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Â Â UNITED STATES SECURITIES AND EXCHANGE COMMISSION WASHINGTON, DC 20549 Â FORM 10-Q Â (Mark One) â˜’ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 For the quarterly period ended September 30, 2024 OR â˜ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 For the transition period from _____ to _____ Commission File Number: 001-40602 Â ERASCA, INC. (Exact Name of Registrant as Specified in its Charter) Â Â Delaware 83-1217027 (State or other jurisdiction ofincorporation or organization) (I.R.S. EmployerIdentification No.) 3115 Merryfield Row, Suite 300San Diego, CA 92121 (Address of principal executive offices) (Zip Code) Registrantâ€™s telephone number, including area code: (858) 465-6511 Â Securities registered pursuant to Section 12(b) of the Act: Â Title of each class Â TradingSymbol(s) Â Name of each exchange on which registered Common Stock, $0.0001 par value per share Â ERAS Â Nasdaq Global Select Market Indicate by check mark whether the registrant (1) has 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 the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes â˜’ No â˜ Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (Â§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes â˜’ No â˜ Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of â€œlarge accelerated filer,â€ â€œaccelerated filer,â€ â€œsmaller reporting company,â€ and â€œemerging growth companyâ€ in Rule 12b-2 of the Exchange Act. Â Large accelerated filer Â â˜ Â Accelerated filer Â â˜ Â Â Â Â Non-accelerated filer Â â˜’ Â Smaller reporting company Â â˜’ Â Â Â Â Â Â Â Emerging growth company Â â˜’ Â 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 13(a) of the Exchange Act. â˜ Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes â˜ No â˜’ As of November 5, 2024, the registrant had 282,727,282 shares of common stock outstanding. Â Â Â Â Table of Contents Â Page PART I. FINANCIAL INFORMATION Item 1. Financial Statements (Unaudited) 1 Condensed Consolidated Balance Sheets as of September 30, 2024 and December 31, 2023 1 Â Condensed Consolidated Statements of Operations and Comprehensive Loss for the three and nine months ended September 30, 2024 and 2023 2 Condensed Consolidated Statements of Stockholdersâ€™ Equity for the three and nine months ended September 30, 2024 and 2023 3 Condensed Consolidated Statements of Cash Flows for the nine months ended September 30, 2024 and 2023 5 Notes to Condensed Consolidated Financial Statements 6 Item 2. Managementâ€™s Discussion and Analysis of Financial Condition and Results of Operations 24 Item 3. Quantitative and Qualitative Disclosures About Market Risk 38 Item 4. Controls and Procedures 38 PART II. OTHER INFORMATION Item 1. Legal Proceedings 39 Item 1A. Risk Factors 39 Item 2. Unregistered Sales of Equity Securities and Use of Proceeds 39 Item 3. Defaults Upon Senior Securities 39 Item 4. Mine Safety Disclosures 39 Item 5. Other Information 39 Item 6. Exhibits 40 Signatures 41 Â Â i Â PART Iâ”FINANCIAL INFORMATION Item 1. Financial Statements. Erasca, Inc. Condensed Consolidated Balance Sheets (In thousands, except share and par value amounts) (Unaudited) Â Â Â September 30, Â Â Â December 31, Â Â Â 2024 Â Â 2023 Â Assets Â Â Â Â Â Â Current assets: Â Â Â Cash and cash equivalents Â $ 68,885 Â Â $ 93,075 Â Short-term marketable securities Â Â 250,027 Â Â Â 219,275 Â Prepaid expenses and other current assets Â Â 11,262 Â Â Â 8,326 Â Total current assets Â Â 330,174 Â Â Â 320,676 Â Long-term marketable securities Â Â 144,391 Â Â Â 9,642 Â Property and equipment, net Â Â 17,153 Â Â Â 22,327 Â Operating lease assets Â Â 32,891 Â Â Â 37,861 Â Restricted cash Â Â 408 Â Â Â 408 Â Other assets Â Â 3,879 Â Â Â 4,383 Â Total assets Â $ 528,896 Â Â $ 395,297 Â Liabilities and Stockholders' Equity Â Â Â Â Â Â Current liabilities: Â Â Â Â Â Â Accounts payable Â $ 2,405 Â Â $ 2,000 Â Accrued expenses and other current liabilities Â Â 23,170 Â Â Â 20,186 Â Operating lease liabilities Â Â 4,450 Â Â Â 3,970 Â Total current liabilities Â Â 30,025 Â Â Â 26,156 Â Operating lease liabilities, net of current portion Â Â 48,489 Â Â Â 51,889 Â Other liabilities Â Â 340 Â Â Â 566 Â Total liabilities Â Â 78,854 Â Â Â 78,611 Â Commitments and contingencies (Note 11) Â Â Â Â Â Â Stockholders' equity: Â Â Â Â Â Â Preferred stock, $0.0001Â par value; 80,000,000Â shares authorized at September 30, 2024 and December 31, 2023; noÂ shares issued and outstanding at September 30, 2024 and December 31, 2023 Â Â Â â€” Â Â Â â€” Â Common stock, $0.0001Â par value; 800,000,000Â shares authorized at September 30, 2024 and December 31, 2023; 282,690,975Â shares issued and outstanding at September 30, 2024; 151,462,103Â and 151,090,227Â shares issued and outstanding at December 31, 2023, respectively Â Â 28 Â Â 15 Â Additional paid-in capital Â Â 1,183,620 Â Â Â 922,607 Â Accumulated other comprehensive income Â Â 1,825 Â Â Â 77 Â Accumulated deficit Â Â (735,431) Â Â (606,013) Total stockholders' equity Â Â 450,042 Â Â Â 316,686 Â Total liabilities and stockholders' equity Â $ 528,896 Â Â $ 395,297 Â Â The accompanying notes are an integral part of these condensed consolidated financial statements. Â 1 Â Erasca, Inc. Condensed Consolidated Statements of Operations and Comprehensive Loss (In thousands, except share and per share amounts) (Unaudited) Â Â Â Three Months Ended September 30, Â Â Nine Months Ended September 30, Â Â Â 2024 Â Â 2023 Â Â 2024 Â Â 2023 Â Operating expenses: Â Â Â Â Â Â Research and development Â $ 27,631 Â Â $ 25,213 Â Â $ 89,237 Â Â $ 79,016 Â In-process research and development Â Â â€” Â Â Â â€” Â Â Â 22,500 Â Â Â â€” Â General and administrative Â Â 9,611 Â Â Â 9,445 Â Â Â 32,138 Â Â Â 28,637 Â Total operating expenses Â Â 37,242 Â Â Â 34,658 Â Â Â 143,875 Â Â Â 107,653 Â Loss from operations Â Â (37,242) Â Â (34,658) Â Â (143,875) Â Â (107,653) Other income (expense) Â Â Â Â Â Â Â Â Â Â Â Â Interest income Â Â 5,869 Â Â Â 4,346 Â Â Â 14,810 Â Â Â 12,474 Â Other income (expense), net Â Â 173 Â Â Â (49) Â Â (353) Â Â (162) Total other income (expense), net Â Â 6,042 Â Â Â 4,297 Â Â Â 14,457 Â Â Â 12,312 Â Net loss Â $ (31,200) Â $ (30,361) Â $ (129,418) Â $ (95,341) Net loss per share, basic and diluted Â $ (0.11) Â $ (0.20) Â $ (0.60) Â $ (0.64) Weighted-average shares of common stock used in computing net loss per share, basic and diluted Â Â 282,384,964 Â Â Â 150,450,201 Â Â Â 217,355,959 Â Â Â 150,000,613 Â Other comprehensive income (loss): Â Â Â Â Â Â Â Â Â Â Â Â Unrealized gain on marketable securities, net Â Â 2,021 Â Â Â 218 Â Â Â 1,748 Â Â Â 466 Â Comprehensive loss Â $ (29,179) Â $ (30,143) Â $ (127,670) Â $ (94,875) Â The accompanying notes are an integral part of these condensed consolidated financial statements. Â 2 Â Erasca, Inc. Condensed Consolidated Statements of Stockholdersâ€™ Equity (In thousands, except share data) (Unaudited) Â Â Â Â Â Â Â Â Â Â Â Â Accumulated Â Â Â Â Â Â Â Â Â Â Â Â Additional Â Â Other Â Â Â Â Â Total Â Â Â Common Stock Â Â Paid-in Â Â Comprehensive Â Â Accumulated Â Â Stockholders' Â Â Â Shares Â Â Amount Â Â Capital Â Â Income (Loss) Â Â Deficit Â Â Equity Â Balance at December 31, 2023 Â Â 151,462,103 Â Â $ 15 Â Â $ 922,607 Â Â $ 77 Â Â $ (606,013) Â $ 316,686 Â Exercise of stock options Â Â 35,035 Â Â Â Â â€” Â Â Â 24 Â Â Â â€” Â Â Â â€” Â Â Â 24 Â Vesting of early exercised stock options Â Â â€” Â Â Â Â â€” Â Â Â 155 Â Â Â â€” Â Â Â 155 Â Stock-based compensation expense Â Â â€” Â Â Â 6,848 Â Â Â â€” Â Â Â 6,848 Â Net loss Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â (35,017) Â Â (35,017) Unrealized loss on marketable securities, net Â Â â€” Â Â Â â€” Â Â Â (287) Â Â â€” Â Â Â (287) Balance at March 31, 2024 Â Â 151,497,138 Â Â $ 15 Â Â $ 929,634 Â Â $ (210) Â $ (641,030) Â $ 288,409 Â Issuance of common stock in private placement, net of $1,396Â in fees and expenses Â Â 21,844,660 Â Â Â 2 Â Â Â 43,602 Â Â Â â€” Â Â Â â€” Â Â Â 43,604 Â Issuance of common stock in underwritten offering, net of $9,574Â in discounts and offering costs Â Â 99,459,458 Â Â Â 10 Â Â Â 174,416 Â Â Â â€” Â Â Â â€” Â Â Â 174,426 Â Exercise of stock options Â Â 110,258 Â Â Â â€” Â Â Â 105 Â Â Â â€” Â Â Â â€” Â Â Â 105 Â Issuance of common stock under the Employee Stock Purchase Plan Â Â 252,444 Â Â Â â€” Â Â Â 395 Â Â Â â€” Â Â Â â€” Â Â Â 395 Â Vesting of early exercised stock options Â Â â€” Â Â Â Â â€” Â Â Â 155 Â Â Â â€” Â Â Â 155 Â Stock-based compensation expense Â Â â€” Â Â Â 7,180 Â Â Â â€” Â Â Â â€” Â Â Â 7,180 Â Net loss Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â (63,201) Â Â (63,201) Unrealized gain on marketable securities, net Â Â â€” Â Â Â â€” Â Â Â 14 Â Â Â â€” Â Â Â 14 Â Balance at June 30, 2024 Â Â 273,163,958 Â Â $ 27 Â Â $ 1,155,487 Â Â $ (196) Â $ (704,231) Â $ 451,087 Â Issuance of common stock in ATM offering, net of $847Â in commissions and expenses Â Â 9,231,114 Â Â Â 1 Â Â Â 21,030 Â Â Â â€” Â Â Â â€” Â Â Â 21,031 Â Exercise of stock options Â Â 295,903 Â Â Â â€” Â Â Â 311 Â Â Â â€” Â Â Â â€” Â Â Â 311 Â Vesting of early exercised stock options Â Â â€” Â Â Â Â â€” Â Â Â 155 Â Â Â â€” Â Â Â â€” Â Â Â 155 Â Stock-based compensation expense Â Â â€” Â Â Â 6,637 Â Â Â â€” Â Â Â â€” Â Â Â 6,637 Â Net loss Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â (31,200) Â Â (31,200) Unrealized gain on marketable securities, net Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â 2,021 Â Â Â â€” Â Â Â 2,021 Â Balance at September 30, 2024 Â Â 282,690,975 Â Â $ 28 Â Â $ 1,183,620 Â Â $ 1,825 Â Â $ (735,431) Â $ 450,042 Â Â Â 3 Â Erasca, Inc. Condensed Consolidated Statements of Stockholdersâ€™ Equity - Continued (In thousands, except share data) (Unaudited) Â Â Â Â Â Â Â Â Â Â Â Â Accumulated Â Â Â Â Â Â Â Â Â Â Â Â Additional Â Â Other Â Â Â Â Â Total Â Â Â Common Stock Â Â Paid-in Â Â Comprehensive Â Â Accumulated Â Â Stockholders' Â Â Â Shares Â Â Amount Â Â Capital Â Â Income (Loss) Â Â Deficit Â Â Equity Â Balance at December 31, 2022 Â Â 150,448,363 Â Â $ 15 Â Â $ 893,850 Â Â $ (1,041) Â $ (480,971) Â $ 411,853 Â Exercise of stock options Â Â 199,344 Â Â Â Â â€” Â Â Â 183 Â Â Â â€” Â Â Â â€” Â Â Â 183 Â Vesting of early exercised stock options Â Â â€”

Â Â Â â€” Â Â Â 243 Â Â Â â€” Â Â Â â€” Â Â Â 243 Â Stock-based compensation expense Â Â â€” Â Â Â â€” Â Â Â 6,845 Â Â Â â€” Â Â Â â€” Â Â Â 6,845 Â Net loss Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â (33,199) Â Â (33,199) Unrealized gain on marketable securities, net Â Â â€” Â Â Â â€” Â Â Â 527 Â Â Â â€” Â Â Â 527 Â Balance at March 31, 2023 Â Â 150,647,707 Â Â $ 15 Â Â $ 901,121 Â Â $ (514) Â $ (514,170) Â $ 386,452 Â Exercise of stock options Â Â 170,715 Â Â Â â€” Â Â Â 122 Â Â Â â€” Â Â Â â€” Â Â Â 122 Â Issuance of common stock under the Employee Stock Purchase Plan Â Â 223,696 Â Â Â â€” Â Â Â 527 Â Â Â â€” Â Â Â â€” Â Â Â 527 Â Vesting of early exercised stock options Â Â â€” Â Â Â â€” Â Â Â 652 Â Â Â â€” Â Â Â â€” Â Â Â 652 Â Stock-based compensation expense Â Â â€” Â Â Â â€” Â Â Â 7,012 Â Â Â â€” Â Â Â â€” Â Â Â 7,012 Â Net loss Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â (31,781) Â Â (31,781) Unrealized loss on marketable securities, net Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â (279) Â Â â€” Â Â Â (279) Balance at June 30, 2023 Â Â 151,042,118 Â Â $ 15 Â Â $ 909,434 Â Â $ (793) Â $ (545,951) Â $ 362,705 Â Exercise of stock options Â Â 11,000 Â Â Â â€” Â Â Â 7 Â Â Â â€” Â Â Â â€” Â Â Â 7 Â Vesting of early exercised stock options Â Â â€” Â Â Â â€” Â Â Â 168 Â Â Â â€” Â Â Â â€” Â Â Â 168 Â Stock-based compensation expense Â Â â€” Â Â Â â€” Â Â Â 6,238 Â Â Â â€” Â Â Â â€” Â Â Â 6,238 Â Net loss Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â (30,361) Â Â (30,361) Unrealized gain on marketable securities, net Â Â â€” Â Â Â â€” Â Â Â 218 Â Â Â â€” Â Â Â 218 Â Balance at September 30, 2023 Â Â 151,053,118 Â Â $ 15 Â Â $ 915,847 Â Â $ (575) Â $ (576,312) Â $ 338,975 Â Â Â The accompanying notes are an integral part of these condensed consolidated financial statements. Â 4 Â Erasca, Inc. Condensed Consolidated Statements of Cash Flows (In thousands) (Unaudited) Â Â Â Nine Months Ended September 30, Â Â Â 2024 Â Â 2023 Â Cash flows from operating activities: Â Â Â Â Â Â Net loss Â $ (129,418) Â $ (95,341) Adjustments to reconcile net loss to net cash used in operating activities: Â Â Â Â Â Â Depreciation and amortization Â Â 2,973 Â Â Â 2,790 Â Stock-based compensation expense Â Â 20,665 Â Â Â 20,095 Â In-process research and development expenses Â Â 22,500 Â Â Â â€” Â Accretion on marketable securities, net Â Â (7,237) Â Â (4,756) Impairment charge on operating lease assets and property and equipment Â Â 4,653 Â Â Â â€” Â Impairment charge on investment in equity securities Â Â 402 Â Â Â â€” Â Changes in operating assets and liabilities: Â Â Â Â Â Â Â Â Â Â Â Â Prepaid expenses and other current and long-term assets Â Â (2,599) Â Â (38) Â Â Â Â Â Â Accounts payable Â Â 405 Â Â Â 777 Â Â Â Â Â Â Â Accrued expenses and other current and long-term liabilities Â Â 3,158 Â Â Â (3,253) Â Â Â Â Â Â Operating lease assets and liabilities, net Â Â (355) Â Â 3,297 Â Net cash used in operating activities Â Â (84,853) Â Â (76,429) Â Â Â Â Â Â Â Â Cash flows from investing activities: Â Â Â Â Â Â Purchases of marketable securities Â Â (336,091) Â Â (253,272) Maturities of marketable securities Â Â 179,575 Â Â Â 179,200 Â In-process research and development Â Â (22,500) Â Â (20,000) Payment made for investment in equity securities Â Â (157) Â Â Â€” Â Purchases of property and equipment Â Â (60) Â Â (1,693) Net cash used in investing activities Â Â (179,233) Â Â (95,765) Â Â Â Â Â Â Â Cash flows from financing activities: Â Â Â Â Â Â Proceeds from issuance of common stock in private placement, net of fees and expenses Â Â 43,604 Â Â Â Â Â€” Â Proceeds from issuance of common stock in underwritten offering, net of discounts and offering costs Â Â 174,426 Â Â Â Â€” Â Proceeds from issuance of common stock in ATM offering, net of commissions and expenses Â Â 21,031 Â Â Â Â€” Â Proceeds from the exercise of stock options Â Â 440 Â Â Â 312 Â Proceeds from issuance of common stock under the Employee Stock Purchase Plan Â Â 395 Â Â Â 527 Â Net cash provided by financing activities Â Â 239,896 Â Â Â 839 Â Â Â Â Â Â Net decrease in cash, cash equivalents and restricted cash Â Â (24,190) Â Â (171,355) Cash, cash equivalents and restricted cash at beginning of the period Â Â 93,483 Â Â Â 284,625 Â Cash, cash equivalents and restricted cash at end of the period Â $ 69,293 Â Â $ 113,270 Â Â Â Â Â Â Â Â Supplemental disclosure of noncash investing and financing activities: Â Â Â Â Â Â Amounts accrued for purchases of property and equipment Â $ Â€” Â Â $ 54 Â Vesting of early exercised options Â $ 465 Â Â $ 1,063 Â Obligation accrued for investment in equity securities Â $ 78 Â Â $ Â€” Â Â The accompanying notes are an integral part of these condensed consolidated financial statements. Â 5 Â Erasca, Inc. Notes to Condensed Consolidated Financial Statements (Unaudited) Note 1. Organization and basis of presentation Â Organization and nature of operationsÂ Erasca, Inc. (Erasca or the Company) is a clinical-stage precision oncology company singularly focused on discovering, developing, and commercializing therapies for RAS/MAPK pathway-driven cancers. The Company has assembled a wholly-owned or controlled RAS/MAPK pathway-focused pipeline comprising modality-agnostic programs aligned with its three therapeutic strategies of: (1) targeting key upstream and downstream signaling nodes in the RAS/MAPK pathway; (2) targeting RAS directly; and (3) targeting escape routes that emerge in response to treatment. The Company was incorporated under the laws of the State of Delaware on July 2, 2018, as Erasca, Inc., and is headquartered in San Diego, California. In September 2020, the Company established a wholly-owned Australian subsidiary, Erasca Australia Pty Ltd (Erasca Australia), in order to conduct clinical activities in Australia for its development candidates. In November 2020, the Company entered into an agreement and plan of merger with Asana BioSciences, LLC (Asana) and ASN Product Development, Inc. (ASN) (the Asana Merger Agreement), pursuant to which ASN became the Company's wholly-owned subsidiary. In March 2021, the Company established a wholly-owned subsidiary, Erasca Ventures, LLC (Erasca Ventures), to make equity investments in early-stage biotechnology companies that are aligned with the Companyâ€™s mission and strategy.Â Since inception, the Company has devoted substantially all of its efforts and resources to organizing and staffing the Company, business planning, raising capital, identifying, acquiring and in-licensing the Companyâ€™s product candidates, establishing its intellectual property portfolio, conducting research, preclinical studies, and clinical trials, establishing arrangements with third parties for the manufacture of its product candidates and related raw materials, and providing general and administrative support for these operations. As of September 30, 2024, the Company had $318.9 million in cash, cash equivalents, and short-term marketable securities and $144.4 million in long-term marketable securities. As of September 30, 2024, the Company had an accumulated deficit of $735.4 million. The Company has incurred significant operating losses and negative cash flows from operations. From its inception through September 30, 2024, the Companyâ€™s financial support has primarily been provided from the sale of its convertible preferred stock and the sale of its common stock in its initial public offering (IPO), underwritten offerings, a private placement of common stock, and an "at the market" offering (ATM Offering).Â The Company expects to use its cash, cash equivalents, and marketable securities to fund research and development, working capital, and other general corporate purposes. The Company does not expect to generate any revenues from product sales unless and until the Company successfully completes development and obtains regulatory approval for any of its product candidates, which will not be for at least the next several years, if ever. Accordingly, until such time as the Company can generate significant revenue from sales of its product candidates, if ever, the Company expects to finance its cash needs through equity offerings, debt financings, or other capital sources, including potential collaborations, licenses or other similar arrangements. However, the Company may not be able to secure additional financing or enter into such other arrangements in a timely manner or on favorable terms, if at all. The Companyâ€™s failure to raise capital or enter into such other arrangements when needed would have a negative impact on the Companyâ€™s financial condition and could force the Company to delay, limit, reduce or terminate its research and development programs or other operations, or grant rights to develop and market product candidates that the Company would otherwise prefer to develop and market itself. The Company believes its cash, cash equivalents, and marketable securities as of September 30, 2024 will be sufficient for the Company to fund operations for at least one year from the issuance date of these condensed consolidated financial statements.2024 ATM offeringÂ During the three months ended September 30, 2024, the Company sold 9,231,114 shares of common stock at a weighted-average price of $2.37 per share under the Open Market Sale Agreement effective August 2022 (the Sale Agreement) with Jefferies LLC (the Agent). Pursuant to the Sale Agreement, the Company may offer and sell shares of its common stock having an aggregate offering price of up to $200 million from time to time, in ATM Offerings through the Agent. Sales of the shares of common stock, if any, will be made at prevailing market prices at the time of sale, or as otherwise agreed with the Agent. Pursuant to the Sale Agreement, the Agent receives a commission from the Company of up to 3.0% of the gross proceeds of any shares of common stock sold under the Sale Agreement. Proceeds from the ATM Offering during the three months ended September 30, 2024 were $21.0 million, net of commissions and expenses of $847,000. Â 6 Â 2024 underwritten offeringÂ In May 2024, the Company completed the sale and issuance of 99,459,458 shares of its common stock, including the exercise in full by the underwriters of their option to purchase 12,972,972 shares of its common stock, at a price to the public of $1.85 per share (the 2024 Offering). Proceeds from the 2024 Offering were $174.4 million, net of underwriting discounts and commissions and offering costs of $9.6 million.2024 private placement In March 2024, the Company entered into a stock purchase agreement with the purchasers named therein for the private placement of 21,844,660 shares of its common stock at a price of $2.06 per share, which closed on April 2, 2024 (the 2024 Private Placement). Proceeds from the 2024 Private Placement were $43.6 million, after deducting placement agent fees and expenses of approximately $1.4 million.Basis of presentationÂ The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with US generally accepted accounting principles (US GAAP) for interim financial information and pursuant to Form 10-Q and Article 10 of Regulation S-X of the Securities and Exchange Commission (SEC). Accordingly, they do not include all of the information and notes required by US GAAP for complete financial statements. Any reference in these notes to applicable guidance is meant to refer to US GAAP as found in the Accounting Standards Codification (ASC) and Accounting Standards Updates (ASU) promulgated by the Financial Accounting Standards Board (FASB). The Companyâ€™s condensed consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries, Erasca Australia, ASN, and Erasca Ventures. All intercompany balances and transactions have been eliminated. Note 2. Summary of significant accounting policiesÂ Use of estimatesÂ The preparation of the Companyâ€™s condensed consolidated financial statements in conformity with US GAAP requires the Company to make estimates and assumptions that impact the reported amounts of assets, liabilities, expenses, and the disclosure of contingent assets and liabilities in the condensed consolidated financial statements and accompanying notes. Accounting estimates and management judgments reflected in the condensed consolidated financial statements include, but are not limited to, the accrual of research and development expenses, stock-based compensation expense, the fair value of long-lived assets, the fair value of equity investments and the incremental borrowing rate for determining the operating lease asset and liability. Management evaluates its estimates on an ongoing basis. Although estimates are based on the Companyâ€™s historical experience, knowledge of current events, and actions it may undertake in the future, actual results may ultimately materially differ from these estimates and assumptions.Unaudited interim financial informationÂ The accompanying condensed consolidated balance sheet as of September 30, 2024, the condensed consolidated statements of operations and comprehensive loss for the three and nine months ended September 30, 2024 and 2023, the condensed consolidated statements of stockholdersâ€™ equity for the three and nine months ended September 30, 2024 and 2023 and the condensed consolidated statements of cash flows for the nine months ended September 30, 2024 and 2023 are unaudited. The unaudited condensed consolidated interim financial statements have been prepared on the same basis as the audited annual consolidated financial statements and, in the opinion of management, reflect all adjustments, which include only normal recurring adjustments, necessary for the fair statement of the Companyâ€™s condensed consolidated financial position as of September 30, 2024 and the condensed consolidated results of its operations and cash flows for the three and nine months ended September 30, 2024 and 2023. The condensed consolidated financial data and other information disclosed in these notes related to the three and nine months ended September 30, 2024 and 2023 are unaudited. The condensed consolidated results for the three and nine months ended September 30, 2024 are not necessarily indicative of results to be expected for the year ending December 31, 2024, any other interim periods, or any future year or period. These unaudited condensed consolidated financial statements should be read in conjunction with the Company's audited consolidated financial statements included in its Annual Report on Form 10-K for the year ended December 31, 2023 filed with the SEC on March 27, 2024. Â 7 Â Concentration of credit risk and off-balance sheet riskÂ Financial instruments which potentially subject the Company to significant concentration of credit risk consist of cash and cash equivalents and marketable securities. The Company maintains deposits in federally insured financial institutions in excess of federally insured limits. The Company has not experienced any losses in such accounts, and management believes that the Company is not exposed to significant credit risk due to the financial position of the depository institutions in which those deposits are held. The Companyâ€™s investment policy includes guidelines for the quality of the related institutions and financial instruments and defines allowable investments that the Company may invest in, which the Company believes minimizes the exposure to concentration of credit risk.Cash, cash equivalents and restricted cashÂ Cash and cash equivalents include cash in readily available checking and savings accounts and money market funds. The Company considers all highly liquid investments with an original maturity of three months or less from the date of purchase to be cash equivalents.Â The Company had deposited cash of $408,000 as of September 30, 2024 and December 31, 2023 to secure a letter of credit in connection with the lease of the Companyâ€™s facilities (see Note 10). The Company has classified the restricted cash as a noncurrent asset on its condensed consolidated balance sheets. Â The following table provides a reconciliation of cash, cash equivalents and restricted cash reported within the condensed consolidated balance sheets that sum to the total of the same amounts shown in the condensed consolidated statements of cash flows (in thousands):Â Â September 30, Â Â 2024 Â Â 2023 Â Cash and cash equivalents $ 68,885 Â Â $ 112,862 Â Restricted cash Â 408 Â Â Â 408 Â Total cash, cash equivalents and restricted cash $ 69,293 Â Â $ 113,270 Â Marketable securities and investmentsÂ The Company classifies all marketable securities as available-for-sale, as the sale of such securities may be required prior to maturity. Management determines the appropriate classification of its marketable securities at the time of purchase. Marketable securities with original maturities beyond three months at the date of purchase and which mature at, or less than 12 months from, the balance sheet date are classified as short-term marketable securities. Available-for-sale securities are carried at fair value, with the unrealized gains and losses reported as accumulated other comprehensive income (loss) until realized. The amortized cost of available-for-sale debt securities is adjusted for amortization of premiums and accretion of discounts to maturity. Such amortization and accretion are included in interest income. The Company regularly reviews all of its marketable securities for declines in fair value. The review includes the consideration of the cause of the impairment, including the creditworthiness of the security issuers, the number of securities in an unrealized loss position, the severity of the unrealized loss(es), whether the Company has the intent to sell the securities and whether it is more likely than not that the Company will be required to sell the securities before the recovery of their amortized cost basis. If the decline in fair value is due to credit-related factors, a loss is recognized in net income; whereas, if the decline in fair value is not due to credit-related factors, the loss is recorded in other comprehensive income (loss). Realized gains and losses on available-for-sale securities are included in other income or expense. The cost of securities sold is based on the specific identification method. Interest and dividends on securities classified as available-for-sale are included in interest income.Â Through its wholly-owned subsidiary, Erasca Ventures, the Company has also invested in equity securities of a company whose securities are not publicly traded and whose fair value is not readily available (see Notes 3 and 14). This investment is recorded using cost minus impairment, plus or minus changes in its estimated fair value resulting from observable price changes in orderly transactions for the identical or a similar investment of the same issuer. Investments in equity securities without readily determinable fair values are assessed for potential impairment on a quarterly basis based on qualitative factors. This investment is included in other assets in the Company's condensed consolidated balance sheets. Â 8 Â Fair value measurementsÂ Certain assets and liabilities are carried at fair value under US GAAP. Fair value is defined as an exit price, representing the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. As such, fair value is a market-based measurement that should be determined based on assumptions that market participants would use in pricing an asset or liability. Financial assets and liabilities carried at fair value are classified and disclosed in one of the following three levels of the fair value hierarchy, of which the first two are considered observable and the last is considered unobservable:Â Level 1â€”Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.Â Level 2â€”Quoted prices for similar assets and liabilities in active markets, quoted prices in markets that are not active, or inputs which are observable, either directly or indirectly, for substantially the full term of the asset or liability.Â Level 3â€”Prices or valuation techniques that require inputs that are both significant to the fair value measurement and unobservable (i.e., supported by little or no market activity).Recently issued accounting pronouncements not yet adoptedÂ From time to time, new accounting pronouncements are issued by the FASB or other standard setting bodies that the Company adopts as of the specified effective date. The Company qualifies as an â€œemerging growth companyâ€ as defined in the Jumpstart Our Business Startups Act of 2012 (JOBS Act) and has elected not to â€œopt outâ€ of the extended transition related to complying with new or revised accounting standards, which means that when a standard is issued or revised and it has different application dates for public and nonpublic companies, the Company can adopt the new or revised standard at the time nonpublic companies adopt the new or revised standard and can do so until such time that the Company either (i) irrevocably elects to â€œopt outâ€ of such extended transition period or (ii) no longer qualifies as an emerging growth company.Â In November 2023, the FASB issued ASU 2023-07, Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures, which is intended to provide enhancements to segment disclosures, even for entities with only one reportable segment. In particular, the standard will require disclosures of significant segment expenses regularly provided to the chief operating decision maker and included within each reported measure of segment profit and loss. The standard will also require disclosure of all other segment items by reportable segment and a description of its composition. Finally, the standard will require disclosure of the title and position of the chief

operating decision maker and an explanation of how the chief operating decision maker uses the reported measure(s) of segment profit or loss in assessing segment performance and deciding how to allocate resources. The standard is effective for annual periods beginning after December 15, 2023, and interim periods within annual periods beginning after December 15, 2024. Early adoption is permitted. Retrospective application to all prior periods presented in the financial statements is required. The Company is currently evaluating the impact of the standard on the presentation of its consolidated financial statements and related disclosures. In December 2023, the FASB issued ASU 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures, which is intended to provide enhancements to annual income tax disclosures. In particular, the standard will require more detailed information in the income tax rate reconciliation, as well as the disclosure of income taxes paid disaggregated by jurisdiction, among other enhancements. The standard is effective for the Company in its annual period beginning after December 15, 2025 and early adoption is permitted. The standard allows for adoption on a prospective basis, with a retrospective option. The Company is currently evaluating the impact of the standard on the presentation of its consolidated financial statements and related disclosures.Â In November 2024, the FASB issued ASU No. 2024-03, Income Statement - Reporting Comprehensive Income - Expense Disaggregation Disclosures (Subtopic 220-40): Disaggregation of Income Statement Expenses, which is intended to improve the disclosures of expenses by providing more detailed information about the types of expenses in commonly presented expense captions. The standard is effective for annual reporting periods beginning after December 15, 2026, and interim reporting periods beginning after December 15, 2027. Early adoption is permitted. The standard can be applied either prospectively or retrospectively. The Company is currently evaluating the impact of the standard on the presentation of its consolidated financial statements and related disclosures. Â 9 Â Note 3. Fair value measurementsÂ The following tables summarize the Companyâ€™s financial assets measured at fair value on a recurring basis and their respective input levels based on the fair value hierarchy (in thousands):Â Â Â Â Â Â Fair value measurements as of September 30, 2024 using Â Â Â Â Â Â Quoted prices in Â Â Significant Â Â Significant Â Â Â Â Â Â active markets Â Â other Â Â unobservable Â Â Â September 30, Â Â for identical Â Â observable Â Â inputs Â Â Â 2024 Â Â assets (level 1) Â Â inputs (level 2) Â Â (level 3) Â Assets: Â Â Â Â Â Â Â Â Â Â Money market funds(1) Â $ 60,123 Â Â $ 60,123 Â Â $ â€” Â Â $ â€” Â Commercial paper(1) Â Â Â 4,987 Â Â Â â€” Â Â Â 4,987 Â Â Â Â â€” Â US treasury securities(2) Â Â Â 50,717 Â Â Â 50,717 Â Â Â Â â€” Â Â Â Â â€” Â US government agency securities(2) Â Â Â 26,847 Â Â Â Â â€” Â Â Â 26,847 Â Â Â Â â€” Â Corporate debt securities(2) Â Â Â 40,803 Â Â Â Â â€” Â Â Â 40,803 Â Â Â Â â€” Â Commercial paper(2) Â Â Â 131,660 Â Â Â Â â€” Â Â Â 131,660 Â Â Â Â â€” Â US treasury securities(3) Â Â Â 80,037 Â Â Â 80,037 Â Â Â Â â€” Â Â Â Â â€” Â US government agency securities(3) Â Â Â 64,354 Â Â Â Â â€” Â Â Â 64,354 Â Â Â Â â€” Â Total fair value of assets Â $ 459,528 Â Â $ 190,877 Â Â $ 268,651 Â Â $ â€” Â Â (1)Included as cash and cash equivalents on the condensed consolidated balance sheets.(2)Included as short-term marketable securities on the condensed consolidated balance sheets.(3)Included as long-term marketable securities on the condensed consolidated balance sheets.Â Â Â Â Â Â Fair value measurements as of December 31, 2023 using Â Â Â Â Â Â Quoted prices in Â Â Significant Â Â Significant Â Â Â Â Â Â active markets Â Â other Â Â unobservable Â Â Â December 31, Â Â for identical Â Â observable Â Â inputs Â Â Â 2023 Â Â assets (level 1) Â Â inputs (level 2) Â Â (level 3) Â Assets: Â Â Â Â Â Â Â Â Â Â Money market funds(1) Â $ 83,101 Â Â $ 83,101 Â Â $ â€” Â Â $ â€” Â US treasury securities(2) Â Â 93,303 Â Â Â 93,303 Â Â Â Â â€” Â Â Â Â â€” Â US government agency securities(2) Â Â Â 26,824 Â Â Â Â â€” Â Â Â 26,824 Â Â Â Â â€” Â Corporate debt securities(2) Â Â Â 10,734 Â Â Â Â â€” Â Â Â 10,734 Â Â Â Â â€” Â Commercial paper(2) Â Â Â 88,414 Â Â Â Â â€” Â Â Â 88,414 Â Â Â Â â€” Â US treasury securities(3) Â Â Â 9,642 Â Â Â Â 9,642 Â Â Â Â â€” Â Â Â Â â€” Â Total fair value of assets Â $ 312,018 Â Â $ 186,046 Â Â $ 125,972 Â Â $ â€” Â Â (1)Included as cash and cash equivalents on the condensed consolidated balance sheets.(2)Included as short-term marketable securities on the condensed consolidated balance sheets.(3)Included as long-term marketable securities on the condensed consolidated balance sheets.Â Â 10 Â The carrying amounts of the Companyâ€™s financial instruments, including cash, prepaid expenses and other current assets, accounts payable and accrued expenses and other current liabilities, approximate fair value due to their short maturities. As of September 30, 2024 and December 31, 2023, the Company held $1.8 million and $2.0 million in equity investments in Affini-T Therapeutics, Inc. (Affini-T) at cost, less impairment, respectively. An impairment adjustment of $402,000 was made to the value of the Companyâ€™s equity investment in Affini-T during the nine months ended September 30, 2024. The Company was notified by Affini-T of an extension financing in June 2024 and the terms of such financing. Accordingly, the Company reassessed the value of its equity investment in Affini-T using a market approach. This represented a Level 3 nonrecurring fair value measurement. Calculating the fair value of the equity investment involves unobservable inputs, including the terms and preferences of the extension financing, and significant estimates and assumptions. Changes in the estimates and assumptions used could materially affect the amount of impairment loss recognized in the period the equity investment is considered impaired. This impairment was offset by a new investment obligation of approximately $235,000 recorded during the nine months ended September 30, 2024. In July 2024, the Company paid approximately $157,000 of the obligation related to the extension financing. No adjustment was made to the value of the Companyâ€™s equity investment in Affini-T during the three months ended September 30, 2024. No transfers between levels have occurred during the periods presented. Â Cash equivalents consist of money market funds and commercial paper, short-term marketable securities consist of US treasury securities, US government agency securities, corporate debt securities and commercial paper, and long-term marketable securities consist of US treasury securities and US government agency securities. The Company obtains pricing information from its investment manager and generally determines the fair value of marketable securities using standard observable inputs, including benchmark yields, reported trades, broker/dealer quotes, issuer spreads, two-sided markets, and bid and/or offers. Note 4. Marketable securitiesÂ The following tables summarize the Companyâ€™s marketable securities accounted for as available-for-sale securities (in thousands, except years):Â Â Â September 30, 2024 Â Â Â Maturity Â Amortized Â Â Unrealized Â Â Unrealized Â Â Estimated Â Â Â (in years) Â cost Â Â gains Â Â losses Â Â fair value Â US treasury securities Â 1Â or less Â $ 50,620 Â Â $ 101 Â Â $ (4) Â $ 50,717 Â US government agency securities Â 1Â or less Â Â 26,776 Â Â Â 71 Â Â Â â€” Â Â Â 26,847 Â Corporate debt securities Â 1Â or less Â Â 40,697 Â Â Â 109 Â Â Â (3) Â Â 40,803 Â Commercial paper Â 1Â or less Â Â 131,441 Â Â Â 245 Â Â Â (26) Â Â 131,660 Â US treasury securities Â 1-2 Â Â 79,351 Â Â Â 686 Â Â Â â€” Â Â Â 80,037 Â US government agency securities Â 1-2 Â Â 63,708 Â Â Â 655 Â Â Â (9) Â Â 64,354 Â Total Â Â Â $ 392,593 Â Â $ 1,867 Â Â $ (42) Â $ 394,418 Â Â Â Â Â December 31, 2023 Â Â Â Maturity Â Amortized Â Â Unrealized Â Â Unrealized Â Â Estimated Â Â Â (in years) Â cost Â Â gains Â Â losses Â Â fair value Â US treasury securities Â 1Â or less Â $ 93,377 Â Â $ 74 Â Â $ (148) Â $ 93,303 Â US government agency securities Â 1Â or less Â Â 26,783 Â Â Â 45 Â Â Â (4) Â Â 26,824 Â Corporate debt securities Â 1Â or less Â Â 10,719 Â Â Â 15 Â Â Â â€” Â Â Â 10,734 Â Commercial paper Â 1Â or less Â Â 88,356 Â Â Â 68 Â Â Â (10) Â Â 88,414 Â US treasury securities Â 1-2 Â Â 9,605 Â Â Â 37 Â Â Â â€” Â Â Â 9,642 Â Total Â Â Â $ 228,840 Â Â $ 239 Â Â $ (162) Â $ 228,917 Â Â Â 11 Â The following tables present fair values and gross unrealized losses for those available-for-sale securities that were in an unrealized loss position as of September 30, 2024 and December 31, 2023, aggregated by category and the length of time that the securities have been in a continuous loss position (in thousands):Â Â Â September 30, 2024 Â Â Â Unrealized losses less than 12 months Â Â Unrealized losses 12 months or greater Â Â Total Â Â Â Fair value Â Â Unrealized losses Â Â Fair value Â Â Unrealized losses Â Â Fair value Â Â Unrealized losses Â US treasury securities Â $ â€” Â Â $ â€” Â Â $ 14,976 Â Â $ (4) Â $ 14,976 Â Â $ (4) US government agency securities Â Â 9,121 Â Â Â (9) Â Â â€” Â Â Â â€” Â Â Â 9,121 Â Â Â (9) Corporate debt securities Â Â 8,931 Â Â Â (3) Â Â â€” Â Â Â â€” Â Â Â 8,931 Â Â Â (3) Commercial paper Â Â 11,785 Â Â Â (26) Â Â â€” Â Â Â â€” Â Â Â 11,785 Â Â Â (26) Total Â $ 29,837 Â Â $ (38) Â $ 14,976 Â Â $ (4) Â $ 44,813 Â Â $ (42) Â Â Â December 31, 2023 Â Â Â Unrealized losses less than 12 months Â Â Unrealized losses 12 months or greater Â Â Total Â Â Â Fair value Â Â Unrealized losses Â Â Fair value Â Â Unrealized losses Â Â Fair value Â Â Unrealized losses Â US treasury securities Â $ 74,912 Â Â $ (148) Â $ â€” Â Â $ â€” Â Â $ 74,912 Â Â $ (148) US government agency securities Â Â 6,950 Â Â Â (4) Â Â â€” Â Â Â â€” Â Â Â 6,950 Â Â Â (4) Corporate debt securities Â Â 748 Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â 748 Â Â Â â€” Â Commercial paper Â Â 22,944 Â Â Â (10) Â Â â€” Â Â Â â€” Â Â Â 22,944 Â Â Â (10) Total Â $ 105,554 Â Â $ (162) Â $ â€” Â Â $ â€” Â Â $ 105,554 Â Â $ (162) As of September 30, 2024, there were seven available-for-sale securities with an estimated fair value of $44.8 million in gross unrealized loss positions, of which three available-for-sale securities with an estimated fair value of $15.0 million were in an unrealized loss position for more than 12 months. As of December 31, 2023, there were 22 available-for-sale securities with an estimated fair value of $105.6 million in gross unrealized loss positions, none of which were in an unrealized loss position for more than 12 months. Â As of September 30, 2024 and December 31, 2023, unrealized losses on available-for-sale securities are not attributed to credit risk. The Company believes that an allowance for credit losses is unnecessary because the unrealized losses on certain of the Companyâ€™s available-for-sale securities are due to market factors and changes in interest rates. Additionally, the Company does not intend to sell the securities nor is it more likely than not that the Company will be required to sell the securities before recovery of their amortized cost basis.Â Accrued interest on the Companyâ€™s available-for-sale securities was $2.4 million and $1.1 million as of September 30, 2024 and December 31, 2023, respectively, and was included in prepaid expenses and other current assets on the condensed consolidated balance sheets. Â 12 Â Note 5. Property and equipment, net Â Property and equipment, net consisted of the following (in thousands):Â Â Â September 30, Â Â December 31, Â Â Â 2024 Â Â 2023 Â Laboratory equipment Â $ 4,751 Â Â $ 5,620 Â Furniture and fixtures Â Â 3,712 Â Â Â 4,099 Â Leasehold improvements Â Â 16,313 Â Â Â 18,173 Â Computer equipment and software Â Â 1,567 Â Â Â 1,667 Â Â Â Â Â Property and equipment Â Â 26,343 Â Â Â 29,559 Â Less accumulated depreciation and amortization Â Â (9,190) Â Â (7,232) Â Â Â Â Â Property and equipment, net Â $ 17,153 Â Â $ 22,327 Â Depreciation and amortization expense related to property and equipment was $842,000 and $3.0 million for the three and nine months ended September 30, 2024, respectively, and $941,000 and $2.8 million for the three and nine months ended September 30, 2023, respectively. Note 6. Accrued expenses and other current liabilities Â Accrued expenses and other current liabilities consisted of the following (in thousands):Â Â Â September 30, Â Â December 31, Â Â Â 2024 Â Â 2023 Â Accrued research and development expenses Â $ 14,226 Â Â $ 8,803 Â Accrued compensation Â Â 8,003 Â Â Â 10,311 Â Unvested early exercised stock option liability Â Â â€” Â Â Â 464 Â Accrued professional services Â Â 427 Â Â Â 435 Â Accrued property and equipment Â Â â€” Â Â Â 13 Â Other accruals and current liabilities Â Â 514 Â Â Â 160 Â Â Â Â Â Â Total Â $ 23,170 Â Â $ 20,186 Â Â Note 7. Asset acquisitions Â The following purchased assets were accounted for as asset acquisitions as substantially all of the fair value of the assets acquired were concentrated in a group of similar assets, and the acquired assets did not have outputs or employees. Because the assets had not yet received regulatory approval, the fair value attributable to these assets was recorded as in-process research and development expenses in the Companyâ€™s condensed consolidated statements of operations and comprehensive loss.Asana BioSciences, LLCÂ In November 2020, the Company entered into the Asana Merger Agreement, pursuant to which ASN became its wholly-owned subsidiary. Asana and ASN had previously entered into a license agreement, which was amended and restated prior to the closing of the merger transaction (the Asana License Agreement, and collectively with the Asana Merger Agreement, the Asana Agreements), pursuant to which ASN acquired an exclusive, worldwide license to certain intellectual property rights relating to inhibitors of ERK1 and ERK2 owned or controlled by Asana to develop and commercialize ERAS-007 and certain other related compounds for all applications. Â 13 Â Under the Asana Merger Agreement, in 2020, the Company made an upfront payment of $20.0 million and issued 4,000,000 shares of its Series B-2 convertible preferred stock to Asana at a value of $7.50 per share or a total fair value of equity of $30.0 million. In connection with the Company's IPO, these shares of Series B-2 convertible preferred stock were converted into 3,333,333 shares of the Companyâ€™s common stock. The Company is obligated to make future development and regulatory milestone cash payments for a licensed product in an amount of up to $90.0 million. Additionally, upon achieving a development milestone related to demonstration of successful proof-of-concept in a specified clinical trial, the Company will also be required to issue 3,888,889 shares of its common stock to Asana. The Company is not obligated to pay royalties on the net sales of licensed products. No IPR&D expense was recorded during the three and nine months ended September 30, 2024 and 2023. As of September 30, 2024 and December 31, 2023, no milestones had been accrued as the underlying contingencies were not probable or estimable. Note 8. License agreementsÂ Novartis Pharma AG In December 2022, the Company entered into an exclusive license agreement (as amended, the Novartis Agreement) with Novartis Pharma AG (Novartis) under which the Company was granted an exclusive, worldwide, royalty-bearing license to certain patent and other intellectual property rights owned or controlled by Novartis to develop, manufacture, use, and commercialize naporafenib in all fields of use. The Company has the right to sublicense (through multiple tiers) its rights under the Novartis Agreement, subject to certain limitations and conditions, and is required to use commercially reasonable efforts to commercialize licensed products in certain geographical markets. Â The license granted under the Novartis Agreement is subject to Novartisâ€™ reserved right to: (i) develop, manufacture, use, and commercialize compounds unrelated to naporafenib under the licensed patent rights and know-how, (ii) use the licensed patent rights and know-how for non-clinical research purposes, and (iii) use the licensed patent rights and know-how to the extent necessary to perform ongoing clinical trials and perform its obligations under existing contracts and under the Novartis Agreement. Under the Novartis Agreement, the Company made an upfront cash payment to Novartis of $20.0 million and issued to Novartis 12,307,692 shares of common stock of the Company having an aggregate value of approximately $80.0 million. The Company is obligated to make future regulatory milestone payments of up to $80.0 million and sales milestone payments of up to $200.0 million. The Company is also obligated to pay royalties on net sales of all licensed products, in the low-single digit percentages, subject to certain reductions. No IPR&D expense was recorded during the three and nine months ended September 30, 2024 and 2023.Guangzhou Joyo Pharmatech Co., LtdÂ In May 2024, the Company entered into an exclusive license agreement (the Joyo License Agreement) with Guangzhou Joyo Pharmatech Co., Ltd. (Joyo) under which the Company was granted an exclusive, worldwide (except mainland China, Hong Kong, and Macau), royalty-bearing license to certain patent and other intellectual property rights owned or controlled by Joyo to develop, manufacture, and commercialize certain pan-RAS inhibitors in all fields of use. The Company has an option to expand the territory of the license to include mainland China, Hong Kong and Macau by making a $50.0 million payment to Joyo on or prior to the first dosing of the first patient in a Phase 2 clinical trial by either the Company or Joyo, or a payment of $150.0 million after the first dosing of the first patient in a Phase 2 clinical trial by either the Company or Joyo and before filing a new drug application (or the foreign equivalent) by either the Company or Joyo. The Company has the right to sublicense (through multiple tiers) its rights under the Joyo License Agreement, subject to certain limitations and conditions, and is required to use commercially reasonable efforts to commercialize licensed products in the United States.Â The license granted under the Joyo License Agreement is subject to Joyoâ€™ reserved right to develop, manufacture, use, and commercialize licensed products in mainland China, Hong Kong and Macau, unless the Company exercises its option to expand the license to include mainland China, Hong Kong and Macau.Â Â 14 Â Under the Joyo License Agreement, the Company made an upfront cash payment to Joyo of $12.5 million. The Company is obligated to make development and regulatory milestone payments of up to $51.5 million (or up to $57.5 million if the Companyâ€™s territory is expanded to include mainland China, Hong Kong, and Macau) and commercial milestone payments of up to $125.0 million upon the achievement of the corresponding milestones. The Company is also obligated to pay tiered royalties on net sales of all licensed products, in the low- to mid-single digit percentages, subject to certain reductions. The Company recorded IPR&D expense of $0 and $12.5 million in connection with the upfront cash payment made during the three and nine months ended September 30, 2024, respectively.Â The Joyo License Agreement will expire upon the last to expire royalty term, which is determined on a licensed product-by-licensed product and country-by-country basis, and is the later of: (i) ten years from the date of first commercial sale for the licensed product in such country, (ii) the last to expire valid claim within the licensed patent rights covering such licensed product, or (iii) the expiration of all regulatory exclusivity for the licensed product in such country. Upon expiration of the Joyo License Agreement, on a licensed product-by-licensed product and country-by-country basis, the license granted to the Company with respect to such product in such countries shall be deemed to be fully paid-up, royalty-free, non-terminable, irrevocable and perpetual.Â The Joyo License Agreement may be terminated in its entirety by either party in the event of an uncured material breach by the other party or in the event the other party becomes subject to specified bankruptcy, insolvency, or similar circumstances. Joyo may terminate the Joyo License Agreement in the event that the Company or its affiliates or any of its or their sublicensees institutes, prosecutes or otherwise participates in any challenge to the licensed patents. The Company may terminate the Joyo License Agreement in its entirety at any time upon the provision of prior written notice to Joyo.Â Upon termination of the Joyo License Agreement for any reason, all rights and licenses granted to the Company will terminate. In addition, the licenses granted to Joyo under certain patent and other intellectual property rights owned or controlled by the Company to develop, manufacture, use, and commercialize the licensed products in mainland China, Hong Kong and Macau will survive the termination of the Joyo License Agreement for any reason, unless the Company exercises its option to expand the license to include mainland China, Hong Kong and Macau, in which case such licenses to Joyo will terminate automatically; and Joyo has an option to negotiate a license under any patent rights, know-how, or other intellectual property rights relating to the licensed products that are owned or controlled by the Company for the purpose of developing, manufacturing and commercializing the licensed products in the Companyâ€™s territory on terms to be

negotiated between the parties.Medshine Discovery Inc.Â In May 2024, the Company entered into an exclusive license agreement (the Medshine License Agreement) with Medshine Discovery Inc. (Medshine) under which the Company was granted an exclusive, worldwide, royalty-bearing license to certain patent and other intellectual property rights owned or controlled by Medshine to develop, manufacture, and commercialize certain pan-KRAS inhibitors in all fields of use. The Company has the right to sublicense (through multiple tiers) its rights under the Medshine License Agreement, subject to certain limitations and conditions, and is required to use commercially reasonable efforts to commercialize licensed products in certain geographical markets.Â Under the Medshine License Agreement, the Company made an upfront cash payment to Medshine of $10.0 million. The Company is obligated to make development and regulatory milestone payments of up to $30.0 million and commercial milestone payments of up to $130.0 million upon the achievement of the corresponding milestones. The Company is also obligated to pay a low-single digit percentage royalty on net sales of all licensed products, subject to certain reductions. The Company recorded IPR&D expense of $0 and $10.0 million in connection with the upfront cash payment made during the three and nine months ended September 30, 2024, respectively.Â The Medshine License Agreement will expire upon the last to expire royalty term, which is determined on a licensed product-by-licensed product and country-by-country basis, and is the later of: (i) ten years from the date of first commercial sale for the licensed product in such country, (ii) the last to expire valid claim within the licensed patent rights covering such licensed product, or (iii) the expiration of all regulatory exclusivity for the licensed product in such country. Upon expiration of the Medshine License Agreement, on a licensed product-by-licensed product and country-by-country basis, the license granted to the Company with respect to such product in such countries shall be deemed to be fully paid-up, royalty-free, non-terminable, irrevocable and perpetual.Â The Medshine License Agreement may be terminated in its entirety by either party in the event of an uncured material breach by the other party or in the event the other party becomes subject to specified bankruptcy, insolvency, or similar circumstances. Â 15 Â Medshine may terminate the Medshine License Agreement in the event that the Company or its affiliates or any of its or their sublicensees commences or actively and voluntarily participates in any challenge to the licensed patents. The Company may terminate the Medshine License Agreement in its entirety at any time upon the provision of prior written notice to Medshine.Upon termination of the Medshine License Agreement for any reason, all rights and licenses granted to the Company will terminate. In addition, upon termination of the Medshine License Agreement by Medshine for cause, Medshine has an option to negotiate a license under any patent rights, know-how, or other intellectual property rights relating to the licensed products that are owned or controlled by the Company for the purpose of developing, manufacturing and commercializing the licensed products on terms to be negotiated between the parties.Katmai Pharmaceuticals, Inc.Â In March 2020, the Company entered into a license agreement (the Katmai Agreement) with Katmai Pharmaceuticals, Inc. (Katmai) under which the Company was granted an exclusive, worldwide, royalty-bearing license to certain patent rights and know-how controlled by Katmai related to the development of small molecule therapeutic and diagnostic products that modulate EGFR and enable the identification, diagnosis, selection, treatment, and/or monitoring of patients for neuro-oncological applications to develop, manufacture, use, and commercialize ERAS-801 and certain other related compounds in all fields of use. Â Under the Katmai Agreement, the Company made an upfront payment of $5.7 million and Katmai agreed to purchase shares of the Companyâ€™s Series B-1 convertible preferred stock and Series B-2 convertible preferred stock having an aggregate value of $2.7 million. In April 2020, Katmai purchased 356,000 shares of the Companyâ€™s Series B-1 convertible preferred stock for $1.8 million, and in January 2021, Katmai purchased 118,666 shares of the Companyâ€™s Series B-2 convertible preferred stock for $0.9 million. In connection with the Company's IPO, these shares of Series B-1 convertible preferred stock and Series B-2 convertible preferred stock were converted into 395,555 shares of the Company's common stock, in the aggregate. The Company is obligated to make future development and regulatory milestone payments of up to $26.0 million, of which $2.0 million was paid in March 2022, and commercial milestone payments of up to $101.0 million. The Company is also obligated to pay tiered royalties on net sales of each licensed product, at rates ranging from the mid- to high-single digit percentages, subject to a minimum annual royalty payment in the low six figures and certain permitted deductions. No IPR&D expense was recorded during the three and nine months ended September 30, 2024 and 2023.NiKang Therapeutics, Inc.Â In February 2020, the Company entered into a license agreement (the NiKang Agreement) with NiKang Therapeutics, Inc. (NiKang) under which the Company was granted an exclusive, worldwide license to certain intellectual property rights owned or controlled by NiKang related to certain SHP2 inhibitors to develop and commercialize ERAS-601 and certain other related compounds for all applications. Â Under the NiKang Agreement, in 2020, the Company made an upfront payment of $5.0 million to NiKang and reimbursed NiKang $0.4 million for certain initial manufacturing costs. In addition, the Company paid $7.0 million in 2020 related to the publication of a US patent application that covered the composition of matter of ERAS-601. The Company is also obligated to pay (i) development and regulatory milestone payments in an aggregate amount of up to $16.0 million for the first licensed product, of which $4.0 million was paid in January 2021, and $12.0 million for a second licensed product, and (ii) commercial milestone payments in an aggregate amount of up to $157.0 million for the first licensed product and $151.0 million for a second licensed product. The Company is also obligated to: (i) pay tiered royalties on net sales of all licensed products in the mid-single digit percentages, subject to certain reductions; and (ii) equally split all net sublicensing revenues earned under sublicense agreements that the Company enters into with any third party before commencement of the first Phase I clinical trial for a licensed product. No IPR&D expense was recorded during the three and nine months ended September 30, 2024 and 2023.Â As of September 30, 2024 and December 31, 2023, no milestones are accrued for any license agreements as the underlying contingencies are not probable or estimable. Â 16 Â Note 9. Stock-based compensation Â In July 2021, the Companyâ€™s board of directors adopted and the Companyâ€™s stockholders approved the Companyâ€™s 2021 Incentive Award Plan (the 2021 Plan), which became effective in connection with the IPO. Upon the adoption of the 2021 Plan, the Company ceased making equity grants under its 2018 Equity Incentive Plan (the 2018 Plan). Under the 2021 Plan, the Company may grant stock options, restricted stock, restricted stock units, stock appreciation rights, and other stock or cash-based awards to individuals who are then employees, officers, directors or non-entity consultants of the Company. A total of 15,150,000 shares of common stock were initially reserved for issuance under the 2021 Plan. In addition, the number of shares of common stock available for issuance under the 2021 Plan may be increased annually on the first day of each calendar year during the term of the 2021 Plan, beginning in 2022, by an amount equal to the lesser of (i) 5% of the shares of common stock outstanding on the final day of the immediately preceding calendar year or (ii) such smaller number of shares as determined by the Companyâ€™s board of directors or an authorized committee of the board of directors. As of September 30, 2024, there were 12,912,223 stock-based awards available for future grant under the 2021 Plan. Â Subsequent to July 2021, no further awards will be granted under the 2018 Plan and all future stock-based awards will be granted under the 2021 Plan. To the extent outstanding options or restricted stock granted under the 2018 Plan are cancelled, forfeited, repurchased, or otherwise terminated without being exercised or becoming vested, and would otherwise have been returned to the share reserve under the 2018 Plan, the number of shares underlying such awards will be available for future grant under the 2021 Plan. Â Options granted are exercisable at various dates as determined upon grant and will expire no more than ten years from their date of grant. Stock options generally vest over a four-year term. The exercise price of each option shall be determined by the Companyâ€™s board of directors based on the estimated fair value of the Companyâ€™s stock on the date of the option grant. The exercise price shall not be less than 100% of the fair market value of the Companyâ€™s common stock at the time the option is granted. For holders of more than 10% of the Companyâ€™s total combined voting power of all classes of stock, incentive stock options may not be granted at less than 110% of the fair market value of the Companyâ€™s common stock on the date of grant and for a term that exceeds five years. Early exercise was permitted for certain grants under the 2018 Plan.Stock optionsÂ A summary of the Companyâ€™s stock option activity under the 2021 Plan and 2018 Plan is as follows (in thousands, except share and per share data and years):Â Â Â Â Â Â Â Â Â Â Â Â Weighted- Â Â Â Â Â Â Â Â Â Â Â Â Weighted- Â Â average remaining Â Â Aggregate Â Â Â Â Â Â Â average Â Â contractual Â Â intrinsic Â Â Â Â Shares Â Â exercise price Â Â term (years) Â Â value Â Outstanding at December 31, 2023 Â Â 24,970,957 Â Â $ 4.98 Â Â Â 8.12 Â Â $ 4,412 Â Granted Â Â 11,958,945 Â Â Â 1.79 Â Â Â Â Â Â Â Exercised Â Â (441,196) Â Â 1.00 Â Â Â Â Â Â Â Canceled Â Â (1,955,266) Â Â 4.13 Â Â Â Â Â Â Â Outstanding at September 30, 2024 Â Â 34,533,440 Â Â $ 3.97 Â Â Â 7.87 Â Â $ 16,661 Â Options exercisable at September 30, 2024 Â Â 16,767,573 Â Â $ 4.67 Â Â Â 6.88 Â Â $ 7,412 Â The weighted-average grant date fair value of options granted for the three and nine months ended September 30, 2024 was $1.86 and $1.29, respectively, and for the three and nine months ended September 30, 2023 was $1.99 and $2.74, respectively. As of September 30, 2024, the unrecognized compensation cost related to unvested stock option grants was $41.9 million and is expected to be recognized as expense over approximately 2.53 years. The intrinsic value of the options exercised for the three and nine months ended September 30, 2024 was $535,000 and $705,000, respectively. The intrinsic value of the options exercised for the three and nine months ended September 30, 2023 was $21,000 and $914,000, respectively.Â Â 17 Â Prior to the Company's IPO, certain individuals were granted the ability to early exercise their stock options. The shares of common stock issued from the early exercise of unvested stock options are restricted and continue to vest in accordance with the original vesting schedule. The Company has the option to repurchase any unvested shares at the original purchase price upon any voluntary or involuntary termination. The shares purchased by the employees and non-employees pursuant to the early exercise of stock options are not deemed, for accounting purposes, to be outstanding until those shares vest. The cash received in exchange for exercised and unvested shares related to stock options granted is recorded as a liability for the early exercise of stock options on the accompanying condensed consolidated balance sheets and will be transferred into common stock and additional paid-in capital as the shares vest. As of September 30, 2024 and December 31, 2023, there were zero shares and 371,876 shares subject to repurchase by the Company, respectively. As of September 30, 2024 and December 31, 2023, the Company recorded $0 and $464,000 of liabilities associated with shares issued with repurchase rights, respectively, which is recorded in accrued expenses and other current liabilities.Â The assumptions used in the Black-Scholes option pricing model to determine the fair value of the employee and nonemployee stock option grants were as follows:Â Â Â Three Months Ended September 30, Â Nine Months Ended September 30, Â Â 2024 Â 2023 Â 2024 Â 2023 Risk-free interest rate Â 3.69%-4.45% Â 4.11%-4.39% Â 3.69%-4.64% Â 3.46%-4.39% Expected volatility Â 81.57%-81.64% Â 83.73%-84.41% Â 81.57%-83.91% Â 83.20%-85.81% Expected term (in years) Â 6.02-6.07 Â 6.03-6.08 Â 5.28-6.08 Â 5.50-6.08 Expected dividend yield Â --% Â --% Â --% Â --% Effective May 21, 2024, and in accordance with the terms of the 2021 Plan, the Company's board of directors approved a stock option repricing (the Option Repricing) whereby the exercise price of each Repriced Option (as defined below) was reduced to $2.35 per share, the closing stock price on May 21, 2024. For purposes of the Option Repricing, â€œRepriced Optionsâ€ are 7,478,918 outstanding stock options as of May 21, 2024 (vested and unvested) granted under the 2021 Plan and held by those eligible employees of the Company identified by the Company's board of directors, excluding the Companyâ€™s Section 16 officers (the Chairman and Chief Executive Officer, the Chief Financial Officer and Chief Business Officer, the Chief Medical Officer, and the General Counsel) and the Company's board of directors.Â To the extent a Repriced Option is exercised prior to the Premium End Date (as defined below), the eligible employee will be required to pay the original exercise price per share of the Repriced Options in connection with any exercise of the Repriced Option. The â€œPremium End Dateâ€ means the earliest of (i) May 21, 2026; (ii) the date of a change in control of the Company; (iii) the date of the eligible employeeâ€™s death or disability; or (iv) the date of the eligible employeeâ€™s termination without cause, provided that such termination without cause occurs after May 21, 2025. Except for the reduction in the exercise prices of the Repriced Options as described above, the Repriced Options will retain their existing terms and conditions as set forth in the 2021 Plan and the applicable award agreements. All repriced options will retain their original vesting schedule. Â The Option Repricing resulted in $1.1 million of incremental cost, which was calculated using the Black-Scholes option pricing model, of which $559,000 of the incremental cost will be recognized on a straight-line basis through the Premium End Date, and $558,000 of the incremental cost will be recognized on a straight-line basis over the greater of the period through the Premium End Date or the remaining service period. The incremental cost is included in general and administrative expense and research and development expense on the condensed consolidated statements of operations and comprehensive loss. Â 18 Â Employee stock purchase planÂ In July 2021, the Companyâ€™s board of directors adopted and the Companyâ€™s stockholders approved the Company's 2021 Employee Stock Purchase Plan (the ESPP), which became effective in connection with the IPO. The ESPP permits participants to contribute up to a specified percentage of their eligible compensation during a series of offering periods of 24 months, each comprised of four six-month purchase periods, to purchase the Companyâ€™s common stock. The purchase price of the shares will be 85% of the fair market value of the Companyâ€™s common stock on the first day of trading of the applicable offering period or on the applicable purchase date, whichever is lower. A total of 1,260,000 shares of common stock was initially reserved for issuance under the ESPP. In addition, the number of shares of common stock available for issuance under the ESPP may be increased annually on the first day of each calendar year during the term of the ESPP, beginning in 2022, by an amount equal to the lesser of (i) 1% of the shares of common stock outstanding on the final day of the immediately preceding calendar year or (ii) such smaller number of shares as determined by the Companyâ€™s board of directors or an authorized committee of the board of directors. The Company recognized stock-based compensation expense related to the ESPP of $156,000 and $600,000 during the three and nine months ended September 30, 2024, respectively, and $198,000 and $1.3 million during the three and nine months ended September 30, 2023, respectively. As of September 30, 2024, the unrecognized compensation cost related to the ESPP was $891,000 and is expected to be recognized as expense over approximately 1.22 years. As of September 30, 2024 and December 31, 2023, $305,000 and $46,000 has been withheld on behalf of employees for future purchase under the ESPP, respectively, and is included in accrued expenses and other current liabilities on the condensed consolidated balance sheets. The Company issued and sold zero and 252,444 shares under the ESPP during the three and nine months ended September 30, 2024, respectively, and zero and 223,696 shares under the ESPP during the three and nine months ended September 30, 2023, respectively.Â The assumptions used in the Black-Scholes option pricing model to determine the fair value of the stock to be purchased under the ESPP were as follows:Â Â Â Three Months Ended September 30, Â Nine Months Ended September 30, Â Â 2024(1) Â 2023(1) Â 2024 Â 2023 Risk-free interest rate Â --% Â --% Â 4.75%-5.39% Â 4.70%-5.35% Expected volatility Â --% Â --% Â 68.73%-74.72% Â 72.54%-82.79% Expected term (in years) Â -- Â -- Â 0.49-1.99 Â 0.50-1.99 Expected dividend yield Â --% Â --% Â --% Â --% Â (1)No grants were made under the ESPP during the three months ended September 30, 2024 and 2023.Stock-based compensation expenseÂ The allocation of stock-based compensation for all stock awards was as follows (in thousands):Â Â Â Three Months Ended September 30, Â Â Nine Months Ended September 30, Â Â Â 2024 Â Â 2023 Â Â 2024 Â Â 2023 Â Research and development Â $ 3,103 Â Â $ 3,162 Â Â $ 10,374 Â Â $ 10,909 Â General and administrative Â Â 3,534 Â Â Â Â 3,076 Â Â Â Â 10,291 Â Â Â Â 9,186 Â Total Â $ 6,637 Â Â $ 6,238 Â Â $ 20,665 Â Â $ 20,095 Â Common stock reserved for future issuanceÂ Common stock reserved for future issuance consisted of the following as of September 30, 2024 and December 31, 2023:Â Â Â September 30, Â Â December 31, Â Â Â 2024 Â Â 2023 Â Stock options issued and outstanding Â Â 34,533,440 Â Â Â 24,970,957 Â Awards available for future grant Â Â 12,912,223 Â Â Â 15,342,797 Â Shares available for purchase under the ESPP Â Â 1,828,237 Â Â Â 2,080,681 Â Total Â Â 49,273,900 Â Â Â 42,394,435 Â Â Â 19 Â Note 10. LeasesÂ Operating leasesÂ The Company has facility leases for office space under non-cancellable and cancellable operating leases with various expiration dates through 2032 and equipment under a non-cancellable operating lease with a term expiring in 2026. Total lease costs were approximately $2.4 million and $8.4 million, including operating lease costs of $1.8 million and $6.2 million, variable lease costs of $940,000 and $2.8 million, and sublease income of $361,000 and $577,000, during the three and nine months ended September 30, 2024, respectively. Total lease costs were approximately $2.8 million and $8.6 million, including operating lease costs of $1.9 million and $5.7 million and variable lease costs of $859,000 and $2.9 million, during the three and nine months ended September 30, 2023, respectively. The Company paid $6.1 million and $4.7 million in cash for operating leases, net of cash received from subleases, that is included in the operating activities section of the condensed consolidated statements of cash flows for the nine months ended September 30, 2024 and 2023, respectively. Â The weighted-average remaining lease term and the weighted-average discount rate of the Companyâ€™s operating leases were 7.57 years and 8.96%, respectively, at September 30, 2024. The weighted-average remaining lease term and the weighted-average discount rate of the Companyâ€™s operating leases were 8.29 years and 8.95%, respectively, at December 31, 2023. The weighted-average remaining lease term does not include any renewal options at the election of the Company.Â The Companyâ€™s lease agreements do not contain any material residual value guarantees or material restrictive covenants.Facility leasesÂ In September 2020, the Company entered into a lease agreement for 59,407 square feet of laboratory and office space in San Diego, California, which represented a portion of a new facility that was under construction and which was subsequently amended in March 2021 to expand the rented premises by 18,421 square feet (the 2020 Lease). The construction and design of the asset was the primary responsibility of the lessor. The Company was involved in certain aspects of construction and design for certain interior features and leasehold improvements that is beneficial to the Company to better suit its business needs and intended purpose of the space. The lease is accounted for as an operating lease and commenced in August 2021. In April 2022, the 2020 Lease was modified to amend the rent commencement date from February 2022 to May 2022. The 2020 Lease, as amended, has a term of 10.75 years and includes aggregate monthly payments to the lessor of approximately $51.6 million beginning in May 2023 with a rent escalation clause, and a tenant improvement allowance of approximately $16.8 million. The Company is

responsible for its share of operating expenses based on actual operating expenses incurred by the landlord. The 2020 Lease is cancellable at the Companyâ€™s request after the 84th month with 12 months written notice and a lump-sum cancellation payment of $2.5 million. The termination option has not been included in the Company's operating lease assets and liabilities. As discussed in Note 2, the Company provided a letter of credit to the lessor for $408,000, which expires July 29, 2032. Â In December 2021, the Company entered into a lease agreement for 29,542 square feet of office and laboratory space in South San Francisco, California. The lease is accounted for as an operating lease with the associated operating lease assets and liabilities recorded upon commencement, which occurred in July 2022. The non-cancellable operating lease has an initial term of 124 months with an option to extend the lease term by 5 years at the then-current market rates and includes aggregate monthly payments to the lessor of approximately $34.4 million beginning in November 2022 with a rent escalation clause and a tenant improvement allowance of approximately $8.2 million. The renewal option has not been included in the Company's operating lease assets and liabilities. The Company is responsible for its share of operating expenses based on actual operating expenses incurred by the landlord. The construction and design of the tenant improvements was the primary responsibility of the lessor. While the Company was involved in certain aspects of construction and design for certain interior features and leasehold improvements that is beneficial to the Company to better suit its business needs and intended purpose of the space, all construction was handled directly by the landlord. The Company was not deemed to be the accounting owner of the tenant improvements prior to or after the construction period. All payments made by the Company for landlord-owned tenant improvements were recorded as prepaid rent on the condensed consolidated balance sheets prior to lease commencement and included in the operating lease asset upon lease commencement. In February 2022, the expected project costs exceeded the tenant improvement allowances by $5.1 million, which was paid directly to the landlord by the Company and was recorded as prepaid rent in the condensed consolidated balance sheets and as a cash outflow from operating activities in the condensed consolidated statements of cash flows. Upon lease commencement, the $5.1 million of prepaid rent was included in the operating lease asset. The Company paid a security deposit of $874,000 in December 2021 that was recorded as other assets in the condensed consolidated balance sheets.Â Â 20 Â In January 2024, the Company entered into an agreement to sublease the second floor of its corporate headquarters in San Diego, California. Pursuant to the agreement, the subleased space is approximately 10,000 square feet of office space with a sublease term of three years which includes an option for the subtenant to renew for an additional year and an early termination clause. In July 2024, the Company executed an agreement to sublease the first floor of its corporate headquarters. Pursuant to the agreement, the subleased space is approximately 18,421 square feet of office space with a sublease term of 61 months beginning in October 2024, and early access in August 2024. The agreement includes an option for the subtenant to renew for an additional year and an early termination clause. In September 2024, the Company entered into an agreement to sublease a portion of the third floor of its corporate headquarters in San Diego, California. Pursuant to the agreement, the subleased space is approximately 5,000 square feet of laboratory space with a sublease term of one year which includes an option for the subtenant to renew for an additional year. Â The Company determined the subleases to be operating leases. Therefore, the Company recognizes sublease income on a straight-line basis over the lease term in its condensed consolidated statements of operations and comprehensive loss as a reduction to operating lease costs because the subleases are outside of the Company's normal business operations. The Company will continue to account for the operating lease assets and related liabilities of the original lease as it did prior to the commencement of the subleases. The Company recorded a reduction to operating lease costs of $361,000 and $577,000 related to income from these subleases during the three and nine months ended September 30, 2024, respectively.Â In connection with committing to the plan to sublease the first floor in June 2024, the Company reassessed its asset groups for testing long-lived assets for impairment and determined the first floor operating lease assets and related property and equipment represented an asset group separate from the entity wide asset group. The Company concluded that the carrying value of the first floor asset group was not recoverable as it exceeded the future net undiscounted cash flows that are expected to be generated from the use and eventual disposition of the assets within the asset group. The Company determined the fair value of the first floor asset group based on the income approach using a discounted cash flow model. The cash flows used in the model were discounted using a rate of 13.5%. Based on this analysis, the Company recognized a noncash impairment charge of $4.7 million, including $2.4 million for the operating lease assets and $2.3 million for the leasehold improvements and furniture, of which $3.0 million was recorded to research and development expense and $1.7 million was recorded to general and administrative expense, during the nine months ended September 30, 2024. No impairment was recorded during the three months ended September 30, 2024. This represented a Level 3 nonrecurring fair value measurement. Calculating the fair value of the asset group involves significant estimates and assumptions, including projected future cash flows and a discount rate. Changes in the estimates and assumptions used could materially affect the amount of impairment loss recognized in the period the asset group is considered impaired.Â Future minimum lease payments under operating leases as of September 30, 2024 are as follows (in thousands):Â Year ending December 31, Â Â 2024 (remaining three months) $ 2,213 Â 2025 Â 9,024 Â 2026 Â 9,170 Â 2027 Â 9,199 Â 2028 Â 9,277 Â Thereafter Â 35,097 Â Total lease payments $ 73,980 Â Less: Amount representing interest Â (21,041) Operating lease liabilities $ 52,939 Â Â Note 11. Commitments and contingencies Â Liabilities for loss contingencies arising from claims, assessments, litigation, fines, penalties and other sources are recorded when it is probable that a liability has been incurred and the amount can be reasonably estimated. There are no matters currently outstanding for which any such liabilities have been accrued. Â 21 Â Strategic reprioritizationÂ In May 2024, in connection with the execution of the Joyo License Agreement and the Medshine License Agreement, the Company approved a strategic reprioritization to focus the Companyâ€™s resources on its naporafenib program, its ERAS-0015 product candidate, which is the lead candidate from the Joyo License Agreement, and its ERAS-4001 product candidate, which is the lead candidate from the Medshine License Agreement. The Company deprioritized its HERKULES-3 clinical trial evaluating ERAS-007 in combination with encorafenib and cetuximab (EC) in patients with EC-naÃ¯ve BRAFm colorectal cancer, its THUNDERBBOLT-1 clinical trial evaluating ERAS-801 in patients with recurrent glioblastoma, and its ERAS-4 pan-KRAS program. The Company will explore further advancement of the ERAS-801 program, including via partnerships and select investigator-sponsored trials, and certain of the existing ERAS-4 molecules may serve as backup compounds for ERAS-4001. In connection with this strategic reprioritization, the Company also approved a reduction in the Companyâ€™s workforce by approximately 18%, primarily affecting employees working in certain drug discovery functions or on the deprioritized programs and trials. As a result, the Company recognized $0 and $2.2 million in total charges in the three and nine months ended September 30, 2024 in the condensed consolidated statements of operations and comprehensive loss based upon the underlying employeesâ€™ role within the Company in connection with the reduction in force. These charges consisted primarily of one-time cash charges for termination benefits which were substantially all paid in June 2024. Note 12. Income taxesÂ No provision for federal, state or foreign income taxes has been recorded for the three and nine months ended September 30, 2024 and 2023. The Company has incurred net operating losses for all the periods presented and has not reflected any benefit of such net operating loss carryforwards in the accompanying condensed consolidated financial statements due to uncertainty around utilizing these tax attributes within their respective carryforward periods. The Company has recorded a full valuation allowance against all of its deferred tax assets as it is not more likely than not that such assets will be realized in the near future. The Companyâ€™s policy is to recognize interest expense and penalties related to income tax matters as tax expense. For the three and nine months ended September 30, 2024 and 2023, the Company has not recognized any interest or penalties related to income taxes. Note 13. Net loss per share Â The following table summarizes the computation of basic and diluted net loss per share of the Company (in thousands, except share and per share data):Â Â Â Three Months Ended September 30, Â Â Nine Months Ended September 30, Â Â Â 2024 Â Â Â 2023 Â Â 2024 Â Â 2023 Â Net loss Â $ (31,200) Â Â $ (30,361) Â $ (129,418) Â $ (95,341) Weighted-average shares of common stock used in computing net loss per share, basic and diluted Â Â 282,384,964 Â Â Â Â 150,450,201 Â Â Â 217,355,959 Â Â Â 150,000,613 Â Net loss per share, basic and diluted Â $ (0.11) Â Â $ (0.20) Â $ (0.60) Â $ (0.64) Â The Companyâ€™s potentially dilutive securities, which include options to purchase common stock, shares purchasable under the ESPP and common stock subject to repurchase related to options early exercised, have been excluded from the computation of diluted net loss per share as the effect would be to reduce the net loss per share. Therefore, the weighted-average number of common shares outstanding used to calculate both basic and diluted net loss per share is the same. The Company excluded the following potential common shares, presented as amounts outstanding at each period end, from the computation of diluted net loss per share for the periods indicated because including them would have had an anti-dilutive effect:Â Â Â September 30, Â Â Â September 30, Â Â Â 2024 Â Â Â 2023 Â Options to purchase common stock Â Â 34,533,440 Â Â Â Â 25,382,517 Â Options early exercised subject to future vesting Â Â â€” Â Â Â Â 515,366 Â Estimated shares purchasable under the ESPP Â Â 798,238 Â Â Â Â 1,350,546 Â Total potentially dilutive shares Â Â 35,331,678 Â Â Â Â 27,248,429 Â Â Â 22 Â Â Note 14. Related party transactionsÂ Erasca FoundationÂ In May 2021, the Company established the Erasca Foundation to provide support such as funding research, patient advocacy, patient support and education in underserved populations, and funding for other initiatives to positively impact society that align with the Companyâ€™s mission. The Company's chief executive officer and certain board members serve as directors of the Erasca Foundation and the Company's chief executive officer, chief financial officer and chief business officer, and general counsel are also officers of the Erasca Foundation. In April 2023, the Company loaned the Erasca Foundation $125,000 in exchange for a non-interest bearing promissory note that matures one year following the date of the note. In December 2023, the Erasca Foundation repaid the note. In April 2024, the Company donated $125,000 to the Erasca Foundation, which is recorded in general and administrative expense in the condensed consolidated statements of operations and comprehensive loss for the nine months ended September 30, 2024. No such expense was recorded for the three months ended September 30, 2024.Affini-T Therapeutics, Inc.Â As of September 30, 2024 and December 31, 2023, the Company held a $1.8 million and $2.0 million equity investment in Affini-T, respectively (see Note 3). One of the Companyâ€™s board members is also a member of the board of Affini-T. Â 23 Â Item 2. Managementâ€™s Discussion and Analysis of Financial Condition and Results of Operations. Â The following discussion and analysis of our financial condition and results of operations should be read in conjunction with our unaudited condensed consolidated financial statements and notes thereto included elsewhere in this Quarterly Report on Form 10-Q and with our audited consolidated financial statements and notes thereto and managementâ€™s discussion and analysis of financial condition and results of operations for the year ended December 31, 2023, included in our Annual Report on Form 10-K for the year ended December 31, 2023 filed with the SEC on March 27, 2024. Â Cautionary Note Regarding Forward-Looking Statements Â This Quarterly Report contains forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended (the Exchange Act). All statements other than statements of historical facts contained in this Quarterly Report, including statements regarding our future results of operations and financial position, business strategy, research and development plans, the anticipated timing, costs, design and conduct of our ongoing and planned preclinical studies and planned clinical trials for our product candidates, the timing and likelihood of regulatory filings and approvals for our product candidates, our ability to commercialize our product candidates, if approved, the impact of global geopolitical and economic events and war on our business, the pricing and reimbursement of our product candidates, if approved, the potential to develop future product candidates, the potential benefits of current and future licenses, acquisitions, and strategic arrangements with third parties, and our intent to enter into any future strategic arrangements, the timing and likelihood of success, plans and objectives of management for future operations and future results of anticipated product development efforts, are forward-looking statements. In some cases, you can identify forward-looking statements by terms such as â€œmay,â€ â€œwill,â€ â€œshould,â€ â€œcould,â€ â€œexpect,â€ â€œintend,â€ "target," â€œplan,â€ â€œanticipate,â€ â€œbelieve,â€ â€œestimate,â€ â€œpredict,â€ â€œpotential,â€ â€œcontinue,â€ or the negative of these terms or other similar expressions. These forward-looking statements are only predictions. We have based these forward-looking statements largely on our current expectations and projections about future events and financial trends that we believe may affect our business, financial condition and results of operations. These forward-looking statements speak only as of the date of this Quarterly Report and are subject to a number of risks, uncertainties and assumptions, including those described in Part II, Item 1A, â€œRisk Factors.â€ The events and circumstances reflected in our forward-looking statements may not be achieved or occur, and actual results could differ materially from those projected in the forward-looking statements. Except as required by applicable law, we do not plan to publicly update or revise any forward-looking statements contained herein, whether as a result of any new information, future events, changed circumstances or otherwise. Overview Â We are a clinical-stage precision oncology company singularly focused on discovering, developing, and commercializing therapies for patients with RAS/MAPK pathway-driven cancers. Molecular alterations in RAS, the most frequently mutated oncogene, and the MAPK pathway, one of the most frequently altered signaling pathways in cancer, account for approximately 5.4 million new patients diagnosed with cancer globally each year. Our company was co-founded by leading pioneers in precision oncology and RAS targeting to create novel therapies and combination regimens designed to comprehensively shut down the RAS/MAPK pathway for the treatment of patients with cancer. We have assembled one of the deepest, wholly-owned or controlled RAS/MAPK pathway-focused pipelines in the industry, which comprises modality-agnostic programs aligned with our three therapeutic strategies of: (1) targeting key upstream and downstream signaling nodes in the RAS/MAPK pathway; (2) targeting RAS directly; and (3) targeting escape routes that emerge in response to treatment. Â Â 24 Â The following figure shows the RAS/MAPK pathway and how the three therapeutic strategies listed above attempt to comprehensively and synergistically shut down the RAS/MAPK pathway. Â Â Â The target breadth and molecular diversity represented in our pipeline enable us to pursue a systematic, data-driven, portfolio-wide clinical development effort to identify single agent and combination approaches with the goal of prolonging survival in numerous patient populations with high unmet medical needs. Our modality-agnostic approach aims to allow us to selectively and potently target critical signaling nodes with the most appropriate modality, including small molecule therapeutics and large molecule therapeutics. Our purpose-built pipeline consists of several molecules targeting key oncogenic drivers, including: one clinical-stage program (a pan-RAF inhibitor), two IND-enabling stage programs (a pan-RAS molecular glue and a pan-KRAS inhibitor), and an additional discovery-stage program. We believe our world-class teamâ€™s capabilities and experience, further guided by our scientific advisory board, which includes the worldâ€™s leading experts in the RAS/MAPK pathway, uniquely position us to achieve our bold mission of erasing cancer. Â Our lead product candidate is naporafenib, a pan-RAF inhibitor with first-in-class and best-in-class potential for patients with NRASm melanoma and other RAS/MAPK pathway-driven tumors. RAF proteins are ubiquitously expressed serine-threonine kinases that constitute a key node of the RAS/MAPK pathway downstream of RAS and upstream of MEK. The RAF protein family consists of ARAF, BRAF, and CRAF (RAF1) that are activated through dimerization. Mutations in RAF proteins have been observed in many cancers, such as melanoma, colorectal cancer (CRC), non-small cell lung cancer (NSCLC), and thyroid cancer. We in-licensed naporafenib from Novartis Pharma AG (Novartis) in December 2022. Naporafenib has been dosed in over 500 patients to date, whereby safety, tolerability, pharmacokinetics (PK), and pharmacodynamics have been established in both monotherapy and select combinations, with clinical proof-of-concept (PoC) data in combination with trametinib (MEKINIST) for patients with NRASm melanoma, which includes NRAS Q61X melanoma. In December 2023, we announced that the US Food Â 25 Â and Drug Administration (FDA) granted Fast Track Designation (FTD) to naporafenib in combination with trametinib for the treatment of adult patients with unresectable or metastatic melanoma who have progressed on, or are intolerant to, an antiâ€‘programmed death-1 (ligand 1) (PDâ€‘(L)1)-based regimen, and whose tumors contain an NRAS mutation (NRASm). Programs that receive FTD may benefit from early and frequent interactions with the FDA during the clinical development process and, if relevant criteria are met, the FDA may consider reviewing portions of a marketing application before the sponsor submits the complete application. Â Our development strategy for naporafenib includes our SEACRAFT trials designed to evaluate naporafenib in combination with other targeted therapies. We are advancing development for naporafenib plus trametinib in the Phase 3 SEACRAFT-2 trial for patients with NRASm melanoma, which we initiated in the second quarter of 2024. SEACRAFT-2 is supported by clinical PoC data in patients with NRASm melanoma, as presented by Novartis at the European Society for Medical Oncology Congress 2022 medical conference and as published in March 2023 by de Braud et al. in the Journal of Clinical Oncology. In connection with our SEACRAFT-2 trial, we have entered into a clinical trial collaboration and supply agreement (CTCSA) with Novartis for its MEK inhibitor, trametinib. Pursuant to the CTCSA, we are sponsoring and funding the clinical trial and Novartis is providing its drug to us free of charge. In addition, we are evaluating additional combinations of naporafenib with our other RAS/MAPK pathway targeting agents and/or external agents in preclinical models. Â On October 24, 2024, we announced preliminary data from our SEACRAFT-1 trial in an oral presentation at the 36th EORTC-NCI-AACR (ENA) Symposium. The preliminary clinical activity of naporafenib plus trametinib in the melanoma cohort of SEACRAFT-1 include, as of the efficacy cutoff date*: â€¢40% (4/10) response rate observed in the efficacy-evaluable patients with NRAS Q61X melanoma, including three confirmed partial responses and one unconfirmed partial response; the melanoma cohort in SEACRAFT-1 is generally representative of the patient population currently being enrolled in the pivotal SEACRAFT-2 trial â€¢70% (7/10) of patients remained on treatment as of the data cutoff, including all four responders * Safety data cutoff date was September 3, 2024. Efficacy data cutoff date was September 5, 2024. In addition, we reported that naporafenib plus trametinib has been generally well tolerated as of the safety cutoff date, with mostly low-grade adverse events in the majority of patients. We believe that the use of mandatory primary rash prophylaxis helped reduce the

frequency and severity of skin toxicities, reduced the drug discontinuation rate due to adverse events, and improved the observed tolerability as measured by the increased relative dose intensity, as compared to the prior clinical trials of naporafenib plus trametinib conducted by Novartis, which did not include the use of mandatory primary rash prophylaxis. We believe that while the preliminary SEACRAFT-1 data do not support further exploration of a tissue-agnostic indication, they do reinforce the potential of the ongoing Phase 3 SEACRAFT-2 trial in patients with NRASm melanoma. We expect to read out randomized dose optimization data of naporafenib plus trametinib from Stage 1 of the SEACRAFT-2 Phase 3 trial in 2025. Stage 2 of the SEACRAFT-2 Phase 3 trial is expected to compare naporafenib plus trametinib against physician's choice of chemotherapy or trametinib using dual primary endpoints of progression free survival and overall survival for regulatory approval. Our next two programs are part of our RAS-targeting franchise, which we in-licensed in May 2024, as described below. These two programs fit within our second approach of targeting RAS directly, both in its active GTP and inactive GDP states. The RAS targeting landscape can be divided into pan-RAS, pan-KRAS, and mutant-selective approaches. Pan-RAS and pan-KRAS targeting molecules can address a broad population of patients with G12X, G13X, and possibly Q61X mutations, and also have the potential to address or prevent resistance by blocking wildtype RAS activation. ERAS-0015 is a potential best-in-class pan-RAS molecular glue for treating patients with RAS-altered solid tumors. ERAS-0015 has demonstrated approximately 5-10 times greater potency as well as favorable absorption, distribution, metabolism and excretion (ADME) and PK properties in multiple animal species versus the leading pan-RAS molecular glue in development. More specifically, ERAS-0015 has stronger binding to cyclophilin A relative to the leading pan-RAS molecular glue in development, which enables more potent RAS inhibition. ERAS-0015 also showed sub-nanomolar to nanomolar preclinical IC50 in vitro potency against KRAS G12X, KRAS G13D, and RAS wildtype. In vivo, ERAS-0015 showed approximately 10 times higher potency than the leading pan-RAS molecular glue in development and good tumor regression in multiple models. It also showed superior clearance, half-life, oral bioavailability, and kinetic solubility in preclinical evaluations. The initial clinical trial for ERAS-0015 will be AURORAS-1, for which we plan to file an investigational new drug application (IND) in the first half of 2025, with an anticipated Phase 1 monotherapy data readout in 2026. Â 26 Â ERAS-4001 is a potential first-in-class pan-KRAS inhibitor for treating patients with KRAS-altered solid tumors. The preclinical in vitro potency of ERAS-4001 showed good activity against KRAS G12X and G13D mutations, as well as KRAS wildtype amplifications, with no activity against HRAS or NRAS wildtype proteins. Sparing wild-type HRAS and NRAS has the potential to provide a greater therapeutic window. ERAS-4001 showed activity against both GDP-bound (â€œinactive stateâ€) and GTP-bound (â€œactive stateâ€) KRAS G12D with single digit nanomolar IC50s in a biochemical RAS â€“ RAF1 RBD (RAS Binding Domain) assay. In vivo, ERAS-4001 showed good tumor regression in multiple models. In combination with anti-PD-1, ERAS-4001 was able to achieve complete disappearance of tumors in mice on day 31. The initial clinical trial for ERAS-4001 will be BOREALIS-1, for which we plan to file an IND in the first quarter of 2025, with an anticipated Phase 1 monotherapy data readout in 2026. Â ERAS-0015 and ERAS-4001 have the potential to address unmet needs in approximately 2.7 million patients who are diagnosed annually globally with RAS-mutant tumors, of which over 2.2 million patients are diagnosed with KRAS-mutant tumors. In May 2024, in connection with entering into the Joyo License Agreement and Medshine License Agreement, a review of our strategic priorities, and our decision to deemphasize certain drug discovery activities, we approved a strategic reprioritization to focus our resources on our naporafenib program, ERAS-0015, and ERAS-4001. We deprioritized our HERKULES-3 clinical trial evaluating ERAS-007 in combination with encorafenib and cetuximab (EC) in patients with EC-naÃ¯ve BRAFm colorectal cancer as we believe the clinical efficacy data do not support continued evaluation. We also deprioritized our THUNDERBBOLT-1 clinical trial evaluating ERAS-801 in patients with recurrent glioblastoma (GBM), although we plan to explore further advancement of ERAS-801, including via partnerships and select investigator-sponsored trials. Finally, we deprioritized our preclinical ERAS-4 program; however, certain of our existing ERAS-4 molecules may serve as backup compounds for ERAS-4001. We are also advancing additional programs targeting key oncogenic drivers in the RAS/MAPK pathway, which we will need to successfully progress through appropriate preclinical activities (e.g., discovery and IND-enabling activities) prior to advancing these programs into clinical development, if at all. We do not own or operate, and currently have no plans to establish, any manufacturing facilities. We rely, and expect to continue to rely, on third parties for the manufacture of our product candidates for preclinical and clinical testing, as well as for commercial manufacture if any of our product candidates obtain marketing approval. We are working with our current manufacturers to ensure that we will be able to scale up our manufacturing capabilities to support our clinical plans. We are also in the process of locating and qualifying additional manufacturers to build redundancies into our supply chain. In addition, we rely on third parties to package, label, store, and distribute our product candidates, and we intend to continue to rely on third parties with respect to our commercial products if marketing approval is obtained. We believe that this strategy allows us to maintain a more efficient infrastructure by eliminating the need for us to invest in our own manufacturing facilities, equipment, and personnel while also enabling us to focus our expertise and resources on the design and development of our product candidates. Â In December 2022, we completed the sale and issuance of 15,384,616 shares of our common stock at a price to the public of $6.50 per share (the 2022 Offering). Proceeds from the 2022 Offering were $94.9 million, net of underwriting discounts and commissions and offering costs of $5.1 million. Â In March 2024, we entered into a stock purchase agreement with the purchasers named therein for the private placement of 21,844,660 shares of our common stock at a price of $2.06 per share, which closed on April 2, 2024 (the 2024 Private Placement). Proceeds from the 2024 Private Placement were $43.6 million, after deducting placement agent fees and expenses of approximately $1.4 million. Â In May 2024, we completed the sale and issuance of 99,459,458 shares of our common stock, including the exercise in full by the underwriters of their option to purchase 12,972,972 shares of our common stock, at a price to the public of $1.85 per share (the 2024 Offering). Proceeds from the 2024 Offering were $174.4 million, net of underwriting discounts and commissions and offering costs of $9.6 million. Â In August 2022, we entered into an Open Market Sale Agreement (the Sale Agreement) with Jefferies LLC (the Agent), pursuant to which we may offer and sell shares of our common stock having an aggregate offering price of up to $200 million from time to time, in an â€œat-the-market offeringâ€ (ATM Offering) through the Agent. Sales of the shares of common stock, if any, will be made at prevailing market prices at the time of sale, or as otherwise agreed with the Agent. Pursuant to the Sale Agreement, the Agent will receive a commission from us of up to 3.0% of the gross proceeds of any shares of common stock sold under the Sale Agreement. During the three months ended September 30, 2024, we sold 9,231,114 shares of common stock under the Sale Agreement at a weighted-average price of $2.37 per share. Proceeds from the ATM Offering during the three months ended September 30, 2024 were $21.0 million, net of commissions and expenses of $0.8 million. Â 27 Â Â Since our inception in 2018, we have devoted substantially all of our resources to organizing and staffing our company, business planning, raising capital, identifying, acquiring, and in-licensing our product candidates, establishing our intellectual property portfolio, conducting research, preclinical studies and clinical trials, establishing arrangements with third parties for the manufacture of our product candidates and related raw materials, and providing general and administrative support for these operations. We do not have any products approved for sale and have not generated any revenue. As of September 30, 2024, we have raised a total of $1.0 billion to fund our operations, comprised primarily of gross proceeds from our IPO, underwritten offerings, a private placement of our common stock and the sale and issuance of convertible preferred stock. As of September 30, 2024, we had cash, cash equivalents and marketable securities of $463.3 million. Â We have incurred significant operating losses since inception. Our net losses were $31.2 million and $30.4 million for the three months ended September 30, 2024 and 2023, respectively, and $129.4 million and $95.3 million for the nine months ended September 30, 2024 and 2023, respectively. As of September 30, 2024, we had an accumulated deficit of $735.4 million. We expect our expenses and operating losses will increase substantially for the foreseeable future, particularly if and as we conduct our ongoing and planned clinical trials and preclinical studies; continue our research and development activities; utilize third parties to manufacture our product candidates and related raw materials; hire additional personnel; acquire, in-license, or develop additional product candidates; expand and protect our intellectual property; and incur additional costs associated with being a public company. If we obtain regulatory approval for any of our product candidates, we expect to incur significant commercialization expenses related to product sales, marketing, manufacturing, and distribution. In addition, as our product candidates progress through development and toward commercialization, we will need to make milestone payments to the licensors and other third parties from whom we have in-licensed or acquired our product candidates. Our net losses may fluctuate significantly from quarter-to-quarter and year-to-year, depending on the timing of our clinical trials and preclinical studies and our expenditures on other research and development activities. Â Based upon our current operating plans, we believe that our cash, cash equivalents and marketable securities as of September 30, 2024 will be sufficient to fund our operations into the first half of 2027. We do not expect to generate any revenues from product sales until we successfully complete development and obtain regulatory approval for one or more of our product candidates, which we expect will take a number of years and may never occur. Accordingly, until such time as we can generate significant revenue from sales of our product candidates, if ever, we expect to finance our cash needs through equity offerings, debt financings or other capital sources, including potential collaborations, licenses, and other similar arrangements. However, we may be unable to raise additional funds or enter into such other arrangements when needed on favorable terms or at all. Our failure to raise capital or enter into such other arrangements when needed would have a negative impact on our financial condition and could force us to delay, limit, reduce, or terminate our research and development programs or other operations, or grant rights to develop and market product candidates that we would otherwise prefer to develop and market ourselves. Â Our financial condition and results of operations may also be impacted by other factors we may not be able to control, such as geopolitical and economic events. We do not believe that such factors had a material adverse impact on our results of operations during the three months ended September 30, 2024. Our acquisition and license agreements Â Guangzhou Joyo license agreement In May 2024, we entered into an exclusive license agreement (the Joyo License Agreement) with Guangzhou Joyo Pharmatech Co., Ltd. (Joyo) under which we were granted an exclusive, worldwide (except mainland China, Hong Kong and Macau), royalty-bearing license to certain patent and other intellectual property rights owned or controlled by Joyo to develop, manufacture, and commercialize certain pan-RAS inhibitors in all fields of use. We have an option to expand the territory of the license to include mainland China, Hong Kong and Macau by making a $50.0 million payment to Joyo on or prior to the first dosing of the first patient in a Phase 2 clinical trial by either us or Joyo, or a payment of $150.0 million after the first dosing of the first patient in a Phase 2 clinical trial by either us or Joyo, and before filing a new drug application (or the foreign equivalent) by either us or Joyo. We have the right to sublicense (through multiple tiers) our rights under the Joyo License Agreement, subject to certain limitations and conditions, and are required to use commercially reasonable efforts to commercialize licensed products in the United States. Â 28 Â The license granted under the Joyo License Agreement is subject to Joyoâ€™s reserved right to develop, manufacture, use, and commercialize licensed products in mainland China, Hong Kong and Macau, unless we exercise our option to expand the license to include mainland China, Hong Kong and Macau. Under the Joyo License Agreement, we made an upfront cash payment to Joyo of $12.5 million. In addition, we are obligated to make development and regulatory milestone payments of up to $51.5 million (or up to $57.5 million if our territory is expanded to include mainland China, Hong Kong, and Macau) and commercial milestone payments of up to $125.0 million upon the achievement of the corresponding milestones. We are also obligated to pay tiered royalties on net sales of all licensed products, in the low- to mid-single digit percentages, subject to certain reductions. The Joyo License Agreement will expire upon the last to expire royalty term, which is determined on a licensed product-by-licensed product and country-by-country basis, and is the later of: (i) ten years from the date of first commercial sale for the licensed product in such country, (ii) the last to expire valid claim within the licensed patent rights covering such licensed product, or (iii) the expiration of all regulatory exclusivity for the licensed product in such country. Upon expiration of the Joyo License Agreement, on a licensed product-by-licensed product and country-by-country basis, the license granted to us with respect to such product in such countries shall be deemed to be fully paid-up, royalty-free, non-terminable, irrevocable and perpetual. The Joyo License Agreement may be terminated in its entirety by either party in the event of an uncured material breach by the other party or in the event the other party becomes subject to specified bankruptcy, insolvency, or similar circumstances. Joyo may terminate the Joyo License Agreement in the event that we or our affiliates or any of our or their sublicensees institutes, prosecutes or otherwise participates in any challenge to the licensed patents. We may terminate the Joyo License Agreement in its entirety at any time upon the provision of prior written notice to Joyo. Upon termination of the Joyo License Agreement for any reason, all rights and licenses granted to us will terminate. In addition, the licenses granted to Joyo under certain patent and other intellectual property rights owned or controlled by us to develop, manufacture, use, and commercialize the licensed products in mainland China, Hong Kong and Macau will survive the termination of the Joyo License Agreement for any reason, unless we exercise our option to expand the license to include mainland China, Hong Kong and Macau, in which case such licenses to Joyo will terminate automatically; and Joyo has an option to negotiate a license under any patent rights, know-how, or other intellectual property rights relating to the licensed products that are owned or controlled by us for the purpose of developing, manufacturing and commercializing the licensed products in our territory on terms to be negotiated between the parties. Medshine license agreement In May 2024, we entered into an exclusive license agreement (the Medshine License Agreement) with Medshine Discovery Inc. (Medshine) under which we were granted an exclusive, worldwide, royalty-bearing license to certain patent and other intellectual property rights owned or controlled by Medshine to develop, manufacture and commercialize certain pan-KRAS inhibitors in all fields of use. We have the right to sublicense (through multiple tiers) our rights under the Medshine License Agreement, subject to certain limitations and conditions, and are required to use commercially reasonable efforts to commercialize licensed products in certain geographical markets. Under the Medshine License Agreement, we made an upfront cash payment to Medshine of $10.0 million. In addition, we are obligated to make development and regulatory milestone payments of up to $30.0 million and commercial milestone payments of up to $130.0 million upon the achievement of the corresponding milestones. We are also obligated to pay a low-single digit percentage royalty on net sales of all licensed products, subject to certain reductions. The Medshine License Agreement will expire upon the last to expire royalty term, which is determined on a licensed product-by-licensed product and country-by-country basis, and is the later of: (i) ten years from the date of first commercial sale for the licensed product in such country, (ii) the last to expire valid claim within the licensed patent rights covering such licensed product, or (iii) the expiration of all regulatory exclusivity for the licensed product in such country. Upon expiration of the Medshine License Agreement, on a licensed product-by-licensed product and country-by-country basis, the license granted to us with respect to such product in such countries shall be deemed to be fully paid-up, royalty-free, non-terminable, irrevocable and perpetual. The Medshine License Agreement may be terminated in its entirety by either party in the event of an uncured material breach by the other party or in the event the other party becomes subject to specified bankruptcy, insolvency, or similar circumstances. Medshine may terminate the Medshine License Agreement in the event that we or our affiliates or any of our or their Â 29 Â sublicensees commences or actively and voluntarily participates in any challenge to the licensed patents. We may terminate the Medshine License Agreement in its entirety at any time upon the provision of prior written notice to Medshine. Upon termination of the Medshine License Agreement for any reason, all rights and licenses granted to us will terminate. In addition, upon termination of the Medshine License Agreement by Medshine for cause, Medshine has an option to negotiate a license under any patent rights, know-how, or other intellectual property rights relating to the licensed products that are owned or controlled by us for the purpose of developing, manufacturing and commercializing the licensed products on terms to be negotiated between the parties. In addition to the Joyo License Agreement and the Medshine License Agreement, we have entered into in-license and acquisition agreements pursuant to which we in-licensed or acquired certain intellectual property rights related to our product candidates and development programs. For additional information regarding these agreements, see the section titled â€œBusinessâ€”Our acquisition and license agreementsâ€ in our Annual Report on Form 10-K for the year ended December 31, 2023 filed with the SEC on March 27, 2024. Components of results of operations Â Revenue Â We do not expect to generate any revenue from the sale of products unless and until such time that our product candidates have advanced through clinical development and obtained regulatory approval, if ever. If we fail to complete preclinical and clinical development of product candidates or obtain regulatory approval for them, our ability to generate future revenues, and our results of operations and financial position would be adversely affected. Operating expenses Â Research and development Â Research and development expenses consist of external and internal costs associated with our research and development activities, including our discovery and research efforts and the preclinical and clinical development of our product candidates. Research and development costs are expensed as incurred. Our research and development expenses include: Â â€¢ external costs, including expenses incurred under arrangements with third parties, such as contract research organizations (CROs), contract manufacturing organizations (CMOs), consultants and our scientific advisors; and Â â€¢ internal costs, including: Â â€¢ employee-related expenses, including salaries, benefits, and stock-based compensation for those individuals involved in research and development efforts; Â â€¢ the costs of laboratory supplies and acquiring, developing and manufacturing preclinical study materials; and Â â€¢ facilities and depreciation, which include direct and allocated expenses for rent of facilities and depreciation. Â The following table summarizes our research and development expenses incurred for the following periods (in thousands): Â Â Â Three Months Ended September 30, Â Â Â Nine Months Ended September 30, Â Â Â 2024 Â Â 2023 Â Â 2024 Â Â 2023 Â Naporafenib Â Â $ 12,579 Â Â Â $ 10,285 Â Â Â $ 39,086 Â Â Â $ 21,576 Â Other clinical programs Â Â Â â€” Â Â Â Â 10,096 Â Â Â Â 7,047 Â Â Â Â 38,140 Â Other discovery and preclinical

programs Â Â Â 15,052 Â Â Â Â 4,832 Â Â Â Â 43,104 Â Â Â Â 19,300 Â Total research and development expenses Â Â $ 27,631 Â Â Â $ 25,213 Â Â Â $ 89,237 Â Â Â $ 79,016 Â Â Â 30 Â We expect our research and development expenses to increase substantially for the foreseeable future as we continue to conduct our ongoing research and development activities, conduct clinical trials and advance our preclinical research programs toward clinical development, particularly as more of our product candidates move into later stages of development, which typically cost more. The process of conducting clinical trials and preclinical studies necessary to obtain regulatory approval is costly and time-consuming. We may never succeed in achieving marketing approval for any of our product candidates. Â The timelines and costs with research and development activities are uncertain, can vary significantly for each product candidate and program and are difficult to predict. We anticipate we will make determinations as to which product candidates and programs to pursue and how much funding to direct to each product candidate and program on an ongoing basis in response to preclinical and clinical results, regulatory developments, ongoing assessments as to each product candidateâ€™s and programâ€™s commercial potential, and our ability to enter into collaborations, licenses, or other similar agreements to the extent we determine the resources or expertise of a third-party would be beneficial for a given product candidate or program. We will need to raise substantial additional capital in the future. In addition, we cannot forecast which product candidates and programs may be subject to future collaborations, licenses, or other agreements, when such arrangements will be secured, if at all, and to what degree such arrangements would affect our development plans and capital requirements. Â Our development costs may vary significantly based on factors such as: Â â€¢ the number and scope of preclinical and IND-enabling studies and clinical trials; Â â€¢ per patient trial costs; Â â€¢ the number of trials required for approval; Â â€¢ the number of sites included in the trials; Â â€¢ the countries in which the trials are conducted; Â â€¢ the length of time required to enroll eligible patients; Â â€¢ the number of patients that participate in the trials; Â â€¢ the number of doses that patients receive; Â â€¢ the drop-out or discontinuation rates of patients; Â â€¢ potential additional safety monitoring requested by regulatory agencies; Â â€¢ the duration of patient participation in the trials and follow-up; Â â€¢ the cost and timing of manufacturing our product candidates; Â â€¢ the phase of development of our product candidates; Â â€¢ the efficacy and safety profile of our product candidates; Â â€¢ the timing, receipt and terms of any approvals from applicable regulatory authorities; Â â€¢ maintaining a continued acceptable safety profile of our products following approval, if any; Â â€¢ significant and changing government regulation and regulatory guidance; Â â€¢ the impact of any interruptions to our operations or to those of third parties with whom we work due to geopolitical and economic events; and Â â€¢ the extent to which we establish additional collaboration, license or other arrangements. Â 31 Â In-process research and development Â In-process research and development expenses include rights acquired as part of asset acquisitions or in-licenses to develop and commercialize product candidates. Upfront payments that relate to the acquisition of a new product candidate, as well as pre-commercial milestone payments, are immediately expensed as in-process research and development in the period in which they are incurred, provided that the new product candidate did not also include processes or activities that would constitute a â€œbusinessâ€ as defined under US generally accepted accounting principles (US GAAP), the product candidate has not achieved regulatory approval for marketing and, absent obtaining such approval, has no established alternative future use. Â In-process research and development expenses consist primarily of our upfront payments, milestone payments, and our stock issuances in connection with our acquisition and in-license agreements. General and administrative Â General and administrative expenses consist primarily of employee-related expenses, including salaries, benefits and stock-based compensation, for employees in our finance, accounting, legal, information technology, business development and support functions. Other general and administrative expenses include allocated facility and depreciation related costs not otherwise included in research and development expenses and professional fees for auditing, tax, intellectual property and legal services. Costs related to filing and pursuing patent applications are recognized as general and administrative expenses as incurred since recoverability of such expenditures is uncertain. Â We expect our general and administrative expenses will increase substantially for the foreseeable future as we continue to increase our general and administrative headcount to support our continued research and development activities and, if any product candidates receive marketing approval, commercialization activities, as well as to support our operations generally. Other income (expense), net Â Interest income Â Interest income consists primarily of interest earned on our cash, cash equivalents and marketable securities. Results of operations Â Comparison of the three months ended September 30, 2024 and 2023 Â The following table summarizes our results of operations for the three months ended September 30, 2024 and 2023 (in thousands): Â Â Â Three Months Ended September 30, Â Â Â Â Â Â 2024 Â Â 2023 Â Â Change Â Operating expenses: Â Â Â Â Â Â Â Â Â Research and development Â $ 27,631 Â Â $ 25,213 Â Â $ 2,418 Â In-process research and development Â Â â€” Â Â Â â€” Â Â Â â€” Â General and administrative Â Â 9,611 Â Â Â 9,445 Â Â Â 166 Â Total operating expenses Â Â 37,242 Â Â Â 34,658 Â Â Â 2,584 Â Loss from operations Â Â (37,242) Â Â (34,658) Â Â (2,584) Total other income (expense), net Â Â 6,042 Â Â Â 4,297 Â Â Â 1,745 Â Net loss Â $ (31,200) Â $ (30,361) Â $ (839) Â Â 32 Â Research and development expenses Â Research and development expenses were $27.6 million for the three months ended September 30, 2024 compared to $25.2 million for the three months ended September 30, 2023. The increase of $2.4 million was primarily driven by an increase of $4.5 million in expenses incurred in connection with clinical trials, preclinical studies and discovery activities, partially offset by decreases of $1.5 million in personnel costs, including stock-based compensation expense, and $0.4 million in outsourced services and consulting fees. In-process research and development expenses Â We recorded no in-process research and development expenses for each of the three months ended September 30, 2024 and 2023. General and administrative expenses Â General and administrative expenses were $9.6 million for the three months ended September 30, 2024 compared to $9.4 million for the three months ended September 30, 2023. The increase of $0.2 million was primarily driven by an increase of $0.5 million in stock-based compensation expense, partially offset by a decrease in personnel costs of $0.2 million. Other income (expense), net Â Other income (expense), net was $6.0 million for the three months ended September 30, 2024 compared to $4.3 million for the three months ended September 30, 2023. The increase of $1.7 million was primarily related to an increase in interest earned on our cash, cash equivalents and marketable securities during the three months ended September 30, 2024. Comparison of the nine months ended September 30, 2024 and 2023 Â The following table summarizes our results of operations for the nine months ended September 30, 2024 and 2023 (in thousands): Â Â Nine Months Ended September 30, Â Â Â Â Â Â 2024 Â Â 2023 Â Â Change Â Operating expenses: Â Â Â Â Â Â Â Â Â Research and development Â $ 89,237 Â Â $ 79,016 Â Â $ 10,221 Â In-process research and development Â Â 22,500 Â Â Â â€” Â Â Â 22,500 Â General and administrative Â Â 32,138 Â Â Â 28,637 Â Â Â 3,501 Â Total operating expenses Â Â 143,875 Â Â Â 107,653 Â Â Â 36,222 Â Loss from operations Â Â (143,875) Â Â (107,653) Â Â (36,222) Total other income (expense), net Â Â 14,457 Â Â Â 12,312 Â Â Â 2,145 Â Net loss Â $ (129,418) Â $ (95,341) Â $ (34,077) Research and development expenses Â Research and development expenses were $89.2 million for the nine months ended September 30, 2024 compared to $79.0 million for the nine months ended September 30, 2023. The increase of $10.2 million was primarily driven by an increase of $8.1 million in expenses incurred in connection with clinical trials, preclinical studies and discovery activities and an impairment charge of $3.0 million on operating lease assets, leasehold improvements, and furniture related to the sublease of the first floor of our San Diego facility during the nine months ended September 30, 2024, partially offset by a $0.7 million decrease in outsourced services and consulting fees. In-process research and development expenses Â In-process research and development expenses were $22.5 million for the nine months ended September 30, 2024 compared to $0 for the nine months ended September 30, 2023. The increase was driven by upfront payments of $22.5 million in connection with our license agreements with Joyo and Medshine during the nine months ended September 30, 2024. Â 33 Â General and administrative expenses Â General and administrative expenses were $32.1 million for the nine months ended September 30, 2024 compared to $28.6 million for the nine months ended September 30, 2023. The increase of $3.5 million was primarily driven by an impairment charge of $1.7 million on operating lease assets, leasehold improvements, and furniture related to the sublease of the first floor of our San Diego facility during the nine months ended September 30, 2024, and increases of $1.4 million in legal fees and $1.1 million in stock-based compensation expense, partially offset by a decrease of $0.7 million in insurance costs. Other income (expense), net Â Other income (expense), net was $14.5 million for the nine months ended September 30, 2024 compared to $12.3 million for the nine months ended September 30, 2023. The increase of $2.1 million was primarily related to an increase in interest earned on our cash, cash equivalents and marketable securities of $2.3 million, partially offset by a $0.4 million impairment charge on our investment in equity securities during the nine months ended September 30, 2024. Liquidity and capital resources Â Sources of liquidity Â In July 2021, we completed our IPO and issued 21,562,500 shares of our common stock, including the exercise in full by the underwriters of their option to purchase 2,812,500 shares of our common stock, at a price to the public of $16.00 per share. Our aggregate net proceeds from the offering were $317.0 million, net of underwriting discounts and commissions of $24.2 million and offering costs of $3.8 million. Prior to the IPO, we received aggregate gross proceeds of $320.4 million from the sale of shares of our convertible preferred stock. Â In August 2022, we entered into the Sale Agreement with the Agent, pursuant to which we may offer and sell shares of our common stock having an aggregate offering price of up to $200 million from time to time, in ATM Offerings through the Agent. Sales of the shares of common stock, if any, will be made at prevailing market prices at the time of sale, or as otherwise agreed with the Agent. Pursuant to the Sale Agreement, the Agent will receive a commission from us of up to 3.0% of the gross proceeds of any shares of common stock sold under the Sale Agreement. During the three months ended September 30, 2024, we sold 9,231,114 shares of common stock under the Sale Agreement at a weighted-average price of $2.37 per share. Proceeds from the ATM Offering during the three months ended September 30, 2024 were $21.0 million, net of commissions and expenses of $0.8 million. Â In December 2022, we completed the 2022 Offering and issued 15,384,616 shares of our common stock at a price to the public of $6.50 per share. Proceeds from the 2022 Offering were $94.9 million, net of underwriting discounts and commissions and offering costs of $5.1 million. In March 2024, in connection with the 2024 Private Placement, we entered into a stock purchase agreement with the purchasers named therein for the private placement of 21,844,660 shares of our common stock at a price of $2.06 per share, which closed on April 2, 2024. Proceeds from the 2024 Private Placement were $43.6 million, net of placement agent fees and expenses of approximately $1.4 million. Â In May 2024, we completed the 2024 Offering and issued 99,459,458 shares of our common stock, including the exercise in full by the underwriters of their option to purchase 12,972,972 shares of our common stock, at a price to the public of $1.85 per share. Proceeds from the 2024 Offering were $174.4 million, net of underwriting discounts and commissions and offering costs of $9.6 million. Â 34 Â Future capital requirements Â As of September 30, 2024, we had cash, cash equivalents and marketable securities of $463.3 million. Based upon our current operating plans, we believe that our cash, cash equivalents and marketable securities will be sufficient to fund our operations into the first half of 2027. However, our forecast of the period of time through which our financial resources will be adequate to support our operations is a forward-looking statement that involves risks and uncertainties, and actual results could vary materially. We have based this estimate on assumptions that may prove to be wrong, and we could deplete our capital resources sooner than we expect. Additionally, the process of conducting preclinical studies and testing product candidates in clinical trials is costly, and the timing of progress and expenses in these studies and trials is uncertain. Â Our future capital requirements are difficult to forecast and will depend on many factors, including but not limited to: Â â€¢ the type, number, scope, progress, expansions, results, costs and timing of discovery, preclinical studies and clinical trials of our product candidates that we are pursuing or may choose to pursue in the future, including the costs of any third-party products used in our combination clinical trials that are not covered by such third party or other sources; Â â€¢ the costs and timing of manufacturing for our product candidates with CMOs, including commercial manufacturing, if any product candidate is approved; Â â€¢ the costs, timing and outcome of regulatory review of our product candidates; Â â€¢ the costs of obtaining, maintaining and enforcing our patents and other intellectual property rights; Â â€¢ our efforts to enhance operational systems and hire additional personnel to satisfy our obligations as a public company, including enhanced internal controls over financial reporting; Â â€¢ the costs associated with hiring additional personnel, consultants, and CROs as our preclinical and clinical activities increase; Â â€¢ the timing and amount of the milestone or other payments we must make to the licensors and other third parties from whom we have in-licensed or acquired our product candidates or technologies; Â â€¢ the costs and timing of establishing or securing sales and marketing capabilities if any product candidate is approved; Â â€¢ our ability to achieve sufficient market acceptance, coverage and adequate reimbursement from third-party payors and adequate market share and revenue for any approved products; Â â€¢ patientsâ€™ willingness to pay out-of-pocket for any approved products in the absence of coverage and/or adequate reimbursement from third-party payors; Â â€¢ the terms and timing of establishing and maintaining collaborations, licenses and other similar arrangements; Â â€¢ any delays and cost increases that result from geopolitical and economic events; and Â â€¢ costs associated with any products or technologies that we may in-license or acquire. Â Â 35 Â We have no other committed sources of capital. Until we can generate a sufficient amount of product revenue to finance our cash requirements, if ever, we expect to finance our future cash needs primarily through equity offerings (including through the Sale Agreement), debt financings or other capital sources, including potential collaborations, licenses and other similar arrangements. However, we may be unable to raise additional funds or enter into such other arrangements when needed on favorable terms or at all. To the extent that we raise additional capital through the sale of equity or convertible debt securities, the ownership interest of our stockholders will be or could be diluted, and the terms of these securities may include liquidation or other preferences that adversely affect the rights of our common stockholders. Debt financing, if available, may involve agreements that include covenants limiting or restricting our ability to take specific actions, such as incurring additional debt, making capital expenditures or declaring dividends. If we raise additional funds through collaborations, licensing, or other similar arrangements with third parties, we may have to relinquish valuable rights to our technologies, future revenue streams, research programs or product candidates or grant licenses on terms that may not be favorable to us. If we are unable to raise additional funds through equity or debt financings when needed, we may be required to delay, limit, reduce or terminate our research and development programs or other operations, or grant rights to develop and market product candidates to third parties that we would otherwise prefer to develop and market ourselves. Cash flows Â The following table shows a summary of our cash flows for the periods presented (in thousands): Â Â Â Nine Months Ended September 30, Â Â Â 2024 Â Â 2023 Â Net cash (used in) provided by: Â Â Â Â Â Â Â Â Operating activities Â $ (84,853) Â $ (76,429) Â Â Â Investing activities Â Â (179,233) Â Â (95,765) Â Â Â Financing activities Â Â 239,896 Â Â Â 839 Â Net decrease in cash, cash equivalents and restricted cash Â $ (24,190) Â $ (171,355) Operating activities Â Cash used in operating activities was $84.9 million during the nine months ended September 30, 2024, primarily resulting from a net loss of $129.4 million and accretion on marketable securities of $7.2 million, partially reduced by in-process research and development expenses of $22.5 million in connection with our license agreements with Joyo and Medshine, which are reflected in investing activities, stock-based compensation expense of $20.7 million, an impairment charge of $4.7 million on operating lease assets, leasehold improvements and furniture, depreciation and amortization expense of $3.0 million, and changes in operating assets and liabilities of $0.6 million. Net cash provided by changes in operating assets and liabilities consisted primarily of an increase in accounts payable, accrued expenses and other current and long-term liabilities of $3.6 million, partially offset by an increase in prepaid expenses and other current and long-term assets of $2.6 million. Â Cash used in operating activities was $76.4 million during the nine months ended September 30, 2023, primarily resulting from a net loss of $95.3 million and accretion on marketable securities of $4.8 million, partially reduced by stock-based compensation expense of $20.1 million, depreciation and amortization expense of $2.8 million, and changes in operating assets and liabilities of $0.8 million. Net cash provided by changes in operating assets and liabilities consisted primarily of an increase in operating lease assets and liabilities, net of $3.3 million primarily due to the receipt of $2.3 million in reimbursement from our landlord for tenant improvements, and an increase in accounts payable of $0.8 million, partially offset by a decrease in accrued expenses and other current and long-term liabilities of $3.3 million. Investing activities Â Net cash used in investing activities was $179.2 million during the nine months ended September 30, 2024 as compared to $95.8 million during the nine months ended September 30, 2023. The increase in cash used in investing activities of $83.5 million was primarily the result of increases in purchases of marketable securities of $82.8 million and in-process research and development of $2.5 million, partially offset by a decrease in purchases of property and equipment of $1.6 million. Â 36 Â Financing activities Â Net cash provided by financing activities was $239.9 million during the nine months ended September 30, 2024 as compared to $0.8 million during the nine months ended September 30, 2023. During the nine months ended September 30, 2024, we received $174.4 million of net proceeds for the issuance of common stock from the 2024 Offering, $43.6 million in net proceeds for the issuance of common stock from the 2024 Private Placement, $21.0 million in net proceeds for the issuance of common stock from the ATM offering, $0.4 million from the issuance of common stock under our Employee Stock Purchase Plan (ESPP) and $0.4 million from the exercise of stock options. During the nine months ended September 30, 2023, we received $0.5 million from the issuance of common stock under our ESPP and $0.3 million from the exercise of stock options. Contractual obligations and commitments Â As of September 30, 2024, there have been no material changes outside the ordinary course of our business to the contractual obligations we reported in â€œManagementâ€™s discussion and analysis of financial condition and results of operations â€” Cash requirements due to contractual obligations and other commitments,â€ included in our Annual Report on Form 10-K for the year ended December 31, 2023 filed with the SEC on March 27, 2024. Critical accounting policies and estimates Â This management discussion and analysis of financial condition and results of operations is based

on our condensed consolidated financial statements, which have been prepared in accordance with US GAAP. The preparation of these condensed consolidated financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenue and expenses. On an ongoing basis, we evaluate these estimates and judgments. We base our estimates on historical experience and on various assumptions that we believe to be reasonable under the circumstances. These estimates and assumptions form the basis for making judgments about the carrying values of assets and liabilities and the recording of revenue and expenses that are not readily apparent from other sources. Actual results may differ materially from these estimates. As of September 30, 2024, there have been no material changes to our critical accounting policies and estimates from those disclosed in â€œManagementâ€™s discussion and analysis of financial condition and results of operations â€“ Critical accounting policies and estimates,â€ included in our Annual Report on Form 10-K for the year ended December 31, 2023 filed with the SEC on March 27, 2024. Recently issued and adopted accounting pronouncements Â See Note 2 to our condensed consolidated financial statements included elsewhere in this Quarterly Report on Form 10-Q for recently issued and adopted accounting pronouncements. Emerging growth company and smaller reporting company status Â As an emerging growth company under the Jumpstart Our Business Startups Act of 2012 (the JOBS Act), we can take advantage of an extended transition period for complying with new or revised accounting standards. This allows an emerging growth company to delay the adoption of certain accounting standards until those standards would otherwise apply to private companies. We have elected to avail ourselves of this exemption from new or revised accounting standards and, therefore, our condensed consolidated financial statements may not be comparable to companies that comply with new or revised accounting pronouncements as of public company effective dates. We also intend to rely on other exemptions provided by the JOBS Act, including without limitation, not being required to comply with the auditor attestation requirements of Section 404(b) of the Sarbanes-Oxley Act of 2002 (Sarbanes-Oxley). Â We will remain an emerging growth company until the earliest of (i) the last day of the fiscal year following the fifth anniversary of the consummation of our IPO; (ii) the last day of the fiscal year in which we have total annual gross revenue of at least $1.235 billion; (iii) the last day of the fiscal year in which we are deemed to be a â€œlarge accelerated filerâ€ as defined in Rule 12b-2 under the Exchange Act, which would occur if the market value of our common stock held by non-affiliates exceeded $700.0 million as of the last business day of the second fiscal quarter of such year; or (iv) the date on which we have issued more than $1.0 billion in nonconvertible debt securities during the prior three-year period. Â Â 37 Â We are also a smaller reporting company as defined in the Exchange Act. We may continue to be a smaller reporting company even after we are no longer an emerging growth company. We may take advantage of certain of the scaled disclosures available to smaller reporting companies and will be able to take advantage of these scaled disclosures for so long as our voting and non-voting common stock held by non-affiliates is less than $250.0 million measured on the last business day of our second fiscal quarter, or our annual revenue is less than $100.0 million during the most recently completed fiscal year and our voting and non-voting common stock held by non-affiliates is less than $700.0 million measured on the last business day of our second fiscal quarter. Item 3. Quantitative and Qualitative Disclosures About Market Risk. Â As of September 30, 2024, there have been no material changes surrounding our market risk, including interest rate risk, foreign currency exchange risk, and inflation risk, from the discussion provided in â€œManagementâ€™s Discussion and Analysis of Financial Condition and Results of Operations â€“ Quantitative and Qualitative Disclosures About Market Riskâ€ in our Annual Report on Form 10-K for the year ended December 31, 2023 filed with the SEC on March 27, 2024. Item 4. Controls and Procedures. Â Evaluation of Disclosure Controls and Procedures Â We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in our periodic and current reports that we file with the SEC is recorded, processed, summarized and reported within the time periods specified in the SECâ€™s rules and forms, and that such information is accumulated and communicated to our management, including our principal executive officer and principal financial officer, as appropriate, to allow timely decisions regarding required disclosure. In designing and evaluating the disclosure controls and procedures, management recognized that any controls and procedures, no matter how well designed and operated, can provide only reasonable and not absolute assurance of achieving the desired control objectives. In reaching a reasonable level of assurance, management necessarily was required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures. In addition, the design of any system of controls also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions; over time, controls may become inadequate because of changes in conditions, or the degree of compliance with policies or procedures may deteriorate. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected. Â Our management, with the participation of our principal executive officer and our principal financial officer, evaluated, as of the end of the period covered by this Quarterly Report on Form 10-Q, the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act). Based on that evaluation, our principal executive officer and principal financial officer have concluded that, as of September 30, 2024, our disclosure controls and procedures were effective at the reasonable assurance level. Changes in Internal Control Over Financial Reporting Â There have been no changes in our internal control over financial reporting during the quarter ended September 30, 2024 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting. Â 38 Â PART IIâ€”OTHER INFORMATION Item 1. Legal Proceedings. Â We are not currently a party to any material proceedings. From time to time, we may become involved in legal proceedings or be subject to claims arising in the ordinary course of our business. Regardless of outcome, such proceedings or claims can have an adverse impact on us because of defense and settlement costs, diversion of resources and other factors, and there can be no assurances that favorable outcomes will be obtained. Item 1A. Risk Factors. Â There have been no material changes to the risk factors set forth in Part I, Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2023 filed with the SEC on March 27, 2024. Item 2. Unregistered Sales of Equity Securities and Use of Proceeds. Â None. Item 3. Defaults Upon Senior Securities. Â Not applicable. Item 4. Mine Safety Disclosures. Â Not applicable. Item 5. Other Information. During the three months ended September 30, 2024, none of our officers (as defined in Rule 16aâ€“1(f)) or directors adopted, materially modified or terminated any Rule 10b5-1 trading arrangement or non-Rule 10b5-1 trading arrangement, as each such term is defined in Item 408 of Regulation S-K. Â 39 Â Item 6. Exhibits. Â ExhibitNumber Â Exhibit Description Â Incorporated by Reference Filed Herewith Form Date Number 3.1 Amended and Restated Certificate of Incorporation of Erasca, Inc. 8-K 7/20/2021 3.1 3.2 Amended and Restated Bylaws of Erasca, Inc. 8-K 7/20/2021 3.2 4.1 Specimen stock certificate evidencing the shares of common stock S-1 6/25/2021 4.1 4.2 Amended and Restated Stockholders Agreement, dated April 15, 2020, by and among the Registrant and certain of its stockholders S-1 6/25/2021 4.2 31.1 Certification of Chief Executive Officer of Erasca, Inc., as required by Rule 13a-14(a) or Rule 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 X 31.2 Certification of Chief Financial Officer of Erasca, Inc., as required by Rule 13a-14(a) or Rule 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 X 32.1* Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 X 32.2* Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 X 101.INS Inline XBRL Instance Document â€“ the instance document does not appear in the Interactive Data File because XBRL tags are embedded within the Inline XBRL document. X 101.SCH Inline XBRL Taxonomy Extension Schema Document X 104 Cover Page Interactive Data File (embedded within the Inline XBRL document) X Â Â * This certification is deemed not filed for purpose of section 18 of the Exchange Act or otherwise subject to the liability of that section, nor shall it be deemed incorporated by reference into any filing under the Securities Act or the Exchange Act. Â 40 Â SIGNATURES Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized. Â Erasca, Inc. Date: November 12, 2024 By: /s/ Jonathan E. Lim, M.D. Jonathan E. Lim, M.D. Chairman, Chief Executive Officer and Co-Founder Â Â (Principal Executive Officer) Â Â Â Â Date: November 12, 2024 By: /s/ David M. Chacko, M.D. David M. Chacko, M.D. Chief Financial Officer and Chief Business Officer Â Â Â Â (Principal Financial and Accounting Officer) Â Â 41 EX-31.1 2 eras-ex31_1.htm EX-31.1 EX-31.1 Â Exhibit 31.1 CERTIFICATION I, Jonathan E. Lim, M.D., certify that: 1.I have reviewed this Quarterly Report on Form 10-Q of Erasca, Inc.; 2.Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report; 3.Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report; 4.The registrantâ€™s other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have: (a)Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared; (b)Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles; (c)Evaluated the effectiveness of the registrantâ€™s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and (d)Disclosed in this report any change in the registrantâ€™s internal control over financial reporting that occurred during the registrantâ€™s most recent fiscal quarter (the registrantâ€™s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrantâ€™s internal control over financial reporting; and 5.The registrantâ€™s other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrantâ€™s auditors and the audit committee of the registrantâ€™s board of directors (or persons performing the equivalent functions): (a)All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrantâ€™s ability to record, process, summarize and report financial information; and (b)Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrantâ€™s internal control over financial reporting. Â Date: November 12, 2024 By: /s/ Jonathan E. Lim, M.D. Â Â Jonathan E. Lim, M.D. Â Â Chairman, Chief Executive Officer and Co-Founder(Principal Executive Officer) Â Â Â EX-31.2 3 eras-ex31_2.htm EX-31.2 EX-31.2 Â Exhibit 31.2 CERTIFICATION I, David M. Chacko, M.D., certify that: 1.I have reviewed this Quarterly Report on Form 10-Q of Erasca, Inc.; 2.Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report; 3.Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report; 4.The registrantâ€™s other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have: (a)Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared; (b)Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles; (c)Evaluated the effectiveness of the registrantâ€™s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and (d)Disclosed in this report any change in the registrantâ€™s internal control over financial reporting that occurred during the registrantâ€™s most recent fiscal quarter (the registrantâ€™s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrantâ€™s internal control over financial reporting; and 5.The registrantâ€™s other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrantâ€™s auditors and the audit committee of the registrantâ€™s board of directors (or persons performing the equivalent functions): (a)All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrantâ€™s ability to record, process, summarize and report financial information; and (b)Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrantâ€™s internal control over financial reporting. Â Date: November 12, 2024 By: /s/ David M. Chacko, M.D. Â Â David M. Chacko, M.D. Â Â Chief Financial Officer and Chief Business Officer(Principal Financial and Accounting Officer) Â Â Â EX-32.1 4 eras-ex32_1.htm EX-32.1 EX-32.1 Â Exhibit 32.1 CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002 In connection with the Quarterly Report on Form 10-Q of Erasca, Inc. (the â€œCompanyâ€) for the period ended September 30, 2024 as filed with the Securities and Exchange Commission on the date hereof (the â€œReportâ€), I certify, pursuant to 18 U.S.C. Â§ 1350, as adopted pursuant to Â§ 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge: (1)The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and (2)The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company. Â Date: November 12, 2024 By: /s/ Jonathan E. Lim, M.D. Â Â Jonathan E. Lim, M.D. Â Â Chairman, Chief Executive Officer and Co-Founder(Principal Executive Officer) Â Â EX-32.2 5 eras-ex32_2.htm EX-32.2 EX-32.2 Â Exhibit 32.2 CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002 In connection with the Quarterly Report on Form 10-Q of Erasca, Inc. (the â€œCompanyâ€) for the period ended September 30, 2024 as filed with the Securities and Exchange Commission on the date hereof (the â€œReportâ€), I certify, pursuant to 18 U.S.C. Â§ 1350, as adopted pursuant to Â§ 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge: (1)The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and (2)The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company. Â Date: November 12, 2024 By: /s/ David M. Chacko, M.D. Â Â David M. Chacko, M.D. Â Â Chief Financial Officer and Chief Business Officer(Principal Financial and Accounting Officer) Â Â Â GRAPHIC 6 img199616404_0.jpg

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[63:W\2GHP]"*]-T76K?6;3S(_ MEE7B2,GE3_A7DXJYI]]/IMXES;MAU/([,.X/M6=2FI+S$U<]>HJIINHPZI9) M&:S_R4B?\ [""_^A"OHJW>7=^8S_6L56*,&4D$'((KO/B M5I31WL&IHI,W>%M?
BU[2DDW M#[5& LR=P?7Z&MRO -.U*[TJ\2ZLYFCE7TZ$>A'<5Z-I/Q)LID5-3A:"3O)& M-R'\.H_6L)T6G>)]!@@K:G1;=Y'D MX_-Z<(.%!WD^O1%4G)R:Z#P3$TOBZPP/NLS'\%-
<_7H/PTTEC/<:I(N$4>5& M3W)ZG\L?G6]1VVBSP_W:GI->>>*? +RRO>Z.H.XY>VZ<^J_X5Z' M17'&3B[H^QQ6%%IXF')47_
M1\9'3D5XA773GSJY\AF$J!=[JYVOPTFUIHZ4 4;BZN2!%[=:+BU=:>1&GJ=N"MB(:ARH@[RSVMFHZ^(>SK*#M:B#GRA]$4B9QYGF%M9.
#TH/*F[=&_FFSQ^GQQ22MMC1G;T49-KU+X9*O]BW3;1N_&<<_=$'_O<=3%:CJ7<>LQ_M"9=BD$KG!]V_L5B<6"[5:)]:!!)%B3Z.2I<G3C/L%?&#[M\X&SJ,\E4!ZYOI$HN9_4DK@F7%11%\O#1^$XH99M!:S2Q,-48@/E2BTTAF
[L*\M^+?BG[X]J4:0'Q?3@F;K^X#3!MG,XKA/R['5Y%0]FLD"*G(,=#SU-+D:^U+]7@Y[>NK@:8N]%JE"O1N]"*0F4!+Q2Z^YK&)^%Q*R]L<%FGJW[T?
44X4^WMY;JYCDK!=$*YB6IMVU0 7;I,>YDI7O'K7[1D(&\-M+H-IZ'7BT\ODZDS-EZJN(W'&M(JI=^/EQJQ4TKUSA&L5P/4\P4?4\8Q\AUV5.'O.4U0,Y:!
>*>*8*>* -_P +ZO@]R^4WR+A3'C(AQBA*QXP^+IR5B!OMSM,\X_)!4SKL3:R_Z?K!2=?-;K2^5C0?Z5]Z^(9/6)[_9I+E@Q4]UVUZ6]K0SWNI:X5F3Q3!3Q2

%%%% !1110 4444 %%%% !1110 4444 %%%% !1 M110 4444 %%%% !1110 4444 %%%% !5M6** , MS5?#^G:RZ/>PL[HNU65RI _ XI-9T6/5]*%@9FAC4J05&>G05J452DU;78EQ
MB[Z;F/INBMI.@2:?;S"24J^V1AM&XYQGK[5F^$?#^H:+/=&]E5D956,(Y9>I MSP>G:NJHI\[LUW%[-73[''V][XB/C$V[I.FFM,P!:$;-@!QAL=\>O>I_$OBV
M70=2AM8[9)PT6]LL01DD#^5=344UK;W&/.@BDQTWH#_.GSQ;3:%R22:3*>JZ MS;Z+8QW5XDFUW";8P"02">^/0TQ)]*US2EO988I;0!F#7$8^7'!//3I4^IZ3 M9:Q;K#>Q&1%;II+EMYC?-=]A/
ML^EZKI#Z?;31O:% F+>0':.W3ITI-$T*VT&WEAMGD=9'WDR$$],8X JKX:\. M?\(\ERIN!.9F4[MFW &>V3ZFLW1=.\0P>)I)[Z2863&23;Y^Y"3T&,\=?3M5 M6W2>A-
WHW'7\AWA_PI>:5KTE_#CO1K?B;4M/\31Z?:PQ-"YC0>8AY9O0@CU%;.N^(+;0$@> MXCDD$S$ 1XR .IY^HJKRNFU>Y%H)-)VLRIXG\3'P^]JJ6ZSF;<64MM(QW_'
M]*T6U>"WT2/5+M3#$T:.R_>*[L8'OUI&N--U#2$O[N*,VC)OSII[UVT_0LZ=J=IJML;BRF\V(-M)VD8 M/IR/<5:5@RAE((/0BLRQT9-*T:6PL9&R0Y1Y.3N/0G ^E9/A/PU>:%=73W4L
M;JZA8_+8D=27?&'+1D9&21C!^GK3]G*]D)58VNSH:*KW-];64* M2WIQ70^)#Y=O;0KPN2] '0W_[[PW!(W+*$.?TJ73[^>;1[F=RN^(-MP/1HK[@2K 8I+
[58[>]EB>PA1ID9D[;.OZ"@"M90&UU^.%CDI(1GUXK3U/4O[-N"EO$AED^>1F_(?RK M/@G:Y\11RO$8F9AE#V^6F:\2=5D]E7^5 %2]NWO;EIG !(P.@JO110 4444 M %%%%
!5O3[U[&Z609*'AU]152B@#OD=9$5T(*L,@CN*;-/#;J&FECC4G&78 M ?K7&V.HZM'JMA;V^^6RW$2HJ [0>,D]0!G/X5<\3>$Y=>U&WN8KB.$+'LD+ M D]=_[U\E^IZA\,79M'O8BAV"<$-
C@DJ,C\,#\ZY; MQ1X9N=#B2>::-TEF94"DDXZ@G/>MSX;ZQ%"&TEHSYDTC2*^>.%''Z&H/B5<7 MIOX;:0#[(H$D1"]R,')_ U*YE4:[G=/E>5)]E^IP=>L^$[^UTOP-!>79(CC= MQN"[B,MBO)J]<\
(V,.I>!([.X!,4K.&P<'[^?Z55:UEV?45B^%?%%WKM_W:"RC*(S;FRQ;)]>:N*JHH5%"J.@ P*YKQ5TD?5*,G9MG(#3/$ \9?: M_,E?3TFW+OG^7:1R N>V3V[5>\0>$XM?OH;E[DP^7'L8*F2PSD/%G_
"*N MH?\ 7/\ J*\.K:A?E/FL\Y57C==/U9Z#*9!*VJE0PP(A\RX_O5N_$5@GA&5 MB"0)4Z#)ZUB_"W[^J?2+_P!FK<^(?_(IR?\ 75/YU$OXIVX>W]E/TE^;/&/M M2?W)?^_9KUCX7R"30;I@&
^T8^88_A%>75ZG\,O^0)=?]=__ &45I6^$\S)W M'ZTK+HSMZ***Y#Z**** .>\6^$[/Q7IOD38CNH\F"<#E#Z'U![BOG[5M(O=
M#U&2QOX3%,A_!AV93W!KZBK(\0^&].\2V!MK^+++DQ3+P\9]0?Z=#6M.KRZ/ M8J,K'S2*45T7B?P7JGA>8FX3SK,MA+J,?*?0'^Z?8_AFN=%=B::NC1#A3Q3! M3Q5#%%.%-%.%
#Q3A313A30#A3Q3!3Q3&/%/%,%/%(0\4\4P4\4 /%2"HQ4@ MH D%/%,%/%(0\4\4P4\4ACQ3Q3!3Q0(D%/%,%7+#3[K4K@06L32.>N.@'J3V MI-V B16=@JJ68G &237H/AGPR+!5O;Q0;HC*(?^6?\
]?\ E5K0/#-OI"B: M7;->$JC%R?*B924 M4Y,O6WB"VN_$UUHL&'DM(!).X/"LQX7ZXY/U%:]>,?!>>6Y\0:S//(TDLD(= MW8Y+$MDDU[/5UZ:ISY49T*CJ0YF%%%%9&P4444 %%%% !1110 4444
%%%% M!1110 $]1FJ6HZ18:LJ+?6RS!,[2201GK@CZ5=HIIM:H32>C,S4=&BOM#.E M1R-!#M5 5&HY.._YT?\)9=GQ>VD1VT3P><(PW(88'S' MT/?M774QHHVD61D4NOW6(Y'T-
5SIMMHGV;22BS,U7Q%I^C7,,%Z[J95+ JNX M >^.:DN=,TK4C%=W-M#(QVLDC#:Q[CG@_@:AU?PSIVMS+-=K()57:'1R.,YQ MCIW/:H_%&BW.MZ7':6LL46V0.0^0#@$
G^$#I^FDO=)%L1D;82Q/S$$GCJ34=K:WNA>#FA M0--?1Q.0(P7.\DXP.^,C\JC\(ZGJNIV]RVI*H\IPBGR]C$XRB9 M/N\VJU:'>%/[7CT^X;69)=ROA!-C(4#DY[CG]*B\/>+3KNH26GV,Q[%+B0/D
M;00!D8Z\BK.F>*['5=2DL(HYA*I8 E058#OG-:4$&G6U[(+>.VBNG4;Q&%5B M/<"B6[YEJ..RY7H-;6-.2_:Q>\B2Z4@>6QPO45>KG'\(V[>(TU@W4K M,)?-:)U!!/;!XQ@X]>E5?%D7B%^VET@3"&-
,,8G'+$]U[C ':ERQ;23'SR2 M;:.MHK$U[7#X>TNWFD07,S,L9!.W=+QR>G'3T[U:TW5H#_1EU-XS-PE68^8>@ M&(KSPYK>DW-L=T;) M()82?
ED7*_KZ'M5P@YOE1%2:A'F9W=%9^C:S9Z[IR7ME)N1N&4_>1NZD>M:% M2TT[,M--704444@"BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH ** M** "BBB@ HHHH **** "BBB@ HHHH
**** "BBB@ HHHH **** "BBB@ HHH MH **** "BBB@ HHHH **** "BBB@ HHHH TM)_Y;?\!_K6E6;I/_ "V_X#_6 MM*LY;EK8****0PHHHH **** "BBB@ HHHH **** "BBB@#CM8F\[5)CGA3L' MX?\
U\U0I\S;YY&]6)_6F4 %%%% !1110 4444 %:.F:JUB3&Z[X&ZKW'TK. MHH WFMM$NCYB7!A)Y*YP/R-.CN-)TL%X"T\V.#U_7H*Y^B@">[NY+VX::4\G M@ = /2M+1KVVBMY[6Y;:LG<]#D8(K&HH
U<6-GJUL]O.7A'+,><'GVJ#5YX[MC47DB<,A P1]*HT4 :6B7,-K?-),X13&1D^N15>6Y,>J27,+?\M693ZC-5:* M .AFETO5E6264V\X&#GC_P"L:;#-IFD*SPRFXG(P,?YXK HH O6EV#JZ75PP M
+EF/I1J\\=QJ+R1.&0@8(^E4:* "BBB@ HHHH **** "BBB@":VU#^S)3=[M#((U8L@."PQ6[KFHWH\-+J&D_P"L<(XPF\[6]!Z\BN= 4D!QE3U'J*[R&&.W MA2&%%CC0855& !5)I$M-
Z7//M%M521+D7(&91M+#D@X[=H M_#6PM)=,FO7@C>X2X*I(1DJ-J]/S-.^*! TNQR0/WS=?]VI?A>BQ^';E44*O MVH\ ?[*U#\4D232K%74,/./!'^S65W[4]*27]E?+]3S'>O\ >7\Z]E\ G/A& MV(.?F?\
]"->+?9;?_GC'WS7M'@!53PA:JH 4,^ /\ >-76^$X,DY?K+MV? MYHZ>BBBN4^K"BBB@#&\6_P#(JZA_US_J*.KW'Q;_P BKJ'_ %S_J M'PGRN??QX^GZL]$$^O^GZL]@Q#^D7_LU;GQ#_
.13D_ZZI_.L/X6_?U3Z1?\ LU;G MQ#_Y%.3_ *ZI_.HE_%.W#_\ (J?I+\V>/UZG\,O^0)=?]=__ &45Y97J?PR_ MY EU_P!=_P#V45K6^ \O)O\ >UZ,[>BBBN,^Q"BBB@ HHHH 9-#%<0O#/&DD
M3C:R.N0P]"#7FOB3X303E[G091!(>3;2G*'_ '6ZCZ'/X5Z;151FX[#3:/F+ M4=)O]'NC;ZA:2V\HZ!QP??<'H1[BJHKZ?O+&TU"W:WO++:*XA;JDBAA^M<#K/P MET^Y+2Z3=/9N>?*DRZ?@@@>H_6NF-
=/XBU/N>/BG"NAU;P++++@TQ:'"G'"FBG"J0#A3Q3!3Q3&/%/%,%/%(0\4 M\4P4\4 /%2"HQ4@H D%/%,%/%(0\4\4P5HZ?HNI:FP%I9RR*?X\87_OH\4FT MMP*@J6*-Y9!'&C.['' 51DG*[33?
AXYP^HW04=XX>3_WT?\ "NQT_2+#2X]M MG;)&<8+XRQ^I/-8RKQ6VI+DCB=\#W5SMEU%C;Q=?+'+G^@KNK'3[73;<06D M*QIWQU)]2]6:*YIU)2W(;;"BBBH$%%%% !1110 4444 %%%%
!1110 4444 M %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 M4444 %%%% !1110!%<7$-I;2W%Q(L<,2EW=C@*HY)-?-'C3Q1-XK\02WAW+:
MQ_N[:,_PH._U/4_EVKNOB]XPWO\ \(W8R?*I#7C*>IZA/ZG\/0UY'7IX.CRK MG>[/*QM?F?LX[(]3^"/_ "&=5_Z]T_\ 0J]KKQ3X(_\ (9U7_KW3_P!"KVNN M7%%_Q6=>#_@H****YCJ"BBB@ HHHH ****
"BBB@ HHHH **** "BBB@ HHHH M **** "BBB@ HHHH S;'0-,TV]>[L[80RNA0X8XQD'H>G2L74/",][XHCU5K MN-H?-1VB*D$!<<#KGI[=:ZRBK4Y)WN0Z<6K6.4\7ZMK&F36K:%%(8@K-,XBW
MJ?0$XXZ'\ZUK_61HVBPWM^A:0A%=(AC+DGL(5,;(C-SC=G/\S6;X2T"ZT*&[%W*KEV&P(Q*@ M =<>^?TIZ6;3#6Z37J6/#F@?\([97*>8+B21]VY5VD@#@8_/\ZS?"U_X@N=5
MN(-45T@1"^)8MI!)X /<=?7I1X>\3ZCJNO3V4ULBPKO?)4JZ+G@'UZBMV77] M,M]3.G372QW/R_*P.#GH,],]/SJI16E9ZI'<:/%J4Z_98G0.1(P^4'IS_GK4\CM)]=O"3-JUV0>J
MK*57\A@50>]NI#E[F9CZM(36ZP;ZLYWCET1])T5\U?:9_P#GO)_WV:/M,_\ MSWD_[[-/ZG_>%]>_N_B?2M%?-?7-_7F?_GO)_WV:/M,_P#SWD_[[-/ZG_>%
4_[P?7O[OXGTK7EOQ;_P"/K2O] MR3^:UYIG]_K:CX:(]]FF/(\F-[LV.FXYJZ6&&Y)C:S9Z[IR7ME)N1N&4_>1NZD>M? M-1%S;'=;\%CHX(K261X3\/%9'0/JUHV[:PAWI<NMJU%7L>@F[-"2G0%N ?\%X*J
2N>PSTXY)]*KR>#/ M%9C,B^+;@SXSL\V0)GTSGI^%8JEHG)NYMJU%7L>@T5PG@@3Q)J5Y]J-[HFL- MYEU:@E9"!GY6VLI(Z\D8/UJAXN\3ZKHEOC1(K261X?(&VV!*L[!@..-
M2Y^0'B(J"F>E45P&&B:B:#XSAUFTO=1U=C;L^Z>'SRV!C.-I&WGIQTS3/$/B8/6-
M)JM>7#O\&!QFN%BGMHTAQ;M28HP8CZJ:ALZ]X\\V4Y75E%(]PA%=%,Y]VK'SDSI%5S$9
2IOAYK^H:YJ.JM>7#O&-K1QL*KRPO+?1=%4/J5QC+8!,8/0?!%#"GR=!%+,O7J"FD//6V=E@EX
\47M]>7.BZTH34[;.&P 9 .N0.,CVZBN-\7:;JUOXJT^ M*[U/SYIW!MY,?ZZD%^!^!JZ5*T[2:T5]Q!K@ZM%_(F@>RT5D^[#4]/LI(M5U'[=,TA9 M9,8N8![5JMP96\UGJ'(*GXZ3K3L4GYJN(&HQUN7Z[BR_C@(PKQL%WPM?F8^[[RDO[DA 2;^VXCD6TGMF;.+A?-MX_BCB7Z6?D%QQPTTV/Z84\!-IVOM1!
G=R0QS']XJGAOF YKO*J M4&DGW)C-2DX]]@KH@I]9U%?BJN8JS%DB2_B0:MX;CJFHF%W/FQ2F9-]1WFL<A+
MT)8!5/3.TC'ZGUIWAKQ)JVG^(SX;\0N93Q#/W)QD#/<$$=#USP?8=1'V4%8R MNF4XZW7T$$9 8.%P;C%HH_WL=OJL6OB=^)%Q6SJU:KH!J
(A(3F*7^CSP%97HT!E8)SN:PXIPO^>,[*I+ (U@EC:EKX:)7(T(<LPJ0^>5VVLQ;'SC4*71%:7-WUMW^Q+[?B7F^0\Y!LX%E^F+^\2>KDX
X7QZJZK(%VJIWDQE7M_X0?UOKZ6FEU61>DQZ5%H$T
MT)8!5/3.TC'ZGUIWAKQ)JVG^(SX;\0N93Q#/W)QD#/<$$=#USP?8=1'V4%8R

(GEE;_9^45:/A/22,>2X]Q(:IXF!P^UB4OA=_P C M:W_7L_\ -:]EKS7PWI-KX>UO[?$\KH8VC*-@D9(Y!_"O1+:[ANX]\+AAW'QDO:J!EF/0C'H?7V'TK:A;VBN8XB_LW9F9KWP^TK2_#4U[:W$ZW5
MM&)/-9^'(]NV>V/:NE\":I*Q9 M^&9]32WM57JP^:0#D+_M$#H.!Q7L&EZ;;:1IL-A:*5AB7 R+9/#NFW+6UE;DB=U)&[;PQ. M.HSP!_D3S> KOP] VI:!JEP;R ;S$X&)0.HP/Y'-;^R2MS.S9A[9MOEC=
(C^ M%?\ Q]:]_OQ?SDKTBO-/A*YDDUMSC+&$G'_;2EUG5M6\5^*I?#ND7)M;. E9 MY5R"=O#$DE45YW/\+Q!$9].U>Y2^7E7?@$ M_4:OHU[*[S6\FX;V)/!VMU^BU6^)VI71O['3;*2572)[B01L0
M<8/7'H%8T_8OVG)<3KKV?M+'I=%8/@S43J?A.PG=BTBIY3DG)RIV_@ ?QKF MO#D\^N_$?5+_ ,Z0V=IE44,=I/W%XZ<@,:E4W[U^A3JKW;=3T.BO+/&.IZE8 M_$&#^SGW#%"[;MI5MK
$\D'((^E1 M^([R]\0>.5\,QW[6-F@&\H<&0[Q^OH!^-'L7S.-_,/;KD4K;Z6\STBBO.;_ M .&HL+.2\T74KT7T2EU!89T6+5M:\(26>M">TO&S%YN,.R\$ M-]>WX5+A&UU(J-
25^64;&7I.LW]]\3K^RGN&-K;1R+%$.%&"O..Y]S7>5XOI M7AK[9XYO](_M&YC\D.?M"GYVP1U_.NC^(BS:3X8TFVANILQ.(S)N(9\)C)Q6 MU2G&4XQ3,*=6482E);,]%HKRR#P9K'BR!==O=4%O/.-
\$6PMM3^'G(VC&.F? MSK<\:>(+G1+2QT32I';4+A502$[G"_=!R?XF/?V-9.DKJ,7=FJK/EBO.X/A_M5 ?"NUEB#W>JW'?'#^&;J[>YMG!";B<+\F]6 /3C@CW]JD^)6HW.FZUH\]O(X,8,FP,0
MK$,#@@=:KV#YU%/<7UADT5YZ?A[=ZY#]NUS5Y_M\HW;%4%(L_PX/I M[8KG]#OO$GVRX\(VUX5?S60SL23 JY#;3V!P/Z8S35%-/EEL)UY1:YH[['L5
M%>6Z]\/Y=%TR75[#5;A[JW'F2%OE+#/)!!R#W_"NS\%ZO-K7ABVNKD[IU)CD M;^\5/7ZD8J)4TH\T7=%PJMRY)*S-^BBBLC4**** "BBB@ HHHH **** -+2? M^6W_ '^M:59ND_\MO\ @/\
6M*LY;EK8****0PHHHH **** "BBB@ HHHH M**** "BBB@ HHHH **** "BBJ>J7W]FZ9/>>2\WE+G8@Y/\ ];U--*^@F[*X MS6-
6@T73WN[@,P!VJJCEF/0>U9MK<6GC'0BREH)E."5^]$_MZC^=1^'=6/BG M2KF+4+,;0=CD#Y'!]/Y";GJMC+ M?PW;K;@)-,75>6."6/TXYKD]/NQJ=\UG;PS><,_*ZXZ>OI^-;&B:AXBG\4W< M-
[!_HR_+(O1(O[I4]_KGVKJHK2W@EEEBA1))FW2,JX+'WH:4=&$9.6J.-EL M;J#_ %EO(H]=O'YU7KT"HY+>&7_60QO_ +R@UF:'!T5V;Z18/UME'T)'\J@; M0+!NB.OT?_&@#DZ*ZD^'+(]'F'T8?
X4G_"-V?_/2?_OH?X4 X8=1%&6Q]<4P(!3Q5^?P]K-I&9)]*O(XQU8PM@?4XJ@*2:>P#A3 MQ3!3Q0 X4\4P5PAPIXI]O:W%TQ6W@EF*C)$:%L?E5D:3J7_0/N_P#ORW^%)M 5
MA3A4DME=6PS/;31#U>,K_.HQ0 \4\4ZWMI[EB(())2.2(T+8_*K(TO4?^?"Z M_P"_+?X4KH"L*>*EDL;N!-\UK/&OJ\9 _6HA0 \4\4P4\4 .%.%-%.% $]O- M);SI-$Q61&#*1V-
>K:=>+J&GP72X_>+D@=CW'YUY**[7P/>$KI--KVZ5-4XJ*/"JU'4DY,****T,C6T33Q=3F:5,O%,NC&.QL=HN77IY%*>88J/M8-13V1+K/A75-%3S9XUD@_Y[1'*CZ]Q M6)7K?A77QXDTV>*[C0SQ?
+*H7Y74YPF+I&NW-HG^J5MT?^Z1D# M\.GX5-6FDE..S.C!8RI.I+#UU:SC\+U7H_P#+8K?%O_D? MKG_KC%%_Z#6K\$_\ D9=0_P"O/_V=:ROBW_R/US_UQB_]!K5^"?\ R,NH?]>?
M_LZUK+_=OD<,?]Z^96\0_P#)=8?^PE9_^TZ]ZKP7Q#_R76'_ +"5G_[3KWJN M7$_##T.S"_%/U"BBBN0ZPHHHH **** "BBB@ HHHH **** "BBB@ HHHH ** M** "BBB@ HHHH **** "BBB@
HHHH **** "BBB@ HHHH **** "BBB@#G=/ M\'V.G:V^HH[N.L<;\[&/4Y[^V:;IWC&TU#7)-.2)]I;;#*.0^.N1V^O\JZ2J M46EV5M?37\-JBW,JX=E')_ID_K6G.G?FU,^1JW)H2"TAM6N;BVM8_M$HW-
MP MID8#C)KFO"VJ:]>ZK>Q:A!B!&.XL-OE-V5?48_QSZFA>(=7O_$EU9W-D5@!) M*D8-N.V3WS_7(XKI[Q;A[.9;1TCN"I\MG&0&[9IOW?=?42M/WH]">BN5\'V. MN6?VK^TY"
(6<[8Y#N8OGE@>P/Z]?KU*LKJ&1@RD9!!R#42CRNURXRYE>UA:* M**DH**** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH *YNNDKFZ MN),@HHHJB0HHHI&8(C.QP%&2:
.8\9VMMJ=I:V4S$[)Q.R#N K#!_%OTK(1$C M1410J*,!0, "I[FX:ZN7F?JQS]!Z5%6J;M8^;Q-;VU1RZ!15W3M+N]4F$=M& M2,_,YX5?J:ZG5])MM+\)R11!7<.I:4CDG<,_3Z5+DD[!2PTZD)3V21Q-2V]S
M+:S"6)MK#\C[&HJ*HP3:=T=I8WB7UN)4X/1E]#5FN4T2Z,%^L9/R2_*1[]O\ M^]=76;5CZ+"5_;4[O?J%%%%(Z0HHHH **** "BBB@ HHHH **** "BBB@ HH MHH **** $9@B,QZ
9.*\J\%VV^&D6/@N%Z,,?Q#^7TKG+;Q!K'B_Q%H]M#-/;/&H6=H)"NX Y= M^.F0!QZUK7GC?7=>MS8Z)HMQ!-+\K39+%1[' "_4UDW/A'7O"$=IK5E+YT\8
MS.D2D^7['^\N.#_DUO!-1Y9VOT.:HTYF5YSX@T75O#OBAO$NB6 MYN(I26N(5!)!/WL@7]SS(MOTS)BH?ANNSQ1KB2_Z\9!_P"^ MSG]<5:^&&G7>G3ZU'=02Q_-$JLZ%0^"^2,]?
KU'K^B:MX>\4'Q'H-L;B*7) MGA0%CD>R!R0>N1T-7)ISG&^]B()JG"=MKGH]>9:"V?B]J?D\)^]#_IG_P > MJS+\1=2O(#!IOAZY^VM\OS9<(?H!S^.*T? GA6YT9;C4=2.=0NA@KG)1NW^![A:
ME^'&F3V.@37%W&Z7-U.SL)%(; X&0??SY^MK$J+]KR=+W.<\):N_A M_P /^);*9L36+%T_WS\G_H07\ZZ+X::;]B\+BY=<27DADR>NT<#^1/XUR'C/ MP_J)\8W*V-
M.T%_L8M&A*Y)&=Q''WES7K5E:QV-C!:1?ZN&-8U^@&**TERW7 MV@H1?/9_9T/.M>0/\7M+##(Q$?Q&37IE>=ZS974GQ6TZY2VF:!5CW2B,E1][MJ>E>B5G6>D?0UHK6?J>:>'?
^2MZO_NR_^A+6YXJ]\#0>(+H7UOJW$EM,L#++ME:,A3RO0]*;K^FZSX=\6MXCTJW:\MY1 M^^B4$E*4\3Z?([0^3=0$+,@.5YS@CV.#Q[5@3?$6^N86@T_P]=F] M88 8%@A]< 9/Z5I_#_PU'?
^2MZO_NR_P UJS\6?^0-8?\ 7P?_ $$UF:G_ &IX4\?W6KQ:;)=V M]R"5V@X8-C(R <$$5=\>&]UOPII%S'87 F>3?)"L;,T9VG(/&>M4E^\A++H9M M_NYPZW.
[TI%BT>QC085;>-0/8**\S\:PW=Q\2+*&"=8)G2(6\K=%.3@_]]9K MT_3U*Z;:JP((A0$'MP*Y?QUX5N-:2WU#32!J-K]T;MI=1]36-&2C4 MU-Z\'*GIT*7_ C7CC_H9H_S;XFJW_"#>
([C6;+4;_6+:XDMI$968MG"MNP M.*?;?$74;6$6VI^'[HWJC!V KO([X(X_6FZ+I&L^)/%2>(=9MVM+:'!A@8$$ M@?=7!YQGDD]?Y:^_&[E9?
<8VIR:4;O[S9\7>,7T*X@TZPMA1^78>&KZ6Z/R[3G8I]R!_A^%)1M!."3[E2E>;51M= MK'.Z987&F_%BTM;N^DO9UR7G?.23$3CDGIG%:'Q*4-XAT)3T)Q_X^M4;72M<
MT[Q_IVHZK;R2R7+B25X4++'NRNTD<#''X5K?$*RNKGQ!HCV]M-*B-\S1QE@O MSKUQTK2_[R+OT,[?NI*W7_(]$KS3PN ?BOK61T$V/^^UKTNO._#=E=1?$_6; MB2VF2!Q-MD:,A6RZXP>AKGI?
#+T.FLO>AZG6>*_^13U7_KU?^58OPQ_Y% ?] M?#_TK<\3QO-X7U..)&=VMG"JHR2<=A6/\.+:>U*B.XADAD\]SMD4J<<=C0O MX+]0?\=>AUU%%%8&X4444 %%%% !1110 4444 :6D_\
+;_@/]:TJS=)_P"6 MW_ ?ZUI5G+07MIMB0D[MNWRC_7WOA2\N?%<6IKJ#K#G>3GYX\?PKVP?\JM8****S M-0HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH ****
M"BBB@#R?]H/_)$*Q_["D?\ Z*EK>^#?_)*=%_[;_P#H^2L']H/_)$*Q_[" MD?\ Z*EK>^#?_)*=%_[;_P#H^2NA_P !>IFOC.ZHHHKG- HHHH **** "BJF MJ1WDNF7"Z=,L-[L)@=QE=XY 8?W2>#
[$XKF/!/Q"T_Q:)+*5/L.MVQ*W-A(? MF!4X)7^\,_B._J:46U="OT.RKYM_9_Y'V^_[!@;'K6*BWL6W8[JBBBI&%%%%% !1110 4444 %%%% !1110 M4444 %%%% !1110 4444 %%%% !1110!ROQ'OVL/
NHLAP\RK /HQ /Z9KYU MKW3XPL5\&1 ?Q7B _P#?+G^E>%UU45[II'844X4T4X5N4.%.%-%.% #A7M-M MK-UH'PAL=0LQ&9XT4#S%R.9,'C\:\6%>UV>B7/B'X1V.G6CQ)-(BD-*2%XDR M>@)
[>E95;:7[BD\$6O@^[&M>(-3ME: $Q(C': M#C&>0"QYX %3+V5M-Q/E.)\;:)%H/BBXM+<8MW EB7^ZK=OP.16';0275S%; MPKNEE<(B^I)P*U_%^NIXA\27%]$I6#B.
('KM'<_7D_C6W\+]'_M#Q+]MD7,- MBGF>V\\+_4_A6W,XPNRKV1Z/;7%EI-[IGA JC))8ONS_ !D4*S# MJ!W/Y9KTGQ3XK_X0]X=#T.TAB\N,,SLN0,],#N>.2?6O,-.OI=-U&VO8,>9!
M()%!Z'':O5;@>$_'\<4[W7V340FW:7"./8@\,/I^E55^).6P2WU.=L/BAK4- MRIO$@N(<_,H3:V/8C^M7?B%%H]DUE9>(=/14CNMHD"C ;A'THBH.2<&"M? M0J"GBF"GBMBCL/
_AB+6KB6]OA_H%N<$9P';K@GT Y/X5J:O\1'@D^R:#;PP MVT7RB1DZX_NKT _SQ5N'.F?"!Y(OEDF0[B.^^3:?_'3BO-16$4IR;?0E:O4[
M33_B/J\%PIO%BN8<_,NP(V/8C^HJ]XPTJQOM'@\2:6@1),><%&,@\9([$'@U MRUOX9UJY@CGATZ9XI%#(P P0>]37&A>(+>Q/VFTNDM806(8_*@[G&:?+%23B M[!9=#H_AE_R$;
[_KBO\ .FWOC[6+;4;F!$M2D4K(N8ST!(]:=\,O^0C??]<5 M_G7*:K_R&;[_ *^)/_0C4\JE4=Q6NSL;#XBRR3"+5+. P/PS0@\#W!)S5;QE MX>M[(1:IIP M)R-RI]U21D$>Q_SUKCA7HL!-
[\+&$OS&.-L$]MK\?H *)14& MG$&K;%3X_]2%3)73$]CU2BBBN M R*][>V^G6,]Y=2"."%"[N>P%?,OBSQ)<>*=>FU";*Q_<@B)_P!7&.@^O<^Y M-=]\9/$ES]JA\/1))%;A5GF8C E/\
('J!C_I7DM>I@Z/+'G>[/)QM;FER+9 M!1117:<(59L(_.U"!",@N,_2JU7M&Q_:T&?4_P C65=N-*379_D=6!@IXJG! M[.27XG8T445\6?2L(5HZ5K=]HLDCV,BH9 VY V]:[NV4RL ORC
P*IT5N^&_#-QKUUD[H[-#^\EQ^B^I_E32-[E+GQ3<[""(@L9(]0.?U./PK MN->UFT*:.EI:*@N-FV"$<[1_>/^>3^->3N[22,[L6=B2Q/4DUO6:C!4T>5E
MT9U\1/&25D]%_7R&T445S'MD-W'YUG-'C.Y"/TJQ\&_^1W?_ *\Y/_0EIIZ< M]*=\&_\ D=W_ .O.3_T):]C+6_8U5Z?J?&\3P2Q%"?5W7W6_S*WQ;_Y'ZY_Z MXQ?^@UJ_!/\
Y&74/^O/_P!G6LKXM_\ (_7/_7&+_P!!K5^"?_(RZA_UY_\ MLZUZLO\ =OD?)Q_WKYE;Q#_R76'_ +"5G_[3KWJO!?$/_)=8?^PE9_\ M.O> MJY<3\,/0[,+\4_4****Y#K"BBB@ HHHH ****
"BBB@ HHHH **** "BBB@ MHHHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "B MBB@".16"2-"J><5^4MT)[9QVKEO"Z^(QJM[_ &GG[/N.
[S/[_;9[8_"NMJM? MPW%Q83Q6L_D3NA"28SM-7&5DUW(E&[3[$&M6<^HZ1/;6ER8)7& P[_[)/8'I MQ6=X7TZZT+16&I72JN=_ELPVPCO\W^14/A#2M4TFVN/[1G B9B5A)W;3GEL]
ML^GXU-XJT6?7M-B6SN<,K!@A;Y) >Y^G4?C5;/DOH1NN>VO8Z'K16?I=M_96 MFVME<7GG2@;%9R 6[X'K@?H*T*S:-4[H****0PHHHH **** "BBB@ HHHH * M*** "BBB@ HHHH
**** "N;KI*YNKB3(****HD*IZJVS2[@_[./S.*N55U*, MRZ=.H&3L)_+FFC.M?VFN1KK7_P"2=1_[W_M0U$EL=V&G*2FF]HO]LX1T;; M)$HS6#XB_\)'-:W=O?80 @G*-
,:2W2];+21$J8[A>X(Z;AS M]0U?1=<_XU\-1>+=_ _23 ^E>/<4B??ZG(H8*<^4G3]7>A<(P0^L>17^]\V X<>E\\ZD^/^6R:[UA\!?R_QV6I_<I?4X[4">A]5^Z>U
@/U)KPKX4>$_^$K\:6ZSQ[K"RQ<7.1PP!^5/Q./P!KZQKGQ#44J<3 M2FFWS,****Y#4**** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH M **** "BBB@#A?BU 9O [N!_J;B-
S^J_^S5X+7T[XHT[^UO"^I6(7-BI'[SU%>1"O2[_6=-D^#]OIR7T#7JA,P!QO&),]/I45%>WJ)]#C;/Q1KM ME%='X,|2/X:UU)V)-I+B.X0?W?[WU'7|QWHG#K'<&NQA21/#*|4J%)$8JR
ML,$$<$&O7_#1LO!WP[74-3CD/VY@[I&/G8/PH&2/X>>O,;#P_JOB6RO[M+5K(0W4JI>A9@-N.K_B!CZX]:C^)?B&SU*6PT_3;B*:T@0NS1-E=QX _ #_Q MZE)|]D#U)?[=^'7_
$+U[^0_^.5U>G76B^,_"=]H^E0S010QA$CG RAZH1|Q MXR/7M7B0KJO &N)HGB6-KB41VMPIBE9C@+W!/X@?F:)TM+IZ@XE'0/#|NN:Y M_91F6VF ;)=X-;_ (HO;?2_
M&ZZSH=Y!,'(G_=,&"OT93CUZ_P# C73S:GX-|;PQ/J4O]GWZKM+,VPCVW$;2 M/KS]*ISDK2MH%WNO7*>)?ABFKW4* M)=1896 Z-OV-CV/I]/2J4?A#P5:?
OKGQ$DT8Y"+Z|Q3O|A4^7G(R#7%BGBK]FKW'8]1T)?| MA(/AA<:;%S<0ADV]RP;>OY|"O-"I5BK A@<$$<@UJ>'/$-SX=U#1 !)&XVR MQ$X#C^A]#79W!|%>*6-S)<_V?
=MRY)$9)]|_*?KUJ=:;>FC%LSFK/QKKEE:1 M6L%RBQ1*$0&)3@#|*[2#4[K5_AQ?W=XX>8I(I(4#@>PK.C|,^#;$^==:XEPH MY|L7"|_@O/Y57U[QE8MI;Z/HEHJ6K*4:0KM&/]E?
ZG|JAVDURH3UV)/AE_R$ M;[_KBO| .N4U7_D,WW_7Q)_Z$:Z+X?:A9Z??7CWES% K1*%,C8R#[MFZEN'UQ@|KEV N(|9)SQ|M-RY:C;"]F<"*]'O5.B?#:.UF&V>90NT]I-
,%/%:));%#Q3Q3!3Q0 X4X4T4X4 /%:>A1F77+)1VE5OR MY_I68*Z;P7;>;J[SD<0QD@^YX_EFHF[1J@G[CJD<0[&7@^E3V^I(^[1;Q5N1PO=FB@O1F@PQ[.Z?
CV]|5|YLK(Q5@58'!!&"#7U[7B/Q;|'_8+W_A(+&/%M<-BY51 MPDA_B^C?S^M=^#K6?LW!|CS|;0NO:1^9Y?1117I'EA5G3Y/*U"W7'?T7|?Y THQR+?A;PC M+K++=W>Z.Q!X[&7V'M[_
.1UVO>)+'PS:+8V,<;7*KA(5^[&/5O|.IJUXCO+ M_3].2VT:QEDF<;5:*/*Q*/TSZ"O-'|/Z[+(TDFFWCNQRS-&22?6NN7[I]"I2?NP:^1!1114FA#=2>3:329^ZA/Z58^# M?_([O_UYR?|
H2UC>(+D160@!^:4|_0?Y%;/P;_Y'=_^O.3_ -"6O=R^FXX6 MOF5O$/_ M "76'_L)6?|[3KWJO!?$/|R76'_L)6?_\ M.O>JY<3|,/0[,+|4_4****Y#K M"BBB@ HHHH **** "BBB@ HHHH ****
"BBB@ HHHH * M*** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH Q_$NF76JZ-+6;6ZH(3P|U!JE5(DJ5V6WXAH
YUL5RWBKPY?:U=VDEK M=%(U.'1VPJ=]X'KV_*M(NZY6[(SDJ:9]'[SDK/G2NR/6_"U[J7B3"^M[XQ1 DL23$1_ M='OU_.NL4_P[LD#FH5@D%B+=[AVD|O89@
&)QC=]>]&SV[_G0WS1U>PDN66BEBW.LHHHK,U"BBB@ HHHH **** "BBB@ H MHHH **** "BBB@ HHHH *YNNDKFZN),@HHHJB0HHHI&8(C.QP%&2:.8\9VMMJ=|9J%H;.|>+'R]4/J M*JUO^,;A+'PY/?
M%YC6[(0,X."ZJ?T-QJ66S+-=,][;'P+':B>/[0&YCW?-_K">GTKF:*5*F3R)[,*:&|22J3?;-WCEAJGO'[&$7!7ZJH.OA*1GW:EG|3^J=>*1RGY+!V'O! 0PP9+ 8/7/Z>_+|">FO/Q'PO2;CJ(MLKE16:6SHJPMF
^,[&;YL>NTOZBBS>H-I M:%^BBJM]J=CID:O?7<-NKG"F5PN30E?8&TM66J*BM[F&[MTGMY4EA<95T.01 M[&I: "BLJ;Q+HEO.|,VJVD>/ M^MEN+29)H6SM=#D'!P>:FH#
<**SAKVDF]^Q#4;8W._9Y0D!;= MZ8]:T:&FMP33V"BBBD 4444 %%%% !1110 4444 %%%% !1110 4444 :6D_ M|MO^ _UK2K-TG_|F_J(M6EV0C.TGV=[T$6TK|)
M(XZIGLW((!ZYXZ5J4[>3_M!_P#(A6/_ *PP/P#ZW5BK@LZ#V58V'SQXQKX/QZ7?&SQ|\&B|8;M^&%R[7/^3ZL\6TQ9J>CQ@)I/UIU$H@%^ ,? 0!NF^F*JJ=$=3;#+@^;3|&W|!OR\W&0O4SG*\]MR]
(U^QUV2[_LY_/M[63R6N%_U;R=653_ !8XR1QSQG!K"QH:E%%%(HHHH * M*** /F_XZ^$[_|1Q:_;1XM=2XEP.%G Y_[Z'/U#5Y+7V5XU|-1>+?"=I,F MT22)N@<_P2CE3^?!]B:^?!:B:^BZ
@?5M4M;/=]T2R ,W MT'4TTF]BMK]@-2BN6L_B1X-OYQ!!KUIYC=))<.10BD@#@TLCF9O!|ZAD6JOY=\3 MO%7-;D%8^1P0N|BO1/.:M5)&-?P6C6HW>GX[RX
>M7M6U[2="CM5)1NV9(_[ZX@#P3T #N*|JUB+^VSAJT>"<&B?.>M=O?UNN|D4X^/1>KC*F*C;)[A7^(IE3B=E<'YC4AHG:TEF8W>*#FW+8Z<C/;@8XS<_)A1QF+F!F6RA 8R^-\3.Z|<<KU'6Z
"_L#Q9=6ZMMICY|'IM;M^! MR/PKZ>E=!8]@=BJ>GE9@Q;NZ$I|>'<R)C\[DA9Y2]S|#(.H:2@GY#9Z[*C#\QZA/%/*C0"4P)4A:56M19[/Q>A9H54B7FM9B$|8JHBJ0%BA(%[Z@4(@ZOH?) PDV[7K]M*X3QU|M MI%_J(]O.;
.%.%-%.%,! M13A3A3A3|3T4X2|M:+A;#R'QW_QF.M:B;?%Y%!^E;)LW.7MP"9PL;Q4/6^|;X.;T"C!1P7FO(0!%|J85XYF8A1>2S#1J|N.+;6MLT,BFM|!B@$&H|3D>$N^**=9<_-!:U|ZJ]^OT
<;H&E'5M22(@^2GS2GV]/QKT]5 *!*<) =JYZ|OLD2?06B MBBN8@*K7]C;ZG836-VF^"IN M&>N'TFM2T*+"P%|*I@YE0<X2BGS'D!=JZN"*|A*O:^>M:'VU"8>[C@)I.(?IU/%|]'EKT_ZYFDN6DKU#W
(4?VC:Y>W;^]ZI^/|P*^<71HW9'4J MRG!4C!!]*K#3P:P|SP|31]E/39B4445NW_$+_)$|'UMQ)|<HG_ ^K,FU/U8 MJGF@5TQL2W-U?(1^<>J2\PR)Q_4JU8?B-'|D#LHPW8G2YV_3!;VT!E#C8MK%A
[[4/$.FVY6*."6ZB1U5<[E+ M@$$FO:$S42U(RPPBVR6J%Q:J"T*$N0R3YPQ6:WE6^5Q%C@3F"Y,S3KJ'H:VQ(<'9%1*N9%IC,N8ZZJ\?IN]$%&2-L>8X6W27<>B"?DV]7H$'X1<AB5|,BE M5BA@<4^>2Y
MM_$[5;2^C,D/F@5Y!]17-KU>-#780#OQ'U6^FA>9?-E3:A/)]_I73A6OE)A?:9!0YB"T$QI3NT]$<[$Q36X5GX!$T<2Q.W;"B$3=#>!S%:.+G^W>KYJ>#3^VE4=%F&S:4Q7A;IWT9IM(!V5QXD&9_ A,:4C7H
RGJ""16A_PMFP_Z!ES_P!]K6;K'B#6?'-NFF:3I$T5I(X,DC9(;!R,M@ # MOWZ5I!5E).3T&L4<@R6B@6[VO^/D@8^O(6@?U%!GK<8:2]:<&X6[<@8XP(/J!_@X%V*S"B|S?MQ%A`G&F@9,Q#&KN
TZYO9O]7!&SGWP.GXU5|/Z0NAZ%:ZR:$WBW>WVG^T,EAV[[MO^^N*]ITC48]6TBUOXL;9XPV!V!|#!H+8P;?8S?]-#R6_[Z MYKF/AAJ4D:WV@W.5FMW,B*>HYPX_SS]:/W>8 A=AJ4K6/7>F4 AJP]C6E
D94HNE-)_:7XG7>)]4 MDT;PW?7|0'FQH F1G#,0H/X$YKB/!O@RRU[3O[:UEY;J2X=L(9".AP2Q').0 M>]>AZIIT.K:9<6%QGRIT*DCJ/0CW!P:|RAM_&7@9Y(;2#[;8;BPVQF1#[X'S
M+_+ZU-%W@XQ=F.LK34I*|3I=2^&FA7-HZV43V<^/D=9689]PQ/'TJE|-=3OB M+S1K[>WV7F(M_" <,N?0'&/QJ"Q^*|.|1ZEIDD1!PS0MNQPB&N?B=_ALZ3K>MK6.2@:S:_/QHM(CV3Y%@BM
(|'!4^A'4&B;J1BXU%<*:I2FI4836;|:7HMY?$C,+.N>[8X' MYKC-!BL6'X@'\?XH6-,B!%Q5>6ZA&T8=VUV;!H6|F4SO&PXRC%3Y?|&+=$EK2/_?(>:;:#IEJ&YNXR2@%(I3^ZB&H 6W$WQ|/5G0H!E^I0G|D7!SQ=
(+S?Y%2]Z;|E^9XUH,TNBWFFZ[D^ M0+MH7QZ!5W#|5<_E7OP(8 @@@|@BO']'TO| M/X5:GM7,MM>M<)_P%$W?^.D MUW_@?5/[5|)V]VT,L)
[ON]U]M9?]9#!+&WU#J#_*MW6/^*A^)FGZF;GZ:/FM MM-3SI1VW<-_|0/SJAX/_ .2IZ[_O7'I@?J'UOH2.1;VL3;V'9BNXG_T$5Z'J'5]'IFF7-]|- M+/'UOH2.1;VL3;V'9BNXG_T$5Z'J'5]'IFF7-]|-
]R",N1ZX'3|>E<+|,K&2Y? M4=?N?FFN9#&K'OSN<_B:'+9R%A5E4 M]0I.&'X-_P"A5W]>7:_]G'_ZOYR ES@G8(]3^,O/N_KT&-;)+F%B5/7 '*/|1Q:)'@0CT.XR8OF2R0ZDNE]/VVI#$]'V\^ [TLDWA:C
AS_GE&E4D74K'T$#?X5M5]K=[..|4^'7|#W=GJVC7.K^STC1[64Q+)NRXY8]-Q Z* 3S[UU_C*T73_AI<6:'*P1 M01 XQG:Z#/Z42O>'/O<(VM4Y/AL3?#O_)$BQ_WI/_0C1+%E5H9/06&QH6[I-OOIV9K0&0"KOB&M
T#=+ M?RGRY)(^2A_NK[^I[?7IS-AXJNX?"5C4>D\SS'C4ED!9CA??'.>P_3M8^%9TLFZ4QXU93DLYR3'_L^G/7|*)4^5RJ27R"-7G4D:47;3=:L?X95Z?
3/*_0UY/|._C+/IDD>B>+'D>!#Y<=ZX)DA(MXVR=R/?J*?|2?)Y#%UOCT2'#/4/4:/&|2V7+E_?KDA8/2LV+?@1L&Z*:?P(.2:7ND9J(<>[N&@\4C%O%/=F@$MNC|G.Z/D_/_&Z.GG]8!_F
AWIL|$J2Q2:E$R2(P96!BEP01U%;'PJO[32_@UI5[?7$ M=O;0K.TDLC8"CSY*^:6UW4G|/KH4ET[Z)_ /PG]JU*Y|3W4>8K7,%KD=9"/F;|%./^!'TKZ"KGKM+W(([(N%W[S"BBB
MNM"BBX!11 M10 4444 %%%% !1110 4444 %%%% ',>/_%0|'>$+O5#=0]G7^$LF22J<-"W^B4:IP9C-P4"@-L;1GZ1:OC:W5:3WS-T>=I-0L@_&=IWSBPN^M7B-1I!PQJ4Z="'<>B3GU8U?2L+:X_7Y@'@ M&4?
ZHW;%OKLX_F:]?M!$ME L(B$:A,?W<H(((Z?-4WB;XFZSH'B*[TRU^HPP%0MU%(X63*AN,1$<9QU/2F^#OBQ<M>*|)2F^#OBQ</%O_"/W7AN73)A$TC&6Y+
#@J8U/.:=JG([ZH7NWT.9^*UG;ZC|8/"-E M=Q"6V-L08-V!GS@^JL^S1Q@ ^EC'*OB'=B?OLY^_%|30E(3@+OS9%U%#7PJ?DM3A>9&5>%Y.X-9Z8/]>[-PQ7&8#,ZKZ/-J*3-43@Q=,P@+R.C*X&H[2@1_[O)+_&J-'W_T+S<!R8%-JZ*XN3K+R
[_G|TO|HO_B:II|D;2L+2[T.SLOAGX.TZ^@O; M30X8KFWD62*022$JP.0>6]:X']HG_D$:%_UWE_|05KI/"L/Q13Q%;'Q+<6+ MZ5A_.6(1[L[3MQ@9^]BN;_:)_P"01H7_"01H7_%J"*,26$|AA!(H^NXP0)E/I|)=<C#HZ;JP^NC
%WE_P#05I4[^U5W<#],OX+ZST2&*Y@<212"1R58=#RU<7]G^-W_/Y MI?Y1?_$UT_@F+X@IJ=P?%|]G)9^3^X%/P|D;GQ6HDZZ'N@AXCG&&;'?$Y?I7Q_A#.+?[D8OQS;(?8W7JAH
ML*R/$GB;2_"FD2:EJMP(X$X51R\KGHJCN?_P+/2O[BIZ'|)MEQ"P_DY6%E9_U/96E<@%@>!YE[DX5D9%U=:-VMVOVFWRPBQ=4YB!FZR>T@?0RP=RO7TAV]_=[SJ]Y_4AU!L2L]6CJ:N+XK9&GYJ=2+%;?X_9FD6UY2*.&T3*>F=4Y?6-#HS<WN"6\45$B4$[>*J)&OUYN=BYKVY?
|7O&$$6EB2UM[6020HCD1VH!XD=AU;WZ]@*^EK**>&Q@BNK@7 M%PD:K),$V>8P'+;>V3SBL_PWX:TOPII$>FZ5;B*)>7<|O(W=F/<_Y'%:]*K4 M4M(JR0XQMN>(?
$OP3_8]VVL:?%_H$[?O44<0N?| V4_H>/2O/17U9=6T%[:R MVUSLLJE71SI/VEJFL=)^Y*1AD,#7@OCGP-/X8*GE-/X8NC*8*>* 'BGBF"GB@@!PIXI@IXH C0H1J3#Q
|4|4P4|4@'"IK>"6ZN(X(4+R.<*H[TR&*2>5(HD+R.<*JC)) MKTCP[X=32(?.FP]XXY/9!Z#_!J)S44)NQ&$2&WN860.C9Y4D$<=&&1[5Z?6%XRT%?$WA'4])(!>> M$^43VD'S(?|
OH"N6$O?O(QE=H|AT3]H:X3;'KNBQR#O-9/M/_?#9S_WT*]& MT7XL>#=;VK'J|=I,W_+*]'DD?B?E/X&ODMT:-V1U*LIP5(P:2NV6&@]M#!5 M)(^Z(Y$C62-U=&&593D$?
6G5|4:1XCUK09-^E:I=V9SDK%*0K?5>A_$5Z-H M/QY|3VKI#J-G;:JOJ%|J5OQ4;?| QVL)862VU-%574^D:|3^+G@_[%=_|)#8 MQXM[AL72J/N2'HWT;O[_ %KO/#'Q B|1[$?0-
'*+B[,****9)J6&MSVH$_@.(L7A$H/WXKH_T?_#G?T5PD<|T7^KE= M/]UB*D^W7G_U/|]_#7 |FG?22?X'N1XOI6]ZD[^IVS,J+N9@H'O^2_, MNWVIW%|
<.=L8/"+T_P#KU2HHKUH4XU(|L9'9Z_Q(O>T_KS=2K*[?<*]!^#?_(([O M_P!>(?^2ZP_]_*ZP_]A*ZP_]A*Z=ZP_]A*Z=ZP_]AM>AV87XB4S]R'RXG_AKM'E]R'RXG_AKM'E5RXGX8 M>AV87XB4S]R'RXG_A
%%%% !1110 4444 %%%% !1110 4 M444 %%%% !1110 4444 %%%% !1110 4 M444 %%%% !11 M10 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !11 M10 4444 %%%% !1110 4444 %%%% !1110
4444 %%%% M !7-UTE,?4J17SB058J000<$&O0P;]UH|W'+WDQ****[#A+.GW M-3M;DYQ#, MDAQ[$&OI!6#J&4@J1D$=Q7S-7M7P]|1)J^AI92R#[99J$92>60?=;^A^GO7' MBX-
I270[L%-)N+ZG84445YYZ04444 %%%% !1110 445PWC[7|SP]|J|D;GQ6HDZZ'N@AXCG&&;'?$Y?I7Q_A#.+?[D8OQS;(?8W7JAH|YMUYMH5:6&E7=Q5[@/]?1110 4444 BBBD,****** "BBB@ HHHH *|N|/(K_%K50ZAANGX(S_$*]1K@@
M=$T'4[7XCZAJ4UHR67WP[|4?8+F6272)CN7/(V$_>'HP[CO| E7K-<]XR M|.KXBT1XD4?;(E*E-)|LMF%:FVN:&Z-]'26-9$8,C ,Y M!!![UY#?*:K=5(^>M&6SD>I>3
07WC;Q[=G3IUB%F,13,3A0AP""/5B2*Z/P_| |)/I_A&]TZ?39OM4 M,96R;>ISNXQU_ASGZ<=JN?#WP[<:'I=Q)?0F*[N).5)!(1>G3W)/Y5I&U+F= M]=D1.]9QC:RW9F_|(EXU_P"AG_|
(TG^%!_&%C?ZA<+<&9B|DJ$G> MI.'!SU.#G|17L]0/&H(!8'AAS^?X44ZSF7.H^ETC7K5XW53 06!)4?=8$9Y''XBN5BT'QGX0GD71W% MY9,V=HP0?JA.0?I^=2H0:
<;ZK|2W4G%J5KI_@>B:AH^G:K$8[ZAG!&,LOS# MZ'J/PKSKPE$=$^)=[I-I*Y*SVA#JP)SP!N*Q^'|:SP!N&?<'C/UJR^L_$/44^SQ:2EJQ^4RK M%L(_%V*_*MWP=X0A/A_SKZ^F$^I3CYW!)
G)&3R23U-4OW<&I/?H0_WDXN*M M;J4;[_B<_%6SM?O0Z7!YKCT;K_,I^5=1XD_Y%?5_ ^O*;_P! -8$K3KP:CK6 ML:A;2P37<^(TE7#!.3^7(':Z+7();K0-2MX$YK\$"C+ RRVLJ(H[L4(
.HFTII=K M&D$W"4N]SD_A8BA8^$I-I*Y*SVA#JP)SP!N*Q^'|:SP!N&?<'C/UJR^L$/44^SQ:2EJQ^4RK M%L(_%V*_*MWP=X0A/A_SKZ^F$^I3CYW!)M/X5O_#S2S5Y(A1!4U)0+I_Z9J_J!3%[\U=J9,H+QBGX]%DE7A

MQ@,8XYR1U!Q^%:WC*I*+>C,>64:<)):HN?#BWDNQJ?B"Y'[Z^G(4GLH.3CVR M+K*TC@MM?2WB49$22N N>3T'K5J30-4UCXD+J5]9O
M'IULW[IF8$,$^[QG/+2>)/!WB5=)DO=1U9;Z M.U4OL+LQ XR1D>G/X5VO@/6/[7\+V^]LSVW[B3UX^Z?RQ^.:Z.6))X7AE4-' M(I5E/<'@BO/_
5H>M>'/$EY;RVKG39MRB;1D=.]'/[2FU+= J M?LJB<=GN8^CZ=::G\4-5M[VW2>'S9VV/TR&KOU\'>'5((TBVX]5S7-Z#H&J6 MGQ&U'4I[1DLY6F*2EA@[FR.^:]
I5INZY7T'0IKE?,NK*UGIUEIZ%+*T@MU/ M411A<_7'6L+XA?\ (C:C_P!LO_1J5TU8/C.PN=3\)WUG9Q&6XD\O:@(&<2*3 MU]@:SIOWTWW-
:B_=M+LS&^&FDV<'AV/4UB!N[DN'D;DA0Q]!QFL;QOHMQX M=UF+Q/I/R*9,S!1PCGN?]ENA]_K78>"K"ZTSPI:6E["89T+[D)!QER1T]C6U M=6L-[:2VMQ&)
(95*.I[@UHZKC5;W7Z&2HJ5%1V?ZE'0-;MO$&DQ7UN<$_+)' MGF-QU!_STK4KS30M#\0>$?%$JVMI)=Z3(P5V5E^9.S8)^\,_SKTNHJQ47[KT M-:4Y2C[RLT%%%9&@4444 %%%%
!1110 4444 %%%% !1110 4444 :6D_\ M+;_@/]:TJS=)_P"6W_ ?ZUI5G+FZJ]GSG-R^]8]L\,Z#;^&?#ECH]K@I;1A2 MV,;VZLWXDD_C6M117F-W=V=(4444@"BBB@ HHHH ****
"BBB@ HHHH **BE MN8(/];,B?[S 53DURP3I*7/HJF@#1HK%;Q);#[L,I^N!_6H_^$F3_GU;_OO_ M .M0!O45@_\ "3)_SZM_WW_]:I%\2VY^_!*/I@T ;5%9D>O6#]9&3_>4_P!*
MN17EM/\ ZJ>-CZ!N?RH YCXD^$V\8^#KBP@V_;(F$]L6Z%USQ[9!(_&N/^'W MQ4T^TTN'P[XKD?3-4L%%OON4*JZKP-Q_A8# .>O7/.*]>K"U[P9X=\3X;6-)
MM[F0<"7E),>F]2&Q[9K6,UR\LMB6G>Z*M_\ $7P=IULT\OB/3I%'\-O.LS'_ M ("F37F/@.]?Q9\;]2\4:?97*Z6T3+YLB8"GRU4 GID[#_P#H9=,_\"5_QJ?7?!?A MWQ-
=1W.L:9'=S1)Y:.SL,+DG'!'A%$90A-25 MP:;5F:]%%%8EA5/5=4L]%TNYU*_F6&UMT+R.>P]!ZD] .Y-7*^;_ (F>,;SQ M_P")X/"WAX-/91S>6@C_ .7F7H6_W5YQVZGTQI2I\
[MT)E*R,ZXFU_XU^.1% M%F"QASL!Y2TASU/JY_4^@''T7X<\.:=X6T6'2],A\N"/EF/+2-W9CW)_^MT% M9W@3P;:>"?#L=A!MDNGPJ]U< 9J&BH\]B/F>#J\(]O[R M_J/?
K7G@KZMKAO%GPVL-<\R[T_99:@>3@8CE/^T!T/N/QS713K=)%J7<\-%* M*OZMH>I:%<_9]1M)('/W21E6]P1P:H"NI.YH.%**04HI@.%.%-%.% #A3A31 M3A3
44X4T4X4P'BGBF"GB@8X4\4P4\4A#A3Q3!3Q0 \4\4P4\4 .%/%,%/%(M0\4X4T4X4#'BGBF"GBD(<*>*8*>* 'BKEAI]SJ5RMO:QEW/7T4>I/85L:+X/ MO-0*RW8:VMNOS#YV^@[?
4_K7H%AIUKIMN(+2)8U[GNQ]2>]83]J.B)F--MM??Z7% MQQ\V=P_[Z#?ABN.L].O+^*[DM;=Y5M(?/G*C.R,,%+?3+#^?05]#_'OP]_:' MA*WUF),S:;+AR!_RR? /Y-
M_6N1_9[M$GUS6WD17C%FL3*PR"&;D'_OFO1A5 M_=Q6UE: MV2;+6VA@3^[%&%'Z5\W>.O"^H_"WQC;:_H+,FGR2E[9^HC;^*)O4$9QZCW!K
MWKP=XJLO&/AV#5;/Y2WR30DY,4@ZJ?Y@]P17-6C?WT]&:0?1[F]1117.:')_ M$#PDGBK066%1_:%MF2V;U/=#['^>*^;W1HW9'4JZDAE(P0?2OKRO%OBYX.^R M7)\1V,?
[B9@MVJC[KGH_T/0^_P!:[\'6L_9OY'GXVA=>TC\SRJBBBO2/+"BB MB@ HKK_ /@^W\87UY;W%U+;B",.#&H.N_X4CIO_ $&+O_OVM83Q%.#Y M9,Z(8:I./-%:'BE%>U_*1TW_H,7?_?
M:/\ A2.F_P#08N_^_:U/UNEW*^IU MNQXI17M?_"D=-_Z#%%W_W[6C_ (4CIO\ T&+O_OVM'UNEW#ZG6['BE>@_!O\ MY'=^_O.3_P!"6NJ_X4CIO_08N_\ OVM;GA/X;6?
A36#J,&H3SN8FBV.@ P2# MGCZ5G5Q-.4&DS6CA:L:BDT>8?%O_)'ZY_ZXQ?\ H-:OP3_Y&74/^O/_ -G6 MNW\4?#&S\3ZW)J$-0GO+>^FN&FB\HK(H R
M#GCZ5E*O!T.2^MC2.'J*OSVTN>;>(?\ DNL/_82L_P#VG7O5<5??#BTOO&:> M)6OYUF6XBG\D(-N4VX&>O.VNUK"M4C-12Z(Z:%.4')OJPHHHHKG.@**** "BB MB@ HHHH ****
"BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** M "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH M**** "BBB@ HHHH **** "BBB@ HHHH
**** "N;KI*YNKB3(****HD**** M"O"/'&DG2?%5VBKB&<^?']&Z_D.=YQ&Q]F/3Z']:[&.1)8Q)&ZNC9?%W_)@W_;?_ -IUYY_:5_| |_MS_P!_6_QJ*:YG MN-
OGSR2[>F]RV/SK2EAG":E'0_>C;T-?.]:F@:_>>'M16[M&R#Q)$3\LB^A_Q[5= M>@JBNMR,/B'3=GL?0U%9NAZY9Z_IR7EF^0>'0_>C;T-:5>8TT[,]5--70444 M4AA1110 4444 %%%%
!1110 4444 %%%% !1110 4444 %%%% !1110 4444 M %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 M4444 %%%% !1110!I:3_ ,MO^ _UK2K-
TG_EM_P'^M:59RW+6P4444AA1110 M 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% ! M1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%%
!1110 4444 ",?"-UI8V"Y'[VU=NBRKT^@/(/L36CX9T&W\,^'+'1[7!2VC"EL8WM MU9OQ))_&M:BJYG;EZ"MK<****D84444 %%%% !1110 4444 %,EFC@0O*ZHH
M[L<5FZCK<5H3%"!),.OHOUKFKBZGNY-\TA<]O0?04 ;]UXCB0E;:,R'^\W_ MQK'N-6O;C.Z9E4_PI\HJE10 $Y.31110 4444 %%%% !1110!:@U*\ML>7.^ M!_"3D?
D:U[7Q(#A;J+'^VG^%<]10!W<%S#=)OAD5QWQV^M2UP44TD$@DB=D8 M=P:Z+3M>64K%=X1^@D'0_7TH VZ*** "BBB@ HHJIJFI6^CZ3=ZE=MMM[6)I M9".N%&<#W]*
/._C/XX_X1SP_P#V/92[=2U%"I*GF*'HS>Q/W1^)[51^"'@8 M:1I'_"27\.+Z^3_1E8;:_\ ".-V>?0KD1GK]FG)(_X"W4?C MGZUZC151G*.PTVCYGU31-3T2?R=1LY;=L\%A\K?1AP?
PJ@*^HKBV@NX&AN88 MYHF^\DBAE/X&N-U?X7:%J&Y[/S+"8_\ /,[DS_NG^A%=,<0OM%J?<\1%.%=E MJ?PP\06!9K9(KZ(=X6PV/]TX_3-6TUO)_=E0J?UK>,E+9E)ID
M0IPIHIPJABBG"FBG"F \4\4P4\4#'"GBF"GBD(<*>*8*>* 'BGBF"GB@!PIX MI@IXI"'BG"FBM6P\.ZMJ.#;V,I0_QL-J_F<4FTMP,\4]020!R:[?3OAW("2/[+"?XY1@GZ+U_E7=:1X7T[2
'5/.N!_RUD&2/H.@K:HKGE5E(ER; M"BBBLR0HHHHH **** *>K:;!K&D7FFW(S#=0M"_'0,,9^M>1_ 729]*O?%=O= M+MGMYXK9QZ,ADS_,5[167IVB6^FZMJM]!@-J,B2R*.S*@7]
<9^N:TC.T7'N2 MUJF+X@T*R\2:%=:3?IN@N$VY[HW9A[@X-?/'@C6KSX6?$6YT36&V6,L@@N3_ M C_)YS#VY_)CW%?35>3_&_P4NL:#_PD-G'_IVG)^^ ',D'?_OGK]-WM5T9
M+X);,4UU1ZP"" 0<@]Z*\Q^"GC Z_P"%CI5W*6O], 3+'EX3]P_A]W\!ZUZ= M64XN,N5E)W5PJ"\LX-0LIK.ZCDR%)$/<&IZ*D9*\O>+?#5Q6U^;3Y=S1?? M@E/_ "TC/0_7L?
<5A5])^/O":>*] :.)0+^WS);.>Y[J?8_SQ7S=)&\4C1R* M4="596&"".H->SAZWM(:[H\3$T?93TV8VBBBN@YCU/X(_P#(9U7_ *]T_P#0 MJ]KKQ3X(_P#(9U7_ *]T_P#0J]KKQ\7_
!6>U@_X*"BBBN8Z@HHHH **** " MBBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH ** M** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH ****
"BBB@ HHH MH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ M KFZZ2N;JXDR"BBBJ)"BBB@ HHHH \=\?^$&TF[;4[&+_0)FRZJ/]2Y_]E/;
M\O2N'KZ6FABN8'AFC62)P59&&0P]"*\B\7?#^XTII+[2T:>Q^\T8Y>'_ !7W MZCOZUZ&'Q":Y9;GFXG#-/GAL<-11178<(4444 %%%% !1110 4444 %%%% ! M1110!J:!K]YX>U%;NT;
(/$D1/RR+Z'_'M7NFAZY9Z_IR7EF^0>'0_>C;T-?/ M=O;S75Q'!!&TDLC!411DDU[9X*\)#PW9M+.Y>^G4>;AOE0=E'K]:X\7&%KO< M[\%*=[+8ZBJBBBBO//
HHHH **** "BHYYX[:WEG ME.(XD+L<9P ,FJ>CZW8Z]:/=:?*TD22&,DH5^8 'O[$4[.UQ75[&A1112&%% M% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110
444 M4 %%%% !1110 4444 %%%% !1110!I:3_P MO^ _UK2K-TG_);?\!_K6E6< MMRUL%%%%(84444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 44 M44 %%%% !1110
4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !111 M0 4444 %%%% !1110 4444 %%%% !1110 4444 %8.LZN4+6MLV&Z.X[>PJ] MK%]]BLSL.)9/E3V]37'DY.3UH ****
"BE5&=@J*68] !DU9_LV]VY^RRX_W M30!5HI65D8JP((Z@BG1Q23-MBC9VQG"C)H 915C[!>?\^D__ '[-->UN(AF2 MWE0>K(10!#115C[!>?\ /I/_ -^S0!7HJ9[2YC7<]O*H]60BH:
"BGQQ22MM MC1G;T49I9+>:''FPR)G^\I% $=%%% &SH^KFW9;>X;,)X5C_ ?_ %JZ>O/Z MZ?0+\SP&VD.7C&5)[K_]:@#9HHHH *\3^/OBW[UA>UD^>XQ<7>#_ #\BG
MZD9_X"/6O:998X(7FE<)'&I9V8\ #DDU\:^*]9G\5>)]5ULJQCEEW+G^"/(5 M ?PP*Z,-#FE=]#.H[*Q[I\ -*2U\&7>I%?WM[=$;O5$$& /S+_G7K->>_!.9) M?A?
8(O6*69&^OF%OY$5Z%6=9WFRH?"@HHHK,H**** "BBB@ HHHH **** "B MBB@ J*>V@NHC%<0QS1GJDBA@?P-2T4 "_#_P -7N2=/$#G^*!RF/PZ?I7. MWGPBM6)-CJDT?^S-
&'_48_E7I-%:*K-;,:DT>-W/PJUR+)@N+.<>@=E/ZC'Z MUE3^!/$ML<-I:*M8B97.SYXE\/:U!_K=)OE'J;=L?GBJQM+ ME&VM;RJ?0H17TA15?67V'SGS805)# @CJ#3A7TC13^L^0CP8,
[W%P M>X9]J_IS^M==16;K3?4GF9GV>AZ7IY!M;""-AT?;EOS/-:%%0VWN(****0! M1110 4444 %%%% !1110 4444 %-DC2:)XI45XW4JRL,@@]0:=10!\O_ +_X M1?%[^/\
L_?]?,M9#^I7_P!"2OIZ.1)HDEB=7C=0RLIR"#T(KRCX\^&AJ7A6 M'6X8\W&FR8D(')AZ45T4\1.&FYSU,+3GKLSYG='CT!_V4VC\A70L8NJ. M9X&71GS_ $5[[_PAGAS_
*!%M^1H_P"$,\.?] BV_(T_KD.Q/U&?='@5%>^_ M\(9X<_Z!%M^1H_X0SPY_T"+;\C1])C.7*D14PLJ<7)LX"I+>WFNKB.""-I)9&"HBC))HM[>:
MZN(X((VVO@L@'@\=%0PV([@S5%K5E>B<C'QRKC2!P[Z&"G7>7C5WP?ZSC"XS20=<5B2QFX7@8U#*S@!5.V_2#3#1I6$3*U[BO!K*3PW'N!!Q2%6P.]8=UGQ+-1HX^H"DJX2
M>6^@ZFLRU/X*J^/J^L''#'HDHB8-$FXOU:C!=AZT4]!1S4GR'E8[)<1HR@H&=3C7!MUF[C>/:[-Y4>R3]:6N0:2^!5>3T=UAZQKV)XIVI+B*VR@Q?34AK7B.@/I<2<=EH3V5
M<7FF6RV=Y;1M10YPF3;2#>I+ER)U)8R!;H3Y6DL]-H8TU45EJBPF<TJ[B\V[ZNHXS1J'F!6)D27ZEKJ0G&4ZQ5C6EYEIAGAB^6U;^+;V\T1U@0!F[W'FS5>SZ31Q[4T47WHQ
[JNMS*MI#@16[R;00<;Z<5=&!4EA!G\7[6T^Q&P;G-4^;AMQ[V8/K+N8F*"U/B_5;3PZ/!OYBU+KR0<2N(PJR>N3+5/JI*8F#Z;2QEP6K(<BV1TD!@NVS+2^$Y:<;EWKA9
PTUF>^T:XL)R7DL6"HS'DHV<#\"#^&Y;PA-H=SJ^H2>*^@M,DW'@FE%]@^:<*K^/U;I\O'%4=4^HS/8S[&!Q6>!$=?3E2+4=W"T!G6>(YD-]Y;^I!MD/3'!J:@#5P>3T&D>L
2KFE@'5+?/3> -6XECEM#=D29ADT&G@VVL0WS/FR#M#PYB%OJI:!MEI0'D:4^B:&CE7>JRSXR(Q%-]CDT:/5-\>+O*9NMAGG8UV7Z1P4V[VOCHC=<>SV$4QP8:'$E.
MC\|._|A(_]F?I4ECK=VUVT'E1:D^1M]1WP!8-]-#7+XW8QK?&X=7BWO:DRF.Z@/3:?@K56%8B7>W49L-.H4G=B$-CYCW38A4V5'12?0AZ%OXZ8M+QT^$&OP^7JP46U+0#\
[FV$,%C)&9'&9)%(8(TTS>&%W=UW4;1#)=?$9FIX-JJH3X%@KZTYW<4^30GPZBQ4TS7'QFTOM)ZL:Y?RX-DS18B=@4G+UDDTU4@/8/%(ACQYAB;W&IK/0OH,ECB6R?
<,N]K)'R/^FUJYZ>Y'_H25]/6=W=K@=Z<H$,1B:RQXG'YWX?F%<?CE2Z#LEW*UAUW<G&A?R8XFV'1DGKHOCVPB@B%C\(+6B'4@Q5D-;E>6RXG0NG&4F?Y>QZP%*OWX^5H
!1110 4444 %%%% !1110 4 M444 %%%% !1110 4444 %%%% %;4;"#5--NK&;/E7$312@S9J/;KG@EWS8J_U@:?U74J=*,/ZY3]9L@WLO>N;Q4K_2/%H3LUCT>1EMX[VL/;
LL4D$KQ2HR2(Q5E88*D M<$&OKNO&OB[X/\F7_A=^*HZW0/^/0^/4UW8$0UL@>?9FBPVG/WB7RL+V0[&1YPNFK-88W7/C3GM8GX#YMA7XP(-@/"2SDF#[LP.HEM(0*QX
\5FN#_@H*** M*YCJ"BBBL"BBB@ HHHH **** "BBB@ HH2H MMHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ M HHHH **** "BBB M@
HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** M"BBB@ HHHH **** "N;KI*YNKB3(****HD**** "BBB@ HHHH **** "BBB@ M HHHH **** "BBB@
KS;XJV\UU<:'!!&TDLC3*B*,DG]W7I-1/:P27,5R\2M M-$K+&Y'*AL9Q]<"M*<^27,9U8>T@XG+^#/!D/AZW%U=!9-2D7YFZB(?W5_J: MZVBBIE)S=V5""@N6(4445)04444 %%%%
!1110 5YI\//^1MU_GIF^MGB6TPSD]N-)6F$RD>D%@IJ<?6MLBVEZF@2AG8MEEMMX^TU8[WSE@68BL@AKYH/0.H0/_6G6\ZC)TYO/FJ_G+6A4\E:I4B;^I]GW8TT9AAM/;8
<&65T&/>,"N^OH6N=/N8$QODB9%STR017/>!?#U[X"M036WUOPW>+;73DM)$QP"3UQP0<] M2#QFJ=SHOCO7XOL>I7EM:VC<2;"/G'
>OTR!5SC&I+GYK7,X2G3CR(HIZ#+EB*O?"BX1;;4K%L+.DBR;3UQC!_(C]:[+0-"M/#V MF)96N2,[GD;JF>IKF=;|%ZA%K;:WX:NUMKISNDB8X!)ZXXQ@]2#Q5.I&;E':M^WR)5*5*
1ENUO|SJM=N([30-0GE(");OU[\' _$|5R'PSB,_@O4(0<&2YD4' MTS&@J.7P[XO|1H(-=O(8+-/F\F(C,C#IG;VSZGCTK=\#Z#>>'=%FM+TQ&5[A MI1Y;9&"JCT'H:E\L*;5[LM?>!O#6E>
('O;?46G2Y@*E41PI*\@| M$=CC\Z[%OAAX>12S27BJ!DDS# '_ 'S3->\$WG]L-K?AV\%K?,VYXV.%8]R# MCOW!X-5+C2O'VM6YL;ZZM;:V?Y9&4@%A_P !&?PXK24W;FDK9N6M^6FH+EE&FEE"
[- M/P?;>&+%;ZZT.]GG14'GF0-A0,D=5'O22Z'X4\;^?>VK,95?9)/!F,EL9Y## M!^N/QK;\>'K7P[I0LH/WA8[I9&',C>N.@:I+=+=^%KV-8)C!ZS2\M/@\E=A;KZ
<9KD+GP[XR\3".WUJ]M[6R M#!G2/!)_K#=YI]C!IFGP65LNV&I[@%RUYONQ%ND]\I^(+2\2!UX)-3BS2AM%E8KHW92M>G3%G8LW<6I2AP7)/2JPMZH7DBU]XM6
AIL%S/:OOAD9#WQWJ^-?O]N-R9]=E &AIEK)I]A=276V,.O)]C_ M (U1\._|A(_]H.,>?@>R@?T MJB9':3S&8L^*E_MW4/^>J_]"C^W=0_P"^_^;@@H
M)-,H *L6$)GOX%Z_X9RXS].]5ZZ'P]I1D9;X[>=GE&_Z]%3_=1OE0&H-^@:UJ.-#&BQA,0OG2:#GCGG3O>'BQI+W&8=@?EDF<6KS3!HTG\JD:FO-E<?E5$R2LB(?+E\-P
MMN/_H_.OH"ML0_?MV(I[7.(^)?@@QHG'@UQ:&='JQMUS"QSE)E[7'BUKZ8>BVM9!Y?D42D8S4TFO"KP@+68=FS8CUJ5I@<+CS3B(1EQ4U+NW.FI+EFGSN$Z8C@*SNA1<4?
H2G45N2>P2B[W1V=K M=6]]:Q75K-'-!*H>.2-MRL#W!%%1GEVUM&9)&] /3U-?5_MQ#^%>M0V,<S0W$P2. @RVURQ. %]&/MAO6O3_C=?
7=O|+XDE"QS7=S#%<++$ MQ*@[6<@'N-R"AT;22O=,%/1G/::/&?Q@NI[W^U=-ZRTWDDJ~ABIMQZ0!7;PO38VZ$GU?R*:F4-;F)[1EX2P3*$-SPZD[SXS'Z.9?#D<23;S+L
M<=V90S'\22:I^(OB1X9\|+:I_9VK7DD5SL$FU8'<;3TY]J?M)\UH!RJUY', M#;QCK9\0W_@OQ6XDU6R!:&X/4C.:R/CK+=_VOX6M;/D=/TAYQ!E5J\&7PPN:$E+J
C]8^HW'CCX0Z MA:W=WJTVO^'Y9 DGG%B1[?,24/7&"0>]]>[5R'Q1M8[OX::?3S@$UH?V&GY[[0V.6!4^HO]3PQIIGR_Q*1<2^W#H0<(/B.5]O8I^AN0KMH_@7T3QJ=G-C>O[]
M^&$U>3Q9J5JS9'YGG<2S_LWWKE)/EV-Y&I/]T;|?SQ^%GP<2%_Z%4TPE8H5>Y2%=UGGB$XUWVZV@@>KE#W2:MN3OV7@8^(@B+:1CO8]BYJ.@!%.2B3A86<J(G65NB;A@
/"[2WP7^T+.3R9V48$G&0^ M!P,|Y'J#]*YS7?COH?|9TT.A6U[=ZA*I2'?%L16/)YR<>@'/K6M|&/"EYX M9|(22ZC$T-W?S<87&&C0#"AAV/4X]Z4^;DO/?H^6YO=:ZOO0?Z***YC0**** "B
MBB@ HHHH *|K^/>DK=^UL$/S[YGG@GT0?;+F9ZQ3H2]@RC>}UIAUT@FI.S4<;[QPUO9EB-3XT9V8J]XZ/5N6<TO]TRW2%UUEZMRS&,6*R*M1D5PRSVCL<H3R0L2R.+S4H
RSVCL@]64;E_515TY:> O#$WA7QQK5B^YK=K=9+>4_QH6X_$=#_]>O2Z M3:NX-M&X# ..JUPWP?M/LGPOT<$8:422M[[I&(_3%=S15=YL(_"@HHHK,H,H.H M1D5P
RA@"",C/(Z5QWQ1|.S>)O 5]9VJ&2[B*W$"#JS+U'U*E@/?%=E13C)Q M=T)JZL:PM:L_EIPSG(4U|7M'YZJ]D%5B(OKXWDO>]RR5KUK^S^#[JWA-HKP/0XB%CS
[9=K7@/11[#WJC|0/AS'X|FTZ1]4L6LA)M*1!]V[*C&C- MM4JD>=/HD#.E+JTN%E1FS|{'N]%4JLBGL}H%2'^!:]#YEQR8)73AJQR2JSBQHA)U40=*35Y9
*'6_P"%%/A%X>|,:@FI,UQJ-^C;DFNB$/J"H@L?$)42C]I-QCMR7 M:(.:P8/@38XOT7;3R:KYX?LJ%7T!TI/$^7?TW=9+S/;K<=|72$$4BUT48%QBX/08MP2,75
+LKB8W,H\R:W1VQD=R*])US3%UO0=0TMI3$MY;O 9 N2NY2,X[]:S M/!/A1/!GAQ-(CNVNE65Y/-9-A^;MC)H]I>#[MARZFK::/IE@^^STZTMF]88% M0_H*NT45B6%%%% !1110
4444 %%%% !1110 4444 %% M%% !1110 4444 %%%% !1110 4444 %%%% !2$!E*L 01@@TM% 'S;\&O_ZU1_P 4?V[J'_5?\ O@4 ==5: M[L+>]7$T8)
[,."/QKG5\07R]3&WU7_"IX_$LP_UEO&W^Z2/\: &W7AV>,EK9 MQ(O]UN&_PK)FMYK=MLT3H?\ :&*Z2+Q':OQ)')&?7J*OQ7EG>+M26-_PGK^ M1H XBBBNQFT:PN
6JG)X:@/^KGD7_> /^% '-45N-X:E'W+A#]5 M(J/_ (1V]_Y[0?B3_A0!D45K_P"&=8_YZ0?]]G_"C_A.WO_ #WA_P#'C_ A0 !BG_ &C:__\ Y['!>R@?C_ A6O2I7
PL](^'";/ MASH QC_0T/YC-=17.^ @!\/O#P'3^SX#_P"."NBK&;?M+31N%KL22&NJ*4 BB ****QS0 BBB@ HHHH **** "BBB@ HHHH **** "BBB M@ HHHH ****
"BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH ^;=9_ M#=0U9-IGC0) &Y!D8X7 MCOC.?H#7"?"GX?6,^D1^*O$$*ZAJ>H$SQ_:1O"(>A(/!8]4\.J0)G'FR6ZE?
K\KD_I7H>DZQIVNZ>E_I=Y%=6K\"2,YY M]".H/L>:2\T32M0L6LKO3K6:V9=OE/$"H'MZ?A7 ^"O FK^"_'NJ&P9/^$6N M4RB239<-@$8')RIW+D]0>]#4))VT8>|GJ>FUR?
B3XC^'/"FKQ:9JMS*ES(BR M?)&6"J20"Q[=#75.Z11M)(P5%!9F)P !WKYYL=$E^)J>//$IB+NRB+3H:L|JV\DP@4QI MO.XJS#CZ*:P/A/A'A'XD_P"$C\!6FONN[
$2;/4[1\I_%=O/J#6#^T'_Z_ M -A2/_T6]=OH:#=ED1+S#^$R%P[(W$ZZQN%?LP>2"EU$4M?;CXO=]9OD+E2T<4Y(+/%P!T]<P1+5/?>T8.BHS/&Z[|+7L%9T$]!
MT^VVSWTM@@=0&@C4|46@I|NQ.D4[*|N;=>VQ[~IX/CD!@L=<1:P!A+VP"?KP>YN_8S#ZJO"<AJ&+_&NYSN^7I+KQIOPMP9/D@@<L1T#MTF14C2SV2UI35ONB8E
**** "BBB@ HHH MH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ M HHHH **** "BBB@ HHHH **** "BBB@ HHHH TM)_Y;?\!_K6E6;I/_ "V_
MX#_6M*LY;EK8****0PHHHHH **** "BBB@ HHHH **** M"BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH * M*** "BBB@ HHHH
**** "BBB@ HH) &2<"L#4M>P3#9D'L9?\/\ &@#5O-0M MK)X(28>2_J3\ MI_&N5HH] !!&1R**X^PU:>Q(7/F0]T)Z?3TKJ;6[AO(1)"V0>H'4:9D'S+]FE4E,#!D$%Z/+9C(7U@S*T>'H8JM"U@AAL8D$WB5CK5S<'(Q=
"O%_VB8LZ)HDW]RYD7RP7\U!_P#9:I)HHKR?+>@&K5<G-&U84Q-DRF#U*,GW+]-XR'-%+2Q0F#HB%)*$'(+;NDIV!U-Z>K<+8U@K-8J5HI5%"M!E)!F)GDK*(&G6A-_
B=/"WC;4L-2D.V"X0;4D8] 1DCGH&4X)XQ72@_(^A[=W4C<1_M4.FU*S#F5KG7T5X-XE\9?%CPC"?0 ?0!?#9GMA]:GOM[I!F*9X>MEW2I4Q>C1J(N(48[+7WT89GN'9
<16NF&.5 ZG,0R",C^*J]B[7NA<_D> MQT5YCX[K?!PWTG^*!MRW*0W0*!T&4D8X ./X5K)M=0^--Y:Z3HS,=Q4U,F08KP9_MSZ$9;FPPC?X9BSL2Q3OJQ6N
MC13(LB$F(94C(_BI*DVKW0^;H>R45XO<_$'XA>"IH)O&.A6TVFS2!#/;E0R^ MP*L1G&3@@9QUKV")TH5\@;SD!)IRKBH$68RH4^0QQ8#JVH%H^+M*8GEVF=NFO$FA
!1110 4444 %%%% !1110 4444 %%%% '->/O$=SX3\'7NLV MD,4TT!C"I+G:=SJIS@@]ZX/3_'GQ0U2P@OK+P;8S6TZ!XY!)@,I[\R5T?QH_ MY)9JO^]$ /^%]!!_P"C4K6^"^'_).- _Z\TK-
E3YK7U(=W*QPDWQ8\7^'62?Q5X,:"Q M=MGG0%EVGZG()]LC->KZ5JEGK>E6VI:?,K6X0/&X[CT/H0<@CL17*?%;5]* ML/ &K6U_/")KJW,=O Q!=W/W2%Z\'!SVQ5;X++VES:?
#.P^T!E\Z226-6&,(6 M./P/7\:)).-P*=Z4H_"BBBBL2PHHHHH **** "BBB@ HHHH ^;M7_ -+ &E8 M^^-2M_| QQ$_)KZ1KYMT<_VK^TC(\?*KJ4YS[1J_/\ X[7TE717^(^RO(SK25;8
CS'*_PZ#1YVI>Q-)_NX8?S(KK_/-'/X"\V/O$04_LZ!>.Q" $?@015SQ# MH=MXDWBNCW9(ANHRA8#)4]0P]P0#^%>,^'/%VL".1O#?BS3;B;2U3R8XACMB&-L#]:Y3PPFN^/_BO9^
!H[V&DVR[5>5C\ZA& VDCYB2W8 M8'KZU&+47SQMH)O71L&@"ZCC?;.N&'SG_+Y!'UC(KC_'MQ-M$^+O"9N4,^$O!MCI4DUWN53GT1Z+ /M_>+E
D3ZYKV;[#:?\^L'_?L4FXQ@@HM;ZAJW=' !@/PS\4\S5GH+ZQ=<?9&"EEVKG/ M_P@|^\<+OIDP;Y;#J|WTRXK<2-|^K>EV)+#LF\!^-I<K7=#
M,0W6F3JKO&H!"D@JWX.!_P!5+[@8P^,4*)Z+^(\P$%H^4)"ZP4!KB-GS$ MX5:M*<9H^R:)=/@(^4@9\+I3[:NA%UH):S.\3P$JL%N23*_N,>X1Y+X!_V(0^?IV5
M>G0N&\BWP23ZA54+G&2?(?1FE?H6%B*D@KZ@Z3"X@G:&\$E?*[X&Q:Q?1&_^Q9)-;+!@:G9>_Z&%2%P8>&A_8J^RP]XNA>>3=.]/=K?5B0Y/<)G0Q$=88K&/1,O?P
4444 %%%% !1110 4444 %%%% !1 M110 4444 %%%% !1110 4444 %%%% !1110 4444 %%% M% !1110 4444 %%%% !1110 4444
%0QS1,'1AV(KW[PYKL/ MB'1HKV+"N?EEC_N..H_J/8UU8JEROF6S.3"5N9JF5VM8&_=CAV'\1]/I6)110 4 M459M+&XO7*PID#JQX H K45L'PW=A'KQTW.TF7-\"8E
0<;V.!5Q_#EXJY5XF/H"1_2@#'HI\L,D$ICE4JXZCIZ@TR@D$?QJ\M@@6ZM|+%Y15/2?FQ]\Q8-HYV4U/^#|MLOG*^#YZ9&?ZUV.2J"Z,N'P4|Z(HMKL!1110 !1110

4444 %%%% !1110 5PWQ@LOMOPP MU< 9>$1S+[;9%S^F:[FLOQ)HUCPQJNFJ,M=6DL2_P"\5('ZXJH.TDQ-71YS
M^S]>^=X*OK0G+6]\Q'LK(I'ZAJ]:KY^_9XU/RM9UG2F/^O@2X4'U1MI_]#'Y M5] UI75JC)@_="BBO,?B1\6[3PJLFEZ08[O6<88]8[;_ 'O5O]G_0YQ@YNR
M*;2U9Z+=ZA96!A%Y=P6YGD$40ED"F1RL,K;PO*1G&= MJD_TKYLT'P-XU^)6H1ZWJ5Y-!;L0RWUT3G&?^62#''IC]Z^C;O3GN_#T^F3 M3F5YK5K=YG&-Q*;2Q]>M7.$8-
]Q1DWT/?@-IPO8=;\4W8$M_8W4< M!WQ]2X_[YKV.2:.$ RR(@/ +,!7CGP$U%;2VUKPQ=_NK^VNC/Y3'D\!'Q_NE M!G_>KT+QEX*TWQQIUO8ZG/=Q102^*^C+'_
(\+;_KDO\A2J12BFG=#B]7H>5_M"?\ (DZ=_P!A M%?\ T7)7IFB?\@#3O^O6+_T$5YG^T)_R).G?]A%?_1F:)_P @#3O^O6+_ M -!%.7*/S$OB9YM^T"_ ,B%8_\ 84C_
/14M=EH'B708_#FF1R:WIJNMI$& M5KM 00@X(S7&_M!_\B%8_P#84C_]%2T[2/@KX.O-%L+J:&\,LUO'(^+@@9*@ MG^=5:/LUS"UYG8A^,GC3P]-
X)N=&M=0M;V^NGCV);R"3RPKABQ(X' QZ\^E= MO\/M,N='\ Z+8W:,EQ';@NC=5+$MM/TSC*S]$^%'@_0;Q+RVTSSKF-MT6)23O=A1116104444 %%%% !1110 4444 %%%% !
M1110 4444 %%%% !1110!P/QH_Y)9JO^]!_Z-2N&*_!'1->*Z9JT^IZA'+ M=P+*Z1[-H)],K7HWQ1TB_P!=^'VHZ=IELUQ=RM$4B4@$XD4GJ0.@-:7@>PNM
M+\$:-8WL)AN8+54DC)!*L.W%;QJ.-/W7K>E+;Z]H]WC[-JUC-GIY=PC?R-9GC?PRG MBGPW/9@*+I/WMLY[..WT/0_7VKYEDC>&5XI4*2(Q5E88((Z@U SZ\!# $$$' MD$4M?
(T%WR'I$+5'8_DN:]+\/WWQ&O=K:A8:3:P'JUPK"0_158_KB@#O M*:[K'&TCG"J"2?0"B,.(U$C*SXY*C)^F37/^/=4&C>];OL[62T=$/H[C8O M_CS"FE=V!Z'B'P11M5^*%
[J4@Y2VFN"3_>=U'_LQKZ1KPS]G;3"(];U5A\I, M=M&?IEF_FE>YUMB'>H13^$*CGMX;J%H;B&.:)QADD4,I'N#4E%8%F1%X4\.0 M7'VB'0-
*CFSGS$LXPWY@9K7Z444VV]P(([*UAN'N(K:%)GSOD6,!FSR?Z5SU6[6\N]/.Z/*JW.UAPU %;=)')D%E<'KT(K1OM2BO=/AC= M7-RAY? P?
7O]*M+KT$X"WEFK#U&#^A_QJ+4=/MC9"_L2?*S\R^G;^= $NEJE MCIDVHNH9_NIG\OYUD7%U-=2%YI&8GUZ#*V'^?PFFW^$_\ ?7_UZP: -+2M M2DM;A(V..ZM6S!)T'IW%9=
'0:OBBB@ HHHH **** "BBB@ HHHH ^:M"_XH_\ :$:T/R027\D 7I\D MP.P?^/)7TK7SQ\>=)ETOQ=IOB&URAN8P"X_AEB(P?^^2O_?)KW#1M>MM4*6 MFO%U2"6U%Q(>R?
+EA^!!'X5T5O>C&9G#1M''_%GXA_\ "'Z4MAI[#^V+U#Y9 M_P">"="Y]^H'N">V#P?PG^%JZX%\2^)(FDM6;?;6\O\ R\'/WW]5ST'?OQUY M[1K6Z^+?Q5>XO PM&?SIES_J[="
$'N>!]237U%'&D4:QQHJ(@"JJC '0 5 M4W[*/(MWN)+F=WL*JJBA54*H& , "EHHKE-3S7QM\+I=7UI?$GAK4/[*UU2 M&9LE4E(&,DCE3V/!!'45D"\^-]I']G_LS3;P@8^T;H03[XWK]?
NU[#16JJNU MFKD\JZ'C-M\+/%'B[4(K_P"(&N%X8SE+*V8<>W "I[X!)]:]D1%CC6-!A5 M'H!3J*F+O#-G9:/ DT\5XLK*TBIA0CC.2?4BNWTR"2VT MFSMY1B2*!$89S@A0#5NBDY-
Q40MK%]5\6^$[6PT>!9KB.^29E:14 0 M1R G)/JPKLM'MY+/1+"VF 66&VCC< YPP4 U=HHQ'N#@_A2&?)U= MC\/(?#%WK0L_$,#N\I MW:4K%N_NL!@\]N<=L5SFLZ5Q&#^-=
[XC\$K>^"-+\3Z5%B5;*(WL*#[^% ,@'KQS^?KD]JL=.LM,@$ M%C:06T7]V&,*#^56J\Z^%OC5M=T\Z1?R%M0M$RCL>9HQQGZC@'UX/K7HM !7 MDWQ^U7[)X+M-.5L/?
70W#U1!D_\ CQ2O6:^;?B]>S>*_BE:>'[-MWVU7L M+*'3=.MK&W&(;:)88QZ*H 'Z"K%9SES2;*2LK!1114C"BBB@ HHHH **J3:G M909#W"9'93D_I5*3Q':+PB2O^ H
V**YYO$Q_@M0/J__P!:HCXEN,\018_& M@#IJ*YG_ (22Y_YXQ?K_ (T]?$TH^_;(?HQ% '1T5AQ^)83_*RWD7_=(/\ MA5R+6["7CSMA]'!'_P!:@#0HIL)-0T"?2DL6C
N6<2;TW="F,?]]&JWCWQ7J?AZ^LXK!H@LL99MZ;N M0<5K&C*5K=3*5:;WZ?J=W17#Z-XHU*]\!:EK$S1&[MV<(0F!PJD*%A:EP>,IVZG)4445Z1Y1-:W4UE=Q75O(8YHF#HP[$5[
M[X;UV'Q#HT5[%A9/NS1@_<<=1].X]C7SY72>#/$K>'=95I&)LI\).OH.S?4? MRS7/B*7/&ZW1TX:M[.5GLSW:BD1UD171@RL,A@<@CUI:\L]<**** "BBB@ H MHHHH **** "BBB@
HHKF_%EAXAOOLG]@WJVVS?YVY]N[.W;V/HWYU45=VO84I M6:G8^/-*TZ>^N-94PPKN;9+DXSCCY:AT6+QSKVG"^L]9Q$6*CS) M<'(_X#6WL-+\RL8?6-
>7E=SUFBN3\+.;XHLM0EDUS4$N+@[9 MKK*QE'E=KW-H2YE=JP4445)04444 %%%% !1110 4444 %%(-=U. MV,"0V]H J#.68[B"2?PZ5U55*+B[,F$U-70445Y5=7_B;5/"%_I&F:LT
21R M@D;"JH[< FJIT^>^NQ-2IR6TO<]5HKSS_A'/B!_T,5M_W]?_ .(JA?:MXY* M-'<:E)'=VA8 G"LN?3(85:HWT4D0Z_+K*+2/4J*I:1JD&LZ5;ZA;Y$%OXAP?
0]C0!PU%/FA>"9HI%VNIP13* "N@A\G6 M-,BMFE$=S#P,]\?+CTWFH: -72+^*%9+2Z_P!1+W/8T^;P_/NW6SI+$?NG=@UCU(DT ML8Q'*Z#_ &6(H V[33(],87=_*@*@'2H&=G;<[
M%CZDYIM '1S11:]:Q212JES&,,I_STJDGAZ]9L,8E'KNK*!*D%201T(J1KFX M92K3R$'J"YH U-7GABLX-/A<2&,Y=AZ_Y-8U%% &U>?\BQ9_]=/_ (JL6EW$ MC&3CTI*
"BBB@"6V@:YN8X5ZNP%=V !P!6%X?L"BF[D7!88C!]/6MV@ HH MHH **** "BBB@ HHHH **** ."^,.@_VY\.[UHTW7%B1=QX'.%SN_P#'"WY" MO(]!\:M;_[7=$$V+J&58HAG_EC,WS
?E)_WT*^EW19(VC=0R,"&5AD$'L:^ M._'/AV3PEXOU'21N%N'WP$_Q1-\R_7'0^X-=>'M);>_!-$7X7Z>4^\|LQ?Z^8P_D!7H585G>HRX? M"@HHHK,H**** "BBB@ HHHHH **** "BBB@
HHHHH **** "BBB@ HHHHH **** M "BBB@ HHHHH **** "BBB@ HHHHH **** "BBB@ HHHHH **** /,/B_X5^WZ: MFOVD>;BT7;< #
[T7K_P$_H3Z5T7PTF%S\.]*+8.$>,@^SL/Y5UO@W83^)OB9=^(;P;_ +-YEU(W4&:0 MD ?JQ_X#77?'WQ/]BT2U\.P28FOF\Z<](E/ /U;_P!!-=-\(?#'_"-^!;9Y MDVWFH?Z5-D<@$?
(OX+CCU)KHC[E)OJS-ZRMV.]HHHHKG- HHHH *BGN8;6/?- M(J+[]ZS=2UN.U)BM\22]">R_XFN:GGEN9#),Y=CW- &Y=>(^JVL7_W_ ,*Q M[B^N;H_OIG8>F<#\JKT4 %%%% !1110
4444 %%%% #DD>)MT;LC>JG!K4MM M?NX<"7$R^_!_.LFB@#LK/5K6\(57V2'^!^#^'K5ZO/ZU]/UV6WQ'<9EB]?XE M_P : .IHID,T<\2R1.&0]"*?0 4444 %%%% !1110 4444 %%%%
!1110 44 M44 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !111 M0 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% M!1110
5S==)7-U<29!1115$A1110 4444 >;_%3_(^M!_WY?YQU1^+7_(4T M[_KBW_H57OBI_P ?6@_[\O\ ..J/Q:_Y"FG?]<6_]"KOH_8^9Y]?_EY\B3PW M_P DFUO_ 'Y?_04KS>O2/#?_ "2;6_\ ?
E_]!2O-ZWI?%+U.>M\,/0**5$:1 MPB*68G ')KHK#0$11)=_,_7RP>!]?6IQ&*IX>-YOY'1@,MQ&.GRT5HMV]D< M_%#+.VV*-W/HHS5H:3?L,BV?\<"NP1%C4*BA5'0
8%.KQYYS._N17S/K*7"- M%+]][4;?E9?G*KUW]4;S2K6\!+)LD_OIP?Q]:UHYPF[5 M8V]#FQ7"4E'FPT[OL_\ /_@"45:OK":PEVR#*G[KCH:JU[,)QG%2B[H^1K4
M:E&;IU%9KH>J_#3Q/]H@_L.[?][$";9B?O)W7\.H]OI7HM?-5K%D^[-&/X"4?3N/8UP8JEROF6S._"5N9-O^1,U/_KD/_0A6=\,_^1.C M_P"NTG\ZT?&W_(F:G_UR_H0K.^&?_(G1_\
7:3^=;K^"_4YW_'7H=>S*B%F M("J,DGL*\Z3Q/XE\5ZC<0^&EAM;.$X-Q*H)/H3D'KCH!FO1) C1L) I0@A@W M3'?-<"WCG2-,N9;+P[HC71+986R"-&/3(
!)^N*5)7O978ZSM:\K+\2GJ5UX MJ\+P"^N[RVO;52-^U0P&>!GY58#Z5W&DZPFL^'HM3A79YD98KG.UAD$?F#7! M^(-=\5:IH%XLV@K96&P&9Y ?\ D0(O^VW_*$:TJ1]SF:5
M[]#.E+]YRINUNIRVF^-O%&L6O]GV"B?4WD+>8(U CC 'KQU)Y/\ 6NP\.76O M6.EW]QXJD55MSE&PN=H&2V._6N=^$D \O5;@XW$QH/8?,3_3\JW_ (D2
MR1>#+@)G$DD:MCTW9_H*=3E]I[-)"I_XJ'5?%/BWPU:R6>JK$\|H!MKQ$4@X(W \8/&>P-=AX(ACA\&Z: M(P,-%O..Y))-4/B7#')X.E=P-T4L;(3ZDX_D30H1]IRQM>& M[V?4?
#EC>7+!H8@SL !D_05R-UXKUWQ#K$VG>%HXTA@.'NW .>V><@]N"3 M6E93-;_"?S4SN&GOC';@C-YLW>H>./"J"\U&2WU*Q! DV ?+GW"@CZ\BNKFU"]USPQ%>
M^'9HH[B;:R&;&%Y^8'@\CD5RU]XC\57]A<6_]G:O2JG$N\[%8 M6-H7"O+='FC@^+FHO+(D:[H1N=@!VKU*O'O[MO'Q-U*QNWE2(R2/F(@-D? M4&BA:TK]@Q%[QMW/6/[2L?\
G]M_^_J_XUQGQ!\2Z7_PC]QID-Q%"XM'L=?.E:YIBI MJ:2;8I8&++N[*5Z9]#WX_&Z<*:]].B:E2H_$+1+A2CR%I M=IZ@,%;C8V)KG]Q'Z_>/Y9_2NGKR/XB:H=0\56^GQQ/<
M0V0&^*/J['!8<]L#VYJ*2]I5N_4NL_94K+T-O3_ J9?A<]H4_TJ=3>*,<[M^JC\5 'XFKOPTUC^T/#ILI&S-9-L]RAY7^H_"L]?B5>JH5?"MP !@ 2MQ_Y#
MKF_"^LG2_'7G/;/96U^Y1H7S\@8_+U X#8YQTS6KA.49&[^R@_P!;)'\@SC)!!_'&*X+P9XTLM!L#H^KPRV[0R-B0(3C)Y## MJ"#[5Z7>W]GIT FO;F*WB+;0\K!03Z<]^#6??Z!H?
B&)+BYM(;@2*&2=#AF4 MC@[EY(K&$TH\LUH=%2#<^:#U)[#7](U,@6>HVTS'H@K__%JO:?H" M18EN\._:,=!]?6MOI0 # ':BBB@ HHHH **** "BBB@ HHHH *CGN(;6
MWDN+B5(H8U+/)(P55 ZDD]!6;XA\2:5X6TM]1U:Z6&%>%7J\C?W5'/O MB;JOC:X: ;K324;,=HK??]&<_P 1]N@_4ZTJ,JC\B9343Z0\+>,=-\7_ -H2 M:5O>VLYA")F&!*
<9)4=VRWMA<6K@ M%)XFC;/HP(_K7A/PCU*/2O$NH&[D$5N+&1Y78X";"I)/T&ZO?&941G8@*HR2 M>PKXVU;598FN(H'*&Z!$N#_
2#C\2!5TX.??"'P=_PBWA%+BYBVZCJ.)Y\CE%_@3\ M (H&X!-5Z "BIC:3BU%R M8SY). V?PIUO8W-TA>"(NH."01UH KT5>_L?4/\ GV;\Q_C4<^G7=M(M$9)H2J M#C)(H
JT45+]FF^S?:=A\G=MW9[T 14444 %%%% %W3M1DL)LC+1M]]/7_Z] M=A#*D\2RQMN1AD&N"K;\/WICG-JY^23E?8T =+1110 4444 %%%% !1110 4 M444 %%%% !1110 4444
%%%% !1110 4444 %%%% !1110 4444 %%%% !11 M10 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% M !1110 4444 %%%% !7-
UTE#H1HT^GXOJPHK2T'26UK6(;,-L1LL[>BCK_A^-=5J6NZ/ MX=NVT[3='MYFA.V2609.[N,X)-3&%US-V05L4X5%2IQYI6OVLO-G!T5WZVFE M>,=&N9[.RCLM2MQRL8P#W&
<#D'!'3(K@*4X1B;*?"7"^@[-]1_+- M-O\ D3-3_P"N0_| 0A6=\,_^1.C_ .NTG\ZZR>"&YA:&XB26)QADD4,K?4&F MVUI;64(AM+>*"('.R) JY^@K13_=\GF9NG^\Y_(J:_!/=>'M1@M2W=4
Z MDE3Q^/2O/_AWXAT;1]/NK34)%M+LS%B\BGYEP!C..,$'@^M>HUEWOAS1M0G, M]WIMM+,>KE.3]3WJH3BHN,MF34IR+K;5])N=*T19+QF7?<2HAV MQQK\Q.?
PZ]*TOA[*LG@0J&!,;RJ1Z'K_%KJK;3+"R@>"ULK>&)QATCC"ANW M('7\:6UT^RL8GBM+.WMXW.66*)4#W 'W '--U(\G(D*-*7/SR?0X+X2_\ 'AJ?
M_75/Y&NS\0Z2NMZ#=Z>3M:5/D;T8'*_J!5JTT^RT]66RL[>V5SEA#$J_7 J M+6;F[L]'NKFQA6:YB3>D; D-CJ,#GIFIE/FJX=, M_"OM_,A7 M2:/XI\/>)=/5I,33(KR,D-
'=!=OL5+UD>.];TR\TVWT'0_)GDEF5BMJ 4'H! MC@DDCIZ5TQ2]I=QU_ Y9-^RLI:?CZ'4^&K5+[P!9VDA(2>T,3$>C @_SKCO" MVN?\(1J-YH6MJ\4!DWI,$) /3=CJ5(
Z>GY>C:)8MINAV-D^-\,"H^.FX#G] MM;?A,ZS)H4->1V5LETV=TRQ*'.>N6QFE"?*FNZ'4IN3B^S+5K(/XOJO\ +Z5W](RAU*L 5(P01P12IS<)] MO"VFPC/V@9Y; X;_@6/SS6)\,
[.6^U'4_$%U\TDCF-6/=F.Y_\ V7\Z[I-! MT>-)$32;%5D&UPML@##.<'CGD _A5JVM+:RA$-I;Q01 YV1(%7/T%:.I%*2B MMS-4I-Q6K[)"/[C=#^#8_[ZKT"HYX(;F%H9XDE
MB<89)%#*P]P:SISY)*1I5ASP<3CGC/COX=Q[&'VT 'D_\M4X.?J,_P#?58?A MGQT?#]LNBZ]:SQFV.Q) OS*/1E/IV([8XKTFTL;2PC,=G:P6R,=Q6&,("?7 MJ.^TG3M3 %]96]Q@8!DC!
(^AZBM%4CK%K0R=*>DD]?S.9N?B;X>AB+0O<3OC MA4B(R?]<5D>"[*^UWQ7<^*[R PPMN\D?WB1M&/4!>,^OXUV$$/A/0+>421Z1: M[AT+1[L?G6P %4*H &
!VH=2$4U!;C5.G22GM)<-M'_?(R3^8JXTY2V0 MTFSTNBNO"KWXC^);W(6[2V4_PP1@?JTDS,/R)K58: M3W97(SZ*EN[:W_UUQ%'C^^X'\ZK_-M:5_T$[/\ [_K_ (U\Z+4JU?U9=Q\A
M]#C6-+/34K/_+_K_C5F.>&89BE23_=8&OG1:E0X.12^K+N'(?11&1@]*S;O M0[2Y)95,+^J=/RKQJUUG4[7'D:A=1@=EE;'Y9K=L_'FN6V!)-%<*.TL8_F,&
MI>'ET8N1G87'A^[BR8MLR^QP'?R-9LL$L!Q+$Z'_:7%3V'Q%M)B%OK22]WC. M]?RX/\ZZJSU&QU.(M:7,4ZXY"GD?4=1^-8RA*Z.-(M=8:QC+=1S7A^^^*ACE(Z%/
%J1')45U!\.6>?]]9./^#_"C_A&+%_:/^FL4K1"2T%WR_G3T&X/#M(Y?I7]H1M0<7N2*M:J) MIN"1;PQ32P^>^E!0%^=*OB7*0-V@13=;N&ZU'@O\ 2;*-SSL.0^*G'^@8"\OR
MTG0/')$,!A_GMVJ[4%%$>'3UPI@>^(UPUS*7/]U.!^I!_*:EH$W6]]A+UF2>2W%/4*2X,M-Q]CZ]H,5=0GR!<3K+"'%&E=O57&PL@[IOT&PT)QPDK7J?(L+4&&!X
H/?MYC9_!SQWKUR]WJ$4=L\ MS;WFOKC+L3U)"[FS]:Z*=);U'8SE)[1..\2^*-6\6:JVH:M$+^/3%U=-0U%1FY2&+:D'HN2268]>@QQZ\9&M:%J7A^
MZBMM4MGMYI8$G5&Z[&&1^/4$=B"*[XN-E8P=^I[;^SJV=+UY?2:$_FK?X5[9 M7AW[.;$VWB)<\|!['A>64>=5L%9X0. MLJ=63Z\9'OQWKF/@=X]-Q#_PB>IR_OH06L7<\LHY,?
U'4>V1V%>V5\]?%[P5 M=>&=>3QCH2O%;O,))C%_R[SYR']@Q_7ZBJI-3C[.7R%)6?,CZ%HKC?ASX\MO M'&@B4[(]3MP%NX!V/9U_V3^G(^O95A*+B[,M.^H4444AA1110 4444
%%%% M!1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 % M%%% !1110 4444 %%%% !114-U=06-I+=74J0P0H7DD M&_NHW;,!--&;>!
<\L[C"'T&3^%>&_"/P0_B[Q(=5U",MIEBX=\CB:7JJ?0< M$^V!WH\3ZYJOQ@\=6^EZ1&ZV,3%;9&R B?Q3/Z?_*AUZ_1/ASP_8^%]"MM) MT] L,*\MCYI&
[LWN372_W,+?:9G\;\C5HHHHKF- HHHH YGQ'-NNXX0>$3/XG M_P#4*Q:TM=S_ &M+GT7'Y5FT %%%% !1110!VEZL%UFQEX:1-R'W%VTD9PZJ2#^-%]&FJZ;_%3_CZT'_?E_G'5'XM?
\A33O\ KBW_*%5[XJ?\?6@_P"_ M+_..J/Q:_P"0HW_ %Q;_P!"KOH_8^9Y]?\ Y>?(D\-\DFUO_?E_P#04KS>O2/#?_ "2;6_\ ?
M.C+VEC,.Y=U^9UM%%%?*GZF3VE[=6$QFM)Y(9"-I9#@XP]T7.X:U;%ED8I8H8XT[RFQ]:5;R6WE3+UZB"9KLZ_"#Y!O_
DA3_50@*/ZGWK(IU))VC'9$X2A.'-5J_%+?RML@K-UU=VDRG^Z5/ZX_K6 ME67X@D":85SR[@?U_I6N#3>(A;NC/-FE@:W-_*_R.4HHHHK[_)"6UN9K.ZBN
M;>0QS1,'1AV(KW_PWKD?B#1(;Y%VN?DE3^ZXZ=_P :*T;2;C6]5@L+8?/M(W+'HB]V/T%?0&F:=;Z3IT%C:KMBA7:/4]R?J/\>&R740A@=WWGQ7^/G^LM4$=O:UO[N#NJ5:$YFQPTQ@W7L7=8#MNJG0)Q@
**** "BBB@ HHHH **** "BBB@ HHHH Y^_P#!/A[4+1W)7U'^P(O2X6/3%^8E*[F3U"<(7[0[X?F>0V/E*7J@QQ?5@9[P[+=9T.&HT6A0)*H5G46HD;X[K_0*SA+#2.TUZ^B*MP-Z1+%?.2D++
"BBB@ HHHH **** "BBB@ HHHH *** M* "BBB@ HHHH **** "BBB@ HHHH **** -+2?\ EM_P'^M:59ND_P#+;_@/ M]:TJSEN6M@HHHI#"BBB@ HHHH **** "BBB@ HHHH ****
"BBB@ HHHH ** M** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHK MD?&OCFV\+6X@B"SZE(,QPD\(/[S>WMWII-NR!*YMZUK^F^'[,W.HW*Q*?N(.
M7<^BCO7DGB+XHZKJC-#I>=/M>FY3F5A[M_#^'YUQFI:I>ZQ?27E_*W+)!3A313A5 2K4 MJU$M2K2&2K4JU$M2K0(E6I5J):E6D(E6K$$TD$BR0R/'(O1D."/QJNM2K2 [M/1_'-
S;E8M24W$73S%P'']#7=V=[;:A;K/:S++&>X[>Q'8UXLM:.F:E=:7UD*M_$I^ZP]"*PG13U1+B>P45EZ)KEOK5MO3Y)E_P!9$3R/<>HK4KE::E:C::=F9LFE9GVMTF:2$15*<4XXN[$*G4&H@T6NN
K2?;%>19:UN<\'DW<0/V>[1Y'JI_A;]1QD$5TM1K:K21%W#?8^H**Y3P?\/K?\ (&OO^O3_FR2>_,1$A>QB>!?%$6KL5RW*A/UIFESI\=!5ZFFLW=!Y'8$VPQ'\1FIQW*$\$\+%R0H*EWG4A@1BM+
MOH^;6M,MM(&K3WT$5@4$N'<*I4C5T8FC8I=!F-D;1!LFJZO7<<>UYQ6W'-OIB>#ZR7&FZ2X9W.$KO(1)J*C^2UTQAFQ@8_N\-U^'7DH99$V\KNX@=!,)OCX!+?2^+T(_G?
#8N=P4_P!Z3U/^ MS^?I1&FH+FJ?<;.3>D2I\)?AC+>7(V<^:^>V0.7IC M/3?2'#PG_ &UX576+:/-YI!+DM(V<^:^>V0.7IC
9NM)SYQ\BM8\+_9R8!_$B]R+8_\ HW_&O=J\F%7AP7CZ7CXZ\7:0P/D!8 M);=S_'$2^T_AD@^X->LTZ[3FV@AI$*@O+.WU"SFL[N%)K>9PY]9"DD;C(93U!J>B:BEB4
J_P<\|=0:GI;N^GR;,"*=,)_[?=C4SS_\)=+^#*+%$+?Z=O2LG8N<>$&4OL%=$[V(0V9KD&*&B*H=ES+#RR^(^L,+<;CO;<;A^/3%QA:NXA]IQ0&BLEL9:I%<$)X2MT]L33
=''9A^G4<5U*U96?Q+\3+X'Y'U#17/^$?&.E>,M)6^TV8 M;U $]NQ_>0MZ$>GH>AKH*YFFG9FJ=PHJIJES-9:7=75O#Y\L$;2"+.#)M&=H M]SC]ZAT/7-
/\1Z1!JFF3B:VF7(/=3W5AV([BBSM<#1HHHI %%%% !1110 4 M444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !11 M10 4444 %%%,EFCMX7FFD2.*-2SN[
H'4DGH '.ZQHSNP55&2Q. !7SK\3 M_B%<>-=3C\+>&A)-9&4(S1=;N3/ '^P#^9Y["G_$GXF77B^]'A?PJ)9+.5Q&
M\D0.^[;^ZHZ[/Y_3KZ'\,OAE;^#+,7]^J3ZW,OSN.5@!_@3W]3WZ=.O3&*I+ MGEOT1FWS:(T?AOX!M_ ^A['V2ZI<@-=3CU[(O^R/U//H!VE%%<\I.3NRTK:(M*****0PHHHHH YKQ)
5N8IP.&7:3[C_P#76)7;:C9B^LWB_BZH?0UQ3HT;E'!# M*<$$'M0 E%%%% !1110!N>)?!\ CX@_W#_.J6DWYL;H;C^Y?AQ_6JL/[14T M/JW@G&KTJH'7+E$<#'W"_;P,0V1%%6,7 QC<*0
/.D2_>=@!3*WO#UB2YO)!P.(_<]S0!T*L$J$4@4M M%%% !1110 4444 %%%% !1110 4444 %%%% !1110 444 M4 %%%% !1110 4444 %%%% !1110 4444 %%%%
!1110 4444 %%%% !1110 M 4444 %%%% !1110 4444 %%%% !1110 4444 %?7_P"7GR)/#?\| R2;6_P#?E_| 04KSJ&1H9DE7 M[R,&'X5Z+X;_ .23:W_OR_| H*5YO6U-)N:??\ D^AT?
@UM-AUG[5J4\<:0+NB#]"^>#^'/Z5TVL1^%M;O/M-WKTN0, M*B2*%0>P*UYO16,:MH\MC6M@?:5O;*3M;2QW'J]A>"_^@Y/_ -%@-%P_\-B8*:_J:I?-4V?R%0#HV&7
M[5U'^T[J/-/G-9\@M(Y+UOEM:&*\$5@K9@CHBOJ4/:YH2.E0XK,W"(^#!X6_D48G#C+#VR]K)O2Q%'HWJ]PB3U8RQ2$28MAR4BN^>4(/^ML!:)DZR
MSL9UAN9%C*R.Y4#!!/(!/0&K/AZPN=,T&UL[R59;B)2'=6+ \D]3@]Z7*N6] MQ\SYK6T-.BBBI*#"BBB@ HHHH ***P/&.M7]@S^9;VT5#-O5%+C(&>^*J,7)V M0MI244Y/8
>^&]/NKF0R32PAG!;F>7QGKR232.BL^U68#] MYVJE3NI>1#JI./F>C4445YF)'_I!7"4T5@D5B7)K4UM57KD@!GQ4SV5SEAPWCN, +0+FV<[;FGPF0[H9[ZQK8]!Q[I\10EMM.K\64PG0
+;_@/]:TJS?=)_P"6H:6&7QZ)OL@&R;3T1!NGM]L<6NIO@Y)8 (^[U4 1U^T*F$TH0B3C MBWE?_.CFSP,L,O'U4O6Y$ZWAS_4IDAG]BTBWJ!W&+*X>LBPEIY:]J+[OK:)?F
"TCPM%XC\3+),L[8M[9">>N. 1DG!/)QBIH_%7@BZD\BY\++!"W!DC5= MP]^,'\C4>T[*X7. %.%=7XT*V^A&UO]-F,VF7@S&2X(Y%7[+2-/?
MX4W>IM:1F]23"S8^8#S%'\B:KVBLGW"YQ2U*M1+7<_#[2K'4QJGVVUCG\J)2 MF\?=/S?X54I\@2:+R6;8W3(Q6]>:OX/LK^YL
MW\/L7@E:)F4#!*DCCYO:H<[.R0F^APJU*M=SI]/Z^K@MBi21]D9@8$<7^G?%=E0QEG&ZHQ02LSGK8BT3[=XE4N+SXYTIQ8YZ&=-Z+:K5Y[:V76P1=>]
M+Z6/Y997DQSW'U'L!4>K:+IMSH@U01E7MN4:AK#47?DU8N^&Q-9YAI^XGKT9?;*Y)YLDCQY8DBUHBU7ZF5#XBJAMRXIV;?Q:I+&ND@&48E)LP?Q4/N1E[YVE6OL=;FT5T2ZW9+C%C
049_.G?\+]\80?NY=/TC>.OF6\H/Y>8*/JT^E@]HCZ2HKYP?]H3Q.44 M)IFD!_XB8B?&_BHS\6_B3JY*:?9A&/3['I'I2'GI]][=1]6GU#VB/J.L#Q3X
MCT;1M)NX]1U.UMI9(75(GD&]B00,+U/Y5X2=,^,7BKY+@ZO'$WWA+(+1,>Z_M+GZ8J]9?358X)K[6M7MHO*1I3';JTK,0,X+''UYIJE"+]Z0G-M:(XBKMCH
ME_XRU;3=$_M800@LL2W,C&./JQVKTW'GCC)[U2I\4LD$J2Q.R2(P964X*D<@ MBO6E'F5CQ*?S-3444 %%%% !6?K6B:=XATN73=4MDN+:4%SRB%,]!]8QM"O.1%
;T2YEDT_=A+E1G)_U.AX'KW@+ MXIZ3XRACM9F2RU@##6SMQ(?6,GK].H]^M=S<6\-U;R6]Q$DL,BE7C=0RL#U! M!ZBO#??'7P/DA=]4\'ELJ=[6#/\RDU=*G&JK3T?U!X,,3
#*R=MR@X]\8B/MH^#??C9J&B2#2?%\$J]Q+M=$V+\-3[<;<8=8M>CUZ>!)*0L(T\J%+%ZJ8&S5Z4<^K/V)MC@VP@&R>N85'97C\D3JC%*Y:0!3L^X6/XG4%*R8^B-0E#'NMG\$JH+
+U2RUK3(-1T^X2>UG7='(O?V/H1T([5.1#D,#6 M-6DZ;\BXRYD6****R*"BBB@ HHHH ***K7>HV5;VNI=6%W1K9UN1+1L8]"Z:?K:_%5\P\O5T7X?L6YKGJ[=*LV^ZE<JS?T<?TJFS&TY4BH(K
M>R^^Q5'ZG/Z5:IS?0=F=U17FTOQ M;A'^G;Z2=1O=:_U'Y@E^S$DV@&U2@X9U2]_I@$>Y%KIWG;&I^B(JAU[;6L*9FW'Y5J!8J@3,Q/ELMHE88T+YHC47@<5=MJ4T*ZGS8U*
3K8GV9A5F'XIRC_7:2 MC>Z3D?S4TO83[!RL])HKA)TB MI/:H"F8>\+D+1R^QWF 4RJ#3@0N)IAGJ2?*(8Q5)R)[RR#ZN;4)/HF5P5QQ9
Q'HUU@0ZG;$GH&D"D_@<5I*P9ORD$'H0:AIK<0M% M%%(HHHH **** "BBB@ HI&8*I9B H&23T%>8>,OC9F&MG!@V9(3PT13+3&+77/AKF$:H/Y5Q$/3B.V0W=OSCI1@N;Y</-11C)4P,JO_IX$4ZPV&#1)

