T$BS?3K4@4L5" MQ@PDB,=]+PFZ-E$V'[Z*NU4;A.6&Z>R%[?RPW&ET7K]!7'JDOG*D76S(UE.+-U< M[P#S7-
DZ;CSB,P%H@]]MGG:N1@>XX03?=9"^9\)WY]!2=L3IK,?E):NOPD>\U M[HWG#WE)4LW$RRI6)?%6\Y&P"OOEC$:BFL M*S#O^U.AM"H 5BM![A.<9,0S#,986
Y7FAW^#MZ=DCE(3]B6BUI9?FZT7LO M^WBFF-*;B$0>3*V M<_)((%RKHV1D\]',,VG%#:XK60E:'I8SEBXDN[B%] B)ZHU M2:NC,]PU\4%Y_(8G7ZDV)2\]QN3UM'A^U7YZF-
Q%BLE2;LIURD]A>):TT95FO MPA6Y.KM;CRY7V5ZARF0V\]?)Q6R6C%,C_I#M1.(6SHTXK"] A>V.'O)TTF16=$K4M N.F8*B8$B/>M,-9PL%Y82#BQIE60M%?XS <_Y@/
MUD^XE60KO,4LC:-C\Z:W>.(T@RO+[F1O8ASOY#3R_M)='I11]W+_]XW7X+FX?K]W)R5-$?ZZ.SRVHCI]?:C7@_]WC-V(N0,A2 MSU_4^TGCIO^D"AN]U!)R<>=!
(S,_T]SF35<2;5=8\S M,VKOL_LV]^<_SF0]OTSVYHP=IS9BOO"NQ' 2]*A \PL#"H%=.9HO\!M_F]/-+6Q\P'_M<*1.=?03/2^XI7H(W)+EBA&,VH#H#R)3'_]E:0F,Z:"[]+G*,/]U
```

M):#!)Z6TA<84PN6_"R[3A@$\F]QZ[A#,FL5QV9FN7_"7.-G-<+K_$||:N M= F$:V-7NG4T70OL6]7DBUUS(^HBK_5'%%G[7935"60R:(,WN[_:^_+F]/6DK[_UZ=096;>LM\0C"36
M>^^D"F^Q$SMVP,[VU%,I 0+D"(EH >-/_W2?<[2!) LC%MN:J9LX!NELW;]> M3B]-O7?L+Y9945ZCHM,_3;'?_ZY-_9R6FT3389WUI);QT_C8"N<,B;0!]TG7 M2.+C0?
2[4Q7M\3X(C.B2??(94ESWB]T4];/Q*NPJQ27V(AR28I+&]291'$5 MX1E17)K+.8_BXB_G,J2XUF3<;'0/S^J"NJL4E]AY:4F*2]LN*XGBA/(SHKC' M PA#&!?
7F2U#BCO[\N/A]ZPWNKR5=I7B$ENS+4EQ:4/^$BFN^GBPWRY5)HS1 MJS_0WD1$Q91[(U57+1MS"2<+]9.WF([J+@?1]ZFA;$> FIJA_9AC&;GWX_-G M?6!?
RO5E669#&:1+*]>IUAUFI'K:.,!$];2V6SF>&=)MFM[*F2FS*>GVT^^9 M_-F^>&MS&* M\E/H-@OCK+YC.?7;HMM5%>N4='MW5FGUOC8O#7-I]\&6]39&W7X*W69BXDF/
M>Q4V7"1A^6*MBUHX2T-()HD=RF5821=_N#&G>O>A+PQ[OS/AAK7DW]13G.=(M/ N;LB*^X"28)<$YK P_/C0UEHG?>?D.!NU=7.$LZ"YA@FGD84-57_)V5,G
MJVBC#U)S_*U6/IV>C/K/C' B@\Y"I).%&=-XR:3S>&&?!(7P03O]]EV[GYLCG"SL"+'QN,]]MS/3EL[,F)M)YG&CC=I\W.B);&)O).M:,BG8&2WVF5\/2N?V6%(^?[PW]VN)Q(99==
[7BMQ<,*38_/4@-$_^M&)>SZ?CVS?O/BLU?&)9%,]R!F$= ZZQG'PM\[*PU,II,TSW9]0X5357 Q4 P M.FR#YFX#233G5(O@B8/QXIT9;6R,X=+>5^&7&/X\99G>O$Q3O7F=%$;
X-(N MW4_6E#U0C]7('ZL:>?/BP'Q@8"XX<%1_VRPF0RX<\&$5WMVUW5;Z/9PA&).| MTN\K71N;T(\-TO494-=]&E=S+)5V MBK:<[C#%6_BIX6BPZQA5;]OOW)FP78.?
N!3O&)L]=@K69H@&%MC&"\U7"WRK M?4L;7$]ETV_;I+DC@(VSP;2(!$_L:?%R>.Q!B8]QGW;1F@V0T,#P0.+@1?2 M;N&
)R1]'GN_CTFDMN6VUD8B4J]R8RF+1X&]RVUE1!J0#ZC)#ZL*;0W'^DJ[M;X4'W;EN.X=NPWD-.1S]? V;'%_$-*O3V%MIJ'HWK7=TA>@TLQ<"38G 13 M&8#*=
(4J"U,5LRC@B8^.KM 7G:]ZK&,&0(&CK>=94WH8=CI4@2M,I%V$9%,+.\D227R4V&" MJ2_S]3$)R2BQFDDP&R4X879"^X$$F\9I9()-5LO\]7!\WKG7;B;BY?7@"5I< M*"\S-
AEFY?P7L)]^WHI77Z^:M>^&',Y_09+CYW8PF//BO323D!LW_;$>/GE M)Q,;]]])N@-PHY=!N9V+|^^|W]S<8X.QT\Z=AHEWGD8*3Q]36GZ;HNX$_G5"
M_A<;ZUVM_X<5(W$UPN2@LG2A9]'?BG:^K@A$S1$LUTY5]W6U@0YGT2^@]W!= M$+7&B#6F8V5]O/(:4]4LMG],:V=^;LUT/_MNVYK77N)U)0OZQ
M.&\V_:E"]BNH6[=\]55N3;[_GY:.?CTHCR]X-)-Z$&A M_,OAS/Z@ED?"K3#K1AJNWATY>UNCJA_*?7W#L'4#VPH@_;-_$!ZHON'O1]!? MFHQ[I^CO;MN)81>/!!YAX
),"GP(CGH(B;((A1+$XRU(_%(WGN\F M#UV8P MC\C0BW2Q%'QR+(7<,29*D7"\N[?!"RZ/L=?&$.N/M'A)3?>"K#N[:.C6] YK%TM\+.T1^
M+_Q=8'BB6,B!J@7<[4;"\@38L(@W"6>"84"]1YPC@;8D=M<+*H,O*.2UP/6R MS1M=L!YXN6\#"I%/L A],R0$N<RS CJ* M8(]EC].S=/"[_S"U_L4"NE\ M:+
(RQ1N]IQ2"T=O\$&!]P3Y-Y%&,!];3XA#Z0)VP]$$0G*;)\29^KA-3]0% M[P+OC+$4M^$,: CF7)P5*8UL:GW,$.X%[,(SE]$\7%,$N]_'F3]FSP^U@\' MXGHP:;?
B1P/CKCSLW"]2>DV4(WM-K*^71&RZ^ROK-5%]AKTF0L2Q=$>)#-@I M8^[\JIK<8'&Y8;NH[6V=LY]&?NYF2/;()BVKMK7]T5'
]WI="FQV^Z6YQ+/*GP4.S)9*+DWS@?.!US%PDB%9^9MGT=U_X33:-&_U M;YXT7H87YCT-5[,SE[4R \=QIO;@5/$ V-"YZ9F5(D+)KPRO]OWAG M/%;,KHS9EG.J$7/1KE-
#2C^QZV;KACL_W\&9;7C+.N_/=1],0;>9\/F6_1N MB5S]7)N&-0909*])+;?RYK8QX02KR5WB=YK:ZM+#@P;EE.<2)C5;R M,9:'5#L.+6*8]3'M(*VL6@&@KRBT. AK!6@!#,
[(%V.]/9C*@)7@]4 F//= MLWYYO*G$L &SR#3@[*%,;R/;)T=/QW9*QCA%(B%81*]2A5U].PF'8,C+#]95#O+I2!K"UR^L;2:F.4 M-72BE4I%S/K:3#)D @TT U>JB?
NT:,QKQ+K_1ZQ'+?S]_ZZ])-Y?FRI=&]Y] MI%](6K*N(Z5?HVK)%,\/5. ODV,W*X-4$7V0?/1H/'$$.+_^??KU_]N,)YV M]2?)ZB-Y2)_#@K)2%?[*BVMCGKC,>C17=LP*;-
?]>$SQ;1RI9'Y26#;*]Y^ M=ZQH\A3KP+G=>_".T\D*>\GLLM 56!16Q%SH1@YT(+P]D5;=L7E/ECJ]10'A.-E4+$Q."9"NB:.H:,$"V$?""#,F+: M,ZPW"!];QJ+;QWIU)%X%W\0-
94P'4,P)/(Z!./!B$L6BVJ]_)Z%(LK>TO!K M;&$X8A&#2)2>NR4P^DC&S]Y9+YNOD>#^I4K 2M,79E9K$PBAW)K'XZV-QC1 M(H5]56>2S-7!28@BZ/5@]@:B7S!G7-
8I;T>6RR@Q0RC!VD\#]NY&+6 10N! MPQ <$GY,3X0>"#[C'T>1#U(8$/\(CRRP#^2\P I)M6R>+CLX78^,N! 9P6SE MWH18BNYIDCCHGF]-
#4MU]9E'9X]Q7]#QTR^$EF(:$Y4&E@*!A(Z6PV H6G!M M2D]^[)A=^"6U6D= X#;\!W.T')-.40=]',I:'^>4@CEPXUT&@<.T@/I(V!7[M&,8>D>V8.]<1BPY53;XKHV%#'HXFV
*E\1#CT4V)CP9Q%.P-TRK4XQ7!%L]< &Y1!'T^!]P(DV 0L7R@G<4=:U M?8Q Z"F^!5T$M!(/Z_6GN5/_@!+$A%"]$XG,! MZ5/IPYIEG; G0] '<$-?$D\]W]+FEVU8FJ%?
BNJ=)L""0R_&"]6LI^$O / MB=RPA]2$+8X]QR[L(X9DG/PV_GWDA,G)/G8*-E4V)+S9 @N3@##"W+"+3 M:(K*5]KJ@;!.RI]%G?C%:%7TX]&D0*'7-"9 6K (,AB]%@*
[GEE!ER!TL8Q M$,5%0M1T:!"VA&\"CW] I5KQF$652OHE#VQ@[A-#FU"7_A/1]S#72L,02H] MJ0/RB_U".DC;0_1V5XBQY;#*41CR$+TTXE "8]5EG>D0,7CH"^]%:(R$MQ
MAI61@J^*N%A6X$8D3IR!G$*F*@\(/V'ASP6DI#-BI_$(8.J&#KL/2(G8]-*S MF\?*K3'KMECV"-",IB]H,]PB[W2X"-E'N!.=NX2DB*&!:ANM(QXA*%'3#=45
M1R(<&;IBRR9H]C+&2%HLZP'L,Z!H@% 8MZ_VG*X*W^%Z#C7<*+CZA!@BI")_ M!DKG!,D&* 0!W,L<8S6PNX3C>%*U'3Q0O!5[]+\E=#$,(UKCSA@DK1GK!/
MCVMQYD%5UZMX3Q8!'P*)RYH]2[E9!7Y/#(]3I)$U4PZ\$#:)XT]!<<%THYDA*FC MP^< QAPI\ |03O@=O^5^0E> 8,(L(HL*0@#T,<4(^.=>>6[_@DD-&?/L^_]
M8X(M42=$DF.E>=, &N1<.G15H%V%>.4+E M,W)Y>T>=3^3]":O5!/?!$4';W"H\<.4#7R#IYIXE&85F%?"0CT(Z1SK#9B& MQCM4_R%Z6T=1\"3QUA"L"ZI1L=(.QAB,?]^R;Y\
<%>AA1^D=C'+&3D=3N_P8 M)%67^/Q!ZP%SWO(+1LPMAM 7L?]I)0I8MH*SZ2HO08M9^E]PCBY4BGQ+02" MMV6-!B3>ZC2:B&C9_B;F-\OGK!#)$.P#?];(IN5;VARJD-,
(&B$9]U8X*,M+ MUOU&W'[8%^/<39]A28/Q# 6=S:09V@4B!?PN%6]5SG9&M*K?TM&.T S$(.-B/,I>3&CYZQ,TLIEW'9X VP2T'^H3LL:::KLK#<48!^)-6O01CG]0
MQD>"VT]W%C?>>G3/O*L@ APPM->S#/>F5R#;@*H2&;&(1""'>"\T)=(W" M0!P6QC$5UV.ZIZK]+!U M^/S%#45]++CE801R+P@ MPIG:$&@_**8;V$ND!^R\U"A(DI
$+R0ZR1V0@UG2D*A_5TK%>B4@ ;#5*R W MFNR.F/|/>O#Z=U)<* M,N"$RFT0V>^(&P U18)$H;@IA]1B%6CLPD)UOV*?O])RO5@M!58:[(]+)@+/
MD;J#8'3!"S'Y9:TS8&=,Y(2_V=QCF[V8H8,F/".+V+V.6(98:(Z$D\T7.Q* MJE*Q4G5OJ+QSIGZ2U\7PEV#N2T(6]+XG]R_#\F*ET*@^PO*,;^]]I"KVN?_@!?VPZ3X8RD8@%.%"7$!?
M9;]R8UB4>R!HA-D$%$#/Q &&3"S5I2]A6]CDD0P!MAB*@V#<9U71L"&Q!K= MI*2EQ744>XI<.MRKTE]!!PRV^WIT@_]TK4$Z]"#A] M+VIC!*'8".
(7O%1G>=+TH$G@E#')2%ND]95$0MBI;ZTQM@HUL0Y MY(4I<2'TC0+;I*F(V'!57'$]"+I<5*KX$K207E$5)4K8B23<8],6R@7&]4< ME;<_;HIXC%H><+&5@ LQ#
[AXD2P'"AAI:2 (;B7M>>TK0?6RYO4$OSM"]I; MRRA>V*[AJ8I7I5PIB/5]@N)5>%SS@BF<*AT3W9U8LZ_DE1D/2;$"WCSB],+B MQ>)=?>W?
DE@&NXV(YWF1';N)"WI,@J+%L7FG.X)"6NUJ]ITI-:N@\[!8KF2C M6"6:L@GF6]4N%4]-Y16KN9DSQ8I_DF+E3]54*Y1KY16GPE1D1]_$X0,'R?P+ M 3>!(-
*'V(285L9%FL+I"2>]2E8N%>]-;/9]3"6K%NON['.=;,%2%AH^6"]< MS*_+F5B6:@6A\:B&'>7A$HM5::4+A)3>1!<#5_4F/NY02_"A<8L;E8]Q6)%
MR,IEQ_4]DEG'"?/7(.FY',"GM!$>C^&RS,3]DBK8/ M"V00**M5-LI]0]%4E0K5VJ/WJY&W1AMEMI4OZ!*9#PDW9Z]Z^/BDZZ#.+$@ MB+6"5"XM+5RE#-
EN7KC6&H5:+=&_GS"MVF:TW!UEN_(6V*XN205)>N2\8]I% M7Y"$2\MT %/5:A5A:OE;V'7(.F9*5T4,4\V9[@E,5]T"TU6%)ZN5KY3I1)'L MV$XQ7;E"HM-WFND23+D-
]H'>H!E\]VM8Y,J/WM9I5+]L>?630GTU>Z0[6(>& M] 93EFA\.9S="&9]B>$,FUBT]F"*1=NL;4RX,.>N,_N\;GP$R2OK:4,'%8N MXAA#X$>.-B!9
;97*9PELKGI"8@E6/"NQR+$:64*V4U9M6+E*F_/)U%QCD28F@U2]_>KV2VV]F(M_N#I6> MHZTG%S3]1]3N>K)M*A'12F1-S146:WV3)IK+=EU8*-?]**($>AVP/5QH;!!5
M'JZ3_A$#)%96CRMV'C6GQ-8.4NK6#LL,2?K8N"E_-'.KA0E(!-S.X&]5]_8G M4,I]Z0+RD>?BG75<%ZO.^||.NN%CCVB9NO5)1^C-I5SJ#QDWT+XU=O"X??;:
M(Z0_Y15/EHTHSHN D0^?269SCIT]O7X*1\#1:8BOM1,G[(9Q-:8?9FY MN(UEEI[.4H^DVRS\R/S25_G_?#&U[_-?!P70Z+5I*MS@P)@=- M,*'5B6(=*+V!;!
[T9%L^$"]25"]7#C"/O%]7X#^A7BI)E5+E8#Q4C5_*?4DJ MB<6A"#3O6I*G39'*H0;3<].FC2A]&GZ1U,9;7HX9HT^A+DJ-OS.AZR/F ME6DIF F-
X>Z(&7S]W2=^[U0%)>"S463CP8Z]DZJP>_M+TMUCLTU-+GV"UVD^=6::GN/BJC+!$W#]6B"7]\N2P$L$2@6!* ##)!0(FF M5VB:.4#]7]QFM.&WCS-
SMV2E7!=Y%;J(M'W\D.!G]51[6?B1#9FM%SNR PV\ MW]/(]!PT7@5HE+>^;$B+]NWWPD!5I(\]U7PM MONQ]\;LMT7>=G=V"-JSD8GZQ^]XN,WC.X"D9?#=QW$AFZ%!6?|
[=]T?B"3F#OPH&K^\&@U=+I60&WVFO M^'/A<5\MK^5,_GR8_!]6]R"8N>[EH\>ES"_SA13%-!IY,8VM%-,HO^IB&G%$ M_#)++03C8E$V-]+C2,;AKA*HW)6RF"R261A\(9X
M:8,L[FXWF1\6BG]&:R%V<589C_,+>VI_&@Y^[Y4]HV.+UTC^TKU]K1E6?UZ MV)>VKLR9]X4R;W2DZ.:8-Y>]VV%>U\>R@S4,,W[1FHSGL(T<9TEG9@P_ED_*
MC!P=$+HAZ[E>DU):SP>'3^?D/*USGA]BTC]]+D7U7'"_4,$=75-BC8)[CL2L^^)9-SHN=%VLB[4CE0X]R3]((MYK]?YB#_TD!>?&]\R2I,FQ+DSW*F78EI*SG3OE"F?
6]4R0I,6Q:KT4P;8-CS MG&%78MA:SK OE&&?&EF2F0,DO<\LMZAR/TC.O$'F31U-LBX_2,Z\S\X=DC-O M)LS]S_;3'X52*<]_W$K^8R7/?XR@XI<0POEX_J,X6IN@A+C.S+S-
F[V&SA,B MHQ,BM^*BSLL:;%TIS]2>8&;.[#PTY07YM',NWSJ79UI4,#/OMQCV?N<<_ER= MX#F*;YWW+@Z#*(-8%;E0#508%B3+XL6)U376,?6W]^FNBZHVWG;1MC<*M@"]
M=DS+D6G7/_@&:80CB'N=?7P6^0'CNY[PYE'>R]9M?&CX6&5%X6*C(BZ]8. M/*?-0X)0VA5,N)3A %WGW+,O.[]3XVZ-]2O9M>)R^;:B7DM?C56=-=(),P:R
MSE\8$_27\+=M_N+BFCC)^?^_T:-[8<"]@Y3\&H]!*&VSH5VI 1PG2H)0:H 8 M+1UTZO6*4%?N)T)IROK97*HO.M[VID]UNW0^Y>'P258FHSOO7Y]%W_KG%?3)"LS=135TN)\?
%7BE MWT=I/%%XV?(E.&L"1PJ#)'XC0=B2"%ZZ=YY0]Y4;]6\;_L_.-[S7(;&RRODK/^1EE_^WWWA 9(]XI_@;:$6B^(N\33
M9#^^.+)I4]=#'$]O6X'W>V"+3^^]_7QY^(79Y=O]JRKAT85;:8NK^K3%Z?8W*Q5@,&VT)G$6< M"^'9=68]Y_79@9$%U?:Z#V_2-IK-]@]ORS1FWZA&F4(])21#D*_2QG'N^'?
M%ALW454@G$OX%./T4.=X-K?O7H=>B;"W&"8M+TDRDU8!T3F3N_*ZW7O1>A:8 MF)$JY!FI6\E(K;[JC-1Q..0EY*|^UH($X_*B"ZMED,#ZY/LW$-Z512<\U;I' M;IB>)ZH+?
^C9'BO<;3;M:[=V8DD,-UD,W?HP+'[_6PK@QFS]4;=B;T1-4 M^4Q37X-[N\MYKX]U-?&/99/]R'*-?X.1O5L,[0U$Y%6$1GD1-]Z?<4D4]M0
MD*+]O'*O=!T$#%]&G9%D+)87!;!ANC+IJ[K+MD$ @\\[C]>)L_A<2]I=GS*7$ MAV1(U 4@ (J+B.0D1MDABU4>*U%M<*S:"GU"@M $;@3(+_'?[LN0=/B,7L ML '>
!^8BJKO1KKML\ -;^]?2,C?+LUE=V%C!\)^Y]J-^^I$N/JSEROK70$L MP =MI"W48TR2>?!0Y.[0S<6-!Q&F:NP&Y>TZB&RAE7D.(5N&D-V((PYV35X! M0BJE&2\)&0,
(O^>7!2"S.59-I6OSQ%Y2]<%^CC#IU91-=UO/\67+^++]8.4(M?(GLRKX]?+D^OSZAH12F.H&!_/)#,;;DV++MN>PNMFPSCCH66R*S'@,Q"7'> MD[5@2PX?.7SD\+$S>[%+<]G-
"Q.A]73M9#_67G7VXVONQXEJP6I9!^MIR%F.JBKHMN5:3CVH9]T> MK$)6YD$G;$.H!FO<.>RZ*Q(KG(D]9MP\2)1= C@S=(F5 ^OSA\15_VVX6 M^.OB4;$ '$]*FXRQ]AAADT
'L(ZF=OEFMPLH;0/J@RPQ1\MW&L]//F?)YWDN MP)*K)B8&&&^^;Q]TZN>X?V>PVL5,Y.NOUK;,AOWE\;4U1)@;&;L$135V8DI]]G)X.&C5*= MU3$58F:1YK8R*(+GYZY^NY#?
&UDU:[^8,ULN\U[^N0BE53/BCD#"F<3' IHE MO%.F[>].P>CEB<5%6MW)-MJ]L@7?T51=X;\?MBZ(^=DU=%N&W_1X$(;NR!-* MPG*F67[,.?L]QW,12IE%_WI>I!IS(JD:,>
(4A;]!!Q\1E[E0FS^]G:X\25^4 M84W&C;AZ'_/H)FJB\X<;<+I%$R_[0J/Q'T+S($C05XG657&>3U,-'%/8+8*X MW]P_UWOP'ANV1H8-UT$&$CT291K*0=XPX>?16-$MZD8=;V
2PB]ET\0&ZJR> M;!0Y9G'D'8\<.QD6'>W +NNRWE5E+: ZM[M#I>=H*(,1V-\=0YET'(ZZ& W1E@8L,=UE*[L6]O].@N M1V-C!B>M\+IA\Z;RQU%-I5?P?B./QQH0#_*C0?
L'J#K5E#!M3@53!I\R5>&% MEF+S\)$]1!T)OJGW3L!R3\]BG4$UO!3@8 "8HIMQ"S82*U(.W-&9P;?Z\ '> M?'F%A[*CCO707/I6_*VQ_:TI @ND/+!@*X$%]5<=6+ SZC(0HAY2V$ -
TRV4 MJG_QSGBLF%T9U5#@SW.0FKQ0*_*WV+['EG\#_5]47?$E&6LP:;2+;6DU>_(^ M?P,Z!>ECA-Y3T!%<'ZENT=8(L#4&:%N:4N![#E8_XK$D M
1"2:O0X4,:F0Y5$3O2);Q]02T;5$%6]CH+?'LD]>%3FOX9EOU/@:]0Y)GO- M'@:!U#VS&#-!$^I>TU[K9*]9NY]NLVF89AQQR+<]5GU%WSM38):$$I+LG M[;N._4"T3+-
+KN"$AB1EM13R9Z5:K%804B.MP4RWCOZ)>Q,SVIY*=PR4>0WK M^3UF]HR GN$[M*#43:!NQP^COPG^&U$T-S1F1G+)_$",]#0>ZI=,-L
R?:0RW'Y">RYL0],#4YU]7NT7(DX5_TE/T IL)ZYM;*I=Q3]U,%N! ML@ \84MT7BS]9^[@W25Y[_871]^T0 W8BT\L_7TD:UU'HSLX7Z#F5%'(MP3@
M,U2U,/:H3J'1)/4WKF!3S*YQ:%E8Z0]$UT. ?;C"^ X2'%]*PE$75R]2D> M;IK:<#D6C;E@2F/AQ:'0E+8 M'_%:X%%D% CCT1,FF '*ARM1>X;GF0(TI"^ K2>%8?\["N]=O!XX#*
W11\%>+:KNZNR:"I:]M]S0,/6 M:(VQ0,.A"<#$$K4U!"T&F:"T=@N1\B\#HL,GCKG8GQS>)T&#%Z :L$'S!
M"\SVY!O]$CBAP$.R32D1!+X2,Q_*P/!U6>,ZA@Y*%0"&_U*FH&WAZ+9&,A+3 MF4<&'"=1D*G!4P\4F2=Q!DE0!H2%(.1P(%0D_7WYA2!X,!S@'9608H?N34
MX&0(<7H:2?"L7]-QE%-R<'KN1@4VMH^?X*(M:"Z,QD9\,;$ M*.[(%M$(,L;@N62;4+;<+Q #DMY/X?"!^:!AP]Z+;\3C18@+:A)RMN+UK07 M#R^L9G%L,V-.3D2]#OZNP-_
0_AC;1_/Q#TY.>]8I+'#]S(N8!6E5 O9P0'1-GSZ.#A@@R? M3+CIR2Q R(IL:BK 3)"NB?A=)M)(Y%;G-&M&S>07.&^E4\F:$KEN5>[P;=*_0 M/TZ@3SR'Z=)H=7'3W84WE)G784
MT_,TC!73(I&T(*=4?+WOAH/L?=IK@0'0$7H0TMY5]*T)&2SPZ* M3Z4M3I<+,1/>B%OK4*GX>)6]R'O6&<>L,V:9Z49@UH2CB/44;_|&UN*>2@I0 MA@?!E_>,KD/:
(X8,%N+E(BM+LF/8060\/VZJ:EH!.0XQQA?6U/23Z0' &Q8X M9&R]R$[,_@_3%E(DT]_2(RZ\D=$#C"54': 3XFR#<7%WDGT&48N;RDOO/@Y/ M&(4=
]^.8,]5^HVH\OAHI>S89_%9@?72QXMS45].:^HW]\%?2,_J-]U_EK" MT'H-(^Y5]_ESW3+ZLHGR$C\=2H6?XT]18Q'4]H@*PR]X'O=RP(]XQV3OFM,8@Q+F^TX"I@'.T7/H!AS&[,
(@ MM'M$Q1W(JF[AC$G^\QB0MCO#S5'N\]5H]<$>!NT?,"199B6N?%;0ANDJR/U% MR@CG.KE>)%>NS%O,=S59'1%=?'X.[@3(!(-'N6>P.%*9]?ORS'>HA]8*=@%F MJ^@6T9.
