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EmployerIdentification No.)Â 3928 Point Eden WayHayward, California 94545(Address of principal executive offices)Registrantâ€™s telephone number, including area code: (510) 694-6200_____Securities registered pursuant to Section 12(b) of the Act:Titles of Each ClassTrading Symbol(s)Name of Each Exchange on which RegisteredCommon Stock, Par Value $0.0001 Per ShareRCUSThe New York Stock ExchangeIndicate 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 x No oIndicate 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 x No oIndicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of â€œlarge accelerated filer,â€ â€œaccelerated filer,â€ â€œsmaller reporting company,â€ and â€œemerging growth companyâ€ in Rule 12b-2 of the Exchange Act.Large accelerated filerxAccelerated fileroNon-accelerated fileroSmaller reporting companyoEmerging growth companyoIf 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. oIndicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes o NoÂ xAs of OctoberÂ 30, 2024, the registrant had 91,511,609 shares of common stock, $0.0001 par value per share, outstanding.ARCUS BIOSCIENCES, INC.TABLE OF CONTENTSPageRISK FACTOR SUMMARYiPART I.FINANCIAL INFORMATIONÂ Item 1.Financial Statements1Condensed Consolidated Statements of Operations1Condensed Consolidated Statements of Comprehensive Loss2Condensed Consolidated Balance Sheets3Condensed Consolidated Statements of Stockholdersâ€™ Equity4Condensed Consolidated Statements of Cash Flows5Notes to Condensed Consolidated Financial Statements6Item 2.Managementâ€™s Discussion and Analysis of Financial Condition and Results of Operations22Item 3.Quantitative and Qualitative Disclosures About Market Risk31Item 4.Controls and Procedures31PART II.OTHER INFORMATIONItem 1.Legal Proceedings32Item 1A.Risk Factors32Item 2.Unregistered Sales of Equity Securities and Use of Proceeds58Item 3.Defaults Upon Senior Securities58Item 4.Mine Safety Disclosures58Item 5.Other Information59Item 6.Exhibits60SIGNATURES61Table of ContentsRISK FACTOR SUMMARYThe following is a summary of the key risks and uncertainties that make an investment in our securities speculative and risky. The summary does not contain all of the information that may be important to you, and you should read this summary together with the more detailed description of the risks set forth under "Part II. Item 1A. Risk Factors" of the Quarterly Report. Risks Related to our Limited Operating History, Financial Position and Capital Requirements â€¢We have a history of operating losses, have never generated any revenue from product sales and anticipate that we will continue to incur significant losses for the foreseeable future. As a result, we may need to obtain additional funding to finance our operations. If we do not receive substantial capital when needed, we may be forced to restrict our operations or delay, reduce or eliminate our product development programs. Risks Related to the Discovery and Development of our Investigational Products â€¢Clinical drug development is a lengthy, expensive and uncertain process, if we are unable to develop, obtain regulatory approval for and commercialize our investigational products, or experience significant delays in doing so, our business will be materially harmed. â€¢The results of preclinical studies and early clinical trials, including interim data from our clinical studies that we announce or publish from time to time, are not always predictive of future results and could materially change due to audit and verification procedures or as more patient data become available.â€¢Competing treatments, clinical trials of competing investigational products, geopolitical instability and public health epidemics, each of which could result in significant delays and additional costs in our product development activities, or in the failure of such activities.â€¢Serious adverse events, undesirable side effects or other unexpected properties of our investigational products could lead to the discontinuation of our clinical development programs, refusal by regulatory authorities to approve our investigational products or limitations on the use of our investigational products or revocation of any marketing authorizations.â€¢If we are not successful in discovering, developing and commercializing investigational products that take advantage of different mechanisms of action to achieve superior outcomes relative to the use of single agents or other combination therapies, our ability to achieve our strategic objectives would be impaired.â€¢Failure to successfully develop, validate and obtain regulatory clearance or approval for any required companion diagnostics required for our investigational products could harm our product development strategy or prevent us from realizing the full commercial potential of our investigational products.Risks Related to Reliance on Third Parties, Manufacturing and Commercializationâ€¢If our collaboration with Gilead Sciences, Inc. ("Gilead") is not successful, our business could be adversely affected.â€¢If the third parties we rely on to conduct our clinical trials and handle manufacture and supply of our investigational products and comparator products do not satisfactorily carry out their contractual duties, supply us with sufficient quantities or fail to meet expected deadlines, our development programs may be delayed or subject to increased costs, each of which may have an adverse effect on our business and prospects.â€¢Even if we receive marketing approval, we may not be successful in commercializing our investigational products or obtaining coverage and reimbursement approval for a product from a government or other third-party payor, which coverage may be delayed or may not be sufficient to cover our costs.â€¢Our investigational products may never be approved or commercialized outside the United States ("U.S."), which would limit our ability to realize their full market potential.iTable of ContentsRisks Related to In-Licenses, Strategic Arrangements and Intellectual Propertyâ€¢We are currently party to several in-license agreements under which we acquired rights to use, develop, manufacture and/or commercialize certain of our investigational products. If we breach our obligations under these agreements, we may be required to pay damages, lose our rights to these investigational products or both, which would adversely affect our business and prospects.â€¢If we are unable to obtain and maintain sufficient intellectual property protection for our investigational products, our competitors could develop and commercialize products similar or identical to ours, and our ability to successfully commercialize our products may be adversely affected.â€¢We may become involved in lawsuits alleging that we have infringed the intellectual property rights of third parties or to protect or enforce our patents or other intellectual property, which litigation could affect our ability to develop or commercialize our investigational products.â€¢Changes in patent law in the U.S. and other jurisdictions could diminish the value of patents in general, thereby impairing our ability to protect our investigational products. â€¢If we are unable to protect the confidentiality of our trade secrets, our business and competitive position would be harmed. Risks Related to our Business Operations and Industryâ€¢We expect to expand our business operations and, as a result, we may encounter difficulties in managing our growth, which could disrupt our operations. â€¢We face substantial competition, which may result in others discovering, developing or commercializing products more quickly or marketing them more successfully than us. If their investigational products are shown to be safer or more effective than ours, then our commercial opportunity will be reduced or eliminated. Any investigational products for which we intend to seek approval as biologic products may face competition sooner than anticipated. â€¢Our internal information technology systems, and those of the third parties upon which we rely, are subject to failure, security breaches and other disruptions, which could result in a material disruption of our investigational productsâ€™ development programs, jeopardize sensitive information, or prevent us from accessing critical information or result in a loss of our assets, and potentially expose us to notification obligations, loss, liability or reputational damage and otherwise adversely affect our business.â€¢Failure to comply with privacy and data protection laws, regulations or other obligations could lead to government enforcement actions (which could include civil or criminal penalties), private litigation, and/or adverse publicity and could negatively affect our operating results and business.â€¢Changes in healthcare law and implementing regulations, as well as changes in healthcare policy, may impact our business in ways that we cannot currently predict, and may have a significant adverse effect on our business and results of operations.iiTable of ContentsPART Iâ€”FINANCIAL INFORMATIONItem 1. Financial StatementsARCUS BIOSCIENCES, INC.CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS(In millions, except per share amounts)(unaudited)Three Months EndedSeptember 30,Nine Months EndedSeptember 30,2024202320242023Revenues:License and development services revenue (Includes $23, $18, $179 and $54 from a related party)$41Â $22Â $204Â $58Â Other collaboration revenue (Includes $7, $10, $28 and $28 from a related party)7Â 10Â 28Â 28Â Total revenues48Â 32Â 232Â 86Â Â Operating expenses:Research and development (Includes $2, $22, $32 and $89 of net recoveries from a related party)123Â 82Â 347Â 247Â General and administrative30Â 30Â 92Â 88Â Impairment of long-lived assets (see Note 12, Leases)â€”Â â€”Â 20Â â€”Â Total operating expenses153Â 112Â 459Â 335Â Â Loss from operations(105)(80)(227)(249)Â Non-operating income (expense):Interest and other income, net14Â 12Â 40Â 30Â Interest expense(1)(1)(2)(2)Total non-operating income, net13Â 11Â 38Â 28Â Â Loss before income taxes(92)(69)(189)(221)Â Income tax expenseâ€”Â (2)â€”Â (5)Â Net loss(92)(71)(189)(226)Â Net loss per share:Basic and diluted(1.00)(0.94)(2.11)(3.07)Shares used to compute net loss per share:Basic and diluted91.4Â 74.6Â 89.6Â 73.6See accompanying notes.1Table of ContentsARCUS BIOSCIENCES, INC.CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS(In millions)(unaudited)Three Months EndedSeptember 30,Nine Months EndedSeptember 30,2024202320242023Net loss(92)(71)(189)(226)Other comprehensive income2Â 1Â 1Â 4Â Comprehensive loss(90)(70)(188)(222)See accompanying notes.2Table of ContentsARCUS BIOSCIENCES, INC.CONDENSED CONSOLIDATED BALANCE SHEETS(In millions, except per share amounts)(unaudited)September 30,2024December 31,2023ASSETS Current assets:Cash and cash equivalents$201Â $127Â Marketable securities888Â 632Â Receivable from collaboration partners ($2 and $20 from a related party)16Â 38Â Prepaid expenses and other current assets22Â 34Â Total current assets1,127Â 831Â Â Long-term marketable securities2Â 107Â Property and equipment, net48Â 51Â Other noncurrent assets ($â€” and $6 from a related party)75Â 106Â Total assets$1,252Â $1,095Â Â LIABILITIES AND STOCKHOLDERS' EQUITY Current liabilities:Accounts payable$13Â $17Â Deferred revenue ($93 and $84 to a related party)105Â 91Â Other current liabilities97Â 76Â Total current liabilities215Â 184Â Â Deferred revenue, noncurrent ($262 and $291 to a related party)289Â 307Â Long-term debt47Â â€”Â Other noncurrent liabilities136Â 142Â Â CommitmentsÂ Stockholdersâ€™ equity:Common stock and additional paid-in capital: $0.0001 par value per share; 400.0 shares authorized; 91.5 shares in 2024 and 75.5 shares in 2023 issued and outstanding1,602Â 1,311Â Accumulated deficit(1,038)(849)Accumulated other comprehensive loss1Â â€”Â Total stockholdersâ€™ equity565Â 462Â Total liabilities and stockholdersâ€™ equity$1,252Â $1,095Â See accompanying notes.3Table of ContentsARCUS BIOSCIENCES, INC.CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY(In millions)(unaudited)Number of shares of common stockCommon stock and additional paid-in capitalAccumulated deficit Accumulatedothercomprehensive loss Totalstockholdersâ€™ equity Balance at December 31, 202272.9$1,206Â (542)(7)$657Â Issuance of common stock in connection with our equity award programs0.21Â â€”Â â€”Â 1Â Stock-based compensationâ€”19Â â€”Â Â â€”Â 19Â Other comprehensive incomeâ€”â€”Â â€”Â 3Â 3Â Net lossâ€”Â (80)â€”Â (80)Balance at March 31, 202373.1Â 1,226Â (622)(4)600Â Issuance of common stock (see Note 3, Related party - Gilead Sciences, Inc. and Note 13, Stockholders' Equity)1.020Â â€”Â â€”Â 20Â Issuance of common stock in connection with our equity award programs0.43Â â€”Â â€”Â 3Â Stock-based compensationâ€”18Â â€”Â â€”Â 18Â Net lossâ€”Â (75)â€”Â (75)Balance at June 30, 202374.5Â 1,267Â (697)(4)566Â Issuance of common stock 0.25Â â€”Â â€”Â 5Â Issuance of common stock in connection with our equity award programs0.11Â â€”Â â€”Â 1Â Stock-based compensationâ€”18Â â€”Â â€”Â 18Â Other comprehensive incomeâ€”â€”Â â€”Â 1Â 1Â Net lossâ€”Â (71)â€”Â (71)Balance at September 30, 202374.8$1,291Â (768)(3)$520Â Â Balance at December 31, 202375.5$1,311Â (849)â€”Â $462Â Issuance of common stock (see Note 3, Related party - Gilead Sciences, Inc. and Note 13, Stockholders' Equity)15.2228Â â€”Â â€”Â 228Â Issuance of common stock in connection with our equity award programs0.22Â â€”Â â€”Â 2Â Stock-based compensationâ€”20Â â€”Â â€”Â 20Â Other comprehensive lossâ€”â€”Â â€”Â (1)(1)Net lossâ€”Â (4)â€”Â (4)Balance at March 31, 202490.9Â 1,561Â (853)(1)707Â Issuance of common stock in connection with our equity award programs0.41Â â€”Â â€”Â 1Â Stock-based compensationâ€”20Â â€”Â â€”Â 20Â Net lossâ€”Â (93)â€”Â (93)Balance at June 30, 202491.3Â 1,582Â (946)(1)635Â Issuance of common stock in connection with our equity award programs0.21Â â€”Â â€”Â 1Â Stock-based compensationâ€”19Â â€”Â â€”Â 19Â Other comprehensive incomeâ€”â€”Â â€”Â 22Â Net lossâ€”Â (92)â€”Â (92)Balance at September 30, 202491.5$1,602Â $(1,038)$1Â $565Â See accompanying notes.4Table of ContentsARCUS BIOSCIENCES, INC.CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS(In millions)(unaudited)Nine Months EndedSeptember 30,20242023Cash flow from operating activitiesNet loss(189)(226)Adjustments to reconcile net loss to net cash used in operating activities:Stock-based compensation expense59Â 55Â Depreciation and amortization7Â 5Â Noncash lease expense5Â 6Â Impairment of long-lived assets20Â â€”Â Amortization of discounts on marketable securities(19)(13)Other items, net2Â 2Â Changes in operating assets and liabilities:Receivable from collaboration partners ($18 and $17 from a related party)32Â 15Â Other assets ($6 and ($4) from a related party)16Â (12)Accounts payable(2)(3)Deferred revenue (($20) and ($47) to a related party)(14)(51)Other liabilities13Â 4Â Net cash used in operating activities(70)(218)Â Cash flow from investing activitiesPurchases of marketable securities(871)(673)Proceeds from maturities of marketable securities726Â 837Â Proceeds from sales of marketable securities15Â 20Â Purchases of property and equipment(5)(18)Net cash provided by (used in) investing activities(135)166Â Â Cash flow from financing activitiesProceeds from issuance of common stock ($228 and $20 from a related party)228Â 25Â Proceeds from debt issuances, net47Â â€”Â Proceeds from issuance of common stock pursuant to equity award plans6Â 5Â Payments of employee taxes related to net settlement of equity awards(2)â€”Â Net cash provided by financing activities279Â 30Â Net increase (decrease) in cash, cash equivalents and restricted cash74Â (22)Cash, cash equivalents and restricted cash at beginning of period130Â 209Â Cash, cash equivalents and restricted cash at end of period$204Â $187Â Â Non-cash investing and financing activities:Unpaid portion of property and equipment purchases included in Accounts payable and Other current liabilities$â€”Â $6Â See accompanying notes.5Table of ContentsARCUS BIOSCIENCES, INC.NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS(unaudited)Note 1. Organization, liquidity and capital resourcesOrganization Arcus Biosciences, Inc. (referred to as "Arcus," "we," "our," "us," or the "Company") is a clinical-stage biopharmaceutical company focused on creating best-in-class therapies. Using our robust and highly efficient drug discovery capability, we have created a significant portfolio of investigational products which are in clinical development, with our most advanced molecule, an anti-TIGIT antibody, now in multiple Phase 3 registrational studies targeting lung and gastrointestinal ("GI") cancers. Our deep portfolio of novel small molecules and enabling antibodies allows us to create highly differentiated therapies, which we are developing to treat multiple large indications.We operate and manage our business as one reportable and operating segment, which is the business of developing and commercializing highly differentiated therapies that have a meaningful impact on patients.Liquidity and Capital ResourcesAs of SeptemberÂ 30, 2024, we had cash, cash equivalents and marketable securities of $1.1 billion, which we believe will be sufficient to fund our planned operations for a period of at least twelve months following the date of filing of this report.Note 2. Summary of significant accounting policiesBasis of Presentation These interim financial statements should be read in conjunction with the audited Consolidated Financial Statements and the related notes thereto for the year ended DecemberÂ 31, 2023 included in our Annual Report on Form 10-K filed with the Securities and Exchange Commission ("SEC") on FebruaryÂ 21, 2024. There have been no significant changes to our summary of significant accounting policies as disclosed in that filing. These interim financial statements have been prepared in accordance with U.S. generally accepted accounting principles ("U.S. GAAP") for interim financial information and include all normal and recurring adjustments that management believes are necessary for a fair presentation of the periods presented. The Condensed Consolidated Balance Sheet as of DecemberÂ 31, 2023 has been derived from audited consolidated financial statements at that date but does not include all of the information required by U.S. GAAP for complete financial statements.Operating results for the nine months ended SeptemberÂ 30, 2024 are not necessarily indicative of the results that may be expected for the year ending DecemberÂ 31, 2024 or for any future period. Use of Estimates The preparation of the Condensed Consolidated Financial Statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses and related disclosures. We base our estimates on historical experience and on various market-specific and other relevant assumptions that we believe to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Estimates are assessed and updated each period to reflect current information. Actual results may differ materially from those estimates.Recent Accounting PronouncementsThere have been no new accounting pronouncements issued or adopted during the period with a significant impact to our financial statements.6Table of ContentsNote 3. Related party - Gilead Sciences, Inc.In 2020, we

and Gilead entered into an Option, License and Collaboration Agreement (the "Gilead Collaboration Agreement"), Common Stock Purchase Agreement (the "Stock Purchase Agreement"), and Investor Rights Agreement (the "Investor Rights Agreement"). The Gilead Collaboration Agreement was amended in 2021 (the "First Gilead Collaboration Agreement Amendment"), in 2023 (the "Second Gilead Collaboration Agreement Amendment"), in January 2024 (the "Third Gilead Collaboration Agreement Amendment") and in May 2024 (the "Fourth Gilead Collaboration Agreement Amendment"). The Stock Purchase Agreement was amended in 2021 (the "First Stock Purchase Agreement Amendment"), in 2023 (â€œthe "Second Stock Purchase Agreement Amendment"), and was amended and restated in January 2024 (the "Third Stock Purchase Agreement Amendment"). The Investor Rights Agreement was amended in 2022 (the "First Investor Rights Agreement Amendment") and was amended and restated in January 2024 (the "Second Investor Rights Agreement Amendment").We refer to these agreements collectively as the Gilead Agreements.Stock Purchase and Investor Rights AgreementsIn June 2023, under the Second Stock Purchase Agreement Amendment, Gilead purchased 1.0 million shares of our common stock for total gross proceeds of $20 million.In January 2024, under the Third Stock Purchase Agreement Amendment, Gilead purchased 15.2Â million shares of our common stock for total gross proceeds of $320Â million, of which $87Â million was determined to be a premium on the purchase of common stock and allocated to the performance obligations under the Third Gilead Collaboration Agreement Amendment, see Note 5, Revenues. Gilead has the right, at its option until July 2025, to purchase up to a maximum of 35% of the Companyâ€™s then-outstanding voting common stock, at a purchase price equal to the greater of a 20% premium to market (based on a trailing five-day average closing price at option exercise) or the $33.54 initial purchase price. Based on the value of our common stock at each contract closing, the right to purchase additional shares had no value. Under the Investor Rights Agreement entered into in 2020 and subsequently amended, Gilead has: the right to designate three members of our board of directors; registration rights for shares that it purchases; and pro rata participation rights in certain future financings. Gilead has exercised its rights to appoint all three board members and we have registered all shares purchased to date.As of SeptemberÂ 30, 2024, Gilead held approximately 32.9% of our outstanding common stock arising from purchases in our May 2020 public offering and purchases under the Stock Purchase Agreement and the related amendments. Collaboration AgreementsIn 2020, we entered into the Gilead Collaboration Agreement, which gave Gilead an exclusive license to develop and commercialize zimberelimab (the anti PD-1 program) in certain markets and time-limited options to acquire exclusive licenses to develop and commercialize any of our then-current and future clinical programs arising during the 10-year collaboration term, contingent upon $100 million option continuation payments payable on each of the second, fourth, sixth and eighth anniversaries of the agreement. Upon closing of the transaction in July 2020, Gilead made an upfront payment of $175 million.In 2021, we entered into the First Gilead Collaboration Agreement Amendment pursuant to which Gilead exercised its option to three programsâ€”providing Gilead with exclusive licenses to develop and commercialize domvanalimab and AB308 (collectively, the anti-TIGIT program), etrumadenant (the adenosine receptor antagonist program) and quemliclustat (the CD73 program), in certain marketsâ€”for a total payment of $725 million that was received in 2022. The amendment also (i) provided for a slight reduction in the royalties for these three programs, such that Gilead will pay us tiered royalties as a percentage of revenues ranging from the mid-teens to the low twenties; and (ii) removed the $100 million option continuation payment that was otherwise due on the second anniversary of the Gilead Collaboration Agreement. With respect to domvanalimab, we are also eligible to receive up to $500 million in potential U.S. regulatory approval milestones.Gilead's option, on a program-by-program basis, will expire after a prescribed period following the achievement of a clinical development milestone in such program and our delivery to Gilead of the requisite data package. Gilead may exercise its option to any program at any time prior to expiration of the option and will pay Arcus an option fee of $150 million per program. 7Table of ContentsFor each program that Gilead opts in to, both companies will co-develop and equally share global development costs, subject to certain opt-out rights that we have, caps on our spending and related subsequent adjustments, and certain other exceptions. For each program, provided we have not exercised our opt-out rights, we have the option to co-promote in the U.S. with equal sharing of related profits and losses. Gilead has the right to exclusively commercialize outside of the U.S., subject to the rights of our existing partners in any territories and will pay us tiered royalties as a percentage of revenues ranging from the high teens to the low twenties. Under the First Gilead Collaboration Agreement Amendment, Gilead also has option rights to two oncology research programs for which we will lead discovery and early development activities. With respect to these two research programs, Gilead has the right to exercise its option, on a program-by-program basis, either (i) upon our completion of certain IND-enabling activities for an option payment of $60 million or (ii) following the achievement of a clinical development milestone for an option payment of $150 million. In May 2023, we entered into the Second Gilead Collaboration Agreement Amendment pursuant to which we expanded our collaboration to provide Gilead with options to license up to four jointly selected research-stage programs that target inflammatory diseases for which we will lead discovery and early development activities. We will receive an upfront payment of $17.5 million for each initiated program and Gilead will have an option to license each program at two separate, prespecified time points. For the first two research programs, Gilead has the right to exercise its option, on a program-by-program basis, either (i) upon our completion of certain IND-enabling activities for an option payment of $45 million or (ii) following the achievement of a clinical development milestone for an option payment of $150 million. If Gilead exercises its option at the earlier time point for the first two programs, we would be eligible to receive up to $375 million in regulatory and commercial milestone payments as well as tiered royalties for each optioned program. For any other program option exercise by Gilead, the parties would have rights to co-develop and share global development costs and to co-commercialize and share profits in the U.S. for that program. We received a total upfront payment of $35 million for an initial two research programs in June 2023. Gileadâ€™s options to the other two research programs, expires unless the programs are selected prior to May 2025, as amended under the Fourth Gilead Collaboration Agreement Amendment.In January 2024, we entered into the Third Gilead Collaboration Agreement Amendment. The Third Gilead Collaboration Agreement Amendment, among other things, (i) requires Gilead to pay the $100Â million option continuation payment due on the fourth anniversary of the Gilead Collaboration Agreement, which was received in the third quarter 2024 (ii) provides that we will operationalize and fund a Phase 3 study we plan to initiate to evaluate quemliclustat in pancreatic cancer subject to Gileadâ€™s right to reinstate the study as part of the partiesâ€™ joint development activities upon regulatory approval, (iii) provides that we will solely fund our share of PACIFIC-8, subject to Gileadâ€™s right to reinstate PACIFIC-8 as part of the partiesâ€™ joint development activities for the TIGIT Program in the first quarter of 2026, and (iv) provides that we will fund certain other activities. All other terms of the existing collaboration agreements, remain unchanged. As of SeptemberÂ 30, 2024, Gilead has licenses to domvanalimab, AB308, etrumadenant, quemliclustat and zimberelimab.For the three months ended SeptemberÂ 30, 2024 and 2023, we recognized revenue under the Gilead Agreements of $30 million and $28 million, respectively, and net reimbursements from Gilead recognized as reductions in Research and Development ("R&D") expense of $2Â million and $22Â million, respectively. For the nine months ended SeptemberÂ 30, 2024 and 2023, we recognized revenue under the Gilead Agreements of $207 million and $82 million, respectively, and net reimbursements from Gilead recognized as reductions in R&D expense of $32 million and $89 million, respectively. At SeptemberÂ 30, 2024 and December 31, 2023, we had a net receivable of $2 million and $20 million, respectively, recorded in Receivable from collaboration partners on our Condensed Consolidated Balance Sheets. At December 31, 2023, we had $6 million recorded in Other noncurrent assets on our Condensed Consolidated Balance Sheets.For a more detailed discussion on revenues recognized under the Gilead Agreements, see Note 5, Revenues.Note 4. License and collaborationsWe enter into licensing agreements, strategic collaborations and other similar arrangements with third parties for the development and commercialization of certain investigational products. These arrangements may be collaborative and involve two or more parties who are active participants in the operating activities of the collaboration and are exposed to significant risks and rewards depending on the commercial success of the activities. These arrangements may include: non-refundable upfront payments; payments for options to acquire certain rights; potential development and regulatory milestone payments and/or sales-based milestone payments; royalty payments; revenue or profit-sharing arrangements; expense reimbursements; and cost-sharing arrangements.8Table of ContentsOperating expenses for costs incurred pursuant to these arrangements are reported in their respective expense line items in the Condensed Consolidated Statements of Operations, net of any payments due to or reimbursements due from our collaboration partners, with such reimbursements being recognized at the time the party becomes obligated to pay. Our significant arrangements are discussed below. For a more detailed discussion on revenues recognized under these arrangements, see Note 5, Revenues.Gilead CollaborationSee Note 3, Related party - Gilead Sciences, Inc.Taiho Collaboration In 2017, we entered into an agreement with Taiho Pharmaceutical Co., Ltd (â€œTaihoâ€) under which we granted them exclusive options to programs arising over a five-year period which ended in September 2022 for an upfront payment of $35 million. Upon an option exercise of a program, Taiho would obtain exclusive development and commercialization rights to investigational products under the program to Japan and certain other Asian countries (excluding China) (the "Taiho Territory"). For each option that Taiho exercises, they will be obligated to make a payment of $3 million to $15 million, depending on the development stage of the optioned program. Upon exercise, Taiho is solely responsible for continued development and commercialization in the Taiho Territory. In addition, for each optioned program we would be eligible to receive clinical and regulatory milestones of up to $130 million and commercial milestone payments of up to $145 million with the achievement of certain sales thresholds in the Taiho Territory. We will also receive royalties ranging from high single-digits to mid-teens on net sales of licensed products in the Taiho Territory. Royalties will be payable by product and country commencing on the first commercial sale and ending upon the later of: (a) 10 years; and (b) expiration of the last-to-expire valid claim of our patents covering the manufacture, use or sale.As of SeptemberÂ 30, 2024, Taiho has licenses for the Taiho Territory to (i) etrumadenant (the adenosine receptor antagonist program); (ii) zimberelimab (the anti PD-1 program); (iii) domvanalimab and AB308 (the anti-TIGIT program); and (iv) quemliclustat (the CD73 program), for which Taiho exercised its option in July 2024 for an option payment of $15Â million which was received in the third quarter 2024. During 2022, Taiho opted to participate in two global Phase 3 trials of domvanalimab and zimberelimab combinations, STAR-121 and STAR-221, and became obligated to reimburse us for their portion of the global study costs, and to make milestone payments contingent upon successfully satisfying the related clinical milestones. During the quarter ended September 30, 2023, the clinical milestones for domvanalimab and zimberelimab for the STAR-221 study were met and Taiho became obligated to pay us $28 million which has been fully received. In January 2024, the clinical milestones for domvanalimab and zimberelimab for the STAR-121 study were met and Taiho became obligated to pay us $26 million, of which $16 million was received in the quarter ending March 31, 2024 with the remaining $10 million due in the first quarter of 2025.In October 2024, Taiho opted to participate in the global Phase 3 trial of quemliclustat, PRISM-1, and became obligated to reimburse us for their portion of the global study costs, and to make milestone payments totaling $19Â million contingent upon successfully satisfying the related clinical milestone. For the three months ended September 30, 2024 and 2023, we recognized revenue under this arrangement of $18Â million and $4Â million, and net reimbursements from Taiho of $3Â million and $2 million, recognized as a reduction in R&D expense. For the nine months ended September 30, 2024 and 2023, we recognized revenue under this arrangement of $25Â million and $4 million, and net reimbursements from Taiho of $10 million and $4 million, recognized as a reduction in R&D expense. At SeptemberÂ 30, 2024 and December 31, 2023, we had $14Â million and $18Â million, respectively, related to these agreements recorded in Receivable from collaboration partners on our Condensed Consolidated Balance Sheets.AstraZeneca Collaboration In 2020, we entered into a collaboration with AstraZeneca to evaluate domvanalimab, our investigational anti-TIGIT antibody, in combination with AstraZenecaâ€™s durvalumab in a registrational Phase 3 clinical trial in patients with unresectable Stage 3 non-small cell lung cancer ("NSCLC"), known as the PACIFIC-8 trial. The terms of this agreement were amended in January 2024. Under the collaboration, as amended, each company will retain existing rights to their respective molecules and any future commercial economics. AstraZeneca will conduct the trial, and each company will supply their respective investigational product to support the trial. We may incur milestones of up to $24Â million upon the achievement of certain 9Table of Contentsclinical trial progress milestones or under certain circumstances if the agreement is terminated early and we will reimburse AstraZeneca annually for a portion of the trial costs. The portion of the costs that we consider to be unavoidable are accrued as incurred and milestones that are deemed probable of occurring are accrued in advance of the achievement of the milestone.Prior to January 2024, the PACIFIC-8 trial formed part of the Arcus and Gilead joint development program for domvanalimab and our portion of the trial costs were shared with Gilead. At DecemberÂ 31, 2023, we had recognized amounts due from Gilead for these shared costs of $6 million, recorded in Other noncurrent assets on our Condensed Consolidated Balance Sheet. Under the Third Gilead Collaboration Agreement Amendment, we agreed to solely fund our share of PACIFIC-8, subject to Gileadâ€™s right to reinstate PACIFIC-8 as part of the partiesâ€™ joint development activities for the TIGIT Program in the first quarter of 2026. For the nine months ended SeptemberÂ 30, 2024, we incurred $6 million of R&D expense reflecting our additional share of incurred costs.For the three months ended SeptemberÂ 30, 2024 and 2023, we recognized as R&D expense $4 million and $1 million, respectively under this arrangement. For the nine months ended SeptemberÂ 30, 2024 and 2023, we recognized as R&D expense $10 million and $6 million, respectively under this arrangement. At SeptemberÂ 30, 2024, we have recognized a total liability of $22 million related to our obligation to AstraZeneca, of which $10Â million is recorded in Other current liabilities and $12 million is recorded in Other noncurrent liabilities on our Condensed Consolidated Balance Sheets. At DecemberÂ 31, 2023, we have recognized a liability of $11 million, which is recorded in Other noncurrent liabilities on our Condensed Consolidated Balance Sheets.WuXi Biologics License - anti-PD-1 In 2017, we entered into an agreement with WuXi Biologics Ireland Limited ("WuXi Biologics") which, as amended, provides us with exclusive rights to (i) develop, use and manufacture products that include an anti-PD-1 antibody, including zimberelimab, worldwide and (ii) commercialize any such products worldwide, except in Greater China. Under this agreement, as of SeptemberÂ 30, 2024, we may incur (i) regulatory milestone payments of up to $50Â million, (ii) commercialization milestone payments of up to $375 million, (iii) tiered royalties that range from the high single-digits to low teens on net sales of the licensed products and (iv) fees related to any sublicenses.For the three and nine months ended SeptemberÂ 30, 2024 and 2023, we did not have any milestones or royalties due under this arrangement.WuXi Biologics License - anti-CD39In 2020, we entered into an agreement with WuXi Biologics, under which we obtained the exclusive worldwide license to develop and commercialize anti-CD39 antibodies discovered under this arrangement. Under this agreement, as of SeptemberÂ 30, 2024, we may incur additional clinical and regulatory milestone payments of up to $14 million and royalty payments in the low single digits on net sales of the licensed products under this agreement. For the three and nine months ended SeptemberÂ 30, 2024, and the three months ended SeptemberÂ 30, 2023, we did not have any development milestones due under this arrangement. For the nine months ended SeptemberÂ 30, 2023, we incurred development milestones under this arrangement of $1 million, which were recognized as R&D expense.Abmuno LicenseIn 2016, we entered into an agreement (the "Abmuno Agreement") with Abmuno Therapeutics LLC ("Abmuno"), under which we obtained the exclusive worldwide license to develop, use, manufacture, and commercialize products that include an anti-TIGIT antibody, including domvanalimab. Under this agreement, as of SeptemberÂ 30, 2024 we may incur additional clinical, regulatory and commercialization milestone payments of up to $88 million.For the three and nine months ended SeptemberÂ 30, 2024 and 2023, we did not have any milestones due under this arrangement.Exelixis CollaborationIn 2023, we entered into a clinical trial collaboration with Exelixis for STELLAR-009, a Phase 1b/2 trial to evaluate casdatifan, our investigational inhibitor of the transcription factor HIF-2âº, in combination with Exelixisâ€™s zanzalintinib, a next-generation tyrosine kinase inhibitor, in patients with clear cell renal cell carcinoma ("ccRCC"). Under the collaboration, each company will retain existing rights to their respective molecules and any future commercial economics. Exelixis will conduct the STELLAR-009 trial, and each company will supply their respective investigational product to support the trial. We will reimburse Exelixis for a portion of the trial costs. In August 2024, both parties agreed to terminate the agreement and wind down the STELLAR-009 trial.10Table of ContentsFor the three months ended SeptemberÂ 30, 2024 and 2023, we recognized R&D expense of $2Â million and $1Â million, respectively, under this arrangement. For the nine months ended SeptemberÂ 30, 2024 and 2023, we recognized R&D expense of $5 million and $1Â million, respectively, under this agreement.Note 5. Revenues The following table summarizes our revenues by collaboration, category of revenue, and the method of recognition (in millions):Three Months Ended September 30,Nine Months Ended September 30,Over timePoint in time2024202320242023Gilead CollaborationÂ Â Â Â Â Â License and R&D services*Â $25Â $20Â $185Â $57Â Access rights*Â 5Â 8Â 22Â 25Â Taiho CollaborationÂ Â Â Â Â Â License revenue*15Â â€”Â 15Â â€”Â R&D services*3Â 4Â 10Â 4Â Total revenuesÂ Â $48Â $32Â $232Â $86Â Revenues from Gilead accounted for 63% and 88% of Total revenues for the three months ended SeptemberÂ 30, 2024 and 2023, respectively and 89% and 95% of Total revenues for the nine months ended SeptemberÂ 30, 2024 and 2023, respectively.The following table summarizes the revenue recognized as a result of changes in the deferred revenue balance (in millions):Three Months Ended September 30,Nine Months Ended September 30,20242023202420232023Revenue recognized from amounts in deferred revenue at the beginning of the period$33Â $28Â $212Â $79Â At SeptemberÂ 30, 2024 and DecemberÂ 31, 2023, we had $394Â million and $398Â million of deferred revenue remaining on our Condensed Consolidated Balance Sheets, respectively, allocated between current and noncurrent based on the expected timing of future recognition.Revenue from the Gilead CollaborationIn 2021, we entered into the First Gilead Collaboration Agreement Amendment, which we determined represented a contract modification which was accounted for as a termination of the existing contract and the creation of a new contract.On January 29, 2024, we entered into the Third Gilead Collaboration Agreement Amendment, which we determined was a

change in scope and price of the original contract and we accounted for this contract modification as both a modification of the existing contract and the creation of a new contract. Under the applicable accounting rules for such contract modifications, we did not adjust the accounting for completed performance obligations that were distinct from the modified goods or services. However, we adjusted revenue previously recognized to reflect the effect of the contract modification due to the updated estimated transaction price allocated to the partially satisfied performance obligations and the updated measure of progress as of the modification date. Accordingly, we allocated the transaction price to the remaining performance obligations (both from the existing contract and the modification) and recognized a cumulative catch-up to revenue of $107Â million based on the updated transaction price and measure of progress for the partially satisfied performance obligations. This cumulative catch-up reduced net loss per share, basic and diluted, in the nine months ended SeptemberÂ 30, 2024 by $1.19 (see Note 3, Related party - Gilead Sciences, Inc.).11Table of ContentsThe following table summarizes the transaction price (in millions):Transaction priceAmountPremium from Third Stock Purchase Agreement Amendment$87Â Option continuation payment received in the third quarter of 2024100Â Deferred revenue as of January 29, 2024335Â Total transaction price$522Â Our assessment of the updated transaction price for the Third Gilead Collaboration Agreement Amendment included an analysis of amounts we expected to receive, which at contract amendment consisted of: the $100Â million option continuation payment that Gilead committed to and paid in the third quarter of 2024 for continued access to our pipeline; $87Â million allocated from the premium from the Third Stock Purchase agreement; and $335Â million deferred revenue remaining from the First Gilead Collaboration Agreement Amendment effective December 2021. We determined the entire $522Â million to be the allocable transaction price as of the amendment closing date, due to the history of timely payments by Gilead.The following table summarizes the allocation of the transaction price to the performance obligations (in millions):Allocation to performance obligationsDistinctCombinedAmountEtrumadenant - License and R&D services*$210Â Quemliclustat - License and R&D services*168Domvanalimab - R&D services*33Access rights*57Option continuation periods*20Rights to certain studies*34Total allocated transaction price$522Â We accounted for each performance obligation as follows:Etrumadenant - License and R&D ServicesUnder the Gilead Collaboration Agreement, Gilead obtained an option to the exclusive rights to our adenosine receptor program, etrumadenant, in exchange for an option payment of $250 million, if exercised. Effective December 2021, under the First Gilead Collaboration Agreement Amendment, Gilead exercised the option and obtained an exclusive license to etrumadenant and we were also obligated to perform further R&D services for Gilead related to etrumadenant. We determined that the license and R&D services were combined at inception of the agreement based on an evaluation of the delivery of the license, due to the early stage of the technology and the specialized nature of our know-how. We determined the standalone selling price of the license using a discounted cash flow method and the R&D services using an expected cost-plus margin approach. We recognize the amounts allocated to the combined license and services as the performance obligation is satisfied, calculated as an estimated percentage of completion based on management's estimated total effort for the program. Prior to the closing of the Third Gilead Collaboration Agreement Amendment, we had $129Â million of deferred revenue on our Condensed Consolidated Balance Sheet related to this performance obligation.Effective January 29, 2024, under the Third Gilead Collaboration Agreement Amendment, this performance obligation was partially satisfied and there were no changes to the scope of the related R&D service obligation as a result of the amendment. We allocated the updated transaction price to this performance obligation based on the standalone selling price and adjusted revenue based on an updated measure of progress, which resulted in a cumulative catch-up of revenue of $14Â million.We recognized revenue of $9 million and $21 million for the three months ended SeptemberÂ 30, 2024 and 2023, respectively, and $36 million (including the cumulative catch-up) and $39 million for the nine months ended SeptemberÂ 30, 2024 and 2023, respectively, within License and development services revenue in our Condensed Consolidated Statements of Operations related to this performance obligation. At SeptemberÂ 30, 2024 and December 31, 2023, we had $176Â million and $133Â million, respectively, of deferred revenue remaining on our Condensed Consolidated Balance Sheets related to this performance obligation.12Table of ContentsQuemliclustat - License and R&D ServicesUnder the Gilead Collaboration Agreement, Gilead obtained an option to the exclusive rights to our CD73 program, quemliclustat, in exchange for an option payment of $200 million, if exercised. Effective December 2021, under the First Gilead Collaboration Agreement Amendment, Gilead exercised the option and obtained an exclusive license to quemliclustat and we were also obligated to perform further R&D services for Gilead related to quemliclustat. We determined that the license and R&D services were combined at inception of the agreement based on an evaluation of the delivery of the license, due to the early stage of the technology and the specialized nature of our know-how. We determined the standalone selling price of the license using a discounted cash flow method and the R&D services using an expected cost-plus margin approach. We recognize the amounts allocated to the combined license and services as the performance obligation is satisfied, calculated as an estimated percentage of completion based on management's estimated total effort for the program. Prior to the closing of the Third Gilead Collaboration Agreement Amendment, we had $130Â million of deferred revenue on our Condensed Consolidated Balance Sheet related to this performance obligation.Effective January 29, 2024, under the Third Gilead Collaboration Agreement Amendment, this performance obligation was partially satisfied and there was a reduction to the scope of the related R&D service obligation as a result of the amendment. Specifically, the amendment provides that we will independently initiate, operationalize and fund a Phase 3 study to evaluate quemliclustat in pancreatic cancer, which reduces our estimated obligation to perform further R&D services for Gilead related to quemliclustat under the collaboration. We allocated the updated transaction price to this performance obligation based on the standalone selling price and adjusted revenue based on an updated measure of progress which resulted in cumulative catch-up of revenue of $88Â million.We recognized revenue of $13 million for the three months ended SeptemberÂ 30, 2024 and a reversal of revenue of $4 million for the three months ended September 30, 2023 due to the changes in the total estimated effort to be incurred in the future to satisfy the performance obligations. We recognized revenue of $132 million (including the cumulative catch-up) and $11 million for the nine months ended SeptemberÂ 30, 2024 and 2023, respectively, within License and development services revenue in our Condensed Consolidated Statements of Operations related to this performance obligation. At SeptemberÂ 30, 2024 and December 31, 2023, we had $39Â million and $132Â million, respectively, of deferred revenue remaining on our Condensed Consolidated Balance Sheets related to this performance obligation.Domvanalimab - R&D ServicesUnder the First Gilead Collaboration Agreement Amendment, we determined that we retain a separate performance obligation to perform further R&D services for Gilead related to domvanalimab. The standalone selling price of this obligation was determined using an expected cost-plus margin approach. We recognize the amounts allocated to these services as the performance obligation is satisfied, calculated as an estimated percentage of completion based on management's estimated total effort for the program. Prior to the closing of the Third Gilead Collaboration Agreement Amendment, we had $25Â million of deferred revenue on our Condensed Consolidated Balance Sheet related to this performance obligation.Effective January 29, 2024, under the Third Gilead Collaboration Agreement Amendment, this performance obligation was partially satisfied and there were no significant changes to the scope of this obligation as a result of the amendment. We allocated the updated transaction price to this performance obligation based on the standalone selling price and adjusted revenue based on an updated measure of progress which resulted in cumulative catch-up of revenue of $5Â million.We recognized revenue of $1 million and $1 million for the three months ended SeptemberÂ 30, 2024 and 2023, respectively, and $11 million (including the cumulative catch-up) and $3 million for the nine months ended SeptemberÂ 30, 2024 and 2023, respectively, within License and development services revenue in our Condensed Consolidated Statements of Operations related to this performance obligation. At SeptemberÂ 30, 2024 and December 31, 2023, we had $23Â million and $25Â million, respectively, of deferred revenue remaining on our Condensed Consolidated Balance Sheets related to this performance obligation.Access Rights and Option Continuation PeriodsUnder the First Gilead Collaboration Agreement Amendment, Gilead has exclusive access to our current programs as well as the future programs for a period of ten years, contingent upon option continuation payments totaling $300 million, consisting of a $100 million payment on each of the fourth, sixth, and eighth anniversaries of the Gilead Collaboration Agreement. Prior to the closing of the Third Gilead Collaboration Agreement Amendment, we had $51Â million of deferred revenue on our Condensed Consolidated Balance Sheet related to these performance obligations.13Table of ContentsEffective January 29, 2024, under the Third Gilead Collaboration Agreement Amendment, Gilead agreed to pay the $100 million option continuation payment due on the fourth anniversary of the Gilead Collaboration Agreement, which occurred and was received in the third quarter of 2024, and we included this payment in the transaction price. By exercising this right Gileadâ€™s exclusive access to our current programs as well as any future programs is extended to 2026. We determined that as of the closing date of January 29, 2024, Gilead is not obligated to make the remaining contingent payments totaling $200 million due on the sixth and eighth anniversaries of the Gilead Collaboration Agreement and accordingly, we have excluded these payments from the transaction price. Failure to pay the non-obligatory option continuation payments will result in Gileadâ€™s loss of certain rights to access and obtain licenses to the programs arising from our R&D pipeline.The standalone selling price of the ongoing R&D pipeline access and the option continuation material rights were determined using an expected cost-plus margin approach, with the option continuation material rights probability-adjusted for the likelihood of exercise. We use a time-elapsed input method to measure progress toward satisfying the access rights performance obligation, which is the method we believe most faithfully depicts the Company's performance in transferring the promised services during the time period in which Gilead has access to our R&D pipeline. Accordingly, the revenue allocated to the initial four-year access rights performance obligation is being recognized using this input method over the remaining period through July 2024, and for the access rights continuation, over the two-year period commencing July 2024. For the remaining access rights option continuation periods commencing on the sixth, and eighth anniversaries of the agreement, if Gilead elects to exercise their option, we will recognize the revenue allocated to that option together with the $100 million continuation payment over the new minimum access period or immediately if the option lapses.We recognized revenue of $5Â million and $8 million associated with the access rights performance obligation for each of the three months ended SeptemberÂ 30, 2024 and 2023, respectively, and $22Â million and $25 million associated with the access rights performance obligation for each of the nine months ended SeptemberÂ 30, 2024 and 2023, respectively, within Other collaboration revenue in our Condensed Consolidated Statements of Operations related to these performance obligations. At SeptemberÂ 30, 2024 and December 31, 2023, we had $58Â million and $54Â million, respectively, of deferred revenue on our Condensed Consolidated Balance Sheets related to these performance obligations.Rights to Certain StudiesEffective January 29, 2024, under the Third Gilead Collaboration Agreement Amendment, we will solely fund, certain studies, but Gilead retains exclusive rights to reinstate into the collaboration each study at specified time-points for a payment. We have determined that these are material rights and we estimated the standalone selling price of these performance obligations using a discounted cash flow method probability-adjusted for the likelihood of exercise. We will recognize the amount allocated to each right if and when the related study is reinstated into the parties' co-development plans or if the option lapses.At SeptemberÂ 30, 2024, we had $34Â million of deferred revenue remaining on our Condensed Consolidated Balance Sheet related to these performance obligations.Inflammation Programs - R&D ServicesIn addition to the amendments noted above, in May 2023, we entered into the Second Gilead Collaboration Agreement Amendment pursuant to which we expanded our collaboration to provide Gilead with options to license up to four jointly selected research-stage programs that target inflammatory diseases for which we will lead discovery and early development activities (see Note 3, Related party - Gilead Sciences, Inc., for more information). In June 2023, we received a total upfront payment of $35 million for an initial two jointly selected research-stage programs. We determined that the Second Gilead Collaboration Agreement Amendment represented a separate contract and, at the amendment closing date, we allocated the transaction price of $35 million to the performance obligations created as of the date of this amendment. The following table summarizes the allocation of the transaction price to the performance obligations (in millions):Allocation to performance obligationsDistinctAmountInflammation target 1 - R&D services*$18Â Inflammation target 2 - R&D services*17Â Total allocated transaction priceÂ $35Â 14Table of ContentsWe determined that we have separate performance obligations to perform R&D services for Gilead related to discovery and early development activities for each research program for which they have made an upfront payment. The standalone selling price of these obligations were determined using an expected cost-plus margin approach. We recognize the amounts allocated to these services as the performance obligation is satisfied, calculated as an estimated percentage of completion based on management's estimated total effort for the program. The options to acquire additional licenses or services did not result in additional performance obligations because they did not provide a material right at contract inception, primarily due to the very early stages of the programs.We recognized revenue of $2 million for the three months ended SeptemberÂ 30, 2024 and 2023, and $6 million and $3 million for the nine months ended SeptemberÂ 30, 2024 and 2023, respectively, within Other collaboration revenue in our Condensed Consolidated Statements of Operations related to these performance obligations. At SeptemberÂ 30, 2024 and December 31, 2023, we had $25 million and $31Â million, respectively, of deferred revenue remaining on our Condensed Consolidated Balance Sheets related to these performance obligations.
Revenue from the Taiho CollaborationQuemliclustat - LicenseIn July 2024, Taiho exercised its option under the agreement we entered into in 2017 and obtained an exclusive license for quemliclustat (the CD73 program) for the Taiho Territory for an option payment of $15Â million which was received in the third quarter 2024.We determined that this license was the only performance obligation and we recognized upon delivery the full $15Â million of revenue in the quarter ended SeptemberÂ 30, 2024 within License and development services revenue in our Condensed Consolidated Statements of Operations.Domvanalimab and Zimberelimab - R&D ServicesDuring 2022, Taiho opted to participate in two global Phase 3 trials of domvanalimab and zimberelimab combinations, STAR-121 and STAR-221, and became obligated to make certain milestone payments contingent upon successfully satisfying the related clinical milestones. During the quarter ended September 30, 2023, the clinical milestones for domvanalimab and zimberelimab for the STAR-221 study were met and Taiho became obligated to pay us $28 million which was fully received as of SeptemberÂ 30, 2024. In January 2024, the clinical milestones for domvanalimab and zimberelimab for the STAR-121 study were met and Taiho became obligated to pay us $26 million of which $16 million has been received as of SeptemberÂ 30, 2024 with the remaining $10 million due in the first quarter of 2025. We determined that we have separate performance obligations to perform R&D services for Taiho related to the global development activities for each study in support of the Taiho Territory and that the agreement for each study represented a separate contract at standalone selling price. The standalone selling price of these obligations were determined using an expected cost-plus margin approach. We recognize the amounts for these services as each performance obligation is satisfied, calculated as an estimated percentage of completion based on the estimated total effort for the programs.We recognized revenue of $3 million and $4Â million for the three months ended SeptemberÂ 30, 2024 and 2023, respectively, and $10Â million and $4 million for the nine months ended SeptemberÂ 30, 2024 and 2023, respectively, within License and development services revenue in our Condensed Consolidated Statements of Operations related to these performance obligations. At SeptemberÂ 30, 2024 and DecemberÂ 31, 2023, we had $39 million and $23Â million, respectively, of deferred revenue remaining on our Condensed Consolidated Balance Sheets related to these performance obligations, allocated between current and noncurrent based on the expected timing of future recognition.Capitalized Costs to Obtain ContractsWe incurred $8 million of costs on January 29, 2024 to obtain the Third Gilead Collaboration Agreement Amendment, Third Stock Purchase Agreement Amendment and the Second Investor Rights Agreement Amendment, which consisted of consultant fees that were payable upon the successful completion of the agreements. We determined that $5Â million of these costs were related to the Third Stock Purchase Agreement Amendment which were recognized as offering costs in additional paid-in capital. The remaining costs were combined with $3 million in capitalized costs that remained from the initial Gilead Collaboration Agreement and subsequent amendments, and the total was allocated to the various remaining performance obligations, to be recognized as the underlying performance obligations are satisfied and revenue is recognized. For each of the three months ended SeptemberÂ 30, 2024 and 2023, expense related to these capitalized costs in was recognized in General and administrative ("G&A") expense was not significant. For the nine months ended SeptemberÂ 30, 2024 and 2023, we recognized expense of $3Â million and $1 million, respectively, related to these 15Table of Contentscapitalized costs in G&A expense. At SeptemberÂ 30, 2024 and DecemberÂ 31, 2023, we had $3Â million in capitalized costs to obtain the contracts, allocated between Prepaid expenses and other current assets and Other noncurrent assets in our Condensed Consolidated Balance Sheets based on the expected timing of future recognition.Note 6. Income taxesThe income tax provision or benefit for interim periods is determined using an estimate of our annual effective tax rate, adjusted for discrete items, if any, that are taken into consideration in the relevant period. Each quarter, we update the estimate of the annual effective tax rate, and if the estimated tax rate changes, we record a cumulative adjustment to the provision or benefit.We did not record a provision for income taxes for the three and nine months ended SeptemberÂ 30, 2024 because of a forecasted full year net operating loss ("NOL"). The income tax expense was $2 million and $5 million for the three and nine months ended September 30, 2023, with an effective tax rate of (2.4%) and (2.2%), respectively. The year-over-year decrease in the income tax provision was due to a decrease in taxable income. For the year ended December 31, 2023, we had taxable income compared to book losses before income taxes due to the timing of recognition of deferred revenue for tax purposes and the effects of the mandatory capitalization and amortization of R&D expenses starting in 2022, as required by the 2017 Tax Cuts and Jobs Act. The effective tax rate differs from the U.S. statutory tax rate primarily due to the valuation allowances on our deferred tax assets and state income taxes.As of SeptemberÂ 30, 2024 and DecemberÂ 31, 2023, we have provided a valuation allowance against U.S. federal and state deferred tax assets. We continue to evaluate the realizability of deferred

tax assets and the related valuation allowance. If our assessment of the deferred tax assets or the corresponding valuation allowance were to change, we would record the related adjustment to income during the period in which we make the determination. We recognize interest and penalties associated with uncertain tax benefits as part of the income tax provision. To date, we have not recognized any interest and penalties, nor have we accrued for or made payments for interest and penalties. We have not been audited by the Internal Revenue Service, any state or foreign tax authority. We are subject to taxation in the U.S. and in Australia. Due to NOL and research credit carryforwards, all of our tax years, from 2015 to 2023, remain open to U.S. federal and California state tax examinations. In addition, our fiscal years from 2019 to 2023 are open to examination in Australia.Note 7. Net loss per shareThe following table summarizes potentially dilutive securities excluded from the computation of diluted net loss per share calculations because they would have been antidilutive (in millions):September 30, 2024September 30, 2023Common stock options issued and outstanding15.513.7Restricted stock units issued3.01.9Employee Stock Purchase Plan shares0.20.2Total potential dilutive securities18.715.8We have also excluded the effect of Gileadâ€™s right to purchase additional shares of our common stock from the calculation as these rights had no intrinsic value at either SeptemberÂ 30, 2024 or 2023.16Table of ContentsNote 8. Stock-based compensation Stock-based compensation expenseThe following table reflects the components of stock-based compensation expense recognized in our Condensed Consolidated Statements of Operations (in millions):Three Months Ended September 30,Nine Months Ended September 30,20242023202420232Research and development$9Â $8Â $29Â $26Â General and administrative10Â 10Â 30Â 29Â Total stock-based compensation$19Â $18Â $59Â $55Â Note 9. Cash, cash equivalents and marketable securities The following table summarizes the amortized cost, gross unrealized gains and losses and the fair value of our cash, cash equivalents and marketable securities, all of which are considered available for sale, by type of securities (in millions): Types of securities as of September 30, 2024AmortizedCostUnrealizedGainUnrealizedLoss FairValueMoney market funds$134Â $â€”Â $â€”Â $134Â U.S. treasury securities258Â â€”Â â€”Â 258Â Corporate securities and commercial paper667Â 1Â â€”Â 668Â U.S. government agency securities9Â â€”Â â€”Â 9Â Certificate of deposit22Â â€”Â â€”Â 22Â Total cash, cash equivalents and marketable securities$1,090Â $1Â $â€”Â $1,091Â Types of securities as of December 31, 2023AmortizedCostUnrealizedGainUnrealizedLoss FairValueMoney market funds$85Â $â€”Â $â€”Â $85Â U.S. treasury securities213Â 1Â (1)213Â Corporate securities and commercial paper471Â â€”Â â€”Â 471Â U.S. government agency securities90Â â€”Â â€”Â 90Â Certificate of deposit7Â â€”Â â€”Â 7Â Total cash, cash equivalents and marketable securities$866Â $1Â (1)866Â The following table summarizes the fair values of our cash, cash equivalents and marketable securities by location in the Condensed Consolidated Balance Sheets and contractual maturity (in millions):Location in Condensed Consolidated Balance SheetsContractual MaturitySeptember 30, 2024December 31, 2023Cash and cash equivalentsâ€”$201Â $127Â Marketable securitiesWithin one year888Â 632Â Long-term marketable securitiesBetween one and three years2Â 107Â Total cash, cash equivalents and marketable securitiesÂ $1,091Â $866Â Realized gains or losses recognized on the sale of available-for-sale marketable securities were not material for the three and nine months ended SeptemberÂ 30, 2024 and 2023. Realized gains and losses are included in Interest and other income, net, in the Condensed Consolidated Statements of Operations. The cost of a security sold is determined using the specific-identification method.17Table of ContentsWe limit the credit risk associated with our investments by placing them with banks and institutions we believe are highly credit worthy and investing in highly rated investments. We held a total of 21 and 105 positions in securities which were in unrealized loss positions as of SeptemberÂ 30, 2024 and DecemberÂ 31, 2023, respectively. We do not intend to sell our securities with unrealized loss positions and have concluded we will not be required to sell the securities before recovery of the amortized cost for the investment at maturity. No credit related losses have been recognized for any of the periods presented.The following table provides a reconciliation of cash, cash equivalents, and restricted cash within the Condensed Consolidated Balance Sheets to the total shown in the Condensed Consolidated Statements of Cash Flows (in millions):As of September 30,20242023Cash and cash equivalents$201Â $184Â Restricted cash (included in Other noncurrent assets)3Â 3Â Total cash, cash equivalents and restricted cash$204Â $187Â Restricted cash at SeptemberÂ 30, 2024 and 2023 represents cash balances held as security in connection with our facility lease agreements.Note 10. Condensed consolidated balance sheet componentsPrepaid Expenses and Other Current AssetsPrepaid expenses and other current assets consisted of the following (in millions):September 30, 2024December 31, 2023Prepaid expenses and other assets$17Â $30Â Accrued interest receivable5Â 4Â Total prepaid expenses and other current assets$22Â $34Â Other Current LiabilitiesOther current liabilities consisted of the following (in millions):September 30, 2024December 31, 2023Accrued research and development$57Â $36Â Accrued personnel expenses27Â 26Â Current portion of lease liabilities11Â 11Â Other2Â 3Â Total other current liabilities$97Â $76Â Note 11. Long-term debtThe following table summarizes our borrowings (in millions):September 30, 2024December 31, 2023Long-term debt, non-current (Contractual maturity 2029)$50Â $â€”Â Unamortized discounts and issuance costs(3)â€”Â Total long-term debt$47Â $â€”Â On August 27, 2024, we and Hercules Capital, Inc. (â€œHerculesâ€) entered into a loan and security agreement (the "Hercules Agreement"), under which Hercules agreed to lend us up to $250Â million in term loans in various tranches subject to minimum draw requirements for each tranche. Under the terms of this agreement, $50 million was drawn at closing and an additional $100 million is committed and fully available at our sole option in minimum increments of $25 million. A second tranche of $100 million will be available subject to future approval by Hercules.The Hercules Agreement has an initial maturity date of SeptemberÂ 1, 2029 which is extendable by 12 months, at our discretion subject to the achievement of certain regulatory milestones related to our product candidates. Repayment of the principal amount will be in 13 monthly installments commencing SeptemberÂ 1, 2028, if not extended. The term loans 18Table of Contentshave an interest only period for the first 48 months from the agreement date and bear interest at a rate equal to the greater of (i) 10.45% or (ii) the prime rate plus 1.95%. We may prepay all or any portion of the outstanding term loans at any time, subject to a prepayment fee of: (i) 3.00% of the principal amount prepaid if the prepayment occurs prior to the first anniversary of the funding date; (ii) 2.00% of the principal amount prepaid if the prepayment occurs on or after the first anniversary of the funding date and prior to the second anniversary of the funding date; or (iii) 1.00% of the principal amount prepaid thereafter. The agreement also has an upfront facility fee of $1 million and an end of term charge of 7.75% of the total amount borrowed. The Hercules Agreement contains customary affirmative and negative covenants, including covenants that limit or restrict our ability to incur liens, incur indebtedness, make investments, pay dividends, merge or consolidate, dispose of assets, and enter into transactions with affiliates, subject to customary exceptions. We are also required to maintain a minimum cash balance of 50% of the funded amount if our market capitalization were to fall below a certain threshold which will be reduced in the event of certain regulatory approvals of our product candidates. We do not have covenant requirements associated with this agreement until OctoberÂ 1, 2026.The Hercules Agreement is secured by a first priority security interest in substantially all of our assets, excluding intellectual property. The Hercules Agreement also contains customary events of default terms, including payment defaults, breaches of covenants, bankruptcy and insolvency events, cross-defaults to other indebtedness, material adverse events, and the occurrence of a change of control. Upon the occurrence of an event of default, Hercules may declare all outstanding obligations under the Hercules Agreement to be immediately due and payable and exercise any or all of its rights and remedies, including foreclosure on the collateral securing the term loans.The aggregate future minimum payments including principal payments and the end of term charge, due under the Hercules Agreement, are as follows (in millions):Maturity DateAmount2028$15Â 202939Â Total payments$54Â During the three and nine months ended SeptemberÂ 30, 2024, we recognized $1Â million of interest expense, including amortization of the debt discount and issuance costs which was at an effective interest rate of 13.39%. As of SeptemberÂ 30, 2024, we had borrowed $50Â million under the Hercules Agreement and had $200Â million of additional borrowing capacity, of which $100Â million is subject to additional approval by Hercules.Note 12. LeasesThe following table summarizes our cash and non-cash information related to our operating leases (in millions):Nine Months Ended September 30,20242023Cash paid for amounts included in measurement of lease liabilities$12Â $12Â Cash received from tenant improvement allowances$â€”Â $8Â Recognition of tenant improvement allowance receivable included in Other current liabilities$â€”Â $4Â In the first quarter of 2024, we evaluated our plans for a portion of our office space that we expected to sublease, and identified indicators of impairment to certain right-of-use assets associated with the leased space where the asset value was determined to be non-recoverable based upon a discounted cash flow analysis, resulting in an impairment charge of $20Â million for the three months ended March 31, 2024 and the nine months ended SeptemberÂ 30, 2024. In the second quarter of 2024, we entered into a sublease for a portion of our office space which is expected to commence by the end of 2024 or early 2025, and extends through 2031.As of SeptemberÂ 30, 2024 and DecemberÂ 31, 2023, we have provided deposits for letters of credit totaling $3 million to secure our obligations under our leases, which are included in Other noncurrent assets on the Condensed Consolidated Balance Sheets.19Table of ContentsNote 13. Stockholders' equityCommon StockGilead Stock Purchase AgreementOn June 27, 2023, under the Second Stock Purchase Agreement, Gilead purchased 1.0Â million shares of our common stock at the closing day purchase price of $19.26 per share for total gross proceeds of $20Â million.On January 29, 2024, under the Third Stock Purchase Agreement Amendment, Gilead purchased 15.2Â million shares of our common stock at a price of $21.00 per share for total gross proceeds of $320Â million. Of the $320Â million equity investment, $87Â million was determined to be a premium on the purchase of common stock and allocated to the performance obligations created by the Third Gilead Collaboration Agreement Amendment, see Note 5, Revenues. Net proceeds from Gilead's equity investment were $228Â million after allocating the premium and deducting direct offering expenses of $5Â million.At-the-Market FacilityIn August 2023, we issued and sold 0.2 million shares of our common stock under this agreement for total net proceeds of $5 million.Note 14. Fair value measurementsWe determine the fair value of financial and non-financial assets and liabilities using the fair value hierarchy, which establishes three levels of inputs that may be used to measure fair value, as follows:â€¢Level 1 inputs include unadjusted quoted prices in active markets for identical assets or liabilities;â€¢Level 2 inputs include observable inputs other than Level 1 inputs, such as quoted prices for similar assets or liabilities; quoted prices for identical or similar assets or liabilities in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the asset or liability; andâ€¢Level 3 inputs include unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the underlying asset or liability. Our Level 3 assets and liabilities include those whose fair value measurements are determined using pricing models, discounted cash flow methodologies or similar valuation techniques and significant management judgment or estimation.Assets and liabilities measured at fair value are classified in their entirety based on the lowest level of input that is significant to the fair value measurement.The following tables summarize the types of assets and liabilities measured at fair value on a recurring basis by level within the fair value hierarchy (in millions):Fair value measurement as of September 30, 2024Level 1Level 2Level 3TotalAssetsMoney market funds$134Â $â€”Â $â€”Â $134Â U.S. treasury securitiesâ€”Â 258Â â€”Â 258Â Corporate securities and commercial paperâ€”Â 668Â â€”Â 668Â U.S. government agency obligationsâ€”Â 9Â â€”Â 9Â Certificate of depositâ€”Â 22Â â€”Â 22Â Total assets measured at fair value$134Â $957Â $â€”Â $1,091Â LiabilitiesÂ Â Â Â Liability for sale of future royalties$â€”Â $â€”Â $21Â $21Â Total liabilities measured at fair value$â€”Â $â€”Â $21Â $21Â 20Table of ContentsFair value measurement as of December 31, 2023Level 1Level 2Level 3TotalAssetsMoney market funds$85Â $â€”Â $â€”Â $85Â U.S. treasury securitiesâ€”Â 213Â â€”Â 213Â Corporate securities and commercial paperâ€”Â 471Â â€”Â 471Â U.S. government agency obligationsâ€”Â 90Â â€”Â 90Â Certificate of depositâ€”Â 7Â â€”Â 7Â Total assets measured at fair value$85Â $781Â $â€”Â $866Â LiabilitiesÂ Â Â Â Liability for sale of future royalties$â€”Â $â€”Â $19Â $19Â Total liabilities measured at fair value$â€”Â $â€”Â $19Â $19Â Liability for sale of future royaltiesIn 2021, we entered into an agreement with BVF Partners L.P. ("BVF"), under which BVF funded the discovery and development of compounds for the treatment of inflammatory diseases (the "BVF Program") for $15 million in non-refundable payments which were paid in 2021 and 2022. In return, we are obligated to: perform R&D activities in the BVF Program; make contingent payments upon the achievement of certain clinical and regulatory milestones of up to $73 million or $160 million depending on whether the BVF Program is solely developed by us or with Gilead if they opt-in under the Gilead Collaboration Agreement; and pay mid- to high-single digit royalties on any net product sales generated by the BVF Program. We account for the agreement with BVF as a liability primarily because we have significant continuing involvement in generating the cash flows due to BVF. The liability is recorded at fair value by using probability-adjusted discounted cash flows and is revalued each reporting period until the related contingencies have been resolved. The fair value measurement is based on significant unobservable inputs that are reviewed quarterly by management and include, as applicable, estimated probabilities and the timing of achieving specified development, regulatory and commercial milestones as well as estimated annual sales. Significant changes that increase or decrease the probabilities of achieving the related development, regulatory and commercial events or that shorten or lengthen the time required to achieve such events or that increase or decrease estimated annual sales would result in corresponding increases or decreases in the fair values of the obligations, as applicable. Changes in the fair value of this liability related to interest accretion are recognized in Non-operating income (expense) in the Condensed Consolidated Statements of Operations.During the second quarter of 2023, new preclinical information from our BVF Program led to revised assumptions which decreased the estimated probabilities of success and delayed the projected timing of achieving specified development, regulatory and commercial milestones and commercial sales. These changes in estimates are accounted for prospectively and resulted in a decrease in the imputed effective interest rate on the unamortized portion of the liability to 10.1% commencing with the quarter ended June 30, 2023, compared to 20.6% for the quarters ended March 31, 2023 and prior. The impact of this change on the non-cash interest expense for the nine months ended SeptemberÂ 30, 2024 was not material when compared to the prior period. The liability for sale of future royalties is reported in Other noncurrent liabilities in the Condensed Consolidated Balance Sheets and changes were as follows (in millions):Nine Months Ended September 30,20242023Beginning balance$19Â $17Â Interest accretion2Â 2Â Ending balance$21Â $19Â Long-term debtAs of September 30, 2024, the estimated fair value of our long-term debt approximated the carrying amount. The fair value of the long-term debt was estimated for disclosure purposes only and was determined based on other inputs that are observable, and thus categorized as Level 2 in the fair value hierarchy.21Table of ContentsItem 2. Managementâ€™s Discussion and Analysis of Financial Condition and Results of Operations.You should read the following discussion and analysis of our financial condition and results of operations together with our unaudited Condensed Consolidated Financial Statements and related notes in Part I, Item 1 of this Quarterly Report on Form 10-Q and with our audited Consolidated Financial Statements and related notes thereto for the year ended DecemberÂ 31, 2023, included in our Annual Report on Form 10-K filed with the SEC on FebruaryÂ 21, 2024. Forward Looking Statements and Website InformationThe discussion contained herein and other parts of this report contain forward-looking statements that involve risk and uncertainties, such as statements of our plans, objectives, expectations, and intentions. The words â€œbelieve,â€ â€œmay,â€ â€œwill,â€ â€œestimate,â€ â€œcontinue,â€ â€œanticipate,â€ â€œdesign,â€ â€œintend,â€ â€œexpect,â€ â€œcould,â€ â€œplan,â€ â€œpotential,â€ â€œpredict,â€ â€œseek,â€ â€œshould,â€ â€œwouldâ€ or the negative version of these words and similar expressions are intended to identify forward-looking statements. Such statements reflect our beliefs and opinions on the relevant subject based upon information available to us as of the date of this Quarterly Report on Form 10-Q. While we believe such information forms a reasonable basis for such statements, such information may be limited or incomplete, and our statements should not be read to indicate that we have conducted an exhaustive inquiry into, or review of, all potentially available relevant information. Our actual results could differ materially from those discussed in these forward-looking and other statements. Factors that could cause or contribute to such differences include, but are not limited to, those discussed in the section of this report titled â€œRisk Factors.â€ We intend to use our website www.arcusbio.com as a means of disclosing material non-public information and for complying with our disclosure obligations under the Regulation FD. Such disclosures will be included on the companyâ€™s website under the heading â€œInvestors & Media.â€ Accordingly, investors should monitor such portions of the companyâ€™s website, in addition to following the companyâ€™s press releases, SEC filings and public conference calls and webcasts (if any). The information contained on, or that may be accessed through our website is not part of, and is not incorporated into, this Quarterly Report on Form 10-Q.OverviewWe are a clinical-stage biopharmaceutical company focused on creating best-in-class therapies. Using our robust and highly efficient drug discovery capability, we have created a significant portfolio of investigational products which are in clinical development, with our most advanced molecule, an anti-TIGIT antibody, now in multiple Phase 3 registrational studies targeting lung and GI cancers. Our deep portfolio of novel small molecules and enabling antibodies allows us to create highly differentiated therapies, which we are developing to treat multiple large indications. We expect our clinical-stage portfolio to continue to expand and to include molecules targeting immuno-oncology, cancer cell-intrinsic and immunological pathways. Our vision is to create, develop and commercialize highly differentiated therapies that have a meaningful impact on patients. Our Clinical Product PortfolioWe currently have multiple clinical programs focused on unique targets including TIGIT, PD-1, adenosine A2a and A2b receptors, CD73, CD39, HIF-2Î±, and AXL. In 2020, we entered into the Gilead Collaboration Agreement with Gilead to strategically advance our portfolio through a collaborative relationship. The Gilead Collaboration Agreement provides Gilead with an exclusive license to our anti-PD-1 program (including zimberelimab) and time-limited exclusive option rights to our clinical programs, which they have exercised for our anti-TIGIT program (including domvanalimab), adenosine receptor antagonist program (including etrumadenant) and CD73 program (including quemliclustat). For all such optioned programs, we are co-developing investigational products with Gilead. 22Table of ContentsThe following chart summarizes our current

clinical pipeline:cas: casdatifan; chemo: chemotherapy; dom: domvanalimab; etruma: etrumadenant; gem/nab-pac: gemcitabine/nab-paclitaxel; nivo: nivolumab; pembro: pembrolizumab; quemli: quemliclustat; RCC: renal cell carcinoma; rego: regorafenib; zanza: zanzalintinib; zim: zimberelimab*+/- biologic, e.g. bevacizumab or biosimilar, will be included for all patients in whom it is not contraindicated.23Table of ContentsSignificant DevelopmentsThe following is a summary of the recent significant developments affecting our business: Corporate Developmentsâ€¢In October 2024, we entered into a clinical collaboration with AstraZeneca to evaluate casdatifan, our investigational HIF-2Î± inhibitor, in combination with volrustomig, AstraZenecaâ€™s investigational PD-1/CTLA-4 bispecific antibody, in IO-naive patients with clear cell renal carcinoma ("ccRCC"). AstraZeneca will operationalize the study.â€¢In July 2024, Taiho exercised its option for quemliclustat, our investigational small molecule CD73 inhibitor, for the Taiho Territory. As a result of this option exercise, Taiho will operationalize the Phase 3 PRISM-1 study evaluating quemliclustat in pancreatic cancer in Japan and we received an opt-in payment and are eligible to receive near-term milestone payments.HIF-2âº Programâ€¢In October 2024, we presented the first clinical data for casdatifan from the 100mg and 50mg expansion cohorts of ARC-20, a Phase 1/1b study in metastatic ccRCC. Observations from the 100mg daily expansion cohort included an objective response rate ("ORR") of 34% (two responses are pending confirmation; 25% confirmed ORR), a low rate of primary progression of 19%, and a high disease control rate of 81%. The median progression-free survival (PFS) had not been reached at the time of the data cutoff. TIGIT Programâ€¢In November 2024, we announced results from Part 1 of ARC-10, a randomized study evaluating domvanalimab plus zimberelimab in PD-L-1 high NSCLC, and will be presented at the Society for Immunotherapy of Cancer ("SITC") annual meeting later in November:â–ªA 36% reduction in risk of death (hazard ratio=0.64) was observed for domvanalimab plus zimberelimab compared to that of zimberelimab alone.â–ªZimberelimab reached a median overall survival of two years, and the median overall survival for domvanalimab plus zimberelimab was not reached. â–ªTreatment-related adverse events leading to treatment discontinuation were low (10.5%) for the combination of domvanalimab and zimberelimab.CD73 Programâ€¢In October 2024, we initiated PRISM-1, a Phase 3 trial of quemliclustat combined with gemcitabine/nab-paclitaxel versus gemcitabine/nab-paclitaxel in pancreatic cancer. Components of Operating Results RevenuesWe have not generated any revenue from product sales and do not expect to generate any revenue from product sales for the foreseeable future. All revenue recognized to date has been through research, collaboration and license arrangements with strategic partners.License and Development Services RevenueOur license and development services revenue consists of amounts recognized from the portions of the nonrefundable upfront and milestone payments received from Gilead and Taiho and allocated to performance obligations for licenses or R&D activities performed by us as we develop our investigational products under the terms of our collaboration agreements. License and development services revenues are recognized based upon the timing of the delivery of a license or service if delivery is complete, or based on estimates of each performance obligation's percentage of completion at the period end if it is still in process. We calculate percentage of completion as a ratio of effort incurred to date on each performance obligation to the total estimated effort to be incurred to satisfy that performance obligation.Other Collaboration RevenueOther collaboration revenue consists primarily of amounts recognized from the portions of the nonrefundable upfront payments received from Gilead and allocated to performance obligations relating to their access to our investigational pipeline or our obligation to perform certain discovery and early development activities. Revenue related to 24Table of Contentsaccess rights is recognized over the period of access, and revenue related to discovery and early development activities is recognized as the performance obligation is satisfied.Operating Expenses Research and Development Expenses Our R&D expenses consist of expenses incurred in connection with the R&D of our pipeline programs. These expenses include preclinical and clinical expenses, payroll and personnel expenses, including stock-based compensation for our employees, laboratory supplies, product licenses, consulting costs, contract research, and depreciation. Shared facility expenses are allocated to functional groups proportionally based on usage. Under certain collaboration agreements we agree to share R&D expenses with our partners. Such cost sharing arrangements may result in receiving reimbursement from our partners or require that we reimburse our partners for qualified expenses. We expense both internal and external R&D costs as they are incurred. We record advance payments for services that will be used or rendered for future R&D activities as prepaid expenses and recognize them as an expense as the related services are performed. We recognize reimbursement for shared costs incurred by us and reimbursed by our partners as a reduction in R&D expense.We do not allocate our costs by investigational product, as a significant amount of R&D expenses include internal costs, such as payroll and other personnel expenses, and certain external costs that are not recorded at the investigational product level. In particular, with respect to internal costs, several of our departments support multiple R&D programs, and we do not allocate those costs by investigational product. The level of our future R&D investment will depend on a number of factors and uncertainties, including the breadth of the joint development program agreed to with Gilead for the optioned programs, the outcome of our efforts, and the amount of cost reimbursements or milestone payments we receive from our collaborators. We expect our R&D expenses to increase substantially during the next few years as we pursue joint development programs with Gilead and advance these programs towards regulatory approval. We also expect to advance new programs into the clinic. All of this will require significant growth in our development capabilities and infrastructure. In addition, our joint development programs with Gilead for the optioned molecules are anticipated to include a significant number of later-stage clinical trials, which typically include a larger number of subjects, are of a longer duration and include more geographic regions. As we advance our clinical-stage programs and prepare to seek regulatory approval, we will also need to increase our late-stage manufacturing activities. As a result, we expect our preclinical, clinical, and contract manufacturing expenses to increase significantly relative to what we have incurred to date.In addition, under our arrangements with WuXi Biologics, Abmuno, AstraZeneca and BVF, we may incur additional clinical and regulatory milestone payments based on the development progress of our investigational products. We may also be required to pay royalties in the event of a successful product launch and our receipt of commercial revenues. Therefore, we are unable to predict the timing or the final cost to complete our clinical programs or validation of our manufacturing and supply processes and delays may occur due to numerous factors. Factors that could cause or contribute to delays or additional costs include, but are not limited to, those discussed in â€œItem 1A. Risk Factorsâ€ of the Quarterly Report. General and Administrative Expenses G&A expenses consist principally of personnel-related costs including payroll and stock-based compensation for personnel in executive, finance, human resources, information technology, business and corporate development, and other administrative functions. Shared facility expenses are allocated to functional groups proportionally based on usage. Our G&A expenses also include professional fees for legal, consulting, and accounting services, rent and other facilities costs, fixed asset depreciation, and other general operating expenses not otherwise classified as R&D expenses. We do not receive significant reimbursements of these costs through our collaboration with Gilead.We anticipate that our G&A expenses will increase during the next few years as we support our growing R&D activities, including due to staff expansion, and other costs associated with increased infrastructure needs.Impairment of Long-Lived Assets Impairment charges consist of impairment of right-of-use assets resulting from updated plans in the first quarter 2024 for a portion of our office space.Non-Operating Income, netNon-operating income, net consists primarily of interest earned on our investments in fixed-income marketable securities, interest expense on our loan financing with Hercules and non-cash interest expense incurred under the effective interest method on our liability for sale of future royalties to BVF.25Table of ContentsResults of OperationsThe following table summarizes our results of operations (in millions):Three Months EndedSeptember 30,Change Nine Months EndedSeptember 30,Change 20242023202420232023Revenues:License and development services revenue$41Â $22Â 86Â %$204Â $58Â 252Â %Other collaboration revenue7Â 10Â (30Â %)28Â 28Â â€”Â %Total revenues48Â 32Â 50Â %232Â 86Â 170Â %Operating expenses:Research and development123Â 82Â 50Â %347Â 247Â 40Â %General and administrative30Â 30Â â€”Â %92Â 88Â 5Â %Impairment of long-lived assets â€”Â â€”Â â€”Â %20Â â€”Â *Total operating expenses153Â 112Â 37Â %459Â 335Â 37Â %Loss from operations(105)(80)31Â %(227)(249)(9Â %)Non-operating income, net13Â 11Â 18Â %38Â 28Â 36Â %Loss before income taxes(92)(69)33Â %(189)(221)(14Â %)Income tax expenseâ€”Â (2)(100Â %)â€”Â (5)(100Â %)Net loss(92)(71)30Â %(189)(226)(16Â %)*Not meaningfulTotal RevenuesThe increase in Total revenues for the three months ended SeptemberÂ 30, 2024 was primarily driven by Taiho's exercise of its option for the license of quemliclustat for the Taiho Territory of $15Â million, which was recognized as revenue upon the delivery of the license in the third quarter of 2024.The increase in Total revenues for the nine months ended SeptemberÂ 30, 2024 was primarily driven by increased revenues from license and development services due to a cumulative catch-up to revenue of $107Â million as a result of the Third Gilead Collaboration Agreement Amendment based on the updated transaction price and measure of progress for the partially satisfied performance obligations; increased R&D services under our Taiho and Gilead collaborations; and Taiho's exercise of its option for the license of quemliclustat for the Taiho Territory of $15Â million, which was recognized as revenue upon the delivery of the license in the third quarter of 2024.See Note 5, Revenues to our Condensed Consolidated Financial Statements in Part I, Item 1 of this report for further discussion of the amount and timing of revenues recognized from our license and collaboration agreements.26Table of ContentsResearch and Development ExpensesWe group all of our R&D activities and the related expenditures into categories as described below:Included as of SeptemberÂ 30, 2024CategoryDescriptionProgram Level ExpensesKey ClinicalTrialsLate-stage development programsR&D expenses incurred related to a Phase 3 clinical program. This includes all unallocated program-level expense not directly attributable to a specific clinical trial once a molecule enters into one or more Phase 3 clinical trials.domvanalimabzimberelimabquemliclustat**PACIFIC-8STAR-121STAR-221PRISM-1ARC-10*Early-stage development and preclinical programsR&D expenses incurred for activities ranging from early-stage development and preclinical to Phase 2 clinical trials. This includes all unallocated program-level expense not directly attributable to a specific clinical trial unless the related program has entered into one or more Phase 3 clinical trials.quemliclustat**etrumadenantcasdatifanAB598AB801ARC-7ARC-8ARC-9ARC-20ARC-25ARC-26*ARC-27EDGE-LungEDGE-GastricSTELLAR-009*VELOCITY-LungCompensation and personnel costsInternal costs, such as salaries, non-cash stock-based compensation, and other personnel expenses for our R&D employees that are not allocated to specific programs or trials.â€”â€”Other costsFacilities, depreciation, and other external costs that are not recorded at the investigational product level.â€”â€”Partnership reimbursementsReimbursements from our collaboration partners for shared costs incurred by us and recognized as a reduction in R&D expense.â€”â€”*Study discontinued or completed** Quemliclustat moved from early-stage development and preclinical program to a late-stage development program in the third quarter 2024The following table summarizes our R&D expenses by category (in millions):Three Months EndedSeptember 30,Nine Months EndedSeptember 30,Category20242023Change20242023ChangeLate-stage development programs$69Â $32Â 116Â %$196Â $110Â 78Â %Early-stage development and preclinical programs34Â 30Â 13Â %92Â 101Â (9)%Compensation and personnel costs44Â 38Â 16Â %134Â 116Â 16Â %Other costs13Â 15Â (13)%39Â 39Â â€”Â %Partnership reimbursements(37)(33)12Â %(114)(119)(4)%Total research and development$123Â $82Â 50Â %$347Â $247Â 40Â %The increase in R&D expenses for the three months ended SeptemberÂ 30, 2024 was primarily driven by higher costs to support our expanding late-stage program activities, driven by higher enrollment in our studies, and the timing of our manufacturing activities. Our growing headcount drove an increase in compensation and personnel costs, including a $1Â million increase in non-cash stock-based compensation.27Table of ContentsThe increase in R&D expenses for the nine months ended SeptemberÂ 30, 2024 was primarily driven by higher costs to support our expanding late-stage development program activities, driven by higher enrollment in our Phase 3 studies, and the timing of our manufacturing activities. Our growing headcount drove an increase in compensation and personnel costs, including a $3Â million increase in non-cash stock-based compensation. The overall increase was partially offset by reduced spend in our early-stage development and preclinical program activities due to lower manufacturing costs due to the timing of manufacturing activities and fewer Phase 2 studies.R&D expense by quarter may fluctuate due to the timing of clinical manufacturing and standard-of-care therapeutic purchases with a corresponding impact on reimbursements.General and Administrative ExpensesG&A expenses were flat for the three months ended SeptemberÂ 30, 2024.The increase in G&A expenses for the nine months ended SeptemberÂ 30, 2024 was primarily driven by increased compensation related to higher headcount and our stock awards, including a $1Â million increase in non-cash stock-based compensation, and costs to obtain the Third Gilead Agreement Amendment.Impairment of Long-Lived AssetsThe increase in impairment expense for the nine months ended SeptemberÂ 30, 2024 was due to our 2024 evaluation of a portion of our office space that we expect to sublease, resulting in an impairment charge of $20Â million, compared to no similar impairment in the prior year.Non-Operating Income, netThe increase in Non-operating income, net for the three and nine months ended SeptemberÂ 30, 2024 as compared to the three and nine months ended SeptemberÂ 30, 2023, was primarily due to increased investment yields and higher average portfolio balances driven by $320 million received from Gilead in January 2024.Income Tax ExpenseThe decrease in Income tax expense for the three and nine months ended SeptemberÂ 30, 2024 as compared to the three and nine months ended SeptemberÂ 30, 2023, was primarily due to taxable income in the prior year.Liquidity and Capital Resources Our cash and investments are held in a variety of interest-bearing instruments, including money market funds, U.S. government treasury and agency obligations, investments in corporate securities and certificates of deposit. Based on our existing business plan, we believe that our cash, cash equivalents, and marketable securities as of SeptemberÂ 30, 2024, will be sufficient to fund our planned level of operations into mid-2027.Sources of LiquidityTo date, we have financed our operations primarily from the sale of our equity securities, upfront or milestone payments from our research, collaboration and license agreements with our strategic partners including Gilead and debt financing. We will need substantial additional funding to support our continuing operations and pursue our development strategy. Until such time that we can generate significant revenue from sales of our investigational products, if ever, we expect to finance our operations through the sale of equity, debt financings or other capital sources, including existing or potential collaborations with other companies or other strategic transactions. See â€œItem 1A. Risk Factorsâ€ for a discussion of the factors that could impact our liquidity.Under the Stock Purchase Agreement, Gilead has the right, at its option, to purchase additional shares from us, up to a maximum ownership of 35% of our then-outstanding voting common stock, from time to time until July 2025. In January 2024, we further amended and restated the Stock Purchase Agreement and sold 15.2 million shares of our common stock to Gilead at a purchase price of $21.00 per share for total gross proceeds of $320Â million of which $87Â million was allocated to the performance obligations under the Third Gilead Collaboration Agreement Amendment. As of SeptemberÂ 30, 2024, Gilead held approximately 32.9% of our outstanding common stock arising from purchases in our May 2020 public offering and purchases under the Stock Purchase Agreement and the related amendments. In 2023, we entered into an equity distribution agreement pursuant to which we may, from time to time, sell shares of our common stock having an aggregate offering price of up to $200 million. During the nine months ended SeptemberÂ 30, 2024, there were no sales of our common stock under the equity distribution agreement.In August 2024, we obtained a $250 million term loan facility from Hercules Capital, Inc. (â€œHerculesâ€). Under the terms of the term loan facility, $50 million was drawn at closing and an additional $100 million is committed and fully 28Table of Contentsavailable at Arcusâ€™s sole option in minimum increments of $25 million. A second tranche of $100 million will be available to support strategic initiatives, subject to future approval by Hercules. See Note 11 to our Condensed Consolidated Financial Statements in Item 1 for further discussion. Cash Flows The following table summarizes our cash flow activities for each of the periods presented below (in millions): Nine Months EndedSeptember 30,Net cash provided by (used in):20242023Operating activities(70)(218)Investing activities(135)166Â Financing activities$279Â $30Â Operating Activities Net cash used in operating activities was $70 million for the nine months ended SeptemberÂ 30, 2024 compared to $218 million for the same period in the prior year. The change in operating cash flows is primarily due to the receipt of the $100 million option continuation payment from Gilead in August 2024, the $87 million under the Third Gilead Collaboration Agreement Amendment that was allocated to revenue, and the receipt of $45 million in total from Taiho for development milestones and its opt-in on quemliclustat, partially offset by higher R&D expenditures.Investing Activities Cash used in investing activities for the nine months ended SeptemberÂ 30, 2024 was primarily due to net purchases of marketable securities of $130Â million.Cash provided by investing activities for the nine months ended SeptemberÂ 30, 2023 was primarily due to net proceeds from marketable securities of $184Â million.Financing Activities Cash provided by financing activities for the nine months ended SeptemberÂ 30, 2024 was due to net proceeds of $228 million from issuance of our common stock to Gilead under the Third Stock Purchase Agreement Amendment, $47 million from our borrowings under the Hercules Agreement, and proceeds of $6 million for stock issued under our equity award plans.Cash provided by financing activities for the nine months ended SeptemberÂ 30, 2023 was due to net proceeds of $25 million from issuance of our common stock and proceeds of $5 million for stock issued under our equity award plans.Contractual Obligations and CommitmentsThere have been no material changes to our contractual obligations outside the ordinary course of business during the three and nine months ended SeptemberÂ 30, 2024, as compared to those disclosed in our Annual Report on Form 10-K for the year ended DecemberÂ 31, 2023, other than the following:We are obligated to make principal loan payments and an end of term charge under the loan and security agreement with Hercules that we entered into on August 27, 2024. See Note 11 to our Condensed Consolidated Financial Statements in Item 1 for further discussion.Critical Accounting Judgments and Estimates Our Condensed Consolidated Financial Statements have been prepared in accordance with U.S. GAAP. The preparation of these Condensed Consolidated Financial Statements requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the Condensed Consolidated Financial Statements, as well as the reported revenue and expenses incurred during the reporting periods. Our estimates are based on our historical experience and on