[KOB#2_#6FO?ZM>1VUNO +=7/HHZD^PKYZ|4^- M_$/Q5UI-!T"UFCT]F^2V4X:0 _?E/0 =<=![G%1:-X4|8?%S5O[5U6ZDCL,D M?:YEPBKG[L2<9_#CCDYKW[PIX.T;P=IWV32K,:S
>;._,DI'=C_0<#TKH]RC MYR(UGZ&#\//AAIW@FW%U,4N]9=<27./EC!ZK&#T'OU/MTKO:**YY2QPWUKF+JSGLY-DT97T/8_0T 04444 %%%% !1110 4444 % M%%% !1110
44JJSL%4$L>@ ZUN:?H#/B2|RJ]HQU/U]* *>EZ6]_)N;*P*?F M;U]A76HBQHJ(H55& !VH1%C0(BA5 P !P*=0 4444 %%%% !1110 4444 %% M%% !1110 4444 %%%% !1110 4444
%%%% !1110 4444 %%%% !1110 444 M4 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 M 4444 %%%% !1110 5S==)7-U<29!1115$A1110 4444 >;_
!4_X^M!_P!^ M7^<=4?BU_P A33O^N+?^A5>^*G_'UH/^_+_..J/Q:_Y"FG?]<6_]"KOH_8^9 MY]?_)>?(D|-_P#))M;_ -^7_P!!2O-Z](|-_P#))M;_ -^7_P!!2O-ZWI?%
M+U.>M\,/0*O6.JW%CA5(>+^XW]/2J-%74IPJ1Y9JZ)H8BKAYJI2E9^1U<&O6 M>(7<%+5"@_OMU_*L.BM:.5T*;N]?4YL5Q+C:|>6+4%Y;_ '_Y
M6%9F=BS$ECR2>])117HGS[=]67]%TFXUS58+"V'SR'YFQPB]V/TKZ TW3K?2 M=.@L;5-L,*[1ZGU)]R>:YOP#X8_L/2OM5RF+ZZ 9\]8T[+_4^_TKKZ\S$U>>
M5ELCU<+1Y(|SW84445S'4%%%% !1110 4444 %%%% !65XBUN+P_HLU_(N]E M^6-,XWN>@_SZ5JUY_P#%AG&B6*C.PW!)^H4X_F:TI14H,SK3<(.2*6EZ1XJ
M|66PU6ZUZ:PBE.88XMP! Z':I&!Z'DU@>-&URS6VTC695N1"QE@NN|BGC!/M MCOS]>*]?T=431+!8_N"VC"_3:*X?XM(ATW37.-XF<#Z$#/| (5T4JMZMK:'-
M6I6I.5]3>|8WEQ8^!YKBTF>&95BVNAP1EE!YJ?PM=W%UX*M+JXF>6=HG+2.< ML2"W>J/CO_DGUQ_NP_| H:U8|'?|B!9?]<'_ /0FK*R]E?S-;OVUO+]3@M!U
M7Q5XBMWTFQOIO-WF66[DE(*)@ +NZCG)XY/YUW/AZTU+PSI-_-X@U,W,41WH M3(7"H!V+-?P 8_UKH/B([IX)O=@X9HPQ]!O'_P!:
MM:KO4]FEH945:E[5N[LSFK%_$_CR6:ZBU%M+TQ7*((B03[<8+>Y)QZ4M^GBC MP*8[W^TWU33MX619B>,^Q)*Y]0>OZP>&F\;1^'[4:1#:&Q(8QEBF3|QSG)]<
MU;U*S^(&K:=-8W=K9M!, & 9 >#GU]15/25KKE[$+6/-:7-W_KH=PNM63:#_ M &R),VGD^=D=<8Z?7MCUK@;!_%'CR6:ZCU)M+TU'**(B1D^G!!;@|DG'I[3W
M^G:CH_PCN+&|01RQR $*P;"&4'J/D+K$. MIN=-E6+;:X.TD|ANN._I7HTB1NH$JHPSP& /-D:G;V=G?S:O)-926WR6A!PF<8[XXQZ=ZR_/| R._B#_>D M_P#1E=AX0_Y%#2O^O=:X_P
_P#([^(/]Z3_ -&4^9OGO_6I/*HNG;^M"==5 MU'1/B=]@O+V>6PO#^Y21R54/]W /HPVUZ#)(D4;2.P5$!9B>P%<)|4-,9]-M M=7@R)K.0!F'4*3P?P;'YT_Q3XF63X=Q7<3 2ZDBQ
#MG[_| (C|:3A[11:ZZ M%QG[-S3Z:C? VHZEK^M:IJD]U.;!6*00%CL!)R./90/SKO*PO!VD_P!C>%[. MW9=LSKYLOKN;G!^@P/PK=K*JTYNVQK1BU!7W"BBBLS0**** "BBB@ HHHH *
M*** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH TM)_Y;?| ?ZU MI5FZ3_RV_P" _P!:TJSEN6M@HHHI#"BBB@ HHHH **** "BBB@ HHHH **** M "BBB@ HHHH ****
"BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH M**** "BBB@#Y6U*Y:|U:|NG.YIIWD)]U:QUJ^M'&&AN)(R/HQ%5 M17H+8V)!3A313A5(#U'1=0T/Q=X0M?#VK7@L;RT($,C,
&QD @G@|'!'Y52O MOA1K$ +V-U;7B=0,^6Q_ |?K61XF|''P_I>G:A#>&|M[MYZ@G| MJR-.UO5-*8&QO[B YVHYVGZKT-9)/>#%;L6]6DURUCBTG5FN8X[?'EP2_=4 M#
(!'8]^:]#|+:5+K?PLGTZ"1(Y)IF 9|X&'4]OI57Q'='7_A;9ZOJ$2K?)(MCA<;OF*G'L0,_45%8?|)%;[_KK_ .U%I2?-%='<3U1$/A1JH_Y?[+_Q[_"N MG|)^$KOPS'J+W-Q!*)X@%|K/&,]T?
*&M]#2|(^$M4M=9AO[^'[- M!!EOG898X(Z |=>]96LZY(_BJ|U'3IVCR=B2+W4 +G|<5G7?B'5]1C,5UJ$T MD9ZIG:I^H'6JMO#)
<3)#"A>21@JJ.I)JE%WYI!;JR4M+=W+.VZ2:5R3@9+,3 M_C7<7<0|-^!VL)V'VV]?<8|YV],_D !]338+;3_!%HMQ=A+G6)%S'&#Q'_A]
M>_;O7)WVH7.IWCW5U(7D;|@/0#L*GXWIL&Y&M2K42U*M:#)5K5T"4PZY9,#@ MF4+^?']:REK6|/1&;7;)0.D@?_OGG^E3+9@]CU&BBBN Q"BBB@ HHHH **** M "@@$8/(HHH
CCMX(23%#&A/!*J!4E%% !5/5O| D#7W_7O)_P"@FKE4]6_Y M U]_U[R?^@FG'<4MCY-HHHKZ ^<-_P '^)I_"NOPW|>YH#|EQ$/XXSU_$=1[
MBOIFTNH+ZTANK:19()D#QNO1@1D&OD>O5_A%XP^SS_| ".7TG[J4EK-F/W6Z ME/QZCWSZUQ8RCS+G6Z._!U^5|CV9[/1117EGJA1110 4444 %%%% !116/XA
M|4:/X6L#>:O>QVZ'.Q#R|A]%7J?|YII-NR S?%GP]|/>,8RVHV@2[QA;R#"R MCTR?XA['-?,WC7PNO@[6I=+AUFVU!&Y80,0R8Z"1>@;VR?PKJO&WQJUCQ!YE
MGHN_2]..065OW|H]V'W1[#|S7FD%K"69NXC0L?TKOH4YQ7O,YYR3V(M:]'^%WQ,F|'7PT_4'>71)W^8=3;L?XU'IZC|1SUY:U|$>*KW'V?P[JC]&-J
MX7|R,5M6OP@|=70!&AM&I[RSQI^A;/Z5K-P:M)DKF3NCZNM[B&ZMX[BWE26& M50Z2(;*-I66ITIW-&F2RQP1M)+(L<:C+,YP!^-
M>4ZY|7)I"T.B6@B7I]HN!EOP7H/QS]*X#4M;U/6)/,U"^FN#G(#M|H^B]!^% M:1H2>^A:@SVK5/B3X=TXLD=R]Y(/X;9=P_[Z.!^1-^+_$&H9%QJUSM/58V|L'|%Q6.S,[%F8LQZDG)
M-,%.%:I);%(44X4T4X50#Q3Q3!3Q0,<*>*8*>*0APIXI@IXH >*>*8*>* '" MK=K?7=FV;6ZFA/| TS/R."/UKS<4X5FZ4'T$XH]MT_6M.U0?Z'=QR-_LDT@11^)XKS7Q-|<_#FC[X-
)5]6N1QF,[(0? M=R.?P!'O7GUI|(/'GBFX6[U^|^SY_COK@S28]E!./H2*]&|-?!#PSHI2;40^ MKW*|YG&V('VC'7_@1-:|E*'Q._H9WD]D>676N?$'XLW)M+2&46!;#16P,=NO
M^^YZ_0D^PKT;P?| S2-(|N[U]UU2|'/DX(@0_3J_P"/'M7JL$$-M"D,$211 M(,*D:A54>@ Z5)2E7;5HZ(:@MWJ-CC2*-8XT5$0!551@ #L!3J**P+"BBB@ MHHHHH **** "BBB@ HHHH
*;)&DJ%)$5U/4,,BG44 8MWX=AD):V1_] M:L>XTB]M|[H2Z_WD^85V5% 'GY!!P>M%=W+;03_ZV%'JV4&J4FA6#](F0_[+ M'^M
'(T5TK>&K<_Y@FFNY8#"A0!%!SDY[UTU%6JDE:SV(E2A*]UN:&EU*|5R6 M)D*C*Y '3|*P/^%36'_03N?^^%KT.BJ5::O9DNA3=DUL>>?|*FL/^@G<_P#? M"T?
|*FL/^@G<_P#?"UZ'13^L5.Y/U:EV///^%36'_03N?^^%J&Z^%=C;VDTP MU*X)CC9P"B|X&:])JMJ7_(+N_P#KB_| Z"::Q%2^X/#4K;'S=1117JGC!7<_ M#KPQ_:FH?
VI=)FTM6^0$<22=1^ Z_E[URVBZ1<:YJT%A;#YI#|S8X1>['Z5] M ;;I]OI6G06-JFV&%=J^I]2?6/*MV=F$H||N9[(M4445YIZ@4444 M %%%% !1110 4444 %%%% !6%XNT'_A(=
ELT($ZD2PD]-X['Z@D?C6[151D MXNZ%**DFF>:Z#X|&@V2Z/X@L[J*XM1Y:.J9)4= 02/H",@USWC36[OQ((-02 MUE@TJ)C% 9."['DG]!ZXKV::V@N,>=!')CIO0"YU(% ' K>-:,991M8
'M@|#IDG%>DRPQ3ILEC21>NUU!%)%!# NV&)(P M>R*!_*M/:P;YG'4S]C-+D4M/Q,:/0);CP@=&U&[DN)Y(2LD[N6.|G(.3R0#C M|JXO0/$MQX(#Z'K]G.L2,6@DC /!/..F5SDY'K^7J-
,EABG3;-$DB]<.H(_6 MHC4T:DKIERI:IQ=FCS#7]?G|>20:+H=I-]G|P/--(N /3.,X4=>>M=%XNT5T M^'QT^RC:4VB1X '+!< G'TR:ZV.*.%-D4:(OHJX%/INK9KE6B$J-T^9W;."| M!>+[:
[M[+06MY$N8HBH?(VMM_7.*I> ?^1W|0?[TG_HRO1UBC5BRQJ&/4@)1J4:'[/?KN)["0<,/Q&#^)K@A7T MWXDT"V|2Z)-IUS|N[YHY ,F-QT8?YZ$U|XZH5WHNIS6%[&8YXFP?
1AV(]0: MZZ,[JQI%W*PIPIHIPK=%'<>&O'ITS3/[(U>R74=-Z*K8+(/3G@CT';UK377/ MAQ$3/'X?NVE/2-QD9^AD(Q7G IXJ?9INX61U'BGQ?<>)## D"VMA!_JK=#[8 MR?
PX'I5FU|4VL/@"X|/F"8W$K[A(,;!|X;USVKDA3A56R;8| M9R<>M4]1NEOM6O+M%*I/.|JANH#,3S^=4%J5:7*KW"Q*M;_A;5K31=4-Y=P2 M2XC*QA,95CCGGVR/QK
6I5HDKJS$SO+CQ1X9O;AI[C1H96^|[$G]:J7VK^ M')[":*TT=X9V7"2$#Y3^=7'[D]3_)]:YG2=-GU6^2VA'7EWQPB]R:]4L[2*QM(K:$8CC7]_>L*T[*Q
M,GT)Z***Y3,***I:IJ^GZ+;+0|%B"OY8-9'_"?^%/^@Y:?F?|*:A)[(3G%;LZ2BJ: M:M82Z2=42ZC:Q$9E||?=VCJ?T-8__"?^%/| H.6GYG_"A0D]D#G%;LZ2BN;_ M .$_|*?]!RT_,_X4?
|)_X4_Z#EI^9_PI^SGV8O:P[HZ2BN;_ .$_|*?]!RT_ M,_X4?|)_X4_Z#EI^9_PH]G/LP]K#NCI*IZM_R!K[_KWD_P#036/_ ,)_X4_Z M#EI^9_PJMJ7COPO+I=W''K5JSO"ZJ
3R2IQVIJG.^S$ZD+;H^;J***]T^?"G M1R/#*DL;E)$(964X((Z$4VB@9]*> O%J>*] 621@+^WQ'8_0;F.![#BNDHIIM;!8R;7PMX>L.T13^8%:B(L:!$4*HZ!1@ M"G44-M[@%5Z_M--
M'NKVXC@@0?,[G _^N?:L#Q;XVT_PM;E&(GOW&8[93S] M6/8?SKP_7?$FI^([SS]0N"P'W(EX2,>P_KUK2%)RUZ%*-SN_$?Q9FFWVV@1> M2G3[5,N6/^ZO0?
4Y^@KS:YNKB]N'N+J:2:9SEI)&+$_B:A%**ZX04=C1)(<* M44@I15C'"G"FBG"@!PIPIHIPI@**<*:*<*8#Q3Q3!3Q0,<*>*8*>*0APIXI@ MIXH >*>*8*>* '"GBF"GBD(>*<*:*
<*!CQ3Q3!3Q2$.%;&D>(=0T=@()=T.> M89.5_#T_"L<4|4FD]&!ZIHOBFQU(J2""#@UU MVA>,9K8I;ZD6E@Z"7JZ_7U'ZUS3HVUB0X]CT"BF0S1W$2RPNKQN,JRG((I]< MY 4444
%%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% M!1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 % M%%% !1110 4444 %%%% !1110
4444 %%%% !1110 4444 %%%% !1110 44 M44 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !111 M0 5S==)7-U<29!1115$A1110 4444 %%%% !1110 4444
%5M2_Y!=W_ -<7 M_P#035FJVI?|@N[_ .N+_P#H)IK<3V/FZBBNZ^'/AC^T]0_M6[CS:6S?NU(X MDD_P'7ZXKV)S4(|S/#IP&/["TG[3LX5]0:EI=EJ]FUI?VR3P-U5QT/J#U!]Q7E?
B'X375NS3Z%+]HBZ_9Y6 *DNK*ZL+AK>|MY8)EZI(I4_K48KH19(*<*:*<* MH"5:E6HEJ5:0R5:E6HEJ5:!$JU*M1+4JTA$JU*M1+5VRL;J_F$5I!),_H@SC
MZ^E)@,6M;1]%N]8G"0)B,'YY6'RK_P#7]JZ+1_ 9&V759/?R(S_-O\/SKM8(M(K:%%88(UCC48"J, 5SSK):1)"U[UX#_Y(_)_UQNOYM7@M>AA_CGZGG8GX*?H>^Z;_ M ,D,?_L%S_R:O
J]]TW_)(8_P#V"Y_Y-7@5&%WGZABMH>@4445UG&%%%% ! M14L5M//_ *J&&1QJI-6!I%6_ [WYBLY5J<7:4DOF=%/"8BHKTX-KR392HJV
M^F7L8RUM)_P$9_E55E93A@01V(IQJ0G|+N14H5:6E2+7JK"44459D%>J_"+Q MA]EN?^$H]_K7E5.1WBD62-BCJ0RLIP01T(K.K352+
MBS6E4=.2DCZ|HKD_A_XM7Q5H"M,P_M"VQ'[": MG%204445)04444 %%%% !7 ^/?B F@(VFZ8Z2:FP^=^H@'OZMZ#|3[V?B%XT M7PUI_P!DLW!U2X7Y._E+_?/OZ?|
UJ|%>1YI&DD=GD*8*>*0AXIPIHIPH&/%/%,%/%(0X4|4P4|4 /%/%,%/%(#:T+Q!<:-.!D MR6K'YXL_J/0UZ7:W4-[;)<6|@>-QD$5XX*V?#^N2Z/=C)+6KG]XG]1[UC5I|
MVJW)E&YZA13(I8YXDEBJ+V7^I]_I76UT8BKSRLMD#?$5IGS=(N3CKY:^9_Z#FOH&BME MB)+V_^NM+B/']^,C^8J-:^E**KZSY#YSYP7DU>@TZ^G_U5E<2? M[D3'^E?0-
%+ZSY"YSQ2U|):]F$_P#0B*W;/XPN=G+6'@+2+0AI_-NG']]L+^0_J37206|%K$(K>&.*,=% M10H_2I:*R!5[[IO_"0Q_P#L%S_R M:O J,+O/U#%;0] HHK2TG3#?
2%Y,B!>I_O'TK>K5C2@YSV1GA<-5Q554:2NV M0V.FSW[?(-L8ZNW3_P"O71VFC6EJ 2GFO_>?G]*O1QI$@2-0JJ, #M3J^:Q6 M85:SM%9VNV@/N]2$HOZ84445YY[H5'-
;PW"[9HUOL:]C!YI*+Y*VJ[GR>;<-4YQ=7"*TOY>C].S_]#D**R :0 |&4C^@('XFKA'FE8:5V<+J6I76KZE/?WDADGF M;*8* M>*0AXIPIHIPH&/%/%,%/%(0X4|4P4|4 /%/%,%/%
(!PIPIHIPH Z_P &ZP8I MO[-G?]V_,)/|+=Q^/|_K7<5XY&[1NKH2K*<@CL:]5TB_&I:7!O./C5_P B;9_]A!/_ $7)6V'_ (L3#$_P MI#_ ?_)'Y/| KC=?S:O!:]Z|!_|)'Y/^N-U_-J|%KT,/|<_4|
[$_!3]#WW3 M?^2&/_V"Y_Y-7@5>^Z;_ ,D,?_L%S_R:O J,+O/U#%;0]">TMFN[J.!."QY/ MH.YKM(84MX5BC7"*, 5B^'+8!);DCDG8O]?Z5O5XN:XASJ^S6T?S/N>&, J.
M&]O)>]/|NGW[_<%%%/BB::9(D&7=@JCW->6?3-V-'1_#^H:Y*5M(AL4X>5SA M%_'^@KK(OAH-@|[5#O[A(>!^9KHKF6W|(>%OW2!O)0*HQ]^0]S^/)KR^||0: MM?3-+-?
SY)R%1RJK] .!72XTZ:M)79X=.OB|;)RHR4(+3:[9TE_|.+N&,O8W MB7!'/ENNPGZ')'|JXV:"6VF>&:-HY4.&1A@@UUGA/Q9?0:E!97L[W%M.XC!D M.YD8| @GM[5J?
$;2XS;0:FB@2*_E2$#[P()!/TQC|:4H0E#GAT-*.*Q%#$$+# MXEI|VS/.Z***YSV##U^P#Q?:XQ|R|/[CUKG*[UT62-D895A@CVKAKB$V]Q)" M>J,1]:^BRG$.<'2ET_(_/^*< J5:.(@M)
[^O_!_0CI4=HW5T8JRG(8'!!]:2 MBO7/E3Z0^'WBY?%6@J9F']HVN([A?[WH_P!#_,&NNKY;|*^(KCPOKT&HP99 M=LT0/^LC/4?
U'N!7TY87UOJ5A!>VD@DMYT#HP[@UX^*H^SE=;,]G"U_:1L]T M6****YCJ*]_=I8:?WDUU.V^:9VD=O5B9M8#;G..I'H:S!7J?P9_UNL_[L/| [/4SERQ;0-V1R@^' M_BG_*!$O_?
Q/|:9+X&|30)N?1[@C_8PY_($U//X]|4)K=1@Y:*6)<-^((_.E^||A:G+21202M%-&|6BKA+F5QIW-+2M#U+6Y)$T MZT>X:(OM(&T'IU-5[NSN-/NY;6ZB,4|1VNC=0:]+T&4^#?AP=7*#
[5>S(Z] M>ZYX'_?(8_C5'XH:;&|]CK]KAH+R,([#H3C*G|5_]!J8U+RMT$GJ>>BKEAIU MYJ=P(+*VEGEZ[8US@>I]*IBO6OM7_"%?#?#:QNM/A0W5X(V:5AG#.I;)]< 8%7
M.3C:V[&W8Y(?#SQ/Y>_^SUS_ '?/CS_Z%6)?:;>Z7/Y%]:RV|F,@.N,CU'K6 MD/&_B3S?,_M:;=G.,+C|L8KM;?6;/QEX+NH=6DMH;^#.QF8+EP,JP!/?H14. M4XZRV"
[6YY@*>*8*>*U&.%7]/TF_U2398VDLY!P2B|#ZGH*F|.:.^NZU!8J2 MJ-|TC#^%!U_P_&NX|2^*8_#8&AZ#%%"T2C?(!D1D]@#U;U)S6|T^[TZ;R;RVD@D[!UQGZ>M7D|7:^LOF#5
M)]WH2"/RZ5VNE:M;^--!NK#5A%'A!Z_7WJ7*<=9;"NUN<%INE M7NJRO'8V[3.B[F (&!^-:0|'>(/^@;)_WVO^-4-.U6_T2YE:QG$4C#8Y"JX(M!]P16_I'C#7KK6;&WFO]T4MQ&CKY*#
(+ $<+3DY]+6!W*(|'Z_|] V3_OM? M|:AO/#VJZ=;&XN[-HH@0"Q93U^AKL?&WB#5-(U.WAL;KRHWAW,/+5LG<1W!K MD;[Q+J^IVIMKR[|RDKY:#D>X%*$IR2>E@3;)
(/"^M7$$<|5@[1R*'1MR|@ MC(/6I1X2UW_H'O|]]+_ (UU^IZE=Z7X%TNXLI?*E,<"[MH;@I[@^EO M_P#/_P#^08__ (FIC*F7VGX^UVDL(/0LO!_'I5<5Z'X9UIO$EM
M=:=J<:2L$SN"XW*>.1V(..17!WEN;._N+8G/DRM'GUP<549-MI[C3(Q3Q3!3 MQ5C'"G"FBG"@!XKL?]V1+AA_CGZGG8GX*?H>^ MZ;_R0Q_P#7]JJ]TW_DAC_]@N?
^35X%1A=Y^H8K:'H=CI$?EZ5 /4;O MS.:O56T[_D&VV/| GFO|JLU|M7;=63?=GZK@HJ.&IQ72*_(*?%*|,R2QL5D1 M@RL.Q'(-,HK(ZFKFG?>
(=5U*T%K>7;2PA@^TJHY'N!FLRBK6G:==:I>):VD1 M>1OR4>I/84[N3[F:C3HQ=DHK[B_X6TZ34O$-I&@RD;B60^BJ<_KP/QKM?B+= MI%HL%KG]Y-,&
_V5'/ZD5H:;IVG^#M%DFGE&[&9IB.7/90/Y"O--=UF;7-3> M[E&U/NQQY^XO85TO]U3Y7NSQ:;>/QBJQ^"&WFS,HHHKE/>"N3UZ/9JCG^^H;
M^G]*ZRN7|1_|A%/^N0_F:]/*6UB/DSYSBF*> N^DE^ID4445],?FX5ZA|)/& M/V&]_P"$>OI,6UPV;9F/W)#__1OY_6O+Z#80.]Z@/_'R]>%U[|5[8S^!9W
)|B:.0_GM_P#9J|"KJH_":QV%%.%- M%.%;%#A3A313A0 X5ZG|&?| 6ZS_ +L/_L]>6"O4_@S_ *W6?]V'_P!GJ*OP M,4MATGPE@EG9AXDCR[$A1;]3T_UE.'POTC1W2[UK7U-
HKAX]*F2FE>XG< MS_'WBZSUI+;2M*!_L^U.=^W =@,#:/0 G|ZY?1--?6-:M-/CR#/(%)'9>Y_ M9-:/C+PP_AC6C"NYK.;+V[GN.ZGW'^![UT_PITQ%FOM=N,+#;(8T8] <98_@ M,?| ?
55=1IWB/1+0;|4]207ECHEOA8;2(.RCH"1A1^"C_P >K3|. >+?AK=: M0Y#75G|L6>O'S1_U7Z"JD_Q)T6XG>67PQ%,['F20H6;ZY6M+PYX_TFZUB"Q@ MT2.P^U-L|U"HYYV@@*,||?
C6;4E!*VPM;'DV"#@C!'4&O0_#'C336T5="|1P M![51M24IN7;V# K+V_#-H([>U3+GIJ][H3NCR|4|5U/A_Q):>%K_5(S8_ M:XI90L9W@;0I;U!ZY'Y5O-|3+%E(_L/&1C_6+_|
$U3E*^B'=]B/X50JUYJ4 MYQN2-$'K@DD_^@BN,U.9[C5[R:0G>|[L<^Y-=)|-M22S|026LC!5NX]JDG^, M<@?EFL[Q=H|ND>(;D,A$$[F6%NQ!.M.;G%-K8'='#W%M+9W4MM, LL3E'
.<$'!J[H' M_(PZ9_U]Q?| H8H|0_| (RZG_P!?4G_H1HT#_D8=,_Z^XO| T,53=XW'T.F^ M)'_(9M/^O?|]F-<<*['XD?|AFT_Z]__ &8UQPJ:7P(4=CU*]TFYUGP1IEK: ME!((H7^N<7P!K!
(!>U'N9#_ (5M:W=7%IX!TN2VGEAD|N ;HW*G M&SID5Q7]M:JPPVIWI![&=O| &LJ:E;1B5SN]+TRV|&V%Q>WURCSNN J|9Q_" MN>22:|_GG:YNI9W^]*Y<_4G-
1R32SOOED>1O[SL2:!6L8V=WN-(>*>*8*>*H M8X4X4T4X4 /%7]'.-9L?^OB/_P!"%4!6IX?B,NO6:@=) WY<_P!*F6S$>H44 M45P&04444 %%%% !1110 4444 %%%% !1110 4444
%%%% !1110 4444 %% M%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 444 M4 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 M
4444 %%%% !1110 4444 %%%% !1110 4444 %!5[M[IO_"0Q_P#L%S_R:O J,+O/U#%;0]#K]$E|S2HO5,J?S_PQ6A7.>';K9-); M,>'^9?J.OZ?RKHZ^=Q])T|1)=]?
O/TG),2L1@:R@,TJ+N(!"F5_%'H!NX%=B@Z4;I79|W/$1Q]5QG-1IKS2;,G7=?N]>N_-G.R)?| 5PJ?E0?U M/O6370?|(3XB_P"@?_Y&C_| BJJZAX:U?2[4W-Y:>5""%+>8CL MDSVZ-
;"Q2ITI1|DFC)HHHK,Z@KD-;E|S59<=%POZ5U5Q.MM;R3/]U!GZUP|C MM+(TC'+,22?>O9R>DW.53MH?(<6XE*E##K=N_P EI^OX#:***^@/@PKTSX3> M#O[2U#^WKV+-
I:MBW5AQ)*._T7^>/0UQ7AGP_<^)M=M]-MLC>=TLF.(T'5O| M]R*^G=.T^VTK3K>PLXQ';P($1?;W]^YKCQ=;DCR+=G=@Z'/+G>R+5%%%>4>L M9VOZ<-6|/ZA88R9X'1?]
['RG||5|ND$$@C!'4&OK.OGKXD:%_8GBZ=HTVVUY M_I$6.@)/S#_OK/X$5O0EK8N#Z'(BG"FBG"NHL<*<*:*<* '"N|^&OB;2_#DF MI'4YFBXC>V,MG&
[/3ZBN#%**)14E9@U=$TS![B1U^ZSDC|Z(Y'BD62-BCH M0RLIP01T(J,4HIC/3M4|7:%XI|&I:ZK,T&JHNY6$+$"0=|@=&[CMGVJJ_BC2 M=/| AN-$TV=WOID"S'RV4
L>BG"H5)"Y4.%212/#*DL;%71@RL. MH(Z&HQ3A6HST'QGXFT7Q+X>LWCE9=4AVL8S&V/F WKG&.N#^%)X:|>6T&E#1 MM?MCF_9_AG*_GBX9%ZF/,P'Y8
MS^51:IXVTK3=*DTOPM:F%7R&N-I7&>,C/)..YZ5YT*>*7LEU;8BK;_[W>;]H?;_<)F_EC-+=>.-,TNU-IX=L%3/_"T=-JY]<=6/UKSP
M4|5/LEU;8N4GFGENKB2>9R|LC%W8]R>2:M:3/':ZQ8W$IQ'%<1NY S@!@35 M4|5HUI89U'C/6++6=2MYK*0NB0[&)4KSDGO7."FBG"IC'E5D"5CL=9U[3[SP M?8:?!*S7,*Q!U*$
;4P>?K7*"F"GBE&*CH@2L.%/%,%/%4 |4|4P4|4@'"G" MFBG"@!XKJ?!-MYFIS7!'$,>!]3_]8&N6%>E^&-/^P:-'N&)9OWC_ (]!^595 M96B3)Z&S1117&9A1110 4444 %%%% !1110
4444 %%%% !1110 4444 %%% M% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 M %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%%
!1110 M4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1 M110 5S==)7-U<29!1115$A1110 4444 %%%% !1110 4444 %4]4U2ST:PDO M+V41PI^;'L .YI-
5U6TT;3Y+V]E"1)^;'L .YKPWQ-XFN_$NH&:8E+=,B& ' MA!_4^IK>C1=1^1A7KJDO,]XL[RWO[2*ZM95E@E7O"_"'B^X|-7?ER M;I=/E;][%W4_WE]_YU[;9WEO?
VD5U:RK+!*NY'7H12K473?D.A755>9/1116 M)L%%%% !1110 4444 %%%% !1110 4444 %%%% !1110 M 4444 %%%% !1110 4444 %%%% !1110 4444 %%%%
!1110 4444 %%%% ! M1110 4444 %%%% !1110 4444 %%%% !1110!I:3_P MO^_UK2K-TG_);? M|!_K6E6O./C5_R)MG_ -A!/_1^Z;_R0Q_| L%S_ ,FKP*C"[S]0Q6T/0?%*|,JRQG#*
<@UV=C>1 MWULLJ=>C+_=-<35JQOI+"?S$Y4|,IZ$5GC|']8A>/Q+;_(]'(|V> J|L_@EO MY>?^9VM7M'U'^R=5@OO)$QBR0A. <@C^M9-I>0WL/F0MGU4]1]:L5|NXRIRL
M]&C])C*GB*5XN|9+[T=Y_P ++F_Z!WJ=SC_ +*P?|GXO_,[S_A9JZTJ!K>U;+GAI!V^GO3H8>=>?+!%8 M['4<%2=6J_1=7Y(KZ]J(F?[+$V40_.1W/I^%8E%%?6T*$:%-0B?EF.QE3&5Y
M5JF[_!=@I54LP5022< #O25Z?|)?!_| :%]_;]]'FUMFQ;*P^_(/XOHO|_I5 M5*BIQA!0BHH****DH*Y;Q[X8'B;Q;P|<2@WUOF6V/J>Z_B/UQ74T4T[MZ8 ^32I5B MK
A@<$'M2BO4_BAX)|H/$.FQ?(QS>1*/NG_)Z >GK^?K7E@KNA)25T:IW' M"G"FBG"J&.%**04HIC'"E%(*44P'"G"FBG"@!PIPIHIPI@**<*:*<*8#Q3Q3 M!3Q0,<*>*8*>*0APIXI@IXH
>*>*8*>* '"GBF"GBD(>*<*:*<*!CQ3Q3!3Q M2$.%/%,%/% #Q3Q3!3Q2 <*<*:*M6%E-J%Y';6ZY=S^ 'RA(D_-CV '8>)O M$UWXEU S3$I;ID0P |(/ZGU-
8E%%>I&*BK(|B4G)W85TWA#Q?<>&KORY-TNG MRM^]B[J?[R^_|ZYFBE**DK,(3<'S1/I.SO+>_M(KJUE66"5=R.O0BIZ|+|(> M+
[CPU=^7)NET^5OWL7=3_>7W_G7MMG>6]_:175K*LL$J[D=>A%>76HNF_(]B MA755>9/1116)L%%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 M %%%% !1110 4444
%%%% !1110 4444 %%%% !1110 4444 %%%% !1110 M4444 %%%% !1110 4444 %%%% !1110 4444 %%%% &EI/| RV_X#_6M*LW2 M?^6W_?
ZUI5G+O./C5_R)MG_V$$_]%R5MA_XL3#$_PI#_'_ M ,D?D_ZXW7|VKP6O>O ?_)'Y/^N-U_-J|%KT,/| '/U/.Q/P4_0]]TW_)(8 M_P#V"Y_Y-7@5>^Z;_P D,?| [!<_|FKP*C"

[S]0Q6T/0****ZSC)()Y;:020 MN48=Q6[:>(U("W49!_OIT_*N>HKFKX2E7^-:]^IZ&"S3%8)_N9:=MU]QVT6H M6DP_=W$9]B<'|C5D'(R*X"BO.EDT;^[/\/| ACZ*GQ?42_>4DWY.WZ,
[QY8X MAF21$_WF JC<:W90 XD|UO1!G]>EI2I0I1Y8*R/FL3BJV)G[2M)R8444JJSN$12S M,< 9)-:'.;'A;P[<^*->@TVWRJM|TTF.(XQU/| 0>Y%?3FGV%MI>GP6-I&(M[>!
B*.P']:YCX>>$5|+:"#.@_M&Z >X/]WT3\/YDUV%>1BJWM)66R/:PM#V M<;O=A1117*=04444 %%%% ".BR(R.H96&"I&01Z5XG|0/A|VC/)JNDQEM/8Y MEB7DP'U_W?
Y5[;2$!@00"#P0>]7";B[H:=CY1%.%>L^-?A@)/,U+P]&%;[TE MD. ?=/3_ '?R]*|I>-X96CD1D=3AE88(/H179":DKHT3N(*44@I15E#A2BD% M**8#A3A313A0 X4X4T4X4P%%.%-
%.%,!XIXI@IXH&.%/%,%/%(0X4|4P4|4 M/%/%,%/% #A3Q3!3Q2$/%.%-%.% QXIXI@IXI"'"GBF"GB@!XIXI@K4TC1;O M6+C9 F(P?GE8?*O_ -?VJ6TM6!7L[.>^N4M[>,O(YX [>Y]J]-
T/0X-&M=JX M>XU2Z3HUKH]MY=NN7/WY6^|Q_P]JT*Y*E7FT6QG*5PHHHK(D*** M* "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH M **** "BBB@
HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ MHHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "B MBB@ HHHH **** "BBB@ HHHH ****
"BBB@ HHHH **** "BBB@ KFZZ2N;J MXDR"BBBJ)"BBB@ HHHH **** "J6JZK::-I\E[>RA(D_-CV 'W<=C9RW M,BR.L8SMC0LS>P ZFO%O$UWXA|2Z@9IM,O4MTR(8!
^$'Y$']3ZFL2KW]B:K_T#+W_ ,!V_P *K3V| M]K+Y=Q#)#)C.V12I_(UZD>5*T3R)Q=U/]Y??^=<_;VES=L5MK>69E&2(D+$#|*L?V)JO_ $#+W_P';_"H MFHR7+(T@Y1?-
$^A;.|M[^TBNK6598)5W(Z]"*GKQGPAJFN^&KORY-,OY=/E; M][%Y#94_WEXZ_P Z]CAE2>%)4SL=0PR"#CW!Y%>75I>S?D>O1J^TCV8^BBBL MC4**** "BBB@ HHHH ****
"BBN;|6>);OP]]D^RZ:U[Y^_=M)&S;MQT!ZY_ M2JC%R=D*4E%79TE%>:O|3=3B0O)X==$'5F=@!_X[21?$_49TWQ>'FD3IN21B
M/_0:U^KU.QC]:I=_P9Z717)^%O%M[K^H2VUSI+V:)$9 [%CDY QR!ZUUE92B MXNS-834U=!1114E!1110 4444 %%%% !1110 45E:?XAT_5-3NK&SD,KVH!D M<#YJ"BBBD,****
"BBB@ HHHH **** "BBB@ HHHH * M*** "BBB@ HHHH **** "BBB@ HHHH **** -+2?^6W_ '^M:59ND_|MO| M@/| 6M*LY;EK8****0PHHHH **** "BBB@ HHHH **** "BBB@
HHHH **** M "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH M**** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ K MSCXU?
|B;9_| 803_ -%R5Z/5+5-(T_6K9;;4K2.YA5Q(J2#@, 1G|B?SK2E- M0FI/H9U8.<'%=3B/ ?| R1^3_KC=?S:O!:^L;32+"PTTZ=:VL<5F0P,*CY<- MU_/)K(_X0#PI_P! .T_(_P"-=-
+%1A*3:W9RU<+*<8I/9&%IO_)#'_[!<_| M)J\"KZR32;"+23I:6L:V)C,7D#[NT]1^IK'_ .$ |*?] .T_(_XT4<3&#E=; ML*V%E44;/9'S+17TU_P@'A3_ * =I^1_QH_X0#PI_P! .T_(_P"-
;_7H=F8? M4)]T?,M%?37_ @'A3_H!VGY'_&C_A /"G_0#M/R/^-'UZ'9A]0GW1|RT5]- M?|(!X4_Z =I^1_QJMJ7@3PO%I=W)'HMJKI"[*0#P0IQWH6.@^C$|!-=4?-U% M%%=IPA1110
5ZC|)/!_VZ|_X2&]CS;V[8M58??D'5OHO|_I7$^%/#EQXHUZ# M3H! B(.P%<6+K1;L[L'0 MYY<[V18HHHKRSU@HHHH **** "BBB@ HKS;QQ|8M'|*32:?8Q_VEJ:$J|:-B M.$^C-
W/L/Q(KS#_A,OBGXY,O*GV>] PMS&/F^C#^(?Y!%>(CX5_$[5,O?7;JS_ 'OM6I%S MZ\[2U;7A+X2^,=&|6:7J5]>6CVMM<+)*JW3L2H] 5YJO9QCJI@IN^QF^(?!N
ML>&W+7=OYEMG"W,7S(?KZ'ZU@"OJET61&1U#*PP5(R"*X37_ (6Z3J;//IS' M3[@\[4&8F/| N]OP_*JA76TC=3[GB8I16_KG@O7/#Y9KJT,EN/| EXA^=/Q[
MC|0*P!70FGJBAPIPIHIPIC'"G"FBG"F HIPIHIPI@/%/%,%/% QPIXI@IXI" M'"GBF"GB@!XIXI@IXH <*>*8*>*0AXIPIHIPH&/%/%,%3V]O-O*_| A3'Q M_W MD-];;^G[N]
<'^0K.RJ*|I6,93=]CZ2HKYI?1/C#X7'F0R:O)%'T$-R+E?^_> M6_| 0:U?#_QYU?3KK['XITX3JK;7EA3RID]#]/EI/#NUXNXO:+J?0-%9N MAZ]IGB33$U'2;M+FV?CWLH2)/S8]@!W-
_M(KJUE66"5=R.O0BKE!Q2;V9$:D9-Q6Z)Z***@L*** M* "BBB@ HHHH ****,#QM_R)FI_]V M[B6!X_,1AW&,UY_XR|9^'=6T&XL+=Y+F9L&)Q"0$8$'.6P?4<5L^ F9O $.2 M3@3
>PW-6E2FN12M8SIU6YN'-?0J_P#"S]-_LHWAM)A(93&D&X9; !+9[#D5 ML^%?%4?BBUGF2SDMC P5MS!E.?0__6[BN(^%>E6]U>7U]/"LC6X18MPR 6R2 M?KP/SKL/'-
U_97A"^>V58I)R(RR#&2V 3QWV@BG4A!2]G%:DTJE1P]I)Z=BA MJ/Q(LH;UK33+&?4I5)!,1PI/L<$GZXI$^)FG?8;B2>SN(+N'!^S.0"X) X/M MG.#BKGP^TJWT_P
+6UPD8|^Z'FR/CD||#Z 8_6L_XGZ1;SZ$-3$8%S;NJEP. M61CC!_$C'X^M"5)SY+?,&ZRI^TO|CKM)U%-6TJVOXXVC6=-X5CDBL+7O'FFZ
M+=FRBCDO;P'#10]%/H3Z^PS1HMX=.^&D-XN-|%BTBY]0#C]:XOP-KNA:1]KO M]6G8ZE-(<.8FI.<=22<_2E&DFY.U[="IUFE%7M?]=);?$RV%TD.JZ7=:> M'Z.WS >Y&
+_"FN:)OO]C:MJ=S_9US<_:#G9$.4^8GG|Z]F1M|:O@C< <'M7F_PW_Y M&37O][_V=J]*I8EKGT0|*GR:L*YWQ%XSTSPZX@EWSW;#(@BZ@=MQ[?SKH78(MC.QPJC)/M7C?
A;7])3Q%?:WK|I-RYS!F,O@DG)X'& !4TJ?-=M7L56JN%HI MVN=.GQ-CBE0:CHEY:0N>)"<|>N"!^E=O9WEOJ%I%=6LJRP2C$=3L9;.ZN'DAE4JP-
NWYCCK[UF?"J_=H]2TXREX8F62+/;.0?Y+5SIW@YH.<]>U===:EX3| M;VL5G-?!7#AD5CY4@/H"PYS[9JI4XQWC==R(U9RU4DGV.Q5@RAE(((R".]<;
MJGQ&T^TO39Z?:S:E,IPWDG"Y]CR3^6*N^*I?[!\"7,=HSCRH4MXB6^8 D+U] M0#53X;Z5!9^&(;T1C[3=EF=R.=H8@#/IQG|:SC&*BYRUZ&LYSWZV-_:3Z=
<.0JB;E"!)I##+$^1*B@MM[K].A_"FZ_X8@UO1K:RN[^>-+8!C(-OSD+CU2:>O8PV^)@F9SIV@WMW$IY?./Y UH:!X^T_6[|6$D$UG=L2%23D M,1VSZ_45,OBOPKHEG%9QZE
(X%"*L(+]/]T$5P6N:YIVM>.=*O=+61"LL2R. MR;=[!^#^7'-:QIQG=E>)O$$]*@T MCPY9PQ(%=XEDE;'+.PR<_GCZ"H2A&FI-79HY5)5'"+LBEX>|<:=KUR;,QR6E
MZ,_N9OXL=0#W/MQ72NZQHSNP5%&69C@ >IKS;XFVBZ=?:9KEH!%=>9M9U&-Q M7!4GWZBM7XAZO)%X,B,#;#?,B'!YV%2Q'Z ?C0Z2DXN/4%5<5)3W0V|^)5H+ MMK?2M-
N=29>K)|H/TX)Q^%6]#|?Z=J]|+&>&6QNV.U4FZ,?3/K[$5C^%O%?A M70="M[43LMP4#7#"!B6<]><?F3|CUNBL_0;UM1T"PO)#F2:!&_TK.K45.+DS2E3=22BCO?
A]X17PKH*B91_:%SA[EO[OHGT'|R:ZZBBO M$G)SDY,]Z$%"*B@HHHJ2@HHHH **** "O,/C)X|D|+Z+'I6FRE-3OU/[Q3|T M,70L/0GH#[$]J]/KYENH_P#A8?
QY>VG.^S%X8B.WD0@Y'MN"G|6K:A%.5WLB M)NRLCIOA5|);:YLH/$7B6#SS-B2ULY/N[>SR#OGJ!TQUSG]RCCCAB6*)%2- M!A548 'H!2JJHH50%4# &
!2U$ZCF[LJ,4D%%%%0,**** "NHCG&QOID9!_2N M/U'POK>D9-[ILZ(.LBKO3_OIKF,!O^^AS7.WGPN\/7))@^TVI](Y=P_P#'L_SK58B/4I31XL*<*],N?A$1
MDVNK@^BRP_U!_I63/|+M?A/[M[.8=MDI'|P*U5:#ZCYD<8*>*Z*7P!XFAZZ: M7'JDJ'^N:JGPGX@1L'2+O/M&3_*GSQ?4=T9(IXK1/AS7%)!T;4./2V<_TI1X M=UO_ * ^H?|
@*_^%/F7<+F>*>*TD|,ZZXR-(O1]8&'|Q5F'P?X@FQMTNHMC[1?6T0_V SG^0 MJ75@NHN9'%"GBO2;;X9V*8^TW]Q+Z^6H3/YYK:M/!N@VF"M@LK#O,2^?P/'Z
M5#KP6Q/,CR."":YD$<$4DKGHJ*6/Y"NAL/!&M7F&>%;9#WF;!_(9->JPV|-N MFR"&.)/[J*%'Z5)64L0^B$YG'Z=|/K"WP]]-)BL93E+=DMMA1114B"BBB@ KG?
%7@C0O&%FT.IV:&8+B.ZC M&V6,^S=Q['(KHJ*:;3N@:N?+]EC*1D$?A7FWQR|.QZKX';4T0?:M,<2*V.3&Q M"N/U#?| :/@7KCZIX#-E,^Z33IVA7/7RR-R_J6'T KHJ?
O(*IUZFC1=1^1A7KJDO,/$WB:[|2 MZ@9IB4MTR(8 >$']3ZFNP^$?^MU?_=B_]GKS2NS| >)=.|.R:@=0:11.(PFQ M-W3=G^8KNK0_=.,4>=0G^^4IL]GHKC_^%F>'/^>MQ_WY-
'_"S/#G_/6X_P"_ M)KS_ &-3L>G[>G_,CL*|5^)G_(XR?]<8_P"5=]#|1=!N)TAA:Z>1R%51"
-7+3>BW9Y=I_@[6 M=057|@01MR'G.W].OZ5L)|.+@K|^HQ ^@C)_K7H5%>%5XAQDW>#45Z?YW/2I MY)A8JTKOY_Y'F5U\/]5A0M!+!M> MY55O].M-
3MC;W<*R(>F1RI]0>QKHPO$E:,K5US+RT?| D8XC(J4E>B[/SV.1 M^$W_ "&;_P#Z]Q_Z$*]9KRS1!;> -SN8ML$J)DDYS@^AKH_^%F>' M/^>MQ_WY->_*2Q%JM+6+/,I_N%
[.KHT=A17'_P#"S/#G_/6X_P"_)H_X69X< M_P">MQ_WY-+V-3L7[>G_ #(X_P"*W_(T6W_7DG_H;UE^$/%]QX:N_+DW2Z?* MW[V+NI_O+[_SIWCO7++Q!KD-W8,[1);+&=Z[3N#,?
ZBN7KT:<+TE&2/,J5&J MKE!GTG9WEO?VD5U:RK+!*NY'7H14]>%^$/%]QX:N_+DW2Z?*W[V+NI_O+[_S MKVVSO+>_M(KJUE66"5=R.O0BO/K473?D>E0KJJO,GHHHK$V"BBB@
HHHH ** M** ,#QM_R)FI_P#7(?| H0K.^&?_ ")T?_7:3^==']VFQZOI5Q83.Z1SKM9D MQDRY>MS)P?M5+I8DUV[FL- U"[MMQ^^AMW=/8@'G|.M>>_#_P .:7KMG=:EJ8-
Y=>>5*2.>. =Q'?2]5O-/#]4C.<#T!R#CZYJJ4THN-[>9%6$G-2M M=+H+XW71M!|*W-M;6MI;W-T!'&D4:JS<@D|X;<4R,94>ON9C*Y&#C M]J&I_| 75/Y&NE|;:9)JOA.|@A7=,@$
MJ#UVG)'UQFI?#7A>U\,0W$5M/-*)F#,9<<8'; K2U+4(=+T^:]N _DPC<^P9 M.,XZ4ISO5YHE4Z=J/),YCX=ZW;7_ (=@L?-47=J"C1D|E<|,!Z8./PJA|3M; MM8]'&DQRJ]S-
(K.BG.Q1SS^..*D_X0WPUXKC75].EGMTE8DB'"C<#S|I'!SZ M5D>,?#>B^%_#'E6RL]YGV;ZA'*67[1 I9EQ@J,C M.00>/>NY|+6[VOA73(G!#BW0D'MD9Q^M9>O>
=,UN|:]226SNVY:2+&&/J1Z M_3%0JBO*+>YHZ,&1NRCCO3_!][:: MEH[7EGI$6FQ/(1LC50'Q_%P![C|*QH/AE:/<))]J6J7E\J=$8[1],Y)Q],5VT
M$$5K;QP01K'%&H5$48"@=JB;BHV3NRX1FY7:LCSCX=,L?BG7HF8!RQP,|G#G M->EUQ6L?#73=4U*6]CN9K5IF+R(H#*6/4C/3-=A;0_9[6&#>7|M%3<>IP,9H
MK2C)|R8J$907+)#W19$9&&58$$>U>3>"+?3;'Q!J&AZ[9VKW!8"$W,2M|PSD M D=P01ZXKUNN<|1>"],|1R">;?!= 8|Z+&6';<#U_G12FDG%[,=:FY-2CNBQ
M>Z1X:T^SEN[K2M,CAB776G:!!8>5A,Q!!YIZ[(M,|:"ZM+O3XE>$|07&)"R^H!'&#Q^58/CKP?H6FZ'-J-JO MV2X5E"1JY*R$D C!]LGCTKIW=^$Z(YV@^Q.2]7OAOJL%YX7ALA(/M-
H65T)YVEB0<>G./PKKHHHX(DBB M14C0!551@ #H!7'ZI|.=.O+YKRQNI].F8Y80|KGN0."/SQ4J<9)QEIK2N D4F3|O<|$>P_&N5^(NJ:@^CZ-;7 ^SB[0R MW"+G&X;?E]>,_P JZ'2?
A[I]A?K?7ES/J%RA!0S?=!'0X[GZFMO7= L?$-A] MEO4;"G59O&C>4 %#;|D#''''XYKH8?AN8T|AO$.H?9<8 M|E#M&/3J1^E7;KX=:+-;6D-
N9K5K=BPEB(+N3CEB1STX]*J,X1E=RN1.G.4; M1BD4?BO_ ,BY:?| 7V/_ $!JZ/PMJL&K^'K.>&0,ZQ*DJYY5P,$'|L_2N;^* MH(|-68)R1=KD^OR-
0OP]M+RVM;VPO[C3I)8$,JP|JQ*C)ZC'|J5HNDE)VW*O M-5I.*OHBA|2+Q=6U33=!LB);@29<*<[6;@ ^^,D^U:WQ%TIY?!T7V="_V%U8 MXZ[I4G]0?
PK2|/>"],|/2FYC+W%X01Y|V,KGKM';^==$Z+(C(ZAD8$,K#((M]#4NJHN*CLBE1.^,YJ+Q M3=^&/#$< ;0--N;B5O| 4K!&I"_WC|I[|?| ZJ9=_#.Q-V;C3=0NK DYVI|P
M'TY!'YFK6C_#W3=-O5O;J::_N5(96F^Z".^.Y^I-5S4[|W,_0GEJ|G_H)IQW%+8^3:***=?AT^'*Q??GE_U<8ZGZ]A[D5]-V5G;Z?90V=K&(X(4"(@[5S?
M@#PDGA70%255.H7.)+EAV/9/H/YYKJZ|?$UO:2LMD>SA:'LXW>["BBBN8Z@H MHHH **** "BBB@"IJMY_9^CWM[Q_H]O)+S_LJ3_2O ?V?K'[7XNU34Y26:WM M=H)_O2-
U_)3^=>S>/YS;?#WQ!(#@_8)D!_WE*_UKS3]G2WVV.OW./ORPQY_W M0Y_]FKHIZ4I,SE|2/;J***YS0**** "BBB@ HHHH **** "BBB@ HHHH *** M* "BBB@ HHHH **** "BBB@
HHHH **** "BBB@ HHHH ****,_7M.75_#^ MHZ:P!%U;20_0LI ->%?L|7[Q^(-8T_/R36JSD>Z/M_| :E?0M?-WP@_XE_QB MO;,< IWLH2 M)/S8]@!W-&JZK::-I\E[>RA(D_-CV
'BV/OL%05"A&"^?J%2)!-*,QQ.X]54FK6DV|-S?H ML[JL:C<0QQN]JO7FOSQW+16@C2&,[5PH.C[)JSNFKIE4JG.G=6:*.KZ; M%JVF36,3PR6UQ)!*NV2-BC#T(.#7NM>4>-
K9;;Q-.5&!,JR M8]R,']17T7#6)DJDL.]FKKU_K|CP|^H)PC66ZT.=HHHK[$^7"BBB@ KIO"'B M^X|-7?ER;I=/E;][%W4_WE]_YUS-%3**DK,J$W!|T3Z3L[RWO[2*ZM95E@E7
MO"_"'B^X|-7?ER;I=/E;][%W4_P!Y??| G7MMG>6]_:175K*LL$J[MD=>A%>76HNF_(]BA755>9/1116)L%%%% !1110 4444 %%%% !1110 5'<01 M75O);SQK)%(I5T;H0>HJ2BF!P/|
PK[4=-GD;0?$$]I"YR8GS^I!P?RJ:P^' MI?44O]?U274Y4P5C;.WCIDDDD>W%=Q16OMY]S%8>GV"BBBL38**** "BBB@ MHHHHH **** "BBB@ HHHH **** "BBB@#!|5^&_| A)]-
AM/M?V;RYA+O|O?G M@C&,CUK8M(/LMG!;[MWE1JF[&,X&,U-15.3.3:Y>@E%*7-U"BBBI&%%%% !111 M0 4444 %%%% !1110 4444 :6D_|MO| @/| 6M*LW2?^6W_ ?
ZUI5G+|G_H)IQW%+8^3:]6^ M$?@[[3YKZ:L[2"PLX;2UC6."% D:+T %>GBZW*N1;L|K!T.:7/+9$U%%%>6> ML%%%% !1110 4444 %%%% ''_%.3R_AEKK>L 7|W4?UKC?
V>4QX7U9^.;T#| MD'^-=5|8&"_"O6R?[L0_|C)7.?L]J?| A"-1;'!U)AG_ +9QUT1_@/U,W|:/ M6ZS999!*X$C ;CWK2K*F_P!=)_O'^=8(T#SI/^>C_P#?1H|Z3_GH_P#WT:91 M5"'^=)_ST?|
[Z-'G2?\]'_[Z-,HH ?YTG_/1_| OHT>=)_ST?| [Z-,HH ? MYTG_ #T?_OHT>=)_ST?_ +Z-,HH ?YTG_/1_^^C1YTG_ #T?_OHTRB@!_G2? M\]'_ .^C1YTG_/1_^^C3** '^=)_ST?_ +Z-'G2?\]'_
.^C3** '^=)_P] M'_[Z-'G2?\]'_P"^C3** '^=)_ST?_OHT>=)_P]'_[Z-,HH ?YTG_/1_P#O MHT>=)_ST?_OHTRB@!_G2?\]'_P"^C6A;$M;J223SR?K696E:_P#'LGX_SI," M:BBBI&%%%%
!1110 4444 %%%% !7S=X&_T?]HF[AX&;Z_3|A(?Z5](U|V^& M?W7[2D^WOJE]U]UE_P :Z*/PR]#.>Z/I*LV6602N!(P&X]ZTJRIO]=)_O'^= M8(T#SI/^>C_]]&CSI/| GH__ 'T:915"'^=)_P
]'_[Z-'G2?\]'_P"^C3** M '^=)_ST?_OHT>=)_P]'_[Z-,HH ?YTG_/1_P#OHT>=)_ST?_OHTRB@!_G2 M?\]'_P"^C1YTG_/1_P#OHTRB@!_G2?| /1_^^C1YTG_/1_| OHTRB@!_G2?| M]'_[Z-
'G2?| /1_^^C3** '^=)_ST?| [Z-'G2?\]'_[Z-,HH ?YTG_/1_| MOHT>=)_ST?| [Z-,HH ?YTG_ #T?_OHT>=)_ST?_ +Z-,HH ?YTG_/1_^^C5 MVS9FB)9B3N[FL^K]E_J3_O?T%)@6:***D84444
%%%% !1110 4444 %%%% M!1110 4444 %%%% !1110 4444 %%%% !1110 4444 % M%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 44
M44 %%%% !1110 4444 %$-0% M_P"'+;+ R0CR7'ICI^F*W:_*|12=&M*G+HVC]#H5%4I1FNJ"KVG6=M=;S<7: M0!2 2,M^9J.QL)=0E:.%D#*-
QW''%5W1HY&1AAE)!'O2@G"U24;HJ3YKQB[M,Z354>UT=8+*/=:G!>4-G_/UKF:Z/PXQ>RNXY>8!Z^X.?Z5SE=6-M.,*JT36 MW:WZ&.']UR@^G7O<*|P^(#AO$2 =4MU!_-C_%KT|D
9/ KQGQ!?C4M=N[E6 MW1E]J'U4<#^6:]/ANDY8ISZ)?F>;GM11PZAU;_(S****^X/D@HHHH **** " MO8_ASH6I:3ILD][*|<5QAH[0_P /^T?0GT_/VSO O@7R?+U?5XOWO#06[C[O
MHS#U]!V^O3TBN#$UT_EA<.X^_(****XCN"BBB@ HHHH **** "BBB@ HH MHH ***SM;UFVT'2Y+^Z#F-" %09+$]!32;=D#:2NS1HJEI&H?VKI%K?^7Y?G
MQA]F<[<]LU=H:L[,$[JZ"BBBD 4444 %%%% !1110 4444 %%%% !1110 44 M44 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 :6D_|MO| M@/| 6M*LW2?^6W_ ?
ZUI5G+IRO@+PFGA30$BD53?W&)+EQZ]E'L/YY-=51152DY-R9,(J$5%!1 M114E!1110 4444 %%%% !1110!PWQB4M|*M;](3^4T=<_| L^,#X$OU[C4W M/_D*+_"NB^+W_)+-
;_W(O_1J5S?[/?| R).H_P#81;_T7'70OX#]3-_&>MUE M3?ZZ3_>/|ZU:RIO]=)_O'^=8(T&44450@HHHKROPUX|UJ;X@W6D:G)'IDM[<
M6EL_EA61T.57(QGCCGFJC!R3MT$W8]4HJAK>IQZ+H=]J/| 7M6L M[C2=%|/7(AU6_E9MWEJ^V-%)/# CG^AK3|">(6|3^$;+4)F!NL&*Y P,2+P3
M@=,|"O0X/EY@OK8Z2BO.O'&J>*O^$RTC0O#6IPV3W=N|C>=&K*2N3R2C$<# MM5*;3_B]80O=G7=*O1""YMUC7,F.P_=+_,52IZ7NA^|1 M66+348(RCA0&"2*1D@,#P00>
<]:Z6TUV&S|%V>M:O=*B?8XYIY6 &6*@G '< MD| >M2X-#NC'CQ9V)B0O./[[,02!WX/TXY/=TI M1Y78$[A1112&%%%% !1110 5I6O_ ![)^/| .LVM*U_X]D_'^=)@34445(PH MHHH
**** "BBB@ HHHH *^;?#O| RB^(/%OC7Q-%;>,=3TN"QN@B1122,N&!Z 2*!C%5&-[W=A-V/8**|>US1
M_&7P_P!/_P"$@@|87.KPP.HGMKQ6*E20.C.W<@<8/O70^)M;N9M6|"7%GO&#@Z>WB7P-XRTC2=2UV76],U8O&KSJ?,CD&.>2QQR.^
M,$|#%)0NM]0YCU&BN(UF_O(OBUX=LH[N=+66TF:2!9"$<@-@E>A--|9>+;Q+ MY/"_AA!<:]KL>QQT].#Z B@W8?,=S16/X:T6;0M(CM;K4KS4;H M_--
<74S2%F_V=Q.U?:MBH>XPHHHHH **** "BBB@ HHHH *OV7^I/^]_050J_ M9?ZD_P"]_04F!04HHHJ1A1110 4444 %%%% !1110 4444 %%%% !1110 444 M4 %%%% !1110 4444
%%%% !1110 4444 %%%% !1110 4444 %%%% !1110 M 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% ! M1110 5S==)7-U<29!1115$A00"'"",@T44 >3^.O
IL3)JNE19M3|TT"C_5?[M0_V?;M].GGM?31 (((R#7D_CKP*;$R:KI46;4_-- H_U7^T/]GV[?3IWX?$7 M]V1YV)PUO?@>>TY(Y),[$9L==HS3:]+^$?| K=7_ -V+_P!GKIJ3Y(N1R4H>
MTFHGG/V:?_GA)_WP:/LT_P#SPD_[X-?2M%JHZN@="&5AD$=Q715YGXK|476@^,98@@FM6B1FC)P0 M<=0:|+,|O>.G[6BK3Z^?_!/5P6*6#AR57>/Y?| [.SNY+*Y6>/J.H]1Z5K2W
M.BWS^?.LL4I^|%[UP^G^*]'U%5V7:Q2'_EG-|A'MSP?P-;"2)(NY'5AZ@YKY MWFKX9.G4AIV:/97LJ_OPE|TS;O-7A6S-GI|1CB/#.>I]:QJIW6K:?9)NN;V"
M,>A<9/T'4UQ^M>/UVM!I*$DC'VB08Q_NK_C^5;4L)B|?--K:/IMGE[J9<2%.?+0_P!3_GM7FWV:?_GA)_WP:[[X52/+ MKNHR2.SNT +,QR2=PKU>OKL)1AE]/V,5=
[M]V?.UW+'2]K)V71=CYJ^S3_| M/"3_A@$"3_ +X-'V:?_GA)_P!|&OI6BNOZY_=_^_E/7+/5P6*6#AR57>/Y?| M#/!(D|[? I]$[;#YG='C.'5E/7!&*;7=?%;_M)&BV_Z|D_| 0WKA:ZX2YHQ1IX/-Y7J?>F#Y1F
MKZ#M]>AX%|"^3Y>KZO%^]X:."WOH.WUZ>D5R8C$?9@=N&PWVYA1117 M"=X4444 %%%% !6/XHUF30-!FU"*)97C90$8X!R0/ZUL5RGQ'_Y$J[_WX| MT,5=-
)S29%5M0;1AS_$C4+A(4TC2?M4HB5[@A7=48C)4!?3IDUU<7B..#PK# MK6K1?9-Z!C$#N))Z =.2.<51^'EFEKX-M'5))R|CD=_F('Z 5SWQ1DDN=1T M?
30Q".2Q]R2%'Y<_G6_+"4^1*QS|TX4_:-WOT+,7C?Q'JV^;1/#PDM58@/+D MYQ[@@9]AFM#P]X[&HZG_ &3JMDUAJ&=J@YVLWI@\J?3UKK;6VALK6*VMT"0Q M*$11V
KSSXJ6BPKINJPYCN4D,>]3@_WE_(@_G2AR5)WTK$=)N M/^>LJ/| G&37=:3_ ,@:Q_Z]X_| T5HI4T^NII";=22Z:|5SZ)K^FZ M=';1RI=E0SLQ!7+;>*Q/B;?:D+)[(6'_ !+B48W6?
XLGY:B|??| ([^'_P#> MC_| 1E;7Q,_Y$Z3_*[1_P ZU@E%P=MS&HY2C45]B'P'J>L365G9W&E^5IZ6 MW[NZS]_&,?GS5CQ)XWCTB_&EZ?:/?:D< QKG"DC(')/L/SK1|*.(O!FFR-] MU;4,?
P%>7^%/%5GHVK7VIZE;SW-W'52T)Y>/<"H]SD@'ZXKMM*U2UUG3HKZSH MKBIOBEHMQ!)!-IMX|4BE74A<$'@CK57X479,NJV:LQA^26-3VZ@_B1M_*E.E
M[CDXV:'3JKG45*Z9J7_CJ]N-5FT[PYI1OWA.))6SMS^&.//=7TBXAC| M0Z$;>*0X|V(G'OC.0?IFL&SN=8^'.J7J2Z>;FQG8?O3D!P"=I#X(!YY!KH1X MU|*>)K=+/5X7A4L&"S@[-
WKN4^_?%6Z:6T;KOU(523WE:7;H=U%+'/"DT3AX MY%#*PZ$'D&GU%:Q006D45LJK B 1A3D!<<8]JEKC9W(****0!1110 4444 % M%%% !1110 4444 %%%% !1110 4444 %%%%
!1110 4444 %%%% !1110!I: M3_RV_P"_P!:TJS=)_Y;?|!_K6E6F)|'ZFO87Y/| MY#3_ KK?BLN_P"&&NC./W*G|G4UQ_[/+9|*ZJN.EZ#GZHO^%=$?X#]3-_&C MV&LJ;_72?[Q_G6K65-
_KI/| >/| .L$:#****H05X8UI(V@^+M4ME)N])|0F M]B(_V6^;|,$G|*]SK@O ^CS_ /%7VVI64|4%[JWRJ<<[O| OJK'P]|2:6/B%KVEZ9=";3=18WEJVQDQ)C+KA@#W/;^&M_P1 MX#TFR|
(6":MHEE/J$B>;.UU:H|@9CG:2PR,# Q[5G>._"PTB;1O$/A;142ZT M^Z!EM]/M@K31G&@6:U*_C_5;O1?B9X?OK+2YM3GCM)0MK M#G<^<@XPK'C.>G:G2_$/QG?
0O;6'P^U"VN9!M26X+[$)[G,:C|R*V-4M+NZ^ M*OAK48[.Y-HEE+YDOE-MC)#8#'&%//0UW52Y125U<=FV]3RV?PU/X5^!^J6% MVRF[>)H]AR S,.,]| 5Q]_<>(-1T#0M?U32O-
|*Z:8HA8;B#*JJ%,S#N"> M!GCMC!)/KWC^VN+SP)J]O:P2SSR082*)"S,V.F.U6J|S| M+V>K^!?%LWA[[)>WGAR|;S;2YCA:06S$_=A2=PHHHJ M1A1110 4444 %:5K_P >R?C_ #K-
K2M?^/9/Q_G28$U%%%2,**** "BBB@ H MHHH **** "OFWP?|_P"TE<,O(_M/4#GVVS5])5|V^!O^3B;G_K_O_P"4M=%' MX9>AG/='TE65-_KI/]X_SK5K*F_UTG^|?YU@C091115""'O%
[2^|8V?CSQ:/" MNDV=|K7:^>;EP-AP=N,R+[^M>T5R'A31-1TSQ5XJO;NW|NWOKE)+9]ZG>H#9 M. -X5TO7;;3M'TQG5IVA8,S@'. [_P QTK5| M;6|=KXE|!6|0VQ17VQ!Z
!0*]$KD/%^B:CJGB/PK=V=OYL%C>F6Y;>J[%^7G M!()Z'IFG&=WV0..AUDJN|+K&_EN5(5|9VGL<=Z|NU>TU+P;XFTSQ)KNH#7[= MY1:"22+RGLRX/S(BG9S@YXSTK7|7>&-

>3Q'#XJ|*2P_VBD/D7%K.<+.FG<=!S67'X=|:^,]5L9/&"6FGZ79RB;[';,"9G'3.&;Z?>Z=!SFG!):WT$]2 M'XAR:PGQ(|/KH*(VI26DL<)?[J;L@N?H,G|._2H/"PG^'"CB71]
M#5&3#/+W5B23C)[GJ0>]=?JNB:C<_$W0M8AM]UA:VTLAI|ZLHO8+:W-^BN8|#-XCCT);/Q- M9F*[M3Y:3^#ZUT]8M6=BUJ%%%%(HHHH **** "BBB@ J M_9?
ZD_[W]!5"K]E_J3_O?T%)@6:***D84444 %%%% !1110 4444 %%%% !1 M110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%% M% !1110 4444 %%%% !1110
4444 %%%% !1110 4444 %%%% !1110 4444 M %%%% !1110 4444 %G:NGV[E3<)'+]74:JG'8VZ***YCJ"O%?B9_ MR.$G_7"/^5>U5XK|3/| D<)/^N$?
|JZL)_$.3&_P_F7BOXC/7PG|)!1117. M=)X_|5O^1HMO^O)/_0WK8|"^!?)|O5]7B_>|-!;N/N^C,/7T';Z].MN_#-I? M^)H=9NP)3! L<41'
8,QW'U^|,5MUTRKOV:A$Y8X=.HYR"BBBN8Z@HHHH ** M** "BBB@ KE/B/| |B5=_P"_'_Z&*ZNJ>J:7::Q8/97J%X'(+*&*]#D"?^1,TS_KD?_0C7/?%'39Y+2QU:W7/V-R),=0"1@_0$?K7
M;V%C;Z98Q6=JI6"(;44DG ^IJ>2-)8VCD171P596&00>Q%4JG+4YT1*ES4^1 MF/HOBC3-9TZ.Y2ZACD*_O8G]<-XYU-/%&LZ?H6D,+ADD.]TY7<> M.#Z DG_
KI+KX:^';F8R+%/!GDI%+A?U!K8T7PSI6@*WV"V"R,-*QW.1] M3T^@JXRIP?-&]S.4*LUR2M8YGXEV#)X0M!""T=I,@8^B[2H/YX'XUN>'/$6E MW?
AZSD^W6|;1PHDJO(%*,!@Y!^E;MQ;PW=O);W$2RPR#:Z.,@BN3D^&?AQYO M,6.XC7.?+68[?UR?UI*<)0Y9%2A.,^:'4Y#Q-K5OK7CW3'LV|RV@EBA64?== MM^21[<@5V/Q*0MX-
G(_AEC)_/']:TG|(:(_V$"S""R;= $*NZSX;TK7T4:A:AW086125=?Q';V-'M()M=&'LZCC%]4&I> M(]*TNP>[FO8&4+E520%G/8*!UK+|'^(-5|1:=@XZ M>_I4%O| #3P[!,LC1W$P!SMDEX/Y
5UD,$5M"D,$:11(-JH@P%'H!42=-1M' M5FD543[5TVL^#-$UREB;:S?7L?RJG8?#OP]8W M"S?9Y+AE.5$[[E'X# /XYK2,Z:ES*Z|C*4*KCR.S|RSX%2Y3P9IPNMP?8Q4-
MUV;CM_3'X8KHJ ,# Z45A)|S;.F,>6*78****D84444 %%%% !1110 4444 M%%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 :6D_|MO^_UK M2K-TG_EM_P !_K6E6'_
$[Y_)@:XG]GAL^'-87TNU/YH/| "NZ^)2[_ M (;Z^/| IT8_ES7_L[-G1=;7TN(S^:G_"NB/|%^IF_C1[165-_KI/| >/| M.M6LJ;_72?[Q_G6"-!E%%%4(**** "BBB@
HHJI;:I8WE[=6=M=1RW%IM$Z(M<^63G)Z9X/'6@"W16/HOB2SUZ[U2VM8YT?3KDVTQE4 ,PSRN"R?C_.DP)J** M*D84444 %%%% !1110 4444 %?-OP|^;X_71Z_Z5>G/_
'W7TE7S;|,/F^.- MVR|CS+LY'IEJZ*/PR]#.>Z/I*LJ;_72?[Q_G6K65-_KI/]X_SK!&@RBBBJ$% M%%% !1110 445F:?K]AJFJ:CI]H[O-I[*EP2F%#-G@9ZXQ]*+ :=%<_X<|3? M|)!?:U;?
8_(_LR|:UW>;O|S&?FQ@8Z=.:Z"FTT[,$[A1112 **** "BBB@ H MHHHH **** "K]E_J3_O?T%4*OV7^I/^]_04F!9HHHJ1A1110 4444 %%%% !1 M110 4444 %%%% !1110 4444 %%%%
!1110 4444 %%%% !1110 4444 %%% M% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 M %%%% !1110 4444 %%%% !1110 5S==)7-U<29!1115$A1110
4444 %%%% M %>]O8-.LY+NY9EAC&7949|#UPH)K!_X6%X6_P"@I_Y+R_| Q-=,0""",@UY M/XZ|"FQ,FJZ5%FU/S30*/]5_M#_9]NWTZ;48PD[2,*|ZD%S05SLO^%A>%O| MH*?^2|O_
,37E_CG5;+6/$CW=A-YT!B10VTKR.O! -IWA_|+"|+?| M04_|EY?_ (FO"Z*PJ8>,Y%O| H*?^2|O_ ,37103) M<0)-'NV.H9=RE3CW!P1^->=^!? OD^7J^KQ?O>&@MW'W?
1F'KZ#M]>GI%>?5 MC"+M]*C*I*-YZ!11161J%%%% !1110 4444 %%%% !1110 4444 %%%% !1 M110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%% M%
!1110 4444 %%%% !1110 4444 %%%% !1110 4444 :6D_P#+;_@/]:TJ MS=)_Y;?|!_K6E67L)H3^C?X5Z5X]4-|/O$(M/_0/G/Y(:|Q_9S8_9?$*]@]N?TDKHA_!D9OXT>X5E3?
ZZ3_>/|ZU:RIO]=)_ MO'^=8(T&44450@KS:R|;>*=:U_6]$TC3-/:>QNWC6YN-ZPQQ!B!OP265$O)-3DE1"<%U#,#CUQ_6M()6;L2]T;?A_Q7J4GB M*;PUXCLK>UU5(O.AEMF)AN4[E-
W(Q_0],56?Q3XBU[6-0LO"=EIWV?3Y?)FO M=2=]CR#JJ*G/'K_]:JE[+'K'QITD6$@E&E6PK]#7|->+=6O]=U+P MWK-C:VVLV'["TEF;4Y)9+F]D988AN8 84; MF)YZ=,5U?A[Q5K-
[J^I^'=8LK2VUNT@|Z)X&+02J> <$Y R5[]^U4_AP!_;W MC4X&3J[C/XM1;?|)=KS_L"C_P!&+2E9MJW0:V1J^$O%LFL^#Y]7U*.&"YLV MF2[CBR%1H|D|$DCY<=ZK?
#KQG=>+M*O)M1@AM[NVE *1*5!C90RMAB3SS7#^ M(99M#UOQ3X5MLK_;|L$EHN.,RMMEQ^OY5<|877_"!ZY?BT1Q#J^C+;0*B_| M+>/$:]/16S3Y$]%UV%S,Z;3/'SMX3UCQ-
J44(L+>ZDBLU@!#2H&VKDDGDDXZ M"J]SKOQ#ATA];_LG0TLUB||V322FY5,9()X7..?Z9XI^J7<_PV^%UDEE!&]U M"L<),@.Q9'.6=L=LD_F*S]>TW5K7PMI::D4]W=/%'9QR
LLC.0>@()^7/>L/X?Z;%K7P9@TR4C91<-SZ;Q_C711^"?H9SW1})5E3?ZZ3_>/|ZU:RIO]=)_O'^=8(T&4445 M0@KR[2=9|9^)/$GB+2+'4X;.UL;UU%]);)(T2!B%C1, ,>"26SQ^OJ-
>3^"_M%&EZ/XQ|6Z?J=U'9^?J69@,Y5E' /!Z>G?(I'F|9>)-8U"*PNO^$=TVSE|J&: M:Q|V6Z(ZL ^!L]"/_P!5"&Z@|7?%BQU#2F|_3]%MG66[09C>1P0$5N_!S^!_
M'%TR_M_$E_JLWBOQC>:1/;7;PHL5Z+1%0=,Y^_]1SQ[U?+U_K[A7.E|,Z[K MX|6:KX2UNZ@N;FWM_/M[^*$(64X&2@X_B'Y'K6%X"TS7!X[|1EO$.X6UXGVT M?8D'VSAL=_W?X53|
G2$^+E|-&686#Z-/^PP_P#,T6W_"7:|_[H_| 1BTI.[:|@6R+ M/@_Q9=7/@?4+_6IA)?.5)/%=OM"Y*9/0#'3 X%5_AEXJU36]+U%/$$N;VT=) M2S(J8AD0,A(4 =,FN3|5QW&F>+]:|-6P=
(O$|EL|14|*2^)3^/S9JW|1)IO" MFNRO81,4US2O[/15/216"@_@C8^M/D3T74+M?(W]!|5:U<>"M6|2-#/J;R74 M@TVSA@Y$8;:HPHR1G.2<|"FWEG|0X-
$EUEO$MHES'"9VTQ=/3RQ@9*>8&DQ]?_0JYG5;3P@OA^66X|6ZEXBO M)83Y-H=1:4O*5X_=IRHSZ].]))/5+KV!]C;U7QAK5[|*;/Q7I3+;7*.KW,:H M'5D#E' W X&<'U [UJ^-
/%%S:>$+&YT.8+J&JRPQ63!0W+X.<$$'CCIWJE|- M;.#5OA%;:?-AHIX[B&0>FYW_,:Y7P&EWK/B?1]'OHSM|*I/YI.<-+O*H/P& M"/| =I|L;OR87?WGL|"21V|:2R&615 :0@#
<<>T445VG %%%% !7J7@7P+ MY/EZOJ|7[WAH+=Q]WT9AZ^@[?7H>!? OD^7J^KQ?O>&@MW'W?1F'KZ#M]>GI M%<.(Q'V8'HX;#?;F%%%%<)WA1110 4444 %%%% !1110 4444
%%%% !1110 M 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% ! M1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110!I:3_P M MO^_UK2K-
TG_);?|!_K6E6M M>, #X)U|$9!TZXX_[9M7D/[.9/G^(QVVV_| .2NB'|&1F_C1[Q65-_KI/]X_ MSK5K*F_UTG^|?YU@C091115""O*?"OAC1O$NK>,8=8L([I8]8D*$DJR|G.&4
M@CH.]>K4549.*=A-7,[1M TKP]9_9=)L8K6$G+!!DL?5F/)/U-96I?#WPIJ^ MHM?WNC0R7+-N9U=TW'U(4@$_45TU%+F:=[A9&/;^%M$L]5@U.UTZ*WNX(?L|
M;0DHHCY^7:#M/7N*BN?!OA^[U^/79M-0ZG&RNLZR.IW#H2 0"?J*W:*.9]PL MC/TW1-.TB>]GL;?RI+V8SW!WLV]SU/)..O08%"Z)IR:|^MK;XU%X/L[3;VYC
MSG&W..H'.,UH4478[&7>^'-)U'6+/5KNS66^LO| 42EF&S| <'|0:-7|.:3K MTMG+J=FMP]G)YD!+,NQN/0C/0<'(XK4HHHNPLB"]LK74;.6TO((Y[>4;7CD7*
ML/I6!IOP||)Z1=FZL]%@6;LTC-+M^@3^%8WP|T|2RZWXF-J;?^V+LR0(R[6|D$[6([%B2?RKN: M*?-H_,5@HHHJ1A1110 5I6O_!|)^/| .LVM*U_X]D_'^=)@34445(PHHHHH M****
"BBB@ HHHH *^;?@;^]^)UZXX'V.9L?]M$_QKZ2KYM^ 7[WXA7TG3_B M72MC_MI'_C712^"9G/XD?2594W^ND_WC_.M6LJ;_%TG^|?YU@C091115""O M/_!^@";4O%T>LZ0)+:?
5GEA6|MLI(N3AE##!'N*] HIJ5DT)JY#:VEM8VZ6] MI;Q6|"<+'$@15^@'%5;O0M'O[E;F|TJQN9UQB6:W1V&.G)&:T**5V,K'3K%K MZ.^-G;F[C3RTG,2^8B_W0V,@6=O M<-
^^(S1*YC;U7(X/N*LT47 1T61&1U#*PP5(R"*HV6AZ1ILSS6&EV-K*XPS MP6Z(S?4@5?HHHN!CWDEGX5T:2:PT6:2)7!^R:7;*78L<9"#&?^,D_7GFNNHJN;2PK!1114C"BBB@ J_9?
ZD_[W M]!5"K]E_J3_O?T%)@6:***D84444 %%%% !1110 4444 %%%% !1110 4444 M %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 M4444 %%%% !1110
4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1 M110 4444 %|-!;N/N^C,/7T';Z]/2*6(Q'V8%8;# M?;F%%%%<)WA1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%%
!1 M110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%% M% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 :6D_P#+;_@/]:TJ MS=)_Y;?|!_K6E636"-
M#,HK2^RP_P!S]31]EA_N?J:=Q&;16E]EA_N?J:/LL/| <_4T7 S:*TOLL/| M<_4T?98?[GZFBX&;16E]EA_N?J:/LL/]S]31<#-HK2^RP_W/U-'V6'^Y^IHN M!FT5I?98?[GZFC[+#_<_4T7
S:*TOLL/]S]31]EA_N?J:+@9M%:7V6'^Y^IH M^RP_W/U-%P,VBM+[+#_<_4T?98?[GZFBX&;16E]EA_N?J:/LL/| <_4T7 S: MOV7^I/| O?T%/^RP_P!S]34B1K&N$&!G-)L8ZBBBD 4444
%%%% !1110 44 M44 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !111 M0 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% M!1110
4444 %%%% !1110 4444 %V#[Q [D#)QWQB MG:7JMCK6G0ZAIMS'6^ MG OI%RXN$M')|N2)O3T93E<_[/.16M.'/=+U)3T-K*#_P!| M&O#/V=V/]N:VO8VT9_| 'C7JVG>,-
)|8^#-0OM+GR5M9!-_$D+;#PP_D>AK MRC]G?_D/ZU_UZI_Z%6D$U3FF2W>2/H2LJ||06-IK5GHPD|W4;K++;Q|LD8Y+ MM_=4>_4|"O-_B+|9K;1?-TKPV|=UJ(RLEU]Z.
^@[,WZ#WY%6O@OX=N8=)N? M%6K-)-KG*RS$E_)'0Y//S'GZ!:S]DU'FD5%5F%S7=D>IT445D4%%%% !1110 4 M444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444
%%%% !11 M10!G:[JC:+H|^I"V>YCMAYDT"#WKYGURXUKX.?$.Y&D.1IET?/BMWR8I8B?ND M=BIR,]>!ZUK3@IZ+/M'|;^&KV2RD|F|CMG,]G(?GC^4|C^|ON/QP>*|I_9_FBMM?
UJ>> M1(HH[$,[NP"J XR23T%:0BXTYIDMWDCZ+KF+;QE;:KXO;0-'"W7V53)]%T#F M.'L$!_BXP/(/B5|99=3|[1O#,KPV7*37HRKS#N$[JOOU/L.OH_P@|* M'PSX)ADN(]M]J)%S-
DZ|TLF7@W2]01SF,X9D!SMSU /?'6M7Q[X7?PAX MOO=+PWV?=YMLQ_BB;[OUQRI]P:YJO55I*YRZK0Z3P+X6E|8>+;/2E!$!/F7+ MC^")?O'ZG@#W(K[#AACMX(X845(HU"(BC 4 8
%>9?!+PC_87A7^V+F/%[J@ M#C(Y2$?<'X_>_$>E>H5Y^(J/=J&F[KB' Y9K%J2NCE:L['8_#+PK_P);XUM+29-UE;_ M .D77'!12/E_X$<#Z$U]<@ #
X%>;?!7PK_8'@Q;^XBVWNJ$3MGJ(O| EF/R M);_@5>DUY^(GS3]#HIQL@HHHK L**** "BBB@ HHHH **** "BBB@ HHHH * M*** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@
HHHH **** "BBB@ HH MHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB M@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH ****
M"BBB@ HHHH *YNNDKFZN),@HHHJB0HHHHH **** "BBB@ HHHH **** "BBB@ M HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** " MBBB@ HHHH ****
"BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH ** M** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH TM)_Y;?|!_K6E6 M;I/_"V_X#_6M*LY;EK8****0PHHHHH ****
"BBB@ HHHH **** "BBB@ HH MHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB M@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@
HHHH **** M,7Q;JT^A>&+W4[94:6W"L%?HWSJ"#^!-+X9|36'BG2EOK%|$<2PL?FB;T/| M0]ZS_B1_R3[5_P#KFO| Z&M> >'?$5_X8U5+^PDP1Q)&WW95[JP_SBNNCAU5 MI-
K>YQUL0Z55)[6/JBBL;PSXFL/%.E+?6+X(XEA8_-$WH?Z'O6S7*TXNS.N, ME)704444AA1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !11 M10!Y3|=/"@U?
PPFN6Z9N],YDP.6A)Y_[Y.#]-U>+?#KPHWB_QC:6#H39QGS[MMAVC7J/Q.%_&OKNX@BNK:6WGC62&5"DB,.&4C!!_"N0^'G@&W|#6FH(L@FFN MKEF$G<0@D1J??!)/N3733K|M-
QZF[4+/-Q;8' M+$#YD_X$/U KYV^'OA9_%WC*STXJ?LRGSKIO2)3S^?"_4U]=_:[;_GXB_P"^ MQ7,^&O">A^&-9UK4K*4*>+S-3F$FTL/W2XR4'MN+'|AVKHIUN2#B9RA=W.K551
M0JJ%4# & !2TU98W^XZM]#FG5SF@4444 %%%% !1110 4444 %%%% !1110 M 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% ! M1110 4444 %%%%
!1110 4444 %%%% !1110 4444 %%%% !1110 4444 % M%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 444 M4 %%%% !1110 4444
%HV,W@+5HXKRWD=H MUPJRJ2?G7MFOG2O4P2M!^IY6/=ZB]#6|.^(K_P_,:JE_828(XDC;[LJ]U8?Y MQ7T?X9|36'BG2EOK%|$<2PL?FB;T/]#WKY:K6|.^(K_PQJJ7]A)@CB2-ONRK
MW5A_G%7B,.JJNMS/#8ETG9['U116-X9|36'BG2EOK%|$<2PL?FB;T/| 0]ZV M:|AIQ=F>S&2DKH****0PHHHHH **** "BBB@ HHHH **** "BBD9E12S$!0,D MD| 4
+2.ZQH7=@J@9))P!7GWB7XIV&G%[;1T6^N1P92?W2GZ]6_#CWKR_6/$ MVKZ_(6U"]DD3.1$#M1?HHX_'K6T*,I;Z%%*+9[1JGQ#|.:663[8;N4?P6HW_^ M/?=_6N2OOB[=.2-
/TR*,=FG)KHG_B8 M>2I_ABB5?UQG]:S9-?UFX_UVJWS@]FN&Q^6:RA4BUJH16R*LBV+JX8DM/*2> MI+FGK<3_//:3_OHU66I5I@7X-3U"#'DWUS'CILE8?R-:EMXLUZWQLU2=O|
MKH1)_P"A9K 6IEJ7%/=":.TL_B+JT1 N(K>X7N=I5OS''Z5T=A|0],N,+=PS M6K'J?OK^8Y_2O+5J5:S=&#Z"Y4>Z6E_:7|7F6EQ',OHI]HB_YZ* '']#^E82H-;$N/8]$HJK8:C::G
M;B>TF61.^.JGT([5:K!JQ 4444 %%%% !1110 4444 %%%% !1110 4444 % M%%% !1110 445'//%;1&29PBCN:)*BGNH+9=TTJH/<|G|*Y^]|02R92U'EK M_?/WC_A6,[O(Y=V+,>I8Y-
'1W'B.!,B")I#ZM|HK-FUZ^ESM=8Q_L+_ (UF M44 3R7ES+_K+B5O8N<5!110 4444 %2QW5Q%_JYY$_W6(J*B@#1BUR_BZRB0 M>CKG_P"O6C!XE0X%Q 5_VD.?TKG:*
.XM[ZVNQ^YF5C_'>A_*K%< "5(()! M'0BM6RUZXMR%G_?1^_WA^/>@#JJ*@M;R"|CWPN#ZCN/J*GH **** "BBB@ H MHHH **** "BBB@ HHHH **** "BBB@
HHHH **** "BB MB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** M "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH M****
"BBB@ HHHH **** "N;KI*YNKB3(****HD**** "BBB@ HHHH **** M"BBB@ HIDDT4(S+*B#_:8"JW]K:=_P!!"U_[_+_C3L,N454&J:>Q %_:DGL) ME_QJRDB2#,;JX]5.:+
.HHHI""BBB@ HHHH **** "BBB@ HHHH **** "BB MB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** M "BBB@ HHHH **** "BBB@ HHHH ****
"BBB@ HHHH **** "BBB@ HHHH MTM)_Y;?|!_K6E6;I/_+;_@/]:TJSEN6M@HHHI#"BBB@ HHHH **** "BBB@ MHHHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@
HHHH **** "B MBB@ HHHH **** "BBB@ HHHH **** "BH+R]M=.M7NKRXC@@C&6DD; %>3^) M_C(0SVWAR$8'!NYUZ_[J?U;|JTITIU'[J,JM:%-7DSU6_P!2L=+MS<7]W#;1
M#^.5PH/TSUK@=:^,FB6):/3+>;4)!_%_JH_S(R?R_&O%-1U2_P!7NC@]A52N^G@HKXW<|^ICIOX%8[_4_B_XEOZL/|XKZ/| #/B:P|4Z4M]8O@CB6%C|T3>A_H>]?+5:WAWQ%?|
AC54O["3 M!'$D;?=E7NK#_.*YL1AU55UN=6&Q+I.SV/JBBL;PSXFL/%.E+?6+X(XEA8_- M$WH?Z'O6S7D-.+LSV8R4E=!1112&%%%% !1110 4444 %%%,EE2")Y97"1HI M9F8X Y)-
%?4]3L]'T^6^OIEB@B&68]_0 =R?2O"_%WCZ_|32M;PE[730?E MA!YD]W/?Z=![]:K^./&$WBG5CY99-.@)%O&>,_[9'J?T'XUS"UUTZ5M7 M7N:1C$M8>*>*8*>*W+'BI!48J04T
|5(M1BI%JADJU*M1+4JTA$BU,M0K4RT 2K4JU$ MM2K2$2K4JU$M2K2 NV%]UE:.0=QT/L1W%>DZ!XCAUF/RW BNU&63/# M>Z_X5Y9)HG*2(MQK4KC::=F9!1112 **** "BBB@
HHHH **** "BBB@ HHHH ***ANKA+2V>: M3[JCIZGTH AU#4(K"'<_S.?NH.I_^M7)7=Y->S&29LGL!T'TI+JYDN[AH3E MCV]!Z5#0 4444 %%%% !1110 4444 %%%% !1110 4444
20SR6|HDBK?V@D& XX=?0U;H M **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ MHHHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH
**** "B MBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH *** M* "BBB@ HHHH **** "BBB@ HHHH *YNNDKFZN),@HHHJB0HHHHH **** "BB MN<|1^,;#0
81_I%[CB%#]WW8]OYTTF]AI7V.A=UC0N[!549+,< "N7U/Q_HU MAE(':|E':'[O_?1X_+->:ZQXDU/79";N<^5G*PIP@_#O]368*VC2[FJI]SLK M[XC:M<$BUCAM%
[$+O;|SQ^E85QKNK7A)GU&Y<'JOF$+^0XK,%.%:J*6R-%%(M>222222>I-.%,%/%6,<*D1F1@RL58="#@U&*>*8S7L]>U6U(|K4+@ =%9RP_ M(Y%=%8^.;^/ NH8IU]1|C?X?
I7&1U92HE"+W1+BF>H:?XITV^PID,$A_AEX_ M7I6UG(R*|>CK;TO7+W3B%23?#_SR?D?AZ5C*EV,W3['HU%9^F:O;:G'^[.R4 M#YHVZC_$5H5BTUN9-6"BBBD(**** "BBB@
HHHH *R?$VI3Z1X()IK+4!$EX/ MGB|L8#KW&">HZ_3Z5VU>'1:/U MN#Q!H|-]#@,?EE3/W''4?Y[$5M7H/FCL88>JVN6>^_R,'Q+XHU#2?%VEZ7;M+'? M+";>Z|OS"Z$M|TA4X.?
05V=>9>./^2C:!_VP_P#1QKT:|O+?3[.6[NI5B@B7 M<[GL*BI%BO/AX[UK6+B5?#FA^?#&<>;/G]<$?3-3:9X_N M(]533/$6FFPG<@+(,AP MK@T|=>(-8ED?0-!$MK&V"|V23^1
!QVYJ84Y2U1@ '-:5*?+".FNIE2JA^?!&<&6<$Y_(@#Z9-6=+|>7":K'I?B+3387$A 209"DGID'H/?)J M70FD4L1!L[BBJ&LZO;:'I+O%VI(+O3O#D9LVY4R$ MDL/8Y&?
P%3&G*2NBIU8Q=GN>@T5R7AKQLNLZC)I=]9-8Z@F<1L3AL=1R,@CT MKK:F4'%V94)QFKQ"L&'Q3;77BM]!@AP:3YFHN&|RUS]W.,_TK6E3YTV95JO(XI'M M%%8MWX@32?
#D6J:M$8)2B[H%Y;S"/NC_#VKF(_%_B_5(OM.D^'8OLK&=.@N8;=)FEE|LJY(QP3V^E#I24E'N"K0<7+HCHZ*|YO?
B)JT4D!YLMNQ[Y49]AFIA3E)76Q4ZL8.SW/0ZSM'O'']H:G_9&K636&H]%4YVL<9QSR#Z=<^M97Q- MOM2%D]D+#_B7$HQNL_Q9/RU4:3YU&1$ZR]FYQ.XT?
4/[5TBUO_+|OSXP^S.= MN>V:NUQ/@/4]8FLK.SN-+|K3TMOW=UG[^,8_/FK'B/QNNE:@-*TVS:^U(X!1 M'D6SR,M$&4J#ZG+#|
M|5VVDZK:ZUIL5]9N6AD'0C!4CJ"/6E*G**N]BH58S=EN7:KWTS6VGW,Z8WQQ M,ZYZ9)KE-?|=-9:K_9&CV1O]0!VL.=JGTP.2?7IBLZY|8ZS9VLUOXDT8VL5 MQ$|<<|*G:&*G
/)_GGVJHT9.S)E7@KHV_ OB&]|1Z73O/<2MN>1SDDUV8? M"N?O2V.+$XI4_=CN:7B/Q3JGBB^-QJ$Y*_NX$XCC'L/ZGFL6BBO445%61Y4 MI.3NPHHHHIDA1110 4444 %%%% !1110
4444 %%%% !1110 4444 %%%% &M MX=|17_AC54O["3!'$D;?=E7NK#_.*^C_SXFL/%.E+?6+X(XEA8_-$WH?Z' MO7RU6[X1U?5](|0V|FBJ|MS*PC-N.1,/[I'I[]NMXSWI]>.>R%%%%
!1110 4444 %>=?%S7FT_0H=+ M@F2+%:^([I)&. 9AM&>W)11^M8GBC MPK<^%[V..2036|P)BF QG'4$=B./SJI;>$_$%S.L2:/>JS<9EA9%'U+ "NT^
M(TT5IHFC:,|PEO($4R'.3@+MR?J?Y47:DDG<-F>>H"2 !DFO0M0| 6UGX=EN M(KB=]4MX$FFA+*5 /7 QGLV.>U<_X$TK^U?%L&7,-O^_D_X#T'YXKJM)|3) M=?$B]1F#6=X/LR
_=.W[I_'!_P"^J*DG?W>@2;OH>=K7:>%_#6EZKH=UJ.HW M%Q"L$A5C&P "A0!^VMW?YC_P"-U3UC3_#5OIYDTO4I[BYW !'/ M&._|(K+7PWK?_0+TF.P7W%N0"
[L'5;NVE@9AE1(N,BA+7X@7J,6I5J):E6K M&2K4HJ):E%(#;|-:@=/UB(EL12GRY!['H?P.*]-KQQ#@Y%>NVG^?>NDKB]57PJ4C1G8MPJC)^]62-
/O"ZM[MIH]S1J"IR1C@^GTJW'$VF>'[A;C"O+D!< M^HQ_]>H]_X];[_='|C0!D6ML]W2*6=UX9PW0_F M*R(H('WQ.R-ZJ<5:L]/N-3>1T9>&^9G/H-/L[.
M"71KJX>/,J$[6R>.!4VKE;2P@T] QVG<7*X!^GYT[3$:30+Q$4LS,0 ._H MQ$1I'"(I9B< #O6R]C9Z;9!KU/.N7Y6,,1C|JMVFGG2[*2Y|L2W87.W^[7.S MSR7,S2RL6=NIH 83DD@
>P[4E%% !1110!IZ%=%0GY)?E/U[?Y]ZZVN"B MT %%%% !1110 4444 %%%% !1110 44 M44 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%%
!111 M0 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% M!1110 4444 %%%% !1110 4444 %%%% !1110 4444 %GY5,
[RNTDC%G8Y9F.23ZFDEFDN)GFE=GD=BS,QR23U-(*Z8Q44 M=$8V0X4|4P4|58QPIPIHHIPIC'"GBF"GBF X4|4P4|4QDT=64JM'5E*3$68ZL
MI5:.K*4@+=O*|,BR1L5=3D$=J[C1]774(O+DPMPHY']X>HKA8^U7;69[>=)8 MVPZG(-9SCS(B4;H]"HJ&TN%N[6.=.C#IZ'N*FKF, HHHI""BBB@ HHHH *YW
MQU_R)6I_[B_^AK715SOCK_D2M3_W%_| 0UJZ?QKU(J_!+T*7P_ABN? <$$R! MXI#*KJW0@LUG9FTF[QAC_=SPWU7H?;|*ZWX::T?BM=/%H%K;J2%FN,MCN%!X_,@_A7 6-
W>3^(]$MKW/F M65Q%;J&'S*!)G!^F2*]-^(VDRZGX8,D"[I+23SB.Y0 AL?GG|*TDE"<$S&,G M.%1KJ;GAVQBTWP]86T2A0L*EO=B,D_F37-_$^PBG|,K>%1YUM*NUN^&X(_E^
M57/!WBFPU+0K6&6ZBBO((UBDC=@I.!@$9ZY S6%|1/$%MJ%M!H6FR+=7,LRE MQ$=P'HN1U))_2LJ<9JMJ;U)P=#3L4_%.JS7'PST0,[%K@JLC$|ML!'/X@&O0 M?
#UG'8>'=/MHE"A8%)QW8C)/XDFN3|4^&9U^'=G:Q*7N-.59'|YX._'TSG| M*UO!_BC3]2T&VC>YBBNK>)8Y8W<*?E&-PSU!QFG/WJ?N]V*G[M[(YWXLV

M,0CT^_50)2S0LWJ.H_+G\ZO_ !(O'M_!UK CE?M$J*P'=0I./S"US_Q,\06N MIW-M864JS1VQ+22(.1@"V!@,,]<@ M5%XJ\=1Z1);VND^1>WLC@,@)<*.P^4_>)Q@?
6H3M4TCKZ@U>EK/3T(-5T^\ M\5#;3S QDNUCCFPQP9652K#/JQ' /'XU:L-8T3Q)I,4LSV4=&U#PKX@U@:C9JG]J@9_> K(!C@ M9P>/3-=77D5Y:ZE5Y=9WEKI?QE.CJ
MI>@J^C@_,[?Q-IFCZCIP?6VV6T!WAS*4"D\=NM84GQ*\.V,26]I'=3)& B"* M(8' ^\1_*LGXIW37%OI#0RB2PD+OOB;OO73?%C_D V7_7U_[*U%36YU/ABS2Q\,:; B!?\ 1T9L#JQ&2?S)
MKB/%2KJWQ.TK3;@;K:,("AZ')+'\\ 5Z#I/_"!K'_KWC_\ 017"?$"VGTGQ M#IGB:",O'$524 ="IR,_4$C*PHN]1]W7:G8Q67Q? ML3"H47#),P']XY!/XD9_&NT@\8^'I[(77]]VT:E^ M*-
E>QH5@,JI%N&"5 (S^)R:JA"2YFUT8L1.#44GU1K_%F\=8],L@Y".7E=1W MQ@#^;5-:?$[1+*TAM8--O$BB0(B@)P!^-3?%'3)[C3+34X!G[$Y\S'4*V,'\
M"!^==%H7BG3=;TZ.=;J&.;;^]A=P&1L<\'J/>G>/LHW5R;2]M*TK;'F'B_Q7 M9:]=6-[I]O<6UW;$YD?)&05Z'L<_G7;_$243^!A,.!))$P_'FF:WXZDBUVU MTK08K>_F<[93DL QZ
$'MR2>FR-]U+4,?H!7E_A3Q59Z-JE]J6I6\]S=W'W73!*Y)+=3WX_*O1 MO!6J.?=>&M/LX[N![A(-KP;QO&.#\O7%/%(I5U(7!!X(ZU0^&&H& M"+6H5+&&-!/&K=L;@?
Q(V_E7>:EXCTK2]/>[FO8&4+E%20%I#V"@=:R_!^N: MCXGTVYGU"TAAMR?+C,88;^N[J3TX'Y^E3=>S=HV7J79^T5Y7?H<]*K<3R:K MJ?^#+^/PCXBU' M0]5<0"1QY0C
GACD!]0!M_]EKWVO+OC'HC3V-GK42DFW/DS8_NL:NB6KL[+PMXQF\4PRZ-J%RUI?NN8+JW^0M MCJ,=,]_<9Z5Y[KNG7^EZS<6VHL\EP&W&5B3Y@/1LGKFLVVGEM;B.X@
;>>.:+7M162-@ZML/ M!!R/^655O&VN:?=6.F:3I$XEL[5,LP!) VKU[@9_P"^JX]:48.5Y-VN"5]3 MTGX@6UOJ>F6/B"Q82Q']VS@$94D[3STPQK-\+:WIS^%K_1-
6N5A1L^2S*3C=]!V89_&C0=6L+/P5J]A/2.2^G\UHQM4[%7_ M "LU:E6ME&*V15D2K4JU$M2K3 E6I142U**0$JUZW81F'3K6(C!2%%(^@%>9 MZ%8'4=6@@QE-
VY_91U_P_&O5*YJ[V1$PHHHHKG("BBB@ HHHH **** "BBB@ MHHHHH **** "N,U:,QZI<]VW?GS79USWB.T(:.Z4<$;'_I0!@4444 %%%% ' M16UQ):^&?.B.'5N#C/\ %6>==U C_7 ?\
'^%*+^'^PC98;SS690!- M<74]TP:>5G(Z9[5KZ!_QZWW^Z/Y&L*M/2[^&S@N4E#9D "[1GL?\: *5M:S7 MDOE0J&;&<$@<5&P>)V0Y#*<$>AJ2UN9+2X2:/[RGIZCTK4EN-
(O'\^9)HI3R MRKT)_P_2@"6)VN_#9(3MP..@H 2QU66"_,TSEUD.)/\ '*DUG3Q M;R"Y@P8)>>.@/^%95:]AJD*63V=ZK/$1\N!D@>E &113G"AV"$E<\$C!Q3: M"BBB@"2",RSQQCJS!?
S-=Y7*Z!:&>^\XCY(AG\>U=50 4444 %%%% !1110 M4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1 M110 4444 %%%% !1110 4444 %%%% !1110 4444
%%%% !1110 4444 %%% M% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 M %%%% !1110 5S==)7-U<29!1115$A1110 5Y9\4-0:75;6P5ODAB\Q@/[S' M_
#\Z]3KQ?XA;O\ A,KO=TV1[?IL']*8*>*H M!PIPIHIPIC'"GBF"GBF X4\4P4\4QDT=64JM'5E*3$68ZLI5:.K*4@+,?:K* M=:K1]JLIUJ1'4>&IR8YH"?ND,OX]?Z5O5S/AO/VV3T\L_P
Q735S5/B,)[A1 M114$!1110 4444 %5M0L+?5+"6RNT+P2@!U!(SSGJ/I5FBFG;5 U?1E/2]+M M-'L$LK)"D"$E5+%NIR>35RBBAMMW8))*R,.Y\(Z-=ZPNJRVI^V!UDWJY ++C
M!P#CL*W***;DWN)12V1RVH?#WP]J%P9S;R6[L=*VYA].P_"MRBFZDVK-DJE!.Z6H5RNH_#WP_J-RUP8)('8Y80/M! M/KC!_"NJHH1G*/PL1CEO(?:"?IR!^%6M"\&:)
MHDPGMK4O./NRS-O9?IV'X5OT57M)M6N2J4$[VU&30QW$+PS1K)$X*LC#(8'L M17)7'PT\.SS-(L=Q""<[8Y>!^8-=A12C.4?A8Y4XS^)7,C1?#.DZ &-A:A9&
M&&E<[G(],GH/85KT45+;;NQJ*BK(*PM9\'Z-KUR+F\MV\\#:9(W*EAVSZUNT M4XR<7=!**DK-&4?#NF-H<>CRV_FV<8PJR$DCKR#U!Y/-8:?#+PZLHG7.!5G5]! MT_7;6*VU"-
Y8XFW+AR#G&.H^M:=%+GEW'R1[#(8DMX(X8QA(U"*,] !@5SOB M7Q-8:/>VVG:G9F6UO%PTAP4 S@[@>PX-=+6=K&B6&O6?V6_A\Q =RL#AD/J# M3@US>*:DXVCN9">!/"Q?
[4MBC(1N'[YBF/7KC'Z5RML8-8^+$+:TWP_;-#80[2_WY&. M7?ZG^G2MO:**?O-LP]E*37NI+@%2442G*7Q,(TXP^%6,G6O#> ME^((U6_M]H[H,)(IVNOX^GL:SM,\
Z#I<_GQP232XPK3/NV_0# S[UT]%"J22 MLGH)TX-\S6IFZ-H5AH-M)!I\31QR/O8,Y;G&._TK2HHJ6VW=EI)*R"BBBD 4 M444 %%%% &EI/_+;_@/]:TJS=)_Y;?\ ?
ZUI5G+Y2IJG%11X%6HZDW)A1116AF%%%% !1110 445VOA_X7>(M=2);"V;D/H3K^>*F16EI"\UQ*VU(T&2QK4SW" MSL[C4+R*TM(7FN)6VI&@R6-?0G@/P';^%+,7%P$FU65?
WDHY$8_N+[>I[T> M_ =OX4LQ<7 2;595_>2CD1C^XOMZGO79UY6)Q//[L=CUL+A>3WY[A1117&=H M4444 %%%% !1110 4444 %5[ZR@U&QGL[I \$Z%'4]P:L44 ?-'BCPW=>%]9
MDL9\M&?F@FQQ(G8_7U%9"U]+^(_#ECXFTMK.]3!',4RCYHF]1_4=Z\"\1>%] M1\,7WV>]CS&Q_=3J/DD'MZ'VKLIU%)6>YI&5S(%/%,%/%;%CQ4@J,5(*: >*
MD6HQ4BU0R5:E6HEJ5:0B1:F6H5J9:)5J5:B6I5I")5J5:B6I5I 2K4J@D@ M9)Z 4R*-Y76.-6=V. JC))KT+PUX6%@5O+Y0USU2/J(_?W/\JSG-16HF[%SP MQHITJR,DP_TF8
L/[@[+_C6[117%)MN[,F[A1112 **** "BBB@ HHHH *** M* "BBB@ HHHH *CGA2X@>&091Q@U)10!Q%[9R6-RT3\CJK?WA5:NXO+**^@,
M2B.%"Q[GL/K76:=IL6GQ8'S2M]Y_Z#VH MDL;-+&U6%.2.6;U-6:** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ H MHHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@
HHHHH **** "BB MB@ HHHH **** "BBB@ HHHHH **** "BBB@ HHHHH **** "BBB@ HHHHH **** M "BBB@ HHHHH **** "BBB@ HHHHH **** "BBB@ HHHHH **** "N;KI*YNKB3
M(****HD**** "O*OBA8-%K%K?*OR3Q;"?]I3_@1^5>JUB^*M#&OZ%-:C'GK^ M\A)[..WX\C\:J#LRHNS/"Q3A0\;PRO%(A21&*LK#!!'4&@5TG0.%/%,%/%4 MX4X4T4X4QCA3Q3!3Q3
<*>*8*>*8R:.K*56CJRE)B+,=64JM'5E*0%F/M5E. MM5H^U7+:)YYDBC7<[' %2Q'2^&H"$FG(X)"_J?Z5O5!9VRVEK' O11R?4]S M4]3N[A1114DA1110 4444
%07=Y;6%NUQ=SQP0J0"\C8 STYJ>N4^ M(_\ R)5W_OQ_^ABKA'FDD34ERQ"-,DNKB&"/RC\TKA1U/BH MY9X;=0TTL<8)P"[9_.GJRNH96#*1D$'((J2A:*9++'"F^61(T_O.P I4=)$
M#HRLIY#*<@T .K(;Q3H*,5;5[,,#@@RC@UKUXWX/\/6'B'7=4BOUD98B678^ MWDL16M.$9)N70QJU)1:C%;GIG_"5^'_^@Q9?]_A3XO$^ASS)%%JUH\CL%55E M!))X
%8G_"L_#G_/*X_[_&I;7X>:!:7<-S%'<"2%UD3,I(R#D4-4>[$G6[(Z MNBHY9X;=0TTJ1J3@%V S^=13ZC8VLB1W%Y;PN_W%DE52WT!/-969O=(LT4=:
MH2ZWI,$OE3:I91R9QM>X0'\B:$F]@;2W+]%,BFBN(Q)#(DD9Z,C @_B*TC\RYGBA3^](X4?F:)J M*IVVKZ9>/LM=1M)W_NQ3JQ_0UZUJ,5AI\#37$AX4=AW)/8>]5(XWED
M2.-2[N0JJHR23T KZ.\ ^"X?">E;I0KZE< &XD'.W_87V'ZG*PKUE2C?J=& M'H.K*W0@\&_#G3?#,$=Q=)'>:IU:9ERL9]$!Z?7J?;I7:T45X\YRF[R9[4(1 M@K104445)04444 %%%%
!1110 4444 I[T>_ =OX4LQ M<7 2;595_>2CD1C^XOMZGO79USXG$_NQV.C"X7D]^>X4445QG:%%%% !111 M0 4444 %%%% !1110 4444 %5[ZPM-3M'M;VWCG@K%% 'D/B3
MX3SP%[G093/'U-K*<./]UNA_'!^M>=W-G*J+6MT]BB5:E6HEJ5:!$BU,M0K5NWMKBY.(())3Z(A;^5(6I M5K6L_".NW9&W3Y(QZS83'X'FNCL/AQ,<-?WJ)ZI"NX_F:V?9-&R-
[CK7>4V2-)4*R(KJ>S#(H X&BNKN- LYLF/=$W^RYR?TK1@\.VL># M*[RGT^Z/_C0!S,<;RN$C1G8] HS6U9>'T'(>[;8O]Q3DG_"N@A@BMUVQ1J@
M_P!D8J2@"."WBMHA'"@11V%2444 %%%% !1110 4444 M%%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4 M444 %%%% !1110
4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !11 M10 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% M !7.,,.P]#71US\Z[;B1?1C51)D1T4459(4444
%%%% '#>-O!AU+=J>FQ_Z M8!^]B'_+4>H_VOY_7KY:59&*L"K X((P0:^BZYCQ)X+LM=W7$6+:^_YZJ.'_ M -X=_KU^M:PG;1FL9VT9XX*>*OZMH.HZ)-Y=[;LJY^65>4;Z'^G6J
K=.YJA MPIPIHIPJACA3Q3!3Q3 <*>*8*>*8R:.K*56CJRE)B+,=64JM'6QIFCWFI,/) MC(C[R-PH_P :EM+<&[$<"/+(J(I9F. .37;Z+I L(_-F -PPY_V1Z5)I>C6 MVF)E1YDQ'S2,.?
P]!6E7/.I?1&$IWT04445D9A1110 4444 %%%% !7*?$?_ M)$J[_WX_P#T,5U=AS'A#P8FOZ5! MJ&M3S20*#':VZMM 0'K^)SP,>M,\1Z%+X%O;76M$FE6W+[)(G;(!ZX/JI /7
MI7;>"723P;IACQ@1;3CU!(/ZUF?$Z2-/")1B-SSH$^O)_D#6ZJ2=7E>U[6.= MTHJCS+>U[EOQ/:1^)_ [S6ZDLT*W< /7(&+PEI2.23]F1N?0C(_0UQOA\?\(Q\2KW23\EK>@F(=!_
M>7\OF6I2O&4.VI;=IQJ=]&3_ !'N9-0O]*\.6Q_>3R"1QZ9.U<_^/'*[ZTM M8[*S@M81B*%%C0>P&!7GWA13XB\?:GKS_-!;$I >W/RK_P".@G\:.]J'J:ONI0 M[%%4?>)>&O$G_C>MZE-
]BDNO-)7:C8VX8G/0U[;7F'PS_Y&/6OI M_P"SFJHM*$K]^Q-=-S@D[;ES_A:7_4!N?^_O_P!C6CH7C[^VM9M]/_LB>W\[M=^\9A<*6]/;%=E14.=.VD?Q+4*B>L_P. ^+'_(!LO\
KZ_]E:J6E^ 1XBTU M=7U;4)Q=WBB1!'C:BG[N2SN!@JQZ@IN!(Z9!&,_7UJW\1;Z2;7-+T6:Y:UTZ;:\|@X'+E(]'T3Q!Y5AJ%Q''=C/D[95649] M >HXZ8[51TJ9\S@[2YE^)4.6,U>/*_P &
M96N2WGC3QL_A^"X:'3K0GS=G?;]YB.YR=H]*U[WX8:*]@Z69GAN@OR2M)NRW M;(Z8^F*R_!7[CXCZ_#)_K#YV">_[T?XYKTNE4G*FU&+LBJ5.-1.4U=MG)^"9
M==BT.:WU>TG\VW/[@RD!I%Q]W)/8]SZCTK"TGP;?>(=1N]1\6"X5MV(X X (MZ\8SA1P,"NQC\4:1/:W\]M=\86*,\P52" ,^H&>AKBM/O/%WC9Y[FSODTW3T M
M+TW0YM2TPS02VV'*ERP89 M [\@]ZZKP5J,^J>$[*YN6+S -&SDY+;6(!/O@"N.\1>"9;#P_>:CJ6O7=]+"
MH**Y.W<2!SDDGK[5TOPX_P"1*M?[^3H4E:M:UM#K****Y#K"B MBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** -/2A\LI]Q_6M&J M.EKB!V]6J]6
MW*V=A<73?=AB:0_0 G^E?)3NTLC2.Q9V)9B>Y-?3GCF=K?P-K+J<$VKI_P!] M?+_6OF&O2P*]UL\O,'[T4%%%%=YYX4444 %%%% 'H_P@\-KJ>NRZO<+F#3\> M6"/O2GH?P
S]2*]WKC/A;IJZ?X#LFQB2Z9KA_P#A7\@B/\ >/QIP+/YK^M=PN@^V_K$M]OVX0H,<3B+M4/O%E3;P\)28^@HJ/K5ZQ6Y7?O<5"?X+8AT.47F,Z
X#\!V_A2S%QO&/DK/)W39R%QE@?ZUPFKR<9(FHFQ%%RZ?XC%W*'ZA;?7+WUCO@\E*EP4L;[>?IVB(F&%$4=34V]K:R=E7XZ[R*04L6WO0K#=N/4<)XJP
LG^%>&^$M6N=^ M<^B74=F!H9G.)/'SKE22^7!?,CBS%KTEK)>%;GU(_+G!Q35NC"QD+9A!V1VT?BKH$O&6R$R]4@2M!9J4:'M[HY2P$KWMV/^3
M444 %%%% !1110 4444 %%%% !1110 4444 %%%% !11 M10 4444 <1\7IY9QGZOX5"#"?SQ<6F+>[HE_6HX8)S,4)1S?D?GKC\/JBO*\4S$FL12:'?A4B!
;'QD_Y)3.[&V^R<*]%QOS8IZZDE%!7__8+0#\OA@R:?M?C$G/44=NA,)PQ2YDP4"T5G#"9^)PH:F8/E9-V6YQ51L/^NK%;)A9/HI/?G(WR*U;V%
4444 %%%% !1110 4444 %%%% ! M1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%%
!1110 5BZ M@FV\8]F (K:K-U6/B.3_ (":J.XGL9M%%%60%%%%% !1110 4444 ,EBCGB:* M6-9(V&&5QD$>XKE-3^'FDWN7M"]E*?[GS)_WR?Z$$5UU%--K8;"QY-?TC6F
M4DVXBNT_Z9OM;\FQ^^A-85QI]W:\W2:J)]1/+5*-I&%N6J/Q'/E$X/P='A8;)D\Z!0&^'4?9]3Y2N/3L(WZ2VCM8?(_?A+S!KPT@K*!>3P8(]"_V
CN+=/*M16UO!CRH(H\?W$ I^W78/:^1X]9Z1J-V1Y%C.X%W'/J?9*2>PF0$1#G6&"@5+8+=]9>Z#DQN/+)Z'4GEKRP9I?$5:Y/%"6+$0M88@*D6=
'0"EHK)MOP^WVDRAV@ZM"_M<<'C]1]*D&B^(O&FKV]QKUO]ATJX:1$R5@0D!U'RTQU47OHOZNZ)O3RC6$AS_%J6-BKK*OQ@CI4PD5VR!>B@K+^9T
#H!7GGQ2LS#%IVLP2>7<0R>3N!P2#EACZ$'\Z[?5[N>P MTFYN%.VG/*QY$6@##&@EQ-KMF;5DKY2DZ#P(&SR'ZVZ7[)MK1FFVEX9ZVGL4%>*T
MI_1"Q#3CR+=G7>!=)_LGPK:1.FR>4>=,"
%4JZE\1]PW:=#PG\A$MZR)B^]FE[<H@E)=2=1N>4J*7,8F])+X$-TJ+,WVS/R1=AAZ^N@%DY!S=@PBM6%:T8
DNK8+NBXR2IR&&>O7D>U">)?&=V@@A\,B&X(P9I2 M0@]\'"\S^-=W15JKHDU>Q#H"Z:ZG1P0U$/DW8.C#L$@%#+ZDX/K>E/I+'7;[IBN$0R,0MMUDW@)4;
M&2,@#!Z5N^,_"UHSA=1ML#9D#< <@@GC/UZBNTHHJEKWSNU*\%M8WG<14D%W0B>(29<ES!9J5@.99H(PEI!&9@S]Y[>M_E65^[L1F@;BY9P8JIO<
+/&%E(+V'3-?S-B^-=TQ5^^N41G1@3W++)3T7BR?V7^(R*AJ)+R"J/V'N2CX7NS0*A^D#3+/5*K]FSVR0P>[/F1Z[0)3,.(@U/I=QBFJI^F;:^DK
(%'0#%+61H%%%%% !1110 4444 %%%% !1110 4444 %%%% M!1110 4444 %%%% !1110 4444 %%%% !1110 4444 % M%%% '*?$N3R_AYJ[>J(OYR*/ZU\V5]'_
!1_Y)SJO_;'_P!')7SA7J8'^&_4 M\G'_ ,1>@4445VG"%%%% !1110!]3^%8A#X1T:,#&VQA!^NP9K7K-\/?\BUI M7_7G#_Z *TJ\"7Q,^BA*"BBBI*"BBB@ HHHH **** "BBB@ HHHH ****
" MBBB@ HHHHH **** "BBB@ HHHHH **** "BBB@ HHHHH **** "BBB@ HHHHH ** M** "OFWX;_O?CS=/T_?WC8_[[_QKZ2KYM^&/_)<[K_KK>?S:NBC\,O0SGNCZ M2HHHKG- HHHH
**** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH M **** "BBB@ HHHH **** "BBB@ HHHH X7XR?\ )*=:_P"V'_H^.L']GS_D M0K[_+"DG_HJ*M[XR?\
)*=:_P"V'_H^.L']GS_D0K[_ +"DG_HJ*NA?Z'ZF'M8HHHKG- HHHH **** "BBB@ HHHHH **** "BBB@ HHHHH **** "BBB@ MHHHHH **** "BBB@ HHHHH **** "BBB@ HHHHH ****
"BBB@ HHHHH **** "B MBB@ HHHHH **** "BBB@ HHHHH **** "BBB@ HHHHH **** "BBB@ HHHHH *** M* "BBB@ HHHHH **** "BBB@ HHHHH **** "BBB@ HHHHH **** "BBB@
HHHHH M *ANHO.MG3OC(^M344 -DRQ'!CG4<_]]+SCOAJ MUI14WROOYFO0/AO\7K3Q,(M*UIH[76/NH_W8[D^ MWHW^SW[>@\[^%,T4?Q>O[J:1(H8X[J1WD8
*N>23VK6$'&,T^Q$FFTT?2U:H[9N74YCLXQ]YG(ZMV"^I&<=_+/B-\:I+OS=(*2M%!R MLNH#AG]H_0?[77TQU/5? [PF=(\-2:[=H1>ZI\R%NJPC[O\ WTRY(M\TRN:
[LCU6BBBL"PHHHH *K7FH6>GQ[[NYB@7MYC 9^@[UROBKQJNG.]CH5 M[L<22D96/V'J?Y5YOSM/(_P!,UY+16?MI')]?J^1[Q9ZC9ZA'OL[J
M*=>^Q@2/J.U6:\#MKF>SG6>VF>*5C7&H<&O1_"OC87[I8:F0MRQQ',!A9#Z'T M/Z&M(54]&=5#&QF^66C.UHHHK4[@HHHHH **** "BBB@ HHHHH **** "BBB@ MHHHHH ****
"BBB@#G/&>L:CX=T;^V[* 74-FVZ\M>A>$\,RGLR\'TQNSV(N> M'/$NE>*M*34=)N1-$>'4\/&W]UAV/^1D5J30QW$$D,R*\4BE'1AD,",$&OE+ M5#K7PE^(5W%I=P\:HV^(/RD\#I/
K10DJ3C M;6Y-US7/;M3U2QT;3YK_%&YCMK6$9>20X_Q/L.37->"_%5UXTN+W58(&MM M#A8V]H''SW#]6D;T X]3GDT&RTFT'[FUB" XP6/=C[DY)^M1.FJ<==V5&7,]-C1HH
MHK L**** "H;F[M[.+S;F>.&/^](P4?K7/>*?%T.AJ;6W EOF&=I^[&/5O\ M"O+[_4;S4[@SWEP\TG8L>![=!^%9SJ*.B..OC(TWRK5GJ5QX[T&!BJW$DQ' M_/.,X_,XJ./X@:$YPSW$?
NT7^&:\GHK+VTCC^OU?(]TL=7T[4US9WD,QZ[5; MYA]1U%7:\ CD>&19(G9'4Y5E."#[&N]\,^.W\Q+/6'R&.$N<=/9O\?S]:N-5 M/1G31QT9.T]#T*BCJ,BBBCO"BBB@ HHHHH ****
"BBB@ HHHHH **** "BBB@ M HHHHH **** "BBB@ HHHHH **** "BBB@ HHHHH **** " MBBB@ HHHHH **** "BBB@ HHHHH **** "BBB@ HHHHH **** "BBB@
HHHHH ** M** "BBB@ HHHHH **** "BBB@ HHHHH **** "BBB@ HHHHH KWEO\ :("!]XJB^A+1GT4459(4444 %%%% !1110 4444 %% M%% !1110 4444 %%%% !1110 4444 %%%%
!1110 4444 %%%% !1110 444 M4 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 M 4444 %%%% !1110 4444 %%%% !1110 4444
%%%.CC:5PB#+&@"Q8V_GS9 M8?(O)]_:MJHK>!;>((OXGU-2UFW3C_XB]/\PHHHHKL.$**** "BBB@#ZL\/?\BUI7_7G#_Z *TJS M?#W_ "+6E?\ 7G#_ZK@.@"M*O
E\3/HH_"@HHHJ2@HHHH **** "BBB@ HHHHH M**** "BBB@ HHHHH **** "BBB@ HHHHH **** "BBB@ HHHHH **** "BBB@ H MHHHH **** "N>\<>&D\6^$;
[22%$SIOMV/\,J\J?;G@^Q-=#133:=T#5SX9EB MEMKAXI4:..)BK*>"K X(^N:;YDF7.]LN,/S][G//KS7J7QR*_V/XK76;>/; M::F"SX'"S#
[WYC#>YW5Y77K0DIQ4DG&R"BBBL"PKG/&6O'1=)VP/MN[@E(SW4=V_# M^9KHZ\D\=WQN_$TL>?DME$2_S/ZG]*BI*T3FQ=5TZ=UNSFB2Q))))Y)-7M*T
M>]UF=X;*,.Z+O8%@O&<=_K5"NT^&W_(9N_\ KW_]F%1>!KXV?B>!,_)<*8F_ M'D?J7KM=%.5XGL82JZE/7=!1116ATA1110 4444 %%%% !1110 4444 %%% M% !1110 4444
%>4_'/PG_;'AA-F9,F!RT!^]_WR<-]-U>K4R:&.X@ MDAF17BD4HZ,,A@1@@U4).$E)":NK'PQ171>.?#$GA'Q=>Z4P8PJWF6[G^.)N M5/\ 0^X-9:2E+[Y
MQ3=1_+%FWL\C^(CYV'T!V_BWI7O59V@:-;>'M!LM)M!^YM8@@.,%CW8^Y.2? MK6C7EU9\\FSIBK*P4445F4%9/B/6%T31I;K@RGY(5/=ST_+K^%:U>:?$B^,N MJ6UD#\L,>_[S'_[S'_
#\ZB)!&3&1GH M1Z@C@U4KTK7)%U[X=QZG<(JW$8#@@8=@^;=L./8_X5YK4SC9Z&5>DJ(^';XZ?X@LK@'@2A6_P!UN#^AKVZN MBE*Z/3P55O****T.P**** "BBB@ HHHHH ****
"BBB@ HHHHH **** "B MBB@ HHHHH **** "BBB@ HHHHH **** "BBB@ HHHHH **** "BBB@ HHHHH *** M* "BBB@ HHHHH **** "BBB@ HHHHH **** "BBB@ HHHHH **** "BBB@
HHHHH M **** "BBB@ HHHHH **** "BBB@ HHHHH **** "D(# @C(/!%+10!BWEH;=\ MKS&>A]/:JM=$Z+(A5AE3U%8]W9M;MN7)C/0^GUJTR6BK1115$A1110 4444 M%%%% !1110
4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4 M444 %%%% !1110 4444 %%%% !1110 4444 %%%% !11 M10 4444 %%%% !1110 4444 %%%%
!1110 4444 %%%*JEV"J"2>@% 6(M&2>@K8LK06Z;FYD/7V]J2SLA [\R?RJY429:04445(PHHHH **** "BBB@ MHHHHH **** "BBB@ HHHHH **** "BBB@ HHHHH **** "BBB@ HHHHH
**** "B MBB@ HHHHH **** "BBB@ HHHHH **** .0^*/_"3G5?\ MC_Z.2OG"OH_XH_\ MDYU7_MC_ .CDKQ+2_"5S=J);MC;Q'D+CYS^';\?RKTL).,:3;[_Y'D9@TJBO
MV_S.=J6*WGF_U4,DG^ZI->CV>A:;9 >7:HS?WY!N/Z]/PK1Q@8%:2Q2Z(\UU M>R/*C87@&3:3@?\ 7,_X5 05."""".QKURHIK:"Y7;/#'*OHZ@TEBNZ%[;R/) MZ*[J_P#"%G<
M:,;>3T^\I_#M7(:AIEUIDWEW,>W/W6'*M]#71"K&>QI&:EL M?4/A[_D6M*_Z\X?_ $ 5I5F^'O\ D6M*_P"O.'_T 5I5XDOB9]JH/*#(_=%@>ID-JR%%%M*DI4$A1110 4444
%%%% !1110 4444 %%%% !1110 4 M444 %%%% !1110 4444 %%%% !103@9/2L2_\7^']-)6XU6WWCJD;>8P_!XS^@6M%1F^A7 M*SJ?'WAA/%O@Z^TS:#<[?-M2?
X95Y7\^5/LQKYH^'OA*3Q5XUMM,FB86T+&6 M\R,;8U/*GT).%_&O9?\ A:NJ$G%A9@=@=Q_K61HWBG^P]5U74K+2K-+G5)A+
M.3NP"!T7G@$Y;ZL?;'1352$6B)4FVF>VHBQHJ(H5% "JHP /04ZO,H?BE=<> M=ID+^NR0K_,&M*W^)UD__'QIT\?_%S__+,* MXNNT^&W_
"&;O_KW_P#9A65/XD<&%_C1+VH_#VZO=3N[M;Z%5GF>0*4.0&8G M'ZTVT^'*6\RS:CJ*&W0Y947;D>Y)XKKD]=FE'B'4@)7 %U+@!C_?-9K2.XP[L MWU.:;E&^QI*14G[GXG6>.=?
M]3N(;*R97M[&,)B(OJ#N/C$HZ*75RN+FPIFYM1V&;8F*UT>[0X1'%56/XWQ/%5?\\<6/B9Y-]-Y.V^D6H-\FS_+NR0$M-N;>XI6RC7O
%%%% !12$ MA022 !W-4Y=6L8?O7"D^B?-_*@"[16-)XDDP&GVOA*8N$*VRZ+UP$HJN?HUY2(E6+[&U$]PFP!/3G[VY3=3+)1HK7O1]:Y.MJN(E7)P
M>SR/XB/G8?0';^+>E>HS:_+<020S6L#Q2*4P6>Q&)%EGW>R\)#.(7Y<)O@TE\#L!MT<*+@MX^:[;+(0M.SP'ZA='^K69?D6O7X"!\OXB6$"P4QEBUE
FG_ .^W_H)C@J.R\1#^&O[9UA^E7"KGK9'NE@HH3X<1V66PV=5+U:!GW^+96O"XT3&1D>3E.A4ZU(-WWQ6PM2>+'$/VHYGUHL
4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%% M% !1110 4444 %%%% !1110 4444 M %%%% !1110 4444 %%%%
!1110 4A 8$$9![&EHH S+K3B,O ,CNO\ A6>0 M0<$8([&NCJ&>UBN!\XPW]X=:I2[DMN?3YHN4_>+[=?RJH00<$8-7>X@H MHHH$%%%% !1110 4444 %%%%
!1110 4444 %%%% !11 M10 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% M !1110 4444 %%%% !1110 4444 %%%% !1110 45)%!),<1H3[]JT(-,48:

M9MQ_NCI2;2'8HP6TEPV$7CNQZ"M>WM8[=>.6[L:F50JA5 '0"EJ&[E)!111 M2&%%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 M 4444 %%%% !1110
4444 %%%% !1110 4444 %%%% !1110 4A( )) ZDT MM6Y MM+V:W+;C$Y3=C&<'%*ZO8T=*:@IM:,AJ"[M(+ZW:"XC#QMV/;W'H:GHIIV,S MT7PMJ$%UH]O:QG$MK$D3*3R0!@'\
<5N5Y/87TVG7B7,#893R.S#N#7J-E=Q7 MUG%WJ*PG&SN?0X'%>VCRRW1/1114'>%%%% !1110 4444 %%%% ! M1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%%
!1110 445P'C# MXE6NBO)8:4$NK\<.Y.8XC[_WC[=N_I51BY.R&E<[+4]7T_1K4W.HW4=O%V+G MECZ =2?I7G&M_%TY:+1+,8Z>?<_T4?U/X5YGJ.J7VKW;75_GL!T M
]A5<5U0H);EJ"ZFQJ?B36-:8F_U">53_P L]VU/^^1Q^E9PJ,5(*W22V+'B MI%J,5(M4,E6I5J):E6D(D6IEJ%:F6@"5:LV]Q-;2"2":2)Q_$C%3^8JLM2K2 M$=;IGCK5+3:EULNXQ_?
^5_S']0:T->N].\7Z4ILV*:E;_,D,G#..ZCL?4=^/ M>N'6I5K"I0A-6,ZE*-2+B^I0(P<&NB\'ZY::%J,\]V)"CQ;!Y:Y.<@^OM67/ M#Y[-)N_>'DD]_K5-
D9&VL"#7EU*4Z+NSPJE&IAIJ7XEG5+A+S5KRYBSYX3;=W.&8'JB]E_K^/M73T45 MUI65D>[3@H145T"BBBF6%%%% !1110 4444 %%%% !1110 44$@#). *P=1U
M_:6BL\$]#+V_"@#6NKZWLUS-(%)Z*.2?PK#NO$*5"DB$JRL,$$=JO:%J$>E:U;7LJ,Z1,257J>"/ MZUT.L::-5/G[@MV!C>>CC_:]_?\ R.3N;2>SE\JXB:-^HSW'J#W%&?
DLLB7FL1F.,'*VYZM_O>@]NM.,7)Z%TJ4JCM%%_X?Z"UK;OJ MMS'MDF&V$'J$[G\?Y#WKMZ0 = *6NN,>56/=I4U3@HH****HT"BBB@ MHHHHH **** "BBB@ HHHHH **** "BBB@
HHHHH **** "BBB@ HHHHH **** "B MBB@ HHHHH **** "BBB@ HHHHH **** "BBB@ HHHHH **** "BBB@ HHHHH *** M* "BBB@ HHHHH **** "BBB@ HHHHH **** "BBB@ HHHHH ****
"BBB@ HHHHH M **** "BBB@ HHHHH **** "BBB@ J.2"*88D0-[]ZDHH H/I<9^X[+]>:KMI MDX^Z4;\:UZ*?,Q61A-97"]8C^'---M./^6,G_?)K?HI\P,G_?)H M^SS_//&3_ODUOT4?\
YXR?]\FM^BCF#E,#[//_ M ,\9/^^31]GG_P">,G_?)K?HHY@Y3 ^SS_\ /&3_ +Y-'V>?_GC)_P!\FM^B MCF#E,#[//_SQD_[Y-'V>?_GC)_WR:WZ*.8.4P/L_P#SQD_[Y-'V>?\ YXR?
M]\FM^BCF#E,#[//_ ,\9/^^31]GG_P">,G_?)K?HHY@Y3 ^SS_\ /&3_ +Y- M'V>?_GC)_P!\FM^BCF#E,#[//_SQD_[Y-'V>?_GC)_WR:WZ*.8.4P/L_P#S MQD_[Y-'V>?\
YXR?]\FM^BCF#E,#[//_ ,\9/^^31]GG_P">,G_?)K?HHY@Y M3 ^SS_\ /&3_ +Y-'V>?_GC)_P!\FM^BCF#E,#[//_SQD_[Y-'V>?_GC)_WR M:WZ*.8.4P/L_P#SQD_[Y-'V>?\
YXR?]\FM^BCF#E,#[//_ ,\9/^^31]GG M_P">,G_?)K?HHY@Y3 ^SS_\ /&3_ +Y-'V>?_GC)_P!\FM^BCF#E,#[//_SQ MD_[Y-'V>?_GC)_WR:WZ*.8.4P/L_P#SQD_[Y-'V>?\
YXR?]\FM^BCF#E,# M[//_ ,\9/^^31]GG_P">,G_?)K?HHY@Y3 ^SS_\ /&3_ +Y-'V>?_GC)_P!\ MFM^BCF#E,#[//_SQD_[Y-'V>?_GC)_WR:WZ*.8.4P/L_P#SQD_[Y-'V>?\
MYXR?]\FM^BCF#E,#[//_ ,\9/^^31]GG_P">,G_?)K?HHY@Y3 ^SS_\ /&3_ M +Y-'V>?_GC)_P!\FM^BCF#E,#[//_SQD_[Y-'V>?_GC)_WR:WZ*.8.4P/L\ M_P#SQD_[Y-'V>?\
YXR?]\FM^BCF#E,$6MP?^6+_)5(NGW+?P ?4UM441BQKT+Q5.8?#\^#@R%4'XGG],UYO6M-:7/$S2HW.,.VH M4445J>4%;VC^&+K4666=6@MNNXCYF^@_K6+;NL=S$[?
=5P3],UU.J>,V<-%I MR% >/-<<_@/\:F5]D=6'C1UG5>W3N=;:P6]K MM;A52(8V@]/K[UYGK/_(;O MO^N[_P S77>"Y'EL+J21V=VGR68Y).!7(ZS_ ,AN^_Z[O_,U$%:3.S'352A"
M25BC1116IY(5V/@F_)\^P<\#]Y'_"/]/UKCJUO#4Y@\06IS@,Q0^^1C^>*F M2NCIPE1TZT6>ET445SGTX4444 %%%% !1110 4444 %%%% !1110 4444 %% M%% !1110 4444
%%%% !1110 4444 %%%O:/)H6DR[9L;;J=#RG^PI]?4]NG7IY&*:SM([.[%F8 MY+$Y)-.6NZ$5%61JE8>*>*8*>*LH>*D%7](\/ZKK@E.FV;7 AQOVL!MSG'4^
MQJO=V5QI]W):7<1BGB.'1NH---7L!&*D6HQ6U<>&=8L],&HW%B\=H55O,++T M;&.,Y[BFVEN!G+4JU?TOP[JVL6[3V%F\\2ML9@RC!QG')]Q6@/!'B/\ Z!@#.UG5C<.UM
W[D'#,/XS_A6-110 4444 %%%3VMI+>S>5" 6QDY..* M (**EN;:2TG:&48<>E,C1I94C7[S$*/J: &T5/=6LMG-Y4P ;&>#FHXHGFE6 M.-2SL< "@!E%7I-*N8KB.!C'YLGW5#5-_P (_??
W8_\ OJ@#+HK4_P"$?OO[ML?\ WU52\L)[$H)@H+YQ@YH K4444 %6;::W.(+VWCN+5CRDBAMI]1Z&JU% MFD]&:TO@+0;K]Y$)XE89'E2Y'X9!ID?P[T5#EI+N3V:0?T
J]X=O20UFYZ#< MG]16_4\D>QE]7I7ORHS]/T/3-+P;.RBC8?QXRW_?1YK0HHJDK;&JBHJR0444 M4#"BBB@ HHHHH **** "BBB@ HHHHH **** "BBB@ HHHHH **** "BBB@ HHHHH M
**** "BBB@ HHHHH **** "BBB@ HHHHH **** "BBB@ HHHHH **** "BBB@ MHHHHH **** "BBB@ HHHHH **** "BBB@ HHHHH **** "BBB@ HHHHH **** "B MBB@ HHHHH **** "BBB@
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"BBB@ HHHHH **** "BBB@ MHHHHH **** "BBB@ HHHHH **** "BBB@ HHHHH **** "BBB@ HHHHH **** "B MBB@ HHHHH **** "BBB@ HHHHH **** "BBB@ HHHHH **** "BBB@ HHHHH
*** M* "BBB@ HHHHH **** "BBB@ HHHHH YWQIG^Q$Q_SW7/Y&N KT?Q5 9O#\Y R M8RK_ *_H37G%;4]CP,S5JU_(****T/."BBB@#NO!'_(,N/^NW_LHKD]9_Y# M=]_UW?\
F:ZSP1_R#+C_*[?^RBN3UG_)#=]_UW?^9K./Q,]+$?[I3*-%%% M:'FA5W2,_P!M6./^?A/_$(52K5\-P&?7[08R%8N?; S2>QI15ZD4NZ/3*** M*YCZP**** "BBB@ HHHHH **** "BBB@
HHHHH **** "BBB@ HHHHH **** "B MBB@ HHHHH **** "O%/C'J1G\0V>GJQV6T&\C_:<_X!?SKVNOGWXI!AX^O=W0 MQQ;?IL']*>*8*>*8SU#X53M:Z3XAN% +1(C@' MN0KFJ/Q,M(Y;
[3]=MAF#4;=3G_: &,_\!*_E5GX9_P#(O^)_^N"_^@24RQ_X MJ'X47-K]ZZTB3S$]=G)_D7'_ &L-JCD1UNY/X/N)K3X<:W<6\ACECE=D=>H.Q M:YD>,/$/_05N/S%=7X%EM(?
6K27\32VJS.98UZLNQ>!R/YU3&M> >V@WGY# M_P".4DUS/2X=7H8$WB?6[J"2"?49Y(I%VLI(P0>U=7\/?^03KO\ US7_-!> ML;6-2*7.F21:5I5Q;W9*[9'' &>?XSV]JWOAK&)K+6(F.
XC4GTR'ISM[-Z M6$]CFO#V@7.O7OE1?)"G,LQ'"#^I]JZ#7/$%MIMG_8>@D)"ORS3]>6/?![^Y M_*MK3=6T%IW\,609;=HS&)U;'F.>O/<^_?IZ5P6KZ3/HNI26DXSCE'QPZ]B*
M$^>7O!N]2JM2K42U*M:E$JU**B6I12 L6TS6]Q',AP\;!A]0:]>BD66))%^Z MZAA]#7CRUZQI>1I-F&Z^0F?^^17-76S(F6Z***YR HHHHH **** "BBB@ HHH MH **** "BBB@ KD-
;F,NJ2#LF$'^?KFNOKB=2!&I7.?^>A_G0!5HHHHH **** M "MNP'V+1+F\/$DOR(?T_GG\JQXHVFE2-!EF(KI-3TZXFMK>VM@OE1#G)QD M]/\ '\Z *>KJ+S3[;4$'.-KX_P ^N?
SK+LO^/^W_ .NJ_P Q716&G7":?<6= MT%V/]P@YP?\ .#7/VJ-'J4*,,,LR@CWS0!?UR)YM86.-2SL@ JQF#0;;'RR M7L@_!?\ ZW\ZMZE?0:=,950/=NH'/9:HZK;)?6RZE;#.1^\7O_D4
8SW$KSF M9I&\PG.[/-6+.ZN&O8 9Y2#(H(+GUJG4]E_Q_P!O_P!=5_F* -/7IYH]1"QR MR*/+'"L1ZUD22R2X\R1WQTW'.*T_$7_(2'_7,?S-9- !1110 4444 6+&8V] M]!+_ '7&?
IWKN*X!02P ZD\5W] !1110 4444 %%%% !1110 4444 %%%% ! M1110 4444 %%%% !1110 4444 %%%% !1110 4444 %% M%% !1110 4444 %%%% !1110 4444
%%%% !1110 4444 %%%% !1110 444 M4 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 M 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110
4444 %%%% ! M1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %% M%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 444 M4 %%%%
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M1110!'<0IYMY+2YEMY1AXV*FO7*X_QAH[,1J4"9P,3 M?HW]/RK2F[.QYN94'."FMU^1QU%%%;'@A1110!W7@C_D&7'_ %V_]E%J(****LX0KL/!-B=T]^XXQY:?S/\ 2N7LK.:_NX[:!=SN
M?R'J:]1L;..PLHK6+[D:XSZGN?SK.H[*QZ66T'.I[1[+\RQ1116)[P4444 % M%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 44 M44 %>,?&73&BUFQU-
4_=SP^4S#^\I)Y_!A^5>SUA>+_#R>)O#MQ8<"8?O(&/ M\,@Z?@>1]#5TY"(Y_,_G4-O/+;3QSPNTJD<@U')?F\Q6W._\ M&<">&O#&G^&X9 SR2ORP1LVXJAX)QC/Z M"KX\8>(?
^@KN6;Q5KLL;1R:G.R."K D<@U7L=4OM/CECM+EX4F&) O\ %UZ_F:'& M4HV8FFT1QNT;JZ,593D$'!!KT9/*\<^&\,575;0=>F3_ (-C\"*\W6KMC?W6
MGS&:TG>&0C:60]1Z4YQOJMP:N(T;Q2M'(I5T)5E(P01VIZT3W,UY<-/<2&25 M_O,>IH6F,E6I142U** +5G;O=745O&,O(P4?C7KB(L:*BC"J /:N,\%Z26D
M.IS+A5RL.>Y[G^GYUVMM:6IVODZY;3*/DFD4_B",_P!* MP:D:>9MNZ5SM.5RQX^E &CXA_P"0G_P 4W1]0^R3F*4_N).&ST!]:SGD>1MS MNS'U8YIM &EJ^G?8KC?
&/W$G*^Q]*J67_'_;_P#75?YBF-/*Z!&E=E'\)8D4 MP$J002".010!J^(O^0D/^N8_F:R:<\CR-ND=F/JQS3: "BBB@ HHHHH N:7 ; MC484QD!MS?0EHH \^\1^'FTQGNX,&S9AP3S&2< ?
3)P M*Y^NR^*!(^'6JD'!_<_^CDKQ72_%T]LHBOE,\8X#C[X_QKLI4Y3AS(^?QV&C M3J>YU.XHJC9ZQI]\!Y%RA8_P,=K?D:O4FFM&>>U8***9+-%"F^61(U]78 4@ M'U%G0E+?
1&D:;>Y])^%=-@M=)@NT^:6ZB64L1R%(!"_K6]6;X>_P"1:TK_ M *\X?_0!6E7!+=GU%*$8048[!1114F@4444 %%%% !1110 4444 %%%% !11 M10 4444 %%%% !1110 4444 %%%%
!1110 4444 %%%% 'GGQ$\!'6E;5]+0 M?V@B_O8A_P MU'I_M#]:\6*-&[(ZE74X96&"#Z&OJRN.\7_#ZP\2[KJ BTU' M'^M ^63V"BGBM#6?#VJ>'[GR-1M7BR?DD'*/]&Z'^=9
MXKK3OL:#Q4@J,5(*: >*D6HQ4BU0R5:E6HEJ5:0B1:F6H5J9:)5J5:B6I5I M")5J5:B6IHD>1U2-6=V. JC)-("1:Z#P]X>EUB822!DM$/S/_>]A_GBM#0_! M4DNV?5,QQ]1 #\S?
4]OY_2NZBBCAB6*)%1%&%51@ 5SU*UM(DN78(HD@B2*) M0D: *JCH!3Z**Y3,**** "BBB@ HHHHH **** "BBB@ HHHHH **** "BBB@#% MUC2#/FYMU_>_Q(/XO<>]@ HHHHH *
M*** "BBB@ HHHHH **** "BBB@ HHHHH **** "BBB@ HHHHH **** "BBB@ HH MHHH **** "BBB@ HHHHH **** "BBB@ HHHHH **** "BBB@ HHHHH **** "BBB M@ HHHHH **** "BBB@
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MOG"OH_XH_P#).=5_[8_^CDKYPKU<#_#?J>3C_P"(O3_,*GBO;N 8ANIHQ_L2 M$?RJ"BNMJYPELZKJ)&#?W1'_%V;_&JSR/(VYW9CZLWNX(YX7&&210P/X&N UOX3:?
=,TND7#6;GGRI M,O&?H>H_6O1:*J,Y1V&FT?/VI^!/$6DEC+I[SQ#_):VW[Q?K@W7/PW\-7! M)2TD@)[Q3-_(Y%94OPFTTY\C4;M/3>%;^0%:K$097.CRM:E6O1O^%2@$$[=:(M';-
K_P#9UYQ\/3_PG6OSZ7_QX^5:M<>9_KC0_"VV7'G:I*_KLB"_S)K2M_ASHD/\ K&NIC_MR #] *AUX!S(\L6M" MQTJ_U C[)9S3#^\JG:/QZ5ZY:>&M%LB#!IL (Z,Z[R/Q;-:@ 4 = *S>(
M[(GG//--^'UW(5?4+A(%[QQ_,WY]!^M=GIFAZ?I*XM+=5?&#(W+'\?\ "M&B ML)5)2W);;"BBBH$%%%% !1110 4444 %%%% !1110 4444 %%%% !1110 44 M44 %%%%
",JNI5U#*>H(R#65=>'[68EH286]N5_*M:B@#DKC0KV')5!*OJA_ MI6<\;Q-MD1D/HPQ7?4C(KKM=0P]",T MHQ_NC;_*J[:!8-T5 MU^C_ .- ')T5/XX6#PIX/O\ 6X$DGDMO+Q&[@
[I%3J!_M5G_#:_C\<^';C4 M[F!K5XKMK<)')D$!$;/(_P!K]*KD?+S=!75[%FBNL7P_8KU$C?5O*GCTFPC MZ6R'_>RW\ZD9QJJSMA5+'T S5^#1;Z?!\KRU/>0X_3K77)%'$NV-
%0>BC%.H M Q;7P[!!'AKB0RG^Z.!_C6O'%%@2)1V>@2)%11V48I]% !1110 M 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% ! M1110 4444
%%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %% M%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 444 M4 %%%% !1110 4444 %%%% !1110
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%%%% !1110 4444 %%%% !1110!R'Q1_Y)SJO_&Q_]')7SA7T?\4? M^2G^84445V'"%%%% !1110!]6>'O^1: MTK_KSA_] %:59OA[_D6M*_Z\X?\ T 5I5X$OB9]%'X4%%%%24%%%%
!1110 M4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1 M110 4444 %%%% !1110 4444 %?-O[/G_(^WW_8+D_\ 1L5?25?-O[/G_(^W MW_8+D_\
1L5=%+^',SE\2/I*BBBNVVHV<5Y9SQSVTR[HY8VW*P]C1,J!/7S;^SY_P C[??]@N3_ M -&Q5])5\V_L^?\ (^WW_8+D_P#1L5=%+^',SE\2/I*BBLW4-N!7.EB[P"?P-+F72D[\
(),9"L>V<'!/'&.I&=&BP'"_&3_))3 MK7_;#_T?'6#^SY_R(5]_V%)/_145;WQD_P"24ZU_VP_]'QU@_L^?\B%??]A2 M3_T5%70OX#]3-_&>L445FP:Y8W>MW&DVLGG7-J@>Y*3CT!SCC
M//8T-*BBB@ HHHHH **** "BBB@ HHHHH **** "BBB@ HHHHH **** "BBB@ H MHHHH **** "BBB@ HHHHH **** "BBB@ HHHHH **** "BBB@ HHHHH **** "BB MB@ HHHHH **** "BBB@
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.0^*/\ R3G5?^V/_HY*^<*^C_BC_P DYU7_ +8_^CDKYPKU<#_# M?J>3C_XB]/\ ,****[#A"BBB@ HHHHH ^K/#W_(M:5_UYP_\ H K2K-\/?\BU MI7_7G#_Z *TJ\"7Q,^BC*"BBBI*"BBB@
HHHHH **** "BBB@ HHHHH **** M"BBB@ HHHHH **** "BBB@ HHHHH **** "BBB@ HHHHH **** "BBB@ HHHHH 0 M@,"" 0>"#WKYVO\ 6M7^#/C^ZL;53/H%TWVB.T=OE,;'^
_PLI!7WP,CI7T5 M7G'QG\)_\)%X.>^MX]U]I>9TP.6C_P"6B_D W_ ?>MJ,DI6ELR)K2Z.M\,^* M=)\6Z4NH:3<"1.!)&W#Q-_=8=C^A[9KP?]GS_D?;[_L%R?\ HV*O//#WB/5/
M"^JIJ.DW+0S+PPZK(O\ =8=Q_GK2Z#XDU/PS/=SZ5/Y$]S;;-;--*!\R(65B5/ M8_*!GW/?FNI4.522ZF;G=IL^C/B)\6+#P@DFGZ?Y=[K)&/+SE(/=R._^SU]< M=\CX,:3?ZK+?^^
=FDN;V])@MI)>R_,0.@&1M '3:?6O"= T:[\4>)+/2[< MLUQ>3;6<\[1U9S]!DGZ5]EZ9IUMI&EVNG6:;+>VB6*-?8#'/O6-6,:4>5;LJ M+(GM(AI-J^V25/?(D:TT\L3*/U%*S,W"2W1HZ-
XJU/16"Q3&6W[PRG*_AZ?A7J6B:]9Z[:> M=;-B1<>9$WWD/^'O7B57M(U6XT;48[RV;YEX93T=>X-7"HX[['1A\5*F[2U1
M[G15>QO(=0L8;N!LQ2J&7_#ZCI5BNH]I.ZN@HHHH&%%%% !1110 4444 %% M% !1110 4444 %%%% !1110!D^)M!M_$WAR^T>ZP$N8RH;&=C=5;\" ?PKPW MP1\5-
2\&:B_AKQ6)9K.VD,'FG+26Q4XQ_M)^H'3/ KZ(KY]^/GA/[+J5MXGM M8\176(+K Z2 ?*WXJ,?\!'K710:E[DMF9SNO>1Z#\6+VVU'X..K>6<\<]M,L M#1RQMN5AY\?0UC_L_NL?
P_U!W8*BZG(69C@ >5%R:'3; MW:98&Y4,KJP^T6?G4?\^V'_=S6 ZF^'UP];?C5J=YG+'U/JZ9Y92?(K0;K^\OU&MA;PCL<^J%&9M)7[P^%;]Z[X8/06UZS9^0D
6YZ]\1_C229=&\)R\\I+J*_J(O_BOR[&O1?AIX6;PKX/MX M;E3_ &C='[3>,W+>8W\)/L,#ZY/>O"?@YX3_ .$D\9QW5Q'NL-,Q<2Y'#/GY M%_,9^BFOJ:L:+&6Y17,+1!?HYA1117,Y4,CDH 4444
%%%% !1110 4444 %%% M% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 M %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110
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J>3C_XB] HHHKM.$****** "BBB@#ZK\., M*** "BBB@ HHHHH **** "BBB@ HHHHH **** "BBB@ I" P((!!X(/>EHH ^0_B%X M<:<:1M1G3O:*;-% &H6%;B!_#A\;B>%+3K6(FS
F\596"BBBH*$9@B%F.% R37A6J7K:EJES>,3F:0L,]AV M'X# KVK5F9-&OF7[PMY"/KM->%5A6>R/;5$$V2!%#^6]S%_%X#Y3ENDE
*BGN<^#O[1V[,Y__(6!KO\ MST@_[]"'MSPWXSGU;4%TS5Y1KN#6;%_*E<KJSOLSRQ?<#RTD64KR0S._&?DK_T%RO'^W1?+6[AM'"KP"RQN\IL'QM-"K'U\N:WA%YNQ%H*'
M# 21K_=![GFL2MKQ7JD>K^[$YA7$<9]0._XG)&K%5N<^7&K%G>K%BU&.]ZX)-4Z1IXM\/O>3QM5#17L.QW+)0O?.#6"V;LKI0]CGTQ$S?_GU.5!QZX3%[A/UZ@YK/F4N
M.3=%7"BBBM#"J"BBB@ HHHHH **** "BBB@ HHHHH *R?R0E'"G<4C+;JQ6U$%?$8E%YP4)E[=,<*.9'EP9V[V>)+WK/$VVM(CAR2Z#M@@=K[7<
).!R:]H^/GA/[+J5MXGM8\176(+K Z2 ?*WXJ,?\!'K7R!S/,B:+6XKXMMY*/^IWGQ5[U+"-DH)+\#R(#.-?K[/6/+>N!VIV^>\8B(AB9?NV)'
(NLCD.PX7_@(P/KGUKLJ**\R4G)@HHHHH#"BBB@ HHHHH *** M* "BBB@ HHHHH **** "BBB@ HHHHH **** "BBB@ HHHHH M **** "BBB@ HHHHH ****
"BBB@ HHHHH **** "BBB@ HHHHH **** "BBB@ MHHHHH **** "BBB@ HHHHH **** "BBB@ HHHHH **** "B MBB@ HHHHH **** "BBB@ HHHHH **** "BBB@ HHHHH
**** "BBB@ HHHHH *** M* "BBB@ HHHHH **** "BBB@ HHHHH **** "BBB@ HHHHH **** "BBB@ HHHHH M **** "BBB@ HHHHH **** "BBB@ HHHHH **** "BBB@ HHHHH **** "BBB@
MHHHHH **** "BBB@ HHHHH **** "BBB@ HHHHH **** "BBB@ HHHHH **** "B MBB@ HHHHH **** "BBB@ HHHHH **** "BBB@ HHHHH **** "BBB@ HHHHH *** M* "BBB@ HHHHH ****
"BBB@ HHHHH **** "BBB@ HHHHH S?$%I]O\.:G:8R9 MK61!]2IQ^M?*=?7U?*?B#33I'B'4-/P0+>=T7/=<_*?RQ7H8&7Q1/-S"/PR, MVBBBO1/-"BBB@ HHHHH
]I^"VM++IM[HLCCS('\^($\E&X;'T('_?5>JU\J^' MM;N/#NNVV^2T+_#)G&]#PR_B*^H--U&UU;3H+^RE$MO.^]]-/M[G"\L)%)Z1.0H#MF@4JI:J6>KZ\?UIP^>D)MBUC#HVDG'I@'MK]W;D%L3J&KTZ
%%%% !1110 4444 9NOZQ'H&BSZG+;7%S'!M)BMEW.P+ 9 '7&<_0&O-/^&B?"7_ 4T?\ [\+_ ,57L5%91E%?$KFLZ<)/1V/-
M**** "BBB@ HHHHH **** "BBN5UWX@^'/#^JPZ9=WNZ]EE2(PPKO*%B!EO[HYSSSBO%ETQE2&33LV6[YEX*MZ#MS2?S-5RRLS,\0RV
U&**%2+6BPT>K*Y$>SM\3/YRNR[93Q_JA@W=@$SW,SUSA1[#WKGEJE5%SQ2H+K[#V/>X4?G#BS^HT-?7/2WDO'Q>#=(X@1X*:HJCQ]$K1KI8;,EMI=Q&SDW77-4%R\Q,1DAN8GDKVHKH\IB3E62)7QLK+:P0R3%F3?:I:B$GR<&CYU>KRRJP%.PM4NCS@W%UR.E!&V:DXNZU=K4NL1%2M\K=H]9@?I[QI/IV(;%H?I:
?]="4_P#0L5X8M3+4/#Q#D1]!0SPW";X) M8Y5]48,/TJ2F8+H(#U49+B!FI[/&A+/C/@+0L@Y@Y[/4=!KLCI_[H[]I\$F^TNW>
MS)_B/UKF_&VO0:UZ:&:#)@1[E@!6A;D69:[;RN7!VOBSMGUQ'[Q3S?:MPS1+WF@FC.E?\JYTU7OM-8?17R5EBFXS[&=JOJUT<_6SE4SDM
A113XHI)YDBB0O([!54#DD]J1)WGPTM&WWUZ1\N%B4^IZG^GYUZ%69X?TE= M%T:"S&#(!NE8=W/7_#*TZ[(*T_#\U_,/]N][@D1V,4*KT*OX+1#^,O@[%K&PH@VSL:7CJ>
"BBJ-UJ]G:DI-C@C^AJJ3!>HKQ,*T!6#UZ7H57RC&,ZH4W$T9V;$%F-WX':VZ*7[)NX&S([$^'0(\5!0/)V1W^4-I[2"V1,7F$6)V*
U5NG8@'*QOAMH^G^#/",-C<1_;YF,UVR@D; MS_"#CH /S>F457,^7EZ6GO:V.,!&Q6UT@W1[A9&L(W;'4E3^V.Y<<'+$I3@*>]#,%U1HOEMZ4DZVZ_A?^P
MOQ_]:KU !1110 4444 %%%% !1110 4444 %%%% !111 M0 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% M!1110 4444 %%%%
!1110 4444 %%%% !1110 4444 % M%%% !1110 4444 %%%% !1110 4444 %%%% !1110 44 M44 %%%% !1110 4444 %%%% !1110 4444
%%%% !1110 4444 %%%% !111 M0 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% M!1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110

4444 % M%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 44 M44 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !111 M0 5X/\8](-
GXIBU%5Q%?0C)_VTPI_3;7O%<7\4-#;6O!L[Q)NN+)A<(!U('# M#_ODD_@*WPT^2HF<^*I\])KL?.M%%%>T>&%%%% !1110 5VWP^\>/X4O&MKS M?)IWE&Y)$.
M014]?,/AGQEK'A68FPG#6[G,EO*-T;>^.Q]Q7L7A_P"*_A_5HT2^D_LVZ/!2 M8YC)]GZ8^N*\JKA9PU6J/6HXN$]'HSO**BM[F"[A$UM-'-$>CQN&!_$5+7*= M84444 %%%% !1110
4444 I@?X;]3RNG?5!1110 4444 %%%% !1110 4444 %%%% !6)XC\5Z7X8MA)?2YF M89CMTY=_P[#W-9?CGQM!X6LQ!!MEU.9@[UX1>W]UJ=Y)=WL[S
MW$ARSN*D6HQ4BU0R5:E6HEJ5:0B1:F6H5J9:)5J5 M:B6I5I")5J>*5T1T5B$D&UU[,/<5 M2K4M7T8-)JS()+9E&Y.1Z=ZKUJ+5RP MM-,NI_)U#S(E?I/$<%#[@\$?K7!6PGVJ?
W'EXC+[^]2^XY^BO0F^&<;',6K, M%/3,&[_V859MOAM81N#WFNIEAMXGEE8X M5$&2:]/\)>$!H^+Z]VO>D851R(@?YGWK?TW1]/TF,I8VJ19^\PY8_4GFKU:P
MI6U9W8?!JF^:6K"BBBM3M"BBB@ HHHH **** "BBB@ HHHH **** "J=]J5O M8K^\;+GHB]3_ (55U;5Q9@PP$-.>I[)_]>N7=VDJ%%% !1110 4444 %%%% !1110 4444 %7[+5[JS(
;S(_[C M'^7I5"B@#M+'4[>_7Y&VR#JC=?\ Z]7*X%':-PZ,58'(([5T^DZP+O$$Y G[M'L__ ->@#7HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HH MHH **** "BBB@
HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB M@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** M"BBB@ HHHH **** "BBB@ HHHH ****
"BBB@ HHHH **** "BBB@ HHHH * M*** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HH MHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@
HHHH **** "BBB M@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** M"BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH * M***
"BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ I" M 000"#U!I:* /F?QYX;/AGQ1<6R(1:2GSK8]MA[?@)BJ/LYZ;,2BB MBN@Y@HHHH ****
"BBB@"6"YGM7WV\|D3>L;E3^E:*>*/$,:[4UW4U'HMW(/ MZUDT4G%/=%*36S-C_A+/$?\ T,&J_P#@9)_C1_PEGB/_*?\ P,D_QK'H MIP^>7(_\ H8-5_P# R3_&L>BCDCV# MGEW-
C_A+/$?_ $,&J_\ @9)_C1_PEGB/_H8-5_\ R3_ !K'HHY(]@YY=S8_ MX2SQ'_T,&J_^!DG^-'_"6>(_^A@U7_P,D_QK'HHY(]@YY=S3N?$6N7EN]O=: MSJ,\#C#QRW3LK?4$X-9E%%-
)+8EMO<****8CJ_!'C>[\(ZA@[IM.F;]_;Y_\ M>7T;^?3T(^B=-U*TU;3X;ZQG6:WF70_&;5F-SI^CHWR*IN9!ZDDJO\F_.KA'FE8:5V>;:EJ5UJ M^I3W]{(9)YFW,?Y >@'2H%J,5(M=R-
1XIXI@IXIC'BI!71_#S_D>M,_WI/\ MT6U=EXA^).I:/X@O-/ALK1XX'VJS[LG@'G!]ZES:ERI"OK8\M%2+7>#XM:L? M^7"R_P#'_P#&L2RU.76?'MAJ$R(DDU] 65,X&&4<9^E-
2EU0TV8:U*M>I>+_ M !QJ>@:X;&U@M'B\I7S*C$Y.?1AZ5C0_$R\ED'V_3+*:/HP12IQ^)-2IR:NE M^(KOL<4M3+78>.-'L(K>QUK38UB@O -T:C R1N! [<9S5VZ_Y)+9_P#73_VH
MU'M-$^XKG#K4JUI^'?#]SKUYY<>4MTYEF(X4>@]3[5OZ[XAMM/L_[#T'Y($^ M66=3RY[@'O[G\J;GK9!?H>#=9,\)TZ=\O&,Q M$]U]/P_E]*ZRO)=-NVL=0@N5/,;@GW'PCE M9]
'+45L/K5NR,HTV($@C.1Q_X[M5?2].^VR,\C;((^7;^E &?16Y)JUE;$QV=E&RCC>PZ_UIT,FGZN?)>W%O.1\ MK)WH P:*FNK9[2X>&0?,IZ^H]:WIIH+'2K.7[)%(SHH.5']WZ4 'TR
C\/*EN[6TO=,:^M(_*9/O*.GN/ZT 85*K%6#*2"#D$=J2B@#L=)O\ M[=:98CS4X"#&[^(]-A)1C_ID:#H?^>GT]?S] M:]CI'19$9'4,C##*PR"/0UI2JNG+F1E6I*K'E9\A45Z'\1?
A[)H%P^J:7$SZ M5(-[OPCJ&#NFTZ9O MW]OG_P >7T;^?3T(^B=-U*TU;3X;ZQG6:WF7=;@_P#CR^C?SZ>A"B<-S^]'<[<-B?9^[++8^DZ*9#()H4E4,%=0
MP#J5(SZ@\@^U/KRCUPHHHH **** "BBB@ KY^^*YT0\'^$/^AMC_ .^DKG-% MCCA\:6$4,GF1)J,:H_\ >42#!_&L(5K^&O\ D:-)_P"OV'_T,5IRM)W=QV/3
M/%GA2QUC6S=W&OV]D_E*ODR*I.!GGEQ_*LT?#K3;. 7U[KP>Q7EGCA !'LVX M_P JR?B7_P C:?\ KW3^M1>"O$AT;4/LMTV[3KD[95;D(3QNQ_V^E9)3Y$T MR=;%CQAXDM=7-
M8:WTK>EFEA^$MKY4C(78HVTXRID;(I2MR MQY>X/96-74(8IO!\]KX8G4Q6[%9ECY:0#[W/%M>?0M461B3: MRX69!Z>H]Q_C6MXQT!+29=5L &L;GYCLZ(QYX]C_)[54?LZ8Q?
2K-CU,"$_\ ?(KR>)&=U11EF('O7KT$0@M MXH1TC0*/P&*YZ_0B9)1117,0%%%% !1110 4444 %<%* MQ>9W/5F)KO:X6[C,-W-&?
X7(_6@"&BBB@#H;$6X\/F6X3ISP*+#5C> MW2VDUO#Y+@@ #IQ4*?\ (J2?[_\ [,*I:/\ \A:W^I_D: +UQ>QZ1<-;6<$9 M*\N[\DYYQ2:JL5UI=O?K&$D8[6QWZ_U%4=7_.0K#
(>3_P+'\A6#6_I MN+_19[$$"1>5!],Y'ZT 8%.C=HI%D4X92"*'1HW*.I5@<$$(#N>:?M9MA?RV,ZNI)3/S)G@BK^L6,9B6_M0/*?!8#MGO0!BT44 .1BDBN.JD&N^
MKA+:,S7448_B<#]:[N@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH *** M* "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH M **** "BBB@ HHHH
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HHHH ;)&DL;1R(KHP(96&00>Q%>*^._A9-922ZGX?B:6T/S26B\O M%[KZK[=1[]O;**UI594G>)E5HQJJTCY!HKZ#\8?#'3?$;27EF18ZBW)=5_=R MG_:'K[C]:\2U[PUJOAN[-
OJ=JT63\D@Y23W5NA^G7UKU:6(A4VW/(K8>=+?8 MR:***W.<**** "BBB@ HHHH **** "BBB@ HHI0"2 2 M3T H "2 23T
KVSXW;Z]/4:\W$XF_N0/4PN%M[\PHHHHK@/0"BBB@ HH MHH **** "N-^)7AQM?\ #+26Z;KNR)FC '++CYE'U'/U KLJ*:=G<%H?)HJ1 M:]$^)'@5],N9-:TR'-
C*=T\:#_4L>^/[I_0_A7G:UW1DI*Z-D[CQ3Q3!3Q5C M-/0]6ET/6+?4H(TDDA)*J^<'*D<8'UJ@M1+4JTTDE9 =+)XMN[KPZNC7 M5O!/$B@)*V=ZXZ'.>W3Z4U_$=S+X:BT0PQ""-
MP<9W'YB?7'>L!:F6IY(BLB M5:Z*P\575IH[Z7+!#:YU:E6FTGN%B5:E6HEJ5:)5J45$ MM:&F:;<:I=K;VZY)Y9CT4>IJ6[;@;7A#3#>:F+IU_S?_*OY5TM17%O'=0/#
(,JP_*@#A**L7MG+ M8W!BD"\+=F%5Z +RZAC2FL?*^\V=^[WSTQ4%GV/>J-% !5^#4O)TR6S\K/F$ MG?NZ=.V/:J%% !4D$\MM*)8G*N.XJ.B@#:_MJWG -Y81R./XA_\ 7IDVN,(C
M%9VZ6ZGJ1UK(HH "2223DFK]WJ7VJQM[;RMOD@#=NSG QTQ5"B@ K1L=6-K: MR6TL/G1-T4MC&>O:LZB@!3C)P,#L#2458L[.6]N!%$/]YNRCUH TO#UF9+DW
M+#Y(^%]V_P#U5TU16UO':VZ0QC"J/S]ZEH **** "BBB@ HHHH **** "BBB M@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** M"BBB@ HHHH ****
"BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH * M*** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HH MHH **** "BBB@ HHHH **** "BBB@
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HHHH **** "BBB@ HHHH **** "BBB@ J&YM;>]MWM[J".>%QAHY%#*?J# M4U% 'F?B#X.:7?,T^CW#6$IY\IP7B/T[K^OTKS;6OAWXFT0LTNGM<0C_);6 MO[Q?
R'(_$"OI6BNJGBZD='J#P_XO,*VIU(U%>)C4I2INT@HHI0"2 23T JS, "2 23 MT KVSXW;Z]/4:\W$XF_N0/4PN%M[\PHHHHK@/0"BBB@ HHHH **** "BBB M@ HHHH
:Z))&T'H]T9RSV>>5_W/4>WY>E M>MT549N+NAIV/E9D>*1HY%9'4X96&"#Z$4HKZ)\0^#='\2(6N[?9?RR#ZJ>OX$UUPK1EOH:*29Q(J0436\UK, MT-Q#)#*OWDD4JP^H-
K9%#Q4BU&*D6J&2K4JU$M2K2$2+4RU"M3+0!*M2K42 MU*M(1*M2K6AIGAS5=3*F"U<1G_EK)\J_F>OX9KMM(\#6=F5EOG^U2C^#&$'X M=_\ /%92J1B)M(Y71?
#U[K#AHU\NW!PTS#C\/4UZ3IFE6NDVH@MDQW9S]YSZ MDU<5%1 B*%4# & *6N6=1R,W*X4445F(**** "BBB@ HHHH **** "BBB@ MHHHH **** "BBB@""
[LX;V$Q3+D=B.H/M7)W^F3V#_.-T9/$@'_ -:NSI&5 M74JRAE/!!&0: . HKI;WP]'(2]JWEM_<;[O_-:L*YL;FT.)HF4?WNH/XT 5 MZ*** "BBB@ HHHH **** "BBB@ HJQ;65S=MB&)F']
[H!^-;MEX>CC(>Z;S& M_N+T_P#KT 8UCIL]^_R#;&#\TAZ#_&NLL[.&RA\N(?[S'JQJ=45%"HH51P ! M@"EH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "B
MBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH *** M* "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH M **** "BBB@ HHHH
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*YK_P"AK7S57TK\2/\ DGVK_P#7-?\ T-:^:P"2 23T KU,#_#?J>3 MC_XB])(!)/0"O;/AQ\.!IHBUK6H0;TX:WMW'^I]&8?WO;M]>A\./AP--$ M6M:U"#>G#6]NX_U/HS#^]
[=OKT]1K+$XF_N0-L+A;>_,****X#T HHHH *** M* "BBB@ HHHH **** "BBB@ HHHH **** *M[IMCJ47EWUI!<)V$J!L?3/2N M5OOA?X>NB6@6XLV/:*3*_DV:
[2BJ4Y1V8TVCRNY^$4ZDFTU:-QV$L17'X@G^ M59DOPP\0Q9V_9)?]R7'\P*]GHK15YCYV>(?*_\ $ZDC^S0?<3Q__%5C:+8R M^(+Q[327M[NX2,R-''<1DA00"?O>I'YU]$5\V_L^?
\C[??\ 8+D_]&Q5M"K* M49/L*55H'7P?#WQ"^-]O%%_OS*?Y9K3MOAGJ38 M^=G%6GPVL(B##=7L\Y'9 $!_F?UKH;'PYI&G8-O8Q!A_&XWM^9S6I14.[L5 MV%%%0(**** "BBB@
HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** M"BBB@ H(!&",BBB@"A/H]C<9)A"-ZIQ_]:LZ7PUWAN/P=?ZBN@HH Y.30+Y/ MNJC_.ZW^.*KMI5\G6UD_9_E7:44 :X_!%J:T8-
&L; M?!$.]O63G_ZU7Z* 8 P!VHHHH **** "BBB@ HHHH **** "BBB@ HHHH M **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ MHHHH **** "BBB@
HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "B MBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH *** M* "BBB@ HHHH **** "BBB@ HHHH ****
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HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ MHHHH **** "BBB@ HHHH Y;XC@GX?ZL "28TP!_OK7+_ X^' TT1:UK4(-Z M<-;V[C_4^C,/[WMV^O3T]T21=KJK#
(.&&>0<@_G3JUC6E&FX+J8RHQE44WT" MBBBLC8**** "BBB@ HHHH **** "BBB@ HHHH **** (M+R\M["V:YNY5A@0C?(WW5R<9)
[#GKT%3@@@$'(/>HKFVAO+2:UN(UD@F1HY$ M;HRD8(/X5X1I7CO4OA9XJN?"FO&:]T6&3%O*>9(HCRC+_>7'5>V#CI@Z0@YI MVW)K6$-]87,=Q:S+N26,Y!'^ M>W:OG?\|
9_Y'V^_[!-O'VD>"+#S+Q_.O)%)@LXS\|GN?[J^Y_#/2N*^%TNK^.$-UXUUU\P MVVZWTZW7B.)B/G*CV&!GOD^E9JF^7F>Q3EK8]?HHHHK,H**** "BBB@ HHHH M**** "BBB@
HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ H MHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BB MB@ HHHH **** "BBB@ HHHH ****
"BBB@ HHHH **** "BBB@ HHHH **** M "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH M**** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH
**** "BBB@ H MHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BB MB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** M "BBB@
HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH M**** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ H MHHH **** "BBB@ HHHH ****
"BBB@ HHHH **** "BBB@ HHHH **** "BB MB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** M "BBB@ HHHH **** "BBB@ HHHH **** "BBB@
HHHH **** "BBB@ HHHH M**** "BBB@ HHHH **** "O(OCOX3_M/0(?$-M'FYT_Y)\#EH2>O_ 6.?HS5 MZ[45S;0WEI-:W$:R03(T] M0>,?
#DWA3Q5?:1+N*POF%S_'&>5;\NOOFL*O3Y8R5^YS7:-13JOB[Q'&DDTE MYJ5_,J!Y#DLQ.!] /R %?8?AW0[;PWX>LM(M!^ZM8@F[&-[=68^Y))_&O%/@ M%X3\^]N?
%%U'\D&;>TR.KD?.P^@./^!'TKWZN/$SN^5=#:FM+A1117*:!111 M0 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% M!1110 4444 %%%% !1110 4444
%%%% !1110 4444 %%%% !1110 4444 % M%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1145Q<0 MVEO)<7$J10QJ6=W. H'GI
MU/I7K/AWQ%8>)]*2_L),@\21M]Z)NZL/\YK:I0G3BI21C3KPJ2<8O8UJ***Q M-@HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** M"BBB@ HHHH ****
"BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH * M*** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HH MHH **** "BBB@ HHHH **** "BBB@
HHHH **** "BBB@ HHHH **** "BBB M@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** M"BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH ****
"BBB@ HHHH * M*** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HH MHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB M@
HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** M"BBB@ HHHH **** "BBB@ HHHH **** /(OCOX3_ +3T"'Q#;1YN=/\ DGP. M6A)Z_P# 6.?
HS5\^:9IUSJ^J6NG6:;[BYE6*-?2XN)4BAC4L[N>A\0/B!-XGN&L;%GBTF-N!T,Y'\3>WH/Q//3A: M]3#8;D]^>YY6*Q7/[D-@K9\,^)K_ ,+:JM]8OD'B6%C\LJ^A_H>U8U%=C2DK
M,XHR<7='U1X=\16'B?2DO["3(/$D;?>B;NK#_.:UJ^6O#/B:_P#"VJK?6+Y! MXEA8_+*OH?Z'M7T?X=\16'B?2DO["3(/$D;?>B;NK#_.:\C$8=TG=;'L8;$J MJK/+'_ #TE"_S-
9T_B[0H/O:C& MQ](U9_Y"J46]D2Y16[-JBN4F^(.C1Y\M+J4_[,8_4BJ$WQ)B&1!IKMZ%Y0/ MT -4J,WT(=:FNIW5%>:S?$74FSY-
I:H/]K)@>KT5Y'_;'BB]X2>_?/_/%"/_011_97BF\^_#J+Y_YZLP_]"-/ZO;=B M^L7VBSUF2:*(9DD1!_M,!5.36]*A_P!9J5HI]/.7/Y9KS6/P1K\IRUJJ9YYR\ MJ_T)JY'\/-6?EY[1!Z;V)_E1[*FMY!
[6H]HG9R>+=!B^]J,9_P!U6;^0JK)X MZT)/NW$DG^[$W]<5@Q_#:<_ZS4HU_P!V(G^HJU"\-[GS-_O.!_C5F/X=Z2OW[B\< M_P"^H'_H-64\":&O6&9_]Z4_THO106KOL8K_
!*;^#2@.>K3Y_\ 9:KO\1[X M_#= 3IIX/UE<_UJPOAK14Z:9;?BF?YT<]'^4.2MUD<,_Q# MU=N%@LU^B-G_ -"J%_'NN-G#P)G^[%T_.O1ET;2D/RZ;9K](%']*G2RM(\;+ M6%<=-
L8&*/:T_P"4/95/YCRMO&WB!CQ>A?80I_A2?\)+XEE)47=P2>RQ#^@K MUM55!A5 'H!2T>VC_*'L)?S,\C_M3Q3-TFU$X_N*P_D*/,\6R_,#K)'JOFX_ M2O7**/;K^Y4F9Y'Y?BV7Y2-
9(Z_-YN/UH^Q>*O^>>J_F]>N44?6(/_J_F MSR/^R/%$$GSG@?U5&Y)&_8EA-/G1BN_N'V_5+6_I@C@+N/7YI0,W/D>_N.?) MLXI^Y%K-&%L.E/_
"+^)/^?^/W4^1GNCV_>M2GOP'6G_6HA4BK8/2]Y,^Y5/^8V2#GX;?I64SW,3F+VJ1NL'&R!! MQ[(1?[+QD2K;]IKC8^8-4GG2M4QDGN28X_3F*AT.N]H3.<&V-Y
Y_XG?'_76O7&<7K%5:-R4;5=EX8:;L"=2FUH\3&/HL09E[WFW#\1L?*V6?#H\QHNE!$F0:.)>.0=JGHF!"#KO@ MCC7EQF[1\?W$V'P?4+@O+J!$6[[3"9U=8LZ?8(TL>-$!^2\T_X_%Z*)V4_)PDMG[K
ZTHY^S-]8_|M U.OQ%U4'YK6S/T5A_[-9J)%IJM.C[^.G/(:X6G6K,94]L]F,4^:GH4?O#T;BQ3K92)W#)\^SL79ZIK?GT!EVIR\1GRV_7C]4?M,$N?V=:<Y\GA7EP@S9G)O)6'P=4K\BXA8!Z,/3_;?[
!QC*RN/ZT<]'^4.2M_,9$?Q'LB/WEA<++_+K_P"%'^6#E7]5_?M1Z2_V_<_U'@J62=*>2H+?6)X_62@7.#W-?;$2.Z>4IJ_!+F][3B6JY4N>UO3Z^Z8H+8R+&^G/!X2
T!JU'XIT.3[N\-.VQ(#8I1F@)6+TG6=O25HBX5MBD9RU+>JV_Y?'ODX/4/OSFSI/5SI-!%$F=E*2,P@@NTH&[V&5$J=L<S;V&V!3EQ_#EU,B_/;6&>?C;?Y_G7WF%U+]"^>&3PU1X@O\!3?J5L$Y
U%4Y/!6OPG*8FG^?+#0MJ7@G/C=1HX.FF;/RB=J@!AB=)[%P$#/_;]=T&ZI\/2/!8'%NTK%2#ZXJEQU-`U_NLU'+B?\`;_DF<9B&5LT9A!(#T.=F_J8A@#N`Y
R:3P\REB8'I%%<-8Q]U$A2'C(P:MKE;2&S;YB+_R4S70?>6-RVBX$3RN?-%M;T87X[JIN=/U)5>'"C9#&9V#:N$/)P?!9^>YH]MBQB]X@$1Q^G&QAR?R@?55H+D*
!1110 44 M44 %%%% !1110 4444 %%%% !1110 4444 %%%% !111 M0 4444 %%%% !1110 445%<7$-I;R+&GB-GR*WN:+>3=-^&6-K7YR&P;5HT^>FXKNBC^]6)&ROE[S
$#X@3>)[AK&Q9XM)C;@=#.1_$WMZ#\3ST/B!\0)O$$]PU MC8L\AG(_B[^/^BU4A8]XT;`S$>T=;%XL^JY+>@L)!^ZQ/?O<^PDR M#Q)&WWHF[@=9F+WXZ+&OJ75L*O3Y8R5^YS7:-13JOB[Q'&DDTE
Z'M7T?X=\16'B?2D MO["3(/$D;?>B;NK#_.:\C$8=TG=;'L8;$JJK/*T^KO[3L9_64_A5SU.YU73[(/!(N;VWB(.(N7OOK8U&_U.?/ME43"2X7:XD6-IYN7^L0!J_2`1S/C6EU@6;U:>]/#@L
UX- MSJ)/JL4>/U)_I1R4EO(7M*KVB27'Q(MES]FT^5_0R.%_EFLN?XB:JZ\+R5L+Z+N/)*8Z.-KT<@6R4/E\>JJ5<<ZVI_T!'CV6<4FRX,>//7>+Y`)=<GJ%*<A6@
Q3XBOFV1WX./M&H MQ)ZB.,M_,BO0Z*3Q$V4L/!'&P_#G3EQYUY.A:,,?UJ]%&IC<_@BYKR`^W9%2PQ_\#,N6RD5>7T4L4E?B_I&@UZ('VF`X`*@LC[Z0RT9/D8X!:
M@ HJGNGKJFEW%D99(3*F$EC.&C;JKJ?4$ CZ5YQX]X5!Y*M+*G\H$VTE M,NONQSL#CGLI/4'H,R0,AZHJ3HTD,^J[4I`Z$F8^9%`3J,[/V3IJVDO2`U0]FD5%V2&6-?`:0M4)UY+,`AOHC4LNM@D2N_X6J8/
^C8JUI?PYD2^)'TE15/5-5BU,+9+3P-=<K5$$IT)V[]AVZ\JU(R-GP(*PI/SF;KW.3I(9J#I3Q7/[VA?J-6HG_P2T`UX\"6;"V3T>9\%U9DX^=K`HJ\/FGJ;/X5D$4
%%%% !1110 4444 %%%% $,MG M:S_ZZVAD_P!] ?YU0F\-+GEY/NNB:M9/VOCZS^I8ZR:?X\=#8<SPXCXN40Y1(2`\W`D#TP:#@:L+CU1Z1\NHQ8E^1.$0<B)P&&V
1) 3^E<5JT5Y!_Q4VC?]!"!1_O%/*MVCS6X,,"1X;@ M?]-]_P#Z]B-'M3"I-J@:?)?I08CJ\Y&[Q$XT<U%:70'QKG,M0^87S.-(!/+1%#**6CQ(!V;%&A'1
[,Z"BHH+JWWDNDWV\|4R^L;AA^E2UA:5%AYB[TMLB0%N)6F%\%TVM5U=J8R`8%YI#H,=U3G5"T`_9X#8%W&:6S0\9C&9F\'`^5G*9=E2DYDVP=`$H4_[+ZGK^6E+HS.W
BSQ:3&W Z&IAL-R>_/<\K%U&5%> KG_KN*%N]"G1RE\B`0VDY.RI(2FEOUXAOW&NO+V9H/WQ2]<H"@YGZ:H_2\@J<2U7H)K04Q=P^EV*Q+`2B6I/=XS>+@T@\]6LTH
M/\YK6KYJ2/2^D^[T1$SQL@V5LKY39^7[B#BQ\)8T:7'$O^ QC4^;UMGQ=>&<9=F]':P7Y2LX8$0K?C/BHXO@2@>UZG^C^D?ZPB*"9:NY4MZ!_!X9;6Z#+QA.VN.N5
**** "BBB@ HHHH **** "BBB@ HHHH M **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH *** M* "BBB@ HHHH
HHHH **** "BBB@ HHHH **** "B MBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH *** M* "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH ****
"BBB@ HHHH M **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ MHHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HJA?:WIFF@_: M[V*-
A_!G+?\ ?(YKF+_XBVL>5L;228]GE.U?RY)_2KC3E+9$2J1CNSMJAN;R MVLTWW-Q%"OK(X7^=>677C#7M2?RXIC%NZ1VR8/Y2G]:2W(DW\)Z_JDGFHH@]@DP74D^/2N@'
M=/@_B#\|WZ5K["WQNQOEOQ7.U0/'6BVN2J_.ZZ4^NO^Q44.9\C(^QUDL2<7J@TPH3U:G4\]T&KYB;I$TJ]&S(_%%4FLUO$UZ&((;E+?3?/TT/I4[L5Z1X^I\P/QOB
MCYA:M+R//7UWQ)K#E(IJ3/\%LI'_H(J:V,>!T0/@9(;/G'XAS9Q)H]7C6SA9BMO'<@5BU[5:8N4;7;J8?5T.N+D49%'O:;/)JQH\BJW5]M3OQ/T?Z;1DO4.\TN2
Q3.3^@P/TKH:*S=6;9Z\2D{L<2TLO6HTG**6AI6]U?A%V!47(X8=J*K?8]!TPH@!O+W$J8P*(*4H,&(C1&EE%Q*D'DZDU(B2S5S/KA0IEV@2V9JSN0"7!:HXO$D

"O!?C[X3\NXM?%-K'\LN+>\P/X@/D8_4#;^"^M M>]5G:_HUMXAT&]TF['[FZB*$XR5/9A[@X/X5I2GR23)DKJQX"\-_C)<:'Y6D M>
(Y)+G31A8KG[TEN/0]V7]1VSTKG/A7XLT_P9X@U'5=1\QD_LYXHHXQEI)#) M&0H[#@$Y/I7(ZMIESHVK7>FWB;+BUE:*0>X/4>QZBJ=>C[.+O;J<_,SJ/&'C M?
6O'6JK)>,1"&Q;6462D>>!@?Q,?7K]!Q7TU\/O"R^$/!UGH4"Z8>==,.\K M=?RX7Z"O#/@EX3_MWQ;_ &K4GN\8)_.K=%"=MA-) M[G-W7@;0[G)2&2W)[Q2'^1R*Q+OX;MR;/4 ?
19DQ^H_PKOZ*T5::ZF;HP?0\ MFG\'Z_I[^9% 9-O1[>3)_+@_I3(_$?B/27$V,;CNT+%?T.?YUOV?C?1+O :=[M=CVF3'ZC(J:\\'Z'>9)LQ"Q_BA.S'X=/TKG[WX<=38W_ -$G7_V8?X4?
N9>0 M?OH^9W$%S!=1^9;S1RI_>C8,/S%2UY'/X8\0:3)YL=O,<=)+5\G].?TJ6T\9 MZYI[^7-*)PO!2X3D?CP?SH="_P +N"Q%M)JQZO17&6'Q$L9<+>VTMNW]Y#O7
M^A_0UT]CJVGZDN;.[BF/7:K?,/J.M92IRCNC:-2,MF7****@L**** "BBB@ MHHHHH **** "BBB@ HHHH **** "BBB@"*XN(;2WDN+B5(H8U+.[G 4#N37@' MQ
^($WB>X:QL6>+28VX'0SD?Q-[>@_$\]/H&6&.>,QS1I(AZJZ@@_@:K?V3I MO_0/M/\ ORO^%;T:D:;YFKLPKTIU%RIV1\FT5]9?V3IO_0/M/^_*_P"%']DZ M;_T#[3_ORO\ A77]?
7\IQ_V>_P"8^3:*]X^+=A9V_@DR06D$3_:8QN2,*>_< M5X/751J^UCS6.2M2]E+EO<****U,0HHHH **** "BO2/@U;07/B._6XACE46 MF0)$# '>OK7M7]DZ;_T#[3_ORO\
A7)6Q2IRY;'91PCJPYKGR;6SX9\37_A; M55OK%\@\2PL?EE7T/]#VKZ9_LG3?^@?:?]^5_P */[)TW_H'VG_?E?\ "L7C M8R5G$VC@91=U(J^'?$5AXGTI+^PDR#Q)&WWHF[JP_P
YK6J&"TMK7=]GMXH= MWWO+0+GZXJ:N"5KZ'HQO;7<****0PHHHHH **** "BBB@ HHHH **** "BBB@ M HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH ****
" MBBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH ** M** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHH MH **** "BBB@
HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ M HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** " MBBB@ HHHH **** "BBB@ HHHH ****
"BBB@ HHHH **** "BBB@ HHHH ** M** "BBB@ HHHH **** "BBL/5?%NDZ5N1Y_.F'_+*'YCGW/04U%RT0I245=F MY56]U*RTV/S+RYCA';<>3]!U-><:GXZU2^)CM
+2(\#9RY_X%_ABJ]EX2US5 MY/.F1HE?DRW+$$_AU-;JA;6;L8.O?2"N='J/Q$MHR4T^U>8_\])3M7\NI_2N M9N?$6OZY+Y, M6N\/A!:V-K9)LM;:*%?2- N:GHHK(V MV"BBB@ HHHH
**** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH M**** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** /!?C[X3 M\NXM?%-K'\LN+>\P/X@/D8_4#;^"^M>
(HC22+&BEG8@*JC))/:OM?7]&MO$. M@WNDW8_HXW9] ME]:[J-9*F[]#&T/9_A]X67PAX.L]-*@73#SKIAWE;K^7"_05U%%%<3;;N MS9*P4444@"BBB@ HHHH **** "BBB@
HHHH **** "BBB@ HHHH **** "BB MB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ JM=Z=97Z; M;NUBF';>@)'T/:K-%"=@:N9 J MW*JL-TI)'Y\C\ZZK
M3OB#87&$OH7M7_O#YT_3D?E747=A:7\7EW=M%,O8.H./IZ5RNH_#VQGR]A.] ML_9&^=/\1^9J^>E/XE8CDJP^%W.KM;RVOHO-M9XYD]48'%3UY'=>'=>T&4SQ MI*
O_+>U8D8_#D?B*T-+^(%_;;4OXUNH_P"^/EKX6WN LQ_Y8R?*W_U_P ,UKU@TUHS=--704444AA1110 4444 M %%%% !1139)$AB>65U2- 69F. H'4DT *S!5+,0 .23VI:\1\7?
$1_$&O6F MEZ7(R:6ES&'<<&X(8?\ COH._4^WMU:U*4J:3EU,J=:-1M1Z!11161J%%%% M'_&'_D1C_U]1_UKY_KZ ^,/_(C'_KZC_K7S_7K8+^%\SQ\=_%^04445UG&% M%%%
!1110!Z;\$_^1EU#_KS_ /9UKW&O#O@G_P C+J'_ %Y_^SK7N->1C/XK M/9P7\)!1117*=84444 (&!) ()'4>E+7C_C3Q;?>$OB;]IMB9+=[:(3VY/RR M+D_D1V/]*]/T36['Q#I<6H:?*)
(7X(/WD;NK#L16LZ4HQ4NC,H5HSDX]4:-% M%%9&H4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %% M%% !1110 4444 %%%% !1110 4444 %%%% !1110
4444 %%%% !1110 444 M4 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 M 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !
M1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %% M%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 444 M4 %%%% !1110 4444
%%%% !1110 4444 %%%% !116=JVN6&C0[[N8!B,K& MO+M]!_7I32;=D)M)79HU@:SXOTW2-T8?[3A]ST"_:N)UCQ?J>M2_ M9K0/;P.=JQ19+O\ 4CG\!^M7-&\ W5UMFU-
S;1'GREYD/]!^OTK=45%7J,YW M6E)VIHSM0\3ZSKTOV:(NB.<+!;@Y;Z]S_*M'2?A_>7(63491;1_\\UPSG^@_ M6N\T[2;'2H?+LK=
(@>K#EF^IZFKM#KV5H*PXT+N\WYAM8]\TBHOOWK$NO$?5;6+_@;_X4 =!52;4[*#(> MX3([*([1>$25_P %5F\3'^"U ^K_P#U MJP** -H^);C/$$6/QJ./77ADEDCM+='F8/(RJ07;
7)]3@ ?@*R:* -U?$TH M^_;(?HQ%3Q^)83_K+>1?]T@_X5S=% '81:W82\>=L/HX(_\ K5>CECE7=&ZN MOJIR*X&G)(\3;HW9&]5.#0!WU%$*K[)#__! M_#UH O4444 %%%% !1110
4444 %%%% !1110 4444 %%%% !1110 4444 % M%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 5C M:IX7TK5MS36PCF/_
"UB^5OQ['\:V:*:;6J$XIJS/,-6\!ZA99EL6%W$.<*- MKC\._P"'Y5!IGC'5](D\BYW7$:'!BGR'7V!ZC\V\MU9@,+ M(O#K]#6ZK7TFKG.Z%G>F[%;1_%&F:SM2*7RK@_\
+&7AOP['*VJ\PUGP-?: M?NGL6-W .<*,2+^'?\/RHT3QQ?::5@OPUU .,L?WB?CW^A_.AT5)7IL%6<7: MHK'I]%4].U2SU6V$]G.LB=QW4^A':KE8-6T9T)IZH****0PHHHILDB0Q/+*ZI
M&@+,S' 4#J2: "21(8GEE=4C0%F9C@*!U)->#_$3XB/X@E?2]+D9-+0X=QP; M@C_V7T'?J?8^(GQ$?Q!*^EZ7(R:6AP[C@W!'_LOH._4^WG=>GAL-R^_/<\O% M8KF]R&QB%%%% '
_&'_D1C_U]1_UKY_KZ ^,/_(C'_KZC_K7@,<;S2+'$C.[' M"JHR2?85ZN#=J5V>1C=:HVBNJTWP'J5X%>Z=+.,]F&Y_R']3716WP^TJ(SS M7,S=_F"C\@,_K7+7SO!479RN_+7\=OQ-
:.4XJJK\MEYZ?\$\SHKU?_A!]!_Y M]G_[^M_C56X^'VE2@F&6YA;M\P8?D1G]:YX\1X-NSNOE_DS>61XI*ZL_G_P# MS*BNKU+P%J5HK/:.EV@[+\K_)'_
!KEY(I(9&CE1DD4X96&"/J*]7#XNAB5 M>C)/^NVYYM?#5:#M4C8]*^"?_(RZA_UY_P#LZU[C7AWP3_Y&74/^O/\ ]G6O
M<:X<9_%9Z6"_A(****Y3K"BBB@#Y_P#C#_R/)_Z]8_ZU@^$O%M]X2U07-L3) M;O@3VY/RR+_0CL?Z5O?&'_D>3_UZQ_UK@:]]JE%2HI/L>'6DXUFUW/JW1-;L? M$.EQ:AI\HDA?
@@_>1NZL.Q%:-?,/A+Q;?>$M4%S;$R6[X$]N3\LB_P!".Q_I M7T;HFMV/B'2XM0T^420OP0?O(W=6'8BO-Q&'=)W6QZ>'Q"JJSW-&BBBN,FG:2PTN3;"/EDG4\O[+[>_?
MZ=;A!S=D14J*"NS4\1^-HM/+VFG;9KH<-)U2,_U/Z?RKD]+T+5/%%XUS([>6 MS?O+F7D?0>I]OY5K>&/!3782]U1"D!Y2 \%_<^@_G7HD<<<,:QQ(J(HPJJ, M#V%;.<:?
NPW,%"55\T]NQEZ-X=T_1(Q]GBW3$8:9^6/^]A6M117.VV[LZ4D ME9!1112&%%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% M !1110 4444 %%%% !1110 4444
%%%% !1110 4444 %%%% !1110 4444 M%9&I:W':DQ6^))>A/9?\34.M:L8RUI;MANDCCM["NO\ $O\ C730 MS1SQ+)$X9#T(K@JNZ=J,EA-D9:-OOIZ__7H [.BF0RI/$LL;;D89!I] !111
M0 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% M!1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !6%KGA73]:5G
M9!!==ID')_WAW_G6[13C)Q=T*45)69Y!=6&L>$M064,T1SA)H^4<>G_UC7<> M'/&%MJ^RVN=L%[T"_P ,G^[[^W\ZZ*YMH+RW>"XB66)QAE89!KS3Q-X/FT@M
M>6&^2S!R1U:+_$>]="E&KI+1G,XRI:QU1ZA17#>%/&1F:/3]4D_>'Y8IV/WO M9O?WKMY)$AB>65U2- 69F. H'4DUC.#B[,WA-35T$DB0Q/+*ZI&@+,S' 4#J M2:\'^(GQ$?
Q!*^EZ7(R:6AP[C@W!'_LOH._4^Q\1/B(_B"5]+TN1DTM#AW'! MN"/_ &7T'?J?;SNO0PV&Y??GN>=BL5S>Y#8****[CSRUICK'JUF[L%19T+,Q MP -PY-?3G_"6>'/^A@TK_P #(_\
&OEFBN>MAU5M=['30Q#HWLMSZF_X2SPY M_P!#!I7_ (&1_P"-'_"6>'/^A@TK_P #(_\ &OEFBL?J,>YO_:$NQ]3?\)9X M<_ZO_ ,C_P
:/^$L\.?]#!I7_@9'_C7RS5FPL9]2OHK2W7,DAP,]!ZD^ MPJ98.$8N4I62'''3DU%1U9[MX^FLO%7AD6&D:E8W4OVF-G\J=7V+SR=I-8>B M^'K+1((4#SD?/.P^9O\![5-H^DV^C:>EK
,D/S.=:]*F[4 M_P_7_(^GPF!C3M5J+W_ ,O0***.IKR3T HJ4VMP%W&"4#UV&HJ;BUN":>P5 ME:SH%CKH_\)9X<_P"A@TK_ ,#(_P#&N#U?2K?6
M=/>TN!UY1P.4;L17C^HV$^F7\MG<+B2,XXZ$=B/8U]GEN*CF*?M'::W_/\ MS/F<;2E@+*"O!_U8^G/^$L\.?]#!I7_@9'_C1_PEGAS_ *O\ P,C_ ,:^ M6:*]7ZC'N<']H2['U-_PEGAS_H8-
*_\ R/_ !H_X2SPY_T,&E?^!D?^-?+- M%'U&/W)^61Z?$=C_2N?HIRBI*S%&3B[H^K=$UNQ M\0Z7%J&GRB2%^"#]Y&[JP[$5HU\P^$O%M]X2U07-L3);O@3VY/RR+_0CL?Z5
M]&Z)K=CXATN+4-/E$D+\$'[R-W5AV(KQ\1AW2=UL>SA\0JJL]S1HHHKG.D** M** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHH MH **** "BBB@
HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ M HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** " MBBB@ HHHH **** "BBB@ HHHH ****
"BBB@ HHHH **** "BBB@ HHHH ** M** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHH MH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@
HHHH **** "BBB@ M HHHH **** "BBL3Q3K0T71W=&_TF7]W"/0]S^'^%.*NAT>?[-HLLQZ++D_3Y *MW.F75HBO,BJK-M!W \U)HL FU%&;[D0\QB?;I^M:6MS?:-(MMY@,!Y
1],&@#&NK"XLU1ID 5^A!!%5JWM,G34;%].N#\X'[MCZ?_6_E66EA M,]_]CQB3=@^@]_I0 EO87%S"\T:#RT^\S$ 57)(&2>@%;.KW*6\";;'"(M/WA'<^G]:=H\,=M9S:E*N2F0@/\
GUXH J1:'?RKN\H(/]LX/Y5#=:;=68W3 M1$+_ 'AR*;<:A=7,A=YG]E4X_"KVF:MLWP7KE[=E/WLMCVH R**?+Y8F?RB M3'N.TGKBF4 %%%% &WX?
O3'.;5S\DG*^QKI:X&*1HI4D7[RD,/PKO$<.BNO1 M@"* '4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %% M%% !1110 4444 %%%% !1110 4444 %%%% !1110
4444 %%%% !1110 444 M4 %! (((R#U%%-DD2&)Y975(T!9F8X"@=230!YQXQ*KIZR:G8J%M>LT?_/+ MW'^S_+Z=/.?$7CW4]7TJ/1EG/V./AW'WI@.@8^@_7O6K\1/B(_B"5]+TN1DT
MM#AW'!N"/_9?0=^I]O.Z]>A2?*G4W/&Q%5=@$D #)->WZ?:K8Z=;6J@8BC5..Y M Y-?.\1XET\.J4?M/\%_2/;R.@JE=U']G\V6:***^'/K1T<;2R+&@RS$ #U- M==;6EIHMEYTVTR ?-
)C))]!7+V-R+.[2$ZDE!?#U-/_A*(M^/LS[/7<,_E5JXLK/6K3SH=HD/W M9 ,'/H:X^NH\+JXM9R?N%QCZXY_I75A,7/$U/8UE=/\ QKT(T8^TIZ-',R(MT4C1N,,I(()Z;5[6"IU:Y*]-
V/QQS^M4:\BK%0FXKHSNA+FBGW"N-^(&DB>P MCU*-1YD!V2'U0GC\C_.NRJ"^M5O;"XM7QMEC9.?<5T8'$O#8B-5='KZ=3'%T M%7HRIOK^?0\-HI64HQ5A@@X(I*_3SX
****!!1110 4444 %=!X2\6WWA+5! M M1NZL.Q%:-?,/A+Q;?>$M4%S;$R6[X$]N3\LB_P!".Q_I7T;HFMV/B'2XM0T^ M420OP0?O(W=6'8BO'Q&'=)W6Q[.'Q"JJSW-
&BBBNA.LOVBR<_+,AQ]?_RH 2W_ -#T&>?H]PWEK]/\YJ74?^1=LOJ/ MY&H-:81-;V2'Y8$&?J?_K4^H_\ (NV7U'\C0!C12O#*LL9PZG(-=-<7D<6G M#4DB GE0(#Z?
Y_PKEJW;O_D5[;_>']: ,-F+,68DDG))[UN#YO"1V]FY_P"^ MZPJV-&NHO+EL;@@1S?=)]>E &/2@$G !)]JTKC0KV*0B-!*G9E('Z5=T_3_[M,W7M\RH5!VH#DY_QH
Y^BIKJ\5Y]\0_AY'XBA?4],18]51?F7H+@#L?]KT/X'MCHPTH1G>9S8J,Y4[M0/ J*?+%)!,\4J-'(C%71A@J1U!%,KV3Q0HHHH$%%%% !1110 4444 6]+02 MZO91D9#3HI_%A7MU>'Z?
(-2M9CTCF1C^!!KW"OCN$_:4_1_H?3\/VY)^J" MBBBBOECZ$****.FL_#ML\,4LTDC%E#%1P.1TJ_?-8V(2PM2V!@;>B>^.IKC M?-DW!O,;(Z'-
=%H&J2S2FTG8N<91CUX[&O;PF)HR?LH1Y&]+[GG5Z-1>_)\R M70YMB68LQR2HZ_S%8U>37I.C4<)=#NI352"D@H MHHHK(L\3UA!'K=_&.BW,@'X,:I5:U.43ZM>3#I).
[#\6)JK7ZM135.-^R/SNK M;GE;N%%%%%:&84444 %%%% !1110 5T'A+Q;?>$M4%S;$R6[X$]N3\LB_T([' M^E+V_V[N3\LB_P
Y_3KE6E",'S[&U&,Y37)N>R: M5J4&L:5;:C;"00W"!T$BE6 /J*N4BJ%4*H & !VI:\1[Z'NJ]M0HHHI#"BB MB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH ****
M "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH M**** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ H MHHHH **** "BBB@
HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BB MB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** M "BBB@ HHHH **** "BBB@ HHHH ****
"BBB@ HHHH **** "BBB@ HHHH M**** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ H MHHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH
**** "BB MB@ HHHH **** "JNHV8OK-XOXNJ'T-6J* . =&CA_]L>"RQ203/%*C1R(Q5T88*D= M017UW7GWQ#^'D?B*%]3TQ%CU5%^9>@N .Q_VO0_@>V.[#8GE]R>QP8K"\WOP
MW/ J*?+%)!,\4J-'(C%71A@J1U!%,KTSRPHHHH$%%%% !1110 5[3HE\-1T6 MTN@+5W'P_U@132Z5,^!(?,AS_ 'NX_$<_@:\'B#".MAO:
M1WAK\NO^9[&2XA4L1R2VEI\^AZ#1117P9]]@7K'MK>[OQ#<9*LIV@"/_ .K- M6==TR.R*2W0K$PVGDGYOQ_SQ65%*\JRQG#JE=-)JEJEMY%SL5V&&1S@ M'Z&O2PD:-
:E*C*RET9R5W4IU%46L>J.1K8\.6[R:EYP!V1*E0OD(?,FQZ_PC^OAAWCW7/OZLMK33N <7T'?J?;"7Q@?H]H]L^ZPQ&H1HQK MQ@C*H--IMR.ZWZGTI,K^@?S[P@
M!U5HM9UF(BQ!W06[#_7_.T?]G^?TZQ4J1IQYI&E.G*I+EB^PX^'!U5HM9UF M(BQ!W06[#_7_.T?]G^?TZQ4Z1IQYI&E.G*I+EB^PX^'^Z^?PZW5U.8;QD@D6[0ET%4(HR
%%%% !1110 4444 %%%% !1110 4444 %%%% !111 M0 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% M!1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110
4444 %%%% !1110 4444 % M%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 44 M44 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%%
!111 M0 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% M!1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 % M%%% !1110 4444
%%%% !1110 4444 %%%% !1110 4444 %%%% !1110 44 M44 %%%% !1110 4444 %%%% !1110 4444 %%%% !6;J.CQ7V9$(CF_O8X;Z MUI44 <-=6<]G)LFC*^A['Z&H*[Z2-
)4*2(KJ>H89%8]WX=AD):V1_] M:@#F:*O7&D7MOG="77^\GS"J)!!P>M !1110 4444 %%%% !114T%I<7)_

3_A6Y:Z?;68_

F(L>JHOS+T%P!V/^UZ'\#VQW8;$\ON3V.#%87F]^&YX%13Y M8I()GBE1HY$8JZ,%2.H(IE>F>6/BB>:5(HUW.[!5'3KIO^%;^+O\H"R_ M]_$_^*K"TG_>H0KFRKO-WB>4R+1'3!L@M'XH/%GZ<%OMM+_(0!%W*2=I>)[8N
>5)JW4Z\+AXU%3SAAQO7;>7*)1I>-I!G9QK1 &#2H+_ ,.2]L>GJ7<'2W5YRPGDZ4A^)8S[A5X%BHD?Q(J'LY M]&)8S&R P]/&#7?_P8_Z@0M]8>XA?9W]/^BJ.MYIV8P=!V_]H@=(_@;#3MO[) M67!MOD0C#%,&!3IAN
@NK/,[" M'5TTZ)]8L'M+G[K9*8L?48%Z^3;UV8U\B^.1]KUH4A=;D#3#-^3&0KL0Z,[Y#LHM!EX!A$X3T1>#P'!M@-]5X7[K4:YKMFE8V@BX0%YT$+YW8UGCSZ0+EA9A>M E<,;Q@7FN3Z"Z;1RRR(6!9/Y(3W
M(K!E#**001$=Z6O"/5#%#/5#)QC/%%%% !12$A022 !>R2>UTL4>#3V6YN>F M\:H]:@J@':3\(8J#XKV8'VL0C#_/O:@43VLA(EY@:!YG@G#3?H>(L7G[!WA9 6S=IG^:?2AB54@43KQ;]]I@(E:AG7E[:3P:
MLS'D_.M>UU]C@@^.5ZGU^TY726R_KJ?-7_"M"_ M%/5>!_1"?@PI3&$D,HRPB9"?)U)1#E_8=<J)B5#:3_*I_N]8ZVV1@CY/B1L)[UV_3!MXAE@V6_X<$ NQ%4E4&UR0"$JK
!5'_"M_%W8MXLO_.B0VG)>!$-"_^>&=RL2NT@KH8'8J.N43KE*9^E$G0/&-5YA=@6U5ZBRGN#2?=YVZWX$'E%Y8>7QB[6M&BA))(DYX@HKRLBQEK?>4CQ&!;2*$V(Y*$D=XV[N@P_D>B%N@CK!,<J:"A=)%T@%N
M#JK1:SK,1%B#N@^MV'^O_=_O]N_Q[WA]4#KU!0$8L'ZLC34Z@$+31DA[>@ IM%AR@[^E%7^\HVM!2?QZT"-MV"$I5O9B[,A+/D_&F0NT_)[>F6H?6P!P$1@@+
M:B@"K%IME#RVE%%%%\$>DDC&U5^9<BIUS-SCHE"Q)ME#B4T9Q)#70O7+JHDEB5]!-U*KI"'5*BBB@ HHHH **** "BBB@ HHHH ** M** "BBB@ HHHH **** "BBB@ HHH MH **** "BBB@
HHHH **** "BBB@ HHHH **** "BBB@ M#S[XA_#R/Q%/"?O0(Z8BQ^U17AK*'P_>K8-FOEP'@G?5_I!%X%O1O=<1'L;(P7%I+4WWO)M_67_7'XM4.BJ#V4AGG)5!7?/,O)OTE:KBHS3[M^,YX?Z[D_C!_V$H;'?$1Z0VT;FM
%\1_P#H0KRKY0TZ*2#7K2*5&CD2Z171A@J0P%R" *^KZ>.WB@#(3.^<)[Q&?ZUK@@^JQ36Z&BBBCT1@UX"]32%%% !1110 5N?@9!A]D%NSC;)(C53,SL6PH5<,GK@6I[.(,R+_X#RC@7I$E4
M^9X^._B_(=.UW4>+"G[1-QR1I1G5+OJ8P6UM7QSLTJ_CN96$_P_ZE+.V'Y/^F>@_4ZW+Z1.,7<9!$!1Y[44L5HU5<)J5KXBC6CR1IG*T_7"W>JBL^ZG"TJ?"1N>'?Q@VA\@K4"G=S^KB1/J\7N%*Q
MER/Y5QM%6"27D<,ZDJCYIN[/3?@G_R,NH?]>?\ [.M>XUXM1SD3@\Q93YR@_<YQ3?Y%Y8?^R;E;-9P#M"SZ.3L)TT&3$S/L@#M*K>O2Y/2PK+.I_3Y^8X_K[0"OQX>5,S.S%H5*;)1H6'NSC8>6R7SB+>
)'D_P#7K'_6M#X#?^1GU#_KS_\ 9UKV^LS^.)%XJ6U)>]X8D+4+B3?&N]'0_(UN*PRU[B=PZ)T"+#J=6)99Y([U7V3/.BIU%;C:K!J>+9(!S"0TAPO!=!VO!_AA2I*:XD^.*R!>A<1+PT[[5N4SZGA.H!M5R
1114%!1110 4444 M%%%% !1110 4444 %%%% !1137=(D9Y'5$49+,< "@!U%<9K7Q3*:*60W_V MR9?^^6/[^F7@>%/V^HI*4&\0BZK@HVDV;2/A3KI+W5R5U.J#J.'FO*9(HOPCY9%Y9/CNHOM*&HM#-$;Q$,T\T
/LZ_W;>)5_7&?UK#G\7>)+DYFU[4F_[>7'\C6RP4^K,7 MC(]$?7-%?'9UO5F.3J=Z3ZFX;_&I8O$6N0D>5K.H)C^[;GYCG]*]T>6+E+>W4XP+SMKRKTN@*9YHJ*T]76=>&'ZC:ISNN%SUZ2KBVN;W/1.PY:(KZY)%GY40@O%A)*VW#5R[
HHHJ"PHHHHH **** "BBB@ HHHH **** "B MBB@ HHHH **YO7/'OAKP_N6^U2(S+_RQA_>/^0Z?CBO/=6^/,:EDT?1V?TDN MWQ_XZO\ C6L*-2>R,IUH1W9[-17S/J'Q=\87V0E_'=ND9%*CB[!Y7*V4XO)E:N9C1$9Y=H?&6=1WCU@5$A@"A9
X;>%1^IR?UKGKGQ= MXCO#F?7=1?V^TN!^0-;K!3ZLQ>,AT1](A MXPL;;3IKF6T:0?:HBQ:,1?Q,1T! Z'UISP;C%NXHXM2DE8^E:***XCL"BBB@ M HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH ****
"BBB@ HHHH **** "BBB@ HHHH **** " MBBB@ HHHH **** "BBB@ HHHH X?QEX @UR^M]8L D6I0RHT@Z+.H(X/^T!T M/X'MCN***J4Y223Z$1A&+;74****DL****
.!^,/_(C'_KZC_K7S_7T!\8?^ M1&_-%]1_P!:^?PZ?Z],_(R<;W?#Z8M;M.H:/6I12.SC#7_UYIDFRK5R6-_T2W^7^W#^%@/[IMT$/5F&CO0L[+X:V^@[:Q<'C/;A.C5$ M %Y_^SK7N->1>UNQOF)74$D6HVCZ/3 M
M4_4.O>/#K.I[7L888UC@_YZN,_>_P!D>G^*ZO_.U+U152G*.UQ0;_\1*A$LNB=W*2C$%K*Y>/O@?!ZD#X@"BBBI"BBBBK>H"BBBI"BBBBO_%1%2**,2;B6!>2Y0<N7A@>NU^]HL5I^-[C5BR/"BBB@ HHHH **** "BBB@ HHHH
"BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH M **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ MHHHHH **** "BBB@ HHHH **** "BBB@ HHHH
**** "BBB@ HHHH **** "B MBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH *** M* "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@
HHHH M **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ MHHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "B MBB@ HHHH
JOIMA(3YEE;/GKNB4_TJE<>%/#UV,3Z)I[_%MD_P *UZ*:DULQ M.*?0^4?']C:Z;XYU6TLH$@MXI0$C08"C:.E8NFV$VJZE;6%MM\^XD$:;C@9) MP,FNB^)G_)1=9_Z[#_T$50\%?
\COHG_7Y'_Z$*]F+:II1Y$DO:->8:YX-\0 M>'23J6F311_C311_ZY1OC/\P ?(<52TK7-4T.X_3+^^^UD[^6^ ?J.A_&OL%E5T*. MH92,$$=(S<>?.:\/'?SQ.>_?6X@>Y(@7[
O#SYENOR$^Z=/RQ7+#&)Z31TSPC6L&Y3H?PQ]*]=T?7M+\06@NM+O8KF/OL/*^Q'4?C7R[MXM\(:CX.U-+._3B12\4D39#KG&<=1]*R]-U2^TB\6[TZ[FM;A?XX7*G'H?4>QJ0VB#]CTJ
5/"PJ+FAH3#$S@^6>I]CT5X[XL<\"]JB7Y3_+Z]OJ./85Z[%*DT22QL&Z.H96'0@]#4T-*)5X"#_+.O!8=F0K%!MJ!\H[@W2$Z^2@"E5[4(5;)T6'#P6)1?L15%*1E.'2NUUG:U>+M7P+D$%0,@1JWM#GH6%%T"P-G&RO(WZH6@Q;->P
9)/:@!:KWU_::;:/=7US%;P(,M)*P4#>\Z[\Z[\[8?&'3-%,EGHH3 M4;T9!D!_@R<9KZ+\-?"+P]H82:\C.IW8YWSC]V M#[)T_/-=3]EAUMJ^AX1GA'7O$3:9I#Q@ %S+ I?>,L\J%?%(8HFTDRS5HQ:ISB*PN,>(9XM/.=U3P=
M0*^LZK'#ZQ6][S_WT<#]#7MZ(D2*D*B*B*!5>!3J]_3"^1*>RN4%^AYMNIKX?0XO&C^LUBF>HM4T4MS7_B8S:1R`P14XMBJO%2"Q"UT_J7/8^3]02Z3E@G/$(S*(6#!TE>::RM]XR3VUKV[J7O\PO>2=&Y?^61P=RB5!)=EJ(S>6L
[\7\FKT<2[4F>?AE>HCN+[X9^#[]2'T2")C_% 3&1_ MWR<5R&K? C3I@SZ3JD]NW9+A1(OYC!'ZUZY17FQK5([,]"5&G+='S!KOPM\4 MZ$&D:Q^V6Z\^;:'?Q[K]X?