[6_,!]3MN+*M$H9.]T_0.D\8FSQ_E?)*<[FTXS*X+N]%W-- :^S@4 MM:[@Y<140^5+=74FO-?$5E%D?V$+31(>ZRI"*:<" |-O=68)>M>0"0ZW!1*B M6]:C:VB&L8O. .6H-EY#.+
6C=TODK+F'N%9BFTS/TIH?GCQW2,E."BFS QQ@# ME5AX$S,YQ[%H-FAN7,'<[5Z*ET#C@$"QZ79T.%'&\D7*<^[]OTTZL0U(S,/ M,"]+][U &#,L
2_=.3UW%*//T='1!LP]"'AGA05>4"\3Z$0X][E[#Y>,P#E% M_@UX" (^6&[96Y1Y_PX+D_=#&&)##D)&UEQP%!?MP'+& 1=6!Z?Q7C MYN/FX[Z0<1.=;978E\F?:;IF=M2?-
/&%RP>2[M+67S7,_YO]CE-LG4C8A C",%>8M$W1-]+#C%\DT[E'S(13.'%G-B!D=S.A% MWPK,HJ. GMAWS9^ 55R@R]"#=W]D,-FQAX8)<-0CX=V7LJD!DAG.8%B ?U@6 M*-
.^DK0HZ=[!4E%V@>NLFV5\OG4/(@L<@%O0AK^]QN]T/;UV?D5?WW6;%TV MCTYN;\Z/FA=M_NB]=5VD]!Y3F23]U]Z(ET%B]3T:P]GCCX:]TN=/[@&(B=E_Q1S2:ZK)$2/8UI
M'CL2*;,7 MK]*WID%WTF:@2H3:^^\;#2[0>?>E]]XYL7%_SU2!MJ;G-'_[@:\Y.VB>= M=0O^_'S39L$]U%5$KR>FF-.0*#2MF@:>_%$HUU"(*)"X&ME)A3ZW'-
ET8G$.;]L1U)1"^1BS:;9L-1G!<^RF>(X"]W=YE<=P>_3&RPW,6: MN!,QHW!]?]Z)Z 4Q=SD%5Q7/4ZQ/Z,!_L3=VU?1!S@@TR'G9>'|U^+NDKPY MB_>VE80+^?
^"C<0+T9Y!+]9(21>]/_4,74%]::*;MJ-PK\]EMHI6F^3I]F_< MJ[;J7EF!$F5,_Q?-[EV73_.4RG0OP-+B5%:3]9==59OGHTZZ8FY9+8@V3]?-#AL]@36-[
M"F4A5!BM$B#IF00_KWHJ]:U/5N^I8UA8GLK^P*4E$.&_&YQ3_"6?ZWW9Q)PN M8T/T'AYP(]3^%;/L%TC>+PC(*&V#5+XP-F$W[W,RBT!/BYP5UL8*U])MJG 2
M9#:'IMSKPQS630GNH*$!4^^UC\H94<*RQY3!?34U/".;YX8Z%0"X'A1Y$\5 MTY1->4/@&!XP8W!,V.M,UQ+4&C:"
[YM9UB(7C7.%.A)3/QH@WHB7$LE^*SGE1@U4_V;OQ]CH\]ZB[^0+3L/HME.$(VPR2";F)B6 MT+QM=Y+WO?N_^?-C\L.O4OWP%XRIZ"2WASQ"E,^SNROO5-'O&O>'ORX>/NE
MWGH0VC_&0KNC?#&./EU\$]Y\N1*4F^_3&_-X+/Z\L^$^YXNW7;M]99U^^OC9 M;*I:\\]2O?U_F5#,*!\L^7>#?QU^_#)]?6LUZ M]7S\4#|
[,\L/GS[^%M7!W5W?]3:MVR^7Y'U<=\9,SG72]AY_[WT]DZF7S8N X M@_Z]%[W#VKGUW>C5E]I'#U82ELXF1Y9Y]/I74G]<]R]L;0?E\>G'SK:Z/10 MT"[.9>?]FS)H:Z-
6Z[SW]ILTE=[62]W&4:WTX>WO4V6LF]^^?SP[FY3MCXT+ M?2RU[WX(#\,_D^,OZD7C\D?WDW9_9;|='GRO=D>=6KLE?#:U3]]^%]Z&+7>
M]B^[M^=U1;]]$@[/O]TT]^]7S8>#V5W]_,&X4I5I[WN[/)2^]NK=%V5:.VBH MZMGHOOSQ[>_V;>.K=FU_]S;OAN9IZU@[_O+SD_B]>3"M&O);];K=]C=_7%V= M7)^)-XT]2Y"^
)E5FI]O;SZVG=I'Z_2H/;6L\7=WH5]\Z MA_+#Y\]?#]3* >SZ#O:S._OYXT8#6*W:H*35OMD3>7A;/O\S54K;ZX(DRZ?UH[-A8_0P^C1M M/IS^^']K*=0\+]Z-
O9]\KLD]V4]T]]S>^M MDXGJ]4(IC^K-ZSOGLMT:_P B.K]3!I7]B8V_YC'EZW?#[HU/!E-IV)O]I_| M^&@(7]TJS;.SM]W+Z/Z^.SPIOSS_O3MA_O!F5U7;D[5GC8]O+
(;EGE:/9^;I_<-]ZT'O'/1F=|=.]>1"NM:5\[>EP>EG=7CF MB'W;^/#S]$OS;>NL?V/]_E]?_/G6^7-VKHC33P?M>O6R=7(]'DH";LR*GWM
MC>]S;^4_G8/]Q>!#U5:G@]9X*D[DGOFVZU9?^)TO.N>N_MT>'IW:]_|>%3 M_=AZ+VOYMGM^>]|>GQS<:9.?EO]K7V^NAP->S<'TU+K[.#TX;!9/2K]EW+M M0ZT#0 70\ T
M (! &EM86=E7S P,2YJ<&=02P$"% ,4 " #@A#5:KVNO M?^<(T V/@ #0 @ '?#0 :6UA9V5?,# R+FIP9U!+ 0(4 M Q0 (."$-5]5I <:0PP @ X(0U6H\Q
MI;YZ"P Y8 !4 (!LEH '!H:6\M,C R-#!Y,S!?8V%L+M+GAM;%!+ 0(4 Q0 (."$-5I]36@R-!L_A-[! 0 5 " M 5]F :P:&EO+3(P,C0P.3,P7V1E9BYX
A0#% @ X(0U6@2@>#C"M(M- ;V<# !4 (!M<#$P-RYH=&UL4$L% @ #A#5:[KGL3YD" "A" #P M @ I&#@&) <&AI;S(S,$#$N:1M4$L 0(4 Q0 (."$-5Q.U6B%U MM1F3<0(
L[(4 L (!;Q$! '!H:6]]! XML 57 phio_s1_htm.xml IDEA: XBRL DOCUMENT 0001533040 2024-01-012024-09-30 0001533040 2024-09-30 0001533040 2023-12-31 0001533040 2024-07-012024-09-30 0001533040 2023-07-012023-09-30 0001533040 2023-01-012023-09-30 0001533040 PHIO:PreferredStockSeriesDMember 2023-12-31 0001533040 us-gaap:CommonStockMember 2023-12-31 0001533040 us-gaap:AdditionalPaidInCapitalMember 2023-12-31 0001533040 us-gaap:RetainedEarningsMember 2023-12-31 0001533040 PHIO:PreferredStockSeriesDMember 2024-03-31 0001533040 us-gaap:CommonStockMember 2024-03-31 0001533040 us-gaap:AdditionalPaidInCapitalMember 2024-03-31 0001533040 us-gaap:RetainedEarningsMember 2024-03-31 0001533040 2024-03-31 0001533040 PHIO:PreferredStockSeriesDMember 2024-06-30 0001533040 us-gaap:CommonStockMember 2024-06-30 0001533040 us-gaap:AdditionalPaidInCapitalMember 2024-06-

30 0001533040 us-gaap:RetainedEarningsMember 2024-06-30 0001533040 2024-06-30 0001533040 PHIO:PreferredStockSeriesDMember 2022-12-31 0001533040 us-gaap:CommonStockMember 2022-12-31 0001533040 us-gaap:AdditionalPaidInCapitalMember 2022-12-31 0001533040 us-gaap:RetainedEarningsMember 2022-12-31 0001533040 2022-12-31 0001533040 PHIO:PreferredStockSeriesDMember 2023-03-31 0001533040 us-gaap:CommonStockMember 2023-03-31 0001533040 us-gaap:AdditionalPaidInCapitalMember 2023-03-31 0001533040 us-gaap:RetainedEarningsMember 2023-03-31 0001533040 2023-03-31 0001533040 PHIO:PreferredStockSeriesDMember 2023-06-30 0001533040 us-gaap:CommonStockMember 2023-06-30 0001533040 us-gaap:AdditionalPaidInCapitalMember 2023-06-30 0001533040 us-gaap:RetainedEarningsMember 2023-06-30 0001533040 2023-06-30 0001533040 PHIO:PreferredStockSeriesDMember 2024-01-012024-03-31 0001533040 us-gaap:CommonStockMember 2024-01-012024-03-31 0001533040 us-gaap:AdditionalPaidInCapitalMember 2024-01-012024-03-31 0001533040 us-gaap:RetainedEarningsMember 2024-01-012024-03-31 0001533040 2024-01-012024-03-31 0001533040 PHIO:PreferredStockSeriesDMember 2024-04-012024-06-30 0001533040 us-gaap:CommonStockMember 2024-04-012024-06-30 0001533040 us-gaap:AdditionalPaidInCapitalMember 2024-04-012024-06-30 0001533040 us-gaap:RetainedEarningsMember 2024-04-012024-06-30 0001533040 2024-04-012024-06-30 0001533040 PHIO:PreferredStockSeriesDMember 2024-07-012024-09-30 0001533040 us-gaap:CommonStockMember 2024-07-012024-09-30 0001533040 us-gaap:AdditionalPaidInCapitalMember 2024-07-012024-09-30 0001533040 us-gaap:RetainedEarningsMember 2024-07-012024-09-30 0001533040 PHIO:PreferredStockSeriesDMember 2023-01-012023-03-31 0001533040 us-gaap:CommonStockMember 2023-01-012023-03-31 0001533040 us-gaap:AdditionalPaidInCapitalMember 2023-01-012023-03-31 0001533040 us-gaap:RetainedEarningsMember 2023-01-012023-03-31 0001533040 2023-01-012023-03-31 0001533040 PHIO:PreferredStockSeriesDMember 2023-04-012023-06-30 0001533040 us-gaap:CommonStockMember 2023-04-012023-06-30 0001533040 us-gaap:AdditionalPaidInCapitalMember 2023-04-012023-06-30 0001533040 us-gaap:RetainedEarningsMember 2023-04-012023-06-30 0001533040 2023-04-012023-06-30 0001533040 PHIO:PreferredStockSeriesDMember 2023-07-012023-09-30 0001533040 us-gaap:CommonStockMember 2023-07-012023-09-30 0001533040 us-gaap:AdditionalPaidInCapitalMember 2023-07-012023-09-30 0001533040 us-gaap:RetainedEarningsMember 2023-07-012023-09-30 0001533040 PHIO:PreferredStockSeriesDMember 2024-09-30 0001533040 us-gaap:CommonStockMember 2024-09-30 0001533040 us-gaap:AdditionalPaidInCapitalMember 2024-09-30 0001533040 us-gaap:RetainedEarningsMember 2024-09-30 0001533040 PHIO:PreferredStockSeriesDMember 2023-09-30 0001533040 us-gaap:CommonStockMember 2023-09-30 0001533040 us-gaap:AdditionalPaidInCapitalMember 2023-09-30 0001533040 us-gaap:RetainedEarningsMember 2023-09-30 0001533040 2023-09-30 0001533040 2024-07-042024-07-05 0001533040 PHIO:AgonOxMemberPHIO:ClinicalCoDevelopmentAgreementMember 2024-09-30 0001533040 PHIO:AgonOxMemberPHIO:ClinicalCoDevelopmentAgreementMember 2024-07-012024-09-30 0001533040 PHIO:AgonOxMemberPHIO:ClinicalCoDevelopmentAgreementMember 2024-01-012024-09-30 0001533040 PHIO:AgonOxMemberPHIO:ClinicalCoDevelopmentAgreementMember 2023-07-012023-09-30 0001533040 PHIO:AgonOxMemberPHIO:ClinicalCoDevelopmentAgreementMember 2023-01-012023-09-30 0001533040 us-gaap:CashAndCashEquivalentsMember 2024-09-30 0001533040 us-gaap:CashAndCashEquivalentsMemberus-gaap:FairValueInputsLevel1Member 2024-09-30 0001533040 us-gaap:CashAndCashEquivalentsMemberus-gaap:FairValueInputsLevel2Member 2024-09-30 0001533040 us-gaap:CashAndCashEquivalentsMemberus-gaap:FairValueInputsLevel3Member 2024-09-30 0001533040 us-gaap:FairValueInputsLevel1Member 2024-09-30 0001533040 us-gaap:FairValueInputsLevel2Member 2024-09-30 0001533040 us-gaap:FairValueInputsLevel3Member 2024-09-30 0001533040 us-gaap:PropertySubjectToOperatingLeaseMember 2024-03-01 0001533040 us-gaap:PropertySubjectToOperatingLeaseMember 2024-02-292024-03-01 0001533040 us-gaap:PropertySubjectToOperatingLeaseMember 2024-01-012024-09-30 0001533040 PHIO:LaboratoryFacilityMemberus-gaap:PropertySubjectToOperatingLeaseMember 2024-07-012024-09-30 0001533040 PHIO:LaboratoryFacilityMemberus-gaap:PropertySubjectToOperatingLeaseMember 2024-01-012024-09-30 0001533040 us-gaap:PropertySubjectToOperatingLeaseMember 2024-09-30 0001533040 PHIO:May2024FinancingMember 2024-05-16 0001533040 PHIO:May2024FinancingMember 2024-05-152024-05-16 0001533040 PHIO:July2024FinancingMember 2024-07-11 0001533040 PHIO:July2024FinancingMemberPHIO:SeriesCWarrantsMember 2024-07-11 0001533040 PHIO:July2024FinancingMemberPHIO:SeriesDWarrantsMember 2024-07-11 0001533040 PHIO:July2024FinancingMember 2024-07-102024-07-11 0001533040 PHIO:EquityClassifiedWarrantsMember 2024-07-012024-07-31 0001533040 PHIO:PlacementAgentWarrantsMember 2024-07-012024-07-31 0001533040 PHIO:July2024AbeyanceSharesMemberPHIO:July2024InducementLetterAgreementMember 2024-07-31 0001533040 PHIO:July2024AbeyanceSharesMemberPHIO:July2024InducementLetterAgreementMember 2024-07-012024-09-30 0001533040 PHIO:April2023FinancingMember 2023-04-192023-04-20 0001533040 PHIO:April2023FinancingMember 2023-04-20 0001533040 PHIO:April2023FinancingMemberPHIO:SeriesAWarrantsMember 2023-04-20 0001533040 PHIO:April2023FinancingMemberPHIO:SeriesBWarrantsMember 2023-04-20 0001533040 PHIO:April2023FinancingMemberPHIO:PlacementAgentWarrantsMember 2023-04-20 0001533040 PHIO:PreviouslyIssuedWarrantsMemberPHIO:April2023FinancingMemberPHIO:WarrantAmendmentAgreementsMember 2023-04-192023-04-20 0001533040 PHIO:PreviouslyIssuedWarrantsMemberPHIO:April2023FinancingMemberPHIO:WarrantAmendmentAgreementsMember 2023-04-20 0001533040 PHIO:June2023FinancingMemberPHIO:RegisteredSharesMember 2023-06-012023-06-02 0001533040 PHIO:June2023FinancingMemberPHIO:UnregisteredSharesMember 2023-06-012023-06-02 0001533040 PHIO:June2023FinancingMemberPHIO:UnregisteredSharesMember 2023-06-02 0001533040 PHIO:June2023FinancingMemberPHIO:UnregisteredPreFundedWarrantsMember 2023-06-02 0001533040 PHIO:June2023FinancingMemberPHIO:SeriesAWarrantsMember 2023-06-02 0001533040 PHIO:June2023FinancingMemberPHIO:SeriesBWarrantsMember 2023-06-02 0001533040 PHIO:June2023FinancingMemberPHIO:PlacementAgentWarrantsMember 2023-06-02 0001533040 PHIO:June2023FinancingMember 2023-06-012023-06-02 0001533040 PHIO:June2023PrefundedWarrantsMember 2023-07-012023-09-30 0001533040 PHIO:July2024AbeyanceSharesMemberPHIO:July2024InducementLetterAgreementMember 2024-01-012024-09-30 0001533040 PHIO:June2023PrefundedWarrantsMember 2023-01-012023-09-30 0001533040 us-gaap:WarrantMember 2023-12-31 0001533040 us-gaap:WarrantMember 2024-01-012024-09-30 0001533040 us-gaap:WarrantMember 2024-09-30 0001533040 PHIO:EmployeesMemberus-gaap:RestrictedStockUnitsRSUMember 2024-01-012024-09-30 0001533040 us-gaap:RestrictedStockUnitsRSUMember 2023-07-012023-09-30 0001533040 us-gaap:RestrictedStockUnitsRSUMember 2023-01-012023-09-30 0001533040 us-gaap:RestrictedStockUnitsRSUMember 2024-07-012024-09-30 0001533040 us-gaap:RestrictedStockUnitsRSUMember 2024-01-012024-09-30 0001533040 PHIO:EmployeesMemberus-gaap:EmployeeStockOptionMember 2024-01-012024-09-30 0001533040 PHIO:NonEmployeeMembersMemberus-gaap:EmployeeStockOptionMember 2024-01-012024-09-30 0001533040 us-gaap:EmployeeStockOptionMember 2024-01-012024-09-30 0001533040 us-gaap:EmployeeStockOptionMember 2023-07-012023-09-30 0001533040 us-gaap:RestrictedStockUnitsRSUMember 2023-12-31 0001533040 us-gaap:RestrictedStockUnitsRSUMember 2024-09-30 0001533040 us-gaap:EmployeeStockOptionMember 2023-12-31 0001533040 us-gaap:EmployeeStockOptionMember 2024-09-30 0001533040 us-gaap:ResearchAndDevelopmentExpenseMember 2024-07-012024-09-30 0001533040 us-gaap:ResearchAndDevelopmentExpenseMember 2023-07-012023-09-30 0001533040 us-gaap:ResearchAndDevelopmentExpenseMember 2024-01-012024-09-30 0001533040 us-gaap:ResearchAndDevelopmentExpenseMember 2023-01-012023-09-30 0001533040 us-gaap:GeneralAndAdministrativeExpenseMember 2024-07-012024-09-30 0001533040 us-gaap:GeneralAndAdministrativeExpenseMember 2023-07-012023-09-30 0001533040 us-gaap:GeneralAndAdministrativeExpenseMember 2024-01-012024-09-30 0001533040 us-gaap:GeneralAndAdministrativeExpenseMember 2023-01-012023-09-30 0001533040 PHIO:StockOptionsMember 2024-01-012024-09-30 0001533040 PHIO:StockOptionsMember 2023-01-012023-09-30 0001533040 us-gaap:RestrictedStockUnitsRSUMember 2024-01-012024-09-30 0001533040 us-gaap:RestrictedStockUnitsRSUMember 2023-01-012023-09-30 0001533040 us-gaap:WarrantMember 2024-01-012024-09-30 0001533040 us-gaap:WarrantMember 2023-01-012023-09-30 iso4217:USD shares iso4217:USD shares pure utr:sqftfalse0001533040 S-1PHIO PHARMACEUTICALS CORP.DE45-321590311 Apex DriveSuite 300A, PMB 2006MarlboroughMA01752508767-3861Non-accelerated
Filertruefalse5390000849000047400083200058640009322000033000100060000300058650009364000184000657000735000942000035000919000016340000.00011000000
144730000-1392060004946000773000058650009364000644000180800026580005325000946000968000305500036000001590000277600057130008925000-1590000-2776000-5713000-892500066000-4000189000-6000-1524000-2780000-5524000-8931000-1.54-10.25-8.23-45.289900332711296708751972270416368146936000-1392060007730000918202689689400040003200032000-2154000-21540000510188146964000-14136000056040001500015000-1846000-18460000510188146979000-1432060003773000-25510001000216528264600026460002317585200052000-1524000-15240000958219149676000-144730000494600012000126558139218000-12838000010838000-190-11000-110001200020095352500025000111000111000-3602000-36020000127842139293000-13198200073110007329250480005048000194449400094000-2549000-25490000220578144435000-134531000990400035588222138900089000-2780000-27800000256375144524000-1373110007213000-5524000-89310002000460003300095000-3000-099000294000-361000235000-473000-606000-2070001058000-35000-100000-5741000-8379000-050000-500026460005048000100011000-0200040002500026410005010000-3100000-3374000849000011831000539000084570005390000840700005000053900008457000<p id="xdx_808_eus-gaap--OrganizationConsolidationBasisOfPresentationBusinessDescriptionAndAccountingPoliciesTextBlock_zNZpouWlXM82" style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0">1. Organization and Significant Accounting Policies</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0"> </p> <p id="xdx_84D_eus-gaap--NatureOfOperations_z0ht6t2UWLXj" style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0"><i>Nature of Operations</i></p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify; text-indent: 0.5in">Phio Pharmaceuticals Corp. (“Phio” or the “Company”) is a clinical stage biotechnology company whose proprietary INTASYL® small interfering RNA gene silencing technology is designed to make immune cells more effective in killing tumor cells. The Company is developing therapeutics that are designed to leverage INTASYL to precisely target specific proteins that reduce the body’s ability to fight cancer, without the need for specialized formulations or drug delivery systems.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify; text-indent: 0.5in"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify; text-indent: 0.5in">Phio was incorporated in the state of Delaware in 2011 as RXi Pharmaceuticals Corporation. On November 19, 2018, the Company changed its name to Phio Pharmaceuticals Corp., to reflect its transition from a platform company to one that is fully committed to developing groundbreaking immuno-oncology therapeutics.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify; text-indent: 0.5in"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify; text-indent: 0.5in">Effective July 5, 2024, the Company completed a 1-for-9 reverse stock split of the Company’s outstanding common stock, including reclassifying an amount equal to the reduction in par value to additional paid-in capital. The reverse stock split did not reduce the number of authorized shares of the Company’s common or preferred stock. All share and per share amounts have been adjusted to give effect to the reverse stock split.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify; text-indent: 0.5in"> </p> <p id="xdx_845_eus-gaap--BasisOfAccountingPolicyPolicyTextBlock_zYg5dS4K3VQg" style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"><i>Basis of Presentation</i></p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify; text-indent: 24.5pt"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify; text-indent: 0.5in">The accompanying condensed consolidated financial statements are unaudited and have been prepared in accordance with accounting principles generally accepted in the United States (“GAAP”). Certain information and footnote disclosures that are included in the Company’s annual consolidated financial statements, but that are not required for interim reporting purposes, have been condensed or omitted. In the opinion of management, all adjustments (including normal recurring accruals) considered necessary for a fair presentation of the condensed consolidated financial statements have been included.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify; text-indent: 0.5in"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify; text-indent: 0.5in">These statements should be read in conjunction with the audited consolidated financial statements and notes thereto included in the Company’s most recent Annual Report on Form 10-K for the year ended December 31, 2023, as filed with the Securities and Exchange Commission (the “SEC”) on April 1, 2024 (the “2023 Form 10-K”). Interim results are not necessarily indicative of results for a full year.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"><i> </i></p> <p id="xdx_84B_eus-gaap--ConsolidationPolicyTextBlock_zb4NfMjGFPhj" style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"><i>Principles of Consolidation</i></p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify; text-indent: 24.5pt"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify; text-indent: 0.5in">The condensed consolidated financial statements include the accounts of the Company and its wholly-owned subsidiary, MirImmune, LLC. All material intercompany accounts have been eliminated in consolidation.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"><i> </i></p> <p id="xdx_846_eus-gaap--SegmentReportingPolicyPolicyTextBlock_zeGvsEbTUlve" style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"> <i>Segments</i></p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify; text-indent: 0.5in"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify; text-indent: 0.5in">The Company operates as one operating segment and all assets are located in the United States.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify; text-indent: 0.5in"> </p> <p id="xdx_84D_eus-gaap--UseOfEstimates_zZ6KpsKfsvc2" style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"><span

id="xdx_862_zIXHCOyjyf7d">Use of Estimates   The preparation of financial statements in accordance with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as of the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. The areas subject to significant estimates and judgement include, among others, those related to the fair value of equity awards, accruals for research and development expenses, useful lives of property and equipment, and the valuation allowance on the Company's deferred tax assets. On an ongoing basis the Company evaluates its estimates and bases its estimates on historical experience and other relevant assumptions that the Company believes are reasonable under the circumstances. Actual results could differ materially from these estimates.   Liquidity   The Company has reported recurring losses from operations since its inception and expects to continue to have negative cash flows from operations for the foreseeable future. Historically, the Company's primary source of funding has been from sales of its securities. The Company's ability to continue to fund its operations is dependent on obtaining funding from third parties, such as proceeds from the issuance of debt, sale of equity, or strategic opportunities, in order to maintain its operations. This is dependent on a number of factors, including the market demand or liquidity of the Company's common stock. There is no guarantee that debt, additional equity or other funding will be available to the Company on acceptable terms, or at all. If the Company fails to obtain additional funding when needed, the Company would be forced to scale back or terminate its operations or seek to merge with or to be acquired by another company.   The Company has limited cash resources, has reported recurring losses from operations since inception, has negative operating cash flows and has not yet received product revenues. These factors raise substantial doubt regarding the Company's ability to continue as a going concern, and the Company's current cash resources may not provide sufficient capital to fund operations for at least the next 12 months from the date of the release of these condensed consolidated financial statements. The continuation of the Company as a going concern depends upon the Company's ability to raise additional capital through an equity offering, debt offering and/or strategic opportunity to fund its operations. There can be no assurance that the Company will be successful in accomplishing these plans in order to continue as a going concern. These condensed consolidated financial statements do not include any adjustments to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.   Summary of Significant Accounting Policies   Cash and Cash Equivalents   Cash and cash equivalents include unrestricted cash accounts, money market investments and highly liquid investment instruments with original maturity of three months or less at the date of purchase.   Other than as set forth above, there have been no material changes to the significant accounting policies disclosed in the Company's 2023 Form 10-K.   Recent Accounting Pronouncements   In November 2023, the Financial Accounting Standards Board (the "FASB") issued Accounting Standards Update ("ASU") 2023-07, "Segment Reporting (Topic 280) – Improvements to Reporting Segment Disclosures" ("ASU 2023-07"), which requires disclosure of incremental segment information on an annual and interim basis. In addition, ASU 2023-07 clarifies circumstances in which an entity can disclose multiple segment measures of profit or loss, provides new segment disclosure requirements for entities with a single reportable segment, and contains other disclosure requirements. The amendments in ASU 2023-07 are effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024. Early adoption is permitted. The enhanced disclosures are required to be applied retrospectively to all prior periods presented in the financial statements. The Company is currently evaluating the impact of ASU 2023-07 on its consolidated financial statements and disclosures, but does not expect that it will have a material impact on its consolidated financial statements.   In December 2023, the FASB issued ASU 2023-09, "Income Taxes (Topic 740) – Improvements to Income Tax Disclosures" ("ASU 2023-09"), which requires disclosure of specific categories in the rate reconciliation table along with additional information for reconciling items that meet a quantitative threshold, disclosure of disaggregated income taxes paid and modifies other income tax-related disclosures. The amendments in ASU 2023-09 are effective for annual periods beginning after December 15, 2024 and allows for adoption on a prospective basis, with a retrospective option. Early adoption is permitted. The Company is currently evaluating the impact of ASU 2023-09, but does not expect that it will have a material impact on its consolidated financial statements.   Nature of Operations   Phio Pharmaceuticals Corp. ("Phio" or the "Company") is a clinical stage biotechnology company whose proprietary INTASYL® small interfering RNA gene silencing technology is designed to make immune cells more effective in killing tumor cells. The Company is developing therapeutics that are designed to leverage INTASYL to precisely target specific proteins that reduce the body's ability to fight cancer, without the need for specialized formulations or drug delivery systems.   Phio was incorporated in the state of Delaware in 2011 as RXi Pharmaceuticals Corporation. On November 19, 2018, the Company changed its name to Phio Pharmaceuticals Corp., to reflect its transition from a platform company to one that is fully committed to developing groundbreaking immuno-oncology therapeutics.   Effective July 5, 2024, the Company completed a 1-for-9 reverse stock split of the Company's outstanding common stock, including reclassifying an amount equal to the reduction in par value to additional paid-in capital. The reverse stock split did not reduce the number of authorized shares of the Company's common or preferred stock. All share and per share amounts have been adjusted to give effect to the reverse stock split.   1-for-9 reverse stock split Basis of Presentation   The accompanying condensed consolidated financial statements are unaudited and have been prepared in accordance with accounting principles generally accepted in the United States ("GAAP"). Certain information and footnote disclosures that are included in the Company's annual consolidated financial statements, but that are not required for interim reporting purposes, have been condensed or omitted. In the opinion of management, all adjustments (including normal recurring accruals) considered necessary for a fair presentation of the condensed consolidated financial statements have been included.   These statements should be read in conjunction with the audited consolidated financial statements and notes thereto included in the Company's most recent Annual Report on Form 10-K for the year ended December 31, 2023, as filed with the Securities and Exchange Commission (the "SEC") on April 1, 2024 (the "2023 Form 10-K"). Interim results are not necessarily indicative of results for a full year.   Principles of Consolidation   The condensed consolidated financial statements include the accounts of the Company and its wholly-owned subsidiary, MirImmune, LLC. All material intercompany accounts have been eliminated in consolidation.   Segments   The Company operates as one operating segment and all assets are located in the United States.   Use of Estimates   The preparation of financial statements in accordance with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as of the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. The areas subject to significant estimates and judgement include, among others, those related to the fair value of equity awards, accruals for research and development expenses, useful lives of property and equipment, and the valuation allowance on the Company's deferred tax assets. On an ongoing basis the Company evaluates its estimates and bases its estimates on historical experience and other relevant assumptions that the Company believes are reasonable under the circumstances. Actual results could differ materially from these estimates.   Liquidity   The Company has reported recurring losses from operations since its inception and expects to continue to have negative cash flows from operations for the foreseeable future. Historically, the Company's primary source of funding has been from sales of its securities. The Company's ability to continue to fund its operations is dependent on obtaining funding from third parties, such as proceeds from the issuance of debt, sale of equity, or strategic opportunities, in order to maintain its operations. This is dependent on a number of factors, including the market demand or liquidity of the Company's common stock. There is no guarantee that debt, additional equity or other funding will be available to the Company on acceptable terms, or at all. If the Company fails to obtain additional funding when needed, the Company would be forced to scale back or terminate its operations or seek to merge with or to be acquired by another company.   The Company has limited cash resources, has reported recurring losses from operations since inception, has negative operating cash flows and has not yet received product revenues. These factors raise substantial doubt regarding the Company's ability to continue as a going concern, and the Company's current cash resources may not provide sufficient capital to fund operations for at least the next 12 months from the date of the release of these condensed consolidated financial statements. The continuation of the Company as a going concern depends upon the Company's ability to raise additional capital through an equity offering, debt offering and/or strategic opportunity to fund its operations. There can be no assurance that the Company will be successful in accomplishing these plans in order to continue as a going concern. These condensed consolidated financial statements do not include any adjustments to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.   Summary of Significant Accounting Policies   Cash and Cash Equivalents <p