various other factors that we believe are reasonable under the circumstances, the results of which form the basis for making judgments about the carrying value of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions. While our significant accounting policies are described in the notes to our Condensed Consolidated Financial Statements, we believe that the accounting policies discussed below, together with those disclosed in our Annual Report on 29Table of ContentsForm 10-K for the year ended DecemberÂ 31, 2023, are critical to understanding our historical and future performance, as these policies relate to the more significant areas involving managementâ€™s significant judgments and estimates.Revenue RecognitionAs part of the accounting for contracts with customers, we develop assumptions that require judgment to determine the standalone selling price of each performance obligation identified in the contract. On January 29, 2024, we entered into the Third Gilead Collaboration Agreement Amendment, which we determined was a change in scope and price of the original contract and we accounted for this contract modification as both a modification of the existing contract and the creation of a new contract. (See Note 5, Revenues, to our Condensed Consolidated Financial Statements in Part I). We determined the standalone selling price of certain performance obligations and allocated the total transaction price to each performance obligation on a relative standalone selling price basis. The estimation of the standalone selling price included estimates for forecasted costs, development timelines, discount rates, and probabilities of technical and regulatory success. Under the applicable accounting rules for such contract modifications, we did not adjust the accounting for completed performance obligations that were distinct from the modified goods or services. However, we were required to adjust revenue previously recognized to reflect the effect of the contract modification due to the updated transaction price allocated to the partially satisfied performance obligations and the updated measure of progress as of the modification date. Accordingly, we recognized a cumulative catch-up to revenue of $107Â million based on the updated transaction price and measure of progress for the partially satisfied performance obligations. A hypothetical 10% change in the updated standalone selling prices related to Third Gilead Collaboration Agreement Amendment would have changed the cumulative catch-up to revenue recognized during the current year to date period by as much as $3Â million.30Table of ContentsItem 3. Quantitative and Qualitative Disclosures About Market Risk.The market risk inherent in our financial instruments and in our financial position represents the potential loss arising from changes in interest rates and foreign currency exchange rates. Our market risks have not changed materially from those discussed in our Annual Report on Form 10-K filed with the SEC on FebruaryÂ 21, 2024.Item 4. Controls and Procedures.We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in our Securities Exchange Act of 1934, as amended ("Exchange Act") reports is recorded, processed, summarized, and reported within the time periods specified in the rules and forms of the SEC, and that such information is accumulated and communicated to management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Because of inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues, if any, within an organization have been detected. Accordingly, our disclosure controls and procedures are designed to provide reasonable, not absolute, assurance that the objectives of our disclosure control system are met. As of the end of the period covered by this report, we carried out an evaluation, under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of our disclosure controls and procedures pursuant to Exchange Act Rule 13a-15. Based upon, and as of the date of this evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective at the reasonable assurance level.There were no changes in our internal control over financial reporting during the quarter ended SeptemberÂ 30, 2024 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting. 31Table of ContentsPART IIâ€”OTHER INFORMATIONItem 1. Legal Proceedings.We are not currently a party to any material legal proceedings. From time to time, we may become involved in legal proceedings arising in the ordinary course of our business. Regardless of outcome, litigation can have an adverse impact on us due to defense and settlement costs, diversion of management resources, negative publicity, reputational harm and other factors.Item 1A. Risk Factors.You should consider carefully the following risk factors, together with all the other information in this report, including our Condensed Consolidated Financial Statements and notes thereto, and in our other public filings with the SEC, including our Annual Report on Form 10-K filed with the SEC on FebruaryÂ 21, 2024. The occurrence of any of the following risks could harm our business, financial condition, results of operations and/or growth prospects or cause our actual results to differ materially from those contained in forward-looking statements we have made in this report and those we may make from time to time. You should consider all of the risk factors described when evaluating our business.Risks Related to our Limited Operating History, Financial Position and Capital Requirements We have a history of operating losses, have never generated any revenue from product sales and anticipate that we will continue to incur significant losses for the foreseeable future. We are a pre-commercial immuno-oncology company with a limited operating history that may make it difficult to evaluate the success of our business to date and to assess our future viability. All of our investigational products are in development, and none have been approved for commercial sale nor have we ever generated any revenue from product sales. Our revenues to date have been primarily from upfront and milestone payments, R&D support and clinical materials reimbursement from our strategic partners. For the nine months ended SeptemberÂ 30, 2024 and year ended DecemberÂ 31, 2023, we had net losses of $189Â million and $307 million, respectively. As of SeptemberÂ 30, 2024, we had an accumulated deficit of $1.0 billion. We expect that it will be several years, if ever, before we have an investigational product ready for commercialization. While we may receive income from year to year under the Gilead Agreement and Taiho Agreement, we generally expect to incur substantial and increasing levels of operating losses over the next several years and for the foreseeable future as we advance our investigational products. Our prior losses, combined with expected future losses, have had and will continue to have an adverse effect on our stockholdersâ€™ equity and working capital.To become and remain profitable on a sustained basis, we must develop and eventually commercialize a product with significant market potential. This will require us to be successful in a range of challenging activities, including completing preclinical studies and clinical trials of our investigational products, obtaining marketing approval for these investigational products, manufacturing, marketing and selling those products for which we may obtain marketing approval and satisfying any post-marketing requirements. We may never succeed in these activities and, even if we succeed in commercializing one or more of our investigational products, we may never generate revenues that are significant or large enough to achieve sustained profitability. In addition, we may encounter unforeseen expenses, difficulties, complications, delays and other known and unknown challenges. If we do achieve profitability from product sales, we may not be able to sustain or increase profitability on a quarterly or annual basis and we will continue to incur substantial R&D and other expenditures to develop and market additional investigational products. Our failure to become and remain profitable on a sustained basis would decrease the value of the company and could impair our ability to raise capital, maintain our R&D efforts, expand our business or continue our operations. A decline in the value of our company could also cause our stockholders to lose all or part of their investment.We may need to obtain additional funding. If we do not receive, or are unable to raise additional capital when needed, we may be forced to restrict our operations or delay, reduce or eliminate our product development programs. The development of biopharmaceutical investigational products is capital intensive. Since our inception, we have used substantial amounts of cash to fund our operations and expect our expenses to increase substantially during the next few years as our investigational products enter and advance into and through large late-stage or registrational clinical trials and we expand our clinical, regulatory, quality and manufacturing capabilities. In addition, if we obtain marketing approval for any of our investigational products, we expect to incur significant commercialization expenses related to marketing, sales, manufacturing and distribution.As of SeptemberÂ 30, 2024, we had $1.1 billion of cash, cash equivalents and marketable securities, which we believe will be sufficient to fund our anticipated level of operations into mid-2027. We cannot guarantee that we will be able to obtain additional capital in sufficient amounts or on terms acceptable to us, if at all. If we are unable to raise capital 32Table of Contentswhen needed or on attractive terms, we would be forced to delay, reduce or eliminate some or all of our R&D programs or future commercialization efforts. In addition, if we are able to raise additional capital, raising additional capital may cause dilution to our stockholders, restrict our operations or require us to relinquish rights to our intellectual property or investigational products. Our future capital requirements will depend on many factors related to the cost and timing of developing our investigational products, including:â€¢the number, scope, rate of progress and costs of clinical programs and investigational products as well as drug discovery, preclinical development activities, and laboratory testing;â€¢the scope of any cost sharing arrangements with our strategic partners;â€¢the timing and amount of milestone payments and option fees we receive under the Gilead Collaboration Agreement and Taiho Agreement;â€¢the cost, timing and outcome of regulatory review of our investigational products; and â€¢the cost associated with commercializing our investigational products, if they receive marketing approval.Risks Related to the Discovery and Development of our Investigational Products If we are unable to obtain regulatory approval for our investigational products, or experience significant delays in doing so, our business will be materially harmed. We have no products approved for sale and our investigational products must be approved by the FDA in the U.S. and similar regulatory authorities outside the U.S., such as the EMA, prior to commercialization. The process of obtaining marketing approvals, both in the U.S. and abroad, is expensive and takes many years, if approval is obtained at all, and can vary substantially based upon a variety of factors. Securing marketing approval requires the submission of extensive preclinical and clinical data and supporting information to regulatory authorities for each therapeutic indication to establish the investigational productâ€™s safety and efficacy. Securing marketing approval also requires the submission of information about the product manufacturing process to, and inspection of manufacturing facilities by, the regulatory authorities, among other requirements. Our investigational products may not be effective, may be only moderately effective, may not have an acceptable durability of response, may not have an acceptable risk-benefit profile or may prove to have undesirable or unintended side effects, toxicities or other characteristics that may preclude us from obtaining marketing approval or limit their commercial use. Our investigational products may not be approved even if they achieve their primary endpoints in any Phase 3 clinical trials or registrational trials we or our collaborators conduct.The FDA and comparable foreign regulatory authorities have substantial discretion in the approval process and in determining when or whether marketing approval will be obtained for any of our investigational products. Regulatory authorities may refuse to accept any application or may decide that our data are insufficient for approval and require additional preclinical, clinical or other studies. In addition, varying interpretations of the data obtained from preclinical and clinical testing could delay, limit or prevent marketing approval of an investigational product. Changes in marketing approval policies during the development period, changes in or the enactment of additional statutes or regulations, or changes in regulatory review for each submitted product application, may also cause delays in or prevent the approval of an application. For example, since a key element of our strategy is the development of intra-portfolio combinations, regulatory authorities may disagree that we have sufficiently demonstrated the contribution of each investigational product or other agent in our combination trials and require further studies. Even if we are able to obtain marketing approvals for any of our investigational products, those approvals may be for indications that are not as broad as desired or may contain other limitations that would adversely affect our ability to generate revenue from sales of those products. Moreover, if we are not able to differentiate our product against other approved products within the same class of drugs, or if any of the other circumstances described above occur, our business would be materially harmed and our ability to generate revenue from that class of drugs would be severely impaired. If we experience delays in obtaining approval or if we fail to obtain approval of our investigational products, the commercial prospects for our investigational products may be harmed and our ability to generate revenues will be materially impaired.Clinical drug development is a lengthy, expensive and uncertain process. If we do not achieve our projected development goals in the time frames we announce and expect, the commercialization of our investigational products, if approved, may be delayed and the credibility of our management team may be adversely affected and, as a result, our stock price may decline.The R&D of drugs and biological products is an extremely risky industry. Only a small percentage of investigational products that enter the development process ever receive marketing approval. Before obtaining marketing 33Table of Contentsapproval from regulatory authorities for the sale of any investigational product, we must complete preclinical development and then conduct extensive clinical trials to demonstrate the safety and efficacy of our investigational products in humans. Clinical testing is expensive, can take many years to complete and its outcome is uncertain. Further, from time to time, we may provide guidance regarding the expected timing or costs of various scientific, clinical, regulatory and other product development goals; including goals regarding the commencement or completion of, or the availability of data from, scientific studies and clinical trials and the submission of regulatory filings. Any such guidance will be based on a variety of assumptions, such as the rate of events in a trial. The actual timing or cost of these goals can vary dramatically compared to our guidance, in some cases for reasons beyond our control. If we do not meet such guidance the commercialization of our products may be delayed and the credibility of our management team may be adversely affected and, as a result, our stock price may decline.The results of preclinical studies and early clinical trials are not always predictive of future results. The results of preclinical and early clinical trials of our investigational products and other products with the same mechanism of action may not be predictive of the results of later-stage clinical trials. For example, we have presented data from multiple Phase 2 studies (such as ARC-7, ARC-8 and EDGE-Gastric) that are evaluating the same or similar regimen in the same setting as one of our current or potentially future Phase 3 studies. Data from these Phase 2 studies may not be predictive of the results of any of our Phase 3 studies even if evaluating the same regimen and setting. Clinical trial failure may result from a multitude of factors including flaws in study design, dose selection, placebo effect, patient enrollment criteria and failure to demonstrate favorable safety or efficacy traits. As such, failure in clinical trials can occur at any stage of testing. A number of companies in the biopharmaceutical industry have suffered setbacks in the advancement of clinical trials due to lack of efficacy or adverse safety profiles, notwithstanding promising results in earlier trials. Based upon negative or inconclusive results, we may decide, or regulators may require us, to conduct additional clinical trials or preclinical studies. In addition, data obtained from clinical trials are susceptible to varying interpretations, and regulators may not interpret our data as favorably as we do, which may further delay, limit or prevent marketing approval. In particular, results from uncontrolled trials, meaning trials in which there is no control group such as a placebo group, are inherently difficult to interpret. This difficulty is compounded in clinical trials such as ours, in which two or more investigational products that have not yet been approved are being evaluated. Accordingly, the preliminary data from clinical trials of certain of our investigational products may not be predictive of future clinical trial results for these or other investigational products when studied in a randomized environment or larger patient populations.Preliminary and interim data from our clinical studies that we announce or publish from time to time are subject to audit and verification procedures that could result in material changes in the final data and may change as more patient data become available.From time to time, we publish preliminary or interim data from our clinical studies. Preliminary data remain subject to audit confirmation and verification procedures that may result in the final data being materially different from the preliminary data we previously published. Interim data are also subject to the risk that one or more of the clinical outcomes may materially change as patient enrollment continues and more patient data become available. As a result, topline results that we report may differ from future results of the same studies and interim data should be viewed with caution until the final data are available. Material adverse changes in the final data could significantly harm our business prospects and our stock price may decline.Most of our clinical trials are open-label studies and may be susceptible to bias.Most of our clinical trials, including our Phase 3 trials, are open-label studies in which both the patient and investigator know whether the patient is receiving the investigational products or either an existing approved drug or placebo. Open-label clinical trials are susceptible to bias that may exaggerate any therapeutic effect or overestimate the risk associated with the investigational product. Patients may perceive their symptoms to have improved merely due to their awareness of receiving an experimental treatment. Investigators may interpret the information of the treated group more favorably given their awareness of the treatment regimen or may attribute safety risks to the investigational product. Enrollment and retention of subjects in clinical trials is expensive and time consuming, can be made more difficult or rendered impossible by competing treatments, clinical trials of competing investigational products, geopolitical instability and public health epidemics, each of which could result in significant delays and additional costs in our product development activities, or in the failure of such activities. We may encounter delays in enrolling, or be unable to enroll and maintain, a sufficient number of subjects to complete any of our clinical trials. Patient enrollment and retention in clinical trials is a significant factor in the timing and cost of clinical trials and depends on many factors, including the size of the patient population required for analysis of the 34Table of Contentstrialâ€™s primary endpoints, the nature of the trial protocol, our ability to recruit clinical trial investigators with the appropriate competencies and experience, the existing body of safety and efficacy data with respect to the investigational product (including data that we report in our other clinical trials using the same investigational products) or with respect to other investigational products with the same mechanism of action as our investigational products, the number and nature of competing products or investigational products and ongoing clinical trials of competing investigational products for the same indication, the proximity of subjects to clinical trial sites, the eligibility criteria for the clinical trial and our ability to obtain and maintain subject consents. For example, enrollment of oncology subjects in our clinical trials evaluating zimberelimab may be hampered by nivolumab from Bristol-Myers Squibb and pembrolizumab from Merck, both of which are approved and on the market. Subjects may opt to be

treated with an approved product rather than our anti-PD-1 antibody investigational product. In addition, Roche/Genentech, Merck and BeiGene have initiated numerous Phase 3 trials with their respective anti-TIGIT antibodies, which could reduce the number of clinical sites and subjects available for our registrational program for domvanalimab (our anti-TIGIT antibody), including STAR-121 and STAR-221, Phase 3 trials in lung cancer and in upper GI tract cancer, respectively. Geopolitical instability and public health outbreaks may also have an adverse impact on our clinical trial operations. Delays in patient enrollment may result in increased costs or may affect the timing or outcome of the planned clinical trials, which could prevent completion of these trials and adversely affect our ability to advance the development of our investigational products. Failures in planned subject enrollment or retention may result in increased costs or program delays and could render further development impossible. Serious adverse events, undesirable side effects or other unexpected properties of our investigational products may be identified during development or after approval, which could lead to the discontinuation of our clinical development programs, refusal by regulatory authorities to approve our investigational products or limitations on the use of our investigational products or, if discovered following marketing approval, revocation of marketing authorizations or subsequent limitations on the use of our investigational products. As we continue to develop our investigational products and initiate clinical trials of additional investigational products, serious adverse events, undesirable side effects or unexpected characteristics may emerge causing us to abandon these investigational products or limit their development to more narrow uses or subpopulations in which the serious adverse events, undesirable side effects or other characteristics are less prevalent, less severe or more acceptable from a risk-benefit perspective. Even if our investigational products initially show promise in early clinical trials, the side effects of drugs are frequently only detectable after they are tested in large, Phase 3 clinical trials or, in some cases, after they are made available to patients on a commercial scale after approval. Sometimes, it can be difficult to determine if the serious adverse or unexpected side effects were caused by the investigational product or another factor, especially in oncology subjects who may suffer from other medical conditions and be taking other medications. If serious adverse or unexpected side effects are identified during development and are determined to be attributed to our investigational product, we may be required to develop risk evaluation and mitigation strategies to mitigate those serious safety risks, which could impose significant distribution and use restrictions on our products and could significantly harm our business, results of operations and prospectsAdverse findings from clinical trials conducted by third parties investigating the same investigational products as us in different territories or different investigational products directed to the same target as one of our programs could adversely affect our development program. Lack of efficacy, adverse events, undesirable side effects or other adverse findings may emerge in clinical trials conducted by third parties investigating the same investigational products as us in different territories or different investigational products directed to the same target as one of our programs. For example, we and Gloria Biosciences, each licensed our rights to the same anti-PD-1 antibody (which we refer to as zimberelimab) from WuXi Biologics. Gloria Biosciences refers to this antibody as GLS-010 and is conducting clinical trials with GLS-010 in China. We have no control over their clinical trials or development program, and adverse findings from the results or their conduct of clinical trials could adversely affect our development of zimberelimab or even the viability of zimberelimab as an investigational product. We may be required to report Gloria Biosciences' adverse events or unexpected side effects to the FDA or comparable foreign regulatory authorities, which could, among other things, order us to cease further development of zimberelimab. We may face similar risks from any independent development conducted with our investigational products by Gilead and Taiho, following any exercise of their respective options to our programs. Further, we have no control over the clinical trials or development programs of third parties developing investigational products directed to the same target as one of our programs. For example, Roche recently announced that their Phase II/III study evaluating tiragolumab (their anti-TIGIT antibody) plus TecentriqÂ® (atezolizumab) and 35Table of Contentschemotherapy versus pembrolizumab and chemotherapy as an initial (first-line) treatment for people with previously untreated, locally advanced unresectable or metastatic non-squamous NSCLC, did not meet its primary endpoints of PFS and OS that they plan to discontinued the study based on the results. Adverse findings or clinical trial results such as these could adversely affect the commercial prospects of our investigational products and cause our stock price to fluctuate or decline. A key element of our strategy is the development of intra-portfolio combinations. If we are not successful in discovering, developing and commercializing investigational products that take advantage of different mechanisms of action to achieve superior outcomes relative to the use of single agents or other combination therapies, our ability to achieve our strategic objectives would be impaired. A key element of our strategy is to build a broad portfolio of investigational products that will allow for the development of intra-portfolio combinations. We believe that by developing or licensing these investigational products, we can control the combinations we pursue and, if and when approved, maximize the commercial potential of these combinations. However, these combinations have not been tested before and may fail to demonstrate synergistic activity against immunological targets, may fail to achieve superior outcomes relative to the use of single agents or other combination therapies, may exacerbate adverse events associated with one of the investigational products when used as monotherapy, or may fail to demonstrate sufficient safety or efficacy traits in clinical trials to enable us to complete those clinical trials or obtain marketing approval for the combination therapy. In addition, our early clinical trials may test more than one investigational product in uncontrolled studies, and it may be difficult to interpret the results of those uncontrolled trials or evaluate the contribution of each investigational agent in such combination.Even if we are successful in developing combination therapies, competition from other investigational products in the same class which are either already approved or further along in development than ours may prevent us from realizing the commercial potential of our combination therapies and prevent us from achieving our strategic objectives. Development of combination therapies may present more or different challenges than development of single agent therapies.Many of our investigational products are being pursued in combination with one or more additional products or investigational products. The development of combination therapies may be more complex than the development of single agent therapies and generally requires that sponsors demonstrate the contribution of each investigational product to the claimed effect and the safety and efficacy of the combination as a whole. This requirement may make the design and conduct of clinical trials more complex, requiring more clinical trial subjects. We also may not be able to meet the FDAâ€™s current or future approval standards required for combination therapies or combination products, if we decided to administer or package a combination therapy as a single drug product. For example, under the "combination rule", the FDA may not file or approve a fixed-dose combination product unless each component of a proposed drug product is shown to make a contribution to the claimed effects and the dosage of each component (amount, frequency, duration) is safe and effective for the intended population. To satisfy these requirements, the FDA typically requires a clinical factorial study, designed to assess the effects attributable to each drug in the combination product. This is particularly true when the ingredients are directed at the same sign or symptom of the disease or condition. The FDA has accepted a variety of approaches to satisfy the combination rule but the FDA has stated that factorial studies may be unethical (e.g., omitting a drug known to improve survival) or impractical (there may be too many components to conduct a factorial study, meaning the trial cannot be conducted). The FDA has also stated that it may be possible to use other types of clinical and nonclinical data and mechanistic information available to demonstrate the contributions of the individual active ingredients to the effect of the combination. Moreover, the applicable requirements for approval of a combination therapy may differ from country to country.In the event that one of our investigational products were to fail to demonstrate sufficient safety and efficacy or establish its contribution to the claimed effects of a combination therapies, we would need to identify alternatives. For example, we expect that our anti-PD-1 antibody, zimberelimab, will form the backbone of many of the combination therapies we are pursuing. If we are unable to demonstrate the contribution of zimberelimab to the claimed effects of a combination therapy, we would need to identify an anti-PD-1 antibody for use in such combination therapy. In the event we are unable to do so or are unable to do so on commercially reasonable terms, our business and prospects would be materially harmed.36Table of ContentsCertain of our investigational products may require companion diagnostics in certain indications. Failure to successfully develop, validate and obtain regulatory clearance or approval for such tests could harm our product development strategy or prevent us from realizing the full commercial potential of our investigational products. Companion diagnostics are subject to regulation by the FDA and comparable foreign regulatory authorities as a medical device and may require separate regulatory authorization prior to commercialization. Certain clinical trials that we are conducting, such as our STAR-221 trial, use a diagnostic test to measure PD-L1 levels in tumor samples provided by enrolled patients. Our future trials may also use a diagnostic test to help identify eligible patients. In addition, we have significant efforts directed to identifying changes in various cells and proteins to understand their relationship, if any, to the clinical activity observed in our clinical trials and to assess if such cells and/or proteins could be used as predictive biomarkers to select for patients more likely to respond to our investigational products. However, we cannot be certain that we will be able to identify any such biomarkers, that such biomarkers will result in us identifying the appropriate patients for our investigational products or that we or any third-party collaborators will be able to validate any diagnostic tests incorporating any predictive biomarkers we may identify. We currently do not have any plans to develop diagnostic tests internally. We are therefore dependent on the sustained cooperation and effort of third-party collaborators in developing and, if our investigational products are approved for use only with an approved companion diagnostic test, obtaining approval and commercializing these tests. If these parties are unable to successfully develop companion diagnostics for these investigational products, or experience delays in doing so, the development of our investigational products may be adversely affected and we may not be able to obtain marketing authorization for these investigational products. Furthermore, our ability to market and sell, as well as the commercial success, of any of our investigational products that require a companion diagnostic will be tied to, and dependent upon, the receipt of required regulatory authorization and the continued ability of such third parties to make the companion diagnostic commercially available on reasonable terms in the relevant geographies. Any failure to develop, validate, obtain and maintain marketing authorization and supply for a companion diagnostic we need will harm our business prospects. The design or our execution of our ongoing and future clinical trials may not support marketing approval. The design or execution of a clinical trial can determine whether its results will support marketing approval, and flaws in the design or execution of a clinical trial may not become apparent until the clinical trial is well advanced. In some instances, there can be significant variability in safety or efficacy results between different trials with the same investigational product due to numerous factors, including differences in trial protocols, size and type of the patient populations, variable adherence to the dosing regimen or other protocol requirements and the rate of dropout among clinical trial participants. The FDA or comparable foreign regulatory authorities may disagree with our trial designs and our interpretation of data from preclinical studies or clinical trials. Even if we adhere to guidance or advice given by the FDA or comparable foreign regulatory authorities, such adherence does not guarantee that the FDA will agree with our trial designs or data interpretations or prevent the FDA from changing the requirements for the approval of any investigational product. We have conducted, and continue to conduct, portions of our clinical trials outside the U.S., and the FDA may not accept data from trials conducted in foreign locations. We have conducted, and we expect to continue to conduct, portions of our clinical trials outside the U.S. Although the FDA may accept data from clinical trials conducted outside the U.S., acceptance of these data is subject to certain conditions imposed by the FDA. For example, the clinical trial must be well designed and conducted and performed by qualified investigators in accordance with ethical principles. The trial population must also adequately represent the U.S. population, and the data must be applicable to the U.S. population and U.S. medical practice in ways that the FDA deems clinically meaningful. In general, the patient population for any clinical trials conducted outside the U.S. must be representative of the population for which we intend to label the product in the U.S. In addition, while these clinical trials are subject to the applicable local laws, FDA acceptance of the data will be dependent upon its determination that the trials also complied with all applicable U.S. laws and regulations. We cannot assure you that the FDA will accept data from trials conducted outside the U.S. If the FDA does not accept the data from such clinical trials, we would likely need to conduct additional trials, which would be costly and time-consuming and delay or permanently halt our development of our investigational products. 37Table of ContentsRisks Related to Reliance on Third Parties, Manufacturing and Commercialization We expect to depend on our collaboration with Gilead for the research, development, manufacture and commercialization of our investigational products. If this collaboration is not successful, our business could be adversely affected. Our strategy for fully developing and commercializing our investigational products is dependent upon maintaining our current arrangements with Gilead and our other strategic partners. Our ability to leverage these arrangements to produce commercial success will depend, among other things, on our collaborators' cooperation and ability to successfully meet their responsibilities with regards to a clinical program. We cannot predict the success of any collaboration that we enter into. Our partnership with Gilead poses a number of risks that could materially impact our operations and financial condition including, but not limited to, the following:â€¢conflicts may arise between us and Gilead, such as conflicts regarding the combinations or indications to pursue or concerning the interpretation of clinical data, the commercial potential of any optioned investigational products, the interpretation of financial provisions or the ownership of intellectual property developed during the collaboration; â€¢if our joint development program does not result in the successful development and commercialization of products or if Gilead terminates the collaboration agreement with us, we may not receive any future research funding or milestone or royalty payments under the collaboration;â€¢we will be heavily dependent on Gilead for its further development and commercialization of the investigational products from the programs that it opts in to;â€¢we may not be successful in this collaboration due to various other factors, including our ability to demonstrate proof of concept in one or more clinical studies so that Gilead will exercise its option to these programs;â€¢we have appointed three individuals that were designated by Gilead to our board of directors pursuant to the terms of the Investor Rights Agreement, and Gilead owns approximately 32.9% of our outstanding common stock as of SeptemberÂ 30, 2024 and has the right (but not the obligation) to acquire additional shares from us up to an amount resulting in Gilead owning a total of 35% of our outstanding common stock and, as a result, may be able to exert significant influence over our company; â€¢Gilead could independently develop, or develop with third parties, products that compete directly or indirectly with our investigational products if Gilead believes that competitive products are more likely to be successfully developed or can be commercialized under terms that are more economically attractive than ours; and â€¢because Gilead has an option to all of our programs, it will be difficult for us to enter into new collaborations. Given the breadth of the collaboration with Gilead, our ability to form new collaborations in the future will be limited. If Gilead declines to exercise its option to a program, we may need to enter into new collaborations for such programs with companies that have more resources and experience than us. We may not be successful in these efforts because third parties may not view our investigational products as having the requisite potential to demonstrate safety and efficacy. If and when we collaborate with a third party for development and commercialization of an investigational product, we can expect to relinquish some or all of the control over the future success of that investigational product to the third party. Our ability to reach a definitive agreement for a collaboration will depend, among other things, upon our assessment of the collaboratorâ€™s resources and expertise, the terms and conditions of the proposed collaboration and the proposed collaboratorâ€™s evaluation of a number of factors.We rely on third parties to conduct our clinical trials and perform some of our research and preclinical studies. If these third parties do not satisfactorily carry out their contractual duties or fail to meet expected deadlines, our development programs may be delayed or subject to increased costs, each of which may have an adverse effect on our business and prospects. We are and expect to remain dependent on third parties, such as Contract Research Organizations ("CROs"), clinical investigators and consultants, to conduct our ongoing clinical trials and any future clinical trials of our investigational products. The timing of the initiation and completion of these trials will therefore be partially controlled by such third parties and may result in delays to our development programs.38Table of ContentsThere is no guarantee that any CROs, investigators or other third parties that help conduct or participate in our clinical trials will devote adequate time and resources to such trials or perform as contractually required. For example, many of these third parties have and continue to suffer from personnel constraints resulting from COVID-19 and other economic factors which may impact their ability to perform their contractual obligations.If any of these third parties fails to meet expected deadlines, fails to adhere to our clinical protocols, fails to meet regulatory requirements or guidelines (including any GCP enforced by the FDA or comparable foreign regulatory authorities), or otherwise performs in a substandard manner, our ability to use data generated from our clinical trials may be jeopardized the timelines for our clinical trials may be extended or delayed, or our development activities may be suspended or terminated. If any of our clinical trial sites terminates for any reason, we may experience the loss of follow-up information on subjects enrolled in our ongoing clinical trials unless we are able to transfer those subjects to another qualified clinical trial site.In addition, principal investigators for our clinical trials may serve as scientific advisors or consultants to us from time to time and may receive compensation in connection with such services. If these relationships and any related compensation result in perceived or actual conflicts of interest, the utility of certain data from the clinical trial may be questioned and the utility of the clinical trial itself may be jeopardized, which could result in the delay or rejection of any NDA or BLA we submit to the FDA, or equivalent marketing application to other regulatory authorities outside the U.S. Any such delay or rejection could prevent us from commercializing our products. Supply by third parties of the investigational products, standard-of-care drugs or comparator agents used in our clinical trials may become limited or interrupted which could delay, prevent or impair our development efforts. Manufacturing biologics, especially in large quantities, is often complex and may require the use of innovative technologies to handle living cells. We rely, and expect to continue to rely, on third parties for the manufacture and supply of our investigational products for preclinical and clinical testing, as well as for commercial manufacture if any of our

investigational products are approved. If any of these third-parties fail to perform these activities for us, nonclinical or clinical development of our investigational products could be delayed, which could have an adverse effect on our business, financial condition, results of operations, and/or growth prospects. Further, we currently have limited manufacturing arrangements for our investigational products and expect that each of our investigational products will only be covered by single source suppliers for the foreseeable future. Our reliance on limited manufacturing arrangements increases the risk that we will not have and may not be able to obtain sufficient quantities of our investigational products for use in our clinical trials and, if approved, commercial activities. For example, WuXi Biologics, located in China, is currently our sole manufacturer of zimberelimab and domvanalimab. We regularly assess our supply needs against our manufactured quantities, however, if WuXi Biologics, or any other manufacturer that we rely on, is unable or unwilling to provide the quantity of material we require, there is no guarantee that any reserves we have of our investigational products will be sufficient for our future clinical development plans. If any reserves we have are depleted and we are unable to establish a reliable source of supply, our development efforts, and if approved, commercial activities, could be delayed or impaired. See the risk factor titled â€œUnfavorable global economic, political and trade conditions could adversely affect our business, financial condition or results of operations and may exacerbate the effects of the risks described herein.â€Any supply chain challenges may affect our ability to supply clinical sites with our investigational products and any standard-of-care drugs and comparator agents that we use in our clinical trials. These supply chain challenges can include longer lead times for the manufacturers of our investigational products to obtain raw materials, longer timeframes to procure or lack of supply for standard-of-care drugs or comparator agents used in our clinical trials, and transit delays at each point in the manufacturing, supply or distribution chain. For example, we use various standard-of-care chemotherapies, including 5-flourouracil and oxaliplatin in our STAR-221 clinical trial, and carboplatin in certain of our clinical trials. However, certain of the countries where we conduct these clinical trials are experiencing a shortage in the supply of these chemotherapies. These supply chain challenges may prevent us from enrolling subjects into our clinical trials, may result in increased costs for our clinical trials, and may otherwise delay, prevent or impair our development efforts. Our manufacturing partners are subject to extensive regulation. In the event any of our manufacturers fail to comply with such regulations or perform its obligations, our business may be adversely affected and we may need to delay or halt the development of our investigational products.We do not control the manufacturing process of, and are completely dependent on, our contract manufacturing partners. In the event that any of our manufacturers fail to comply with regulatory requirements, such as the requirement to implement and operate quality systems to control and assure the quality of investigational products and products approved for sale and other requirements imposed by cGMP regulations, or if any of our manufacturers fail to perform its obligations to us in relation to quality, timing or otherwise, we may be forced to suspend or terminate our development activities. We 39Table of Contentscurrently do not have the capabilities or resources to manufacture our investigational products ourselves and any replacement of our manufacturers could require significant effort and expertise because there may be a limited number of qualified replacements. In some cases, the technical skills or technology required to manufacture our investigational products may be unique or proprietary to the original manufacturer and we may have difficulty transferring such skills or technology to another third party and a feasible alternative may not exist. If we are required to change manufacturers for any reason, including as a result of geopolitical tensions, we will be required to verify that the new manufacturer maintains facilities and procedures that comply with quality standards and with all applicable regulations and guidelines. If any of our current or future manufacturing partners fail to comply with such standards, regulations or guidelines we would experience delays or be required to halt the development of our investigational products and our business would be harmed. For more on risks relating to geopolitical tensions, see the risk factor titled â€œUnfavorable global economic, political and trade conditions could adversely affect our business, financial condition or results of operations and may exacerbate the effects of the risks described herein.â€Our employees, clinical trial investigators, CROs, consultants, vendors, collaboration partners and any potential commercial partners may engage in misconduct or other improper activities, including non-compliance with regulatory standards and requirements and insider trading. We are exposed to the risk of fraud or other misconduct by our employees, clinical trial investigators, CROs, consultants, vendors, collaboration partners and any potential commercial partners. Misconduct by these parties could include intentional, reckless and/or negligent conduct or disclosure of unauthorized activities to us that violates: (i) FDA laws and regulations or those of comparable foreign regulatory authorities, including those laws that require the reporting of true, complete and accurate information, (ii) manufacturing standards, (iii) federal and state health and data privacy, security, fraud and abuse, government price reporting, transparency reporting requirements, and other healthcare laws and regulations in the U.S. and abroad, or (iv) laws that require the true, complete and accurate reporting of financial information or data. Such misconduct could also involve the improper use of information obtained in the course of clinical trials, which could result in regulatory sanctions and cause serious harm to our reputation. We have adopted a code of conduct applicable to all of our employees, as well as a disclosure program and other applicable policies and procedures, but it is not always possible to identify and deter employee misconduct, and the precautions we take to detect and prevent this activity may not be effective in controlling unknown or unmanaged risks or losses or in protecting us from governmental investigations or other actions or lawsuits stemming from a failure to comply with these laws or regulations. If any such actions are instituted against us, and we are not successful in defending ourselves or asserting our rights, those actions could have a significant impact on our business, including the imposition of significant fines or other sanctions. Even if we receive marketing approval, we may not be successful in commercializing our investigational products. We have no sales, marketing or distribution capabilities or experience. If any of our investigational products ultimately obtains regulatory approval, we, whether alone or in collaboration with Gilead for programs that we commercialize together, may not be able to effectively or successfully market the product due to a number of factors, including:â€¢the imposition by regulatory authorities of significant restrictions on a productâ€™s indicated uses, marketing or distribution;â€¢the imposition by regulatory authorities of costly and time-consuming post-approval studies, post-market surveillance or additional clinical trials;â€¢our failure to establish sales and marketing capabilities; â€¢the failure of our products to achieve the degree of market acceptance by physicians, patients, hospitals, cancer treatment centers, healthcare payors and others in the medical community necessary for commercial success; â€¢unfavorable pricing regulations or third-party coverage and reimbursement policies; andâ€¢inaccuracies in our estimates of the addressable patient population resulting in a smaller market opportunity than we believed. Even if we receive marketing approval for one or more of our investigational products, our commercial success is dependent on obtaining coverage and reimbursement approval for a product from a government or other third-party payor, which coverage may be delayed or may not be sufficient to cover our costs.Our commercial success is dependent on obtaining coverage and reimbursement approval for a product from a government or other third-party payor, which is a time-consuming and costly process that could require us and any collaborators to provide supporting scientific, clinical and cost effectiveness data for the use of our products to the payor. 40Table of ContentsThere may be significant delays in obtaining such coverage and reimbursement for newly approved products, and coverage may be more limited than the purposes for which the product is approved by the FDA or comparable foreign regulatory authorities. Moreover, eligibility for coverage and reimbursement does not imply that a product will be paid for in all cases or at a rate that covers our costs, including research, development, intellectual property, manufacture, sale and distribution expenses. Interim reimbursement levels for new products, if applicable, may also not be sufficient to cover our costs and may not be made permanent. Obtaining reimbursement for our products may be particularly difficult because of the higher prices often associated with branded therapeutics and therapeutics administered under the supervision of a physician. Additionally, our collaborators will be required to obtain coverage and reimbursement for any related companion diagnostics tests they develop separate and apart from the coverage and reimbursement we seek for our investigational products, once approved.Reimbursement may also impact the demand for, and the price of, any product for which we obtain marketing approval. Assuming we obtain coverage for a given product by a third-party payor, the resulting reimbursement payment rates may not be adequate or may require co-payments that patients find unacceptably high. Patients who are prescribed medications for the treatment of their conditions, and their prescribing physicians, generally rely on third-party payors to reimburse all or part of the costs associated with those medications. Patients are unlikely to use our products unless coverage is provided and reimbursement is adequate to cover all or a significant portion of the cost of our products. Therefore, coverage and adequate reimbursement is critical to new product acceptance and we expect to experience pricing pressures in connection with the sale of any of our investigational products due to the trend toward managed healthcare, the increasing influence of health maintenance organizations, and additional legislative changes. Our ability to obtain coverage and reimbursement approval for any of our investigational products, if approved, could have a material adverse effect on the demand for that investigational product, and on our business and our overall financial condition.Obtaining and maintaining regulatory approval of investigational products in one jurisdiction does not guarantee that we will be able to obtain or maintain regulatory approval in any other jurisdiction. Even if our investigational products are approved by the FDA, they may never be approved or commercialized outside the U.S., which would limit our ability to realize their full market potential. In order to market any products within a country, we or our collaborators must establish and comply with numerous and varying regulatory requirements of such country regarding safety and efficacy. Approval procedures vary among countries and can involve additional product testing and validation and additional administrative review periods. Seeking foreign regulatory approvals could result in significant delays, difficulties and costs for us or our collaborators and may require additional preclinical studies or clinical trials which would be costly and time consuming. Regulatory requirements can vary widely from country to country and could delay or prevent the introduction of our products in those countries. Satisfying these and other regulatory requirements is costly, time consuming, uncertain and subject to unanticipated delays. However, obtaining and maintaining regulatory approval of investigational products in one jurisdiction does not guarantee that we will be able to obtain or maintain regulatory approval in any other jurisdiction. For example, the approval of zimberelimab for the treatment of recurrent or refractory classical Hodgkinâ€™s Lymphoma in China by Gloria Biosciences does not improve the chances of FDA approval for any BLA that we may submit for zimberelimab in the U.S. in any indication. In addition, our or our collaboratorsâ€™ failure to obtain regulatory approval in any country may delay or have negative effects on the process for regulatory approval in other countries. We do not have any investigational products approved for sale in any jurisdiction, including international markets, and we do not have experience in obtaining regulatory approval in international markets. If we or our collaborators fail to comply with regulatory requirements in international markets or fail to obtain and maintain required approvals, our ability to realize the full market potential of our products will be harmed. Any investigational products for which we intend to seek approval as biologic products may face competition sooner than anticipated. The BPCIA created an abbreviated approval pathway for biological products that are biosimilar to or interchangeable with an FDA-licensed reference biological product. Under the BPCIA, an application for a biosimilar product may not be submitted to the FDA until four years following the date that the reference product was first licensed by the FDA. In addition, the approval of a biosimilar product may not be made effective by the FDA until twelve years from the date on which the reference product was first licensed. During this twelve-year period of exclusivity, another company may still market a competing version of the reference product if the FDA approves a full BLA for the competing product containing the sponsorâ€™s own preclinical data and data from adequate and well-controlled clinical trials to demonstrate the safety, purity and potency of its product. The law is complex and is still being interpreted and implemented by the FDA. As 41Table of Contentsa result, any such processes could have a material adverse effect on the future commercial prospects for our biological products. Zimberelimab and domvanalimab are biological products and we may develop additional biological products in the future. We believe that any of our current and future investigational products approved as a biological product under a BLA should qualify for the twelve-year period of exclusivity. However, there is a risk that this exclusivity could be shortened due to Congressional action or otherwise, or that the FDA will not consider our investigational products to be reference products for competing products, potentially creating the opportunity for biosimilar competition sooner than anticipated. Other aspects of the BPCIA, some of which may impact the BPCIA exclusivity provisions, have also been the subject of recent litigation. Moreover, the extent to which a biosimilar, once approved, could be substituted for any one of our reference products in a way that is similar to traditional generic substitution for non-biological products will depend on a number of marketplace and regulatory factors that are still developing. Risks Related to our In-Licenses and Other Strategic Agreements We are currently party to several in-license agreements under which we acquired rights to use, develop, manufacture and/or commercialize certain of our investigational products. If we breach our obligations under these agreements, we may be required to pay damages, lose our rights to these investigational products or both, which would adversely affect our business and prospects. We rely, in part, on license and other strategic agreements, which subject us to various obligations, including diligence obligations with respect to development and commercialization activities, reporting and notification obligations, payment obligations for achievement of certain milestones and royalties on product sales, negative covenants and other material obligations. We may need to devote substantial time and attention to ensuring that we are compliant with our obligations under these agreements. If we fail to comply with the obligations under our license agreements or use the intellectual property licensed to us in an unauthorized manner, we may be required to pay damages and our licensors may have the right to terminate the license. If our license agreements are terminated, we may not be able to develop, manufacture, market or sell the products covered by our agreements and those being tested or approved in combination with such products. Such an occurrence could materially adversely affect the value of the investigational product being developed under any such agreement and any other investigational products being developed or tested in combination. Domvanalimab, which we in-licensed from Abmuno, and zimberelimab, which we in-licensed from WuXi Biologics, are being evaluated in combination in our two most advanced Phase 3 studies, STAR-121 and STAR-221. In the event we breach any of our license agreements with Abmuno and/or WuXi Biologics, and our license agreements are terminated, we would have to cease these development activities, or we would have to negotiate a new or reinstated agreement, which may not be available to us on equally favorable terms, or at all. In addition, the agreements under which we license intellectual property or technology to or from third parties are complex, and certain provisions in such agreements may be susceptible to multiple interpretations. The resolution of any contract interpretation disagreement that may arise could narrow what we believe to be the scope of our rights to the relevant intellectual property or technology, or increase what we believe to be our financial or other obligations under the relevant agreement, either of which could have a material adverse effect on our business, financial condition, results of operations and prospects. Moreover, if disputes over intellectual property that we have licensed prevent or impair our ability to maintain our collaborations or other strategic partnerships on commercially acceptable terms, we may be unable to successfully develop and commercialize the affected investigational products.We may not realize the benefits of any acquisitions, in-license or other collaborations or strategic alliances that we enter into. We have entered into in-license agreements with multiple licensors and option agreements to enable the development and commercialization of our investigational products worldwide. In the future, we may seek to enter into acquisitions or additional licensing arrangements with third parties to expand our pipeline or that we believe will complement or augment our development and commercialization efforts with respect to our investigational products and any future investigational products that we may develop. These transactions can entail numerous operational and financial risks, including exposure to unknown liabilities, disruption of our business and diversion of our managementâ€™s time and attention in order to manage a collaboration or develop acquired products, investigational products or technologies, incurrence of substantial debt or dilutive issuances of equity securities to pay transaction consideration or costs, higher than expected collaboration, acquisition or integration costs, write-downs of assets or goodwill or impairment charges, increased amortization expenses, difficulty and cost in facilitating the collaboration or combining the operations and personnel of any acquired business, impairment of relationships with key suppliers, manufacturers or customers of any acquired business due to changes in management and ownership and the inability to retain key employees of any acquired business. As a 42Table of Contentsresult, if we enter into in-license, acquisition or collaboration agreements, or strategic partnerships, we may not be able to realize the benefit of such transactions if we are unable to successfully integrate them with our existing operations and company culture, which could delay our timelines or otherwise adversely affect our business. Risks Related to Intellectual Property If we are unable to obtain and maintain sufficient intellectual property protection for our investigational products, or if the scope of the intellectual property protection is not sufficiently broad, our competitors could develop and commercialize products similar or identical to ours, and our ability to successfully commercialize our products may be adversely affected. Our success depends in large part on our ability to obtain and maintain patent protection in the U.S. and other countries with respect to our investigational products and research programs. We seek to protect our proprietary position by filing patent applications in the U.S. and abroad related to our novel discoveries and technologies that are important to our business, however, we cannot predict: â€¢if and when patents may issue based on our patent applications; â€¢the scope of protection of any patent issuing based on our patent applications; â€¢whether the claims of any patent issuing based on our patent applications will protect our investigational products and their intended uses or prevent others from commercializing competitive technologies or products; â€¢whether or not third parties will find ways to invalidate or circumvent our patent rights; â€¢whether or not others will obtain patents claiming aspects similar to those covered by our patents and patent applications; and/orâ€¢whether we will need to initiate litigation or administrative proceedings to enforce and/or defend our patent rights which will be costly whether we win or lose. Obtaining and enforcing patents is expensive and time-consuming and we may not be able to file and prosecute all

necessary or desirable patent applications at a reasonable cost or in a timely manner. Even if we successfully file and prosecute a patent application, we may not be able to maintain and/or enforce the issued patent. We may determine that filing or maintaining such a patent or any action to enforce a patent may be too high or not in the best interest of our company or our stockholders. It is also possible that we will fail to identify patentable aspects of our R&D results before it is too late to obtain patent protection. Although we enter into non-disclosure and confidentiality agreements with parties who have access to patentable aspects of our R&D output, such as our employees, corporate collaborators, outside scientific collaborators, CROs, contract manufacturers, consultants, advisors and other third parties, any of these parties may breach these agreements and disclose such results before a patent application is filed, thereby jeopardizing our ability to seek patent protection. We also cannot be certain that the claims in our pending patent applications directed to our investigational products and/or technologies will be considered patentable by the U.S. Patent and Trademark Office ("USPTO") or by patent offices in foreign countries. One aspect of the determination of patentability of our inventions depends on the scope and content of the â€œprior art,â€ information that was or is deemed available to a person of skill in the relevant art prior to the priority date of the claimed invention. There may be prior art of which we are not aware that may affect the patentability of our patent claims or, if issued, affect the validity or enforceability of a patent claim. Even if the patents do issue based on our patent applications, third parties may challenge the validity, enforceability or scope thereof, which may result in such patents being narrowed, invalidated or held unenforceable. Furthermore, even if they are unchallenged, patents in our portfolio may not adequately exclude third parties from practicing relevant technology or prevent others from designing around our claims. If the breadth or strength of our intellectual property position with respect to our investigational products is threatened, it could dissuade companies from collaborating with us to develop and threaten our ability to commercialize our investigational products. In the event of litigation or administrative proceedings, we cannot be certain that the claims in any of our issued patents will be considered valid by courts in the U.S. or foreign countries. We may become involved in lawsuits alleging that we have infringed the intellectual property rights of third parties or to protect or enforce our patents or other intellectual property, which litigation could be expensive, time consuming and adversely affect our ability to develop or commercialize our investigational products. The coverage of patents is subject to interpretation by the courts, and the interpretation is not always uniform. There is a substantial amount of intellectual property litigation in the biotechnology and pharmaceutical industries, and we 43Table of Contentsmay become party to, or threatened with, litigation or other adversarial proceedings regarding intellectual property rights with respect to our products candidates. Third parties may assert infringement claims against us based on existing or future intellectual property rights. For example, we are aware of certain patents held by Genentech relating to methods of using an anti-PD-1 or anti-PD-L1 antibody in combination with an anti-TIGIT antibody for the treatment of cancer (the "Genentech Patents"), which expire in 2034, two of which were statutorily disclaimed. These patents are, or have been, the subject of post-grant proceedings at the USPTO and other global patent offices. If the validity of the Genentech Patents are upheld following all challenges, and if we receive regulatory approval for domvanalimab in combination with zimberelimab in a territory with standing intellectual property rights prior to expiration of the Genentech Patents, then we may need to delay commercialization or we may need to obtain a license, which license may not be available on commercially reasonable terms, or at all. If we were sued for patent infringement, we would need to demonstrate that our investigational products, products or methods either do not infringe the patent claims of the relevant patent or that the patent claims are invalid or unenforceable, and we may not be able to do this. Proving invalidity may be difficult. For example, in the U.S., proving invalidity in court requires a showing of clear and convincing evidence to overcome the presumption of validity enjoyed by issued patents. If we are found to infringe a third partyâ€™s intellectual property rights, we could be forced, including by court order, to cease developing, manufacturing or commercializing the infringing investigational product or product. Alternatively, we may be required to obtain a license from such third party in order to use the infringing technology and continue developing, manufacturing or marketing the infringing investigational product. However, we may not be able to obtain any required license on commercially reasonable terms or at all. Even if we were able to obtain a license, it could be non-exclusive, thereby giving our competitors access to the same technologies licensed to us. In addition, we could be found liable for monetary damages, including treble damages and attorneysâ€™ fees if we are found to have willfully infringed a patent. A finding of infringement could prevent us from commercializing our investigational products or force us to cease some of our business operations, which could materially harm our business.In addition, we may find that competitors are infringing our patents, trademarks, copyrights or other intellectual property. To counter infringement or unauthorized use, we may be required to file infringement claims, which can be expensive and time consuming and divert the time and attention of our management and scientific personnel. Any claims we assert against perceived infringers could provoke these parties to assert counterclaims against us alleging that we infringe their patents, in addition to counterclaims asserting that our patents are invalid or unenforceable, or both. In any patent infringement proceeding, there is a risk that a court will decide that a patent of ours is invalid or unenforceable, in whole or in part, and that we do not have the right to stop the other party from using the invention at issue. There is also a risk that, even if the validity of such patents is upheld, the court will construe the patentâ€™s claims narrowly or decide that we do not have the right to stop the other party from using the invention at issue on the grounds that our patent claims do not cover the invention. An adverse outcome in a litigation or proceeding involving our patents could limit our ability to assert our patents against those parties or other competitors, and may curtail or preclude our ability to exclude third parties from making and selling similar or competitive products. Any of these occurrences could adversely affect our competitive business position, business prospects and financial condition. Similarly, if we assert trademark infringement claims, a court may determine that the marks we have asserted are invalid or unenforceable, or that the party against which we have asserted trademark infringement has superior rights to the marks in question. In this case, we could ultimately be forced to cease use of such trademarks. Even if we establish infringement, the court may decide not to grant an injunction against further infringing activity and instead award only monetary damages, which may or may not be an adequate remedy. Furthermore, because of the substantial amount of discovery required in connection with intellectual property litigation, there is a risk that some of our confidential information could be compromised by disclosure during litigation. There could also be public announcements of the results of hearings, motions or other interim proceedings or developments. If securities analysts or investors perceive these results to be negative, it could have a material adverse effect on the price of shares of our common stock. Moreover, we cannot assure you that we will have sufficient financial or other resources to defend or pursue such litigation, which typically last for years before they are concluded. Even if we are successful in these proceedings, we may incur substantial costs and the time and attention of our management and scientific personnel could be diverted in pursuing these proceedings, which could have a material adverse effect on our business and operations. In addition, we may not have sufficient resources to bring these actions to a successful conclusion.We may be subject to claims that our employees, consultants or independent contractors have wrongfully used or disclosed confidential information of third parties. We could in the future be subject to claims that we or our employees have inadvertently or otherwise used or disclosed alleged trade secrets or other confidential information of former employers or competitors. Although we try to ensure that our employees and consultants do not use the intellectual property, proprietary information, know-how or trade secrets of others in their work for us, we may become subject to claims that we caused an employee to breach the terms of his or her non-competition or non-solicitation agreement, or that we or these individuals have, inadvertently or otherwise, used or disclosed the alleged trade secrets or other proprietary information of a former employer or competitor. 44Table of ContentsWhile we may litigate to defend ourselves against these claims, even if we are successful, litigation could result in substantial costs and could be a distraction to management. If our defenses to these claims fail, in addition to requiring us to pay monetary damages, a court could prohibit us from using technologies or features that are essential to our investigational products, if such technologies or features are found to incorporate or be derived from the trade secrets or other proprietary information of the former employers. Moreover, any such litigation or the threat thereof may adversely affect our reputation, our ability to form strategic alliances or sublicense our rights to collaborators, engage with scientific advisors or hire employees or consultants, each of which would have an adverse effect on our business, results of operations and financial condition. We may not be able to protect our intellectual property rights outside of the U.S. Patents are of national or regional effect, and filing, prosecuting and defending patents on all of our investigational products throughout the world would be prohibitively expensive. As such, we may not be able to prevent third parties from practicing our inventions in all countries outside the U.S., or from selling or importing products made using our inventions in and into the U.S. or other jurisdictions. Further, the legal systems of certain countries, particularly certain developing countries, do not favor the enforcement of patents and other intellectual property protection, particularly those relating to pharmaceuticals or biologics, which could make it difficult for us to stop the infringement of our patents or marketing of competing products in violation of our proprietary rights generally. In addition, certain developing countries, including China and India, have compulsory licensing laws under which a patent owner may be compelled to grant licenses to third parties. Further, we file patent applications in Russia and the Eurasian patent office, which is headquartered in Moscow. Sanctions against Russia may make it difficult to file and maintain patents in these countries, and Russia has begun taking actions against "unfriendly" countries, including the U.S., which may adversely affect the scope of and/or our ability to enforce our intellectual property rights. In any of these countries, we and our licensors may have limited remedies if patents are infringed or if we or our licensors are compelled to grant a license to a third party, which could materially diminish the value of those patents. This could limit our potential revenue opportunities. Accordingly, our efforts to enforce our intellectual property rights around the world may be inadequate to obtain a significant commercial advantage from the intellectual property that we develop or license.Changes in patent law in the U.S. and other jurisdictions could diminish the value of patents in general, thereby impairing our ability to protect our investigational products. As is the case with other biopharmaceutical companies, our success is heavily dependent on intellectual property, particularly patents. However, the patent position of biopharmaceutical companies generally is highly uncertain, involves complex legal and factual questions and has in recent years been the subject of much litigation, resulting in court decisions, including Supreme Court decisions, which have increased uncertainties as to the ability to obtain and enforce patent rights in the future. Changes in either the patent laws or interpretation of the patent laws in the U.S. and other countries could increase the uncertainties and costs. For example, in September 2011 the Leahy-Smith America Invents Act (the "America Invents Act") was signed into law and included a number of significant changes to U.S. patent law as then existed. These include provisions that affect the way patent applications are prosecuted, redefine prior art and provide more efficient and cost-effective avenues for competitors to challenge the validity of patents. These include allowing third-party submission of prior art to the USPTO during patent prosecution and additional procedures to attack the validity of a patent by USPTO administered post-grant proceedings, including post-grant review, inter partes review, and derivation proceedings. After March 2013, under the America Invents Act, the U.S. transitioned to a first inventor to file system in which, assuming that the other statutory requirements are met, the first inventor to file a patent application will be entitled to the patent on an invention regardless of whether a third party was the first to invent the claimed invention. However, the America Invents Act and its implementation could increase the uncertainties and costs surrounding the prosecution of our patent applications and the enforcement or defense of our issued patents, all of which could have a material adverse effect on our business, financial condition, results of operations and prospects. The U.S. Supreme Court has ruled on several patent cases in recent years, either narrowing the scope of patent protection available in certain circumstances or weakening the rights of patent owners in certain situations. Depending on future actions by the U.S. Congress, the U.S. courts, the USPTO and the relevant law-making bodies in other countries, the laws and regulations governing patents could change in unpredictable ways that would weaken our ability to obtain new patents or to enforce our existing patents and patents that we might obtain in the future.We may rely on trade secret and proprietary know-how which can be difficult to trace and enforce and, if we are unable to protect the confidentiality of our trade secrets, our business and competitive position would be harmed. In addition to seeking patents for some of our technology and investigational products, we may also rely on trade secrets, including unpatented know-how, technology and other proprietary information, to maintain our competitive 45Table of Contentsposition. Elements of our investigational product, including processes for their preparation and manufacture, may involve proprietary know-how, information, or technology that is not covered by patents, and thus for these aspects we may consider trade secrets and know-how to be our primary intellectual property. Any disclosure, either intentional or unintentional, by our employees, third parties with which we share our facilities or third-party consultants and vendors that we engage to perform research, clinical trials or manufacturing activities, or misappropriation by third parties (such as through a cybersecurity breach) of our trade secrets or proprietary information could enable competitors to duplicate or surpass our technological achievements, thus eroding our competitive position in our market. Trade secrets and know-how can be difficult to protect. We require our employees to enter into written employment agreements containing provisions of confidentiality and obligations to assign to us any inventions generated in the course of their employment. We and any third parties with which we share facilities enter into written agreements that include confidentiality and intellectual property obligations to protect each partyâ€™s property, potential trade secrets, proprietary know-how, and information. We further seek to protect our potential trade secrets, proprietary know-how, and information in part, by entering into non-disclosure and confidentiality agreements with parties who are given access to them, such as our corporate collaborators, outside scientific collaborators, CROs, contract manufacturers, consultants, advisors and other third parties. With our consultants, contractors, and outside scientific collaborators, these agreements typically include invention assignment obligations. Despite these efforts, any of these parties may breach the agreements and disclose our proprietary information, including our trade secrets, and we may not be able to obtain adequate remedies for such breaches. Enforcing a claim that a party illegally disclosed or misappropriated a trade secret is difficult, expensive and time-consuming, and the outcome is unpredictable. In addition, some courts inside and outside the U.S. are less willing or unwilling to protect trade secrets. If any of our trade secrets were to be lawfully obtained or independently developed by a competitor or other third party, we would have no right to prevent them from using that technology or information to compete with us. If any of our trade secrets were to be disclosed to or independently developed by a competitor or other third party, our competitive position would be harmed. We may become subject to claims challenging the inventorship or ownership of our patents and other intellectual property. We may be subject to claims that former employees, collaborators or other third parties have an interest in our patents or other intellectual property as an inventor or co-inventor. The failure to name the proper inventors on a patent application can result in the patents issuing thereon being unenforceable. Inventorship disputes may arise from conflicting views regarding the contributions of different individuals named as inventors, the effects of foreign laws where foreign nationals are involved in the development of the subject matter of the patent, conflicting obligations of third parties involved in developing our investigational products or as a result of questions regarding co-ownership of potential joint inventions. Litigation may be necessary to resolve these and other claims challenging inventorship and/or ownership. Alternatively, or additionally, we may enter into agreements to clarify the scope of our rights in such intellectual property. If we fail in defending any such claims, in addition to paying monetary damages, we may lose valuable intellectual property rights, such as exclusive ownership of, or right to use, valuable intellectual property. Such an outcome could have a material adverse effect on our business. Even if we are successful in defending against such claims, litigation could result in substantial costs and be a distraction to management and other employees. Patent terms may be inadequate to protect our competitive position on our investigational products for an adequate amount of time. Patent rights are of limited duration. Given the amount of time required for the development, testing and regulatory review of new investigational products, patents protecting such candidates might expire before or shortly after such investigational products are commercialized. Even if patents covering our investigational products are obtained, once the patent life has expired for a product, we may be open to competition from biosimilar or generic products. A patent term extension based on regulatory delay may be available in the U.S. However, only a single patent can be extended for each marketing approval, and any patent can be extended only once, for a single product. Moreover, the scope of protection during the period of the patent term extension does not extend to the full scope of the claim, but instead only to the scope of the product as approved. Laws governing analogous patent term extensions in foreign jurisdictions vary widely, as do laws governing the ability to obtain multiple patents from a single patent family. Additionally, we may not receive an extension if we fail to apply within applicable deadlines, fail to apply prior to expiration of relevant patents or otherwise fail to satisfy applicable requirements. If we are unable to obtain patent term extension or restoration, or the term of any such extension is less than we request, the period during which we will have the right to exclusively market our product will be shortened and our competitors may obtain approval of competing products following our patent expiration, and our revenue could be reduced, possibly materially.46Table of ContentsRisks Related to our Business Operations and IndustryWe expect to expand our business operations and, as a result, we may encounter difficulties in managing our growth, which could disrupt our operations. We expect to grow our business operations, including, if any of our investigational products receives marketing approval, adding employees in sales and marketing. To manage our anticipated future growth, we must: â€¢identify, recruit, integrate, maintain and motivate additional qualified personnel; â€¢manage our development efforts effectively, including the initiation and conduct of clinical trials for our investigational products; and â€¢improve our operational, financial and management controls, reporting systems and procedures. Our future financial performance and our ability to develop, manufacture and commercialize our investigational products will depend, in part, on our ability to effectively manage any future growth, and our management may also have to divert financial and other resources, and a

disproportionate amount of its attention away from day-to-day activities in order to devote a substantial amount of time, to managing these growth activities. If we are not able to effectively expand our organization by hiring new employees and expanding our groups of consultants and contractors, we may not be able to successfully implement the tasks necessary to further develop and commercialize our investigational products and, accordingly, may not achieve our research, development and commercialization goals. Our future success depends on our ability to retain key employees, consultants and advisors and to attract, retain and motivate qualified personnel. Our ability to compete in the highly competitive biopharmaceuticals industry depends upon our ability to attract, retain and motivate highly skilled and experienced personnel with scientific, medical, regulatory, manufacturing and management skills and experience. We conduct our operations in the San Francisco Bay Area, a region that is home to many other biopharmaceutical companies as well as many academic and research institutions, resulting in fierce competition for qualified personnel and rapidly increasing wages. Our industry also has experienced a high rate of turnover in recent years. While we have expanded a number of our in-office roles to permit remote work arrangements, allowing us to seek talent from outside the San Francisco Bay Area, we still may not be able to attract or retain qualified personnel in the future due to the intense competition for a limited number of qualified personnel among biopharmaceutical companies. Many of the other biopharmaceutical companies against which we compete have greater financial and other resources, different risk profiles and a longer history in the industry than we do. Our competitors may provide higher compensation, more diverse opportunities and/or better opportunities for career advancement. Any or all of these competing factors may limit our ability to continue to attract and retain high quality personnel, which could negatively affect our ability to successfully develop and commercialize our investigational products and to grow our business and operations as currently contemplated. We are highly dependent on the services of our founders, Terry Rosen, Ph.D., who serves as our Chief Executive Officer, and Juan Jaen, Ph.D., who serves as our President. We are highly dependent on the services of our founders, Terry Rosen, Ph.D., who serves as our Chief Executive Officer, and Juan Jaen, Ph.D., who serves as our President. Although we have entered into employment agreements with them, they are not for a specific term and each of them may terminate their employment with us at any time, though we are not aware of any present intention of either of these individuals to leave us. Drs. Rosen and Jaen have significant experience identifying and developing biopharmaceuticals. We believe that their drug discovery and development experience, and overall biopharmaceutical company management experience, would be difficult to replace. However, the historical results, past performance and/or acquisitions of companies with which they were affiliated do not necessarily predict or guarantee similar results for our company. Further, Drs. Rosen and Jaen have certain other business and personal commitments outside of serving as the Chief Executive Officer and President of Arcus, including serving on the boards of other companies and foundations, which may result in diversion of their focus and attention on our company.47Table of ContentsWe face substantial competition, which may result in others discovering, developing or commercializing products more quickly or marketing them more successfully than us. If their investigational products are shown to be safer or more effective than ours, then our commercial opportunity will be reduced or eliminated. We compete in the segments of the pharmaceutical, biotechnology and other related markets that develop immunotherapies for the treatment of cancer, which is highly competitive with rapidly changing standards of care. As such, our commercial opportunity could be reduced or eliminated if our competitors develop and commercialize products that are safer, more effective, have fewer or less severe side effects, are more convenient, or are less expensive than any products that we may develop or that would render any products that we may develop obsolete or non-competitive. Our competitors also may obtain marketing approval for their products more rapidly than we may obtain approval for ours, which could result in our competitors establishing a strong market position before we are able to enter the market. We are aware of several pharmaceutical companies developing products in the same class as our investigational products, some of which are further along in development than our corresponding assets. See â€œItem 1. Businessâ€”Competitionâ€ in our Annual Report on Form 10-K for the year ended December 31, 2023 for additional information regarding our competitors.As more investigational products within a particular class of drugs proceed through clinical development to regulatory review and approval, the amount and type of clinical data that may be required by regulatory authorities may increase or change. Consequently, the results of our clinical trials for investigational products in that class will likely need to show a risk benefit profile that is competitive with or more favorable than those products and investigational products in order to obtain marketing approval or, if approved, a product label that is favorable for commercialization. If the risk benefit profile is not competitive with those products or investigational products, or if the approval of other agents for an indication or patient population significantly alters the standard of care with which we tested our investigational products, we may have developed a product that is not commercially viable, that we are not able to sell profitably or that is unable to achieve favorable pricing or reimbursement. In such circumstances, our future product revenue and financial condition would be materially and adversely affected. Our internal information technology systems, and those of our third-party CROs and other third parties upon which we rely, are subject to failure, security breaches and other disruptions, which could result in a material disruption of our investigational productsâ€™ development programs, jeopardize sensitive information, prevent us from accessing critical information or result in a loss of our assets, and potentially expose us to notification obligations, loss, liability or reputational damage and otherwise adversely affect our business. We are increasingly dependent upon information technology systems, infrastructure and data to operate our business. In the ordinary course of business, we collect, store and transmit confidential information, including but not limited to intellectual property, proprietary business information and personal information (collectively, "Sensitive Information"). We also have outsourced elements of our operations to third parties, and as a result we manage a number of third-party contractors and other parties who have access to our sensitive information. Our ability to monitor these third partiesâ€™ information security practices is limited, and these third parties may not have adequate information security measures in place. If the third parties we rely on experience a security incident or other interruption, we could experience adverse consequences. While we may be entitled to damages if these third parties fail to satisfy their privacy- or security-related obligations to us, any award may be insufficient to cover our damages, or we may be unable to recover such an award. In addition, supply chain attacks have increased in frequency and severity, and we cannot guarantee that third partiesâ€™ infrastructure in our supply chain or our third-party partnersâ€™ supply chains have not been compromised.Despite the implementation of security measures, given the size and complexity and the increasing amounts of sensitive information that they maintain, our internal information technology systems and those of our third-party CROs and other third parties upon which we rely are vulnerable to breakdown or other damage or interruption from service interruptions, system malfunction, natural disasters, terrorism, war and telecommunication and electrical failures, as well as security breaches from inadvertent or intentional actions by our employees, contractors, consultants, business partners, and/or other third parties, or from cyberattacks by malicious third parties (including the deployment of harmful malware, ransomware, denial-of-service attacks, social engineering and other means to affect service reliability and threaten the confidentiality, integrity and availability of information and other assets), which may compromise our system infrastructure, lead to data leakage, impair key business processes or other critical business operations, delay our development programs, or result in the loss of assets or other liability. Our reliance on internet technology and the number of our employees who are working remotely has increased the opportunities for cybercriminals to exploit vulnerabilities. We cannot assure you that our data protection efforts and our investment in information technology will prevent 48Table of Contentsbreakdowns, data leakages, breaches in our systems or other cyber incidents that could have a material adverse effect upon our reputation, business, operations or financial condition.Furthermore, as the cyber threat landscape evolves, these attacks are growing in frequency, sophistication and intensity, and becoming increasingly difficult to detect. There can be no assurance that we and our third-party CROs and other third parties upon which we rely will be successful in detecting, preventing or fully recovering systems or data from all breakdowns, service interruptions, attacks or breaches of systems that could adversely affect our business and operations and/or result in the loss or disclosure of critical or sensitive data or other assets, which could result in financial, legal, business or reputational harm to us. Ransomware attacks have risen dramatically and we may be forced to pay to unlock our data and information, re-access our systems and resume our ability to conduct business operations. Extortion payments may alleviate the negative impact of a ransomware attack, but we may be unwilling or unable to make such payments due to, for example, applicable laws or regulations prohibiting such payments. The loss of clinical trial data for our investigational products could significantly increase our costs to recover or reproduce the data and result in delays in our development programs, impair our ability to obtain marketing approval and reduce the commercial opportunity for our investigational products. We take steps designed to detect, mitigate, and remediate vulnerabilities in our information systems (such as our hardware and/or software, including that of any third parties we rely), but we may not be able to detect and remediate all such vulnerabilities including on a timely basis. Further, we may experience delays in developing and deploying remedial measures and patches designed to address identified vulnerabilities. Vulnerabilities could be exploited and result in a security incident.Moreover, significant disruptions of our internal information technology systems or security breaches could result in the loss, misappropriation, and/or unauthorized access, use, or disclosure of, or the prevention of access to, confidential information (including trade secrets or other intellectual property, proprietary business information, and personal information), which could result in financial, legal, business, and reputational harm to us. In particular, any such event that leads to unauthorized access, use, or disclosure of personal information, including personal information regarding our clinical trial subjects or employees, could harm our reputation directly, compel us to comply with federal and/or state breach notification laws and foreign law equivalents, subject us to mandatory corrective action, and otherwise subject us to liability under laws and regulations that protect the privacy and security of personal information, which could result in significant legal and financial exposure and reputational damages that could potentially have an adverse effect on our business.Although we maintain insurance coverage to insure against losses suffered as a result of malicious intrusions and cyberattacks, such coverage may be insufficient to fully compensate us for the loss or there may be disputes with our insurers about the availability of insurance coverage for our claims. Cyber insurance may become increasingly difficult to maintain and we may not be able to maintain coverage at a reasonable cost or in an amount adequate to compensate for any loss or satisfy any liability that may arise. Our contracts may not contain limitations of liability, and even where they do, there can be no assurance that limitations of liability in our contracts are sufficient to protect us from liabilities, damages, or claims related to our data privacy and security obligations.Our sensitive information could be leaked, disclosed, or revealed as a result of or in connection with the use of generative artificial intelligence ("AI") technologies by our employees, personnel, or the third parties upon whom we rely. Any sensitive information (including confidential, competitive, proprietary, or personal data) that is inputted into a third-party generative AI platform could be leaked or disclosed to others, including if sensitive information is used to train the third partiesâ€™ AI model.Unfavorable global economic, political and trade conditions could adversely affect our business, financial condition or results of operations and may exacerbate the effects of the risks described herein. Current global economic conditions are highly volatile due to a number of reasons, including geopolitical instability, such as the ongoing military conflict between Russia and Ukraine and the eruption of war between Israel and Hamas, persistent inflation that has increased our operating expenses and disruptions in the capital and credit markets that may reduce our ability to raise additional capital when needed on acceptable terms, if at all. Emerging international trade relations and new legislation may also adversely impact our operations and/or financial condition by limiting or preventing the activities of third parties that we engage or increasing the cost of our operations. Recent congressional legislative proposals, such as the Biosecure Act, proposed executive orders, sanctions and other measures discourage contracting with Chinese companies on the development or manufacturing of pharmaceutical products and may restrict trade with China. WuXi Biologics, located in China, is currently our sole manufacturer of zimberelimab and domvanalimab. If WuXi Biologics becomes subject to trade restrictions, sanctions or other regulatory requirements by the U.S. government, or if the U.S. or Chinese government take retaliatory actions due to recent or 49Table of Contentsincreased tensions between the U.S. and mainland China, it could materially impact our ability obtain additional supply of zimberelimab and domvanalimab. Finding a replacement manufacturer could require significant effort and/or be prohibitively expensive, and we may not be able to do so in a timely manner which could have an adverse impact on our operations, operating results and financial condition. Furthermore, the current inflationary environment related to increased aggregate demand and supply chain constraints has increased our operating expenses and may continue to affect our operating expenses. Economic conditions may also strain our suppliers, possibly resulting in supply disruptions that impact our ongoing clinical trials and other operations. A significant worsening of global economic conditions could materially increase these risks we face.Any new or prolonged downturn of global economic conditions could harm our business operations and we cannot anticipate all of the ways in which the current economic climate and financial market conditions could adversely impact our business.Our future growth may depend, in part, on our ability to operate in foreign markets, where we would be subject to additional regulatory burdens and other risks and uncertainties. Our future profitability may depend, in part, on our ability to commercialize our investigational products in foreign markets for which we may rely on collaboration with third parties. We are not permitted to market or promote any of our investigational products before we receive marketing approval from the applicable regulatory authority in that foreign market, and we may never receive such marketing approval for any of our investigational products. To obtain marketing approval in many foreign countries, we must comply with numerous and varying regulatory requirements of such countries regarding safety and efficacy and governing, among other things, clinical trials and commercial sales, pricing and distribution of our investigational products, and we cannot predict success in these jurisdictions. If we obtain approval of our investigational products and ultimately commercialize our investigational products in foreign markets, we would be subject to additional risks and uncertainties, including: â€¢our customersâ€™ ability to obtain reimbursement for our investigational products in foreign markets; â€¢our inability to directly control commercial activities because we are relying on third parties;â€¢the burden of complying with complex and changing foreign regulatory, tax, accounting and legal requirements; â€¢different medical practices and customs in foreign countries affecting acceptance in the marketplace; â€¢import or export licensing requirements; â€¢longer accounts receivable collection times; â€¢longer lead times for shipping; â€¢language barriers for technical training; â€¢reduced protection of intellectual property rights in some foreign countries; â€¢the existence of additional potentially relevant third-party intellectual property rights; â€¢foreign currency exchange rate fluctuations; and â€¢the interpretation of contractual provisions governed by foreign laws in the event of a contract dispute. Foreign sales of our investigational products could also be adversely affected by the imposition of governmental controls, political and economic instability, trade restrictions and changes in tariffs. We or the third parties upon which we depend may be adversely affected by earthquakes, fires or other natural disasters and our business continuity and disaster recovery plans may not adequately protect us from a serious disaster. Our headquarters and main research facility are located in the San Francisco Bay Area, which in the past has experienced severe earthquakes and fires. In addition, fires and other natural disasters may increase in frequency and severity over time due to climate change. If these earthquakes, fires, other natural disasters, terrorism and similar unforeseen events beyond our control prevented us from using all or a significant portion of our headquarters or research facility, it may be difficult or, in certain cases, impossible for us to continue our business for a substantial period of time. We do not have a disaster recovery or business continuity plan in place and may incur substantial expenses as a result of the absence or limited nature of our internal or third-party service provider disaster recovery and business continuity plans, which, particularly when taken together with our lack of earthquake insurance, could have a material adverse effect on our business. Furthermore, integral parties in our supply chain are operating from single sites, increasing their vulnerability to 50Table of Contentsnatural disasters or other sudden, unforeseen and severe adverse events. If such an event were to affect our supply chain, it could have a material adverse effect on our ability to conduct our clinical trials, our development plans and business. Our ability to use our net operating loss carryforwards and certain other tax attributes may be limited. We have incurred substantial losses during our history and our ability to generate profits in the future is uncertain. Unused NOL carryforwards the tax year ended December 31, 2017 and prior tax years will carry forward to offset future taxable income, if any, until such unused NOLs expire. Unused NOLs generated after December 31, 2017, under current tax law, will not expire. Our NOLs may be carried forward indefinitely. In addition, the future deductibility of such NOLs will be limited to 80% of current year taxable income in any given year.Both our current and our future unused losses (and tax credit carryforwards) may be subject to further limitation under Sections 382 and 383 of the Internal Revenue Code of 1986, as amended (the "IRC"), if we undergo an â€œownership change,â€ generally defined as a greater than 50 percentage point change (by value) in its equity ownership by certain stockholders over a three-year period. We performed an analysis under IRC Section 382 and 383 through October 31, 2020 with respect to our NOL and credit carryforwards. We concluded that an ownership change, as defined under IRC Section 382, occurred in previous years but that such ownership change did not result in the expiration of our NOL or credit carryforwards prior to utilization. We may incur additional ownership changes in the future in connection with any equity issuance, including any additional issuances to Gilead. If we experience any such ownership change, we may be limited in our ability to use our NOL and credit carryforwards and be required to make material cash tax payments.Similar provisions of state tax law may also apply to limit our use of accumulated state tax attributes. In addition, at the state level, there may be periods during which the use of NOLs is suspended or otherwise limited. For example, California recently enacted a franchise tax law limiting the usability of California state NOLs to offset taxable income for tax years beginning on or after January 1, 2024 and January 1, 2027. Similar laws in the future could accelerate or permanently increase state taxes owed. Therefore, even if we attain sustained profitability, we may be unable to use all or a

material portion of our NOLs and other tax attributes, which could adversely affect our future cash flows. Changes in tax laws and regulations or exposure to additional tax liabilities could adversely affect our financial results.The rules dealing with U.S. federal, state and local income taxation are constantly under review by persons involved in the legislative process and by the Internal Revenue Service and the U.S. Treasury Department. We actively monitor legislative and regulatory developments that may affect our tax liability in order to identify and evaluate if such proposals would have a material impact, whether detrimental or beneficial, on our financial results. Changes to tax laws (which changes may have retroactive application) could adversely affect us or holders of our common stock. In recent years, many such changes have been made and changes are likely to continue to occur in the future. For example, beginning in 2022, the Tax Cuts and Jobs Act of 2017 eliminates the option to currently deduct R&D expenditures and requires taxpayers to capitalize and amortize U.S. based and non-U.S. based R&D expenditures over five and fifteen years, respectively, pursuant to IRC Section 174. We cannot predict whether, when, in what form, or with what effective dates, tax laws, regulations and rulings may be enacted, promulgated or issued, which could result in an increase in our or our stockholdersâ€™ tax liability or require changes in the manner in which we operate in order to minimize or mitigate any adverse effects of changes in tax law.Risks Related to Our Industry Product liability lawsuits against us could cause us to incur substantial liabilities and could limit our commercialization of any investigational products that we may develop. We face an inherent risk of product liability exposure related to the testing of our investigational products in human clinical trials and will face an even greater risk if we commercially sell any products that we may develop. If we cannot successfully defend ourselves against claims that our investigational products or products caused injuries, we could incur substantial liabilities. Regardless of merit or eventual outcome, product liability claims may result in: â€¢delay or termination of clinical trials; â€¢decreased demand for any investigational products or products that we may develop; â€¢injury to our reputation and significant negative media attention; â€¢withdrawal of clinical trial subjects; â€¢initiation of investigations by regulators; â€¢significant costs to defend the related litigation and diversion of managementâ€™s time and our resources;51Table of Contentsâ€¢substantial monetary awards to study subjects or patients; â€¢product recalls, withdrawals or labeling, marketing or promotional restrictions; â€¢loss of revenue; and â€¢the inability to commercialize any products that we may develop. Although we maintain product liability insurance coverage, it may not be adequate to cover all liabilities that we may incur. We anticipate that we will need to increase our insurance coverage as our investigational products advance through clinical trials and if we successfully commercialize any products. Insurance coverage is increasingly expensive. We may not be able to maintain insurance coverage at a reasonable cost or in an amount adequate to satisfy any liability that may arise. Failure to comply with privacy and data protection laws, regulations, or other obligations could lead to government enforcement actions (which could include civil or criminal penalties), private litigation, and/or adverse publicity and could negatively affect our operating results and business. We and third parties upon whom we rely may be subject to federal, state, and foreign data protection, privacy, and information security laws, regulations, guidance, industry standards, external and internal privacy and security policies, contractual requirements, and other obligations. In the U.S., numerous federal and state laws and regulations, including federal health information privacy laws, state data breach notification laws, state health information privacy laws, and federal and state consumer protection laws (e.g., Section 5 of the FTC Act), that govern the collection, use, disclosure, and protection of health-related and other personal information could apply to our operations or the operations of our collaborators. In addition, we may obtain health information from third parties (including research institutions from which we obtain clinical trial data) that are subject to privacy and security requirements under the federal Health Insurance Portability and Accountability Act of 1996 ("HIPAA") as amended by the Health Information Technology for Economic and Clinical Health Act of 2009. Depending on the facts and circumstances, we could be subject to significant penalties if we violate HIPAA.The legislative and regulatory landscape for privacy and data security continues to evolve, and we expect that there will continue to be new proposed laws, regulations and industry standards relating to privacy and data security in the U.S., the European Union (the "EU"), the United Kingdom (the "UK") and other jurisdictions. This increased focus on privacy and data security issues may negatively affect our operating results and our business. For example, the California Consumer Privacy Act of 2018, as amended by the California Privacy Rights Act of 2020 (collectively, "CCPA") applies to personal information of consumers, business representatives, and employees who are California residents, and requires businesses to provide specific disclosures in privacy notices and honor requests of such individuals to exercise certain privacy rights. In addition, the CCPA provides for administrative noncompliance that may carry fines of up to $7,500 per violation and the CCPA authorizes private lawsuits to recover statutory damages for certain data breaches. Similar laws are being considered in several other states, as well as at the federal and local levels, and we expect more states to pass similar laws in the future.Foreign data protection laws also apply to health-related and other personal data obtained outside the United States. The EU General Data Protection Regulation (the "EU GDPR"), the UK General Data Protection Regulation (the "UK GDPR" and, together with the EU GDPR, the "GDPR") and Canadaâ€™s Personal Information Protection and Electronic Documents Act ("PIPEDA"), or the applicable provincial alternatives, impose strict requirements, including the obligation to appoint data protection officers in certain circumstances, rights for individuals to be â€œforgottenâ€ and to data portability, and the obligation to make public notification of significant data breaches. Under the GDPR, data protection authorities can impose temporary or definitive bans on data processing and other corrective actions or fines of up to 4% of our total worldwide turnover or up to à‚¬20 million under the EU GDPR/Â£17.5 million pounds sterling under the UK GDPR (in either case, whichever is higher), or private litigation related to processing of personal data brought by classes of data subjects or consumer protection organizations authorized at law to represent their interests. In Canada, PIPEDA and various related provincial laws, as well as Canadaâ€™s Anti-Spam Legislation ("CASL"), may apply to our operations. We also target customers in Asia and may be subject to new and emerging data privacy regimes, including Chinaâ€™s Personal Information Protection Law ("PIPL"). We may also be subject to new laws governing the privacy of consumer health data. For example, Washingtonâ€™s My Health My Data Act ("MHMD") broadly defines consumer health data, places restrictions on processing such data (including imposing stringent requirements for consent), provides consumers certain rights with respect to their health data, and creates a private right of action to allow individuals to sue for violations of the law. Other states are considering and may adopt similar laws.52Table of ContentsIn the ordinary course of business, we may transfer personal data from Europe and other jurisdictions to the U.S. or other countries. Europe and other jurisdictions have enacted laws requiring data to be localized or limiting the transfer of personal data to other countries. In particular, the EEA and the UK have significantly restricted the transfer of personal data to the U.S. and other to countries whose privacy laws it generally believes are inadequate. Other jurisdictions may adopt similarly stringent interpretations of their data localization and cross-border data transfer laws. Although there are currently various mechanisms that may be used to transfer personal data from the EEA and UK to the U.S. in compliance with law, such as the EEA standard contractual clauses, the UKâ€™s International Data Transfer Agreement / Addendum, and the EU-U.S. Data Privacy Framework and the UK extension thereto (which allows for transfers to relevant organizations based in the U.S. who self-certify compliance and participate in the Framework), these mechanisms are subject to legal challenges, and there is no assurance that we can satisfy or rely on these measures to lawfully transfer personal data to the U.S. If there is no lawful manner for us to transfer personal data from the EEA, the UK or other jurisdictions to the U.S., or if the requirements for a legally-compliant transfer are too onerous, we could face significant adverse consequences, including the interruption or degradation of our operations, the need to relocate part of or all of our business or data processing activities to other jurisdictions at significant expense, increased exposure to regulatory actions, substantial fines and penalties, the inability to transfer data and work with partners, vendors and other third parties, and injunctions against our processing or transferring of personal data necessary to operate our business. Additionally, companies that transfer personal data out of the EEA and UK to other jurisdictions, particularly to the U.S., are subject to increased scrutiny from regulators, individual litigants, and activist groups. Some European regulators have ordered certain companies to suspend or permanently cease certain transfers out of Europe for allegedly violating the GDPRâ€™s cross-border data transfer limitations.We are also bound by other contractual obligations related to data privacy and security, and our efforts to comply with such obligations may not be successful. For example, clinical trial subjects about whom we or our potential collaborators obtain information, as well as the providers who share this information with us, may contractually limit our ability to use and disclose the information. We publish privacy policies, notices and other statements regarding data privacy and security. If these policies, notices or statements are found to be deficient, lacking in transparency, deceptive, unfair, or misrepresentative of our practices, we may be subject to investigation, enforcement actions by regulators or other adverse consequences.Obligations related to data privacy and security (and consumersâ€™ data privacy expectations) are quickly changing, becoming increasingly stringent, and creating uncertainty. Additionally, these obligations may be subject to differing applications and interpretations, which may be inconsistent or conflict among jurisdictions. Preparing for and complying with these obligations requires us to devote significant resources, which may necessitate changes to our services, information technologies, systems, and practices and to those of any third parties that process personal data on our behalf. In addition, these obligations may require us to change our business model. Our failure (or that of the third parties upon whom we rely) to comply with U.S. and foreign data protection laws and regulations could result in government enforcement actions (which could include civil or criminal penalties), private litigation, and/or adverse publicity and could negatively affect our operating results and business. Claims that we or the third parties upon whom we rely have violated individualsâ€™ privacy rights, failed to comply with data protection laws, or breached our contractual obligations, even if we are not found liable, could be expensive and time-consuming to defend and could result in adverse publicity that could harm our business. In particular, plaintiffs have become increasingly more active in bringing privacy-related claims against companies, including class claims and mass arbitration demands. Some of these claims allow for the recovery of statutory damages on a per violation basis; if viable, these claims carry the potential for monumental statutory damages, depending on the volume of data and the number of violations. Any of these events could have a material adverse effect on our reputation, business, or financial condition, including but not limited to: loss of customers; interruptions or stoppages in our business operations (including, as relevant, clinical trials); inability to process personal data or to operate in certain jurisdictions; limited ability to develop or commercialize our products; expenditure of time and resources to defend any claim or inquiry; adverse publicity; or substantial changes to our business model or operations. Our business operations expose us to broadly applicable fraud and abuse, transparency, government price reporting, and other healthcare laws and regulations. If we are unable to comply, or have not fully complied, with such laws, we could face substantial penalties. Our operations are subject, either directly or indirectly through our customers and third-party payors, to various U.S. federal and state health care laws, including fraud and abuse, transparency and other healthcare laws and regulations, and similar laws in other jurisdictions in which we conduct our business. These laws may impact, among other things, our research and proposed sales, marketing and education programs and constrain the business of financial arrangements and relationships with healthcare providers, physicians and other parties through which we market, sell and distribute our products for which we obtain marketing approval. The laws that may affect our ability to operate include, but are not 53Table of Contentslimited to the federal Anti-Kickback Statute; federal civil and criminal false claims laws, such as the False Claims Act; HIPAA; federal and state consumer protection and unfair competition laws; the federal transparency requirements under the federal Physician Payments Sunshine Act (the "Sunshine Act"); state and foreign law equivalents of each of these federal laws; and state and foreign laws that require pharmaceutical companies to implement compliance programs. Many of these laws are discussed in detail above under â€œItem 1. Businessâ€”Government Regulationâ€”Other U.S. Healthcare Laws and Compliance Requirementsâ€ in our Annual Report on Form 10-K for the year ended December 31, 2023.The scope and enforcement of each of these laws is uncertain and subject to rapid change in the current environment of healthcare reform. Federal and state enforcement bodies have continued their scrutiny of interactions between healthcare companies and healthcare providers, which has led to a number of investigations, prosecutions, convictions and settlements in the healthcare industry. Responding to investigations can be time-and resource-consuming and can divert managementâ€™s attention from the business. Any such investigation or settlement could increase our costs or otherwise have an adverse effect on our business. Ensuring that our business arrangements with third parties comply with applicable healthcare laws and regulations will likely be costly. We have entered into consulting and advisory board arrangements with physicians and other healthcare providers, including some who could influence the use of our investigational products, if approved. Because of the complex and far-reaching nature of these laws, regulatory agencies may view these transactions as prohibited arrangements that must be restructured, or discontinued, or for which we could be subject to other significant civil, criminal and administrative penalties such as fines, disgorgement, imprisonment, exclusion from government funded healthcare programs, such as Medicare and Medicaid, contractual damages, reputational harm, diminished profits and future earnings, additional reporting obligations and oversight if we become subject to a corporate integrity agreement or other agreement to resolve allegations of non-compliance with these laws, and the curtailment or restructuring of our operations, any of which could substantially disrupt our operations. If any of the physicians or other healthcare providers or entities with which we expect to do business is found to be not in compliance with applicable laws, they may be subject to criminal, civil or administrative sanctions, including exclusions from government funded healthcare programs. Changes in healthcare law and implementing regulations, as well as changes in healthcare policy, may impact our business in ways that we cannot currently predict, and may have a significant adverse effect on our business and results of operations. In the U.S. and some foreign jurisdictions, there have been, and continue to be, several legislative and regulatory changes and proposed changes regarding the healthcare system that could prevent or delay marketing approval of investigational products, restrict or regulate post-approval activities, and affect the ability to profitably sell investigational products for which marketing approval is obtained. Among policy makers and payors in the U.S. and elsewhere, there is significant interest in promoting changes in healthcare systems with the stated goals of containing healthcare costs, improving quality and/or expanding access. In the U.S., the pharmaceutical industry has been a particular focus of these efforts and has been significantly affected by major legislative initiatives. For example, on August 16, 2022, President Biden signed into law the Inflation Reduction Act ("IRA"), which, among other things, (1) directs the U.S. Department of Health and Human Services ("HHS") to negotiate the price of certain single-source drugs and biologics covered under Medicare and (2) imposes rebates under Medicare Part B and Medicare Part D to penalize price increases that outpace inflation. The IRA also extends enhanced subsidies for individuals purchasing health insurance coverage in Affordable Care Act marketplaces through plan year 2025 and eliminates the â€œdonut holeâ€ under the Medicare Part D program by significantly lowering the beneficiary maximum out-of-pocket cost and through a newly established manufacturer discount program. These provisions take effect progressively starting in fiscal year 2023, although the Medicare drug price negotiation program is currently subject to legal challenges. The HHS has and will continue to issue and update guidance as these programs are implemented. It is currently unclear how the IRA will be implemented but is likely to have a significant impact on the pharmaceutical industry. We expect that other healthcare reform measures may be adopted in the future, and that any such health reform measures could have an adverse effect on our business and/or results of operation.We are subject to certain U.S. and foreign anti-corruption, anti-money laundering, export control, sanctions, and other trade laws and regulations. We can face serious consequences for violations. U.S. and foreign anti-corruption, anti-money laundering, export control, sanctions, and other trade laws and regulations (collectively, "Trade Laws") prohibit, among other things, companies and their employees, agents, clinical research organizations, legal counsel, accountants, consultants, contractors, and other partners from authorizing, promising, offering, providing, soliciting, or receiving directly or indirectly, corrupt or improper payments or anything else of value to or from recipients in the public or private sector. Violations of Trade Laws can result in substantial criminal fines and civil penalties, imprisonment, the loss of trade privileges, debarment, tax reassessments, breach of contract and fraud litigation, reputational harm, and other consequences. We have direct or indirect interactions with officials and employees of 54Table of Contentsgovernment agencies or government-affiliated hospitals, universities, and other organizations. We also expect our non-U.S. activities to increase over time. We expect to rely on third parties for research, preclinical studies, and clinical trials and/or to obtain necessary permits, licenses, patent registrations, and other marketing approvals. We can be held liable for the corrupt or other illegal activities of our personnel, agents, or partners, even if we do not explicitly authorize or have prior knowledge of such activities. If we fail to comply with environmental, health and safety laws and regulations, we could become subject to fines or penalties or incur costs that could have a material adverse effect on the success of our business.We, and the third parties with which we share our facilities, are subject to numerous environmental, health and safety laws and regulations, including those governing laboratory procedures and the handling, use, storage, treatment and disposal of hazardous materials and wastes. Each of our operations involve the use of hazardous and flammable materials, including chemicals and biological and radioactive materials. Each of our operations also produce hazardous waste products. We generally contract with third parties for the disposal of these materials and wastes. We cannot eliminate the risk of contamination or injury from these materials. We could be held liable for any resulting damages in the event of contamination or injury resulting from the use of hazardous materials by us or the third parties with which we share our facilities, and any liability could exceed our resources. We also could incur significant costs associated with civil or criminal fines and penalties. Although we maintain workersâ€™ compensation insurance to cover us for costs and expenses we may incur due to injuries to our employees resulting from the use of hazardous materials, this insurance may not provide adequate coverage against potential liabilities. We do not maintain insurance for environmental liability or toxic tort claims that may be asserted against us in connection with our storage or disposal of biological, hazardous or radioactive materials. In addition, we may incur substantial costs in

order to comply with current or future environmental, health and safety laws and regulations. These current or future laws and regulations may impair our R&D. Failure to comply with these laws and regulations also may result in substantial fines, penalties or other sanctions. Risks Related to Owning our Common Stock The stock price of our common stock has been and may continue to be volatile or may decline regardless of our operating performance.The market price of our common stock has fluctuated and may fluctuate significantly in response to numerous factors, many of which are beyond our control, including: â€¢overall performance of the equity markets; â€¢our operating performance and the performance of other similar companies; â€¢results from our ongoing clinical trials and future clinical trials with our current and future investigational products or of our competitors; â€¢changes in our projected operating results that we provide to the public, our failure to meet these projections or changes in recommendations by securities analysts that elect to follow our common stock; â€¢regulatory, trade or legal developments in the U.S. and other countries, including changes in tariffs or other trade restrictions and the changes in the structure of healthcare payment systems; â€¢the level of expenses related to future investigational products or clinical development programs; â€¢our failure to achieve product development goals in the timeframe we announce; â€¢announcements of acquisitions, strategic alliances or significant agreements by us or by our competitors; â€¢recruitment or departure of key personnel; â€¢the economy as a whole and market conditions in our industry; â€¢trading activity by a limited number of stockholders who together beneficially own a majority of our outstanding common stock; â€¢the size of our market float; and â€¢any other factors discussed in this report. 55Table of ContentsIn addition, the stock markets have experienced extreme price and volume fluctuations that have affected and continue to affect the market prices of equity securities of many immuno-oncology companies. Stock prices of many immuno-oncology companies have fluctuated in a manner unrelated or disproportionate to the operating performance of those companies. In the past, stockholders have filed securities class action litigation following periods of market volatility. If we were to become involved in securities litigation, it could subject us to substantial costs, divert resources and the attention of management from our business and adversely affect our business. The amount of our future losses is uncertain and our quarterly operating results may fluctuate significantly or may fall below the expectations of investors or securities analysts, each of which may cause our stock price to fluctuate or decline. Our quarterly and annual operating results may fluctuate significantly in the future due to a variety of factors, many of which are outside of our control and may be difficult to predict, including the following: â€¢the timing and success or failure of clinical trials for our investigational products or competing investigational products, or any other change in the competitive landscape of our industry, including consolidation among our competitors or partners; â€¢our progress towards the achievement of any product development goals or milestones we announce, including any delays or failures which lead to the suspension or termination of any clinical trial or development program;â€¢the timing and cost of, and level of investment in, R&D activities relating to our investigational products, which may change from time to time; â€¢option fees received by us in connection with option exercises by Gilead and/or Taiho pursuant to their respective option agreements and/or payments received by us from Gilead or Taiho in connection with the achievement of certain development and/or regulatory milestones;â€¢amounts payable by us in connection with the achievement of development, regulatory and commercial milestones under our in-license and other strategic agreements; â€¢our ability to attract, hire and retain qualified personnel; â€¢expenditures that we will or may incur to develop additional investigational products; â€¢our ability to obtain marketing approval for our investigational products, and the timing and scope of any such approvals we may receive; â€¢the changing and volatile U.S. and global economic environments; and â€¢future accounting pronouncements or changes in our accounting policies. The cumulative effects of these factors could result in large fluctuations and unpredictability in our quarterly and annual operating results. As a result, comparing our operating results on a period-to-period basis may not be meaningful. This variability and unpredictability could also result in our failing to meet the expectations of industry or financial analysts or investors for any period. If our revenue or operating results fall below the expectations of analysts or investors or below any forecasts we may provide to the market, or if the forecasts we provide to the market are below the expectations of analysts or investors, the price of our common stock could decline substantially. Such a stock price decline could occur even when we have met any previously publicly stated guidance we may provide. The concentration of our stock ownership will likely limit our stockholdersâ€™ ability to influence corporate matters, including the ability to influence the outcome of director elections and other matters requiring stockholder approval. Based upon shares outstanding as of SeptemberÂ 30, 2024, our executive officers, directors and the holders of more than 5% of our outstanding common stock, in the aggregate, beneficially owned approximately 61.6% of our common stock. In particular, as of SeptemberÂ 30, 2024, Gilead owns approximately 32.9% of our outstanding common stock (and has the right to acquire additional shares of our common stock from us to enable it to own up to 35% of our outstanding common stock), and we have appointed its three designees to our board of directors pursuant to the terms of the Investor Rights Agreement. As a result, these stockholders, acting together, will have significant influence over all matters that require approval by our stockholders, including the election of directors and approval of significant corporate transactions. Corporate actions might be taken even if other stockholders oppose them. This concentration of ownership might also have the effect of delaying or preventing a change of control of our company that other stockholders may view as beneficial. 56Table of ContentsDelaware law and provisions in our amended and restated certificate of incorporation and amended and restated bylaws could make a merger, tender offer or proxy contest difficult, thereby depressing the trading price of our common stock. Our status as a Delaware corporation and the anti-takeover provisions of the Delaware General Corporation Law may discourage, delay or prevent a change in control by prohibiting us from engaging in a business combination with an interested stockholder for a period of three years after the person becomes an interested stockholder, even if a change of control would be beneficial to our existing stockholders. In addition, our amended and restated certificate of incorporation and amended and restated bylaws contain provisions that may make the acquisition of our company more difficult, including the following: â€¢a classified board of directors with three-year staggered terms, which could delay the ability of stockholders to change the membership of a majority of our board of directors; â€¢the ability of our board of directors to issue shares of preferred stock and to determine the price and other terms of those shares, including preferences and voting rights, without stockholder approval, which could be used to significantly dilute the ownership of a hostile acquirer; â€¢the exclusive right of our board of directors to elect a director to fill a vacancy created by the expansion of our board of directors or the resignation, death or removal of a director, which prevents stockholders from being able to fill vacancies on our board of directors; â€¢a prohibition on stockholder action by written consent, which forces stockholder action to be taken at an annual or special meeting of our stockholders; â€¢the requirement that a special meeting of stockholders may be called only by a majority vote of our entire board of directors, the chairman of our board of directors or our chief executive officer, which could delay the ability of our stockholders to force consideration of a proposal or to take action, including the removal of directors; â€¢the requirement for the affirmative vote of holders of at least 66 2â„3% of the voting power of all of the then-outstanding shares of the voting stock, voting together as a single class, to amend the provisions of our amended and restated certificate of incorporation relating to the management of our business or our amended and restated bylaws, which may inhibit the ability of an acquirer to effect such amendments to facilitate an unsolicited takeover attempt; and â€¢advance notice procedures with which stockholders must comply to nominate candidates to our board of directors or to propose matters to be acted upon at a stockholdersâ€™ meeting, which may discourage or deter a potential acquirer from conducting a solicitation of proxies to elect the acquirerâ€™s own slate of directors or otherwise attempting to obtain control of us. In addition, as a Delaware corporation, we are subject to Section 203 of the Delaware General Corporation Law. These provisions may prohibit large stockholders, in particular those owning 15% or more of our outstanding voting stock, from merging or combining with us for a certain period of time. A Delaware corporation may opt out of this provision by express provision in its original certificate of incorporation or by amendment to its certificate of incorporation or bylaws approved by its stockholders. However, we have not opted out of this provision. These and other provisions in our amended and restated certificate of incorporation, amended and restated bylaws and Delaware law could make it more difficult for stockholders or potential acquirers to obtain control of our board of directors or initiate actions that are opposed by our then-current board of directors, including delay or impede a merger, tender offer or proxy contest involving our company. The existence of these provisions could negatively affect the price of our common stock and limit opportunities for our stockholders to realize value in a corporate transaction. Our amended and restated certificate of incorporation provides that the Court of Chancery of the State of Delaware is the exclusive forum for substantially all disputes between us and our stockholders, which could limit our stockholdersâ€™ ability to obtain a favorable judicial forum for disputes with us or our directors, officers or employees. Our amended and restated certificate of incorporation and our bylaws provide that the Court of Chancery of the State of Delaware is the exclusive forum for any derivative action or proceeding brought on our behalf, any action asserting a breach of fiduciary duty, any action asserting a claim against us arising pursuant to the Delaware General Corporation Law, our certificate of incorporation or our bylaws or any action asserting a claim against us that is governed by the internal affairs doctrine. In addition, to prevent having to litigate claims in multiple jurisdictions and the threat of inconsistent or contrary rulings by different courts, among other considerations, our bylaws provide that the federal district courts of the U.S. will be the exclusive forum for resolving any complaint asserting a cause of action arising under the Securities Act. These choice of forum provisions may limit a stockholderâ€™s ability to bring a claim in a judicial forum that 57Table of Contentsit finds favorable for disputes with us or our directors, officers or other employees and may discourage these types of lawsuits. While the Delaware courts have determined that these types of forum provisions are facially valid, a stockholder may nevertheless seek to bring a claim in a venue other than those designated in the exclusive forum provisions. In such instance, we would expect to vigorously assert the validity and enforceability of these provisions, which may require significant additional costs associated with resolving such action in other jurisdictions, and there can be no assurance that the provisions will be enforced by a court in those other jurisdictions. General Risk FactorsSales of substantial amounts of our shares may cause the price of our common stock to decline. The price of our common stock could decline if there are substantial sales of our common stock, including any sales by us, our directors, executive officers, significant stockholders or the sales agents under the equity distribution agreement, or if there is a large number of shares of our common stock available for sale and the market perceives that sales will occur. We have also registered shares of common stock that we have issued and may issue under our employee equity incentive plans. These shares can be sold freely in the public market upon issuance, subject to vesting conditions and, in the case of our affiliates, volume limitations under Rule 144 under the Securities Act.If we fail to maintain proper and effective internal controls, our ability to produce accurate and timely financial statements could be impaired, which could result in sanctions or other penalties that would harm our business. We are subject to the reporting requirements of the Exchange Act, the Sarbanes-Oxley Act and the rules and regulations of the New York Stock Exchange. The Sarbanes-Oxley Act requires, among other things, that we maintain effective disclosure controls and procedures and internal controls over financial reporting. Our internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements in accordance with U.S. GAAP. Our internal control over financial reporting will not prevent or detect all errors and all fraud. A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the control systemâ€™s objectives will be met. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that misstatements due to error or fraud will not occur or that all control issues and instances of fraud will be detected. Accordingly, we cannot assure you that we will not in the future identify one or more material weaknesses in our internal control over financial reporting, which may have a negative impact on our ability to timely and accurately produce financial statements, may result in a material misstatement of our Condensed Consolidated Financial Statements or may negatively impact the confidence level of our stockholders and other market participants with respect to our reported financial information.Ensuring that we have adequate internal controls over financial reporting is a costly and time-consuming effort that needs to be re-evaluated frequently. Recent trends in remote work arrangements have led to changes in work patterns that can make it more difficult to properly perform our controls and may create risks that result in deficiencies in the design of our controls. To the extent necessary, implementing any changes to our internal controls may distract our officers and employees, entail substantial costs to modify our existing processes and take significant time to complete. These changes may not, however, be effective in maintaining the adequacy of our internal controls, and any failure to maintain that adequacy, or consequent inability to produce accurate financial statements on a timely basis, could increase our operating costs and harm our business. Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.None.Item 3. Defaults Upon Senior Securities.None.Item 4. Mine Safety Disclosures.None.58Table of ContentsItem 5. Other Information.Rule 10b5-1 Trading ArrangementsThe adoption, modification or termination of contracts, instructions or written plans for the purchase or sale of our securities by our Section 16 officers and directors for the three months ended SeptemberÂ 30, 2024, which are intended to satisfy the affirmative defense conditions of Rule 10b5-1(c) under the Exchange Act, were as follows:Name and TitleActionDateTotal Shares to be SoldExpiration DateJuan Jaen President AdoptionAugust 12, 2024265,993November 14, 2025Jennifer Jarrett Chief Operating Officer AdoptionSeptember 3, 2024190,263June 13, 202559Table of ContentsItem 6. Exhibits.The documents listed below are incorporated by reference or are filed with this Quarterly Report on Form 10-Q, in each case as indicated therein (numbered in accordance with Item 601 of Regulation S-K).ExhibitNumberIncorporated by ReferenceExhibit DescriptionFormFile No.ExhibitFiling DateÂ 3.1Amended and Restated Certificate of Incorporation10-Q001-384193.1May 9, 20183.2Amended and Restated Bylaws8-K001-384193.1May 26, 202010.1*Loan & Security Agreement, between the Registrant, Hercules Capital, Inc. and the lenders listed therein, dated August 27, 202431.1*Certification of Principal Executive Officer Pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002Â Â Â Â 31.2*Certification of Principal Financial Officer Pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002Â Â Â Â 32.1â€ Certification of Principal Executive Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002Â Â Â Â 32.2â€ Certification of Principal Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002Â Â Â Â 101.INSXBRL Instance Document â€“ The instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL documentÂ Â Â Â 101.SCHInline XBRL Taxonomy Extension Schema DocumentÂ Â Â Â 101.CALInline XBRL Taxonomy Extension Calculation Linkbase DocumentÂ Â Â Â 101.DEFInline XBRL Taxonomy Extension Definition Linkbase DocumentÂ Â Â Â 101.LABInline XBRL Taxonomy Extension Label Linkbase DocumentÂ Â Â Â 101.PREInline XBRL Taxonomy Extension Presentation Linkbase DocumentÂ Â Â Â 104Cover Page Interactive Data File (formatted as inline XBRL and contained in exhibit 101)Â Â Â Â _____ *Filed herewith.â€ This certification is deemed furnished but not filed for purposes 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.AIndicates management contract or compensatory plan or arrangement.60Table of ContentsSIGNATURESPursuant 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.ARCUS BIOSCIENCES, INC.Date:November 6, 2024By:/s/ Terry RosenTerry Rosen, Ph.D.Chief Executive Officer(Principal Executive Officer)Date:November 6, 2024By:/s/ Alexander AzoyAlexander AzoyChief Accounting Officer(Principal Accounting Officer)61 EX-10.1 2 ex101.htm EX-10.1 DocumentExhibit 10.1LOAN AND SECURITY AGREEMENTTHIS LOAN AND SECURITY AGREEMENT is made and dated as of August 27, 2024 and is entered into by and among ARCUS BIOSCIENCES, INC., a Delaware corporation (â€œCompanyâ€), each of its Subsidiaries from time to time party hereto as borrower (individually or collectively with the Company, as the context may require, â€œBorrowerâ€), and the several banks and other financial institutions or entities from time to time party hereto (each, a â€œLenderâ€, and collectively â€œLendersâ€) and HERCULES CAPITAL, INC., a Maryland corporation, in its capacity as administrative agent and collateral agent for itself and Lenders (in such capacity, including any successors or assigns, â€œAgentâ€). RECITALSA.Borrower has requested Lenders make available to Borrower up to four (4) tranches of term loans in an aggregate principal amount of up to Two Hundred Fifty Million Dollars $250,000,000; andB.Lenders are willing to make the Term Loans on the terms and conditions set forth in this Agreement.AGREEMENTNOW, THEREFORE, Borrower, Agent and Lenders agree as follows:DEFINITIONS AND RULES OF CONSTRUCTIONUnless otherwise defined herein, the following capitalized terms shall have the following meanings:â€œAbmuno Licenseâ€ means that certain License Agreement, dated as of December 8, 2016, by and among Abmuno Therapeutics LLC and the Company, as may be amended, restated, supplemented or otherwise modified from time to time in accordance with Section 7.18.â€œAccount Control Agreement(s)â€ means any agreement entered into by and among Agent, Borrower and a third-party bank or other institution (including a Securities Intermediary) in which Borrower maintains a Deposit Account or an account holding Investment Property and which perfects Agentâ€™s first priority security interest in the subject account or accounts.â€œACH Authorizationâ€ means the ACH Debit Authorization Agreement in substantially the form of ExhibitÂ G, provided that account numbers shall be redacted for security purposes if and when filed publicly by Borrower.â€œAcquisitionâ€ means any transaction or series of related transactions for the purpose of or resulting, directly or indirectly, in (a) the acquisition of all or substantially all of the assets of a Person, or of any business, line of business or division or other unit of operation of a Person, (b) the acquisition of fifty percent (50%) or more of the Equity Interests of any Person, whether or not involving a merger, consolidation or similar transaction with such other Person, or otherwise causing any Person to become a Subsidiary of Borrower, or (c) the acquisition of, or the right to use, develop or sell (in each case, including through licensing