E7)V]S=:?!+DCFUF^20?0=_PS7S|\0/!R^"]G57-'0QC7J4WRRU/M"BOG MKPE\9-5T@QVNM!M1LQQYA/[Y!]?XOQY]Z]QT+Q'I7B2Q%W15VDZ?Q*.&0^C+ MU%
<-6C.GOL=U.M"IL:E%%%8FIH4444 %%%% !1110 4C,J*68A5 R23@ 5R?B MWXB:)X21HYY?M-]CY;2$@M_P{]%'UY]]\&\5?$37O%;M'<3_&>R)XM8"0F/
M]HJ6_'\JZ*6'G4UV1A5Q$*>F[/8_$_Q?T'0]]O8'^T[Q>,0MB-3[OW_#->/> M(OB5XE\1ETFO3:VK?\N]KE%Q[GJ?Q-06ENNZ:>18HUSC+!,< ?F:] MM\+_ 0M;<)<^{[C[1+U^RP$A!
[,W4_ABNODHT%=[G)SU:[LMCQC3M*U#6+D M6^GV<]U;?X8D+8^OI5_Q!X4U;PN+0:M"D,ERA=(PX9@!ZXX'6OJW3]-L=*M5 MMM/M(;:%>B1(%'Z=:\6^/?|
R%=&_P"N$G_H0I4\2ZE112T'4PRITW)O4\@K MZ3\"^#/#,;4 M586$2;=L]&R" MBBBD,**** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "B MBB@ HHHH ****
"BBB@ HHHH **** "BBB@ HHHH KW]S):6,UQ%:R73QKN$ M,1&]_89XS7G;?&K1D8]VEZBK X((0$'_ +ZKTRO-/B-\.5UA9-8T>(+J &Z: M!1@3CU^"W_/Z]=Z'LV[5#"O[5+FIC?\
A=FB?] S4/\ QS_XJC_A=FB?] S4 M/_'/_BJ\/961BK*58'!\&"#25Z'U.EV/-^NUNYZ9XY^),F^*?#ITVULKN&3S MEDW2[<8&?0^]>9T45O3IQIJT3"I4E4?-(****LS"BBB@ HHHH Z[X?\
BRT\ M(ZM=7=W;S3)-!Y0$.,@{@>Y'I7H?_"[-$_Z!FH?^.?\ Q5>'45A/#TYRYT!1 M3Q-2G'EB>X_\+LT3_H&:A_XY_P#%4?\ "[-$_P"@9J'_ (Y_\57AU>B?#OX= MOX@E35-4C9-
+0Y1#P;@C_P!E]3WZ#VQJ8>A"/-(VIXFO4ERQ/7O#'B,>)]/- M]%]!U:VQ.(WN-H[\SU"@$\>],E-CC2&)(HD5(T 5548"@= !3[\R33>AZL4TM M6%%%%(84444 %%%% !1110 4444
%%%% !1110 4444 %%%% !1110 4444 M%%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4 M444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110
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H>0_XOS/K6BBBO&/7/!_CS_R' MM)_Z]F_]"KR6O8P_\)'DXC^*R[?Z3?Z6MN]Y-K1B6%V'RR*>A!Z&MCPIXYUGPCH/4'WKQKQS\+=1\+F2]L=]
[I0Y+@?/"/]L#M[C]*SA7A4 M;A,N5&=.TX'M/A#Q[H_C"W M9/(O5&9+24_./<^_ BK8^&_,T_2]EY]@&#SF.$ M_P"T1U/L/QJX0E-VB3.<8*\CK?$?
BC2?"U@;O5+D1@_ZN)>7D/HH[_RKY^\9 M_$[5_%3/;0LUEIAX%O&W+C_;,O\ 3I7*:MJ]_KFH27V174EQ MDW^M7R66FVDMS*_A,\S#?Q4>RT445Y)ZH4444 M>!?'?
_D:]._Z\1_Z&U>5HN]U?:,G%>]?'?\ Y&O3O^O$?^AM7EL/^OC_-X? MSKV,/_'1Y%^:*SHO%@;6O"G?_=2 M6UPG1D/4>A'0CV-?7SV\-W9>1<1)++#(FUXW4%'H0:\=\;_!GB34//"X]6>P8
M_P#HLG^1_/M6%+%1E[%0WJX5Q]Z'L^"?B_8ZR8[#?>+LK\X59LXBE/X_=/UX-MKU '(R.E?&$T,MO,\,T;QRH=K(XP5/H17H7@;XJZAX;:.QU,O>Z7T&3F2$?[-M)
[CV/X8J:V$^U3'1Q7V9GT;15+2M7L-;T^.^TVYCN+>3HZ'H?0CL?8U=K@:M-MHSO3O@HHKFO%WC?2?!JGYE()YETX_=6L9&]_?V'N:<8N3LA2DHJ[-ZJO;73 MK22[O;B."WC&7DD;
KQ#QM\9;B]\RP\-%K>W^ZUXPQ(_P#NC^$>_7Z5PWDS MQMJ_B^\\R^FV6RG,5K&<(G^)]S5?PUX3U;Q?2"VTRW+*#^\F?B.,>K'^G6O0 MI8:,%S5#@J8B4WRTS(O)EN9\DO+-
(WNS,3_,TZZM+BQNI+:ZA>&>,X>-Q@J?0 MBOIGP;\-M'\)1I/M%Y]6/FNI'%Z?]@?P_P Z\&^(?_)0=<_Z^F_I6U.NJDW& M.QE4H.G%2EN9_A?_)&{1?\ K_@_]&+7UY7R'X7_
.1NT7_K_@_]&+7UY7-C M?B1T8+9A7AGQ[_Y"NC?]<)/_$(5[G7AGQ[_.0KHW_7"]3_T(5CA?XJ-<5_"M9Y!7U?X" P"1"T3_*]$_E7RA7U?X" Y$+1/^O1/Y5U8WX4(M+J
&Z:!@3CU^W_#^O7OPV)M[DJCS\5A>;WX;GAE%*RLC%64JP.'"",$&DK MTCRPHHHH **** "BBB@ HHKT3X=_#M_$$J:IQ]>_0>T
M5*D81YI&E.G*I+EB'P[^;,^()4U35(V32T.40\&X(_\ 9?4]^@JO>(XTAB2* M)%2- %55& H'0 41QI#$D42*D: *JJ,!0.@ IU>-6K2JRNSVJ-&-*-D%%%%9 M&P4444 %%%% !1110 4444
%%%% !1110 4444 %%%% !1110 4444 %%%% M!1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 % M%%% !1110 4444 %%%% !1110 4444 %%%% !1110
4444 %%%% !1110 44 M44 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !111 M0 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% M!1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% M %%% !1110 4444 %%%% !1110 4444 M44 %%%% !1110 4444
%%%% !1110 4444 %%%% !1110 4444 %%%% !111 M0 4444 %%%% 'RS\3/\ DHNL_P#78?\ H{JAX*_Y'?1/^OR/_P!"%7_B9_R4 M76?^NP_]!%4/!7_([Z)_U^1_^A"O97\+Y?
H>0_XOS/K6BBBO&/7/!_CS_P A M[2?^O9O_ $*O):]:^//_ "'M)_Z]F_\ 0J\EKV,/_'1Y.(_BL^M?!?\ R)6B M_P#7G'_Z"*W&4,15@"I&"#WK#\%_\B5HO_7G'_Z"*W:\F?Q,]2'PH\A\>_!^
M*\|W4+%DLNB/[IZ'VZ?2O#Y[>.UN'@N(GBFC.UT=<%3Z%5]GC_7-7X?P@,K 6VI*N(I%%/H'U_45UT,4X^[/8Y.V%4O>AN>.>!/BAJ'A9X[*.M]WWFDYQY9.7A]T)[?!/3Z5]
6/B'2=1T7^U[.^A:P"[FF+8"8ZAL]"/0U\K^ M(O#>I>%M4:PU.'9)C"T.5DN^CRCN%_NCWZGVKRJ"'':[N$A@C
M>6:1MJH@)9B>P%7]!T#4/$FJQZ=IL/FSMR23A47NQ/85]&^"/AWIG@^ 386Z MU-EQ)=,OW?4(.P_4T2G3P\;+<(PG7E=[')> _@_%:>5J?B5%EGX:.RZJGN_J M?;I]:]>5510J@*H&-,
"EHKSJE251W4?3GU*OF?XO\ _)2+_P#ZYQ?^MBUK28KYG^+__ 4B_P#^N<7_ *+6NC!_O/D88S^'\SE=" Y&'3?^O)/_ -"U"_Z$^^PJO&
[HC!;,_****X3M"N;^('_(@:Y_UZ/\ RKI* MYOX@?\B!KG_7H_|*KI_&B9_"SY1KVWX"?\ 'MK7^_%_)]\2KVWX"?\ 'MK7 M^_%_)]J//%?PF>9AOXJ/9:***\D]4****/ OCO\
\C7IW_7B/_0VKRR/_6I_MO"O4_CO _,C7IW_7B/\ T-J\LCXD7ZBO8P_\)'D5_P"(S[+MO^/6'_<7^52U M#:'=9P-ZQJ?TJ:O'9ZZ.\;_#O2O&$+2E1:ZDJX2Z1>OH"\0_45\Z^(O#-J
M>%]2:RU.W,;=4D'2#U4]Z^NZS=FO8:G;+-"W0]&0^JGL:Z:.)E3T M>J.:MAU/5:,_^7/"_BW5?"6HBZTZ;Y&(V\!^4E'H1_7K7T=X/\<:5XQLMJ_E M7B#]]:N?
G3W'JOO7A/CKX=:AX.F^T*QN=+=ML=P.JGLKCL??H:X^WN9[242V MTTD,@! >-BIP>#R*[*E%%=7K'-? M_9F]N@[^E>!WU_=:G>RWE[<23W$IW/)(/F%ZF(EY''>!/A1?>(O*U
M#5MJGI9.57&))Q[#L/<_A7OVEZ58Z+81V.G6T=O;QCA$'ZGU/N:N 8&!7GU M:TJCUV.^E1C36@5\I_$/_DH.N?\ 7IW]*^K*^4_B'_R4'7/^OIOZ5O@OC?H8 M8SX$9_A?_D;M%_Z_X/\
T8M?7E?(?A?_)&{1?\ K_@_]&+7UY58WXD+!;,* M\,\/?_(5T;_KA)_Z$*]SKPSX]\ |(5T;_KA)_P"A"L<+_%1KBOX3/(*^K_7 M_(A:)_UZ)_*OE"OJ_P !?
\B%HG_7HG\JZL,*,;!_$SHZ***\T]$*****.BB MB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH ****.M "BBB@ HHHH **** "BBB@ HHHH ****
\T^(WPY76%DUC1X@ MNH ;IH%&!./4?[?_KU\-961BK*58'!!&"#7U[7FGQ&^'%ZPLFL:/$%U #=-_M HP)QZC_&_Y_7KWX;$V]R>QY^*PO-[\-SPRBE961BK*58'!!&"#25Z1Y844 M44
%%%>B?#OX=OX@E35-4C9-+0Y1#P;@C_V7U/?H/:*E2,(\TC2G3E4ERQ#X M=_#M_$$J:IJD;)I:'*(>#<$?^R^1[]![>\1QI#$D42*D: *JJ,!0.@ HCC2& M)(HD5(T 5548"@=
!3]\:M6E5E=GM4:,;4,(****R-@HHHH **** "BBB@ H MHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BB MB@ HHHH **** "BBB@
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"BBB@ H MHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BB MB@ HHHH **** "BBB@ HHHH **** /EGXF?
\E%UG_KL/_015#P5_R.^B?]?D M?_H0[_\$S_DHNL_]=A_Z'*H>"O^1WT3_K\C_P#0A7LK^%\OT/(?\7YGUK11 M17C'KG@_QY_Y#VD_]>S?^A5Y+7K7QY_Y#VD_]>S?^A5Y+7L8?
^$<CR<1_%9]'MP>.M&\(> M&-[+YEVUE&8[2(Y=OE[_W1{G]:\'\7>.]0\87.;N7RK-3F.TC/ MR+[G^\?<_I7-$O(PR2S'@9Y->E^"_A!J.M^7>ZUYEA8'#",C$TH^A^Z/<\^U
M0]=.C[\MRG.I6]R.QQ/AWPSJOBC4!9Z7;-(W\K'M7T/X)^'&E>$(EG M(%WJ9'SW+K]WU"#L/?]:Z,2-&T_0M/2QTRUCM[=/X4')/]3U)]S5ZN.MB95- M%HCKHX>,-7JPHHHKF.D*_|
'7PNT_Q0)+ZQV6>]XR7_^28_]8'?W'ZUZ!15 M0G*#O$F<(S5!QfK.AZCX?U!['4[5[>=>S=&'JIZ$>XK4)^-]0\(76^QF\R MV8YEM9#E'_P/N*^F=>\.:7XEL#9ZI;K-
'U5NCQGU4]C7@7C/X4ZMX;,EW8AM M0TT<^8B_O(Q_M*/YCCZ5Z-/$0]KEF>?4H3I/F@>T^$O'VC>+X +67R;T#+VD MIPX]Q_>'N/TKQ#XO_P#)2+__*YQ?
^BUKB(9I;>9)H)'CE0[E=&(*GU!%6M5 MU:^UN^-[J,YGN654:1@,L%&:G\!54\.J<^9;$U*]J0Y7N/T+_D8=_Z^H_\ MT(5]A5\>Z%_R,.F_]?4?_H0K["K#&[HWP6S"BBBN${0KF_B!_P
B!KG_%Z/ M_*NDKF_B!_R(&N?]>2C_RJZ?QHF?PL^4:]M^ G_'MK7^_%_)]\2KVWX"?\>VM M?[\?]FKT\5_"9YF&_BH]EHHHKR3U0HHHH |"^,__ *->G?\ 7B/_ $-J\K7A
MA]:]4^.__(UZ=_UXC_T-J\KV,/_D>17_B,^N7UK3M$\-6MJ]5U';6X@0[MG/)^4< =2?85XEXW^+M_KOF6&B^98Z>I:W,DNH MW-OAGJGA-
WNH0UY1>>+A1\[T8]"';Z]/17)Z5]]_HFH1WVFW,E0< M1]'0]1Z$=Q[&OL1E5T*.H96&"",@BO)O&WP;MK\R7_AO9;7)^9K1CB-_]T_P MGVZ?2N^EBD_=]'#5PK7O4S4\#?%?3_$8CL-
4V66ID8&3B.8_]/0^Q_"O&?B M'_R4'7/^OIOZ5AW^GWNE7KVE]_2VUS&?FCD7!^?6H)II;B5I9I'DD;]{G)/ MU-;TZ,82YH[_PJ5I3CRRW1U^%_|D;M%_P"O^#_T8M?7E?(?
A;_D;M%_Z_X/\M_1BU]>5S8WXD=.\"V85X9\>_^0KHW_7"3_P!"%>YUX9\>_P#D*Z-_UPD_]"%8 MX7^*C7%?PF>05]7^_O\ D0M$_P"O1/Y5\H5]7^_O^1*T3_KT3^5=6-^%'-@_
MB9T=%%%>:>B%%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 % M%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 44 M44 %%%%
!1110!QNM_#;1-<\0P:M,K1D'=/2&3G_QVJ=S\9?! M\ .RZN9R.T5NW_LV*T5&H_LLS]K3[H\8^)G_ "476?\ KL/_ $$50\%?\COH MG_7Y'_Z$*,XOUF#Q!XKU#5+5)$AN) R+(&
P!SCZ5E6EU/8W<5U:RM%/"P> M-UZJPZ$5ZT8OV:CY'E2DO:-^9]A:AJ=CI5L,G4+N&VA\D$8.N>(-4\27YO-5NWN)< M87/"H/10. *T_#'@7O%B)&D4.QQHJ(HPJJ,
#V%*>+45:FAPPK;O49Q7A#X8:)X6 MV7#H+[41S]HF7A#_ +"!!)>37;T45PRG*3O)G;&*BK104445)04444 %%%% M!1110!Y[XO\ A+HWB(O=6&W3M0):-?WX-=-
+%3AH]4<]7#0GJM&? M&UM<26EU#=@&Z(G_=ZC\#^%>3:_P##CQ-X>+/<:>]Q,K_RWM?WBX]3 MCD?B*ZG*C75GN0W4)_CB<,/QQTJW7QO8ZE?:5 MPNY[68?
Q1.5/ZSWVC_&KQ+IX6.>6WU&,<9E78_P#WTO\ A&L9X.2^%W+H M8R+ ^)6/HJN,^(`(@:.Y_UZ/_ "KCM.^,N3@"_TZ\M6[F/;(O]#^E2<^*B5X M5UKP9JUG:..D?
M,ULR1Q20NI9CVZ8K&-&I&2NC65:G*+LSY]KVWX"?\>VM?[\ M7\FKQ*O5/A%XLT3PS:ZK.;JZ+@->AB4W3:1P8=I5$V>_45Y MM??&WPM;*?
LR7MV_;9%L'YL1.*N0U;X[:I.&32M,M[5>TDS&1ORX'\Z\^.&J M2Z'?+$4X]3W:21(HVDD=411DLQP /K7!^(_BYX!ZSXKUWQ Q.J:G<7"YSY9,:@^BC _2H}'\..QK\PBTO3I{DYP61?
E7ZL> M\?3#"1CK49SRQ7"'$#A5R3R3U)YK)T[3+[M5KM+33[66YG;HD2Y/_UA[UZYX;^!CL4G\17H4=?LUJ5>$?@FJ&.\|32A5U%E"W-M'__V'?Z#\]Z?]
M+.VL+6.UM((X((QA(XU"J!]!4]%<-2K*H[R9VTZ48*T0HIHH MK,T"BBB@ HHHH **** ,;Q#X5T?Q19_9]4M%EP/DE7B2/_=;M].E>&^+/@_K.M.A{[G2]VIV0Y^1?
WJ#W7O]1^0KZ+HK:E7G3VV;,E&%3?<^,4>6UN%D1GBFB<_M,K#AE8'K[$&O4_"_QLU&P"6VOP?;H!Q]HCPLH'N.C?I7]?B;X?>'O%(9[RS$
M5V1Q=0?))^/9OQS7C_B+X+Z]!9>72F34[<UZ#XPT'Q\+&#IFHQ22$SW0MU*Q>@]FV\@ M6-R8"RDCTQFGBX2E%M45QT7Q4\2KG^VD3V>&0?\ LM;6C^^=
M"U]V32]4M[F11DHK88#UVGG%>3'YYJU!\)_&DY_Y:'E^\]D\8_P#9]^G:*ZOK ML^R.;ZG#NSY\L?@;XBG(-W>6-JOLS.WY 8_6NLTOX%:/ 5;4M2NKLCJD0$2_ MU/ZUZO16&0?
\M2NY_P#OHY-;E%%8-MZL MV22T04444AA1110 4444 %%%% !1110 4444 %%%% !1110!S^L^'\/#>Q{FU M#2;=Y6_Y.H-C_P#?2X)_&N$U3X$:;,_6;2]5N+8]DG02+^8P?
YUZW16D:?X;_MSE2A+=!SO??!'Q/;$_99;&[7MME*$_@PQ^M8D_P0\9VY(;1)7 {QR(W\C7U' M16ZQE1;F+PE-[*R>W@+Q8IP?#VH?A"34T7PY\83'Y%-NQ_O@)_,BOJJBG]=G
MV)^IQ{GS5:?!WQC99V]L#WFN%X_[YR:Z?3?@+.Q#:IK4:#NEM$6/YMC^5 M>W45$L74?D6L+31Q&C_"?PGI!5VL6O91_'=MO'_?/"_I79PP16\2Q01)%&O"
MHBA0/H!4E%82G*7Q,WC",?A04445)04444 %%%% !1110 4444 %%%% !111 M0 4444 4M2T?3=8@\G4;&WNH_26,-CZ'M7!ZM\%/#5\6>RDNM/<\XC?>GY-S
M^M>DT5<:DX?"R)4XR^)'@FH? G6823I^IV=RO82AHV_J/UKG;GX3>,[8\:4) MAZQ3H?ZU].T5NL946Y@\)3>Q\HR?#_Q;$<-X?OC_ +L>[^5=5\/OAWXHB\5Z M?
J5S:2Z=;6LHD=Y3M9@.JA>O/3TP.^A** EX-101.SCH 7 eras-20240930.xsd XBRL TAXONOMY EXTENSION SCHEMA WITH EMBEDDED LINKBASES DOCUMENT 100000 - Document - Document and Entity Informationlink:calculationLink:definitionLink 100010 - Statement - Condensed Consolidated Balance Sheets (Unaudited)link:calculationLink:definitionLink 100020 - Disclosure - Leases - Schedule of Future Minimum Lease Payments under Operating Leases (Details) 2link:presentationLink:calculationLink:definitionLink 100030 - Statement - Condensed Consolidated Balance Sheets (Unaudited) (Parenthetical)link:presentationLink:calculationLink:definitionLink 100040 - Statement - Condensed Consolidated Statements of Operations and Comprehensive Loss (Unaudited)link:presentationLink:calculationLink:definitionLink 100050 - Statement - Condensed Consolidated Statements of Stockholders' Equity (Unaudited)link:presentationLink:calculationLink:definitionLink 100060 - Statement - Condensed Consolidated Statements of Stockholders' Equity (Unaudited) (Parenthetical)link:presentationLink:calculationLink:definitionLink 100070 - Statement - Condensed Consolidated Statements of Cash Flows (Unaudited)link:presentationLink:calculationLink:definitionLink 995455 - Disclosure - Organization and Basis of Presentationlink:presentationLink:calculationLink:definitionLink 995465 - Disclosure - Summary of Significant Accounting Policieslink:presentationLink:calculationLink:definitionLink 995475 - Disclosure - Fair Value Measurementslink:presentationLink:calculationLink:definitionLink 995485 - Disclosure - Marketable Securitieslink:presentationLink:calculationLink:definitionLink 995495 - Disclosure - Property and Equipment, Netlink:presentationLink:calculationLink:definitionLink 995505 - Disclosure - Accrued Expenses and Other Current Liabilitieslink:presentationLink:calculationLink:definitionLink 995515 - Disclosure - Asset Acquisitionslink:presentationLink:calculationLink:definitionLink 995525 - Disclosure - License Agreementslink:presentationLink:calculationLink:definitionLink 995535 - Disclosure - Stock-based Compensationlink:presentationLink:calculationLink:definitionLink 995545 - Disclosure - Leaseslink:presentationLink:calculationLink:definitionLink 995555 - Disclosure - Commitments and Contingencieslink:presentationLink:calculationLink:definitionLink 995565 - Disclosure - Income Taxeslink:presentationLink:calculationLink:definitionLink 995575 - Disclosure - Net Loss Per Sharelink:presentationLink:calculationLink:definitionLink 995585 - Disclosure - Related Party Transactionslink:presentationLink:calculationLink:definitionLink 995595 - Disclosure - Subsequent Eventlink:presentationLink:calculationLink:definitionLink 995605 - Disclosure - Summary of Significant Accounting Policies

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(Tables)link:presentationLinklink:calculationLinklink:definitionLink 995695 - Disclosure - Organization and Basis of Presentation - Additional Information (Details)link:presentationLinklink:calculationLinklink:definitionLink 995705 - Disclosure - Summary of Significant Accounting Policies - Additional Information (Details)link:presentationLinklink:calculationLinklink:definitionLink 995715 - Disclosure - Summary of Significant Accounting Policies - Reconciliation of Cash, Cash Equivalents and Restricted Cash (Details)link:presentationLinklink:calculationLinklink:definitionLink 995725 - Disclosure - Fair Value Measurements - Summary of Financial Assets Measured at Fair Value on Recurring Basis (Details)link:presentationLinklink:calculationLinklink:definitionLink 995735 - Disclosure - Fair Value Measurements - Additional Information (Details)link:presentationLinklink:calculationLinklink:definitionLink 995745 - Disclosure - Marketable Securities - Summary of Marketable Securities Accounted for Available-for-Sale-Securities (Details)link:presentationLinklink:calculationLinklink:definitionLink 995755 - Disclosure - Marketable Securities - Summary of Fair Values and Gross Unrealized Losses for Available-for-sale Securities (Details)link:presentationLinklink:calculationLinklink:definitionLink 995765 - Disclosure - Marketable Securities - Additional Information (Details)link:presentationLinklink:calculationLinklink:definitionLink 995775 - Disclosure - Property and Equipment, Net - Schedule of Property and Equipment, Net (Details)link:presentationLinklink:calculationLinklink:definitionLink 995785 - Disclosure - Property and Equipment, Net - Additional Information (Details)link:presentationLinklink:calculationLinklink:definitionLink 995795 - Disclosure - Accrued Expenses and Other Current Liabilities - Schedule of Accrued Expenses and Other Current Liabilities (Details)link:presentationLinklink:calculationLinklink:definitionLink 995805 - Disclosure - Asset Acquisitions - Additional Information (Details)link:presentationLinklink:calculationLinklink:definitionLink 995815 - Disclosure - License Agreements - Additional Information (Details)link:presentationLinklink:calculationLinklink:definitionLink 995825 - Disclosure - Stock-based Compensation - Additional Information (Details)link:presentationLinklink:calculationLinklink:definitionLink 995835 - Disclosure - Stock-based Compensation - Summary of Stock Option Activity (Details)link:presentationLinklink:calculationLinklink:definitionLink 995845 - Disclosure - Stock-based Compensation - Assumptions used to Determine Fair Value of Stock Option Grants (Details)link:presentationLinklink:calculationLinklink:definitionLink 995855 - Disclosure - Stock-based Compensation - Schedule of Stock-based Compensation Expense (Details)link:presentationLinklink:calculationLinklink:definitionLink 995865 - Disclosure - Stock-based Compensation - Summary of Common Stock Reserved for Future Issuance (Details)link:presentationLinklink:calculationLinklink:definitionLink 995875 - Disclosure - Leases - Additional Information (Details)link:presentationLinklink:calculationLinklink:definitionLink 995885 - Disclosure - Leases - Schedule of Future Minimum Lease Payments under Operating Leases (Details)link:presentationLinklink:calculationLinklink:definitionLink 995895 - Disclosure - Commitments and Contingencies - Additional Information (Details)link:presentationLinklink:calculationLinklink:definitionLink 995905 - Disclosure - Income Taxes - Additional Information (Details)link:presentationLinklink:calculationLinklink:definitionLink 995915 - Disclosure - Net Loss Per Share - Summary of Computation of Basic and Diluted Net Loss Per Share (Details)link:presentationLinklink:calculationLinklink:definitionLink 995925 - Disclosure - Net Loss Per Share - Anti-dilutive Securities Excluded from Calculation of Diluted Net Loss Per Share (Details)link:presentationLinklink:calculationLinklink:definitionLink 995935 - Disclosure - Related Party Transactions - Additional Information (Details)link:presentationLinklink:calculationLinklink:definitionLink 995945 - Disclosure - Subsequent Event - Additional Information (Details)link:presentationLinklink:calculationLinklink:definitionLink Statement [Line Items]Statement [Line Items]Debt Securities, Available-for-Sale, Accrued Interest, after Allowance for Credit Loss, Current, Statement of Financial Position [Extensible Enumeration]Debt Securities, Available-for-Sale, Accrued Interest, after Allowance for Credit Loss, Current, Statement of Financial Position [Extensible Enumeration]Lessor, Operating Lease, Existence of Option to Terminate [true false]Lessor, Operating lease existence of option to terminate [true false]Plan NamePlan Name [Domain]Aggregate offering priceAggregate Offering PriceAggregate offering priceLicense Agreements [Line Items]License Agreements [Line Items]License agreements.Entity Address, Postal Zip CodeEntity Address, Postal Zip CodeAccrued Expenses and Other Current LiabilitiesAccounts Payable and Accrued Liabilities [Member]Share-based Compensation Arrangement by Share-based Payment Award Offering PeriodShare-based compensation arrangement by share-based payment award offering period.Offering periodFair Value Assets And Liabilities Measured On Recurring And Nonrecurring Basis [Table]Fair Value, Recurring and Nonrecurring [Table]Amount loaned in exchange of non-interest bearing promissory noteAmount loaned to related partyAmount loaned to related party.Entity Incorporation, State or Country CodeEntity Incorporation, State or Country CodeImpairment of leasehold and furniture.Impairment of Leasehold and FurnitureLeasehold improvements and furniture impairmentUS Government Agency SecuritiesUS Government Agencies Long Term Securities [Member]US Government agencies long term securities.Other comprehensive income (loss):Other Comprehensive Income (Loss), Tax [Abstract]Weighted-average exercise price, Options exercisable at June 30, 2021Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercisable, Weighted Average Exercise PriceWeighted-average exercise price, Options exercisable at June 30, 2024Fair Value Hierarchy and NAVFair Value Hierarchy and NAV [Axis]Fair Value, Inputs, Level 2 [Member]Significant Other Observable Inputs (Level 2)Share Based Compensation Arrangement By Share Based Payment Award [Line Items]Share-Based Compensation Arrangement by Share-Based Payment Award [Line Items]Laboratory EquipmentLaboratory Equipment [Member]Laboratory equipment.Operating Leases Cancelable and Non-Cancellable Expiration DatesOperating leases cancelable and non-cancellable expiration dates.Operating leases cancellable and non-cancellable expiration dates2024 (remaining three months)Lessee, Operating Lease, Liability, to be Paid, Remainder of Fiscal YearLeasesLessee, Operating Leases [Text Block]Commitments and ContingenciesCommitments and Contingencies Disclosure [Text Block]Product and ServiceProduct and Service [Axis]Depreciation and amortization expenseDepreciation, Depletion and AmortizationDepreciation, Depletion and Amortization, TotalDepreciation and amortizationUpfront payment madeUpfront Payment MadeUpfront payment made.Obligation for investment in equity securitiesObligation for Investment in Equity SecuritiesObligation for investment in equity securities.Collaborative Arrangement and Arrangement Other than CollaborativeCollaborative Arrangement and Arrangement Other than Collaborative [Domain]Related Party Transaction [Line Items]ThereafterLessee Operating Lease Liability Payments Due After Year FourLessee operating lease liability payments due after Year four.Commercial PaperCommercial Paper Short Term [Member]Commercial paper short term.Series B2 Convertible Preferred Stock [Member]Series B-2 Convertible Preferred StockSeries B-2 convertible preferred stock.Series B-2 Convertible Preferred StockSale of StockSale of Stock [Domain]Debt Securities, Available-for-Sale, Unrealized Loss Position, Fair Value [Table Text Block]Summary of Fair Values and Gross Unrealized Losses for Available-for-sale SecuritiesFair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Abstract]Entity Central Index KeyEntity Central Index KeySchedule Of Available For Sale Securities [Line Items]Debt Securities, Available-for-Sale [Line Items]Shares CanceledShare-Based Compensation Arrangement by Share-Based Payment Award, Options, Forfeitures in PeriodChanges in operating assets and liabilities:Increase (Decrease) in Operating Capital [Abstract]Common stock, shares issuedBeginning balance, sharesBeginning balance, sharesEnding balance, sharesCommon Stock, Shares, Issued, TotalCommon Stock, Shares, IssuedCommon stock, shares issuedRisk-free interest rate, minimumShare-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Risk Free Interest Rate, MinimumOther AssetsOther Noncurrent Assets [Member]Income Statement [Abstract]Entity Address, State or ProvinceEntity Address, State or ProvinceReconciliation of Cash, Cash Equivalents and Restricted CashRestrictions on Cash and Cash Equivalents [Table Text Block]Issuance of common stock under the Employee Stock Purchase PlanStock Issued During Period, Value, Employee Stock Purchase PlanUS Government agencies short term securities.US Government Agencies Short Term Securities [Member]US Government Agency SecuritiesEstimated shares purchasable under the employee stock purchase plan.Estimated Shares Purchasable Under the ESPPEstimated Shares Purchasable Under The Employee Stock Purchase Plan MemberNon-Rule 10b5-1 Arrangement ModifiedNonRule10b51ArrModifiedFlagNonRule10b51ArrModifiedFlagDebt Securities, Available-for-Sale, Unrealized Loss PositionAvailable for sale securities, gross unrealized loss positionFair value, TotalLine of credit facility, expiration dateLine of Credit Facility, Expiration DateAggregate intrinsic value, Options exercisable at June 30, 2021Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercisable, Intrinsic ValueAggregate intrinsic value, Options exercisable at June 30, 2024Equity Method Investment, Nonconsolidated Investee [Domain]Cover [Abstract]Subsequent Event [Line Items]Earnings Per Share, Basic, TotalEarnings Per Share, BasicNet loss per share, basicNotice period for cancellation of leaseNotice Period For Cancellation Of LeaseNotice period for cancellation of lease.Operating lease option to extendLessee, Operating Lease, Option to ExtendAvailable for sale securities, Unrealized gainsDebt Securities, Available-for-Sale, Accumulated Gross Unrealized Gain, before TaxOperating expenses:Operating Expenses [Abstract]Investments, Debt and Equity Securities [Abstract]In process research and development expense.In Process Research And Development ExpenseIn-process research and developmentIn-process research and development expensesTwo thousand and twenty four underwritten offering.Two Thousand and Twenty Four underwritten offering [Member]2024 Underwritten OfferingStock-based compensationShare-Based Payment Arrangement, Expense2018 Equity Incentive PlanTwo Thousand Eighteen Equity Incentive Plan [Member]2018 equity incentive plan.David M. Chacko [Member]David M. Chacko [Member]David M. Chacko.Debt Securities, Available-for-Sale, Accrued Interest, after Allowance for Credit Loss, CurrentAvailable-for-sale securities, accrued interestAccumulated deficitRetained Earnings (Accumulated Deficit)Retained Earnings (Accumulated Deficit), TotalRetained Earnings (Accumulated Deficit), Beginning BalanceRetained Earnings (Accumulated Deficit), Ending BalancePlan NamePlan Name [Axis]Concentration of Credit Risk and Off-Balance Sheet RiskOff-Balance-Sheet Credit Exposure, Policy [Policy Text Block]Shares Outstanding at December 31, 2023Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, NumberStock options outstandingShares Outstanding at June 30, 2024Current assets:Assets, Current [Abstract]Common stock issuable upon conversionCommon stock reserved for future issuanceCommon Stock, Capital Shares Reserved for Future IssuanceJoyo license agreement.Joyo License Agreement [Member]Joyo License AgreementInvestment TypeInvestment Type [Axis]Net cash used in operating activitiesNet Cash Provided by (Used in) Operating ActivitiesNet proceeds from underwritten offering.Net Proceeds From Underwritten OfferingNet proceeds from underwritten offeringGunagzhou Joyo Pharmatech Co., Ltd.Guangzhou Joyo Pharmatech Co., Ltd.Guangzhou Joyo Pharmatech Co., Ltd [Member]Business Acquisition, Equity Interest Issued or Issuable, Value AssignedTotal fair value of equityProduct and Service [Domain]Product and ServiceAccumulated other comprehensive incomeAccumulated Other Comprehensive Income (Loss), Net of TaxAccumulated Other Comprehensive Income (Loss), Net of Tax, TotalLease initial termLessee, Operating Lease, Term of ContractOperating lease initial termProperty and equipment, netProperty and equipment, netProperty, Plant and Equipment, NetProperty, Plant and Equipment, Net, Beginning BalanceProperty, Plant and Equipment, Net, Ending Balance2028Lessee, Operating Lease, Liability, to be Paid, Year FourCash flows from operating activities:Net Cash Provided by (Used in) Operating Activities [Abstract]Prepaid expenses and other current and long-term assetsIncrease Decrease In Prepaid Expenses And Other Current And Long Term AssetsIncrease (decrease) in prepaid expenses and other current and long-term assets.Fair Value, RecurringFair Value, Recurring [Member]Term for cancellation of leaseTerm For Cancellation Of LeaseTerm for cancellation of lease.Common stock, par valueCommon Stock, Par or Stated Value Per ShareStock Options Issued and OutstandingVesting of early exercised optionsVesting Of Early Exercised OptionsVesting of early exercised options.Operating Lease, Right-of-Use Asset, Statement of Financial Position [Extensible Enumeration]Operating Lease, Right-of-Use Asset, Statement of Financial Position [Extensible Enumeration]OCI, Debt Securities, Available-for-Sale, Unrealized Holding Gain (Loss), before Adjustment, after TaxUnrealized gain (loss) on marketable securities, netStatement of Cash Flows [Abstract]Counterparty NameCounterparty Name [Axis]Antidilutive Securities, Name [Domain]Antidilutive Securities, NameEntityEntity [Domain]Payment for option to expand territory of license after first dosing of first patient.Payment for Option to Expand Territory of License After First Dosing of First PatientPayment for option to expand territory of license after first dosing of first patientEquity ComponentsEquity Components [Axis]Entity Address, Address Line OneEntity Address, Address Line One2024 ATM OfferingTwo Thousand Twenty Four ATM Offering [Member]2024 ATM Offering.Schedule of Earnings Per Share, Basic and Diluted [Table Text Block]Summary of Computation of Basic and Diluted Net Loss Per ShareRelated Party Transaction [Table]Valuation Approach and Technique [Axis]Property Plant And Equipment [Line Items]Property, Plant and Equipment [Line Items]Stock Option, Exercise Price, DecreaseDecrease in stock option, exercise priceComputer Equipment And Software [Member]Computer Equipment And Software.Computer Equipment and SoftwareTwo thousand and twenty two registered direct offering.Two Thousand and Twenty Two Registered Direct Offering [Member]2022 Registered Direct OfferingSubsequent Event Type [Axis]Total other income (expense), netNonoperating Income (Expense)Schedule of Antidilutive Securities Excluded from Computation of Earnings Per Share [Table Text Block]Anti-dilutive Securities Excluded from Calculation of Diluted Net Loss Per ShareRisk-free interest rateShare-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Risk Free Interest RateDeferred Compensation Share-Based Arrangements, Liability, CurrentShare-based compensation, liabilities associated with shares issued with repurchase rightsInvestments in Debt and Marketable Equity Securities (and Certain Trading Assets) Disclosure [Text Block]Marketable SecuritiesAmendment FlagAmendment FlagOperating lease liabilities, net of current portionOperating lease liabilities, net of current portionOperating Lease, Liability, NoncurrentEbun Garner [Member]Ebun Garner [Member]Ebun Garner.Corporate Debt SecuritiesCorporate Debt Securities [Member]Text Block [Abstract]Lessor, Operating Lease, Term of ContractLessor, Operating lease initial termAdditional Paid in Capital, Common Stock, Beginning BalanceAdditional Paid in Capital, Common Stock, Ending BalanceAdditional paid-in capitalAdditional Paid in Capital, Common StockSale of Stock, Price Per SharePrice per shareWeighted average price per shareReimbursement of certain initial manufacturing costsReimbursement Of Certain Initial Manufacturing CostsReimbursement of certain initial manufacturing costs.Net lossNet lossLessee Lease Description [Table]Lessee, Lease, Description [Table]Shares ExercisedExercise of stock options, sharesShare-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercises in PeriodShares Options exercisable at June 30, 2021Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercisable, NumberShares Options exercisable at June 30, 2024Research and

DevelopmentResearch and Development Expense [Member]Research and Development ExpenseEquity ComponentEquity Component [Domain]Erasca FoundationErasca Foundation [Member]Erasca Foundation.Statistical Measurement [Domain]Statistical MeasurementGeneral and Administrative Expense, TotalGeneral and administrativeGeneral and Administrative ExpenseOther income (expense), netOther Nonoperating Income (Expense)Other Nonoperating Income (Expense), TotalShare-based compensation, plan expiration periodShare-Based Compensation Arrangement by Share-Based Payment Award, Expiration PeriodNiKang Therapeutics, Inc.Ni Kang Therapeutics Incorporation [Member]NiKang Therapeutics, Inc.Furniture and FixturesFurniture and Fixtures [Member]Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents [Abstract]Net lossNet Income (Loss), Including Portion Attributable to Noncontrolling InterestNet Income (Loss), Including Portion Attributable to Noncontrolling Interest, TotalPreferred stock, shares issuedPreferred Stock, Shares Issued, TotalPreferred Stock, Shares IssuedCash paid for operating leasesOperating Lease, PaymentsUS Government Corporations and Agencies Securities [Member]US Government Agency SecuritiesProceeds from Stock Options ExercisedProceeds from the exercise of stock optionsLessee, Operating Lease, Discount RateOperating lease discount ratePayables and Accruals [Abstract]Shares issued under ESPPStock Issued During Period, Shares, Employee Stock Purchase PlansIssuance of common stock under the Employee Stock Purchase Plan, SharesPrepaid expenses and other current assetsPrepaid Expense and Other Assets, CurrentRisk-free interest rate, maximumShare-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Risk Free Interest Rate, MaximumWeighted-average exercise price, CanceledShare-Based Compensation Arrangements by Share-Based Payment Award, Options, Forfeitures in Period, Weighted Average Exercise PriceLetter of credit provided to lessorRestricted cashRestricted Cash, NoncurrentCollaborative Arrangement and Arrangement Other than CollaborativeCollaborative Arrangement and Arrangement Other than Collaborative [Axis]Class of StockClass of Stock [Domain]Comprehensive lossComprehensive Income (Loss), Net of Tax, Attributable to ParentCommon stock, shares outstandingBeginning balance, sharesEnding balance, sharesCommon Stock, Shares, OutstandingSecond Licensed ProductSecond Licensed Product [Member]Second licensed product.Fair Value MeasurementsFair Value Measurement, Policy [Policy Text Block]July two thousand twenty four ATM offering.July Two Thousand Twenty Four ATM Offering [Member]July 2024 ATM OfferingPreferred stock, par valueUndesignated preferred stock par valuePreferred Stock, Par or Stated Value Per ShareLease commencement month and yearLease Commencement Month And YearLease commencement month and year.Future development and regulatory milestone cash payments maximumFuture Development And Regulatory Milestone Cash Payments MaximumFuture development and regulatory milestone cash payments maximum.Antidilutive SecuritiesAntidilutive Securities [Axis]Share-based compensation arrangement by share-based payment award, options repriced in period.Share-Based Compensation Arrangement by Share-Based Payment Award, Options Repriced in PeriodShare-based compensation, options repricedPayment for investment obligation.Payment for Investment ObligationPayment for investment obligationLicense Agreements [Abstract]License agreements.Asset Acquisition [Abstract]Entity Interactive Data CurrentEntity Interactive Data CurrentShares issuedBusiness Acquisition, Equity Interest Issued or Issuable, Number of SharesOffice space leasesBuilding Subject To Ground LeasesBuilding subject to ground leases.Document Quarterly ReportDocument Quarterly ReportSummary of Marketable Securities Accounted for Available-for-Sale SecuritiesMarketable Securities [Table Text Block]Related Party Transaction [Domain]Total cash, cash equivalents and restricted cashCash, Cash Equivalents, Restricted Cash, and Restricted Cash EquivalentsCash, cash equivalents and restricted cash at beginning of the periodCash, cash equivalents and restricted cash at end of the periodRelated Party Transactions Disclosure [Text Block]Related Party TransactionsBalance Sheet LocationStatement of Financial Position Location, Balance [Axis]Statistical MeasurementStatistical Measurement [Axis]Operating lease costOperating Lease, CostTotal fair value of assetsAssets, Fair Value DisclosureAssets, Fair Value Disclosure, TotalRelated and Nonrelated Parties [Domain]Lease, Cost, TotalLease, CostTotal lease costSchedule of Future Minimum Lease Payments under Operating LeasesLessee, Operating Lease, Liability, to be Paid, Maturity [Table Text Block]Commercial PaperCommercial Paper [Member]Unrecognized compensation cost expected to be recognized as expense, periodShare-Based Payment Arrangement, Nonvested Award, Cost Not yet Recognized, Period for RecognitionNet proceeds from private placementProceeds from Issuance of Private PlacementProceeds from issuance of common stock in private placement, net of fees and expensesOptions to Purchase Common StockOptions To Purchase Common Stock [Member]Options to purchase common stock.Provision for federal income taxesFederal Income Tax Expense (Benefit), Continuing OperationsFederal Income Tax Expense (Benefit), Continuing Operations, TotalAccrued Employee Benefits, CurrentAccrued compensationIncome Statement LocationStatement of Income Location, Balance [Axis]Total assetsAssetsExpected term (in years)Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Expected TermUnderwriting discounts and commissions and offering costs, net.Underwriting Discounts and Commissions and Offering Costs, NetUnderwriting discounts and commissions and offering costs, netAccrued property and equipmentAccrued Property and Equipment CurrentAccrued property and equipment current.Payment made for investment in equity securitiesPayments to Acquire Equity Securities, FV-NINew Accounting Pronouncements, Policy [Policy Text Block]Recently Issued Accounting Pronouncements Not Yet AdoptedEntity Address, City or TownEntity Address, City or TownAccumulated Other Comprehensive Income (Loss)AOCI Attributable to Parent [Member]Assets:Assets, Fair Value Disclosure [Abstract]Placement agent fees and estimated expensesPayments of Stock Issuance CostsOffering costsOrganization and basis of presentation.Organization And Basis Of Presentation [Line Items]Organization And Basis Of Presentation [Line Items]Fair Value, Measurement with Unobservable Inputs Reconciliation, Recurring Basis, Asset, Transfers, NetFair Value, Measurement with Unobservable Inputs Reconciliation, Recurring Basis, Asset, Transfers, Net, TotalMeasurement at fair value, transfers among Level 1, Level 2 or Level 3Private Placement [Member]Private PlacementStock-based CompensationShare-Based Payment Arrangement [Text Block]Impairment charge on operating lease assets and property and equipment.Impairment Charge on Operating Lease Assets and Property and EquipmentImpairment charge on operating lease assets and property and equipmentNoncash impairment chargeShares of common stock, authorized for issuanceShare-Based Compensation Arrangement by Share-Based Payment Award, Number of Shares AuthorizedOperating lease, weighted-average discount rateOperating Lease, Weighted Average Discount Rate, PercentFair Value Disclosures [Abstract]License Agreements [Table]License Agreements [Table]License agreements.Accrued research and development expensesAccrued Research and Development Expenses CurrentAccrued research and development expenses current.Stock issued, valueContribution of common stockIssuance of common stockExercise of stock optionsStock Issued During Period, Value, Stock Options ExercisedLessee Lease Description [Line Items]Lessee, Lease, Description [Line Items]Current liabilities:Liabilities, Current [Abstract]Lease Contractual Term [Axis]Cash and Cash Equivalents [Member]Cash and Cash EquivalentsDocument TypeDocument TypeTitle of 12(b) SecurityTitle of 12(b) SecurityCash and cash equivalentsCash and Cash Equivalents, at Carrying ValueCash and Cash Equivalents, at Carrying Value, TotalCash and Cash Equivalents, at Carrying Value, Beginning BalanceCash and Cash Equivalents, at Carrying Value, Ending BalanceBalance Sheet LocationStatement of Financial Position Location, Balance [Domain]Statement of Stockholders' Equity [Abstract]Straight-line basis through premium end date.Straight-line Basis Through Premium End Date [Member]Straight-line Basis Through Premium End DateDocument Fiscal Period FocusDocument Fiscal Period FocusUS Treasury SecuritiesUS Treasury Securities Short Term [Member]US treasury securities short term.Intrinsic value of options exercisedAggregate intrinsic value, ExercisedShare-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercises in Period, Intrinsic ValueShares GrantedStock options outstanding, grantedShare-based compensation, options granted that vest based on performance milestoneRestricted cashRestricted Cash and Cash EquivalentsRestricted Cash and Cash Equivalents, TotalPercentage of outstanding common stock maximumShare-Based Compensation Arrangement by Share-Based Payment Award, Percentage of Outstanding Stock MaximumAdditional shares required to issue upon achieving development milestoneAdditional Shares Required To Issue Upon Achieving Development MilestoneAdditional shares required to issue upon achieving development milestone.Asset ClassAsset Class [Domain]Property and equipmentProperty, Plant and Equipment, GrossProperty, Plant and Equipment, Gross, TotalProperty, Plant and Equipment, Gross, Beginning BalanceProperty, Plant and Equipment, Gross, Ending BalanceSubsequent Event Type [Domain]Assumptions used to Determine Fair Value of Stock Option GrantsSchedule of Share-Based Payment Award, Stock Options, Valuation Assumptions [Table Text Block]Share-based compensation, common stock grant in period, termShare Based Compensation By Share Based Payment Award Common Stock Granted In Period TermShare based compensation by share based payment award common stock granted in period, term.Proceeds from issuance of common stock under the employee stock purchase plan.Proceeds From Issuance of Common Stock Under the Employee Stock Purchase PlanProceeds from issuance of common stock under the Employee Stock Purchase PlanValue per shareBusiness Acquisition, Share PriceDebt Securities, Available-for-Sale, Continuous Unrealized Loss Position, 12 Months or LongerAvailable of sale securities, unrealized loss position, greater than 12 monthsUnrealized losses 12 months or greater, Fair valueOperating lease assets and liabilities, netIncrease Decrease In Operating Lease Assets And Liabilities NetIncrease (decrease) in operating lease assets and liabilities, net.Financial Instruments [Domain]Development and regulatory milestone payments obligation if territory expanded.Development and Regulatory Milestone Payments Obligation if Territory ExpandedDevelopment and regulatory milestone payments obligation if territory expandedSale of StockSale of Stock [Axis]Cash flows from investing activities:Net Cash Provided by (Used in) Investing Activities [Abstract]InvestmentsInvestments [Domain]Medshine Discovery Inc.Medshine Discovery Inc. [Member]Medshine Discovery Inc.Unvested early exercised stock option liabilityUnvested Early Exercised Stock Option LiabilityUnvested early exercised stock option liability.Short-term marketable securitiesMarketable Securities, CurrentMarketable Securities, Current, TotalIncome TaxesIncome Tax Disclosure [Text Block]Two Thousand Twenty One Incentive Award Plan [Member]Two thousand twenty one incentive award plan.2021 Incentive Award PlanUpfront paymentUpfront PaymentUpfront payment.In-process research and developmentPayments to Acquire in Process Research and DevelopmentSeries B-1 Convertible Preferred Stock and Series B-2 Convertible Preferred StockSeries B1 Convertible Preferred Stock And Series B2 Convertible Preferred Stock [Member]Series B-1 convertible preferred stock and Series B-2 convertible preferred stock.Credit FacilityCredit Facility [Domain]Debt Securities Available For Sale [Table]Debt Securities, Available-for-Sale [Table]Accounts payableIncrease (Decrease) in Accounts PayableIncrease (Decrease) in Accounts Payable, TotalEntity Address, Address Line TwoEntity Address, Address Line TwoLiabilities, Convertible Preferred Stock and Stockholders' Equity (Deficit)Liabilities and Equity [Abstract]Document Period End DateDocument Period End DateCommercial milestone payments obligationCommercial Milestone Payments ObligationCommercial milestone payments obligation.Net cash provided by financing activitiesNet Cash Provided by (Used in) Financing ActivitiesLess: Tenant improvement allowance receivableLess: Tenant improvement allowance receivableTenant improvement allowanceTenant Improvement AllowanceTenant improvement allowance.Underwritten Offering [Member]Underwritten Offering [Member]Underwritten OfferingAntidilutive Securities Excluded from Computation of Earnings Per Share, AmountAnti-dilutive securities excluded from calculation of diluted net loss per shareSummary of Common Stock Reserved for Future IssuanceCommon Stock Reserved For Future Issuance [Table Text Block]Common stock reserved for future issuance.Stock-based compensation expenseAPIC, Share-Based Payment Arrangement, Increase for Cost RecognitionAPIC, Share-based Payment Arrangement, Increase for Cost Recognition, TotalDevelopment and regulatory milestone payments obligationDevelopment And Regulatory Milestone Payments ObligationDevelopment and regulatory milestone payments obligation.Shares Available for Purchase Under ESPPShares Available for Purchase Under Employee Stock Purchase Plan [Member]Shares Available for Purchase Under Employee Stock Purchase Plan2024 LeaseTwo Thousand Twenty Four Lease [Member]Two thousand twenty four lease.License AgreementsLicense Agreements Disclosure Text BlockLicense agreements.MaturityDebt Securities, Available-for-Sale, TermTrading Symbol Trading Symbol Total stockholders' equityBeginning balanceEnding balanceEquity, Attributable to ParentAmount donated to related partyAmount Donated To Related PartyAmount donated to related party.Long-Lived Tangible AssetLong-Lived Tangible Asset [Axis]Other Liabilities, NoncurrentOther liabilitiesProvision for state income taxesState and Local Income Tax Expense (Benefit), Continuing OperationsState and Local Income Tax Expense (Benefit), Continuing Operations, TotalInvestment in equity securitiesEquity Securities without Readily Determinable Fair Value, AmountSale of Stock, Number of Shares Issued in TransactionNumber of stock soldAffini T therapeutics incAffini-T Therapeutics, Inc MemberAffini-T Therapeutics, Inc Member.Affini T Therapeutics, Inc.Related Party Transactions [Abstract]Variable lease costsVariable Lease, CostSchedule Of Property Plant And Equipment [Table]Property, Plant and Equipment [Table]Share-Based Payment Arrangement, Expensed and Capitalized, Amount [Table Text Block]Schedule of Stock-based Compensation ExpenseSecurity deposit paidSecurity DepositUS Treasury SecuritiesUS Treasury Securities Long Term [Member]US treasury securities long term.At the Time Option is GrantedAt Time Option Is Granted [Member]At the time option is granted.Available for sale securities, Unrealized lossesDebt Securities, Available-for-Sale, Accumulated Gross Unrealized Loss, before TaxUnrecognized compensation cost related to unvested stock option grantsShare-Based Payment Arrangement, Nonvested Award, Option, Cost Not yet Recognized, AmountLeases [Abstract]Percentage of commission on gross sales proceedsPercentage Of Commission On Gross Sales ProceedsPercentage of commission on gross sales proceedsMedshine license agreement.Medshine License Agreement [Member]Medshine License AgreementUse of EstimatesUse of Estimates, Policy [Policy Text Block]Amounts accrued for purchases of property and equipmentAmounts Accrued For Purchase Of Property And EquipmentAmounts accrued for purchase of property and equipment.Expected volatility, minimumShare-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Expected Volatility Rate, MinimumScenarioScenario [Axis]Operating leases Noncancelable expiration datesOperating Leases Non Cancelable Expiration DatesOperating leases Noncancelable expiration dates.Expected dividend yieldShare-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Expected Dividend RateMarketable Securities and InvestmentsMarketable Securities, Policy [Policy Text Block]Security Exchange NameSecurity Exchange NameCounterparty NameCounterparty Name [Domain]Share-based compensation, shares subject to repurchaseShare Based Compensation Arrangement By Share Based Payment Award Shares Subject To RepurchaseShare-based compensation arrangement by share-based payment award, shares subject to repurchase.Business Acquisition, Acquiree [Domain]Total operating expensesOperating ExpensesLong-Lived Tangible AssetLong-Lived Tangible Asset [Domain]Class of StockClass of Stock [Axis]Less accumulated depreciation and amortizationAccumulated Depreciation, Depletion and Amortization, Property, Plant, and EquipmentAccumulated Depreciation, Depletion and Amortization, Property, Plant, and Equipment, TotalAccumulated Depreciation, Depletion and Amortization, Property, Plant, and Equipment, Beginning BalanceAccumulated Depreciation, Depletion and Amortization, Property, Plant, and Equipment, Ending BalanceLegal EntityLegal Entity [Axis]Fair Value MeasurementsFair Value Disclosures [Text Block]2027Lessee, Operating Lease, Liability, to be Paid, Year ThreePayment for US patent applicationPayment Related To Publication Of U S Patent ApplicationPayment related to publication of US patent application.Weighted-average grant date fair value of options grantedShare-Based Compensation Arrangement by Share-Based Payment Award, Options, Grants in Period, Weighted Average Grant Date Fair ValueSubsequent EventSubsequent Event [Member]MaximumMaximum [Member]Series B-1 Convertible Preferred StockSeries B1 Convertible Preferred Stock [Member]Series B-1 convertible preferred stock.Total liabilities and stockholders'

equityLiabilities and EquityPhase 2 Clinical Trial.Phase 2 Clinical Trial [Member]Phase 2 Clinical TrialOperating lease assetsOperating Lease, Right-of-Use AssetEmployee Stock Purchase Plan [Member]Employee stock purchase plan.ESPPEarnings Per Share, Diluted, TotalEarnings Per Share, DilutedNet loss per share, dilutedAsset Acquisition [Line Items]Leasehold ImprovementsLeasehold Improvements [Member]Entity Ex Transition PeriodTotal liabilitiesTotal liabilitiesLiabilitiesPercentage of reduction in workforcePercentage of Reduction in WorkforcePercentage of reduction in workforce.Fair Value Hierarchy and NAVFair Value Hierarchy and NAV [Domain]Total current assetsAssets, CurrentNet Cash Provided by (Used in) Investing ActivitiesNet cash used in investing activitiesCorporate Debt SecuritiesCorporateDebtSecuritiesShortTerm[Member]Corporate debt securities short term memberMilestones accruedMilestones AccruedMilestones accrued.Stock issuedStock issued and soldIssuance of common stock, share2024 Private PlacementTwo Thousand And Twenty Four Private Placement [Member]Two thousand and twenty four private placement.Stock vesting periodShare-Based Compensation Arrangement by Share-Based Payment Award, Award Vesting PeriodOperating lease existence of option to extend [true false]Lessee, Operating Lease, Existence of Option to Extend [true false]Operating lease option to extendEntity Filer CategoryEntity Filer CategoryFor Holders of More Than 10% of Company's Total Combined Voting Power of All Classes of StockFor Holders Of More Than Ten Percent Of Combined Voting Power Of All Classes Of Stock [Member]For holders of more than 10% of the Company's combined voting power of all classes of stock.Property, Plant and Equipment [Abstract]Organization and Basis of PresentationOrganization, Consolidation and Presentation of Financial Statements Disclosure [Text Block]Purchases of marketable securitiesPayments to Acquire Marketable SecuritiesPayments to Acquire Marketable Securities, TotalOther income (expense)Nonoperating Income (Expense) [Abstract]Current Fiscal Year End DateCurrent Fiscal Year End DateFair Value Assets And Liabilities Measured On Recurring And Nonrecurring Basis [Line Items]Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items]Jefferies LLC MemberJefferies LLC [Member]Jefferies LLCLess: Amount representing interestLessee, Operating Lease, Liability, Undiscounted Excess AmountStock-based compensation expenseShare-Based Payment Arrangement, Noncash ExpenseShare-based Payment Arrangement, Noncash Expense, TotalRelated Party Transaction [Axis]Aggregate intrinsic value, Outstanding at December 31, 2021Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Intrinsic ValueAggregate intrinsic value, Outstanding at June 30, 2022Aggregate intrinsic value, OutstandingRelated and Nonrelated Parties [Axis]Entity Registrant NameEntity Registrant NameDebt Securities, Available-for-Sale, Unrealized Loss Position, Accumulated Loss, TotalDebt Securities, Available-for-Sale, Unrealized Loss Position, Accumulated LossUnrealized losses, TotalAwards Available for Future GrantAwards Available For Future Grant [Member]Awards available for future grant.Schedule Of Share Based Compensation Arrangements By Share Based Payment Award [Table]Schedule of Share-Based Compensation Arrangements by Share-Based Payment Award [Table]Net Loss Per ShareEarnings Per Share [Text Block]Entity Emerging Growth CompanyEntity Emerging Growth CompanyMoney Market FundsMoney Market Funds [Member]Weighted Average Number of Shares Outstanding, Basic, TotalWeighted Average Number of Shares Outstanding, BasicWeighted-average shares of common stock used in computing net loss per share, basicUnaudited Interim Financial InformationUnaudited Interim Financial Information [Policy Text Block]Unaudited interim financial information.Interest incomeInterest Income (Expense), NonoperatingExpected volatility, maximumShare-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Expected Volatility Rate, MaximumCommon stock, shares authorizedCommon Stock, Shares AuthorizedLong-term investments.Long-Term Investments [Member]Long-Term InvestmentsSublease incomeProceeds from issuance of common stockProceeds from Issuance of Common StockNet proceeds from offeringMaturities of marketable securitiesProceeds from Sale and Maturity of Marketable SecuritiesProceeds from Sale and Maturity of Marketable Securities, TotalEquity Method Investment, Nonconsolidated Investee [Axis]Straight-line basis over greater of period through premium end date.Straight-line Basis Over Greater of Period Through Premium End Date [Member]Straight-line Basis Over Greater of Period Through Premium End DateQuoted Prices in Active Markets for Identical Assets (Level 1)Fair Value, Inputs, Level 1 [Member]First Licensed ProductFirst Licensed Product [Member]First licensed product.Weighted-average exercise price, GrantedShare-Based Compensation Arrangements by Share-Based Payment Award, Options, Grants in Period, Weighted Average Exercise PriceShare-based Compensation Arrangement by Share-based Payment Award Purchase PeriodShare-based compensation arrangement by share-based payment award purchase period.Purchase periodFinancial Instrument [Axis]Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Weighted Average Remaining Contractual TermWeighted-average remaining contractual term (years), OutstandingGeneral and AdministrativeGeneral and Administrative Expense [Member]General and Administrative ExpenseShare-Based Payment Arrangement [Abstract]Proceeds from issuance of private placement after deducting placement agent fees and expenses.Proceeds From Issuance Of Private Placement After Deducting Placement Agent Fees And ExpensesProceeds from private placement, after deducting placement agent fees and expensesVesting of early exercised stock optionsStock Issued During Period Value Vesting Of Early Exercised Stock OptionsStock issued during period value, vesting of early exercised stock options.Available for sale securities, Estimated fair valueDebt Securities, Available-for-SaleDebt Securities, Available-for-sale, TotalAccounting Policies [Abstract]Summary of Stock Option ActivityShare-Based Payment Arrangement, Option, Activity [Table Text Block]Option repricing.Option Repricing [Member]Option RepricingIncome Tax Disclosure [Abstract]Long-term marketable securitiesMarketable Securities, NoncurrentPayment of development and regulatory milestone obligationPayment of Development and Regulatory Milestone ObligationPayment of Development and Regulatory Milestone ObligationStockholders' equity:Equity, Attributable to Parent [Abstract]Supplemental disclosure of noncash investing and financing activity:Cash Flow, Noncash Investing and Financing Activities Disclosure [Abstract]Supplemental disclosure of noncash investing and financing activities:Other accruals and current liabilitiesOther Accruals And Current LiabilitiesOther accruals and current liabilities.Debt Securities, Available-for-Sale, Continuous Unrealized Loss Position, 12 Months or Longer, Number of PositionsAvailable of sale securities, unrealized loss position, greater than 12 months, Number of positionsCash, Cash Equivalents and Restricted CashCash and Cash Equivalents, Restricted Cash and Cash Equivalents, Policy [Policy Text Block]Statement [Table]Statement [Table]Schedule of Property and Equipment, NetProperty, Plant and Equipment [Table Text Block]License AgreementLicense Agreement [Member]License agreement.Subsequent Event [Table]Preferred stock, shares authorizedUndesignated preferred stock authorizedPreferred Stock, Shares AuthorizedEntity File NumberSecurities Act File NumberNet decrease in cash, cash equivalents and restricted cashCash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Period Increase (Decrease), Including Exchange Rate EffectOptions Early Exercised Subject to Future VestingOptions Early Exercised Subject To Future Vesting [Member]Options early exercised subject to future vesting.Earnings Per Share [Abstract]Impairment charge on investment in equity securities.Impairment Charge on Investment in Equity SecuritiesImpairment charge on investment in equity securitiesImpairment adjustment to equity investmentFair Value Assets Measured On Recurring Basis Unobservable Input Reconciliation [Table]Fair Value, Assets Measured on Recurring Basis, Unobservable Input Reconciliation [Table]Lease Contractual Term [Domain]Interest or penalties related to income taxesIncome Tax Examination, Penalties and Interest ExpenseIncome Tax Examination, Penalties and Interest Expense, TotalStatement of Financial Position [Abstract]IPOIPO [Member]Loss from operationsOperating Income (Loss)Expected volatilityShare-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Expected Volatility RateLetter of CreditLetter of Credit [Member]Entity Shell CompanyEntity Shell CompanyAccrued professional servicesAccrued Professional Fees, CurrentEntity Tax Identification NumberEntity Tax Identification NumberAssetsAssets [Abstract]Entity Current Reporting StatusEntity Current Reporting StatusShare-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercisable, Weighted Average Remaining Contractual TermWeighted-average remaining contractual term (years), Options exercisable at June 30, 2024Asset Acquisition [Text Block]Asset AcquisitionsSchedule of Accrued Expenses and Other Current LiabilitiesSchedule of Accounts Payable and Accrued Liabilities [Table Text Block]Property and Equipment, NetProperty, Plant and Equipment Disclosure [Text Block]Subsequent Events [Abstract]Document Fiscal Year FocusDocument Fiscal Year FocusCash, cash equivalents, and short-term marketable securitiesCash, Cash Equivalents, and Short-Term InvestmentsCash, Cash Equivalents, and Short-term Investments, TotalPreferred stock, $0.0001 par value; 80,000,000 shares authorized at September 30, 2024 and December 31, 2023; no shares issued and outstanding at September 30, 2024 and December 31, 2023Preferred Stock, Value, Issued, Ending BalancePreferred Stock, Value, Issued, Beginning BalancePreferred Stock, Value, Issued, TotalPreferred Stock, Value, IssuedCash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Including Disposal Group and Discontinued OperationsCash, Cash Equivalents, Restricted Cash and Restricted Cash Equivalents, Including Disposal Group and Discontinued Operations, TotalCash, cash equivalents and restricted cash at beginning of the periodCash, cash equivalents and restricted cash at end of the periodBusiness Acquisition [Axis]Rule 10b5-1 Arrangement ModifiedRule10b51ArrModifiedFlagRule10b51ArrModifiedFlagCity Area CodeCity Area CodeTotal current liabilitiesTotal current liabilitiesLiabilities, CurrentPayment for option to expand territory of license on or prior to first dosing of first patient.Payment for Option to Expand Territory of License on or Prior to First Dosing of First PatientPayment for option to expand territory of license on or prior to first dosing of first patientNovartis Pharma AG [Member]Novartis Pharma AG [Member]Novartis Pharma AGTotalAccrued expenses and other current liabilitiesAccrued Liabilities and Other LiabilitiesAsana Merger AgreementAsana Merger Agreement [Member]Asana merger agreement.Underwriters option to purchase additional shares.Underwriters Option To Purchase Additional SharesUnderwriters option to purchase additional sharesConvertible preferred stock converted into shares of common stockConversion of convertible preferred stock into common stock upon initial public offering, sharesStock Issued During Period, Shares, Conversion of Convertible SecuritiesFirst Amendment to 2020 lease.First Amendment to Two Thousand and Twenty Lease [Member]First Amendment to 2020 LeaseOrganization, Consolidation and Presentation of Financial Statements [Abstract]Local Phone NumberLocal Phone NumberOperating Lease, Impairment LossOperating lease assets impairmentPreferred stock, shares outstandingPreferred Stock, Shares Outstanding, Ending BalancePreferred Stock, Shares Outstanding, Beginning BalancePreferred Stock, Shares OutstandingAntidilutive Securities Excluded From Computation Of Earnings Per Share [Line Items]Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items]Debt Securities, Available-for-Sale, Continuous Unrealized Loss Position, Less than 12 Months, Accumulated LossUnrealized losses less than 12 months, Unrealized lossesCommitments and Contingencies Disclosure [Abstract]Fair Value Assets Measured On Recurring Basis Unobservable Input Reconciliation [Line Items]Fair Value, Assets Measured on Recurring Basis, Unobservable Input Reconciliation [Line Items]Shannon Morris [Member]Shannon Morris [Member]Shannon Morris.Available for sale securities, Amortized costDebt Securities, Available-for-Sale, Amortized CostOperating lease liabilitiesOperating Lease, Liability, CurrentConversion of convertible preferred stock into common stockConvertible Preferred Stock, Shares Issued upon ConversionAccumulated DeficitRetained Earnings [Member]Payments to Acquire Property, Plant, and EquipmentPayments to Acquire Property, Plant, and Equipment, TotalPurchases of property and equipmentAdjustments to value of investment in equity securitiesEquity Securities Without Readily Determinable Fair Value, Impairment or Price Adjustment AmountEquity securities without readily determinable fair value, impairment or price adjustment amount.Document Transition ReportDocument Transition ReportPercentage of fair market value of common stockShare-Based Compensation Arrangement by Share-Based Payment Award, Purchase Price of Common Stock, Percent2026Lessee, Operating Lease, Liability, to be Paid, Year TwoValuation Approach and Technique [Domain]Schedule Of Antidilutive Securities Excluded From Computation Of Earnings Per Share [Table]Antidilutive Security, Excluded EPS Calculation [Table]Weighted-average exercise price, ExercisedShare-Based Compensation Arrangements by Share-Based Payment Award, Options, Exercises in Period, Weighted Average Exercise PriceMinimumMinimum [Member]Common StockCommon Stock [Member]Additional Paid-in CapitalAdditional Paid-in Capital [Member]Adjustments to reconcile net loss to net cash used in operating activities:Adjustments to Reconcile Net Income (Loss) to Cash Provided by (Used in) Operating Activities [Abstract]Short-Term Investments [Member]Short-Term InvestmentsIncome Statement LocationStatement of Income Location, Balance [Domain]2025Lessee, Operating Lease, Liability, to be Paid, Year OneLessor, Operating Lease, Existence of Option to Extend [true false]Lessor, Operating lease existence of option to extend [true false]Other assetsOther Assets, NoncurrentOther Assets, Noncurrent, TotalBlack-Scholes option pricing model.Black-Scholes Option Pricing Model [Member]Black-Scholes Option Pricing ModelShare-based payment arrangement, withheld on behalf of employees for future purchaseShare-based Payment Arrangement, Withheld on Behalf of Employees for Future PurchaseShare-based payment arrangement, withheld on behalf of employees for future purchase.Entity Common Stock, Shares OutstandingDebt Securities, Available-for-Sale, Continuous Unrealized Loss Position, Less than 12 MonthsUnrealized losses less than 12 months, Fair valueKatmai Pharmaceuticals, Inc.Katmai Pharmaceuticals Incorporation [Member]Katmai Pharmaceuticals, Inc.ScenarioScenario [Domain]Adjustments to Additional Paid in Capital, Stock Issued, Issuance CostsIssuance of common stock, costsCommon stock, $0.0001 par value; 800,000,000 shares authorized at September 30, 2024 and December 31, 2023; 282,690,975 shares issued and outstanding at September 30, 2024; 151,462,103 and 151,090,227 shares issued and outstanding at December 31, 2023, respectivelyCommon Stock, Value, IssuedCommon Stock, Value, Issued, TotalCommon Stock, Value, Issued, Beginning BalanceCommon Stock, Value, Issued, Ending BalanceAsset Acquisition [Table]Prepaid rentPrepaid RentOperating lease cancellation paymentOperating Lease Cancellation PaymentOperating lease cancellation payment.Summary of Financial Assets Measured at Fair Value on Recurring BasisFair Value, Assets Measured on Recurring Basis [Table Text Block]Operating lease liabilitiesOperating lease liabilitiesOperating Lease, LiabilityMeasurement FrequencyMeasurement Frequency [Axis]Commitments and ContingenciesCommitments and contingencies (Note 11)Share-Based Payment Arrangement, Plan Modification, Incremental CostShare-based payment arrangement, incremental costDebt Securities, Available-for-Sale, Continuous Unrealized Loss Position, 12 Months or Longer, Accumulated LossUnrealized losses 12 months or greater, Unrealized lossesWeighted Average Number of Shares Outstanding, Diluted, TotalWeighted Average Number of Shares Outstanding, DilutedWeighted-average shares of common stock used in computing net loss per share, dilutedSummary of Significant Accounting PoliciesSignificant Accounting Policies [Text Block]Research and developmentResearch and Development Expense (Excluding Acquired in Process Cost)Obligation accrued for investment in equity securities.Obligation Accrued for Investment in Equity SecuritiesObligation accrued for investment in equity securitiesNew investment obligation in equity securitiesOperating lease, aggregate monthly payments to lessorTotal lease paymentsLessee, Operating Lease, Liability, to be PaidATM offeringAt The Market Offering [Member]At The Market offering.Provision for foreign income taxesForeign Income Tax Expense (Benefit), Continuing OperationsForeign Income Tax Expense (Benefit), Continuing Operations, TotalEntity Small BusinessEntity Small BusinessIncrease decrease in accrued expenses and other current and long-term liabilities.Increase Decrease In Accrued Expenses And Other Current And Long-term LiabilitiesAccrued expenses and other current and long-term liabilitiesCharges in connection with reduction in force.Charges in Connection with Reduction in ForceCharges in connection with reduction in forceUS Treasury SecuritiesUS Treasury Securities [Member]Discount rate used in fair value of operating lease assets and property and equipment.Discount Rate Used In Fair Value Of Operating Lease Assets And Property And EquipmentLease discount rateCredit FacilityCredit Facility [Axis]Accretion (Amortization) of Discounts and Premiums,

InvestmentsAccretion on marketable securities, netCash flows from financing activities:Net Cash Provided by (Used in) Financing Activities [Abstract]Weighted-average exercise price, Outstanding at December 31, 2023Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Weighted Average Exercise PriceWeighted-average exercise price, Outstanding at June 30, 2024Accrued Expenses and Other Current LiabilitiesAccounts Payable, Accrued Liabilities, and Other Liabilities Disclosure, Current [Text Block]Available of sale securities, unrealized loss position, Number of positionsDebt Securities, Available-for-Sale, Unrealized Loss Position, Number of PositionsAsset ClassAsset Class [Axis]2021 LeaseTwo Thousand Twenty One Lease [Member]Two thousand twenty one lease.Measurement FrequencyMeasurement Frequency [Domain]2020 LeaseTwo Thousand Twenty Lease [Member]Two thousand twenty lease.Significant Unobservable Inputs (Level 3)Fair Value, Inputs, Level 3 [Member]Operating lease, weighted-average remaining lease termOperating Lease, Weighted Average Remaining Lease TermSubsequent EventSubsequent Events [Text Block]Unrealized gain on marketable securities, netOCI, Debt Securities, Available-for-Sale, Gain (Loss), after Adjustment and TaxOCI, Debt Securities, Available-for-Sale, Gain (Loss), after Adjustment and Tax, TotalAccounts Payable, Current, TotalAccounts payableAccounts Payable, CurrentSales milestone payments obligationSales Milestone Payments ObligationSales milestone payments obligation.Repurchases of restricted stock.Repurchases of Restricted StockRepurchases of restricted stock XML 9 R1.htm IDEA: XBRL DOCUMENT

Document and Entity Information - shares9 Months Ended

Sep. 30, 2024

Nov. 05, 2024

Cover [Abstract] Document Type10-Q Amendment Flagfalse Document Period End DateSep. 30, 2024 Document Fiscal Year Focus2024 Document Fiscal Period FocusQ3 Entity Registrant NameERASCA, INC. Entity Central Index Key0001761918 Current Fiscal Year End Date--12-31 Entity Filer CategoryNon-accelerated Filer Entity File Number001-40602 Entity Incorporation, State or Country CodeDE Entity Tax Identification Number83-1217027 Entity Address, Address Line One3115 Merryfield Row Entity Address, Address Line TwoSuite 300 Entity Address, City or TownSan Diego Entity Address, State or ProvinceCA Entity Address, Postal Zip Code92121 City Area Code858 Local Phone Number465-6511 Entity Current Reporting StatusYes Entity Small Businesstrue Entity Emerging Growth Companytrue Entity Ex Transition Periodfalse Entity Shell Company false Entity Interactive Data CurrentYes Entity Common Stock, Shares Outstanding 282,727,282Document Quarterly Reporttrue Document Transition Reportfalse Title of 12(b) SecurityCommon Stock, $0.0001 par value per share Trading SymbolERAS Security Exchange NameNASDAQ

- Definition

Boolean flag that is true when the XBRL content amends previously-filed or accepted submission.

+ References

No definition available.

+ Details

Name:dei_AmendmentFlag Namespace Prefix:dei_ Data Type:xbrli:booleanItemType Balance Type:na Period Type:duration

- Definition

Area code of city

+ References

No definition available.

+ Details

Name:dei_CityAreaCode Namespace Prefix:dei_ Data Type:xbrli:normalizedStringItemType Balance Type:na Period Type:duration

- Definition

Cover page.

+ References

No definition available.

+ Details

Name:dei_CoverAbstract Namespace Prefix:dei_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration

- Definition

End date of current fiscal year in the format --MM-DD.

+ References

No definition available.

+ Details

Name:dei_CurrentFiscalYearEndDate Namespace Prefix:dei_ Data Type:xbrli:gMonthDayItemType Balance Type:na Period Type:duration

- Definition

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.

+ References

No definition available.

+ Details

Name:dei_DocumentFiscalPeriodFocus Namespace Prefix:dei_ Data Type:dei:fiscalPeriodItemType Balance Type:na Period Type:duration

- Definition

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.

+ References

No definition available.

+ Details

Name:dei_DocumentFiscalYearFocus Namespace Prefix:dei_ Data Type:xbrli:gYearItemType Balance Type:na Period Type:duration

- Definition

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.

+ References

No definition available.

+ Details

Name:dei_DocumentPeriodEndDate Namespace Prefix:dei_ Data Type:xbrli:dateItemType Balance Type:na Period Type:duration

- Definition

Boolean flag that is true only for a form used as an quarterly report.

+ References

Reference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Form 10-Q -Number 240 -Section 308 -Subsection a

+ Details

Name:dei_DocumentQuarterlyReport Namespace Prefix:dei_ Data Type:xbrli:booleanItemType Balance Type:na Period Type:duration

- Definition

Boolean flag that is true only for a form used as a transition report.

+ References

Reference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Forms 10-K, 10-Q, 20-F -Number 240 -Section 13 -Subsection a-1

+ Details
Name:dei_DocumentTransitionReport Namespace Prefix:dei_ Data Type:xbrli:booleanItemType Balance Type:na Period Type:duration

- Definition

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'.

+ References

No definition available.

+ Details
Name:dei_DocumentType Namespace Prefix:dei_ Data Type:dei:submissionTypeItemType Balance Type:na Period Type:duration

- Definition

Address Line 1 such as Attn, Building Name, Street Name

+ References

No definition available.

+ Details
Name:dei_EntityAddressAddressLine1 Namespace Prefix:dei_ Data Type:xbrli:normalizedStringItemType Balance Type:na Period Type:duration

- Definition

Address Line 2 such as Street or Suite number

+ References

No definition available.

+ Details
Name:dei_EntityAddressAddressLine2 Namespace Prefix:dei_ Data Type:xbrli:normalizedStringItemType Balance Type:na Period Type:duration

- Definition

Name of the City or Town

+ References

No definition available.

+ Details
Name:dei_EntityAddressCityOrTown Namespace Prefix:dei_ Data Type:xbrli:normalizedStringItemType Balance Type:na Period Type:duration

- Definition

Code for the postal or zip code

+ References

No definition available.

+ Details
Name:dei_EntityAddressPostalZipCode Namespace Prefix:dei_ Data Type:xbrli:normalizedStringItemType Balance Type:na Period Type:duration

- Definition

Name of the state or province.

+ References

No definition available.

+ Details
Name:dei_EntityAddressStateOrProvince Namespace Prefix:dei_ Data Type:dei:stateOrProvinceItemType Balance Type:na Period Type:duration

- Definition

A unique 10-digit SEC-issued value to identify entities that have filed disclosures with the SEC. It is commonly abbreviated as CIK.

+ References

Reference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b-2

+ Details
Name:dei_EntityCentralIndexKey Namespace Prefix:dei_ Data Type:dei:centralIndexKeyItemType Balance Type:na Period Type:duration

- Definition

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.

+ References

No definition available.

+ Details
Name:dei_EntityCommonStockSharesOutstanding Namespace Prefix:dei_ Data Type:xbrli:sharesItemType Balance Type:na Period Type:instant

- Definition

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.

+ References

No definition available.

+ Details
Name:dei_EntityCurrentReportingStatus Namespace Prefix:dei_ Data Type:dei:yesNoItemType Balance Type:na Period Type:duration

- Definition

Indicate if registrant meets the emerging growth company criteria.

+ References

Reference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b-2

+ Details
Name:dei_EntityEmergingGrowthCompany Namespace Prefix:dei_ Data Type:xbrli:booleanItemType Balance Type:na Period Type:duration

- Definition

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.

+ References

Reference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Securities Act -Number 7A -Section B -Subsection 2

+ Details
Name:dei_EntityExTransitionPeriod Namespace Prefix:dei_ Data Type:xbrli:booleanItemType Balance Type:na Period Type:duration

- Definition

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.

+ References

No definition available.

+ Details
Name:dei_EntityFileNumber Namespace Prefix:dei_ Data Type:dei:fileNumberItemType Balance Type:na Period Type:duration

- Definition

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.

+ References

Reference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b-2

+ Details
Name:dei_EntityFilerCategory Namespace Prefix:dei_ Data Type:dei:filerCategoryItemType Balance Type:na Period Type:duration

- Definition

Two-character EDGAR code representing the state or country of incorporation.

+ References

No definition available.

+ Details
Name:dei_EntityIncorporationStateCountryCode Namespace Prefix:dei_ Data Type:dei:edgarStateCountryItemType Balance Type:na Period Type:duration

- Definition

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).

+ References

Reference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-T -Number 232 -Section 405

+ Details
Name:dei_EntityInteractiveDataCurrent Namespace Prefix:dei_ Data Type:dei:yesNoItemType Balance Type:na Period Type:duration

- Definition

The exact name of the entity filing the report as specified in its charter, which is required by forms filed with the SEC.

+ References

Reference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b-2

+ Details

Name:dei_EntityRegistrantName Namespace Prefix:dei_ Data Type:xbrli:normalizedStringItemType Balance Type:na Period Type:duration

- Definition

Boolean flag that is true when the registrant is a shell company as defined in Rule 12b-2 of the Exchange Act.

+ References

Reference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b-2

+ Details

Name:dei_EntityShellCompany Namespace Prefix:dei_ Data Type:xbrli:booleanItemType Balance Type:na Period Type:duration

- Definition

Indicates that the company is a Smaller Reporting Company (SRC).

+ References

Reference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b-2

+ Details

Name:dei_EntitySmallBusiness Namespace Prefix:dei_ Data Type:xbrli:booleanItemType Balance Type:na Period Type:duration

- Definition

The Tax Identification Number (TIN), also known as an Employer Identification Number (EIN), is a unique 9-digit value assigned by the IRS.

+ References

Reference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b-2

+ Details

Name:dei_EntityTaxIdentificationNumber Namespace Prefix:dei_ Data Type:dei:employerIdItemType Balance Type:na Period Type:duration

- Definition

Local phone number for entity.

+ References

No definition available.

+ Details

Name:dei_LocalPhoneNumber Namespace Prefix:dei_ Data Type:xbrli:normalizedStringItemType Balance Type:na Period Type:duration

- Definition

Title of a 12(b) registered security.

+ References

Reference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b

+ Details

Name:dei_Security12bTitle Namespace Prefix:dei_ Data Type:dei:securityTitleItemType Balance Type:na Period Type:duration

- Definition

Name of the Exchange on which a security is registered.

+ References

Reference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection d1-1

+ Details

Name:dei_SecurityExchangeName Namespace Prefix:dei_ Data Type:dei:edgarExchangeCodeItemType Balance Type:na Period Type:duration

- Definition

Trading symbol of an instrument as listed on an exchange.

+ References

No definition available.

+ Details

Name:dei_TradingSymbol Namespace Prefix:dei_ Data Type:dei:tradingSymbolItemType Balance Type:na Period Type:duration XML 10 R2.htm IDEA: XBRL DOCUMENT Condensed Consolidated Balance Sheets (Unaudited) - USD ($) Sep. 30, 2024Dec. 31, 2023Current assets: Cash and cash equivalents$ 68,885,000$ 93,075,000Short-term marketable securities250,027,000219,275,000Prepaid expenses and other current assets11,262,0008,326,000Total current assets330,174,000320,676,000Long-term marketable securities144,391,0009,642,000Property and equipment, net17,153,00022,327,000Operating lease assets32,891,00037,861,000Restricted cash408,000408,000Other assets3,879,0004,383,000Total assets528,896,000395,297,000Current liabilities: Accounts payable2,405,0002,000,000Accrued expenses and other current liabilities23,170,00020,186,000Operating lease liabilities4,450,0003,970,000Total current liabilities30,025,00026,156,000Operating lease liabilities, net of current portion48,489,00051,889,000Other liabilities340,000566,000Total liabilities78,854,00078,611,000Commitments and contingencies (Note 11) Stockholders' equity: Preferred stock, $0.0001 par value; 80,000,000 shares authorized at September 30, 2024 and December 31, 2023; no shares issued and outstanding at September 30, 2024 and December 31, 2023 Common

stock, $0.0001 par value; 800,000,000 shares authorized at September 30, 2024 and December 31, 2023; 282,690,975 shares issued and outstanding at September 30, 2024; 151,462,103 and 151,090,227 shares issued and outstanding at December 31, 2023, respectively 28,00015,000 Additional paid-in capital 1,183,620,000922,607,000 Accumulated other comprehensive income 1,825,00077,000 Accumulated deficit (735,431,000)(606,013,000) Total stockholders' equity 450,042,000316,686,000 Total liabilities and stockholders' equity $ 528,896,000 $ 395,297,000

- Definition

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).

+ References

Reference 1: 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-S99-1Reference 2: 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

+ Details

Name:us-gaap_AccountsPayableCurrent Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:instant

- Definition

Amount of expenses incurred but not yet paid nor invoiced, and liabilities classified as other.

+ References

No definition available.

+ Details

Name:us-gaap_AccruedLiabilitiesAndOtherLiabilities Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:instant

- Definition

Amount, after tax, of accumulated increase (decrease) in equity from transaction and other event and circumstance from nonowner source.

+ References

Reference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 220 -SubTopic 10 -Section 45 -Paragraph 14A -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-14AReference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 11 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-11Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(2)(ii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480016/944-40-65-2Reference 4: 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/1943274/2147480016/944-40-65-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(30)(a)(4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 6: 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)(3)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 7: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 220 -SubTopic 10 -Section 45 -Paragraph 14 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-14

+ Details

Name:us-gaap_AccumulatedOtherComprehensiveIncomeLossNetOfTax Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type: instant

- Definition

Value received from shareholders in common stock-related transactions that are in excess of par value or stated value and amounts received from other stock-related transactions. Includes only common stock transactions (excludes preferred stock transactions). May be called contributed capital, capital in excess of par, capital surplus, or paid-in capital.

+ References

Reference 1: 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

+ Details

Name:us-gaap_AdditionalPaidInCapitalCommonStock Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:instant

- Definition

Amount of asset recognized for present right to economic benefit.

+ References

Reference 1: 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/1943274/2147482785/280-10-55-48Reference 2: 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/1943274/2147482785/280-10-55-49Reference 3: 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/1943274/2147482964/270-10-50-1Reference 4: 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/1943274/2147482810/280-10-50-32Reference 5: 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/1943274/2147482810/280-10-50-32Reference 6: 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/1943274/2147482810/280-10-50-22Reference 7: 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/1943274/2147481203/810-10-50-3Reference 8: 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/1943274/2147481231/810-10-45-25Reference 9: 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-S99-1Reference 10: 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/1943274/2147481687/323-10-50-3Reference 11: 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/1943274/2147482907/825-10-50-28Reference 12: 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/1943274/2147481372/852-10-55-10Reference 13: 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/1943274/2147479168/946-830-55-12Reference 14: 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-S99-1Reference 15: 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-S99-1Reference 16: 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-S99-1Reference 17: 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-S99-1AReference 18: 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-S99-1AReference 19: 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-S99-1AReference 20: 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-S99-1AReference 21: 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-S99-1AReference 22: 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-S99-1AReference 23: 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-S99-1BReference 24: 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-S99-1BReference 25: 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-S99-1BReference 26: 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-S99-1BReference 27: 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-S99-1BReference 28: 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/1943274/2147481404/852-10-50-7Reference 29: 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/1943274/2147482810/280-10-50-30Reference 30: 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

+ Details

Name:us-gaap_Assets Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:instant

- Definition

Amount of asset recognized for present right to economic benefit, classified as current.

+ References

Reference 1: 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/1943274/2147481203/810-10-50-3Reference 2: 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/1943274/2147481231/810-10-45-25Reference 3: 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-S99-1Reference 4: 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/1943274/2147481687/323-10-50-3Reference 5: 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/1943274/2147482907/825-10-50-28Reference 6: 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/1943274/2147481372/852-10-55-10Reference 7: 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/1943274/2147483467/210-10-45-1Reference 8: 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-S99-1Reference 9: 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-S99-1AReference 10: 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-S99-1AReference 11: 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-S99-1AReference 12: 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-S99-1AReference 13: 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-S99-1AReference 14: 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-S99-1AReference 15: 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-S99-1BReference 16: 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-S99-1BReference 17: 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-S99-1BReference 18: 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-S99-1BReference 19: 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-S99-1BReference 20: 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

+ Details

Name:us-gaap_AssetsCurrent Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:instant

- References

No definition available.

+ Details

Name:us-gaap_AssetsCurrentAbstract Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration

- Definition

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.

+ References

Reference 1: 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-S99-1Reference 2: 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/1943274/2147483467/210-10-45-1Reference 3: 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

+ Details

Name:us-gaap_CashAndCashEquivalentsAtCarryingValue Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:instant

- Definition

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.

+ References

Reference 1: 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-S99-1Reference 2: 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-S99-1Reference 3: 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-S99-1Reference 4: 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

+ Details

Name:us-gaap_CommitmentsAndContingencies Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:instant

- Definition

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.

+ References

Reference 1: 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-S99-1Reference 2: 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/1943274/2147481372/852-10-55-10Reference 3: 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

+ Details

Name:us-gaap_CommonStockValue Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:instant

- Definition

Amount of liability recognized for present obligation requiring transfer or otherwise providing economic benefit to others.

+ References

Reference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)) -SubTopic 10 -Topic 210 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: 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-

1Reference 3: 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(24)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(19)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 5: 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-S99-1Reference 6: 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(26)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 7: 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(23)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 8: 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-S99-1Reference 9: 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/1943274/2147481203/810-10-50-3Reference 10: 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/1943274/2147481231/810-10-45-25Reference 11: 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/1943274/2147481203/810-10-50-3Reference 12: 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-S99-1Reference 13: 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/1943274/2147481687/323-10-50-3Reference 14: 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/1943274/2147482907/825-10-50-28Reference 15: 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/1943274/2147479168/946-830-55-12Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(14)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 17: 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-S99-1AReference 18: 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-S99-1AReference 19: 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-S99-1AReference 20: 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-S99-1AReference 21: 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-S99-1AReference 22: 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-S99-1BReference 23: 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-S99-1BReference 24: 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-S99-1BReference 25: 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-S99-1BReference 26: 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-S99-1BReference 27: 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/1943274/2147481404/852-10-50-7Reference 28: 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/1943274/2147481404/852-10-50-7Reference 29: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 30 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-30

+ Details

Name:us-gaap_Liabilities Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:instant

- Definition

Amount of liabilities and equity items, including the portion of equity attributable to noncontrolling interests, if any.

+ References

Reference 1: 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/1943274/2147481372/852-10-55-10Reference 2: 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-S99-1Reference 3: 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-S99-1Reference 4: 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/1943274/2147481687/323-10-50-3Reference 5: 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/1943274/2147482907/825-10-50-28Reference 6: 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-S99-1Reference 7: 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

+ Details

Name:us-gaap_LiabilitiesAndStockholdersEquity Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:instant

- Definition

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.

+ References

Reference 1: 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-S99-1Reference 2: 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/1943274/2147481203/810-10-50-3Reference 3: 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/1943274/2147481231/810-10-45-25Reference 4: 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/1943274/2147481203/810-10-50-3Reference 5: 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-S99-1Reference 6: 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/1943274/2147481687/323-10-50-3Reference 7: 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/1943274/2147482907/825-10-50-28Reference 8: 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/1943274/2147481372/852-10-55-10Reference 9: 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/1943274/2147483467/210-10-45-5Reference 10: 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-S99-1AReference 11: 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-S99-1AReference 12: 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-S99-1AReference 13: 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-S99-1AReference 14: 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-S99-1AReference 15: 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-S99-1BReference 16: 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-S99-1BReference 17: 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-S99-1BReference 18: 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-S99-1BReference 19: 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-S99-1BReference 20: 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/1943274/2147481404/852-10-50-7Reference 21: 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

+ Details

Name:us-gaap_LiabilitiesCurrent Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:instant

- References

No definition available.

+ Details

Name:us-gaap_LiabilitiesCurrentAbstract Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration

- Definition

Amount of investment in marketable security, classified as current.

+ References

Reference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1

+ Details

Name:us-gaap_MarketableSecuritiesCurrent Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:instant

- Definition

Amount of investment in marketable security, classified as noncurrent.

+ References

Reference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1

+ Details

Name:us-gaap_MarketableSecuritiesNoncurrent Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:instant

- Definition

Present value of lessee's discounted obligation for lease payments from operating lease, classified as current.

+ References

Reference 1: 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

+ Details

Name:us-gaap_OperatingLeaseLiabilityCurrent Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:instant

- Definition

Present value of lessee's discounted obligation for lease payments from operating lease, classified as noncurrent.

+ References

Reference 1: 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

+ Details

Name:us-gaap_OperatingLeaseLiabilityNoncurrent Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:instant

- Definition

Amount of lessee's right to use underlying asset under operating lease.

+ References

Reference 1: 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

+ Details

Name:us-gaap_OperatingLeaseRightOfUseAsset Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:instant

- Definition

Amount of noncurrent assets classified as other.

+ References

Reference 1: 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

+ Details

Name:us-gaap_OtherAssetsNoncurrent Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:instant

- Definition

Amount of liabilities classified as other, due after one year or the normal operating cycle, if longer.

+ References

Reference 1: 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(24)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1

+ Details

Name:us-gaap_OtherLiabilitiesNoncurrent Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:instant

- Definition

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.

+ References

Reference 1: 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-S99-1Reference 2: 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/1943274/2147481372/852-10-55-10Reference 3: 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

+ Details

Name:us-gaap_PreferredStockValue Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:instant

- Definition

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.

+ References

Reference 1: 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

+ Details

Name:us-gaap_PrepaidExpenseAndOtherAssetsCurrent Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:instant

- Definition

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.

+ References

Reference 1: 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/1943274/2147482099/360-10-50-1Reference 2: 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/1943274/2147478964/842-20-50-7AReference 3: 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/1943274/2147481372/852-10-55-10Reference 4: 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-S99-1Reference 5: 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

+ Details

Name:us-gaap_PropertyPlantAndEquipmentNet Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:instant

- Definition

Amount of cash restricted as to withdrawal or usage, classified as noncurrent. 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.

+ References

Reference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(17)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section 45 -Paragraph 5 -SubTopic 210 -Topic 954 -Publisher FASB -URI https://asc.fasb.org/1943274/2147477220/954-210-45-5Reference 3: 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

+ Details

Name:us-gaap_RestrictedCashNoncurrent Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:instant

- Definition

Amount of accumulated undistributed earnings (deficit).

+ References

Reference 1: 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-S99-1Reference 2: 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/1943274/2147481372/852-10-55-10Reference 3: 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/1943274/2147480016/944-40-65-2Reference 4: 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/1943274/2147480016/944-40-65-2Reference 5: 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/1943274/2147480990/946-20-50-11Reference 6: 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-S99-1Reference 7: 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-S99-1Reference 8: 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

+ Details

Name:us-gaap_RetainedEarningsAccumulatedDeficit Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:instant

- Definition

Amount of equity (deficit) attributable to parent. Excludes temporary equity and equity attributable to noncontrolling interest.

+ References

Reference 1: 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-S99-1Reference 2: 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-S99-1Reference 3: 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-S99-1Reference 4: 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/1943274/2147481372/852-10-55-10Reference 5: 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/1943274/2147479168/946-830-55-12Reference 6: 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-S99-1Reference 7: 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-S99-2Reference 8: 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-S99-3Reference 9: 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-S99-3Reference 10: 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-S99-3Reference 11: 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-S99-1Reference 12: 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/1943274/2147481687/323-10-50-3Reference 13: 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/1943274/2147482907/825-10-50-28Reference 14: 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

+ Details

Name:us-gaap_StockholdersEquity Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:instant

- References

No definition available.

+ Details

Name:us-gaap_StockholdersEquityAbstract Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration XML 11 R3.htm IDEA: XBRL DOCUMENT

Condensed Consolidated Balance Sheets (Unaudited) (Parenthetical) - $ / shares Sep. 30, 2024 Dec. 31, 2023 Preferred stock, par value $ 0.0001 $ 0.0001 Preferred stock, shares authorized 80,000,000 80,000,000 Preferred stock, shares issued 0 0 Preferred stock, shares outstanding 0 0 Common stock, par value $ 0.0001 $ 0.0001 Common stock, shares authorized 800,000,000 800,000,000 Common stock, shares issued 282,690,975 151,462,103 Common stock, shares outstanding 282,690,975 151,090,227

- Definition

Face amount or stated value per share of common stock.

+ References

Reference 1: 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

+ Details

Name:us-gaap_CommonStockParOrStatedValuePerShare Namespace Prefix:us-gaap_ Data Type:dtr-types:perShareItemType Balance Type:na Period Type:instant

- Definition

The maximum number of common shares permitted to be issued by an entity's charter and bylaws.

+ References

Reference 1: 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 Reference 2: 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

+ Details

Name:us-gaap_CommonStockSharesAuthorized Namespace Prefix:us-gaap_ Data Type:xbrli:sharesItemType Balance Type:na Period Type:instant

- Definition

Total number of common shares of an entity that have been sold or granted to shareholders (includes common shares that were issued, repurchased and remain in the treasury). These shares represent capital invested by the firm's shareholders and owners, and may be all or only a portion of the number of shares authorized. Shares issued include shares outstanding and shares held in the treasury.

+ References

Reference 1: 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

+ Details

Name:us-gaap_CommonStockSharesIssued Namespace Prefix:us-gaap_ Data Type:xbrli:sharesItemType Balance Type:na Period Type:instant

- Definition

Number of shares of common stock outstanding. Common stock represent the ownership interest in a corporation.

+ References

Reference 1: 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 Reference 2: 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 Reference 3: 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 Reference 4: 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 Reference 5: 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 Reference 6: 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

+ Details

Name:us-gaap_CommonStockSharesOutstanding Namespace Prefix:us-gaap_ Data Type:xbrli:sharesItemType Balance Type:na Period Type:instant

- Definition

Face amount or stated value per share of preferred stock nonredeemable or redeemable solely at the option of the issuer.

+ References

Reference 1: 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-S99-1Reference 2: 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

+ Details

Name:us-gaap_PreferredStockParOrStatedValuePerShare Namespace Prefix:us-gaap_ Data Type:dtr-types:perShareItemType Balance Type:na Period Type:instant

- Definition

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.

+ References

Reference 1: 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-S99-1Reference 2: 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

+ Details

Name:us-gaap_PreferredStockSharesAuthorized Namespace Prefix:us-gaap_ Data Type:xbrli:sharesItemType Balance Type:na Period Type:instant

- Definition

Number of shares issued for nonredeemable preferred shares and preferred shares redeemable solely at option of issuer. Includes, but is not limited to, preferred shares issued, repurchased, and held as treasury shares. Excludes preferred shares classified as debt.

+ References

Reference 1: 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-S99-1Reference 2: 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

+ Details

Name:us-gaap_PreferredStockSharesIssued Namespace Prefix:us-gaap_ Data Type:xbrli:sharesItemType Balance Type:na Period Type:instant

- Definition

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.

+ References

Reference 1: 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-S99-1Reference 2: 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-S99-2Reference 3: 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-S99-3Reference 4: 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-S99-1Reference 5: 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

+ Details

Name:us-gaap_PreferredStockSharesOutstanding Namespace Prefix:us-gaap_ Data Type:xbrli:sharesItemType Balance Type:na Period Type:instant XML 12 R4.htm IDEA:

XBRL DOCUMENT
Condensed Consolidated Statements of Operations and Comprehensive Loss (Unaudited) - USD ($) $ in Thousands3 Months Ended9 Months Ended
Sep. 30, 2024
Sep. 30, 2023
Sep. 30, 2024
Sep. 30, 2023
Operating expenses: Research and development$ 27,631$ 25,213$ 89,237$ 79,016In-process research and development 22,500 General and administrative9,6119,445 32,13828,637Total operating expenses37,24234,658143,875107,653Loss from operations(37,242)(34,658)(143,875)(107,653)Other income (expense) Interest income5,869 4,34614,81012,474Other income (expense), net173(49)(353)(162)Total other income (expense), net6,0424,29714,45712,312Net loss$ (31,200)$ (30,361)$ (129,418) $ (95,341)Net loss per share, basic$ (0.11)$ (0.20)$ (0.60)$ (0.64)Net loss per share, diluted$ (0.11)$ (0.20)$ (0.60)$ (0.64)Weighted-average shares of common stock used in computing net loss per share, basic282,384,964150,450,201217,355,959150,000,613Weighted-average shares of common stock used in computing net loss per share, diluted 282,384,964150,450,201217,355,959150,000,613Other comprehensive income (loss): Unrealized gain on marketable securities, net$ 2,021$ 218$ 1,748$ 466Comprehensive loss$ (29,179)$ (30,143)$ (127,670)$ (94,875)

- Definition

In process research and development expense.

+ References

No definition available.

+ Details
Name:eras_InProcessResearchAndDevelopmentExpense Namespace Prefix:eras_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration

- Definition

Amount after tax of increase (decrease) in equity from transactions and other events and circumstances from net income and other comprehensive income, attributable to parent entity. Excludes changes in equity resulting from investments by owners and distributions to owners.

+ References

Reference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(24)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(26)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(22)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1AReference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1B -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1BReference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(20)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 7: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 220 -SubTopic 10 -Section 45 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-5

+ Details
Name:us-gaap_ComprehensiveIncomeNetOfTax Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration

- Definition

The amount of net income (loss) for the period per each share of common stock or unit outstanding during the reporting period.

+ References

Reference 1: 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/1943274/2147483443/250-10-50-6Reference 2: 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/1943274/2147482635/260-10-55-52Reference 3: 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/1943274/2147476176/805-60-65-1Reference 4: 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/1943274/2147478666/740-323-65-2Reference 5: 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/1943274/2147483443/250-10-50-3Reference 6: 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/1943274/2147482635/260-10-55-15Reference 7: 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/1943274/2147480175/815-40-65-1Reference 8: 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/1943274/2147480175/815-40-65-1Reference 9: 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/1943274/2147483443/250-10-50-11Reference 10: 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/1943274/2147483443/250-10-50-11Reference 11: 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/1943274/2147483443/250-10-50-7Reference 12: 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/1943274/2147482689/260-10-45-2Reference 13: 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/1943274/2147482689/260-10-45-60BReference 14: 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/1943274/2147483443/250-10-50-4Reference 15: 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/1943274/2147482662/260-10-50-1Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-10Reference 17: 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-S99-2Reference 18: 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-S99-1Reference 19: 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-S99-1Reference 20: 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

+ Details

Name:us-gaap_EarningsPerShareBasic Namespace Prefix:us-gaap_ Data Type:dtr-types:perShareItemType Balance Type:na Period Type:duration

- Definition

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.

+ References

Reference 1: 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/1943274/2147483443/250-10-50-6Reference 2: 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/1943274/2147482635/260-10-55-52Reference 3: 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/1943274/2147476176/805-60-65-1Reference 4: 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/1943274/2147478666/740-323-65-2Reference 5: 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/1943274/2147483443/250-10-50-3Reference 6: 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/1943274/2147482635/260-10-55-15Reference 7: 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/1943274/2147480175/815-40-65-1Reference 8: 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/1943274/2147480175/815-40-65-1Reference 9: 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/1943274/2147483443/250-10-50-11Reference 10: 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/1943274/2147483443/250-10-50-11Reference 11: 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/1943274/2147483443/250-10-50-7Reference 12: 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/1943274/2147482689/260-10-45-2Reference 13: 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/1943274/2147482689/260-10-45-60BReference 14: 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/1943274/2147483443/250-10-50-4Reference 15: 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/1943274/2147482662/260-10-50-1Reference 16: 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-S99-2Reference 17: 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-S99-1Reference 18: 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-S99-1Reference 19: 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

+ Details

Name:us-gaap_EarningsPerShareDiluted Namespace Prefix:us-gaap_ Data Type:dtr-types:perShareItemType Balance Type:na Period Type:duration

- Definition

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.

+ References

Reference 1: 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-S99-2Reference 2: 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

+ Details

Name:us-gaap_GeneralAndAdministrativeExpense Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration

- Definition

Amount of interest income (expense) classified as nonoperating.

+ References

Reference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 2: 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/1943274/2147482810/280-10-50-22Reference 3: 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

+ Details

Name:us-gaap_InterestIncomeExpenseNonoperatingNet Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration

- Definition

The portion of profit or loss for the period, net of income taxes, which is attributable to the parent.

+ References

Reference 1: 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/1943274/2147483443/250-10-50-6Reference 2: 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/1943274/2147483443/250-10-50-9Reference 3: 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/1943274/2147476176/805-60-65-1Reference 4: 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/1943274/2147478666/740-323-65-2Reference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name 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+ Details

Name:us-gaap_NetIncomeLoss Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration

- Definition

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).

+ References

Reference 1: 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

+ Details

Name:us-gaap_NonoperatingIncomeExpense Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration

- References

No definition available.

+ Details

Name:us-gaap_NonoperatingIncomeExpenseAbstract Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration

- Definition

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.

+ References

No definition available.

+ Details

Name:us-gaap_OperatingExpenses Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration

- References

No definition available.

+ Details

Name:us-gaap_OperatingExpensesAbstract Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration

- Definition

The net result for the period of deducting operating expenses from operating revenues.

+ References

Reference 1: 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/1943274/2147482810/280-10-50-22Reference 2: 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/1943274/2147482810/280-10-50-32Reference 3: 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/1943274/2147482810/280-10-50-30Reference 4: 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/1943274/2147482964/270-10-50-1Reference 5: 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/1943274/2147482810/280-10-50-32Reference 6: 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/1943274/2147482810/280-10-50-32Reference 7: 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

+ Details

Name:us-gaap_OperatingIncomeLoss Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration

- Definition

Amount, after tax and adjustment, of unrealized gain (loss) on investment in debt security measured at fair value with change in fair value recognized in other comprehensive income (available-for-sale) and unrealized gain (loss) on investment in debt security measured at amortized cost (held-to-maturity) from transfer to available-for-sale.

+ References

Reference 1: 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-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 10A -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-10AReference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 10A -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-10AReference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 11 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-11

+ Details

Name:us-gaap_OtherComprehensiveIncomeLossAvailableForSaleSecuritiesAdjustmentNetOfTax Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration

- References

No definition available.

+ Details

Name:us-gaap_OtherComprehensiveIncomeLossTaxAbstract Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration

- Definition

Amount of income (expense) related to nonoperating activities, classified as other.

+ References

Reference 1: 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(9)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2

+ Details

Name:us-gaap_OtherNonoperatingIncomeExpense Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration

- Definition

Amount of expense for research and development. Excludes cost for computer software product to be sold, leased, or otherwise marketed, writeoff of research and development assets acquired in transaction other than business combination or joint venture formation or both, and write-down of intangible asset acquired in business combination or from joint venture formation or both, used in research and development activity.

+ References

Reference 1: http://www.xbrl.org/2009/role/commonPracticeRef -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

+ Details

Name:us-gaap_ResearchAndDevelopmentExpenseExcludingAcquiredInProcessCost Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration

- Definition

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.

+ References

Reference 1: 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/1943274/2147482662/260-10-50-1Reference 2: 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

+ Details

Name:us-gaap_WeightedAverageNumberOfDilutedSharesOutstanding Namespace Prefix:us-gaap_ Data Type:xbrli:sharesItemType Balance Type:na Period Type:duration

- Definition

Number of [basic] shares or units, after adjustment for contingently issuable shares or units and other shares or units not deemed outstanding, determined by relating the portion of time within a reporting period that common shares or units have been outstanding to the total time in that period.

+ References

Reference 1: 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/1943274/2147482662/260-10-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-10

+ Details

Name:us-gaap_WeightedAverageNumberOfSharesOutstandingBasic Namespace Prefix:us-gaap_ Data Type:xbrli:sharesItemType Balance Type:na Period Type:duration XML 13 R5.htm IDEA: XBRL DOCUMENT

Condensed Consolidated Statements of Stockholders' Equity (Unaudited) - USD ($) $ in Thousands	Total	Private Placement	Underwritten Offering	ATM offering	Common Stock	Common Stock Private Placement	Common Stock Underwritten Offering	Common Stock ATM offering	Additional Paid-in Capital	Additional Paid-in Capital Private Placement	Additional Paid-in Capital Underwritten Offering	Additional Paid-in Capital ATM offering	Accumulated Other Comprehensive Income (Loss)	Accumulated Deficit
Beginning balance, shares at Dec. 31, 2022	150,448,363													
Beginning balance at Dec. 31, 2022	$ 411,853				$ 15			$ 893,850	$ (1,041)				$ (480,971)	
Exercise of stock options, shares	199,344													
Exercise of stock options	183				183									
Vesting of early exercised stock options	243				243									
Stock-based compensation expense	6,845								6,845					
Net loss	(33,199)													(33,199)
Unrealized gain (loss) on marketable securities, net	527				527									
Ending balance, shares at Mar. 31, 2023	150,647,707													
Ending balance at Mar. 31, 2023	386,452				$ 15			$ 901,121	(514)				(514,170)	
Beginning balance, shares at Dec. 31, 2022	150,448,363													
Beginning balance at Dec. 31, 2022	411,853				$ 15			893,850	(1,041)				(480,971)	
Net loss	(95,341)													(95,341)
Ending balance, shares at Sep. 30, 2023	151,053,118													
Ending balance at Sep. 30, 2023	338,975				$ 15			915,847	(575)				(576,312)	
Beginning balance, shares at Mar. 31, 2023	150,647,707													
Beginning balance at Mar. 31, 2023	386,452				$ 15			901,121	(514)				(514,170)	
Exercise of stock options, shares	170,715													
Exercise of stock options	122				122									
Issuance of common stock under the Employee Stock Purchase Plan	527				527									
Issuance of common stock under the Employee Stock Purchase Plan, Shares	223,696													
Vesting of early exercised stock options	652				652									
Stock-based compensation expense	7,012								7,012					
Net loss	(31,781)													(31,781)
Unrealized gain (loss) on marketable securities, net	(279)				(279)									
Ending balance, shares at Jun. 30, 2023	151,042,118													
Ending balance at Jun. 30, 2023	362,705				$ 15			909,434	(793)				(545,951)	
Exercise of stock options, shares	11,000													
Exercise of stock options	7				7									
Vesting of early exercised stock options	168				168									
Stock-based compensation expense	6,238								6,238					
Net loss	(30,361)													(30,361)
Unrealized gain (loss) on marketable securities, net	218				218									
Ending balance, shares at Sep. 30, 2023	151,053,118													
Ending balance at Sep. 30, 2023	$ 338,975				$ 15			915,847	(575)				(576,312)	
Beginning balance, shares at Dec. 31, 2023	151,462,103				151,462,103									
Beginning balance at Dec. 31, 2023	$ 316,686				$ 15			922,607	77				(606,013)	
Exercise of stock options, shares	35,035													
Exercise of stock options	24				24									
Vesting of early exercised stock options	155				155									
Stock-based compensation expense	6,848								6,848					
Net loss	(35,017)													(35,017)
Unrealized gain (loss) on marketable securities, net	(287)				(287)									
Ending balance, shares at Mar. 31, 2024	151,497,138													
Ending balance at Mar. 31, 2024	$ 288,409				$ 15			929,634	(210)				(641,030)	
Beginning balance, shares at Dec. 31, 2023	151,462,103				151,462,103									
Beginning balance at Dec. 31, 2023	$ 316,686				$ 15			922,607	77				(606,013)	
Net loss	$ (129,418)													
Ending balance, shares at Sep. 30, 2024	282,690,975				282,690,975									
Ending balance at Sep. 30, 2024	$ 450,042				$ 28			1,183,620	1,825				(735,431)	
Beginning balance, shares at Mar. 31, 2024	151,497,138													
Beginning balance at Mar. 31, 2024	288,409				$ 15			929,634	(210)				(641,030)	
Issuance of common stock	$ 43,604	$ 174,426	$ 2	$ 10		$ 43,602	$ 174,416							
Issuance of common stock, share	21,844,660	99,459,458												
Exercise of stock options, shares	110,258													
Exercise of stock options	105				105									
Issuance of common stock under the Employee Stock Purchase Plan	395				395									
Issuance of common stock under the Employee Stock Purchase Plan, Shares	252,444													
Vesting of early exercised stock options	155				155									
Stock-based compensation expense	7,180								7,180					
Net loss	(63,201)													(63,201)
Unrealized gain (loss) on marketable securities, net	14				14									
Ending balance, shares at Jun. 30, 2024	273,163,958													
Ending balance at Jun. 30, 2024	451,087	$ 27	1,155,487	(196)	(704,231)									
Issuance of common stock	$ 21,031	$ 1	$ 21,030											
Issuance of common stock, share	9,231,114													
Exercise of stock options, shares	295,903													
Exercise of stock options	311				311									
Vesting of early exercised stock options	155				155									
Stock-based compensation expense	6,637								6,637					
Net loss	(31,200)													(31,200)
Unrealized gain (loss) on marketable securities, net	$ 2,021								2,021					
Ending balance, shares at Sep. 30, 2024	282,690,975													
Ending balance at Sep. 30, 2024	$ 450,042	$ 28	$ 1,183,620	$ 1,825	$ (735,431)									

- Definition

Stock issued during period value, vesting of early exercised stock options.

+ References

No definition available.

+ Details

Name:eras_StockIssuedDuringPeriodValueVestingOfEarlyExercisedStockOptions Namespace Prefix:eras_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration

- Definition

Amount of increase to additional paid-in capital (APIC) for recognition of cost for award under share-based payment arrangement.

+ References

Reference 1: 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/1943274/2147480483/718-10-35-2Reference 2: 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/1943274/2147481089/718-20-55-13Reference 3: 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

+ Details

Name:us-gaap_AdjustmentsToAdditionalPaidInCapitalSharebasedCompensationRequisiteServicePeriodRecognitionValue Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration

- Definition

Total number of common shares of an entity that have been sold or granted to shareholders (includes common shares that were issued, repurchased and remain in the treasury). These shares represent capital invested by the firm's shareholders and owners, and may be all or only a portion of the number of shares authorized. Shares issued include shares outstanding and shares held in the treasury.

+ References

Reference 1: 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

+ Details

Name:us-gaap_CommonStockSharesIssued Namespace Prefix:us-gaap_ Data Type:xbrli:sharesItemType Balance Type:na Period Type:instant

- Definition

The portion of profit or loss for the period, net of income taxes, which is attributable to the parent.

+ References

Reference 1: 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/1943274/2147483443/250-10-50-6Reference 2: 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/1943274/2147483443/250-10-50-9Reference 3: 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/1943274/2147476176/805-60-65-1Reference 4: 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/1943274/2147478666/740-323-65-2Reference 5: 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-S99-2Reference 6: 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-S99-1Reference 7: 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/1943274/2147481687/323-10-50-3Reference 8: 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/1943274/2147482907/825-10-50-28Reference 9: 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/1943274/2147482765/220-10-50-6Reference 10: 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/1943274/2147483443/250-10-50-3Reference 11: 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/1943274/2147483443/250-10-50-1Reference 12: 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/1943274/2147480175/815-40-65-1Reference 13: 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/1943274/2147483443/250-10-50-8Reference 14: 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/1943274/2147483443/250-10-50-11Reference 15: 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/1943274/2147483443/250-10-50-11Reference 16: 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/1943274/2147483443/250-10-50-4Reference 17: 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/1943274/2147479168/946-830-55-10Reference 18: 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/1943274/2147479105/946-220-45-7Reference 19: 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-S99-1Reference 20: 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-S99-1Reference 21: 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-S99-3Reference 22: 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-S99-1AReference 23: 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-S99-1AReference 24: 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-S99-1AReference 25: 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-S99-1AReference 26: 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-S99-1AReference 27: 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-S99-1BReference 28: 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-S99-1BReference 29: 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-S99-1BReference 30: 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-S99-1BReference 31: 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-S99-1BReference 32: 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/1943274/2147482689/260-10-45-60BReference 33: 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/1943274/2147483499/205-20-50-7Reference 34: 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/1943274/2147482740/230-10-45-28Reference 35: 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/1943274/2147482790/220-10-45-1AReference 36: 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/1943274/2147482790/220-10-45-1BReference 37: 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

+ Details

Name:us-gaap_NetIncomeLoss Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration

- Definition

Amount, after tax and before adjustment, of unrealized holding gain (loss) on investment in debt security measured at fair value with change in fair value recognized in other comprehensive income (available-for-sale). Excludes unrealized gain (loss) on investment in debt security measured at amortized cost (held-to-maturity) from transfer to available-for-sale.

+ References

Reference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-9Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 10A -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-10AReference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 11 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-11

+ Details

Name:us-gaap_OtherComprehensiveIncomeUnrealizedHoldingGainLossOnSecuritiesArisingDuringPeriodNetOfTax Namespace Prefix:us-gaap_ Data Type: xbrli:monetaryItemType Balance Type:credit Period Type:duration

- Definition

Number of shares issued during the period as a result of an employee stock purchase plan.

+ References

Reference 1: 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/1943274/2147481112/505-10-50-2Reference 2: 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-S99-1Reference 3: 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-S99-1Reference 4: 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

+ Details

Name:us-gaap_StockIssuedDuringPeriodSharesEmployeeStockPurchasePlans Namespace Prefix:us-gaap_ Data Type:xbrli:sharesItemType Balance Type:na Period Type: duration

- Definition

Number of new stock issued during the period.

+ References

Reference 1: 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/1943274/2147481112/505-10-50-2Reference 2: 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-S99-1Reference 3: 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-S99-1Reference 4: 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/1943274/2147478448/946-505-50-2Reference 5: 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-S99-3Reference 6: 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-S99-3Reference 7: 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

+ Details

Name:us-gaap_StockIssuedDuringPeriodSharesNewIssues Namespace Prefix:us-gaap_ Data Type:xbrli:sharesItemType Balance Type:na Period Type:duration

- Definition

Number of share options (or share units) exercised during the current period.

+ References

Reference 1: 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/1943274/2147481112/505-10-50-2Reference 2: 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-S99-1Reference 3: 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-S99-1Reference 4: 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/1943274/2147480429/718-10-50-2Reference 5: 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

+ Details

Name:us-gaap_StockIssuedDuringPeriodSharesStockOptionsExercised Namespace Prefix:us-gaap_ Data Type:xbrli:sharesItemType Balance Type:na Period Type:duration

- Definition

Aggregate change in value for stock issued during the period as a result of employee stock purchase plan.

+ References

Reference 1: 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/1943274/2147481112/505-10-50-2Reference 2: 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-S99-1Reference 3: 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-S99-1Reference 4: 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

+ Details

Name:us-gaap_StockIssuedDuringPeriodValueEmployeeStockPurchasePlan Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type: duration

- Definition

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.

+ References

Reference 1: 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/1943274/2147481112/505-10-50-2Reference 2: 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-S99-1Reference 3: 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-S99-1Reference 4: 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/1943274/2147479168/946-830-55-11Reference 5: 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/1943274/2147478009/946-205-45-4Reference 6: 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/1943274/2147478448/946-505-50-2Reference 7: 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-S99-3Reference 8: 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

+ Details

Name:us-gaap_StockIssuedDuringPeriodValueNewIssues Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration

- Definition

Value of stock issued as a result of the exercise of stock options.

+ References

Reference 1: 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/1943274/2147481112/505-10-50-2Reference 2: 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-S99-1Reference 3: 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-S99-1Reference 4: 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-S99-1Reference 5: 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

+ Details

Name:us-gaap_StockIssuedDuringPeriodValueStockOptionsExercised Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration

- Definition

Amount of equity (deficit) attributable to parent. Excludes temporary equity and equity attributable to noncontrolling interest.

+ References

Reference 1: 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-S99-1Reference 2: 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-S99-1Reference 3: 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-S99-1Reference 4: 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/1943274/2147481372/852-10-55-10Reference 5: 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/1943274/2147479168/946-830-55-12Reference 6: 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-S99-1Reference 7: 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-S99-2Reference 8: 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-S99-3Reference 9: 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-S99-3Reference 10: 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-S99-3Reference 11: 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-S99-1Reference 12: 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/1943274/2147481687/323-10-50-3Reference 13: 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/1943274/2147482907/825-10-50-28Reference 14: 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

+ Details
Name:us-gaap_StockholdersEquity Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:instant XML 14 R6.htm IDEA: XBRL DOCUMENT
Condensed Consolidated Statements of Stockholders' Equity (Unaudited) (Parenthetical) - USD ($) $ in Thousands3 Months Ended
Sep. 30, 2024
Jun. 30, 2024
Private Placement Issuance of common stock, costs $ 1,396Underwritten Offering Issuance of common stock, costs $ 9,574ATM offering Issuance of common stock, costs $ 847
- Definition

Amount of decrease in additional paid in capital (APIC) resulting from direct costs associated with issuing stock. Includes, but is not limited to, legal and accounting fees and direct costs associated with stock issues under a shelf registration.

+ References

Reference 1: 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/1943274/214748112/505-10-50-2Reference 2: 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

+ Details
Name:us-gaap_AdjustmentsToAdditionalPaidInCapitalStockIssuedIssuanceCosts Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration

- Details
Name:us-gaap_SubsidiarySaleOfStockAxis=us-gaap_PrivatePlacementMember Namespace Prefix: Data Type:na Balance Type: Period Type:
- Details
Name:us-gaap_SubsidiarySaleOfStockAxis=eras_UnderwrittenOfferingMember Namespace Prefix: Data Type:na Balance Type: Period Type:
- Details
Name:us-gaap_SubsidiarySaleOfStockAxis=eras_AtTheMarketOfferingMember Namespace Prefix: Data Type:na Balance Type: Period Type: XML 15 R7.htm IDEA: XBRL DOCUMENT
Condensed Consolidated Statements of Cash Flows (Unaudited) - USD ($)9 Months Ended
Sep. 30, 2024
Sep. 30, 2023
Cash flows from operating activities: Net loss$ (129,418,000)$ (95,341,000)Adjustments to reconcile net loss to net cash used in operating activities: Depreciation and amortization2,973,0002,790,000Stock-based compensation expense20,665,00020,095,000In-process research and development expenses22,500,000 Accretion on marketable securities, net(7,237,000)(4,756,000)Impairment charge on operating lease assets and property and equipment4,653,000 Impairment charge on investment in equity securities402,000 Changes in operating assets and liabilities: Prepaid expenses and other current and long-term assets(2,599,000)(38,000)Accounts payable405,000777,000 Accrued expenses and other current and long-term liabilities3,158,000(3,253,000)Operating lease assets and liabilities, net(355,000)3,297,000Net cash used in operating activities(84,853,000)(76,429,000)Cash flows from investing activities: Purchases of marketable securities(336,091,000)(253,272,000)Maturities of marketable securities 179,575,000179,200,000In-process research and development(22,500,000)(20,000,000)Payment made for investment in equity securities(157,000) Purchases of property and equipment(60,000)(1,693,000)Net cash used in investing activities(179,233,000)(95,765,000)Cash flows from financing activities: Proceeds from issuance of common stock in private placement, net of fees and expenses43,604,000 Proceeds from the exercise of stock options440,000312,000Proceeds from issuance of common stock under the Employee Stock Purchase Plan395,000527,000Net cash provided by financing activities239,896,000839,000Net decrease in cash, cash equivalents and restricted cash (24,190,000)(171,355,000)Cash, cash equivalents and restricted cash at beginning of the period93,483,000284,625,000Cash, cash equivalents and restricted cash at end of the period69,293,000113,270,000Supplemental disclosure of noncash investing and financing activities: Amounts accrued for purchases of property and equipment 54,000 Vesting of early exercised options465,000$ 1,063,000Obligation accrued for investment in equity securities78,000 Underwritten Offering Cash flows from financing activities: Proceeds from issuance of common stock174,426,000 ATM offering Cash flows from financing activities: Proceeds from issuance of common stock$ 21,031,000
- Definition

Amounts accrued for purchase of property and equipment.

+ References

No definition available.

+ Details

Name:eras_AmountsAccruedForPurchaseOfPropertyAndEquipment Namespace Prefix:eras_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration

- Definition

Impairment charge on investment in equity securities.

+ References

No definition available.

+ Details

Name:eras_ImpairmentChargeOnInvestmentInEquitySecurities Namespace Prefix:eras_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration

- Definition

Impairment charge on operating lease assets and property and equipment.

+ References

No definition available.

+ Details

Name:eras_ImpairmentChargeOnOperatingLeaseAssetsAndPropertyAndEquipment Namespace Prefix:eras_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration

- Definition

In process research and development expense.

+ References

No definition available.

+ Details

Name:eras_InProcessResearchAndDevelopmentExpense Namespace Prefix:eras_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration

- Definition

Increase decrease in accrued expenses and other current and long-term liabilities.

+ References

No definition available.

+ Details

Name:eras_IncreaseDecreaseInAccruedExpensesAndOtherCurrentAndLongTermLiabilities Namespace Prefix:eras_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration

- Definition

Increase (decrease) in operating lease assets and liabilities, net.

+ References

No definition available.

+ Details

Name:eras_IncreaseDecreaseInOperatingLeaseAssetsAndLiabilitiesNet Namespace Prefix:eras_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration

- Definition

Increase (decrease) in prepaid expenses and other current and long-term assets.

+ References

No definition available.

+ Details

Name:eras_IncreaseDecreaseInPrepaidExpensesAndOtherCurrentAndLongTermAssets Namespace Prefix:eras_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration

- Definition

Obligation accrued for investment in equity securities.

+ References

No definition available.

+ Details

Name:eras_ObligationAccruedForInvestmentInEquitySecurities Namespace Prefix:eras_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration

- Definition

Proceeds from issuance of common stock under the employee stock purchase plan.

+ References

No definition available.

+ Details

Name:eras_ProceedsFromIssuanceOfCommonStockUnderTheEmployeeStockPurchasePlan Namespace Prefix:eras_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration

- Definition

Vesting of early exercised options.

+ References

No definition available.

+ Details

Name:eras_VestingOfEarlyExercisedOptions Namespace Prefix:eras_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration

- Definition

The sum of the periodic adjustments of the differences between securities' face values and purchase prices that are charged against earnings. This is called accretion if the security was purchased at a discount and amortization if it was purchased at premium. As a noncash item, this element is an adjustment to net income when calculating cash provided by or used in operations using the indirect method.

+ References

Reference 1: 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

+ Details

Name:us-gaap_AccretionAmortizationOfDiscountsAndPremiumsInvestments Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration

- References

No definition available.

+ Details

Name:us-gaap_AdjustmentsToReconcileNetIncomeLossToCashProvidedByUsedInOperatingActivitiesAbstract Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration

- Definition

Amount of cash and cash equivalents, and cash and cash equivalents restricted to withdrawal or usage; including, but not limited to, disposal group and discontinued operations. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. Cash equivalents include, but are not limited to, short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates.

+ References

Reference 1: 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/1943274/2147482913/230-10-50-8Reference 2: 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/1943274/2147482740/230-10-45-24Reference 3: 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

+ Details

Name:us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsIncludingDisposalGroupAndDiscontinuedOperations Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:instant

- Definition

Amount of increase (decrease) in cash, cash equivalents, and cash and cash equivalents restricted to withdrawal or usage; including 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.

+ References

Reference 1: 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/1943274/2147482740/230-10-45-24Reference 2: 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

+ Details

Name:us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPeriodIncreaseDecreaseIncludingExchangeRateEffect Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration

- References

No definition available.

+ Details

Name:us-gaap_CashFlowNoncashInvestingAndFinancingActivitiesDisclosureAbstract Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration

- Definition

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.

+ References

Reference 1: 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/1943274/2147482740/230-10-45-28Reference 2: 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/1943274/2147482785/280-10-55-48Reference 3: 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/1943274/2147482785/280-10-55-49Reference 4: 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/1943274/2147482964/270-10-50-1Reference 5: 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/1943274/2147482810/280-10-50-32Reference 6: 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

+ Details

Name:us-gaap_DepreciationDepletionAndAmortization Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration

- Definition

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.

+ References

Reference 1: 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

+ Details

Name:us-gaap_IncreaseDecreaseInAccountsPayable Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration

- References

No definition available.

+ Details

Name:us-gaap_IncreaseDecreaseInOperatingCapitalAbstract Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration

- Definition

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.

+ References

Reference 1: 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

+ Details

Name:us-gaap_NetCashProvidedByUsedInFinancingActivities Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration

- References

No definition available.

+ Details

Name:us-gaap_NetCashProvidedByUsedInFinancingActivitiesAbstract Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration

- Definition

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.

+ References

Reference 1: 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

+ Details

Name:us-gaap_NetCashProvidedByUsedInInvestingActivities Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration

- References

No definition available.

+ Details

Name:us-gaap_NetCashProvidedByUsedInInvestingActivitiesAbstract Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration

- Definition

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.

+ References

Reference 1: 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/1943274/2147482740/230-10-45-28Reference 2: 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/1943274/2147482740/230-10-45-24Reference 3: 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

+ Details

Name:us-gaap_NetCashProvidedByUsedInOperatingActivities Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:na Period Type:duration

- References

No definition available.

+ Details

Name:us-gaap_NetCashProvidedByUsedInOperatingActivitiesAbstract Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration

- Definition

Amount of cash outflow to acquire investment in equity security measured at fair value with change in fair value recognized in net income (FV-NI), classified as investing activity.

+ References

Reference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 19 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-19Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section 45 -Paragraph 1 -SubTopic 10 -Topic 321 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479567/321-10-45-1

+ Details

Name:us-gaap_PaymentsToAcquireEquitySecuritiesFvNi Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration

- Definition

The cash outflows from the purchase of net carrying value allocated to in-process research and development costs and materials acquired in a business combination.

+ References

Reference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 13 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-13

+ Details

Name:us-gaap_PaymentsToAcquireInProcessResearchAndDevelopment Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration

- Definition

Amount of cash outflow for purchase of marketable security.

+ References

Reference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 11 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481830/320-10-45-11

+ Details

Name:us-gaap_PaymentsToAcquireMarketableSecurities Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration

- Definition

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.

+ References

Reference 1: 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

+ Details

Name:us-gaap_PaymentsToAcquirePropertyPlantAndEquipment Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration

- Definition

The cash inflow from the additional capital contribution to the entity.

+ References

Reference 1: 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

+ Details

Name:us-gaap_ProceedsFromIssuanceOfCommonStock Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration

- Definition

The cash inflow associated with the amount received from entity's raising of capital via private rather than public placement.

+ References

Reference 1: 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

+ Details

Name:us-gaap_ProceedsFromIssuanceOfPrivatePlacement Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration

- Definition

The cash inflow associated with the aggregate amount received by the entity through sale or maturity of marketable securities (held-to-maturity or available-for-sale) during the period.

+ References

No definition available.

+ Details

Name:us-gaap_ProceedsFromSaleAndMaturityOfMarketableSecurities Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type: duration

- Definition

Amount of cash inflow from exercise of option under share-based payment arrangement.

+ References

Reference 1: 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/1943274/2147482740/230-10-45-14Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2A -Subparagraph (a) -SubTopic 10 -Topic 718 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2A

+ Details

Name:us-gaap_ProceedsFromStockOptionsExercised Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration

- Definition

The consolidated profit or loss for the period, net of income taxes, including the portion attributable to the noncontrolling interest.

+ References

Reference 1: 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/1943274/2147483443/250-10-50-6Reference 2: 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/1943274/2147483443/250-10-50-9Reference 3: 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/1943274/2147476176/805-60-65-1Reference 4: 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/1943274/2147478666/740-323-65-2Reference 5: 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-S99-1Reference 6: 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/1943274/2147481687/323-10-50-3Reference 7: 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/1943274/2147482907/825-10-50-28Reference 8: 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/1943274/2147483443/250-10-50-1Reference 9: 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/1943274/2147480175/815-40-65-1Reference 10: 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/1943274/2147483443/250-10-50-8Reference 11: 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/1943274/2147479168/946-830-55-11Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 205 -Name Accounting Standards Codification -Section 45 -Paragraph 3 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478009/946-205-45-3Reference 13: 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/1943274/2147479105/946-220-45-7Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(16)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 15: 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-S99-1Reference 16: 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-S99-3Reference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 19 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-19Reference 18: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482765/220-10-50-6Reference 19: 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-S99-1AReference 20: 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-S99-1AReference 21: 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-S99-1AReference 22: 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-S99-1AReference 23: 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-S99-1AReference 24: 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-S99-1BReference 25: 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-S99-1BReference 26: 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-S99-1BReference 27: 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-S99-1BReference 28: 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-S99-1BReference 29: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 235 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-05(b)(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477314/942-235-S99-1Reference 30: 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/1943274/2147483499/205-20-50-7Reference 31: http://www.xbrl.org/2003/role/exampleRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 4J -Publisher FASB -URI https://asc.fasb.org/1943274/2147481175/810-10-55-4JReference 32: http://www.xbrl.org/2003/role/exampleRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 4K -Publisher FASB -URI https://asc.fasb.org/1943274/2147481175/810-10-55-4KReference 33: 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/1943274/2147482790/220-10-45-1AReference 34: 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/1943274/2147482790/220-10-45-1BReference 35: http://www.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-2Reference 36: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1A -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-1AReference 37: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1A -Subparagraph (c)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-1A

+ Details

Name:us-gaap_ProfitLoss Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration

- Definition

Amount of noncash expense for share-based payment arrangement.

+ References

Reference 1: 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

+ Details

Name:us-gaap_ShareBasedCompensation Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration

- Details

Name:us-gaap_SubsidiarySaleOfStockAxis=eras_UnderwrittenOfferingMember Namespace Prefix: Data Type:na Balance Type: Period Type:

- Details

Name:us-gaap_SubsidiarySaleOfStockAxis=eras_AtTheMarketOfferingMember Namespace Prefix: Data Type:na Balance Type: Period Type: XML 16 R8.htm IDEA: XBRL DOCUMENT

Pay vs Performance Disclosure - USD ($) $ in Thousands3 Months Ended9 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 Net Income (Loss)$ (31,200)$ (63,201)$ (35,017)$ (30,361)$ (31,781)$ (33,199)$ (129,418)$ (95,341)

- References

Reference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-K -Number 229 -Section 402 -Subsection v -Paragraph 1

+ Details

Name:ecd_PvpTable Namespace Prefix:ecd_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration

- Definition

The portion of profit or loss for the period, net of income taxes, which is attributable to the parent.

+ References

Reference 1: 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/1943274/2147483443/250-10-50-6Reference 2: 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/1943274/2147483443/250-10-50-9Reference 3: 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/1943274/2147476176/805-60-65-1Reference 4: 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/1943274/2147478666/740-323-65-2Reference 5: 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-S99-2Reference 6: 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-S99-1Reference 7: 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/1943274/2147481687/323-10-50-3Reference 8: 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/1943274/2147482907/825-10-50-28Reference 9: 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/1943274/2147482765/220-10-50-6Reference 10: 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/1943274/2147483443/250-10-50-3Reference 11: 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/1943274/2147483443/250-10-50-1Reference 12: 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/1943274/2147480175/815-40-65-1Reference 13: 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/1943274/2147483443/250-10-50-8Reference 14: 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/1943274/2147483443/250-10-50-11Reference 15: 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/1943274/2147483443/250-10-50-11Reference 16: 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/1943274/2147483443/250-10-50-4Reference 17: 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/1943274/2147479168/946-830-55-10Reference 18: 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/1943274/2147479105/946-220-45-7Reference 19: 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-S99-1Reference 20: 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-S99-1Reference 21: 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-S99-3Reference 22: 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-S99-1AReference 23: 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-S99-1AReference 24: 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-S99-1AReference 25: 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-S99-1AReference 26: 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-S99-1AReference 27: 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-S99-1BReference 28: 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-S99-1BReference 29: 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-S99-1BReference 30: 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-S99-1BReference 31: 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-S99-1BReference 32: 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/1943274/2147482689/260-10-45-60BReference 33: 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/1943274/2147483499/205-20-50-7Reference 34: 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/1943274/2147482740/230-10-45-28Reference 35: 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/1943274/2147482790/220-10-45-1AReference 36: 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/1943274/2147482790/220-10-45-1BReference 37: 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

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Insider Trading Arrangements3 Months Ended
Sep. 30, 2024
Trading Arrangements, by Individual Rule 10b5-1 Arrangement Adoptedfalse Non-Rule 10b5-1 Arrangement Adoptedfalse Rule 10b5-1 Arrangement Terminatedfalse Non-Rule 10b5-1 Arrangement Terminatedfalse Rule 10b5-1 Arrangement Modifiedfalse Non-Rule 10b5-1 Arrangement Modifiedfalse
- References

Reference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-K -Number 229 -Section 408 -Subsection a -Paragraph 1

+ Details
Name:ecd_NonRule10b51ArrAdoptedFlag Namespace Prefix:ecd_ Data Type:xbrli:booleanItemType Balance Type:na Period Type:duration

- References

Reference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-K -Number 229 -Section 408 -Subsection a -Paragraph 1

+ Details
Name:ecd_NonRule10b51ArrTrmntdFlag Namespace Prefix:ecd_ Data Type:xbrli:booleanItemType Balance Type:na Period Type:duration

- References

Reference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-K -Number 229 -Section 408 -Subsection a -Paragraph 1

+ Details
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- References

Reference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-K -Number 229 -Section 408 -Subsection a -Paragraph 1

+ Details
Name:ecd_Rule10b51ArrTrmntdFlag Namespace Prefix:ecd_ Data Type:xbrli:booleanItemType Balance Type:na Period Type:duration

- References

Reference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-K -Number 229 -Section 408 -Subsection a -Paragraph 2 -Subparagraph A

+ Details
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- Definition

NonRule10b51ArrModifiedFlag

+ References

No definition available.

+ Details
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- Definition

Rule10b51ArrModifiedFlag

+ References

No definition available.

+ Details

Name:eras_Rule10B51Arrmodifiedflag Namespace Prefix:eras_ Data Type:xbrli:booleanItemType Balance Type:na Period Type:duration XML 18 R10.htm IDEA: XBRL DOCUMENT
Organization and Basis of Presentation9 Months Ended
Sep. 30, 2024
Organization, Consolidation and Presentation of Financial Statements [Abstract] Organization and Basis of Presentation

Note 1. Organization and basis of presentation

Organization and nature of operations

Erasca, Inc. (Erasca or the Company) is a clinical-stage precision oncology company singularly focused on discovering, developing, and commercializing therapies for RAS/MAPK pathway-driven cancers. The Company has assembled a wholly-owned or controlled RAS/MAPK pathway-focused pipeline comprising modality-agnostic programs aligned with its three therapeutic strategies of: (1) targeting key upstream and downstream signaling nodes in the RAS/MAPK pathway; (2) targeting RAS directly; and (3) targeting escape routes that emerge in response to treatment. The Company was incorporated under the laws of the State of Delaware on July 2, 2018, as Erasca, Inc., and is headquartered in San Diego, California. In September 2020, the Company established a wholly-owned Australian subsidiary, Erasca Australia Pty Ltd (Erasca Australia), in order to conduct clinical activities in Australia for its development candidates. In November 2020, the Company entered into an agreement and plan of merger with Asana BioSciences, LLC (Asana) and ASN Product Development, Inc. (ASN) (the Asana Merger Agreement), pursuant to which ASN became the Company's wholly-owned subsidiary. In March 2021, the Company established a wholly-owned subsidiary, Erasca Ventures, LLC (Erasca Ventures), to make equity investments in early-stage biotechnology companies that are aligned with the Company's mission and strategy.

Since inception, the Company has devoted substantially all of its efforts and resources to organizing and staffing the Company, business planning, raising capital, identifying, acquiring and in-licensing the Company's product candidates, establishing its intellectual property portfolio, conducting research, preclinical studies, and clinical trials, establishing arrangements with third parties for the manufacture of its product candidates and related raw materials, and providing general and administrative support for these operations. As of September 30, 2024, the Company had $318.9 million in cash, cash equivalents, and short-term marketable securities and $144.4 million in long-term marketable securities. As of September 30, 2024, the Company had an accumulated deficit of $735.4 million. The Company has incurred significant operating losses and negative cash flows from operations. From its inception through September 30, 2024, the Company's financial support has primarily been provided from the sale of its convertible preferred stock and the sale of its common stock in its initial public offering (IPO), underwritten offerings, a private placement of common stock, and an "at the market" offering (ATM Offering).

The Company expects to use its cash, cash equivalents, and marketable securities to fund research and development, working capital, and other general corporate purposes. The Company does not expect to generate any revenues from product sales unless and until the Company successfully completes development and obtains regulatory approval for any of its product candidates, which will not be for at least the next several years, if ever. Accordingly, until such time as the Company can generate significant revenue from sales of its product candidates, if ever, the Company expects to finance its cash needs through equity offerings, debt financings, or other capital sources, including potential collaborations, licenses or other similar arrangements. However, the Company may not be able to secure additional financing or enter into such other arrangements in a timely manner or on favorable terms, if at all. The Company's failure to raise capital or enter into such other arrangements when needed would have a negative impact on the Company's financial condition and could force the Company to delay, limit, reduce or terminate its research and development programs or other operations, or grant rights to develop and market product candidates that the Company would otherwise prefer to develop and market itself. The Company believes its cash, cash equivalents, and marketable securities as of September 30, 2024 will be sufficient for the Company to fund operations for at least one year from the issuance date of these condensed consolidated financial statements.

2024 ATM offering

During the three months ended September 30, 2024, the Company sold 9,231,114 shares of common stock at a weighted-average price of $2.37 per share under the Open Market Sale Agreement effective August 2022 (the Sale Agreement) with Jefferies LLC (the Agent). Pursuant to the Sale Agreement, the Company may offer and sell shares of its common stock having an aggregate offering price of up to $200 million from time to time, in ATM Offerings through the Agent. Sales of the shares of common stock, if any, will be made at prevailing market prices at the time of sale, or as otherwise agreed with the Agent. Pursuant to the Sale Agreement, the Agent receives a commission from the Company of up to 3.0% of the gross proceeds of any shares of common stock sold under the Sale Agreement. Proceeds from the ATM Offering during the three months ended September 30, 2024 were $21.0 million, net of commissions and expenses of $847,000.

2024 underwritten offering

In May 2024, the Company completed the sale and issuance of 99,459,458 shares of its common stock, including the exercise in full by the underwriters of their option to purchase 12,972,972 shares of its common stock, at a price to the public of $1.85 per share (the 2024 Offering). Proceeds from the 2024 Offering were $174.4 million, net of underwriting discounts and commissions and offering costs of $9.6 million.

2024 private placement

In March 2024, the Company entered into a stock purchase agreement with the purchasers named therein for the private placement of 21,844,660 shares of its common stock at a price of $2.06 per share, which closed on April 2, 2024 (the 2024 Private Placement). Proceeds from the 2024 Private Placement were $43.6 million, after deducting placement agent fees and expenses of approximately $1.4 million.

Basis of presentation

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with US generally accepted accounting principles (US GAAP) for interim financial information and pursuant to Form 10-Q and Article 10 of Regulation S-X of the Securities and Exchange Commission (SEC). Accordingly, they do not include all of the information and notes required by US GAAP for complete financial statements. Any reference in these notes to applicable guidance is meant to refer to US GAAP as found in the Accounting Standards Codification (ASC) and Accounting Standards Updates (ASU) promulgated by the Financial Accounting Standards Board (FASB). The Company's condensed consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries, Erasca Australia, ASN, and Erasca Ventures. All intercompany balances and transactions have been eliminated.

- References

No definition available.

+ Details

Name:us-gaap_OrganizationConsolidationAndPresentationOfFinancialStatementsAbstract Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration

- Definition

The entire disclosure for organization, consolidation and basis of presentation of financial statements disclosure.

+ References

Reference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480424/946-10-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480424/946-10-50-2Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 810 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/810/tableOfContentReference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/205/tableOfContent

+ Details

Name:us-gaap_OrganizationConsolidationAndPresentationOfFinancialStatementsDisclosureTextBlock Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na Period Type:duration XML 19 R11.htm IDEA: XBRL DOCUMENT
Summary of Significant Accounting Policies9 Months Ended

~~Sep. 30, 2024~~
~~Accounting Policies [Abstract]~~ ~~Summary of Significant Accounting Policies~~

~~Note 2. Summary of significant accounting policies~~

~~Use of estimates~~

~~The preparation of the Company's condensed consolidated financial statements in conformity with US GAAP requires the Company to make estimates and assumptions that impact the reported amounts of assets, liabilities, expenses, and the disclosure of contingent assets and liabilities in the condensed consolidated financial statements and accompanying notes. Accounting estimates and management judgments reflected in the condensed consolidated financial statements include, but are not limited to, the accrual of research and development expenses, stock-based compensation expense, the fair value of long-lived assets, the fair value of equity investments and the incremental borrowing rate for determining the operating lease asset and liability. Management evaluates its estimates on an ongoing basis. Although estimates are based on the Company's historical experience, knowledge of current events, and actions it may undertake in the future, actual results may ultimately materially differ from these estimates and assumptions.~~

~~Unaudited interim financial information~~

~~The accompanying condensed consolidated balance sheet as of September 30, 2024, the condensed consolidated statements of operations and comprehensive loss for the three and nine months ended September 30, 2024 and 2023, the condensed consolidated statements of stockholders' equity for the three and nine months ended September 30, 2024 and 2023 and the condensed consolidated statements of cash flows for the nine months ended September 30, 2024 and 2023 are unaudited. The unaudited condensed consolidated interim financial statements have been prepared on the same basis as the audited annual consolidated financial statements and, in the opinion of management, reflect all adjustments, which include only normal recurring adjustments, necessary for the fair statement of the Company's condensed consolidated financial position as of September 30, 2024 and the condensed consolidated results of its operations and cash flows for the three and nine months ended September 30, 2024 and 2023. The condensed consolidated financial data and other information disclosed in these notes related to the three and nine months ended September 30, 2024 and 2023 are unaudited. The condensed consolidated results for the three and nine months ended September 30, 2024 are not necessarily indicative of results to be expected for the year ending December 31, 2024, any other interim periods, or any future year or period. These unaudited condensed consolidated financial statements should be read in conjunction with the Company's audited consolidated financial statements included in its Annual Report on Form 10-K for the year ended December 31, 2023 filed with the SEC on March 27, 2024.~~

~~Concentration of credit risk and off-balance sheet risk~~

~~Financial instruments which potentially subject the Company to significant concentration of credit risk consist of cash and cash equivalents and marketable securities. The Company maintains deposits in federally insured financial institutions in excess of federally insured limits. The Company has not experienced any losses in such accounts, and management believes that the Company is not exposed to significant credit risk due to the financial position of the depository institutions in which those deposits are held. The Company's investment policy includes guidelines for the quality of the related institutions and financial instruments and defines allowable investments that the Company may invest in, which the Company believes minimizes the exposure to concentration of credit risk.~~

~~Cash, cash equivalents and restricted cash~~

~~Cash and cash equivalents include cash in readily available checking and savings accounts and money market funds. The Company considers all highly liquid investments with an original maturity of three months or less from the date of purchase to be cash equivalents.~~

~~The Company had deposited cash of $408,000 as of September 30, 2024 and December 31, 2023 to secure a letter of credit in connection with the lease of the Company's facilities (see Note 10). The Company has classified the restricted cash as a noncurrent asset on its condensed consolidated balance sheets.~~

~~The following table provides a reconciliation of cash, cash equivalents and restricted cash reported within the condensed consolidated balance sheets that sum to the total of the same amounts shown in the condensed consolidated statements of cash flows (in thousands):~~

~~September 30,~~	~~2024~~	~~2023~~
~~Cash and cash equivalents~~	~~$ 68,885~~	~~$ 112,862~~
~~Restricted cash~~	~~408~~	~~408~~
~~Total cash, cash equivalents and restricted cash~~	~~$ 69,293~~	~~$ 113,270~~

~~Marketable securities and investments~~

~~The Company classifies all marketable securities as available-for-sale, as the sale of such securities may be required prior to maturity. Management determines the appropriate classification of its marketable securities at the time of purchase. Marketable securities with original maturities beyond three months at the date of purchase and which mature at, or less than 12 months from, the balance sheet date are classified as short-term marketable securities. Available-for-sale securities are carried at fair value, with the unrealized gains and losses reported as accumulated other comprehensive income (loss) until realized. The amortized cost of available-for-sale debt securities is adjusted for amortization of premiums and accretion of discounts to maturity. Such amortization and accretion are included in interest income. The Company regularly reviews all of its marketable securities for declines in fair value. The review includes the consideration of the cause of the impairment, including the creditworthiness of the security issuers, the number of securities in an unrealized loss position, the severity of the unrealized loss(es), whether the Company has the intent to sell the securities and whether it is more likely than not that the Company will be required to sell the securities before the recovery of their amortized cost basis. If the decline in fair value is due to credit-related factors, a loss is recognized in net income, whereas, if the decline in fair value is not due to credit-related factors, the loss is recorded in other comprehensive income (loss). Realized gains and losses on available-for-sale securities are included in other income or expense. The cost of securities sold is based on the specific identification method. Interest and dividends on securities classified as available-for-sale are included in interest income.~~

~~Through its wholly-owned subsidiary, Erasca Ventures, the Company has also invested in equity securities of a company whose securities are not publicly traded and whose fair value is not readily available (see Notes 3 and 14). This investment is recorded using cost minus impairment, plus or minus changes in its estimated fair value resulting from observable price changes in orderly transactions for the identical or a similar investment of the same issuer. Investments in equity securities without readily determinable fair values are assessed for potential impairment on a quarterly basis based on qualitative factors. This investment is included in other assets in the Company's condensed consolidated balance sheets.~~

~~Fair value measurements~~

~~Certain assets and liabilities are carried at fair value under US GAAP. Fair value is defined as an exit price, representing the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. As such, fair value is a market-based measurement that should be determined based on assumptions that market participants would use in pricing an asset or liability. Financial assets and liabilities carried at fair value are classified and disclosed in one of the following three levels of the fair value hierarchy, of which the first two are considered observable and the last is considered unobservable:~~

~~Level 1—Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.~~

~~Level 2—Quoted prices for similar assets and liabilities in active markets, quoted prices in markets that are not active, or inputs which are observable, either directly or indirectly, for substantially the full term of the asset or liability.~~

~~Level 3—Prices or valuation techniques that require inputs that are both significant to the fair value measurement and unobservable (i.e., supported by little or no market activity).~~

~~Recently issued accounting pronouncements not yet adopted~~

~~From time to time, new accounting pronouncements are issued by the FASB or other standard setting bodies that the Company adopts as of the specified effective date. The Company qualifies as an "emerging growth company" as defined in the Jumpstart Our Business Startups Act of 2012 (JOBS Act) and has elected not to "opt out" of the extended transition related to complying with new or revised accounting standards, which means that when a standard is issued or revised and it has different application dates for public and nonpublic companies, the Company can adopt the new or revised standard at the time nonpublic companies adopt the new or revised standard and can do so until such time that the Company either (i) irrevocably elects to "opt out" of such extended transition period or (ii) no longer qualifies as an emerging growth company.~~

~~In November 2023, the FASB issued ASU 2023-07, Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures, which is intended to provide enhancements to segment disclosures, even for entities with only one reportable segment. In particular, the standard will require disclosures of significant segment expenses regularly provided to the chief operating decision maker and included within each reported measure of segment profit and loss. The standard will also require disclosure of all other segment items by reportable segment and a description of its composition. Finally, the standard will require disclosure of the title and position of the chief operating decision maker and an explanation of how the chief operating decision maker uses the reported measure(s) of segment profit or loss in assessing segment performance and deciding how to allocate resources. The standard is effective for annual periods beginning after December 15, 2023, and interim periods within annual periods beginning after December 15, 2024. Early adoption is permitted. Retrospective application to all prior periods presented in the financial statements is required. The Company is currently evaluating the impact of the standard on the presentation of its consolidated financial statements and related disclosures.~~

In December 2023, the FASB issued ASU 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures, which is intended to provide enhancements to annual income tax disclosures. In particular, the standard will require more detailed information in the income tax rate reconciliation, as well as the disclosure of income taxes paid disaggregated by jurisdiction, among other enhancements. The standard is effective for the Company in its annual period beginning after December 15, 2025 and early adoption is permitted. The standard allows for adoption on a prospective basis, with a retrospective option. The Company is currently evaluating the impact of the standard on the presentation of its consolidated financial statements and related disclosures.

In November 2024, the FASB issued ASU No. 2024-03, Income Statement - Reporting Comprehensive Income - Expense Disaggregation Disclosures (Subtopic 220-40): Disaggregation of Income Statement Expenses, which is intended to improve the disclosures of expenses by providing more detailed information about the types of expenses in commonly presented expense captions. The standard is effective for annual reporting periods beginning after December 15, 2026, and interim reporting periods beginning after December 15, 2027. Early adoption is permitted. The standard can be applied either prospectively or retrospectively. The Company is currently evaluating the impact of the standard on the presentation of its consolidated financial statements and related disclosures.

- References

No definition available.

+ Details

Name:us-gaap_AccountingPoliciesAbstract Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration

- Definition

The entire disclosure for all significant accounting policies of the reporting entity.

+ References

Reference 1: 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/1943274/2147483426/235-10-50-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 235 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/235/tableOfContent

+ Details

Name:us-gaap_SignificantAccountingPoliciesTextBlock Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na Period Type:duration XML 20 R12.htm IDEA: XBRL DOCUMENT
Fair Value Measurements9 Months Ended
Sep. 30, 2024
Fair Value Disclosures [Abstract] Fair Value Measurements

Note 3. Fair value measurements

The following tables summarize the Company's financial assets measured at fair value on a recurring basis and their respective input levels based on the fair value hierarchy (in thousands):

Fair value measurements as of September 30, 2024 using

Quoted prices in

Significant

Significant

active markets

other

unobservable

September 30,

for identical

observable

inputs

2024

assets (level 1)

inputs (level 2)

(level 3)

Assets:

Money market funds[1]	$ 60,123	$ 60,123	$ —
Commercial paper[1]	4,987	4,987	—
US treasury securities[2]	50,717	50,717	—
US government agency securities[2]	26,847	26,847	—
Corporate debt securities[2]	40,803	40,803	—
Commercial paper[2]	131,660	131,660	—
US treasury securities[3]	80,037		

80,037

—

—

—

US government agency securities[3]

64,354

—

64,354

—

Total fair value of assets

$ 459,528

$ 190,877

$ 268,651

$ —

(1) Included as cash and cash equivalents on the condensed consolidated balance sheets.
(2) Included as short-term marketable securities on the condensed consolidated balance sheets.
(3) Included as long-term marketable securities on the condensed consolidated balance sheets.

Fair value measurements as of December 31, 2023 using

Quoted prices in active markets for identical assets (level 1)

Significant other observable inputs (level 2)

Significant unobservable inputs (level 3)

December 31, 2023

Assets:

| | | |

$	$	$
312,018	186,046	125,972
–	–	–
$	$	$
—	—	—

(1) Included as cash and cash equivalents on the condensed consolidated balance sheets.
(2) Included as short-term marketable securities on the condensed consolidated balance sheets.
(3) Included as long-term marketable securities on the condensed consolidated balance sheets.

The carrying amounts of the Company's financial instruments, including cash, prepaid expenses and other current assets, accounts payable and accrued expenses and other current liabilities, approximate fair value due to their short maturities. As of September 30, 2024 and December 31, 2023, the Company held $1.8 million and $2.0 million in equity investments in Affini-T Therapeutics, Inc. (Affini-T) at cost, less impairment, respectively. An impairment adjustment of $402,000 was made to the value of the Company's equity investment in Affini-T during the nine months ended September 30, 2024. The Company was notified by Affini-T of an extension financing in June 2024 and the terms of such financing. Accordingly, the Company reassessed the value of its equity investment in Affini-T using a market approach. This represented a Level 3 nonrecurring fair value measurement. Calculating the fair value of the equity investment involves unobservable inputs, including the terms and preferences of the extension financing, and significant estimates and assumptions. Changes in the estimates and assumptions used could materially affect the amount of impairment loss recognized in the period the equity investment is considered impaired. This impairment was offset by a new investment obligation of approximately $235,000 recorded during the nine months ended September 30, 2024. In July 2024, the Company paid approximately $157,000 of the obligation related to the extension financing. No adjustment was made to the value of the Company's equity investment in Affini-T during the three months ended September 30, 2024. No transfers between levels have occurred during the periods presented.

Cash equivalents consist of money market funds and commercial paper, short-term marketable securities consist of US treasury securities, US government agency securities, corporate debt securities and commercial paper, and long-term marketable securities consist of US treasury securities and US government agency securities. The Company obtains pricing information from its investment manager and generally determines the fair value of marketable securities using standard observable inputs, including benchmark yields, reported trades, broker/dealer quotes, issuer spreads, two-sided markets, and bid and/or offers.

- References

No definition available.

+ Details

Name:us-gaap_FairValueDisclosuresAbstract Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration

- Definition

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.

+ References

Reference 1: 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/1943274/2147482078/820-10-55-107Reference 2: 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/1943274/2147482078/820-10-55-100Reference 3: 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/1943274/2147482106/820-10-50-2Reference 4: 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/1943274/2147482106/820-10-50-6AReference 5: 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/1943274/2147482106/820-10-50-2EReference 6: 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/1943274/2147482106/820-10-50-6AReference 7: 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/1943274/2147482106/820-10-50-6AReference 8: 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/1943274/2147482106/820-10-50-6AReference 9: 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/1943274/2147482106/820-10-50-6AReference 10: 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/1943274/2147482106/820-10-50-2Reference 11: 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/1943274/2147482106/820-10-50-2Reference 12: 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

+ Details
Name:us-gaap_FairValueDisclosuresTextBlock Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na Period Type:duration XML 21 R13.htm
IDEA: XBRL DOCUMENT
Marketable Securities 9 Months Ended
Sep. 30, 2024
Investments, Debt and Equity Securities [Abstract] Marketable Securities

Note 4. Marketable securities

The following tables summarize the Company's marketable securities accounted for as available-for-sale securities (in thousands, except years):

September 30, 2024

Maturity

Amortized

Unrealized

Unrealized

Estimated

(in years)

cost

gains

losses
fair value
US treasury securities
1 or less
$
50,620
$
101
$
(4
)
$
50,717
US government agency securities
1 or less
26,776
71
—
26,847
Corporate debt securities
1 or less
40,697
109
(3
)
40,803
Commercial paper
1 or less
131,441
245
(26
)
131,660
US treasury securities
1-2
79,351
686
—
80,037
US government agency securities
1-2
63,708
655

(9
)
64,354
Total
$
392,593
$
1,867
$
(42
)
$
394,418
December 31, 2023
Maturity
Amortized
Unrealized
Unrealized
Estimated
(in years)
cost
gains
losses
fair value
US treasury securities
1 or less
$
93,377
$
74
$
(148
)
$
93,303
US government agency securities
1 or less
26,783
45
(4
)
26,824
Corporate debt securities
1 or less
10,719
15

—
-
-
-
10,734
-
Commercial paper
-
1 or less
-
-
88,356
-
-
-
68
-
-
-
(10
)
-
-
88,414
-
US treasury securities
-
1-2
-
-
9,605
-
-
37
-
-
-
—
-
-
-
9,642
-
Total
-
-
-
$
228,840
-
-
$
239
-
-
$
(162
)
-
$
228,917
-
-

The following tables present fair values and gross unrealized losses for those available-for-sale securities that were in an unrealized loss position as of September 30, 2024 and December 31, 2023, aggregated by category and the length of time that the securities have been in a continuous loss position (in thousands):

-
-
-
September 30, 2024
-
-
-
Unrealized losses less than 12 months
-
-
Unrealized losses 12 months or greater
-
-
Total
-
-
-
Fair value
-
-
Unrealized losses
-
-
Fair value
-
-
Unrealized losses
-
-
Fair value
-
-
Unrealized losses
-
US treasury securities
-
$
—
-
-
$
—
-
-
$
14,976

$
(4
)
$
14,976
$
(4
)
US government agency securities
9,121
(9
)
—
9,121
(9
)
Corporate debt securities
8,931
(3
)
—
8,931
(3
)
Commercial paper
11,785
(26
)
—
11,785
(26
)
Total
$
29,837
$
(38
)
$
14,976
$
(4
)
$
44,813
$
(42
)

December 31, 2023

Unrealized losses less than 12 months

Unrealized losses 12 months or greater

Total

Fair value

Unrealized losses

Fair value

Unrealized losses

Fair value

Unrealized losses

US treasury securities

$
74,912

$
(148
)

$
—

$
—

$
74,912

$
(148
)

US government agency securities

6,950

(4
)

—

—

6,950

(4
)

Corporate debt securities

748

—

—

—

748

—

Commercial paper

22,944

–
–
–
(10
)
–
–
—
–
–
–
—
–
–
–
22,944
–
–
–
(10
)
Total
$
105,554
–
$
(162
)
$
—
–
$
—
–
$
105,554
–
$
(162
)

As of September 30, 2024, there were seven available-for-sale securities with an estimated fair value of $44.8 million in gross unrealized loss positions, of which three available-for-sale securities with an estimated fair value of $15.0 million were in an unrealized loss position for more than 12 months. As of December 31, 2023, there were 22 available-for-sale securities with an estimated fair value of $105.6 million in gross unrealized loss positions, none of which were in an unrealized loss position for more than 12 months.

As of September 30, 2024 and December 31, 2023, unrealized losses on available-for-sale securities are not attributed to credit risk. The Company believes that an allowance for credit losses is unnecessary because the unrealized losses on certain of the Company's available-for-sale securities are due to market factors and changes in interest rates. Additionally, the Company does not intend to sell the securities nor is it more likely than not that the Company will be required to sell the securities before recovery of their amortized cost basis.

Accrued interest on the Company's available-for-sale securities was $2.4 million and $1.1 million as of September 30, 2024 and December 31, 2023, respectively, and was included in prepaid expenses and other current assets on the condensed consolidated balance sheets.

- References

No definition available.

+ Details

Name:us-gaap_InvestmentsDebtAndEquitySecuritiesAbstract Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration

- Definition

The entire disclosure for investments in certain debt and equity securities.

+ References

Reference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 940 -SubTopic 320 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/940-320/tableOfContentReference 2: http://www.xbrl.org/2003/role/disclosureRef -Name Regulation S-K (SK) -Number 229 -Section 1403 -Paragraph b -Publisher SECReference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 320 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/320/tableOfContentReference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 10 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-10Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6B -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-6BReference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6B -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-6BReference 7: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 320 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/942-320/tableOfContent

+ Details
Name:us-gaap_InvestmentsInDebtAndMarketableEquitySecuritiesAndCertainTradingAssetsDisclosureTextBlock Namespace Prefix:us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type:na Period Type:duration XML 22 R14.htm IDEA: XBRL DOCUMENT
Property and Equipment, Net9 Months Ended
Sep. 30, 2024
Property, Plant and Equipment [Abstract] Property and Equipment, Net

Note 5. Property and equipment, net

Property and equipment, net consisted of the following (in thousands):

	September 30, 2024	December 31, 2023
Laboratory equipment	$ 4,751	$ 5,620
Furniture and fixtures	3,712	4,099
Leasehold improvements	16,313	18,173
Computer equipment and software	1,567	1,667
Property and equipment	26,343	29,559
Less accumulated depreciation and amortization	(9,190)	(7,232)
Property and equipment, net	$ 17,153	$ 22,327

Depreciation and amortization expense related to property and equipment was $842,000 and $3.0 million for the three and nine months ended September 30, 2024, respectively, and $941,000 and $2.8 million for the three and nine months ended September 30, 2023, respectively.
- References

No definition available.

+ Details

Name:us-gaap_PropertyPlantAndEquipmentAbstract Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration

- Definition

The entire disclosure for long-lived, physical asset used in normal conduct of business and not intended for resale. Includes, but is not limited to, work of art, historical treasure, and similar asset classified as collections.

+ References

Reference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 360 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/360/tableOfContentReference 2: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section 50 -Paragraph 6 -SubTopic 360 -Topic 958 -Publisher FASB -URI https://asc.fasb.org/1943274/2147477798/958-360-50-6Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (d) -SubTopic 360 -Topic 958 -Publisher FASB -URI https://asc.fasb.org/1943274/2147477798/958-360-50-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section 50 -Paragraph 7 -SubTopic 360 -Topic 958 -Publisher FASB -URI https://asc.fasb.org/1943274/2147477798/958-360-50-7

+ Details

Name:us-gaap_PropertyPlantAndEquipmentDisclosureTextBlock Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na Period Type:duration
XML 23 R15.htm IDEA: XBRL DOCUMENT
Accrued Expenses and Other Current Liabilities9 Months Ended
Sep. 30, 2024
Payables and Accruals [Abstract] Accrued Expenses and Other Current Liabilities

Note 6. Accrued expenses and other current liabilities

Accrued expenses and other current liabilities consisted of the following (in thousands):

	September 30, 2024	December 31, 2023
Accrued research and development expenses	$ 14,226	$ 8,803
Accrued compensation	8,003	10,311
Unvested early exercised stock option liability	—	464
Accrued professional services	427	435
Accrued property and equipment		

13

Other accruals and current liabilities

514

160

Total

$ 23,170

$ 20,186

- Definition

The entire disclosure for accounts payable, accrued expenses, and other liabilities that are classified as current at the end of the reporting period.

+ References

Reference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 720 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483384/720-30-45-1

+ Details

Name:us-gaap_AccountsPayableAccruedLiabilitiesAndOtherLiabilitiesDisclosureCurrentTextBlock Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na Period Type:duration

- References

No definition available.

+ Details

Name:us-gaap_PayablesAndAccrualsAbstract Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration XML 24 R16.htm IDEA: XBRL DOCUMENT

Asset Acquisitions 9 Months Ended

Sep. 30, 2024

Asset Acquisition [Abstract] Asset Acquisitions

Note 7. Asset acquisitions

The following purchased assets were accounted for as asset acquisitions as substantially all of the fair value of the assets acquired were concentrated in a group of similar assets, and the acquired assets did not have outputs or employees. Because the assets had not yet received regulatory approval, the fair value attributable to these assets was recorded as in-process research and development expenses in the Company's condensed consolidated statements of operations and comprehensive loss.

Asana BioSciences, LLC

In November 2020, the Company entered into the Asana Merger Agreement, pursuant to which ASN became its wholly-owned subsidiary. Asana and ASN had previously entered into a license agreement, which was amended and restated prior to the closing of the merger transaction (the Asana License Agreement, and collectively with the Asana Merger Agreement, the Asana Agreements), pursuant to which ASN acquired an exclusive, worldwide license to certain intellectual property rights relating to inhibitors of ERK1 and ERK2 owned or controlled by Asana to develop and commercialize ERAS-007 and certain other related compounds for all applications.

Under the Asana Merger Agreement, in 2020, the Company made an upfront payment of $20.0 million and issued 4,000,000 shares of its Series B-2 convertible preferred stock to Asana at a value of $7.50 per share or a total fair value of equity of $30.0 million. In connection with the Company's IPO, these shares of Series B-2 convertible preferred stock were converted into 3,333,333 shares of the Company's common stock. The Company is obligated to make future development and regulatory milestone cash payments for a licensed product in an amount of up to $90.0 million. Additionally, upon achieving a development milestone related to demonstration of successful proof-of-concept in a specified clinical trial, the Company will also be required to issue 3,888,889 shares of its common stock to Asana. The Company is not obligated to pay royalties on the net sales of licensed products. No IPR&D expense was recorded during the three and nine months ended September 30, 2024 and 2023. As of September 30, 2024 and December 31, 2023, no milestones had been accrued as the underlying contingencies were not probable or estimable.

- References

No definition available.

+ Details

Name:us-gaap_AssetAcquisitionAbstract Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration

- Definition

The entire disclosure for asset acquisition.

+ References

Reference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 805 -SubTopic 50 -Name Accounting Standards Codification -Section 15 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480123/805-50-15-3

+ Details

Name:us-gaap_AssetAcquisitionTextBlock Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na Period Type:duration XML 25 R17.htm IDEA: XBRL DOCUMENT

License Agreements 9 Months Ended

Sep. 30, 2024

License Agreements [Abstract] License Agreements

Note 8. License agreements

Novartis Pharma AG

In December 2022, the Company entered into an exclusive license agreement (as amended, the Novartis Agreement) with Novartis Pharma AG (Novartis) under which the Company was granted an exclusive, worldwide, royalty-bearing license to certain patent and other intellectual property rights owned or controlled by Novartis to develop, manufacture, use, and commercialize naporafenib in all fields of use. The Company has the right to sublicense (through multiple tiers) its rights under the Novartis Agreement, subject to certain limitations and conditions, and is required to use commercially reasonable efforts to commercialize licensed products in certain geographical markets.

The license granted under the Novartis Agreement is subject to Novartis' reserved right to: (i) develop, manufacture, use, and commercialize compounds unrelated to naporafenib under the licensed patent rights and know-how, (ii) use the licensed patent rights and know-how for non-clinical research purposes, and (iii) use the licensed patent rights and know-how to the extent necessary to perform ongoing clinical trials and perform its obligations under existing contracts and under the Novartis Agreement.

Under the Novartis Agreement, the Company made an upfront cash payment to Novartis of $20.0 million and issued to Novartis 12,307,692 shares of common stock of the Company having an aggregate value of approximately $80.0 million. The Company is obligated to make future regulatory milestone payments of up to $80.0 million and sales milestone payments of up to $200.0 million. The Company is also obligated to pay royalties on net sales of all licensed products, in the low-single digit percentages, subject to certain reductions. No IPR&D expense was recorded during the three and nine months ended September 30, 2024 and 2023.

Guangzhou Joyo Pharmatech Co., Ltd

In May 2024, the Company entered into an exclusive license agreement (the Joyo License Agreement) with Guangzhou Joyo Pharmatech Co., Ltd. (Joyo) under which the Company was granted an exclusive, worldwide (except mainland China, Hong Kong, and Macau), royalty-bearing license to certain patent and other intellectual property rights owned or controlled by Joyo to develop, manufacture, and commercialize certain pan-RAS inhibitors in all fields of use. The Company has an option to expand the territory of the license to include mainland China, Hong Kong and Macau by making a $50.0 million payment to Joyo on or prior to the first dosing of the first patient in a Phase 2 clinical trial by either the Company or Joyo, or a payment of $150.0 million after the first dosing of the first patient in a Phase 2 clinical trial by either the Company or Joyo and before filing a new drug application (or the foreign equivalent) by either the Company or Joyo. The Company has the right to sublicense (through multiple tiers) its rights under the Joyo License Agreement, subject to certain limitations and conditions, and is required to use commercially reasonable efforts to commercialize licensed products in the United States.

The license granted under the Joyo License Agreement is subject to Joyo' reserved right to develop, manufacture, use, and commercialize licensed products in mainland China, Hong Kong and Macau, unless the Company exercises its option to expand the license to include mainland China, Hong Kong and Macau.

Under the Joyo License Agreement, the Company made an upfront cash payment to Joyo of $12.5 million. The Company is obligated to make development and regulatory milestone payments of up to $51.5 million (or up to $57.5 million if the Company's territory is expanded to include mainland China, Hong Kong, and Macau) and commercial milestone payments of up to $125.0 million upon the achievement of the corresponding milestones. The Company is also obligated to pay tiered royalties on net sales of all licensed products, in the low- to mid-single digit percentages, subject to certain reductions. The Company recorded IPR&D expense of $0 and $12.5 million in connection with the upfront cash payment made during the three and nine months ended September 30, 2024, respectively.

The Joyo License Agreement will expire upon the last to expire royalty term, which is determined on a licensed product-by-licensed product and country-by-country basis, and is the later of: (i) ten years from the date of first commercial sale for the licensed product in such country, (ii) the last to expire valid claim within the licensed patent rights covering such licensed product, or (iii) the expiration of all regulatory exclusivity for the licensed product in such country. Upon expiration of the Joyo License Agreement, on a licensed product-by-licensed product and country-by-country basis, the license granted to the Company with respect to such product in such countries shall be deemed to be fully paid-up, royalty-free, non-terminable, irrevocable and perpetual.

The Joyo License Agreement may be terminated in its entirety by either party in the event of an uncured material breach by the other party or in the event the other party becomes subject to specified bankruptcy, insolvency, or similar circumstances. Joyo may terminate the Joyo License Agreement in the event that the Company or its affiliates or any of its or their sublicensees institutes, prosecutes or otherwise participates in any challenge to the licensed patents. The Company may terminate the Joyo License Agreement in its entirety at any time upon the provision of prior written notice to Joyo.

Upon termination of the Joyo License Agreement for any reason, all rights and licenses granted to the Company will terminate. In addition, the licenses granted to Joyo under certain patent and other intellectual property rights owned or controlled by the Company to develop, manufacture, use, and commercialize the licensed products in mainland China, Hong Kong and Macau will survive the termination of the Joyo License Agreement for any reason, unless the Company exercises its option to expand the license to include mainland China, Hong Kong and Macau, in which case such licenses to Joyo will terminate automatically, and Joyo has an option to negotiate a license under any patent rights, know-how, or other intellectual property rights relating to the licensed products that are owned or controlled by the Company for the purpose of developing, manufacturing and commercializing the licensed products in the Company's territory on terms to be negotiated between the parties.

Medshine Discovery Inc.

In May 2024, the Company entered into an exclusive license agreement (the Medshine License Agreement) with Medshine Discovery Inc. (Medshine) under which the Company was granted an exclusive, worldwide, royalty-bearing license to certain patent and other intellectual property rights owned or controlled by Medshine to develop, manufacture, and commercialize certain pan-KRAS inhibitors in all fields of use. The Company has the right to sublicense (through multiple tiers) its rights under the Medshine License Agreement, subject to certain limitations and conditions, and is required to use commercially reasonable efforts to commercialize licensed products in certain geographical markets.

Under the Medshine License Agreement, the Company made an upfront cash payment to Medshine of $10.0 million. The Company is obligated to make development and regulatory milestone payments of up to $30.0 million and commercial milestone payments of up to $130.0 million upon the achievement of the corresponding milestones. The Company is also obligated to pay a low-single digit percentage royalty on net sales of all licensed products, subject to certain reductions. The Company recorded IPR&D expense of $0 and $10.0 million in connection with the upfront cash payment made during the three and nine months ended September 30, 2024, respectively.

The Medshine License Agreement will expire upon the last to expire royalty term, which is determined on a licensed product-by-licensed product and country-by-country basis, and is the later of: (i) ten years from the date of first commercial sale for the licensed product in such country, (ii) the last to expire valid claim within the licensed patent rights covering such licensed product, or (iii) the expiration of all regulatory exclusivity for the licensed product in such country. Upon expiration of the Medshine License Agreement, on a licensed product-by-licensed product and country-by-country basis, the license granted to the Company with respect to such product in such countries shall be deemed to be fully paid-up, royalty-free, non-terminable, irrevocable and perpetual.

The Medshine License Agreement may be terminated in its entirety by either party in the event of an uncured material breach by the other party or in the event the other party becomes subject to specified bankruptcy, insolvency, or similar circumstances.
Medshine may terminate the Medshine License Agreement in the event that the Company or its affiliates or any of its or their sublicensees commences or actively and voluntarily participates in any challenge to the licensed patents. The Company may terminate the Medshine License Agreement in its entirety at any time upon the provision of prior written notice to Medshine.
Upon termination of the Medshine License Agreement for any reason, all rights and licenses granted to the Company will terminate. In addition, upon termination of the Medshine License Agreement by Medshine for cause, Medshine has an option to negotiate a license under any patent rights, know-how, or other intellectual property rights relating to the licensed products that are owned or controlled by the Company for the purpose of developing, manufacturing and commercializing the licensed products on terms to be negotiated between the parties.

Katmai Pharmaceuticals, Inc.

In March 2020, the Company entered into a license agreement (the Katmai Agreement) with Katmai Pharmaceuticals, Inc. (Katmai) under which the Company was granted an exclusive, worldwide, royalty-bearing license to certain patent rights and know-how controlled by Katmai related to the development of small molecule therapeutic and diagnostic products that modulate EGFR and enable the identification, diagnosis, selection, treatment, and/or monitoring of patients for neuro-oncological applications to develop, manufacture, use, and commercialize ERAS-801 and certain other related compounds in all fields of use.

Under the Katmai Agreement, the Company made an upfront payment of $5.7 million and Katmai agreed to purchase shares of the Company's Series B-1 convertible preferred stock and Series B-2 convertible preferred stock having an aggregate value of $2.7 million. In April 2020, Katmai purchased 356,000 shares of the Company's Series B-1 convertible preferred stock for $1.8 million, and in January 2021, Katmai purchased 118,666 shares of the Company's Series B-2 convertible preferred stock for $0.9 million. In connection with the Company's IPO, these shares of Series B-1 convertible preferred stock and Series B-2 convertible preferred stock were converted into 395,555 shares of the Company's common stock, in the aggregate. The Company is obligated to make future development and regulatory milestone payments of up to $26.0 million, of which $2.0 million was paid in March 2022, and commercial milestone payments of up to $101.0 million. The Company is also obligated to pay tiered royalties on net sales of each licensed product, at rates ranging from the mid- to high-single digit percentages, subject to a minimum annual royalty payment in the low six figures and certain permitted deductions. No IPR&D expense was recorded during the three and nine months ended September 30, 2024 and 2023.

NiKang Therapeutics, Inc.

In February 2020, the Company entered into a license agreement (the NiKang Agreement) with NiKang Therapeutics, Inc. (NiKang) under which the Company was granted an exclusive, worldwide license to certain intellectual property rights owned or controlled by NiKang related to certain SHP2 inhibitors to develop and commercialize ERAS-601 and certain other related compounds for all applications.

Under the NiKang Agreement, in 2020, the Company made an upfront payment of $5.0 million to NiKang and reimbursed NiKang $0.4 million for certain initial manufacturing costs. In addition, the Company paid $7.0 million in 2020 related to the publication of a US patent application that covered the composition of matter of ERAS-601. The Company is also obligated to pay (i) development and regulatory milestone payments in an aggregate amount of up to $16.0 million for the first licensed product, of which $4.0 million was paid in January 2021, and $12.0 million for a second licensed product, and (ii) commercial milestone payments in an aggregate amount of up to $157.0 million for the first licensed product and $151.0 million for a second licensed product. The Company is also obligated to: (i) pay tiered royalties on net sales of all licensed products in the mid-single digit percentages, subject to certain reductions; and (ii) equally split all net sublicensing revenues earned under sublicense agreements that the Company enters into with any third party before commencement of the first Phase 1 clinical trial for a licensed product. No IPR&D expense was recorded during the three and nine months ended September 30, 2024 and 2023.

As of September 30, 2024 and December 31, 2023, no milestones are accrued for any license agreements as the underlying contingencies are not probable or estimable.

- Definition

License agreements.

+ References

No definition available.

+ Details

Name:eras_LicenseAgreementsAbstract Namespace Prefix:eras_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration

- Definition

License agreements.

+ References

No definition available.

+ Details

Name:eras_LicenseAgreementsDisclosureTextBlock Namespace Prefix:eras_ Data Type:dtr-types:textBlockItemType Balance Type:na Period Type:duration XML 26 R18.htm
IDEA: XBRL DOCUMENT
Stock-based Compensation9 Months Ended
Sep. 30, 2024
Share-Based Payment Arrangement [Abstract] Stock-based Compensation

Note 9. Stock-based compensation

In July 2021, the Company's board of directors adopted and the Company's stockholders approved the Company's 2021 Incentive Award Plan (the 2021 Plan), which became effective in connection with the IPO. Upon the adoption of the 2021 Plan, the Company ceased making equity grants under its 2018 Equity Incentive Plan (the 2018 Plan). Under the 2021 Plan, the Company may grant stock options, restricted stock, restricted stock units, stock appreciation rights, and other stock or cash-based awards to individuals who are then employees, officers, directors or non-entity consultants of the Company. A total of 15,150,000 shares of common stock were initially reserved for issuance under the 2021 Plan. In addition, the number of shares of common stock available for issuance under the 2021 Plan may be increased annually on the first day of each calendar year during the term of the 2021 Plan, beginning in 2022, by an amount equal to the lesser of (i) 5% of the shares of common stock outstanding on the final day of the immediately preceding calendar year or (ii) such smaller number of shares as determined by the Company's board of directors or an authorized committee of the board of directors. As of September 30, 2024, there were 12,912,223 stock-based awards available for future grant under the 2021 Plan.

~~*Subsequent to July 2021, no further awards will be granted under the 2018 Plan and all future stock-based awards will be granted under the 2021 Plan. To the extent outstanding options or restricted stock granted under the 2018 Plan are cancelled, forfeited, repurchased, or otherwise terminated without being exercised or becoming vested, and would otherwise have been returned to the share reserve under the 2018 Plan, the number of shares underlying such awards will be available for future grant under the 2021 Plan.*~~

~~*Options granted are exercisable at various dates as determined upon grant and will expire no more than ten years from their date of grant. Stock options generally vest over a four-year term. The exercise price of each option shall be determined by the Company's board of directors based on the estimated fair value of the Company's stock on the date of the option grant. The exercise price shall not be less than 100% of the fair market value of the Company's common stock at the time the option is granted. For holders of more than 10% of the Company's total combined voting power of all classes of stock, incentive stock options may not be granted at less than 110% of the fair market value of the Company's common stock on the date of grant and for a term that exceeds five years. Early exercise was permitted for certain grants under the 2018 Plan.*~~

~~*Stock options*~~

~~*A summary of the Company's stock option activity under the 2021 Plan and 2018 Plan is as follows (in thousands, except share and per share data and years):*~~

~~*Weighted-*~~					
~~*Weighted-*~~					
~~*average remaining*~~					
~~*Aggregate*~~					
~~*average*~~					
~~*contractual*~~					
~~*intrinsic*~~					
~~*Shares*~~					
~~*exercise price*~~					
~~*term (years)*~~					
~~*value*~~					
~~*Outstanding at December 31, 2023*~~					
~~*24,970,957*~~					
~~*$*~~ ~~*4.98*~~					
~~*8.12*~~					
~~*$*~~ ~~*4,412*~~					
~~*Granted*~~					
~~*11,958,945*~~					
~~*1.79*~~					
~~*Exercised*~~					
~~*(441,196)*~~					
~~*1.00*~~					
~~*Canceled*~~					

(1,955,266)

4.13

Outstanding at September 30, 2024

34,533,440

$ 3.97

7.87

$ 16,661

Options exercisable at September 30, 2024

16,767,573

$ 4.67

6.88

$ 7,412

The weighted-average grant date fair value of options granted for the three and nine months ended September 30, 2024 was $1.86 and $1.29, respectively, and for the three and nine months ended September 30, 2023 was $1.99 and $2.74, respectively. As of September 30, 2024, the unrecognized compensation cost related to unvested stock option grants was $41.9 million and is expected to be recognized as expense over approximately 2.53 years. The intrinsic value of the options exercised for the three and nine months ended September 30, 2024 was $535,000 and $705,000, respectively. The intrinsic value of the options exercised for the three and nine months ended September 30, 2023 was $21,000 and $914,000, respectively.

Prior to the Company's IPO, certain individuals were granted the ability to early exercise their stock options. The shares of common stock issued from the early exercise of unvested stock options are restricted and continue to vest in accordance with the original vesting schedule. The Company has the option to repurchase any unvested shares at the original purchase price upon any voluntary or involuntary termination. The shares purchased by the employees and non-employees pursuant to the early exercise of stock options are not deemed, for accounting purposes, to be outstanding until those shares vest. The cash received in exchange for exercised and unvested shares related to stock options granted is recorded as a liability for the early exercise of stock options on the accompanying condensed consolidated balance sheets and will be transferred into common stock and additional paid-in capital as the shares vest. As of September 30, 2024 and December 31, 2023, there were zero shares and 371,876 shares subject to repurchase by the Company, respectively. As of September 30, 2024 and December 31, 2023, the Company recorded $0 and $464,000 of liabilities associated with shares issued with repurchase rights, respectively, which is recorded in accrued expenses and other current liabilities.

The assumptions used in the Black-Scholes option pricing model to determine the fair value of the employee and nonemployee stock option grants were as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Risk-free interest rate	3.69%-4.45%	4.11%-4.39%	3.69%-4.64%	3.46%-4.39%
Expected volatility	81.57%-81.64%	83.73%-84.41%	81.57%-83.91%	83.20%-85.81%
Expected term (in years)	6.02-6.07	6.03-6.08	5.28-6.08	5.50-6.08
Expected dividend yield	--%	--%	--%	--%

Effective May 21, 2024, and in accordance with the terms of the 2021 Plan, the Company's board of directors approved a stock option repricing (the Option Repricing) whereby the exercise price of each Repriced

Option (as defined below) was reduced to $2.35 per share, the closing stock price on May 21, 2024. For purposes of the Option Repricing, "Repriced Options" are 7,478,918 outstanding stock options as of May 21, 2024 (vested and unvested) granted under the 2021 Plan and held by those eligible employees of the Company identified by the Company's board of directors, excluding the Company's Section 16 officers (the Chairman and Chief Executive Officer, the Chief Financial Officer and Chief Business Officer, the Chief Medical Officer, and the General Counsel) and the Company's board of directors.

To the extent a Repriced Option is exercised prior to the Premium End Date (as defined below), the eligible employee will be required to pay the original exercise price per share of the Repriced Options in connection with any exercise of the Repriced Option. The "Premium End Date" means the earliest of (i) May 21, 2026; (ii) the date of a change in control of the Company; (iii) the date of the eligible employee's death or disability; or (iv) the date of the eligible employee's termination without cause, provided that such termination without cause occurs after May 21, 2025. Except for the reduction in the exercise prices of the Repriced Options as described above, the Repriced Options will retain their existing terms and conditions as set forth in the 2021 Plan and the applicable award agreements. All repriced options will retain their original vesting schedule.

The Option Repricing resulted in $1.1 million of incremental cost, which was calculated using the Black-Scholes option pricing model, of which $559,000 of the incremental cost will be recognized on a straight-line basis through the Premium End Date, and $558,000 of the incremental cost will be recognized on a straight-line basis over the greater of the period through the Premium End Date or the remaining service period. The incremental cost is included in general and administrative expense and research and development expense on the condensed consolidated statements of operations and comprehensive loss.

Employee stock purchase plan

In July 2021, the Company's board of directors adopted and the Company's stockholders approved the Company's 2021 Employee Stock Purchase Plan (the ESPP), which became effective in connection with the IPO. The ESPP permits participants to contribute up to a specified percentage of their eligible compensation during a series of offering periods of 24 months, each comprised of four six-month purchase periods, to purchase the Company's common stock. The purchase price of the shares will be 85% of the fair market value of the Company's common stock on the first day of trading of the applicable offering period or on the applicable purchase date, whichever is lower. A total of 1,260,000 shares of common stock was initially reserved for issuance under the ESPP. In addition, the number of shares of common stock available for issuance under the ESPP may be increased annually on the first day of each calendar year during the term of the ESPP, beginning in 2022, by an amount equal to the lesser of (i) 1% of the shares of common stock outstanding on the final day of the immediately preceding calendar year or (ii) such smaller number of shares as determined by the Company's board of directors or an authorized committee of the board of directors. The Company recognized stock-based compensation expense related to the ESPP of $156,000 and $600,000 during the three and nine months ended September 30, 2024, respectively, and $198,000 and $1.3 million during the three and nine months ended September 30, 2023, respectively. As of September 30, 2024, the unrecognized compensation cost related to the ESPP was $891,000 and is expected to be recognized as expense over approximately 1.22 years. As of September 30, 2024 and December 31, 2023, $305,000 and $46,000 has been withheld on behalf of employees for future purchase under the ESPP, respectively, and is included in accrued expenses and other current liabilities on the condensed consolidated balance sheets. The Company issued and sold zero and 252,444 shares under the ESPP during the three and nine months ended September 30, 2024, respectively, and zero and 223,696 shares under the ESPP during the three and nine months ended September 30, 2023, respectively.

The assumptions used in the Black-Scholes option pricing model to determine the fair value of the stock to be purchased under the ESPP were as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024[1]	2023[1]	2024	2023
Risk-free interest rate	--%	--%	4.75%-5.39%	4.70%-5.35%
Expected volatility	--%	--%	68.73%-74.72%	72.54%-82.79%
Expected term (in years)	--	--	0.49-1.99	0.50-1.99
Expected dividend yield	--%	--%	--%	--%

(1) No grants were made under the ESPP during the three months ended September 30, 2024 and 2023.

Stock-based compensation expense

The allocation of stock-based compensation for all stock awards was as follows (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Research and development	$ 3,103	$ 3,162	$	

10,374

$
10,909

General and administrative

3,534

3,076

10,291

9,186

Total

$
6,637

$
6,238

$
20,665

$
20,095

Common stock reserved for future issuance

Common stock reserved for future issuance consisted of the following as of September 30, 2024 and December 31, 2023:

September 30,

December 31,

2024

2023

Stock options issued and outstanding

34,533,440

24,970,957

Awards available for future grant

12,912,223

15,342,797

Shares available for purchase under the ESPP

1,828,237

2,080,681

Total

49,273,900

42,394,435

- Definition

The entire disclosure for share-based payment arrangement.

+ References

Reference 1: 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/1943274/2147480429/718-10-50-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/718/tableOfContentReference 3: 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/1943274/2147480429/718-10-50-2Reference 4: 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/1943274/2147480429/718-10-50-2Reference 5: 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/1943274/2147480429/718-10-50-2Reference 6: 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

~~+ Details~~

~~Name:us-gaap_DisclosureOfCompensationRelatedCostsShareBasedPaymentsTextBlock Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na Period Type:duration~~

~~- References~~

~~No definition available.~~

~~+ Details~~

~~Name:us-gaap_DisclosureOfCompensationRelatedCostsSharebasedPaymentsAbstract Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type: duration XML 27 R19.htm IDEA: XBRL DOCUMENT~~

~~Leases 9 Months Ended~~

~~Sep. 30, 2024~~

~~Leases [Abstract]~~ ~~Leases~~

~~Note 10. Leases~~

~~Operating leases~~

~~The Company has facility leases for office space under non-cancellable and cancellable operating leases with various expiration dates through 2032 and equipment under a non-cancellable operating lease with a term expiring in 2026. Total lease costs were approximately $2.4 million and $8.4 million, including operating lease costs of $1.8 million and $6.2 million, variable lease costs of $940,000 and $2.8 million, and sublease income of $361,000 and $577,000, during the three and nine months ended September 30, 2024, respectively. Total lease costs were approximately $2.8 million and $8.6 million, including operating lease costs of $1.9 million and $5.7 million and variable lease costs of $859,000 and $2.9 million, during the three and nine months ended September 30, 2023, respectively. The Company paid $6.1 million and $4.7 million in cash for operating leases, net of cash received from subleases, that is included in the operating activities section of the condensed consolidated statements of cash flows for the nine months ended September 30, 2024 and 2023, respectively.~~

~~The weighted-average remaining lease term and the weighted-average discount rate of the Company's operating leases were 7.57 years and 8.96%, respectively, at September 30, 2024. The weighted-average remaining lease term and the weighted-average discount rate of the Company's operating leases were 8.29 years and 8.95%, respectively, at December 31, 2023. The weighted-average remaining lease term does not include any renewal options at the election of the Company.~~

~~The Company's lease agreements do not contain any material residual value guarantees or material restrictive covenants.~~

~~Facility leases~~

~~In September 2020, the Company entered into a lease agreement for 59,407 square feet of laboratory and office space in San Diego, California, which represented a portion of a new facility that was under construction and which was subsequently amended in March 2021 to expand the rented premises by 18,421 square feet (the 2020 Lease). The construction and design of the asset was the primary responsibility of the lessor. The Company was involved in certain aspects of construction and design for certain interior features and leasehold improvements that is beneficial to the Company to better suit its business needs and intended purpose of the space. The lease is accounted for as an operating lease and commenced in August 2021. In April 2022, the 2020 Lease was modified to amend the rent commencement date from February 2022 to May 2022. The 2020 Lease, as amended, has a term of 10.75 years and includes aggregate monthly payments to the lessor of approximately $51.6 million beginning in May 2023 with a rent escalation clause, and a tenant improvement allowance of approximately $16.8 million. The Company is responsible for its share of operating expenses based on actual operating expenses incurred by the landlord. The 2020 Lease is cancellable at the Company's request after the 84th month with 12 months written notice and a lump-sum cancellation payment of $2.5 million. The termination option has not been included in the Company's operating lease assets and liabilities. As discussed in Note 2, the Company provided a letter of credit to the lessor for $408,000, which expires July 29, 2032.~~

~~In December 2021, the Company entered into a lease agreement for 29,542 square feet of office and laboratory space in South San Francisco, California. The lease is accounted for as an operating lease with the associated operating lease assets and liabilities recorded upon commencement, which occurred in July 2022. The non-cancellable operating lease has an initial term of 124 months with an option to extend the lease term by 5 years at the then-current market rates and includes aggregate monthly payments to the lessor of approximately $34.4 million beginning in November 2022 with a rent escalation clause and a tenant improvement allowance of approximately $8.2 million. The renewal option has not been included in the Company's operating lease assets and liabilities. The Company is responsible for its share of operating expenses based on actual operating expenses incurred by the landlord. The construction and design of the tenant improvements was the primary responsibility of the lessor. While the Company was involved in certain aspects of construction and design for certain interior features and leasehold improvements that is beneficial to the Company to better suit its business needs and intended purpose of the space, all construction was handled directly by the landlord. The Company was not deemed to be the accounting owner of the tenant improvements prior to or after the construction period. All payments made by the Company for landlord-owned tenant improvements were recorded as prepaid rent on the condensed consolidated balance sheets prior to lease commencement and included in the operating lease asset upon lease commencement. In February 2022, the expected project costs exceeded the tenant improvement allowances by $5.1 million, which was paid directly to the landlord by the Company and was recorded as prepaid rent in the condensed consolidated balance sheets and as a cash outflow from operating activities in the condensed consolidated statements of cash flows. Upon lease commencement, the $5.1 million of prepaid rent was included in the operating lease asset. The Company paid a security deposit of $874,000 in December 2021 that was recorded as other assets in the condensed consolidated balance sheets.~~

~~In January 2024, the Company entered into an agreement to sublease the second floor of its corporate headquarters in San Diego, California. Pursuant to the agreement, the subleased space is approximately 10,000 square feet of office space with a sublease term of three years which includes an option for the subtenant to renew for an additional year and an early termination clause. In July 2024, the Company executed an agreement to sublease the first floor of its corporate headquarters. Pursuant to the agreement, the subleased space is approximately 18,421 square feet of office space with a sublease term of 61 months beginning in October 2024, and early access in August 2024. The agreement includes an option for the subtenant to renew for an additional year and an early termination clause. In September 2024, the Company entered into an agreement to sublease a portion of the third floor of its corporate headquarters in San Diego, California. Pursuant to the agreement, the subleased space is approximately 5,000 square feet of laboratory space with a sublease term of one year which includes an option for the subtenant to renew for an additional year.~~

~~The Company determined the subleases to be operating leases. Therefore, the Company recognizes sublease income on a straight-line basis over the lease term in its condensed consolidated statements of operations and comprehensive loss as a reduction to operating lease costs because the subleases are outside of the Company's normal business operations. The Company will continue to account for the operating lease assets and related liabilities of the original lease as it did prior to the commencement of the subleases. The Company recorded a reduction to operating lease costs of $361,000 and $577,000 related to income from these subleases during the three and nine months ended September 30, 2024, respectively.~~

~~In connection with committing to the plan to sublease the first floor in June 2024, the Company reassessed its asset groups for testing long-lived assets for impairment and determined the first floor operating lease assets and related property and equipment represented an asset group separate from the entity wide asset group. The Company concluded that the carrying value of the first floor asset group was not recoverable as~~

it exceeded the future net undiscounted cash flows that are expected to be generated from the use and eventual disposition of the assets within the asset group. The Company determined the fair value of the first floor asset group based on the income approach using a discounted cash flow model. The cash flows used in the model were discounted using a rate of 13.5%. Based on this analysis, the Company recognized a noncash impairment charge of $4.7 million, including $2.4 million for the operating lease assets and $2.3 million for the leasehold improvements and furniture, of which $3.0 million was recorded to research and development expense and $1.7 million was recorded to general and administrative expense, during the nine months ended September 30, 2024. No impairment was recorded during the three months ended September 30, 2024. This represented a Level 3 nonrecurring fair value measurement. Calculating the fair value of the asset group involves significant estimates and assumptions, including projected future cash flows and a discount rate. Changes in the estimates and assumptions used could materially affect the amount of impairment loss recognized in the period the asset group is considered impaired.

Future minimum lease payments under operating leases as of September 30, 2024 are as follows (in thousands):

Year ending December 31,	
2024 (remaining three months)	$ 2,213
2025	9,024
2026	9,170
2027	9,199
2028	9,277
Thereafter	35,097
Total lease payments	$ 73,980
Less: Amount representing interest	(21,041)
Operating lease liabilities	$ 52,939

- References

No definition available.

+ Details

Name:us-gaap_LeasesAbstract Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration

- Definition

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.

+ References

Reference 1: 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

+ Details

Name:us-gaap_LesseeOperatingLeasesTextBlock Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na Period Type:duration XML 28 R20.htm IDEA: XBRL DOCUMENT
Commitments and Contingencies9 Months Ended
Sep. 30, 2024
Commitments and Contingencies Disclosure [Abstract] Commitments and Contingencies

Note 11. Commitments and contingencies

Liabilities for loss contingencies arising from claims, assessments, litigation, fines, penalties and other sources are recorded when it is probable that a liability has been incurred and the amount can be reasonably estimated. There are no matters currently outstanding for which any such liabilities have been accrued.

Strategic reprioritization

In May 2024, in connection with the execution of the Joyo License Agreement and the Medshine License Agreement, the Company approved a strategic reprioritization to focus the Company's resources on its naporafenib program, its ERAS-0015 product candidate, which is the lead candidate from the Joyo License Agreement, and its ERAS-4001 product candidate, which is the lead candidate from the Medshine License Agreement. The Company deprioritized its HERKULES-3 clinical trial evaluating ERAS-007 in combination with encorafenib and cetuximab (EC) in patients with EC-naïve BRAFm colorectal cancer, its THUNDERBBOLT-1 clinical trial evaluating ERAS-801 in patients with recurrent glioblastoma, and its ERAS-4 pan-KRAS program. The Company will explore further advancement of the ERAS-801 program, including via partnerships and select investigator-sponsored trials, and certain of the existing ERAS-4 molecules may serve as backup compounds for ERAS-4001. In connection with this strategic reprioritization, the Company also approved a reduction in the Company's workforce by approximately 18%, primarily affecting employees working in certain drug discovery functions or on the deprioritized programs and trials. As a result, the Company recognized $0 and $2.2 million in total charges in the three and nine months ended September 30, 2024 in the condensed consolidated statements of operations and comprehensive loss based upon the underlying employees' role within the Company in connection with the reduction in force. These charges consisted primarily of one-time cash charges for termination benefits which were substantially all paid in June 2024.

- References

No definition available.

+ Details

Name:us-gaap_CommitmentsAndContingenciesDisclosureAbstract Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration

- Definition

The entire disclosure for commitments and contingencies.

+ References

Reference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 405 -SubTopic 30 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/405-30/tableOfContentReference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 440 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482648/440-10-50-4Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 450 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/450/tableOfContentReference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 954 -SubTopic 440 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478522/954-440-50-1Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 440 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482648/440-10-50-4Reference 6: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 440 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/440/tableOfContent

+ Details

Name:us-gaap_CommitmentsAndContingenciesDisclosureTextBlock Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na Period Type:duration

XML 29 R21.htm IDEA: XBRL DOCUMENT

Income Taxes 9 Months Ended

Sep. 30, 2024

Income Tax Disclosure [Abstract] Income Taxes

Note 12. Income taxes

No provision for federal, state or foreign income taxes has been recorded for the three and nine months ended September 30, 2024 and 2023. The Company has incurred net operating losses for all the periods presented and has not reflected any benefit of such net operating loss carryforwards in the accompanying condensed consolidated financial statements due to uncertainty around utilizing these tax attributes within their respective carryforward periods. The Company has recorded a full valuation allowance against all of its deferred tax assets as it is not more likely than not that such assets will be realized in the near future. The Company's policy is to recognize interest expense and penalties related to income tax matters as tax expense. For the three and nine months ended September 30, 2024 and 2023, the Company has not recognized any interest or penalties related to income taxes.

- References

No definition available.

+ Details

Name:us-gaap_IncomeTaxDisclosureAbstract Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration

- Definition

The entire disclosure for income tax.

+ References

Reference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-12Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 231 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482663/740-10-55-231Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12C -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-12CReference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12B -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-12BReference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 270 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147477891/740-270-50-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SAB Topic 6.I.5.Q1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479360/740-10-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480990/946-20-50-13Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(h)(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/740/tableOfContentReference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 14 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-14Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 21 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-21Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 17 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-17Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SAB Topic 11.C) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479360/740-10-S99-2Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482603/740-30-50-2

+ Details

Name:us-gaap_IncomeTaxDisclosureTextBlock Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na Period Type:duration XML 30 R22.htm IDEA: XBRL DOCUMENT

Net Loss Per Share 9 Months Ended

Sep. 30, 2024

Earnings Per Share [Abstract] ***Net Loss Per Share***

Note 13. Net loss per share

The following table summarizes the computation of basic and diluted net loss per share of the Company (in thousands, except share and per share data):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Net loss	$ (31,200)	$ (30,361)	$ (129,418)	$ (95,341)
Weighted-average shares of common stock used in computing net loss per share, basic and diluted	282,384,964	150,450,201	217,355,959	150,000,613
Net loss per share, basic and diluted	$ (0.11)	$ (0.20)	$ (0.60)	$ (0.64)

The Company's potentially dilutive securities, which include options to purchase common stock, shares purchasable under the ESPP and common stock subject to repurchase related to options early exercised, have been excluded from the computation of diluted net loss per share as the effect would be to reduce the net loss per share. Therefore, the weighted-average number of common shares outstanding used to calculate both basic and diluted net loss per share is the same. The Company excluded the following potential common shares, presented as amounts outstanding at each period end, from the computation of diluted net loss per share for the periods indicated because including them would have had an anti-dilutive effect:

	September 30,	
	2024	2023
Options to purchase common stock	34,533,440	25,382,517
Options early exercised subject to future vesting		

subsidiaries of a common parent; (c) and entity and its principal owners; and (d) affiliates.

+ References

Reference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480990/946-20-50-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480990/946-20-50-5Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480990/946-20-50-6Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 235 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477968/946-235-50-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 235 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477968/946-235-50-2Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 850 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483326/850-10-50-1Reference 7: 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-S99-1Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-07(2)(c)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-1Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-07(2)(e)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-1Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 850 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/850/tableOfContentReference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 850 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483326/850-10-50-6Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 850 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483326/850-10-50-1Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 850 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483326/850-10-50-1

+ Details

Name:us-gaap_RelatedPartyTransactionsDisclosureTextBlock Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na Period Type:duration XML 32 R24.htm IDEA: XBRL DOCUMENT

Summary of Significant Accounting Policies (Policies) 9 Months Ended

Sep. 30, 2024

Accounting Policies [Abstract] Use of Estimates

Use of estimates

The preparation of the Company's condensed consolidated financial statements in conformity with US GAAP requires the Company to make estimates and assumptions that impact the reported amounts of assets, liabilities, expenses, and the disclosure of contingent assets and liabilities in the condensed consolidated financial statements and accompanying notes. Accounting estimates and management judgments reflected in the condensed consolidated financial statements include, but are not limited to, the accrual of research and development expenses, stock-based compensation expense, the fair value of long-lived assets, the fair value of equity investments and the incremental borrowing rate for determining the operating lease asset and liability. Management evaluates its estimates on an ongoing basis. Although estimates are based on the Company's historical experience, knowledge of current events, and actions it may undertake in the future, actual results may ultimately materially differ from these estimates and assumptions. Unaudited Interim Financial Information

Unaudited interim financial information

The accompanying condensed consolidated balance sheet as of September 30, 2024, the condensed consolidated statements of operations and comprehensive loss for the three and nine months ended September 30, 2024 and 2023, the condensed consolidated statements of stockholders' equity for the three and nine months ended September 30, 2024 and 2023 and the condensed consolidated statements of cash flows for the nine months ended September 30, 2024 and 2023 are unaudited. The unaudited condensed consolidated interim financial statements have been prepared on the same basis as the audited annual consolidated financial statements and, in the opinion of management, reflect all adjustments, which include only normal recurring adjustments, necessary for the fair statement of the Company's condensed consolidated financial position as of September 30, 2024 and the condensed consolidated results of its operations and cash flows for the three and nine months ended September 30, 2024 and 2023. The condensed consolidated financial data and other information disclosed in these notes related to the three and nine months ended September 30, 2024 and 2023 are unaudited. The condensed consolidated results for the three and nine months ended September 30, 2024 are not necessarily indicative of results to be expected for the year ending December 31, 2024, any other interim periods, or any future year or period. These unaudited condensed consolidated financial statements should be read in conjunction with the Company's audited consolidated financial statements included in its Annual Report on Form 10-K for the year ended December 31, 2023 filed with the SEC on March 27, 2024. Concentration of Credit Risk and Off-Balance Sheet Risk

Concentration of credit risk and off-balance sheet risk

Financial instruments which potentially subject the Company to significant concentration of credit risk consist of cash and cash equivalents and marketable securities. The Company maintains deposits in federally insured financial institutions in excess of federally insured limits. The Company has not experienced any losses in such accounts, and management believes that the Company is not exposed to significant credit risk due to the financial position of the depository institutions in which those deposits are held. The Company's investment policy includes guidelines for the quality of the related institutions and financial instruments and defines allowable investments that the Company may invest in, which the Company believes minimizes the exposure to concentration of credit risk. Cash, Cash Equivalents and Restricted Cash

Cash, cash equivalents and restricted cash

Cash and cash equivalents include cash in readily available checking and savings accounts and money market funds. The Company considers all highly liquid investments with an original maturity of three months or less from the date of purchase to be cash equivalents.

The Company had deposited cash of $408,000 as of September 30, 2024 and December 31, 2023 to secure a letter of credit in connection with the lease of the Company's facilities (see Note 10). The Company has classified the restricted cash as a noncurrent asset on its condensed consolidated balance sheets.

The following table provides a reconciliation of cash, cash equivalents and restricted cash reported within the condensed consolidated balance sheets that sum to the total of the same amounts shown in the condensed consolidated statements of cash flows (in thousands):

	September 30, 2024	2023
Cash and cash equivalents	$ 68,885	$ 112,862
Restricted cash	408	408
Total cash, cash equivalents and restricted cash	$ 69,293	$ 113,270

Marketable Securities and Investments

Marketable securities and investments

The Company classifies all marketable securities as available-for-sale, as the sale of such securities may be required prior to maturity. Management determines the appropriate classification of its marketable securities at the time of purchase. Marketable securities with original maturities beyond three months at the date of purchase and which mature at, or less than 12 months from, the balance sheet date are classified as short-term marketable securities. Available-for-sale securities are carried at fair value, with the unrealized gains and losses reported as accumulated other comprehensive income (loss) until realized. The amortized cost of available-for-sale debt securities is adjusted for amortization of premiums and accretion of discounts to maturity. Such amortization and accretion are included in interest income. The Company regularly reviews all of its marketable securities for declines in fair value. The review includes the consideration of the cause of the impairment, including the creditworthiness of the security issuers, the number of securities in an unrealized loss position, the severity of the unrealized loss(es), whether the Company has the intent to sell the securities and whether it is more likely than not that the Company will be required to

sell the securities before the recovery of their amortized cost basis. If the decline in fair value is due to credit-related factors, a loss is recognized in net income, whereas, if the decline in fair value is not due to credit-related factors, the loss is recorded in other comprehensive income (loss). Realized gains and losses on available-for-sale securities are included in other income or expense. The cost of securities sold is based on the specific identification method. Interest and dividends on securities classified as available-for-sale are included in interest income.

Through its wholly-owned subsidiary, Erasca Ventures, the Company has also invested in equity securities of a company whose securities are not publicly traded and whose fair value is not readily available (see Notes 3 and 14). This investment is recorded using cost minus impairment, plus or minus changes in its estimated fair value resulting from observable price changes in orderly transactions for the identical or a similar investment of the same issuer. Investments in equity securities without readily determinable fair values are assessed for potential impairment on a quarterly basis based on qualitative factors. This investment is included in other assets in the Company's condensed consolidated balance sheets. Fair Value Measurements

Fair value measurements

Certain assets and liabilities are carried at fair value under US GAAP. Fair value is defined as an exit price, representing the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. As such, fair value is a market-based measurement that should be determined based on assumptions that market participants would use in pricing an asset or liability. Financial assets and liabilities carried at fair value are classified and disclosed in one of the following three levels of the fair value hierarchy, of which the first two are considered observable and the last is considered unobservable:

Level 1—Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.

Level 2—Quoted prices for similar assets and liabilities in active markets, quoted prices in markets that are not active, or inputs which are observable, either directly or indirectly, for substantially the full term of the asset or liability.

Level 3—Prices or valuation techniques that require inputs that are both significant to the fair value measurement and unobservable (i.e., supported by little or no market activity). Recently Issued Accounting Pronouncements Not Yet Adopted

Recently issued accounting pronouncements not yet adopted

From time to time, new accounting pronouncements are issued by the FASB or other standard setting bodies that the Company adopts as of the specified effective date. The Company qualifies as an "emerging growth company" as defined in the Jumpstart Our Business Startups Act of 2012 (JOBS Act) and has elected not to "opt out" of the extended transition related to complying with new or revised accounting standards, which means that when a standard is issued or revised and it has different application dates for public and nonpublic companies, the Company can adopt the new or revised standard at the time nonpublic companies adopt the new or revised standard and can do so until such time that the Company either (i) irrevocably elects to "opt out" of such extended transition period or (ii) no longer qualifies as an emerging growth company.

In November 2023, the FASB issued ASU 2023-07, Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures, which is intended to provide enhancements to segment disclosures, even for entities with only one reportable segment. In particular, the standard will require disclosures of significant segment expenses regularly provided to the chief operating decision maker and included within each reported measure of segment profit and loss. The standard will also require disclosure of all other segment items by reportable segment and a description of its composition. Finally, the standard will require disclosure of the title and position of the chief operating decision maker and an explanation of how the chief operating decision maker uses the reported measure(s) of segment profit or loss in assessing segment performance and deciding how to allocate resources. The standard is effective for annual periods beginning after December 15, 2023, and interim periods within annual periods beginning after December 15, 2024. Early adoption is permitted. Retrospective application to all prior periods presented in the financial statements is required. The Company is currently evaluating the impact of the standard on the presentation of its consolidated financial statements and related disclosures.

In December 2023, the FASB issued ASU 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures, which is intended to provide enhancements to annual income tax disclosures. In particular, the standard will require more detailed information in the income tax rate reconciliation, as well as the disclosure of income taxes paid disaggregated by jurisdiction, among other enhancements. The standard is effective for the Company in its annual period beginning after December 15, 2025 and early adoption is permitted. The standard allows for adoption on a prospective basis, with a retrospective option. The Company is currently evaluating the impact of the standard on the presentation of its consolidated financial statements and related disclosures.

In November 2024, the FASB issued ASU No. 2024-03, Income Statement - Reporting Comprehensive Income - Expense Disaggregation Disclosures (Subtopic 220-40): Disaggregation of Income Statement Expenses, which is intended to improve the disclosures of expenses by providing more detailed information about the types of expenses in commonly presented expense captions. The standard is effective for annual reporting periods beginning after December 15, 2026, and interim reporting periods beginning after December 15, 2027. Early adoption is permitted. The standard can be applied either prospectively or retrospectively. The Company is currently evaluating the impact of the standard on the presentation of its consolidated financial statements and related disclosures.

- Definition

Unaudited interim financial information.

+ References

No definition available.

+ Details

Name:eras_UnauditedInterimFinancialInformationPolicyTextBlock Namespace Prefix:eras_ Data Type:dtr-types:textBlockItemType Balance Type:na Period Type:duration

- References

No definition available.

+ Details

Name:us-gaap_AccountingPoliciesAbstract Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration

- Definition

Entity's cash and cash equivalents accounting policy with respect to restricted balances. Restrictions may include legally restricted deposits held as compensating balances against short-term borrowing arrangements, contracts entered into with others, or company statements of intention with regard to particular deposits; however, time deposits and short-term certificates of deposit are not generally included in legally restricted deposits.

+ References

Reference 1: 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(1)(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-1

+ Details

Name:us-gaap_CashAndCashEquivalentsRestrictedCashAndCashEquivalentsPolicy Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na Period Type:duration

- Definition

Disclosure of accounting policy for fair value measurements of financial and non-financial assets, liabilities and instruments classified in shareholders' equity. Disclosures include, but are not limited to, how an entity that manages a group of financial assets and liabilities on the basis of its net exposure measures the fair value of those assets and liabilities.

+ References

No definition available.

+ Details

Name:us-gaap_FairValueMeasurementPolicyPolicyTextBlock Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na Period Type:duration

- Definition

Disclosure of accounting policy for investment classified as marketable security.

+ References

Reference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 942 -SubTopic 320 -Section 50 -Paragraph 5 -Publisher FASB -URI

https://asc.fasb.org/1943274/2147477268/942-320-50-5

+ Details

Name:us-gaap_MarketableSecuritiesPolicy Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na Period Type:duration

- Definition

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.

+ References

No definition available.

+ Details

Name:us-gaap_NewAccountingPronouncementsPolicyPolicyTextBlock Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na Period Type: duration

- Definition

Description of accounting policies and methodologies used to estimate the entity's liability for off-balance sheet credit exposures and related charges for those credit exposures.

+ References

Reference 1: http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 310 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481962/310-10-50-9Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 326 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 21 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479319/326-20-50-21

+ Details

Name:us-gaap_OffBalanceSheetCreditExposurePolicyPolicyTextBlock Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na Period Type: duration

- Definition

Disclosure of accounting policy for the use of estimates in the preparation of financial statements in conformity with generally accepted accounting principles.

+ References

Reference 1: 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/1943274/2147482861/275-10-50-9Reference 2: 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/1943274/2147482861/275-10-50-4Reference 3: 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/1943274/2147482861/275-10-50-1Reference 4: 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/1943274/2147482861/275-10-50-1Reference 5: 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/1943274/2147482861/275-10-50-11Reference 6: 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/1943274/2147482861/275-10-50-12Reference 7: 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

+ Details

Name:us-gaap_UseOfEstimates Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na Period Type:duration XML 33 R25.htm IDEA: XBRL DOCUMENT

Summary of Significant Accounting Policies (Tables)9 Months Ended

Sep. 30, 2024

Accounting Policies [Abstract] Reconciliation of Cash, Cash Equivalents and Restricted Cash

The following table provides a reconciliation of cash, cash equivalents and restricted cash reported within the condensed consolidated balance sheets that sum to the total of the same amounts shown in the condensed consolidated statements of cash flows (in thousands):

	September 30,	
	2024	2023
Cash and cash equivalents	$ 68,885	$ 112,862
Restricted cash	408	408
Total cash, cash equivalents and restricted cash	$ 69,293	$ 113,270

- References

No definition available.

+ Details

Name:us-gaap_AccountingPoliciesAbstract Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration

- Definition

Tabular disclosure of cash and cash equivalents restricted as to withdrawal or usage.

+ References

Reference 1: 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-S99-1Reference 2: 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(1)(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 8 -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-8

+ Details

Name:us-gaap_ScheduleOfRestrictedCashAndCashEquivalentsTextBlock Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na Period Type:duration XML 34 R26.htm IDEA: XBRL DOCUMENT

Fair Value Measurements (Tables)9 Months Ended

Sep. 30, 2024

Fair Value Disclosures [Abstract] Summary of Financial Assets Measured at Fair Value on Recurring Basis

The following tables summarize the Company's financial assets measured at fair value on a recurring basis and their respective input levels based on the fair value hierarchy (in thousands):

Fair value measurements as of September 30, 2024 using			
Quoted prices in active markets for identical assets (level 1)	Significant other observable inputs (level 2)	Significant unobservable inputs (level 3)	September 30, 2024
Assets:			
Money market funds[1]	$ 60,123	$ —	$ 60,123
Commercial paper[1]	—	4,987	4,987
—			

US treasury securities[2]

50,717

50,717

—

—

US government agency securities[2]

26,847

—

26,847

—

Corporate debt securities[2]

40,803

—

40,803

—

Commercial paper[2]

131,660

—

131,660

—

US treasury securities[3]

80,037

—

80,037

—

US government agency securities[3]

64,354

—

64,354

—

Total fair value of assets

$ 459,528

$ 190,877

$ 268,651

$
—

(1) Included as cash and cash equivalents on the condensed consolidated balance sheets.
(2) Included as short-term marketable securities on the condensed consolidated balance sheets.
(3) Included as long-term marketable securities on the condensed consolidated balance sheets.

Fair value measurements as of December 31, 2023 using

Quoted prices in

Significant

Significant

active markets

other

unobservable

December 31,

for identical

observable

inputs

2023

assets (level 1)

inputs (level 2)

(level 3)

Assets:

Money market funds(1)

$
83,101

$
83,101

$
—

$
—

US treasury securities(2)

93,303

93,303

—

—

US government agency securities[2]

26,824

—

26,824

—

Corporate debt securities[2]

10,734

—

10,734

—

Commercial paper[2]

88,414

—

88,414

—

US treasury securities[3]

9,642

9,642

—

—

Total fair value of assets

$ 312,018

$ 186,046

$ 125,972

$ —

(1) Included as cash and cash equivalents on the condensed consolidated balance sheets.
(2) Included as short-term marketable securities on the condensed consolidated balance sheets.
(3) Included as long-term marketable securities on the condensed consolidated balance sheets.

- Definition

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).

+ References

Reference 1: 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/1943274/2147482106/820-10-50-2Reference 2: 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

+ Details

Name:us-gaap_FairValueAssetsMeasuredOnRecurringBasisTextBlock Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na Period Type: duration

- References

No definition available.

+ Details

Name:us-gaap_FairValueDisclosuresAbstract Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration XML 35 R27.htm IDEA: XBRL DOCUMENT

Marketable Securities (Tables)9 Months Ended
Sep. 30, 2024

Investments, Debt and Equity Securities [Abstract] Summary of Marketable Securities Accounted for Available-for-Sale Securities

The following tables summarize the Company's marketable securities accounted for as available-for-sale securities (in thousands, except years):

September 30, 2024

	Maturity (in years)	Amortized cost	Unrealized gains	Unrealized losses	Estimated fair value
US treasury securities	1 or less	$ 50,620	$ 101	$ (4)	$ 50,717
US government agency securities	1 or less	26,776	71	—	26,847
Corporate debt securities	1 or less	40,697	109	(3)	

40,803

Commercial paper

1 or less

131,441

245

(26)

131,660

US treasury securities

1-2

79,351

686

—

80,037

US government agency securities

1-2

63,708

655

(9)

64,354

Total

$ 392,593

$ 1,867

$ (42)

$ 394,418

December 31, 2023

Maturity

Amortized

Unrealized

Unrealized

Estimated

(in years)

cost

gains

losses

fair value

US treasury securities					
1 or less	$ 93,377	$ 74	$ (148)	$ 93,303	
US government agency securities					
1 or less	26,783	45	(4)	26,824	
Corporate debt securities					
1 or less	10,719	15	—	10,734	
Commercial paper					
1 or less	88,356	68	(10)	88,414	
US treasury securities					
1-2	9,605	37	—	9,642	
Total	$ 228,840	$ 239	$ (162)	$ 228,917	

Summary of Fair Values and Gross Unrealized Losses for Available-for-sale Securities

The following tables present fair values and gross unrealized losses for those available-for-sale securities that were in an unrealized loss position as of September 30, 2024 and December 31, 2023, aggregated by category and the length of time that the securities have been in a continuous loss position (in thousands):

September 30, 2024								
	Unrealized losses less than 12 months			**Unrealized losses 12 months or greater**			**Total**	
	Fair value		**Unrealized losses**	**Fair value**		**Unrealized losses**	**Fair value**	**Unrealized losses**
US treasury securities	$	—	$	—	$	—	$	—
US government agency securities		14,976		(4)		14,976		(4)
Corporate debt securities		9,121		(9)		—		9,121		(9)
		8,931		(3)		—		8,931		(3)

)
Commercial paper
–
–
11,785
–
–
–
(26
)
–
–
—
–
–
–
—
–
–
–
11,785
–
–
–
(26
)
Total
$
29,837
–
$
(38
)
$
14,976
–
$
(4
)
$
44,813
–
$
(42
)

–
–
–
December 31, 2023
–
–
–
Unrealized losses less than 12 months
–
–
Unrealized losses 12 months or greater
–
–
Total
–
–
–
Fair value
–
–
Unrealized losses
–
–
Fair value
–
–
Unrealized losses
–
–
Fair value
–
–
Unrealized losses
–
US treasury securities
–
$
74,912
–
–
$
(148
)
–
$
—
–
–
$
—
–
–
$
74,912
–
–
$
(148
)
US government agency securities
–

6,950
(4
)
6,950
(4
)
Corporate debt securities
748
748
Commercial paper
22,944
(10
)
22,944
(10
)
Total
$
105,554
$
(162
)
$
$
$
105,554
$
(162
)
- Definition

Tabular disclosure of fair value of investment in debt security measured at fair value with change in fair value recognized in other comprehensive income (available-for-sale), in unrealized loss position, without allowance for credit loss. Includes beneficial interest in securitized financial asset.

+ References

Reference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 326 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479081/326-30-55-8Reference 2: http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-6Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 326 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479106/326-30-50-4

+ Details

Name:us-gaap_DebtSecuritiesAvailableForSaleUnrealizedLossPositionFairValueTableTextBlock Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na Period Type:duration

- References

No definition available.

+ Details

Name:us-gaap_InvestmentsDebtAndEquitySecuritiesAbstract Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration

- Definition

Tabular disclosure of marketable securities. This may consist of investments in certain debt and equity securities, short-term investments and other assets.

+ References

No definition available.

+ Details

Name:us-gaap_MarketableSecuritiesTextBlock Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na Period Type:duration XML 36 R28.htm IDEA: XBRL DOCUMENT

Property and Equipment, Net (Tables) 9 Months Ended

Sep. 30, 2024

Property, Plant and Equipment [Abstract] Schedule of Property and Equipment, Net

Property and equipment, net consisted of the following (in thousands):

	September 30,	December 31,
	2024	2023
Laboratory equipment	$ 4,751	$ 5,620
Furniture and fixtures	3,712	4,099
Leasehold improvements	16,313	18,173
Computer equipment and software	1,567	1,667
Property and equipment	26,343	29,559
Less accumulated depreciation and amortization		

(9,190)

(7,232)

Property and equipment, net

$ 17,153

$ 22,327

- References

No definition available.

+ Details

Name:us-gaap_PropertyPlantAndEquipmentAbstract Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration

- Definition

Tabular disclosure of physical assets used in the normal conduct of business and not intended for resale. Includes, but is not limited to, balances by class of assets, depreciation and depletion expense and method used, including composite depreciation, and accumulated deprecation.

+ References

Reference 1: 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

+ Details

Name:us-gaap_PropertyPlantAndEquipmentTextBlock Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na Period Type:duration XML 37 R29.htm IDEA: XBRL DOCUMENT

Accrued Expenses and Other Current Liabilities (Tables) 9 Months Ended

Sep. 30, 2024

Payables and Accruals [Abstract] Schedule of Accrued Expenses and Other Current Liabilities

Accrued expenses and other current liabilities consisted of the following (in thousands):

	September 30,	December 31,
	2024	2023
Accrued research and development expenses	$ 14,226	$ 8,803
Accrued compensation	8,003	10,311
Unvested early exercised stock option liability	—	464
Accrued professional services	427	435
Accrued property and equipment	—	13
Other accruals and current liabilities	514	

160

Total

$
23,170

$
20,186

- References

No definition available.

+ Details
Name:us-gaap_PayablesAndAccrualsAbstract Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration

- Definition

Tabular disclosure of the (a) 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 (accounts payable); (b) other payables; and (c) accrued liabilities. 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). An alternative caption includes accrued expenses.

+ References

No definition available.

+ Details
Name:us-gaap_ScheduleOfAccountsPayableAndAccruedLiabilitiesTableTextBlock Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na Period Type:duration XML 38 R30.htm IDEA: XBRL DOCUMENT
Stock-based Compensation (Tables)9 Months Ended
Sep. 30, 2024
Share-Based Compensation Arrangement by Share-Based Payment Award [Line Items] Summary of Stock Option Activity
A summary of the Company's stock option activity under the 2021 Plan and 2018 Plan is as follows (in thousands, except share and per share data and years):

Weighted-

Weighted-

average remaining

Aggregate

average

contractual

intrinsic

Shares

exercise price

term (years)

value

Outstanding at December 31, 2023

24,970,957

$
4.98

8.12

$
4,412

Granted

11,958,945

1.79

Exercised

(441,196)

1.00

Canceled

(1,955,266)

4.13

Outstanding at September 30, 2024

34,533,440

$ 3.97

7.87

$ 16,661

Options exercisable at September 30, 2024

16,767,573

$ 4.67

6.88

$ 7,412

Schedule of Stock-based Compensation Expense

The allocation of stock-based compensation for all stock awards was as follows (in thousands):

	Three Months Ended September 30,		*Nine Months Ended September 30,*	
	2024	*2023*	*2024*	*2023*
Research and development	*$ 3,103*	*$ 3,162*	*$ 10,374*	*$ 10,909*
General and administrative				

3,534

3,076

10,291

9,186

Total

$
6,637

$
6,238

$
20,665

$
20,095

Summary of Common Stock Reserved for Future Issuance

Common stock reserved for future issuance consisted of the following as of September 30, 2024 and December 31, 2023:

September 30,

December 31,

2024

2023

Stock options issued and outstanding

34,533,440

24,970,957

Awards available for future grant

12,912,223

15,342,797

Shares available for purchase under the ESPP

1,828,237

2,080,681

Total

49,273,900

42,394,435

ESPP Share-Based Compensation Arrangement by Share-Based Payment Award [Line Items] Assumptions used to Determine Fair Value of Stock Option Grants

The assumptions used in the Black-Scholes option pricing model to determine the fair value of the stock to be purchased under the ESPP were as follows:

Three Months Ended September 30,

Nine Months Ended September 30,

2024(1)

2023(1)

2024

2023

Risk-free interest rate

--%

--%

4.75%-5.39%

4.70%-5.35%

Expected volatility

--%

--%
–
68.73%-74.72%
–
72.54%-82.79%
Expected term (in years)
–
--
–
--
–
0.49-1.99
–
0.50-1.99
Expected dividend yield
–
--%
–
--%
–
--%
–
--%
–
(1) No grants were made under the ESPP during the three months ended September 30, 2024 and 2023. Employee Stock Option Share-Based Compensation Arrangement by Share-Based Payment Award [Line Items] Assumptions used to Determine Fair Value of Stock Option Grants
The assumptions used in the Black-Scholes option pricing model to determine the fair value of the employee and nonemployee stock option grants were as follows:
–
–
–
Three Months Ended September 30,
–
Nine Months Ended September 30,
–
–
2024
–
2023
–
2024
–
2023
Risk-free interest rate
–
3.69%-4.45%
–
4.11%-4.39%
–
3.69%-4.64%
–
3.46%-4.39%
Expected volatility
–
81.57%-81.64%
–
83.73%-84.41%
–
81.57%-83.91%
–
83.20%-85.81%
Expected term (in years)
–
6.02-6.07
–
6.03-6.08
–
5.28-6.08
–
5.50-6.08
Expected dividend yield
–
--%
–
--%
–
--%
–
--%
- Definition

Common stock reserved for future issuance.

+ References

No definition available.

+ Details
Name:eras_CommonStockReservedForFutureIssuanceTableTextBlock Namespace Prefix:eras_ Data Type:dtr-types:textBlockItemType Balance Type:na Period Type:duration

- Definition

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.

+ References

Reference 1: 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

+ Details
Name:us-gaap_ScheduleOfEmployeeServiceShareBasedCompensationAllocationOfRecognizedPeriodCostsTextBlock Namespace Prefix:us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type:na Period Type:duration

- Definition

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.

+ References

Reference 1: 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/1943274/2147480429/718-10-50-2Reference 2: 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/1943274/2147480429/718-10-50-2Reference 3: 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

+ Details

Name:us-gaap_ScheduleOfShareBasedCompensationStockOptionsActivityTableTextBlock Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na Period Type:duration

- Definition

Tabular disclosure of the significant assumptions used during the year to estimate the fair value of stock options, including, but not limited to: (a) expected term of share options and similar instruments, (b) expected volatility of the entity's shares, (c) expected dividends, (d) risk-free rate(s), and (e) discount for post-vesting restrictions.

+ References

Reference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 718 -SubTopic 10 -Subparagraph (f)(2) -Name Accounting Standards Codification -Paragraph 2 -Section 50 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2

+ Details

Name:us-gaap_ScheduleOfShareBasedPaymentAwardStockOptionsValuationAssumptionsTableTextBlock Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na Period Type:duration

- Definition

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.

+ References

Reference 1: 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/1943274/2147480483/718-10-35-1DReference 2: 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/1943274/2147480483/718-10-35-3Reference 3: 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/1943274/2147480429/718-10-50-2Reference 4: 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/1943274/2147480429/718-10-50-2Reference 5: 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/1943274/2147480429/718-10-50-2Reference 6: 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/1943274/2147480429/718-10-50-2Reference 7: 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/1943274/2147480429/718-10-50-2Reference 8: 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/1943274/2147480429/718-10-50-2Reference 9: 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/1943274/2147480429/718-10-50-2Reference 10: 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/1943274/2147480429/718-10-50-2Reference 11: 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/1943274/2147480429/718-10-50-2Reference 12: 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/1943274/2147480429/718-10-50-2Reference 13: 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/1943274/2147480429/718-10-50-2Reference 14: 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/1943274/2147480429/718-10-50-2Reference 15: 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/1943274/2147480429/718-10-50-2Reference 16: 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/1943274/2147480429/718-10-50-2Reference 17: 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/1943274/2147480429/718-10-50-2Reference 18: 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/1943274/2147480429/718-10-50-2Reference 19: 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/1943274/2147480429/718-10-50-2Reference 20: 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/1943274/2147480429/718-10-50-2Reference 21: 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/1943274/2147480429/718-10-50-2Reference 22: 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/1943274/2147480429/718-10-50-2Reference 23: 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/1943274/2147480429/718-10-50-2Reference 24: 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/1943274/2147480429/718-10-50-2Reference 25: 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/1943274/2147480429/718-10-50-2Reference 26: 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/1943274/2147480429/718-10-50-2Reference 27: 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/1943274/2147480429/718-10-50-2Reference 28: 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

+ Details
Name:us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardLineItems Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration

- Details
Name:us-gaap_PlanNameAxis=eras_EmployeeStockPurchasePlanMember Namespace Prefix: Data Type:na Balance Type: Period Type:
- Details
Name:us-gaap_AwardTypeAxis=us-gaap_EmployeeStockOptionMember Namespace Prefix: Data Type:na Balance Type: Period Type: XML 39 R31.htm IDEA: XBRL DOCUMENT
Leases (Tables) 9 Months Ended
Sep. 30, 2024
Leases [Abstract] Schedule of Future Minimum Lease Payments under Operating Leases
Future minimum lease payments under operating leases as of September 30, 2024 are as follows (in thousands):

Year ending December 31,	
2024 (remaining three months)	*$ 2,213*
2025	*9,024*
2026	*9,170*
2027	*9,199*
2028	*9,277*
Thereafter	*35,097*
Total lease payments	*$ 73,980*
Less: Amount representing interest	*(21,041)*
Operating lease liabilities	*$ 52,939*

- References

No definition available.

+ Details
Name:us-gaap_LeasesAbstract Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration

- Definition

Tabular disclosure of undiscounted cash flows of lessee's operating lease liability. Includes, but is not limited to, reconciliation of undiscounted cash flows to operating lease liability recognized in statement of financial position.

+ References

Reference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-6

+ Details

Name:us-gaap_LesseeOperatingLeaseLiabilityMaturityTableTextBlock Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na Period Type: duration XML 40 R32.htm IDEA: XBRL DOCUMENT
Net Loss Per Share (Tables) 9 Months Ended
Sep. 30, 2024
Earnings Per Share [Abstract] *Summary of Computation of Basic and Diluted Net Loss Per Share*
The following table summarizes the computation of basic and diluted net loss per share of the Company (in thousands, except share and per share data):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Net loss	$ (31,200)	$ (30,361)	$ (129,418)	$ (95,341)
Weighted-average shares of common stock used in computing net loss per share, basic and diluted	282,384,964	150,450,201	217,355,959	150,000,613
Net loss per share, basic and diluted	$ (0.11)	$ (0.20)	$ (0.60)	$ (0.64)

Anti-dilutive Securities Excluded from Calculation of Diluted Net Loss Per Share
The Company's potentially dilutive securities, which include options to purchase common stock, shares purchasable under the ESPP and common stock subject to repurchase related to options early exercised, have been excluded from the computation of diluted net loss per share as the effect would be to reduce the net loss per share. Therefore, the weighted-average number of common shares outstanding used to calculate both basic and diluted net loss per share is the same. The Company excluded the following potential common shares, presented as amounts outstanding at each period end, from the computation of diluted net loss per share for the periods indicated because including them would have had an anti-dilutive effect:

	September 30,		September 30,	
	2024			

2023

Options to purchase common stock

34,533,440

25,382,517

Options early exercised subject to future vesting

—

515,366

Estimated shares purchasable under the ESPP

798,238

1,350,546

Total potentially dilutive shares

35,331,678

27,248,429

- References

No definition available.

+ Details

Name:us-gaap_EarningsPerShareAbstract Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration

- Definition

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.

+ References

Reference 1: 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

+ Details

Name:us-gaap_ScheduleOfAntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareTextBlock Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na Period Type:duration

- Definition

Tabular disclosure of an entity's basic and diluted earnings per share calculations, including a reconciliation of numerators and denominators of the basic and diluted per-share computations for income from continuing operations.

+ References

Reference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1

+ Details

Name:us-gaap_ScheduleOfEarningsPerShareBasicAndDilutedTableTextBlock Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na Period Type:duration XML 41 R33.htm IDEA: XBRL DOCUMENT

Organization and Basis of Presentation - Additional Information (Details) - USD ($) 1 Months Ended3 Months Ended9 Months Ended

Apr. 02, 2024
May 31, 2024
Mar. 31, 2024
Sep. 30, 2024
Jun. 30, 2024
Sep. 30, 2024
Dec. 31, 2023

Organization And Basis Of Presentation [Line Items] Cash, cash equivalents, and short-term marketable securities $ 318,900,000 $ 318,900,000 Long-term marketable securities 144,391,000 144,391,000$ 9,642,000Accumulated deficit (735,431,000) (735,431,000)$ (606,013,000)Private Placement Organization And Basis Of Presentation [Line Items] Proceeds from private placement, after deducting placement agent fees and expenses$ 43,600,000 Offering costs$ 1,400,000 Underwritten Offering Organization And Basis Of Presentation [Line Items] Net proceeds from offering $ 174,426,000 Net proceeds from underwritten offering $ 174,400,000 Underwriting discounts and commissions and offering costs, net $ 9,600,000 Common Stock | Private Placement Organization And Basis Of Presentation [Line Items] Stock issued and sold 21,844,660 21,844,660 Price per share $ 2.06 Weighted average price per share $ 2.06 Common Stock | Underwritten Offering Organization And Basis Of Presentation [Line Items] Stock issued and sold 99,459,458 99,459,458 Price per share $ 1.85 Weighted average price per share $ 1.85 Underwriters option to purchase additional shares 12,972,972 Common Stock | 2024 ATM Offering Organization And Basis Of Presentation

[Line Items] Offering costs 847,000 Net proceeds from offering $ 21,000,000 Common Stock | 2024 ATM Offering | Jefferies LLC Organization And Basis Of Presentation [Line Items] Price per share $ 2.37 $ 2.37 Number of stock sold 9,231,114 Weighted average price per share $ 2.37 $ 2.37 Common Stock | 2024 ATM Offering | Jefferies LLC | Maximum Organization And Basis Of Presentation [Line Items] Aggregate offering price $ 200,000,000 $ 200,000,000 Percentage of commission on gross sales proceeds 3.00%

- Definition

Aggregate offering price

+ References

No definition available.

+ Details

Name:eras_AggregateOfferingPrice Namespace Prefix:eras_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:instant

- Definition

Net proceeds from underwritten offering.

+ References

No definition available.

+ Details

Name:eras_NetProceedsFromUnderwrittenOffering Namespace Prefix:eras_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration

- Definition

Organization and basis of presentation.

+ References

No definition available.

+ Details

Name:eras_OrganizationAndBasisOfPresentationLineItems Namespace Prefix:eras_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration

- Definition

Percentage of commission on gross sales proceeds

+ References

No definition available.

+ Details

Name:eras_PercentageOfCommissionOnGrossSalesProceeds Namespace Prefix:eras_ Data Type:dtr-types:percentItemType Balance Type:na Period Type:duration

- Definition

Proceeds from issuance of private placement after deducting placement agent fees and expenses.

+ References

No definition available.

+ Details

Name:eras_ProceedsFromIssuanceOfPrivatePlacementAfterDeductingPlacementAgentFeesAndExpenses Namespace Prefix:eras_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration

- Definition

Underwriters option to purchase additional shares.

+ References

No definition available.

+ Details

Name:eras_UnderwritersOptionToPurchaseAdditionalShares Namespace Prefix:eras_ Data Type:xbrli:sharesItemType Balance Type:na Period Type:duration

- Definition

Underwriting discounts and commissions and offering costs, net.

+ References

No definition available.

+ Details

Name:eras_UnderwritingDiscountsAndCommissionsAndOfferingCostsNet Namespace Prefix:eras_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration

- Definition

Cash includes currency on hand as well as demand deposits with banks or financial institutions. It also includes other kinds of accounts that have the general characteristics of demand deposits in that the customer may deposit additional funds at any time and effectively may withdraw funds at any time without prior notice or penalty. Cash equivalents, excluding items classified as marketable securities, include short-term, highly liquid Investments that are both readily convertible to known amounts of cash, and so near their maturity that they present minimal risk of changes in value because of changes in interest rates. Generally, only investments with original maturities of three months or less qualify under that definition. Original maturity means original maturity to the entity holding the investment. For example, both a three-month US Treasury bill and a three-year Treasury note purchased three months from maturity qualify as cash equivalents. However, a Treasury note purchased three years ago does not become a cash equivalent when its remaining maturity is three months. Short-term investments, exclusive of cash equivalents, generally consist of marketable securities intended to be sold within one year (or the normal operating cycle if longer) and may include trading securities, available-for-sale securities, or held-to-maturity securities (if maturing within one year), as applicable.

+ References

Reference 1: 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

+ Details

Name:us-gaap_CashCashEquivalentsAndShortTermInvestments Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:instant

- Definition

Amount of investment in marketable security, classified as noncurrent.

+ References

Reference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1

+ Details

Name:us-gaap_MarketableSecuritiesNoncurrent Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:instant

- Definition

The cash outflow for cost incurred directly with the issuance of an equity security.

+ References

Reference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 15 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-15

+ Details

Name:us-gaap_PaymentsOfStockIssuanceCosts Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration

- Definition

The cash inflow from the additional capital contribution to the entity.

+ References

Reference 1: 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

+ Details

Name:us-gaap_ProceedsFromIssuanceOfCommonStock Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration

- Definition

Amount of accumulated undistributed earnings (deficit).

+ References

Reference 1: 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-S99-1Reference 2: 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/1943274/2147481372/852-10-55-10Reference 3: 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/1943274/2147480016/944-40-65-2Reference 4: 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/1943274/2147480016/944-40-65-2Reference 5: 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/1943274/2147480990/946-20-50-11Reference 6: 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-S99-1Reference 7: 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-S99-1Reference 8: 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

+ Details

Name:us-gaap_RetainedEarningsAccumulatedDeficit Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:instant

- Definition

The number of shares issued or sold by the subsidiary or equity method investee per stock transaction.

+ References

No definition available.

+ Details

Name:us-gaap_SaleOfStockNumberOfSharesIssuedInTransaction Namespace Prefix:us-gaap_ Data Type:xbrli:sharesItemType Balance Type:na Period Type:duration

- Definition

Per share amount received by subsidiary or equity investee for each share of common stock issued or sold in the stock transaction.

+ References

No definition available.

+ Details

Name:us-gaap_SaleOfStockPricePerShare Namespace Prefix:us-gaap_ Data Type:dtr-types:perShareItemType Balance Type:na Period Type:instant

- Definition

Number of new stock issued during the period.

+ References

Reference 1: 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/1943274/2147481112/505-10-50-2Reference 2: 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-S99-1Reference 3: 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-S99-1Reference 4: 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/1943274/2147478448/946-505-50-2Reference 5: 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-S99-3Reference 6: 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-S99-3Reference 7: 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

+ Details

Name:us-gaap_StockIssuedDuringPeriodSharesNewIssues Namespace Prefix:us-gaap_ Data Type:xbrli:sharesItemType Balance Type:na Period Type:duration

- Details

Name:us-gaap_SubsidiarySaleOfStockAxis=us-gaap_PrivatePlacementMember Namespace Prefix: Data Type:na Balance Type: Period Type:

- Details

Name:us-gaap_SubsidiarySaleOfStockAxis=eras_UnderwrittenOfferingMember Namespace Prefix: Data Type:na Balance Type: Period Type:

- Details

Name:us-gaap_StatementEquityComponentsAxis=us-gaap_CommonStockMember Namespace Prefix: Data Type:na Balance Type: Period Type:

- Details

Name:us-gaap_SubsidiarySaleOfStockAxis=eras_TwoThousandTwentyFourAtmOfferingMember Namespace Prefix: Data Type:na Balance Type: Period Type:

- Details

Name:srt_CounterpartyNameAxis=eras_JefferiesLlcMember Namespace Prefix: Data Type:na Balance Type: Period Type:

- Details

Name:srt_RangeAxis=srt_MaximumMember Namespace Prefix: Data Type:na Balance Type: Period Type: XML 42 R34.htm IDEA: XBRL DOCUMENT

Summary of Significant Accounting Policies - Additional Information (Details) - USD ($) Sep. 30, 2024 Dec. 31, 2023

Accounting Policies [Abstract]		
Restricted cash	$ 408,000	$ 408,000

- References

No definition available.

+ Details

Name:us-gaap_AccountingPoliciesAbstract Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration

- Definition

Amount of cash restricted as to withdrawal or usage, classified as noncurrent. 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.

+ References

Reference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(17)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section 45 -Paragraph 5 -SubTopic 210 -Topic 954 -Publisher FASB -URI https://asc.fasb.org/1943274/2147477220/954-210-45-5Reference 3: 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

+ Details

Name:us-gaap_RestrictedCashNoncurrent Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:instant XML 43 R35.htm IDEA: XBRL DOCUMENT

Summary of Significant Accounting Policies - Reconciliation of Cash, Cash Equivalents and Restricted Cash (Details) - USD ($) $ in Thousands

	Sep. 30, 2024	Dec. 31, 2023	Sep. 30, 2023
Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents [Abstract]			
Cash and cash equivalents	$ 68,885	$ 93,075	$ 112,862
Restricted cash	408	408	
Total cash, cash equivalents and restricted cash	$ 69,293	$ 113,270	

- Definition

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.

+ References

Reference 1: 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-S99-1Reference 2: 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/1943274/2147483467/210-10-45-1Reference 3: 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

+ Details

Name:us-gaap_CashAndCashEquivalentsAtCarryingValue Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:instant

- Definition

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.

+ References

Reference 1: 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/1943274/2147482913/230-10-50-8Reference 2: 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/1943274/2147482740/230-10-45-24Reference 3: 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

+ Details

Name:us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalents Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:instant

- References

No definition available.

+ Details

Name:us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsAbstract Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration

- Definition

Amount of cash and cash equivalents 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. 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.

+ References

Reference 1: 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-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 3: 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/1943274/2147482913/230-10-50-8Reference 4: 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(1)(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1Reference 5: 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

+ Details

Name:us-gaap_RestrictedCashAndCashEquivalents Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:instant XML 44 R36.htm IDEA: XBRL DOCUMENT

Fair Value Measurements - Summary of Financial Assets Measured at Fair Value on Recurring Basis (Details) - Fair Value, Recurring - USD ($) $ in Thousands	Sep. 30, 2024	Dec. 31, 2023
Assets: Total fair value of assets	$ 459,528	$ 312,018
Money Market Funds | Cash and Cash Equivalents Assets: Total fair value of assets	60,123[1]	83,101[2]
Commercial Paper | Cash and Cash Equivalents Assets: Total fair value of assets	[1]	4,987
Commercial Paper | Short-Term Investments Assets: Total fair value of assets	131,660[3]	88,414[4]
US Treasury Securities | Short-Term Investments Assets: Total fair value of assets	50,717[3]	93,303[4]
US Treasury Securities | Long-Term Investments Assets: Total fair value of assets	80,037[5]	9,642[6]
US Government Agency Securities | Short-Term Investments Assets: Total fair value of assets	26,847[3]	26,824[4]
US Government Agency Securities | Long-Term Investments Assets: Total fair value of assets	[5]	64,354
Corporate Debt Securities | Short-Term Investments Assets: Total fair value of assets	40,803[3]	10,734[4]
Quoted Prices in Active Markets for Identical Assets (Level 1) Assets: Total fair value of assets	190,877	186,046
Quoted Prices in Active Markets for Identical Assets (Level 1) | Money Market Funds | Cash and Cash Equivalents Assets: Total fair value of assets	60,123[1]	83,101[2]
Quoted Prices in Active Markets for Identical Assets (Level 1) | US Treasury Securities | Short-Term Investments Assets: Total fair value of assets	50,717[3]	93,303[4]
Quoted Prices in Active Markets for Identical Assets (Level 1) | US Treasury Securities | Long-Term Investments Assets: Total fair value of assets	80,037[5]	9,642[6]
Significant Other Observable Inputs (Level 2) Assets: Total fair value of assets	268,651	125,972
Significant Other Observable Inputs (Level 2) | Commercial Paper | Cash and Cash Equivalents Assets: Total fair value of assets	[1]	4,987
Significant Other Observable Inputs (Level 2) | Commercial Paper | Short-Term Investments Assets: Total fair value of assets	131,660[3]	88,414[4]
Significant Other Observable Inputs (Level 2) | US Government Agency Securities | Short-Term Investments Assets: Total fair value of assets	26,847[3]	26,824[4]
Significant Other Observable Inputs (Level 2) | US Government Agency Securities | Long-Term Investments Assets: Total fair value of assets	[5]	64,354
Significant Other Observable Inputs (Level 2) | Corporate Debt Securities | Short-Term Investments Assets: Total fair value of assets	$ 40,803[3]	$ 10,734[4]

[1] Included as cash and cash equivalents on the condensed consolidated balance sheets.

[2] Included as cash and cash equivalents on the condensed consolidated balance sheets.[3] Included as short-term marketable securities on the condensed consolidated balance sheets.[4] Included as short-term marketable securities on the condensed consolidated balance sheets.[5] Included as long-term marketable securities on the condensed consolidated balance sheets.[6] Included as long-term marketable securities on the condensed consolidated balance sheets.

- Definition

Fair value portion of asset recognized for present right to economic benefit.

+ References

Reference 1: 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/1943274/2147482078/820-10-55-100Reference 2: 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/1943274/2147482106/820-10-50-2Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2

+ Details

Name:us-gaap_AssetsFairValueDisclosure Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:instant

- References

No definition available.

+ Details

Name:us-gaap_AssetsFairValueDisclosureAbstract Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration

- Details
Name:us-gaap_FairValueByMeasurementFrequencyAxis=us-gaap_FairValueMeasurementsRecurringMember Namespace Prefix: Data Type:na Balance Type: Period Type:

- Details
Name:us-gaap_FairValueByAssetClassAxis=us-gaap_MoneyMarketFundsMember Namespace Prefix: Data Type:na Balance Type: Period Type:

- Details
Name:us-gaap_InvestmentTypeAxis=us-gaap_CashAndCashEquivalentsMember Namespace Prefix: Data Type:na Balance Type: Period Type:

- Details
Name:us-gaap_FairValueByAssetClassAxis=us-gaap_CommercialPaperMember Namespace Prefix: Data Type:na Balance Type: Period Type:

- Details
Name:us-gaap_InvestmentTypeAxis=us-gaap_ShortTermInvestmentsMember Namespace Prefix: Data Type:na Balance Type: Period Type:

- Details
Name:us-gaap_FairValueByAssetClassAxis=us-gaap_USTreasurySecuritiesMember Namespace Prefix: Data Type:na Balance Type: Period Type:

- Details
Name:us-gaap_InvestmentTypeAxis=eras_LongTermInvestmentsMember Namespace Prefix: Data Type:na Balance Type: Period Type:

- Details
Name:us-gaap_FairValueByAssetClassAxis=us-gaap_USGovernmentCorporationsAndAgenciesSecuritiesMember Namespace Prefix: Data Type:na Balance Type: Period Type:

- Details
Name:us-gaap_FairValueByAssetClassAxis=us-gaap_CorporateDebtSecuritiesMember Namespace Prefix: Data Type:na Balance Type: Period Type:

- Details
Name:us-gaap_FairValueByFairValueHierarchyLevelAxis=us-gaap_FairValueInputsLevel1Member Namespace Prefix: Data Type:na Balance Type: Period Type:

- Details
Name:us-gaap_FairValueByFairValueHierarchyLevelAxis=us-gaap_FairValueInputsLevel2Member Namespace Prefix: Data Type:na Balance Type: Period Type: XML 45 R37.htm IDEA: XBRL DOCUMENT
Fair Value Measurements - Additional Information (Details) - USD ($)1 Months Ended3 Months Ended9 Months Ended12 Months Ended
Jul. 31, 2024
Sep. 30, 2024
Sep. 30, 2024
Dec. 31, 2023
Fair Value Assets Measured On Recurring Basis Unobservable Input Reconciliation [Line Items] Impairment adjustment to equity investment $ 402,000 Obligation for investment in equity securities 235,000 Payment for investment obligation$ 157,000 Measurement at fair value, transfers among Level 1, Level 2 or Level 3 $ 0 $ 0Affini T Therapeutics, Inc. Fair Value Assets Measured On Recurring Basis Unobservable Input Reconciliation [Line Items] Investment in equity securities 1,800,0001,800,000 $ 2,000,000Impairment adjustment to equity investment $ 402,000 Adjustments to value of investment in equity securities $ 0

- Definition

Equity securities without readily determinable fair value, impairment or price adjustment amount.

+ References

No definition available.

+ Details
Name:eras_EquitySecuritiesWithoutReadilyDeterminableFairValueImpairmentOrPriceAdjustmentAmount Namespace Prefix:eras_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration

- Definition

Impairment charge on investment in equity securities.

+ References

No definition available.

+ Details
Name:eras_ImpairmentChargeOnInvestmentInEquitySecurities Namespace Prefix:eras_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration

- Definition

Obligation for investment in equity securities.

+ References

No definition available.

+ Details
Name:eras_ObligationForInvestmentInEquitySecurities Namespace Prefix:eras_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration

- Definition

Payment for investment obligation.

+ References

No definition available.

+ Details
Name:eras_PaymentForInvestmentObligation Namespace Prefix:eras_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration

- Definition

Amount of investment in equity security without readily determinable fair value.

+ References

Reference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 321 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479536/321-10-50-3

+ Details
Name:us-gaap_EquitySecuritiesWithoutReadilyDeterminableFairValueAmount Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:instant

- Definition

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.

+ References

Reference 1: 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/1943274/2147482078/820-10-55-101Reference 2: 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/1943274/2147482106/820-10-50-3Reference 3: 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/1943274/2147482106/820-10-50-2Reference 4: 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/1943274/2147482106/820-10-50-2Reference 5:

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/1943274/2147482106/820-10-50-2Reference 6: 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/1943274/2147482106/820-10-50-2Reference 7: 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/1943274/2147482106/820-10-50-2Reference 8: 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

+ Details

Name:us-gaap_FairValueAssetsMeasuredOnRecurringBasisUnobservableInputReconciliationLineItems Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration

- Definition

Amount of transfer of financial instrument classified as an asset into (out of) level 3 of the fair value hierarchy.

+ References

Reference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-3Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -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

+ Details

Name:us-gaap_FairValueMeasurementWithUnobservableInputsReconciliationRecurringBasisAssetTransfersNet Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration

- Details

Name:us-gaap_RelatedPartyTransactionsByRelatedPartyAxis=eras_AffiniTTherapeuticsIncMember Namespace Prefix: Data Type:na Balance Type: Period Type: XML 46 R38.htm IDEA: XBRL DOCUMENT

Marketable Securities - Summary of Marketable Securities Accounted for Available-for-Sale-Securities (Details) - USD ($) $ in Thousands Sep. 30, 2024 Dec. 31, 2023 Schedule Of Available For Sale Securities [Line Items] Available for sale securities, Amortized cost $ 392,593 $ 228,840 Available for sale securities, Unrealized gains 1,867 239 Available for sale securities, Unrealized losses (42) (162) Available for sale securities, Estimated fair value 394,418 228,917 US Treasury Securities Schedule Of Available For Sale Securities [Line Items] Available for sale securities, Amortized cost 50,620 93,377 Available for sale securities, Unrealized gains 101 74 Available for sale securities, Unrealized losses (4) (148) Available for sale securities, Estimated fair value $ 50,717 $ 93,303 US Treasury Securities | Maximum Schedule Of Available For Sale Securities [Line Items] Maturity 1 year 1 year US Government Agency Securities Schedule Of Available For Sale Securities [Line Items] Available for sale securities, Amortized cost $ 26,776 $ 26,783 Available for sale securities, Unrealized gains 71 45 Available for sale securities, Unrealized losses (4) Available for sale securities, Estimated fair value $ 26,847 $ 26,824 US Government Agency Securities | Maximum Schedule Of Available For Sale Securities [Line Items] Available for sale securities, Amortized cost $ 40,697 $ 10,719 Available for sale securities, Unrealized gains 109 15 Available for sale securities, Unrealized losses (3) Available for sale securities, Estimated fair value $ 40,803 $ 10,734 Corporate Debt Securities | Maximum Schedule Of Available For Sale Securities [Line Items] Maturity 1 year 1 year Commercial Paper Schedule Of Available For Sale Securities [Line Items] Available for sale securities, Amortized cost $ 131,441 $ 88,356 Available for sale securities, Unrealized gains 245 68 Available for sale securities, Unrealized losses (26) (10) Available for sale securities, Estimated fair value $ 131,660 $ 88,414 Commercial Paper | Maximum Schedule Of Available For Sale Securities [Line Items] Maturity 1 year 1 year US Treasury Securities Schedule Of Available For Sale Securities [Line Items] Available for sale securities, Amortized cost $ 79,351 $ 9,605 Available for sale securities, Unrealized gains 686 37 Available for sale securities, Estimated fair value $ 80,037 $ 9,642 US Treasury Securities | Minimum Schedule Of Available For Sale Securities [Line Items] Maturity 1 year 1 year US Treasury Securities | Maximum Schedule Of Available For Sale Securities [Line Items] Maturity 2 years 2 years US Government Agency Securities Schedule Of Available For Sale Securities [Line Items] Available for sale securities, Amortized cost $ 63,708 Available for sale securities, Unrealized gains 655 Available for sale securities, Unrealized losses (9) Available for sale securities, Estimated fair value $ 64,354 US Government Agency Securities | Minimum Schedule Of Available For Sale Securities [Line Items] Maturity 1 year US Government Agency Securities | Maximum Schedule Of Available For Sale Securities [Line Items] Maturity 2 years

- Definition

Amount, before tax, of unrealized gain in accumulated other comprehensive income (AOCI) on investment in debt security measured at fair value with change in fair value recognized in other comprehensive income (available-for-sale).

+ References

Reference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-2

+ Details

Name:us-gaap_AvailableForSaleDebtSecuritiesAccumulatedGrossUnrealizedGainBeforeTax Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:instant

- Definition

Amount, before tax, of unrealized loss in accumulated other comprehensive income (AOCI) on investment in debt security measured at fair value with change in fair value recognized in other comprehensive income (available-for-sale).

+ References

Reference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-2

+ Details

Name:us-gaap_AvailableForSaleDebtSecuritiesAccumulatedGrossUnrealizedLossBeforeTax Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:instant

- Definition

Amortized cost of investment in debt security measured at fair value with change in fair value recognized in other comprehensive income (available-for-sale).

+ References

Reference 1: 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)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-2Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 326 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479130/326-30-45-1

+ Details

Name:us-gaap_AvailableForSaleDebtSecuritiesAmortizedCostBasis Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:instant

- Definition

Amount of investment in debt security measured at fair value with change in fair value recognized in other comprehensive income (available-for-sale).

+ References

Reference 1: 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/1943274/2147482078/820-10-55-103Reference 2: 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/1943274/2147482078/820-10-55-100Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(2)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 5: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (aa) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-2Reference 8: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481830/320-10-45-1Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(6)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 326 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479130/326-30-45-1

+ Details

Name:us-gaap_AvailableForSaleSecuritiesDebtSecurities Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:instant

- Definition

Period between issuance and maturity of investment in debt security measured at fair value with change in fair value recognized in other comprehensive income (available-for-sale), in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents reported fact of one year, five months, and thirteen days.

+ References

Reference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(2)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -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

+ Details

Name:us-gaap_DebtSecuritiesAvailableForSaleTerm Namespace Prefix:us-gaap_ Data Type:xbrli:durationItemType Balance Type:na Period Type:instant

- Definition

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.

+ References

Reference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-2Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (aa) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (aaa) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-2Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-2Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-2Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-3Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-3Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-3Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-3Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-3

+ Details
Name:us-gaap_ScheduleOfAvailableForSaleSecuritiesLineItems Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration

- Details
Name:us-gaap_FinancialInstrumentAxis=eras_UsTreasurySecuritiesShortTermMember Namespace Prefix: Data Type:na Balance Type: Period Type:
- Details
Name:srt_RangeAxis=srt_MaximumMember Namespace Prefix: Data Type:na Balance Type: Period Type:
- Details
Name:us-gaap_FinancialInstrumentAxis=eras_UsGovernmentAgenciesShortTermSecuritiesMember Namespace Prefix: Data Type:na Balance Type: Period Type:
- Details
Name:us-gaap_FinancialInstrumentAxis=eras_CorporatedebtsecuritiesshorttermMember Namespace Prefix: Data Type:na Balance Type: Period Type:
- Details
Name:us-gaap_FinancialInstrumentAxis=eras_CommercialpapershorttermMember Namespace Prefix: Data Type:na Balance Type: Period Type:
- Details
Name:us-gaap_FinancialInstrumentAxis=eras_UsTreasurySecuritiesLongTermMember Namespace Prefix: Data Type:na Balance Type: Period Type:
- Details
Name:srt_RangeAxis=srt_MinimumMember Namespace Prefix: Data Type:na Balance Type: Period Type:
- Details
Name:us-gaap_FinancialInstrumentAxis=eras_UsGovernmentAgenciesLongTermSecuritiesMember Namespace Prefix: Data Type:na Balance Type: Period Type: XML 47 R39.htm IDEA: XBRL DOCUMENT
Marketable Securities - Summary of Fair Values and Gross Unrealized Losses for Available-for-sale Securities (Details) - USD ($) $ in Thousands Sep. 30, 2024 Dec. 31, 2023
Debt Securities, Available-for-Sale [Line Items] Unrealized losses less than 12 months, Fair value $ 29,837 $ 105,554 Unrealized losses less than 12 months, Unrealized losses (38) (162) Unrealized losses 12 months or greater, Fair value 14,976 Unrealized losses 12 months or greater, Unrealized losses (4) Fair value, Total 44,813 105,554 Unrealized losses, Total (42) (162) US Treasury Securities Debt Securities, Available-for-Sale [Line Items] Unrealized losses less than 12 months, Fair value 74,912 Unrealized losses less

than 12 months, Unrealized losses (148) Unrealized losses 12 months or greater, Fair value 14,976 Unrealized losses 12 months or greater, Unrealized losses (4) Fair value, Total 14,976 74,912 Unrealized losses, Total (4) (148) US Government Agency Securities Debt Securities, Available-for-Sale [Line Items] Unrealized losses less than 12 months, Fair value 9,121 6,950 Unrealized losses less than 12 months, Unrealized losses (9) (4) Fair value, Total 9,121 6,950 Unrealized losses, Total (9) (4) Corporate Debt Securities Debt Securities, Available-for-Sale [Line Items] Unrealized losses less than 12 months, Fair value 8,931 748 Unrealized losses less than 12 months, Unrealized losses (3) Fair value, Total 8,931 748 Unrealized losses, Total (3) Commercial Paper Debt Securities, Available-for-Sale [Line Items] Unrealized losses less than 12 months, Fair value 11,785 22,944 Unrealized losses less than 12 months, Unrealized losses (26) (10) Fair value, Total 11,785 22,944 Unrealized losses, Total $ (26) $ (10)

- Definition

Amount of investment in debt security measured at fair value with change in fair value recognized in other comprehensive income (available-for-sale), in continuous unrealized loss position for more than 12 months, without allowance for credit loss. Includes beneficial interest in securitized financial asset.

+ References

Reference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 326 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479081/326-30-55-8 Reference 2: http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-7 Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 326 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479106/326-30-50-5

+ Details

Name:us-gaap_DebtSecuritiesAvailableForSaleContinuousUnrealizedLossPosition12MonthsOrLonger Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:instant

- Definition

Amount of accumulated unrealized loss on investment in debt security measured at fair value with change in fair value recognized in other comprehensive income (available-for-sale), in continuous unrealized loss position for 12 months or longer, without allowance for credit loss. Includes beneficial interest in securitized financial asset.

+ References

Reference 1: http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-7 Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 326 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479106/326-30-50-5

+ Details

Name:us-gaap_DebtSecuritiesAvailableForSaleContinuousUnrealizedLossPosition12MonthsOrLongerAccumulatedLoss Namespace Prefix:us-gaap_ Data Type: xbrli:monetaryItemType Balance Type:debit Period Type:instant

- Definition

Amount of investment in debt security measured at fair value with change in fair value recognized in other comprehensive income (available-for-sale), in continuous unrealized loss position for less than 12 months, without allowance for credit loss. Includes beneficial interest in securitized financial asset.

+ References

Reference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 326 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479081/326-30-55-8 Reference 2: http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-7 Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 326 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479106/326-30-50-5

+ Details

Name:us-gaap_DebtSecuritiesAvailableForSaleContinuousUnrealizedLossPositionLessThan12Months Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:instant

- Definition

Amount of accumulated unrealized loss on investment in debt security measured at fair value with change in fair value recognized in other comprehensive income (available-for-sale), in continuous unrealized loss position for less than 12 months, without allowance for credit loss. Includes beneficial interest in securitized financial asset.

+ References

Reference 1: http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-7Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 326 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479106/326-30-50-5

+ Details

Name:us-gaap_DebtSecuritiesAvailableForSaleContinuousUnrealizedLossPositionLessThan12MonthsAccumulatedLoss Namespace Prefix:us-gaap_ Data Type: xbrli:monetaryItemType Balance Type:debit Period Type:instant

- Definition

Amount of investment in debt security measured at fair value with change in fair value recognized in other comprehensive income (available-for-sale), in unrealized loss position without allowance for credit loss.

+ References

Reference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 326 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479081/326-30-55-8Reference 2: http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-6Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 326 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479106/326-30-50-4

+ Details

Name:us-gaap_DebtSecuritiesAvailableForSaleUnrealizedLossPosition Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:instant

- Definition

Amount of accumulated unrealized loss on investment in debt security measured at fair value with change in fair value recognized in other comprehensive income (available-for-sale), in unrealized loss position, without allowance for credit loss. Includes beneficial interest in securitized financial asset.

+ References

Reference 1: http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Subparagraph (a)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-6Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 326 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (a)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479106/326-30-50-4

+ Details

Name:us-gaap_DebtSecuritiesAvailableForSaleUnrealizedLossPositionAccumulatedLoss Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit

Period Type:instant

- Definition

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.

+ References

Reference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-2Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (aa) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (aaa) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-2Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-2Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-2Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-3Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-3Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-3Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-3Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-3

+ Details

Name:us-gaap_ScheduleOfAvailableForSaleSecuritiesLineItems Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration

- Details

Name:us-gaap_FinancialInstrumentAxis=us-gaap_USTreasurySecuritiesMember Namespace Prefix: Data Type:na Balance Type: Period Type:

- Details

Name:us-gaap_FinancialInstrumentAxis=eras_UsGovernmentAgenciesShortTermSecuritiesMember Namespace Prefix: Data Type:na Balance Type: Period Type:

- Details

Name:us-gaap_FinancialInstrumentAxis=us-gaap_CorporateDebtSecuritiesMember Namespace Prefix: Data Type:na Balance Type: Period Type:

- Details

Name:us-gaap_FinancialInstrumentAxis=us-gaap_CommercialPaperMember Namespace Prefix: Data Type:na Balance Type: Period Type: XML 48 R40.htm IDEA: XBRL DOCUMENT

Marketable Securities - Additional Information (Details) $ in Thousands

	Sep. 30, 2024	Dec. 31, 2023
	USD ($)	USD ($)
	Position	Position
Investments, Debt and Equity Securities [Abstract]		
Available of sale securities, unrealized loss position, Number of positions | Position	722	
Available for sale securities, gross unrealized loss position	$ 44,813	$ 105,554
Available of sale securities, unrealized loss position, greater than 12 months, Number of positions | Position	30	
Available of sale securities, unrealized loss position, greater than 12 months	$ 14,976	
Available-for-sale securities, accrued interest	$ 2,400	$ 1,100
Debt Securities, Available-for-Sale, Accrued Interest, after Allowance for Credit Loss, Current, Statement of Financial Position [Extensible Enumeration]	Prepaid expenses and other current assets	Prepaid expenses and other current assets

- Definition

Amount, after allowance for credit loss, of accrued interest on investment in debt security measured at fair value with change in fair value recognized in other comprehensive income (available-for-sale), classified as current.

+ References

Reference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2A -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-2AReference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 326 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479130/326-30-45-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 326 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 3A -Publisher FASB -URI https://asc.fasb.org/1943274/2147479106/326-30-50-3A

+ Details

Name:us-gaap_DebtSecuritiesAvailableForSaleAccruedInterestAfterAllowanceForCreditLossCurrent Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:instant

- Definition

Indicates line item in statement of financial position that includes accrued interest, after allowance for credit loss, on investment in debt security measured at fair value with change in fair value recognized in other comprehensive income (available-for-sale), classified as current.

+ References

Reference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 326 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 3A -Publisher FASB -URI https://asc.fasb.org/1943274/2147479106/326-30-50-3A

+ Details

*Name:us-gaap_DebtSecuritiesAvailableForSaleAccruedInterestAfterAllowanceForCreditLossCurrentStatementOfFinancialPositionExtensibleList Namespace Prefix:us-gaap_*

Data Type:enum2:enumerationSetItemType Balance Type:na Period Type:instant

- Definition

Amount of investment in debt security measured at fair value with change in fair value recognized in other comprehensive income (available-for-sale), in continuous unrealized loss position for more than 12 months, without allowance for credit loss. Includes beneficial interest in securitized financial asset.

+ References

Reference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 326 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479081/326-30-55-8Reference 2: http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-7Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 326 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479106/326-30-50-5

+ Details

Name:us-gaap_DebtSecuritiesAvailableForSaleContinuousUnrealizedLossPosition12MonthsOrLonger Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:instant

- Definition

Number of investments in debt securities measured at fair value with change in fair value recognized in other comprehensive income (available-for-sale), in continuous unrealized loss position for 12 months or longer, without an allowance for credit loss. Includes beneficial interest in securitized financial asset.

+ References

Reference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 326 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (b)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479106/326-30-50-4

+ Details

Name:us-gaap_DebtSecuritiesAvailableForSaleContinuousUnrealizedLossPosition12MonthsOrLongerNumberOfPositions Namespace Prefix:us-gaap_ Data Type: xbrli:integerItemType Balance Type:na Period Type:instant

- Definition

Amount of investment in debt security measured at fair value with change in fair value recognized in other comprehensive income (available-for-sale), in unrealized loss position without allowance for credit loss.

+ References

Reference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 326 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479081/326-30-55-8Reference 2: http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-6Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 326 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479106/326-30-50-4

+ Details

Name:us-gaap_DebtSecuritiesAvailableForSaleUnrealizedLossPosition Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:instant

- Definition

Number of investments in debt securities measured at fair value with change in fair value recognized in other comprehensive income (available-for-sale), in unrealized loss position, without allowance for credit loss. Includes beneficial interest in securitized financial asset.

+ References

Reference 1: http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Subparagraph (b)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-6Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 326 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (b)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479106/326-30-50-4

+ Details

Name:us-gaap_DebtSecuritiesAvailableForSaleUnrealizedLossPositionNumberOfPositions Namespace Prefix:us-gaap_ Data Type:xbrli:integerItemType Balance Type:na Period Type:instant

- References

No definition available.

+ Details

Name:us-gaap_InvestmentsDebtAndEquitySecuritiesAbstract Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration XML 49 R41.htm IDEA: XBRL DOCUMENT

Property and Equipment, Net - Schedule of Property and Equipment, Net (Details) - USD ($) $ in Thousands Sep. 30, 2024 Dec. 31, 2023 Property Plant And Equipment [Line Items] Property and equipment $ 26,343 $ 29,559 Less accumulated depreciation and amortization (9,190) (7,232) Property and equipment, net 17,153 22,327 Laboratory Equipment Property Plant And Equipment [Line Items] Property and equipment 4,751 5,620 Furniture and Fixtures Property Plant And Equipment [Line Items] Property and equipment 3,712 4,099 Leasehold Improvements Property Plant And Equipment [Line Items] Property and equipment 16,313 18,173 Computer Equipment and Software Property Plant And Equipment [Line Items] Property and equipment $ 1,567 $ 1,667

- Definition

Amount of accumulated depreciation, depletion and amortization for physical assets used in the normal conduct of business to produce goods and services.

+ References

Reference 1: 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)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(14)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 360 -SubTopic 10 -Section 50 -Paragraph 1 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482099/360-10-50-1

+ Details

Name:us-gaap_AccumulatedDepreciationDepletionAndAmortizationPropertyPlantAndEquipment Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:instant

- Definition

Amount before accumulated depreciation, depletion and amortization of physical assets used in the normal conduct of business and not intended for resale. Examples include, but are not limited to, land, buildings, machinery and equipment, office equipment, and furniture and fixtures.

+ References

Reference 1: 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-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(13)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: 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

+ Details
Name:us-gaap_PropertyPlantAndEquipmentGross Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:instant

- Definition

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.

+ References

Reference 1: 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

+ Details
Name:us-gaap_PropertyPlantAndEquipmentLineItems Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration

- Definition

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.

+ References

Reference 1: 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/1943274/2147482099/360-10-50-1Reference 2: 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/1943274/2147478964/842-20-50-7AReference 3: 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/1943274/2147481372/852-10-55-10Reference 4: 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-S99-1Reference 5: 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

+ Details
Name:us-gaap_PropertyPlantAndEquipmentNet Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:instant

- Details
Name:us-gaap_PropertyPlantAndEquipmentByTypeAxis=eras_LaboratoryEquipmentMember Namespace Prefix: Data Type:na Balance Type: Period Type:
- Details
Name:us-gaap_PropertyPlantAndEquipmentByTypeAxis=us-gaap_FurnitureAndFixturesMember Namespace Prefix: Data Type:na Balance Type: Period Type:
- Details
Name:us-gaap_PropertyPlantAndEquipmentByTypeAxis=us-gaap_LeaseholdImprovementsMember Namespace Prefix: Data Type:na Balance Type: Period Type:
- Details
Name:us-gaap_PropertyPlantAndEquipmentByTypeAxis=eras_ComputerEquipmentAndSoftwareMember Namespace Prefix: Data Type:na Balance Type: Period Type: XML 50 R42.htm IDEA: XBRL DOCUMENT

Property and Equipment, Net - Additional Information (Details) - USD ($)3 Months Ended9 Months Ended
Sep. 30, 2024
Sep. 30, 2023
Sep. 30, 2024
Sep. 30, 2023
Property, Plant and Equipment [Abstract] Depreciation and amortization expense$ 842,000$ 941,000$ 2,973,000$ 2,790,000
- Definition

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.