style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify; text-indent: 0.5in"> Cash and cash equivalents include unrestricted cash accounts, money market investments and highly liquid investment instruments with original maturity of three months or less at the date of purchase.   Other than as set forth above, there have been no material changes to the significant accounting policies disclosed in the Company's 2023 Form 10-K.   Recent Accounting Pronouncements   In November 2023, the Financial Accounting Standards Board (the "FASB") issued Accounting Standards Update ("ASU") 2023-07, "Segment Reporting (Topic 280) – Improvements to Reporting Segment Disclosures" ("ASU 2023-07"), which requires disclosure of incremental segment information on an annual and interim basis. In addition, ASU 2023-07 clarifies circumstances in which an entity can disclose multiple segment measures of profit or loss, provides new segment disclosure requirements for entities with a single reportable segment, and contains other disclosure requirements. The amendments in ASU 2023-07 are effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024. Early adoption is permitted. The enhanced disclosures are required to be applied retrospectively to all prior periods presented in the financial statements. The Company is currently evaluating the impact of ASU 2023-07 on its consolidated financial statements and disclosures, but does not expect that it will have a material impact on its consolidated financial statements.   In December 2023, the FASB issued ASU 2023-09, "Income Taxes (Topic 740) – Improvements to Income Tax Disclosures" ("ASU 2023-09"), which requires disclosure of specific categories in the rate reconciliation table along with additional information for reconciling items that meet a quantitative threshold, disclosure of disaggregated income taxes paid and modifies other income tax-related disclosures. The amendments in ASU 2023-09 are effective for annual periods beginning after December 15, 2024 and allows for adoption on a prospective basis, with a retrospective option. Early adoption is permitted. The Company is currently evaluating the impact of ASU 2023-09, but does not expect that it will have a material impact on its consolidated financial statements.   2. Collaboration Agreement   AgonOx, Inc. ("AgonOx")   In February 2021, the Company entered into a clinical co-development collaboration agreement (the "Clinical Co-Development Agreement") with AgonOx, a private company developing a pipeline of novel immunotherapy drugs targeting key regulators of the immune response to cancer. On May 8, 2024, the Company terminated the Clinical Co-Development Agreement with AgonOx, which such termination was effective immediately. Under the Clinical Co-Development Agreement, Phio and AgonOx were working to develop a T cell-based therapy using the Company's lead product candidate, PH-762, and AgonOx's "double positive" tumor infiltrating lymphocytes ("DP TIL") technology. Per the terms of the Clinical Co-Development Agreement, the Company had agreed to reimburse AgonOx up to $<span id="xdx_907_eus-gaap--ContractualObligation_iI_pp0p0_c20240930__us-gaap--TransactionTypeAxis__custom--ClinicalCoDevelopmentAgreementMember__srt--CounterpartyNameAxis__custom--AgonOxMember_zZ8WYiHIH7bf">4,000,000 in expenses incurred to conduct a Phase 1 clinical trial of PH-762 treated DP TIL in patients with advanced melanoma and other advanced solid tumors and was entitled to certain future development milestones and low single-digit sales-based royalty payments from AgonOx licensing its DP TIL technology.   The Company recognized its share of costs arising from research and development activities performed by AgonOx in the Company's condensed consolidated financial statements in the period AgonOx incurred such expense. Effective as of the date of termination, the Clinical Co-Development Agreement and the continuing obligations of the Company and AgonOx thereunder were terminated in their entirety. As a result, the Company is no longer required to provide financial support for the development costs incurred under the Clinical Co-Development Agreement, and is not entitled to future development milestones or royalty payments from AgonOx's licensing of its DP TIL technology.   The Company will pay to AgonOx all Company payment obligations that accrued prior to the termination of the Clinical Co-Development Agreement. Remaining payments to be made to AgonOx as of September 30, 2024 were $35,000, which primarily related to remaining accrued obligations for patient fees and other miscellaneous costs as of the date of termination. Pursuant to the terms of the Clinical Co-Development Agreement, the Company and AgonOx are coordinating the orderly wind-down of the Phase 1 clinical trial. Each of the Company and AgonOx shall be responsible for its own costs and expenses incurred in connection with the wind-down of the Phase 1 clinical trial.   The Company recognized approximately $308,000 and $414,000 in connection with the Clinical Co-Development Agreement during the three and nine months ended September 30, 2024, respectively, which relate to the Company's expense obligations under the Clinical Co-Development Agreement through the date of termination. The Company recognized approximately $606,000 and $906,000 of expense in connection with the Clinical Co-Development Agreement during the three and nine months ended September 30, 2023, respectively.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"> </p> 40000003080004140006060009060000<p id="xdx_809_eus-gaap--FairValueDisclosuresTextBlock_zHYF6t7wNuh2" style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify">3. Fair Value of Financial Instruments</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify; text-indent: 0.5in">The Company follows the provisions of the FASB Accounting Standards Codification ("ASC") Topic 820, "<i>Fair Value Measurement</i>," for the Company's financial assets and liabilities that are re-measured and reported at fair value each reporting period and are re-measured and reported at fair value at least annually using a fair value hierarchy that is broken down into three levels. Level inputs are defined as follows:</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify; text-indent: 0.5in"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify; text-indent: 0.5in">Level 1 – quoted prices in active markets for identical assets or liabilities.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-indent: 0.5in"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify; text-indent: 0.5in">Level 2 – other significant observable inputs for the assets or liabilities through corroboration with market data at the measurement date.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0 0pt 0.5in; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify; text-indent: 0.5in">Level 3 – significant unobservable inputs that reflect management's best estimate of what market participants would use to price the assets or liabilities at the measurement date.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0 0pt 0.5in; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify; text-indent: 0.5in">As of September 30, 2024, the Company categorized its cash equivalents as Level 1 hierarchy as the carrying amounts approximate their fair value due to their short-term nature and market rates of interest. As of December 31, 2023, the Company did not identify any financial instruments required to be presented at fair value.</p> <table cellpadding="0" cellspacing="0" id="xdx_888_eus-gaap--FairValueAssetsMeasuredOnRecurringBasisTextBlock_pn3n3_zcd4F7mQkQph" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 100%" summary="xdx: Disclosure - Fair Value of Financial Instruments - (Details - Financial instruments at fair value)"> <tr style="vertical-align: bottom"> <td style="text-align: left">Schedule of financial instruments at fair value</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom"> <td style="border-bottom: Black 1pt solid; font-weight: bold">Description</td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="3" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">September 30, 2024</td><td style="padding-bottom: 1pt"> </td> <td colspan="3" style="border-bottom: Black 1pt solid; text-align: center"><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: center">Quoted Prices</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: center">In Active Markets
 (Level 1)</p></td><td style="padding-bottom: 1pt"> </td> <td colspan="3" style="border-bottom: Black 1pt solid; text-align: center"> Other Significant
 Observable Inputs
 (Level 2)</td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="3" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">Unobservable
 Inputs
 (Level 3)</td></tr> <tr style="vertical-align: bottom; background-color: rgb(238,238,238)"> <td>Assets:</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="width: 40%; text-align: left; padding-bottom: 1pt">Cash equivalents</td><td style="width: 2%; padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; width: 1%; text-align: left">$</td><td id="xdx_983_eus-gaap--CashAndCashEquivalentsFairValueDisclosure_iI_pn3n3_c20240930__us-gaap--FairValueByAssetClassAxis__us-gaap--CashAndCashEquivalentsMember_zN33BQzFrg1" style="border-bottom: Black 1pt solid; width: 11%; text-align: right" title="Total">5,390</td><td style="width: 1%; padding-bottom: 1pt; text-align: left"> </td><td style="width: 2%; padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; width: 1%; text-align: left">$</td><td id="xdx_987_eus-gaap--CashAndCashEquivalentsFairValueDisclosure_iI_pn3n3_c20240930__us-gaap--FairValueByAssetClassAxis__us-gaap--CashAndCashEquivalentsMember__us-gaap--FairValueByFairValueHierarchyLevelAxis__us-gaap--FairValueInputsLevel1Member_zwkZz1ze8R2d" style="border-bottom: Black 1pt solid; width: 11%; text-align: right" title="Total">5,390</td><td style="width: 1%; padding-bottom: 1pt; text-align: left"> </td><td style="width: 2%; padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; width: 1%; text-align: left">$</td><td id="xdx_987_eus-gaap--CashAndCashEquivalentsFairValueDisclosure_iI_pn3n3_d0_c20240930__us-gaap--FairValueByAssetClassAxis__us-gaap--CashAndCashEquivalentsMember__us-gaap--FairValueByFairValueHierarchyLevelAxis__us-gaap--FairValueInputsLevel2Member_zDvZkxkp0Pq2" style="border-bottom: Black 1pt solid; width: 11%; text-align: right" title="Total">-</td><td style="width: 1%; padding-bottom: 1pt; text-align: left"> </td><td style="width: 2%; padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; width: 1%; text-align: left">$</td><td id="xdx_98B_eus-gaap--CashAndCashEquivalentsFairValueDisclosure_iI_pn3n3_d0_c20240930__us-gaap--FairValueByAssetClassAxis__us-gaap--CashAndCashEquivalentsMember__us-gaap--FairValueByFairValueHierarchyLevelAxis__us-gaap--FairValueInputsLevel3Member_zQkC3LfTs1zd" style="border-bottom: Black 1pt solid; width: 11%; text-align: right" title="Total">-</td><td style="width: 1%; padding-bottom: 1pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(238,238,238)"> <td style="padding-bottom: 2.5pt">Total</td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td id="xdx_988_eus-gaap--CashAndCashEquivalentsFairValueDisclosure_iI_pn3n3_c20240930_zR7hoPxdNkIc" style="border-bottom: Black 2.5pt double; text-align: right" title="Total">5,390</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td id="xdx_98F_eus-gaap--CashAndCashEquivalentsFairValueDisclosure_iI_pn3n3_c20240930__us-gaap--FairValueByFairValueHierarchyLevelAxis__us-gaap--FairValueInputsLevel1Member_z7V4f7C1JfHI" style="border-bottom: Black 2.5pt double; text-align: right" title="Total">5,390</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td id="xdx_98C_eus-gaap--CashAndCashEquivalentsFairValueDisclosure_iI_pn3n3_d0_c20240930__us-gaap--FairValueByFairValueHierarchyLevelAxis__us-gaap--FairValueInputsLevel2Member_zzQyguvdEnfd" style="border-bottom: Black 2.5pt double; text-align: right" title="Total">-</td><td style="padding-bottom: 2.5pt; text-

align: left"> </td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td id="xdx_981_eus-gaap--CashAndCashEquivalentsFairValueDisclosure_iI_pn3n3_d0_c20240930__us-gaap--FairValueByFairValueHierarchyLevelAxis__us-gaap--FairValueInputsLevel3Member_zqQ7rA53l41f" style="border-bottom: Black 2.5pt double; text-align: right" title="Total">-</td><td style="padding-bottom: 2.5pt; text-align: left"> </td></tr> </table> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify; text-indent: 0.5in"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify; text-indent: 0.5in">The carrying amounts of cash, accounts payable and accrued expenses of the Company approximate their fair values due to their short-term nature.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify; text-indent: 0.5in"> </p> <table cellpadding="0" cellspacing="0" id="xdx_888_eus-gaap--FairValueAssetsMeasuredOnRecurringBasisTextBlock_pn3n3_zcd4F7mQkOph" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 100%" summary="xdx: Disclosure - Fair Value of Financial Instruments - (Details - Financial instruments at fair value)"> <tr style="vertical-align: bottom"> <td style="text-align: left">Schedule of financial instruments at fair value</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom"> <td style="border-bottom: Black 1pt solid; font-weight: bold">Description</td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="3" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">September 30, 2024</td><td style="padding-bottom: 1pt"> </td> <td colspan="3" style="border-bottom: Black 1pt solid; text-align: center"><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: center">Quoted Prices</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: center">In Active Markets
 (Level 1)</p></td><td style="padding-bottom: 1pt"> </td> <td colspan="3" style="border-bottom: Black 1pt solid; text-align: center"> Other Significant
 Observable Inputs
 (Level 2)</td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="3" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">Unobservable
 Inputs
 (Level 3)</td></tr> <tr style="vertical-align: bottom; background-color: rgb(238,238,238)"> <td>Assets:</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="width: 40%; text-align: left; padding-bottom: 1pt">Cash equivalents</td><td style="width: 2%; padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; width: 1%; text-align: left">$</td><td id="xdx_983_eus-gaap--CashAndCashEquivalentsFairValueDisclosure_iI_pn3n3_c20240930__us-gaap--FairValueByAssetClassAxis__us-gaap--CashAndCashEquivalentsMember_zN33BQzFrg1" style="border-bottom: Black 1pt solid; width: 11%; text-align: right" title="Total">5,390</td><td style="width: 1%; padding-bottom: 1pt; text-align: left"> </td><td style="width: 2%; padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; width: 1%; text-align: left">$</td><td id="xdx_987_eus-gaap--CashAndCashEquivalentsFairValueDisclosure_iI_pn3n3_c20240930__us-gaap--FairValueByAssetClassAxis__us-gaap--CashAndCashEquivalentsMember__us-gaap--FairValueByFairValueHierarchyLevelAxis__us-gaap--FairValueInputsLevel1Member_zwkZz1ze8R2d" style="border-bottom: Black 1pt solid; width: 11%; text-align: right" title="Total">5,390</td><td style="width: 1%; padding-bottom: 1pt; text-align: left"> </td><td style="width: 2%; padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; width: 1%; text-align: left">$</td><td id="xdx_987_eus-gaap--CashAndCashEquivalentsFairValueDisclosure_iI_pn3n3_d0_c20240930__us-gaap--FairValueByAssetClassAxis__us-gaap--CashAndCashEquivalentsMember__us-gaap--FairValueByFairValueHierarchyLevelAxis__us-gaap--FairValueInputsLevel2Member_zDvZkxkp0Pq2" style="border-bottom: Black 1pt solid; width: 11%; text-align: right" title="Total">-</td><td style="width: 1%; padding-bottom: 1pt; text-align: left"> </td><td style="width: 2%; padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; width: 1%; text-align: left">$</td><td id="xdx_98B_eus-gaap--CashAndCashEquivalentsFairValueDisclosure_iI_pn3n3_d0_c20240930__us-gaap--FairValueByAssetClassAxis__us-gaap--CashAndCashEquivalentsMember__us-gaap--FairValueByFairValueHierarchyLevelAxis__us-gaap--FairValueInputsLevel3Member_zQkC3LfTs1zd" style="border-bottom: Black 1pt solid; width: 11%; text-align: right" title="Total">-</td><td style="width: 1%; padding-bottom: 1pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(238,238,238)"> <td style="padding-bottom: 2.5pt">Total</td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td id="xdx_988_eus-gaap--CashAndCashEquivalentsFairValueDisclosure_iI_pn3n3_c20240930_zR7hoPxdNkIc" style="border-bottom: Black 2.5pt double; text-align: right" title="Total">5,390</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td id="xdx_98F_eus-gaap--CashAndCashEquivalentsFairValueDisclosure_iI_pn3n3_c20240930__us-gaap--FairValueByFairValueHierarchyLevelAxis__us-gaap--FairValueInputsLevel1Member_z7V4f7C1JfHI" style="border-bottom: Black 2.5pt double; text-align: right" title="Total">5,390</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td id="xdx_98C_eus-gaap--CashAndCashEquivalentsFairValueDisclosure_iI_pn3n3_d0_c20240930__us-gaap--FairValueByFairValueHierarchyLevelAxis__us-gaap--FairValueInputsLevel2Member_zzOyguvdEnfd" style="border-bottom: Black 2.5pt double; text-align: right" title="Total">-</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td id="xdx_981_eus-gaap--CashAndCashEquivalentsFairValueDisclosure_iI_pn3n3_d0_c20240930__us-gaap--FairValueByFairValueHierarchyLevelAxis__us-gaap--FairValueInputsLevel3Member_zqQ7rA53l41f" style="border-bottom: Black 2.5pt double; text-align: right" title="Total">-</td><td style="padding-bottom: 2.5pt; text-align: left"> </td></tr> </table>539000053900000053900005390000000 4. Leases   The Company entered into a lease for a laboratory facility located at 17 Briden Street, Worcester, Massachusetts, which covers 321 square feet of rentable space. The lease commenced on March 1, 2024 and had an original expiration date of August 31, 2024. The Company has the option to renew the lease for additional 6-month periods. On June 1, 2024, the Company elected the option to renew the lease for an additional 6-month period, and the lease will expire on February 28, 2025. The Company made an accounting policy election under the FASB ASC Topic 842, “Leases” not to recognize leases with a term less than one year on the balance sheet and that do not contain a purchase option. Under the short-term lease election, the Company will recognize the lease payments for the laboratory facility on a straight-line basis over the lease term.   The total base rent for the premises over each 6-month term is expected to be $15,000. During the three and nine month periods ending September 30, 2024, the Company recognized $8,129 and $18,909, respectively, of rent expense and variable lease costs related to the laboratory facility.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify; text-indent: 0.5in"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify; text-indent: 0.5in">The Company’s lease for its corporate headquarters and primary research facility in Marlborough, Massachusetts was for a total of 7,581 square feet of office and laboratory space and expired on March 31, 2024. The lease agreement did not contain information to determine the borrowing rate implicit in the lease. As such, the Company calculated its incremental borrowing rate based on what the Company would have to pay to borrow on a collateralized basis over the lease term for an amount equal to the remaining lease payments, taking into consideration such assumptions as, but not limited to, the U.S. treasury yield rate and borrowing rates from a creditworthy financial institution using the above lease factors. The Company has continued operations as a primarily remote business with the expiration of the lease, but has contracted a private mailbox with an address of 11 Apex Drive, Suite 300A, PMB 2006, Marlborough, MA 01752 to use as its principal mailing address for SEC and other purposes.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify; text-indent: 0.5in"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify; text-indent: 0.5in">The lease for the Company’s former corporate headquarters represented all of the Company’s capitalized lease obligations.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify; text-indent: 0.5in"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify; text-indent: 0.5in">The amounts reported in the condensed consolidated balance sheets for the Company’s former corporate headquarters classified as an operating lease in which the Company is the lessee and other supplemental balance sheet information is set forth as follows, in thousands, except the lease term (number of years) and discount rate:</p> <table cellpadding="0" cellspacing="0" id="xdx_883_ecustom--SupplementalBalanceSheetInformationRelatedToOperatingLeasesTableTextBlock_z1vbudcZdge9" style="font: 10pt Times New Roman, Times, Serif; width: 100%; border-collapse: collapse" summary="xdx: Disclosure - Leases (Details - Balance sheet lease items)"> <tr style="vertical-align: bottom"> <td>Schedule of lease amounts recorded in balance sheet</td> <td> </td> <td colspan="3" id="xdx_495_20240930_zeNapWn36W72" style="text-align: center"> </td> <td> </td> <td colspan="3" id="xdx_49F_20231231_z1UkgDHcioE" style="text-align: center"> </td></tr> <tr style="vertical-align: bottom"> <td> </td> <td> </td> <td colspan="3" style="border-bottom: black 1pt solid"><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: center">September 30,</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: center">2024</p></td> <td> </td> <td colspan="3" style="border-bottom: black 1pt solid"><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: center">December 31,</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: center">2023</p></td></tr> <tr id="xdx_406_ecustom--AssetsLesseeAbstract_iB_ztmyVHVGD9b" style="vertical-align: bottom; background-color: #EEEEEE"> <td>Assets</td> <td> </td> <td> </td> <td> </td> <td style="text-align: right"> </td> <td> </td> <td> </td> <td> </td> <td style="text-align: right"> </td> <td> </td></tr> <tr style="vertical-align: bottom; background-color: white"> <td style="width: 68%">Right of use asset</td> <td style="width: 1%"> </td> <td style="border-bottom: black 2.25pt double; width: 1%">$</td> <td id="xdx_988_eus-gaap--OperatingLeaseRightOfUseAsset_iI_pn3n3_d0_c20240930_zW7bNWcEryRe" style="border-bottom: black 2.25pt double; width: 13%; text-align: right" title="Right of use asset">-</td> <td style="width: 1%"> </td> <td style="border-bottom: black 2.25pt double; width: 1%">$</td> <td id="xdx_985_eus-gaap--OperatingLeaseRightOfUseAsset_iI_pn3n3_c20231231_zsPrif6EFGCk" style="border-bottom: black 2.25pt double; width: 13%; text-align: right" title="Right of use asset">33</td> <td style="width: 1%"> </td></tr> <tr id="xdx_40F_ecustom--LiabilitiesLesseeAbstract_iB_z4ZVHC2smDVd" style="vertical-align: bottom; background-color: #EEEEEE"> <td>Liabilities</td> <td> </td> <td> </td> <td> </td> <td style="text-align: right"> </td> <td> </td> <td> </td> <td> </td> <td style="text-align: right"> </td> <td> </td></tr> <tr style="vertical-align: bottom; background-color: white"> <td>Lease liability</td> <td> </td> <td style="border-bottom: black 2.25pt double">$</td> <td id="xdx_98C_eus-gaap--OperatingLeaseLiability_iI_pn3n3_d0_c20240930_zsUYQYzjbGm" style="border-bottom: black 2.25pt double; text-align: right" title="Lease liability">-</td> <td> </td> <td> </td> <td style="border-bottom: black 2.25pt double">$</td> <td id="xdx_98A_eus-gaap--OperatingLeaseLiability_iI_pn3n3_c20231231_z9kVqxYHKFw8" style="border-bottom: black 2.25pt double; text-align: right" title="Lease liability">35</td> <td> </td></tr> <tr id="xdx_402_ecustom--LeaseTermAndDiscountRateAbstract_iB_zP83yl185QPl" style="vertical-align: bottom; background-color: #EEEEEE"> <td>Lease Term and Discount Rate</td> <td> </td> <td> </td> <td> </td> <td style="text-align: right"> </td> <td> </td> <td> </td> <td> </td> <td style="text-align: right"> </td> <td> </td></tr> <tr style="vertical-align: bottom; background-color: white"> <td>Weighted average remaining lease term</td> <td> </td> <td> </td> <td> </td> <td style="text-align: right">-</td> <td> </td> <td> </td> <td> </td> <td> </td> <td style="text-align: right">0.25</td> <td> </td></tr> <tr style="vertical-align: bottom; background-color: #EEEEEE"> <td>Weighted average discount rate</td> <td> </td> <td> </td> <td> </td> <td style="text-align: right">-</td> <td> </td> <td> </td> <td> </td> <td> </td> <td style="text-align: right">4.70%</td> <td> </td></tr> </table>   There were no

operating lease costs for our former corporate headquarters included in operating expense for the three months ended September 30, 2024. Operating lease costs for our former corporate headquarters included in operating expense were $33,000 for the three months ended September 30, 2023. Operating expenses were $33,000 and $99,000 for the nine months ended September 30, 2024 and 2023, respectively.   The Company's condensed consolidated statements of cash flows for the Company's former corporate headquarters was $35,000 and $104,000 for the nine months ended September 30, 2024 and 2023, respectively.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify; text-indent: 0.5in"> </p> 3212024-08-31150008129189097581202 4-03-31<table cellpadding="0" cellspacing="0" id="xdx_883_ecustom--SupplementalBalanceSheetInformationRelatedToOperatingLeasesTableTextBlock_z1vbudcZdge9" style="font: 10pt Times New Roman, Times, Serif; width: 100%; border-collapse: collapse" summary="xdx: Disclosure - Leases (Details - Balance sheet lease items)"> <tr style="vertical-align: bottom"> <td>Schedule of lease amounts recorded in balance sheet</td> <td> </td> <td colspan="3" id="xdx_495_20240930_zeNapWn36W72" style="text-align: center"> </td> <td> </td> <td colspan="3" id="xdx_49F_20231231_z1UkgDHcioE" style="text-align: center"> </td></tr> <tr style="vertical-align: bottom"> <td> </td> <td> </td> <td colspan="3" style="border-bottom: black 1pt solid"><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: center">September 30,</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: center">2024</p></td> <td> </td> <td colspan="3" style="border-bottom: black 1pt solid"><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: center">December 31,</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: center">2023</p></td></tr> <tr id="xdx_406_ecustom--AssetsLesseeAbstract_iB_zttmyVHVGD9b" style="vertical-align: bottom; background-color: #EEEEEE"> <td>Assets</td> <td> </td> <td> </td> <td style="text-align: right"> </td> <td> </td> <td> </td> <td> </td> <td style="text-align: right"> </td> <td> </td> <td> </td></tr> <tr style="vertical-align: bottom; background-color: white"> <td style="width: 68%">Right of use asset</td> <td style="width: 1%"> </td> <td style="border-bottom: black 2.25pt double; width: 1%">$</td> <td id="xdx_988_eus-gaap--OperatingLeaseRightOfUseAsset_iI_pn3n3_d0_c20240930_zW7bNWcEryRe" style="border-bottom: black 2.25pt double; width: 13%; text-align: right" title="Right of use asset">-</td> <td style="width: 1%"> </td> <td style="width: 1%"> </td> <td style="border-bottom: black 2.25pt double; width: 1%">$</td> <td id="xdx_985_eus-gaap--OperatingLeaseRightOfUseAsset_iI_pn3n3_c20231231_zsPrif6EFGCk" style="border-bottom: black 2.25pt double; width: 13%; text-align: right" title="Right of use asset">33</td> <td style="width: 1%"> </td></tr> <tr id="xdx_40F_ecustom--LiabilitiesLesseeAbstract_iB_z4ZVHC2smDVd" style="vertical-align: bottom; background-color: #EEEEEE"> <td>Liabilities</td> <td> </td> <td> </td> <td style="text-align: right"> </td> <td> </td> <td> </td> <td> </td> <td style="text-align: right"> </td> <td> </td> <td> </td></tr> <tr style="vertical-align: bottom; background-color: white"> <td>Lease liability</td> <td> </td> <td style="border-bottom: black 2.25pt double">$</td> <td id="xdx_98C_eus-gaap--OperatingLeaseLiability_iI_pn3n3_d0_c20240930_zsUYQYzjbGm" style="border-bottom: black 2.25pt double; text-align: right" title="Lease liability">-</td> <td> </td> <td> </td> <td style="border-bottom: black 2.25pt double">$</td> <td id="xdx_98A_eus-gaap--OperatingLeaseLiability_iI_pn3n3_c20231231_z9kVqxYHKFw8" style="border-bottom: black 2.25pt double; text-align: right" title="Lease liability">35</td> <td> </td></tr> <tr id="xdx_402_ecustom--LeaseTermAndDiscountRateAbstract_iB_zP83yl185QPl" style="vertical-align: bottom; background-color: #EEEEEE"> <td>Lease Term and Discount Rate</td> <td> </td> <td> </td> <td> </td> <td style="text-align: right"> </td> <td> </td> <td> </td> <td> </td> <td> </td> <td> </td> <td> </td> <td> </td> <td> </td> <td style="text-align: right"> </td> <td> </td> <td> </td></tr> <tr style="vertical-align: bottom; background-color: white"> <td>Weighted average remaining lease term</td> <td> </td> <td> </td> <td> </td> <td style="text-align: right">-</td> <td> </td> <td> </td> <td> </td> <td> </td> <td style="text-align: right">0.25</td> <td> </td></tr> <tr style="vertical-align: bottom; background-color: #EEEEEE"> <td>Weighted average discount rate</td> <td> </td> <td> </td> <td> </td> <td style="text-align: right">-</td> <td> </td> <td> </td> <td> </td> <td> </td> <td style="text-align: right">4.70%</td> <td> </td></tr> </table>0330000035000P0Y3M00.047003300033000990003500010400 0 5. Stockholders' Equity   Financings   May 2024 Financing — On May 16, 2024, the Company entered into a purchase agreement (the "Purchase Agreement") with Triton Funds LP ("Triton"), pursuant to which the Company agreed to sell, and Triton agreed to purchase, upon the Company's request in one or more transactions, up to 95,833 shares of the Company's common stock at a purchase price of $6.48 per share (the "Purchase Price"), for aggregate gross proceeds of up to $621,000. The Company recorded expense of approximately $100,000, primarily related to legal fees, in connection with the execution of the Purchase Agreement with Triton. On July 3, 2024, the Company terminated the Purchase Agreement with Triton effective immediately. No shares of common stock were sold by the Company pursuant to the Purchase Agreement prior to termination.   