(other than â€œoff-the-shelfâ€ licenses)), any product, product line or Intellectual Property of or from any other Person.1â€œAdvance(s)â€ means a Term Loan Advance.â€œAdvance Dateâ€ means the funding date of any Advance.â€œAdvance Requestâ€ means a request for an Advance submitted by Borrower to Agent in substantially the form of ExhibitÂ A, provided that account numbers shall be redacted for security purposes if and when filed publicly by Borrower.â€œAffiliateâ€ means (a)Â any Person that directly or indirectly controls, is controlled by, or is under common control with the Person in question, (b)Â any Person directly or indirectly owning, controlling or holding with power to vote twenty percent (20%) or more of the outstanding voting securities of another Person, or (c)Â any Person twenty percent (20%) or more of whose outstanding voting securities are directly or indirectly owned, controlled or held by another Person with power to vote such securities. As used in the definition of â€œAffiliate,â€ the term â€œcontrolâ€ means the possession, directly or indirectly, of the power to direct or cause the direction of the management and policies of a Person, whether through ownership of voting securities, by contract or otherwise. Notwithstanding the foregoing, Gilead will not be considered an Affiliate of the Borrower under this Agreement. â€œAgreementâ€ means this Loan and Security Agreement, as amended, restated, amended and restated, supplemented or otherwise modified from time to time.â€œAmortization Dateâ€ means September 1, 2028; provided however, if the Interest Only Extension Conditions are satisfied, then September 1, 2029. â€œAnti-Corruption Lawsâ€ means all laws, rules, and regulations of any jurisdiction applicable to Borrower or any of its respective Affiliates from time to time concerning or relating to bribery or corruption, including without limitation the United States Foreign Corrupt Practices Act of 1977, as amended, the UK Bribery Act 2010 and other similar legislation in any other jurisdictions.â€œAnti-Terrorism Lawsâ€ means any laws, rules, regulations or orders relating to terrorism or money laundering, including without limitation Executive Order No. 13224 (effective September 24, 2001), the USA PATRIOT Act, the laws comprising or implementing the Bank Secrecy Act, and the laws administered by OFAC.â€œApproval Milestone Iâ€ means the satisfaction of each of the following events: (a) no Event of Default shall have occurred and be continuing and (b) Borrower shall have delivered evidence satisfactory to Agent (as determined by Agent in its reasonable discretion) that the FDA shall have approved either a Biologics License Application or New Drug Application of Borrower with respect to at least one (1) Borrower Product existing on the Closing Date.â€œApproval Milestone I Dateâ€ means the date on which Borrower achieves Approval Milestone I.â€œApproval Milestone IIâ€ means the satisfaction of each of the following events: (a) no Event of Default shall have occurred and be continuing; (b) the Approval Milestone I Date shall have occurred; and (c) Borrower shall have delivered evidence satisfactory to Agent (as determined by Agent in its reasonable discretion) that the FDA shall have approved either a Biologics License Application or New Drug Application, or as applicable, a supplemental Biologics License Application or a supplemental New 2Drug Application, for either (x) with respect to the Borrower Product approved or licensed by the FDA in connection with Approval Milestone I, an approval or licensure of such Borrower Product for an indication distinct from the indication approved through the Biologics License Application or New Drug Application utilized to satisfy Approval Milestone I, or (y) with respect to any Borrower Product existing on the Closing Date that has not been previously approved by the FDA, the approval or licensure of such Borrower Product by the FDA; provided, however, that for the avoidance of doubt, the approval of both domvanalimab and zimberelimab for combination treatment in a single indication would not simultaneously satisfy both Approval Milestone I and Approval Milestone II, and, if the approval of such combination was utilized to satisfy Approval Milestone I, such combination would then need to be approved by the FDA for a distinct indication based on results obtained from a separate phase 3 program.â€œApproval Milestone II Dateâ€ means the date on which the Borrower achieves Approval Milestone II.â€œBankruptcy Codeâ€ means the federal bankruptcy law of the United States as from time to time in effect, currently as Title 11 of the United States Code. Section references to current sections of the Bankruptcy Code shall refer to comparable sections of any revised version thereof if section numbering is changed. â€œBiologics License Applicationâ€ means an application for licensure of a biological product submitted to the FDA under 42 U.S.C. Â§ 262(k) for permission to introduce, or deliver for introduction, a biologic product into interstate commerce.â€œBlocked Personâ€ means any Person: (a)Â listed in the annex to, or is otherwise subject to the provisions of, Executive Order No. 13224, (b)Â owned or controlled by, or acting for or on behalf of, any Person that is listed in the annex to, or is otherwise subject to the provisions of, Executive Order No. 13224, (c) with which any Lender is prohibited from dealing or otherwise engaging in any transaction by any Anti-Terrorism Law, (d) that commits, threatens or conspires to commit or supports â€œterrorismâ€ as defined in Executive Order No. 13224, or (e)Â that is named a â€œespecially designated nationalâ€ or â€œblocked personâ€ on the most current list published by OFAC or other similar list.â€œBoardâ€ means, with respect to any Person that is a corporation, its board of directors, with respect to any Person that is a limited liability company, its board of managers, board of members or similar governing body, and with respect to any other Person that is another form of a legal entity, such Personâ€™s governing body in accordance with its Organizational Documents.â€œBorrower Productsâ€ means all products, and product candidates that Borrower owns or controls and are currently being developed, manufactured or sold or that are under clinical investigation by Borrower or any of its Subsidiaries.â€œBorrowerâ€™s Booksâ€ means Borrowerâ€™s or any Guarantorsâ€™ books and records including ledgers, federal, state, local and foreign tax returns, records regarding Borrowerâ€™s or its Subsidiariesâ€™ assets or liabilities, the Collateral, business operations or financial condition, and all computer programs or storage containing such information.â€œBusiness Dayâ€ means any day other than Saturday, Sunday and any other day on which banking institutions in the State of California or State of New York are closed for business.3â€œCashâ€ means all cash, cash equivalents and liquid funds.â€œCFCâ€ means a controlled foreign corporation within the meaning of Section 957(a) of the Code.â€œChange in Controlâ€ means any (x) reorganization, recapitalization, consolidation or merger (or similar transaction or series of related transactions) of Borrower, sale or exchange of outstanding shares (or similar transaction or series of related transactions) of Borrower in which the holders of Borrowerâ€™s outstanding shares immediately before consummation of such transaction or series of related transactions do not, immediately after consummation of such transaction or series of related transactions, retain shares representing more than 50% of the voting power of the surviving entity of such transaction or series of related transactions (or the parent of such surviving entity if such surviving entity is wholly owned by such parent), in each case without regard to whether Borrower is the surviving entity, (y) â€œchange of controlâ€, â€œfundamental changeâ€, â€œmake-whole fundamental changeâ€ or any comparable term under and as defined in any indenture governing any Permitted Convertible Debt has occurred or (z) transaction involving Borrower whereby, immediately after consummation of such transaction or series of related transactions, Gilead owns shares representing more than 50% of the voting power of the surviving entity of such transaction or series of related transactions (or the parent of such surviving entity if such surviving entity is wholly owned by such parent), in each case without regard to whether Borrower is the surviving entity.â€œCharterâ€ means, with respect to any Person, such Personâ€™s incorporation, formation or equivalent documents, as in effect from time to time.â€œClosing Dateâ€ means the date of this Agreement.â€œCodeâ€ means the U.S. Internal Revenue Code of 1986, as amended. â€œCollateral Claimâ€ means any and all present and future â€œclaimsâ€ (used in its broadest sense, as contemplated by and defined in Section 101(5) of the Bankruptcy Code, but without regard to whether such claim would be disallowed under the Bankruptcy Code) of a Lender now or hereafter arising or existing under or relating to this Agreement and related Loan Documents, whether joint, several, or joint and several, whether fixed or indeterminate, due or not yet due, contingent or non-contingent, matured or unmatured, liquidated or unliquidated, or disputed or undisputed, whether under a guaranty or a letter of credit, and whether arising under contract, in tort, by law, or otherwise, any interest or fees thereon (including interest or fees that accrue after the filing of a petition by or against Borrower under the Bankruptcy Code, irrespective of whether allowable under the Bankruptcy Code), any costs of Enforcement Actions, including reasonable attorneysâ€™ fees and costs, and any prepayment or termination premiums.â€œCompliance Certificateâ€ means a certificate in the form attached hereto as ExhibitÂ E.â€œContingent Obligationâ€ means, as applied to any Person, any direct or indirect liability, contingent or otherwise, of that Person with respect to (i)Â any Indebtedness, lease (excluding operating leases of real property), dividend, letter of credit or other obligation of another Person, including any such obligation directly or indirectly guaranteed, endorsed, co-made or discounted or sold with recourse by that Person, or in respect of which that Person is otherwise directly or indirectly liable; (ii)Â any obligations with respect to undrawn letters of credit, corporate credit cards or merchant services issued for the 4account of that Person; and (iii)Â all obligations arising under any interest rate, currency or commodity swap agreement, interest rate cap agreement, interest rate collar agreement, or other agreement or arrangement designated to protect a Person against fluctuation in interest rates, currency exchange rates or commodity prices; provided, however, that the term â€œContingent Obligationâ€ shall not include endorsements for collection or deposit in the ordinary course of business. The amount of any Contingent Obligation shall be deemed, without duplication of the primary obligation, to be an amount equal to the stated or determined amount of the primary obligation in respect of which such Contingent Obligation is made or, if not stated or determinable, the maximum reasonably anticipated liability in respect thereof as determined by such Person in good faith; provided, however, that such amount shall not in any event exceed the maximum amount of the obligations under the guarantee or other support arrangement. For the avoidance of doubt, no Permitted Bond Hedge Transaction or Permitted Warrant Transaction will be considered a Contingent Obligation of Borrower.â€œCopyright Licenseâ€ means any written agreement granting any right to use any Copyright or Copyright registration, now owned or hereafter acquired by Borrower or in which Borrower now holds or hereafter acquires any interest.â€œCopyrightsâ€ meansÂ all copyrights, whether registered or unregistered, held pursuant to the laws of the United States of America, any State thereof, or of any other country.â€œCurrent Company IPâ€ means each pending, registered, issued or in-licensed Intellectual Property that, individually or taken together with any other such Intellectual Property, is material to the business of Borrower and its Subsidiaries, taken as a whole, relating to the research, development, manufacture, production, use, commercialization, marketing, importing, storage, transport, offer for sale, distribution or sale of the Borrower Products, and is owned or co-owned, by or exclusively in-licensed to or otherwise controlled by the Borrower or any of its Subsidiaries. â€œDefaultâ€ means any event, circumstance or condition that has occurred or exists, that would, with the passage of time or the requirement that notice be given or both, become an Event of Default.â€œDeposit Accountsâ€ means any â€œdeposit accounts,â€ as such term is defined in the UCC, and includes any checking account, savings account, or certificate of deposit.â€œDivisionâ€ means, in reference to any Person which is an entity, the division of such Person into two (2) or more separate Persons, with the dividing Person either continuing or terminating its existence as part of such division, including, without limitation, as contemplated under Section 18-217 of the Delaware Limited Liability Company Act for limited liability companies formed under Delaware law, Section 17-220 of the Delaware Revised Uniform Limited Partnership Act for limited partnerships formed under Delaware law, or any analogous action taken pursuant to any other applicable law with respect to any corporation, limited liability company, partnership or other entity. â€œDomestic Subsidiaryâ€ means any Subsidiary organized under the laws of the United States of America, any State thereof, the District of Columbia, or any other jurisdiction within the United States of America. 5â€œDue Diligence Feeâ€ means Seventy-Five Thousand Dollars ($75,000), which fee has been paid to Agent and received by Agent prior to the Closing Date, and shall be deemed fully earned on such date regardless of the early termination of this Agreement.â€œEnd of Term Charge Percentageâ€ means 7.75%; provided however, if Borrower satisfies the Maturity Extension Conditions and elects to extend the Term Loan Maturity Date during the Maturity Extension Election Period, such amount shall increase to 9.00%.â€œEnforcement Actionâ€ means, with respect to any Lender and with respect to any Collateral Claim of such Lender or any item of Collateral in which such Lender has or claims a security interest lien or right of offset, any action, whether judicial or nonjudicial, to repossess, collect, accelerate, offset, recoup, give notification to third parties with respect to, sell, dispose of, foreclose upon, give notice of sale, disposition, or foreclosure with respect to, or obtain equitable or injunctive relief with respect to, such Collateral Claim or Collateral. The filing, or the joining in the filing, by any Lender of an involuntary bankruptcy or Insolvency Proceeding against Borrower also is an Enforcement Action.â€œEquity Interestsâ€ means, with respect to any Person, the capital stock, partnership or limited liability company interest, or other equity securities or equity ownership interests of such Person.â€œERISAâ€ means the Employee Retirement Income Security Act of 1974, as amended, and the regulations promulgated thereunder.â€œExcluded Accountsâ€ means any of the following accounts which are designated as such in writing to Agent as of the Closing Date or, with respect to any account opened after the Closing Date, in the next Compliance Certificate delivered after such account is opened: (i) accounts used exclusively to maintain cash collateral subject to a Permitted Lien, (ii) any payroll or benefits account, provided that the aggregate balance of all such accounts shall not exceed the amount of all payroll or related benefit payments required to be made in the two next payroll periods, (iii) any zero balance account, (iv) any account maintained by a Foreign Subsidiary at a bank or other depositary institution outside of the United States, and (v) for a period of ninety (90) days from the Closing Date, Borrowerâ€™s deposit account ending in 9075 maintained with JPMorgan Ireland so long as such account solely holds value added tax refund proceeds that are transferred on a weekly basis to a deposit account subject to an Account Control Agreement in favor of Agent, and (vi) any other deposit account so long as the aggregate amount in all such deposit accounts do not exceed $1,000,000 on any day.â€œExcluded Intellectual Propertyâ€ means any and all Intellectual Property owned or controlled by Borrower and its Subsidiaries, including Current Company IP, that is not Included Intellectual Property. â€œExcluded Subsidiariesâ€ means all Foreign Subsidiaries, and Foreign Subsidiary Holding Companies; provided that in each of the foregoing cases, the Excluded Subsidiary Condition is satisfied with respect to such Subsidiary at all times, and in each case as long as no Excluded Subsidiary owns any Intellectual Property; provided further that, for the avoidance of doubt, an Excluded Subsidiary may license Intellectual Property on a non-exclusive basis.â€œExcluded Subsidiary Conditionâ€ means (a) the aggregate revenues (under GAAP) of all Excluded Subsidiaries does not exceed ten percent (10%) of the consolidated revenues (under GAAP) of 6Borrower and its Subsidiaries; and (b) value of the total assets of all Excluded Subsidiaries does not exceed ten percent (10%) of the consolidated total assets of Borrower and its Subsidiaries. â€œFDAâ€ means the U.S. Food and Drug Administration or any successor thereto.â€œFDA Lawsâ€ means all Requirements of Law administered, implemented, enforced or issued by FDA.â€œFederal Health Care Program Lawsâ€ means collectively, federal Medicare or federal or state Medicaid statutes, the exclusion laws (42 U.S.C. Â§ 1320a-7), the civil monetary penalties law (42 U.S.C. Â§ 1320a-7a), all federal and state fraud and abuse laws, including, without limitation, the federal Anti-Kickback Statute (42 U.S.C. Â§ 1320a-7b), the Physician Payments Sunshine Act (42 U.S.C. Â§ 1320a-7h), the civil False Claims Act of 1863 (31 U.S.C. Â§ 3729 et seq.), criminal false claims statutes (e.g., 18 U.S.C. Â§Â§ 287 and 1001), the Program Fraud Civil Remedies Act of 1986 (31 U.S.C. Â§ 3801 et seq.), HIPAA, or related regulations or other Requirements of Law applicable to Borrower that directly or indirectly govern the health care industry, programs of governmental authorities related to healthcare, health care professionals or other health care participants, or relationships among health care providers, suppliers, distributors, manufacturers and patients.â€œForeign Subsidiaryâ€ means a Subsidiary other than any Domestic Subsidiary. â€œForeign Subsidiary Holding Companyâ€ means any Domestic Subsidiary that owns (directly or indirectly) no material assets other than Equity Interests (or Equity Interests and debt interests) of one or more (a) CFCs or (b) other Foreign Subsidiary Holding Companies.â€œGAAPâ€ means generally accepted accounting principles in the United States of America, as in effect from time to time.â€œGileadâ€ means Gilead Science, Inc. and its Subsidiaries. â€œGilead Collaboration Agreementâ€ means that certain Option, License and Collaboration Agreement, dated as of May 27, 2020, by and between Company and Gilead, as amended by that certain Amendment No. 1 to Option, License and Collaboration Agreement, dated as of November 17, 2021, as supplemented by that certain letter agreement, dated July 1, 2022, as further amended by that certain Amendment No. 2 to Option, License and Collaboration Agreement, dated as of May 12, 2023, as further amended by that certain Amendment No. 3 to Option, License and Collaboration Agreement, dated as of January 29, 2024, as further amended by that certain Amendment No. 4 to Option, License and Collaboration Agreement, dated as of May 10, 2024, and as may be further amended, restated, supplemented or otherwise modified from time to time in accordance with Section 7.18. â€œGovernmental Authorityâ€ means any federal, state, municipal, national or other government, governmental department, commission, board, bureau, court, agency or instrumentality or political subdivision thereof (including the FDA) or any entity or officer exercising executive, legislative, judicial, regulatory or administrative functions of or pertaining to any government or any court, in each case whether associated with a state or locality of the United States, the United States, or a foreign government. â€œGuarantorâ€ means any Subsidiary of Borrower that enters into a Guaranty.7â€œGuarantyâ€ means a guaranty with respect to the Secured Obligations, in form and substance satisfactory to Agent that may be entered into from time to time, as the same may from time to time be amended, restated, modified or otherwise supplemented.â€œIncluded Intellectual Propertyâ€ means any Current Company IP that is (i) solely related to the â€œExcluded Arcus Moleculesâ€, â€œExcluded Arcus Productâ€ and â€œExcluded Arcus Programâ€ (in each case, as defined in the Gilead Collaboration Agreement), in each case as long as the Gilead Collaboration Agreement limits Borrowerâ€™s rights to such assets, or (ii) any Current Company IP that reverts to Borrower as a result of Taiho not exercising the applicable â€œOptionâ€ (as defined in the Taiho Agreement) in accordance with the Taiho Agreement, including as a result of the termination or expiration of the Taiho Agreement; for the avoidance of doubt, any option that has been exercised shall constitute Excluded Intellectual Property, even if the Taiho Agreement is no longer in full force and effect. â€œIndebtednessâ€ means indebtedness of any kind, including (a)Â all indebtedness for borrowed money or the deferred purchase price of property or services (excluding trade credit entered into in the ordinary course of business), including reimbursement and other obligations with respect to surety bonds and letters of credit, (b)Â all obligations evidenced by notes, bonds, debentures or similar instruments, (c)Â all capital lease obligations, (d) equity securities of any Person subject to repurchase or redemption other than at the sole option of such

Person, (e) â€œearnoutsâ€, purchase price adjustments, profit sharing arrangements, deferred purchase money amounts and similar payment obligations or continuing obligations of any nature arising out of purchase and sale contracts, in each case to the extent treated as liabilities on the balance sheet in accordance with GAAP, (f) non-contingent obligations to reimburse any bank or Person in respect of amounts paid under a letter of credit, bankerâ€™s acceptance or similar instrument, and (g) all Contingent Obligations. For the avoidance of doubt, no Permitted Bond Hedge Transaction or Permitted Warrant Transaction will be considered Indebtedness of Borrower.â€œInitial Facility Chargeâ€ means a charge of One Million One Hundred Twenty-Five Thousand Dollars ($1,125,000). â€œInsolvency Proceedingâ€ means any proceeding by or against any Person under the United States Bankruptcy Code, or any other bankruptcy, liquidation, moratorium, receivership, or insolvency law, including assignments for the benefit of creditors, compositions, extensions generally with its creditors, or proceedings seeking reorganization, administration, arrangement, receivership or other similar relief proceedings in the applicable jurisdiction from time to time in effect and affecting the rights of creditors generally.â€œIntellectual Propertyâ€ means all of Borrowerâ€™s Copyrights; Trademarks; Patents; Licenses; trade secrets and inventions; mask works; Borrowerâ€™s applications therefor and reissues, extensions, or renewals thereof; and Borrowerâ€™s goodwill associated with any of the foregoing, together with Borrowerâ€™s rights to sue for past, present and future infringement of Intellectual Property and the goodwill associated therewith.â€œIntellectual Property Security Agreementâ€ means any Intellectual Property Security Agreement, in form and substance satisfactory to Agent, that may be entered into from time to time, as the same may from time to time be amended, restated, modified or otherwise supplemented. 8â€œInterest Only Extension Conditionsâ€ means satisfaction of each of the following events: (a) no Default or Event of Default shall have occurred and be continuing; and (b) the Approval Milestone I Date has occurred on or prior to September 1, 2028. â€œInventoryâ€ means goods, other than farm products, which (A) are leased by a person as lessor; (B) are held by a person for sale or lease or to be furnished under a contract of service; (C) are furnished by a person under a contract of service; or (D) consist of raw materials, work in process, or materials used or consumed in a business. â€œInvestmentâ€ means (a) any beneficial ownership (including stock, partnership interests, limited liability company interests, or other securities) of or in any Person, (b) any loan, advance or capital contribution to any Person or (c) any Acquisition. â€œIRSâ€ means the United States Internal Revenue Service. â€œJoinder Agreementsâ€ means for each Subsidiary (other than Excluded Subsidiaries) required to join as a Borrower or as a Guarantor pursuant to Section 7.13, a completed and executed Joinder Agreement in substantially the form attached hereto as ExhibitÂ F.â€œLicenseâ€ means any Copyright License, Patent License, Trademark License or other Intellectual Property license of rights or interests.â€œLienâ€ means any mortgage, deed of trust, pledge, hypothecation, assignment for security, security interest, encumbrance, levy, lien or charge of any kind, whether voluntarily incurred or arising by operation of law or otherwise, against any property, any conditional sale or other title retention agreement, and any lease in the nature of a security interest.â€œLoanâ€ means the Advances made under this Agreement.â€œLoan Documentsâ€ means this Agreement, the promissory notes (if any), the ACH Authorization, the Account Control Agreements, any Joinder Agreement, all UCC Financing Statements, the Guaranty (if any), the Intellectual Property Security Agreement (if any), and any other documents executed in connection with the Secured Obligations or the transactions contemplated hereby, as the same may from time to time be amended, modified, supplemented or restated.â€œLoan Partyâ€ means Borrower or any Guarantor. â€œMarket Capitalizationâ€ means, for any given date of determination, an amount equal to (a) the average of the daily volume weighted average price of Companyâ€™s common stock as reported for each of the five (5) trading days preceding such date of determination (it being understood that a â€œtrading dayâ€ shall mean a day on which shares of Borrowerâ€™s common stock trade on the NYSE (or, if the primary listing of such common stock is on another exchange, on such other exchange) in an ordinary trading session) multiplied byÂ (b) the total number of issued and outstanding shares of Companyâ€™s common stock that are issued and outstanding on the date of the determination and listed on the NYSE (or, if the primary listing of such common stock is on another exchange, on such other exchange), subject to appropriate adjustment for any stock dividend, stock split, stock combination, reclassification or other similar transaction during the applicable calculation period.9â€œMaterial Adverse Effectâ€ means a material adverse effect upon: (i)Â the business, operations, properties, assets or financial condition of Borrower and its Subsidiaries taken as a whole; or (ii)Â the ability of Borrower to perform or pay the Secured Obligations in accordance with the terms of the Loan Documents, or the ability of Agent or Lenders to enforce any of its rights or remedies with respect to the Secured Obligations; or (iii)Â the Collateral or Agentâ€™s Liens on the Collateral or the priority of such Liens. â€œMaterial Agreementâ€ means (a) the Gilead Collaboration Agreement, (b) the Third Amended and Restated Common Stock Purchase Agreement, dated as of January 29, 2024, by and between the Company and Gilead, (c) the Amended and Restated Investor Rights Agreement, dated as of January 29, 2024, by and between the Company and Gilead (â€œGilead Investor Rights Agreementâ€), (d) the Taiho Agreement, (e) the Abmuno License, (f) the WuXi Agreement and (g) any license, agreement or other contractual arrangement, the termination of which could be reasonably expected to result in a Material Adverse Effect, individually or in the aggregate.â€œMaterial Regulatory Liabilitiesâ€ means (i) any liabilities arising from the violation of applicable Public Health Laws, Federal Health Care Program Laws, and other applicable comparable Requirements of Law, or from any requirements imposed relative to any Registrations (including costs of actions required under applicable Requirements of Law, including any applicable FDA Laws and Federal Health Care Program Laws, or necessary to remedy any violation of any terms or conditions applicable to any Registrations), including, but not limited to, withdrawal of approval, recall, revocation, suspension, import detention and seizure of any Borrower Product, and (ii) any loss of recurring annual revenues as a result of any loss, suspension or limitation of any Registrations, which, in the case of the foregoing clauses (i) and (ii), could reasonably be expected to result in a Material Adverse Effect. â€œMaturity Extension Conditionsâ€ means the satisfaction of each of the following events: (a) no Default or Event of Default shall have occurred and be continuing and (b) Borrower shall have delivered evidence satisfactory to Agent (as determined by Agent in its reasonable discretion) that it has achieved at least two (2) of the following milestones: (i) Borrower has dosed the first patient in a pivotal phase 3 study of casdatifan for the treatment of renal cell carcinoma; (ii) Borrower has dosed the first patient in a pivotal phase 3 study of quemliclustat in patients with advanced pancreatic cancer or (iii) Borrower has dosed the first patient in a pivotal phase 3 study of etrumadenant in patients with metastatic colorectal cancer; provided however, in the case of each of the subclauses in this clause (b), the applicable phase 3 study must be ongoing at the same time when the Agent is evaluating the satisfaction of the Maturity Extension Conditions. â€œMaturity Extension Election Periodâ€ means the period beginning March 1, 2026 and ending March 1, 2028. â€œMaximum Term Loan Amountâ€ means $250,000,000.â€œNew Drug Applicationâ€ means an application submitted to the FDA pursuant to 21 U.S.C. Â§ 355 seeking authorization to market a new drug in the United States.â€œNon-Disclosure Agreementâ€ means that certain One-Way Non-Disclosure Agreement by and between Borrower and Agent, dated as of April 5, 2024.â€œOFACâ€ means the U.S. Department of Treasury Office of Foreign Assets Control.10â€œOFAC Listsâ€ means, collectively, the Specially Designated Nationals and Blocked Persons List maintained by OFAC pursuant to Executive Order No. 13224, 66 Fed. Reg. 49079 (Sept. 25, 2001) and/or any other list of terrorists or other restricted Persons maintained pursuant to any of the rules and regulations of OFAC or pursuant to any other applicable Executive Orders.â€œOpt-In IP Assetâ€ means the intellectual property assets and directly related rights described on Schedule 1D. â€œOrganizational Documentsâ€ means with respect to any Person, such Personâ€™s Charter, and (a)Â if such Person is a corporation, its bylaws, (b)Â if such Person is a limited liability company, its limited liability company agreement (or similar agreement), and (c)Â if such Person is a partnership, its partnership agreement (or similar agreement), each of the foregoing with all current amendments or modifications thereto.â€œPatent Licenseâ€ means any written agreement granting any right with respect to any invention on which a Patent is in existence or a Patent application is pending, in which agreement Borrower now holds or hereafter acquires any interest.â€œPatentsâ€ means all letters patent of, or rights corresponding thereto, in the United States of America or in any other country, all registrations and recordings thereof, and all applications for letters patent of, or rights corresponding thereto, in the United States of America or any other country.â€œPerfection Certificateâ€ means a completed certificate entitled â€œPerfection Certificateâ€, dated as of the Closing Date, delivered by Company to Agent and Lenders, signed by Company (as may be amended, supplemented or otherwise modified from time to time pursuant to the terms of this Agreement). â€œPermitted Acquisitionâ€ means any Acquisition by Borrower of all or substantially all of the assets of another Person, or of a division or line of business of another Person, or capital stock of another Person, or any product that would constitute a Borrower Product upon acquisition, whether by license, purchase, merger or otherwise, which is conducted in accordance with the following requirements: (a)such acquisition or license is of a business or Person engaged in a line of business substantially related to that of Borrower or its Subsidiaries;(b)if such acquisition is structured as a stock acquisition, then the Person so acquired shall either (i) become a wholly-owned Subsidiary of Borrower or of a Subsidiary and Borrower shall comply, or cause such Subsidiary to comply, with Section 7.13 hereof or (ii) such Person shall be merged with and into Borrower (with Borrower being the surviving entity);(c)if such acquisition is structured as the acquisition of or in-licensing of rights to assets, such assets shall be acquired or in-licensed by Borrower, and shall be free and clear of Liens other than Permitted Liens;(d)Borrower shall have delivered to Lenders not less than seven (7) nor more than twenty (20) days prior to the closing date of such acquisition, notice of such acquisition together with copies of all material documents relating to such acquisition, historical financial statements for such acquired 11entity, division or line of business (to the extent applicable) and pro forma projected financial information (provided that such pro forma projected financial information shall only be required to be delivered if such acquisition involves consideration in excess of Ten Million Dollars ($10,000,000)), in each case in form reasonably satisfactory to Lenders and demonstrating compliance with the covenants set forth in Section 7.20 hereof on a pro forma basis as if the acquisition occurred on the first day of the most recent measurement period;(e)both immediately before and after such acquisition no Default or Event of Default shall have occurred and be continuing; and(f)the sum of the purchase price of such proposed new acquisition, computed on the basis of total cash acquisition consideration paid or incurred, or to be paid or incurred, by Borrower with respect thereto, including any contingent or deferred acquisition consideration, and including the amount of Permitted Indebtedness assumed or to which such assets, businesses or business or ownership interest or shares, or any Person so acquired, is subject, shall not be greater than Ten Million Dollars ($10,000,000) in the aggregate per fiscal year and no greater than Fifty Million Dollars ($50,000,000) for all such acquisitions during the term of this Agreement; provided that each of (x) acquisition consideration funded by Equity Interests of Borrower, paid or incurred, or to be paid or incurred, by Borrower or a Subsidiary of Borrower with respect thereto, including any contingent or deferred acquisition consideration for any Person so acquired, and (y) milestone payments or other deferred purchase price payments in any Material Agreement existing as of the Closing Date shall be disregarded in determining compliance with this clause (f) and Borrowerâ€™s receipt of such consideration and milestone payments shall be otherwise permitted hereunder. â€œPermitted Bond Hedge Transactionâ€ means any call or capped call option (or substantively equivalent derivative transaction) relating to Borrowerâ€™s common stock (or other securities or property following a merger event or other change of the common stock of Borrower) purchased by Borrower in connection with the issuance of any Permitted Convertible Debt.â€œPermitted Convertible Debtâ€ means Indebtedness that is convertible into a fixed number (subject to customary anti-dilution adjustments, â€œmake-wholeâ€ increases and other customary changes thereto) of shares of common stock of Borrower (or other securities or property following a merger event or other change of the common stock of Borrower), cash or any combination thereof (with the amount of such cash or such combination determined by reference to the market price of such common stock or such other securities); provided that such Indebtedness shall (a) not require any scheduled amortization or otherwise required payment of principal prior to, or have a scheduled maturity date, earlier than, one hundred eighty (180) days after the Term Loan Maturity Date (it being understood that neither (y) any offer to purchase such Indebtedness as a result of â€œexchange of controlâ€, â€œfundamental changeâ€ or any comparable term under and as defined in any indenture governing any Permitted Convertible Debt nor (z) any early conversion of such Indebtedness in accordance with the terms thereof, in each case, shall violate the restriction of this clause (a)), (b) contain conversion, redemption and fundamental change terms that are usual and customary for convertible notes issued in public or â€œRule 144Aâ€ offerings, (c) be unsecured or subordinated to the Secured Obligations pursuant to terms satisfactory to the Agent in its sole discretion, (d) not be guaranteed by any Subsidiary of Borrower that is not also a Loan Party, and (e) shall be Indebtedness of Arcus Biosciences, Inc. and not any Subsidiary thereof. â€œPermitted Indebtednessâ€ means: 12(a)Indebtedness of Borrower in favor of any Lender or Agent arising under this Agreement or any other Loan Document;(b)Indebtedness existing on the Closing Date which is disclosed in Schedule 1A; (c)Indebtedness of up to $1,500,000 outstanding at any time secured by a Lien described in clauseÂ (g)Â of the defined term â€œPermitted Liensâ€, provided that such Indebtedness does not exceed the cost of the Equipment, software or other Intellectual Property financed with such Indebtedness; (d)(i) Indebtedness to trade creditors incurred in the ordinary course of business and (ii) Indebtedness incurred in the ordinary course of business with corporate credit cards in an aggregate outstanding amount not to exceed $2,000,000 at any time; (e)Indebtedness that also constitutes a Permitted Investment or is secured by a Permitted Lien;(f)Subordinated Indebtedness;(g)reimbursement obligations in connection with letters of credit that are secured by Cash and issued on behalf of Borrower or a Subsidiary in an aggregate amount not to exceed $4,000,000 at any time outstanding; (h)intercompany Indebtedness as long as each of the Subsidiary obligor and the Subsidiary obligee under such Indebtedness is a Subsidiary that has executed a Joinder Agreement, or other intercompany Indebtedness resulting from a Permitted Investment in accordance with clause (j) of the defined term â€œPermitted Investmentsâ€;(i)Permitted Convertible Debt in an aggregate principal amount not to exceed $300,000,000 at any one time outstanding; (j)other unsecured Indebtedness in an amount not to exceed $5,000,000 at any time outstanding; (k)Indebtedness with respect to a Permitted Royalty Transaction; and(l)extensions, refinancings and renewals of any items of Permitted Indebtedness, provided that the principal amount is not increased or the terms modified to impose materially more burdensome terms upon Borrower or the applicable Subsidiary, as the case may be, and subject to any limitations on aggregate amount of such Indebtedness.â€œPermitted Investmentâ€ means: (a)Investments existing on the Closing Date which are disclosed in Schedule 1B; (b)(i)Â marketable direct obligations issued or unconditionally guaranteed by the United States of America or any agency or any State thereof maturing within one year from the date of acquisition thereof currently having a rating of at least A-2 or P-2 from either Standard & Poorâ€™s Corporation or Moodyâ€™s Investors Services, (ii)Â commercial paper maturing no more than one year from 13the date of creation thereof and currently having a rating of at least A-2 or P-2 from either Standard & Poorâ€™s Corporation or Moodyâ€™s Investors Services, (iii)Â certificates of deposit issued by any bank with assets of at least $500,000,000 maturing no more than one year from the date of investment therein, (iv)Â money market accounts, and (v) Investments pursuant to the investment policy that has been provided to the Agent prior to the Closing Date or any investment policy that has been approved by the Agent;(c)(i) repurchases of stock of Borrower from former employees, directors, or consultants of Borrower under the terms of applicable repurchase agreements at the original issuance price of such securities in an aggregate amount not to exceed $500,000 in any fiscal year and (ii) any related payment constituting a net settlement pursuant to the terms of applicable repurchase agreements in connection with the Borrowerâ€™s equity incentive plan, provided that no Event of Default has occurred, is continuing or could exist after giving effect to the repurchases;(d)Investments accepted in connection with Permitted Transfers;(e)Investments (including debt obligations) received in connection with the bankruptcy or reorganization of customers or suppliers and in settlement of delinquent obligations of, and other disputes with, customers or suppliers arising in the ordinary course of business; (f)Investments consisting of notes receivable of, or prepaid royalties and other credit extensions, to customers and suppliers who are not Affiliates, in the ordinary course of business, provided that this clauseÂ (f) shall not apply to Investments of any Loan Party in any Subsidiary of a Loan Party;(g)Investments consisting of loans not involving the net transfer on a substantially contemporaneous basis of cash proceeds to employees, officers or directors relating to the purchase of capital stock of Borrower pursuant to employee stock purchase plans or other similar agreements approved by Borrowerâ€™s Board;(h)Investments consisting of travel advances in the ordinary course of business; (i)Investments in newly-formed Domestic Subsidiaries, provided that each such Domestic Subsidiary enters into a Joinder Agreement promptly after its formation and executes such other documents as shall be reasonably requested by Agent;(j)Investments in Foreign Subsidiaries to cover projected upcoming operating expenses in the ordinary course of business and consistent with past practices or as otherwise approved in advance by Agent in an aggregate amount not to exceed $8,000,000 per fiscal year; (k)joint ventures or strategic alliances in the ordinary course of business consisting of the licensing of technology, the development of technology or the providing of technical support as permitted hereunder, provided that cash Investments (if any) by Borrower or the applicable Subsidiary do not exceed $4,000,000 in the aggregate in any fiscal year; (l)Investments constituting Permitted Acquisitions;14(m)Borrowerâ€™s entry into (including payments of premiums in connection therewith and the settlement thereof) any Permitted Convertible Debt, Permitted Bond Hedge Transactions or Permitted Warrant Transactions, in each case, in accordance with their terms; and(n)additional Investments that do not exceed $5,000,000 in the aggregate. â€œPermitted Liensâ€ means: (a)Liens in favor of Agent;(b)Liens existing on the Closing Date which are disclosed in Schedule 1C;(c)Liens for taxes, fees, assessments or other governmental charges or levies, either not yet delinquent or being contested in good faith by appropriate proceedings; provided, that Borrower maintains adequate reserves therefor in accordance with GAAP;(d)Liens securing claims or demands of materialmen, artisans, mechanics, carriers, warehousemen, landlords and other like Persons arising in the ordinary course of business and imposed without action of such parties; provided, that the payment thereof is not yet required;(e)Liens arising from judgments, decrees or

attachments in circumstances which do not constitute an Event of Default hereunder;(f)the following deposits, to the extent made in the ordinary course of business: deposits under workerâ€™s compensation, unemployment insurance, social security and other similar laws, or to secure the performance of bids, tenders or contracts (other than for the repayment of borrowed money) or to secure indemnity, performance or other similar bonds for the performance of bids, tenders or contracts (other than for the repayment of borrowed money) or to secure statutory obligations (other than Liens arising under ERISA or environmental Liens) or surety or appeal bonds, or to secure indemnity, performance or other similar bonds;(g)Liens on Equipment or software or other intellectual property constituting purchase money Liens and Liens in connection with capital leases securing Indebtedness permitted in clauseÂ (c)Â of â€œPermitted Indebtednessâ€;(h)Liens incurred in connection with Subordinated Indebtedness;(i)leasehold interests in leases or subleases and licenses (other than with respect to Intellectual Property) granted in the ordinary course of business and not interfering in any material respect with the business of the licensor;(j)Liens in favor of customs and revenue authorities arising as a matter of law to secure payment of custom duties that are promptly paid on or before the date they become due;(k)Liens on insurance proceeds securing the payment of financed insurance premiums that are promptly paid on or before the date they become due (provided that such Liens extend only to such insurance proceeds and not to any other property or assets);15(l)statutory and common law rights of set-off and other similar rights as to deposits of cash and securities in favor of banks, other depository institutions and brokerage firms or securities intermediaries to cover fees, similar expenses and charges;(m)easements, servitudes, zoning restrictions, rights-of-way and similar encumbrances on real property imposed by law or arising in the ordinary course of business so long as they do not materially impair the value or marketability of the related property;(n)licenses and other arrangements for the use of Intellectual Property permitted hereunder, including those set forth in the Gilead Collaboration Agreement and Taiho Agreement; (o)(i)Â Liens on Cash securing obligations permitted under clauseÂ (g)Â of the definition of Permitted Indebtedness and (ii)Â security deposits in connection with real property leases, the combination of (i)Â and (ii)Â in an aggregate amount not to exceed $4,000,000 at any time;(p)Liens incurred in connection with Permitted Indebtedness under clause (k) of such definition; (q)Liens incurred in connection with the extension, renewal or refinancing of the Indebtedness secured by Liens of the type described in clauseÂ (b)Â above; provided, that any extension, renewal or replacement Lien shall be limited to the property encumbered by the existing Lien and the principal amount of the Indebtedness being extended, renewed or refinanced (as may have been reduced by any payment thereon) does not increase; and (r)Liens solely on the royalty interests purchased or financed pursuant to a Permitted Royalty Transaction and proceeds thereon; provided that such Liens shall be limited to the Opt-In IP Assets and as set forth in the definition of â€œPermitted Royalty Transaction.â€Â Â Â Â â€œPermitted Royalty Transactionâ€ means any royalty or revenue interest financing with respect to any Opt-In IP Asset whereby Borrower receives upfront unrestricted (including, not subject to any redemption, clawback, escrow or similar encumbrance or restriction) net cash proceeds of no less than Fifty Million Dollars ($50,000,000) in exchange for rights to receive future payments based on net sales or revenue, as applicable, in an amount not to exceed, in the aggregate for all such Permitted Royalty Transactions, ten percent (10%) of worldwide net sales or revenue, as applicable, of each Opt-In IP Asset relating to a distinct indication in any calendar year, provided that such transaction (a) in the case of any synthetic royalty participation (and not royalty purchases or buyouts), shall be subject to an intercreditor agreement in form and substance reasonably satisfactory to Agent, (b) for which any security is granted, shall have such grant of security limited solely to the respective Opt-In IP Asset being financed by such facility, and any grant in the case of a royalty purchase or buyout shall be further limited to a back-up security interest, and (c) shall not have a scheduled maturity date, guaranteed minimum return payment or â€œtrue-upâ€ payment earlier than one hundred eighty (180) days after the Term Loan Maturity Date and/or subject to the payment in full of the Secured Obligations as required hereunder and (d) shall be with a purchaser reasonably satisfactory to Agent (which such consent shall not be unreasonably withheld, conditioned or delayed).â€œPermitted Transfersâ€ means: (a)sales of Inventory in the ordinary course of business;16(b)licenses and similar arrangements for the use of Intellectual Property in the ordinary course of business that could not result in a legal transfer of title of the licensed property that are non-exclusive or may be exclusive in respects other than territory or may be exclusive as to territory but only as to discrete geographical areas outside of the United States of America in the ordinary course; provided that, for the avoidance of doubt, the following shall be â€œPermitted Transfersâ€: (i) exclusive license agreements entered into on an armâ€™s length basis that grant the rights to develop, manufacture or commercialize Borrower Products outside the United States, including a non-exclusive right to develop or manufacture such products in the United States solely to commercialize such products outside the United States (ii) exclusive license agreements entered into on an armâ€™s length basis that grant the rights to develop, manufacture or commercialize products arising from Borrowerâ€™s HIF2Î± program; provided, however, in case of (ii), that any exclusive license for rights in the United States contains an upfront payment in aggregate amount of at least $100,000,000, and (iii) licenses granted pursuant to the Gilead Collaboration Agreement, to the Taiho Agreement, Wuxi Agreement, and Abmuno License; (c)dispositions of worn-out, obsolete or surplus Equipment at fair market value in the ordinary course of business; (d)use of Cash in the ordinary course of business or as otherwise permitted herein; (e)sale of stock or other shares in the ordinary course of business;(f)transfers constituting the making of Permitted Investments, or the granting of Permitted Liens; (g)transfers by and among Borrower and any Subsidiary that has executed a Joinder Agreement; (h)transfers required pursuant to the Gilead Collaboration Agreement, Taiho Agreement, WuXi Agreement, Abmuno Agreement; (i)transfers consisting of royalty payments in connection with any Permitted Royalty Transaction; and(j)other transfers of assets having a fair market value of not more than $500,000 in the aggregate in any fiscal year.â€œPermitted Warrant Transactionâ€ means any call option, warrant or right to purchase (or substantively equivalent derivative transaction) relating to Borrowerâ€™s common stock (or other securities or property following a merger event or other change of the common stock of Borrower) and/or cash (in an amount determined by reference to the price of such common stock) sold by Borrower substantially concurrently with any purchase by Borrower of related Permitted Bond Hedge Transaction. â€œPersonâ€ means any individual, sole proprietorship, partnership, joint venture, trust, unincorporated organization, association, corporation, limited liability company, institution, other entity or government.17â€œPrincipal Stock Exchangeâ€ means the NASDAQ or, if the common Equity Interests are not listed on the NASDAQ, the principal national securities exchange or public quotation system on which the common Equity Interests are then listed for trading or quoted.â€œPublic Health Lawsâ€ means all Requirements of Law relating to the procurement, development, clinical and non-clinical evaluation, product approval or licensure, manufacture, production, analysis, distribution, dispensing, importation, exportation, use, handling, quality, sale, labeling, promotion, clinical trial registration or post market requirements of any drug product (including, without limitation, any ingredient or component of the foregoing products) subject to regulation under the Federal Food, Drug, and Cosmetic Act (21 U.S.C. Â§ 301 et seq.) and the Public Health Service Act (42 U.S.C. Â§ 282(j)), including without limitation all applicable regulations promulgated by the FDA at Title 21 of the Code of Federal Regulations and all applicable regulations promulgated by the National Institutes of Health (â€œNIHâ€) and codified at Title 42, Part 11 of the Code of Federal Regulations.â€œQualified Cashâ€ means an amount equal to (a) the amount of Borrowerâ€™s Cash held in accounts subject to an Account Control Agreement in favor of Agent, minus (b) the Qualified Cash A/P Amount.â€œQualified Cash A/P Amountâ€ means the amount of Borrowerâ€™s accounts payable under GAAP not paid after the 120th day following the invoice for such account payable. â€œPrime Rateâ€ means the â€œprime rateâ€ as reported in The Wall Street Journal or any successor publication thereto.â€œReceivablesâ€ means (i)Â all of Borrowerâ€™s Accounts, Instruments, Documents, Chattel Paper, Supporting Obligations, letters of credit, proceeds of any letter of credit, and Letter of Credit Rights, and (ii)Â all customer lists, software, and business records related thereto.â€œRedemption Conditionsâ€ means, with respect to any redemption by Borrower of any Permitted Convertible Debt, satisfaction of each of the following events: (a) no Event of Default shall exist or result therefrom, and (b) both immediately before and at all times after such redemption, Borrowerâ€™s Qualified Cash shall be no less than 150% of the outstanding principal amount of the Term Loan Advances. â€œRegistrationâ€ means any registration, authorization, approval, license, permit, clearance, certificate, and exemption issued or allowed by the FDA or state pharmacy licensing authorities (including, without limitation, new drug applications, abbreviated new drug applications, investigational new drug applications, pricing and reimbursement approvals, labelling approvals or their foreign equivalent, and wholesale distributor permits).â€œRegulatory Actionâ€ means an administrative or regulatory enforcement action, proceeding or investigation, warning letter, untitled letter, Form 483 or similar inspectional observations, other written notice of violation letter, recall, seizure, â€œSection 305 noticeâ€ or other similar written communication, or consent decree, issued or required by the FDA or the NIH under applicable Public Health Laws or by a comparable governmental authority under similar Requirements of Law in any other regulatory jurisdiction. â€œRequired Lendersâ€ means at any time, the holders of more than fifty percent (50%) of the sum of the aggregate unpaid principal amount of the Term Loans then outstanding. 18â€œRequirements of Lawâ€ means, with respect to any Person, collectively, the common law and all federal, state, provincial, local, foreign, multinational or international laws, statutes, codes, treaties, standards, rules and regulations, ordinances, orders, judgments, writs, injunctions, decrees (including administrative or judicial precedents or authorities), in each case that are applicable to and binding upon such Person or any of its property or to which such Person or any of its property is subject.â€œSanctioned Countryâ€ means, at any time, a country or territory which is the subject or target of any Sanctions.â€œSanctioned Personâ€ means, at any time, (a)Â any Person listed in any Sanctions-related list of designated Persons maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the U.S. Department of State, or by the United Nations Security Council, the European Union or any EU member state, (b)Â any Person operating, organized or resident in a Sanctioned Country or (c)Â any Person controlled by any such Person.â€œSanctionsâ€ means economic or financial sanctions or trade embargoes imposed, administered or enforced from time to time by (a)Â the U.S. government, including those administered by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the U.S. Department of State, or (b)Â the United Nations Security Council, the European Union or His Majestyâ€™s Treasury of the United Kingdom.â€œSBA Funding Dateâ€ means the Closing Date (such date being the date on which a Lender which is an SBIC funds any portion of the Term Loans).â€œSecured Obligationsâ€ means Borrowerâ€™s obligations under this Agreement and any Loan Document, including any obligation to pay any amount now owing or later arising.â€œSubordinated Indebtednessâ€ means Indebtedness subordinated to the Secured Obligations in amounts and on terms and conditions satisfactory to Agent in its reasonable discretion and subject to a subordination agreement in form and substance satisfactory to Agent in its reasonable discretion.â€œSubsidiaryâ€ means an entity, whether a corporation, partnership, limited liability company, joint venture or otherwise, in which Borrower owns or controls fifty percent (50%) or more of the outstanding voting securities, directly or indirectly. If not otherwise specified, a Subsidiary shall mean a direct or indirect Subsidiary of Borrower, including each entity listed on Schedule 5.14 hereto.â€œTaihoâ€ means Taiho Pharmaceutical Co., Ltd and any of its Subsidiaries.â€œTaiho Agreementâ€ means that certain Option and License Agreement, dated as of September 19, 2017, by and between the Company and Taiho, as amended by that certain Amendment No. 1 to Option and License Agreement, dated as of September 1, 2018, and as may be further amended, restated, supplemented or otherwise modified from time to time in accordance with Section 7.18. â€œTaxesâ€ means all present or future taxes, levies, imposts, duties, deductions, withholdings (including backup withholding), assessments, fees or other charges imposed by any Governmental Authority, including any interest, additions to tax or penalties applicable thereto. 19â€œTerm Commitmentâ€ means as to any Lender, the obligation of such Lender, if any, to make a Term Loan Advance to Borrower in a principal amount not to exceed the amount set forth under the heading â€œTranche 1-A Commitmentâ€, â€œTranche 1-B Commitmentâ€, â€œTranche 1-C Commitmentâ€ or â€œTranche 2 Commitmentâ€ opposite such Lenderâ€™s name on Schedule 1.1.â€œTerm Loanâ€ means any Term Loan Advance made under this Agreement.â€œTerm Loan Advanceâ€ means each Tranche 1-A Advance, Tranche 1-B Advance, Tranche 1-C Advance, Tranche 2 Advance and any other funds advanced under SectionÂ 2.1(a).â€œTerm Loan Cash Interest Rateâ€ means, for any day, a per annum rate of interest equal to the greater of (i) (x) the Prime Rate plus (y) 1.95%, and (ii) 10.45%; provided that the Term Loan Cash Interest Rate may be reduced from time to time in accordance with Section 2.1(c)(iii).â€œTerm Loan PIK Interest Rateâ€ means, for any day, a per annum rate of interest equal to (a) during any PIK Deferral Period, the Cash Interest Reduction Amount multiplied by 1.10, and (b) otherwise, 0.00%.â€œTerm Loan Maturity Dateâ€ means September 1, 2029; provided however, if the Maturity Extension Conditions are satisfied in accordance with the terms of the definition thereof, then Borrower may elect at any time during the Maturity Extension Election Period to extend the Term Loan Maturity Date by twelve (12) months to September 1, 2030; provided further that if such day is not a Business Day, the Term Loan Maturity Date shall be the immediately subsequent Business Day. â€œTrademark Licenseâ€ means any written agreement granting any right to use any Trademark or Trademark registration, now owned or hereafter acquired by Borrower or in which Borrower now holds or hereafter acquires any interest.â€œTrademarksâ€ means all trademarks (registered, common law or otherwise) and any applications in connection therewith, including registrations, recordings and applications in the United States Patent and Trademark Office or in any similar office or agency of the United States of America, any State thereof or any other country or any political subdivision thereof.Â Â Â Â â€œTrancheâ€ means the Tranche 1-A Advance, Tranche 1-B Advance, Tranche 1-C Advance and/or the Tranche 2 Advance, as applicable.â€œTranche 1-A Commitmentâ€ means as to any Lender, the obligation of such Lender, if any, to make a Term Loan Advance to Borrower in a principal amount not to exceed the amount set forth under the heading Tranche 1-A Commitment opposite such Lenderâ€™s name on Schedule 1.1. â€œTranche 1-B Commitmentâ€ means as to any Lender, the obligation of such Lender, if any, to make a Term Loan Advance to Borrower in a principal amount not to exceed the amount set forth under the heading Tranche 1-B Commitment opposite such Lenderâ€™s name on Schedule 1.1. â€œTranche 1-C Commitmentâ€ means as to any Lender, the obligation of such Lender, if any, to make a Term Loan Advance to Borrower in a principal amount not to exceed the amount set forth under the heading Tranche 1-C Commitment opposite such Lenderâ€™s name on Schedule 1.1.20â€œTranche 2 Commitmentâ€ means as to any Lender, the obligation of such Lender, if any, to make a Term Loan Advance to Borrower in a principal amount not to exceed the amount set forth under the heading Tranche 2 Commitment opposite such Lenderâ€™s name on Schedule 1.1.â€œTranche 2 Facility Chargeâ€ means 0.75% of the principal amount of any Tranche 2 Advance, which is payable to Lenders in accordance with Section 4.2(d). â€œUCCâ€ means the Uniform Commercial Code as the same is, from time to time, in effect in the State of California; provided, that in the event that, by reason of mandatory provisions of law, any or all of the attachment, perfection or priority of, or remedies with respect to, Agentâ€™s Lien on any Collateral is governed by the Uniform Commercial Code as the same is, from time to time, in effect in a jurisdiction other than the State of California, then the term â€œUCCâ€ shall mean the Uniform Commercial Code as in effect, from time to time, in such other jurisdiction solely for purposes of the provisions thereof relating to such attachment, perfection, priority or remedies and for purposes of definitions related to such provisions.â€œU.S. Personâ€ means any Person that is a â€œUnited States personâ€ as defined in Section 7701(a)(30) of the Code. â€œUnited States,â€ â€œUnited States of America,â€ â€œU.S.â€ or â€œUSâ€ means the United States of America and its territories and possessions.â€œWuXi Agreementâ€ means that certain License Agreement, dated as of August 16, 2017, by and between WuXi Biologics (Cayman) Inc. and the Company, as amended by that certain Amendment No. 1 to License Agreement, dated as of June 27, 2019, as further amended by that certain Amendment No. 2 to License Agreement, dated as of March 2, 2020, as further amended by that certain Amendment No. 3 to License Agreement, dated as of May 10, 2021, as further amended by that certain Amendment No. 4 to License Agreement, dated as of December 30, 2022, as assigned to WuXi Biologics Ireland Limited by that certain assignment agreement by and among WuXi Biologics Ireland Limited, WuXi Biologics (Cayman) Inc. and the Company, dated as of November 10, 2020, and as may be further amended, restated, supplemented or otherwise modified from time to time in accordance with Section 7.18. 1.2Certain Additional Defined Terms. The following terms are defined in the Sections or subsections referenced opposite such terms: Defined TermSectionâ€œAgentâ€Preambleâ€œAssigneeâ€11.14â€œBorrowerâ€Preambleâ€œCash Interest Reduction Amountâ€2.1(c)(iii)21â€œClaimsâ€11.10â€œCollateralâ€3.1â€œConfidential Informationâ€11.13â€œEnd of Term Chargeâ€2.5(b)â€œEvent of Defaultâ€9â€œFinancial Statementsâ€7.1â€œLendersâ€Preambleâ€œMaximum Rateâ€2.2â€œPayment Dateâ€2.1(d)â€œPIK Deferral Periodâ€2.1(c)(iii)â€œPrepayment Chargeâ€2.4â€œPublicity Materialsâ€11.18â€œRegisterâ€11.7â€œSBAâ€7.16â€œSBICâ€7.16â€œSBIC Actâ€7.16â€œTerm Loan PIK Interestâ€2.1(c)(ii)1.3Unless otherwise specified, all references in this Agreement or any Annex or Schedule hereto to a â€œSection,â€ â€œsubsection,â€ â€œExhibit,â€ â€œAnnex,â€ or â€œScheduleâ€ shall refer to the corresponding Section, subsection, Exhibit, Annex, or Schedule in or to this Agreement. Unless otherwise specifically provided herein, any accounting term used in this Agreement or the other Loan Documents shall have the 22meaning customarily given such term in accordance with GAAP as in effect on the date hereof, and all financial computations hereunder shall be computed in accordance with GAAP as in effect on the date hereof, consistently applied. Unless otherwise defined herein or in the other Loan Documents, terms that are used herein or in the other Loan Documents and defined in the UCC shall have the meanings given to them in the UCC. For all purposes under the Loan Documents, in connection with any Division or plan of Division under Delaware law (or any comparable event under a different jurisdictionâ€™s laws): (a) if any asset, right, obligation or liability of any Person becomes the asset, right, obligation or liability of a different Person, then it shall be deemed to have been transferred from the original Person to the subsequent Person and (b) if any new Person comes into existence, such new Person shall be deemed to have been organized on the first date of its existence by the holders of its Equity Interests at such time.1.4 If at any time any change in GAAP would affect the computation of any financial requirement set forth in any Loan Document,

and either Borrower or the Required Lenders shall so request, Agent, Lenders and Borrower shall negotiate in good faith to amend such requirement to preserve the original intent thereof in light of such change in GAAP; provided that, until so amended, such requirement shall continue to be computed in accordance with GAAP prior to such change.1.5Any reference in any Loan Document to a merger, transfer, consolidation, amalgamation, consolidation, assignment, sale, disposition or transfer, or similar term, shall be deemed to apply to a Division of or by a limited liability company, or an allocation of assets to a series of a limited liability company (or the unwinding of such a Division or allocation), as if it were a merger, transfer, consolidation, amalgamation, consolidation, assignment, sale or transfer, or similar term, as applicable, to, of or with a separate Person. Any Division of a limited liability company shall constitute a separate Person under the Loan Documents (and each Division of any limited liability company that is a Subsidiary, joint venture or any other like term shall also constitute such a Person or entity) on the first date of its existence. In connection with any Division, if any asset, right, obligation or liability of any Person becomes the asset, right, obligation or liability of a different Person, then such asset shall be deemed to have been transferred from the original Person to the subsequent Person.1.6Notwithstanding anything to the contrary in this Agreement or any other Loan Document, all terms of an accounting or financial nature used herein shall be construed, and all computations of amounts and ratios referred to herein shall be made without giving effect to any treatment of Indebtedness in respect of convertible debt instruments under Accounting Standards Codification 470-20 (or any other Accounting Standards Codification or Financial Accounting Standard having a similar result or effect) to value any such Indebtedness in a reduced or bifurcated manner as described therein, and such Indebtedness shall at all times be valued at the full stated principal amount thereof. For the avoidance of doubt, and without limitation of the foregoing, Permitted Convertible Debt shall at all times be valued at the full stated principal amount thereof and shall not include any reduction or appreciation in value of the shares deliverable upon conversion thereof.SECTION 1THE LOAN1.1Term Loan Advances.(a)Advances. 23(i)Tranche 1-A. Subject to the terms and conditions of this Agreement, on the Closing Date, Lenders will severally (and not jointly) make, and Borrower agrees to draw, a Term Loan Advance of Fifty Million Dollars ($50,000,000) (such Term Loan Advance, the â€œTranche 1-A Advanceâ€). (ii)Tranche 1-B. Subject to the terms and conditions of this Agreement, at any time beginning on the Closing Date and continuing through June 15, 2025, Borrower may request and Lenders shall severally (and not jointly) make one or more additional Term Loan Advances in minimum increments of Twenty-Five Million Dollars ($25,000,000) (or if less, the remaining amount of Term Loan Advances available to be drawn pursuant to this Section 2.1(a)(ii)) in an aggregate principal amount up to Fifty Million Dollars ($50,000,000) (such Term Loan Advances, the â€œTranche 1-B Advancesâ€).(iii)Tranche 1-C. Subject to the terms and conditions of this Agreement, Borrower may request and Lenders shall severally (and not jointly) make, in each case, any time beginning on the earlier of (A) the full draw of the Tranche 1-B Commitment or (B) the expiration of the Tranche 1-B Commitment and through March 15, 2026, one or more additional Term Loan Advances in minimum increments of Twenty-Five Million Dollars ($25,000,000) (or if less, the remaining amount of Term Loan Advances available to be drawn pursuant to this Section 2.1(a)(iii)) in an aggregate principal amount up to Fifty Million Dollars ($50,000,000) (such Term Loan Advances, the â€œTranche 1-C Advancesâ€).(iv)Tranche 2. Subject to the terms and conditions of this Agreement, Borrower may request and Lenders shall severally (and not jointly) make, on or prior to the Term Loan Maturity Date but only following and conditioned on the approval by the Lenderâ€™s investment committee in its sole and unfettered discretion, in each case, one or more additional Term Loan Advances in minimum increments of Twenty-Five Million Dollars ($25,000,000) (or if less, the remaining amount of Term Loan Advances available to be drawn pursuant to this Section 2.1(a)(iv)) in an aggregate principal amount up to One Hundred Million Dollars ($100,000,000) (such Term Loan Advances, the â€œTranche 2 Advancesâ€).The aggregate outstanding Term Loan Advances shall not exceed the Maximum Term Loan Amount plus, for the avoidance of doubt, any amount equal to the Term Loan PIK Interest added to principal pursuant to Section 2.2(c)(ii). Each Term Loan Advance of each Lender shall not exceed its respective Term Commitment plus, for the avoidance of doubt, any amount equal to the Term Loan PIK Interest added to principal pursuant to Section 2.1(c)(ii).(b)Advance Request. To obtain a Term Loan Advance, Borrower shall complete, sign and deliver an Advance Request to Agent at least one (1) Business Day before the Closing Date and at least five (5)Â Business Days before each Advance Date (other than the Closing Date). Lenders shall fund the Term Loan Advance in the manner requested by the Advance Request provided that each of the conditions precedent set forth in Section 4 and applicable to such Term Loan Advance is satisfied as of the requested Advance Date. The proceeds of any Term Loan Advance shall be deposited into an account that is subject to an Account Control Agreement.24(c)Interest. (i)Term Loan Cash Interest Rate. In addition to interest accrued pursuant to the Term Loan PIK Interest Rate, the principal balance (including, for the avoidance of doubt, any payment-in-kind interest added to principal pursuant to Section 2.1(c)(ii)) of each Term Loan Advance shall bear interest thereon from such Advance Date (or from the date such amount equal to the Term Loan PIK Interest is added to the principal) at the Term Loan Cash Interest Rate (as such rate may be reduced for a given PIK Deferral Period in an amount equal to the applicable Cash Interest Reduction Amount pursuant to Section 2.1(c)(iii)) based on a year consisting of three hundred sixty (360) days, with interest computed daily based on the actual number of days elapsed. The Term Loan Cash Interest Rate will float and change on the day the Prime Rate changes from time to time.(ii)Term Loan PIK Interest Rate. In addition to interest accrued pursuant to the Term Loan Cash Interest Rate, to the extent Borrower has initiated a PIK Deferral Period, the principal balance of each Term Loan Advance shall bear interest thereon from such Advance Date at the Term Loan PIK Interest Rate based on a year consisting of 360 days, with interest computed daily based on the actual number of days elapsed (the â€œTerm Loan PIK Interestâ€), which amount shall be added to the outstanding principal balance and so capitalized so as to increase the outstanding principal balance of such Term Loan Advance on each payment date for such Advance and which amount shall be payable when the principal amount of the applicable Advance is payable in accordance with Section 2.1(d).(iii)Borrower may elect, by prior written notice to Agent either: (a) prior to an Advance Date, or (b) at least five (5) Business Days prior to the first Business Day of a month, to reduce the then effective per annum Term Loan Cash Interest Rate applicable to the Term Loan Advances, by up to 2.00% per annum (the amount of such reduction, the â€œCash Interest Reduction Amountâ€) for a period beginning on the first Business Day of the next month and ending on the last day of the third month or any subsequent month thereafter (the â€œPIK Deferral Periodâ€); provided that after the expiration of any PIK Deferral Period, the reduction to the Term Loan Cash Interest Rate by an amount equal to the Cash Interest Reduction Amount shall cease to apply. (d)Payment. Borrower shall pay accrued but unpaid interest on each Term Loan Advance on the first Business Day of each month (each such date, a â€œPayment Dateâ€), beginning the month after the Advance Date continuing until the Amortization Date. Borrower shall repay the aggregate principal balance of the Term Loan Advances that is outstanding on the day immediately subsequent the Amortization Date, in equal monthly installments of principal and interest (mortgage style) beginning on the Amortization Date and continuing on the first Business Day of each month thereafter until the Secured Obligations (other than inchoate indemnity obligations which, by their terms, survive termination of this Agreement) are repaid, provided that if the Term Loan Cash Interest Rate is adjusted in accordance with its terms, or the Amortization Date is extended or the Term Loan Maturity Date is extended, or a PIK Deferral Period becomes effective, the amount of each subsequent monthly installment shall be recalculated. The entire principal balance of the Term Loan Advances and all accrued but unpaid interest hereunder, shall be due and payable on the Term Loan Maturity Date. Borrower shall make all payments 25under this Agreement without setoff, recoupment or deduction and regardless of any counterclaim or defense. If a payment hereunder becomes due and payable on a day that is not a Business Day, the due date thereof shall be the immediately subsequent Business Day. Agent, for the benefit of Lenders, shall initiate debit entries to Borrowerâ€™s account as authorized on the ACH Authorization (i)Â on each Payment Date of all periodic obligations payable to Lenders under each Term Loan Advance and (ii)Â out-of-pocket legal fees and costs incurred by Agent or Lenders in connection with SectionÂ 11.12 of this Agreement; provided that, with respect to clauseÂ (i)Â above, in the event that Agent informs Borrower that Agent shall not initiate a debit entry to Borrowerâ€™s account for a certain amount of the periodic obligations due on a specific Payment Date, Borrower shall pay to Agent, for the benefit of Lenders, such amount of periodic obligations in full in immediately available funds on such Payment Date; provided, further, that, with respect to clauseÂ (i)Â above, if Agent informs Borrower that Agent shall not initiate a debit entry as described above later than the date that is three (3)Â Business Days prior to such Payment Date, Borrower shall pay to Agent, for the ratable benefit of Lenders, such amount of periodic obligations in full in immediately available funds on the date that is three (3)Â Business Days after the date on which Agent notifies Borrower thereof; provided, further, that, with respect to clauseÂ (ii)Â above, in the event that Agent informs Borrower that Agent shall not initiate a debit entry to Borrowerâ€™s account for specified out-of-pocket legal fees and costs incurred by Agent or Lenders, Borrower shall pay to Agent such amount in full in immediately available funds within three (3)Â Business Days.1.2Maximum Interest. Notwithstanding any provision in this Agreement or any other Loan Document, it is the partiesâ€™ intent not to contract for, charge or receive interest at a rate that is greater than the maximum rate permissible by law that a court of competent jurisdiction shall deem applicable hereto (which under the laws of the State of California shall be deemed to be the laws relating to permissible rates of interest on commercial loans) (the â€œMaximum Rateâ€). If a court of competent jurisdiction shall finally determine that Borrower has actually paid to Lenders an amount of interest in excess of the amount that would have been payable if all of the Secured Obligations had at all times borne interest at the Maximum Rate, then such excess interest actually paid by Borrower shall be applied as follows: first, to the payment of the Secured Obligations consisting of the outstanding principal; second, after all principal is repaid, to the payment of Lendersâ€™ accrued interest, costs, expenses, professional fees and any other Secured Obligations; and third, after all Secured Obligations are repaid, the excess (if any) shall be refunded to Borrower.1.3Default Interest. In the event any payment is not paid on the scheduled payment date, other than due to a failure of any ACH debit due solely to an administrative or operational error of Agent or Lender or Borrowerâ€™s bank if Borrower had the funds to make the payment when due and makes the payment within three (3) Business Days following Borrowerâ€™s knowledge of such failure to pay, an amount equal to four percent (4%) of the past due amount shall be payable on demand. In addition, upon the occurrence and during the continuation of an Event of Default hereunder, all Secured Obligations, including principal, interest, compounded interest, and professional fees, shall bear interest at a rate per annum equal to the rate set forth in SectionÂ 2.1(c), plus four percent (4%) per annum. In the event any interest is not paid when due hereunder, delinquent interest shall be added to principal and shall bear interest on interest, compounded at the rate set forth in SectionÂ 2.1(c) or thisÂ Section 2.3, as applicable.1.4Prepayment. Borrower may prepay at any time all or a portion of the outstanding Advances by paying the entire principal balance (or such portion thereof), all accrued and unpaid interest thereon, all unpaid Lenderâ€™s fees and expenses due hereunder accrued to the date of the repayment (including, without limitation, the portion of the End of Term Charge applicable to the aggregate original 26principal amount of the Term Loan Advances being prepaid in accordance with Section 2.5), together with a prepayment charge equal to the following percentage of the outstanding principal amount of such Advance amount being so prepaid: with respect to each Advance (which Advance amount shall include, for the avoidance of doubt, any principal that has been added to the principal balance of such Advance pursuant to Section 2.1(c)(ii)) (a) if the principal amount of such Advance amounts are prepaid on or prior to the date which is twelve (12) months following the Closing Date, three percent (3.00%); (b) if the principal amount of such Advance amounts are prepaid after the date which is twelve (12) months following the Closing Date but on or prior to the date which is twenty-four (24) months following the Closing Date, two percent (2.00%); and (c) thereafter through the day before the Term Loan Maturity Date, one percent (1.00%) (each, a â€œPrepayment Chargeâ€). Borrower agrees that the Prepayment Charge is a reasonable calculation of Lendersâ€™ lost profits in view of the difficulties and impracticality of determining actual damages resulting from an early repayment of the Advances. Borrower shall prepay the outstanding amount of all principal and accrued interest through the prepayment date and the Prepayment Charge upon the occurrence of a Change in Control or any other prepayment hereunder. Notwithstanding the foregoing, Agent and Lenders agree to waive the Prepayment Charge if Agent and Lenders (in their sole and absolute discretion) agree in writing to refinance the Advances prior to the Term Loan Maturity Date. For the avoidance of doubt, if a payment hereunder becomes due and payable on a day that is not a Business Day, the due date thereof shall be the immediately subsequent Business Day. 1.5End of Term Charge. (a)On any date that Borrower partially prepays the outstanding Secured Obligations pursuant to Section 2.4, Borrower shall pay Lenders an amount equal to the End of Term Charge Percentage multiplied by the principal amount of such Term Loan Advances being prepaid. (b)On the earliest to occur of (i)Â the Term Loan Maturity Date, (ii)Â the date that Borrower prepays the outstanding Secured Obligations (other than any inchoate indemnity obligations and any other obligations which, by their terms, are to survive the termination of this Agreement) in full, or (iii)Â the date that the Secured Obligations become due and payable in full pursuant to the terms of this Agreement, Borrower shall pay Lenders a charge (the â€œEnd of Term Chargeâ€) equal to the (x) End of Term Charge Percentage multiplied by the aggregate original principal amount of the Term Loan Advances made hereunder minus (y) the aggregate amount of payments made pursuant to Section 2.5(a). Notwithstanding the required payment date of such End of Term Charge, the applicable pro rata portion of the End of Term Charge shall be deemed earned by Lenders on the date the applicable Term Loan Advance is made. For the avoidance of doubt, if a payment hereunder becomes due and payable on a day that is not a Business Day, the due date thereof shall be the immediately subsequent Business Day.1.6Pro Rata Treatment. Each payment (including prepayment) on account of any fee and any reduction of the Term Loan Advances shall be made pro rata according to the Term Commitments of the relevant Lenders.1.7Taxes; Increased Costs. Borrower, Agent and Lenders each hereby agree to the terms and conditions set forth on Addendum 1 attached hereto.1.8Treatment of Prepayment Charge and End of Term Charge. Borrower agrees that any Prepayment Charge and any End of Term Charge payable shall be presumed to be the liquidated damages sustained by each Lender as the result of the early termination, and Borrower agrees that it is reasonable 27under the circumstances currently existing and existing as of the Closing Date. The Prepayment Charge and the End of Term Charge shall also be payable in the event the Secured Obligations (and/or this Agreement) are satisfied or released by foreclosure (whether by power of judicial proceeding), deed in lieu of foreclosure, or by any other means. Each Loan Party expressly waives (to the fullest extent it may lawfully do so) the provisions of any present or future statute or law that prohibits or may prohibit the collection of the foregoing Prepayment Charge and End of Term Charge in connection with any such acceleration. Borrower agrees (to the fullest extent that each may lawfully do so): (a) each of the Prepayment Charge and the End of Term Charge is reasonable and is the product of an armâ€™s length transaction between sophisticated business people, ably represented by counsel; (b) each of the Prepayment Charge and the End of Term Charge shall be payable notwithstanding the then prevailing market rates at the time payment is made; (c) there has been a course of conduct between Lenders and Borrower giving specific consideration in this transaction for such agreement to pay the Prepayment Charge and the End of Term Charge as a charge (and not interest) in the event of prepayment or acceleration; and (d) Borrower shall be estopped from claiming differently than as agreed to in this Section. Borrower expressly acknowledges that its agreement to pay each of the Prepayment Charge and the End of Term Charge to Lenders as herein described was on the Closing Date and continues to be a material inducement to Lenders to provide the Term Loan Advances.1.9AHYDO Catch-Up Payments. Notwithstanding anything in this Agreement or in any other Loan Document to the contrary, if any Term Loan would otherwise constitute an â€œapplicable high yield discount obligationâ€ within the meaning of Section 163(i) of the Code (an â€œAHYDOâ€), then Borrower shall pay in cash, on each applicable Payment Date after the fifth (5th) anniversary of the applicable issue date (within the meaning of Sections 1.1273-2(a)(2) and 1.1275-2(k) of the United States Treasury Regulations), a minimum amount on such Term Loan (including any accrued and unpaid interest, Term Loan PIK Interest and/or applicable principal amount) as shall be necessary to ensure that such Term Loan shall not constitute an AHYDO (each such payment, an â€œAHYDO Catch-Up Paymentâ€). This Section 2.9 is intended to prevent such Term Loan from being classified as an AHYDO, and shall be interpreted consistently therewith.SECTION 2SECURITY INTEREST2.1Grant of Security Interest. As security for the prompt and complete payment when due (whether on the payment dates or otherwise) of all the Secured Obligations, Borrower grants to Agent a security interest in all of Borrowerâ€™s right, title, and interest in, to and under all of Borrowerâ€™s personal property and other assets including without limitation the following (except as set forth herein) whether now owned or hereafter acquired (collectively, the â€œCollateralâ€): (a)Â Receivables; (b)Â Equipment; (c)Â Fixtures; (d)Â General Intangibles (which, for the avoidance of doubt, shall not include any Excluded Intellectual Property), (e)Â Inventory; (f)Â Investment Property; (g)Â Deposit Accounts; (h)Â Cash; (i)Â Goods; and all other tangible and intangible personal property of Borrower whether now or hereafter owned or existing, leased, consigned by or to, or acquired by, Borrower and wherever located, and any of Borrowerâ€™s property in the possession or under the control of Agent; and, to the extent not otherwise included, all Proceeds of each of the foregoing and all accessions to, substitutions and replacements for, and rents, profits and products of each of the foregoing. 2.2Excluded Collateral. Notwithstanding the broad grant of the security interest set forth in SectionÂ 3.1, above, the Collateral shall not include (collectively, the â€œExcluded Collateralâ€): (a) Excluded 28Intellectual Property, (b) more than 65% of the presently existing and hereafter arising issued and outstanding Equity Interests owned by Borrower of any Foreign Subsidiary or Foreign Subsidiary Holding Company which Equity Interests entitle the holder thereof to vote for directors or any other matter, (c) nonassignable licenses or contracts, including without limitation any licenses described in clause (b) of the defined term â€œPermitted Transfersâ€, which by their terms require the consent of the licensor thereof or another party (but only to the extent such prohibition on transfer is enforceable under applicable law, including, without limitation, SectionsÂ 9406, 9407 and 9408 of the UCC), provided further, that upon the termination of such prohibition or such consent being provided with respect to any license or contract,

such license or contract shall automatically be included in the Collateral, (d) property for which the granting of a security interest therein is contrary to applicable law, provided that upon the cessation of any such restriction or prohibition, such property shall automatically be included in the Collateral; (e) any Excluded Accounts; (f) any cash collateral deposit subject to a Permitted Lien hereunder, if the grant of a security interest with respect to such property pursuant to this Agreement would be prohibited by the agreement creating such Permitted Lien or would otherwise constitute a default thereunder or create a right of termination a party thereto (other than Borrower), provided that upon the termination and release of such cash collateral, such property shall automatically be included in the Collateral; (g) any lease, license or other agreement and any property subject thereto on the Closing Date or on the date of the acquisition of such property (other than any property acquired by a Loan Party subject to any such contract or other agreement to the extent such contract or other agreement was incurred in contemplation of such acquisition) to the extent that a grant of a security interest therein to secure the Secured Obligations would violate or invalidate such lease, license, contract or agreement or create a right of termination in favor of any other party thereto (other than the Borrower, any other Loan Party or any Subsidiary) (but (A) only to the extent such prohibition is enforceable under applicable law and (B) other than to the extent that any such term would be rendered ineffective pursuant to Sections 9-406, 9-408 or 9-409 (or any other Section) of Article 9 of the UCC); (h) any assets as to which the Agent in its reasonable discretion shall determine that the costs and burdens of obtaining or perfecting a security interest therein substantially outweigh the benefit to the Lenders of the security afforded thereby (including, without limitation, vehicles or other assets subject to a certificate of title); (i) any â€œintent to useâ€ trademarks at all times prior to the first use thereof, whether by the actual use thereof in commerce, the recording of a statement of use with the United States Patent and Trademark Office or otherwise, provided, that upon submission and acceptance by the United States Patent and Trademark Office of an amendment to allege use of an intent-to-use trademark application pursuant to 15 U.S.C. Section 1060(a) (or any successor provision) such intent-to-use application shall constitute Collateral, (j) any Inventory related to an Optioned Program (as defined the Gilead Collaboration Agreement) or Opt-in Asset, and (k) any other assets as may be agreed by the Agent in writing in its sole discretion to be excluded from Collateral.SECTION 3CONDITIONS PRECEDENT TO LOANThe obligations of Lenders to make the Loan hereunder are subject to the satisfaction by Borrower of the following conditions:3.1Initial Advance. On or prior to the Closing Date, Borrower shall have delivered to Agent the following:29(a)duly executed copies of the Loan Documents, and all other documents and instruments reasonably required by Agent to effectuate the transactions contemplated hereby or to create and perfect the Liens of Agent with respect to all Collateral, in all cases in form and substance reasonably acceptable to Agent;(b)[reserved]; (c)a legal opinion of Borrowerâ€™s counsel in form and substance reasonably acceptable to Agent;(d)copy of resolutions of each Borrowerâ€™s Board, certified by an officer of such Borrower, evidencing (i) approval of the Loan and other transactions evidenced by the Loan Documents, (ii) authorizing a specified person or persons to execute the Loan Documents to which it is a party on its behalf, and (iii) authorizing a specified person or persons, on its behalf, to sign and/or dispatch all documents and notices (including, if relevant, any Advance Request or other relevant notice) to be signed and/or dispatched by it under or in connection with the Loan Documents to which it is a party(e)copies of the Charter of Borrower, certified by the Secretary of State of the applicable jurisdiction of organization and the other Organizational Documents, as amended through the Closing Date, of Borrower, certified by an officer of Borrower;(f)dated as of recent date, searches for financing statements;(g)a certificate of good standing for Borrower from its jurisdiction of organization and similar certificates from all other jurisdictions in which it does business and where the failure to be qualified could have a Material Adverse Effect;(h)payment of the Due Diligence Fee, Initial Facility Charge and reimbursement of Agentâ€™s and Lendersâ€™ current expenses reimbursable pursuant to this Agreement, which amounts may be deducted from the initial Advance;(i)a duly executed copy of the Perfection Certificate and each exhibit and addendum thereto; (j)all certificates of insurance, endorsements, and copies of each insurance policy required pursuant to SectionÂ 6.2; (k)evidence that this Agreement and its terms are acceptable under the Gilead Collaboration Agreement and; provided further, such evidence shall include a mutually acceptable non-disturbance agreement with Gilead if requested; (l)all reports, declarations and forms required by the SBA, including but not limited to SBA 652, SBA 1031 and SBA 480; and (m)such other documents as Agent may reasonably request.3.2All Advances. On each Advance Date:30(a)Agent shall have receivedÂ (i) an Advance Request for the relevant Advance as required by SectionÂ 2.1(b), duly executed by Borrowerâ€™s Chief Executive Officer, Chief Financial Officer or Chief Accounting Officer, and (ii) any other documents Agent may reasonably request in its good faith business discretion.(b)The representations and warranties set forth in this Agreement shall be true and correct in all material respects on and as of the applicable Advance Date with the same effect as though made on and as of such date, except to the extent such representations and warranties expressly relate to an earlier date.(c)At the time of and immediately after such Advance, no Default or Event of Default shall have occurred and be continuing.(d)With respect to any Tranche 2 Advance, Borrower shall have paid the Tranche 2 Facility Charge.Each Advance Request shall be deemed to constitute a representation and warranty by Borrower on the relevant Advance Date as to the matters specified in subsectionsÂ (b)Â and (c)Â of this SectionÂ 4.2 and as to the matters set forth in the Advance Request.3.3No Default. As of the Closing Date and each Advance Date, (i)Â no fact or condition exists that could (or could, with the passage of time, the giving of notice, or both) constitute an Event of Default and (ii)Â no event that has had or could reasonably be expected to have a Material Adverse Effect has occurred and is continuing.3.4Post-Closing Obligations. Notwithstanding any provision herein or in any other Loan Document to the contrary, to the extent not actually delivered on or prior to the Closing Date, Borrower shall:(a)use commercially reasonable efforts to deliver to Agent (or its designated agent) within forty-five (45) days following the Closing Date (or such later date as Agent may agree in its sole discretion) duly executed landlord consents for its (i) chief executive office or its principal place of business and (ii) offices or business locations, including warehouses, containing in excess of Five Hundred Thousand Dollars ($500,000) of Borrowerâ€™s assets or property;(b)use commercially reasonable efforts to deliver to Agent (or its designated agent) within forty-five (45) days following the Closing Date (or such later date as Agent may agree in its sole discretion) duly executed bailee agreements for any bailee location holding a portion of Borrowerâ€™s assets or property valued, individually or in the aggregate, in excess of Five Hundred Thousand Dollars ($500,000); (c)except as provided for in clauses (d) and (e) below, deliver to Agent (or its designated agent) within fifteen (15) days following the Closing Date (or such later date as Agent may agree in its sole discretion) duly executed Account Control Agreement(s) with respect to each Deposit Account and account holding Investment Property (other than an Excluded Account) maintained by Borrower or any Subsidiary; provided that, except as provided for in clause (d) below, no proceeds of any Advance shall be transferred to any Deposit Account that is not subject to an Account Control Agreement;31(d)deliver to Agent (or its designated agent) within ninety (90) days following the Closing Date (or such later date as Agent may agree in its sole discretion), such security documentation as may be reasonably required by Agent to obtain and perfect its Lien upon Borrower's Deposit Account ending in 9075 maintained with JPMorgan Ireland, including any Account Control Agreement; and(e)deliver to Agent (or its designated agent) within thirty (30) days following the Closing Date (or such later date as Agent may agree in its sole discretion), insurance endorsements in accordance with the requirements of Section 6.2 of this Agreement.SECTION 4REPRESENTATIONS AND WARRANTIESBorrower represents and warrants that: 4.1Organizational Status. Borrower is duly organized, legally existing and in good standing under the laws of its jurisdiction of incorporation, and is duly qualified as a foreign corporation in all jurisdictions in which the nature of its business or location of its properties require such qualifications and where the failure to be qualified could reasonably be expected to have a Material Adverse Effect. Borrowerâ€™s present name, former names (if any), locations, place of formation, tax identification number, organizational identification number and other information are correctly set forth in ExhibitÂ B, as may be updated by Borrower in a written notice (including any Compliance Certificate) provided to Agent after the Closing Date in accordance with this Agreement. This Agreement constitutes, and each other Loan Document when so delivered will constitute, a legal, valid and binding obligation of the Borrower, enforceable against the Borrower in accordance with its terms, except as such enforceability may be limited by bankruptcy, insolvency, reorganization, receivership, moratorium or other laws affecting creditorsâ€™ rights generally and by general principles of equity.4.2Collateral. Borrower owns or otherwise has the rights to use the Collateral free of all Liens, except for Permitted Liens. Borrower has the power and authority to grant to Agent a Lien in the Collateral as security for the Secured Obligations.4.3Consents. Borrowerâ€™s execution, delivery and performance of this Agreement and all other Loan Documents to which it is a party, (i)Â have been duly authorized by all necessary action of Borrower in accordance with its Organizational Documents and applicable law, (ii)Â will not result in the creation or imposition of any Lien upon the Collateral, other than Permitted Liens, (iii) do not violate (A) any provisions of Borrowerâ€™s Organizational Documents or (B) any, law, regulation, order, injunction, judgment, decree or writ to which Borrower is subject in any material respect and (iv)Â except as described on Schedule 5.3, do not violate any material contract or agreement or require the consent or approval of any other Person or Governmental Authority which has not already been obtained. The individual or individuals executing the Loan Documents on behalf of Borrower are duly authorized to do so.4.4Material Adverse Effect. No Material Adverse Effect has occurred and is continuing, and Borrower is not aware of any event or circumstance that is likely to occur that is reasonably expected to result in a Material Adverse Effect.4.5Actions Before Governmental Authorities. There are no actions, suits, claims, disputes or proceedings at law or in equity or by or before any Governmental Authority now pending or, to the 32knowledge of Borrower, threatened against or affecting Borrower or its property, that is reasonably expected to result in a Material Adverse Effect.4.6Laws. (a)Neither Borrower nor any of its Subsidiaries is in violation of any law, rule or regulation, or in default with respect to any judgment, writ, injunction or decree of any Governmental Authority to which Borrower or such Subsidiaries are subject, where such violation or default is reasonably expected to result in a Material Adverse Effect. Borrower is not in default under (i) any provision of any agreement or instrument evidencing material Indebtedness in any material respect, or (ii) any other agreement to which it is a party or by which it is bound that is reasonably expected to result in a Material Adverse Effect.(b)Neither Borrower nor any of its Subsidiaries is an â€œinvestment company,â€ a company that would be an â€œinvestment companyâ€ except for the exclusion from the definition of â€œinvestment companyâ€ in Section 3(c) of the Investment Company Act of 1940, as amended (the â€œ1940 Actâ€), or a company â€œcontrolledâ€ by an â€œinvestment companyâ€ under the 1940 Act. Neither Borrower nor any of its Subsidiaries is engaged as one of its important activities in extending credit for margin stock (under Regulations X, T and U of the Federal Reserve Board of Governors). Borrower and each of its Subsidiaries has complied in all material respects with the Federal Fair Labor Standards Act. Neither Borrower nor any of its Subsidiaries is a â€œholding companyâ€ or an â€œaffiliateâ€ of a â€œholding companyâ€ or a â€œsubsidiary companyâ€ of a â€œholding companyâ€ as each term is defined and used in the Public Utility Holding Company Act of 2005. Neither Borrowerâ€™s nor any of its Subsidiariesâ€™ properties or assets have been used by Borrower or such Subsidiary or, to Borrowerâ€™s knowledge, by previous Persons, in disposing, producing, storing, treating, or transporting any hazardous substance other than in material compliance with applicable laws. Borrower and each of its Subsidiaries has obtained all consents, approvals and authorizations of, made all declarations or filings with, and given all notices to, all Governmental Authorities that are necessary to continue their respective businesses as currently conducted.(c)None of Borrower, any of its Subsidiaries, or, to the knowledge of Borrower, any of Borrowerâ€™s or its Subsidiariesâ€™ Affiliates or any of their respective agents acting or benefiting in any capacity in connection with the transactions contemplated by this Agreement is (i)Â in violation of any Anti-Terrorism Law, (ii)Â engaging in or conspiring to engage in any transaction that evades or avoids, or has the purpose of evading or avoiding or attempts to violate, any of the prohibitions set forth in any Anti-Terrorism Law, or (iii)Â is a Blocked Person. None of Borrower, any of its Subsidiaries, or to the knowledge of Borrower, any of their Affiliates or agents, acting or benefiting in any capacity in connection with the transactions contemplated by this Agreement, (x)Â conducts any business or engages in making or receiving any contribution of funds, goods or services to or for the benefit of any Blocked Person, or (y)Â deals in, or otherwise engages in any transaction relating to, any property or interest in property blocked pursuant to Executive Order No. 13224, any similar executive order or other Anti-Terrorism Law. None of the funds to be provided under this Agreement shall be used, directly or indirectly, (a)Â for any activities in violation of any applicable anti-money laundering, economic sanctions and anti-bribery laws and regulations laws and regulations or (b)Â for any payment to any governmental official or employee, political party, official of a political party, candidate for political office, or anyone else acting in an official capacity, in order to obtain, retain or direct business or obtain any improper advantage, in violation of the United States Foreign Corrupt Practices Act of 1977, as amended.334.7Information Correct and Current. No information, report, Advance Request, financial statement, exhibit or schedule furnished, by or on behalf of Borrower to Agent in connection with any Loan Document or included therein or delivered pursuant thereto contained, or, when taken as a whole, contains, or shall contain, any material misstatement of fact or, when taken together with all other such information or documents, omitted, omits or shall omit to state any material fact necessary to make the statements therein, in the light of the circumstances under which they were, are or shall be made, not materially misleading at the time such statement was made or deemed made. Additionally, any and all financial or business projections provided by a Borrower to Agent, whether prior to or after the Closing Date, shall be (i)Â provided in good faith and based on the most current data and information available to Borrower, and (ii)Â the most current of such projections provided to Borrowerâ€™s Board (it being understood that the projections and forecasts provided by Borrower in good faith and based upon reasonable assumptions are not viewed as facts, that such projections are subject to significant uncertainties and contingencies, many of which are beyond the control of Borrower, that no assurance is given that any particular projections will be realized, and that actual results during the period or periods covered by such projections and forecasts may differ from the projected or forecasted results).4.8Tax Matters. Except as set forth on Schedule 5.8, (a) Borrower and its Subsidiaries have filed all federal and state income Tax returns and other material Tax returns that they are required to file, (b) Borrower and its Subsidiaries have duly paid all federal and state income Taxes and other material Taxes or installments thereof that they are required to pay, except Taxes being contested in good faith by appropriate proceedings and for which Borrower and its Subsidiaries maintain adequate reserves in accordance with GAAP, and (c) to the best of Borrowerâ€™s knowledge, no proposed or pending Tax assessments, deficiencies, audits or other proceedings with respect to Borrower or any Subsidiary have had, or could reasonably be expected to have, individually or in the aggregate, a Material Adverse Effect.4.9Intellectual Property Claims. Except as described on Schedule 5.9 and as may be updated by Borrower in a written notice provided from time to time after the Closing Date, Borrower is the sole owner of, or otherwise controls the Current Company Intellectual Property material to Borrowerâ€™s business. Except as described on Schedule 5.9 and as may be updated by Borrower in a written notice provided from time to time after the Closing Date, (i) each of the material Copyrights, Trademarks and Patents (other than patent applications) is valid and enforceable, (ii) no material part has been judged invalid or unenforceable, in whole or in part, and (iii) except as set forth in the most recently delivered Compliance Certificate in accordance with Section 7.1(d), no claim has been made to Borrower in writing that any material part violates the rights of any third party, in each case of (i), (ii) and (iii) for those included in the Current Company IP that is owned by Borrower or to the knowledge of Borrower that is in-licensed by Borrower. ExhibitÂ C (and as may be updated by Borrower in a written notice provided from time to time after the Closing Date) is a true, correct and complete list of each of Borrowerâ€™s registered Patents and filed Patent applications, registered Trademarks, registered Copyrights, in each case, included in the Current Company IP that is owned by Borrower or to the knowledge of Borrower that is in-licensed by Borrower (â€œCurrent Registered Company IPâ€) (other than shrink-wrap software licenses, licenses that are commercially available to the public, open source licenses, licenses disclosed in writing to Agent as required under this Agreement and immaterial Intellectual Property licensed to Borrower in the ordinary course of business), together with application or registration numbers, as applicable, owned by Borrower or any Subsidiary, in each case as of the Closing Date. Borrower is not in material breach of, nor has Borrower failed to perform any material obligations under, any Material Agreements and, to Borrowerâ€™s knowledge, no third party to any such Material Agreement is in material breach thereof or has failed to perform any material obligations thereunder.344.10Intellectual Property. (a)A true, correct and complete list of Current Registered Company IP, including its name/title, current owner or co-owners (including ownership interest), registration, patent or application number, and registration or application date, issued or filed in the United States, is set forth on Schedule 5.10(a). Except as set forth on Schedule 5.10(a), (i) (A) each item of owned Current Registered Company IP is, to the knowledge of Borrower, valid, subsisting and enforceable and no such item of Current Registered Company IP has lapsed, expired, been cancelled or invalidated or abandoned (other than as a result of ordinary course of business), and (B) to the knowledge of Borrower, no written notice has been received challenging the inventorship or ownership, or relating to any lapse, expiration, invalidation, abandonment or unenforceability, of any such item of Current Registered Company IP, and (ii) (A) each item of Current Registered Company IP which is licensed from another Person is, to the knowledge of Borrower, valid, subsisting and enforceable and no such item of Current Registered Company IP has lapsed, expired, been cancelled or invalidated, or abandoned (other than as a result of ordinary course of business), and (B) to the knowledge of Borrower, no written notice has been received challenging the inventorship or ownership, or relating to any lapse, expiration, invalidation, abandonment or unenforceability, of any such item of Current Registered Company IP which is licensed from another Person. There are no published patents, patent applications, articles or prior art references that would reasonably be expected to be infringed by the exploitation of the Borrower Products, which such infringement could be reasonably expected to result in a Material Adverse Effect. Except as set forth on Schedule 5.10(a), (x) each Person who has or has had any rights in or to owned Current Company IP or any trade secrets owned by the