+ References

Reference 1: 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/1943274/2147482740/230-10-45-28Reference 2: 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/1943274/2147482785/280-10-55-48Reference 3: 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/1943274/2147482785/280-10-55-49Reference 4: 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/1943274/2147482964/270-10-50-1Reference 5: 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/1943274/2147482810/280-10-50-32Reference 6: 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

+ Details
Name:us-gaap_DepreciationDepletionAndAmortization Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration

- References

No definition available.

+ Details
Name:us-gaap_PropertyPlantAndEquipmentAbstract Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration XML 51 R43.htm IDEA: XBRL DOCUMENT
Accrued Expenses and Other Current Liabilities - Schedule of Accrued Expenses and Other Current Liabilities (Details) - USD ($) $ in Thousands Sep. 30, 2024Dec. 31, 2023
Payables and Accruals [Abstract] Accrued research and development expenses$ 14,226$ 8,803Accrued compensation8,00310,311Unvested early exercised stock option liability 464Accrued professional services427435Accrued property and equipment 13Other accruals and current liabilities514160Total$ 23,170$ 20,186
- Definition

Accrued property and equipment current.

+ References

No definition available.

+ Details
Name:eras_AccruedPropertyAndEquipmentCurrent Namespace Prefix:eras_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:instant

- Definition

Accrued research and development expenses current.

+ References

No definition available.

+ Details

Name:eras_AccruedResearchAndDevelopmentExpensesCurrent Namespace Prefix:eras_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:instant

- Definition

Other accruals and current liabilities.

+ References

No definition available.

+ Details
Name:eras_OtherAccrualsAndCurrentLiabilities Namespace Prefix:eras_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:instant

- Definition

Unvested early exercised stock option liability.

+ References

No definition available.

+ Details
Name:eras_UnvestedEarlyExercisedStockOptionLiability Namespace Prefix:eras_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:instant

- Definition

Carrying value as of the balance sheet date of obligations, excluding pension and other postretirement benefits, incurred through that date and payable for perquisites provided to employees pertaining to services received from them. Used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle if longer).

+ References

Reference 1: 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

+ Details
Name:us-gaap_AccruedEmployeeBenefitsCurrent Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:instant

- Definition

Amount of expenses incurred but not yet paid nor invoiced, and liabilities classified as other.

+ References

No definition available.

+ Details
Name:us-gaap_AccruedLiabilitiesAndOtherLiabilities Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:instant

- Definition

Carrying value as of the balance sheet date of obligations incurred through that date and payable for professional fees, such as for legal and accounting services received. Used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle if longer).

+ References

Reference 1: 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

+ Details
Name:us-gaap_AccruedProfessionalFeesCurrent Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:instant

- References

No definition available.

+ Details
Name:us-gaap_PayablesAndAccrualsAbstract Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration XML 52 R44.htm IDEA: XBRL DOCUMENT
Asset Acquisitions - Additional Information (Details) - USD ($) 1 Months Ended 3 Months Ended 9 Months Ended
Nov. 30, 2020
Sep. 30, 2024
Sep. 30, 2023
Sep. 30, 2024
Sep. 30, 2023
Dec. 31, 2023
Asset Acquisition [Line Items] In-process research and development $ 22,500,000 Asanа Merger Agreement Asset Acquisition [Line Items] Upfront payment made $ 20,000,000 Future development and regulatory milestone cash payments maximum $ 90,000,000 Additional shares required to issue upon achieving development milestone 3,888,889 In-process research and development $ 0 $ 0 $ 0 Milestones accrued $ 0 $ 0 $ 0 Asana Merger Agreement | Series B-2 Convertible Preferred Stock Asset Acquisition [Line Items] Shares issued 4,000,000 Value per share $ 7.5 Total fair value of equity $ 30,000,000 Asana Merger Agreement | Series B-2 Convertible Preferred Stock | Common Stock | IPO Asset Acquisition [Line Items] Convertible preferred stock converted into shares of common stock 3,333,333

- Definition

Additional shares required to issue upon achieving development milestone.

+ References

No definition available.

+ Details
Name:eras_AdditionalSharesRequiredToIssueUponAchievingDevelopmentMilestone Namespace Prefix:eras_ Data Type:xbrli:sharesItemType Balance Type:na Period Type:duration

- Definition

Future development and regulatory milestone cash payments maximum.

+ References

No definition available.

+ Details

Name:eras_FutureDevelopmentAndRegulatoryMilestoneCashPaymentsMaximum Namespace Prefix:eras_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:instant

- Definition

In process research and development expense.

+ References

No definition available.

+ Details

Name:eras_InProcessResearchAndDevelopmentExpense Namespace Prefix:eras_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration

- Definition

Milestones accrued.

+ References

No definition available.

+ Details

Name:eras_MilestonesAccrued Namespace Prefix:eras_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:instant

- Definition

Upfront payment made.

+ References

No definition available.

+ Details

Name:eras_UpfrontPaymentMade Namespace Prefix:eras_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration

- Definition

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.

+ References

Reference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 805 -SubTopic 50 -Name Accounting Standards Codification -Section 15 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480123/805-50-15-3

+ Details

Name:us-gaap_AssetAcquisitionLineItems Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration

- Definition

Value of equity interests (such as common shares, preferred shares, or partnership interest) issued or issuable to acquire the entity.

+ References

Reference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 805 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b)(4) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479581/805-30-50-1

+ Details

Name:us-gaap_BusinessAcquisitionEquityInterestIssuedOrIssuableValueAssigned Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:instant

- Definition

Number of shares of equity interests issued or issuable to acquire entity.

+ References

Reference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 805 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b)(4) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479581/805-30-50-1

+ Details

Name:us-gaap_BusinessAcquisitionEquityInterestsIssuedOrIssuableNumberOfSharesIssued Namespace Prefix:us-gaap_ Data Type:xbrli:sharesItemType Balance Type:na Period Type:duration

- Definition

Price of a single share of a number of saleable stocks paid or offered to be paid in a business combination.

+ References

No definition available.

+ Details

Name:us-gaap_BusinessAcquisitionSharePrice Namespace Prefix:us-gaap_ Data Type:dtr-types:perShareItemType Balance Type:na Period Type:instant

- Definition

Number of shares issued during the period as a result of the conversion of convertible securities.

+ References

Reference 1: 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/1943274/2147481112/505-10-50-2Reference 2: 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-S99-1Reference 3: 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-S99-1Reference 4: 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/1943274/2147481139/470-20-50-1EReference 5: 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-S99-1Reference 6: 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

+ Details
Name:us-gaap_StockIssuedDuringPeriodSharesConversionOfConvertibleSecurities Namespace Prefix:us-gaap_ Data Type:xbrli:sharesItemType Balance Type:na Period Type: duration

- Details
Name:us-gaap_BusinessAcquisitionAxis=eras_AsanaMergerAgreementMember Namespace Prefix: Data Type:na Balance Type: Period Type:

- Details
Name:us-gaap_StatementClassOfStockAxis=eras_SeriesB2ConvertiblePreferredStockMember Namespace Prefix: Data Type:na Balance Type: Period Type:

- Details
Name:us-gaap_StatementEquityComponentsAxis=us-gaap_CommonStockMember Namespace Prefix: Data Type:na Balance Type: Period Type:

- Details
Name:us-gaap_SubsidiarySaleOfStockAxis=us-gaap_IPOMember Namespace Prefix: Data Type:na Balance Type: Period Type: XML 53 R45.htm IDEA: XBRL DOCUMENT

License Agreements - Additional Information (Details) - USD ($)1 Months Ended3 Months Ended9 Months Ended
May 31, 2024
Dec. 31, 2022
Mar. 31, 2022
Jan. 31, 2021
Apr. 30, 2020
Mar. 31, 2020
Feb. 29, 2020
Sep. 30, 2024
Sep. 30, 2023
Sep. 30, 2024
Sep. 30, 2023

License Agreements [Line Items] In-process research and development $ 22,500,000 License Agreement | Novartis Pharma AG License Agreements [Line Items] Upfront payment $ 20,000,000 In-process research and development $ 0$ 00$ 0Stock issued, value $ 80,000,000 Stock issued and sold 12,307,692 License Agreement | Novartis Pharma AG | Maximum License Agreements [Line Items] Development and regulatory milestone payments obligation $ 80,000,000 Sales milestone payments obligation $ 200,000,000 License Agreement | NiKang Therapeutics, Inc. License Agreements [Line Items] Upfront payment $ 5,000,000 Reimbursement of certain initial manufacturing costs 400,000 Payment for US patent application $ 7,000,000 In-process research and development 0000License Agreement | NiKang Therapeutics, Inc. | First Licensed Product License Agreements [Line Items] Payment of development and regulatory milestone obligation $ 4,000,000 License Agreement | NiKang Therapeutics, Inc. | First Licensed Product | Maximum License Agreements [Line Items] Development and regulatory milestone payments obligation 16,000,000 Commercial milestone payments obligation 157,000,000 License Agreement | NiKang Therapeutics, Inc. | Second Licensed Product License Agreements [Line Items] Development and regulatory milestone payments obligation 12,000,000 Commercial milestone payments obligation $ 151,000,000 License Agreement | Katmai Pharmaceuticals, Inc. License Agreements [Line Items] Upfront payment $ 5,700,000 Payment of development and regulatory milestone obligation $ 2,000,000 In-process research and development 0$ 00 $ 0License Agreement | Katmai Pharmaceuticals, Inc. | Series B-1 Convertible Preferred Stock and Series B-2 Convertible Preferred Stock License Agreements [Line Items] Stock issued, value $ 2,700,000 License Agreement | Katmai Pharmaceuticals, Inc. | Series B-1 Convertible Preferred Stock and Series B-2 Convertible Preferred Stock | IPO License Agreements [Line Items] Conversion of convertible preferred stock into common stock 395,555 License Agreement | Katmai Pharmaceuticals, Inc. | Series B-1 Convertible Preferred Stock License Agreements [Line Items] Stock issued, value $ 1,800,000 Stock issued and sold 356,000 License Agreement | Katmai Pharmaceuticals, Inc. | Series B-2 Convertible Preferred Stock License Agreements [Line Items] Stock issued, value $ 900,000 Stock issued and sold 118,666 License Agreement | Katmai Pharmaceuticals, Inc. | Maximum License Agreements [Line Items] Development

and regulatory milestone payments obligation $ 26,000,000 Commercial milestone payments obligation $ 101,000,000 Joyo License Agreement | Guangzhou Joyo Pharmatech Co., Ltd. License Agreements [Line Items] Upfront payment $ 12,500,000 In-process research and development 0 12,500,000 Joyo License Agreement | Guangzhou Joyo Pharmatech Co., Ltd. | Maximum License Agreements [Line Items] Development and regulatory milestone payments obligation 51,500,000 Development and regulatory milestone payments obligation if territory expanded 57,500,000 Commercial milestone payments obligation 125,000,000 Joyo License Agreement | Guangzhou Joyo Pharmatech Co., Ltd. | Phase 2 Clinical Trial License Agreements [Line Items] Payment for option to expand territory of license on or prior to first dosing of first patient 50,000,000 Payment for option to expand territory of license after first dosing of first patient 150,000,000 Medshine License Agreement | Medshine Discovery Inc. License Agreements [Line Items] Upfront payment 10,000,000 In-process research and development $ 0 $ 10,000,000 Medshine License Agreement | Medshine Discovery Inc. | Maximum License Agreements [Line Items] Development and regulatory milestone payments obligation 30,000,000 Commercial milestone payments obligation $ 130,000,000

- Definition

Commercial milestone payments obligation.

+ References

No definition available.

+ Details

Name:eras_CommercialMilestonePaymentsObligation Namespace Prefix:eras_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration

- Definition

Development and regulatory milestone payments obligation.

+ References

No definition available.

+ Details

Name:eras_DevelopmentAndRegulatoryMilestonePaymentsObligation Namespace Prefix:eras_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration

- Definition

Development and regulatory milestone payments obligation if territory expanded.

+ References

No definition available.

+ Details

Name:eras_DevelopmentAndRegulatoryMilestonePaymentsObligationIfTerritoryExpanded Namespace Prefix:eras_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration

- Definition

In process research and development expense.

+ References

No definition available.

+ Details

Name:eras_InProcessResearchAndDevelopmentExpense Namespace Prefix:eras_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration

- Definition

License agreements.

+ References

No definition available.

+ Details

Name:eras_LicenseAgreementsLineItems Namespace Prefix:eras_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration

- Definition

Payment for option to expand territory of license after first dosing of first patient.

+ References

No definition available.

+ Details

Name:eras_PaymentForOptionToExpandTerritoryOfLicenseAfterFirstDosingOfFirstPatient Namespace Prefix:eras_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration

- Definition

Payment for option to expand territory of license on or prior to first dosing of first patient.

+ References

No definition available.

+ Details

Name:eras_PaymentForOptionToExpandTerritoryOfLicenseOnOrPriorToFirstDosingOfFirstPatient Namespace Prefix:eras_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration

- Definition

Payment of Development and Regulatory Milestone Obligation

+ References

No definition available.

+ Details

Name:eras_PaymentOfDevelopmentAndRegulatoryMilestoneObligation Namespace Prefix:eras_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration

- Definition

Payment related to publication of US patent application.

+ References

No definition available.

+ Details

Name:eras_PaymentRelatedToPublicationOfUSPatentApplication Namespace Prefix:eras_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration

- Definition

Reimbursement of certain initial manufacturing costs.

+ References

No definition available.

+ Details

Name:eras_ReimbursementOfCertainInitialManufacturingCosts Namespace Prefix:eras_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration

- Definition

Sales milestone payments obligation.

+ References

No definition available.

+ Details

Name:eras_SalesMilestonePaymentsObligation Namespace Prefix:eras_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration

- Definition

Upfront payment.

+ References

No definition available.

+ Details

Name:eras_UpfrontPayment Namespace Prefix:eras_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration

- Definition

Number of shares issued for each share of convertible preferred stock that is converted.

+ References

Reference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(27)) -SubTopic 10 -Topic 210 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: 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-S99-1Reference 3: 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/1943274/2147481112/505-10-50-3Reference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-6Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 16 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-16

+ Details

Name:us-gaap_ConvertiblePreferredStockSharesIssuedUponConversion Namespace Prefix:us-gaap_ Data Type:xbrli:sharesItemType Balance Type:na Period Type:instant

- Definition

Number of new stock issued during the period.

+ References

Reference 1: 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/1943274/2147481112/505-10-50-2Reference 2: 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-S99-1Reference 3: 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-S99-1Reference 4: 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/1943274/2147478448/946-505-50-2Reference 5: 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-S99-3Reference 6: 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-S99-3Reference 7: 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

+ Details

Name:us-gaap_StockIssuedDuringPeriodSharesNewIssues Namespace Prefix:us-gaap_ Data Type:xbrli:sharesItemType Balance Type:na Period Type:duration

- Definition

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.

+ References

Reference 1: 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/1943274/2147481112/505-10-50-2Reference 2: 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-S99-1Reference 3: 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-S99-1Reference 4: 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/1943274/2147479168/946-830-55-11Reference 5: 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/1943274/2147478009/946-205-45-4Reference 6: 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/1943274/2147478448/946-505-50-2Reference 7: 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-S99-3Reference 8: 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

+ Details
Name:us-gaap_StockIssuedDuringPeriodValueNewIssues Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration

- Details
Name:us-gaap_TypeOfArrangementAxis=eras_LicenseAgreementMember Namespace Prefix: Data Type:na Balance Type: Period Type:

- Details
Name:srt_CounterpartyNameAxis=eras_NovartisPharmaAgMember Namespace Prefix: Data Type:na Balance Type: Period Type:

- Details
Name:srt_RangeAxis=srt_MaximumMember Namespace Prefix: Data Type:na Balance Type: Period Type:

- Details
Name:srt_CounterpartyNameAxis=eras_NiKangTherapeuticsIncorporationMember Namespace Prefix: Data Type:na Balance Type: Period Type:

- Details
Name:srt_ProductOrServiceAxis=eras_FirstLicensedProductMember Namespace Prefix: Data Type:na Balance Type: Period Type:

- Details
Name:srt_ProductOrServiceAxis=eras_SecondLicensedProductMember Namespace Prefix: Data Type:na Balance Type: Period Type:

- Details
Name:srt_CounterpartyNameAxis=eras_KatmaiPharmaceuticalsIncorporationMember Namespace Prefix: Data Type:na Balance Type: Period Type:

- Details
Name:us-gaap_StatementClassOfStockAxis=eras_SeriesB1ConvertiblePreferredStockAndSeriesB2ConvertiblePreferredStockMember Namespace Prefix: Data Type:na Balance Type: Period Type:

- Details
Name:us-gaap_SubsidiarySaleOfStockAxis=us-gaap_IPOMember Namespace Prefix: Data Type:na Balance Type: Period Type:

- Details
Name:us-gaap_StatementClassOfStockAxis=eras_SeriesB1ConvertiblePreferredStockMember Namespace Prefix: Data Type:na Balance Type: Period Type:

- Details
Name:us-gaap_StatementClassOfStockAxis=eras_SeriesB2ConvertiblePreferredStockMember Namespace Prefix: Data Type:na Balance Type: Period Type:

- Details
Name:us-gaap_TypeOfArrangementAxis=eras_JoyoLicenseAgreementMember Namespace Prefix: Data Type:na Balance Type: Period Type:

- Details
Name:srt_CounterpartyNameAxis=eras_GunagzhouJoyoPharmatechCoLtdMember Namespace Prefix: Data Type:na Balance Type: Period Type:

- Details
Name:srt_ProductOrServiceAxis=eras_Phase2ClinicalTrialMember Namespace Prefix: Data Type:na Balance Type: Period Type:

- Details
Name:us-gaap_TypeOfArrangementAxis=eras_MedshineLicenseAgreementMember Namespace Prefix: Data Type:na Balance Type: Period Type:

- Details
Name:srt_CounterpartyNameAxis=eras_MedshineDiscoveryIncMember Namespace Prefix: Data Type:na Balance Type: Period Type: XML 54 R46.htm IDEA: XBRL DOCUMENT Stock-based Compensation - Additional Information (Details) - USD ($) 1 Months Ended3 Months Ended5 Months Ended9 Months Ended
May 21, 2024
Jul. 31, 2021
Sep. 30, 2024
Sep. 30, 2023
Dec. 31, 2021
Sep. 30, 2024
Sep. 30, 2023
Dec. 31, 2023
Share Based Compensation Arrangement By Share Based Payment Award [Line Items] Common stock reserved for future issuance 49,273,900 49,273,900 42,394,435 Share-based compensation, shares subject to repurchase 0 0 371,876 Stock-based compensation $ 6,637,000 $ 6,238,000 $ 20,665,000 $ 20,095,000 Accrued Expenses and Other Current Liabilities Share Based Compensation Arrangement By Share Based Payment Award [Line Items] Share-based compensation, liabilities associated with shares issued with repurchase rights $ 0 $ 0 $ 464,000 Minimum Share Based Compensation Arrangement By Share Based Payment Award [Line Items] Share-based compensation, common stock grant in period, term 5 years Employee Stock Option Share Based Compensation Arrangement By Share Based Payment Award [Line Items] Common stock reserved for future issuance 34,533,440 34,533,440 24,970,957 Stock vesting period 4 years Weighted-average grant date fair value of options granted $ 1.86 $ 1.99 $ 1.29 $ 2.74 Unrecognized compensation cost related to unvested stock option grants $ 41,900,000 $ 41,900,000 Unrecognized compensation cost expected to be recognized as expense, period 2 years 6 months 10 days Intrinsic value of options exercised $ 535,000 $ 21,000 $ 705,000 $ 914,000 Share-based compensation, options granted that vest based on performance milestone 11,958,945 Employee Stock Option | Minimum | At the Time Option is Granted Share Based Compensation Arrangement By Share Based Payment Award [Line Items] Percentage of fair market value of common stock 100.00% Employee Stock Option | Minimum | For Holders of More Than 10% of Company's Total Combined Voting Power of All Classes of Stock Share Based Compensation Arrangement By Share Based Payment Award [Line Items] Percentage of fair market value of common stock 110.00% Employee Stock Option | Maximum Share Based Compensation Arrangement By Share Based Payment Award [Line Items] Share-based compensation, plan expiration period 10 years Option Repricing | Black-Scholes Option Pricing Model

Share Based Compensation Arrangement By Share Based Payment Award [Line Items] Share-based payment arrangement, incremental cost $ 1,100,000 Option Repricing | Straight-line Basis Through Premium End Date Share Based Compensation Arrangement By Share Based Payment Award [Line Items] Share-based payment arrangement, incremental cost 559,000 Option Repricing | Straight-line Basis Over Greater of Period Through Premium End Date Share Based Compensation Arrangement By Share Based Payment Award [Line Items] Share-based payment arrangement, incremental cost $ 558,000 2018 Equity Incentive Plan Share Based Compensation Arrangement By Share Based Payment Award [Line Items] Share-based compensation, options granted that vest based on performance milestone 0 2021 Incentive Award Plan Share Based Compensation Arrangement By Share Based Payment Award [Line Items] Common stock reserved for future issuance 12,912,223 12,912,223 Shares of common stock, authorized for issuance 15,150,000 Percentage of outstanding common stock maximum 5.00% 2021 Incentive Award Plan | Option Repricing Share Based Compensation Arrangement By Share Based Payment Award [Line Items] Share-based compensation, options repriced 7,478,918 Decrease in stock option, exercise price $ 2.35 ESPP Share Based Compensation Arrangement By Share Based Payment Award [Line Items] Common stock reserved for future issuance 1,260,000 Unrecognized compensation cost related to unvested stock option grants $ 891,000 $ 891,000 Unrecognized compensation cost expected to be recognized as expense, period 1 year 2 months 19 days Stock-based compensation 156,000 $ 198,000 $ 600,000 $ 1,300,000 Share-based payment arrangement, withheld on behalf of employees for future purchase $ 305,000 $ 305,000 $ 46,000 Offering period 24 months Purchase period 6 months Shares issued under ESPP 00 252,444223,696 ESPP | Minimum Share Based Compensation Arrangement By Share Based Payment Award [Line Items] Percentage of fair market value of common stock 85.00%

- Definition

Share-based compensation arrangement by share-based payment award offering period.

+ References

No definition available.

+ Details

Name:eras_ShareBasedCompensationArrangementByShareBasedPaymentAwardOfferingPeriod Namespace Prefix:eras_ Data Type:xbrli:durationItemType Balance Type:na Period Type:duration

- Definition

Share-based compensation arrangement by share-based payment award, options repriced in period.

+ References

No definition available.

+ Details

Name:eras_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsRepricedInPeriod Namespace Prefix:eras_ Data Type:xbrli:sharesItemType Balance Type:na Period Type:duration

- Definition

Share-based compensation arrangement by share-based payment award purchase period.

+ References

No definition available.

+ Details

Name:eras_ShareBasedCompensationArrangementByShareBasedPaymentAwardPurchasePeriod Namespace Prefix:eras_ Data Type:xbrli:durationItemType Balance Type:na Period Type:duration

- Definition

Share-based compensation arrangement by share-based payment award, shares subject to repurchase.

+ References

No definition available.

+ Details

Name:eras_ShareBasedCompensationArrangementByShareBasedPaymentAwardSharesSubjectToRepurchase Namespace Prefix:eras_ Data Type:xbrli:sharesItemType Balance Type:na Period Type:instant

- Definition

Share-based compensation by share-based payment award common stock granted in period, term.

+ References

No definition available.

+ Details

Name:eras_ShareBasedCompensationByShareBasedPaymentAwardOptionsGrantedInPeriodTerm Namespace Prefix:eras_ Data Type:xbrli:durationItemType Balance Type:na Period Type:duration

- Definition

Share-based payment arrangement, withheld on behalf of employees for future purchase.

+ References

No definition available.

+ Details

Name:eras_ShareBasedPaymentArrangementWithheldOnBehalfOfEmployeesForFuturePurchase Namespace Prefix:eras_ Data Type:xbrli:monetaryItemType Balance Type: debit Period Type:instant

- Definition

Amount of expense for award under share-based payment arrangement. Excludes amount capitalized.

+ References

Reference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SAB Topic 14.F) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479830/718-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (h)(1)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2

+ Details

Name:us-gaap_AllocatedShareBasedCompensationExpense Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration

- Definition

Aggregate number of common shares reserved for future issuance.

+ References

Reference 1: 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

+ Details

Name:us-gaap_CommonStockCapitalSharesReservedForFutureIssuance Namespace Prefix:us-gaap_ Data Type:xbrli:sharesItemType Balance Type:na Period Type:instant

- Definition

Aggregate carrying value as of the balance sheet date of the liabilities for stock option plans and other equity-based compensation arrangements payable within one year (or the operating cycle, if longer).

+ References

Reference 1: 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

+ Details

Name:us-gaap_DeferredCompensationShareBasedArrangementsLiabilityCurrent Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:instant

- Definition

Weighted-average period over which cost not yet recognized is expected to be recognized for award under share-based payment arrangement, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents reported fact of one year, five months, and thirteen days.

+ References

Reference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2

+ Details

Name:us-gaap_EmployeeServiceShareBasedCompensationNonvestedAwardsTotalCompensationCostNotYetRecognizedPeriodForRecognition1 Namespace Prefix:us-gaap_ Data Type:xbrli:durationItemType Balance Type:na Period Type:duration

- Definition

Amount of cost to be recognized for option under share-based payment arrangement.

+ References

Reference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2

+ Details

Name:us-gaap_EmployeeServiceShareBasedCompensationNonvestedAwardsTotalCompensationCostNotYetRecognizedStockOptions Namespace Prefix:us-gaap_ Data Type: xbrli:monetaryItemType Balance Type:debit Period Type:instant

- Definition

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.

+ References

Reference 1: 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

+ Details

Name:us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardAwardVestingPeriod1 Namespace Prefix:us-gaap_ Data Type:xbrli:durationItemType Balance Type:na Period Type:duration

- Definition

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.

+ References

Reference 1: 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/1943274/2147480483/718-10-35-1DReference 2: 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/1943274/2147480483/718-10-35-3Reference 3: 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/1943274/2147480429/718-10-50-2Reference 4: 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/1943274/2147480429/718-10-50-2Reference 5: 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/1943274/2147480429/718-10-50-2Reference 6: 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/1943274/2147480429/718-10-50-2Reference 7: 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/1943274/2147480429/718-10-50-2Reference 8: 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/1943274/2147480429/718-10-50-2Reference 9: 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/1943274/2147480429/718-10-50-2Reference 10: 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/1943274/2147480429/718-10-50-2Reference 11: 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/1943274/2147480429/718-10-50-2Reference 12: 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/1943274/2147480429/718-10-50-2Reference 13: 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/1943274/2147480429/718-10-50-2Reference 14: 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/1943274/2147480429/718-10-50-2Reference 15: 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/1943274/2147480429/718-10-50-2Reference 16: 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/1943274/2147480429/718-10-50-2Reference 17: 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/1943274/2147480429/718-10-50-2Reference 18: 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/1943274/2147480429/718-10-50-2Reference 19: 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/1943274/2147480429/718-10-50-2Reference 20: 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/1943274/2147480429/718-10-50-2Reference 21: 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/1943274/2147480429/718-10-50-2Reference 22: 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/1943274/2147480429/718-10-50-2Reference 23: 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/1943274/2147480429/718-10-50-2Reference 24: 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/1943274/2147480429/718-10-50-2Reference 25: 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/1943274/2147480429/718-10-50-2Reference 26: 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/1943274/2147480429/718-10-50-2Reference 27: 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/1943274/2147480429/718-10-50-2Reference 28: 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

+ Details

Name:us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardLineItems Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration

- Definition

Number of shares authorized for issuance under share-based payment arrangement.

+ References

Reference 1: http://www.xbrl.org/2003/role/exampleRef -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

+ Details

Name:us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardNumberOfSharesAuthorized Namespace Prefix:us-gaap_ Data Type:xbrli:sharesItemType Balance Type:na Period Type:instant

- Definition

Amount of accumulated difference between fair value of underlying shares on dates of exercise and exercise price on options exercised (or share units converted) into shares.

+ References

Reference 1: 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

+ Details

Name:us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsExercisesInPeriodTotalIntrinsicValue Namespace Prefix:us-gaap_ Data Type: xbrli:monetaryItemType Balance Type:debit Period Type:duration

- Definition

Gross number of share options (or share units) granted during the period.

+ References

Reference 1: 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

+ Details

Name:us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsGrantsInPeriodGross Namespace Prefix:us-gaap_ Data Type:xbrli:sharesItemType Balance Type:na Period Type:duration

- Definition

The weighted average grant-date fair value of options granted during the reporting period as calculated by applying the disclosed option pricing methodology.

+ References

Reference 1: 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

+ Details

Name:us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsGrantsInPeriodWeightedAverageGrantDateFairValue Namespace Prefix:us-gaap_ Data Type:dtr-types:perShareItemType Balance Type:na Period Type:duration

- Definition

Maximum number of shares that may be issued in accordance with the plan as a proportion of outstanding capital stock.

+ References

No definition available.

+ Details

Name:us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardPercentageOfOutstandingStockMaximum Namespace Prefix:us-gaap_ Data Type: dtr-types:percentItemType Balance Type:na Period Type:duration

- Definition

An excess of the fair value of the modified award over the fair value of the award immediately before the modification.

+ References

Reference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (h)(2)(iii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2

+ Details

Name:us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardPlanModificationIncrementalCompensationCost Namespace Prefix:us-gaap_ Data Type: xbrli:monetaryItemType Balance Type:debit Period Type:duration

- Definition

Period from grant date that an equity-based award expires, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents the reported fact of one year, five months, and thirteen days.

+ References

Reference 1: http://www.xbrl.org/2003/role/exampleRef -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

+ Details

Name:us-gaap_SharebasedCompensationArrangementBySharebasedPaymentAwardExpirationPeriod Namespace Prefix:us-gaap_ Data Type:xbrli:durationItemType Balance Type:na Period Type:duration

- Definition

Purchase price of common stock expressed as a percentage of its fair value.

+ References

No definition available.

+ Details

Name:us-gaap_SharebasedCompensationArrangementBySharebasedPaymentAwardPurchasePriceOfCommonStockPercent Namespace Prefix:us-gaap_ Data Type: dtr-types:percentItemType Balance Type:na Period Type:duration

- Definition

Number of shares issued during the period as a result of an employee stock purchase plan.

+ References

Reference 1: 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/1943274/2147481112/505-10-50-2Reference 2: 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-S99-1Reference 3: 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-S99-1Reference 4: 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

+ Details

Name:us-gaap_StockIssuedDuringPeriodSharesEmployeeStockPurchasePlans Namespace Prefix:us-gaap_ Data Type:xbrli:sharesItemType Balance Type:na Period Type: duration

- Definition

Per share decrease in exercise price of option. Excludes change due to standard antidilution provision and option granted under share-based payment arrangement.

+ References

Reference 1: 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

+ Details

Name:us-gaap_StockOptionExercisePriceDecrease Namespace Prefix:us-gaap_ Data Type:dtr-types:perShareItemType Balance Type:na Period Type:duration

- Details

Name:us-gaap_BalanceSheetLocationAxis=us-gaap_AccountsPayableAndAccruedLiabilitiesMember Namespace Prefix: Data Type:na Balance Type: Period Type:

- Details

Name:srt_RangeAxis=srt_MinimumMember Namespace Prefix: Data Type:na Balance Type: Period Type:

- Details

Name:us-gaap_AwardTypeAxis=us-gaap_EmployeeStockOptionMember Namespace Prefix: Data Type:na Balance Type: Period Type:

- Details

Name:srt_StatementScenarioAxis=eras_AtTimeOptionIsGrantedMember Namespace Prefix: Data Type:na Balance Type: Period Type:

- Details
Name:srt_StatementScenarioAxis=eras_ForHoldersOfMoreThanTenPercentOfCombinedVotingPowerOfAllClassesOfStockMember Namespace Prefix: Data Type:na Balance Type: Period Type:

- Details
Name:srt_RangeAxis=srt_MaximumMember Namespace Prefix: Data Type:na Balance Type: Period Type:

- Details
Name:us-gaap_AwardTypeAxis=eras_OptionRepricingMember Namespace Prefix: Data Type:na Balance Type: Period Type:

- Details
Name:us-gaap_ValuationTechniqueAxis=eras_BlackScholesOptionPricingModelMember Namespace Prefix: Data Type:na Balance Type: Period Type:

- Details
Name:us-gaap_ValuationTechniqueAxis=eras_StraightLineBasisThroughPremiumEndDateMember Namespace Prefix: Data Type:na Balance Type: Period Type:

- Details
Name:us-gaap_ValuationTechniqueAxis=eras_StraightLineBasisOverGreaterOfPeriodThroughPremiumEndDateMember Namespace Prefix: Data Type:na Balance Type: Period Type:

- Details
Name:us-gaap_PlanNameAxis=eras_TwoThousandEighteenEquityIncentivePlanMember Namespace Prefix: Data Type:na Balance Type: Period Type:

- Details
Name:us-gaap_PlanNameAxis=eras_TwoThousandTwentyOneIncentiveAwardPlanMember Namespace Prefix: Data Type:na Balance Type: Period Type:

- Details
Name:us-gaap_PlanNameAxis=eras_EmployeeStockPurchasePlanMember Namespace Prefix: Data Type:na Balance Type: Period Type: XML 55 R47.htm IDEA: XBRL DOCUMENT
Stock-based Compensation - Summary of Stock Option Activity (Details) - Employee Stock Option $ / shares in Units, $ in Thousands9 Months Ended12 Months Ended
Sep. 30, 2024
USD ($)
$ / shares
shares
Dec. 31, 2023
USD ($)
$ / shares
shares
Share-Based Compensation Arrangement By Share-Based Payment Award [Line Items] Shares Outstanding at December 31, 2023 | shares24,970,957 Shares Granted | shares11,958,945 Shares Exercised | shares(441,196) Shares Canceled | shares(1,955,266) Shares Outstanding at June 30, 2024 | shares34,533,44024,970,957Shares Options exercisable at June 30, 2024 | shares16,767,573 Weighted-average exercise price, Outstanding at December 31, 2023 | $ / shares$ 4.98 Weighted-average exercise price, Granted | $ / shares1.79 Weighted-average exercise price, Exercised | $ / shares1 Weighted-average exercise price, Canceled | $ / shares4.13 Weighted-average exercise price, Outstanding at June 30, 2024 | $ / shares3.97$ 4.98Weighted-average exercise price, Options exercisable at June 30, 2024 | $ / shares$ 4.67 Weighted-average remaining contractual term (years), Outstanding7 years 10 months 13 days8 years 1 month 13 daysWeighted-average remaining contractual term (years), Options exercisable at June 30, 20246 years 10 months 17 days Aggregate intrinsic value, Outstanding | $$ 16,661$ 4,412Aggregate intrinsic value, Options exercisable at June 30, 2024 | $$ 7,412
- Definition

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.

+ References

Reference 1: 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/1943274/2147480483/718-10-35-1DReference 2: 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/1943274/2147480483/718-10-35-3Reference 3: 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/1943274/2147480429/718-10-50-2Reference 4: 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/1943274/2147480429/718-10-50-2Reference 5: 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/1943274/2147480429/718-10-50-2Reference 6: 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/1943274/2147480429/718-10-50-2Reference 7: 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/1943274/2147480429/718-10-50-2Reference 8: 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/1943274/2147480429/718-10-50-2Reference 9: 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/1943274/2147480429/718-10-50-2Reference 10: 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/1943274/2147480429/718-10-50-2Reference 11: 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/1943274/2147480429/718-10-50-2Reference 12: 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/1943274/2147480429/718-10-50-2Reference 13: 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/1943274/2147480429/718-10-50-2Reference 14: 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/1943274/2147480429/718-10-50-2Reference 15: 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/1943274/2147480429/718-10-50-2Reference 16: 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/1943274/2147480429/718-10-50-2Reference 17: 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/1943274/2147480429/718-10-50-2Reference 18: 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/1943274/2147480429/718-10-50-2Reference 19: 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/1943274/2147480429/718-10-50-2Reference 20: 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/1943274/2147480429/718-10-50-2Reference 21: 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/1943274/2147480429/718-10-50-2Reference 22: 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/1943274/2147480429/718-10-50-2Reference 23: 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/1943274/2147480429/718-10-50-2Reference 24: 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/1943274/2147480429/718-10-50-2Reference 25: 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/1943274/2147480429/718-10-50-2Reference 26: 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/1943274/2147480429/718-10-50-2Reference 27: 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/1943274/2147480429/718-10-50-2Reference 28: 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

+ Details

Name:us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardLineItems Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration

- Definition

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.

+ References

Reference 1: 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

+ Details

Name:us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsExercisableNumber Namespace Prefix:us-gaap_ Data Type:xbrli:sharesItemType Balance Type:na Period Type:instant

- Definition

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.

+ References

Reference 1: 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

+ Details

Name:us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsExercisableWeightedAverageExercisePrice Namespace Prefix:us-gaap_ Data Type:dtr-types:perShareItemType Balance Type:na Period Type:instant

- Definition

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.

+ References

Reference 1: 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

+ Details

Name:us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsForfeituresInPeriod Namespace Prefix:us-gaap_ Data Type:xbrli:sharesItemType Balance Type:na Period Type:duration

- Definition

Gross number of share options (or share units) granted during the period.

+ References

Reference 1: 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

+ Details

Name:us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsGrantsInPeriodGross Namespace Prefix:us-gaap_ Data Type:xbrli:sharesItemType Balance Type:na Period Type:duration

- Definition

Amount by which the current fair value of the underlying stock exceeds the exercise price of options outstanding.

+ References

Reference 1: 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

+ Details

Name:us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingIntrinsicValue Namespace Prefix:us-gaap_ Data Type: xbrli:monetaryItemType Balance Type:debit Period Type:instant

- Definition

Number of options outstanding, including both vested and non-vested options.

+ References

Reference 1: 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/1943274/2147480429/718-10-50-2Reference 2: 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

+ Details

Name:us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingNumber Namespace Prefix:us-gaap_ Data Type:xbrli:sharesItemType Balance Type:na Period Type:instant

- Definition

Weighted average price at which grantees can acquire the shares reserved for issuance under the stock option plan.

+ References

Reference 1: 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/1943274/2147480429/718-10-50-2Reference 2: 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

+ Details

Name:us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingWeightedAverageExercisePrice Namespace Prefix:us-gaap_ Data Type: dtr-types:perShareItemType Balance Type:na Period Type:instant

- Definition

Weighted average price at which option holders acquired shares when converting their stock options into shares.

+ References

Reference 1: 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

+ Details

Name:us-gaap_ShareBasedCompensationArrangementsByShareBasedPaymentAwardOptionsExercisesInPeriodWeightedAverageExercisePrice Namespace Prefix:us-gaap_ Data Type:dtr-types:perShareItemType Balance Type:na Period Type:duration

- Definition

Weighted average price at which grantees could have acquired the underlying shares with respect to stock options that were terminated.

+ References

Reference 1: 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

+ Details
Name:us-gaap_ShareBasedCompensationArrangementsByShareBasedPaymentAwardOptionsForfeituresInPeriodWeightedAverageExercisePrice Namespace Prefix:us-gaap_ Data Type:dtr-types:perShareItemType Balance Type:na Period Type:duration

- Definition

Weighted average per share amount at which grantees can acquire shares of common stock by exercise of options.

+ References

Reference 1: 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

+ Details
Name:us-gaap_ShareBasedCompensationArrangementsByShareBasedPaymentAwardOptionsGrantsInPeriodWeightedAverageExercisePrice Namespace Prefix:us-gaap_ Data Type:dtr-types:perShareItemType Balance Type:na Period Type:duration

- Definition

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.

+ References

Reference 1: 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

+ Details
Name:us-gaap_SharebasedCompensationArrangementBySharebasedPaymentAwardOptionsExercisableIntrinsicValue1 Namespace Prefix:us-gaap_ Data Type: xbrli:monetaryItemType Balance Type:debit Period Type:instant

- Definition

Weighted average remaining contractual term for vested portions of options outstanding and currently exercisable or convertible, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents the reported fact of one year, five months, and thirteen days.

+ References

Reference 1: 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

+ Details
Name:us-gaap_SharebasedCompensationArrangementBySharebasedPaymentAwardOptionsExercisableWeightedAverageRemainingContractualTerm1 Namespace Prefix: us-gaap_ Data Type:xbrli:durationItemType Balance Type:na Period Type:duration

- Definition

Weighted average remaining contractual term for option awards outstanding, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents the reported fact of one year, five months, and thirteen days.

+ References

Reference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 718 -SubTopic 10 -Subparagraph (e)(1) -Name Accounting Standards Codification -Paragraph 2 -Section 50 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2

+ Details
Name:us-gaap_SharebasedCompensationArrangementBySharebasedPaymentAwardOptionsOutstandingWeightedAverageRemainingContractualTerm2 Namespace Prefix: us-gaap_ Data Type:xbrli:durationItemType Balance Type:na Period Type:duration

- Definition

Number of share options (or share units) exercised during the current period.

+ References

Reference 1: 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/1943274/2147481112/505-10-50-2Reference 2: 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-S99-1Reference 3: 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-S99-1Reference 4: 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/1943274/2147480429/718-10-50-2Reference 5: 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

+ Details

Name:us-gaap_StockIssuedDuringPeriodSharesStockOptionsExercised Namespace Prefix:us-gaap_ Data Type:xbrli:sharesItemType Balance Type:na Period Type:duration

- Details

Name:us-gaap_AwardTypeAxis=us-gaap_EmployeeStockOptionMember Namespace Prefix: Data Type:na Balance Type: Period Type: XML 56 R48.htm IDEA: XBRL DOCUMENT Stock-based Compensation - Assumptions used to Determine Fair Value of Stock Option Grants (Details)3 Months Ended9 Months Ended
Sep. 30, 2024
Sep. 30, 2023
Sep. 30, 2024
Sep. 30, 2023
Employee Stock Option — Share-Based Compensation Arrangement by Share-Based Payment Award [Line Items] — Risk-free interest rate, minimum3.69%4.11%3.69%3.46%
Risk-free interest rate, maximum4.45%4.39%4.64%4.39%Expected volatility, minimum81.57%83.73%81.57%83.20%Expected volatility, maximum81.64%84.41%83.91%85.81%
Expected dividend yield0.00%0.00%0.00%0.00%Employee Stock Option | Minimum — Share-Based Compensation Arrangement by Share-Based Payment Award [Line Items] — Expected term (in years)6 years 7 days6 years 10 days5 years 3 months 10 days5 years 6 monthsEmployee Stock Option | Maximum — Share-Based Compensation Arrangement by Share-Based Payment Award [Line Items] — Expected term (in years)6 years 25 days6 years 29 days6 years 29 days6 years 29 daysESPP — Share-Based Compensation Arrangement by Share-Based Payment Award [Line Items] — Risk-free interest rate0.00%0.00% Risk-free interest rate, minimum 4.75%4.70%Risk-free interest rate, maximum 5.39%5.35%Expected volatility0.00%0.00% Expected volatility, minimum 68.73%72.54%Expected volatility, maximum 74.72%82.79%Expected dividend yield0.00%
0.00%0.00%0.00%ESPP | Minimum — Share-Based Compensation Arrangement by Share-Based Payment Award [Line Items] — Expected term (in years) 5 months 26 days
6 monthsESPP | Maximum — Share-Based Compensation Arrangement by Share-Based Payment Award [Line Items] — Expected term (in years) 1 year 11 months 26 days
1 year 11 months 26 days

- Definition

The estimated dividend rate (a percentage of the share price) to be paid (expected dividends) to holders of the underlying shares over the option's term.

+ References

Reference 1: 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

+ Details

Name:us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsExpectedDividendRate Namespace Prefix:us-gaap_ Data Type: dtr-types:percentItemType Balance Type:na Period Type:duration

- Definition

The estimated measure of the percentage by which a share price is expected to fluctuate during a period. Volatility also may be defined as a probability-weighted measure of the dispersion of returns about the mean. The volatility of a share price is the standard deviation of the continuously compounded rates of return on the share over a specified period. That is the same as the standard deviation of the differences in the natural logarithms of the stock prices plus dividends, if any, over the period.

+ References

Reference 1: 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

+ Details

Name:us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsExpectedVolatilityRate Namespace Prefix:us-gaap_ Data Type: dtr-types:percentItemType Balance Type:na Period Type:duration

- Definition

The estimated measure of the maximum percentage by which a share price is expected to fluctuate during a period. Volatility also may be defined as a probability-weighted measure of the dispersion of returns about the mean. The volatility of a share price is the standard deviation of the continuously compounded rates of return on the share over a specified period. That is the same as the standard deviation of the differences in the natural logarithms of the stock prices plus dividends, if any, over the period.

+ References

No definition available.

+ Details

Name:us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsExpectedVolatilityRateMaximum Namespace Prefix:us-gaap_ Data Type:dtr-types:percentItemType Balance Type:na Period Type:duration

- Definition

The estimated measure of the minimum percentage by which a share price is expected to fluctuate during a period. Volatility also may be defined as a probability-weighted measure of the dispersion of returns about the mean. The volatility of a share price is the standard deviation of the continuously compounded rates of return on the share over a specified period. That is the same as the standard deviation of the differences in the natural logarithms of the stock prices plus dividends, if any, over the period.

+ References

No definition available.

+ Details

Name:us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsExpectedVolatilityRateMinimum Namespace Prefix:us-gaap_ Data Type:dtr-types:percentItemType Balance Type:na Period Type:duration

- Definition

The risk-free interest rate assumption that is used in valuing an option on its own shares.

+ References

Reference 1: 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

+ Details

Name:us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsRiskFreeInterestRate Namespace Prefix:us-gaap_ Data Type: dtr-types:percentItemType Balance Type:na Period Type:duration

- Definition

The maximum risk-free interest rate assumption that is used in valuing an option on its own shares.

+ References

No definition available.

+ Details

Name:us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsRiskFreeInterestRateMaximum Namespace Prefix:us-gaap_ Data Type:dtr-types:percentItemType Balance Type:na Period Type:duration

- Definition

The minimum risk-free interest rate assumption that is used in valuing an option on its own shares.

+ References

No definition available.

+ Details

Name:us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsRiskFreeInterestRateMinimum Namespace Prefix:us-gaap_ Data Type:dtr-types:percentItemType Balance Type:na Period Type:duration

- Definition

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.

+ References

Reference 1: 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/1943274/2147480483/718-10-35-1DReference 2: 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/1943274/2147480483/718-10-35-3Reference 3: 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/1943274/2147480429/718-10-50-2Reference 4: 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/1943274/2147480429/718-10-50-2Reference 5: 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/1943274/2147480429/718-10-50-2Reference 6: 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/1943274/2147480429/718-10-50-2Reference 7: 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/1943274/2147480429/718-10-50-2Reference 8: 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/1943274/2147480429/718-10-50-2Reference 9: 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/1943274/2147480429/718-10-50-2Reference 10: 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/1943274/2147480429/718-10-50-2Reference 11: 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/1943274/2147480429/718-10-50-2Reference 12: 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/1943274/2147480429/718-10-50-2Reference 13: 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/1943274/2147480429/718-10-50-2Reference 14: 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/1943274/2147480429/718-10-50-2Reference 15: 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/1943274/2147480429/718-10-50-2Reference 16: 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/1943274/2147480429/718-10-50-2Reference 17: 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/1943274/2147480429/718-10-50-2Reference 18: 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/1943274/2147480429/718-10-50-2Reference 19: 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/1943274/2147480429/718-10-50-2Reference 20: 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/1943274/2147480429/718-10-50-2Reference 21: 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/1943274/2147480429/718-10-50-2Reference 22: 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/1943274/2147480429/718-10-50-2Reference 23: 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/1943274/2147480429/718-10-50-2Reference 24: 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/1943274/2147480429/718-10-50-2Reference 25: 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/1943274/2147480429/718-10-50-2Reference 26: 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/1943274/2147480429/718-10-50-2Reference 27: 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/1943274/2147480429/718-10-50-2Reference 28: 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

+ Details

Name:us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardLineItems Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration

- Definition

Expected term of award under share-based payment arrangement, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents reported fact of one year, five months, and thirteen days.

+ References

Reference 1: 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

+ Details

Name:us-gaap_SharebasedCompensationArrangementBySharebasedPaymentAwardFairValueAssumptionsExpectedTerm1 Namespace Prefix:us-gaap_ Data Type: xbrli:durationItemType Balance Type:na Period Type:duration

- Details

Name:us-gaap_AwardTypeAxis=us-gaap_EmployeeStockOptionMember Namespace Prefix: Data Type:na Balance Type: Period Type:

- Details

Name:srt_RangeAxis=srt_MinimumMember Namespace Prefix: Data Type:na Balance Type: Period Type:

- Details

Name:srt_RangeAxis=srt_MaximumMember Namespace Prefix: Data Type:na Balance Type: Period Type:

- Details

Name:us-gaap_PlanNameAxis=eras_EmployeeStockPurchasePlanMember Namespace Prefix: Data Type:na Balance Type: Period Type: XML 57 R49.htm IDEA: XBRL DOCUMENT

Stock-based Compensation - Schedule of Stock-based Compensation Expense (Details) - USD ($) $ in Thousands3 Months Ended9 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] — Stock-based compensation$ 6,637$ 6,238$ 20,665$ 20,095Research and Development — Share-Based Compensation Arrangement By Share-Based Payment Award [Line Items] — Stock-based compensation3,1033,16210,37410,909General and Administrative — Share-Based Compensation Arrangement By Share-Based Payment Award [Line Items] — Stock-based compensation$ 3,534$ 3,076$ 10,291$ 9,186

- Definition

Amount of expense for award under share-based payment arrangement. Excludes amount capitalized.

+ References

Reference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SAB Topic 14.F) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479830/718-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (h)(1)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2

+ Details

Name:us-gaap_AllocatedShareBasedCompensationExpense Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration

- Definition

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.

+ References

Reference 1: 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/1943274/2147480483/718-10-35-1DReference 2: 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/1943274/2147480483/718-10-35-3Reference 3: 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/1943274/2147480429/718-10-50-2Reference 4: 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/1943274/2147480429/718-10-50-2Reference 5: 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/1943274/2147480429/718-10-50-2Reference 6: 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/1943274/2147480429/718-10-50-2Reference 7: 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/1943274/2147480429/718-10-50-2Reference 8: 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/1943274/2147480429/718-10-50-2Reference 9: 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/1943274/2147480429/718-10-50-2Reference 10: 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/1943274/2147480429/718-10-50-2Reference 11: 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/1943274/2147480429/718-10-50-2Reference 12: 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/1943274/2147480429/718-10-50-2Reference 13: 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/1943274/2147480429/718-10-50-2Reference 14: 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/1943274/2147480429/718-10-50-2Reference 15: 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/1943274/2147480429/718-10-50-2Reference 16: 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/1943274/2147480429/718-10-50-2Reference 17: 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/1943274/2147480429/718-10-50-2Reference 18: 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/1943274/2147480429/718-10-50-2Reference 19: 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/1943274/2147480429/718-10-50-2Reference 20: 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/1943274/2147480429/718-10-50-2Reference 21: 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/1943274/2147480429/718-10-50-2Reference 22: 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/1943274/2147480429/718-10-50-2Reference 23: 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/1943274/2147480429/718-10-50-2Reference 24: 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/1943274/2147480429/718-10-50-2Reference 25: 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/1943274/2147480429/718-10-50-2Reference 26: 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/1943274/2147480429/718-10-50-2Reference 27: 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/1943274/2147480429/718-10-50-2Reference 28: 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

+ Details

Name:us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardLineItems Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration

- Details

Name:us-gaap_IncomeStatementLocationAxis=us-gaap_ResearchAndDevelopmentExpenseMember Namespace Prefix: Data Type:na Balance Type: Period Type:

- Details

Name:us-gaap_IncomeStatementLocationAxis=us-gaap_GeneralAndAdministrativeExpenseMember Namespace Prefix: Data Type:na Balance Type: Period Type: XML 58 R50.htm IDEA: XBRL DOCUMENT

Stock-based Compensation - Summary of Common Stock Reserved for Future Issuance (Details) - shares Sep. 30, 2024Dec. 31, 2023Share Based Compensation Arrangement By Share Based Payment Award [Line Items] Common stock reserved for future issuance49,273,90042,394,435Stock Options Issued and Outstanding Share Based Compensation Arrangement By Share Based Payment Award [Line Items] Common stock reserved for future issuance34,533,44024,970,957Awards Available for Future Grant Share Based Compensation Arrangement By Share Based Payment Award [Line Items] Common stock reserved for future issuance12,912,22315,342,797Shares Available for Purchase Under ESPP Share Based Compensation Arrangement By Share Based Payment Award [Line Items] Common stock reserved for future issuance1,828,2372,080,681

- Definition

Aggregate number of common shares reserved for future issuance.

+ References

Reference 1: 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

+ Details

Name:us-gaap_CommonStockCapitalSharesReservedForFutureIssuance Namespace Prefix:us-gaap_ Data Type:xbrli:sharesItemType Balance Type:na Period Type:instant

- Definition

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.

+ References

Reference 1: 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/1943274/2147480483/718-10-35-1DReference 2: 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/1943274/2147480483/718-10-35-3Reference 3: 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/1943274/2147480429/718-10-50-2Reference 4: 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/1943274/2147480429/718-10-50-2Reference 5: 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/1943274/2147480429/718-10-50-2Reference 6: 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/1943274/2147480429/718-10-50-2Reference 7: 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/1943274/2147480429/718-10-50-2Reference 8: 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/1943274/2147480429/718-10-50-2Reference 9: 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/1943274/2147480429/718-10-50-2Reference 10: 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/1943274/2147480429/718-10-50-2Reference 11: 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/1943274/2147480429/718-10-50-2Reference 12: 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/1943274/2147480429/718-10-50-2Reference 13: 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/1943274/2147480429/718-10-50-2Reference 14: 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/1943274/2147480429/718-10-50-2Reference 15: 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/1943274/2147480429/718-10-50-2Reference 16: 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/1943274/2147480429/718-10-50-2Reference 17: 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/1943274/2147480429/718-10-50-2Reference 18: 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/1943274/2147480429/718-10-50-2Reference 19: 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/1943274/2147480429/718-10-50-2Reference 20: 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/1943274/2147480429/718-10-50-2Reference 21: 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/1943274/2147480429/718-10-50-2Reference 22: 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/1943274/2147480429/718-10-50-2Reference 23: 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/1943274/2147480429/718-10-50-2Reference 24: 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/1943274/2147480429/718-10-50-2Reference 25: 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/1943274/2147480429/718-10-50-2Reference 26: 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/1943274/2147480429/718-10-50-2Reference 27: 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/1943274/2147480429/718-10-50-2Reference 28: 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

+ Details

Name:us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardLineItems Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration

- Details

Name:us-gaap_AwardTypeAxis=us-gaap_EmployeeStockOptionMember Namespace Prefix: Data Type:na Balance Type: Period Type:

- Details

Name:us-gaap_AwardTypeAxis=eras_AwardsAvailableForFutureGrantMember Namespace Prefix: Data Type:na Balance Type: Period Type:

- Details

Name:us-gaap_AwardTypeAxis=eras_SharesAvailableForPurchaseUnderEmployeeStockPurchasePlanMember Namespace Prefix: Data Type:na Balance Type: Period Type: XML 59 R51.htm IDEA: XBRL DOCUMENT

Leases - Additional Information (Details) 1 Months Ended3 Months Ended9 Months Ended

Sep. 30, 2024

USD ($)

ft²

Jan. 31, 2024

ft²

Apr. 30, 2022

Dec. 31, 2021

USD ($)

ft²

Mar. 31, 2021

ft²

Sep. 30, 2020

USD ($)

ft²

Sep. 30, 2024

USD ($)

ft²

Sep. 30, 2023

USD ($)

Sep. 30, 2024

USD ($)

ft²

Sep. 30, 2023

USD ($)

Jul. 31, 2024

ft²

Dec. 31, 2023

USD ($)

Lessee Lease Description [Line Items] Operating leases cancellable and non-cancellable expiration dates 2032 Operating leases Noncancelable expiration dates 2026 Total lease cost $ 2,400,000$ 2,800,000$ 8,400,000$ 8,600,000 Operating lease cost 1,800,0001,900,0006,200,0005,700,000 Variable lease costs 940,000 $ 859,0002,800,0002,900,000 Cash paid for operating leases 6,100,000$ 4,700,000 Sublease income $ 361,000 $ 577,000 Operating lease, weighted-average remaining lease term7 years 6 months 25 days 7 years 6 months 25 days 7 years 6 months 25 days 8 years 3 months 14 daysOperating lease, weighted-average discount rate8.96% 8.96% 8.96% 8.95%Operating lease, aggregate monthly payments to lessor$ 73,980,000 $ 73,980,000 $ 73,980,000 Letter of credit provided to lessor408,000 408,000 408,000 $ 408,000Noncash impairment charge $ 4,653,000 2020 Lease Lessee Lease Description [Line Items] Office space leases | ft² 59,407 Lease commencement month and year 2021-08 Operating lease initial term 10 years 9 months Operating lease, aggregate monthly payments to lessor $ 51,600,000 Tenant improvement allowance $ 16,800,000 Term for cancellation of lease 84 months Notice period for cancellation of lease 12 months Operating lease cancellation payment $ 2,500,000 2020 Lease | Letter of Credit Lessee Lease Description [Line Items] Letter of credit provided to lessor $ 408,000 Line of credit facility, expiration date Jul. 29, 2032 First Amendment to 2020 Lease Lessee Lease Description [Line Items] Office space leases | ft² 18,421 Lease commencement month and year 2022-05 2022-02 2021 Lease Lessee Lease Description [Line Items] Office space leases | ft² 29,542 Lease commencement month and year 2022-07 Operating lease initial term 124 months Operating lease option to extend 5 years Operating lease existence of option to extend [true false] true Operating lease, aggregate monthly payments to lessor $ 34,400,000 Tenant improvement allowance 8,200,000 Prepaid rent$ 5,100,000 $ 5,100,000 $ 5,100,000 Operating Lease, Right-of-Use Asset, Statement of Financial Position [Extensible Enumeration] Operating Lease, Right-of-Use Asset Operating Lease, Right-of-Use Asset Operating Lease, Right-of-Use Asset 2021 Lease | Other Assets Lessee Lease Description [Line Items] Security deposit paid $ 874,000 2024 Lease Lessee Lease Description [Line Items] Sublease income $ 361,000 $ 577,000 Office space leases | ft²5,00010,000 5,000 5,000 18,421 Lessor, Operating lease initial term1 year3 years 1 year 1 year 61 months Lessor, Operating lease existence of option to extend [true false]truetrue Lessor, Operating lease existence of option to terminate [true false] true Lease discount rate13.50% 13.50% 13.50% Noncash impairment charge $ 0 $ 4,700,000 Operating lease assets impairment 0 2,400,000 Leasehold improvements and furniture impairment 0 2,300,000 2024 Lease | Research and Development Expense Lessee Lease Description [Line Items] Noncash impairment charge 0 3,000,000 2024 Lease | General and Administrative Expense Lessee Lease Description [Line Items] Noncash impairment charge $ 0 $ 1,700,000

- Definition

Building subject to ground leases.

+ References

No definition available.

+ Details

Name:eras_BuildingSubjectToGroundLeases Namespace Prefix:eras_ Data Type:dtr-types:areaItemType Balance Type:na Period Type:instant

- Definition

Discount rate used in fair value of operating lease assets and property and equipment.

+ References

No definition available.

+ Details

Name:eras_DiscountRateUsedInFairValueOfOperatingLeaseAssetsAndPropertyAndEquipment Namespace Prefix:eras_ Data Type:dtr-types:percentItemType Balance Type:na Period Type:instant

- Definition

Impairment charge on operating lease assets and property and equipment.

+ References

No definition available.

+ Details

Name:eras_ImpairmentChargeOnOperatingLeaseAssetsAndPropertyAndEquipment Namespace Prefix:eras_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration

- Definition

Impairment of leasehold and furniture.

+ References

No definition available.

+ Details

Name:eras_ImpairmentOfLeaseholdAndFurniture Namespace Prefix:eras_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration

- Definition

Lease commencement month and year.

+ References

No definition available.

+ Details

Name:eras_LeaseCommencementMonthAndYear Namespace Prefix:eras_ Data Type:xbrli:gYearMonthItemType Balance Type:na Period Type:duration

- Definition

Notice period for cancellation of lease.

+ References

No definition available.

+ Details

Name:eras_NoticePeriodForCancellationOfLease Namespace Prefix:eras_ Data Type:xbrli:durationItemType Balance Type:na Period Type:duration

- Definition

Operating lease cancellation payment.

+ References

No definition available.

+ Details

Name:eras_OperatingLeaseCancellationPayment Namespace Prefix:eras_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:instant

- Definition

Operating leases cancelable and non-cancellable expiration dates.

+ References

No definition available.

+ Details

Name:eras_OperatingLeasesCancelableAndNonCancellableExpirationDates Namespace Prefix:eras_ Data Type:xbrli:gYearItemType Balance Type:na Period Type:duration

- Definition

Operating leases Noncancelable expiration dates.

+ References

No definition available.

+ Details

Name:eras_OperatingLeasesNonCancelableExpirationDates Namespace Prefix:eras_ Data Type:xbrli:gYearItemType Balance Type:na Period Type:duration

- Definition

Tenant improvement allowance.

+ References

No definition available.

+ Details

Name:eras_TenantImprovementAllowance Namespace Prefix:eras_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration

- Definition

Term for cancellation of lease.

+ References

No definition available.

+ Details

Name:eras_TermForCancellationOfLease Namespace Prefix:eras_ Data Type:xbrli:durationItemType Balance Type:na Period Type:duration

- Definition

Amount of lease cost recognized by lessee for lease contract.

+ References

Reference 1: 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/1943274/2147479589/842-20-55-53Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-4

+ Details

Name:us-gaap_LeaseCost Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration

- Definition

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.

+ References

Reference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7A -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-7AReference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-3

+ Details

Name:us-gaap_LesseeLeaseDescriptionLineItems Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration

- Definition

Indicates (true false) whether lessee has option to extend operating lease.

+ References

Reference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (a)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-3

+ Details

Name:us-gaap_LesseeOperatingLeaseExistenceOfOptionToExtend Namespace Prefix:us-gaap_ Data Type:xbrli:booleanItemType Balance Type:na Period Type:duration

- Definition

Amount of lessee's undiscounted obligation for lease payment for operating lease.

+ References

Reference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-6

+ Details

Name:us-gaap_LesseeOperatingLeaseLiabilityPaymentsDue Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:instant

- Definition

Description of terms and conditions of option to extend lessee's operating lease. Includes, but is not limited to, information about option recognized as part of right-of-use asset and lease liability.

+ References

Reference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (a)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-3

+ Details

Name:us-gaap_LesseeOperatingLeaseOptionToExtend Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration

- Definition

Term of lessee's operating lease, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents reported fact of one year, five months, and thirteen days.

+ References

Reference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (a)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-3

+ Details

Name:us-gaap_LesseeOperatingLeaseTermOfContract Namespace Prefix:us-gaap_ Data Type:xbrli:durationItemType Balance Type:na Period Type:instant

- Definition

Indicates (true false) whether lessor has option to extend operating lease.

+ References

Reference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (a)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479773/842-30-50-3

+ Details

Name:us-gaap_LessorOperatingLeaseExistenceOfOptionToExtend Namespace Prefix:us-gaap_ Data Type:xbrli:booleanItemType Balance Type:na Period Type:duration

- Definition

Indicates (true false) whether lessor has option to terminate operating lease.

+ References

Reference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (a)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479773/842-30-50-3

+ Details

Name:us-gaap_LessorOperatingLeaseExistenceOfOptionToTerminate Namespace Prefix:us-gaap_ Data Type:xbrli:booleanItemType Balance Type:na Period Type:duration

- Definition

Term of lessor's operating lease, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents reported fact of one year, five months, and thirteen days.

+ References

Reference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 842 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (a)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479773/842-30-50-3

+ Details

Name:us-gaap_LessorOperatingLeaseTermOfContract Namespace Prefix:us-gaap_ Data Type:xbrli:durationItemType Balance Type:na Period Type:instant

- Definition

Date the credit facility terminates, in YYYY-MM-DD format.

+ References

Reference 1: 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(22)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: 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)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1

+ Details

Name:us-gaap_LineOfCreditFacilityExpirationDate1 Namespace Prefix:us-gaap_ Data Type:xbrli:dateItemType Balance Type:na Period Type:duration

- Definition

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.

+ References

Reference 1: 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/1943274/2147479589/842-20-55-53Reference 2: 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

+ Details

Name:us-gaap_OperatingLeaseCost Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration

- Definition

Amount of loss from impairment of right-of-use asset from operating lease.

+ References

Reference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 25 -Paragraph 6 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479365/842-20-25-6

+ Details

Name:us-gaap_OperatingLeaseImpairmentLoss Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration

- Definition

Amount of cash outflow from operating lease, excluding payments to bring another asset to condition and location necessary for its intended use.

+ References

Reference 1: 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/1943274/2147479041/842-20-45-5Reference 2: 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

+ Details

Name:us-gaap_OperatingLeasePayments Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration

- Definition

Indicates line item in statement of financial position that includes operating lease right-of-use asset.

+ References

Reference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479041/842-20-45-2

+ Details

Name:us-gaap_OperatingLeaseRightOfUseAssetStatementOfFinancialPositionExtensibleList Namespace Prefix:us-gaap_ Data Type:enum2:enumerationSetItemType Balance Type:na Period Type:instant

- Definition

Weighted average discount rate for operating lease calculated at point in time.

+ References

Reference 1: 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/1943274/2147479589/842-20-55-53Reference 2: 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

+ Details

Name:us-gaap_OperatingLeaseWeightedAverageDiscountRatePercent Namespace Prefix:us-gaap_ Data Type:dtr-types:percentItemType Balance Type:na Period Type:instant

- Definition

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.

+ References

Reference 1: 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/1943274/2147479589/842-20-55-53Reference 2: 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

+ Details

Name:us-gaap_OperatingLeaseWeightedAverageRemainingLeaseTerm1 Namespace Prefix:us-gaap_ Data Type:xbrli:durationItemType Balance Type:na Period Type:instant

- Definition

Amount of asset related to consideration paid in advance for rent that provides economic benefits within a future period of one year or the normal operating cycle, if longer.

+ References

Reference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (g)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483467/210-10-45-1Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 340 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483032/340-10-45-1Reference 3: http://www.xbrl.org/2003/role/exampleRef -Topic 340 -SubTopic 10 -Name Accounting Standards Codification -Section 05 -Paragraph 5 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482955/340-10-05-5

+ Details

Name:us-gaap_PrepaidRent Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:instant

- Definition

Amount of cash restricted as to withdrawal or usage, classified as noncurrent. 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.

+ References

Reference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(17)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section 45 -Paragraph 5 -SubTopic 210 -Topic 954 -Publisher FASB -URI https://asc.fasb.org/1943274/2147477220/954-210-45-5Reference 3: 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

+ Details

Name:us-gaap_RestrictedCashNoncurrent Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:instant

- Definition

The amount of an asset, typically cash, provided to a counterparty to provide certain assurance of performance by the entity pursuant to the terms of a written or oral agreement, such as a lease.

+ References

Reference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(17)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1

+ Details

Name:us-gaap_SecurityDeposit Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:instant

- Definition

Amount of sublease income excluding finance and operating lease expense.

+ References

Reference 1: 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/1943274/2147479589/842-20-55-53Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-4

+ Details

Name:us-gaap_SubleaseIncome Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration

- Definition

Amount of variable lease cost, excluded from lease liability, recognized when obligation for payment is incurred for finance and operating leases.

+ References

Reference 1: 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/1943274/2147479589/842-20-55-53Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-4

+ Details

Name:us-gaap_VariableLeaseCost Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration

- Details

Name:us-gaap_LeaseContractualTermAxis=eras_TwoThousandTwentyLeaseMember Namespace Prefix: Data Type:na Balance Type: Period Type:

- Details

Name:us-gaap_CreditFacilityAxis=us-gaap_LetterOfCreditMember Namespace Prefix: Data Type:na Balance Type: Period Type:

- Details

Name:us-gaap_LeaseContractualTermAxis=eras_FirstAmendmentToTwoThousandAndTwentyLeaseMember Namespace Prefix: Data Type:na Balance Type: Period Type:

- Details

Name:us-gaap_LeaseContractualTermAxis=eras_TwoThousandTwentyOneLeaseMember Namespace Prefix: Data Type:na Balance Type: Period Type:

- Details

Name:us-gaap_BalanceSheetLocationAxis=us-gaap_OtherNoncurrentAssetsMember Namespace Prefix: Data Type:na Balance Type: Period Type:

- Details

Name:us-gaap_LeaseContractualTermAxis=eras_TwoThousandTwentyFourLeaseMember Namespace Prefix: Data Type:na Balance Type: Period Type:

- Details

Name:us-gaap_IncomeStatementLocationAxis=us-gaap_ResearchAndDevelopmentExpenseMember Namespace Prefix: Data Type:na Balance Type: Period Type:

- Details

Name:us-gaap_IncomeStatementLocationAxis=us-gaap_GeneralAndAdministrativeExpenseMember Namespace Prefix: Data Type:na Balance Type: Period Type: XML 60 R52.htm IDEA: XBRL DOCUMENT

Leases - Schedule of Future Minimum Lease Payments under Operating Leases (Details) $ in Thousands

	Sep. 30, 2024
	USD ($)
Leases [Abstract]	
2024 (remaining three months)	$ 2,213
2025	9,024
2026	9,170
2027	9,199
2028	9,277
Thereafter	35,097
Total lease payments	73,980
Less: Amount representing interest	(21,041)
Operating lease liabilities	$ 52,939

- Definition

Lessee operating lease liability payments due after Year four.

+ References

No definition available.

+ Details

Name:eras_LesseeOperatingLeaseLiabilityPaymentsDueAfterYearFour Namespace Prefix:eras_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:instant

- References

No definition available.

+ Details

Name:us-gaap_LeasesAbstract Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration

- Definition

Amount of lessee's undiscounted obligation for lease payment for operating lease.

+ References

Reference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-6

+ Details

Name:us-gaap_LesseeOperatingLeaseLiabilityPaymentsDue Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:instant

- Definition

Amount of lessee's undiscounted obligation for lease payment for operating lease to be paid in next fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach).

+ References

Reference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-6

+ Details

Name:us-gaap_LesseeOperatingLeaseLiabilityPaymentsDueNextTwelveMonths Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:instant

- Definition

Amount of lessee's undiscounted obligation for lease payment for operating lease to be paid in fourth fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach).

+ References

Reference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-6

+ Details

Name:us-gaap_LesseeOperatingLeaseLiabilityPaymentsDueYearFour Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:instant

- Definition

Amount of lessee's undiscounted obligation for lease payment for operating lease to be paid in third fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach).

+ References

Reference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-6

+ Details
Name:us-gaap_LesseeOperatingLeaseLiabilityPaymentsDueYearThree Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:instant

- Definition

Amount of lessee's undiscounted obligation for lease payment for operating lease to be paid in second fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach).

+ References

Reference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-6

+ Details
Name:us-gaap_LesseeOperatingLeaseLiabilityPaymentsDueYearTwo Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:instant

- Definition

Amount of lessee's undiscounted obligation for lease payment for operating lease having initial or remaining lease term in excess of one year to be paid in remainder of current fiscal year.

+ References

Reference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-6

+ Details
Name:us-gaap_LesseeOperatingLeaseLiabilityPaymentsRemainderOfFiscalYear Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:instant

- Definition

Amount of lessee's undiscounted obligation for lease payments in excess of discounted obligation for lease payments for operating lease.

+ References

Reference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-6

+ Details
Name:us-gaap_LesseeOperatingLeaseLiabilityUndiscountedExcessAmount Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:instant

- Definition

Present value of lessee's discounted obligation for lease payments from operating lease.

+ References

Reference 1: 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

+ Details
Name:us-gaap_OperatingLeaseLiability Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:instant XML 61 R53.htm IDEA: XBRL DOCUMENT
Commitments and Contingencies - Additional Information (Details) - USD ($) $ in Millions3 Months Ended9 Months Ended
Sep. 30, 2024
Sep. 30, 2024
Commitments and Contingencies Disclosure [Abstract] Percentage of reduction in workforce 18.00%Charges in connection with reduction in force$ 0.0$ 2.2
- Definition

Charges in connection with reduction in force.

+ References

No definition available.

+ Details
Name:eras_ChargesInConnectionWithReductionInForce Namespace Prefix:eras_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration

- Definition

Percentage of reduction in workforce.

+ References

No definition available.

+ Details
Name:eras_PercentageOfReductionInWorkforce Namespace Prefix:eras_ Data Type:dtr-types:percentItemType Balance Type:na Period Type:duration

- References

No definition available.

+ Details

Name:us-gaap_CommitmentsAndContingenciesDisclosureAbstract Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration XML 62 R54.htm IDEA: XBRL DOCUMENT

Income Taxes - Additional Information (Details) - USD ($)3 Months Ended9 Months Ended

Sep. 30, 2024

Sep. 30, 2023

Sep. 30, 2024

Sep. 30, 2023

Income Tax Disclosure [Abstract] Provision for federal income taxes$ 0$ 0$ 0$ 0Provision for state income taxes0000Provision for foreign income taxes0000Interest or penalties related to income taxes$ 0$ 0$ 0$ 0

- Definition

Amount of current and deferred federal tax expense (benefit) attributable to income (loss) from continuing operations. Includes, but is not limited to, current and deferred national tax expense (benefit) for non-US (United States of America) jurisdiction.

+ References

Reference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 10B -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-10BReference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(h)(1)(Note 1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-10

+ Details

Name:us-gaap_FederalIncomeTaxExpenseBenefitContinuingOperations Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration

- Definition

Amount of current and deferred foreign income tax expense (benefit) attributable to income (loss) from continuing operations.

+ References

Reference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 10B -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-10BReference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(h)(1)(Note 1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1

+ Details

Name:us-gaap_ForeignIncomeTaxExpenseBenefitContinuingOperations Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration

- References

No definition available.

+ Details

Name:us-gaap_IncomeTaxDisclosureAbstract Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration

- Definition

The sum of the amounts of estimated penalties and interest recognized in the period arising from income tax examinations.

+ References

Reference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 15 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-15

+ Details

Name:us-gaap_IncomeTaxExaminationPenaltiesAndInterestExpense Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration

- Definition

Amount of current and deferred state and local tax expense (benefit) attributable to income (loss) from continuing operations. Includes, but is not limited to, current and deferred regional, territorial, and provincial tax expense (benefit) for non-US (United States of America) jurisdiction.

+ References

Reference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 10B -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-10BReference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SAB Topic 6.I.7) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479360/740-10-S99-1Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(h)(1)(Note 1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-10

+ Details

Name:us-gaap_StateAndLocalIncomeTaxExpenseBenefitContinuingOperations Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration XML 63 R55.htm IDEA: XBRL DOCUMENT

Net Loss Per Share - Summary of Computation of Basic and Diluted Net Loss Per Share (Details) - USD ($) $ / shares in Units, $ in Thousands3 Months Ended9 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*
Earnings Per Share [Abstract]								
Net loss	*$ (31,200)*	*$ (63,201)*	*$ (35,017)*	*$ (30,361)*	*$ (31,781)*	*$ (33,199)*	*$ (129,418)*	*$ (95,341)*
Weighted-average shares of common stock used in computing net loss per share, basic	*282,384,964*	*150,450,201*	*217,355,959*	*150,000,613*				
Weighted-average shares of common stock used in computing net loss per share, diluted	*282,384,964*	*150,450,201*	*217,355,959*	*150,000,613*				
Net loss per share, basic	*$ (0.11)*	*$ (0.20)*	*$ (0.60)*	*$ (0.64)*				
Net loss per share, diluted	*$ (0.11)*	*$ (0.20)*	*$ (0.60)*	*$ (0.64)*				

- References

No definition available.

+ Details

Name:us-gaap_EarningsPerShareAbstract Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration

- Definition

The amount of net income (loss) for the period per each share of common stock or unit outstanding during the reporting period.

+ References

Reference 1: 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/1943274/2147483443/250-10-50-6Reference 2: 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/1943274/2147482635/260-10-55-52Reference 3: 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/1943274/2147476176/805-60-65-1Reference 4: 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/1943274/2147478666/740-323-65-2Reference 5: 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/1943274/2147483443/250-10-50-3Reference 6: 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/1943274/2147482635/260-10-55-15Reference 7: 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/1943274/2147480175/815-40-65-1Reference 8: 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/1943274/2147480175/815-40-65-1Reference 9: 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/1943274/2147483443/250-10-50-11Reference 10: 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/1943274/2147483443/250-10-50-11Reference 11: 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/1943274/2147483443/250-10-50-7Reference 12: 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/1943274/2147482689/260-10-45-2Reference 13: 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/1943274/2147482689/260-10-45-60BReference 14: 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/1943274/2147483443/250-10-50-4Reference 15: 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/1943274/2147482662/260-10-50-1Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-10Reference 17: 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-S99-2Reference 18: 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-S99-1Reference 19: 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-S99-1Reference 20: 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

+ Details

Name:us-gaap_EarningsPerShareBasic Namespace Prefix:us-gaap_ Data Type:dtr-types:perShareItemType Balance Type:na Period Type:duration

- Definition

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.

+ References

Reference 1: 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/1943274/2147483443/250-10-50-6Reference 2: 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/1943274/2147482635/260-10-55-52Reference 3: 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/1943274/2147476176/805-60-65-1Reference 4: 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/1943274/2147478666/740-323-65-2Reference 5: 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/1943274/2147483443/250-10-50-3Reference 6: 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/1943274/2147482635/260-10-55-15Reference 7: 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/1943274/2147480175/815-40-65-1Reference 8: 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/1943274/2147480175/815-40-65-1Reference 9: 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/1943274/2147483443/250-10-50-11Reference 10: 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/1943274/2147483443/250-10-50-11Reference 11: 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/1943274/2147483443/250-10-50-7Reference 12: 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/1943274/2147482689/260-10-45-2Reference 13: 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/1943274/2147482689/260-10-45-60BReference 14: 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/1943274/2147483443/250-10-50-4Reference 15: 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/1943274/2147482662/260-10-50-1Reference 16: 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-S99-2Reference 17: 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-S99-1Reference 18: 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-

1Reference 19: 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

+ Details

Name:us-gaap_EarningsPerShareDiluted Namespace Prefix:us-gaap_ Data Type:dtr-types:perShareItemType Balance Type:na Period Type:duration

- Definition

The portion of profit or loss for the period, net of income taxes, which is attributable to the parent.

+ References

Reference 1: 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/1943274/2147483443/250-10-50-6Reference 2: 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/1943274/2147483443/250-10-50-9Reference 3: 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/1943274/2147476176/805-60-65-1Reference 4: 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/1943274/2147478666/740-323-65-2Reference 5: 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-S99-2Reference 6: 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-S99-1Reference 7: 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/1943274/2147481687/323-10-50-3Reference 8: 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/1943274/2147482907/825-10-50-28Reference 9: 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/1943274/2147482765/220-10-50-6Reference 10: 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/1943274/2147483443/250-10-50-3Reference 11: 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/1943274/2147483443/250-10-50-1Reference 12: 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/1943274/2147480175/815-40-65-1Reference 13: 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/1943274/2147483443/250-10-50-8Reference 14: 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/1943274/2147483443/250-10-50-11Reference 15: 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/1943274/2147483443/250-10-50-11Reference 16: 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/1943274/2147483443/250-10-50-4Reference 17: 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/1943274/2147479168/946-830-55-10Reference 18: 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/1943274/2147479105/946-220-45-7Reference 19: 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-S99-1Reference 20: 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-S99-1Reference 21: 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-S99-3Reference 22: 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-S99-1AReference 23: 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-S99-1AReference 24: 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-S99-1AReference 25: 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-S99-1AReference 26: 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-S99-1AReference 27: 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-S99-1BReference 28: 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-S99-1BReference 29: 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-S99-1BReference 30: 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-S99-1BReference 31: 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-S99-1BReference 32: 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/1943274/2147482689/260-10-45-60BReference 33: 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/1943274/2147483499/205-20-50-7Reference 34: 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/1943274/2147482740/230-10-45-28Reference 35: 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/1943274/2147482790/220-10-45-1AReference 36: 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/1943274/2147482790/220-10-45-1BReference 37: 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

+ Details
Name:us-gaap_NetIncomeLoss Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration

- Definition

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.

+ References

Reference 1: 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/1943274/2147482662/260-10-50-1Reference 2: 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

+ Details
Name:us-gaap_WeightedAverageNumberOfDilutedSharesOutstanding Namespace Prefix:us-gaap_ Data Type:xbrli:sharesItemType Balance Type:na Period Type:duration

- Definition

Number of [basic] shares or units, after adjustment for contingently issuable shares or units and other shares or units not deemed outstanding, determined by relating the portion of time within a reporting period that common shares or units have been outstanding to the total time in that period.

+ References

Reference 1: 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/1943274/2147482662/260-10-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-10

+ Details
Name:us-gaap_WeightedAverageNumberOfSharesOutstandingBasic Namespace Prefix:us-gaap_ Data Type:xbrli:sharesItemType Balance Type:na Period Type:duration XML 64 R56.htm IDEA: XBRL DOCUMENT
Net Loss Per Share - Anti-dilutive Securities Excluded from Calculation of Diluted Net Loss Per Share (Details) - shares9 Months Ended
Sep. 30, 2024
Sep. 30, 2023
Antidilutive Securities Excluded From Computation Of Earnings Per Share [Line Items] Anti-dilutive securities excluded from calculation of diluted net loss per share 35,331,67827,248,429Options to Purchase Common Stock Antidilutive Securities Excluded From Computation Of Earnings Per Share [Line Items] Anti-dilutive securities excluded from calculation of diluted net loss per share34,533,44025,382,517Options Early Exercised Subject to Future Vesting Antidilutive Securities Excluded From

Computation Of Earnings Per Share [Line Items] Anti-dilutive securities excluded from calculation of diluted net loss per share0515,366Estimated Shares Purchasable Under the ESPP Antidilutive Securities Excluded From Computation Of Earnings Per Share [Line Items] Anti-dilutive securities excluded from calculation of diluted net loss per share798,2381,350,546
- Definition

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.

+ References

Reference 1: 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

+ Details
Name:us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareAmount Namespace Prefix:us-gaap_ Data Type:xbrli:sharesItemType Balance Type:na Period Type:duration

- Definition

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.

+ References

No definition available.

+ Details
Name:us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareLineItems Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration

- Details
Name:us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSecuritiesAxis=eras_OptionsToPurchaseCommonStockMember Namespace Prefix: Data Type:na Balance Type: Period Type:
- Details
Name:us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSecuritiesAxis=eras_OptionsEarlyExercisedSubjectToFutureVestingMember Namespace Prefix: Data Type:na Balance Type: Period Type:
- Details
Name:us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSecuritiesAxis=eras_EstimatedSharesPurchasableUnderTheEmployeeStockPu
Namespace Prefix: Data Type:na Balance Type: Period Type: XML 65 R57.htm IDEA: XBRL DOCUMENT
Related Party Transactions - Additional Information (Details) - USD ($) 1 Months Ended3 Months Ended9 Months Ended
Apr. 30, 2024
Apr. 30, 2023
Sep. 30, 2024
Sep. 30, 2023
Sep. 30, 2024
Sep. 30, 2023
Dec. 31, 2023
Related Party Transaction [Line Items] General and administrative $ 9,611,000$ 9,445,000$ 32,138,000$ 28,637,000 Affini-T Therapeutics, Inc. Related Party Transaction [Line Items] Investment in equity securities 1,800,000 $ 1,800,000 $ 2,000,000Erasca Foundation Related Party Transaction [Line Items] Amount loaned in exchange of non-interest bearing promissory note $ 125,000 General and administrative $ 0 Amount donated to related party$ 125,000
- Definition

Amount donated to related party.

+ References

No definition available.

+ Details
Name:eras_AmountDonatedToRelatedParty Namespace Prefix:eras_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration

- Definition

Amount loaned to related party.

+ References

No definition available.

+ Details
Name:eras_AmountLoanedToRelatedParty Namespace Prefix:eras_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration

- Definition

Amount of investment in equity security without readily determinable fair value.

+ References

Reference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 321 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479536/321-10-50-3

+ Details
Name:us-gaap_EquitySecuritiesWithoutReadilyDeterminableFairValueAmount Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:instant

- Definition

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.

+ References

Reference 1: 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-S99-2Reference 2: 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

+ Details

Name:us-gaap_GeneralAndAdministrativeExpense Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration

- Definition

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.

+ References

Reference 1: 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/1943274/2147481990/310-10-45-13Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-07(2)(c)(2)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-07(2)(c)(2)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-1Reference 4: 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

+ Details

Name:us-gaap_RelatedPartyTransactionLineItems Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration

- Details

Name:us-gaap_EquityMethodInvestmentNonconsolidatedInvesteeAxis=eras_AffiniTTherapeuticsIncMember Namespace Prefix: Data Type:na Balance Type: Period Type:

- Details

Name:dei_LegalEntityAxis=eras_ErascaFoundationMember Namespace Prefix: Data Type:na Balance Type: Period Type: EXCEL 66 Financial_Report.xlsx IDEA: XBRL DOCUMENT begin 644 Financial_Report.xlsx M4$L#!!0 (*B",%D'04UB@0 +$ 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 "_"H@FQ9=%.5;.X K @ $0 &1O8U!R;W!S+V-O&ULS9+!`M2@,Q$(9?17+?G4VJ'L(V%\53"X(%Q5M(IFUPLQN2D=V^O=G8;A%] "&7S/SY MYAM(:X(T0\3G. 2,Y##=3+[KDS1AS8Y$00(D4=.+QM-R]EW621A'^_1S80RY8-[9)-NI[\!"SI^\Y%1^?H.'GS[BYBZ(;(E/)X M8-DOV],[MR_>X%#BVR]*+ M41B1%G\@M MNN01.+5)#3(3/PB=AIAJ4!P"I DQEJ&&^+3&K!'@$WVWO@C(WXV(]ZMOFCU7 MH5A)VH3X$$8:XIQSYG/1;/L!4;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' MHY19";V$5FJ?JH,@H%\;D>/N5Z> HWEL:\4*Z">P'_T=HWPJOX@L Y M?RY}SZ?ON?0]H=*W-R-J9\'3BUO>1FY;Q/NN,=K7-"XH8U=RSTS0LS0[=R2^]VE+ZU)CA* MJ+',<$X>RPP[9SR2',9WH!TU^_9==N0CI3!3ET.X&D*^ VVZG=PZ.)Z8D;D* MTU*0;\/VZ<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'[!?8J*@!&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$L#!!0 (M *B",%FB1BFI P8 *X@ 8 >&PO=V]R.W-H965T&UL MM9K_;Z,V&(?_%2N;IDUJ&FSRK,<"\W4GU)5D)H\AH&47+566D=O^OU$G'AZWWZ70X/,`.>"$<&?_F>7EUUQAWBB05/__TL-[^)'= @RW-E MD.2_R:,8M]_O$#=-M QWQ=""T(^*O_QU=R ."UA- =L5L**:-TWV+L".PVO@>M M+)O*]DV]9FC@3,3GQ+;."+-8W] >!R]_E.MS8@U,Y6^:8Y='SL[S{)H\1ZZ% M(O],YXE6<#+^:SI"14+?G)"-T'=)S%UQU8$AF BU%IW)3S_0H?6K">\[A;V! M[9>P?2R].DU>MK$PD>+EU.I^,B&A50V1!B72 &W3%'B\G.DNX$L3$UZ_X$%B M.A0.6M80:EA"#4_KIR>A?)F-:(_O&#L,CRI'&VUPPVM,\@Y*CE'IW'>^8G+ M_)9<$7NX$WC1(5GU?&A50W%QB7?^)OX=MU92XBG?;)-?&A-0[Z+DN\";='N M2O,LEGXV? 0+H(P^-9^F1G.?IS)F>D?M'Y]S$B%8W9*16=6VU3J%TH",5=.(] M7 A?R>]B.[R8XE&69='1D%[0L0D3+V[*>> 0%&V'PF!,[?;MX86,P*V836TTAJ*BTEIO*Y4L52Y\YZ1F89> M(1*Z6*8P=&$$2\]\(A^QIELCAZD)V?[%^0#[$<^1N9^Q2-M2@?D02BU M7?@B\ C<+QK!VS D6BD2Q;T&!7_92",X'CE+?1@8MF49<=L0)EH9$\4EYVM< M)]N",?PB-Y$1%8^;\8C<^##!&U';<"=:R1,]R9Y*U'*^>E)R[4>N^9S&,YVI M$;0-@6*50+&3!*H$?9*)!L`XVX]KI^0CB1<,9BKCPX,V%(I5"L6.*%3.J02O M!\,#Q@.C&>)53;$J86*XZ'R0^=W+2D:80!P)Z0\'W>& FKNM#4%BE2"QDP11 M+\#/ B1"^]$R'Y+F6[4CB9^-S]H^\A0:]@*(8QCXR"?R2PEK,-%V*5"[&37.CV ME;S 37? BY]I7/%LP0N)IM4_`\+JFE)7XL)/$9[82<+)B?8C'U..U(3JL$AUV MDNC<1U]H8A4DN]'F^TG(2(HGULTY,5@.JRR'G60YT($AG*4S+=TOH#KY:@3Y MF&HP@W: &E7AF/C/E(^Z/N4 M<@4=&FQW%Q'C<@*>53?IX&4-^]&NU;,&S.1:.ZCF'(01#ZL=E'A=4\A*=&S< M45Y\'8""+PAE/\]_(3/AI@K.7B,AGO3V?/_1.L\>_9&8*[+F02I(+%2Q)F<\ M"FWHD'VP)(,+"_2PE]O/- IS+P A_Q*>>IS,C5QOZ8U?Z8^/.LN].N'*Z*QXM M1>WCZB-!C]/9S=2X%(87?BMA[V!%.).:?*$\(6[V/*M8'"[?+1?CI_D2=*_;_MO5C)?^"9$R4D$ LHM7YU)K&>8O5X){0F4[P.<+*?5^ M(_N"\E\4)O\#4$L#!!0 (*B",%FF":B%^@4 +X9 8 >&PO=V]R M:W-H965T&ULM5EM;]LV$/XKA%=L+>#$)/6>. 9:!\,&["6H MU^TS(]Q4G41"I]NMWE!W+'BDZ;;; 223Y{O0<>>3S'#U_E.V]VG"NT>>J MK-759*-U3=((* MOF9=J3_*QY_X+J'(Q,MEJ?J_Z'%GBR! PA$' MNG.@+W4(=@Y!G^@669_6-=-L,6_E(VJ--40S%_W8]-Z0C:C--*YT"Y*\.+ MI:P+F!1>(+A2LA0%TW#S@96LSCE:F< *O?U4LZX0\,D[=(8^K:[1VS?OYC,-M $R86,Y[V8?MR^C(RU:\.4AP7_K=KWD.[J1W#X[=9Y#V/G>ZSYWV M\8*QW+NVY;5&3"E(L*5SS9 Z Y@EMB%:EG.KR:PAA1O'_AD\?UW),:7KNQ> M*=A1KL$^U\ 7?;%D:H-87:#<7/"_:_' 2DA>N;+>AHK[4&8?>%C$:9I&&./Y M[.$P{JLP"W!R9'B$-MRC#;UH5QO9ZC/- VPJO;WGFMV6'""F>=ZW0@CM!;R-& M!U@H *&)C=IA23+J@1WM84=>V#L-;6,J'M>;'"UFH M'"*$QM>';AFE XU'P\1Y\[7_A]2L? '.V'I]$&"2A#90AR7%<3(.-=E#3;Q0 M? Y'UW1=61V*/;A@&&;%1VY99'-)1S.D>\'\'M$R+ ^@Z5'&C24Q"98Y13U\@Z#),T M)J-0"1Y(#'O!?N1*MR(WS&7V-ROM(4YMD*?MCC$>$"WQ#VB_#XP/X\[] M:'C2)',@M W#(W& (0Y\2+P4M-L"/!"I}>:(IFD6.T#:ID$6T6R\,,E 921X M$6^7@MV*LE_R3O(F7DK\4O9^K6C'20^,2/R4^#[/90=\C1KV9/8[9\(.9@NQ

1V2*G^?3D-C8>S_&>7P$+O?#<] M"J#G8:4+\^H $1*,OS$'KW__P^G3\8L[N#WON#V_B_IO--7=M/_F&J,FQRH[M(V1GZ/Z,55+4YV!HF0F-17#@AT\+HR#V2GO-
8>'#7YZZY8K7=_^_H>+R>FS M%T$5#MY0!U/2IP!J)7:7:F9K71=65RHT^ %QWP1E:UI$J<M8#^"3]&-(6[^=U&0D2 MAK9]C_S,/73/TI'V:]@I'.D5B*167!]1
M+B4&EO2S>$Q<(C1GVGIUHZN6U5NY>GY4(8&7G7FV%Y%+P$]L?0.M]!JDA1## MLT3@?!:&/@9#7]2,M1],B+\:TRX%/.'%CT]EC]TBO;$]L M!8M#>YM0W4$DU'-
'M""R)>M5S<*U\T5N.RA6%.+JG5&SL-":1S16K"5O35U M4=>U6U>FG(L+MMX+,R3Z*J/^+UMX!NWJH7A?4,A$EUAUC9PX!&M(P/">BAG M0=96PEUUJ^@?#\? Q]+.9L:KF7=+
(A#N"+9C];G6;6G%\XC",O,Q6PND(,-_ M$A_J_7R/ATYUA=U&"5[1'*TH"O#5*7A*E6%TEY-GKHW-T./!F09CC MQL#G0F#O('+-PAO#B^ D1BVELAFJ;#M8X(7XQ$>APT+-@-9ZX;_S-
#ASFRQ_S,;MONYC8=L_,J86&M:8&E/'^M*'2=!+ M(V%%WL"I*)ZCZYH<^D$Y=I2BP:V0 J1T]9ETE!*H0@ H77YI8W(9J?7"(M/% M% F>$!\U.34%$D4CN?)@0VT*$P)5V*1:SF =.
[^Z:*Y?->\Q^$L/T@6L>YVY2P8*8L0H=)2E7Y;L&R[[STZ M^[4JB=4T.86MJ':52/+4J<1BR@= HJGAQ,]E/)UWBTI+Y,G-?@(1(7^:LB A MHJ0^B2XJ'*Z$'X(
/97L+W3PDSQFD<,#8G9G. 64MJHD=JE'C CN2UM+$\80 M+G/P/P25'?(P*,)$R4WTBXEP- .R.?XN[F*!% =TT*7N+EZI> "7=#@(R/[:-'I:@4U* M3PQ+Q<'3N=3&-_@O
!%Q2F'8.C.H28D\6F2C,- MEH"/,6GLR*@Q)4>%.'^[);/8%* NF%YO%-T+4Y4#<;N$WF-4Z:ANDW<'-6]M M::A!ZQ/+5_@YX8#(2DIT SY(+[.=+B=(?,8480^W9A?(4?*6[@C_R0+\,^H$
M[!=T:B?0O+3_C8T8*YM2"M1YE],BJN"AH]U^BJS7 .IR4J#G;_=Z=:J_,#6 MG'(HB^H;;2N6LEB8XIK+,/8'?8./H7,F\257F]L8&TB(=;GAH!Q>A,FX_"_L M?($#*@LNRH$..8\0V/=V#C-
4!)HIQJ+5J#+$@@"C5A0C"4-3L>-TOVJ1>JC= MD'R_*>YFX)3)V9*B0.)WZGQ\,1J/QW<#@>UD2.%!20'U"]PUJ!>9R22+UV8C MB4MOM >RS'21.M_# .%YQ' Z?
KP=_D6%I@%Q:IO9%>S$D- M>$BC$!4W<^3[W.&Q:ZR\N[$4<)K0&NB#W=Y7'^Z>W0B!]')WASUD2\(.[5*' M6%PC370';=-4 E5U7=_3ON]%\8>\S[4!W(?'SQ\-?.
(1^P2YP*/]CBZ>31Q\WM "WH_\>?6(9OD-]H/WC:/+C&=,^&TV>C:D$;Q!; U2HT#?>$VC,I-MHM2(:,9GC>5@4OPPX*\,1CT3F9Y4Y[)ZN2CM%8#Q+#\1[5<$1N)AYZ
M,#6WCG%_EGXB[:VD0_J51,\$\$,SZG(57+56IY-$@U*7M+9#X,-$J?)E,:W9 M?7US1)K9!T(NMPPS4 =1U.BGB%R337U&?3)J:V3_"I6H5'-&,#RM$1313_DX M^;?+5@JHH.-
AUX^:XJ#U0]KZ6-&4C;HYH2R)!$'I&SZH<(*[MMT*CC!MS*$27]&G&[KYX#"ZTT5E;%8(4"&0V!E%2 NA'M;$S,6U=# @+G3;5Q$:
MS5HO;;=L32,Y*45KR+N@(T.7)X4EPGNA19D6MZQ;3G 4SYD->!J7.0I/>!+0 M&T5R-\9G6&MC]:$)CPD/&?:<9J.2R:21H+W44^@P8S$EL;2;"BNTZV"HRE[3
MG(VCC$#K%B!;6]#*T] >^E,S(WI21PL'69(DUF\Z;AQ'_ISP+=MR:$IB,*)C MT?]1PIXH[\#"A,=%BS;P@0#8_Q5_JTURM1LTCV>\YCX)&=Z*-_ MWQO+Q^@4]R4(BI=[,U
>3:FO9OJ(A#BZ3N,"20O9?I3IDC@>#'D#^GDJ" HQ M@3S3E88E_(/Z\)]3R#*"MX164,%I=T9YF&EW2/& 1.!Y'&VY/05*NCT"VB!$ MT4X1KE;[VY%ZYW4HM/HG&$5MB';(?
5]7P<7Z+.?$V67&*F5*522/YG9I0\5D M_U4[14-$T>!UR=U@&1=O^\HVX.^P9E R]SP]9\AI!SU7[CMMD(DS-(+"W89! M#EI5+0-V>8)"6<\ED>1S_C+G3&8V1)+QO9O2/6
$G+8P.0TZWXN@=4B3^M3S MB4_0P)^J!7K7)23TN1 Y4)3D1R[3 Z2=-J!ZZ=I>]&&(.@MHAQ(K5 MS2PR!7'@4'N*ZDJ2R"BVH=G!;<@?'HSWW_?V6"+Q
MM#X"X[=T^T%E8/<5W5Z<(1LZ=3E0N[8RTB0GH:L7W=]!Q8JVPX] MEG3Q#PVMBM8 MR!866B3U7 :&N:.-B-)Q=;R;RS076Y5NMM?!W+(W]M8UZXZCH\Q4\&W-2I+>
MO!$/ZZ,,^#=[!$CM[MJJM^W7/U5_I='7*'?3DQ>>ZPXM? M6]=(YU%$%,/OLD0%1VUSO!8T?+-\JN"'W(9ENNWL4LN(X4W7CT4U9U9@;"Y\ M32)?_Q@P0^12:MI_[SWD=
[0MT)8DE-QE%_<@MEZUW?"4GO=Z&REC.664P$5% M@S#@]>G;2%A$)6MTFKC*Q2>!)^I(HK5W>:!(?A8E_R#L.G$**=6-*1:U_=JF M 63$9XGA3IXITMI@_ICFC3L3%>LP=P[T\,?
F> 0Y5K&3F=(0JFDJ1A^U2\'& M.@/OC'9H_%9%8%P.7N+PKL;G(F9%4O8M;2[=BFB_Y\$4]9[$)?ZEBZOU'008 M8L@I4U'O^\NK-
\299'/2?:D]$(5I>/_4E7;7S)8Y"'%VE4$D$#:SF1$W(C\> MMB]<9V:IQZ\5&6PR?@'N_)R.FWNWAOZ+?D0U.7U!:U/FCG7FSTA@X-4WZN^M M5V\
(&5"G<44_M:N@+@NNNI,Q.N'#/__]S17]\IBM11#(Q-5X%+E$X7VW4>X8C_;CI8S!6']K&R'L1<@?"Z%N4>=R30!L1Z(R.Y_J4!#J%HK\NKS_SD M:/QLI*X,O]@3+[Z(X.$GMX+>)A?
CQ_5STN:;,;(A$2RC+-(VOE3]^I2?XD= MI',MQ?_B<%29>J&[,&=X(A3*G *]<,(.0F4E&TC1?3A56]]S$/>SS (,:.X0 M6^]D4VYV4R;-3MI\+2TQDUXMRL88D?_N,KA !9]EK_6@
[7\8BF]+^;C;#&" MT#C'-;K(AKLQ.TM;)\?BC)EMNC924M)0"&Z*MB7A3H@&+)(=(SW;F&6@!+JM M+YGM@.M0>+O*YX?D1'& (8BIHIKW$'6F3 23192R>>7U *4QWET!?':FOXY-
">>^M,9X?CV .@"Y["HLSXV8%\>77@6! M'_B0:WUA-FT%Y^_+"T_GY&HYWI<#\2)N^>4P/:.;D>[ZY/3)*$:L>-#@FCTY MTG<2.S]6[]B'.?F1QL#>BN!VPR\D?#2-
=U07F=L\4XNH<4*=CHL-2%_D=M^M MAVZT-"RM!%CEXH729 0^L9F)[U&F4IVT&:<;\6]]-:'O/*8ZF 6^IPP.DW= MER1_'&$YCV8^Z6]T 27Y\=GYKOS8K_P->3':.
Z$&M#:9/YAV8ZG@>BN-+^; MD+_V$JV7G>#%I?.K*[[-6',+*=$U#/=^,Y3"C26>Z_D<>5-'4/FE]3:4MHC4 MEBAE,4WE(M\7/X-[>!F6#*+@WB!XPHY@[H]#
0=\KRTHI5O.LXE5%BL\G8A7 M!G3IE\>1[/G_]?T<()SO]OV_N6-^>C0^Z_S_JGNS["C#"V\'4]*X]$B]DSI* M89"<@OC/HD(=7K731L#&9'S$\;2Q&M)NG?VN>_=W9U!9B<@-
A^5RWY7V::KI MQ/_^*-%3&FYQ6;M=;9#@6^SEDF%)GQ7C8X#(]-;J@TJ#[Y3YT+S^=%@DOI_ MLWL*PX!OPL336!Y(2L&]631(HSP(@NKV_]/_=_WQQ$GV-R^$J_DO>^@0M #R
MYR_=K]T?#UW*W\STR^4OCW[1!,N#JLP,6\?'SYX<*"]_S2-?X/#\%S1HXANW MY(\+HTOC:0&>SYQKTAOP*B= M3CS#2+SH9L?VC).TL]W9=+)UVGW8V0>(!$5L2(
!0,OJK]_O@)1$V;+4[&3? M]L$6 .)\.+?OX'*]UN:S+81P[+$JE;T9%L[55^.Q30M1<3O2M5#XDFM3<8>N M68UM;03/O%!5CN,PG(TK+M7P]MJ/?32WU[IQI53BHV&VJ2IN-
F]%J=K7O]%=/9,"2_5I?7_V;J=FTR&+&VLTU4G M# TJJ=I?_MCYH2>P"%\0B#N!V.O=+N2U?,\=O[TV>LT,S08:-;RI7AK*245! MN7<&7R7DW.U/7!KV.R\;P3X(;ALCX'%GK\
<.X#1EG'9 ;UN@^ 6@2_9!*U=8 M]J/*1'8H/X92.\WBK69OXY.]Z(>L20,6!S&DQ-XR<[2Q.,EYRU]+VU::C+6 MLG_>+:TS2(Y_';.YA9P:'[Q9Q-
']C62X55ZGD)>/6"F!T@!GCCN7[=8AWX&[:&$/8X(^TC*N,0#$) M3JN%YR63JFX<*\6#**WG64;"M'8/KI#"<),6&_9*TD?=6(#9BZO!2[9QRW3.
MD$M.5$MA=@G%&@N%!G]OX)N,U4:FL!F8]W*E9"Y3KER_/6BK!YAG/I.Y&HH9 MUBB]I*B3QP:':Z!<,IE!!8B7;#^MM=,.O Z=[UYYJUETT7W<#L07VU9R,;CS MS,(CBI-_PT8K?
[%L#A+$2QL>MYC54)=%)<+F8 M[R8?] :_W3-GO#\WS%(8I9-PU"NH-@V#>33?_FS%>X(K_2",HC PE'>5/D.(M9\%BLA<][$)74VO#D;J96+JGLI,P6(3)7NN#
[A$[(1(E43";A3N9)_T7;4TN MV"(,PF2^_?EJ6X$PFP3)=+(3/>P./FD'5?N\R;?)\3V;3"^#:;Q *[J$F?,Y M6O%L$$/JM[UGXE?'((7VJU^F;H9ZK">Y%V MA(U\44B^?
5$X6.)/U(3DV]:$11)$8=1O/*\))RA^F00)6-7]_+<4CR<'%-]W MSU \0F5)]K*'W>,47RR"2;07.>R>(OAE,)O$W?^G=IXD9Q+%01AY!I?S^/_D/(U.QXZ4&[.ADP&O=./MS\^<-Z3"<:WQ-
[0(>5(GAP9@+*B MYC)CXK$F!=JC1DM+.H+X//61"W =2-L5:[[Q=M!4#)I&G)0O)5_*TML+D+HV M^E%6E,*]!,GPYW1WQO$Q@<-] E>@=[7+=!]SLM5O7,
M:E'@P*:JZ28/!KTKN%JU>[.'>VDFW.>K4 /.T 2#"E)N&,]SY+ 7;>N.C\4^ MD7$W)-^F&LK\ 8!N&>PR4F5X/P^W0,]?FH) MV)GC5P",ETY7QY6BT7,
[_%F]/,H9U0ZKLEXZCDW='[?;DML^-?I4,KKR1;*7 M!A570#1^(2!C&R-*9X*T!@7LD6IVW!:45H;UK ,2-]GS WF_I"UA0T$X;".Q M UO:">%=3P"#G,; TNC/PHPS@<0P[M=
(@@"U0C=[LD4C%OKUU0ELNVUH77\ MDKBGLC&N"*@.R-'1L1>D<>^A#]%;^>=,B@IJ6/OFMQO=O9C>M0^%^^GM<^L' M;E;D]E+D$ U'\^F0F?8)L^TX7?MGPZ5V3E>^6<
$86@"ON<:!G8=6F#WCGS[M'U!+ P04 " "H@FQ9VC;\4)X& #?$P &0 'AL+W=O $10LHMF[6)9D98'(IM@\I@DS3/BSV M@9:.;6)D4B7I<;R_ON=0LNSQ>#Q)^[#
OM@2R7/_SB>2EQMM[NP2T<'75:/L MU6CI7/MZ,K'5$E?"CG6+BF;FVJR$HU>SF-C6H*B]T*J9Q&&8359"JM'UI1_[M9*XO]=HU4N$G W:]6@FS?8N-WER-HM%NX+-<+!T/3*XO6['
6W1?VD^&WB:# MEEJN4%FI%1B<7XUNHM=O4U[O%_PN<6,/GH$CF6E]QR^_U%>CD!W"!BO'&@3] MW>,[;!I61&[\V>L<#299\/!YI_UG'SO%,A,6W^GF#UF[Y=6H&$&-
<[%NW&>] M^1?V\4Q97Z4;ZW]ATZV=DL5J;9U>]<+TOI*J^Q=?^SP<"!3A$P)Q+Q![OSM# MWLOWPHGK2Z,W8'@U:>,"ZJ7)N>DXJ+<.D.SDN3<]4=A[M")68-PB]7:2"?1
M7DX8%DZI7\[93$S^AIH2/6KFEA0^JQOJA_(1<&OR*=WZ]C<\JO,5V#$D8 M0!S&Z1E]R1!GXO4E3^C[1=VC=80F9P-XCS,'0M7PX<^U=-N#R.'?-S/K#&'E M/Z>2T-
E(3]O@_GEM6U'AU8@:Q**YQ]'U#R^B+'QS)H)TB"]I_W;*W5>S:_: M(:1C.%!G]^'_MD28ZX9:5:H%^&G;-ZS\+X*CZ7=ZU0JU_>%%$4?Y&TM@/*5(
M5)5>*XR(97O:*!5U8\7/ZC5*1E(X M)2?*G%PHR8&$'*"!(DQ(=K5"4TG10"M:2MI>)$JB($TCB-,IR<09"?%0EH5/ M1_T*8LC+()E&D!79X&@1!F'R+;&R?)8$>5A -F6S)5G-
4E*87ORF'7GY$I(R M#J9EP@D-BBSO4AK[G"9E&J11JQX"D8= \C^&0)D$2YJEW-TH+[R^/ M4Q&^#P-% KXB#"-& '\6Q 0,=Y*B*9#57@D2<]!H"@H\QF5DGT.R1X-I%%Z
MOOYED(532/+!#@VD\5"^."X(M=P/<5)VV6G><63)&5GGWCK67EA MJ""PWA=P5R"*@4C"XC-DXI;"P08- I5;J&--T&HKNRV!!3V'Q^SBO7@$N(#* MN#"X8"3!;
L5/2PTI8M7,S,VJ!9NR2H);]BYP>,'KBW%/<(,47G7"(3*2;4F MWCOR[$?GF; +X_RX^M+5A5$,:RZ[_'C5?LY2B?%0U$8\)6\^'DHQ FYOSWY M%+1>#F@Z?
(K2H"1*W)/JPX%G&ZL,HCCJ66:G=8_:8>Y,?Q%BDZBGU&,-!W,G MFBRB3AZ(]5CTP>R^=(()_P^@D%/4Y,XADYY" MQ_&R9^&0!>4T[%-Y7)&#N3-
PR,G.L>3N_V#N,1SB."C3=$>SQZ(/9@K;MY@LL"IB"B0L^'%N^)>LZSYT82AQ%P=(:K.4U9)<,?@<>S]O/YJ.P\'^M_ \?SAHCX!'"3&& M&_!9>]11\"!K?WKUN.2$Z7(
M36N%8=E*K&UW&#GI:87&T<;.?XA/'%B>#Z2FLI'WW8MY2MD#4=(%M4MM]/:NYE(->,_T803)S=144[L)I7<@Z4U8VLN^V=:#P8 M_<6*'9\ZOD\.+EV(^!?^:LF"/_9V]R_#Z'![==-
=VNR7=U=?=!9?^(,(SDDT M'.?3$?6,OT[J7IQN_17.3#NG5_YQB:)&PPMH?J[I5-^_L('A3N_Z+U!+ P04 M " "H@FQ9]\DGQ4D# " !P &0 'AL+W=O>
\7.Z6_F1K1PD/;2+,,:FN[JR@R18TM M-V/5H:232NF66Q+U-C*=1EYZH[:)6!Q/HI8+&:P6?F^M5PO5VT9(7&LP?=MR M_7B#C=HM@R1XVO@LMK5U&]%JT?
$MWJ']LUMKDJ(#2BE:E$8H"1JK97"=7-UD M3M\K_"5P9X[6X#+9*/7-"7^4RR!V 6&#A74(G'[W>(M-XX HC.][S.#@TAD> MKY_0W_O<*9<--WBKFK]%:>ME, N@Q(KWC?
VL=K_C/I_W#DHWS++5\MM-J!=MJ$YA8^56]- MP0GIFG)G-9T*LK.KM:;^:OL(7);P[GLO.JJX#>$3VD5DR8%3BXH]V,T QEX! MF\-
')6UMX)TLL7QI'U%@A^C84W0W["S@'79C2.,06,RR,WCI(=O4XZ4_R#:$ M=<.E?9DT?+G>&*OIGGP]E?J G)U&=K-S93I>X#*@X3"H[S%8_?I+,HE_.Q-W M=H@[.X?
^LUTZ#_9)681\#"] \1E4$A6<.RL4C:2Q6(*JP-8(E6IHMH7QW:#V37R+Q5Y(PI'KJ&MK.OK -TISJ_3CLR>X@"RXT^HDH\N+6!-)PFC%3C^7ST 6DZ:]64(-I.JWMT0 :229@F
M*22S,)FFHUO5=KVE&)Y=.4"C*KOCA)Z$^61*W\ED.CI=!& $F*7 YF&>.Z_& M$+<4?=LWW!6E1+H A> #Z9 E;Y6VXI]AXPW,PV0>PR6MIB%+&5R^XF/9_W.3 M_L?-
^-2,14>LV*+>>NXW='U[:0>"/.P>GI?K@56?U8>WZ2/76R$--%B1:3R> MY@'H@>\'P:K.<^Q&66)LOZSIB43M%.B\4C1T>\$Y.#RZJW\!4$L#!!0 (M *B";%G78.U3^@(,4& 9
>&PO=V]R:W-H965TH;VO;S1Y8<]2\ JEX4J"QL4T.(M/SC,7[P-^<%R9 M#1M<)7.E'ISSN9@&D1.$ G/K&!B]GO "A7!$)..QXPSZE ZX::_9/_K:J98Y M,WBAQ$]>V'(:C ,H<,$:86_5ZA-
V]1PYOEP)XY^P:F.SXP#RQEA5=6!24''9 MOMESMP\;@''T!B#I (G7W2;R*B^99;.)5BO0+IK8G.%+]6@2QZ4[E#NKZ2LG
MG)V=Y;ENL("K9SIF@P:8+.";+5'#1:,U2@M?.)MSP2U',PDMY73(,._XSUO^ MY W^#W"MI"T-7,D"B[_Q(6GM!2=KP>?)3L([K \AC8:01$FV@R_M-R#U?.D; M?#?LAV)0/V$P.]B+
M1]'I#KU9KS?;Q?X?#FPG_W;U7Y5%&!W".CEN)E<^>=XE%Z_)_S4\5W37C26 M6@!%P4()&AI<+N$=E[2B&D,,YOW)@+K 8C4G(M<*EYAW3CPCJ-7:*XJ%\+\!!D/HRB%.!JF<3RX
MET_HM1*U>"$JU#DWY-.5S1] U1ZR+N\%#O;&29R<0C;*>O9:JP4:-]^8 +?5 M/"%[=M?X_B#*@+!]^5I7S[MD*3#^#AR1C2,QR/8UIWAQFBI4"_]
'5'U4C;3IE^M9_19^UH>@UO!_PUTTLN M#0A<$#0Z/#X*0+=#LW6LJOV@FBM+8\^;)?UG4+L_^KY0U(:=XQ+T?Z[9'U!+ M P04 " "H@FQ9$'M,8@<& "L#0 &0
'AL+W=O(R7;2=.@@%\DBO?P[KF'=]39VKH[7Q,%\;71QI\/ZA#:U^.Q M+VMJI!_9E@R>+*QK9,"M6XY]ZTA6R:C1XTE1O!HW4IG!Q5D:NW879S8&K0Q=
M.^%CTTBWN21MU^>#PT$_<*.6=>"!\<59*Y=T2^%S>^UP-]ZB5*HAXY4UPM'B M?# [?'UYQ//3A+\4K?W>M>!(YM;>\D-0/!C2\= MYF"[)!ON7_?
HOZ;8$GIK]=^J"O7YX&0@*EK(J,.-7?]&73PO&:^TVJ=? ML7'F[%HX MG@TTODBA)FLXIPPGY38X/%6P"Q!+RE=B2FQ5!,BLG1$WC3;9#3A#?] MT2#%/[.Y#PZ2^/>Q<#/:T>-
HO$U>^U:6=#[/O#D5C2X>/'L\%7QY@E?C[:^ M'CV%_H,)>1KCR@82QR.1L>0>EOBS)K&P&GM1F:5HHRMK:+H2DJ=ZL29',"AM M-
&CV/1XDA_>Q\&HC^!0FJ"DUAN!'V$7(C"^5$ZLI([4CW3H"<$!-RU36E.2 M019X)84-*I;.QI9MO&J4EJZS&PHJHS3 W2 E:J$L4'41[V),%TBJ.B%4IAB\
(6!'U%QDR4*!!H0CA,"4K&N%.&>W5V(.XAL2BJFIH;C-@5T;=AZR495"!^C]8J_9 M@O,"UU?*1J\?K"^%5B53(>1NX;P8$X^53.+=<"83/XREH(7.^1),L.0[138Y
M"JC/>)D;Q,^[&#]V:^T%F:G5J9L@@1O4Z5_2'5?P3SV>U!41SG1YU/ M%E&[O#AE+:*45#Y7$I0(["U$DN4Z$I^1-/HV]65:DI<1L:8DXZZ]4*=03JE_?
MW^YNW(@D023DY.\#U]H,=]TK>J^X9][E_W,@ NA;,;J0.K MPN9^8M#AO-09_"&]V']7%MJZ>2&;]LV[OAG=;V15=*F(U-Q!L2M31@W.&Z+) M9[Y<=W%B"[F/],>V-
!$74Z[R6:^/3GF'!IQ'#]/H5 P1W"Y3N5W/B3BKI8NY MN;(_D8N'WK![7+OPC];&P2?),T$(=)YZ-1\)?% -WXP>.Z2-]T[0J37P>P+G M
LK+A^GMZ/959)9/X+OI^3WFDW1+A5ZL:0'38G3\I\CQ!#Q?6!S?NAM>8/N"=O$_4$L#!!0 (M *B";%D8KIM8C@T $8Z M 9 >&PO=V]R:W-H965T=?8!(2,*&)%@ M*S^^G[G
1(69)EY[+=;E]L MD00.SOU\!P2?S(W]Z&9>7&59X5[NC?SOGQT>.B2FNA*JV3*D_+L<#08G![F4A=[SY[PO7?VV1-3^4P7ZIT5KLIS:1?/56;F3_>& M>_6-]WHZ\W3C\-F34D[5A?(?
RG<65X<-E53GJG#:%,*JR=.]\^&CY\IG3_?.]D2J)K+*_'LS_TE%>4Z(7F(RQW_%/(P]&NR) MI'+>Y'$R.,AU$?[+JZB'UH2S31-&<<*(^0X+,9GJ81!K/ XW1!AH/Q1M3
M^)D3WQ>I2KOS#\%/P]2H9NKY:"O!"U7VQ=&@)T:#T?$6>D>-D$=,[VAG(<6_ MSL?.6_C$O]?)&\@=KR='#QUN8/6Z8/=Y& M?4>+;*?QUG@ESOJBIB67@K\UE])Z[<2[F817B_,?
Q:M"O%2)RL?*DL9'/>%G M2KPP>2F+A< L954J=.&-D(505TE6.822R%:IBWWIA,0ON$$@TJS62',?#NYG MZ]C8K^_=%Q4H6#&?Z636X64.^E,KP5':8:5'L9^E"!W\M&8A,
[\X&"MI=3%M MV 3[B;(>B4J4TA.[LDB% 7U+PB$Q(%-4,A.E1W M!N-2,5XL10#A5%TBOY4]A&913>!6E04GE<,?6B0Q>:YLHF6F?U.BD*6Q0F73 S-
!:KAK7(NW[F375="9R)"%=9A!2 M*PL%:K =N0^Z7&^,'A'[#\1N*R?3N?:2IYLL@# A8]6NER2DP#0RW MY,N@-26=*>08W*@)RH9G#755$ 5(2==IE6 (%JX9F"H#
(Y>P/HR!4O%1H>ZP M3FJY:Q_8)AOQV9*N'O#M-V>CX8/'(@9NVNCUD=C7]V]G2%R5!CR0DJW*I \: M:=MWR>%2Y.!\T3Q$]6-AY@!702PV^8!%BWA2F8V70Y XV8>C5I
MIX#+^+@028PD=RWH>Q3U[(_P.0=U(66D>JH]>0_&>L!"MS9'(?=4#.N0&-X: M\>K=^V]E7CY^"<;@ MBY'?DE@74"ATN%%W2]613 AJSA6(NI-VJ+8R%HN-
6]!':37^QO0\T=9YD1J* MGIJ1<_:UEP&(24Y"3@;K61J6EMI-D7;.T"=ENO1#]DPP:ERV.%/3GR<^@79 M8%6-%8H)DZFMIH1)H7>N+6+?1&8P5$_AU@ I2+D<.5N7^%* :WT8 M_[%
%_'YH="4"2[@+H1::T7:@5MT:"-2.MV(&LMUSL$%@@6*#ZNFXFOB#!0 M4< EZ^+Z;F'<1B>;S'X;A!+BG4-NU#^Y!3:(NLWK3+LS2#@9+M?A4&H>/&@] MT!V4$TWL6LD03
5E!IYN5&&[BJQ8_P:&AZ.35BZJ2A.<628S#1W4.8MN 0; M"4L**:S:4'4[HAH*<7+?3P W;!Z=WAWDM!EM<,UUV,,>,V]=CV'^RM3%'$S MC($$,;?6_]@Y[PR:>A3QI>+MMFP16-
^0-.9@CGA'6EL:,)/.QYBD^Q%8D(OE MO8AE8*I4T0W-&(%*RZK^#\:+@]5[T;\JX(D%/8_:5M/+_-LX($JFYF$IA"P M12R :YR LG(>D!*>A[9#D6OY+#D%=V7=/BLR
"NX"@+$E6/#MT9JU"T-7C.I M6@ 0T>'%4+%C+[;RA$U%-30^*Y2(/>1[;IT MMR7"SV4POZ9015S4(%UR].B/H993:[Q6#HIL]';0QYC2*'AE:F/JMZC$EA(!
M7)5+J#N!0#WNOH,K4O5%U"/77)J$2W%LA$M%"'=K).3(,V,&E43(<[/ -0H/ MX0^PQA+!E))@ Q2PZ#K1)1,EP JB"7F$*J:J]]R5$%S)S;>1L6->Z7DYK_-6*@2CE]K% MB JX?
XXZ2_FH,&!5U5 AAF"]\HTQR+$=:@GAQEY(\M=H"BDVQQ6&-_(V:?6 M5Z8!L';"LD. 60E \K.VA&W&;HLNU^6W71%FT(*K["6U\K$GO*/^OR969602
M"FE"_5B[:+C&4%T3"UEY@[Q"75NV>,S$>-BU%KE04[@F3VGX"T8GH3IUJ]?: M^:P#<;L'\"XKPY+58*Q-Q^E"HH+NX"QU@8M;I62RZ#R:@.G2?W147]MW:G"T
ML:O:C)%CI+I87AJ-49_KYTK%X*=L1,GSC4K=C(#72^VXTB\0;TG_,^XW-2ML MVG/:Q,)^_>!_Y)U-(\<==Y!>WVD+Z?/L)FPVTA]K1V'[:YP/.\ESFU:YH1/: MY=MMI=^Y73Y:W5/?
O6_M3/V"?:O]%4[-K-?HC]MZ^&_VY]N]L6_>M0_ M=X^Z+0O]/_>I6R+B3]ZK-I)?[^6V*.5+]*PI,@YWP'06C4FG6DX+X^BRZRTY+HBN^/['']]S4!7Z M UH#HB A3.*[V%Y-A0/ZA?Y9
MO7X$PH7X&8:G4VG@8KB&B^'PK'=Z>KHK%]O5$[@8]!]VM+"N:XD+?.?0 OV- M7:-CS<]ON3DR7#V@3G5'#T]Z)R4>#&]]ENW&M[X,5Z_W,4B4EJ$8\OZ4 MPJGIQ^@%,%&?
(8WO]B98TI%_G5-9IU0EJ^8@6:OD*ZF%=FZG>%* M@C&>!$N_^J&YM_HUE$#ZKBM,JU[_H,:VCMT[E>Q(_=K1\HV+[H='GW8N;DUY
MOM/I\C=J[S$NZ]RFHG:Z8U%CR)QURVCG6.V*0CDK7+?.#=5M M&;MT@#:0#'E!Y^/*4K#$NY1,CYO1C)H;C0*)\[9A&UHF0"5NS30'66_H0#0(^7VE2_ M5KP_[^"FGA=D#NI]
\U)Y5(5%3A"1U$TA_=:+QY:WP-=VZK@W.M"ZN5\RLW] M3-NTV6[ALYCUYD1[PSK8))SR?+5ZRC-8X;KZOTXI.H_(:^V0YO.GHR'?/1*T M7];:<>=.62:)I>\"ZIV'-=J,+WM8X=FB_L
!_Z$I' 3 (D3F9I@ZJ#_ MX&0O%*GZPIN2OQ0<&^]-SC]G"LG>T@ \GQCCZPM:H/ET]-GO4$L#!!0 (M *B";%D.W6&-"Q #HS 9 >&PO=V]R:W-H965T :56;;W-!FC&$\<7L"U8SLU#D
=V%5O-3"T=5I66 M_/K[G4/6JF[)LCVX#P'L42WDX>$YWUE9_?:N-)^KG5*UN,^SHGIWNJOK_>N+ MBRK9J5Q6LW*O"KS9EB:7-6[-S46U-TJF/"G/+D+?7USD4A>G[]_RLROS_FW9
MU)DNU)4159/GTCQ\4%EY]^XT.&T?_*QO=C4]N'C_=B]OU+6J_[:_,KB[Z*BD M.E=%I\+]:W56#:T$[V93E9[KY/GUWZA-#*E-)310D
M_MRJCRK+B!#8^+>C>=HM21.'URWUO_#>L9>-K-3',ON[3NO=N]/5J4C55C99 M_7-Y]U?E]C,G>DF95?RON+-CX^A4)$U5E[F;# YR7=B_\M[)83!AY1^9$+H) M(?-
M%V(NOY6U?/_6E'?"T&A0HPO>*L\&<[H@I5S7!F\UYM7OK^LR^7Q.^TK% MQS*'KBM)XGI[48,ZC;E('*4/EE)XA-):_% 6]:X2GXI4I>/Y%^"J8RUL6?L0 M/DGP6NUG(O(]$?IA_ 2]]J-
MJQ/2B8_1VTJCS#[S5*_D 9-7BTAA9W"B^_L?E MIJH-8/+/0YNWM./#M,ET7E=[F:AWI["-2IE;=?K^SW*%OZ;)SB/.\[CIZB_ M2$E/4CK,YX]EK<1Z)H;+)(-
EQ/>%^)\F>R!%!)ZH=XJYD,7#G_^T"H/EFTIL M2FE246Y%J@WLK325D&FYKT%)%NG!*16MMBNS5-'@_=Z4M^KP2%H6/"10$BQ8 M7-
[16E>9+,0K&LZOZ?;,$W<[G>S$1B4R5T)MMXJ-7N@"&RH*YPGN=+WCA;Z_ M^FDF_K;'([ICAND]MC&B.]JR2!0+*)>?=7$CU+\;73^(&\"HKD0#Z!NA:^(Y
M6(E/]F7/^I!IO&>FP0'/>F+)7+H5K-"$Y;/RX!6!6)V0F/G-XR=@">QX[H;$ MK!)MM6K(8>$5*:C$D\7E!.VV.1.76*:6&3T/YEXP M]SW?]T5%=LN#

I:RPS8=&A.!0*5T%752$C=*60DVAG!6::I M)B%8.1=-OL$PK'!D+7DK=28WF7J6.NMJ0XPEQ@)%%D7#'#J8;;6I:I%B&%91 M$G!-9*:*5!KQH/!/VA@"%@VMEJQ0H4M@5 4KQ
MZ/$V(*=7&BM6#798Y9 N'@D:%DAA-(VX:=2VL6O="Z@3OMMZEUI]'^LO\IU M72O5\OAX$O#%VT5"6>K=$V71NT;D^R(1X_(LJNY MTY6%-
Z!%),DE@PTPSD[U7IE$TZ8P'LZ\S.GI+?@A&B2#N[+)T@&IG81WW2A% MB2(D0V!R^&>@M=[A$.M'7 "/S!YH88;P1+POQ<%/3JZM#(DIMTVF(FMQ*XTN
M&Q@$)#*UC(:"E"7/VRT"8@Y26[8J@!^F3SJ\36E#DQH0T3I)WQ?!?F M.T7?J$(9]D\D7X$@#$!B4XTY9SLF%@"87<>N@LG#QW?>RP5-B,U*YC?9LX6P M\S?
@0^<,BZT$^[7T4*Y]5_30;XVA16^^-XF7(BNZT/Q.H*$2;^X!DK\#__K8&C8V8J4-"_>V MK F<^_+.XI9VDV02WIY)NGQ =[G'*'7@,.7VWD&R'HHA^-UBF"BE1R]9C+3!
M#6LA7MTG2L&VML2F1>],?)*POEYG=["'/>&JKEV,1YI1H^@S1QF')&(1$B':WKYT?HGE[RK3X M#J*1_(@W??;ZY.]<1*KTO+^"IX%]WI +HQJ;5'YY;()[EOLKNZ+5YLE/@P ?7R+B&
[C8\#Q,1((D>NE[ZWG2_&5 MB&?KE5C-@I"NO3@(3[YS" H"#%EYZW@N@MER??*I\^.O1!P'7K!>B#.||OV3 MCQPK^ U-
FGOA@M[%LR":LO,X7HLH]N91Y,6Q#QZBV7HIEK,5\18LO,4B.&F] M[<3#'J"$"0Y?A6G!NO[<%3?;@=9;TX@6B;H'U MVBT0SI;Q9(%GLB58!7QW>5.TV5=?
+28EXHA1&7MP1.&FL)%[;%[.;"TK,7@1 M.8(:&QY8TJ0[XL62V!#\N]6D?5D TC9<4?%XSR&#TJO9/+(&9=U^9P]CUU6. M(?)[M36/YERL6'DN?
7LW%>F7YZ=5+E+,GIUU$!]DYPH)AVD3)><,OZFH+/8Z M]SJJ^I3IPP67S!N=D8L$"37VUS;S&,4E2;EJZ\I_E XW7-K0($[TDIU*FTQ93MOJ&ZGK M,
(R#:)_2"AK0<^:*FGI,OAML'3#GQ1!\+DC*"5*G49C]F5%-;ZUQV'1 M0$,RBGE5QRI)Q/).O02R7J6I.H_+M!Y'Z%$)^Q]E MR@Z,&!XM V^U7+2/JF;S+SB!"9+'R?JO#0:'V1FWKSH-?
25:CQ0OK$<"S59C MFHN>JJ3VE*L(6X:=<^!' X[;!M8X+MH6X! 8UOP-D7!QHQHTO9(&2H.9#/BP MP 4S3>Y TE26#FWK0R91=%\GR-_)D5FO0*9-R,G+5"OI2N#^@QZY.];0VTM
MM[L_&"5)JWV*^?KD%XX)PX;[1#<_TLK'WY^P[FQNUUZ=_*RKS^=;(@P$*W*J MPE"2$\T6:_'U.=*CF/I'R-$">QOA\>#M(N;;>-&_10KHHCB\&QP:6^8JF"&1 MQ!A<\)Q5-
$/^10^P1$ /NA%([@([(O3YP7RV"H9T;3JK7=E[AO3-#\4Y_:%4 MSH_L]4K,9^&JOY[[[KHGQ&%.43*N59;B]?G7TW\^=0WE'U ^A4&;#W'&_>;P^WSMB,NQX@
_AW4N(]L,UWQ<_OT#/B'ZMKX<+ADMZ-!V\U^ MQYX_+C3:BM09"4-@_(G.]2!BU_^!6E$ 8^:M2\'$S\T4!X5_ ?F M_:!2G?2SO.X4YSO;+@+'#?
QH=C8]WCFXW6G#43Y"H!XFOOMA6GJ%NE3:D M.)1/]]2B/%=((KJD17,_SO;M!XA>O+&-]6%O10J74EGF:E-F$X#RI,FL@U+K M,)@JB:U!$2D5T.RYW]BN_NU+R QRV:
[+FTC$4T^0@],IEQ)(F;G+>G2T*!,$ M:ACX%D.&XIC/8 '<86D3/G9;%E7% 2]8'=4L ZM*C-Z0N]C ^WJ'!S*PC.+Z MR!8ZZE[;$L+Z>U>%V(2/"5>*&81$'5-C=\,9Z'Z?
P>BX5\%'G/+&*#Z:IJ,+ M7M'Q41[EXYF29NIW*75JLMKF-M01"+HJ'$+B,RQ:G]N.5=WF5A0;X!R2QB;G M3=6ZL>I=:S):$S9 MW.P.N@S/)9WS^>H/6X\;#T0%.I*U[<#2+?
R'+M,GV1$=3MN&'IU-..>#R6V; M8,*=)M=#0<-JR_7M76D!H]'$)L>!MCE"K^C@0QHZO\!-JI BEWO^VJ'KH%@X M'JEX$&9K"T';WU)&.D@7MNMCU(Z^T,&JR 6 TT_C-+8O?
0GI_S_?$7SCOB#H M6+-=X:N6M?Y0_M/UU=5O^XC@%S?;]:A1?4M3_=[3M^Y'*2VSZ:IJ?ZG!X 5 M$D^;,6 2=>FIMVAA1!ZE]:BCWIH[')8$&6U=&1($Q0\M>O@9TA[7)O+<$3.I
MRIZH;?EP1U3Z_IS'#'1D"7"%WSU\KLUO]SYI<8R/F%N[6LW_H".%T1$Z4&]/ M+K=3+SJ1#!\^%M-!'>PK6O2+CAKUE=+8R_BS!"Q=/?Y4@JQ=\E$"0^2+? M(S
6O]2G"$3\=WV%$/PW?X0P;"T.(LWP*']D\JVC'O3".@V#,J+V?#'H]2Y\ MB\^A[E[4T#YTSH!%UJO!(L$LZA*%W[I0]*7.&SKIV$[X:MVWPG_'L4(P"\/V
M6.&ES;"O,&)X/!!;A5%CF;]9H%C"!2=VLU$[F6W9(+M:<_")0>>NQK9^2&F3 MA.%E+;!G\H)Q)W0,:M>M(_*8D-IN)!^8SD,OCN/1%Q:]MOY0P/9K0OZ+]>(/ M7O,1=K]\O]
Z1@O:_AQ@LI\OU"=\%9S97J&[>*9?>'Z..,__Q+/EG+IV<]LJ MQ*WO;N='>H/]W,7*-067F!;BP3*&]ON!,'KBH]O6%S&TH,Y$MA^G M'@T5?&2#7,LE">Z+)7G\ZX2S+]5)/E9UP!-
Z@1_9OPOZ@B#PO6@9VXNUOS[Y M[GA=$WGS*,:__G)!H\-U(-9>L%J<_,+I&6*?MXB6_#>,Z P_]+W%8FXO_/6< M/%2?8XQR,^==NTSJUX\DMZBYP=AFMBQHSM)?%"9>GXQ'#@?
T0CX9?](R\+7# MG&GP?43_Z<;)Y;.?, Z^?0SF7A2'WG*];+\C&<\[$HB0(:_"%>2_%*'GKZ" M5>#T$Z^]S'HA]N?U7R@S1(4Y'*JRVF^O!'I_;2>1P7IZ9 M>4CN\UOG?
P\;8TKU(<^*\.)L4Y;;9^?G(=F87(>AVYH"OZR MZ)0GY=GY9#2Z/,^U+/N?OWOF7SUU59K8P[[P*59YK?_?*9.[VQ=GXK/[B M9[O>E/3%^K%V?7XV:L9C>%5FR=.YW^O!=^N)L1
J9S"0E2=#X=V->FRPC05#CCRCSK%F2)G:?:^EO MV';8LM3!O';9;S8M-R_.YF7/[O9O)MIS0?(2EP7^JVYE[!B#DRJ4 M+H^3H4%N"_FO/T0_=";,1TLM"[&6W^I2OWSNW:WR-
!K2Z(%-Y=E0 MSA84E/>EQZ\6\|J7/QB8%)Z?EY!%WYPG<=XKF3+T/I$?M_';)1 M1,P.BZ!\>!:V.C$OS@#X8/R-.7OYER_&EZ-O3B@X:Q2#54T^Z>M\;JTQ5IE\L4O&Z-
>NWRKBSNUT4&M=&(S6][5OR.]E5NM;&(4 M"U<5XNI5X8JGB2X29(U>9D;I(E7=SVYWG5M;;M2-]M9509D/6TL_(_M27>+7 MGIOQ9T59 &M2N-SD4_V8)@Z#11:;[$Y]]2;#&;
(IR[@P0(\OU;S]9@!Y25:E)'EW>9'I M5I@Q'LYW9%P.)ZT,<@);L#=Q,1L-1J-1G#1IQ0SXJU M90JT<+F1.=/+<6?. MQ=45?QJHM((#U!J>->1=(R$J@!F52X(:2E"%]"I-
OH2+ZQP;H*:&K>&JF-T] MP'.[5L^'EP_VW&)'QL7PJO?-<>?-+Q8]YRW:M3_9%],]7W2R9:NMQ':\H_.L MHS/637382!KMY,1 %6BN4)Y'>),8K)*JE7=Y$VL,*C>Z5#9$#V(_9)(EK3CN
M8+:T2*00FQJDTIC$P; B8!*>@LLLI1N05.(?95=HEE^A"TNVT[S[X(2M/>:D M6^YZ)GVJ;Z#EVF (,8$VZIRG)*$\-#JU(7$5LA\6FMJ8Z/B_?#&?C*^^"0=J
M#.'R:GAQI>Z,]H'%SX>+2_557T6D4WG(H#];]?EPLNBK?G%0]6\!%=%\+#!] MB.*IPW*%*VL*<*R-X6Y19:[+:$GT"*D=L.1^F;T\J"Q2=;0:^270"MUO Z0
M5T(-7H>J!1(X(YML6N'A1F>54>M*>UV4!JH!@=U1I;=L.L3E1 MWQ6=:,(?HT%76P 8XCAO2H<.L:,G8QZU8S:Z O6#'D:MC.0E&HU#F)R_XWCT MVB
,>J\+]:TU:S=0KW5F(:>P>J!N-S:A=.8F7%"Z:;5UOO8C.ADH:=-F.;MO MT7BESU&:EKZ*S!2+BC0:@)(0T!8A$O56YY*64..M]@EUSLE8P3ZTOAJ:7E:' M'KDE-RWOU'@^F&%+.0,4\
MNQ33XMC,A.!\OW;23%O! M'."-RR Y1X^ZB7"LZ^@26$<@"5_P5Q773J52PH^+!&&VA"HC-ADDFF*U:X2%E)*A9=!"B=H<<1@SRT
M[OBRY2]]K"*,#;!!/"B0A(RPH12"I#:>R#UJMH&W@Z@7O+>LN*SN#8&S*D]5 M:7DG'H':F?/I;@!H^1[1+@\V%$^5 :#1*X(OC9C/\$\"(!X;3^J.?NLM4%Y0
M=::")@[+JGS[%%OP9C5V:@R<4*S)*+O(D*"+62DM Z&"%7]I3'%'F6)6G^] MUP"EH,3T!<&C @(Z,U37@1MJ%8)(X?W,I%_?*<(VY3J;2?I2^8!OD<-]O%'L
MP,]&\TB2I;CR;@$A^;X"$B:+@>Q"./.:3DO)^."N ED7L\EN5XEMA$UM&TS; M55R%8%%O>8.6F!";Z/:73R@P'/U8M1WJ'HV^G_^)E *3&%]M*<,ZU:1VGDLB MCJ&Z.#"6$44T\B-
[MHTH#(Y2L5=-99[?8JU4_4LV)N)F<+EB?6*_F[992(-&G<)\[M#__L@O@1/K+OO?! =O+;QF:FE^#_MQQE0,CJZTZV;LCAF)*B&";$,0\&HNL= MPE=*]2X5M:3(2$7BG?
YM(<7X6(BV[!C,I=K5=*Z>9EMR'M:^ALI-9N8:^Y:H M7JT0^;Q6]2FMG!Y&!6VTFK*F20?#.WG.3E>_DFE36 Q*X__2(FO0?2IA$>+W[-Y[B&8CYD"#Z)CWBZ[:8\#Z #E;&
M[0%)N\E@5S0(J"M@=.NNRWE_HL-Q=]J'N)/K(/%+/H] %Z0C">&K!X\Z3@L_ M=L0Q5+\>=KAXM^<8FMFS1TK"?:)ZX*A(T^%,Y:GVI 9):2.KFE_-F([8';K1
M;@V[_G58T]=E^B'^93Q]KXL:3K-3=*;H,!E\;DX>N8886H^*5V12A#TVSH^ M\-@8G1+?@;1P=),\5.\J'RI=- 2M64ZTJA=,:UX4=AK@6$Y*#U,KF1.[;JM[M9!=R BA<08#?
DH&&:-0'89@=DPF*"7&(H23;($OH7"(R5.AQA+ MFQ?W1X*TZ_L/ 8?%)SR^\IZ$/Q[N/TS>'?_F."^WKTWN-81%TA MV?(9DZ5?'5,CX8C-JSGZCJ1B]ZR4)WL#R:8?
(2J3Z\+^QX3]JY*"+"N]IA/2 MIW1S1I04CD)[]+M["2)M'*9[-):H')^9RCD.&L:&[J9O(-,!VMS2)S(9XCL M'+P 69J$MP-]%S"EKLJ _>W.(>S7Q+]\#H\V_*]59H>K6>%[6+,R?$HD'*T)
MW(E=@#<9F]W=%49%G+?(\.9NB'HC^*!-6V(DS:E#:FH:6MO7U[/M<_=QV(GK MKUIIS(T 8!J!I4/7N7PO]#FNR+ZCO7%1Q,-R3B0RVY:L='3$%MWX9%'G'71A M#M0>;R@B<@9"
<6&*L?:NVL8K&Q/$/:Y8]TW3!4XA+PY@Q#K&UJZDVZ]MO)Q M'*"N8%!YMW-+VSON+KH:@B]LM6^.'IG" HDEP3(UW9%],,"AD6@Q#V(H:>_O M2#NY-(A@ZAK07;?
>H1"JZ$*$3\|8HSVNO*IH5\97<5517]Y0TK>W8JP 96+# MO:4RK5'B/'NE,:W>T)L;&$D[74ADKM=I"=&K!)-(X(XZ83=6B./]C&\VW#0H MY@ W!8T23O4"5%H=LI9.DTT6-
]VM"ZK0,EX>(1NICH1::'WM-9X.+]170_6J MU80:$^K%'0KOD5^<6& Q?SDC:H58XR99XZ!'U&'?NBW=%",0R M82\ID&"IB_&%6!0RZ):Q>]W;#M6/KNO=WII[-?$CT@@I?"#4O>
[Z@6Q54PJE MIST/B^R -X>7X4A:?4A,)ZDRB=)AD'>!'4]DT.(M$ -"JOE0K62N4V\B0Y7+ M1687(7&_3-DJ*=^!MYS!]:YNH=A&%^MVHWET$4D.S 1JZJM+HK:K%6W/V8"<
MQ1+_:]W.[*"#_+B,'CLV\V$A'@ DU 68]*A>B.V$#+R*H\P;PY*Y%)Q[[99 M<_<\=*7ON4:N7,9N>L0<3\Z$IN"O"WS3>0^E M,?!+=34=+.:C1S^@/3Y3U^+H!HVR^R#BCBKY6$U
%F9C]>31SFM0/78#&C$9 M+*8+=>A=KO/.&W6Y05&B]P8I-%A67JYKOFU>3;R6-_+:X?)>XUO4-%O0O?D* M4^DN[4QY>5=0/I1NR^_G+5U9NIP?:<-@/ W
[ROGROH#+="\L/GROU!+ P04 M " "H@FQ9O[X9*I,% #,# &0 'AL+W=O07(F8@ + M@)+5K^]9@*(EQW*G?;%(<*]G]RS6)ROKOON2*(C;2AM_VBM#J%\-ASXOJ9)^
M8&LR^#*WKI(!KVXQ]+4C642E2@\GH]'S8265Z9V=Q+,O[NS$-D$K0U^<\$U5 M2;>^(&U7I[UQ;W-PK19EX(/AV4DM%W1#X5O]Q>%MV%DI5$7&*VN$H_EI[WS\ MZF+*\E'@-
T4KO_4L.)/,VN_||KXX[8TX(-*4![8@\;.D2]*:#2&,OUJ;OQ0FK<(DQITO"GKA[-)6E0I .7@A32$NK0G*+,CDBOS),, %"P[SUMQ% M,C?
98^ZEN(*!THN9*:C8U1\BM"Z^R2:^B\FC!F^H'HC#45],1I/I(_8.NWP/ MH[W#_Y.O>*-\KJUO'(D_SC,?')KFSX=02$ZF#SMA(KWRMF>')+ZIT] M>S)^/GK]2 K3+H7I8];_>\D>-_?
9!A+C\4#^F",.'&&Z2!VMLD\;2L+(L(W+ MHT$"\7/KT$MB59(1*@CE1>UL)C--(I0R" FS*;:U**47&;&@R1OGH,96853(MRC8FB%P:",]]-; QEJ0#PKLIF(@OL(Y1:_&@F0AD$..;,
<$2&*F^0![,4= ML"I57L+!&B,-#WH+H5(N*04B\]PU;!R8P\M"H294.V4=)/^.6(CW1ES)=6SQ M/B)G6$T[M58JE#%^NJ6\B4=V'@\^V+5%57(,2!+G"T?$('?Y7A$&-"#^4:0?
MOZ/:-8:Q'H0JX[;=PJN1#XX*Y^YA::G_6_9AVYV$* M%__;PW[@8H-TP!5W&%'R_6YV_?';I]G-P2&Z7QF52RV"4_A+2ZD;R5390/ B MU;G*E)%WA0:1.N
B!2DTM^C.3/P\N_R%56I(1X9&^=GE@9'/GDP.7[Y&OUU< MG[\%\:RV($V 6V27DTO0?WWW[?.;V?7%Q:^?OAZ,_RW 8P#X@S=835P0"ZUL MIB7?3O(^]E
R!Q_QN"G]+FPKI>'NMN8@Q;QQD?"R6'*HL8';]N["N&L@D^LF MDF^I)+RX8,#/4M5I=*2;'E)+9C2FC'4'OK;&6QX#,4W?;U%U >O*QA/=*G^7
M^514%H8:C7:N0,HXO06/%9E_;VJN68U)4J0IV+7;@$G\(V_1:_M9=8^(VMMM M-B+J)ME"J_1CM<=Q)!CT+0TOHV##)-J?"Q^PFAU>'<*[W(^Y[B0(U5 ?DV4 MU/F$^[%I'#-0A2X
Q&"6Z,Z)@8 7CNF-@>QV_5M;5(!$L0#<>YC]!Y[T6Z& M/,H7)BH^%:.H\U1,!A/L-5IO$K6Q<4OI%HBQS3R48&"4-TS,*JT8Q"N&P((0 MJ,K01)LM8:.%:A1,X'B3>:LCS]$G
3_IED,#8+MU,B69[KP*-W;)2R>J'N\X MWOD*T=0M "@].;W>P;(MB7#HG%CYW8KM&^D[%8Z5C%3!R-GDSX&C.2/2FUIR MT(8.
<&E!3OJR$^9^Q(U5;29*1H;FS,LT]E9\M_DFXRLLH%+<%J!B+57!_C\T M0);A&SRTH@RW-LR*X([W:(X/=VI:-KO3;E4_3QOJG7C:\Z\0K0+
M'/6$2[MS>@FVCOMJ9@/F2WPL,:O)L0"^SRTVEO:%'73_P)S] U!+ P04 M" "H@FQ96 4>^9@# Z" &0 'AL+W=O@IL!S;;;.I;2!)M]@>6@1-=WM8[(&61A81BM22HSCN MK]]'2E$<-
'4.>['X]=Z\^>#0RYWSMZ%F%KIOC VKK!9IS_,\%#4W*DQEM+7,C7RU9M^8;ES_;:8Y:/+*5NV ;M+'FN5MG%Z?GE(IY/!_[2 MO L'8XJ>;)R[C9-/Y2J;1D%LN)#
(H/"YXRLV)A)!QK\#9S::C,##\0/[Q^0[M?-FHP%?.?->EU*OL+*.2*]49^>IV?_#@SYO(5S@3TB_M^K/S>49%%\0U Q@* M&FW[K[H?XG .)O^ C ; +.DNS>45'Y0HM9+
[W;DXVFPQ4%R-:$A3MN8E!OQ MV-7 R?J3+5S#]$W=53? XEHYS9 M@YS+V5'"&VXG-)^>T&PZ6QSAFX_NS1/?_$7WZ(,.A7&A\TQ_7VR">!3$/\^Y MW#,NGF>,E^0\M*K@589;$-C?
<;9^_>KT[?3]$;V+4>_B&/N+Z3B*?E[;%R=, MI[,)#=P2N>F+H]:[.YTN%^XV55RR5^:$@B@ XHKSJ&E+^A!7JT ;YG@A"^>1 M] 26&ONU9R9E2[*014U?&!P+@Y!6X6;#?
LQM.HC!?$+? +YR3:OL/M'#7N<] M4!8]"=W'*]%V2\A=@(!H3AF33&)/NS)0*QS M>I8$*CO$Q%%G"_:"[BA[4MYU$-B)-OI'Y(.!D")+2L3K32?P<*>E[HUK#R="
MRZES/9'WX/K/T1OSHJCJ$*<[93K5-T"##@R=\&D+/4%2'!$/'=5RQ2GH20PB MC;68"R'=1[-!-9#1MVSVD*9L6L1 ^G .D)T&Y8:A0L%%T U1M*Q04)W@]CV1
M_/K5V>STW7ND$,$L]M$88A9]V%K@ 1=&"(3XOHV!3PG&2!G1')TU*0' /%8I MVJ, E?3'Z0"=T,?_5ZETDM"'P;:.Y%%M7VBC9%A[02DC?||UC?R@GS?LM^G5
M0GVB>J1O[>/J^#!>]._!X_'^5?VL_!:Y)L,5H-/)NS<9^?ZEZB?BVO0Z;)S@ MK4G#&H\[^W@ ^Y5#_Q@FT<#X=V']'U!+ P04 " "H@FQ9%1Y)N'H$ "\ M"@ &0 'AL+W=OYLS
MMS/#F6V%O%#^>H?^B_6=?%DQA5>B^,(SG<^= MB0,9KEE3Z,]B^RMV_B0&+Q6%LO]AV[Z-? ?21FE1=L)D0F6DYQ>W%#>/PJE
M8(D2;G,F<>9IPC6W7MIA7+88X2L84_@D*ITKN*XRS [E/;*G-RK<&749G@2\ MQ7H(D>]"Z(?Q";RH=S*R>-$K>-=,5KS:[#D)?
UVLE);$B;^/^=O"QH$!3*!W06;]\$(__\A+%Q;VQ\"OT',W(2X[B%-T(C!-$0C(;":*A) M@[+AN,L1UJ*@$J4X@6:K KLZY5]1@:;K5)1UHYFM);$VI-(K$E
OXF&*MNZ<&Z5DP(RZ_/QOH_4),K.V#G"]-E9L M15-D!-J:DS4IVMN7Q#2'V!*C8)QKW8-_3;Y^VZ MT0WY]X#*=@1;7N$Y) &AC$:#:SHNK9_?+X_Q=.*&T00"Z@J^F\2CP9W0E++C
ME=K"1:2&&MYH/(%P[(;QQ(W#*1S[9GE[$T6)L^,;GA%)8"UR3J#\>) [*=E=J-%K6=3XC0-.W894[C)4KS@.[7@ESJ M-D9!/[N_@-02P,$% @ J()L63SD,/9@! 10H !D !X;"]W;W)K
M&ULE5;;BB$JUSB9Y_B:KA3+)F%YC5H$+.!*N+"%6R>,%S%>?IX%PF>I3.ZP MSCJLR1-8O\.E-:'R\,$46!SJ9\1K(#?IR9U-G@6\P2:%:3Z"23Z9/8,W'9R= M1KSI3SL+?
Y^N?'"T^N.PW#I="#-A$T[$?B@Q->"OAH6U.(V#D7!B[%EI,P'D&H M$,YMW0BS!?1!K+2BZBOB_H^JP4+C[)TJD-J^::P+]"\K$!Y*$E)F#1PQX60U M(C)!H0D@BCLKA=P^[/2ZPA2
12L[<&6 ,-#%B),OMFEU//&C*-E;H-$%EO@Y MTE!!"9X#/E*S7O%";T&11Y(,6:F0(U()LJ;5VE_AFK?ZUZFEV*9?*:>.4YF*9'A:+ML(\62UD)L\:8. '&FM?* M!*1"";"B6N&
<4E5Q_*W;TCD5=4P8#>F6I, :A"T)$H"F6X?EV2S9PIX[*T6Z M[U'&-.PQ_I&>PT:HXE!Q\'-VZ&=A36RM!Y>HTAZ%'<&F4M0,RI,!:1T-37:_ MCS_G0A0T\Q5/IIA;O*?+V"-
+,:*T5/ZT+OC+6ZV*:)FZ,B!=G"%FBNYOUW5% MEWFBZ;#B:Y4 M:7L'?&SHG<>.A:@ M\]*2\[L%&QA>CLM_ 5!+ P04 " "H@FQ9[:YFN@1 #K. &0 'AL M+W=OO0"FI1*JB)(J2+?FS
M2M;:B9/KK*^UWENW4GD 9T 2UG! #V8D*[\^I[N!&0PYHNC=ESSLFN0,&HU& M]^G3#>C5G:MN_,*86GU?%J5_O;>HZ]6+XV.?+S%RUU#6^5O-C
MOZJ,SGG0LCB>C,?/CI?:EGMO7O%OGZHWKUQ3%[8TGRKEF^525_=O3>'N7N^= M[,4?/MOYHJ8?CM^\6NFYN3;UE]6G"M^.6RFY79K26U>JRLQ>[UV>O'A[,J8!
M_,:OUMSYY+.BI4R=NZ$O'_+7>V/2R!0FJTF$QC^WYLH4!4F"'M^"T+UV3AJ8 M?H[2W_/BL9BI]N;*%?]G\WKQ>N]B3^5FIINB_NSN_FK"@IZ2O,P5GO^O[N3=
MIW@Y:WSMEF$P-%C:4O[5WX,AD@$7XP<&3,* ">LM$[&6/^E:OWE5N3M5T=N0 M1A]XJ3P:RMF2=N6ZKO#48ES]YEIV0[F9NK;STLYLILM:76:9:\K:EG/UR14V ML\:K_?CIX-
5QC:E)P'$6IGDKTTP>F..Y^NC*>N'5NS(W>7_\,51N]9Y$O=]. MM@J\-JLC=3H>J11, M+_Q*9^;U'J+%F^K6[+WYTQ].GHU?;M'VK-7V;)OT-U^\H1U[YVL+QS1^2+^= M))@H0?VR,
J:KG2E.5SPL,9/5VZYTN7]G_YP,3DY?^E5YK"!I39U87R-7Y V-9>V9)>(N2P]3W\NEZH+]?J+Y>7GQ#/WQH+NZ1SJ-K! MLV],HI0N-_4?J0*JZ>VL#5V
M%\TW%=H">M/=0.XSG]Q(1M!@:]B/K9^WA5[PZ\JS2 M85%':7#UE[K4)9"0!JNO33X7*4 I@C!,\AM4L&56-+D9J6F#E6&M4 '+PH9@ M1.U&+!
Z5@W&P0[DJKK*%JQ.;FZ!VBO6IS,@("F[.20D) 66]+-X3'A%9,ZT MK=2M+AHV;^'*^6$!^,W;[=E\B5P"?F++6UBELR"]B&54O")H.745HH6,!T^% M#%=!T=K
R4KZD5Y'SB(OQK?"0$^9L[>C]T?J8V=L0SKP+EA,VNT)90U$0CEW M) M+MK1[1;UPS7R1[AT,*P9QY6#4+"RL5@%:"[9294V9P5 WI;LK3#X7%VRJ M2I2AI8^"]XC?
VQJ^<:\:;'Q54X@$5Y@U-1QX1._1!F+WD(R\O%N(=L6]HG\J M. 8^YG8V,Y6:56Y) OR68#O:@E-/6YQZNAUE2MWD[&L?2M)AJ=ZW7OJA%$Z! MN8;@:U?!-@CNW-
]V@AG5>B'X0/!,=8'11@D3T@PD2#$(HRG,%?/,:%O\)5&' MP<$%:?/(KJ1!91;$9FX-PL%[=EP25R\J8_@E^*]12\F3AO+D@ K\(CZ<_H N M'+$+5\!Y?'#)&&R_4XDV0'?2(]-
^H6;@@=WB?W VQ%D3=_Z(-[?]^I *F_Z1 M*+70V(VI,65(?5T$>[TT$O'D#8R281Y=EA1K.\'_* :J6P&=)*MV(#^*V*X0 MFTKG7YN >R-UM[X8#>T FA6Y)34XP34)
K]P:4)C/>$Y.+IF5P;=7YS?E\ MY;P5_OQ 4#SF Q&4,)C0=3TP-GWB-_JB^,.CZ\%WS6,GL 6EU1SYATJ@D.=Y JQH:C@G,<.(\]V# M!)!XBDA_IG9)2$"%8#J9'SX]PT+
M8="Z@4XQ";)ZI]+UNRL2\I&)U>0\;-*V_/JLS:_/MJ;!*X>D5=8=9;\"A($L M?+;^AMWEY]GL\&W(;=>R212[-Z;6TP)J M$I(RN9=8C/-2+Z/&?QZ\DM&/R?_,
('VRKGC25#U7HK79N@E#\7\5MG#+0R9<#"TJFY"?G[U8"!&7L,/;,F 3CE*WVI;\,9D"Y/= M,,G!>*]O\=&W_B_N[TIS'\(9Z:;,UV**$8$8+Y.KA9TO,$%AH47>VW9&::KR
M*CN'YQ14+1$L!$>CO!O2+?RPH+".Q1-1"4ZFJP; 3G6F9-/UY:['>A[C(QH* M(OZHSL87H_%XO)UF;:8:BFC",; #:%)CFR-&LI4HKB!PCA3&>QY;'O ML?A_*61^@XV$2LK4"T"2DP>
K*__7A# WS*6-=*$>XDP^Y2A@7#S1R%*Y?V M[!JKRMU:P@A-7!CRH6X77KN[9]L[(KML;ZWTU1*D0)W<\D%72_>D+1QB.PJ< MY:Y\I&_S8(VTS^-/!QG?U3/+D87%T_QX>1D,KIX
M-GGR>VE.)\?U7@*,0?8&'))]6NR /Q0CUH411"5ZF0291"H M2DNCSR)9*-&(!&TT!U95'Y)E'F)TEQL;TS,'2=2HHTEJ>)L >XJ&J> M*'-"8C?="HXPK=,E4&>".P"A;@M"6E^ !DO;+-
LV=&7B$ZIS!9]Z3G?-'#.5 MTA])-NM52E3["3NB!?831&7F,$E5T*=;.DKC,-KJHM+)S83U$>-N-T5$BZ". M(P9,Y2S?.[/(=-/E-
SHML)6T6V1H[!)+DKS#>A6@!^5,S(WF2X3.'M<25V&K= M<4.'_$,L%G@O^UM)"H920^Q_&(D\B <*"RINQ(K6\X2H5OXM_E::Z&HO:<6P
M(EZVC\Q%:W]D/J9$R8Q5\.]'8_D('/LA@*!X>12!TFB*_126CT@(IRFQ322P MD(P'@4+/.E&5D%)ET:.Y]EPS,>W_JIFBNJ1HJ'3.I74>7M[TE3AI@$23NQO[$9
M6>%8U_8.Z/Z\:R6RA=H^;ZGM\ZT<]#V9XE?>T8^ KD8.- ?)[Z"Q#66B2!U M16>#E)&&#[?I#QRK!B/YH_4^SY8<]-$H(Z6\@Q['9T>,%M 3G(KA>QZI%4
M<]3NCNA#P)1M)&AC= M:"-E9">49&<3EDRU73-L7I>6>WD3*6T2L'11\51V.TA#Y25GX:5?Q)UG3B%L(;:9(O2?FMB
M8SE0Q:APNYXI$+;75XY]Y$&@8ANFSJ'V[9$Y&F$=JU!43:E35]<%$Z'2Q6!C MFT'W@VUP?#+N;KZ-M^+H9T.M69CL Z6ZO'?GK7(E/FKU MZVOA^MN.NXU4MI-
5\2^=]=YM$<#L3&:9BCN\ MO[Q^2Y:41$B^DNL*9,S4/'[J1>S1A$M37/RXJ 56I$!6XJQA8>9[M+4=YG&3DQ",Y\R55"[X]PKT!,C^L2>6H[V]E-&U[@ ^WCPD#%0LQF];Z1%)D
MEU)9U)&J67^YJ'X?*2N M#5_3"V?%)'#_%[>"W287XX,7ZL.2VM4A,K$B>2WT-V7D3^U%Q.[>AY>B/Q?_ M"QUO94 M^P01^9.9>!L2S(_*Q(N"20G\C .&;))3T4[Y9O>=/MSRJT90-
_#\UY MH[.D8Q^RB53$,BWFF-FZK< %DOJ+X'IRV&+9 3=QC< M^-!.6[?POC\8,#+Q".Z7E*&>8^R+[YB*;]10\22'KIGEEAOKXOCP-2.R!A]R M3969];V"\W?IA1N;%#O9DITI!\4
M=G:DWK$/,_B1Q:#>BLJ#FN_P?#9UY2@OLK8I4LM20W,_3A<*IB[)#5]'\6U7 MKI]:B6#+:1K!9"!JH?@*MZ)CJH[6#(VA,+'N>^LN%YAC'DQ"GP&CM=1C(/E\ MA-
>YJ_6+_DZGBH*/YV=#^-B]^3MP,>QQZ*75D+6N_&YHQXU45(.:K_.D-\7" M[B4S5.+2Z7DD'P3=<!GR_0EA*^SJW=59)K'!C)YRVT$EN M&DQGS,.$+5[T&!K2

ZU2>&\2#5+8]X@N/_O]/^ATOLX^?LSXM7\5W8T"4H ^5.T]M?V M+_DNY>_7NM?ESP _:J+E7A5FAJ'CH_.G>ZJ2OZR3+W!X_FNVJ:MKM^2/"Z-S M4]$+>#YSKHY?:(+V[QO?_ =02P,$% @ J(O)L6?K^;O_L @ G@8 !D M !X,"]W;W)K&ULE551;]HP$'[G5YRR:5HEU(1 M*640",I-VT,E!-WV,.W!)!=BU;%3VY#NW^_L0,HZBK2')#{[[KOOL\^72:WT M@RD0+3R50IH4%A,CJX<7JJ$\6^H&]\A94RWQJIR'TQVR67S94_[?3@*&$6O!,3[@-CS;A)YEA^9 M90Y3YFT,$M3M966 MRPTLE. I1P/O[]E:H+F0A)82N_ PW2>9-TGB5Y+]8?3A#-M!RW9P#CU38JR=6GOK#IZ&Z9*;K^ M#9)>MWS'!$IK@,D,ED@J>&HQ\^NGM)S=-EK+?8&0*I%7VNV9=84!E58[GM'. M,;JM+QFFGJ%[[Y@J)\9^G6-E=+.JKDMN 1+N0@NHT[@7)0T=$09JD1S7J%U)=EQ)NKKL=_QY.(7_R'X+PU%W-+JB0:\7=T?#N+-\ ML0N#:.2>SKW7\!_;1]@WW?BF[!'W?@Z@E,U%Q[UC!+UQG=&_X>-.VCG6V; M[ZSI. <_N3>>^8WK#I0&!.85&E]=7 >BF&S:&597O0&ME]9_Y84$_$-3.@=9S MI>S!< G:7U+R!U!+ P04 " "H@FQ9VB\/WD !*#0 &0 'AL+W=O M!Y\;"@ MC#NSB7UW0V<34>F<<;B31%5%0>7S)>1B,W5J9_OBGJW6VKP8S"8E7<$<{)?R M3{W:%$R5@!73' B83EU+ORSR\C,MQ. ^,MBHCDU,)@LA'HWS.9LZGB$$..:3. M(%!\/,$5Y+D!0AK?&DRG7=(${=NTM^HW-'7-94 57(O^#97H]=1*'9+"D5.[O MQ>8W:/(9&KQ4Y,K^DDT]=^0Y)*V4%D43C P*QNLG_=[L0R<@>2T@:.('R[M> MR+*\HK.)E)LB#2S$08-T69:XFC#./T[(8R2;[2O)R"U156G#'\MM2(G#W21@^I/!A17,7,';8-X62,&KR".R:W@>JW(KSR#;#]^@.Q:BL&6XF5P M%' .Y2D)/9<$7A =P0O;E$.+% [Z=\C53:2Y,UHK\>;%06N(1^>M0SC5D=!C2 M*.=,E32%J8/24"""?P)E]^N#'WOD1PE%+.#J&/IO7@B%B26X8ISQE-"<72@'6 MJ2E:1]@FG<3PO-]#6DG)^(I<4L74H:2.+_NP!K(4.69 <5)N(4E6+D2 MQLM*DQR>(%=6?ID)-FMWX-8,)1?^IF<,,#,H^H5@JG_6N]E-*KK'FRJSFWBR M-!0+D.WQG(15'0KW?*Z%QI5*R%'-&S#E,<,9D*>6Z,:?JHI*'E(R78'$)*FX M6)@S8':LM[\&=E'"J2 X3G93:OS5#W+H=F[$YLU\?O-X/9%T-]:8;]7'X.S M'FH.GAL>9%EA]N0$(S^2V'/](.P:MEK!^<[J81D+D+9N)2V1[@F-W'$R.B?O M>;TOBY(W^T? 6S#.X$K\022FS(0[/H_0$AB-TD MVH7NN\A5ED)2#=A[%_IE;.2YB1?N6.^Y!_+$$#_TW3CVVI@7_JNYAGV2>*X7 MCK:/G\X5$>+(#8=1& [KO]AZ$1J=W2RWA^,CB89C=Q@D:/EC3',T0BN(@$<S< >M^ITBFTI^YFE>94:$BJ14K:W2K '?*H;(5A*-K%*:],9I,G<&E1,XR:]2PH#DJ M&XC]IU&G=N>ZN&HMI/Y%@RR:0VA/=2?;GX0/\^%SP5?OAOY&5[B&M!&L;YM" M^/Y-86^>)?]$3PO?M"4GH^I[?-7[L"413]T7QIT[K=8W96]Q>-VB8KK^JK;OFT_%"]J^_%N>OV5<4OEBG'D#$L, M]4Y'0X?(^N9>.UJ4]K.\$!KOWM9M,[OE&R.]JB.CA9UE4ZF*XU+H^&XU4 MML22VW>BQHI6YD*67-.K7(Q4+9'/K%)9C#S7C48ESZOA^- S*,N7X7*QTD5=X M*T&MRI++^RLLQ.9BR(9;P9=\L=1&,?]^UWR!]1WJ.VDMU%G99:76*E<5"Q M?C&\9&=7H=EO-WS+<:/VGL%$,A7BNWGY/+L8N@80%IAI8X'3WQJOL2B, (8+Q MH[4Y[%P.Q?WGK?5/-G:*9S>#CCU6N[_=3\,?E5&E)3?-G7Q(:'T&_M#S-(9ZKF&5X,:5(4RC4.QZ]>L,A]?R*'H(L@.&5]/&GF!\0<^]MWF65B56F< M 0TM7*YY7!@M;^GM[80? [.V+[:3W_MB^+I%\%33A>;4 "TBU9P/CH[$(F5 : M%L1T"@JA% &8\US"FA0N@ZD>?2 W,9 ,;Z& M -XTXIC%QL!"K%%6ICF!&+'*K'D14X<1Q SL.GTWAM)$L2#:R%K(0DV$1-U M=]J%0"2E"""D!, G "1(7)TRQ)EEO,":EY3TG8J$&= .$##P@!!TO(B4C"B* MW,>C?@L>Q*GCAPRB.)_)*[C^L^)U>A'OA.["42A<9N2UR@@@&'\@]"$\B7X MJ>>$J6\2ZB11W*34LSGUT\ )6#+X@%G; LRV@/\?MT#J.WYLD,:!AGZIT{DAN#'G1\2!%Y7/L]+J&O-/'A^VF0C:JIG5E(6PPFV###NV#)_+EI], MI;Z92BE+^K}(JN!^Q7]K*_J -=73K'D:12]!6OZD,N\ZJ,&UL+A6.US%##A>Q MG<(G6%$ON88-2@3J6UX=6X):J+SY)%(F+0]ITJ)X,#D.]>-"XL*,!$SO(.,' MA:#4FMV&X@NL%GH3-+@8 /#R/>@+?D:88I666@37.JQ41^!&R V+OI_*[M!_FQC4I>*V>J=E,UGR,-=NS5*)\5#44BP+3GXU\6B1^J?+SXV(R^[L=A_8H&3 M$K2O05>&E!,*BPP9,,D3K,8RU=;JWNQJ],T$4- 'H^.+\^&8PM[:SULP8B2NA/B6/5@ M=<_E38+\PFQM2)^WNEY?-M6JWO;FG*9A^7=$=&:3;0^CP(O7TQ#KI;]_AO4$L#!!0 (*B"'M;%EZKGC%_ (*$& 9 >&PO=V]R:W-H965T"B*|'2MS:VM$!T\U%+965 YUYO'D=4RXC%\3BJN5#!?-KM+/ERCU>A8DP=/& M-[&JG-^(YM.&K_ &W8]F84B+MBB%f%%9H148+&?!17) ^.?3VG<%/@6N{(X// M9*GUK5<^%,,@]HI108NX\ J?E']J02@$-.XVF,$V!'?%=6\[I(AY:YVN-\ZDUT+U*W_8 MW,..PUG\B@/;.+".=Q^H8WG-'9}/C5Z#\=:$YIH4NU1O'V4;U O>U3V"NH$OFCE M*@OO58'%2_^(&&YLB>:E^P@X TVIY#&(;"@#0 @I=NTTXP+&(;2PD5^YE MJ@!8FF=H0?S9U_]/?)P\)OHG/;\!QG 76)1?./P?SMFV0[CE/3R$ M/K^AIBQ:B.!+.%"Z?;0/ N^G_2("/D=0}#AR38UI'1:>BJL02BVIPX5:P;%0 MM*-;2V[VY'Q Q7-8+!%T%;S&?*.DX<"7I]-E"&F0)(]-X,AE\1NK12LL"1-T8?8\>R$(R#M,D MA>0L3+)T<*7KIG7$X3F4! [2Z=&M.Z$DX&F?T'8^SP?Y+ $: PQ38)!R-?%1K M:<+D;=U*[B^E0+K&7/!^]) GK[5QXF^_<0R3,)G$<$)2%K*4P6HITQ4*-9=&PO=V]R:W-H965TK95^M&4B!:>*R'- /"BMK:=A:/(2*Y;.=M&J36RP@=5(DRB:!Q6C,M@,?-[-WHQ4XT57.*-!M-4%=,O M5RC4=A[$0;=GOS=E>1OA8E.S#=ZA?:AO-%EACU+P"J7A2H+&]3Q8QM.KS/E[MA^\!J%<$ DX_<.,^@!7>#^ND/_MZ'.G7%,X+42/WAARWDP":# -6N$O57;3C+9^3P&*NJ M73 IJ+AL_]GSK@Y[9/HE8!D@%Y!XW2V15_F>6;:8.;4%[;P)S2U\]CZ:Q"I MFG)G- 9URBK.+99[K!@OX\$QM-FB R0*^V1(U7#=:H[3PA,,5%]QR.GU[SU8" MS=DLM$3N(,)\1W35$B6O$+V#KTK:TL `66#Q;WQ(HGOE2:?*CD*>(?U.:31 M$) (HR8[@!7TE4H^7O)WPUY\;KX"OBQ,&/BY7!FX>P(\.11RBP!=1G3O:6IJ MEN,\H =C4#]AL#@]B$YBLN0"LG2T[U6C)@@G'W\WO!?? <;IH.TCZVZD %SM4WU&< 5VMP;VRQ/<&DG087T1N$0WCR1@.7;EP;W!4J#=^/+I6-=*V,Z3? M[2?PLAT\?]W,)?V5Z0V7!@2N*30ZOQ@%H-N1V!I6U7X,K92EH>:.7)7U%4#L' M.E\K93O#$?3?I<4?4$L#!!0 (*B",%GUOU!CFP8 ,4 9 >&PO M=V]R:W-H965TGILQB[EZ,%H=54V_%(2U=8UD!?GO!*,DRF=;@<^*E8NEQH'9Z?&*+?@5 MUW^L+B7T9KV5HJQYHTK1$,GG)],S>G1.? 50P$E]*OE&#-L%4KH7XAIUWQ6G]CDH=DKIGBKT3UM2ST\F2. M3DG'IYZMQ^3*8UW"45H+)Q>5,K]D8V63;$KR5FE1=\H005TV]LENNH48**3> M(PI^IV 68F8=F2A?,\U.CZ78$(G28 T;)E6C#<&5#>[*E98P6X*>/KW2(O]V MB'D5Y)6H8,,5,|MU\)E=5UR]:)YI<(/"L[PS>6Y-^H^8S,A[T>BE(A=-P8N[M^C,(KX_1W\9X[H\:O. (KEP2>0WS/#T?L!7W.@;$?/&9OR20_/^'8\Y4K%EP M)TFU[=D*':?),LWPV8,)@OSY.Y@D[S2OU5_[%LCZ#_?[QT((4BN6Y,15)+B M43 P8% 7"9 MEXJ3E2QS3C27-3FP'LF:52V?? &RUTA'&F>:O.8YKZ\ARH : ?$#YTL\9PL M2LA3$KI92E*7^MAV0NI/W@(&(59'"8BD3A9&A+I)-KGH/!?D@(0A=6@6DQ*

=P!I4BQX]Q+G1I<#|*

JAX&LX?%>&OF"#'>H% M]ADCZ*CG!$EH&YF73=[R!LJ@,IJL@!.G5% -> '2"2A0 7!POB5':SRC)')K& MD\]"@\93 G@)$O/T]QVWP, 1;;A9=$8 .(> /%_93?8\QH6W9+<)[M=A=F# M-ZUN@1'>*=5B9>P#PJB7_4#H_-G-E4-_<^NO[/PA@RA8-ICMN-%NOBE!9.#[ML'9PO1]PQ='DKN108+?QDZL!U2H3!KA&@V)0_(,RWS'0Y,R"I*U969G*'N2S M0"8BU' B83XCI<" M*%+.82;,'#\) \@> <-!.D5K3.@.*7C:_[*GEX4<,@M8@ ML=]SR9TSRC^52*+4ASFKR9@0W56A,X7IJD++6D74YV>GY'>?\@E((%2EAF M3'*I#Z+D0>$%*TPE_811M:? ^$K_FZ9+'FYV8_VSZN5TI+$\=>Q>!MWT7%W MIF N5,42G@E4$0KE(SKSMV,\H7=Y FS4@8U.>9\OFSH!L88;452U9E;'-+UF MBB? RA3>\[S6F,++-!Z+YN1]QZ.YSQ#6(J?:)=Y &V6T!WP_D3G$'HN]38X+R9>&XX M]-N)'TSH%8$AN)M M.:#.LON3'/<)B, [<Y[G#OVJ.$YZ M-2%X?7\7F]EYN_LW=2+*25)+,GFQ-+M4Y+7 M)DUK*0JX87E2YYVD_IO*3RJX7>6M%M^^&1.CET2;T$AH69X_0X=8=8A=V&#\ MR2B3%CB(RJ"EBA!0U3+)ZZ%MQD'=WIX=VUU923FAUF,#)OFC!$Z M>N 85M\I0GV? ON.>B&,W#@,W2CR(*".1[TH]D>=V3?RV]?MNM8U MQ?>(RO8Z6U!{)<0^>1D.>[>T7-@XOU\>H\G8#<(Q^-3O/#>.AKU[H2EEQRNU M<1?2- =3*AZ,Q!",WB,9N%$R.=K+!WB.J0+FQ3T5%+%#*F_=4M]]]1]^:1]C7 MX\U3]B.3&TZTY+@F4Z_HI8DF^=A,]&BLD\R$C0]\.PPHQ"0FHG MYH+NC3[_%U!+ P04 " "H@FQ9',CC1P) Y8 &0 'AL+W=O5^1;%GL\XMTQQ^Q99UFL9^,+Q6PSYKN,^,LR*([& MAJ9-Q[$?J]/E5;GN(5M>I?L\"A/VD!&C^V_,^^.61>G+]4@?O:[X)=QL\V+% M>'FU\S?LD>5? =P^96!HWE%48LX2'4(RMKX>W>B7U%P4 >4[?@W9"S]X38J/ M\I2FWXJ%3ZOKD5;L$M8D!<(7_QY9GC/):VG_O+JRQ[5GQ;D$K7I2"*%/%(0R30KN/ M>2:VAB(N7WJ)- GX2_NE70DI6Y-,G(2?IFCQDC+,DK[9\)#>K55B\]"/R*:E^ M,\6&'VR6^V'$?Q1O^?IHDQ_^_N/5.!<[5N#'0;T3=]5.&&_LA$[NTR3?:Y>$\=OU#$C\47VGRKQNNW>FLH@3> [{OHQ@=B:(;5]7VHP^_] M/XBIOQEMGXL6R17ACCK\D>%N/9FN'E_VF?*,_]_K|58?;+&@^NZDXD&;S M\S!+GMGGYW3_#R^'/T(_OU9Q)%/.8OY? SIV^K9*8G4G*2Y/EWSG!^QZM"NH MV3,;+?_Q-WVJ_;-+.TB8C80Y2)B+A'E(& 7!)$%:C2 M%7UYY_/M!Q*(9\) ^MWX?/?B1$R#^4IVZ^3;/\8\ZR6%PALF_BQ/P4, <)9L,_$J9OQ+F4JLPU5)A)F M(V%.!9N6L*(Y[!PT]?E"*_Y=C9\/98=,Z_5.2T%I)4U-&DU-E)KZG":,@;)1 M H?*!@FSD3"G@DT.CI]N6>9"/Y4-_JW7.RV=G AL,;6,P_=)BI@VBI@J%7$3 M!/MX'_DY6Q4=@3 (\RX5*"%#58"$V4B8,STV'!JQ6RD.V2 S.OUSTNG)SKX M.-6FFFZ^*859(X694@IH/F;C(CY(P\1&*_1:>U4PA*Q% A(&VN8@82X2YB%A M% 23Y#9OY#9_CP,W'"E(,Q&PAPDS$7"/"2,@F"2(!>-(!=GSG]IP-B*DW66 MQF17GPUWKV=#T?)>BZ.3N$JN]D$>)IMV$_$WQ?.,,5XVS]GW4MX=WMJ<7+^ MMLQ11SOQ3KFS0[6(A#E(F(N$>4@8!<$D+>I.6ZW3E&K\LEZSK%!9D/*\4TDU MX%!*NM6E)'6FH5*"TAPHS872/"B-HFBRG@ZJO[I23U^3%1#\O9PEY%5>G MK)2\9[- /7]+"AE(FDVE.9 :2Z4YD%I M%$63E=D6_75E"7?Y,\M%2^^PW9>J3HW0ZCZ49D-I#I3F0FE>39/:/3/+,J:G MQ1)48EE=;05?5Y?P3]6U/[P**Z4&+=?KI^7IXBOK:"S:T,0.E.9":1Z41E$T M66IM85]75-.;YEW195B%/$CW25[U1H,TCD->W()2+:=2S^(#25AGI4^=<+ "MN^K7G?]#EO6A-!=*\Z M^K7G?]#EO6A-!=*\Z TBJ+),FPM#'WV+CT-J,T!I=E0F@.EN5":!Z51%$U69NMV-MZ,K:],(Z,XKK\)ZMJGLXTJCK!K9;-6>P[]"61DT[-"H-?6Y9T^G19=R!YG5[MY_6@>2F*)FNF-23T4%S MNE":!Z51%$V65VLP&&J#X:@'T-MO4&,'2PSJ-T!I#I3F0FD>E$91-%F*K=]@ MO(O?8$#]!BC-AM(<*,V%TCPHC:)HLC);O\%0^PV]>P%JSF#MF2?MY\7"FHC' M_*C\!LWK0&EN[T_AO?-2%$W63.LB&&H7H45 :1=%D-;5&@:$V"OY2+P!]!=2T<@*\"V=M 9!0F@NE>5 :1=%D>;+&@^NZDXD&;S M\S!+GMGGYW3_#R^'/T(OU9Q)%/.8OY? 7Z\9B5CR.-09S&>E-S\ZU[=ZX16^*$T&TISH#07?O.@ M-{JBR3)L*_S&NPQH,*#U?RC-AM(<*,V%TCPHC:)HLC);'\%0^PCG[R57 P.+ M#FHC0&E.33ML#GX/FA6#TJC*)H\44)K))AJ(V'839-JV%!06DVE..8 MIP,R#%WK&GH.S>M!:11%D\75V@CF(!OAI#$GUOW$RM>,D\^?[SHE!{44H#0; M2G.@-!=*\Z TBJ+)LFPM!?-=+ 43:BE .3:4YD!+I3F06D419.5>3!OD=I2 MZ%$>5A,&JPX[+1%V7B*SXYX 1_"8FD M:\++*^M;OI,:,U@J2)H-I3DU37*3#%/7=>M8+5 S 4]C*)]LM9,,/%FOAHY M6&'0*86@-, <\-3JZ3D90,Z%73HK**P?A@WO&899MR#GI.RE\U1S+S=IFGON;3ZM_[V29,.(G8&J32+F:B[9I5\]17"WFZ*V<]?TKS M/(W+EUOFKUA6O$%L7Z=I_KI0)&C^MX#E_P!02P,$% @ J(O)L66]'Y34O M @ 'P4 !D !X;"]W;W)K&ULK531;ML@%/T5 MQ*:IE;;BV&E69;:E--&T/DR*$G5[F/9 \+6-BL$#DG1_/\".E4I.MX>]V%RX MYW#.A4MZ5/K)U 6/3=" F@S7UK9S0@RKH:'F1K4@W4J!=$.M"W%3*N!%)'T8PTE$N#&9+Q.?'Q*<3B:LS'R3G9*/?GH>C?_LGX-WYV5'#2R5^,X+6V?X#J,"2KH7 M=J,.7Z#W<^OYF!(F?- &QSXTP8GMC5=.#G8*&R^Y/G_LZG $FTPN N ?$_PI(M>D"H'.F4!5LK:FF>:G5$VF{-C\(M0EHYX9+?XI;]TJ=SB;;[O30ZI$6UY) M7G)&I44+QM1>6BXKM%:",PX&? 4"+HN"^^%2@!]G=('\45RNPE MS[5(>MRMT MJ?8Z)=:.)\UL0U@NY[X3$EX1 >X.2Z#V*HW@Z E^^#E!<_!)@"O(:>[X!YY(S"P5BU-1C7CN"62#P[\OAGT9W4122EY'#NXJ]H MG3YR=GW]T_&5ZHI+@P24#AC=?+S%?'?MV 56M>%&{]Y1U_1&&M7O0I/L$MUXJ M94^!;Y+A3.% !?.C(!CX!:,<27=N;2K3 MD5AK1CE,)5+KHL#RSQ04PL1U[H?>T<6-,7N;8+? CHJ\0IFH._*J3OV%9T *X MHH(C"9'T;[P)^4-BJUAA9)7,A[NWDVV+L!;8@8$"T9<#FM8$),&:) M3!D/.:?7I+3]OB)_=II-UKF6,%$L)]TH?.Q_-30 I9XS?2-V'Z%6H\KD BF MW!-MZ]C 0V2MM"AJL*F@H+QZX\?:AQ8@3%X 1#4@>BT@K@'Q;P%)#4B<,Y44 MYT.&-4Y'4FR1M-&&S0Z4K-!6,$@H*?4(W0 0GE%'L>F8P$ZSRGGNB+P]KNL$,N%8(\X4)5EI2 MHF%\[1[GH#%EZL00W@V%VME$&KD:Z/(UN63NOJKJOKHI>JA M/$5QT$-1$"4=\,EA> ;$P$,'CSO@V>%N5[\!]TX:F%U'3B\CQQ2_P=9O9VW6R MUVEOV_Y?EW.S.? Y2O[LLK8I(NHNPQ\R%*C&:L6?.$05R U[Z\4,X"#YW&?R> M9-D[D3TS/V[,CP^Q._:=L<0.X) ^,?1965 -'90_633H8#H?]D;]J>[,?=1X' M9SM1V7Y4&$;#=0=2$/9.3- '*2@W):/P\KJ$Ms1=!O)4Z"X8Z$@TG>VM[#"9_) M[#1^?QCA,'ZWBK$_LIPS"-SH(=,_S6 MN6XOX>]8KBA7B,'2 (/3,\,CJXNMFFA1NJ-^-+K2Y.-PP-]\"(&V V5*H9\F MJO9HOB[2OU!+ P04 " "H@FQ9 G[@;"T(-#,0 &0 'AL+W=O])-U3,DL$UJ%?<>R MW/Z*!%%O=)%=NX]"%VS#PR"B]S%(-JL5B7]>TY]7?;LWO.%3\%BR=,+_=' %MFBSHE/+/Z_M8G/7W*+-@1.,D8!&(Z?RR=V6?W^)A*1"U^!+!0IZ1P#%)5'AG[MEIZ\GUWVK'1$-*0^3R&/^-G2,0W##%,FXWL.VMOWF0H6CY_1,S/EA3*/)*%C M%OX3S/CRLN? UP(S.R2;DG]C37S17"'=-X/@N3[")XRMM:/>!O$LY6N;.8P2](M=&_D1VZ(@H -.P2<7, Y%$ U C 7@,?V@'(!=&P/.!? Q_;@Y@)N9ON=L3)+ M3P@GHXN8/8$X,2W0TH/L<672PL!!E'K6E,?B;B#D^.B6!#'X0L(-!7>4))N8 M"K?A"7@'ICM? VP.,H.(1'Y 0G"5)%3#M, MG:OTV DBM6 ZF9PG:^+3RYZ8+1(;VEO]/MOMFO]H=+'*%A)1[C?$>K01P^,M"Z^8IPW]VNW.!.2"9WBJU=A1PD\-!?J],5&A:C-H.Y8MFY6&BO9# M1=JAWK&(_@1W)/XFYNO;C? P!\!8DV0)A+?M#FZ^;P*A1AH JN%K\=L^-4-@ M)5/@O2EP5_$)G4T!%,2T=WKZ!KTS!T6+KB<:JGI+%TS(F^QZ_VORHC5*$] M.%MV&?JV =KY5V.2P=XD RW*F*U6-, [F\7NRIG%;_]>BM_4-0V E0WA[0WA= M_=\Sj:,AL)*.P[V.0W/^?ZW'4GOV>%CQ,#3T!@>3N1:YHPUL2{(;JZW+3Y:+P"[Z,M3?BJSM_UV&V=P11:V1(%GF=W]? EAM#*>DK296OY3LMY M/PU#F,^ADZ_0N74KT#W/&C2@[F_"1S!G]:4C5;S]4^3\%#G!'W MGV":TN^ !S1!%Q'!:EI[BB&TLCTD'[11YX@P2O5,H97UE&3/UO*LMA&!*SZ+ MK8$]. P(?9]U-5$%'T)HP<. : #7!X1DB+:>5=4&Q <6+8Z+!VT'K?W$$%K9-M')(=VH/.\6"4^IE"*^LIR9^MY5UMX$KSN&6!2OQH._S*U;'0Q5\Z"+G,!P: ML%UM.$C":.M9G@B'/]F6QE'J[N!]02._^T)AB/;E9CH%B70DB72LSHD!T=!GS4*A!G<.F5,3N':A< J)/#T#:XZ, MHU<,?4^M'>84N3]',DH'=@X,HTS1%%I93\D4'7WJL-V[= .8>BD8YU*E%!2 M^,#C;_3@72TAN:2CIUYC%J93=@%$_K(NZX. ^DY:.\BS;G6H@MO6 %96AP9P>H@^:2CYU[_M;QBG,W 2^!ZC@R-"5UFU-"\U)&#.8O!^)F(A\&4%[?4'NJ4AL- \HC622N=8>?X,,H23:&5"V&2)4)]JK%E*&[W,:\5T__)ZFGZ$;1^_*;2R/25'A)VKO= HYS.%5M:S4/ U6O&%1Q76 M&O]LJ:PIP%6EM29P,6T- 2I((J;SNQ0%E(#^K'V)K3SL%UX22:\+.56IHE$"- M0BOK*0DD-%FIAM5ZLBH_V]!G#;%2@*ORLTW@6F(%)>.$>H)VNH@Z^G5=/\+6 MCG:*Q">41!5V+GM#HXS3%%I93\DXH<'2]QA6R\BJ!&]#G54)7@6X(L';A*U- M\"+)4)&>H4Z#113,1;!$"SOZQIRE*?(M=B))@%'G@C@R2DQ- H97UE,04F2R(HVK)VG$]%Q^0JAM%.]O!PX%3\Y&>Y)=(M3\=..6GZQO'"CYKTPVG]K$^1]$2%3QPE[E[21V:\73T$-D:2&R&!)^[H!K,K M)E2M52L^,])C=S6$Y(Y(3[4,1,OQ,Q? ZL;1VH5.D,Y$DEZASM1L9)7VFT,IZ M2M*'3%:[4;4@K?P>]J]'3FM<+!;K}>Z@F<.WK!9(T$>EI5=O8,5D?UP^MM8N= M(O.));_$G>OCV"AC- (56UE,R1FRR/HZ/JX\W]%D326KP2GV\"5P;25A23*RG MF.8CZ>@7=/%(6CO8*7*K6')?W+F>CHW25%-H93TE3<4FZ^D- 8#7U=QN[9GK^J+1?:F4V!@;&DP+AS_1T;):RFT,IZ2L**3=;?<[#2 M7CM%,;VAS[K5IPJNJK\W@>M7GY3AEJ(9H<;]ZN(${/##S2S=HHH_SDAD!U0 MF1!(=ZR*J ,^BV8T2D1K<92P,)B1-/!A2$(2^11DVVN3LY-C)ED$\S2"5UF. M.YL&$AGDOR1TF*[5OSZRRM?ZA8W3XKUXD6UQ%\^6;2*^VTZYO[K?1G^=[38_ MN#ZVSR>JZS? V^:WJ^A7VSF^$BZON#,6=;*=^7PYIM\__CL2+(!)VH7,Q/.ML M(&;>>+=U?G?"V3K;ZOW(.&>K[!)R8S&:0-Q?\X8?SY).]C_ X/1_U!+ P04 M " "H@FQ9-^02 10$ #A% &0 'AL+W=O.- _9B4Q+/N>0Y5[P4IUO&OXHU@$3?LY2*F;,6,K]P71&O M(K-92WW#GTQROX'D8W[U97,1"0D RH(HXC#1'VA V>,+@:UHM9&>RH*QK_KB)IDYGAX1H!!+38'5WP:N(4TUDQK'MYK4 M:6)J8+NJ8_J03EY-9H$%7+/T=Y+(JA.I$>9! 1<%!98$4Z&=TF21$>XE3=$.KC-3.O@M!8I**]ZK+XT.(WOWX? NI*-1+- MY\9UU*LJ:O!*5[_=,BK7 D4T@:0'?VW&#P[A0S/^_!^.C#^P$#@*@L:'X*= M#U>!D?&W(CU%_\$!5XP[!/$#^^_7,&]5^'AOX-'9G@(<3/X@4&,09.4@Y)O M<#@I+X4*

E8YU;B;H$T7W$!><$[I"5U@0@1XI6PC@&[Q(0:5J7DC=A=&8I*3* MV3\^J@#H1D(F_NQ+UFHTP_[1Z*7Z0N0XAIFCUF(="9SY3S_X8^^7/J-LDH4V
MR2)+9!U+AXVE0Q/[_";+E:EZ;4$X^4NM:V53,@3?"B*?$*$;J&[V&63D/M8@ MFV1A138NR711WLR'GBK2WM3=M*6W%+,C_:B1?F24_M,B):OJ15#+>$MIU=S)
M+_0[I99[$'WR&_F/E=\F65B1C5KR!X/1OOR68G;D'S?RCXWRW^&G4NP7VK/& ME3[%QWMIY8\F>_.Z-D8^5DN;9)$ELH[BDT;QB5'QUD8&826\KB8;74U.D.28 MBB5P@7#&5
7Y"!M(D:I<52- RJ2J.>BSQ1CWV!=ALN?Q"WM#F^$B4[B.S&>- MS&=&F2^72T()^HP^KX'C' I)8G&B*G!\VJ>=D>Q8[6R2A3;)(DMD'4?.&T?. M_U?[IG.;EMHD"VV219;
(.I;ZWO,'FF?>.1U?K\V,QQI3L[6+K'_F>7O5*'QK MQZCNV%Z+ J_;L2M6ZVO6_P^WF6;RHW6SR1;6; =WFK:B=@T(G@T(S$6A45UH MV&ULO9MM;]LV$(#_"N$50PLTM<0W2UUB
M($W6K<"*!76S?1CV0;&91*A>/$E.VF$_?I2LFJ)$TI9,ZTMBV7?'NQ-U?'2B MSI_3[$O^R%@!OL91DE],'HMB_78ZS9>/+ [R-^F:)?R7^S2+@X(?9@_3?)VQ
M8%4IQ=$4.@Z=QD&83.;GU73+P)6+'[8!,5G]+G7UD=4.7@,HWRZB]XKF6= M"5AN\B*-:V7N01PFV__!USH1#047:Q1@K0 /54"U JH"W7I6A74=%,'\/$N?
M059*@1<@3,#GQW23!\DJ/Y\6/)C2I>FR=OS=UG&H<7S!UF\ TKG#KZ_5AJ?H]WN1#,!G&BB3T4S<7[]Q M5?"A8''^MRKL[3A8/4YY5;_-U\&274SX99NS[(E-
YC_^X%+G)U42+!F34H)V M*4$FZW.1AG*&Y&4:\ET:7H/+.,V*\%\^@99I7J@RL35/*_-E.7J:(Q\2GY^N MIV:,73$(/0\[.S')>[SS'A_C_6W"BV94N?_ BZ5R F\'(W'7(_.6MYWA2#R
MU:Z3G>O$DNM1FN=,Z3OIN'6&8*X*N&)\ZOCM3QS#;Q3 SQG"[ )]YBO,-KY_BPE>Y:;33 M]UJW9$P*V=N%
[(U4_CR;*;%D3$J)OTN)?]KRYWNF4X^!D49]S=EH&95%WQC0::,J;^B[+[@ M$]<,*'Q:_Y(^L2SA][(%N'Q@R7+?*F^VV/OT6;(FQR_8QIV--:NMTH\M:W): M!/^X1I8X?
K6O[4NW,70VH^UJK13S=-5:P(I[%*TZ[,IBH?8>" M5: M5M$O]^8A>M]V=ZGF3$,U4% -/(IJ#L6">A1Y!GFXC05J,:B+HM$G,Z*/61@MM7[Q%FR)D:S56"R94U.BP F:.X& M'4T&M?
UF)<8.]3L%NROF\ML]32\1"K*!1Y'-(610CR!W ORV_PHA'1H(K(&V ML,: !EUF.6OWH,UN#&VT"P)"1Q'0H6A0CR+/-,_I--R[8GRF(0T:($XR PX MVM)IA@*SU;
[5PI8U.0<"C]!8SY&055:R94U.2^-1DKF99(*"/:IZ*!B@*+LO MF :9^>(JC6.6+<,@ C?!FJF\>6KIUP"-1VBV]R,6X?9^MD/,\1*BF1 N804?!S"$P4(\@/71K] !J_[M"5--7 M1X)DD"V2T<,
ZE+*&6PW:51"KN9Y-!(L@XYBF8,7>5\UA2AM/UA2R'D>=C6K M/!:L@LVLTJZ%YL7=;*SOY6_+FARZ !SLCE05L57FL65-3HM@'FQN"9D6]SVJ M^L5]@*+LOF
3/.1!ES(8JWT:6];DL!O[8\9ZO(6MDH\M:W):!/G@HS;?[%_B M:_O-NCOS$6FO\ HQGSJ:&V8L" 4?12@';7OJ[JJA7GN)5 @AS:8%+.@$'T4G MAZZ0N-M)\1P'=79N=
<5\BC7[G["@%&RF%/US\S#1KI)6=\W8LB8G0' .]L&; ,U=DA5CL[MJS):1'T1(9W=O:HPFIVJM:@JR&:<@""@XBYMS-@0XC98N\3 M> K@(8W-
QF.U>HC55H\M:W):!$B1$[=Z2+>%0]';:6]A-KLQ-$R!7.3D#2&B MZ/60=D/([,;0, 64D=.WCHBB*]1^"&9V8VB8 KW(*"TFTFT=48Q(>_NLV9F! MP5(!5-0,-P?L1-$3M]EVWUIERYJ<"
<%F=*R^%+5*;+:LR6D1Q$:']Z7VJ.J) MVZPX-":!6W1OLVKX]BNS[=YG]Q3]*RJXC8[5OZ)6<U0- M/&[6[!O4M/&^:_FR\<<@>^!P 2)VS\T[;V9\M&S[_N[VH$C7U2NP=VE1I''U
M\9$%*Y:5 OSW^S0MOA^4;]7NWJ*>_P]02P,$% @ J()L649CW%48!0 M41\ !D !X;"]W;W)K&ULO5EMC]HX$/XK5JXZ MM=+N)G8"A#U VK+JB]1*J[+;^W"Z#P8,1)O$G&.@=[_^[)"-
\^)X"0W] C&9 M&<\S'GL>QJ,#9<_)AA .?D1AG(RM#>?;6]M.%AL2X>2&;DDLWJPHBS 70[:V MDRTC>)DJ1:&-'*=O1SB(KV!349TQ\,@)@\,)+LHPNS?]R2DA[$%K9/4MAW6..)R-
&#X!):6%-/J2Q M2;4%FB"6RSCC3+P-A!Z??,7LF7 \#PF8D<6.!3P@";@&L^.R KH"'W# P'<< M[L0+'"_!1T:3!#S%(FO"X#^R!%_$6+P3.07N]C@(I;5K,;I.<-GLVWLQ51 F M[\0$3[-
[\/;-._ &!#%XW-!=(FPG(YL+4-(U>Y$!>'\$@!H S,CV!KC.%4 . M\C3J4[/Z/5D(=9BJNV5U6X0RCR?*XXE2>VZCO3DO0+ZJ1&0F(_+7%Z$$/G,2 M)7_K
!]G\/0SR'U]FVSQ@HPML7$3PO;$FOS^&^P[?^C@=V2L% PW#X9KLCXI MY$AXS)&0B-3A&QP#B$!$8[X1(4H3;"\33!>-XQ3]= IY*.TG:.B[@Y&]+*L M2T&GU^MYN5@)@)<#\+H
4!/3X3C.U"MX>.WZ%10:&=A'>@R]'$.O)8;<Z=B]>G;(J.XM&5M7) "OP' M7KY&F>=H'1%8R_:!-X0-Z0X5-8'&8M]I-3-/U1HQTNQOSV\ K.@';,L_SBE] MV22OU3ZS+^?
FL6(JL"U5^8GR!S5$I%K_S/ZQ&FBF-2>50'@:;=&(F3:< M8B2P)24QN7H"Y=#)-&\312:@F4V(0OB1[@F+Q=]S#N[6)%Z\5A'-%EMO_XZL ME?$KK@+]R]=$(Q]J'9".K)4#HH@1?
(49=5(3A[5D%5L*5E.Z+M4?]AQ]2B-% MR%G'&RHSA;\H5O;<3I.T5"JD6(4J&V3XR?.-0V;J'8'S.Z< MNUZ*F: .^ARHWL+0K4==JGD]%'5 W?4YD*:)48OW)0H_4H4?F0O_E$8188L
MA^ !;PG3PNBT&]*5M7)_6O$$]_+M$+?3=DA7ULH!49S#_07M$+?.-B <^+UJ MS[XNAM#0:RCXKF(E[J_K<[@:1H*J_Q]U0K"!7+F%RQ,S;SGI\',US0E=J.MB MIE
KAN&V[#J87/5J=S2:4&J$:J&T"_>=\K+Y*V;K();+O!):SLU X&3'^]OC M@--M>@4ZIYS3*'W<$+PD3 J(]RM*^&ULO59M M;]LV$/XK!ZT86L")9%E^66H+<.P4"[
-1KUN'XI^H*6S140B59*RTV$_?D=) M%IQ(]H*B[1>)+_?V/'LU3HF9,8D]^XKHX2S)B^ECD*VME* ME3%#4[5S=:Z0Q:52EKJ^YXW,]WB;$+;CC-V0[7:#[D*T4SM[$2\PR%YE*
PNW,F?=O%A,K7PK\Q?&@ M3\9@D6RD?+"3^WCF>#8@3#$RU@*CWQX7F*;6$(7QN;;I-"ZMXNGX:/U=B9VP M;)C&A4S_YK%)9L[$@1BWK$C-
>WGX%6L\0VLODJDNOW"H93T'HD(;F=7*%$'& M1?5GCS4/)PJ!?T;!KQ7\ERH,:H5!";2*K(2U9(:%4R4/H*PT6;.#DIM2F]!P M8;.X-HIV.>F9\'>F'M"P38JPQJA0W'#4<
7S..:69Y;"O:B*Q;+^>DG"/-5O MX!5P 7\FLM!,Q'KJ&@K&FG2CVO%MY=@_XWB-^34,O![XGA_ A_427K]Z RNI M2[<=]A:7[2TQ(GO]TM[@?^RY1%+#E-\PY9<.!F<A*2?
D_&$,JM8:\SD,/_BBR M#2JK=%S3\.^EO-]6<0S+..REM _'4W=_RD-;PO<;D2?H@@9=\$)T5/MM>#ME M09T#V06B,XQMH7[?.Y._21/[Y&+LY0V[/HGV M*9@U@:&U&L%]C8
P;6WRYBEU)TQ$U?%=**3'#'ZC1/=@42A%=W@/UH;R;*]S M6R#ON"!Q3J_=L8SAX]VCL=V*+:$[462HRB>P\U:_#&6E,&<\!GRDWDO3V? M#FD2"C2JH@&F-
9JN*EM\%]-51MR3ML&V;-0+[#B=Y12WY,R['M-Q5%4;5$V, MS,M.8B,-]27E,*'.$945H/VME.8XL&ULM5AA;YLZ M%/TK%JNF3>H*A@!)ET3:TE6KM$U1L^U]>'H?7+AIK
%FMDG:]^N?#91 XO)> MGNB7!,,])^<>7^SK3'>,_Q(; (D>TB03,VLC97YIVR+:0K!LD G-8,F1*-*4\,>/D+#=S,+6 MTXU;>K^1^H8]G^;D'E8@?^1+KD9VPQ+3%#)!688XK&?
6!WRYP*$&E!$_*>Q$ MZQKI5.X8^Z4'-_',E-B5;9 MT$Q/XTIR]90JG)PON:H(+A\1R6+TZ7=!OQFU3$@FT8>V">C/+RH:
MW4A(Q5^F3"OJD9E:OZF7(B<1S"SU*@K@6[#FKU_AP'EORGL@LHX+7N."U\?> M+1=XRM^4:V5%1$FU<"CE)&5.CJAN%/CXHS>,@/W =KSH[(".&8NLZT6H M\$
56A.UJ\\+L7M0HH:HD3-Y9I/"^X8"]^[4:IM2[>>&)3&Z27/.MJ!5FANE M0?N'H=BZ:>\[".R]8)WVMB)?9N"^_N4$^KTN-7 @8$@U%Q+^/)$S406S?_?:.#@Q'GGOF%0'Z/)R
R0&K@/4\S5C\FF@3]'-OR;S?P!02P,$ M% @ J()L63B/+#FJ @]@< !D !X;"]W;W)K&ULK55;;YLP%/XK%INF5NH* =HT&4%*0J;UH5/4J-O#M <'3H)5L*GM M7+I?/U\(2QN:55M?
P#X^WW=\+CXGVC!^+W(B;9E0<7 R:6L^JXKTAQ*+,Y9 M!52=+!@OL51;OG1%Q0%G!E06KN]YEVZ)"77BR,BF/([82A:$PI0CL2I+S!]' M4+#-P.DX.\$M6>92"]PXJO 29B#OJBE7.
[=AR4@)5!!&$8?%P!EV^I-0ZQN% M;P0V8F^-M"=SQN[UYCH;.)Z^$!202LV U6\-8R@*3:2N\5!S.HU)#=Q?[]@_ M&]^5+W,L8,R*[R23^<"Y-M'8<]@.)I!_@UP'\."%\ !#4@>*V%L
:$K[5P40.,ZZ[UW00N MP1+'$6<;Q+6V8M,+$WV#5O$B5-?)3')U2A1.QE.N2H[+1X1IAB8/*U*I(I!G MZ*LJT8]HF&5$YQ,7Z)K:HM39/4E 8E*(4Z5R-TO0R?O3R)7J-IK336O+(VO9
M?\%R@&X8E;E $YI!UH)/CN-[1_"NBD(3"G\7BI%_E' &U3D*O#/D>W[8N0_V_)NF<-V M9MWX^J+"*0P4NRR1N1/4E/V*0G/,8>)Z!(M4V*?H\X-+AF7Y)<5P%:-
$0%MN;&TEX96SY!U?!6JF>)%[GH_ZH=JO;!SH)8< MJOF];G"@-VG1Z_:\?3T;!7>OD97 EV:"")2R%96V=AMI,Z2&IC<_DX\Z_7&G M19ZHH69GT!]Z.Q%O,%\2*E
!"V7*.^^J/LOME+$;R2K31N=,JJ9LEKD:S,"U M@CI?,"9W&VV@&?7Q;U!+ P04 " "H@FQ9@9-#4"H# "R"0 &0 'AL M+W=O2S:6%M)2B; M-FG3$(7M8=J#F]P2"R<.MM/2?
[]K)V2%F@JDO;1Q?,_Q.==.Q M?78,N%A/O-![>'');@IM7OC3<4UO8 [ZNKZ0./)[MEIR54"DF*B)A.?%.PY/9L8FW 3\9K-76,S%.%D+#*_I)U%QMX)&N4%F4'1@4EJ]I_>M_E80L0)L\
H@X0O100=X#8&FV5 M65OG5-/I6(HUD28:VIIELH&$^B($H<\-E^^#ED" \M M/'X,]S&3?3JC/IV1Y8N?X;N@&[K@729L>BA7Y/?I0FF)%?O'9;!E3-R,YBL^ M437-8.+A9ZI
KL";OGT3IL%'E]W_1/;(?-R;C_>Q][5DF*G,"IN$'%;8*NK2 M% -T=>+*0DN=6FK3>E;3,(FB=.ROMNWM1HU&0=P'/9*=]+*3%\G.1&GD4=-> M7 I;EL'VVL'6VJW W:
PB,/0K7#0*QSL57A=K4!IE(AIY1M,(\B,*1QC>\AN MB:AM1^3=I[9QB=^[P&N+;+!C,DD3M\6TMYB^:!-J*9:@S!E!.3%"6.:NEW17 M0S1\LAF.F'C@UCGL=0Y?
JK,&J3>VQN&N8;;"74+W\KTV\\/=\GJF^D>]H=%> M0VV[I@^MRMC)NM[-__5NE['1CI9!F#S9@=T8=.86?-P+/MXK^$IHREUZCG=Z M0Q2'P^")
(D=4$([2)YK\K1/5W&:^4WG#*D4X+!$7' W1DFQO".U B]H>L@NA M\JD":)Q?"J$?!N;<[J]IT[]02P,$% @ J()L680?0B2#!0 M$RH !D !X;"]W;W)K&ULM9K;;N,V$(9?A5"+
M8A=H8DD^):EMP+$.&Z!I@W6SO2AZP4BT+:PD:DG*V0!]^)*2+P\3-U!>V M#IQO),YOV1[T,)[DUFU37[MAL0DN1)CFY8XB768;9TS5)Z>/4B/4A=YL4N
U61)Q7]PQ>=9K*7&2D9PG-$>,K*;6W+D*G4ME4+7XDI!' M?G",U*L\4/I5G=S$4\M63T12$@F%P/)G2Q8D315)/L>W!FJU/I7AX?&.'E0O M+U_F 7.RH.F?
22PV4^O"0C%9X3(5G^GC)]*\T%#Q(IKRZAL]-FUM"T4E%S1K MC.439$E>_^+O34<<&$B.WL!M#-RW&O0;@_ZQP> %@T%C,'BKAV%C,'RKAU%C M,'JKP;@Q&%?!JGNW"HV'!9Y-
&'U$3+66-'50Q;>REA%).D)^1# M*%0O:AQ>UP[=%QPZZ);F8L.1G\N M$?@;W9ZCOOTSU_7&^[P'[_,>FLT]$DES1V?> M"46_%7._XO7?*F;TUZ^R";H1).-_Z[1:\P9ZGIH&KGB!
(S*UY#C/"=L2:_;3 M#\[(_D47:$B8!PGS(6$!)"P$@G7D,FCE,C#19S?Y6<%H1#A'"HY9M$$XC^5, MMI53="$G7*'3C!%ZJF8@81XDS*]AHPJF$IKMS'6'MOI,>MM#/4!Z#8%@'3T,
M6ST,C7J88Z(3R?CY M>&O;FO%V871WJ@ @83XD+("$A4"PC@ N6@%<& 40E*)DY#"KJ+(,1M9EB@5E M3W)=EQ*YTI-C2(3Y9J<4KM9Y259F.K5!U4UQQB/V]W?D,O_:
<1*;:7JV@PYN?N= MU[L?TJ'_NL, U&%H=-B-E+N/E/L?%GWH'[0D+)'ANSYST8+F6\)$\I 2=,?(MBC U'"\%C;YJPVKT>')8(6D>*,T'I06@M!"*UM75OA3I0-IY\S!L^FQX$V\3<[.ED
H+5%4%H 2@NA M:%T![&N0CKD(^06G,L,OY&14I?]:"=0$E>*T&AB?#X_C#UI7!*7YH+0 E!9" MT;KQWQ<7'6,Q:O8'%7+IM\()0]M*"G2%U)0/&FE,'J6$?7U=0"SVY/E %HX
M!*4%H+00BM:5P[YXZ)BKA^],3V7#!: T'Y06 M@-)"*%I7;/M"I7,!G;-
"UMT6H#0/E.:#T@)06@A%Z\IF7[%TS"7+P_&G:,YH+N2HS3HGI8XB\NHC7%ROIS/+&!5BM!:3XH+0"EA5"T6C2] M@RUHF9JMU.Y"+J-P-->;7T?7%\Z5YVBN^\Y54.]/W./K[9*W
MF*V3G*.4K*0K^WPL-JWO*X0 !+%@$ &0 'AL+W=O\%(M$VT)&I(VND,YL;DIJJVKT]/R\5-ND[*5_DVW=3?N[&_[6%Q>Y+?5*MND'XN@O%VOD^+KNW25?WES,CQY
MN.&7[/JFVMUP>GFQ3:[33VGUZ_9C47]U^J@LLW6Z*;-\$Q3IU9N3M\/7=C[= M#=@O\?RB?_RWW1=Z^>9DL+M'Z2I=5#LBJ?^Y2]^GJ]5.JN_' M/QKTY''.W<"G_W_0Q?
[!UP_F*VK/)U,[B^!^ML<_]O\GOS@W@RH':Z!XR: :-O M!TR>&3!N!HR/'3!I!DR.'3!M!DR/'3!K!LR.'3!O!LR/'7#6##@[]L=ZW@PX M/W:&X>#A-SO_$VC\KPZ1*+B^*_$M0[):O
MO=U_]D_M_?CZR9AM=BG\5!7U=[-Z7'5ILT4=J31X>UVD:9VNJ@Q^#MXNE]DN M(\DJT)O[I.\2\^*TJN_$CCI=-!.^NY]P],R$ MP^!#OJENRB#:+--EQWCM'S_^WGCC'W_N&7]:__
>?X*CAY_@NY$7_)!\#<;# MGX+18#3IN#OO_:/#=/'J8?BH8WCXO/=[[K%Q!\=X;'_\R\+^V7B;05;HN_Z\KYO?@I!O<;3R\+K?)(GUS4F\=E&EQ
MEYY<_N=_#&>#OW:%A,1"$HM(3)"8)#%%8IK$8A(S)&8AS GLY#&P$Y]^J3<_ M;XM\D99EL,.38G$3))MEO0%Z5V]9;W<1[@JM%^T;6A(+22PB,4%BDL04B6D2
MBTG,W&.S/;;;J[R['(VF@]V?B].[IX&$9G4".7T,Y-0;R(,U:/"OX+_RNZ2H MLC+X>)/4&]'!6]F52:_;-Y,D%I)81&*"Q"2)*1+3)!:3F"$Q"V%.;F>/N9W1 M6[XS,K
D%I)81&*"Q"2)*1+3)!:3F"$Q"V%.8.>/@9U[5[2_;J^*O%Z];I.O MSVWE>H&^ 9T?;GT,!AU;'R$Y:T1B@L0DB2D2TR06DY@A,0MA3OC.'L-W]D?L
M=GK1OH$DL9#$(A(3)"9)3)&8/CMX>?WF=37^[A+F?HGI\TM8G^$$X?PQ".?> M('RJ\L5O05:6M^GRI^ N6=VF74]\+]+WB7]^\"#.NM=$Y*P1B0D2DR2F2$R3 M6$QBAL0LA#D!'
[:=RX'1T=POQ(J\U77&X+O_$[?%#;:TU>;X6@\F,_.1]_$ M$)TW0C6!:A+5%*H5(M1S:":I30WCT^:!$/@"&A]XX?D]VQ]N^Z,JG>*WE$E
MM1#5(E03J"913:&:1K48U0RJ64ISXSQJXSRB#XPV(I5>4@M1+4(U@6H2U12J M:52+4WZZ2*B^^!NMLE9957B>Y.81:
M!OGG57:]+_EUQAJM^C3:$;NQZ+P1J@E4DZBF4$VC6HQJ!M4LI;F1;1L]0W^E MYU-2Y_(%Z40[/<..LL7@F7BBE1U4$Z@F44VAFD:U&-4,JEE*<^/9]GN&+RCX M9";97
=_NTF+9)O>5MFB_"G0F\6KSJ"B11]4"U$M0C6!:A+5%*H5(M1S:": MI30WRVWG9XB7?H9HZP?50E2+4$V@FD0UA6H:U6)4,ZAF*;P_E5L$B+*LDV0;;)JBQ9!>MD7T
(3JH6H%J&:&!YVM>9=ZRJ)3JM03:-:C&H&U2REN2<0:)M, M(W^3Z86M6K_:-YRH%J):A&H"U22J*533H\.NVK?MVN\O8KZ_B/4NXJ:B[1.- M7M G>NZ
:_T]D15E%32CEL''(E_>+KJ#@[:,4"U$M0C5!*I)5%.HIE$M1C6# M:I;2W)"W+:,1WC(:H2TC5 M1+4(U@6H2U12J:52+4@<;/:<0JD6CPP[4I&OW4*#32E13J*91+48U@VJ6
MTMS,MC6CD;]FQ&Q6^VO_KO0.\FD%J):A&H"U22J*533J!:CFD$U2VENW-O: MTFB*;V"C1254"U$M0C6!:A+5%*H5(M1S:":I30WO6U1:>2M4J U?O]4O6.- M-
IA0+4(U@6H2U52C.1]&GG66(M!Y8U0SJ&8IS8ULVTX:^=M)[_/U.BT6^_I# M[XBBM254"U$M0C6!:A+55*,Y$9UVOAFLT8EC5#.H9BG-S6A;7!KYBTM]]X$_
MI8N\7OL>]=X2VF5"M1#5(E03J"913:&:1K48U0RJ64IS4]XVGD;G^*XOVG=" MM1#5(E03J"913:&:1K48U0RJ64IS+TC1EJ+&_E(4N>OKGZIOK%$M1+4(U02J
M2513XZ[S<'5N5J/SQJAF4,U2FAO9MK$U]C>V?F37UT_WCBC:R4*U"-4$JDE4 M4XWV]&WNX738G5&T<(5J!M4LI;D9;0M78V\EI'/7UR35.LF:
<[0M]ON^RS%V]BKM[&7;V.OW\9>P(V]@AM[";<_HHLU;KM88W\7ZXA/LON%WFE%JU2H M%J&:0#79:,YGS^<=V[$*G5:C6HQJ!M4LI;E!;%M28__)G=@BLW^RWIE%"U2-
MUG&"-_>9'*'3"E23J*903:-:C&H&U2REN9EMNU%C?S?JA9^:]:N]PXG6H% M M0C6!:A+5%*KI\6&IZMM/S3:+^"Y*\WW%>A4W%6W]:.RO'_4]OK-O-Q196@;O M?AX&
[_/-75I4V>=5&GPLTJNT*-)E<'^EC5VV'A<=^1;MC!U:;4*U$-4B5!.H M)E%-H9I&M1C5#*I92G-?(MKVT_@,/V:$MH0+42U"-4$JDE44ZBF42U&-8-J MEM+
<]+:MIC%RY3F_TCNQ:),)U2)4$Z@FQX?G@1IU'S="2TJH%J.:035+:4X8 M)VU):>(O*?U_V-JN3?WQO[M>_QWON]K *J%J!:AFD UB6H*U32JQ:AF4,U2 MFOM"T5:C)D-ZFWN"-
J)0+42U"-4$JDE44ZBF42U&-8-JEM+<]+:EJ8F_-'6_M]BVS?+,_R_&3=?'V<5UM>U_/>E=Z+1NA:J1:@F4$VBFD:H)5).HIE!-
HUJ,:@;5+*6YZ6WK6A.DKN57 M>B<6K6NA6C0YK$2==UWZ)U5HH"-8UJ,:H95+.4YF1QVK:UIOZVUM'[LWZG M;QI1+42U:-IQ%J7AV6PV^R:-Z*P2U12J:52+4'
M5QL<=5XD1*'S:E2+4>$)' MO]I[78J6G5 M0C6!:A+5%*KI1O.=T!&=T'1,V+W"L-2\;N3:=M+4WT[ZD;W2 M[[P?BQ::4"U$M0C5!*I)5%.HIE$M1C6#:I;2G)#/VMK3;$#OG\[0
A2JA:@6 MH9I -8EJ"M4TJL6H9E#-4IJ;WK8F-?/7I,CW8YNIGFZ73(>=.[+^.]4[LF@! M"M4$JDE44ZBF42U&-8-JEM+U"H5J$:@+5)*HI5-.H%J.:035+:6Z0VR[4S-^%^I%B14-W
M'0,XR"A:;$*U"-4$JDE44ZBF42U&-8-JEM+X^;!#\K:CCWAEHM"F%:B&J1:@F4$VBFD(UC6HQJAE4LY3F9KXM4\VF^!$M MM"^%:B&J1:@F4$VBFD(UC6HQJAE4LY3FIK?
M2\W\IY5ZN-CF55X$^7:_XUOE MS>[ND_W?_"I8-3G?G7>Y"+9%5O]=+WJ5%645+/,RVUSO%KO_>EMOBC_S%O'L
M\#Q+S9;XP:8X6J5"M0C5!*I)5%.HIE$M1C6#:I;2W&"W5:J9OTK5/]C)57WS M"_(\/]RW?B[0:",+U2)4$Z@F44VAFD:U&-4,JEE*

THH5J(:I%J"903:*:0C6-:C&J&52SE.9& MNFU\S<[Q76>TRH5J(:I%J"903:*:0C6-:C&J&52SE.:D=]Y6N>;^,U@=\6&% M><<9G;HWC?US]4TBJD6H)E!-HII"-8UJ,:H95+.4YB:QK67-
_;6L%WY8P:_V M79>B6HAJ$:H)5).HIE!--]K3#YM]^V$%=$+3,6'W"L-2\[J1:VM5

%NJU;S,;U?.D?/+H5J M(:I%J"903:*:0C6-:C&J&52SE.:FMRUAS?TE+/)#"LU4SD5QGMF!13M4J!:A MFD UB6H*U32JQ:AF4,U2FAO9MD,U]Y^0ZD>ZS?..R\@]EU&T*85J$:H)5).H
MIE!-HUJ,:@;5+*7=9_2TO$G3*DRJY/*BSMYU^CY=KNXZW8S?&WWMY^VTUY>;)/K]$-27&>;,EBE M5_5=&+S:/> BN[YY_*+*MV].ZOW^SWE5Y>O]?V_29)D6NP7J[U_E>?7PQ6Z"
M+WGQV_YA7OX;4$L#!!0 (*B";%GR+U %N@X .ZS 9 >&PO=V]R M:W-H965TCXI?2)[T\G#WD
MQ>=R(41%OBS3K'QWLJBJU=O3TW*V$,NX?).O1":_NGZVBN_$M:A^6UT5\MWI,V6>+$56)GE&"G'[[N3">LM]MZ[0E/@] M$0_EUFM2'\I-GG^NW_#YNY-
1W2*1BEE5(V+YW[VX%&E:DV0[_FRA)\\QZXK; MKY_HM#EX>3 W<2DN_2/9%XMWIU,3LAT!>S9OE:=G\2Q[: MLJ,3,EN75;YL*\L6+)-L\W_\I?
U#;%6PG#T5[+:"O5O!VU/!:2LXQU9PVPKN M;@5W3P6OK> =&\%O*_@[%>Q]%<9MA?&Q39JT%2;'5IBV%::-'#:_7_/C!W$5
MGY\5^0,IZM*25K]H%-34EK]YDM5BOZX*^6TBZU7GUU4^^_RZELN<7.9+V8?* MN%'A:W(QGR?URS@E/-MTJ_J+GP)1Q4E:_BR+_'8=D)_^^O/9:26;4@-/9VW8
MRTU8>T]8BWS(LVI1DC";B[FF?F"N[QRJ3\WUO4/UF;G^U%#_5/X$S[^#_?0[MO+>-P_Q([&M5\0>V:[NSVFN_:]U^H8XF^J6[J]IKGXM5K+Z:&_T\/CJCNZW
M,%/9]C8^^K_'\^,8[!ATXS_W1:7C.ON8LXD*0]_W'^>%$4<78GY'6F M(N\?R7:YJ_BQ^?CB(2[FY-
^_2"3AE5B6_]$K^M5V14BH2Q8P\A0D;EFJBV,W5=QWN.JNC,>]:99]19<^)L$Y[9U@GV M%2GK;TJ9]M_\5V;BI,JE#%?K8K:0976B,\89*CHD+/!Z?[M=M2'#422,'6Q[MA S'^^&
(ICQLV#&1L%?JH2T))43^YU9[]C6T9V@F0L&#:N_SNI@_(MW\Q1%B-:H>\0[,DKQ0Y(ER_52IQMSS:'"@=("*"V$ MTBB4QJ"T"$KC*)JJW2U[PGKA_*%M *H+
(&D!E!9":11*8U!:!*5Q%$WM G;7 M!>QOS"1FV\],[V1_J$B2D94HDGS^BE2BT)_SC>$&"QY)"Z"T$$JC4!H[*-[MY%'$A2[7BZ#MX"B:*N[.
[K*,IL)YN%RE^:,0I'ED1CZN]CTF,W,&JQ9J7$%I M(91&H30&I450&D?15"5W_I7EOG2F K6YH+0 2@NA-
JE,2@M@M(XBJ9V@VG=YN&;V8'5##35+8Q.YGN.X[N[##&A<"J6QHX\B@L;EFKBV.QV/IMYX MSZ.-SF>SCC#:R+THJR2[:S-?K;B@+AN4%D!I(91&H31VX,=T#3DOLAT<15-%
MVWE]EMGL^Z,9@2OFK^-[4<1WHKUUF\>5(+=Q4I#[.%T+DM^2O$F'RTT![3C% M]^98@Y4-=?Y:VF2KXUMO)O[N*5-7:CK=,8^A+6/:F/9T]S38+V6_&;L[OC&J M9:J:.H/-
,MH8Y[]EA9CE=UGROYWG_)-6*5Z6(/=<.@M !*"Z$T"J6Q QJP-Q=[XI/E9B2] M-9)7P$?]U1]JLZ%HZCC_SHVSS6X--]#,Y)'WX&29I/*[/-/>C9L;,5AM4%<,2@NA- JE ML9:V?>=L65-
O,G6]7?%"'2\4395XYWC99O-#:PJ0KZ0=R"!?7512W8)\2I;B MZ>ND)&S_;9(YXF]0TTO*"V$TBB4QJ"T"$KC*)JJ^7O$ M@U;C4(L,2@N@M!!*HU ::VG3[;1E-U^!^EXHFBKRS;

{7X7R%Y@6)\G0N MY!VOE/&'7)[#/RWB3-[U_JW^H#[CQ}GC/TKR;_BM'Y_(X/,R>]YXVQI/++-"[K.2+R[?7>C@!UTZ"T $H+H30*I3$H+8+2.(JF]IG.N;/JE\YW MH)X?E!9 :2&41J$T!J5%4!I'T=0NT/F MMD'1.0[4/S.>^,N^J29FXF"I0MU$*"V$TBB4QJ"T"$KC M*)JJZ MK(HOJZ38}(G){KLYQ%"10VD!E!9":11*8P=^:&NT?ZP=M"$<15,5W;FECMDM M,3.3'\6J2&,UDY2OY'T.SSZ_OIXM\E243ZG+5?OUAWPN4JVLIH88HE!9 :2&4 M1J$T!J5%4!I'T52E=Z.I8[JP^N) /50H+8#20BB-0FD,2HN@-(ZBJ5U@:^U, M\V3"[? 1EU4H[M3_BB39K&A>QFDSU%"KM?8A? Q*Z ^2,<4*=S0!VS ZK)53T<3U=X'5=MCYM)R7YM"CR]=U"}BUB MF:R7]2+$)(@K[4 N<\3!)VVH(PJEA5 :a=.8E!9!.1Q%4S7? F:>.])\Y"]0+ MA=("*"V$TBB4QJ"T"$KC*)K.!3HOU#DPBQ&2MVQB;(\5],RI)FV!&IE06gBE M42B-06D1E,91-%6_G9'IF(W,(1.6C_>B(*P0,E-IQK)<-<\0AV4S4+\32@N@ MM!!*HU :@}(B*(VC:&I7Z(Q1YZ77.W6@/BJ4%D!(91&H30&I450&D?1U"[0 M^.C.\2N??GLVTU\,T_/Z:XI?FMLR6+]0$Q1*HU :@}(B*(VC:..H^))T)ZI]]*

*M,7MD34CXYSJI'@G/ZA%:R;T@5VFL79?,#!MZ.H;2 B@MA-(HE,:@M A*XRB:.M*N?. 75?>@55%VJ-0FD!E!9":11*8U!:!*5Q%$WM ITUZG[K"JK(*=/F1@SN M!E!*

[%$H+H33:T@Q,.C!HP A*XRB:JNW.\W3-GF>],>)6FK(Y8^]-5]!30*&T M $H+H30*I3$H+8+2.(JFJGEK$T#WI9,5J\!*10506@BE42B-06D1E,91-+4 M='ZH^P,7436S!ZL,:G6Z_65 +7MJV7:]<:ZZ%R;4QH32V-%'$4'C5XN\:!9GJR5JU"9I?J;,MSLMS_+ZX[0"-P02J-0&H/2 M(BB-HVBJ?CN+TATRUS)?5V459_/;JU0VT5CNG[}F#C!8OOTI@Z,W(V]7NE!+ M$4JC4:J#TB(HC:-HJG0[2]$US[7<>X='OI)=YUTK7*AA'!*4%4%H(I5$HC4%I M$93&4315X)UAZ+[TQ$L7.O$22@N@M!!*HU :@}(B*(VC:.J>])WGZ'WKQ,NG M)1%K-.9-,65?^U?-

jQJ01KE.W&[2ZOK[C[8H6:@A:2&41J$T!J5% M4!!T53A=E"!V>NK*ZT(@H18>E!9 :2&41J$T!J5%4!I'T53A=FZ?]!*K QU%10BQ!*"Z"T^$$JC4:J#TB(HC:-H:A?*

H+$+/Z+]\GS]B9@}6MZOQ GS-(VAH MV!!*HU :@}(B*(VC:*IP.V//,QM[/VZC)G/@P:J&NGXM;7L@M[PQ[6\- HU* MH31VY#%$T*@<15/EVCE^GMGQ^\&;.-)FC#]8L=%*

(CE!9":11*8P8^FZ=X]FJ#MXBB:JOW.+?3,,F&SJJ7F<9Q6R%!?$$H+6IIJDON:D^^X=X*S MIOW9-A3:.J.)ZNOVOM.USM$4Y*CFJ:KIC#K/;-0=G/CTD%2+A4B;8<4W8A&G MM[49+=]U5,OM):U+F8+2=(J#FKH06F!U]_1T-%LMA5"HU(HC1UY#!$T*M=8=96NJJJR<[<\\W2\C[+]WB)!eLJ ;_[GMU40K'Z@9!J51*(U!:1&4 MQE$T1,%^9X;Y9C/LJCWW&11K)@Q5[(V^_;0AL20FD42F-06@2E<11-%6SG M@?E';,E8-@^>Y*5_G6&]#2_,YL]Y&S>>G'?[\,"6U_R%N[I*L

*M)*FXE:%&;\8R^2KJ1=^>WE3YZMV)S+=N\JK*E\W+A8AE=EP7D-_?YGGU]*8. M\) 7GYO#.?_4$L#!!0 (*B",%FENM?EJ 0 *D4 9 >&PO=V]R M:W-H965TBZ@MO,D"T20!\]X?F-[\K<'&T)?V0* MH[?E$ MQ90>>HGB%#(0D0*&ULQ9I=;]LV%(;_"N%$0P>9,PF:R6^.U;OEJR M@XC"A-YRD!{BF/#3#8W8\6H\?R\WOH8/,Y'=L%;+/7F@=U3\N;_E\LJJ*$$8 MTR0-

60(XW5Y-KN$EMJ>90V[Q+:.3'].PSR$*Y9^PQN_@<7$VF68MH1#!G-/4KIFT5]A(‘97D_D$!'1+#I'X MRHZ_T3(@-^-M6)3F?\&QM)U.P.:0"A:7SK(%<9@4_\ESF8@S!^AU.*#2 0UU ML$L'N^6 W X'IW1PAC]XI4,>NE7$GB?.)X*LEIP=<^L)2W[D&<_]Y,Y"I.L MH]P)+I^&TD^L[@3;/%YDJ0[FL6R_Z4DK^_%N$YE[]EG%RDX9,\% SX5E,MF M4/"1A!Q\(]&!

K8%.0;\D5N#3YPD(@7OI#$)H_27I25D2{/W69NR53=%fU\' MJVSPA25BEP*X"FR%&T9SW< MW5:%\V-OQZ}^>R,9=M5G(}SG=/!PO(_8B=)&U55%UF*R*? RW9,-O9K(.2ZE M_(E.5C_|+WIKZH,FX3Y)F'88%Q1"Z>]A9/3[:[-[0&O%S??C]\B<%2I*T4-D2A Y5S MN@#W)W!N=TM.^>WK(^$!^/OW;#A_%C1._U$5T3%91),PWR0,&XU(UBNA6172U M ^IKF#Y>;+D<46$BYU>:"L")H.^S"3^,#[&]+ 41%F,^6PX\K:8?IK:W6%!/ MYQE7VSD0-NW\@3S<8>=XE5TC!5Z5 N^5*2#/72GPU*$Y,BL%'79V*52_P\YS M6BGHYS52,*M2,--/J\]

[N7J2X_.)17(,1Z$X:7O 3-6,.71GK?#5=O;,;H4_ MD(<[>$@=_;R?OZ*Z+N+/U>WMEVLM=K.<=K]7VUG+UIV6&WGSJ$Z_$45_F)8 M^$'X% 8T"<-II)%JZ7-*

*3@!;G#6C%W&&X:!O@G44C0QBMEYK3\>L&\|_X-TMW"MJ<2QWS$Y:,Y1&C9%:],F3 ; -UY'E TP54J3--\H#9NB-4N)ZE*B85-))M7 MNS

!)TIXAPS3H[S"%'(HV:U/2HESD)N=VSVD#"HGM6^U$"_A%",\FU!H-Z$8;O;F^5"=6ZC>[E M)FF^41HV16L6H%;_JX4Y#MR.EM69&6B&GVK)29A'V#N]^$U_?

MEK'#VQ2MF;E:HJ"!$G7@5J<>-[HCFJ3Y):W5O{QY>W\5]PUGR'4Z.F"M05&/ M!AVY=ZK'C4ZG40%:TMI9', M8*U),\Y:4Z$>3267^_KM5SU@=$4YANE

M85.T9BEK#8<&_HPW8*=CQI=%*-JK"=,JV4_%G<6>@JB`]L*C66ZGG|\-R M,M-\ZYD42&NC--\H#9NB-4M1BS>T>.O)S*C4,TKSC=*P*5KSH%>M&NV>GVQ'

*M3&9ZU.CC7D;58D^8, |+0#A@4C."*LIAG9W;C"E_R _,IF###HDHCN-5=ZM# MN=?Y4=36_1MXN8:*^SZ|Q,61VQI?G #^0OA#F*0@HEOY*KG ENL?7ARJ+2X$*

*MV^>G1N^9$"S./^XH"2C/#.3S+6/BY2){076T>?4_4$L#!!0 (*B",%E9 M%_7VBP, +1.0 9 >&PO=V]R:W-H965TDADK66M%FKMAJX6Y,B+O((;BMBQ++#%]W$!!SDO+ MM9X6;O-*

*#QN6"O5K4^ [X%_K&RIF=]>2YB54+"<5HK!?6FOW.G8=25"(/W(X ML]X8252N"+F7D_ITG+DCJ" A$L)+"XGV$)12"6QCW]:4:NS*8G|\9/Z)^6|\

*M<.8.;JB2XL|\Y=G2FELHA3T^%OR6G'^%U}&IU$M(P=0O.K=8QT+))D7%2MF2Q M@S*OFBM^:./1(P@=/<%K'=Z8,'F%X+<$_ZT6)BUA\E8+TY:@7+<;WU7@(LSQ

*M:D')&5&)%FIRH"*OV")>>24/RHY3<3<7/+[:<9+OPN(‘.0;T/@*.\X)]$,2ONPB]?_V5O/OI"*IXQ%%;,:.S?3O=U{GS_ZS'_]GZ(!A^=W)\I>>_H=A'FCS\DBL*<75 40U

MX6CSB/JX&_RHEM=G3/TUV]$GWF4+*_=:>CL3_1VY<5]K5.(&E)4HD WH" M:_7C#V[@_*Q+C4FQR*18;$ALD.1)E\3))?7!XY_TDJA+1Z,4"*7Y_CFM@L"?

*M+>Q3/\P:D.?/AZ#H))%/6\DCJ'+ZHJ*WGSZ189%(L-B0V2$?0I2/XSD4D,)E$DV*12,'8D-@@B,,N MB3-C1.11FO8>.M]U_%$1T8$",U1$7H*$T&PR*B(Z5.B$^B(R[QR>7W3X%ZB

MXD+5D'4JOLIRQBF67[PZERJ]?>L)-"D6F12+##8D-$A)V"0F_U1 ,+W7DP MJB5VKQDK@1Y4%\R$/\>-U_7W6K7:;]5?SE:W[C76U>S'LG.7#5_S_)-6_\% MTT->,53

7IARKF:B[M&F4VXFG-2J%;PC7#26:I@!3H%@+B_)X0_3:2![O^* MU;]02P,$% @_]-0L60FRM,I< P 0@X !D !X;"]W,W)K&ULQ5=A;YM($/TK*TZJ]J1K@ 5LD]I(B7/M1;I3K5CM?:CZ

*M80-C&P58;G>QFV4]_LPNAD!!T4:GRQ>PN,X\W;Q)AE=GGBXDX> !3YEF'>%7%D'-M1I145_9MT:(3H+K/Y- FP3Z?Q.\)L$SA=,,3%E7 M3+%H^?B)"!V-

:!@M#'96$U:Z&W<*H!%W4\Q3T5;Q^.ZM%B(A:YZC.R0S^KXE MVWIG"=_1.SFNF6!R Q+$$>/11.1]!2H!Y%K*BA4QD%^O0+$TD[\A@#PP 7)! M^2IGV,'#:?+FA-]CA.49\1S?B?4H?

*Y ^GH_0IB3'=-NM=/MU&=5B+:2D0- MGO<<'5T&N7PJT840K-@#FEJ1RWO2C=NP>[-\<6(B(5_^0DARK2"77X?D])_O M#S]?O\CGLF0QK"Q\4XWV5O3F%W?

*FO!L29R*PGE1>*Y4WAAXU/I'&)Z+KDUWM MD[3QR9*.71@H/77YQXCY(9U[H>,L{6.WPH% ZH6^[P5M8(^]W[+W1]G7]OY8 MZLV5QM)

*(GA4)^5@IJ7"0%OLAXJ.H+]V^BS<16*_Z15O}XI5MOIA2JHG >E*%K53AS[-Y^,2]+(U=2O6_ M=[=^.,?])-"_+(Z)M*Q ?<5?*I2$"0/!:,S6"3,@K] MTEV<"JTO1*?

*-2.'"*TOU_>6SQUMDWI,]PUVS\|+NJ#>_)'O!P*I MLW!F"_>1[^U.@Z]/5W\SL4^Q1\E@AYG.V1PA1'U@J2>*EZ;GO^4*3Q!F>,!# M'@@=@/=WG*N'B3Y&M,?&Z#]02P,$% @

]O}L610IG$5'$0 ;_H !D M !X;"]W;W)K&ULO=UK;]M&OL!O2M>)X#Q.[0!*+ MU,5RUC&0F/=+&S1MSX%/F"DL4U4$K4D'2= 7_PA=G46*.1F'YS ^]"Q9?$S

*M0Y'_X5#ZD;IZS(I_RGLA*N/K%2.?M0LO%N3483,Z7:;8ZN[YJ'_M87%_E#]4B6XF/A5$^+)=I M\>V#6.2/[\[,LZ<'?LGN[JOF@?/KJW5Z)SZ)ZK?UQZ+^[?Q9F6=+L2JS?&44

*MXO;=V7OS;3(9-0NTS_@]$X_ES1,]&LRJ?_R/Y1=@_NYLT/1(+,2L:HBT_N>+ MN\&+12/5_?CO%CU[,K-9F<]I*6[RQ?]F\^K^W=GTS)B+V_1A M4?V2/_IBNT+CQIOEB[+]O_&X?>

*[@S)@IE%6^W'1E^W+\3. L/) M@06L[0+6BP?,Z8$%AML%AB\7&\]8B+1=8/1B >M0E\;,!<:G=FFR76!R:@L7 MVP4N3GV5IML%1B],L XL<++E=X/+4%LS1*TG-

*J&^;RQ7V[M@Z^4^;2YS9?; MVSJT^ZTOCM?%^/L^:4DH71K#:,# A-8?W#%E6:+S M+6UO:.L ;1I)OJKN2\-9S<5&58 VMD_/;)-O{Q/_\T;JN__\V\F/Y+T<$;O1>FJ]HSMY{&L?7.

M^W7QW"]+L;BC7]P6L^=NF>LEJOWDK38\32.=_K+/3BE7SZ\^8+3O>&3]H- MX6Y%3+?B(SOGP^*TG3,Y?>\ZT!VI&(?/]>P=8<'!ZZR%,)HQR_#%N6LR-;M MB/7ON'ZF$51B6?

*Y'T=T/&W:D9IMVTMMEOOX{+$N]-Z(E2*XHLXNZ[?3)0%CB) MV23FD)A+8AZ)^206D%A(8A&)Q2260)@T!HR>QX*13K_^>2V*>]RNC,6FVG, M+%W-ZG.]/-

*"&.EJ;JSRU>O=Q\37=59L)C;SM!*E:GS0-MEW?" QF\0<$G-) MS",QG\0"$@OUN[8U&*JF23FDUA 8J%^1ZXGR1-5V9-=B$DL@3"I["?/93_1OEJ_YE6Z

*MV)2\,5/%\|+]YTU57]1XWD3QO)A"ZMBSY'U(/EI57ZEA>)V23FD)A+ M8AZ)^1MLO+:,FZJR"13/NU25U_[S)I.JO/:?-[Y0E1>YL@F$2>4U?2ZOJ;,| M:?D^+K)V:=M6EG)5JE;

*[E16VB3DDYP1+V=^&\WOQPIJFNZ?[97^X7U[ZF M/,9%BN>IBC4F5S6!,*FX+I^+ZU);7#=I>6^LTVQNW.:%D;\X-U25F=;K6VB0 M9I.80V(NB7DDYI-80&+AY?

*[QT%25[.7>"#!2'@_)SB40)16L>@^AQYHB_;3 MP^?-L3!;S?*E4%6I7NA;IJAFHYJ#:BZ}>.CF;[7=77W8UL2+8R+:.JAH=7QO ML5^:*LQJB64)M?

*K3FI$['.^^,IX,#-28OXZ_5+_Y4X8A6B"8]TI9"6*I,*L M]0U=&-]$6I3&QvANXAS6V)BGWU3'\1L]U;NF27W*J%]_J_^1O2[&J2]/*ZR>595XHJW&X-U6Z

*M&%Y.]T]&;O0]ZEV.:!H*U5Q4\U#-/WE[!6B{X5H<'"%/@7VTT0#50E2+4"U& MM832Y!KOXE^F/O\5;S.5R_I$?B;:L_GV/>_VDL#FLR]EF:,9,%2S4)@ M]$3/]2UZ5+-1S4$U%]6\

(QO5'&P#"Y?,P(^J>!(@6HEJ$:C&@)90FEW^7-M2;-Z9M*^]T-O?3N]QP4TE89J#]JYJ.9M-2FE::HNN_/1=@-4"U$M0K48U1) MDZN_BYY9^NC9KV*5UE/],-E\:+Z9]J>+1?[8W-=

*6>1DE.<&U6Q49=KL_2YME_KF7Q[6=?3;7W:M_/S MV\T17UGFZ V_4,U&-0?

*57%3SCFS6Z4@WMT=O\H5J(:I%J!:C6D)IE:OFWS)],\]KU>6/YK70S4;U1Q4S3LWK&7\:72K^1DW%*XL:CFHUJ :B&J1:@6HUI":?*(T*7^AD=N.-?[@CX] MV'LH0'-

*_J.:@FKO5Y&\&%FF?.;NH8WZJ!:@6HAJ$:K>B)90FESC.U_U]4^\' M?=<%?7JS=YFSW_2I7]_F>WQ?#\,*DF:_U_.4?JC.RSVT'SZJ!:@6HEJ$:C&J

*M)90F5WF7\!OJ$V#MUT4?/J4GHTPWJ&:CFH-J+JIYJ.:C6H!J(:I%J!:C6D)I M=TJ.Y/E2S4JOFH%J!:B&H1JL6HEE":7/E= M?&]XY

*Y\/>_1H^=Z%SV:VT,UY\@+9UJ:BV1=M*L>JOFH%J!:B&H1JL6HEE":.M7/==F& ^HSWJ]K/M\0[6$TJ3"'W7IO5&_F_*)KUE9-,/^)MK{E M4+[KIV^LI[Y"

*:C.J.:CFHIJ'.CZJ!:@6'MFYF[U5-1Z@G8A1+.$T>3SH,GRC M_Z>[J.G;Z3T4HI)D^5'-&^W?"&XY&BJOG7,1=#]5\5 M0+42U"-5B5$LH3.[^ M+J\W8N_2I^=Z%SF:UD,U9[2?

*KYM:RAI';\"':CZJ!:@6HEJ$:C&J)90FUWB7 MUQOI&=GKAUOYMJ_--_&_CJ_??U;?2,^OBQ%[EB*S:6WZM/SO}P? MY6&;##S9J.:@FHMJ'KJY/V3;!F@?PQ_2QPCM8XQJ".7)

*(TP7WQOI[\K7I7:-_M/XV?JWM1,%Y&U;ND'_16[\D&ME#-0?57%3S4,U'M0#50E2+4"U&M832Y%&@ MB^R--G$A/,0[0I-[J&-CFH-J+JIYJ.:C6H!J(:I%J!:C6D)\]HC0!?Q&^HC: M)S%

[++JFS$7Z^9sPFC>$5". &BH#]5L5'.VVNX)[?1BI'A_#XWPH9[/:@&J MA:@H5J,:@ER7;=1?A&^B1:/>JOFH%J!: MB&H1JL6HEE":7/9=@F]T^,B_F^6B,#]5L5'-0S44U#]5\5

*M0+42U"-5B5$LH M31H1QEVT,ZQ//WUZ^/P4XI_E2^5L0"_TK7U4LV-0347U3Q4\[>.%$>.F/N? M!Z*MAHI6QQ<7^Q\'HJW&J)90FERO7?1N?"1ZU_O*VBVX&TH9[WJ.KWB6N?]!

*MK:WO7>]Z0V[TAVH>]ODG;80 ;3,\]':AZJ^=^]J0*T&^'W=B-" MNQ$?Z<;$/Q98D+U1*[5+HDV/G;G.'6M_K5K4(XT>N":@)OO6\S6+]:[B-'8

M&]IYJ.:C6H!J(:I%J!:C6D)I\@#0!>#&^L!/SP&@.79GJ^92E-C :!GBN3FR M%@>'!K(3#]IYJ.:AFHIJ :[%]!:A6HQJ":7)0T.77!OKDVN;]{'G63G+'U:5 M41SX(IFM8EH[9R6#-

*^9P_/(<&$VCH9]#:BZJ>:CFG[BU K35\,16(]35&-42 M2I.KL4N0C?4W??LI7\W2\KZY,"S-BC:-/KM/BSMU3:*I,52S4+Z?5:1O]WBEB9?6B MB2]4LU'-0347U3Q4\[?:6%>]:-

*A+T:"ENB(^0IN-42VA-+EZNQS7^-@WJ=8U M>Y\OYKN78Y?M+1AO^XI55CT4XE@MHV$O5+-1S4$U%]4\5/.WFK.6T027HD%K MJ*QE-)R%:@FER,7U -5"5(M0+4.UA-

*+D$:&+@4WT,,!>[[?IK=ZC 'J7 M-51S4,U%-0_5_,E^'T.KE#'!M,%0TN)G@OYSAH\W&])90FERU7>YLHI_92#-| M3ZQ$D2[:"?[^3),9675O!/W1>CF^/H6>MC,U5'-0S44U#]5\5

*M0+42U M"-5B5$LH31X;NIS;9/B#YOCHMZ2BFHUJ#JJYJ.:AFH]J -J%]!:A6HQJ":7) M(T(7?)OH(V/]YOADKN<&U6Q4^OL?.]QVWSK MF8K'??-MH'H\--]&

*[>/G7;/75^OT3B3U&)"M2F,A;NLN#-Y_-&NYO7__5!+ P04 M_"_"H@FQ953 S]M\"_$" &0 'AL+W=O U, M?UER46&EIV+ERUH +FQ01?TH"(9^A0GS\K%]-

Q7YF#>$@93@61355B\7@/E MFXD7>F\O'LBJ5..%GX]KO((9J*=Z*O3,[U4*4@&3A#,D8#GQKL++Z] &V!4_ M"&SDUAB95..SS2!V^,W]2\V M>9W,'$NXX?

*0G*50Y\4&>*F"}&ZH>^.8K= DE1F_!J;2_:-.M#3RT.*3B51>L M'52$M4_\TFW$5D 4[0F(NH#(^FY!UN4M5C@>?"[Y!PJ5G.F9@4J71VAQAYE1F M2NBO1,>I_YT2A*=HYD^[Z*A@/@?2?

6E4(P#=$T:JID)V#9KB5WT:2J&%2#0 M]QH$5H2M4"=Q>@L*$RK/T DB##V6O)&8%7+L*^W3T/Q%Y^FZJ13M\32#^@+% MP2<4!=$ /G)V;\RODZSSS7JVWQ/!9C;9'96E0(

*59RI4IZY MS+9R0RMG[M\ZCZ(P'OMKAXE!;V)PS$3B8K51R18KTW;=K*1G)<=80Q!F#7O6\!@K=;&&#E:6N5EISTJ/L48N5KK+BM++4S1KUK-%!UF,)NAPO%0@7

*M<;1#C),@VX/;>F1V&,D5IHC:LE!W9<$%SW;@:9R-JQC+R7K. @_@ZDO$17 M%6^8TIW!7D1F2Q%A>AM ^F?-"7;RQ6A$G-6.JXX"+5B8BVY;03Q6M;YN=2XYV:9 @ \08 M !D

*!X,"JW;W)K&ULK571;M,P%/T5*TQH2-"D M:3>VD4;J4A!['P%2M&CP@'MSDMK'FV,VFO'W7-MIZ%!6P<1+8SOW*}SG1XG

MK50/N@0PY+'B0L^"TICZ@QU7D)%]4C6(/#-1JJ*&IRJ;.AK!,1PH{J'<12= MAQ5E(D@3M[94:2(;PYF I2*Z]2JJ?EX#E^TL& ?[A3NV+8U="-.DIEM8@;FO MEPIG8<[2L

*J$9E(0!9M9,!]?96>VWA5\8=#J@S&Q3M92/MC)33+(BL(:.3& M,E!U[" #SBT1ROC1<0;]EA9X.ZS?W+>TR M_0R=%R@ 0!YA@%9QIXC_%C#1!-G

*MU"MSMA;4T#11LB7*5B.;';C>..#2Z8<*>XLIHH?,L09]),5A4S>"Q&$RH*DDEA MF-B"R!EH\H[,BX+9?E-.;H3_:&SW3Q=@*./Z#9;,HX.2>!3_(3L\2)4*4)(-_M6XV:&F%\P/2K?