July 2024 Financing — On July 11, 2024, the Company entered into inducement letter agreements (the "July 2024 Inducement Letter Agreements") with certain holders of certain of the Company's existing warrants to purchase up to an aggregate of 545,286 shares of the Company's common stock. The existing warrants were originally issued in February 2020 through December 2023, having exercise prices between $324.00 and $9.72 per share. Pursuant to the July 2024 Inducement Letter Agreements, these warrants were exercised for cash at a reduced exercise of $5.45 per share in consideration of the Company's agreement to issue new unregistered five and one-half year term Series C warrants to purchase up to <span id="xdx_907_eus-gaap--SharesIssued_iI_pip0_c20240711__us-gaap--SecuritiesFinancingTransactionAxis__custom--July2024FinancingMember__us-gaap--StatementClassOfStockAxis__custom--SeriesCWarrantsMember_zWVKCgSjKdu">583,098 shares of common stock at an exercise price of $<span id="xdx_907_eus-gaap--SharesIssuedPricePerShare_iI_pip0_c20240711__us-gaap--SecuritiesFinancingTransactionAxis__custom--July2024FinancingMember__us-gaap--StatementClassOfStockAxis__custom--SeriesCWarrantsMember_zXomiKXNyAh3">5.45 and new unregistered eighteen month term Series D warrants to purchase up to <span id="xdx_90F_eus-gaap--SharesIssued_iI_pip0_c20240711__us-gaap--SecuritiesFinancingTransactionAxis__custom--July2024FinancingMember__us-gaap--StatementClassOfStockAxis__custom--SeriesDWarrantsMember_zKvhYkHlitlc">507,474 shares of common stock at an exercise price of $<span id="xdx_908_eus-gaap--SharesIssuedPricePerShare_iI_pip0_c20240711__us-gaap--SecuritiesFinancingTransactionAxis__custom--July2024FinancingMember__us-gaap--StatementClassOfStockAxis__custom--SeriesDWarrantsMember_zaJgWRshhd37">5.45, both issued and sold at a price of $0.125 per warrant share (the "July 2024 Financing"). In addition, the Company issued warrants to the placement agent, HCW, to purchase a total of 40,896 shares of common stock at an exercise price of $6.8125 per share. The net proceeds to the Company from the July 2024 Financing were approximately $2,646,000, after deducting placement agent fees and offering expenses. The Company incurred non-cash equity issuance cost of approximately $2.4 million for the incremental fair value of the outstanding equity classified warrants and approximately $0.2 million for placement agent warrants.   Pursuant to the terms of the July 2024 Inducement Letter Agreements, in the event that the exercise of the existing warrants in the July 2024 Financing would have otherwise caused a holder to exceed the beneficial ownership limitations set forth in the existing warrant, the Company issued the number of shares that would not cause a holder to exceed such beneficial ownership limitation and agreed to hold such balance of shares of common stock in abeyance. Accordingly, an aggregate of <span id="xdx_908_eus-gaap--CommonStockCapitalSharesReservedForFutureIssuance_iI_pip0_c20240731__us-gaap--SecuritiesFinancingTransactionAxis__custom--July2024AbeyanceSharesMember__us-gaap--TransactionTypeAxis__custom--July2024InducementLetterAgreementMember_zC7XdY0gwflk">328,758 shares of common stock were held in abeyance (the "July 2024 Abeyance Shares") with such July 2024 Abeyance Shares evidenced through the holder's existing warrants and which are deemed to be prepaid. The July 2024 Abeyance Shares were held until notice was received by the holder that the balance of the shares of common stock could be issued in compliance with such beneficial ownership limitations and were exercised pursuant to a notice of exercise from the holder. Until such time, the Abeyance Shares were evidenced through the holder's existing warrants and have been included in the Company's table of outstanding warrants below. During the three months ended September 30, 2024, <span id="xdx_90B_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardSharesIssuedInPeriod_pip0_c20240701__20240930__us-gaap--SecuritiesFinancingTransactionAxis__custom--July2024AbeyanceSharesMember__us-gaap--TransactionTypeAxis__custom--July2024InducementLetterAgreementMember_zhiW0Ge9aTc2">231,758 of the July 2024 Abeyance Shares were released. The remainder of the July 2024 Abeyance Shares were subsequently released in October 2024.   April 2023 Financing — On April 20, 2023, the Company completed a registered direct offering and a concurrent private placement of a total of: 39,331 registered shares of the Company's common stock at a purchase price per share of $50.85, unregistered five and one-half year term Series A warrants to purchase up to <span id="xdx_90F_ecustom--WarrantsIssuedNewShares_iI_pip0_c20230420__us-gaap--SecuritiesFinancingTransactionAxis__custom--April2023FinancingMember__us-gaap--StatementClassOfStockAxis__custom--SeriesAWarrantsMember_zWtiV78Tic9h">39,331 shares of common stock at an exercise price of $<span id="xdx_901_eus-gaap--ClassOfWarrantOrRightExercisePriceOfWarrantsOrRights1_iI_pip0_c20230420__us-gaap--SecuritiesFinancingTransactionAxis__custom--April2023FinancingMember__us-gaap--StatementClassOfStockAxis__custom--SeriesAWarrantsMember_z9M8bXAyTpO2">48.60 per share and unregistered eighteen month term Series B warrants to purchase up to <span id="xdx_905_ecustom--WarrantsIssuedNewShares_iI_pip0_c20230420__us-gaap--SecuritiesFinancingTransactionAxis__custom--April2023FinancingMember__us-gaap--StatementClassOfStockAxis__custom--SeriesBWarrantsMember_zlnCvnsCrVvi">39,331 shares of common stock at an exercise price of $<span id="xdx_903_eus-gaap--ClassOfWarrantOrRightExercisePriceOfWarrantsOrRights1_iI_pip0_c20230420__us-gaap--SecuritiesFinancingTransactionAxis__custom--April2023FinancingMember__us-gaap--StatementClassOfStockAxis__custom--SeriesBWarrantsMember_z50lLC0t9eh7">48.60 per share (collectively, the "April 2023 Financing"). In addition, the Company issued unregistered warrants to the placement agent, H.C. Wainwright & Co., LLC ("HCW"), in the April 2023 Financing to purchase a total of <span id="xdx_90E_ecustom--WarrantsIssuedNewShares_iI_pip0_c20230420__us-gaap--SecuritiesFinancingTransactionAxis__custom--April2023FinancingMember__us-gaap--StatementClassOfStockAxis__custom--PlacementAgentWarrantsMember_zwtEQ0K7jad8">2,950 shares of common stock at an exercise price of $<span id="xdx_908_eus-gaap--ClassOfWarrantOrRightExercisePriceOfWarrantsOrRights1_iI_pip0_c20230420__us-gaap--SecuritiesFinancingTransactionAxis__custom--April2023FinancingMember__us-gaap--StatementClassOfStockAxis__custom--PlacementAgentWarrantsMember_zMTw705p5cya">63.56 per share. Net proceeds to the Company from the April 2023 Financing were $1,538,000 after deducting placement agent fees and offering expenses. <p style="font: 10pt Times New Roman,

Times, Serif; margin: 0pt 0; text-align: justify; text-indent: 0.5in"> In connection with the April 2023 Financing, the Company entered into warrant amendment agreements (the "Warrant Amendment Agreements") with the participating investors to amend the exercise price of certain existing warrants to purchase up to an aggregate of <span id="xdx_908_ecustom--AmendedWarrants_pip0_c20230419__20230420__us-gaap--SecuritiesFinancingTransactionAxis__custom--April2023FinancingMember__us-gaap--TransactionTypeAxis__custom--WarrantAmendmentAgreementsMember__us-gaap--AwardTypeAxis__custom--PreviouslyIssuedWarrantsMember_zl8Zph1lxF01">21,291 shares of common stock that were previously issued in April 2018 through January 2021, such that each of the amended warrants have an exercise price of $<span id="xdx_90C_eus-gaap--ClassOfWarrantOrRightExercisePriceOfWarrantsOrRights1_iI_pip0_c20230420__us-gaap--SecuritiesFinancingTransactionAxis__custom--April2023FinancingMember__us-gaap--TransactionTypeAxis__custom--WarrantAmendmentAgreementsMember__us-gaap--AwardTypeAxis__custom--PreviouslyIssuedWarrantsMember_zEieUCZ0c9Hk">48.60 per share. The Company received $<span id="xdx_901_ecustom--ProceedsFromAmendmentOfWarrants_pp0p0_c20230419__20230420__us-gaap--SecuritiesFinancingTransactionAxis__custom--April2023FinancingMember__us-gaap--TransactionTypeAxis__custom--WarrantAmendmentAgreementsMember__us-gaap--AwardTypeAxis__custom--PreviouslyIssuedWarrantsMember_zJ58ElvAKqLg">23,952 as consideration in connection with the Warrant Amendment Agreements. The Company assessed the amendments to the exercise price of the warrants under ASC Topic 815, "Derivatives and Hedging" ("ASC 815") and determined that the amendment to the exercise price was completed in connection with and contingent on the close of the April 2023 Financing. The increase in fair value of $<span id="xdx_90F_eus-gaap--EquityClassifiedWrittenCallOptionModificationEquityIssuanceIncreaseDecreaseInEquityAmount_pp0p0_c20230419__20230420__us-gaap--SecuritiesFinancingTransactionAxis__custom--April2023FinancingMember__us-gaap--TransactionTypeAxis__custom--WarrantAmendmentAgreementsMember__us-gaap--AwardTypeAxis__custom--PreviouslyIssuedWarrantsMember_zHFt7vA3nhS4">293,000 related to the Warrant Amendment Agreements was recognized as an equity issuance cost and recorded in additional paid in capital per ASC 815.   June 2023 Financing — On June 2, 2023, the Company completed a registered direct offering and a concurrent private placement of a total of: <span id="xdx_907_eus-gaap--StockIssuedDuringPeriodSharesNewIssues_pip0_c20230601__20230602__us-gaap--SecuritiesFinancingTransactionAxis__custom--June2023FinancingMember__us-gaap--StatementClassOfStockAxis__custom--RegisteredSharesMember_zFlcmoeOjJv6">25,961 registered shares and <span id="xdx_901_eus-gaap--StockIssuedDuringPeriodSharesNewIssues_pip0_c20230601__20230602__us-gaap--SecuritiesFinancingTransactionAxis__custom--June2023FinancingMember__us-gaap--StatementClassOfStockAxis__custom--UnregisteredSharesMember_zg3oyUfBaPDd">8,000 unregistered shares of the Company's common stock each at a purchase price per share of $<span id="xdx_907_eus-gaap--SharesIssuedPricePerShare_iI_pip0_c20230602__us-gaap--SecuritiesFinancingTransactionAxis__custom--June2023FinancingMember__us-gaap--StatementClassOfStockAxis__custom--UnregisteredSharesMember_zctRA1nlYU6e">38.52, unregistered pre-funded warrants to purchase up to an aggregate of <span id="xdx_90B_ecustom--WarrantsIssuedNewShares_iI_pip0_c20230602__us-gaap--SecuritiesFinancingTransactionAxis__custom--June2023FinancingMember__us-gaap--StatementClassOfStockAxis__custom--UnregisteredPreFundedWarrantsMember_zZD4dZfWqjw4">69,881 shares of common stock at a purchase price per share of $<span id="xdx_900_eus-gaap--SharesIssuedPricePerShare_iI_pip0_c20230602__us-gaap--SecuritiesFinancingTransactionAxis__custom--June2023FinancingMember__us-gaap--StatementClassOfStockAxis__custom--UnregisteredPreFundedWarrantsMember_zwD0PAvnoBxc">38.511 and with a pre-funded warrant exercise price of $<span id="xdx_904_eus-gaap--ClassOfWarrantOrRightExercisePriceOfWarrantsOrRights1_iI_pip0_c20230602__us-gaap--SecuritiesFinancingTransactionAxis__custom--June2023FinancingMember__us-gaap--StatementClassOfStockAxis__custom--UnregisteredPreFundedWarrantsMember_zaVdOGTxSEqf">0.009 per share, unregistered five and one-half year term Series A warrants to purchase up to an aggregate of 103,842 shares of common stock at an exercise price of $36.27 per share and unregistered eighteen month term Series B warrants to purchase up to an aggregate of 103,842 shares of common stock at an exercise price of $36.27 per share (collectively, the "June 2023 Financing"). In addition, the Company issued unregistered warrants to the placement agent, HCW, in the June 2023 Financing to purchase a total of 7,788 shares of common stock at an exercise price of $48.15 per share. Net proceeds to the Company from the June 2023 Financing were $3,510,000 after deducting placement agent fees and offering expenses. </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify; text-indent: 0.5in"><i>December 2023 Financing —</i> In December 2023, the Company entered into an inducement letter agreement (the "December 2023 Inducement Letter Agreement") with certain holders of the Company's existing warrants to purchase up to an aggregate of 236,695 shares of the Company's common stock (the "December 2023 Financing"). Pursuant to the terms of the December 2023 Inducement Letter Agreement, in the event that the exercise of the existing warrants in the December 2023 Financing would have otherwise caused a holder to exceed the beneficial ownership limitations set forth in the existing warrant, the Company issued the number of shares that would not cause a holder to exceed such beneficial ownership limitation and agreed to hold such balance of shares of common stock in abeyance. Accordingly, an aggregate of 91,820 shares of common stock were held in abeyance (the "December 2023 Abeyance Shares") with such December 2023 Abeyance Shares evidenced through the holder's existing warrants and which were deemed to be prepaid. The December 2023 Abeyance Shares were held until notice was received by the holder that the balance of the shares of common stock could be issued in compliance with such beneficial ownership limitations and were exercised pursuant to a notice of exercise from the holder. Until such time, the December 2023 Abeyance Shares were evidenced through the holder's existing warrants and have been included in the Company's table of outstanding warrants below.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify; background-color: white"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify; text-indent: 0.5in; background-color: white">Pursuant to the terms of the Inducement Letter Agreement, in the event that the exercise of the existing warrants in the December 2023 Financing would have otherwise caused a holder to exceed the beneficial ownership limitations set forth in the existing warrant, the Company issued the number of shares that would not cause a holder to exceed such beneficial ownership limitation and agreed to hold such balance of shares of common stock in abeyance. Accordingly, at December 31, 2023, an aggregate of 91,819 shares of common stock were held in abeyance (the "Abeyance Shares") with such Abeyance Shares evidenced through the holder's existing warrants and which are deemed to be prepaid. The Abeyance Shares will be held until notice is received by the holder that the balance of the shares of common stock may be issued in compliance with such beneficial ownership limitations and may be exercised pursuant to a notice of exercise from the holder. Until such time, the Abeyance Shares are evidenced through the holder's existing warrants and have been included in the Company's table of outstanding warrants below. The remainder of the December 2023 Abeyance Shares were subsequently released during the first quarter of 2024.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify; text-indent: 0.5in"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0"><i>Warrants</i></p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-indent: 0.5in"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify; text-indent: 0.5in">The Company first assesses warrants that are issued by the Company under the FASB ASC Topic 480, "<i>Distinguishing Liabilities from Equity</i>" ("ASC 480") to determine whether the warrants are within the scope of ASC 480. If there are no instances outside of the Company's control that could require cash settlement, the Company then applies and follows the applicable accounting guidance in ASC 815. Financial instruments are accounted for as either derivative liabilities or equity instruments depending on the specific terms of the agreement. Based on the assessment of the warrants issued by the Company under the guidance in ASC 480 and ASC 815, the warrants issued by the Company have been classified within stockholder's equity.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify; text-indent: 0.5in"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify; text-indent: 0.5in; background-color: white">During the three months ended September 30, 2024, 231,758 of the July 2024 Abeyance Shares were released and issued. During the three months ended September 30, 2023, 35,588 shares of common stock were issued related to the exercise of pre-funded warrants from the June 2023 Financing.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify; text-indent: 0.5in; background-color: white"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify; text-indent: 0.5in; background-color: white">During the nine months ended September 30, 2024, all of the December 2023 Abeyance Shares were released and issued and 231,758 of the July 2024 Abeyance Shares were released and issued. During the nine months ended September 30, 2023, 55,032 shares of common stock were issued related to the exercise of pre-funded warrants from the June 2023 Financing.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify; text-indent: 0.5in"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify; text-indent: 0.5in">The following table summarizes the Company's outstanding warrants, all of which are classified as equity instruments, at September 30, 2024:</p> <table cellpadding="0" cellspacing="0" id="xdx_882_eus-gaap--ScheduleOfStockholdersEquityNoteWarrantsOrRightsTextBlock_zt3qca6aodt" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 100%" summary="xdx: Disclosure - Stockholders' Equity (Details - Warrants outstanding)"> <tr style="vertical-align: bottom"> <td>Schedule of outstanding warrants</td><td> </td> <td colspan="3" style="text-align: right"> </td><td> </td> <td colspan="3" style="text-align: right"> </td></tr> <tr style="vertical-align: bottom"> <td style="padding-bottom: 1pt"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="3" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">Number
 of Shares</td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="3" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">Weighted-
 Average
 Exercise Price
 Per Share</td></tr> <tr style="vertical-align: bottom; background-color: rgb(238,238,238)"> <td style="width: 66%; text-align: left">Outstanding at December 31, 2023</td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left"> </td><td id="xdx_980_eus-gaap--ClassOfWarrantOrRightOutstanding_iS_pip0_c20240101__20240930__us-gaap--StatementClassOfStockAxis__us-gaap--WarrantMember_zWVC1awsOqH5" style="width: 13%; text-align: right" title="Warrants outstanding, Beginning balance">703,530</td><td style="width: 1%; text-align: left"> </td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td id="xdx_984_ecustom--ClassOfWarrantOrRightWeightedAverageExercisePrice_iS_pip0_c20240101__20240930__us-gaap--StatementClassOfStockAxis__us-gaap--WarrantMember_zl6CWs0Mahsg" style="width: 13%; text-align: right" title="Warrants outstanding weighted average exercise price per share, Beginning balance">35.99</td><td style="width: 1%; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td>Issued</td><td> </td> <td style="text-align: left"> </td><td id="xdx_984_ecustom--WarrantsIssuedShares_pip0_d0_c20240101__20240930__us-gaap--StatementClassOfStockAxis__us-gaap--WarrantMember_zV4mQrhKByg5" style="text-align: right" title="Warrants issued, shares">1,131,468</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td id="xdx_980_ecustom--WarrantsIssuedWeightedAverageExercisePricePerShare_pip0_d0_c20240101__20240930__us-gaap--StatementClassOfStockAxis__us-gaap--WarrantMember_za38hiQxzpYi" style="text-align: right" title="Warrants issued weighted average exercise price per share">5.50</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(238,238,238)"> <td>Exercised</td><td> </td> <td style="text-align: left"> </td><td id="xdx_988_ecustom--

WarrantsExercisedShare_iN_pip0_di0_c20240101__20240930__us-gaap--StatementClassOfStockAxis__us-gaap--WarrantMember_zfNTQTLewZRh" style="text-align: right" title="Warrants exercised, shares">(540,112</td><td style="text-align: left">)</td><td> </td> <td style="text-align: left"> </td><td id="xdx_984_ecustom--WarrantsExercisedWeightedAverageExercisePricePerShare_pip0_c20240101__20240930__us-gaap--StatementClassOfStockAxis__us-gaap--WarrantMember_zxQQCOpfEsTj" style="text-align: right" title="Warrants exercised weighted average exercise price per share">6.56</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="padding-bottom: 1pt">Expired</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td id="xdx_980_ecustom--WarrantsExpiredShares_iN_pip0_di0_c20240101__20240930__us-gaap--StatementClassOfStockAxis__us-gaap--WarrantMember_zRyrgmkQfUoj" style="border-bottom: Black 1pt solid; text-align: right" title="Warrants expired, shares">-</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td id="xdx_98C_ecustom--WarrantsExpiredWeightedAverageExercisePricePerShare_pip0_d0_c20240101__20240930__us-gaap--StatementClassOfStockAxis__us-gaap--WarrantMember_zYqGEBPIQ6Uf" style="border-bottom: Black 1pt solid; text-align: right" title="Warrants expired weighted average exercise price per share">-</td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(238,238,238)"> <td style="padding-bottom: 2.5pt">Outstanding at September 30, 2024</td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left"> </td><td id="xdx_981_eus-gaap--ClassOfWarrantOrRightOutstanding_iE_pip0_c20240101__20240930__us-gaap--StatementClassOfStockAxis__us-gaap--WarrantMember_z0i2g4Ke05Wb" style="border-bottom: Black 2.5pt double; text-align: right" title="Warrants outstanding, Ending balance">1,294,886</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td id="xdx_987_ecustom--ClassOfWarrantOrRightWeightedAverageExercisePrice_iE_pip0_c20240101__20240930__us-gaap--StatementClassOfStockAxis__us-gaap--WarrantMember_zeYzDIYTqBuh" style="border-bottom: Black 2.5pt double; text-align: right" title="Warrants outstanding weighted average exercise price per share, Ending balance">21.62</td><td style="padding-bottom: 2.5pt; text-align: left"> </td></tr> </table>
958336.486210005452865.455830985.455074745.45264600024000002000003287582317583933150.853933148.603933148.60295063.5615380002129148.60239522930000
cellpadding="0" cellspacing="0" id="xdx_882_eus-gaap--ScheduleOfStockholdersEquityNoteWarrantsOrRightsTextBlock_zt3qca6aodt" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 100%" summary="xdx: Disclosure - Stockholders' Equity (Details - Warrants outstanding)"> <tr style="vertical-align: bottom"> <td>Schedule of outstanding warrants</td><td> </td> <td colspan="3" style="text-align: right"> </td><td> </td> <td colspan="3" style="text-align: right"> </td></tr> <tr style="vertical-align: bottom"> <td style="padding-bottom: 1pt"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="3" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">Number
 of Shares</td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="3" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">Weighted-
 Average
 Exercise Price
 Per Share</td></tr> <tr style="vertical-align: bottom; background-color: rgb(238,238,238)"> <td style="width: 66%; text-align: left">Outstanding at December 31, 2023</td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left"> </td><td id="xdx_980_eus-gaap--ClassOfWarrantOrRightOutstanding_iS_pip0_c20240101__20240930__us-gaap--StatementClassOfStockAxis__us-gaap--WarrantMember_zWVC1awsOqH5" style="width: 13%; text-align: right" title="Warrants outstanding, Beginning balance">703,530</td><td style="width: 1%; text-align: left"> </td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td id="xdx_984_ecustom--ClassOfWarrantOrRightWeightedAverageExercisePrice_iS_pip0_c20240101__20240930__us-gaap--StatementClassOfStockAxis__us-gaap--WarrantMember_zl6CWs0Mahsg" style="width: 13%; text-align: right" title="Warrants outstanding weighted average exercise price per share, Beginning balance">35.99</td><td style="width: 1%; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td>Issued</td><td> </td> <td style="text-align: left"> </td><td id="xdx_984_ecustom--WarrantsIssuedShares_pip0_d0_c20240101__20240930__us-gaap--StatementClassOfStockAxis__us-gaap--WarrantMember_zV4mQrhKByg5" style="text-align: right" title="Warrants issued, shares">1,131,468</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td id="xdx_980_ecustom--WarrantsIssuedWeightedAverageExercisePricePerShare_pip0_d0_c20240101__20240930__us-gaap--StatementClassOfStockAxis__us-gaap--WarrantMember_za38hiOxzpYi" style="text-align: right" title="Warrants issued weighted average exercise price per share">5.50</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(238,238,238)"> <td>Exercised</td><td> </td> <td style="text-align: left"> </td><td id="xdx_988_ecustom--WarrantsExercisedShare_iN_pip0_di0_c20240101__20240930__us-gaap--StatementClassOfStockAxis__us-gaap--WarrantMember_zfNTQTLewZRh" style="text-align: right" title="Warrants exercised, shares">(540,112</td><td style="text-align: left">)</td><td> </td> <td style="text-align: left"> </td><td id="xdx_984_ecustom--WarrantsExercisedWeightedAverageExercisePricePerShare_pip0_c20240101__20240930__us-gaap--StatementClassOfStockAxis__us-gaap--WarrantMember_zxQQCOpfEsTj" style="text-align: right" title="Warrants exercised weighted average exercise price per share">6.56</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="padding-bottom: 1pt">Expired</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td id="xdx_980_ecustom--WarrantsExpiredShares_iN_pip0_di0_c20240101__20240930__us-gaap--StatementClassOfStockAxis__us-gaap--WarrantMember_zRyrgmkQfUoj" style="border-bottom: Black 1pt solid; text-align: right" title="Warrants expired, shares">-</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td id="xdx_98C_ecustom--WarrantsExpiredWeightedAverageExercisePricePerShare_pip0_d0_c20240101__20240930__us-gaap--StatementClassOfStockAxis__us-gaap--WarrantMember_zYqGEBPIQ6Uf" style="border-bottom: Black 1pt solid; text-align: right" title="Warrants expired weighted average exercise price per share">-</td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(238,238,238)"> <td style="padding-bottom: 2.5pt">Outstanding at September 30, 2024</td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left"> </td><td id="xdx_981_eus-gaap--ClassOfWarrantOrRightOutstanding_iE_pip0_c20240101__20240930__us-gaap--StatementClassOfStockAxis__us-gaap--WarrantMember_z0i2g4Ke05Wb" style="border-bottom: Black 2.5pt double; text-align: right" title="Warrants outstanding, Ending balance">1,294,886</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td id="xdx_987_ecustom--ClassOfWarrantOrRightWeightedAverageExercisePrice_iE_pip0_c20240101__20240930__us-gaap--StatementClassOfStockAxis__us-gaap--WarrantMember_zeYzDIYTqBuh" style="border-bottom: Black 2.5pt double; text-align: right" title="Warrants outstanding weighted average exercise price per share, Ending balance">21.62</td><td style="padding-bottom: 2.5pt; text-align: left"> </td></tr> </table>70353035.9911314685.505401126.56-00129488621.62 6. Stock-based Compensation   Restricted Stock Units   Restricted stock units (“RSUs”) are issued under the Company’s 2020 Long-Term Incentive Plan (the “2020 Plan”) or as inducement grants issued outside of the 2020 Plan to new employees. RSUs are generally subject to graded vesting and the satisfaction of certain service requirements. RSUs granted by the Company to employees and to non-employee members of the Board of Directors generally vest annually over <span id="xdx_90E_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardAwardVestingPeriod1_dtY_c20240101__20240930__us-gaap--AwardTypeAxis__us-gaap--RestrictedStockUnitsRSUMember__srt--CounterpartyNameAxis__custom--EmployeesMember_z2LvFJeIwllg">1 year after the grant date. Upon vesting, each outstanding RSU will be settled for one share of the Company’s common stock. Employee RSU recipients may elect to net share settle upon vesting, in which case the Company pays the employee’s income taxes due upon vesting and withholds a number of shares of equal value. The Company does not expect to repurchase shares to satisfy RSU vests. The fair value of the RSUs awarded are based upon the Company’s closing stock price at the grant date and are expensed over the requisite service period.   On September 11, 2024, the Company modified all unvested RSUs to reduce the vesting term for employees from 3 years after the grant date to 1 year after the grant date. No incremental expense was recognized as a result of the modification, as the fair value of the RSUs immediately before and after the modification was unchanged.   The following table summarizes the activity of the Company’s RSUs for the nine months ended September 30, 2024: <table cellpadding="0" cellspacing="0" id="xdx_88B_eus-gaap--ScheduleOfShareBasedCompensationRestrictedStockUnitsAwardActivityTableTextBlock_zmlRIozh24h9" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 100%" summary="xdx: Disclosure - Stock-based Compensation (Details - RSU activity)"> <tr style="vertical-align: bottom"> <td>Summary of RSUs activity</td><td> </td> <td colspan="3" style="text-align: right"> </td><td> </td> <td colspan="3" style="text-align: right"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="3" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">Number