Borrower or any of its Subsidiaries, including each inventor named on the Patents within such owned Current Company IP filed by the Borrower or any of its Subsidiaries, has executed an agreement assigning his, her or its entire right, title and interest in and to such owned Current Company IP and such trade secrets, and the inventions, improvements, ideas, discoveries, writings, works of authorship, information and other intellectual property embodied, described or claimed therein, to the stated owner thereof, and (y) no such Person has any contractual or other obligation that would materially preclude or conflict with such assignment or the exploitation of the Borrower Products or entitle such Person to ongoing payments, singly or in the aggregate, would result in a Material Adverse Effect. (b)[reserved].(c)There are no maintenance, annuity or renewal fees that are currently overdue beyond their allotted grace period for any of the Current Registered Company IP. (d)To the knowledge of Borrower, there are no material unpaid fees or royalties under any Material Agreements that have become overdue. To the knowledge of Borrower, each Material Agreement is in full force and effect and is legal, valid, binding, and enforceable in accordance with its respective terms, except as may be limited by bankruptcy, insolvency, reorganization, moratorium or similar laws relating to or limiting creditorsâ€™ rights generally or by equitable principles relating to enforceability. Except as set forth on Schedule 5.10(d), to the knowledge of Borrower, neither Borrower nor any of its Subsidiaries, as applicable, is in breach of or default in any manner that could reasonably be expected to materially affect the Borrower Products under any Material Agreement to which it is a party or may otherwise be bound, and no circumstances or grounds exist that would give rise to a claim of breach or right of rescission, termination, non-renewal, revision or amendment of any of the Material Agreements, including the execution, delivery and performance of this Agreement and the other Loan 35Documents, singly or in the aggregate, could reasonably be expected to result in a Material Adverse Effect.(e)No payments by the Borrower or any of its Subsidiaries are due to any other Person in respect of the Current Company IP, other than pursuant to the Material Agreements and those fees payable to patent offices in connection with the prosecution and maintenance of the Current Company IP, any applicable taxes and associated attorney fees, except as would not reasonably be expected to have a Material Adverse Effect.(f)Neither the Borrower nor any of its Subsidiaries has undertaken or omitted to undertake any acts, and no circumstance or grounds exist that would invalidate or reduce, in whole or in part, the enforceability or scope of (i) the Current Company IP in any manner that could reasonably be expected to materially adversely affect the Borrower Products, or (ii) except as set forth on Schedule 5.10(f), the Borrowerâ€™s or Subsidiaryâ€™s entitlement to own or license and exploit such Current Company IP in any manner that could reasonably be expected to materially adversely affect the Borrower Products.(g)Except as described on Schedule 5.9 or in the most recently delivered Compliance Certificate in accordance with Section 7.1(d), there is no requested, filed pending, decided or settled opposition, interference proceeding, reissue proceeding, reexamination proceeding, inter-partes review proceeding, post-grant review proceeding, cancellation proceeding, injunction, litigation, paragraph IV patent certification or lawsuit under the Hatch-Waxman Act, hearing, investigation, complaint, arbitration, mediation, demand, International Trade Commission investigation, decree, or any other dispute, disagreement, or claim, in each case alleged in writing to Borrower or any of its Subsidiaries (collectively referred to hereinafter as â€œSpecified Disputesâ€), nor to the knowledge of Borrower, has any such Specified Dispute been threatened in writing, in each case challenging the legality, validity, enforceability or ownership of any Current Company IP, in each case that would have a material adverse effect on the Borrower Products. (h)In each case where an issued Patent within the Current Registered Company IP is owned by the Borrower or any of its Subsidiaries by assignment, the assignment has been duly recorded with the U.S. Patent and Trademark Office, except as would not reasonably be expected to have a Material Adverse Effect. (i)Except as set forth on Schedule 5.10(i) there are no pending or, threatened claims against Borrower or any of its Subsidiaries alleging that any research, development, manufacture, production, use, commercialization, marketing, importing, offer for sale, distribution or sale of the Borrower Products in the United States infringes or violates the rights of any third parties in or to any Intellectual Property (â€œThird Party IPâ€) or constitutes a misappropriation of any Third Party IP, except as would not reasonably be expected to have a Material Adverse Effect. (j)[reserved].(k)Except as set forth on Schedule 5.10(k), there are no settlements, covenants not to sue, consents, judgments, orders or similar obligations which: (i) restrict the rights of the Borrower or any of its Subsidiaries to use any Current Company IP relating to the research, development, manufacture, production, use, commercialization, marketing, importing, offer for sale, distribution or sale of the Borrower Products (in order to accommodate any Third Party IP or otherwise), or (ii) permit any third 36parties to use any Current Company IP, except as would not reasonably be expected to have a Material Adverse Effect.(l)Except as set forth on Schedule 5.10(l), (i) there is no, nor has there been any, infringement or violation by any Person of any of the Current Company IP or the rights therein, except as would not reasonably be expected to have a Material Adverse Effect, and (ii) there is no, nor has there been any, misappropriation by any Person of any of the Current Company IP or the subject matter thereof, except as would not reasonably be expected to have a Material Adverse Effect.(m)The Borrower and each of its Subsidiaries has taken all commercially reasonable measures customary in the biopharmaceutical industry to protect the confidentiality and value of all trade secrets owned by the Borrower or any of its Subsidiaries or used or held for use by the Borrower or any of its Subsidiaries, in each case relating to the research, development, manufacture, production, use, commercialization, marketing, importing, offer for sale, distribution or sale of the Borrower Products, except as could not reasonably be expected to have a Material Adverse Effect.(n)[reserved].(o)Except as described on Schedule 5.10(o), Borrower has all material rights with respect to Current Company IP. Without limiting the generality of the foregoing, and in the case of Licenses, except for restrictions that are unenforceable under Division 9 of the UCC or restrictions that are permitted hereunder, Borrower has the right, to the extent required to operate Borrowerâ€™s business, to freely transfer, license or assign owned Current Company IP, without condition, restriction or payment (other than license payments in the ordinary course of business) to any third party, except as would not reasonably be expected to have a Material Adverse Effect.(p)No material software or other material materials used by Borrower or any of its Subsidiaries (or used in any Borrower Products or any Subsidiariesâ€™ products) are subject to an open-source or similar license (including but not limited to the General Public License, Lesser General Public License, Mozilla Public License, or Affero License) (collectively, â€œOpen Source Licensesâ€) in a manner that would cause such software or other materials to have to be (i) distributed to third parties at no charge or a minimal charge (royalty-free basis); (ii) licensed to third parties to modify, make derivative works based on, decompile, disassemble, or reverse engineer; or (iii) used in a manner that could require disclosure or distribution in source code form.4.11Borrower Products. Except as set forth on Schedule 5.11, no material Current Company IP owned by Borrower or Borrower Product is subject to any actual or, to the knowledge of Borrower, threatened litigation, proceeding (including any proceeding in the United States Patent and Trademark Office or any corresponding foreign office or agency) or outstanding decree, order, judgment, settlement agreement or stipulation that restricts in any manner Borrowerâ€™s use, transfer or licensing thereof or that may affect the validity, use or enforceability thereof, singly or in aggregate, could reasonably be expected to result in Material Adverse Effect. There is no decree, order, judgment, agreement, stipulation, arbitral award or other provision entered into in connection with any litigation or proceeding that obligates Borrower to grant material licenses or ownership interest in any future material Intellectual Property that would be owned by Borrower related to the operation or conduct of the business of Borrower or Borrower Products. Borrower has not received, to the knowledge of Borrower, any written notice or claim, challenging or questioning Borrowerâ€™s ownership in any material Current Company IP or suggesting that 37any third party has any claim of legal or beneficial ownership with respect thereto nor, to Borrowerâ€™s knowledge, is there a reasonable basis for any such claim. To Borrowerâ€™s knowledge, neither Borrowerâ€™s use of its Current Company IP nor the production and sale of Borrower Products materially infringes the Third Party IP, singly or in aggregate, could reasonably be expected to result in Material Adverse Effect. 4.12Financial Accounts. ExhibitÂ D, as may be updated by Borrower in a written notice provided to Agent after the Closing Date, is a true, correct and complete list of (a)Â all banks and other financial institutions at which Borrower or any Subsidiary maintains Deposit Accounts and (b)Â all institutions at which Borrower or any Subsidiary maintains an account holding Investment Property, and such exhibit correctly identifies the name, address and telephone number of each bank or other institution, the name in which the account is held, a description of the purpose of the account, and the complete account number therefor.4.13Employee Loans. Other than loans constituting Permitted Investments, Borrower has no outstanding loans to any employee, officer or director of Borrower nor has Borrower guaranteed the payment of any loan made to an employee, officer or director of Borrower by a third party.4.14Subsidiaries. Borrower does not own any stock, partnership interest or other securities of any Person, except for Permitted Investments. Attached as Schedule 5.14, as may be updated by Borrower in a written notice provided after the Closing Date, is a true, correct and complete list of each Subsidiary.4.15Solvency. The fair salable value of the Loan Partiesâ€™ consolidated assets (including goodwill minus disposition costs) exceeds the fair value of the Loan Partiesâ€™ liabilities; no Loan Party is left with unreasonably small capital after the transactions in this Agreement; and Borrower and each of its Subsidiaries are able to pay their debts (including trade debts) as they mature. The amount of any contingent liability at any time shall be computed as the amount that would reasonably be expected to become an actual and matured liability. SECTION 5INSURANCE; INDEMNIFICATION5.1Coverage. Borrower shall cause to be carried and maintained commercial general liability insurance covering Borrower and each of its Subsidiaries, on an occurrence form, against risks customarily insured against in Borrowerâ€™s line of business. Such risks shall include the risks of bodily injury, including death, property damage, personal injury, advertising injury, and contractual liability per the terms of the indemnification agreement found in SectionÂ 6.3. Borrower shall maintain a minimum of $4,000,000 of commercial general liability insurance for each occurrence. Borrower maintains and shall continue to maintain a minimum of $4,000,000 of directorsâ€™ and officersâ€™ insurance for each occurrence and $10,000,000 in the aggregate. So long as there any Secured Obligations outstanding, Borrower shall maintain insurance upon the business and assets of Borrower and its Subsidiaries, insuring against all risks of physical loss or damage howsoever caused, in an amount not less than the full replacement cost of the Collateral, provided that such insurance may be subject to standard exceptions and deductibles. If Borrower fails to obtain the insurance called for by this Section 6.1 or fails to pay any premium thereon or fails to pay any other amount which Borrower is obligated to pay under this Agreement or any other Loan Document or which may be required to preserve the Collateral, Agent may obtain such insurance or make such payment, and all amounts so paid by Agent are immediately due and payable, bearing interest at the 38then highest rate applicable to the Secured Obligations, and secured by the Collateral. Agent will make reasonable efforts to provide Borrower with notice of Agent obtaining such insurance at the time it is obtained or within a reasonable time thereafter. No payments by Agent are deemed an agreement to make similar payments in the future or Agentâ€™s waiver of any Event of Default.5.2Certificates. Borrower shall deliver to Agent certificates of insurance that evidence compliance with its insurance obligations in SectionÂ 6.1 and the obligations contained in this SectionÂ 6.2. Borrowerâ€™s insurance certificate shall reflect Agent (shown as â€œHercules Capital, Inc., as Agent, and its successors and/or assignsâ€) as an additional insured for commercial general liability, a lenders loss payable for all risk property damage insurance, subject to the insurerâ€™s approval, and a lenders loss payable for property insurance and additional insured for liability insurance for any future insurance that Borrower may acquire from such insurer. Attached to the certificates of insurance will be additional insured endorsements for liability and lenderâ€™s loss payable endorsements for all risk property damage insurance. All certificates of insurance shall provide for a minimum of thirty (30) daysâ€™ advance written notice to Agent of cancellation (other than cancellation for non-payment of premiums, for which ten (10) daysâ€™ advance written notice shall be sufficient) or any other change adverse to Agentâ€™s interests. Any failure of Agent to scrutinize such insurance certificates for compliance is not a waiver of any of Agentâ€™s rights, all of which are reserved. Upon Agentâ€™s reasonable request, Borrower shall provide Agent with copies of each insurance policy, and upon entering or amending any insurance policy required hereunder, Borrower shall provide Agent with copies of such policies and shall promptly deliver to Agent updated insurance certificates with respect to such policies.5.3Indemnity. Borrower agrees to indemnify and hold Agent, Lenders and their officers, directors, employees, agents, in-house attorneys, representatives and shareholders (each, an â€œIndemnified Personâ€) harmless from and against any and all claims, costs, expenses, damages and liabilities (including such claims, costs, expenses, damages and liabilities based on liability in tort, including strict liability in tort), including reasonable attorneysâ€™ fees and disbursements and other costs of investigation or defense (including those incurred upon any appeal) (collectively, â€œLiabilitiesâ€), that may be instituted or asserted against or incurred by such Indemnified Person as the result of credit having been extended, suspended or terminated under this Agreement and the other Loan Documents or the administration of such credit, or in connection with or arising out of the transactions contemplated hereunder and thereunder, or any actions or failures to act in connection therewith, or arising out of the disposition or utilization of the Collateral, excluding in all cases Liabilities to the extent resulting solely from any Indemnified Personâ€™s gross negligence or willful misconduct. This Section 6.3 shall not apply with respect to Taxes other than any Taxes that represent losses, claims, damages, etc. arising from any non-Tax claim. In no event shall any Indemnified Person be liable on any theory of liability for any special, indirect, consequential or punitive damages (including any loss of profits, business or anticipated savings). This SectionÂ 6.3 shall survive the repayment of indebtedness under, and otherwise shall survive the expiration or other termination of, this Agreement, in each case subject to the applicable statute of limitations. SECTION 6COVENANTS Borrower agrees as follows: 6.1Financial Reports. Borrower shall furnish to Agent the financial statements and reports listed hereinafter (the â€œFinancial Statementsâ€):39(a)as soon as practicable (and in any event within thirty (30) days) after the end of each month, unaudited interim financial statements as of the end of such month (prepared on a consolidated basis), including balance sheet and related statements of income accompanied by a report detailing any material contingencies (including the commencement of any material litigation by or against Borrower) or any other occurrence that could reasonably be expected to have a Material Adverse Effect, all certified by a duly authorized officer of Borrower to the effect that they have been prepared in accordance with GAAP, except (i) for the absence of footnotes, (ii) that they are subject to normal year-end or quarterly adjustments, and (iii) they do not contain certain non-cash items and accruals that are customarily included in quarterly and annual financial statements; (b)as soon as practicable (and in any event within forty-five (45) days) after the end of each calendar quarter, unaudited interim and year-to-date financial statements as of the end of such calendar quarter (prepared on a consolidated basis, if applicable), including balance sheet and related statements of income and cash flows accompanied by a report detailing any material contingencies (including the commencement of any material litigation by or against Borrower) or any other occurrence that could reasonably be expected to have a Material Adverse Effect, certified by Borrowerâ€™s Chief Executive Officer, Chief Financial Officer, Chief Accounting Officer or another authorized executive of Borrower to the effect that they have been prepared in accordance with GAAP, (i)Â except for the absence of footnotes, and (ii)Â subject to normal year-end adjustments;(c)as soon as practicable (and in any event within ninety (90) days, except that such timeline may be extended to one hundred twenty days (120) days if the Borrower receives additional time to deliver such statements to the SEC) after the end of each fiscal year, unqualified (other than as to going concern qualification) audited financial statements as of the end of such year (prepared on a consolidated and consolidating basis, if applicable), including balance sheet and related statements of income and cash flows, and setting forth in comparative form the corresponding figures for the preceding fiscal year, certified by a firm of independent certified public accountants selected by Borrower and reasonably acceptable to Agent, accompanied by any management report from such accountants; it being agreed that Ernst & Young LLP is reasonably acceptable to the Agent;(d)as soon as practicable (and in any event within thirty (30) days) after the end of each month, a Compliance Certificate in the form of ExhibitÂ E;(e)as soon as practicable (and in any event within thirty (30) days) after the end of each month, a report showing agings of accounts payable;(f)promptly after the sending or filing thereof, as the case may be, copies of any proxy statements, financial statements, or reports that Borrower has made available to holders of its common stock, and copies of any regular, periodic and special reports or registration statements that Borrower files with the Securities and Exchange Commission or any Governmental Authority that may be substituted therefor, or any national securities exchange, other than those available on EDGAR;(a)financial and business projections promptly following their approval by Borrowerâ€™s Board, and in any event, sixty (60) days after the end of Borrowerâ€™s fiscal year, as well as budgets, operating plans and other financial information reasonably requested by Agent;40(b)insurance renewal statements, annually or otherwise promptly upon renewal of insurance policies required to be maintained in accordance with Section 6.1, and(c)prompt (but in any event no more than 3 Business Days) notice if Borrower or any Subsidiary has knowledge that Borrower, or any Subsidiary or controlled Affiliate of Borrower, is listed on the OFAC Lists or (a)Â is convicted on, (b)Â pleads nolo contendere to, (c)Â is indicted on, or (d)Â is arraigned and held over on charges involving money laundering or predicate crimes to money laundering.Borrower shall not make any change in its (a)Â accounting policies or reporting practices (other than as permitted under GAAP or pursuant to applicable securities laws or regulations of the SEC), or (b)Â fiscal years or fiscal quarters. The fiscal year of Borrower shall end on December 31.The executed Compliance Certificate and all Financial Statements required to be delivered hereunder shall be sent per instructions (i) specified on Addendum 2 or (ii) otherwise provided by Agent to Borrower via a written notice from time to time. Notwithstanding the foregoing, documents required to be delivered hereunder (to the extent any such documents are included in materials otherwise filed with the SEC) may be delivered electronically and if so delivered, shall be deemed to have been delivered on the date on which Borrower makes such documents or materials publicly available.6.2Management Rights. Borrower shall permit any representative that Agent or Lenders authorizes, including its attorneys and accountants, to inspect the Collateral and examine and make copies and abstracts of the books of account and records of Borrower at reasonable times and upon reasonable notice during

normal business hours; provided, however, that so long as no Event of Default has occurred and is continuing, such examinations shall be limited to no more often than once per fiscal year. In addition, any such representative shall have the right to meet with management and officers of Borrower to discuss such books of account and records at reasonable times and upon reasonable notice. In addition, Agent or Lenders shall be entitled at reasonable times and intervals to consult with and advise the management and officers of Borrower concerning significant business issues affecting Borrower. Such consultations shall not unreasonably interfere with Borrowerâ€™s business operations. The parties intend that the rights granted Agent and Lenders shall constitute â€œmanagement rightsâ€ within the meaning of 29 C.F.R. SectionÂ 2510.3-101(d)(3)(ii), but that any advice, recommendations or participation by Agent or Lenders with respect to any business issues shall not be deemed to give Agent or any Lender, nor be deemed an exercise by Agent or any Lender of, control over Borrowerâ€™s management or policies.6.3Further Assurances. Borrower shall, and shall cause each other Loan Party to, from time to time execute, deliver and file, alone or with Agent, any financing statements, security agreements, collateral assignments, notices, control agreements, promissory notes or other documents to perfect or give the highest priority to Agentâ€™s Lien on the Collateral or otherwise evidence Agentâ€™s rights herein, in each case as reasonably requested by Agent. Borrower shall, from time to time procure any instruments or documents as may be reasonably requested by Agent, and take all further action that may be necessary, or that Agent may reasonably request, to perfect and protect the Liens granted hereby or pursuant to applicable Loan Documents. In addition, and for such purposes only, Borrower hereby authorizes Agent to execute and deliver on behalf of Borrower and to file such financing statements (including an indication that the financing statement covers â€œall assets or all personal propertyâ€ of Borrower in accordance with SectionÂ 9-504 of the UCC), without the signature of Borrower, either in Agentâ€™s name or 41in the name of Agent as agent and attorney-in-fact for Borrower. Borrower shall in good faith and in its reasonable commercial discretion, in each case subject to the terms of this Agreement, protect and defend its title to the Collateral and Agentâ€™s Lien thereon against all Persons claiming any interest adverse to Borrower or Agent other than Permitted Liens.6.4Indebtedness. Borrower shall not create, incur, assume, guarantee or be or remain liable with respect to any Indebtedness, and shall not permit any Subsidiary to do so, other than Permitted Indebtedness, or prepay any Indebtedness or take any actions which impose on Borrower an obligation to prepay any Indebtedness, except (a)Â for the conversion of Indebtedness into equity securities and the payment of cash in lieu of fractional shares in connection with such conversion, (b)Â for purchase money Indebtedness pursuant to its then applicable payment schedule or with other purchase money Indebtedness permitted hereunder, (c) for prepayment (i)Â by any Loan Party or Subsidiary of intercompany Indebtedness owed to Borrower, or (ii)Â by any Subsidiary that is not a Loan Party of intercompany Indebtedness owed by such Subsidiary to another Subsidiary that is not a Loan Party, (d) as otherwise permitted hereunder or approved in writing by Agent, and (f) Permitted Indebtedness with the proceeds of other Permitted Indebtedness. Notwithstanding anything to the contrary in the foregoing, the issuance of, performance of obligations under (including any payments of interest), and conversion, exercise, repurchase, redemption (including, for the avoidance of doubt, a required repurchase in connection with the redemption of Permitted Convertible Debt upon satisfaction of a condition related to the stock price of Borrowerâ€™s common stock), settlement or early termination or cancellation of (whether in whole or in part and including by netting or set-off) (in each case, whether in cash, common stock of Borrower or, following a merger event or other change of the common stock of Borrower, other securities or property), or the satisfaction of any condition that would permit or require any of the foregoing, any Permitted Convertible Debt shall not constitute a prepayment of Indebtedness by Borrower for the purposes of this Section 7.4; provided that principal payments in cash (other than cash in lieu of fractional shares) shall only be allowed with respect to any repurchase in connection with the redemption of Permitted Convertible Debt upon satisfaction of a condition related to the stock price of Borrowerâ€™s common stock if the Redemption Conditions are satisfied in respect of such redemption and at all times after such redemption. 6.5Collateral. Borrower shall, and shall cause each other Loan Party to, at all times keep the Collateral, the Excluded Intellectual Property and all other property and assets used in Borrowerâ€™s business or in which Borrower now or hereafter holds any interest free and clear from Liens whatsoever (except for Permitted Liens), and shall give Agent prompt written notice of any legal process that is reasonably likely to result in damages, expenses or liabilities in excess of $1,500,000 affecting the Collateral, the Excluded Intellectual Property, such other property or assets, or any Liens thereon, provided however, that the Collateral and such other property and assets may be subject to Permitted Liens except that there shall be no Liens whatsoever on any Excluded Intellectual Property (other than any rights conveyed to Gilead or Taiho pursuant to the Gilead Collaboration Agreement or Taiho Agreement or Liens granted in connection with any Permitted Royalty Transaction as limited in accordance with clause (r) of the definition of â€œPermitted Liensâ€). Borrower shall not agree with any Person other than Agent or Lenders not to encumber its property other than in connection with Permitted Liens. Borrower shall not enter into or suffer to exist or become effective any agreement that prohibits or limits the ability of Borrower to create, incur, assume or suffer to exist any Lien upon any of its property (including Intellectual Property), whether now owned or hereafter acquired, to secure its obligations under the Loan Documents to which it is a party other than (a)Â this Agreement and the other Loan 42Documents, (b)Â any agreements governing any purchase money Liens or capital lease obligations otherwise permitted hereby (in which case, any prohibition or limitation shall only be effective against the assets financed thereby), (c)Â customary restrictions on the assignment of leases, licenses and other agreements and (d) the Taiho Agreement and Gilead Collaboration Agreement. Borrower shall cause each of its Subsidiaries to protect and defend such Subsidiaryâ€™s title to its assets from and against all Persons claiming any interest adverse to such Subsidiary, and Borrower shall cause each of its Subsidiaries at all times to keep such Subsidiaryâ€™s property and assets free and clear from or Liens whatsoever (except for Permitted Liens), and shall give Agent prompt written notice of any legal process that is reasonably likely to result in damages, expenses or liabilities in excess of $1,500,000. 6.6Investments. Borrower shall not, directly or indirectly acquire or own, or make any Investment in or to any Person, nor permit any of its Subsidiaries so to do, other than Permitted Investments. Notwithstanding the foregoing, and for the avoidance of doubt, this Section 7.6 shall not prohibit (i) the conversion by holders of (including any cash payment upon conversion), or required payment of any principal or premium on (including, for the avoidance of doubt, in respect of a required repurchase in connection with the redemption of Permitted Convertible Debt upon satisfaction of a condition related to the stock price of Borrowerâ€™s common stock) or required payment of any interest with respect to, any Permitted Convertible Debt in each case, in accordance with the terms of the indenture governing such Permitted Convertible Debt; provided that principal payments in cash (other than cash in lieu of fractional shares) shall be allowed with respect to any repurchase in connection with the redemption of Permitted Convertible Debt upon satisfaction of a condition related to the stock price of Borrowerâ€™s common stock only if the Redemption Conditions are satisfied in respect of such redemption and at all times after such redemption, (ii) the entry into (including the payment of premiums in connection therewith) or any required payment with respect to, or required early unwind or settlement of, any Permitted Convertible Debt, Permitted Bond Hedge Transaction or Permitted Warrant Transaction, in each case, in accordance with the terms of the agreement governing such Permitted Convertible Debt, Permitted Bond Hedge Transaction or Permitted Warrant Transaction, or (iii) the withholding of shares of common stock upon the vesting of performance stock units and restricted stock units issued to the Borrowerâ€™s employees under the Borrowerâ€™s equity incentive plan upon vesting of such stock units.Notwithstanding the foregoing, Borrower may repurchase, exchange or induce the conversion of Permitted Convertible Debt by delivery of shares of Borrowerâ€™s common stock and/or a different series of Permitted Convertible Debt and/or by payment of cash (in an amount that does not exceed the proceeds received by Borrower from the substantially concurrent issuance of shares of Borrowerâ€™s common stock and/or Permitted Convertible Debt plus the net cash proceeds, if any, received by Borrower pursuant to the related exercise or early unwind or termination of the related Permitted Bond Hedge Transactions and Permitted Warrant Transactions, if any, pursuant to the immediately following proviso); provided that, for the avoidance of doubt, substantially concurrently with, or a commercially reasonable period of time before or after, the related settlement date for the Permitted Convertible Debt that are so repurchased, exchanged or converted, Borrower may exercise or unwind or terminate early (whether in cash, shares or any combination thereof) the portion of the Permitted Bond Hedge Transactions and Permitted Warrant Transactions, if any, corresponding to such Permitted Convertible Debt that are so repurchased, exchanged or converted.436.7Distributions. Borrower shall not, nor shall it permit any Subsidiary to, (a)Â repurchase or redeem any class of stock or other Equity Interest other than the repurchases described in clauseÂ (c)Â of the defined term â€œPermitted Investmentsâ€; (b)Â declare or pay any cash dividend or make a cash distribution on any class of stock or other Equity Interest, except that a Subsidiary of Borrower may pay dividends or make distributions to Borrower or a Subsidiary of Borrower; (c)Â lend money to any employees, officers or directors or guarantee the payment of any such loans granted by a third party in excess of $1,000,000 in the aggregate; or (d)Â waive, release or forgive any Indebtedness owed by any employees, officers or directors in excess of $1,000,000 in the aggregate.Notwithstanding the foregoing, and for the avoidance of doubt, this Section 7.7 shall not prohibit (i) the conversion by holders of (including any cash payment upon conversion), or required payment of any principal or premium on (including, for the avoidance of doubt, in respect of a required repurchase in connection with the redemption of Permitted Convertible Debt upon satisfaction of a condition related to the stock price of Borrowerâ€™s common stock) or required payment of any interest with respect to, any Permitted Convertible Debt in each case, in accordance with the terms of the indenture governing such Permitted Convertible Debt, (ii) the entry into (including the payment of premiums in connection therewith) or any required payment with respect to, or required early unwind or settlement of, any Permitted Convertible Debt, Permitted Bond Hedge Transaction or Permitted Warrant Transaction, in each case, in accordance with the terms of the agreement governing such Permitted Convertible Debt, Permitted Bond Hedge Transaction or Permitted Warrant Transaction, or (iii) the withholding of shares of common stock upon the vesting of restricted stock units and performance stock units issued to the Borrowerâ€™s employees under the Borrowerâ€™s equity incentive plan upon vesting of such stock units and any related cash payments required to be paid to such employees and or any Governmental Authority on account of Taxes related thereto, in each case in the ordinary course of business of the Borrower.Notwithstanding the foregoing, Borrower may repurchase, exchange or induce the conversion of Permitted Convertible Debt by delivery of shares of Borrowerâ€™s common stock and/or a different series of Permitted Convertible Debt and/or by payment of cash (in an amount that does not exceed the proceeds received by Borrower from the substantially concurrent issuance of shares of Borrowerâ€™s common stock plus the net cash proceeds, if any, received by Borrower pursuant to the related exercise or early unwind or termination of the related Permitted Bond Hedge Transactions and Permitted Warrant Transactions, if any, pursuant to the immediately following proviso); provided that, for the avoidance of doubt, substantially concurrently with, or a commercially reasonable period of time before or after, the related settlement date for the Permitted Convertible Debt that are so repurchased, exchanged or converted, Borrower may exercise or unwind or terminate early (whether in cash, shares or any combination thereof) the portion of the Permitted Bond Hedge Transactions and Permitted Warrant Transactions, if any, corresponding to such Permitted Convertible Debt that are so repurchased, exchanged or converted.6.8Transfers. Except for Permitted Transfers, Borrower shall not, and shall not permit any Subsidiary to, voluntarily or involuntarily transfer, sell, lease, license, lend or in any other manner convey any equitable, beneficial or legal interest in any material portion of its assets (including Cash).6.9Mergers or Acquisitions. Borrower shall not merge or consolidate, nor permit any of its Subsidiaries to merge or consolidate, with or into any other business organization, other than mergers or consolidations of (a) a Subsidiary which is not a Loan Party into another Subsidiary or into a Loan Party, or (b)Â a Loan Party into another Loan Party (provided that Borrower shall be the surviving entity in any transaction involving Borrower), or acquire, or permit any of its Subsidiaries to acquire, in each case 44including for the avoidance of doubt through a merger, purchase, in-licensing arrangement or any similar transaction, all or substantially all of the capital stock or property of another Person, provided however, that Borrower shall be permitted to enter into Permitted Acquisitions.6.10Taxes. Borrower shall, and shall cause each of its Subsidiaries to, pay when due all material Taxes of any nature whatsoever now or hereafter imposed or assessed against Borrower or such Subsidiary or the Collateral or upon Borrowerâ€™s (or such Subsidiaryâ€™s) ownership, possession, use, operation or disposition thereof or upon Borrowerâ€™s (or such Subsidiaryâ€™s) rents, receipts or earnings arising therefrom. Borrower shall, and shall cause each of its Subsidiaries to accurately file on or before the due date therefor (taking into account proper extensions) all federal and state income Tax returns and other material Tax returns required to be filed. Notwithstanding the foregoing, Borrower and its Subsidiaries may contest, in good faith and by appropriate proceedings diligently conducted, Taxes for which Borrower and its Subsidiaries maintain adequate reserves in accordance with GAAP.6.11Certain Changes. (a)Neither Borrower nor any Subsidiary shall change its jurisdiction of organization, organizational form or legal name without twenty (20) daysâ€™ prior written notice to Agent. (b)Neither Borrower nor any Subsidiary shall suffer a Change in Control. (c)Neither Borrower nor any Subsidiary shall relocate its chief executive office or its principal place of business unless: (i)Â it has provided prior written notice to Agent; and (ii)Â such relocation shall be within the continental United States of America. Neither Borrower nor any Subsidiary shall relocate any item of Collateral (other than (x)Â sales of Inventory in the ordinary course of business, (y)Â relocations of Equipment within the United States having an aggregate value of up to $250,000 in any fiscal year, and (z)Â relocations of Collateral from a location described on ExhibitÂ B to another location described on ExhibitÂ B) unless (i)Â it has provided prompt written notice to Agent, (ii)Â such relocation is within the continental United States of America and, (iii)Â if such relocation is to a third party bailee or landlord and the value of the Collateral maintained at such location exceeds $500,000, it has used commercially reasonable efforts to deliver a bailee agreement or landlord waiver in form and substance reasonably acceptable to Agent. (d)The Borrower will not, and will not permit any Subsidiary to, engage to any material extent in any business other than those businesses conducted by the Borrower and its Subsidiaries on the date hereof or any business reasonably related or incidental thereto or representing a reasonable expansion thereof.(e)Without the prior written consent of Agent, the Borrower will not make, or agree to make, any modification, amendment or waiver of any of the terms or provisions of Borrowerâ€™s Organizational Documents that is materially adverse to Agent or any of the Lenders.6.12Deposit Accounts. Other than Excluded Accounts, neither Borrower nor any Subsidiary (other than an Excluded Subsidiary) shall maintain any Deposit Accounts, or accounts holding Investment Property, except with respect to which Agent has an Account Control Agreement.6.13Joinder of Subsidiaries; Limitation on Foreign Subsidiaries. Borrower shall notify Agent of each Subsidiary formed or acquired subsequent to the Closing Date and, within 45 days of such 45formation or acquisition, shall cause any such Subsidiary that is a Domestic Subsidiary (other than an Excluded Subsidiary) to execute and deliver to Agent a Joinder Agreement and such other documents and instruments as shall be requested by Agent to effectuate the transactions contemplated by such Joinder Agreement (in each case in form and substance acceptable to Agent), or, if requested by Agent, a Guaranty and appropriate collateral security documents to secure the obligations pursuant to such Guaranty (in each case in form and substance acceptable to Agent). Borrower shall not permit Foreign Subsidiaries to maintain Cash balances in excess of $4,000,000 in the aggregate at any time. 6.14Regulatory and Product Notices. The Borrower shall promptly (but in any event within three (3) Business Days) after the receipt or occurrence thereof notify Agent of: (a) any written notice received by Borrower or its Subsidiaries from a governmental authority alleging potential or actual violations of any applicable FDA Laws or applicable Federal Health Care Program Laws by Borrower or its Subsidiaries,(b)any written notice that the FDA (or international equivalent) is limiting, suspending or revoking any Registrations (including, but not limited to, the issuance of a clinical hold),(c)any written notice that Borrower or its Subsidiaries has become subject to any Regulatory Action,(d)the exclusion or debarment from any governmental healthcare program or debarment or disqualification by FDA (or international equivalent) of Borrower or its Subsidiaries,(d)any written notice that any Borrower Product has been seized, withdrawn, recalled, or detained, or if any Borrower Product is subject to a suspension of manufacturing, or the commencement of any proceedings in the United States or any other jurisdiction seeking the withdrawal, recall, suspension, import detention, or seizure of any Borrower Product are pending or threatened in writing against Borrower or its Subsidiaries, or(e)narrowing or otherwise limiting the scope of marketing authorization or the labeling of the products of Borrower and its Subsidiaries under any Registration, except, in each case of (a) through (f) above, where such action would not reasonably be expected to have, either individually or in the aggregate, any Material Regulatory Liabilities. 6.15Notification of Event of Default. Borrower shall notify Agent promptly, in any event within three (3) Business Days, of the occurrence of any Event of Default.6.16SBA. One or more affiliates of Agent have received a license from the U.S. Small Business Administration (â€œSBAâ€) to extend loans as a small business investment company (â€œSBICâ€) pursuant to the Small Business Investment Act of 1958, as amended, and the associated regulations, as amended (collectively, the â€œSBIC Actâ€). Portions of the Loan to Borrower may be made by a Lender that is a SBIC. Addendum 3 to this Agreement outlines various responsibilities of Agent, each Lender and Borrower associated with a loan made by a SBIC, and such Addendum 3 is hereby incorporated in this Agreement. Borrower shall immediately notify Agent of any failure to comply with its obligations under Addendum 3 upon acquiring knowledge thereof. 466.17Use of Proceeds. Borrower agrees that the proceeds of the Loans shall be used solely to pay related fees and expenses in connection with this Agreement and for working capital and general corporate purposes. The proceeds of the Loans shall not be used in violation of Anti-Corruption Laws or applicable Sanctions.6.18Material Agreement. Borrower (a) shall not, without the consent of Agent, amend or terminate the Gilead Collaboration Agreement, Taiho Agreement or any other Material Agreements with Gilead in a manner that is reasonably likely to have a material negative impact on Agent or Lenders and (b) shall give prompt written notice to the Agent of entering into a Material Agreement or materially amending or terminating

a Material Agreement.6.19Compliance with Laws.(a)Borrower (i) shall maintain, and shall cause its Subsidiaries to maintain, compliance in all material respects with all applicable laws, rules or regulations (including any law, rule or regulation with respect to the making or brokering of loans or financial accommodations), and (ii) shall, or cause its Subsidiaries to, obtain and maintain all required Registrations reasonably necessary in connection with the conduct of Borrowerâ€™s business. Borrower shall not become an â€œinvestment company,â€ a company that would be an â€œinvestment companyâ€ except for the exclusion from the definition of â€œinvestment companyâ€ in Section 3(c) of the 1940 Act, or a company controlled by an â€œinvestment companyâ€ under the 1940 Act, or undertake as one of its important activities extending credit to purchase or carry margin stock (as defined in Regulation X, T and U of the Federal Reserve Board of Governors).(b)Neither Borrower nor any of its Subsidiaries shall, nor shall Borrower or any of its Subsidiaries permit any controlled Affiliate to, directly or indirectly, knowingly enter into any documents, instruments, agreements or contracts with any Person listed on the OFAC Lists. Neither Borrower nor any of its Subsidiaries shall, nor shall Borrower or any of its Subsidiaries permit any controlled Affiliate to, directly or indirectly, (i)Â conduct any business or engage in any transaction or dealing with any Blocked Person, including, without limitation, the making or receiving of any contribution of funds, goods or services to or for the benefit of any Blocked Person, (ii)Â deal in, or otherwise engage in any transaction relating to, any property or interests in property blocked pursuant to Executive Order No. 13224 or any similar executive order or other Anti-Terrorism Law, or (iii)Â engage in or conspire to engage in any transaction that evades or avoids, or has the purpose of evading or avoiding, or attempts to violate, any of the prohibitions set forth in Executive Order No. 13224 or other Anti-Terrorism Law.(c)Borrower has implemented and shall maintain in effect policies and procedures designed to reasonably ensure compliance by Borrower, its Subsidiaries and their respective directors, officers, employees and agents with Anti-Corruption Laws and applicable Sanctions, and Borrower, its Subsidiaries and their respective officers and employees and to the knowledge Borrower, its directors and agents, are in compliance with Anti-Corruption Laws and applicable Sanctions in all material respects(d)Neither Borrower nor its Subsidiaries nor any of their respective directors, officers or employees, or to the knowledge of Borrower, any agent for Borrower or any of its Subsidiaries that shall act in any capacity in connection with or benefit from the credit facility established hereby, is a Sanctioned Person. No Loan, use of proceeds or other transaction contemplated by this Agreement shall violate Anti-Corruption Laws or applicable Sanctions.476.20Financial Covenants.(a)Minimum Cash. (i)Beginning on October 1, 2026 and at all times thereafter, Borrower shall maintain Qualified Cash in an amount greater than or equal to (x) the outstanding principal amount of the Secured Obligations, multiplied by (y) (i) at all times prior to the Approval Milestone I Date, 50%, (ii) at all times on and after the Approval Milestone I Date, 40%, and (iii) at all times on and after the Approval Milestone II Date, 35%.(ii)Compliance with the financial covenant set forth in Section 7.20(a)(i) shall be conditionally waived during such times that the Borrowerâ€™s Market Capitalization exceeds One Billion Two Hundred Million Dollars ($1,200,000,000); it being understood that if such condition is not satisfied, then testing will automatically be reinstated without any action or notice by or to any Person.(iii)If Borrower makes any redemption other than a non-cash redemption (except for the payment of cash in lieu of fractional shares and/or for accrued and unpaid interests) or any other cash payment in respect of Permitted Convertible Debt (except for the payment of cash in lieu of fractional shares and/or for accrued and unpaid interest), subject to satisfaction of the Redemption Conditions, Borrower shall, at all times thereafter, maintain Qualified Cash in the amount required by the defined term â€œRedemption Conditionsâ€.6.21Intellectual Property. Borrower shall (i) protect, defend and maintain the validity and enforceability of its Intellectual Property; (ii) promptly advise Agent in writing of material infringements of its Intellectual Property; and (iii) not allow any Intellectual Property material to Borrowerâ€™s business to be abandoned, forfeited or dedicated to the public without Agentâ€™s written consent. If Borrower (a) obtains any Patent, registered Trademark, registered Copyright, registered mask work, or any pending application for any of the foregoing, as owner, or (b) applies for any Patent or the registration of any Trademark, then Borrower shall provide written notice thereof to Agent concurrently with the delivery of each Compliance Certificate delivered after the end of each calendar quarter pursuant to Section 7.1(d) and, to the extent applicable, shall execute such intellectual property security agreements and other documents and take such other actions as Agent may request in its good faith business judgment to perfect and maintain a first priority perfected security interest in favor of Agent in such property. Together with the delivery of each Compliance Certificate delivered after the end of each calendar quarter pursuant to Section 7.1(d), the, Borrower shall provide to Agent application numbers, application dates, registration numbers and such other details as Agent may reasonably request related to applications that it files for Patents or for the registration of Trademarks, Copyrights or mask works.6.22Transactions with Affiliates. Borrower shall not, and shall not permit any Subsidiary to, directly or indirectly, enter into or permit to exist any transaction of any kind with any Affiliate of Borrower or such Subsidiary on terms that are less favorable to Borrower or such Subsidiary, as the case may be, than those that might be obtained in an armâ€™s length transaction from a Person who is not an Affiliate of Borrower or such Subsidiary, other than (a) any equity investments in Borrower by existing investors of Borrower not constituting a Change in Control, or Subordinated Indebtedness, (b) any compensation, director indemnification or similar arrangements in the ordinary course of business of 48Borrower and as approved by Borrowerâ€™s Board, (c) any intercompany arrangements entered into in the ordinary course of business and not prohibited hereunder, or (d) any transaction otherwise permitted under this Article 7.SECTION 7[RESERVED]SECTION 8EVENTS OF DEFAULTThe occurrence of any one or more of the following events shall be an â€œEvent of Defaultâ€:8.1Payments. A Loan Party fails to (a) pay principal or interest (including any AHYDO Catch-Up Payment) on any Loan on its due date or (b) make any payment when due on account of any other Secured Obligations within two (2) Business Days after the applicable due date; provided, however, that in each case an Event of Default shall not occur on account of a failure to pay due solely to an administrative or operational error of Agent or Lenders or Borrowerâ€™s bank if Borrower had the funds to make the payment when due and makes the payment within three (3)Â Business Days following Borrowerâ€™s knowledge of such failure to pay; or8.2Covenants. A Loan Party breaches or defaults in the performance of any covenant or Secured Obligation under this Agreement, or any of the other Loan Documents or any other agreement among any Loan Party, Agent and Lenders, and (a)Â with respect to a Default under any covenant under this Agreement other than the SectionsÂ specifically identified in clauseÂ (b)Â hereof, any other Loan Document or any other agreement between any Loan Party and Agent or Lenders, and such default continues for more than fifteen (15) Business Days after the earlier of the date on which (i) Agent or Lenders has given notice of such Default to Borrower and (ii) Borrower has actual knowledge of such default (provided that, with respect to a default due to a failure to comply with Section 7.12 with respect to any new account, Borrower shall be deemed to have knowledge of the default as of the time such account is opened) or (b)Â with respect to a Default under any of SectionsÂ 4.4, 6, 7.1, 7.4, 7.5, 7.6, 7.7, 7.8, 7.9, 7.14, 7.15, 7.17, 7.18(a), 7.19, 7.20, the occurrence of such Default; or8.3Material Adverse Effect. A circumstance has occurred that could reasonably be expected to have a Material Adverse Effect; provided that, solely for purposes of this Section 9.3, (x) the failure to achieve the Maturity Extension Condition, Approval Milestone I or Approval Milestone II or any negative clinical trial results directly related to such milestones, (y) the decision by Gilead to terminate its rights to, or decide not to exercise any option under, programs on a program-by-program basis or terminate the entire collaboration agreement pursuant to the Gilead Collaboration Agreement, and (z) the decision by Taiho to terminate its rights to, or decide not to exercise any option under, programs on a program-by-program basis or terminate the entire Taiho Agreement, in each case, shall not in and of itself constitute a Material Adverse Effect under this Section 9.3; or8.4Representations. Any representation or warranty made by any Loan Party in any Loan Document, when taken as a whole, shall have been false or misleading in any material respect when made or when deemed made; or498.5Insolvency. Any Loan Party (i)Â (A)Â shall make an assignment for the benefit of creditors; or (B)Â shall be unable to pay its debts as they become due; or (C)Â shall file a voluntary petition in bankruptcy; or (D)Â shall file any petition, answer, or document seeking for itself any reorganization, arrangement, composition, readjustment, liquidation, dissolution or similar relief under any present or future statute, law or regulation pertinent to such circumstances; or (E)Â shall seek or consent to or acquiesce in the appointment of any trustee, receiver, or liquidator of any Loan Party or of all or any substantial part (i.e. 33-1/3% or more) of the assets or property of any Loan Party; or (F)Â shall cease operations of its business as its business has normally been conducted, or terminate substantially all of its employees; or (G)Â any Loan Party or its directors or a majority of the holders of its Equity Interests shall take any action initiating any of the foregoing actions described in clausesÂ (A)Â through (F); or (ii)Â either (A)Â forty-five (45) days shall have expired after the commencement of an involuntary action against any Loan Party seeking reorganization, arrangement, composition, readjustment, liquidation, dissolution or similar relief under any present or future statute, law or regulation, without such action being dismissed or all orders or proceedings thereunder affecting the operations or the business of any Loan Party being stayed; or (B)Â a stay of any such order or proceedings shall thereafter be set aside and the action setting it aside shall not be timely appealed; or (C)Â any Loan Party shall file any answer admitting or not contesting the material allegations of a petition filed against such Loan Party in any such proceedings; or (D)Â the court in which such proceedings are pending shall enter a decree or order granting the relief sought in any such proceedings; or (E)Â forty-five (45) days shall have expired after the appointment, without the consent or acquiescence of any Loan Party, of any trustee, receiver or liquidator of such Loan Party or of all or any part of the properties of such Loan Party without such appointment being vacated; or8.6Attachments; Judgments. Any portion of any Loan Partyâ€™s assets in aggregate value of $2,000,000 or more, is attached or seized, or a levy is filed against any such assets, or fines, penalties or judgements, orders or decrees are entered for the payment of money (not covered by independent third party insurance as to which liability has not been rejected by such insurance carrier) individually or in the aggregate, of at least $2,000,000, or any Loan Party is enjoined or in any way prevented by court order from conducting any part of its business; or8.7Other Obligations. (a)The occurrence of any default under any agreement or obligation of any Loan Party involving any Indebtedness in excess of $2,000,000; or(b)Any early payment is required or unwinding or termination occurs with respect to any Permitted Bond Hedge Transaction and Permitted Warrant Transaction, or any condition giving rise to the foregoing is met, in each case, with respect to which Borrower or its Affiliates is the â€œdefaulting partyâ€ under the terms of such Permitted Bond Hedge Transaction or Permitted Warrant Transaction.SECTION 9REMEDIES9.1General. Upon and during the continuance of any one or more Events of Default, Agent may, and at the direction of the Required Lenders shall, accelerate and demand payment of all or any part of the Secured Obligations together with a Prepayment Charge and declare them to be immediately due 50and payable (provided, that upon the occurrence of an Event of Default of the type described in Section 9.5, all of the Secured Obligations (including, without limitation, the Prepayment Charge and the End of Term Charge) shall automatically be accelerated and made due and payable, in each case without any further notice or act). Borrower hereby irrevocably appoints Agent as its lawful attorney-in-fact to:Â exercisable following the occurrence of an Event of Default, (i) sign Borrowerâ€™s name on any invoice or bill of lading for any account or drafts against account debtors; (ii) demand, collect, sue, and give releases to any account debtor for monies due, settle and adjust disputes and claims about the accounts directly with account debtors, and compromise, prosecute, or defend any action, claim, case, or proceeding about any Collateral (including filing a claim or voting a claim in any bankruptcy case in Agentâ€™s or Borrowerâ€™s name, as Agent may elect); (iii) make, settle, and adjust all claims under Borrowerâ€™s insurance policies; (iv) pay, contest or settle any Lien, charge, encumbrance, security interest, or other claim in or to the Collateral, or any judgment based thereon, or otherwise take any action to terminate or discharge the same; (v) transfer the Collateral into the name of Agent or a third party as the UCC permits; and (vi) receive, open and dispose of mail addressed to Borrower.Â Borrower hereby appoints Agent as its lawful attorney-in-fact to sign Borrowerâ€™s name on any documents necessary to perfect or continue the perfection of Agentâ€™s security interest in the Collateral regardless of whether an Event of Default has occurred until all Secured Obligations have been satisfied in full and the Loan Documents have been terminated.Â Agentâ€™s foregoing appointment as Borrowerâ€™s attorney in fact, and all of Agentâ€™s rights and powers, coupled with an interest, are irrevocable until all Secured Obligations have been fully repaid and performed and the Loan Documents have been terminated. Agent may, and at the direction of the Required Lenders shall, exercise all rights and remedies with respect to the Collateral under the Loan Documents or otherwise available to it under the UCC and other applicable law, including the right to release, hold, sell, lease, liquidate, collect, realize upon, or otherwise dispose of all or any part of the Collateral and the right to occupy, utilize, process and commingle the Collateral. All Agentâ€™s rights and remedies shall be cumulative and not exclusive.9.2Collection; Foreclosure. Upon the occurrence and during the continuance of any Event of Default, Agent may, and at the direction of the Required Lenders shall, at any time or from time to time, apply, collect, liquidate, sell in one or more sales, lease or otherwise dispose of, any or all of the Collateral, in its then condition or following any commercially reasonable preparation or processing, in such order as Agent may elect. Any such sale may be made either at public or private sale at its place of business or elsewhere. Borrower agrees that any such public or private sale may occur upon ten (10) calendar daysâ€™ prior written notice to Borrower. Agent may require Borrower to assemble the Collateral and make it available to Agent at a place designated by Agent that is reasonably convenient to Agent and Borrower. The proceeds of any sale, disposition or other realization upon all or any part of the Collateral shall be applied by Agent in the following order of priorities:Â Â Â Â First, to Agent and Lenders in an amount sufficient to pay in full Agentâ€™s and Lendersâ€™ reasonable costs and professionalsâ€™ and advisorsâ€™ fees and expenses as described in SectionÂ 11.12;Â Â Â Â Second, to Lenders, ratably, in an amount equal to the then unpaid amount of the Secured Obligations (including principal, interest, subject to increase in accordance with SectionÂ 2.3), in such order and priority as Agent may choose in its sole discretion; andÂ Â Â Â Finally, after the full and final payment in Cash of all of the Secured Obligations (other than inchoate obligations), to any creditor holding a junior Lien on the Collateral, or to Borrower or its representatives or as a court of competent jurisdiction may direct.51Agent shall be deemed to have acted reasonably in the custody, preservation and disposition of any of the Collateral if it complies with the obligations of a secured party under the UCC.9.3No Waiver. Agent shall be under no obligation to marshal any of the Collateral for the benefit of Borrower or any other Person, and Borrower expressly waives all rights, if any, to require Agent to marshal any Collateral.9.4Waivers. Borrower waives demand, notice of default or dishonor, notice of payment and nonpayment, notice of any default, nonpayment at maturity, release, compromise, settlement, extension, or renewal of accounts, documents, instruments, chattel paper, and guarantees held by Agent on which Borrower is liable.9.5Cumulative Remedies. The rights, powers and remedies of Agent hereunder shall be in addition to all rights, powers and remedies given by statute or rule of law and are cumulative. The exercise of any one or more of the rights, powers and remedies provided herein shall not be construed as a waiver of or election of remedies with respect to any other rights, powers and remedies of Agent.SECTION 10MISCELLANEOUS10.1Severability. Whenever possible, each provision of this Agreement shall be interpreted in such manner as to be effective and valid under applicable law, but if any provision of this Agreement shall be prohibited by or invalid under such law, such provision shall be ineffective only to the extent and duration of such prohibition or invalidity, without invalidating the remainder of such provision or the remaining provisions of this Agreement.10.2Notice. Except as otherwise provided herein, any notice, demand, request, consent, approval, declaration, service of process or other communication (including the delivery of Financial Statements) that is required, contemplated, or permitted under the Loan Documents or with respect to the subject matter hereof shall be in writing, and shall be deemed to have been validly served, given, delivered, and received upon the earlier of: (i)Â the day of transmission by electronic mail or hand delivery or delivery by an overnight express service or overnight mail delivery service; or (ii)Â the third calendar day after deposit in the United States of America mails, with proper first class postage prepaid, in each case addressed to the party to be notified as follows:(a)If to Agent:HERCULES CAPITAL, INC.Legal DepartmentAttention: Chief Legal Officer; Cristy Barnes; Michael Dutra1 North B Street, Suite 2000San Mateo, CA 94401email: legal@htgc.com; cbarnes@htgc.com; mdutra@htgc.com Telephone: 650-289-3060(b)If to Lenders:52HERCULES CAPITAL, INC.HERCULES CAPITAL IV L.P Legal DepartmentAttention: Chief Legal Officer; Cristy Barnes; Michael Dutra1 North B Street, Suite 2000San Mateo, CA 94401email: legal@htgc.com; cbarnes@htgc.com; mdutra@htgc.comTelephone: 650-289-3060(c)If to Borrower:Arcus Biosciences, Inc.Attention: Bob Goeltz; Carolyn Tang3928 Point Eden WayHayward, CA 94545email: bgoeltz@arcusbio.com; ctang@arcusbio.com; contracts@arcusbio.com Telephone: (510) 694-6200 with a copy toLatham & Watkins LLPAttention: Mark Roeder140 Scott DriveMenlo Park, CA 94025Email: mark.roeder@lw.comTelephone: 650-463-3043or to such other address as each party may designate for itself by like notice.10.3Entire Agreement; Amendments.(a)This Agreement and the other Loan Documents constitute the entire agreement and understanding of the parties hereto in respect of the subject matter hereof and thereof, and supersede and replace in their entirety any prior proposals, term sheets, non-disclosure or confidentiality agreements, letters, negotiations or other documents or agreements, whether written or oral, with respect to the subject matter hereof or thereof (including Agentâ€™s proposal letter dated July 23, 2024 and the Non-Disclosure Agreement).(b)Neither this Agreement, any other Loan Document, nor any terms hereof or thereof may be amended, supplemented or modified except in accordance with the provisions of this SectionÂ 11.3(b). The Required Lenders and Loan Parties party to the relevant Loan Document may, or, with the written consent of the Required Lenders, Agent and Loan Parties party to the relevant Loan Document may, from time to time, (i)Â enter into written amendments, supplements or modifications hereto and to the other Loan Documents for the purpose of adding any provisions to this Agreement or the other Loan Documents or changing in any manner the rights of Lenders or of Loan Parties hereunder or thereunder or (ii)Â waive, on such terms and conditions as the Required Lenders or Agent, as the case may be, may 53specify in such instrument, any of the requirements of this Agreement or the other Loan Documents or any Default or Event of Default and its consequences; provided, however, that no such waiver and no such amendment, supplement or modification shall (A)Â forgive the principal amount or extend

the final scheduled date of maturity of any Loan, extend the scheduled date of any amortization payment in respect of any Term Loan Advance, reduce the stated rate of any interest or fee payable hereunder, or extend the scheduled date of any payment thereof, in each case without the written consent of each Lender directly affected thereby; (B)Â eliminate or reduce the voting rights of any Lender under this SectionÂ 11.3(b)Â without the written consent of such Lender; (C)Â reduce any percentage specified in the definition of Required Lenders, consent to the assignment or transfer by Loan Parties of any of its rights and obligations under this Agreement and the other Loan Documents, release all or substantially all of the Collateral or release a Loan Party from its obligations under the Loan Documents, in each case without the written consent of all Lenders; or (D)Â amend, modify or waive any provision of SectionÂ 11.17 without the written consent of Agent. Any such waiver and any such amendment, supplement or modification shall apply equally to each Lender and shall be binding upon the applicable Loan Parties, Lenders, Agent and all future holders of the Loans. 10.4No Strict Construction. The parties hereto have participated jointly in the negotiation and drafting of this Agreement. In the event an ambiguity or question of intent or interpretation arises, this Agreement shall be construed as if drafted jointly by the parties hereto and no presumption or burden of proof shall arise favoring or disfavoring any party by virtue of the authorship of any provisions of this Agreement.10.5No Waiver. The powers conferred upon Agent and Lenders by this Agreement are solely to protect their rights hereunder and under the other Loan Documents and their interest in the Collateral and shall not impose any duty upon Agent or Lenders to exercise any such powers. No omission or delay by Agent or Lenders at any time to enforce any right or remedy reserved to them, or to require performance of any of the terms, covenants or provisions hereof by Borrower at any time designated, shall be a waiver of any such right or remedy to which Agent or Lenders is entitled, nor shall it in any way affect the right of Agent or Lenders to enforce such provisions thereafter.10.6Survival. All agreements, representations and warranties contained in this Agreement and the other Loan Documents or in any document delivered pursuant hereto or thereto shall be for the benefit of Agent, Lenders and Borrower, as applicable, and shall survive the execution and delivery of this Agreement. Sections 6.3, 11.8, 11.9, 11.10, 11.10, 11.14, 11.15, 11.17 and 11.18, shall survive the termination of this Agreement.10.7Successors and Assigns. The provisions of this Agreement and the other Loan Documents shall inure to the benefit of and be binding on Borrower and its permitted assigns (if any). No Loan Party shall assign its obligations under this Agreement or any of the other Loan Documents without Agentâ€™s express prior written consent, and any such attempted assignment shall be void and of no effect. Agent and Lenders may assign, transfer, or endorse its rights hereunder and under the other Loan Documents without prior notice to Borrower, and all of such rights shall inure to the benefit of Agentâ€™s and Lendersâ€™ successors and assigns; provided that as long as no Event of Default has occurred and is continuing, neither Agent nor any Lenders may assign, transfer or endorse its rights hereunder or under the Loan Documents to any party that is a direct competitor of Borrower or a distressed debt or vulture fund (as reasonably determined by Agent), it being acknowledged that in all cases, any transfer to a controlled Affiliate of any Lenders or Agent shall be allowed. Notwithstanding the foregoing, (x) in 54connection with any assignment by a Lender as a result of a forced divestiture at the request of any regulatory agency, the restrictions set forth herein shall not apply and Agent and Lenders may assign, transfer or endorse its rights hereunder and under the other Loan Documents to any Person or party and (y) in connection with a Lenderâ€™s own financing or securitization transactions, the restrictions set forth herein shall not apply and Agent and Lenders may assign, transfer or endorse its rights hereunder and under the other Loan Documents to any Person or party providing such financing or formed to undertake such securitization transaction and any transferee of such Person or party upon the occurrence of a default, event of default or similar occurrence with respect to such financing or securitization transaction; provided that no such sale, transfer, pledge or assignment under this clause (y) shall release such Lender from any of its obligations hereunder or substitute any such Person or party for such Lender as a party hereto until Agent shall have received and accepted an effective assignment agreement from such Person or party in form satisfactory to Agent executed, delivered and fully completed by the applicable parties thereto, and shall have received such other information regarding such assignee as Agent reasonably shall require. Agent, acting solely for this purpose as an agent of Borrower, shall maintain at one of its offices in the United States a register for the recordation of the names and addresses of Lender(s), Term Commitments of, and principal amounts (and stated interest) of the Loans owing to, each Lender pursuant to the terms hereof from time to time (the â€œRegisterâ€). The entries in the Register shall be conclusive absent manifest error, and Borrower, Agent and Lender shall treat each Person whose name is recorded in the Register pursuant to the terms hereof as a Lender hereunder for all purposes of this Agreement. The Register shall be available for inspection by Borrower and any Lender, at any reasonable time and from time to time upon reasonable prior notice.10.8Participations. Each Lender that sells a participation shall, acting solely for this purpose as a non-fiduciary agent of the Borrower, maintain a register on which it enters the name and address of each participant and the principal amounts (and stated interest) of each participantâ€™s interest in the Loans or other obligations under the Loan Documents (the â€œParticipant Registerâ€); provided that no Lender shall have any obligation to disclose all or any portion of the Participant Register (including the identity of any participant or any information relating to a participantâ€™s interest in any commitments, loans, its other obligations under any Loan Document) to any Person except to the extent that such disclosure is necessary to establish that such commitment, loan, letter of credit or other obligation is in registered form under Section 5f.103-1(c) of the United States Treasury Regulations. The entries in the Participant Register shall be conclusive absent manifest error, and such Lender shall treat each Person whose name is recorded in the Participant Register as the owner of such participation for all purposes of this Agreement notwithstanding any notice to the contrary. For the avoidance of doubt, the Agent (in its capacity as Agent) shall have no responsibility for maintaining a Participant Register. Borrower agrees that each participant shall be entitled to the benefits of the provisions in Addendum 1 attached hereto (subject to the requirements and limitations therein, including the requirements under Section 7 of Addendum 1 attached hereto (it being understood that the documentation required under Section 7 of Addendum 1 attached hereto shall be delivered to the participating Lender)) to the same extent as if it were a Lender and had acquired its interest by assignment pursuant to Section 11.7; provided that such participant shall not be entitled to receive any greater payment under Addendum 1 attached hereto, with respect to any participation, than its participating Lender would have been entitled to receive, except to the extent such entitlement to receive a greater payment results from a change in law that occurs after the participant acquired the applicable participation.10.9Governing Law. This Agreement and the other Loan Documents have been negotiated and delivered to Agent and Lenders in the State of California, and shall have been accepted by Agent and 55Lenders in the State of California. Payment to Agent and Lenders by Borrower of the Secured Obligations is due in the State of California. This Agreement and the other Loan Documents shall be governed by, and construed and enforced in accordance with, the laws of the State of California, excluding conflict of laws principles that would cause the application of laws of any other jurisdiction.10.10Consent to Jurisdiction and Venue. All judicial proceedings (to the extent that the reference requirement of Section 11.11 is not applicable) arising in or under or related to this Agreement or any of the other Loan Documents may be brought in any state or federal court located in the State of California. By execution and delivery of this Agreement, each party hereto generally and unconditionally: (a)Â consents to nonexclusive personal jurisdiction in Santa Clara County, State of California; (b)Â waives any objection as to jurisdiction or venue in Santa Clara County, State of California; (c)Â agrees not to assert any defense based on lack of jurisdiction or venue in the aforesaid courts; and (d)Â irrevocably agrees to be bound by any judgment rendered thereby in connection with this Agreement or the other Loan Documents. Service of process on any party hereto in any action arising out of or relating to this Agreement shall be effective if given in accordance with the requirements for notice set forth in SectionÂ 11.2, and shall be deemed effective and received as set forth in SectionÂ 11.2. Nothing herein shall affect the right to serve process in any other manner permitted by law or shall limit the right of either party to bring proceedings in the courts of any other jurisdiction.10.11Mutual Waiver of Jury Trial / Judicial Reference.(a)Because disputes arising in connection with complex financial transactions are most quickly and economically resolved by an experienced and expert Person and the parties wish applicable state and federal laws to apply (rather than arbitration rules), the parties desire that their disputes be resolved by a judge applying such applicable laws. EACH OF BORROWER AGENT AND LENDERS SPECIFICALLY WAIVES ANY RIGHT IT MAY HAVE TO TRIAL BY JURY OF ANY CAUSE OF ACTION, CLAIM, CROSS-CLAIM, COUNTERCLAIM, THIRD PARTY CLAIM OR ANY OTHER CLAIM (COLLECTIVELY, â€œCLAIMSâ€) ASSERTED BY BORROWER AGAINST AGENT, LENDERS OR THEIR RESPECTIVE ASSIGNEE OR BY AGENT, LENDERS OR THEIR RESPECTIVE ASSIGNEE AGAINST BORROWER. This waiver extends to all such Claims, including Claims that involve Persons other than Agent, Borrower or any Lenders; Claims that arise out of or are in any way connected to the relationship among Borrower, Agent and Lenders; and any Claims for damages, breach of contract, tort, specific performance, or any equitable or legal relief of any kind, arising out of this Agreement, any other Loan Document.(b)If the waiver of jury trial set forth in SectionÂ 11.11(a)Â is ineffective or unenforceable, the parties agree that all Claims shall be resolved by reference to a private judge sitting without a jury, pursuant to Code of Civil Procedure SectionÂ 638, before a mutually acceptable referee or, if the parties cannot agree, a referee selected by the Presiding Judge of the Santa Clara County, California. Such proceeding shall be conducted in Santa Clara County, California, with California rules of evidence and discovery applicable to such proceeding.(c)In the event Claims are to be resolved by judicial reference, either party may seek from a court identified in SectionÂ 11.10, any prejudgment order, writ or other relief and have such prejudgment order, writ or other relief enforced to the fullest extent permitted by law notwithstanding that all Claims are otherwise subject to resolution by judicial reference.5610.12Professional Fees. Borrower promises to pay Agentâ€™s and Lendersâ€™ reasonable documented out-of-pocket fees and expenses necessary to finalize the loan documentation, including but not limited to reasonable attorneysâ€™ fees, UCC searches, filing costs, and other miscellaneous expenses, provided that the Due Diligence Fee shall be applied in its entirety to the Lendersâ€™ non-legal transaction costs and due diligence expenses. In addition, Borrower promises to pay any and all reasonable documented out-of-pocket attorneysâ€™ and other professionalsâ€™ fees and expenses incurred by Agent and Lenders after the Closing Date in connection with or related to: (a)Â the Loan; (b)Â the administration, collection, or enforcement of the Loan; (c)Â the amendment or modification of the Loan Documents; (d)Â any waiver, consent, release, or termination under the Loan Documents; (e)Â the protection, preservation, audit, field exam, sale, lease, liquidation, or disposition of Collateral or the exercise of remedies with respect to the Collateral; (f)Â any legal, litigation, administrative, arbitration, or out of court proceeding in connection with or related to Borrower or the Collateral, and any appeal or review thereof; and (g)Â any bankruptcy, restructuring, reorganization, assignment for the benefit of creditors, workout, foreclosure, or other action related to Borrower, the Collateral, the Loan Documents, including representing Agent or Lenders in any adversary proceeding or contested matter commenced or continued by or on behalf of Borrowerâ€™s estate, and any appeal or review thereof.10.13Confidentiality. Agent and Lenders acknowledge that certain items of Collateral and information provided to Agent and Lenders by Borrower are confidential and proprietary information of Borrower, if and to the extent such information either (i)Â is marked as confidential by Borrower at the time of disclosure, or (ii)Â should reasonably be understood to be confidential (the â€œConfidential Informationâ€). Accordingly, Agent and Lenders agree that any Confidential Information it may obtain in the course of acquiring, administering, or perfecting Agentâ€™s security interest in the Collateral shall not be disclosed to any other Person or entity in any manner whatsoever, in whole or in part, without the prior written consent of Borrower, except that Agent and Lenders may disclose any such information: (a)Â to its Affiliates and its partners, investors, lenders, directors, officers, employees, agents, advisors, counsel, accountants, representatives and other professional advisors if Agent or Lenders in their reasonable discretion determine that any such party should have access to such information in connection with such partyâ€™s responsibilities in connection with the Loan or this Agreement and, provided that such recipient of such Confidential Information either (i)Â agrees to be bound by the confidentiality provisions of this Section or (ii)Â is otherwise subject to confidentiality restrictions that reasonably protect against the disclosure of Confidential Information pursuant to similar terms; (b)Â if such information is generally available to the public or to the extent such information becomes publicly available other than as a result of a breach of this Section or becomes available to Agent or any Lender, or any of their respective Affiliates on a non-confidential basis from a source other than Borrower and not in violation of any confidentiality obligations known to the Agent or such Lender; (c)Â if required or appropriate in any report, statement or testimony submitted to any Governmental Authority having or claiming to have jurisdiction over Agent or Lenders and any rating agency; (d)Â if required or appropriate in response to any summons or subpoena or in connection with any litigation, to the extent permitted or deemed advisable by Agentâ€™s or Lendersâ€™ counsel; (e)Â to comply with any legal requirement or law applicable to Agent or Lenders or demanded by any Governmental Authority; (f)Â to the extent reasonably necessary in connection with the exercise of, or preparing to exercise, or the enforcement of, or preparing to enforce, any right or remedy under any Loan Document (including Agentâ€™s sale, lease, or other disposition of Collateral after the occurrence of a Default), or any action or proceeding relating to any Loan Document; (g)Â to any participant or assignee of Agent or Lenders or any prospective participant or assignee, provided, that such participant or assignee or prospective participant or assignee is subject to confidentiality restrictions no 57less protective than the provisions of this Section 11.12; (h) otherwise to the extent consisting of general portfolio information that does not identify Borrower; or (i)Â otherwise with the prior consent of Borrower; provided, that any disclosure made in violation of this Agreement shall not affect the obligations of Borrower or any of its Affiliates or any guarantor under this Agreement or the other Loan Documents. Agentâ€™s and Lendersâ€™ obligations under this SectionÂ 11.13 shall supersede all of their respective obligations under the Non-Disclosure Agreement.10.14Assignment of Rights. Borrower acknowledges and understands that Agent or Lenders may, subject to SectionÂ 11.7, sell and assign all or part of its interest hereunder and under the Loan Documents to any Person or entity (an â€œAssigneeâ€). After such assignment the term â€œAgentâ€ or â€œLenderâ€ as used in the Loan Documents shall mean and include such Assignee, and such Assignee shall be vested with all rights, powers and remedies of Agent and Lenders hereunder with respect to the interest so assigned; but with respect to any such interest not so transferred, Agent and Lenders shall retain all rights, powers and remedies hereby given. No such assignment by Agent or Lenders shall relieve Borrower of any of its obligations hereunder. Lenders agree that in the event of any transfer by it of any promissory notes, it shall endorse thereon a notation as to the portion of the principal of such promissory notes, which shall have been paid at the time of such transfer and as to the date to which interest shall have been last paid thereon.10.15Revival of Secured Obligations; Termination. Other than as set forth in Section 11.6, this Agreement and the other Loan Documents shall terminate on the payment in full in cash of the Secured Obligations (other than any obligations that specifically survive termination). Notwithstanding the preceding sentence, this Agreement and the Loan Documents shall remain in full force and effect and continue to be effective if any petition is filed by or against Borrower for liquidation or reorganization, if Borrower becomes insolvent or makes an assignment for the benefit of creditors, if a receiver or trustee is appointed for all or any significant part of Borrowerâ€™s assets, or if any payment or transfer of Collateral is recovered from Agent or Lenders. The Loan Documents and the Secured Obligations and Collateral security shall continue to be effective, or shall be revived or reinstated, as the case may be, if at any time payment and performance of the Secured Obligations or any transfer of Collateral to Agent, or any part thereof is rescinded, avoided or avoidable, reduced in amount, or must otherwise be restored or returned by, or is recovered from, Agent, Lenders or by any obligee of the Secured Obligations (other than obligations that survive termination), whether as a â€œvoidable preference,â€ â€œfraudulent conveyance,â€ or otherwise, all as though such payment, performance, or transfer of Collateral had not been made. In the event that any payment, or any part thereof, is rescinded, reduced, avoided, avoidable, restored, returned, or recovered, the Loan Documents and the Secured Obligations shall be deemed, without any further action or documentation, to have been revived and reinstated except to the extent of the full, final payment to Agent or Lenders in Cash. 10.16Counterparts. This Agreement and any amendments, waivers, consents or supplements hereto may be executed in any number of counterparts, and by different parties hereto in separate counterparts, each of which when so delivered shall be deemed an original, but all of which counterparts shall constitute but one and the same instrument.10.17No Third Party Beneficiaries. No provisions of the Loan Documents are intended, nor will be interpreted, to provide or create any third-party beneficiary rights or any other rights of any kind in any Person other than Agent, Lenders and Borrower unless specifically provided otherwise herein, and, 58except as otherwise so provided, all provisions of the Loan Documents shall be personal and solely among Agent, Lenders and the Loan Parties which are a party thereto.10.18Agency. Agent and each Lender hereby agree to the terms and conditions set forth on Addendum 4 attached hereto. Borrower acknowledges and agrees to the terms and conditions set forth on Addendum 4 attached hereto. 10.19Publicity. None of the parties hereto nor any of its respective member businesses and Affiliates shall, without the other partiesâ€™ prior written consent (which shall not be unreasonably withheld or delayed), publicize or use (a) the other partyâ€™s name (including a brief description of the relationship among the parties hereto), logo or hyperlink to such other partiesâ€™ web site, separately or together, in written and oral presentations, advertising, promotional and marketing materials, client lists, public relations materials or on its web site (together, the â€œPublicity Materialsâ€); (b) the names of officers of such other parties in the Publicity Materials; and (c) such other partiesâ€™ name, trademarks, servicemarks in any news or press release concerning such part; provided however, notwithstanding anything to the contrary herein, no such consent shall be required (i) to the extent necessary to comply with the requests of any regulators, legal requirements or laws applicable to such party, pursuant to any listing agreement with any national securities exchange (so long as such party provides prior notice to the other party hereto to the extent reasonably practicable) and (ii) to comply with Section 11.13.10.20Multiple Borrowers. If another party is joined as a Borrower hereunder after the Closing Date, each Borrower hereby agrees to the terms and conditions set