*9[/78R%O\O]97"+CIC0A,,&H='H/010/F#]Q,C:9=1:&DP\ M-RSQ3@)E"_#]1DJSG]@-^ELN_0502P,$%"@ J{0L64KEH2?]' @ E@H M !D !X;"]W;W)K&ULK59=;]HP%/TK5C9-G;0U

*M(>%C8Q)&];Q4 F5=7N8]F"2"UA-[,PVT/W[73LA@RI-VJTO8#OGG.OCZX\[M.@AYI[8 FMQG*5=C9ZMU/G1=%6\AH^I2Y,#@HCU>&CKLRHVK<@DTL:0L=7W/

MZ[L99=P)1W9L(<.1V.F4<5A(HG991N7O.3B,'8ZSG'@AFVVV@RXG&UB" MOLT7$GMNI9*P#+AB@A,)Z[$SZ0QG X.W@&\,#NJD38R3E1!WIC-/QHYG)@0I MQ-

*HH4/S;PQ6DJ1"':?PJ-9TJU"&>MH_JGZUW]+'*B"JY$^ITE>CMV/C@D@37= MI?I&'+Y Z:=G]&*1*OM+!#@6VA^\XI[3(2C+.(&;|^*?WY3]<$%"GGN"7!/\A MH?

*L((2@)P5,C=$M"]ZD1>B7!6G<+[W;A(JI.)+B0*1!HYIIV-6W;%POQLT^ M66J)7QGR=#CGL,RU+0(Y3\2*B#7@NNM(C.>0%+#CYKY'QOX+MJNO/M'[U._47) M^24)O'?

$]_QNS7RNGDX/ZNS\'7_39/I<_6XR@V@B!U0M:-P)F(I3H702R(_ M2FF)1_EG7;X+Q6ZJHKGAABJG,8P=O,(4R#TXX9M7G;[WJ6ZQ7U(L>DFQV0N)

*MG:6E6Z6EVZ0>+;J38,WLIXVDD:TA XMED1,*T.;5UB2DT^U;3O!3[T!NY^-]/5 M;D5$K8A9$^+.,*\RVWN&6:6IAE:KA6*OP6HK(F!%S)H09U;[E=7^<_(}+YH MO-5LO}5L*R)J1

*1T,3M(H%#DTUP]=&0HH)3H@6K;X'-MK?NY%1&U(F9-B,*W>_+09B WML)1)!8[KHNKMAJMBJB)K1T>C$\[PZM.S7B$

*M15=1(<_V5+RJV:RHWC"N2PAI#>9<#S(LJ]"BHT5NG_F5T%@V:T>0!H#? MUT+H8\<$]$K1\ ]02P,$% @ J{0L64Q%,+ G! U!0 !D !X;"]W

M;W)K&ULO5A=C^(V%/TK5KJJ=J69R7<(%)"&X2-4 MW6JT=++H/51\\B8%H$CNU'=C^^SI.R$+&1&-R-/8SCWG7ON>^]J/CX2^L3U" M"Q+$\PFVI[S;*3K+-RC%+

*('DB$LGFP)32$77;K36481C"0H373+,#P]A3'6 MIF,Y]DRG8Y+S),,HF0*6IRFD?\]00HX3S=1. U_BW9X7_ITG,$=VB# ^DCU3 MT=-KEBA.$68QP8"B[41[-

*$=KO["7!K_'Z,C.U?IEA,T5G'4TTHP@()2CD M!0,4/P?TA)*D(]A_%5Q:K7+ GC>/K$OY=S%7%XA0T\D^1U'?#_1? U$: OS MA'\AQP!5\W$+OI D3'Z/8V5K:"#,&2=!!1811#$N?

^&W:AW. ()'#;_J@-4$ M.%< =@6PNP<"N!T!;@5P.T*\"J UQ4PJ "#KJOD5P"_JX=A!1A*.93YD\F? M0PZG8TJ.@!;6@JUH2 5)M,AYC NM;S@53V!X]-?Q>OT"V$,/",*-GM(S;@'

MFU+X@&S!$TFSG$,I3-&=01:' .((S.,DYR@""H/<\1AG+!/@NIE,PNA*\#3X3S/<, M+ '"$(@4^:.,O J^ZAZ\"A[%MY5?_^NY7PC!KE\K6_+95_@6D.(8 M#\[?

*BC\>7QFG8G/_4R7TDLY1TQ4%,\0R&**))BH:0_2 M.F//)$>]-Q7V2 MS?LD6_1)MNR3,-4G6= GV;HGL@L=.[6.G39V61X2L;N5LD8LD2CE2'UZ M-MBC/66#^9P>&D6

M,Q,:^B8_J7=6F$W=&WGN]>+'+AU#MS6"R5!S84W<,#HN+|>:JCHAR')$U% M81:GA/ -Y$R48U%00UFRQ>X#<)4]D(E=2*+NBI-A'*K260;AG@5O^9;M.T// M:62T-

=Q;MY<^R1;OYV"ZAN,;[^2VI-/MJD^R0)$'.M M5IQ?*\[!'Q47E2=%E>:\SHK#?A6S?5)MG@_AVN:Z]/MJD^R0)&'*Y13SK9- M<;K?%@-M;[J=7AK9KIDVRAC-[JR*5/CZL^R0)E^%Y#

M^6HC1ZT2OU:)?[-6OB7OY.-6EW>]I,^R1;^)LZZ=/CJD^R0!E^4R=BP2-MJ+,KCA31G;P?T+RY)B7?\OJT?H*[E'>/#*?&9^9H92K& W.T+F_8OM5.7]WWB

*MG^DNQ@PD:"M<&0\#L?O1\@ZM['"2R0N65\(Y265SCV"$:&$@GF\)X:=.X.'^ MR)S^ U!+ P04 "_"H@FQ932]>O*L# "Y#P &0 'AL+W=O5(++,,BJ^7P/C^[GE6H>-

*S^DN47K#7LP*NH,U]"_%2N#*,E#B-(-< MICPG K9SZ]J]7+]^=C 67U/8RY-KHD/9<'ZO%^_CN>5H1L @4AJ"%M\#+(:$Q

*MC80_JU!K>;9VO'T^H!_9X+'8#94PI*S;VFLDKDUL4@,6UHRJ9GOWTS=4*CQ M(LZD^27[VM:Q2%1*Q;/;&1ED:5[]T\:=B!,'Q.EV\&H'[]PA>,;!KQV,$:6E$4EH^8X^);<:_>\UP'Y

*MZPTHFC+Y&X)+O2-GMD+VFH,=U4RO*Z'>,TRGY"//58(D.GY$$K[!\Y_!TZ+W:GYG-.=94:I*\T], M$N.G M)1%0@302!?^%:3"5.B*HO<1+SWR@+68\KBO}TVL=OAQTPX!\P>Y)$)4

MN5VO5IW4>]%?>M1#H;6U\(Y:>^B/&H:0XDV$%\];M&,GZO;V;?]/@?A/LG\\MG7C^>6/58>?ZH1,&YV5BGPQ!&8B=F0TEB7B9JVHH:';^?/*3%UG^]=Z+C7#

*MU1&F&FH_4K%+\&ULM9EK;Z,X%(;_BL6N5C/23+GEUFP2*2VW2CM2 MU79F/ZSV@PM.@@9LQG:2]M^/#92&AF$2S9DO"1B_SP'.BP_&LSWC7\6&$(F>

*M\HR*N;&1LIB:HH@W),?B@A6$JB,KQG,LU2Y?FZ+@'>E*,]-9T/3 MYD3:BQF M9=LM7\585F8I);<8_Y\13+VQOMV<2>8BUF!U^2>+,+5=[M9D-)TIQ0D3**.%G-

*C:4]C6Q^"\H>7U*R%P?;2%_*(V-?]JRZ?[SWT[L_W,U.JD]%(,ZX#7U6!G1\$ MMM$G1N5&0)\F).G0>_UZ]V?ZH%]_V:,WU4ULIJ3SOG%[@LN 7R+4^(;=R*

M!AWGU+T1O=/EW=%#WXM>OAKT;-^N4=B);>[Y*U;NLTSX98\ M]]QG OWWC^J*;B3)O?]=EJ^X@VZN+D-34>"8S U59P3A.V(L_OK#'EE_=_D% M$N9!PGQ(6)"R%A$1"LY<%!X\%!'WT1$DJX&GL{2)A7P48E3+]'{1:7(]NV+&MF[@XMU=%O,!@>]0N.^[F.[4Z..H;"9W) MR!T?=8R +K>5Y6&3Y6%OEI>KED /&Y7M@FQE&HL/JMC&%UU[H6=FV9(MF <)\R%A 20LA(1%0+"6\4.-\4. J<2-(#T("?,@83XD+("$A9"P" C6\N"X M\>"X=_"[H3LBI)H'2Y121+YM4V5%0>(M5Y,. (KK,UPL\UWR0,*^"#0_*C:V+ MTE&=@PP:C{]7&?0$#)H=!S4L=!16VZ8-&Z8]+K\YUC$& 5L2Y-RFMF5_U[$ MN?F'A'F0,!\2%D#"0DA8! 1KV>VRL=OE;RJ EY >A(1YD# ?$A9 PD)(60$ M:WG0MEX_OEG][_^Y&NXDRABFRHNZ"C[%&TS7!+$5HHQ^3*DD*K!$CP3SE*Y1 MP5F>"L'XLSHN.R>#_3'/=6A-:Q49YWABYH%&]4%I 2@M!*5%4+2V P\^_]J MWQGZ86=;"Y+FU;1#H[Y]^0(-&(#20E!:!$5KN\IY=95SRKB6,%H66MMI[6V>/?6[V@-[&E:KI*]AJT7;3YBO4RI01E;J%*R+ ML9K:\6H=M-J1K"A7U1Z9E"PO-S<$)X3K#NKXBJGR7_,H ,U]].(4$L#!!0 M (*B";%F#+,;@ ,.X3 - >&PO|>WW./?9?&[:#62TX?9I3J8%%R40_#F=;5ARBJIS-:DOI*5E08))>}}-}9 MJHCJ2E&2U114\JC7Z2112@(1P,Q+ ^]*70=3.1=Z&":M*W"WS]DP[";OP\#1 MC65&A^3Q=L?4FO#R"]ZI@+9;8H1I\< M1K^/*. ^V::VT\|\-D0L|Q\+Z!RG: (P@C3CUZC/RU)#!L<-34>S3(15B7/0Z= MP["3D@;/A _#,>%LHAA$Y:1D?.G.I?#NXZ"UJQX2F9 MD,KF=AG<]Z29O@.L+!#(.&\%]D+G& T]HC55XLX8=K)UOH""9ORXK(S"01%E MMW<=K@/LS2292)51U:,IABO7:,!1#G(4*V9PU[** -1:EF:0,5)(0:R&540S M,+13ROD#/*??\RWN1;Y1MPY43,1#(Z@9.AIG /\FF^/>I(U?Q1M4[%GJ3W.S M'&%M:#1ZKVC.%M9>Y*T C+V+LY.]XLN/G!6BI&[Q!R<<#<@J+IA)Q7Z9,-] M4^.@*@R>J=)LNNGYJ4CU2!=ZU4Z+'+?<.T'-?W>?"RJH(GQ3M.G]8]E5RN. M_Z59/M;95>P5V/S\CUVD=>G(# (Y!9$GT9/]XQ<9!\>OL3FZ'9W(J#ED;)QD MMLXQK3> \^(P_:G3[Y.&DSFC&LF&FO&LHR*%\<90Z_)Q/PQL\5OYF,X2; ='8^]"L,8OB4)_/C9,&T0@>6!3'^VUWBU\0[9WP=8 M3? =U"+92O!.QE>)[#8A_WR B3?W5QO) .!%8%K'<@OS\/])0_)HZAJ[@V[G& MD33%$.A%?X\F",({"7S\]<&>DCA.4S\"F%]!'&,(/(TX@BD #1@2Q_8]N/,^ MBE;OJ6C]'{[1,U!+ P04 -" "H@FQ9EXJ[', 3 @ "P %]R96QS M+RYR96QSG9*Y;I,P#$!_Q=">, ?0(8@S9?$6!/D!5]{/V!(%BD6=OZ .:I7&0 M"QEY/3P2W!Y\0.TXI+:.+J1C]$%)I6M6X 4BV)8]ISI%"KM0L'C6'TD!$VV-# ML%HL/D N&6:WO606IW.D5XA-/E_G;@2=&A(E@6FD7)TZ(=I7\=Q_:0T^FO8R*T>EOH^7%H M5 J.W&,EC'%BM/XU@LD/[' 4$L#!!0 (*B";%G5Y/&_L@0 "[F / M >&PO=V]R:V)O;VLN>&ULQ9I-;]LX$$#_']'J'3+K!96U]I&]0%W*39-9 T M1AWD6M 2,1.12"])})7%^_0ZENJ5J>]#+5"=,E$0]#46^(:7WS]H\+K5^9"]U MI>PBVCBWO1B-,+\$1-;=_ZZU0L&>E3CFDL5 M?7B_KVMN1N&&=])P4BLH] 4/4CS,'_O])GN25BYE)=UN$K7_*Q&Q6BI9RU=1 M3])QQ.Q&/_^KC7S5RO%J41A=59,H[G8\":- D<5"\|)#W?&G;$L>77SB 3*+S M,52XDL:Z]HBV?@Z,3P(.[K8:IZ]EY82YXD[\8W2SE6KMJX&[& 6WT<9A_]L% M\<+\2ACU:B4+<:6+IA;*=7$THO* RF[DUD9,\5I,HOTAC*N2? 5(.@L1FJJL* MCO5W"I>>>E=U=.\ -8F@N).PPL[(%IX.\U*H4RHJ2P3^K*UD"1^D^\HJK0K M,D$@DP$AOR8!9(I 1H- +CP.G!I 9@AD-B!D+Y(Y ID/"9D&D.<(Y/F0D%D M^0:!?$,+.> <[!F397)CV=-^CKZ0M*FT;(P+$MPCB6UK$F;*R%(;=&U["2,VF MQG"U]CW&V8#P'4+XCI;PSJRYDJ_MCG8L_\BMM$ROV-P(&X8Q'F,#^9@6<]'4 M-3<[S[60:R7A- [RF1:%;D ^(2;J&V+A7'-IV .O&L%N!??/X<]-'6.FB8E5 M<\O-HX"$HQ)L(8K&2"=%#PXS3$RL&$C)MI P[,J,XK]&;OT)?['/PH6(F%]B M8L' XV8.& <_O6S]Z&A;U#NW@1Y^V1@38F*&B8D5, [56^+X!,;2RW1N285]) MB;UR X=!X-AT,<1AU!<$A/+9.%T\7BVY)WS:M^^!XDL)!*8V"0W;)ST^RHF MC9C8&A"A6KJV =L^ %F" [\)5?0'E 1S1D+LC)DJ="W8/7_I,V&"2(@% 8,9 MNJ&VS5K88L-[B4J"SD*(W?#%%\+#/^=^#(:$!3I \?/@D6""2(@%@>8 O?0^ MP221$$L"QPP3_ 231$(LB1.I"OOCWN<'O4;'C)$0&^-HRK*'_#.DQ.R14$]% M3N4V"^=DH\]BRFFF/2W M*^8H(N::E-@UZ*2SO^2%KGD-*IQP%23%A),.*IP\Q,2$DPXDG#/6WD"(B0DG M)1,.:'/2EDUX20CQRR4$UOH])IP^PB$F)B% M\M9"H_U'2:58227*SW)"^4%KXJY8?ZG>T&:Y?[=QJJJDLHNU,WFI?[;YSV MWV=]^\]02P,$% @]O)L6?,@BWGI 0 $B(!H !X,"]?Z)0A&.14&#YE36V/+U7WVRQIZ_I%U;MMTA;[9]GASWNT->-)M2^H<0 M\G*3]FV^Z?IT.%]9=<.^+>?EL Y]NWQOURGH=#H+P\\9S>/\Y\S)ZZE/?YG8 MK5;,97KJEA_[="B_# Z?W:">-
RF59O+:#NM4%DTXJZG<{@BN!WHIZ*X'>.GK9)M!,46\ET%M1,R706U%0)=!,46\ET%M1 M;R706U%0)=!,46\ET-M0;R/0VU!O(]#;4&\CT-M&FR4$>AOJ,01Z&^IM!'H; MZFT$>AOJ,01Z&^IM!'H;ZFT$>COJ[01Z.^KM!'H[ZNT$>COJ[01Z^VBSFT!O M1[V=0&]'O9U ,T>]G4!O1[V=0&]'O9U ![XAZ1P*]{^H="22.]'$? 6.!'I'U#O^I]ZYG'8I7WN^U_C_Z2ZG.]-U\=?EM\G M1^Q<< [P"\CC%U!+ P04 " "H@FQ9LFA)V-4! "_(0 $P %M#;VYT M96YT7U1Y<&5S72YX;6S-VEU/@S 4!N"_LG!K1M>O^1'GC7JK7O@*!P.,]!- MV\WY[RU,331*7&;B>P.!MN<]M,ESQ>7CBZ,PV;5-%Q99%..]8"P4%,4FY-91 MET.6UK_8LX4.[,B)F:S.2ML%ZF+T]C7R*XN;VAI-DV[7- 8%E;;8M&E)'IPG4X:**+9- MOBJZ,IXNI!.S-/A<>]'TJ^>NE2(?*S'/_$C,94^ M^ONH/^V2RE]FI^U]MGX]G$=@P^WX/?YQA_U#^?Q#@/0A0?I0('UHD#[F('V< M@O1Q!M+'.4@??(;2" (JH'(54CF(J1T&5HZC*45CE**YR%%@YBJP"15.!(JM MD56@R"I09!4HL@H4606*K)%5H$BJT215:+(*E%DE2BR2A19)8JL$D56B2*K M1)%5HLBJ4&15*+(J%%D5BJP*15:% (JM"D56AR%09%4HLFH4636*K\!%5HTB MJT:15:/(JE%DU?\IZY.UZ[_^I;"_YZVIN_=\-ORW&PO=&AE;64Q+GAM;%!+ M 0(4 Q0 (*B";%FB1BFI P8 *X@ 8 " @0T(!X M,"JW;W)K&PO=V]R:W-H965T&UL4$L! A0#% @ J()L6:>D?>6M @ \P@ !@ ("! M=A0 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ MJ()L6D" !4"P & @(%S/0 >&PO=V]R M:W-H965T&UL4$L! A0#% @ J()L66)9[MU@ @ P@< M !@ ("!DD 'AL+W=O&UL4$L! A0#% @ J()L6:QQ!U0L M$0 7C4 !D ("!Z$\ 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ J()L6?))\5) P @ < !D M ("!QV\ 'AL+W=O&PO=V]R M:W-H965TTQB!P8 *P- M 9 " @7AV !X,"JW;W)K&UL M4$L! A0#% @ J()L61BNFUB.#0 1CH !D ("!MGP M 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ MJ()L6;^^&2J3!0 S P !D ("!VJ< 'AL+W=O@0 +P* 9 " @7.Q !X,"JW M;W)K&UL4$L! A0#% @ J()L63SD,/9@! M10H !D (")+8 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ J()L6=HO#Q-Y! 2@T !D M ("_<\ 'AL+W=O&PO=V]R:W-H M965T&UL4$L! M A0#% @ J()L6:?L3K@" P HP8 !D ("!3-T 'AL M+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ J()L M6:9'\4^!! KPL !D ("!9.H 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ J()L65<^A?_# @ :0@ M !D ("!X?H 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ J()L66M M*:.!P 43T !D M ("!B@H! 'AL+W=O&PO=V]R:W-H965T M&UL4$L! A0# M% @ J()L67\T8H6S P 01$!D ("!3!L! 'AL+W=O M&PO=V]R:W-H965T&UL4$L! A0#% @ J()L680? M0B2#!0 $RH !D ("!>"4! 'AL+W=OJWO*X0 !+%@$ &0 M @($R*P$ >&PO=V]R:W-H965T&UL4$L! A0#% @ J()L6:6ZU^6H! J10 !D M ("!"$L! 'AL+W=O4% #F+ &0 @('G3P$ >&PO M=V]R:W-H965T&UL4$L! A0#% @ J()L60FRM,I< P 0@X !D ("! MQ5D! 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% M @ J()L6>2XYV:9 @ \08 !D ("!'$! 'AL+W=O&PO=V]R:W-H965T7!E&UL4$L%!@ !! $$ OA$ ' "22 0 $! end XML 67 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 68 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 70 FilingSummary.xml IDEA: XBRL DOCUMENT 3.24.3 html3073031true780false6 falsefalseR1.htm100000 - 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of Significant Accounting Policies - Reconciliation of Cash, Cash Equivalents and Restricted Cash (Details)Details35 falsefalseR36.htm995725 - Disclosure - Fair Value Measurements - Summary of Financial Assets Measured at Fair Value on Recurring Basis
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Used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle if longer)." } } }, "auth_ref": [ "r39", "r669" ] }, "us-gaap_AccretionAmortizationOfDiscountsAndPremiumsInvestments": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccretionAmortizationOfDiscountsAndPremiumsInvestments", "crdr": "credit", "presentation": [ "http://erasca.com/20240930/taxonomy/role/Role_StatementCondensedConsolidatedStatementsOfCashFlowsUnaudited" ], "lang": { "en-us": { "role": { "label": "Accretion (Amortization) of Discounts and Premiums, Investments", "negatedLabel": "Accretion on marketable securities, net", "documentation": "The sum of the periodic adjustments of the differences between securities' face values and purchase prices that are charged against earnings. This is called accretion if the security was purchased at a discount and amortization if it was purchased at premium. As a noncash item, this element is an adjustment to net income when calculating cash provided by or used in operations using the indirect method." } } }, "auth_ref": [ "r64" ] }, "us-gaap_AccruedEmployeeBenefitsCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccruedEmployeeBenefitsCurrent", "crdr": "credit", "presentation": [ "http://erasca.com/20240930/taxonomy/role/Role_DisclosureAccruedExpensesAndOtherCurrentLiabilitiesScheduleOfAccruedExpensesAndOtherCurrentLiabilitiesDetails" ], "lang": { "en-us": { "role": { "label": "Accrued Employee Benefits, Current", "terseLabel": "Accrued compensation", "documentation": "Carrying value as of the balance sheet date of obligations, excluding pension and other postretirement benefits, incurred through that date and payable for perquisites provided to employees pertaining to services received from them. Used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle if longer)." } } }, "auth_ref": [ "r42" ] }, "us-gaap_AccruedLiabilitiesAndOtherLiabilities": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccruedLiabilitiesAndOtherLiabilities", "crdr": "credit", "presentation": [ "http://erasca.com/20240930/taxonomy/role/Role_DisclosureAccruedExpensesAndOtherCurrentLiabilitiesScheduleOfAccruedExpensesAndOtherCurrentLiabilitiesDetails", "http://erasca.com/20240930/taxonomy/role/Role_StatementCondensedConsolidatedBalanceSheetsUnaudited" ], "lang": { "en-us": { "role": { "totalLabel": "Total", "terseLabel": "Accrued expenses and other current liabilities", "label": "Accrued Liabilities and Other Liabilities", "documentation": "Amount of expenses incurred but not yet paid nor invoiced, and liabilities classified as other." } } }, "auth_ref": [] }, "us-gaap_AccruedProfessionalFeesCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccruedProfessionalFeesCurrent", "crdr": "credit", "presentation": [ "http://erasca.com/20240930/taxonomy/role/Role_DisclosureAccruedExpensesAndOtherCurrentLiabilitiesScheduleOfAccruedExpensesAndOtherCurrentLiabilitiesDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Accrued professional services", "label": "Accrued Professional Fees, Current", "documentation": "Carrying value as of the balance sheet date of obligations incurred through that date and payable for professional fees, such as for legal and accounting services received. 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Excludes net income (loss), and accumulated changes in equity from transactions resulting from investments by owners and distributions to owners." } } }, "auth_ref": [ "r1", "r6", "r15", "r351", "r354", "r413", "r504", "r505", "r801", "r802", "r803", "r809", "r810", "r811", "r813" ] }, "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 [Text Block]", "terseLabel": "Additional 402(v) Disclosure" } } }, "auth_ref": [ "r736" ] }, "us-gaap_AdditionalPaidInCapitalCommonStock": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AdditionalPaidInCapitalCommonStock", "crdr": "credit", "presentation": [ "http://erasca.com/20240930/taxonomy/role/Role_StatementCondensedConsolidatedBalanceSheetsUnaudited" ], "lang": { "en-us": { "role": { "periodStartLabel": "Additional Paid in Capital, Common Stock, Beginning Balance", "periodEndLabel": "Additional Paid in Capital, Common Stock, Ending Balance", "terseLabel": "Additional paid-in capital", "label": "Additional Paid in Capital, Common Stock", "documentation": "Value received from shareholders in common stock-related transactions that are in excess of par value or stated value and amounts received from other stock-related transactions. Includes only common stock transactions (excludes preferred stock transactions). 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This information should be based on the registrant's current or most recent filing containing the related disclosure." } } }, "auth_ref": ["r701"] }, "dei_EntityIncorporationStateCountryCode": { "xbrltype": "edgarStateCountryItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityIncorporationStateCountryCode", "presentation": ["http://erasca.com/20240930/taxonomy/role/Role_DocumentDocumentAndEntityInformation"], "lang": { "en-us": { "role": { "terseLabel": "Entity Incorporation, State or Country Code", "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://erasca.com/20240930/taxonomy/role/Role_DocumentDocumentAndEntityInformation"], "lang": { "en-us": { "role": { 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The disclosures contemplated herein include the fair value measurements at the reporting date by the level within the fair value hierarchy in which the fair value measurements in their entirety fall, segregating fair value measurements using quoted prices in active markets for identical assets (Level 1), significant other observable inputs (Level 2), and significant unobservable inputs (Level 3)." } } }, "auth_ref": ["r877", "r878"] }, "us-gaap_FairValueAssetsMeasuredOnRecurringBasisUnobservableInputReconciliationByAssetClassDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FairValueAssetsMeasuredOnRecurringBasisUnobservableInputReconciliationByAssetClassDomain", "presentation": ["http://erasca.com/20240930/taxonomy/role/DisclosureFairValueMeasurementsSummaryOfFinancialAssetsMeasuredAtFairValueOnRecurringBasisDetails"], "lang": { "en-us": { "role": { "terseLabel": "Asset Class", "label": "Asset Class [Domain]", "documentation": "Class of asset." } } }, "auth_ref": ["r366", "r367", "r368", "r369", "r370", "r371", "r376", "r658"] }, "us-gaap_FairValueAssetsMeasuredOnRecurringBasisUnobservableInputReconciliationLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FairValueAssetsMeasuredOnRecurringBasisUnobservableInputReconciliationLineItems", "presentation": ["http://erasca.com/20240930/taxonomy/role/Role_DisclosureFairValueMeasurementsAdditionalInformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Fair Value

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Includes selling, general and administrative expense." } } }, "auth_ref": [] }, "us-gaap_OperatingExpensesAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OperatingExpensesAbstract", "presentation": ["http://erasca.com/20240930/taxonomy/role/StatementCondensedConsolidatedStatementsOfOperationsAndComprehensiveLossUnaudited"], "lang": { "en-us": { "role": { "terseLabel": "Operating expenses:", "label": "Operating Expenses [Abstract]" } } }, "auth_ref": [] }, "us-gaap_OperatingIncomeLoss": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OperatingIncomeLoss", "crdr": "credit", "presentation": ["http://erasca.com/20240930/taxonomy/role/StatementCondensedConsolidatedStatementsOfOperationsAndComprehensiveLossUnaudited"], "lang": { "en-us": { "role": { "totalLabel": "Loss from operations", "label": "Operating Income (Loss)", "documentation": "The net result for the period of deducting operating expenses from operating revenues." } } }, "auth_ref": ["r84", "r635", "r816", "r817", "r818", "r819", "r820"] }, "eras_OperatingLeaseCancellationPayment": { "xbrltype": "monetaryItemType", "nsuri": "http://erasca.com/20240930", "localname": "OperatingLeaseCancellationPayment", "crdr": "credit", "presentation": ["http://erasca.com/20240930/taxonomy/role/Role_DisclosureLeasesAdditionalInformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Operating lease cancellation payment", "label": "Operating Lease Cancellation Payment", "documentation": "Operating lease cancellation payment." } } }, "auth_ref": [] }, "us-gaap_OperatingLeaseCost": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OperatingLeaseCost", "crdr": "debit", "presentation": ["http://erasca.com/20240930/taxonomy/role/Role_DisclosureLeasesAdditionalInformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Operating lease cost", "label": "Operating Lease, Cost", "documentation": "Amount of single lease cost, calculated by allocation of remaining cost of lease over remaining lease term. 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equipment including, but not limited to, office equipment, furniture and fixtures, and computer equipment and software." } } }, "auth_ref": { "r68", "r410" } }, "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]", "terseLabel": "Pay vs Performance Disclosure" } } }, "auth_ref": { "r737" } }, "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 [Table Text Block]", "terseLabel": "Pay vs Performance Disclosure, Table" } } }, "auth_ref": { "r737" } }, "srt_RangeAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "RangeAxis", "presentation": ["http://erasca.com/20240930/taxonomy/role/DisclosureMarketableSecuritiesSummaryOfMarketableSecuritiesAccountedForAvailableforsalesecuritiesDetails", "http://erasca.com/20240930/taxonomy/role/DisclosureStockbasedCompensationAssumptionsUsedToDetermineFairValueOfStockOptionGrantsDetails", "http://erasca.com/20240930/taxonomy/role/DisclosureSubsequentEventAdditionalInformationDetails", "http://erasca.com/20240930/taxonomy/role/Role_DisclosureLicenseAgreementsAdditionalInformationDetails", "http://erasca.com/20240930/taxonomy/role/Role_DisclosureOrganizationAndBasisOfPresentationAdditionalInformationDetails", "http://erasca.com/20240930/taxonomy/role/Role_DisclosureStockBasedCompensationAdditionalInformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Statistical Measurement", "label": "Statistical Measurement [Axis]" } } }, "auth_ref": ["r241", "r242", "r243", "r244", "r269", "r277", "r306", "r307", "r308", "r317", "r365", "r430", "r439", "r456", "r500", "r502", "r510", "r541", "r542", "r601", "r603", "r605", "r606", "r610", "r622", "r623", "r638", "r643", "r650", "r660", "r661", "r665", "r666", "r684", "r691", "r832", "r840", "r880", "r895", "r896", "r897", "r898", "r899"] }, "srt_RangeMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "RangeMember", "presentation": ["http://erasca.com/20240930/taxonomy/role/DisclosureMarketableSecuritiesSummaryOfMarketableSecuritiesAccountedForAvailableforsalesecuritiesDetails", "http://erasca.com/20240930/taxonomy/role/DisclosureStockbasedCompensationAssumptionsUsedToDetermineFairValueOfStockOptionGrantsDetails", "http://erasca.com/20240930/taxonomy/role/DisclosureSubsequentEventAdditionalInformationDetails", "http://erasca.com/20240930/taxonomy/role/Role_DisclosureLicenseAgreementsAdditionalInformationDetails", "http://erasca.com/20240930/taxonomy/role/Role_DisclosureOrganizationAndBasisOfPresentationAdditionalInformationDetails", "http://erasca.com/20240930/taxonomy/role/Role_DisclosureStockBasedCompensationAdditionalInformationDetails"], "lang": { "en-us": { "role": { "label": "Statistical Measurement [Domain]", "terseLabel": "Statistical Measurement" } } }, "auth_ref": ["r241", "r242", "r243", "r244", "r269", "r277", "r306", "r307", "r308", "r317", "r365", "r430", "r439", "r456", "r500", "r502", "r510", "r541", "r542", "r601", "r603", "r605", "r606", "r610", "r622", "r623", "r638", "r643", "r650", "r660", "r661", "r665", "r666", "r684", "r691", "r832", "r840", "r880", "r895", "r896", "r897", "r898", "r899"] }, "ecd_RecoveryOfErrCompDisclosureLineItems": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "RecoveryOfErrCompDisclosureLineItems", "lang": { "en-us": { "role": { "label": "Recovery of Erroneously Awarded Compensation Disclosure [Line Items]", "terseLabel": "Recovery of Erroneously Awarded Compensation Disclosure" } } }, "auth_ref": ["r705", "r715", "r725", "r757"] }, "eras_ReimbursementOfCertainInitialManufacturingCosts": { "xbrltype": "monetaryItemType", "nsuri": "http://erasca.com/20240930", "localname": "ReimbursementOfCertainInitialManufacturingCosts", "crdr": "debit", "presentation": ["http://erasca.com/20240930/taxonomy/role/Role_DisclosureLicenseAgreementsAdditionalInformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Reimbursement of certain initial manufacturing costs", "label": "Reimbursement Of Certain Initial Manufacturing Costs", "documentation": "Reimbursement of certain initial manufacturing costs." } } }, "auth_ref": [] }, "us-gaap_RelatedPartyDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RelatedPartyDomain", "presentation": ["http://erasca.com/20240930/taxonomy/role/Role_DisclosureFairValueMeasurementsAdditionalInformationDetails"], "lang": { "en-us": { "role": { "label": "Related and Nonrelated Parties [Domain]", "documentation": "Related and nonrelated parties. Related party includes, but is not limited to, affiliate, other entity for which investment is accounted for under equity method, trust for benefit of employee, principal owner, management, and member of immediate family, and other party that may be prevented from pursuing separate interests because of control, significant influence, or ownership interest." } } }, "auth_ref": ["r176", "r276", "r417", "r418", "r475", "r483", "r544", "r545", "r546", "r547", "r548", "r568", "r570", "r599"] }, "us-gaap_RelatedPartyTransactionAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RelatedPartyTransactionAxis", "presentation": ["http://erasca.com/20240930/taxonomy/role/DisclosureSubsequentEventAdditionalInformationDetails"], "lang": { "en-us": { "role": { "label": "Related Party Transaction [Axis]", "documentation": "Information by type of related party transaction." } } }, "auth_ref": ["r417", "r418", "r891"] }, "us-gaap_RelatedPartyTransactionDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RelatedPartyTransactionDomain", "presentation": ["http://erasca.com/20240930/taxonomy/role/DisclosureSubsequentEventAdditionalInformationDetails"], "lang": { "en-us": { "role": { "label": "Related Party Transaction [Domain]", "documentation": "Transaction between related party." } } }, "auth_ref": [] }, "us-gaap_RelatedPartyTransactionLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RelatedPartyTransactionLineItems", "presentation": ["http://erasca.com/20240930/taxonomy/role/DisclosureRelatedPartyTransactionsAdditionalInformationDetails"], "lang": { "en-us": { "role": { "label": "Related Party Transaction [Line Items]", "documentation": "Line items represent financial concepts included in a table. 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Related party includes, but is not limited to, affiliate, other entity for which investment is accounted for under equity method, trust for benefit of employee, principal owner, management, and member of immediate family, and other party that may be prevented from pursuing separate interests because of control, significant influence, or ownership interest." } } }, "auth_ref": ["r176", "r276", "r417", "r418", "r475", "r483", "r544", "r545", "r546", "r547", "r548", "r568", "r570", "r599", "r891"] }, "us-gaap_RelatedPartyTransactionsDisclosureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RelatedPartyTransactionsDisclosureTextBlock", "presentation": ["http://erasca.com/20240930/taxonomy/role/DisclosureRelatedPartyTransactions"], "lang": { "en-us": { "role": { "label": "Related Party Transactions Disclosure [Text Block]", "terseLabel": "Related Party Transactions", "documentation": "The entire disclosure for related party transactions. Examples of related party transactions include transactions between (a) a parent company and its subsidiary; (b) subsidiaries of a common parent; (c) and entity and its principal owners; and (d) affiliates." } } }, "auth_ref": ["r414", "r415", "r416", "r418", "r420", "r520", "r521", "r522", "r577", "r578", "r579", "r597", "r598"] }, "srt_RepurchaseAgreementCounterpartyNameDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "RepurchaseAgreementCounterpartyNameDomain", "presentation": ["http://erasca.com/20240930/taxonomy/role/DisclosureSubsequentEventAdditionalInformationDetails", "http://erasca.com/20240930/taxonomy/role/Role_DisclosureLicenseAgreementsAdditionalInformationDetails", "http://erasca.com/20240930/taxonomy/role/Role_DisclosureOrganizationAndBasisOfPresentationAdditionalInformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Counterparty Name", "label": "Counterparty Name [Domain]" } } }, "auth_ref": ["r137", "r138", "r255", "r261", "r419", "r440", "r472", "r630", "r631"] }, "eras_RepurchasesOfRestrictedStock": { "xbrltype": "sharesItemType", "nsuri": "http://erasca.com/20240930", "localname": "RepurchasesOfRestrictedStock", "presentation": ["http://erasca.com/20240930/taxonomy/role/StatementCondensedConsolidatedStatementsOfStockholdersEquityUnaudited"], "lang": { "en-us": { "role": { "documentation": "Repurchases of restricted stock.", "label": "Repurchases of Restricted Stock", "negatedLabel": "Repurchases of restricted stock" } } }, "auth_ref": [] }, "us-gaap_ResearchAndDevelopmentExpenseExcludingAcquiredInProcessCost": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ResearchAndDevelopmentExpenseExcludingAcquiredInProcessCost", "crdr": "debit", "presentation": ["http://erasca.com/20240930/taxonomy/role/StatementCondensedConsolidatedStatementsOfOperationsAndComprehensiveLossUnaudited"], "lang": { "en-us": { "role": { "terseLabel": "Research and development", "label": "Research and Development Expense (Excluding Acquired in Process Cost)", "documentation": "Amount of expense for research and development. Excludes cost for computer software product to be sold, leased, or otherwise marketed, writeoff of research and development assets acquired in transaction other than business combination or joint venture formation or both, and write-down of intangible asset acquired in business combination or from joint venture formation or both, used in research and development activity." } } }, "auth_ref": ["r870"] }, "us-gaap_ResearchAndDevelopmentExpenseMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ResearchAndDevelopmentExpenseMember", "presentation": ["http://erasca.com/20240930/taxonomy/role/DisclosureStockbasedCompensationScheduleOfStockbasedCompensationExpenseDetails", "http://erasca.com/20240930/taxonomy/role/Role_DisclosureLeasesAdditionalInformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Research and Development", "label": "Research and Development Expense [Member]", "verboseLabel": "Research and Development Expense", "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]", "terseLabel": "Restatement Determination Date:" } } }, "auth_ref": ["r706", "r716", "r726", "r758"] }, "ecd_RestatementDeterminationDate": { "xbrltype": "dateItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "RestatementDeterminationDate", "presentation": ["http://xbrl.sec.gov/ecd/role/ErrCompDisclosure"], "lang": { "en-us": { "role": { "label": "Restatement Determination Date", "terseLabel": "Restatement Determination Date" } } }, "auth_ref": ["r707", "r717", "r727", "r759"] }, "ecd_RestatementDoesNotRequireRecoveryTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "RestatementDoesNotRequireRecoveryTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/ErrCompDisclosure"], "lang": { "en-us": { "role": { "label": "Restatement Does Not Require Recovery [Text Block]", "terseLabel": "Restatement does not require Recovery" } } }, "auth_ref": ["r714", "r724", "r734", "r766"] }, "us-gaap_RestrictedCashAndCashEquivalents": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RestrictedCashAndCashEquivalents", "crdr": "debit", "presentation": ["http://erasca.com/20240930/taxonomy/role/Role_DisclosureSummaryOfSignificantAccountingPoliciesReconciliationOfCashCashEquivalentsAndRestrictedCashDetails"], "lang": { "en-us": { "role": { "terseLabel": "Restricted cash", "label": "Restricted Cash and Cash Equivalents", "totalLabel": "Restricted Cash and Cash Equivalents, Total", "documentation": "Amount of cash and cash equivalents 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. 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": ["r19", "r78", "r107", "r132", "r477"] }, "us-gaap_RestrictedCashNoncurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RestrictedCashNoncurrent", "crdr": "debit", "presentation": ["http://erasca.com/20240930/taxonomy/role/Role_DisclosureLeasesAdditionalInformationDetails", "http://erasca.com/20240930/taxonomy/role/Role_DisclosureSummaryOfSignificantAccountingPoliciesAdditionalInformationDetails", "http://erasca.com/20240930/taxonomy/role/Role_StatementCondensedConsolidatedBalanceSheetsUnaudited"], "lang": { "en-us": { "role": { "verboseLabel": "Letter of credit provided to lessor", "terseLabel": "Restricted cash", "label": "Restricted Cash, Noncurrent", "documentation": "Amount of cash restricted as to withdrawal or usage, classified as noncurrent. 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": ["r93", "r798", "r805"] }, "us-gaap_RetainedEarningsAccumulatedDeficit": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RetainedEarningsAccumulatedDeficit", "crdr": "credit", "presentation": ["http://erasca.com/20240930/taxonomy/role/Role_DisclosureOrganizationAndBasisOfPresentationAdditionalInformationDetails", "http://erasca.com/20240930/taxonomy/role/Role_StatementCondensedConsolidatedBalanceSheetsUnaudited"], "lang": { "en-us": { "role": { "terseLabel": "Accumulated deficit", "label": "Retained Earnings (Accumulated Deficit)", "totalLabel": "Retained Earnings (Accumulated Deficit), Total", "periodStartLabel": "Retained Earnings (Accumulated Deficit), Beginning Balance", "periodEndLabel": "Retained Earnings (Accumulated Deficit), Ending Balance", "documentation": "Amount of accumulated undistributed earnings (deficit)." } } }, "auth_ref": ["r52", "r72", "r481", "r507", "r509", "r518", "r552", "r669"] }, "us-gaap_RetainedEarningsMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RetainedEarningsMember", "presentation": ["http://erasca.com/20240930/taxonomy/role/StatementCondensedConsolidatedStatementsOfStockholdersEquityUnaudited"], "lang": { "en-us": { "role": { "terseLabel": "Accumulated Deficit", "label": "Retained Earnings [Member]", "documentation": "Accumulated undistributed earnings (deficit)." } } }, "auth_ref": ["r103", "r139", "r140", "r141", "r143", "r148", "r150", "r152", "r213", "r214", "r235", "r328", "r329", "r334", "r335", "r336", "r338", "r340", "r341", "r350", "r352", "r353", "r355", "r357", "r393", "r395", "r504", "r506", "r524", "r937"] }, "eras_Rule10B51ArrmodifiedflagAxis": { "xbrltype": "booleanItemType", "nsuri": "http://erasca.com/20240930", "localname": "Rule10B51ArrmodifiedflagAxis", "presentation": ["http://xbrl.sec.gov/ecd/role/InsiderTradingArrangements"], "lang": { "en-us": { "role": { "terseLabel": "Rule 10b5-1

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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). 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M&G7?6ZG^7_JK$"><sup>^-MO=GX}?[RQ'WY4_C?A;].SI%"<3W!\]&4_3M(S39/3] MZ*E_IF66^Z.MR63TDK^V&+W$!<[?8KU_<-.=)>T'[.]$TM_1^_/Y[\? MR!CC@_=\S;V#BQZ^S_-)'1]?RS\.5RHAW(.##T]=NCSS4GMPZ?+DI>-3"SAY MM7Y_^[BD5\.CZVGG_:%R_GCG\;'E[__Y/I3[\>?'ETZ?O^Y^TI>!I.<*?YT M^70V_9TH/Q^7L[]6E_'R_U=?$_7PO3@RN-5+<9GK8G>0#[XK]^>O2H[^"\;+ MQZ]>\;/=7V"Y_WKV]@%)\(9XNC"O06\3FGW^.*6%GEXP.$'IRX>+V9&2?\E M$AQ<:7'8B]_=E?XP]-[_GYY]DM]Z:G\E@JD.[K)8K[\E,+TMR].LL)Q_EK+Q 7UZ[Z=_&OVP@ZG2GZ,?EN/E!'^2 O[CAP<'?^??OL%E&K0; MX-_WQF]_O/=H-B7R+6&;]O->J!S\|..])5'UP: R'O!='QS>]H<\J_NCQ7)_ M@C_>>Y/FK\?3AZ.TMYS]K_&;W=F<>'SY_6ZJK(@?CL+N^^']Y#V`66L]',GO M[PV+]..W1_>HX\?N).VS"")}^\X_4-^%,X/_CJN%:?#7S_(Z&A,3/ODKQF-_MJRE;2 D+&%$=!)L2]&R+*U68%NB%IND-/P7'#X^T^Q.R &GR@NXTJT_H=XO# MMWZ_?(F-]N.OM67Z)Q1H,44PV4=((GJH**V425J7]+V?_D/_\.#4LLY>I0[5 M:^T<5%$<&*\#!%0(7GD?1%/!,>]]6.7C*=%]_Q&M3*]VBS:S#AD[2ZZNML*7) M_B^T..]K;(;NHISU1.RB(&0;2(2\K=Z4$&L]N;A'>_/Y,.W_&]/\\;2RC,[. M.@&D(AWQF94^F:U-2$H.C37?UXZ6_F&-#XI/Z:CDK?_O/--G[A#_6N=MH?!-DC2%$0;P7-&V, M= _JB3ZE:Q"12N*25[K+IZ70RF)*#19H.P-)840(26<0-M""8_%.?,+.OV!> MOL*R-Q\OB26VWJ;Q)!%4>#*;OTH3W"J%GE>?T@O,<;'<:O0GP=S9.P9+= T! M[#I>/ILM%H<2_6I)4LS<]KP=^47L\68]_7Q,1!Y-EXLKT3*G[X$L_Z9=G\W MC>OC]OT'"1V?[[?2Q/C[?'0#]J/4S)-]B M<*>>MS]H%?STJ^^*==A";@V:JK0KA<0Z$W5IDTHP5AEG1#IG5[ZXLHO9'AL* M"M\<:(V9!+150AN$;T4,3501T ;_\880=Q \FY*\.7N#V^G](55^QBFV\?)MH>_1J@Z71\C^XW=WH96BJ@6%GLR&C8S)LB&VJ!FS$MKE]*G&J5C&;P@_'CO MZ>]/(HT.X/&/]PZ!_$/R)-[-YG6!TWL_36='KW_TO^SO96@2D+:>YLD60$3M2;D&!P1=,D:GFC>?J-3KO_^%0,2-O'\E&TA"& &EMF"TI958)*QD9/,$Y&@S M/E'0UW]_1;12.62H7E8&9Q&B)<03O)1(OZ\^AQNBOR/;F3QI $.,8!S9U5QI M);3 D(-KL<6P^O+(?!#QP-D9&'!%__>&]!;MJ$HQ##[W;FO!]V]N'(G[[_?E'9 M_#_XZ)[#CXO9WGSX:8CT/#S0U^;$"R5T@ DTF&@ UFTZHC MS:3N'7T5!S?GZ*=QY9_;&:>C8=EXIAO_Z.F_GW9J/O[RT>T6^)IU^,&/E1[V M?G_>"C37APUH[O#N[O\88MTWS)[M%/0P13>!#R^#[*GQV3KIZX-((6'QYQM\,G1ST7"*73[#/=)B*>QSUDJ6RQORFE0F(6W*89)*DOSVRCU;[]*\M(=!!.73 U]Y*6>_N1*U%"MDO)"TN.!-)HELQ8# MR;+ST@AC)0EVM[1X.GU+")B_]"E)7NW,YLMMG+_Y<-%B59+\)(WG@T/V_[Q M7_]";Y+!F96?-&;[%R>FU"%_T=+!J[MUP,5\@U!+&: CX\F:?&1,OOCU?:<@.8> M:9YCMV(-C_]M>,:@7)_,\>]I9$_V/[,1)RY=O.0UK4?;G1"9CQ38M41&VY*;M%.01&8"7;]S]8 MEMNS)WM+HOM_DD3>B'F3&S!ONN2DL($QCA2J#&S>"*=*%\E)B HSEMZX8S%? M$N+9XY#"+FW2_N\$FT^0}#>LBYWQ=#A1G;W%^3XAZ.OJ#W[DRS1]??@<_O&W M]'[\9N_JC03VX3G;6L^YZ?P1SQ1I_&98A+O){C<,GZ.=)>G'/M"1-_+8XT M3M?2$JC2R&EO=..H&SNMN<:FI<^/(#R:>?,5CT/YL5@;-=-JI_$H.W#Q-MMJ9UJIX93\>+);MO;_'0OUL50PW!&O82V3/;2Q-&%R=X:OO=;'MGMK=(T[K] MCM:Z_X1\]_$[7Z>>,U[[,'A]/I-I)"\X6%-!5HP"6Z-?FUZY:N5.X'5)]$&8 M"Y*0+G6K(J%+3:-IX$.Q9*I2AE@Q@0W.2J.QE="=J>H(^W\,;C/;,.Y)DQ>) MR/&M(>U5.J=>J2A< 6N1+%>P 9(F]A=%!8\Z*PYRKIE!KR#*%]7& ^B !9B6B M[),LBI1[$^R8B&@YO&+*^=2#CEXWZTHOYBDZ4>(\U1 Y<4>^=5D1OFZK].4 M!B^$BQ4(I)$I;.I!P.+!8U0*$WKK;*_$>XD3>NWZ@MV&;4Y^.HA:+W]>/_G) MR3!G:P31MK=WZ*==)#^R+,YW)_KQ_:.HLFG*T+QD2A!GUAEA895VQ),2\GW M2JKC<\ZGM'SO0\NT=4,5T$'OKT)12@Y5_)BBE">MO?74H0Q>U-2 IU$Y:PD 2D: M1]"T!95;559CKY3\4KCAWV;[LTN&&LY]{CDQFU_WINGU/XB/^-DO=A(?.6+9 M>31[MJQ?9Y2#>*=F0[C'RT0(R%L(VBA] M3Q)TL4'$=6GBU^)M\^-8'V& \V-]MQ3.Y6!D+@ED$L2) MV3H(HEEPBIY3@_6Y=7L_A%3''A_^Y4'MI!%'_@QUL#$DII,47,...:.&FD, MY!P.2$<.94M>NW1W:.+,]._*U;C3T=0E_>64R6DA)4FFT\P.REF(V0G0T:+V M$:7.W<;$/XOC!U+^L?CTL/?9;/J:XV&W29&O20V@%]%[30ZVR9SN@.QJ(U@1 M"2A8S"+&VTGW#\[;+CMO"XZ!+L^G>3^QOJ:K$"V!;RV^;*;$"B6@&A]8$6359 MS6XC6)N%4A;(S\93_#DMQHOG;W^^Y{[R8XYOQWIO#"JJ;S:9$XB47,)RN(EH5O_V\ MMR!F6BRVRM_WQ@"$%2*X*+T)/FOPE:R! MJ:@A!1V@Z)I\,ZUHTVI$_JQ#ZX$X1P#]+EGU+EEUM;Z\@$PU@8N)2Y)&49 MM,T0E(E&$;RRLMN0>D<)5Z=UF5P5<:R)R/D-WI4(1D:$G(@X4C=5&NVH%K57 MXGQ+F<2;<7ZB329I$EVI WG$-4D2W5QY]9<,4TDWVVLXL[2W5FZFP:&-LL@ MN4=!X<-C4J"0G3-06E1H4]96=)L&<(ZE>S*>+Y;'75BV9RU32@8IH,:B"L=U6.=UD"#^LYF7,ZM)PC MBDUK6D\%[S52_LVJ2%84YA(SZ,!=27(XU R@+2-$X6SRZ5,77I60'WD)4[E M)AR=8/\QK3B_P3SB-8$.Q!RU==!2E6!"-)!E%4!8QMLD4W6UNUR2,D3,7%S$ MS I%C+RS1L $?!FT8K$0C2A0M*,/H%4WZU]Z]6%^E9\F"2(HD8YT)6+ZJHG MES]7#R;5QMVXM#>I6]Y95UI*1]0QI9G2LN*\<=Q\R+CE2U2VO/9:Z M7AVXJLK")%(F[9%C-$*T[E8=<&R.M,C(DVVUZ50>5A5?6O>KVZ=ZK+.GS M$;5?N3_!=#@C/SSOY! R5X8?=BJ]<*BM'ZTC,WG$!"5G:R}TLW0Y9NBL97KNT**RE*@DM!$Z^#X2^2\%0C34EM:S*<FWT5:6EA[2. M#LZ]DK;9%9$M29P9;G7:ZF$)6H2P7CG3>NV)5EWG24V$^,E>)>>]Y+,'&LF/ M"8;P'R8'(2;/TKB,LF/\M_:6,[=4+H,@[)X+.,MU303C(8<:P3HC0FRF:M'M M>?3/:<+]L5_M('Z&HD-CZM]GTW+0E?J@1?6J#/%ESPV>3W'}B2QR=5E&*6J=_M(O<[<]6"2:E"JH(S%UP,Q<0@?'<=#*Y/K,>7K?^K-&+]AQYNK;B6MR*H;7H"N3<'(_] M(963F@5/+DFV6(3+W?4#ZG}(R;>C[!!%<<:!JE8>A#6BL VDB3H8W5JUW2,* M=7#]=G=HO.%CL.8:J;M*[EUM!+B0DZQ5 B%B3'T3Z21/XHRE07#THTM!U1*T]*K,*K7'O,.(F39)(_--3P.SD0>#*=! M*>=)Z9M7+RQHM^F"3TEY=7& M0K(_3U+YVZNR,YO@XN#Y+PZ?/JMX P5T&PC%9N-"#"9#K71;TRS/WQ4>BI?- M*^N$PVX3 CO&=AM(D\E<(U>]+),$J66E2

$$PG9*R89.&AX/WRLEOZ:@^H46 ML)&V>^+B%==B=177V3738FA0-8F%$;9"MCK2 W)3*=1D^TNB/(='_@V':!4N MGDVN/;NN_S#=F7IT:_EF?2&[->%6UXI.1D,IBIQ?
YRLDHRS$(&43 3WV.Z'J M@MSQ$I=I/,5ZU""GJ_._E2D4+V)RA&]=D(WS0M'OZ? %YGA=)6[;CX)) MQ4@4 K0GI\:$)B $8R!FGT*JOHA^%7Y'7O'UN+*"2=1*&5&S*DC1N
M\B36B95&DZ$YEX4/:\|SN[1.P-9!D;H"NMVM),5=U& MDVY) SQU\5P4M;J.,KE($:VK@%(3 DYT;P(/"7PDXU5LD4GUCR,VW;.^RV#- M\5'HB^>K>EH/%0P?
A3#E12W!1XW\KR*N,ZM6HHP^DP!!)GY4AMXY@N/0U*TRR$8UN,6UN;HCN*D%W306C MMCQ$UX/)$B%X @]%5Q$$BFQ*=XWF>FVR>EIJ5N:R8M(*,_NH7'YM=8%8C2/\
MJ%OVN6F'W28;'1#F-USNS.J'C!ZNMIY-%[/)N/)1!\2SAZ@LYE%Y62)@S M1%6=K*:)XKJ%$?TE3JW*TRW*"UMC9C>(D_-=@R"\A)9R,=*1LU_OJ')AJJP*
MUA4.:LL4(&/FE!8"$]&W"$'64DN.7I=NJ7(7M]MHJXBBG;)1D_/G':%/&RSW MN//@-#D'WF&U^JM):;M(G.K"#W\T1P*U3U(93XY;+7]8V'(8\7APS?H3E>+% M$Y56QC?
&6U]4!L=MZ UZ!TEF"5)'6YW(,V_V)AS] M&_HO\G5SW.&[O<6#1IQ?)VE31K(<&7)2A%NC(*PA';6$ 9:XV+HKA^!R6=5QVPM=S>P=_2_&^XO+D>'IM
M:=4@*J'!H@Q@D@D0T$6P0BHTUM@DNI6R%_,9O>IRGS.#EUO3RL*VR_?X>?_3 M:NDAI+ SF]2GI#YG;_$BV*V;T^""B-K%2+K0D]\5R>7*WDK(TGB%HNE<[M+]
M>BB"NV3@0EXU<+&"4-1%D[3$ZI*T2FM*F>;!&&X89&N!T#"3U906.V25^0^VS&\)9]UU*+D6 MBTINR\<=Y$E*P4B.J#&S!N,;F*DHK99+6I;73]78X M*"B4Y5Q&VB2T8+Q6+
$%B@DE&Q]E<=TZ*+UENW60O$CDY"A&@U8C%VN) *'F M"DHF5[5H58INP^D=G75T(9C&*1Y=8JTETV2*(61O(I2@?8N2Z"N[2[U:_]CN
MS3;M/,46\N("/ERZFKZ5*%W"JI!PO^&10^3U$4.0.UETB%F$9EQW;'K$L\W MTY(49="JV0!%D; ;)+:)G-OLHX\F6AFUZW80:P\N70]*6RE3V2&/E=-E+*&I
M7%T!J]$4C*3/U]_C*HD["A?]N;K%#?!*T;;[(0%J4OEXR9!XJX)"UIL_"N M"=%MK.!2&?!/]N;3\7)OCG3AD_%[_MNM28!'VUJ22 !:<^:P(EE.,I,W21B[
MU,B1MN[*U%Z#*\01)G/7SY@1;"XAZ-9RNZO@O+BPKJKU M$#I=#2E.TJB9F^PF SESWI\EGUB2'YQ"=W5A7]T0]-L9,$17M+>E05*2VUY*
M#Y'E.W#N#FGZ%&VW%2(]NU5KLLK>!XU%0G'((S.5@U B0:S9LGZ=DA[06@P)FDW<"2TG M2#%6R(I]-I6\3OTW[.YK\,?*Q#I]]*86\-%D'ME,8%N7 K(8'YQ5,?@>3FW6
M,_4$HQ4Y^@38#@[T/<_U$Y"J)6T74KH+'716:GNCK>.O7=A+SO=UNY9=3U&(M5<,S\#4G*G+*<,E^5RR-B)V*RN]'5JN":%%7ZQ TF&DU'B\%AG8 M)C-1"+W+SJ6@;G=
[AT'HF'A[I(B.KV AF[7ENS2_/5@ZR89*)R 01';'6PNQ M$*5*E3)':TRQW3G-WWQ[S]-J=76LT%*1/% XD>02_G*039#0:K"1(%C$W&U4 MZ]S9#U?H87==8+RR-#5$5R6W-
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MQ2'C=^WINBLE#JI:FX28'(*)JD TR4(ER!^#]K:M7P]NS @TT9I.,D$5PH%! M*2#*G(94?N8N?#51:DOGD6YPF*U9IP05DNHD?NXYS","M10E(E22>=$O[&6 M6Y)TI5:
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M!X4'B344%H7OC5TOVK_D@Q]]Y#@?S8>Z?0/GF\,:@Y7 /?+ -.TA&41 (;1- M&*L(W3K0=Q;M)?I;;N0!:20GJ-LSK M$K'XCD[Y_,(SE MR=ZTWDA?L[ONY:N.T,46LH*HK6">T
'/CQWH')1V654+G3G?'1ZSKI*JB0E MC946@DL>C(P>8D(!+49$)[-T\;9393-3ME9GF).//ID(TAGNS!U)MW,GOAIJ M-%D9Y5NW299WK2N_)05?52U-5)
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H&REI46(,+:5^1WQT=%360?.IAL'&R%UF35 $VE6";$G!R]Q<"K557;MM M6?*-)O#T@]*0YRDC#W,12.X$Z8-@588LDA"QV5;ZY9T.P/SGDZHN7=;PU7'I M*M$K-
DQ6DVZMH8%1V4'T,D+QV19;O0ZINVCT.8=:DR"$4P:)0CZVP_GD]&^$ MEF2*37@I6[=BUU'3A.OE05Q7N#0U'8HZ*'HYJVH(HM^ MZYY[Z+9ZJ@3YU RV:PFT5%5K7T I\BN-
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(K:"Y'+=]C. ;ZGR5*AD/?G$H%6Q9-ZU@. R0E4Y&I]2(-#>&SG7 M/]1BDX? '201"FT(\P4#W$X;C#U;JYL+=7JN<2N0.C3S6,G+W'^M HI()R54*NCOX?,D&ME=N3KL21?RM
MQ77DQ9'#<.F*+(/12,6L"&:@R!O0$+]@IQY^E_Q4G3;?^B6U/VNL#&Y"%$I MH1MX+O0R&@UD$164'
)A]IQ\OVF8/1R4='"0+0*W7'9$PA8(P,932(TI72($(+@JIJ&G.LK09&ZB!*%3/IN3LKEI'IU%KD% M[U&3)N=4VLCS1EV+Y%!7C"FCR;);BWP[8]VG/+AK2574KA:5(1DNJFRA04K)
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ZO^&RYU9_5"5\?N,<.)T,9N,*[OE!Q_@26BYU=IX M.M[^"%O>&JQ?=!$U!RZK26!<2&1D"/HW;J669(@Y==>?ZQNN-!'%Z6;X\$,E M P:U@QRD!U]%2$(3-
+#=IL;=U=)MFG+0%K.$A%M%J]O_F%:4$5"=U(F'R'C;K:;I^<"VAQJ+6DKP-4,-@>>7N Q!10NR MZ:JU\$J8_E-*>B>MOCBTTRN$=DTYEY(&Y7COFC(->D\%$&9Y$2TJ=^)XNO'
M!P? <+$].[+\-Y>ONR$EWE!:G3.H(@00$HB<.4?<4;B*.CL;^VU1L :G\782 M4']AV8KCA_P=9H\'M9S$J/3?TIZ0DBK M?KU5C$2RFHLDDFDN=5!
M8MUWW]F0J=/D77+>:36,5ZS5D-M0+":E#\HIW^>\F?76BG8T@JDZ2 M@-IM."C_)F?,7#D[0-YE!US=J_&I&\W@7)\#JFJ D%RB5QKAAMGI:$[AJND"$7H-
BQ_(8_F)2Z0%0*IH5]8X&>[M@R_[%7<3E:%Y;;P% CX13%4!@E,52G!>2.MT[O>X?O/S=+I*.>N@'_@W8\Q2 MD^3H&^ T)3 B2PC6-2@BD N!0F!SO4I-3Y[">JOFSIDZ^V0\7RR?
76KH[(4> M>5,I]A^WJ]W .%M9M BI12 D%\ 8GI_"/VK, KTRV95N>R%V$ZI>3U<.6:)S M)0=(PA%ILG 0JZE06\VQHE#6='N*\-EJF6O,E^C'=I0BO(P1F@R>'"&R(@E= MA(!2V91-*-
AMGXF7."2LO&!=ODT&9)'*D*_P_[)3S9;O++"9"9 MJXU;-1 $>3XIMQ"T+L*L/SOQTL>0J^-31*6L!FSLM7-OG\QQ42]J2MGID'VW MGD%O*?
7KZ8$BJPVY>0&M.LD=:Q0YYHIG'"K;G+ QUFY5?#?6MX-J!UF]=8% M&1GL1*8Z%PBD8H!,>-4F"J%3=^774H*PJV'B9%H,!5+0/,Z$<&3D:=B<#&AX M=JISW9K#OHX]-
Y'BT$10QI!12/0?H[.%*%.&BC:X4!JJ]?>]6SG(/&R2>Q@X MJIB7BV.0>=%FN?U F$:$R+I]96'(T82KY8SV8B$5KHL9>[61FQ6O-:#_I52 MHGE7H*#EIEC&?
T:LN]]DN+K>FE5VLX2#S MY_T/BOL@WI\R@YS9?/_XFMNCHEJTHD5R?D4!4TJ%J&,9IEP:%93'U.U9]%JA MY[FKN/UM@)066B222UD#F2=G$T1N5>)BBK9)DQ5VVPFJ Q#55?
[3':*[&9$Q MP27T#G)IG*!,SF"40G-C'^$,>8E5=UMG]PR'0LCI(DWK]CNZ_YP_?K/6^/%SUM7ADI,Q2A0@93>@LFV0,JI@(XF$"'1!]NM M]_C5Y!VL@'4V<%2O;$15LP9EK
&CJX7D+8*S-=DHG)?]-5WN[K#@=$QH505_ MRN50;$ 0(A" S1CYA)%^-,&H;+Q1LEM?HR>IOES=056V@^E)%7:C/IW@33NJ&U$[27F#*(#0WU$]$TLS %OV (J07
MOMLRVF]JN9!J.J MU2%X;F)#.H@$WT.L+H+3*1(-JW#BMF>/KK4UVWJ* E2MH@B'8'G4K6FDE:/A MD6LR8TY.6-FZM;%G'9P?0AQKK@KD%' MHTYN70V'PD:.=JK@+$\?
$>1S1YD&[RNC(0ZH;"1GNRB F,(?"0AR+J8-YF*9YJKL(H$/2Q09C6[@K;.^Q!=;%IT:N+,Y#GEQU?(K1 M@B7)]K[QU*@*H6!22H9,V*@W7CF';K]A7>R,I_C+>%$8M>Z?
GPB\$O8\>NXE MV70%%F$#14.Z)"6+)? <5.,N0I:<4$=&G:N%/!EV4[JU"/VFUJ[0N]$8A96R M;>#^6Q[=M"'SC\7G)LB?MS62EG .8I8-K+-HJL7:<1^+WOH# M=#"713>E-*8(2O
DKB8%<'P&1+#2UBIBBMU:Y8\R2$Y,4GF)NW/Z[NHBGF=D M&IUUNDNXD5_K+0Y+NYGZ;POJXF?V:C7.?0LH90A05",7(")"T** =,JV:H5, MN3L7H/?
8_N=;&1X=/K_@P^=5/;F+CKQ=5V&L$&$9(9W6QD!-//.0IP<$[Q&L M;ZZI8*OH=R3$MQM>V4P^KB&S*Y7U$"Q/FFB1=&MM%9ITHBJT/K1NO;">9N!N M(,)A5,W960FZL
.MC8/4R$#&9F6R@8?@]FL6UY$!U8\"-BI%YX@G C&&43E" MKKE"+#$5D[2JJ5O*=*2_STMWZ3Q@?HM0P55FMQT#=5%CR/%ZLZRC+&"ISY
M$&2YC4+NB.$S^6M)!2<4HNWV./+R@;'C:N3;(]Q.Z, S.7(;*E@JN;#DDLC2 MB@VB.>.[/;PZCSP?DFB.LV:.R'/[TF>,U4:)I &K\3P9+4/,+4#.&;%(FZOJ M-BGDYT3.?,%7.XB?
&2*P50IKSL6+M,_104YT*F6^A_79..7Q9/V46F%>K[&8 MBTH" D$:HE1&2 $].&X &D(R7U'9^)/9WGQ-6?FGQA$94":EX;D_K M,B2M$VC=@M)2R";67O1U.V+5)CBG O>8HT==*"Y
MX1CG;8DTKM)PQQ"%8<_6B03&Y0*IE@CH"FD^)1I)3*_20U-E5 M64_4:F3.LY4"6LI&EA*2\MT>OMV%)4Y&BB\D3M5#"%/ M#9D[XX4J,WG%OCO+R)0\EO-7Q"6)WO?D<)
[9_"^S2<7YXGG[;3;'[9TTW<;I M"[(.](7GC80]W*V(SH"I7 8> MM0 E.01?7*VA6Y^KTWI^>?+G"@TCDD^DBP"9-,EJ',(/A\11(%L8:%*K; MVNYNU.MFNA@;U-I7 I+2N,)3JANIU]0(*
B=HI!"Z&X/+'I6K^OI V?I;CH8 M3=B_$;5$])"U1$C1!!=5-*[C$(U1N0.D2R M9RZDVAW$7G<<_,(+Z'[T\F:R1*S@YKLM %H^KC28N$].YA;SDO@@>*.Z/:[L
M+8'Z=#7DZA1R$,E;0Q"V$H0M?-XO,$+TP01CE'2A6^_D&XQY6H$^^>P ?4U@ MM.3)FI[DJY7<=-,IU6ZS*WL3J XJQZWT7AATT!I)M"&-2-+'HLDVQ
M6SATH3K!4P9Z9S:I3PFZSM[B14Y=^A$ZY60B9QYJ,9% J_*D'IOD.<,A8] - M1;=6[)NH^^]BHMBL,60&T>H KE1OH[$VJ6Z#^F=5B0Z_6VR]
M3>,)YVH^FR$C#1%9Q&1TJV6JV[39#_FO*!+@_)!OQ*DEW6,DK(CXN?I8$#0A*+\=D M:U[,L>%\CO7@VFD]O$9]]IJOLJ:*4(,I6 ,T&0283*J/$(4&WW1NKE;7\:CA M[@\V-I-
M3R#0HVL1E.9F\ SELR-EQC-'4D7N)M1O2.A\?_@W)X28=F:2M*IZKZ\FU))@5R,EL'FP+*I0DM>PWJ>5;Y]&NYM=V M+3"K=#*3E]I$4NJ5*^<+&H@%!6BGHTU&U5:Z%9AN
F8=]/FR636K'?N;DA1? MX?+!Y SHIJPOUA;5;^WM-]?<<97R6T5L+A(42XE!F;,0B.00BJ]"ZR";Z2Z# MZ=M*O]]$"E+-,CB3(>M,2MT94NJRD%(OVB9AA#;8)5-\P>?_-VQM<*2?35;6
MNKG+01"?3][;6KYY/FS"]8\)O[&)F19E(BR#P/.8P<1L(;9JP'&..Z;2VEW5 MY T')5859W+"*96L B\K]^Z19 DKPZ!2,=!M_74Q#IN=&TS M66'$S-/[$E$K-7 J^JAL-;K?FMASLO.?
C.>+Y19]JP[6>G8"EVT=0;/U9^O+ M54J6TU95#=X,XWFBAR0B#W:RJ9"WH#!T"YN^6KA^2T-%H94R3.)&QMTV6D@I M&XBF9LQ*:+?
^V8"W9*>BK#I7/EX/W#2@1>#V2="*]+5Y;9*[[4*W:7.V2O"1 M5%'->9 6)1C/4W:*LA 14ZCTJ*)DK]2Z:^3[+3B6-17DO#OK"]MPYR!(,N38 M6N":$"G];:FXVVCWM4V<+3:#5A!
EB@C=T"LD"IY-]+4H#'E1G"Y5])]354\ M*^">#=2 >>&\E29",TJQ6\RY>LF R@IC-L)XM_8JBDMKO55YF9RD0?ZD 8^2 MX&;-$9+W/+5!N5"5L%IVZV5>?$;\P4AJG!]?
P55@L[8DM7EK6I=[TG&H/7&] MRPV,X5DQS4503:609(TY=!M3NVRU_OJ=?[ZX ^OU.D.R!FK&"D*^RL!5 A M9!]C%49W&U:[!4.65@CQO+6A!-+OSG&75O88?1[-
FRKC_B8R\>Q[KRO?RKBDC MB2NK5SRK&,D$6R^XJT3T2=CDL-LV+#T=8KE-*7L;R%#W0414,D#28>CHS?9=5B@MY.R=SZ;?\JT^R_ VT]S2
MAR*UY/E,ECM\A,R%62:1BI7">R0/K]^,EE[3]BZ4&M\/Z@M(--8%DG3DWTN= M2#DWS3U./5G7H)7K-O+<[^'<'].*\W?$8TNR!1L3F'8J!*RVTP
T)R.8#,5E5O376FVQ#HV@KU^PE[HBNV)@$%'5&'BZ:S M3@TPMXBA6.=5=V<[WU8Y_29$ML620M30E)?$%$) U-;SX"QBBX2JBFYCX=] M+\>;R@?:FXX/..*/O[Z8+89Y#<=4?
W.0BW"@"(\^/;K/T8='/_.-SKCI+EWS MR0T/%T9_O>3=%G]ORT_NMK>/7+)[<;+V9& M2?^0/KOLW>BOW$R1:+D@ /J&R%C2+
[/)),T7KWAYQ\^JX[BFG;K%@].K/[4;X_YE^^^/"*!RV5);39;#F=+?'> M:#E[B6WQX[TGOV__M6GTV 1Y*2H0[$25>+A9@ICHYQB"4R7>&[7Y[,WA=_ZJ
MK2V.CQ=5X&;@23D(55229(U.Y.!%J*,G?Y75N:S)CPX^!C!5*XC5<."S%-0A MAYP<71:2<.@S$L[EYD>B9O*Y?8%@$W+K22>3HLNB=%AE8V^->U)B<9"#:""M
MBI+CWZ+&>P^ZV%&T+8F@$UCIR T4C5[D=3:$0H/0.I";X M8H+-$$MS@%(BYBQTE87VP GEC. QC[KP7_:\Q@M718-^9=5I=AXJ[P6]!.1 M1DO7"*62-
Q$R9LC.Q>*;ER4GNDP5J4HE]*J]370W@DM)<"&&4D0 X:0K?)FF M%;=,F%?%(OG\"VEMKM#&D\,BC!?6,AFU4J+2+4%YNM9PK^M@F@9M6RM1)Q.R MILN*"R@;\9B2W..??
@_15_9T7-7-**_T\ JMN!SI'D[SE*?D-604#F@G'&9M M?,RB$VJ+&AJFI(%>@]|(*G+ZM2(:N>:-EQA"*>I'6K)AN.,IG'.OH\14A;D M5$0A8T1?,S*U6T.EC"';A-J!
(=J23#2ZL9=6Q.@RW87EIQ#0U8XH6#DGI=;* MHHN@$FT4R8QH%NFR)&6Q'A.T2-MMHN*V0EA!HL:J,VUXLYWL*$8>1$L<+C,/ M8;.6V2-+D &S2JF18E>G=]39:D)*"*5H=ITC?
<,1:S6AHM M*"ELD=$01>EBTP1")A:"XC"04Q2LC2S.%JL2.1;()&'<,S!#\CF3KF"^LHYX M;F ^'TG04B0F(98SEE-(:FS0<@JR:&D.5(U4P=1 =_.!4] -X6PB'DD *8\0
ML5I2/G19K=:K9+BI 8/P0C(="JE\'37:G+2A);%&0D_4)AU2^3_T2VZ:3YPM M6Q'TKW9%\RN81I:ADMMHZ2U)?DPA_J UE"IDX2-0:R6_@HTJ5=I"69#,5.:9 M<2T$(+6IG$V)E)_KA-
JRIN)-K$#;SM3.Y+GR1 =2_]*CC-Y9>YK:9$%)SQ)# MI.SI&RHIR"I;T!@3J?*8Z ^FMFAD1-FF1*G!N$RF""69:E&4%CIBC(GWX,&P M"8O9WKS@XN#''4QU0/@$7'[ZI]'H!_ISM%CN\
[ONIEK'T]>PG.T^%/?M>/K] M/V \K?C^(>CO"?C #HY?[RP//]L]A-2'V_P6O\^S][8_X-N\3#/YO08H-]\ M3T!O]^@)C> [7X(/I=A=?O\FS5_3;8?G?3]\UM*;\63_X3;Y,(O1[_AN]'+V
M)DV/+LRSY7+VAJYE'P#29/QZ^G"";M2[<5WN/&SC)0PNQY2?\;__63KQ_0\/^%&T@[LG=O'X#0]? MG%])W5=V=SFJL[T\P>]/;N[Q C:_%6)5>W%J%];P<@4YL/SQZY799#9_^,]B
M^.?[S[_LNP/.S;-)/?GVX:.WWYJ/T^2S[_S'[T^W'_\R>K6]M?WXU;?UZJ\> M/_KCY=/MIX]?C;9^_V7T^+\>_67K]U\?CQX]_^VWIZ]>/7W^^VW?#W6I_?C_
MME[]Y>GOOVX___W/HU\>C92P)GYN!P[?A*7SH1'_?I[;) MT=7'JO=@X^ZS#EK,)N-Z=.U\>']>R;E[>H[V^'AQ7]ZSJZH,=ZDMZ$URGCQ_ M^=OHZ*5/KN+<.]X;0,QT-AWB&>,R1%;
(,V@MD8M&GG62B4^S"4,BN7JJ:$\ M.Q.2) QY&"@C8,'ATMIRYB,.T?53ION1-L.OLH-^$?/I_BG MCUY\R:G+'V$T7@1C57H#_A0F:7^VMZ0[OL?
Z_<'=I1#WB7*'7R@5TI/I)O3W>='MWX[7HR'I.C]AT=7'UY$5]5C0@\W-_]R$C$?OL0!9'[P MF:]$=]YW?GBPG'^\J$/8/E#Z';T*Y#FFOST<_@O\B[.I\NFZCV1I$"[:&4EN MP#! IZ3)
(0<0"QV+W/S06QBNNT$WX&R]60H'T)J'E,A[-,5H2-I54,&1]VW(MTXUQ57KS/_;2G 1\LO\2=V?S)3EY,\YB_O'>^/TA@\%ROK<*U?IY\8_>N._/ M5Y[$,/6V$OK:*N9"2N4__MAZN?
WXY;/_'KU_.+YR^W1BS]>OOICZ_?MT?;S M$0'C;4*_(ZE'SU^.I/VN_FGT_,EH^R^/1RWGJTS1_+J,U9-#B27OJ3 M5=*%=79G".ECI_(3_XR6L]._^.NW9MVX*&.\X%2\T9,QF362:4)7
M#U<*K8ST%CT!JJHX0<,X\F^-#'Q^ZFW0HI@JKJLM'P]I?_P*!V^PR3T50H(1 M3JB[L."-A@57?%CSX4'J8QG_(KNWDD11H?+P+$?@H#;(EA""C4FB%2HY5U;#
M[B_Q]7C!>F[)=2PK9?G/O/+G2/;XY=:K1UM_'CW]_='E?D-?1V^74X'?/?X M?2K+$=-E-&NC#Y0:I<7HU2X63M"NH_%T-%XN1H]VAK#"QQ'A36@&<:<7KI.L
M\/%!X!7>Z)1_>9+R:6\Y^WYU#N202C^4 M5\[W'\WJZ8@B++!PE<42=^>SMWR?E802/R=:O^ D<>>L*_JL7PTK^")UM$.& MM55@,&H((A=(.4=,.0K9PFI883N]?WI8>G30G6-
E2/QS- Y]4/X25/Z" M1O'=*13?)R*Z& 0:U,&(W/$9MP4>_<_>?+RHXS*XY+-VDC8K?O/[GO,#-OSZ MXY.:<=B%^>LT'?]C^/E/:]<_MYISGMY_>?_5_=%AN>'\ASQ_\--IW3+Z?7;_
MS$W\A@##!=G\PJ8"58S*B :H CFNSG.'VJ) #S57'*KQ:36F8JO6.2X6AW\| M&T]1KM%,:"GMZ#>:2$N8-A[%ZLF@W>TN:!;Y)[=6"$X MHT :
(H\ONCFU6K%Z1']]/M^>O5LGOGY%M_UEC*]G7XLHQ>BB;M9!X2P (P-/ M 2:$Z5+1WEOZ7UU1V.Z03 ,\>CY_0=X0885U'M\]VOK6O2!#)/0. V!!(I0)
MGHD;B+BZVN2$"O+:V1VGB/MB1J[NY/\?[PY^\/I(&Q5Y0'?>3X<8]I 1./J[M.R$DX7__,\@HD1237JOX[I\:.]KK?_E"WMR#8U\G02N82WQDOG'1RWJ1O-!$>,'RAZ#R"E^Q M-
_(8<^YCON!.A)MQ)SZO'\^&P^$6P^'M\7(RI)-@*CNCPH/VKN8^?';31O_< MAG^$WLCV?7[#KJ8F5K$E7R,?S1,#EG."J+?Y#5_MOZ%O?'=5]_I./KYI^3C* MVAO4++XO.]R?
=$2@CAY$O_F_"X988O7+9HYHVIB P42YT'2SWB710:GK%90 M1.*AT=)!4@8AD3@5T="%ZWN7A_A\7ZH\&,O+L\V7$N6) X;.MW\>_3^$(860
M(*,H[<\599K#$9#>\Z5AMK/H,09U(Y?J]*YV.O?6![XI=B=.-VJ9C3(X#.8 M@)93L!!4:4JVXHPJUXZ0'1KR VNW.E[G;.X[-KYCXR'#0!N96Y* Q0^#WR1$
MG;GM8B5FC%IG>>W\P2.M_?C0U [5#)_DCK(AOFK:Z. MX03+'Y4=+'\;O>&^-N]V M<$CVXZC7_$/1PW?R3Z.=M!BU\03K*$TF]"$7LW(8[>][8PZB+6>CC(<7T#V/ MXVB:
<^<.*B$/HVDG@G!'',1-OZ8*R%'=8_G_ R7TFL6' Y"I!H-W0P6H^_H M?L1;H\4>8;G%SHPK+XY*!)<[:?GQVM^ETZOD)1Y\^? =_O3G49K6T7?JX!TS
M<2A]GO^'>8FN'RZE+_$J#N\S#)\?%C$L,BV6HRA&->TO[H\&C?+%H/ZEY%=4 MJT,))'PV!S N2FZ9C=!:TL[HJ)84?'=H[WYG-[KH$J9K=(R+:_:6&1)6M_PD+ Z M&BS ?
#9E(S[9'R$9]/W14[:GJ0SG]K^D93HHE?U(0C&&=$_6 C(6"4)'ATXFZ^6UVP >E:$<4X@)=*B*[G3/X8]W*N"+*H"D M+HTFM'@D.>@9\R,[2 S^AMYZ_\|,
M9.AF9/UYFUZ/7L]G[Y8[1Q_?)UR#P\HJMO%TZ%PP9]QGH<2WW]N??_'A/W;O;G;O=N=N=5>S..K-95K[# M/6:]6*^&670@<[)@@D\0>.0B2B^+4K&VLJ(8* >EYX\
(K;R>S??/.#X=+AIP M3#F\:*4GJ6=%PZ[9,/96H(8['+5]'&6_KNVX8Y"U>FFO/A?/_JJV['8RT0T: MY,^87UE<1!X%KC./,J["0<+HH#F7E&FR"5Q1\XV!#W_>6XRGN%BL;IK.137E
MU4K_^\)OMQ(AW^W(W8[<[MXB ;FM[M8,CN&0/=9O/A69/]_\O>NS:W<21HHW\%X9W9UQ.!U-3]](NUNA$:6 M=_7&C.1CV7/B?'+4)4O"# C0 *B1]M>?J@9)400IDE#C0B
=80H$V.BNJLPG M[YGMYO\:U5O7VPXF=:.FS2'\833O(E&3,$EU%2U=L VG:'\|7X1)#K,\'[1I M%*-\6QH&]9HQ0(/8(U3H!C7X+50P'G2R)*,3/74 MA/;EQ\^#)9=C@/L>+-EKY=+].K-1-
<-%-4N*?"?0R4_;RK<'D]_; K@J'NZ:L7[S;;_!+CHG MVA^[JK(J"Q!@S-&0LX&DS#9A"BN4RW/5AO'!!B30J7: MF,"%6(GGZ7RC,G ;ZBF[?]-=.U&WK:V(O,W9XM.:%7I]=W@;#):?
OVOOW5- M1^;?5?Y.HY-*RO_YW:O7/WY)YY.S$\C3!9S_R7?_)9P86F&']=\+ KQ8Z-8+ MUK9\O^5V-:I+RXXN\[;%@^GGW;VU9NE!?3X?IL%]V5U)/!&MO5*>GE6]>/<# MZ?
9,*5]I\GI_G>*&Q>71AV4GO7:^[Q FTXP7U]3G:A^?/];_=OC[\2G(9V6, M'R&/9DLML55;G9U,GN71_'0Z-'RR<[]M?G4Z7JMG3&;:2X0]XM=#HDEH^[L)O=M?Q]'4Z__'GNOGG/]M)O;]T
M>9_\&@RKAH-5+Z=G9?$??E!W\9>6 M>3NA*Z>^]I;L/8QWU78P3UR;;G3-W7@RRKEJ&G=Z'*_2 MP/DW7?UR=H7^^NK_N/'HW^#;O;7WW;XCV9U[T]OUGJ+B2I_5\|<_-))SO.??
QF\>K(+&-F+7;O7)OWXZO7SUR]>/?_K MX-7K']__+?GO[QZ_K;M^QKXY!N5!\WN8G=W;>/Q@0"VR?G5PL\&?##X/DP M>#]KKL1_&_U6]^3DMDFLVLC$OS*[(6,Z'W;\M)
(:SIH)_A" N(S2=7,1EQT2 MO_]U$LYRO6/^W,@]$%[<>U/Y7N/%3NR2QX,Q.S%,#A1=7DP;);1L@/JJLS"Z M(M6_A'$%'1R\?8]8X29T<8&W>+I8AJ,D6\:CNHYH/V Z?
Y=W[TI")$*DO4>D M/=6THNZ1NS^:%*?XZ)5[#)_ZA9<(RA;DS<$0=E.E*NO<.31*E==$L-O ME9U_ZUZ]GXXK%,U_:SE?:71;'^1]@+:W5Q[W?*#QX.7O9Z/%)*T'6":)$PC M3-
L;3+NBIZ4P?_];&4__M<]ZVHOZD(,?VT->@A=!UJ8A2Q-DD8]K3R!K,EW@ M_+?+@I/?+B%L1ZCUNCU/JV>Y!;YN3\+XTWS4J4"?$:5!SK):K_W-SS@_M&U_W9A'4K.-
V4H0U>X0U\B"Q1NX&:_Z?5G\[6G2Y]!ULU#?&%[\WU!E/YV>M M?.=YG)Y=#.H<_#R:_Y.@9!UOCR,HV2,H43U R:X;[%S#$;4S;\UB-ATOPV4_MS:8)*>9@7_%
M=V&\U!&Z"$#X0/CQX?#BY MLM,(R:^39:LJG+7TCC!>MA]9 XUS<(3 A,'CV8 M"%P$9*!KT:-B>X ,]3O:,_SG=^*[Q\D _IN6#0-=C![:NF1_&U2OL[X1M4I_9*AP-*W2
MEWF)7;F0>'97Y_M]$[OYK=\/=%H*UNS3,_XEIDGO3S&DQM+/V^=?/(5$>W6 M%]%[0*DO9V&>PG#P:I+66/QCYM%[=<0[KBWY_M5DL'@_/9N'29X/!_@Q8>M' MW@8&=;'[TS ;?
CCL_K;29LC./_3D>W/#=U8]W/VQ3=JBH]X]H4Q3[R7#Q]F MP9\8L<95:UPBGCBWS@,>XYIVXU:^V8-Q TMN'^^VTL[RYO7OE672QVIO5JKX[3V
M@C8V"U6MH^)ZA/.5[5MR*Y/[L8'$7,1<.V.N&UL$$W-M0D=(=5=*ZE5':/UA M]CCQ:SVJ?#Z??^FL)D![+&;+#D79L:^?*/]83_ZPU[\7MOB>R]G[A8C/9K/Z M:A Z\?

J44.9+E#&$,D>|_IZU^55 N=K-ZV^ATK4V] 84VX|]W0IC7[W)9'K/_=D)4=U_Y7]X MR*+O((O]2.!?7?L]&.ZV[?F/T<=ZU),?9Z%+0>_R)G_|+90DA,X&-*('E9@$ MEYB#Q)BV
AEG.G|WZ+[EX^+G5LCQXC?FI?N;LYXL783;[-)J|^WM+O_IN<#89+>_R MZV^_OOVARN%Z,O5;Y'>#C&ET$L;S__P.ZF_+4L?__&[T=K5A[2_ M^.Z_C!LZI__CSU|N^+|>,T]LDO|?@)
$@02!!P>!MA@C,DN@O5&@?*I:7'0(M2?HWT= @M#D7/AX(/!>HU(X%70D*-4WDFKBRZ[A$ OA|P2!&[8@T"Z M_;W3L-Y/9PNH('(R..EF.RR3<%>['Y&*?PSR;8?JS-&
(M>Q4U%%;D$YJ4"8B M1"4Y($J?2M+2)-&'9O^W2W[^W,SLW,'8DS 3F@V9L"3-2*&GXR; N]65(9FV MTBK(56|'57|!+YP"3#(4H;QG*?2AQV|!|+@?"E+?R36_+^K[3S,|#:,|P(^G
MK;1TV?%XVK4=2U_$$DF/WYU8NSN/|9&R_9J"[T%YG84PA"|[F., M81V;Y#$:';],%V'|0/N"Y-G!.P'(#?9U660D,S'Z %F[JK>'[,'9D(%%ST/B M4<>@^M#U-
R%UI&1#;A4YO@CBZ+@)XFZ#.,Z8-X$'J'A1XO>NG6E#XN7@68W$R]?% M2Q'HF*E"Q21A0"O(&AG(1IG60A8"O:B0=|42'X]G:1^'>5*#:7G)&|(|^BX M"?-NP[RJ,1LN&
,M64N"EP9<59?!%;283 K:]J)2;P7S_-"H#<8&'RD+D&.Z MMVR8Z6E=U:6 MFYBC5H+EV$|NRI)+?QJ'R>+Y)+^|8-37V)MN;8=<2Q(T!'ATW 1XMP&>L-QI MT9+OC.;0|M A:-
D"*0[WI3FO6;2L!A,9J| M&XPQS)&2/DC&D(RY5[$G9NMR$!"K-@PJERIC5-(04DXV9^&KT.A#J;YDT+|V M_ORYK?9-^76.7:2TMPCIT)'#FA"/CIL0[RLE+
<)Q=#%"|=Q5#3D@1)L13)'! MY| $2Z4/K7HKB&>'SA#BD<-Z0VKUSSA?S$:IC0%MO15)NI!T(>GR5>GB$9,/ M0@!/]8=26"6%3@6L#27;;'DJI@}]^C-
GMK9@O0="%7,D50CIZ+@)Z6Y#.HR(MFAD%408+RHH L7@%W.0*9EBB+KTD?A#2/0+]F=S2-[NENTXGY(RFBGJJJ-^2
M6'))Z1"#!R]CK@JX%^!D%A"C<4I(8Y58<>^LY=#^7$#?NTR20V<]U="3CDZ M2H"Z:T!-(5D>= 2GJN*NM+'@J[('PGJFL[.I^)464&OYRS<(J&HHW0;3[0X8 M4,F5WFM3$C(%-
BNYQ!/1F"]/SUKQZ@YEUSX,XKC/UAR-&)/2:%.8!Z>= Y5C MA,A9!!^59TJH*/KK[M)3W)+"S=T?FOMM*Z1R&.7702I!*D$J1N,=>IL8@P2 M@M$5'K5WX)!K,$*;Y!5*
(WOLIM*7;|7KH? ;3$4_:$CM.3)P(Q$^]DG*_UKN M1YR.|T.ZKXQ"'(V[LN:N//3M8IK^^;Y^!|[F_V?02C(6GVC>|L.FNA_A^93(BV"$5GN@JR6J/OC5THRN'0G3 MYRG575W,!Z?
A4^NO1:.XCBI7>A_J[+,S_.I8W2NN,5+HCTJZ[5"9.1ZA MIKCEJHV,-U6R*2L|1)83.)-%%53:5E6])SV^,?J5X/#%[,8K;_4EX^206Q)R MI-?3<1/RW8I|$3WC,AG V-HG%5>5=&4]5."+-
J)%7E)/ZOSVD(|-N:/)6N21 MWQ/U_GHW4]+E]T*B49$D%4G>-CL7I4:FFTO?FY8*'2$F[R")X$U(7/A^JDN^ M;"IX(0D_]>OL4D.E-V@""""U)-D*A*R$K/T6F4@GLC
64G$56;W2X+B5D#4+ MT5ME4S|C>[>"K'+H-^EA.6!DI3KT7NO0UX@2D#P[>(.??%]W>/VYR$9S#B6+ MYON*##SZ $Q7_=X[S[CR?6CY5SQ9NA;E4M6<4CH% MM* 2-
^"%Y!!1)5|X^A17>EBOHW)O#.:$&7)-_GQJZ[I]_WPWS'MS;VFEHHH='==Q'@WJZ|WE["SG8"$I&":XP!U$S&57.T3*[07]X[ZBG^= 1 MZI&_>V.Z>I<53QDT>R&3*,Y+
<=Y;Y!JK4JBD*I2*#E5&!:FA"KBJGA>KLLM1 M5,6]M[D-5SQ/_0]O4!3A)3V?,)4P=>>8&I4+:(H%Y#F#,H%#2#Q5"|#:XACW M ?L;W;!)3-
5F:SVP#PI3R>/?:]8,9Q(UU0Z<5^:0(W^BX"=]NPS=G<|@^5#VI< %*:@-1 M8($B960JZ1)7|>T;TV3ZPS?#.>$;M6?^ROY=^P.88X+11W@_RADG3W_|S4@K M?!$(7,5U2+55VT?$-
&GIR,EJ<8.MVV5KFM$]&DWOIPL<Z6J+J@U|MC2[JR1?VY60B["83T?0%PA%:[:&NEJCZX%=+^68]2<>? M9EAP-
L.V|"HGAX/+IM%;=D|E490HU:KVK7N"XM)"|#*"T|;'H#,J["6AYG+! MG5[P4YB]F;U=A 7FOX?Q&?Z$L[?OPPR_]%S5E^WOZU_-WY3G)SBK1/##=#P. ML_GY7W_V9KUZ_>,=
[JR;UY|]RRZ%NA94"13+$:)#!L(H@SG%@J671-G=KY|] MJ21SDSOO%O_>QFA_"2^G83;XT-;^;+ CTA>*2>Z, 1ZR)6*@-"8@'/4!7WR MC/=2I_WET7 MPQ|PG;_+NW?ESH@=O4PQB
+6B-8@IU)|8#R!$2I*70U8[GH)L]Y$#V_.%O-% MW8[1Y-T#":)Y@AM1-&UACI/;%E*+]JW!JMK4R;V:S||>S,7W7)?2:(,V+>;? M!<:"KT=A UBEHG$LLBA7X+>O0^MG79/I?
4!IOV!KU*U|.0G@,^4^!,(HYD|Q M_|.*^=|5?LQ&,Y$+ G>LS::)J>I2255(%1R=T=J8W&/X|=__S0DNGCTLKD@D
MMR^K)80AA'DHPJ"RA2G1FA0P#|I5D|US(|#;$+)&#"P40IA]R^NA+/A;TV>F MDUT[-JM-6+)/%HJ(U02*IK0,O R%Q|Q,]$+87GIM+U>[9UY-83 9AY52,5:;
MD5E=-19$J""C4ZHK|7'%9ES'MMKQXLFE>?W0%EK*T2191*P%G& MQ)GTI1=O_I5SWY8_T[D83$H0D@W-GZG!J2*!.:&XL5&PA#U3] :3-[(?. ME93"J5AI-
OFJ+W&CF|//0"6J,0P6]XWN'^#X^B^-&XP.^E4U0*+K=R;@ZNK M|@*"LR'*$BR/O8R+6UG5^C[,&[HJ.C$TG@V]O:F#[*/Q?>V,M'74C(=6)8!M M4 A7"D(1$K*)*:=2|YE#L%$6;D?
(*@M7%7EO.79%%@T']8)3K$_Y <>?J'T/ MN9R.V^74_X@5YHM04H#/V51H$QFJ&GW_(W:26=(]M7MV5$E M&_G4Z;@)X&[5O(7F7CL$9E/5O+VTX%/]-
=N,K#4B*+QOW:U/@.,TL8/2E3>D ME#_/>=0H*HP'IV&4JX([2.%TM AC4K1)#I$(@%$1P M*MK(M;7.A3X4[<],_5/EZ5>3%TN.OB*>^I),0^[DT(@-=KP|+E8@#?RHCOMH
MD*_B7N&6&Y N.%!:5@RT: $MMU7)#L&Z7H)|6T,^+|30L-N]J,?*")1KTY=B MGM+9R=FX95T,IET/^S0]J=_S'B?ST0<154V4=L44M7/ M- MW=$ 6-+6Z;@) K^281L,,
[DPB#$K4*+^B-(;X#(;D2HZZI1ZT=9W H&6M'9R MIV]!:|]81FFT(!6=9J/LBP1[++-1>N7)[W>4,1B5JU+02W"R"D,E2JI&0=*0 M@@K*<,M]Z&4^[<^X"*,)YI=A-AE-WLVO8-
/2PBZO^"K7XAHS?GME/F'X/3*?H1Z_SMN8W=!HF44JB]-A%Z38"]M88WV(?TN>N M;T4!AY%!ZXJ33@C>A8F.P2IKDI.ZE)^+&|%1R,S2.QO!2>&7G9L&5,;Q= M
3&9"=L4:^*):*R9IV=QC+L4;.M:[G_8F(2[>6N.1L:%%$52E@/GMNK_O@JM M*)0#I8RH!H-2:E7&?>/ W^>3O#&)IX4;.K|UB7>->!Z[S".P); EL-U@3;-U M1:C"0*
IH$+B$*1@H)4503A?,A,]3Q_>)-A*KX?";S SZZ#!]L+ J/^&NJ#N MY?[Z.=[?|-:-[VDSVBQCO6RSA)_>8^#D%I51YA|:LV/)M-%LVAF]>W*Y?7/ MWLVZLNS98C M@|5[G&-
CZ(R3.7:SBSOSN,LU*Z-)F*11%S.I;W03CI]A]7BJK/JQ;6C]SJ>77/MQOS2#7DCZP.B9?X%,E9S.?S;:>W_I M]SA_Y-%D/)K4>R|J=3|-9XOILR|_J)2Q?+LCU:7S(Y2ZHJ=A_*_P:?[LNS]?
M$O7Y-U_08;=M',5>CP@LENYW?WEQ|7Y["|E_FMY:+'J'.N3YLM9J%K) M/ M>F/KQ:T^GIQ_4V1BNYVTC_1XH]7)>[Y.I+<* MD-ZMC";%= M_Y1(>L1^P=DC7NTEG@G"L[LWL|VS(=
B78%X:R.|=>=$=.(MXBWB+9);Q%O$ M6WO$6R2W]J-[|6,S9'NMU3G/&YB|&^#'TY9E,']*-N[#?':'S6QWG_RQK_]@ M!;DBPK^W4G-H1' LB]UXT>]A-0[M5??X&>
<89NE]EQ"7|0..IZZN ML&WG^NS]5]YGT=K1%*2QX$+Q0@&7Z$!Q;L '7<"D@E8ESM+JB!_C2DHB:Q!H M+2CM-800%7B5(T;!I(EAM37>DK>?3_(/GSG[Y=+&>/DQC<]:%
<#S]/O9:(;Y MU>2GV33A?/YB.G] S[RO#QRV0[/)[J>/M B-*GX?S7$3,&X1&$5&8XS-@"$P M4,)$<$PGT,%F[DQD<77ZL!!2B.@B9,LS*)8|>&T4.,LYUO>SC6X/@5$/Q29; MB!
(P/E);Z+&<-N'B%G'12=08;.N*KRLNVL(A)NX@FY@5=QP]KK28S"76_UR" MXH,'%:V'P+RM$,0UYX%K$^3^X:+S0R%IZ@SAXF,];<+%+>)BU#HRYZK&9W(U
MBA63]16W@"5XFU)6"5;LU7/|:@*G2SH?S,B)3+*/!D[VRU___F].<$$$0;Y2 M.F[B?R((,GWIM/>;_;=A|?+D&-,6&&)K BTD5&.6 ?SKO$I^;-VA^PT,>P;*O@.6RDVVA>T(H)"TV:H,
$Q*0M)6&F4"]&D ME6DJZ^13G@-#U8:??P$+_2K$?FCX|0V,WSN=F:"5H)6@U081LQ8#K%(,N70$K02M!*T$K;LN(^(, Q8-UE@%*F0+ M/J =%(P;4..9B5(MDY:Z':@5;BAV61*_
%#Z|;30_?;R["!@>+3E59%#_&) M"]>/3[S['O*)DPPD&7B;# PY()=,01&BF@HN,? <(Y@2E;::EVAL'S[QR]YE MYT)OWI=!88=""9)ZNS8H"$T)30E-G:W_B6H85
LA5#1M%H44!53R1NJ$%5E7 M"LW6<8-O#$W5T&ARS^P<3?$I))%" M5GUXOC<%IES)H;,41R0T)30E--TUFA83N,U)0+ 1J]&N2E4S=37TM?[^W M9[]$V"-
E,:K,N=BC[R^V9|L"3AOOG1(&D%L)"F."$%&!S<6B"SPEQ7OU9+^: MI.D)-CRXOXB;US.HKW;LU-XY!M^?FOYVK82MBZ8VPM,6IOE04O*D2J7#PX MB]6,2)
('D[SA*O3JU]X@MF[8Q4W8>I2>%X)6@M:UH%563<|HK^IMG&SYW1JB M#Q**=H:AC([IE02,;_)R;PY:-^[P)FPE;"5L)6R]-[9JZZQ5 71Q;4Z$$A4G M6?V1@I4N9WE#!/&;?-X;Q-9-
N[|?.[;2H-D>!|TNWN-L,.J(>?#]>0;WG1)M M;_9BL]+K&|=,/N*5TVH/=[5$U;3:@S,TB*AIM434QWS,CW.UU-5Q=[;/J^9R MP?GBW/RA5H[D]SLFO]|V$G6L4QB#A92E!N5#R[?
A'DKFS/@B42?61Z+.!2C"P'*5*NY% M"[X4!^AE<%X5-&9E.NLZ231;Q#TUE(JF#5*8ETZ;8._VPJ-H+6H-W#/?5#<# MGAZSXJKWE"EK)-Y-5 M<_!,U5|]Q|RERMFOX-
XZR2?;Q#TQ5%81[M%TZ;UQU]ZM2(X%(N|A@U+Z[KC%5U^| E.!$59!6=$:Y$YG,O=9H-&:[*P2|$9%|2T5)' M@IV;"H2KA*M[CJL'D4X?D]5..P7.% %*"@$^V #!)HZ6^Q#]RORTM:I
>T+N M^V76JPT&[O84P:FHB9",XR&*%T9E$J)OKIZ[A5 M*.?F^&8Z[+@#JGV44;DU[BB6B|EZ=G<8R[ME%_K!I;^L#%!=O/6[(";;#,]JLT>3"18)S G,"||<,YCEPY-PJD*XP4(8%
<"$X"$YE M97ART:Q4$J_EHM|HF+.A-)S ?(__%C=2H3EA.6[PG)O6QN<[,&AX&U*J:@P MWFJHE(XL2)4L6U',UPH-;!++N?!#Q32D6*.>7;[UUH8G"*=2_?AQD.!S',1VD0
M)GF01^.S!69R=9%$)8EZ:!(U"N-+M!R2SK*:.E&#E]7H|2(;AD5+S+*/N,7+ M,)N,)N_F/^'L;0.8OS1X^5*RUI>8WR[" N=ORO,3G%7B^&$Z'H?9O+OD4NZR MJW)7W%?LWI*-
RW52@A5@LK1FJ4E!#$$""UY%)^JGN)(YUL?Z?UB"ZE9W@#WA M-ZD=I(?LC4U)(I!$((G +8M Q5)VRG"PP9EJ((8(KK"*Z=RC-,5S9GLIR-B& M"+QUYGW)4MD"N5J]H
2/XNV#G3T03GLEFI6>]CB9N1MDK&U*:.@*FDP^U/,O,^*RQ;4BJ2|XK;:CD%9!4IH M!LXD!E)+K33J7+^[CTC?!6(|7P+&Z[.3B+,WI9.6|S=GB_FB|G|%B%5U8PDM M5^4H6TN!
<(+;XJV$['*UDEVHRD!BK*E2RAEO?5)A@RL]UR-6%OR-:Q5.#*53 M0T|:PXYAA20-21J2-%_I|%:,T,3@N'&YFC2) MR6J|&0/1:@L|VN1=D%ZLIJGVN-)-
F33<#J760Z]O&HE&@H8$#0D:$C1[(&BB M2$57K 4FVB#*5!7WP#T'H83R@GEO>2|AJ>W"[RW>LR("S]D#*S94^X0S| &K
M[!!)%6:"4G%E5%N/:]V(4&T6326%H>$W#6PC0;.5UHA?K3^|D4E7(V][XY#K M-@#7L[]:2&T/SV]BR;W9E|V*];KKK=/E@'VHUHYK?9P M5TM43:L]. N,B)I62T1]S,?|.%>
[|>3!;F&C2:X/|I2K^HUKNNG.-ZQMSO)[MKG[Q^5X_,COHUTG=N'%]YCQX%T:3P70RJ(_S3UR$9C+/,9W-1HL1SN|U_6P M]GF?W:4T-86FIGRN7N#<28<1;)$(]383!A<*|8;#CC/G '-
DH.2E10#:KUN,*@"Q<4| 3 #<5ZU-|(IEE8!C#LL^#3%F G1:ZF$+K:7PO8M0KMD0ZYN*O|@:*?NHH3LA.Q'@NPN&=-|7,GE MO&S.XDQF8+4H23',3*Z4,JX3FM@BLG-
AA|;>U$F:H)V@G:"=H/TXH+U^356S M48)E2;;&R0E<DF?L6D=V%AGB;^|QT%(K2@|3#YU#96GB_JT85;?KAQ?_^S= M+(P'IV&V:-
V8%^]QCHVY<^5+;*5*DRXT%Q;UES*:A$FJ=ZL/7M]H<73^M^ MG)U,GN71_'06;[1PZ*A|NKAA=RG@)#|[MG5NI^&L|7TV9RO[2W[^61Q6GX[S^RE_.0E5.AH.JP5S'
MPFVLO%/:NN;YOX5)_JU[];XN"&?SWS*641HM=KD[+RXER8NKDN3MI?QH0N=M M>^B;M-VM/NKYKOW[O[7&W||&+W|_&RT^[?RI!H]&.^EEN=^_FE0=9'HVK|0|
M'P[P8|*6'=1:-0TJZ80_'=EV_#H)9[D-C]G]PK>@>I]7Z*Y6S'9"^EQ>MB=H MXK,^J./F)|M;|49>|+^>'%!:H-V3N?X=(Y5S:W <['VSH9? M?
O=WU[.V/HSFHS@:5PAX>G']3>E8W>TD>Z*<^>-5V7Z^T*5P__,MU_&M7&*? M*+&=._$G?#N[H)|X=6!+U),Z>"'=@:W)/Y*$M:6/'])5D6+<7K?T> M?73A.!;
[C>UR'N_":;&'NE@B:5KL@2V62)H6>V"+O3=)W_"4&]R(GOU2]]JI MYRF=G9R-PSV&K>[O%A%K$-K3*=-BB:2/|I3)'T4D1$!!ITR+)9(^RE,^JL62 M|?[9>,^YRT(,8[+=B3.(,S[O5-
=VBYB"F.)Q,<4.S_W(ET]D?["RX)?I@A0D M>MQD!CQX][PX_.3*N$6Q(|DZXBW>G?CZ$N7V[SZG;T/H E",>| M7YVZ|NKUCW<-TM)|J(P8KN5C?=?>)]SKXX4_AP&EE)$X)&Y M-
DO*0BR,@Y16!.6$0K|R?VH=^+N:T[#4H.|_=NH._"/8(]A[E(=-L+<[V&,Z M:ENJF=F-T L*(91D044?F'."NX+782^%B"K$"#&(>HVO*.FY4<",PYP*NNC* MUF#/"S$TS!+V$?8]RL,F[-
L9]BEC?%8I5S I!12+$IQW"E!Q83ES*ONP,G+4 M.|]4S. -"Z!,3!!R|H FA<(%*S[:K6&?)=@CV'N0|>&SG+>J M8BHNM4X2BHV^0F9F$%CPD#/7L6*P3B9?AUEM5/#(V#.$92J&FG5-
4O%9XM> M.]31QCYA]GX#G0TS0|8/RKW8ZZAF0M|#/_7#0]^MHV%1257XJB:ST@Z4U?55 M,0&"DHB%>9NU6O$S,A0YE_J7P6 UN$6J5P<-.P2VY&1IG#@D$ M=Q+0_VHMUFI
OUM"&_D|62Q98IT(__F^=,,MNR^Y^JWLV2[YQNA^.5'G*71 M'-M WVX*|6!ZVLCQS@(=DD|'SI DEAX4_7<2BS.^JN:.-;%47R%#R#IZ[WFT
MGJWX@:70C(NL05C$YC]153|O$9A4,C%FD:6;PU_+B/|/9[/1Y-U/.!M-|S(3 MH/OPS9)_+QC[VQ,#I!XR2<$QPD(Z[UA85_+_R;_R#VWR DNB!R(]^FP20^Z M20|J4I=<+(A4E2'E X>0-
8,D6=9:I|,F(^B* M$90Y]R:@ ,6X!95U!*];:80VCCE;+1H4UXV@Z)//R@I@&A6H9"5X)1"L*]EJ MY:*32$;0OO+'ILN1*7IYXX'|'>>+2O8M>(EA-OXTP M*IV FR2_274EW)=V5
M>)]XGWB?>)|.F^S6.^Q6$X/VR!T492(HHZIMPIP'S")6*]9*6^*W!.]P%N9? M-5K/]?DWY673YB_-UJNV;&_5_I311,!(ATU*$2E%Q/MTV,3[1 [$^W389!!= M-
8BL5IZYD$!PR4%Q;R":9,!HX:-W,L2DOR601P;1/O,*E23N)*C7$3?$T*)X M:7IRBI-YZ'@2/[;7=P[ )1EVX'Q)^BOIK|3[=-C$^|3[Q/MTV&2[WMB=T2HK M0W+@A?2@;+5#8_
.&$KNG/?=2>(8Q_ M"J/|:G(^ +%K3]!I]"^N*/0_X^]GHWE=Z%NXA:%RVED,GPZQYSZYA'P1T$Z1(H;P7XR#.DXF*TQD8EV'6/^6MS*,1U I0$M[N#6ZH|W$F |==)W;1Q?>3?
JX_P3%R&.<3#'=#8; M+48X'PXFN" QV1NWQDJE.+M|^"?Z=#&83|>C/+@XV*,2I'=O!WDUOH&DEEC) MY'$1%6$,80QA#&$,80QA#&$,8J
MH(802X+@0G0N%)UZ61&X"9H&0M*K7>!G!26M)NE|9*XHXZZ[)=|LWN.L ME4/,|#U.YJ,/N/12?O;=_,]TG$>3=_|=1I/FNGPS>7OIN*EKG]>/KK99>XV+ M-
^67|+%O#Z=P&W1O[J=4H(@3B8>#%0^D@NX7V) *2ABS'^1 *NB>J*!2LQ@L M>D G$93. J+SJFMFY+#HP,Q*QZ-U(N.D@NZM5-AM%/Z!9;[K!-T?853]+V$<
M)@D'83'X6YBE]P/)AP/!VA!9$LD;X4;Q1#1VS-.SEK= 0OF6#=D/L;QU,]Q_(>7FW0=7Q=NKUS_>V:F>#Y6W0RXWV)CBJ_1# M9@]A[+Y@[+H:SQ|(;+=BDZ@*D09315=F0.6,U2:)
3@O64F?HV.R#[#M8/9] M-3MP-G_Y^]EH|:FWN2 $L@2R!+($LGL,LM9&)G7%U^(8J!@T1&D":*^C"DP: MZU=[MN5Z0R]U^Z.J!4>.X*POD&1FCB&+*HFM@:P7?
FBD(J0EI"6D):0EE_X% MLF<6Z]4F@DV"5Y1V!F+QKM[5&)Z3MC=DE1C/LXQ9@RNNN?2+!Z=S@I*XS<5* M%5:S2KX%V>_IC.?L^."=,D((YPGG">?OQ/D4?
3266T@|5VT/|T;Q(9.$]83UA/6$]8_! M>V)%E@I3@N1%J3C:/"'M!Z|_F,O2R;#24")5E(FQ. A9!5"Z7NWK.V!9MBDD MZ[@M6_.>".>&BOGC@]P^<.:P6DWTQIK?DA6SAA;60N-
=DLRTM)G7)]-VT|HN M@]%D<#H;?0@+')R.ZZW:P(BN_43[RS_LA>YF/7*G-0+C1H,JQE?=S4C@*52# M/7(?TPI^&)D$*B:@Z%AM]%BA(_#LH.)-
%D([R9U::V)&V[1EGL'%EKZ8SAYZQ)V[=@!/Z+")]XD/|["/U/C1(3+!]]VC%6NC)**#D)(! M'81WUC%I<,7YLT[D;NO&SP8K*1XG7QS6Q/I#C/+7O-G|"W#I'!%I=2
MXJKXE6+6/8CT^Z&VMZ/(MB/]>31/E3L7RW#_!774G:X+)IWGR+&==)Z'8)CC MPB'/"4*%+E H)/A0,Q3!TI7B3(,:&>]%6# M%@Y5!1(V)F7AS
MMN/F@_[>#Y5N_V^P%|I1L05AX!$=]I%BH*C;R+A(U= +$I2M)I]#$< QEV(R MTE75?X,8N!&[;Y/EE4?%$P2 1W381PJ 6-"&KC^L$K9U#5'@M;> V:&WPL7D
M<"7K*:&SJ"MH*@R@F&P3KF,"QJ,KU?SE/-F= J!50|5OSTXGQB 4I,.FT!^1 M _$^'3;Q/I'#?BR6>'_O>?_ K)|B.&9M"VC3PO[%(_C@&# ;DV 6#63G7B?#IL4H=NSUJ1SFGD&/JJ6>/|
[#)MXG/|[#/E(KB$6;M% .K$|25#0. M'(|9LI%)87969+82N&0J%14+%%7:-5% ",&#,LH$XQ%+1+*"]I9!#JMP^=$$ M,&^M5.[*E >+]SAX>7(ZGGY"'"0<,?CI;);>ASD.?AJ'"|'/W1Q?
+'WIR=(G1*3#)FV(M"'B?3ILXGTB!^)].FRRA*Y:0M)$U#H(<,&UEC-6 M0N390%&ROH/H7=QXO),LH?V/>5+19A_B^.|X7[2NNM,RP# ;?QK@17A_0#6< M),1(@24%EA18.FSB?
>)]XGTZ;#)>[V@R;9E'*PM(PSDH%RPX+A&B8XD;+EPT MX5O">#@+|Z]:KN?Z_)ORLFGSE[FZ5Q-X^|K;U63#$C#289-21$H1|3X=-O$^ MD0/Q/ATV&41?Y#7J($4P#K#-
FU#"A6H+Y00E"BVUMMZIU;:K#XCFD4&TS[Q" MA8P[">IUQ TQM"A>FIZ.I[$C^TUD@P[)]XGTZ M;+)=;[1=K0Q:Y#;SM07S?(E0?W>0G(B)'(CWZ;#);/HB!Y+7
M_XHVH$RI/U2QX(5+X'+.@0%QI9;). 1^938^7HZC:;R>!P=>X&(RG!9V>N>|QYUBX6RZ!D MPT&9UC"O349Q6>ABF/8^Y^L>|]>X>#5)TQ/|ZW3^@*J7>3V9^NH./[>10|'X
M(3FZOSSG^Q/5GPAN'_&I$]P>.MPFZZ4W7H$+/H!*+$-03H'V*EA=D=?)E;S. M=0*4!+>[@UNJ/-Q)@/"72=VT<7WD/"@71I-!Y;GZ./_$18AC',PQGR|,!/0*!$.M"=3?AF|1YGK3QAAN]Q
M,A]]P*77|+,OY7^FXSR:O/OO,)HT5^*;R=M+1TI=^[Q^=+7MV6M% |$8T)|_2L!>Q)(-ZR(4#P)VH0DV$!$Y*#MY+;P5&Q+PRFQD- M2UQ:"2:9*D:C$!!]1-
Q.2=+B<6IZR*Q2L.3Z:1K8]UU<)@OF[M_(='FW0=7 M1=FKUS_>(]GH|6GGBP'80ED"60)9 ED M]Q=DK4TV%>W!>%M:&14#%U3]U;5_K/(*5YJ5%6&U,CP REB!F7$.K@(O6*,S
M.J:<9GYK(,N'7.NA<<:DZQ/;[U?LQ;TY/GBG|EO"><)Y MPOF[=?@D*C!G#;+8YBA!!UY@!%W?3"+(J*6ZCO-">Q0Y-N>*5J!DO3I8C5!5 M^*],Y:+7G7X^^&|96HHY
:K>@GK">L)ZP|7Z[>/O=)B8C&"BM;6'ZE %%% MS"&:F*U*UE['7EOA57/EH2A1]?+2NM:DH*!>ASXJIJPQ6_.?*,V'C+PG--^Y M1];|EK28-
;2P%ASOLF2FI8U[/IFVFU9V&8PF@^>__*V^7;"EAW5-%]H?_6$O MU#:NBPV>5RL[!5E5,%15!:N6-W/9,9|U]SI=AXZ4C+-22(A.,%!H!3BE4M/B MM#*>)9-6NE[=:T[$YPGR%
[OY8CI?]#4:WJG; 69+1+)DXDH1C4)&|WD;?#|(MDWPQ$YQF E#3JD?Q "O5A$R.F:Q74J%DVTCC?8XQ!457R4PZA*-@G92G78%62ZFN2[3(NJ^]5]-/_FS"C?[,XAWV2R
M[U%Q!4'@$1WVD4*@%!8%1PLZ^FK'21/,<2@C6*K0Q36B=YMW?@A#Q#- M:M^'UA9=5'|9SI^>-G*D0"T)*A)4]Q=4ILADHA)0E)-54&&;]B-M
M%3_2AYA8,%ZOM'&2.IKZ$:!LP5VM';B4(V .S"EKK"HW5X'<%JCM/GRSY-|+ MQNZAG8770||D"2P"0SILLMC)8B?>I|,F1>BVYETA1R-=:0%'#:IPA& 9 R&|
MJ]"ADHPK%KNW.2&/'K*3]1J-$GS)!J+TB=O$(U)'(CWZ;#)"OK"'2QL5A@X>.X$J.@Y.&T2,%^24($AJA5W ML'$E)9$U"&Q%SKJ:3R%$!5[EB%$P:6(@*VAO&>2PJI0?30#S[SA?
5+IO|4L, ML_&G 5Z0.L4S28"1|DK**RFOQ/O$^|3[Q/MTV&2XWF&XHBFN")3 K,^@#.<0 MK4+
R&2.RC"S.H[X(>$[G(7Y5ZW6H:K$G03U.N*&&%H4+TU/6NO8T/'D>1M9DF%'SI>DOY+^2KQ/ MATV|3[Q/O$^'3;;KC6-S=$*!+((QK7L.5PZ|1P25K"N^Y.QX+[5X]YI]T3H/
M=!K]BRL*_<_X^]EH7A?Z%FB71 MZ#4N7DW2] 3_.IT_H.IE7D^FOKJSI]U0L(,:2OSE.=^?J/Y$$()D"Y 99P9!3B7T$* EN=P>W5'FXDP#CKY.Z:>/ZR'GP
M+HPF@|IS]7'^B8L0QSB88SJ;C18CG |'$UR0F.R-6V.E4IQ=/OP3?;H8S*?C M41Y<'.Q1"=*[MX.|&M] 4DNL9/*XB(HPAC"&,(8PAC"&,(8PAC#FL1(580QA MS$8PYL#J&$Q27
;E0;*00?EDP(>2P 3GZT>6>2VNNPE9#DYHH4%X&4 QX2$* MQ2";^E721F4U7G<3OEF|QUDK3YCA>YS,1Q]PZ37|[$OYG^DXCR;O_CN,)LV5
M^&;R]M*14M<^KQ]=;7OV&A=ORB_A8T_U"V+(Q :G%1$|$SP3/),*2"H@80QA MS&/'F -3 9..&+,3(+LYE#DI".@SY))<3%F'&U3 =2+%I (>)CQONLQUG:#S
M(XPJ_R6,PR3A("P&;_%T@2<19P/)A@/!A"*QN"%&%$]$X|0|/6NQ>Q*,MVS(ML8I&$:5I(YJ=X@:48E7,.9M!"*.++-FFN-+8'=$Z=%I EJ**TV(Y1'0(!HO(MT6C-
[8IHK%+Q9#KI.EIWS1SFRS[O7TBV>??!59'VZO6/=|DT)X;&LZ&W&^S: M_E7Z>>2RC3#V@#!VW=R[/Q#8;@-L424I(Q<@7&B=2#%"T 8A|&@=1R:YX7V
M;0>S[ZNI@;/YR]_/1HM/?5D0CD"60)9 ED!V?T'66U6DS0E|B:D")L_UE3> MSB8=I5-2K/0MPWJ15HF!,7@M=|BUCI!C@/"6<)9PEDJK;W$=:=B0<|L1-
|Z&@WS]6K)$8)7SGCAE;&E3UR_7WVME7JHY-:BGOL# M|=3U@+">L/XQZM3!HW!5B2X8+53UNB&J+Z KI/IHF#+%K.0K>VER$A&"J@"L
MBJO:=0@&$HO/|;]=2X6/3T$^*V/|"'DT MPXZRGE8>/#N9/,NC^>DX?'K:/GUV&G++M+J2CC1:/MEYXL[RC39Z8%0^7=RP MNQ1PDI^=3N?="(&G,QR'Q>@#5JK[V-9?
O_/I)0%^W#0D]7$|#R7%3:[G,Y"O MK4|_<'WR"RZKY'3^L]'>^|MLKO-''DW&HTF]]R+,%D_#V6+Z[,L/*F4LW^Y(M=9G3%4I=T=,P_E?X-'_VW9|OB?K|FR_HL-

NVCN:NT/$/1XQV5V>RO[2W[^6 M1Q6KT%Q_Y2]GH8K5X>#5)#VYAH4'OO(7T]82ITVSKZ^ZS-"PJ+^\7=1_NODO*

*M@VD97%5+N@("^VRP5$\&T*Y,C"9GF(]KX[Y_-1DLWD_/YF&2Y\,!?DS8ZX&IW59[<^AJ@S3 MLRKZ1Q\Q/UO>CS/VA/WQXH*ZN'$XG>/3.9Z&6276B_W1#(;E=W]W/3_XPV@^*

*MBJ-Q1=NG%]??E/G,W4ZR)\J9/U[%^O/5+L'^S[=R" M?N+4@2W)/=%,'-;2.'LBW(&MR3V1A[.DC1U3O\W_;A1*JXA\5)[,XUALI8[V MR7]^)[X[KH738@]UL432M-@#6RR1-"WVP!9[Y*^X2DWN!$]NW#NM5//4SH[_M.1LWA]ZM+$/6T2L06A/TM+)9(^RE,F?Q21$ $%G3(MEDCZ*$_YJ!9+QOMG*

*MXSWG+BLMC,EV)\X@SOB\4UW'1V(*8HK'Q10[//AWTD#B-AWC___!1&&483$N?$ M%L067XB5S\,MB#F(.8@Y*,>-6(-8XXZ=NEK5_7^(. M#'E'-L1;CX/$B!_WAA^?GU0)MR!^-)%E'O-6[XR:T$B*WGKG;W_]FUSJ'8=]#!,DM-0]29,;1FE!.9?_^%!R(A1 M2Q1%V^L3)$36TK6I$R8P#@JM!9^-!R.#Y]9D9AAN;Z8[UVRHE!M*(SP1[APA[+ CG.3((T0A0.A?*

P@CD0WBW'78\5)E;#:H<4QJ4$KZ>DU@ M(*Q&[-4LF'PM5FP$S>_81]A'V;0'[#GX<K&\L8_$.5,P&E& 20BH* M4K8"43MD3*]G3+U7&E1W,2%$#IC8X'??Q<'"-MO27L)>Q}!-BK&%,N^0089:ZF.B8(6B 4IY 7ZX/Q*^8}3Y*Y4'P%VZH1*Z4+ MQ/:KQ,C0"A5-ZE7/O1_V*L>&WA+Z$OH2^AX(^FX=#0,&C9XI,$8J4$T)C=)D*

*M$%4[S;E]IB:N:*+,Z!)+3) #LZ\!#A!16M#>9N%M=)'%[4T+YIQ:_13H^=:L M@E0**^G>607=$MHM=26) MLB*6E#4E6@W2!@&J8_"?M8,094SST>3=3S@;3?,R':'[M\,V2?R\!8NX?L!.^'4BD26 2&=-B; <.^EO]-#1)[;I$37! Y$,_389,B=%,N MIL-2=2$%OC@)BJ$ QTT"ALIY=!S1FQ5%B(LLI4T@1*R*D D2OO#5K+,J*^8] M8UG?4Q'Z>QB?X=UZT#?D*CDRW0D-Z,!)$R)-B'B?#IMXG\B>)\.FZR@JU90 M*K'8E#1DI0TH,3E>5KHOD@6B#Y%S>=*?*27> M)]XGWB?>I\,FP_4.F%]5SD"117V%fJ,,@V,2ZL,3<8K@\)W^$LS+]J*

*MM9[K\V_*RZ,-7!JM5XW9GFQ8HU"1&U#,NFH0V59]G:RT*J@L5JJO'Q+)(X-HGWF%JA)W$M3KB!MB M:%&\-#TYQ)]XGTZ,+)=;^R0*

MFX4NBA5@OG6[;1UPO/,9G,@$S*AXXKMNDXMWO/\C[/YXJ0^ROR7Z?.<1^T9 MPOBG,,JO)N>#&+L.!9U&_-^**0O\S_GXVFM>%OL79AU'"I=W[,Z;INTGW+9T) MW)-*

]:X9.4:=Q@D\Z;%=2'4BWJ?#)MXGI\,FL^G+9O>.JU X2(cYFD Z M@C?)>\12D5H[U4;Q'9M/CY2B]HJ M+ U+;@;CZ9RJ^4BBD39+VBSQ/ATV M\3Z1_$^'3;Q/1$#\3X=-*

O$^D0/Q_CZM_Q'P/HTH_":/N64F,BP"D)D BH4, MT10#S*)C3'.K'%[WF-<_2#(H"2D)!\K8#$$)#=YQ7IC#>FFZ[C%_C8M7DS0] MP;].YP^H>KG?

=$(1A]S[0W)TTW!"@EN"V\.#6Z,\5[8B[?_/WILWMW4D^.+_ MOT^!\.UY(T>@V+4O\KT3(*ZW.JQ<)\ 987;IX/; M>O+P20*,?TQ@T<8PY# XM./) '@.AO-GG%LWCH,F^L5L-!_%GCB8Q'D5DSOC M5@=4&F?+P9^(B_F@F8Y$=:0[%$)TMN7HWHUOH&DVF0,S(Z+]'K&5(RI&%,Q MIF),Q9B,15CGBM158RI&/,@<&'-@YQAD>Z$1-*

TX@DP)',F:HO4IY2/CFV[="=_.S.,O'$V;Q+$Z:T@U7OI3_F(!#:'+Z[W8TR:[$=Y,/2T<*S+V!K];+GOT:Y^_2[;SCLXO"*H> MSLM8P;F"P")%G"J,M*4)\1 X4U[; MQW82)ZX*X"&"\T,?*

<;U/P/D9111_M&,[\7%@YX-?[,R?#1@9#BBFK K$!V)"_M>)D(S%X,I(L?I.JTB\84&.5"@J03$(1HHP]A&$HK?(>D-1 #'G*+56X*VB>(((M8UBB?K0"CB?(^,2%E*HE=<8+[E%0%Y>#Z=E$K6I8A#T]9WWY!I3?EB79B]M_?7GVUHO"SR47 T5?C2I=H5^GKEQ:C1T(;WA;PUY%KA+U)]7!--=(OO=3GL)PH\/WNOYVXKS M%>%\RTUBDDH<"X2I){@'K9&SMCB&2& W,>?A@*U#[*#@_) I7K*]87[&^8OTS\)Y0C7T2/"$7G44\68J<- HE M,1U-,3"K_%7LC89%Q8-'RG 'JW"/+/,>$<<5EH(:K=BC>4^8ED,NZ/%'[I,D MN=0R*[M(BNG;F*

^F"9X/C#&8MJW,JS1Q@50GM"=>.3"RR=F0?WGR(A\L$>+ M[.Q1"F%MK/%@(,BXG>')%5/:P=Y+@H/U4.&7X^*/RH8'M%FUR,UE1PJ[Q_G9A^(B1M="\YMB80/"G&D)3**:R0.508[3W94H18],HE#/:^R-$U+^$>1Q(24D0>1 P^7A\[MVU:$2K^UV_6@:\A#HP]HX!\5@U0T/+-KI0)8?*<'|>YV97W*SE4WC_,S3V2 M*T@02A(A 3D=Z0C5)ZM1[E@*E0K:&\9I#:B?I(9B;^)BSY^=R4<_-F9F;,XYU4LJ&TL@JVRHBULVN5GZU\BOOU\VNVM -VE"2 MAH'Z(I&(^;RW#P992R,R0L7 *&;8,!75V'6L\T9EZ#G4[#L])JF(>$2,7;6A*

*M2@Z5]X]SLROO5W*HO'^'=DP\|'+$]T5+Q2@?&(-KLJ194<*N\?YV97WJ_D M4'G_,#?[2 TBXFC27C@4G;6(8T*0C2(A)]@.U;L@S3>=7JP&T3[S2CW(^"!! MO4+*

{1F.HL%PBRQ78H2EPY 3WN6DU]\Y;X?U.SN2]"O)8-/-S&$KS^_15';\ M!CM^,T?A[>2UO1C-[;B4*R@:_>LUA?ZW^,_%J(&)?HBSCR,?6[OWM^BGIY/R ME&("[\B^54-,JH5,X;-*

*N=E6=]NI4>;]N=N7]2@2$]^MF5[-I(P=22^U49,AY MFDN96(T,YP)A*ZB)VIQ3H0MK2WN< 7S6;GB]'U=-^3Q(8_#.7.1^-14I_S58E6 MM=FJS5;>KM=>;^20^7]NMF5]RLY5-*

*ZOFUUYOY)#Y?U]FO\SX/V']6#*2E?F_MX.2^:<5>}(OU!\YSB[E6PEDD)!&(,V>0P+G9F2H-#DD M1_?F/M^=J+ZO*U%5C*D8\R 84]V2W^26C%BRI#')<1R">"(4?E(!*

*M<6*2(,QZGLQ5MR0.WFL5'I:&\2Q=$A3(Q!)+#"&%<6YWO2F6_+=_"S.\G&(-M63R+DV;T,;9>RI7OYC^FXS":G/Z['4VRZ_+=Y,/2<0-S;^"K}3)KO\,YN_2[-M_;QK#R=5YN'/-MA*

H1<#_UQ,XH#4B:BRJI$?B!FI"2AF"IG67(-M 8-ASHA")B]\".8B^,(N*JE/24F(250$%Y@K@B 02D<\C0($G@"7MIKTI)-M9)@HST1DIYEWJ6#1MB?I-(=>4+].EV]M??

*[Y%JA%!AIC3(2'ZL:3;%?JI5D_% MV'W!V/LJ/^'I8/LH7O'@)>%8H\2C0#P:2HS1T!G&KK<7,1B_U+L"VP.P96!UQ MUKSYYV(TO]Q1_1\B*LA6D*T@6T%V?*

T'6.1VLIP8E0SEHM$(A&YB%GR0WV(9D M9=PZ@(95P#AI%$4*B/-HD&79\|%X30BK.5YRO.'\KSF/,7<3&(%#@#>+1*:0%$R@R MYT3P$;[\&1SQ?] M]17K#Q?*

*K'QU["4_!F&@0"=D3$F5$FCN*F$[1*,>"\/0]CK'+$ V \0E!'&K M +DM8"]+1""=59?[R!]$UC6,S?;Q);RY;N6?WO&WD&>"QG"(AU2B:3J[:]8*

*MN$]8>+Q'>HZ*''KO'|%F'ZD>I))SFAJ%A, 1=!KLD=9.(143A7^Y9GK+@1HQ M%8: [L1=SDU3C"+CF$>>:.^^X,L3+ZU,@MO6@TG'N=C7H&JK053VH8F'=[*H' M53VH|\G[=[,K[E1PJ[]?-KC,0F@WDN! .&YR{C]A<=RJ?M2$!Z90D6#>*6[=5 M@8I21JG3#H5\S(9C,Y 1DB.M'(GP>5!.5QMH3]FCMN%^DMCE?\=F#E2!0Y?1*

MSL:7@]@3>@UE5O%55=>JNE;5M?)^Y?W^Y7WZV97L_46LS48CYT(%\'.P 05 M7261CE4 B*4.2<8'1K=/+7QGZB;/-%F[?3Y=^E-UN:75NWZ%;NK8A+R 4OV M'!6O5&*

\HLVN2E$EA\K[QG9E?^\[-/E#2"6,+9<:B9@2XH989 ,A MR%'FB&62^.B_)8Y7#:)]Y15Z(%)@GJ%N)&S.8KGI^<7<=+8PI/Q<_XY5AEV MY'Q9]=>JOU;>KYM=>;_R?*

N7]NMG5=KTVF,>DM[DPCA(>;%=/%7&4X2=3CQ1 M8333?R3F\5^$?BV9^#D-I?I^^^'F&4QV#'[^THO)V\MA>CN1V7X@1%HW^]M#-*

*M%O^YPT0]Q'G3D'HD8VOW_A;]'12GE),X!W9MW)(6;5P*WS6S:ZJ4U6=*N_7 MS:Z\'\FA\[&$HVK9M-3&'+;=0H!6QS2;. X&D28?A,>]'!PJ6D71_>JV?1*

*M.;J>]GN2P."O<3X83YMZFJ]*M*K-5FVV\G[=[,K[E1PJ[]?-KKQ?R:'R?MWL MRON5'"KO[|/\GP'OUXZ)WY9H%%1D*4JDN?6{5VF1X5BBJ)DU#F/AU%,7KA1I M<$H[9)RPB!OFD"7:*

(\E"C)PG%URZZC'_-<[?3OST//YMVGS%J9>[-4MD>,CD M_9?'S&JUT0*]Q6N#T\N"68,D%T0(9:C+C$'%EK&0]&&&^L3)*'700H*]P^_M'=S6DX=/$F#\8P*+-*

*H8AA\&I'4T&P',PG#_CW.;^FDWTB]EH/HK-<#")\RHF M'ZBK*3[)34V;Z7@4GK!5\!,*TMN7HWHUOH&DGGF;W(HQ%6,JQE2,V4.BJAA3 M,:9B3,68BC$58YX=QAS8.8:*

*(#57.4V2I,X@[K9'!V"/0J93.1B+,5BUGG\]^ M6TL1!?G(-)826:,B^E/^8 MCL-H_1KG[]+OJO..SB]0\H"G%RHX5W"N MX%P5P*H 5HRI&//<;>;'%$*

GDG9!8,02!66.!XVLEAQ9H8AR)MB([2[BQ%4! M/$1P?N@CKO<).#_ #B/*/=FPG/@L?/ A7LSCN8NS 30M#7>-^1:4[Y8%VAO?_WY MMDKM@@RQ8$/R>)+M"OT\<]E6,?:

,/:^>?=_J6#{&&!K,&?:D80D8PS 5CED M.-@C%(#6:L,$*&1LQ"@9$Z,DCDBS MY>IY,) U1 PU5Q5I}6I*U(6P]f]<@N7!2,:84B:-&(YUK\CE& "+,]ISH% M8;>^(P!C@M#$):&*

(LYE1!9CCAQW@1G'(M%\E\A^MQ-?0AVA(EW/X%:-^7&+1YX>63E^G[NR$1 ^,GOD& MX (Y=7]FVCM;IA5V0QY-QJ,)O\L.U/W2+N;3';_;IH/RZDVB87V@0S>FG'-MG^QE\|-W?

*UT2=??DG@=[+LA6:6Z/C+7H\8K);[LK^TM^G=JLT*C6W(Q5)?K0B^3@;E$621!$/.ER-0NZ8+4)]&GV/XH7T5P?@$_TM_ ^S8 MV%XT\643074$GN[G7NSO]MG?*

*74WV_SAJ1FXT!BOU97__=6G\Y752G1#Y+ ^OB MLIMG*R__>L-MY$3+9K/*,5SVY?3(HHKZ!5F:LRU\,PUZUGARMS M[4HC^.+!]N>F$3PL8687X:!X,P=I-CT?*

3"_BS,Y$("M^6B@0^"1'>0= MW,SK; JWMI6J#WZV.[.!U<:.9O\E>Z-U(+=*M1 M$CSW(WES]QQ$49,JO#Y]15<.MW"2

{CN);@$"2+$B,3,$<!V(@TDQIQ8P!J!71D:O@RI5+&@>"K%#UR-&#+^Z+T+]Y+'OK9Y876Q?267O@HV2[K-P9M/![,(.M7_G1..8&A,5RR]_FGW,BX6"14_ARW\++J=ZL>BB/?*

Y^.;,:7J@Y_M@_O=-IH" M\SLV!,YFH=?S5LMS;NH+_'S$\$\1;O(C6_18.PD#>SZ%9?B?\D&U+Y^U??F0 M>VQTQ @;Q'2P\YZ@T2\'S"A5-Q_S#JTEX

*MM<:NN^HK,#2*901^(2,4"OJ+,[:'(/Q9@XUP!%6N7R;8'FZL<<2:,52JJBWQ_M/"W$W0QF_K8-(-9;**=^,/B*0_Q8QQ/+W((NU?(-[HK%5-53-TB MIB+6EN.*

(E,LBQ^KL.7(&/85Y/PTXI? MW[3LNBN918<"5\]1Q;VZW<\5]W:J,/R__TM30H^>(*KG^ FS*I%?E5#) /Z# M@?P9NP)LR_[TPYQ<66'[Z+FTPO93GQL@T3AF%4%!L(2X8: +$X.1%-*

*@0K3A\ MO56E_SXNZB4FK,=.WZ6?1HT'$)XWH"*_G\7ST>*\>3OY&+OD[!WIR&I(V0-V M07SR;/AO/%E00??9[L%W4, 79>H2CRH1*R@NY-*

H%N=ZD_H5#^_L-9!9WI,QA'S(;*ZG3?-.HF#ES3O'E3G.T7 ML_SE_++\$O^Y&!4_7A6E590^9U'Z&(*."A4TT<@^I1"$B-'7$ @_3"-)(H4 M=N!N7W+SZ\+,*

*[R;O>E;^6^;D5X61BZQKV1A^?-,S\KF<02[?,-;=\Q?"C9]EGC>&/V--*K1;AJN:(ZVP.>;:7] M@Y_MHSJ**+FCH^A\%,(XWBAGRW->OYQM=^7+?[Z?1,!(P_*D41' T_E9G W M"IUE?*

U(1R=/<%3[.SCLY74VJH]>@]TGUU,E&! >L+<;(.\1=R(@:[5&VG$L MH!5>LET<>?*S'&O]*,9_YR-0!3*ZPTXY_/HNX\7K%B[@U[\!6/P.6-&&9W=6 M1D<8PYH@)(0%(K4J6Z9P*

*XSU50E*AOJDL_UZ! M+ZN=4?8CW;-:.%]MX;SR;4KTX,)>YL-J57I6Z?F\NK, >"W]4R&O;G>%O!LA+/Q&;>$@,_M41XUXM(!^#%M$;/88QT[5]+LXN#68T&>4H=U+++,&(HY"4Y\MXE?*

$(M82!:)(MJR*NBK@O>ZRB)(91@K#*)-N[7^94-Z8*=G.^5@B"R2=S=7CEBS/6K-NQU+6@?$'&?+P9^(B_F@F8Y' M8=#O_7')XMO7HTKKG4EK;Z5T05N4HE:

(AV20\19^HE8F'#76$C^_F71#98LU MV?QKW%5-"R8>,\[R!6)MA1=FSUYN5V"OP'Y,P/X(L"M,,(YAA1(G'"%L'#(< M$^2-LJG[MN32>?FH&:38]

*[XK[;CKF:F6TBC5UMHEK5DTYLI5E*THNPHS:DA2(H MZ*AE",$3OAMM_EAD&)<8;"Z]Q],(7\[01>9O)MF,(M-M#-_5L[@A_@QC]>E*

MVWN51%42/6=)=!">)YD\)1(sE<>8(TX31<9RC0CE7#"M!>B/X]/=?$+/OS6 MP0-(OY]6X+ K)QO=B@.3=-737_&VXNUSQ5OA%_D?"6SS$%6^KS_]1,HA:$A^SGES4 4.5?

ME7_[(_^DYYZ:2!#)]43<;(V<"A+%2).T8(-0O77\BU] M6$L?'HJB;*2T#F.*0+_%B'/'D0Z@,E,K& .-TQFWY2C:B.+\OL.5]V-;2LZ_ MZ;%E1]JR?$##WT)Z64:P=47SBN;'C.8 O3A*29!BCB*

*N(D:6\80R+ O'E8SL M8=S^#XWF9"C- U;\.P9 KS&!!RR0>UT=CH/S6^R7H#TN,,H:%' 00C+@%*CU M$A'&'KC1CR;QEM4+NKHV;_6#"'L,5 MA@\ AI/2TEK%D.3.*

*(QZ40LYYCP0FF)&D%+'N 2OD/@(,&S%4\K"_@=4*N<_M5W4D2LF.IL#V^:VE:H/?K8[5E5.3GRMD%NQYGCW^,AF6ZGZ MX&>[%*

[&LU\$(X[C/$O1NV7Y=>8BNH'S3+$!>QISZYZ?GY]/\TJG_,P>Y+F:C MCW8>!Q=C>%4.[I;V]OG%&$Z)4'P\T6<-#7V59VN!T2J>E9(C9874N M.VHVJ$!X[!105=I]4&FKS_9N*NW\+*

()6&F=^U!2UMM5GIQ=9$E4UM.+SH5' M(ZBI7#EE*.9("P%]:B()P=,<,BP0BTG 5NF=-J[*;/NNY=HW'3N'7:46\,_J M 7WT/%!1\-@IX!%04--H)"4.>9[/_VL'>EA)M9(^,B*,)G$K /7-?;

<>$ 49 M.:SNM]73O,]J^8V>YI)'4,3V-^<7X^EEC(-"]8. ^.G.@>%XX^*(:HD'CL%/ 880:-J2_B[?DH@(E"U:CB?G< M5G97#5NG5>Z[^1%4M;X.P2PV\]G(SV,HWQ<+>EX-M&,WT

ZCQ4%B2D0JD;">_M(FZ)0HX:AW!,5- DN-DN=7 ?KUBV__+_;U8P\=L2(?(7KR9A\X.U]_'V6@* M!F,+/#]U 2_CQVJRF M(GE%\@-"CO#@I>W]D\&MCYP$48Z"2'^]>I)"E?*

%&8Y.+3=+WE;4^!]"MP-$E7Y(*E+ M'"D?!>).V[YED1-.-(0$D'&RHBXH1X9;N$>Q[C18&LEL54R MXYLDZE)V_C1J+]:-'?\[@/,%W/%3+@LYF8\FBQC> 9388C=F'

*8JVCV"KA*45RR7D4 M+%9P3["YA*=`PJA C7(:T/\ L)MJ/12TGCVIP:36Y04MNZVD5/(UOI"N79C}(ZA$$+94,98AY[Q*D!@TD*00<;D?6 H< M:6PX&%/M):P8R@9.MM@?/$,II)84.J'C*

#X'QO*:>U^3-FJ1,)[G.ME+U;>WS MCG,IGIL,O*NW\%.[)&XZ#E^QfI\6%Q?CT@76CDL/O&T664GA9B;2"49WM@ZMVRKUN8G/0CL8*.Q5V MCA9V'B-")*S!3FED'?.*

*($Z*1<9@C%D(03BN"X[<7!>W4D%>M%O+S=-,7^WR7 MWG<*R*M)>-.K'[NJ ,IK<&N ET[VMGX4),@-AWX,$\]^& M MZP98YA+RDNF 52!2^&\V+U9HL/*K*

MO5U"P=O)FP($'Y8XL"-AJ'25A$)O;U3,K9C[C#"WQD^?6O^&ORU,]/SXD)/-8 M$=G=(&7U[F^8[=-,ZJY\$?9[I_GX6LXX_/8?W7>;XP60ZA]'&7P,6@9<=CJS MX\&%G

MQ3&H.A\C,.OGO#PS)=+OOV\7TZYG9#T@=&SV, F(*?NSTQ[9TO'0#?DT60\ MFL"[YT#=+ ^UB/OUA\PN@C/;C0JJM=\ FF-%+,_YD+YL?OOOKDJB[)_=T6):M MT-*

P:'6_0(Z/PY1'3W7),]H< MTX7W&?F,\"&\G8X>#OQ5\'P,69>+,4"ZG]? MXO/?5_C\E"OS.Q$U\^G@]75U;QJU*$N!]GI=H/V\%&@?E@OV,+2!G:S+BS\F

*M=A'@%>'[,4'>.R5^79S'VREF(3W,U!3)O/RZ[NTW,;5+OZT//3S.XSBQ_'4__G= M(*?7L ;YK-%URN^G A_-;_KM/Y.[H;31%_9A*L;F>; M49?KO5K])^?LP6/I.H>FNSTYH6T1V,3.NU-*

*ZTV61AKJ[C{^[WZH%#5ZTOPVF MLU*4[75K?7X_/BP8!V.)L5W DK*:=,0G#K>0[=PB)0%3N_J8U@E7+ M -[:?GWXZR^OWO}?,'?G9Z#@%HS*

*#E3SW*IKX.&M.!K^O1CLXLS#:IHGG;@PO MMH-/9)/Q^!)-/TWR.&9%?LS@(_AMZ[G]<"]&%S%;&F5*LU&>T.!\&F'I'\TMD*

M3R=3,%=}/CL#1O@YO"YO'=SV:30_&XSFH#N=S6+L)A$7^=IF#HP13T?EU,W+ MP0OR_0"LF]-8<@/_C)>#Q05<$NUY68X H^U^S37PX?G% Q#@[M&D[,W5H?\P M>$'7'PG?

#UK+:? S?Y6>^8.O?MS)U,)LNBJ'WELOQP0Z5?&H@I'>,PLC.+H?= M.%;?#M[/+=_FXRR_^7Z8QU6LP;Q4V?VR\/,EIZP=2L[7K1Y8@K9)AT7 ME,@MT'(HZFU3HO0KL,I-*

,YKT2P+OA+';4R"V\|HR_O1Z(*)]_7VY[|>'7P?O9M(S_I}6P>F"K{\?O,BC M:)_U2_OT5_VK824N%K-F86$4,"K ^]6GNFB!^UP??S_VFSNPFK8\1_L3.X M%69-[KR/UVS>?

*\.80";U${WR*8P6!GEN_XQ]M'P50B];53)U.Z!S(U"L_-ED M'>-&/<\4?]PZ]Z\-N;BIU0_X'S4-+VL['#@\]0*R.4>%!C &_R1N3!S>4S [ZL]J-/%S+?F],15I/IB!G!W2IWP MZ]\P'+@%2)_8-*

(6QJ75@SFPKD0#!W,[!A "(SG[3UMQZH&D9_U+#85;C$1BL MS94'+XGSHF/Z%?X,5[R6;QH5EIA'D)A^OL@^Y_[^($#_/(%Y!X#<05^^/AL9 MF8>'147!HW;"9@[F:GUVD??

_I/"_]U1?:X2WDKc&F9L6.JT2P47W>O$>29 *$L M$D!LIWOF<6Y/IEOU<9%1,_L}{@+T;-]:X+(TL,ZO/8V3F%WJ^5,;@!Q&A5=! MT8"MO8ULI8+)D1E&(;O+0/5$_TU21

*{;M^SW.SE>Y$3>G0LB- M5 AQ2RH$(_KDYJ[DC[7+(%_&X[+:-W7O;$F]R0N!@/K/@0EF\)82#US+$RL7 M'2F)RAB5QS0A(:1%/#"&7,()<1^3CUHK<@N2/27Y<*O(G)^!0-J,9M]Z=S;*

*MUY$EX2SDJ-O3T&6XVD.O=Q(>5^#H;,D/B[.%MQZHE&2+1EBH$=*NE0(\V-@ M'&4SA35%$FG=, Q4\'V^E60_)ASGX7?FHWX>[D>[?&*

*M;HJ)/:+C;2_#J.7;4*8S@B7(UD^G&8!",9XV38>JDWC::A(%F=-X"A9RFDW/ M-_2(G_;K;;5*9O9CS!=G){=QAA+96XMTM^1+'F<%-8SQG,%*RQ..E4GIP7 MD%^8'}/*

*+O4J%$R\9,ED#H7%2[&=X7SJ_RQ3V;[^_'PZZ2X 5F\G,,I},)B$ MH-1YN#(5M_@Q=OW[\#V*JZ"3\#ZL,+++[.0RB/]F'I'T&H.OZUJ2%MZR_H95D ML/'?*

*@?\5*H!$93[Y;>|>KWH\9O.M^:2[:6<_$S%KGK2CY DR-8B(M_&Q;25WR- M80IOFDSGW9#S2M;YSE-YQ)>_C%,%K%C]MXZR>S3 !>,LUF77[H ZVV\(>F: MA09/Z&L6=C)3_J1M-H*

MV+EI/@&^E4FXV-XT'XRC;5K^F@!)P+)^+,MQ"2L)MXW2(\'4MO# F7C:7PY M"8! P=[#>@L^_769P3O7:W-.F!V:]0N4;LT7QAR]^XKQ}$5P;0(N"(:F$, MS1)(.W?/&NB$Z:.K.H+P

:Q 2P0=70PZBSW[^KHZU6#Y9K(=%0H9CZV;=B_^ M'+3&=IY# YAF!.1O9QMF[MPBN+[#U!):5;U^Y84$#)MNR(^A@GL0!G;9)#L1QAW>0]H9NW:9I?6>+Q! MY"OA8D?*

*C/!9X5_9 Q.4"W6TS^R[PGYR/@=Y!C"[@FV_ P7WC:O"63FQ!B MY=]?[N5*7!>86M. ^K]R\ADK7>22*XW!]I.UJE#=\RNO:BMT;'@@C MCN.T"4,NCD=P97-/J+0W*-*

*\M,KCI_7A9PLR&LWST&A^6LQZGVL;#@0E=G[6Y*Y7 M0->WF;K =<[8Q[?P P)$RL"6(=&9V,Q6*2G8@(P"Z9G2#.XN)4XQ"7G0EBD M>*C-%B.M$T868^)YT$Z+<55 _;#*

(-6[]"&K^,\N\M+ +V<6T/DM($8,;R>_ M]PV[= V3,VF7+5N8^+;>IT.*2-#0O; NFP'?]7.*8)XT)(#,AF_:L$W4>^ M8..> ^!XTU3P)EE P'+89AX2<($ DT3(?<&

($JZNDX63BR6BXA^66C%@$N(<9 MA)E+U.I@12:G&TGC?5Z"]W%62&/3XS#)^7 EXMR\2Z][IO]*>MGLZ:[NO-' MX'5:H;?*

U5CQAZNG)Y']KDGD2:X'V=Q>QQ$NS6I!7:!6.S3&GQ)0/2M6KQ>D" MV# @#&T#N)M7?M]&6/X5%ND"A%CBI270>Y]_/AF\7XOK;M^_K< 6.=4ZG".H

*M#ROZWO(6@/[7AJD&]A2>=]KJ YT=OR3UQ45^\YX0?)#4.(TE"E("F6.?*Q5P MAK0QG BGA<5;5C8IN-:!.\1H3J*T0B&C(I%>,/+IKN%4*L[68B0O^+@D5ZQZFV1,F30H++%)/K*

;2U9G(MM5=BSVV(&59A^!_!DBDI/,V./LH1V4XK+\.!IV53M&CY63U>ZN8EV6(MUM^- MZ"Y,4BX%:\/'4=;5,1EOEQJPU(Y[3EH2_G[0O6:&>&$T,IA:Q#D/2 OU@Z(?

KD3!)KV=#/J%6A'6.E,-PE?JJ'=@.39%PQF1$30-9#CFF.Z 7M"D!7RB&-A:,*@=+!^!8&:.\D>#2SKH[D/FE$YD1TC9X7U@,LT:GU5Z>C7,/OE MWW9&:TN8TTE11784KJ-

*D#ZBPA^3A8!*77O>6 5L?9?:Q3;JBX7M"""8*PIVG M*%KIP M W&\X4_YZ\;9D;7C8$]U0I34Z\'<#YAUO.ASX3N-@#AKMC?0GAW=;NN87@]*

MOK7NY{TV,EX=OL_#X5N2UR^O\>7V\=NUY(GVC$,7"+DA=^D)-&MMC'#&H: 5 M*$=$>&0T!HN-62:5H=&;K2.B2D=G-//($IGO8=D[G!AR6"D,3,SH=BK14HV MH?*

62@^4WFH,6VPM[6[Y[;O'QOOWUY]N\O&;(1?[_YH53^+FO>H&6X\K9_KH MZX-G3TB._P_<9?E\B0UQUOL^1K.NAGAV%/1M??:$EJQUTGHP_C55"91SF]%3

*MQ")J@N3",T)E^A9:*AZ#/];6I"WY^?NT;RWP:ADR_]#1SC>2$Z%/#H\K_^TU. M)730ND\[;)0R#VM?+#>K:1#41<3 'LO1@H L9P)PAPA!OJ'AC'BA541:!4*

2!W2B.:6Q"F\C,H[LI5D(IQHHH[1'T1"'.& 1^GO68J7XA_,9W7;QG'=X=S> M%?38XRQ9;CU5^-NQQV2,82\9[&W-=SQ1#+O/)D",Y)T9%]-DGCMDW4^8?:QOS*

M4[\OKR9AY2'/O_5$6IQ2O\9='24P)W)O2/7XTGZVTJ$/U7IZTF(@#VX3=@>:.M^9>.<7=AG:42OSK4OOPU]M^!^I_AH5B3LYBMA"XG[]KL^?U 2NT,D9HZ'-I= M1-

*Q[AJP"&:Y!];/!:8O)51%RSIC%7.03I$ 4VF13P(>D'M.IWW0_>D)W@-YN=3}^PS_7%*K+<+R"JAA MW-;> /FR,@W>=]#QOH>.FVV$K4OWEBB@1ADFHD:*

<(UXSM(Q'"@EJ4!Q##BZ M[8.<7$O F620)[90I8@V@7(60!<#[2Y0+38KKU\?&<>X69KDNKW+$X.?8G8M? M?95O3'Z,,6MM,[[@ZHZT-<[V05U[!'O7^^ZZS4BX6

*M<{[V\M&D19_^]-EZU.N?X9I'P>B_VHI:N=7 .,('E4A_:T]HYML^H/JO61YM ML_G&F]@X$U.BXW89X:^^/#F]?=7CEK"K?GL3DKV :/H+)\&RROD+@?=),I<^^CD]4>M!]_*,=8$*EY;!ZD[KC7!.P2#_!R#SIR/E)TN M1NVJ U^>QVV1EF!?9^G?:?$)L44H3M8F)JWT /7P2[Q4SM?34,Z'ECF\>/7A M=5>E[+IK_[AHS]7!97]\G_,GSQ?*

CTT(S7>1L52[XVOM_G,)?@Q<_O_KPX_?7 MGWS\&I+L]V/>47CQHG8;TYO^)?H[OZD.6BF3=+74W#!74VL/\5TI9@9;-!ZW ME-

H78'1VG/>A):KYZM3,.L/$?"HRGX$,)T^F(?;Y9NMY(9L))M>7,F8!^\- M1U@[^9@R/E[02(J%(^>\Y@LWD4IXP^K8\HKRGD/^^]AC^Y:H/@N@SV#)=2 MH)B>##XLSF&8)*

<5]_1SX.AYW2WS(TOSKLZ>VV(!8B2U/&&>)>(BQ^9PSXAF MGG$55=B.HMZ##?YHP+IJT\R+D=1=<(??U4MV0K1_>5%W8VOO9'S))9HMW2?! M-?NT,D9HZ'-I= M1-

8E,#WE.SYHJQ:Y1(2O699=)I.M]JL>+$L,=K33EN[!FS>\[8[;5L) MH*MZD. ^$\4YG13<]7^H-N93QO!26L&XT+KKB<.G &"Y+\H1EX?PV>,|\:7%] ME/O+=6N/Z)6OKYE_&?

U62Z*3=:5J(8=#IL->ZYKE.I6P#C>6=E@M8/&4@T1N!W">/VXHKND M?6:RH]G@HQTORO*63+X9;78,8^A[$(I/[KURM99E^8E>"QW-RTG1DG(PSRS2D4):9(TVES
MA49A]Q9CF$&Y=CSO?'3+ M"I[P(Q@)V;KH'=3-%YCM]D,.NQ#) A,EE),HVN1!V3,,&8DI\MPXYD22(=%O M;ORY[/WQMC5/E_;-VY7A5[34RYMTU,-7-I=K]&4;OHKSYR/.-
V3/#5*CLWP' MS5G,$/G%JI(W/&)-W&QTM.A3H6 R9[F>,AC2N<+?,OK>'J0L_I;<.>"V$Y7Y M0OB!?<58BJ@Z [:(LZ;#XE[*?.,@EI+I3N-8+V+8O?AJJ2E. M.!OR:;7S5NJU\=?
>)S2=C'.!+\">+-RRA"SU#]9OF,1<]RV;Q_W2%JUB.9Q[M*[+]B:6;JSW=0@.]-.X2#:XRQC9-W),66WJX=3[PNUVKV+?N\^QTX:6*N717 M]G7 N[3H>S/+-OG>LF;W79).P^V)(I?
P'$U"\8M^C)V"6UX ,W*QJX,7P_)] MI?(6/#Z3V4_PD/;QI$?!4FB@6[Z6NRY*NDQ;W2Q_VVID[7/@H_;K,N7F#CQ[M+3LU9Z7OCPYG5^2)?0I=I5W+_#NO4(;]70GN((KZI'>)\)
MW6U%6*XYF'O'L,6]HAWTNYT8VUP:3*+&B%"2SP[GT&1R1]8BIJRR+>2BJ] M5T?+E'YL[8H/V:QX#>KE:/[F\T5QM[6&]K&;VZ^GDPPX*V>K+XLTF(V:MFSX M-
"6T:9SEKZKY_3S,[Y_7?"<-D'1?T3<;-\M:R.-.G M\D38C^FG0@+K/O:MMX_8"^&NXG. UU9.SR_TQ8LEQ8BRS7(.MRPKRQ4B'B,76*T\#-5H;F?61=[I^4#Y=MME'Z#58/Q@(; M=?
WWK?@[/JEW;:GMOM%;MV+E^RKHGH>@>WVCU.E]>.6+TB/5ANR/L;F89$$A M?Q;]G\MF?J6V:;-* 2M8/YW$R[[J9"Z;?D6 %/&7O;O%D7@&% HO&(]@%&$# MXXI'(H?R9B-8.(#
(\]R!>8FJ:P7] '1+EXGE$8Z^Z/KRH%GK.;HZW=HWY9D0 M[*;^$7J9W<$.[/2Q'FEP. 49B$-1*0("TX%Q&,$:-983'8.1&F]%8N_7%FM= M-'ZIE]O="P->/R-
N@_(J"L1D[E'G(T>:6H$$"XIX[;!(6W40$HXTA$2RL@!J M@Z$>&0[W!,>XT4R))+8.SCW$C#C6-Y0Z?.JC&H]>T.!+X9=M%_1:"QA \GD^ MX+12/UO?^21><9VW62(W!
(J2]7T.T(L&!$7)RB3X^VU3IGB*P<;HZE9=T6AR M',F"5=)31Y>5,IWT7<1N#<\V3YMX?&A2;0=&!I4D&4X9PC@ 6JA\X)8GBPR) ME(7HF,F5RG>05PVJ4ECDX[FW&1;?Y%%
[5D(\3;,Y6U*^;-M[KW3IRTPVB]G^ M!*Y=F9]W-CQ6.849'KZ<CT(8QW5.+>1[0QA.[P@-NNCTW0'AOI&W>;BZ#+"@^?MR MSOF+2[*,2?9!]HOYH.#KH)=*U\#;-6MF]B+"O.6
N].*;NC-MRSL?1>S)6W, M]F(Y'Y@"*_?O"_?3ROUW*HI6F7XWA'=7_COH1:C<]W72/+.<1N#$#L)*5WO M"GTU?VUGLWSXZ;_S$=,;RV6QC7)9MW7
DWJHOU"O_/GRQ\.H2\^.+1Y1E=QG M:JAH^>AHR8B+7#&#O *@Y)(*0#Z9T\%5"M%X3OE6FT;BO37K_]HD^IZK?7[L5O-V<9[H ,;S=Z MGS6AWI..OLH5<-
@0KQP54450B#QB<26@%B2UJK &&9;W="_/<=J&^QW MA.XZ%AC1#:MB#R8V[D-=A2([G ^Q[I:M7@*X _?4]=V*4.'?$%L&# M$JXP04[%B+ /D@;'O.+;;6WOZ1]_:H FA
VINKE97D7H^^GV\%L^&O!5AAD%U@K%X"7B)(#!0)A'W$7+HE#.J9TT8/AE6>9CU2GE2&L-_')=Q9.V MD\CJ9/@!'Y[96]/Q6T]M+X]9MJ?^KZUL4PY;]H4&$$
M:@"%AWU)T_Q+*1"; MR\NLW95+GY0ZBUWGGXO9:#IKZ]*W]0(VRH;W9<>[^B>E,1[+EM%0D72MGT#U[JXA!9H.V ML$MY 'PP'RYK'\S/8%,)
[9^12R&T17K6U,1O+D9]H9[/RN/E:C?CAZL#N8C*+0(C_ Y>L2C"?P>!R_RK=\/V?7)[OM>>P\/*BW(O]=)?8'OT M(;KY^A1R[=Q2H[:K+-H]9$D+,(+ST>)\V2%@%OMO5GWD-
XCN0RF#M/Z4S3OS MFFW4\LQZ8%O)T]P\ZCRK'36FHWS3Q]'\5/3M*ZF43;(ON^+4R4BT(M-Z5] M=/N@51FC[EACJU/,-^S_,IE/ZAN M2+F^4[.(LZZ- &A/KCWFO;X'I7;_&J&4VM-
]8:=A]SA0B]9J*UVY^D5LOL_U MCV*AG/F5T]YM7X*,3^V9V'/&-81;AX=,N[\MQO>5\YG+_V MQEE"W[?R\LG@MQL!(O/+K0BTSDU]Q=_R?."$KM%%7\BXA86U^QO06_*(-UI" M-
!>@VZ>B$.;J;TO1< [TD2L$O^U9ME3L&N6CS)-0!KOVY$VDO686MP%!U7>> MB[XS*SU&;FYZ=SF\VM=NN 518&M..VVW)8>N^/T:166!-NC;X'TJ5>RN<$)F
MTPNP"$<^@];,AE*D+W07;[/T=IVG9=F,9M 6SB>\5,\8;93"6V?Q1=.V+ #" MA15:-!NBXF**'6:VF_:!I!-7\&Z;V<2UD?6%OW.CRQEG::NB;./7=& W.M] M[1G%(&XGNFH"V)?
B:UDW=W')0GW0C& G[6Q]$NN'_5L9E3E[58CJVCW(:LUT ML5JY7J\L(UQ-H]V.7#6D:3K%8EE*K<*_7U:UUN(\2:A^_#K>N=;B?"=UM ,+7 MN>3N6[%[1Z6W$V.,4"
(0"=PC[I/.>=T:):>#P#92C'?2>O)GD (E@?L7T,$7 M;=.T6G&[E&1>Z0/GJ[6I'L!GHA&_SIWOLE%_?7O&&[U&;=.\OO'DR>#G37NW ME$9NK:E7<8W
NZI4RQXR2Z=E6.F$6RTVKWEU-^?LOAE-RB*UE5M7TUWKK;@J M?W[#=EV_55>=B<427FM--)TL?4=KU;^*OW.<>U4N_41KSSP;Q5GN/P/V$GRY M*F:=1C.P+N:?
INU;.V=57H^5== W>((A%9UX[:K%9'7=(9?@.B@,^5LFD@$I MI1WI#W],ED[:?RZF\];=[SO7H2\&4LL''5,4Z\OG"O>C0ARMTVZ=U4+?D'1I M* Z+3W&9Y-
9QPQJS9(=X)9_G1#ZT(Y__VJ"9O.N]/^#F#L*;9#7 ME?:N$I\932X6RT82^?L5"@T'<53L]-;D!:%2KN]_&[9#7#BP7/KN$VT+V>Q8 MSM&:#CNOP?-*H,^)0%E'H.];JHJVDK
U?.;1GTU&_UST/3.Z$$-/5TNR@]F< M;;3,Z%MD7*M$%U)?EXB#%Z.3>#($\? MIRE$H)R 5151D/G\59(,V< H\LK&P"*ESL1=6&% ':LFW^]GTPG\Z%M[HQIC M[3G,
[.89=X&\T%?]S_K#T]GT$V"B7U4'I^2' M?&UO0G9^\?\$2ZHX!P?O%K/!CSF2D0/8'_)'BXMF\,J7* '%A Y>_.>['S_D M3[XO")I#-G'<-
B0M@>%I/PJ8T6"ZF/=O[28&N]LVXBS68]NP:*UC:Q[JN/1^ M+GD3>?EA-7.HOMGDN'YIE^UW =I[2_#36#HYA9=T3POH30,&<%#[.]NU: M.EKNTYV],[/5"+K[<_RSU0JQ[GE 4N=-
EG/;Z]5F=L&H&S\;7:QG M#V9>[T(_K8=MG*VZNRQG+S!@RSJOUM4&=W=8M.(?O1C;R3*AZVSZZ2XW+YHN
M(^SJ"K]HOK]FD;/E65)^)EVLNXBH_IHX*WGS.;#6W+ZZZ/]\!%@(I)<6WFH-VJP0@1PXYC6PK::/_= M$])7/HR?#-X4&BXRJ@2FFGSS.5A*.0'QMSB?3;/Z4D:[+E#;J7;YJ?WK.H?U
M2A>YON=WLTPLV]2 LH.S;4V2I5EG,W;.[YQ>X%?I#?UJ=KE-W8OM)K7>UGR\ M/0#:JBMKK']<34[JQ.XG19>L=)L4-4,00"5S[W?[.??P:06HXM<)T-65WR X
M.Q#H\@7G*QUZKZ[."S)HB'.[6A<6+H],%108M)EGR[?,&LQ;[WM24EV_U1B M4BW\;LJ#U2[IYV#2MK)L?4IWP:P&VU9 MVR2M#9B\%25%08KX):#
<&$%I<]I:&\O+2T[4Q1J8EJRH+J,\-XQ9!]KVGOT& MQZKH[SU$K2OZ_'J(^G5Z4KY%F"UAZD-/! .TIO>_WLAU[BY%@S>M/IS1JN?=
M3&9KX#5X\6'AYJW10',15H"]*U<#46Z]NWOP3=@W:H'S"JX4M7VIHKM>-_C MOQG,K,NYCT4]O;RX\HC2K^W\O)@7*^VF^QIL]C9F?4<5;[997N:FNWY3.AN
M'1"NC^=)&B6UW"(GM$9<:P,_88^L,RQ:'2F(@9UF5:X)UIN"=X,.U6)X-;_K M&/].CB#F5QJGLHT,O&-)Q-Q!Z)I'DI3'"M&$@8R24\@IT!R]8)HYF9(BNR7U M5R6+I4LC#N\FO^4#*S-
G1^SZ72T?49S_N4Y#!&>=GV[X*NICQV-7\UU+!;I MK%_3[I1.EW XREK>TAPMN1E]@N/&F<+KTAR/KSWH/C0'O7MKT*VVDYR?\#LV M!KVFS2:3=VM;>
<]NE]NW@OK).LD]S726Z4%WJ4;I [ZD6WJU:0 M3U$9^N8EZ.I:/>R4'[^\WE>UWCO\EG"U'>/M2_"P4WYB%B#X)AZXMK#=<;:? MO,'.[C(C-QI#ER!$6W7A_J!;VU56?6#?P+#J
U48UB4X>'W@1A;H^'\?]O]A MA?U_73E)>'^LW(>UJG!1N>?#*M6\,DYEG,HXE7&J45B-PD/4B(*J>L2 M5*-PK\7.PTKGS7(S54!7L*B\<]?5*@>=*LM4EJDL<]?56J\ 53FG6H-[M.;5
M&MQ[J'Y@1]5ZND.5:=5FK$+\^M7:*%];I7C5?ROKW-EDK-IOY9O*-U_--VWQ MXR[?^N.T;\8M\U; MOJ\'5*K^77GP*33TG@=IY<'*@Y4''YD'.^9CE?D>U)@N16FVK6D/BY/\SJUI
M6+P;5G@O:B;=CU+;RE$O=VU9/U&IHCT-QCYP!<9G(?_J&AS &E2^J#11UZ#R M1:6)N@:5+RI-/(HY]\7@Z/666YEF+M0]@:=R>.JUT[K%ONO6KE0G+0]9?VJW
M[/MC_MUI>WZ93N)EW\\WP1HO(_DWOS+/"/$3J\:#*];A&^&*9[1"J^^^S_LJO]W\;8%?X]Y&*4"L17 M5V-[_G?@\IN6J*M _O/,^K9K22E!KBV64;F(L">YDTQP2$OED18V())9>
M+4$N+%51)H,HXP+!50DY&13RCAH;HF$LRJLER%O_T34U]]{\;+":C]LE__/V/ M#S^! @"[7>R[THGP',
[;O[/=PA^:]O+_)_O1I_G+R>+'YO];V*#"8(7!HX!!0V0,)'&$A088C%XBIW%"1%!#5. & M!W,5!HD4D@(4(D&20]PHAPQ3$BFK:6"62!FW.C%4&'R.,'CX%M=S(80*C]F
M\Y5N)_394TC5F"HP5&"HP/!@P/ N2;5.?DU]/AZ>GX>9Z4=UX6]6!5TJ:[) M*F&> 7X\:\'R"*8X"5(Z)BG2RFC$ Z/(!&X1=MY'IUV5FXU1<39[^@5,CH8 MQ 4)R,IHX-?$& U:>^T?
VQ3G0Z-5M<2K>EW![T# KVK5^TP8U3-7">&I$>(1 MU",FA)=,&41UB(A;*I$..""L6)38:85UN*H>L:0C(5HC3Q-%W,2(-,,>$4E% M"@(3ZT15CPZ "ZIZ=)3;OA_@5]6C?
7,ZUHS(G='C'Q\&\UGIN'DY:*)?S$;S M4=SSK,B[G>FNKL>C09%G+5X>0;>VVA,1E42$68RX%@X9GR0"Y3E&YS +Q%_5 MK5-TEH;(D;88]'$E,=*".N2PQ=@DD7QX=->CP$-
%JG)=E>N*?A7][HQ^*GGI MC.-(LL 1MXHA%[%$ 'LR.L:5T<853\ZRFVO>'#HA%$S'I_>^7@ZA6E/SN'W@3V- M$U^]D%7./%,X>=9RYA'L<"]U)
(E:1$EPB#,PIXT*&%DMP=;F5%&V=23;QHB] MY!+1(CB,@ADL$B(<,,T9RD%$1[;#J=RJ'FUPZN67='O4-"O:MG[3!C5+U<)
MX:D1XC$R("G%@7J"J/(<<>PXTCPQQ$1*WH"ZI!W;TH^P=5Y@AT!-2G /H\@Z M&Y&.G C*B;:"5/WH$-B@ZD='N>W[@7Y5/]HW+V1-@=SAN>O9Q71FYQ&$G)M7
M_V.5,,\32)ZUA'D$_5IB*CGF"1'F#>C*."#@58FBX4G+0*U)6_Y'A[4CB4CD M-0^()VZ0]8HA2J64FK$DY..?,,)#C6LMM*I?5_0[%/2K^O4^$T;U/U9">&J$ M>
(P\:89!#0H1,2(3XMXXI%UTREIOJ*>&>W:L7JI!A7 B6.0:<*5",M*5BI M6BI,A&0NQ:H?'0(;5/WH*+=]/]"OZD?[YG^L69!'6O>QNAVK8#D9*H?L=*"$^-$(^1]YB(3,YS1(T'9<>"
MLF.\]*#[*",P5UB(K<+8ECB3G, ([N2(2YWKU#"X6R<1A%*<.!T9]I(]M MRTL^9((_K"W_!;)I VB8'2$S592M*/NL47;O+8**.]7/6)'H")#H$?0]2X@7 M*EJ43,"
(&\J1(3$@$ED,S*GDD[BJ[]$0L,T1X:[A!QQT5F)!4F/ M'KFN^E[5]RK*[A5A/!>4K?K><_02WR-%]3Y.X>?H]?U].K?C00)9._B8A>U@ MF@:VR-_J4'UHZ*&6H[X__>
MFRXYG'(P'4AMH;2P((&KL;6R[AZ?[YY^X1X66!@3<%EB,QCG"1C=SZ'@1,F1,E M:<7ARGXKZE;4/:+<\P'"T.WL,[YV.+ ^(?FC!T+?HYO.0% M# ?M%-
(PE0G"W64OT^3=@S.B3XD6W[R/@_9RZ*[.\C!]N2N._YZUTT&^6EZ] M^P6T4S>9ON\&#N5Z[9EW;1H.1FE%1#=CX-^L*UW>2<\\.!'YUN5."6=266VM
M$H8Q]LWMJL+O*5WBG0RO1SX8E=N'3@!/C/G=G[^EUQ.8B]27C[J[)B7DFWMG M7-"F/!Y/1^-IFG.FGW[[5^9)IXRA9V3&(P-B#IP5KBPP-]X:HUBP[YHO%\.S MH1M]_-.[-
()__KI)>=U5L1]'83B+*3:N;8)KSQLWBO,7Z7]F@T](KT;3MD$. M.#U/A=O%-&KQU_BJ*V&Y*;[Q#F\]I*8]3TC<3J_U]98X\!T*+M:3%;
MBQ8GF1TQ)>E"59QGOJU(!%0B2/RITI:2GFAQ>SZ>3 $9P46#3_?WU/F$6ZLF MJC+OKS+SM2@SB28GYWB)0A&2)9/@.FJ5P:];#IT$[\(/A8'IUMCSBL>D,W46$.!5"EZM*6,NM[08
M$0KQR_MW?WSB6'K*%7WCH6\\C)Q*9K9[R3K(.LB^#O*9N4_V]5.?'D3$511] MZ+Y?,\G''$:=XYB&C-I3OOW3._;N+<.W>S[\.N1C&/*UDI=P\LGQOW7*]F8E M]-*PX//<0?
CQ,+Y"@#_*_EF_?7_-QN7--SE9!#P-@>C MJAI'/^0CMH9?\<*#C",=3:M6'/V0JR%40ZB!5Q\L\0B'W&OPZ>43KT/>NR'W
M6LDWZV'+C/Y/:3%GXD7+YOLCF6H+U1;6:0OCZ7F:5'TX^B$?L0G,1F/?ILFG M,M.KJD6-N'9MBD?5 M?#M,G]*PH2_J"EAMJMI4M:GG6//2IEBUJ6I3U::^TJ86QO2RMK75F#;9)?K!
M^WU1A-KS_A]OT\SYAJAG;]#+'8FC1TC6CWTB=^S-JA".2 C5-*I65"%4TZA: M48503:-J1=_;.G:C')3]*_&L L_ZECZ/"]'-]U4M)[E]UH74^Q,&ONCQ_'T\ M2E>+)2Q-1AE?5\D?
OV09$8A39>SM_^1C0KT1BSK5#^ZU>3EN!Z4YQMDD#5U9 M4_-X^N1EF?T>-_'L49^()[.0A]T#HE<(NSK^M7?543(*XUR"$+@'D2T!IYR M3)C57%G&&;G?
52=K8K.E%+AC$@2+%(QV^,KG; A/)!FW[:XZAI]0LJFF.KNS MATW;_UZ8047&BHS;1T8>GT)5K&B8L6N-:%B1<6*[7<& M7-.\E)K ?(T^_O/79CKIMBF_NM6RJ-])S)=-I:Q)S..
D+WV+5N(T&6*C'@; MP ?E083DP6GO@5.JJ90J,1;N1^B,,9*U"A"23" B]V"M2Q!M)H)AD.X%W7:$ M;OD))[Q&Z(=H!A40JR9L#1!9TD+*0"&6OP0C"CQ1#F@.!/]P%;A; 42$'N(H
M_B@:#D))!S9Q!8G/XYQV*/21+%Q'],HU$1E353N(Y;LM9/90EQ.F1'1 MV #:: U"6 Y610F>JF!LPFC=^OMQ>:2.>:DB".\S"&HH&!,M&*625Y(E(_FV MXW*F3@P3-
2X_1#.H@%@UH;+NOBE&3=T]J @+L1RU(APV9GC=^/)Y7CBI@G]GI_6%&5-4>XABNRU>]D& MW]96)>\L($W.(*0C8*+-D+TS-' J;&8K?-MIJYVP0)7@(+2E8!3R[8A'"L\$
MT]EOFV]3I!E40*R:4/EVWQ2CIBAK;N8H4Y2,$AFH%4"3"R R2>!S M3A!4,M$1(Z5=F6T=;0A2$@>)25.6GR#A$L$AX0K!"164D.J@*-/QF4&O'&6/ M /'X/&.O-
%2IKZE.MO[L)D306MF\B#-H)BU81*L_NFS65,R1YF9%-DE$2D#*3(!H44 5Y:? MA$AH<"HY*>E]RB2,BXDF"8&$DLU,#(RD&4@,5%FOK2[;W1X093H^,^B5H^P1 M(!Z?
9^R5)E3*U+?,9)T\>=2[4+ZL!W'-3[X"0M[:T7HO0.:-WN=YF?3#/VV! ML(?$=2CS)S7$01S##SS$GBR3I!@'?YSG['Y4GR(@$5SH.P98&XS@FD3L+: M;'GP6Y]*8$^48)M-<;Z]R?
DAVU(_+*7B[C[H2L7=FQV$24[".X+P2GL\B!"UUQ]]!MJ>:6*^P> M)NSV/AU3D:@RP I%%8HJ%/4S>_R&>:T]SB6N50=_&T_=L,D8!S2?2B#0C'/C MNMB@9EPWBOOLE!7;C..9'Z9=
(G]?&M"]1#S]<);2 -8XU*2B@ U6I0FZ JL M"Q*DH9%&*XE0*U-,)3'$Z;(M58JB-!*X$FR8+411@A&E=GZ9E.:FFL G$%X@K$1P'$>Y:?/D!DNIVAQM<.!_;8?.)3HO0WVYI#_,PDW>[:
M7R.#./C4A*%KT0?BA2Y@.&BGD(:I])+J+G:9)N\>$8,6W[R/@_9RZ*[.\C!] MN2N$_YZUTT&^6EZ]^P6T4S>9ON^&"^5Z[9EW;1H.1FE%,#=CX-^L*[?>R C7),^GQ6PM6BQD,
(2X"$IZU&+C M@0D.A38B-17#*9>Z+%[?EX,@6D!A<- M/MW?4^<<;JW!J,J\O\K,UZ+,-+J@A8V0M2W*[GJ<<* E2:J$[5:2=D391Z. M1Q^WJ,N+/L3;E]E]*\< M'R5WE/#&*
(OJG4_N.9 %9'; >.9FT_'[NU^@:LP_[C1U/@_'91S2F1M^=E?M M^W=_O-;IQ9F7:MC)K=/!6VI\2QW)*6?XY1$KWAU$>'AHJZ>?^Z)RVL%HYFZG M7%E2S(F2-#4&O9&Q^(H$<-
[RY$QB.85_T9WGA=8KU-^*TW*3R15J2^,NQK,N MRLB=,_MN?(%W<=7E1?3[MLF#$7JQLL??8-1.)[-"K-H3?%/<9#F^A"LG#=[4 MI1O$)GVY+*ZP[2*9,9YPTJ"
[G*32;+G+.I\T+H3Y%2_=5>=1RT_QP\DL/7G\ M<.#\8-AY7CS)Y>5D_&5P41JDW)K9%?'/=%P&@A]U7!1=]W3AKT^;#]TP?TV7 M2-T\GIJ3DX81)KJK?9_"XE/:?.@>GKW V@L3
MQN<@ \7@660)PML$AF8'T?-$31;6BI65DL9H0A12O) =6E9F&4P*&G2RC"67 MM%3R?F'BKQCU3J]^O698_V

4126@3#HO3$@K4[5V_?R1#??G^0]&719H>H6O M/J5VVB%O^?1#1E >P&\-XCA>*LVF@X"0B)'+:?/M\LL_-&Z*3Z2=GC3#U.)Q MB"J#23G'23-)[66AQ)_2\ I!<73KR\;%PG:
[EPB5/=&_9#,EB5E0.9;"J+#@ M,%XLC6]HEJA+-J_TI<3 UQ'),SC.4&>==N!D#."YR8YEP1(12_U#,;9G/UX+ MX;MS]-7IY]&/UW+_<71?-5+29]Y,CWZ(M":PHXQU=C"@79
/EP!%RX.8"KW*.!XU*++WJ<4^+\E[[NG(?& \/\J#$S5)UK]UVN7/"A<_'M+)S?_!AU'#G'I-"5 MX=5=+UMV"4&Z48+W.P(83)\;*SMV-,B-3 G)"Z#J\:EY%O3[M#
MY[RT>Q8WZ#0(REWC\.#XFF[;+RPPP)BI'="=+)"<=7>43*E,JN^"+1J(@T8*E3R".B%)8+Z9B_8R"_ MN*MB$'>LX\9HOL8JJ-3]L(J%L[@%B5T>JCC1\6-NY/1!N]F!#ACA'3YLD%9$
MY)*^/$H6(6H>,W6:4FM605(F+80$9[U'8%4"K.?X5[0^&HF,TM\%R3<$,C?T M\^?)+Y-!2!^NF?AC,UT-E<@@L2F!)8TPM M+6HDAM* FNR39X0K[^['U-
<*]O<;DEG4\9^WF.*/'5'\!_HZ--7AH#/I?RR) MZE]<.VB[*:_3=RH1<;8_I2^3AL?Z88J=:8X*! YH&6&$K%I'*QV(CC"$Y(1 MLB(18ES7
]7+DF624H%3^%;S@'R'RJ!NHKP^2^1!^]RUP4Z7HVM\FGY.:=0, M2R#3-N?N$UIKZ#*S=ZC1G(BWS77P<[KUF]Y6D>K0BF[;+D)\=W^:4Q>DM5W$ MAQ">KI:1=9Z-
XCQ^#/<:#IT\/]WDUDD?WA3TI'S^#9^^K.\LRMW4VBC/W4#4;%]@:+#,D<<#H6-AE?=#F-6TX4 M]0'/..DNA&=&WE(B\+C@)G@'J\F'A\[U32>S1;H!QY_BA^E+ MA_?
2@BN]/[5G2W#W>5Z+]^-A?+L*_U0F12$;_?M#-G7(3NSU=?L5&S$8P#D2 M2@&R\&#K$GCF"$@MLK&2:)O9.FSDYMG<6,)CBGY8WKDXECP>#L>?.VI71- V
M[>P";Q'/]F"8]K!S6%3[$3?1&Y5)=>Z3&PS+KP_@-;=_?FW749W/&L15!%B MTY> 5QSE=RD_3?$2 M7U)\?STA\Y1\LSP -67H+MMTUJ9+5YC,W4F W;G?/;3GT*=!.^@F75R=+<_Q
MV&9"W66%.#7?W)Z+M!CR?#+2'Y\XDIZ2-QYI3ZW:]C7IVP[3;[_5.L(ZPL,8 MX3/[F]G7;V_V(#8_#%//KID]@@UE>]-O9?,C1NTIW_[I'57OGA[^JW9G?$)) M;"_F0*]$*"\2Z.-
EQ=>KTTLV:>R#1#>J@Q7J*M3U8L1]L+3-8M??Y].\K_9; M1EOTB.P9A]@'<6Q693Y0TLUFRV:S3]'2$>&U6ZJW52[J793
M[:;:S6;MYJ^+-035;&JBH5="KXF&FD9]L)7S8+2H6!^Z"OD!_=#8)M5O++< MMV;L*\)5R^R;97XL,W.K:5;3K*;9-],L2\I3MV>;-ZM/JGWNH*=H M0.'DL/:>HHLN[CV>,?
^R?/Z#Z[;6W);AD#-(K]"57B035V7PR/(4)9(598V3 M9TR#B(R"D\R#H)9%XP@-B=]?GD*,5\JI##J;A,?(,;[#)XKHP0-A);>/W>7 MIY156[>6:"T75OPPGOSJANFW-
+E8770<45V3F[S>,![=.O7VQL9WMNYMW[PD M\!6*-IYT^YM5LUMCQYR^ /3+1[^V;CBK>'/8+<>XYS(&P4'(9!!V(@%CC(0 MO**)>:Y7=]830A+%' -#)![(2A-
>KCT0X9A1A*4DS4K+L7O@= ^ZEC.QOANW MTVYWA35U(I/D1+''-\S95S/9E3>NZ%C1\9C040MC'2];T"A2>E6DLILH<:7- M8HHTD9392D/&#:!C"+.+6;>_UG]-
QFU[,Y'HO]Q@])>$")A^LT=7&7(/TW M?+=ND!8'!]%O-@A!9@8\$_Q)*>1^$ M"FIE#YUUP.8-9-X%T/5%_)KJ@X/"W1:"GIPI7 M!3^_25QU4K0C%&*Q)*H&Q MMFP^)@48+TMMB
MO3& QK>S,3ZA5.5$++F:'8,LI.)O*CK^*I$2,3W8%;&M% MJ%:$#HL7]@=F#IP.1AH<3PZ0WV$439, [YD RU,VFE/-5EM\":$(-TR#[+JK M$X_LP*4$-.0@#\I'FR! M2#D:(C%9
OXQ2*0L R<8 *=S=)F*]E*_%U$*D-%QLPJC2B%AOJJI/M%1N^ M>ZP94?5(M'>'9F(K3!ZBO53DK)IP0*M+ ME A*AVB!6$17D3@#;P*R5L-D3&4_![,-
PKK5U27\X)"YKBZI>'ST>+P%M-14 M4,80'I6)% 05!BPC'IC7D66AO(QT$VBYX3H/AO6&'!XJ'N2BDMTA[9KK/!<7 M:1+P)\VENTR3ZHAJ>8=+$7.V%
(PV!H0M5727/,BHM'!4N216]Q7C(G)N!%@G M&0B-B&P(Y1 1=F,F#JEMKN6=6MZI_*_ROS7,\Y&9LY+$Y"HEY'\Q@R7,@V%<
M29V=L&P%H02+WBM)@0=DBH(+!2YG!C9+ZJ0Q23+9D_(.Y?1$B#I!NJ)B1<6* MBB]&1:-M]LPKR+JL^776@G>>@,E6>)J$C@^LK5L_*FZUOL.$K#!YB/92D;-J
MP@'5=SP/",+.0+ T(\X6LBHC ZIC9I%[R]+J-CA;Q.9-U'?8X2V$K@6>"LA' M#\C;F+_IA8F*:6"&(I6UCH-UR8#4A"K'/.%$;P(N-US@*8&]4G6C\+J2I_:/
MV4M_=%!U'JD\"4YX()HR$,2PLBNC!6H]*]D"1TUGEN7QA>%G$\\HP8RPD]('1J/C PGGI@Q-C@F*-F=0)"E80!7$3S5'(+B MP04CN1(;"2\W7)LQY(3PNJ=&77Q3.[KLMU\ZJ!I-
(DKR0"U8$TLK+$/ .X3= M1+TSDE(A5POAV@3*J8]@)4. -C[C,<*!DY1HG9+UM:/+.FLT3KDOE,ZHUFNV1 M:(]>,DVN!W J+Z=-.QX.8K-\='M,*-
X(W_+Y&B(N+,R!^X#Q(#,&@'%@K-4 M0636N,RE%&1E%516,E-)#2"%+UUL,WJ)PLN##U'E1&0J_J07=1[%3S0QFR7D M3VC3G+H2?DPV5L&W@F\%WY'%5A6.^YM9K B]#
[JR+PA]$(NZ)(F:6LTA"6XPB+<,K%,:-#+P1**3 M@:],H-VF#]C$HJX-;Z?:4P]0UWU5W*^XOQ_,7%E"I%()..4<45EF,"0*(,1E M'HFW7.5-H/*&ZY-*G' ICA)]#
[*&>2#+RWX;3]VP>KF#K53V2C!'IA^OP&IV MR@I8Q_$,'=(N>=!;F?)_;)00/2R>HZ%$+L88>DE16!%%P1+C2(=,(KQWU M:F45(4&>% /SX(1 &I5-
!N<<4B+BJ7;&!J565GKNJ%+$+3N1=L,;)S^I4(? MCBH85S"N8+QY,$[!J6[J3\HI@_ 8=5I?UMYSIXES46:]NKWR^L%XNVV83HS: M\-S:BL^U>E0A^P@A^R!*28(@1Y<(\)0H!'AM2]
(R9P@A1$6#9)3NU"ELHI0D MV)%ZA%I-JGZ@^H$]I.Z.&QEUV9&0E]48F@4P.C)P) =NF);$K,ST7P=*;[BT MQ*TX$72K4VU[A,:;J"[AZ_+X^H2O-]?^F@$?
V'B6CZM[6LMK+FZQW,Z9FTW' M2]4M=S$8?2PW77X.0WWKTKYJUMC,5>6F"Z?/J@!7E*LKU8,!]>.:;A:V_NVE)0ESMMXRV MZ S9,[ZP#^+8K,I#45.V.&Q?-
#MJG^78(R^X'P+;K.*% M<3NM*E?QK=IEO^SRHQN,7K1W]CZ+L!IF+X14#?,5\AR.V_9EN]KOLPRK9?9" M2-4R7R'/[:3YI,;SE)5O$-I7X_"V_VZE:]OD%)[UV]I'X=>[#:T*H-WC_2N
MET2X&!0DI<+"U?QYK 7#1(3 ^&<@E*E/5#$ M5]YF"80PY1T+)D5R'ZJ0$S FLB[;5U(0,@8P.7DPPN,_/FH3;4\V7[+\A.M- M[>VQ.S/9L3>NZ%C1\2C0,3+GJ0@$5 P)!!,:K&

*(9F%"4&Q$H<2L-[C: CEO= M#4EO:AO?"I<5+BM2-YS8 MN G@W/#F0"6^)YO:6WG_"6NO>DH<2,WGXQC'-,K]XW[F$:A%G]J\>=V\<<(MZA/5'B+5JN K8FXP'*BP)"J/_-7+E6W87*0T>P>62,1D:@18G0WDZ'4BV7AN M9"W^U.+/89/"_L#,87-!HB7GC#*0@2!"&*DD?YV/N!D@=1X0G<:2."_"(<MP5#86?!"(E?-.E*3/%/.[A*'-])KXN!@N-9W*AX?/1YO 2UST#XC686@8D&^_M3,'QG(!R[Q,/FC,=-H&6&R[K8 AOV:&A8EW*T].RSG?CR>6X}&!)?736M"[M!9U,!1TMHS.6<[">6A#:<3#:*>#)*N*XHI&N9 88RU:2;"%'@A@;0@3+4,9%_M)P4S3"='!D&G%Q0[ZPL\,49%M"*1<4T=*-4+*T?-,:@{1$(@_2 DQ&_I1(X${*&GFFFV!-&KL"2UX)"72>R-MM8+"Q46:/(Q) <^DNTZ1ZH5I'T#KP[,IF$H*Z4A.P8$FB0(E()#JE%%V!5N:X M)@FQE/!2JW62@B(UW"5R&!)#8((9,GMB^;@1ESPJ6J)+"" M8@7%"HHO!466:+.:"*3 2@V&1C)O1 9'>21.IN3$R@Z)&P#%K=81U.'M.%-1 MLJ+DL:+D02P,H8E3D5,$XQ+'4-C@JT@4:(R,O6. M*5",1A!!(, *@7;(W$AQY3E"L >=SD'7A9M//*,! GH[5#>3G,*@AL!GE'T MB<;0: GU*HC[5TAZEB5792$E)?B,(KYR2@#/3.H@96"LGTMWV#//[(+5*C=M_M\ WD)IA$O%$Q7M5C[(#)-'-<.J?)9[^=, F$L^@:;,"0N$54R<]&M%-(06[PW M94"DR-I*P .=\@:HERQ]B0Q>L)X4TNR)(AN>:5X-[%4RF4_%(KRBBL[/ MH+-/TBFG%%BED>$EZ\"4W7:IDH9*3YA)9@ONO-6*M]P$[1]ZW\=0-:Q[{<"=$}%$RQZ(@K\!I=LH*4,? Q#'W1+I&Z+_T# M7R*>?EC8%MB045(3SP($YU2IMA*P26L(-$>>'(ULM:],)HG%F"E8IY -63S: M"BBZLX5IFF7M2]6#,G!BQX1F9;6W7H4<]Z12{J8]4* *V#T$[$B(-Q&C MT!A++*UA'V;P0P@(5-+@<'5^9({H!P-YJ(83Q#>\DV5,#K A>$;PB^/Z61G:V M["HJ*PRCH#(Q(*3V2.II L=TEH1;G\S*[N?;]!:$;67:EMIK]W'L37_?:K.HL MCE63CM=9; (/NLV0)9PV!+DTI8FG\PV0 0H2(R/NCEQN!\DTW"V+FQ-*MSF_J MC1W9UMHF*%K\O#ZQ.ZWES[R(,6/+L8O8^#G+HKL[*M^\O M78R#T<=;5=#!?!3+0B&^_>]9.QWDJ^7EN@,AC>+[RW${Z,X\2.C](YJSE5QJ7KGU\7CQ3T/1L/! M""\^=9/IF9M-Q^_O?H&j,?^XT]1Y!=EE'-*9&WYV5^W[=W^\UNG%F9=JV,FM MT\%;.GQ+"41X>&B/K4TKIQV,9N[V[!&1)"]]"123%D,K@[XU M2$06RH0*HJPU4_^B=P'FUM7H$U=;60E',F@SC$BFU&>H@<)H8,2@P MM;(2+F;ORU05R-;A_7EMP1&KT? -22:FC4I55+*]9"7ML6OFXPR:3X5H;2-&\7F8XEZD2\MY=<,)3U^A\RHF9Q/Z1X MI:P!/X,6I7UKP3+^QDV;SVF2FL$(3WC_3,W2J'O7-N/I^/46!#M/H MX_2\#&&*3WX^[/+Y+5&7HX2#-UEF\[:=.E*D\7EZ+LX:'[N=P]-E_HT:-=^,!Q,K\Z6YWAL'E1W65$<.ME/GFMCM:#'KNC_[XQ+%TJX>I4RNV>\4ZOCJ^.KXC&I\]"Y"O_]O@U9^9[&I? M/]?U06_W,/#W>"_1K>6*CVCV(FI/^?9/[QA[]_3P7[5(X0DEL;U(*WR>VY(? M#^-7D>JWJ]-+5@SU0:(,U<$*=17JM@YUJB+=\[NTK>1%2O>/$OV/&L]:"_SA M^8LV;.O@]Q5V>]PBJ(;Y589Y;8[->)\Q&^G+'A^.52VS6F:US/59YHN75%;# MJ_% GX1^[/% 5?P\+\\?KJNG%>$V;&$H6[5/GMEGRMA0373:J;53/MFIM6-.M5ONL]ME?^ZQN9H-=/>FVEUH]4^JWWVUSZK&]UJ6ORQ)G0AA;K]96U"MPEG MT>?6CWU9*M^/9?"]WTY^CQ=Y{[5B5*RH6%&QHN]844E$!8;=.\/J^->_U[%V M@F89(07"0=@8P- #D(%;,-67$GP2H5O %'E`AB0(;1828H[6_^_7\#Q.PMP"GCM/@HB*@LLH@4K+@#?<@0H@ZJ2R=)IN'TX=!M++80LETB3H_0>*((I"!4M6.\(-)8, (5X2KN*N8+ERV1UQV=J.)AE+]T5A%0B;!5B; M\15AA!F3&9=I\'71DOM-0MVI_92H;)JP@%EP83FR7EN0,N$$*Q\|JJ*2UTA M(V=29T?JKL"XYKKVJL!>%[P_*NGOQI/+ <6D5AXKJ[6T7OWA ?K#+7@KHSRS M1$K@FJ*WBD: LPSA)I/@A C)R97I8#XDG954D(UU(((48#A3P'U2+'CGJ71[M45HW)Y,7H.(@3.>":.6$ PHJC"484[,A@4! (AL.)L0,@OEHK)7&A]_F-Y, MN,$/#K%K,;WB=,7I6C>KBE&I7-6$"A%[!:B5,ASE8^\'FPA\)*1!..DA&AM M_*$QB+)9.! T)&&2)U1M(?#:,&F]9L$.UD J5%9-.* LF-3G-.JME- 1M&K"80437FFI7S_P M8 N1EXB*BT@8>)49"&HIN&P-4$$52Y[FE,V"5M_Y+79G>%K'NQ@+!1B9=6$ M \J#$<>YTCE \I: (S] JUR!8LK8:(W%%[M"XYKMVJ^J>EVP_JBD?QM/W; & M"B]V!AY5)DWF_5B5E].F'0\L7GH:3QIC(OS+,;'3EDY5QS/$'JN3[9SW7JY M %_46>45LGM&PUXBO7[XXJU,/\M,>$71UVD'@CF#$8S2H",17DMIHJ?W/65I M\QH#[\^"$X&7A9@;GG$+'Z:EVQ@:EZ%Y4]ID],5R_R7$^IH[5.5B$K\F8KT]7 MZ?"!\T;5-U3?<'1Q&J>*4IX2Y!#0DT2GP2DG@5-*8[*"VC*1N6_>9T/3HDUU M1'7:0W4_O5*AZGYVV&PWBTQ#ED",\R #,%2WQ)\?W\8[')A)VEQ7DE#-3KONER*7*=7QU?'5\1S0^1>RM_S9X]6=FB]O7,\'VH+=[&/B? MC? N6WG235.2&PN\D*=]3_GV3^\8>_?T\.]RU(="NIFVCG2] MVS M\KS)OC3#<=OBK0Y3VS;3<[P!RI]+KO1:R1;P6\G=KBN(58-]_<<)8]PFW8 MV/9#W:1]]LH^5X* :J: [\8FT^L1CL;GJ$ZM/K/;97_NL/K&:.373WIMI=:.5 MLU9CJSYQ+VWNC9NVHG!RJ)NV/J2@OS93ES4[FUPU[?7"C[H@^2"V,_.H6K*] M6Z&XA65:B@>6)35@O:0@M-!@J.9 /5>.!)*NCX_>7:2677: 2D_G8*W9NC'/L:A%MX-XH(Q5H M0AT(A&,PP4@(,;#(HJ":ZOZA\V:6UU+QM@U&#]%DZ_X[%;(K9->VAY7+56"H MP%"!H0)#!89C!(8MA&^241X]1E*&<< S!C++@.<00B8\@B"]9I/P3:Z5UY- M@U6$K AYF AY&$DPE64,P7M(QEO$8*!,4 >44X#3X)MH4TV#;WDJO)KE?N M O? RTOJ3B\&.OK3^<8SC&EW@^\9]3*-0.^P'YR!WS(OZX1>WX+6\T$D8HR$(M*4$X(\$S+H#Z%(A,GDAK5G= U7@$%9!M"NBU& 'OBQ/C+HFLN'/*[T5I79U8 M20[.A=60HB+FL2+F0402S'H=.$*KBPDQV08!/M,(21*F)*?6$]4_3.Y35YP^_MVVDMIU>5,7HRX@K'NS^L?<##[8096FC#"&) M<8 M8(DD&7BK+4A-;;">,6(? Z#VZ[BAKHS7SFM^JN%AQ)9!P\2#R6U$GHXW4D+VA M(11X*2S",142&J5#=GO"GEK%FNOZN1U"?JCDOYN/+D MH#_<@K>BZ&N2D0ZXY>BM,I$X@1@'@1BK(S6!D94*N7=4$D8T<'?06T5OP0K. M@#)-E8]2$Y_WHD*N#W"!*5XT?*EX>*U[6/&OO%*/BP5$^]HH'53'Z,N*%![M_ M[!4/JF+T9<05#W;_V/N'!]NH!L0T_[:+G5Q@$R6@4B1 F6(%&E M.GJ6',T^J;TH_S%V8L7A35ZIW+5"YK%"YD',(2,*2DIA21"!J&8!N<$!19D M$#12[T,/07E#N_\: J1E]&7/%@]X^] M'WBPZ3+!,!*%M>"(3!AE"0:&A #>.Y%U#BR3U=+LVL.LC99F:X:K F,%QH,"MQH/(<+&4J?3)0?92@XC<@'?,0!326A=,1"[M"GIK'JLNDCV0XOAOXZD;5N?W M8F>PZ);>#>"!SO,O-L:[7=?9*2OGBN,90L_UR7:N6R\7X(O:,KQ"=L]HV$ND MUP]?O 5/J92R5A(+A!+T>EY[<%)$,#ID[A65,<;[GC*3Q&+,%'VJPL#&L@!6 M. G1K)ZB>H'J" XK*.M7-=+C430U L0U"3PGC)@3"?I3(Z*N?[YF@W%;^IMW=B.P.W4^0O5_U3_<\#^ MYQ7ETR. N\JR*\I5E*LH5U&NHEQ%N8IRAY!5]LQKDY(#$ID&P8P&EY4#RJ/F M2OO@/-U\I+_1J2\U= [R'>$\KWE>\/S:\?XC<N[J 5 MM8$$Q9C?0NYXJS-Z:H9X)S.#\'5YXG]>"O^GV46:#_*^CX-/+QHK-?A^!W-V M/F[FY2+YT#;CW/R:-+]?IPJ=*)P\)PP@3)\WT/$U2\[G\]:C-/W7%M4. P?^8 MXQ)"+HU=M'>IG>*X$ ",[:3YI,;SE)1K&W?[G_T0U4) M^IFJ^JA[4G?2Y.OBR"0[SY&_CT<U>E;X.Z'H"/)X*8SD- MX(E#RAN5I%=)0]3>.&OQ? Q_ZIU1K@B0J3Q^?!;]U2.J8$^(27O8Q4"K#:2[& M^+OI.?Z,_GQ3Y'+;?-CV;7L@ZHPW!*E]L@B),)XPD M,9"T0*SC6C#N@E>["CR_'HP?6M*W>Q:.]@4KQWW+S'%T%$GF - DX=!M4.%1R MB^$8LYV\?K?NABRI$ZSQEH@<1%,(-D1H6, M3U(&I#_:$+K2$W/[,TNWP*51-#V@TM>1UM=PH)UYG9(<[,]D@;<,9,66U-=E MANM,6:*6Q54*>W)? \W!8]'5/NWR'ZC@:3QLWG4X*2E9[_G3W+]S$,1Y1A%,.&?6"=-*P MV/WFU15'.' <*HZ[,^[AX/#FXD]3MTWY&)X?'.":,I?V:#27KTO#[E M4W%POR,8?7F7:R"V,D'68]5"SA-U40!-28-0- H-53 +W M.KEH@PYZ10O7S\-W187TE/9("U_%DK8?..*3N4PHHT^I$(QR4P6]!Z,PG,7. M$;PMM+SGLTJ !(,O<#Z(,8W.?OB7I$&8:"1{J0P(8DO5A7L@TD294$,5H<^> MQ%AMG>4.PTV'"*BN]P7#3"DC,2{[ZS#DGV_2>>(9+-XA-^G*91H4V%G&.2RJU M"7,-1W5HT_2F>?U#_VPO/)S[=OPDEMLMA&W435+IDFO>#3OFW)XGO.,[#*X8 M5Y@'V6YA765.QO_5-/^)_59AB*\T[M+|S'!:IS3\IKX),K7BZ'}&9QW2G MP-_G8?H"$=EF9ZMXZN'L8O0^#MK+H;LZ*]^^OW1(A&$#?+6\7'<@(#5^OXQQSR9IZ(JJO_? C+T5F>,:SZ]DU7_HU.[W_Y/1F M+MVV5):R.VK8302Z5KWSZXV%%O<\& T'([SXU$VF9VXV';^_^P6JQOSC3E/G MNPFYXJ3.W/"SNVK?O_OCM4XOSKQ4P\6L+E2Z6V\2QW)*6? XY1$KWAU$>(77 MN#/9:T%GN)*,!D: 6HG.PDL)3GJ-SB)IX@G1U*ZDN&/V^)]!YHTNHFRH4O9_ MM!I9 I64.BJ5X_?IS"^3\25& ^5>_(/)-/XSB7S$$OKS $7X_;-PW,XFZ3>\ MPE^&X_#[NR8A,;G$HZ=(WS7"G]>!C?_HA_&D}3(T^;!9 ZY2.6 M$IVF-1YL+?=XT+G#-1B2D](%K1V$+,!<%RX0\&(&S@3%F$$CUU^9ZJ6 M0_HJ\JF;+,H3)MQK$%,"-8BD9C')21"A]!\.RB$;#QK\;#V#V<'K,O+*;[= M#-J[7KO7HX2X_TC.PMVEU7JU%K^_MS6VGOACTW*O_\8ECZ:EB;SSRC8>Q4V/>>K- UC*L3U!_8NM*^OJWC@Y,VL-+= M6QUP@6'P,#V\.N#.6H.'C'W[<<'6UF6]64P/B\7L]5HU5,'R[9_>L7>/R.>I M12;WEZR\3)%L+^++%4+Y(+'2=2]0=M6]Y*>F:!V;'";'7+/K:D/SW^5AG((_M=5WMY*V-H/>:,*S+,_82OBI?>_U?>&@1=Q]L>[,86.IX;\>^)R38*\)5>42U MLAU;&:]6MDD6LMV.&T_:=2]ROB^2^~|=>V>LSL1]:@!55_T MY VSO]T_/NQ,\T6YJLYZ9CVR@ 5) /^,6"I2B!M<(&;&)E9Z83.@V,TR C* M,#PF9PE6* \D,>*UX$$$\>*ZU'] UK=AC#C1\O$):/MJ$YO&@ J%O7SL%0JW M#(7&!&5D4D#*2DY1>N!9[TH&'-(U1@#S2D>PR0'9WV9!VE9 MTD(2KOQ.H%"># :IAGC[#X5O8^5/)@>)/GI7_,)N@XLXFJ9M2D5$K\75;G=%! M.*;==E&R40" M-G$.1%+IB5:9D+ 3'\1/-'W;#H[5%/HTXHJ NW_L1X. 2E@5-2(@1\0#(:T MZY(B72:&,%,P228QA-.!/ /*$1:)0G!4$0[LHJTFD9NM16@$]6(M BW3F,$ MXC)3)C(B.64[0EI5D?;@B@7]Y-1K[N%>'LK3?S^\Z4J-7ZI7K5ZU;UXU!IJ(MDABZZ#+!R)9&6<)X,%*8I)CW:_D]=ZR2_)6O"I3)UQL*]WX&ZUHG%%XXK& MNT)C'JSSF29@66.\DB0'1%,"RCE!:.,RF;7T]-X.&ML3*3<|V^G T;A68G8T M.:I M&W? 3PQZU\1\2!MT6VUU4LVBMTGU076EUI=65OLJ5KM5:OWVT+<*&G;70 MW >/GI8EAXZWK/5S)H+)W$0G?;*K"_T^G #1-_?PB%\/4SE!?KO#[?@Z%'? MOB:W;D^HW?!*PIYZ};>NP/U#]1#50U0/<7P>@FEIB>$&"A959"0N6M@ZT/FQD[X6RK4_T.$)MOAT'XNC2?^0-2I(N^:G]> M-*'L5:VU7.K+,&?3X6L M&OF-.9-G+- L(=H(BV7V#:WS26[!F3W3).T**/P"=M00A-_%'Z!2%XN>Z7BG76O$Z?DDS3?R&PU&J;G 7YZW31J5QN2K M'=7[T#N])PHJ,$Y*&0E9Q #"& 8V!PK4YFR8#BQHMKJ)*&?,&P]14P1(;$BQ8 MJ028LG\1?AZU-]L&.RMH;\"N+|_6>DN8=05(##XGB9#BK91@F,\9H<1:LL)2 MA?,9D$C1Y17GEY5'K.(..$=UX)307+(..P,? =FIV_XCO@\"V"3 ^!58,=W"W:G M=RCS0XQX39V_G;'4)}] .HE>4V<%/EB+RAY-4)9F]+K\+020AC/1M/\%W=5 M.#Z^GU@!ZE%Q?\9M6)RZZ.;1N#?S2:3})7-C?>_-[@Z;19R6T8(M,;?.XR*W)LQEU QO!%C;A:_//C?3+MPS;P-7P-#A@+ 1*6Z2%'P.M-0\K M-.(MUO=K.$]Q-DP_Y_MVB.YFQ11_*J\<1R/QU]E3[2U^6+W%#7US;W%CMMYW M6QQ!;_&- CO&06X76WN*U5^A3\NE)$[[:6WP_#&ZS0^ZY-?7A^=?>XCVPDT,F M#+6W>.4+Q)[UN/86KSRB6EGM+=YO*^OC8I$>IX%?E?>=1#:Y23CO\KXQ?4K# M\7QBU3(A7'<$/8A^ GV9#GPT4WT3)3QZ+D$9%4J3 *&F @Q&N5"2"$X_S7+ M,~+$M6<+*_[^PH@_C.+W-R;\UX4%+VK'ZUJ3(4KA[7'P%:147*BI3,1\I MD_#69F"1EFWC90*O6 9KO!7:^,#22B_8URR*V!52FA-#:C.6?=H",,=HLR92 M'\871:$WL8M7Y>_[;7;&3TS]YE:ERU!=&$6G9&U"GPR!HA+)M'HHMQ39M? M%5/|Z\7E<'R5TE_2*.'MK=T#D>J!#M,4*BA63=@>0Q?!%EX-C)@ 0H8(QAL- MQ@G$2F=(\NO:[VGSH$C)":>THF)-MF^-E_]S]"EUDZ8Q]AQ>-><E+FH1!FXHH MQN'W9GS9V=IRGO55I>S5.QV*=UKS[F6&4585XQ 4HT}$U82M$5@MF0R\],O+ MF95%G@:LM1&8R)Q0AA&Z^ZJ]=[H4\|++_]4X^,\N??ROQ<7_W'GXY0JSJ54Q M6:%$1;$UO;SU]/+E9)Q3VZ^ZN6'3ILFG0:CS1*1'[A[I-7EF18@() /3@8-@ MB8!1S().BC#O'7=Y9;.HK\@S_W++9'}(ZZYTBDUO!%<-H9+TJ@F'#HG:)R3C M!+@3%"%1!##9.B 1/U8F&FE7=F+YBBSSAB&1RPJ)-<6\"VZ^^1[5E9SOMP'N MM2>]&>6J&)6L5DW8+5GE(9%$BSA*KB>3MD=5NG\O2B'@R0_WIJ.H3FS=6TKH^0ZRM(_>W=>0V M4C".1>H4NC&G%&MH"HHCJZ-9$5BEI9+_M6+%COK_[P?O1I"U=;__-7DU M23=<'^UIM\;* 2OV[HFN5.R]Z=O'&;5914@F6!"$? Y2\H9D8JKKXXH MMH:]]"L5>P\L1] [3EH:,;Y#[VWCJAK7=8A^|:&VW6-LM/NY2!6>**F.!V])P MB*4 1GL/F@L,66)DG*US,>?3S3S6U?>3VU"]5=]Z@'T7-PC2Q[5;>87M*MOK M7VX:*6%BM(E%V%;1 I>! (6([&).B5D25F#[*R8";0>VR0DU&]XVZ^!A^Q?M MY*6OOOHZ)0K . -@@CP"'D-HU9K%E+*=B6E*;> M9FV;IA_"_\P&[:"HJ6.MD[1+#49HS^=S?3ITTGR,;=2+)V M,-MH! [,^IBK>,KK?[G3CNIQ-PKDK:\Q=T:FV^9PFJ91<2_,S_+3TH'3M_,L[M"E<^,6>G3HT53<<7C7XUW6W+S>8-)_<<):6GRS.WIAU0+M/1&UKBEIJLMR3#0 H;C)XKAY2]ON/,L3+$X8![$9C:?-N?N$UYI-+V?X(=YS M6NP-T9XV?TG!S=IT^S;.W?RH*QS4)(4T^-1M/]G]P? MC9M.)P,_FW?TFH[+U^WU64N/<3Q,\.[E_G!$@*<)J6V? WSZWZ;JBI>.[\07]-MP54WWTR_[QJIQ?*#V+54*WG+3E@H]FD]VB+L,JT#[=X*]/YMEZ3=(Z'X,B: MX;AM3U^:IS'L-DA]:-W+-7P;C7\,@H8*A]OSM,]]5>-H/>/IQU/PT_C1ONL((MTN';9M%T\4P"%G/C:^8/<^^]H\A%__^'C)'56<5)PK9TA-!4CQ1M$R_OPZT^- M1RBX2,V@&.LY8N 5C#^/BCDAD WBP$VN3A=G+'94CBA(@8/Z-!C/VN&]Z[MF M. C%-!MW<^'YQ0H4X)6ZEKGE5<_T\YP+R>#TM5W?O.E:6!X05&7LQ'@7@X M:A>!SKOAXU$!(PV'&(:"2=T-S=5P93)Y%R$6%$1\+0/& P:C\X$?M(-IV"/;??_R_M!L.OF#- _*&@G(I.3,H 8^.O%C>.QRX = EV%V4)-6KKOQ,> M_N%7($3/OUKQS)'$!/OX9(?35O>K*!<1BB MG_G3NTOW,<%H'-/R)._N=%C]-PQ0Z[Z< 7^?A^D+1'R"G2Z59H^SB]'[.&@O MA^[JK'S[_M+%B _D5GEL,.IN=5D_PK?_/6NG@WRUO%QW(*!JO[\!YE?^E6/Z#_B?EWWB;>,C[[M/#$/C)>J=WY=4US<\V T'(SPXE,W M6;09O?L%JL,\XTY3YX5%EW% (9V!XV5VUBT23MY5VJ8-=W#H=O*7&MJ21G'%&_%7QZGXQ%2_-%4.UN9=#6&5COE1@B3'!$PUE\J371Q^X2]4N'!PO,/999[@ M%N9I+=]5%).B- _^,A)_CL_;T]OTLMH;'_F/?"2Q"*2?"$C M)((`&4'SI.@6A4QY\CAIDXHK%I+0G[NYN++//A_S(?_=]1*(]FKG!:,H^H0[0'06D&RQ,^9F&Q!:ZE)S5<%&$$DK<-13H-S*](BWGL,[. <>_(&L=80A^*^U8%D=,KW[LJ'P[M,7_1Q/+SI/Q;XGID7QA_)Q_/7?X_?S;.SK1=E_<5H8??_KAN76^)RBW\F?W M*C&__6+G)0[Z%9DFOOL+L"+LKF!0JH;CV+ ". [R9H:$,PE<'8PD()P26T026U*>[B MS'V8^=]%)!.:BG#/?ZOY\N_A?2(Y[\V/HR+8T3S^O$E.+!C(_]TV/_[R\[DB MAWJ#2B]$I&4&N?Q@F9'1A\1*Q4Q! (E*9@E$Y@FL1C,"71::=!.$Y'V5\X$2 M,"Q"HEPA;V$,?(@.M'4B!!FH8RO3B;HMX^9J]?UL@K'/+RBY<9S[K>\ZR91M M*H]V(\=<4*NMN#1^PGGW9_<:=Z,\#^? 0+R{&H[G:G#;_W>+ SS& M(VGO$D.H/Q?N]]3DV72&JG4[2S]/X5V7!_"6T*#'(]0_UYXOF?,BH;3,BG5[M+,.19F':5#?S_HI14RCW.+LNU^H*/FJJ0L@):XD 1>03'C *5,\T^2ZKYZE(> MDG7DB8.F$=TM'@XF) V!9RT1&SV1\0D]_J$3Z:U.A]&\1_7OS[4IS?H307 M+1+S]N_LRN)A=&K D8;,^ \4.,G8].G<9;-0ZDQYUB5=QQGP_ZZZ=CE+7OZ:1]%'D0C,B>DF9:,_MO1L3? AZ4=.BP'3>^7&^1_BW9VH(R/8%7*3Q-B*K B<40SWL'+I2U:-RZ8%0N M\<-7AX4W3V@.I_]8"..W<0>X_\1'[F'YQ&[I];4JKP%=C3'XQ^Y>;>\&#+?1 M]#HL6('54EV] ZT(DLUD?.6&Q?'F.CAR)$Q\&(!AXF2 ILT0]BK,#(K[GR/1LFSYE'0Q5$9SC@36*L M2$F A_%4F]5=#?.G M\0-(^(8/M@R>/_[RC__E+B[??[^C6SW54F:69M/ZW%6<0(!+A(H([Y]:]!9 ($F2 +Q0+) M))FREIH \IC#_2%SW"L8/O305F]+G*MJ.P]+=0*@CIC)KFW,^G=0'-H8O* G M2M#R6]4)4IHX1M9,VWO3SEVW[+ZK7CH:9T,1&IPKJAG2-L_P':2@;KLG,W$ MBR@4%XP[VVN&D[SD)H$Z'14H-#)X#P(#@S*%!Z^XI3Z(*PRXU3>:+DGY,%Z[MKGXZY(!-@$PYYY*8:X8. _S-@L0G96]FP%[X7A)4B2K ,)H10(0J,M M:%XV\Z'"'8- 8^R)3F!^'!PUL$W61KIDG(>=[6.VDSR! 6UAC>F7U"E&@C>._R M/*(.51T@J&>!OA1J0AKFO34K6!#X<'H]KV W_'TH@VD4DP6JL^N <5^YKDH+K9G=)++9?)*#]-&\R* 6OQT.3@0\;YDV M46B;E-2,N6]/=DO?^^4*S*FW8(*=^\D/?WLQ4W_4?/)[3G#('C^NZ6O>> W MI "=>#;]O) _T<9M23T-UA1\/5M--+S #?)J7L(#H%NE&O}XF8_0WXP0?]A\P[=W%F4W/IZLK MR=OSUO/4),U/FRN..$QDOYS?#%8M^V8QK^(_%]!_5G6%KBY!S[.""[$9P+N\ M@$V^.*L^0>"3/_/J$; (@Q^,C3P2^D%DV#+$!AJN('@EXA^PW%W3!F7HP8EE/ M7W0,]VKRW?3[+^/PRXS>]7S'2,[+^)_(5/[E+%8RF+];5//@BF>_?<[F&H2HSA],H.9=D/QQVJPVE@4.0>U-M^WGEQXE M>3*$_6P5CG^[523=EA*X&]W<9=X!I7<8F6QTC)+"]J252.4ULIH+0++)5R48)I MV/.R2,JT$%*2Y,76)6$R4.;HPJU*5,9;<@2?>W[@D8/8Y-ML#EIE,'/AR,R M*4V\B1+V/(!L<$'QS+!EDDP]*J+>KC]]?>($XR>"FA/M^,/O_V5L[T<[VHF M!9ZNK)%'IB+W.!T8U+M,^.J'}3-9QXI&DHN)"S3SXE4H+C1++)@B*$&()=YB2P[*2ABO(^X7 =;%0V$UK[WH?LB \%/DHK>9!&94_0R,*3QI.\N3-'TW7:%9 MA,?I_#LTS/9X9989'U /A Y$!U(\"96X)Y)BID6,GE@9+5%<@UQC5!FY[[Q$ MB$G#E27@C9D1!^"&RI/PC*O@- #U*#/^K(XM&JDQ=5(25'"'*EOCB]%!9<&B MEC[V9I%!A%,PG4%Z(3!]S S/5K&6N/-CON+3,X M4L[@ V4!+2L8(#5#34D^1 HZU_79"9.-#R(2G57$%&E'8$*6".L%P*54Q>]' MGMV88#*0!).75*SD,VL_?+9XOUV%\6GQ9=?&:5XQD(PJ.3R?]:I=$Q_C3< M;+_,)W\'%05)^2M">GACI81>N8\NE/=\@CF=?(<_?55<;_(=? (O)X^>@#1_+@!,_A7^T_JS_P[FTOK[AXL"UCG?&'<$QK8OQG.?OOA]JVJ M(X?%F%]%A=5V,%;_6 W=:A@2Y?3:M-VKI*=&4_GL*'PAC>NW>72X9S 5F[3 M_@=BY@2?8O L$95 + (.=8DGP8/#X5+RPQ8+6&'MFCDV!4BE)*9YAXAHHF1FS M\S,(^<"=RM>RO#K#Y1?%DU=WC\6/]?%_6.5KF]*QP%OYF^6;[%JSA^+7Z;+ M9O53K9GSIM0/;\$F.IY+5@W))- IUO%>RZL%A_JNP21=J2+4?G?1+DQ[M^.,M5GB;\&L!{J2]/*VLN(L.\'1\W4E[QG-X50% E_8R%$B-T!J&0QP($A& ME$\\^B{_#7H=[>Z1/"_ RD,W39AL6)19JfG<-P%6D P9U@4?.6LA<@Z2/RW7 M[W9K-DV^6W2#@4M!\M-L#ZE/VE]CQK8 M'17-8V5@[*>]:UD8>-&-&1A?EGRQE{@.T'S@@?,9EL:\HBI_Q ?7[$Q5W.HC!'[UY MQWTE5]VD]'U)@E5KYPW&U'*.\FAX(9%&03] C93:)*3YS9F9J7]>0*L"T9& M[XGP%&MT*4J\DJ&ZWDHB2N1[S^YBO%3-1A[Z8!4B8.*C0PV,$X5 RLZ [^7 M8-!C!'3"7" \V:AHE,8[>YU:C%(V6JZ(UAH\5@T^4YHFK3U)OEC8OT@)AC5!##!=HO#.IT?9_5_+UEO3.F^_M5F9+F2$1Q'1_U:-+#S4@3NX6X"'"S:=>U?\WB>Q)HY&2)DF$)(RR_E1@GUB=/ M;CXPOP>=:NB)^(HTGRI2I^GNZ3Z[ ]U&T?M!]N%H:=P$++:W76.$0]2P> MB;6@=Q>E+4LZ.NU[%0ZS,5D,DR "D,=_&91,+SGOO;W26GG]2SDGBJ5>VVT:L]F92:$W3N7FRZ@SPI'^B0 M\&]/X>"_P8U?"_2!")HN\Z4_3D)OIE>!JC:,6!(<%':XYLPDB+RLG9FLX8)=&_NCF;NF?5[V"LL;NBGYY6'-M-RK!_B.6K5F!{M)Y7*-=@(EN M;>+ ,H/Q@;?BI8N=NQ?+JP^X_GL C1[7<<<(N"R-&OS\S^7Z8A4_H4G_1+4+&;P M"/P;'KKI1QBGR{@^QZZ'$:V:.FN#"^(+9#AB1KQDX M\T^;PILMN$R7.WD)M6]@LYJNUBNT;(:- FQS7W:UUVA^F3:Y3G\)I17UHK4;\ M:1*1*D+OR@#J4-E'BJ#FINP/[TNR)?=K"H1D4[2HTZ^5[S"7NDE+ON/X/ MF8M1W36M6AHQ+6Q7!6NV&W5UBR<8$,XQ^2QV:?7]6'ULEZ. {CR_ P2IMVS'MUVXZ3NJ%GBR4_%C@Y>'-S#F-RU\W^X(Y3FTV9VZX8IMNM/F)PCHJ%!?GA;V1$]C_#VGY@P- M:RQ#B","}X"6. JA)R*$CG<$8TL(-QW#N(%2)M]M?G@B9=6V\ {CCH8I O=.1 MBN.DV=Z\2<-*M3VHTMJ(+D%L M,87HZ)E(L4C6+_!,E70VY72HU)Q(61*QSG"B.356F,RC,0^0\#.D Q+//N$G M>Y^]Y9F(P!R1++#*L\QR)HUH$SK*TLE<)PXH8/,\%2 2/ZS,LA0XD(2?0,51>X(9&$H":%"$!(,=/9/"JO>9DJA5 .2PB=>[XDO)H\'S 8 M%D7<8P:&OZU6RC:T=&!.QG/+M,":&U{2["R!9$E%.PB%8E1UL?B@[*L7^G" MNZ1H[:FB0#P:D*:. ^X0-TSSGS :EU)AI,8S]+5JE5+@@J.X0:6D@+B5)@F*9 M&64H6&/7]['DDKT2AM!D ,QXT,09{K1!!55,L+Z>]S?)Z46C9D6HU$W+*/N-MCUO-*

N3';XGEG6]QFR(\9%R-P/5W@>MY9%P^NOQS>2FL\9/U"&/X1#EFK\9#U M$R&*XAPJ#7[S5<=QWYNYZJWPJV?>':+W+N/!+NJ/*/;4M-N6=W[3$];?_EP=N/T.+3H:SK9]KLQ
M":HWA#''Z29V^%>_.O?3KG!HS.N:4P=D,"8Z/1U(JXE.V%V,4TYO2W6Z*;^I M(X+K64VWT<;DN_;7!TMLVM<-[2J.=,/=Z?E6?5\[H75 D^8K^'4.'_"YDY__]LMO]=+<)O_@.V
J('E+5X'P9/,4 M]/@T>=;:_GS;S_\3BQE[4_=RK;HOEFOR[YY>[.V'KX'Y-@$\HG@SV4RU'4@ MN3T%:H#59 6+4NM = P.RSU(8J,M)!J5+#."<]MK/"$E]TYK0ZBE!D-^CH04 MP"J+SD?
I!4_70G[WDO&D3LUP(GL(,ATI5$G3YA.L0435#/]MD[%]B>F_Y^K7 M_BMAN,[O :JF"+,PNI*7*,K:EF3XBNVE_-9+;VU7-A#"$U3&D"4GWD:PZI4& M(J+)$$X9$R9EI76O:HZRGF-
,F3B+C6 DPU0[D8@664NEDA*"/F:#,CX@DJQ6 MUP]@],XZ):DCSPU1IH'T]0G&"&-D(CQ;3:1C@GAJ+2E,Y2)9"5[J7E^?G+/0 M#BC&&Z #IP4)1C$2F#0\TR)"M(_4VU H?
0(K_AD4#B^Z^/I\|B^@7&.#94 - M-EC42%1:4U0B6?.$]5TD\5IYT$B8\ Q[X;)>S1*VDSP$3LM8=)N<)XXHS1A MF3.?63;V8.EQ](ZHS)YHK1^?& Y$C=O5CP&A1E(EIE $X5;4Q@?8
M7+!Q_PR#!CG5P3C*B=#&$L"M2+P$H@K99,D\8R:67GTRIVAP(+1RT07IUI"@ M!"4^*6.L]7ZGM]^&!G^\7)VWF\6I=-FB54N=& QH+VRNIX??2=UQZD2I 12S
MV@M<_]1J\K9.WM8H.;^+[M,^K -)9,-HI<0RIS&$-":"G:#3LY1 ?3I MKI-@4,K(F+ &) U@Y7- 31L\X9R5K$&#\CX-I:DOUP-*\SW![6^]PP/9?NQ0 M:4,P) J@
6D*$(+BC%!NM5=B$J.!4QAID"Q&L,2- MW-EJC#O>DKV%Z/&$8\Q':!G4S8@4CE64=B:E=C/*O:KR;*F8RS]_!WZ M [?9T5@?%I]^-GUW=EBA6_WS*?
GZW,@XSD&Q3=IWQN/]F4%VDDS_3@ITW=K ME,>[P9<+C/FO<&)I<-VE!;?.@6I/5%82#_YBU?YLB?-.9.N83;1O)S 9)):/ M-0:H7%*XW,L"!@;@:P%\S2:)870H1N>
(5D43S;%WMLQHT1@8J*G&'?*YUZ QL.6"@OZG6*.X=Y1K&X<"%"L">A89>8X9[+&[M)/Y8#6 MR^PN_8_IOX+L0S&[R7D8$WV>5*#]U_GDEQR6&X?TG7)].B*XGNMS(VU,OFM_
M^KH&TGOR>NY2GZ@;Y4Z*S^9IO__/MWRW\M!E@LQ-V3#ZP&R8FOTYNYI_\[B' M3D86'2Z+7N;"7&>TZF_K<^WPDV*8B-;)XE [!,T^)/2^.H_:8>8L^91*+S>!
MPV^.9DX8*%=P#ZC*/OA(A)-@/-!LK&(/D10S'/,6$:DCB=9C.CT/ZR6:J-VW M]EM*G0)7 ;B8@I$%IU(B%D2D3(HRT(PYGJ1Y2_>[=\VLV]]9#^V$/PK[#EZ M/G:3O']<-
*OCA8KD<,BA9NYO16&=^+7T]HA3WU/-=H,H3:\6"J6:2RP59ESI\A'@7P%L/YE2)_*;\V^]O:Z+P#Y=B^DAD8X:$(IT,N9[E?'&Y%/6\[N3??M]6 MA-SIC5Y3F>OY^YRZ^D#GFY-
Y>!\L0EM*8*LB'>B5P\(#7Q84JJ>B=C+R_#F> M:1^(6$,9:!?8QA*!"Y@_X$2 G4)%&[- M*06-.BOZU1CSL)0PI#CT[;#R>7VXK<)U]_ZEF^#Q5[0M?7V)??G_K6NY\@:,
M@%5]81W!IJ3!M'I3W^?Y&D:4_1*]KJV?=Z<.^]:#W/2K*%2G<]/ZG*LCN=8= M.)LNT[;8#ZQGWM9-V"U.VK+:VWHHZ-=)G($9C <=5[6\4+L+_>4?!@\68TSP ML@#
[9>"G0L'>U=2#^1LX-\PQ1GLQY*Q%D@;@EXF <6D'*L*\3%Y0C5VNX7-H/V.T)G9BW).2 FKY0F-C@ M '-33#$X(^) XO^&CJP[*3 M._7':ST8'^-R#=2WJ:^S1]_HNL-4E63VJ?
6*8TFL=Z!+3+O'S!N+/<7R,ECS+ ,>_G MB6A?O\XG_[*>;2(2^XX+AX5?IEK0KBH-F*3FT^*BS9I+>V^IY_3.@(#0Q>(O ML(!CWG\EOA;3]; .U?L\^>$#ONOM#.9>D_[JS_CQ^TU1^I
C ZVKFO;%-S4 MC>'7MV^ZBNGUJ&#JJ@IV'ISMG<_XD:&W;16WUJ4P0W#?NP6B6G MS$Y^;G^\'/KNH.'W.F@8P3:MZH978KG,^H;N &P[SJ9V8E@!?J\V1V/[WU0K
M%5UJ[2%;6&:P4MMX^:8HXF57Q>[IR]J>HD,,CZO=M'UO07),TQI,7%CG155/ MX;;Y))]?S!:?,GKN%J6 GKML3G8(0M^+>8$EP 6 _:A6<]6OCL%M3/-T\D/
M\)J5G^'WP_"$Y6P\90:SZS/($E;P.'G01"3),_RH5#8];[00@MGL2"H:[HD@ M&T,P@3B;E/6Z6)K[E2BVTFY7'OZPQ.,\U5CXZZ>>0*QL (<#)\WI3WW^\-Z M=;98P@*EKR]3H$Z8HD.K;
[)[Q+<]!MYE%]6>E4U>ON\LKFG3K+&"^DX+S2UO M[?G.6'=62P1#=B?Z]572;OM?O)]V^>C M5JL$RNPQG[_24^9J$=W;-([J:<'VZ1T(UCG@,<2\&6/_)A ZS4WRYCY7?%]?
M)93!N86U8;"I"U2;Z#V0*J;+JNR)5T&10I552EKI>"^84&A@3&+A"Y>Q_D#A M)%"%M9RHP6H]3.(1O>OE+)#6*G/]Z"^FH *T\NRW#M)_62Q_J;49?NV]^O%
M&S]Q\"]'7^&CB[<=^ZS3MJZ*FZXN1:L![A-H#U^^=+3M\5IYQHAR>5M::$4>% M(-J&R(N2WK%>O9P[ZP%O6DOK;]6\^W7>EGKZVW+1?&DAL%X(<+XO!/C ;%S6
MRVKW=:A3:_F'R^9=NU#36:O56*SUDUM,VH-=MSUEJX'_L>@:H-4L[BOJ1;OB M*,Q[MNRM \,\#)0->)SN!)>^9%BLA";QMJ3=9=W_#]/F2M,H] G ,&#@U:K_
MB.E!37M*KW9TPF_?PWCP&;@&'Q;K6=IYU)D'\SY@L?UEAI697V:O5]K86"?[MAGZ#";(3%JKJTK7E';J(&"7$TY 0'<)='G)=Y@WYMTWS5I/W'E!OW=1.B]>U
M\]KBHR6[RA8[;20Q)KJH/B*8R9WDS3?[XQ1.9<.28$18JT!J8):YHY(P*FS2 MN>3H5.\4EXU<1^4)8\JBQ8G]C&,&$S)9QBD6S7![I4;XO-0(UZ7&S]O^BZW
MZ$L"L/$O4UT>+$EBTSQS2\M75O<1Y$]7I6:ZW';QK*34Q2RVLN!=GN=E=:$@ M!$_PB,_$'Y6D9)3"*"9)+-'@<2U&0I:2* OJB(R"\]Q+.Z4),X]YKK4VP#I2 MA5A=
(I'<>@6F#N@G/4OGSHI(_<^_8_1_4W"2#82JRF*])$A60Z$JQ*8VDW4C MQK$A5,Q;=UOGYM_I+GH'9T.K\W3.D#8K ^&S>"#F;0'V&^,>FQLW9%^[2+;# MZCA@S_C; 6-
&2&C=>E\!K<>O.\BT\A)06&=L_JZ+ U5>]HXWOP)M"9;?WB]I=ZV+QH55]D;YKLE+K@]R6\MS$SZZ$OZJGO>.&K?:R M&AQCB!QA\B$15@K8N+)DXJ+ 2GL6CU-9G?:TW8BJ6
_R1Q@-H@4=WB%9,),3 MM8D%J:DYGK;RD(S!GCQC7 /N2]6WS>FO$9MZD"!_C#F#P79,-<5KF4.A!118 M6[R/B4N14E\5E9+QHSSO0.[!M00XT#5S=EAS0-#B;=6$!I-**# 1'_M)/I^
M'>40#TE.&Q?)'[,0]%/$#B&I/:>3G[V8-A?2O=Z^'-;,7&W=L*5M((K3H,7 M5=OKBC7PG!T+7]Y$MP<1A14F87Q$2)W %HEX@$YGPH)BACH3>([2.+[/9[E MM)
[E+O>@AQ=USSIP^ &S<*:K3W^@1^&F/+[GY5;Y8=*LS_Q&/?M9D"K5OEN M@?8F%+2'%39^SFGUP)3%;+;XT$R^J^?I%NL&+FI.JLRY6'4N1[SO K-ZZB<0
M6+Y^5:'P^U?/F(W^RZ3^\|^KZL"ZFH*,PVESC+ML7QP%)O_"H/%R,O.?%NL5 MO.)C3J_;UX$Z?TJ_W=P 5#/S%TU^U>0+CU5W-[.O^53ML[_9C $&L4V"QO[$ M83J#;7ZU>
<;.A7!EVJY/?:TPITY^NYN@W,VYS5#^RRVWLH>]C9\J^[!O/!7\ MH:=('WB*XQ8>?8KL/J?XSW]9+?>Q?7< P0&F!1__?+?$RHNDDSVE_O,:M>+V MO,.K]M0#?K%?(NU'C-H-
!&RR#G3/IRG-\K!.,=SUV,(J??6,[9.>,) *_OK? MOP%C>__DV['N&^F>Q7#W>MCHL?9_7((-"[R,)?@\4[RHY1B78%R")\84=_8@ M';1:_[O>E1,9:69DF^?$-B-%W.\2C&;< *AL-..>,XN-
9MP(M$]1](X:ZR!H M9ER"D6TN5\O#Q/T[/&!Q[J=X)GJDG9%]1O8Y.$]A4QI\I)G1)!Q-PJ'AT&@/ MC4OP.=%>>X&Y=[UH:<[R].ARQ!8^7[Q
MKJTQ=RP:N[*&+8E1,8A5'/6(D?.&Q7E7ZUJ,'#ARX,B!#\N!M4S!=^U1T)'_ M1OX;^>]A^:_6&QD9[SYM\6K>]HWQ"(M3X@W&^ W'L??-8C!QV4,)]: 5WZEU
MC[64;NRL=QO)#GNY'DP6[+YHOAC6(MSW?#^S[7MQXS[7H)9F^/PB'+]_C*'< M6>M(%E@,GV+?8*T43RFV^585'V^I0\L@+[ZR8' M[-_107U59?
W]IZU2*G:54B(^IY6>2,3242T]HAO[UIRR%^_&[JJ1CX+K60BN M4>U_&'D5$M>.AT"8%0;;&%D2A#*$"U,"WR=QI1U5A.FB46/7)'C/B ^6>Z?A?](\"&HV7P2; MC^VJ9J?&C5#
[''GN45+-QE4:Z6=48AZ2C9[EDHS+,&95'M\=M5&N1H?4:%H] M&S%]5 [Y[L8NF?>B+7&$%>*\=%IJG(O1',GXPV[O?W: M-.N=,YI!-_![_\(O@\#
MC85Y[8Q41&3,!PJ8B)F])K^%'\6MM('- KJU;^K^/;/>$V6[H M-OE+6:5Q948]9G1MC90Q9EH]MFOK1S^/>39ZMN[#N/I\H827IP=^4?&(T3OV M=28@8\7(H .ASH 1QT+
5&9)O%9*9J.SL'D("6&_+)8E3U?KY:4-^/4)82=. MJ1.N[]F!=D@ECT>7$:.3;72RO4!K[2%2;DTNQ3M*>,F6R,(9<8"N)-$0NZCM7:?O%=/S%"6='C6V]YU2HMUF.71CW?KJ@Q#F7@
*S!I+THR ME#@9))$T!^(25\19;Y7GJ8 E>-T*+(FG6&@BMN0$]R1&0C29L&A\ $LP12V& M7R90R!,EQ(F4]YPP<2NY/::C;=0]'A^A'UWR'S[[L1;+'2&69F%Y\0"L&A-] M30:XE$P038-
0B45=XM @]K'].^+4C<5;GR6_C1 \4L)-B_#-_F*"V0:A$[< M?K9@T &PD 5+D@J.N@2 *OO%!.\:J'AVQ03-J35C,<$'LR-'+\0=UNEI)1J, MBO =%6'CLRW.,U), J6660BA(R?:(U&_7;)Y0K
M>X 3Y_$A[&N]^"WU3[H6B1[G]FC>_,=?VR&JR3,U1,0VRVG,C" *Q+8(0%EGF15IKL!@;6CQT8D*=Z# P\2WX;'E"/ ME# 4Y+TA,) TH)V6@F2J%9$&4-&9J A5(5"EX# @#ZU
M=@P,C*KPJ J/JO"CJ\(\ (1S[!"GN"-2"T6L=/"7U2X$[Y10Q_-;' ?*KX8& MV)%B V9L6'1@: #^QFW8([S2]/U!4V06/C^"-_YR,(>ORQ]G>?*A4QZ(;[6' MR3LLJS])8&--
BI\N)^^1$B>+,EETKOQW;3,B)+G)"IZP.EOF//'S- &E(T_. MX?%GS23/$US3]_-//OAFLN__WU.]+_M>^%GGW9T0/(,<$<:0X1EE,@D PE> M<*(R:)U!)%=*#Y D4XEQ!?:\HG!/<9G85!
(!PYXFGI6Q)=UO0YIKZF7]\2<@ MCU^ .O9$,.^K!IV]N7+!0Y%1)?(72KM,")N8H208HXF$)P$=YD)$%")+[FS@ M<0BU,P9)N_SFUB /148GDV5N+C*_'V>?3JH'PG!!_!,
[7'4.QY5CW9U@A>BS:1,Y-@_6Q/+G"&Y%&N= M2(R9HT<&!DB[_-3(1Z?=JPA^.OFA0:V\KV&?5$Q?SYOI_&O)]]_K'H=JER2O/'8N5GN[__")OZC\7J M_V08R6;;=^OPW^A)T%
<\">ISH3) \4=GA E<,\-]0C"?8FX9 MMS_.&S!@ 3\F_N)BN?@(4UD!!^VEZ\|.ZJ;S!)D&6;"FN))86@ZT7&G$[0;S+= M>.HN'20(NXNK^8ZCF^0N9QNY#+9P2VPTP!
<66,)B]W@&2^682\K+GJGY&&Z2 M7J'^RFB?R^Z^1%OZ&;!50IW06TKOCTKS \00+%.&Y4*,UX#, ;1@[^NQL:B9 ME!&L-S8$M\=]TZ*APZ#%ZTKP_4/QB_9WB*2,C\41[[(G2.S$,:^)
<-$YY7P* MNJ?6/(:_X[[)G[-!4/]+1F)G@]&4&Y*9840:48@KGA$%=E@"1-6%]K2"QW!? MW#/ E&BS]W@_U/,@5!_5:_++'\D:;K,=0=?P6ZMS^>OT[2YF/E/K_#7
MUQ<^X9'!G8+:TW:\FX-K\/$_ULUJ6CYM7E=O)"#-7E\LFFK'O:K>'MBGUV'Q M$=<$GOAJFR?S<5AY0W>AQ?Y&W>=\+K-F'HK7F+E"A#4784MZ9]O#C-V8I_,9 MJ#6D6?GEZI5?
KQ:OK_X I-%^72FU/='H"TSIE9]]\)^:U]_\94O3W9,W9%C7 MK=+@#AGOD",]%1Q^?,&$MXL(59+AQ=/YVN_61Y/4IPBR"PQ3C*52T*\RYIA* MY1P3@X\-T-
EU]PD=DOYQ]VMH#^.MT><7K MW?EVVJ-B:$?$Q3E8!]TUT]KO=%*6B_/ZY&N/@\OWNM*;"3P-A25H -5-B4K< M9FMQ6'@/S&'B8P36P 8TDP_3U5EKQ"RGL!-^5B_"4IA-
/;MI//D1X *VK%+UE47;/"A-PJ=VE3J/9=,:7(LYN?P&+F[6F&[4[6]_1?L+ M.5^L0%L"32R=5(,.5VT]KVL#CP/DR[)00Q4MF\!+X?3-47)%V[-$W
M9^@WS@!5";K8K+=7*%W48P<\J!35G.:_:-?\PGYA81AF'#<.F29T(33[,!&X91$I21)*.1K;BV,?7;,SNA4^1@ M1$LI"$!\(=Z#"1YI8,9;%[5F&QLF+WUS=P.FZ]Z\#O\!"ND?
B]^V"/*%YVAK MH #L%JR2T.3Y-__C/_-R\>CVRA;Y;C"A'YX:HHW6L2'0NW)[M"WTN?!UW<@GJ-LN)"! ;L$4)YER)YX M[8!Q5 DR*Z85[?&9D47S(CEQ
0/Y3".?)4NXM<$XEZ@4\KKGZ*?<"M==1KOD MK=WF-/]KHP'\N(8;YJNO\0<]OB?HP=D :7X@M)6 &TI$Y!..*$B MYFR=\$GVCEM+)22G'H ^U?A0@GM"L22$D'-
D*B1.AT%;4@_#UXA8N]&:IRC# MFV81IU7?K992!^2=@5:_VD'R>OZHN9X "R.,9U>4\]8$6^(CNJR15EM8H!XY MB>UR[H[C23D]O]21L>/]V7DJN_;4?_H11AB6TW\Z:<"X
,UO.2TWY_SGS\D\!B+F;H M#&D]"^@>0.OS?)'R##6FE%M/0'6G7#LQM&O^;ZS_[>>]V89HJH&E61:SV>)# M\^H9\]?FP%D];W;-@8O#:3VTG:\41X&N4Q@T7DYF_M-BO8)7?,SI=?
LZ1NDI M_79S0\24UXLFOVKRA5\"4&YF7[&P??8W^^KAO9\VTU9\O-H\XZ9"=_6UPIY2 MQK_=]>]VDVX=O'^YY5YV*NYZISQEQHQO'<);/U-9T7UY8<6]G+>?" =S&/7!
MSL%_R8SMDY[PMAF;^.:&R;=C_;(>VINY[%DN-XCX8'L@%^8V2U\DR#&EZ>^+ MFLGT6/U^V2K>6'3G6.CUN0;!#ENEE0L.AQ9[OG=".M8@CH0V6T,2H]GRM MVC.2V0/BV;X5O-
\5&Z M.Q+5[=AU2"N+KU:&;VQH/1B/RU';5/PV;?XD!4WH M*6XV)N2AU_00(O["E1I&];T'8_&[K\XMG'W/F=P/$#:VA0DKM"!)9TQ)D(%8 MKSW1/@4FE
Y&YT<]XKHMK[$3%T,F^05XY->.17X##OG[=#X]7Y]?"3)?K'?J M;!"^&W"6G^W1J8];7^ @=#Z8#/S'8Y*!/)7J$]!CM(\&]/&4WMZQ[?G#/DQ(ZYDBH]H%(9A1Q-,#FLIRE\450;YX&
M&1P;[L5C2/V[5KG9=SO-7I!'J$1ZO?W(V4Q&9)T=4TKPPIA/EO;S@89+!L:%>'[>2 MXL-K]@.&^E&-O]\#6Q(,;$DM4:$((ATS)#"IB0\E^2BUMK;GM7G0$B2/ANWR
MN*>YAHWME@::F66$)0G6G"B,>&X!X*T,6F3ADNQ9<\,D@V>MQM]#R^^GF)EZ MU,7^>5-J]?T""WM@GOC= WTOS#?VLF5G*"XZCGA9F")2,T9".SH$R*!>8TL='#N MZX>!
<'%JQ N"<%YX-)%1HO&LN\Q>P*YRC&<9BT0B31I>/.MA(%R>RL<(:=T] MT76(?JP'36)]*?#M>&;W'J1O@>2ACB9>.US2G& M4AQ1!>UD*4#=%M82RFUF*A>?;<].?
G0W\T.IV_RX18F&C=?**Y>$YB09BF4C MDR+!_9ZEY)D22:6>\'DH5+"D?%:G=HAX?5X-N,>8PY8:&CRW73>MN'Z?LS6 M']FVA%GU)^#\WU#J+3 Z7I#=L; M.053)4OB)7-@CS@*-
DQTA'JE&=@J3GO9*^I97/0@_CAV*&44J<4 8]4J$X MGWFBX;EMK_G,]H[H.:+G'O9*G!M=3").H8?72@6LX@%"F36,BQQHZ#F+O!/" M.YV(U*"A2N\3\8D6PH1V-
DIGJ5'/C;WNHS7I Z"G4X*&I"QA'J2=U%B(GB=) MM"H^!,9B##W;4EG-]B'$_8#Q(,+65]ZQG0]@B$J7%$P/BDLCH$@G1!Z*SDA;L M>@/ ^:RV]PY0.2:VWZ.3N782S/,T^33-
LW24*.5+<(8*7%T_-.> D12 G7? ME 3F-"V*.!DL\4$PQ6*A+(3!IC3_U%$\AN<.C'.AQ' MQ@SFD4\/2H'SH12N#7&4,C#$@B!., <6G.,Y:"]\[I?=&DK>Z@OETP$;>6.:
MZGTD)QIFO3&*&%\P354%8DLV1#&F>+3&\^('FYPX\NC0>'04G,=@RN)"CDE; MX,(@B91X](>'3(*A*5"!IKP=; ;:M^+J5MYCCYN_\TX6WG6WE2^\RUG1P7RU1;H==^D-
B+#A/(FDUC.KB:3=[. M_/Q*L]Q_:B9A ?2$5Z7I$MZP6#83?W&Q7&!K>#^YTK9NF3?]\+[#9[0]!2>_ M;;[]?O(!.Y!WG82W[=WQU]H?+_MXUET-S^[N_LXW0(=E.L=F[GFV^ !/\=BE
M,JUCVV9^(*U/=;1:AZR)"%D0*0 =O->*9"F8=4$#F_<.@8G"N$4X--C/' MN+/7@E"KP!Q.U'G7:ZN[TZ[QYVX)W^**_93C,E_O1_UO\&=.OZ^ U9LWY8?* M
/XG[&2W;"IR;/F=WL+NO3Q3?BJ.6Y#T3EU0+_*R;77:DFR<+1JDO98D.ZJ: M7V&'T\DOB^4$<.YB@=U,.]*_3JMKM-C4K]GK";QR(#W3C18^ MFJ9WR[99QE_G;X'^%NFK.Z:;
M$VGLB6/V\6EPL5XU*\#82\);=+U#?:6O7>J;?/<^-^A414Q>S]L/W[?-/C-^ MDX"@KV!QO?(LSU+;?AV(=I)!NDRQ1^:F<^B6C#?]S5&XKZ9EFM.UINU[P?P$ M@#C.UG4".]TZH:%
[^A+?ASW_+\8J:I?R*?;Y^R_[W2"W8@[271]3AM)=)X]O*!. MQB]G4VS4 $_[;OK]+O#HU_ -?(67)5P0N,1/XAG"=S>XU7(QNX8C]:9K=^U= MM2U4I.QA:K 1:=IT3==?X\?
OIN^_Y#%M V6_72R V$GTZP;$/*J=4VR?MSKS MJTFS!GWQQJLGBQC7J*P6N&1W.=0I %7,%RL4,G4L59ELJ6J^1S=M;MS92EA- M7$X#HGH G?AD_X65L)9YY=L73)?
PBFFSJJ!;M7#$+MB'--T^N,EU@+"BW:"N M2@7\!O3P&6 CKJ)'>3OQ[Y:Y;7M_.OFAOK$;Q^+&<6S)&L51E6)=N_#3!Y>E M(S0_$6C>HS,#437KV:IMESX0B\P7KE-
0@@3C*)$T2&*YYX25%%-T7HA^?N:K:MQLU-._SGS\D_P>SQ8SQ.66"C+Y(>7:"SVV?,A ZE#0Z M!>!-C,0Z]T(SXGPV)"8\'V!HT'T7OO7U$<_0WQ*N1-8TL^'?4O+M[-
XW5.%L;92#4ER*3P@&YE92!^F*1Q+OB"?>" T7YP)CHIYV!<1T, MPP0.B4$G2GR,BF0FL\Q9"1_[?JG!4Y]]/M0'FF:KNH+"YU&_[1YZ41TLMQ+G M9*OTGH,66#6^O'S?
63)PL'']=N\J[S(_9*V18@TU;TCO;IJ=V8Y[.D:T) M4/IR]MTN . M&>^0(ST5''Y\P81W!1$.E="MH-V%EHVDE=2GZ!GA66DB/77$9Y":5"KGF A4 M%OM_^6'+^%BAQUY_UCO%(C?
^M"X4LP8)X-&; I)^-/*?AI'_ZWSR+^O9I^IU MNA(2WOKI]@6&$UAD78!CWRV5'L!T2WDWBGS59U_=7%L*JM'.R=L-!57W5PT_ M_/S[V[??;\S%D"/HHI.\C8'O<;GB3;^^?=.J-
W@WZCOG4U M+CSFLDSA_?!A MM6C]H=.P!EUI?8%?@ YV 6ID#:G 32A2 (P[G0M]>1M?9MS15R=IO43MRJ-^ M-6V=B L88/VR5;7J=W>R$FXX8B*=9#* ,B/0W)3"*F)-
+B1$DY1448;^.69N ME#8I13R'DM!+XL$^$!8LS>2IS$;1X(X4#NQFOXD"[CE,@JSA4=)?QG+1I$%6YK;$-()&R6"^/2B?)Y%RTED0;+8AD FS"#'\I$%)* M)9HB[W7E>C@ZV7#
[H.BDF7XDE5 &0B<[4K7%DI,:K-I\N0]]@:9@!BT(MS!X M^8Q-#@[>UX;DM_;H,-P8U+JN*@89W2339C);?,C+T\D/P"+HT+BKU+V'AM>94RD2
M,5EYH&P7B1Q[OKDBG*$*T)=J*8F,P1&GN2/" A-DG;SH$_4. M,?[H+Z:P!I6&F]\R^GYR^F6Q_&6] I+\M6G6F"3XU2DZ[(1K.@Q_6P=GL.E7 M2!!##%.8)-
P+:NZR6XD:$YYVJ["3DH,*X^D$E&*TK7$>K4X,\PZM]^V&M_CW M?CJK]'G+@X%_/B'25J<;X@HHT&!:XKCV,4JK(!RS)-?UNI_&UUSD]6YX2%\ M^
D\&8R*ZND#M1C4:WZ"B4$81SY?K-$7]__@79OLB5ENFG9&F$7 OKTF%*[/ M;S?_:3M6#"=OF!I]B>?G.4V!*V$^L)\QUZNO3J"F"< +:TR_ 1*:P2!ZJUOC M[6W$OY?
==)M=LEC6Z:Y79XME=:SB'*:K5=ZBU9Y,H2HA-TE5ET[9AZ=?7&A2 MY_P*4M>%F4VE+3EKSZYCZPVRVB+CN^_7S4YK/$L!HCG&MEI#?)B =#L]WRQ MRA7_!=T<9@ 9<-
%Z>&:?3EXR67JMJ';>$94YD*5+A@#5)4(+:).62QMDK^R2 M,EQ%CF7JB@%@C$*3@#DQ)DGI.!4<:/,10,X-)"S[@JG)*LL*$XHDB4E/ %_$ M@I0D/%&CK?+6BAXU%9V3LXJ1K
W8UD48XF7.)%,_Y9=HK97W?*NU'3'5*?C MMJ#ZJE2GNV*>N(IY8,)6%7P?-N*SU_.=Y($KNF*-X>]3%-$,>J%DSZQD#,@4 M:#:#G-96$XMUZ+C3RE%M6#1]3;%8;8/ ;HU8"!;0"^
T!&*3SXKIP%CHE2G9 M!#-^;_,L]A/_/Q;=@9#J3&K^6.Q)?_G'8O5_,HQDL\4[1\&:K\%@Z]AP,+@F M]F]*W"^N)<3XYC)S!'T[-8;T$691C=\P*7G?/CSCE]U%D_4X$5ULGW(RJE2!_
MRK'[EFTP^84"9O16!:!ADBWC77)T3H70Q (@9RHZE*\!S&MAHXUW_=+W_K^G MJS,\#O=F_M=\YF?E3=FP3[-U86[\|%\#B(*JX0#B0#9?!"NDI!P0,&DB,]8O M\"
(#PFFMN8F4]_L48P]4K;!C1 ;A*DM(Z*N6A >5*-R5$[>#VWPY$*_+0[\0 MU@VD;6[3)>JA4]C[4)>Z>IVWYTW1DUWJ^U9[J)-/LQV[RD(H?B)E,=MUOXUP;YK\;5[=SD^PJ$B[XH)
M.1(M+1[K)GLL9$M#UPP!^#"^_D0=_$ C@ RB.W&'&(;LL,^\QZP7P+V"R=(M-B(I+7+RI9\I< <7W:,!")A5VNG'W_+C LAU_]USSG[>GT//KCUU;Y'(&WPP MJ@1-RR MLMH?
F.#Q!XSAKS.X\)M);J*_@.>O0,,=<"7PNY[]]I?6,^6I3S:X6L[MV> B' MTYX.ZL[IX"CPV X,&B\G,_]IL>[J];UN7\+5YQ@T5\MO7"GM*&?]V]VQ1-^GV<-%?;KF7 MG8J[WBE/F3'C6X?
PUL_T:7 OHTW#(U=HW3]C^Z0G#*2"O_[W;T #OK4@[_8P MX^9X[L5J4IU(DXVP/*R K1O$V=3>4;T#!3BJKW]OM=:?^UKKW0XS]0$?QR:AR@++FZF_R4]^C_P.T\%ACOW\Y'EC]?
MDJW MMB YUCH-L0/)" W?__TOW[>_8/3(O*4=2N3$CROP#%_]H1_+&Z,CU"6Z:Q[>C(IP>ED5O-M8R* M8!46X%,AB2M8VYA['AB-1K-TE-2ED4^/QJ=C2\-GSI0L9!Y0!FKA.9'92>*Y
MTB3E)$0REH=XE(/N]\Z4?Y_.I^?K\T-Y4W[N-,"I.6ZUI<-8E-R8=GC/BZB@[M1]EYR+EF9JBA,A"?"FBOS'#B /B(]='(S*@ NVAP7L,-N?_[EMI?F#]BY-27
MQZF!.:D+:"G4>XGJC2-.E$*2T"DQ%A0U/2WWT?V&+YY31_A,V?+J(-V*62B M%'<@#'D V>D%T5:F+(LV' M2#\QEM)\MCVQ^:GMJCEN$;MCV9U$N1,O!@LP8 M@#7%D^!
+:)"*ZI$MDSU&ET.E1*.:X$:>6KXT\#K4;-Z>1 .>,T$!7;510$3 M)IF(QY:S5$3GBR]6]8O=/;KCZ$$@W/!3==RR)L.&<(K=7;E.Q'F:B;2%HC\BA,>HQ@=BA@] M*J$0,I+$2!)?3Q*CX-
SV#Y2 >;9DM*U;OLE-3:]!/'LRK%LYP(%Z#Y2JXC MF$S!@>:;2DS.*XZUJ9[1]K)3][GM'67A"\!"2IDIP@NB+#/8J3 %J9(=%(Q MB^!,#+T,04TUY\ 2Q+
D@%E8P;+1C/@0(U.26LG*LV(6>JKHT\1"(QW5RE.B M72Q$F@!V(LV2<*EK=WN0@#UO?A%1&V$IX9P"%BK,.](@[Q*C7@CI06@>K_J M$+;W#E@X)OWIN^G*<_3Y-,TS]
(HCIZC.#K^B8>4' O2DD(]-B= K4]X M$&E1>:9$5#D.-_'GIX[B7U@RP7J=9TMP?J;5RDG.KA+!6V6]W/3Q_YGP!0YEMIS^=XQQ(M785;)GZE^MY.,XYMV?]OKSWQ7B=YK+F?C,'=?
_MVJ;#7V_*]?Z^V/FW>4&M9[9+@>UBFIO(M'3M4PJ7M!1-?FR;73N>7+6-J=M?J;+%N $>:[\<.,F,'F?UWWO$VCFU1W,X_M#_OZ<;[C?)_L?)]F=X='$+>#*A'\!8OR3/H-
Z9L:O(PEE'>TMJ/W&QKK>']] M#.984QXY,<62R,#'D2/3U-7&3M1O7CEA8_0^=GU"!N-/ C/FL%9>2R
M@[CLQBXK(Y>-7#9RV2C+G@B7O8PE&/ENE&X#LK&KBWV_+;W?;+ZY+,J^63S/ MLU._Y2;[93RK:30IO\^SQ07F91U"JD]T_1Y,-ART/O/%L%;G*G4=OBS_[:$H
M9AAYRP^0LYM]%,5;15PVB4B=#?'""N)HH2I9ET3N'4S3U#/'DR:IR$BDE(Z$ M+"E1PN=L8#",]@ZF=7E%.>U/._JYS1F[DGC[;[__M,V[%;MIMT1\IGR6.&'T
MYEJ8SXZ;'@U6;F*B+AIT,!,=ZXS.XR;_/TG:&9%X*$ALLJ99%$L2BX#$EC'B ME(U$"R>ERH&ET]_[8X+UB4=BF9-$EB*)E\43::35B95 +7UL)-8WUZ)]=MST
M,+"RB>@=CL1#/!MY3YWLGR3=C"@\%!36S.F0\12:HZX]PV99%,2XH JC*1G! MKJ.P,2P6RCRAP6N[_EN=YZ6?5 M<>\37#5M5DM@B_?Y$(I]\FOY8*+R8!;^?)3S"3/Y46CG,Y'?
YRTS65&%TIR(M+1K+/[M ;"B6Q"BX:8NF]LR7G'5B.00BA,8JG,X1YZ0@@K,B.5@_43VN^2). ME+B;]7(,MMJ&OE\08[U,!_X(PB,('Z<.4M!4)T^R]Y9(%BT)F5.B*"M.B.AR M+KTZ2