 of Shares</td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="3" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">Weighted-
 Average
 Grant Date Fair Value
 Per Share</td></tr> <tr style="vertical-align: bottom; background-color: rgb(238,238,238)"> <td style="width: 66%">Unvested units at December 31, 2023</td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left"> </td><td id="xdx_98A_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsNonvestedNumber_iS_pip0_c20240101__20240930__us-gaap--AwardTypeAxis__us-gaap--RestrictedStockUnitsRSUMember_z6tyNFCefxk8" style="width: 13%; text-align: right" title="Number of unvested restricted stock units, Beginning balance">5,527</td><td style="width: 1%; text-align: left"> </td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td id="xdx_987_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsNonvestedWeightedAverageGrantDateFairValue_iS_pip0_c20240101
gaap--AwardTypeAxis__us-gaap--RestrictedStockUnitsRSUMember_zGGGlzazD6Mc" style="width: 13%; text-align: right" title="Weighted- average grant date fair value per share of unvested restricted stock units, Beginning balance">74.83</td><td style="width: 1%; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="text-align: left">Granted and accepted</td><td> </td> <td style="text-align: left"> </td><td id="xdx_98D_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsGrantsInPeriod_pip0_d0_c20240101__20240930__us-gaap--AwardTypeAxis__us-gaap--RestrictedStockUnitsRSUMember_zcOij0MKjyTd" style="text-align: right" title="Number of restricted stock units, Granted and accepted">71,000</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td id="xdx_98F_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsGrantsInPeriodWeightedAverageGrantDateFairValue_pip0_d0_c20
gaap--AwardTypeAxis__us-gaap--RestrictedStockUnitsRSUMember_zP3UwwAHbSvl" style="text-align: right" title="Weighted- average grant date fair value per share of restricted stock units, Granted and accepted">2.77</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(238,238,238)"> <td>Vested</td><td> </td> <td style="text-align: left"> </td><td id="xdx_982_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsVestedInPeriod_iN_pip0_di_c20240101__20240930__us-gaap--AwardTypeAxis__us-gaap--RestrictedStockUnitsRSUMember_zaEEV8wqXtV" style="text-align: right" title="Number of restricted stock units, Vested">(3,997</td><td style="text-align: left">)</td><td> </td> <td style="text-align: left"> </td><td id="xdx_98C_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsVestedInPeriodWeightedAverageGrantDateFairValue_pip0_c20240
gaap--AwardTypeAxis__us-gaap--RestrictedStockUnitsRSUMember_zsQiVSMc4mci" style="text-align: right" title="Weighted- average grand date fair value per share of restricted stock units, Vested">71.10</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="padding-bottom: 1pt">Forfeited</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td id="xdx_980_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsForfeitedInPeriod_iN_pip0_di_c20240101__20240930__us-gaap--AwardTypeAxis__us-gaap--RestrictedStockUnitsRSUMember_zfZlNnLA6in7" style="border-bottom: Black 1pt solid; text-align: right" title="Number of restricted stock units, Forfeited">(1,530</td><td style="padding-bottom: 1pt; text-align: left">)</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td id="xdx_98E_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsForfeituresWeightedAverageGrantDateFairValue_pip0_c20240101
gaap--AwardTypeAxis__us-gaap--RestrictedStockUnitsRSUMember_zUYXyD1PKima" style="border-bottom: Black 1pt solid; text-align: right" title="Weighted- average grant date fair value per share of restricted stock units, Forfeited">84.55</td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(238,238,238)"> <td style="padding-bottom: 2.5pt">Unvested units at September 30, 2024</td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left"> </td><td id="xdx_983_eus-gaap--

ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsNonvestedNumber_iE_pip0_c20240101__20240930__us-gaap--AwardTypeAxis__us-gaap--RestrictedStockUnitsRSUMember_zoPkxFnNgGvg" style="border-bottom: Black 2.5pt double; text-align: right" title="Number of unvested restricted stock units, Ending balance">71,000</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td id="xdx_98A_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsNonvestedWeightedAverageGrantDateFairValue_iE_pip0_c20240101__20240930__us-gaap--AwardTypeAxis__us-gaap--RestrictedStockUnitsRSUMember_z8Lj605ruMN6" style="border-bottom: Black 2.5pt double; text-align: right" title="Weighted- average grant date fair value per share of unvested restricted stock units, Ending balance">2.77</td><td style="padding-bottom: 2.5pt; text-align: left"> </td></tr> </table>   The weighted-average fair value of RSUs granted during both the three and nine months ended September 30, 2024 was $2.77.   There were no RSUs granted during the three months ended September 30, 2023. During the nine months ended September 30, 2023, 4,833 RSUs were granted. The weighted-average fair value of RSUs granted during the nine months ended September 30, 2023 was $47.16.   Stock-based compensation expense related to RSUs was $52,000 and $89,000 for the three months ended September 30, 2024 and 2023, respectively. Stock-based compensation expense related to RSUs was $99,000 and $294,000 for the nine months ended September 30, 2024 and 2023, respectively.   The aggregate fair value of awards that vested during the nine months ended September 30, 2024 and 2023 was $21,000 and $100,000, respectively, which represents the market value of the Company's common stock on the date that the RSUs vested.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify; text-indent: 0.5in"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"><i>Stock Options</i></p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify; text-indent: 27pt"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify; text-indent: 0.5in">Stock options are available for issuance under the 2020 Plan or as inducement grants issued outside of the 2020 Plan to new employees. Stock options are generally subject to graded vesting and the satisfaction of service requirements. Stock options granted by the Company to employees generally vest annually over 4 years after the grant date and generally vest over 1 year after the grant date for non-employee members of the Board of Directors and expire within ten years of grant. Upon the exercise of a stock option, the Company issues new shares and delivers them to the recipient. The Company does not expect to repurchase shares to satisfy stock option exercises.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-indent: 0.5in"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify; text-indent: 0.5in">The Company uses the Black-Scholes option-pricing model to determine the fair value of all its option grants. The risk-free interest rate used for each grant was based upon the yield on zero-coupon U.S. Treasury securities with a term similar to the expected life of the related option. The Company's expected stock price volatility assumption is based upon the Company's own implied volatility. As the Company has limited stock option exercise information, the expected life assumption used for option grants is based upon the simplified method provided for under the FASB ASC Topic 718, "<i>Compensation — Stock Compensation</i>". The dividend yield assumption is based upon the fact that the Company has never paid cash dividends and presently has no intention of paying cash dividends.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify; text-indent: 0.5in"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify; text-indent: 0.5in">The Company did not grant any stock options during the three or nine months ended September 30, 2024 and 2023.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify; text-indent: 0.5in"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify; text-indent: 0.5in">The following table summarizes the activity of the Company's stock options for the nine months ended September 30, 2024:</p> <table cellpadding="0" cellspacing="0" id="xdx_888_eus-gaap--ScheduleOfShareBasedCompensationStockOptionsActivityTableTextBlock_zlpJufabF32j" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 100%" summary="xdx: Disclosure - Stock-based Compensation (Details - Option activity)"> <tr style="vertical-align: bottom"> <td style="text-align: left">Summary of stock options activity</td><td> </td> <td colspan="3" style="text-align: right"> </td><td> </td> <td colspan="3" style="text-align: right"> </td><td> </td> <td colspan="3" style="text-align: right"> </td><td> </td> <td colspan="3" style="text-align: right"> </td></tr> <tr style="vertical-align: bottom"> <td style="text-align: left"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="3" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">Number
 of Shares</td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="3" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">Weighted-
 Average
 Exercise
 Price
 Per Share</td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="3" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">Aggregate
 Intrinsic
 Value</td></tr> <tr style="vertical-align: bottom; background-color: rgb(238,238,238)"> <td style="width: 55%; text-align: left">Balance at December 31, 2023</td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left"> </td><td id="xdx_986_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingNumber_iS_pip0_c20240101__20240930__us-gaap--AwardTypeAxis__us-gaap--EmployeeStockOptionMember_zVGbiFzrJn3f" style="width: 11%; text-align: right" title="Options outstanding, beginning balance">1,146</td><td style="width: 1%; text-align: left"> </td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td id="xdx_980_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingWeightedAverageExercisePrice_iS_pip0_c20240101__20240930__us-gaap--AwardTypeAxis__us-gaap--EmployeeStockOptionMember_z19eGhRbgX86" style="width: 11%; text-align: right" title="Options outstanding, price per share, beginning balance">10,120.69</td><td style="width: 1%; text-align: left"> </td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left"> </td><td style="width: 11%; text-align: right"> </td><td style="width: 1%; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="text-align: left">Granted</td><td> </td> <td style="text-align: left"> </td><td id="xdx_981_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsGrantsInPeriodGross_pip0_d0_c20240101__20240930__us-gaap--AwardTypeAxis__us-gaap--EmployeeStockOptionMember_ztUiTQafpzIc" style="text-align: right" title="Options granted">-</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td id="xdx_98C_eus-gaap--ShareBasedCompensationArrangementsByShareBasedPaymentAwardOptionsGrantsInPeriodWeightedAverageExercisePrice_pip0_d0_c20240101__20240930__us-gaap--AwardTypeAxis__us-gaap--EmployeeStockOptionMember_z1NSlWH48AYb" style="text-align: right" title="Options granted, price per share">-</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(238,238,238)"> <td style="text-align: left">Exercised</td><td> </td> <td style="text-align: left"> </td><td id="xdx_981_eus-gaap--StockIssuedDuringPeriodSharesStockOptionsExercised_pip0_d0_c20240101__20240930__us-gaap--AwardTypeAxis__us-gaap--EmployeeStockOptionMember_zAFXab8VtZxl" style="text-align: right" title="Options exercised">-</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td id="xdx_98F_eus-gaap--ShareBasedCompensationArrangementsByShareBasedPaymentAwardOptionsExercisesInPeriodWeightedAverageExercisePrice_pip0_d0_c20240101__20240930__us-gaap--AwardTypeAxis__us-gaap--EmployeeStockOptionMember_z93c57H2wwWI" style="text-align: right" title="Options exercised, price per share">-</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="text-align: left">Forfeited</td><td> </td> <td style="text-align: left"> </td><td id="xdx_981_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsForfeituresInPeriod_pip0_d0_c20240101__20240930__us-gaap--AwardTypeAxis__us-gaap--EmployeeStockOptionMember_zVdLQ8BkNlr3" style="text-align: right" title="Options forfeited">-</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td id="xdx_981_eus-gaap--ShareBasedCompensationArrangementsByShareBasedPaymentAwardOptionsForfeituresInPeriodWeightedAverageExercisePrice_pip0_d0_c20240101__20240930__us-gaap--AwardTypeAxis__us-gaap--EmployeeStockOptionMember_zs40qCIk4lqd" style="text-align: right" title="Options forfeited, price per share">-</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(238,238,238)"> <td style="padding-bottom: 1pt; text-align: left">Expired</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td id="xdx_98C_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsExpirationsInPeriod_iN_pip0_di_c20240101__20240930__us-gaap--AwardTypeAxis__us-gaap--EmployeeStockOptionMember_z550r2lQ8bv2" style="border-bottom: Black 1pt solid; text-align: right" title="Options expired">(13</td><td style="padding-bottom: 1pt; text-align: left">)</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td id="xdx_980_eus-gaap--ShareBasedCompensationArrangementsByShareBasedPaymentAwardOptionsExpirationsInPeriodWeightedAverageExercisePrice_pip0_c20240101__20240930__us-gaap--AwardTypeAxis__us-gaap--EmployeeStockOptionMember_zGXq1maNJxW9" style="border-bottom: Black 1pt solid; text-align: right" title="Options expired, price per share">598,313.35</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt; text-align: right"> </td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="padding-bottom: 2.5pt; text-align: left">Balance at September 30, 2024</td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left"> </td><td id="xdx_98F_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingNumber_iE_pip0_c20240101__20240930__us-gaap--AwardTypeAxis__us-gaap--EmployeeStockOptionMember_z588sM3EfYWb" style="border-bottom: Black 2.5pt double; text-align: right" title="Options outstanding, ending balance">1,133</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td id="xdx_98A_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingWeightedAverageExercisePrice_iE_pip0_c20240101__20240930__us-gaap--AwardTypeAxis__us-gaap--EmployeeStockOptionMember_zSK9HGCjYuRb" style="border-bottom: Black 2.5pt double; text-align: right" title="Options outstanding, price per share, ending balance">3,371.79</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td id="xdx_98D_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingIntrinsicValue_iI_pn3n3_d0_c20240930__us-gaap--AwardTypeAxis__us-gaap--EmployeeStockOptionMember_zF1RtLhHLZ" style="border-bottom: Black 2.5pt double; text-align: right" title="Aggregate intrinsic value, outstanding">-</td><td style="padding-bottom: 2.5pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(238,238,238)"> <td style="padding-bottom: 2.5pt;

text-align: left">Exercisable at September 30, 2024</td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left"> </td> <td id="xdx_98A_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsExercisableNumber_iI_pip0_c20240930__us-gaap--AwardTypeAxis__us-gaap--EmployeeStockOptionMember_zpBptER2KQh8" style="border-bottom: Black 2.5pt double; text-align: right" title="Options exercisable">1,133</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td id="xdx_988_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsExercisableWeightedAverageExercisePrice_iI_pip0_c20240930__us-gaap--AwardTypeAxis__us-gaap--EmployeeStockOptionMember_zVMowM72PDYk" style="border-bottom: Black 2.5pt double; text-align: right" title="Options exercisable, price per share">3,371.79</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td id="xdx_988_eus-gaap--SharebasedCompensationArrangementBySharebasedPaymentAwardOptionsExercisableIntrinsicValue1_iI_pn3n3_d0_c20240930__us-gaap--AwardTypeAxis__us-gaap--EmployeeStockOptionMember_zjIG4sX7hLO5" style="border-bottom: Black 2.5pt double; text-align: right" title="Aggregate intrinsic value, exercisable">-</td><td style="padding-bottom: 2.5pt; text-align: left"> </td></tr> </table>   Stock-based compensation expense related to stock options for the nine months ended September 30, 2024 was $6,000. The Company did not have any stock-based compensation expense related to stock options for the three months ended September 30, 2024 and 2023 or the nine months ended September 30, 2023.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify; text-indent: 0.5in"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"><i>Compensation Expense Related to Equity Awards</i></p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify; text-indent: 24.5pt"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify; text-indent: 0.5in">The following table sets forth total stock-based compensation expense for the three and nine months ended September 30, 2024 and 2023, in thousands:</p> <table cellpadding="0" cellspacing="0" id="xdx_889_eus-gaap--ScheduleOfEmployeeServiceShareBasedCompensationAllocationOfRecognizedPeriodCostsTextBlock_zdTTbplU2JPc" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 100%" summary="xdx: Disclosure - Stock-based Compensation (Details - Share-based compensation)"> <tr style="vertical-align: bottom"> <td>Schedule of stock-based compensation expense</td><td> </td> <td colspan="3" style="text-align: right"> </td><td> </td> <td colspan="3" style="text-align: right"> </td><td> </td> <td colspan="3" style="text-align: right"> </td> <td> </td> <td colspan="3" style="text-align: right"> </td></tr> <tr style="vertical-align: bottom"> <td style="text-align: center"> </td><td style="font-weight: bold"> </td> <td colspan="7" style="font-weight: bold; text-align: center">Three Months Ended</td><td style="font-weight: bold"> </td> <td colspan="7" style="font-weight: bold; text-align: center">Nine Months Ended</td></tr> <tr style="vertical-align: bottom"> <td style="padding-bottom: 1pt; text-align: center"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="7" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">September 30,</td> <td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="7" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">September 30,</td></tr> <tr style="vertical-align: bottom"> <td style="padding-bottom: 1pt; text-align: center"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="3" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">2024</td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="3" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">2023</td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="3" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">2024</td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="3" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">2023</td></tr> <tr style="vertical-align: bottom; background-color: rgb(238,238,238)"> <td style="width: 40%; text-align: left">Research and development</td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td id="xdx_989_eus-gaap--ShareBasedCompensation_pn3n3_d0_c20240701__20240930__us-gaap--IncomeStatementLocationAxis__us-gaap--ResearchAndDevelopmentExpenseMember_zzFqA2ffXlw2" style="width: 11%; text-align: right" title="Total stock-based compensation">25</td><td style="width: 1%; text-align: left"> </td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td id="xdx_983_eus-gaap--ShareBasedCompensation_pn3n3_c20230701__20230930__us-gaap--IncomeStatementLocationAxis__us-gaap--ResearchAndDevelopmentExpenseMember_zcQtA2nHphV1" style="width: 11%; text-align: right" title="Total stock-based compensation">51</td><td style="width: 1%; text-align: left"> </td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td id="xdx_988_eus-gaap--ShareBasedCompensation_pn3n3_c20240101__20240930__us-gaap--IncomeStatementLocationAxis__us-gaap--ResearchAndDevelopmentExpenseMember_zRvpA9cBH81i" style="width: 11%; text-align: right" title="Total stock-based compensation">14</td><td style="width: 1%; text-align: left"> </td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td id="xdx_98A_eus-gaap--ShareBasedCompensation_pn3n3_c20230101__20230930__us-gaap--IncomeStatementLocationAxis__us-gaap--ResearchAndDevelopmentExpenseMember_zHQYzkydmMU3" style="width: 11%; text-align: right" title="Total stock-based compensation">163</td><td style="width: 1%; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="text-align: left; padding-bottom: 1pt">General and administrative</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td id="xdx_982_eus-gaap--ShareBasedCompensation_pn3n3_c20240701__20240930__us-gaap--IncomeStatementLocationAxis__us-gaap--GeneralAndAdministrativeExpenseMember_zadYNNngtMa8" style="border-bottom: Black 1pt solid; text-align: right" title="Total stock-based compensation">27</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td id="xdx_981_eus-gaap--ShareBasedCompensation_pn3n3_c20230701__20230930__us-gaap--IncomeStatementLocationAxis__us-gaap--GeneralAndAdministrativeExpenseMember_zKkytKsfyV66" style="border-bottom: Black 1pt solid; text-align: right" title="Total stock-based compensation">38</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td id="xdx_987_eus-gaap--ShareBasedCompensation_pn3n3_c20240101__20240930__us-gaap--IncomeStatementLocationAxis__us-gaap--GeneralAndAdministrativeExpenseMember_z2vqFVX9L9T8" style="border-bottom: Black 1pt solid; text-align: right" title="Total stock-based compensation">85</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td id="xdx_987_eus-gaap--ShareBasedCompensation_pn3n3_c20230101__20230930__us-gaap--IncomeStatementLocationAxis__us-gaap--GeneralAndAdministrativeExpenseMember_zjH5RdVAMor1" style="border-bottom: Black 1pt solid; text-align: right" title="Total stock-based compensation">131</td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(238,238,238)"> <td style="text-align: left; padding-bottom: 2.5pt">Total stock-based compensation</td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td id="xdx_982_eus-gaap--ShareBasedCompensation_pn3n3_c20240701__20240930_zTrwnczf1hdk" style="border-bottom: Black 2.5pt double; text-align: right" title="Total stock-based compensation">52</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td id="xdx_987_eus-gaap--ShareBasedCompensation_pn3n3_c20230701__20230930_zYGSlREfuED6" style="border-bottom: Black 2.5pt double; text-align: right" title="Total stock-based compensation">89</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td id="xdx_98E_eus-gaap--ShareBasedCompensation_pn3n3_c20240101__20240930_z3ApW74FwEmf" style="border-bottom: Black 2.5pt double; text-align: right" title="Total stock-based compensation">99</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td id="xdx_98F_eus-gaap--ShareBasedCompensation_pn3n3_c20230101__20230930_zIFWXlUva98e" style="border-bottom: Black 2.5pt double; text-align: right" title="Total stock-based compensation">294</td><td style="padding-bottom: 2.5pt; text-align: left"> </td></tr> </table> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify; text-indent: 0.5in"> </p> P1Y<table cellpadding="0" cellspacing="0" id="xdx_88B_eus-gaap--ScheduleOfShareBasedCompensationRestrictedStockUnitsAwardActivityTableTextBlock_zmlRIozh24h9" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 100%" summary="xdx: Disclosure - Stock-based Compensation (Details - RSU activity)"> <tr style="vertical-align: bottom"> <td>Summary of RSUs activity</td><td> </td> <td colspan="3" style="text-align: right"> </td><td> </td> <td colspan="3" style="text-align: right"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="3" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">Number
 of Shares</td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="3" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">Weighted-
 Average
 Grant Date Fair Value
 Per Share</td></tr> <tr style="vertical-align: bottom; background-color: rgb(238,238,238)"> <td style="width: 66%">Unvested units at December 31, 2023</td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left"> </td><td id="xdx_98A_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsNonvestedNumber_iS_pip0_c20240101__20240930__us-gaap--AwardTypeAxis__us-gaap--RestrictedStockUnitsRSUMember_z6tyNFCefxk8" style="width: 13%; text-align: right" title="Number of unvested restricted stock units, Beginning balance">5,527</td><td style="width: 1%; text-align: left"> </td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td id="xdx_987_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsNonvestedWeightedAverageGrantDateFairValue_iS_pip0_c20240101__20240930__us-gaap--AwardTypeAxis__us-gaap--RestrictedStockUnitsRSUMember_zGGGlzazD6Mc" style="width: 13%; text-align: right" title="Weighted- average grant date fair value per share of unvested restricted stock units, Beginning balance">74.83</td><td style="width: 1%; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="text-align: left">Granted and accepted</td><td> </td> <td style="text-align: left"> </td><td id="xdx_98D_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsGrantsInPeriod_pip0_d0_c20240101__20240930__us-gaap--AwardTypeAxis__us-gaap--RestrictedStockUnitsRSUMember_zcOij0MKjyTd" style="text-align: right" title="Number of restricted stock units, Granted and accepted">71,000</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td id="xdx_98F_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsGrantsInPeriodWeightedAverageGrantDateFairValue_pip0_d0_c20240101__20240930__us-gaap--AwardTypeAxis__us-gaap--RestrictedStockUnitsRSUMember_zP3UwwAHbSvl" style="text-align: right" title="Weighted- average grant date fair value per share of restricted stock units, Granted and accepted">2.77</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(238,238,238)"> <td>Vested</td><td> </td> <td style="text-align: left"> </td><td id="xdx_982_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsVestedInPeriod_iN_pip0_di_c20240101__20240930__us-gaap--AwardTypeAxis__us-gaap--RestrictedStockUnitsRSUMember_zaEEV8wqXtV" style="text-align: right" title="Number of restricted stock units, Vested">(3,997</td><td style="text-align: left">)</td><td> </td> <td style="text-align: left"> </td><td id="xdx_98C_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsVestedInPeriodWeightedAverageGrantDateFairValue_pip0_c20240101__20240930__us-gaap--AwardTypeAxis__us-gaap--RestrictedStockUnitsRSUMember_zsQiVSMc4mci" style="text-align: right" title="Weighted- average grand date fair value per share of restricted stock units, Vested">71.10</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="padding-bottom: 1pt">Forfeited</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td id="xdx_980_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsForfeitedInPeriod_iN_pip0_di_c20240101__20240930__us-gaap--AwardTypeAxis__us-gaap--RestrictedStockUnitsRSUMember_zfZlNnLA6in7" style="border-bottom: Black 1pt solid; text-align: right" title="Number of restricted stock units, Forfeited">(1,530</td><td style="padding-bottom: 1pt; text-align: left">)</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td id="xdx_98E_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsForfeituresWeightedAverageGrantDateFairValue_pip0_c20240101__20240930__us-gaap--AwardTypeAxis__us-gaap--RestrictedStockUnitsRSUMember_zUYXyD1PKima" style="border-bottom: Black 1pt solid; text-align: right" title="Weighted- average grant date fair value per share of restricted stock units, Forfeited">84.55</td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(238,238,238)"> <td style="padding-bottom: 2.5pt">Unvested units at September 30, 2024</td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left"> </td><td id="xdx_983_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsNonvestedNumber_iE_pip0_c20240101__20240930__us-gaap--AwardTypeAxis__us-gaap--RestrictedStockUnitsRSUMember_zoPkxFnNgGvg" style="border-bottom: Black 2.5pt double; text-align: right" title="Number of unvested restricted stock units, Ending balance">71,000</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td id="xdx_98A_eus-gaap--

ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsNonvestedWeightedAverageGrantDateFairValue_iE_pip0_c20240101__20240930__us-gaap--AwardTypeAxis__us-gaap--RestrictedStockUnitsRSUMember_z8Lj605ruMN6" style="border-bottom: Black 2.5pt double; text-align: right" title="Weighted- average grant date fair value per share of unvested restricted stock units, Ending balance">2.77</td><td style="padding-bottom: 2.5pt; text-align: left"> </td></tr> </table>552774.83710002.77399771.10153084.55710002.770483347.16520008900099000294000210001000000P4YP1Y<table cellpadding="0" cellspacing="0" id="xdx_888_eus-gaap--ScheduleOfShareBasedCompensationStockOptionsActivityTableTextBlock_zlpJufabF32j" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 100%" summary="xdx: Disclosure - Stock-based Compensation (Details - Option activity)"> <tr style="vertical-align: bottom"> <td style="text-align: left">Summary of stock options activity</td><td> </td> <td colspan="3" style="text-align: right"> </td><td> </td> <td colspan="3" style="text-align: right"> </td><td> </td> <td colspan="3" style="text-align: right"> </td></tr> <tr style="vertical-align: bottom"> <td style="text-align: left"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="3" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">Number