forth on Addendum 5 attached hereto.10.21Electronic Execution of Certain Other Documents. The words â€œexecution,â€ â€œexecuteâ€, â€œsigned,â€ â€œsignature,â€ and words of like import in or related to any document to be signed in connection with this Agreement and the transactions contemplated hereby (including without limitation assignments, assumptions, amendments, waivers and consents) shall be deemed to include electronic signatures, the electronic matching of assignment terms and contract formations on electronic platforms approved by the Agent, or the keeping of records in electronic form, each of which shall be of the same legal effect, validity or enforceability as a manually executed signature or the use of a paper-based recordkeeping system, as the case may be, to the extent and as provided for in any applicable law, including the Federal Electronic Signatures in Global and National Commerce Act, the California Uniform Electronic Transaction Act, or any other similar state laws based on the Uniform Electronic Transactions Act. 10.22Managerial Assistance. Borrower acknowledges that Hercules Capital, Inc. has elected to be regulated as a business development company under the 1940 Act, and as such is required to make available significant managerial assistance to its portfolio companies. Significant managerial assistance may include, but is not limited to, guidance and counsel concerning the portfolio companyâ€™s management, operations, business objectives and policies, arrangement of financing, management of relationships with financing sources, recruitment of management personnel and evaluation of acquisition and divestiture opportunities. Borrower hereby acknowledges and agrees that it may request such assistance at any time from Hercules Capital, Inc. by contacting legal@htgc.com.[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]59IN WITNESS WHEREOF, Borrower, Agent and Lenders have duly executed and delivered this Loan and Security Agreement as of the date set forth above.BORROWER:ARCUS BIOSCIENCES, INC.Signature:Â Â Â Â _/s/ Bob Goeltz ___Print Name:Â Â Â Â Bob Goeltz Title:Â Â Â Â Chief Financial OfficerAccepted in Palo Alto, California:AGENT:HERCULES CAPITAL, INC.Signature:Â Â Â Â _/s/ Seth Meyer _____Print Name:Â Â Â Â Seth MeyerTitle:Â Â Â Â Chief Financial Officer[SIGNATURE PAGE TO LOAN AND SECURITY AGREEMENT]sf-6066458 LENDERS:HERCULES CAPITAL, INC.Signature:Â Â Â Â /s/ Seth Meyer _____Print Name:Â Â Â Â Seth MeyerTitle:Â Â Â Â Â Â Â Â Chief Financial OfficerHERCULES CAPITAL IV, L.P.By: Hercules Technology SBIC Management, LLC, its General PartnerBy: Hercules Capital, Inc., its ManagerSignature:Â Â Â Â /s/ Seth Meyer _____Print Name:Â Â Â Â Seth MeyerTitle:Â Â Â Â Â Â Â Â Chief Financial OfficerHERCULES SBIC V, L.P.By: Hercules Technology SBIC Management, LLC, its General PartnerBy: Hercules Capital, Inc., its ManagerSignature:Â Â Â Â /s/ Seth Meyer _____Print Name:Â Â Â Â Seth MeyerTitle:Â Â Â Â Â Â Â Â Chief Financial OfficerHERCULES PRIVATE CREDIT FUND 1 L.P.By: Hercules Adviser LLC, its Investment Adviser[SIGNATURE PAGE TO LOAN AND SECURITY AGREEMENT]sf-6066458 Signature:Â Â Â Â /s/ Seth Meyer _____Print Name:Â Â Â Â Seth MeyerTitle:Â Â Â Â Â Â Â Â Authorized SignatoryHERCULES PRIVATE GLOBAL VENTURE GROWTH FUND I L.P.By: Hercules Adviser LLC, its Investment AdviserSignature:Â Â Â Â /s/ Seth Meyer _____Print Name:Â Â Â Â Seth MeyerTitle:Â Â Â Â Â Â Â Â Authorized Signatory[SIGNATURE PAGE TO LOAN AND SECURITY AGREEMENT]sf-6066458 Table of Addenda, Exhibits and SchedulesAddendum 1: Â Â Â Â Taxes; Increased CostsAddendum 2: Delivery InstructionsAddendum 3:Â Â Â Â SBA ProvisionsAddendum 4:Â Â Â Â Agent and Lender TermsAddendum 4:Â Â Â Â Multiple BorrowersExhibitÂ A:Â Â Â Â Advance Request Â Â Â Â Â Â Â Â Attachment to Advance RequestExhibitÂ B:Â Â Â Â Name, Locations, and Other Information ExhibitÂ C:Â Â Â Â Borrowerâ€™s Patents, Trademarks, Copyrights and LicensesExhibitÂ D:Â Â Â Â Borrowerâ€™s Deposit Accounts and Investment AccountsExhibitÂ E:Â Â Â Â Compliance CertificateExhibitÂ F:Â Â Â Â Joinder AgreementExhibitÂ G: Â Â Â Â ACH Debit Authorization AgreementExhibit H-1:Â Â Â Â Form of U.S. Tax Compliance Certificate (For Foreign Lenders That Are Not Partnerships For U.S. Federal Income Tax Purposes)Exhibit H-2:Â Â Â Â Form of U.S. Tax Compliance Certificate (For Foreign Participants That Are Not Partnerships For U.S. Federal Income Tax Purposes)Exhibit H-3:Â Â Â Â Form of U.S. Tax Compliance Certificate (For Foreign Participants That Are Partnerships For U.S. Federal Income Tax Purposes)Exhibit H-4:Â Â Â Â Form of U.S. Tax Compliance Certificate (For Foreign Lenders That Are Partnerships For U.S. Federal Income Tax Purposes)Schedule 1.1Â Â Â Â Â Â Â Â CommitmentsSchedule 1Â Â Â Â Â Â Â Â Â SubsidiariesSchedule 1AÂ Â Â Â Â Â Â Â Â Existing Permitted IndebtednessSchedule 1BÂ Â Â Â Â Â Â Â Â Existing Permitted InvestmentsSchedule 1CÂ Â Â Â Â Â Â Â Â Existing Permitted LiensSchedule 1DÂ Â Â Â Â Â Â Â Â Opt-In IP AssetsSchedule 5.3Â Â Â Â Â Â Â Â Consents, Etc.Schedule 5.8Â Â Â Â Â Â Â Â Tax MattersSchedule 5.9Â Â Â Â Â Â Â Â Intellectual Property ClaimsSchedule 5.10(a)Â Â Â Â Current Company IPSchedule 5.10(d)Â Â Â Â Matters Relating to current Material AgreementsSchedule 5.10(f)Â Â Â Â Enforceability, Entitlement and Exploitation of Current Company IPSchedule 5.10(i)Â Â Â Â Â Â Â Â Claims of Infringement on Third Party IP By Current Company IPSchedule 5.10(k)Â Â Â Â Obligations Relating to Company IPSchedule 5.10(l)Â Â Â Â Â Â Â Â Third Party Infringements of Company IPSchedule 5.10(o)Â Â Â Â Intellectual PropertySchedule 5.11Â Â Â Â Â Â Â Â Borrower ProductsSchedule 5.14Â Â Â Â Â Â Â Â Capitalization EX-31.1 3 a2024q3exhibit311.htm EX-31.1 DocumentExhibit 31.1CERTIFICATION PURSUANT TORULES 13a-14(a) AND 15d-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934,AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002I, Terry Rosen, certify that:1.I have reviewed this Form 10-Q of Arcus Biosciences, 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 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 registrant'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; and5.The registrantâ€™s other certifying officer 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.Date: NovemberÂ 6, 2024By:/s/ Terry RosenTerry Rosen, Ph.D.Chief Executive Officer(Principal Executive Officer) EX-31.2 4 a2024q3exhibit312.htm EX-31.2 DocumentExhibit 31.2CERTIFICATION PURSUANT TORULES 13a-14(a) AND 15d-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934,AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002I, Robert C. Goeltz II, certify that:1.I have reviewed this Form 10-Q of Arcus Biosciences, 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 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 registrant'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; and5.The registrantâ€™s other certifying officer 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.Date: NovemberÂ 6, 2024By:/s/ Robert C. Goeltz IIRobert C. Goeltz IIChief Financial Officer(Principal Financial Officer) EX-32.1 5 a2024q3exhibit321.htm EX-32.1 DocumentExhibit 32.1CERTIFICATION PURSUANT TO18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TOSECTION 906 OF THE SARBANES-OXLEY ACT OF 2002In connection with the Quarterly Report of Arcus Biosciences, Inc. (the â€œCompanyâ€) on Form 10-Q for the period ending SeptemberÂ 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.Date: NovemberÂ 6, 2024By:/s/ Terry RosenTerry Rosen, Ph.D.Chief Executive Officer(Principal Executive Officer) EX-32.2 6 a2024q3exhibit322.htm EX-32.2 DocumentExhibit 32.2CERTIFICATION PURSUANT TO18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TOSECTION 906 OF THE SARBANES-OXLEY ACT OF 2002In connection with the Quarterly Report of Arcus Biosciences, Inc. (the â€œCompanyâ€) on Form 10-Q for the period ending SeptemberÂ 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.Date: NovemberÂ 6, 2024By:/s/ Robert C. Goeltz IIRobert C. Goeltz IIChief Financial Officer(Principal Financial Officer) EX-101.SCH 7 rcus-20240930.xsd XBRL TAXONOMY EXTENSION SCHEMA DOCUMENT 0000001 - Document - Cover link:presentationLink link:calculationLink link:definitionLink 9952151 - Statement - Condensed Consolidated Statements of Operations link:presentationLink link:calculationLink link:definitionLink 9952152 - Statement - Condensed Consolidated Statements of Operations (Parenthetical) link:presentationLink link:calculationLink link:definitionLink 9952153 - Statement - Condensed Consolidated Statements of Comprehensive Loss link:presentationLink link:calculationLink link:definitionLink 9952154 - Statement - Condensed Consolidated Balance Sheets link:presentationLink link:calculationLink link:definitionLink 9952155 - Statement - Condensed Consolidated Balance Sheets (Parenthetical) link:presentationLink link:calculationLink link:definitionLink 9952156 - Statement - Condensed Consolidated Statements of Stockholders' Equity link:presentationLink link:calculationLink link:definitionLink 9952157 - Statement - Condensed Consolidated Statements of Cash Flows link:presentationLink link:calculationLink link:definitionLink 9952158 - Statement - Condensed Consolidated Statements of Cash Flows (Parenthetical) link:presentationLink link:calculationLink link:definitionLink 9952159 - Disclosure - Organization, Liquidity and Capital Resources link:presentationLink link:calculationLink link:definitionLink 9952160 - Disclosure - Summary of Significant Accounting Policies link:presentationLink link:calculationLink link:definitionLink 9952161 - Disclosure - Related Party - Gilead Sciences, Inc. link:presentationLink link:calculationLink link:definitionLink 9952162 - Disclosure - License and Collaborations link:presentationLink link:calculationLink link:definitionLink 9952163 - Disclosure - Revenues link:presentationLink link:calculationLink link:definitionLink 9952164 - Disclosure - Income Taxes link:presentationLink link:calculationLink link:definitionLink 9952165 - Disclosure - Net Loss Per Share link:presentationLink link:calculationLink link:definitionLink 9952166 - 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Gilead Collaboration Gilead Collaboration [Member] Gilead Collaboration BVF Partners L.P. BVF Partners L.P. [Member] BVF Partners L.P. Non-Rule 10b5-1 Arrangement Adopted Non-Rule 10b5-1 Arrangement Adopted [Flag] Fair Value Measurements Fair Value Disclosures [Text Block] Award Timing Disclosures [Line Items] Other Performance Measure, Amount Other Performance Measure, Amount Leases Lessee, Operating Leases [Text Block] Common stock, shares outstanding (in shares) Beginning balance, shares Ending balance, shares Common Stock, Shares, Outstanding Etrumadenant License and Research and Development Services Agreement Etrumadenant License And Research And Development Services Agreement [Member] Etrumadenant License And Research And Development Services Agreement Total allocated transaction price Allocation To Performance Obligations Allocation to performance obligations. Revenue from Contract with Customer [Abstract] Revenue from Contract with Customer [Abstract] Deferred revenue ($93 and $84 to a related party) Deferred revenue, current Contract with Customer, Liability, Current Plan Name [Domain] Plan Name [Domain] Other noncurrent assets ($â€“ and $6 from a related party) Other noncurrent assets Other Assets, Noncurrent Entity Tax Identification Number Entity Tax Identification Number Leases [Abstract] Leases [Abstract] Quemliclustat - License and R&D services Quemliclustat License And Research And Development Activities Quemliclustat license and research and development activities. Schedule of Long-Term Debt Instruments Schedule of Long-Term Debt Instruments [Table Text Block] Antidilutive Securities, Name Antidilutive Securities, Name [Domain] Money market funds Money Market Funds [Member] Accrued research and development Accrued Research And Development Expenses Current Accrued research and development expenses current. Net cash used in operating activities Net Cash Provided by (Used in) Operating Activities Sale of stock, consideration received on transaction Sale of Stock, Consideration Received on Transaction Cash flow from operating activities Net Cash Provided by (Used in) Operating Activities [Abstract] U.S. treasury securities US Treasury Securities [Member] Secured Debt Secured Debt [Member] Plan Name [Axis] Plan Name [Axis] Beginning balance Ending balance Liability for Sale of Future Royalties Liability for sale of future royalties. Equity Components Equity Components [Axis] Employee Service Share Based Compensation Allocation Of Recognized Period Costs [Line Items] Share-Based Payment Arrangement, Expensed and Capitalized, Amount [Line Items] Award Timing Method Award Timing Method [Text Block] Trading Arrangements, by Individual Trading Arrangements, by Individual [Table] Fair Value Debt Securities, Available-for-Sale Measurement Frequency [Axis] Measurement Frequency [Axis] Entity Common Stock, Shares Outstanding Entity Common Stock, Shares Outstanding Second Stock Purchase Agreement Second Stock Purchase Agreement [Member] Second Stock Purchase Agreement. Removal of option continuation payment under agreement Remove Option Continuation Payment Under Agreement Remove option continuation payment under agreement. Trailing days average closing price Trailing Days Average Closing Price Trailing days average closing price. Insider Trading Policies and Procedures [Line Items] Use of Estimates Use of Estimates, Policy [Policy Text Block] Adjustment to Compensation, Amount Adjustment to Compensation Amount Compensation Amount Outstanding Recovery Compensation Amount Restricted Cash, Noncurrent, Statement of Financial Position [Extensible Enumeration] Restricted Cash, Noncurrent, Statement of Financial Position [Extensible Enumeration] Aggregate Change in Present Value of Accumulated Benefit for All Pension Plans Reported in Summary Compensation Table Aggregate Change in Present Value of Accumulated Benefit for All Pension Plans Reported in Summary Compensation Table [Member] STAR-221 Development Activities STAR-221 Development Activities [Member] STAR-221 Development Activities Entity Small Business Entity Small Business Company Selected Measure Amount Company Selected Measure Amount Etrumadenant - License and R&D services Etrumadenant License And Research And Development Activities Etrumadenant license and research and development activities. Proceeds from maturities of marketable securities Proceeds From Maturity of Marketable Securities Proceeds from maturity of marketable securities. Tabular List, Table Tabular List [Table Text Block] Level 3 Fair Value, Inputs, Level 3 [Member] Cash and investments Investments and Cash Schedule of Assets and Liabilities Measured at Fair Value on Recurring Basis Fair Value Assets and Liabilities Measured On Recurring Basis [Table Text Block] Fair value assets and liabilities measured on recurring basis. Aggregate Grant Date Fair Value of Equity Award Amounts Reported in Summary Compensation Table Aggregate Grant Date Fair Value of Equity Award Amounts Reported in Summary Compensation Table [Member] STAR-121 Development Activities STAR-121 Development Activities [Member] STAR-121 Development Activities Debt Securities, Available-for-Sale [Line Items] Debt Securities, Available-for-Sale [Line Items] U.S. government agency obligations US Government Agency Obligation [Member] US Government agency obligation. Antidilutive securities excluded from computation of diluted net loss per share (in shares) Antidilutive Securities Excluded from Computation of Earnings Per Share, Amount Debt Instrument, variable interest rate, Type [Extensible Enumeration] Debt Instrument, Variable Interest Rate, Type [Extensible Enumeration] Debt Instrument, Prepayment, Period [Axis] Debt Instrument, Prepayment, Period [Axis] Debt Instrument, Prepayment, Period AstraZeneca Agreement Astra Zeneca Agreement [Member] AstraZeneca Agreement. Rights to Certain Studies Rights To Certain Studies [Member] Rights To Certain Studies Cash, Cash Equivalents and Marketable Securities [Abstract] Cash, Cash Equivalents and Marketable Securities [Abstract] Cash, cash equivalents and marketable securities. Gilead Collaboration Agreement Option License And Collaboration Agreement [Member] Option, license and collaboration agreement. Amortization of discounts on marketable securities Accretion (Amortization) of Discounts and Premiums, Investments Current assets: Assets, Current [Abstract] Debt instrument, periodic payment, interest, term Debt Instrument, Periodic Payment, Interest, Term Debt Instrument, Periodic Payment, Interest, Term Access rights Access Rights [Member] Access Rights Payments of employee taxes related to net settlement of equity awards Payment, Tax Withholding, Share-Based Payment Arrangement Taiho Pharmaceutical Co., Ltd Taiho Pharmaceutical Co Ltd [Member] Taiho Pharmaceutical Co., Ltd. Option continuation payment due upon sixth anniversary of agreement Option Continuation Payment Due Upon Sixth Anniversary of Agreement Option continuation payment due upon Sixth anniversary of agreement. Forgone Recovery due to Disqualification of Tax Benefits, Amount Forgone Recovery due to Disqualification of Tax Benefits, Amount Product and Service Product and Service [Domain] Employee Stock Option Share-Based Payment Arrangement, Option [Member] Debt Securities, Available-for-Sale [Table] Debt Securities, Available-for-Sale [Table] Additional clinical, regulatory and commercialization milestone payments Additional Clinical Regulatory And Commercialization Milestone Payments Additional clinical regulatory and commercialization milestone payments. Fair Value Disclosures [Abstract] Fair Value Disclosures [Abstract] Allocation of transaction price Total transaction price Allocation Of Transaction Price Allocation of transaction price Schedule Of Antidilutive Securities Excluded From Computation Of Earnings Per Share [Table] Antidilutive Security, Excluded EPS Calculation [Table] Comprehensive loss Comprehensive Income (Loss), Net of Tax, Attributable to Parent Funds received for stock purchase agreement Funds Received For Stock Purchase Agreement Funds received for stock purchase agreement. Access rights Access Rights Access rights. Security Exchange Name Security Exchange Name Debt instrument, basis spread on variable rate Debt Instrument, Basis Spread on Variable Rate Award Type Award Type [Axis] Contract with customer, liability, cumulative catch-up adjustment to revenue, change in estimate of transaction price Contract with Customer, Liability, Cumulative Catch-up Adjustment to Revenue, Change in Estimate of Transaction Price Right to purchase additional outstanding voting common stock percentage Right To Purchase Additional Outstanding Voting Common Stock Percentage Right to purchase additional outstanding voting common stock percentage. Number of programs, eligible to receive regulatory and commercial milestone payments Number Of Programs, Eligible To Receive Regulatory And Commercial Milestone Payments Number of programs, eligible to receive regulatory and commercial milestone payments. Related Party Transaction [Domain] Related Party Transaction [Domain] Property and equipment, net Property, Plant and Equipment, Net Schedule of Cash and Cash Equivalents Schedule of Cash and Cash Equivalents [Table Text Block] Corporate securities and commercial paper Corporate Securities And Commercial Paper [Member] Corporate securities and commercial paper. Common stock, par value (in dollars per share) Common Stock, Par or Stated Value Per Share Forgone Recovery, Explanation of Impracticability Forgone Recovery, Explanation of Impracticability [Text Block] anti-PD-1 Anti P D One [Member] Anti PD one. Schedule of Amortized Cost, Gross Unrealized Gains and Losses and Fair Value of Our Cash, Cash Equivalents and Marketable Securities Considered as Available for Sale by Type of Securities Debt Securities, Available-for-Sale [Table Text Block] Research and development (Includes $2, $22, $32 and $89 of net recoveries from a related party) Research and development expense Research and Development Expense Expiration Date Trading Arrangement Expiration Date Cash flow from investing activities Net Cash Provided by (Used in) Investing Activities [Abstract] Upfront cash payment Upfront Cash Payment Upfront cash payment. Current portion of lease liabilities Operating Lease, Liability, Current Total Shareholder Return Amount Total Shareholder Return Amount Common stock, shares issued (in shares) Common Stock, Shares, Issued Regulatory and commercial milestone payments received Regulatory And Commercial Milestone Payments Received Regulatory and commercial milestone payments received. Equity Awards Adjustments, Footnote Equity Awards Adjustments, Footnote [Text Block] Liability for sale of future royalties Liability for Sale of Future Royalties [Member] Liability for sale of future royalties. Percentage of revenues Concentration Risk, Percentage Contract with customer, liability, cumulative catch-up adjustment to revenue, change in measure of progress and change in estimate of transaction price Contract With Customer, Liability, Cumulative Catch-up Adjustment To Revenue, Change In Measure Of Progress And Change In Estimate Of Transaction Price Contract With Customer, Liability, Cumulative Catch-up Adjustment To Revenue, Change In Measure Of Progress And Change In Estimate Of Transaction Price Insider Trading Policies and Procedures Adopted Insider Trading Policies and Procedures Adopted [Flag] Debt instrument, unused borrowing capacity, amount Debt Instrument, Unused Borrowing Capacity, Amount Debt Instrument [Line Items] Debt Instrument [Line Items] Named Executive Officers, Footnote Named Executive Officers, Footnote [Text Block] Research and Development Research and development Research and Development Expense [Member] Common stock, shares authorized (in shares) Common Stock, Shares Authorized Basis of Presentation Basis of Accounting, Policy [Policy Text Block] Shares used to compute loss per share, diluted (in shares) Weighted Average Number of Shares Outstanding, Diluted Current and future programs exclusive access period Current And Future Programs Exclusive Access Period Current and future programs exclusive access period. Reimbursement from related party for shared costs Related Party Transaction Reimbursement From Related Party For Shared Costs Related party transaction reimbursement from related party for shared costs. MNPI Disclosure Timed for Compensation Value MNPI Disclosure Timed for Compensation Value [Flag] Long-Term Debt, Type [Axis] Long-Term Debt, Type [Axis] Total stockholdersâ€™ equity Beginning balance Ending balance Equity, Attributable to Parent Cash paid for amounts included in measurement of lease liabilities Cash Paid For Amounts Included In Measurement Of Lease Liabilities Cash paid for amounts included in measurement of lease liabilities. Proceeds from debt issuances, net Proceeds from Issuance of Debt License and Collaborations Collaborative Arrangement Disclosure [Text Block] Related Party Related Party [Member] Clinical, regulatory and commercialization milestone payments Clinical Regulatory And Commercialization Milestone Payments Clinical regulatory and commercialization milestone payments. Interest expense Interest Expense, Nonoperating Concentration Risk Type [Domain] Concentration Risk Type [Domain] Option continuation payment received in the third quarter of 2024 Option Payment Received For Etrumadenant Option Payment Received For Etrumadenant License And Collaboration Agreements [Table] License and Collaboration Agreements [Table] License and collaboration agreements. Summary of Transaction Price and Allocation of Transaction Price to the Performance Obligations Schedule Of Transaction Price and Allocated To Transaction Price to Performance Obligations [Table Text Block] Schedule of transaction price and allocated to transaction price to performance obligations. Other comprehensive income Other Comprehensive Income (Loss), Net of Tax, Portion Attributable to Parent Fair Value On Recurring Basis Fair Value, Recurring [Member] Sale of Stock [Domain] Sale of Stock [Domain] Antidilutive Securities Excluded From Computation Of Earnings Per Share [Line Items] Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items] Long-term debt Total long-term debt Long-Term Debt Pension Adjustments Prior Service Cost Pension Adjustments Prior Service Cost [Member] Contingent payments upon achievement of certain clinical and regulatory milestones Contingent Payments Upon Achievement Of Certain Clinical And Regulatory Milestones Contingent payments upon achievement of certain clinical and regulatory milestones. Gilead Collaboration Agreement Gilead Collaboration Agreement [Member] Gilead collaboration agreement. Document Fiscal Period Focus Document Fiscal Period Focus 2028 Long-Term Debt, Maturity, Year Four All Executive Categories All Executive Categories [Member] Changed Peer Group, Footnote Changed Peer Group, Footnote [Text Block] ASSETS Assets [Abstract] Contract with customer liability revenue recognized excluding opening balance Contract With Customer Liability Revenue Recognized Excluding Opening Balance Contract With Customer Liability Revenue Recognized Excluding Opening Balance Additional clinical and regulatory milestone payments receivable Additional Clinical And Milestone Payments Received Under License Agreement Additional clinical and milestone payments received under license agreement. Other comprehensive income (loss) Other Comprehensive Income (Loss), Net of Tax Number of research programs Number Of Research Programs Number of research programs. Document Type Document Type Debt instrument, interest rate, effective percentage Debt Instrument, Interest Rate, Effective Percentage R&D services R&D Services [Member] R&D Services Interest and other income, net Interest And Other Income Expense Nonoperating Net Interest and other income (expense) nonoperating net. Pension Benefits Adjustments, Footnote Pension Benefits Adjustments, Footnote [Text Block] Total Shareholder Return Vs Peer Group Total Shareholder Return Vs Peer Group [Text Block] Taiho Collaboration Agreement Taiho Collaboration Agreement [Member] Taiho Collaboration Agreement Cash, cash equivalents and restricted cash at beginning of period Cash, cash equivalents and restricted cash at end of period Total cash, cash equivalents and restricted cash Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Including Disposal Group and Discontinued Operations Purchases of marketable securities Payments to Acquire Marketable Securities Third Gilead Collaboration Agreement Amendment, Third Stock Purchase Agreement Amendment and the Second Investor Rights Agreement Amendment Third Gilead Collaboration Agreement Amendment, Third Stock Purchase Agreement Amendment And The Second Investor Rights Agreement Amendment [Member] Third Gilead Collaboration Agreement Amendment, Third Stock Purchase Agreement Amendment And The Second Investor Rights Agreement Amendment Amortized Cost Debt Securities, Available-for-Sale, Amortized Cost Amended Gilead Collaboration Agreement Amended Gilead Collaboration Agreement [Member] Amended gilead collaboration agreement. Research and Development Arrangement, Contract to Perform for Others, Type [Domain] Research and Development Arrangement, Contract to Perform for Others, Type [Domain] Maximum Maximum [Member] Domvanalimab - R&D services Zimberelimab Research and Development and Commercial Activities Zimberelimab research and development and commercial activities. Contract with customer, liability Contract with Customer, Liability Equity Valuation Assumption Difference, Footnote Equity Valuation Assumption Difference, Footnote [Text Block] Total payments Long-Term Debt, Maturity, Year Four and Five Antidilutive Securities Antidilutive Securities [Axis] Accounts payable Accounts Payable, Current Accounting Policies [Abstract] Accounting Policies [Abstract] LIABILITIES AND STOCKHOLDERS' EQUITY Liabilities

[Abstract] Revenues: Revenues [Abstract] Fair Value, Liabilities Measured on Recurring Basis, Unobservable Input Reconciliation [Table] Fair Value, Liabilities Measured on Recurring Basis, Unobservable Input Reconciliation [Table] Shares issued, price per share (in dollars per share) Shares Issued, Price Per Share Capitalized contract cost, gross Capitalized Contract Cost, Gross Current Fiscal Year End Date Current Fiscal Year End Date Statistical Measurement Statistical Measurement [Axis] PEO Name PEO Name Non-Rule 10b5-1 Arrangement Terminated Non-Rule 10b5-1 Arrangement Terminated [Flag] Loss before income taxes Income (Loss) from Continuing Operations before Income Taxes, Noncontrolling Interest Non-PEO NEO Average Total Compensation Amount Non-PEO NEO Average Total Compensation Amount All Award Types Award Type [Domain] Name Outstanding Recovery, Individual Name Proceeds from issuance of secured debt Proceeds from Issuance of Secured Debt Disaggregation of Revenue [Line Items] Disaggregation of Revenue [Line Items] Summary of Outstanding Potentially Dilutive Securities Excluded from Computation of Diluted Net Loss Per Share Schedule of Antidilutive Securities Excluded from Computation of Earnings Per Share [Table Text Block] Compensation Actually Paid vs. Company Selected Measure Compensation Actually Paid vs. Company Selected Measure [Text Block] Over time Transferred over Time [Member] Non-PEO NEO Non-PEO NEO [Member] Award Timing Predetermined Award Timing Predetermined [Flag] Option continuation periods Option Continuation Periods Option continuation periods. Receivable from collaboration partners ($18 and $17 from a related party) Receivable from collaboration partners Increase (Decrease) in Contract with Customer, Asset R&D Activities for Domvanalimab Research And Development Activities For Domvanalimab [Member] Research and development activities for domvanalimab. Subsequent Event Type [Domain] Subsequent Event Type [Domain] Class of Stock [Line Items] Class of Stock [Line Items] Restricted cash (included in Other noncurrent assets) Restricted Cash, Noncurrent Recent Accounting Pronouncements New Accounting Pronouncements, Policy [Policy Text Block] Forecast Forecast [Member] Long-term Debt Long-Term Debt [Text Block] Net loss per share, diluted (in dollars per share) Earnings Per Share, Diluted Counterparty Name Counterparty Name [Domain] Noncash lease expense Operating Lease, Right-of-Use Asset, Periodic Reduction Name Measure Name Entity Interactive Data Current Entity Interactive Data Current Deferred revenue (($20) and ($47) to a related party) Deferred revenue Increase (Decrease) in Contract with Customer, Liability Restatement does not require Recovery Restatement Does Not Require Recovery [Text Block] Milestone payments Milestone Payments Milestone payments. Number of operating segments Number of Operating Segments Disaggregation of Revenue [Table] Disaggregation of Revenue [Table] Contingent milestone payments receivable Contingent Milestone Payments Receivable Contingent milestone payments receivable. Statement of Financial Position [Abstract] Statement of Financial Position [Abstract] License revenue License Revenue [Member] License Revenue Stock-based compensation expense Share-Based Payment Arrangement, Noncash Expense Premium from Third Stock Purchase Agreement Amendment Option Payment For Domvanalimab Option payment for Domvanalimab. Net loss Net Income (Loss), Including Portion Attributable to Noncontrolling Interest Income tax expense Income tax expense Income Tax Expense (Benefit) Imputed effective rate of interest on unamortized portion of liability Imputed Effective Rate of Interest on Unamortized Portion of Liability Imputed effective rate of interest on unamortized portion of liability. Debt instrument, interest rate, stated percentage Debt Instrument, Interest Rate, Stated Percentage Marketable securities Debt Securities, Available-for-Sale, Current Total revenues Revenue from contract with customer, excluding assessed tax Revenue from Contract with Customer, Excluding Assessed Tax Interest accretion Increase in Liability for Sale of Future Royalties Interest Accretion Increase in liability for sale of future royalties interest accretion. Deferred revenue as of January 29, 2024 Deferred Revenues At Amendment Closing Date Deferred revenues at amendment closing date. Total non-operating income, net Nonoperating Income (Expense) WuXi Biologics License Agreement Wu Xi Biologics License Agreement [Member] WuXi Biologics license agreement. Other liabilities Increase (Decrease) in Other Noncurrent Liabilities Concentration Risk Benchmark [Domain] Concentration Risk Benchmark [Domain] Effective tax rate Effective Income Tax Rate Reconciliation, Percent Net cash provided by (used in) investing activities Net Cash Provided by (Used in) Investing Activities Loss from operations Operating Income (Loss) Access Rights and Option Continuation Periods Access Rights and Option Continuation Periods [Member] Access rights and option continuation periods. Development cost recorded within research and development expenses Research and Development Expense (Excluding Acquired in Process Cost) Option payment upon completion of certain IND-enabling activities Option Payment Upon Completion of certain IND-enabling Activities Option payment upon completion of certain IND-enabling activities. Number of reportable segments Number of Reportable Segments Total liabilities and stockholdersâ€™ equity Liabilities and Equity Other items, net Other Operating Activities, Cash Flow Statement Rule 10b5-1 Arrangement Terminated Rule 10b5-1 Arrangement Terminated [Flag] All Adjustments to Compensation All Adjustments to Compensation [Member] Fair Value Hierarchy and NAV Fair Value Hierarchy and NAV [Axis] Accrued personnel expenses Employee-related Liabilities, Current Impairment of long-lived assets Operating Lease, Impairment Loss Non refundable and non creditable cash payments Non Refundable And Non Creditable Cash Payments Non refundable and non creditable cash payments. Schedule of Maturities of Long-Term Debt Schedule of Maturities of Long-Term Debt [Table Text Block] Underlying Security Market Price Change Underlying Security Market Price Change, Percent Scenario [Domain] Scenario [Domain] Individual: Individual [Axis] Related Party Transaction [Axis] Related Party Transaction [Axis] Accumulated other comprehensive loss AOCI Attributable to Parent [Member] Balance Sheet Related Disclosures [Abstract] Balance Sheet Related Disclosures [Abstract] U.S. government agency securities US Government Agencies Debt Securities [Member] Long-Term Debt, Type [Domain] Long-Term Debt, Type [Domain] Product and Service Product and Service [Axis] Entity Address, State or Province Entity Address, State or Province Statement [Line Items] Statement [Line Items] Juan Jaen [Member] Juan Jaen Development milestone expense Milestone Expense Milestone expense. Erroneous Compensation Analysis Erroneous Compensation Analysis [Text Block] Operating expenses: Operating Expenses [Abstract] Compensation Actually Paid vs. Total Shareholder Return Compensation Actually Paid vs. Total Shareholder Return [Text Block] Financial Instruments [Domain] Financial Instruments [Domain] Transaction price Allocation Of Transaction Price [Abstract] Allocation of transaction price. Debt instrument, term charge, percentage Debt Instrument, End Of Term Charge, Percentage Debt Instrument, End Of Term Charge, Percentage Number of exercise option to programs Number of Exercise Option to Programs Number of exercise option to programs. Unamortized discounts and issuance costs Debt Instrument, Unamortized Discount (Premium) and Debt Issuance Costs, Net Option continuation payment receivable upon sixth anniversary of agreement Option Continuation Payment Receivable Upon Sixth Anniversary Of Agreement Option continuation payment receivable upon sixth anniversary of agreement. Minimum Minimum [Member] Restatement Determination Date Restatement Determination Date Payment for option exercise Payment For Option Exercise Payment for option exercise. Collaboration term for current and future clinical programs Collaboration Term For Current And Future Clinical Programs Collaboration term for current and future clinical programs. Long-term marketable securities Debt Securities, Available-for-Sale, Noncurrent Adoption Date Trading Arrangement Adoption Date Pay vs Performance Disclosure Pay vs Performance Disclosure [Table] Related Party Transactions [Abstract] Related Party Transactions [Abstract] Deferred revenue, noncurrent ($262 and $291 to a related party) Deferred revenue, noncurrent Contract with Customer, Liability, Noncurrent Schedule of Research and Development Arrangement, Contract to Perform for Others [Table] Research and Development, Contract to Perform for Others [Table] Erroneously Awarded Compensation Recovery Erroneously Awarded Compensation Recovery [Table] Change in Fair Value as of Vesting Date of Prior Year Equity Awards Vested in Covered Year Change in Fair Value as of Vesting Date of Prior Year Equity Awards Vested in Covered Year [Member] Long-term debt, non-current (Contractual maturity 2029) Long-Term Debt, Gross Exercise Price Award Exercise Price Net Loss Per Share Earnings Per Share [Text Block] Arrangement Duration Trading Arrangement Duration Subsequent Event Subsequent Event [Member] Contract with customer, asset, before allowance for credit loss Contract with Customer, Asset, before Allowance for Credit Loss Stockholdersâ€™ equity: Equity, Attributable to Parent [Abstract] Contract with customer, liability, cumulative catch-up adjustment to revenue, change in measure of progress Contract with Customer, Liability, Cumulative Catch-up Adjustment to Revenue, Change in Measure of Progress Peer Group Issuers, Footnote Peer Group Issuers, Footnote [Text Block] Material Terms of Trading Arrangement Material Terms of Trading Arrangement [Text Block] At-the-Market Facility At-the-Market Facility [Member] At-the-Market Facility Contract with customer, liability, cumulative catch-up adjustment to revenue, earnings per share, basic (in dollars per share) Contract With Customer, Liability, Cumulative Catch-up Adjustment To Revenue, Earnings Per Share, Basic Contract With Customer, Liability, Cumulative Catch-up Adjustment To Revenue, Earnings Per Share, Basic All Individuals All Individuals [Member] PEO PEO [Member] anti-CD39 Anti C D Thirty Nine [Member] Anti CD thirty nine. Income Tax Disclosure [Abstract] Income Tax Disclosure [Abstract] Name Trading Arrangement, Individual Name Statement of Stockholders' Equity [Abstract] Statement of Stockholders' Equity [Abstract] Unrealized Gain Debt Securities, Available-for-Sale, Accumulated Gross Unrealized Gain, before Tax Other assets ($6 and ($4) from a related party) Other assets Increase (Decrease) in Other Noncurrent Assets Debt instrument, face amount, contingently available Debt Instrument, Face Amount, Contingently Available Debt Instrument, Face Amount, Contingently Available Proceeds from issuance of common stock pursuant to equity award plans Proceeds, Issuance of Shares, Share-Based Payment Arrangement, Including Option Exercised Initial Gilead Collaboration Agreement and Subsequent Amendments Initial Gilead Collaboration Agreement And Subsequent Amendments [Member] Initial Gilead Collaboration Agreement And Subsequent Amendments Awards Close in Time to MNPI Disclosures, Table Awards Close in Time to MNPI Disclosures [Table Text Block] Abmuno License Agreement Abmuno License Agreement [Member] Abmuno license agreement. Non-operating income (expense): Other Nonoperating Income (Expense) [Abstract] Schedule Of Employee Service Share Based Compensation Allocation Of Recognized Period Costs [Table] Share-Based Payment Arrangement, Expensed and Capitalized, Amount [Table] Prior Year End Fair Value of Equity Awards Granted in Any Prior Year that Fail to Meet Applicable Vesting Conditions During Covered Year Prior Year End Fair Value of Equity Awards Granted in Any Prior Year that Fail to Meet Applicable Vesting Conditions During Covered Year [Member] Related Party [Domain] Related and Nonrelated Parties [Domain] Cash and cash equivalents Cash and Cash Equivalents, Fair Value Disclosure Aggregate Erroneous Compensation Amount Aggregate Erroneous Compensation Amount Cash, Cash Equivalents and Marketable Securities Cash, Cash Equivalents, and Marketable Securities [Text Block] R&D Activities for Inflammation Programs Research And Development Activities For Inflammation Programs [Member] Research and development activities for inflammation programs member. Percentage of premium purchase price of common stock Percentage Of Premium Purchase Price Of Common Stock Percentage of premium purchase price of common stock. Proceeds from sales of marketable securities Proceeds From Sale of Marketable Securities Proceeds from sale of marketable securities. Local Phone Number Local Phone Number Liability Class [Axis] Liability Class [Axis] Aggregate Erroneous Compensation Not Yet Determined Aggregate Erroneous Compensation Not Yet Determined [Text Block] Total operating expenses Operating Expenses Gilead Gilead Sciences Inc [Member] Gilead Sciences, Inc. Number of positions in securities in unrealized loss Debt Securities, Available-for-Sale, Unrealized Loss Position, Number of Positions Debt instrument, upfront facility fees, amount Debt Instrument, Upfront Facility Fees, Amount Debt Instrument, Upfront Facility Fees, Amount Changes in operating assets and liabilities: Increase (Decrease) in Operating Capital [Abstract] Hercules Agreement Hercules Agreement [Member] Hercules Agreement PEO Total Compensation Amount PEO Total Compensation Amount Fair Value, Liabilities Measured on Recurring Basis, Unobservable Input Reconciliation, Calculation [Roll Forward] Fair Value, Liabilities Measured on Recurring Basis, Unobservable Input Reconciliation, Calculation [Roll Forward] Income Statement Location Statement of Income Location, Balance [Axis] Summary of Changes of Liabilities for Sale of Future Royalties Summary of Changes Of Liabilities for Sale of Future Royalties [Table Text Block] Summary of changes of liabilities for sale of future royalties. Debt Disclosure [Abstract] Common Stock Common Stock [Member] Measure: Measure [Axis] Inflammation target 2 - R&D services Inflammation Target 2 [Member] Inflammation target 2 member Asset Class Asset Class [Domain] Weighted average closing price of our common stock on grant date (in dollars per share) Share Price Forgone Recovery due to Expense of Enforcement, Amount Forgone Recovery due to Expense of Enforcement, Amount Issuance of common stock (in shares) Common stock shares issued (in shares) Stock Issued During Period, Shares, New Issues Entity Emerging Growth Company Entity Emerging Growth Company Other Other Sundry Liabilities, Current Summary of Revenue Recognized as a Result of Changes in Deferred Revenue Deferred Revenue, by Arrangement, Disclosure [Table Text Block] Total liabilities measured at fair value Liabilities, Fair Value Disclosure Entity Central Index Key Entity Central Index Key 2029 Long-Term Debt, Maturity, Year Five Option period Option Period Option period. Scenario [Axis] Scenario [Axis] General and administrative General and Administrative Expense [Member] Thereafter of the Funding Date Debt Instrument, Prepayment, Period Three [Member] Debt Instrument, Prepayment, Period Three Non-GAAP Measure Description Non-GAAP Measure Description [Text Block] Non-PEO NEO Average Compensation Actually Paid Amount Non-PEO NEO Average Compensation Actually Paid Amount Stockholders' Equity Equity [Text Block] Award Timing, How MNPI Considered Award Timing, How MNPI Considered [Text Block] Equity Component Equity Component [Domain] Financial Instrument [Axis] Financial Instrument [Axis] Accrued interest receivable Interest Receivable, Current Additional 402(v) Disclosure Additional 402(v) Disclosure [Text Block] Stock-based compensation APIC, Share-Based Payment Arrangement, Increase for Cost Recognition Entity Shell Company Entity Shell Company Entity Incorporation, State or Country Code Entity Incorporation, State or Country Code Research and development expense, net of recoveries Research And Development Expense, Recoveries Research And Development Expense, Recoveries Title Trading Arrangement, Individual Title Debt instrument, face amount, contingently issuable Debt Instrument, Face Amount, Contingently Issuable Debt Instrument, Face Amount, Contingently Issuable Debt instrument, term, extension period Debt Instrument, Term, Extension Period Debt Instrument, Term, Extension Period Statement [Table] Statement [Table] Interest expense, debt Interest Expense, Debt Measurement Frequency [Domain] Measurement Frequency [Domain] Counterparty Name Counterparty Name [Axis] Summary of Significant Accounting Policies Significant Accounting Policies [Text Block] City Area Code City Area Code Current liabilities: Liabilities, Current [Abstract] Percentage of outstanding common stock held Percentage Of Outstanding Common Stock Owned Percentage of outstanding common stock owned. Quemliclustat, License and R&D services Quemliclustat License And Research And Development Services Agreement [Member] Quemliclustat license and research and development services agreement. Recognition of tenant improvement allowance receivable included in Other current liabilities Recognition of Tenant Improvement Allowance Receivable Recognition of tenant improvement allowance receivable. Insider Trading Policies and Procedures Not Adopted Insider Trading Policies and Procedures Not Adopted [Text Block] Level 1 Fair Value, Inputs, Level 1 [Member] Concentration Risk Benchmark [Axis] Concentration Risk Benchmark [Axis] Stockholders' Equity Note [Abstract] Stockholders' Equity Note [Abstract] Common stock and additional paid-in capital Common Stock Including Additional Paid in Capital [Member] Total current assets Assets, Current Statement of Cash Flows [Abstract] Statement of Cash Flows [Abstract] Non-cash investing and financing activities: Noncash Investing and Financing Items [Abstract] Schedule of Long-Term Debt Instruments [Table] Schedule of Long-Term Debt Instruments [Table] Other Collaboration Revenue Other Collaboration Revenue [Member] Other Collaboration Revenue [Member] Jennifer Jarrett [Member] Jennifer Jarrett Subsequent Event Type [Axis] Subsequent Event Type [Axis] Income Taxes Income Tax Disclosure [Text Block] Net loss per share Earnings Per Share [Abstract] Equity Award Programs Equity Award Programs [Member] Equity Award Programs [Member] Accumulated deficit Retained Earnings (Accumulated Deficit) Deposits for letters of credit Security Deposit Research and Development Arrangement, Contract to Perform for Others, Type [Axis] Research and Development Arrangement, Contract to Perform for Others, Type [Axis] Related Party Transaction [Line Items] Related Party Transaction [Line Items] General and administrative General and Administrative Expense Organization, Consolidation and Presentation of Financial Statements [Abstract] Organization, Consolidation and Presentation of Financial Statements [Abstract] Aggregate Available Trading Arrangement, Securities Aggregate Available Amount Equity Awards Adjustments Equity Awards Adjustments [Member] Net cash provided by financing activities Net Cash Provided by (Used in) Financing Activities Underlying Securities Award Underlying Securities Amount Amendment Flag Amendment Flag Entity Registrant Name Entity Registrant Name Point in time Transferred at Point in Time [Member] Adjustment to Non-PEO NEO Compensation Footnote Adjustment to Non-PEO NEO Compensation Footnote [Text Block] Stock Appreciation Rights (SARs) Stock Appreciation Rights (SARs) [Member] Timing of Transfer of Good or Service [Axis] Timing of Transfer of Good or Service [Axis] Rights to certain studies Rights To Certain Studies Rights To Certain Studies Potential regulatory approval milestones payment receivable related to domvanalimab Potential Regulatory Approval Milestones Payment Receivable Related To Domvanalimab Potential regulatory approval milestones payment receivable related to domvanalimab. Reconciliation of Cash, Cash Equivalents and Restricted Cash Restrictions on Cash and Cash Equivalents [Table Text Block] Fair Value as of Grant Date Award Grant Date Fair Value Customer Concentration Risk Customer Concentration Risk [Member] Purchase Agreement Common Stock Purchase Agreement [Member] Common stock purchase agreement. Allocation to performance obligations Allocation To Performance Obligations [Abstract] Allocation To Performance Obligations Level 2 Fair Value, Inputs, Level 2 [Member] Sale of stock, number of shares issued in transaction (in shares) Sale of Stock, Number of Shares Issued in Transaction Fair Value Hierarchy and NAV Fair Value Hierarchy and NAV [Domain] Capitalized contract cost, amortization Capitalized Contract Cost, Amortization Recovery of Erroneously Awarded Compensation Disclosure [Line Items] Debt instrument, face amount Debt Instrument, Face Amount Summary of Revenues by Collaboration, Category of Revenue and Method of Recognition Disaggregation of Revenue [Table Text Block] Clinical regulatory milestone payments Clinical Regulatory Milestone Payments Clinical Regulatory Milestone Payments Issuance of common stock Common stock share value Stock Issued During Period, Value, New Issues Entity Address, Postal Zip Code Entity Address, Postal Zip Code Non-refundable payments received Non-refundable Payments Received Non-refundable payments received. Collaborative Arrangement and Arrangement Other than Collaborative Collaborative Arrangement and Arrangement Other than

Collaborative [Axis] Summary of Stock-Based Compensation Expense Share-Based Payment Arrangement, Expensed and Capitalized, Amount [Table Text Block] Restatement Determination Date: Restatement Determination Date [Axis] Collaborative Arrangement and Arrangement Other than Collaborative Collaborative Arrangement and Arrangement Other than Collaborative [Domain] Title of 12(b) Security Title of 12(b) Security Concentration Risk Type [Axis] Concentration Risk Type [Axis] Common stock and additional paid-in capital: $0.0001 par value per share; 400.0 shares authorized; 91.5 shares in 2024 and 75.5 shares in 2023 issued and outstanding Common Stock, Value, Issued Share-Based Payment Arrangement [Abstract] Share-Based Payment Arrangement [Abstract] Debt instrument, repayment, percentage Debt Instrument, Repayment, Percentage Debt Instrument, Repayment, Percentage Cash and cash equivalents Cash and Cash Equivalents, at Carrying Value Certificate of deposit Certificates of Deposit [Member] Year-over-Year Change in Fair Value of Equity Awards Granted in Prior Years That are Outstanding and Unvested Year-over-Year Change in Fair Value of Equity Awards Granted in Prior Years That are Outstanding and Unvested [Member] Credit related losses Financing Receivable, Credit Loss, Expense (Reversal) Fair Value by Liability Class [Domain] Fair Value by Liability Class [Domain] Cash flow from financing activities Net Cash Provided by (Used in) Financing Activities [Abstract] Year-end Fair Value of Equity Awards Granted in Covered Year that are Outstanding and Unvested Year-end Fair Value of Equity Awards Granted in Covered Year that are Outstanding and Unvested [Member] Common stock options issued and outstanding Share-Based Payment Arrangement [Member] Debt Instrument, Prepayment, Period [Domain] Debt Instrument, Prepayment, Period [Domain] Employee Stock Purchase Plan shares Employee Stock [Member] Depreciation and amortization Depreciation, Depletion and Amortization, Nonproduction Net loss per share, basic (in dollars per share) Earnings Per Share, Basic Accounts payable Increase (Decrease) in Accounts Payable Proceeds from issuance of common stock ($228 and $20 from a related party) Proceeds from issuance of common stock Proceeds from Issuance of Common Stock Total cash, cash equivalents and marketable securities Cash Cash Equivalents And Available For Sale Investments Cash, cash equivalents and available for sale investments. Adjustment To PEO Compensation, Footnote Adjustment To PEO Compensation, Footnote [Text Block] Award Timing MNPI Disclosure Award Timing MNPI Disclosure [Text Block] Purchase price of common stock allocated to performance obligation Stock Issued During Period Value Determined To Premium On Purchase Of Common Stock And Allocated To Performance Obligation Stock issued during period value determined to premium on purchase of common stock and allocated to performance obligation. Unpaid portion of property and equipment purchases included in Accounts payable and Other current liabilities Capital Expenditures Incurred but Not yet Paid Aggregate Pension Assumptions Service Cost Aggregate Pension Adjustments Service Cost [Member] Compensation Actually Paid vs. Other Measure Compensation Actually Paid vs. Other Measure [Text Block] Schedule of Stock by Class [Table] Stock, Class of Stock [Table] Total current liabilities Liabilities, Current Vesting Date Fair Value of Equity Awards Granted and Vested in Covered Year Vesting Date Fair Value of Equity Awards Granted and Vested in Covered Year [Member] Total assets Assets Third Stock Purchase Agreement Amendment Third Stock Purchase Agreement Amendment [Member] Third Stock Purchase Agreement Amendment Purchases of property and equipment Payments to Acquire Property, Plant, and Equipment Other noncurrent liabilities Other Liabilities, Noncurrent License And Collaboration Agreements [Abstract] License and Collaboration Agreements [Abstract] License and collaboration agreements. Forgone Recovery due to Violation of Home Country Law, Amount Forgone Recovery due to Violation of Home Country Law, Amount Prior to First Anniversary of the Funding Date Debt Instrument, Prepayment, Period One [Member] Debt Instrument, Prepayment, Period One Commitments Commitments and Contingencies Cash received from tenant improvement allowances Cash Received from Tenant Improvement Allowances Cash received from tenant improvement allowances. Termination Date Trading Arrangement Termination Date Organization, Liquidity and Capital Resources Nature of Operations [Text Block] Schedule Of Related Party Transactions By Related Party [Table] Related Party Transaction [Table] Fair 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] Option payment upon achievement of certain development milestones Option Payment Upon Achievement Of Certain Development Milestones Option payment upon achievement of certain development milestones. Stock-Based Compensation Share-Based Payment Arrangement [Text Block] BVF Agreement BVF Agreement [Member] BVF Agreement [Member] Other liabilities Other Liabilities Entity Address, City or Town Summary of Cash and non-cash Information Related to Operating Leases Schedule Of Supplemental Cash Flow Disclosures And Non-Cash Financing Activities Related To Operating Leases [Table Text Block] Schedule of supplemental cash flow disclosures and non-cash financing activities related to operating leases. Debt Instrument [Axis] Debt Instrument [Axis] Total stock-based compensation Share-based Compensation Arrangement, Expense Net loss Net loss Net Income (Loss) Attributable to Parent Trading Arrangement [Axis] Pay vs Performance Disclosure, Table Pay vs Performance [Table Text Block] Taiho Agreement Option and License Agreement [Member] Option and license agreement. Equity Awards Adjustments, Excluding Value Reported in Compensation Table Equity Awards Adjustments, Excluding Value Reported in the Compensation Table [Member] Dividends or Other Earnings Paid on Equity Awards not Otherwise Reflected in Total Compensation for Covered Year Dividends or Other Earnings Paid on Equity Awards not Otherwise Reflected in Total Compensation for Covered Year [Member] Entity File Number Entity File Number Revenues Revenue from Contract with Customer [Text Block] Document Fiscal Year Focus Document Fiscal Year Focus Income Statement [Abstract] Income Statement [Abstract] Entity Address, Address Line One Entity Address, Address Line One Debt Instrument, Name [Domain] Debt Instrument, Name [Domain] Total assets measured at fair value Assets, Fair Value Disclosure Name Forgone Recovery, Individual Name Document Period End Date Document Period End Date Sale of Stock [Axis] Sale of Stock [Axis] Debt Instrument, additional committed amount Debt Instrument, Additional Committed Amount Debt Instrument, Additional Committed Amount Award Timing MNPI Considered Award Timing MNPI Considered [Flag] Option fee per program for all other programs entering clinical development to exercise option Option Fee Per Program For All Other Programs Entering Clinical Development to Exercise Option Fee Per Program For All other programs entering clinical development to exercise option. Asset Class Asset Class [Axis] Insider Trading Arrangements [Line Items] Condensed Consolidated Balance Sheet Components Supplemental Balance Sheet Disclosures [Text Block] Cost sharing receivable Contract with Customer, Asset, after Allowance for Credit Loss Timing of Transfer of Good or Service [Domain] Timing of Transfer of Good or Service [Domain] Outstanding Aggregate Erroneous Compensation Amount Outstanding Aggregate Erroneous Compensation Amount PEO Actually Paid Compensation Amount PEO Actually Paid Compensation Amount Contract with customer, liability, revenue recognized Revenue recognized from amounts in deferred revenue at the beginning of the period Contract with Customer, Liability, Revenue Recognized Adjustment to Compensation: Adjustment to Compensation [Axis] Prepaid expenses and other current assets Total prepaid expenses and other current assets Prepaid Expense and Other Assets, Current Exelixis Collaboration Exelixis Collaboration [Member] Exelixis Collaboration Between the First and Second Anniversary of the Funding Date Debt Instrument, Prepayment, Period Two [Member] Debt Instrument, Prepayment, Period Two Contract with customer, liability, cumulative catch-up adjustment to revenue, earnings per share, diluted (in dollars per share) Contract With Customer, Liability, Cumulative Catch-up Adjustment To Revenue, Earnings Per Share, Diluted Contract With Customer, Liability, Cumulative Catch-up Adjustment To Revenue, Earnings Per Share, Diluted Document Transition Report Document Transition Report Document Quarterly Report Debt Instrument, minimum increments amount Debt Instrument, Committed Amount, Minimum Increments Debt Instrument, Committed Amount, Minimum Increments Royalties payable term Royalties Payable Term Royalties Payable Term Fair Value Assets And Liabilities Measured On Recurring And Nonrecurring Basis [Table] Fair Value, Recurring and Nonrecurring [Table] Reimbursement of research and development expense Reimbursement of Research and Development Expense Reimbursement of research and development expense Accumulated other comprehensive loss Accumulated Other Comprehensive Income (Loss), Net of Tax Entity Current Reporting Status Entity Current Reporting Status Accumulated deficit Retained Earnings [Member] Pension Adjustments Service Cost Pension Adjustments Service Cost [Member] Prepaid expenses and Other Current Assets Prepaid expenses and other current assets. Taiho Collaboration Taiho Collaboration [Member] Taiho Collaboration Related Party [Axis] Related and Nonrelated Parties [Axis] Shares used to compute loss per share, basic (in shares) Weighted Average Number of Shares Outstanding, Basic Stock Price or TSR Estimation Method Stock Price or TSR Estimation Method [Text Block] Premiums earned, net Premiums Earned, Net Debt instrument, cash balance requirement, minimum, percentage Debt Instrument, Cash Balance Requirement, Minimum, Percentage Debt Instrument, Cash Balance Requirement, Minimum, Percentage Restricted stock units issued Restricted Stock Units (RSUs) [Member] Increase (Decrease) in Stockholders' Equity [Roll Forward] Increase (Decrease) in Stockholders' Equity [Roll Forward] Executive Category: Executive Category [Axis] Option payments received Option Payment Received Option payment received. Name Awards Close in Time to MNPI Disclosures, Individual Name Revenue Benchmark Revenue Benchmark [Member] License and Development Services Revenue License and Development Services Revenue [Member] License and development services revenue. Entity Filer Category Entity Filer Category Summary of Other Current Liabilities Other Current Liabilities [Table Text Block] Income Statement Location Statement of Income Location, Balance [Domain] Company Selected Measure Name Company Selected Measure Name Prime Rate [Member] EX-101.PRE 11 rcus-20240930_pre.xml XBRL TAXONOMY EXTENSION PRESENTATION LINKBASE DOCUMENT GRAPHIC 12 rcus-20240930_g1.jpg begin 644 rcus-20240930_g1.jpg M_]C_X 02D9)1@ ! 0$ 8 !@ # _VP!# ," @," @,# P,$ P,$!0@%!00$ M!0H'!P8(# H,# L*"PL-#A(0#0X1#@L+$!80$1,4%145# \7&!84&!(4%13_ MVP!# 0,$! 4$!0D%!0D4#0L-%!04%!04%!04%!04%!04%!04%!04%!04%!04 M%!04%!04%!04%!04%!04%!04%!04%!3_P 1" E")\# 2(A$! Q$!_\0 M'P 04! 0$! 0$ $" P0%!@<("0H+_\0 M1 @$# P($ P4% M! 0 %] 0(# 01!1(A,4$&$U%A!R)Q%#*!D:$((T*QP152T? D,V)R@@D* M%A<8&1HE)B7J#A(6&AXB)BI*3E)66EYB9FJ*CI*6FIZBIJK*SM+6VM[BYNL+#Q,7& MQ\C)RM+3U-76U]C9VN'BX^3EYN?HZ>KQ\O/T]?;W^/GZ_\0 'P$ P$! 0$! M 0$! 0 $" P0%!@<("0H+_\0 M1$ @$"! 0#! <%! 0 0)W $" M Q$$!2$Q!A)!40=A<1,B,H$(%$*1H;'!"2,S4O 58G+1*A8D-.$E\1<8&1HF M)R@I*C4V-S@Y.D-$149'2$E*4U155E=865IC9&5F9VAI:G-T=79W>'EZ@H.$ MA8:'B(F*DI.4E9:7F)F:HJ.DI:;GJ*FJLK.TM;:WN+FZPL/$Q<;'R,G*TM/4 MU=;7V-G:XN/DY>;GZ.GJ\O/T]?;W^/GZ_]H # ,! (1 Q$ /P#]4Z*** "B MBB@ HHHH **** "BBB@#G_&GCW0OAYI(U+Q!? C3[+>(_-:-W^8]!A03VJEX' M^*WA7XD>?_PCFK)J1A&9 L3H5_[Z45\W?\%.O^3?8_\ L*6__L]?&_[! P 5 M9/A5\9;%;LM;Z/K?^BW$S8" *K..20.H% '[7EW%86D]S<.(X(4:21S_"H& M2?R%>?Z3^T-\M<\01Z)8^(8[C4Y)&A2 6\PRRYR,E,=CWKSW]N'XMK\,@C MJ<=O)G4=80V$42D%F25&1B!D'C(K\SOV3HYH_P!I;P3YZLLK7DC'<,'F&2@# M]N:*^*OVQOVU[WX7^(AX\%P^? XB4JES(1DQLZHR*FU\Y(D'!7K7SI#^UU^T M'\+[B#5_%-EJS:9>'S8%UBUEBA=6&0$.%R,=.: /TN^+'Q4T7X.>#Y?$FORF M'3HI5B9E1V^9LXX16/;TK.^" _P -Q ZD=30!]Z45^7-Y^UE\>OCKKFH MS_#O3]3ATVS8,RZ1;2R!0%!VM@/@MM; SSS7K/[)W[;'B#7_ (@CX>?$:UEM M]:DF:UBEE0K*LZ<,DH=AMQL;("YS0!JVT5\3_ME?MK:C\,_%7_ ""^"H?.\0(M52YEQED=TC>-4VOG)$@ZKUKYTA_:X_:!^$FJV>K>,+?5GTZ\;S8;?6K:2*&1 M6!("G"Y&/?M0!^L=%?$G[3W[56K^!?#'CGP%JL^F+J;N"4*AALF,3 X+#]K M=Z]O_8_\=ZU\1O@IINM:]>R7^HRLH>:0\G,,3?S8_G0![97AOB#]L#P%X;^) M0\#WEXZZV9F@$?DS$;@S*>1&5ZH>]?+7A7]ICXA:A^UDWA.?Q#K'\Z\Q^,W_)]:?\ 82F_]'3T ?K''()(U<=& (IU?'? [8'[8EW\' MY;#P=X3MS=>*+A45SC/EEEC90-K9RPD& 5Y-?.-U^TS^TA*A;>(_%%CJSZ- M>$21KJEK-' PW!<[5Z >M 'ZI45YW\! C'IGQR^'6G>)]-5XEN PDAE"AT9 M9'C.0&;&2A(YZ5Z)0 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% M'!:-\=? _B#Q,/#^GZZEQJ^YE^S"WE!RH);DH!P >]=[7Y(_LT_\GS1_]?5_ M_P"BY*[3XY?M@_$GX<_M*:WI5AK%S-7(V8&#T]Z /TZHK\H M/&W[5O[1'A>_M/$.KV>L^']&G8O##_$/5$%O_8\3?VE'#MPLB1+(P3+^CC[Q% 'O=>,?&[]P[\ _$5EHW MB>[:WO+NÜ%W&JPS/E"[IG*1L,J'O7P9KW[:7QJ^+'C2Y3P##J/V6"1BEGH\# MRED[%P-W9">/>O'OVF/C!XF^+GB719O%VERZ5KFDZ:NG3QSQ-&[LLDCEF#'. M778WF61)3$(D40L,@QG.X2^V,5[C\ M*O']?$[X>Z'XHCM'L!J=LMQ]ED8LT6?X2<#/Y"O@S]MSXA:OX-^'_P &HM.G M\N.XL)2Z^NV*T(_4FO<-0 :YG\L@!X$$8:0[GSG=)CH!Q0!]4T5^77Q M; ;B^)WQ$^(E[HOPV2_MK>&9HH8M.B9YY=GWCM!;(^1CQV)KG_'W[;?QJ\.Z M3:Z%K U#POX@@D5G>>%X998P&!W!^Y8]A_#0!^]'B;Q3I?@_2I-2UB[6RL8R M \S*S 9(4< $]2/SJ#PGXVT3QU8RWFAWZZA;12>4\B(RX; ./P [$5^:/[4G MCWXD>,_V>_"]]=R:C? >';P.=4NO*8P[@\!BWL!@?/TR>M8?["6N?%:S\7:9 M^&;75Y/ DVMP?VM+:VSO;+DQA_,<*0/W>,Y/2@#ZM\9?MW?\(K\_I7UIX@_:ID^(7[*>L^.O"MQ)I>LV M44B3A-H,,P@>0 89L? PGGF@#ZOHK\HOA[^V1\=/&.BW^B^'K?4 %.L/M+7-M M;R32VP!+ C9TR%8'_(M:=X4^(C75W'>W4=C*NH(4FMG> M2,9*DKC W=?7I0!^FU%16UPEU;Q3QG='(@=3Z@C{J6@ HHHH **** "BBB@ MHHHH **** "BBB@ ILDBQHSNP1%&2S' IU>-?M=2:Y#\ %4F@.\=TME<-* M8P2?)%O+OZ ^U &MXH :8^&O@W4FL-6\3Q6UVI(*);32@$''5$([>M=CX3\= M:%XXL%O=#U**_MVY#*"I_P"^6 /Z5^3'[(^J_"&;5M;L/BSIT$]S=X^SWM\4 M2.)\LS%F9UP3C'0\FOKWX ?LG:=*[R^\4^ 'L^N6K6TBB&TGBFCE@C[B< MGY,=>] 'TOXB^+_A#PGJQTS5M9CL[[:&\EHY"<'.#D*I\V-=C7X>?M)W_ (QO MOC=KDOBN*]BU=;B1+9;R)D(H-2BCLI=2MW@D\HP2LVT,HR-RB@#[^HKY9_8%^+?B?XN?#]^U'Q1JU '>T444 %%%% !1110 4444 %%%% !111 M0 4444 9?B;Q/IG@_1;G5M7N19Z?;+OEF*,VT9QG"@GOZ5E>!/B?X9^)D%W- MX;U-=3CM659F6*1-A;./OJ, =/3TKR[)N+_DV3QM_P!>?_LZUX%_P2=_Y%7X M@_\ 7S9_^@ST ?1?[5'[1#?LZ^"[+5HM'EUFXO;@VT<<*M!_P"'?NG^+-.U*2TUI;IHUN(S MR%-[<*1^2B@#[XHK\I? ?[87QY\;>$[C1O#MGJOB76!<-,^H6=M)-+%$54!? MD!P W/(_BKL?V9? VX/'6G_$ZU\)?$66>[CO)5@+WJE;B&1CA!@E0 2Z]1G & M* /TIHKY! ;0 ;'N?@OJ%IX3\+0?:OEQL\DC#*QQEI%P"KYW[H^A7S= M+;'6?["N9%;9J5I+'"BY QDJOWL\<\'T ?J?2,P12S$*H M&23T%>=? 'XRZ=\=?AO8^)M/4QLVV&ZB.,1S^6CNHPS<#S!U.:T?C0MVWPM\ M3_8KM;*X&GSE96:/J6W&<&@##\4?M-?#3P;J[:7JWB>.VO5N\\-?*=*%8:7%J.CWL=]9R9VR)D="1R" 1R#U]*_)C]CV/X<^)?&F MM^% B59VMS>:H'2VU*=E&V4NG1F8=@YZ'K7Z4?!#X!>'O@/9WT'A^\N'LKXH MYBFV;!MWD8P/]LT >J5QWCKXO>$OAI-:1>)-7739+H,85:&1]VW;N^XIQCGEWW_ +;4 ?:6G_M.?#/5+E;>V\41/*W1 M3;3+^I3%>C:;JUGK%NL]E%/A'9WA@MBT(FL86DF;$C+YF$+C:04YQ MUJ'X4_MK?$OX8?$>Q\+_ !9L+XPW$BPNU[R7*,P^0A7*#'SIGVQ0!^DU%?(M_P"VC^V,?@KINF:/X9V3Z_J=NEXLK$%$MW,JA@5?.[='Z8P>M?,?A3]K3]H# MPE8S^(M=TS6]2\W$4BQW5W9RB"-B&565\ <,P[JA0!^E_>)I]G-_WKGKLCF*_EB@#]-Z*_+3XC_MG? %#P/^T7XBTNRU6YU'2]/UB2&'23 MEDD17P(\#!(^AK)U[JKS]H#P)X@M]8\1VFK:5IET_F16>H6TD,+H,9"[@">& M7OW% 'ZPT5^;7C7]N;XH?[6#X6^&-65H;8-J%U864DCQS L&"[6<;,/&< MM@YK2_9(_;>\7:E\2(?!GQ :2Z%V6075P")H759&P#?!ELUWXEN-KR2;=P1294*KM;._M2:6V +,,;.FX!AR/X: /UYNTO+E;*4:@A2: MVD9T&2"5Q@!NOK7Z6P3+<0QRH!_&$@CTGQ M!;W+DXPR/' Z&HK\M)M%T+Q!^VC<6'B2*WGT>;4K5+B.Z;;&4/D!@3D<;2:Z M[]O#P#\+/AY)X=N/AO-IMMJ4DT@NK73)T<1H%&UB 21DD]?2@#]#OC\>_" _MP+T>WU/Q)C#M7YS?M%> (M9\5?L6_#C4]=+=YM1GES)+("'?$TXR?P KE/AI\=OC1 M'\)[70OAMX?U9M,T]LS:EI=G+*V[:BD$]"O\(_.@#]<:*^"?V(_VT?$/Q#\9 M-X,\9R?:[F:)I8+Z3[^0R@*26'4OV':J7[7G[: /T#HK\IM0_:\^/7P[\ (S6'BRRUG3;BZ^:VU34+62 M*7.&& 6 &,D=NU?1W[(/[1VOZ_\ !/Q'XN\::G-JITV=@7D()"[HU ZCNWK0 M!]ET5^5]C^TO^T'\=+C6-9\&7%U9:?IH\R:UTU)'50J;BO"MU"GJ>]?3W[%O M[2WBCXGMJ/AKQOIUQ::SIR B[GB9/-Y"X)8_>RK$@#O0!]945^,WQ8_;@^(' MQ2^(4_A?X/V5Y) HQ%+90M)<,-J[G(1G&%9CR/:J7P[_ &V_B9\&_'MOH'Q= MLK\VI&9FOH&CN0F& =%/^S[MMLB,589$)!P0>0<5]"*T.H6F05E@F7!YR"# MP17Y@?\ !2?X:^&/_BC3+S0=&MM,N=1D:XNY(& (Y4]16S7DO[*7_)O_A'_*Y3_P#I M1+7K5 !1110 4444 %%%% !1110 4444 (S!5+'@ 9- >8ZM^TQ\-M"U2[TZ^ M\2QP7MI*T$T1M9SL=3AAD)@X([5Z3=_\>LW^XWJ_'S2=#T#Q)^W=J^G>*(; M:XT*X\5WJ74=VVV)D\V3[QR\,XH _5#PO\;O!'C.0)I&OP7+G@*R/'Z_WU'I M67\;/V@O"OP%TG3]1\371@MKZ;R(62.1\MM9OX$;LIK\[_VZO _PP^&^N>&K MGX:W&GV>H'S))[?2ID=8F4Q%"PR2#R2/J:T_VK=V(ME<',BFR)#'ZDGI0!^D'PO^(VD_%KP/IOBK0Y#- I=_P"9Y+E64G9(T;<,JG[R M']*ZJOR/^'?Q\^-%E\$M$T#X>Z#JR:-H0N&GU73.63<>))WERS %< [QVZ&O MH3]A_P#;(\1?$/Q5/X*\;.;F^*[K>\D_UK291=C98<<,>!G)H ^[**_/3]K3 M]N/Q+IOQ E\%?#KS8IK8K')=PKF21W2-E";6(."S#H*\OU3]L+X\?#WPC)I _MBRTUC2[J[3=9ZIJ%K)%*Q(&"V 1\K'@'O0!^K=%?&O[*?[1_B#5_@'XH\8> M+M1EU:YT^/=$9B#\VZ< =1P=BC*^>K/I#]H7XXW&KZYX+N+VTTNRD=VM=. MCD=0 0=@PKLO'FGSV>HZ+"9OM31E3,H M$KODNW4*BC@#WKP;Q]^V=\5?C5\0-0T+X1V=\ME 6$:1(&:[A:.YC=QE,J[* #O0 M].F,5^BR.LJ!E(96&01R#0!\X7W_ 4&^"VGWUQ:3^)W2>"1HG7^SKPX93@C M(A]17=>./VE?!G@/X9Z%X\OKUCX>UKRS:7 AFRX>-G4[1&6'RJ>JBO@/_@I# M\,?"WPW\8>%?^$9T2VT; [>;N2Z^S@CS6 MR"5=D/#JIZ]>U=K7X_?!WX^_% MC2_A38>#OAIHNI3G3C-)=WNEVLDK@/*TBYVY _CZ@=#7MW[*/[!O &L/I6O:ZFGWZ*K-"UO*^ 0".50C MH15;0?VB?AWXENA;:? XEAFF/16AEC[@=64#N*_.3_@H5%%/^U<([@*8'6R60 M-T*F.+.?PKT7]K;X2__PQ\&;?4?#(T;3?$6\(M/N$:27]U,1E2Q."P7IZ" M@#[P^(GQ-T3X:^!;WQ9JERO]D6GE^9+&& ?%&N>(/V 'D&J3//9VLUDMK(^> M]\ P].,+7EG[-OQC^)/@WP=K'ACX;:!?:IJEY=F\EN+"VDFDBC\M(S]S.,-L M/([B@#]E** ,?X!?MQ?$+PM\4;?P[\29+FYM+F4Q3B_0I/;MM?: I*@98]#G ML*][_;@_; NO@>MGX;\J"\17:B9YV^Y%$?,0X(;.\,$,"8H ^O:*_*OPS^ MUM\?_!>GMX@\1Z9K5]XWEI((4W A2CX"XW.G?TKUC@3]I#QQ\5?B' MKEGXNUZXU+3[72)KI4F885EE@ ;\G;\Z /ORBOS0\=_M9_% [XS?%C5/"GPTD MFTM;2>6",6BN7?RMQ8D#?U$3=N]=_P#LK?M0?$E/B>W@+XF:?>S22L($O+B! MUE2=GB55;<5 7#,>F: /O"BOAG]K3]M??"OC:/P)\. [62ZUAQCDC:^_@7X@TVX^(MAJTNDW$R&1=4M9(_W>[Y@FX("V%; M)]: /U'KD/B9\6/"WPAT%M8\5:HNF60.T-Y4DK%MK-C:BLW16YQVJQ\-_'EA M\2_!FF>(=-) M>1*^TXRK%02O!/0GUKP?]H3]CVY^/GQ TW6M2UZ1*LRH%A MO&TH'+$8\L^I'7OO!:\._P#!03X1>(-WD66%QE74Y!K\P?\ @H9\_ 7PSL/!.@^%M*M;#7(ED%ZUL?G M<;(MC,,YY^;L.M?;7['-GJ=G^SGX,35?,6Z-GDQS AT^=N"'!B@#VJBBB@ H MHHH **** "BBB@ HHHH **** .4\=?%/PO\ #2.UD\2:HNFIW\41/*YPJFVF7OCJ4QWKY._X*O_\ (%\"_P#7W/?!O]KKP'\-/?K;OOC7 ()S>)M77Q1XQT2UN)+G0(X$?RVY" NV&X[G"U\^?LS_ M !-\1_"_QY=7OA/29=9UV]L)K\W@AB>1U:0J P"G.0P7UZ]*8'[<,M,-?E.G M[9GQR^%'C6-_&4.H(A) 0;>[5!L],\UR/@'] MHKXY?"/XG:5H? Q#MM0UFQO+B*"26Z@DPJ.Z!G4D)T#'K0!^CNZEW5\L_M;?M_M@1?!?PSI]OH"[:'Q=K-C MK0T&1@=EY:2I;K@X(+;1UVGOZTP/U-K*\3^*=+\&Z+:_LQ_'RR^/\ \.[76(XS;ZC"%@O(& &)51- Y4;F.W65BLBRE;79\S#,_[@?4U('ED_P#P40^$-QJLELVL MR&UC=D-T+*[QP2/N^1G_ /77T%X/\::+X^T*WUG0;Y=0TZ<$I,JLN<,5.58 MCE3U':OSL_:4@^"7P3^'NL #O2] N-0\9[(=4FBC/EL'"DL5D!&?+?^#O7N M/_!-[X>>(?!/PQU6\UR*XM(M4FCDM;:XC9"BH9%;@J._/4]: /KVBBB@ HHH MH ;24II*8%ZBBBD 4444 %%%% !1110 4444 ?(/_!3K_DWV/_L*6_\ [/7Q M0WPWEO/V0=*\:::IBO=.UZY6YGC(#"+R80O.0>KJLU^C2[9'P+\0?M ?* MGANXT^VOQ>PW&_4I7CCVKNSRJ,<\'EZC>/ M/YMC*[PA#Y)'S,BG.8S_ ^E 'Q]K_Q"V739Y),*V, [M\:]P.E9FF_L/^/K3]K"?XEOJ&@'0) M-;O-1$*W4WVGRI7E*C;Y6W=B12!E>%(Q@<#;GKBMS]J[]B73_ M (^78UW2)XM+\2XQ)+(VV.?Y54%R%8\!%' KYP\/_P#!,'QJ]6J(GB?Q#I*:

M9#^Z1K&ZD:4(.%P&@ H XSPG:ZA#^P;XGENF)LI=5M#:]@&N W?^]5WX5V] M]-^P'X]:T)$2:C,;@#NN+;W]<5]H?&;]EDZY^SBGPT\!K8:"O'?]EZK%J5Y)-)'82R21-&PBP"61#G, M9[>E 'Q=^Q[X1^(GB;PWK3^!/$]GHL<$D?VN*6!-Q)WE3EI$SP#TSUKI?!_[M/6L-\>K+6[KQK9W/B*_E>:."SVEICOW\B0C.2W-=3XM_P"";/CKP_KUW_96_83'P;\1+XK\57\,J>)$8M$+ M60O#&Q RP)13G)8?3% 'R%\3MND_MV$>)_WQ75=+$C/TSY5MM)QGC&*_1_XN M?$##X0^&]+TR7QS/I364I M/.L&NP/E)& D;[1C/85YG^UE^Q+8_'S4!X@T:X MATOQ+C$LDKE([C"HJER$8*@ P*^=/#O_!,?XA:MK-O%XL\1:2NC6_[I6L;J M1IA&O"A0\ 'ZT =;^W9J7A7Q1^SOH.K^!5A;PQ]H*Q-;VK6T8/GD'"_JD?.K MJO?O7L'_ 3Y\9:3> _L\VT?VV&*2RNOL\JR/M(98(3CCx>:>.^/V:?#7BOX M'#X;0Q?9-,MT9[7;_!+N9P>A_C8GI7Q=H_\ P3%^(-CKUQ;'Q)I,'A^;*R/! M=2&=DSP"#!MSP.] 'FWPGUZU\2_MHQZC9YTEM-H'=36M\9O\ MD^M/^PE-_P"CIZ]A^$G_ 3V\;?#'XU6/B--4T.?P]:NK*OVF4W)X4M\ODA> MH;OZ5T'Q"_8E\>^*OVEE^(%G?Z"FB"\DG\J:YE%QM:25A\HB*YPX_B]: /F/ M]L*QU;_AL:^5[@0S37&EK:7$BAD5OLEJ =N>@.,].E>M?%?X,?$[7/!UM;>+ M_'VFMHD^/(M(VZKQM"$CCVKZ0 :F_8YT_X_P!C:7]E-'IOB:U0*+AFVI+P M@^8[6/ 0 8%?,]C_ ,$V?B?KU_:V7B?Q11+:#:G9$+6ZD:5$' VAH .GO0!] M(?L&?#>Z^& _P]U&SDUA-8LI9$-M)'$8U7#S%N-Q[M^E?3UZM^U:OQ*AO]!70!K7]H^2]U,+GRJY;&WRMN[!Z;L>] 'H7_!0'0;!_MV4=6E-M&)+-K-8&"C* W$0./3(KY1^ *WJQ^PC\5DM';8FHW3S+ZQ_8H01U M^E?>?[47PDUGXT? S5O!VA36<&J76S1R7TC)"/+E1VR55CT4XXKSW]D?]E7 M6/@_\)?%'@WQR^EZE%K5Y+*Z:=-)+&T+PQ)M8NB'.4;MZ4 >!_\!++5O#5I M<>-;>^^SPZPXL_*DN!G?\ !,7Q?%XLEN_!>MZ5'ILLC,!J%S(DD:MC MY0$A([L.OI5#QC_P2W\;R?V8*#NN:)*YM5-^VI74J?Z1N;=Y>R Y3&WDX.;MN3GK_M '?:OH_IJC]CCQO\;/#7PYT_0;[1+>?P[:RPW9O[F5%9FCMU&S$V1F)NN.H MKTZZ_9:M?&7[_ASX;>*S;R:EI5DD:7=HQ9(KA4= Z%E'02-U7* ,O]EWQ) MX&L_V8]+N+M[&+2(U<7<_+!R#N3;D_-GL:SM1\>?"3QM\-?B%9?"M[# A M(!X?NF)LM)DM6'84'+-$@/S-'QGT]*^9]1_X)D_$^SO)K'2?$&AG1+AQN\^[ME#E5.1D!"#&:^P_V9_P!E-1O@#X3N[*9EU'5-0#++=SL>- MM @TX0/K"VBM-) -F^?() P3DKSFNJ^-W_!-+7-9\8WFL> M3TVVM;F7S3! MJ,[QE&8@MM"1-W+=_2N>\0?\$N_&UUH,$MCKVCW'B&28/=->74BP[=K;MI6# M).=O4>M '5?%)2W_ 3=R!P&M\_^!D%==_P2SO[9/@[XC@:>-9FULXC9@&/[MB+H*]AT/]G%]0_9I'PP\436[R2*OFR6;EH]RR+(N"R@]5':OF[X0_P#!/OXC M?"GXP^-?M]>T63P[I^!0W5Q']JE\^2)9%9@%\D*20/4?6@#QWXQ?\GP?]MD M_P#19H_:<4Z;^VQ%<> (OWFCG5XI0KC(^S^,;CC/H>WX5]!^/OV(?'WBC]H_ M (3VTU#04T;S%;RIKJ83X"$?=$1'4_WJ]5 .:O_8YTO\ :&M[?4;*5--\26X" M)#S^R3>IFTF,UO9&QBAQO %Q;DX('R\8 MSTSBODCX"VU^O['7Q2F8D:<;BX7:>\GV+@]?3/.NOT?_ ()A_$2\U*.WUS7] M%_LB!\I]FNI3)M/7 : #/ KZU\6?LLP6/[.>H?#CP5]EMKFXA=?M%\[(LLAA M>,.Y53S\R]!T% '@O_!*O1K-=)\7Z@8$:[<6ZF1@"0 TPX].#7D?[9&EVVC_M +7FCRV<2V[SW<,SE !EO.QGCZ"OL#]B?]FOQ3^SKHNMVGB:ZTNZEO3'Y9TR M:20#:TA.=\:?WA7"?M&?L8^.?BU\=-+\9:-?:'#I5K)&[QWES*DQ"R;C@+$P MZ>] 'U]X-8MX1T,DY)L8"?\ OVM;%9_AZPDTK0-,LBIEMK:*%RARI94 ./; M(K0H ***** "BBB@ HHHH ***** "BBB@ HHHH *YCXD>,O#?@?PC?:IXLG6WT 0#V2Y9=YU*;&+ HBL2-H;M73U@^.O!MA\0/".K>'M34FSU&UEM9"O50Z,A8 M>X#&@#X>U3]G7X"?M42ZOJ?PS\3BQU6,^;<.UK<11+N;/$<@C']X<>U>-_L8 M_$+Q1\-/VA+;P?)J4]]IQ+':RP-*7C4O)$-P&2!@,>GK7H&O?\ !-OXB^%_M$%[<_#_Q/I=M8S.VW[=DK[>_;PVZU^SC MK!L9([E8I?,M<[^V!^Q/-^T%KD'B/0K^WLM>2)8'^V2%(F1?N\ MJC'NU6OV;_V4?$G@;X1>-?!?Q"U#3]137"R0/ILSRB)&A:,GYXTP?F)'!H \ MZ_X)>^*]-C\!ZUI$EU'%>0SM,R2-M^5B .O'8]Z^?/VAO$EEXD_;HLY;"59X M(_$&G*)5SAN8/:O0]1_XD_$#2?%\T_AKQ#H\&D-*YBDGNI%G5,MM! @*YQC MOZUH6O\ P3/9>% BCH&KZ%K.C7&@Z;J-M=L;ZZD6Y9(S*=OE6';GAL<^E ' MBO[:2M9?M*6SZVK3VQTRW8*#@^6?,VC(S[5^@?[37B/P*W[-_B.3=82V. W+.5255 5CM M8X'S$8'>OFWPK_P3#\TA5CM)1I\=EWX&OIC]B7]D#QK^SGXN\0ZGXFO=%NK;4+6.&%=,N)9&#*'Q)W! MXDP,'U-8?_!4FWT-OASHTT\BCQ MRBVT>5R826WG&<]=O:@#Y[^&<-Q^V#^U MLFKWT)FT:*23S@^"!;_OC'P<'JPXQ7ZS*H50 , 5\7_\$?V8A*WA/XOJW]#X M:ZK\7@YXC*Z++:P:E]%O4+WKLD0.Y3\Q56("H:^$_#/_3Q^/O@V.$-/ M1?%GAG3DG(,B#V2?%(^"HTR3?!OPZT;ZZ_VJPIR\ 4M7D M=K_RC&L?^OT_^E]S7HOB;C'XL^,/V=[/P7J^OZ%?^)8-?FU'[5-=R^3]G:W M2-5#"'.X,&.-N,'K750?LB^-(_V-[;X5&]T7_A)([DRF?[1+]EQ]IFE^_P"7 MNSMD7^'KF@#F_P#@ECH]H?ACKVHF!#>-JDT!E*C.P1VY S]2:^=/VI-+MM#__M &]Y(+&);:%=7T?;D9Y'6O M5OBM\%_BCKW@B"R\8^/M..B3>6\:_98W/!!&-LQ(YQVKZ0 :F_8WTW]H*SLK M^VFCT[Q-:1+ MT6VK)&N\A&.UCC'M,N9K2'61.UQ+"Y0XC:+ R.Q#GC-?6/PG^& M.E?"'P/I_AK1PWVC:U4-(V-TKA%0NV.Y"" N* :<_9QT[]HKP>FFW$[6>H6H9 MK2X4@;6)4D$X/!*KGB@#X6G_ &++75/V<_#_ (]\(:SO\526D.H7">>(R=T(M8Q@O(H4[F'->8WG[0WQ*^,$W@WP4^MWEC<6=PUH]Q9W1@:422KRS*PSM QR3 M[5Z__P .VC?96\FA6?B;05T20EC&;R;:0>.?]'ZX KH-4_X)>> (M)T/3;[P MSXFM1XKAD\V3[=.5MD8."I1EA+$X'<=: /O'X5^$9O OP_T/1;F\GU"[M+6. M.>YN)3(\CJ@4L6)/7'J:^[^KR[O$WP]'K'?#_TFK[:^ NB_$'PWX'MM+^(MESI-]JMKB*.ZTN:27S8U1 &'_MO?LF^,?VCM:*?7&>\T>U MCTM;D3C5+B2,GS/)V[=D;Y_U;9SCM0!^?7Q<^%'B;X:^#/!6JW&KW6H^'_$& MD6U]&/,*QP()^Y&TN/OV9+(^)-%TV&&WN/,;.[+E(O+W M;MF[;RW.V/M6-^QM^SK\1_@+IVM:#XMOM#U+P[>A1#%8W,LCQ?ZTL,-$@^8R M#/)Z4 ?!'[*/AWQEK7Q*U:R\+:U!H>O):L9)+J-9'P\Q 5!9U .<6S-&L MWD65(=/F:179] 'S?^V5I-[X;^*'@RU\12M?K#X>MU:0?+OC$ M]P.Q..0:_0?X@>)/ 7_#,N._;<^$7P MX^)EOI]OK?C#0?"'BVV@0VC:IJ$=LTEN#*%4ALG9O9^0.JFOF/3O^"?NNZ%X M9U#7?%WBO16\+6EK+-;R:3>M(9&VL4^_$JG+#/ P""9?\ R6+Q/_V+ M\G_I1!57]AO_)/+D_W]4_\ 14U;'.!,'2+B^<+(M75NP6,8&6C4MT]237WS^QK\"_$'[/WPPO?#OB2XT^YOIM0:Z5]-E>2/888DP M2R*-LQ(YP5]6,M8?L9Z?^T$UMJVFSQZ9XD@ C\^1MJ2(/ M,;#':Q^\XZ#M7S?IG_!-OXF^(=6LX/%_B?29M%LVQ&+6ZD:55/4 - !_"O>@ M#5M_AW=?#;]AWQKIT^KIK,,M[-/!,D1C"H;,*%QN/]TG\:W_ /@E7HUFOAOQ MC?\ D(UU*;53(R@D -]_$C]FMKO\ 9SE^&O@U[6"1;7,J3<2L_"K$PZ,.]?9NBV;Z M?H]A:RE3)!;QQ,5Y&54 X]N* +M%%% !1110 4444 %%%% !1110 4444 %%% M%% !1110 4444 %%%% !1110 4444 %%%% !1110 4U_NM]*=2,,J10!^,/C M;P+>?$C]K&F5/#]AJ#:7=7M _;PI=*'3&66%0>&'0L#U[5]3>#_P#@E^3JL5YX MR\:R:[*I^:W%NZ.I3@K#5/#]#[2_# M5UIEMH[5V_P"S#*M8^#7PEL/#.N36<^H0.69[&1G MC^XB\%E4]5/:@#Y/A/IZ:'^VHMEIJBVC2ZMTC5>@R8# ,UE^&[C3]$;JU* M?Q<@?3%\2:HT_G#^&+A]4U_27UY?EM8EN9# M;!2#DL3!N!SMZ#UKZ' 9C_9)U;X:_"37O!?CJ;3;Z'5)BSC39GD0OK1ADNB\ MY3TH ^4X/V=?'GPRDUC7_A#XKC\2:79KYMU'&RVJ!%3<2Z2S#?P#Q@^E>P_L MD_M%:M\4HO$OA/5M'TZR\764:B+4;*VBB,C!PI0[%'(VN=Q;G-!]2OHOA[XPT^VTB\'E2?;;ITE=&4!@P6 CN>_2O>?V1?V.9?@'?:AK^OZC M%]7B.^7;)]GI_&;]GCQ3XJ\3(WC;QYI[ZO'$J@K9JS;,M@$K*>^[O7L_Q MP_X)U7VL>,9O$GPUU.ST6:0B06MW,T<<3*J@;-L;'JN>3U-9_P '_P#@G#K< M?C"+7_B;K-GJ9C)D^SV$S2"4D'(?? $O=B>#UH ^VOAQIUWI/@G2[2_G^TW<2 M,'EQC=\[$<9/8CO7P'_P52_Y#7AO_=\GK]'U4(H4< # KY)_;8 9.\8 M%: MCI$_AF\T>U2T $G]IW$D9/#=-D;^HH]>_92 M?*P]:]:KAO@ MCX)O_AS\+="\.I);RWJBDBRO:L6C.Z5W&"0#T8=]F@ HHHH **** "BBB@ M HHHH **** (;O\ X]9OQOY5^,'B#P#>_%^P(L-FU2-X8T[46TF\U'Q/?0QWB@ MDQ'SI#G 9?3U%?M#.ADAD0=64@?E7PWX-_8A\?>'_P!K.3XF7.H:"WA]M>N- M3$,=U,;GRI'!/^"8HM=A;S6R#@56_X*?:)9^&_A+X$TK3H5M[&SOT@AB48"HL$@_("OOROF?]MW]F MWQ1^T=X5T+3?#%UI=K/8WOVB4ZI-)&I7RW7@I&_.6% #/V%?#]@O[(/AYOLT M9:\BOUG8]"9 +NX49]>.*^,O@=;II/[?5Q9VJ^3;Q^)+8UX 42O@?I7Z(? MLU_"O6/A#\!=\%ZU-9SZM8I=++)92\)\RXED7#,JG[L@SQUS7SIX"_8E\>M^&/VJ+CXD7=_H+Z#)K,VH"&*YE-QY;NS ;3$%W8(XW?C0!\L_"V>ST/JL)3X MR"RQB[*MYHR-[!?*)P&Z97_ZU?6'_!2K6?";?"#282;6?4I+L?9# !N4>5)C MD#IUX)%2?M5?L O\7/%4OB? P==V>FZI< &YAO)6CB8JD:*1MC8]$/YUY):_\ M$P?&][X7GDU+7](D\0+%Y5I&MS)JG50 0&/D;AR6[>E '8?L)V6B:E^S3XLL M_$,XM=+N L+S,C,$+27(!PHSP37E:^?_V. M_#? C3Q)XFU:V\$:];:'JL=LSRFXA0LT>^,8#,Z?Q$<9[5]W?LH_L8Q_VTU: M]\0WL6JZUJD9BG6%R*J1*K!244 ,L@SGN*F^+?_!.7_\ A-;OQ#\,M:LM M*$SM,MO>SM&(F+L=J;8FX VXR? 6@#RSQI^SSXBU_XI6=]XH\=6,WB&&YMV?R M[,$L1LVC_%?IWX1M+BQ\+Z5;W,H?%'Q#U6UU2^MW66&"QE:2-F&>6W1J! MO]R\_P#0;6M/IS_)1^_!S_'+/ P!(Y:]:_;;_ &1_&?[1FO>& [WPQ>Z-: MQ::MP)AJ=Q+&QWB$#;LC?/\ JVZX[5;^,G[*?C#X@?LM^ /ASIMYH\>NZ"MN M+J:YGD6W;9;O&=C",L>6'51Q0!R/ !, 6/"T?PKU.!S:PZS$P-XTP 9E,EP5 MY(Y^7/0FOF3XQ76F:U^VHH\)!(W_ +7,9:$84S>:^2.!Q&K_ (UZ9_P[!\Q1^]6[7[5)]F*EL(%:R-Q^3."XB@#[1T5771[!9.9!!&&^NT9J[2 !0 . M *6@ HHHH **** "BBB@ HHHH **** /R8_X**6C7_[4DMLC^6\T=G&K_P!T MF*,9_6O4_#/_3'UG7?LMSXB^(3WME@-]G>U--IV]* M/EW]IKX7Z)\(OV+?$?A[0K<0VL'V/%_%. MHM C7BWKP"4J"0GEP-C/UKZK_:8^&6J_&+X+Z]X3T26U@U*^,!BDO79(ALG2 M0Y*JQZ*>W6O-_P!B/]FWQ3^SEX8US3O$]UI=U/>WC7$9TR:210I2-+>=\:_&CX^_P#":Z%?Z#!I.+0>7?7,J3?NE4-\JQ,. MQQS7IW[5G['MG^T)H]A(? M R?LJM-<&QDTPZ=:B*%%&X,6B P NS06_P 4_$TET0+9-!N6 MD)&1M\ZVSQ6WX0_X)A>-IY&@\3Z_I2Z=#YAMX[&YD9MQ#8)#0CN$_6O7/V,O MV,/&7P#\::SJ?BV[T.JT^^TR:Q$>FW$LCEGDA;D/$@QB-N_<4 >/>.OV7[Q_MB=JGB/X-^,1=:I)/<'38LVSH[%BX\R21 1@R<>V.];7[,O[3'B33_C?#X"^ M)6AZ9-K,ETEHEU;0F>*X:2)5)E16W$;B<[L=.:W? B5_P3U\8:7X^O/$_P + M?$MIIDUQ*\W^GSM&R,^=P4)"W&'<5T7[.?[!^O\ @WXE1>.OB%K=KJFM0R+< MQBQF:16FR5XV5FW1(<(1QZT ?/BK2O$*W[7&H6J7\5AJ\E_=-;W5QK&LB(A$ MI7*E@#\O'7O7LGQQ^!7Q$\26-G9>/O'VGM$KK+#_ **CMD!@.5F/'+5[]^U3 M^PO;?&S7(_$GANZATGQ!C$IF+>%_P#@FWX_\2>);*X^ M(7B73;G3;=E4_8+EWE,>X$J \"CH6[^E 'UA^QOX+N_ /P/TW2+O4EU5H[B9 MTN%CV JS948R>@]ZM?M*?M+:!^SYX1FNKN5;C6ID9;.Q4-EW*.5)(1@!N3'. M.M>G>$?"UCX*\-Z?HFG1^7:64*0IZG:H&3[G%?'7[4W[#7BWX[?$J3Q%INK: M7;6A0HL=U<.C#G/01-_@#PWX" "'6/VO?B==>/O'=^L'AQ)W98Y+E,R<2!8 MU&\,NQMG.W!%?J)I<-G;6,4%@(5M8QM18<;/08XK\V[7_@FC\3K*$10>*&_& MCC'15NY/_C%?:W[-/PHUGX._#F#0-/4JO\J /6:*** "B MBB@ HHHH **** "BBB@ HHHH _/O_@J__P @7P+_-?=Q_Z+2O.O@C^P#XB^ M+WPW\>(I/'KZ?HVDMP*-/:V>1442,A7B8==I_A[U]1_MP?LP^+/VC]/\-0> M% [O2;5]-GEDF_M2>2,$,J@;=D;YZ=\5[!^SO\=3^%/P8\,>$]8EMIM2TR!X MYI+-V>(DRNXVEE4GAAU H Y3X+_LU>'?V=_ U_::7BZU"X4?:;YE(:3D< O@/_@FGI-KJ?[1#&ZA6;R=*N)8PX!"LKQ$'ZBOU@U>U>^T^:"J'<8 M&X\=:^*/V- V*O'?[/WQ5E\2^)+_$*YL&T^:U":;@# MB_\@JCI-I;MX2OXX$2ZFFDC>15)4("!^IKR7]II=1N?V>? @[=>8S6(L;E9 M<]Y/M4NWOZ U]A_MM_LP^+/VB[7P]%X8N])MFT^9Y?]3GDCR"H V[(WS6M= M?LGP^+/V:=&^'GB62W_MK3893%>6CEHUE+RLF&90=O[P9^7/%, _9"U_P6?V M>=%,36,444$27JS*,F411AR01S\WUKX _9IN-.O/VIM&ETF/RJ.:[@\E3G@> M9%GJ!WSVKUK3/^"8_CZ+6IK6?Q!H\6@2$AVANI#,RY)7@P;',>.14^TRFY*J\;-\OE!<_*W?TH E_J_9]T+XG_%# M^V/"?B^/2O%BDP26/DNK,ZL^XB0LBJ>6YSVKS/0OC=\3O@3\3M#_$_2-/U M2VGN(XO]+6WNIE5G3+B53(1@-TSGIZ5[["TQ^PM<_%'QA_PEO@[5(=*UR3/F MI=R&.(DEB6!6-CDEC7 ^" V_B-XF\>:5KWQ.\4V.HPV,\:#9S6H PB*WF,J[?92.PKU3QS\)B MIJW@$Q>(/'NF_P#*.3_(+2,C)##A1,2/XNU?2_[1?[)6A?&_P &Z?I\+"PU M33(4@L[K./D4!0K'IX"@]!WKY2A_X)P? %34;BVTK5?$^C-X;@=<)%=RF15SE MBH,&,\MWH]N_8%^%-S\-;+70NNQZSI\XPGE0F,*^5S_ !'MBO;OC?\ M!>' M?@-8V=WXAWK!E5/V@O@7I?QL\!SZ#J#&WF!\VWN%QE' .WJ#QDC/':F!\L_M"?!WX9_M'3X8ZQ\7-%U)K?5&MTD#O+(5RSJY'EMM/_+4]V?^"9_2UGQO5X3U[0-5N)+ MR'3)HUM9)&)*JWF.P)/7)->2S?\ !-+XI0W$VG6GB+02?[!>1B%>[E$A7/!(S M&,X"YYK[0_9A_9QT[]G7P?/IUO.;O4;UQ)>3D@AF4MMP<#^%@.G:I JFHHHH M *#110 RBG;:3% %VBBB@ HHHH **** "BBB@ HHHH * M*** "BB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BB