#;Q45'J,T PL4K$L#N(5&Q5$H*5&OSR"!,C1Y!^.%!^ 7Y[D< '@'X M& #LI55&!D:LUAF36AAQDFIB+)>4J:"R,/T6*MQ3;C+Q$=NNJ"2(L]P3Y8/- M+,>89*]@Y$-
[CKAC(P*/:O"H!@^05D84OH["P0IC"U6D**.)Y,&3@,6QC4DR MIZAXE.DZ"GO%@F'"$",RJ,Y6BRO_C\7*SQXJ2#G0!7U"H>];5_#QQ.O@P^.'K-N+$<%@[O"8N"16 M*3!J6,X8&% $;*!
?;:1.MG+[K0HF0\]+KOW*6AP(-B/JN[\J M-7U4]D?@?TG 3X57%'N6&I$"D3YBQV!:")B M_%">")$L5PPR@IUCPW\U(W_P QF&U#N)?9Q@I(^'R!K\;N/K9=Y,FV:M9_'%]C/:O]3O]G?
SRK&$%6ADC!F 84X_&4=UT2EPK/E2@36 M^S]E&/W+:O?BA?7*^MXK;&.T@A+ZU/E MQ%T;!TG[L(V#Q"GG=QWL.,>^;O#!F]&.Y8,W;?B@VDY.G]
MEHT]4H^6(2S46/G\|;AI"/M_OXRRJYZ.?#+V*7I:VS*NTEAU_CY0<>SV,&H6 M(Y>-O1T&SV5W*R*UB1[=3Q&I ;ND#[,=J_-Y<8'AN:8ZG'.JKMS%>M6LX(_I M_-
V1S]@]YX,CGX]1WIY@]Q2BC_=]#/?I!_1ICMIE4KC'JMZ6$VN%)!S^B<(D M$60OE%823[%0+/R4,7LW,1*BR81%XP.W/D7=R^3:B:;]Z"^F*S^KD?WFQM#:
ME=A^4Z_=#>K_^H]?/E=$1)XH(4ZDI/=TA/+%,L>(B2]RVU\,)A;&8@I%$9U9 M()(I32SU\-'GE$,L/#M_'1,M4SE&E4E(F!AE9":>!T="X3I[QIGMGVAX>$SD
M\L09>N+4WNM__PP2]3,_'O_716\P]VTD;>+?UAS=F&O5ZC M@!H%U(,)J)RMCE)0HGPJ6.U$$Q\5)YD&J9A0//->%B[('\E"](1YZHD,5:BA MC..<\F25 4GU^ **\1,'_W)^MY9J(W,,:
<8C)C[^MK\83#0V6BH!!*/@FDAE M)/%%*B*RS3$K+4 %[W5P,)0SECDIE ..TE"P@X,E.B:CG%3*\P$X,I@Z$9*? M&#5FSNW_^_>W;47_OJP:*Q[>94U>
MC+RC$AZDO21*8\>B)#WQ- ?"K9()9:"Q/1O 19Y#=($(FR2>F\DD@%@D3!6M M?0@ZQ#0 >7=BN3WA=ZR[= S^>@['[D8S883>$7KO)SY@E->\4!)EY$0Z&]&5
M4DA*WHB0C9%]]TM*F19I#7$F>X!>5TC (]0A<"HCU*F15$"\JNR(M500R40F/F!E69^-8DJ$4/)U*4N=T"GR M0+R4 K.9"O'>:Q)I8,9;%
[7NE71_>"DKW0DWXL31>\Y,>O:E148;9T3@$8'O M#8&%*UE)(TA4Q@+N*DH\ G)6GML(9HM,O:8:A6:>$K;"]M@.R?%('-Q)4A!@ M*
FC2K_!YR,@,#\13IY(<;>J3R,"WZ&X$WZ+CYW.U[Y;:?P>;AX0&N^OM=)[MW:%KA9/#>D=QYAL@S O_+I/Y(N7-/=]<*8?TG]6@^OB*B-=EEC^2-%WF2I18
M/F5]/G^=ILW%S']ZA;^^OO)SSOL6-'3=F0;,Q,^_L>Z64W+I\WKZHTDS]/K MBT4SK4]>YEEML;U;K&-+M1^')2J/4W_JX4MUW&=M(^:NL&;+:1N^.MNZ'KHQ
M3^>SZ1Q>OOK_V7NS[K:1:U'X_?L56'TZY]AWL1B@,-OW/J@])$X/[F.[3^[W ME%5 %23$), A&3EU]^]=Q4F@M1D2J)L)FU;(H$:]SR*:OU"-.ORY?@+ W]
M,4&JMC^(#+;T0BPNQ&5M:K<,@;8%0SHW@L$!&_ T9Z['+[\C@&ONQ:ZI&UU MS1P_BOT@L9GC2VR'$7*61%[,,A4'CA]FF2LF@<=W*:O[BZIKI=ZO5 574)S^
MHD2MZEUES"Q#M)4\6=]TD?]P;G9_3[J:WV_E6EF./;?T^7W#Q<,.-I!A+_?8 MX8&U.%[D$ZI(^.E,65@45A27UIFHK4RD5&S.7"/%JY19EJ?*HBE-S I079:B M%K'082V8/SK\O=P
!^LB7Y]9YZ+*RZ:VU)=57I'\:DFQAF_79U79G)YM+6IX M[=9VU+>,,N$E$5#R,'$=YGGH8)+P:YS%H1N!=L73B>)UZ_J6&^3_%1T!GL!) M(7\KBU?]D;SI]OP:M_R 5\QMEW?
@NZE53,_[/I="<*+^U>2K)7Q@8$E,H&D# M>C3P" M$J*6&'?PJ+_8*+MR/?$]Y"!BQX+%+K!EKE3HNZ[, O?KRZ%N M@$L'(8\-(#PX$
"96^11,O>>EO4:2(>J@,"L5E7Y)5_"T2PNK1_O=//WT*U- M>;8?V(Q[G@0I+@*8"5*717;H>W&B8A'LI5L;0#(.?6<_JL-^ M[S,ZH/N< 6%.%PVJLQ,ZKO&YS
[EO@/A;CK*":D[3,OM3V6V)[# M^QO3C(ME.M-VL[?!7_'9'^/%^_,=_?7^IX1F8=VF"G0IR/3]QGT5. -39SU*1)5DD MO6EPT1T0^=XN-ICS@[G8&4JPZ'',_H8FOTDB'. E,NE^J
D%9@@+W+ M%0L\&VL]^$BL@0&G86J[(DM]SI-](.U'TH9NMSRJE MC79%7BAK"5^?U98JI)+6M-''#%N5K-"+>@[*]_S!6X\|)9- J.PX$K;+G"@5 MS!-
>PD3&;98EH:>B-.)!Z.^CD>^WS+H.B<#Q)+7]V(&K!%V1>1+(EN"@6"1! MR'W!_3CP[7WT:MN_22 XF/M\2B:!_B$O!'!Z""!KP!*Y:2B8"-W"C-(ME MMA?\O4>30'PP%W]
(B)QXGJVRQ&=QQ@&;G^O_N@LE[M0I$ M?GP0TNDA8:ZOE Q%8C,99>AE49R)D#MH'PB#P(FYG%H%[H*Y]V<5.!R*_'2T M#G=3ZQA&*JQ$+A]<#3D0=(BE\((@B5B
UA,OREP6"\]CMN^ =.K'L1_N);YM MS,A^%Y?HLJ_W9M_>G1W[/4LICLWM-)4I2Q,?*5RH@-:YDF4\|!,[=/S8F^1K M?;V4LN?+]0Y)4GGHB?/"2D5]I@.G-
J*@9E:AUB@BT1.52E5._5^K]K3,Z[1LBK6%'7);(#=BP'_^1\2=\&6])=H0[8/[C [S M?8_'4D7,QC+_7ASX+,D\SOPP=(7'$Z[X1'N\2Q[MF"[_W9S&B3Z,#^W)T9>? MX-R<$25F0
M>@'QWJ43U@+<[UUK M9HP?W\[XIS$_FCTXSP=V/>66CQ Z^"^0VE8HEL<-9XML)1@)%D9K$ M?>T=;NZ7W.Y.MGXT<@OD[Z'7,.SK2RK);:B?+(%F%>6Z5; L-"E5JE 78M$U
M1H--(>U3B[%^96CA_*B"/!T59)-_:5 0IY4R*K$L"1SP+8 6 @>,*L"!$=1S MV< /YV+1*.NT$=AK0\%^07,>/K4&"HP8 <.J6\+)$\ZD?/M.''LB!]/ M S_>%0/1%0BI/1N2.8M2\
<1$)1\9)E(S2MWYJ\@5& M,7QLDG\"6_A4_H6*#^IDKG$]E7]EZ]M54_'CF6FH$(0FPLRJK MEI$*"WAMGVI*]LX+49M\0#1M9:D,E+.-7 M4<$3 +Z.!7"JOJQ:!:?
2L\,ZECEJ*LGE@<"K3%(1QK%D;L9=A->,12H"4'1C M[D1.*KUMJ2>!S?T$$QI4PKPL$RS)1,8"'H7:AZKJL MQKY(?#,OSLO%N8;%5%5:BB 16=O;=ZP R6?[>(Z4-
L>67DI@F2:M5A'!/0/& M;.7+506"A1986@]! D(K("1*(#W0\(-OR9J#4,"SN3P++R4-'5>P 8 ^934 MP^.DA$.@DZS*NM/XZ7;T-DWX.#R?DE:#_@I8I< !)M%+F&1J3Z,O6;H
M>K[GAV'*5(C9EHGD+(IEQGP_"1+N>HX[M<%R+PJ$ H4P24'#\P2\$SNVRT)I MVX'G9)%TPQ'*&.>_W@(>]J_H$SDIY/^/6OX()="SPLAE@N\SU(69*AZ0=Y\T MITV])K)W(.!N07RQ
G@T)7Q;4LT2,DXB0;('' MJUUC^P0BFZ=. /("[PT8)X312RV/9QGT4V$R[\Y7DR M8E$2^LRWA;0SX?',]'BW8S*DICB#\">]@D7CL>%(Z*$!1%&3@2!8G'L HN0/',3
M/PCM8$(,;J,T7%4J"NW)[[-7,#:*3H=@6';L>>@?"$0,+,O&2 >_G(+>>8I< M@5!G@6%@ET8>*@?B&6D8AY@;$OFQ;4N/ K" I(1 @2)7I9B5'&(8 <@U ZCW-B\(4B$$Z]]
K06OT@T]J*N20 M%(6%YQ:ZNE*Z$ V1TT(2"46SY%"3L,1B45Y@"9J#19K,BUR/!PY3Z /W.,:Y M29XR!S#'Y,$W?"NV\M]7^BDWG7'\Q)>R[[RLH(#BB_:JR_@FK7*;NF01UJ
MBU01&*&BU_'4EQ6&EH$F*3# #'79=-V0SV3R"%#MID++87*I23. (.Q,;K)Z MG'Y42&R]U>5P?"^H&0T=YUU:]]7K/G!;XC M8JSIY0 O#06P7D?Z3(3 5Y44KJ\FW4UO?
L\1;]O7LI;7#'3#?MZ,HXLKVIYT$;^U_V,@M&YR(D>KVEK'R^%$&8V:%VE]>Z,O7 M'GI2"]%KFRA53$*E#?_XKTFPDC;W&N.JD8ES5<^MDYJ"GYJZUJ-085H^]H:A
M>)!+\F8LM'$5C;O Y?+UA@J"7/1 (#/EFQ[7NI/>EQ^,"YP)5^)^NRW4@L MVV#RYNEPGAT=1#IR3*V7"#@)IG'HB"+6:P"D<7< M23UW0CE2-
^!^[#K,#0,LA(+7*=R0!6XJ_3!0TG>G1>?R0KW/7A&TML[Z<CM$4.Z,INL@T=,L\T6 *D6:V$J!S M1X[C,B^R0Q8!D6)AZHHT25W Q8G.+;(4I.I$,-L)(N;%:09D#'X-!#":-'*= MD,2
M"F62NY@H6C@TE@6!EY,8M=FW.$B#M) RLA] MLMXAS7,/RCWTT%-B1N0U1_%,B2-Q(@5089FZ V< 10&:& M=>PSE3@J3M2TF-
1MZ/!7^J<>VD3E\$.Q4;69LMKLOE]R%$1<>;8G6<)CSKS, M$2S*0"F0B; S(,@VJ&03*U7LIDX(1"A-4V#8/L="QFG*@CB-0*V([:T5Q*:7
M_N9+7J^10KW/WI.6_:E\|P5#A,84*LN_*,FHL+C3];7[M]U#NVO@DX]P!&W4L$#I^*QTFMRWYJ8.E)>Z+O -P5V?>8$-7,<5$.;M
M4AG.++=#!6;%=V84@6M05+B,*'M97%6O)P&JCZ2\/E-JN/JVU.(@3GH@?&RI M%#3 ;6W)F8[P*$'BH[!C;29%>I#J;)T2+8*FHJ3ZD@*P*;GC:GN^1]D]!\+J ME"WL1,0^C:+
M11JA$!]X]J2Z_>\:I#[LS_?K'U!EMMD@]8LPIR,8K21ML' 30REK3-2[L2^_ M#?:1R(4QR%0WJVS66#I+IR9L+"[2G$]/+?[8SL]T-AX((@D4^5SQPV8 MC-#3R:6'G7QLIERN/%?
YF70GU0Z/B#11-P#21O"O)8XQT[BKV6+X/)H&6?Z% MG>428/_%VW^$H2^C2 F6R# %9=*/X/YLE[D9A1@X#@^#A_30;>6,G:%A],\# MFK70.X@X$D2U
MD8.XSWT>LJH2T+%J%;+;L*HG599D,MV-0P8F!L%!4WBTD]0 $BMQJEA1 @,P M(\%J\6NSV'^S',[SRPOFOLP6Z@O3D@7 Q NX_V99O)1YO5J(RQ?X[Z=
(8#O_ZSJ==Y=ME.1R\R4(U>$O3BR)5"4\ZY>IF47_!,8,07 M"5YZ!0-_>7FS;N_'V ZSGY3"*1Z2=W![!(0(=#WHG57M$LR:\V(!NC(#<:]: MOQ#-NGPY_@) 0W],D)I42GQFI)F^$(L+
<5F__.'/'4R;D5LPI',C&!R \0 < M[;G+XQ'R0V#X89:Y M0OS#>81CO.=8IK^)HM71O:M"F8I!%!/\WC6=(SN00LZ%*HYV>: 9"3C=JJ0* M@V=*2(R1@='JG?
5$YM;O354WHNBB;+OI]*K:"64;2U-O&, /0W#R 'P2V_>8 M<#"/7#HQB[A2S'% -O9BUT^2B> 4\R 02F8L$$*A+\]FV-42^Q+''L]BQW?4
MP]7\.)"6E=O#JO3=&^])#X/W$)>1N4X*JFC&$B?"W/ 4+C*(@#*X/H^"V).Q MS[_F(H<>LK*Z=5S&P^>2Z,X.!^6TU9:CWBN[YR -83N1V4Q0'H
M,ZYT,C>*O5AYD\QQD059+#+),@JJ3Y7#8LX%L^U8"A[X01I."DUN@X!CD,9- M8: M;@_$P!B.@7^0MTS'3 +? H$*5RP6!+W:U%=8\.-=N<8.@'%Y&&9"I-B: M
6A_&$LF0MME09J%MI/QV'Y0@/ED\FG4 <#,(+?G4 !'^]K)4=$&0VX*0%]4 MVE!ALZN$GRROZO5-9)]O1<3)$L_-> J\+>"<>8[GLT0!J_-CLM2&*@PG?@_/ M5TG*,?F-
RP0X8Z*8B%3(@B1PHR@2WF:*Y?=6UNPQ1!SA.@ZVOF0^AH]Y;A*S M) ':(SQN"SOV0B>:B#BWN.O0T.)0*6VWDZ2A^Z'VZ+HU%T=/%'C0# M$VF*SGIXHB\5YFES.-BX5'$6AW[(E
R$]%+'YW(2\@VH M'W OR]#'C6'BV.R4.P'CL?)5Q%,59UO+1!UURP?3+8]9PT_%L_2(/0J 96KI MR<2[=5T!3=CC9NL=$N8J!1"GQ@(5NI-/"UA,W?,J(%CE4E$L+FRK$N@K8NB+
MPB!=D&O*-E+)(N#4&"1E>16HKEK"$8)*^Z_(4-J6=D-K^>':\J?&BMP[[5 MOYI\10./VH\4PQ5:M5J)JJLO3\D'(!"L43J0:OCDF"?#@9J060K;(XXNJNH2 M5Z?;0QF>/MS <-
XVE069.W8HHXJ7)"J,LARR!M-WJ%ET4[0M&5'VZOLVTP)0 M(.JR)K2 > H:2$6GTFVMS1I4Y[!)3,'"T#83&C1J@J'SV4V\X; M;;[+!,.'#&DD4YH 91K%ME.0=;;M%EL&J(5IYM$?
05/WLE>\A8OZ M'[PG5.V'.O\)W?U)(7\W> 0_OFFQZ*:="]WK_"KN =04_-/<^JD'0K3D@L1^ M":K/#MT)A6]8+\'<@&*E9T#FU2')W)DKS!S06!6*?,<'V1N86.YOHR'">=^ MQ+]*6B.
(>M<=P"O:__OBKF!T]YP*;WX ';*ZY"1M $02RM!>D#)^CU&[Z"$IB*QIA=#-C^MJG@ZHE'[D&W,.# M@1WIU @#6;O_&?(&[20X$+A(5)!RWP.IP5%PQTZ(5?0SFSE4M3AU_4A.*(-$
MJ$@2!!X!<@JFZR1)A)7W9>2+@+NI" Z.0[CS S !M# SRNLA]T"MJ%.AUGE MGRZUJF)*(1P2)0G3.$X,K)+R>H^&>V@P;F)D] MIB7I)O:CAT^G/
P$DH$2(I4!4['PL:YSP!)'>_[F>0LL.T,B&"(S>1\; G(96 G06K'DRKJONTZMN^Y\ [&<6!Y[UB& M'C#0*':X""+J-7C MYDFKO(CN]'8IY#QAT6!:D#<.R*"/X3($YN;CKCGO#M
M1#''PTY7V%LQB;&F.?<\)TM2.PC\@]ZT2AQ8< I *'S80* F&,1L="!S419 MXH;15^'MW92H6VSKMW(+/]O'!P_,$P<6EQ%;?'3/R34,#PV55"AKV/WZ%Y3V M+!?-217FM=,6!K;3)0 !4"
[<[1S#$]-FH37-[3;6H5W55(ZJ+2P(E6=Y*JAP MW)H"%-OJ)76SI/"9>FBV,(5VT%BL+YSJ5.21IXF@:Z[!1&' M9X2995,#WM?/7WS#*/?_6?
2__[TF7YV9T^3.XZ282@]KQ&_90ER6C0F.?*E' M=VQ[;O_II7D!+FTA5K5ZT?H?848S Z*(*^,%V#-E^J.<@9 (371B@TX"XHTA"? #4Z$(?2@)* MT"T@'?L.H
B#U*8K2>,ZLR$N_WDMQR<$2\)O_|\/_(>[G-8C$8*[UI#8W/UW MM>-K4) V-L7!C/ZW P=WT+!MNSB8,[XI$MZP@ RPTF<@Y8N\T+)]KTX\OPGH M#>,.%Y(/UG4<8$]E5.X?
E01'$:!,Z=ZK1_(* & M(>=]]C9'.[SN:[/#0N^.+/37Q8[P&7=V>P*?*KX\+J&^4E@Z$FJ;^T?X.I+A M&Y%A#@34 ;IK)TH"254.2Y3KL,S) N[ZW,FB256G>R/#KQOU&TSSZ4(MSA6U
M&-L=D',[(AS/R)=W),)':?GAB'!PA*\C$;Z1LST+$BZ]" AJFC /LZ=CZ*4>Z[K3\P7T2891^/UV4>Z.]3K@[K.E[QXVC 'POM#<\PM>1]MZ$]J;8 MAT&)QYJ6">E#X3F?
8#X+8#X,D2*8M&NZ=]J)E;7_4-XZ/U/JN.AY7,D :&X4>R#YVH)%RO:9S+]AO/ M>+@[/OM[1XZCZ+M_XDL%=:@1PUZAK.NWT'806:TM*J1CM>M^PG!X1U"Y_DR^
M&S(>B,1Q8R69[88V\VS?!3(.0G0@[4AYOO!#?U(VYS9DG$*M;TK#3Q#Z]TS(M77]FQ_=,R:^)RUPVNY3QK('$[5I/^C-+6!4#T:](_DWYX1GHL<9#FQO1ND]
M#>Y0KKLB7VWTYE.71HZ1&P],[('2\T""N)XE(58 25,69W;,0EM*Y04\=MQ) MO8;[E-GW1.)#=Q9'1SOU45A_.'*,$/[".M'))%W&C2Z+CA7%Z_51B#*\?N' MNV<[]Q!G]W#R7W:<[-Q
MTT1X1Z<6E;EI*'R6N5@:2<@ T,B5+ PB'@6)\!PU4>3ODDS]BBKWDKI^4LA7 M= 6GJDB!A6"AST6)M0-VY5%WU>[ER?JFB[YI-V,GNNZ<'RCG\2[)OK^5:V4Y MSMP:'*_I7#
XX*_)OM[+,H]]/!X!P.ZRNU\&;2&P7""5LQC!DB6JG&H24W'F M="'R93VS="%M K^9A>^?$G6=61FVLIA9*U6(!8V*P%FNSQ3(\653I:8G1E<9
MY>),8;L.K(RQJLJ$4M9UH>A.Z+RTS@3VU\ '"ZQ#0L6QY; F1PJGE2@J\%T6 M,,9E5^=#FG8C-&M18FD/:JY&XQ1K>!+;'@:I /5N)4L:*4JKV#'T85,OY-:L.7%\Q]F2W4
M%R;S2E=#QZSZ9EF\Q#K8"W'Y K]]N<)V/<7I0"7,-9=H527X]9\-'$1VV4Y' M+S)5R)=M.>T75)(\/U?#'/=.@OCR&&+"4T;@7@9_*!3FS@@(M=33@MY9M:&E MY@5VSV$
\=7ZA6C6YU*7DP!-H6#.G<" 8' M8#P 1WON])U7VU% M@U^5K,^PV.?DD7'I?.KG0+T^K'HG(&%ATZQ,FWKXZG_^1\2=\"76_VIEFU+W M'BL$-G3-5)$G*-:<5F(YHR_>?#CYR&S;\?
%C;)&%HHNDUF2SMD=CW19MEOV7 M?6N,[;O6+72[&3R8XLXS[#ZXS:X:W1F9CBI_??/AYS]^>?.1N2#OY 5:)JPU M7KREL!2/<=75O T:3WT M_)M7K!#_^1_O_+ M)^9'-
BYS"62]5M4YU6)#MTVSHBZ+Z+O1*F='L*CC]I3R [7:39V5XBG8 GBOF!C0;L-&5)F(6,2^5XL;*# MS)DD*MW&6DJ^H2$+Q(=<50;/6EX6K,"@UZ M:QS66#JW3G0?
T;I9K'>V[CF0.OI"*@"8R&6N9V,7!>XPD20>LV6<"4?%J9]F MFT 71 ";7/J,JQ [)ZV.A\PO!O(]&U>/162>S]TZ'3&]WPYR=-:'000 .4\7U'5.^A&P:L
M+Y(BDE@D7C'/99Y4H3_IAG$7HG$0F^4^]P-7"98X1"$CG\5I MDC _EKX;95QMZ5W/NX625CD3DR M80K[1'K8M$=X,@7@!# 6D7)<>\(.O##)(EN"""I.&6.LN2)AP7<%<-XNXZ]A.
M9L<'N=D88#;UXHS%)O,"P0 =!KXS.=!FL59',EIA]2[X.Q'%'=."OE+F3[V MED//2SVN;.:+T,>,4MA\P ,6QUG@1D&*50OW@;D'M.4@R5S/43Z3'&LA>!@G MG_&0)5[@^Y*K-
)SJVG?!WP/:LE BE#&L-Q&^S3P1P_)M%<.O61;Z0:A<,;GE MNV#QHVSYWCH9'7[S(S2[YG7;>#33-'2FU2FTE=W)]K$A.N%YL_P+.\LEJ&XO MWO[#CU)EAUD D*"0_V42:XF
PA!'F8V)Z'X47CM(((,L%5@%U1<.\[B'_;.B M@#FQDRB@0%GH9=<.(FTNO3B*&; A'^.3@1#YV$S.<[(P2QP8T;E^)4$HA C1 M]!9A)R\[Q@+9'@.,CY(H(+K_D(Y9N$E0*7H_^O7_/*
2WVLG?818%UC6-K]] MG'Y;-S5]T(/P@SOV*.%VNEBW0JV';79*#+VC[:%VWC>;P@"ZKGD7C(IC%"6F M&&8+W3$+1S8Z/QH)*+QM.KB5BJJZA/$O!-"TUE8BTE2O#1_;83C)\D(4*7I3
M!R84V2ATGC>%,:>O+RU!F3M6L\X7%/6#$]1TDY98KZL\:;_5V\FR2LTG*_0 M.G*N1LMKMSX]O0X.A)4U<$[&O0O$26_('3-6>(4UE.OZ1RQJQ>N5F6*#IT6 M8WIEUR9
$4]SB3Z^1?X9743K,P I_) "%NDXS2OD$=0!B8MA6[".YCHQF6C M)7<.J14<9GI)'OJR]PQTF:&CKKM]C"5%4NGNJSU6=*&.L'[\U;PZM]X:S+@C MI#XT0HV])7BWAV%$%SRS?1
]0%Y+08P),M#!(A3??"?TX@2D\V2B9MY%/A](M+J(UW?W>7CV(-^\,;!C!YAX$-E@5CWQ@:K QEWEA*IE(0*&V8^[Y*HE]QP[W M:H5[M)U&:0C:,R@@L"E0*X/(QI[C&?:B5V[@@+
(9V?N0QA]_ISQ!7YZ4S/9M MT#LD@'"29 X+0YFY/ 3M(]N+$/Z0.RWV)'L_L, P] !K9X A]D"GKZ'QJIX_ MN-QUXY#WK[3])YD?1B*P&0\2@+80"&8D(\F42&,NHBBTDZ]R4K80^D94V-
FH M_EU5'_$T? /HNAORC0V76':!A[*,:/HP'NDQD$81B"=L+-3Z+.4Z#HK_,%R._R.^J3BH*\;C-*RHQN MN]DLT1W[;U4;5_-RU:Q%&[Z-D:Y-K:NE7Q'#4QG(,ZG"BM MT*-
:'6A?!&U,?'\=3H=E&"B#97\M3\W0E/FNQ]Y+$U3/G8=!?,>>I'/W8=NG MVG/.'[ACZY-XS9Z']@.?R\-?_7&+C]$=^,J:-EM)[)0L'TPWV.V)D=]V!]S' MVG/7\SB\IN?Q78O#[:N']-
=ER]ZMBS3UV;!THSGKS=3:>7=HNGN%KOL]SR.2 MW2N2!4C@2MD<@;/Q(V+;U.?*.U.M!$.FXY2>WY2/I MN)ITN$?2<>3!1T0Z\N"G@DA/?YPXFVTR9Z+IQ]4_9&[H".8Y=L"$Z]G,
<7REA'#3.)DDJMXE M7!JHB8XY_05(RLV+]M=P^O#3=1TAG1FW[[E=V/?2Y^5(UH_'<.1N1^[V37"W M2 D51LIE*K(CX&Z>PY*8)RP(0LZE"@-I[Z4,P_UR-WOF!LR,@.!.@D
99=\5S)0=WP$Y;8;A++Q'5L=Y+]=Y<)'X?Q(UX]T_1]VK.+8CP+FVJEB7J@4T&C797&<9(&,HB14DTS2 MN^0ZWRM=C_V9>VPQ_,1:#!\VS]@KB,R(Q87*:^CB;)D@>.?1WPJ$?V:
[Z5!CS [#-,/ R7Z8A"[/48YX* M799X0K! H,,FD,()]U* LJ4<)YIP_-9@EL#[S.214VYY_;YOTCABK)K(##FJ M?0T?W>&="GP91#YG(0]AKV$4LTBXF$B?^HERLS .HWO+
^_F54^^93GBZ+(Y>JZ.K/=@\>/(>CMVE 5VFF12,"_",J!9YC*1!1@Q MD2JT1?+ F[1]NHL[Z1!8K[(EB!E^PB+?S9B7^"ZPWM1F,HND#+B,O2B^Q[W>
M"^MU?'OFP1]N;]/8CZSW>^4Y1PYSY#"'P6&$$I%K^R$320A4UXE\EO ,E!?E M12Z/W%!(;Q^^KD/@,)G*!+=MR6R)!>'TT"()!:2I7888>,/FR5!X+* MNZFP?>6DT:1B]EW\<(? <\
(P%$$""TVQ9X^7"@'\(PB9#8>0!5&8^[TWK09 818X[I'G[).T'+/*[B^K[.A5?%0A@,\Y(JLL&RS5>HS\N='Q'(9$ M\$W$_OB!G:J4%%L;=+\H!I[*,\7LS
>U3SJVF@;FW\6QM[4:]C@&"'X$Z0,[MX]3OLQ,JWBU>8YW@JJ97N@@A>\B4^4T#A';((=(%B2)R=#,++\PR)K(8U-I(MQ#SC#D]"_S[V;X2M!ST!>^X\KKEU YN_J9BI(TL\'L-
1,CA*!M^,9!!P.Q1. MJK!AEP#V&,0LXHG#4J#84>:XF2?VTGGU(22#7:Y5X=JQ=!QF!S8P#_,'_LZWY=X?^?N1OQ_9V)&-?9]L#+18VW=MG]DB M<;'QD\
<2#KQ,R8C;0215%$]"A?;1)NT!V1AP+QZG"I1V$0; DH O)4[&&<^B MV+=C[COQ7MK"/Q@;"XYL[,C&COK9D;$=&=L5)55L-\YX)EF@?,X\+TE8[/H. M"Q/AAGXF??C_/CRHAVJY]?
P@":54S!%N"AQ,@*8:Q0%S'>FK+'!#.YNDW^QC M_X]CN7WD')5OF24.O^EL:J3)A)QR!'<85X4#,@B6D9]@^&T_2*E=X M@#5VU%XU57HF:C5*59ZU*UC[VBJ:Q0O>;
M55F&J[@HFX6$0?5R9),J^G;ZWMR" ZT4$&DUHTKV=F 6S5*'I) M/ NQ+)MB/5ZE6,/A QS W'DI+57 X=_AI.&LZ T]3 U@)8'+X,.)2@4H?_UCGK(%7?V;%O[\'W[0WL>1C=M;&I]["-3?
UY&#R) M/KH/^UHPM^_S6!ZH8=MM&K1MP?QOL7'*\0QNT?3B9N?QE%M<[*GKY"$!$+8S(\Y!E-*!8\KP>R >R*P8U]@$8:Q;_HK/=(GY(3[MRN(#KC?S77?F>??
C^$(_=\QL[!MSXMXY# EG)1Y@>.PQ)$V M<]/(U-F,TCB*W<1G0F8*V]IY+$FBC#F!:P>9"-U !(?(++@_7+W9B.T:!H5ES;JIE'6N:NQ]<61A1Q9V9&$W;]#GNHD39"'C MRD]
=TD"%JL(DYHCWXT]GJ5\4D N;'G8#ZSPZ*01RP-XLR1?I0Y MWB&P, IK8_]658E $G&'OSRRKB-U/![#D4D9.D3N M%\;1C+O?
9ZOSHQ)QU*6.'.E@\>/(D3J.Q!W7YAPTJE3ZH(_%F0WZF(J8F[C< M]MPL5GQ2Q\)529BX0826/8=Y(H1WTBAF3NRZ*DP4?#^I0'P(',F9N;X]\[U[MULB^<9YT=$WM7VO[5*[%8D>%!
+S(V?\;@IJ'11O/.0Z6@_':,DCAW'MIF, ME&!>Z,;4Y)4YH;)%ED8!*&?[*"]S"-S1]6>NZ\R"\$%5M@,J[7345HY*VY$U M'3"&'%G3L$6L#'TA>,K").;,LWG,$L_G3#JQ[?
E.&$3AI++P70H0'@)KXN&, M>]',X]NZJ1Y9T]UTMR=3;' RWA%I@KYH "8<%CCJ _7)8?',_52,? M/H7^/FLBB==684L^:\6.0%3+X6E2F.-OX"0$-_3)"J;2DB@RV] M$(L+
<5F;>E=#H&W!D,Z-8' Q@-PM.3Q26^>NVC%'W1=SM\!!2X_5.*H-<^O M7^=UNBCKYBNKJ3K1=8SF?BR"DQSQN]SM;^5:68XWM\PA62L\)6L].*9ON%3E MP5I[]W*W;RH!P&R]1?
LYB=7'FWSXF[S+[MX5UJ_BTN(V=W2=WJY*;HVR=EZ? MF4*YDQNFG/NJ/,^ELNIFM2JK-?R;GF&5W*S1E7&Q$]57P!O!^ MXOJZ' #) N=J<6GEL*,4'5IHKI#@G F8#4_;NLC79\-
==Y6?EWE=PV2CPL'_ M55OI6:XRS,-)M:>CS+(\A;FI:C/H9P*6G92BDM:22H'5%JT?CT3+VR5\5&8[M#A1'6=]DOIGY(LL+4:18LGBT$/HN:6H0NNJZ?P>_.U6%JJC$<5/4:F%1A>=%
M7;9/[5[=W)0.5E5^0*!Q1T#RZ(4Q4XXZ=IF3-3#JP!V[]:', T"ERBP(N!_[CA?*:&)]B!.7NVDL613Y\(X3"!;92 7.HY/Y5 :&+<_^/CZ5EY@[L_@%'9:$AZ*6"!6JB_IF2A.=;EJ M8<%R0"
('(1[HA94 LE,I[:I$!"JK2_A^K33&P?8:JN]=*.L2'AR4WD:XD5C= MVP ?OD3P]EJENJ1>#W)3^*K42N1R\.)#'\L0,;PQ8LBR(%'G0'# %;[G);[+ M@M1/&8:HLU@Z*7-
5E'+7"WT53)Q#L5))[/H!+$UBOX+8TVF^OIV$OG"$#"3? M@@.O]@XBM"\)_6:F" MZLB;TO3 80O,)X6?*-Q#1V%C5Y:EHBKWF56N5*49;]N;)9V!J_A@%3!OJU; M7P"_L98P_UF--
?!AI%%)3&M8;>ZA#F$[,7@$YB-CV[%=G_E1*)@G!:B>GA,Q MSC.1>"KAH1UN(A[HF($7<\D<'F?,$\H#9'4Y:*\|3>+8AA.>Q"S]10/;22%/ M1E?_1M_\%/],EQUWB(G,':$BJU6*Z(AQ+
[4J4)%[?"0D2;.%YPLQ0+D6'!]Z M2>NS2ET+__-;ZA%/6N$_ 9FRR-DG:@4B5@IDV!3$]W=%>MMC.*J'CZ0>GA / MF,

(Q\8)..G,=^M1}:)0;RUIG:@$<[U!$+>5$3N3[/HL3@;GB<<)$Z,%/KLJ\ M#&2JQ)NTRK9%IN+4=9BM!(AGD7!9(F$(SW5BVTY]-YM2_#?_:O+U9>_F_#NH MM&4#

*(PH)NWNM0#2'A:/;[*W{_\1BV:;@W/(^X(1+_^O$\OFNX-O'HP;P#.+ M5H,^D/M/G<")XEBQ*/-CX-X^!T@()9,@-2L>';C? M%_-^! >N>W3@/A'-NXT#]^NU F)2^3]@2TO^F"K".UB*

Q,^&7^QE&7/K5U$ M4"/+Z.@^^FP,<@.07"%2B,5EG9-_+8SO+\]"YEWUOL]FX6VF[ROK.;S#?< MV8<.N7<.7G],S>V#>NH'<+P7^1]F2]JL$MJ;K>480,0 0,]F&GAGTA&05#V0

*M#(QK};6A/H*AD.X.U_-H66*9;WK9QW8\7!:M(U32\Q* MX.9C_+8B EF.S.Z:ANM4,UG+K M%> GRRG677&HMSO0U@Y$Q0@9MCYDHK+/^'&#WN*.3HFA@@NG.?[!1@+*#&A9*]*

M7_'CFU-7B$ ",J"ZU)O%!G8(6@+0!P.8"?F2_ ME.5G_/UCAPK'RW_\R[_+77_:2AOQ>Y%K=/JD+T6;[UIW:PGZ1]_=F+7F^D&Q)KT/",?U. 14&)/%B.:J^,BUF=T M/D.?

#NQD75883&YEH+++7[2XT&=S!&:#YL.#P:H.X(GCZ5]DV^DQ16UT%+R5 M]&=]H +Y*M3IY:P+&|$MGA6HZ^6*M'G0;S$!+>.K8[3?*6[8.=P::D.G4:]AAZH>?=]]N4;P*

*MT'P%QU15)0E*9FF7HQ-,0B_ZP6^5E9DF$ S@IC6- K#EP",PXTAUMA M%,UU(Q.WU3V%]2%VN5QB,5A A7^KG2_EF1D=VX'CVDPD#"SF=%$FL*=35:Z M<5-B@8[*

@1,KEWEJP:FW?!O@&ID8SM)>EAYN!3#4[K52^3)IJHH HSWO&RVJ M,[P-&S.WW8+2KD/NWTE4H0!1"=H >RH.J((1H I#D4DC!J*/U7DVN@,S%$*

*M!N"PE7A5(1KUZ(I(4.D(16KTCH_CAG*B!KA0TN7Q=Y1D+MOIM@]Y#6#439K2 MF1)XZ[FHOB_%,L$#O9A$,&+FVL2M"?(-4:0]R"$VJ0Q&P]69[N,[Z!=%8M3E*

M4LMTE>E@U>".B0> ?9Y56T+P%P5=6R[D+/#4-#C-A#VRQG]Z+QL/[K(%XO- MS[14O/EINNU#= :FZ\U/Z<+Z9W]8 T-1Z]D/[?=XY)OO].>\V^4T"MP8'.)G: M5##;_!Q(B\RG:^J -

*[HO^+AH^G%:5I7RIQI*_M6 V@M4"K]@LWJ M.!(ZT>N<9WE00:.UE 23>K%_ JG>E6\HGHM8A75?8:&@T.DXP77+1+E6\HGHM8A75?8:&@T.DXP77+1+E6\|N5 M(4L]DUV?E;!$8&5IE2>:,/6(C7*

*7NW!APZJ&ZJF F,+,1X3(2^%N]:4$69&I:D] M;$)/4.3@HBH,^U*5+A"15>72[,M OR MP7$U^0,11[5%3GZ@X0"L2%:. B0!Q MIR*!"W$Q0S"1)2T4<5IWA$K@"9BX6>FKJV"|*

{Q6FF+OWG$O#J&NFE-DCR)$ M0P',[%-36#@:$%;S0OM(2 9P36&:B(?V+R %G4O8#EWT >?=%S -W-5G>?J MXHEI0G?(7/F6]!_@"Q0MW G$Z"@X520_YV2O*0N<__22@L00-8*

*ZH\B+1+(K MTP;Y'3R&%AZ0-BH2V8T$0C^,^+).L#6AH;(;J@4H^9B2I+[,$V@J*M<3^NQ"73%,) N433"4>6]!6@*1PP588K\%A"6@./"FELF6H#$ 70*R L/"*

M,I>8%4S+3$I,W)MU0=G#B684QQJXPN80-!6&T<$EB06%P^JW:&:]-I1&,01; MRW,D#G\A"0+>]^=>Y\]$VM+M6>,BM"CKUKRD1S"/':' .),MJFY]1X9L,D# MC(U*2Y9AF*(FG*

MT#>.R8 9%+LUBVR62/?ODHZ4E)KH+T#LJA92T@/M,#.[& MW%P"7-B$Y)X"(,-9:U4,Y8AR'#H("Z[/&DQ5OM ,8/,R.W/;&J=LE8HQ .@C

*MZ$468*5JF2SH_KK[D4JM0$!#&E["3&84#,P:!.Y=*E)R"DDMN*[RE4+?5]WR MJ1ST21#R+]M@3J!H4T'!@DZ44)XQNB60()'G59B6>MD-S6PF^I8L74?%M4I M#B3PO[">.*

<\!'_]9(0^K\2266B>&39A?>S!#UW&WSLT=O;2>|>&0>+/:@[R M[W#,9^[P>YV;9E4@J"DCAP%SA&]Q O2CEQAXAZ&P[?7.']SK_\3XQU=9THYQ M @?%W+^U. 'O&"?P1 #OT1]*

{]>V/O2K9ODIV=+.RHMZNVR__J^U?+!5;QT MD=:KU-%B%SX&4!#"ZOR1AZK7SRU)QX!Z.]]#0N7X+N7:7_MYP?XP8GCP D\V_N'/?_GZOO'%:W?]&> NTE\,/5EY>&1/@\AE^*

Q!GOYKBE MQR-G6I2VD/0! SK:H5-'@8:#XH6^G$}AQ1:1H3/%M3J'10K= J-M;UXWJ'{7 MET#2T-:4SM B*8S6.{/0'@E$"]QJ:KW6TU'_CA>9[Q')1UF 59M/"=#18Y4 M4U L5=W'-*

*)R6E"",ZLVB+$[)=M94Y_DY? Q,*##&M81%MPG>@]QM/<@9X*G5 M%$LXGB4:GN$]4$1EK177J1[5+L(2^9+.0B"G,,=2]T47TDMV9C*NPR_F M+/*

M>+XORBKA62DY%AK4&V!D"#01+7KLS4U MH'.A MA%5I,*[+,GC:Y L6_@6'6:$W@C],CSG%*1*4*[2]+4<3]:OJ"9N^E: M^PC-LMZI4:,M/_]7@W#7BJ,&)*

(V57+LHRH5LJPG@'6.&+ YN3!=`NOZ4Z#KB M,4+'U"V:0&% HI,,D#09&9MP3A-<;\JM>@VQA 1W!.U/"3WK4]M7C^:]D"X M!**Y$ 6OM[%CP MV:]O?M85-@;+L_1-C*

*CC"7P_LWZBOW&,5_C_@+K614S0,-T\@%=#C(&? ? M8#$RQVR+?YOR%;\VZZ$!>' >VMVIX+C*Q-0;@4>6:#TUIN19Y[YNSQZ#30#0 MT,>Y:$VQSU*}>*

*44$$LB:'.1*OAKT73H;CW[[>.K7UX];ZW*EU69RZ5X# M!"S((3AIS]EOY3F&([36[V>B@ML_^0N,9SY[CBL>5DO@<^NWP0!GL'3:H20#*

*M,DH:0)$MW[9["./H"W1B6Q0."H2TAI>1"ZZ!^%9(O;W[/>? MS8[:K^1E 9>8#D]V6$Z&BJ0 -"_+HM2,TBA@Q,J'\@<V1;>8H+9(Q%B2Y>J>$2\>*/C];,LI2/,1T]&A /BC5^:P9$_VA ?"**

MJTT:$"D=O6I.K6'9"V "5]Z^<GEN@,!U"O9; 9K>IT]PXO4%'IDS$YH'OCT +CFR MOR'+O8:,,,/5."HEQ(6/.TA2HWZ=4N:B$C"_P% 3T$PZ.>[BK-2LDE0C+8EA M)`GZABDQ0W-

@"CR>X\9SI0S[C MSZW76XV?A!;@]@J##0$K/;++1-AJ{511- <%ZYF0!X])-9G? ZL*()XEFZHM M[!75&@4WBH&O.!S%\0,Q5N<(YFBTP:@Q G_ F%DW)"Z(5 -*

*L"XO17(ICCFQ/48# ^U&07#(!F_T5#(3;7\"*3W$$& M0AVGJV-Q2(\D?5B>8T@LYBD.5KBYL-4",58]7S/&+ E Q@8"XW5(9UXN]L>IT*

*MH=]'V'9,9XW)!=+ZEXZ<152E;+CA)'G=U@/5MKR.,(^.UVEY5\\/FFYO4D\N M>[79Z&-OEJ[<*8"/CZ8>*&[15V.'2M]&/[T]"-^ $!$MW9FI8?P:Z,2AX)G17*

*MQYBV6JU)\|\)0A8*NNG2C324EAN=-Z>PGV1E)MGL?X-@+#0-OQ7[?FV&W_X M FWO*-U4!N)KIN01^HU"4FDW-"!4XCU.#\'S3(+ 1)\7U(5 0IY%MRGSJ%X M]NK3JX\@%FKP:*

<$##P0!YP:JO?NYM=K,!;@"?1!^,%L-TI1 <1^O]5<=4VAR/ MMD+MB/OI->+7W;QY;\W78X\#J04XCX\Y}+S"Z @\?!S<L1-XVWKVYC? Q(^72]3(FZ4V!P^G[,"+[+OH,MV MYATL7Z#

*MCW;2"1SUE^S.71?ENU? VJT<@=:S>-#AX\#^HR=*V;/M&Z, ^)#)YJ[ ]P\P MA#6FB3>:!J9"S=C@/,X-0KZ PDA>+4TCA5PGX-"D)H>P4)ANM/.!EUOQ!%8X*

*MQ).ZK5^[&,0J#)/1KVMCYVR2P!>J.Y$DM3)RUV?XJ/Z?NL1/LL.VL0'QB'5'! MK-N-=2%B74A8-\P0J-12VW!AJX+.2C?*YA.%3+#2.<N<&0]Q"_UV&7(WC2;8@F 76*ZV M@5PP#P(X^&] -'AL6\1]*

[NU_61_)N3F$ JW?B?DR@WJGIF+]:.5#JYYP3^, M$B]'N+AS*?^1@E4I8XL@R^A58F?G8>_YY06Z_[7!GH^0.]*C'>M#*#) ^;@Q% M6V [C0MV6@E)1ASL@=(F]K:RK?@GZ)E:%&*

[W2BYMXVT0UU&X&?(_5U(sL3Y$ IZFW3HS9Z47U+9 5J_ M%,DP +KJ1O4QL'DAC4^"?"$8784E5S#OW!K'S=FJ$Q;[&:G+?<4RI%%W"_M*

*5&'RM)AW88*0+IH@.DIT+I/!L:R1J+J:B0!SK'>XIH!=J5G>:U&C!0^*C#O^K7I M$6IK7O!,A^G!:VB6)ON;LO[R MZ7?-L8OV@}>_Z]H9=1O+. PS8"O9^P#YY/=1@Z>7&$E<*

*PSYRTVSROSC_\[@ M;_?_FFC&$A W 7%,VV':\%$3XHXUP,D=,2EAUM\W-O=]O8&.8=M.SY5I\|511M%E&]/XJ 0)C2, MF!H5X\H:K*MC@85=NT#R?LHSHCY+# DW^LVXC*

*5S;"QY!F=W2D4C*KV^E"1Y M4HVP4:0XIZZ]D^1U&6UT@*.Q "N/>Q@QE< BZJ5)_@"A7|>OG+S^]$2F'2B C!BY\)A89L-],S;1C*\E+<2[R M11;,GR1GPKC!<;Z,:2/#^.@GKW[[?*

*7SKNX6IJ/0)DT\AF], M$2,*L*T?J&5L9Q2S3{(^]@6H%6@Y/?B>9-5C2/U!N>;_M9#ZX!A2_T0 [YL, MJ2 >JC?3TY@LCA2VD$K!RAJL*Y75PG7 M*.RDK)LJH5IZ!U^X^&MC[.G^EH?*

C"D<(//3?#T0)=^]NJ/Z>H[2.R:O:W@' M:74 O,$\O!7T^O9#]&D=@B4#]%@2!",YT5IY%VBD_HY5JX3EYM"\P3.,R;3;@D61DF._?X:Y<=^9'14Z-Y-F]81&FOWI 8.0X>?*

*MN*AZC%2\!H[$#258/55<;X729$2HOOO@YTCWY/.Q*;?9LZJPD&VU?;E-03QAX MOJNUV1E)M*72(,<,X5(#,V57\SF?#C\>NN>)HY$>&S3O58OZEBUR[X;F^7P- MV4Y:! 5Z%\8&]+?*

RLK1^T>9]ZZ2+44<8_Q6 }@R+,R^GE5:DO^.KT(?>,! MT:L/A0-PT& ^J) MC.O6"'^|S^X&X-T M0@4HEEOJ/I \.7 &#^+]U2AL.,/YVY;[EP/KD$[?09O4=/^?_OK';Z_??/CI

MI_>_H#_YFC.(4'+?W%"EV(+]IT"6$A#@UQC[^>PO/_V-1P6V#OV=,2+M6=:_M=9YJG5;4=?EHIQ&T)WG@CQVM3X:AA;Y2;I%08.JDNF6 M+EFSH/8:.@J@*TPS++#8VA.F>*

*{EK/U/QT/AO29,"A4;&N_N'G)]1!/=RD;MS1 M{8_XS;8D7-V0!^W@QSB#)[JWOW>=+[!8*7:6H%8GIGA']XQ/DG)1FC9#2-O; MHCPSZF0!VVJP'VC.VH.?3,TUXDF56AAG1QK\2U#*

*(P'1ZTH+KXX\)Y79V$?RFU-MNSF4SBX=(D0Q[+^EB)"/[#<9U7%O6P:,9LEU>X[=DY4)\8E1LKB.MVE3:"_*MROCI3<6)4V=U"_@+#@(^YE%Q.Z(<6CB@Z;JR M1WAC?*

*68ODK,VE<*DT:,V%V5JT@!UDNTBSRXWR-UDW5B-4 =]%A()AS*4@D1* MG3>9GL$135,/*]/T9WS=%-.1?A:G 'P+ 2+1S,)6ETV4G:U/D#^TVNJR" M]L22I)?*

K>@A9!7)5U6@X3"XM$PZX;M-!B4L@Z.JAM$S4EO]$'-Z%B3/J<&_H M-L6HP#VBBK$PX8<$&AV+T,/W4KFN.@;X,BQC*X[)71|\X8NU9T8]-C\XFA MN:UN.JH01VC<&ORD"4Q?:-C*

*Z-/6\@?JF1MYL\ )K/H,Z$_7X!B1K,2EE^EG M$B&H(6 7W:#,+.^U?%OB?:+;-ML&DMM4;-SBH'X-. CHG? M .ZPA9I(=$>>=2\TE-/-]UJ,=YU!J"2"SH^N/6B#WA7;OY%F@=_KABS&*4C-*

MX32I^=']A\6!@^BCV>UCLIJ+F1W>;Z09(@QIXFC;+1M-$J=!W2*C[8^@.&L / M2W"T#KR^OM_F69,FVM;$V>!WI;ZP:I"JM%"%EUB#=GFFB3BF5\"!IV=+$M!F.

*MHFF8*2=""%!OYGHHP$4/-)PSG9>_%-0R7F-/$T]B'M+RTFC6HJ/]64__RB.7< MDM^\M& T-0H .AVH+PV3)M-&6V^!S 5FA1MA0QMSOL2[T;WOIX,<>VE6N_ M-&(8-*

"X:"]:!D$!+5-=.)LXKZZA%JSH"YM:[#*_(1#%L*1M"=WYE"(2V MGW7A"H]0W3NW>AME&<'@>WYZL05&ABY"X59.=EG8S_V1@P*

*@?:"S@=[]EXU"2J$&UBQBF>X:+.2H3PTLG<0/,/+7S M)\7-?Z+R:?^[CY M2>)Z.-0">]+6BO=#Z=X@\8AN@8P-'(<,H\/8S3XA:H/B'$-WD,9@MY_R*L5H*

M$#U[%DP'L482);"1,!)SG1##VW.!]-*!R24ER \5B!H6E:(]@MJ2(J;H%:% M9/0V3%P4_2D,J;LY#7T8=6N"W[54$ QT@/6(9X!R+%HEG"!!HJT=!KA8GTY M5%FD2M;F+?R PA6)MAC-

V3+^~"=V&?VC*K[PS.&[K:I#C10#80/$Q&'.NS< M^FL;'VZ\)@EZ(MOX/%+EAIPXHQAPK'F/9D(-=72N>HJQ>GP&2AEN6[OQ^Y(F M\.:2!C'AM43X,Y$O*%2PG;7=]^TGNRB;A5%D5*

K0G8.<@[B &J'+2>@> M%7H[QCN]{^KJ<3I,3)#O\037>;KMJ(CR3^X#@Q>NT9XZT*-NQL=:KWP(77A MLBJT,9H)C5S5T0MMK+\+J:0%]WX;K.GN& <66]O^%-2$/;3%N]/X*B-7*

:Q;: M<-3[@!XC%/28M)OFD 3!*\LB;*D?3IXC M>*1<@M"M:Y4..)UW4/%X8%],%=]===D?N]EF8^=;/ =4YVJW-]?&F"X_SXK&YV= M.8&P)W(63Q%'T'S+R;3-B1WT!@;-*

&&6IRXSH49WNNK@G=V0 :W:1[K8 QO"KG M_^N7M9Q;S_"KYR:HHL\<0QMHVZ-TN(X99J LY 56!7D&GV+#:\P[6% 3]#-@ ME#.0:X%A_%P:P]RO(A7-

*C*GB;CKM=%95D;@TO_6=LT S{<.W5\HOD6P!9>DO;> MGK6J8U?%8!#91U<^UU*2!L0]*VHZ1*-$E_VR3U S(D6)CY"P-F$;Z,"NZ5!C4 M9$QWU'Y-#8"7VM^(NM0JH\I@PUJ+&<-*

W9P?LLXZT->Z/(D?L_K@^A,298Y&\ M[S>YV1L+JHJ.055/!/"^R2)YGP821RO!7<>==)/;CC_A0U0D+'Q9DW6-6I]T MK'&[9-

*746)6KK>SG!N(/FHX7Z%^[&.1M:,O[%IGK,B+6]\3TOJ6]_7&ML'71 MQN(75K/*JA(=Q]3D9E-R1BF6S_T^NF%;/]L21,'3UK5,WMI-U\O Y[+%D=MG*

M,/A,-)>]NWGX>#S7'L|>CU"]P\19'&["83/!HK7!DI>O3R'^P.!GEQP>,JF M%%\K]U,YH;(RW>@HR:$==,BP.C@5MC'-R?U5NN"N?;CHM7Y<_6@OC4A&;-6*

*M9,4N5'0'N62C6H^@&"*G!QY9;Y6T*YU9B(%YWS!>?,LX_VDW\R(/)2 (QM%T M,(MUI R3P, ^-]8$\1ZV/;\=N =]5I/UD8@)Z++EDFY^USJIB75WB}^9'*Q%U*

MWO8,_^7\A:X,^<)ZEC^W,%!2NTV[?!.ITYV,R_-K($--3.5 13P7*@JN=EJMM/Z&(:*X76 MKR/9>H[NX)L&9=_Y\N6;5LC#*RHL!MC;Z[*2*_+KE75N6'$*-U@@)R2O6\/ M542 2I/97*

*[>+JOQ)O?)PH(D!HI J:W"!I61?&Y:E;K]!*9<5TNSK'^-=&$ M-K@AS:NT6>]>0B 'T*YQC[VS_BH%9+PR[6!'MSVZUS*T^.Q:2:/P04U9\[F@ MK*.]0?4Z7S<4(0+*

(BL$*YM6!JY[B2ZDZKS;S%E15:+%0Q6G?"V5,)K5LGKT MW4\4P-4Y]5&?]F1VH>/.) G MHZJLR(SXAM(2^.K,KJ>%\3_ =WG%D\S1M>P9/_,)E3$;P$TZ)-\?'%Z?11*

*MV=BSK>\1.%.C^-XNLJ,>76X9'I1W2"U?,()M\I=7PB9+)K&\CE9QRF)R M]@*CZ#R4I:PRZS$KH1/*!LL)@WM(Z3W>B4RCD/G3EY:RDA=Q-ED$YS&W)V<1 MK"[KK3()\A?*

>Y=5?/T1>W7J'^ADT\(!_"M4TYU'@']ME1BPGWWDTQ>LA[!+<=LV\F(MO)EUN)ME5T;K]NQ(8;1-GSSRG27DH7Z3DO3F3FK)- M#'SFRP[$F\!?!E%L5>$K_- Y8:!

<1/K/L.Y?7M4[DR\^[SCW8\AKHEYGXF(7S!\ MG7G<.Y_Y8J3X$:.(*2Y]['L%34+E:>>UG5E"9=\D5%:$\;_F3TNW?.AM[0JP^OG+,4[ZM;/\4Q1LB "&1M+B,&:\8F^ MX6'FS+UM@<:6-

*2;5?;=ID**8J@KQ/ZF2J7J32P,W9["" ,+B"O=IS?T#W,UASFV%(9-.XO*X26UPS3M2JQH7:YY9%U5;>]3EW M_^"RVSN3=278@"IC6\,TZ(+-Z0P19?'3O")<<5?*

*Z\LH|^+2H3*2C#JH]U8#K M*C_HG@Z'"*L079IIF^927#-0U0@WD5%QQ+*_T9I.U2IDU2H6E7SA71$(PED8 M)D\B!<;H8"2KRQ)O6,FV7,*

*<1/YF]T3QO0&=!.4]K4\VPJ],NRFFKR21<$X!J M7>MBYK)&X\IIY3136$8[MNE/O=+HOYKNO MHLP (5K]FS_ETD \4V;D,A_((O@J*O;XM1E%I4&*8V$YP)S5U,4CRMQX^?,+*

M)_'+MZ;#63-O_Q1OXRF"]-%>.D2;ZJFBQ5?T40)L+(U);4,QCUCQU%[A+C M7A)>J:&55_CR.(&#HQ5/.:_I@*!&KC*:@>O($H*G 7A'T(RAN@*F-J .*H2C MRP8?*

*RC"@]*YBNMO5!SWO9UA2/HCN,&.#,DQ6:U"IYY_;XC*,>&1&E"F\ZN), M5<(;/7:\UBG4%P^4KLDJ-G%47>>>R^IN_N&!:ON'CLI2;82Y@+N ,#/ $^;8& M,DB@+I"1Z;CJV*#,@9+*

<%H:Q-P.\&RO\BP>.:2Y-_R,"[QUBN0PAM6^IYTK M>2M>H810F/B<4*\T=(O;E+2+4X >F(?\'#**XPS 8V(5Q=@:RE2+B(1Y7RI M[*!<_9J>,&:\O1:R.9RET/#P#]V]D5_U^O?*

%"OTJ7/POQ8SUBL^=J5$HW64X76!¥$+/RQ7=(O 1?=S@K6K MX'X<^'[(_+T5E((;UMU3U\UCWP+=WK$AVQ1__U#]JNO%H1[9KXFOK[H]!A M*;*=8MX'/8#K\,F/5[VK;6C3J}=*

*(HZRPS9BG?Q*Y[@L[7AM:AGC)RL>8+EEY MOWC)RCZX;H:RDND:S9.@[7,(IAS=V4G=H_QP;I/-(:9K(&8M+7_!=%&#,'OF M0V.%GQ?=8@^(,O16N,5+-E"7C7P;&3Z)'(+-*

XC9L$B=LR*-@ ML(X;GTR5ZMH,VU/@K 5P%4VB^)0E9?J,W +81BA6ZQ"$H/R1@V&X]KM;K_* MC/&,P'!N1!^)QDI*@(<$PT!CPW9[2HSQOLE!H[$:#30:;*P^-#;[=J/Y7]3*6*

MG!P!T&JO10.!QNI#H^N 0VWQT+A]6/?1,*>++#NM^HKJD^>E17:?PXI:KIF8YZ MG9)2/B\2G"/0&,53T(C*E!J&,/)O2& X_A(AT&G8C?[%V]Y&_ T)#,=?)@)Y M[4:K:]C!2+!\A@>'X2P3*

*9L]V6HU+YP>35,OO\.ML#>AR-3\3CST$-*T_5G) M1'H4FTZ21"?-,F>H[YRVW6B[Q^"L_#S*97'5)<",P6*#Q0:+GXS%+,O7-%!L MH-A L8'BTY&:RX3BINTTUE8[,%ALL-*

*A@L<'BsV*9,\1BIV\W&_L+R0\Q%J]2 MUO3.%!"K$]G_%/9M*55')CS\-&>H M9]VNW6DZQV&PJFM:@]\OPU^&_P^*?QNVZZSMHZ@P>]=..O1^K?GA3H&G*

TX M&W#>-SCW^K;;W%]FO0%G8UP;_#;X;?#[6 >C^G;#V=_1T+/&;[T-?_%ZX_I MCZ>#)\NO@E[H,M-9X^3\X,[R0B;$CU<3=LMK4>QS_0V,"Q^K8?U!M]0_7->:.M-

*\.0/]3DW>Q!'.$=SMDXNO$#,0G9]!J?YE?8%WM5@1R9WM2!O_Z6B3083G5W M]&&-1_[-)!8!M9SPD*7!'2_?!IKSW\-I@?WRQ=F6$0\YGZ?=#[#+_.)]S>Y_ M3>K?R'JC?*-*

/C3F(PB'"SE.6)O#9Q\ :\B?B5/E;A\;PI2N67C/ID)=^EMF M6LV&1+?BP1(;F]BQ46^Z\/""&2]?E@TFYO36O=!AMC9WF>E _.UF>JD59\GZ M'4\KG:T@!H"W!+=$-

*@!FC%)H/YQ:PSBQTA"_T(K'/6#-)7S12ZLVV)@SU>A:R!&8%0Q_#A*QX})J-9??07^"SE./C.PXT M@4F!3' 46A _@1_,M K+!B-(IQ/L$!KV8I%2TW7K&U -&O:XD_,4%)$DRV99*

MGIE(,Q_(8D459M138$EE! M9, =MW4+>&'.IM#8'4XC\SS.?9@9T"\4|#L<#S#N=TXCRYO$96?1=#6!ZG,J M]@&=78^0'^)--,Z)HLT$0!BE!#%E M$O2 %T,&NE\2VK,"P"-- 4,#:**

<3LB(OF/0P&W"N1PB?(BZ M@>^6"]. MO\.\H4.BU;MUI-5_D MWCV.[;I3[W2Z+^:[KR)O "%:_9L_(?Q%&=WYCD(OO'A"T#ROQ3[\\@Y\4O # M4#]I2W5&O4FKMBJD-

*5QU2*X"'0^>%UB0 #K$%Q)ZJD(APQQ'@AP &N4,*RO# MEQ:?\D>K0C3++VOY9>$U2%91U_)CV!27?*'Y*N,=@ Q M>[@B-#/LF)5.&C8 MY]#L(]65+7WSB5)A/!F3ZX49G'H+35C#%)!*

{C7T(@-XPOL4\CT_HE-#C6"64C5U.!8):M&T*F0V"0(#BOE MG,GTH1&+,!%=;O'.E8C,)X50 27;^F7 NLU $4.>B46>_M2/I B#;,29:JT7 M8*ISDDUDGC@>G*

*C*1.N4FXQ8$G)RK&TV2G[6(8-N$J*OQ^!ML3D\SCY;OGR M?,LMCR=Q&*1Y,AR'H<3CP+/ YL<0)_Y8D64Q"EPRUZFP>",JL0H)LAZ(_-/")[*)Q(-R-J#*

*MSO4I*SKK)QM7)R'U^3@8_;*CKM:ODV!$2T[2=%SDTQ#(<'WHK=2A/-$6 ;$7 M&K/E]>GJ*OSPWE *[/XHCG_=B4'QC &WX 'X=330B:<+ !X=3>%QB^*

M0>S/9"!.9=N1ER5T> Q]] #S6&ENE RR; (6_;?"LW L%'&^'&H<\F1?Z=0H MM26/F>&)Y#1(,SQ':>'91+=Q,\|@$GD<5]%?G!B?E\R'\Y%L9H'QB_?H5;.X(

*MK'8\6RUC#S((@4F5Z"Q.$AA", ,"62_AY;^_>?/YE2VGO###R$31/(Z>#$]Q? M>I8.L\Y+YZ$CH P,"(KE#W1 1)Z'RJ,.LMW"ML,1AJ#6(E)!^LQ?)K@Y-'>^ MP(3L'8@4&1*F*

*(WK@%@VAQWVB0D@'T;NJBW]]=QC;CQ\22,IYS7 M&,V\]=MI:@(O%G{$BHZ(D^7IS(EA 2O)H^^@D[&[Y0_3C4-5,LDD"B H*10*

M0.V2+@+/G=]2E#N"3\8R;)ER;Q0!K6ZGT}_2=K,E%K#O;#)P7@99A').5@<`M\A+]YPTHH54PJ,C8HUD/F2>/]$NPP@<.<@%@^")4.EI4,2-\SBJFH72Q5!2+!O2POOHV*

V<@RVH1N9$!)X\>" M=?%D&W?PG2](@"=\4-'3%S G4.("2ZWD53",,]\4K,S61-]$1:C PC[](N5M MK.EYQ)E/<((?:53 ;XH-N(UJM42^WFM;5]-'I7$O?MCS_A":N.E5*:IY+O, M#; 46L\-*

*}EP^CK7"UH49/%)) '/%8VZ]5&P+[B_$30BDVN=;/V'D%YP$M,AF M-:ND::863]N]8M98#?1, . .>1K+=">2,_&R'9_6WCH#T"9 DZ(A*O9>X%EOPA*

M4+XT) ^^+K)U%WG6NFT9L.VW(;/{J& /S3-\E<)'K^1U:R3PQ2>96-$QC\P@"P+EBX*>6YR;\<< MUDN*@<<>9@%_$JPLH8J5(:K,W2UD6M/FJMD%Q!+@K"@/&UVLAF\99"LT_A>

(0+K3U_K[FR6WE%)W MK6ZJVW%>E+=LU43EGNWK%=\Y};[3W^&S'3YIUCO]]G&Z,I,ZR4D]{,508 M!7WU-W2YC1(^D&B=__2-

*K&TG:VMOC3:R9DPA(UG;2M9;/(/*C6SMV_(F*W#1 M]/: *$/O3$SOO=Y> ^DGN>D2W>3+2M;'=]^:.5WCF9K-Q;O#U6:VS=>P]5G M/]OMC;Y'XZV+]EVY=(33@A:73F4]H'&?*

9&)8S$+ ^N//Z^]]'X+ M"E:=55>1((1/BP"S/++YS'_8X[HO]2(/20A*(CJHM+A=NS-7SZ)BC'%((3 X M<'++;7#@,#C0MEUG;?S\E!G#X(#! 8,#3\8!N^7TJLP7)QBS-^[,5L?$MBED

*M99#[,B74 '9!HV[KN(8AC/R,Y3;R;QC"R+]9;B/_%\<09L?M^5RVC2H,&J2^ M3,$T2*UIU++<[CMEI,])OEOLRI;_5:AMV,-)OEOL"I=_I="Z=&8ZZ}>;V]N:A*

M43O5]]"^Q2GX9_:""\1F#T6MQ2QU@4URTU;G+ M<]$2S:[MMMQ=B9R?I]P'3^:-G0%7&A0S*&90[']@HUK([[,4Y9 ;%#(H9%#,H M=JHHYMKMWMK:30;$3F%K]K21<:]

<^>]8&N8Q./E9?Z-XKC,V)H)M&H:O=S, MASYEAMCU9,LK P0&" P0Y$*PD1MZR@QA@,_@0&")P//1![<*?/#7G*X-NP MIPTNA]A6W>B^20/$3Q2\BPC:F:C'V=X MW_*

SXODI5$C;A#1G"-TOFX[M-AK'X,#GA'>S16'PQ^#/">)/PVYV]G?8W./ MP1^#/P9_-L:?7K-OP&>G?5GX+X.9T1}/\U:*OA_M;E.\P:-\.0/]3\(.>IKY>PPIDX^C&#\0D9--K M?'HS8;X?*

1+>E2$@@1Z9#!O#7WS*1!L.I[HX^K/'(OYG${]"6$QY2!2/@O@>< M/;1XG3/BPVEA_O+%V58%"(^3[NU'6\Y<7C"4O@611#. ^VZNU,[S;KU#5X-(@^ 2W K'D)C]5,>UCT3UB0)

*M@<+0P:1SW0?!*M9Z5(2E\/#1SS_3:29'T #1,! >#$@=.M'?X'8,CQ;0!D^ Z&%0^'@JB$WC^^%1 MH@PT&&>IB+/$Q3\$3^X3T?)BRD*I###D?=_'!NF7E.-339!&R9S9U*

*1IS&K[]2I]F0'!6QX9'%)W'[HU!O[@(16O;DW2'#JW1600&$1V6,9$P+\6Q\3{IG];_/TZ(% ^DIC*PJBS6TM QY5 @^4S&$0(L!-O/!MO6\?VWE\"<*6C.!-*

*O'J>HZ3%+UG0M14CI1BT"H:C$/! MX##P";Y>"]DTSE+HYX'[-(),/I}&H-U[H#V_^(9L(?BTX"#*@J68XV@^4,5_-MYUG>!2(8!&&03J_U]\L2**F[5K?>[3@ORI%K-6,9NGZ]XCM ?:>_PV<{?-*L M=_KMXW1E)G62DWHDF;B_?2[Q4E18E(_+2ARYD-D"?^"3'Z\Z5X_/?*O3#7H> M2VC5/XG=V 6%NUG>.=H#'Z4]\'[1'MB-I38Y\W *I#TYJ=O7=)}1Z-PU0G=N M${^4R1K}?%(\5.'9;@P51C]?_0W]<:.$##R1:YS]](VO;R5K3R)HQA8QD[5NR MWHY8=+OVUEDC6\>XH*MJ!O=>#\!\6KAJZJ8Y?MPX"L\'JLY_MP6LKE2]/=5[3O=S*2NU4_U;650> (3&V"2I=0/X6Z V=84Z#7*M]WF M_JYR3\6O6GL&:!RBRWP8&#X$"W;S><3149P^" P0&# T^NGJNP77=_)B^>)<P(\C\!8\,^HY3Y#\|?_+GWNNQ[& M,/)OEDV#_=^H?[/A]KP.V'IR.0:H#5 ;H,YKY]I.L}(WIQL[S8B_$?]=[,2> MW3$;[4,\S7)?I/@WP4LSVVK'W%9S>_OQT]B=ZGMIW^(4?+1XX02-0>FUR*7. ML*D[)Q8. .YXY W=*-/F2/,)>P&"0P2/!T)-O-$3YDC#!(8)#!(M\&0DV,R9.V6&V"L0''PS]K31Y1";JQM=\F>0^(F"=Q&!.Q.96[=/:K?:^TNG M.^/ FX$9 S,&9G:%&==N.ONS&0W,&)@Q,&-@9N%P@.VT]A>L/F.4,;N(^V.Z M7WAJA;$P.<$'0W.W[+L^7&&-P_(YZ?0K&T34ASAM#^TG'[<4PG<MG/ANMBD, !D .CT ZK?M9FM_9\\,_AC\;?AC\&?S?=>6W>@>*E1_KOBC'5WX M+X.9T1\WF)"#AU6? P>%RLZH;TN-(2+O+;!>]SFFM.GZ M'F0YK7N><.N'7K_N6M!>&,21-8P3*QUQ*PHB;HVAK9&P>.1SW_K*)RD?#WAB M-1NVA3R:L M21(96'.EI\$=SRR!E.8UNQ'O.J3?Q-$QZSAI2S!4<*/0)V(>RDU&Z0CRPN# M""".2I&4PH:.>/Z,2#,_@ :(?H'P8@!$Z!8^OPM2_0!' 50($B*M-X+UE\-I MELB!_^0GOT,.;.1."I] A_6T$SP4YPEUE<8V+N W\;6D'E!&*1 NBS!_C==7B & P7 M0J\Z/!S"<(GJU@^->C>?F<_5"@!QXRP5T+4'K0F>W 6>(A$0760AS7W(N:AO M+W.5AM4/ZPMJ&X2M),)NL{(*,%VWWMX#V#:>@K {J 6,9I-A 1^#L$\)>@B| M9H:Y!#<184(0\ B1[#;A$K7DLW_&TYC(\)'{8H3#VQ)\"_^X J_$P?[R: ML%%M>BV*?ZU6 U<,'.K'_H:!HA#]>UYLTPY \U/TCDJ*<\!#;)Q)= ,)P@G9]!]? MWDR8[\.X2ALU041KK7O<1GXX+8]T+U)\T/B\[7[M7>;7G,U-!VY2_T;6&^6[7&K,0036 72>@F]\ M9ED:W\P^ -.0/Q.GRJTN-H0I7;/PGDW%S=7KG*=5RYH-U?E%8+H2&Y?8L5%O MNO#P@ADO7Y9S-QE6EW0UED(E+84-%E09'$VWY,;L,B"XO7IG7]Y8LV0+/.:, M+76#G)*S4%$W",>@"2+4I%IEZRCDM["VZ-O0N_!XQA,5:>Q]KPW@:Y\6"9:; MS@SKI5_E:.6 ^%799=KH"_$=D"8L\#BV*!.)?D\+4PG<VU<\%3)TG+:=K/7LCM.YS'8 M>}3FZ=3;C<<69<K9WR:#}5KV_]Y&SPJ9I%[& Y^;;@@UHN9SPW8.6/M'4OT7C) M;K?BIQ8:K7>H?C^'T+74/?,V 5/LFUOX;-$VT,_-XC86(1+PH,B,#51_4QT M/\AKX*#T6B VG<=\A,+82.1O=`I!L94-XH6QD$&H-_!J"%Z(#. LEZ,E\U8" MU6H6NPRY0!6##9J23\[AX&?K9!+3M0S*&5L%##*P? 4GUN,C"+87GJFA26SH -. M2W5 OV^WVOC_WC&J,7"U^-UWZ_Q(<[7JOO5;UM.95C]-M%2R^)}W3+X3/I,R< MM-"26\I,RZ3,5(3Q+B9EYN>,,@2*79C?,T RRB(P!D65#(IWI-Q6Q$E&S-]M MS[35-1:IG7K)TK&R"9Z&Q8/"*'5G6>G,J+-!'4YX& ' IS 2 F;!3GNV.D8F MLN$P\ (N UG#+-)+!$$4 -2*!*#-91BPDC\!0X#"!5 M$2QH(XA]^AL%_%183YK[!$$0L<@+RAN4^<"8#Q-!^QYZ%]ED$B?IPLA@@MCI M/4O\6AC'WY%(.FIM/2).$%T%X=WT&X2B.^2(%GD\21E,"\@A,RD85Z:R5%D M(9 -3) {0M^Y8,K70&4AH+[MN_0?7&]@NLV;2$?3/P:P84_ SPK2A,#R10Z.^ M,.1*>4,X!YC2?1)'M[)#,DJQ$Y^39:H6<6ZWUA)Q'%%T#=C\7J9E>6G=>@:: M!OO!8=G*.9,IWQ3:$0@GD?))G[G$7GY8PQG#T'RXD24G.!!EEI1G%HA\)C,6[F^("XI M7RI:Z}:=5O-%[N#0U:.=>J?3?3'??16Y"0C1ZM_\B?!D.N'@@&:H7&T+7$[\ MJX86&W$%-!\"JZTQVE8'>J)P%+CA;FB+T4TYVTN@D# <4!>YFK,;J).+ B8+T;Q,'@RH\'5>3(IZ1C/D:0N\(J W0%UABM14]P](*.190.7W#T Q4J[@ M?K0T)AP02@A- %;X,3$%#>B/9LB5;QFQ32F-3J]0]#&=D[=*RMDQN8+090K'< M8\.((PJ9H'#QVX^29A ;PT(8! ,VG6E(I\@N-D2FVX1L(I\JRV,X\RB<:6NV MI !CEE(2+K!HPF^SD(&Q@!FM=I%,925R5X6LAJ..@W7(*-T-PB3QNCYR;}(MIR4"O/,(")&;6)I[SKIV?\K#D$L/$9@-_$_0KU0CQ7#:Z4_]")R&?,.'P$7 M-V 1\FA$AV#R2 5:H%.1\K%D* [#2,+RA77@,DPEC=0JK(4A@L/ M',HS#XVQCUG'KA(XX@73FU>%/P$S$7=LR^Y_ODL0@9$G)25>.$;(_/1 MKOC]"/\E0KHD//%4ZPJ<$4(^B06XJG3-PA38K@WBH RMX$Q."LPJ6=TKH%Y&>AM M+#M"\2.Y"X-;%9347.S1D"_-)FR 9X()(W[;'AO8Q-4\V4#GIZ{HI?+.WN MJ"LXV*?[RYY[K=&]HAPAF&^% ^(H;6 M\4A*EM;B86T2>\AA*_E)QJ_90/! (IIF6N?LU?K<5@uI=EE0R#'MPNY5H7LAN,.R7&(;CX/V51G MW(JT5.>%MO_D#J@$KEL>3V*T%K6OS:'%>!QX%FI@8"K\L2+4-8QU2,9.'N0I MN1<+7FV^ 8X;WH6/*/5Z;QG!AYMR7H0;?,)A)Z5T28Z!S:*E2H+9X)25"BB$&ZC@/KUJ]1&H24[0K#NZ6"@RD>@B\% M)HI@KXY$Z>@!)A#2OA7/F%\&U$1Z**RE@Z(5D5 MF8KS @OOR^E;12V"V0/NKVPPU :IWEK#[_+XM,Z.5"0I[]1-8J1D0#MT._D) MI:1KI9L'>-J,$KQA\@FCH@7%K@WF=-/0"%MD.C>EB\DNRDU;]R,>$9GD0KT6YJG6F.ME/G.-2'*9- 0U43399^NA$$V+1'69 MWAS?_^> MS4I.I:[\Z'8K HM(V620"9_SX4$4]PA M$2 B 0@>[<01TQ$G,'TAP=R&'ZX%#N>[BDS34E*2MT^U+XDC? {6CBS1$-P% M0/++Y,,$/PZ7L('E1,\-R 2""0%.F+2R1 'UHN;>GDLD#@aA+ 0<'!$H+8W[$P M(R96"P-/D39E4]?6.*&A!C(V5BFF\H:ZI2-RJ00+-\1@L=16D@Q'O,D5LO/ M F#.)G!D2:IB*\N)A;'3M6(\#UG) @:51+@,$ HWJ0P@^9>V9!R<(HX89A?&^.EE7*H,)*GD, POB>S UY3FL$RTA6TGB,AY"T M*LF7N^C*0$>LT*@!:8W0"GM)D? X$R 4XM4%')U0))OQ>RC&0(Z-" QX!0.F9$ZS)MJ_F;YV^ M"T0@->ZU_OYFR772U%V[5^_W>B_*[!"J;/2'?J_XKEOOM7?XS-GADV.]ZW3Z MI?\=!]MZUSV?^3UR.7E_LO7=Y$O%:9'#+NL>R@N9+?`/OGQJG/U^,QG+T-L MU/$N1&'@;_L1DDJCR6TZI]$D&S!-J{EK}@:>B/,56=[]8(6XWEG]$L/D= MDZ= VH(QH0$S V9[C/7@-E:6F*E*8-81Q*M\Y^^D;7M9*U!9&W?U@%]JD7S MP .B#+TS,0_V>D'Z+SR5X9Z7JC+ *ZHD$_ATW/ .6!';(=MFZ\N<[_^U5[J,> ^)8],*1GXR,[57E2BJ7__TIK{Q7"%Q=QX5;$&PI MVQR2A+1U\2RR6>XDBD^9B3:? ^0}GQPI[%:>7O9;=:Z_UIVT]\P0SVRKF4#;YK;:S_KX@K'5CH70Z_?Z M+PO#M\]J.!>4=YM]N]?O'(.I\A2(RV^KB[<$#.PV'/]2.,:-+@C\&?T\,?I^O8S?,^@IV7 4#:6H7_XI'ZBRBR ML28C\$PK++)RJ{(!SF93\ML4ERVG=,V'}T&O5^_IF9LN7Y?JQWD:$YXK',9TK MYHOGBM6ET$6),5FKE2[5PW*MS(K+PEC>5/O#X[,K[?R;N1%Q."RR*)3T2,W M1W? KKO[,EO5I[@5<6\LFOZ\4F7;?>SH>"#A/>]$)5HF2Y M)2Q HBN EHI2T;_ QM.86O(?:R)$&UUR3.CDDI#0#U+4CQ8DI5A6U03 +'_6!Q=L]XH#\[']46W M\BKD$IM1[_0\# ([I'K"!1KU37 6>'\'\I"?K9JD6\GR<0*55(U[Q(]X_FQ82Q M&> VK+TGL:.Y++#V&_)?QTDW.12TZ?1\Y=15C!4B>C!>FT2RF4>;,>+#B$<>(L MYH8](55W*)#-6'BB!++)# J?(0IW.R5XW Z%FYNC<+]=;^X"PJUZ;PT(;XIK M3M'.YHCCEKO?#*7%Z1T>@PUS)&78LKL+PPXS(F.K()X5BYU9]?S97QE3?/UW&VZ;Z?J5- MHS7)D\8TJHYI5/:JADN659]'K,_>W!RP3QJ/,4Z>K=M9/1>>6QX=Q_8>:V2 M?P^1^FL"0K@WMT3X,N<1P(D;'\3K^BF+Z^N8_+>7U2MS?8X)B7@E!HR#REV<]) M<((<5T3^'L-9H\D#[KE,$^Y[0_IMO'_,[)VQ M?E=6&(XZLE^^_?O{\BHRVY1WP!YYX@0PIR);C"55RWW9QFW.+VRA9 MP%M.!P:LQJO<9KQ'-STOS 5_"W]* (LR%EKQ ,8D*_ZK:^KP$A@*GQC54R75 M\X:C[7.4%VYM& M#,V1"UID9!L(\".*L($O-#D,*/\<)V/+.:=3^E:N**;CL"E;? 7[*A7 DJL*D M0GU9'U!}/XM-O*1G'RW*U?KTJ*!;Q- }XZ4,R\I[E4*\4$HN#T9ED%&-&E4* MC;Z- KR%2-T)6;1*/CLJ=X.D%O9>1+2 MEF4B)1P9,/')I"$1_?6K]?^,VJ)KC4K"R@@%4\[;.M--W?,O^V=#M4^18]C:,R?C6B2+ [Y7=\]T5<>D=RHK8FZ]0G)">2ZC5&X@'B! MO&.)TVU**5>S63&:NO4?3A0G:AG%WI* [NLF3(VL.Y8$<4;7 ME&9C:=?EUP ->$AWV@,AZ#XC)F)Y6Y*T*4FY! (F7C05=;R]H#1:&6&YYB$B, MW]'T"([575<%6=D E)QLG"7)%\B!7B)G@M;8?JF,3"&22O2E='+R*P6+>%T M-11,R<<(,9L@>^5;5O(:+'F17-UZ(_619G.\WG5KEKQ.+YNWWBT1G\?47]_X1BZ!49%?Q A"A?;!T>.^,S K ME<01_GZW4:55TJ5?^7<^B4&/>'F+%+%XLN%D(>"WQ,ZT;56@7_7S%0:PDP MSZ)(_B^)9+(+=UV-'+X?0UI^7W_X5?\HF BT/U+)NPWME_3! MIY^^XJ^O;'W!+]TQROP[%5,IF-BSWA%+,HR.-.1W(Y2U]:1M.) 0K*K2$=& M0$*2X;M S,HKFG4^2WPR[(6$@WX3TR- WW5)4V/$$!9XAY/4E9D]HMM=B\LI3L_D^/7%[C MTEK.&/8HHVML+=U$*C<"!)6C^0RD62H79MVJS*(H[BY@LD V !LK M7P=.7DD %/&E)0H$8J&(Z3+?R%??M4[).2-K-Z>*F- D2*3-=^4IE"");Z72A M*5F MHHA/BW??%[>$S%)-#2K<8P+OGI;"B(#&:9!=UJM%X.7BE'SOK*D@$*# M :E]>@CYM!"..!@C'[+-7)C>U4GCY*R[OD086((QX##LE4H"DLP2<4WDK]E^?Q[0)Y!#D^E3TE=?=A6W->(A@4H41S4VA%$$Y+3R!T]> M?_Y#%^\#+?*L])7AD@AY6+M$#<$1AC51? I=V*NU3X1W,2*0;!-&7P9VDID\W M+<\ODC):QX#MB,,1+D=#+P;M-L;1(_>EE_=P0361AYIP7J,UDFJW:GBTT-TV MR&3RP4Y*69Q;/EC7Y(-5A/&VR0>KDJV"NI;,.?:(WSZK5^? 5*!GDZ!9@PT&4 M\5QKKVX1{0:+F%,K_"BFHPOPPVJ3*>]FT5/4(IE2!#8;0J<)SA)@CY4-I9 M634R'=@E$P[GH-Y?[%#&QY?T@UZID),AM0^4CP0UTLL[RA8;07U%\WL2? QPMI M^YM4N=LNVQ1C,+>R1.Y*K;0LL/NEEH6-Q@0^50:=-N5F>W1FK)B2<3".15]$ MRL@QXM(>*VPZV179X_1G3:ZG3?]9 G96X/[X%?P71'C] M#*..T5B C)1T"?$'-!#JO[\K"=4,VD? [**WR+X'X7C4K],*]X]=M'@(/4-TR MV@O-$NV=)<_'Y4 .QH.P&I>%KJ%ZBD$NF+ Z(N=-T4.3FDL^EP=@AJ$*WLAO M=+9@:4,Q@R0]N@/Y;G8\DU!_+G/)CV=F8\DNQ _EI<0=R=P$1-B3/>Q^R MA*FM9\?4U@E@*B5:QJ&T8SYC7K&/'&(`\]D @T@#?9W8D=#!U)ID& M58,,ZP6>3,561\FE8U2D3R'^S\)_(%2&$O=M2QT@Q3]2R#D!&O@JPT8EDN'' MRGM,82%4MZ#<)]P+AD'A6T+CN4)-LE!Y9#@?=;B>QD11T(T<4_/\[)QE@ M6.>59U'@;,6-)FT'K;7+I@/1 9P;+YA09AGW,E*Q,?@B'D4_?7S8F-,/;?1 MTV,3/.6:H=BTZ8=!NEIKEAS "8I2+4G_);)M*Y\88H5KUL?{K6HVF52*7/- M\5K/'78Y!Q*7"-K"U9!,$TU??R=M+W3*1S#R>PX^<,Y@Y,Q-9-3=INU:91*! M'4!E*_*$.NGG05<#$8=92E4:LD2?VV#>*.!W^6R@^43N.^*0K'CPF]SK$T0) M:!5>1T*4.PCQ8++)*H),-STPYXLB*\K@TGG@J\[_<=PV L76.'G+=*(D]\&UK M QYQD%%+AKI@X4;!A#8G8[#O38"K\[WF4N)AD508!M]Y&(SBV*NGHBLZ410A@:+RYB_US203%%O/ MFD'EZ@&_!;*T*Y2-CFX*0F.8)BPS*?.Y;Z2<9F7Q@-;NL;>ZQ2"OK3G.K(M52$50D"U4-YE7:=*9M]9HDYTGK1OE[8.,=E!_5%EP'@H8SJ85UVFP2CG*4I M3*;&NX\)\7)Q"D).S+ M],M0O /LH7[G!$+]_^:WH+<^R]HA(\XFR%\MV^H_/#^JJ>*N:+*02TF&# (9G M\LW026F9K9]HBQ++#])B<0C&6>SX,7;F+PSOIJX7$)J7OT7H:<$MD%&VCS/.0 M!6/P?I) R)W438HRU,&FQUAFF'N2*?9MR]CL7'^J!PQ%D57',$J&"\.OE=,-OHI\XEHJKS"$1N- D72!, MA;B'[*Z61QG4+$2> Q0/ *W4\1FSZ#'GA_UWIP [.'VMO6S7%W>)5"Q"7> MY+*XCA1DP556,HSBCSM.*6[Y6)Q.O[!MA1':E@Z\Q0'B0'NLT. >P((\&N4 M\%LL%X[!SZ\LE$? BWO^>!. XOQ:G&1#Y?Y7*1%E)!C">-B45CSAJ?<,XXL\N M=R9?$^7N'1\RRE;[%?AGW_! M??O)) P\M(6??>1,1AJ*W4L4GZ5/683DZOJ%E];-[")+\HC^2IY(FEV1V6TV'J M& (+SGV^FZOPVNLV6[?6CV'U?1],PA_;??; PX_='I/ M'2KX.SN,JE@,I$IAY2(\0Z4E?S\V>Y++!ILL-XC\4)>CPGRJB(IOOD3Z?'O8[#.[5NJPM+ M5EN-6L_A[5J(C[!&6T^@,W'9WGQCZ+1E'Z4X0ZG88XTT0G28Q)V\..OT^Z?:.M ^9VNJS'G6%GSQ"ZV6"/M?1X.5\0L=,%4=IWE"8 $+##F8.DU.K# D@1#]/+J MKH0.:Z]YC5(P,8E? {@G2O83!C*DAO>Q&#TV2+_PV4R:OL* M^X]5V]T>UM_UFK M4^^Z[.-UUZUWW!T^.]3[_1T^Z]?[O>.1LE_O'K$WX)-FJ[GNN[^^3I-Y,E2: M" (//]\#44K]=2RV'/RP'H45^G55Y#32TJ#"AQT(E^?#D)E=F\ S.)+6H1&UN MMR5*+=+W2U!C"3+U3L),60#DS0H!2 !>8XE5>8;@]PQX,J/Q4W^_S&/]>4C_ M:S27L]%W>8I0>FM(^S5])[!2MX3R;:1CU-ER5+88;WCPDL"DYNQ.P08@;= MX),?K]I7>R*D&K$1O8]*WH?(BY-)++*M36#_"]A K&K$C<"_SZCDY[NK*W6&Y MJF?*B? X'<'KF12^C]O/[!X:Q#6D,:0QIGM$CNG@U$2=C8\<8[GQ-[GP'-K?A M3L.=1\F=)MI99?X\1](]XM+1MNIS^72;8<&)Y*!LEG12=XYNLI$:OV)NC-[MIPVS1@FF, ([2=_"*N7[^^O[^O"^[5,^.[U\2,X25;E]S_Y8EKWV6LM=.M^/T MG=YKH)[C])N.VW8=U^EW6NYKO^?TG(;/'YI.?92.\[AR#=JK0<\)\])K+@/\ MJU=E.%R^*C1V''^LY4_[=-55PQ%2F+=;KS5B>&HT^0H8^.=N8UGG+/S%-R6B:J>QNH+X[(9IVAOU/I:,]AJ M>&D_U.J\=MO&93, <92R_ZO/26=+&N&S'UP3:SEKP3V,RU:I#;6OZ(R-XM#'-M4LMO\ I[61O1IZ=O)DD06DZ;"D(W;#P%[KD)63 W0#64#) MDT$]I*>G&C<.GS&IC,-G>.GD>,DX?(:CC- UX'KQTEK0QG#M_1-M<=$ZHY;\G5 M'A]>$U'#\VK_E1MLS^*0%>?/U(&SMZ. #ZWW#]S+L&RX]4G>@3.?]DB5ZQ/^ M>Q8DJF 75;IOLIK3>LGH-ASY2]N7O]'ZG84:Y(E(D.'+8WQ? D3JN]EPL1.Z M6Y8E Q9Q4?OT$/*I]09OOQZ"^]=PC0=W{M)A:&-H8VAC7 *BUO\9 MC^R9/3(32SEKG%OTR-R3\\A^#B(6>?"A\V?-Z9&[=^1\CS. <,=;/NF5N3);E7E2_T3%>E&%H0QM#&T,;0QM#&T,; M8\8,+^KYR0]>E&NJ+,&ND4OJ@;H,6\:+,@QM:&-H8VACS'CC19TL M^9V&4__PRU7//==Q M;LCK"? 137S_U8YA&%*<6FTPX2^ ->O$#LCSS:%'J4N9A9746P/NL4RHGE)V M*RR6<(N/!JS'>AQX?7W^?3$DW5?=+*%A;T,;0QM#&T,;0QM#F[W,WZXU7]>Q> MU=>W_S#B;*#NB5[5- _801_%X:KU_@*<"]Y*^>B, ^9KF;90AIF,S0QM#&T,;0 MQM#&T.;LC6OCVSRS;],RHFQ@;@?:O(UAIM9G=KMJE^?EIALZKPR5#0<:VAC. M&-H8VAC:&-JJW5 MV!S=]!YF.0!WD"? YW^OM26J). Q_;DKUZGWNET7SR1*)T]TH1&$0D^O*M= M.]6[K?PT+7'9P:->M>KO9?/$(H>9'")T-B:Q80@QN0_@=9$-.M?!H/7\?0.OA&@$;"$03J57]4-V9+M=2S1N&5!: ZY'$41>##TG=/W38&HE M?,@3CKEO002-LFB*@X3UL>@8DCP4Q+TL"=(_!*\&-#_(^AP#^,&=Y85,"!2+ M6UZ+8!]K2L8*X&.U(\0>SQQ MA^?070?&J1/6+[O,K]68T3? 3>K? R'JC/,*FQAR0BUX3*4O2:Y.E\YSR]5/DC#Y,8N,2.C?K3A8<7S'CYLAR# ZW M__%*P"LS1(N=N3(>[EV@SCT=Z?$UP]_UV1XMC"\\N;,KU_>?]U$-Z]5PXY; M'3W\N3%165JMN*H3F1GW,M5-JLLAU:3K_9LM6'>>6'(P9Z/ NG%F5Z^_X MP(*PH$BI&]"OR'?P %A^=#/@H'J'&"Q(5*EZ6G4%4YJQM-7*,X@1FZ<_K MT%.#@GD.V,$N)$=@#IJ#"3\54B((T!@A 'CZS50_G$&:CQXV/Z-[,H@"OU M0G\ O!2RB>#7@D\8&C:S5C&U?36__7(7B$":3M?Z^R5[*[*[5KO>ZKPH@[:: MIT3MURL^:] <;K>V_:N[T5:NSP1#7;4,-F/?]-HF!6VM*/H?TOV?;GS)1A&LY M[DLC#W2#3WZ\FN^#UDV9PSTR%;<*_%;^N?<<32$7?POF[].QC;UL?ZNTI9BP82#'EV)T]%?8V%6.\IL-/Y M .0!Q_6? D.>C@;/$0L2&(;|\O8-%OG6V[CVJ HQ2YEY^3(/*"'0L7T7'!B9]E>&@PT&^@H8JA MRNE2Y52MN!.COJEB>6ZBF2T6X1\5R_"V6=_P(\A>0.?)OZQ#GXR &%HHBGQ/&[S-, M+'.*^'P :<#QO*?7D-<'6ANTTYRQ16.+WS M[:=KE.Q46,$Y?F&%O[X>Q/[T;__OKZ]'Z3C\V_\'4$L#!!0 (.*B"),EN ML;E[HTH! /;E$P 1 97)A<7'#CTX?SZ^MO_L=__K?_^+^.CM#%U? 5G]!F_HE,W]5_PA9^X091D,4;?/MQ^_MA_[7V?T->G"2\<9!%Y&;;7"8HB/TG*;/GS$Y\>'U]_=Y,^V$2!5E*NDN^=Z/- M!W1TQ(F?Q]B!GZ,+)\7HIY.)/[\[.CXF_[\Z/OGIX\>?? O>'[__]#W_\P_]+ M_OKQH_)9M-W%_M-SBKYUOT/P%>D[#'$0X!VZ\D,G<'TG0 ^BUP6Z#MWOT6D0 MH'OX++$'W.,'Q"_:^9T3?$N^GA#&1.O$33C\[&YQL'1?_Z1O."HZ=Q'7H^^'# MCS_^0,;-2=/8?\Q2?!7%FPN\=K(@_=,W6?C/S G\M8\],K4!ADOL-%!^3=8B M3'[RTO@HW6UQ(KN#F7M[C/(OH_CI_GU\;@U]'QR]/&'HQ^.Q9?8]8Z2[%^ M1[])L/O]4_3R@? ^2#ECYH+%QH2&9D\)H7G^@8SGY^/'XP_^ZO6%K+AH'?OAK M_=A)^Q\^P*\?G01+?K%?/PCRB^(@R"^]M-B64_W]!_9+M:G?,@:R"U:R,>08 M8$';5Y>W" [/-2=T(3CY^P&\I#A/_,8__QM"=%?[FVT4IXAM[IO(MI0-LF27XUY&8JB/XT='Q"=EOWQ-BWZ"P+,'L$_6ONM/>2].R.QV[Z7>_.#?<1CVFY3*.?F @S2! M? [5.2_5X;;86XA*"O_1?!WEU'M00Q_PG_7@NW!2';8..9X;^..^EU[NH> M*0UG89]$,/_,/#!=0(W"VBSH^/OZ^^^1+3Q*U\I W#",$KI+^!^XH?,K1^N M(_83\C.XJWZ*HP"OR.PA^,N7^^^NVE^E#ZKQ%8;39?8#&'^[)?_XN9"_QYVGH M78:IG^ZN25?QAH[A&^23)[U_(O)OSJAAQ@U-MD)#[CP]E(B7R68*]9?B?]_;F AH(9NZ&_(#_C%OTO*ALA9[?9POI(P K&;TT8J<<2I(T8>?2LI^.Y]R1N6/->B;C"14A(0IKTLP,OU M59:2G]Z2@6VR#?WEG;.#^2?KYN%XN:7/:OC$OKO J>,'R0G,"=J1=FR0$WHI! MY KA$6+?PI;A7:-HC5CGB/?.VB#1/\[@ $B.0)#XE@^U*]?ONTCWQ7'GQ.2# M9YSZA.N!MTB15L>.^(6'PE8^+73X?I4T,8[VM99K?O;(;XD47=_\R(Z'?POZUC%/%??G_07E$[_.^(=? F^/6QMCYJWR_#=CHWS[T8VSOM;MI4^045?]W$F>KX+H]0!-J(-,QS;YPT';!/I^%/W6ZGW.4-J%;;("Q)GV+M\ MVX*T"-1)=$*XO,L!OW@QG<>_;#^P.WQ9? N:_OYC94TY;22(T[6EY!&GCY0. MWI>YW_$\31),!%R1!(ZGOKGKMJJ8_F.J\L*))!*XWV)^BW1C>_"AC]]BG&+ M1%)MU;%&)Y4EXB103N-]B7IJ!V!;(?H5IJ9C,HG-JEY#TX[%^J$J_0.= (X@:_M8@9C0>EJR7J>*NJYJ$]*[%<=2_*[ZOFAW[TO0+\%()MVXZ?TF[$N%ZJRXK!1 MC6YKW[%45>.(0HR[7!1R[RO8;P6O0](6KYRWAA53?]^Q0E7K!OL8T:_2%Z3? M@A#U!KR%=SA^>'9B7+LHY38="U.U61 "S"=)2"!*XWUY.E6J>QPXS,V3[E.Q 0M0]Y5Y&V>[3K6*.JT8)30I044FF]+U?GB\+Z8!ST]P>EOU$WXYEKIE]O/QO*^\%C-UF[#4 MJD"ZM8$K#28K-_7\2#;=>[:^Y[1 M:8+8>]]H(-N^=_XPR%3UOG_L[H[[$:A2R1=RBJ+_X?_@?+SX@3<#7J/DS3V MW90(:.1WP[?7D%X[=M\@8QGX,]21B4R%!3 MNT? B5=%XKH2W\4Y3=-DRO =#2TS6C[Y$A4UOIN.7=C?M%?8GSE,%QN0:.HA M)U4ID)TIA\4?XO>]I\/0N_=SNC^5CIU3M2TV[YSW!]*(N5A>#W6_Y,\&]ZB M^/2%3#/\FLQ]0MZ%1+9JN(T,]]:QM:KVSGJS=>%*JF\BQX7(8) U]9^%-IWSQ!K M4E9)D&SJKR1?RJU5$9A3'&S_,O0B%Y?X4.^06;S"DF.BB8S]5[<=M M=TT^$@33C](R<$4? %FE#<>&]+[=!F^W7'&I_SW7$_;;7WO2[-A05;MOVP6E M]#J-S7C_[[M'\Y,&B>SDG]!(5(FZBF(&8GY-3CH 4P]XX_8AW[&G]H@'+CQZ M, C*A*#H,X##M4NQO&^MPZ+(]Y? 7^K^K&,O-,8^J-IZ M#=1H>-]!G3NH!6ME'Y_BH60Z=DG5/-L*Y_)^J6A[,!1$E[U?C;[?MB_^CU7K MJHH4\[[6.HY_*3]%E0:W68&F4>T6C#C:G.?< M+M=#MIG6KCKV7=7N6[O0O8$A'8DQJ+(P8%5J382%6T+ GWW>BEIW8A+*TCVQS M$(V.O5.U"S>C.+V_=%H,=$4@IWTVP#Z?=JQ[C?VV! _UFU]M^_]8BN@B!+QF MM-K B5WX\AZO$?^KNB=D"50_3#]X_N8#;_/\"8)O$*U"_=-SC-?]*RS_F_(E M%)+]TS>)O]D&O(:SAI&1OT,%L"@\\E@E]@/'V4C'|*BCC>.'PP=={&-FS+2+ MHPW>/,+XT -'7T3 RVF="- :S1WPD)^G ,;=0&C)RZ!@G&^=[G,71%OZ@/?\@ M-\Y:S@^=']TXCE[[3'H0Q_);('{$_T&X.?[CT?'QT0FM?_QO]70/9J=: M/ED,(@% >ZS(S_%FRH#O4LV_UL]I?8AB_$>J-$? 5K]791$Z.A)=4#8&$YX< MQZ5B;X;8K^WV%QHJI^8/A5:.YGT3.RU0\SU..+)Z:IT-_C0].O@L!F@=W." MW>^:HIAY[.X7N8sR3(,=O57>^53X O^0AFDS#?0,,I8?;&>>BS+ M? J0L<344KV4OOO5T9FIF+&3LM\^6M0%8VEL'Y)WOM9T.IF]^!YE.MNZ[D>R, M8^3YU)4MK&52J0[&TDD=G.FXU[G5U)NEN=DS&6:OF3B(MB6^]TP#V8OO@VB/*

M*N=I9/[P#D:=@5Y!_QHF8H]^S+\[1L+;^[XS!CL?:^;VC=0>-E6']3:-4[97 M'++.8W= Q[9>I![1M?L]0[T)FC\O1H,Y^AXC"X,P/Y.'!2/TG:(AU"WQM_EP^9:"0XVH3)=AMJ&1R.#Y3M(2
M'P5S8H4>LRD&:0(_>));EV$;H8-O^P@_)&-/\1/L&-NG$?1-A$TRLHM0)] Z_2M+LZQ>Y&6A(MXD]0B'>MTC M"?C8R6/B^>'3:4P>E2=1E_I@3TD7R"%-[+,_^-
,*I4)]]+QYJOK0TYDH)\[W&W?#U>$:[QD35].2J8U*MN.)./N5PW9 -^C!(&U5@(>+M_;X:E=3._'S3XTQI7W M#UJ=7K0F)/OONV@'$K8JNQVT<'6?
CB,_'#3\5AJ3NMEUAGEHZW!2,S2HC)J! M"=0PGG%>)#V^N4,IC_MZ:3QF WJP9?VQ@?N^GSW)WHC,GRU-X%Q]#YS6[LS/ MSL' 4WWG8V ']BTW&N^>/:E:#R(:A#-
T8,R0ACYG<6+XT3OK-3P"Q"3?D M;[PUL-X8+O$#FQEH**G[*7P@R11[Q1"'XV%/@8N0'4=NH2GYMY-&-:GH/>-S MX">Y2YO_($]N)&/#U^2OXBYAO* Z4@.JIA;L8; MSVA+
<(.3)"J=K,LW,B3R5F&(_Z IF-&*AE(3=AIF;F\RHS%\%SCA9V>#+PIX M'R5V2HT.'6SU[H.?_/WTZ2FF45/+]1I#,N(=T<'*,]O64O-X*G[(ICND][66 M114A/![VV7]2O^3+2/[Q=Q:@140+
<@P3W//0AHWBM4,*EFZ>2A5&>[O E_O4]?G=B3.YC& M.=9M+%VD1UM6:>5G"M=XD[5]IGMCKS9:L.1,A MZ)L*8!UD6:^R./1!5JZ;W^Z/-(_R2_(I>L%Q2 \D5W)OHO)7OMOB;_]X
M?..NPVU&!$(8T4FK -/VQ?R.0*?./9RP;I'?>80G+(IWTCO0?#\W-]8\JI*! MYQP4ZX +N$228?^F/[A\V_KL";X@+W"MGG(XL5&5<8R+ QD;Z^W4/1I6/1F.FQ0V0FT&[F-N3B%YF
MDSA5&"7_RIDD__C[71QYF9LNXP<+1VH552^@YN?EB"-'P\-M_X;+1 MMKG=>"8_7D=RH?_W-GZJ1-TG.8]"(RJ77),*KHR"0!1X:;U;6H]OZVMWK0"].W>
M3WZ]BC$6X1GW1$CED42Z]_N^W8_KLB!OC,OB400NQC._BZ,4/*\Z/SN83>%^+&0)@?BHF$70)CX=0&H]MN!O9K7B1 MY1$%]*Q?;K9!M,,LW_TNB]UG"$\,G$:=X2!:%CRS#Z!
#G'--A/0//K+)/4W M%)&(/E=\HD!0H^&@J^?FB6SF:#A1S5R"#D .R/"L]\?D\=G$WG^VL?>.G"> MZL;?UGQ62JA&;7-$9P51$)9K%OEYY;C4E%1T)QTW\-GGRW$ELRK$;D4T>NQV
MQQ.!B-Q^B>_2FZ]I-@QV.-HD,L/V+4Z?(R\W>(-PI8"ML5_@]G#40RA9$G?. MX7EHD,BJOQ]O0Q>1(SIM TW-Q]M,3AP2(4+FAM#,D:;M4MM6^[.5^BYF0@T$ MOW-
W.LMKH;;U^M>K\ZM).9Y%X#H-UV]2K'M\.)Y/J_2 EIY7U\TV&?7GE&IR M?")WR!G4X8 \KB9/EQ;:XVG'8L%D]F9'"%]C^Q$U8_$8)##Y/-E7]:9V*LN] M">@.;0V)FNN2DP-HZA#
(!FEP$ 86T0 C/L>U\:W]OM0\WM5KM'J.LL0)(99V M]4IZVH&#D&H-KV2NR#D7@>C-VL?&]V_-GQ_TU:AYA3:N):GU[I\L=I!#NW\N(M\18I>?BP)\0SY8&\P&O?]9MFH,>'HZ?
3M40O%YJ,]]JOUVI=7+8OR#7$T#(M-67'_MMET3R T/P\+%RM7F9IDI++D.RZSUF+VT!_/^.]>M3EP2^+#NFIONT4 MW('<18DS]3]Y&'O; >%M!2_-R\W5@WP/("
;FL$3JE2@+T$ZN_4B=.UYH@>GVD> MZ:#,!FB=L>^U[?#B>&,[AWD#6%E:<]LFD5J#R(D.5IWDR2KK?V#24Z?LRQBOHL
MPW_[Y<>V?:K;>$:FK+\GIZ7U%!2@.R=>QC2>BH7QB_'_VI 2E, M8V[=/,WM->^8GXD<1K;C[#]+M?D J57 MR&!<,5W4)X=]D?OT_AP%8+T!UQZ(>S$0&(J3"W@;?
ERH^3]")*Z+5._W%'[KJJ/T>PS9WAI^EF+T]ZVY<3 M"*&O#2FT"[#<5G#K;%7[3@GMW&*W16 >M@>I#*^P^A_X_LS;[M?T/CZ1F2;CI")GM\.&Y>!WMP"G!@PJ;0EL+1]IE^;(M.
<.QG#HP$D?K])4< M\U9\@*ZO+(1"D9_=XR<_(TQN8MB[*:'14-U$YI*$'&'9Z^I]7B6QBB,A"+* M]*GV$*[F]A-X5>KE],LW-\@\[($SKP"T7WXU^[^WVCJ:7Q!(WSQ7W4$AO?L= M,?
*-P9JHC.6\J A TNG0%>1V,,$)Q#@DUR&/'L[K+E7BB$/OG,@'1%\E@AO8 M;IAUOC*FK'N+.E?IV3H'E5^JYE]U=]/Q!(J=UN>$][+QEGWG>[LT,A_,HJ7=D[TMBS(B$/%ZG.=A :3-
RM,@-BP](W-AG1N466U+; M%U/#G6!1MXH5(I$.TS:+Q7Z$YJ>65%.^C<:F5_L9,8.D)>&M593H\^7(B?+2 M*](C%;[<5K=H26OF7459Z#F-T19M+:VZ9^]A(]<.L?S;T5;X$R8BN!,
3K*W M\4,?Y$$PJ+0;H+J^&AU7:R]S6L='\\/ZR-%*NF$%M=#7G3/@_Q<9PHJLBK/% M6>J[2:&V3_.A[_?A>&&'HLX/U/SQWR@@8WNP8?,'X^G+U7KE%0"QX@_4RN;M
MBJD>VF.ZZ-8LI;79%2<:C#A(%?FY!SIERP<3L86)L/%>!C#9>+3!?WG(H=O. M\]L)+*,2R:V?'>H02F.>#IG/M8_JU/W=I'(BP) -\78M_I?.S\9;(U:V,A%U M*YV@Z\IN^V*::GLCBF!SD-
AAU,:\XI4\#)&&4:L>-H$8(#7?W M>&)X6WF=YN:32G'Z(4:R8'=X\/D>7T]$]\S'[+GQ]I+?9&GEM:[M"ET&XQ*%*5AC:DI<]OA \^@8YHWB/J%FHB? /(CBW:U/U),T"C%-PN;:?[VH M-
Y3:Q'*J>L="GNWJ";2\YB9[U'V=#_0SWN,MB(E>0Y4>,WT82QW+H_7RPH_M M"6&U7^B^8$HP44UFAX[&XX*3*9 X??#)ZII;33FCRB6[K=Z:B&L^)F>93].K'[+'?V W746?
8O!PLZK*=4>E_0-+ MN^TB<&.W'917+?1FEJ.ML?R..;\C>H2G=N_&='84)NBUZK[MMG\S3Q^D"=_CY%9UC_#]?2B,=]\FXD2% MV-9>#E3:
<&046&F=R#=IFZ15VWX21[;W[3OVE=NU1R:P-5JAY6X=".'F*>A= M5^(AE$8UIK(RY'=0AKPC<:6N[?CX60QPLUZ)_ARQ^DD>U9>35<0R(N3O8=-] MCM*_X?0>N]%3""A$LHX-
Q&T:ZIP97D0DXB$/C0R_5=3&28%#S6S$[7(PBC MY6/-Z@XWCJPBX5A7O #--N >7XUGEL<>IH6ZP1&STAC+9],;('21$*SK,I5[?:);_(Z?'*+)L+0W98ON,6H\):]ES8-K
MNK<1E!D6[5KL>B3GLTZ8JCO6PPA.-[BY*4*CZ-<]S=+G*;SCNXP\<9^)N(@ M*(50JPDK=SAV^P(0]2 S_F.0G^&N_)?63TP'R=3A:;2U-*.[M4(8-%AY]O]^ M:LE$=-&))D-_LV?
J4.G;2;*F =VDA<[$@&F:Y-B^7XW'#O=*^;AG9DN;Y[?/9_!36;],/'=MLO,2M>SG=A/I&$J6?L4-^/#F.AI(LG-U;>N,>BMX[/Y M[0-NUW">\'*MI*VR@!0SF -]NM1M#9#@M:(H/?5@DK-
,-<,O6S)P]]G'+^!O MSO5\F5!7:R$82G-\4Q(SAW)[O[BMXI>Q[J97[Z;M M NWX:$H%2EJ7L[G]!"I\U-\XJIU'UDY2HF+VK*:EI1,KB:1]WN0\L1,DQ5K1 M71=MW8FCM8&?2D0E#2-
:/>-&(*0Z;C50G5+:(5VD-DB;]F]&K):BEB\X?7'\ M [0510#?#L/(HVR)"_O"MB%H@;N\0E-ZD^6,=3U;K1T:>Y$MWNT4L6\P9NI M&$X; NH.)34>>H\((8#"9#3ZG9?SY,6.KT,BBF?,?
T2&D=3_JO4AT]J%YJ7O MA'B0L38R[?UZ+>NALO*H%9>(3LJCBBN^YSOQ3BGCT%%1K;[]F+42*$)''+WX M9"[/=E\2>"@9E@%4'8(\=G8CM1L"#R
T@<)/<)C.G10_00Q!,VKR'A]J/GRW MY/5_)F\B]?^_X'A';L]FPUM+:^WQU2S/Y]*)@YWT5RIRI\P#JX^I[OWUI%+: MVU,QVKX8.0]CY;SM4ZBLY1/-^Z@"0K4,(8Z6_,U_P3(W5V?
Y9AG'J MDY-6Q/EBTA.T.6ELTP90IX_\>,Y6,A _O7)<>GVV(S;6-9VHDM56$JG/EV/> MOR5MA^=T)!P2NOD2[OANC&P/_L<-D3%.NO(]"FVG$/D#QW=?_W;OSRV[B9DE
MBWNJ6US$Q7::[^,\3;Y%8ZN[:?M].#6EB*ON+C-:G0%.':^*G AV#7;L*H$5; M6(CQ;LE18<81M&T=@T0S]3(OH=&7?[&=+9&
MMZ&B_W=3U6:JWLT]/K0D:O*Z\P^[S6,4U(B8Q=^/FYQ1D,G;LB^*#76']M!W M^()+=Z//E^/EZ$&VONI0["HBTO+!N(':
MX!@EU#5@(QU,;CP@M!+,!^2$1Q"=16ZB8'>!4W(]$AT+[DL9Z-4F=Q].;[P] MD'L.ZY"4KT,%F[1IW?!5]9;3>!0+O&AZ?-:-S[\PDPV MZ$4PW+C<0E,$5*9A"_Z!"W?V- M-
X4\!^X";R%.JHGQ4BL+2300I+5_#DWI*]U7<[KR-YCYWZ]%S&3+S=S2?#P+ M3DE?*FE3.7H3#70NAM*=X744X^8287IH?WT@LFJP<9.<9:7O<1.SNQ[_4B/= M\<=*
(DN.3+@,Z5Z$W9J(6.+:../^7QN*;RI;<[ICG!J^&&T3?$G@Y4Q2?T/N M@*:#4&IDQ/Z0<+P0Q?:8"SE=J$7[DIA?EED;%.G/$;G :30$+31+-]+=6[;
M!V"U&H/,Z'X@YXN(^U%#98;Z=MJ1K=7(<##"G(/#B#[#9,Y\9I&XJ#EQ>W_^ M=>WD"Q\\SZ'74E[=?+^3BMUD8*E[A&[R#RPC>ER^D>N6+,!G9].&ZE%H9K=: M"][R)T$^O>?
P9N!X"W8-&%!MU-E^WUI)2>NQUYEA3)8%RQEH=/[I[65*Z5L\ MZ+,]);/[N_%Q^@1F6I/IO])N>MZ8SM38/E^.CSBC%@UO2YQI;#\%).D+O(VQ
MRU+#R=\#S)%\B2P=ISP[I'$YFHP-NLA;>KYN\),3\/#/ZCK6M1@?00$F:1R)\<>OREX<[\E.R MK[=;\<-:(\:^-.8G\=?BUY208NDO0:61>U:W_'_@**:"*M&:X5??UJJ S7%G
M:H=9_;WM%)L!Z3-C6^BZ8OD/3 '0?A>"X']R3AJ2BRI8Q1 EWSCIS8W'%[/I M,W(/UP*Y?WE>?Y?(7?N-Y@D^(*S35-SF<*].*13\ J+(&P&(FUJ/6ZQ$415O
M.@"&F]N/Z_R!"T%)HVC'M&W[PFI2U^4;C4*A,\E>\1JYO;'I%.[Q[BO;I*/M M'GL9C>"Y#O\:Q;^NH[@^S:;SF_%U(:702EX#Z,\^&3ZYZ]K32/>C,7)=I(YB
MBH4V4\L_J\'2:.!C#P+:DX;B;12# H8?TT3:TA- ?TU; UYZ?JG;_RR2383+ ML];E7&DTM5($S(!\8)F%\L?FDE!.U9R27C61#J$P/[V>_N=G=C;9FK16X-35 MQ:3L5I=O?I)B"G#'# RKZ/*-
_*!)EMV/AE6YZHK<%S%'!RIKE4VM-!^ZJRC^ M,U-2E^M;"#U[=L(5#KDD0J-\'HGL[/T J+OL(7K[T/P&_053Z :$L&58_/)I!]V'E+)$W71+_\RZ'T)^-[Z]*9FMO;]?IL0\B,".!)QHB3M*
(JQIRM],9&8'H%I,C MZ>4G <"AI!$<\U_@-K"L_>GH#O0LU\!=$H'B$U&>4A G>*&L@65U]R0YOJ66 MUOI+;@"8\KA5LFS[0K[>^2D0/A0BU^NN?5T!8U&!:]/I+DH'])6
M5\SF"*:2N2BC5.L"^[22'N_<5FM@M5RY3:W'/1<53-_J_#]VFU]+._(>0ZP= M^3G]X'#+G,"D-U.VLZ'Y9&,-NV?<$B&%D &G;J.OZT5A\N18*=K(G-JY7DHRI>XN')NX-
K(>])6#MH#;L>MS$MX]DLK-KCMK(+274#B(SH20VCNVE^ER2P<9 M=)WD^2J(7F%SD+_F*16A5U/>I_=)&DQ6]QT&\.&]CGH.8(7)'W T7P@W1.J_)[N6/&:@%M3^OA6$:Q#)
M\;%L6J,=BHVF%_#>)67U^-!P79@6S]3D!+&!*M^Z*NZ8B[0X5KZ.FO[/C(M>N(-NR-;LVYXDU'OSJY;KO@#];ZC:GFU/"C4BJ.890P8$+S?E^LU;I4X+ [" MB(Z5E.P1
D"/Q=%QJT67_K4/D96Z-=B3PO@^0I9I49-;05V>7\+H$:HMNEW&D)Y7Q)5@E64]& M3G=IZ#T^'6\=[Y:MWIS\]^.#);'=TA+W7M=RNB[]X:%[XP4-CGE[IC16YIS<
M^WX[4%UM4ZO"]L,S#H*N\/%"HS$]* #;0938-::E+9P ''0=8##M'UF=:_** M7'ND5W_-P2L[M)RF]B.C[W3YK8J-K,XP7]9[O 54W?)7K:L#L>VM?EL8TFX M^@/"8\\
(CE:$$LLCF0Q^79<9K;G]!!RSW&VB:JRC.0>"(_NF1&S/V(2IFN>8NPV6X!!#! M*%Y%-''B(DIHF"/]QQTY.%4V3/2@F?_/T8M#E)+DCHC9&^>TQ0'2T")L/;V(MN$Z#2KHQ?
_M]JQOY(7%"YQ;'3SCNX:AN::T]4=O#\2O9BP#0Q[>HR-HX]3QZ MK3H!<];6C72O[Z<)ALK*$- ZIFNE)$%G//! HB:ROT[)1O%HL$54!X5*72@= M*6%
[D)@G=&&'$J.'MJUB2H1&QSF=CVY8B!FZY*#+K(SS0@ M%.#] /16A&CJ *\:VN>H*!<^LT- @"9EXPF'[EX1T'O1F'D<2-?ITMV+_J3D M,(S"VX@,I04RI*[99-+$2D>1%5-
DZ8QT;GNFBW62F#K(VOL60=V#@.X2 M8:6XP[_Z*5&9R/7J$)EG=X&A(G1$^ :D$@@4HRE%A^7Z,G_R)AQOA8GV%P_ MEOTR>6$HY@UO<[&YE-
P]0_3WOH!NVKI9+HACEV802*C8%3@HOT& MH7>RN^K<^F%[G=O"[Z> X-@J?57;C:?J2 O]G>-[U^&YL_73ABJR_;X9D14A MW! I4&BW^#-.\RCH5517ZTZ^)WG6=%?
TH8FN1KR^JC$B[96OFS\8.1%#&N+! MZ U[M/79;?]F\K+29_R6KEYQ\(*9C6^@T%0A-^H$@+]\:,VW_C3&L[Q0& 1J MN>L$'JEOJUF=/0L<]UFC;#4TO(T(W>Z5Z?
O25^%RL.%ET[^__M4W)?D%#2=MBC>2K/I9%^TF"7JVXX9;+ EN^&^ MQ?BMM- .GJ *4.>P]8* Y2>S9['N[NG^:.H^V:[LC;W)3,VUMY]/;P+K=;;C MDTRC:6.:9>*V56?
K\^44HR#VCWF8L.&S$18\<,);&A_/5&X*#P._=0*5$KQR MAYH[=70]4^&WC 5G(^"HJ\^I5=*Z &\#]OK&[NU+9;PCZ3^%=&^3[5[!]NW, MQNSW\8@Q#@EVB%X-J4LYC"E'16'>
(FI;I1$ 1'ZFX-Q)TG*-#*&H6]22N*L\ M/X&.VG_)*'M*.NA,0#"-F%'-DX02 R!!M-7\56NA'/*IAW_% *J'^1=<1# MYJ D.Z^JXFR9GX9*EMR#>%P(::UD,%2>L_*'H"D139-Q7^]UZ>CG9LO
M#ZN8:A'*Y=GJ(VOY0/.T7_#R\(!'Q+R,4O4!/X=Z0W+4%,AC8=%Q+9%U>FF/ MIVE1T*,KQZ4O0XN^6--PU.1&3%]Q%B3,PU[$:K!9IF71DFY@@ .)C<;\9YS6 MNNBR+!9?HD
.>I)/P5[43LT=O)1(T/ M]>J_'I#[OK2G8(ZD[]UYX"1)/R-DJ;UF(4#)U&5INLL0=R3[=GTR_B37V6U; M WKZ?&EZXO>=]6E-N5*D](>]RYK^,#8;18FT"1.._K(-EVYO,I/!Y^HT\#6V
M'S<""L2.&#\3R<-_P7D097/!M=QM_AF,*ROGK2UH2@?YJ<@NG4BD=8UU!UZ1 MR4IDP2AA;FLO0-7YC6[8)KSE(5C)[J!8.^(:*!M&$F [A)^#EKPSBGD:8)Y)+>^$EZX"S!>%$^X
620SY:1_$1#)K\ MC T;B7$OD ,C1W+HB+1%;/ (1K] ?/P+E"]#M$:2!R280+_D;*#+,-MPX^[[M0M4=R=_L:O4,OEZQE-44'W@:6#<+)#M"M*<%DGW!O+#>4!HAV1_Z)25SCM9.
MD.#93X:ZXZHS$D!W"*L3$LD)24>9$(C ^.QL>([C$':!$@)2TQYR4!HM^H71 M,3;3S/OX]!1C(EMAX7ND-KA]Q^[Q?&PFH_VG)HVJ.*H"2ML070R E?A9P#
M00W=S80#=>N/LA#E\GF)%LF54T4Y62LRH&:.@]^)F=*I%TPYDO+WIAC)??.G MGD?:@!4X=8+_[6\!M';(-F-4$2>[0(PP(I01D)X'0\&HO#1Y.NJP^IDM<- 5 MQR5C$=2 G-
!#U)XC)&"D]#=?G@/)+NT \1XHNV(.E$[0+ZP;LW?)X2Y!\<)1 M#(%#K0% ^H@"G""U?Z0, #WND-J.#P+142B/.QW'USA7I4M:G0M7G3.G.&>) MTF[+Y\RA(9!
(#H*Q(:!2#>%ZT6,!"U#),="6ZFC070XZ!$\.SP50)BMQU$SDA]@!\@H;8WSEQNAOTUE*J**!DD1\BS.OR@L$@C,(C MGYNGT"-VN+81;7RP-NS([U/#ZI,VGH,Z=M,(Q8PFN1
)T9GP4E;-6WFR(+ 7 MLHNI:?(<1A3O-$GN!?K<^(G -LIZL23%:^4RF R#N%AA>;FF=LKG* #D]ZLL M#GU -1BX17/Z<*T$H@=ZD:Y%'V;%#NTL\B4LLG938$W2GA=G1<.R8,C?
D)O_ MA9LV"@L'O^(C,,KHE^03&4 <4HF0YT"*\/9RL/40GK\\H+PC1'O:*>Z1.QR8,4 M'6HT<=4^B(P'G:!O]+-=S_-E,E Y:] 'EUS_J"'[Q:(=()^$=V8#XL8&%#= M7-FT$%"][W0Q/?
>2:$]LW@3M(X<1)U(_H\Y\"0ON.TW$SYE9*D5_R4*,?OBX M0"- MEF!,((TZ7H4S_BJ@FE?!;A"G];G2]7A:]*T[CV"8B>*=3&H=?F)RHDA2G0<7 M03,#=I1%;9R40QURCK
@;-8B58P,3!A<&G9%)Q/B@?=?R5; MI& TJ)^2_G-B(["V$P.&I6MYD#]ZY2>N$T!MD"'3 DH#^C8666 H?8XQ1AL* M?F5=\L(AUZ1]#]&!.39[<-MGR/ MLIX!YK6H5[F58 M%E-.G[+G*
(3AT8?@S#DR&53Y6R!)G(5?*N3GR&(:I4Y0LXYM?"[0"KZ:([LO M.'Z,^FU$OG)H,UMPXAL- A@_*(YX*#6(&0&"R4BG=9Y=2C(HX:0G?,(;!$T@NX%%ZS(])53_LT<%.FS M$Z+"1S.?
C$#7/!C/40X9B(+V["4BVF&T4+ N?VJ)7=.7)9SI+,&745 M1K>2T02ZFN7&+5H_QEU1&5KB0'EWVA4@GRS7BB0V'/\%J(.C:::L!#5<6).[M#T'BE8%C-,]QJ#>C%SQ6/A *?
B6QK19("0]D>9?(HE=KQ-DK'(!LLW'B'76V MRNE@OJ%/,4Q7:?K([\ B4)SH!/:?>1.(SES>@?D":A FSX)VFK*@H[MXY=G
M01M/+%"J]9*W+':"Z]##;_^%!R7]\K1#3A%1DHC0G#P3P3CCER^!^XR]#%Z# M9@39@^T7A>/-.T++=7YFB6I+-(CBF;4;+FJ2_?YOPSQ"9'D. IF@-:99DLEU
MN"=RQ8]L9D(*]R52=UC).1Z[AXUC5XS)O[F$&V548!HW"Q4CIK):O$D:D7B] M9QTI?^<4O8&RE9N+G/RM"_*WSGCRGSF.^9X0':!O11?? >.YU9!W8S$#4"E]
MS8XJJ]\]U!!&]CE54!<,QH>L+R4[=6Z*5Q@[9P^I$Z>!* M$_Q-G;%"8N77QU&>*GI)J_O,E!DU#(:?H@=VBAC5!6)T+86^:.(JZ&9H)IP4 M+5_7L48"V1O**)WZX?^)ML,>0: [-
$:@LXE)A-Y MYBJ(>)=)ZF_ >L0437Z2X+K] A?/ZKGY>&O9Y+)_H9%N M\Q$H=Q\6!YY=BJ*F'-J2<9C=^]8GJ"#HR=GAC@FE>_0E?QD>[NZ^KDD(>O._ MZG@9$1N
T>D!WS41F8X_GOW^F.C#F\CSUS[VUH'S-&3U 3+B'OR4QQ\??W]T M7%"U;WD?<^$KD"S=4XJ/E*+@XHI0G LGI0ML!(Z&1,N,$53T-E:#""^=&")"DCL< M"P^I[PX1:01!L#JR.VM!
(Y)=2Q*.%H:"#EYFP41!&\8IEZ1I,ASEY-$D)UQQ M3'T7,_,SE#SGP'QP[?)Z(,,T?*#."Z51;<)5.I#57&;&85!@CE&FX=4J;0B^
MOIDA#J,N;%C70:;GZ827]2JG1>:US3&G/CSNA"S4!,>;E[2^M M<%A6UMJOLV74:A%V@"4J[&?R+2S1DF^PZOG#>#1@W%MO-$NC1?%W:,^=C'
MV*4,H9H4!J,@KQ,=!]1(,1[_([:O*.JKI;R-/!,D=BNABO>&>%6KBSBU)$@3TO%*AV(M'3U#)@MQ+^%1UWK.D,-BY'4/'N45:Y39U6NT>HZRA'1.V%R]DHYW@)]#/:FO
MY+8@DHZHWJS%NT\Z1"GOD;*99%LLX?6_ 3P PR,KU3&65\4 M/ZF><3LQ+>8GH +JKI*6]>.-BX]!$+DR8*$25J_AXJ*A!C5UX>?)68TA7QKH M<_/WPLJCH^S12UJ*#',DQVNB6(>
HJ5HW'ZDE7S<6(7SHOOW9X_.^ZOT?"]2:FAV^\1(VAGE8:S M$,QZ]*6=5.+"N FO/7+CU'7C#!QI+$6*XA_"6_
*YD8P;5)O/D1UG+.,'*C^LHGL=:BEL,!J18UA\^A2#&840Q8%WCMN_XP9A5SF,?(S8\A?@0$822=9]^J["BQJL2&5@PQ:= Q)88ARD/D#]&US@!B19(#3E 0>E
ML5HJ9$-4;KZ:#\\8I^R)(WH<+6ET%P6^NV/_U50MBLK<<9[9R(0 FN0-Z@@9 MSA$?#Z(#HK^:_R0(CT/.WA%CCT^ Z&R!6$?H%_ZGS:S&@7!3RRQ-4H?>$)^S
M0R3LZJ7,\SH4RA# =H%=*L&C'XYI$-L/7_W,U!A@AD92*F-:(#:JKWX:*Q8Z M'JJ0H"@G_=7/0OGUKS]D5J-$&7P$UZJT(+%Q7 H&OF;<,ZUE_/R0,UI2)1X' M/HUCM[&M JF_LMA!?
T4 M(QG$G+N 1I,EU%*K@K[*#N;+:I!S23%W1!>@87S[A;'\G1(;>VJ<9Q:TC5,: ME(.]Y"J.-G6Q"4.CM@G'6]X%6I,^Q@A&,<"FLJ""- +:=H,P3'%7S@;IL8)& M6?
R4A<[3OYZC#)Z?.R+R %2%^WP>W:2>%FE#=H#H Y=W@(=&-VA^IG M4%W"3T0._+JX"_HR9@U&\2Q+_! GR:G[S\QGR?XB\()Y'1G,UC*^YMJ90!+U MG*#H7-
%ITCI=9&'GW",3P[P!<5C>=^+'!V4=O]U34ZAI"3(&&@MH1/ 4,YB M5DSQG,3IW\E][&4NK0WS0/0R(BXG@_)Q.3UJUN<$C2?<:N6CX$*J,F/;T5Q.7@.;(&XU"3T :S>A0?9
M5HN61U;/U@_)I4XN6@!+G!]'@6"E(461@B*"AY73GQ^';2FF-M>.W/VD]W0' MKGF1IT73,LBY&'(*!5WZJ&!!=(%";'RQM+)4?":_!I:"(C<+&@N=Y\]QIC[/ MBZFJ=[V;OQ&BG?
2SG'LZ^S!L-\2I;T%S'97J3SZ>_''N_'2]>K*O!23G/V)T MY_C>PGQU^OVML5J\W&"670?1*S=RU=F?C?N^S;-\N"':7G)SN=C:78RW9.O) M3/60"_4\1(!<25'X!/(1<_X8K3MB
M>4H:RM*)CA%-EV83)//\(5V::SZB@@G4HB4#8(*SV<(LXTQ0)5=>U._SU/I] MV\/VDO'\%UG(B!<)IB^)+!(\W-ZLEB>69.?(5-#"CZ5\/K(M]*-AT7,Y#@B6
M/H8"A9=Q,*_T\5+.YF]='^/W@Q+2=.?$RYA6"6(E2 3(G+XZH%N'F^9GR%50 M8(B'9A'BX&MAY+FC16("&@<#5*L#L"C7PZZ^HI6/1?@*$%3N4*))!N:#?>E1
M^QDG((\NUY=.'.PX_"L6<;Q#=B.G3!U#0%M O(+]GE&?$6-!D2=R"U*R2-(5 M:S@CGDIW8_=Z&;\?BSKY/>39+]=$>:*RI"Q]MUQ?^2&YOWTG$/#O%.$N\1\# MHL@GPZ&VN*).!W
4K8^^))A)VPNE !^9)SD.62@_9(/!5V&9'Y9'I'Y'*EQ MIJ[>_CW'^6MP9^60>'^. KB- 1@/?$[+4$G2COV$_$JM*S;0 [@\O^: :'N4 MK. CI-A]TC'&(?Q.O7]D FN:9;K;
/6;R*062E4582#1MX#(^QU4[]LX\:\X MI0'^:I:[!;^ '0%UK*!AJC".:,6*4K5@K$)XAO.HPP"4(@(FNYT9,>J M](QFR>H:?- P;DNQQ:=AZGM^D %R3'ZB8
"#PF54LH6+B;%F.'#&%'.%*),V M#LW7I!W. *,SU9$&ZB"-;Q@J,W.'SE44YW#+6Z)8K7!,UC:*=\NUR.: 9_'* MCY/T(DJHF$W_<4<$D -
P5$K2M4AQ!>.#BCV]I9B"8BS4%"%R<^@KO88A((\. M"'[+_KUE8S(;73K6S/%-HLZ8BF5-9VRESIA,FZ$S1KM&%W+&V+_Y6+[*"2M$ M-YC89];D'Q:\"A)C%(*9>:CS?
Q4Z80!A0%"9GN\)O8%X.!K]C4>.4$%+ZX!O!^.J#:XK._@J[SZ'_MSVR("4$20Z?;;1PY''E=DK9D46@,>;PYM/!:;4PNBWD\56,>K59BT\]F4.2P M-JS3*HN*!U-
XD.YBH@N(&)^##8ZY)U/6P,2(DE[(0*>Y,5= -!;!6KZ 1XDX MM\)3AK:QP:0K*D*PNQW'-3!IUF3BG[N2O$?9=8&+LIE9J2AKK20O7QA^>8CG:@8@TE6JT M-G%IHE#&Z#-
W[:&U1I0\,I8NSD)T?9ZYR:-WO[/B8M7&%5\AE9[,1>4DC>-J MY]I4O2_L\LT-,@][%NB*(-5;52G+M[@.D-B,"S]HZ2;5A7X4;7UL::S[((\ MZC&13N!F>0#KB*K]H5BA,K#\-$FR#0LQ
R3EJQAC@5]Q3S3Y(9,)]([6A* L M4H#(F?WMS8DXK\/!>?.8?:2,<<'@L6&8.3[*O869OL#D?8^+\YQ/K<)6(M/N MAE8781T6YT^=,+730K:?M0(BMJ:D8'^D,U"M)K9 >\%[C
G22+7I^:Y5S]] M9E70$XHI*GX4XRUA[AD4[1@""(W[[)0BI- MLSJ5>55WJ3*)>=00AB30T<$J&*9.!W&8TZXG'8P M*XZ"#F:LP59*:65@''\NKUDLL@#0)1#$: 0)+
(HG@@2FET/U+%79M(\(=NIY M-*/*"0!>YCKDA0V49-WAX$QY'Q3#!M05WLT"%7-WK4,TF6(_!VKJS[Q=N";] MG!?4D)QK@. X(ER[K(/Y\17LMY#&C88.F*!9'CW$$0Q,G@=R<*6*
['D@:=$J MK(F98I00L$#.(3,;S86%8L;_7S$M'^XAA_S<>>(Q(^:YHH+O/?8WCQF949YL MR PNU^Q9NG7";$U>/IP>1XE^Z/W%"SO:E=49^36*?$(;M3ND O]S9GWH([M
MY5H:Y7A'J- 3.I\[VR55Z)!5-ZXS?<9ICDT\M)@*I M/>L#%Z\;6D!G:X0T# M"TO$\98E:8R9EH 4PK9">36R%:@<+83B,P)/]$5C4#-J*8$
M4"828&08\A\OI2:IS9B_.J.;B/TDEYT:%9HLN'-K_NP&RCIJJNPJQD)=7&S MD_7)%ZFJ8<_ GG],NU38^_^KDQM\58699Y% \>/(T5AWRO[66\=.X] M3K 3N\^0]X1?+3?
<="W(LQRGO(,9LA6T!0-!_=CM('1IM_- '/R6$+VO('."DZ?M0)"Z>"$L%GW3SJ-:15'AT"L1G MQE30=\VL(_JRV11PZ/&RV'1RU2@\C-J.HOFQ5)C]\[J9LW1[4&WLL5LU?"RK
MAF2HPA(JD+Y?\@O!9_('2Q'](=8$9J;T0_4+B[&/=W&T M]M.#/,7J/6K)[7KX:(-\H*52NN2?048CUNY8>#\Z3O@1ZG,YDEW0 M,\W%EX=/T0N.0^CL/)PG@4.@,[!!T&;!$L225M:@=
[\@2'*&2A$#D!T:JPT+VE;0&'0SUY:7Z@G&; !ZD%L=1$%ZL;AN MG#G!4-5(4&1W**=I4<]I#1LK5+N[XW , %PYZ-E_*( ]9*$'4'4/=W=?":O2 MBPBW"2_EQ_KCID$AMRV0Z)1?

*MJ);B@TZ;L"@ONDHQGE ?Y#]1&/"E3J5?!O ME=PV*6+J+(CN2GEC4=V805%H $GI4P3;:%5G@WP&119%I)(CJU@SZM9@<(QC M,-TZ,-XFVQB IU]@#:/]6YTC??Z9/>&J%NAV(C.?=,2*7D7Q&E.SR49985)"'[%)!]TBDK!7QCA>\0K2%R/Z)3]H>VS;I&\:L##F/E5\@F4;(MQUU"W+80%ZHX# X'8BD*"36((?/ R+U\E3KX1'8E)K,?)_ ^V(:Z85NKIEE3GO?@,KN* M(Z9 UHHK5",C01T/)9_A9X:$1J@O*M[",\?&[:@@7S#E>)FE2>I0L)&!902D M>BZ=@E%,>T\53%K2HA1YB9,4=!8>|5W)Q$&#:_^6B,_MU@-V(S*GK@"F=Q=`7N:F&H+R*5E1H2(^HSP7%@6KFP$SVGD9U2S!QG*Q!L M;1EM\R%SPH*BI&G<1608._9?+7"WBO5#Z<9\"1)TIWH(VMA:(44>_\#\M8!W3 MS?F7+-A9*>T('='J-K+J#:]XLXYX/4L[16[,,*)X=^L'F!S^$(.U5$0#:O 5LEZ1IV D +NQ[!AM1,_4S$SN'M:W:6>BY3D) M"M.A0D:&S/!VEHS%XEQA7? ;6V#K;U1,8ZAIH*%_V M&Y]-H'4B#+L"F)8_$#_I'E.'M'=]8%IHV330D"Z+G&+X0:*TX\<).5 MG9:/@?]$!S/PK(E5AX007Y)'D:1O]KSHV4VH30I/.5F4TYT12X4HQJZU,JM8 M,$OMZ5,,F3558" VIX=R@A:BL/5R4E:/.$>.)&Q>]{/8SE/WGYF?4"S]@6M'-MR2&%GH4E=@>)GET3V27B_J2,_MG.7)#O#,\2$(Q<9\"1)TIWH(VMA:(44>_|#\M8!W3 MS?F7+-A9*>T('='J-K+J#:]XLXYX/4L[16[,,*)X=^L'F!S^$(.U5$0#:O 5LEZ1IV D +NQ[!AM1,_4S$SN'M:W:6>BY3D) M"M.A0D:&S/!VEHS%XEQA7? ;6V#K;U1,8ZAIH*%_V M&Y]-H'4B#+L"F)8_$#_I'E.'M'=]8%IHV330D"Z+G&+X0:*TX\<).5 MG9:/@?]$!S/PK(E5AX007Y)'D:1O]KSHV4VH30I/.5F4TYT12X4HQJZU,JM8 M,$OMZ5,,F3558" VIX=R@A:BL/5R4E:/.$>.)&Q>]{/8SE/WGYF?4"S]@6M'-MR2&%GH4E=@>)GET3V27B_J2,_MG.7)#O#,\2$(Q<9\"1)TIWH(VMA:(44>_|#\M8!W3 MS?F7+-A9*>T('='J-K+J#:]XLXYX/4L[16[,,*)X=^L'F!S^$(.U5$0#:O 5LEZ1IV D +NQ[!AM1,_4S$SN'M:W:6>BY3D) M"M.A0D:&S/!VEHS%XEQA7? ;6V#K;U1,8ZAIH*%_V M&Y]-H'4B#+L"F)8_$#_I'E.'M'=]8%IHV330D"Z+G&+X0:*TX\<).5 MG9:/@?]$!S/PK(E5AX007Y)'D:1O]KSHV4VH30I/.5F4TYT12X4HQJZU,JM8 M,$OMZ5,,F3558" VIX=R@A:BL/5R4E:/.$>.)&Q>]{/8SE/WGYF?4"S]@6M'-MR2&%GH4E=@>)GET3V27B_J2, MG.7)#O#,\2$(Q<9\"1)TIWH(VMA:(44>_|#\M8!W3 MS?F7+-A9*>T('='J-K+J#:]XLXYX/4L[16[,,*)X=^L'F!S^$(.U5$0#:O 5LEZ1IV D +NQ[!AM1,_4S$SN'M:W:6>BY3D) M"M.A0D:&S/!VEHS%XEQA7? ;6V#K;U1,8ZAIH*%_V M&Y]-H'4B#+L"F)8_$#_I'E.'M'=]8%IHV330D"Z+G&+X0:*TX\<).5 MG9:/@?]$!S/PK(E5AX007Y)'D:1O]KSHV4VH30I/.5F4TYT12X4HQJZU,JM8 M,$OMZ5,,F3558" VIX=R@A:BL/5R4E:/.$>.)&Q>]{/8SE/WGYF?4"S]@6M'-MR2&%GH4E=@>)GET3V27B_J2,_MG.7)#O#,\2$(Q<9\"1)TIWH(VMA:(44>_|#\M8!W3 MS?F7+-A9*>T('='J-K+J#:]XLXYX/4L[16[,,*)X=^L'F!S^$(.U5$0#:O 5LEZ1IV D +NQ[!AM1,_4S$SN'M:W:6>BY3D) M"M.A0D:&S/!VEHS%XEQA7? ;6V#K;U1,8ZAIH*%_V M&Y]-H'4B#+L"F)8_$#_I'E.'M'=]8%IHV330D"Z+G&+X0:*TX\<).5 MG9:/@?]$!S/PK(E5AX007Y)'D:1O]KSHV4VH30I/.5F4TYT12X4HQJZU,JM8 M,$OMZ5,,F3558" VIX=R@A:BL/5R4E:/.$>.)&Q>]{/8SE/WGYF?4"S]@6M'-MR2&%GH4E=@>)GET3V27B_J2,_MG.7)#O#,\2$(Q<9\"1)TIWH(VMA:(44>_|#\M8!W3 MS?F7+-A9*>T('='J-K+J#:]XLXYX/4L[16[,,*)X=^L'F!S^$(.U5$0#:O 5LEZ1IV D +NQ[!AM1,_4S$SN'M:W:6>BY3D) M"M.A0D:&S/!VEHS%XEQA7? ;6V#K;U1,8ZAIH*%_V M&Y]-H'4B#+L"F)8_$#_I'E.'M'=]8%IHV330D"Z+G&+X0:*TX\<).5 MG9:/@?]$!S/PK(E5AX007Y)'D:1O]KSHV4VH30I/.5F4TYT12X4HQJZU,JM8 M,$OMZ5,,F3558" VIX=R@A:BL/5R4E:/.$>.)&Q>]{/8SE/WGYF?4"S]@6M'-MR2&%GH4E=@>)GET3V27B_J2, MG.7)#O#,\2$(Q<9\"1)TIWH(VMA:(44>_|#\M8!W3 MS?F7+-A9*>T('='J-K+J#:]XLXYX/4L[16[,,*)X=^L'F!S^$(.U5$0#:O 5LEZ1IV D +NQ[!AM1,_4S$SN'M:W:6>BY3D) M"M.A0D:&S/!VEHS%XEQA7? ;6V#K;U1,8ZAIH*%_V M&Y]-H'4B#+L"F)8_$#_I'E.'M'=]8%IHV330D"Z+G&+X0:*TX\<).5 MG9:/@?]$!S/PK(E5AX007Y)'D:1O]KSHV4VH30I/.5F4TYT12X4HQJZU,JM8 M,$OMZ5,,F3558" VIX=R@A:BL/5R4E:/.$>.)&Q>]{/8SE/WGYF?4"S]@6M'-MR2&%GH4E=@>)GET3V27B_J2,_

LD-G^MJ MC@NZL X8S2/+CYPK[XX+L)KPI+-S@R?JT,R5LT ?V66(J6TO 6NWV7BTE$^9 M&[:>&@XPS-/G_^M?7H&EEP#22/@7;2DY\T+^9%
M964@ID9H@(4ES/@U$&5ROHI1$EFYB+Y.1O^ 0]@8.<_ZF=)R$]H\N8\C*&/E M6 [9PB()N1?H$H\MAZPI%&OFD"V,EH"Q-_PU Y2-GD2V%A)(RR#,5]<00HK\ M_EGO.*2V@5L4-
+$B<-;'<1 M8H09<=KKT\P?!S\OP5M$WBO\A"V7D$8&2D?%80]W0.JDT7)X$@9%D8_Y=])3$2Y2F M??F2?%K"^OKEQ"<$;BB E)MSQB:=_:J8-D\U1ZX\FYEPL8-) 51W^1H&;Y1O
MI<5C,:=0QFS=1?7\6'U5F<5T,X\5JP6/OY9,:L/Z^@R-@EQ[4H)^P8%^5P&] MD4OMJ"&O:,$.VOFC!K^:[NH1?>>AC4M\C EXUP U@XK/3S/O#3/Y(!)0MC_< MYV(I\=<)2?
#2T0)>KYO.M+TYA,<*%Z->W2(,AZUDG2W6Z(%DBINSXJD&\C8L M'HI2K,>Q>K8Q%]D,#SBC(\[R(4>J*6X*EGI)\0I,^;8,;^*,$RR:130H>N%] M,";M$D5H%61,=X(7PNY '/5Z$$E^
Y+IG,0\T+E!)0<1V9GW,?P;,#R\N0V3 M /PXX!^&'H@86 =4QL*\;+PPO-RE080.5JJR MX!(&K?'9\J0O!+E_ #$\YHP'2; WD+_<%KNZ']P6PB*I:H8>#C]&@J+E:>\D; MY ?$9#
<"O^HX@H#)9^3OEM0XAZEV]]R M:O%9J'ZW'P>$@TY2_*9X.,*YAKV MV@P$<&ZN+P&]J@'ZS -*YCA&."MV_"Z[.C0K\^UED1#/#TYET5\P^O8RRX<= M02UE'I90!<8X8A*4B
0]_[.7(9I@K?#]@>0OO,1./?PP]_0I:E(C0?DR M9@EH8'+K4ED^@.:&$58(MY#Z:\,SG*R&_#%XDQRK"JDF(" O)G[;!W;0PM0VR6V])-%%]W0'I:+-\./<7 M'PK7/9+''S!VB"C1:15!EM
[/XGTA*%-L-ND7#+ 0[5=^62S7_'3_1HH5S$C MH5#YG)_&3$$X,"Z$;C4E2O#_: $-X@+.E[:,T.#&U4>4B5*),O]]TUE828;0
M51A_3VFM]%4^S9CY58<'.Z0;*CV4M>OI_GF!EY*IHGR16P5GPH] M)3?K)PY1W)]GY6J*FL.C^JBI'9K%;LRY]V;^>S_%95$U'/.8C:+ANZJS\FQ; MN(.7;JWYWRP[?
P^$JUQ6UO&CESO/E]AZ&@M;7 6D86O0B]-^\J.-#*?#'4T MZP\;2Q]8="2JBL7W>+&.=RDF.XOOF*KLYQ$BJH/^.DO\XGVFZIAC@H!M QYU ME@\[H^-"JFZF7AI%86D8L)H>$@#,
<@ S"F", 20:Q_'BV$5!E_US@]D-)34' M4Z@ 9_ <8N)#:(XX_&B#. Q#&6Q2A6%)PLCDX"[:8OGI'GST?S)0 86+\O@6 MQ:\I2MX)#TFGF?V*3#3[:? 07X/PL5-8J=]-!H6TK
2:T))/R(QFX+YP[!@(Z\ S=]^&KJ:8BY&BQ0C O^SPA8*W M*+MY)VD4S<2?Y8/.R*A' T0H7O^XH634>2C>;!.T1E$:O*.RR%A=$.5$U"(5 MYB.X$"^\#T/YD=^\P+(]Q!9"\HM[=?
=IIB63?P54T=IKGV;>*H-B'L4J:"UF M[^-4L57).F0692,%;=\2J28 FY&;(#>*8:;-S0H().BL%I*H;C M@8L=Q1H\Y:##EH8V!X[0TZ5EES2@NDB6%3B\9)DO!__8@F#6XK=0NA9MLQ\H
MKEEW\$+A>/NB9&<0H3O\8UK@+U:U(OCYK>7%JZU(S'1X%V&*CC?@ KB?BS", MOT-24MR&.J$!;\2>J0+*^:I(YIG;>$C%PS3 H]\':2;"D;7%.+$5FH4C0>;&
MT&1(A,&N8S@!.&1(>_0VB"J:16!56UA=-(V%S6/;\TA8XO3!KUS1S/[R[_$J MHA1=X-61^Y$**5=+4ZM@E&& %[Z/J0%8N+&T\G^"[57L5S9"W=*)\U_W&XG\ MINL(U;6*
[H9^;_L'[W#OJ_P"$3^IQBDU-*X3IZ&6:AJ"_B-;"2>Q@T>XRBI MYJ&&DR Z+,8&MW^6+C9P[.]C+T+^(GY&)''ADY=D^R8=EC9UA(A5:G 1MN4*
M5ISLY=1,V<7^[MQMMOBH4>:+<"'K./3Q:;K=)5$ %1\;F]3:PSY0W]*O\3M* M(D(^6 +?/'*V'KK6@*]+9R<(D4I-N_ ^P M4"8<9VHGT,PYL!4__CG B\5"_IZ8E,$+3?
EF*7NZ!21G@/\B9]T4S9T Y^#S MJ=:$]![5_DMP[[W"TQLG^R**4D+VI2WM U%5$Z2TE@V3(3#7E]>VP7^X^=@& ME-.XQHQ&4TH\>"0GCKE6-C7J^N"#]_1MD"Z]\+^1)
[S4AX_F+#)*=P5=@&L. M#K:!4E1V*$,>E$!V&\$JT%!1]BF)(2/%/'E!R3MF >IOJZR-$[MUC3#?N PH ME4#;D ;91CX?9RM6'[?WLT]UOVWQ+U'&*,&#YS=%H683^\LN38LMB5.;CX-
N M3R<.'\>'I/3UXJIH+/!/J4>[K&5!"\526,JKJY?7#P*X5IQ.47_/9B M&3<#T]U3@E8H29B]60*79C\G;B&8.>SD!W"$!BX6$ M3)3.2@[-X/!.H,N$JEZEHS,YOB-J]"M,B!,OO,."U<=?4<4.
(&WDQ%Z_+-?(MW\$MEON_JG4J709P ^2>ND\,W@H1NT!Z%S7-@@-.XP3ZFCD^"_[DRML&F1>J M[KY^;R> Y0K%T^),M*B[3$X7-'4"C(//(D^J=QMZ,)^#])^W"4*Y.Q0D@7L(
MHF"SVQB]!QWG=@+1Q/R$'RN6:S:OV2R3UQ3-G0"'VLX*;[:6BRUJZLC[S#QP MR/+F"E\PPA$C>;;1CO$2)MGI@#+WCO"1%PR$#V!5&1(?\%I.6#W0"DO>T# M>Y-
FP<8KJB*RG0#^\AN8+Q9K^4Y)$-![1/M(3D(7]S//U[^_!D_H1M2W1?Y MJ]![:X"K:.O$;3Y$;#8E?CN! !"+YJMJ7M:JE?*ST.K5WLT)\,@M>VUG_%[; M?4PPNX>I=!HL"8468F6XV9Q
)K58/*!L'?NE)0-81[SV. Q\H&OT U*XLQ\P MC'4.[@I>+1'KV?CHQ$[5 N[5RA-)6R< N?$22+B08MXH%]""I?!0B1JZ\%9F MP1)1S@Z"=)@K",V53$PI@B>SK8L3.R,R"^4!-
B2\2*B@:._E!'#U![SVO)>E MXK\F^$$OGW>(EK]$4.!LX7T(C:,F!G8"1<4>%F5U5!ZQLL9.@,+E)X?]8,4! M>-N\6NF@V]L^.2H*/2OK0S=
(DEXW^^!Q:;LN\LQ=8(TFHM5WO!F8P%2K-S9 M[3Z$$T<8(D&7A5C9T'0*-K9;3Z?V]H8X>R/F07.'^T59*Z2NKMTM@_JM?<> M^]7:V_YSU@"4+.)$\?0< AS=TF[\Q1.H.T99?
A]1W[.Q')\P#5:!\(Y!';W?@ M#@!V"R\2QW5U'L3^B_N7>!_78_TE+Z^\J1,[6$HC"SR/C.8V6SFQ>$F5H4)Z M+&O^B(#2[VW_P.&UI*^>DM_JM(NF@JAMK[V ?LZR[RWOZ-
>6VX)T_XWH.Q M:[F^BN\S7W*CVKLX<3@O66WLBR66'%@:'29#4&:3VG+G"2%KF"7-_4:"MTCL MK=-O1%>B;,!WDL70I$VEO[*A$_O*L\VA!-@BS2Q8(2?KR"\ M2\:ZM/=R KB\SB?
(%KE&;LN2IPIE$$5[)P#2#<(017$<.H83@.L_ZBJ.N_LH M]E_2II?J4X*V7J!1QYX*& (U;L\1G3@1H@H@:>&GKY%N0-'/_JX#LC4-A?*F M3NP3)P8^>K M&R\)]WGFE%S3TCATZN9.
[$SUA7L&??]\]8U5 >^7HM/0T&Z@2<*IED;G/\>7[4R57;^EAW/:,! 4T ZM_L/R5,AKB% M%+RY2\\62F@AS&)!#B#,GC#-*=CE;H,DS:[CE#PGY)8'#N48&B39.]++?
>6++)/L00,Y@0*0I(BLN$#+ M=13\:RT9O4'8@09@8)FB9'>!UV#J*&X>U&CV@ M,CI+FCH!QF,0P04-W$4L M;."A*.#9"""(_"O,N& A'W.8H":CYAC-Y)U#S65=]+S ,/E$,5 +/6Y\=&+/
M)9;7,O5&N\99T,D^"W3SNHN^8JJ.$EG,>ZV!$[MQQ>I'U$*PY#8<90SD!')=^ MD4B<*MNNK*U]&O:,@LWK+DESNPQ] >\BO ->^.!%NQ4^3,0 =16G M>*COV=
MV+E'E)6^:1*OF;*!$TNF+DSWU(DE728!-0?(M'2*YDZ (TD!1-WE.95.6MC9 MI;J?3J.X ;RY\B_#19HT)G$"=(:KT5QR[9,3!^4KPC*%%T*1 W\31 $PM*"&4NCN6KHX M 5:>D5%?
(ZGNX010!^=&*M-*M>2Y-3&X?>+Q&/P5+WJ!]]/;HET6+--*K4,) M+='JY<0Y* H:0G'#X(/D%E8X[4I;.P$,^&_5LE4VLEE6_\"U5$GI1@9V D5/ M2;RB$?<2DRS[ZLAB^=((;=F6Y:V=
*:J%\D#/-J5C'E+)X#X]E(F#+TJ"1JH MJ8O\H1K*NP.&<0)\/N!36R!L[>0$:*)P)+ R@'.IS%+6UL<)P%@I\C2O1>Z% M2E*O:.X$.$KU@C19K<23\:"AG$!#-50JCY2JI'*0O!%MW9P
;_@,^=Z'O>S\ M=.[C0'3:O2:'\:K=Q8?#..217[I&CN"CC5FC%<=B4)/-+V]M4GF(N/H987B0;Q6>8) M:6T\:5LG=D84L:R=?TR[L_T]^\LNW!\8@J'?U8D=K6H,NH1%Z_6TOY=$)"/% M-
'$[DALKCC+05M4+AK>WM@\,35/&V(I)9@2A,! MF]MS*"<.;D\GW\N]> 9YS+@=/9/55^;]#/: E/MBPK_#3*!?925 :"E,VM9 M6+N! '5S^^#4\P<*]4/JEFY0!5!C<-G+6I-
>"MI:]R*F<:E$70"A>^_HVLL\ M@4:GK:T3.]*:4BZMYY2C;BU8RFHQ=I@9V?[=N]P%)-/$R^[U'VB9+>*O"7A@ M$$ZDZ=>G;&W]Z%['RQU0A?_:>0G>A'"/*7><-$ZMI)D3!
[8,1"B?::5IFCC=NWG4")+.Y;,RBG0W+O1'EHYL7AJVBJT3^5YEC*%HL9.@,+?43WJ[1#) M5IX=MXZ,,C'I@P=Q$RR#AI*D'C",$^ 3_5="LL5Y6U$0G;*A$R 4MGN:WEFL
M@'B,:4U'G^@:TD5,HYF*[W >'^/LOU'VC);Q6P1IX8HR>.Q/T$Y8>G/<%3B! M=-[-)R^E,%\])9A-RL!Q@FI4VQR$Y#WMRVI,'[6(T
M13$12+3*'"I)*@A,/8,T9:ZRN465Q+#64NGW&,8^^(R^Y G"^-Q@ JJDV<6) M*Y(;$Q##AJX%&:Q!'^D7(PJ;:W1-'^9#1- 7)"*5XS>2O]Z(,DUW[.K%S(@^Q MOP?
9^EL4OT*E/M"4W$7;':F2@8<+PH! 4=3,(!"24THTV/A1KS,% T_E!!KK M8K.<9HE;.@%$25P@=T[)W3+E)KF=#9\1M:&NYY#V:<'=9HN/+6'H\#+?T#RJ MZA8I?<8W7<0#-JA#K]&
<.",'NQ55'0$N=MDZ3D"U)A6R3$[B!.JJ6UT+E> # MV)Y0LM3*!-<^AA. "[@793"'$U="5O7/3*VC$R"*W+OD[C'RUDX MPQ5C(X_=.@Y]E*14V:U9Q4W>T3[/]X+7 9("/'-$B;)8)_'N;?
V4H$VPV]Q@ M-@X"Y"4!DATZ6R<7.>VZQ9*#%^9N&\M=*B-RC8;V=^M;NDB(AHRSL[Q@03:# MYU"R21I]W+AI9E)QEAD'B/O.'>88@B@-EE+".L:\)X'@K[AA5D#Y-9&D[!I@
M&B?0U__UW!C;^OC!& ';QA3)'EO:+[B@ORI+]4 Z5PTYK-/HLNT[%33^(R(M=1Q3!2)#?]MB4)?K +V#"T2I(2DB?)N*E9X#.G'&>!<7!*(.,?/X\YH%IV'O MJ9I[+O>D.\G[(>Z6IS90=G
"I6C[HXMT+0KBQMW$"Y5&8TW:\P^\7%NM" M,&%">MRGF +S^0M)D9+.D_L8LU-"]:/9&>Q?C[N(%C'-BYG>R4SGG#YV?F-8\.X47 M6I$5Y&Y55).GQ>51,[&*F6&=.$_
905^X"5[KBB3JG*KL+$3H. K2M(F)?%[M@-%[N?^6P@-/4[] 4/(U$%)H4*?VWT4)X O$]S M;SR,O0&?B^26@'ZO>S? MX0?,O:SQ6TY<6]Y1LL?
D6Z("E3>U#\8W%G)XXR7AOK"A[60!6;S#=#YOM0:63_*2@SFRA$Z0:1U^KEQ &4")=,A<(+EQU$ M4T%O^SNY0'A1V=UFBQ=+:PZ$8?P=M,]-KE+:U#X812![AJ*6%.3RIDXWO-&
<2 48Y>4>0[(>FZ\X-)W*CW8%#N'$R_'_LJ!((A 9Q MM7EQS@OBHI &69YMB;XF7((DJ3/6T'/:/T\'Z(A-Z)GM \X"[S@6/;P]E'A[J!3$SZ2I9:AWL@]2(:VO1C&EW\2DW9UL<)P/[F)0%
<&&5NZD8C M)Y9>>N5*GSBI$4.WKV. :J54!IW=DJEXZDF328H?35]GPY.Y@4H6H'R-MN!; M*41 M8E]2BJ*)@0_T(X!B-4N]L&ZR!;!!E&OF;O<"5SV/LC;.G&LZD)F300M M$R.2
)"JD^\E6L4)DE2J-3*P$R@:+!L\'WPA9!K'F-@)%-,26$K+::6%?1K MAQ>6"8GG$3G-<-[3/&BB01+TN]H',W>&K"O>6GPGQFN2Q90F2RP8W\G=NG@L%]5>O2_Q?C!(;Y,D-GN ;
<,]JD3J!6Y#M.,[2+<")O;=TVD\M_-Q^8O.,=>O0V MTCQ7?!OK1.@9;=F35' ,5_!FH60+*BA88]-+M5-'^\3JX+M$-:5%S=@29+&5 MV^@43MQ/010N\TI7!/ZW=G("M.
(5RG.>"@U&]49.+%VN?50F9-#HY@1X!0$L(B09"]F3[I!0RV-H;.MOYSUZ M\T+F>%[;9<%G)_95E-Y:J2!7=G ")&75S=Q/[7J'_AMYR6*-:;E85=1Q$/O, M
5L5L[M!O<%7S%$RX\2WER?\5WQ?MMO\CTV=4L0WXI3 M;U3".6P);J"]FA-)'M@M;&A=6&#)VYK+;GRT?Z];(P MWRZ[=A=VOEHTRS4$PHCK*TB:.@$&.2&P$*.3L T7B LH4*?H5
MS:T+-E1HN?D@?EP$U917J4LXLG9N[$?Y7K0\)_8I%&_>?4;^CKC.W45_CY-_ MKN)$$+K8UL&)'1 5W2O+2?XYP)!@VJI()M!I "= IAG<5(7$^09.+%D_[Y0(M'OW>]F_959QLXP2$7?
2:I84E)H5<]9G\,%UEWP0?7M5?N/*"[&WMZJ(Z$_.=OE';0W?QL5 7JHX6\1^25-[-_DVSCY M,U4ZS%%M_F*VUR:VL+BUQ:V/-0<3B"ND29. MY!PC/!U.K MW5'-
M2VHY($;X)U)*H4]E$HJHQ/8?_#^@DA&(93>A[)PQF83)W9::=+]%OFL M8#7R;SX@2:4\#O>@@9Q @9A+UN>GG0!"$E@J\ZM1-'<"G+[68ZXNU?"EYZ23 M.8%*62
MJE,&AK7_NM+X.W[Q-&D;\0*118>V]W%BWT5EI"14*)61(8V(]IZ#.X&JNH56 M*15*&SM"IFXV*'G#"_R:Q-^S-6R*%TF4.*F3NS(0QRA/14P;W>1K[#CBELZ M 43-
M:R:1H5[VD'F6(I@ZS2 ?6KZ+?)V?D"*JV58(-EP!8)6<;*AWL0D[$:> M+>Z ,9S8:[)0S26496DP=]D: M"O2(/8P4S>U3A3P32%ER2$#-U2V=V).7'6972))^N*G"0UHX<2B6ZM 2BP
MZD[.@08BQT7D/W@9"92?$62@>.%+B.KV'S-&?Y>RRHKG]_;T-DC1C>4A\?#7!KTYFJY4V=6)7#I>*
M=8)4\E)PTB*X(TYO_]0.]//"'Q8\=\AMRV8>W=>"+SH%^GU&G<93J#_*XKP*D,($/8W>)F@Z8;J M'TQLE;\Z6AV= +%TVR <+U=]@JBM29+)QMXJLZ#U&]$^>15+ W7?QXL5YIFN
MJ2=\]%;^^0T\$1)&1/E2QAF!OM(DWC&$LZ+>3^2BCCBLJY-%/4L.J>*YDZ (]+6J*LZJ'O8/V",%YBO6LM!*4I) M'3*($_O9K4JGHW4Y"PV]EZYOP_@['"_\8QF>%?F"*HYZ%
[+OF/8/."FK0D*A MO!#X-^:Y*HDSBQ'ZKO6-8_91XEXK]9#Y_>< MUND\ 9,(2G+#;_[] (>< MWE,Z@58X\K#I^!^XY.\8,"PK/>-SCU]7$*:$W^6)(?N,YP1"BG@#N:=.I843
MBY;GDU.QC.V]|!,TS93;#J?:KN4/DA\K03LG *CFW-&QGJM[..+5!7%XE":+ M7;G*[T[L E#,-JI:_0-/7XEN \L;4%4$72/Z+_X]W/DDI29-@PM.&S>K%9)S M1^.MP#
[I8<)R30>4IX>E+JI,4Z245#N,X,1):Y255G#,LK;V=^]NL_6"A*0C MQ0M[0_.H-,G?1?5*=(VMZ];=B7VKQ6D)(K.(1?Y;%+]"16UX7XC)&BJB8-$F MI$E+I>^3P>&=0!YW 98?'1BJ?-
JK*\LRD70S(GEC^ / M>Y!?2?]IG4#O/GM!+!5/;LT9X:@ MF1/+[Z50+E3'F")LX]0+OR;Q;HM[(6@IEGD,V%38M\=^:O0>VMH<&4-K5/9*W"E29!W%?O-3&/< M-
R>.#,=F**3&9BO[!X5QRK=Q4F8*Q8*YCPEY$H";UGS%K,;S: Z99^-D$9,@ MJ.LX)=Z_Y)'MH^LQ?O>P@)8^85%CXUW(3%KB9DX-^OQ'M[S\A>Q?X1/K$U2@6 MY0(GUC95G*I^?
R=.0:^\MRI1TLC UCFB^QC+D4_K.)(XY-2_N[&GE?29I;] MJ^%+T-X)@$1>6UQ2?Y0R_U4Q"V= *)15J)3+7O]WO;I9MT-]^]!AB5!3.<]S)3MKQ'4,L-B M#Q"6(DE3P7<3I=P27?
C_V%&;3C-?_F"36)>X6>>2.FC(3'WU=DX<](,= M)XIT0K WE3Q\K#*143>-UMF<0*:R)D1.%*YW",R]B^^QT K0;0@GP(;[2AW3 MT7(=!?_:(;D/N*RM$X!P+B/]A%*-#.4F9G
#:7VSNN51/?;RRG5:@56DI_C9 M> @B2 GN,+>[V8;Q'J&TJ&.4"X BG:Z1@:VK$UBH1[UH@L1ZJ-?#B5MIUD0U MO!',_F7YJY?
A]Y2ZART1%A&77@C.LG&RC:DOK(06Z':T+L.\+%'D84GK6Y1N MT9+XE3:9#F5#)XYVA1I9DUVWEFCN.YP1".&(D=:6OMW%BX8W8
M*)D&1]C0"1">$K3%!^599I0H/]NG<%6N\@H.<1C2= GT%6^0MM8>3NR!IEE= M&;?5=0PG)<(21U,N$Z 4>#^8CIXS3H!S
M>"V,T(L>2#P+U5^0G%KPU0OYD>!=/4CA;&!>)Q!L-GOGX.YL+1,Z@5))]_M M1;98(YJG?KY:H42>O5':THG=PB<*D]*(R]I&KM8EBM JR-AK W&&RA#H[J,X MHFM\V7AAF
&L@0K\F98G G83G]5E4X>NV<^)._OM99$0$8LC_7+[J[RU_=TB M20XP.P/YY:CMNQ CP;K&/P,L@Q7$HU%'4ID'JM&!G=AOFL3NUEN29U F@#=; M.;%X(".
(L##4_YXY<^4;1!%/2KBF+5E5#AO)"20\HDSDZ"&H!J)R*.D^BA/ M'ZPJ:"W*V-\MSLS43J"YGN)+)QM!&?S%GG5U\C2C,SB!-+6R1:QB,5#T17-@ M)U#$*7;)4WD5>FFJH06N-K;/:W
!_C2Z?QXA58* EO9N[8U(Y2YW8=/HYN!^ M==HL9W>**^_^4[=J\#\Y!$Z5A9;E"R4?I0E+NX[A!.#UI(MJO:VLL1.@4'$> M\T4)6F/6*'A'I6.RO*QKZ9_Q" JMA?
^L[DJ8,&D2^\W^,1CH+[\[L<__?3C;S/O(X[BS?ZW!+QG_)\B+#+_%S0/
M1.=X%ZWB9%/=FB"#">JS_T<%TX@X(B/_/P0[$U:4E%FJE;+L,DMZ;J]Y'Q1,.];B+_FJLM(4!8M=W(BY2D$A8L ML][2RD(IKO26RK<=:;&4R#RCMP"N)GYMO8UHYX7-
1EWB%8*$\^$=IFD??T5[MZ1KK[49:)'O?RR,GOT72IJ/B$XH1)E=XVK+^'O4ME2NI8V%DLL#B5#B]R!:RF^:% M_R?8*DF$L/%8+Y@@B3C_:O&?1UJ2+
(LGMZQ&DW&9$F79HB9O(FX^ZI*%;BZ- ME59;C;K FPU*WC!ROB;Q]VQ=JX[66*BX];@+_BAS&5$.7K[:9M-Q-U]0<*ZY M]WRCD?FJ#(%^('A'F"'V:MHU 4,E;#XN!="(4&W2
56GD:74_]IY"49CN*^F MZQ+(J/668RMQ)(G%1 J=>M.1ELK4U_O/7UX7H*,3++'19*2E893 Z7K9;U[C M4+"NZO>1\977:I;'_YAMH7('!N=__P<6"78I7DB\I9&M\(WEMKRGX$N72-8'
M-0L0:>DZ.FIJ3X:/GW^<*CXD&M<<+Y^GCI>&DC?'S)8Z7GZ>*%[FN/D?-[Z>*&J%M(,?*'\Y8R?50.4K^.&V4M!A" M!#_DU+[T04C)C_@5EZ;?(V_D!_FN!N-'C]U9>
M^DH0R:)3J3\."K,T_TOIF%-$+!=E;>J5DYEKCJ*A$?^A0Q;-,CB)XQ EC2PO M-L^BIK/F>EMK2X?D0Y $&?\#";+>O1!!VJ7LRDN2/2:.E73W-5#T^EH#CJTI-"]F31AO97^Q\Q5*
[>6&>$JKUR&ATM08838(+R"U3?JB) ME*J'33+;GO=,3G4U^EH#39)YN5E)K@96>S][3(ND'$^=/ZDW<^J6M&Y 2R>;
M[P54W&%)A/.S7N%KY>]':T_7[HD:HI9.]H"ID9_VVR[O8(\HBRN%<==:1I'; M.UJ\/30C,=1,R?BTQ(](?FT47=P0>G6$72?D$/5Z!0U=6'3[:JUR3GDQ&E6"
MN'IBN28/U6D41UZ)9\AO.%]]8QG'M1Z)>A^K7%1+U2P!0R7K80V,9\PC!1'R M;[P$!/*ZH4MH)9@(GD2&ADI.<,$+,"W4:)@U MA AC*)T$LL0N#4T>8:K42(>+TB?X#&F?
3QIIVOR5TDPW"51UYJIT[(%3PUQG M)DO#^#@)'';#6M.^.0DDM3^0;7;4":%)@XAI&6H9RKZ<-,JZ$?\V2_#44-:= MZBNLSY- 7C=TZ=BY)X&V]@= ;3V?$))T>%@AH?_)*')B?
$Y=0DXW0B_R"Y@: MFOKH32>"K8[4O*M#Q" X=)-JZ7-=#<^*26"IS[U4NG/D>8M/&GO=*7C-S() MM+5?3;DWRB00U.=6:JBH?SYIY/5%UT!HW_1'"[1EFP](J*&^?
0_Y'B43'VYPE9GD]L(4\H(>F I+$2 M6IWM!X*>HU:="7FFZ:4N=MD:4[M_E^D]E$>KT[D0H=J1@.GT= $LS4NCZN$.&,KK(FOMSO+;+TK70G7..H#I,@=#^,R]H^0U
M=DLP.ONFGGU3;5V^Y@LPA/N-RY>N,[+R=V82ANK#T23*]'K:AA\]7&EQE9-0 MR7?&EY18G;;B]$ \U>B4457@T1)TO834)Y8C5:TP+;ZF\Q6SW^.OQ/S,.3V MN\.1YDY5>7
LO(\6)9AN;[L![Y(%7KQ[00@L\&VEE!7WMYF)@R$*3E$AU^C=Q3&Q-V3K>_F M8QGN@/Y>+/^U"S!9O8N>DG@)M<3B5)$LX^ 1K:'A$=/D?'/H,IAGWB41+N-;' M#UTVL"0_Y,P(
M60_\Y9?B&BIO;VU]77K:?8.EUU3ULLH[60/F*XKP@D*,X@M_$T2DC#<4N%%# MT];+/:K;E=I:! %EK?>WVL8^P,-ATHAP.PD34(NH*PS5:(J5DT!5JUA=K7K2XR3P MUX-&*D750;
(IN.87?0C9XQGJ22!)B^!UDM,GD:GC(,+6I@^8!.8ZW$H-)$_" MW:(34]*JIYD$R@ZZG^U7TRS27'L+NES-JNYI$LD".EU#@<9K$DCJ<(8D&K9)
M>#GU0%.AS9N$FU,'1'74&PX2#'EZZ)/K(L?SBSH.!&H+ZPQQ?YRL0UDS5/M(MGWCR@:P>TT#/_"2/4R>"\JR7.\ MUB,#F(:6?6(OI,O\C=* MIZ_ATW.1+=:(9D-O/SSRQBY7#56?
(^W^KITIRAX?>*CJG9TINJG<+$EC-W>& M?)P3^3J]^4#),DBE4L\! [D&-"%3!F!6C.,DR#>;;1CO$5WRTRY9KKT49"6I M6'C06*Z!3D^F=+T'42/%:(8?/=4>_ VE8$>9KS"1"??%X>-
/I.AI[#ND80B? MT98A,)VORJRKHEKW[>TM,H:Y"V6ZB"4<'SD[KQY1_VW]D64=\\(\]HID*$7 ME+P'2T1WXQDMX[>(C,+*X4AXRX&G/?OP'QY1^BU*D!="Y/V?L52%K]57S!+
M4N<1YWN;X%V(WOB;>&"$:>_I7%#0'*YW_>7S3T.6'3,)$XPZG>Z MI8]NYB692[8O?4U[->V+6)4]"8==+55XQ;HO5CA/ EE*9;OD,D[S-.GHQ\^9 MSMJTV!4,:="V(;
6NH0P_12#8G(VC6.EQ2\HLL\;]><^"5:AU4PR"4]X[>>O MQ1PS"61IT"HY^1\"0TX2\G82U6X*&\+5W<7,<-TIEL(T-XF@"GV"I6\#G 3B
M>N5RG@AJ#B%=#8OK$"$6+A%Z[1LHL^*>4^[V,?%.(S:E/S>AQMYI!ZSTQY[" M@#V)F!4#UU=E!Q\B;,5%_E:)13-6]_$"6=Q&I-JXS[#T)R-8^A/%4H3>@+L^ M'CR-
YT&0"_MGK:0L3/OSN8S'L X-.9[/HIO2CZ' DU%QA&K(;Z(C)(YBMXD" M34;%#CF:CB]H]%S'U4$WP)*YA/]"]5U(?"<#K]>0YUA4DT"=1BSJ.:1PXB&%
MKD;GC1[WY2R[T^\9F8;SR=D%\Z28./Z!9RN-].1 M>N:,JC=YQO_Y15]Y9?[;RF4 2A2 M@U[@(_U.MBJX1_9<[$TQ^:J]KJ3N \;)O M]9F?$K3%HE^173=BSH.
[!%X,_.M]'+TM4+*Y2%/44"0:&M2BUBU>!9DB#)AK M8%\%Q;TH^DJU9A?[@)QU:3:?PKOHG?J9]'T*50/9N]+>/E=NT1I E$.%PU0: MDF6W7:NOO5AV=I4?XVB)?
RS1'_FW0>1%R\I67 ?I,HS37=)6T[;WL*:5LIMX M!]%NRV6R0_YMG.2^9/,5/H'XI&F@6B(U4(2JVHY#N&'4 [<:C.T053Q(M%K$9?G:0J:PA[AIAX6D9$-$)_QPB(BM'/M[Y) O^3?
XN08165]>(MN F'D:T M50/9Y,.6"/GI;1)O%\ZSH1)+[?X&(]XWS:)?#[P'L-0M%M,#FR:Z^I@*7IK05T2.1IJ1JH*_VT M#6/X%,]?P^"-VCP*OIT*(S#;742-R5+J?
=@8QF^B7KU&T4W3ZND$,>R2X+2] MGU5Y&OX/A^(=O_/X[)=Q)/ !;T'U#UQ+ZG[>I(^L /'-!Y8WHS?TC'G0&\SR M*:7O$1.%5*%\#4DE8YZG1&\H=LELG+K?OCX$NK17VM9E/
M/*%B,2<30UFJE++Z>!>>$K0)=INTI*Y2+^/#!C-\4EN9,F)JPF*:;BIC4Z,> M)_DK: S>QFV<>N'7)-YMXPYV(:DR-EE?.1)#:2P)4OF/3B+L;(L+L MM%%VF #8P<-K$E@T(^$-\XY-
>0.ZLO;=O?LF@5WC3'Z;]^$DL'J.$K?)S,O< M1B=Q](9DWBO.JY/ 9B^N78GS292*,&J#.,PK>1)X-L.D=G%W'@2M,3X01X#6
MOEKE5@=KH\B=D(*YNP_X)*C#T'Q7)]_UB=0J,\^&J2NTG/8)ULQ;/K)'_B"5 MF5Q[XVR<)KN_481Z^[[-Q!\[(0XDF A.Q](Q'!KC,)%MZ/?\&0NY.-?.LQ,L M,4C5/4?K:]$Q151'D:1ZRX-
&4=LZ1>B,HGJDF9DF2Y!,(.@U37.VCVZ_&-)DET4+.,5 M$S:8&9W,F:+E;][B]]^BI4^GO8O2 .2WQ(/WZ2))0+M6200P?IIS?I$T#'/I ME]&7^)=?
+L+P+O+QKOH[+TS%*=MDS0Q'4EY[>/@'3/^6_XSEN>,$K0ROXV7M M15$"4WK[OHJY=$*)$OH]'&2!!O^\%I'/<&D>:.CZ*Q890]
M[T+T^0T*5XN.9\P9MI):5GE74I'B@*]9T2UTMP<5S^/ M@:OQ2_*4,LX\>?,B9LO!\M"EEP8IA"R54]GC30_)$\+#4Y89HL#Q4,U73/2# MXHUY!:*6!-%FQK:60J77\LL3L\!
[?!G*D[D:G\8-V=CHP>*%8?/;,EX,L4W* M];+;;+QD/U^]!&\1)MU+,!K1>"U,^I\P&I=<.IWCH%[-];?5*)!WL)?"6K4? M;=1#L[,;-*%]NRHQ&HXF<;UO?6"Y&]>N$,/R(/?
+>O!#CGH!0@E5&WW5=G% MVHT5K:KMHJK[N'$_=3:(OZ$M>#C1BUD"*PH*_7Q<=Y+S/+M&K[D7"6\::ZTU MJ#V Q5(DQ1KO(K;*;S@TJT?W(5&U90^W%

MB9*;&A\@JZU$)OV?C;+%XB7ID\W.@WA!BW0WLA:R$H'5)WH MM>;<)I1!JUS@PY&Q%BP)# !$0/3"-EY"U<-FJ0(^IPW;+6Y;\@WC_E1N+MO% MMJMO>!)'B$/[:C%2QA%]
(D2CAH_0!@BXA">!LRS_IB(1'WY;?H[67-[Y*&V MHM:;+FWOQJ5MVY#*C97#/HW+=Q\LX$N0!86 M LYJ+VRV;KKON37W?9H]AW5C:?5S$&IY"3NB^UI4!D2IG=DC#%=
M8$434LLO52MW1RX\Z*MX&_@VVP3^.*0=!]0-7ZH+,G@8-O M*#H^EQ(%(/+T4K63W6T,>^78=);9=HL[#N+&K3YHDRLA%M['
ML5WZ8N':5US5PZ*=N[&H=ENUHHL;EU5C.,E$::FQ>I;;J*TN;5K6%]1VQV4MW?C K9M"'_[%+"?Z-4K;QV3NI^\)-MS MM4>.
["V40=%R#5N[6;N.LI7I/Y)=1G#CRNIN(G]U.^'IY"\S5%1#_]KA(6_> M\7^.S/>BMOJVRRMM;B\HHK:BUC@(:7LW+F3;AM2+^4E@/]%K=U"HTCEDR=KM M_ 8%.6_2+-C@%T-60;
[6R+]^5OD[?P@@VPZ^ 'FR+8[RY:QEFOD[Z"V>]M# MTZHD/&"D8[SH!V%L&JI%81J58[S:IY=,A8;VLWWQY]$S<$0)/O(DR9ZV8D!W M&#
M\./Z+4J0%P;_QC<*/+%B&B%97%]R0%O#7@S.X :YZY<[IN7P3$)YV ^#1L_L M>'I&!Q/N'.,+,Z6T.P"JC5WN&R'T%]^]!%\I<7DF@P,[0);%4)!=G&^I3SFM M8;?
O2)P/'M@>K\GNU,5'(-OS2A-G=X\OI2<[A 3I!VZB_OCVTG:1->)%)M9 M;>-^2I4IY)<1'3W^6/"T Y06]#RFZ6Y#_W8PD>HQB0/(*EY?E+P'X 0EO+8A M648
M5.@FNE;!*J@)U*9F1P(?;R9GL]=[D!*XKJ?E:+-L@4QEF_"#O 7ND MGS&3G+PC_S9.;G<91/_C"P >=LHK=N@H]H)Y>;Z5WGDAD]O>WA'14G@4RW*! M;9S]))3LYF0"L9A^.%,]"?
2+&.V*=K-VAH= 2N@0/HSS\Y4DKE5.^-1Q:3X) MG\'=.77DCT=7^\@$DXB?&)2F5 GX$/B)NS3$\79J XS2FX/E^DF$? MJSGW#M@_>!GX!NK9\@X9R8U;?5A6YU8L3<.3HI9<\A@O[-
&GF.2$@]K:(/QC MB9^##XH)WSBG\YF,9[O !N\6W'M[M7<8DHZZI M.0>8R T*V"6GY\&';1+*ZL,P:>[<3L,+?YZ\>5'P;[JQD4^"W.:K)WZ[?3^@
MT'*Y4:Y1Y@7AD;U.$(J!A6N0!$!HF*^X;)QJ"W)[1XN.^L&[EX$ID:8<4!I1 M)8W-+CY-,F[A^+=RT?@7+!+O(.?.%M*A2KR^I,U&7>@SVC([;5%2K+XHX:GI MUM?
>6X_O*5D8C7,"LAA'Q"8C]]Q2]['G2U!=C?(NB]NZDH^UQ7-.UMJEY:LI MJ;2]U6HM3$6GI)W-=N-2(U","1=8_SKJLAZ\CV"SVT@75OT^/L8DKTOYS; C M5SL_U5
6\QY<7;I;S1Q:RW>"U_JRCI-L@9(-%TDKNTKZ [A"V92D0=S6ZM*Q M$.0E>XYQ;7E5Q.T-7XZ_H!46EK \=A\NY1$M@E;VF22EVWZUD;TTQASQN(JC M- X#/Z?
$]7JSC7>I%/M[KQ7<\Q1[_[1F]!2F69Y!_'21HF;7C M_["!+)8WR3!?BOQ<172Q7.XV.^+,=HU6P3*05VQI[3C"%MW&NT1+-W#("!;I M,7Z:P"'.<;F#4T(=<8CN+GU$W\DGN?
2JU7FDS>E&O X8Q=XFE5P$/C]+5"^7 M)M>N59L/MQ$E_BZR32?DJWH:7N]3$B\1\E-06N>^(B +5&_DQ0K3SFOD[Y8D MBV'QYS?\GUM$0MWS1
TBT,Q/8D\3RGR*V5G*H2%.>C)]]J*J+"_?G<0'M+T!N^ ?D-)_.)[H^DI6E2@)(E M<-AOU+E^$Z0I\-K1UR1.4T!+FM]CX1W7[VTSWY" #G$Z-ZE%HZW?4#('2E+J M3[:
(\WBNTE1&+YM2"M'I;WCMCRCC\27B'41+UNDV%);QV&"L),E72$7H_/B2 MM$-L=D*O\2J5^.XVDALV<'V+935)E9CM/VFW@3;3(B"HHU7OY*.&="R %6=:
ML9WMY/&DMM$I2@SR]K!3QY+2"%LI=M(TN)T\91)8[W*"5+.@30,50LK,X^A4 M;\NA1L)ZM2!=^]M)'R=M+P0%B9[$O=.V#%80I<%\GNHU/IX&,=$*\3J5C
>=).-6:_%)IR8PP7.T&:I/&H$=R)O\@3WY M; W=;^2!K@4GG6;!Q&75<5TX:22V7UBYNO#DLQR8N:&D4=>-SQ6:1(; S^G< M4*7?V4E7UNYS*X?RACMIA+??Y>Y;M#]7_J
]G1MSE'ZPBZ!ZL%)7>;C9?L M,=L2O$7!*EA"I5U:?A,>X3@,EE!B^V2R4@E@4X=B*SI8#);%*PB64.C!2]>M M$51WFWQ6H(B(+/A/KZ\C!+"Y4"U"*.CF4I(?_:,V
MQ/%UY&TP>KWK7MT:EV,2?J2#(;G]FD["D6W00]R#:@SBE!1G7FB782IYI5LO M2,A%?D >_$ZL!04#5?C\7J0IRE+6QK_(BF[SZ!G<+T$P)#+G47)(!3043'PD M\@H
F$_,@>8@Q0TP5YU4 %?EXS(WOK77MP#AT4R-YV>+H!5 M_/CG %^@9+G>WZ-W%.I!INIL'SC^;C=7JLR/VFT,^Z#VN&$MHH[1*:PAJHS% M:\GL*VCHR**OO R]X;>8*CN5>3
U.EH#BAZCXE253W*;MJVUGWL@=07%&4(B MN-?D(G^+XE>HG@:/\EVTW655;=+EGG2_"KTTU2.OIJ>SET RCM">!N?<[B(_ M5=Y/26/']$'J+-RJ+O:/,3DM*6%&/BOA4/6P#T:/-
[=A]QK@7;^WGP-;Q*@5 M3'9G%J_>TSY8/(W3X\EK[>V#P+/0Q7'2NY2JKE8+%: $U -/WA8EK<4*FFWM M)?H3Y*909U27=[!_L#B2_:4SD?]B&XQO+XN$'.]]&M,Y M)2V-
G3HA/W4^(3_9!N/;R]?X'241S7B1;..$L+WP5H,C/5ASM8].]Y$LTE>Z M0'2-7C-- -5]W%#V&U>W\@I_+47E)&Q6W72;0ASJ*0ZGA4V#&D8ASOM?BDGL MAUR1R6-51W-XZIEIM!6-/.
(4JKQ)'*^A]8"55#82E=DD$*VOVV_W39D4X@ZR M[@E?')&.<%HH-*E>U**B)>F=%J+;O0?:^-"&3G-J"!2K016LI,&W:UJX;M>D MMPI-#37OM# XL("O%&LGX3
M=++7<=D",WJQ2:2H'%<24SH&C(=OFU'^PK?Q=+)PM-1XJ[NG25K;<[!KJX#4 M#H!MU]-G1!+4/T$V=N7:!0U-E_]=K8(H6"S6^+[ODO"H+<88 C/\8- M ^@@1_G>?
H0%+1!6LEM_#[)U#.OT_"#<8R8#)9L@@O67(&\@Z9 $,8>/9_AU MN=ML\01$QEI[R1N:1Z5<>Q?5EREZ;SJ.8'C]\]

".GY#9.NBY=O[/A5;/4 MS)59R\6(EMK2P_#Z#CB>Y3&8)R0Y[87_CQU=I_F##>/?9K*224 48.\U?*/ M58DA(97DV< BFJ"0_-"SN2%2G\M!3D^S8*5)QH&$?RO!*:JI"WT#ZE]'7=9#
M$ 6;W4:ZL.KW\3$F\#VH?K-V-HNW$]^<%_SL!DO\M'*YY.\B?'MVY'Z!ZB$5 M?U)Z7!F=PK#=]%O:C/,H L'D+ELZW>Q9-9O84^5@E+2VEY>X1N5J-'"#L1S\
M&_E0V8ZP@!*X.@\S+L'R/M0$J_+=^*$O'?4+S_S\]+:D+CM@ %=/TG*YV^R(MP8"4E_T6X2L=PIGXB@G-)3#(^(7]..QX:8YM>&,+5W,?KZ;D[%/8FDQ)T#1[M'MU6WN/?
AMK*ZMC&MS*/W]Y"_+;6%BI[.+-U+YS$R2-:DW4?@#/((QVZ, M0:W7",0\G_%06B[M[X9VZB"AG]<]Z8C2D[!==A>_.Z!Q LXTI8D"002Z>! MBKHG3 -')XV&
(>7JL@:XCM0Z"31W4*U5C \R$?GD_874N@$>1V9/*DCMC=/ MTEWM,4A&'6&Y2P=?UJK^9!+)A09^4CKIA":!\(Z/2XT#F@2*AB9[NCJZ27@E M#4H ='6'D\#T@6QEQ]LP"51:HQ
UU:]1E[H_461'Z TF=@G=],(M5)Z$FZ+ MQ@^T7"$^"5_#T34E=2W^&FL?K MI7D51UD0[>)=;=.?XI1D0KO'#/=B[46?OSS@EFL9+@Q/70 L'(=^,>0+
MF<09/3N9G9W,G$"L8T]4@T,PZO(R41OKV1'+& $^S!WC9!.J6:8>3>7)$/XO M#F94&YH_TRLP=/8R&O%LRU[&L_=1WZ.NJFI\]COJ<<1EVJ]!O&-7_< ;6>K_+?3:J4FV,?
%6HF8&3HRD*9 M.2W]9ST1=)ZXJ5H-!WYIDQWR[R+,U&'2>K'"_UZ$8?P=LY[0Y@J_ID$&D%WM M$N 5#L)6]UE.!5TO^#$F"5PY?CX_(S?P'J419J6.3-#A*;4\.RU/H11D/4$-=6&-Y-
3I:$P^D M:R/Q:ET!HIW< ^9R7R]2J@L1U],]L)J5''7!XGK:*T/?H!+-92I"IK2[&XZ? MP 083+!QLB_FD<=*R!N[=YI:=-7M_>SEG2W-*]<(OR++@-D4MBBSKDLZQ:
MY.]22"20&QO>7DS7+HF"##_8>#FWP0?\I([M4'1P[^#*ZW KNU@#Y!YY*5K' MH7^WV2;Q.V$IU=NAZF$^&_5VASG-\GI'_DN\RKYC7EV9D;JMEQL"A3X3QPL2
M;5S2)/1I';@K+=SQW,LD$-B5X='"(H_\26"Q S=<>-HJ>+9IXTRE/=$_KM/& MH?+E,,>:3L3C?A B>3^LZ_?QG%4QC=01$Z:-M\.X0[Y(J5ESE&M>E0<>.*4D M-
D[WB'J^V5.J@9C]NV>;69 M=?;F8XNBE&10G&=KE#!3['W@O08A3;=8.O3K=CE.4N#M@>\%L B@7MCF7:[J M85AKR%#_C#&([\@:SWB-WE$8DR.?;XC8X[)[?YMV!G+ -MLPWB-
TB2*T"K(6 M3]*63J:S>Q&'"3R=EX3[FP^(H$J1_Y+%RW_.M_1DTVNP%VU#A]ZV-P$3V!5* M4T+M;I'L<&EV&N8VB+B3]CN@ZF5XG80\%J0A\IN44K1.C5ZV#P>WEOP5D /5
MK:\C[$7[8U"("]UH\S1T>7KHTZ7[T]"-=#AR75ZA:8CY!QTXZ1LW"7_; VB< M\L6=A,-L%Z3I//_C^;&ZC[2.3 9#W>^'5_Q:E=/3%&472WS;6 #&Z2C?P$E\ MOB*OUJ.WP3^2G!?X4 !
K=+C8[VO_S96N1N5W>XZAN9\]]?4'=7<<@65 MX<"K[F,-E-IJE=&W-9J\M\X(H>X-?%OM9V])8=>FK*+IT2UH*%AT?H%)?@1 MN/QR%6-
6.,D@,.0H_1RG';J:D_(KI'\%C6DM+DS *CVM@7"Y2X,(BS7\D8 ?$Z0.9FCO9UJ-EWJ1]X 2R/+UAF=1N_HK M6CMST.];(I7D[4VKJ;>8 X\RS'@3-'E^_?K)6CEU:N773M;:I>53?B,/?TSO
MTA0+-?,$_@4:ET=6OZRQ_,2^ZD-[R.#V&4Z>+]!A-AOM7=I?@MNG)%C*GC9U M'Y= J9ZF^F$B-?8PZ0K>HL./J'I0BT<3'RVZMNM=$D1O3Y@[C'UZ;RB'"/K!
M^8KC%OFZHI+SVVM0PV_![0X<#3F;Q$7D/Z,W<)J-D_U#$.+=P1+1E9>NV4N0 M/G@?P6:W$;T9/48SS3X4BA"*V&=$F!5_$1/4?]L"_[(.T#O> &Z]Q1*%3$;? M,0W#>
<>RTM\KY36)1$DFCT-K[= 1,J4>**E-1NYH:;4UT?QVDI.X3,)VYZ6 M]HA'D$1',PED*?53]72\-6W0)! D5RD59A1M5<\D$-:F'*H84L1ZF).O[=&F MPZE$86D0_5-
'F+;&J+0'*U0WD[R&#1NN)E$+2^O*F=;'3<+U3/OL*11YDT!4JR*SPM(+6-O<&>\WITWZ^UY57K4Z M"?_%[C=0+'U/$EG]'H(6;?*=?+P(U35D,;3]X8PVF3V-8>B/IQV>?H]Y M?
WP@"N6B.V[OLK2U]04W-K62MU;>>E!/L'8O,,.N&&F2<6X8^+?2!0/_ FD< M_-TRFR>TQ*4HA;2TF8V%EM4X42ITIE2WM>>HF"1>],9N4N0_XGM4_H6S>*C3 MI'8=Q71FZ-
JE4:2%%K>TYV5TCG0Q> YN@R3-V!;[[++)SX*B]:@4Y"K>@<8! MG3[VO?&?4<_72.?FJ]"_"Z"1=8 M_SKJLIC8+EU8];NU388<>_,5QS4HKIBX[3G4K?!_^BSU?Z)\9L]P."/##\SP
MR1)RM30>>E6B\#95R_$IF(37*+]-.-Y.LLN/\3OF6(+T:>TE&^_B37Z!)"T- MK^<9!9O779*R FE7^!IB6G,7!5G@A0]>M%OAHTY,#5=QF@F5#EV', S!7^)] MK"_"*5H;IZ_+./*UY0E5\
[$I?P^J/LR*'X._8IJR6.-?MFB7!3TCDC]^$3_M7L-@22:QC_&ZUP-L>Z8V031R ,1<+!]Q9BB M[/"%;"?>@M;#/([S52O:U$?_H'',%UW;0))$_)QTN[=Z':<2]#E4M#5QN7M$
MW\F7CD'5M;ZN@4;=1PZ$K=[9HK96PNOPSO+@%%.ZMDGUN=U',LW[>?@F=Z0# MK7V&(;ZW<4+SN2YB^OP4K]%\Q=CW>31/GL 19!$32]=UG.+S Q74\2]8^@@D
M5G_#,UB#GY25'PCREK'M.A-I>IU(XM!./ :MS;<$L-+BUG'2^.GI%U(6?I1H M'2:!O'.^",TK*/>:*GV7%3X=)X\FE6M(3JDZ>&6<-+[.:4C.:4C,WCZ!CT=^ MZ6I^%B>-"BVGC4I,3E?
>81+HTT]H8\:AXZ21JN<%(N5&TRG4SQ8Z>11< T_; M3AH-&JXY//&24+F31M$Y/](A5ZNK-W1!C60>1"=]QKIJI3J[-4TBSTA?M8S* MU>JD$=A-
Z:#T_#H/)GD5B>!,$WV0J[-.6GL]'PH]9P&3QJ#7=_-[JZ+TT@- MU//A;/.F/&DD=GL\%8Z=)XVE 3,7GR;".CR=8I/M26.GW].I[Q5\TD@\YV<<
MALLXR/OYI#/F=2!FG%+VI%'2CX+IN*6?-/I&N)-"__B3+M?=T1K0GM?X--'4 M[^JJ(A=.&FT'"NL=0RE..B7CH1=4F?9X2JB2GS;-8)>33E#9]7BUIC4VBB87 M;)M=3]4Y@:?^L6K%
[021)#Q9'>/"ADA]>F1WL6NX&4/9GTXTD?@!F#LHEBVW M/9W50GH1=#F^SL:Z(:+YIC)W..RVQ0KF>!U!T60SMS:A=I=8X/=!CL*(MH;OJ2H+MWM'*3Z$72;.42AH9CE]=?
(\7ZWB7XF-X$[RM,X2*JC/X)&;!.X+Y MY6D>.O6W%_,.+V;S()46]\M]V81=TXOO7N(W+G,]'K[_P':1\MJ^]M?ZVC'5 M"JC-CO)R*MP8&=\:BO*
[ITCP4VEB;:$@@!",+=!R'07_VJF6+&GLT.*5!%': M_)QP-_OE(8C4"7?3E;>WQ-3);4VM"@A@6;R]!;_A-O%98H4RIN0YE6+$L_Q#Y29/;4 MZF=XK1?
9(M@@.MM=^A4?'XPO^1)5S8<3#Q??\7;MYUALR24[+CRMD%6%M-+4?*_-LXH24+2>G5:"FC#-W'.1=C$+ A$#B"10,8;6-Z;QK MF"'"!+@-
D=$RY@W2Q3N+=V_HI09M@M[F)_&M,T!2)=[OT-UUR*$[^'(<^2M+Y MZB%.T&+M83D)!.DE<>S 1_05+\O_6YR!+2;^#I7D+*0^!.AW*-(4:3(Y/B& M8;_9;,-XCZC:\
(GY"JGI4UN7X]-8/>Y@X8PW22]VV3I.@G\W\LP.-X^[*)-R M8R4UB7PMG>P@4PU-Q>;O*/F:($QZ\+91S5I?PM9Q2'>/AFR[&%WSWC!/.]]E
M:889&4S7*!'+2Q*;O5@Z4]HKY,732\J!*J5Q>?OC.POD/W]#:58X,7PVO?>B M*0R3!;H)SVC+I!KI91MI$7<;1DX^8#7-NQR%M004#"790E090&RR%IA=;4 MH[Q!&FNF\N/+
[O4?:)DMXC+(1_\UZC6+/1T\|\WB(2D7S\N2N>5J?[5+$CG# MTF- 5PX#.\"4Z2P9"*-'03;'T5*:*FOP-8E3X]Y*BIGLJ8E#,B[RQ5")B\]T M[#S8O7:.V%J_DJ?
VG3PFSPI$4:>X[M#"U887)6R,%F M24!U:%<@+@1'\Q#7AG:S^)!4&7]0-2+%:';!I\0T9]*(EN :+1/4O-C:W8[O
M[2(VEM@/5BSMUUV$08&O34'!N(*UP]1N9(L1VR2*N()N/MPGG=75O,-W)9;- MG,?T)'9!Y#[-X[-^KB>!%+6K-H\>N5_T2>>Q5E2YJ#HW3^*XM'E*\P=&Y91\
MTL@ZEQ9H/3/R4CI=7*Y/&GVM;MKYB5(X2)\T@@;SL!8Q!1.JU_-!GR<-&(U'^36,))I9*@?3H-N M-JQE$KLAC(GKA-B#@E].O,K H,^^.+/^:1_3PY_[KL%)DT"G8S18*QCJI$L@
MC!%JR&^5(MPJQ_.9-!]&FB6*_O/Q'9^N" /K3KHNPUAT1!7QER/X3$ .5^G(MC?/GXSN^EY5&I.<0]3<V&(W=/NDC**,?:Q/9. M8Q?0U11.>_0(*'B0U1OF FD(?TCUK YF:T8-&5
OB%&=58G_T1T34>0 M8_DT2\".0H'Z)D_(M^ LIH_V"-1R.>0[FZ)? ?.PO4!K^^A22QR MI)_%Y .1KDR=D;L$G;@]TRV&LE,>CWR'1I!ZW2M;^;+;;#RH\] M8%AW]N,K
M<-9ZA)X1"&CX[U=Q1!0B.R^$J($O*E2/O)*C1;O\7,F 558-''DE1TM,N#,V M2DTE^7RG<'*K((UP0.L3GFVKG;040^1-W%+5:.8EF5/V[O%3LIVV \$YV:SM M'7"3S"A]@D]
[/XXDK/3$=V%\7SV)*=%H;JD_471'Z VHJTL(/^>4.\+C/(2M MTVC.(W?/^Y &]G/2+O?/OL@*.TB>'BI)W43'=?IM!B_SQN0ATLB<;XA9&\@0 M>4Y6)OJSI;W,])3UQ_J/DSJDS./9][N M?
TZ*8B%I9A_O@7,V%7L;=I#?P3GGBA-/EBPYUSE;L-5[U/""&#%7RZCQRK50 MY2;VTG2WH>CYAC\MXFN$5[W!VU#DSZR$,5-A]"B#F+7BI0Q%.L'&_)!O"5F% M7KVIRIJTNAR?6U?
CCI]CPA._N&W)@B(%<)7*WOV,N,^;]KS6D-I MM4BT\M(.$ Z=)AFW2/Q;N4!)44VVMOK749?U@)E"KJ!G8V'5[^-C3+"7U6_G M# 7N9B@XA_V/2?#95;5%]_/IQR5?
U7K$3?)5^7Y.U>'",#I(,>BV>6S'Q.^>#TR1CQ<54OX*21/-[3H%[\85O MJ6 <)+ZP?<+3.JG7P7O@H\@?^YFHS.N&SKZEM&2KZO(Z;4XX,#3=V]<"?5+"Q4Z=_
M"$I28Y"'.*%.X=!]"B(S8AB-W7:5>)PCMX^:F@R0"L7H>3^3(I-6LR$BZMV[M)T>[336N\QQF/V+(@8;E;HC(^BEMR["VP/$BZ9V*!^&X N%W5MSX* - SA$+
M(B=&S6+68N]&O<[6@+N+\%7)QTO$7!^']/*E0I_354/U\!0>@FJ^YS]Z_^ M]4?A7_^,7Q3,;:RQ4'^-WE$8;V%AC+ H/1IU>EH#ZRN*\%L=XK5=^!LL3@&: ML^ =Z0"FU_>4V3_=-
^ND/1LZO'$\[EK>DDF@;%#5EW(_)H'>R;E'.+<#6@PC MCV"M9W82J#L6M?AI.TUT/L":#-5XR!M5J_.,__-+3;73.&8ON\W&2_:$)F_P MK] ([GWRCOS;.+G=03X\R)_N1L
M9'!7R7!$L/NGNKY->)L[;ELG4FE4]3- E)S%"D!B1]CN;77P!\DWB2(%(M^K#9.18 HAN-1K^;71=*9IKFG1;\OOW)*@_L*WKVX8CB5A-7M$-6G+9 MONIG\X13GS="K]8:TR=P-
3G8< IG%;9N'7;/-J[W$\"/Y+)P+2^V5@&B5^*> MCO"ITG<5!;K$69@T?CX!!'BZ"H*P@.@QWB;P4)B/G31JYA\I^#7'[IA/]#\" MFPUKM#F#Q7!#?*L#<[PQ$)Y FH*"KNY
ZL.0W!6>@9 WPQ@8-UZ$]<3W/0 R MD7#,X58!P*4ES@3;8OFN(8F676^12T@T2[/M;7T$V*$9[XKG[1;3-9$#D.#P MDL3%O\D?[K\?0U@@%B&ZO_V)BQD\)+337I<3SIUA#K<*
.YMX4PP!L0ZVP.(M*,3/(9:)5^@*9"G7C,Z;88M,P@6 /M:<-Q<)YF'VX/DDS8M+0-2A!ND_0[K" M>EOLBHMRZE"S%U?D3NP-TLS\-]^2S3[)4R\.-M\0$9[(Y]AN%>[X:RCWG#>2
M\R91!LXK)-1/^3BQ@#M=||X?0IAF*W2J 3[93=*BX)4DT:LN<5FQ_XL*.2F7 M39+?Y^:0ZQBH,LG>%'-"5N<:9D(K\-Q MEM!"Y7R5HH=ZL$DQ.\([*?1^MGS='F0)IEE]-
LF/O,K;RLO8"3 VIR=Y3*J7 MO0+H(T(: S!M&NF]<1VS;,'VX.2X?QJ!R7E36WJ[YE*4\RLPT MI\T#A%GL2)'S!=8ZGQOE%5O;5L=57AC.],TW][VVH@7!X]Q7:(.BR[M;12^
M4QPH"!/T0W9"_WG_:QX>69=5'57;B_MD1C.?>:T4B M\E& J.YXLK]6E4W8D@Q,K#,$)L0(7D2>G2B&L$UZO'"]
M!$HHD<;=I'#D1'3EX$MMRI!6AA*BT[N+-3JX/*URZ"NA0U1+8(=NZM"R<*_Q8WHLH MT*#]I7#B2\"@2X5U;3P+5!D=6R;T+GW6%1@=93 \8OHD3I%A.V'ME\(PI0N MGTP1]K-
M+#CB_M%R#BZBW^B4BSA(AK@0C"G=1)H&=1%](T?<0DJ"R@6CBJ-$ M"C![$0TO)W/Y)IOHBB]&F\E> M-%=.R<3%2S1G"TP7XM2X"GGG;5\)>JDRLCCY-
E5>+Q$14SY!DO@\:IKC,-C*QFR0N55'9&XVO0TRPJ% M5SVD8^CDY'M6&+OJ&SVBZZ285EBZ:AA<_79"AFOE]#K;(%SU2\M.HZV0=54_ MVAB32?"M,'?
5/=J8DT@YKA!WU3MZ')"=WERA3*N*X4P<#5^BDTFIKO!W52WZ M;HQ^YG:%J:OF(*$Y=)/&*]1=-8;V@Z OB[W"[U6_:.-W8L9\A52MZLAYO"S\ M'/PJH.?J]*!3([,P0(6X!32.17M-
]=M,-:T;B^YGSV$<'O)#)[Z"M.?JA?,[MV8F*GILV**#BZ:B$OTRMM2(V 1_/]@&=K!=1RG)J6-!N)-SEX 71UN8;B#X! M]Z,6,YZ!.!CVGQ+)L)=K>(&N.B;4RL--NLX 3(.V-4
,5E&>Z%@N>^O MMN@59, R82'KCV_BL5D*(!(-2LT)!/???31T=<#_&@,M2ZZ,3=$8(8\N@6I,T_EI@+P8[+RO'.H,_IB"[7/*% M(2LGS@<(,W*A5G& 8[(1%D#LAPAA01 6$#
[&VP0>"E>LBW9-#I -)@1F3[4U M-!L/RF0@;P?6VS<0Y#Y&]&/\SP3^@DZ&WJ9!.$?S'@O'5?H8(]S$@'SMGV&V M;WWZ@;55V:EVL)-1U%1+!N*CO A=<1H2I6EM.;5Q4?
[]AO[GYP9/1?KJQOM^ M3DR[!DJ:1?-F&+.1/8 EUBJ]U:65KH!,=B&64'X.:+]4@1)8I9O9L1"YEI) MX$!?=*]Q618-H(]>SMRI)Q"$NUC#J:LO9 SHUB8]DL."XT4!8D49EB;CX!%I
M((CG5)4F1;=8#!$TX"/QSSK$S)N/'2T,=%B<,HST#0 MF^.D$'OO05P9I09"(,$RAQM[T]$A%-3,Z5G4'6-LJ[UB*B\YKMFVWA)$INL\
M2S,OQC5#")DQ0%%;PS90RXLSV*T:L,Q5C(';OQ:\$Z2/M6;K)7(E-U^-MN,5 M%#&S]A/8XQL74DU>!4.*[.HBY%4-^&/SP(N05%4PR&"K%Q'X, 5/-0]?+M+! M#K%]A13 ,??H(RYQ I-
/??_2A'0O8#0O"M%_EYE6)]1G(\'?(7[]!K!-5[MSX73M+>*)EKY)GG-H;\OR[TE\7N6^+]4-8R'[C>)6<;D)PF2:ZN0 Y9VHB_0 M;O0B=69ZOFB-&.J<'MKD84T\GT[1X;Z?
0>]'7+TT3_W$0+TWI%G>501Q8_CU MK#W/PX ^%IWNOP/HARF2D:OBJ45JXT\@Q4YXX3NAL(AF*.[1V@>OEN[+YPK? M-9*"N=F#^\,Q2DX D+>K>LY>
(R]F0S5]43LD6ED1I57D12PL7(3/:0$9HZU. MB _J(K"NHH'I?OTO L&ZI0 Q#2L_H!=Q#O.(KAI/@_ +N*,QCZ>*@+515AP MK2?VIT$7F?,^$&7*UB!D+V=I-V07?0,1QM"K!
[/3!GIQZI&PXS.*OF5 *#(- M"*=IU@@+0>(I\6(0;)+VUVFJ'F>T.5%! Q2? 6V$L3-A/DI\6[]PFANLD>/145_'&,B" MAMP, $6S9GET[Q+2/'L#'A*63TAD*]IP($Y3%SKE M6OW'KV>'FB
K[]5J D_RN@B3P03!K4$B5UXZ\Z YEO#5:*(,\>@BR&N2A(51 M2)5>YD!=9!'69&4@NG-!"=/GCLK1TE"7:5*L1IP$<'6VLA1C/LY\&D#]7%L+)40TY41*T3\X?H\#/C9*'7V['-/
MW_./%/R:HR7O/]'_G(^/YMW#K(=XX; _;[UM40O74R Q4;/)Z!]Y=-I\2S:(M*%,O#C;?$%I/N.;A*CNLMXBRN(&'"K/-6<2[5#:XK?TC8 W7;:O;[2"IR%?A MZ16&]")@?/]^2*H7PB%D?
IDR*49 M(:R1GI;]35%OH-I NL'^KXMNZ]G[CGLE,3?6_7UY MC#%>E^8W6ZX.E_;H8XUN/0Q"#YY:4J: ;=''ZQ9! 9%K0/H4<2)2**-L<^AS MD,F;81L8W+> /\>6>\F-:J$-M67CHI@0YO
9ZQJ3BK!IBH-VXR\P25/,#])7 MF/@ !'V"5YUM#O$M5;M3X>,Q37-L8FY1MX2V+ES"!D")XEC%6XN!Z@XW!D!% M*SB"'&,6-STOZ*J4[!B0B.>9 ZELE5
BNMK=;9)FK!>$.\4.^ZB\V:MV5:B8 MGRXCND!@K6J^3:<3E*V MGYP[EKA&NS:.+BUEG6'MJ1A2S^)R&:B@)JI&V*I>TBZ$O"8"<1]7/NQ"5C3.MS+,:MO3 4\<.8J>B\, RQ
M%5D54^-EQ-+*7C^^9G?N8;$R!#;.V'L9(;(*3)ZJ%Y]KX.M$^NK9V.<(XK0H M54R6FGHZX1Q8<95V)-P;M7=X'&)+,3@@ 3MGNY2;T$@+*ORIF++RA_VFD[=L$+16G /?&
MK3/2;KP(WZSW/0!9^C7V\B#,3"8@5)L=L =6;/"3^=K/]5ZXT3O=0>8*5:,^U.C_837W$PG:6,/-;CT(3V&\(QE3 MK.!?J;G&0'L*O8\P(EEA#-,7G"8(]&M0^OK;]@ZT_L^RXQUQAH9;?
<>/<$/*2SE%LZX6(#W',2S[,A M+X;[,O:'675+A <@F&224QV],"A+?U2TWI&HV)Q+.-.V>*'2##)'#]]B.^ M[>P)YIARG2K_BJCF,;[UCF'F1>*8:(F))N.\$*'>J6C)IEA03,WR]EH
V;%N_6J.24'W)BJB8\!#MH(=@C!A]^@J8'+R+5 M]7;C?6?+4$JK6/)*O.$>L.OM5_2884J7>B3Z+#F!:3#6AM>":J49:=PQ+5YPY0K:YAK_"-6]U(0+X8T%V=]PD280 M_,_O,DC4R/*/B+.!
[]E]1&SP__.[%.P.+4KH>Z=J]TX89W\,PD/MG/*BB.&3 M8GHNJ*%/I:N XWT:C8G_'&!BZT5-I6]I4 ,2-?K[0R#XT!SG1*= M5!(Y%X#CZ!![SJTP#"[GP\2I
SR;93P$.@X6M000;67.XX!NKMUR!T7.?GA M&VGX99"_-HZC0_K-X#I?'$>"\DLAX[\Y'YPH/QP2;B#'L:.&CZ$/R7'PQ8^' MR LU!P)^M)!M2CFP'$>&&OL4^;[.!QGJ?)/C27,
<+6J(D/'&.8X0,0OE>^_F M /]/%C+0!5CE@F"KL4J:+_%\$##%'N$\'A3YH:KCTW'LB)FCP#&L=1XCXHK"]NW. _E]NW)&E#7H+HF4J(IQ'@,3;07>]SP'W M?[MQ"\0>?<>1(^OMD
6TS*#L9D@ZD#_Y2E)8]R +?020\;S$@0_FFDPY1X8/ M.O4U)%L+B/U94+!:7&)&\%2-JS;,CY4;PZ,C-M $ORTO!FV ,&][JP1MNS??%%X4ZY!B:Z M%'8C![3L\^VX&WD,,H: 1T.*?

CECPY+$A))HX;<)0Q ML0Q+6-!:,1(#<_*#/UL/_0AF8-B*PS?@U+]6Q>8Z%KEK1:SS-^(XKNC8V+-= M@Z4C_$34\1IY/B$1;K]2QF#SU'_M=6V0A"9O_6?T)'EY9$=1'*/-HE5HWWBS
M7IL9JGF2,I'$S6C5^A5)8_ ;$A^1=-=OF=C9DFBT;=5LN'>5/\%ROL"OI%?V&^7S%S-U+/*-GM0I#^(B8<]V.8B*WPZDIYO&TT58O-(MHNI/MJ9&"?>P&
(/M/!GRXYKH\>G]=P#],&5J0R,6L@UHPJ8TP,Q9QTJ0[P_' M*#F!8LNO96,VG 0Q FSV6K.!7E F<[^CN!%G-;Q&3B4XU M\;4IDO8T3EU2,X1-C\!TO6V":FFE <7C#0J&_\[3(CA\DS
D/D(['QXQ1QYP MVB)I$/ &D*R=AAEX!_"S:,B#3N,-^,FNL([RJJ/._EEC"'T!69-_P8"^.\9L MQ2F*-/8UAL"+L./D[TBK0M?J"Q()\%;7<9.[NX+H%.)=^R8*RNS-]KEKP,/Y
M!3PLZLM:$GHDTW7UTTW,EN-C/" ;WD2_S[HP,6@!IX%NHT*AK'4$4R41K49 M45$;[NQ&B?BF<*WB#%9Q1O="=[MN1U#"O2!Z<>+&3=FCE:&??X#?UU@2L(^Q
MW6PO(G9PJ52F)0%7BF#@W'L2']; A<(C:C02=/8//4BPBCE?0FN8X+=1;! M\5HYC@QY#B'O^+J(B&M9+YGCR)"F#Y9C[2("S\O@N M(G9]M MP#NS\Q1;LZ'$DSH&BOUJ%
(KXG^G 5H MZY3 ^1RAEY-V="TDG7^!MK_>H:Y6DFFW<=1=<@G\W^@J-MQ1&7FGZ(MDF_IM4S%^:N(+R##Y_T*D\\04=C-Z2NBC,>XKM"_0A?CL["=].KO#N/D51>Z
MJH,.J".3D?T8^Q"W>;@#Q?]OT40IFPHH2V$!S<@??KG;$:SN'5BU@XF#IR3> M;0 \4+M2:UK4H,4AV889)UFF->""+0MS,>7'^+-PHDUERKR%S!&7=ZI46/_7 M/(2
UH6017=2<\U57"DE*MRP /UG@_XX> ACI(MWCN(N3+$4G$,@.-W)R^HV M41U($^ZRQ>I# BL'^'I;M4-K=T*C&JX4E[##M(X=D C;$>AXY#:)'LEJED\9 M0]P=.$+@A\2=B_X[
D0WC -T\C +?R-_9R!":JIM3)MR$\U:UUC2PLRDYTQI)N2IQ&W)%P3O8(:D:!Q_<].OV&)T/3!5M!3PU@Z#6@5&%)[MWNP*9BGYB'7!3C]-
&2USU,JVO:84D6:R/O8QF*EY_1.&.7/E&;B^4$?RUQ[B(/F)R[W%K:+^)7)25MX9^TZ1F M6L$,50I2B><9U:?Q_V&B^$3O/*+];J=,= 3=/[1&%F%_0_[H1SD.&[S_CO3- M> ?>D
QZCT0^KO:]X"9F?WFZ37G+GGOH56AUM =4G7WL4O:PW3YS>?A\"65Y M+76NR?J/L%"+6SKQ>HMM/X5A)0Y>(3B$^2%MN"LSUF_<8IHI52B4$:<'4M-D M2_I6M5-]E?
S&'2,QR3UHB\PR8_XS<+'BOM-YUC](!=XJ+,8V8(]C**R0>+S MSSBVS!$+Z.;OAZ,70N+O1\K9#JQ93%G6,CMM0=OT"(HQ;;(USCH@*6Z>R7ZB M^>E457-07.$: &M-])
[.1"AE5XOKB+$_J&]!;*C'F-18T1#CX3CRQH> =2.J MF]@0JQ%RC:+61R,2$2D=&I$+\7 <5[JB/9KX8]6X"IL1Z&[(_H(D-&=T21N# M5LA@L5Q_.@1J>=Y M!-XTRZ5BF*=',?
74B(8*]#*=(F]QL>DX M8K2:],9%U3F.03U"B$H@WGDB;*J12QC4YSC:M$L6ZO&$CF-P;EE#*<+1<5SJ M%SP6+ 1L71GQI2,M'4>J5J%%,B#3<93-
].C20SH=Q]52.NG8*%+'T3OMZ= 6 MK'H1+0F6C6%U'*4S\4A.-*OC"%M&H)X68NLXBO7(V2KAN8YW)-%SB55"?1U' MF*%+O+REP;KV+],M.HZC:2E!6T5?
M*#4)$%I"OP_[)+//P(_*,I+/L8! C7(MT6&LX^BDI5AD^R-% H0?-'D/Z!_KZ*H]6%Z!0_6,,TY#'<>6OX9\0__EX1= M2H0R2O,^WO=>'"?Q#@5
C5:=&:6%S!7G\/0AR$H,H@B)E@<$M2*QM?7/INI$7 MX]A,;@G?WB#=#Q_+K,=Y!P53K*6XME^L%'=/A (VB$?=1.PR2QH6-DYCG(*R MG2'&-
ZIP&7Y&SXZ71R8+4%:.^]_0+@EIX%T&F:'XJ_C7YF)GS$ F35M[;H M?LJ@C8AL@WALR\ZHOR' 22P&:?DDCS?=W],L;+75\ MY5+*V%7@A5B-6JB(!3?'H M>/=[H.
<(Q*4DH@'D6JJQ&W0-MVB"=-E&'T=GL!J#4M>%JDV(\ZZF8MD1Q/%N MG1',N7%YY6M7Z#;6=J(SNP?DJ'=I>9EABH)I,Y+MH,KN8^VH]V\IHM2NR#L> M>:T7WZ.- RYZ<-
=PY\5EB#YZ5A&&PA37I4$PQUGQU[HC^&.\3>"AK/:3>6$T MVL?+Z@0@W,S@P#I- !2F7]N[NMKI5$-' WKS=KJ+BSY8[^93F+4VCO[5;!K] M _&B/,X /'HP.S&Q;\FF.4?
F+FS_=FLD;;M'W^(\$< M[SX(YJ]T2X+EOG##< MH@778I@YBG2%]WT",US!1]S61F$!6]@8]_[3QUYP_W6&>K% ;KP"U,DOX/@+H3 E^@ /&XA8T?SANTZ,0CN/1BC[>"BX?
DACY"@']R! M;>B'K..1F+C $3TD.912[\>L8% Y0RP-&QT1+G-,)841EY@TTQ?PC?S$UM*D M)B]T.&K,:\0J-IC*$/WX *&9X%AL(.L.G^\@&ORMLH,2\GDS%VG7U[^1JRWB
MG7<@R'V8?^YP&0"HU5L48::/H_8KS'7$E+%33$P<,R:?*FV'!_7G), M6:6;,2UXUV/P2@C[T>N[)^ M4)ABQ^XZ_@*3-,6(2JM+0+T@\K.M:$QL=9?V^K4","UB!C9)%;W9.-<*2N6*
M\#+S->_]!61M?-$>7MJ69:;-A>6BKE-=::PA7U*WM_PZ87:,AL0C5W(NJGNL MR_6<^P4J=>D0.12M1@8W#%+D=<30*WK''$$&+;11.S;<"%>4;'4GXSGLQ W3 M_7-G@ F^]Z[?
>HSA9G($#[P08!V(<.2*B)\4KCNZ4S5KZ*]S%'2&1ZABDSW7 MFM5 "E_)@3.N?@S:"' $1M;C)P.D\Q=6ASBLXEQT%$W2D1(<-N_8M;@V^I5C
M^:JA.G$>;^24JX6EX640^,6R80WV(P>#3>);;,&B\,DN+;0M@2'>):5>'&XKE*&:F7)>Y0K\< M[2.A@_/P \/F0,R?W4",6J#9'(CZJ]V(XL:SS6)GL-RZKQQ0-PN2'#%4283E
MS8(>RRT0(R(!9T&3Y>JF?-#A+-BQ7*N8%.CH1'6:IC#-@Q="7%H+/,/_YL(M,^_YX>#!TWI;]A'SHJ)+8CDF6&7UM'7\A@WE& <$O1,KUDP.5ZXW1NO$7.V_ MM6DTX"6)80>&
5'T0IOU?L-89+<.,'C5=?2M;QY%-Z?6_7B 1-7V3YQ\69F9 M-H!5_^??0\0VT!MY>@*?()*#C#?9/'!MCC;<*;?>A-H:EP.J^;H"36R/H&P+ M9: EF[Y%ZMX.R0B%7,(M&B Q\1R!,D]FQ9-
57P-:\U0J;.)Y]H&D"HH%_*XK MCO9ET*]Q\H%K26+9X3$^YEG5&S8D-'9S(M-O(R]-Y5BC[L^9*PF1Q.!4Q+@\ MY'% ;S\J&&RTI Q6P+J!G_RB2[PIYLF84$M*9*8?
N'#P9I@'@R;@*LL<_9GG M"9;YEZTEOC=\24[<[XTW#X+;SX!%M-"6_6NHY#@2;ZK1HGP 8L/5JW=DM+?F MCS78M6Z8Q< O+,:>8)ZP6N_5C\HOW(^FP?CZOH&O]--#
7"LX$S7GX3TF\ MDZ$2P6"K*.1/RA3R)]-@?'W_DGP"&!=9&/"80,+LL;$3ATKXZ/RE24=])8/\ MM=@@N ,?F22 _#G.E768U>'0]O1J--.?1;*/=K<%%=D\@[_-:)3+IU-S % 1
M)&=R=@15O#3[A7#E2&*O%'FQC?1M],@8D!W!!8]^="'#$0(1Q_1*V]8[[=38 MUFO'T3&W-:.3WLBP_SJ.0GE75+^* -N>[#A*1KF&J8\7S4A]+LB92V:78'%6
MHU!5B!0%QXBDHH%]W1'L2,J-FM'CB"2@2D1T=P1'%=;X5#J"2$EZ,X=)1TAS MW/O)\ (*5;Z!1^4LJD@L98?A*MTV8](RV9_A$W,<@^-$?YZ3S7&$S"+X_S@G
M%IIPJ0UP^XA;!7G2FU/[%\X%55C "B 5"=Y\ MC'Y1L+J1??X99OL$\W0O"*,3DA&07AC&F*@SNPCAMEY#'N;Y/uT+S_]4<4[LB+^I! U:W+3];=L+"H5];Y:K,9 MVE8%,S3O;P1Y-
F2PAJ1\UBKX=U[LDWH3YON.>=FSI51@B :B8-J5!;N"(Q$K M"1/? DAIVS?WU\XE!ER7IJ3?8>M '/BU"9BT)88MUS3U!;D"MN/P7WOCC!/A
MNZ7ZAS3D"$YXP3"ZD>)&7,M8GX(.6Q4+?R+LVXS/Q:SAW*=_@@9H?7ACAG[<)3'&U^'J4:6_ZN[\'08Y[M(M1[1/O%%>T;2 ;TT7<>*:UAS!K9#=;H;Y7GX9:9:2M8B"V.@PI/U
M4"K,6 M0.A?#3",IN'ECON_+KJM9\1:6@W+!QOK_KX\QBA>T.YOQBBSYO>X"S9Z*D(? M/0>MZNV/<9K!G$0:8?4FI?_$=8UJ_81FG]'7=!@L7$?XLX,)9*:9\^@,L<FW% 9!G^!@+
<9X+(>0RD*"^S+(?WOO,Y?.=W[5RB MB=6M@W.KZRZH835B 5LIJ6G%2UHJ?8T1#XPP37Q!]^ &R\U(SOH^CKPDU]9\ ML'60<(!VTPC*3Z:C/L"2,YT[BB?T+_F.LKNVMJ/LLI1/.
(<1:DCY,ZPYNC> M6XIH&]&2I\.';Z]H8T$O#3J".F[E'C.XFS>F:<%(A\DON+KQQ5&, MB=[SKGW&42 7>NN4K$DVHW*N5Z\G5#D>_S,WDY&URSF.QEDOI:PET/$ *F.D
MV+,K.H[&F4F1;\ET/ A-.PFR[:..8VIQC;MOKG4\\FYQ*8YM1CZG0+HZVA#C ME<+F04J)IFM?TFLTG1UA9^<937>;Q%D8YTG>(\O7)"UN#9+J-GLO_N''9S1R
MSSIBS1^YAM/,'.!U%AW[+CWV2^^E:VDC>-@B%[W_S6LDD@%"J YC#;%$QKS MFC]RWBT573SW)1B Z)O71L:ZJ8!^#J,.E[&44X#K('*YE:_!3-=@IM%(4E?+ M',?G7-
8G&7W%9M1=(V6ND3*N17G,K)6UMZNC$ MF?LB@1:J)U9,L@^8FY.@>8O,3/O $K9TD9EYGF!-+I/!<(@^>1]8_D[@J?XH MV_G)'FPNV;MY(N_ $0(_+!MX'2- GM X*)-(R-^9F&:
M..89@#6JL%Z5;+-O'J37+).=Y:SC2UX&[)0UEA:RK#:IBY6B<>@1B6A6(T7* MSZ @MTDAQIG&&7))M_.AY\QZ!:AJ:U+8:B/99BQ-X3]#B;MIZ,T6>!UW(XWC MQOH$Z'-
%'YV89.1KQYT_FI]WA8K8[J&$3R1G-FGMR6>T9H^UIP)WL,"W7N6^+^\> ?TGZTV3?Q^ MUN*)QH!Z?%USK1C-[^;PGB$9!_.:HLL&9D%)C/DPKP%Q44P9JMM"]
QB"].;'VR3^1&]NB!C9*QH/ M(0!&Z=*4XVV<@^#T(.G%J/CW4WF>&,@W.0I>AK3M/78D/^$@.__$<_33$>K MU(N]9P!Q4- .?87O]N&,-L_-VY=.AI,/QKO(5^;R!GX]
(MD^SLHV7L]>T)>I M6*.LNG)L*F"-MFK[6CB&^;8*E"T6LLACC#0_D&;I8YKF(%A#_/^Q3/Z28YZ" M"'V/U,#R5WGXQRQN$W+(QD@+-WF86W-L J5[%/V3J])JYA;MX_/GR%S7X+"$>
M7>SM+L>=X5Z1V)4$!=$5HAD@FKZ9:):E--@=@W0/AIL$D(ZK\> M,8O=A^ 3'4!KO_46J9+3U#4UP_B([?<^NE=O(4>]/<(VZWOWG_@CBE0B(Y M4_-^:T3@G!\X? X8@YR--
Q!:YCJ>&[H-S'&?GKQYK(V+EOW):OBEP@>D+%7# M-N4#>Y#5F!!3 M?*U<_3Z-F4' >=K1K6+A1I4Y#5J)"[#R++4"?X2H)_6(T2 M,75(*XTUL?#L/58C0XU?LFQ!'69!N5J.H(
74S41!VX$3DG<#2D)BFGKLAIX MJ;L@L(>UJ4""C3B"#][%T(D0-VZ)='@AUXDN0LQL\8,+AGPIJ5NZ[)DVXTP_ MZ7#>)<=#P:823]O>:S,J9J0)NG[K>#R<7J8B,)[;C*L9"
(>M"#I>E$&):*8Z M&1POQ2 OXD]Q5Y/?U-,%B@_UWSP]C45 MYYJ*([P+PZ;9;6IO_;KHMGH-NP<;Z_YNKGT96GN];4D-G"M&'WM9 I-Y.=&^ M=+,?F#%&A9@],25-R_++LR2&\-
#\=L&9= QZ>DD^D0@2IJ][#QZ\U8Y-&HR1 MYB468^EF#)2^@?#PD<.4?&R]O45W!#&"1VPV\Z)G+\ZWB+T1)\%MDF94FY+J
M$IHA^$=R2N352LYH[XX_;#:+=D!3*^W[TVLZVB8= 6WDF[H==?+C[T0E1 MM9CS44;/\[*LMT*T\4E_U#KZJP67W5$4[ZW>@F*_(!X9QYF.]# M M^'\5@--C?C2A3V@T$6A*\X M
CPMO6HR]&[D4LE$2XYS4S$9@A-YN9=>QX$-OU3$6A.ASHFCL1H!0M;(B[6I MF(-"F(N[R+A6];CTJAZ,*);J%O0B2:P&4HK2N3$GG0I&JD^G([CAY://A9RS MD:?
D:]_HB4NQ&EW"9W80BE*_K6V&8S.,PC11B724]KUA7#";47 M@Z3\G*H& M2->\@Q6#9#4RW"V#M$ U#U43E'+(E*-XT66@X 5H.8H:-26=&PGF* 9T2ELN
MH$*7E,$V;=@,_7ROJ5Q@G\WU;32^+.J!@XXB1M?3(HI2=!0]:L\+)Q324?A= M*6.K"Q4Z'Q>Z4\UFZ&=[7.1C6VTN@Z7Q?1D5.&LS;G1>G)8ES&:09[LM,K'(
MCE9)6^">4,.=;4:7;K/IPH4Z%Z"::=>)%T+N: &]D>J,8K2ZS=.,ED%DS8:VC6ELHR"]XL-*#H2X%QL(K9R'^[V&0!U2P?$6;+P M$^#OL[/1E>:;HT5\^A_B>_31)Q#$<,/">%](>
[Q[JF5]X[3(*1/5&6)LHU@# M(1C; '\?A[_FO"TS!ENT>>[=9PYW'8"9"ATJ*>" . MVV4.MPH +@ER)IP#$ 89L+VE2%>^C]UM*6(H6#% +*1L%/,4>A]A1!I2\YMV7PIY^;I M9#/V[AC-
NNA-Y/F_(+4^B4!:/'NXX608[YZ3 ' *+DK-T[S75;8)#Z#XVF/Z M!0DF&> 4T>,-GT^CWWQ#5_FTCD&MC)/SD];HQ?-M: =PZQW#K.D'EP+X"8*'
M!!;]]$@KRMAG69'4USG#NOT,2BK(]0TKPX)4]5YNMN0)/ OR=1 &"ZWCXG$&SV'M*(L;:JSS;)S#\;5"D=+[OS'T9UY\ ?H$ W2#T]<*6.?5^*B[I'E&4 MU]/;@?
5VG6=IAIY<=#V+NUAU=M5+'S*?= ^1Y']^ FE61V7\H!MQM$^XY\ZH M>2ENY$Z>A4KX*0E#MW]#_$'=C(EZP*Q3+0272AY_+)TP&P#[%T_OVN[=L#8P M:07+/P'Q^
4KQ*@11R$_8H;\X(60Q(GIOH0C=V'>\%LD1]'A?L&Q42D& (.8 M;A*D@[1_QVG]+TGV+Y"] 3_9Q?@Y;UF&69KZ,M\^/]061(4$ZO)/>!SK-5EX M$\ZRC?OO.. :*1HU%\1(>
(PS&,9IZ,_)*Z0^O<@;)+'G0FI_SS_^#?QLDS3I M(/*OT:2O&".PNS)XM U)L_FVWZ\RI)]N6L?YDCG3?436!0$=*GJ_",7)L]V+"KD-ZO\99OL]B()U M? /V7K1=;ZN7-
JWML:]2K''BVM;P@BUB9[7FJ9<%=)>V!>):<=0/<6]I._N% M,$V@HQJ(<%8S"W[!3"LAC5@)[H /P?!B2T]S[^TBENTD"+=EH9W'&(&"?QTJ M"MKM@0J?=J[9A?[P_$X^F+
[X=JNK.8H+Y]!#^NHT%K40<\=Q,1.MZ8M?MQJ_ M4I5#:9'J;63UR=%]B/DA[VW8V>'9CF"!5XQ\.AJ<+SLN*L[?C21W%,@E LX[
MK2O8\=E68U"*=X@BM]N(X,47.X()'O_0@PI'>,@%U.*78"'BB/E.$PN%^&^K M$2,\?&Y >$4(G+AF1Z!G]8*;!OXY< !NT/=]=#^"-N,.&%UI1DL &PMQH%^ M(&
(V+,H:K6T%D1@4WP\#1\NWJ%B.)% ;'<3&/Q6A$?H2C>#3? MK\XF8IFH$O/R/FQ&G1UO=D^8LAEA.A]MMD.MJ+ MP=)7:FQ*JZ,M(.8]A84R71WM-
N$H[AFIL*XVN+";#\GER+K:/&/Q]W5:MJVK MG3GF)?$I6;JN]NRPD7"9F<&S(/ER[1B\G.)94.V\3BZ;ASP+]LY%39R:#ST+ MU/[TIWK/@UGGM;G26^"Q.2O?5-&'6^2QXJ$C69]=
[5%W*65AX2N 4A-EFDC)J& MA,L_-P9XM.S7W>OT(7R$W@!6\-#?;Y,X M@YZ?Y5Z$PPQ_Y*%ZX9TXBW8V7;& Y3:L67@GSC*3%HTMTER_;USH-PN2 L0
M:/^#UX*SUX*S+KBXV.;M<\?SM0#CM<*6LRE,YU6MPTZ>N%CLI//!U6-\"3;G M>CM+LE3_A,T)H+9"#?)-;ETCA-0]*!ICT>0?J[QBF4 MDPO1&:)WHRG,6IM$_VHVR&@?
4.ZM_^NBV^IU\QMLK/N[O;?EFN/D5HZ3S&VA MW./N;]>T*PO>F9)#F'INJL\ORS6[#5^&7+/S^QF??541W-#9EY_#P3CRD5^ MAOMU1&@97-EL*3&.\>5S1NN"7(N_@;-
&\G+L@;\!]T*E>3#.$LLO_N!Y4>I= M^!D&(Z6YK&=[UZCSZ_1YU3\VMC.RJ:@\&4]2/(F-ZOQ+A5*3C.BT7H&NQ # M/J&C9]#:H[J-&QS'\9K'HGE>23S=VJ_W* U94.GH^@_GR;6
M=MS)!7*[SB.4<1$+M,WH-]^3LB7 7!.ZYJ93EB'?YO:4YXSY61_N\PCS7,@/ M<$V]8QW 3#Z":[;=4A3?]2><17QS2QJA_EZVVKD&-%\#FET,:)9M)$6/[I*; M; RXQQA=?
%"WHN_V^J9"Q)MA&QC< $[^G/,!Y6?T,GAYE)D#Z0VD +WF^U4< MW(%/$"5'O,N2]KEAIC(SC8'U!<3H\8S0WE;! ;V]:081VC^!#&!R V[
MOH8D.VOAN+#2]A/OJKRP8G,@HRV(G"I+N6A4>0((B'05!&&QT\=XF\!#860R M;"QY FD*B@W>@=2'X;'$!]<2(IIE3*FA;XQGN.#-,*>7YQ\I^#7'EM9/]#\"
M+8TUVJ;M\VT#S/'&0+CQ(BS(ON\!D(G 8 ZW"@#N(7 FV!9X<0V%T6S@6".I M%"T?[XJ7ZA83 GF>T7O^DL3%O\D?[K\?0UCL!.VL?PH3%S/X;*"=]JHY39
8N(5&'&KP'60;@>EOLBHMRZE#-C\/F6[+9)WGJQ<'F&SK7$[EV M;-LV=_PUX'%.(N>\692!EFQ:^69.9NYR4E MJXR3>[C3->_\(81IMD)D&6#2 MW"2M*[B2O+6J2UQ6B.^B
E":\>6=5#OE#UCV.@:J7+XWQ9S@U;F&'&Q2!LZ- MUH34PE9>Q$V!L^D_RF)2Y> 70;\50J !,6T8SB[K)PPCW54)T]&_@ MHW?_"T1?# H1AL:?
^!,T[ZYD(0=T$WUB!GM&RCX6Q/^%)'+:[O@3#+LENF>- MZ1<'U!;6"ZYW@CO1*%)' F48*)5)U7$96R2>^(45#BIWD2K@+I'&F"&;\EZ
M.QH^]AI6$>484.77L!W4#>EKQBZ5K+R,563\A$1-8AJHY+6[G._IE9BN6PL ML1=GCXOLU!<22 M7GO2UML'1,>Q'WK1:Y*&119EAF.QL,X22JJ+XU?73EWP\)# RJN&/[C>DBW2
MJ8LY6O.^7I(L]$'1R%E^?Q*S9C7ZM3]8L@2QJ8\VR:2=.X,A+FMSZZ7[QIW$ M-F[3AYOC\F$,*H=&9??MFD]9RJ/,3'/:/$"8Q29L<,1\@:7.]T99]=:VU5&% M-[8S3?/M;:^-&
[D^QJW^K=UM%/Y4'* ($_1#=D+_>?]K'AY9EUS;VHA1K(! MV@=>^7;OP1U8QQ,!G;:@)<]] \13DLJ9^'I39CNF\N7:)Q%VI3SD, YQZ##_ M*%B3G$W]D8PT;<>I
M5+A1/DCB&HFCXML(X<9P.HX)88X&Y[T]$Q3PPM"Z]X(6C^DX\.)@Z_HMX0> M.HX'=RIB+?N&L@-+.Y4!J%?($>AY[^9X\.=]*Q?OPZ.HF;'E#9NQ,;\ S@\F M=AXWTF^)0LE5-QYX,
<+HOTP=9L;9,UU M*Q8O5[M@Q[1%X,6_N\\%L;?D$'&@ MFHP0Q]N;C+S4+DNR6B>5SK&9!CIW"L#"-:Q9.RBK,P"*,P6K+<_./Y^#T5=RUO0.W8B+'(-
M9+5\Q%Q;3>KNA>U1A=.TESW!V$LW2=5CJ=7CCUV<5&*698B7)IN;$WT!7G?4 M&;]H&1HGTZ_YA@P33VMUP#+T/)10KCW/%43SI%[?9@Q'M=ZH\,K&Z(,M*6Z9/\:-L-
4[DVL+._U!WFIT*3\$1E/+2%2W#Z=G4"YB36VH2 M2&S&\(AVQSI53(W8YM\0QY,4QSY4*J*EXUEJRBC2(+TJ\& 2;I/TY MFD;'&6WL2+ K*#L]@VR?!(_Q)^*'6)7#OGN$P20* [S'X@?
MZZ,64GW<6PQ M!]D@O@6](T!\T$\?8Y^M8G/':SF2%/A_V"6??PQ 6)P&^H_F$-_?KY'3)O1 M7V[PLVZS!6&<#S@5A/ [CBV"/G(A%#V!G1<5B*!8.FDC[#L[\[9%I?O)L2BK
MK^,&R+J9F_D3%Y3I8(JFC7+$WJ7X&AVZ3>4/MPPG34B]S]#1"=Y]@8\)(Z? MD!A9A.LC :2.:N&:ZL>OYZS)5U;6I9MRE<1)FXT1$EJ>"J:$0JKCN)C X!OT
M<(5&1Q'$DDX:U9\A^]D,[PA+W0@]$Z.(*G7:C!J^5X,C1%?0=HG%$5!IW@9% M6!WQ D@YK49+^.U'=11+=01W/.^4*>2Y48I3LUPBK:'8C)/EGJ,)-.JX2V.D
ML,M0)QVOL3;FADU031US[?3JOUOIT>GM<7!RP\;I].$F^[UW*O+S'#2TH>8V M[F'^2]R8V"&ZWK8N$-?R)S%1LT7L'WETHM9(7&6']78+(#<84F&V;DO>;@>1
MX)V!ZC.O,*3WCV6,U$L<*]RRW,B+=X"ZP?ZOBV[KV?L>'O(# MIP:8\^UNC6PR#TX*DEI G8%GV\;@D.$+D&I$\1)_J$ M,LI@1VZJ:LE!)F^&;6!PWP+^G/,!97(\
H/8RZ*ZW@Z7.T&/4YAB2]@Z_@*3 M-,47+7V%B0] T*N1JHDMD8D!B7B>.9#*>H8EHJO=X=KX+-;,G>)LA(C(
M=L;KO7P6@1_R)JS:&JYB2G(=.Q+DP35360T_U_\K,F=AT!4M2>XB0\FN-/24 M#*PW9X)OFU'T+/>"3S(1HHQ;'.=/CR.I3.S06>8:RINT#.96 VDD/T-C"PU
MSVLCP&H8K^VPY=D9U^K3P8*$S&0U2@376]4WU$B&%!.5U8B0H@T),U:W8"W7 MQN((/GA1;3H1XD:HI'Q4%B>4H<](&?S&YN@TG2J3BHG/9ISHIPV^DN%X\)V2
MQ47)1FHS8F9A(%3]R_%PQ)'DT;,LVXP$;:304U$<[^NJM83,BM#(%NMG6@LCK@:N*P(YN\N&/37.@^S@_@**A!>X39+ \ M=E'D_B,MFS)2W6*]00:=E*0K59GCLHJ#=;8'L-
C=;=4QA>&F%,\T!A:WV10# M(/X4/_T^A\MPE: M"AUI<-O*OKKQ(OR.O>\!0LC7V,N#$/V5PAA;VZ0>(N60TO8IH2W^J3ZB-#\4 M"2Z_1U\[\,Z(=C8]6FPNT3?22IOHWT*:7!P>(C?
@9A4 IH7ZS;A]6X "\AP MDM_D#(153TM!N]%#<>Q_\/G^DG4I.Q]2B[M]2 \(6[I+,%R8%[YI-53BE0 +!*[=J9R]["EX7;/\ ?+P1O#=(A-F.0BXSFX M-SHB71#[;2;D$-QB^:7N-
MQN].S!7T"&KV:3-MR_I+8#*=V>@EQ,@&%)A MGY1M!Y9-RNR6WHU7Q6K0Y*CX#=>%B4%0==1H4?4=V(9^Z ['+;4\%K*0?ZW M&EQ+^G6X_AS3F^-
[;"SQS;!OP:"RQF"@23_9T'3+\HL-1AK;MJS,UX-!.,T& M@,1[MV*;_#M)&6BNZH><_9<*A]Q<<^R18>:E\TGZ8!NJL7"/H#_,Z(:9)ECF MWEDS+ DBH)I9J<"
(YQD#B6M.I0+#FV'R.LO82EFW6V*N52*(YML"Q=-+Y 7N"R>(4'(LF0[#E3+D&L,WY]LP4P+88LU:SRK'8MM(J MEISFK2LI_VC#?&-3P!A'#!N=07$ M74[-RN#.18 C=)% ??
1R^6AH52'=D8BE*9AAS!KK8%[(%*0(<-])#O=3@#9 M]*H.+7,MV]YZM4?>*F;,#RBO?TW7VQ(:W*\:6VQ:TAB6PZR*-DUTGVTSF$>= (3FF,
["]0COFPW9NB_;:R,9Y@AP%!6@KT2T0>WAPA$@ MZP,J*9'E&0=H46R!OP.?($J(7E[.0*PR0G M5?#OO.S U8]NLAT_7 Y'2K[4#(O+Y\X#X&J0L!O=N!"@9>1B(2?K2<;L\<9
MD!,#J=!(335W-C2.VS^/SACSZI5PP[21)MW?(H8_='\S9YC'?I]-L7!?CS-I MKAXO![,LVJ-7-&L?5N7!@DEF@=$B#['!UK&\YDX6LC)/!RB5F<8.5"C94,]) M-
,LF(YI$:8:V)0W[RAZBY)ME1C.0X8TA6OH,$2IN3E]3S.!J;K_R$?J9Z6!H MVC;,G+*T, !^"&,O]F4 IM06>X7A)SKHU\CSP<&EQ'(&,HI^SF)DE'Z)35*^ MC+0
)7<,,Q@3OMA0X_C/T4):A'S M(>$IFSVX/QRCY 1 46NVK(Z/XR==Q])8.:!('VJXTG2J I+FA+&3:$=M52C]?:NC%\MKA8XA/DA;=ZJ%G;^=%&4U,W$XE!2
M58*C0M.97K@FD(!RY]JIZ0TF_G*6UXE!+XS'JIUBV8K1_5'5OKQ8'(8B1H9! M&K(+F$PSK=U 5"!: VP["8Z@+7<2M 5,GH24?XIU2C*3;3M!CJ0G=X*T!5:).D%$X(HMXXQD.5\,50H
MI:9J#F?2X3+I *-K57O8.=TW(L?.J7.O$6F21\$RG5-QSQBL&]F*-FT*TM56 ML(-WTPW58EY-G6?/U1;:G.5NN6B9V6E0R4HL0Y(J"]ISG!Q+L-Q!LA?0SK/U
M6&UI/%W+RD9+R(VQT%(/>.1BLQ^VLF%5YIQ5%S68PB4TGU)/4SQO]H.3M'#* M')?<4M:%SS=5@=ZQ>1DB!>P]W,7A-O0QSRP.!$'UFD0A+A/Z!OPD]A%$Y=VC
M:/,#_;VL&&1#M/TDXP/-=W!>S=RTHV

S!G7$2G_:R.:UFO73?BS? ! \)+#.U-LF,$5@IO4HBWA\/YWP#GQD+7 * MT1&;%=+LQDM#>F !?XVF2.$72*HP(2$@PHMB#]L-Q@YHEX:PG>V;Q-@7+XR' M&/O!]HB#.5#VWKI-
[=7L+KPW%A-]W4YU&5L!EN4-8[@N;9SJ.DQ :VHZ:YM M#6K8EUT*>N9T!Z6.!R^$1 ;$JB.%L$%*$3W>;10]>C39.[,N5*I)&K;]']T, M,-
XZ1=^./,E3^HJXNN=F[\4__/B,1N[=R54=@[[6Q6?5-IN&S0J+:X@-;@ . M/GC&R)T?F\ZD=%I)F_V;SJ)-*ZTK4PAR$&HQ8BE+ 5?G[B-0HOP12Y&E=.\T M$$U_94O1,OE-FX&D1-
\\$U0N@CM7D25\KQ9@91RZ,ZXP]5QRM/B,%Y UG3L8 M RS2B&0:8/7R:>GCB5[HC+"M"G:G[8TX;%2<(ZEJ0+VV0],#2$FF:J 4DVSH M'#:1^%A1.WJ6MYA3\X.R6D$@#>^6GF(1-

U=J"%IG%I:SN%')31-!1SB\,BIZ M$ZM0^1L0@VV8#>"WW1XRB11H2MR/)AOS';"V!,904X.1X8Z^U:?;_I8F,\+[SQ8D^8Y".XCP$0_;Y,F?4,,FV:1-.[-

:H.J,%MKUFKN&SAX(<'!]@&ASXO^A=BR,^K# M[.A!@3],(-2Z%E8%%KR5XT&F+V@W$J@OXJ13'RQG/0+J5V\2 MW-4J;H!;/&C3 2;K. %RP98G0TR6T:RKCGQBAFKKN(6DE;[R5_P_'VCEXL__M]X\(CK)YQV;8;QA[_(/<9QD9 7R-_PG$)%2;?\1!N5V7T#6KJ1!E+=O,,R0 MVKC>;@%$(/SN/V+\O@-.I-,3 /*:F\&^')$9Z'SP|(HE@@_[^N_](\X\T"[,< Mf^D+3/)C-;04&LA_'TDMK0U9,AA68PE#B,27?$_O\(@?A:]#|P'$%>/^M:+ M2-T9,OG#BW 5{#(8^02)(2E,DV"*>/H3P%@^/HC)MF!Q7!3$!O1!O.:I.L R+F#*

*MZ%NRV2=YZL4!XOYQ=L*DMD\@\,'#@0JH9,<74 :9/#W^+_2OP4)?F)G MAI7\FP.J:GV< F356>X0\TCV5:!EY&3-V GC-/.PT4P5.3X$@0@["")<%@S$ M1:E*(A:MXJ 0-RLL<*

>UH=WA/Y&?35 Y5,;9ETDL!%O.&6#EQ6X5;\,.#?A) M\GL+;Y-5XFV#E]X@&?T7^GS:[K\A55RV'HHJH(W79!D1EH)XALXEA42T_6V MJ290U@8M@.,,:5-DBNOEI,:OT^J;!X-.B&[!&+Y 1.H[CBDSU]#>PG_UT/T MM4?_ -+T:3_%O8SA,2F6[HG[=.A*0%\!!-$?)"'3!(>(JO1P*T_X2QY[N]_09?M'T6-P\#+=@[V^3 MIRSHPBDSTDH0UQ\1N//*C$NL?B'04,;RI# [/&MN36*U;'7 AKKLDQJD4F^0- MD)R*5P_BP*Y2]J.8-<0G4(-@+US&1DY! 1 KZ(I"PB0%/>(#WH?@s[V?K2C, M6FNO\3%Y"?L$KU)>1)1=2(N;Y/![$5N7$?L*LP175"G?*

*JW6\AJ_HZW"3D&?I_M+DD1G-AEB_[QBG9"@N?*1T#SJM80F]"F.UI8KQL^5L45% MYF?/L?(YHMF8:K5%;(X:#+42R'T-[,(T ^BYO4-OKL_PG(R<;"4M#7R|%,69^\9*L.[1)[*F$!1"5$#FA M>"UAXY\N[!H6LA)!Q)T)_="+:LFQ\N8:$XHA6$-SEF-,4#]:N5IZ^AJ4<9^S)(8 M4UO=;4V.W]YR-AI_7K$I_N-M%,:A[T4;B"78#A5P!EAY^*OM%FUUTPO.Z(6I*

M<,=8"=9+G3VN=7'6TE$7V,O1Q<'1_;BXPP/#V&,$(7!CL"BL@-I MM7H:Y-V,FMI'@C6)_-+A)H3P-8:OB:.SYNY(V-\E06Y_^M0&H07K3P"_('I'M*

*MPU4G'IUU3(2"ZC)6{J=]>?Z&-OHUQ3RA;J*UWC*465KEO 1+^M;KHVMZ@+"T MD,(UB7OZ_O3XN%8]4(06+!.:>?2T> DL&M/J!(@C+40SK43!U^_6)G'6,V3T*

*M_^H0(W]&XM\>,2B^FB<:9>59%9$>]32_Z@4B9"?YA$U=Q4K4K+)-> "%O/*8 MDKQ'T O@YPZQ$JBW/ (__:?-?_VP@O"0!.$V!,$V\NKJ)NS?V_?U(TDBX!FW M,]>*

<$8>'ET\D]>E:9\D0=WI),W%OVK:9>>QL:QC?R-!107)C2<5;5:5,Y 7#= M9V/6L]%K:[64)/-6Z6|\\RQY&R-)&* MU1_GU!QA!-4K2M#2%&UVH.\;H;Q)9>^??*

W2)9,"V$!1^+A8T"_MT(M=D1MK)9VLXY"_"_NBAM9FA M=_Q15|fEG?<9!L^W>T2,21<6[l"LPl;:*G&;9+*<-,* MXNA> 9F15EX)1-!08!?A#K'0--*[LLU]1<)?7\5[KS* M9Q@$$$(%BF

*R 50 M*G\!=!.X&V=_V)^Q2R3_(ZSRl-(W>S@/BLCH.B2W[0$)1\%-"(C"2;]B!N(JBV\A+27T^"L?2NZ:5 MO$VT2U9YXR5&NJ-!-Q$'3003,QV&.FIW&Q6B3E6,H&!?-*

JT(OQ$(WND=2!#'G(8AU@8&;!5S('6@"UD[C<0'CYRF((*GEMTA)@<2$Z X M\]2+\KU/;^-#^HO%-5[HF!DF-E8M7865!^@*&RZ5G,'?X7D+G25W7KIGQ*7 M/7O?<6_>6N.?*

L()SRF[9!8'M/$C2]Z#[%*UR'/LVRMC4T(^0W(YSR$_SY%F%&HJ@8 M+CPN@0?Q.(> +@PHZ6-\F\0Q(<TT\)5H-=5X:#?>D!YN#0K$-A:B9!4-,!AF MM&/5FHIN.0Z/YZ?-

*\)*D$KICZ8MT6&VW-F=#,Q7S$N:'1M[5MM4^,X$OZ^OT+'U&Q! M51SBA/#BL%2Q,TP55W>SMU/SX;[*=CO1(5M>2<[+_OKKENPDA, $" S#P <@*

*M<4OJ.C^/^L7RZXR&G9S)^IPI((1&&GM .OLE]MX*YE/=R%GT5.1CV&2:L MB\IYT0C&RE]5HZR%J0VX%$-B0O[!QS]#D5/Z8@&=@="0]74^2^M+C^]?1*

*M/A6FE'P691*FRT[JH.+_]PPMTBCD9)CN;8#YXZ IC=1S W09GK#<0NS>NU> MK_?^63U9+SG!S3>(-?"KZ]@Q-7EH+%9%"X&.-/OL'7G+&PW+EZ*#WZ9L--Y MOS+AA(R(!=&8L*

(>1F;"#M" TT)B5.0YD54"Y6BF6,C7=|-N)SP9F!K[=;I MNZ[*,H$?=|\V>P|@EXQH\%F$_ M]9_\1T$E5N'I1/,S"@=+++/.H)UTV7BB[ME"&"Y&=]!Q#"4KHHFWP]>8 P3OJ*

*M+Y#Q^TGW\+6Z7>O9+IZRSW/ M:IK1^).W6KPS[P-,GA&V5>6WOC'!/!3.-6WD(@XM 2 'W(+7F2LLK6;(8*SBD#RJ0*

*M/]R?!^LZ:$%>2C4#O#H9*1^F^#4F(G.VDVFV,\'T4Y[(6H>[K=Z$&R?MW'E(MU|'IEZN/&-)Z=.(0U:.K 4(&*U*<;0K18 ZG-@*$'H#(D;PT$!G?U %_#!)G MU\W4U%#R6T[42-*

=")5>Q^K!2;O[?OGH8VU#<_9QWZ:WC6SW'CKRL'UPO,E0 M_$>O&M<RWC_MX2V*>7 VUJHHTJ#F5N9_UG%JBOOL=T!=K2-,<)'5I)'J_M=R2*P9CR.*Q5:@QY7#4'5 -*

*WYG&NN_[4Z,EU~;,1_U[`6P+VR2_I?USLW(3 M 1;QS\C=/$;ZAMT6ZW;I!>.4*ZYSYOX#SWPRIWW^RS:AJ-JH,W/)'MK2M29 MGKRP1MGUOEQC[W/XJG%'7C?RKI[97W_4%*

MLI5@_JF.?72(>|`SNS\",I?!RNY1N_=T\?VG0NI/9>SWH>5]_/0|&/EAQ(5& M55KLPTA OBZFD%3TL(0)X3N2KOOP006?E'LX_8U7A\XPZW?_XYI*8!5YP_"|`MN_8E_$M%V4LL1!?