 of Shares</td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="3" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">Weighted-
 Average
 Exercise
 Price
 Per Share</td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="3" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">Aggregate
 Intrinsic
 Value</td></tr> <tr style="vertical-align: bottom; background-color: rgb(238,238,238)"> <td style="width: 55%; text-align: left">Balance at December 31, 2023</td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left"> </td><td id="xdx_986_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingNumber_iS_pip0_c20240101__20240930__us-gaap--AwardTypeAxis__us-gaap--EmployeeStockOptionMember_zVGbiFzrJn3f" style="width: 11%; text-align: right" title="Options outstanding, beginning balance">1,146</td><td style="width: 1%; text-align: left"> </td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td id="xdx_980_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingWeightedAverageExercisePrice_iS_pip0_c20240101__20240930__us-gaap--AwardTypeAxis__us-gaap--EmployeeStockOptionMember_z19eGhRbgX86" style="width: 11%; text-align: right" title="Options outstanding, price per share, beginning balance">10,120.69</td><td style="width: 1%; text-align: left"> </td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left"> </td><td style="width: 11%; text-align: right"> </td><td style="width: 1%; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="text-align: left">Granted</td><td> </td> <td style="text-align: left"> </td><td id="xdx_981_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsGrantsInPeriodGross_pip0_d0_c20240101__20240930__us-gaap--AwardTypeAxis__us-gaap--EmployeeStockOptionMember_ztUiTQafpzIc" style="text-align: right" title="Options granted">-</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td id="xdx_98C_eus-gaap--ShareBasedCompensationArrangementsByShareBasedPaymentAwardOptionsGrantsInPeriodWeightedAverageExercisePrice_pip0_d0_c20240101__20240930__us-gaap--AwardTypeAxis__us-gaap--EmployeeStockOptionMember_z1NSlWH48AYb" style="text-align: right" title="Options granted, price per share">-</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(238,238,238)"> <td style="text-align: left">Exercised</td><td> </td> <td style="text-align: left"> </td><td id="xdx_981_eus-gaap--StockIssuedDuringPeriodSharesStockOptionsExercised_pip0_d0_c20240101__20240930__us-gaap--AwardTypeAxis__us-gaap--EmployeeStockOptionMember_zAFXab8VtZxl" style="text-align: right" title="Options exercised">-</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td id="xdx_98F_eus-gaap--ShareBasedCompensationArrangementsByShareBasedPaymentAwardOptionsExercisesInPeriodWeightedAverageExercisePrice_pip0_d0_c20240101__20240930__us-gaap--AwardTypeAxis__us-gaap--EmployeeStockOptionMember_z93c57H2wwWI" style="text-align: right" title="Options exercised, price per share">-</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="text-align: left">Forfeited</td><td> </td> <td style="text-align: left"> </td><td id="xdx_981_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsForfeituresInPeriod_pip0_d0_c20240101__20240930__us-gaap--AwardTypeAxis__us-gaap--EmployeeStockOptionMember_zVdLQ8BkNlr3" style="text-align: right" title="Options forfeited">-</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td id="xdx_981_eus-gaap--ShareBasedCompensationArrangementsByShareBasedPaymentAwardOptionsForfeituresInPeriodWeightedAverageExercisePrice_pip0_d0_c20240101__20240930__us-gaap--AwardTypeAxis__us-gaap--EmployeeStockOptionMember_zs40qCIk4lqd" style="text-align: right" title="Options forfeited, price per share">-</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(238,238,238)"> <td style="padding-bottom: 1pt; text-align: left">Expired</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td id="xdx_98C_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsExpirationsInPeriod_iN_pip0_di_c20240101__20240930__us-gaap--AwardTypeAxis__us-gaap--EmployeeStockOptionMember_z550r2lQ8bv2" style="border-bottom: Black 1pt solid; text-align: right" title="Options expired">(13</td><td style="padding-bottom: 1pt; text-align: left">)</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td id="xdx_980_eus-gaap--ShareBasedCompensationArrangementsByShareBasedPaymentAwardOptionsExpirationsInPeriodWeightedAverageExercisePrice_pip0_c20240101__20240930__us-gaap--AwardTypeAxis__us-gaap--EmployeeStockOptionMember_zGXq1maNJxW9" style="border-bottom: Black 1pt solid; text-align: right" title="Options expired, price per share">598,313.35</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt; text-align: right"> </td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="padding-bottom: 2.5pt; text-align: left">Balance at September 30, 2024</td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left"> </td><td id="xdx_98E_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingNumber_iE_pip0_c20240101__20240930__us-gaap--AwardTypeAxis__us-gaap--EmployeeStockOptionMember_z588sM3EfYWb" style="border-bottom: Black 2.5pt double; text-align: right" title="Options outstanding, ending balance">1,133</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td id="xdx_98A_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingWeightedAverageExercisePrice_iE_pip0_c20240101__20240930__us-gaap--AwardTypeAxis__us-gaap--EmployeeStockOptionMember_zSK9HGCjYuRb" style="border-bottom: Black 2.5pt double; text-align: right" title="Options outstanding, price per share, ending balance">3,371.79</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td id="xdx_98D_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingIntrinsicValue_iI_pn3n3_d0_c20240930__us-gaap--AwardTypeAxis__us-gaap--EmployeeStockOptionMember_zF1RtLhHLZ" style="border-bottom: Black 2.5pt double; text-align: right" title="Aggregate intrinsic value, outstanding">-</td><td style="padding-bottom: 2.5pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(238,238,238)"> <td style="padding-bottom: 2.5pt; text-align: left">Exercisable at September 30, 2024</td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left"> </td><td id="xdx_98A_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsExercisableNumber_iI_pip0_c20240930__us-gaap--AwardTypeAxis__us-gaap--EmployeeStockOptionMember_zpBptER2KQh8" style="border-bottom: Black 2.5pt double; text-align: right" title="Options exercisable">1,133</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td id="xdx_988_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsExercisableWeightedAverageExercisePrice_iI_pip0_c20240930__us-gaap--AwardTypeAxis__us-gaap--EmployeeStockOptionMember_zVMowM72PDYk" style="border-bottom: Black 2.5pt double; text-align: right" title="Options exercisable, price per share">3,371.79</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td id="xdx_988_eus-gaap--SharebasedCompensationArrangementBySharebasedPaymentAwardOptionsExercisableIntrinsicValue1_iI_pn3n3_d0_c20240930__us-gaap--AwardTypeAxis__us-gaap--EmployeeStockOptionMember_zjIG4sX7hLO5" style="border-bottom: Black 2.5pt double; text-align: right" title="Aggregate intrinsic value, exercisable">-</td><td style="padding-bottom: 2.5pt; text-align: left"> </td></tr> </table>114610120.690000001359831 3.3511333371.79011333371.79060000<table cellpadding="0" cellspacing="0" id="xdx_889_eus-gaap--ScheduleOfEmployeeServiceShareBasedCompensationAllocationOfRecognizedPeriodCostsTextBlock_zdTTbplU2JPc" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 100%" summary="xdx: Disclosure - Stock-based Compensation (Details - Share-based compensation)"> <tr style="vertical-align: bottom"> <td>Schedule of stock-based compensation expense</td><td> </td> <td colspan="3" style="text-align: right"> </td><td> </td> <td colspan="3" style="text-align: right"> </td><td> </td> <td colspan="3" style="text-align: right"> </td><td> </td> <td colspan="3" style="text-align: right"> </td></tr> <tr style="vertical-align: bottom"> <td style="text-align: center"> </td><td style="font-weight: bold"> </td> <td colspan="7" style="font-weight: bold; text-align: center">Three Months Ended</td><td style="font-weight: bold"> </td> <td colspan="7" style="font-weight: bold; text-align: center">Nine Months Ended</td></tr> <tr style="vertical-align: bottom"> <td style="padding-bottom: 1pt; text-align: center"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="7" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">September 30,</td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="7" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">September 30,</td></tr> <tr style="vertical-align: bottom"> <td style="padding-bottom: 1pt; text-align: center"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="3" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">2024</td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="3" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">2023</td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="3" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">2024</td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="3" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">2023</td></tr> <tr style="vertical-align: bottom; background-color: rgb(238,238,238)"> <td style="width: 40%; text-align: left">Research and development</td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td id="xdx_989_eus-gaap--ShareBasedCompensation_pn3n3_d0_c20240701__20240930__us-gaap--IncomeStatementLocationAxis__us-gaap--ResearchAndDevelopmentExpenseMember_zzFqA2ffXlw2" style="width: 11%; text-align: right" title="Total stock-based compensation">25</td><td style="width: 1%; text-align: left"> </td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td id="xdx_983_eus-gaap--ShareBasedCompensation_pn3n3_c20230701__20230930__us-gaap--IncomeStatementLocationAxis__us-gaap--ResearchAndDevelopmentExpenseMember_zcQtA2nHphV1" style="width: 11%; text-align: right" title="Total stock-based compensation">51</td><td style="width: 1%; text-align: left"> </td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td id="xdx_988_eus-gaap--ShareBasedCompensation_pn3n3_c20240101__20240930__us-gaap--IncomeStatementLocationAxis__us-gaap--ResearchAndDevelopmentExpenseMember_zRvpA9cBH81i" style="width: 11%; text-align: right" title="Total stock-based compensation">14</td><td style="width: 1%; text-align: left"> </td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td id="xdx_98A_eus-gaap--ShareBasedCompensation_pn3n3_c20230101__20230930__us-gaap--IncomeStatementLocationAxis__us-gaap--ResearchAndDevelopmentExpenseMember_zHQYzkydmMU3" style="width: 11%; text-align: right" title="Total stock-based compensation">163</td><td style="width: 1%; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="text-align: left; padding-bottom: 1pt">General and administrative</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td id="xdx_982_eus-gaap--ShareBasedCompensation_pn3n3_c20240701__20240930__us-gaap--IncomeStatementLocationAxis__us-gaap--GeneralAndAdministrativeExpenseMember_zadYNNngtMa8" style="border-bottom: Black 1pt solid; text-align: right" title="Total stock-based compensation">27</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td id="xdx_981_eus-gaap--ShareBasedCompensation_pn3n3_c20230701__20230930__us-gaap--IncomeStatementLocationAxis__us-gaap--GeneralAndAdministrativeExpenseMember_zKkytKsfyV66" style="border-bottom: Black 1pt solid; text-align: right" title="Total stock-based compensation">38</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td id="xdx_987_eus-gaap--ShareBasedCompensation_pn3n3_c20240101__20240930__us-gaap--IncomeStatementLocationAxis__us-gaap--GeneralAndAdministrativeExpenseMember_z2vqFVX9L9T8" style="border-bottom: Black 1pt solid; text-align: right" title="Total stock-based compensation">85</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td id="xdx_987_eus-gaap--ShareBasedCompensation_pn3n3_c20230101__20230930__us-gaap--IncomeStatementLocationAxis__us-gaap--GeneralAndAdministrativeExpenseMember_zjH5RdVAMor1" style="border-bottom: Black 1pt solid; text-align: right" title="Total stock-based compensation">131</td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(238,238,238)"> <td style="text-align: left; padding-bottom: 2.5pt">Total stock-based compensation</td><td

style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td id="xdx_982_eus-gaap--ShareBasedCompensation_pn3n3_c20240701__20240930_zTrwnczf1hdk" style="border-bottom: Black 2.5pt double; text-align: right" title="Total stock-based compensation">52</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td id="xdx_987_eus-gaap--ShareBasedCompensation_pn3n3_c20230701__20230930_zYGSlREfuED6" style="border-bottom: Black 2.5pt double; text-align: right" title="Total stock-based compensation">89</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td id="xdx_98E_eus-gaap--ShareBasedCompensation_pn3n3_c20240101__20240930_z3ApW74FwEmf" style="border-bottom: Black 2.5pt double; text-align: right" title="Total stock-based compensation">99</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td id="xdx_98F_eus-gaap--ShareBasedCompensation_pn3n3_c20230101__20230930_zIFWXlUva98e" style="border-bottom: Black 2.5pt double; text-align: right" title="Total stock-based compensation">294</td><td style="padding-bottom: 2.5pt; text-align: left"> </td></tr></table>2500051000140001630002700038000850001310005200089000990002940000 7. Net Loss per Common Share   Basic net loss per share is computed by dividing net loss by the weighted average number of common shares outstanding. Diluted net loss per share is computed by dividing the Company's net loss by the weighted average number of common shares outstanding and the impact of the dilutive effect of potential common stock equivalents, except when the inclusion of such potential common stock equivalents would be anti-dilutive. Dilutive potential common stock equivalents primarily consist of stock options, RSUs and warrants. Therefore, basic and diluted net loss per share applicable to common stockholders were the same for all periods presented because the impact of these items is generally anti-dilutive during periods of net loss.   The weighted average number of common shares outstanding as of September 30, 2023 includes the pre-funded warrants issued in connection with the June 2023 Financing, the exercise of which requires nominal consideration for the delivery of the shares of common stock. Therefore, these pre-funded warrants are not included in the table below.   The following table sets forth the potential common shares excluded from the calculation of net loss per common share because their inclusion would be anti-dilutive: <table cellpadding="0" cellspacing="0" id="xdx_89F_eus-gaap--ScheduleOfAntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareTextBlock_zDIbxlTv2MPg" style="font: 10pt Times New Roman, Times, Serif; width: 100%; border-collapse: collapse" summary="xdx: Disclosure - Net Loss per Common Share (Details - Antidilutive shares)"> <tr style="vertical-align: bottom"> <td>Schedule of anti dilutive shares</td> <td> </td> <td colspan="3" style="text-align: right"> </td> <td> </td> <td colspan="3" style="text-align: right"> </td></tr> <tr style="vertical-align: bottom"> <td> </td> <td> </td> <td colspan="7" style="border-bottom: black 1pt solid; text-align: center">September 30,</td></tr> <tr style="vertical-align: bottom"> <td> </td> <td> </td> <td colspan="3" style="border-bottom: black 1pt solid; text-align: center">2024</td> <td> </td> <td colspan="3" style="border-bottom: black 1pt solid; text-align: center">2023</td></tr> <tr style="vertical-align: bottom; background-color: #EEEEEE"> <td style="width: 68%">Stock options</td> <td style="width: 1%"> </td> <td style="width: 1%"> </td> <td id="xdx_987_eus-gaap--AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareAmount_pip0_c20240101__20240930__us-gaap--AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSecuritiesAxis__custom--StockOptionsMember_ze3542SYw7Hd" style="width: 13%; text-align: right" title="Antidilutive shares">1,133</td> <td style="width: 1%"> </td> <td style="width: 1%"> </td> <td style="width: 1%"> </td> <td id="xdx_980_eus-gaap--AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareAmount_pip0_c20230101__20230930__us-gaap--AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSecuritiesAxis__custom--StockOptionsMember_zNumfynfC4s" style="width: 13%; text-align: right" title="Antidilutive shares">14</td> <td style="width: 1%"> </td></tr> <tr style="vertical-align: bottom; background-color: white"> <td>Unvested RSUs</td> <td> </td> <td> </td> <td id="xdx_98F_eus-gaap--AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareAmount_pip0_c20240101__20240930__us-gaap--AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSecuritiesAxis__us-gaap--RestrictedStockUnitsRSUMember_z5dSIlbfrtXb" style="text-align: right" title="Antidilutive shares">71,000</td> <td> </td> <td> </td> <td> </td> <td id="xdx_981_eus-gaap--AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareAmount_pip0_c20230101__20230930__us-gaap--AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSecuritiesAxis__us-gaap--RestrictedStockUnitsRSUMember_zn8ZvR5PCIOa" style="text-align: right" title="Antidilutive shares">7,694</td> <td> </td></tr> <tr style="vertical-align: bottom; background-color: #EEEEEE"> <td>Warrants^{1,2}</td> <td> </td> <td style="border-bottom: black 1pt solid"> </td> <td id="xdx_983_eus-gaap--AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareAmount_pip0_c20240101__20240930__us-gaap--AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSecuritiesAxis__us-gaap--WarrantMember_fMSAy_zfXnoPrlDuPk" style="border-bottom: black 1pt solid; text-align: right" title="Antidilutive shares">1,197,886</td> <td> </td> <td> </td> <td style="border-bottom: black 1pt solid"> </td> <td id="xdx_98D_eus-gaap--AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareAmount_pip0_c20230101__20230930__us-gaap--AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSecuritiesAxis__us-gaap--WarrantMember_fMSAy_zykEaa5wr5Wl" style="border-bottom: black 1pt solid; text-align: right" title="Antidilutive shares">357,481</td> <td> </td></tr> <tr style="vertical-align: bottom; background-color: white"> <td>Total</td> <td> </td> <td style="border-bottom: black 2.25pt double"> </td> <td id="xdx_98F_eus-gaap--AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareAmount_pip0_c20240101__20240930_zVaA1SeXHSH5" style="border-bottom: black 2.25pt double; text-align: right" title="Antidilutive shares">1,270,019</td> <td> </td> <td> </td> <td style="border-bottom: black 2.25pt double"> </td> <td id="xdx_98E_eus-gaap--AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareAmount_pip0_c20230101__20230930_z1qVQrr4KsS7" style="border-bottom: black 2.25pt double; text-align: right" title="Antidilutive shares">365,189</td> <td> </td></tr> </table>   <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 100%"> <tr style="vertical-align: top; text-align: left"> <td id="xdx_F0C_ze95yN6CDDR3" style="width: 3%">1</td> <td id="xdx_F14_zHtGi4m1U1yc" style="text-align: justify; width: 97%">The weighted average number of common shares outstanding as of September 30, 2023 includes pre-funded warrants issued in the June 2023 Financing because the exercise of such warrants requires only nominal consideration. Therefore, these pre-funded warrants are not included in the table above.</td> </tr> </table>   <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 100%"> <tr style="vertical-align: top; text-align: left"> <td id="xdx_F02_z1HL9nsPJymb" style="width: 3%">2</td> <td id="xdx_F15_z6mnuQ0CROqi" style="text-align: justify; width: 97%">The weighted average number of common shares outstanding as of September 30, 2024 includes the Abeyance Shares from the July 2024 Financing, the exercise of which was prepaid and requires no further consideration for the delivery of the shares of common stock. Therefore, 97,000 of these Abeyance Shares are not included in the table above.</td></tr> </table>   <table cellpadding="0" cellspacing="0" id="xdx_89F_eus-gaap--ScheduleOfAntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareTextBlock_zDIbxlTv2MPg" style="font: 10pt Times New Roman, Times, Serif; width: 100%; border-collapse: collapse" summary="xdx: Disclosure - Net Loss per Common Share (Details - Antidilutive shares)"> <tr style="vertical-align: bottom"> <td>Schedule of anti dilutive shares</td> <td> </td> <td colspan="3" style="text-align: right"> </td> <td> </td> <td colspan="3" style="text-align: right"> </td></tr> <tr style="vertical-align: bottom"> <td> </td> <td> </td> <td colspan="7" style="border-bottom: black 1pt solid; text-align: center">September 30,</td></tr> <tr style="vertical-align: bottom"> <td> </td> <td> </td> <td colspan="3" style="border-bottom: black 1pt solid; text-align: center">2024</td> <td> </td> <td colspan="3" style="border-bottom: black 1pt solid; text-align: center">2023</td></tr> <tr style="vertical-align: bottom; background-color: #EEEEEE"> <td style="width: 68%">Stock options</td> <td style="width: 1%"> </td> <td style="width: 1%"> </td> <td id="xdx_987_eus-gaap--AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareAmount_pip0_c20240101__20240930__us-gaap--AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSecuritiesAxis__custom--StockOptionsMember_ze3542SYw7Hd" style="width: 13%; text-align: right" title="Antidilutive shares">1,133</td> <td style="width: 1%"> </td> <td style="width: 1%"> </td> <td id="xdx_980_eus-gaap--AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareAmount_pip0_c20230101__20230930__us-gaap--AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSecuritiesAxis__custom--StockOptionsMember_zNumfynfC4s" style="width: 13%; text-align: right" title="Antidilutive shares">14</td> <td style="width: 1%"> </td></tr> <tr style="vertical-align: bottom; background-color: white"> <td>Unvested RSUs</td> <td> </td> <td> </td> <td id="xdx_98F_eus-gaap--AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareAmount_pip0_c20240101__20240930__us-gaap--AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSecuritiesAxis__us-gaap--RestrictedStockUnitsRSUMember_z5dSIlbfrtXb" style="text-align: right" title="Antidilutive shares">71,000</td> <td> </td> <td> </td> <td> </td> <td id="xdx_981_eus-gaap--AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareAmount_pip0_c20230101__20230930__us-gaap--AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSecuritiesAxis__us-gaap--RestrictedStockUnitsRSUMember_zn8ZvR5PCIOa" style="text-align: right" title="Antidilutive shares">7,694</td> <td> </td></tr> <tr style="vertical-align: bottom; background-color: #EEEEEE"> <td>Warrants^{1,2}</td> <td> </td> <td style="border-bottom: black 1pt solid"> </td> <td id="xdx_983_eus-gaap--AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareAmount_pip0_c20240101__20240930__us-gaap--AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSecuritiesAxis__us-gaap--WarrantMember_fMSAy_zfXnoPrlDuPk" style="border-bottom: black 1pt solid; text-align: right" title="Antidilutive shares">1,197,886</td> <td> </td> <td> </td> <td style="border-bottom: black 1pt solid"> </td> <td id="xdx_98D_eus-gaap--AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareAmount_pip0_c20230101__20230930__us-gaap--AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSecuritiesAxis__us-gaap--WarrantMember_fMSAy_zykEaa5wr5Wl" style="border-bottom: black 1pt solid; text-align: right" title="Antidilutive shares">357,481</td> <td> </td></tr> <tr style="vertical-align: bottom; background-color: white"> <td>Total</td> <td> </td> <td style="border-bottom: black 2.25pt double"> </td> <td id="xdx_98F_eus-gaap--AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareAmount_pip0_c20240101__20240930_zVaA1SeXHSH5" style="border-bottom: black 2.25pt double; text-align: right" title="Antidilutive shares">1,270,019</td> <td> </td> <td> </td> <td style="border-bottom: black 2.25pt double"> </td> <td id="xdx_98E_eus-gaap--AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareAmount_pip0_c20230101__20230930_z1qVQrr4KsS7" style="border-bottom: black 2.25pt double; text-align: right" title="Antidilutive shares">365,189</td> <td> </td></tr> </table>   <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 100%"> <tr style="vertical-align: top; text-align: left"> <td id="xdx_F0C_ze95yN6CDDR3" style="width: 3%">1</td> <td id="xdx_F14_zHtGi4m1U1yc" style="text-align: justify; width: 97%">The weighted average number of common shares outstanding as of September 30, 2023 includes pre-funded warrants issued in the June 2023 Financing because the exercise of such warrants requires only nominal consideration. Therefore, these pre-funded warrants are not included in the table above.</td> </tr> </table>   <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 100%"> <tr style="vertical-align: top; text-align: left"> <td id="xdx_F02_z1HL9nsPJymb" style="width: 3%">2</td> <td id="xdx_F15_z6mnuQ0CROqi" style="text-align: justify; width: 97%">The weighted average number of common shares outstanding as of September 30, 2024 includes the Abeyance Shares from the July 2024 Financing, the exercise of which was prepaid and requires no further consideration for the delivery of the shares of common stock. Therefore, 97,000 of these Abeyance Shares are not included in the table above.</td></tr> </table> 113314710007694119788635748112700193651895 8. Subsequent Events   In

accordance with ASC Topic 855, "Subsequent Events", which establishes general standards of accounting for and disclosure of events that occur after the consolidated balance sheet date but before the consolidated financial statements are issued, the Company has evaluated all events or transactions that occurred after September 30, 2024, up through the date the Company issued the condensed consolidated financial statements.</p> The weighted average number of common shares outstanding as of September 30, 2023 includes pre-funded warrants issued in the June 2023 Financing because the exercise of such warrants requires only nominal consideration. Therefore, these pre-funded warrants are not included in the table above.The weighted average number of common shares outstanding as of September 30, 2024 includes the Abeyance Shares from the July 2024 Financing, the exercise of which was prepaid and requires no further consideration for the delivery of the shares of common stock. Therefore, 97,000 of these Abeyance Shares are not included in the table above.

A9VTDV8-<^(6'8V,O(TET%^SQ/>YL>K(-C0##[\ MX2U.BKS^Y9C]PBNA^N$7-C;B-4Z+\]^V<;%C(S?U =(BGSW%>9T7+^A?WUCJ MO.T7A&G/2%V:@(2&*JDDWH89'=
VQ7%25GZIOB39VAI*57^9I<(OR7V33UGI M%(JB0!TQ@O-L2T(]J,W;I1I2PQ7*=4*UF!.'T^//MV_^K11%>UGT,Y/^?W]Y MN\]A#,4V#W'&>?/NVX_O.'<6/US.?
UG0CY@03"U\%OYZ2XT]SL\^X?4])KU" MF<5=,,86-".+2=8[3RP!]BG2:""N@DH==(9^+M6>WG66?77@A(SH=S0;C6,ME73)'0W4-G$D8F!8
MH\;6ITQ+$C'1P_K+IU0D#H/D-#O#CSC)-LR]GZT(YGZ^VG&VTW/F00\I1N-MVRAY)]!0I(*S5*G2&1A]*:-&^\ 6*2=%RQK1_]I;(OH?U.?;I@4FFX 4.[8L
M+C%#:C$7]#*!9&Q2R7@GCP&8Z%CO1?DFQ6%MSVR5I?,GM8WI?G=F2V2P&IO1 M_NB]>56(!(>6BJ#Y$QS?XR*(''=_V.MG-\AP7ITF0ZY;V-/(N_1 C[+8WHA3V M3AM;A *-
F!#B4A,9AN1+12=GD:V+DCG2+)1RSOE!D/M\V^OB!I- MU#Z <5 3]2G8L1^;G-4&2B7IS#SIH3;&22[FG2=F;'UB4&'$I%NTF,HN*)+1N4HL[H8
#;\$$A!X,0>G!]1C#I0U%BNNLR?'-VON1'HVVNRHCR7J]] MJ&!+K\CTA;VSR1:A>#2+[:1GR_HD^R"FO).Q>E/ :&CFV*'7"?1H@3:&
M12KEG0A&:*+_P6^ZG*):^M"C3'4=QY8&@J!C&BB]FAP!I<&'014KC*I[E8V6,_(LDB#$Y0%D^@\S=?3R M[BY96LF>W[+4",,@C05"87FX5D%X:+ Q.)BBK6JWMT
=/MD]B4@D>%03$_&:>@0&;Q.J)"V@'>^Z%)[@:3<7 -?T'P8YQM M\V1WF>=;FP4YDX;+X%46T-OQJS3BWLEACU$2Q:I20J66P_65%%O.6Y2B#F?#
M6K"MV:]4#@9!].#$V6V*4]9;O JSNGL4>FQ3:5I#-"Z*$V?)"+P:"#%IL8 M$J@6=K28]CDEUFQ0RSKC@PENPPB5(Q.&-#U6=$6]\ +.GA=;%EX6+/C8:7F
MA2V&0DB)H]"!QR$]4"V=J"HJ=:=W228(K9E6SP!4!V9.=I_3^+&V[U!'P3A<=*M4B'Q@J MW."\('%85#&RJ;4L\IO;SUIJ&'3?$T3BU) X">?< M=]):$XV\2TMBA-
VV(DIA[]RQ12BXOFR>?WP2Y&R2%NS*_2 M\&'MR'66ULC+C#0&12WKS+*8X#8F1B7HG2\VZ/I*HED>5 AS[MADL;9 &];84TXMYY98]1G(17LNPZ4JF.:K4C=!(D_/ GD, F
MU.G"M&99F,E61.OSIPU.#6%-K#0=N]*V1>DYU"8U,&2TQRIQKKDFC[C8CEU> M*<,Q?^6;HPDMXBQ:QVE,)P6TZSQB&TY:ZKIDY:#BM'EII0B&F4/0]KE9Z7]
M=K7AL7.6%G$4)UN&;A_QX/PI3+81CBYHT[/7V;8%M_;S9?U4R0(3[]">[.0) MZ XC'3)'IT>;#E]UG8-2A\L.3*[?!F%0UPM!=0*^7'8"]?[.:#NJ+!$RMTY
M827$_2%A0<0[C_2XY+M+E>1A3'*.PV]6V>/;",>E-:9_[(TP_8]?3K-'3&;W M;(0(BUYQ)-]=$$)BS6]\-%[HZL0B2^84!G:L2LIUPU]EH5;YJ&R Z.2$G0_ MNVIF&:BZE=O?
0#2R!%"_C6L1?BS7<0,WY\0ODF E@=_[[J]I;#J-NY\!-'(M,D3"H-V7B3<-^T M63/3F#&%O&O3KX7='PNDPB!(8X-0.5]TE5"CY8E'LS3=!LD-WF1$1Y^NF&O6 MR$#VR=*6
<41"3 E-4I95 I[8L1_; -28)+LC*00)%WS0@&U3XV>&"AVR+$1W M"=*(^^4(CTS*GZ8VDD04=3[=4(5IAX].5 \48!33TD:>;],N7W 2<+6T8+4 M;%!DPJ[9H@;=,3 \48.38E5TIQQ.7]
MD^0\C:PHTLCY(4@/IIP>E1! 9#;*N M":*$VR>)(B**'IT2K*4"C5GN(I7POPG#H@=75J2?L@B0)53I1$#2)0^-A--
MF+P7DIQN">F@5H\X:E%GF[(&L,W^K$(.!%$,X(1=VU*\0Q1/(]!Y6L3%[B). M\/56C8$E2GFW9#' [G)&(0R(.G]$"@(91)=35\DDD M=AV+;++6<8?3;$L-
X.XTB]0>BD'++:FLBM"EEE8%$,%L<"IHUE$]*L^DL-?% MJP002\$+XV911"LJK_YU%:?XO;+\4EFW[-+ [7)*(@B(26IT"OY4DD?U'XCI MH'D*A30?!A3U@W_2?+ ES0?