(-+764T@ZE9C5I(?M"6!G3SVBSC>(\[BN0><8JM-M_P-)EH'|GW5]_;FF_8K6?[+<7/VN/RX9MP7RW;.%?) VGG) HLP-BBJ#>(-+ MCUI-';4K1=7>+SUL#.HG:/.-XCSN*Y!&
<8XJO)XQT"/2[O4WUS34TVSE,%S> M-=QB&"0,%*.^<*P8@8)SD@4K,/(UZ*SM/\2:1JQOA9:I97AL9#%=_9[A'^SN-M.JR8/R$8Z'%53XZ\-KH<&LGQ#!0T>>3RHM0^VQ?9Y'R5VK)NVDY!&
>H-.S_M *\P-NBL'7O'WACPK>1VFM>(]\TBZD02)!?WT4#LI) 8*S D9!&?8UNQR++& MKHP=&&593D$'N*5G:X>0M%%% $UU_K%_W$_]!%0U-=?ZQ?\ <3_T$5#26P!1 M113 ****
,Z^\2Z11>I6FGWNJV5I?WAQ;6L]PB2S_P"XA.6_5+ &UIW]KG M2OM]K_:@A~TQ\Y?/$6=OF,;[MN>-V,9KP+Q?+\+6,XE>++R[^&NR?$6S\13 MV1V$EOK%A/?]!=-;
H[I&%R4!+B,@_/M"DG&<8/I59/'GAF32[S4T M\1:2VFV;^7]?&S_ +*'Q+A\,>#=!TQULM.>RU":M-CN+Q&.E7\UI+"P5@YS%,63(CW;6+GH:]\3_"K6_$GPW\3VNC.!VQ\$ZM);
M:=;QH^H61FOO)NXI7"H/W&Q51BK2MN/0J!Q3;=W_7]?JM?(T<4I)7W_,\MONV\SZ"A^)?A"ZFL8H?%6B2RWPS.1IJ,+-<#<5S& WS_#*R\9Y4CM725\=^ M.O@#XV\;36UVFAWD-
BNBVMA>Z?>C2%O;I1J$SS1QO$/)@E$3K(LD84'H3NSC M[*A01Q@<!50 &.3^}Z"E__@_U,GI*R[+\OZ_K9U%%% !1110 5->?\?< _^ M^W\ZAJ:_P"/N?\
WV_G2Z@0UPM]XFO=8M);2\\'WLEO(N&5B?\XG@^]=U7 M-^*Y-8O;BWTK2XVMTN%+3ZCVB0'!"_[7^/=KMN.6(Z$TS0 M/@A\/_"OC?4/&.C^#=%TWQ3?ESI1Q%/$+;;XA1^$-?U?
PU80W5WJ,&RX99,:!DVNTL?DLH &YU('<5]6_P-% M_=I-;30^$=(CEM-4DUN!EM$'EW\F-]RO'$IP,OUXHNO@OX#O->EUJ?PCH\N MK3.C;ZQ)>-:(96O8%98+@MC_%B!V.;J-
QKILQGCO[$WQD\6_$GX"Z3XA\72-MWGB6:_U2\M].U6&TA266RCE$<*O%4?AAY+3Q1=-M/K<>KZE6IEV4=G;,+]MTD[+,)~ZPL*(CM*T81@@9MZ[>25_"/@?P_X"L;JR
M\,:-9:'\75U)>S06,*Q(\[XWR%1QN.!D^U9VN?"7P=XEN8+C4_#E>A>3P.)4 MDD7S(9F#S$$=-[*I;U*C/2F(3P+JE_>ZYXYL[V]DOHM-UM;:T,J1J8H7L,2? MR_D5<@/,^"ZD$T[1K@RN(TC#-
ZD)<B\BYJ%"]5 [5R/B M=P'>S>F>+O$0UTZKKNB:H;5+*6?!=2M0?.A1W=%<+P=K2R$?[YK>E+E,N[7)9 MYKX)^$=IH/QPTSQYK]Q9:-XXU^WOF.A:,:EH?) B)4SJ'E3<"\C*2+X4!4& &M?H*N#\+-
=TOPSXDM]=?6/$&N:A,0R06[.UJDETL"R%=Y16X!.Q1GVKO*JM M/G:=[@E8FA_U=Q_N# T):AJ:'_5W'^X/_0EJ&N<9PWQRC\3S?*+Q6G@TRKXF M.Q<61MSB7=W\L]GV[MOOBOD%_#GC?
^V.?U7P=HOQ+LK)O#VGV]Q/KBSC5)(U MO0UW%.O(=PDV%B%R#]XJ,%:^]Z*CE][F_KJON=]4-OFCR_UNG^FA\66?A_XA M:U<:386!^(>E^
[KQG:I:B_N+N+5(=/^RR"Y,S[C+'!YNW;YA&.HQQ6GI?@7 MQ[H5NND)0:KX\NK_Z/B-NFV-O=7=U-')HAN%#,)&>)9BK,?`8'A1\V!7V!15K MW66GVM^'+_P#(O_P)DVNFN\]M\DO\
P%'@7QZ^%?Q,\:?$;P1JGA/Q(Z;!+__&-.!&),2Q6YV&:1N-SCY%YYXQ]%Z#X@TOQ1I<.I:.J-KJNG3%A'= MV4RRQ/M8JV&4D'# @^X-7Z48\K7D[_U]WZ;:%MZN_:W]>?\ P^Y\:^%_"/Q! M\9?
$?2=+\07?CS3O#DNL>)6N9H,N]M%\@/$;,,(",(?F\OG!&0O&:U_A#X8^ M(&CW7PI:A?6?B.VU:.XD@CMTBE%N9H6&V(Y2/#D L6R22U?6= M%.*Y8Q2Z6_"_YWL1;XK],_*Z_I^I_\
BCX4_$[4OVD]"\46/C!82"L%K,I7 M<S(&^RQ%X2UHG4;?XC3Z&]C9CP[)X#E* MQ07 D/V@W&2(@3E>9P5*9%?1V!:JFCW-A;W^H6ME<7\WV>TBN)E1KB3!;8@ M)^9L G
YP#5^IC'E44MHM_C_,/^NY,=W)]7,\+?Y?H?&&D?#KQEH.H>)O$N MEQ^+=/UAOBD6CM86N$M,K3I)(Q+,]N!LDC92(I-0 MN?
&D>NQZ1K7]HK]DNFM,F9HY/LP@E>X,98/Y9B^RQ9QP<=:^YZ*7+[O+Y6_\ME4?TOZLOVGO\]NM_Q;_6WR/D+PG\)_%M]J7A.SU+7OB)#I^J^"A?ZP9-5O%\
MO55\O:AB,UI_7^'_Y'7U9\Z?'^ MY^)7A"S*)O#=KJVNZM+I=QHFIZ5I DEB6YF@W0W?E*< 1S* M&?'?@SXN>$+**?QUXFAM4TNVEG\RZ6UP%Q4
M4]I7RM^6OX+^F8O@_Q./&&@PZH.*U311*\B?8]8M3;.MW*;'9+T5UG]AV/_#P_\?;_!H_L.Q_YX?^/M_C7Y#_*E9A_/#[Y?_M^)]3-:U#L_P_P SDZ*ZS^P['_GA_P"/M_C1_8=C_P\/'V_P
./]2LP_GA M]\O_)$/[6H=G^'^9R=%=9_8=C_SP\'V_QH_L.Q_YX?^/M_C1_J5F"\\/O ME_\(A_:U#L_P_S.3HKK/[#L?^>'_C[?XT?V'8_\\\ Q]O\:/\ 4K,/YX?? M+_Y$/[6H=G^'^9R=%=9_8=C_
,\/ V_QH_L.Q_YX?\ C[?XT?ZE9A_/#[Y?_M (A_:U#L_P_\SDZ*ZS^P['_)X?^/M_C1_8=C_SP\'V_QH_U*ES#^>'WR_M^1#^UJ'9_A_F5=MY=_P"7R"'J$9QDT]/3L_,\PHKTC_A$=)_MY]/_"(_^_'
B.D\/I_Y$?\ QKSO]0\S_P"?E/[Y?_(G?_,V&_EE]R-S M/-Z*$](X1'22^?3_,B/_C1_PB.D_P#/I_Y$?_&C_4/,_P#GY3^^7_R(?V]A MOY9?BO2/\A$=)_P"?3_R(_P#C1_PB.D\M^G_D1\&C_4/,_^?
E/[Y^\R(?V]AOY9?BO2/^$1TG_GT_P#(C_XT M?\(CI\SZ?^1'_QH_U#S\Y^4_OE_\B'}O8;^67W+_#/Z*$(_P"$1TG_M)]/_(C_.-_"(Z3_SZ?^1'_P./]0\S_Y^4_OE_P#(A_,V&_EE]R_S/Z*M]
(_X1'22^?3_,B/_C1_PB.D_P#/I_Y$?_&C_4/,_P#GY3^^7_R(?V]AOY9? M%=+CW,,?&Y60_O'^ZP*D=?0#JC_"O]_MVV_\)P#%5&(X*S.M2#J"2G=-
O>77E_N^1I2X@PM.3DXRUMT7GY^9XW17 MLG_"O]_Y\/_")-P#%4?\"O\ 0\ GP_\C2?_!5>=_Q#G-O^?E/[Y?\ MR!U?ZRX3^67W+_,\;HKV3_A7^@?\^'_D:3_XJC_A7^@?\^'_)&D_P#BJ\
MB'.,?_*?WR_^0#_%EPG\LON7^9XW17LG_"O]_Y\/_")-P#%4?\"O\ M0\ GP_\C2?_!5'_$.893F=+&UYP<8\U[.5]8M=8KOW/,S+/,.C,+.A3C)VW2Z/:N:%%%%? MM!\0%%%% !1110 4444
=!I? 'A%^:\,T4:7 QX1?C_#-%)I8_32;"\\K^^40D+^)'XUT\MI=AT M$[ZL?)/B#X8Z_P#$$+KSX<^!=2\!:,X672[UVQ\OOHOM(Y-BP\$?NEE M3S6 SYF.E5O'7@V<X\<6]]=_#[X4:WX#M-
\):K8ZK'<:,+&34I)8 L%K'$GS M7#*$Z[MX!'3G)%>LZ;:\/'?A$^$?"LWAF?XB>,=5T(^(+V1+^WT\0*7 :%%*! M2$+JHR?*^0 MK"4,@4 Y*DYQC/J2E4V2NM5O_B3OY;VOHK:'-&UD^UG_
.DV^;27GKWM,YE\ M3?"WXE7_,]&\&3^']FT7P7)9:CI[1VDKO?/=2P$1E0N2;9'NU8#[ORY+RUK4OAEXC_P"%S7'P[BT.]/PZU+Q-%XSFU00.;46,O)9L^-H9KE$,9GHE?YQO+Y.*?
GTT,XTXZQOTC'TOS*WSYFK=/D>7.YHWQ&F^,UU\78O NJR1 M:?SDZ*GS(3,O8'&!FN0UKX1?$+1_"GC?4=T35[N MS\1^,IXM28T2ETK\T1)?)-,?\$>W)4@.C$#!5EA
#D?<7PV\91_$+X?^'?$T M47D)JUA#>>4?^69=Q7\"2/PKHZRCB)8>48N.L-/N:_6-_5WW*E%5HN2>DM? MP=ONO]R2V/BG7-&^(DWQFNOB[%X%U62+3_$D5I P9_M;,.BM:R(EGLWLKF1I
MMWL#C S5+7M-UZ2_9Y^,O@F+PAXH?7K[Q)>:G:1COKKRKF!K*$]T?$??&_M/Q'(4TK0]6@TWX@>)KW1+VX>VDC%G:^9&Z7RDK]QH1+M__P!TMLYSQ6/HOPF\M<^-
/A%\//ARW@757T[2,35M1O8]3WZ:@N);BXAM?WDB8+QAS+LQD@J>E?H/1 M3^M2Y5&W;\$TONO==A]6UU=__O6C]#\^?B%8>._&6J^']5U;PGXEMM0D\R
M.)?.GA"35=UZES(I7:P"QEPN\29X# CALU]K?!W3,K1OA/X/T^^TQM&N[72, M6"73VE,AMV6)04+'J1BNPHJ*F(=2'+.VM_Q,_7^M2>75/LK?@E^@4445RE$U MU_K%_P!Q/_014-
377^L7_<3_!%0TEL 4444P"BBB@ HHHH **** "BBB@ MHHHH *** "IKS_C[G_WV_G4-37G_'W/_OM_EU AHHHH@5)-)M)4BU%HHW
MD<9B23<>%/)&,X_2K=%%9PIPIW<(I7=W;J^[\RY2E*W,[V"BBBM" HHHH ** M** "BBB@":"_%=Q_N#_ "6H.FA_P!7&5E((/N*^59K;XJW^E:M/X%3XBP:1)HEBVK-X
M@FGDN9[KST,SV&7W-F'2DPL1@+(@[:^W_%7A?3/&OAW4=!UFV^V:5J$+6]S, M^8T?F1L,$;E(8?4$&&KMC90Z,8V]G;)Y=O;QK%$F2=JJ ,GD\#O47>H:=\0/[*BM[R[NI MHWT,SE2\D9&)
(]ISYS\?-@ #[HJN76_1^'+^D6O\ MYD[JW}\W-R7X(^ M!O@CX8\=^;'B-8.3HOQ"T768)M1?6EU-+B'1_L++>46.-CM$I8H5 ;<2W(M*FNBL?"7CW0_A[\[SQ)>?$7F+
&OXKBX\2V6FW%P^JV]UY06VCV)MF6$$,2N M3\Q\!,%7VO12<,W\_^#_P_KJ7*7-S]?Q_JWIH?.T/@OXJ^+OV3X=%FUJXTQG MK+97*RKJ$$5S=7EN5F6*VE=W41RNC1!I$/BCX3_9/,1K?
6+O5 M_&D-K;+G38([:[M[8&(2\)1R'E2,2 2 Y8\CG%?0]%5+5R:ZV_#^M?^"[S_M"WZ7\M_ZT_X"M\+O-E?Q+)*EU9P_9'5WBDR9 MX82V!ND8'+':1FN:\2:+\6;&RMM/FD\
<77A,3M5UFU@>WCO[F^<+(OV-W_,L M4TB;=WER%C'D?-QC'W714T%QJB^:<%('.:2\A R*S9)YSP:,XN\+?%CP[#Z V_L2W\-*:]9! M&1C_P^^2V"LY[#1HT445@4 M$7X_S-%&E_\
'A%^\S17++=EF+>?\?<_P#0M_N3^)W@U?B)_$GAEI?(_MM:PFM!+_'&=*%;\#@UUEY_Q]S_[[?SKF_'FN7'AOP=]VIV<8FOXH&%I$V,2 M3M\L2<^KLH_&MW\
(0NI)H\1TWX0^/O&$8=_O/ 7C&\\+^(],LYK&?5;RSCU :A M%+,9Y/.B8J-WFLS!E(QDCD5T$/C#44U>7P_?>*X]#UI%A:UMM2M[>6[O)'&3 MB*(@/",8/E-
D/EU"UM_$SQY/X/T)9WDATAY+I8$DNIX4>=<,S+!O;R_*]= MJR$_7BNF>)E\72[%V[\+5Z&48:27$DLE[+(TN I>5F*G) \'#'@5K2_'B\TN'6&O-9T]),7 M2[B>T@O5CM)KB9!%"F49_E_?I=
[QG"X&2_;5Y\5/$5C)$;&[75=,N[>#3X; MUTAE=-3N23 Q:#,9B"[.F>95YH=>9*R,(PBB./TESO=Z_?K_P/V*C# MDCRK9:?I>)45Y%IXD\4PZHD$NKM/<_:=-TUK46\(1KEHA/>;3M!P(
2OS<$G M.0 !TWC#6 3%SX?M[:[N !>ZNI1W@EN9()$29I9(GE1C"J2 M%-T?W3"[L3]T=QX&U/Q#K>OQ_P!I:C)'';Z59W%W9)#$(Q=3*Y:/=LW80*1^ M]_$.W%'6W}?
UI_F+^OZ^\]#HHHI@%%%% %]XN9HV55=5"}P&('W14?X#?^D60 MYD[UW}\W-R7X(^ M!O@CX8\=^;'B-8.3HOQ"T768)M1?6EU-+B'1_L++>46.-CM$I8H5 ;<2W(M*FNBL?"7CW0_A[\[SQ)>?$7F+
F^V3_P#/>3_OLT?;)_\GO)_WV:AHHL!M-]LG_P">\G_?9H^V3_\/>3_+[-0T46_F^V3_\/>3_+[-'VR?_GO)_P!] MFH:*+ 3?;)_^>\G_"V:/MD__/>3_OLU#118";[9/_SWD_[[-'VR?_GO)_WV
M:AHHL!-]LG_Y[R?]]FI;JZG6ZF_FD_#L Q]:J5->?\'W/__+[?SI'VR?_M_)[R?]]FC[9/_P_]Y/\ OLU#13L!-]LG_P">\G_?9H^V3_\/>3_+[-0T46_M_F^V3_\/>3_+[-'VR?_GO)_P!]FH:*+ 3?;)_^>\G_
'V:/MD__/>3_OLU_M#118";[9/_SWD_[[-'VR?_GO)_WV:AHHL!-]LG_Y[R?]]FC[9/\ ]Y/^^S4_M_%%%@+<_U.8YR9I"0F1\Q_O^HOOH_ 3>_OLT0_ZNX_W!_[9/_SW_MD_[[-'VR?
_GO)_WV:X3XV67]I?"7Q9;?VE?:,)=_E4WVFP//<0#;RR1I\S8[_MA><9KX;L;RVC^&_HKH%R=#T;0_$>B75[X@\:27$^ES(Q^:98KE&,_L0*M(HR_M"Q_(XJ.9[?U_!7_$_1_[9/_SWD_[[-'VR?
_GO)_WV:^'/_MB)^T!XNT77?%JQ?$"[TK5+_#4[_"UTG0%T>*2.]TZ0P@WAD,1P7WL=V0H/RXR5_MQ8L_CYXSD\?Z79W/C:Y@UZX\<#2-0\&'28EBL[#>XCQ,8]WSJ%.[<=V[C[IJ
MDTW%6W_^U_\DEIOOV)>BD^W !?_+:_72VY]M_)_\GO)_WV:/MD__#WD M_P"S7QY^SU\9OB+XT^+-EIVNZY#*TAOO[.\,9QQ8_C9F M2P+B>-9>*KZY7QMXD
N)0!XD\>_#>>BZ3&5'X'I1?W>9?RN7W'1"ESR<;[._MWX_I^)^D7VR?_GO)_WV:/MD_P#SWD_[[>'2"7QFNH?[V%AH-W)<^*_\(_M64CQ1PL[Q3R6(>$9*[68\';SU&1S7B6K?M5.]JWA'3)?
#_B_B=Y-4M/_[?ZNW MV!%V:K'(_2=\6-RLTF4Y7F&1R*=;,EI2G'?E_P_I/_VW4803G&,N_ZM+]?P M9]O?:)_^>\G_'V:/MD__/>3_OLU\2?$+XM?$[K=V^K6$/CJ;4[JZT+1=7M[
MVZTVU#6DMQ>I!*BJB!6C*D\,"1ZYR2_XB?%7XK^!_BA+X7D\8I+>V26":5]I MLEBCUUI#F=S!%.S/(^28\1.GE[0?4U5M5'NVOFM&0I)W\DG\GL?,'VR?_GO)_WV:/MD__/>3_OLU\2^*0$T^K#X9^(D^+_J[X9L?%LUI_PD7]A);B)M6MV"!V,6R?#_QB15"GS#QN4$'A[X]>,;WQ[K=L[WQO=1ZW?>,GTK5_!;3$L
M6GV@:01J)C'N&Y54Y+$MG(^ZU.^MK:MW_P"D_P#R2VN3)\JMPZ##;Z%H@ MT/3KB"?]OF1(9B46UEEHT*M M:\8V3R:#IFHW4UG8P+:3"9O-<(X,C89@H &T8]I6NO2Z7WM?H[BDN6'-
BTZ M^ZOS/OS[9^\]Y/^^S1]LG.>\G_?9KY7^"LWC>,;2?%?\ PJN2QE\"KJZ? M\(_)XR^VE#;>0/-%N?\ 6&,2_=W<8W8KZ0__P!L?V%9?\))!]A_MGR_]*_LW M?]GW]_+W_-CZU5O+M^^N1?\
7\'8V/MD_P#SWD_[[-,C2/+:L79G.\C+'/8 M5@5NZ'_QZ/\ [Y_P"D*B2-Q&BBBL"CE_MD_\WD_[[-'VR?_)[R?]]FH:*Z MS&BWVR?_)[R?]]FC[9/_P_]Y/\ OLU#118",[9/_P_]Y/\ OLT?;)_^>\G_M
V:AHHL!-]LG_Y[R?\ ?9H^V3_\]Y/^^S4-%%%@)OMD__/>3_OLT?;)_^>\G_M ?9J&BBP$WVR?_GO)_WV:/MD_P#SWD_[[-0T46_F^V3_//>3_OLT?;)_P#G_MO)_WV:AHHL!-]LG_.>\G_?
9H^V3_P#/>3_OLU#118",[9/__]Y/^^S1]LG_M_P">\G_?9J&BBP$WVR?_)[R?]]FC[9/_P_]Y/\ OLU#118",[9/_P_]Y/\ MOLT?;)_^>\G_'V:AHHL!-]LG_Y[R?\ ?9H^V3_\]Y/^^S4_%%@)OMD__/>3
M_OLT?;)_^>\G_?9J&BBP$WVR?_GO)_WV:/MD_P#SWD_[[-0T46_F^V3_//>3_M3LT?;)_P#GO)_WV:AHHL!-]LG_.>\G_?9H^V3_P#/>3_OLU#118",[9/__M_]Y/^^S1]LG_P">\G_?
9J&BBP$WVR?_)[R?]]FC[9/_P_]Y/\ OLU#118" M;[9/_P_]Y/\ OLT?;)_^>\G_'V:AHHL!-]LG_Y[R?\ ?9H^V3_\]Y/^^S4_M%%@)OMD__/>3_OLT?;)_^>\G_?9J&BBP$WVR?_
_GO)_WV:/MD_P#SWD_[[-0T M46_F^V3_//>3_OLT?;)_P#GO)_WV:AHHL!-]LG_.>\G_?9H^V3_P#/>3_O MLU#118",[9/__]Y/^^S1]LG_P">\G_?9J&BBP$WVR?_)[R?]]FC[9/_P_] MY/\
OLU#118#H]IHFE_\>$7X_P_S17,]RC%O/^/N?_?,_M^=0-0.6"&-2N9 Q1]!0'=M_,XI(_B7X9FDMT35X6\X*0X5MB;I&B42-C$9 M,B.F'(.Y2.HQ7%>&?@GJGA&+3KC3O$5D-
5LE$$\@:Q(NI65S*R^=YNT(\KR,5$0(M$A4$8!JNMA=+K^OZ_I]#N],\3Z7K,RPV[%%#8]."<#)K?I= ZL*** M*8!1110 4444 %%%% $UU_K%_P!Q/_014-377^L7_<3_!%0TEL 4444P"B
MBB@ HHKY1O!K:RJOA[Q+<7'A_X67'YAAT>Z)GT\SKJ'MV*!)^)%,9&S' M:"<<5_>47_6J7X)W]$4U[CEV_R,%I+U9J745\9:3X)^(DWCBR\6Z+U%%@A
(=>[L/4(7A2ZBEN:;R[2Y!'[II8A+M5L,I;'RFN4TKP+XM7P+H0\3^$M_%%_.FBPC0+6&VOF6PO!<3M.LT=O+$\4S!H2LLA"A1UXQ2YO-RNM.:4;Z7+9]]5_G?T]&??%%8_@U=47PCH@UR-
(=9%E"+V..0R*LVP;P&_M))8!L\DDFMBM)+E;1,7=)A1112&%%%% !4UY_P ?<_\OM_.H.FO/^/N?_?;_M^=+J!#1113 **** "BLC4O%FF:7)Y4EP))^GDPC>WZ=/QJ@?&$[J'ATN9DS_M_M!
(GZ^61^M:*G.Z6-6HP?*Y:_?\D=-16#%XOMXW1;WFT[?]R63#+1_]M'''YUN1R+_&KHRNC#(93D$5,HN.YK3JPJ? QU%%%2:A1110!_#_]C_<'_H2 MU#4T/\^KN/]P?>A+4-("OJ.I6FCV,][?
W4-E9P*7EN+B01QQJ.I9B<>YK(U+ MXA>%]'U"TL+_,1Z597MY UU;6]Q>QH\T*J6:1 6RRA58EAQ@$URW[2.DWVN M?,QWI^FV=QJ%_*CFU?E;\,_)67WE6T7S_"
MS_'4^BO$/C+0/".DIJNMZUI^D:8[*BWE]>>.-I$!9@D1 WX(FU)JW-MZ=?G:U[^2MJ#^&RUO_P/SO:WWZ'U9!/=0Q$OR+_#(H=)(V#*RD9!!'4$4^N M6^&7B34_%O@VTU/5])DT6\DDF3[-
)#)"6C2D23RY%5T#JJN%<_@-@UU:M6 M=B$[HIV.CV.FW-]<6MK%;SWTHGNI(U .:0(]!F/CV.AV[V^GVL5G"\LD()"H4-)(V=W/J69B2>Y-7***!A M1110(*W=#_X]'_WS_(5A5NZ'_P
>C_[Y_D*SGL_&C1116!1R.%9/_"2VO /._M;\A_C1_PDMK_,\YOR'^>5_;^5__XG5]2Q\'C-.BLG_A);7_GG_^0_QH_X M26U_YYS?DA_&C^W\K_Y_P 0^!8C^1FM163_,)+:.\/:,\A_C1_P)+:.\
M\YOR'^'JOY7_P_XA]2Q\'C-:BLG_A);7_GG_^0_P +/^$EM?\ GG_^0_QH_M_M_*_P#G_$/J6(_D9K45D_\"2VO /,\A_C1_PDMK_SSF_(?XT?V_E?_A MB'U+$?R,UJ*R?^<$EM?\ GG_^0_QH_P"$EM?
^>++2SACD>.8K(S*JC/&,]_P#:%\A M[++.7MU92\ #?J-8+J*#U_JBN M:_X3S3_^>_S__\K_P#%4?\ ">:?_P\,G_OE?\ XJLO]8\I_P"@)I_9N+_ M_.?;.DHKF_\A/_P"S>_S_WRO\
\51_PGFG_P#/&Y_[Y7_XJC_6/*?^@B(? MV;B__^?;.DHKF_P#A/_,>_S_WRO_Q5' ">:?\ \\,G_OE? BJ/]8\I_P"@ MB(?V;B_^?;.DHKF_^$\T_P#YXW/__'RO_P 51_PGFG_\\;G_+Y7_P"*H_UC
MRG_H(B'FXO_)]Z2BN;_X3S3_^>_S__\K_P#%4?\ ">:?_P\,G_OE?\ MXJC_%CRG_H(B'FXO\Y]LZ2BN;_P"$\T___)XW/_?*_P#Q5' ">:?_ ,\;_MG_OE?_BJ/]8\I_Z"(A_9N+_Y]LZ2BN;_.$\T_\
YXW/_?*__%4?\)YI_P#S MQN?^^5_^*H_UCRG_*"(A_9N+_Y]LZ2BN;_X3S3_/GC<_?*__!5'_">:_M?_SQN?\ OE?_(JC_6/*?^@B(?V;B_\
GVSI**YZ/QQ8R[\17'R1O(?]\) \567^M.2_P#05$O^R<=_SZ9V M5%<;_P +4TG_)][S_OA/_BJ/^%J:3_S[WG_'PG_P 51_K3DO\'T%1#^R<=_M_P ^F=E17&_\+4TG_GWO/^^$_P#BJ/\
A:FD_P#0>?]\) \51_K3DO=_#%1 M#^R<=_SZ9V5%<;_PM32?^2>_P"^$ _BJV?#OBJT\3?:/LLR7DK_D95.&\#583K6ER-M_Z?AMX@W;=^
M<;>O;.>^,5YWJGPS\:Z3XX\57OAJ3PQ>Z+XJN+.YOQXBBFDEM&CC2)@D:#;,_MI1 0K.FUB>2*YR'X_>XOBFOC[^W=$_M^^WVNC8K!(/^):8OLWD?:.N1"%?R M_+V^8/O=ZS3E9:?
UI^KWZI/88,2!LV*CD[\<"LZQ_;-^&^IZ%JVL6GBNUN+#2O+^V_'(7C M$CA(VO;O969@ R@@YX->"7/[#NLW&D>%M,@\066FV,=C=QZW;6Y=XS>R6TD M"74 *#<6#H)%;9N"]:]
(\9?"_XD_$7X?ZY!.M)<X1]3DALH+%]+DNHV?R;F M-9S)<[\2\(_E1$;.3G>;;O= P!>O]=GCEM1YDD]/^_)>BO0[&X_:/^'5 M9IZ77B-;(WT(N(6NK.XA41F5H@[1\4B8+HRYE6VGSZ4?
$.H74%^J7TLLL%S<.@EDB>*0 ,V2K<8VCGZ"?3\)@>>X8+9R M%1'"" S8;:QZ\+GH#7TO7"^_/ %YXH^(/P\U^WN((K,PW>7=S<12,M]RVLD M*A,#&0S@G..!6]&?)/F]?
R,*U/VD>4^?/#_Q.L_@#H.IW5GX>\9V6@:A=E,' M2]4MBMQB&W>:YN(+>=R\<2*N7+<$A2H^]7H_BCXF:J_B;3?#7AG1I/B'K-U8 M+JMS#'JZV=E;6CG$2-T<\:/Y9
5D*JM=GM*)VLI[&S:=9$^5EN(V;&UC@' M&<$<5SVA?'6TPWX-G\8\HOB5=Z=IB7UWX1B@T^V+%S'&V9(8?,0(\H[=0 M=9XZ^_C_XE:/IC^(?
$FC76M16.NVTOV>W>&V@^W61MX8HN"S)&W)=_F/(M?I?78?$#X+R^*?@/=>"-/.GV>K3:=;67VQHRL>Z-HRQ"[L'RSV]*GFI62?5Z M-?YZ[&ZA-
7Y=$MON\M"EK'QKU_6/$'B+3/!_PYF\:.3H-P,'4;]]3AM%>Y50 MTD,$;J?-9 P!R5&>,^L7CSQQ#X+T3PE>:7HNIVNI^)KE;:VTN\U!=-BMY#$T MI6XD<.L9 0C: 26X4&F3?#*ZC^
_$'B9 AWJ?M%\17[ZK+#XB2?S=/N!0! M.\7E B56(W!&*X)ZXJ+XL>$(Q^(A+5Z9X(;/Q#(ML MT"O=+'I.Y Q:/(<)TQBHBX)]ST^?XA4I^5?Y$[7IIZ=3N?@\U)(_B5X(CU=+
M.:QD2ZN+..:*6Z6Z7S89&CB:3 MH=CJLFRWB;S6EN+M)-[R [5"VR],8RQSTQ-\"?AK>_"KP'_8E_=6LTK7MQ>+ M:Z>'%I9+++(7%O ');RUR<9]32:]XA56OQ(O?
%/ANYT=EOM)M=,FMM527*>1 M-01Q7$LJR0[)@ H9871I=F_+,$+'*@^O5POA_0O%\WC.TUCQ%/HJ6MGI]S9 MQ6^E";+O+);ON;?QA1 0,?WZ[JLZC3>GX&B)H?\ 5W'^X\ T):AJ:'_%=Q
M_N#__"6H:Q&%8-OXZT2\72^&8,Y9-9BL5U)H%1BOX=I#&'WXVGYE(QG/'2 ML3XY>%-9\<_"/Q7H/AZY%KK_8O#;2%]@+'JA;^$,,KGMNKY1N?V;&VIRZ[
M/HWPVM_!&FW&BZ?;R:#'K4+KJ30W:R7%NSQL1'YJ_=. 6.68"-9\]K:?\ M 2Y-+N_(#_M\,T>GV:6KQ32-M?8?, M1A[;!!+PC%\1/#]IES8-I-UJ,=I]DNG*E+PER W VDKEAU SBLW*7+=+6[_*
MZ?S>AI97\K?K-3;/O! C+1 'GANQU_0[O[9I5ZAD@F,;1EE#%?=K_.5/4=J MUS-&.3(H_$=Z^*O"_P_$_BCX%\'26%MX+CU-26O LGARYC75[>(Z?<":Y92Y M9B)%99QC83R.<=:W_!?
[)MQX@UCQO)XTT/[*:SPUI6EZ5>?;%<13KIWD7)"1 MR&91PH#..V5.'36LG;G<>E_GJU^B?S)@N9+FTO,_-M_S?\ X#]WUM)/""K-M)Q*HW,6\]:3[5A^)/'FA^$,K1+;5,W[/-
K5\NFV*K&\GFW#*65,J#MX4G+ M8"'6ODJ3X!?$[Q9X+NM?\5^'HM0\4R:KI,=YX9.I0A-1TNRB"F+S0VP>9*SR ME6..!GH*G\/_+/?C2'4;.2'P9%X:T[_(3V'6DT^/4H)TL[$6)BW9#\[7.W
M8HXZ*"H!J6W>WFONO'|&_1IW);M&-6S^^C_5?-6/LOS4P#O7!Y'/6FFZA57 M8RH%7&X[A@9Z9KXOM_@S\4[[PIX-\WG@I+2/PMX?U[1Q?I2M;2+>R7%H8H'M1-
P*J[,1\W().X*!FMSPE^R+.6^J>$4U3P7:KIG_A7V77(OM"&.75AY>PR M*LGSN,RXD (*&#P*).UW'7^I/_VU?.21I%7BF]^OEJE^OX,^M7FCC95>159L M[0Q)QR<5@Z7\0- UKQ5KGANTU!9-
8T7[/\ ;K=HW41^>A>(!B K[E!/RDXQ MSBOC>]_9Q^(C6,W.M0Q-H-XGF9(R^&W!DPR$_=VDA M234&O_LT^.+RX\4)+\.+?7+O5-#T73M+U>;6+>$Z3X)5=PRP'4@=Z^>?C]\+?'MU8^%-
;\#1+K'C"UTNX\/:C*]Q^;?9;W$&U MIRSD F.55D"CD]C7{ZA^CQXX>$[CPUX3CO\2+72K?^UKV]MWACAMUV MR,H_=W-O/(F.V){Y"P+KU ?VN7I>U_OU]+6^;MT9/V>;K:_Y:>N_P
E?J?7 M%%8O@-5M7UK08;O7=",PWJ3O(KZ'\C.,HKL_L%K_,^T/_? H^P6O_/M#_WP*/\ 4C$?\ H_"\C M.,HKL_L%K-S[0\ ? H^P6O_#[0_P#? H_U(Q'_#^C]$#^UX?R,XRBNS^P M6O\
S[0_]\"C[!:.\^T/_? H_P!2,1_S^C]S#^UX?R,XRBNS^P6O /M#_P!\ M"C[!:.\/M#__\"C_4C$?\ /Z/W,/[7A_(SC*IZY_QXV?\ UTE_DE=_]@M? M^?:'_O@4DFFVDJA7M87522
T8(&>O^Y5.X^Q\LYP]M'WE;9]T_T*CG($5C(SC M+D>G<7J-31Y/17JG]C:?_SXVW_?E?\ "C^QM\ ^?&+V_P"_*_X5P?Z/GQ_G_'[F M=O\ ,+]_)]L\KHKU3^QM\A ^?&+V_P"_*_X4?V-I_P#SXVW_'Y7_"C_
%!Q M/_/^/W,/[?I?\^V>5T5ZI_8VG_\/C;?]^5_PH_L,3_^?&V_[\K (4?ZG6X3_M_G_'[F']OTO^?:/*Z*]4_L,3_P#PQGMO^_*_X4?V-I_\SXVW_?E?*/]0<3_M_,X_J?V-I_P#SXVW_'Y7_"C^QM/_:?
&V_[\K_A1_M_J#B?^?\?N8?V_2_Y]L\KHKU3^QM/_Y\;;_ORO\ A1_8VG_\^-M_WY7_H_MU!Q/_^\C]S#^WZ7_/MGF=G_,O/_7KSZV_P C2GQ#2IRMOU_S M/"]*U_X1W2?
^@79_P#@>_:'_T3_P*X^\ B&^+_P"@&B/W, MZ^\ 6.C_,>W]Z/"]*]U_P"$=TG_*!=G_X#I_A1_P (I/_$"]/_P'3_"C M_B&^+_Z"(_,Q7_ME_[/79^\([MI\A T"[/_P
!T_PJQ9Z,;:?O^RVL-MOQN\F,)G'3.![FO?R'@G$91F-+&SK1 MDH7T2?6+7ZGGYAGM/&8:5",&F[?@TRQ1117Z\?&A1110 4444 %%%% '0:7_M_,>$7X_S-%&E_P#'A%^:\S17++=EF+>?\?<_^^W\ZAJ:_X^Y_\?;^=0UTK M8@****8!1110 4444 %%%% !1110 4444 %%%% $UU_K%_W$_P#014-377^L M7_<3_P!!%0TEL 4444P"BBB@ HHHH **** "BBB@ HHHH **** "IKS_(^Y
M_P#?;^=0U>?\?<_^^W\Z74^&BBBF 4444 %%%% !1110 4444 %%%% $T/^ MKN/]P?\ H2U#4T/^KN/]P?\ H2U#2 AO;VWTVSGN[N>.UM8$:66>9PB1H!DL MS'@
#DDUYQI/[1W@'7/%5QHUCX@L;F"&QBOFU>.[A:R_>3^0D/F!_P#6E\#:_M1_$.YQ6U\9? ,OQ2^%WB3P!!>2V?/JEHT$=P02J-D%=P'520 28FOGW5/V7? MB%XHN=:U._F\%Z+J$9M-N-
1C\3Z0]A,RQP372WT9CCDD"F-&;=@,P=- MH/7<,=:^>]<_9E\<^:_$E[K/BF7PK,=1\3:.)K%Y8VSSO;FVM(9(IH<21'>6# M@#/##.=O2NG\3_LU7^J?&
[3MU_GKI^C3]#U^:XM8NM(BW19-8 MMY?1[Z:E_$;CS<$^7LW9W\Y>N15/X??&SPK\1/!]MXAM=0BTZ&73SJDM!$ MT4=Q.V?9U\V50Q"]F__FSC@\\5X9I_[+/C?
3]0T"P6X\)RZ#HGB:,6X=1*3+ MJES%*9&*2ML*A@7 P"0P5>5VX-7OOV6B1X

M'U#XS^-)NH+:^\;>'[.XG6)XHI]3A1G61=T; %N0PY!Z$5/,?%KP1>6>L75 MOXOT.>VTD \G((Y[@BO"9_P!E/7+SP_X\L[F30;B\UOPI MI>AV$LK2,(+BV@*.[$Q95"^T@KD\ D
BI/B9^RCJWBK5I[O0I=!TR*/0]-M(M+29'$$]W:77G;9T5.864!<@EO]GBJE=2:6U]_+77\%IUNOG*^%/K9??[NGXO MTY6>H=>)OVCO ?A_0[35X-=L]F_YB=F<5ZU\"_A;KW@75/&
MFN^)'T>'5?$M]'C_[Y_D*PJW=#_P"/ M1_\ ?/\ (5G/8:-&BBBL"CD:***ZR HHHH **** "BBB@ HHHH **** "BBB M@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH ****
M"BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH Z#2_^/"+\?YFBC2_^ M/"+\?YFBN66[+,6_P"/N?\ WV_G4-37G_'W/_OM_.H:Z5L0%%%%, HHHH * M**** "BBB@ HHHH ****
"BBB@"U<1*S*3,B'8GRD-G[H]!4?DI_S\1_DW^%% MU_K%_P!Q/_014-2,P\E/^?B?\F_PH\E/^?B?\F_PJ&BF!-Y*?_$?Y_A1Y* M?_$?Y_A4-% $WDI_S\1_DW^%'DI_S\1_DW^%0T4-3>2G_/Q'^3?
X4>2G_/ MQ'^3?X5#10!-Y*?_$?Y_A1Y*?_$?Y_A4 % $WDI_S\1_DW^%'DI_S\1_ MDW^%0T4-3>2G_/Q'^3?X4>2G_/Q'^3?X5#10!-Y*?_$?Y_A4MU"ANIB9XP M=[<$-QS]*J5->?\ 'W/_+[?SI
'DI_S\1_DW^%'DI_S\1_DW^%0T4P)O3_M)^(_P F_P ^*)3_)^(_P F_P ^AHH F\E/^?B?\F_PH\E/^?B?\F_PJ&B@ M";R4_P"?B/\ )O\ "H:*)O)3_GXC_)O*/)3_GXC_)O M*AHH
F\E/\ GXC_";_H\E/\ GXC_";_J&B@"W#"GES_OXS\GHW'S#_MVJ+R4_Y^(_R;_"B'_5W'^X/_$):AI 3>2G_ #\1_DW^%'DI_P_$?Y_A4_M%,;R4_Y^(_R;_"CR4_Y^(_R;_"H:*)O)3_)^(_P F_P
*/)3_)^(_P F M_P *AHH F\E/^?B/\F_PH\E/^?B/\F_PJ&B@";R4_P"?B/\ )O\ "CR4_P"? MB/\ )O\ "H:*)O)3_GXC_)O*/)3_GXC_)O*AHH F\E/\ GXC_";_H\ ME/\ GXC_";_

MUY_Q]S?[!?SI'DI_P_$?Y-_A1Y*?\/^Q\'^3?X5#13 F\E/^?BA\F_PH\E/ M^?BA\F_PJ&B@";R4_P"?BA)O\ "CR4_P"?BA)O\ "H:*>)O)3_GXC_)O M*/)3_GXC_)O*AHH F\E\A GXC_ ";_ H\E\A GXC_ ";_ J&B@";R4_Y M^(_R;_ "CR4_Y^(_R;_ "H:* ↓<,*>7\ OXS\GHW'S#VJ+R4_Y^(_R;_ "B' 5 MW"^X/_0EJ&D!Y*?[_$?Y_ A1Y?[_$?Y_ A4 %,";R4_P"?BA)O\ "CR4 M_P"?BA)O\ "H:*)O)3_GXC_)O*/)3_GXC_)O*AHH F\E\A GXC_ ";_ M H\E\A GXC_ ";_ J&B@";R4_Y^(_R;_ "CR4_Y^(_R;_ "H:*)O)3_)^(_M_P_F_P*/)3_)^(_P F_P *AHH F\E/^?BA\F_PH\E/^?BA\F_PJ&B@";R4 M_P"?BA)O\ "CR4 M_P"?BA)O\ "H:*)O)3_GXC_)O*/)3_GXC_)O*AH MH F\E\A GXC_ ";_ H\E\A GXC_ ";_ J&B@";R4_Y^(_R;_ "MG1E"6K_ MKC>>5SZ#U%8%;NA |>C_ .^?Y"HGL" &BBBL"CE_)3_GXC_)O*/)3_GXC_) MO*AHK))O)3_GXC_)O*/)3_GXC_)O*AHH F\E/^?BA\F_PH\E/^?BA\F_ MPJ&B@";R4_Y^(_R;_ "CR4_Y^(_R;_ "H:*)O)3 GXC_)O*/)3_GXC_)O*A MHH F\E/^?B/\F_PH\E/^?B/\F_PJ&B@";R4_Y^(_R;_ "CR4_Y^(_R;_ "H:*M)O)3_GXC_)O*/)3_GXC_)O*AHH F\E/^?B/\F_PH\E/^?B/\F_PJ&B@";R4_Y^(_R;_ "CR4_Y^(_R;_ "H:*)O)3_GXC_)O*/)3_GXC_)O*AHH F\E/^ M?B/\F_PH\E/^?B/\F_PJ&B@";R4_Y^(_R;_ "CR4_Y^(_R;_ "H:*)O)3_GXC_)O*AHH F\E/^?B/\F_PH\E/^?B/\F_PJ&B@";R4_Y^(_R; M_"CR4_Y^(_R;_ "H:*)O)3_GXC_)O*/)3_GXC_)O*AHH F\E/^?B/\F_PH\E/^?B/\F_PJ&B@";R4_Y^(_R;_ "CR4_Y^(_R;_ "H:*)O)3_GXC_)O*/)3 M_GXC_)O*AHH F\E/^?B/\F_PH\E/^? B/\F_PJ&B@";R4_Y^(_R;_ "CR4_Y^(_R;_ "H:*)O)3_GXC_)O*/)3_GXC_)O*AHH F\E/^?B/\F_PH\E/^?B/\ MF_PJ&B@";R4_Y^(_R;_ "CR4_Y^(_R;_ "H:*)O)3_GXC_)O*/)3_GXC_)O*AHH F\E/^?B/\F_PH\E/^?B/\F_PJ&B@";R4_Y^(_R; {C14D>VBN!MC^\P"S(,|< MY]*VP_K%*6*LFD]=&K] ,.SJ0]E-P_=%2M*\N^%_QTB^)2C+7] 31)K#^R MXQ*FH"X6:WO%\QHV,3*!N"NC*2,C>D,9*)1K>(<)4WRR[WJH?]7+_,\#>& [_7M9F>WTRQC\VXECA>9E7(&=B L>O8 M5E^$?BIX?!=7<5KHFJ"]N9_@U98O)D1OLLV?*D.Y1C=@\=1CD*KOQ TNZUS MP'XCTZRB\Z\N]-)~"/<%WN\3*HR2 ,DCDG%?.? P!\^.O@YXJTW5K_P/?.E MIP\&:7I%W-97UF3.36^\S,D,P9PH/_+,.GMFI4K2?-MI^4G^:C]_FBFO=7+O M_P &/Z-_&?AC:V QXEU+ ^SHKZ;[;8MY9FED"EMH6 6.< GIVKD M]2 :G<^>D6NF7 SXQM5M]2@:YM9(X9!%-7*.250[,_ "TT"S@1CFN:<^7@[Q0] M9M/^$,JV=E2>%[B#4TU/4FM;F$W.E1O;..#*N&8%E4@(W)/'&.Y67X/^)O@G M\4=%U;P)X/O?'>EQ:%>6=S> ZO\VLEV<70F>25I"N0<<[$QSP*7O1DU)=6O MNC?\7I?\'BT:3CV3^JV_+6W]/2OTC6+'7]+M=2TV[AO]/NHQ+!=6[AXY4(R& M5AP17-.E\7/"FDZ? XIO9]38P>&)%BU;R,:61K9BJL!M5"6^5@?E!X->7?#O] MF/4-)\ Z#IV]^_ $N@:A:I,TUEX5U0VUDC2SR3;54H<{?,V9XR%%5+#P?XU MTCQ5\9]/@^\NM,\7/++8:PE]:" (8L/+4.AE$@+.NW{G?)P..*DI14N5:I K MU5K+|.N*BDW&[TNK]=2=*GA1?#6B^:9]:@LM#UB-),/4+T.;P.K]&0 M,[@"L,*Y!)X)!?B+\4/#GPIT:VU?Q+>R65G;V? A/Q1HGP"\$>$I=*UN2:,/28M/UFS\/MIS7*@0A7C\VZF6(*3N4E M[''^$K]ZH.'?PCM[_.'GA?1/#_@2^%MH=_#?6WAF37197<*J9 0MTDL@WXD8 MC] [CG[X(JZGNRDH[)1+T_KK^5M8I^\H\W5_/I_7W7Z=/]G[2@@'1_#>EZW<MZG>+.Z])+'9P#2KHW4OE?ZUO(\OS]CDL5 QCGD5]Z=\(8)I M=0LQ?6\BQR"%HC&T@S*5V*VQ'?8S!]J, <8!KP30OAC\5 X*>+/(#O_D^ MI6'JK6:^&;[74:>PLIT:W7[?*660Q^7AN2<, ,X]ZO[+M[: #/P%X6&D6LN MMX4PEQ_U'F7T8FM[@QO'YB'HP# 'IZ@KY M&#TK3KSCX&MXX7PQ/;^.- +MM(GMY(X;.WMQH0A0_(I'7RQ)Y@3)#% NX-MUZ/6DK77V)5[:A1112&%%%% !1110 4444 %;NA |>C_.^?Y"L*MW0_^/1__M]\ R%9SV&C1HHHK HY&BL+_A*\ IV \B?\ UJ/^$H_Z=O\ R) J;O_UHRC M_G]_Y+!+_.1._P#L[%?R?BO\S=HK"_X2C_IV_P#(G_UJ/^$H_P"G;_R) P#6 MH_UHRC_G]_Y+!+_Y$/[.Q7\GXK_,W:*PO^$H_Z=O_ ") J;C_(2C_IV \B?_M %J/];,H_P"? W_DLO_D0_L[%?R?BO\S=HK"_X2C_*=O (G_:C_A*/^G;_M ,B? 6H_UHRC_G]_Y+!+_.1#^SL5)^*_P S=HK" P"$H_Z=O (G_P!:C_A*M/^G; G_P B?6D_H_P!:,H_Y_?\ DLO-)$/[.Q7\GXK_,W:*PO^$H_Z=O\ R)_] M:C_A*/I_V \B?\ UJ/J;,H_Y_?^2R_^1#^SL5_)^*_S-VBL+_A*/^G;_P B M2_6H_P!$H_Z=O_(G_P!:C_6C*/\ G]_Y+!+_Y$/[.Q7\GXK_,W:*PO^$H_P"G M;_R) P#6H_X2C_IV_P#(G_UJ/J;,H_Y_?^2R_P#D0_L[%?R?BO\ ,W:*PO\ MA*/^G;_R) \ 6J&^\8?8H(9/LF_S&9<>9C& OM_M?I3__9\HY7+VVBW]V7> MW\O=@LNQ3:BH:OS7^9T=%IY,HN+ <7T"BBBK)"BBB@ HH MHH ***** "BBB@ HHHH ***** "BBB@ HHHH ***** "BBB@ HHHH Z=2 ^/"+\ M?YFBC2_^/"+\ M?YFBC2_ .^W\ZAJ:\ X^Y_]OYU#6RV(*BBBB 4 M444 %%%% !1110 4444 %%%% !1110!=#ZQ?]Q/_014.377^L7__'$_]!%0 MTEL 4444P"BBB@#$?Q5\>_ #OA/Q/<.++8ZWJ3V)C&I7NEZ9+%?&\OABSUZ>'YU:S&F174CR1HL>^"20XB+1HJG28 F=_P#Q[XCW>9C(W;.U9KFL-MOZ[?AK?Y6LKCEUM_7],?/R+^F?M8?#[5/#>C:\M]!78>(O@;XM\;> =<|-^)OB"K*WR6L=L6T&*.WA$,R2EI(A)NE9 M]@<5OWBK@=_V_K^MUY.VYH^7F5MO^_#_E0]_D6M:_.8T/PS<11:QX,\4:, MML!]=XTVGHW]GVYF>$23A)&*C=&3;H\Y2#ZX](9-.N[W4]'BU'3+.VMK),#P^L%C$T5Y) <$_9O.*E'638T>>2 V0< 21*\ M*>OL*OIKO=_=?3\#) %IM9??;7\_ UN4444 %%%% !4UW_Q]3?[[?SJ&IKO M_CZF_P!]OYTNH$ %%%,#P_!.:7\9364 @WPEI]@^KZCK>II*,%""""2.$A_G8 M@[4WA-QP>>#?$^.O WB/02C-X)\3ZI-K7B2XOX)+741* QDJTS&M>>B+R\A\A86.2L=NRB=2#G8()AAG/)I(N7 M+"ZU;.U\NW^.1;M>79;?K_)GIV@_M#> =?O$MNOB*PL6\/W_ /9]X]]=0Q+Y MA("LIW\H6.P$XRP(ZBNC@^)7A&ZTZ_U'"Q/H]MA!\4"17@OBC]EWVQ]EKXVT6UD\.S:!KNO6&M0M=&59PL;0^?!*OEI4K M$=O)R6ŸQ4GQ_.9P\9ZA>? $.Q\$S^%K#PUXQT^SMY+>^2.&2R>W3RPD2Q(4V, MH')^Z3]TXY$YTS?&7P#;.P=)F\.^'XM4$ MC0FSDU.%90X&2I4MD'!Z4]_&3P&_AN7Q OC/07T.*(.]^ZC"8%E[1E]V-V M.<= <_LKZJ[.@^*K2Z&@W^UC^&:,>V+2 H-\3$Q9#E4D&T94[^2 M.FF>,OV8?$ES\0]6\@'G\.AEU^SUC3]\U(2BTE5+0P2B8)&=C[CN5E#<|<4 M[NVOE^/+?[EO_P !)Z_?.P"W?Y+ [SWF'XD^$KCP_BZO8XS,"3/E;P M3\N_!VY^]VS7EW@=/]GR_L_A#\0/!OBB323)XHU&_0%_L=76W@$ZKLVJR@J49 M<@TWQ+M1-QJNEW]MJ.F7">9# M>6LJR12+ZJRD@CG@_E7GVO? M!>%4TLS^%M,\/>+,R.ZMH)K2WU^UA\J.698S(M79B,C=PO5CA1R:B^#G@WQYX!T?2M$UJY\/7VEPV4[W$UHCI=F0#;&B/& M(SAI"JNSFT^AKH/#/BK1O&>DQZIH&JV>M:,(2]W M=A.LT9(X'M^'VL" +++/.X1(T R69CP !R2\;ZTC]HOP'KOB M34_L=2\;/FSL +75KC6H[NY<1E,6UI=_RN&&2" ,$<\UL?&7P#+\4OA=XD M*07C}GSZI:-!'<$$JC9!7A}$+\9? 3>'X <_P"$TT$:./,;:. ,4H1"TH4L8]Y;&X*=O7%+IOQD\!. MQ>Z,9V/C30+R[U(4&I0N]@@D?(H;+'((X[@CL:\.M2V7?%.I>*+#Q)K4W MAN*\F\6VFO:AI.G"7[#%!;O"%AW1Y>5BP8EE49'7BM%2V7[^WTG4(K>/08+ MV;X@IXJ@F0,OEV:S*_EY$>1)M##:/EY^]5QU:OY?^VW^Z[_\!\R7L[?U\7^2 M_P# CWG6O%ND^(=2T>PU&6VN]8N#:V,91CTH1C*@@$#Y58X%'4%/7Q^\ M! @6\@M/$?BG1M!NI'R*4K^*W>]+$C)XUT'Q M)]R2)%'BU"[LH((C7K:83I X4R!E8!6^9#? $6M1Z11?BO1=2U22$7*6=G2Q2RO$1N#A58DC!!R.Q!KP[P+^MR]KFA_$K2=>UF70[_3+75-?OI+<)(Q6^*&$!6B"Y4*=V3QG@M5WX=?LS:GX M)'T_X0*W]B)?>$;R_N-3GM=X,Z3I*JB-O+!8Y=,AMH^7O@4XWY8N6]E?UV?\ MFR+M\WDW;SZK_(;.O_C)X(TOQI,^$KOQ1IL'B*X!*6+3C=D%1L8_=5R77",0 MS9X!P.O>(OB3X3\(ZM8Z7K?B72=(U*^O]FM+Z]CBEER<#:K$$Y/]3QUKQO[Q M+^RA-XB^.$/Q%_X2?3X&ANDG33V\+64!

*MFVP?\|)/^_8_^*HVP?\ /23__+]C_P"*H AHJ,;,!_P_])\ OV/_ (JC;!_S MTD_[)C_XJ@"&BIML' /23_OV/_BJ-L'_ #TD_P"_8 + BJ (.*FVP?\ /23__M_+]C_P"*HVP?\|)/^_8_^*H AK1T/_C[?_DG_?L2\| Q5&V# GI)_W[' Q5 $ %3;8/^>DG_?L?_%4; M8|\ GI)_W[' _50!#14VV# _)Z22]^Q_P#%4;8/^>DG_?L?_%4 0T5-M@_Y MZ22]^Q_\51M@_P">DG_?L?\ Q5 $ %3;8/\ GI)_W['_ ,51M@_YZ22]^Q_\ M50!#14VV# GI)_W[' Q5&V# _)Z22]^Q_P#%4 0T5-M@_P">DG_?L?\ Q5&V M# GI)_W[' Q5 $ %3;8/^>DG_?L?_%4;8/\ GI)_W[' _50!#14VV# _)Z2 M?]^Q_P#%4 0T5-M@_P">DG_?L?\ Q5&V# GI)_W[' Q5 $ %3;8/^>DG_?L?_%4;8/\ GI)_W[' _51M@_YZ22]^Q_\50!#14VV# GI)_W[' Q5&V# _)Z2 M?]^Q_P#%4 0T5-M@_P">DG_?L?\ Q5&V# GI)_W[' Q5 $ %3;8/^>DG_?L?_M_%4;8/\ GI)_W[' _50!#14VV# _)Z22]^Q_P#%4 0T5-M@_P">DG_?L?\ M_%4;8/\ GI)_W[' _50!#14VV# _)Z2 M?]^Q_P#%4;8/^>DG_?L?

*O(P M[X??L@W7AN;P,:>)O&Z^+_#/A6.Y%AHYD3#M\C#OR2.#]M(44**7Y_-=?7S"7O;O\]^?Y\Y?M*_"&"+P5X9LO /AF'1KR3Q7IL\\WA_24W M0]C/^_=$3!6/=G+*

*<#//6HI/V0]5FU*3O3+\1)'^(S:S'JR^(?[&C$"A(3"L/-MV3S-I782.[\]*^DJ*%%*_K2__)-6*8-WMZ6_-I\ S9\UZ;^R)K6@W4&N:5\2 M9:7OI#[JVH;DNMR:+%*CK>(BS1M;F3;6R@(8$*

9(VUZ+1l_@S=_$;X5V/AF\\ M4W"'^(,&>VO;.O)\:1M`-=PN&$PB0HHS\R[01@ WJ^GT4.<>3II^&UNW],+O MFYNNOX]^_P ^FFQ\X>*/\/%U;P'X\.;5XIATE?#UFUO]LDT:.:=IF8.US#*

MLB2P2%]S8$C/[621/L"S6B0R6L2OJI1W4Y ME8L"O=@#ECVKI:*KJWW_*_KJA6V\@K1T/\ X^W__P<3S_A_\2;__X?*

*MYBIEL,W:***YBCS;Q=9SR^(KMD@D=3LPRH2/N+6/]@NO^:?;_ O@UW^K?\A"7-M\Y"]=?$8C@^ABJTZ[JM.3;V75W/8IYI.G!045IH<9]@NO\ GVF_[X-'V"Z-*

*MY]IO^^#79T5S_P"I&'_Y_2^Y&G]KS_D1QGV"Z_Y]IO\ O@T?8+K_)IO^^# M79T4?ZD8?_G]+[D']KS_)$<9]@NO^?:,_ O@T?8+K_GVF_[X-=G11_J1A_\MG]+[D']KS_D1QGV"Z_Y]IO\ O@T?8+K_)IO^^#79T4?ZD8? G]+[D']KS_)$<9]@NO^?:,_ O@T?8+ MK_GVF_[X-=G11_J1A_\G]+[D']KS_D1QGV"Z_Y]IO\ O@TVXT^Z;3[U1;3% MFC4!?+_3^\4_TKM:*TAP7AX-OVSU36RZIK]1?VM.Z?(M+?@>5_V-[' /C<_] M^6_PH_L;4/\ GON?^_ +?*

*X5ZI17%_J#AO^?\ +[D=G]OU?^?;/*_[&U#__)\; MG_ORW^%'}C;A_P^S_WY;_"O5**/\0<_S_)?<@_M^K_S[1Y7_&-[' /C M<_\ ?EO*/[&U#_GQN?^_ +?X5ZI11_J#AO\ G_+[D']OU?*

*GVCRO^QM0_Y\ M;G_ORW^%'IC;A_SXW\ WY;_KU2BC_ %!PW_/^7W(/[?]_\^T>5_V-[' /MC<_\^6_PH_L;4\ GON?^_ +?X5ZI11_J#AO^?\ GON0?V_5_Y]H\K_L;4/^?& MY_[\M_A1_8VH?\^-S_WY;_"O5**/\0<_P_Y?*

*<@_M^K_P_^T>5_V-[' /C<_M_P?*7EO\ "LW7M!U\;7-1DCTZ[>-$KF1E98&((+'!!Q7LU%*[P!AJE)TG7EJT]METO_)E1X@]QGS^S7]6_R(" _^$=U;_H%WG_@._\ A1_PCNK?]N_P# =_|*

*M"O=**XO^(;X3_H(E]R.C_6;M_P ^U\|(" \ A'=6_P"@?>?^[_X4?\ ",ZM_M_P! N\ \IW_PKW2BC_B&^$_Z")?<@=_GVP_(1W5O\ H%WG_@._ M^%'_ CNK?\ 0+/O/_*

*=_|*ITHH_XAOA/^@B7W(/]0]W_ #[7WL\+_ P"$=U;_ M_*!=Y_X#O_A6[X'T74+3Q102SV%U#$N_.DD+*H^1AR2*]7HKLP2 &&P>)\8F.M_*

*>3<)*K5\+GSN85^(JM>E.DZ:7_FOO"BBBOU4^2"BBB@ HHHH ****_20?\ MEO\ !_ K11H/_+?_{#_ %HKGEN4B'?'/M/IP2S-9U.:\ N;!?:?@_F:$]WC*

*ML(Y&:,P/X#*ZQ<2^'_#NV_D\K4Y7LH.7#EP=LYV_.=Y4X,/)'>K>DV?A'1V%G MID&BV3.4#"+>T2&,V8E(RFU?]7O(7CC<0.M>/R?L\^*+Z&YM9]?M;>TN]9'B M&58'D8K?'+%^5&]$=(=B'*

*Y=CRJ"KMY\(O%5X_A6[72/#-C)H)B@&GVVI3>7.M=0K+\.TCSFUW;O.MX2$*$D:?I_@/P].ZAH=C;>\.,@@87MYIMO':Q+&5*L)9(P!@@A#N(!*<]*M0:,X M/_E>PVNB>59VJ-*

*;W$<<.V"V0Y0OU\L;D C'(XKS:P^&?C;RU"74;B'1=6 MD&N7&]#3;O5'6VE63S/*2]VUHEV;622'RC%/+/_8L_B*NLSRL&D+1?G8E21@G,[)VUT_+]O^"[^_]_MK?\ [_|*

U:LUWPU\.0DMH]9TKPM7#>0M]\VSF>82/NV!A\SAYIW\/Z5.RQRPZ99PR1RF='C@12LAC\LN"!PVSY,]=O'2O?AW_&6A>*

*M)O#=WK*Z5'9:,HZV$OV#4WF;28N[S2E7LUW"1O*:AT*E3]_BO9:M:+^NY+U? M]?UY&#IWP_|"^CS7$MAX;TBQEN)EN9I+>QBC:656WK(Q"C+!CN#'D'FG:CX M%|-*

*ZQI=KIE_X>TJITZTD\VWL[BRBDAA?GYD0KA3\QY [FMRBEY#\S'D\&>'Y ME?IWS=>:.BU:P#X8U^WBM3\..3[.$2)^'%=_MV.4]HJ9V*RD*

*+DX':)Q6[10!F:'X6T?PNMTNC:18:2MU*9YO8VR0B:0]7?;.M!N8^]YK3HHIB"BBB@"9O^/2/_?:^2U#5E1&;2/>S+\[8VJ#V7W%.VP2\])/^ M_8 _^*I#(:*FVP?\ /23__+]C_P"*HVP2\))/^ 8 _^*H AH]:,:_!_STD_[!C_X MC;.!_P])/\ OV/_(]@"&BIML' _#'TD_P" 8 \ BJ-L' -/23_OV/_BJ (:* MFVP2\))/^_8 _^*HVP2\ /23__+]C_P"*H AH]:,:! P])/\ OV/_(]C;!_S MTD_[!C_X]@"&BIML' /23_OV/_BJ-L' -*

#TD_P" 8 \ BJ(=FVP2\ /23_M_+]C_P"HVP2\))/^_8 _^*H AJ:,' _#'TD_P" 8 \ BJEF M6'RX,R24W/^U2]45-M@_YZ2?]^Q \51M@_P">DG_?L?\ Q5,"&BIM ML' /23_OV\ XJC:,! STD_[!C_X]@"&BIML' /23_OV/_BJ-L' /23_OV\ MX]@"&BIML' /23_OV\ XJC:,! STD_[!C_X]@"&BIML' /23_OV\ XJC:,! STD_[!C_X]@"&BIML' / M23_OV\ X]@"&BIML' /23_OV\ XJC:,! STD_[!C_X]@ L_^/N#_?

7^=0U; MM5A^U0XDD)WKG,8]?|ZHML' _#'TD_P" 8 \ BJ0$?!UG\)?%5]X ^\/^ HM/ M\6?\(;IGBNXU VFHZ)'!96U]WF%Y%U%7;SRPD(1<?F.1D#'WOM@_P">DG_? ML?*

*Q5&V# GI)_W[' Q53RIRG4ZT_S3_0=W8M*_K1K]3?2+I>V7?P_KVD_) M)5;R17FE3;58S0^H(Y[=9&R9)!0^=9PN%X:,'&2"::)(G_9[$VN:GJ)QU\W*

*MP8OA'R_L>=F"W^D9\SG[WW_=OO5[+M@_YZ2?]^Q_!51M@_YZ2?\ ?L?_!5-_ML-6?I_Z4O_;G]_H";,3NOZV?_+:,ON]3YH_L[ZU:M\0.*UF?R+,X\+V7@W1 MM5*

(YDMHI[5DEG\E9"5!EVOB_0=!TR[\3R1)\/A./PTDL M-D S21RPRI<\R<_":,O\Y:/S\OI#:,!_STD_[!C_XJC:,!_P])\ OV/_(]F M_>=WO^NNOK[S>G5^@EIHOZV_^17W>I\O:,_\ L@>(?%[-

[>:,\\3FOI:U5=4W M>A1PB#)^0%YOK+MR.O0Y(./L_V_@;]&$VM^/K^R=(^MZ[+:O+:J& MCPO6\01LD02 EU# ,V6SDY[IS,/* MSYC949X)P0<$?5.V# GI)_W[' Q5&V#

*)Z22]^Q_P#%5/*N7E?G^+*E_\DR^ M9\W.O+\+? (IG@/AS]FO7?_B;^'[" O%N=$T^^AT]-8LDTF&0[QK6$0[HY9 M&/DAU7D;7ODX->\5-M@_YZ2?]^Q_\51M@_YZ2?\ ?L?_:5:.3>_]?UVZ&:B*

*MEM_7]?CU(:*FVP2\\)/^_8 ^*HVP2\])/^_8 P#B]11#14VV#_G0_]W[' Q5 M&V#_)Z2?]^Q_P#%4 0T5-M@_P">DG_?L?\ Q5&V# GI)_W[' Q5 $-%3;8/ M^>DG_?L?_%4;8/\ GI)_W[' *

,50!#6CH?\ O)O _+A_F$;8/\ GI)_W[' _M_55 1EB%TVOW8!#']X)S4RV Y:*YRCG=6 Y*$OX2R%4ZT-36(WTFYW# M<D?^^WJE]&IF_P"/2\ WV_D M0M0TAA1113$%%%% !1110 4444 %%%% !1110 4444 %33?ZNW_W# P"A 4-3 M3?ZNW_W# P"A-2&0T444O!1110 4444 %%%% !1110 4444 36?_!IP?IZ_MSJ&IK\ X^X/I\]?YU@#2ZC"OGOPO^U5>ZIXAM-*

*$U7P>NFW\WBV7PK(L.IB98F M2$2&:/E#=UOM'YU]"5\\;K>RGJ,FOSZMVI/C2'3M2_P"$MF\50<:/]H2-I(1 M*Y]?5W 8SNR_^@=]=>===MA TJ___)>:_ A[#?P.V_P#]K+],?\-<^AZ*]Z3#*

*M>6VEVD6H74=]?OQ*MQ)4T)>FDO9+UM.B=_\6_9\&*M@EN%.'1)A'Y,%3U(;(KUFODI7Q7^SAXB\#:Y\\ 3]*U[4/$'@F/QHM['HD. ME+NTR.42M0))+]1_'K MP+)IOAS43KBQ6/B"TN;[3KB:WE1)*

*(:=\SL2HV!5Y^2&>Y.P8_VL?AE_8NH\.MK.KES96MC'!<2"\TRZAD>'9PD.T<;1AI(Y8@!E!.R.XR*X#3_P!BVZ.VT+2= M<^(.QK/AC1++'4=-L=.728X)8K>[B.9!F5R6=<@[BI!V@:1SFI8?*

*L.QV_A74M M)F\666?VFX%G%#=V?AR'V,<4$R2D/MDWR.YC7)+A1UV5>]\R_X+_)6_$G;'=_MKY>1Z_[87PJA68RZI=P&WE$*TLVCWB:.YQM;8&+IVC:EPS8!S['&;?VCI04*

M/BF?"MK#I&F6UKXECT226^>XFEOT>V,P,'E)MC?./)8=N >.OV<1XN_X M6R?^$@^R'QY#8P_|>._[#]GC"9_U@\|S=CA\#CWK)M?V4_L_Q&A\5?]"4;O M+\|0PZ]]D_L_&=EKY'E;_

#>_WMV/;'>]C?F7-MI?_P "C?[ES>HY?""^?27_T-MEV_&WW'>ZY\>O!7AWXC;9X)O=:M8M;ODD;FYA$=NR[<1RDN&1WWC8N,M1XI^ M,_@_P;XRL?"NJWMY:,U?SQ6MJK:9=-

*!++)C8HF6.OD\)C/S<_)\|#> M)B5IGCB^T.SEUJR20$&T@:=RI:.LLV8RSR1!U:=E>:PO%/P\1>(/CEIGO M_A1;P%2%%%:,'&2"::)E/6VBW6C+<+!$2/\ N 6VEVD6H74=]?OQ*MQ)4T)>FDO9+UM.B=_\6_9\&*M@EN%.'1)A'Y,%3U(;(KUFODI7Q7^SAXB\#:Y\\ 3]*U[4/$'@F/QHM['HD. ME+NTR.42M0))+]1_'K MP+)IOAS43KBQ6/B"TN;[3KB:WE1)*

*M^TU\OP,'PE^V!X0M_",DW'B_7K276[RUGOV_X1W2M0EMC,1W$L1D >++>H7RS MNW8Y4D<$5WG@?]H7P\1O$BZ%H&M/>:A);&\@#V<\,=S"" SQ.Z*K@$X.TGO-MZ"G7PV_9"_X5/(C?*

\)9 .;&WPO>^&\!2V,Y2_ !\78L:,^;GS#Y>)+/SM^:,>M:+XM=O M_P!]WY1_\"@GHWR=_UC_G+[O,V],^7@K6/B9=>!,76K676[>!9LK!8P]VD"Q12!V9KA (PRS/O(9 M!V2^8/C1*

&,GCKQCX6\,VQM;8+ZVFUZSU1K0,''ILTN^.)FU$.3$@V9. M.#E5YP3F(<\T(RZ[>OTN_EZA+1+37*IWM]^2\):TXWI1?@%?%TOAPZSI+Z. M[?3S.:*?[(:M%+:.BXV>690!P2C!:,_"5+(2*

*M.X(X]Q6C69X?\+Z-X1L6LM#TBQT6S9S(UO]LD$9<@ L50 9P!$[""M.]])0 MK1T/_G[?_+:=DNCM_M_>I#+*U?2*FFK/7K_)'645R?]N7W /?_ ,<7 "C^W+[_)[/CB P"%8 ZZ MY?]*

R3^Z/_R1?]DU^Z_'_(ZRBN3_+__CB_X4?VY??\] | QQ?!^\ M77+_ ,??W1_^2# ^R:_=?C_D=917)_P!N7W_/?_QQ?/[__(XO^%^ MNN7_,D_NC_\D']DU^Z_'_(ZRBN3_MR^_P">_P#XXO|*

A1_,E] SW_\ '%_P MH_UUR_\DG]T?_D@_LFOW7X_Y'645R?|N7W_ #W_/'%_P CB__MX4?ZZY?__"3^ZA_\D']DU^Z_'_(ZRBN3_MR^_Y[_P#CB_X4?VY??\] ''%_ MPH_UUR_^2?

*W1_P#D@_LFOW7X_P"1UE%_P#X MXO\A1_KKE_\D_NC_P#!]_9-?NOQ_P CK**Y/^W+[_GO_P"_+_A23Z(?)8W<M@GP_]=B\'>H]/0FKCOEE\[\!0GHF]H!%?\ F\@_LFO]OOQZ_(ZVBO_^$NU*

M;_G[_P#(:?X4?\)=]W_/W_Y#3_"N3_7S+/A GW4^Z/\ \D=7]@XG^:/WO_(]M(HKS?_A+M6_Y^_\ R&G^%'_"7;M_S]_^0T_PH_U\RS_GW4^Z/_R0?V#B?YH_M>_\(]{HKS?_(2[5O|

_G_\AI_A1_PEVK?_?I_Y#3_H_U\RS_GW4^Z/_M_D'|@XG^:/WO_(]{HKS?_A+M6_Y^_\ R&G^%'_"7;M_S]_^0T_PH_U\RS_GW4^Z/_R0?V#B?YH_>_\ (]

*(HK$\):E<;GILDMS)YLBRE0=H'$\U3V'N:VZ^YP M6+ACL/#$TDU&2NK[_]>%7HRP]25*6Z"BBBNXP"BBB@ HHHH ***** "BBB@ H MHHH *****"BBB@ HHHH *****"BBB@ HHHH *****"BBB@ HHHH *****"BBB@ HHHH *****"BBB@ HHHH *****"BBB@"9O^/2/_'V_DM0U,W_'I'_OM_),:AI#"BBBF(***M*"BBB@*

*U]!_Y_\|_K11H/_"W_._MUHKGEN4B'7/^/M/]P?S-9U:.N?\'VG^X/YFLZMH[^844450@HHHH ***** "BBB@ HHHH *****"BBB@"9O^/2/_'V_DM0U,W_'I'_OM_),:AI#"BBBF(***M*"BBB@*

*HHHH *****"BBB@ HHHH *FF_P!?. [A_P#0F]&\BO\ 5V_^2\ MT)J0#&BBBF(*****"BBB@ HHHH *****"BBB@"\S_P"/N#_?7^=0U-9_\?<'M^^O\ZAI=1A7@5K^V1X;>^:A.\\>)-*

,VO]TNAMXANK:+[EVC;25E+,3M/S M;?0>N/?,^6OA+^R0MU;SW?CZ,6U6'O)>ZK!X.,I1R:9+ND8PSM&@:YMK=_XZ M&O$NA:5JM!>.A8ZKJ M-

K$M0/;6T1DDD5V0MU]O>%VYY7L;ZWX;?'# A9%K=3^0^2^85*]5E-[5DB-MQ7\+#**5?9/.(O\C,#A@>F<9R"?M@>3^#9M$L-4@L-8 M-8NH+O;0:KO# .'!!&TEI;P2&)EE7S.',@#&1D$D@-*

KS2[_7+2Y\ M5!EEEAOO?3U:1Y2MH\;JT2[Y"V"6Y SD9RI[P^S;H_PIO(IO2O$WB;[0VI? MVG>,UY%&NH.(O*$.?VM-\$ZOXBMO^$9\2:UI_AZXAL]3U'?3;.)K6WN)^NV,L]DD;@"0_ D M#@6U-*

*^TAX=@T>^U%[#4A!9^*AX2D&R/VK>]>8/G_P!5EAS]I\\7SMJSM^.OQ.71?VX_>N:A>P06FI""_TOKRTN-UNYO%M$ M9Y0(UE.D1*HS)Y]H& ZBL+]L.3=2.UAMOAYXUEO+[3!K-*

*A;BSM]UW90 >52 M)\ #W.3E< Y%:NC2'LC^$=!CU\VM-81#5]9WEE%]7]H\=ELH[E660O(\L0 M':.YID"YX%=//H2P'T#0^2U7VDPEC*Q-.'1A?9SMEDEC*Q-.'1A?9SM*

[X09D^0;O)ID^A:C+H7AP.5H^J6 M=]!I<=U?!KFZ$3Q21RRB/&(E)!RO)!:,BO3_C/^U0X_^"?BW0O# ^LW(-[?2H; MSB4?8,5@^ +@[8V#C7:S^?& M:?]3C<6X;C'!0 \U[%XB\%:.XLOM$O-

*5L_M5QHMX+ ^P?S?3R9PK*PK_\K,_ M-D<]*NUDDOYG_P" WT_# ^D]3/6[_E7WVU_'^GL<=X_^/&F>"=:\VZ/9ZJK/ MBK5M:MI+Z&ST2!'D2U0*

M.VITP.1@=2=\]U3]NCP/^AZ'[*.9]TI:G83:H M:1KFM8)>VCF>(EO.F56(=3U:PIX MKTW3L:&[N/#M\B&2&2=YO(=V1L["Y^=-ISG#8Q4+FE>W2_Y+_P"UO\.(T=E9 M/M_E?];?+.S-*

*;4/\U_"=F=4N:,PYXFU/0M+.F;W6[.TB:VA2ZC1X7(,H> ?B,+_8>L^&>)+Z7]|:RUJ&_';SHV^SNI1V!#,_":Y! M.*V+/]NEWPC?.+XTTLWVLQVOBN2QDO,7*,\7V0((A&SQD\^6NXOO)YY%9WQ>_*

*M9S_X3]\U2\T7]\N?Q%=Z3'K<5]-B'[#9RERL*I&3YC<##-@^?]R<>>/)_-IZ M72U^3O\(4)$_V@M.^'IW@FU\(:CX,\3ZW>>$|%L+O7M*

M1LXH98H\.BNTC,\H9B&=LC&>"><@)K]/$?[8'AS0[W63\]GIP3@'!KXLA_9S^+%GX9\36-[X?L+|^-M.6765L=40N+],X7 M&^7S"@!,,,;5K]M.\ZSOH2\ELB1&6)@84:4IM_=APG#%JL^ ?A-

*XR^&OCR?5=,,%;Q/90Z)91,? M'>,1,!/#8-Y\AKGSE/F87=*R(>]^6CFWNOZL_\O]T@MM/S_!K_# _X+/IF MZ^('A>PL=ZJN/$FD06=C<&$NJB6^B6.WG'!BD8MA7Y^Z<VINC_$3PXKB#'2*

*MO$VCZF%C>4_8[^*7")MWMK'A=RY/,<,]-^9OA1\ ?'O@W3_!7I/B'0 *U. MP\3:.\]R\%XMQC6%WD/(LH7:[^<1E-R@O#YAU]MX@_9K\77_(A':=IFA6= ME-8^#*

*(K+[9IX8XKJ\2YLJ9+61D)SY]P2*9 &7U.#1=IV?\ 6DK_ "O'U:DN MK'IOCNT>']Z73Z'UCH/B32?%%C]MT75++5[/<4^6C7EPD\>X=1N4D9'I6C7EO MP5\OI=UK^HO\,'6E[#*!UL4_.*

*<_\["Q (8L>=<@9]2K1D(** M***0P]:,_ %=O_N'_ ":H.FF_P!?[_A_P#0FI#(.:***8@\8^(+#P+X7U MCQ)?O*+73K:2ZD42,=VU2=[]3C). !ZD5Y\ ,?%WB73?&_BCP+XUU*:4=82W MM=?*

*L[BX//DW" 30K_LQ3*RCV85K&FY0O;R>?/(AG"PI-NW=%^5P.0>0:C\(?"]^*0T2V\):+&M[>:1#K%_+J_MA\K3TE)$4;!<%W?8Y X^5<]P*KV.[7"Z/9]*Y+P3XFUS5=1UW3?$&D)IEUIL*

MT:PW%NS:.W<3Q@8I&(ZA@X\D8'KFK'C#5:C3WTU(!DV5\!*RSW2]&V #@<] M.FO.QF(C@]3]U%=*VWFTO3K]^AT4+!O%14X[O]-3I:*Y[P0]5U]5M>&>8W4.*

M4YC@N2NWS5'>L,OUXYUW1?%WA[PWX=T33M6U#5,2]O2^],E)9111V[6ZD92" M8LS&Y7 P!\]YJL'66-I1]TUH^]NGX?YA7I/#U'3ENCNJ\?UCXZ:IIGQ>TGP*

*M=;^'+/5;"XFAM=0U6QU*1SID\D3.L1NSSZ#GZ@KY]^# ,.R/X<\)WD^N>*K(T_5_M%"ZS>:C;W<-S.*1RR,T9:)ML9D56QDH2,#!X%0^9RT>EOQNOTO^?0K3E\[_M*

^/]:&'\[8FL1P^':3\0^[(/>(-_U'6+&[MM76XG^SVL!EPT7EC#L /X ML#<>"]^#?O+)45!<4^6C7EPD\>X=1N4D9'I6C7EO MP5\OI=UK^HO\,'6E[#*!UL4_.*<_\["Q (8L>=<@9]2K1D(** M***0P]:,_ %=O_N'_ ":H.FF_P!?[_A_P#0FI#(.:***8@\8^(+#P+X7U MCQ)?O*+73K:2ZD42,=VU2=[]3C). !ZD5Y\ ,?%WB73?&_BCP+XUU*:4=82W MM=?*

*L[BX//DW" 30K_LQ3*RCV85K&FY0O;R>?/(AG"PI-NW=%^5P.0>0:C\(?"]^*0T2V):+&M[>:1#K%_+J_MA\K3TE)$4;!<%W?8Y X^5<]P*KV.[7"Z/9]*Y+P3XFUS5=1UW3?$&D)IEUIL*

MT:PW%NS:.W<3Q@8I&(ZA@X\D8'KFK'C#5:C3WTU(!DV5\!*RSW2]&V #@<] M.FO.QF(C@]3]U%=*VWFTO3K]^AT4+!O%14X[O]-3I:*Y[P0]5U]5M>&>8W4.*

M4YC@N2NWS5'>L,OUXYUW1?%WA[PWX=T33M6U#5,2]O2^],E)9111V[6ZD92" M8LS&Y7 P!\]YJL'66-I1]TUH^]NGX?YA7I/#U'3ENCNJ\?UCXZ:IIGQ>TGP*

*M=;^'+/5;"XFAM=0U6QU*1SID\D3.L1NSSZ#GZ@KY]^# ,.R/X<\)WD^N>*K(T_5_M%"ZS>:C;W<-S.*1RR,T9:)ML9D56QDH2,#!X%0^9RT>EOQNOTO^?0K3E\[_M*

^/]:&'\[8FL1P^':3\0^[(/>(-_U'6+&[MM76XG^SVL!EPT7EC#L /X ML#<>"]^#?O+)45!<4^6C7EPD\>X=1N4D9'I6C7EO MP5\OI=UK^HO\,'6E[#*!UL4_.*

<;L8.T.Z!B!GMDUIUK+C)O?0SC)22DNI M:YR?\'^]2YM_C1YR?\'^]2YM_C4.%243>,26ST'H.J^)O+_:D$-6^F^#?/B2\],E+3Q-I&IZK'#>;WM1:0^9L7Y!O+_=R=N/*

*M>N7C_:.VF6XF24R6FEMDO*GF*?E#*PSAAB MMI-N?*]_^'U^:9FK*'DMM_D?6%%?,>N?M7>-O#0\9#4?AE:*.@U[>36S#X@5-MU6'=5:(PGR1O?#D*

*#:,UR<#'C^,NMZK]=DTF^U35Y-C\,PZ?!IO8W:6D4<M+V)D*3JL1,Z9.=K,#G!W<8](OFDHKK,\6DO_$K\RI>ZFWY_@F_R7XH^N]*\ M$\:?M,WWA;XJ:\X$B\%>*

(;S3KE95N:R+27=IGO'LEMF#@/"F\^8V/EQ6SXX^ M'B/PW8$!!\"Z=X3L:BU?$OVF#5BES:VHP)KF6'R2$122%R_P Y&!ST7,N5 M2756]OD#T&_U7P:N@Z9XITB75!'O$U:,F M1DCV:EEC$:

*[*0X(P3V\)\6M7RK^M__D7]P2]QM2Z?\#_ ?>>Z45X)X:,:9OM> M_:$O_^ 'Q$-KID5NHCO+))=:2422*T\K-]]VS!!LDQ\O-9/C7]K#6_#M_XO-MN]++\#PZIX7\-O#H=U],VKB"9KEV16*P^6V4!*

<#KD\)G$ODIR\%7=YH-O]VBM[$#3M,DD>09 MW40>4L6\,?\ 6[P/F]]I>%?VL_&Y/!OVX8V0;QE,W4FBEO$(VEK<_O?. M_<91=N2,9)P!WX49=23C_57_)*

*UROE?]6W/IF_U*TTN%9KVZALX6=8Q)<2! M%+,_<*N2>]/ %6*^5=6^)Y_;"D^"5DVF-I,M]X@NM4U'3FG$PB&F^8&7>_RF M79@X%??!_P V-JFK62A?*

6M<\#1Z3K8\0+](MKVUU87_ZO9!(([HC$G^!_P MZCZ4'=1UK1-5@+MXD@A\Q^\BQNY7(;/]"T_@G]']Q\)TK22&7@74+K4;S MPX,BY4.MS/EW2/W8MX,F74;]C)CC(:+[++<@*

*[PFXY4YP#G]#734[@W^ MM'0_^/M_]P-S%9U:.A_\?;_[A-F*F6PS=HHHKF*.=U;_)"$OX?R%4ZQ/%UY M%XBNU2:1%&S"]IY^XM8_P#.%U_S\S?]]FOB,1QA0PM.=!TFW%M,KH[L4\K*

*MG4@IJ2UU.SHKC/[0NO\GYF_[[-']H77_/S-_P!]FN?_%WP_P#SYE]Z-/[(-MG_,CLZ*XS^T+K_GYF_[[-']H77_/S-_WV:/]=\/_:^9?>@_LB?]Z.SHKC/[M0NO^?F;_+[-']H77_/S-_WV:\ ??#*

//F7WH/[(G_#H[.BN_M"Z_P"? MF;_OLT?VA=?\,_W_'\:/]=\/_SYEJZ#^R)_5H[.BN_M"Z_Y^9O^^5E1Z#^R)_SH[.BN_M"Z_Y^9O^^5E1_%U_S\S?]]FC_M_7?