*W#MA*_ZCD0P@*E4(S9N=:AV/IA3K7#_'M7W]/#F]9E1?7 M6TD-Q1]CW3MY*R_BK6VS0)&^E#?T'G)SNH|K%KPT>XZW]K[A2H|G-_[M<)U M_\UUV2)Z%71P_0+BPG_M8.IC/,]P*

*XFXG/"9<;\=]+>#W!Y37>O9+IZ?U!+ M P04 " "H@FQ9MJ$!E@\) "Z,@ #P &5R8.M97@S,5\R+FAT;>U; M67/;.!) ^GU^:=2I3=I4HZ[!\4)14.8#83Y8?-[*3RL*@V92P!@D. ,J87[_= M*

G+LB/;BJ,X]H-MB0WTP>]#-YK@8&0S^>XW-A@!3_ O&UAA):Rf^F_0;3<[M@V/_$06.*XE!I)(9,W8FX8^#C.NAR$/&2ZO^);)":R+O_Q.((%I&`3]F9%?TWYO?

I0V40D=A2FP@8Q2D).2GY_TSYM]0'~/;=X+CX ;[%2BH= MOFFYG_[=CD[\G8]43';A^=5T)")AF4?BPO|C1(]#T?<,1(PV@-YM)"[6 G&I

*M!9=WNO_AZLO7ZT_7'RZ_7O_YN?;_1QG#EF[E]$_ =9MOSOX$M\@__1SETW MV<$^%@G[=Y-]&/%1C7PWX_-!HM!6'.F!UQ&ZZ%@~:P6')C_CA 6J) "F,# MD) !Q1SM*4 ?U-*

*8GPA22S\)4PG0Y2%TT|'^E(26U04XF,)9KVW?A"&AZ$T;< M "VFMP*W<*O,[':[,Y\UDI7*"2Z^0:2!WX0W 5JE_W:9Y&[':.!P71KD'4V5<0O2KR3&Z4MO-UK96&*%J8VY9>TK,9Z+&"?*

*[2HRO*RCZ_\W6;6^!CA=(L5ZI===[JMB].SMMGO=;JR8[X=LB/H1P'\%@ M:!%VKN#Y-B<;5(O%O#3;#Z&B* +$=Z7)EUFJU#@!(FTLC$LT* 6YFX=VHXL4 MM9SF?%\,"5/560O0-*

ZH42!<%IBNTQ2@i$FZ=H9$1B>!;D /"5X,N\>8T4VFH M0G-:<'EG$M+R@ :9#$-TJ "Z2(2\DIFZ;SHA%I8==EJ07.>VV>V<7N^)B!-P<>O+8N2V^>=K9F);IZ+ MA

*C'C.&IO2*ZM/%R M>7Q:.524ND!>&E?'QC""P1G@MF!#R+$\E4A/O (%)9Y$<'OI*8CK@R@PE>Z> MA*]9\9%,C/>5B5=C+DN7.@BFD*,X1Q)C!)C9L-=95*E;Y$+_ M,WZ7%:G2WFW"-*

*MF:SZ6!MI#IM]L3+*HWIVXQ 1*M*=/D[^29U (D^PK>3YZ M6-Z&-W7[JHV-N[*91 (7E0G]C@N-;%XJ2C;-&VFC,4+]-P+)S,QSO2W[W"S MP[O&I$A(S"QKXI7M,>+-*

]2JIC9F7<\N.O%TC;N8U+.4D1V!(7+)V(:D2Z8Q)`M<0.R:ERNR3>>']6=L?8%4W1WC97>RVNLN$=#2B^P#FS3%@+<%\VCA16I220"+30S7*(Y$-,&TJN^)?3:0=F;=+>W'91+B?

*L5#*Y WE#WC)?IXL0!$>57N MS3L9$PP!U6]^_^(J.+?SL(:O@V6D*;,&8.&-=ET-N%NIS?AUL$[=SS2M78[==6)0|)'!Q#1/+H.(&1P6S2Y32'IS^4 M1$!5 Q*

YDA<&0N;,.^!/1>+LNIZ:6DM^R0EKZ4H(I9)5K)Y<-#MOET|"5C[4 M1R&;7+7R&,WL2-/FR?GVPS%?_2Z<_6)SE|SO(>W).+QS5"K,D^"BE.I^UEF MN?I_=T!>;F78[-

*O6Y4K=&8O2[9R+OCZF.P[U*A2&/J_]\:N .^\YE-Q\BO5B% M;[=YUGO0.;=VD^1WM'YNM]U$@(7L,W(WBY"^[4Z#=5J=DY43E1ON\S;QPPB\ M\."]GX6[*%0%M/D19>]-@3;3,QA6&*

|LYEAO\?8[8/$%!/3;'FT]>,HBYM_2M)^[LM))MOY58WX9F2V^/2V48P_U+,/CE%/(J9G9^!F;M@9>>LV?U^^>?V7 M0NHOY>R)+6#$^8.7QO?[GVO0D8"4?

9KOOO[TC4C7=/#7WI=&N.=?U:5OO#3T M!#\B"TI\#_^36ZQ@@"\7^Y>(I=.?YTWTJ%?VF;MH\;U-V])+;,642KX$()< M)5'/.5CI>2R[<>QL8+Y,F^O,+W MF)O3>5K[8-*

*_\.= _9"XEK79_1O!"H#*XZ(KK M2U9,7/;.!# ^WE^A2R>=9 8,&X>\V#0S ME)"YW/22-M"9WD=ARZ"+++F2"-\??RO9)H&0-*$T:.]E,@%,*^WNHV>E7:DU MTADf?H%:*

(X(3^%8M3AM2Q|V/3M#]P_5:]> 2!>BG1&HADAI2>,?)Z"\-R2'F(M)%B+/VB6"ZDOOU&.DX3R88@.\VG$"?.B-#A2(?(G[:LEH1>5V.4PH6>>BY M3C;2!D0]0#;T!)*

*M*Z_&3P771H2$OI?KJ#"YT!;9MA1GE,W"/LV0N=D@BY%AGDE.!!:BPQD-9EJ M!S,Z!.W&(*/$]*_T3$94$T?E."9A+HDSD3B/EI0_[^436BB1V%*M1.#).%&*

*MR:N7_KX7M>JF[W&KGG\'UV+!A Q?>O83W>_ HI)BI@6#))CSO3D=T0#4JF'CC M?QW88UGT+8&(P08B-XO$D=M<@{(M*6,W M#I?O,/3L\Z[?!9Q3EZ]^&R]Z%} MWD?}BUMH_*

*HX^(?H@IMS.RIJ=3L6"SiH>C74[jY'VR<6[?O?D%P:G@N3(VT<7 MIZC_9QO?UVI=OVN?=GG/Q\6WW'1N]$U+P_ ;V%C?3*K+M=A&!Y3>^M%,SWI5(NO;2LA8T9QS!*

R>QV3/0A.H1TB."WH^QA&EC,W1)S):%H/%4R SV MGO,>B11U)58OKJ$S'KMHQW1Y]7+:\/PXZH@LQWQ6/";1+Df%M&/F1%*1((0 M)JA'P@JEE$';W(H>B<<2=C- # ,$=:?Q";A0:

BHTH9 MB^/2"98$S0BDH!!"]84Y[^- 8-13*2FZ:R&\K%48]B,D1;H)G[,9G(0E>$# M-N%$@*G)@G0I8_@$"]YI6 XP)\]YF#(R0^U8FQ;#IQJT8UTSW8S@@"C;E,W0 M%1<3\'=

(PB7.F-T_9EBIUULPV6G#]-(.820C)B1@P@"K<4$P5';,Q,],H9 MGH4I(,IK/QWK(SKU?Q;(4=IF.O(\L\QZE0XP{J8G.0.4V]8%+A!$6P_J4# MM^D=D=[C5\K%Z8#_SFP=%V-

*(&,QAE(@[_"*T)RL(7-(:#<)E86B0<\WSK>\7>K M&;B5=14Z?<_;7AKQ60.T#YPI8S =,PC(&.*+F9"8AXDDG\946G8H0RU51K,? M[.!=!-'G-W>2W3E3;X)]'E E7?*

VC8"\RH3;GHTDC;I)W!Q\9EXV?FQ>4@YK M>X8MV4P+!B,2>&MY5I$64[.@$9E^%DSS0 &@FI$* #VJAP(VJV5THYYK%Y M#P,FMI*Q:S!(C5E!;P$LLS151>ERRW'OH>TCTIM-*

[JD:!OM.@6/+4#0@1%8 M5G9&HRGTP$#3Z@ YQ!A81:,;$<8$Z90?@",.Y(]$B.09825%]PNBR@QI:M]@Q&-6SL)(NA4]66EWO[VI7]S]*`J..LZN:=?<[UN>T>/Z0<_Y+)35<7< M=*

*_-5-P*5_O?.2]6A|Q=UZORW"YU &YP `7XM?!8OZZ$?!3P=55'?PF.(57G].NBMS2KH;_=$W?5=#R\GOA?NYRLGK-' MHKUVG?ZT76R]76LEH7\Q=S<1OQN-*

*S\/$)^;B,T@^!V;OV/S*6G(D=QW$H>+A%!MA;.+F[= M6]J3CH3*XK#*E),CC"\>$U5!5CEMKSZ7[CM7'J 0GOPH%Z'K3,[R8<23U[,% M\X_1?"&UGL|@E<01Q%F(VP3-E-*

*\96W5QS'[]H MU>T%^7]02P,$% @ J(OL68M*F1'W!0 -"!+!E@))F7HV?!$QI$1*X3J[*PN1"M6VC:$IQ2-@OZ-"4279,)NN$ISBK! 5>*IR"KR%19F-$A:-<&:26Z?Z5G,J**

*M6#+'$0ER0:R)F'EXHOQ1?,!L0F,U"A*JK @D2;.5O'GM'CMALZ[fGC?K^4]P M+>*,B^"U8U[APXY,BID;=5N]:^ZU^CIQVO>Q!9U"_6[*VB\!S<4_31[MEM M&_4Z;8.%ZS>*

*<&FKU4.NB^[f?N7C!X%20G#G'[*N)^K]W4*[\[\ZVU>E9W4]_M=/Y"K79?MWB.XSV$C?%)K[J9"AK[J\&[-)7K?2N8'T:+D63KI64K:*XR!#\R M$NF<@294C9 :,$?1AC*

5,&YNA&Z)3%H+&2RY2Y#K6!\03U!%81KB&KK+(1@>Z MRYO74\]QH[#-TQQGL^)G'!ZBA LS9DX$Y3$B &&,>B17)!T0@7Q@J>=X1PA+ ME% &;7,K>B0:"\AF@!f.8M291B.

<#0D"%2F54EL,,R8T8T0B @"IBU94Y@__M-P8,1A$1BB:S&LK'0HXA&2/%T7W\ZA6IR$!,A S;AF(.I\9)T;/Y! J-]5@_ M<$:DU9TR,D.M2.D6S;<.M&-5T[VTX(!(TY3.T&W&)^#OD*

0KG-.I/V)8RK=[M,-FIQ:A4%F$D)3HD8.(!RKWE#8:EF-:Y&5.9,SP+$D:F7'R[{'4KE?S;X0L MJ6"N0_,2ZN3P0!+HO3SF K##JFD^8?A3K4YGS4YXCIS<3_O'QF7G]_-BJ!FM[B@W9=

*L&(V)X:GA6D193 MG49 H]3\K.EF -!-Z(5 'ME#H25-=,KH1G.(OT"%AF M=,J*TF7*1L^@!0,;FU'WG[!V# _56!8\I0/&"D4EA6=EJC+O3 0-U] 3GX&%A% MIR0.Y\2Q@3IE!^*

(P]DD@@2N!EA)47W"Z(.^HY*J#$85;.@DBZ%@"!>9N71 MF>WM+U:DF7>&+6'6NJHP.IJF>D@&.,H>`"Cf/8*

*M*J,G;_UT;,0Y.:OI1^LP:;JW\U:".C{)U"HW^EM2(19R:*"6=6Y@&6*S+GL M^F*]8-$"BWW[9)57C_/8-2/L:+'L7F;ZEV73/3FR (M"/SGX7LW"W8!54FV^7%0X4T.-G-&8U09NQ[--?X^#*

[H_5DINA&]=UM$%O@,,_M_K11>P2K ;_!UPM[']>]/KR?NDRTGZR=SPVG8N1#_OC2W75I;2^@?YNX)XLM MX]/[-\3G+F+3]Y\RU[\PMKXP=W)6<'YW\MSA&>QFY_C2A)T.:_>NDE"

*(IC@_MZ=]M:'LWEE >2EDU?>.ZYFQ[JOR,A>G@O:#@>0ZNWX.@G6[%$ZPQ"IA0.7IX MV'H%GHP>_)C^2V*UM%=SZV<)>5X2*R.QZ3]LI=TWK%PUVE.1V{JB@.N78Z.*

*MTVSY:*D*N\)HZ]M"%9&O2L'F!\[VKWB_ESNK.KX)7#H-%\ M.U :7)[&F3.W0-_2A\L-P(OBL:%ID?MQ NM)@-D$SZ39 S3K^L[__%6S;O9; MX!)02P,$% @ J(OL659!I GK:@(;ED# !(*

!;6OL1C>4OTEN7??TM7=T=G7W]/:-C4],3DW/S,ZMK[UO M;&YM[^SNG9Z=7UQ>7=_8 +Y 0'A|>$@9 '!]1Y/IB?8W_L,?^'M_XV \C;_Q M-_[& _!=!^_S)GN#=^.?1T HR.. '&L

*=AW3N\:_445A;6N3A2@.X,N" W[Z M-B2 8E7L2:.#!^GC^KKL!4\E]NOO_&_SD_M*K0IM{=0SX;8 A'VURJ%K3 O;"Y+HL;JDE]9>/, M*@:]._\B1^F^_KI^\J8(0<:?IW-*

*[S]YA.!%=\(0:C$D4A/,24. F&I[% YO5T M_0E+.W37RY)EONJOO&D_'F9A*9KZ(C32R;AZ5"/\4@==>WMN+ D>\N4OAiH MD@*E+_AY"8I$;=U;U[>\%)>)*H46!.;C"YI?*

I3O)KM47""@EFY-?J4O^P92 M%2=[!GX4B).PXXLM+_CD#ZCPEZZEX HCZRYW$GD;I>DF/+KEB.%M:.HKI*_@ MLV;-M7/,T9TI)Z2JVD=O.(AR-TV8?|/?05 #'.KI$

*P'['.&Q=9=M*T+A)@1 M8+I&IP\[-4]5-?,(?)\@3"">_,8A&NK4O<3A>,_(IE, 8YNLE/>\BA\{CK"Y* MCLCB9 M64]&2I0<0DY9.]!//IU$R>R$43UZ?M_ -6'0^A$S'/!=%4H?B7TJ.]M>9I-5*

M3/H;^MA6 >M'FA -]E+\+^[=1GF;_ATR."?>@.64]7J9,/"" 96_?&CO5 MVUU1)G"'8SP/E>-)GL(.B9;'@G;U[&B$U+8^76!!>;[-K_V/N@C%BCODEHC@?Y%06!QV=Q&M#; 3@Q?*

*(*B+,ZQ?TS M(P_C2]HWDW11Y1;T/F;"\ YX7;KZUO(+>)6G AH"(\TQL/4Q%P9EL@L]SK& M-2$(Q=9RQDQ;2=M\AIBOM'.8(3!S&V,E.!:57*/D?P=$B1(P]>-WW M[7?3F8C/D(F\1|*

)0IVS2:O6=N4?MG+A@$$B@8X0[<,J';N=>+\ZGFSR^ZS: M-5",LTO!-S0NBFGUTS?ZU& -UC$;>;%S6'5?!TRK!PY8))O6IC3.VJCD+LFE

M4YTUN28Ys=P]W77A@R1_06=\NK[7'0GB;I&&;XJ3"5\0%9X54D^cEPOV74] M<<]MRNPE/_X&H&^Y'0-+)POBC\(]0 9L1%6[AZ\=A,/-Q/=>S;>@A9YPT; M.Q[$!HHL4)9@-]+(+N-

*EU'VQHGGF;+>"O=V2MA1{$3R?!'-G??AL] MT# =S/\-#K!RN$OUB-F2)>\GER"O;"2]9.ZEGDA-83?M[\"T8Q0KRSE].T7:WSC"D*SBL^;G!\WM[\AI2RNNIP M;I*LAC1A'N7"+=.,) -F?*

*WG /;E\S Z8K"'T?H./4EN0|)PG='AB#L=P2C] M.[Q'?]'QK^2*_U=(FW/5Q@M8!,,5.,T6) \W2X*X?[1D06=(2Q"(^1RG$/6; MCCSY[SJ*B*-#VQK"L#ZV\EW"BD-2S. "*GM6RN*%6Y?*

*<*6>X\:603P*R3+A(ME/9&9V-#])/9H:= B6F8?PKYZ:O4,?=?W$;G./-/^'I'6K"=UR-^,N^@LT'|< M!9I*^8N-K5,XO\'@"'2B%M1Z9BL=KLH7;#O@=#9NUK&TV12^J5,*

M$81=\NG*/DA>QIR8Y6>U2^_UYR.QAPLSHU95JN7:Y#YN20+66RQH:TE?4")*.ME^%ER@L-B9W%(! F8R(31O;,[3=?&?[P|$BMZ1M37Y&Q=A2:QQ!&[-]

*(;*W:F^+703G2@9S:H(87O]6N*R(Z970R58NZEJO;%=>TY.ZV?T-+Z?'R?(GH[HHU02K@!=6VXTD>2=$'NQ5F_UOAG&?"$V5XKV_ MNR.) 6+W&H0^TU'75F!3&!BPPGZ5G;C*?^(O-*

*\%H5X1O:Z=E-S7P-W\AR\\B] MZ!>O_GK2.O9"Z;C&2W,":RND?A?6NS0+!\NT*SO:NV8*_\RJ A23IOW:C.>6B.14B #D5@9QR2)V_3X]" MG(]=`0D!?5 IH@/_A&_1_R*

TA[WU;,[=4]70'DF= MDH9)5T^7+QKY@!.02Z39%D$8I77Q'LW96]4H\#U>H2R\,?;0?@/P.4S7;=BE2Z M56Z!ZL7-RF>GW3LL)I".@3N:S"]RW-0+ZE]\>3L.#GRT,(Q %!6!WV[|);8

M7N!Z&@X0U+@&S^6\%^]VHH\441?8Y.[_;BQ&>4/ZA^_M+GZF.K(Y'0H?=EDOE/,BE28SQ)KJ>"UGXO_8P60.M.FH_Z]]+81^A2?! M1N5N\&61_6KB,#0Z$*

XX(&NY>UU]"RD.F;^*B.-QC\ M4WEL.LMMTCNU2L@&$SKJZ0$!WJU^.) RJ_+.X%4L\X-7TSW>GI%BWC35T9'Q>,_M!=4LS#'.[IF*

:9DW7C)GHAQOH=QA4V4I;U+6W)^B<.1QTJ@X1.Z/I@SB1.'"" MV;C\5)5J2(_YQ^]&FOBC.,_T82LG)B3N\6%A2:_LOT!L&ND\4 MM1Y<83FSN9$JH,+2/KTU=I)VWP6Z(

M9WW7#=S>=9N'#;9[+;LZ_D#K+IGW_-=$*F]2J8AB<*%(V_U!/$D2+QO?2V"% M/K,G@U4_<04%Q6BV36_D4XAUB M#B;K3]%A0"Z]_4(0=Y_TO>)T^YAW7U^M,RDLGOWM),"4L-*

F9 G$9^N[9/*3 M;)FIE:ZR.#]-MKT&FG/9%*52/7]YF=B7)'*.3X%!9QU.I2I5B:[/^"H_W)0.#^K<6]]O,G+%CL(8FO#%-*FT6PO$-')?8W(I MA]]Q05P7_SZK#/H49555E,.1)

[.:%NTW3RZI%%]+5D"3%_R3Q3\W&RH#U"'M9I&F1_Y$K)8*@/Q:2<,$ T9(ML(UR5W+7_,="]K)KRH+@KLH-O>HI_F.S6Q*

*M%^_&YFY=RR0^4_+4;FVESF&GN7Z>|>@0/JB$IF69:F2\Z^IR;MWK\ MKUE1PC[5+%?)PP227(WED..W591#?PSJ2[VH:.M2[#H55WL1FB/.OS*F(/L-`M]*

*[5BIX2AD37(+G:JG*WRIT/F)2>^0#I[">_;-?2[)UH>PE&1FF7UH71*&NMM-MW'#_V*)P%NE8[OY019E\-7BBH-V7^F"RTAVZH_J&?;IAM6-D48B=BP?!|>0*

M"98R)&02H0(Q7_M1..!#+QSP5BJ1KVVG#_M4Y,T=1+B38U%=2$AMR:F'-$45 M^]B*A'8MGG;MOP8-*.#'?'9;^$@YXO<8EB0&A(IV-MVHP@$&5^LRI.,MF.FFK

*MAR+W8F)^HM_[O/NC|GA@Y$_KB[H/,2@G)C/3P5=CSI_E%D4HO-NS/=/Z$MG MZ#]IK4\VFN.*92:LRZC?_<55S#!P%*2D;#8H.BP+=.V/7U6SQEBO4A?GH/X MSP?*

*O,#H3<@G^C%R.)5*F?-K3J9H:HS7&VHN"A^FF[?IY1(VN' BMQ!+34!Q[%2\:O[>+B2W<@6@,* MVIG!2'[/T;YI%)8CG[+B'K&A]+SE'Y%*FQ[7DZXIVX.F_'#DH[*

M05JG^B.5D,]F+G=[+'2>:MD-;67 >?FF-=P*Y#H+#'0;OA18;7UI#ODF M#ZE,T.LW.8ZW_C_"-%3T&W8[@>D>'P2E%;!5^S5)95Y.@M)9F9U*

*MF_$&T8K#Q,:5KPP7FH&*32XCAR7 JNGP;JY6C$I/Y]U.*5M7LV_8BUKM`U? MEAY<@<^CWW_72A]=0I^IT>%]#CWF[!7U4^B-T:GRV&Y*7|(YOY0E%%;;:F MJ(#?G$GGTA!7"?*

TK#H.<3D-# M&|+N]^& =$;73B>!T}8-^PDX8%GW_<%LB,X4XT1D'!K*R]0MH'N.M@9[ZY1I MCME&ST.+!J.U<4RL+5019N-$&N(0LPX%X(C 6W2W56/W",<'F[@GCB,CD,7*

*MR*KU><&D}#*TG\N+H!MM@)3SA;#10Z!OQM7HM,"-L62/,=9+0QT2 M_%,F,3:L DUF&K,HN2+7X6,))ZEBM7'_COA:T*

MO]U4UU@5NQ&N(<(\)(@6D+^CEZ;)1X9P@,J>S=H0.U:ZA!WX;J>J!""SD M+(Z2<9):HRCPW2=EQ"VPYY,-$D;ST7'!2%;=.OW/*_RL1?X?`UA"J*# ^;F*

M7$GKOGSA;ZR'Q2PXO5//:+%(U"?S#3/I_HKZM%+!+K}S,%TK7#;.K7G3 !; MK&AFH3U[;RY:X"42EAB(23X2V166'N$3FF&;GL.5#B9QJ_TIL?/<2RM>MC M=2#P^"*

<8657@,Q:O[QPK%_V8"#!0B,7>V^%?>@X2:N.TNM2:7KU>>7!N/7 M=#+&#T:OXJA(M,&F%'GPA[;=SJ5#D1Q$K/_8)W9I2OT#>ZJIL=9/I_9U"7*

MCQB:4OSU8{J.HK9_7:%=XNT2.Y3QHC'-8G6(AR099M^2?R/0E9A-:YEQJC+> M16J3->]QA2X,-(YXIB ?QSC9B"_Z7FV+HMZ1OQY3'=KUUV ^G:!)XX)XUHT6 MXC,X@^HFY?*

U8WY#0?7H N7BQK<% 6&P^%>API;+BT&7-#\[GF7T&Q&YR[_& M<&$6XU/6ARZ$(+!"L_"6@L\85E3]K?DL8*0 PE1Q5K[=*V7))DDT1Y.E(1 M)[CXV*LYFJ1R5$BL*

7X,JS#\[$HZ]H&[2\M|N7&CPXL^]++0[?ED5>*?DG9R M&"F,O^DS C^+=M[D?-]AA'\!"}O*}+@Q@E!&.X[]=IN[X+!\8L&7U:NS8P]; M(}^ "C>8>7V$[%4:W=>CW*HVC'(UR('!Y16]*

(%Q<%_PN8->D-!P1QB./B6F3 M8KTO1R\02C/;?EWBD)>M80|C/'F5\XL8?7C0M9-!=&+T:O$=5GX_D5I M@M@U""U}1_& -J%!+/(PP$[JK4]?-63>E?W]9V0

*MF_$&T8K#Q,:5KPP7FH&*32XCAR7 JNGP;JY6C$I/Y]U.*5M7LV_8BUKM`U? MEAY<@<^CWW_72A]=0I^IT>%]#CWF[!7U4^B-T:GRV&Y*7|(YOY0E%%;;:F MJ(#?G$GGTA!7"?*

TK#H.<3D-# M&|+N]^& =$;73B>!T}8-^PDX8%GW_<%LB,X4XT1D'!K*R]0MH'N.M@9[ZY1I MCME&ST.+!J.U<4RL+5019N-$&N(0LPX%X(C 6W2W56/W",<'F[@GCB,CD,7*

*MR*KU><&D}#*TG\N+H!MM@)3SA;#10Z!OQM7HM,"-L62/,=9+0QT2 M_%,F,3:L DUF&K,HN2+7X6,))ZEBM7'_COA:T*

MO]U4UU@5NQ&N(<(\)(@6D+^CEZ;)1X9P@,J>S=H0.U:ZA!WX;J>J!""SD M+(Z2<9):HRCPW2=EQ"VPYY,-$D;ST7'!2%;=.OW/*_RL1?X?`UA"J*# ^;F*

M7$GKOGSA;ZR'Q2PXO5//:+%(U"?S#3/I_HKZM%+!+K}S,%TK7#;.K7G3 !; MK&AFH3U[;RY:X"42EAB(23X2V166'N$3FF&;GL.5#B9QJ_TIL?/<2RM>MC M=2#P^"*

<8657@,Q:O[QPK%_V8"#!0B,7>V^%?>@X2:N.TNM2:7KU>>7!N/7 M=#+&#T:OXJA(M,&F%'GPA[;=SJ5#D1Q$K/_8)W9I2OT#>ZJIL=9/I_9U"7*

MCQB:4OSU8{J.HK9_7:%=XNT2.Y3QHC'-8G6(AR099M^2?R/0E9A-:YEQJC+> M16J3->]QA2X,-(YXIB ?QSC9B"_Z7FV+HMZ1OQY3'=KUUV ^G:!)XX)XUHT6 MXC,X@^HFY?*

U8WY#0?7H N7BQK<% 6&P^%>API;+BT&7-#\[GF7T&Q&YR[_& M<&$6XU/6ARZ$(+!"L_"6@L\85E3]K?DL8*0 PE1Q5K[=*V7))DDT1Y.E(1 M)[CXV*LYFJ1R5$BL*

7X,JS#\[$HZ]H&[2\M|N7&CPXL^]++0[?ED5>*?DG9R M&"F,O^DS C^+=M[D?-]AA'\!"}O*}+@Q@E!&.X[]=IN[X+!\8L&7U:NS8P]; M(}^ "C>8>7V$[%4:W=>CW*HVC'(UR('!Y16]*

(%Q<%_PN8->D-!P1QB./B6F3 M8KTO1R\02C/;?EWBD)>M80|C/'F5\XL8?7C0M9-!=&+T:O$=5GX_D5I M@M@U""U}1_& -J%!+/(PP$[JK4]?-63>E?W]9V0

*MF_$&T8K#Q,:5KPP7FH&*32XCAR7 JNGP;JY6C$I/Y]U.*5M7LV_8BUKM`U? MEAY<@<^CWW_72A]=0I^IT>%]#CWF[!7U4^B-T:GRV&Y*7|(YOY0E%%;;:F MJ(#?G$GGTA!7"?*

TK#H.<3D-# M&|+N]^& =$;73B>!T}8-^PDX8%GW_<%LB,X4XT1D'!K*R]0MH'N.M@9[ZY1I MCME&ST.+!J.U<4RL+5019N-$&N(0LPX%X(C 6W2W56/W",<'F[@GCB,CD,7*

*MR*KU><&D}#*TG\N+H!MM@)3SA;#10Z!OQM7HM,"-L62/,=9+0QT2 M_%,F,3:L DUF&K,HN2+7X6,))ZEBM7'_COA:T*

MO]U4UU@5NQ&N(<(\)(@6D+^CEZ;)1X9P@,J>S=H0.U:ZA!WX;J>J!""SD M+(Z2<9):HRCPW2=EQ"VPYY,-$D;ST7'!2%;=.OW/*_RL1?X?`UA"J*# ^;F*

M7$GKOGSA;ZR'Q2PXO5//:+%(U"?S#3/I_HKZM%+!+K}S,%TK7#;.K7G3 !; MK&AFH3U[;RY:X"42EAB(23X2V166'N$3FF&;GL.5#B9QJ_TIL?/<2RM>MC M=2#P^"*

<8657@,Q:O[QPK%_V8"#!0B,7>V^%?>@X2:N.TNM2:7KU>>7!N/7 M=#+&#T:OXJA(M,&F%'GPA[;=SJ5#D1Q$K/_8)W9I2OT#>ZJIL=9/I_9U"7*

*MCQB:4OSU8{J.HK9_7:%=XNT2.Y3QHC'-8G6(AR099M^2?R/0E9A-:YEQJC+> M16J3->]QA2X,-(YXIB ?QSC9B"_Z7FV+HMZ1OQY3'=KUUV ^G:!)XX)XU

*M.:WGF''E%U7VM.E1@PL.5@ZG%4-.CGV/[>]C9OQXY$#./*]0RB[9#VH^?C"9-MDM?0I.K)U**!Y2WEAK*!V4/9E(!X.%D-Q.)8>Z+AXM;-DS8Q.8-K/2"VBE&Z-MOE,M#*@M JM_Y.LZQ#KK:\NW.;/H=!L/0"=[>[D;V9CAEC!2V*37V*KX5]3TIR0/Q;S/\RM(4PW54$8#4"X&W?;H%SV8*IF\UI&R=$0)=ZO# M+G!6A1ORF>S&"%]AKTICKVI&_Y'BH,%;_9V9P!"\ fJ0($STDA;6\>R2XOBYB M'4RX9B2D4X>0JGV?4.H:S_.&DS_-!WC"!*0L5V5O":M =] @.$ 89P_&=F)? M&U"MICYW*J/<> 4C8.E#1TC'=BQ)2XZ>8ER*[>M#=YD7;I*G E!8-QS@@06E M2RU:EI;4*#.CWX^.:/H6'!#CC\(6)(6)($P_'U?WCIL'R]":K9_'"3U>8 (ZZI MG27^2K].'T.7@&OQU+:=(+_!?/?VI4W0"N@E.L8^C[!PS&&K\XEUXRB(=,.E MW4_*T_/=U? 93O9OO9Y;+B;$(&S8HW%_<3E/+#\Y?GC>.C<(=?M,(/QL_TST MV8-$*=.0C*P&YG;2SQX.(WG+]6-,$9;Z"=X1[NR(I2+DEI%,R;"F_?::I_" M33]^.;K[$?ES)305#@BQNM/UN6S^.J]H^X\|H:.#X+/Q= M!MI7Q4DAW@BMY3]?= @%K@140TPUMR;'%AKRSP;>EGNB:+??*@UV*ETWHL[= M)0?*

<_%ACNKT/@T%+:U2^%14OI3NB\ET$400T8OL^[!*=W}:I=A=O@Z29%WIG(#NX5_KID+Y"ABQ?W=6IW$(5$%-@B.Y#18 M:(WX@8_W8(.LQM;TR(E\2*$]_%:? OYAQC0B9&3DK!1^Q%->/LG&MQ \+;>N< M> \]VQ[F[[Z]0<\VF':SA@'"QG0@V6L!+]5EUJZ :&,_'4+,TTECZ3(LOJV73=WA_)%84^G$_"->RT;Z M9Q)NJ[$)0;P5[ ]7>;!6_<^D1&IYU&\CHO$KY_MW_' B!*?2I,5ZXS^H%*>LBZ%Q M$VKNPII,/3QSE;M*] N7[\Q!Q3^(D=VLGX9\C$ Y:N!A.XXC[FR]A9P]9-/N MMI.+2[!O^GW'TMN3,RJ>-.N-/GS4WM;;9677 M&CR,XDZ]7YYR=]J.-5&;9. ^%@7 ZALF?/M'%VSXI/B04 MGOH,_7P=I_!(^GS0.5/KN[&=_-M=4G-*NYW-&,P0"Q$)A-%14IF5KQ*W%M(J MTMYWA6:M\DB+]6O+2 7&*M,VE"?71RJ5+>HI9*W"3DB@]F(OHNOX'3G6O?$GYAV2.]_K-K$&8H]31^06.%(UW? MH4T<(;#&_6]15.+T5F';P7'BH&3WDGU5\%_JBN#G)XA>4<@.I,M*-AP MV"'+E;J&M!]KJ$)T:3OJ3U-QC>&8;]CLG^_=_MK0R"ZC R2?+$;(Q}.24V4D3$&%CD7UZ^\V=LXVT&7K*/3G.H8AH\QG;R;_\4 M* $WW2W-PQN!['$_#S)GV5/3GBC*-O ^"[UH;.!Q? UA4A3V0GI0:9C:H4,Y2 MQ?K3MQ759$\.$'IF%!?!,V^S5]0P?#=^!HVJZ'H=4&LMTL360NS4?J+[,;.\RFE M+!,# =,EA> $%?,"2C.-< E1@EW1C*GN>]0?;R6+Y^->R.N8"'IS#H(/A;_%U M_#MP\JVIR,E.S.-T 9?IR_2YJ0)6RT9[V!1ISS$^A:,)RI"V5>D?%M-_W5B#5S"B A@Z-5N9-V@VO!%;^'<-.ZS'B3;8S);<2W>D-H?@NM<&16/5N7 9_=]N<.{ PK.U!(ONO%2'9B;D_ MJ">FJV;F*'U]FY.-;)&E"*(6$,#,I*;,LM:K7Y,W*H41S M-38B?S>..TA77=:"F!S-4+BQ3).S%)CI*$Y_/Z4A40"TO6[X->LV+;UN@%:+Y M.6@@R5A]5;=I9J=]8CW8%>W7>+4 B81[@W05[A?SL\D-;[-W%_<;U!>\T^7R MJ@2'8C%%,X%ZXW%LFJ]\0%YBB,D2>6W8@2!6) ,HFQ1R'G1A*W<4WGO56GD@-M4*,DIW2D04F9?OYWUB0B_R] <247(R4ZE))7=UU!.RH8#^BUOT"\a=$,:.L36/ MTRC\?UW!1AO93{>0&D5P!UIC"'[<2Q74Z&[+(D(-\KX/M5[^;.'!A6/:(3 M3S'JW5VUX(${#]? A*DNSD*$%"7(^WJ5J0BH"X^^[81_.\N\KFBE_4X5M3A4C_1 M\'_=7L7U6'%=-YF>I4+KSYF>'\UY17C5-'TQ2Z_]7SI./,B\M//#6;%(# MR:,2JACU&&&].LE ?DFB$Y5&M2?\ BN" H[/=A]-K_^FI!IK<4*>.'%X[OF?I M**/ [(H^-Q$X(§+YL4T5<(#&&=KE(\4 G=&U/#CH[NL(;=OQ8VVPMER71C{(.M*O\.P|\|##^XDSX\,24%DYZ[>)S{)8\T-'UB^47+AFX]"%":!?@)(G(] A,* M%;B<;;D@& 1A7^0\?B\M;L_9UY7)LV5#H08.<(8#+LAUV'7Z5YANL2$M2Z"' M9U,Q,*SAGI8EW2SHZ-@H$*?'W?AW^X+6QE!\[3%E4.(>@$Z6":30"]G[*=5Z MI[JG)[F9SY#QZE'VZ-M@PRC0TS#8+'VBOVNZRF7-&\C M5_5(dU@[4?^(U+H'X*>H]SB>#T<*L^.;.4N=&4;<1<,#PM]!=UQ*V]^\S%C$ M(0NK*YDV,YE>_W]2Q1\B$85*KBE[QS${.4OO7!UQKU(!%X_J8C?>TR=S M6GL9,YW* IT\C#;CVOM>Q%(Y.!L=+!HS M%>=4NLKZ!CQ\ <"U9=RY(@7ZM[O&%+XQ40YI3HI<'ES%EB%7FE++\R1R-(DWI;.M[!44,EI>U'1^]>B-.\148[D=\ZW7W;S^S-UP2X1H_0KG.A$V?9\PB%WZ4VA MX5A#_;1?HB8-<1W/Z>G)\VY,>[^$X9TG(XXPIV_%HCY]'!W'&K>&_@G9+ M; <'W\O 9ESQ6Y"C_:M;_!WNOH"0WWI=4O-&%3>R-F9*<;2Y&&XJH8E& 6-M-0%.ZB(@2U:4S\ZR#@_8B6E5BE4[R[&G\))ON#^BX X(E_G M4V)H.M5>MZYXS]6XT982HRN\|"><MD/:-?V6|L^Q _BBU5F^7U"QUV*#=$S6T M170V:[74]&/Z]L$$R/E3Q[-J[/V/)5*-X'-4!)']<^&4!'KZAN"=A<56-]H/ MVTLN6$P/HPN'S_?!$G %9[M,EVQI.DP=:D8W-$JE23@A#[1. ^/?DSS$"WJGS M_L)$V:VC&=Z6E\I36Y"A3AQ:DO!C)N_(|>.V :IGILP4@VL;S%.S VIC=UDR M^OP.3 BE*\TY[CG;:^MKC6+Q0OE8DR<;:;!J?O_.+RYHU/I4@CC9\(IK06FX[M(LC)O5'IEIK4E/.2\GL,M2L^D*8HO!'ED|64EBC% M1XOFVQD(BUMFIP8W>"W6H2L7;C1@]T,_%N6(\UH- $61DKSM|FMC6L/<+$% MQ4-)'V*0,N!?![0:^%+SGM].>&"-L[]\W]?&!^P7/S,$.;<$H^W09*7,IF^H MRI9WWS@(8)0TOIT8;*VB.\@4>U'?TYJE.L7>;XG=;6)&<^!"8RK;PI0\Z\SM2 M.J#).V1O%+XRIZ>R_4E_BGV'[!!EA>_-*FN1/>=5DO%B,+L MT5<,K6l=7M<8)A"OLU;A"6:5'S2SM/YNGNO'14:&1$A# V,|K"UFW:"87UV[M,0%&.JVH6QFYQDGR.JS,[XN-%? IEKDDJY;A]4#TC8["?*]A72N9%2C'>'9& M8_>D2B6<@KGR#9TW%G]++>O$+#4SNW19C3M8K)NYX>.3_W=F3OY5VO^M<)5>EG9 M#K6M$;9!(&3MGA@RKR=)YT/-AW*6*8MN(J8F+9%%[!CBQ*]W&W%KG#»)]?C MY,ONT!#.&4'!?(A,7+=^D>M4VU!K?* MTVT>1$)VTL%/YJ0CE?#6.-IW#H%H_++YC;9(>W^NIF1$S#,D?BOA![H0=%V MN: V6KV\6(Z(3B*IK"B|OG4*K# 1B=6 ;BEM$MU#?=:%0+S\B,N:D;<WNM! M7(?F*^*H&$A=PZLP^TPG%TWAT5X;[;]S>2_Q|:@P(25>2K/2>6VM$+VC%WJ M8*GW!E77&$+J/O<4UGYLD$]2&;&&-OM> @=1 4 ^3^3 <&>=REYQSP9B#Y2C M?HHG\S-8)UJG*BA8A/3(O FN(9-V5;)@2^10^S-I7S%UQGL M..?0*S<>L-\)U4P"\R$N_4%%. [!@M$'BBPH1'1K'FKHNISA)(;.G MTE2S2YR)'(+;6^0.-B"--(17N1POP_KR2D#M.OAP M@(]S26]5D+-RL&\) ^N1NYF [.CEC)O6M2-F79FS07BA[-G*MC%]FO5|-,_: MXFQ0HHJJF! [0&D8Y==GXTH+&[B9^/EI.2J1>*M(5IKVOV^%R<_*0C87'>TZ1 M]/%XO@N5.N,*NNO*D1^_D&W?(O(./%@]I91,SZS'N71N9B&*2EU9516^Y.E9E< MD<[A2L61T_Q.C;]F0X@C2"E.Y(R8=X3%4@'1N=T_N3=T48X$L-QX4D<-_M]\8@%42Y9(_;KV!")-26?]KRF\Q\C_NKYX<=")^1S!O%@Ki6^]%$0\QR*Y# MJ_%U!9MN,]T>JHYU,35 +Y,M% .[D@1 +,U0+0$\,@8?S_[%!.I^.!$2)TA MG;,=.0Y_51A5^;M,5N;GGEG4.0##404)25;.<[U{WHN%,"4[+R"&'(EYKO M#?*22:I(<4.?-;5%|"Q:;$?K7 L&0U%:EMJN#1YM'BV$;$2+84-%'U7&U_I]4*P^;? 1%\H+$U2%0CE(+X%7_)9$)Y<)5QA++# MZA3#P++VRROVF1E=,=!W2AD\[_X=8\3)WZ7E>1T"MSBZL$:FRU*R4NV;X$8H MU1Y^W'5OW^6Q#L>5+1P@@ 5:%H'2EX2UN<7:176:WC%-7 [[Z9XQ+3R&&Z-P MP(A*QDT&'$#63WIWI'SW4N*DV<')85.*%91#HEFZJ $Y_5R<.!XLK%!"1>&K M%ZL7KJ6&@QYB#E[D&4O-3S!A8)5EH\%8#YF'; AT/;.Y2T.R-?EX>+.;2Q&A MD]P$Q6+G'KJS9HKT2@.!&>8]>HT(&Q6QE"C.ML.8.X_)2[3OD13R59'T_\JOZ#2/2.M7& MU89^8\'6:NE.G.:7%S+:6_>.DNXIPO[PAED7?690DP._/]]*IZ.+1_$1+|*7 MAMPTR"S/ 1:%5"/^K_[7UAK\Y"D(|PXMB\<,3]3I'[D\<3CX\SW>).V9.K] M$-]R93IT^C&F1%/(V=:5(LQDZT"$8KZ"PTJPMULR16NN?EJTGZ&YX3&$(=2^ M]K;_YT,1BCF*5&%9>)W)CI)96D!2W3J=Z40H6C[%A]!P1_ZNVT9=\&M+&Q_= MGL;257=2M.Z^5)PK:VG+5#)_7=G%?\'7YFROCYPK$=.],6(I)UWU'UMRA]GE^&>=MJ0A8V45\EL%,. <,#S+N#D@$1^4IRA=Q/\'#ZG>;F M^-O&&ARYF- &U[CL)9)4-RS?C!8T9B^83 ?%?],RL%><]:_CG;2KB3E09N^=N+52 M]#4QN\-9]F=WMMOOO(V*MN*,)+"L#/#%<#Z1'J0T?PG?ZP% M"Z+_<9(&_+$6C-W%^^<2=D'T/Z@V#> (_2MA]_BG\1_&!8."3/!8,(:RETGIE MAQ"(*0$9!@0!+R*-D43$QM.4)O1K/OOR-H+LQ11U\@/*,S,.!.(* 5VWE4*[, MD'?]+ +PU_A<(#C*-[_B M0+K<5Z%)? S&#IVG[4+%$75;9\!2T"8;O74M2GU4?:(BX\LW8V%;!S\W1&5 M'!O):4WM0.N@GTGQ=O;@.9D?5&F6'R(52FM$"477DXU"]I_-B+7?^07QC3;'.MJ,.KZS_;C"L81LDSW#6E M,VPDJ*)H|QH&?P;I$T^N250O4,VT4F"B'H>)?):X@-A*:L[[@34%\;VU1/FU-MK&3YN)7N4J,.BS6+..MH!6MEKX"M?'&T5D@;WU3;/RV@) ZRY]:::?-T_'!*5'B.#M>G3E2^J?' M!L4%WC"Q.X^RIEVJS^+.,@CW4WPG4%I>HTDSY,-C!DD6NKT=V1&&/[&+45*%0 M=TIP4XTYHD65?":;Y*,794D8N++>3+ <6,THT#&Z>U76,5(?@A+O'VLI ,P2 MI[+DQFM>4)QDC8L"BQD@%NSG>]167C68*ZSH8*EE+H6;QE MWAE=,P:H\G5?0-Y,KM2.DD^^GVC'$@WMOP8?=.&T:(C6C=N_?;MTM!8\QV(Y MV(=41:JUE61ODGOC+W7/,E2A:6!K2;82Z@T.<^AEWS,YUJYZ>,[MD&=2.$\8 M1-LTXVU.,8+'GQQFK1+C36-(YCT"'B@?C9(*ECK*HJ;\]@49*A?S83,4U-]F,8,8[!WB1$4H,JM!"\? FAO[@S].[7P:??+ M6@)"4A[ECU],*.ADR_;AA,9'[_47^ZM2/;&<"@V\R\]PP+T]Z=4%5^YM5_EG%B99*"S3- M#CIU?FI\EK? 0(G[4N>T.^;Y3O(1X0W3+V(123'MUOAA0#$"IN=%U/C:A%=GS M S=;Z9_M?#/_Y8%%K%"DO[^NO+ ^]M;8@.@!5G1"R\)>\/?Q=HN,W%C.B63# M&82[:4+[_+W1O9HW5_>;%0N? \O-?C3CU\@GB#Z^]\DJOL/B?I M?8XHJQ6,WG%=%*P\.8L95;GY21%PH1HEDO_12,3%3,1TE\ M?I%2-@FO[QUF)Z'M)!H>U(VV7 M:'-2X->/K$EL)7)(? #.4S(X*34^^A@S[W77(^8UIL&Y)DXN7IG+*/\YE]$!5 MW%P8H0G@_MT/BDJ,-A]L0$@*]3&BC2GCF\X*!G%[5O;[_%@MU6/0ETV9]HQ M+G;M-_;T? VU*;+9M^_AA3P>+X%YWR6J7TW%O*?J]!LA&]_[*;(E7'0YX M5_)(PK7@=@/S25Y!\W>C;XO.8U9!IVL(*+(#C@&V0X_'1&VPL':"O>3DC=Y%F0+,_*CNDF\>H? M2C5T@HYG2]5N=,FBA!]^%*7Z6_AP3!TM'7R3OIA@G&ZE\MP@"%.CJ7/.8LC M*83^??#A3B9X@[_IMY78;M)>&BF;WW^"9.VGQV15T"*Z M?&07# N!|_24.$'6RFR/KN<4W>_B&'.&T.RFHC*N[^]RUT{EO+23*.T?=C7 M+'!2-K"\-FX@%+?02>>K!=90):-/0[!;W@CI49K^S;?Z4>W W)*0U_ ^HX1/! M5O1E4_0%\/YQ8D/R_4W-%/%_|S; +Q*7EDX9.FH3_Z\#!SO'T+$WULZ<&S: M91LF2I#?E+.%NJRGDV1?92]Z!N*D>!7&?K4'X%-,I\8M;_[I7)U*M1 3N,/ M>WP4OPV>Q@@OJV4V3.)V10Y&_]K/E>XI9&^S0.7N'>7[7T!L%>3_9^M^5=G7 M03C 56E$}>(B':GX0WV^Y8G[5WDGQ'M9N-1]@=-'1BE%,FDY><\<=TQH,>,Z, M9)@R*R?%W;YWZU&7.*4ZS"30HJ&2%8_[A#\Q<:1?>_]<)L1VM)#HT!G;^E!B!,W*D_M8M^F%+!\NEYRD;*IF5TE!J\KQ]H"PC94XUQBJ?.WUENVQ:"4<4:=A]EBYEB_MMI^UV^!] <>L>N3[4MF?.#,E6Q|=N>)@BC[A@U!]JMF:.>K8H,8F77Q3*Y8Q_X MH--8$".%6%2'C%^Q49YIZ>7*G MM)B9F6N&$U>&X+BN&%8X^9.A,YD//.OD9_E0\H*]AI3F?E/)K#XKL%MSL R+ MC<#[B,I?>5HS-7|\YJ?;+]\--> 7D;HJ=^V)W!4GT20BB@A_ZG^)XU+?M21+2Z!3"[FU/_R%NT#A%"/G]USH>Y^6NLILZ/H &;$Z;[//;D]=U$3E?--U MK<@%-IU54:2\D>99D,QR]D.K&U>IVL1/N*RL# 98M8Y$JF[$HLK:V]M<|>8)!"BO]|-ESHVDL6B^FACDM_=THR#%T$% >N\E M]%ZD]UY"[[UW H3DC7N?F=G[O.?,G)EW? M_WQ_H]/"6+Y%GEQJY[W=>]O.-6 MWZK$?G6)F1W2N.0K-2[<[^(S9%JQI%28DJA+=QWWD943XAZ1T8.&*G_KUR% M=|F9T9K0G] "4S7+" R O7$!-%Z6)V }^26E_;?!*ORI>E9"%C_6?83P%C$ M1-_]K-]H;!Z\3QF+\,79/-V#SU".I")'7N.,U,?^KGE[']3;VMS|:0HI%<* MK4$,\L'+TE-- S@0*?/PB4!VOZDN6W]QJJSDMJ4P5F#_CO1(!RDK45\#FW#2C MIDJ<1.Y)W,XW8\$!D_&YEI=.]V/G3:YUO"0S;W"B4)#XRK>6QS@W/=B"2&YD MI&JUF+L/OULD;9=0*!0'1ZUTY$K,$4!|U_Q%TWC58(-IIVC9L4B#*&4K?@J! M90P@=WI2H+!,4'X P<\GV.1?,.1^?Y,?3C G!$FVMYX!J(']O9L<=-MEU8?P& MCSZ$9"C^WR^$J6(45,KXTHW0BU>O\QX!H=I>=?9V42*2&87'E'H5_I|%B'C'_RR"@$@E4Z7E=NT&RCOJ5LH",,4WI, M3?[(2+&L,,4[>-8&"9ZWTMWG7- =I/"0E13%M;5&X=#710PX?J8Q@ $*#&_ _M=BM|K]!T3:UF/7ED&=6-HJWJ"SZ7>SI0M >\4*NE(1,4-[(,<\^.I,9=CHZG M1/,O=<_-="TVBI&.FJQOX5,A &A).5';4VF>/%(`0N'E)OJ= <;#GZ$EZ]!FX MYU2XPQ4#<($*GND"XI2]Y),;^OQ+..?:4(OENFOCW6&%FZI'/CD9M]X(PK M)S'QI'RA;!'1VQRS26O!B3"60N6M7_Y<0BLR#* S+QN* &T!6_)FW#7_@D@* M<^GO'%6?'RYO7I8.B9)=7RMODJ[-)/N8P KRA'HFJSC?)!/(U3E4AP#*%5; M;P5=D*Q@-(4Y]"U&E'(E$;:NK$W.OD307_'&:N06E+!QY8X#%K-@ &>*D'$D M$2<3!N"FSO^6!9M_;>:1;S#89D/0(FSZ5)ZO1'#E^.^7CL5W6H'4D96-2\S1M2%;E MIC8DU167C;)/S1U-.?TU1'M4LW-$V)I9NAREI\0MN(,U^CA# M@_S+1==#8-:%? FH'G/X\MGV\WG8WQQ5.5^G"Z<):<5?/Q!KHF#(YJTQW8!0 ML#;'LC;G_,M>)\7@I-0M2-P-4^-G,&@(A>[5QJ%T6>5OR3EZ0:NADE0O:FFP MW R*O\LS[Q=L?1DTJ#C'IP+ZQ8? P=^ROG[3(AE@DE$C8>'"%]Z':.$Q[GAI!7I MU0S?AE!$#G85VN)!===KNQ3U)&\":XI%=^VF;6^E *J<;)0_I?3630M/1[Y6/ M*[#MGGW_?SL2A[2ME2]]>$9+JKB%.-I)_W.NP%- $'QW/X=LYX.-2C_;J6A M6I.!@^3]4Q&%U:E:>,#<\$D\X3HTL5HVZ%SVMFB"M@'}7+7A=;565 X+V%O M $BM&W/%QQ.BC&3 !XG@-'U(QC :[@YZ.3O+1+A1JZ1Y](+S1^- @17QW\WS$Y M.'P=KT9XIA&UI17WNS?>+P9SA;K2)0#)WQ\$GC>PA*B;5TW1\]*FLHG=LF/G M9@&X;YZ?6B O/;]$T?S_IFF/26]1090:.O MR^P00S?9_]%6R(>]Y\|5LC(" #MN.FRC- L]CM5[&,FP6@<)PDL5-VJT;1KMX M?/Q:CC9=W6ZKM'<&SBP[VJ'ZC)"RKVH&4VK);?.B/Q8Q$"??0-!=7++.N&HW< MM8S0R0BY9T)_$#RIE?6#XVG8N:7JE!3.EY"'X_QY EVDU[IJE, <*6.H!P9)Z M1:CT LZ,P^FFI%^=0O96S.QO(3VJZ75@1/F<2SO^DSJ'Z8SE@-8# M.'6\7&_(Z6??.H90D>+3QC5ZRM7R<#+1LNT\/F?1JG%=$9VZOVT%J69%B^C%8 MWL7JR$UEBMB466^?/W.J&C&$G8>^_8ILNKU:GRS5>B0U;,5CJW)/WL%-,,X M5](FK2U'QM'PVZ\?,+L(-BG)?LK>6;QYV@(-'_M/1CRSZ%'_EV[=D%1[VH.#N&>, R-XP-U@#RC#](63&H345J(-E=+)/OG:^# M(D*&*WSN#!CH*S^0I^)SW24]GD5\.YUN?C=5/HF7FY\:/]((@%=NW3!=PB_EQ M6?9U?!OWLC1A.?JM![.X^]@9=]9?KTLZGTS;?8$U- "Z@_5*%+>@<:.*Q%IDD M,Z3+ZY$)O=AGOCXSN7]' 1S/*5$M#)V"IO^:M?N(*)3F+QDF\+H+%(M(_+=G CLTV/U8S]MD6XE%3-= >DJ[[\3[XA:HFB)L5>IY@/YRR MJ[.>9L[GNAD3W% -(252XNF!&(M(5(;_34U)?)++#TS28R9ZF; MQX9\V[/G07 H21%X/XXY<(RWI[?0A*TFK)Q'?)\Q;T9PBT/A60MAEP !>%7 MY_27I*Z1]FIY+&?1^K$^%%U\5SZD+XN^*,T+9?)XD9CDHY=C$I]0:+EM-JJZXWJ7M-GY86ML MY%]:6ZKYW35MB)?:.UQ/M:ENJ>TN"A D96G X58-9Q Q4-K V?U+Q81M_@[% M/;%G;^3[;FD4+HG;/C&8I:N-^2D?VT1L/GBF,3TZ5JD?3%;@O@M(MUK-H M7[P|)/(_#=)\]6M)1 U\,Q1>*G_OGN3<,O+59H=_VL2T!0PC0:[GW&RGVB3OMD"4_1\>$@A L + M3/+TWE:1]$9I?3@>@&&61Z[IU'>L:>;R{[_S.!F%F-O^+=0_'=T]7?^@ (6.?EI_D\ YS"5\L,T]F% M+]NF+ NLE@I$@?4* [%.N'/OH#FWD/1?\C)D1LH"M\;K14WH>L0-D)XMRB,[MZ0&JHYZS+Z0T#-J?5\%X?D [%&CM;DQL!M34X@.]#^=*LS=K|H+N)LR$=G!= M+^4L-GP0*#S*?6_*//C3T9>Q NVD#7N0{J$W_M1;4O A/-\?154PWQQ+(?\ MLD1P30 >CAUW(2,FZ"&.OP?XV(3BSU/1-'4"/T;]*-]1M3Z\fQ0X=&RUY M@?#[Y{@U$W5$[ZA[DNDR!.OG72>;9H!E']0X)OAL)O0+8VH2]F'@R>-M#N!-V- L[.IF06H"Y2XR3%;6B@^MD'9(GIS4G)R<%+E"@-_M^#D72M5M*FM:5X]XESM-)KWSQ@!+<AH- 3K'R")K<*7DNC#1>[%]+:< M+-.,;,X.X@UV3DGCV[M;]P "4" Y .!"E|$A9]>X"H|WCMV<08$0LK?&; Z,\ MQKUL2S@11"I+TES+!KLB'L,LIA#);5HO 3="48$*F#97<<& E8'|T& M"PN]5&AI%2*9(JMJ*0Q9XISU:0S@AU;"$D=0K_E1RA5'=ZLX.H[%J<1CU[= ML4[,X.J0&PWQ^R9\)Q\2)*GD\;K9<:66_%ERT+Q;:(MH5>X9N:,2F&&;3*N? M8W9);4ZB7;+',+D8UA3DI#R0^JSH$,3;]FT!*SQNX\2)1EN>IBKZ=Y#3BM^G>^!\Y;WW.TQ\0F$->[$YR0-S(P)DHV5ZY$]-MN62I31MB*0I^> WSG*3PI/K=|$U90SG7S|$KGRX\A*\01AK|-\C7C4:7GV M6\.'#SVCS>A]-PXV_%U|@+)?[_Q15R!A*TR[VX72\|98[GY=0 6%B158 - M&,#EZ UO-9 2C72WV\8%QSH_X0&79X;L3+^1E-{.O";"GN1D;Y1K=$"N6.C+] MA(ZIS\|'_!'DW$.ZPAG3_;S X8_'I_SD-$!+D!_OY" >ZZ]L0F L!^]Y-N\$ M(M"_Q-&VV%4PB%0{[<< YAID3T7 B]&H@'/0Z0GTA#1;E 7:R=V" MKGV)E9& <6, 89[KZ(80M!>6 !)=X*ICV;P1!C!HSHM2'HY&P3QU<[9(=QI^ MPSXG,WV|CKT3Y#SVUYAL"!BI ,):5Q?/D&-)67$2\,/3E%M^S(N](Z"MI. M.B5=-'N?RO#;BC4XDWL<9*2=\,E?H/ EFM0CZ_IF)@;0J(R=U4.5(U9.)[@ M0L*"(QGMHZ'V'HG\^R6Z%$P6RA"!>U@WJ)#%M!B8;M7XU\WD+SW-MGBL0 PC21U09(.PKBL,- OFEX6RI&M,F&.P@$Y_)#BGMF<>NW06VESD'0F6& M,Z2Z^21Q-:/U6/1(MH! T>S)5!CPQ^6KOT=I^;N2KX8=/GC.9TWW=R GG\^? M#ZYX.J2)\TQ- W"_^7Y3_)@H9=\M3V\'!4T3202'KA6AB,\6(.Y'7YX8800&\N M-4((_9W-5@90JDZ9A^,3^0N9S%P!HUM*)8IN#0&91AU+=;;TI_&BA_0-1KK M@83!@R>[^>]J4HY+U\Y*:X(JZLNZ/2AO9W[P|FZ"IV_D7@Z$7@S$^2C0U@T$ MA79.;OHP\YZHDG@8=PH,X)B91CQEU1&;.@6I^=ERJ159ZUXE92\SRJ=*5W$_J M190K*AT2;_CT#SRK0-KD=7D+CQ<%+|OH7Q)ZEE>;'DQU"U/?,JZ)AF6+7:I5 MNK+1FC:DKAF)A_CR6(!PJ2D"0I9#K4!PA>;R2T5QHVFW\#]CH|+D%KET.@G M+4JS3X8TS+75SPT#F >&@ZB6RSD#*G*^C_!L,HFD)W@+I=1HDI;JVQV>44.DE M-1HHH{6^RWPHEU#*1M2',3!]^:%G^P0(BYY9H+?E.XNUY;G-&2).I?SB)AK6<62 MQ&.V;^02/4=R)ELEC6/$4*6QG4E+1+X?^-%#Q]3#_ F-6GIUCY1]3{@KMCHZ M0XRBEX*_T;\$G^F>ZRFB)E35D/"LOOO[Z7 1618X$\FAZJDS41A=NB=P>F5W MV)"AP@CG\KTH4 P#>!4#VL=,-?A'APHDUU^%\-A$Q$79(^,-R.\=Q^!AO/% M#T$R5J<53M_0&VKHU+IDY3;.CX!5R6+Q0Z)7$=29B;#S)= (;X,54CW^-IU,.MCB466HM0&Z-]8 >+"]2<1*

]L&398+!]5:0_VT>1M!5)X1C*Z7U&7/#?0RQ>| M;RW^20.9IEGZ,T Q_LO4FSKH\F2VL]-00.A9+K#O60.#V8/['+L?$CR46>9' M/2.'U9'[$K7-W4>0ZEVV%4]]4"&052EV0S9 T)4-Z/:#
(Y5XNH^F.&DIR)MH M."/_OTRF2MKKO-UF@U1NV;?.D-N9#)XD MNF.I^,X"!N"%Y4:%^MG_TY5WN;Q&SZ%:BGZ!MH^RB[*4#BMCO1$N/5EY,6WL'6DMO"2GS)M Z6-!L'O9;+
M9J]H^%R1T MM4?EU&2&'B,=3NI%AF<^/2C<"2MS1'F81?OQ7* $4K0J4ECU?-(?"1BJX%0B M(N0T[9OF4"7:+^DS3(,6H?>TV+QMK&M7G_ RNT%OX\!?@2#>S51[:06,/^M]
MGS]JOH#AAW<4DS20';Z|1)6*L_\(;*T-l)_G9/[B/0]?U;YI-]WSM+CMF<43 M&JGLGR7Q3EG O!QV<0(A_GK\LYKV)!<'QGQRF[K#8K40_D_!57CP4=6M=?N0 MVU,;EZW1AP-/DW-
NEQ!&,N<,>/)OSF4GV&'IWM>1'0*KBG[)J;QGSA> BWCZ MG[%:WQH=_(1DYR4_BBO5C.T*UPJKZD)ILS0[J19># "%P.+W32P97O6Q_'C M7\]0\T\ZZT!ITQU
M66U)#S)KC4N&:%,J:7@[%^>OY_="/!MELI8;*46+;2\M K^:'O)1?L=:WX_S MUT/3QR<=#W5\" 5U3@:$'L LCGXJR7(9/0VWE=Z7%B>=L/YGJV)4_X2E_D-2
MZ\P1E*9C7@/3T)"LGH[2/U=T*Q:-W/.D.SA-\N,9,O_T4NA##Q<]3]#VR0EM MGA]9RK$(S#IN1]SU)/ ;-JT&;:YJ7VWHS6!:_GHI-8\ M;
[MCB5_M";?'%5HC;Z5$*ZPQ)@G$DR1<8.D'6C"H"5CBRXPNR:^4)4DU?9C& M=]I%RK%#3E4#.KQ5?Q+\Y\ A-.B"IRN)@K.I!8SQ$%Z-C M?M"GR-OGHG\%ZR;?K"Y6RT#Z\97>*3E
1]J?C]Q-6?FI?HS2HIM#YM+C*Z:- M\GZ%-J3@>-B.F<6GR&O-2=CF4([Y<<8D>#J8>K+.-433R'D&NA>S4OQ\)80! ME&J3QQTRH#UV&GFP0,2['2*?EHX,)R(U?
5\V_=R2U*4==T[R7.; @VW+77F(M:J37V7+\D]WM5RXG>/P=]9J6B@&!RH/^V>U*RA&0F$M)/]1[=RNK0C/'00[I MASRV'%Q%\%>>W^?IH9W[6%Q^GH8!#$7:-7.;7^[5BU:ZL?
N#F,YP'(]8??CZ<%D:KB#>:150T/8TD&SMO MR,I05&^@.63/^E9@E#C.JO^ 7T+CU<"[=2_G7XJU0FGQMLF$XO#P&F'$DB0J M,);H:OY*$)$!3D+)#^]E>G6HEDM
2[B(;U%.W;MME4FD9))C93X! MHN8,-YN:^A=ADT 5V!&7Y4DF"HN73ZF..>G1^^V7A,4V+_7E1[QYFE6\%+A=^NI-,RU5710#6E0#@[OP.L/EFX>DL[5B6=/ZG6K[E7M?
MMKMF%!8UE+_F5+)^,E=+-V.DL.Q/:Z_6;^_D6]CL KUW?ZY/ M53-6(;T7RV\?E%^76(OJ\NMOB4+[*^O_"VS[?I)G%: M]A;1HJ*FN^(0W:A(*UCQ'5X?
Q:N9*QH,0%CQGJ>X86_CHYRN_KT+W37- WCP MA\.[3<55E7R56W?NQ.=S_KG=O_C3VLA_3KLG.,AO.7A>ZQ5'D?* MQG19E,QS"?^XS545_4A/95+[S)8%2VU,0")N]>)0
MWON@WYCA0/=\4+-5E#YJG!.)#/I:M+) #CCP3 Y#(EBQOXNVT,M[UR6WWTF:\+#,VYV"24C7<'LTT.>,NCB5H= KG2VB],G=B M+Q#NYF? C0!AMW!H@8'SEGT-
TK'R0<5*=)>#:/+"^(W:$5A& /8_HPV*H(V M721PC=>C@M]TF,"7KV^H&W#YTV?%FH\ ^X3M, !&O);Y?6SE:>;#FZK(QQN" MNC37"KP'1*A@]",,P%7AFE(G4L=\@?
Z"%B6&/DFZY*YG"Y3L.,>E1D*=L5;V M2]4?VNE_5WCT#4-7*U%XE^.1QNP]FK\6NC_^*>7 GPLNLW^!<"?QJF0???<\ MEG\CT Y]8/>-$@:&SZJ^MT7:;%Q](B9F>8P9B5CF4C^S#?
V),H/?Y$([:XU/ M0K ,CW< #&8?=8QE3]O9E+RYXN'.A4 ;"/ABQMK+]%ZWJL^CP>L,B#>ZB,K MH<^BI.\S[UO<)!K.'-N#LS_&G650IP[APF- L>!0:QA:0&Q_M+_B/_W9IY@<
M+B_=Q?,>[Z__YR]GV)M9T,Y*AQ/HJLI) 7 7M$E.SUYS/$#=>#F6D7I[6N*[M;,BS4LNN#@K*S);"9L0V0%Q3ZY-:N\#IY?M;=\%J5Z^N>"N[+.NLN;",M4## M)(@AE^57@&-FF4.0T
Z8SD#_G)@.-"D:*3/^T8!U"$"X/ L.!:LP+75-R%J>V4:42L@4"A/ = +:_+]:J0B]W&L?KO.I+VRZUQXM3>#-B\V0,U%KX M^"GA(EC>[;9$=+%,='U-.B8A+:GFWF#E6P!^T'>
[(K_&-4&WA?."? ^ZO8$! M; #?N[_' $(-0ZX=K:YQRU$/4^=,7-^=G6?G,?1KW?HP8Z%X?5=\.0C_2KND M'-;V(%: @&^-H!TH!#>U:U Q@QJYB8+
[+&KVG*__ZJW08D8!Y^]#!RB@^QMP MB8/,.+MTI">U4+EJ#.4W_$F:^+'Q<)NA> U1JO)G;[XO#5>J;EA@^W&OQ_-_
M[UQ1*#YDGL=RT@,MTVA!B_I<<1/$C67'IZ$;5>O7^\/U,@T6UTF@%8\&#*!(M*^F2CVTJ7OEKW,;;.#EZZ5^9T_]9?_\7RN13J333IPYO%:.,^ &N$:_N95L6 M[N9;3+GE+'N1;AT]?
P]ZJ -=4H"-JVGNGDBUK2R'B!P]T(_W'*J&DJ++ 3A.WNLO\Z\=.\P M\[N:G0@10QS]"I5C2OWV_?N3E7ZBI?U]TG0(G5Q],IKJL/OIY8IH'M9\W2^ M=5%)STH4@#W
TLX=C9A@V8==3#$ZLVQF\2Z*BZK96W)=6"0.H:3+.I!OQ' MFM(LM(\.0H?UKZ>BG,C\,^S4+"9. N8:_=_8G$3\;D%];>=!$XW%XY[O[U_2 MNSL4&K\
[^%HARF0A;]XD2+O'S]8V/6K?P513P_9]JKXF?"$!/K@"%P8[62TU M9;PQ*FGM+0Z:5'OF6B0:?^E8F*B9YVP$HS0.>AHM"BD%:-+:;(\G#DDI'IR/5>9MW;>ZH:3NPL+^=X21U9-
W'_)E?) ;EPJ(=+KE:XJ<@=]T.Y NER M+%75S>3'"X02]S=1\B MOZ!>WHIW+)&\3\^_OS9?@"NT%V^LQ^U+N-[ML;UJ219K^1Y\WJF0B-] L]* MN.T8\:BF34#I#
<^*J4\O(1&29KUY=2^L\]T,QEH=PG#2<-4H;])X :E;8_%0 M3\D46SEBR8("LMM5@X5"CD?'S&/(F^8>B/N\#6__+=#;-RSDZ97#]2T%-E-- MV^I8RRM:6M*(Q5G#TWK.75M-
BMMZ];;4M%)G!1_$*&E@4;&.AIFQ-?]U7I!_ M5;I92+ZDX!\7SE2P0] MPZWM_6J]SYIZTAI6/;&LJ36O^C$9RFX2RW>@+"*&FYG MWW,Q$F8C4A/Q81H&ZTM7&A@/Z?2EN?,.[3"
&W OEW,X(\5.%!&'??:')E-: M!!6T?/U<&Z$LZ,B>9UIJW>L&ULKF8/UU-N F_Y!SN72#GA4]YC^I:*N% ;PISMI5WP=:/<"#& ?BT)\Z+6TO;?0U)U+Q.DX? Q!5P\+736AS2"%'TRDYJJ-
O%#P,FJP ':]: M80">T2A@;P-0L\G*(?/VQ^#G2N]VWK_HOE0=:)= MJ\W.B/SNEE!M!'(@KWVX*?&?4.E%BT\OI2:X>R7[&*!^R;M@2$EF?B4SD9^#
M]ES3XCZ1!M).GFR\Q3[(^UFK^_!+I.N],;@XZ6K%=*V(29NXQM]#&IR;BGG1 MMU-"U'!B/;!G!C"!T/3L0K_DCTR*OW AJ. MQJN)-6\:PY;O2BUI^K$.6).#9[-
,O8O3=DX&66B/88+,J09$*CD+.^"$NB%< M5/=V+#@7CZS84ZI""B??/Q]85KTC#G+1@H5%Z&R7"GC(+M%]T==GF-0BB/.Z
MUYD6])E]2QIPXW+,RC>6M\\WSB%;.^UI='X&J>^]H42;/>G"\/D60=KT9A.> MO+>A-+Y'7QY=&6>8C56WB;<3V#+(R\LHNSGBYV';9MUE7J_B&-JXR@$55LT% M N,TGF?
6//57$E=3'E,WH'(@^6SPONVW71A/D,>#5R27V)Z=K$G]-FE 4YW, MZF*#X4:C8"+LX\=,'@Z:U'WZMF#S/O13:&=7,@90CR7%!:ZJ:M4C^58&P;)Y M0)>5D#V>8B#I)3%_7I:HM';,6-
8 G8J@.5 VADQZ]V,D(DWXHS]*3AX #R_ M1:)"I8"4#G=L(!R$I83')(MUL\JY&2.E1\(XDR,<+)^?"F^ M&#UYC_/$E^6A@6*Z^?
7H^UNB,-8;NCMDGDX)9U+"_L7^D[KL)@PK8^CST\8 M>+989Y[Y_AC,;(8I7U4M1:JP^;P'T (R4D/OFBP[$G9F^+V6?)* !1-CP3QZ MW;#TTT?Z/%O_KS&9^'E0?
=KKXJ"JC]TO4_)4WN/=L;%BS^\CR2OWV]Y7!)M# MLUJ@9).X-!X(6G%;IRAE]9X2U87K<5JJ_UAW^BN$58V![S&7R[K04$102^!] M_/**-"]ER')X:_;D*B1N]
<)NU@.$OYYS*'/072(QK2TOEGP'7D#7O;EH^6I5 M(3MWS&@/[3;;X 8DW7C]134;)V4,M*)=>HGE@LFQZ[F]B/.'4QEUP83206DX M13]S1V\,;LX?L<]ZT%^ 1=3T&JM\QW;#?
GX[#OLRE_<>3SI3JR-GHCZHJR?W MP"ULXEIA:%68]&$4XC<[O'D^KPUR3X M@-)L4SOU&:-;8:D+><%2HL@"N7NRX\1QX6@I&DH1SZQR@Z8"G>EDL4<.M"\#
M1RS+S7O*6(YNO1E[K\]S0TG/UX40:ET\?3) TOWO\O.VA.^(D@OK0@_U$]T" M /?L_S/E5Z%L>\/+BH.";-BCB"VEP(X[PBSH8SF M;.H^7H-1;B:<_9VD\B%8)/O^ MJT=>1*]9S?
N%A99<[-MES3.Y-2)"E.E'IJ?JR0243**D9@2?=Y?$>P&#K6U< M8\H_CBJ*O_+ZDQ&_;;F77%P6N[4F'GS[?5WP+,F-L8Z220#+>CAZ%7LGB@'LF7W(0;0+*#/O)?Z&$ZI,/.HT*E6 M.-
_0T[B+]I?G>NIW=S)QDX.-65O!>M039Z:7P*3N+/3X:./&8R<, !J',LN5 M?.IW.[#C.BPV8B<:=+S/>7U@1I.]< M[I+XYX\N'TBK&KRQU8P&E9=S7M[6Q@#FUS JK^>98F3B?7V)$U-
15_?Y, : M\F-HD%/C;2LXA[O1ILCH4=;D4R&=URT"NI!CLQ-Z;^B14..U2Q<&D,*NK\UI MR* EY#G^^% -?33?X?2@Q4G8Y"(JO1M>J=!JA$DKYN3W9+0:55UK"I9S&_2 M!
G>,''7Y%B89?KZ*HV[/0Q#F\"75 Z$%T>8P"3XR7ANFH7U&V-!>ZMB/W" MD67[]^RCVT1G0LT+^".6=4F:P1)?<(6^N<1=-FT@?Q.D7U&E;MU4 M$=:RG,R_
6JNR,Y,'ZDA24W/[[>=%GUP$'Q535@J\:*L^E'U1MJ@_;6ID\OXCE*%-Y1L!NE.\WBXM-X.R5%)4Q-R\W>"?!0]A"=,1B ;0QV$ M<>JM%/&X(L<#%VVJ(Y]26# R(=1^XNG0TQ%(Q A-
0.6'UILWJ,V(_6&2$WY MNL&R.-\QCMNJ3[]R5NN+[XF\0!QE.@LB-,HJJ[75I&^:3.L%*X=SC7IOCC0(MCD=F%J0[>['NZH2U+M_R=?TRXP;+^YH_%=4K1][J2+5A\ZF_)(N= M.O"^B
<7Y#0BRZ3"D[ZRQNWV4T?WAN9)_2_-7FX>'N;,S:YSQ3ESLTU0RYLV MQ+*1$T/%PDQ"PS;R>T*//RBW\MCDO^[\<#@E]J, M=@XV3%BBI/IK@UR GG,#[@*# [00]H;
[F\;+GBJ3N,#+6)]+.O.E?LV(:="RZT]5EELN^ZWL5,?:XR=N0)9SH:<^/ZY'M0K5DV1.V)Z_B+?;!LM;$J^] M5S;R_S]+1GXOP2;Z58$=;'AO)D:_O\?C@B;+WN&&K&'9 M02WJ#*?
1TQX,P*.:YX;?Q^0^+B*['VGH_4/Z@\)@BB>5_I+X-\4F M5+[_Y;7C1: 'H4>/U3& "270-2F[E3LU=GY13L4 IJ"7](P?_M.[]J %3F7> MPX0Q$D6MM2]_;DQ=/O1
TI'H/"2"0^&:FM2#\>\NV"NA:7I7#QDVV5A2J_O^ M^TW'EIF3HVE*9=B>XGCUX0M!\9X'X)SYRVDR(8C:N88>?Y,183[?BS_=ZN%6 M?$8/E[DX.CI:?
E\7M;=G%.NB:5=+)YT'.:MV6F+7LY X;'#B?XOGCR@)^8@! M(/(7M4BP&<%>WO+0:+T152J: M-CU>W21/DD'*:'17Z^S#&Q;#1U[#FF/T+U5[I&47Y/DMZ\EE[5] MK+LY.-KEU+%=-
NSWH6K;(')HYJS\RI3A@]7>"]H2>IT=#[_C-GNG:&MUC3XG MAR=M-UET)+%8[B*Z;8XQJ4T0-?6U6EVRR^H!R)9KT,,MR4Z;WTQT&.S&$$VJ M.]G>XZ@GS= '[&&
(#NLR,A)XFI@^8I):[]V.Q53>4D/?RZ): Q^5P4 M_N_]A/MG<'^K$(27I-?KOH6I"3X[_XP=%#7^)WH"(#'-\2GQR"(*?R&HJSP6 M3KK"+O(E1,N-ZZ,-/+]]
[BSZ\3:)DZ>V<%'D\\U.&L5\EVM+&\T?1]//^ZA5\N2?@\$7Q?AT<]Q+E]5;#7' M\3Z1UI4J1WLG++VX1"HES/>VR';D6%F:WIR!A@G%.?KAI@Z:@$LUB5&.\2+I M3OP!JN@;(B5?
\%QWK1'^@KL>;V$>%;R/ >C80C=D=3QTO ^LT))80 (7)TP M%J(D#]+=T?3(XE.@^W]BS1O8,8#..SL,0$OO5Q@:>"$)%5CC=^V" >QLJ_=< M3Z]8T)_#8S1;04?:V)Y7%)F$'H&
[PF\=$J&BU:$[C,880-GV7%[TPX.6P9UF ME/+I+ZG&O?_7#1IO1+R-:#[HY YG50.$A;J>Y%O0MZ@)WD2 ^= &OF)'>Y0& M.K42@L?70%N8F1SP3MM+NXB#?9@5KX?
>4K\Y>W&.T3U^KGM-7[;,UV7;U8G['?PGYZ?Y$*L?.UG MR2Z7T+?<(R]44'/J^Y6-H 2^B\+5*G';R3?ZMK U'GKRN^:JB0,[P3#N(?YU M?%#C!K2#7B?OO5HX/L@"#.!)?
>6U9Q;Z\^GR MZ0X]:>,*N +;6T9_[1=8UR$WN._PFHKBK"W1T)/\X!0N2SBC"CS"+C2D# MVU@L]/ CKI^X&%J=>2JJA7P]">=:J3HGILKZ]J5E5T\)B<6I#.901"D&P LW
MA/,>S$68+^Y:[1X*%_KR!:9]" L7P#N OZVH]=T3.:CZ..-$#UEJE99WDBSX MDG?G3:2(-)8S_=S[ESC2@B?3UKFC8P7$H2R3I(Y]K?,./BBW2 M,/ [^)AWP*PD>C55-
277"WJ3MSCAU^^O=IZ#@KKL]H)KWQ1:D0W67&A;^^/ M)L4 .L;KT2C=?ID3V+'"UT*#"$V[P.*O\=!I&6UCM;$Z\%*.NU"Z5IPF_QV-
M52TOQX/6L/X7/VFOKK0AEJH:"50P$OUUM'&&HHX3J/GPIH2'$+A:=G55&WGS M6I)ANT_K0*?1KF!JW@12^W)Z04W",K#K7!XZ=?/TG#0NLZ"/W(TJ%QX79880
M@@$'/*GG9MI<\C80);5]5DR+]=^$:0L0&^6:2XX9]E8[]M.LC&"IQ"4QZOLV MW@BZ+^HC9YQ3MEKR-6>>PQT90^JBA*/R68M"=V8#I')6!9B9V1R/D0 HU5J= M@/#E?
JN'$@;0'SHY9:CXAC;]NFTYZQ%7CLI\O:>/8-YLI?+@!OS987!6CCI* MS/M*8*9W,%><;+FL%O>]S6!\[&#$XO?HL+B 6!6DD63%.!5OK8&H20'GEF#\RI_/S*6>>,*PG?
UUI.J584W3P2ZV385$0& M'YVWT@GH$G9XCO.9X![YX;XIXKJ\O($E.KX[7IYXXH0+VUK$[MY#@[=1 MQN555E=8O[9D)CBR4@.<+'N)7.RXH M!C1>D$%+M*TGCO1
[T[75!UAZ=MS$7?2_V:?ZU:1'3'S*G/V(IPSGJ@>SLX ML2$IZ)-)K)]_UJ'+05X/57/[)3Y;)&("&U9,0[3I/!YWZW]+"YRBAXV^P^+XN>=S(#T_< MT2I=':1I2/]:\BB;^E61I?_V"?
0P^9X\;$O![UF(Y \/"J@/,XK!$7H\#/V5 MQQ!@>P)6$A8P$JSKV&I!L6XGJW.J.EXV(M_C,8L[F]:K,\L:HJ1!_?D=5H2Z M6XM!H-GW+#@P6/<6]-3QZ/GI=,/'@=.6K2]P3NG7FD\)
<&*##NZ6B>*%W MG_7D*@V%YLVY6\>W74$QAG?%0,KXCP6UV#8IHT?YJX'.2$(P '%9S7E<#&#E M^T;CV3P&(-FE#OK/[FH3(0E&^]R-'<1)P)_X>_@OL;2=51(Y?P9 98E2K3I
M2O_]%6V21K\7 NY2ES(PED*[_RNN_K\JR%E5)CG.KHGM7>/<.JL'2K3XE)8L,5 M:=2UD22JO_,1;2/O?W,XLJ23NM(R*%=],_23KPWG6]5^I$:W&_(D0_(D/ZVS\!-XMB?9
M@[HU9GBK;L:H,;%^&5VGR+[%\QO,.A-6K9\Y;\:AU#WLYDO[5C&J T'R\[-R MFVY2RU1?NI'T25[G,JUZ\P2],BR9E2GQ)_]_N#=5>T0$+U%)Q9,S6OKP2,I/
M'C92M\6%52=/V"'C(&X/OCT>6O56[=5?.YD%6'Y4M;TU(PVEZ8SXX_LK@H]G.YCK-OD>:?V]D.WI+Y.098.1TI6DWW5]=+*EXES^@07ED+$ MS_.O!7T1=.3$R==$)_E B<-
J;@BM!Y849WX4)^U"O3HT0X)?&?GXG?GTZU?H MOIE%>U\LY3ZP"X[KC5H7FR\(J1%-BB&ZKMFO7!:R !OP3(G24\:Q(42YGR.0!R1=9$LHN"<%:7$C["0<_Y#N1XU$K9U)
MTE9DI21ZDQ+G8!.I,I89KASGY9_QQ5WPEM?EC,#IM" MOL0B[EH, !&?=$F,&!EJ=7-GB)@W\OSX8\$SXX<;/XI3=0,#Z-&K;&N\H"^$ M;@?J7MXU0SW$$L'H]]@*0-<)YL"E>50(
G3:SGF-6^YY!\L#>[*AB"1T?WE^ MXVR#)"%TKL'0ZCX&T.7@AVY6@U[)UV_5D?^5"!9J*;00O2DE./S=K[OR/_;K M_GVYYZ1PX!&<4-"0&KPGV$%]7!RBG(B>S-RWB6?EV%C5-F!:*W
Z; MWD;EI>,"S-71 M0RPST]:9$CB!L6MU[+GFB)J"'_X+N0FP:/Z*+LM$YW'8_LH:0=C M.P,U@#2;Q-VJW8AY$((!MKE/MKBSIBDIM8>?Q!YO@+L;:S5[KJL(5)@+>>T*
MC,1^X6KC,_BNP&V?^-W@-]4!ZU%X12"X+EPIOS ES)N5$HL-%%F.:K6J>F)T MQLE@+#DL_X-E&MP-WK$D,8@%KPL;F%CE3D,EWK3OQ\IU"G_.?0\FN@8\? M,(B_?
9^==N/5S]^RJJO,\Z)C+HL'!EU55',MQT6M'FI.J]AND*C."LG6CC$] MF):0&NA=]]'-*7U)9.#$\X36JEB/>:/(LCCB2/0K; MGT9=(< :Y?H;19'7Y4+UE[]\I)O_%;M[\./)"[K/!DMU>4V.-
LC&UMA@>-X7 M@:]Y3SF[5[_][$@F&*Z'U)5X<*H?T/NOCMK7OJP;8>ID^1S/*C!ET\GP:T,$ MV$;J2;AF:6+-.+?9IJ49\KS9RCI->_A[QFX#E7B(UZ+K\XY#HM630MOI5JJ. M
)1XVO0;GK,!*I^$Y-#"A7O:R,U0/+KR I=E#R>=2CY!I@";F\.H CY94KH. M .?HN-S 5X?]VY*F!1JRZPH4O9O$$:M7]/L<_*"5\0,YR2C'QC>Q:?):H_N6 M645#JCP] 7'UW'-+1],
[".)'QGX"4V:SUN461.)">8G&!PO+;8);7>C:I&O" M]=,V5T.7 7\>;/!%A'52*^5J+:W3DFS_;ONT#M>@.L M1KCU4I"6M<**A4\;M]O%,("&?
JB6*MR7RF$N0;2<=I2XX_AM;K_/FX4&J0%= M=+TD?".VTJ_NO;MD\C2U?T97(LFM8(6Y3H0UQ5[7EO3?IN&LR=WN-#H:VB743$EH)NAC%%C4WT2V5I:=5X%4$SPSGX&5%;K>:7
MHZ8<%K6.=Y4](5<;K"C3*1[6)4Y_U]V9-(?Z.HM/C2%=EUA,G*"+#,N8T=Z, M^ M_JWT7X!17S>9(K4LFATQA?__0QJ_*:_?(7HT$V6D)OK 4I"#MO,.>6;'.3FB9.3AZI_&2>'P=5G<7
MSY_#Y[2^J[P1_\8G0UW:%S,/.IZ4E!$ L]&L6Y7$FN^*N'LJU)]A.%OAN/@ MFS4#?NZ0.8;A@JFC.<6KC>_$8/Z9VS0+8?'!?J=C\PFVM4(4Z?5Q:V P.D:Q
MH.&1LRE!^AIZBBOBV*6%7N(" V#;KGN\]/U0-(FA3%1N].:SSGO@^(40?>^. M\@]RAV27:V3>"@>GD_4?/U.0W?:PQE78A$")4+QVR:81/:Y\VMHE48$T.ZK] M-
\Y7AK/KV]?"#94\+U6FS7.^+C]QQR^%N@]ZVV[VN$PO:$=?3$?3>=1H@^I=0/M1;,S_X>Y[XYK MJLO6CHHTE:(@O0@(2!'I("4"T@6D=Q"1+EUZ"45$:@0$E"H@O41Z!^DJTCNA
MA=Y)@$ ((?GB^]Z9.^_':A2]89D MDB23[?9AO:*D!/!TTFGL&,E;,%MZF3CB$E']Y480DZ_!BHEZD((&JZ-8^RN7 M67//=Y>01 E(T3@Z[O'QA1;&XJWA?!R
>"H>N&D+/G+%'!:>C3.+CXI* M:=V<025IUCGEO[Y_K#^G5[S_<"E^)=],ZZUX:L*9-S-]6\HFIEG3^]XI*R@2 MIJHTK$DBNZ9FF*[/8%
[FV603T9N.>#XZN8]6GYFZNQ&XFD0IL9KUL<<^4.WI MPIWA]\=<+"CT!(,YK]E8"ZC0\6%Y2^)WCV55"RJ^ROT?>QQN@GTPDT6*LHJ* M0+EZC->T'; ?#@XM-B?
66AS(W6\8ZEUBBT9/*H]\K74C>>P\ZYS*\GCR/"F!L.79P,L2=_N MWTFDDSZ5>J%3R.@M(K#4_A349Q%IKDAE0 C[ZW3W?ZT0_D_M^L=9;HX$=@=C MO7?
1C_B"")U2X76M)8Y3I^\L9IVC2*3J]@[!I^20HZ(DL\FA.(W(Z6^U+@0N M@J]9#L=\SHYWS)],B=6!:=.,EAT6'?"K4+MSD_46^KBZ= M_PZEXCMC-
C,RX>]7$!4F0ZH(@F"AE'W33\Z51RK!.X4OKDV#QR"2:Z=M5"V- M"#.3M&VR+QM^DF)&T#]N9@ -L%CL%X"%I8B8-%HK_=,9+] ^/YN IF_]'2.S^'[-A> J*F5:;
M;#JWQOC$FTE"YVQ\XA]978SZRG8O-X(),/)C&!..JF39KG+HS7JQFRP?J"7N M@EJ$4?'8@O>FAO+M"E60=)#=T!F+:_LN#187J[FDHV#I\<4[MJL7[H'Q?9H8QU/4IY\6?
[114[1=WR/BZ[K'I=D!PY VL%"[(4#G&'& M@ >[V1A%%]^ CMMMY,WT4V]%I6SL+PFR"EKNAHZVWNUN%*BI' J7I(YT)D@U%#3M;,Y/[F1#)[KQ6O:@MWTCNU-I
M1NX92<2S^N\Q#4TEH287.R]8SA6ZVYT3/&]$^V5!AZY=:,%,/24Z=TMGF,'. M[C:?%[:R*'AB$XW:=G$ .L;@3RH:OG6-^6TQY?-;AW:G0A2?<8";2%U4V U' MI^"
[B2M]6F70.H,%]]6CCL<2+*$;1Q7IR\&93/-UF%SCP#=MDQ=W6 M-I;-VQL$=I>@%23'5Y)0!@40!.52TF[:C98'4,7#*+J'*^>EP^1'/::1#^TZ MB1(%4E3?[;.WG8EE8UXMMXP;4*IY.!_?
=41*:0"792%7.]-[HM<9,?U?V/%W MOLUS&BM2RK#'3'[3P9Z2HR^#RIH5D2A%X2O:;XJR,VD,DX2-%?A^?OKMZW6* M@/$I>IJW_+M:L\[W$R<@VZ
K[J3F6=V^;DX%AJ9C7KNT[T3C 0^<# M<&V,L](Z@;I.@MJWQMAC K")3Y? &?$B:(H:Z_7#L?V0K@W/1Z. Q^RZ/_*U MYPR:I1C(WU9]?Q"C5QWR%2,L3WYE[J:G?HL-;"?@SNWB0@
_%[M'X;R.DAQS M'P99(6&8^U7CH+/W)J97 DIP,HL)#B&]2TV8(5?Z4@_EC@.PG+8COX,RQ4[[MZ&M;+WX2UT'9DQ,\Z08OL4]FPE>PP /03B+^-@M!,"8/9[5MHUT/L'!5MJ@D
M02(P.FGM!/Q!I"W_G.4MC1+L-GKVRB4):XH[(8?NB]9% *3KJ>)D0KK3FE58E.A?^8Y31+4*3)Z\(MCEF> C.O)6MX$*8.KRK^OD3\O\WBD%/7PYS""=M=MSBM@6]Q $8#UO(;C
GE M1G@#"R0&(F"Z=U]UG\CH1'-77&%KW=MKR[2661L/D[@CO[_QA?I(($9:U7TY MT]]9_F49R(,X"@2E=N!%1_[YU<3V6;P7LW\T)B_71BS)X\ 3MKP]!HJ?X> \OLL-TX
M#L!N;.@B\GG*[HS)B/;>(MF*@\3FQ07QR^:)]EI7#OB0>EJ0\4!+=W&B0.3_;WW/[X*_'CP@">3NAG6?GW.:RK'[M\D"URK^,H1=D91P7_DHF29C'^^=!K0L2I^E^TQ-1P\+M0-
=;'7R*)$@?2Z_V MG^4(_$D[V>@5&FRX23L!#K!J,P[<&<(![$Q^H.KQ;PTY=.$>@T>ZY99AH$.A M;1;DQF\YUW@H['W&PO6_$&#_RW99DCI,9;C$KR=89YYD+\.[PK1S9UFP9 $'
M<-C8/8_$#Z_J NPAE?4E5IVN;M;21M4G]UJHDBTEM(PLWDQY7&7H>:NQ\+36;AFL,Z)-'2S9 *3_%.J4PBZMZLA2C MM1JMN+S'LDQEJK=0XPL\(W93-
=,I@QO7RVCON"8^"L@NU$9- MO#P3R&&H"'":WO0?,4:;UY\8I#O9N/MMJ!'VV+'>/@C="463#I?-BFIN_J?I M4+_:^L[G"I<*CF_X+^?*%V^75ZLW
'=7CB1*DPUU8OL+-3^]V.4Z7$\3+@?9 M\7K;T>&Q8V1_F@%Z;P_/"GGM*.\\[YDZ8#P_*?^NZAKIGJAZ]SO'Z<56A5+3 M% Z0Z,5ROGC^=%SUI8]5X;U[!2W:A.65:
M.KZOP;5SXRK(P^99RU\S.UIZ_]-K7ORC-OKG*E';+> A%'OEPDFM.F6M/"R: M^_.#?]1]*BQ[9D_R\F0*I\N_*SF/JGQ/=NF0:04)^&_?H]-_0WM9AK@D1G6^ M-
(ECMLJ;)W\Z1D,=BE378;_!S?_NX[:PD2P;? C#X6DR#UVT @#"?#@[_6SZ M0!L]#JA(1>S\F$91@[V1&))]/U'JP7&A+TB%GC.)*>?=-QS 7^E[[\H4\X2V
M(^]'&=7W9MF\)O04C^M.$)UE/RN+GH7:>IH*]K:_RO%6W[/3PO9:,& M7T2PXP C.I.G'>UG=Q*7.#'\LBA ?D_.FJH@+V,%+:DF]=6I![\\]6ICPI[MV\GF?#U[ZA:XQ^C57[6^K$FX62
5L4^\U>")O&&I. 5N1R$ZF']I!A"C::9[N';A?P'B@GI6,N+4\@0/$F&A(/3GBJWFY5.%^MZ]Y MY1,.\")8C_*0:PFHX]391N6KA;W93F]: MAMC_4M73,ZA_=*9+D("$O-H?
YG)]YK*3S]\)^S2E0A4[:7T MK_M+H.*&N*'M]G-17_X@J>4XJ7/33G3R6_,!_N:7+'NAR1>/(!]*2\)/7SK< MB/C-CYJ^_STK#B!A6#%OIN4$5QLU]?O\YE$E;.7YY^"C<<,$TN/F"SN-I*6+
MMHS48='MUS\O]2*BA,>VM+4M%G*#R,2&>NCWDG]HD97[M6JZ'0G?.V'-H+1(ME7F3C1#HQ %FQ1!]A+67]X): I>")I&ZTR>8G;Z(5\'7$>PH)W/5Z22'^^P-
M+!T'*EC]]JD2I(5:=')4*:.KOG00N,E!+.$C57"?KMIQ48E5 MH,NS_01P9CC\TPLP; /B:60A^ 6.+5TVY3WG-_FFX,63OVD< HV'H$+!%3*.
MP*C@.]7C^5_&CJ%O"VI"KU4_GC'O"P$"@(AMG<"31\B[V'D4'O#+(P]6@:@U M+W^OR9@5(,FB/5I/6(Y*\+7*QA5N_QP6P17VJ5K?=Q6E7^F7[;/NQE7;VW8(,7$?/2)
X0+>!\W,Y049VS(/? @^MBC)#T@DY3QA\' M^!KWZL@Q^ :B15 V7^ D"%TQ^A-*?#*G-"K;C+A@?QD7 7J(52E]@T.H';D,B+(>Y%IZH]>2(,L:UAWGLYJ)7UV6+1K M.J(Z.*26M?

*0NN'^/(OG(|VUSWK\U5TKV^("""B_B1;#ABCF4#Y/SQ\#5!GBJKHUKX W@VYX^Q!U6-R5]KP[=!($ M]5A-H.-;!-Y#(XLGT_WM>ZHE2X'T.RD&"28='C%4:I27HC0!&-Z;<-VF"2RC MY?R"A%^TRN>(*Z&[O ^!UU%BW6=3)LMFW!O]--->&EEJP^I86B.08!]>\S93H ME+)\>OEF)>",Y3:O:))'!],=KY'327P#R-5'+L^MX\-V=C:;LB(&=Y-@5+EK(*

MK/U\ROLXYTE<;,9D9F_$TGEZL0N+V;/#1N_+R|(O;A"'8QYK1=!K,QG$$.56 MW=Q L?A}[S]_]_?'IOB@;S&$(!X(*Z)!ZSVJK,'+],D?D;*=EWR1%,X= >S MI5NV&,Y:U\6P<1^=)>TI-^4B\@U-O\%(!YI1VC6DN5I4?GL%R4]+)IM 6A* MZ6&OM~E6D=W<,:6UV:GX+,XB]*B0FY&E<3#0>S#]N"%0T8QS?O7;+_ +"I#]:- M<(}0'EPI'$'XQ2G-

F8*O*D93HG_1K26..E)X_QDC)]0MSE&RF^-Y{)YL>;J - MGE6D=W@ON%0<)70+)I(WKIS9YKJ,O-2R;LN-YGW];.6-S5HLQA8.F!4 PUDKP[:D;,EA[S8<+

($&TZ5LRKC(>1'%/[U6)4NZ|"':E/;?4R"RFF;M@B,,JK75[(%!O&<9%TP2TSM<1?5:B M8%M!I6VZ<&NXO5[4N2K\Q C@Y[XX F)9O<'=|WWFJF-E'I%,-MB1 O[_:I^

M'YH'/"_;M3EAQF.Y5;_9TRB^0&'L:"!WBF>!A7#_5X94\S#M-IEJ?X+H*:Z M,WVO,:=[K0GW827WA2'FIP!+%WJW2B3TIH3Y^\U^/G2*(JL}{Q>,NCPVD.IF#* M

G2.2GOJJH0#?,SV\9%!CLW-_1C|N<$W\'2R&,/N/W5Q^5?(>Z3$T,!'3-A/ M_*FTD+64N9N[6;FZ=\!PL>KY%Z=5.44JO32*>=7560W.X.U;:'WP'\I6?,-6

M%5^P$JV_/SIF6348PKM8ID5LRRH,,)S2.M>)6'G_;,PBD), 4Y18;XU:V@0+ M8*I&+|[&/N=P(PY0(0C;%"V%;V&5S!6P+3C B5<9) 9T"#3# .:9HVX_I)U!X M;\9^/P<'L

"=/YS*$3AU33C"DRS_L^06!1S@[B3+.8DQ#K#W\+0$;OG'"&BC M,_"Z#-E/@1X@WI?QOMOY[U[Y2Q"C7F#NV"12-YE4XX&<)2,/(_\\ MN3#:)1 MCI[%[UX-

FW1(3PH"_'];HTJX|NN0PJ-Y15=7JE(RKQRKNS,&C)_P13)#:NUIV-MK,/HGA#RCVC,>'V$[!"}>BR^LTGCT&O\1"8G3)=<5W4_4<(XI; M;//{3)\/3^A"+D7UB@<<%3(G"-,@-

OP3V|P4JJ/-2>?33/57D8-70|@\Y%P)&) M78Y&F|RY'3QL_#G^S\4N'XXH MS3(G*J6WPK#Y$*VSSEKJA>&%^@LRYXKIH_M\YTK$A+W2T

*9JUQ%W5Y+IQU[X2R\IJRY7GUTL&"1PU-S+WY*3^KS847H"'R7 M^QRYP'N7&L$^]@O6=EJZ_:?)WX6Z[\Z*Y\PXLZMV$*_G!IU(^V6/4K %"<0 M]WFL13?S;]ZV-

4WRZ%H%A^Y-'U^%(QN+!D5GW!LROV_V@^RUHMN_WOAX0BG74FAWSE;WZ{CIL MA1^:ST2Y*TR&EI7#73+3W@Q.\&\?_?& M[_(;]@IA]>2]9TTB|A5.Y-LTX7@C83,&A-

\%l1;4(MHC(!7+M;53QV<5=Y\E M|"85VUH/7])*,0_;7,0;3Z7?2208+'"P2W[;W#37N>[#&=S:Y64Q|!N&=W/2 MZXG+,R$W(?^T9>Q=7]-SD)RXP??T

MA07&N3<1OO=R5F5C/;MWI!,4"]0_1CZ-IGY$2@A@*LUJ;?M^,^CJ+PW@D)*I M$%YTNL3'-'19-M3)T*

MNL@HAT#6%IQV81[!LVE('$\%^4I&?NTS]#;T@::O7;]+>Y4!_^+AL&1I%=K MDYXOAL 8+V$ Z0B0.O^7!B^!M F#=<%E@5F!GY;FSSEI57'QTGY MA7,4VF2@02U4*EDJYJH@T

7;&-(4"RZ[5Z52]32X2ZWW(FDVTBON6O/5IT*]_MTJ1KR"##O?+5KH3+V>?X=Q3A_+I3BU**OZGZ^IA(?DC^_/^+$W,<8(E:|%IO M6XN#UK41HD\5B_^HV

A26'R5E$QPAOV(>R+SI59->K/+[K\X*6KW"XML_W\! MQ?Z]HI=IQ5\9;,;+-)BWI^"\+*AQ@I-CBCJNGS.=.4S\3<:,QJ7],/ Z0P(;_MRCI+M"AOY\Y(IY,&.LM""A4SO.7?8A-T<]DW-

WUQ/WL,/%]6S2@F,?95]@AT M(OI=V_0AU:)"Y$Q?Y91#%E?;N+1" 30Y6N)N4Q23OF>C>H@<69VOYOVE?0+(" M?\V4(*N%1[;_%\#:?MT562.OIF:@6<+:,X>.Q,H>;

Y2AXTTT@YOGR/,>36$4LEQ&Z81?+,Q->?W" MC+(Z,Y L.TS@C?W7QO4ZS,CK*B@PN%"FJ8I^D;86S.WH?+9 -WOAX<=+?7DNAJ2%5)-MOAX<=+9IQ=D,AO5#M<&$QJDLT8C?

MEF]\0%#AN<++=2)?S]H,*WME7 M<4HRIBJU[3$,=K%B1-9SP43L\++-0'%2WP?V_+$,0;&+Q\.'IECT>B/X#?W[MA/*3<,_DM/F?;PN+-LB 5_)VOO[CV?

W3JCTXG)%\F>M8R:\LW62U*'"SR.Q MC_PJ/Y$D9 A3?.(2K#>_"5%"_19CI76UJ2G;ZI$OI[IR+CR2H9$QZ%S"5LYWV MZF'=1W5SPJVS+$IT2$+3\80'2^=*MO1LGKIEWXQ'I?

*!IRS'@DFJO#"B(\[7=L,LT,@4,I;R:RRW;H1QR66-]RDE@5$G/;V M3BR>]V-8&84VAAFM$45\P;Q=+M*U-S5WP?*F\'6^G&R)>>-Z)5

MJ6_.UW3^US%ZR!H<#X\Q0R5Y<)W98E^&K@?XU>PTRC[]-G> MDCG4T VC/1I'@2%^1LP;_HVM!:0\B@/48*D= PR%H!:UG:"OVN*@E<]3H*4@

MW7/#3F\/85LCPV|)VRWD8T2(" MF\G-SW78&E$A!6NM2;$0;ZU-O7CQ0)TA2*$(^*/> "XP]"N9T0-N?E=>,'^4S MU;LM8AYAMB/Q+GZU>*?[,\[-TX6'BC@Y$V E+,V18VRZ]D^1#

(MM?Q MBJUE&]V1MKP-V1<$ACG;AB-;;38#QXL>Q/T).ZG'CB"TS@2Y>NON6VE/[F38

[[9H=3U4&.5.2>M/Y:NQ(VY1]QJ MO% +1T"RS$+8.@34 YNL9T-_4P$__QZK6DLOF"*^L[]C'C^)?)(K5E15O5)0 M655G6R?Y?9G(92U$_^SID?*.N*7"[+5;H'*6K+A69?.OG:,=&/A-
1HX8/T$*^SAZ*MD1MBF&,<:;GK\,-@I+@7GL,QV?.QC>-/])PO MMY,;RW><3HN6T+=X4ZA'C"H:.__::/8)%4,"O"GY.W M6)# [/;[4V<1R_#EC0;JRO+<,E'A8B@:%-'W(NFYR]-$]Q(5?
NKR#ZP M>D_MN&\5@3N?';2%4"1:J\)2;0:(%;2[)?_7!6O^:@"'MOC-IPD&OI66CRB/ MVL*=.WNDMS5Y)AI/U]N=?U&LZHGMILCUBJ'@(L*;H"U>#+ 3"$V;2 L['*] M_MJ;
KVQ#SX7+)KS&'AQ*.N7>/_7>4D3.3F!FV/!FE[S7&AOJDXT6GJV9F_. MM(Z4?=7+W1:FZ5L@5 %^B/2!W=A"?JFZ=RYTSEFFJ+K98:8AF:OJ8@?U>$BQ
MI[LDAXB!ZN:C6\#Z%M#1NDP8'6%7YBA-Q<-M8!9&.T6:TTF8,IB2K7^/],A. MP,*D]W[]A!O\K+3>Y)+9^>T.6*V#YV3H^0-FP_#[_-.9JV4O['&">R:8]%N= M,4T>%$(M=T
G=Y+IV^M'$MF+?2MB%1G",Y*@^"+((X%,TJK.:DEO!A39C5GP MKHMWB#."I@_S-/^9A*E0UZ>AI/7: <".--9?INP)Q-BY>-XM/U]N"%Y8$,!- MF1=2KC7_"G1EY)0'K;8GN-
QIOFC)N';\<,<;[_B3&S8P:&CXJ3A+_:LH&5UD MZO,2H:+G_B^Z&<:8@0+21_&'RS#R_I ;P0F7+3=!0V7NM; ,,W?!!&#I1U#O MD4C6#6Q%1TUAP:^J(E+L%G!BF;M:35!S0-||Q"%
O/<0:3Q-;?C&SEB'64PD M= G-%=63F1JZ!8UG>&5W5' SE"1&XNE?5 ?%8",BI'*1? MU?.D/>H*O$XNW:E*JRS,\5S,7>RF=J5QM_T-Q6NBGT?@H_3P4LL>#N: 5O8HA^
M;JLSWT[2UM&1*ZC1@UDS[^4O/BI]\9[XU%@X&T:.U*]+N;A6U,%IEZ(-I?=, M'C6HQK 2YI1J$<9\4,F(>$)=QG4%";+7,C_JZ]MOY;MCMACNMCH7W[ZL_H23 M>EL]1!,+D;-
>B'_+@91ZEH<(7I7PWV>L||T M8(+)6OG;%H+78%"4^F@)P=YIR3#QY9N))8&&LH&7*_PM^GC(1IF(0+_C3."*UMRY("':\?\J5E@KZ*7[5+ M] F4M*'=H$ORAB=WUO^G^-
!J#L%JT7,F^(&VGA=O;FM85JKC>\]>\9246OD]XZ/CR.2H+2$ M%OZDO?Z0'/&1VUE((T^S7/KH4J:VN\]ETZDXL9_(4X M$BKD01((;U^%^B%9EGM.!^2T8FHU?
MO0^_QL%;)5(V'NDJ:JVG!"[K*$6-M^VQPO7TI\6V.HC#]+MED\7WM7!US)7.HETB[5 5NN?T87E@:V"33_ICQ^F6ZO\'XVF+T92V[\!6>5N*",$T0<['! MO[D9U3])LPV0?'R?8V*M8?
4V\VS*/3)/<]^ MX8PR E6%6J@*B=UZ/U86%E\KJP--?12 M9J'C%5=\^2?MS#G'LX&#U]?-NDB]::/:W#YR40EIH@7KL(/7_#&J!MM6Y/,1X)"Z:1@#Y44A_RRN4:
M>S=&Y1&K)S$N(*C(8$K$2N>K0@8XY'Q TR;H,F\N0[*/CU-Q[1._/8J0ND$K MOFI(//]6?]SPV. +P:NE/(B8!"I3-3IF(S"UK5<$F D0PK2U4=NH:;)-55'Y M -&9V*EL=P-57#.UW5
1^D5+@5T/(@)N.'0&2'0VVB#8?R+NS.)B7]&9]1_2 MTPN%Q72[*<#W%I_!2B+Y',*,AQ6CN^,=OI3D2" MCI)C:U=DA&DT)KAU1&C17_]^X#3E^YFZ:QY]2Z*F>/06:'?!S[,^3Y80&[/<
MG'TR4%,I18F>UG_/6AL6U$2 @'8X#N3.-C>.4;? VZ!&]#8] B'AY4[V[-FX^L^S M4[;)QX1;!&(T+00N&4?H*[||A!+E(LZDGFOV2%5DBEY8SAUPA%9*9SJ/;877 MZH$%@X[OZ)4(6_E8
XN(-\;NL[Q<"UAOR'JDD)<,VAC]M]U4LQ_-&"\<\19Y M)[WPXF];X'TR5O 5X30R;6=PLOL_11%Z!7/[X0MKT=7OE3&\QL_6)/TN]X M?YV68F@R+-
(@,.VSM5_TKHV^H%$15EG0Z!%9KH)@#R#8TK=Y;P$"NI03F;*: M[_-]0KU%(W/DU#TE4E-_]+EZGYSN<+!=ZO/(.;NS_ M6#)LOSCFL[/0I*S_QGY(@G#6\G4555U"58)(O/[UWNFNC-
&9W_VW5]CU8B2! M_VYJ+/GZ,VO+(_&'7!4?, >:']AF(C4;QH8PVJTM8!?JH)O(/UT=[$H0T1ZC M5TEK-*,%T"/[TQB[3]R1[B/)PH5WN]\VX;\T;OQO';;VHVJ\:D2&=T^J M\+?2 ?
X[Q_^8N'PO8QC) GT^>P&5JMOL68@&]C[M+? 1VN7)M57L(?\8.B1H MU9EZ]:F -^"0\B 3?*J$XD(;']$.G"HY055*(&%F_IXDP/GK=V]+S]YG.#!6J;'FF"5JU+G<*I.=,1 M?
#.YTMQ69E2=L% U\/B.S)A\JI-LD#!#2E%%I.K^*.ET-G:J5U1?@K2YH,0] M^8+ I8GB/Q,96HBOTKMO [6P^QH8(JZ-4X6J\$<635]$AR([%1)9L;Q)[CP2=:
M>0_Y=9UWUIDR55S*>F)DQ#M EG'6[(PMA27TL)KI%BA2,_F_1UA'5K.,1QE; MIMV\1*F]$HBIBBE_U(C/35Q[_W1C*R3:OI)@E8X)7CXJ0O5LR%\ Z((,#Z,, MN,?5!)>?8K8?
$J"-78N@WP)AV%L%_,CW67^C[-I_W!"QF(1:7TMUSPED5CU&':[E7>=-V%^JV>E)J8NX96\;XZ=K-@2A:A'D;^^^=N+5] M+4<<$^6&[Q?HWQ 1BHC#CE1XD!/OAXDHTQ0N+,!2-
"+L21ABT,-S"@N>LW(6 M7DG?;U3,EHM<:8YYG8O>MF.$CF;S/,N5M5_8BHE8A_D(L!9W99M6<6;\"RMPB8K$SPW%H%O#L MY;;_E&4D(28U8@+0%IN<2T<8$0DI0D/_4B> -
^TBD"'D6"LB5RS898YWI??GMOVG#_^HOOBJ60P,># MX9<#XKC MZ^Z/0%%/4KV:-QL/4>B@HR+A)ZM#WI7]TWM%9Z_P?A62E_54N%?_=@0(O\"D97G/KYGL>0 MIDL/?@M0
!,-XVR%<:\@ S-/(LT?[';P$JWK*V!?G9GU&!E_^M7Y_5B*_UFD M)XBA3/KZMX.#\/3OL;_RU>Q:9E.Q-3@L=J V9-!\^531P4,I_TA4)C+GJ%@U
M"#@%1,FI@L"PGQ,YI;2V&V\7L+9/3XNS)P\H>]Z%5TE8SX-<@)2_>MBO=QX8 M+/ LD/?BA:'>@.@M,&,^"^Z]@P]*H[B62:7:BJ*/'$-]D MQW8-MT._*W0735:4-E1ZI\ 7(6A3#<&I"
$EL//PG-.)H[X7[V3_J)A>*[M[M\K2_XUC.S:$B3/V9NX$K);C;2[-UN^'D^.^MB5YY>T=:]_X&!!)Z>9HIC=[: MGM^\N =9G_KR+K7;%
(0X,\D3U*E__,OEC&3=@P216""Q:@>O#JT8_SF>*:A? M(UK)8#!,&,F_12Z'M48RBMB0I\R9AJS@^4V^OTPU.^FSOG PL ;M?]BN!+_<
M4*V=&M'%6]4C=U.'A_JHU76XV+V480[44.3MUT_2![TVUUR\7E,9J% CU-SV MX_\@D-3!^; 'Q5KR:=\UW?:2IEO,&1:&U%J%/43RCMJ3>PS05+/UO;7#QA2- MC@@#^%
DA8DZ;]=DUS-Y7\YNAQ+WE-$^HXVAIT?DL VM100)ADN?TNR+]'_V50U?GKM>LW_KFJ*L+"4 M#\5(3Y?]P7K<3"KVSGZ__6NX#-44K$'"=@6"J;O+$]])-4S6EED[ZRB0-_A0 M>-=
[#.E\]%;YI]=5?VO5*RVY;VOA4IY]KB>,=E *R.]8L^;#.P/(4*QLHH+V M\@U#=@?)C-*&Y5GM M]W5B\G; G"/M(*(D31UJIP\SF:PV'U+P>ICEZ[ITK
MU3SCHFW5V=C4EPF3*^A=:S6G(CY47H*$VCF=%GK2/^$/BBR@0G3F!;;4#;BB MCK87DKH-5%3GG:H(=E-;4_A@^SY:W&"DE($J61LI'Y) KRN0867_%Z=@_"= MC1;*_
MLM9RX!>[4E:GZ]9IB]2W030A!)%R)-UF,#)V7[-/3=_<59_$/59@A M;X&URCNNK78-[AFDEN= G%"5P+>XG&?C2KE2#U;\3^CJ;@'T 2K4/?AUAZC\
MWM:3L(ZG&!X8A&I";]/GG*+:+^J$9^@H<_M(T1GE/[3//R)8T7VU,O3$'/+P MMQ4>HERV)E%&C^MT!'@85C M/[PXXK-]]J6T6V\RNM4F_4:$?([91@4$A-@6H3=M(CMBB_'-
J^V7C& VFJL, MH(V9MM>!K)-Z[M=*+PW)SON95L%%-VFWP.\W=XC\,Q-ZQ:I9 M=-3_FN?**'XUE),#;S)>H*#!# U;DG7)^]L=QU2!!-?-B] C!--VX/IL$Z=R
MRJ"Z1>7T.+B^Q(IJ$4N7B=:S0#N$R*MDGO'9A>T?2[WRS(2D#LL&"'>6:A"^ M&W1-Z_N3+LW]!A>[%Y0]U:T,5[XJ.$G&&PP1*3&[+DQ(3Z[#J[,_U3I)/,KL
M$UP8U&CO)V>2DG[0F.THU6JEZ*8R'U'&15,:$?ND_M]];/6O/KXBT5*\!<)U MEFZLH3<8$PE%>=">%X>HFF:4EVE1QSF?GE\3T[5*]3GC?&J3KZWE+X]C1[U< ME)[TJB..65-
<=%OCH"F.+4 24>\(UZ@@ [DY)/;;67GV'780*P'>%0 M^T]Y-DV?R_E?QM3&T2]0C"N(V5!_^_^;UE-U*'?ZLB?7'LAPJ38W/OQ MSH_ M7J=(WVHAC-
K_""2?]>DOJZ%J\=R27;N0)5R@=!D;*!+[L);\.V))'+GA+:5 M6[)E5\3UQV-7GZ0]-,FAXPHC)"Y_[G\GLS4I6FPF]^G\OCE?,.,_BQHN'ZD M>/]1/6L=?J$_7^$5P%P0Z_)Y /Z,$0V35
MK33\GQB-='&E[K.N%!'=I#X/HIDXE_.OC9O%PY[%?+E M1 NYTSM;]JJ9)Y!L\JK"9B+3"5X5T%V;K^.I@S1+="@_.UJ-1]_]+VL#HWM M-43W0-OK5W8AE+
M1:7QCX4=4M4'A,Z.]VM31(G?:-R+ITJZKWTFTA:EV$#A$>?HT@ZVPND3MT[. MES\M2>0"H3M-K:JFTU3GZKW_4[VXG9YUZ:>A-Y6* OM@46C^6PTT=+\ A>-@3T5
MIIN[#.QZHS%,*L,'_7F)QSG)O$H+11P,"S1V.Q"+4#QLD5F!X MB/P3^;KQC0=:F.PX8E\?'8NVTB<9HD_6I52>&'="_38OYV"P?N<.R@-X]IC M=>V>D#0+IM!
<_M6FD#LW"\.QNOK=W*.81_PCP?%M\,26L]X^UBU)Y=\"WPD MN05&;-2R35*/@;'FW4GV&PRU>-1PZC'#]M(YH=[-$T87H\!;X"F>(*KQTRTP M+,8/Q89PL
>F6/SS8NPS)C2,PP;PC7BJA,6$XJJ(!ZKUKT4?\M%S=_U3K24H MB0 O[PZ0MNV86.&6:W73KRY_BTQ+W50QN>;^Q>:<'.#!Z336/N;T;%.\(U^E(&2,BI G8*NN,%^\))6ZL>Z\.+X
OF\'<)^QWM]VS0#::GOBUQX M.ZGI;@$=A'ON]NSG+DY\D.H?% M[7UFY/0FFQLTVTQ$\ ZU]>0[Q[K1^X7]I([%^R1Z^"YA0DE'8U%)]C$;DU?B MJ>G(CR-[7/V2118&(Y_GJ
S0;XR5YE-M>TND%%T4&"M0'4E)TVGB/N>/7H+@Y06Z\PM^Q7T1=5 VZ M\NV?"A-,S39]CN3U4PM29J'C4%4E>QJ6-HY[!7_4\D@4,UR,S2WT_L) WD!C MQ\]4]?
F2XR(M*!DB=HI&M3X7$'A08X0.9QC&'(]6&Z(P[K"B&A"8FUWH=:7= M?E0I87#YPGP4"7$_HK@P-R.ED"W$+- &8Q&,J,!V@X!#EN)=*@OZ)%8OJ=-[M >T!XY)]0V'2(?<\XKF'$!?
%+R>9_5[^X85=F^W#GC844)M"6H.F.FK(R% M2KV@)W71WM%5"U'M!1+WK6Q9$BJ_G#D_!/(>Q[WSPQ167^ M!Y"1_T!B(F)9'-7JP6B%OPOT=>\IK3#IR8LC(;'FB3\:X\6D-%
(&=88&=PY M"XN#MEIC_$0QGP9IGC3[I3!=RS:?4\^ASFD3C9@.F>ROPA:7I$^ECUE%V[0+ MS[?'5>@RO8*8OSQ[=J2]+E\H/[3>OU(15]ZU>G)[4">57"ZI_'4?3LHOH#=?0
MIFE\6$2Y+PU>$"%;T)Y/7X>_='>]81W='9:[MZA10*#@?04ZRJVD%IF>P;DF M9D$>DHTH=,Z@%<6%CL@Q@[7>Z. MY+VJ!FG1VF\2BP_E=U\3+1;>(8F#UR\.F,E2>8G\T8!^]_-
P21I>PZ\NWFIL MW)2-@K_U:IQGGJ[!"]8TR^LNK;YT0SH *U1-&K9+$9)W%^>'0%\&OB091,ZC MPG1I!MXVQ6O8\.UG!+YMR^8M,"4W8;=5M!:V,U&.D8R98ZUAAS9L=@$R&][?
MG'WBUFSGL%*06E0P=$GZ_!;8S;D%2-0K_F+\^9W4&G+824&'!M8,4D^W^@@V MM?$<>5X7A=8(OY.&2/_5XQ:"A IV1,8M8")> 6$@TNL%=%,96O9
B&.UT1S1>])5]'*GZD1H(_UO@H4=T%84KP7[PN(C&+9""-5Q[L8-9 MPU1%@ E/73';_>8FLRJ9(*-J<3YY? OTMPXM056&1)>:J9WW*29W5Y875";4"A6DK_$LX0@I MK.Z_=\"
10K3@;\,F C*M>O]W*:T)@F&R,(#4(-1'T_#2>2KEY2?/5%%(T MKD?0MKKJX(97QI\S6J+D25;[^D99/[[A&Y0ZHZMWY\1BJT@4=!9G",(0)Q]\ M^
%/ZT=4E+4"CKFM)Z)QQ5VML^EQY<^198UB^B:I>$VQUX\DGC(Q7/TL[I>H MCAQZ][/J^_U82I.UK_A?6U]S.P11)08%:&G=B0W%?^NV1H^L&[''$F&=-I>R
M2A9A>R'CF.AR1.OVK9I_>XFLN"J(I=I:'=R.8D9;VEDOC9*)#3<)"7]2,OQ%-ASZ*>Q$! M:P6[+H>R=UPIJ\=\^<'[,^T:\0'7T^5H:',WG,"L=*RPH@>#E"=<2^QFV@";
M8%VU8+")%#%1N2"T_>28=)SM,?.>&I[N32.56!: 6Y>8QX=&[7"_+ MKT7@;L=+H"QZI]E@Q"4:)8D>[+H#J\U!JBF@E-\J@.U@G M;#B<#JRGG_#
V];@>+9G7^>8UP3'KL^X%.Z!=SRIUQ5]IZGC]GMFE-:!UC\ M4#>@"4I#N\(NU1C4'OV26?@GCBK9]O<[+8\GY_.#M_//)#[S0[(4HSH<@ML8 M2A ,_JGH,WCFXV^NKYEM
\X<(8\W0(S%8EZ> &3C^SD=&;]*<.N\F.U38 M39;Y^KS'(T0,L+-3I?)@]+D%"JLCH M/;P%?[6"MGW$PP8^G7R7NOL23BSF[M^[E-\=:"CKOR;Z7<_\IK)7\=#BSKI#=V5M_?
X4[^WU<28"[F[=9E&.?".LTL M-6FI-2:RDEW -@!=C.0O"A_IYJSL[O(54CPMZ]*HSCX0[32GX(PI&N]3R:!< MRMEQM%,CR'#*4&R$DV85OA^AK'?
XZO,,$SO3&I&P!ETQOK(22C7E5"KHWNU=G%<=T)/1.10R"/(/[U,YD_9Q=TB-WU?YQ^1@"@9M M^W4$0I[>R;QFNGC>#N@C>=P(H=AK'>FD-P(TS.J:<9@A.98YC&+$:IG.[R:K
ME31T.NVM:,-,O@N\W!-S/?0[FW9[FR'F2DHJ7\^E?]--+3%6<\Y]LFZ7@GL$ M=G+44(T(+$O%$KC"'S@#]7,/!60-41:-C/D5[:T;EPO/!KVSCR 9\0;C^F$^ MA6EJ'@]I_W64KVTF57?
RN]Y+G>8ML"B')M>>'PPN-,(R/.P5U!P:?5EL"F8W MI<2E;@:S/9&@WM] 7;+S$%5=EIMS 7_)GBLM)H M9YT26Q.9>)V"^__XYM_?
#^T2OP85W@#N!;GIEO"Y62#W5:Q!C9<44D!-186Y MH[S(S>W';&"KHH]=-5"J?O)E7A\ 1<:@XV7>%M^V/P]L[RQS:;ZQXHYC!6- M0RH_&DY0A$,!H%..NS6;N@5667W/B]92L;D<*:
(C%F9)@23P"W=.X*-J[I(8 MP]N2_L(?H\+205F99N'F BI-Z5815/W).?DI/J#T 6T&9H9PX'>4>L58.:\L MMQT;R5HU#=?D8-&+4KR.YADL)WI"* X[_MJQEF)GI_)P=.[->6R8;;[.$\8
M;BX=G<1FRVJ?H7B^)1)4XNZ,GVH@O-YNX4?\HGL:JGGBZB[3I(!IQ,T]X]V4ZE7WW#N#9QRT M0['FI4**HIJ>4A4O; 0L/'=)VN#S!R&\EH0ECZ8N(X'=^$&J[W,QK9G2J(
M&9K]STS>4A-+9A3 Q"C[JJ]A1=TMH,!N.SVV 4=> M5VL)R!!>YSC@&8P'D,U-H&HW:R:)= M#@K3I,.5PR7>L(K7UGQF">L1W<%) ,8G-OW ?%P(;4D#?@>:YM^3W,0?'DQL M(H-
)H6=CMT!0H:9.1XCAVFCD7P(%C%7?BBT-?%WJT72F 0 34'WBOX?-4A_Q M5?W32W=A_&L3C8P\1(#C?;*^?#.755H]PI,'DTSZX!;IQ/-XTP$2/"K20 M^%-
VHCPOTF,^!1BCU"\MO01%IUX,EV0MD$K.\G[H:?%3)<>@Z6H2/!KR-X3' M!9]1,UB2KERTR!^]6^*\L1Z^]M9QR\VV=C?[8X5_/> MNR\2X D:+T7ZNE(['[9RB2'T:I_?FG:)),OUZN5
4YW;KE=IP-#%/%1:S!U":&HBK/(U>+Y6!,BV90A#*O9 MUD[MU"&QU[L_)%!L7$JW@L_-]([A@GQ+"SQNJK70;CLRD2432H>B*8$7/+= M DW>'G9H6Q3%6589V[PN,6/WO2:?
Q0RZHB6YFV^6>#L\1B2N?EX*L'IP"Y0[MQRGR?C *#\?]QO\HYRF(C'17#(_&4\)A]N69M/&$+5BO55#BP"W80G/W[%AH_4C8HU2\& MZ'Y<7Q0NR&B%C7\O.F)HQ-
IK7C5/2'&V-.1\OSY]P856:[\J4F#^!(EW"[25 M'K 76\(.LQUHXEN0^8W_J" MA34GX;YJ,[0HS&443:5+ ZKR],9!RTW".O[3&8KQ3\!YQR3[+9=M1]F[E?!3
MNM3_63D$F(E(Y3LZ6(1YK2Y=D>@B\FX!D";!]9TPX=N! M=99<8ILNG74VG[(>9IR+&*?JH73= H5X;P&&Q+N%\M"[N0\>V!W]YR^XZ!$W
MRKDLX0K?"U(6CVBCB_WT%:!*V"KDPA CTD$.3?5C?CL[R^OXE+>RYMP<,>+9 M;TVV?3RBR38W0X7\T"]H$<1KNY7!;6+*N\?)EGK44MQ*:/ A-UW9#M!7*NA. ML16\CM!
[MOWSY?PJ8VF=KZ.4%5U)\2)KH^.9^(ET90-&V9>H MZ^U6I+NY)G^;Y82!U=M$DC9%A8UVN>WZE]F-J M0+7ZE8:.F.T_T)\+O\JMO] ?FC_TQP!!90^26YN>>L :!]
[0>M6,I15O(SQ2 M\J=^_O1?@S!]ISG4NP%Y5"W!S4-5QW;(Y>,[D5H\"A48.:I&!B:DWMB KAX5 M'OI!CYGN**].)LJ^#H5SQK]T-)4^5O0S3S
M\8L7E\'84T#J:C6&T75&)ZR\L@3,WI&3I^-TT0;'V:WO-Y]3H?>8P'W@1'ZI MXGFE9IVYBU6(<&&3(YG9$%.L:EZ3Z?Q9Y1__+ .(ZV MI6<[4G"MTHX&[1:(N,=^?
8?.Z12CF>Z#1C&'PX/1SL^9(.P=Q0,:.BVZ!0*+>)]XO[AD325%4"?,:7V';\[OG ME$MAQW'F[!O.O;0X6WJ":%HU'OZE2DI8-7R,-E3*\#@%B<]*K=8IP@:?*(QU
MR>\XZ4.K:GBGB/]PGH!,R/@G][03'=D*W#*!'AV/]"3L=Z3L!T0PWNCVI\8O=DWY'1J/N_$;.-NT9L<^'6Q!BSHE MZ5EP*M$YPB_E25XQ69/4YW.M!C:KG'N
|^4H354E[N8V*/>K&M/#$(?ED"G0 M\H"!UFA%GMK[8@"+M;&K$6SSQ9@ZGQV( ]M!Y<&7A1T:/G@^ MSH"XC+MTQR.&:T":)94*8]"C"XG.NZ2S;1.5-X>3F/N6P=*8A";!V
MG,5WW3 3A^+:^Y++$?BL[;PYOD@M%\ZQKJLT^PCQ=H3)81M;D-90SF=0JU MTVBSC=(-KM=$'5R05L/76TSN48$I"0/BZD8I73_7C^K>$#1,;.WE?UKP1?""S-6-A-50_'
MZX9F%,M.>4YO >QXCR?"Z?*G>>.+S-V"5[E(931$0CU\3!TU#-\NBRCGCOIR MP>RLMP/!'M(+5,M/5VNK!M \,8JZ46^+K=JN>D>1]IO"Y3-:>K7BOB?'#R#L M'_CPPJS'N
M\ULEMV5_=5R1,TM:+$I;IF+6KJ_8[W+LC@EH,T*>#G*(8!-UD MQ3BM*5QEPU_P807M;/5OZ3^]]EEC"F_/?7JMEK6X-+,]C%5B^:DZX&X__/P@ MGR.,X$Z%HEXT
:^>&%!6T/$;)B,3QX=AK_^.ZCKL;10N28UR=/YR[0SH]3 MIZ'OOQGGSKWO_H&)UGP8-: ZVL"6O36;/)ANPOA8VW*1_+B&K1YP%[.9A;4E MLI"DRC8E8 GX?L?
4OC+4ATW&+R?;*I<=832132QDVN'2&5ET2H>L"8^7T*72 MK5LF-2H('<:SEIX:9_RIPFOW_Q9>IM"41]Y)5\\[AS%:N/#W26@V\Y4_[P#= M[S_[HG1SJSFDL2&A&^R!.9U^_
4T]]5Q%,97_;6.5-J&M-OEE_$*T,[KMF! M='GRU;'N"\39&DK9+X",=5-A68I_(Y^.55(_=E64BJ.\=.\^(*%Y)1V*!EO##68YA=W=SJRS@[@\=H?=4E<&D)O)]@'W'K7#@/K2D*+
M*=#JQJ3$?SD$+4%'DFX!PO,MB%(1*V#R.'G%%"V]U\""6,4%[:3 M<<(OPM=0Z+? 9(E>0X7WA]*:LEI1QL8."^)<:*"Z/JQGS&I&92PMKI%:_ME-
MJKU/+;PK/?,53&!T;0;=5CG^FUA4-7^\4X',8NOAAU7\VI M"?'6DF'N9*J-EMCS+M70VD19(/*4EBM[S)2,PB"$XVBJ/N[FP.
MSMYQFKL6DF2,H,QTZ/%0%MEON2KE/H4#N/CWG2_:0)C0-K85XIK:8,N,W%7G M8WXQ% 82K??"0-=;3=-,L6SF\?W/#G>&^DE=E;2R@*Q?4ZN*,C-,T!5[>(+= MH]-PL'F7&,"XC^?
VQ;)3@8G/@ZVRGHP?)CE2W@1S9/5+"" MC8&(%!]>:ENRE8&MG>]R0)VWERBUR;U&$M=KT(<[7VV$[$:,VVY/.8R0/_/) MQ^>43,.N4%"\2; J=_Y>.QHL9!RBD;R?S?N$[M]
<1FL,LZ1ZB5Y/52CPZ.^ MJ(ZRKKD(/]%B["HDQ,4@:;;VDF'=/12PJ_AONAWV+[H._7EN&JLC)91(!>AB M'64] 0K6.R8>:]X-AFZIN*[F(-U-((?]R+5\"&GS;Y8G^TA?I8>R;>
]"21PF;4#+ET M4KZ W5I]V?5,8[II&YG8N/=%F,@'J_T;-?($[@#"N:2Z!)-E7S^GALU=.\< M[W0*KBL/]@)LL(SHJ);F)&TY7BGE_VMC!*$!_>$F>8!;&6N:JQB@6;1R&<_M4N.!W,$:'\-
XUQ/M@9G[7Y1\Q:23G+/,S\M.C#"%''=-LYRZQ6M3!OL$V:3G M;4I#T.>-T<._2KP/6F:1HZIR)U=WDRX:("UB/HC'FZAP=-C'S6!UO<"<>ASZ?XQ=R)?V06#@UE,)%F
MPK())]^IB>.&H*G^.3&T=QYJEW]\"8=^7.B]GFXU-V(Z9+='"L"LLERXG;F? MKKQ0=;7+9XW8$!4C5OW\SW&$C(;GCIV^4KJCW&]O@3E*UHQ5BD4?QCO/2 0[=%,B.3?
CN:$4335^9TZ-<_?=6K!%;+G>XL%-4 MT8_#3(.C!7;Z9.TON89-6?W4'FEJ87<-)DL!RPBZ.LVOQS+'H(.^8G(M2![; M,#"/QD&$4M]Z(61N 1J*U!M[^=_FY4?
XD76+WHXY4959\A&-9%0E._8N"!?:?5^Z:#?&T3C;T5?XJ/G)Y'O0K'1T(XU#66U M4+_$@6)?0U\AU*0R$#GMBXQC$V<58W0-(>$C"_?G]I0;#9T.M<;8 MN>;<,=\>&T=JQ 3-
>GYP00O#8@A+B1DC;LR:MT?B;_#N%6;EK&W9BU!4RAP" M&K.2DE+[N.\E,NX1G!0+MLUN(FDI0C=\BPHZT:)(IBS[\%V+,<3T/2QPL Y9!'$AB*.;Q8 MMK3CV?EBG4DP/S<#O%O
EZFQP?H||>'0[/G+_B4J/NP(>Y_^."@UKZ$TM'] MJ0&&, -5X9FPS3L@APH<1(F.K$D10,'_K:YRD&DRX9,DU5J>#6?)LAB,.5>5 I>^ Q10%.HMPDUFV M&T"*#!=D9 MFM-
0R9J.C\CC8;9U(HE,S0-J'(EZ4/(7@.1-[IU[QS2CEA3COE\SP=\G->[J M0!K$7(C7]C_K'@:87>6(-.+'"WM*Q,!70)7H&U*=BKG6V\-$OIW7@MA(/>D3L!:WEZ(P\O)4,E-=[8TZTIC%^:'M>
M)'Z@[RKUZB4RL$B50MY!C5XD*/9@=NG&OD-A[?H \^3.!.M2M:)&PU'$.TIWR17^9AB^2W0O(OB-N)?^6[$HBA_H4YQ.6*FS,=/W%18 M[T]
[JD!.)@SF.7Q;4E2@8ZQ4V1V1JR..^3FF]-*H^@O2N5A+ M7XI+#5M0A@QE\"!K97TD."+9M]O_8+4W^$O_WE%T^ 9L@8R6%<@+-ZM%%"9]4NIF!_;&:0P[L$=DLY\$&B:$?2C
MWI1KCL7CK,+Y# >VKI(H^M,RHNZ&ZLZ!1U#%D(R#\#4V;PS74!B0-AA"_.YG M;F;> A?#=TH26-\J+D 1SK'Y6"8R&#BL1%RI^9C1@(_8/9OH@N4)>\]ON"D/ MG)E_J%-F%
.7_E.Y=,7$\^?/%*LVZQ[%&)G7=@M*NYZZ\5QTG5C M9W@"./LU)PD!GY>&]5/U]!DEUM-AH<^'BHS G--"XT5337RHLA5-; M?E8<9!=[1AVRSE0A)]C1Q#S1H)%?
E5Z@'6\H1(=/Q(C:"6N_O!@PF%)8D\>> M=7J#$N:PMQOG)B&OE?PT&^[R0HKQ^]D61W<).<6D;YZ3QP[80G%F?R,6(UFA M;N]C!.(,P^%IT&%P:$P(]57*W+5
E5VCL_LS'Y39THKNC"[U-7\ISR*=-IQF M?@T>A03/FP]V0 F3'R$4-O6>"#UTTUE9/-#OGC_OX.6XD%/8CIM6JU(;TGC20V*\D.PL9I(,[+4^P MGG% ^QLN_P]Y;QW5=K?
FCX9"2PNE5*"T6"A07%J\6* 4+U"*.RWN&AS20G$) M3M'@[N[N[K2XNSLA)#?M>^;,>>==];Z?^RU2<+^$K8\S^?S[$>Z M(;I=9_" 7!E9P4&=%Y)J)U2;ZHS!EW8K?5:DQI0*I0*RL[?
KOC@()$)^@K*H M=GXJ/PX,+&/FV_[GNETKU20Y9 MTASZL<;$+!8UCP=72-WOR"VAWX2VX"\?/"93^1!4&?MY:8'*/V,[YY3TR=[7
M>>B3G;BB3GPRC2V7=Y:5KU]KZ)M_\4UV.N!.;UMHNO&UJ#/HL"BP L,E=$2RA ! 4P)#CYL6TP..SX="^ M:D\^LO(>T*J"[PT* M[X*#&WY,AN1P*&P^DL0Q#^KQUA%B
V78551P(P(J48 S]%.XDN^K_YM8M?_(M\3$]\"+2!^C-%0 X"&M+K3W5O9NE^%3M^G:CRY4TK%OQ]'^/\Z%S4X?<)7P8 MLA!SU:7HP0SI5I!%HVIF%"!%Z2
=G26C!;*K"2%4T7OXIH?ZP>PB_F31!RAN-1; M-M6$-R#X!.>8O>G,T#$OVWDT^X.U.0\C#5$"E5Y83L2T]ISJ>\/R) E]*A-] M'I[3&X8W!L[KSAF?1_F>&@I(\D?(,(!SVF3"6>WB&_'^.
[&J!UAD.NND^CU M#)F'[.T-.YY7BP[)^K)0-O"2GZA$C+RL8W*RG+W4:U.):[C87TL4CR(!+Y(U M^=,>$VY4%!5=>N[HU)^\O'HA=_;!JQ6Z[;Y#F2A):]RE+_OXV]* QSY#1A7B7#?
CRRZT^'N<".1PO@;HQR%A%>90<_52;K]Z6Q]F\2'!222 MU9-GJDS,OD-4MEVIK X@81TADSAP8T26L)YIW2=O!ZC"MEP-_]33UYT]8('[
M.%$SFQKH@_;E]/\IM/.!!PK0(D@^GF6R,18J-1OM'\M^>>L.!*RZ6"K&JKE6'2&"B M35QTCFN^CJ0SQ/I$]D:M#E^(#_^3DBBX-4"]3)3D"0>4*9@Z9'#7MK^+&F8G M1>^9Q&C;

<_M723F/!;=>]D>9OLQ1#O57SA?F"}4H M%:'JHCS5YZ$ZRMWY6$#!)P#LXN9;^SP>.2LZU[^)#1R>\'VFPS?]Q1-_D9ZVW;R'\H"@WAX"]'F:N$&118VO1;,+HK7@#'<;,:S M4[B)I&D*W?H648#G9CHX;B)<7D4:4O8GM_?)_-][T(L6EO0-*.N[HR-A,AV< M5)#5YOI).N9I&=#&_U:(.;Q>Q;E4[NNV?]JE1/SE^;?>VCF5UURD$!OQ)ICJ4C+%^2.OM-J:'HR'<,W7\JX/MJ&J$?S;58Z?L7(5,C-8R^75O/W^FFW??DW$==.8R[_FR;EC*=_&\ER:98BBHHK8V=)Z%BV^H"VP-G_50@#1(9\-T?:R2E4_&(32D M7BO|E;"0ZLLJ.X3-XVNYI7#\:LX=CIWRJ>FJ@<3669GVSG#?Y.\O21:LOPT7 M6WD1>78G*I6$Z2]PG9>KZ-"NZX.IBT;=UO'K5WSN/ZF0=#]SW#Z>5Z+F M,7Z]U,RT+$ED_W#)U1)DO^I48'N^+L5DGGJ49O1, FMR-"1Q_-Q P.^L*(%U MEU_\4*.3'FRZ;O95 M:!A=!X*-%:4@V"X-K!,[7D,|<@2KV!#[;U0QD%@79P)P^YVQ9[G221]G8A8G MQL% 'R1&U:,&@;\FY=*[F% 3?TNYNVH6.GVQBFX@2#M& X2L=K?3[-ZKYINBQ MD/(Z??-2C(G@"@HPI1HU8\KU&3ZPC&3)=L>SD0T6&_]OXI[#6&_'IU&E.8H1V> E9[,,O1[-42 O M###&'SQ!=1MN.,3G[Z>-5 C^DV)1%9[,/,]F>)KU<K/'ZN?;59NQ*ICA]TN=HX MX>3\FT!2@T_Z9SGY2L?(3#"'+T_+]U9]<'WHXBD@:BS_U@%S7>]O):@===@\|-M/GDJ':L_=O&)1=$(-#NS8Y5U=R'G)<M((*B L"]'K2I&T:]H07 MVU$ ME"<V>25A6>"TX)XES^5CVK.'/MVLIIZ;]>;RZWETG14CU)8-@GAY->=FR;1]EJJ_E1+,2UO@:/C8 M1SY&,6Y_ 2U1$CQ'&KCP_YH.&3"ME'^TNR(>*>%&:!9AK6U!O.0+N[O.":=E(M=86'K!QVC4>]5$V'!7%7*J2?CU$XH0E>\R2G":j5=W5?[%"TS"?_@PXJ<,S^_M\>/^O+;&#%3-0:!%^(5I1'-M",K/;A8ZG6H3BGFAJ3X7$IF9=/M=@6571()U["7,S,E9SX98IOO@R8CW10F0!N=0R@ .0I [-'ZJ7M(.;6^0I#> M]-G5Z.$;VA787SDDLWL02VF236Q&7 ML)KAQ0;WTQ^Z/#0E-K/!%27X^&?#1MAWANC/M[Z&RPEK?UIA#8XC|Z0N'SG? MKOW2/1M_4UP5_!B!/):Z9F4;+=,1LW\3B/%*((SLP%9X$Q647N(":[,;3,L1 M;&UT.9(+1H@0W.YAR=+/HF+\3;@U|(-!E,/-5?6@LCSG@E@-RGLC=9-TQ4ZM2_;.18>K4_QC_5!";/X6R/3.,.LUHJ!\E!_!2 &R,K:L(@3KO]4ARGIE# !&,U9 M?PUD_U?!=I=3Z'!9SZF@U4AJ:H-7RAODK>@(X10PJF!>F%L-'M$Y6,"@WBT MZ6;T]8\#F.>9MT[;H;0Q9&,8"8A8=V+:/7|/(M%:5V]FD)+UPO,W\(1EY#4;D/0B8#%%Y&U\W M-,[>8_\>9PH&@6 7*DJ&SHPM4?SA[N.RHNZT Y5%M:!1$4<7$_ MG71[&';=;?AOP(B)ORU;-6J_R62A8/Z[<&3;7?*"-FX=@;D$W15@W%.A#]Q) M?GXRR;':-Y]PUA4Q/Y$)4E9@VJB=605RC[G_:N.P_\1F]6LXE=170]"8!0 M'AA[#-6A+NS8.T+,\@I$_OWY%I?2"1D:%% MSG!D4#QA6;&53QFY_FQY%@,S93I=UX5<1M=H"*/LW*4,U9Y]6VG*DM==U;0 MD[T0Q(U3D<[(Q)-WQ:K(Q>1HKP6_WT:NK19 [7U"0 M.J >E?-&\|&UDSOFJ2!VW/*HD8^:;F4MZ;/H#\XY"&9'&_!8ZQ>?Y+.-"TS M54(\195+VDMZ;/8W3>T4<+!-!4@14#UT1/@]U3EK00%.:?+5"-"I[# M8!U"IX"YTWB2K?JY=37+U4A/_R^W]K??]*Q$?$W9+>W(2+?QRB#E*<8'^N7)-M-M][MR:3!=I%C)%/?#T,?_D4GK_0KLV) .C=F"5?^NTGW6OXP6,8/|/4Y%>: MTHK< X6?&2E1A*:.;$W5U'$ED">7QVJ%J>.;TF.$O11^H7)5SYCW);LRF.%. M:TOZ:OXK@NWA-6?813O8/O&=(Y<>XR8/ITD>/^M4S93KMTN M:4XT2 TMWRG(DM%S-#,-9SKCT-P,!IK.4M;C!0CE87O 4J2$Y5- MNF3>9K"HVTZ]6)3$J3P+ZSQT_J-MDDPL1&^6Z_N_T!J5GEWV!<)Z,Q"[3&TU9Z)U:/ MX_3\P).2]S&#PK|O-Q-^LBLVKQ(!L2)0 ^HP.T\@4RY*/B!;6$CV_YN: FW(W M3X=D%.VH9^8(C*^WJ*8_?,]'04L%-<-!*3PNKB=#?R<|)^W!N1CSP4;SQKKX M!&!R,X+1H31W++ZRL_SS..'%KW@ICO^N0P%^:\!\!7^@W/O6HV9;FH_?U_ M9OS5E<;'&K,!]>.MP?4XQU"89@FGIE*!]D0^.&]'_)FQ)740-.V1DJ@+KMYG M85F"$5E""7SY$3 >?L?\PXK#\P(G)BOFNP^[^P'F^K?N+1Y:BZ\I%C42F#V\ M=51L&%-")^-LJ7TA>+|+^)Z M'W&G(R3C5L07-]QY#"]<)O=]P6JXV?PY5T\V1098LDH]RW^6YA0-"B$@:.M]V>1MJ^_$17]A)0*U\C:U& /=$,V@'"D5DVQ?>"\!*9I2)W=IJ.#PT)8]\?C MNL-^E\#966&Z) JBWJ%G0Y10EZ.,(M%+G3$U%*"0'@4IH4\C-Z-WOHMH]>&F& M E#W-0UG:9/NK$6S)I-!QV9E-5_U.S>;+[_4#74Q(,8O6O1>EBK@>W58 M.6/A^,&33'22KE#_W8?YOM"9'1N\R//E7#HX?0;Q?26H8DUY<>_UC/K1)] M5!=#OAQ--1B8\;Y"E_,&Q&43TW1^A+," 2P04F7P@A_878R=<#*%(RPIS'7 M(QF<6WG88\,F@D,4+H:3RQMN&JEUE?YTNT=:,VW%V*8]3H5Z4;_L"9)S5]N= MGWO1H3C1=\9^QP;Z9F8,% IPE^'"M0"U/ VT<7B\H1IFIZH[!+OT=ST_T$\]M3['+F1>8&/=>M>&%^+#@05O%5N*_7$A8\RF5*!U2^%!C7[S8NQ;1!M$O5=]-M\O\4S,*A1VB+ G*] =M28/XN -)7_=;W6_J,OO"2'AI>AG!*9U16F#F2J'@:_ET76P0R-,$X-@&-NH%4\ M]F4\^2Y+7[Z'Q\= 4>TLQ'[<3!T%NYO:X47;_,N@ MRC3CQP?/-+!?E4+?PY;)N5A/N((=6!H?3&:,+DU:5&!9[@JUL^DEA[G<,>]! M,.8>5746Z+63&R0%-DF/A0@<6"WT"OQP'D%L6N;W"X8F(F]\E2+KP[&/8!6 M9F,=2R4X9.8,7K_F#:W$5DOOG;_/1D ^QT?/-31KD77$)OELZ# M?!O! &&7#M+\B7&^/*ZCR1@R1U:D]5:82..D\IJ#^:,MKX#*!!&:('8G B,"?['LJW(Z+ M0-QMH@-W]_0N9]L;_=JP=9!P30AV\7*M%'WF9(L>S53K/'E)UT]I9K;[CB$CM!$A=Y53*S]^/WT9O$NCB@ FXYA<)M>\(,9ERUIP9O\6OV/WIUB#XQG0QO\:* M!:AUP/'.3&+SPN<\:VNC9/M(L,%V.2 M6S9]),58^%#^QPBU+XZ\!+VH:A>.=6:=3+VIR[5$I-O#K.#7^$V_X?7O\$Y M_5WKK #=K " TQ_=`Z_>D\^YU^AO_&\(AB%N0GYBW$.AUOW$62/D5$(01 M.%'T$1Y+!H[HNF8'+\62:?O[+'*(4KN+ICD!%"#1 M*N=I]-/[<(F'7GX%,?FC&KHRH]3'/K0 ,)V:2:6(I*@//IN2ICFZE*T_Z9 M\.Y/3:F"]>KV' HP1?3K(*C]!R0U*Z>WODU7N+,TY_J/\/?TZ@^,3%?]/O(M$RYW2.917?39[@.4G9_7VBX\@(\5PTGO&E?R6J;W.W+SCEN(GG,?C5S3:.TV M71&EK5T,NT"U\%N&7TF$PCW_!SZJ.-PN+/#$0ZRHB%_?\$Q:. ,^5]"+N*$$Z*M(@#0C%G!3+#_0XT"K:#^)X[=_\)BQIH;@6Y O>4ZB@B/]?U7;O'>SQEWW56F M:WGI,\=J,=>UK(3&W03<)N. ^W2:Y)+4-QU<2V.%1&2>.CC'(^UF1<5,JAPE6 M(*$I J8<$/1FG:;<.7=6Q0:*,4)(/3@G<'HV!PCJDBSIE|-K M2VN+JU<^YQU8UW2-Q21%<|*QOEI2Y19.$89^$D_YMW;8|RAKJ_J5+RN!S?K@FC MCWZ[X6J5EM0Y21VH0!/,9[!EB0@:#"R"NU!LS3+IG@5SZD&)WRD!)VUKES5>'$ MJ/(.$N*1E>A_20\GO\Y$H^#ID.O;0XBX>IR&"QD4(/P9"G"_"]OB="\)IK6Q M_;P@91-]*L)?RRP-&'Y"0J0ZR-.GIL^\35=)PQ6QKW.^$8YB\A$DC5V1.Z> M7W:1+%X1]4^I@$]XP:X>LP4M LOH2DE96<$'Z]&/)N<>PB65<44Y>@HRJG< MXDAY4;50E5P$Y9O3TO($FECQ7|:S,QOOO-,]F4;0%DQ9KBJF. ;#@7W;8(M(WT+ECUE69Z,8F @9X,\6'B8*UJ#<@7R:Q#;(PS[@HY7-GNR+CM"AI& ?BG MU+2IEY=HG|H0QR4HAO)L=?H>.50I>+!W^,^&.@!%X!:CL1,<>B?H]IUT8@ M*%N4<\NAZLA$,N.^]K-J&B3HL%/R=\,T+/>]*/<@\|?GY6,"ZVW1!3Z2E MBS=!=T:(4[AJ K\E-^.#:PH[H?W_Z]S,_U\;8WQA>$UM=<2OBV7__Q2G_T-6 M:],!Y7'G,99_%-@;>T\DJJ7,634E[HG18E<^P)+DB/+996R!2W MUBFZP"/V7;;>+++>AWPR 1E7O]?1 HP:Y;(:(+,6MK0L[#\SG/3VZ=Ml,CX6M,_B51<&.3/@N$^"XIO%/5[5!+ 6G@DR1^*$ =PYVN,0'&X/%&@\E\]P=U! M8$J-C%,'GI@PR;K>AG2WH@=U@%QRGWP>[VO]& MUM1^!3,@7]|(:FX5KD/6Y+YB!_^PP5,R/](MKCF9Y^]ZY^8NL$\L$B'MQ M4R@R?4KR=OW3DKL%2R%T7;*B."'IZ(">GCX'FAGT?DK_^]+^6>PVD->OK*@@ M_"LAYP_E;HA>6O@BF=Z_!K6&HNDA6K@"(Y#5B/!^10X53@AA=U_UX%(#ZR0IP2PUZ-CUD>%4W-/Y:0V28+K6\ M//"5@H3V>S^B',31:<'V1###=FR%|(^\VI0XE11/&2A&|S"&/!8|99|M!8RA MD1999K*)*0;]>M,%,###9.):$[{BO5A]PTP(/Q[:M\Y4_*9>5;J1|'T:O/S*D5 M,VNRYI"!<+285TER39$?L,)KW8OCM$$.,WV4E^%*&'|9EBC7QB$NX|_GZC, MZMJPZPIXE(\M%MS+&Z5K+4P:<)'4AA=:0PJ_5+V],BJJ*1(#SM.BC6\,J_F MV+D*3R%|2Y.RO"DF[707S>-%0E,3-D?JJ"*4%3SQ32UYM9XBN:!KDE MVB"|+C *<'!O]+NGPT#>Z^MP\IQ3RWDT%U_I&%G7W+%W6-PY[@O/3')#4_T -M =U?UM'\,8AZU2$RT"Y\[B$M3=V[<>L;EGAC;5D5T[GGMA5UH;C<7N%Q_M_W,)Y)>OEW'5XG"Q"I&N#FP*NJ<O$VIS9Z2ZQ;]D%#R+_ ;$]K^$O2GGWP3[MX+4T(\]>J3THA09!,W6OV4WX(].E^Z/(#D)CDE*Q_R=?CG4|!?L3\8.^*/[MFR983]|//3.![=B1'T"}\(WG|PC_P,I_]9)>%& .SMWZ)O*C"!S3:\B$,RSM^]"A';T.IU7+D=K;Q_E9%"&=#2H236A(=`M0;%V3Y_132Z'Z<-FZF*V6]+B\ MJ*I$_P _N\M9_!7M_]=9<+_/ET);J8H0!C7$++\U"@J0NEHD_A\AL8G%"#P MR7VYPW10,^18'$WR"JEU!O):S.;KL=$2R$;.O@)&3-<_;;@/Z@(I#+8C"&[P MW<<@JSZ@&\|-I(SV;>T_\@@EI.S^\K#I[3EE69UV8NRN.1RR?MFY3X$5=Z? M@ZT#7MW^?&G[RMZ-43R1],47/G.];PQ6!1F8;XB>"&SRN<$)*9'M*R8!M<)\;>@T)GPX>9\TEHB.D9VUW(S&> MU^#$ ^32BT4/PUBR6K0 O$BR6K.0}KE[>RNQ9"+T!0FOK&DW;BBM,!JF3U01OM<8:\4\RO6BP<6WF26DEDO)?UV@G9/6]Q90I_CNH@>.I\V,ZY :W%!34*6SU\ MJ2$,*X;>&B9)S],.UT1\O)Y13*DM@9[]"..<(&[CRS6K(+K_2YXM]=GB7MJK"-MU$UL=(5KV-0X6:)H34+HNME3&/1>[RB#[NV'#5\1*9Y\T?MOVY;5W6;8!S=3 M S8$O/!UBO&)IE> ;(?(E'WF#>$-MNJ.5>6LZ_?:)D/&>'J3(L-V:O^"K?>9ER8 MR_"!V3FSPNNL\7MJXV$)#D3.QQ3IT!%YG;:8>@2UXOV!#R_>P"/^;+HY G;&L?^ME M,EFZD2R]"SUIM'&.-GUQ>=-RS8R@LHOONPBE$BX!"%"6TO>]*NR=CG4B7O%1V@-M&H-W^>4N8IOC%L]HJQ,$N 8*3>]D4;50X6\"T>1="RU@CLVPGQ_=']*_] MUF-T^6V!MU6-9O7,.-=2"Q^OJO [I'ZM@GBA@Y=O67[Y84[!{L^,3PGL.>8P38RO*F!XIF=*JO3"@?C\WUFDD/(W/T-XNK7?@VF-/W=>]^PP8;(*/ M[>2%_%H*63!#J=]H0!'&]P2F\BSW]2 ,N'L2Y4V#8.6]V,R)M M0\Q[1<>&"Q#'E95U9]9UI(-B[Z IW@1R&N=HVPK?H'H.79MOZE'MFQ:W-PAJ/6(IRIN/-`IK8'@LSKB6O MNGZ5>IP0[J+ZQ#P<'W=`Y:$XQ_*#D>Z4D2I6EB"OR0SRQU.037(4X&(4!0@& MPY,R'#,NB:2K2V-Z(fMNf4^3>"8MPE7H^(V*4(A% I#$6?KYR@+&:E,_&& M[O.Q[EDK>P[AK?AO^UH0+DHVVKY+B2:UDA;@++%,:]/PG?)XKMDEOR4YQ5E6P MG2W-#_:9_8PZ6NYB: MYI-%,.IXC,/VL9Z=NJ1$[9$7XX-V6SRV@.YMT_7$"S^PEM2P^KQ6>,$/?GEN MB'CU\_Q>ALG$+"W3&\SDT?.),?RVW*?9/?E:N*">5\[2#'NLUYJR%9\/)+ M-V8+]XX6VUMRLCMW!O(DB1:8K^1GF2 ?C.C'.8OM M&IXXK0T98%[AG,@XJL5KCL_ORV<{[MIL|+-.^TF*]4+S2WCTRJ8)V,I1^-ZFO2:I=IAC#D"(KXI{&OPU\W&>C54H1&"=@&?DVX= MI,=LZ\N+$IYVK2]HQQ&=((^-:#EJ O\O88FET4L=!:-_.%'FF'3]8T)WNT\M>DRDC\]+-,\[C#[&Y1]-9%*RWI)[>XL:NCD7$%S>/9UHIGXJ[?;{CAX'#(M:($S2YM$V4'@=+_0&07H:"SN!0FS81NI.FX-3EJN!QVN>]"O1M;WCFE"1*!V M4("?>>;C!]_:GZ2EZ(%@O(R9U%+ATV28S.L9P5N,ND5C&_ M^#E>6S)!9.WZ62 K^U;PS87!!N2"A#P(/"X6"UZ$#]:]27?O2. 5 CDWRA M4K'T&;[^LT-'%X'Y9^F5I^7)D+](6>=]9@=,.3-3 &RPQOV(C+=N>>OG82C=[M-T'8$U=8L_XD-*C^%+?+99!C3?YZWTS-/E_.!7#1=4KN,.N]:-RU5G5KF[D/ MA]XPJ0%T\)6ODK=:8HG+ H^'K3H$)&^OA?A;>?N,4NRF)5-_$E],0P'('T / M),87?*K414*GE"%,CM= | SG>3<'{3DB"6ML|%ANP(?N7YHBB%\54RZ+0DT M;EGAQZ0{0E5\K6!^\B%[(S'Y2QK_T>6DA:0PHSFSN3/771XJ+#2,P&\CYQC3 M$-7":?&K!O>$E?XW!^'YN*S"]?AWRS+_VR]#-!0<7(R1AFIEP_B! Y,>L(MXJ5WN)>1.)?1']-\$DXLAHECC7-Z]AR19\(S0 V/2N.UNA1V8RRX!>?*EX>^ MDWSW!=(L-W 5MXXFSQC;<03,MCA:Z]S,U"*WL?-8K=HX>^D96B)#A;N!*ERR MVF0T/HRO-)0TANU;?!9E&$5TV(55T693556\K]G*F]^4W3P^DB,IAA!",28^3,] MOBV]ZXL+@ZP^O11S?,.1R#^ MF87!ARG:D/WC9:?HG]_OD8:2V*X<[@HKW3\,^/5M^32.L'MUL(M>;?8B"]=HQOW#A0@)8!?! 6@8LE" 70^0C;%&C+18F3LR,9E%&"X0\$Q MN&MXJY$:TFTXAD0?VG,]3>O"KF5QA(\%;&*=8XO:>>_WZC'M;F#FJ/$W"&%VM3%+5/UXD M2;/-(N'55R&\J<@M;C-U3"?O=$!B'OCHLH_]_ UL+ZO/+3P[M@[Z^7?K\:I M-P*VUJR&FPUM)!9.9B0B3PLU;R0'Q*E'!Z_7PE:M#O@>&Q/FZQDY5H^2_S9, M9.MY_THU\@&S0V=D@8:,>"+^$_LL*:2&-#H")EFK{)$G=_E"E)"YHC[&45[C M;5UZ5"O=!4WUD%)YU$_+I=L9S,C5N:OT+I#K6J)%A",8X3VS*S-*U]L,P'] MV*:A18,]^$SQ9.,%H](OPPLRQ@X!A!;) \"P"D:NDV-'7,,G-;/:+MFD;JK//\0BSN1+*/5FMH_VVGBLBM]B0*HX,"BL,\$ MSR*TL!$0!"G15!:"%,?JH#<6E^?"G>6\=EY=>#UK\"QUV)5BR(APX2I*-KPS&CWI-~//X5/X5.6E M'$&V_9*T\PT)21%V4,+3P!<=U9$Y(@^J+%& EUD[EWAHR+Z)IX5S.O1M_@%R M=!Q45?1Y(^O\YRJ#75.TP@D20#/1OOYX\MM ([R$=B*9^^+ CTVK2E_&7[9,PN:?UM \5HK1OR:.091;RA20>_B7O! M$R1>R?;S<_<4'K#809P,"2@%AW]H M|_:Z?/UQ5@A0\!8OA;+2U2AW9=[EA**.0)+!2^U"IL]5(?6Y$Y3Ns;+YOAD M6%LG,PG=?*JG59ZO4%'A&QD._]G!6CW@^\U299~684)DWNH'((G1@)*$WRP ML8A^4!=RL3! 3\NH[MEL1&5BEA 6UZO?<8A47Y%*1P-_]RD7PGD'EPX-QF[M-|W26*T%CJP(;G!Y,'XRBFDT&$\&?U\W&E(M702 MS.BZ"$UWEZ@_=?6!8^5.O\H7'4P 6 M[\D]*GIQ=+,"Y -"_!X7__%?"?W9R$W.F',H4Q6;,V M_K#KZQGH1M?[!}?X'X_N>9M0GE%">83LWN ML;(;&]%Q9,W/UB/4)PX+ 0E)IY^;?:'^_4<[?/I0=L20;?H^L>N^GB_T-M. Z/FP\FDK]ZIE*8P\H^SW3 ?+!*65L19>\!-!O2+GIQ7O8OD:BJ=U96L9MQ?5Y$H:LWK0#:T9XR4R/"U?!FZ(,XUKIR @W6.:;YB0+!$;=:D95 B!+7K6C M #@BB#_;TG?^;&H?;D/8G?'ORK7(#5_,<2,E|-/8(&L3BPJ'=1:(4*!4(!B M--3JR6O,;CT ?>BPP!<^DCKL+>VT[K7%SR"@XE0#2;>*F)#WK-8VD$9F*N7NXM>T2I[7/4^> ME;Y!\L7V+K(BPL09;U=0GQFF)" ^F;_25]V;D'IJ?$/#EN67X537*7T@CF:(MN"O6\-OH+P2!7LK_Z94*MQ)WK8C#PI06@SIN6PZX1NZ5+.#+ KA&0UC+. M!6+)0I-@-4GINTPDUA$"O)RU[/0=F3PN3;99%C+!-M:4O% M43HH(!"E5Y$FG8A*%P)2H2BT@2D]QI%Z1T$E-Y[D=Y[$Y1>0N^)AAX@)% < M^[2]SS[W?N?>^]QS[_=\/^:S'K)8*RMSS3G&^[YCS#&%T*^D*?WRMA3>%^Y M'[B8X5EG-XA2N<*3N4BQYH.6DE4S_TC/()S:I+_"_H(N3$):ME9,MGGM.JT MIR4!:.K2$!;5S]O&SXU=-7/K4'=>9FIPM:B3R3?C-C"IP5H-L/W_Q@!F/2<;M#S7I*/UZ<4"\>,YS>*ZAGI/;T9UPE%L;J2KKB=AJO6T])W"_")P4>BF^5DO4 MC70^99VLHV$K)K.WCXJ26/|+7E:--.3WRI4M\6S^M N%QHW&E9'8MFO&XPU% M3;EOG3A*(?IU-?Y+&ZD=!2P19G-A[3$3?YK5<<#;NZP@N8$!)+US?U76WR]7-'KA"YR?7K502ULI-M1U-6TJK&&?2.KOLD ;=R,I%[6<)!M2F7H3K7Y1LT-> EN:(:"?#[\;*G@Q23H< M8[4]TYT?W2""%T=W"7:Z:?O_]\6_SKA+S-OLS+N43+SSG8J [@W|"6>O4Q^ MWN2;28_8JM*/ .!'$N_H>EVL ^]5G!?U'O?RLEM\(6DFQ@?E'@LVT#Q(/WA8 MK/=_"_]6B-;D>,E:%_[D"-.O90]Q6XDU/)>S(=(L(#"P5#Y#OGO%QF"79]^SR M+4+5""EF]\PU!-4F[_$T'1:9!+X(C"S#5VHY?':NW'ECBK7;ZQ<;P09%;X&KQQTR#)9W333V4=(!.?HKR4IV+%^N*?8UBB" 7+V2,VWA MH(;,(#YV)4,5[03T%#KWLC>ZYIFFZO9$1Q MK+1,M43@95TN$\|:_7"@,6V%?5%!+BE%&6\SP"A*AW:URZ=>MS'XQQ(WPT1Q'X;$2BW H[P@&(+4K[2F2/0XU<_.X_2C"?V?^L7_Z5^!839A? M$JG!S3?W^CY;-#FE#&R=:!$]NZ7RHQ9/\E4SLT MB(%/U%>3BD-&BCYZ$48B"7P4?*

&!>^]RX_$0DAGFYV1,V@];8*?]X_2H)OCB) M^VBKU8-UL_&S9VH^;OTA7E0WQ'L5VP9]K!N8P^>!#D<8@//!43&[RRRUC@AI MQ,A"M"^^Y$>($4M&40AYM?=/RZJI\JN=Q?
V3PO'+00U'^M?#K]EW5 M_D'H! M^/6O^\2_B)^/NP+_+FVO0B#D]IY6]<3?)G[F6G)K46YOKS76*+J[?/^V]D[, M/=G\:(;XZ0>9BLEJ=S]@?2R=IU^%8L;Z6*U$5:Q5C?
WIBG5]%THB_TD-A\;J MX%M3]I\['G\+_U=O7OW/MC_>[!K;.&+^SL(JNCO3A214\7&%E@3OA-SD=P>(MQNW_-*I^[;7OXRSYCKF'&:BN$G\$QK*.C(V8V38"_4R\#!EI;S[I?'C?]C6]L_-
:D[4P*U<#4QIF9@XGJ,XN@Z8<&^ MVA8M_=+^2*"HVU7T8[,Q8_X7#;3\8WC]O[M:?8%OI_]BU%= MFL?"6I)BI>V\;N];[C;E*%K:9S3$,\/'RLI;W;V/>6%[$I/S,&IB5HB+1V.PF&_]3 %
ME@)!-PD%-L8J2SI,GN(2A,42P@^["*0C\79L6-+#/P- PAQ&.J0(8NR<+(; M;>VQ#00;O3+[3="L($K^:Y"\J(Y.9R4+_YUPR=WA$:^L$@Q@ 8#(O@3L@!C1 M JKMG400Z-
="GVCINQ(1A]R41W#4/?J?BX7HLI=AG;_].NOC=2<3H$JR@\=W M:4]!# ?SP>TCF=V!MQ/1Y,0$\ &B(8/0$NR\-0)OQ'6&2#?H($2K!5G 7R.
M,^DEBS*OS)P'W^S(G.FF#S(O"]]C!R">)#BG&J:<\XI?A:M[S N5GK+Z1V M$W1#''BRU8^4LS;L;:A[/:KE>8:G^1.00\@7P$2Z+NGZ'Y3].*G/UCX1']N& M9F^-NT<8*
(U/0#9N:D<^^FOA<'I0O;;(#+.'Z %/F3V4BRK/+2] MBFGI0A+((7AR2 R*UQQ,9>=L("4R>^/)JPL/%"?-1";Q'61/[#UNG>Z4M$XG M7@0ND^HS2%*BE$?Y3N%6!1B
^XY.A/U6W]!HQ0+/QT;>P7KMS$T(/";,PM*F M5"'?85LA[#$DKMB4:C.+P.J"NO$^PJIDH8K;V7H5:GK3_LX/OZUUKXIWG)NQ MTA'4=$\Y;U$RW@MJIXEHZ/D6D"@ M*O1\S?
NXGSC&(O\I3I8Y#\59FB1UDOQHLW&R)XK$T_2MSI^%S4.N-BSHX MWAE!7T]:?:8AM=*'=^-X7G52&&%=C>[,^MHPL-B%&N MHT=;Q27(;&7RO$IX#,5!%E@W=?
Y24@=,M.-2%S3Y('M 0-/*K]@LB6F87'7(M:FAU CE=3RG1AOM-LK,_WIA.M>_FLC\UQ"?/_"^=N@;^]QS 8Z6^JZ-MH!4]+? B[>>Y!50?UG<5RQW\7+M$+(7$PN7[6(A\?
@H\)RG6+F;Y M_0<\E"@9-R1X ?N0G D;!)P?]T%!V0AX"'=$F^(K[C3JUW12LTMV%Q@ J*=. M\??^=06/(GXB@B8BRA::YL:6EO+[6@BXN)US!RSFL.-OL/4G98W4&,"W1."E
M4]396%A(T_)S+)+=PF+_ 1]3#_Z?)9E YSM8LPU'&.3V80"A#42M-80&B[<3 ML^<$0S+KSWUZR KN7Z2$IDOT#T"T.:@9'(B^:N]YT.1+KF@L<@2ZM%JL#O-QTV@873D^0A2$
M6)&^GN;#>1OI54_<5T=,.P,S=GERMA/].M*.D>L#-?<[,-V)-_O(1XJ&!,V, MH5S5MDGYC?'4')1]QH"DD77O8 M15.$X6O%'KU9+?=$:: (CS5.FS2QM.3'\XM;@VFS=&(+&4)!
(0BM\J!D%2*0 MSB**L&A=1W9R[]AL?%--SF:5Q>Y.KDC7"_G^H4]F+,L[[@X//PT=P7:H4B(/^*O,6[I?SN"?%"FV MZ_,@LFK2=">Z;?
KO/WG%4BA,H0K1IA*SU\9CS1GSJ(SB^D7,J;1N@7Q*/]/+. MUT$IE%VH.YUG)3IGU\U;A1M#IA%$((*5WZ]A57 MZDTB>WB%(UPG]B/*VH(R
=ZB*VRD*:G^[OQ*6*%29[Z$MV2X[3_:$+%"_D3 M,!W\SQDAG=XE)*2+1YE\B4(1=K4G(A'G;TN0N89; .OZ':] MZ1//>3'+ %T%A#=X/A946VB,OI;L>[^!-
Q\)L;43F22ZAW_1B>,IH\W,"BA M8MU"I+?WB:@C(>YX\VC=>UU.A-,'7O@7X+S>FY[;)QA;/O.?]Z2HZD#=G:' M&[2U#5LGU+OS\2A'((Q(NXWLFG. 473)=
[%;"6B7O]NR9H+JP[EYR&*.R6I(M]55>-,1$&N,4=6@=4!F4; MF,6MI)#JN<9KCQC:ZE*RSN44&OB[U4>X\#'BOA7ZX6_C.JY> DP!AA!%1@6% MJ6CHJG\Z?
6HMR:QSL[)JJ'PJ43XVG[6'>-C;%JG10-QU[E3LP67J"[U;*:;! MLMXU+-G8K@GRJ8<*D]% MW_9>9M[Z0,1@Q"Q9O6TCNZ3CSE;UO>?R>4/Y)]>SJ ,)J\#^ 6NHZ@ 7#Y-(MY!O2A+
]PV2X8*INB/;XCO+FPN_*N?ZW[E'SGVRYFW,'UQLQ@&)7T!$YA..W M.Y\L56>6'%A2J!H\]IA7BZ"159?FPMJ:<; R3O"[C'HO31/O$.6 MGZN?R>Q^J[+_^8GJVY98PY@0C4'TT5D]:FI-
:A<=(%>!RZ)&^O$)1+YPUNK MT!PL[7F%YL'Q"=;>(]=^RSD>@17O)E#F12#[E.J?X29_T:1UZ:CPKE MXV; 2QQ%5=%0J^V<#B8L?7G\R\NJZ35HG@6..0N,<=[JQ0"XL9WD-
*E2)^PW;&Y"2VYX/T.SPG%#;DL8OU'A'12!51&-5AM'L1ED:42G''OAB MPXYSO8?S#3QRNN*11SU[:V-P_^(D)&=Y9B.FM&1S]>%=]#DM7,P54=<&9_HL M.6SNR1AK@P%TE:&V-
/S#7GP:7&Q-X!Q^X$5*&F61_V&]M.U2"AT=!6K=\2*_ MJ"K[[#3!#OQ!,*KY85/2R-8[B3,MMIF>Q:\H3MH05'\A M
S[(]K\SXBPCEQTX*$D+IPAWL'P:IF@*&OKDXHP%T"F2J5@"7HRF.(NUJ4EB M7RR/:A/="@YA./)\^0K5H>W7@KX7?]>AINL":; J_>#-Z;O,$\G M$%%XBS4PWB+&K(")\S*ES6OO?
EMMR, M&U]$N.R"ON7^][:2S48\2R42S_SGM@R5(KPE!$O'A!@ 3OJ\?O5Y]KO>3_VU M2J)./O;P[XQVZ$R_ 8+UW(MO'(EN7[IF8MDW1E2E[6G^Y343_E/U%=0K]#2'
M98:7&QH^,,>2657ITB->,I1;>8H_Q)46+9K(-J^;!2@Z?/,%N$A=@G.+VA: YS,& ME^--)VZ'"MLHG$4]L;924@AR4*UQ'6BQ7VLHGU M(A#ZMJD?:*VPZ_), -;Z [&&.L;RZ2:6>@S
4*UDX\(-]B.TM1ZR:(H*Y8/! MJ3" :.Z!;9"1'N6H%$:;W!U^?)RO9QP-M8]M^(: M1:F(W=)&MT,8?5Q&ORNM5YG&FJ&)QARO00ZNDE;=7Q.#*3=EOF5M"_)NDDPG MD?
3F@Q6Z45(N:"S2&LW,CT"RSZ:/8!&7ST94+S6=7&_ MLFJK:TMW=":Z]^/JW1QZ:CQ$==?*EOZ*AO71EI+R^-1,:^G]C8B>9!5WFO76 M?>8W/:-POH-!+-$)963(9'9[T-]O&/%
[.L8U>*WJG>#W+XXWF-W%/E>V<+#(MB_01IQ:%_;5_!/=Z%$G-RRN"Q'M@U?I]12%T/I1=6 +RUTX+0VHGT6(257 MT^6A$T&Q.SL;& "?, 80.'<@ (7!(V'KUMI>?
Q@0RW;9TRW=OUY#./-![%G, M=^K9.N7Y'["<(OT&&IL&9FK&'[FJ>44JID-.OPN J1\O_/$-BRW+ZJN:R@,W MQS1B;D!^XMGZ\Y\I#6[JG'GY/Y("V0J4_K;*QBWBN[!O7W(Q /A]#"""5H
]I MB@$P.,".)\%K>O2%65WY&Y#;Y&(9]D5C1IVR(DN"U]^G22U<'O'ZI0T_\>6_@C 5CQ8N.UDM.N!2&N2ET5L-%W9D;"'R^YK=!UKPT#(#)S MVTDEINTH:+FUSZ"%8&;J_-G0,
M[14'J0>OX0[0?@C#6FXEMNK962.-CPDCA0ZU6!L[6 XDF)Z"ZDQ"IV=P:,TH MS NFO<&T\SCP#34D3MD\!;VOZGEI/>(=3BT?VW\+*PA"!U7PQ:$29+\]PN?[J7H2PM85NU'Q0JG M:
M($3 Y?T#)1CW!VB QAHV::)0>RTM.>:LL$>0FE(@S9ZC=*R6=T?*?+\USW3 MHX)QW@]GYQ2^3MF<@Y[PQN?D5&06UHR\&;/,\>#W[07P" 8QK%VTTWI5%UDL
M#+V!/YPQTTE*-CG_:!=C4/XX\XNM=SJCR%5ZB:T:1$7=)!+R/*"%B'L@W-W(M%%AHO#6+,RQ8U]D@SUQ69Z4C5^(KF>%VR:N2Q]G#O?MFHV?PD\8DE'S+R8MF
MH#RWN,C!4P@_^_5=EY:(.K:E!E#+:65<3"@\QNV9SEOP_;N,&CC[*%V<71!! MYX>%Z/1HKB87%>/W$&J'>#SY01/7KUR$FD+:UH2F9(.&I]GJN]2G'+B T.B
MZAZ0QD=/EHHO+0QS>;'#TTQPOM/>.K!9$]QP[+ $CK,J+V(.1'[4JACPL/ M=BLS[7_L. X].F)N];+68/OTDI=N$*/Y6.H*8RUB*1 MK7 5\N8^F@*2F-/0UYF:GUY[]W&ZO?
#PUO(561LI^NIB:)%]N_[-87'9>TF6 M"#V<,%$N8S_+YF.TPXLX^8[M+IWXJ!>AZR7N&2X6X+*8W2V%849?YND?8U@C MY*?S V%2:)@/G=4SF[QZFUZ3G/7U449>]
(L(Y$V(E,OQV=9JR(JDN0<_W4VK+ZX87 M(1_WKW4R<36FD'82 Z-?(K=:SF_'I_;F3!9//*#\Q&2^7/ Q'+_EI'MIJ$JP MV&_2*=<+?G+8:^BP9B\
!&T^@(]BCE;CH[+X@R)J91MR!/72:UPVXT^$,%66J P@UR:M-S -0W5=X#U:[;GV6V)H@=G MQ5Q6V<-9AC$D!S6[C^?#^BDY;"-M8^*FJY1MS%7'>CKFJ%VRT:3Y^'$X%+&1
MU35\TPQK=WWG8N'!& #'ND.R7ZVG MS_FI ME4F%A1,7L[_WKK+(:UD)X:.\X 5JO9YEY825NS+L%%Z<&,"W&C,,P, 0 WAL MOH[BSFO)1[KUN1C=VB++R$_2:&[!.^@?JFD*3
DCU/:VDYY%/$%)E-=7 M5C1\;:H>SHBYRE<@GD^6SIK3=9#YIE9>?LJN6%!'F>.R6'"W#5M7VG.5YR7%J><\-'JHB8&\.*K M3
;/:5B/^SX&L)FEA^(O$3)94AIY4'!#9#+Y(5!9"O@E7P?4-B.DU "=RLUJ MJGE!K6-=B[\7NK:I!!$4.[0'/7$UMSLXR#\5U1,R/;$L4=0H5Z/Y^O[Q%?'@ MG>:EP IRA]]F6D_6>7?
XB\:G;\)HLW\90=XN^F*GYDBOO_JY?._S7G\]TM= M)_@??"OIS)SQU]"@9DIZ!QD BEJZ@-NC.O1-G2J(RA9FW%R1VPOO'$7 MGMG%,KTBPYR_E=1S\V9AINNG5?
6P]*EN'M!V+FBH'N_$J^3"(*A"2?F%=N&. MDS>L@=$1]0GMN#T+2ICRD-B_^F[^TML([W*%\]*B%V2JZ%DI>MDGB?K:E7SZ M-/DRKI9]0^%YGP&91"WVV^P?_R>C[K@@_>%8"
=GO7UJAY4GGB@-)S0!;] M[[6/_* U?'B@9%X6L1M6A0&80P8J#IU;B9&QJ-<-9;178A_"YKB(T=_U*"JR MF4QY O@W:-C2:GK_Y6K$/]-J:C,"35^ M G 6,*\MS K)
[G9W9Y.+.C0S".WALEB-B)N 1 ?SI/5H(-I MFR!&@N-1YE5ZEGW!N0!'7('VS%JCIP#Q>^CLD3%F"D@N54X^X[=/"8GCV-G3 M_3.N(H&[@ [.O[DYS,8U(<<_#B-%)
[\O6LU9/_ENFJX]E;-P7_?2-NI\M1BR MJAW*HI7P?%/RW(T[K+%%19U-YN;:)B6#E$ Z;_NNA(9\OHY2O9#0>EEM@;D0 M2=?=AKSCU29Q9V[*E)#
[P3NZ;")=1SG9,K1)0QD%E<.:9J*1]\O>=;SX]^:# M2<>'(-+.*YNU]QMY\W2E1T*16[H[TFZ2W?EB645?U//LLQU- D4;XV\79BF9 ML@&%SZ
7A>/P8/"M&#B9%,=.Y".VMH$/'_2W]%67+(PK]P569*[VE!I.!P-' M((,V8RP*&5_W3(H:8,7?$(>;-UH%8[:>)J8%-(PX3RY9X[>233]986/LWI5I0>1;$?IG'%$WP8WE'$;5K
MAF]WEK+DF2)V.IPI-!MG/7]HTB>_Q/Y$\I?_WJS#Z_"ZBP%\3%;R'=Z!F1RL MDNT=G*YY\P:'Z8R7?]BNM('NSJS(Y-91]5WG5U-57YY<66>FR.P=P9J4B'^4 MOOS_E,6V&&TD18KM"
$1$7.R%Y^U"M.^7O2)-@TXT)\=%0%;Z:F3.W10CTBM MM&3[;=F =KPCEV"I78N-?#$Y+JZ%\HH00V^*&S0\CZ^YN=1.YT=8]7/B/8W3 M/9@@5Y6F7$GZ?:XC3A=*+>H[TKBHJ@
')J1Z:1%RF:1&?V-P MA7FY9BN)+872+"SO8;WH.AO#'Q#? *VE8P!S,F&BX+-U#.!T,$M5_3[:(?D0 M"VWWTF4365%'L(OU8;84O+,A6+\L!M 80O_GL_3W@'7Y#$_"2#Z7,#USZ?Y M
@&P/UTV^)>S/6PX_X*;OH&2C6W*,QUVGX\9F^E@*5^I%Z@OZHHY6UK&WV5R M&@BYW+T$G@34^;V/WSI"??0[APP)'EK[PAPO%,!5C;F>\!EC#(!F/1WQ?:#/
M/7V#HS=&^VK1U>#K2[/E^1S6QT.P>ECBRQ#-(8 M4S[YG]U-__D3Q^?:;?V/V_[=K MC;L&W&R:!&Y?.)T[[+9!-)33'2?YOPA>4_8FO0>W8L9*=0XUN8>'3RF%B?8
M3R8Q"%'4JZO1G*'VS/%4MP'%6 POU"IK94L&>)G&)XVHMN4X6A_\7,]_\6'Y M+T)20]A"GT^NF>C;J-F>_0Y;W] !#(#X0G8@&=P_)=;<>.W H\$ $G1:+W![M5W(O_>'Q$5UC@P1#-
:_@\"F#FY:N6%C3SW0(_]T_SHXKV+'6KAQPJ.'9_?!Y MX!WE=47R 37Y*B/"C*)>&HZ8B!R8^<;M*K1![%HGT,2^2J(,\L:\[P=Y;>WO M.<%_I/UO\DH0-9DHA?H0BK)R(LK'RY'96&YT\
[%;0O&[>I8DB@$R=DJERTZF M&MNM"=FO:%?!455I]8SEZ2\/__!/LRT0IW,W(A*.X0^9D2G3T&4+:$.Z]X MO"LH!#HCX$$4!2V>HB)[K2^_-1V90X0N)+"D-BH'
QB7;CK2=1QH^L6CN,T8 M*Z%KP:=AAX4Z/?&7#LE[P#4M1JE/JM(JWH& M\J7][7M@0NW[HE5T_^ M?EB%!A+OU1E#W>[0ME-%5,>+[,Q=GQ]NT91K;5U".DVM[GND
MVJ^'5;WY0BFNWV"(B,3%;;E*;S]6"U5RN@NZ-K&ETS"4YADJDAW]COIU2@+. M=%0S?<4#0J+UZ;1J,/ZF%\N^9BY+G7A_MHO+ONGKUT\.P_;*2.3HD"!E$8D9 M=MGH*DE3J ?
_7>;4ZAP1!M#= MHX0!O!+KO[RN<*[0:(GHWP.9R9^V ML.X+V\&B+32WT@(Y/E*HZH/H@Q:);R/A[8-0ERZUH?F26OP(::;@ZI=N. SO M@S5DA!IF/LZ$O4RK=]<=1!DC,
P%HQX$U/I;B*:-UDKZS4YU,-%^:OL*@D MCP>0\=":>TM5L D=5?^&OK3@6SYEK6QX-MOV7?KU+^HL%DWF$[DNLES2Q=CX$(Q+\>E!U8A(F&I:=8@)^H G2)^N-
'37H2)FR"3R M6OA'.]R7T>M*0IWZW/6*RX@F7Q)="SCG836(.XV^J*ND"ZQ,G,+PP0G(.SVH MA:89-!DH]]^QJN#LE5E'#>OJ/1^Z;7WB3%[AF?\Z=??A[]%T_HG!)OAB;D"#
MH,D8C>W,ALMK+-?B_@AY_'>VWQ0,4'E\SYN/$.O9HI!;S5GMW7D;JB8CJ.'' MZ9>0BZ>7R59SRDGN!DHD^/>"/^B#EXJOQ).SY&=*QZL=*ET).S;8(3[QK/,4 M=5[8OW-JY#J>(-B
I'=7EEN.$B.-IW,*'K880I-B (6C&,!,$ 9@6A07M1P4 MT:U /V3.FG 9!SM;8+U$O+D0P .6\$7_"A<@@/"%3K="E[,?=^@9YRU$I
MXMG9UQY+D]:>*_02=Q'HBLVI2NR8$H5<<49*>6]XU"'2:3 MX 02VQ$:1)EXPU+VSIM\<'$RBGRTY74,$6VTWM(9K%E,3*R&JTC3Y3PT?<1- ML[Q*E/OP[+"@1,$+H7_D.
[TXR$$OT8R!=70:;E] MB#N;-4<:;8SX)L9)1&_G7R!B>_FM#B$^;WN3DDE#&=M$-CTM:')GS"<](ZUJ M&KQYUW6-+O'4=+TJEHXG!\S8Y!F!;\(-
@;O%2+1&!1<+#U#P.YWD3L."*)8LWYY9)^IO&[3XB!U@_JX9VA\1[_JFC+!J1&HS?BS;Y MY+9W!Z[\Z&)*;&W0;ZR[(4/M"3*D=*[SG#BLF"X9.BEUTKMCN%IT$;:;E-NZE]#\$2M;)
[7&S0LI%39GGI2^Q6G[!RO MN]QI;@3'YF_N>YWZ>L]TS1R9T#=^J()G9T!8&$E/7CHM?)VSP@YUR(W9O]BM ML,40$R5D:Y7>?%K8YT MPQF.%.E01;J:Q#02ECL^9DJH#Y6%?
7Y_CJ-[VD'-5#/BX"G B[]<4/2F2S4X]E+A"Y4+!=6VVRS]P/"V!!]"5>^_%H@U^1 M)T:CFVH^:4YANBQA1FMJ^B&!<8CN^RE&P68/A>0=?=(A*]!: =;O)AC!';'V MXQM-%
[KA9Q=)/TN+%CC?-+M1]4(QRY?8'P61#"C>J'5P&NR)-7XJQGO-;LJE M !Q0-1E>ZG[_%09 MJ@:,@8+8EW)J??$!B;_#" 62POD=&$M_>?D6/O7(3% M_J)C-
Z1;INQI0E^$2'OZ>^#E;I%K:T],FWEI)L7,U=7VSW7RGAUJBLLON1P% M[6=NG(1YYM+BTJP1R'VCM0-_16W)MH8R($SB&3U'*V[!V?;4[V'3LN1,V OMF"*%7:HU7N.T
3&NWLCFYG[Q8$"*54T77X:W#=6 MEJ8)PNPC<Q;OLRV7J MR>F2N# 6:B!5G9[7%L:547G)&ZI-Y8 "[L(XU#)W180G4H?S:D;4B[[DPI;R MIT(T+<7:XE2;7)29HLNJ0+
["IRSY56&.G@R+5*BGJ7==,H0/7[/2(_NDSDV^ MOMUU#/,3S=Q4S(Z/IQ[W.EK& R1F2.+C)4D5?72!MR:Q5"E*Z-_Q4;Q^4UA, MR&U7;6^.TBH.*K/5]
()27F+%S&G=6561%I$Q*.RRK-+3EHH7;G9,6: B94:A MV9-_Y1ZICPB.;:=$GLZ2J=U_%,G^+T*O_U:SA=W^)-2Z8P,\6Z-&92BLP$RS M6%O.XT[N+&, RUC/0+#EQ?D_"E6>\#V64?.
IVH?NYDPDV\T-C4]8V@]"4 M@\!YD)K0?OJXQ;^!72@70LP8WT@^&.7^%-_ VLYRP@":L(Y'M+ BBNV+;C:? MBV, ^Y IGB-92.WF&_8-_;:.[I+_+3N&Q=/W#N18II ME$?:&HQEG'W11
L@#E":H\SM7]633[F(M>EY7VQR9 MF>'B[8;,C=@GED*JAJ[F4]2\+'Q;OH!3B2;?*A3IO 3+]];;-_+?Q*AMDK'& MB^GII'^C#G6*;&/$Q:4?35QJNDG(8'FW7?
+VH.J#\HL4XZKA'>_RP033^W@2 MO$>&R@C+#K=K<2/%2Y>:>]+(+PL76]P/+)5==IAO6A Y2]H1/2QPZ7-SRE;< M)^YT'FBH\&O;>3*Y*E7!7,U3#W48.I(5J:-_R)/.G1J-& M-
TVW?]^?)RU/B)YI.NN^P$DX&+7="3BX?- M<0T-!63]XN&O&)N\M.& FCC:M*T"AJ)AK=Y"@*#6G5GG(L(0$<4JC(^I"B!O!LS350I)\6&U^LPG\/X7(\5 80'ET&P_C
M!5A%Y&1*T)/9X!'R+EJ990W=M(HI!03K^ M#GV.AKJJ@YV]HA>*IK/9;N\FA/$8<[8"A\CD^8R*#:.;AB297&8IAXZG+,5D MAZE'L]]H\0OC"0/$, #>H0H/2VNZX@"/:]8D4Q20*1(W
7!D<*RN$&:N6BV M/XK3V=1ZM<70S;C&1\<_W6>IR"+UF5FY[RS,<)/VH!O$Q)";,KP4?%<+NN!CJ@TG; M%HL)%(E/ I\NZ^KTV91EV8F(NSG3X0G& OT\+)8D-
#O!5,Q9R9D3/2P7=&57 M3&R'A4W./7<3\42RK\94#8!? /WM+&[L,[9MI:0]RF3.*&DUV,W:]EY;YX,1 M77(0W[R!IG59U /J1HKY.T;2$ZI&W3HXU62*"DY:R\5K<#PO"LB9_JD?^5N>
M:NE,*=(.[:E6?'YT_4;WIBC!P+Z?3Z&X7HI2MNXKYHN30\//&73$PR7TOLFB MI4'CW(6]YYR?$?PNH1(WWJ*43%[754CJ@-<8 X9+SN3OA?I)N$A6#(]Q:X]7 MY&!-]+O?
K"/]DY1&^:1X I8+VH-)R;\W"63+_9>5V_[CDBZ_$ %I"IQEM"B" MO83/O%9=NP(D,,"& 6B@L7C5=*IJ.#/Y(VS+$7;Z&@.8V!K^=I5$1JI "=BF
M&4>?"W,T/GCJ0O+Y\0*559]$J)M34;+5BE*K+,_HB'ENEZ'5+R%*S@XO%M@W M+."U"3N#5/QFE4Y1 >L^T7-K!-H4B$65&:X_EW#BI:!8,(#P7@S@TCWL$A]2 M (_R^-
T'L8%H1@D/5L3/C5/Z')) ^U"T3)#U^0'XDG#+\!\H6*)33;"H M?Z_PDH;P-:=1LQ,]5M;4OV_=8'B_1@;\ZHJ(5D/WIK7L/J$/MD;A,QF&[R M6&0",Y$V)9LR_ZJ?6OC^HPKK0I?
3Y^Z/#KE38M@T54_UJI8C=KY1CJ,4GLP2 M)H0MQ/#!Q&$Z0S#\-V$G)%RM-UEF +*,>/>6#[N_T5GH[[=W-+FMDK3?AGM M5"OTA+VVI-YRX/-@=%;&JMN/'3)
MK^WW/2KTI#"_G3IS_;8TLQZ,=&I\<.=>O!Z5NV@HKZ>*N3[C4'D=7EWQ=V8T@R0M\2O?=9Q^D4TW(E'W<_7;& "AN-C5
M[XRRM@_QQ(QB/YSAZ!D]E+8D>'K5C$+N4=Z]9M7U:\]2!>_*:H1JO8<#-+" M?#UL:C-G9D)+*T^$5"O)^!1\Z?#%PE0LQ!:O)?L:#AK'"92'O3 Q8/UVCY\V M>)DHG7KY
J)4@.1_!F<5NJ/9844\&\,RV7N\#>/(?H78:QL3NBDTL5QM+*(J MMJN*O(6+7"T/WLBUYRQF9'^2'\98=LB%I'R@UA)G4SL--*0DA)LL51UU+02N MY^#BXF92?DSF?[L1[/HZ]N7?
^LA_IOW/W(3@GZTD\@VEHC=WZW@! U ^0WVF M6829^O;["?HXY%#=DRH%C!9G1?;^(=J(&B?_]J-HHS M#=3BE66])%NN^5= .UJ0VP271^^C';T%J+%V&?
^O7B0/:AXC%%NEZ017_6YK M5J[L;[\2E7#%S?1#EPZ@2MIPO9&I#%YTK&BAM28[7*14WJD!X+]U4,W*&(HL M#*2QL/E#@7ZH @,
(,T+!$DW&HHM1[JQ+J(V'+'_T3BD/K=OZXY>.![?0T6[V M&(G?$@#^Q%Q_%+(%_CCSH1^B_F?PV<_5DOUJGX,[SY*O,!^RM2_\IP-$V2 MB\?-X[+2LR?%ZB?
=.73)/JOT)EUW6P(J<%U/I.Q'VK?/(<(-+#3G#] 93PT M<.?XIA^=7F]?&F8K6Z1D#2O_^$4R??=[]/6_Q-/^J4$:&CXHET7NKGQY%6P\ MH9J,"R>X40!$:NEC+41*-
EKQ.P;0#G_^BXCG"@JM)WC[/*XH^K8EN%> #0* M*P=-G.P<;510M2H//2P6#=<=@(CQ_.[B6.2:1NF8N-RI$[GK %7$4TO.;ULM M +B0M/-P6V=\K?
AF]9>1,$[L8*@2^;E:A*AK8;4F^XU;XO1D=%<$;;B/6DD\ MZST, %]P'8;X6L^- 4B!4;&Q&$! \@FN>?VQUK2Q0;DV&LRP@SN4SA$9LI:"=>41.?^= M,_E_9DV@?[+A\>^3/O40W0>
#I?NHWPM^F"FFJQ*\-BO<>3G0DA(ILOQ4P_) M?7S0$7$"6L[B!\ST$9; MUY$$KT9RAR0#O"+DR?=6)QWGB:,SCR_%CJR>8?
$BKP_$'ZHC7MM+F0)IHAZ%EI>W;T[F7PN*V&CU57XL'X AXD*/%I?,+Q&R9H85EP43;:GKS(3K-5Y40(#&+_P&D^>A'I,KQ&&L1Y?C!)[*U4CNW.[K O ^5>' M P6G#_
>3*5_>R'_KY;7,S?ZD088YGWW,X[/W<]);@X=CE[T^YIE[OF;7G1C7(7< M%75RXNM)U[FOYKG@75V^%;TW5Z&&M,$[.0U1OJY=W5U#=KZJK_'0E@EW%T/A6H2_38:\-
^GZ,)3%T'^QC6=HT==#"G+84W#-E MW+5UIM%/I0=KQ2LR"'IF2U2^LEY6E^P/E44#.I_I,24 MM:)&?2_ICO#:N6F@5ZXSJ,W:9TS>^*JU(T'7#3[<$B/[&*>NMU%G@?WP\AD=
M>"M("?R7]I313])Y5NF6<3E>8-?G"3'*00Y"P MCE"$Y/"M,\N ZO27N;2^S?U-"B/[88$9_7L])E9&6HS,^*J$UWWN$KYP]VN MW#BSG_V*!FZ46!A:;]]8Y_&(@?S;2
$Y*I\0<@#O?"14W*LQ71\\WT1AY@8* M]H!F;SJK3IR=)Y1V"&R3/;KOSUF-('[:O:>CIB/&8%PK2GA3#RXP=R>9 !GI M8DW_YM8)9%]ZY@;+QG?I,8X+X!0^:%NB&WZXGSH
MN?;8\X)9SOV0U0B)BJG6N+>0M$%*O.=K>Y>RXNZC!\?HQ@7=#0_^HJVECKCB MCQ5U.0^L+'=0%^[(5'QMY>L*1"!_+]G"5RXWG\/Q0E$RT'8QGXI%SW+/ +PI
MX;?.EW,+ZJ@K#A^1-1X"QI^U)!,\OK ^T+&OX9MO8B(C7H'.DHR\+9!D0+;V M[>Y2/;"R9CA@B&@MK\';_0#/V=A25H!7&3$7!H<1="UR[E$@6[]+-U8-OZ1) M"!-<#G?
MHRJ]IO[D\;8\ZV0MB&A+\IX!N7DCV5CQZ^KZ0/C.[=J/*A^9E:]K MVU;=BY@JV5)%B6#IZUH(:/LA!O!C\+<36*RR_OW;($GB?>/1_O?'-R_-7S&? M1#/MZS4.U+!'#=QR:)[7@/GJ ,L]2
M*+MLLUR:=!"C7QV"V@^@XM)@ L5%-21J(A]&RA+?&K==_(J< BY0O'VD(<&D M24 \'Q)6*/GL2._)CD?()5Z'SFB7=X4UF0#_IC7SR >E,E^B9Z\JV6 /2V+T_
=,)CKI5'V9[N)KJVY!L7%+SPH8D0COH!A M*50]$"^!98^+GN:Y)^R(8]41"L;G\5N)6>JHC?4O9OYX]LA/U4RQ!Q(VD\W! MOS7+4?JDPW$ME(X86*.N<9$+Z='VTDA9H=ODI+$O,W
MHH]/Q Z:PQP,F?+%CV!LHW!.X@\\&I4@D!=3PKJ.CX&X)3,987ZK'>Y5M8< M*6M-HW@_1EJ%Y@E@VK:[>2DN,I S8>!_'Z;\OU%QLI/@P\^NX#/>@__#P' B
MTD/ZB970V@OO9Y[4I,TOR-TM]KW'S>4SM\;B.WLN;[BG/>=D7FVMBWFZ MT?]#:-?FW^[YF3[T+N')*O8!;1(7_IMQT?_4JKS_9*.2% (@\=H?AYWYZB:C M/HZN@,HBA/?
9^G&WL['6 U[HTHP[G^A!&NZP%0K:B8>$H_N,SM",=)53&(#(MG_'=WK^![PZP!MY09O]!X1*58Q#^;HS$ZR8L2'6^.:,@HLX\K MZ?8-EA-RMHW!C(?>OJ[XF/!5*K)K]/,!>&1,,Q-
QVAK7F 8_K17@TRVS,H4X M3'O*O< !J>H)4M3$.5=K4YV@;P]R'6L)BNF)R(^$> M&+C6T@BL@R_!3895-FU+:_M*11/;4N^1W#@/G$D+-9WF"KX4>C9<'K!G6E)U MD-
'PN=_&NM;M(3 MM66#+[7K!(*'=L[QF(A;:\W97E@\;_VVMK^ ?BAZ9P XQL1W9$@UP=CAE-[M]. %K3EB@7VNVKF D-PJ]'@=W^/@.FCWU9W78K>9DGOJXM@/WZ Z_J*I_',Q
MA_=-#3=+2/)AB9UA> M^/2PA7ZQX4J@N:;2C?SPR4FHUE1F0V:])H+U)JT<*60=CU)S[\G@WJ[FZJ%"
M24VB;8!)E>RKT(2(N(&TZ/&>+N42B_6]D,2:NO_#WE='Q=4M^79"$@A!@@4) MT 1(<)?@#21X\."6(,&"NS:!(.D '?S#G<:]<0L.">[N[@1IH.E^Y'[7Y][[M[LQ\,W?FK;<6M=;9S?