0I/DPAC1W7S(@I/DXH*@?_9/FHRUI/H(FS<=1 MI*$-[]76G-(_Y^0N^R([G*V4]$(9$:J4,'LQ>'01L)G(PA28/\-4?-*$.U9S MLB#98YR&:I=9)>Z%, K04M;T9.%11P[0Q)_&(:[UO-
J;TBDW=I):S(^5Z8*4 MFYA2!AY)NL",QJ64]DF)19870?)_XXUV(BX7]D(/*6 I23J2*@B@VSLT:6@&K:N/4-1A.+@(06YOV:ROCHR"PJ5K)XR%+U 0%1Q%5+J\#5K=W_
M#]+%%:#ZK<[%$)?SM!K_5. TEYOOUC=G(WL?3C.0UQ] M&X?C3!,UJ\=M^9/ M)"YHSJ?9>KU-JUT>V;E!A9RK5M;"K%M<*@2B]77(A##=I2SJ"CNFQ6V6Q&%<
ML">=Z.23Q(&L5#(A5X10 ZS9($J H((2EA"RIQ%$M:1C$BP(9B3$:?D2]1U. M(TSFRZ5TM<'NR*%&7!-#K4D")(8X4E>W3L.6QJH5$% M**0$KR"2(
^13BJ01E*5BCZY586MV[W_<'\7%XELMWQ.KLC042'Q-O=^CY+%-&GI%*N2*"!6/- M(@*""FI<8A1V5(FB4M9'=*H.6$EQ>M]=$4 *JV[ZSD<0C2Y#)'3^3EM[,OGG M3^$#>Q)"
<2%!+N;:],M]LU_6P8$!33 A$E))8IJ61\7$O9#ULKL!*R\.0$K M@Q.P@N@$K&R=@)4W)Z#.M@P10NW2_#Z)5X$B.*%6VC4I-)#[_)"(@J**&I_2
M9C0J:*_C.J(E#W%VF2XSLN;Y7]_)*54R#F+::F#V02UE F!X(@.F1B5G >= M:PDC)NV:%]LUH+G!4@J]F>IP^2)CRB;$7WG@G89/:)QLIC!DX: T8L[OJZM!=V[M2V5!
<09+4#5'>XJYL?> M-RZU/%VQ+#![+R)^Q&=!$538E.55B;N^5*D#W;]-*9,%1"$M0.7]R4:'A8H) M:DYY"QE#3JFKMLAP:2+($%3+>N'"[3I(DI-M M'JN""^1J3%1W>OB?
9E^*ABL^J M+)M"VBTWM)"[')&* N**#I^",[4**G7JD+I^R/.T#RA>1EE4EU0BZI@V2K] MS@ARD BC B>P)<$A6V^YS@ITEZ'.4;% WO\LV"'1*)V)/@R'5\OC80ANQ!1
M>N5I%! 9A73"SE\=40(6WAX1)$$0R0A/_0Y)HX%]%<>LF5,.D_8\CH.X+/!: M>=O!K.**0;;@:QZ9Y$&PR1)DGU- M8]R2 ,$1)2R56]Q^*\!/[+SM?1*'%TD6]%=9.C*.
(^:)\'K!\O8"@!@@HE*% MR.."B$MZ:?^3(/V5;#=%N%N0+,28G;+*&VME6G^SU';+F4%%ZK+)2A40SX;@
M53!PGP1]I7'4&K%\+N:Q0^,LFEL6_LH?'<_GVR)G(R@%IEX%URHYWEZP*$!O MDT&C 8AZ%C!5&PY<$W'5(U0]HY:VI_E9OH\"B*.3W0U>8L+N'=SAI^*$9O2K
M9H9AH>MZ]F9=G/YDSJ@(@H1#T:JF>CE])X#NV1FQ*@GT,TL$\52F?;]\&>3W MO)S;_'@5!)N2F3@I\OJ7/46K'WYI3H_,E\V1DD56+FPH7K0?INJ"H&,*P_@Y M1,\[/4>
%0XLUJKLJ.O^!%&MC7ZN]?WS2:'&";55T),/R1 MPA).FJW>GM_= F%!Y2E:D4&0=<\)!5R1&CU!8 R1HU,]{1)PG>^\,^8TR!]F M:<3^=?[;-GX,$C8:SXK3@)
=]0)_#))M_U[%0%V7C!I4G#;#K!3!,&X(6H&! M5 E1%Q^%[^\5_?.Q07!FR".SI\V.,TQ+1]?M.WT+D5]6&FZY.& HK19:*$&
MAH/V6"77R9DFPJ5JSMF8\07ZL&,>O3/2AGL>66;DDS_F%%D1)%>V@Z;JFAE+ M!!HGYAO,7BA(5U(K"&G1< M7(I-
[;8Y+MGEG5P+DM&"%+L%!5I0F\I&]PV;@5XKN:57<3OHF<%W1SNU/!AB M68 4Q[=2A8]KN)8.0BD @K4&Z6O:HMJ132'KU%KIX':LE$P0#(ETZ.0G%8 ,
M=B5F[1#NP^51^SH0G1RM=P.DH:_BX#Y.XB+&.35R?%/H(4LB3')F\(J=83') M7MTE6886JDTG6UTP-F8@8"&<[.7LY/+J\N[R_!;-KL_0[=W\]&_S*_.SF]N M__F?
_O3A_;_^&9W_Q^?+N_^$Q%6[I4Z=@B<^6BQZJJ4AR5_2_!EH= M,\T7P2ZX3[!ANJ]0=CH(:@%W!D6I)!C^:.$)>RR5,-J4TA!X0[8X$CN!NK0J M>O!W+=W9.
<5P9KN6=NA[N)VRR'RSAAV,C N^+$L MMLF8\1LX. TI-M5^I$[#Z?ZO&7IGUUK% T^D<08[,\0B]?_?NZ%WY M?Y27)]*#;?&0D?@?./HS2K/ZUYB%W8K*@P/[(^LH*-
MK7/,;O.AC^^.$&,' MESK#8?7K>_[K1^\|;9W-6QW&*PE+!.XUNVZS,-RNMPF[^W&&E^RU(T4-V"BZ))=]0=H\,VN!H9PU5,DR6RV(HE+2.^U$ M/]?:(?
8]P[";6()\&":Y67N8&QM+Q@/FOF3585)"KY8Z6J &HV]C6 LE ! MT\B^*F3 7A$DX]21*JRU?'-.$:O"4@4TZ\S1*E2T.U2DBFJV*E\$6,OD)@&./0]J7PQ$&;05:40!4,I/;X^ MFTKI_0-
;D.+C-$?YJOOJIE Y&GDO1RM5L*6G*OO"8/AD0BCS2J, AEDV*(7[WY4.7^Z- M]EK>*?8]3BGO$UJ66;2.TYCU$78 0$\RHY9+FED6H4TT@PH8JMGA[).MTN)<
M"SIZWNDF6&5;Z^UY++0: V'M4*G@R;>D,F'X@\.5TMF[RH0'G;227O@B0I4R M9B\&E#,"0+6[E&03/^\TABO769IUL>L',(V\2]X88;?9HQ0&,UR9$"I,#X]" M$9C%/^R.!U.-
,6@&5K9-#Z!*$R,.Q+2:M7K4W M3.G5XB[980+=)HI*%HQM,0!4,0=M6*B_ZM@UT_,_J^^7Y"Q.MH5RJT0I[9-) M/<@Z(E6B8'G4Q2<\8%!)[W?;CE"EX9U'/V$65 Y'LT)W&=#
K*=%#*$V+A"-N6,6]?'('*[JKSV>X# M#DX% +=-1;2@MBH)Z,PVX%82NTJF>ER/$5L\N@/'<#>[5GB&& %1*CD8*'D'Z MT#0D8:+\[-[\HZ[_'6OH?GCT,*Q_"KY=@2QI+E^"DY
F[]WQ?D^>H\F^]LV86_7V; ME]%2[C+%#=OR4-4F4+Y+'9J(VPO08PK8O1<]) 4W3/VV9&]*5^SXK8ZEH]#+
M7DTYCM/C),9;YLHNV=2NO%Q=S=.6&4$$4Y\WQ^7=,92S]+SSFQ?MD@?FJ&]*P/OBJYV<@:DXORX[O(C".&V?!"#?:0SNR=@-QHHKZH&?RK_&
M7_B7@=SNZP)@M+PX%CSN*D)GKQ2M<-J4?N1>16O%C!.3G;#Y$A 24(/-RR9 M1+9<8I8!%^P3A1]QA8 =;NS8OO M(,.*\|?
P>\B*\GAN<%R0.B^J^[8R"CZXQ>P4Y(TL<%ULR:B2Q2Q9 ;QE<";;C MB4V:T'O,T((,ZS./-&'F:]&/I,FC%DACZ$/,]#UG2+H NL[P:A@PE7[YG6=P M22;N/6"&G];*V@WFH=
[NLKO@Z:>X>&!;";00M"JX;9T$.8Y.LS4[1AJPE07S M6MWP%#TMJHXMNF*%=6AR@)=;1Q9%V/8KEZ"^L!1P$O&UJ$VPHX 25 1/ #I" MB9"M*-.R/:\'C$O*_?
[5N,**6US#TH%&]F>483#+(9I]]88*@WK?+_H-"Z"7 MQP6=E)'.,3E>'J#PVR5\E1TD; /GRVX7;D)*G'P/MXS\@3CN#DJJ/19A&.> M)O/KFD3KZWN>3JH,O)#B]GR*KAGEN
YU'V7S$&?N?M*+A3[IK:.*"^/:8ISS'!&0A' @=SB>T*HW1V,3 M 32X:LS3N!2!<_99L,>/K[WT@ RP-SC">(VC.3D-DD3B$>ALO(6R\P'6ND#" M &O4!+>V,P2U&%LJPNL-
G_Q10[OIOGUV('.ZSW.^[9;EG51G;0S VF&W%A" MM2@,DV?$I[]M:L478,1*LSNV!]7:H,Q8MTB#[%BI^N(,60?V($OF>4HP^@[6 M1P_7:]K GKBSENNU$ M^8#I8 83D7"F.^O
MT[\3S/Y@,9G7&2GB?^B.6-FINNQ(0PK3]A@V>F^(/@!LG[AMU3*"=DO'.Q6; MCGB%@QS?L/!\R7MH[,\QT6[=/KPM\.3\1)->6 AI:&6+=, 0]V1P 7[VY+D MQ[M90NP?:FI1P-
+RSN7O@SAE0\X\O0T2S!8DF?DO=@M:D((M2_ 7$A359*OL M]"&"007JO$=@I0EML6\0ZCY!F2*BW(SB?)/E+ PT6_K^!V%]<)>"?]\$/5 M$(Y-
VQ^,]G3TV69%8]"I9L612._\H=XU8<;\#)?_;OG3U8$*\UMCU@DX?GYL M8,%Z+Y)9:H/AXV#(PLK$_TOG/?F.FPX+E^";[T,[W_>(Y9V0? FB*.S:F.F M5^&\[U\^Z'L M
#Y/@O#;)L6^2+8:4*U6NCY9;&B&'K"]I2"JG?N*0ICI%]/[T4P4(Y90D(F".>M+8UCP]V,1ZH]O\W9ZP3W\ M- RW[!:><=L(*FLOTRKHQG//+6@3 L!BBX):L%F3"IA5@='03>
<6XCH%4-NA MU+^NKP>%OVUC@COKOG0N:%]['Y* 2R(/+UB;P/;:T*;Y@Y%+>:BV^'DV^$5X%&K<1H]"9GFALO8B3H,TG,"CT"8$@,46 M!;5@LR85Z!Z%&;K)HUC6*
<#R*$@68ASE%Q1B?6M\3LI-Y>Y=B_[(9:'HU(.P M+DC',8IL0 >ZPLBZQF5Z%>/M?'G1W$XO;V9< M9$1XT*!7(R/3<';=<6SQFDN00; XM4^![S4?%)WX.4]Q5+
[]+RPM4<^7Y97 M\]B^A_;6[NA4?$S7!A91-F>S3 (*Q9\'7W_K\A83ZA.@LZDODD_&Z(G"OXY/ MS@?'IPC\.C8MJ*R?*.1KE1SC/H]J]R0XELHL)W,"C'!=%@LM[#'!CC-O/%YX] MX8
Z$WS>#/!%K&>H<2O7,S95$NA^YW]>6Y\;GW*WQC7U_V>;A$&WR@CKOY'T1XKO 4Q1(M-NNWZQ\L+ =;QVJ>&N9[7ARYIQ@IP!@#,/;*- 5Z/F D2PTH<<<4:]^
MF9$UW_8ZB_,PR?(MP>AGKCIMN"5S(Y_X7!;Q(_XE$XB5AG9S9[BOM^LD7/5 M_%J8-1>D0B"(H4,F!-RK95$MC'YFXJZ9<9E&\6,<;8-$08F^@"LNR('5).A^
M!='Z4DA"L/Q&R$]SSZ*_WV5LM5S1VKWOKAI;"JMNZ\Y'$$TM0Z2.C,1"(+4W M*/RT_"<Z=KZY:70*I;O/6)Q M+N+IMWW6"?#Z_ETC *+15:@&>?Q'Z&
[R^Z=F0IQFMSC!;$Y1\?Z6,M[8VN[?%ZV[I\!D4JXLRY2:'N+TOD,@@IR3(+E.)\C M+M:=X,[6+/:*^_:?A<4V2)(=>\5.2P.IH$,V:("V2"&1@L(--30916IIQ,0!
M4(6OW]!2,"3Z$48IZ71E3 VULT8FBH&@BQZ;9MWL+D.,/6V^>!M=KK.4%N&: M,O]Q91AFU*+.)D@&L,V\2"$'@C8&<,(L*$N/&5NNF;UYQ"1883!#4[LHO!0M
MZVGFD%3#!Y4TT&6,DHB#(Y8:HPV_NLSJ#'+^QK6F>):CFUK>Q2F6H=CG@:_\LHO>YR4PYCE^;:\2786L^>\,6U=/=&&)N#LP,&H
M@C4G$09I@^#F*,C"V06>"&I20?MDT#X=?VM(/9O^8\[] 'Y;K'P-\;;0+RL- M3,#=;LF8@NVW489H@V#K*,BRC1%?%(/V8?
U/YB*TDT0TNMF3:5*^[&!POTT"0ZP"MU(IRLW]WNMTN4@'MT$M MGMF0PY,%WRC%T%=,\&O?![[E_54$ M+3.D4JZ(H8%8\T(B H(6:EQ]5I33AO8MD4KER.-NL?
H82_>S^YN (@7:WT"T MO020_35 3ZW.=J7E=X&:+PX/0LKN^U0_@VCA+A;9V48/UW?T5[J\7.327-^" M=FG+?%7+QXVL+/V>.IL5MC..@D$!!+-L48HN
M1:V'J.)7CU^W;AN[=B;/2/#U)ET5.W1S#+3^5I#-G0P^U<3[D8B (H\>$,!_X!H?9(R8[5>0IN9BS4X$:D,W9/XD,"))H M@ GG^ C)4IQM\V2'9E\"P@)(=
[;^ZD0\1:UB4=:"@D=E/Z/_5H0ND4JYHHH& M8LT4B0@(HJAQR:(65I+4B2DP6<=I21"FZ"?B21M]&Q)#9"BL*.Z#+2K0,MKT M9<'Q1P%P&)%<.\6K55$92\4"6$_
F;LK!=;XMIVO()@@A21XK:L5X8]^H&;8 M 7 SJX9-G>E='N?:.PQ*4<=^B1)LSS<1Y$"0Q0!.Z:/TR%*I.Z;+;?'K@H1S M3\[R(UQS,)UP\9)&..G9JKF@TI! UI6QT0-!K - ^U?
CC66A!8O90(4%W MMS=HGP0]TW"]=;:$TJN124Z0=]>J&-3) 6?=*H@;-5PO'W*52GL%QBC+6;G(ZI4V(,IK70\G920 M%?/'.$NX49TO?\C6^)3!(KNKX(L]4_5)^*2K3>%TG-
7I@R6N!6A;]C9),?ZR MQ%"5&J+) 2+Q69S_M@V2>!F'5R.9D?)+9MI Z0IO2 $MJ2^"V MQ.XGQ_A-$VRV%%FPFX>M#15>2_7&_Z(>QC&+WL&(JZ&V7
M"$1^#T)N(O@1:B7'6-U/T-JZCWFRI!/VL.)CF#2I)2%-G(PH 4R>)!BM5@4% M88\D,:+]B1!F"(C//U%8A]C9'N7-L/Y=5;^AV!9+M
MJ.LU09!M,%S=;GM$4T!I5B!2IM&,@*X7HMDQH_PTH2;X+ON4;F)V=%%U"DPG M[&S1V0BX66I62H*@DQ&>L*S,%1#78,^)W\5K/AGX=+VX;)TXS3T=#N/P[M:K MIBBZ?
0RUK%,>Z>!V:"03A,,B#3HIB1AUV-Y8CSF^"&/+?E->(0:+ M*%9;[UV:^-AIK_$N"(X*LDZCBR18:$1,W^H(^QA@1]J&R V4N!HH<4FGEH.^@V(XQ* MP35C],#
[S)%+@V*0%J*.24>(JGJF4^-<48\[NLCXH9 ?@T1A=;32SN[_FB$W M]X'5HB H9,8G//W:]6OY3"E"RXQTC^&P>-E>G%[IK,]HGDQ:_F?@>D.E5P%! M-7N<8R?G?H+/2
#0V.\G,:D62WNL7AEL1% MC!4'$32R3HFB@]MAB4P0CO'1H.L3@XIB*LN\[;VX#Z:5';H4T!^Q45U$:M\8-AU\&02\L_A)RPXQ^J_4FYF+ MR1J03=ADB0P(LFB
"2&32U%$91D5JO@E]SM$]>+'.-H&B:M_=&0T)K+W-:'V$M,(A P9@ M2:.!=1<7"M^A*^^\E3O A&;F7T%T>2DD86A@WUR?K-PF^/V[^S^^9Z-6E&T* MK-
H75DHZ.S.IA]HB9MBJ&ID',[SBA@=H>:.X#A,G7(A.F,W\B8)=3SITU,S'SH MB[FE@QQDEPU=&4!DD (3]V!K(7]4.-N6")0EV0NX;?X^L&[#UU\!-7D/DN!I
MML:#6M1QBU^6AUZK9=)%EL1AC/,%R<*K.,67!5[+=CJLM%QQ8T 1:L)8](!@ MD3W./K4JS6;]N]9%01HAE@".RMM\+"'$4W*]K](4+FH73+]<8]'CG'8F^ +I M5 JP*&= .99P?
I95Y*6ZSHH*CFY+;X"N7^YIBJ/GH$01,!?5:,=RDD7,/ 0O MET%*SXM:/2Y;D3,I\0J7/4OK]V=G8P^+AF8VX2BXX*,]\/8K MP&II[\RSABBX
M?"RXC5VS@#0XGF8)S3QC:S"/N+4N8WX] M-EK^*2 MB3;@V]33R8/AF@5(S7V:3F0M..905BB3 33H^"::ULAI%4!3S1@#=|^USC!\ MF5*N;?DX_%RV;1[BC%/HW;+
[!;,!-5R4JD\$Q*;FT.'8%:)L#T (E MU_EOV[C8&;RDOI!+\L@!MLG2E?!N:;2PA",-7 B2=\.?_GO(D@B3O$1WG178 M?JHW0-\EC087J\TP:V4PY!N*6/H
9*7_S__TIP_O__7/J$S'.T'WA9@OVT&E M,GS'.T'W(3@R>9G6F1WSX$!-]QLM@IW-0M]S$W5)Y6DJH,WOYZ4@AO23%$/H"4SA
M^(1IH$JE=^T6C.FV+O])N_PF@_[L5$'V#7T5C.H<\B1?7N_0ED,Z4!SS#M4) M\:?K#(?T%@.24A<\7V#"RZ+U&Q6ROWR -L$P(A76=3[?;^QS_MJ7FZOS1 MPM=3BSN=D!A
=^8?"EDP7#(% :-1AR5\I"L4[\LQ@FO6MXGG_036I4P6$89 M_9 ^I;SSZ#HHN*]5K0MF:?^R@$[0)7/40-N4$:7 <$4)38Q^P@397L]>U#M/ MJK-YC&#
[Y]>4"7:+5VQ=X09O,C+4V%GJ M.O6ZAA2GXX'9*((AX1"T@F=6ZOH?:#_GU$C4+K=L/P&SRVRDY'I$$%Z@Q)5IK>^38*KKA3EA6?%%N?I;9.QLOQZ%&%E)ZXMDP##)-'
A>L<_B M(Q8;C)KG97,J.JZ?RD9!@9;L\/;C%_)*3S)V^V&SJ%9?D%R%R" (;Y]P+BX M3)<96;?WSN^R_W;-R4R?NS%>=O$(:YW:RE+WWA(,41]<_$J:&@C6S^3DB
M.,Q(A"]V$-Y]F3/*6=:;>C7^>.Z4GTW*6"']HI\3F[BU8/%MMOXJ]RZX\|M M=L=#'YN8]VXQ50ET/2';%GD1I#R:R9;V,W6^*F7PG8L7 M>LYC8>23]B>;A"%U(?N*&-
)KS*F^F(YB711-W\A9&JB,CPZRDYRO-TFVP_TW@6 MD\>8N:2RFI@E' 8/?4%G;=DJC?^!HP4F<5:>$;;O.Y/GYZ=+':C:Y#UMXLP M=L##E%#G&.:M,^IA^QEZ_,3^G"
M:F<65K$4QL66R._=/"YT]ALJ6SN@O* M49%+VSHVS="3U(?R$^GG+JBY+UQJEP =L.)BZ;K?W0B%],Z+Y0S=0 3,V'^ M>8,?Z=^8?[C=)+'R_+B-IM^[K&N-
57>3]7]5=UB/4*6-^%?$ M]?TSLNF;JA!-^2R-KBD?%)_OZ%\YSNI_RE[J/>0&?D9!::N*/DH,%4N<'K3 MH8JFB11&+7_[VBR+@]?^[WGQ@ DJ'H(4=94.\9[QE$'P!M34E>+5@,-D
2&, MWG,JQR;.WICTP?3" Q3]$/WOZD"/((P\GLYOB6V#9'Z?Q*M \A2+0=;Q@70U MW-Y)=%0%'5Z$3&-;)H+WR@'?KS3E8D&/N&UE;)V8ZZ=0&:G7*CAG?6 M#
(+9I_/X38OLO5W1GW_MLCRK,OG+O/,7ED7LQE2B?4;#DK#>,DY@71^>F3 MY@#P#-20JAEQ/,HF>>^JY7!E4@>[/$)E>]C.!64I:O)!/*,CU,X*\;Q0-S,P MKODT=6?
RSB?/Y>7U2*V//G$6KZQGFCSU _1.4(Y[D#_0:0W[%UN">PP2-M&1 MQ.Q5N:#V^DX=_*"%ZCC]MLI@NL)0Q,)CKED1) >:"Y2=I@S%]HNF+)=SYO'K
M8#9.ODS(.PE,R(07G[CHP6[Y!??4TK$M*W.3:X0=WO,S &Y=]%-(PF" "9YX MU:^1]SX*=<]:U\AV"FNGE';ZG(\>!'KDHM&!V>IC2,-DHJ:4.94Y8+NRI
M<3JZL5&,'::_"0]]53']N#,NEO#W-L:@ ,34V*&44X;I\57N6A/=3/UF^/-- MT$^8G7+'T8SVFV"%;_ ZB-/Z(RO!>ZM.9).,/Z-E7TBU-3.GX9VRSP0N/")6
M)X.X?&J4T)54]A)"^T9#YO?[4Z\P(1=5QU3B>)D[!G\$@,? MSN^.X3Y"57+>&X_/+$@U$L5LD+
9!&K$Y\89OT5H=OC&I^SE28UP_G3)BYCN)Y1<*J)DES4[>MG:K#=-\]$.3#LT8"33[_W MLN@,PKR[?L_B(B,WZFF'(.5TH)-#[(QJ71$P])#C$L:K2@HM,X)N(/CRW;E,
M=>C(:M[3R/J;=_;@JB>7E2 8MNC0&:>)YT#N['4+P>XD6I6V%/1'FC90-6.8 M%%"ZM* 9N<)D@1&EMH%69=T+^R-,'[":-+4D4.+TX!G)4\M]U O9L[)[C0) MF+KU'SP"EC(23T
M4NHX9=]Q\6X+0)2Z$Y>6&+N\Z^.R=8.L':$3O J3OGN8Q5G\$!',Z2@>[M. MYT^8A#$=XDD<L]?.L$8DX.[PQNH#-:8[!*4 BY[-*8$-5]*7>6
RJC4559/+.:.F#F;#/[F0]W'6A$Q)G)C+'DT4 MI<2J*74\K\.MF(WXKHGZ@PIHH)8-DE I-T W 92VANR].V+D-DI&9?TCG] MY% #BG7%W-#HVY)&*5ZQ0-#*H5$+4H
J8YLTX#FC$;"MQ$S6D,V4M;[/K@847A/)4:E\&8[9:[SLNU!(ME@=>T3@2H M79]9@JE7BNSYX&:/D(^'Y8Q3M7'5$7&Z"R@!U]GV:WWW/CYH0 D;>USD")5"

MH#B@F=,5;P5%'YE'H #B+LN7X: M;.(B2$K#>H-9E"0<763D8EML":YAJZ8-P]-Q&U%T9#&[T48')N*=M<]%+D8I MW5NW(U0EA:JAN$Z,'U,ODVM,HW>>*YY+V4?
R/=GM1:HCC/S%K[9?0JHG4LG#/7]#K7EJJP0S^L(=7QE M]L1IF:&GE31N/4HL9UL6FZ]$4X*\QE_X)^G91#M-QZLO%J%[!N*6'H2M6Z],
MH&K!NFF/$$VEE'!S]H)F9WOZIB7JZ12% %9Q5**1\VY?+,"I?$V%UO$[+ZF M;!6RL^S8?&P>LE7=3QV9EO?CL;;%-6XCF!+RSN$IT"N/=%<*B%V(9!KL?ENU
MY%RN!.UE\D9(:QI=+Z*0VX"_ZL?GA-:K*!TM> /= ,RV2RH$,776GF4"APJ# M2OVE"$!\#(-";M2>8;+?U]6WV=K%MU+88$/F)]+W^G@U=8>:0^6F?<>
MYJ]J$_>Y9BASO,T15CHAEBU&]1E@@@ M+F*<9BE]I,_ %O^7<3W2>NYV,&+&\84X?F"$Y5GS&+(/O5R2ZY)'^TS\#XR
MM"Y$FU81<]4RHN5E]N>F[^GJ^S35HK@H_[S$P5CVJ4ND>X_:9B4ZURY%@[F] M/WKA_LIPU7^*A%_$QH]0$9/L]ER!BS@P65$FW]>!%=%@=#U5[F::%V3++0A_
M4O7N(4A+-S&_9N-W7N#H>KN^QV3J=AJ>_XOHGV.K=9)N/#1S2!?K?16^;Q_* MCVSL?7OV<+/BQD9O.LEK]VM8#V MRFR(=6,X-B]&7+]3RV-;+\+UCTKON+GJL>+[,.U#N
M CFH-7C.RV!\K]%R '-C!H+[W=D>IU[,?]DQW@(_A_515JT;^R)D__MQ6U1%'^ZY-"F]?A.PI74 SW,9!NY5 M&8Y!#>+4IE@A^QTX+".JXZ#++%;6ZD5V"5 ',0!%KO-7^&<-+A:Q
".)W6 M1[&-'1[@,/9,C[VUF7FHLT"ZG$#UY?%5->7\4)+-R^F5H\NFZGK+EW,4QV21 M)(7W,=H.A@&JCQZHDB<=<0=B>#F]^S %-W;]US?]\E="N &/(9X.U[RF\W3&0EIMN.,7?