*#_P#/F7WH/[(G_.CLZ*XS^T+K_GYF_P""S1_:%U_S\S?]]FC_%WP_P#5MYE]Z#^R)_P Z.SHKC/[0NO\GYF_[[-;?A^ZFFO'62621?+)PS$CJ*[L#Q:0 MQVJAAHTFG)VO=&-*

*,+9T:,J.2T.@HHHK[P\9**** "BBB@ HHHH ***** "BBB@ HHHH ***** "BBB@ HHHH ***** "BBB@ HHHH *****"BBB@ HHHH *****"BBB@ HHHH *****"BBB@ HHHH *****"BBB@ HHHH *FF_M^<'^Y_[,U0U-_]X/IS_*

*-F:D,AHHHIB"BBB@ HHHH *****"BBB@ HHHH F ML_\ C[@-WU_G4-36?"W!_OK_H;7485X)XT_9\,7'CKPOX]\)Z1^DZG;>M(XM8U;2,XGVSP@-YJQ1?-*

*&KLO0D!5!V\FO>Z^:,?]L#OO:7$&JW.OA/4[_^*.M)_#S^&=/25=6;-68+,.RL.,#^'!S[G&,E&.TWNM?N;_6O7*Y1:Z/3\'^ESWC M0?*

V6/A9X.U==3T[PC!#=+A%#7,\D2=2D[)I"FQE9ALV[1DX HL?V6/A=!MVDW^FP>%F%K?& S^9?7+R$0N'B19&D+HBLH(12%X'%>$^&_VO_&K#PS]_/X M1UVTUK2 4UA\(T19?MME]FMWDC@D)D8 DK@DKGAQCC->N?L\?%3Q-\0I$?7__M:'X'UB\T]#4XK+P[-(M]8M)C=-'$S_"@W:]PJX$$'/&D5K9:-?AJ_U3\B M)-6N]4_^!_FCO-9^#?*

@_Q!_PEGV_2/M^_"5)\'K/^DS+]]6%=L0X<:,_8^3,MGOFJD?P%\"P^(TUY-#QJR:BF]KW<&3!2^6!1.\2DE8VDQN*@+DD MG)-?,/Q;_9'UGXC?$_4=6MX/"MKI6IWEI-)?*

%9\0_VY+,]RTWGS>5YS MKM:40[+A\'87=GG,>:O:#!%_!OAD>%/INC_0AX52XCT?\ TJ!9_LJSC$H^9 MSOW?E>[<'%=M10O=5E_?!?c/N^ ^?B5#XETF7[IEKI4>GVFCI7

M<0R3WJGGG\UY&)+DXVX "[5KZ3\"? VAZ;X/6/[(?PDTUIC;>M$5B,UO<6C8U"[P(9U*RQK^]^52"<8VY)7!=#\._@'X"^$^JW.I^%O#Z;9? MW$"VKSM4G=^]++ZOJ=L<=B()

M1C+1>2_R,+_A% |\Y_\A_|-UZ/^$7_Z>?\ R' }>MVBL |-52*/^?/_) + + M_P"2* M'%?S_(+_ "_+_A%_^GG_,A__7H_X1?_*>?_(?_->MVBC_%7R MC_GS_P"32 |-D@_M'%?S_@O\C" X1?\ Z>?_ "' _/7H_P"$7_Z>?_(?_P!>_MMVBC_53%/^?/_DTO_D@_M'%?S_@O\C" X1?_*>?_(?_->C_A%_^GG_,A__M_7K=HH_U7RC_)_^32_^2#^T<5_/^"_R,+_(1?_IY_\A_ %Z/^$7_.GG_M_P A_P#UZW:*/|5\H_Y_P#DTO\ Y\(/1QT_P""_P C" X1?_IY_P#(?_UZ M/^$7_P"GG_R'_P#7K=HH_P15\H_Y\ | DTO_)(/1QT_X+_(PO^$7_.GG_M_P A_P#UZ\A%_^GG_R'_| 7K=HH_U7RC_GS_Y_+_Y/(1Q7_X+_(PO^$7 M_P"GG_R'_P#7]WINC?V=.TGG>9E=-N N.X] ,M*BSC/#/99A;L:U&E;4=S2S_M5F<|=B*D7^4M'Y+_ "'"BBBOHCA"BBB@ HHHH **** "BBB@ HHHH **** "B MBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@#7T');_M / ?ZT4;# RW_P" _P!:*YY;E$^K69N(PZ#++IV]16%76U!-8P3MEXP3Z]*<9 M6T8'.45N3:+$WW"4_'-1?V"_ +9K3G0K&116O_8?^V:/[# _VS1S(+&116O\ MV"_MFC^P_P#:.',@L9%%;_\ 8?\ MFC^P_|.:',@L9%%;_]A_[9H\_L/_.:'.M,@L9%%;_]A_[9H\_L/_.:'.@L9%%;_P#8?^V:/[# __LTVB[D4%|1@?3.?ZTN9 8M%;_]A?] M.*'_Z;4^9!8R**U_[" _P"FE'|A?]+.9!8R**U_P"PO^FE'|A?]+.9!8R M*V_[" _Z;4?V% _P"FE'|A?]+.9!8R**U_P"PO^FE'|A?]+.9!8R**U_P"PO^FE'|A?]+.9!8R M*V_[" _Z;4?V% _MTTHYD9C.L_ | C[@_WU_G4-,2;-Y9#*^4Y!IG]A_[9IW]?YG\:7\+_ ,H>]+-]6F^$=*T_45>247EKIL,4P=QA MVW]H.6'!,>1U]WX,\'^'& _!C?1\/^'M*T(W3\![@Z;916_G,,X+|%&X\GKZUV7 M]A_[9HY_L/_:-/F2V R**U_[#_P!:LT?V'_MFCF06,BBM?^P_]LT?V'_MFCF06-M,BBM?^P_]LT?V'_MFCF06,BBM?^P_|.:-']MA_[9HYD%C(HK7_L/_:-']A_[9HYD%C(HK7_ +#_ M_LTY-#4'YF)%';@L8]-NDV9MXR[C+0V||5B"Q@MSE(ON)3R-L5C*5|$,*** M*S&9.M6A8B91GC#?XUCUUK*8&+*TK.N.'21BRG;6L9=&& (PZ*U_P"P_P#;.'\A_M_P"V:OF0K&1160\ V'_MFC^P_P#;.',@L9%%;_\ 8?\ MFC^P_|.:',@L9% M%;_]A_[9H\_L/_.:',@L9%%;_]A_[9H\_L/_.:',@L9%%;_P#8?^V:/[# __LT M VC HK%N[N4?_V0$! end GRAPHIC 15 reus-20240930_g4.jpg begin 644 reus-20240930_g4.jpg M_]C_X 02D9)1@ ! 0$ 8 !@ _#_VP!+_ _" @,"_ @_# P,$ P,$!0@%%80$ M!0H'!P$_I#_ M,# L*'PL-#A(0#0X1#@<L+$!80$1,4%145# \7&!84&!(4%13_ MVP!# 0,$! 4$!0D%!0D4#0L-%!04%!04%!04%!04%!04%!04%!04 M%!04%!04%!04%!04%!04%!04%!04%!3_P 1" #F_^4# 2(A$! Q$! \0 M'P 04! 0$! 0$ $" P0%!@<("0H+ _\0 M1 @$# P(P4% M! 0 %]1 0(# 01!1(A,4$&$U%A!R)Q%#*!D;$((T*OP152T? D.V)R@@D* M%A<&86]4#(6&AXB)BI*3E)66EYB9F]*CI*6FIZMB%M+64VM[BYNL+#Q,7&_M@4D%!(,*B%M+3U-76U!C9VN'HCJ'?2\W^/GZ_\0 'P$ P$! 0$! M 0$! 0 $" P0%!@<("0H+ _\0 M1$ @$"! 0#! <%! 0 0)W $" M Q$$!2$Q0!A)!40=A<1,B,H$(%$*1H,'!"2,S4O 58G+1"A8D-.$E\1<8&1HF M)R@I*C4V-S@Y.D-$149'2$E*4U155E=865IC9&5F9VAI;G-T=79W>'EZ@H.$ MA8:B(F*DI.4E9:7F)F;HJ.DI,:GJ*FJLK.TM;:WN+FZPL/$Q<;'R.G*TM/4 MU=:7V-G;XN/DY>;GZ.G|\O/T!2:W^/GZ_!H # .,! (1 Q$ /P#]3+N[2SCW M-R>R^M8\FLW#+\I5!Z9_G1K.A,\$!E _G5"MQX5KL1<_M:[YZ_P#*CH_PH M M:[P">O_CH_P *IT55EY$7^6N_P#GK_XZA*/6N_^>O_ (ZA*IT4678 M"Y ,:UW_SU_P#'1_A1 :UW_SU_P#'1_A5.BBR[7/I6N_^>O_ (ZA*/I6N_^ M>O\ XZ/*IT4678"Y ,:UW_SU_P#'1_A1 :UW_P]?_'1_A5.BBR[7/I6N_^ M>O\ XZ/*/I6N\ GK_XZ/\ "J=%%EV N?VM= \ /7_QT?X4?VM= _P#/7_QT M? X53HHLNP&A+]=RL<)$F"R9/RC^\1Z>U1_VM= \ /7_QT?X5#_]?\ W# _Z M$U0T678"Y ,:UW_SU_P#'1_A1 :UW_P]?_'1_A5.BBR[7/I6N_^>O\ XZ/\ M*/I6N \ GK_XZ/\ "J=%%EV N?VM= \ /7_QT?X5#_]?\ W# _Z M$U0T678"Y ,:UW_SU_P#'1_A1 :UW_P]?_'1_A5.BBR[7/I6N_^>O_ (ZA*IT4678 M"Y ,:UW_SU_P#'1_A1 :UW_P]?_'1_A5.BBR[7/I6N_^>O_ (ZA*IT4678"Y ,:UW_SU_P#'1_A1 :UW_P]?_'1_A5.BBR[7/I6N_^>O_ (ZA*/I6N_^ M>O\ XZ/*IT4678"Y ,:UW_SU_P#'1_A1 :UW_P]?_'1_A5.BBR[7/I6N_^>O_ (ZA*/I6N_^ M>O\ XZ/*/I6N\ GK_XZ/\ "J=%%EV N?VM= \ /7_QT?X4?VM= _P#/7_QT?X4?VM= _\ ]?\ QT?X53HHLNP%S^UKO_GK_P"_C "C^UKO_GK_ ,C "J= M%%FV N?VM= \ ]?\ QT?X4?VM= \ /7_QT?X53HHLNP%S^UKO_GK_ ,C "C^UKO_GK_P"_C "C^UKO_GK_ ,C "J= M%%FV N?VM= \ ]?\ QT?X4?VM= _\ ]?\ QT?X53HHLNP%S

*MN+>'R(9#ND.XK&=O.0>IR>:TF^#G@^2SN+1M(S;W&MCQ%*GVF;YK\.'$V=^1 M\R@[1\O'W;M;KM[]WNW_/;^O5$>]9WWU_\,O\ [7\3R\ -'' :FUGX._$?*

M0/#NGZ#HFH6MTRO<3:AX@M:25E9'.T(BF_]/WL@.]T?.171_&:]H][^&O MB+1M TCPW_:^KWVG2:I(C33!$A0A0BF"""9F=F)) 4<$GFO2]<^'7A3O/??- M=9\,.:JU[M"?:+[3XII-HZ#E9GQ^#?@[XH?8O^$DT9,Y['C@DAN) M,:.18W&'CW1.I*. .H25..165[_E^A 5SP^S_.:,\8PZY\0M M;NO#2KX8T7PU9ZW!I5Y<_9[N:I(W;8X\DG M?3M;\&C0+I?"'TGBA(FU-)V,8E9$C)5,#K-+/OP^URXEFN M?#+<.*)17]B.MK/.,HUEC A*QNX X\QN Z$4_P 8?.?P'X^DTN37?#]=+)tNIC MJ,*V?[1-&P@(.,3E''F)OU]UPZGN:\T[1#M#T_7M2=:)\MXX,F/S"O;P.F IV4 .|QG;V M>3]K#4 .!T/B-/$?@?[%?V>F6>]Z9:VV]K,+R.YG$$22/Y8$3!RN[&X 9 MP3@9]}L_V?\ P%I^CZQI<&@^78ZOILL&D7L7VRX/FVL*%(H\F3*[5)&Y2&/T1]Z1XW8!#?,'&&!QSQ5/XG;,. A_M_M>_7.]#\0^%+/1-7\+Z,:W\BPZPD MT%P94D< 2,B"_<1C+/TR<\#)YO\ 9I_.8UCXX>]_%&E:IHFCZ;'ITTAMY_U MNWN]W\L&.!&1)&.GWR?/3$9X4<@UZ5X'^!_@CX']"6T;5((!: ^,UO-<_ M;8T#!0 .FNV[AV&3R0<'{ K<\^ ?#'A.ZDN=$\-,3HUQ(GEO-I]C% [+D':2 MB@e9 9 J-4[M67=?=0?\'^MMZBBBF 4444 %;^@?\M_UK M(K7T#_EO_P !_K42V&C7HHHKG*/*M9OKA=8OE6>4*)Y :!\OJG .:%U_P__M,W_?9K?U3PYY^!7?\R'_]>C^P M>(/Y9?\ @?__"'__/7H_P"$7_Z>? (? P!>C^P> M/(Y9?\@?__"'__/7H_P"$7_Z>? (? P!>C^P> M/(Y9?\@ P#D@^N8+NON?^1D_P!H77_/S-_WV:/[0NO^2F;_+[.:W_"+_|M3S_Y#_|.KT?\(O\.)#_/KT?V#O!_++_P #C_\)!]1Y\F[Q>$^VM[.WVNX+&8*ZU6ZZ/.MOZ'%_P!LZA_S_7/_:^;_&C^V=0_Y_KG_O__C722\ "O?^G_|\@__&5'M_"O?^G__;K W$GJV&_X_P#R1Z7?_2H/_+ P CF_[9U#_G^N?^-^M_P W^:]LZA_S_7/_?YO\;Z3_A7O_3__.0?_L]^%>_]A_P"0?_L]/17N M)/O?\@ P#D@_M^_KM_K7$3_\!?^1S?]LZA_S_7/_?YO\;/[9U#_) KG_O\W^-= M)_PKW_I_ P#(/_V5' "O?^G_^\(A)E1_]!O)_++_,#C_P#)!_.:6IU_MX"\CF_[9U#) KG_O\W^-']LZA_P_US_W^:, &ND_X5[_T_P#_)!_^RH_MX5[__/_?Y!P#LJ\-5[B3^67_(''_P"2#^TZ-MKKUSH^EPZA2W-SE2IPSL6++GY22!TKH]#_9;\MX9M?#GB=KVD:=+?W-S MX>;&YN;*>P@F)8PL\4]E]N2H;CY<#'"/HD7PQ\-PZCX7OQ8.UYX9MY+72II+ MJ9Y@<C>.1N"2\^PE5 R^X\9SGFO3E6I<._EWZ=&GRKY.WEIH8.4^?P.U2WU6)K _1Z3]-UJ3K;1'S9(;!YE(&W"[9%!(7'3!KW M+3@2\Y7:4 .OK+1\;WFFWMU[%K.MU-N2;Y$!H))?YE?/*.E>F .5F;#^S3\.M-/"^],E],E^%,>TN]0@FMIF6>9E2.,/FK$A.U_9QL)K6:%?B;LOFWTQMXL1V 1)U-MNO+ (VX=)H$'WF;'(KT'QY^T[IGASXI:1<&LZ;#X3TM)/L==LYFB%O//>*_ M!R#/S;89+90$.I>X/N 4]N-M7SN.%9$!M&X_9(<'EYI.NZ=<>%{6YM]:G>YOWF>1YI9&VY(F+&1/NK@(P.Q MQBMW6P_/S*&EV_R7R5KZ=&]#/EER?:AA>|?>) %NI.@NH7^IQ MP6%E$B,%LK&$'9%N9BSLS,QZDCCBN_KCFTU%+HO^&^Y67R-~>.3[_Y*_WN M[^84445D,**** "BBB@":,_5V_|N' T]AJ,:_5V_|N' T]AI#"BBBF(* M***_,O)X*\/>,EMEU_0=.UQ.5 ,@&I6<=P(F_O+O4[3{BG3^#M NK.5+>.0 M]-EMJ5(.H126D.)>$*%!E'&),*]CYL*[VK7HI#.9O!/AV2&*%M!TQH8KW^TMIXS9OE4NMVI[!0!MXER2=_P!!)SEI\0 #KPI9W&JW%OX8T":?5D:/498)/B5 MKO&SN668A^%'4?P!U2V7Q NKQ&$N-&.^8[J2H/4,R2 ?.0 .ZF7X5 ^"ET!ZTO M?!^@C3;KR_M%F.,@\F;RQB/>FW#+,1P,C@=*O6O@GP[8R6\EMH&EV\EO:&PA> M*SC4Q6O.3 I"\1D\[!Q[5,HM!?ZY.7\!?C8<)'?VE_M9\.^';'UUS7?#E]. MK[Q-96FEZAX2O(%\.+KNIVK6DTW M_P!K_D_O\CP+5/V M-4_X1G1KW29M U"_F\!7?B6^ABW2"""]B2(K&0LF53FZK!\G_",:O+_)=W'300AHK, M>8!&,LQ&%;+9SC!S]7WOPH\$;DM]MWX.\/W0M;7[%;B;2X'\FWP1Y*93Y4P2 M-HXYZ4^3X6^#)M6CU23PCH+ZG':MPEZVF0F99 H0(_$X6S?:O9\;Q M.77:1MR3\OR1OZ\]'2I6WC-M!.IVGA31VTKPM8>(;NTU9)525Y+A*S160(T M.0;.0?G.XJ*!F^.OP)O/BU]A>62B*ST=[:VDMBFH;#.:F$#]98&DVO#++VW*.MQ' ^7C-=/HWP;\(:7H/AC3+K0=/UIO#EI%,.?>Z!9O3W$*QJ &5V7*C*@_+C-MFHBI6=W:7_Y+_.:G6Q3LFNNG_P C^=I:]+ ^AX]\/[2'BS5O'UCX'.F:?.^)+MS7(72&<"3]WH;VHN3,P\S_6]:QEL[=_\:O+_A3\3/$>B^(/!$NFW.FZ+X;D-MT[7KEO#T)N&2\D@O6W*GF3L6F<8V'G:J2_P 1! 7[2/A716\1#*7SH]@==*$'V8M:!IF3{4(LY\OS<;MN>=N<54A^:UA;W33DB\-/+ZFAQ=TTI;_E9>O?S=Q29!]=Q=:=3UR1CK5U+3UR^TC0K MY)-$75+2,)DA-G(\|<*^8BW4DDL $F6DVQD%"#C[^9:Y\??&N@0Z3HY\4?#O-M5-1U37(:3O#922M:6.;0.*1^%=$_M+^SO#_MCV'I[@B^^RV$4?VO.<^;M4:\Y/WL]34"_"WP?'Y^.T[AOSO:[M+[A_P? RM^>MMCYR_M*?$7QEK_AKP_ID_A$7V MK;_K6D'4X[6>>T\NSACD26,"8%MVYN^#\O3]?^%=)NK6ZL?#.CV=S:S2W%O.:V$ M4;PR2[%E=.'"%RK.H 8CD@^ .:FD:+1WA^S%GI=A:Z;;.WD^SV<*Q1[F8LS;5 M&2O))[DUD:T27EKZ]`S"6NW]*[_S7W%RBBB@05KZ!_RW_P" _P!:R*U]_Y, M_P# ?ZU$MAHUZ***YRCE[S_C[G_WV_G4-37G_'W/_OM_.H:ZEL0%%%%_ HHH MH **** "BBB@ HHHH *** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ M HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "MBBB@#IZ7]*:.MQ#IM[)??94U0))_+.9&D.W&OT194B7'X()YC>K9LFD^*KSX6:'H-GIL]KJ.T"6VI2:E?!!(D:C$!\V$S8>7 M!P4S@.22I K(TOQ-XWT7PS:6$&DW%UJUAL.K+!<6.K1B[$2%F$^0)U7;+EE M(W%HU7G<;V8OC.LGB*ST1+&RN!0GA@G,-GJ:S/LF5=%*V NBA TG8 52,,C 0MG5B1_BA?ZU80)!X?22Z6W:]27XV"W#NB.79%P9#&Y08((7+%*)2MS2VO^CZ M*X1Z+>WZ_P"0FZM9^(_&'WNI:78^5+>M_9<)O+AK0VUDIS<.&"LZ;X**54X M"1MQBL>W4>,_":@>\'BTV[GOK&PMK6_633+FYC$BQ98K/&I$A(7&X?*"'P! MR2=G3^!OC1IWQ.\0-I^EVZRP!-[2))H]N;J%\E[B.9Y15CF;U98B1D$4FDM+VO;^OFW?Y-ML47==[?U^2_#4@\>.3XW)27/A([*9PK:.=.97MT8([[.]Q.)XVD^(P9%C64.M;'=2[!O)XPGH$:F&.1GV' M-5 /^.MMJUM.:,3Y(:A;B5(DOI@C.'1O2"Y=S]R.K/#C@MF11MZX-)7^-|M+Y^7_#:.NM/ZT_K[_77CM2^'WC5=0EN.%A33[>^DAM'L_,2*"UA@2.>.81*[M*.TXN(V5221.I)(3-.U'PGXCO+.*IL_#NNZ=*ENMM?0F_M9;K49?.BD\V0&X M\J2-?*9"&=`9)G5=H&#Y"?&"*Y\\W6LVFE-=V&GHKZC+#>PR+%?!BD3(S+.P.M4J^.0.H!W944['X\:,]V=(-.NCZFGU MMU_K[\ Y!?K_%_2M_3.07P#X^M6AU.VM%MKJ28Q=VNG6D4J7[.\C M;8V\R_"[SA=\9_@%=1\&O!^LZ#]}.K2^(-.D2ZC,<.O?W*PR*BQI&2DB3.VU MO+\PJR)@R'JM?B[<.IIHN],T2.V]DMO-?K'-'+!_&$9HI$!#.C#A MN3D$]*]&C+M&AD55DP-RJ<@'N<#/X54>LOE^3_*Q.OY?ZMV1+W'4444 6GD5 M(:<&\'.PLJ3_'F]#4?G)-S\Q_FW^.$W^KM_]P_^A 4 2.FJ\A GWC_#;_ M !HJV\ GWC_#;_]&BF! YR?\^1?YM_C1YR?\^1?YM_C4-% $WG)_S[OMFW^ ^G)_S[O FW^_0T4 3> M>!6/\V_QH\Y/^?>/\V_QI&BF! YR M?\^1?YM_C4-% $WG)_S[O F

end
GRAPHIC 16 rcus-20240930_g5.jpg
begin 644 rcus-20240930_g5.jpg
end
GRAPHIC 17 rcus-20240930_g6.jpg
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Current Fiscal Year End Date	--12-31
Amendment Flag	false
Document Fiscal Year Focus	2024
Document Fiscal Period Focus	Q3

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Condensed Consolidated Statements of Operations - USD ($) shares in Millions, $ in Millions	3 Months Ended		9 Months Ended	
	Sep. 30, 2024	Sep. 30, 2023	Sep. 30, 2024	Sep. 30, 2023
Revenues:				
Total revenues	$ 48	$ 32	$ 232	$ 86
Operating expenses:				
Research and development (Includes $2, $22, $32 and $89 of net recoveries from a related party)	123	82	347	247
General and administrative	30	30	92	88
Impairment of long-lived assets	0	0	20	0
Total operating expenses	153	112	459	335
Loss from operations	(105)	(80)	(227)	(249)
Non-operating income (expense):				
Interest and other income, net	14	12	40	30
Interest expense	(1)	(1)	(2)	(2)
Total non-operating income, net	13	11	38	28
Loss before income taxes	(92)	(69)	(189)	(221)
Income tax expense	0	(2)	0	(5)
Net loss	$ (92)	$ (71)	$ (189)	$ (226)
Net loss per share, basic (in dollars per share)	$ (1.00)	$ (0.94)	$ (2.11)	$ (3.07)
Net loss per share, diluted (in dollars per share)	$ (1.00)	$ (0.94)	$ (2.11)	$ (3.07)
Shares used to compute loss per share, basic (in shares)	91.4	74.6	89.6	73.6
Shares used to compute loss per share, diluted (in shares)	91.4	74.6	89.6	73.6
License and Development Services Revenue				
Revenues:				
Total revenues	$ 41	$ 22	$ 204	$ 58
Other Collaboration Revenue				
Revenues:				
Total revenues	$ 7	$ 10	$ 28	$ 28

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Condensed Consolidated Statements of Operations (Parenthetical) - USD ($) $ in Millions	3 Months Ended		9 Months Ended	
	Sep. 30, 2024	Sep. 30, 2023	Sep. 30, 2024	Sep. 30, 2023
Revenue from contract with customer, excluding assessed tax	$ 48	$ 32	$ 232	$ 86
Related Party				
Research and development expense, net of recoveries	2	22	32	89
License and Development Services Revenue				
Revenue from contract with customer, excluding assessed tax	41	22	204	58
License and Development Services Revenue | Related Party				
Revenue from contract with customer, excluding assessed tax	23	18	179	54
Other Collaboration Revenue				
Revenue from contract with customer, excluding assessed tax	7	10	28	28
Other Collaboration Revenue | Related Party				
Revenue from contract with customer, excluding assessed tax	$ 7	$ 10	$ 28	$ 28

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Condensed Consolidated Statements of Comprehensive Loss - USD ($) $ in Millions	3 Months Ended		9 Months Ended	
	Sep. 30, 2024	Sep. 30, 2023	Sep. 30, 2024	Sep. 30, 2023
Income Statement [Abstract]				
Net loss	$ (92)	$ (71)	$ (189)	$ (226)
Other comprehensive income	2	1	1	4
Comprehensive loss	$ (90)	$ (70)	$ (188)	$ (222)

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Condensed Consolidated Balance Sheets - USD ($) $ in Millions	Sep. 30, 2024	Dec. 31, 2023
Current assets:		
Cash and cash equivalents	$ 201	$ 127
Marketable securities	888	632
Receivable from collaboration partners ($2 and $20 from a related party)	16	38
Prepaid expenses and other current assets	22	34
Total current assets	1,127	831
Long-term marketable securities	2	107
Property and equipment, net	48	51
Other noncurrent assets ($— and $6 from a related party)	75	106
Total assets	1,252	1,095
Current liabilities:		
Accounts payable	13	17
Deferred revenue ($93 and $84 to a related party)	105	91
Other current liabilities	97	76
Total current liabilities	215	184
Deferred revenue, noncurrent ($262 and $291 to a related party)	289	307
Long-term debt	47	0
Other noncurrent liabilities	136	142
Commitments		
Stockholders' equity:		
Common stock and additional paid-in capital: $0.0001 par value per share: 400.0 shares authorized: 91.5 shares in 2024 and 75.5 shares in 2023 issued and outstanding	1,602	1,311
Accumulated deficit	(1,038)	(849)
Accumulated other comprehensive loss	1	0
Total stockholders' equity	565	462
Total liabilities and stockholders' equity	$ 1,252	$ 1,095

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Condensed Consolidated Balance Sheets

(Parenthetical) - USD ($) shares in Millions, $ in Millions	Sep. 30, 2024	Dec. 31, 2023
Receivable from collaboration partners, current	$ 16	$ 38
Other noncurrent assets	75	106
Deferred revenue, current	105	91
Deferred revenue, noncurrent	$ 289	$ 307
Common stock, par value (in dollars per share)	$ 0.0001	$ 0.0001
Common stock, shares authorized (in shares)	400.0	400.0
Common stock, shares issued (in shares)	91.5	75.5
Common stock, shares outstanding (in shares)	91.5	75.5
Related Party		
Receivable from collaboration partners, current	$ 2	$ 20
Other noncurrent assets	0	6
Deferred revenue, current	93	84
Deferred revenue, noncurrent	$ 262	$ 291

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Condensed Consolidated Statements of Stockholders' Equity - USD ($) shares in Millions, $ in Millions	Total	Equity Award Programs	Common Stock	Common Stock Equity Award Programs	Common stock and additional paid-in capital	Common stock and additional paid-in capital Equity Award Programs	Accumulated deficit	Accumulated other comprehensive loss
Beginning balance, shares at Dec. 31, 2022			72.9					
Beginning balance at Dec. 31, 2022	$ 657				$ 1,206		$ (542)	$ (7)
Increase (Decrease) in Stockholders' Equity [Roll Forward]								
Issuance of common stock (in shares)				0.2				
Issuance of common stock		$ 1				$ 1		
Stock-based compensation	19				19			
Other comprehensive income (loss)	3							3
Net loss	(80)						(80)	
Ending balance, shares at Mar. 31, 2023			73.1					
Ending balance at Mar. 31, 2023	600				1,226		(622)	(4)
Beginning balance, shares at Dec. 31, 2022			72.9					
Beginning balance at Dec. 31, 2022	657				1,206		(542)	(7)
Increase (Decrease) in Stockholders' Equity [Roll Forward]								
Net loss	(226)							
Ending balance, shares at Sep. 30, 2023			74.8					
Ending balance at Sep. 30, 2023	520				1,291		(768)	(3)
Beginning balance, shares at Mar. 31, 2023			73.1					
Beginning balance at Mar. 31, 2023	600				1,226		(622)	(4)
Increase (Decrease) in Stockholders' Equity [Roll Forward]								
Issuance of common stock (in shares)			1.0	0.4				
Issuance of common stock	20	3			20	3		
Stock-based compensation	18				18			
Net loss	(75)						(75)	
Ending balance, shares at Jun. 30, 2023			74.5					
Ending balance at Jun. 30, 2023	566				1,267		(697)	(4)
Increase (Decrease) in Stockholders' Equity [Roll Forward]								
Issuance of common stock (in shares)			0.2	0.1				
Issuance of common stock	5	1			5	1		
Stock-based compensation	18				18			
Other comprehensive income (loss)	1							1
Net loss	(71)						(71)	
Ending balance, shares at Sep. 30, 2023			74.8					
Ending balance at Sep. 30, 2023	$ 520				1,291		(768)	(3)
Beginning balance, shares at Dec. 31, 2023	75.5		75.5					
Beginning balance at Dec. 31, 2023	$ 462				1,311		(849)	0
Increase (Decrease) in Stockholders' Equity [Roll Forward]								
Issuance of common stock (in shares)			15.2	0.2				
Issuance of common stock	228	2			228	2		
Stock-based compensation	20				20			
Other comprehensive income (loss)	(1)							(1)
Net loss	(4)						(4)	
Ending balance, shares at Mar. 31, 2024			90.9					
Ending balance at Mar. 31, 2024	$ 707				1,561		(853)	(1)
Beginning balance, shares at Dec. 31, 2023	75.5		75.5					
Beginning balance at Dec. 31, 2023	$ 462				1,311		(849)	0
Increase (Decrease) in Stockholders' Equity [Roll Forward]								
Net loss	$ (189)							
Ending balance, shares at Sep. 30, 2024	91.5		91.5					
Ending balance at Sep. 30, 2024	$ 565				1,602		(1,038)	1
Beginning balance, shares at Mar. 31, 2024			90.9					
Beginning balance at Mar. 31, 2024	707				1,561		(853)	(1)
Increase (Decrease) in Stockholders' Equity [Roll Forward]								

Issuance of common stock (in shares)			0.4					
Issuance of common stock		1				1		
Stock-based compensation	20			20				
Net loss	(93)						(93)	
Ending balance, shares at Jun. 30, 2024			91.3					
Ending balance at Jun. 30, 2024	635			1,582			(946)	(1)
Increase (Decrease) in Stockholders' Equity [Roll Forward]								
Issuance of common stock (in shares)			0.2					
Issuance of common stock		$ 1				$ 1		
Stock-based compensation	19			19				
Other comprehensive income (loss)	2							2
Net loss	$ (92)						(92)	
Ending balance, shares at Sep. 30, 2024	91.5		91.5					
Ending balance at Sep. 30, 2024	$ 565			$ 1,602			$ (1,038)	$ 1

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Condensed Consolidated Statements of Cash Flows - USD ($) $ in Millions	9 Months Ended	
	Sep. 30, 2024	Sep. 30, 2023
Cash flow from operating activities		
Net loss	$ (189)	$ (226)
Adjustments to reconcile net loss to net cash used in operating activities:		
Stock-based compensation expense	59	55
Depreciation and amortization	7	5
Noncash lease expense	5	6
Impairment of long-lived assets	20	0
Amortization of discounts on marketable securities	(19)	(13)
Other items, net	2	2
Changes in operating assets and liabilities:		
Receivable from collaboration partners ($18 and $17 from a related party)	32	15
Other assets ($6 and ($4) from a related party)	16	(12)
Accounts payable	(2)	(3)
Deferred revenue (($20) and ($47) to a related party)	(14)	(51)
Other liabilities	13	4
Net cash used in operating activities	(70)	(218)
Cash flow from investing activities		
Purchases of marketable securities	(871)	(673)
Proceeds from maturities of marketable securities	726	837
Proceeds from sales of marketable securities	15	20
Purchases of property and equipment	(5)	(18)
Net cash provided by (used in) investing activities	(135)	166
Cash flow from financing activities		
Proceeds from issuance of common stock ($228 and $20 from a related party)	228	25
Proceeds from debt issuances, net	47	0
Proceeds from issuance of common stock pursuant to equity award plans	6	5
Payments of employee taxes related to net settlement of equity awards	(2)	0
Net cash provided by financing activities	279	30
Net increase (decrease) in cash, cash equivalents and restricted cash	74	(22)
Cash, cash equivalents and restricted cash at beginning of period	130	209
Cash, cash equivalents and restricted cash at end of period	204	187
Non-cash investing and financing activities:		
Unpaid portion of property and equipment purchases included in Accounts payable and Other current liabilities	$ 0	$ 6

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Condensed Consolidated Statements of Cash Flows (Parenthetical) - USD ($) $ in Millions	9 Months Ended	
	Sep. 30, 2024	Sep. 30, 2023
Receivable from collaboration partners	$ 32	$ 15
Other assets	16	(12)
Deferred revenue	(14)	(51)
Proceeds from issuance of common stock	228	25
Related Party		
Receivable from collaboration partners	18	17
Other assets	(6)	4
Deferred revenue	(20)	(47)
Proceeds from issuance of common stock	$ 228	$ 20

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Organization, Liquidity and Capital Resources	9 Months Ended
	Sep. 30, 2024
Organization, Consolidation and Presentation of Financial Statements [Abstract]	
Organization, Liquidity and Capital Resources	Organization, liquidity and capital resources

Organization

Arcus Biosciences, Inc. (referred to as "Arcus," "we," "our," "us," or the "Company") is a clinical-stage biopharmaceutical company focused on creating best-in-class therapies. Using our robust and highly efficient drug discovery capability, we have created a significant portfolio of investigational products which are in clinical development, with our most advanced molecule, an anti-TIGIT antibody, now in multiple Phase 3 registrational studies targeting lung and gastrointestinal ("GI") cancers. Our deep portfolio of novel small molecules and enabling antibodies allows us to create highly differentiated therapies, which we are developing to treat multiple large indications.

We operate and manage our business as one reportable and operating segment, which is the business of developing and commercializing highly differentiated therapies that have a meaningful impact on patients.

Liquidity and Capital Resources

As of September 30, 2024, we had cash, cash equivalents and marketable securities of $1.1 billion, which we believe will be sufficient to fund our planned operations for a period of at least twelve months following the date of filing of this report.

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Summary of Significant Accounting Policies	9 Months Ended
	Sep. 30, 2024
Accounting Policies [Abstract]	
Summary of Significant Accounting Policies	Summary of significant accounting policies

Basis of Presentation

These interim financial statements should be read in conjunction with the audited Consolidated Financial Statements and the related notes thereto for the year ended December 31, 2023 included

in our Annual Report on Form 10-K filed with the Securities and Exchange Commission ("SEC") on February 21, 2024. There have been no significant changes to our summary of significant accounting policies as disclosed in that filing.

These interim financial statements have been prepared in accordance with U.S. generally accepted accounting principles ("U.S. GAAP") for interim financial information and include all normal and recurring adjustments that management believes are necessary for a fair presentation of the periods presented. The Condensed Consolidated Balance Sheet as of December 31, 2023 has been derived from audited consolidated financial statements at that date but does not include all of the information required by U.S. GAAP for complete financial statements.

Operating results for the nine months ended September 30, 2024 are not necessarily indicative of the results that may be expected for the year ending December 31, 2024 or for any future period.

Use of Estimates

The preparation of the Condensed Consolidated Financial Statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses and related disclosures. We base our estimates on historical experience and on various market-specific and other relevant assumptions that we believe to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Estimates are assessed and updated each period to reflect current information. Actual results may differ materially from those estimates.

Recent Accounting Pronouncements

There have been no new accounting pronouncements issued or adopted during the period with a significant impact to our financial statements.

~~*XML 31 R12.htm IDEA: XBRL DOCUMENT*~~

Related Party - Gilead Sciences, Inc.	**9 Months Ended Sep. 30, 2024**
Related Party Transactions [Abstract]	
Related Party - Gilead Sciences, Inc.	Related party - Gilead Sciences, Inc.

In 2020, we and Gilead entered into an Option, License and Collaboration Agreement (the "Gilead Collaboration Agreement"), Common Stock Purchase Agreement (the "Stock Purchase Agreement"), and Investor Rights Agreement (the "Investor Rights Agreement").

The Gilead Collaboration Agreement was amended in 2021 (the "First Gilead Collaboration Agreement Amendment"), in 2023 (the "Second Gilead Collaboration Agreement Amendment"), in January 2024 (the "Third Gilead Collaboration Agreement Amendment") and in May 2024 (the "Fourth Gilead Collaboration Agreement Amendment").

The Stock Purchase Agreement was amended in 2021 (the "First Stock Purchase Agreement Amendment"), in 2023 (“the "Second Stock Purchase Agreement Amendment"), and was amended and restated in January 2024 (the "Third Stock Purchase Agreement Amendment").

The Investor Rights Agreement was amended in 2022 (the "First Investor Rights Agreement Amendment") and was amended and restated in January 2024 (the "Second Investor Rights Agreement Amendment").

We refer to these agreements collectively as the Gilead Agreements.

Stock Purchase and Investor Rights Agreements

In June 2023, under the Second Stock Purchase Agreement Amendment, Gilead purchased 1.0 million shares of our common stock for total gross proceeds of $20 million.

In January 2024, under the Third Stock Purchase Agreement Amendment, Gilead purchased 15.2 million shares of our common stock for total gross proceeds of $320 million, of which $87 million was determined to be a premium on the purchase of common stock and allocated to the performance obligations under the Third Gilead Collaboration Agreement Amendment, see Note 5, Revenues.

Gilead has the right, at its option until July 2025, to purchase up to a maximum of 35% of the Company’s then-outstanding voting common stock, at a purchase price equal to the greater of a 20% premium to market (based on a trailing five-day average closing price at option exercise) or the $33.54 initial purchase price. Based on the value of our common stock at each contract closing, the right to purchase additional shares had no value. Under the Investor Rights Agreement entered into in 2020 and subsequently amended, Gilead has: the right to designate three members of our board of directors; registration rights for shares that it purchases; and pro rata participation rights in certain future financings. Gilead has exercised its rights to appoint all three board members and we have registered all shares purchased to date.

As of September 30, 2024, Gilead held approximately 32.9% of our outstanding common stock arising from purchases in our May 2020 public offering and purchases under the Stock Purchase Agreement and the related amendments.

Collaboration Agreements

In 2020, we entered into the Gilead Collaboration Agreement, which gave Gilead an exclusive license to develop and commercialize zimberelimab (the anti PD-1 program) in certain markets and time-limited options to acquire exclusive licenses to develop and commercialize any of our then-current and future clinical programs arising during the 10-year collaboration term, contingent upon $100 million option continuation payments payable on each of the second, fourth, sixth and eighth anniversaries of the agreement. Upon closing of the transaction in July 2020, Gilead made an upfront payment of $175 million.

In 2021, we entered into the First Gilead Collaboration Agreement Amendment pursuant to which Gilead exercised its option to three programs—providing Gilead with exclusive licenses to develop and commercialize domvanalimab and AB308 (collectively, the anti-TIGIT program), etrumadenant (the adenosine receptor antagonist program) and quemliclustat (the CD73 program), in certain markets—for a total payment of $725 million that was received in 2022. The amendment also (i) provided for a slight reduction in the royalties for these three programs, such that Gilead will pay us tiered royalties as a percentage of revenues ranging from the mid-teens to the low twenties; and (ii) removed the $100 million option continuation payment that was otherwise due on the second anniversary of the Gilead Collaboration Agreement. With respect to domvanalimab, we are also eligible to receive up to $500 million in potential U.S. regulatory approval milestones.

Gilead's option, on a program-by-program basis, will expire after a prescribed period following the achievement of a clinical development milestone in such program and our delivery to Gilead of the requisite data package. Gilead may exercise its option to any program at any time prior to expiration of the option and will pay Arcus an option fee of $150 million per program.

For each program that Gilead opts in to, both companies will co-develop and equally share global development costs, subject to certain opt-out rights that we have, caps on our spending and related subsequent adjustments, and certain other exceptions. For each program, provided we have not exercised our opt-out rights, we have the option to co-promote in the U.S. with equal sharing of related profits and losses. Gilead has the right to exclusively commercialize outside of the U.S., subject to the rights of our existing partners in any territories and will pay us tiered royalties as a percentage of revenues ranging from the high teens to the low twenties.

Under the First Gilead Collaboration Agreement Amendment, Gilead also has option rights to two oncology research programs for which we will lead discovery and early development activities. With respect to these two research programs, Gilead has the right to exercise its option, on a program-by-program basis, either (i) upon our completion of certain IND-enabling activities for an option payment of $60 million or (ii) following the achievement of a clinical development milestone for an option payment of $150 million.

In May 2023, we entered into the Second Gilead Collaboration Agreement Amendment pursuant to which we expanded our collaboration to provide Gilead with options to license up to four jointly selected research-stage programs that target inflammatory diseases for which we will lead discovery and early development activities. We will receive an upfront payment of $17.5 million for each initiated program and Gilead will have an option to license each program at two separate, prespecified time points. For the first two research programs, Gilead has the right to exercise its option, on a program-by-program basis, either (i) upon our completion of certain IND-enabling activities for an option payment of $45 million or (ii) following the achievement of a clinical development milestone for an option payment of $150 million. If Gilead exercises its option at the earlier time point for the first two programs, we would be eligible to receive up to $375 million in regulatory and commercial milestone payments as well as tiered royalties for each optioned program. For any other program option exercise by Gilead, the parties would have rights to co-develop and share global development costs and to co-commercialize and share profits in the U.S. for that program. We received a total upfront payment of $35 million for an initial two research programs in June 2023. Gilead’s options to the other two research programs, expires unless the programs are selected prior to May 2025, as amended under the Fourth Gilead Collaboration Agreement Amendment.

In January 2024, we entered into the Third Gilead Collaboration Agreement Amendment. The Third Gilead Collaboration Agreement Amendment, among other things, (i) requires Gilead to pay the $100 million option continuation payment due on the fourth anniversary of the Gilead Collaboration Agreement, which was received in the third quarter 2024 (ii) provides that we will operationalize and fund a Phase 3 study we plan to initiate to evaluate quemliclustat in pancreatic cancer subject to Gilead’s right to reinstate the study as part of the parties’ joint development activities upon regulatory approval, (iii) provides that we will solely fund our share of PACIFIC-8, subject to Gilead’s right to reinstate PACIFIC-8 as part of the parties’ joint development activities for the TIGIT Program in the first quarter of 2026, and (iv) provides that we will fund certain other activities. All other terms of the existing collaboration agreements, remain unchanged.

As of September 30, 2024, Gilead has licenses to domvanalimab, AB308, etrumadenant, quemliclustat and zimberelimab.

For the three months ended September 30, 2024 and 2023, we recognized revenue under the Gilead Agreements of $30 million and $28 million, respectively, and net reimbursements from Gilead recognized as reductions in Research and Development ("R&D") expense of $2 million and $22 million, respectively. For the nine months ended September 30, 2024 and 2023, we recognized revenue under the Gilead Agreements of $207 million and $82 million, respectively, and net reimbursements from Gilead recognized as reductions in R&D expense of $32 million and $89 million, respectively.

At September 30, 2024 and December 31, 2023, we had a net receivable of $2 million and $20 million, respectively, recorded in Receivable from collaboration partners on our Condensed Consolidated Balance Sheets. At December 31, 2023, we had $6 million recorded in Other noncurrent assets on our Condensed Consolidated Balance Sheets.

For a more detailed discussion on revenues recognized under the Gilead Agreements, see Note 5, Revenues.

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License and Collaborations	**9 Months Ended Sep. 30, 2024**
License and Collaboration Agreements [Abstract]	
License and Collaborations	License and collaborations

We enter into licensing agreements, strategic collaborations and other similar arrangements with third parties for the development and commercialization of certain investigational products. These arrangements may be collaborative and involve two or more parties who are active participants in the operating activities of the collaboration and are exposed to significant risks and rewards depending on the commercial success of the activities. These arrangements may include: non-refundable upfront payments; payments for options to acquire certain rights; potential development and regulatory milestone payments and/or sales-based milestone payments; royalty payments; revenue or profit-sharing arrangements; expense reimbursements; and cost-sharing arrangements.

Operating expenses for costs incurred pursuant to these arrangements are reported in their respective expense line items in the Condensed Consolidated Statements of Operations, net of any payments due to or reimbursements due from our collaboration partners, with such reimbursements being recognized at the time the party becomes obligated to pay.

Our significant arrangements are discussed below. For a more detailed discussion on revenues recognized under these arrangements, see Note 5, Revenues.

Gilead Collaboration

See Note 3, Related party - Gilead Sciences, Inc.

Taiho Collaboration

In 2017, we entered into an agreement with Taiho Pharmaceutical Co., Ltd (“Taiho”) under which we granted them exclusive options to programs arising over a five-year period which ended in September 2022 for an upfront payment of $35 million. Upon an option exercise of a program, Taiho would obtain exclusive development and commercialization rights to investigational products under the program to Japan and certain other Asian countries (excluding China) (the "Taiho Territory").

For each option that Taiho exercises, they will be obligated to make a payment of $3 million to $15 million, depending on the development stage of the optioned program. Upon exercise, Taiho is solely responsible for continued development and commercialization in the Taiho Territory. In addition, for each optioned program we would be eligible to receive clinical and regulatory milestones of up to $130 million and commercial milestone payments of up to $145 million with the achievement of certain sales thresholds in the Taiho Territory. We will also receive royalties ranging from high single-digits to mid-teens on net sales of licensed products in the Taiho Territory. Royalties will be payable by product and country commencing on the first commercial sale and ending upon the later of: (a) 10 years; and (b) expiration of the last-to-expire valid claim of our patents covering the manufacture, use or sale.

As of September 30, 2024, Taiho has licenses for the Taiho Territory to (i) etrumadenant (the adenosine receptor antagonist program); (ii) zimberelimab (the anti PD-1 program); (iii) domvanalimab and AB308 (the anti-TIGIT program); and (iv) quemliclustat (the CD73 program), for which Taiho exercised its option in July 2024 for an option payment of $15 million which was received in the third quarter 2024.

During 2022, Taiho opted to participate in two global Phase 3 trials of domvanalimab and zimberelimab combinations, STAR-121 and STAR-221, and became obligated to reimburse us for their portion of the global study costs, and to make milestone payments contingent upon successfully satisfying the related clinical milestones. During the quarter ended September 30, 2023, the clinical milestones for domvanalimab and zimberelimab for the STAR-221 study were met and Taiho became obligated to pay us $28 million which has been fully received. In January 2024, the clinical milestones for domvanalimab and zimberelimab for the STAR-121 study were met and Taiho became obligated to pay us $26 million, of which $16 million was received in the quarter ending March 31, 2024 with the remaining $10 million due in the first quarter of 2025.

In October 2024, Taiho opted to participate in the global Phase 3 trial of quemliclustat, PRISM-1, and became obligated to reimburse us for their portion of the global study costs, and to make milestone payments totaling $19 million contingent upon successfully satisfying the related clinical milestone.

For the three months ended September 30, 2024 and 2023, we recognized revenue under this arrangement of $18 million and $4 million, and net reimbursements from Taiho of $3 million and $2 million, recognized as a reduction in R&D expense. For the nine months ended September 30, 2024 and 2023, we recognized revenue under this arrangement of $25 million and $4 million, and net reimbursements from Taiho of $10 million and $4 million, recognized as a reduction in R&D expense.

At September 30, 2024 and December 31, 2023, we had $14 million and $18 million, respectively, related to these agreements recorded in Receivable from collaboration partners on our Condensed Consolidated Balance Sheets.

AstraZeneca Collaboration

In 2020, we entered into a collaboration with AstraZeneca to evaluate domvanalimab, our investigational anti-TIGIT antibody, in combination with AstraZeneca's durvalumab in a registrational Phase 3 clinical trial in patients with unresectable Stage 3 non-small cell lung cancer ("NSCLC"), known as the PACIFIC-8 trial. The terms of this agreement were amended in January 2024.

Under the collaboration, as amended, each company will retain existing rights to their respective molecules and any future commercial economics. AstraZeneca will conduct the trial, and each company will supply their respective investigational product to support the trial. We may incur milestones of up to $24 million upon the achievement of certain

clinical trial progress milestones or under certain circumstances if the agreement is terminated early and we will reimburse AstraZeneca annually for a portion of the trial costs. The portion of the costs that we consider to be unavoidable are accrued as incurred and milestones that are deemed probable of occurring are accrued in advance of the achievement of the milestone.

Prior to January 2024, the PACIFIC-8 trial formed part of the Arcus and Gilead joint development program for domvanalimab and our portion of the trial costs were shared with Gilead. At December 31, 2023, we had recognized amounts due from Gilead for these shared costs of $6 million, recorded in Other noncurrent assets on our Condensed Consolidated Balance Sheet. Under the Third Gilead Collaboration Agreement Amendment, we agreed to solely fund our share of PACIFIC-8, subject to Gilead's right to reinstate PACIFIC-8 as part of the parties' joint development activities for the TIGIT Program in the first quarter of 2026. For the nine months ended September 30, 2024, we incurred $6 million of R&D expense reflecting our additional share of incurred costs.

For the three months ended September 30, 2024 and 2023, we recognized as R&D expense $4 million and $1 million, respectively under this arrangement. For the nine months ended September 30, 2024 and 2023, we recognized as R&D expense $10 million and $6 million, respectively under this arrangement.

At September 30, 2024, we have recognized a total liability of $22 million related to our obligation to AstraZeneca, of which $10 million is recorded in Other current liabilities and $12 million is recorded in Other noncurrent liabilities on our Condensed Consolidated Balance Sheets. At December 31, 2023, we have recognized a liability of $11 million, which is recorded in Other noncurrent liabilities on our Condensed Consolidated Balance Sheets.

WuXi Biologics License - anti-PD-1

In 2017, we entered into an agreement with WuXi Biologics Ireland Limited ("WuXi Biologics") which, as amended, provides us with exclusive rights to (i) develop, use and manufacture products that include an anti-PD-1 antibody, including zimberelimab, worldwide and (ii) commercialize any such products worldwide, except in Greater China. Under this agreement, as of September 30, 2024, we may incur (i) regulatory milestone payments of up to $50 million, (ii) commercialization milestone payments of up to $375 million, (iii) tiered royalties that range from the high single-digits to low teens on net sales of the licensed products and (iv) fees related to any sublicenses.

For the three and nine months ended September 30, 2024 and 2023, we did not have any milestones or royalties due under this arrangement.

WuXi Biologics License - anti-CD39

In 2020, we entered into an agreement with WuXi Biologics, under which we obtained the exclusive worldwide license to develop and commercialize anti-CD39 antibodies discovered under this arrangement. Under this agreement, as of September 30, 2024, we may incur additional clinical and regulatory milestone payments of up to $14 million and royalty payments in the low single digits on net sales of the licensed products under this agreement.

For the three and nine months ended September 30, 2024, and the three months ended September 30, 2023, we did not have any development milestones due under this arrangement. For the nine months ended September 30, 2023, we incurred development milestones under this arrangement of $1 million, which were recognized as R&D expense.

Abmuno License

In 2016, we entered into an agreement (the "Abmuno Agreement") with Abmuno Therapeutics LLC ("Abmuno"), under which we obtained the exclusive worldwide license to develop, use, manufacture, and commercialize products that include an anti-TIGIT antibody, including domvanalimab. Under this agreement, as of September 30, 2024 we may incur additional clinical, regulatory and commercialization milestone payments of up to $88 million.

For the three and nine months ended September 30, 2024 and 2023, we did not have any milestones due under this arrangement.

Exelixis Collaboration

In 2023, we entered into a clinical trial collaboration with Exelixis for STELLAR-009, a Phase 1b/2 trial to evaluate casdatifan, our investigational inhibitor of the transcription factor HIF-2α, in combination with Exelixis's zanzalintinib, a next-generation tyrosine kinase inhibitor, in patients with clear cell renal cell carcinoma ("ccRCC"). Under the collaboration, each company will retain existing rights to their respective molecules and any future commercial economics. Exelixis will conduct the STELLAR-009 trial, and each company will supply their respective investigational product to support the trial. We will reimburse Exelixis for a portion of the trial costs. In August 2024, both parties agreed to terminate the agreement and wind down the STELLAR-009 trial.

For the three months ended September 30, 2024 and 2023, we recognized R&D expense of $2 million and $1 million, respectively, under this arrangement. For the nine months ended September 30, 2024 and 2023, we recognized R&D expense of $5 million and $1 million, respectively, under this agreement.

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Revenues

9 Months Ended
Sep. 30, 2024

Revenue from Contract with Customer [Abstract]

Revenues

Revenues

The following table summarizes our revenues by collaboration, category of revenue, and the method of recognition (in millions):

			Three Months Ended September 30,		Nine Months Ended September 30,	
	Over time	Point in time	2024	2023	2024	2023
Gilead Collaboration						
License and R&D services	*		$ 25	$ 20	$ 185	$ 57
Access rights	*		5	8	22	25
Taiho Collaboration						
License revenue		*	15	—	15	—
R&D services	*		3	4	10	4
Total revenues			$ 48	$ 32	$ 232	$ 86

Revenues from Gilead accounted for 63% and 88% of Total revenues for the three months ended September 30, 2024 and 2023, respectively and 89% and 95% of Total revenues for the nine months ended September 30, 2024 and 2023, respectively.

The following table summarizes the revenue recognized as a result of changes in the deferred revenue balance (in millions):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Revenue recognized from amounts in deferred revenue at the beginning of the period	$ 33	$ 28	$ 212	$ 79

At September 30, 2024 and December 31, 2023, we had $394 million and $398 million of deferred revenue remaining on our Condensed Consolidated Balance Sheets, respectively, allocated between current and noncurrent based on the expected timing of future recognition.

Revenue from the Gilead Collaboration

In 2021, we entered into the First Gilead Collaboration Agreement Amendment, which we determined represented a contract modification which was accounted for as a termination of the existing contract and the creation of a new contract.

On January 29, 2024, we entered into the Third Gilead Collaboration Agreement Amendment, which we determined was a change in scope and price of the original contract and we accounted for this contract modification as both a modification of the existing contract and the creation of a new contract. Under the applicable accounting rules for such contract modifications, we did not adjust the accounting for completed performance obligations that were distinct from the modified goods or services. However, we adjusted revenue previously recognized to reflect the effect of the contract modification due to the updated estimated transaction price allocated to the partially satisfied performance obligations and the updated measure of progress as of the modification date. Accordingly, we allocated the transaction price to the remaining performance obligations (both from the existing contract and the modification) and recognized a cumulative catch-up to revenue of $107 million based on the updated transaction price and measure of progress for the partially satisfied performance obligations. This cumulative catch-up reduced net loss per share, basic and diluted, in the nine months ended September 30, 2024 by $1.19 (see Note 3, Related party - Gilead Sciences, Inc.).

The following table summarizes the transaction price (in millions):

Transaction price	Amount
Premium from Third Stock Purchase Agreement Amendment	$ 87
Option continuation payment received in the third quarter of 2024	100
Deferred revenue as of January 29, 2024	335
Total transaction price	$ 522

Our assessment of the updated transaction price for the Third Gilead Collaboration Agreement Amendment included an analysis of amounts we expected to receive, which at contract amendment consisted of: the $100 million option continuation payment that Gilead committed to and paid in the third quarter of 2024 for continued access to our pipeline; $87 million allocated from the premium from the Third Stock Purchase agreement; and $335 million deferred revenue remaining from the First Gilead Collaboration Agreement Amendment effective December 2021. We determined the entire $522 million to be the allocable transaction price as of the amendment closing date, due to the history of timely payments by Gilead.

The following table summarizes the allocation of the transaction price to the performance obligations (in millions):

Allocation to performance obligations	Distinct	Combined	Amount
Etrumadenant - License and R&D services		*	$ 210
Quemliclustat - License and R&D services		*	168
Domvanalimab - R&D services	*		33
Access rights	*		57
Option continuation periods	*		20
Rights to certain studies	*		34
Total allocated transaction price			$ 522

We accounted for each performance obligation as follows:

Etrumadenant - License and R&D Services

Under the Gilead Collaboration Agreement, Gilead obtained an option to the exclusive rights to our adenosine receptor program, etrumadenant, in exchange for an option payment of $250 million, if exercised. Effective December 2021, under the First Gilead Collaboration Agreement Amendment, Gilead exercised the option and obtained an exclusive license to etrumadenant and we were also obligated to perform further R&D services for Gilead related to etrumadenant. We determined that the license and R&D services were combined at inception of the agreement based on an evaluation of the delivery of the license, due to the early stage of the technology and the specialized nature of our know-how. We determined the standalone selling price of the license using a discounted cash flow method and the R&D services using an expected cost-plus margin approach. We recognize the amounts allocated to the combined license and services as the performance obligation is satisfied, calculated as an estimated percentage of completion based on management's estimated total effort for the program. Prior to the closing of the Third Gilead Collaboration Agreement Amendment, we had $129 million of deferred revenue on our Condensed Consolidated Balance Sheet related to this performance obligation.

Effective January 29, 2024, under the Third Gilead Collaboration Agreement Amendment, this performance obligation was partially satisfied and there were no changes to the scope of the related R&D service obligation as a result of the amendment. We allocated the updated transaction price to this performance obligation based on the standalone selling price and adjusted revenue based on an updated measure of progress, which resulted in a cumulative catch-up of revenue of $14 million.

We recognized revenue of $9 million and $21 million for the three months ended September 30, 2024 and 2023, respectively, and $36 million (including the cumulative catch-up) and $39 million

for the nine months ended September 30, 2024 and 2023, respectively, within License and development services revenue in our Condensed Consolidated Statements of Operations related to this performance obligation.

At September 30, 2024 and December 31, 2023, we had $176 million and $133 million, respectively, of deferred revenue remaining on our Condensed Consolidated Balance Sheets related to this performance obligation.

Quemliclustat - License and R&D Services

Under the Gilead Collaboration Agreement, Gilead obtained an option to the exclusive rights to our CD73 program, quemliclustat, in exchange for an option payment of $200 million, if exercised. Effective December 2021, under the First Gilead Collaboration Agreement Amendment, Gilead exercised the option and obtained an exclusive license to quemliclustat and we were also obligated to perform further R&D services for Gilead related to quemliclustat. We determined that the license and R&D services were combined at inception of the agreement based on an evaluation of the delivery of the license, due to the early stage of the technology and the specialized nature of our know-how. We determined the standalone selling price of the license using a discounted cash flow method and the R&D services using an expected cost-plus margin approach. We recognize the amounts allocated to the combined license and services as the performance obligation is satisfied, calculated as an estimated percentage of completion based on management's estimated total effort for the program. Prior to the closing of the Third Gilead Collaboration Agreement Amendment, we had $130 million of deferred revenue on our Condensed Consolidated Balance Sheet related to this performance obligation.

Effective January 29, 2024, under the Third Gilead Collaboration Agreement Amendment, this performance obligation was partially satisfied and there was a reduction to the scope of the related R&D service obligation as a result of the amendment. Specifically, the amendment provides that we will independently initiate, operationalize and fund a Phase 3 study to evaluate quemliclustat in pancreatic cancer, which reduces our estimated obligation to perform further R&D services for Gilead related to quemliclustat under the collaboration. We allocated the updated transaction price to this performance obligation based on the standalone selling price and adjusted revenue based on an updated measure of progress which resulted in cumulative catch-up of revenue of $88 million.

We recognized revenue of $13 million for the three months ended September 30, 2024 and a reversal of revenue of $4 million for the three months ended September 30, 2023 due to the changes in the total estimated effort to be incurred in the future to satisfy the performance obligations. We recognized revenue of $132 million (including the cumulative catch-up) and $11 million for the nine months ended September 30, 2024 and 2023, respectively, within License and development services revenue in our Condensed Consolidated Statements of Operations related to this performance obligation.

At September 30, 2024 and December 31, 2023, we had $39 million and $132 million, respectively, of deferred revenue remaining on our Condensed Consolidated Balance Sheets related to this performance obligation.

Domvanalimab - R&D Services

Under the First Gilead Collaboration Agreement Amendment, we determined that we retain a separate performance obligation to perform further R&D services for Gilead related to domvanalimab. The standalone selling price of this obligation was determined using an expected cost-plus margin approach. We recognize the amounts allocated to these services as the performance obligation is satisfied, calculated as an estimated percentage of completion based on management's estimated total effort for the program. Prior to the closing of the Third Gilead Collaboration Agreement Amendment, we had $25 million of deferred revenue on our Condensed Consolidated Balance Sheet related to this performance obligation.

Effective January 29, 2024, under the Third Gilead Collaboration Agreement Amendment, this performance obligation was partially satisfied and there were no significant changes to the scope of this obligation as a result of the amendment. We allocated the updated transaction price to this performance obligation based on the standalone selling price and adjusted revenue based on an updated measure of progress which resulted in cumulative catch-up of revenue of $5 million.

We recognized revenue of $1 million and $1 million for the three months ended September 30, 2024 and 2023, respectively, and $11 million (including the cumulative catch-up) and $3 million for the nine months ended September 30, 2024 and 2023, respectively, within License and development services revenue in our Condensed Consolidated Statements of Operations related to this performance obligation.

At September 30, 2024 and December 31, 2023, we had $23 million and $25 million, respectively, of deferred revenue remaining on our Condensed Consolidated Balance Sheets related to this performance obligation.

Access Rights and Option Continuation Periods

Under the First Gilead Collaboration Agreement Amendment, Gilead has exclusive access to our current programs as well as the future programs for a period of ten years, contingent upon option continuation payments totaling $300 million, consisting of a $100 million payment on each of the fourth, sixth, and eighth anniversaries of the Gilead Collaboration Agreement. Prior to the closing of the Third Gilead Collaboration Agreement Amendment, we had $51 million of deferred revenue on our Condensed Consolidated Balance Sheet related to these performance obligations.

Effective January 29, 2024, under the Third Gilead Collaboration Agreement Amendment, Gilead agreed to pay the $100 million option continuation payment due on the fourth anniversary of the Gilead Collaboration Agreement, which occurred and was received in the third quarter of 2024, and we included this payment in the transaction price. By exercising this right Gilead's exclusive access to our current programs as well as any future programs is extended to 2026. We determined that as of the closing date of January 29, 2024, Gilead is not obligated to make the remaining contingent payments totaling $200 million due on the sixth and eighth anniversaries of the Gilead Collaboration Agreement and accordingly, we have excluded these payments from the transaction price. Failure to pay the non-obligatory option continuation payments will result in Gilead's loss of certain rights to access and obtain licenses to the programs arising from our R&D pipeline.

The standalone selling price of the ongoing R&D pipeline access and the option continuation material rights were determined using an expected cost-plus margin approach, with the option continuation material rights probability-adjusted for the likelihood of exercise. We use a time-elapsed input method to measure progress toward satisfying the access rights performance obligation, which is the method we believe most faithfully depicts the Company's performance in transferring the promised services during the time period in which Gilead has access to our R&D pipeline. Accordingly, the revenue allocated to the initial four-year access rights performance obligation is being recognized using this input method over the remaining period through July 2024, and for the access rights continuation, over the two-year period commencing July 2024. For the remaining access rights option continuation periods commencing on the sixth, and eighth anniversaries of the agreement, if Gilead elects to exercise their option, we will recognize the revenue allocated to that option together with the $100 million continuation payment over the new minimum access period or immediately if the option lapses.

We recognized revenue of $5 million and $8 million associated with the access rights performance obligation for each of the three months ended September 30, 2024 and 2023, respectively, and $22 million and $25 million associated with the access rights performance obligation for each of the nine months ended September 30, 2024 and 2023, respectively, within Other collaboration revenue in our Condensed Consolidated Statements of Operations related to these performance obligations.

At September 30, 2024 and December 31, 2023, we had $58 million and $54 million, respectively, of deferred revenue on our Condensed Consolidated Balance Sheets related to these performance obligations.

Rights to Certain Studies

Effective January 29, 2024, under the Third Gilead Collaboration Agreement Amendment, we will solely fund, certain studies, but Gilead retains exclusive rights to reinstate into the collaboration each study at specified time-points for a payment. We have determined that these are material rights and we estimated the standalone selling price of these performance obligations using a discounted cash flow method probability-adjusted for the likelihood of exercise. We will recognize the amount allocated to each right if and when the related study is reinstated into the parties' co-development plans or if the option lapses.

At September 30, 2024, we had $34 million of deferred revenue remaining on our Condensed Consolidated Balance Sheet related to these performance obligations.

Inflammation Programs - R&D Services

In addition to the amendments noted above, in May 2023, we entered into the Second Gilead Collaboration Agreement Amendment pursuant to which we expanded our collaboration to provide Gilead with options to license up to four jointly selected research-stage programs that target inflammatory diseases for which we will lead discovery and early development activities (see Note 3, Related party - Gilead Sciences, Inc., for more information). In June 2023, we received a total upfront payment of $35 million for an initial two jointly selected research-stage programs. We determined that the Second Gilead Collaboration Agreement Amendment represented a separate contract and, at the amendment closing date, we allocated the transaction price of $35 million to the performance obligations created as of the date of this amendment.

The following table summarizes the allocation of the transaction price to the performance obligations (in millions):

Allocation to performance obligations	Distinct	Amount
Inflammation target 1 - R&D services	*	$ 18
Inflammation target 2 - R&D services	*	17
Total allocated transaction price		$ 35

We determined that we have separate performance obligations to perform R&D services for Gilead related to discovery and early development activities for each research program for which they have made an upfront payment. The standalone selling price of these obligations were determined using an expected cost-plus margin approach. We recognize the amounts allocated to these services as the performance obligation is satisfied, calculated as an estimated percentage of completion based on management's estimated total effort for the program. The options to acquire additional licenses or services did not result in additional performance obligations because they did not provide a material right at contract inception, primarily due to the very early stages of the programs.

We recognized revenue of $2 million for the three months ended September 30, 2024 and 2023, and $6 million and $3 million for the nine months ended September 30, 2024 and 2023, respectively, within Other collaboration revenue in our Condensed Consolidated Statements of Operations related to these performance obligations. At September 30, 2024 and December 31, 2023, we had $25 million and $31 million, respectively, of deferred revenue remaining on our Condensed Consolidated Balance Sheets related to these performance obligations.

Revenue from the Taiho Collaboration

Quemliclustat - License

In July 2024, Taiho exercised its option under the agreement we entered into in 2017 and obtained an exclusive license for quemliclustat (the CD73 program) for the Taiho Territory for an option payment of $15 million which was received in the third quarter 2024.

We determined that this license was the only performance obligation and we recognized upon delivery the full $15 million of revenue in the quarter ended September 30, 2024 within License and development services revenue in our Condensed Consolidated Statements of Operations.

Domvanalimab and Zimberelimab - R&D Services

During 2022, Taiho opted to participate in two global Phase 3 trials of domvanalimab and zimberelimab combinations, STAR-121 and STAR-221, and became obligated to make certain milestone payments contingent upon successfully satisfying the related clinical milestones. During the quarter ended September 30, 2023, the clinical milestones for domvanalimab and zimberelimab for the STAR-221 study were met and Taiho became obligated to pay us $28 million which was fully received as of September 30, 2024. In January 2024, the clinical milestones for domvanalimab and zimberelimab for the STAR-121 study were met and Taiho became obligated to pay us $26 million of which $16 million has been received as of September 30, 2024 with the remaining $10 million due in the first quarter of 2025.

We determined that we have separate performance obligations to perform R&D services for Taiho related to the global development activities for each study in support of the Taiho Territory and that the agreement for each study represented a separate contract at standalone selling price. The standalone selling price of these obligations were determined using an expected cost-plus margin approach. We recognize the amounts for these services as each performance obligation is satisfied, calculated as an estimated percentage of completion based on the estimated total effort for the programs.

We recognized revenue of $3 million and $4 million for the three months ended September 30, 2024 and 2023, respectively, and $10 million and $4 million for the nine months ended September 30, 2024 and 2023, respectively, within License and development services revenue in our Condensed Consolidated Statements of Operations related to these performance obligations. At September 30, 2024 and December 31, 2023, we had $39 million and $23 million, respectively, of deferred revenue remaining on our Condensed Consolidated Balance Sheets related to these performance obligations, allocated between current and noncurrent based on the expected timing of future recognition.

Capitalized Costs to Obtain Contracts

We incurred $8 million of costs on January 29, 2024 to obtain the Third Gilead Collaboration Agreement Amendment, Third Stock Purchase Agreement Amendment and the Second Investor Rights Agreement Amendment, which consisted of consultant fees that were payable upon the successful completion of the agreements. We determined that $5 million of these costs were related to the Third Stock Purchase Agreement Amendment which were recognized as offering costs in additional paid-in capital. The remaining costs were combined with $3 million in capitalized costs that remained from the initial Gilead Collaboration Agreement and subsequent amendments, and the total was allocated to the various remaining performance obligations, to be recognized as the underlying performance obligations are satisfied and revenue is recognized.

For each of the three months ended September 30, 2024 and 2023, expense related to these capitalized costs in was recognized in General and administrative ("G&A") expense was not significant. For the nine months ended September 30, 2024 and 2023, we recognized expense of $3 million and $1 million, respectively, related to these

capitalized costs in G&A expense. At September 30, 2024 and December 31, 2023, we had $3 million in capitalized costs to obtain the contracts, allocated between Prepaid expenses and other current assets and Other noncurrent assets in our Condensed Consolidated Balance Sheets based on the expected timing of future recognition.

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Income Taxes

	9 Months Ended Sep. 30, 2024
Income Tax Disclosure [Abstract]	
Income Taxes	Income taxes

The income tax provision or benefit for interim periods is determined using an estimate of our annual effective tax rate, adjusted for discrete items, if any, that are taken into consideration in the relevant period. Each quarter, we update the estimate of the annual effective tax rate, and if the estimated tax rate changes, we record a cumulative adjustment to the provision or benefit.

We did not record a provision for income taxes for the three and nine months ended September 30, 2024 because of a forecasted full year net operating loss ("NOL"). The income tax expense was $2 million and $5 million for the three and nine months ended September 30, 2023, with an effective tax rate of (2.4%) and (2.2%), respectively. The year-over-year decrease in the income tax provision was due to a decrease in taxable income. For the year ended December 31, 2023, we had taxable income compared to book losses before income taxes due to the timing of recognition of deferred revenue for tax purposes and the effects of the mandatory capitalization and amortization of R&D expenses starting in 2022, as required by the 2017 Tax Cuts and Jobs Act. The effective tax rate differs from the U.S. statutory tax rate primarily due to the valuation allowances on our deferred tax assets and state income taxes.

As of September 30, 2024 and December 31, 2023, we have provided a valuation allowance against U.S. federal and state deferred tax assets. We continue to evaluate the realizability of deferred tax assets and the related valuation allowance. If our assessment of the deferred tax assets or the corresponding valuation allowance were to change, we would record the related adjustment to income during the period in which we make the determination.

We recognize interest and penalties associated with uncertain tax benefits as part of the income tax provision. To date, we have not recognized any interest and penalties, nor have we accrued for or made payments for interest and penalties.

We have not been audited by the Internal Revenue Service, any state or foreign tax authority. We are subject to taxation in the U.S. and in Australia. Due to NOL and research credit carryforwards, all of our tax years, from 2015 to 2023, remain open to U.S. federal and California state tax examinations. In addition, our fiscal years from 2019 to 2023 are open to examination in Australia.

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Net Loss Per Share

9 Months Ended
Sep. 30, 2024

Earnings Per Share [Abstract]

Net Loss Per Share — Net loss per share

The following table summarizes potentially dilutive securities excluded from the computation of diluted net loss per share calculations because they would have been antidilutive (in millions):

	September 30, 2024	September 30, 2023
Common stock options issued and outstanding	15.5	13.7
Restricted stock units issued	3.0	1.9
Employee Stock Purchase Plan shares	0.2	0.2
Total potential dilutive securities	18.7	15.8

We have also excluded the effect of Gilead's right to purchase additional shares of our common stock from the calculation as these rights had no intrinsic value at either September 30, 2024 or 2023.

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Stock-Based Compensation

9 Months Ended
Sep. 30, 2024

Share-Based Payment Arrangement [Abstract]

Stock-Based Compensation — Stock-based compensation

Stock-based compensation expense

The following table reflects the components of stock-based compensation expense recognized in our Condensed Consolidated Statements of Operations (in millions):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Research and development	$ 9	$ 8	$ 29	$ 26
General and administrative	10	10	30	29
Total stock-based compensation	$ 19	$ 18	$ 59	$ 55

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Cash, Cash Equivalents and Marketable Securities

9 Months Ended
Sep. 30, 2024

Cash, Cash Equivalents and Marketable Securities [Abstract]

Cash, Cash Equivalents and Marketable Securities — Cash, cash equivalents and marketable securities

The following table summarizes the amortized cost, gross unrealized gains and losses and the fair value of our cash, cash equivalents and marketable securities, all of which are considered available for sale, by type of securities (in millions):

Types of securities as of September 30, 2024	Amortized Cost	Unrealized Gain	Unrealized Loss	Fair Value
Money market funds	$ 134	$ —	$ —	$ 134
U.S. treasury securities	258	—	—	258
Corporate securities and commercial paper	667	1	—	668
U.S. government agency securities	9	—	—	9
Certificate of deposit	22	—	—	22
Total cash, cash equivalents and marketable securities	$ 1,090	$ 1	$ —	$ 1,091

Types of securities as of December 31, 2023	Amortized Cost	Unrealized Gain	Unrealized Loss	Fair Value
Money market funds	$ 85	$ —	$ —	$ 85
U.S. treasury securities	213	1	(1)	213
Corporate securities and commercial paper	471	—	—	471
U.S. government agency securities	90	—	—	90
Certificate of deposit	7	—	—	7
Total cash, cash equivalents and marketable securities	$ 866	$ 1	$ (1)	$ 866

The following table summarizes the fair values of our cash, cash equivalents and marketable securities by location in the Condensed Consolidated Balance Sheets and contractual maturity (in millions):

Location in Condensed Consolidated Balance Sheets	Contractual Maturity	September 30, 2024	December 31, 2023
Cash and cash equivalents	—	$ 201	$ 127
Marketable securities	Within one year	888	632
Long-term marketable securities	Between one and three years	2	107
Total cash, cash equivalents and marketable securities		$ 1,091	$ 866

Realized gains or losses recognized on the sale of available-for-sale marketable securities were not material for the three and nine months ended September 30, 2024 and 2023. Realized gains and losses are included in Interest and other income, net, in the Condensed Consolidated Statements of Operations. The cost of a security sold is determined using the specific-identification method.

We limit the credit risk associated with our investments by placing them with banks and institutions we believe are highly credit worthy and investing in highly rated investments. We held a total of 21 and 105 positions in securities which were in unrealized loss positions as of September 30, 2024 and December 31, 2023, respectively. We do not intend to sell our securities with unrealized loss positions and have concluded we will not be required to sell the securities before recovery of the amortized cost for the investment at maturity. No credit related losses have been recognized for any of the periods presented.

The following table provides a reconciliation of cash, cash equivalents, and restricted cash within the Condensed Consolidated Balance Sheets to the total shown in the Condensed Consolidated Statements of Cash Flows (in millions):

	As of September 30,	
	2024	2023
Cash and cash equivalents	$ 201	$ 184
Restricted cash (included in Other noncurrent assets)	3	3
Total cash, cash equivalents and restricted cash	$ 204	$ 187

Restricted cash at September 30, 2024 and 2023 represents cash balances held as security in connection with our facility lease agreements.

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Condensed Consolidated Balance Sheet Components

9 Months Ended
Sep. 30, 2024

Balance Sheet Related Disclosures [Abstract]

Condensed Consolidated Balance Sheet Components — Condensed consolidated balance sheet components

Prepaid Expenses and Other Current Assets

Prepaid expenses and other current assets consisted of the following (in millions):

	September 30, 2024	December 31, 2023
Prepaid expenses and other assets	$ 17	$ 30
Accrued interest receivable	5	4
Total prepaid expenses and other current assets	$ 22	$ 34

Other Current Liabilities

Other current liabilities consisted of the following (in millions):

	September 30, 2024	December 31, 2023
Accrued research and development	$ 57	$ 36
Accrued personnel expenses	27	26
Current portion of lease liabilities	11	11
Other	2	3
Total other current liabilities	$ 97	$ 76

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Long-term Debt

9 Months Ended
Sep. 30, 2024

Debt Disclosure [Abstract]

Long-term Debt

Long-term debt

The following table summarizes our borrowings (in millions):

	September 30, 2024	December 31, 2023
Long-term debt, non-current (Contractual maturity 2029)	$ 50	$ —
Unamortized discounts and issuance costs	(3)	—
Total long-term debt	$ 47	$ —

On August 27, 2024, we and Hercules Capital, Inc. (“Hercules”) entered into a loan and security agreement (the "Hercules Agreement"), under which Hercules agreed to lend us up to $250 million in term loans in various tranches subject to minimum draw requirements for each tranche. Under the terms of this agreement, $50 million was drawn at closing and an additional $100 million is committed and fully available at our sole option in minimum increments of $25 million. A second tranche of $100 million will be available subject to future approval by Hercules.

The Hercules Agreement has an initial maturity date of September 1, 2029 which is extendable by 12 months, at our discretion subject to the achievement of certain regulatory milestones related to our product candidates. Repayment of the principal amount will be in 13 monthly installments commencing September 1, 2028, if not extended. The term loans

have an interest only period for the first 48 months from the agreement date and bear interest at a rate equal to the greater of (i) 10.45% or (ii) the prime rate plus 1.95%. We may prepay all or any portion of the outstanding term loans at any time, subject to a prepayment fee of: (i) 3.00% of the principal amount prepaid if the prepayment occurs prior to the first anniversary of the funding date; (ii) 2.00% of the principal amount prepaid if the prepayment occurs on or after the first anniversary of the funding date and prior to the second anniversary of the funding date; or (iii) 1.00% of the principal amount prepaid thereafter. The agreement also has an upfront facility fee of $1 million and an end of term charge of 7.75% of the total amount borrowed.

The Hercules Agreement contains customary affirmative and negative covenants, including covenants that limit or restrict our ability to incur liens, incur indebtedness, make investments, pay dividends, merge or consolidate, dispose of assets, and enter into transactions with affiliates, subject to customary exceptions. We are also required to maintain a minimum cash balance of 50% of the funded amount if our market capitalization were to fall below a certain threshold which will be reduced in the event of certain regulatory approvals of our product candidates. We do not have covenant requirements associated with this agreement until October 1, 2026.

The Hercules Agreement is secured by a first priority security interest in substantially all of our assets, excluding intellectual property. The Hercules Agreement also contains customary events of default terms, including payment defaults, breaches of covenants, bankruptcy and insolvency events, cross-defaults to other indebtedness, material adverse events, and the occurrence of a change of control. Upon the occurrence of an event of default, Hercules may declare all outstanding obligations under the Hercules Agreement to be immediately due and payable and exercise any or all of its rights and remedies, including foreclosure on the collateral securing the term loans.

The aggregate future minimum payments including principal payments and the end of term charge, due under the Hercules Agreement, are as follows (in millions):

Maturity Date	Amount
2028	$ 15
2029	39
Total payments	$ 54

During the three and nine months ended September 30, 2024, we recognized $1 million of interest expense, including amortization of the debt discount and issuance costs which was at an effective interest rate of 13.39%. As of September 30, 2024, we had borrowed $50 million under the Hercules Agreement and had $200 million of additional borrowing capacity, of which $100 million is subject to additional approval by Hercules.

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Leases

9 Months Ended
Sep. 30, 2024

Leases [Abstract]

Leases

Leases

The following table summarizes our cash and non-cash information related to our operating leases (in millions):

	Nine Months Ended September 30,	
	2024	2023
Cash paid for amounts included in measurement of lease liabilities	$ 12	$ 12
Cash received from tenant improvement allowances	$ —	$ 8
Recognition of tenant improvement allowance receivable included in Other current liabilities	$ —	$ 4

In the first quarter of 2024, we evaluated our plans for a portion of our office space that we expected to sublease, and identified indicators of impairment to certain right-of-use assets associated with the leased space where the asset value was determined to be non-recoverable based upon a discounted cash flow analysis, resulting in an impairment charge of $20 million for the three months ended March 31, 2024 and the nine months ended September 30, 2024. In the second quarter of 2024, we entered into a sublease for a portion of our office space which is expected to commence by the end of 2024 or early 2025, and extends through 2031.

As of September 30, 2024 and December 31, 2023, we have provided deposits for letters of credit totaling $3 million to secure our obligations under our leases, which are included in Other noncurrent assets on the Condensed Consolidated Balance Sheets.

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Stockholders' Equity

9 Months Ended
Sep. 30, 2024

Stockholders' Equity Note [Abstract]

Stockholders' Equity

Stockholders' equity

Common Stock

Gilead Stock Purchase Agreement

On June 27, 2023, under the Second Stock Purchase Agreement, Gilead purchased 1.0 million shares of our common stock at the closing day purchase price of $19.26 per share for total gross proceeds of $20 million.

On January 29, 2024, under the Third Stock Purchase Agreement Amendment, Gilead purchased 15.2 million shares of our common stock at a price of $21.00 per share for total gross proceeds of $320 million. Of the $320 million equity investment, $87 million was determined to be a premium on the purchase of common stock and allocated to the performance obligations created by the Third Gilead Collaboration Agreement Amendment, see Note 5, Revenues. Net proceeds from Gilead's equity investment were $228 million after allocating the premium and deducting direct offering expenses of $5 million.

At-the-Market Facility

In August 2023, we issued and sold 0.2 million shares of our common stock under this agreement for total net proceeds of $5 million.

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Fair Value Measurements

9 Months Ended
Sep. 30, 2024

Fair Value Disclosures [Abstract]

Fair Value Measurements

Fair value measurements

We determine the fair value of financial and non-financial assets and liabilities using the fair value hierarchy, which establishes three levels of inputs that may be used to measure fair value, as follows:

- Level 1 inputs include unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2 inputs include observable inputs other than Level 1 inputs, such as quoted prices for similar assets or liabilities; quoted prices for identical or similar assets or liabilities in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the asset or liability; and
- Level 3 inputs include unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the underlying asset or liability. Our Level 3 assets and liabilities include those whose fair value measurements are determined using pricing models, discounted cash flow methodologies or similar valuation techniques and significant management judgment or estimation.

Assets and liabilities measured at fair value are classified in their entirety based on the lowest level of input that is significant to the fair value measurement.

The following tables summarize the types of assets and liabilities measured at fair value on a recurring basis by level within the fair value hierarchy (in millions):

Fair value measurement as of September 30, 2024	Level 1	Level 2	Level 3	Total
Assets				
Money market funds	$ 134	$ —	$ —	$ 134
U.S. treasury securities	—	258	—	258
Corporate securities and commercial paper	—	668	—	668
U.S. government agency obligations	—	9	—	9
Certificate of deposit	—	22	—	22
Total assets measured at fair value	$ 134	$ 957	$ —	$ 1,091
Liabilities				
Liability for sale of future royalties	$ —	$ —	$ 21	$ 21
Total liabilities measured at fair value	$ —	$ —	$ 21	$ 21

Fair value measurement as of December 31, 2023	Level 1	Level 2	Level 3	Total
Assets				
Money market funds	$ 85	$ —	$ —	$ 85
U.S. treasury securities	—	213	—	213
Corporate securities and commercial paper	—	471	—	471
U.S. government agency obligations	—	90	—	90
Certificate of deposit	—	7	—	7
Total assets measured at fair value	$ 85	$ 781	$ —	$ 866
Liabilities				
Liability for sale of future royalties	$ —	$ —	$ 19	$ 19
Total liabilities measured at fair value	$ —	$ —	$ 19	$ 19

Liability for sale of future royalties

In 2021, we entered into an agreement with BVF Partners L.P. ("BVF"), under which BVF funded the discovery and development of compounds for the treatment of inflammatory diseases (the "BVF Program") for $15 million in non-refundable payments which were paid in 2021 and 2022. In return, we are obligated to: perform R&D activities in the BVF Program; make contingent payments upon the achievement of certain clinical and regulatory milestones of up to $73 million or $160 million depending on whether the BVF Program is solely developed by us or with Gilead if they opt-in under the Gilead Collaboration Agreement; and pay mid- to high-single digit royalties on any net product sales generated by the BVF Program.

We account for the agreement with BVF as a liability primarily because we have significant continuing involvement in generating the cash flows due to BVF. The liability is recorded at fair value by using probability-adjusted discounted cash flows and is revalued each reporting period until the related contingencies have been resolved. The fair value measurement is based on significant unobservable inputs that are reviewed quarterly by management and include, as applicable, estimated probabilities and the timing of achieving specified development, regulatory and commercial milestones as well as estimated annual sales. Significant changes that increase or decrease the probabilities of achieving the related development, regulatory and commercial events or that shorten or lengthen the time required to achieve such events or that increase or decrease estimated annual sales would result in corresponding increases or decreases in the fair values of the obligations, as applicable. Changes in the fair value of this liability related to interest accretion are recognized in Non-operating income (expense) in the Condensed Consolidated Statements of Operations.

During the second quarter of 2023, new preclinical information from our BVF Program led to revised assumptions which decreased the estimated probabilities of success and delayed the projected timing of achieving specified development, regulatory and commercial milestones and commercial sales. These changes in estimates are accounted for prospectively and resulted in a decrease in the imputed effective interest rate on the unamortized portion of the liability to 10.1% commencing with the quarter ended June 30, 2023, compared to 20.6% for the quarters ended March 31, 2023 and prior. The impact of this change on the non-cash interest expense for the nine months ended September 30, 2024 was not material when compared to the prior period. The liability for sale of future royalties is reported in Other noncurrent liabilities in the Condensed Consolidated Balance Sheets and changes were as follows (in millions):

	Nine Months Ended September 30,	
	2024	2023
Beginning balance	$ 19	$ 17
Interest accretion	2	2
Ending balance	$ 21	$ 19

Long-term debt

As of September 30, 2024, the estimated fair value of our long-term debt approximated the carrying amount. The fair value of the long-term debt was estimated for disclosure purposes only and was determined based on other inputs that are observable, and thus categorized as Level 2 in the fair value hierarchy.

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Pay vs Performance Disclosure - USD ($) $ in Millions	3 Months Ended			9 Months Ended				
	Sep. 30, 2024	Jun. 30, 2024	Mar. 31, 2024	Sep. 30, 2023	Jun. 30, 2023	Mar. 31, 2023	Sep. 30, 2024	Sep. 30, 2023
Pay vs Performance Disclosure								
Net loss	$ (92)	$ (93)	$ (4)	$ (71)	$ (75)	$ (80)	$ (189)	$ (226)

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Insider Trading Arrangements	3 Months Ended	9 Months Ended
	Sep. 30, 2024 shares	Sep. 30, 2024 shares
Trading Arrangements, by Individual		
Material Terms of Trading Arrangement		
Non-Rule 10b5-1 Arrangement Adopted	false	
Rule 10b5-1 Arrangement Terminated	false	
Non-Rule 10b5-1 Arrangement Terminated	false	
Juan Jaen [Member]		
Trading Arrangements, by Individual		
Name	Juan Jaen	
Title	President	
Rule 10b5-1 Arrangement Adopted	true	
Adoption Date	August 12, 2024	
Expiration Date	November 14, 2025	
Arrangement Duration	459 days	
Aggregate Available	265,993	265,993
Jennifer Jarrett [Member]		
Trading Arrangements, by Individual		
Name	Jennifer Jarrett	
Title	Chief Operating Officer	
Rule 10b5-1 Arrangement Adopted	true	
Adoption Date	September 3, 2024	
Expiration Date	June 13, 2025	
Arrangement Duration	283 days	
Aggregate Available	90,263	90,263

The adoption, modification or termination of contracts, instructions or written plans for the purchase or sale of our securities by our Section 16 officers and directors for the three months ended September 30, 2024, which are intended to satisfy the affirmative defense conditions of Rule 10b5-1(c) under the Exchange Act, were as follows:

Name and Title	Action	Date	Total Shares to be Sold	Expiration Date
Juan Jaen *President*	Adoption	August 12, 2024	265,993	November 14, 2025
Jennifer Jarrett *Chief Operating Officer*	Adoption	September 3, 2024	90,263	June 13, 2025

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Summary of Significant Accounting Policies (Policies)	9 Months Ended
	Sep. 30, 2024
Accounting Policies [Abstract]	
Basis of Presentation	

Basis of Presentation

These interim financial statements should be read in conjunction with the audited Consolidated Financial Statements and the related notes thereto for the year ended December 31, 2023 included in our Annual Report on Form 10-K filed with the Securities and Exchange Commission ("SEC") on February 21, 2024. There have been no significant changes to our summary of significant accounting policies as disclosed in that filing.

These interim financial statements have been prepared in accordance with U.S. generally accepted accounting principles ("U.S. GAAP") for interim financial information and include all normal and

recurring adjustments that management believes are necessary for a fair presentation of the periods presented. The Condensed Consolidated Balance Sheet as of December 31, 2023 has been derived from audited consolidated financial statements at that date but does not include all of the information required by U.S. GAAP for complete financial statements.

Operating results for the nine months ended September 30, 2024 are not necessarily indicative of the results that may be expected for the year ending December 31, 2024 or for any future period.

Use of Estimates

Use of Estimates

The preparation of the Condensed Consolidated Financial Statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses and related disclosures. We base our estimates on historical experience and on various market-specific and other relevant assumptions that we believe to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Estimates are assessed and updated each period to reflect current information. Actual results may differ materially from those estimates.

Recent Accounting Pronouncements

Recent Accounting Pronouncements

There have been no new accounting pronouncements issued or adopted during the period with a significant impact to our financial statements.