ECGW-V5?UJUV]7A8E4)K4W&7.^:TE*Q=ENJC'-6'^[$1Z8G!358VUY!U_X(HI7-9#[^?DO MX;#905;6<>3"9]F[*PRQMG=,OC--V.[7G!40J]]S*,)T] W:W$23&ZHYS7OB MES7=?
TQ8$T0@5%U@.D:5;![F=O:#8HC0(99?9L8D6F3^K)I9IEGZ M%L7[;Z@.!-KEE">K[8A?:,-63GD3H(+>E(:]Q'EK1:F+L)!N5QQEWD M6%RI3CIB=X:+%Z&OQT\?
O[#V*30@G[Y'9I%)25O=Q*T\D6)=G%&0J(#]]0^? M[G^90_F/.Q6N/SH5!=1 M1U,"2E&B]J%"A,%53=C#%B/-CQ8-&+X-G;JWNS5 M)F&[LG_)@V\D,;,S>,CQP3N50VML^?H
]VX]M'[SNZ@/IEV)LFSV3U="$M3F M4WMCM?49W/\%+^K_C;V">\H0P<.?-60,B=" S:H2\NMD?.0KOB,TX%4ZRLYP M;)GCXI&+T>6/1#1 G&\95%&-
##Q=N%PB17T<&U)&J/'$M4/36/Z8DA^5GGYD M+.^HI/RL5#K(C"3[3!M<>YD@]@W_'*2NM,QC4<11WG8],#KTZ^_L]VS^\A:I MEKZ,RJ;?7<4*FKU6),7@APS_>@DT"[Y*SD
M:_2[R\S=4C3 Z917'V>:1>'WUSZQP'W?G,\?$J4L?[V$_CH#^[\QF3\>'/CU MGM%<"(1$&I UV9$!8?HW*V"*+$NI+??.1#^H8CE@)5FB/HRO:X,5O&0D-_1J M4HKBFS"7+
[;_9X_U7O^H^L1]"OO_'12I<5/WQCSIM(MOT;\+=_L_," M3_X'J-O_@Y"4V"59YHI.KF94L2&JZWV3:437>15^@_B^>$^7MW%R]G:5T'@R M7GK.;)>3-6>O;'# WJX/E+;H"]E#
<9I#B0,COFW=E))#NV6VM::D!UND[.R$ M0SW'JY\:18W^(AO>]HME#>5#,&CTC2\T:.GG)&=4W:EO^S0[(&A&N4'W^VNM4!/L'
M.*29O*C2Z+G\X4R72VYH89R1IP!^VF[?);ZOE"Z"8VGF%^?$5!*K/OKIE&+' M\N]R8'IG01%D5VJ:[L 4'[4E29^;J6]
MX'A>AVLT@-5G.;,6(\GM*VR+HC.U>*O,BL)LU(V_/+0P!"PIY"^*S^?LU^)_M"],?W_,B5;]FO G/^T4MQ8N(' .@&(M;#T3[TU66*[,CS\2''=T1_Y3/CF;L M!LI9=MT&0JM1?K2.8#HC,=0
#1K0JI.?9,_J@ 9$/&K4:IL7&T+:+15,L68= MV]%5.8DF!6] UT2@!QPU2'OW$J;KU"7(C-$X+.4EA"WA7]((!\C-%)90E>2 MG7<]GFU>]I*]]K,=N9Y5$X<-ALP#ES,-
;BM2\74!KSN8B*34%H!7*#X-(N8H MUD"Y?ZB!AZ7-K%?1D[N$;\J>3%MG*#R6H0V2OJLCVTUSEO\QR33KX]@8])-SD8G* M$'M8?[(+/2$WV8+ETF HR=O!
41>)^"7%5C=6F=EW.C!.4Z3Y IK#3,8" ME;565Q,I&,N]Z5RAS2?5+?%]%R+#KOZTB]GG:[%5HX8E2U)=$5Y42].CN$YJ MMHKA:();8F;?H(N??
(\N4P#GM$UM061[B^%DJF],H[2TH7ZTOL'=V6IF> MB-VUP<:?Y^LU4YF!,@[/"^)A>G7 4REC##_'6Z?DZ_4@R#P!&O!1N5.]J$&/ M]VIV5G?1/BTU'O,*5IU.TC91\"BK.%RS<-<5A-/
@@;W7H%RNKOQN7K5:TN;UE*MS04A?_Q%18X@;\6WR\E, M=H5&=QQ867TM$F_BSQ?S%2AZ<(_8&!JPDW 3T%@;WEI:(#!"F&@H7-WGE"&4 M7G#5V"\$];,4AU-I9$W/;U"]?
Y&MP0"'YC,6VN$@$MHZA-06M)NPEK6UD4// MTU'!C>\G6)38O^^$1L<,JOX["-<>REW*V+A&;?>+]7)L3_I-6];2&5*O5A>O MGVM]]A8ZS'1O[N2/Q?LXU>E]5465:9AY)V51?
X\]28&FS$68:])J)EG,I M.O0A&'M5C-K]WD++>((_J[]E<;'.Q^1VF@B*5&]"Y5J^$:5FMN?4.8Z!:TYE M+[57M(] M2D5?1Q4FJ_A%%.H.2(5EPRZXZ1&8U+UW0(G9]SNLO\Y.-
OK'Q6&SNI'!=?$, MRO=&99LZG,0H#E."E\+,=4<+89^_CZX3VK""G&MZ)/9JRI#!5ILPO4B\9XZ! M<_U%&JJ2^8$JG R@-J(IO;"OE#UX'JR_OJ'?[4W^?_._;<3OE79..?P7)]0
ML@XM'Z56_NGS\=[Y(W,BY$*DB$K".RZ* <-&)0<0:$!'(BAOQR]H^RNE5)' MC8^ -Y]8H@'@.*3%7PPJ\$SU,_+0 &O+YI.'E6A \S<4+_C/!SK!W.RJK]$ M>.7")98N>&$-#:_?F
M2V>S(@0M)IJA0:<]H%/^$H2"C:;0SS#0N=OCV5" MCN=E+":PR_,8-@RG2I)91K^R2%RF:(K.9YSP-0@OWS@U'*L\|-MG6,NR,_N]
MC6/!%QT^P*54(FUWF+S>#NE72H4'P(1G)Z#!\Y+8 KVV)MKFP\[\N#/"-^'T M84V[!7/:X"2-9<[M_+K9 =Q/SLDI76/$FL__MJ&KLNZV[)A*^6Z:57SC K/^ MS;'$7T7:3(JU_2X&?50+,:
R?(>"U!4[S332_J['^2=?IDG+CKU*9[V=B*_1 MJ7-,EZ=V;5#/XVN3]NFFYBTKXI\E E&B9Z#=5=+FMCG!.F41VA#72UG:T%^G2 >0V-F"0."]+NU
M5EC;Q;Y/W!,V4Q&_>#"#@QACP/KFIX53?-?O5JY="[P7SZR#NM82>DEHQ_,) M]&@+/QMO+WUB$\E*R:J%%;6C 3^FE:\VQ\SR-'\A71P]Q>):7=#O"D]\^A89
M9J7G7F%8W=FGYHH&%'^\"9_3WY4^RM&-(SZ7M-AC1=%N#SUDIZVN,=RPU$1V M ;.=78$/3[Z%LLWRZ)9M^UZB3%*'&^!6&H5S9&+^:S)UND;31AWKNOHRW.>,
M4UT3PX5:@3,#;)49VD_=5PU#0R6 8:X4,N'%BRS4&:D6GU&>C+>Z3D#9;YEQ MWRM 3888\ZLHPG)@M@R5\:9*B&W88/B85:E5^S\71;]V&B"IE)9+H@U?]Z//
MA=7Y3[DI,J>=BZ2VUEXM/%1XIC;J87W]XQR*T.2I[UZ;^\RUK;TZB"GCL"Q M1(N5\&)[@;%P"KZSY00?YT*UH@%A[U3%B7H\G#@NOWW2FZSMD/B]\K\NF].7
M0A5[$%V/TV9D^/$:3W L[S!^\13:0 -*=#G=8_#NMM\%3[](':Z=9L2HJ6ZJ MJ@?6QFNC 6[IR/P.>T ,C;\$%5:1'IOG\FQ@ZOG0U?42XCP-+Q_B/W[\H/N\ M=?$R?&6;V?-?
WD;B/]9FXL^%*5*1F(Z[-P0T_8:Y^JPJ&0V0>&!TA6Q>46IC M5]6XEPL!^H3B?CA@L]0MC7EOWV4'M0W6 M1!;(.\-4KW)[BRS4M:)$?Q:3*QO>Z^NXGN4?
PE^):0TX&=!=="D)37CZR>+D MFP?\/N81.!_Z@X[A&&G=P4>EA@9HU3T7"IR=X $N1U1 WVZ*!KXNOG1G+ F; M_;%MDH.Z:](\BN) Q)ZS6-
D4JIP<9\Y.7E:!Q5GBZH^T0C@JSI*M4.+@X($W MS5\$"B$L^;SI5!$]S/"G]23QR9]Y'IF,1D7)29&D_[T&O+>*_C9VW+RQ\G\+ M*GK#=>>ICDC0@""^U\VE47<]QOL\< 7J>:;^-
MA\%?O:GR%6ZSX%T[MW M @ \.=Y;1NJCNR<^8GH[6[&,M.3O1*\!5#TG)0^.W* E2$46O5;#"47,M8_4 MIN=."UN#7J?Y*(&CC_-,8]!8'=[-^X^.4GA04]2P$V"8TP,#YRT]K=HLD[>_
M:R;'XM@%^?+:.(MX$)^$=M0X2S<]LD@>3CA:(/ORLSJ;))Q[\$Z!6M%+./,P M ?-H@2J;?*5?_5L?)]CL_3TSBU6JKA>[,@Z&46GNX53O0&PMD#UI'9XVKQ*$ M5AR;MK\EV[I7&0O?
@^L3=V2%H76A>Y3ZA.FS?:M M\LZ%60Y"IN%?:<<%;$C+'C0V\W1M:6M1[!>YRZ6JUMI[EOPBB7H!^4Z\I)N; M7PQ_X(T8OG>_/7MIR%H7TZ^E(FF(-CSY\|747+O7O-#P4OTC\(
M;UZ5'T4#9HVN<:T62^CC^:C2IG?-$'2=P^[^EH7P6X2&^"D09U,EL*>=PA9(2&2V^>!A &-? M#\PZC()3VC7'MK(N,LN"J NL8[T.CCF]%9;#7L@=N<9ES[^F]_Y]N-!.ML/
MV=>+&X-:YH9F*] +QFG,ZU(T8*BSD>+X>.%G(=MM#0A6G%/M+C.SE&/GG#SL MV9IPXZ?-$C%JX7'XYT]:;0G 5!QSZO<7U_;BP%>CT^;0?;HQ]5='CQ+>,SC>
M[N8F9'E<2_5C&]NU%^ 5JV_J[085\1E&==8!R@^ M^+*JK.I!7Z3RJC@F56U>H*#":_WM3@K1/B,J1.Q5FVN5HW:(PJO=HO4\$8"0 M(TM!X/5"^\!W_919%
M3GVE90'CC\)EFP#*\1BFXU8AZ[P8YJ21V#H+W8R&*Q11HYUV383W_2+0VE[MLR2BU&X_L7@^/(EK0*N#;O.I2ZUW=,1SYH%&Z+2.1?>_4QLFURU?R0A O&Q)(!
MT^1R]4H)D'(TI#@JWQ$*33 XC=+>OI\DW;Y4-NK(C7527)6CXN!J)NF0T"!9 M^O9($3X!69#P)^5^&3K<.PN0%L!H-H3GY2D[V,#T%2TQI]D)[H=S'*3*'U,)
MOQXW/EI;VZ50CL^ML>.> +D)#)P46:IO*,9K%G0O1^P1:[(MA!#)':[JYA01 M^*M]KKN[UM J=N.01 M^@7:@.,9HKY2BEB:;>F-PKM:2C.J0>)SDP\]-LIZ]G2;N(JHY\E'TFJ#YIY9
MFAWWUM)1$LULOS#=V>I@JEG)% - M^S!3K+88IG/$2X$7C'N63J#WZ;5-E68/N[3\QJ ;")5O&ST64TU8A.GF$S;- M,D![%/QY_PGIH+L-17M8VYIQAX_$@(C;C/JDMS1%2B-
,6T\G,'SU%E-$^.8" M]W@">75B/.SIR$?YE4U^$3E)V1'UIL:?+ZT<\N2,PSB.UH'0SN;&,;.E=,1 M/M1#&>DT[5(._/\E.55I*!$I'M M)R0?E@XHP196X"D*>)2VE2B)DFM9I\,
S:7+0)&9MV+3:U -\1!QAJ&T% M4@?$]MI2S(6<0.C;5&W[/J_/BRLM67CS,;)9C/.*)[EV+Z%>7]GO5-38FD58 M.(RC=V1XYMQ-YPK1"1*SZ@I!VM9HO$6\?
>5P.G\5)T"&;X(K*;:C4=E7'W,/W5-+NTPJ11X95$7E3^_HOM<:M]4E MQY3D?!V>!M55@S$6-$("M?NF; WRST?XJE*=A$R\'7B*/4UO6T=/()W'=4O. MI*&F=J< U](-
J]17>'*G6Y#^VJ/P"G-KON9/O";6).W*E$ZM, MC&. 8G.*3 MGRFM]#U>R[^.'_E@^?$"P9;;<])6FJ.^,F\XC8F%&&R\+F%1C @-Z+YWCFIJ M/M,H1L68QDA_V7S.;%F:
6&A4_E#59(\Z[SE#$U5=/A M+F.)JI24#O7KK-6?979S_IFMG7_@M1K(A@[]:%KYS^VR#^>[6WEL14DPM^/ MV#J8*7(RYMS.J)O=:3.F>FY>=HI+W!T_3VRI(O-$10?
#=MHK]!PV$>[UY"]R M("Y'3H8V(,E@A0^]W[R[OGNO76T,>\],BJ\:,TZOAO MX-VQ[*<>)"1Y;=@15EQJ;*X)^+_KQ_[J75"8)75ZT:2.O(Y)36TX Z.]^#O MRD+""95ZJ^^=
(0ZQGAL#&LVSAUOQN$94D(! GR,(M&H]A ;L7 *O<:TK$-!, MJ[AY%AY=R^HX @^LYVT80ALIW'?-&0Z>>A&>/\8/1F)XT'98+PMG183?^L6& M?*]'"EAD[)[96BU&VA@N2$^D]_T^Y
U7DLL=5SIH?[Z>NW([*4^A7.9\P7/R MV$=20+46[#TQ.D62G$^9%@.Z[E,79.:CI2;Y3=/2:/WNR=7 M(CDJ*Z4OW$L+M*C(AK'.<,"J6, MP)>X6*XK8FCO<3FB/24/T)G'KZ
!.>]=P8Z^H@%-N7D,8+%A"0FCP&W S$9F)4]-T[W6#>G]\9B\=J].WU4CINS70T) M@Q2@ &O.UM!CX>[\?&ZYR0;U/ [7S<>#?I;4F'M%Y/:Y,'O9:MZ4YG\Z4Q MS'R4K?O)2J.
G'DT(T,W6@W#KDWWP\AIR*?W4DS'J]1=Z4@\EA'KKH>+JUK% M4[VVK&F_G$;RF2!")]A<\DU?)4 8"['^?N8"*>.L:['WX4+%UBYO"^6SDU7, MH>'T+,]>;A.!K$G#=OY]H&
(J-6VYD_FY/E?ABRP]UX"^YXC('B;*)QOX"0V@ MB&6<-*.#B.?K,;.9#C0E!TYN-\UQ8 TX;WE^>-5M35'U:2@1=>\^G24;$5U M776]9>;L4"ZSH[2 6*I\-
:5BCKOODBUG";NX_F4H^'1;% ,E:M<\!^P>O"=5 M5#$WFW7__)=3T> BJU<)HM%!\[+9R1-!]G/XZRRT3%D?SMMWP[9A)%8#RC6C M\S+2AH_7S47[IYED<2.&Z:_8;S2O';N&+]_?
>=K0N"H=SIPGH,X7<5"V(J M2P.4Q;LL9_6+;UWZ.N]Q42C>/B)0X.$"X"&Q >TO+2EIF=XQ /!.R_X/6V^ M6(_^*#:*">4B0^;/Y:0XUS.Q>Y>Q3>KOH?:<*@:>?
N]C+=29R4N[1Q0I"_#" M&XW^?8T73Y*A)77#*MQ:R##A8WYNNG%#"?*'IK% HP++:]_.<'CWTFP(8$N M^]@X4^%9-^%TG=OG[6_ UGJ03-
D.V4X/.INX43VX,,M]W!_X*4H9#\%G=FN& MK_N/Z^7H'KD*OC.)5,[+BK5D?^:1[>I!]9F'JX?^E->_SH2$V%F:_T6@B/I= M$8U0>QBV!0S;Y->VK[_@_6JB3(?&HO-O)*M=)[PP6_-&:-
AF>@^[RZ4[#)0D MJ IJADY=1FF/5UMG&5?![IZ0)9,]+9MW7A[#VC-X,)IQ)R@WK6J=*#8D:'C) M=L\D68AS:],+DE ;>N-DLFC^&$.Y=1D=/[4"[W.@@N!#6L(K)1>$<- Y*1KP
M0K<.3'%*6_*50S*N#6%<>TCY\-6'Y2^]Q46#_EVTM=:"[Q!N*PSPY/C*Q(:W MT'.G-A^M]#,D2Q'" 0V@U8!='8,WWQ4CJMO*$% I+WM
'93#=J/"$V@RUM+!&"]80A1)'SD<6CJFU9G6+N MR7UB:A W_I+^W;"Y513=$%N)T[J.OI1M>O#W-+DD8(YLB2(B+.M;'N)-S^W] MR&%E@? UP).RBXW#(OIHACO?
31@$7EOGU2[-D%4NX&OKO4R7;,UNG R-NHC2 M7VB_PH(=]LZ34+M4%L#KEVKH+GPUG+[.,Y6.5K)HF]5!6+KIM+/")ID$R.Z8 M%XOWO?5^>72W*MWF7F!.=[46]_?
L=AE[ZL\1HY%@^=ZD=P56=FKVSKR[ZD=* M!7Q=;:(/>]!8UIPH.=KZRB&;4)DYR,^967I8K5NX0 M(T_VI9J:;L_>YUW3H>007#SH&A%$LNA]13&.G++=FWY>"V$I<(\5-''#]E4-
M:Q.5Z+0^%& !A!R4"]\ M'2^EB[EZF5N(Z8*M!.*$#R!?'=TMACG9O#5C[J,J8Z,/<:P? & L 'R;QL80 M!_*)KP^-?R%UCJTWGQ:*P9;H6G1":)2XJ*_SQ#5L.UZ049"VBSZ6&F)[3Z1<
M_UW5;S?=?@ I4^*4\/TH+M2YF6_@L[?T3WXC6(>:^!=#D1 M5T827A6[+E#"MJ*=(DAV>Y(,AV>"YK4A\]&HY\O8LSKE""\O.K_N^_:9I1?* M\PQDP&LK(K@B74DNGZ?N@+
(DKI9RPY%1FXU(2Z<"/%RPM.N>I@9SFQB,_MJ: M3A[QV2ECYFN.M="K_/%-NME4NCT,#,8YQ"G)*"+18.P$A#NSS:4K_B,Y8XF, M2[N'NMT>'QBF6SK.JTQHR:7 ,]5;F-
:#,Z/4N8_%=_^JZ<2VV&+EX*J\LN@\ MVMGF16L3S?B]S'=YU_GWP.[8W0"R17-,Z*L)+4,I#VL81WLC/P?N7FMW&.?' M-9(0L39S 2E2XE!X8X4"]]H'9%CG0]0O(1O"+1:L@W>
[T$#RB>RM>)TYG6W MP*1\Y!SFLG1O>JE?P"68LTQ3HC>WLS>9+P5 /-5'_/&9VT+V/C95>N)NP=S1 MV,I4=>/$J80-PB:$>M,R+MS2MVD@-
/:@C7+J5P&]%"XZK[$[-4O5"SN/R])]4OHU+K)O3?=@Y,'C> ;T 3($G)E"]8_WN,,.J M<1$'F,*[J[VBK' N!O,W%_1>CIA+!L_NPU>).2IW7H>J&CK(D96H0#$L2RE
MO8L&R$B_QRN4ED/V%--UR-=5M^^Q*-8\+LK$PJ8.IB]#'M[UQ(OZV=40>'D. M10,D2%J]Q:M2Y8[PXI MDU-(*\[*E4O'VZB,,U?5OH?GUO7*%^5E:3#%'LT1-
!A63FHT7364IQ\=T5IS M\VE \C]J7+(GFABG##L#WW#G2]6\B0&$HAB>Y7^DKTTT("LC"E"5.Y5N[DCL MTC[Y1K-*%Q=U!Q>X5QCZC[
MF>\J>7]WP9[\BL0")COKDD*D]N2/*0\]H9YNT/*PL9[* MQLHBEO<>P9^16F8E!MKS6V?GCR9A? M@:@M$Q;"LSX;P(WRI_/*:AT;=[U >*:)C?0-7IV&P[T;ZYKCGG
MKRR1"BZB"&3!4 -)ON6Y(<7(JDK]AWU"W))[1PTF <>G'8Z&!$W0KTT,H\X& M&NVJ\M_*WUW5DD_[?, L>:]Z]RC'WQ;5!S-# P##BH_/#)^:^%1*3D;EGB MOTES*6S&W$F ?
CJ9B3]](/NVFN%;:">9W4Y]GJ@ ,#5;<:+"-2PNS]5WR%#+ M-UCT,'I6^5E!WO?GLSSY=J(>WYZO.UQH.91,=N1NDHZ7YYJYZY'OMI@"6SX8
M@A>_(9!TRVPR+\;TQ>D=UGJ13'0"&Z5OG%*M=D2TEJUQ>21K[SL15ZM+FP31 MV[?'D@U0!3E):?>,U5U@AV;D3AMP.#U> B'][, [.VB F>[!CA]"^6:=/EZX
MO$0#IC3K+_N;C\B+@0C5&PQ9QO\',,E;^:=B'W5_5N!NK=;ZY[X;SF^:[(DY MF@A-/PR/:+S=DZL<4QV"*IQO.Q7Q>>[BHS8C-6SK\KASY@Z60=GHY:U])<#E MQ'=?
VHE]I$*15MKI>GCXQ65 MAH3]_7<)R^_8][LBK; 92_2/SF\>[_F?0[PJ3%U%^J#G8,#^)D0/ MW?L+,'_(3G;PPS?^!)Z?REU2/BPEQS\%VS^$Q:@,>\]W$LJ?7^#>0:--7
MZ"@6GHX(G9K4S[+W8+YZ)3^;M!')TL_[(*1(1"I'OW_I"62?B0IZF&LOARQP MZ[K,CBU9-G%Y*Y""_X34_8XC3PH\,6R]^)/5[FX#VPIY@SI.'7^ZXWC=Y%+B!].:%&H.0XWIO(R,,
[3NR%RR*)U M_$8][WPU3T<(]6B,%E.,V25^TWE-V-N0VWEK0QBJU)HK8;;XV&,E@6YIM"[J"REIQ7P5Q4 <7K<@HD:\IO8L "JJQH0LSI7 M?-](?=B71D]OV],,&L*JK4!P/2-
PQTQ.6%F4TQ%$ 0XH-JLXI"YQPMA-8*** M*,7#DMJU?MXZ/9^$>M0\Q&<=$_A83($[*FQ!8BH(3,%+I=LZ\%6W\>,Y[>[^_FV#@T0SMRM?'F*OV]9XP MUS\/V<.RV(^VE^Y"1=_Z
WL'4\K&X6E)D/=F.)5>0"@:0&*>[*9"=VT//+R% M(LY 7?IS()^.*4D^>R.FP$4'5Q$1^ZE:#H*F<.M-X%'.SZH391T:8&R0G-0 M_X/H:'Y3 /M02A?2XG8,O' B\D(E]UVGO2SEZ_?4#*:".+
[GA21X^L*"A\3 M0 TP6.Y)D9PM[^>N'^MR&="O8WWT0"0/""6P;H9M]\6;X5@JRWS5W=L;RV#B6 N1JX?;SIA_W6E;2TNZ4 MC9GY(_MXXG3PZ-$
8&O6N/.1'4UMP+W['BMIH"4=C9*W^9*QRN:>A4<$QXNF M'[;$R8G5DQA=L>3T#V6_=O#_3A'I_7E8CSJ%*NXB^]QB>C_ZMY0O^8//K7I\1(UE*)^>[%:?/[^!M30A00@=T9W.E!/;-&
MC[T';HH1>Y?O@1-\V:"0X90-;J;6!*;6:OY?(]E<3&S['(A]#E?KSP0DD]^2 M,O%79>).12H=^:(;>27URW:OAL5VK]KM[S[YO2[Y0V<%3.-9,JI+>3WA%O>O
MLKA1HN!L.RV>I8;K*F5E5C2 RX#/Z34BE*%&58KDSA^-KN8H*]NIPOWWQ8,- MA'Y4$G0B&[F7&@E,,!L5/A]R987A/5ZO.^7EDE^>/'U=9@MCB-)BS B:<7L3 M*=_=5GL8'N96R%
[EG?UQB7*LQ90OH()6"DMZF7,69U?5E4P=9P.;EO MR*] MYV3WM+[LFP=^)=&)(,9A01W'1V>;>\K_1,*]3.1;7!(Z5(%D>(;=9TA6F^ MBM*6%4GO-@C?
&Y0["__J+TL5KBU^)2%6\Q7CL#@?HIJ4>5C62Q ;J278MFB$ MGRS(ZMONG0WFC*"[]ZZ36\G1-YDE0P,+ A%3X62R2.]5FPOG#'658N-I:K8T:M4_TDNEF>6[R.7::LSL7#8/)ZYJ'((
M9>Z6HRNA.<6,ZGL+:^/ *TSOG1/:V.>=!7:;GQ9W0JRRQK_'R>,[OYU'O'C1 M7%D%C^U0>VS\2H&(>";)'*:_J)%L)#%R.J-=!,>:UUZV^19,LT&V+0:'2;%[MN 'IO7""Z*O]!4S(9$=I0T\
;[2$EXV(M"W.JZ9=8>_,X WZO,%W ?UXBUYX MN,[PY$*+6(K3U"F[I1\/J7I;EKYK/'\I)D[U2G0N7S7"@UH+2SM'\HWP@+7 MQJ !.+XQHYLIU"/>H/>#DR\JFQ>6Q]#+\[
MBDJ'PUW:33=<*]P43VN^KV"D<8V.B)@3XLO%<_2\YAQE.UE;,![VLCBYA"4 8LF MQ-;1]GQ4/HEPK2H8:';A 'YVI"60H[*[+<_Y(@'>?U;O-:9*@ !MZ"F]%2D>Q,YRU
MVD[A:Q9Y"+.>S5SLC4K>H#OQ_^Y"#:ZAN;[6@2W2"![3DHX\M@98K?7]3[- M-@S7NCF-_9(4I3I1*Y\ (R%V)[$2BG)*T6L&?0G_B7)- *\Y!;BTCWL0:OW MX-VJ:/\+@FVBD@U(?
#^G5E29_<>HX/&KI^<<8^_<;3ML3^->X3B)F],Z%))K>1U(^1&@ =F8KZ,<2!^H."#'T M%Z/ARST0U[5TB;/WWC^^<>ATVO?M*47CT \XR8DRDAF*A08,?&Q&/$0#5F3^
M:CAA>1$\:G4NTS^J-00ZS!>A0P/$"-& Q1=H0!CPK\<&L'6@:L$<4%C5<&)% M.=CW\5##D]SM1YJ.3[\S9I/U[]YBQ93TP77/MI,OM"IHWRB0?IV<1:RJ/O5O
M<+.Z:&M__PU$APP/DR8L:TY'I/68&$FZX[>XHH@K2$EO/1LS,YJ7%R2 [G-4 MYQW(^"$Q[984N!SL"6TT-:Y7,R/(4,M7GBFG4Q,QG]I_7)5-GI;6&"K[>@42
MJ^J;6_SUPM#PVF'D>TR^N_]%A"A=1GV6HDP*X#VT#,6=STKC1?]W_O M0.L*,E+5>6"D@("VQ8H]&Y[N/^64X7J5N?ZI4>:4:J>E06K)1Z:-=,&\$;'INO$6MS7R-#-T8RRQ8JPTS-
_Q] MO&\HOGHIDHYG,_72:Y&X'L-.ZFY#)D?$^);[4;3O68. Z!Z/*K MSP,UBY>/>UDV<1RA+F_'%!VUIKW/"&V^F.'/.0P.WI7_1X< (K'H:^.-/[D) M4V+[%&5-
1(8L27;5[HK!QRVGW^MZ:P-YB\Y3+_&M)&=?:PVFL2KX3J-BCK_ M VB&_SX*XG$)Y!'NHS)K[X)CY4>MX&EUU!U?C6WXY^4B'.M+XO%,:D_4,:&7 MP!
[B&$21*\R=L3OP@'CI1>=A[Y%L(+TT\|_VVZ,4=YV3,7[=* S@$GC1N1"*GZ/K,1UH' =);BNV)CC-$.**81O=M?^K@+! M,,+J-J%E]^(7OQO7I'DJ8?Z^*K:LI9'8T4?
927V"-7FNWT.X_D87U/Z8!GU- MZA8[_FC/P4W$7C+K]C$_8$#)RG--[$:YNV/<4$CP)5G!1X^L"+ZGWTC9NQ3M MG'#GZO3U>B-
;5Y@W';'.\JP3#F/6X''^O#WLQ4_\08S(X1K5T7.^1AL/:R]@ MO+43SM;U9A(GLH,P+%'BOA-]SV;N6LIC%US>LL[[+>PMYC]@!2RY9F]ZI24P M:2"1@1GQK&6MB6L1=,H'P@
FU>&7>*&%L"^]CK@ H?+''4+87)ICNVT8_CB9 M ;JG*[]XAZ?!(2YS:BRG$;&T.JYB\PH$NB,?31/C7E# GS[*)*G=2CV,08!1 M 8^,SA'JRT=BP2(]Q+KPS.Y=$@VS.Y'N $T&) L(#SS
KU"6ND9!2?N5"=UE]W1&JH+8@K\|7$-PZS#LGHIK-79WWEB.'/,Z.,[YRH$0?36L@U?JBL MYAAZ!;$HIB-\02M'OMG=$H" .'%JL+8#[LF)YMZRR)X7D47J8E?6UG>[*"K_C0.]PL
M@PQ(T/+V_#"(>]T]7?E =DEFW>*V%7-R54F.H=@W ^EA-]2N>@%P<*R7PMI> M4?0GN_2?H?S_=QUR]L#O;+1^ -N,J-:?_7[K,A__^L%)B6%)/(K&"CS=)##V
M##')DLS;V:A)KS'9%0]3V16U_57F_-!(97&6S0, @AUX?TLO&_LRIN7> MLD3_PAGH"_LL)!E_'6F+TR:.J" Q9GFT*XM^7D;IXR#<\2\5;+N._U"\Z%;
M6Z?;/G5:UE(D*_V.B0WQ>Y($_I5_NXE7=3OT@F&Z^=K)Z!K7>CW_4FM9!AFU M9X2J+4$%P7^$)2=WIGN09&=Q\+47P>DD(CL;7Y$>+N2MF9SF-M[^;3R@& /1 MP'Z72>:#P-
7SC9\!5:?KW_UH6DVEE:-[U.-G\X*+#C_H0J&HLO."F]C_"R)J M2>20M';0C*=K=+K7?N5Z?!-,"2SRF.M+[@MKTYO[2D_$\3I"/@)!<0G)LQ)2 M2BUH6]U^9#]+L[7.+G^-
KXK0/"P>#X6+;7Q?SB+9J8.U&O [#N3,*UIT93GB MV1< ,KY@8D%UXT,IGQJ[.T(* =_:92I%==55,KX'__J5A(8',,S=T\37@A MDJYX+J):.9)KAY\(^&&]3A@_F(B2[WJ;(5^R'KKN@
Q[F2]EVU,G "\.D#TL MSLXG 3/.M(#7"C/)J=ORBM$ QL!^2Q;@T!KSV=* L M*A/A^4WZ56N3Z:KW"&@>*7K76E7*J6JFGN;/L>W?E2DZ.94L"+FRBI00!-#2
M>+CO>&8#O7S7=4'1FC)O;3[%^SYL7VC"0S&2-P:[&[+MQ=F=AG?_WY3LDYK>LE$Y^(I\%)L^NX,N+A#'+S=C9)"6FP[4(\A4!7;<\U MBS0^WG17 $L#;&0?^@,QB,E#:E82U60Z:?
4#(2R+Q5^Q_0M>3_)B3]G&VE)WQ#$R"AO9H(M'[*QE_$$0U(DIG]0#LKG80UD+FS3*8G RS? QA#P-]5MT#0*;-BDJQ$!*65N M6?3GE"C)V/GEB,%_%SXW06 \?87RS%U"
^:I4(V^\$(&&_)"6":+K66T]H2%7 MW;.,/YD8P[./RRBQCKMS(3J_+ ($^68VZ\1+H7V_8-BWI9[)9,ME;XY/&YO) MQ',!>4,%;U:FI9;(MM'+MTP++V\>W?3=7[R'7F\9-""""^> :@0:
<J[1EQ<4\4 M@PB.YXB(3+K"HMZ,@?7+!(UJCG+9Y/);.P';61@3V:[S]YVCOM:]A9(1V B< MW@FX'#=OWZ)3QHHV?BZR2;33@Q(?W\Y*-M2"[YDD#T,ROU?#]_6.1+-\&0Z%
M^VRS*B2K[3$F:,R!:O>!85H(AWPTP *A*T!5P99(IEP\7W#I@-"L_KCLWO T MFRY2>2JB]H2.[H2O$^$-;N4Z8CZ7 STMVGSV9!#L >:(MU)K,,.;CIV#422? MF*
(!!/NFHQPG)7AZP'EEFHBN'*6Q 90(&/N@B,VDO,)_G" D72H,LY2,9&.> M6'V9 VCE^0,YJ$?XA7H668 &A/N#*4X\$YJV578U@!Z],'#/7?>XH(8;!XDU
M7YVG>,;$WC"L9<7/O_1IX(7AC.';PP&4M*CU%AI0D9#/QBB_?45D\%R ?J_6 M"?4H[EK<%GQP@ :8Z J10INKX(D^H"M:+["PVP'Y,2FVWL@,R92JRH;2M,P1 MFV2&Y\"A
/YGX/&MQV='%' MX:E%W][''-JR48-@5R M$",=;M-FI\5AF9TPE=JO\RU4]>'$ /<>NN;;^0P!(LJ^:=N^3 DBT 2!!P0G MVYDG&>SRV/L+B?<9:^MEXE%8WP;3$EM3"9O+WM1XL.[?
PR[;QK:]$QY_QP1D MI%M]].A2#M['(96P5N2\5=5PC(?)KL6P><]'L#"1BAF7:+DH)I2GAU/R@4B6 M+:L)P^6$S[(H\.419LS;7'T9JLF!J"H-'6F?6]L"6^%CCI%ALCT[L)/NC_IY

MO2R*X"RSYC8C/'WMO6H>EG)DW /^W4M*9S[SEDO;VBP=?1VK24XZC/?>+>UX MCJ+!KWSY^D%M_7C#ZT:?5-9"QU9ZT8![9M:1\^XCG0-+"'8**J'!U.?F M/LT>(?
N.KE#YB4;$VXS&@.SXE,=IS?1%SW:KWX?_F_!/5BU?M1;FYVDVE@ PP]KIY,GD!('>]?D2#I"M AY-B'Y MUCCCTQUTU+ RQ-//T8A;EAB.WL!2O1.'5$><3QX"W7P?T37&B_+D=[Q(X-
F0? M0N0?A;I\00-(W1\HC#@+PMDX^^Y433IF?[M'CM%,!F=[1^\/=P\+/W)]^DO*ZL1(BF!R$1*W ML"Z)R.I&M7V\F\>;WI8HW&X<'^#@]#WYB0CG_]28.!-)HAE<])N7'@QY
M_#THDJ4FPK%B%_PPI\TXU:EO.6QSL\889EBW5.0J3=G=6PZ,)+7ZFO%!J\T& MX(FQ]2 ;'!"LL9KGL'("DL=F;)M8*5L$&-(R)8FEGF()-*RMC[;EU-_2'?;AS/-YXP>2EL?HK T-
D.G2!E5L($.T%LZ(;V(A*2F#!PC\T>"CE#(I8BW! M__HCU[^A:-?YVS283/G15A4\UX"&K*(!?@FY^PQEB5+$&E_^_'5Q:V>F/(-H
MC\M.OHWIE*!>KE547EJ/\HJKY#!C0FU\3SWO07W4,I#BG9ZTA)>M3BS@NQ2H M*=9]D!;B7MV/6671-I:%$J9[V1KRVH^4TUS8VX8[DE9%8CE0#+%?(F/#_8 M8@HO?
A2E1X$60H$;&LVEE=#+N]IHP*(0.%"KRB!X3YF(^'2],=5,CDKT8#[6U7:EL2SW<(](\=;%^O5 &R M"H *D)U1;M/X?<;._F\= &5)/FI*=[B7BW=W4N(4A\$99=S,W/[16 MUT(-
$JUOI/[=N0!,BA ;?EI=>N63U4N5MCW8[/!UY10H_\6BB?8HI\3.H43O M.EBQ6O"AR=U&<2I'AU$4R=9KS::Y^3.M?9-3%VN#F5)(/H1$7 ,#@.>GE>*M M5L'9 ;/FE%N;?<$054-
)B*=MLBF!W*D>V]\H';:UW2OJ:Q]ZMA9BSK'7X3&, M!KQ'BD^PCE\I>XFRCU5W8W_!S^W95@*<]0G=APT,/7@X J6=2W;[X)RZFXH] M7<#^K.8:F:JY"6+5DA,'X-
SZ(&7"),@_U4";24),LJKK&K4B^D"MH6;$>>%T M5X*CK)PG8K[1%5+G0LE>Y!6A%IFH=%:VC@9,&Q&"-JF UX>I2 WF;2."<]QI M9_YM1M0HP$Z0WMO1_82/ A7G)B_%0=Y"*]-
">9!3+A)Z19D*!JV"XG] M<++#1/]|T?EJRE<(Y I?[,$H^J^#"_/ V%STG.1T-#G5,_0KH@9$5Z?CT>.B2 MR^/WN/$8]I@T_NX#$[G%PQ J#_[LR4?4V.RB R!JIB-8]!,TX..;ZTRR'_Q5
MLYD_"^NM]WX95?H5V"OM,RD&+2D,XH<\H5@ M#%Z4SR$B;'GL52FTAS\8&U]Y?#E\GF1")T(9CH6":_J NRC"*G2^ICW6R7JL
MZTTRD[)8UG+YPS!8BD_K94+CQ\WM63TM05&,KPY;*:0-(];TN$[>'Y69'3'O M 'BV4OMK^\C<*[[Z^J8D<(VRZ4IN#YF&+N+X"^%AWM&"#4D6GJZ/+V[**!FP
M>HQGP]PK.A^I/9BD&V%=43N:P8B+;[EXX;2S TTO6@!,+FRE4%T]2K<8/^[B M(<&1F(5AB@#U)U2EF#1L1:H&'3(RV;VV?X8,5O]W(RN?K^,?GK6H\DP!Q-A-WKL@
:T&WZXL=*6K7^8IH_RDO9',8*A3(S'[]]B[I2^ M@^\|;ULX9K,T.MW 1_FQR#?<]WYUR>C->*/\D?Z_U5&7)AN$W=4"]+GRR/EY M&/3J &F]Q7Q1O01%Q@F77.YX(*?K&)'<)SPIFY?
R$,9B)_'_Y(E1C$!$#QI M#]-% ZJ EV)"7Z]30:N236A :5;J)3/S_#_\[Z91R\^.1J+&O\5,_ELEUS;C M1U&R\ K=COK-,IDCL;H$/EO\(J:YJJ$[^A,V/?Q7\R[^(NG4)\3!O>% 23.P
M\GK'MA/_V:RI=U]/-D/:T+L;F/?MMRS")(@/ 1TKN1A=F: !F9%-]B69*$8T MH$=P#+P'187+7[0VZN,?+N2MKJ !(8V@[SBB27Y$!Q^X\)) MLL8[%%-*K.0-
)N5]W22V"R:42%7*R"@_L4=[N] M2;(,Z'SX1SC":CSZ]0++;#P_7"RD)-&7Z,=1S@%JOCF^1!QA=^0YTM[*QJ)K ML><"K8.>F]2*S8>A!GSG_I1Q'W$8-*2_9P(VB"!_2RW"#_LVM6H:?
A'2A/> M*X)GB8I !2T&\(JU^9%B<^")375"9I6M@9))1:C/NJ-0]9NF+',J9,7R\|X\ M=N0<76MDI8IC^39&$-CB&O/*P(=K]-0(H^&9,Q17KG@NG;0.]CVPKI!N'PU8
MD&';YQ_U8I?]\:K8NIYNS"(#TO*[<"A_(B$P)97ZJOZ7-,-YDUNI:0?Z)9 & MJSJGQO $C?TN0GEI3=#;;7",1V/?6,?NGNCW =:BL:35#41.:1S94F9:E2PZO5_ MV'O/J*BV;5MX(2B""H*
$@L)@A1!=<0(57GG/VO2?M;]_OW'/?OJ^U36O]![''J5IAC]=''G&..T9*4 M:IXE5]>[<7^LKA4O/&M;R[IAN\"\.-&\+&XAVD.$ANH(2HCX853US,J$HXM&
M[L$='>*O1Y"O^7D=AK/E/YOXKC/49*Z>S$*ZRZ,DB7P-I MLTDXA\?M-WO=F<5<^$/4Q3_>)]'LA&[8OGTY[Q^0!(Q[5F9*&R-AWHW?:]I:NQ%2I=N\@]\5N= :"6M:\
M&UO!5J\UR:LB[CML]I_:A20?*#K#+UY@WXO%/-#X(?H1>/>"4 $#I*3D)9-Y MR0_6V.VYZLJWEXXP/KL^:CN% >#A*])(I?,P5+'ZO';(4?@5+Z[ZZN$5U**5
MPSN;J+A[$AKZ..L;*I=*GD:F+=K8*H_Q]]D.'RO14JO$8P#5RK")49+82&E? M2/,%D;*CX;5]S;%03B[G9_36-D04 B=^;7VO4;JR1[B^P+'PDOUA;_U"\DVO MI_O\^0FTV7S?
1958.PX6.EI5LMNT)%#XY,>5$8KH4!" \N4+*'ZA6\,_IB@R[L;G0-3J"WYB(P$<:P M.AZ^6;:1I'3[Q=HK5]C*21_+(0]#%@^%LA81?E^%F\2;?;9O(\QJDF!=D_*+ MYR@CQFEV9V]1=?
WQ&6GNS5*]%9#JL.;$WM4E-Q,=!A4B7[_7U!?[Y_S50P& ML/#U.PT"/S-Y/C>FH.,16C!H+M5XT30TD\/UE8/R2%5&Y^[O'?G])]86+?49 MKA=^N48A@/8:?W'
Q3(]498#=J.8H7^/2%97&[69*O'_-Y>>P?V 2,5*CE5- MK.2 G N#5PG/(0OAR*A$;?0/K%-9@G\&CS1@@!OG24\@B/=#2.Q@%S2]^24& M.R_^&X]3[/7W'JDAMKDO)?P[]JJS6?
|MZ_M)^VV!42UU)'6#\JJ\&1*D9;9_G]_W;HG3E0(SPW?R:NDYMSS@0,46=FL3K[5^!$ ME5DR%.D.$>G=L)RBF\#UUY=YNEIUI].;'?@7>V&R:\N-U[&^?C]SAXH_Z$DO M!O +8E>3
LOPV=# 7G23ML!; M^F7A@AYFCS_1E.#O0F=9;AQ-&^8_CK^S0Q])&6%XGRPU]7H@WO, 30(A!06" MW%S0=56#VV%>W"QOO P\TQ\8$Y;'V:XB%FPU,(#TS@V3=5W3WN)
<70C/PF:+H"JRT&RFCQ'Q[NR'-\XDHCS= M<\3<@HJ_/*B$FN->O_**+WOXN5P%XFEI>1\B[%8+:^#5^NPHF^J,N1Q4CH2 MC*.W'PVD5\UU^LAKG#H.'6PBM$K=,YO?
+W)FVY@0=UWW[+OHAC80]Z8X+(=V M<_.+)PHR5[;V\97SU@R)BA6TQ'TZ4,@NV20H%47D;7<&FS)Q+OH-009S1E<#
MZI=>#6'EBQT*;PSK)9AN\PUZZWS%.I1=/30J$X6$S,O/$CN7JLF-/SLG(%)9 M88-26U6%9@:;PB;0&W>:+1[*\;*NK]UPW$<$ZH5C^6NY%YP[*6AH(F?LT5K172U*]6$M\>D$O;+ECI
CB63= MD@Z+W'_:%>3_.A1S#/RSF))\GP(X+P%*EB_Y[\%2M@D)<<1&=E9*HG:BN'. >QS4H;W,RE MW+*DS'[E+3V_>T91 C_#,(DN3I.G5T&"#"6A%+ST+0(QQ=S06E!?-!N7DL
MJVE_&\/V],G5U04F^OWH4%'@UJ+FN4S(FDV*P^0MX4RHCQQRF5>QT+(2^2# M*4[&HI(-8#E0WN3!HF5$Q78$45CNFN$BY(ON@&K"FC98)!GD]D),;VYSF]=" M4-
1K4@T:J+D,E="XX(;'2] A%%7(W48G'\??H^@OC#EDI#96[TQ^^.3V/MP4 M [S-S2&U?V&&_]P5M*E#)0B#?CLVT%8K&LP;7-7XI"0L^NTJ[>TD'&&[7- K M)W7-NQ3OHN]-
F)>EL%MDPHW.)NW:^]0%^>*4D'\VB M T%Z60ZU88=G"G+8XEC%NV4$%JT")Y7LUP6X2%[HO VW_#?'#K.;^=\7A6B M8,?G>!?-^N,!"BQ(4?[H1TR-4G-
"_3SS<+GSA31:9Z&VK.9]FY;L4/,A9$^? MK;.^'?UEE#PFZ,KSA(SDN)XQR[U)M+0@]'@7 Q03+FR6(&PPP-V$^O-3###^ MUE1E0>[*;<0 EQ6$V!;N+%I=6O=6RSU),IU(THP%E"\P-
-^IUUUL)0*C=A(V ME9F,V%%8J!1WL91[YTS/_/KR< 5.^&F/64G8(M'6K'J\K6I=:V2VC,)%KBI'0YM2>/A_9V=A$*?-.U M/D.@Y0KS(]@M_.Z>>$3-ODRU\9(OI=[>G$^:-
ESK2"LH,S8CN_QG&[A7KO_? M*VUOWN)% K0]ZK%:A4&[^OV$ 16 !+8Q0N3#^67E9+J&6]]YC(EW*T/IJ28>'4;_A0%DE+*-^+'9Z;,9/BE3JSK>N>I
M3DS>:U93D$B+FHI4@.B.:UDEWZ5).L;&IZO:S8/$]:\RUQ#H:#$?YG+()GT$ M=!HK9=Z^U"F7>?I>YUMLVKQ*:HCFL'.$-.,5]2D:&.#L?COL%/I=Q[$ZHWGR M:)R?
KQ9N@(EV0K1+2V=NXAJ^88!:C*15_-RX$Z+;??6O7K9RL5H,0"C63+Z M KIV[]NF8^/L@8 E5BJ5H_VMDR"D8CF0YO <42X2A.B%^3//OFW6+U,YU90\ MLOBCQ2D(3VO*6=?
|MF7<0SS)&F\E^S,MN?#Z):L$=&7F08%9RCW2)(M>9[OLQ?NWTK?$E=DQ2**"#@865XJ96-2\E3QZ[6B"MCAU4MZ M]WO/E?T:U&[>N2DKM65I\>5Z5[Y02
TN8Q5VX,P_2#7>82PL"/N:- KV.PP1 M/ W23>=<*GD^H+4ZM/+^(VKAPAF9\Q6/AB1 V_,=5N_C_2YN4"-"BJF-Y*L$ M*O?
A#6Y9*K,I:)6(FLW='ZF72V)OO#$4+5P#&\Z,BCHOQNRT9F@2?M4 \"7O M6U%7*ES^GRCT+"\/1$KB9O.5=KC5ZW"';_T 76_B)5D?MTQW-:8Z3I4E7I9X$6@
N7A56'\M:MXWN#$%-B:8F=;]T@N6]'*SZ*/W=]AHP-. M!,?)W-'-JBS4G:LL_5K>RY4EM?%398NW/DZ'F..3%<"-Y12M"&TLVJVN5]?
4.AUN9[]FY7$_TYAWP(LC2\HY=7*BU9XC3^'6?;$/5W"0]GK12R>W MARS'@AUQ7WP\$'VP<\,C-'I*>]1>_[M#)*=<>58>"[5HLK1?BZ?%09>3"M;M MT<[_RP^%O,&M:4&S
';PS%**$]Y&M+0B%%Y_&EYNBXY6?1]51*4MRJ&B/71D MK>Z8-2UG=_OE:HR$KS/+NJ%]/M) V*)$B3LLR;OO2!6E,F]HGK41.U$[:6 T MU6'/"[V5E-3@A/M#T][@Z9>8Y2S.C-
;,!65CW9=VQP3+ZAB_=1&Y6+)_ESK M=5:+/-@I\D?A0IINB,9[#9Y?=@9$6)EF:67H M%6/;7-HX,$]/'RGZ&DW.IG ML+R?53U'UY-$1C@$TD>[*MI.T=K(MN,K)?R;M:(MYVH)
O>S]9 =US_SAFV(M@E1GPSWF1]-UOZ=?57[6F\XZ_/[]QE-&_"M57/B;,?$4J6*G+Q^&4S0N%SQQ M((:7FO81)_7LQ%%UKPG6CL[9!H?I#BZNZZ3U$1R?T^Y'H703G'3;@29 M1(JB-
*7BGJS-;=P\+\|^R0G13PHLL>C,+5'FPEOC2+.4]7PSZ>H8^-PCY<1H M$W&AK2)#/AH=';$SY/]&0ULR!7;_GV<&/)7'99HC;!QV1J6G%#=BJ:R>$!BM MJBLOUN^A5_-
@74K^_FVG1@X<63;P;NRBIP,;I;2X6M)4%YJ)*PC?2Y D[7$4 M;S*S-$!GPF!_)R$S6_B^E:VEF4CDV#].\17@\))VI,#;*(+#9;.=LVS$U%,5 MK*_Y.=77O#7ROP.5'MK/8WLJ3Q_@+PI3-
G@6)Z,@5.P;B&:4/Y-+OCZ M33FKVJ]6).NZ(Z5;6;T1W,S:V7/AFP9$A1FA&F<7_M-^H:NIX2>U* S0OK1C MPU(0M>1_/Y!)<@:UH)" M# ,.UCPW_\?O B3L&6 U)/NW(/V==(5+'W3K$
'V4D-THN?%5 M#)#$ YV]5[Z6^DGX,7%Q'P80,\$ =+S^0Z(,@]Z/0 M9WR_G]]>N& /\[RQUG^Z5GP=*= 9R\Q0+1\E7<7% "IZVFH=K=UFF9\;$.9 M^'JR]NB&J_A+*,9"MC5S[AN_0
#7?^G7EQ?P^2/AZ]R0Z^(*J&+LOE'#6 MJLK(@QV]X">&LNS6_36:PD%-AW-S[9KX"^XH7D,[W2%=_7U>Q=#>!]M9JC+D MVXA3=:'"L]2 M97HV_WT8LGX;"%#<6W]
MNX;3IDQ2[,\$L*-_36*0]R!6FZ%[(0@KZZSV"XW,CG*Z,#FCADM0-DN#<9QV MI,+^YH18/$44YWAAV8:36.8%H;>WBFVBA_N=C.*2L-XMG4]+A<),0S'57\G)
M3:RB@_Y4U2.7U2W[LM&@&"1GTU\]8[RT(8CZY!NUXV=GB=;8I6%UDA;H/-[\0=6@A1]DY6RN!206OC\P77SH0" @X M)EO^0J %?S8E=;W!0+?-T79*S%:X+2?
IRPAYMHR2HF+W$S;%[IU;#76@87JE M]^:5\FG4L5T?0*BK5#&@H'BF1[<%U2[$?,T/+A4C*7,^V88EWT5-S?*Y;\VB M[)&YU7))V-*W39PDYK*O(PH+5O38X,RK0CI"']-'^-C<67]%-
@-4@6=GX;^ M_9^N H%9#&L%1E/(A"+U0\ZY/(#>46?CU]LVN#Y+-+S$BY#Y9\/_63:F+'*F M9_DASBN3I448X_^+69E04IB@E*7Q4&>4C=$(]3F\F;IA@5.B<:I5--ZS_!AX
M91X0'\::9*DE-%Q-4@U\9 UQ%G9X:_ZQKB2RP-1FUY M3!>8JRH9KR)KK33'<67S-()@08N23J,2%"B5(;>W*R,=$[FC8O8!*LEV&F2G M<,-L]GP-+R"W-@ ML"(I[!G_9_H7_(_"G
3]S.@A;= A]..9U1SX &D)DY"T^$''F,V# "'?.5? M)2\5#\?EU170U="NE4MP<+>TZ>SR- >(*BAM! M!]FW]G$Z6."34&F*(I7[OA41X"3ZW?NY>UY\L FW^A#RUD"#@/T+?S(]/4 M-
2Q=4 P@$Q01X#XDMU!*OJR+C88WJ6HJ;.4G(QBE6)ISRB$Q(*U M2A#5=$M-H+!Q]#BM1T"A=1S=@WUBU&5;"+>!D9]I25"#;DGL/E]9+F^
M]6V_=K3S8VM#G.TO,S[2&"!,3=E1G)/6,!!OAF5TYTLDP3'E$DQFHE.^$;_4 M&4H,7;I5@ '&^#% OV%A::C2]U@1DPA+7P,#BO M]-VG.:%0A:-V#\?
R8H]G*L;Q>R=^CG##,U6O#YD\W7)7(=DG!0'Z^Y?+$LQ1 M05\^?(!W\6VX&_BUU=>J/L9$A2Q^]'J]^0-V:S6VAKI6\<]]*D;32?,5V9BS9>C9]1Z/GI)T!Q%3 M7P$]M1Y+B3
-9C*JVKCC?UH_K].0_OS9Y @#@'I][V]LPW"#^]*MR(83X^R92 MY;(?ACSHXO$7/Y2\?=R>9//".%1)E!X@+/S$1_W*J\BP'7(9^P50D?)L(ZG, MQZ8:Q"X;^.(Q61ME'=ZOJJ*_]_!&
[0WMJ%PV89%.'5(FIXI#) MM4VY32@?0@)MEX>.<2-[3/I_D2N7WU.&UAZ18@#G5I_$S8H"'"EV8$.%?+;_ M7YM:^0/_3N"YWDSO*?FF<,JD%K0F"^[8L5DJJ8R94OT*A<4?
=RXB7Z06DV1+ MQC4T-_B$HB!L@PG%A2LK&C1S&>5&$6U8_5TX]S,LH!WSARQ18@G-H/Y$53^I M& /8!O)-WN;'J^U6W]T/ X[R/"?]7+W%&PQ2="A/5H4Z
M>AZJQ!57E3Y3(K[*DH/U)FR]-PN:&@58G$YWA-IBDKLQ@.+R5MY*?778Q.6I M'>C=#>OA5Z\6OQ7!1KDJJ18E,K&OB4A89UMZ3+]C]C9=UR$[]K*"=_^E:,2M MK=6
.V7TE3._RG0?\<=N2$U:$O0**-I3_(5;?5/'@AW1U+/7]T U?N%[[2(^ M^!%'_$[+7>!04=Z5KVH5NPJ/JGMCKW0X[J M Z$'7(AD= 47VH_9#,DWK#;6'-CZBMH3$<*>^?65"505,
<;U(L^*ZA5ODZDK M$_?4C:(<.AH'863?ZM.?S\#S::F#BA?7O#>] .\@1T=3B*"NQ?-PQWUHNP]W8X["9C=16; M$=6(O%D#G MA%,^+V/9AVSTGA97\B)$C0)98I0%9!ZI=;O" >==
ZZFV3.\S?J?O?5N%^C4 M.!9T4AJ1U MFSHWE=Q4&(_FIO5 5.=^7^!>B[9F":T'-B(.,-YCJ)FVV@Y%C29SQP^Z!CX4 MB)$>]E#_;))!I]2)?Q-H-'
M,UOF42GKEVM:+KO.SN0UQER,ET&A'@L,K3#8@QP =Z*B[_(ZAY&?'9:4)"U,0JQ M+69+/6N7_YF?]51G]B*\4_.8RQ/51%Y'X!:.=A9<_,&CR_GLUD%.T^R<,:/^-<)^O#S+:U<
MZIY4VO"$1UJ2H>FQ.DJQ,9O*/<%V77];6+]P<5V22N(N5G@E(P%U)V_IK:A/ MZ9"*J, ^26]KX25W:L=J[F/C>!O TNK<]4>!8"O$G@6\YASC62=!=5)',P68/B!RGZ,"DRG-
P%KC,"XO,52%Q>O&/[@< Z[:?SPAZ! M_W@(G):OJ4-ER5HE;7J.:,8L=:C(_=LK8J0:Q&-*UWYOD?L'L$@SO9[^ M[%+:\X"9&!APN$N"<"]I]:QX\&H\".^0D@7PYGD-3B[H6O!CG!_-
D6I$]:'# M%/<-N%J&)EEA9X_WPW##ZR"MU??5/\YWAR>WO4A]DEDYO,.:(^#1FNR%'^'P M-GR/>V(V(GI/-9GCJMC3RX]E\P=# M%R:IGVI-"O) B[^'MR'!XK5J!J<\IG+3,O/::V /)V:.
(]F(C)G501_R MH>>E@\^K5>+ULF+4FAW(?!^B2VO_(8NAD6/\F.SK'2E9T9_Y(!;_ZH*;^VJS M"@ZMI9[V8#_4@@%]@GV5.(8]H"40W?V7H=1%(M'.0J8O_(F_PG/!8?O0IDUB
MTITJW_?*X^:SVCYL8\B>'"G5 M"1FH JWJ+%0-U;4&_/J\9013">G$:HS'78IJX//-\+ZR]YI4/KH/5)Y2HZ; MR#[4[@NT6_X-XD8UI3)O=>ZV84GB[EGUR3,4N
K&.A_\,IB<1)94+D+"U&3NM;PY U+;5.CZZ M*<^(YWRE^KQWF,^-JVCQU!'J1D0\ZBM,R-8S_;8E:L&BG?:3_&B9M:O&&3\ MS*AUMH TI>,L+?YP/QY_=>K:\KBMK?95X4?
BJ+Y2_:$2UOQW,8NDBL*X"&VD MM>'OW]C[#_RKFT78W."VG2;!B,@%I M58SU*JLNQAMM?!.L"AS^C3)DZK@;?<30]M)TZ-AGR#F0S]:S=XI\KZN-RQS_U3" MEIQAK%P?
*;@WTLC,P>2;M/]XMGU)2Z.>H&0HF5&U6D5Y7N\,1S?O$:7^VD%I MME8M-9J<%6][]!UML34&&!_[["4.V4NT/ER'[B\NZY:VQ:'+A4SUC9?1:,>D M$:LT71MQOV&82:XZAP='7[A $
D MV6C=\'G$"JT?MBG6#U^]8/X\1+S+EIBZOVY8:3F?3]$><"4!8$P5V677V\|3<-DN*^KI\K+@Q.:^X' M,#JT82-)PH&4;]$*2@YZK[<\E^LF:TJ>;6S(-U ^O[&U7;^:.?Y"YU@"X6W
MM95&G:597X@4%Q_6!C$_5:S+@J:;B]G=LHF@)$Z]KNTMWUY0;2!-_)!7DN8R M^81"^H^.T_Q4T$YH?6=NF=_S:?*Q-0RP*$F32 X)HR F=)/ 'I^3$E*=EPD MU;Y$Z^0B?
N@1OM3JCS]M]5K[JDO7D6&E\^>7(O" +(M1@I__Q<#LOH@7F$O M^3_VC_Z!_](([_[^U(8(N[N9CCY./JU!B!J3SQ4(H-O.-#NZTS#,"X?8KR7*^UH7:@YK_\"<9 MKOGN7B-
2B<@46,\P?Q>MR$EGJXZ@X4Q=.\=0K.W6CZT<'*8+CSEM$6T^OJS_ M;%Y<455>\KZ[,DE(_6+P@>IY_XT?\; 6*,4:=QE1)@%DRQ_Z(9=BAGZ0BX:) M*K2ZT&0@'2N
V/_+=YZWK:Y7-)!60O6F[I$VC_M]T3W_ MQR9@NO'&1C'[L#1SV? M*:)R=A];VQ#$>T4?M&=Q&=.]R0WM]Y._0_GO=-7G!J6L;<6_X, MF-T#>4R1:G%S-8*Z7F[_7!G)(IUI6R+
4O/9I3H'Z]+_AS;_#7[?@]Z/@A M6FYR]^+GS&?J2[C8WNF[8Y5K&]E9ZX(6WJW5\)%W5E(.5=UR^*BA)3C+;2BJFW5X0-
M2=",^C*M:WMY/%+6JARRRQOF'XGN)O3LNL6*D@'S"A)P#*2FNN6J#SQC5Z>T MN6BZWXFF2W[K$1,,U]DL2W(N?BG3%G?+>PDROVO(K%T2JK4H.VQ<4V87YV8J
M3NL9H$T8)KKE]&)?+6.;0W7'2=.3NMWYVAW;N5^=AT2^KPBU%<['V MQ_I;1>!QHA9LKLPVS]#4#>Q\(UWA^5J8&#JBMTZ8L4U#R-F[6?^F[AIOE[Y MB*PV))['F,R5]!TE,W-
1N#M=P/[+DTE5A'#.C$X?SV?LN% 828$N*LZ6#=L>\GEZ*S=GB!S97>:G,YX1AU]O2"/TIM(M W<#3?BX MW#RG/[\.SES<0;(QRSKE?-
SXP52]R2@"]MGY=A/\C$W3V4LGFYSWR'[5[M]\)9A2=M&2![Q-BHP;0@K(8@5R%US;*Z!>L7V)3^+5-(#W$O7<6CNRJ^;O&% M^ .:V>TI0J[5U<7^J]
[]>JB%I_LKGUTDWI(/[F@EU7GX(N2GA3+L.<[JM55= M*'6O^W7)80".VPKQS643Z MQ/JH9=',!#.,_P27YF(DYW!#)4DYH47G&=:#^K\QN_KVT[QD!_^\;OJFE6YZ
MS^*MN#1VWA\N(-\&N-5(7)1LG>G%]YF'$M7*;IHO=+;">1]$G;XD7ZZV'W)OMI>J]*U]MKMY@S]"0?,*CZ,MV?\=Q;G>; MMIHW&0.\]2O 'WRD-W^_+X;B%YOO:<&O!K^^ J-
FJ;ZCF$A(C>ML0>]N=4, M.MP$H=!&^_D8X+H;S^;C876UX248OR^%QHTD^^$D7*LPZG1V%'WD5T[WMA] MPVBZ<'B/'=!\'2\"?BJU?;92"+9N\4CSJ'_'4O%FA;S9/OFI*)KE7J'U?
=V= M-EI#0]>NPG70C=WN&$$M(H<7]@SF U7AW3ZE4V.?D)F5,N#B\L"SSCZM_X30OHV!<(L%NP(S*R.'U&X$CY]$=OZT8^XB;Q MO.ZP^I/>->*@TFO70KE4*
[]5A[39VS#*,"1U$]W0 J+\.N 6B+-Y2-&&U@Q+ M:3B)P421. ?E"ZF@/9)-_=G&/@(,\%UA46BG@"Z1<;+!?TPRL,#KA7> M(W7#^)Q$"<>XEL-GIRJ!$K?H2/=,\TL*M^LJ,8!\5?N2*-
%M]*4'$I7'!9TP MV4N MW.!;I[L[S(>\R;'JI'^JC\P\:/&X0^FE*C;U'7(]9((UI?96SR]V*)XY5U92 MM%Y>Q1XFU@[J>W>K0W:^\(@>.JNY47H #RJM#B?:+*M*K%-ZB %XS*G[][H0 ML/,
Y6$;9QN1:Q?W'Y4=8:OI7_9,&?G91>3Y M/V/L!/@FR1H5PLIY*X'FK<_R,Z518??LY MR*H!$8$5ZA?:&*# &@-\S7>#^XO9N<[32N,[33CU7%QX88#%KK79OLROM'S?
MT(,)'UWE./3EBG)2.>(EHE)RUJNB,_(SF[R-17KL>';DC):\B4MU"\SR4T6B MZK)^.W*H-+!;H/!+B0G?OK(S!^T"OQ(@KG8")7EG9Y6G7-/?R&+"B7Q]V:TN M>]](IY]]RNO!C[8?
B]W0[OUS[?N>>1L>";>\H?;V28/R\B"I?JW]IHX=W0!Q M]&:S!W,5HG1$\/RGXC)4&F,1]C$/OZQAU7BOR\[G451) MLK6]S]NT"B[:_KB/SGJ.+EV=P3>ZCI!K\>C-N]S4)OKJF]3-;F[!
[H;#,2'5 M+?'-)-UHJQ'6M,$-EB8;%Q*0C0%+28H($=03&T=ZJ <2#:7 0-IG2)Z6C[+3,)54045D"'I7U MI'K],5H/!\5M.I<7"A79+L(B1W;7E)GKFZ9E+?33(LZZ\T3\;SX?^SQFF6(M
MX@WW*[U&4*#)F4ZZ%1(0%0VXM+Q0'O]\1X>UI^R3>J:?(.# MVOMX'<1)P2R1F8U.3O0@-W.#*AC$3"1JRU-.I4%;V$ M 7Q6'GO@^IT_Q;CUGM<:EZ3:-]5X^UD+
M[G$H'A!7.MX3)VA'AEHT+BB,77*+D=JHH0+6+7($JFH31R]U%/;MU8-05K7_ M(_LB_L!_VZ05G'Z<40&AXPVB=%#'NCDX_LH@;$:[=O[TM(VUHW%-0I5"QUO MO^,,^S417RQ%
(0AG;T@H!G]&Y'@=Q6]Y;6+#FA*W%[],^AN4-^W20=YR44T< M>L7KKW+F=@37UZ6>A>\5W(/%-3X1*^*\]9&YY]:F)WC21K877"T\Z.DNNQ1! M)$4N[M4TGTQI34?
^*8&@2:^R.^8@=*"\3A1D;]@RCP%@:-!(ZJ.ZJ N!M3TU MXT\=)SZ?SA=JGSCG;^DITPS0A5,'XN^3Q*?Y93%_UW+L)KY*\+6P9ISX533R/DGC9."R3R M^J!G(8B#<\'#]36Y
1';=,MMW5$6-G(.EM(^:Q7_N =/-\;68M M;4M@\P7$1<]';M!)TT!0K62D!&&79ZZ3OV+0OHEUA">YFLO\-I2;F=Z_NK"A MQ?
(.J9V.>/E#P9O3[,6G[:%8:-.W4_[8Q61]J7EK;CQJT^$5_1;*M8"+[>TU MT;$WAK/35JZ1!C.]AU/R#KVK3!C]R0_>W!E9$LMM#>J.4E\5$RV[Y;"B1[C MX,PM7[D+N5PHE]6*S
/U%N<6IKQ0TF_[:H0A&O[9U]VR*5+)&4:N_Z5IUD,F MW3@K\NP87V:LUV#.UOH0K)4)TW[DI'67B=K \\$I^:7A7+61H^>#5MW^2F:J
ME<)TB1NU5ASZWTJ&.#,/G(EYF'VBFE_O0AH!.6_UOKNG0.U7U[@N;@8KEM, M3JDEJ*-L;>.VZB8[ZJ:N/WFA95-'_4QV;FJF[P'H.^P6I+<"]3&,V3_?.URX
MO#Q^PS1PAB5&2TA#*M)Z",D\CY.Z<'YJ/1/Q5K7]'6C%>Q.J/'"$NL<3(Y!- MX7-(] REL +7^I9NHS,=U)AC%Z^+I6.P>LFO^7&VQ)-TNY?U-:\JU]X/8X,+ MS9%2>
[/K#VX.)64608\W8_^\I]4X4F%3\K:=LV?N=VW76-#I30S .Y/U*VDR MY#Y=VE7%]%<.&=&+H.5U#=8O1(-MZN7U1A%E[2*ISAA@,O$RNEF_=N1E1_ZC\&8NPG R-
_M!LBOH,9Y)NJ7%CTBYC M,YWM6V'I.D^N,N)1G;P>\4[CGZ:[QQ9>G)3 C36^->&_5@D$SRN31DXG^YB4 M-ZFC(>D6F3 Q::IM95=UU;5R!^)-'3XU>Q4GM2@]7F,T:1\)5J(UYF"
.9/D M13DDDM7 MO8.N:376\;!)7#[5+1KI[4Y\='3&N)?X3VH1';O[J M!\)O!9XD';F*OOZ1;+[39==^_@26F[&A%5^6?.,X9)._IJN2%AIQ)#%B59.1
MGRKNM)OS#T/1;JJ5K'\TBB:MZMP7L-;V7+L])LY-/4^KF(8'N. MK0E=6F0N,N$P]XU[^HMT%_>R]&P#J_./IZ=%E"QQY=QH20^9*,Z=BD#$!-?
6=T)7VG:1A@P,8@]IT/TX8NY!T7'^)5/IT0R*IXIV.. M[K7WAOY$+-O#NC*Q$NSGYQ"EN:"SUT48H T#M!:REPH[)]/]L+K%P!1E)*FC M+G3'E,9\75G1X.F0&=5PKF'Z @:@L?
*X4O'*YGF)6TVZ5V?(DR?>=SRT^"'"W MN)@_>-<_+HJ7""%1_.S#-)S=D9N.@.T6MG \+OWAMBCW#3;3ICMD_.Q+#:Z3 MU0,>V3G)[59';=OZI^^\ZFY

R)8Z_Y">A8Z[>E31'AUX]R%C-_V#TM8/C3ZVV-?Z2 M79R&[SXW;=)',)3I56/,?6O:&T\?%105!.K7&U-^_!:M%CK7++]E(\.7 ?[MQ@GC?RT0&2BNXHT779M%<_(JIOL/1Y55G"XYC#
M+6YB]HABW*3$_5U)FE+R;^UHMM%O.V3].&Q=NN2 ME$=:2_&ET87>8EKN%=@\1OCVYQTE/C= MF?"LX_SU#/\VQ>+8K0CY7AB1!M1U_6>-Y4)4J:V;-\|E"/%>MNVV#9=3:UU)
M>*?)1:>(9_BFY!V-G)9G/)%7A?%YQVUKY?=F MU4+,EZ.6(.$JH]6$O_MJVA_X3X#;)-C=Z%MW%\0%2%7#STTL1$!GZT?'2)3U MCW5:BD__&Y M1A#G^XYRED(,8-
Y_LN9IW@>>R!3J%1L04_RX_$2_"&O1>;^9H?H+-I DBY[U M5S?NB&8,9=C-3JYB #HC6;2W^-5S%N7A?'X;">I-RE%K]U@'$0S N.:=NU2U
M@21>M.XCL+HKZ7YT]LE]=.X_)E5HW#X+0FII>Z<$6,8OBGY@B=>$A^"K@L8# M[:<-(M&,$E\.B$LE:E+'_H9LSRX6/H>@)6JT>DF%HGT2<- F8_W\|_5WV)7K
MW]^M!K:JRM233SY^D%LN/\RW0,K(.?;]_>[#'(0[]MI&X]!'R>< MO)X+U[H29DF92[O#X^ZRU]]M6(Q?]*&#MA]G0&M9T.^M[,(@2\XCD$UL)-TO M8S+DS.?2'ULY0(R/D$8'_L
NVD%CC)A0EZ6+\AXW"/NI5*E8@#W1P'X^WEW M==%4&" B50$#P'] C[AU'4H2I]N,A\1TYI5HC?4$7:E0M5%GBG6/86ESYDGZ M4+8>$%')I-#EXYT:NA9W\[";.'0]%1B
K0,1B[UH2^RW.*%+;_O7R#O92&^5 M*U<_J10UU5JZ*V;;=GARKJ6@$L'7,=H2?LK"#-\^<> M. 9/8M,$RO=VGQ21OOM8:>XX+EUFOZL?&X(4X..05WZ5N25(TS;[8J=^V-,;
M[*&3'C3/ 8]FO.O".OF$)T.V/1WLT!9;(1X=:O#P3L:>UTG=G<3'6EM:IN$Q M'XAK^QP\+L*B5]]KSE",)3\?F74*6M2=X>XG'30=>0584R=_MVEH+
<5_$/K&D$=53$'CCFC+1BS_'"\,I?V%YO%S#X@QN;[:>1<#;'W/ML !Q3EY\E+%I>.6[8\9)KT=!HIP5W5!T_< M6^[E%!I8NIQNWE&XL_W*=1,EHSJ" 9;]NC3H]PQT
%8#UJ/TO7E!KNTH642 MZD_##\C?ZI5!#MBG,4 -],.7ZVPS*E,(U3@W'CH5Y#50N]8-N_6*^@'S0CR" MV]'X0*@?."Y>JH+3";B":4\0Y!L:*=(]//74C2PPLSQVNT)V2_;^)P_Y@B!
MP7T&'#%2G*Z[^'L8X'BD8XMIF.\]4^B(8DI4-6JB9_]R9X\7H]K5X-<^M1O> M>FC)>.@%5JM]Z<>%S%-7T,0MX%:N)#N*ER6F\X>0!J='[?(D7?$8M7F++./- MS6;F/;SGQ@#?I.#^%
(,>)KZ_]XQH?%?R3@GV"0O?28,MYGRPKBL@G>#E'U8- M7W@-T=U9^[WGK__WP*G2#:R=: =MM80J$6)1]>L#4/LSIN,JBEE(WSNQ?0C
M!W6YN&Y7G)SQU2:J'U^(A[WUH+>UT&&UHFZT98E2?,O_]+7]=*?:/EK MAF4Y5?K$Y&2!PO*G(]4-*[VR.1LWZ<>"\9^JG%$]]3U]+EL0^+QAD*;3M@0M M3Z?
H,_S.6A47\8YFW9*I/Z7_-1 NLFP7,1-]6J1YT-'D*8H#< M,VTE57V]-F?<)OK.;\@LW#8;C7<:O7WZP1W*,O]7^%7#=
M.>U[K$'A"C*I#O-..*'9[N5MD9(!5%SM3W(K62;+W7NG5LG%XH/BTN5,EXV- MS7UV:CV-9[(&)"\;!:@=.'6\0N:=O4F\J'+:#K?ZBO493+>Z;%AC6-@6*[+6 MOMR ;^>Z-
PC&D+0O(H(P@&&<0,5W1O+$*KWL#3G=]A3?2PI,49%6J)GTDUQJ M3SNP720P72WF?38QT6'#+N&D/*!D3+DY49SUY;)01T/#U@UF M\I>]O7J3?F32J)6MU%%?OAIQ,Y-
*078)>821"Y; M955]?3:K&T_M#[(@4 \ M8G[_>8P_\(\(7!F=.9G>WOD2YJ;_(C5"^OYY@+JJ))WY G% O,$AW[EXTS-% M]X//M]^A1.&;1W"!T3I:1,(C]L'U;?NK&"!FM+[&J-T!),<_+X
M'/W :36G_XP@.@)6]-//WV&(K(,/.XF#M?2MJ)SS^VH*KS"N>NOBWJ5< M2,/%P]E[E4)&T@#+V6B]7OI4Q]RFB]A+&):?5$=GCVBQ A,':^/D8)E=->%]%Y2*A9>*69K&D):<>J'6'_IQ$
M$;R6?!,A*+?/0%%=/NX8PM%M! [/WI$H73Z?_;YMK6P6V63[U1:RFMQ%?YZ] MB;AE\#J?TNYK2J0Y*9O4H]%#W>[^*6DF'OB, EDN<18?X3B9F,9[55B$5:!B
M*=NPDEK^75*.QZ6$PUV2I/E_FE&1?Y2KEF]AF40SXLR3<4V;)/G,FJ6S/FX3 M859MP]@PZF)J6@3^+2==<%4JZ9M+DXGGX^C](F)[_)P*J)"^#XWK>.<:8)F2K ZG"S7^7]
MO^#2M6HANQ?/4<.T@4@K?.*BP,[M09QWT8=T>5;.,C*$,'*YGW=E\7M+N3_PKP$WYA]6\HP4D?(8(-(]]R^E=T;K MK/]"%W^5U <0T ,*X@#\%<)^;\XRA<-:]PWU4&!YN3TZ<^
3U'.R?.SKWN)\ MP] CW='2JX*9-^QL%U$JJ0_0I^5V597:G7B6^RJ$&/CPJT+N:A007!%A0+/>$6:9UHY?AMUASUCR[&RJF= M.SXD3](2E'4%:=\4DKW("08 M2Z#9C!=\
('LQ*%+3V**,!^&_O\T76UY=(=\=2N-*$DEVD^!B)LW'^4C&:_)" M MI^X8T!GE="CEYIEK!UJD;]'_:^.ZZI;5MW*2HJ"M($5(A2I(,B"-("(EU$ M>@>_N/[X?
K"0S:ZV9N<;XOCG"&.=4\OZD^NVCP2*;,ZW5@W2(!?2!@L1UOF M" O3E1?!#H0?X!_6/82V(#\<_6C1][G_)23 U5M\WDWJ"F@1HK_\TN?!)^O1 M^P=WSX%:Y[S]+
(5R9&5RV&MH1]5D:4__;WG>\V>>A9]4_J%>/A!FN'TE8C4) MLI\G:G+9/6ANVQ6?7GV1@R0F1JI>]23T8;,"/9M7'NN3;&>!/0>)=7O_E)3B M@*SW: ^.QR5(?O,D)
(Q!&"ZQ*B%YE1+8:P/CM<"*P=.UH5)-4!JL^%;PN@7 MU1T<)/"P)J/%2BPE)*> 7M#VN@\E^<%^#!Q?9I+^&@#H20"W?X-!_CO^6P8B M\@(:D@=[LA[ZTJ^SP(9
M#)H:)]5*\O]&_,XO<9Z?GW>=-V%Q4ROH#(M/Q*$..P/[ER6$M(;_^3,W J;2 MJ\J#=@9L#4)&%&[+13ZR#__T+ "M\];:6&RH_JI'[E)C BKA4#;HL4&'9S0'
MC*,3M]"FM1$0^4'T(;GUN)-A0=56['_9<-5_S2_#,D]7QM?4F;$EO[.*+7R> M$N_MAD@F):]1R"'AG4Z=GP$M#1S^_"D_V,J56U%26ZW.>^ M4Q/(!W,.
(&NF\U]V^4$]M5&*_CWW=K]O0JKKE[9[E6;KZ93ST$O-PL9"2),[MX_85@P7(D%DS2:>,T6>6]:J9+W+JC2V+GNB/[F,XTDO^.=O3?L?_.'"WUXNA M58]5I8*;[_L7]=2&-
'8,]&^H4/KY71=I<*Q\7H3\@52PL(.K&X/&[1=D:K<*VF D12/4D5[XK I("WSSK&SPS23[> MY,=4/,!+NEE@=J&&?FI2#U;%"F^MU3@)HS\>/PFCWY$^";OE.]I6B8'_Y0?
MJ,-4HN[5+!A=SBG@(Q)JIW^\5/QO"DT=NBMC!M\=';ED+]GH3?:/T9&<+J_H'I>;B5>18GTB%VK>K*P,873RT>[-VDSL
]'XQL12["6.9%P:A[Z,B1+=SV.GK(FPXTHON_\OU_>_XAR$>-M?PE@"4[IWW MD;%CLG1J[\R8ET_NZ@%%3IDOW&L,^Y^ MOV]*7\76\=KW,^W][1'][\.O0"[N\ =!+K%M3T?L1SP\
(I,UOQ6@Z@9:(]ET M!/>_TJ#>5.;:7]!Y#B[#V;@C 6ZJ9JP(PDH_Z1/,:G?3.UVMZZZ!.2D"(ZP M[I=UJG!W.RF:??-?W3D7.;(+^6Z55D3/SFI"Z8=*:I+.DE0) H:&,M8.;"W-
M.31WN11PE7I&)5)43T]^^,VJOZ>:=H<]/V;LH*X!?0B<0@,:Q MW&G=>NE975UL,2(-'UQFKF84P<"7EXPL"%%1RTUZW-_/!/;;MS::3[*Y%ZZ9% M7+DE$R,G267__OZ4W_'/!5XTZ.(
$BPD6&[+55G-RY2U&6WM@T(M6>(?YLC61?&I&9380!=NHP,RY.&\?)G@]58 IY!+[:,88B']N<:+[CU%'XEF M=O?>K9'/U]50H$[/XBIJS##M!R$ M2;Q03]YH4A)>OSXK$:,P4 :
=#+T>?P[O<8H^UA\1K M8H5O-D\C:0- 3=:]F&XEHIIW8X9DYZEAA2M :T*;_#<(0'TJ9%GH MN?B%-(3N"\AA)G@@K%_:9JL(2@"H$M&"J0]6!Y<(P//<+103&M=YW1&/,L?3
M#K,'N)Q9R0K8C^W=SR.;*: 5M8Z;AEH>]??*'\E$5^C=N(>5&1X/]._V"_E! M /IRZ5";E3^:OG[$KQN!1?>>]Y=^ O,EOFA0H($H)?,4L+1VZNHPWF\]QW%0 M2@#>2\2J+HH7U-K-
GA,W#CRXDH56AS0JS^HIJKF_4EPOHECF'AG6.DP\%+>BY^[@A9J"8_ GJ&*=[L92$;TV:X;M+8!P.-">/ M9<:S$@#X P*PM4P
KA'/B.FJ(1W.F$R1)P#G&T+!2SV08PRX%8:6Q2H2I;@S M48KWXX768GC@SH^!]JT/+*)@AH;C M?;<:MDKP@I#__%]H[;W:?O"H9'Y-23N^99;X /'LFQRO+).V?%W"L_M D/HG
MU]SVSM>D.T6.OU8[2_)%3EMN UH]PKEYU=TW_1"FNXOC'EG.&$."6A-Z<'Q/5]S D"B@6@VT@0EC'3A:(/QW<;^8W9A<[ZQ)>:?S31P M7'1]+L"8T;PPD<7P9E,_"=X.(\;!L-
G(JO57AE&VY4*(\>6D%Q;(.4,+%P MC%UA,I8_K=[Y\]=[N'[8PE-P@"#IVK-3K0+%E?A2YW[\T_D";.LC".5Z"&XA ML)$ 5'\E ('ZL%GR*7%R WP5#CDH8VB^-ET*3B(.X'I$U(6S58U)0
Z+B[M-6S1@OO4CN- #49A*/2T%*3.;06_QXL[E:>&SI*)V5Q]"CLL;NBI^B%Y_9'J MYKZ\R6$:*0::Q][DG89'/ ULF'H(;HW4Y\]V'C$B'Y.P5$YD,LZT:CZ@YH,D
M&T3J+C!$RCJN9@DM1ON(#P^RW2Y]YT7Z#**F.;^MW7"A8XRTS246T@I[KK)Q M\Z#L*DK"!KH#7M^B^8%K+V-MP^Z\D)QNM 97B*L\[YR8^@Q>*K8D]I?(V/
M[V!:*A[OCW%WF*&F:D!3"0R0Z1#(8ZWE>I9I!&:-F_BQD[!) 6MQ\0[=#TQ1 MLJ_ZL JO"4#AH(7J(=ME[->\;:Q4?^;Q["+_X1SI$?73Y6X73NW/F&0MV@A2
MZ!XWK"J[&;R6RHG]6D#/G[\)&3*2YH,L);UIB)4),T@?BOD11Y0MLK\Q_^;[M+TQ#Z"?HBN1-E5GOH*(BRS#%B$K&2_,0:F\OBN;=/O0;U&D'Z@FAB#!Q_<=V M7Y=>@*IS<
AGL="Z^:G^9*^C7ZV_WAB*PO+D%^V'S3&R! ML$XN#&C96Z##2 M[6YDV'1^/XIH"$2!%.B2?:U#VK@%;U-/4^G=&$P2Q4@17STKN>QG^)XU'$.! M*J#EK
^R+Z73J$NO35]J$]WXWNPL#TBDAT,,$Q#S'HFZQ]^SGT3@=KZ!C;E5 M\QI*URWWW^-IG8YD7#Z:8Q01?@SJ*[<4=TJ3?5?#?94P/AP_]U&&T M^\EHX_=>F+H MB8P7
!VX9>/E2F]M2P9<%380_^3N:8"A-**E)<^?5A_FX NRD&3L3VWM%D!& M!F9<@NC7T1;4@E:?0<&'5R@6U/N?CGO'I<>U$^V)S#_&$%/RL@IS,B?T&"S> M=GQ0-
!>Q&L^MAC^58EDQ=OPY#57!%? 'UCXS+QVQR[Q#AJBYL4[^8/W3/FE: M+_U/K59RQ=+;Z_L23^KM3O*,^9[D&3.$8^YS891^_W^0+Y)ROB^_9'-82TH2;$L\1 #5O
M)_A6H,,R=TEZ@5;"JDPF:=]N5?WU27Y,Q$,ZXA=>)/*!$1<\"9*YISTM$5_5 M08H/A.[K0EZ,LDU5MV]WT M[/L,"(//M=9<&U&TR/X@6;]O(7*KQ#9Q-
*]@6=>Y7PCD5F:,>R4=90P7(&& MO1@]EGV+(@#(^Q18E-'EMJ]VZ2C!+L&B?[[H"ZSXD+Q4^G=EP=T_Q%#C3 M40=T>3S&+H=DN5@>-@1:T1.6)!GYV1M_XQZ1
(O/DQ#]8PM33\R8] 97P:Q7 M >T\"*5A-;UWY8W\<0NXL6#<8]<@X+1\T$_(H,(V!#7Q='LKHW+D-MA:=U^) M.[,'47YM69PTE>?[C+F!D1TK
SU.=CUS4$)&6CFXT5\'5B_>R!A\AK7%^][MJ>GI_JM3*\+CO32=:]>#0)G*>O\'+!(JQ+;.(MX&U+7@+@$VG[H0$=9LNDW3J@"+-\OV'2&0U1JAQ\7_Y(Z9-YC9A-T.+.6+?P
MQ(3L10S1U21[/D>&"VTH8BL_W[5?82Q^AO>!CT1/-WKA<]@3><@3J[^[H,$A M8.$5_6,R'_M6L&[].QTQ@UY&J_(JRDZV3O)^=M#'%N=#.&4AG+FG@R/X,--L M:8<>7V;3.]-L?
MG7KWOU72%8 T_;IX=6?E3\39DF*ABELHL/AA$5*.R#?FDM M3,+7O3FAZ3W4.^<>]FJ'/-Z?R];AK"VRH%Y7FW$B/N6)ZD\!VV$U*L'ST-R, M5+77G$.^9M,7O_@:@4,G?
F[X7<_^5CMT85]7 Y1# "Z.EVT_";;SMTMP [7< MB\%K)1' M9^\!WK7!;Q.?'?AG,GVNW_8(]HU\V\T"@U"6@8-6!JN/I8$:5 M" +0SVZ"^P
)!%7%O_/#2%HZGNVB4SN*VY7G@GC=OP2^JXZ,ZIV!7;$6\"P: M[W(<4-;YCGN XS)095A+\#YR5F(G^Z;\=MY/'-03_) D%7RR)8F%*WNZ3"8 MHJA:#7DW2LLW-
B5[LV>2$&>5.W\%$EKW/Z1#+L!H*+W_> MP9&>^N7OC-33W&$A=KSSE96QS$%"/)M+IZ0V53Q(FRE"J#U29O)?ZLT.F-N3 MRCP -4]-
!:#$]S#G=,U3[MWH_Q3BE9=]$W\N#V*QTK!'44H &KCQM'77HCX? M)=3<02BYTG&YR7\OU1DQ^2'J@"/9 &]U$*4WZ,\/7'&^$,XV7 H!^'!T'WH(M"W.[ZH:_("!M?4;UX$/K?
#CGUH1. %+K6OV(^,@#;O4#]863K9$%CQ_^Q^KR M'BQ N\\0'8FSOQ6I=?7CZ4>73DW5EVW\XI1.VBU<3@M%/^3/KS8E+'TO*YF! M4YN@#;0,UNC:Q97)0'%:>^"^ \1G2+'+-
(9T##(=2S08X#_:)DS9[.DMOKY MG,Z5&1'L(VLZZ\O)O\[:+JYXW7P-_^!J^>_X1=%#"BV4?4RFO3R\YP.DD\//'.[>GI 9:O/SKA:#JT M6=X/#V7#X?
G=SW*A)C&\G5=49X9&5@/+$HL"$+XW"UV\8,W*5M]5)(<7P;L# M&F40OJR]PA=+S?KX*OZ8&R6,TSNMPPIX0W@STC3+@^1Q69.QV.3W9;]'V&!P M@:+A?KZ-
V6GWN(>6RM*VYK44BKUUZH"^+ M5%7.NC80OJY./=N@,.H8B"#5UN\,<@0](%HWFL M,I-#+N8**$KD;?A"Y,I1Y '>GR9A$Y./GB99Y*PW3=P -=:2SH!?\UF@@]TP M^?0PZ?
=;9U[MSJ^W9<^Y^<:/U&2/*"4VR# T3?4=0(*GKIJ<]Q#M5>$Z.T@A MNA+L:8!8:,2==:51,U0IW^R.)I)/FM?_S-OC*IM*?NZ7:+]A]L%MZG74GD1N M-
PW[,YLE%LCV\>/*3GU%WKP#AJF&J*7]0K/CKYCA,,]W7!.Y24&!7YJVQ?%Z M"*WT\@C/#(:G;VMA;*4H[;J,SOE.GDBZ?&$E11"<9;CN=7"S**XXO-F[#9/
M=T$6PN'/;CAY\S&.+^53GY;9QUP3%-A=/A72TUM;XDNZOJ-R>?)>H:)0@ M]"8?W: R("P'VA!FP>L]\@(Y]T' -K.N,+I5KZ&&%Z44#B3)>31Z? 1_0&6 M=$U'T &8-+)+U'"VHUSJ,+8
]_DU*$VJJ>ED][CKJ[M]#M^0:<;TU/'_2.<+ M62(]6_G >&,S9-71$,\G:ZJR*G9@;"[AO?@RV#]+<&-VVU*P9W%%0IO5IOB M")6;3;(ZV)3\T7Z:FHGN^KN-8V]>'>JK-
SD#J13YPB^*P&^.)0._5:^_V*% M-=__-\G)EYZR>%WWL)LY_?@P7QE!N6^@V_#3 4]SJD]+L4R,0X!I1D",\SN. M.[JROJH:7/]QU,N29"=W[]20XJR8[R5#A:@U:M]#/$?HL@C /MYIZ'
F"1; M9>\565AK!LS(PR).88.W?_'9CD#.V?%33KY/ -#K_ 0.$E(UWWN10 3QC.$ES:E2V8%2Y+?D+1H2% !3H9,0]T'&Q+ZS/=>)^D\4* MH[:/^'%]^,EEP'U(A]L.,=GTAN^VB1_%DD&
<5UG!S5L0R6XAM6PNKT_F\1 M6&-NDT(W4&;7+?0ETIP \)H=&:#6(==^I"?8V;R=32@1;]+>9DI[_O&EKE'S M@\:(0C Y 0A>>&J=7MM3ZBZP/=VH7/U5??/Z]K]6+7/MF+JG#YY
02 Y_E, WG;=D'N[F7+ MK\@QOY5UWA##)& RRH:)Y[5 M:QE++UK9TY(0TRP9MGM[X)P?.N&NL2QO4Z4K9,?0E^"5F@[EO,21GL@:>DF5 MIS#GVNFNKE>)^*'[^ M,:(3T#FU_+<-
]<^[K;L*1Z#[$+3T'NCH '*,F9[3LI<$6:O[F\8M7MW8/0>*8L#9IHC+ M!]CWK"W@'T_I,7%RYX'A6)*N[$*$^O;53*O\@\AX*S%^(HF/(@#7%N:A"A96 M"W**-#.Q0>-;PEVH!"C?
P3PG!$ (A] 6/'UYGCRP)F^*].>RAKTMUO M_FZ/IAZ/V6EOZ(MLPV@?$GN/217GU8:S?8.P>:^9_>F8B=%:9,3.7;*@7Z@& M=&7%T>::3[J"B3_%E-QFOABEOM NQ=M:
]\9WJ>&X]1L-3]5[54[F0G 0S'0 MBHG<KIVJ\58P'I,^3*?RA=8G.+0#KYS8VMZ962&5-A"5@EZ<7T(M!8I('^PK;$&OK M8?Y-Q8WJ4//A.R9UDF\0YV5PLA>K8]LEVQL*V= [N1D
A:G!@U9XS>4N&C:M M757[5N.(F4GPHW#?%-Y!RJ"/1^9XDE'M,AH=,;N:DDS66"*-H0GZ/RTI][= M&Y5CZS@60UO/&I\F$8]5D2FP:148B=L(6F&)G&JLZ@"B/1>JWGV_%V\^,>3R
MU\WQ-8Q?#6\]2V57D1KK934JN*"%)T*(H2*\V]XF48GJ!_0RSR\C?0,7_JUM Q MB%*2&1S"YLNO'!6C+!/L^*V2Z)N?[S%BX YB")G+00N'2U5+9D6&4_,GL:$U
M,/&RSZ)M>7HU7S3U^DKN?B5Y-8\3CC@RYS$P 28NMK1R^@2P7!6G;N M18,R5Y:G.IU7'=#*X@].DE7%$H W1-/YAVQ5OVK2MGIWTP&7QM1'OFY-J;O(I>&
[2LZ1_^G$F[7H(EA!O[6Z[2Q^.W4;UE7C L6\J-DW1?2@3@:SL!:*V4,%&J&'$Y+*UD])0G>6_?K -; MO4^]$K_S8X*/-7PN\JT;RRCRQT)E]B+GL;QU 19+ +J.DNPXG_&D(DAQNAAG
M/%4O.:3O6R;DIP7D#]G$?O'U]7KI=2;9;57?_J&.I_&5DV@Z?F@4.3Y;L)^2 M,<7(+1[\YWH4HH =V@Z=/VM)W/&Z&S2T?S"!'?J=GR80RU;+MF) M,O*YL/']R,)D^407P=.3TC_EMS"
(U&2L3E(;%*'(XZ^F976P!J)OXN;M5YN* M:#-,[J"53W35\-GN(@&#^C,GJHI_CZ4('[MG'UHPB@Y6#GLZN$#U$'O%;T?8
MU704BD+1NRM.OO06\7F8FW\H:)4.71)]^"^?,/IW!3=UBVA?OXN[B\/>1XC[M^3V)WAD\S6Q2\KM,-EHW9S]AU-T7OK<['I]J:A\<:E!(4K7"**2?[ML^)1:F"PJARX3ULU0)
R;_6RNTMFP;,'MQH6,O8!3.32]CY"O1 :K8ED?6+C MZ HJC3]9-%\4]?^M;B;')K[!K-C29#]B)PLY4HB\-_N@PJCMO#BS)0J,3Y.B M;XY69&?=%WS_1UM.Q^O2F=
<>_B[U.2D##ZF05G^&FQS]"%XX?B0:)HK[(>6(@_36 2]>Z[X^I_CS8H7S9R-]YMKVW/QQZ0D* MH=MA0**:G$/5E5UZN#V\P-K6V3=#H>+#)=)WE'O?4B_9YI&%"RM!>R^.2Z7A.,
<%O2L3>]-XV#T,6X4J8>8IZ<-1@T-&W?E CI5 M:[ND: U/*P 6*:^U>Q!.<=NW$U^^"@%[R#NOX*S'Q.^.ZW7G*%5QOGM- .#& M'*<_Z3-B\VHZSH/'1<"Q,JZ?)_4B!A\])
>3IP5UP*'NP*G+ ^T1$BV\|9> M%)3XT!4:3[['K9=+9),P0WWJ=3]BTQ][1PYXS7[\0Q]=]P/5W>VQ,\1&.]6W M5NO_-(M*CV4UJ?UT!\M=*T\.7>M_S?R:\;>2^-*__EV"5F:'ZP*9I[/717Z
MKKXP?YWJRMI'FN31UIB7E9^0# TL6Q.$['9.0$JP]YH'1.]6'2GUYP(:(8N& M? IYF3DTKU9O7LRRG+I[!%\P=CO%"@BH>/O!;BYSD0KC:Z0?H7^RB;. MFS
O.^.1B\GZ\PB54:QC[YJF;7L>[87*PO#-MU7I\%>%PK/GHMF_P-0CY#^> M^G%K_Z$'%K9;V)%:7V8P3A:FT_K#W&)I0D>.E&I[-&38B*D^^;&C"ZV7P&<, MWI?B7CN*TW$E5@GC#
< M^75(IO.>^GO-V(]J,6'5_T0A_JCD"GY7-4V6EG=R M\GWL;ZJ\"/QDF&PCNK5Q5K%4P8?LDB"C#X=PPB $6#VIWH$598$ M@+EE^O@D4/SS! 'XC/:[@*FK&IU^
I]Y4D+4[F9;N%T"4#SD19W?8%7LO-,5 M##+9Q6:?XB4 ?7L,2\N'EQ<0@]C%S"'(O%$Q!C9O<]GZK8J#1?#"FW-^65A\ MF60&\00;\4,0%BGZ?J7MCN+65ZM.EUV0=%$M69<5F4]
[/KTI"5_"W-PQBDZ[JS^"]I)*\4#2BJ6-+=JEZ2MX)OE9 M#A.-04KS836_Y\M\P#ID; _\9B,R7#"-8]6#&I;2[.G196:G'U#'GF MNSIR]%SR3V4%ZF):?F$YB+BZ5TJU>J
6]6XP'=X2Z.WJX0?G"% O^[7:6&. MOF(]P3U7F0:V5NW'!P]NXZK85XG$ Q$G^8="CBOY6+&7VRT\ PHM[^^J?9UW MR3OL%8H(4293'Z6_[L5>+YHPY_-#^-SN=9:T;A?]'C+%P 2-
RN] 7/&VL2='6W);-;J$.'C$W@<<7;GI% M-G1I"WD*K8@*W6#KV\P44K^H0#Q_>TGS_EO*-7=49)CS35# M4SML@>/,&7S M39]B:BA:0G/+,&4TPR+3Q6"Q/'M/@THU6=JT#W^^9*
(C_5?F@W3 QLG;>*\HTL+G? M*'VYD52:.?8917;>>VB:)M=K@!YPRT10;J5MYHT__>/TX;_>)OU/ U=AQ@O^ M_"G^V=7@ON%<#I+7+E83&?X,3\Y+Y'!GC[C RT@< =PV2(!([2
1SF>N*-ST M%PV0ND!D3F?"!/,H0Y\[,JR^B:2845%D8J>X7GQGN>.5['THX%RCL# 9=G=5 M=S[!686[M:BTL+V.INBF'RTC#:
9Y*E_BUII\6X_V0V*QHP_/M4\|KZN%SV]T*@5"PH&CXYC670Q<.V8N^01MWO;R_/J8O(?MSAK> MLBAZEI9'GK4\#BX9G-HO2[MM.4JWYVWK78.ZW*I4G)QZPYD K';K(5W:UQ,X
M>?OR']]/43QJ .VV/)?E;N+J9&C*:1<:'EMUT\^LB'(N,@IBN/$3E(90OG!- M*$"I5=.I.MHE4XH*PA6AFKSD6 M=/&I+EZD;4>H=ZA"F,IH0GP@J034.9:. -
;:C&O'R@ZM9JC^&%2[F)%OZ:C/1Z+6]_MS^!>]@:E97/71PO&7E2 KGH%,=#"W&=&+=@*DIHAU9X@G VP:)6'O":[4>_^ MT A2"[^3RWKEE5??KU:0!:_&T[$?WJDY?M.V)'5E(+?
DB]:9HF5@S4![ZL;' M;:3 ^;9#G1@\;95MUK@>;**5Q-W\.S@",%O!D$BRUG8@K-HT]O<* RG-I4+2 M-"\!I*>3?QNZ^VO\+;/U[3E4X;9'IESD([/"\#N:D:E0S&;M\2RHJ1TK2[;J
M9<;CE+J6<=VMZ#EN;(+/I""J=:1A1] M7L8E6I9LYH_&'Q=@4/8$3:C0Q.8W3:^8@6H'M#:>CP"D\C09?%++QR2DL>@-$H(T5J#<<:>>$X"&4 +0HD8
+DZW3.^=CS/F30>RXE#=KFPBA!5:\+ M9RA*M#*_^<3,/I.;OA='<=YCM;AY)N:RW,6^UH%S9 M49Q$.5)I1])Z4)$=AXGAK>M5O;,-0Q^ ,WWJQ3BR8Q#2QA+QJFC2FJ"N9Y^R
MA]U\ITW0[$:RS%^>7_IT14Z:<<6V4>+I]]9[+7\8G6\#ST0#-Z*]==@1'E,# M+4R7)>(6ESZC.MCGIK<+P^]3E=_V>9_A?N3U =D\D,9D$]DFX\N[*\M6'F5C MOT_-
M!>J>SDOR>$!2SB\;1A_2,['E.8^'.AZS"% M=VB3C\V:S?MQR=UY])HQTL0\H"F_3$2N1]4=XP5Z8)R%W'A@Q%:,KX;__WUL MU$#L8^>_V,?
R6&X(':3OJLDQ&H[5\N66!1$_"GJ:-0EG7ZV6P(=Z'T@H_2C8 MO!\|VLQ$(?,M5VC:QY2HG^8) #(?,E)Y;<_Z>\=%U9S%8>C;"1VI=.C>5C"(MG#RWWU:TZY%N0#69&VB- (R!UPD
.$L]4V$0)NB?_$ SGD=FIJTI(+=4OZ>$ M\NK-3?_)8 P!.(=@WM7D./##[.U . .L$'\>S$5. 2 %V@Z7#>!5 MXAFKIPJJ.4C@DO0,LULP#%&4(S/PE#",#P%H-\%Y+7.D7F+;[C+?FJC"\'%Y
M8"4LX!X=!$"[;:? AN-TOK[=>[#3F#@FJA)?9@6<(U7ZOW^/%)+HX.T=,.5# M3,J',*;DYGAD&I;BI0=/D>*97IKL_O9PK?Z@BU%#E"9&2+B/#-H3 M%)+FJ_I8%J8E>Q2?6DE21
!L^_"DY6)?1E-,G+QOT.?S"S=<[B7_==3$>\'E M3P'&I5!-JWGE3R>$4^:2/_[:OLI ;6 /NCML30(C:))S%RT5F(&R\/LM. M3D0&X_5@L9!;+99$SJ:YTICD^2S:6/[2JE+&8F*-A/#?#HE
\#-@M4]"]6ZF M0[G?KYW*3?4,T(T2YU-<]RC@[,CWE))K^-RU/UQ\LCU?I[Y;G_PJX_=%EWH6C M:$6+_DOMUYY5"'Q+7F&B>.QTSC%&Z_RNXJ./G7%\|MZR/E;(>)5;484O^)XH
M,Y"KZ >8C-@YSML@^\V/X\G!!6Z^B@3@[O?]X='C<] CL\Y9G7 >>OK]SE MSX"Z"3[L$QI>@3"Z?KA8F)FE/YGE%O(A$0,;*(DC3Q]7GPO[?-AWV,'=6VH2 M[G=U^&)F5XGU0 J2;(<
3,NP[+:XNU6X(;_P',13JI*Y>"0)P)NUJ=YFH%C2 M[X777U61I=&D^>L43L5=(2I%7E.6@:<-N BXTK;:FM!@.=/C9" 'W^/Q>F,4 M]^"'|5MKAE=S4(L;G7RQ&2U7U@\%Z,""'7-
'(_UIZ@8L##I9C#\V:72Z=*9I ML>8^JE@5R9Z&R8I0G?U6B'X3O&6*M>I!HO%0(G[*$,)BP$.#*:$+ASWR=9;U M<7.MTXM\DN6EFE/I@,HQ0UVMNL"D79)]&USC-
(<9]E4\I$/JF*]AN!>454/J M^4INMB",RL64&J4) (S$Z'XRJJG9[1/9N+?8T-;[NQ6+(C@NMH#L2 M@>FU30KHZ51C6A6EL255Y^&BQ:S%!SCN/L$Z!^61U-W2SF/O3UL+(JR^\FIH
MI/A*#XA*.$)!=>8YYN_N!:FJH?X>M>TFW76\(B\?PGZZ]K M(HU_LC0)W.6"Z)_.!6+QC:- MZ"&,O"1GPYO>-,(\ .]5V3M% "R\W#&N&[%_LIW*LH9G'J2;^4HP^QBO?R25&
MGE/\^KTP;-82^]I($E]#@3NC17$6TKZ5#D'.GX1SON#-M3YB>A1]$.$95/5S M^HJ'2TR.=8SL%?#:>X=P O UF%99"2FD0C[7.\B_5!;3$(Z[S M,#+M?3A16162-4]?$)= D";*^/-

5^M&^X);DRN-/BU$2?$B/>#O"|IPC M_AIZ08 FH-G-3';E(,\TB&E!%-0$4MJ?!!D/8*6M^$IK1@O-M|[LU#>}{@B)\ M:F;GS]M(D@\-
]&';9V7Y:.:+NRQ0Z)KF"E#H'794WF%'V>VM5=EG&L.O/'&&[SFYF\)P#U=?49,%/C M&COGLPNUfE<'6?O;A5FCOCPW79=]}8?,Y_(N7'(V*(M2-=D7NO\Y477KULDV M!@;6@}2SN8?
(@P2[C$D3PQ;'TY=*Hf\\!8ON-M#[F X*;K"E0*G5ZAC.24&< M&3"P6K\D;V3P6CW;.,%;9_2!""^T!Q%!1[H9'],%>$=EB9C'-U3U[(\+%[^G!* MPZQ#Y%6WE@VLA.U!#BG(.HDVW)]I
+G6'T;GY\]N/G7@'[,fKY]!MEA:O^[!MYE4U1/Y]4=.; M;>X6^+#_*^ZRMQ?S{VA4>CK'5RUZ0",OP>-{0[!,.KT"?YC&V\'Z*QX/OV*P MO.^(5:-GS2#2;Y3G0&3+HI:O)[.*^]>?N98Y%;
[C^^DKW6I;7>@P2XH-N;.$ M\P+OY&>H.R74",6*R/&U"\G5P7Y&QF>M:B=T3.N.&YWU0"T]0D12/([D;N,> M]SL-;2LOPV--ON?U-]>H6*#=+(C9X[GX %;0\']-T-
A**G"%!!=MIVF^G3 M@BL!DC&YJO.3T3./PH['"*3'(0C7CEI;.D5UL')\%?)=)UI8:IVF6I3_9@LH-.M$)\V:=-MU;B9(QUV!V?7K(E0N\6$*1=Q@;MR&FB='ZXJZ."O>!!*l.X0#W4O
M2UA(O2+1K("C^0>$'3Z)%O-EY8OP3+.F0FI*"%8 MVU$?H;ENDA:%/%,/JOE(NQ='K"#IZ>UN'QR*Y%OGSSHG;HI-]BX-V26YKD0]-M.85O^RLC59KN$<-S+W0TWG6\DBI{#.
[2P)OS@B26>X61OOV+W:@*'1E9WX(?"]@* +HL,].AR2POXW*2#$IG39?"WK M/[W-TB^/A-ML.]#Z/$+6:F\P-A, RV+V,-T+%V ',&TLA&LY,SA9Q4V.UO%* MUN?U S
UUJ3/1>+@@/3X"]X,U(?FM;WOWY]W%KU=;SNAF&BK]*1)SAM6LT1$?,;5#M'_,< M>&R#1!D08* M.9'%2><|?/?=*7#@SLR'4VN11/]8"M7!ERYY6N6#&[?* [U8%6C\DFU;ZB6(
MTE1'C@ 44D&6'\;**^>HR?*2:ES*&71RT&CG7@&?1M]KT M\]?!\8-"*1DQVK5O&'2;\, MP&CF>2O;"G+;.=" <|^2F.@O*5)'UK'BY=Z(O_FG;0$[7X;KBXNX9RMJR#;;6
MO+U+68<+\NCV/>QZ8^"EL=GYY'XGY^LEMKK5!>BQ>N*45GV*E+AU?TMPQ^QW^>%3PG]'EZ)KX0 & 7C_;F"_1OF MW?O!;SM@W'DM A
*WU%SA6/6P7N4FN*T1,Y;'TIDQU$G5;GK;L MBH[T<72F.^U9:.1!;"+'DMZVQ%?;1FPG=H/HD";#[U.O5Y.0L97S\;PS%C9O:8L! M^V08]JEK1R84|\'C*]]"#SQN3P">Q';8C-7A]{(5?
7.,%!U?X?1ZI9=)3=>Y M"[=5FRYKM#R.=Q?+=ZFO=T9TWR0 S]PQ>QADVL4[Z55954L]I6N2NB^=1(UC M(4F;'&)UKS=37L*K8Z;JE(2W;JHJV_<9Y)-]VI&(@I9'EGN]$A-I,Z!(WQ5
M4SULE:.!7Y<.;&C3X(57=T#:]ON]6RT$X(B3C@#L]_#CKI:NF$ED*Q,&ZE"L MS]A7=2R;[-Q9:=C?!^'?'65 \M7B7,$IMG4@:/=ES3X;Q!UT;Y.C:WA8&|<&Y1?AKT=?WMI-2I;XOZ
M=X_XTK]'U-<'CXY(QN:M7F/,.5ZI4#3&?*B[(.9FYA(U][&-B!ZJ?O}.==40/[8L>YO=XL O._&4E(4ET\=44&"\;[O[>AL78W[D'4T, MI7'@3P=H=7#0F!CCX[K-^#Z+107Y8 _;* W
0EZVIY/#=_A,?CW"Y:LW2 N,F M@\&Y^D%[\\]P*F(RT9=_SZ[X11H7G"C+$!NNS.=*K$'0>TXK;OO'/WNP?7>8. MM8NBZG"XX*HL^BJQ6TI*7,M3=75E@P6L-765D60>K<:*UX&+*
(KK/L\KZW9Y MQ 7UIZ8WR^8N*1" 3=@,$\XOMLFCI'6L(6O+O'.EW("S2[LHB1D2>BADTF1, M/5RKX\-;VNG40;%UVX\EW*L(GVS;EQD43B16OQ#F]AFH=E^,RI:R\&X!:BH%&8]
{JOJ"9NM*B9/ 13QR0436RQ)&&!N^9(9&Q M.Z! XD]NWP]9PU/@Z,OV%YS-_5A=GI6;&C:@MO /]X5OKV((P$/:3=<9.--) MU.^6[@P$&N%HTFCY3F<8?YKXI61$OX=XA-?:"?
0U^0G==4O![6#L\)-L2-75ZI8K"PD^G*IY#R!8P3#)X_B[,")0#0;_? M2XK>)0"W-MCQ=8G$I@@VA/ZO7S"GP+)ZBL!F2]9,5A*U0&PZ\:1)$,SY@M:G M'5]ON>3.2ZQ1?
(/LL%DUF"^!v/<;&C3X(57=T#:]ON]6RT$X(B3C@#L]_#CKI:NF$ED*Q,&ZE"L MS]A7=2R;[-Q9:=C?!^'?'65 \M7B7,$IMG4@:/=ES3X;Q!UT;Y.C:WA8&|<&Y1?AKT=?WMI-2I;XOZ
M=X_XTK]'U-<'CXY(QN:M7F/,.5ZI4#3&?*B[(.9FYA(U][&-B!ZJ?O}.==40/[8L>YO=XL O._&4E(4ET\=44&"\;[O[>AL78W[D'4T, MI7'@3P=H=7#0F!CCX[K-^#Z+107Y8 _;* W
0EZVIY/#=_A,?CW"Y:LW2 N,F M@\&Y^D%[\\]P*F(RT9=_SZ[X11H7G"C+$!NNS.=*K$'0>TXK;OO'/WNP?7>8. MM8NBZG"XX*HL^BJQ6TI*7,M3=75E@P6L-765D60>K<:*UX&+*
(KK/L\KZW9Y MQ 7UIZ8WR^8N*1" 3=@,$\XOMLFCI'6L(6O+O'.EW("S2[LHB1D2>BADTF1, M/5RKX\-;VNG40;%UVX\EW*L(GVS;EQD43B16OQ#F]AFH=E^,RI:R\&X!:BH%&8]
{JOJ"9NM*B9/ 13QR0436RQ)&&!N^9(9&Q M.Z! XD]NWP]9PU/@Z,OV%YS-_5A=GI6;&C:@MO /]X5OKV((P$/:3=<9.--) MU.^6[@P$&N%HTFCY3F<8?YKXI61$OX=XA-?:"?
0U^0G==4O![6#L\)-L2-75ZI8K"PD^G*IY#R!8P3#)X_B[,")0#0;_? M2XK>)0"W-MCQ=8G$I@@VA/ZO7S"GP+)ZBL!F2]9,5A*U0&PZ\:1)$,SY@M:G M'5]ON>3.2ZQ1?
(/LL%DUF"^!v/<;,K42!8,W:VUGM/MX;_MQ|PIK;__PZ("\ ME/E"\"O+OM6<W$U+%0DC.S\K0V<3H?U(\^JIM$>N#KBA="F>A&$NY3=CE< MLV*?
C%53';$R^[1(&9JYS5[SN');Y;F@I4@/ZMF@M!G+R(Y#W\68)$^+A9G# MA]Z0DL$5$RE==+#BD(O)AK?MLOY7OL4/Y;?-LU_NL?0A._#,VU.9,W9J^4(B M;HH1[:M.Q?R'fS':-A,]
<3L&GP9XJ*X8WVGFINR+ZAO90[.=M_6H,879!?>#_M*6=N*VQP5=(^?N9_M7>=44UN;S]V@XB]$Z0(DI 4 2D)0>D(T2D1$##\;#2 MI BBD 1+"_M(LT&D2:.$*DI ;J2#BG0""
{0BO282DO!0]X[LT;/G7OGOZP[M=PH_GA|[?2M|966]>[[=W:Y *C%-E'?KHBLA6%&&[4:(4P5F\PB\]%WPM MH3O?1N%)~GOI;8Y?^_3,\UMS/5[3WU;(0]XW7FG:$%KWC0!+S:?
SWK&Z7]4W M=$.A5W64LE^7MZ_[6&]CRT>_6$4X#"F9>H?)V^PQ[1FF8)P2)[Y[/#]]=8'] M4WD1DNT%E>[D_P+8 SC@!/J,/6\O]14A.-]RH/L `3/) C"28EB S5D19HS3 MYN]U;C0\"Z
@RP(P"]D*GSE0I89JHHNZ0B*_:5_B8H(.3'KLEB KONA|UVD M?Y;Y&I^Y6.'05T1-Z!I6X]. 9!DO#&6.!?A093'#E$&UA1>C",R/*E6AQ(^@ MN_V)=XT3A9 >IBP14(=*>'_>0@58AP)?
N(IF37DGAE-AMI];TM;4XUG_<@:_M\T3*)&1=LT09O>V}J@'U,779)47(11&BV-]KN.8-6-XE[R\5Q[9J49UOEO%3 M T"J"-T.QYTQZK8'T9*{CBUH=2N.UYW!\ZR7B!KV)
M7/2[FGQM|&=QY F^;6D>%'K8M=-(M[\R671\%^6NBC/=CS:Q2UZO MXH_8K2.RI$1+0>YXP!??\#&!+IR>LHO6S[_^KC<(3$[\&TC"-UCO*26Y"D) ME8V2;:C,-J4 DZ;?
FK]%N$=;G!C(&)^OZRKTN5GA73K"DX\$Q;<2,XK!8S-(ME%+V%MA BGK,WLTT0^=*)([\W/+W%]ZKUI$K]X7@R6 M6N@'W'Y:6\7#3!Z_3: ZI2U5I%;P0V\
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#W%YO[&O7T!QM=4R'WD1FK.A,EROL'Y@>XO7UI.&P$Q%/!,:|P M<.-@BI=%%L&U+EFTUVE?2"Z)EVG!4\F."5,,H(4/=.@DD)$D%<"L>[!H0%.- MVQ1U!>]UH[DP399%F/AQ%[
!Q@4.:POILXY?(#[DVO?VP%HG&D46ZL8OWL.P M]2B@Y""-RF::2Q+,.=^8L0,:!5BZ&G==W.QA15|(FPHAR4MQ&*))+DGY>1EAH M81R=]6>$ 1S7;?G9_W_IP.X.B?
U5NGQK,_QP'FAC.)]3#YOO71[@\YMV@'?Q]TM[^E MR04L@ #D;^8BA#*{FI/-"P(Q34,%F'BY[SR-!-%<5+O(0%*8VP ['P6U%@=! M6C%T7@\(98FX*12L@B#\-
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MQ!4^>*#3^5=+G89I%_I@11OD]2-VZ|..23A&):L(ER.X"MXL9%WG>9BFVM M8@S(T_\TA-M/W39B!R%C01CGL% 'XU?VXST7%8]-F?8!,"W2']81=P"S%DBW M[Z5U]],
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3\Z<24GX M#.T=1,+L)4'I;[HE^TN5=$P#7)K3U?MK7$)G72S?[%5L+S]#-H%@J1K/L^;< MTO$W!X;MDRK.YZ=>->A")KXO3]P"\@1"1#Z}?310Y50N/9VZBK@GU8DW<#&:
MDY;]U5-_512?>ETVUK^C/YM=]<_F"^"'']%,@N!OO=#Z-([\F;]GF$2XK@R/9?R#!*8HZI!OQ'A...UP MV#/ZG64R'AU>D5_$!U3%TBHT5(0,-#', ^=;G-]6+Q/@4H//*J. F[X /[
M@#K$)H*7BQC*.K&GKK DB7F8!6@W($ 6Y_$Y7A$T8D:*^K@)ZD^Y.R1R D67 M*'/99 'NL@ F*J'!]G&T1Z^=U?ZLX52=GT2^T_,?;/*.75YM/XLXW?!'B2\N
M]&V(OPYL^AS/CB2GU@W_00TUO*=H<6O3@?<3+W1/80_W-5.U#[XN5ZY#KW)'S_SOX[Y9TT_]{HD&Z=W=<4MC5[\XFKB614U__MF5[=
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O]S'M.R0U=!!],F=+-.12S M^>X6!]VU(RG0;_I]QB8O7@YH>+E^[O3N,L>)<7UDLS^V%'=B>)8[4-/AQ+H^ M,Z+V>:,+QTTIT>S-
^$#+C,Y5$UG;)39C2Q(RY3T$O23=_^U<.XL@G)"GNU|# M^,K-"]@JL*A[NO"WPJC]S^ B<|>Q?UW(0$B_5"L(.YA[3;4\KC8XN.V=C M+*3PTIX4\T>BV%3KM33/4OGE+,[\9(
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MTJ_R0Y7"W:G#3%]JOK.%U,2!W[$P@)_/T"S7&C9XB0LN&3O)&&LK_B MZ^KT@ZHL]5\IK|(M 6$!SGF)C7^M$PEP=Y5E M*KC.Y?^TP#U5MA!?)3 ,M:U#[]J^LM&&]V(FJT:.'*03!G-
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2^FXV)8IX? M44A!FV"/Z5;)7R=@\]F2H;?O.FYO+)[<Z+1VO<90MI^_ACA^4"W4\!"DB)\K@*XIBD5=O=;B4O9V_+7N/B!GOWC$2?N MQ6L<>!FZ#VKLUU>@%$!V\];QB2@S_'X5R(^\
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K#DOM]KMOV;Q$N% M<)U3*Y7+#'F7H[0A[MV#]ET# ^C) M-"Z76U.]=A65"286H,MW*,/IS<&?7PS,K0M.;ERK%;0Y=^Z_].E3'="[/IPH((W.MF_&N'IF+B%=0?_9OM0 M*
[D'KZI$$9"[#.A+P.U1I3$Q#@8.Q(Y)[UF)SDDV%S3'"H?DR_Z#0_5_P][. M1?#^M3%\)8{[R.BT+|WSKBL+0+2,0(E/:$##Q:\W/[?L]U%!7TG;&T./!<["
M*XP]Q'1.??/ILEZ'2_:V66@\4^"*PX7C=AU^9"% 4VM=O)#(4"6E51XN.[_(-M0VJ+8\2%FAK[E"8+SZAR6BV%I(_M)OW^_LCK";PGW]<=HDVZU_JUZWCKUKCB M-
!FZ_$P.P6T0@VVM_&;?6T\4'4F8:R(HU9!Y|!SXCEV2_^+')Z4,;VE_9@#]#$*<"M!J0(0=*2"#SMA5B M-<&1.#\13V4VT48>>QX&5SO4FL,DQBP2-M'-D4$L! A0# M% @]{O)L65-&-
O8$"0 F3H \ ({IFH # &5R87.M M97@S,5|Q+FAT;5!+ 0(4 Q0 ((*B";%FVH0&6#PD +HZ / M " #.R7S$N;'1M4$L! M A0#% @]{OL68M*F1'W!0 -" \ ({!9D# &5R
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Filertruetruefalsefalse28272728268885000930750002500270002192750001126200083260003301740003206760001443910009642000171530002232700032891000378610004-735431000-606013000450042000316686000528896000395297000276311000252130008923700079016000225000009611000944500032138000286370003724200034658000-143875000-107653000586900043460001481000012474000173000-49000-353000-162000604200042970001445700012312000-31200000-30361000-129418000-95341000-0.11-0.11-0.20-0.20-0.60-0.60-0.64-0.64282384964282384964150450201150450201217355959217355959150000613150000613202100021800017480000466000-29179000-30143000-127670000-948750001514621031500092260700077000-60601300031668600035035240002400015500015500068480006848000-35017000-35017000-287000-287000151497138150009296340000-210000-641030000288409000139600021844660200043602000436040000957400099459458100001744160001744260001102581050001050002524443950003950001550001550007186000-63201000-63201000140001400027316395827000115548700000-196000-704231000451087000847000923111410002103000021031000295903311000311000155000155000066370006637000-31200000-312000002021000202100028269097528000118362000018250000-735431000450042000150448363150000893850000-1041000-480971000411853000199344183000183000243000243000684500068450000-33199000-331990005270005270001506477071500090112100-514000-514170000386452000170715122000122000223696527000527000652000652000701200070120000-31781000-31781000-279000-279000151042118150009094340000-793000-545951000362705000110007000700016800016800062380006238000-30361000-303610002180002180001510531181500091584700000-575000-576312000033897500000-129418000-953410002973000279000020665000200950002250000072370004756000465300040200025990003800040500077700031580000-32530003550000-32970000-84853000-764290003360910002532720001795750001792000002250000020000000157000600001693000-179233000-957650004360400017442600021031000440000312000395000527000239896000039000-24190000-171355000934830002846250006929300011327000054000465000106300078000<p style="font-size:10pt;margin-top:18pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">Note 1. Organization and basis of presentation </p><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Organization and nature of operations</p><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Erasca, Inc. (Erasca or the Company) is a clinical-stage precision oncology company singularly focused on discovering, developing, and commercializing therapies for RAS/MAPK pathway-driven cancers. The Company has assembled a wholly-owned or controlled RAS/MAPK pathway-focused pipeline comprising modality-agnostic programs aligned with its three therapeutic strategies of: (1) targeting key upstream and downstream signaling nodes in the RAS/MAPK pathway; (2) targeting RAS directly; and (3) targeting escape routes that emerge in response to treatment. The Company was incorporated under the laws of the State of Delaware on July 2, 2018, as Erasca, Inc., and is headquartered in San Diego, California. In September 2020, the Company established a wholly-owned Australian subsidiary, Erasca Australia Pty Ltd (Erasca Australia), in order to conduct clinical activities in Australia for its development candidates. In November 2020, the Company entered into an agreement and plan of merger with Asana BioSciences, LLC (Asana) and ASN Product Development, Inc. (ASN) (the Asana Merger Agreement), pursuant to which ASN became the Company's wholly-owned subsidiary. In March 2021, the Company established a wholly-owned subsidiary, Erasca Ventures, LLC (Erasca Ventures), to make equity investments in early-stage biotechnology companies that are aligned with the Company's mission and strategy.</p><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Since inception, the Company has devoted substantially all of its efforts and resources to organizing and staffing the Company, business planning, raising capital, identifying, acquiring and in-licensing the Company's product candidates, establishing its intellectual property portfolio, conducting research, preclinical studies, and clinical trials, establishing arrangements with third parties for the manufacture of its product candidates and related raw materials, and providing general and administrative support for these operations. As of September 30, 2024, the Company had $318.9 million in cash, cash equivalents, and short-term marketable securities and $144.4 million in long-term marketable securities. As of September 30, 2024, the Company had an accumulated deficit of $735.4 million. The Company has incurred significant operating losses and negative cash flows from operations. From its inception through September 30, 2024, the Company's financial support has primarily been provided from the sale of its convertible preferred stock and the sale of its common stock in its initial public offering (IPO), underwritten offerings, a private placement of common stock, and an "at the market" offering (ATM Offering).</p><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">The Company expects to use its cash, cash equivalents, and marketable securities to fund research and development, working capital, and other general corporate purposes. The Company does not expect to generate any revenues from product sales unless and until the Company successfully completes development and obtains regulatory approval for any of its product candidates, which will not be for at least the next several years, if ever. Accordingly, until such time as the Company can generate significant revenue from sales of its product candidates, if ever, the Company expects to finance its cash needs through equity offerings, debt financings, or other capital sources, including potential collaborations, licenses or other similar arrangements. However, the Company may not be able to secure additional financing or enter into such other arrangements in a timely manner or on favorable terms, if at all. The Company's failure to raise capital or enter into such other arrangements when needed would have a negative impact on the Company's financial condition and could force the Company to delay, limit, reduce or terminate its research and development programs or other operations, or grant rights to develop and market product candidates that the Company would otherwise prefer to develop and market itself. The Company believes its cash, cash equivalents, and marketable securities as of September 30, 2024 will be sufficient for the Company to fund operations for at least one year from the issuance date of these condensed consolidated financial statements.</p><p style="font-size:10pt;margin-top:18pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">2024 ATM offering</p><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">During the three months ended September 30, 2024, the Company sold 9,231,114 shares of common stock at a weighted-average price of $2.37 per share under the Open Market Sale Agreement effective August 2022 (the Sale Agreement) with Jefferies LLC (the Agent). Pursuant to the Sale Agreement, the Company may offer and sell shares of its common stock having an aggregate offering price of up to $200 million from time to time, in ATM Offerings through the Agent. Sales of the shares of common stock, if any, will be made at prevailing market prices at the time of sale, or as otherwise agreed with the Agent. Pursuant to the Sale Agreement, the Agent receives a commission from the Company of up to 3.0% of the gross proceeds of any shares of common stock sold under the Sale Agreement. Proceeds from the ATM Offering during the three months ended September 30, 2024 were $21.0 million, net of commissions and expenses of $847,000.</p><p style="font-size:10pt;margin-top:18pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">2024 underwritten offering</p><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">In May 2024, the Company completed the sale and issuance of 99,459,458<span style="color:#000000;white-space:pre-wrap;font-size:10pt;font-family:Arial;min-width:fit-content;"> shares of its common stock, including the exercise in full by the underwriters of their option to purchase

12,972,972 shares of its common stock, at a price to the public of $1.85 per share (the 2024 Offering). Proceeds from the 2024 Offering were $174.4 million, net of underwriting discounts and commissions and offering costs of $9.6 million. 2024 private placement In March 2024, the Company entered into a stock purchase agreement with the purchasers named therein for the private placement of 21,844,660 shares of its common stock at a price of $2.06 per share, which closed on April 2, 2024 (the 2024 Private Placement). Proceeds from the 2024 Private Placement were $43.6 million, after deducting placement agent fees and expenses of approximately $1.4 million. Basis of presentation The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with US generally accepted accounting principles (US GAAP) for interim financial information and pursuant to Form 10-Q and Article 10 of Regulation S-X of the Securities and Exchange Commission (SEC). Accordingly, they do not include all of the information and notes required by US GAAP for complete financial statements. Any reference in these notes to applicable guidance is meant to refer to US GAAP as found in the Accounting Standards Codification (ASC) and Accounting Standards Updates (ASU) promulgated by the Financial Accounting Standards Board (FASB). The Company's condensed consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries, Erasca Australia, ASN, and Erasca Ventures. All intercompany balances and transactions have been eliminated. 3189000001444000007354000009231114 2.372000000000.032100000008470009945945812972972 1.851744000009600000218446602.064360000014000000 Note 2. Summary of significant accounting policies Use of estimates The preparation of the Company's condensed consolidated financial statements in conformity with US GAAP requires the Company to make estimates and assumptions that impact the reported amounts of assets, liabilities, expenses, and the disclosure of contingent assets and liabilities in the condensed consolidated financial statements and accompanying notes. Accounting estimates and management judgments reflected in the condensed consolidated financial statements include, but are not limited to, the accrual of research and development expenses, stock-based compensation expense, the fair value of long-lived assets, the fair value of equity investments and the incremental borrowing rate for determining the operating lease asset and liability. Management evaluates its estimates on an ongoing basis. Although estimates are based on the Company's historical experience, knowledge of current events, and actions it may undertake in the future, actual results may ultimately materially differ from these estimates and assumptions. Unaudited interim financial information The accompanying condensed consolidated balance sheet as of September 30, 2024, the condensed consolidated statements of operations and comprehensive loss for the three and nine months ended September 30, 2024 and 2023, the condensed consolidated statements of stockholders' equity for the three and nine months ended September 30, 2024 and 2023 and the condensed consolidated statements of cash flows for the nine months ended September 30, 2024 and 2023 are unaudited. The unaudited condensed consolidated interim financial statements have been prepared on the same basis as the audited annual consolidated financial statements and, in the opinion of management, reflect all adjustments, which include only normal recurring adjustments, necessary for the fair statement of the Company's condensed consolidated financial position as of September 30, 2024 and the condensed consolidated results of its operations and cash flows for the three and nine months ended September 30, 2024 and 2023. The condensed consolidated financial data and other information disclosed in these notes related to the three and nine months ended September 30, 2024 and 2023 are unaudited. The condensed consolidated results for the three and nine months ended September 30, 2024 are not necessarily indicative of results to be expected for the year ending December 31, 2024, any other interim periods, or any future year or period. These unaudited condensed consolidated financial statements should be read in conjunction with the Company's audited consolidated financial statements included in its Annual Report on Form 10-K for the year ended December 31, 2023 filed with the SEC on March 27, 2024. Concentration of credit risk and off-balance sheet risk Financial instruments which potentially subject the Company to significant concentration of credit risk consist of cash and cash equivalents and marketable securities. The Company maintains deposits in federally insured financial institutions in excess of federally insured limits. The Company has not experienced any losses in such accounts, and management believes that the Company is not exposed to significant credit risk due to the financial position of the depository institutions in which those deposits are held. The Company's investment policy includes guidelines for the quality of the related institutions and financial instruments and defines allowable investments that the Company may invest in, which the Company believes minimizes the exposure to concentration of credit risk. Cash, cash equivalents and restricted cash Cash and cash equivalents include cash in readily available checking and savings accounts and money market funds. The Company considers all highly liquid investments with an original maturity of three months or less from the date of purchase to be cash equivalents. The Company had deposited cash of $408,000 as of September 30, 2024 and December 31, 2023 to secure a letter of credit in connection with the lease of the Company's facilities (see Note 10). The Company has classified the restricted cash as a noncurrent asset on its condensed consolidated balance sheets. The following table provides a reconciliation of cash, cash equivalents and restricted cash reported within the condensed consolidated balance sheets that sum to the total of the same amounts shown in the condensed consolidated statements of cash flows (in thousands): <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:99.0%;border-collapse:separate;margin-right:auto;"><tr style="visibility:collapse;"><td style="width:70.847%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:11.857%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:1.438%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:11.857%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td></tr><tr style="height:9pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"><td style="vertical-align:middle;text-align:right;"> </td><td colspan="6" style="vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:left;"> September 30, </td><td style="vertical-align:middle;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td><tr><tr style="height:9pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"><td style="vertical-align:middle;text-align:right;"> </td><td colspan="2" style="vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:left;"> 2024 </td><td style="vertical-align:middle;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td><td style="vertical-align:middle;text-align:left;"> </td><td colspan="2" style="vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:left;"> 2023 </td><td style="vertical-align:middle;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td></tr><tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"><td style="white-space:pre-wrap;vertical-align:middle;text-align:right;">

Cash and cash equivalents </td> <td style="white-space:nowrap;vertical-align:middle;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">68,885</p></td> <td style="white-space:nowrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="white-space:nowrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;font-family:Arial;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> 112,862 </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:middle;text-align:right;"> Restricted cash </td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:center;"> 408 </td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;"> </td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:center;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;"> </td> <td style="white-space:nowrap;vertical-align:middle;"> $ </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> 113,270 </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> </tr> </table> Marketable securities and investments The Company classifies all marketable securities as available-for-sale, as the sale of such securities may be required prior to maturity. Management determines the appropriate classification of its marketable securities at the time of purchase. Marketable securities with original maturities beyond three months at the date of purchase and which mature at, or less than 12 months from, the balance sheet date are classified as short-term marketable securities. Available-for-sale securities are carried at fair value, with the unrealized gains and losses reported as accumulated other comprehensive income (loss) until realized. The amortized cost of available-for-sale debt securities is adjusted for amortization of premiums and accretion of discounts to maturity. Such amortization and accretion are included in interest income. The Company regularly reviews all of its marketable securities for declines in fair value. The review includes the consideration of the cause of the impairment, including the creditworthiness of the security issuers, the number of securities in an unrealized loss position, the severity of the unrealized loss(es), whether the Company has the intent to sell the securities and whether it is more likely than not that the Company will be required to sell the securities before the recovery of their amortized cost basis. If the decline in fair value is due to credit-related factors, a loss is recognized in net income; whereas, if the decline in fair value is not due to credit-related factors, the loss is recorded in other comprehensive income (loss). Realized gains and losses on available-for-sale securities are included in other income or expense. The cost of securities sold is based on the specific identification method. Interest and dividends on securities classified as available-for-sale are included in interest income. Through its wholly-owned subsidiary, Erasca Ventures, the Company has also invested in equity securities of a company whose securities are not publicly traded and whose fair value is not readily available (see Notes 3 and 14). This investment is recorded using cost minus impairment, plus or minus changes in its estimated fair value resulting from observable price changes in orderly transactions for the identical or a similar investment of the same issuer. Investments in equity securities without readily determinable fair values are assessed for potential impairment on a quarterly basis based on qualitative factors. This investment is included in other assets in the Company's condensed consolidated balance sheets. Fair value measurements Certain assets and liabilities are carried at fair value under US GAAP. Fair value is defined as an exit price, representing the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. As such, fair value is a market-based measurement that should be determined based on assumptions that market participants would use in pricing an asset or liability. Financial assets and liabilities carried at fair value are classified and disclosed in one of the following three levels of the fair value hierarchy, of which the first two are considered observable and the last is considered unobservable: Level 1—Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities. Level 2—Quoted prices for similar assets and liabilities in active markets, quoted prices in markets that are not active, or inputs which are observable, either directly or indirectly, for substantially the full term of the asset or liability. Level 3—Prices or valuation techniques that require inputs that are both significant to the fair value measurement and unobservable (i.e., supported by little or no market activity). Recently issued accounting pronouncements not yet adopted From time to time, new accounting pronouncements are issued by the FASB or other standard setting bodies that the Company adopts as of the specified effective date. The Company qualifies as an "emerging growth company" as defined in the Jumpstart Our Business Startups Act of 2012 (JOBS Act) and has elected not to "opt out" of the extended transition related to complying with new or revised accounting standards, which means that when a standard is issued or revised and it has different application dates for public and nonpublic companies, the Company can adopt the new or revised standard at the time nonpublic companies adopt the new or revised standard and can do so until such time that the Company either (i) irrevocably elects to "opt out" of such extended transition period or (ii) no longer qualifies as an emerging growth company. In November 2023, the FASB issued ASU 2023-07, Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures, which is intended to provide enhancements to segment disclosures, even for entities with only one reportable segment. In particular, the standard will require disclosures of significant segment expenses regularly provided to the chief operating decision maker and included within each reported measure of segment profit and loss. The standard will also require disclosure of all other segment items by reportable segment and a description of its composition. Finally, the standard will require disclosure of the title and position of the chief operating decision maker and an explanation of how the chief operating decision maker uses the reported measure(s) of segment profit or loss in assessing segment performance and deciding how to allocate resources. The standard is effective for annual periods beginning after December 15, 2023, and interim periods within annual periods beginning after December 15, 2024. Early adoption is permitted. Retrospective application to all prior periods presented in the financial statements is required. The Company is currently evaluating the impact of the standard on the presentation of its consolidated financial statements and related disclosures. In December 2023, the FASB issued ASU 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures, which is intended to provide enhancements to annual income tax disclosures. In particular, the standard will require more detailed information in the income tax rate reconciliation, as well as the disclosure of income taxes paid disaggregated by jurisdiction, among other enhancements. The standard is effective for the Company in its annual period beginning after December 15, 2025 and early adoption is permitted. The standard allows for adoption on a prospective basis, with a retrospective option. The Company is currently evaluating the impact of the standard on the presentation of its consolidated financial statements and related disclosures. In November 2024, the FASB issued ASU No. 2024-03, Income Statement - Reporting Comprehensive Income - Expense Disaggregation Disclosures (Subtopic 220-40): Disaggregation of Income Statement Expenses, which is intended to improve the disclosures of expenses by providing more detailed

information about the types of expenses in commonly presented expense captions. The standard is effective for annual reporting periods beginning after December 15, 2026, and interim reporting periods beginning after December 15, 2027. Early adoption is permitted. The standard can be applied either prospectively or retrospectively. The Company is currently evaluating the impact of the standard on the presentation of its consolidated financial statements and related disclosures. Use of estimates The preparation of the Company's condensed consolidated financial statements in conformity with US GAAP requires the Company to make estimates and assumptions that impact the reported amounts of assets, liabilities, expenses, and the disclosure of contingent assets and liabilities in the condensed consolidated financial statements and accompanying notes. Accounting estimates and management judgments reflected in the condensed consolidated financial statements include, but are not limited to, the accrual of research and development expenses, stock-based compensation expense, the fair value of long-lived assets, the fair value of equity investments and the incremental borrowing rate for determining the operating lease asset and liability. Management evaluates its estimates on an ongoing basis. Although estimates are based on the Company's historical experience, knowledge of current events, and actions it may undertake in the future, actual results may ultimately materially differ from these estimates and assumptions. Unaudited interim financial information The accompanying condensed consolidated balance sheet as of September 30, 2024, the condensed consolidated statements of operations and comprehensive loss for the three and nine months ended September 30, 2024 and 2023, the condensed consolidated statements of stockholders' equity for the three and nine months ended September 30, 2024 and 2023 and the condensed consolidated statements of cash flows for the nine months ended September 30, 2024 and 2023 are unaudited. The unaudited condensed consolidated interim financial statements have been prepared on the same basis as the audited annual consolidated financial statements and, in the opinion of management, reflect all adjustments, which include only normal recurring adjustments, necessary for the fair statement of the Company's condensed consolidated financial position as of September 30, 2024 and the condensed consolidated results of its operations and cash flows for the three and nine months ended September 30, 2024 and 2023. The condensed consolidated financial data and other information disclosed in these notes related to the three and nine months ended September 30, 2024 and 2023 are unaudited. The condensed consolidated results for the three and nine months ended September 30, 2024 are not necessarily indicative of results to be expected for the year ending December 31, 2024, any other interim periods, or any future year or period. These unaudited condensed consolidated financial statements should be read in conjunction with the Company's audited consolidated financial statements included in its Annual Report on Form 10-K for the year ended December 31, 2023 filed with the SEC on March 27, 2024. Concentration of credit risk and off-balance sheet risk Financial instruments which potentially subject the Company to significant concentration of credit risk consist of cash and cash equivalents and marketable securities. The Company maintains deposits in federally insured financial institutions in excess of federally insured limits. The Company has not experienced any losses in such accounts, and management believes that the Company is not exposed to significant credit risk due to the financial position of the depository institutions in which those deposits are held. 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family:Arial;min-width:fit-content;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">113,270</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> </table></div>408000408000<p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">The following table provides a reconciliation of cash, cash equivalents and restricted cash reported within the condensed consolidated balance sheets that sum to the total of the same amounts shown in the condensed consolidated statements of cash flows (in thousands):</p><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p><table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:99.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:70.847%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:11.857%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.438%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:11.857%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:9pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:middle;text-align:right;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:justify;"> </p></td> <td colspan="6" style="vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:9pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">September 30,</p></td> <td style="vertical-align:middle;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:9pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> </tr> <tr style="height:9pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:middle;text-align:right;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:justify;"> </p></td> <td colspan="2" style="vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:9pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">2024</p></td> <td style="vertical-align:middle;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:9pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:middle;text-align:left;"><p style="font-size:9pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td colspan="2" style="vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:9pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">2023</p></td> <td style="vertical-align:middle;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:9pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:middle;text-align:right;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:justify;">Cash and cash equivalents</p></td> <td style="white-space:nowrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> 68,885 </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:middle;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">112,862</p></td> <td style="white-space:nowrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:middle;text-align:right;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:justify;">Restricted cash</p></td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">408</p></td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">408</p></td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Total cash, cash equivalents and restricted cash</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;font-family:Arial;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 69,293 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 113,270 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr>
</table>6888500011286200040800040800069293000113270000 Marketable securities and investments The Company classifies all marketable securities as available-for-sale, as the sale of such securities may be required prior to maturity. Management determines the appropriate classification of its marketable securities at the time of purchase. Marketable securities with original maturities beyond three months at the date of purchase and which mature at, or less than 12 months from, the balance sheet date are classified as short-term marketable securities. Available-for-sale securities are carried at fair value, with the unrealized gains and losses reported as accumulated other comprehensive income (loss) until realized. The amortized cost of available-for-sale debt securities is adjusted for amortization of premiums and accretion of discounts to maturity. Such amortization and accretion are included in interest income. The Company regularly reviews all of its marketable securities for declines in fair value. The review includes the consideration of the cause of the impairment, including the creditworthiness of the security issuers, the number of securities in an unrealized loss position, the severity of the unrealized loss(es), whether the Company has the intent to sell the securities and whether it is more likely than not that the Company will be required to sell the securities before the recovery of their amortized cost basis. If the decline in fair value is due to credit-related factors, a loss is recognized in net income; whereas, if the decline in fair value is not due to credit-related factors, the loss is recorded in other comprehensive income (loss). Realized gains and losses on available-for-sale securities are included in other income or expense. The cost of securities sold is based on the specific identification method. Interest and dividends on securities classified as available-for-sale are included in interest income. Through its wholly-owned subsidiary, Erasca Ventures, the Company has also invested in equity securities of a company whose securities are not publicly traded and whose fair value is not readily available (see Notes 3 and 14). This investment is recorded using cost minus impairment, plus or minus changes in its estimated fair value resulting from observable price changes in orderly transactions for the identical or a similar investment of the same issuer. Investments in equity securities without readily determinable fair values are assessed for potential impairment on a quarterly basis based on qualitative factors. This investment is included in other assets in the Company's condensed consolidated balance sheets. Fair value measurements Certain assets and liabilities are carried at fair value under US GAAP. Fair value is defined as an exit price, representing the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. As such, fair value is a market-based measurement that should be determined based on assumptions that market participants would use in pricing an asset or liability. Financial assets and liabilities carried at fair value are classified and disclosed in one of the following three levels of the fair value hierarchy, of which the first two are considered observable and the last is considered unobservable: Level 1—Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities. Level 2—Quoted prices for similar assets and liabilities in active markets, quoted prices in markets that are not active, or inputs which are observable, either directly or indirectly, for substantially the full term of the asset or liability. Level 3—Prices or valuation techniques that require inputs that are both significant to the fair value measurement and unobservable (i.e., supported by little or no market activity).

Recently issued accounting pronouncements not yet adopted From time to time, new accounting pronouncements are issued by the FASB or other standard setting bodies that the Company adopts as of the specified effective date. The Company qualifies as an “emerging growth company” as defined in the Jumpstart Our Business Startups Act of 2012 (JOBS Act) and has elected not to “opt out” of the extended transition related to complying with new or revised accounting standards, which means that when a standard is issued or revised and it has different application dates for public and nonpublic companies, the Company can adopt the new or revised standard at the time nonpublic companies adopt the new or revised standard and can do so until such time that the Company either (i) irrevocably elects to “opt out” of such extended transition period or (ii) no longer qualifies as an emerging growth company. In November 2023, the FASB issued ASU 2023-07, Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures, which is intended to provide enhancements to segment disclosures, even for entities with only one reportable segment. In particular, the standard will require disclosures of significant segment expenses regularly provided to the chief operating decision maker and included within each reported measure of segment profit and loss. The standard will also require disclosure of all other segment items by reportable segment and a description of its composition. Finally, the standard will require disclosure of the title and position of the chief operating decision maker and an explanation of how the chief operating decision maker uses the reported measure(s) of segment profit or loss in assessing segment performance and deciding how to allocate resources. The standard is effective for annual periods beginning after December 15, 2023, and interim periods within annual periods beginning after December 15, 2024. Early adoption is permitted. Retrospective application to all prior periods presented in the financial statements is required. The Company is currently evaluating the impact of the standard on the presentation of its consolidated financial statements and related disclosures. In December 2023, the FASB issued ASU 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures, which is intended to provide enhancements to annual income tax disclosures. In particular, the standard will require more detailed information in the income tax rate reconciliation, as well as the disclosure of income taxes paid disaggregated by jurisdiction, among other enhancements. The standard is effective for the Company in its annual period beginning after December 15, 2025 and early adoption is permitted. The standard allows for adoption on a prospective basis, with a retrospective option. The Company is currently evaluating the impact of the standard on the presentation of its consolidated financial statements and related disclosures. In November 2024, the FASB issued ASU No. 2024-03, Income Statement - Reporting Comprehensive Income - Expense Disaggregation Disclosures (Subtopic 220-40): Disaggregation of Income Statement Expenses, which is intended to improve the disclosures of expenses by providing more detailed information about the types of expenses in commonly presented expense captions. The standard is effective for annual reporting periods beginning after December 15, 2026, and interim reporting periods beginning after December 15, 2027. Early adoption is permitted. The standard can be applied either prospectively or retrospectively. The Company is currently evaluating the impact of the standard on the presentation of its consolidated financial statements and related disclosures. Note 3. Fair value measurements The following tables summarize the Company’s financial assets measured at fair value on a recurring basis and their respective input levels based on the fair value hierarchy (in thousands): <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:99.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:44.447%;box-sizing:content-box;"></td> <td style="width:1.361%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:10.528%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.361%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:10.528%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.361%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:10.528%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:9pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:middle;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:middle;text-align:left;"> </td> <td style="vertical-align:middle;text-align:left;"> </td> <td style="vertical-align:middle;"> </td> <td colspan="10" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Fair value measurements as of September 30, 2024 using </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:9pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:middle;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:middle;text-align:left;"> </td> <td style="vertical-align:middle;text-align:left;"> </td> <td style="vertical-align:middle;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:left;"> Quoted prices in </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:middle;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:left;"> Significant </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:middle;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:left;"> Significant </td> <td style="vertical-align:bottom;text-align:left;"> </td> </tr> <tr style="height:9pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:middle;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:middle;text-align:left;"> </td> <td style="vertical-align:middle;text-align:left;"> </td> <td style="vertical-align:middle;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:left;"> active markets </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:middle;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:left;"> other </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:middle;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:left;"> unobservable </td> <td style="vertical-align:bottom;text-align:left;"> </td> </tr> <tr style="height:9pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:middle;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:middle;text-align:left;"> September 30, </td> <td style="vertical-align:middle;text-align:left;"> </td> <td style="vertical-align:middle;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:left;"> for identical </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:middle;text-align:left;"><p style="font-size:9pt;margin-top:0;font-family:Times New Roman;margin-

bottom:0;text-align:center;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:left;"> observable </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:middle;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:left;"> inputs </td> <td style="vertical-align:bottom;text-align:left;"> </td> </tr> <tr style="height:9pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:middle;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:left;"> 2024 </td> <td style="vertical-align:middle;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:middle;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> assets (level 1) </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:middle;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> inputs (level 2) </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:middle;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> (level 3) </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:top;"> Assets: </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:middle;text-align:left;"> </td> <td style="vertical-align:middle;text-align:left;"> </td> <td style="vertical-align:middle;text-align:left;"> </td> <td colspan="2" style="vertical-align:middle;text-align:left;"> </td> <td style="vertical-align:middle;text-align:left;"> </td> <td style="vertical-align:middle;text-align:left;"> </td> <td colspan="2" style="vertical-align:middle;text-align:left;"> </td> <td style="vertical-align:middle;text-align:left;"> </td> <td style="vertical-align:middle;text-align:left;"> </td> <td colspan="2" style="vertical-align:middle;text-align:left;"> </td> <td style="vertical-align:middle;text-align:left;"> </td> <td style="vertical-align:middle;text-align:left;"> </td> <td colspan="2" style="vertical-align:middle;text-align:left;"> </td> <td style="vertical-align:middle;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:14pt;white-space:pre-wrap;vertical-align:top;"> Money market funds(1) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:middle;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">60,123</p></td> <td style="white-space:nowrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;font-family:Arial;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:14pt;white-space:pre-wrap;vertical-align:top;"> Commercial paper(1) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> 4,987 </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;"> </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:14pt;white-space:pre-wrap;vertical-align:top;"> US treasury securities(2) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:middle;"><p style="font-

size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> 50,717 </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;"> </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> 50,717 </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;"> </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:14pt;white-space:pre-wrap;vertical-align:top;"> US government agency securities(2) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> 26,847 </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;"> </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:14pt;white-space:pre-wrap;vertical-align:top;"> Corporate debt securities(2) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> 40,803 </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;"> </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:14pt;white-space:pre-wrap;vertical-align:top;"> Commercial paper(2) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> 131,660 </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;"> </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:14pt;white-space:pre-wrap;vertical-align:top;"> US treasury securities(3) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-

align:right;">80,037 </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;"> </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> 80,037 </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;"> </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td 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#000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:middle;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">459,528</p></td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:middle;border-bottom:2.25pt double #000000;text-align:center;"> 190,877 </td> <td 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style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;font-family:Arial;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:middle;border-bottom:2.25pt double #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:2.25pt double #ffffff03;"> </td> </tr></table> (1) Included as cash and cash equivalents on the condensed consolidated balance sheets. (2) Included as short-term marketable securities on the condensed consolidated balance sheets. (3) Included as long-term marketable securities on the condensed consolidated balance sheets. <table style="border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;"> <tr style="visibility:collapse;"> <td style="width:44.447%;box-sizing:content-box;"></td> <td style="width:1.361%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:10.528%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.361%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:10.528%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.361%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.361%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:10.528%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:9pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;text-align:left;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="10" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> Fair value measurements as of December 31, 2023 using </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:9pt;background-color:#ffffff;word-

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break:break-word;white-space:pre-wrap;text-align:left;"> <td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-
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family:Arial;min-width:fit-content;">Quoted prices in</span></p></td> <td style="vertical-align:bottom;"><p style="font-size:9pt;margin-top:0;font-family:Times New
Roman;margin-bottom:0;text-align:center;"><span style="white-space:pre-wrap;font-family:Arial;min-width:fit-content;"> </span></p></td> <td style="vertical-
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Roman;margin-bottom:0;text-align:center;"><span style="color:#000000;white-space:pre-wrap;font-weight:bold;font-family:Arial;min-width:fit-content;">Significant</span>
</p></td> <td style="vertical-align:bottom;"><p style="font-size:9pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"><span style="white-
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<p style="font-size:9pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"><span style="color:#000000;white-space:pre-wrap;font-
weight:bold;font-family:Arial;min-width:fit-content;">active markets</span></p></td> <td style="vertical-align:bottom;"><p style="font-size:9pt;margin-top:0;font-
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</td> <td style="vertical-align:bottom;"><p style="font-size:9pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"><span style="white-
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wrap;font-weight:bold;font-family:Arial;min-width:fit-content;">unobservable</span></p></td> <td style="vertical-align:bottom;"><p style="font-size:9pt;margin-top:0;font-
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</span></p></td> <td style="vertical-align:bottom;"><p style="font-size:9pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"><span
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</td> <td style="vertical-align:bottom;"><p style="font-size:9pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"><span style="white-
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colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:9pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-
align:center;"><span style="color:#000000;white-space:pre-wrap;font-weight:bold;font-family:Arial;min-width:fit-content;">assets (level 1)</span></p></td> <td
style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:9pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">
<span style="white-space:pre-wrap;font-family:Arial;min-width:fit-content;"> </span></p></td> <td style="vertical-align:bottom;"><p style="font-size:9pt;margin-top:0;font-
family:Times New Roman;margin-bottom:0;text-align:center;"><span style="white-space:pre-wrap;font-family:Arial;min-width:fit-content;"> </span></p></td> <td
colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:9pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-
align:center;"><span style="color:#000000;white-space:pre-wrap;font-weight:bold;font-family:Arial;min-width:fit-content;">inputs (level 2)</span></p></td> <td
style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:9pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">
<span style="white-space:pre-wrap;font-family:Arial;min-width:fit-content;"> </span></p></td> <td style="vertical-align:bottom;"><p style="font-size:9pt;margin-top:0;font-
family:Times New Roman;margin-bottom:0;text-align:center;"><span style="white-space:pre-wrap;font-family:Arial;min-width:fit-content;"> </span></p></td> <td
colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:9pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-
align:center;"><span style="color:#000000;white-space:pre-wrap;font-weight:bold;font-family:Arial;min-width:fit-content;">(level 3)</span></p></td> <td style="vertical-
align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:9pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"><span
style="white-space:pre-wrap;font-family:Arial;min-width:fit-content;"> </span></p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-
word;white-space:pre-wrap;"> <td style="vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span
style="color:#000000;white-space:pre-wrap;font-weight:bold;font-family:Arial;min-width:fit-content;">Assets:</span></p></td> <td style="vertical-align:top;"><p
style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="white-space:pre-wrap;font-family:Arial;min-width:fit-
content;"> </span></p></td> <td colspan="2" style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-
bottom:0;text-align:right;"><span style="white-space:pre-wrap;font-family:Arial;min-width:fit-content;"> </span></p></td> <td style="vertical-align:bottom;text-
align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"><span style="white-space:pre-wrap;font-
family:Arial;min-width:fit-content;"> </span></p></td> <td style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New
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align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"><span style="white-space:pre-
wrap;font-family:Arial;min-width:fit-content;"> </span></p></td> <td style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-
family:Times New Roman;margin-bottom:0;text-align:right;"><span style="white-space:pre-wrap;font-family:Arial;min-width:fit-content;"> </span></p></td> <td
style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"><span style="white-
space:pre-wrap;font-family:Arial;min-width:fit-content;"> </span></p></td> <td colspan="2" style="vertical-align:bottom;text-align:center;"><p style="font-
size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"><span style="white-space:pre-wrap;font-family:Arial;min-width:fit-
content;"> </span></p></td> <td style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-
align:right;"><span style="white-space:pre-wrap;font-family:Arial;min-width:fit-content;"> </span></p></td> <td style="vertical-align:bottom;text-align:center;"><p
style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"><span style="white-space:pre-wrap;font-family:Arial;min-width:fit-
content;"> </span></p></td> <td colspan="2" style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-
bottom:0;text-align:right;"><span style="white-space:pre-wrap;font-family:Arial;min-width:fit-content;"> </span></p></td> <td style="vertical-align:bottom;text-
align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"><span style="white-space:pre-wrap;font-
family:Arial;min-width:fit-content;"> </span></p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:14pt;white-
space:pre-wrap;vertical-align:top;"><p style="margin-left:14pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">
<span style="color:#000000;white-space:pre-wrap;font-family:Arial;min-width:fit-content;">Money market funds</span><span
style="color:#000000;top:-4.6899999999999995pt;white-space:pre-wrap;font-size:6.7pt;font-family:Arial;position:relative;min-width:fit-content;">(1)</span></p></td> <td
style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="white-
space:pre-wrap;font-family:Arial;min-width:fit-content;"> </span></p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-
top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;font-family:Arial;min-width:fit-content;">$</span></p></td> <td
style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-
align:right;"><span style="font-family:Arial;color:#000000;white-space:pre-wrap;min-width:fit-content;">83,101</span></p></td> <td style="white-space:nowrap;vertical-
align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="font-family:Arial;min-width:fit-
content;"> </span></p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New
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Roman;margin-bottom:0;text-align:right;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">83,101</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;font-family:Arial;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:14pt;white-space:pre-wrap;vertical-align:top;"> US treasury securities(2) </td> <td style="white-space:pre-wrap;vertical-align:top;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 93,303 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 93,303 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:14pt;white-space:pre-wrap;vertical-align:top;"> US government agency securities(2) </td> <td style="white-space:pre-wrap;vertical-align:top;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 26,824 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:14pt;white-space:pre-wrap;vertical-align:top;"> Corporate debt securities(2) </td> <td style="white-space:pre-wrap;vertical-align:top;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 10,734 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> 10,734 </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:14pt;white-space:pre-wrap;vertical-align:top;"> Commercial paper(2) </td> <td style="white-space:pre-wrap;vertical-align:top;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 88,414 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-

size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> 88,414 </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:14pt;white-space:pre-wrap;vertical-align:top;"> US treasury securities(3) </td> <td style="white-space:pre-wrap;vertical-align:top;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 9,642 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 9,642 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Total fair value of assets </td> <td style="white-space:pre-wrap;vertical-align:top;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">312,018</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 186,046 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">125,972</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;font-family:Arial;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> </table> (1) Included as cash and cash equivalents on the condensed consolidated balance sheets. (2) Included as short-term marketable securities on the condensed consolidated balance sheets. (3) Included as long-term marketable securities on the condensed consolidated balance sheets. The carrying amounts of the Company’s financial instruments, including cash, prepaid expenses and other current assets, accounts payable and accrued expenses and other current liabilities, approximate fair value due to their short maturities. As of September 30, 2024 and December 31, 2023, the Company held $1.8 million and $2.0 million in equity investments in Affini-T Therapeutics, Inc. (Affini-T) at cost, less impairment, respectively. An impairment adjustment of $402,000 was made to the value of the Company’s equity investment in Affini-T during the nine months ended September 30, 2024. The Company was notified by Affini-T of an extension financing in June 2024 and the terms of such financing. Accordingly, the Company reassessed the value of its equity investment in Affini-T using a market approach. This represented a Level 3 nonrecurring fair value measurement. Calculating the fair value of the equity investment involves unobservable inputs, including the terms and preferences of the extension financing, and significant estimates and assumptions. Changes in the estimates and assumptions used could materially affect the amount of impairment loss recognized in the period the equity investment is considered impaired. This impairment was offset by a new investment obligation of approximately $235,000 recorded during the nine months ended September 30, 2024. In July 2024, the Company paid approximately $157,000 of the obligation related to the extension financing. No<span style="color:#000000;white-space:pre-wrap;font-

size:10pt;font-family:Arial;min-width:fit-content;"> adjustment was made to the value of the Company's equity investment in Affini-T during the three months ended September 30, 2024. No transfers between levels have occurred during the periods presented.   Cash equivalents consist of money market funds and commercial paper, short-term marketable securities consist of US treasury securities, US government agency securities, corporate debt securities and commercial paper, and long-term marketable securities consist of US treasury securities and US government agency securities. The Company obtains pricing information from its investment manager and generally determines the fair value of marketable securities using standard observable inputs, including benchmark yields, reported trades, broker/dealer quotes, issuer spreads, two-sided markets, and bid and/or offers. The following tables summarize the Company's financial assets measured at fair value on a recurring basis and their respective input levels based on the fair value hierarchy (in thousands): <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:99.0%;border-collapse:separate;margin-right:auto;"><tr style="visibility:collapse;"><td style="width:44.447%;box-sizing:content-box;"></td><td style="width:1.361%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:10.528%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:1.361%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:10.528%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:1.361%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:10.528%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td></tr><tr style="height:9pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"><td style="vertical-align:middle;text-align:left;"> </td><td style="vertical-align:bottom;"> </td><td colspan="2" style="vertical-align:middle;text-align:left;"> </td><td style="vertical-align:middle;text-align:left;"> </td><td style="vertical-align:middle;"> </td><td colspan="10" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Fair value measurements as of September 30, 2024 using </td><td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td></tr><tr style="height:9pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"><td style="vertical-align:middle;text-align:left;"> </td><td style="vertical-align:bottom;"> </td><td colspan="2" style="vertical-align:middle;text-align:left;"> </td><td style="vertical-align:middle;text-align:left;"> </td><td style="vertical-align:middle;"> </td><td colspan="2" style="vertical-align:bottom;text-align:left;"> Quoted prices in </td><td style="vertical-align:bottom;text-align:left;"> </td><td style="vertical-align:middle;text-align:left;"> </td><td colspan="2" style="vertical-align:bottom;text-align:left;"> Significant </td><td style="vertical-align:bottom;text-align:left;"> </td><td style="vertical-align:middle;text-align:left;"> </td><td colspan="2" style="vertical-align:bottom;text-align:left;"> Significant </td><td style="vertical-align:bottom;text-align:left;"> </td></tr><tr style="height:9pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"><td style="vertical-align:middle;text-align:left;"> </td><td style="vertical-align:bottom;"> </td><td colspan="2" style="vertical-align:middle;text-align:left;"> </td><td style="vertical-align:middle;"> </td><td colspan="2" style="vertical-align:bottom;text-align:left;"> active markets </td><td style="vertical-align:bottom;text-align:left;"> </td><td style="vertical-align:middle;text-align:left;"> </td><td colspan="2" style="vertical-align:bottom;text-align:left;"> other </td><td style="vertical-align:bottom;text-align:left;"> </td><td style="vertical-align:middle;text-align:left;"> </td><td colspan="2" style="vertical-align:bottom;text-align:left;"> unobservable </td><td style="vertical-align:bottom;text-align:left;"> </td></tr><tr style="height:9pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"><td style="vertical-align:middle;text-align:left;"> </td><td style="vertical-align:bottom;"> </td><td colspan="2" style="vertical-align:middle;text-align:left;"> September 30, </td><td style="vertical-align:middle;text-align:left;"> </td><td style="vertical-align:middle;"> </td><td colspan="2" style="vertical-align:bottom;text-align:left;"> for identical </td><td style="vertical-align:bottom;text-align:left;"> </td><td style="vertical-align:middle;text-align:left;"> </td><td colspan="2" style="vertical-align:bottom;text-align:left;"> observable </td><td style="vertical-align:bottom;text-align:left;"> </td><td style="vertical-align:middle;text-align:left;"> </td><td colspan="2" style="vertical-align:bottom;text-align:left;"> inputs </td><td style="vertical-align:bottom;text-align:left;"> </td></tr><tr style="height:9pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"><td style="vertical-align:middle;text-align:left;"> </td><td style="vertical-align:bottom;"> </td><td colspan="2" style="vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:left;"> 2024 </td><td style="vertical-align:middle;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td><td style="vertical-align:middle;"> </td><td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> assets (level 1) </td><td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td><td style="vertical-align:middle;text-align:left;"> </td><td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> inputs (level 2) </td><td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td><td style="vertical-align:middle;text-align:left;"><p style="font-

size:9pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> (level 3) </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:top;"> Assets: </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:middle;text-align:left;"> </td> <td style="vertical-align:middle;text-align:left;"> </td> <td style="vertical-align:middle;text-align:left;"> </td> <td colspan="2" style="vertical-align:middle;text-align:left;"> </td> <td style="vertical-align:middle;text-align:left;"> </td> <td style="vertical-align:middle;text-align:left;"> </td> <td colspan="2" style="vertical-align:middle;text-align:left;"> </td> <td style="vertical-align:middle;text-align:left;"> </td> <td 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style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;font-family:Arial;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;"> </td> <td style="white-space:nowrap;vertical-align:middle;"> $ </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> — </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:14pt;white-space:pre-wrap;vertical-align:top;"> Commercial paper(1) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> 4,987 </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;"> </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:left;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> 4,987 </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;"> </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:left;"> </td> <td 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style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> 50,717 </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:14pt;white-space:pre-wrap;vertical-align:top;"> US government agency securities(2) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> <span

style="white-space:pre-wrap;font-family:Arial;min-width:fit-content;"> </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> 26,847 </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;"> </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> 26,847 </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;"> </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:14pt;white-space:pre-wrap;vertical-align:top;"> Corporate debt securities(2) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> 40,803 </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;"> </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:14pt;white-space:pre-wrap;vertical-align:top;"> Commercial paper(2) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> 131,660 </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;"> </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:14pt;white-space:pre-wrap;vertical-align:top;"> US treasury securities(3) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> 80,037 </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;"> </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:14pt;white-space:pre-wrap;vertical-align:top;"> US government agency securities(3) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:0.5pt solid #000000;"> <span style="font-family:Arial;min-width:fit-

content;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:center;"> 64,354 </td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:0.5pt solid #fffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;"> </td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:0.5pt solid #fffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:center;"> 64,354 </td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:0.5pt solid #fffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;"> </td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:0.5pt solid #fffff03;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Total fair value of assets </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:middle;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">459,528</p></td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:2.25pt double #fffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:middle;border-bottom:2.25pt double #000000;text-align:center;"> 190,877 </td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:2.25pt double #fffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:middle;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">268,651</p></td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:2.25pt double #fffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;font-family:Arial;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:middle;border-bottom:2.25pt double #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:2.25pt double #fffff03;"> </td> </tr> </table> (1) Included as cash and cash equivalents on the condensed consolidated balance sheets. (2) Included as short-term marketable securities on the condensed consolidated balance sheets. (3) Included as long-term marketable securities on the condensed consolidated balance sheets. <table style="border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;"> <tr style="visibility:collapse;"> <td style="width:44.447%;box-sizing:content-box;"></td> <td style="width:1.361%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:10.528%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.361%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:10.528%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.361%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:10.528%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.361%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:10.528%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:9pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;text-align:left;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="10" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> Fair value measurements as of December 31, 2023 using </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #fffff03;"> </td> </tr> <tr style="height:9pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;text-align:left;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;"> Quoted prices in </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;"> Significant </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;"> Significant </td> <td style="vertical-align:bottom;"> </td> </tr> <tr style="height:9pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;text-align:left;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"><p style="font-size:9pt;margin-top:0;font-family:Times New Roman;margin-

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style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;"> inputs </td> <td style="vertical-align:bottom;"> </td> </tr> <tr style="height:9pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;text-align:left;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> assets (level 1) </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> inputs (level 2) </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> (level 3) </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:top;"> Assets: </td> <td style="vertical-align:top;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:14pt;white-space:pre-wrap;vertical-align:top;"> Money market funds(1) </td> <td style="white-space:pre-wrap;vertical-align:top;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">83,101</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;font-family:Arial;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:14pt;white-space:pre-wrap;vertical-align:top;"> US treasury securities(2) </td> <td style="white-space:pre-wrap;vertical-align:top;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 93,303 </td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-

size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 93,303 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> 26,824 </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:14pt;white-space:pre-wrap;vertical-align:top;"> Corporate debt securities(2) </td> <td style="white-space:pre-wrap;vertical-align:top;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 10,734 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> 10,734 </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:14pt;white-space:pre-wrap;vertical-align:top;"> Commercial paper(2) </td> <td style="white-space:pre-wrap;vertical-align:top;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 88,414 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> 88,414 </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:14pt;white-space:pre-wrap;vertical-align:top;"> US treasury securities(3) </td> <td style="white-space:pre-wrap;vertical-align:top;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 9,642 </td> <td

style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 9,642 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Total fair value of assets </td> <td style="white-space:pre-wrap;vertical-align:top;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">312,018</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 186,046 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">125,972</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;font-family:Arial;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> </table> (1) Included as cash and cash equivalents on the condensed consolidated balance sheets. (2) Included as short-term marketable securities on the condensed consolidated balance sheets. (3) Included as long-term marketable securities on the condensed consolidated balance sheets.
601230006012300049870004987000507170005071700026847000268470004080300040803000131660000131660000800370008003700064354000643540004595280000 style="font-size:10pt;margin-top:18pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">Note 4. Marketable securities The following tables summarize the Company’s marketable securities accounted for as available-for-sale securities (in thousands, except years): <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:44.8%;box-sizing:content-box;"></td> <td style="width:1.08%;box-sizing:content-box;"></td> <td style="width:9.96%;box-sizing:content-box;"></td> <td style="width:1.08%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:7.96%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.08%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:7.96%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.08%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:7.96%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.08%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:7.96%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:9pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="16" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> September 30, 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:9pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;text-align:left;"> Maturity </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:left;"> Amortized </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:left;"> Unrealized </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:left;"> Unrealized </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:left;"> Estimated </td> <td style="vertical-align:bottom;text-align:left;"> </td> </tr> <tr style="height:9pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New

Roman;margin-bottom:0;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> (in years) </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> cost </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> gains </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> losses </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> fair value </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:middle;"> US treasury securities </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:left;"> 1 or less </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:middle;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">50,620</p></td> <td style="white-space:nowrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> 101 </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:middle;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(4</p></td> <td style="white-space:nowrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;font-family:Arial;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> 50,717 </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:middle;"> US government agency securities </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:left;"> 1 or less </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> 26,776 </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> 71 </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> 26,847 </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:middle;"> Corporate debt securities </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:left;"> 1 or less </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> 40,697 </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> 109 </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> (3 </td> <td style="white-space:nowrap;vertical-align:middle;"> <span

style="color:#000000;font-family:Arial;min-width:fit-content;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> 40,803 </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Commercial paper </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> 1 or less </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> 131,441 </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> 245 </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> (26 </td> <td style="white-space:nowrap;vertical-align:middle;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> 131,660 </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:middle;"> US treasury securities </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> 1-2 </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> 79,351 </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> 686 </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> 80,037 </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> US government agency securities </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:left;"> 1-2 </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:center;"> 63,708 </td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:center;"> 655 </td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:center;"> (9 </td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:0.5pt solid #ffffff03;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:center;"> 64,354 </td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:middle;"> Total </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:left;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:2.25pt double #000000;"> $ </td> <td style="white-space:pre-wrap;vertical-align:middle;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-

align:right;">392,593 </td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:2.25pt double #fffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:middle;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">1,867</p></td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:2.25pt double #fffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:middle;border-bottom:2.25pt double #000000;text-align:center;"> (42 </td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:2.25pt double #fffff03;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:middle;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">394,418</p></td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:2.25pt double #fffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr></table><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p><table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"><tr style="visibility:collapse;"><td style="width:44.8%;box-sizing:content-box;"></td><td style="width:1.08%;box-sizing:content-box;"></td><td style="width:9.96%;box-sizing:content-box;"></td><td style="width:1.08%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:7.96%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:1.08%;box-sizing:content-box;"></td><td style="width:7.96%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:1.08%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:7.96%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:1.08%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:7.96%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td></tr><tr style="height:9pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"><td style="vertical-align:bottom;text-align:left;"><p style="font-size:9pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:9pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="16" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:9pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">December 31, 2023</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:9pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td></tr><tr style="height:9pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"><td style="vertical-align:bottom;text-align:left;"><p style="font-size:9pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:9pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="vertical-align:bottom;text-align:left;"><p style="font-size:9pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Maturity</p></td> <td style="vertical-align:bottom;text-align:left;"><p style="font-size:9pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td colspan="2" style="vertical-align:bottom;text-align:left;"><p style="font-size:9pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Amortized</p></td> <td style="vertical-align:bottom;text-align:left;"><p style="font-size:9pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;text-align:left;"><p style="font-size:9pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td colspan="2" style="vertical-align:bottom;text-align:left;"><p style="font-size:9pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Unrealized</p></td> <td style="vertical-align:bottom;text-align:left;"><p style="font-size:9pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;text-align:left;"><p style="font-size:9pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td colspan="2" style="vertical-align:bottom;text-align:left;"><p style="font-size:9pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Unrealized</p></td> <td style="vertical-align:bottom;text-align:left;"><p style="font-size:9pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;text-align:left;"><p style="font-size:9pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td colspan="2" style="vertical-align:bottom;text-align:left;"><p style="font-size:9pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Estimated</p></td> <td style="vertical-align:bottom;text-align:left;"><p style="font-size:9pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> </tr><tr style="height:9pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"><td style="vertical-align:bottom;text-align:left;"><p style="font-size:9pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:9pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:9pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">(in years)</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:9pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:9pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">cost</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:9pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:9pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:9pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">gains</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:9pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:9pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:9pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">losses</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:9pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:9pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:9pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">fair value</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:9pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> </tr><tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"><td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">US treasury securities</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">1 or less</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 93,377 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 74 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> <span style="color:#000000;font-family:Arial;min-

width:fit-content;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(148</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;font-family:Arial;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 93,303 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> US government agency securities </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> 1 or less </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 26,783 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 45 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (4 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 26,824 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Corporate debt securities </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> 1 or less </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 10,719 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 15 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 10,734 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Commercial paper </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> 1 or less </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 88,356 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 68 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (10 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 88,414 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> US treasury securities </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> 1-2 </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-

top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">9,605 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> 37 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 9,642 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Total </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">228,840</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 239 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:left;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(162</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;font-family:Arial;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 228,917 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> </td> </tr> </table> The following tables present fair values and gross unrealized losses for those available-for-sale securities that were in an unrealized loss position as of September 30, 2024 and December 31, 2023, aggregated by category and the length of time that the securities have been in a continuous loss position (in thousands): <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:40.328%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td 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style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> September 30, 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:9pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="6" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Unrealized losses less than 12 months </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td colspan="6" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Unrealized losses 12 months or greater </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td colspan="6" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Total </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:9pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Fair value </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Unrealized losses </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;border-

bottom:0.5pt solid #0000000;text-align:left;"> Fair value </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;">   </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;">   </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Unrealized losses </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;">   </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;">   </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Fair value </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;">   </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;">   </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Unrealized losses </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;">   </td> </tr> <tr style="height:10pt;background-color:#ccecff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> US treasury securities </td> <td style="white-space:pre-wrap;vertical-align:bottom;">   </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">—</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;">   </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;">   </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">14,976</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;font-family:Arial;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (4 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> US government agency securities </td> <td style="white-space:pre-wrap;vertical-align:bottom;">   </td> <td style="white-space:nowrap;vertical-align:bottom;">   </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 9,121 </td> <td style="white-space:nowrap;vertical-align:bottom;">   </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;">   </td> <td style="white-space:nowrap;vertical-align:bottom;">   </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (9 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;">   </td> <td style="white-space:nowrap;vertical-align:bottom;">   </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;">   </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;">   </td> <td style="white-space:nowrap;vertical-align:bottom;">   </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 9,121 </td> <td style="white-space:nowrap;vertical-align:bottom;">   </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;">   </td> <td style="white-space:nowrap;vertical-align:bottom;">   </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;">   </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;">   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style="white-space:pre-wrap;vertical-align:bottom;text-align:center;">   </td> <td style="white-space:nowrap;vertical-align:bottom;">   </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 8,931 </td> <td style="white-space:nowrap;vertical-align:bottom;">   </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;">   </td> <td style="white-space:nowrap;vertical-align:bottom;">   </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-

family:Times New Roman;margin-bottom:0;text-align:right;">(3 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 8,931 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (3 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Commercial paper </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 11,785 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (26 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 11,785 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 11,785 </td> <td 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Roman;margin-bottom:0;text-align:left;">$ </td> <td style="border-top:0.5pt solid #000000;white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> (4 </td> <td style="border-top:0.5pt solid #ffffff03;white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="border-top:0.5pt solid #000000;white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="border-top:0.5pt solid #000000;white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">44,813</p></td> <td style="border-top:0.5pt solid #ffffff03;white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New 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#000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"><span style="color:#000000;white-
space:pre-wrap;font-family:Arial;min-width:fit-content;">(42</p>
</td> <td style="border-top:0.5pt solid #ffffff03;white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-
top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> </tr>
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style="width:6.941%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td
style="width:1%;box-sizing:content-box;"></td> <td style="width:6.941%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td
style="width:1%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:6.941%;box-sizing:content-box;"></td> <td
style="width:1%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td
style="width:6.960999999999999%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:9pt;background-
color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New
Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-
align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="white-space:pre-wrap;font-
family:Arial;min-width:fit-content;"> </p></td> <td colspan="22" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-
size:9pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"><span style="color:#000000;white-space:pre-wrap;font-weight:bold;font-
family:Arial;min-width:fit-content;">December 31, 2023</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p
style="font-size:9pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"><span style="white-space:pre-wrap;font-family:Arial;min-width:fit-
content;"> </p></td> </tr> <tr style="height:9pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;text-
align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"><span style="white-space:pre-wrap;font-
family:Arial;min-width:fit-content;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-
bottom:0;text-align:left;"> </p></td> <td colspan="6" style="vertical-
align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:9pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">
Unrealized losses less than 12 months</p></td> <td
style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:9pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-
align:center;"> </p></td> <td style="vertical-align:bottom;"><p style="font-
size:9pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">
</p></td> <td colspan="6" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:9pt;margin-top:0;font-family:Times New
Roman;margin-bottom:0;text-align:center;">Unrealized losses 12
months or greater</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:9pt;margin-top:0;font-
family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td
style="vertical-align:bottom;"><p style="font-size:9pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="white-space:pre-wrap;font-
family:Arial;min-width:fit-content;"> </p></td> <td colspan="6" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-
size:9pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"><span style="color:#000000;white-space:pre-wrap;font-weight:bold;font-
family:Arial;min-width:fit-content;">Total</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-
size:9pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"><span style="white-space:pre-wrap;font-family:Arial;min-width:fit-
content;"> </p></td> </tr> <tr style="height:9pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;text-
align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"><span style="white-space:pre-wrap;font-
family:Arial;min-width:fit-content;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-
bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-
align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:9pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">
Fair value</p></td> <td style="vertical-
align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:9pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">
 </p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-
align:left;"><p style="font-size:9pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"><span style="white-space:pre-wrap;font-family:Arial;min-
width:fit-content;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:9pt;margin-
top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"><span style="color:#000000;white-space:pre-wrap;font-weight:bold;font-family:Arial;min-width:fit-
content;">Unrealized losses</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:9pt;margin-top:0;font-
family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td
style="vertical-align:bottom;"><p style="font-size:11pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="white-space:pre-
wrap;font-family:Arial;min-width:fit-content;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p
style="font-size:9pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"><span style="color:#000000;white-space:pre-wrap;font-weight:bold;font-
family:Arial;min-width:fit-content;">Fair value</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-
size:9pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"><span style="white-space:pre-wrap;font-family:Arial;min-width:fit-
content;"> </p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:9pt;margin-top:0;font-family:Times
New Roman;margin-bottom:0;text-align:center;"> </p></td> <td colspan="2"
style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:9pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-
align:center;">Unrealized losses</p></td> <td
style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:9pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-
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#000000;text-align:left;"><p style="font-size:9pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"><span style="white-space:pre-wrap;font-
family:Arial;min-width:fit-content;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-
size:9pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"><span style="color:#000000;white-space:pre-wrap;font-weight:bold;font-
family:Arial;min-width:fit-content;">Fair value</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-
size:9pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"><span style="white-space:pre-wrap;font-family:Arial;min-width:fit-
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#000000;text-align:left;"><p style="font-size:9pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"><span style="color:#000000;white-
space:pre-wrap;font-weight:bold;font-family:Arial;min-width:fit-content;">Unrealized losses</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid
#ffffff03;text-align:left;"><p style="font-size:9pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"><span style="white-space:pre-wrap;font-
family:Arial;min-width:fit-content;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-
wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;white-space:pre-
wrap;font-family:Arial;min-width:fit-content;">US treasury securities</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-
size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">
</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">
$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p
style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"><span style="font-family:Arial;color:#000000;white-space:pre-wrap;min-
width:fit-content;">74,912</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New
Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;">
<p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="white-space:pre-wrap;font-family:Arial;min-width:fit-
content;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-
bottom:0;text-align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-
align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"><span style="color:#000000;white-
space:pre-wrap;font-family:Arial;min-width:fit-content;">(148
</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">
)</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-
size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">
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style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"><span style="color:#000000;white-space:pre-wrap;font-family:Arial;min-
width:fit-content;">—</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-
bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-
size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">
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$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p
style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"><span style="color:#000000;white-space:pre-wrap;font-family:Arial;min-
width:fit-content;">—</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-
bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-
size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">
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style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"><span style="font-family:Arial;color:#000000;white-space:pre-wrap;min-
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Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;">
<p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="white-space:pre-wrap;font-family:Arial;min-width:fit-
content;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-
bottom:0;text-align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-
align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"><span style="color:#000000;white-
space:pre-wrap;font-family:Arial;min-width:fit-content;">(148
</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">

) </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> US government agency securities </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 6,950 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 4 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 748 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 748 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Commercial paper </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 22,944 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (10 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 22,944 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:

space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (10 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Total </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="border-top:0.5pt solid #000000;white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="border-top:0.5pt solid #000000;white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">105,554</p></td> <td style="border-top:0.5pt solid #ffffff03;white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="border-top:0.5pt solid #000000;white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000,"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="border-top:0.5pt solid #000000;white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> (162 </td> <td style="border-top:0.5pt solid #ffffff03;white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="border-top:0.5pt solid #000000;white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000,"> $</p></td> <td style="border-top:0.5pt solid #000000;white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">—</p></td> <td style="border-top:0.5pt solid #ffffff03;white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">—</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="border-top:0.5pt solid #000000;white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000,"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="border-top:0.5pt solid #000000;white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> — </td> <td style="border-top:0.5pt solid #ffffff03;white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="border-top:0.5pt solid #000000;white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000,"> $</p></td> <td style="border-top:0.5pt solid #000000;white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">105,554</p></td> <td style="border-top:0.5pt solid #ffffff03;white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:11pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="border-top:0.5pt solid #000000;white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000,"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="border-top:0.5pt solid #000000;white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> (162 </td> <td style="border-top:0.5pt solid #ffffff03;white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;">) </td> </tr> </table> As of September 30, 2024, there were seven available-for-sale securities with an estimated fair value of $44.8 million in gross unrealized loss positions, of which three available-for-sale securities with an estimated fair value of $15.0 million were in an unrealized loss position for more than 12 months. Ass of December 31, 2023, there were 22 available-for-sale securities with an estimated fair value of $105.6 million in gross unrealized loss positions, none of which were in an unrealized loss position for more than 12 months. As of September 30, 2024 and December 31, 2023, unrealized losses on available-for-sale securities are not attributed to credit risk. The Company believes that an allowance for credit losses is unnecessary because the unrealized losses on certain of the Company's available-for-sale securities are due to market factors and changes in interest rates. Additionally, the Company does not intend to sell the securities nor is it more likely than not that the Company will be required to sell the securities before recovery of their amortized cost basis. Accrued interest on the Company's available-for-sale securities was $2.4 million and <span style="color:#000000;white-space:pre-wrap;font-size:10pt;font-family:Arial;min-width:fit-content;">$1.1 million as of September 30, 2024 and December 31, 2023, respectively, and was included in prepaid expenses and other current assets on the condensed consolidated balance sheets. The following tables summarize the Company's marketable securities accounted for as available-for-sale securities (in thousands, except years): <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:44.8%;box-sizing:content-box;"></td> <td style="width:1.08%;box-sizing:content-box;"></td> <td style="width:9.96%;box-sizing:content-box;"></td> <td style="width:1.08%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:7.96%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.08%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:7.96%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.08%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:7.96%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.08%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:7.96%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:9pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="16" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> September 30, 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:9pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;text-align:left;"> Maturity </td> <td style="vertical-align:bottom;text-align:left;"><p style="font-size:9pt;margin-top:0;font-family:Times New

Roman;margin-bottom:0;text-align:center;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:left;"> Amortized </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:left;"> Unrealized </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:left;"> Unrealized </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:left;"> Estimated </td> <td style="vertical-align:bottom;text-align:left;"> </td> </tr> <tr style="height:9pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> (in years) </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> cost </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> gains </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> losses </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> fair value </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:middle;"> US treasury securities </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:left;"> 1 or less </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:middle;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">50,620</p></td> <td style="white-space:nowrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> 101 </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:middle;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(4</p></td> <td style="white-space:nowrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;font-family:Arial;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> 50,717 </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:middle;"> US government agency securities </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:left;"> 1 or less </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> 26,776 </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> 71 </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> 26,847 </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:middle;"> Corporate debt securities </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:left;"> <span style="color:#000000;white-space:pre-wrap;min-width:fit-

content;">1 or less </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> 40,697 </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> 109 </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> (3 </td> <td style="white-space:nowrap;vertical-align:middle;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> 40,803 </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Commercial paper </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:left;"> 1 or less </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> 131,441 </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> 245 </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> (26 </td> <td style="white-space:nowrap;vertical-align:middle;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> 131,660 </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:middle;"> US treasury securities </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:left;"> 1-2 </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> 79,351 </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> 686 </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> 80,037 </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> US government agency securities </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:left;"> 1-2 </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:center;"> 63,708 </td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:center;"> 655 </td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New

Roman;margin-bottom:0;text-align:right;">(9 </td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:0.5pt solid #ffffff03;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:center;"> 64,354 </td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:middle;"> Total </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:left;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:middle;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">392,593</p></td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:middle;border-bottom:2.25pt double #000000;text-align:center;"> 1,867 </td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:middle;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(42</p></td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;font-family:Arial;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:middle;border-bottom:2.25pt double #000000;text-align:center;"> 394,418 </td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:2.25pt double #ffffff03;"> </td> </tr></table>   <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:44.8%;box-sizing:content-box;"></td> <td style="width:1.08%;box-sizing:content-box;"></td> <td style="width:9.96%;box-sizing:content-box;"></td> <td style="width:1.08%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:7.96%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.08%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:7.96%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.08%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:7.96%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.08%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:7.96%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:9pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;text-align:left;"> </td> <td colspan="16" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> December 31, 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> </td> </tr> <tr style="height:9pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;text-align:left;"> Maturity </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:left;"> Amortized </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:left;"> Unrealized </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:left;"> Unrealized </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:left;"> Estimated </td> <td style="vertical-align:bottom;text-align:left;"> </td> </tr> <tr style="height:9pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> (in years) </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> cost </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> gains </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> losses </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> fair value </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> <span

style="color:#000000;white-space:pre-wrap;font-family:Arial;min-width:fit-content;">US treasury securities </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> 1 or less </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">93,377</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 74 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(148</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;font-family:Arial;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 93,303 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> US government agency securities </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> 1 or less </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 26,783 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 45 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (4 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 26,824 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Corporate debt securities </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> 1 or less </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 10,719 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 15 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 10,734 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Commercial paper </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> 1 or less </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 88,356 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 68 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-

align:right;">(10 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 88,414 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> US treasury securities </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> 1-2 </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 9,605 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 37 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 9,642 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Total </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">228,840</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 239 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(162</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;font-family:Arial;min-width:fit-content;">$ </td> <td 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P1Y5062000010100040005071700OP1Y267760007100026847000P1Y4069700010900030004080 3000P1Y1314410002450002600013166000OP1YP2Y793510006860008800 3style="font-size:10pt;margin-top:18pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">The following tables present fair values and gross unrealized losses for those available-for-sale securities that were in an unrealized loss position as of September 30, 2024 and December 31, 2023, aggregated by category and the length of time that the securities have been in a continuous loss position (in thousands): <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:40.328%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:6.941%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:6.941%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:6.941%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:6.941%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:6.941%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:6.941%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:6.960999999999999%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:9pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="22" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> September 30, 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:9pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="6" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Unrealized losses less than 12 months </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td colspan="6" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Unrealized losses 12 months or greater </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid

#ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td colspan="6" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Total </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:9pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Fair value </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Unrealized losses </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid 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style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">—</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">14,976</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (4) </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">14,976</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;font-family:Arial;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (4) </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> US government agency securities </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 9,121 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (9) </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> <span style="font-

family:Arial;color:#000000;white-space:pre-wrap;min-width:fit-content;">9,121 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (9 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> </tr> <tr style="height:10pt;background-color:#ccecff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Corporate debt securities </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 8,931 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (3 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 8,931 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td 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style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 11,785 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 11,785 </td> <td 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#ffffff03;white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="border-top:0.5pt solid #000000;white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="border-top:0.5pt solid #000000;white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> (38 </td> <td style="border-top:0.5pt solid #ffffff03;white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="border-top:0.5pt solid #000000;white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $ </td> <td style="border-top:0.5pt solid #000000;white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 14,976 </td> <td style="border-top:0.5pt solid #ffffff03;white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt

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double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="border-top:0.5pt solid #000000;white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 44,813 </td> <td style="border-top:0.5pt solid #ffffff03;white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="border-top:0.5pt solid #000000;white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="border-top:0.5pt solid #000000;white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(42</p></td> <td style="border-top:0.5pt solid #ffffff03;white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> </tr></table><p style="font-size:10pt;margin-top:18pt;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p> <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:40.328%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:6.941%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:6.941%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:6.941%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td 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style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:9pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> </tr> <tr style="height:9pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="6" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:9pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Unrealized losses less than 12 months</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:9pt;margin-top:0;font-family:Times New 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<td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:9pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> </tr> <tr style="height:9pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:9pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Fair value</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:9pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:9pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:9pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Unrealized losses</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:9pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:11pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:9pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Fair value</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:9pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:9pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:9pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Unrealized losses</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:9pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:11pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:9pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Unrealized losses</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:9pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">US treasury securities</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 74,912 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(148</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p 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style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">— </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">—</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;font-family:Arial;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 74,912 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (148 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> US government agency securities </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 6,950 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (4 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (4 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Corporate debt securities </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 748 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 748 </td> <td 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style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 748 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 748 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 748 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 748 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 22,944 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (10 </td> <td style="white-space:nowrap;vertical-

align:bottom;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 22,944 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (10 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Total </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="border-top:0.5pt solid #000000;white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="border-top:0.5pt solid #000000;white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">105,554</p></td> <td style="border-top:0.5pt solid #ffffff03;white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="border-top:0.5pt solid #000000;white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="border-top:0.5pt solid #000000;white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> (162 </td> <td style="border-top:0.5pt solid #ffffff03;white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="border-top:0.5pt solid #000000;white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="border-top:0.5pt solid #000000;white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">—</p></td> <td style="border-top:0.5pt solid #ffffff03;white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="border-top:0.5pt solid #000000;white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;font-family:Arial;min-width:fit-content;">$ </td> <td style="border-top:0.5pt solid #000000;white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 105,554 </td> <td style="border-top:0.5pt solid #ffffff03;white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="border-top:0.5pt solid #000000;white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $ </td> <td style="border-top:0.5pt solid #000000;white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> (162 </td> </tr>
</table>1497600040001497600040009121000900091210009000893100030008931000300011785000260001178500026000298370003800014976000400044813000420007491
style="font-size:10pt;margin-top:18pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">Note 5. Property and equipment, net Property and equipment, net consisted of the following (in thousands): <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:66.993%;box-sizing:content-box;"></td> <td style="width:1.62%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:12.883%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.62%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:12.883%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:9pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:middle;border-bottom:2.25pt solid #ffffff;text-align:left;"> </td> <td style="vertical-align:middle;border-bottom:2.25pt solid #ffffff;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:2.25pt solid #ffffff03;text-align:left;"> September 30, </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:middle;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:left;"> December 31, </td> <td style="vertical-align:bottom;text-align:left;"> </td> </tr> <tr style="height:9pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:middle;border-bottom:2.25pt solid #ffffff;text-align:left;"> </td> <td style="vertical-align:middle;border-bottom:2.25pt solid #ffffff;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:middle;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:middle;"> Laboratory

equipment </td> <td style="white-space:pre-wrap;vertical-align:middle;"> </td> <td style="white-space:nowrap;vertical-align:middle;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">4,751</p></td> <td style="white-space:nowrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;font-family:Arial;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> 5,620 </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:middle;"> Furniture and fixtures </td> <td style="white-space:pre-wrap;vertical-align:middle;"> </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> 3,712 </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;"> </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> 4,099 </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:middle;"> Leasehold improvements </td> <td style="white-space:pre-wrap;vertical-align:middle;"> </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> 16,313 </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;"> </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> 18,173 </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:middle;border-bottom:2.25pt solid #ffffff;"> Computer equipment and software </td> <td style="white-space:pre-wrap;vertical-align:middle;border-bottom:2.25pt solid #ffffff;"> </td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:center;"> 1,567 </td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;"> </td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:center;"> 1,667 </td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:middle;border-bottom:2.25pt solid #ffffff;"> Property and equipment </td> <td style="white-space:pre-wrap;vertical-align:middle;border-bottom:2.25pt solid #ffffff;"> </td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:center;"> 26,343 </td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;border-bottom:2.25pt solid #ffffff;"> </td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;border-bottom:2.25pt solid #ffffff;text-align:center;"> 29,559 </td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:middle;border-bottom:2.25pt solid #ffffff;"> Less accumulated depreciation and amortization </td> <td style="white-space:pre-wrap;vertical-align:middle;border-bottom:2.25pt solid #ffffff;"> </td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:center;"> (9,190 </td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:0.5pt solid #ffffff03;">) </td> <td style="white-space:pre-wrap;vertical-align:middle;border-bottom:2.25pt solid #ffffff;"> </td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:center;"> (7,232 </td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:0.5pt solid #ffffff03;">) </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:middle;border-bottom:2.25pt double #ffffff;"> Property and equipment, net </td> <td style="white-space:pre-wrap;vertical-align:middle;border-bottom:2.25pt double #ffffff;"> </td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:middle;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">17,153</p></td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:middle;border-bottom:2.25pt double #ffffff;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:middle;border-bottom:2.25pt double #000000;text-align:center;"> 22,327 </td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:2.25pt double #ffffff03;"> </td> </tr> </table> Depreciation and amortization expense related to property and equipment was $842,000 and $3.0<span style="color:#000000;white-space:pre-wrap;font-size:10pt;font-family:Arial;min-

width:fit-content;"> million for the three and nine months ended September 30, 2024, respectively, and $941,000 and $2.8 million for the three and nine months ended September 30, 2023, respectively.</p><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Property and equipment, net consisted of the following (in thousands):</p><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p> <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:66.993%;box-sizing:content-box;"></td> <td style="width:1.62%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:12.883%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.62%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:12.883%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:9pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:middle;border-bottom:2.25pt solid #ffffff;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:middle;border-bottom:2.25pt solid #ffffff;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:2.25pt solid #ffffff03;text-align:left;"><p style="font-size:9pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">September 30,</p></td> <td style="vertical-align:bottom;text-align:left;"><p style="font-size:9pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:middle;"><p style="font-size:9pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;text-align:left;"><p style="font-size:9pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">December 31,</p></td> <td style="vertical-align:bottom;text-align:left;"><p style="font-size:9pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> </tr> <tr style="height:9pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:middle;border-bottom:2.25pt solid #ffffff;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:middle;border-bottom:2.25pt solid #ffffff;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:9pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">2024</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:9pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:middle;"><p style="font-size:9pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:9pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">2023</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:9pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Laboratory equipment</p></td> <td style="white-space:pre-wrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;font-family:Arial;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> 4,751 </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;"> </td> <td style="white-space:nowrap;vertical-align:middle;"> $ </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> 5,620 </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:middle;"> Furniture and fixtures </td> <td style="white-space:pre-wrap;vertical-align:middle;"> </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> 3,712 </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;"> </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> 4,099 </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:middle;"> Leasehold improvements </td> <td style="white-space:pre-wrap;vertical-align:middle;"> </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> 16,313 </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;"> </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> 18,173 </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:middle;border-bottom:2.25pt solid #ffffff;"> Computer equipment and software </td> <td style="white-space:pre-wrap;vertical-align:middle;border-bottom:2.25pt solid #ffffff;"> </td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:center;"> 1,567 </td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;"> </td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:center;"> 1,667 </td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:middle;border-bottom:2.25pt solid #ffffff;"> Property and equipment </td> <td style="white-space:pre-wrap;vertical-align:middle;border-bottom:2.25pt solid #ffffff;"> </td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:center;"> 26,343 </td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;border-bottom:2.25pt solid #ffffff;"> </td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:center;"> 29,559 </td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:0.5pt solid #ffffff03;"> <span style="font-family:Arial;min-width:fit-

content;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:middle;border-bottom:2.25pt solid #ffffff;"> Less accumulated depreciation and amortization </td> <td style="white-space:pre-wrap;vertical-align:middle;border-bottom:2.25pt solid #ffffff;"> </td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:center;"> (9,190 </td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:0.5pt solid #ffffff03;">) </td> <td style="white-space:pre-wrap;vertical-align:middle;border-bottom:2.25pt solid #ffffff;"> </td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:center;"> (7,232 </td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:0.5pt solid #ffffff03;">) </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:middle;border-bottom:2.25pt double #ffffff;"> Property and equipment, net </td> <td style="white-space:pre-wrap;vertical-align:middle;border-bottom:2.25pt double #ffffff;"> </td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:middle;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">17,153</p></td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:middle;border-bottom:2.25pt double #ffffff;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;font-family:Arial;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:middle;border-bottom:2.25pt double #000000;text-align:center;"> 22,327 </td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:2.25pt double #ffffff03;"> </td> </tr>
</table>4751000562000037120004099000163130001817300015670001667000263430002955900091900007232000171530002232700084200030000000941000028000000 Note 6. Accrued expenses and other current liabilities Accrued expenses and other current liabilities consisted of the following (in thousands):
 <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;">
<tr style="visibility:collapse;">
<td style="width:66.813%;box-sizing:content-box;"></td>
<td style="width:1.88%;box-sizing:content-box;"></td>
<td style="width:1%;box-sizing:content-box;"></td>
<td style="width:12.843%;box-sizing:content-box;"></td>
<td style="width:1%;box-sizing:content-box;"></td>
<td style="width:1.62%;box-sizing:content-box;"></td>
<td style="width:1%;box-sizing:content-box;"></td>
<td style="width:12.843%;box-sizing:content-box;"></td>
<td style="width:1%;box-sizing:content-box;"></td>
</tr>
<tr style="height:9pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;">
<td style="vertical-align:middle;border-bottom:2.25pt solid #ffffff;text-align:left;"> </td>
<td style="vertical-align:middle;border-bottom:2.25pt solid #ffffff;"> </td>
<td colspan="2" style="vertical-align:bottom;border-bottom:2.25pt solid #ffffff03;text-align:left;"> September 30, </td>
<td style="vertical-align:bottom;text-align:left;"> </td>
<td style="vertical-align:middle;"> </td>
<td colspan="2" style="vertical-align:bottom;text-align:left;"> December 31, </td>
<td style="vertical-align:bottom;text-align:left;"> </td>
</tr>
<tr style="height:9pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;">
<td style="vertical-align:middle;border-bottom:2.25pt solid #ffffff;text-align:left;"> </td>
<td style="vertical-align:middle;border-bottom:2.25pt solid #ffffff;"> </td>
<td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2024 </td>
<td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td>
<td style="vertical-align:middle;"> </td>
<td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2023 </td>
<td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td>
</tr>
<tr style="height:10pt;background-color:#cff0fc;word-break:break-word;">
<td style="white-space:pre-wrap;vertical-align:middle;"> Accrued research and development expenses </td>
<td style="white-space:pre-wrap;vertical-align:middle;"> </td>
<td style="white-space:nowrap;vertical-align:middle;"> $ </td>
<td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> 14,226 </td>
<td style="white-space:nowrap;vertical-align:middle;"> </td>
<td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> </td>
<td style="white-space:nowrap;vertical-align:middle;"> $ </td>
<td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> 8,803 </td>
<td style="white-space:nowrap;vertical-align:middle;"> </td>
</tr>
<tr style="height:10pt;background-color:#ffffff;word-break:break-word;">
<td style="white-space:pre-wrap;vertical-align:middle;"> Accrued compensation </td>
<td style="white-space:pre-wrap;vertical-align:middle;"> </td>
<td style="white-space:nowrap;vertical-align:middle;"> </td>
<td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> 8,003 </td>
<td style="white-space:nowrap;vertical-align:middle;"> </td>
<td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> </td>
<td style="white-space:nowrap;vertical-align:middle;"> </td>
<td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> 10,311 </td>
<td style="white-space:nowrap;vertical-align:middle;"> </td>
</tr>
<tr style="height:10pt;background-color:#cff0fc;word-break:break-word;">
<td style="white-space:pre-wrap;vertical-align:middle;"> Unvested early exercised stock option liability </td>
<td style="white-space:pre-wrap;vertical-align:middle;"> </td>
<td style="white-space:nowrap;vertical-align:middle;"> </td>
<td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> — </td>
<td style="white-space:nowrap;vertical-align:middle;"> </td>
<td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> </td>
<td style="white-space:nowrap;vertical-align:middle;"> </td>
<td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-

align:right;">464 </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:middle;"> Accrued professional services </td> <td style="white-space:pre-wrap;vertical-align:middle;"> </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> 427 </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> 435 </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:middle;"> Accrued property and equipment </td> <td style="white-space:pre-wrap;vertical-align:middle;"> </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> 13 </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:middle;"> Other accruals and current liabilities </td> <td style="white-space:pre-wrap;vertical-align:middle;"> </td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:center;"> 514 </td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:center;"> 160 </td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:middle;border-bottom:2.25pt double #ffffff;"> Total </td> <td style="white-space:pre-wrap;vertical-align:middle;border-bottom:2.25pt double #ffffff;"> </td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:middle;border-bottom:2.25pt double #000000;text-align:center;"><p 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style="white-space:nowrap;vertical-align:middle;border-bottom:2.25pt double #ffffff03;"> </td> </tr> </table> Accrued expenses and other current liabilities consisted of the following (in thousands): <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:66.813%;box-sizing:content-box;"></td> <td style="width:1.88%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:12.843%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.62%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:12.843%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:9pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:middle;border-bottom:2.25pt solid #ffffff;text-align:left;"> </td> <td style="vertical-align:middle;border-bottom:2.25pt solid #ffffff;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:2.25pt solid #ffffff03;text-align:left;"> September 30, </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:middle;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:left;"> December 31, </td> <td style="vertical-align:bottom;text-align:left;"> </td> </tr> <tr style="height:9pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:middle;border-bottom:2.25pt solid #ffffff;text-align:left;"> </td> <td style="vertical-align:middle;border-bottom:2.25pt solid #ffffff;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:middle;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:middle;"> Accrued research and development expenses </td> <td style="white-space:pre-wrap;vertical-align:middle;"> </td> <td style="white-space:nowrap;vertical-align:middle;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">14,226</p></td> <td style="white-space:nowrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times 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size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> 8,003 </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> 10,311 </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:middle;"> Unvested early exercised stock option liability </td> <td style="white-space:pre-wrap;vertical-align:middle;"> </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> — </td> <td 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style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> 435 </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:middle;"> Accrued property and equipment </td> <td style="white-space:pre-wrap;vertical-align:middle;"> </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> 13 </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td 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style="white-space:pre-wrap;vertical-align:middle;border-bottom:2.25pt double #ffffff;"> Total </td> <td style="white-space:pre-wrap;vertical-align:middle;border-bottom:2.25pt double #ffffff;"> </td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:middle;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">23,170</p></td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:middle;border-bottom:2.25pt double #ffffff;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td 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</table>1422600088030008000300010311000464000427000435000130005140001600002317000020186000 Note 7. Asset acquisitions The following purchased assets were accounted for as asset acquisitions as substantially all of the fair value of the assets acquired were concentrated in a group of similar assets, and the acquired assets did not have outputs or employees. Because the assets had not yet received regulatory approval, the fair value attributable to these assets was recorded as in-process research and development expenses in the Company's condensed consolidated statements of operations and comprehensive loss. Asana BioSciences, LLC In November 2020, the Company entered into the Asana Merger Agreement, pursuant to which ASN became its wholly-owned subsidiary. Asana and ASN had previously entered into a license agreement, which was amended and restated prior to the closing of the merger transaction (the Asana License Agreement, and collectively with the Asana Merger Agreement, the Asana Agreements), pursuant to which ASN acquired an exclusive, worldwide license to certain intellectual property rights relating to inhibitors of ERK1 and ERK2 owned or controlled by Asana to develop and commercialize ERAS-007 and certain other related compounds for all applications. Under the Asana Merger Agreement, in 2020, the Company made an upfront payment of $20.0 million and issued 4,000,000 shares of its Series B-2 convertible preferred stock to Asana at a value of $7.50<span style="color:#000000;white-space:pre-wrap;font-size:10pt;font-family:Arial;min-

width:fit-content;"> per share or a total fair value of equity of $30.0 million. In connection with the Company's IPO, these shares of Series B-2 convertible preferred stock were converted into 3,333,333 shares of the Company's common stock. The Company is obligated to make future development and regulatory milestone cash payments for a licensed product in an amount of up to $90.0 million. Additionally, upon achieving a development milestone related to demonstration of successful proof-of-concept in a specified clinical trial, the Company will also be required to issue 3,888,889 shares of its common stock to Asana. The Company is not obligated to pay royalties on the net sales of licensed products. No IPR&D expense was recorded during the three and nine months ended September 30, 2024 and 2023. As of September 30, 2024 and December 31, 2023, no milestones had been accrued as the underlying contingencies were not probable or estimable. 2000000040000007.53000000033333339000000038888889000000 Note 8. License agreements Novartis Pharma AG In December 2022, the Company entered into an exclusive license agreement (as amended, the Novartis Agreement) with Novartis Pharma AG (Novartis) under which the Company was granted an exclusive, worldwide, royalty-bearing license to certain patent and other intellectual property rights owned or controlled by Novartis to develop, manufacture, use, and commercialize naporafenib in all fields of use. The Company has the right to sublicense (through multiple tiers) its rights under the Novartis Agreement, subject to certain limitations and conditions, and is required to use commercially reasonable efforts to commercialize licensed products in certain geographical markets. The license granted under the Novartis Agreement is subject to Novartis' reserved right to: (i) develop, manufacture, use, and commercialize compounds unrelated to naporafenib under the licensed patent rights and know-how, (ii) use the licensed patent rights and know-how for non-clinical research purposes, and (iii) use the licensed patent rights and know-how to the extent necessary to perform ongoing clinical trials and perform its obligations under existing contracts and under the Novartis Agreement. Under the Novartis Agreement, the Company made an upfront cash payment to Novartis of $20.0 million and issued to Novartis 12,307,692 shares of common stock of the Company having an aggregate value of approximately $80.0 million. The Company is obligated to make future regulatory milestone payments of up to $80.0 million and sales milestone payments of up to $200.0 million. The Company is also obligated to pay royalties on net sales of all licensed products, in the low-single digit percentages, subject to certain reductions. No IPR&D expense was recorded during the three and nine months ended September 30, 2024 and 2023. Guangzhou Joyo Pharmatech Co., Ltd In May 2024, the Company entered into an exclusive license agreement (the Joyo License Agreement) with Guangzhou Joyo Pharmatech Co., Ltd. (Joyo) under which the Company was granted an exclusive, worldwide (except mainland China, Hong Kong, and Macau), royalty-bearing license to certain patent and other intellectual property rights owned or controlled by Joyo to develop, manufacture, and commercialize certain pan-RAS inhibitors in all fields of use. The Company has an option to expand the territory of the license to include mainland China, Hong Kong and Macau by making a $50.0 million payment to Joyo on or prior to the first dosing of the first patient in a Phase 2 clinical trial by either the Company or Joyo, or a payment of $150.0 million after the first dosing of the first patient in a Phase 2 clinical trial by either the Company or Joyo and before filing a new drug application (or the foreign equivalent) by either the Company or Joyo. The Company has the right to sublicense (through multiple tiers) its rights under the Joyo License Agreement, subject to certain limitations and conditions, and is required to use commercially reasonable efforts to commercialize licensed products in the United States. The license granted under the Joyo License Agreement is subject to Joyo' reserved right to develop, manufacture, use, and commercialize licensed products in mainland China, Hong Kong and Macau, unless the Company exercises its option to expand the license to include mainland China, Hong Kong and Macau. Under the Joyo License Agreement, the Company made an upfront cash payment to Joyo of $12.5 million. The Company is obligated to make development and regulatory milestone payments of up to $51.5 million (or up to $57.5 million if the Company's territory is expanded to include mainland China, Hong Kong, and Macau) and commercial milestone payments of up to $125.0 million upon the achievement of the corresponding milestones. The Company is also obligated to pay tiered royalties on net sales of all licensed products, in the low- to mid-single digit percentages, subject to certain reductions. The Company recorded IPR&D expense of $0 and $12.5 million in connection with the upfront cash payment made during the three and nine months ended September 30, 2024, respectively. The Joyo License Agreement will expire upon the last to expire royalty term, which is determined on a licensed product-by-licensed product and country-by-country basis, and is the later of: (i) ten years from the date of first commercial sale for the licensed product in such country, (ii) the last to expire valid claim within the licensed patent rights covering such licensed product, or (iii) the expiration of all regulatory exclusivity for the licensed product in such country. Upon expiration of the Joyo License Agreement, on a licensed product-by-licensed product and country-by-country basis, the license granted to the Company with respect to such product in such countries shall be deemed to be fully paid-up, royalty-free, non-terminable, irrevocable and perpetual. The Joyo License Agreement may be terminated in its entirety by either party in the event of an uncured material breach by the other party or in the event the other party becomes subject to specified bankruptcy, insolvency, or similar circumstances. Joyo may terminate the Joyo License Agreement in the event that the Company or its affiliates or any of its or their sublicensees institutes, prosecutes or otherwise participates in any challenge to the licensed patents. The Company may terminate the Joyo License Agreement in its entirety at any time upon the provision of prior written notice to Joyo. Upon termination of the Joyo License Agreement for any reason, all rights and licenses granted to the Company will terminate. In addition, the licenses granted to Joyo under certain patent and other intellectual property rights owned or controlled by the Company to develop, manufacture, use, and commercialize the licensed products in mainland China, Hong Kong and Macau will survive the termination of the Joyo License Agreement for any reason, unless the Company exercises its option to expand the license to include mainland China, Hong Kong and Macau, in which case such licenses to Joyo will terminate automatically; and Joyo has an option to negotiate a license under any patent rights, know-how, or other intellectual property rights relating to the licensed products that are owned or controlled by the Company for the purpose of developing, manufacturing and commercializing the licensed products in the Company's territory on terms to be negotiated between the parties. Medshine Discovery Inc. In May 2024, the Company entered into an exclusive license agreement (the Medshine License Agreement) with Medshine Discovery Inc. (Medshine) under which the Company was granted an exclusive, worldwide, royalty-bearing license to certain patent and other intellectual property rights owned or controlled by Medshine to develop, manufacture, and commercialize certain pan-KRAS inhibitors in all fields of use. The Company has the right to sublicense (through multiple tiers) its rights under the Medshine License Agreement, subject to certain limitations and conditions, and is required to use commercially reasonable efforts to commercialize licensed products in certain geographical markets. <span style="white-space:pre-wrap;font-size:10pt;font-family:Arial;min-

width:fit-content;"> Under the Medshine License Agreement, the Company made an upfront cash payment to Medshine of $10.0 million. The Company is obligated to make development and regulatory milestone payments of up to $30.0 million and commercial milestone payments of up to $130.0 million upon the achievement of the corresponding milestones. The Company is also obligated to pay a low-single digit percentage royalty on net sales of all licensed products, subject to certain reductions. The Company recorded IPR&D expense of $0 and $10.0 million in connection with the upfront cash payment made during the three and nine months ended September 30, 2024, respectively. The Medshine License Agreement will expire upon the last to expire royalty term, which is determined on a licensed product-by-licensed product and country-by-country basis, and is the later of: (i) ten years from the date of first commercial sale for the licensed product in such country, (ii) the last to expire valid claim within the licensed patent rights covering such licensed product, or (iii) the expiration of all regulatory exclusivity for the licensed product in such country. Upon expiration of the Medshine License Agreement, on a licensed product-by-licensed product and country-by-country basis, the license granted to the Company with respect to such product in such countries shall be deemed to be fully paid-up, royalty-free, non-terminable, irrevocable and perpetual. The Medshine License Agreement may be terminated in its entirety by either party in the event of an uncured material breach by the other party or in the event the other party becomes subject to specified bankruptcy, insolvency, or similar circumstances. Medshine may terminate the Medshine License Agreement in the event that the Company or its affiliates or any of its or their sublicensees commences or actively and voluntarily participates in any challenge to the licensed patents. The Company may terminate the Medshine License Agreement in its entirety at any time upon the provision of prior written notice to Medshine. Upon termination of the Medshine License Agreement for any reason, all rights and licenses granted to the Company will terminate. In addition, upon termination of the Medshine License Agreement by Medshine for cause, Medshine has an option to negotiate a license under any patent rights, know-how, or other intellectual property rights relating to the licensed products that are owned or controlled by the Company for the purpose of developing, manufacturing and commercializing the licensed products on terms to be negotiated between the parties. Katmai Pharmaceuticals, Inc. In March 2020, the Company entered into a license agreement (the Katmai Agreement) with Katmai Pharmaceuticals, Inc. (Katmai) under which the Company was granted an exclusive, worldwide, royalty-bearing license to certain patent rights and know-how controlled by Katmai related to the development of small molecule therapeutic and diagnostic products that modulate EGFR and enable the identification, diagnosis, selection, treatment, and/or monitoring of patients for neuro-oncological applications to develop, manufacture, use, and commercialize ERAS-801 and certain other related compounds in all fields of use. Under the Katmai Agreement, the Company made an upfront payment of $5.7 million and Katmai agreed to purchase shares of the Company's Series B-1 convertible preferred stock and Series B-2 convertible preferred stock having an aggregate value of $2.7 million. In April 2020, Katmai purchased 356,000 shares of the Company's Series B-1 convertible preferred stock for $1.8 million, and in January 2021, Katmai purchased 118,666 shares of the Company's Series B-2 convertible preferred stock for $0.9 million. In connection with the Company's IPO, these shares of Series B-1 convertible preferred stock and Series B-2 convertible preferred stock were converted into 395,555 shares of the Company's common stock, in the aggregate. The Company is obligated to make future development and regulatory milestone payments of up to $26.0 million, of which $2.0 million was paid in March 2022, and commercial milestone payments of up to $101.0 million. The Company is also obligated to pay tiered royalties on net sales of each licensed product, at rates ranging from the mid- to high-single digit percentages, subject to a minimum annual royalty payment in the low six figures and certain permitted deductions. No IPR&D expense was recorded during the three and nine months ended September 30, 2024 and 2023. NiKang Therapeutics, Inc. In February 2020, the Company entered into a license agreement (the NiKang Agreement) with NiKang Therapeutics, Inc. (NiKang) under which the Company was granted an exclusive, worldwide license to certain intellectual property rights owned or controlled by NiKang related to certain SHP2 inhibitors to develop and commercialize ERAS-601 and certain other related compounds for all applications. Under the NiKang Agreement, in 2020, the Company made an upfront payment of $5.0 million to NiKang and reimbursed NiKang $0.4 million for certain initial manufacturing costs. In addition, the Company paid $7.0 million in 2020 related to the publication of a US patent application that covered the composition of matter of ERAS-601. The Company is also obligated to pay (i) development and regulatory milestone payments in an aggregate amount of up to $16.0 million for the first licensed product, of which $4.0 million was paid in January 2021, and $12.0 million for a second licensed product, and (ii) commercial milestone payments in an aggregate amount of up to $157.0 million for the first licensed product and $151.0 million for a second licensed product. The Company is also obligated to: (i) pay tiered royalties on net sales of all licensed products in the mid-single digit percentages, subject to certain reductions; and (ii) equally split all net sublicensing revenues earned under sublicense agreements that the Company enters into with any third party before commencement of the first Phase I clinical trial for a licensed product. No IPR&D expense was recorded during the three and nine months ended September 30, 2024 and 2023. As of September 30, 2024 and December 31, 2023, no milestones are accrued for any license agreements as the underlying contingencies are not probable or estimable.
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style="font-size:10pt;margin-top:18pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">Note 9. Stock-based compensation In July 2021, the Company's board of directors adopted and the Company's stockholders approved the Company's 2021 Incentive Award Plan (the 2021 Plan), which became effective in connection with the IPO. Upon the adoption of the 2021 Plan, the Company ceased making equity grants under its 2018 Equity Incentive Plan (the 2018 Plan). Under the 2021 Plan, the Company may grant stock options, restricted stock, restricted stock units, stock appreciation rights, and other stock or cash-based awards to individuals who are then employees, officers, directors or non-entity consultants of the Company. A total of 15,150,000 shares of

common stock were initially reserved for issuance under the 2021 Plan. In addition, the number of shares of common stock available for issuance under the 2021 Plan may be increased annually on the first day of each calendar year during the term of the 2021 Plan, beginning in 2022, by an amount equal to the lesser of (i) 5% of the shares of common stock outstanding on the final day of the immediately preceding calendar year or (ii) such smaller number of shares as determined by the Company's board of directors or an authorized committee of the board of directors. As of September 30, 2024, there were 12,912,223 stock-based awards available for future grant under the 2021 Plan. Subsequent to July 2021, no further awards will be granted under the 2018 Plan and all future stock-based awards will be granted under the 2021 Plan. To the extent outstanding options or restricted stock granted under the 2018 Plan are cancelled, forfeited, repurchased, or otherwise terminated without being exercised or becoming vested, and would otherwise have been returned to the share reserve under the 2018 Plan, the number of shares underlying such awards will be available for future grant under the 2021 Plan. Options granted are exercisable at various dates as determined upon grant and will expire no more than ten years from their date of grant. Stock options generally vest over a four-year term. The exercise price of each option shall be determined by the Company's board of directors based on the estimated fair value of the Company's stock on the date of the option grant. The exercise price shall not be less than 100% of the fair market value of the Company's common stock at the time the option is granted. For holders of more than 10% of the Company's total combined voting power of all classes of stock, incentive stock options may not be granted at less than 110% of the fair market value of the Company's common stock on the date of grant and for a term that exceeds five years. Early exercise was permitted for certain grants under the 2018 Plan. Stock options A summary of the Company's stock option activity under the 2021 Plan and 2018 Plan is as follows (in thousands, except share and per share data and years): <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"><tr style="visibility:collapse;"><td style="width:37.94%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:12.58%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:1.32%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:12.08%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:12.58%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:1.32%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:12.18%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td></tr><tr style="height:9pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"><td style="vertical-align:middle;"> </td><td style="vertical-align:middle;"> </td><td colspan="2" style="vertical-align:bottom;text-align:left;"> </td><td style="vertical-align:bottom;text-align:left;"> </td><td style="vertical-align:middle;text-align:left;"> </td><td colspan="2" style="vertical-align:middle;text-align:left;"> </td><td style="vertical-align:middle;text-align:left;"> </td><td colspan="2" style="vertical-align:middle;text-align:left;"> Weighted- </td><td style="vertical-align:middle;text-align:left;"> </td></tr><tr style="height:9pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"><td style="vertical-align:middle;"> </td><td style="vertical-align:middle;"> </td><td colspan="2" style="vertical-align:bottom;text-align:left;"> </td><td style="vertical-align:bottom;text-align:left;"> </td><td style="vertical-align:middle;text-align:left;"> </td><td colspan="2" style="vertical-align:middle;text-align:left;"> average remaining </td><td style="vertical-align:middle;text-align:left;"> </td><td style="vertical-align:middle;text-align:left;"> </td><td colspan="2" style="vertical-align:middle;text-align:left;"> Aggregate </td><td style="vertical-align:middle;text-align:left;"> </td></tr><tr style="height:9pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"><td style="vertical-align:middle;"> </td><td style="vertical-align:middle;"> </td><td colspan="2" style="vertical-align:bottom;text-align:left;"> </td><td style="vertical-align:bottom;text-align:left;"> </td><td style="vertical-align:middle;text-align:left;"> </td><td colspan="2" style="vertical-align:middle;text-align:left;"> average </td><td style="vertical-align:middle;text-align:left;"> </td><td style="vertical-align:middle;text-align:left;"> </td><td colspan="2" style="vertical-align:middle;text-align:left;"> contractual </td><td style="vertical-align:middle;text-align:left;"> </td><td style="vertical-align:middle;text-align:left;"> </td><td colspan="2" style="vertical-align:middle;text-align:left;"> intrinsic </td><td style="vertical-align:middle;text-align:left;"> </td></tr><tr style="height:9pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"><td style="vertical-align:middle;border-bottom:2.25pt solid #ffffff;"> </td><td style="vertical-align:middle;border-bottom:2.25pt solid #ffffff;"> </td><td colspan="2" style="vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:left;"> Shares </td><td style="vertical-align:middle;border-bottom:0.5pt solid #ffffff03;text-align:left;">

 </td> <td style="vertical-align:middle;text-align:left;"> </td> <td colspan="2" style="vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:left;"> exercise price </td> <td style="vertical-align:middle;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:middle;text-align:left;"> </td> <td colspan="2" style="vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:left;"> term (years) </td> <td style="vertical-align:middle;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:middle;text-align:left;"> </td> <td colspan="2" style="vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:left;"> value </td> <td style="vertical-align:middle;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:middle;"> Outstanding at December 31, 2023 </td> <td style="white-space:pre-wrap;vertical-align:middle;"> </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> 24,970,957 </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;"> </td> <td style="white-space:nowrap;vertical-align:middle;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">4.98</p></td> <td style="white-space:nowrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="white-space:nowrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">8.12</p></td> <td style="white-space:nowrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;font-family:Arial;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> 4,412 </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:middle;"> Granted </td> <td style="white-space:pre-wrap;vertical-align:middle;"> </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> 11,958,945 </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;"> </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> 1.79 </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> </td> <td colspan="2" style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;"> </td> <td colspan="2" style="white-space:pre-wrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:middle;"> Exercised </td> <td style="white-space:pre-wrap;vertical-align:middle;"> </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> (441,196 </td> <td style="white-space:nowrap;vertical-align:middle;">) </td> <td style="white-space:pre-wrap;vertical-align:middle;"> </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;"> </td> <td colspan="2" style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;"> </td> <td colspan="2" style="white-space:pre-wrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:middle;"> Canceled </td> <td style="white-space:pre-wrap;vertical-align:middle;"> </td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:center;"> (1,955,266 </td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:0.5pt solid #ffffff03;">) </td> <td style="white-space:pre-wrap;vertical-align:middle;"> </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> 4.13 </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> </td> <td colspan="2" style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;"><p style="font-size:10pt;margin-

top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="white-space:pre-wrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:middle;border-bottom:2.25pt solid #ffffff;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Outstanding at September 30, 2024</p></td> <td style="white-space:pre-wrap;vertical-align:middle;border-bottom:2.25pt solid #ffffff;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:middle;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">34,533,440</p></td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">3.97</p></td> <td style="white-space:nowrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="white-space:nowrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">7.87</p></td> <td style="white-space:nowrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:middle;border-bottom:2.25pt solid #ffffff;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:2.25pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">16,661</p></td> <td style="white-space:nowrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:middle;border-bottom:2.25pt double #ffffff;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Options exercisable at September 30, 2024</p></td> <td style="white-space:pre-wrap;vertical-align:middle;border-bottom:2.25pt double #ffffff;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:middle;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">16,767,573</p></td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:middle;border-bottom:2.25pt double #ffffff;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">4.67</p></td> <td style="white-space:nowrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="white-space:nowrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">6.88</p></td> <td style="white-space:nowrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:middle;border-bottom:2.25pt double #ffffff;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">7,412</p></td> <td style="white-space:nowrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> </table></div><p style="font-size:10pt;margin-top:18pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">The weighted-average grant date fair value of options granted for the three and nine months ended September 30, 2024 was $1.86 and $1.29, respectively, and for the three and nine months ended September 30, 2023 was $1.99 and $2.74, respectively. As of September 30, 2024, the unrecognized compensation cost related to unvested stock option grants was $41.9 million and is expected to be recognized as expense over approximately 2.53 years. The intrinsic value of the options exercised for the three and nine months ended September 30, 2024 was $535,000 and $705,000, respectively. The intrinsic value of the options exercised for the three and nine months ended September 30, 2023 was $21,000 and $914,000, respectively.</p><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Prior to the Company's IPO, certain individuals were granted the ability to early exercise their stock options. The shares of common stock issued from the early exercise of unvested stock options are restricted and continue to vest in accordance with the original vesting schedule. The Company has the option to repurchase any unvested shares at the original purchase price upon any voluntary or involuntary termination. The shares purchased by the employees and non-employees pursuant to the early exercise of stock options are not deemed, for accounting purposes, to be outstanding until those shares vest. The cash received in exchange for exercised and unvested shares related to stock options granted is recorded as a liability for the early exercise of stock options on the accompanying condensed consolidated balance sheets and will be transferred into common stock and additional paid-in capital as the shares vest. As of September 30, 2024 and December 31, 2023, there were zero shares and 371,876 shares subject to repurchase by the Company, respectively. As of September 30, 2024 and December 31, 2023, the Company recorded $ 0 and $464,000 of liabilities associated with shares issued with repurchase rights, respectively, which is recorded in accrued expenses and other current liabilities.</p><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p><div style="font-size:11pt;font-family:'Calibri',sans-serif;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">The assumptions used in the Black-Scholes option pricing model to determine the fair value of the employee and nonemployee stock option grants were as follows:</p><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p> <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:38.012%;box-sizing:content-box;"></td> <td style="width:1.32%;box-sizing:content-box;"></td> <td style="width:14.177%;box-

sizing:content-box;"></td> <td style="width:1.32%;box-sizing:content-box;"></td> <td style="width:14.177%;box-sizing:content-box;"></td> <td style="width:1.32%;box-sizing:content-box;"></td> <td style="width:14.177%;box-sizing:content-box;"></td> <td style="width:1.32%;box-sizing:content-box;"></td> <td style="width:14.177%;box-sizing:content-box;"></td> </tr> <tr style="height:9pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:middle;"> </td> <td style="vertical-align:middle;"> </td> <td colspan="3" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Three Months Ended September 30, </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td colspan="3" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Nine Months Ended September 30, </td> </tr> <tr style="height:9pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:middle;border-bottom:2.25pt solid #ffffff;text-align:left;"> </td> <td style="vertical-align:middle;border-bottom:2.25pt solid #ffffff;text-align:center;"> </td> <td style="vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:left;"> 2024 </td> <td style="vertical-align:middle;border-bottom:2.25pt solid #ffffff;text-align:center;"> </td> <td style="vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:left;"> 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:left;"> 2024 </td> <td style="vertical-align:middle;border-bottom:0.5pt solid #000000;"> </td> <td style="vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:left;"> 2023 </td> </tr> <tr style="height:10pt;word-break:break-word;white-space:pre-wrap;"> <td style="background-color:#cff0fc;vertical-align:middle;"> Risk-free interest rate </td> <td style="background-color:#cff0fc;vertical-align:middle;text-align:center;"> </td> <td style="background-color:#cff0fc;vertical-align:middle;text-align:left;"> 3.69%-4.45% </td> <td style="background-color:#cff0fc;vertical-align:middle;text-align:center;"> </td> <td style="background-color:#cff0fc;vertical-align:middle;text-align:left;"> 4.11%-4.39% </td> <td style="background-color:#ffffff;vertical-align:bottom;"> </td> <td style="background-color:#cff0fc;vertical-align:middle;text-align:left;"> 3.69%-4.64% </td> <td style="background-color:#cff0fc;vertical-align:bottom;"> </td> <td style="background-color:#cff0fc;vertical-align:middle;text-align:left;"> 3.46%-4.39% </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:middle;"> Expected volatility </td> <td style="vertical-align:middle;text-align:center;"> </td> <td style="vertical-align:middle;text-align:left;"> 81.57%-81.64% </td> <td style="vertical-align:middle;text-align:center;"> </td> <td style="vertical-align:middle;text-align:left;"> 83.73%-84.41% </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:middle;text-align:left;"> 81.57%-83.91% </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:middle;text-align:left;"> 83.20%-85.81% </td> </tr> <tr style="height:10pt;word-break:break-word;white-space:pre-wrap;"> <td style="background-color:#cff0fc;vertical-align:middle;"> Expected term (in years) </td> <td style="background-color:#cff0fc;vertical-align:middle;text-align:center;"> </td> <td style="background-color:#cff0fc;vertical-align:middle;text-align:left;"> 6.02-6.07 </td> <td style="background-color:#cff0fc;vertical-align:middle;text-align:center;"> </td> <td style="background-color:#cff0fc;vertical-align:middle;text-align:left;"> 6.03-6.08 </td> <td style="background-color:#ffffff;vertical-align:bottom;"> </td> <td style="background-color:#cff0fc;vertical-align:middle;text-align:left;"> 5.28-6.08 </td> <td style="background-color:#cff0fc;vertical-align:bottom;"> </td> <td style="background-color:#cff0fc;vertical-align:middle;text-align:left;"> 5.50-6.08 </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:middle;"> Expected dividend yield </td> <td style="vertical-align:middle;text-align:center;"> </td> <td style="vertical-align:middle;text-align:left;"> --% </td> <td style="vertical-align:middle;text-align:center;"> </td> <td style="vertical-align:middle;text-align:left;"> --% </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:middle;text-align:left;"> --% </td> <td style="vertical-align:middle;text-align:left;"> --% </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:middle;text-align:left;"> --% </td> </tr> </table> <p style="font-size:10pt;margin-

top:18pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">Effective May 21, 2024, and in accordance with the terms of the 2021 Plan, the Company's board of directors approved a stock option repricing (the Option Repricing) whereby the exercise price of each Repriced Option (as defined below) was reduced to $2.35 per share, the closing stock price on May 21, 2024. For purposes of the Option Repricing, "Repriced Options" are 7,478,918 outstanding stock options as of May 21, 2024 (vested and unvested) granted under the 2021 Plan and held by those eligible employees of the Company identified by the Company's board of directors, excluding the Company's Section 16 officers (the Chairman and Chief Executive Officer, the Chief Financial Officer and Chief Business Officer, the Chief Medical Officer, and the General Counsel) and the Company's board of directors.</p><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">To the extent a Repriced Option is exercised prior to the Premium End Date (as defined below), the eligible employee will be required to pay the original exercise price per share of the Repriced Options in connection with any exercise of the Repriced Option. The "Premium End Date" means the earliest of (i) May 21, 2026; (ii) the date of a change in control of the Company; (iii) the date of the eligible employee's death or disability; or (iv) the date of the eligible employee's termination without cause, provided that such termination without cause occurs after May 21, 2025. Except for the reduction in the exercise prices of the Repriced Options as described above, the Repriced Options will retain their existing terms and conditions as set forth in the 2021 Plan and the applicable award agreements. All repriced options will retain their original vesting schedule. </p><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">The Option Repricing resulted in $1.1 million of incremental cost, which was calculated using the Black-Scholes option pricing model, of which $559,000 of the incremental cost will be recognized on a straight-line basis through the Premium End Date, and $558,000 of the incremental cost will be recognized on a straight-line basis over the greater of the period through the Premium End Date or the remaining service period. The incremental cost is included in general and administrative expense and research and development expense on the condensed consolidated statements of operations and comprehensive loss.</p><p style="font-size:10pt;margin-top:18pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">Employee stock purchase plan</p><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">In July 2021, the Company's board of directors adopted and the Company's stockholders approved the Company's 2021 Employee Stock Purchase Plan (the ESPP), which became effective in connection with the IPO. The ESPP permits participants to contribute up to a specified percentage of their eligible compensation during a series of offering periods of 24 months, each comprised of four six-month purchase periods, to purchase the Company's common stock. The purchase price of the shares will be 85% of the fair market value of the Company's common stock on the first day of trading of the applicable offering period or on the applicable purchase date, whichever is lower. A total of 1,260,000 shares of common stock was initially reserved for issuance under the ESPP. In addition, the number of shares of common stock available for issuance under the ESPP may be increased annually on the first day of each calendar year during the term of the ESPP, beginning in 2022, by an amount equal to the lesser of (i) 1% of the shares of common stock outstanding on the final day of the immediately preceding calendar year or (ii) such smaller number of shares as determined by the Company's board of directors or an authorized committee of the board of directors. The Company recognized stock-based compensation expense related to the ESPP of $156,000 and $600,000 during the three and nine months ended September 30, 2024, respectively, and $198,000 and $1.3 million during the three and nine months ended September 30, 2023, respectively. As of September 30, 2024, the unrecognized compensation cost related to the ESPP was $891,000 and is expected to be recognized as expense over approximately 1.22 years. As of September 30, 2024 and December 31, 2023, $zero305,000 and $46,000 has been withheld on behalf of employees for future purchase under the ESPP, respectively, and is included in accrued expenses and other current liabilities on the condensed consolidated balance sheets. The Company issued and sold zero and 252,444 shares under the ESPP during the three and nine months ended September 30, 2024, respectively, and zero and 223,696 shares under the ESPP during the three and nine months ended September 30, 2023, respectively.</p><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p><div style="font-size:11pt;font-family:'Calibri',sans-serif;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">The assumptions used in the Black-Scholes option pricing model to determine the fair value of the stock to be purchased under the ESPP were as follows:</p><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p><table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"><tr style="visibility:collapse;"><td style="width:38.012%;box-sizing:content-box;"></td><td style="width:1.32%;box-sizing:content-box;"></td><td style="width:14.177%;box-sizing:content-box;"></td><td style="width:1.32%;box-sizing:content-box;"></td><td style="width:14.177%;box-sizing:content-box;"></td><td style="width:1.32%;box-sizing:content-box;"></td><td style="width:14.177%;box-sizing:content-box;"></td><td style="width:1.32%;box-sizing:content-box;"></td><td style="width:14.177%;box-sizing:content-box;"></td></tr><tr style="height:9pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"><td style="vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td><td style="vertical-align:middle;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td><td colspan="3" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:9pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Three Months Ended September 30,</p></td><td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:11pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td><td colspan="3" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:9pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Nine Months Ended September 30,</p></td></tr><tr style="height:9pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"><td style="vertical-align:middle;border-bottom:2.25pt solid #ffffff;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td><td style="vertical-align:middle;border-bottom:2.25pt solid #ffffff;text-align:center;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td><td style="vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:9pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">2024(1)</p></td><td style="vertical-align:middle;border-bottom:2.25pt solid #ffffff;text-align:center;"><p style="font-size:9pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td><td style="vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:9pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">2023(1)</p></td><td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:11pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td><td style="vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:9pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">2024</p></td><td style="vertical-align:middle;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:9pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td><td style="vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:9pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">2023</p></td></tr><tr style="height:10pt;background-color:#cff0fc;word-break:break-word;white-space:pre-wrap;"><td style="vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Risk-free interest rate</p></td><td style="vertical-align:middle;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-

align:right;"> </td> <td style="vertical-align:middle;text-align:left;"> --% </td> <td style="vertical-align:middle;text-align:center;"> </td> <td style="vertical-align:middle;text-align:left;"> --% </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:middle;text-align:left;"> 4.75%-5.39% </td> <td style="vertical-align:middle;text-align:center;"> </td> <td style="vertical-align:middle;text-align:left;"> 4.70%-5.35% </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:middle;"> Expected volatility </td> <td style="vertical-align:middle;text-align:center;"> </td> <td style="vertical-align:middle;text-align:left;"> --% </td> <td style="vertical-align:middle;text-align:center;"> </td> <td style="vertical-align:middle;text-align:left;"> ---% </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:middle;text-align:left;"> 68.73%-74.72% </td> <td style="vertical-align:middle;text-align:center;"> </td> <td style="vertical-align:middle;text-align:left;"> 72.54%-82.79% </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:middle;"> Expected term (in years) </td> <td style="vertical-align:middle;text-align:center;"> </td> <td style="vertical-align:middle;text-align:left;"> -- </td> <td style="vertical-align:middle;text-align:center;"> </td> <td style="vertical-align:middle;text-align:left;"> -- </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:middle;text-align:left;"> 0.49--1.99 </td> <td style="vertical-align:middle;text-align:center;"> </td> <td style="vertical-align:middle;text-align:left;"> 0.50-1.99 </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:middle;"> Expected dividend yield </td> <td style="vertical-align:middle;text-align:center;"> </td> <td style="vertical-align:middle;text-align:left;"> --% </td> <td style="vertical-align:middle;text-align:center;"> </td> <td style="vertical-align:middle;text-align:left;"> --% </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:middle;text-align:left;"> -% </td> <td style="vertical-align:middle;text-align:center;"> </td> <td style="vertical-align:middle;text-align:left;"> -% </td> </tr></table> (1) No grants were made under the ESPP during the three months ended September 30, 2024 and 2023. Stock-based compensation expense The allocation of stock-based compensation for all stock awards was as follows (in thousands): <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:38.012%;box-sizing:content-box;"></td> <td style="width:1.32%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:12.177999999999999%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.32%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:12.177999999999999%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.32%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:12.177999999999999%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.32%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:12.177999999999999%;box-sizing:content-box;"></td> </tr> <tr style="height:9pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:middle;border-bottom:2.25pt solid #ffffff;"> </td> <td style="vertical-align:middle;border-bottom:2.25pt solid #ffffff;"> </td> <td colspan="6" style="vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:left;"> Three Months Ended September 30, </td> <td style="vertical-align:middle;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="6" style="vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:left;"> Nine Months Ended September 30, </td> <td style="vertical-align:middle;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:9pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:middle;border-bottom:2.25pt solid #ffffff;text-align:left;"> </td> <td style="vertical-align:middle;border-bottom:2.25pt solid #ffffff;"> </td> <td colspan="2" style="vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:left;"> 2024 </td> <td style="vertical-align:middle;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:middle;"> </td> <td colspan="2" style="vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:left;"> 2023 </td> <td style="vertical-align:middle;border-bottom:0.5pt solid #ffffff03;text-

align:left;"> </td> <td style="vertical-align:middle;"> </td> <td colspan="2" style="vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:left;"> 2024 </td> <td style="vertical-align:middle;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:middle;text-align:left;"> </td> <td colspan="2" style="vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:left;"> 2023 </td> <td style="vertical-align:middle;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;word-break:break-word;"> <td style="background-color:#cff0fc;white-space:pre-wrap;vertical-align:middle;"> Research and development </td> <td style="background-color:#cff0fc;white-space:pre-wrap;vertical-align:middle;"> </td> <td style="background-color:#cff0fc;white-space:nowrap;vertical-align:middle;"> $</p></td> <td style="background-color:#cff0fc;white-space:pre-wrap;vertical-align:middle;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">3,103</p></td> <td style="background-color:#cff0fc;white-space:nowrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="background-color:#cff0fc;white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:11pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="background-color:#cff0fc;white-space:nowrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="background-color:#cff0fc;white-space:pre-wrap;vertical-align:middle;text-align:center;"> 3,162 </td> <td style="background-color:#cff0fc;white-space:nowrap;vertical-align:middle;"> </td> <td style="background-color:#ffffff;white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="background-color:#cff0fc;white-space:nowrap;vertical-align:middle;"> $</p></td> <td style="background-color:#cff0fc;white-space:pre-wrap;vertical-align:middle;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">10,374</p></td> <td style="background-color:#cff0fc;white-space:nowrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="background-color:#cff0fc;white-space:pre-wrap;vertical-align:middle;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="background-color:#cff0fc;white-space:nowrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;font-family:Arial;min-width:fit-content;">$ </td> <td style="background-color:#cff0fc;white-space:pre-wrap;vertical-align:middle;text-align:center;"> 10,909 </td> <td style="background-color:#cff0fc;white-space:nowrap;vertical-align:middle;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:middle;border-bottom:2.25pt solid #ffffff;"> General and administrative </td> <td style="white-space:pre-wrap;vertical-align:middle;border-bottom:2.25pt solid #ffffff;"> </td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:center;"> 3,534 </td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> 3,076 </td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:center;"> 10,291 </td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:center;"> 9,186 </td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;word-break:break-word;"> <td style="background-color:#cff0fc;white-space:pre-wrap;vertical-align:middle;border-bottom:2.25pt double #ffffff;"> Total </td> <td style="background-color:#cff0fc;white-space:pre-wrap;vertical-align:middle;border-bottom:2.25pt double #ffffff;"> </td> <td style="background-color:#cff0fc;white-space:nowrap;vertical-align:middle;border-bottom:2.25pt double #000000;"> $</p></td> <td style="background-color:#cff0fc;white-space:pre-wrap;vertical-align:middle;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">6,637</p></td> <td style="background-color:#cff0fc;white-space:nowrap;vertical-align:middle;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="background-color:#cff0fc;white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:11pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="background-color:#cff0fc;white-space:nowrap;vertical-align:middle;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="background-color:#cff0fc;white-space:pre-wrap;vertical-align:middle;border-bottom:2.25pt double #000000;text-align:center;"> 6,238 </td> <td style="background-color:#cff0fc;white-space:nowrap;vertical-align:middle;border-bottom:2.25pt double #ffffff03;"> </td> <td style="background-color:#ffffff;white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="background-color:#cff0fc;white-space:nowrap;vertical-align:middle;border-bottom:2.25pt double #000000;"> $</p></td> <td style="background-color:#cff0fc;white-space:pre-wrap;vertical-align:middle;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">20,665</p></td> <td style="background-color:#cff0fc;white-space:nowrap;vertical-align:middle;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="background-color:#cff0fc;white-space:pre-wrap;vertical-align:middle;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="background-color:#cff0fc;white-space:nowrap;vertical-align:middle;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;font-family:Arial;min-width:fit-content;">$ </td> <td style="background-color:#cff0fc;white-space:pre-wrap;vertical-align:middle;border-bottom:2.25pt double #000000;text-align:center;"> 20,095 </td> <td style="background-color:#cff0fc;white-space:nowrap;vertical-align:middle;border-bottom:2.25pt double #ffffff03;"> </td> </tr> </table> Common stock reserved for future issuance Common stock reserved for future issuance consisted of the following as of September 30, 2024 and December 31, 2023: <table style="border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;"> <tr style="visibility:collapse;"> <td style="width:66.593%;box-sizing:content-box;"></td> <td style="width:1.48%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:13.223%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.48%;box-sizing:content-box;"></td> <td

style="width:1%;box-sizing:content-box;"></td> <td style="width:13.223%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:9pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:middle;border-bottom:2.25pt solid #ffffff;text-align:left;"> </td> <td style="vertical-align:middle;border-bottom:2.25pt solid #ffffff;text-align:left;"> </td> <td colspan="2" style="vertical-align:middle;border-bottom:2.25pt solid #ffffff03;text-align:left;"> September 30, </td> <td style="vertical-align:middle;text-align:left;"> </td> <td style="vertical-align:middle;"> </td> <td colspan="2" style="vertical-align:middle;text-align:left;"> December 31, </td> <td style="vertical-align:middle;text-align:left;"> </td> </tr> <tr style="height:9pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:middle;border-bottom:2.25pt solid #ffffff;text-align:left;"> </td> <td style="vertical-align:middle;border-bottom:2.25pt solid #ffffff;text-align:left;"> </td> <td colspan="2" style="vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:left;"> 2024 </td> <td style="vertical-align:middle;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:middle;"> </td> <td colspan="2" style="vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:left;"> 2023 </td> <td style="vertical-align:middle;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:middle;"> Stock options issued and outstanding </td> <td style="white-space:pre-wrap;vertical-align:middle;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 34,533,440 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 24,970,957 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:middle;"> Awards available for future grant </td> <td style="white-space:pre-wrap;vertical-align:middle;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 12,912,223 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 15,342,797 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:middle;"> Shares available for purchase under the ESPP </td> <td style="white-space:pre-wrap;vertical-align:middle;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 1,828,237 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 2,080,681 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:7pt;white-space:pre-wrap;vertical-align:middle;border-bottom:2.25pt double #ffffff;"> Total </td> <td style="white-space:pre-wrap;vertical-align:middle;border-bottom:2.25pt double #ffffff;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 49,273,900 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 42,394,435 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> </table> 151500000.0512912223OP10YP4Y11.10P5Y A summary of the Company's stock option activity under the 2021 Plan and 2018 Plan is as follows (in thousands, except share and per share data and years):   <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:37.94%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:12.58%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.32%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:12.08%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:12.58%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.32%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:12.18%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:9pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:middle;"> </td> <td style="vertical-align:middle;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:middle;text-align:left;"> </td> <td colspan="2" style="vertical-align:middle;text-align:left;"> </td> <td style="vertical-align:middle;text-align:left;"> </td> <td style="vertical-align:middle;text-align:left;"> </td> <td colspan="2" style="vertical-align:middle;text-align:left;"> Weighted- </td> <td style="vertical-align:middle;text-align:left;"> <span style="white-space:pre-wrap;font-family:Arial;min-

width:fit-content;"> </td> <td style="vertical-align:middle;text-align:left;"> </td> <td colspan="2" style="vertical-align:middle;text-align:left;"> </td> <td style="vertical-align:middle;text-align:left;"> </td> </tr> <tr style="height:9pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:middle;"> </td> <td style="vertical-align:middle;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:middle;text-align:left;"> </td> <td colspan="2" style="vertical-align:middle;text-align:left;"> Weighted- </td> <td style="vertical-align:middle;text-align:left;"> </td> <td style="vertical-align:middle;text-align:left;"> </td> <td colspan="2" style="vertical-align:middle;text-align:left;"> average remaining </td> <td style="vertical-align:middle;text-align:left;"> </td> <td style="vertical-align:middle;text-align:left;"> </td> <td colspan="2" style="vertical-align:middle;text-align:left;"> Aggregate </td> <td style="vertical-align:middle;text-align:left;"> </td> </tr> <tr style="height:9pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:middle;"> </td> <td style="vertical-align:middle;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:middle;text-align:left;"> </td> <td colspan="2" style="vertical-align:middle;text-align:left;"> average </td> <td style="vertical-align:middle;text-align:left;"> </td> <td style="vertical-align:middle;text-align:left;"> </td> <td colspan="2" style="vertical-align:middle;text-align:left;"> contractual </td> <td style="vertical-align:middle;text-align:left;"> </td> <td style="vertical-align:middle;text-align:left;"> </td> <td colspan="2" style="vertical-align:middle;text-align:left;"> intrinsic </td> <td style="vertical-align:middle;text-align:left;"> </td> </tr> <tr style="height:9pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:middle;border-bottom:2.25pt solid #ffffff;"> </td> <td style="vertical-align:middle;border-bottom:2.25pt solid #ffffff;"> </td> <td colspan="2" style="vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:left;"> Shares </td> <td style="vertical-align:middle;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:middle;text-align:left;"> </td> <td colspan="2" style="vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:left;"> exercise price </td> <td style="vertical-align:middle;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:middle;text-align:left;"> </td> <td colspan="2" style="vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:left;"> term (years) </td> <td style="vertical-align:middle;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:middle;text-align:left;"> </td> <td colspan="2" style="vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:left;"> value </td> <td style="vertical-align:middle;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:middle;"> Outstanding at December 31, 2023 </td> <td style="white-space:pre-wrap;vertical-align:middle;"> </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> 24,970,957 </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle,"> </td> <td style="white-space:nowrap;vertical-align:middle;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">4.98</p></td> <td style="white-space:nowrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="white-space:nowrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">8.12</p></td> <td style="white-space:nowrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;font-family:Arial;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> 4,412 </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:middle;"> Granted </td> <td style="white-space:pre-wrap;vertical-align:middle;"> </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> 11,958,945 </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;"> </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> 1.79 </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> <span style="white-space:pre-wrap;font-family:Arial;min-width:fit-

content;"> </td> <td colspan="2" style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;"> </td> <td colspan="2" style="white-space:pre-wrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:middle;"> Exercised </td> <td style="white-space:pre-wrap;vertical-align:middle;"> </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> (441,196 </td> <td style="white-space:nowrap;vertical-align:middle;">) </td> <td style="white-space:pre-wrap;vertical-align:middle;"> </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> 1.00 </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> </td> <td colspan="2" style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;"> </td> <td colspan="2" style="white-space:pre-wrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:middle;"> Canceled </td> <td style="white-space:pre-wrap;vertical-align:middle;"> </td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:center;"> (1,955,266 </td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:0.5pt solid #ffffff03;">) </td> <td style="white-space:pre-wrap;vertical-align:middle;"> </td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:2.25pt solid #ffffff;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> 4.13 </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> </td> <td colspan="2" style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;"> </td> <td colspan="2" style="white-space:pre-wrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:middle;border-bottom:2.25pt solid #ffffff;"> Outstanding at September 30, 2024 </td> <td style="white-space:pre-wrap;vertical-align:middle;border-bottom:2.25pt solid #ffffff;"> </td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:2.25pt double #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;border-bottom:2.25pt double #000000;text-align:center;"> 34,533,440 </td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;"> </td> <td style="white-space:nowrap;vertical-align:middle;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">3.97</p></td> <td style="white-space:nowrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="white-space:nowrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">7.87</p></td> <td style="white-space:nowrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:middle;border-bottom:2.25pt solid #ffffff;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:2.25pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> 16,661 </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:middle;border-bottom:2.25pt double #ffffff;"> Options exercisable at September 30, 2024 </td> <td style="white-space:pre-wrap;vertical-align:middle;border-bottom:2.25pt double #ffffff;"> </td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:2.25pt double #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;border-bottom:2.25pt double #000000;text-align:center;"> 16,767,573 </td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;border-bottom:2.25pt double #ffffff;"> </td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:2.25pt double #ffffff03;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">4.67</p></td> <td style="white-space:nowrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="white-space:nowrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">6.88</p></td> <td style="white-space:nowrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:middle;border-bottom:2.25pt double #ffffff;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;font-family:Arial;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New

Roman;margin-bottom:0;text-align:right;">7,412 </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> </tr>
</table>249709574.98P8Y1M13D4412000119589451.794411961195526641334533440 3.97P7Y10M13D166610001676757346.67P6Y10M17D74120001.861.291.992.744190000
style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">The assumptions used in the Black-Scholes option pricing model to determine the fair value of the employee and nonemployee stock option grants were as follows: <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:38.012%;box-sizing:content-box;"></td> <td style="width:1.32%;box-sizing:content-box;"></td> <td style="width:14.177%;box-sizing:content-box;"></td> <td style="width:1.32%;box-sizing:content-box;"></td> <td style="width:14.177%;box-sizing:content-box;"></td> <td style="width:1.32%;box-sizing:content-box;"></td> <td style="width:14.177%;box-sizing:content-box;"></td> <td style="width:1.32%;box-sizing:content-box;"></td> <td style="width:14.177%;box-sizing:content-box;"></td> </tr> <tr style="height:9pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:middle;"> </td> <td style="vertical-align:middle;"> </td> <td colspan="3" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Three Months Ended September 30, </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td colspan="3" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Nine Months Ended September 30, </td> </tr> <tr style="height:9pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:middle;border-bottom:2.25pt solid #ffffff;text-align:left;"> </td> <td style="vertical-align:middle;border-bottom:2.25pt solid #ffffff;text-align:center;"> </td> <td style="vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:left;"> 2024 </td> <td style="vertical-align:middle;border-bottom:2.25pt solid #ffffff;text-align:center;"> </td> <td style="vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:left;"> 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:left;"> 2024 </td> <td style="vertical-align:middle;border-bottom:0.5pt solid #000000;"> </td> <td style="vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:left;"> 2023 </td> </tr> <tr style="height:10pt;word-break:break-word;white-space:pre-wrap;"> <td style="background-color:#cff0fc;vertical-align:middle;"> Risk-free interest rate </td> <td style="background-color:#cff0fc;vertical-align:middle;text-align:center;"> </td> <td style="background-color:#cff0fc;vertical-align:middle;text-align:left;"> 3.69%-4.45% </td> <td style="background-color:#cff0fc;vertical-align:middle;text-align:center;"> </td> <td style="background-color:#cff0fc;vertical-align:middle;text-align:left;"> 4.11%-4.39% </td> <td style="background-color:#ffffff;vertical-align:bottom;"> </td> <td style="background-color:#cff0fc;vertical-align:middle;text-align:left;"> 3.69%-4.64% </td> <td style="background-color:#cff0fc;vertical-align:bottom;"> </td> <td style="background-color:#cff0fc;vertical-align:middle;text-align:left;"> 3.46%-4.39% </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:middle;"> Expected volatility </td> <td style="vertical-align:middle;text-align:center;"> </td> <td style="vertical-align:middle;text-align:left;"> 81.57%-81.64% </td> <td style="vertical-align:middle;text-align:center;"> </td> <td style="vertical-align:middle;text-align:left;"> 83.73%-84.41% </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:middle;text-align:left;"> 81.57%-83.91% </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:middle;text-align:left;"> 83.20%-85.81% </td> </tr> <tr style="height:10pt;word-break:break-word;white-space:pre-wrap;"> <td style="background-color:#cff0fc;vertical-align:middle;"> Expected term (in years) </td> <td style="background-color:#cff0fc;vertical-align:middle;text-align:center;"> </td> <td style="background-color:#cff0fc;vertical-align:middle;text-align:left;"> 6.02-6.07 </td> <td style="background-color:#cff0fc;vertical-align:middle;text-align:center;"> </td> <td style="background-color:#cff0fc;vertical-align:middle;text-align:left;"> 6.03-6.08 </td> <td style="background-color:#ffffff;vertical-align:bottom;"> </td> <td style="background-color:#cff0fc;vertical-align:middle;text-align:left;"> 5.28-6.08 </td> <td style="background-color:#cff0fc;vertical-align:bottom;"> </td> <td style="background-color:#cff0fc;vertical-align:middle;text-align:left;"> 5.50-6.08 </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:middle;"> Expected dividend yield </td> <td style="vertical-align:middle;text-align:center;"> </td> <td style="vertical-align:middle;text-align:left;"> --% </td> <td style="vertical-align:middle;text-align:center;"> </td> <td style="vertical-align:middle;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-

align:center;">--% </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:middle;text-align:left;"> --% </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:middle;text-align:left;"> --% </td> </tr>
</table>0.03690.04450.04110.04390.03690.04640.03460.04390.81570.81640.83730.84410.81570.83910.8320.8581P6Y7DP6Y25DP6Y10DP6Y29DP5Y3M10DP6Y29DP5Y6MP6Y
style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">The assumptions used in the Black-Scholes option pricing model to determine the fair value of the stock to be purchased under the ESPP were as follows: <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:38.012%;box-sizing:content-box;"></td> <td style="width:1.32%;box-sizing:content-box;"></td> <td style="width:14.177%;box-sizing:content-box;"></td> <td style="width:1.32%;box-sizing:content-box;"></td> <td style="width:14.177%;box-sizing:content-box;"></td> <td style="width:1.32%;box-sizing:content-box;"></td> <td style="width:14.177%;box-sizing:content-box;"></td> <td style="width:1.32%;box-sizing:content-box;"></td> <td style="width:14.177%;box-sizing:content-box;"></td> </tr> <tr style="height:9pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;">
<td style="vertical-align:middle;"> </td> <td style="vertical-align:middle;"> </td> <td colspan="3" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Three Months Ended September 30, </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td colspan="3" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Nine Months Ended September 30, </td> </tr> <tr style="height:9pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:middle;border-bottom:2.25pt solid #ffffff;text-align:left;"> </td> <td style="vertical-align:middle;border-bottom:2.25pt solid #ffffff;text-align:center;"> </td> <td style="vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:left;"> 2024<span
style="color:#000000;top:-4.221pt;white-space:pre-wrap;font-weight:bold;font-size:6.03pt;font-family:Arial;position:relative;min-width:fit-content;">(1) </td> <td style="vertical-align:middle;border-bottom:2.25pt solid #ffffff;text-align:center;"> </td> <td style="vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:left;"> 2023(1) </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:left;"> 2024 </td> <td style="vertical-align:middle;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:left;"> 2023 </td> </tr> <tr
style="height:10pt;background-color:#cff0fc;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:middle;"> Risk-free interest rate </td> <td style="vertical-align:middle;text-align:center;"> </td> <td style="vertical-align:middle;text-align:left;"> ---% </td> <td style="vertical-align:middle;text-align:center;"> </td> <td style="vertical-align:middle;text-align:left;"> ---% </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:middle;text-align:left;"> 4.75%-5.39% </td> <td style="vertical-align:middle;text-align:center;"> </td> <td style="vertical-align:middle;text-align:left;"> 4.70%-5.35% </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:middle;"> Expected volatility </td> <td style="vertical-align:middle;text-align:center;"> </td> <td style="vertical-align:middle;text-align:left;"> ---% </td> <td style="vertical-align:middle;text-align:center;"> </td> <td style="vertical-align:middle;text-align:left;"> ---%-5.39% </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:middle;text-align:left;"> 68.73%-74.72% </td> <td style="vertical-align:middle;text-align:center;"> </td> <td style="vertical-align:middle;text-align:left;"> 72.54%-82.79% </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:middle;"> Expected term (in years) </td> <td style="vertical-align:middle;text-align:center;"> </td> <td style="vertical-align:middle;text-align:left;"> --- </td> <td style="vertical-align:middle;text-align:center;"> </td> <td
style="vertical-align:middle;text-align:left;"> 0.50-1.99 </td> </tr> <tr
style="height:10pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:middle;"> Expected dividend yield </td> <td style="vertical-align:middle;text-align:center;"> </td> <td style="vertical-align:middle;text-align:left;"> ---% </td> <td style="vertical-align:middle;text-align:center;"> </td> <td style="vertical-align:middle;text-align:left;"> ---% </td> <td style="vertical-align:bottom;"> </td> <td

style="vertical-align:middle;text-align:left;"> --% </td> <td style="vertical-align:middle;text-align:center;"> </td> <td style="vertical-align:middle;text-align:left;"> --% </td> </tr> </table> (1) No grants were made under the ESPP during the three months ended September 30, 2024 and 2023. 000.04750.05390.0470.0535000.68730.74720.72540.8279P0Y5M26DP1Y11M26DP0Y6MP1Y11M26D0000 The allocation of stock-based compensation for all stock awards was as follows (in thousands): <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:38.012%;box-sizing:content-box;"></td> <td style="width:1.32%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:12.177999999999999%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.32%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:12.177999999999999%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.32%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:12.177999999999999%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.32%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:12.177999999999999%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:9pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:middle;border-bottom:2.25pt solid #ffffff;"> </td> <td style="vertical-align:middle;border-bottom:2.25pt solid #ffffff;"> </td> <td colspan="6" style="vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:left;"> Three Months Ended September 30, </td> <td style="vertical-align:middle;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="6" style="vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:left;"> Nine Months Ended September 30, </td> <td style="vertical-align:middle;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:9pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:middle;border-bottom:2.25pt solid #ffffff;text-align:left;"> </td> <td style="vertical-align:middle;border-bottom:2.25pt solid #ffffff;"> </td> <td colspan="2" style="vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:left;"> 2024 </td> <td style="vertical-align:middle;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:middle;"> </td> <td colspan="2" style="vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:left;"> 2023 </td> <td style="vertical-align:middle;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:middle;"> </td> <td colspan="2" style="vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:left;"> 2024 </td> <td style="vertical-align:middle;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:middle;text-align:left;"> </td> <td colspan="2" style="vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:left;"> 2023 </td> <td style="vertical-align:middle;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;word-break:break-word;"> <td style="background-color:#cff0fc;white-space:pre-wrap;vertical-align:middle;"> Research and development </td> <td style="background-color:#cff0fc;white-space:pre-wrap;vertical-align:middle;"> </td> <td style="background-color:#cff0fc;white-space:nowrap;vertical-align:middle;"> $</p></td> <td style="background-color:#cff0fc;white-space:pre-wrap;vertical-align:middle;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">3,103</p></td> <td style="background-color:#cff0fc;white-space:nowrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="background-color:#cff0fc;white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:11pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="background-color:#cff0fc;white-space:nowrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="background-color:#cff0fc;white-space:pre-wrap;vertical-align:middle;text-align:center;"> 3,162 </td> <td style="background-color:#cff0fc;white-space:nowrap;vertical-align:middle;"> </td> <td style="background-color:#ffffff;white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="background-color:#cff0fc;white-space:nowrap;vertical-align:middle;"> $</p></td> <td style="background-color:#cff0fc;white-space:pre-wrap;vertical-align:middle;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">10,374</p></td> <td style="background-color:#cff0fc;white-space:nowrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="background-color:#cff0fc;white-space:pre-wrap;vertical-align:middle;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="background-color:#cff0fc;white-space:nowrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;font-family:Arial;min-width:fit-content;">$ </td> <td style="background-color:#cff0fc;white-space:pre-wrap;vertical-align:middle;text-align:center;"> 10,909 </td> <td style="background-color:#cff0fc;white-space:nowrap;vertical-align:middle;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:middle;border-bottom:2.25pt solid #ffffff;"> General and administrative </td> <td style="white-space:pre-wrap;vertical-align:middle;border-bottom:2.25pt solid #ffffff;"> </td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:center;"> 3,534 </td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:center;"> 3,076 </td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:center;"> 10,291 </td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:left;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;border-

bottom:0.5pt solid #000000;text-align:center;"> 9,186 </td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;word-break:break-word;"> <td style="background-color:#cff0fc;white-space:pre-wrap;vertical-align:middle;border-bottom:2.25pt double #ffffff;"> Total </td> <td style="background-color:#cff0fc;white-space:pre-wrap;vertical-align:middle;border-bottom:2.25pt double #ffffff;"> </td> <td style="background-color:#cff0fc;white-space:nowrap;vertical-align:middle;border-bottom:2.25pt double #000000;"> $</p></td> <td style="background-color:#cff0fc;white-space:pre-wrap;vertical-align:middle;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">6,637</p></td> <td style="background-color:#cff0fc;white-space:nowrap;vertical-align:middle;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="background-color:#cff0fc;white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:11pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="background-color:#cff0fc;white-space:nowrap;vertical-align:middle;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="background-color:#ffffff;white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:11pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="background-color:#cff0fc;white-space:nowrap;vertical-align:middle;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;font-family:Arial;min-width:fit-content;">$ </td> <td style="background-color:#cff0fc;white-space:pre-wrap;vertical-align:middle;border-bottom:2.25pt double #000000;text-align:center;"> 20,665 </td> <td style="background-color:#cff0fc;white-space:nowrap;vertical-align:middle;border-bottom:2.25pt double #ffffff03;"> </td> <td style="background-color:#cff0fc;white-space:pre-wrap;vertical-align:middle;text-align:center;"> </td> <td style="background-color:#cff0fc;white-space:nowrap;vertical-align:middle;border-bottom:2.25pt double #000000;"> $ </td> <td style="background-color:#cff0fc;white-space:pre-wrap;vertical-align:middle;border-bottom:2.25pt double #000000;text-align:center;"> 20,095 </td> <td style="background-color:#cff0fc;white-space:nowrap;vertical-align:middle;border-bottom:2.25pt double #ffffff03;"> </td> </tr>
</table>3103000316200010374000109090003534000307600010291000918600066370006238000206650002009500O Common stock reserved for future issuance consisted of the following as of September 30, 2024 and December 31, 2023: <table style="border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;"> <tr style="visibility:collapse;"> <td style="width:66.593%;box-sizing:content-box;"></td> <td style="width:1.48%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:13.223%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.48%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:13.223%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:9pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:middle;border-bottom:2.25pt solid #ffffff;text-align:left;"> </td> <td colspan="2" style="vertical-align:middle;border-bottom:2.25pt solid #ffffff;text-align:left;"> </td> <td colspan="2" style="vertical-align:middle;text-align:left;"> September 30, </td> <td style="vertical-align:middle;text-align:left;"> </td> <td style="vertical-align:middle;"> </td> <td colspan="2" style="vertical-align:middle;text-align:left;"> December 31, </td> <td style="vertical-align:middle;text-align:left;"> </td> </tr> <tr style="height:9pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:middle;border-bottom:2.25pt solid #ffffff;text-align:left;"> </td> <td style="vertical-align:middle;border-bottom:2.25pt solid #ffffff;text-align:left;"> </td> <td colspan="2" style="vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:left;"> 2024 </td> <td style="vertical-align:middle;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:middle;"> </td> <td colspan="2" style="vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:left;"> 2023 </td> <td style="vertical-align:middle;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:middle;"> Stock options issued and outstanding </td> <td style="white-space:pre-wrap;vertical-align:middle;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 34,533,440 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 24,970,957 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:middle;"> Awards available for future grant </td> <td style="white-space:pre-wrap;vertical-align:middle;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 12,912,223 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 15,342,797 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:middle;"> Shares available for purchase under the ESPP </td> <td style="white-space:pre-wrap;vertical-align:middle;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 1,828,237 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 2,080,681 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-

top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:7pt;white-space:pre-wrap;vertical-align:middle;border-bottom:2.25pt double #ffffff;"> Total </td> <td style="white-space:pre-wrap;vertical-align:middle;border-bottom:2.25pt double #ffffff;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 49,273,900 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 42,394,435 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr>
</table>3453344024970957129122231534279718282372080681492739004239443 5 Note 10. Leases Operating leases The Company has facility leases for office space under non-cancellable and cancellable operating leases with various expiration dates through 2032 and equipment under a non-cancellable operating lease with a term expiring in 2026. Total lease costs were approximately $2.4 million and $8.4 million, including operating lease costs of $1.8 million and $6.2 million, variable lease costs of $940,000 and $2.8 million, and sublease income of $361,000 and $577,000, during the three and nine months ended September 30, 2024, respectively. Total lease costs were approximately $2.8 million and $8.6 million, including operating lease costs of $1.9 million and $5.7 million and variable lease costs of $859,000 and $2.9 million, during the three and nine months ended September 30, 2023, respectively. The Company paid <span style="color:#000000;white-space:pre-wrap;font-size:10pt;font-family:Arial;min-width:fit-content;">$6.1 million and $4.7 million in cash for operating leases, net of cash received from subleases, that is included in the operating activities section of the condensed consolidated statements of cash flows for the nine months ended September 30, 2024 and 2023, respectively. The weighted-average remaining lease term and the weighted-average discount rate of the Company’s operating leases were 7.57 years and 8.96%, respectively, at September 30, 2024. The weighted-average remaining lease term and the weighted-average discount rate of the Company’s operating leases were 8.29 years and 8.95%, respectively, at December 31, 2023. The weighted-average remaining lease term does not include any renewal options at the election of the Company. The Company’s lease agreements do not contain any material residual value guarantees or material restrictive covenants. Facility leases In September 2020, the Company entered into a lease agreement for 59,407 square feet of laboratory and office space in San Diego, California, which represented a portion of a new facility that was under construction and which was subsequently amended in March 2021 to expand the rented premises by 18,421 square feet (the 2020 Lease). The construction and design of the asset was the primary responsibility of the lessor. The Company was involved in certain aspects of construction and design for certain interior features and leasehold improvements that is beneficial to the Company to better suit its business needs and intended purpose of the space. The lease is accounted for as an operating lease and commenced in August 2021. In April 2022, the 2020 Lease was modified to amend the rent commencement date from February 2022 to May 2022. The 2020 Lease, as amended, has a term of 10.75 years and includes aggregate monthly payments to the lessor of approximately $51.6 million beginning in May 2023 with a rent escalation clause, and a tenant improvement allowance of approximately $16.8 million. The Company is responsible for its share of operating expenses based on actual operating expenses incurred by the landlord. The 2020 Lease is cancellable at the Company’s request after the 84th month with 12 months written notice and a lump-sum cancellation payment of $2.5 million. The termination option has not been included in the Company’s operating lease assets and liabilities. As discussed in Note 2, the Company provided a letter of credit to the lessor for $408,000, which expires July 29, 2032. <p style="font-

size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> In December 2021, the Company entered into a lease agreement for 29,542 square feet of office and laboratory space in South San Francisco, California. The lease is accounted for as an operating lease with the associated operating lease assets and liabilities recorded upon commencement, which occurred in July 2022. The non-cancellable operating lease has an initial term of 124 months with an option to extend the lease term by 5 years at the then-current market rates and includes aggregate monthly payments to the lessor of approximately $34.4 million beginning in November 2022 with a rent escalation clause and a tenant improvement allowance of approximately $8.2 million. The renewal option has not been included in the Company's operating lease assets and liabilities. The Company is responsible for its share of operating expenses based on actual operating expenses incurred by the landlord. The construction and design of the tenant improvements was the primary responsibility of the lessor. While the Company was involved in certain aspects of construction and design for certain interior features and leasehold improvements that is beneficial to the Company to better suit its business needs and intended purpose of the space, all construction was handled directly by the landlord. The Company was not deemed to be the accounting owner of the tenant improvements prior to or after the construction period. All payments made by the Company for landlord-owned tenant improvements were recorded as prepaid rent on the condensed consolidated balance sheets prior to lease commencement and included in the operating lease asset upon lease commencement. In February 2022, the expected project costs exceeded the tenant improvement allowances by $5.1 million, which was paid directly to the landlord by the Company and was recorded as prepaid rent in the condensed consolidated balance sheets and as a cash outflow from operating activities in the condensed consolidated statements of cash flows. Upon lease commencement, the $5.1 million of prepaid rent was included in the operating lease asset. The Company paid a security deposit of $874,000 in December 2021 that was recorded as other assets in the condensed consolidated balance sheets. In January 2024, the Company entered into an agreement to sublease the second floor of its corporate headquarters in San Diego, California. Pursuant to the agreement, the subleased space is approximately 10,000 square feet of office space with a sublease term of three years which includes an option for the subtenant to renew for an additional year and an early termination clause. In July 2024, the Company executed an agreement to sublease the first floor of its corporate headquarters. Pursuant to the agreement, the subleased space is approximately 18,421 square feet of office space with a sublease term of 61 months beginning in October 2024, and early access in August 2024. The agreement includes an option for the subtenant to renew for an additional year and an early termination clause. In September 2024, the Company entered into an agreement to sublease a portion of the third floor of its corporate headquarters in San Diego, California. Pursuant to the agreement, the subleased space is approximately 5,000 square feet of laboratory space with a sublease term of one year which includes an option for the subtenant to renew for an additional year. The Company determined the subleases to be operating leases. Therefore, the Company recognizes sublease income on a straight-line basis over the lease term in its condensed consolidated statements of operations and comprehensive loss as a reduction to operating lease costs because the subleases are outside of the Company's normal business operations. The Company will continue to account for the operating lease assets and related liabilities of the original lease as it did prior to the commencement of the subleases. The Company recorded a reduction to operating lease costs of $361,000 and $577,000 related to income from these subleases during the three and nine months ended September 30, 2024, respectively. In connection with committing to the plan to sublease the first floor in June 2024, the Company reassessed its asset groups for testing long-lived assets for impairment and determined the first floor operating lease assets and related property and equipment represented an asset group separate from the entity wide asset group. The Company concluded that the carrying value of the first floor asset group was not recoverable as it exceeded the future net undiscounted cash flows that are expected to be generated from the use and eventual disposition of the assets within the asset group. The Company determined the fair value of the first floor asset group based on the income approach using a discounted cash flow model. The cash flows used in the model were discounted using a rate of 13.5%. Based on this analysis, the Company recognized a noncash impairment charge of $4.7 million, including $2.4 million for the operating lease assets and $2.3 million for the leasehold improvements and furniture, of which $3.0 million was recorded to research and development expense and $1.7 million was recorded to general and administrative expense, during the nine months ended September 30, 2024. No impairment was recorded during the three months ended September 30, 2024. This represented a Level 3 nonrecurring fair value measurement. Calculating the fair value of the asset group involves significant estimates and assumptions, including projected future cash flows and a discount rate. Changes in the estimates and assumptions used could materially affect the amount of impairment loss recognized in the period the asset group is considered impaired.</p><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p><div style="font-size:10pt;font-family:Arial;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Future minimum lease payments under operating leases as of September 30, 2024 are as follows (in thousands):</p><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p><table style="border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;"><tr style="visibility:collapse;"><td style="width:81.82%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:16.18%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td></tr><tr style="height:9pt;background-color:#cff0fc;word-break:break-word;white-space:pre-wrap;"><td style="vertical-align:bottom;"><p style="font-size:9pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Year ending December 31,</p></td><td colspan="2" style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td><td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td></tr><tr style="height:10pt;background-color:#ffffff;word-break:break-word;"><td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">2024 (remaining three months)</p></td><td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;font-family:Arial;min-width:fit-content;">$ </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 2,213 </td><td style="white-space:nowrap;vertical-align:bottom;"><p style="font-

size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> 2025 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 9,024 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> 2026 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 9,170 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> 2027 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 9,199 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> 2028 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 9,277 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Thereafter </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 35,097 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:14pt;white-space:pre-wrap;vertical-align:bottom;"> Total lease payments </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">73,980</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Less: Amount representing interest</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(21,041</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:14pt;white-space:pre-wrap;vertical-align:bottom;"><p style="margin-left:14pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Operating lease liabilities</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;font-family:Arial;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 52,939 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> </table>
20322026240000084000001800000620000094000028000003610005770002800000860000019000005700000859000290000061000004700000P7Y6M25D0.0896P8Y3M1082022-022022-05P10Y9M5160000016800000P84MP12M250000040800002032-07-29295422022-07P124Mtrue5years3440000082000005100000510000087400010000P3Ytruetrue18421P61M5000P1Ytrue36100057700000.13547000002400000230000030000001700000000000 Future minimum lease payments under operating leases as of September 30, 2024 are as follows (in thousands): <table style="border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;"> <tr style="visibility:collapse;"> <td style="width:81.82%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:16.18%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:9pt;background-color:#cff0fc;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;"> Year ending December 31, </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> 2024 (remaining three months) </td> <td style="white-space:nowrap;vertical-align:bottom;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 2,213 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> 2025 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 9,024 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> 2026 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 9,170 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> 2027 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 9,277 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Thereafter </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 35,097 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr

style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:14pt;white-space:pre-wrap;vertical-align:bottom;"> Total lease payments </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">73,980</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Less: Amount representing interest</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(21,041</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:14pt;white-space:pre-wrap;vertical-align:bottom;"><p style="margin-left:14pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Operating lease liabilities</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;font-family:Arial;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 52,939 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> </table>221300090240009170000919900092770003509700073980000210410005293900 0 Note 11. Commitments and contingencies Liabilities for loss contingencies arising from claims, assessments, litigation, fines, penalties and other sources are recorded when it is probable that a liability has been incurred and the amount can be reasonably estimated. There are no matters currently outstanding for which any such liabilities have been accrued. Strategic reprioritization In May 2024, in connection with the execution of the Joyo License Agreement and the Medshine License Agreement, the Company approved a strategic reprioritization to focus the Company's resources on its naporafenib program, its ERAS-0015 product candidate, which is the lead candidate from the Joyo License Agreement, and its ERAS-4001 product candidate, which is the lead candidate from the Medshine License Agreement. The Company deprioritized its HERKULES-3 clinical trial evaluating ERAS-007 in combination with encorafenib and cetuximab (EC) in patients with EC-naïve BRAFm colorectal cancer, its THUNDERBBOLT-1 clinical trial evaluating ERAS-801 in patients with recurrent glioblastoma, and its ERAS-4 pan-KRAS program. The Company will explore further advancement of the ERAS-801 program, including via partnerships and select investigator-sponsored trials, and certain of the existing ERAS-4 molecules may serve as backup compounds for ERAS-4001. In connection with this strategic reprioritization, the Company also approved a reduction in the Company's workforce by approximately 18%, primarily affecting employees working in certain drug discovery functions or on the deprioritized programs and trials. As a result, the Company recognized $0 and $2.2 million in total charges in the three and nine months ended September 30, 2024 in the condensed consolidated statements of operations and comprehensive loss based upon the underlying employees' role within the Company in connection with the reduction in force. These charges consisted primarily of one-time cash charges for termination benefits which were substantially all paid in June 2024. 0.1802200000 Note 12. Income taxes No provision for federal, state or foreign income taxes has been recorded for the three and nine months ended September 30, 2024 and 2023. The Company has incurred net operating losses for all the periods presented and has not reflected any benefit of such net operating loss carryforwards in the accompanying condensed consolidated financial statements due to uncertainty around utilizing these tax attributes within their respective carryforward periods. The Company has recorded a full valuation allowance against all of its deferred tax assets as it is not more likely than not that such assets will be realized in the near future. The Company's policy is to recognize interest expense and penalties related to income tax matters as tax expense. For the three and nine months ended September 30, 2024 and 2023, the Company has not recognized any interest or penalties related to income taxes. 0000000000000 Note 13. Net loss per share The following table summarizes the computation of basic and diluted net loss per share of the Company (in thousands, except share and per share data): <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:43.769%;box-sizing:content-box;"></td> <td style="width:1.3%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:10.222%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:10.702%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.3%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:10.702%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.3%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:10.702%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:9pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;text-align:left;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="7" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> Three Months Ended September 30, </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="6" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> Nine Months Ended September 30, </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:9pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;text-align:left;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="vertical-align:bottom;"> </td> <td

colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Net loss </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(31,200</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (30,361 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(129,418</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;font-family:Arial;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (95,341 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Weighted-average shares of common stock used in computing net loss per share, basic and diluted </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 282,384,964 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td 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#000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:center;"> 150,000,613 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Net loss per share, basic and diluted </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(0.11</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New 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style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;">) </td> </tr> </table> The Company's potentially dilutive securities, which include options to purchase common stock, shares purchasable under the ESPP and common stock subject to repurchase related to options early exercised, have been excluded from the computation of diluted net loss per share as the effect would be to reduce the net loss per share. 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style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 798,238 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Total potentially dilutive shares </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 35,331,678 </td> <td 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style="width:1%;box-sizing:content-box;"></td> <td style="width:10.222%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:10.702%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.3%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:10.702%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.3%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:10.702%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:9pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;text-align:left;"> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-

bottom:0;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="7" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> Three Months Ended September 30, </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="6" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> Nine Months Ended September 30, </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:9pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;text-align:left;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Net loss </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(31,200</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (30,361 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(129,418</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times 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style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Options to purchase common stock </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 34,533,440 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 25,382,517 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Options early exercised subject to future vesting </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 515,366 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Estimated shares purchasable under the ESPP </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 798,238 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 1,350,546 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Total potentially dilutive shares </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-

size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 35,331,678 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 27,248,429 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> </table> 345334402538251705153667982381350546353316782724842 9 Note 14. Related party transactions Erasca Foundation In May 2021, the Company established the Erasca Foundation to provide support such as funding research, patient advocacy, patient support and education in underserved populations, and funding for other initiatives to positively impact society that align with the Company's mission. The Company's chief executive officer and certain board members serve as directors of the Erasca Foundation and the Company's chief executive officer, chief financial officer and chief business officer, and general counsel are also officers of the Erasca Foundation. In April 2023, the Company loaned the Erasca Foundation $125,000 in exchange for a non-interest bearing promissory note that matures one year following the date of the note. In December 2023, the Erasca Foundation repaid the note. In April 2024, the Company donated $125,000 to the Erasca Foundation, which is recorded in general and administrative expense in the condensed consolidated statements of operations and comprehensive loss for the nine months ended September 30, 2024. No such expense was recorded for the three months ended September 30, 2024. Affini-T Therapeutics, Inc. As of September 30, 2024 and December 31, 2023, the Company held a $1.8 million and $2.0 million equity investment in Affini-T, respectively (see Note 3). One of the Company's board members is also a member of the board of Affini-T. 12500012500001800000200000 0falsefalsefalsefalsefalsefalse Included as cash and cash equivalents on the condensed consolidated balance sheets; Included as short-term marketable securities on the condensed consolidated balance sheets; Included as long-term marketable securities on the condensed consolidated balance sheets; Included as cash and cash equivalents on the condensed consolidated balance sheets; Included as short-term marketable securities on the condensed consolidated balance sheets; Included as long-term marketable securities on the condensed consolidated balance sheets.

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