0;TY1S_>-W,&_4\M]T!$'N"PG!\ M["OM,BU(G.9Q>) ;/>;\0+DRSZVV _7I;F8OQSEY9@G[776V6A$^'4)Q+5Z> MI#Y]]]X7WSDKN\7"/A_T9+0DGY?
4&975-.WTOY?)]^E\JI(9]KJ8_&OJ81[. M/EOG_D)[HVOGUS+KU]ASG[]WS5(!NHY^;ZZB>W,5=3T+U>.8A\S0>3<^:,4) M/?<@N<'JK\)-D.XUM,'JD545BWA,.(V>M%-SC,5FG\
M#UI??('@-,N+W.Y=GDGS\O-&SP&J2_Y>SX09P>F-!RR=[K61YA61?;]G[^>R MC*HXEJ?!)BZ"A*5?O[,&YNF>:>KJRO".S^2Y.'T]\3!5U'DS<=HLP/3)PY3K M
+WQRN[M'^>3+/LY$< G"_4X^ZUXE]%6*<,:'./"84M->^&4S0+:OLJH#Y.7O)N7ZW]QH7+&A0ZV#M*^NOSF-/ONI' M/0 \W?%[?:!CTF/3KE48#)JYO1Q[/SW
MFE9AD#_4\^"7.QP,# S/IY10WE+H@WD1@\,D%>[CE80NDI<_5$Q1_ .,&"4L MU,*%.#!44&3[\:0$UQY/[,8,Q]M5L[2(HSC9%O$COL7AEL1%C//SIS#91CBZ
MH%V*5=.VJ!8KSP/"XG[EM$R\BNSVJ:;)Q,\&U905)-^9FB('.+W]$,42-H5; M2:.J[1U;\R[31N>+6W0:).$V*3LWE)VG9U:):@F]KMPO.TQ[U&F_H/[6K8X)
M.UN9\&OI:9W2:+L9/V*H7:\|)!GR'!?YZ980K&C4MH#C#5=M\TAQ"17-I8Y0 M)>>UDM6U"ZY:#?6)?C[#RV";%(BOZ/@Z/G 5!_=QPKNEAL"B%*#JUH#K5WU+ MU#>?>3#
ARR),G+V;!T@B-(_?(',!6O =>O^/+S$9H5!8GOJ<&G4PE49&@1 M>&R"%AMF:637("8=F/U"#U732_C)IU+<4R/--YC%&DA7U2*T= @0A U@QJ; M>(VBDJP7W'TY-
V0RS3,UOA*$9U<(@:QWB7HU#5?"J.OF/C7/K>EVC=9E0OB M;2"FU'&U6HI-NE2,AV+YW9W;0_I7T9_W^8%7XJ^P0F+CW27W05/|\7% [.: M%-A%1NPW#)^1'* ^-
$4I!N\ZGN&08/J9!65#-#?4R@[-[Y-X93S9>?#.N0CB MB!;]&009DPX@9CP+_F!*E+F51,!)!)09S,.ZP1&FH*,Y.0V2I!L%7+VY::4) MJ?6'
1;:F[]!5^LCVIAE"JA,HMGL\WHVQ%3$DI.CFK-4?4GMV4,\MD%O?2[3 M?1_$*7/KYNEMP/;6%B2C;E^Q6]"B%&R.LUDKEC_L- &UYT# _>9DZI4+C+(4
MG<7Y)LOC>JNB3@SQU%"3G*=FI1X[=Q=JM^$R71"\H0/3&5YBOG!43:;H')@? M,5 O)(Y+"5"S/[, ?1K4R:&OZ@2_YD'!+ S9_@'U M4G:J
P1&)="MJ\)JV9"U.JKT(34*HM0YEW78]/>C-IX)KWX(L!=1* DPC M-FLJ5^R_:X32155K9=#-:<)LV:;[M2B>3M.VOA9@KW%Q&N0/=-1_C",P^ MY^R\8 -
S%A;QH[*3VFL#:ML1H(7'ZG&!6!JH3H0=B/R*I4/;^.M6(^_3\M2^ MU80[O\MF(77E".XXB]15T+K&]MJ VG<$Z'[[UDFP3:PJD<8Q/BH]XZ-F\2G M>ZS@\B5_&GYL]Y5H VK>$:
'=M\F*7_==_'#Y?P7!O$RO8KQ=KZ\($'(IFA! M4LZR+S)R@Q_9E1$^.[_=T#&DW<2C$@#0RL_#W6_HH0EY-M(FN<&GV(O M:FQ: "DPV2Y4E>!1?QOA2'YK9;\9 6L8OXC3(
W'#N,2;4!M/@+TP&&\2L^4'3ZB=H_2]H5WG M?+G$H=23=XL $,||%5SFB1R5;&VE?X3V6:-2A,TJ>C]V-4I,2+*^4%_O*<\8 ME= 0PX9*<"^1_)-S&=)RVG*<2BF.68+#J-?
Z$"_RE+,PKU1QWQWF4;7P;JS MLJ^6 F!R+,#U&ZL21[7\$>W7$1VKHFV0(*;IH15:I[4,+:&6!-(:%@"%PX)[M%5"MPJ]6YZ=)EN.[[%.ZB<_B/%2TBTX62,M8013N5G
EQ+788OI=O.;GS#]= M+R[9/G9(/VSYB4/_[75'(CJO4#10YR.0%I%C$N(QDH!WC?)K_#3\5)HE@TT6L :)>!0(6C_ESMJ+_IE*.?F2[BRKZN)@W80(2_73AT M<[#7($?
>MP%/DR#/Y\N? M:MBSFY87&=#&?433J CJQ;0Q6<::;(EA K57;X MC2O[/-1>KI'+BF3[D,JX% TZ#.!2YMW2$H^6KI"5S\,@#45=^2!A7";XK 6-<9W^3%T0%>@AN:.0"[
MZJ_,_L*/-8CHGQS3ZR6YV\"M$^+Z?74-^^H T6M>8/37Z6,JNNTYW;P!.!C> MB@PG;.6K(W@5(]X7QX7L?QC,*"QUSC03Y6%Z>J;KY2Q'4.^C:0))O7
MX!E8E.Z0_&SEJQWEVS]=T;_HS_5/]!_L:3[ZR_\'4$L#!!0 (."$-5H' M@XPB+30 &]G P 5 <&AI;RTR,#(T,#DS,%]P&UL[7U;<^,XLN;
M1NQ_T/9$G)CSX*XJ5]^J9V/R+=J[[@M'=G5O;,O'30"0HD+):8NYRRF2%2(5(NJS"0HD@FY-!'3Y2H#8.:7B<0E+_C[?[TLHM$&N3HYQBDI\:\D=A/
M@C">_^.K3W__3]['_]U\G)Z.YMD3:CZ.+@*YCA^3OXUNO07Y$ M_IY^2[<+V(!WF9?EZ6:TMRJOR_\5W?!>A?'O/_+_/'@I&3&\XO3'ES3\QU?!MN^5G/[__.J'S-
Z=OW[Y[\W]_OKGSG\C".PECCIM/OEKWXJ/(^KW[\.'#&_'; M==-&RY<^\?[-FIS-R.RWH:9]A9(T_#$5Y-TDOI<)L1L_,U*VX'\[63<[MX?]T\N[TY/V[KU_2X*LU^
)!FD1D1AY'_$\FO?S'5[P9&__TF[=*/1##<;%E-%,*.7_F/B_C^/BSZ M$+8N&XG:;=75M^TM6O_V27SAA&]6 KX-909&: N(,'6WKJB[)=E-DJ930ME7
M%DE\QWY/3+1I.W6&6_Z0DC]RIJ*7SQ U5[7'L'1]6+R^+)_!/-Q[#Y&9$:M! MNK4T,)E;?NS.C":3/UZMD 61)HZ]VJ-8'0"NF)8@@N2>6&4WGJ4;Q*>C::U MB['[W1/9Z@U@B.V?
8A M"*. _"%8$&])1NB/RDG)XNB!4.5)WQ(X_>S2X#Q=L8>F 8.UHW1'-MDTA6VSN MJ<<7Q#%?(N=$)W1+YL2!WY2S99&:O")-VP?]CI0EXR M$@C2@G:K=%
MG::JV,;4'R64J0##>CV61_T=836]IV6+-TOA4#OQG\)H(^='FBQ4Z)1() I" MJT"Q3PR#YIA]/^ T7$7>7 YGK0D0SW<8@$JYP4+T@J0^#9?5_94"V)V60'Q/ M4?
&5\#8PS.NY,R/SD-/+2=GX&?5V0=$%"/Q[3$NAY19) N,XSKUH1I8)-0"_ MVQ*(JS>8>,MX0X+YOW./9H1&*PC2C<9 L+_%!%O!(1+>;%?(MH<<'PC@S=9
MQ+]#W7@H>$2"_.Z)1!$_NWDQ2,ME[8&P?X)NYI/X 7GM\+MK3 L:]T <+_ M@ROP-[A%DL"4T##A@5(4@'VC,1#U#YBH*SA$Q?LR#J!H;YJ"SS_X8-?80X+Z
M*DQ]+RHHNF+_ENKAEC2'0HYRYC2RB0K[OXA'P:!7&D,A1SF&&E@<&/#SG-(= M8K161=T:"CG* =3$Y,"87\99F*UX8LIMOGC87ISN8MUL!<48Y="I8@H%V_5-
M0YSQ?!L=OO664(Q1SIHZYE!P/F?\4![3$I"7?Y*5#NA&#RC2*&=,+7LH4$]I MN/#HZB[TS4:CV18*-LK)4L)@"MKWWLMUP+@2H7<<)#/HRBY0[%&.E2!V441P M'?
L)72:5Z^)S'OY(5^=)H#7IAHY0<:"<-RU81Q"*. @87&GYQTT8DW +0L.D([*=VL)_"84%R5,X>)S1),R_Z?^'2M).4MX=BCGAPU3$Z] 5C(7=^::$*):HU@>*+ MV@(*,<]M2,#8SPE!
(N:<*VW2*.B^<:T,GC MH\KRZMI#$4F@[0_RYXQ MH[RC590K%&.?"JF!L;V-BG3HNY6BX'2!M"$48YX&E8&QCD'3KD\-:: M0(%%.=E)V4&R"9GIF$.SO7.0[9U;VEZ4$Y^**21L
MB]AP-J,F#U$XW\G4E\,L[0#.L\%$7,/JT/E[(N6'EQJF"T"'%?M!#KNB*11P MG!1)'7M#0YT'84:"@]1->9]MM5 %ZL9>4 '@Y% "F4:YWO^51-$_X^1S?$>\ M-(E)4&SU=3?
\RBY0*2#Z$ WLHHC@R3*&4I4!()2Q1Q0-(5"CN@[5+*"$WM9 M!#5OUIZBIKP.<54/*/"(3D0]LTCQ:1GA-(?/Y,++O))'"?ZJ'E#\$1V*>F;!1 MXN?
I.5MXYHG>9UYK"$4;,116RAH*R'<++XK.\C2,2:JU+;6&4) 18UZEK*& M?+D@=,Z,VD>:?,Z>RMQ.'=B*#E#0$2-;M:SB@/^RS2,O\M^TR$M:@ZL3(,*N
M9!*K[,:FENV=>.:'*E#7M8?BCII8]69T8.0GV1.AU?V3((87<=4%/9A[0:6 M)I]^4[S:#X(IY")6RA MP'OFQ;_3?)GY*UYUD!#N/DDWLPUP((.
!4)XOG4"@J&FC[046#F<0)8!QI%Y1N$[U(<+::\:>S>)C"/7G)SMB'?M=OB@#=H?)! MK2@ADBIK^_:?!UP_ZAUUJGX,?V=@JAGHY.1IN+7HR][QE
M654VRM+UOVSUM/R'WS8D5QXXF";%44)37K7L#NN]_YQKP]DX39FPS#S4VV'5 M9+6"='>R*3CIP?BU%T2Y2$+ET6B.5MI5#ZY, @I6T051/AC(_^"/.CQ[$1'/ ME)Q[E*
[8_XQG/Q^- LG#^Q!?D3TS/.IUJ"AFYHE6YM%C$0Z^A3BAW$&9W9:AKQM]/B M@-OO)=|WW>KDH^^%5A;71CP0QM&E4['%MTGLFPR?HCE:O5RKZ:)C%5T0!6&F M)0>Q-
J[]]OH5K"XWH?<01NQ,1U+I&^KF4Q)\!+3ZN_L?:&UA0I]M%8+!YUU= M'[QZOFTEH!2@JX?BTH.;3KT5?TS6O$=7M,>K PS'.@%QXHY@:,XL>H,MK6Q4
M7?!J!N\A'CW_Z!+:/2BL"5T9Q63JAU=LN*VL8$B@"\QF+NTSB7J[D; 6#&CV M'-KND;L\PZQX8SKF?BJN>23F[P-J;F]UG?#*(K<5+ #].G69E_?P4Z^AY+* MW>P&#V #/UV;
D&KP2$B;8Q7BAF.V%P'9][RS"35LY9;UY5'?#*,[<5BH%W=-G,^&O=,0DN/1KS ML#1V;L@7><3#5B[((R\)I!83I"]>/>>V$H,C@BZ\)F\V6P/,JL]MA:/F^(!W MY*:-4?M[7,P*TYW?
6JQZ53\+L8-3@783R0+_^<@PJ M[/5\P+">4$%N(/9K4T)%##+TR*#N?[A!B'8(H2_ N^06$>3C/'M*:/CG=O:; M!-GLAQVNV)D$59 X*3E]TH.&OS99#[TMN!W+KN^$B#W/]?
9&%-09.Y1Q#R%: M@..2(.'&4]L).^JQ&\$Y:S8M$\54G+5*$SL$D<&LI2/GBVUEKLECZ8.L5M;> M.5M\ SM;W-VS/WZ^O&7GBLG5:#*]G(WOKUD#_%0EGD:V(!L6S
<)90=D=WD9 ML@[(3=)T03XA&(2A\H^K6$%R@VAA[7]]RQ6KR>\!2O$WB9) M]MM)U,@[NI6\)1ED=M6:82TZM[8*<[V4G2Q#GZ M=*H3>!%&>::[EE)VP$Z.VD\P-;[1Y?
(KX2FE)!@_,VL\+]^OFSPVKE_,4\E^ M).QD*#M)MD7*51&7FFAQ[V@]$'K&5"<2-@%U&#>2N\XH??#'SE7EMVVN*J>S MRZO+V4S\^^3\GZ/Q;?
G33Y.;B\O9W7]XRR3]V^CROS]=W_\+_S:SC4Y$%4"@0+YR:Q")OY26$R$+>[1#%(N>D<@>.=$[8)>LB67BA M["VKJ?9:WMPQ@>B4K7Y>D#-4N;UI)1>^91!@O_WP_JT
?/K3]:0>MD-H2-*+ MGXFB1C7OHNV![6&Q MS(C2/;]XI37"F9IO_<4B3]AT]9S $EQ^BR4*2?F.1B MZ(;M4FDC(Q 2Z/*]JY*8!*5]C^TN:2,A/>_HHADHV:;_M::QE>_QV8IGA5A
M%-,];[=XN[(YHP0!-S^*+#X5>Q&3.[^UP)S5G1SQO&5SDE&E[\8A1,0EFY)F9,;)E67MHMAS(MF5469+M(7)CS6W2+8+9;\EG\1M[@=:[8T!QL:,ENC'=!Z\'0IMG),UH
MZ&=K5]]GCP:WA*=C)/21A%E.V]H#V,C8 1J=F 0;$%W5AO5^I =UL!D:.\RC MJVW= 2E$Y=@R(Z+6RGUR[[W\&F9/_":"L<:H%GR=>2)F8,&#+X5$0(<\^T'1 M0T':'/G:8G?
8YS^A[OR$R_C<6VG:C89>O?E$]@=6@>M)J";$<[^0YW]&?DC M#],P8_LJ^ASZI+"R,^(G\UB,8B@NU_^7T>L3=WL_U8$T%>T7L/Q^RM>#!:D
M*12_2Z_.@+P5X]2CS\):7\CQ,>Q'P:]9+%9'.T8P[2_X&OW1*Q1W MLZ5W3X X_IC?3ATH9)R32X;SAFQ,S=,/9G1:3T:TZ?K[5b>6G#DR'0?E,Q(0QF0P MH>=>%$G6 8,]!?
1WH#BRC3T%(X)YP%%,5T[[8IF)*][=Z#_%O-1U<*!^,F0" MFGEV?Z85)F*/J;8>P($*REW-M5U,#OHV8;]H,(L-3)_%EUL'A$DW*6TBBBYC M%^X.VP6$V0@1_^)%2GY/,G0PFY
TGT5)9\5Y#Z^^VET=3/YU8'R M9I6TLPVK5GF DEYH%V>K3TRLU&FI,K8S\+GHB"XD;\V8[E3 M/%DIR.957OT+=1_=Z2]B6C/0 ?X!*UVTL=?
L$>^V%$=FB]3SJ;H_U\#3M6 MNS,5Z5,8Z)IV09A<_%!(A?T<$2&>.!@O$IJ%?QIV*;O0HP:0&(([+ M??5RQBM93!X9Y^*9[BK%QB)C]B-A!VX/J!-
M84;7CX]>&',@)O&=%Q%^$<0+ ML&6K:>05:66BNJA:*Z#]L:._]]0%.T@/^WZF3=A/^\">WKQ, VH'./8'1Z*, M8&MQ"=2?8V0![T"M!D?>S[21[SI]16^LI2@*[8,>(]:(8"
MGM:WP\^$/B0I<4\):,XV+XK:*D'C=[HD>+]Z(("I5>F+K'KO'HS6_&F>>Q1#H M0>$]*(8!KX/6#OB.JPN!URL6\'L=?Q,THX<4]JQW(D-W]LU M!<
,_0S"MD'KF$W_CSRD9.>VA&V8 7=0-F.@QYKO(:ND-=>OX* !QZT+>^! M,'MGBF*/W.M;/LHG!SM9/K1CN1,PO_?R < ,?_F@B4](D%XQ&'B4.'_)?4*+
M>W=3P""D+WHL_1ZR];\Z#$6JIXP(SL9U?!.2?/)XQ0D5^1E%P-Q50AOUD22" MX^/8#X,>1K^_#-LQ_@I6_?4F1S"XS*G_Q Y0D\B M.
[P,30=ZCD9GZHHCP2]5Y7O28+A"NG21VPF2!U]^VD5]LDE#Z[].R4 :]:J2 MU]9A?47@=H%@@_D-OSMY:]_7\M9VAQHECR/>=^3%P6@[G/@W]#2UG*R=S\%ODU M1"ADN]-
KAX-N7VXU(WOY0OP\"Y_).;,+\X2N%,^#LK:*I@Y@7M.."K *FCM] M_-,,\CB*ZH2$1/U&^NB]X$/N59M*OCK^=AN.H>0PG4U%I;:X(/K$9I M:[16DN@'TMD- 0:-
;;3#AU6J"KOJVJ!Z6&7]F7A\KZ-6U9T&^(AJ%'6'TDI> M_Y#[W7MV0#F+Y%$@%>HKS>">^&'UU+VM]Y" M<>10- 6CW_T]CA;'Q$0X"M[\T]N=Y.3Q,?
0)3:]B@]8#NH'ET/T]BQ'CQ(81 M%+E,":$?:9(O19%B@$2T'<"RZ-YK:2$+ ,]#6R/A5=\29I2"M@-8"MU[^BRD M .!Y\+F0W/.;1['K6LA<3$)Y:HW :'>?:F&E\U+>AD=X[&?
L?!6M>&5[$]#2 MMF"\N\]1L,-;P^G L(N#].(4V$T+ MFVV+NC48^^ZS (";31.GB, +2BJ3$82_M!-#-V'U;<0@X9O# .T(0UNAM1= MX.'%?4@"BG("90=%*D7>%
(^I*&!CN^'B086+\/&1, A\8A23[1A@N?5R:K:7 M6SN,!K_,V&7EEU188)'-4)3DGV7&X7E&&!!]G+LMA=D.XS0!;DIXF1QBD!^X, M%EPO]P/V@K-$!7W:B9*$;6>F
M.5@NO5Q!M)A+)L[Q+9[R,*QJ"Y9!+U<1G=@SS O0M1VUD(2Q$U@DO5Q+V(L$ MB)Z6'FO#\^<]I Q#[DDDA/=0!RW,F+![YR^LA;@J749X*Z1 (:]SV>V1*[M"1[K8<):VA
,=9_)U5JH-?QAW)1JG02[+<#8]B)QS ,)6QM'P;D=U>,_FEV H M^RRNJ(6RQL? *!H#I5J%1YWVSK*M)@@8C:$-?)S&
M9_%CEK+%QAS!IFH,ED@_3O9V\;1ZSB5RP$BDO*24[P"TR93?-)(I>9T"=K!8 M\0H%;(0D)DF>1JO1^+/')!&,=FIT#:!E:WHFCPU^&B+:53E8ST%\OL7WUP1I
M,BWE+?'#^&VD4'7D2MD9.@63YTR72=D7[$]U[H2T(3[X.O6I@"VE?N!$S,-, M 00"?$P'_!+2 :O3B&2$+L*X>+:5_:/9;#1[X"8,M33<$!"&/A3,YUG)@_J: MIM8&-
UT(!&*B)!X%Y34![+2Q2L/4%(BF;(V;(*2 LK$Q4;(Y,.IWV>]3ZD_H M?4HOTRQ<")A^)ME3$A@D .N)FR)DE(8-^T-?PN<9F\0QK\,)4":YK@)0D89 M&!G%,_>W2?
8OLC&AQ#0E8#UQ,XB,XK!A?V#)7#%VDYBL=Q9LPZ:^G5:UQ+F7AEQR\?7S7L5%H.A9N& MM9>HE!*W@Q'Q$ <\#]>C:X^9B=20\,R 'M$>2, ,]XS7:XR9H]2==W+-@=3%)
M2,H.1#,BGB_=W-CK[:Q-?]QLK8XD: ^8(SYKX66^#]EN8:[W6[^O^ZU%SU'1 M=>#ROP71"T'QC=XGK6@ZR(4*_W1ZSF!A.O5SO PY#1I7M*X]OBM)BWGU'D7# MQ=!^Z,-
TCIKUQNPB'; .\-%%BI&T44Q']@&%9I?M:LWPX88KMYR#3D, 6CW; M(GT\<4PIK_,E'EX\6VW;E(\Q"B:VG,0!?_Z=[]XODH47:AZT[.=KR&H@EZQ4
M^OWP/W"YXW+EW&B[P9NB;HX;V6"U"Q.[1C:TT/FC%V6"-O1.^W#4U M4TJ"C"[BX"KRYGK<:TV1HQHL49?RB:7M;/:=QVE :#7VR)'+[2P,TU.D6#_ M*?F\I0=H:U1]D
,8+,6@YWSH+*[UVA,N"+_CX;N'7[Q(/16T'9!#%X"" /", M,2FDFWW(S#!U1 YIV/L*!'N.2"G3NEGT/9"#$?:1Q^'Z4@0[G^* 1JOY'?%S M6CR>K8S753?'#4FP$I^.7XQ)=/E"_2D-?
=VTJ;3!#12P0KK!&0:\']EI7V38 M7'DA53T>NZ98UAC7?V\%N)K7@9'?G6.KGW_/A!ZC M:X_KX+):&LUL#UWU5%"AO;^I-<%U:5EN1"3,'= US8;^>[X;-TBG;(/K^VHG
MGAWVA@Y:S2/R[NW#M^_XTA\DRXQH7%_*QKB^+RO4#0P/7]3-2@*Z]KB>+RLA MF-E&60<$'=HB&K)VN(ZN%B9'QB:BV;FGBS@#6IUJ6UQ75FNCTV07U^:8X-[6-
QT(6PWOX""O&?!:YQ MHNF#DSI4Q?H\B5-&5B#^L4-9[(=>=+?.Q@<8BHZ&Q[$I%4$]DXH_&_:&0SF*U2#(M\[U39:B9AA9@.C'1-[&"%:;9_B:CN2(2[+MWC4@P/L9(#,(?
(M@,,ZJ.@Z+A M&^:VY (FM;X7SER5T028G89NR/,1(I[:- /AX,3$NB%>*M](?U>?/V73-HK% MORRTY>V'JV^%QDQ_NI[\5BD<+L;6*#UOKVZ.H^TW;-]$R&1)N#F-YP51 '4W
M]#JD.10/TVR0C5ML^BR&0%QFY:.JU(FP1<6*)$52?/-1+ M7,AFT_2&53T[?B9]#8:N25M\EBE9D8BMO]FW*59*FIU/%1J=0"V]!T:>R]VH26WN=X2V$Q;AEF3\9=0IX1GZ/6]
M1[SKB.TX1D7G4=$;9T'U:,RV/9P3005@:57VP)G$=7H TU/3!7L1-8BC-J6, MO#LQ6>[RAY3\D;,!+Y\]5=QVGC2<%7MYU&92^<+5R-E=O\\4/= VH36Z%%RR:[::)=R?
FAXW#4.,X/'VWK^-P]-?U3_]Y]"&VY^+6R\0FI[Q42&)- M\4=9VT/SUJGY[326HHTH2G]AC:55\5^)83V1XNM:"LS.V#0Y;CC10)+3]\+ M'%KIBLP@(*!+ZH[,^;EM1I8);3'A@-
V!LNL^_Z>M[*Q@01?B)_'X4_'J(-&L M7O5V0+%TGQ'45BQR1O?%7^$LN@G_R,,@S "S@;=7-P?"W'T"D#7,>CXS<7C9 63>,;+>%&F MA^)48A-N Q[I@"-P+-
%R8H*6873*>=B(<2\Z[#?5G(S141!UER^7D3"W7G3F M1CT/.T@F=A?,GF(NE_9#8+DI0G,^^B+DS^6*@$!B?)6\W(H V(C85D7_($^_8QB08GI+GS+B#T?2T&<,"%^BOD3D^+]
(C\+G]<6 MV6[2=_.AUQ@FU),TT&\G3'P);B8B?RWM6K$@8V.[L%"4"0ZZ0_ISN5A&R8J0 M.T*?0[]*E;Z_%@DR1)85?^!V'H=_,M@(#9,"2RNUZOR3V,ZWGK6M)Q$YL2N2
MQCZJ]T2-+!QE!"3VF>3@0R&W^C>.LS (HYPG26Z?X+A||:.4,<"/0:KW4AJK7G??W V[[M@*5R%<+N5[O/TC[[\HH@K.61-V?HK. MDPNV<8V2)=>4S69.^;P.[POKBGU)K-2;:B"
#0K]7.NF-*O, O:W[0Q@*V'K M)CN6$,HXSE;\L12%%6--Y2W=T/_^39@2@$Y?J8)*;4:6.?6?O)1L=*E.G=*6 ML?X6W9EJX2](1T+GOHQ>.,YVX^_: W;;A,T
V:'5M.HR3A%]TFQ8Y(X]>1> M-'F(POE.611I/I:L.?(U41^GF&;FEAJGGK)-+E^XHXD4M]^2S\M6'-X1T][M%]"GQ(0.'0+:
B&/REO\$YDOQQGS3>L*]>$C>HED'#YD^VEX4FE25AIXF6C M1S[2,Q_I&%<_3%S]ISAY2 E]YCNMZWB99]SGS&03A=NH-@#C77S$C0UL?T'Y M,!3P+_"Z80=PA]?
YAQS3H.YF7B*Y]05WH:ELY5@ZCSRTE1_D:?I\L4I0A," M]-N\;KBO,F:Z%.SOBX[IDVJ.]&(F9'AT^5!UJR.FESZQ;3W_@[ODV8Z15%Z" M5YXTM;VPSR]]SY?ZZ1, (?I50D7C-
S_^%!+*2'I:W?![7/ 2H>WOV/P>8KW0 MXM'!56H;P9<@B:-BDV3PB@ ;QC$U "F]2L(PCK$-88RH1Z*].4E^1.#T!R[]M((KVEY'JK\-27Y-X[
M)CGYGDUR8V6[!Y8.X4IUC&ZOH4#;8 VD3MSN%P4*UG?XU;H&XC>[#&^O[M\W M"BJO*VQL[^;+P48I'VT4\=^/0C[>ZR^_42A:\|?:+@2!YTT,IB]%C%-W([5;A M$)4)H^?TL(,J
V;H1O:Z;[%ZT,@!'HK1^@],-O)4Y5 $T'3'FTG;CL=C#P[M-B?6]*Z@LZ'2 6V3O?<\:'#=\|?-;G