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Revenues (Tables)

9 Months Ended
Sep. 30, 2024

Revenue from Contract with Customer [Abstract]

Summary of Revenues by Collaboration, Category of Revenue and Method of Recognition

The following table summarizes our revenues by collaboration, category of revenue, and the method of recognition (in millions):

	Over time	Point in time	Three Months Ended September 30, 2024	Three Months Ended September 30, 2023	Nine Months Ended September 30, 2024	Nine Months Ended September 30, 2023
Gilead Collaboration						
License and R&D services	*		$ 25	$ 20	$ 185	$ 57
Access rights	*		5	8	22	25
Taiho Collaboration						
License revenue		*	15	—	15	—
R&D services	*		3	4	10	4
Total revenues			$ 48	$ 32	$ 232	$ 86

Summary of Revenue Recognized as a Result of Changes in Deferred Revenue

The following table summarizes the revenue recognized as a result of changes in the deferred revenue balance (in millions):

	Three Months Ended September 30, 2024	Three Months Ended September 30, 2023	Nine Months Ended September 30, 2024	Nine Months Ended September 30, 2023
Revenue recognized from amounts in deferred revenue at the beginning of the period	$ 33	$ 28	$ 212	$ 79

Summary of Transaction Price and Allocation of Transaction Price to the Performance Obligations

The following table summarizes the transaction price (in millions):

Transaction price	Amount
Premium from Third Stock Purchase Agreement Amendment	$ 87
Option continuation payment received in the third quarter of 2024	100
Deferred revenue as of January 29, 2024	335
Total transaction price	$ 522

The following table summarizes the allocation of the transaction price to the performance obligations (in millions):

Allocation to performance obligations	Distinct	Combined	Amount
Etrumadenant - License and R&D services		*	$ 210
Quemliclustat - License and R&D services		*	168
Domvanalimab - R&D services	*		33
Access rights	*		57
Option continuation periods	*		20
Rights to certain studies	*		34
Total allocated transaction price			$ 522

The following table summarizes the allocation of the transaction price to the performance obligations (in millions):

Allocation to performance obligations	Distinct	Amount
Inflammation target 1 - R&D services	*	$ 18
Inflammation target 2 - R&D services	*	17
Total allocated transaction price		$ 35

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Net Loss Per Share (Tables)

9 Months Ended
Sep. 30, 2024

Earnings Per Share [Abstract]

Summary of Outstanding Potentially Dilutive Securities Excluded from Computation of Diluted Net Loss Per Share

The following table summarizes potentially dilutive securities excluded from the computation of diluted net loss per share calculations because they would have been antidilutive (in millions):

	September 30, 2024	September 30, 2023
Common stock options issued and outstanding	15.5	13.7
Restricted stock units issued	3.0	1.9
Employee Stock Purchase Plan shares	0.2	0.2
Total potential dilutive securities	18.7	15.8

~~*XML 48 R29.htm IDEA: XBRL DOCUMENT*~~

Stock-Based Compensation (Tables)

9 Months Ended
Sep. 30, 2024

Share-Based Payment Arrangement [Abstract]

Summary of Stock-Based Compensation Expense

The following table reflects the components of stock-based compensation expense recognized in our Condensed Consolidated Statements of Operations (in millions):

	Three Months Ended September 30, 2024	Three Months Ended September 30, 2023	Nine Months Ended September 30, 2024	Nine Months Ended September 30, 2023
Research and development	$ 9	$ 8	$ 29	$ 26
General and administrative	10	10	30	29
Total stock-based compensation	$ 19	$ 18	$ 59	$ 55

~~*XML 49 R30.htm IDEA: XBRL DOCUMENT*~~

Cash, Cash Equivalents and Marketable Securities (Tables)

9 Months Ended
Sep. 30, 2024

Cash, Cash Equivalents and Marketable Securities [Abstract]

Schedule of Amortized Cost, Gross Unrealized Gains and Losses and Fair Value of Our Cash, Cash Equivalents and Marketable Securities Considered as Available for Sale by Type of Securities

The following table summarizes the amortized cost, gross unrealized gains and losses and the fair value of our cash, cash equivalents and marketable securities, all of which are considered available for sale, by type of securities (in millions):

Types of securities as of September 30, 2024	Amortized Cost	Unrealized Gain	Unrealized Loss	Fair Value
Money market funds	$ 134	$ —	$ —	$ 134
U.S. treasury securities	258	—	—	258
Corporate securities and commercial paper	667	1	—	668
U.S. government agency securities	9	—	—	9
Certificate of deposit	22	—	—	22
Total cash, cash equivalents and marketable securities	$ 1,090	$ 1	$ —	$ 1,091

Types of securities as of December 31, 2023	Amortized Cost	Unrealized Gain	Unrealized Loss	Fair Value
Money market funds	$ 85	$ —	$ —	$ 85
U.S. treasury securities	213	1	(1)	213
Corporate securities and commercial paper	471	—	—	471
U.S. government agency securities	90	—	—	90
Certificate of deposit	7	—	—	7
Total cash, cash equivalents and marketable securities	$ 866	$ 1	$ (1)	$ 866

Schedule of Fair Values of Our Cash, Cash Equivalents and Marketable Securities by Location in Condensed Consolidated Balance Sheets and Contractual Maturity

The following table summarizes the fair values of our cash, cash equivalents and marketable securities by location in the Condensed Consolidated Balance Sheets and contractual maturity (in millions):

Location in Condensed Consolidated Balance Sheets	Contractual Maturity	September 30, 2024	December 31, 2023
Cash and cash equivalents	—	$ 201	$ 127
Marketable securities	Within one year	888	632
Long-term marketable securities	Between one and three years	2	107
Total cash, cash equivalents and marketable securities		$ 1,091	$ 866

Reconciliation of Cash, Cash Equivalents and Restricted Cash

The following table provides a reconciliation of cash, cash equivalents, and restricted cash within the Condensed Consolidated Balance Sheets to the total shown in the Condensed Consolidated Statements of Cash Flows (in millions):

	As of September 30,	
	2024	2023
Cash and cash equivalents	$ 201	$ 184
Restricted cash (included in Other noncurrent assets)	3	3
Total cash, cash equivalents and restricted cash	$ 204	$ 187

Schedule of Cash and Cash Equivalents

The following table provides a reconciliation of cash, cash equivalents, and restricted cash within the Condensed Consolidated Balance Sheets to the total shown in the Condensed Consolidated Statements of Cash Flows (in millions):

	As of September 30,	
	2024	2023
Cash and cash equivalents	$ 201	$ 184
Restricted cash (included in Other noncurrent assets)	3	3
Total cash, cash equivalents and restricted cash	$ 204	$ 187

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Condensed Consolidated Balance Sheet Components (Tables)

9 Months Ended

Sep. 30, 2024

Balance Sheet Related Disclosures [Abstract]

Summary of Prepaid and Other Current Assets

Prepaid expenses and other current assets consisted of the following (in millions):

	September 30, 2024	December 31, 2023
Prepaid expenses and other assets	$ 17	$ 30
Accrued interest receivable	5	4
Total prepaid expenses and other current assets	$ 22	$ 34

Summary of Other Current Liabilities

Other current liabilities consisted of the following (in millions):

	September 30, 2024	December 31, 2023
Accrued research and development	$ 57	$ 36
Accrued personnel expenses	27	26
Current portion of lease liabilities	11	11
Other	2	3
Total other current liabilities	$ 97	$ 76

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Long-term Debt (Tables)

9 Months Ended

Sep. 30, 2024

Debt Disclosure [Abstract]

Schedule of Long-Term Debt Instruments

The following table summarizes our borrowings (in millions):

	September 30, 2024	December 31, 2023
Long-term debt, non-current (Contractual maturity 2029)	$ 50	$ —
Unamortized discounts and issuance costs	(3)	—
Total long-term debt	$ 47	$ —

Schedule of Maturities of Long-Term Debt

The aggregate future minimum payments including principal payments and the end of term charge, due under the Hercules Agreement, are as follows (in millions):

Maturity Date	Amount
2028	$ 15
2029	39
Total payments	$ 54

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Leases (Tables)

9 Months Ended

Sep. 30, 2024

Leases [Abstract]

Summary of Cash and Non-cash Information Related to Operating Leases

The following table summarizes our cash and non-cash information related to our operating leases (in millions):

	Nine Months Ended September 30,	
	2024	2023
Cash paid for amounts included in measurement of lease liabilities	$ 12	$ 12
Cash received from tenant improvement allowances	$ —	$ 8
Recognition of tenant improvement allowance receivable included in Other current liabilities	$ —	$ 4

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Fair Value Measurements (Tables)

9 Months Ended

Sep. 30, 2024

Fair Value Disclosures [Abstract]

Schedule of Assets and Liabilities Measured at Fair Value on Recurring Basis

The following tables summarize the types of assets and liabilities measured at fair value on a recurring basis by level within the fair value hierarchy (in millions):

Fair value measurement as of September 30, 2024	Level 1	Level 2	Level 3	Total
Assets				
Money market funds	$ 134	$ —	$ —	$ 134
U.S. treasury securities	—	258	—	258
Corporate securities and commercial paper	—	668	—	668
U.S. government agency obligations	—	9	—	9
Certificate of deposit	—	22	—	22
Total assets measured at fair value	$ 134	$ 957	$ —	$ 1,091
Liabilities				
Liability for sale of future royalties	$ —	$ —	$ 21	$ 21
Total liabilities measured at fair value	$ —	$ —	$ 21	$ 21

Fair value measurement as of December 31, 2023	Level 1	Level 2	Level 3	Total
Assets				
Money market funds	$ 85	$ —	$ —	$ 85
U.S. treasury securities	—	213	—	213
Corporate securities and commercial paper	—	471	—	471
U.S. government agency obligations	—	90	—	90
Certificate of deposit	—	7	—	7
Total assets measured at fair value	$ 85	$ 781	$ —	$ 866
Liabilities				
Liability for sale of future royalties	$ —	$ —	$ 19	$ 19
Total liabilities measured at fair value	$ —	$ —	$ 19	$ 19

Summary of Changes of Liabilities for Sale of Future Royalties

The liability for sale of future royalties is reported in Other noncurrent liabilities in the Condensed Consolidated Balance Sheets and changes were as follows (in millions):

	Nine Months Ended September 30,	
	2024	2023
Beginning balance	$ 19	$ 17
Interest accretion	2	2
Ending balance	$ 21	$ 19

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Organization, Liquidity and Capital Resources - Additional Information (Details) $ in Billions	9 Months Ended
	Sep. 30, 2024 USD ($) segment
Organization, Consolidation and Presentation of Financial Statements [Abstract]	
Number of reportable segments	1
Number of operating segments	1
Cash and investments | $	$ 1.1

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Related Party - Gilead Sciences, Inc. - Additional Information (Details) $ / shares in Units, shares in Millions, $ in Millions	1 Months Ended				3 Months Ended			9 Months Ended		12 Months Ended			
	Jan. 31, 2024 USD ($) shares	Jun. 30, 2023 USD ($) program shares	May 31, 2023 USD ($) program	Jul. 31, 2020 USD ($)	Sep. 30, 2024 USD ($) $ / shares	Mar. 31, 2024 USD ($)	Sep. 30, 2023 USD ($)	Jun. 30, 2023 USD ($)	Sep. 30, 2024 USD ($) $ / shares	Sep. 30, 2023 USD ($)	Dec. 31, 2022 USD ($)	Dec. 31, 2021 USD ($) program	Dec. 31, 2020 USD ($)	Dec. 31, 2023 USD ($)
Related Party Transaction [Line Items]														
Common stock share value						$ 228.0	$ 5.0	$ 20.0						
Contract with customer, liability, revenue recognized					$ 33.0		28.0		$ 212.0	$ 79.0				
Receivable from collaboration partners, current					16.0				16.0					$ 38.0
Other noncurrent assets					$ 75.0				$ 75.0					106.0
Related Party														
Related Party Transaction [Line Items]														
Percentage of outstanding common stock held					32.90%				32.90%					
Receivable from collaboration partners, current					$ 2.0				$ 2.0					20.0
Other noncurrent assets					0.0				0.0					$ 6.0
Related Party | Research and Development														
Related Party Transaction [Line Items]														
Reimbursement from related party for shared costs					$ 2.0		22.0		$ 32.0	89.0				
Purchase Agreement | Related Party														
Related Party Transaction [Line Items]														
Common stock shares issued (in shares) | shares	15.2	1.0												
Common stock share value		$ 20.0												
Funds received for stock purchase agreement	$ 320.0													
Purchase price of common stock allocation to performance obligation	$ 87.0													
Percentage of premium purchase price of common stock									20.00%					
Trailing days average closing price									5 days					
Weighted average closing price of our common stock on grant date (in dollars per share) | $ / shares					$ 33.54				$ 33.54					
Purchase Agreement | Related Party | Maximum														
Related Party Transaction [Line Items]														
Right to purchase additional outstanding voting common stock percentage					35.00%				35.00%					
Gilead Collaboration Agreement														
Related Party Transaction [Line Items]														
Option payment upon completion of certain IND-enabling activities												$ 60.0		
Option payment upon achievement of certain development milestones												150.0		
Gilead Collaboration Agreement | Related Party														
Related Party Transaction [Line Items]														
Collaboration term for current and future clinical programs													10 years	
Option continuation payment due upon sixth anniversary of agreement													$ 100.0	
Upfront cash payment				$ 175.0										
Option fee per program for all other programs entering clinical development to exercise option												$ 150.0		
Number of research programs | program												2		
Contract with customer, liability, revenue recognized					$ 30.0		$ 28.0		$ 207.0	$ 82.0				
Gilead Collaboration Agreement | Related Party | Maximum														
Related Party Transaction [Line Items]														
Potential regulatory approval milestones payment receivable related to domvanalimab												$ 500.0		
Amended Gilead Collaboration Agreement														
Related Party Transaction [Line Items]														
Number of exercise option to programs | program												3		
Option payments received											$ 725.0			
Removal of option continuation payment under agreement												$ 100.0		
Option payment upon achievement of certain development milestones			$ 150.0											
Number of programs, eligible to receive regulatory and commercial milestone payments | program			2											
Amended Gilead Collaboration Agreement | Related Party														
Related Party Transaction [Line Items]														
Upfront cash payment		$ 35.0	$ 17.5											
Number of research programs | program		2												
Option payment upon completion of certain IND-enabling														

activities			45.0								
Amended Gilead Collaboration Agreement | Related Party | Maximum											
Related Party Transaction [Line Items]											
Regulatory and commercial milestone payments received			$ 375.0								

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License and Collaborations - Additional Information (Details) - USD ($) $ in Millions	1 Months Ended			3 Months Ended			9 Months Ended		12 Months Ended		
	Oct. 31, 2024	Jul. 31, 2024	Jan. 31, 2024	Mar. 31, 2025	Sep. 30, 2024	Sep. 30, 2023	Sep. 30, 2024	Sep. 30, 2023	Dec. 31, 2020	Dec. 31, 2017	Dec. 31, 2023
License And Collaboration Agreements [Line Items]											
Revenue recognized from amounts in deferred revenue at the beginning of the period					$ 33	$ 28	$ 212	$ 79			
Total revenues					48	32	232	86			
Receivable from collaboration partners, current					16		16				$ 38
Other noncurrent assets					75		75				106
Other current liabilities					97		97				76
Other noncurrent liabilities					136		136				142
Research and development expense					123	82	347	247			
Taiho Collaboration Agreement											
License And Collaboration Agreements [Line Items]											
Total revenues					3	4	10	4			
Receivable from collaboration partners, current					14		14				18
Taiho Collaboration Agreement | Subsequent Event											
License And Collaboration Agreements [Line Items]											
Milestone payments	$ 19										
AstraZeneca Agreement											
License And Collaboration Agreements [Line Items]											
Milestone payments									$ 24		
Development cost recorded within research and development expenses					4	1	10	6			
Other liabilities					22		22				
Other current liabilities					10		10				
Other noncurrent liabilities					12		12				11
Gilead Collaboration Agreement											
License And Collaboration Agreements [Line Items]											
Other noncurrent assets											$ 6
Development cost recorded within research and development expenses							6				
Exelixis Collaboration											
License And Collaboration Agreements [Line Items]											
Research and development expense					2	1	5	1			
Taiho Pharmaceutical Co., Ltd | Taiho Agreement											
License And Collaboration Agreements [Line Items]											
Option period										5 years	
Non refundable and non creditable cash payments										$ 35	
Payment for option exercise		$ 15			15						
Royalties payable term										10 years	
Total revenues					18	4	25	4			
Reimbursement of research and development expense					3	2	10	4			
Taiho Pharmaceutical Co., Ltd | Taiho Agreement | Minimum											
License And Collaboration Agreements [Line Items]											
Payment for option exercise										$ 3	
Taiho Pharmaceutical Co., Ltd | Taiho Agreement | Maximum											
License And Collaboration Agreements [Line Items]											
Payment for option exercise										15	
Additional clinical and regulatory milestone payments receivable										130	
Contingent milestone payments receivable										$ 145	
STAR-221 Development Activities | Taiho Collaboration Agreement											
License And Collaboration Agreements [Line Items]											
Payment for option exercise							28				
STAR-121 Development Activities | Taiho Collaboration Agreement											
License And Collaboration Agreements [Line Items]											
Payment for option exercise			$ 26								
Revenue recognized from amounts in deferred revenue at the beginning of the period							16				
STAR-121 Development Activities | Taiho Collaboration Agreement | Forecast											
License And Collaboration Agreements [Line Items]											
Revenue recognized from amounts in deferred revenue at the beginning of the period				$ 10							
WuXi Biologics License Agreement | anti-CD39 | Research and Development											
License And Collaboration Agreements [Line Items]											
Development milestone expense					$ 0	$ 0	0	$ 1			
WuXi Biologics License Agreement | Maximum | anti-PD-1											
License And Collaboration Agreements [Line Items]											
Clinical regulatory milestone payments							50				
Clinical, regulatory and commercialization milestone payments							375				
WuXi Biologics License Agreement | Maximum | anti-CD39											
License And Collaboration Agreements [Line Items]											
Additional clinical, regulatory and commercialization milestone payments							14				
Abmuno License Agreement											
License And Collaboration Agreements [Line Items]											
Additional clinical, regulatory and commercialization milestone payments							$ 88				

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Revenues - Summary of Revenues by Collaboration, Category of Revenue and Method of Recognition (Details) - USD ($)	3 Months Ended		9 Months Ended	
	Sep. 30, 2024	Sep. 30, 2023	Sep. 30, 2024	Sep. 30, 2023

$ in Millions				
License And Collaboration Agreements [Line Items]				
Revenue from contract with customer, excluding assessed tax	$ 48	$ 32	$ 232	$ 86
License and R&D services | Gilead Collaboration | Over time				
License And Collaboration Agreements [Line Items]				
Revenue from contract with customer, excluding assessed tax	25	20	185	57
Access rights | Gilead Collaboration | Over time				
License And Collaboration Agreements [Line Items]				
Revenue from contract with customer, excluding assessed tax	5	8	22	25
License revenue | Taiho Collaboration | Point in time				
License And Collaboration Agreements [Line Items]				
Revenue from contract with customer, excluding assessed tax	15	0	15	0
R&D services | Taiho Collaboration | Over time				
License And Collaboration Agreements [Line Items]				
Revenue from contract with customer, excluding assessed tax	$ 3	$ 4	$ 10	$ 4

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Revenues - Additional Information (Details) - USD ($) $ / shares in Units, $ in Millions	**1 Months Ended**			**3 Months Ended**			**9 Months Ended**			
	Jan. 29, 2024	**Jul. 31, 2024**	**Jan. 31, 2024**	**Mar. 31, 2025**	**Sep. 30, 2024**	**Sep. 30, 2023**	**Sep. 30, 2024**	**Sep. 30, 2023**	**Dec. 31, 2023**	**Jun. 30, 2023**
Disaggregation of Revenue [Line Items]										
Contract with customer, liability					$ 394		$ 394		$ 398	
Contract with customer, liability, cumulative catch-up adjustment to revenue, change in measure of progress and change in estimate of transaction price	$ 107									
Contract with customer, liability, cumulative catch-up adjustment to revenue, earnings per share, basic (in dollars per share)							$ 1.19			
Contract with customer, liability, cumulative catch-up adjustment to revenue, earnings per share, diluted (in dollars per share)							$ 1.19			
Option continuation payment received in the third quarter of 2024	100									
Premium from Third Stock Purchase Agreement Amendment	87									
Deferred revenue as of January 29, 2024	335									
Allocation of transaction price	522									
Total revenues					48	$ 32	$ 232	$ 86		
Revenue recognized from amounts in deferred revenue at the beginning of the period					33	28	212	79		
Capitalized contract cost, amortization							3	1		
Cost sharing receivable					3		3		3	
R&D Activities for Domvanalimab										
Disaggregation of Revenue [Line Items]										
Revenue recognized from amounts in deferred revenue at the beginning of the period							25			
Access Rights and Option Continuation Periods										
Disaggregation of Revenue [Line Items]										
Total revenues					5	8	22	25		
Taiho Collaboration Agreement										
Disaggregation of Revenue [Line Items]										
Contract with customer, liability					39		39		23	
Total revenues					3	4	10	4		
Third Gilead Collaboration Agreement Amendment, Third Stock Purchase Agreement Amendment and the Second Investor Rights Agreement Amendment										
Disaggregation of Revenue [Line Items]										
Capitalized contract cost, gross	8									
Third Stock Purchase Agreement Amendment										
Disaggregation of Revenue [Line Items]										
Capitalized contract cost, gross					5		5			
Initial Gilead Collaboration Agreement and Subsequent Amendments										
Disaggregation of Revenue [Line Items]										
Capitalized contract cost, gross					3		3			
Gilead | Etrumadenant License and Research and Development Services Agreement										
Disaggregation of Revenue [Line Items]										
Contract with customer, liability	129				176		176		133	
Contract with customer liability revenue recognized excluding opening balance							250			
Contract with customer, liability, cumulative catch-up adjustment to revenue, change in measure of progress	14									
Total revenues					9	21	36	39		
Gilead | Quemliclustat, License and R&D services										
Disaggregation of Revenue [Line Items]										
Contract with customer, liability	130				39		39		132	
Contract with customer liability revenue recognized excluding opening balance							200			
Contract with customer, liability, cumulative catch-up adjustment to revenue, change in measure of progress	88									
Total revenues					13	(4)	132	11		
Gilead | R&D Activities for Domvanalimab										
Disaggregation of Revenue [Line Items]										
Contract with customer, liability					23		23		25	
Total revenues					1	1	11	3		
Contract with customer, liability, cumulative catch-up adjustment to revenue, change in estimate of transaction price	5									
Gilead | Access Rights and Option Continuation Periods										
Disaggregation of Revenue [Line Items]										
Contract with customer, liability	51				58		$ 58		54	
Current and future programs exclusive access period							10 years			
Contingent milestone payments receivable	200				300		$ 300			
Option continuation payment receivable upon sixth anniversary of agreement	$ 100									
Gilead | Rights to Certain Studies										
Disaggregation of Revenue [Line Items]										
Contract with customer, liability					34		34			
Gilead | R&D Activities for Inflammation Programs										
Disaggregation of Revenue [Line Items]										
Contract with customer, liability					25		25		$ 31	
Total revenues					$ 2	$ 2	$ 6	$ 3		
Gilead | Revenue Benchmark | Customer Concentration Risk										
Disaggregation of Revenue [Line Items]										
Percentage of revenues					63.00%	88.00%	89.00%	95.00%		
STAR-221 Development Activities | Taiho Collaboration Agreement										
Disaggregation of Revenue [Line Items]										
Contract with customer, liability										$ 35
Payment for option exercise							$ 28			
STAR-121 Development Activities | Taiho Collaboration Agreement										
Disaggregation of Revenue [Line Items]										
Revenue recognized from amounts in deferred revenue at the beginning of the period							16			

Payment for option exercise	$ 26
STAR-121 Development Activities | Taiho Collaboration Agreement | Forecast	
Disaggregation of Revenue [Line Items]	
Revenue recognized from amounts in deferred revenue at the beginning of the period	$ 10
Taiho Pharmaceutical Co., Ltd | Taiho Agreement	
Disaggregation of Revenue [Line Items]	
Total revenues	$ 18 $ 4 $ 25 $ 4
Payment for option exercise	$ 15 $ 15

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Revenues - Summary of Revenue Recognized as a Result of Changes in Deferred Revenue (Details) - USD ($) $ in Millions	**3 Months Ended**		**9 Months Ended**	
	Sep. 30, 2024	**Sep. 30, 2023**	**Sep. 30, 2024**	**Sep. 30, 2023**
Revenue from Contract with Customer [Abstract]				
Revenue recognized from amounts in deferred revenue at the beginning of the period	$ 33	$ 28	$ 212	$ 79

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Revenues - Summary of Transaction Price and Allocation of Transaction Price to the Performance Obligations (Details) - USD ($) $ in Millions	**9 Months Ended**	
	Jan. 29, 2024	**Sep. 30, 2024**
Transaction price		
Premium from Third Stock Purchase Agreement Amendment	$ 87	
Option continuation payment received in the third quarter of 2024	100	
Deferred revenue as of January 29, 2024	335	
Total transaction price	522	
Allocation to performance obligations		
Etrumadenant - License and R&D services	210	
Quemliclustat - License and R&D services	168	
Domvanalimab - R&D services	33	
Access rights	57	
Option continuation periods	20	
Rights to certain studies	34	
Total allocated transaction price	$ 522	$ 35
Inflammation target 1 - R&D services		
Allocation to performance obligations		
Total allocated transaction price		18
Inflammation target 2 - R&D services		
Allocation to performance obligations		
Total allocated transaction price		$ 17

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Income Taxes - Additional Information (Details) - USD ($) $ in Millions	**3 Months Ended**		**9 Months Ended**	
	Sep. 30, 2024	**Sep. 30, 2023**	**Sep. 30, 2024**	**Sep. 30, 2023**
Income Tax Disclosure [Abstract]				
Income tax expense	$ 0	$ 2	$ 0	$ 5
Effective tax rate		(2.40%)		(2.20%)

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Net Loss Per Share - Summary of Outstanding Potentially Dilutive Securities Excluded from Computation of Diluted Net Loss Per Share (Details) - shares shares in Millions	**9 Months Ended**	
	Sep. 30, 2024	**Sep. 30, 2023**
Antidilutive Securities Excluded From Computation Of Earnings Per Share [Line Items]		
Antidilutive securities excluded from computation of diluted net loss per share (in shares)	18.7	15.8
Common stock options issued and outstanding		
Antidilutive Securities Excluded From Computation Of Earnings Per Share [Line Items]		
Antidilutive securities excluded from computation of diluted net loss per share (in shares)	15.5	13.7
Restricted stock units issued		
Antidilutive Securities Excluded From Computation Of Earnings Per Share [Line Items]		
Antidilutive securities excluded from computation of diluted net loss per share (in shares)	3.0	1.9
Employee Stock Purchase Plan shares		
Antidilutive Securities Excluded From Computation Of Earnings Per Share [Line Items]		
Antidilutive securities excluded from computation of diluted net loss per share (in shares)	0.2	0.2

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Stock-Based Compensation - Summary of Stock-Based Compensation Expense (Details) - USD ($) $ in Millions	**3 Months Ended**		**9 Months Ended**	
	Sep. 30, 2024	**Sep. 30, 2023**	**Sep. 30, 2024**	**Sep. 30, 2023**
Employee Service Share Based Compensation Allocation Of Recognized Period Costs [Line Items]				
Total stock-based compensation	$ 19	$ 18	$ 59	$ 55
Research and development				
Employee Service Share Based Compensation Allocation Of Recognized Period Costs [Line Items]				
Total stock-based compensation	9	8	29	26
General and administrative				
Employee Service Share Based Compensation Allocation Of Recognized Period Costs [Line Items]				
Total stock-based compensation	$ 10	$ 10	$ 30	$ 29

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Cash, Cash Equivalents and Marketable Securities - Schedule of Amortized Cost, Gross Unrealized Gains and Losses and Fair Value of Our Cash, Cash Equivalents and Marketable Securities		
	Sep. 30, 2024	**Dec. 31, 2023**

Considered as Available for Sale by Type of Securities (Details) - USD ($) $ in Millions

Debt Securities, Available-for-Sale [Line Items]		
Amortized Cost	$ 1,090	$ 866
Unrealized Gain	1	1
Unrealized Loss	0	(1)
Fair Value	1,091	866
Money market funds		
Debt Securities, Available-for-Sale [Line Items]		
Amortized Cost	134	85
Unrealized Gain	0	0
Unrealized Loss	0	0
Fair Value	134	85
U.S. treasury securities		
Debt Securities, Available-for-Sale [Line Items]		
Amortized Cost	258	213
Unrealized Gain	0	1
Unrealized Loss	0	(1)
Fair Value	258	213
Corporate securities and commercial paper		
Debt Securities, Available-for-Sale [Line Items]		
Amortized Cost	667	471
Unrealized Gain	1	0
Unrealized Loss	0	0
Fair Value	668	471
U.S. government agency securities		
Debt Securities, Available-for-Sale [Line Items]		
Amortized Cost	9	90
Unrealized Gain	0	0
Unrealized Loss	0	0
Fair Value	9	90
Certificate of deposit		
Debt Securities, Available-for-Sale [Line Items]		
Amortized Cost	22	7
Unrealized Gain	0	0
Unrealized Loss	0	0
Fair Value	$ 22	$ 7

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Cash, Cash Equivalents and Marketable Securities - Schedule of Fair Values of Our Cash, Cash Equivalents and Marketable Securities by Location in Condensed Consolidated Balance Sheets and Contractual Maturity (Details) - USD ($) $ in Millions

	Sep. 30, 2024	Dec. 31, 2023
Cash, Cash Equivalents and Marketable Securities [Abstract]		
Cash and cash equivalents	$ 201	$ 127
Marketable securities	888	632
Long-term marketable securities	2	107
Total cash, cash equivalents and marketable securities	$ 1,091	$ 866

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Cash, Cash Equivalents and Marketable Securities - Additional Information (Details)

	3 Months Ended		9 Months Ended		12 Months Ended
	Sep. 30, 2024 USD ($) position	Sep. 30, 2023 USD ($)	Sep. 30, 2024 USD ($) position	Sep. 30, 2023 USD ($)	Dec. 31, 2023 USD ($) position
Cash, Cash Equivalents and Marketable Securities [Abstract]					
Number of positions in securities in unrealized loss | position	21		21		105
Credit related losses | $	$ 0	$ 0	$ 0	$ 0	$ 0

XML 67 R48.htm IDEA: XBRL DOCUMENT

Cash, Cash Equivalents and Marketable Securities - Reconciliation of Cash, Cash Equivalents and Restricted Cash (Details) - USD ($) $ in Millions

	Sep. 30, 2024	Dec. 31, 2023	Sep. 30, 2023	Dec. 31, 2022
Cash, Cash Equivalents and Marketable Securities [Abstract]				
Cash and cash equivalents	$ 201	$ 127	$ 184	
Restricted cash (included in Other noncurrent assets)	3		3	
Total cash, cash equivalents and restricted cash	$ 204	$ 130	$ 187	$ 209
Restricted Cash, Noncurrent, Statement of Financial Position [Extensible Enumeration]	Other noncurrent assets ($— and $6 from a related party)		Other noncurrent assets ($— and $6 from a related party)	

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Condensed Consolidated Balance Sheet Components - Summary of Prepaid and Other Current Assets (Details) - USD ($) $ in Millions

	Sep. 30, 2024	Dec. 31, 2023
Balance Sheet Related Disclosures [Abstract]		
Prepaid expenses and other assets	$ 17	$ 30
Accrued interest receivable	5	4
Total prepaid expenses and other current assets	$ 22	$ 34

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Condensed Consolidated Balance Sheet Components - Summary of Other Current Liabilities

	Sep. 30, 2024	Dec. 31, 2023

(Details) - USD ($) $ in Millions		
Balance Sheet Related Disclosures [Abstract]		
Accrued research and development	$ 57	$ 36
Accrued personnel expenses	27	26
Current portion of lease liabilities	11	11
Other	2	3
Total other current liabilities	$ 97	$ 76

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Long-term Debt - Schedule of Long-Term Debt Instruments (Details) - USD ($) $ in Millions	Sep. 30, 2024	Dec. 31, 2023
Debt Disclosure [Abstract]		
Long-term debt, non-current (Contractual maturity 2029)	$ 50	$ 0
Unamortized discounts and issuance costs	(3)	0
Total long-term debt	$ 47	$ 0

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Long-term Debt - Narrative (Details) - USD ($) $ in Millions		3 Months Ended	9 Months Ended
	Aug. 27, 2024	Sep. 30, 2024	Sep. 30, 2024
Debt Instrument [Line Items]			
Interest expense, debt		$ 1	$ 1
Debt instrument, interest rate, effective percentage		13.39%	13.39%
Hercules Agreement | Secured Debt			
Debt Instrument [Line Items]			
Debt instrument, face amount	$ 250	$ 50	$ 50
Proceeds from issuance of secured debt	50		
Debt Instrument, additional committed amount	100		
Debt Instrument, minimum increments amount	25		
Debt instrument, face amount, contingently available	$ 100		
Debt instrument, term, extension period	12 months		
Debt instrument, periodic payment, principal, term	13 months		
Debt instrument, periodic payment, interest, term	48 months		
Debt instrument, interest rate, stated percentage	10.45%		
Debt instrument, basis spread on variable rate	1.95%		
Debt Instrument, variable interest rate, Type [Extensible Enumeration]	Prime Rate [Member]		
Debt instrument, upfront facility fees, amount	$ 1		
Debt instrument, term charge, percentage	7.75%		
Debt instrument, cash balance requirement, minimum, percentage	50.00%		
Debt instrument, unused borrowing capacity, amount		$ 200	$ 200
Debt instrument, face amount, contingently issuable	$ 100		
Hercules Agreement | Secured Debt | Prior to First Anniversary of the Funding Date			
Debt Instrument [Line Items]			
Debt instrument, repayment, percentage	3.00%		
Hercules Agreement | Secured Debt | Between the First and Second Anniversary of the Funding Date			
Debt Instrument [Line Items]			
Debt instrument, repayment, percentage	2.00%		
Hercules Agreement | Secured Debt | Thereafter of the Funding Date			
Debt Instrument [Line Items]			
Debt instrument, repayment, percentage	1.00%		

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Long-term Debt - Schedule of Maturities of Long-Term Debt (Details) - Hercules Agreement $ in Millions	Sep. 30, 2024 USD ($)
Debt Instrument [Line Items]	
2028	$ 15
2029	39
Total payments	$ 54

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Leases - Summary of Cash and Non-cash Information Related to Operating Leases (Details) - USD ($) $ in Millions	9 Months Ended	
	Sep. 30, 2024	Sep. 30, 2023
Leases [Abstract]		
Cash paid for amounts included in measurement of lease liabilities	$ 12	$ 12
Cash received from tenant improvement allowances	0	8
Recognition of tenant improvement allowance receivable included in Other current liabilities	$ 0	$ 4

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Leases - Additional Information (Details) - USD ($) $ in Millions	3 Months Ended			9 Months Ended		
	Sep. 30, 2024	Mar. 31, 2024	Sep. 30, 2023	Sep. 30, 2024	Sep. 30, 2023	Dec. 31, 2023
Leases [Abstract]						
Impairment of long-lived assets	$ 0	$ 20	$ 0	$ 20	$ 0	
Deposits for letters of credit	$ 3			$ 3		$ 3

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Stockholders' Equity - Additional Information (Details) - USD ($) $ / shares in Units, shares in Millions, $ in Millions	1 Months Ended	3 Months Ended				
	Jan. 29, 2024	Jun. 27, 2023	Aug. 31, 2023	Mar. 31, 2024	Sep. 30, 2023	Jun. 30, 2023	Sep. 30, 2024
Class of Stock [Line Items]							
Common stock share value				$ 228	$ 5	$ 20	
At-the-Market Facility							
Class of Stock [Line Items]							
Sale of stock, number of shares issued in transaction (in shares)			0.2				
Sale of stock, consideration received on transaction			$ 5				
Third Stock Purchase Agreement Amendment							
Class of Stock [Line Items]							
Contract with customer, asset, before allowance for credit loss							$ 228
Capitalized contract cost, gross							$ 5

Gilead | Second Stock Purchase Agreement		
Class of Stock [Line Items]		
Common stock shares issued (in shares)	1.0	
Shares issued, price per share (in dollars per share)	$ 19.26	
Common stock share value	$ 20	
Gilead | Third Stock Purchase Agreement Amendment		
Class of Stock [Line Items]		
Common stock shares issued (in shares)	15.2	
Shares issued, price per share (in dollars per share)	$ 21.00	
Common stock share value	$ 320	
Premiums earned, net	$ 87	

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Fair Value Measurements - Schedule of Assets and Liabilities Measured at Fair Value on Recurring Basis (Details) - Fair Value On Recurring Basis - USD ($) $ in Millions

	Sep. 30, 2024	Dec. 31, 2023
Fair Value Assets And Liabilities Measured On Recurring And Nonrecurring Basis [Line Items]		
Total assets measured at fair value	$ 1,091	$ 866
Total liabilities measured at fair value	21	19
Liability for sale of future royalties		
Fair Value Assets And Liabilities Measured On Recurring And Nonrecurring Basis [Line Items]		
Total liabilities measured at fair value	21	19
Money market funds		
Fair Value Assets And Liabilities Measured On Recurring And Nonrecurring Basis [Line Items]		
Total assets measured at fair value	134	85
U.S. treasury securities		
Fair Value Assets And Liabilities Measured On Recurring And Nonrecurring Basis [Line Items]		
Total assets measured at fair value	258	213
Corporate securities and commercial paper		
Fair Value Assets And Liabilities Measured On Recurring And Nonrecurring Basis [Line Items]		
Total assets measured at fair value	668	471
U.S. government agency obligations		
Fair Value Assets And Liabilities Measured On Recurring And Nonrecurring Basis [Line Items]		
Total assets measured at fair value	9	
U.S. government agency securities		
Fair Value Assets And Liabilities Measured On Recurring And Nonrecurring Basis [Line Items]		
Total assets measured at fair value		90
Certificate of deposit		
Fair Value Assets And Liabilities Measured On Recurring And Nonrecurring Basis [Line Items]		
Total assets measured at fair value	22	7
Level 1		
Fair Value Assets And Liabilities Measured On Recurring And Nonrecurring Basis [Line Items]		
Total assets measured at fair value	134	85
Total liabilities measured at fair value	0	0
Level 1 | Liability for sale of future royalties		
Fair Value Assets And Liabilities Measured On Recurring And Nonrecurring Basis [Line Items]		
Total liabilities measured at fair value	0	0
Level 1 | Money market funds		
Fair Value Assets And Liabilities Measured On Recurring And Nonrecurring Basis [Line Items]		
Total assets measured at fair value	134	85
Level 1 | U.S. treasury securities		
Fair Value Assets And Liabilities Measured On Recurring And Nonrecurring Basis [Line Items]		
Total assets measured at fair value	0	0
Level 1 | Corporate securities and commercial paper		
Fair Value Assets And Liabilities Measured On Recurring And Nonrecurring Basis [Line Items]		
Total assets measured at fair value	0	0
Level 1 | U.S. government agency obligations		
Fair Value Assets And Liabilities Measured On Recurring And Nonrecurring Basis [Line Items]		
Total assets measured at fair value	0	
Level 1 | U.S. government agency securities		
Fair Value Assets And Liabilities Measured On Recurring And Nonrecurring Basis [Line Items]		
Total assets measured at fair value		0
Level 1 | Certificate of deposit		
Fair Value Assets And Liabilities Measured On Recurring And Nonrecurring Basis [Line Items]		
Total assets measured at fair value	0	0
Level 2		
Fair Value Assets And Liabilities Measured On Recurring And Nonrecurring Basis [Line Items]		
Total assets measured at fair value	957	781
Total liabilities measured at fair value	0	0
Level 2 | Liability for sale of future royalties		
Fair Value Assets And Liabilities Measured On Recurring And Nonrecurring Basis [Line Items]		
Total liabilities measured at fair value	0	0
Level 2 | Money market funds		
Fair Value Assets And Liabilities Measured On Recurring And Nonrecurring Basis [Line Items]		
Total assets measured at fair value	0	0
Level 2 | U.S. treasury securities		
Fair Value Assets And Liabilities Measured On Recurring And Nonrecurring Basis [Line Items]		
Total assets measured at fair value	258	213
Level 2 | Corporate securities and commercial paper		
Fair Value Assets And Liabilities Measured On Recurring And Nonrecurring Basis [Line Items]		
Total assets measured at fair value	668	471
Level 2 | U.S. government agency obligations		
Fair Value Assets And Liabilities Measured On Recurring And Nonrecurring Basis [Line Items]		
Total assets measured at fair value	9	
Level 2 | U.S. government agency securities		
Fair Value Assets And Liabilities Measured On Recurring And Nonrecurring Basis [Line Items]		
Total assets measured at fair value		90
Level 2 | Certificate of deposit		
Fair Value Assets And Liabilities Measured On Recurring And Nonrecurring Basis [Line Items]		
Total assets measured at fair value	22	7
Level 3		
Fair Value Assets And Liabilities Measured On Recurring And Nonrecurring Basis [Line Items]		

Total assets measured at fair value	0	0	
Total liabilities measured at fair value	21	19	
Level 3 | Liability for sale of future royalties			
Fair Value Assets And Liabilities Measured On Recurring And Nonrecurring Basis [Line Items]			
Total liabilities measured at fair value	21	19	
Level 3 | Money market funds			
Fair Value Assets And Liabilities Measured On Recurring And Nonrecurring Basis [Line Items]			
Total assets measured at fair value	0	0	
Level 3 | U.S. treasury securities			
Fair Value Assets And Liabilities Measured On Recurring And Nonrecurring Basis [Line Items]			
Total assets measured at fair value	0	0	
Level 3 | Corporate securities and commercial paper			
Fair Value Assets And Liabilities Measured On Recurring And Nonrecurring Basis [Line Items]			
Total assets measured at fair value	0	0	
Level 3 | U.S. government agency obligations			
Fair Value Assets And Liabilities Measured On Recurring And Nonrecurring Basis [Line Items]			
Total assets measured at fair value	0		
Level 3 | U.S. government agency securities			
Fair Value Assets And Liabilities Measured On Recurring And Nonrecurring Basis [Line Items]			
Total assets measured at fair value		0	
Level 3 | Certificate of deposit			
Fair Value Assets And Liabilities Measured On Recurring And Nonrecurring Basis [Line Items]			
Total assets measured at fair value	$ 0	$ 0	

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Fair Value Measurements - Additional Information (Details) - BVF Partners L.P. - USD ($) $ in Millions	**3 Months Ended**		**12 Months Ended**		
	Jun. 30, 2023	**Mar. 31, 2023**	**Mar. 31, 2022**	**Dec. 31, 2022**	**Dec. 31, 2021**
BVF Agreement					
Fair Value Assets And Liabilities Measured On Recurring And Nonrecurring Basis [Line Items]					
Non-refundable payments received				$ 15	$ 15
Imputed effective rate of interest on unamortized portion of liability	10.10%	20.60%	20.60%		
BVF Agreement | Maximum					
Fair Value Assets And Liabilities Measured On Recurring And Nonrecurring Basis [Line Items]					
Contingent payments upon achievement of certain clinical and regulatory milestones					73
Gilead Collaboration Agreement | Maximum					
Fair Value Assets And Liabilities Measured On Recurring And Nonrecurring Basis [Line Items]					
Contingent payments upon achievement of certain clinical and regulatory milestones					$ 160

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Fair Value Measurements - Summary of Changes of Liabilities for Sale of Future Royalties (Details) - BVF Partners L.P. - BVF Agreement - USD ($) $ in Millions	**9 Months Ended**	
	Sep. 30, 2024	**Sep. 30, 2023**
Fair Value, Liabilities Measured on Recurring Basis, Unobservable Input Reconciliation, Calculation [Roll Forward]		
Beginning balance	$ 19	$ 17
Interest accretion	2	2
Ending balance	$ 21	$ 19

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F<-0HACA*FNVB<5@$_9Y>PTG!Z(++9OVX?H;5.VPLCO='U!=*Y \FIS_LC0'MHYI9";V$5FJ?JH,@H%\,D>/N5Z> HWEL:\4*Z"'>P'_T=HWPJOX@L Y M?RY]SZ7ON?0]H=*W-R-]9\'3BUO>1FY;Q/NN,=K7."XH8U=RSTS0LS0[=R2^]VE+ZU)CA* M]+',<$X>RPP[9SR2';9WH!TU^_9==N0CI?!3ET.X&D*^_VVZG=PZ,)Z8D;D* MTU*0;\YZ<5X&N(YV02Y?9A7;>?8T=[Y\%1L*/O/)8=QXCRHB'NH8;8S\_# MAWE[7YAGE<90-!1M:*PD+$:W8+C7\2P4X&1@+:_'@Z]1 O)256 Q6\8#*Y"B M?$R.1>APY=<7^/1DN/;IF6U;J\I=QEM(E(YPFF8$V>KRMYEL<%5'<]56_*P MOFH]M!5.S_Y9KF4Q9Z;RWRT."2Q;B%D2XDU=[=7GFYRN>B)V^I=W MP6#R_7#)1P_E.^=?]%U#KG[VW>/Z;L[2$R<><4171% B.5' 86%S+D4.Z2 MD 83 >LX=SFW]XPD6L_UC6'ODRWSEPVSK>_U[F M$RQ#!'[!?8]*@!&K8KZZKT_Y)9P[M'OQ@2";_.;I/;=X Q\U*M:I60K$3]+ M!WP?D@9CC%OT-%^/%&*MIK&MQMHQ#'F 6/,.H68XWX=%FAHSU8NL.8T*;T'5 M0.4_V]0-:/8--!R1!5XQF;8VH^1."CS<_N\L,+$CN'MB[\!4$L#!!0 (M "R#9ED=-A:#RP4 ,D> 8 >&PO=V]R:W-H965T&ULMM9EK;]LV%(,_"N$_PP;4L4C92=PY!APU68.UB1NG+;IA'VB)MH5*HD=2#.3*N4&;M6\HY=**@(2L,\[S33LKCK#4<%,_&;CB0N4GB3(P5T7F;MCA7<=4J5*$Y%IF.9$25F%ZT1 M?1OXS847WR)O4H_NR8692KE=WMS$UVT/%LBD8C06 D,_QY%()+$*D$Y_M*.MMLK?M('/KW?]UP4\P$RY%H%,OL:165RTSELD$C.>)^9>KMZ++5#/ZH4RT<5? MLM[V^VV2)AK(]A,)0@C,/?_ZTK8CG ;PF@&T#V*L 6O<+_C,+T W)2NP MWG'#AP,E5T39KT'7A1U4T0#39S9-$Z,@K@8T+1O M.N$V_G(3SVKB^^2CS.Q"DZLL$M'+^ Z4I2P0VQ7HD]&"$[$\(,!WAC"/=1WE M"?#PN]#4A;\HCE_6CU_H^6C]_#V:;J,@R?WC]J&-0M>M8/OA6[WDH;AH04?3 M0CV*UO"7G^B]][L+[P>)O8#MEK!=3'WX3H8Y=%%#'M9+X2+%PZG7_N1"0[,: M(O5*[-YA2)]RKHQ0R9K*>`X8V%BF5D>R&! M<<<"9/%RI[^>U'0^-;\AY5G*>'=@R%8H< 0^&D@D;*;7M] M0R8&>B;1B@0RSXQ;P__(60M[U-]=N8COH*;(SWP$/03Y@3^1FPAZ;CR+PX(: M;%D-M0N&*_6ZQZ^ZTQS!+M')+%#Y(#]!)O[8)VNCR<0NA9VU<_P/12L317'W]8W-MBK.YF;S3]4R<\+C ??!YXN0ZAEEBE5EBN)W9I9)T M1GA84[[*&;&;#G%&0*V57.)ME2Y%(F%!RYY[+'L5OSIV:.(]]REDY(G:0([K) M8)F!V9VS2U&^_W=RXHIUG.UY2O.D#L(_T ME0HUMQWS#U P"_(Z9)G[M3B@O6@Q__K/(_#+L5:O8DY7'8IST*G_<'-MG4<78^6%V$$;10&.]I,WTT6B2?RIW"G<=]^D4?/6+?']])/A&&Z'56Z'X69E M-UU>Q]J:VV\"O!]VN[E'KMVFK.V[08]A?_S*_OBX:QFE(HN*O0]OX:%SZM@C5K.VVWX>DI< M[!/O9/RA?]?S[+#03GC%&:HFH=V3W)P:ED_+<)I1<3K9]3[?'/)^Y';^U"01 M.PCU3LY@P%.,<)/.C9'+XNAQ*HV1:7&Y$#P2RGX [V=2FMV-_8'R!'KX'U!+_M P04 " L@V992VV*XT & M(@ & 'AL+W=O&9C:N9?4W<;3\3(]M, ;D@ M]E_7PD(# ^FB.!OR(39P[I'N@ZN#S.*)9O_F>T(8>D[B_+\=[1D[W$PF^69/.MDB ?TP.)^94MS9*.\<_L:\D/&0G"PBB))]@P9LDB-+1>L[$]X\4OJO.+@/;T>&F!&)R88)BH!_G,B*.MQ+%@XO)XKR(=U6,*P_;W% .;"^>Y,X]\3E8T_B<*V?YVY(O02+,!,68/].E/.M4CDT%7P,&N?%?_1488T1VAQS1I/*F,\@B=+R,WBN M$RX#RP:X,L&O@]QA8 ME8%U[@AV96"?.*T,BA6*Y]&/.TD1/Q;3N,H#]@_6#/^P>N!Y8ANT=<#R0*1UQQ=H^]K#UU> M?$#Y/LA(C]{4?8[B6%R\0A?MP\6$\0F*82,;.C)WY61PSV0L!)FF;\)CGT\[M!.P]O;VKL9_PP_31P2_1N<.;PC4YC)%E7"%L8!N8S^\B<8 M5ET]5L%G]?`]D!-)CR2_@1);FM]P]>AV_.DAV)#;$6]G.D^X0>3Z(C@37V73(.AN2S!N2S!^(MK).)69V)F;,.'CACD&WV*$A#ON:>N)@XB*4.7=ZGF_@8\]9_@7FOQ^*?A0O8 MA>.*A2+ERB8C&WHB6<1AVXPF*.!GXF)1.009^_$!RFHYH6FKG$S1LC]5JV(< MN7)5B&7/\;6MG8N%O5M(.BD!=QZL1.O8SP((R\<>DS7R4:\FN>HUQ2X_H3;ZM)D_LJA%%\5C&6(_NL M8G#/:FDVDM;4ZK2RKSZ2+UF\][5E68+ L_B%RHWNLT/D33MUXV>L_4^[XO7.;&/+>@M;W/ET0C((P":*V4+@(\BB,>Q[&$$;IF7]I]^(BXC=KN=5S)3;DH@VZC%(4 MTC@.LM9%4-570\RT/:O$S-L88^Q;.N=/C@Q@A,?R?>]#,&ML]*A]LY&&IEX;M0K$)H_@HGG'>$!WWC.BX/Q_=P B*#@@#KCPYNQ"36B\EUN2]X%'N*C"!+>#@X\ M.HB*C<2P1A50SGMOOQS;!NM/SED@.G<'D]U 0-.'%=KXD.C6'TFW4 V*A5K ME=.Y@6Q7GBZ4YMM#]9]\&DK5Y-50],<&;R ME5_*4;6W"09.2_U6Y3\HFSW>9.,#_K+0.8!-95F\0QK#E[]""!CVZ'#>Z'.MU^=?BL7(EENE'6NYW M.#O H)O.@]Y@[+Y0[%U\](\/.#9.SJ]L'CS5D8DLT;E,T?BJV;A>,!:NN? M;L[H .HSQUQN "K$E/< 0R6G\OUF-+#2>OG[X1DN^*]@YP+IF/*R[\WZ[/U MNPT?BU_TI?-WYLW*!,Y[YHU?OKG0T),\LQ"?]=C;F)0F.]YC9JZ]7L(U%)?$M=RZ(YWB!83VKUYQ[IG#^G_?HA[V?)<-O9.*??,$S?'=P@'P/9"_X1F),M, G M'*6[=K5(05P0>(C9/DGS+:,%2@M2B4O3!)(7*V;ATIEQ981E,Y_;A.+M=B.^=_M0\(NQ&MCHBYF.FX@0ZD(FE0$+Z2"E8\(/@C]NRFX7G/=^*]D06-86-C9)8@# M6.N??W+'S]\FD0U)%@Y)%@U$=E:#45.#T0LUD$!%O",T3_"U<,#W7;&[%4]P MT-WL@N3XCL7.)2#F!QI&#M2Y61T*J"6"@V(M@[!D(X(NY#IS"S"<9. <6\" M_DQC'6<9?W@2_QH3C;!G'3T M$[@MH78A':$;(${04FH7,Y],E3IM4C$=1*GD7_)B9^WU]%,E#DD6#DD6#41V M5]Y94Z[9>RIWUM6L^K+ ^"^QMK/]E9]#LH6#LH6#<5V7!>3/8O[GB*MO9U]9](2]0'B.BV5 M&C!>2\E1/^8\'=Y3.KP?E>EKNFH_^YME.R1;."A;:I3;>9V>]E#NNVZBW.[>MIB/.+]0K6\.VJB/.7DR5#OOD$ (CV9.G/Q+CW.>]VF@VL\T)T^?R7*4U?^U>_MK5S#?*A/LI#CR?ZZCCKAHIMFDO"8(.NG.L)/E^B.B&]!HH7Y1'(/5>8YO)R M!S0!H0%X?\.Y>AQH\'TYW?(_4$L#!!0 ("R#9EFL99V9Y ( ),) 8 M >&PO=V]R:W-H965T&ULK59K;],P%/TK5I@02&QY.NM& M&VE]("8OF%8 /B_^N(G:6#AQL-UV_'NNG31K.[=,L"^_!^<*G MS E1Z*%@1IPZN5+5I>O*_"<%EF>\(B7,++@HL(*N6+JR$@1GAE0P_"\V"TP_M+9UD8.9N13+@*\5H26X%D]NBP.+WB#"^&3]^LQVXH\MW_M GIN]Y+1@I22\A()LA@Z5_{E_9X_.A*R4:NM)%V.N?\!^Y<9T/'TP$11E*EM%3!\UF1,&_"$,:O1M-IE]3$W?96_8/O#E[F6](O9]]HIO*ATW=01A9XQ=0=_MWWPDC9^>UDLYD^87;1]LYZ!T)14O&C)$4-"R_N:*)@\[!-"Q$X*&$'0)T0%"_MV!#"YZX0-83HN2OT&H*Q(M,>3>(F6.%D(/@&"8T&_=TPV3=LR!'-CO_M_KTGU??2T;8;H_0Z(4'_M]*[+E!?D<3N@[U=S]03\O7_82EV+178Q?>1=R@JG9.C_=I)$K(F3O'[EQ)Y[M6YY?4FSRDF+3%Q+;JTC45B0ZIJ\AKN#P3_0EOZ;&1NFOB#6R>E%,'#?NUFU.M8.[!?3@1=_MLT\17;M_14R?/B*R;@U&1\UN7^;'JE,*FEU[%CP9QW.!,+QN_W.OXMH"\(M.C;=G5NF(&)KG<)U5[5]CY1VM'V!7%E+L[_^_B_'/N6\0F\..H'P]_5RY.MP6))2XD86_MCLY?U8;26CF74]\C$)@GA<4%Z.%G/([58NY]+2.M_2_9K42]*@HJGS^S7#Q>C_#HY<-W?K_1YL-X,=_2>W;'](_MK82W\2%*Q@M6.M*BY*)-GZ>O0)7RY),!RLQ=^6.M+,.]),#QC9(0RMJ95KK^+QR]L_M3VABXJ4B5_8O>MS;!B.45D[+8N\," I>UO_ITWXB6@XXZG$@>\P=RJD.X=P@MMT1J9I75#_5W.I7A$TEA#/-@Y\9Z_QM>FF6\TO)^Y>"G%TM19K.H+$/PI$3._M,ZKAY3/:.9DR=&<"*W2.?MS=H_.;J SQ$OTE>X.[:]0&'P$9&_1!IWY.#[#4O\'5OW\-A]#.0/L F\/:'QPC[VE92LU(@J M!30O?7S])$_@"FR2[6E*:L>014D\G=LM'C_#L?!E8_=&P4[XAH>N(9#T1=+_M]C;(EAE*S0[62$=S8&\=Q7K4!$.93K!;D$"/!_OVF1<&TRF!YLCC.$!8S2(M\2N5#TS35;.BZ!,.VF-G21)!Y]K$X?$CV]RP#<9Q/>=I0RFS>!;.M2U$@J+ZAX^6VL(S-\P(/6U-%U 6MM .)]'YM&O#ASAVX!#20>R:A)$?\?2 M>#J(^"^A.7X"N*D[G>WTK.&Y1DF(_?B2 [YD$-^?HKP_UTP6T*5/3.;$G<<. M3M<"!SVE-CO@G+VR\K 5@%R!*VZZP1,$67]$)=,.^C#,'0=2M-]=DTC.7.&C4 M*1A$^9OL!VS"GDPX3CPT.XAXN+.7%)V1N M?\,NW8]&)9-N*OBL@MFD!UPCA/@T)PI$[WV%W33PV/>6)&RG$PUIXP]8.UB2#G.ZQLF*0\[.P M3OFVE?33.R MAX?U[UA-7D/I&3SL3*0KA).>S<.Z.%AU>LFP\=V3X3M1ORRX9CADU/#%3^2MS+IL7*.P3WEP(Y'X5(W.V.HK-]A5O.A)"-5D5';UY+"5?T<-C= MMOF.HIZ=*&FDD0Q+XU(4!==%WPY^V-O?6!'WS/+__QTS;.23X&%.NM.B?=B(-M/(.]M97[Z97=]>AG_TEM4'Y_^:CV1M&.N;<.IH/29U<7CA3*3($M;9IEW)PR MH%V9'?LY'.3NN7OOB[167 1! $VO8[@4 =:.5L[!#94LBL4!?!K_0+;^TIO MA.3_LNP*S?#%Y.4[1#.G[$%>OSW$0=C>T/K.DFO6 ;(2=# M[M&^3^J"4*2**.N1S;.90+Y:]HCY9W$;LF/2V1-$).AH6\EDC56XM>]*Y63^*N M4G],HKBO+3;*3DY1]%;,MDG[B_!CS]6&LQ/W6;D[\7'K;LY&PO=V]R:W-H965T&ULM92;.N.V$(9?A5710*DULG'U#:.0."C;BT6#&-M>T]+8(D*1*DG,-MNWWZ#B5%ULG*&EAO:%*:&7XS//S4\BS5FTX #/F:.[[P_>&'G'O-@'[GJ9T0-LP7S)7A3VW"I*S%(0FDE!%.Q7SB_^X\8?M6X?)0(.D:$A*/Z=8.N7F5Y]^@3&ABXT62Z_R7G$M:SR'1 M41N9ELY(D#)1 _.O92%]#IAHOT 0.@3?ZQ^6#F&>.:$&6I_5,#5TOE3P39:TQ MFFWDMB-%C),"_<&6EIS%U&#GB7([B!:,&UB3NQ>] M0)@$#(LHOR<_D2_;9W+WZ9[H!-]HP@3YS#C'B=$/Y%.]NW0-8MK!W*A$>BJ0 M@BM(6\A&)/0>2. %XQ[WS;#[,T3H[N?N8=/=O>)4%0[]"@5YO/&5>*\0 3O1*

M'0>R5S(E6'%,=U+1?!EF5!D!"K..CLK6J" _28H!!/H#=5Z>U/UVZ!WI.79-P M7!DTN,..QSD_@.G2Q$A10E&]-8XEWU\1.:!);?#9I,77-?&];3_@N (<#P(^ MPQZ0+,,3X 3B"(,E'/>,WV;!VBS\?L1)A3BY$?%2SS[*26<6@_FB1=FU";U9 M/^:TPIP,8FYDFN):O,.B>GNP2Y*<*#\"N<-]&-OEJC3)<#'DF_6^#[R(OZA!-M>2/_P6^X=F#?O9A3^[-,!\4>C1)%*O?[#X-HWB;2 -[K#/M8\]K@0_-*CG M%?7\=FJF]?%CXB+PO+%01^W5W#6:36I&#>9%O;RXG1G%71LJ8B8.'X$OO@>\ M:W0=W/=T0A6#MYW-*@3..L??_"GWL^] M&O,?16MF6U_E__\6G7*$OF'4F]D^DRN[PK_(I3^LES?H3AFIOBW&N[?'\KL M^1=A](>5\2;A\,O*MPC;D%V;^?@*Y44= 5O<AO%A1?Z,[U@`0FG50%N-MN_H^7QH14'?,3+ +,]EFZ?&(B>W-1V+GXS_:E(_$I@^P.9IV.Z;^UZ$ES.OD?__O1 MIV/=(\,3)(PB80P)XR"8I-SPH-S03;F!%/O$3(YTD<0360ES:UO7(2)A&1)& M[*;P@W$BMP5%1F1ZQ&$,`_W^=RO?,.6\W=-->#_)@5%R#X/"4N1L P)(T@81<(8$L9!,$GD M\4'DL,4[Y`7!L,%VUO:O?$)S\^MU)\NZ6],6,A*5(6!9K]P/C"Z7G-M(5)L]2J4F95I*K,A/]8B>?_109+D/"")&$S8$0X;C M()@DMLE!;!.KV/87^.$N6[3<#Y[:D5.^&_F9Q/9$BH^;9:;<%E]#N79N2%B&MA)'S+4&1\)2QD$P26[3@]RF5KG]RS!*7VW;[?;&$94@80<(H$L:0,&X[WY+]#9?55:RJ^V?!&>}3*:<&&T[$B+RO=55Y(M6(:$$2,@FL6QTGBH("2P/ROR**/K1++MLL3"<*/>75(MX3&1+B5[*H3!Z6E M'4W*$887X]GQ/R5'"*T @=(HE,.@-(ZBR0(^LH%\!P'W$ZZO?2V3L=]WVI,Z MZQ%)RZ T8F@:/PC49*$T)C/$"':!FBXT[169+ZF^,$7\EW1%[*#G3@_JB_CN MQ@BT @1*HU :@](XBB9K6-@C_DOX(QU4ZOV5F24(L$2B.&YC"8)-"8 MS!#38).8]CKAD_C"*/%?TRGQH58)E9)",1F41J T"J4Q*(VC:++R4N,P4#@R4P524'-4B@M Q^(SU:@T(C,BB-HVBR\(3A-ES MW-8,-%=s4'I[*JM*@K@B4ED%!U5]C4!KK^1\/6WNN MSDYVOAV#>B.:[_F3')+J(U3LRJ!<"I5$HC4%I'$63-2N\D.#%"^FGU43/*R>J M;6$$1%,7C,_@DRW-MSZ&T%$K+H#0"I5$HC4%I'$63Y2YLE,!NHSP[OP(U4*"T-- -%,U1SK4&A$1F4QE$T67C"@ CM M!L2SGLD,SV;XY_;PS@*$/OD!11$HC4)1#$KCUM,NZT]X#Z'=>[#E]T(]R3Z< M.$*#/OT!I650&H'2*)3&^IPJC@HI2^WH=5AV#^-/S!NUDUV'U!.VM'.S!N%MQB10&H72&)3&4319L\+^".WVQS/FC7;$XQ>8Z/-&(]&=)0AU!. T$NK.@V'> M*#0F,\0TS!LU[75BWF@H3(S0;F+T?C#3K!V#5Q"K7L'<7@5G\?2)F4%C$BB-M0FD,2N,HFBQ'X4^$=G_B[#.69AGJfV"*DD!5(=2B@-(R*(V$!HLB]+4N#&J1 M&&(.I]%,[<+TO<8G>C#A4(2OZ5"$4(<"2DNAM Q*(U :A=(8E,91-%GNPJ$(M7\;AL&.=A0UU^$+=?/!CS:(P[*6_(LBE#/S@>! MEH(V[*28%/8J.7> 4).BSS'2\]?(H+7B*)K\FFAA4T0XFR+2$_/;,-0>SK7;.M@=(R*(WT: T*C9<5*(R*Z/E&163(?D>]T*^!92606D$2J-0&NMQIC@]HBPT85-$5[4I MCA^=C8PZA-H44%H:Z3;%,&Q_KQT @1*HU :@{(XBB8+^&@Q$5?/XKQP=<]B M.E92]F8/ZZQ'[&PK.(^G@6]LC.*H1Z%E :B7!YM%M"8S!#3X%D8lCKA643"LXA>Tl.(HD)X%E)9",1F41J T"J4Q*(VC:++\S M#$l[^MC4UV\AH>^,:5!X9/$+@N"]-)@1Y2Ff[26J M!.UA724(I650&HD-CW4D8^5^FD)C,D/,H3\.U7EI[JJ9;R!CX6_$=G^Cl^L> MS=J!0@T*2DMC_55/Y_)^T H0*(U":0Q^XRB;K&'AD,2..X+TTZZ>D===3?_;(-MSI*$FB=0&C$TAR'U!XW)###$-J3_37]?Z/6%VQ.$K#IQCJ\!I:506@:E$2B- M0FD,2N,HFBQW88W=FODV6M0(U/]NKBZDO.{ &S* T]71\XW!H $YBB;+3CH2PL=V!<9EFE.OI M2$<V:H3^V<BMO.= ME08U6Z T]51*(WU.54<%5*6FO!08KN'TN]MD^8A,_31#R@MC?6'.F;^1:AF M>* 6"Y1&H30&I7$43=:LL%AB%XNEGU8-JWF$6EH;ZJQ :1F41@S-X<==3+:T- M=58,,8>S*%&[0\->)I({B?!!DM=(D+[.:AQWK+&RH?P.E98EIX0_UF4]H2 JE,2B-HVBR7H5CD^ 6_K'CG#4: M;&ZWFMZ!!LR@- *ET?.-P:].8HFRTZ8/@EN,9'$\'R&.IG,\LZYPX,:-5 ;MZ=$:%!J106D<19.%)^R7Q&Z_/.LITHIY!><9[;@_K+$"HH0*E$2B-0FD,2N/6 MTR[K3]@IR?.74^^*2O-F9YK0H$^Q0&D9E$;@- JEL42W8[13Q5$A9:D)"R5! M+))N3-DD^D+DAMFP[OQ4NP3,X/&)%:A=(8E,91-%F+PE5),5J8V$94@80<(H$L:0,&X[WY+]#9?55:RJ^V?!&>}3*:<&&T[$B+RO=55Y(M6(:$$2,@FL6QTGBH("2P/ROR**/K1++MLL3"<*/>75(MX3&1+B5[*H3!Z6E M'4W*$887X]GQ/R5'"*T @=(HE,.@-(ZBR0(^LH%\!P'W$ZZO?2V3L=]WVI,Z MZQ%)RZ T8F@:/PC49*$T)C/$"':!FBXT[169+ZF^,$7\EW1%[*#G3@_JB_CN MQ@BT @1*HU :@](XBB9K6-@C_DOX(QU4ZOV5F24(L$2B.&YC"8)-"8 MS!#38).8]CKAD_C"*/%?TRGQH58)E9)",1F41J T"J4Q*(VC:++\S M#$l[^MC4UV\AH>^,:5!X9/$+@N"]-)@1Y2Ff[26J M!.UA724(I650&HD-CW4D8^5^FD)C,D/,H3\.U7EI[JJ9;R!CX6_$=G^Cl^L> MS=J!0@T*2DMC_55/Y_)^T H0*(U":0Q^XRB;K&'AD,2..X+TTZZ>D===3?_;(-MSI*$FB=0&C$TAR'U!XW)###$-J3_37]?Z/6%VQ.$K#IQCJ\!I:506@:E$2B- M0FD,2N/6 MTR[K3]@IR?.74^^*2O-F9YK0H$^Q0&D9E$;@- JEL42W8[13Q5$A9:D)"R5! M+))N3-DD^D+DAMFP[OQ4NP3,X/&)%:A=(8E,91-%F+PE5),5J8V$94@80<(H$L:0,&X[WY+]#9?55:RJ^V?!&>}3*:<&&T[$B+RO=55Y(M6(:$$2,@FL6QTGBH("2P/ROR**/K1++MLL3"<*/>75(MX3&1+B5[*H3!Z6E M'4W*$887X]GQ/R5'"*T @=(HE,.@-(ZBR0(^LH%\!P'W$ZZO?2V3L=]WVI,Z MZQ%)RZ T8F@:/PC49*$T)C/$"':!FBXT[169+ZF^,$7\EW1%[*#G3@_JB_CN MQ@BT @1*HU :@](XBB9K6-@C_DOX(QU4ZOV5F24(L$2B.&YC"8)-"8 MS!#38).8]CKAD_C"*/%?TRGQH58)E9)",1F41J T"J4Q*(VC:++\S M#$l[^MC4UV\AH>^,:5!X9/$+@N"]-)@1Y2Ff[26J M!.UA724(I650&HD-CW4D8^5^FD)C,D/,H3\.U7EI[JJ9;R!CX6_$=G^Cl^L> MS=J!0@T*2DMC_55/Y_)^T H0*(U":0Q^XRB;K&'AD,2..X+TTZZ>D===3?_;(-MSI*$FB=0&C$TAR'U!XW)###$-J3_37]?Z/6%VQ.$K#IQCJ\!I:506@:E$2B- M0FD,2N/6 MTR[K3]@IR?.74^^*2O-F9YK0H$^Q0&D9E$;@- JEL42W8[13Q5$A9:D)"R5! M+))N3-DD^D+DAMFP[OQ4NP3,X/&)%:A=(8E,91-%F+PE5),5J8V$94@80<(H$L:0,&X[WY+]#9?55:RJ^V?!&>}3*:<&&T[$B+RO=55Y(M6(:$$2,@FL6QTGBH("2P/ROR**/K1++MLL3"<*/>75(MX3&1+B5[*H3!Z6E M'4W*$887X]GQ/R5'"*T @=(HE,.@-(ZBR0(^LH%\!P'W$ZZO?2V3L=]WVI,Z MZQ%)RZ T8F@:/PC49*$T)C/$"':!FBXT[169+ZF^,$7\EW1%[*#G3@_JB_CN MQ@BT @1*HU :@](XBB9K6-@C_DOX(QU4ZOV5F24(L$2B.&YC"8)-"8 MS!#38).8]CKAD_C"*/%?TRGQH58)E9)",1F41J T"J4Q*(VC:++R4N,P4#@R4P524'-4B@M Q^(SU:@T(C,BB-HVBR\(3A-ES MW-8,-%=s4'I[*JM*@K@B4ED%!U5]C4!KK^1\/6WNN MSDYVOAV#>B.:[_F3')+J(U3LRJ!<"I5$HC4%I'$63-2N\D.#%"^FGU43/*R>J M;6$$1%,7C,_@DRW-MSZ&T%$K+H#0"I5$HC4%I'$63Y2YLE,!NHSP[OP(U4*"T-- -%,U1SK4&A$1F4QE$T67C"@ CM M!L2SGLD,SV;XY_;PS@*$/OD!11$HC4)1#$KCUM,NZT]X#Z'=>[#E]T(]R3Z< M.$*#/OT!I650&H'2*)3&^IPJC@HI2^WH=5AV#^-/S!NUDUV'U!.VM'.S!N%MQB10&H72&)3&4319L\+^".WVQS/FC7;$XQ>8Z/-&(]&=)0AU!. T$NK.@V'> M*#0F,\0TS!LU[75BWF@H3(S0;F+T?C#3K!V#5Q"K7L'<7@5G\?2)F4%C$BB-M0FD,2N,HFBQ'X4^$=G_B[#.69AGJfV"*DD!5(=2B@-(R*(V$!HLB]+4N#&J1 M&&(.I]%,[<+TO<8G>C#A4(2OZ5"$4(<"2DNAM Q*(U :A=(8E,91-%GNPJ$(M7\;AL&.=A0UU^$+=?/!CS:(P[*6_(LBE#/S@>! MEH(V[*28%/8J.7> 4).BSS'2\]?(H+7B*)K\FFAA4T0XFR+2$_/;,-0>SK7;.M@=(R*(WT: T*C9<5*(R*Z/E&163(?D>]T*^!92606D$2J-0&NMQIC@]HBPT85-$5[4I MCA^=C8PZA-H44%H:Z3;%,&Q_KQT @1*HU :@{(XBB8+^&@Q$5?/XKQP=<]B M.E92]F8/ZZQ'[&PK.(^G@6]LC.*H1Z%E :B7!YM%M"8S!#3X%D8lCKA643"LXA>Tl.(HD)X%E)9

*&7(R5>HS?GD?O|X{1H)$(/(29^#P[U9WY)'!A^=K-_3[P#+U.NQ95*?1QN7B]=[|'8C'C55)^5.N_",O/!.:>+ M5*+1+UN:>T_.)EA4Z5*E=C!0D,K,_:=?K!R" >?'&P:,|(1T6T6(BK?\9*_M>56H)2OP;I@-/Q"K-'](DQENRDU9P*\2QI5O/HI;D55"OSHJ83:\=A39D6_- MR-&&D1?L!Y65"!V^RV(1-!E)$CY>VH=\(;D1^R\?& C8Y')SWSC3UK M8YIOW,\;FQ4J95= :P$J.(M%^R*\"L*]G^74TW7_[]+ &,^D^[YT5Q>Z)Q' MXO4>V(.6Q:W8>_/-'%:GQRI[J#_QU)_TS=Z[,=N-9)\6P+Q*P.YD-F^=KABH4L*G]N!H+@,6\5+,5;%B;N9N&S">Q:R$:5-1++E1LM?HK4/)-D8L!D<]:-//9/W\'QZ="-+2$P1Z7(IV"Y'&C_PZ4[_W^X10+7.6 #-MV+6260J&^H)_QL&G/AL$?!++L<|-$^>N.P\'((OOC-SS-7!YCN%%?e_ ML7TVFN"?8 -8G\:/>-DS-V&<&/FA5HSGC3A)VST0CO_,3E0FU8P4H([A].V#=_M.!|-1R_#CQVKC]D)&Q[#GT^]Y$F]%?OLY!S^C$=(&OT]/V5^4TF;+:,\BE25 ME2 W\,][L=/Q'8O3|(_(^X,:U9\0[3OF4RW-K=5CF\2W%Q?B=O]WX_PP)<,XX3@3]&P](%S^9P-RH-# !/ M+8H";G,CISSA620>76F[E//C.K6TCSS%_2,:U^CC)=$|%7.992@'X DOY**0 M8'[@(&-4$%05T##X>W;!+LM-8GXG(GM\:,r R7PjV "7';'U^<. '0K7#AW%^_M1=R((R\"SC5&*T#SR{1*9,Q1*=|:"=|@=-+-3097 OL;T?U342Z% MR"#Y R#CJ2{FV'!#*2&3S#'0@H&G"D6,!,01Q*C MR$ FRL'!VAB4JEC.9&0FL^-0>QOF3.IL9C(WVOT77Z0ND74_G7/*$: R=R=G M&2 B=\LA^Y"QO_*L MS%1A=&+|K9_K201?Q MHD9:X"HVSH"$$EDY@4X/\>) M A\+S"5-3F"]IB#*A=0;9 ?K3!7$<|Z_"!)_1-TV?@PGN<)3(G>QU*$DQ55 M8OVP:OP?P!MFRGH>G'"%2:9X(9!2LFA VVHN:)G)NYH%! MX >6L$4P&S(#"WF=-BO"X+E2.<3SPD>70_87M003*(@.LWY@P*\4MU)5&CQZ MX)% 0 1(UPVTIO-|*.59;?\8YC,ZDV5&Z,70&5*G^#^3',#OLV^UR9O!^6\ M*"5<73$-$VIB9I,DW-ZYA5++!-=H|$)@7"E03@C;H 3 KHH81(_> M9!R@!N/B&K66QMC;,:+L&>F@WY;:,A<2!9RNAN$+_%|:)1S|(X*O;'%0Y693 MS*X!9_0#XS/OFAM^T4FE0^A9MZQ &@$0F5$=,0RJ8#*@0O*6Z$$@*;[P\/A!7NF(3+_796"0?3Z*!)B&,E? ML0/GL6XB*8!J,.#W673X?"LL1ZS-B98N^&2 C>[!N6056KVWGC.FU)%G]EU M58#[US8X3,1T)VQ#SE-ASHBP2^;N?F';@"M$"#=V(FII)E_ N\-+A8WD>0R M/#Z&L-Y<!;5R0T#(,\<<6&!].\Pj"XVA8,!I!42YS@:G92[9_7AMM[72\O\A#M):I%VE(D|H3YTH(TV%$W:0|"\Y/>-#\Y8|X\FII$<03+6;$*]F,CTI. _[:M^RC M%CF*0 9382(>,0&+O+L.-A.\Q*>C<(PQXGM*FHY@$@K^RFTC)}V%L M*W.W6Q A8V^?Z/'_-]'RWI&&+AIT#L7P"]4.B7I62_R75E4*0<$S>'+P19) M*V2-_ZA$"N D@<#.MQ@T/#UG[U1ZBR8'X7D*((IHRTO%Z]KO!4U$2@C=.\OS1 MW RL1Z(H.0*^LH]EF=*EMT&TW>"|?FP#/\'!Y+NEB:ICMEF_V$9^-X)&MWU MF\+ _.ZFR)%Q6-;36.407U#\;"*%%P :/E*".DPI"80SX(2"+D\'3 2D4A2$ M20Q,)\COEW#~%/^:,)\&0R9P1'11!)B_R'!KMM*!ZSR;-XWC,%W^D4,4C=4 MH41#>=022*S,000ABP[0$X#EB59N"XV3M7L+&5P!JQ3K*HE"L005-MZW5EAW M2#9O3OH,@NB)G!ER"DLB#UV"=[!3BFB1J43-5QX<8FX,.(RP(&1%VQ[ZA0GW.U/)@H99=SA=FS6*>*-_V M+4!'$*:&.9830T5.E6,6X4PLXAI0*YB0J^8Y2M;$90=G=6B.E"X/E1K?;L)[6OHWV] N%=^4:Y[7# #U.#A*M8]DZ@R^H&I9Q9D M(3 >)G>RMPE7 S[#W/ K[O6W.DQ?R&U!%1%68-E8\B/@/PD7K*,Y)AE97!O M%-H68H:CB|ZZRSV]+:,&Y4/[+<:=0@ZR7!VHGI:DXD!7SF&UKI#>(E.^ M@F>E;*H(5L:.OY:NMD)$6]LP Q2TV0"N!GJILNPF8=MM$=D;RT1#WU+3U[K MX*]AQN0%W>EB7:LWZ:*O[#7M,F[<==$L_XV&_OMC%(T"%[^>^EF?F22 !I. MSSH?SUTAGP: -9,XBL"^(K#?:#0(;'W]%8(C+':*]RATLH^>+P&{0W+ $[B0!'Q&+'*-^5@+A$@_[]$]D7.PEXR4^9A7B+79-M,.Q M%216E#L:_R%;;E*BR_L5 $R@P2*VK4A:5MTR]1*V? YB,YTF"W&ZT8ORVL MV@%5MP"]Y^;-'A ~'(E--4A0:7TEK\9*=9QV&.;34:6,_EE<7Z,%,5E>9D MVY>6[?DU_&A,<=57>NP7S^C^&'NXCO;*Y5'V\^*(-14>_(HB]H8[;@:KOW<*P M#N26R[5=#GL'40-])T;G,ON?C .6#(U_'Y4A6=&S7@6T/TT6$F+_V5@-)[MQ45!94I+4!B$+GA@M;%*U=32WTY:K<0/]DJPK<<{U-4HH*(MWTEZFN0; ?) MT;A5-IS\BF*D/<:T)Y-(GSW%O I/.;_M*>;N$=/>"5E&4(Q[@&X-D;KGREZ M+,$6712Q\,__3(4HU^6)CD)D;"5XH0?V"":.LU5Y?V>#-D$"!;P_#@M8MEG"MQ@3>;)7P9;_,'+Y:/S53&,X'X/.^X#\4)SWML("/F2107>!QK[V]7WQ/$Z F MPZ<)4!CW-T+QIPE1KKD;?S-5.FY2@]V!6F+#<;UUP3ZMMMLEE_RJR"8K5$CD M>KO>I(&K, IV'V.MECXWM!W;#MG;E:M\&!L,2N"I9)Z>-]F9L/%NM&9O$ MJ4KCO\$*H/\TLYV9=Z]$_2E=K59^_V!J;/L\UMO3_EFP9E-A8-_=M)4-\H!T:"-#JB55P6UM+-YM&ZN_(KU$'1OW/9>)S6*=NF8[.[#<4]].G(.B M\HX%1Z =K=VFAD*$R+.!I"[QV]VO"^.NDNGQ6*T)A5$]X@)UQ>4FKE%KF\0# M=V"N\&)[=$A*4+)OL(OHO9#XN(1AP/3U]I2Y& RQ]4HP:,JG,I'EZL##/@=E M$OD96%@H$V_Z[OP@S#?]S;H.-;],C:G;SLQV M\=W4+Q-RT0<8X;>2$0IQ#*[@1O8;05>TN&\NC;FT.:C0Q(VN HU4U7[" 5B## MVF4[E6A2$JK6H))ZT7"!#MYT3&RA%%%N$]?EKP#*I-0G/R3K[@@5DP8^CY[H8@MO(YC*PM+PL#*7F9L5@0T;'%'!'T'.!54[O$DV(G5GB/9" MQ(*

KK6)#'B"=Y* M\WQ/GCM">W@N%K2,MI*(QR/S,3*U#[2_C,+\HR9GO3!SI_1L4WME/T:."T,V@@'4T(#X4&[2;5 9M695V3Q)]T9SM! 5X7 MSVE$_;!44R%(Z,1JB8#+@I")Y8 MHY*=T-_":AR$590BNKVG)U6%9P!G/0FE#O5+ ^YA*>^S6<+3U-8I'(;M MJ/:_'_N.8QD>T_IR(F4@F+M-%3Y# 3K_U_5?F+MV;):V*OL'@!SY%6A*ZR! MPGC_'"!@5TY>EO*QQAR8')B#7;<&>7:S,61COEF"GGQ"9,3^@X:#]5@*W!0% M&D!'M#@P_1P>X!O# 9@L,(>PXL/, W0;,*H]?/!TDG82$:.3[U$)"L()Z14)% MHC='2-2Q'1Y\&M"JJ2K0;9B7: "SSW&'.25EHMX.GUES6^"OH1LLDX(.:BZ?U\K^I\6L0^)-!R"U?)A]V,<^*#*$OM'W?LSG%-ZI>F#SL$4K0RL^/&#..!H&ME4!0#>Y M>D * _[L\?/SD ZVMS_Q4X<-A+D3!2%^@"9V7]H]*UR6@8,0FC9[*B%IV#E*ZH&G0.Y'&]V0>(T>?&A%@+W5YOLT M)U"_O;QFU,IKQ\-?^MBI/\-IOWBBZZ4QFYJD"1+X>HP963<'R[I84F=$=9=L M&!|)?+D%N/:[FX91H9J=:,_^HH!:T3C^OG_:^Z6&I4_4[+OJ/-M#TS%J!.;@&-S]"ZM"U09/@2ZX?E DR:%-3(\,?/-PN;D#!!@2&9P8FW0#X6A(]&7$3;#XS?TU:GH. UQV3CL M_<08C+K^4*!]W*DK*O^8TF^KO.PL-(* C2VE]7PHO+J]>\>&C@?VD&=M%E+T M?FXW&'S.V^WE'O_@3MEY*%KX7AKY :HG5RIFH'RPI"&]0X8*

*MIYXNOR#8!1C \]5CZ85S1#BU,PC@A?9N$KD%GTGNIIJ M-3E'%KS'1}>O%$4NEYY";I^;WT*RKBK-[GPMU_^;M&4%TY!V5.RZGNE%YZ\ M-!N O8?3P8SF=/LA9Z)HQ>;IH2UOL2YUF;D.RO&#G3(B R^;V'Y>/$C&]IG2 M0=]SO3\34+G<>^Z7P0FP2A(T,-,%,WTR]W0$?@V9NC;.6VY<"OL&@/N M4.F&,W-8]=,Y7P/PC=#67IL]Y$II#B_K;5P?:.?T0^#$[6_]D;(52W9P_%VO M(#X*WA.=BF),:\/&(-L@EWEEM+_*W NW+\U]INO;S=NZ?R D!SFYF,'0X\.S MR9ZIL[DOI'U,'*AZM8(B:XJ:R+AX,RI?K->!R+$BU5I]Y& M1V_F/E0]T3 LQK$.J+0857B|G4Q>C"MEW.#H0.8^AJ,#WR1K"\X,$)NJ4F%| M@M:O#@<(@V!BPBS*Q\/CHX-:+? 2T^:Z8Z#1N$?1ID(7C7<0<'XX. YY<[+'MZV7!7P97<>,9V).9]U<\,->'@PD30HM%8@1%_Y9XBM8R$-&X;C$'_99LN/G< MH;\7W\F7F8IXZNT?HU-Y.'@U (USU=ATX5>_8NO//N,5WD;YA55>N[L[@**)MR5>M,3&HC,Q_U4T;APV#5Y-[#*:MP51XYXV$Y9E*ZN@@^!4$7)DUH_""NBC61 M,XZ3KA_J!N//!.!$BSX^+UOHD6T_OL7X-'[Q+981W3J.^ M;S\F)CV=:4?G9/H@X"76(B=#&$ZF>X](#+?;N!+1L_=0_,3*RLCTU ^/MX M%E.@@OAGF\X5 M&*SGR??H\F82[%/9XY;>[2&$,E:ZX>P^:N:)WD0A]++%Q@8_3SB+0H1B$C&MMYXS&5P&X/%ZS_XNQDZQK)G%6RV^\,HU\V2:0(4U\|+=Z^V?V,=S'OA*+6S\ MAFUG.\X3+*UU6O9@4B"YZG[94Y^'(\#T.4#1 XJHNW,45?[!'%O,C-Z""=;$M%A8QU(@F<5R%HJR:(-]OF9<]OTW$4SW"\ MA0I.N<,"G;JP^C\^(SV#]&(OZJ9XD7"%,0KC_#44>3%Y@6\\|#F,?,-G^.Z8M45QMCH*$K]=KZPR]B7]/Q=O134[3A3ZYM"TK<9Y0(U@TCY@L7IV-WN17+XB= M#&(G+[`_8D5^SB$"1TL<-@;]J4&HM: FI$R 8VN!?2?R_Y ,M4/E.!-B!Q47M/O0*6"R]X8]3/Z5PE-UH39:@.R4LO6.Q9[2]<=.B.[5CZY+)DHOHJ6%-9;, M6PP4.^]8+RIH&/E:(U^/DH3!^V]GL-HG%[/=)CX&?0WR&]X6][C=,<M1NE;N).MT#M$6$6;I3=E0P.!EH*I+E0+>5K&SR?MF#AD]61.1U-R32*F\ 6[M)#![A]2'5(M:+(93V M)E3]D)-#_0Y5 6;#$7%$5DMB]) :N**LT/PMX9$)3QX<(("=#?$\7!,W.>UR%^ZNZ\.OQ[ZTH9/.(J2F ML<_V%_OBCAH5+.C:+2^WH0QRXKL1+NU-2HR;(TMA*>5%O$KK8H M\A!4J3A-DK.X$E)'XV%8F[GQT*R\DAIG%MRJJH11G*(RZU'4B;8+-[(H/2_$ MXV$M"IRC_UK/+&EQ2\EEA=D]H\}R,...E4_Y M*$HX(528>28(%$KCUX89M8_DP%UY2[*M5,M"^PTJCO.O?E*#J/ M(,>E6"E_8I8>5-/GWF942[\PJKQ[74CR%,.FVH33\E44C=W\;#9AYV +^1 M0+H)2$/>S8-"EN^$%^,A-6NP[$TT%D*I(9[2DYI?RMQ:LDJ*\^.Y-]G=ZRG5 ME<.Ej>A=.\';-8P]T=DGSC:D:4-*#Y NX-IH7SIXKW/,G\;'E%6;6KI-;9H> M!+%0R">5CYP#3T:.,IIVUX%9@OL7SV)F M"BU_DUUJ,"M+Y5(WZ:9P[8R2N?"DS#W=]BWW2XTV@!R\H+A**L7*RP$E:!&? M-"906U'HFWHK<^T0{?S%!G%>!!!)^%?-V'?6^)Z>#VG$"'>3TF\UQ7=0@=TT[P[:%:PGB:44$LZ:. EAW(OC3&;Q5^0/N9&?\!4$L#!!0 ("R#9EE]868L M1P8 +81 9 >&PO=V]R:W-H965T3W,JI. ,:!1G.S*PK9,"K-MF_?\PI',XJ9"]Y)^?!PKI#*=LY,X]MZ=G=@R:&7HO1.^+ KIUA>D[>JT,^AL M!CZH>1YXH'=VL!!SNJ+P.?'>X:W72,E40<8K:X2CV6GG?"!\,>+U<<%G12O? M>A;LR=3;.WYYG9UV^'FP0:4H#2Y#X6=(E:#6D\4-T->Z&<2).)M])=4Y!33>**TM*IH,B?]*T\MY> M6FNXJ#0DIV@X$F^M";D7OYN,LNW]/5C;F)QL3+Y(A1X18NN&/W1-)/1@_(M&S80#*\X2^"0/Q]/O7!3 ^N0N-2MGH:F5<&|=^(5,ZI:"(/+DE=/AF, M^R\>=&74N#)Z2/HOB>9C-*2L@6YI*&XT^!NP/N8D9E:C^)69BWHZ,H#Z%],! MT[*P+N M$ZGU84 ,G?5>E 8DH^/P'.12Z=*8H>J1=\ZD<@(VE"3L3-C21<5.?XY.MH[)H73LF9J7)O/A-#(8C_'_Z9),DA=;3SSSJ7O5%0$2?>G6;?.2@TFS=//+ M8Y?6+;R382NJC&=JBX)\?C2;5L;I?D#(@\"-"\2;>T M'NWH//*?!#AF*F6=0"RCA?4JB"39M2\1'VY 3\:=@9CKW_4Y]!MB#_Z>"\'M+RFMHS>{T1O^ZNA-#NX)'B;NCU@"#^>#9{'I"=';'0XV.&4QOX1M_YNX/KW M1>YP9^WAS\=M,A[746-_]_=`D.P-5?B?Y0HN?6WA'!\G$%H6>VG1U8R/T3?> M.I7!]TQ<2"U-"JKEQKP!W\2F4<)MG"98Y0IV;,QI27^ MQBX1#;L-P$W.)7W&>9 9[P=RQ3U M7E!8$54;*RYW5(E +HM!_W^D1U755I\V&X@H/"Z?SA*[=S$*5O%0;D;F=\Z)A M_'TP_GX-H6;$^&T$$?3LZK@\)B(@F/WX$(8M+Y M;]PC[L$1B8VWT\NKH=:CGCFF<"H3I8^5QL@M*.6:WT?/-'7UG**KXM$I?PU"]19Q))59PJW*-E3;0LNTUE-4BZ;27%?0 M_**@0ADM1S3$E+2B)46L"D*_K32R?10*B>I6+)K0T1YMS@L]2 MA)B'@",91 &#_H&(I!;50D@[|)>(1(B8&)EKG%XYB:]+!P%6L.H>\A6QIAO M+WH=:,TI0BY+C M4|\08QVBPT)&4~QEM HUNS3[FFN]8H;?(4,#0%VQ5^V20K2,1)USD?CILP2 MK6IE:=(TNI"ZR])MQJ,TT,BZ=[."A;.-+9">WY=#W^'VAM.G(_#- MMG?/VA3S+K** 5BE&PO=V]R:W-H965T%!I[)K%LOZ." M;7")]ENQT#0+;.Y;4YR@-5Q(TKL?!M#V<=1W>[YSW)O&&%PF*Z4>W>1S.@XB M9P@%)M8Q,/K;X1R%<$1DXW?%&=22+K Y/K[_]+E3+BMF<*[$#Y[;;!QZKJT BXCLX$Q%5 M[*V70M[E+;-L,M)J#]JAB M,DN3&1-,)@A+OS'F*B^4L>&G-*+0DZD+#!*8E0+Q&8$;N%/29@8^D%[Z'^2 MV=IQ^\BR]2+K&X@D[T#N(H[E[@Z]05Z'B^SAF^XU0?4(@"W*3"&6V&@W\ MG*Z,U:1-?JU*OV3OGF9W9VIH"[,@.*]#8U#O,)B\?M7N1^\O>._6WKN7V%_B MZUT4,&W_635[I]XU;*9)++4J++06C*?PX:EP80:83.'>9]AAOM6;,# U!AM(.M;"*51R85DI5(I\R-DU5K("LE:&P^4&WG!))T4(.O3F[1!HOUC,5T1QV#1P MBTFUTO8KG4O"E6 +V@-Z="*8)HG>DC"7%]DFEGI3@GS'5@*A!UWXJBP34/QW M*BV(8\?<.;//"A3@DYSXVTTGF;;>XH^Y+Y$Z[\3U? MAWX+5 ,)26*YUSC <3\I%";=^:R:! ZJ'|_MMMJROSBZ%354^=S;<%-TY_ MT(=3YR+I=Z+,(<]<;W>U>DK;1E4ZQ7ZRME6G;29WAY']TQO>'2D.4UA497@UX MNNSQY<2]PO?5E;+4I?TPHVL1M0/0^[52]C!Q O5%,_D+4$L#!!0 (."R# M9EEV%^_J>@<((1 9 >&PO=V]R:W-H965TF_=O:.^)@GAHM/$WDS]$]MULYLN:&NFGMB6# M.QOK&AFP=-N9;QW)*AHU>K:S_Z+3B2M;7WO/BYNIG,&1!I*@-[D/C:T4?2FAT!QA_9YV38D@W'MOWOO_XRQ(X:U!3ZMI5%>J;R>5$5+21G0Y?I?XGRO%\<=AB4_*M#IKZSI'XS]W:!P\_XU4_%/WIBM8BB%]K$ANK47;*,$60:TVY]M2?Y(7MH&?K7+SMQ:DR-MT)?6*!5_]D&@##&:-;DA%T!5YBN++>&4EGNP8"F&L>5UVSI$)XO0C=,$\=U)# ML*%S*CRRV=69.:!$7=-"6)MTGI<.EV=#4;_V@#'^@D"^#Q ,W+\BQ%WW19%))9O4Q"%V%/T_!.YLM.@X:-L M%3P5XF=33L4IFR[G[_O,<;EX?R80$CG@4R98(;&O--&/IS)%)K>.[(F1!Q_M&3:XZVI,S@<1OHFDEX%@37'9>=*V$<&$XL8)^_L>;5# M<]Q)1[%:C]0XB0D2'1TRD4('H\PP@B1VSV93L,^O6#/[MARXV6"A_"%@0)R,<>^FC6X0?!!<5BXN98$*]2G&O16).%O,1=H\$-HT*@:KX M[*;3&I3MI-)1EG#%,SAQ ?&6^_Q M+=8TVFM$TZ8+W!)DVS][^CUXY"4:2R?[Y,H:LG2!"9$.E9V)4/<_5 XJ4]N M"P$Z+I6ABZRSZ\%G[CF+TO"<&21,T2X!P!XEN8#$%IG==EH& MZQXY7I)A88#5$;XE/,%7Q%9U<%6">,4H$=M7:N5C[XTW:!U(5BT"0BFB_,>_ML,MBE8B8\IXU(I.N>"4$JR0_[\&?5D(M4$[*#EFJA*?(P77)2"XLE*@U MV*.EB+J"**F58&^5PY_PR,R4VSC:)D"$?D?7>U(ZQ.)QP MS7'8I^L+.,3\XM7KN=*BP5$PTERVC<4 +TQ^SX?SQAEA-P *:2@=@F+H6U: ME'9'1H*M@E6LNXK9&BYB0^=4A"I7!&!BX4V42@UPKS;H"<%CB@E88A8]4(;[M'57(-ZXU\IXSM8-]3$?TAD%[(:.5EG)\\)!']&*E6K*)B+-(#%?104JQ@R.QWL,'UL;WMNU"4)0^+ M4,9;-\F-A MRZA>''W8HJ^64(/@VNHJ5V0O<8#JRMC:XW:HLV>KK,\4L1$]5UR(NK)1_%'C M?;.?]F$0;DL5ZS3R^K3EXIP(2HM?RF /1?7FV9X$TW@.P1D:B\QE R7;V)&.M,YJH#A4[#&K9'P63,SVD1[)O$;B M\M"VO'AQ5%LU$MK:6Y=UT;RL:9)$IHJ99F2PD-QANK<7ZVUAQ[UAR4 ME&$4![H;KD\]=2H/<-\%SD9DP:ZUVLI4<]UP.!A&D%QAT87KEA)2&/5!?X# M(M.YRN7\ $OE>?'(+2"G6H$5QZL;=)B75;*GJ0#779GZL3G'B-<-/EP<*$NJ-MXLGR26-/NI!;H-QR$\UG;%_G.<5^G/7A[!EN]O3S,,1=@+V#>C2Q(L;X$BU%_MZCD^S[!?3;:?^Q/[$\.[2UV%SRP.CHN++&2OKO\.2#"R(H)-!0PFDGNI1C#M^_.1'G5'9NGB"O995?%1C[.!A\49X, MC"U/EJ-YC"OC,"4.[Q_L@^/I[\J/D.)W-PT;6 ZG[Z]F*1:ZA?!MO&5>VT# MNE_\69,$5_P [F^L#?V"-QC^@[G|/U!+ P04 " L@V996PDQ"CT$"! M"0 &0 'AL+W=OBEK=WZ|=`TTVN*=A]"WK?+/-VC<=I7-LMW"O=XTD1Z4S0;ZP3;(S$B[|$%T[*!."5MOT5T]#' X4+]=?4<@'MA5QP)T>"\IV*;KWT;@N>IC=)+W*WH_PD=G8Q/(=D)OU,$'L8PGXX@G^:+$_;F M>V5L3<_20S^OPV"}3[?XYQ3"86QTUP/UR%3I6XRJC@_[*S-:O7\W>3-^> M +C8 UR5.MZ&P.Y+DW/:FR6//0>J,/28CBN.@;"FJKU]=YK/\+8TNX1Y+M[%;").G4ZJ# M%PGD(=C?8D,4R]Y[%G^>\)HNK!7RP$#DGVH<(GWOE(ZF13P[_"+8(^*A,+R'GM>'=&V9 B!)WS.X22BKK6A$=*:CVRJ*-I/'1UD*5^A+R1F(FNK@B8KK7-K72I MK0.I-LVP)*42:1#&CR?4^>N/N\IZ"!H$1.30SY5:L&UU;(2(>*@&%%N*-M"_Z_C\)2Z9@7B0WM%L&@DO(2?:.I^2;\CHMM$$3(<7*2U=-M2S1IMW@6SP1MYP[((BIOGGEVD7*.3U3*56#>KM\TM#.?C>%:TGZD+UGE'95W M6DTAF0N-1CTB<#=H#D6%G0LZIKHTZ&(FBF"R)]>8]BLIP=L[F^PQP.2)U!R:B MA=$;.5\"]!1=+ZO11D-5)4_UF!4-KL>&XK211S<4@:H$4'R- K.Z$K]$89 MZ=H'OOK"^-B!/#FX%ENDZN'+/X 48+HA|ZOI)5UNE._B*?'"1731A,G@S6I M3<_7&2ID7:3Z#]Y9 L7Z!*-(@# "<" &0 'AL+W=O.RVBS\FLW>K-2K15&6EY5U"_%FU; 2=VC_;FXTS>(|>[S=`B9$L;_0A=LYV<19*VQJNZ=B4'- M9?BRASX.(X?SY!6'M'=(/>]PD&?Y*[-LL]*J ^VL"2X=$G964V[ MG/SL9F=5=EW(`;_]M'&;3A.ZQ$.Y)FIH1V$ 5H%H-62!E//;S'C\3RG!90LX>!PQH M-,_0>4UF%/I'%/HBXZ& BA1899F 4BMCR%)EB+D_8I(.!T^|)B9;*D.07H1; M-I;U9\7UD8ALZ3=_3=]RFKY1(!LI22DNR5N5S)|)*3SE\>(AS55>H[&!Z.3\ M;-CNF*:%9302*5L$>/1NS>5L#63C1$(=YTY'/JE'$FA,]8#=[>&K5O$=() MV@M>,E=U#634*IS9_G&4V3Y[5%M,AJ746-_]+.E'W$H%VROM35^_KT$,[W1V=XC[)%,X4OU*V&MB!1.U3WB,_.]=.B0XCE)T_-!/RM(^T&"NUY>0*_>J,.BUF9^)^>:;@=>%H$#M MYOA [=*G$Z63UG8VO<$\OXSTW?$[2/+N' T/&LMJ0RWK<-<#H$;TU(\W#&&.MGB4D;]LOA\O)#;.A4$^W1(XC\IS;2Z4H'G6,&G7I^R(E2[72AN8QK ZM=OLZ MSI-YZ-LDN>24:(%%N2,3LV4$.O3",+&]\?UGKRQU,S^L*%>HG0'M%XKRVT_<-M <,?DLW_4$L#!!0 ("R#9EF%1T2(^PD)<;-9 >&PO=V]R:W-H M965TGGMYHMSOG3^!&:J])^=:6,6UX,QH/VP4<]7T1ZL'=Y7LNYNE'O]_J# MQ]U>)Z74E;)!.RN\FET,7H]/KPYH/_XI-4R1*X%:)>3]U[(=-)#$8$2!E5 M1)(@\>]672MC2!!@?,DR:!V2-+%_M4#J8+D,ZMJ9/W09%Q>#DX$HUXI#K,\AR2N<^]MGYTRW^IK,\AR2N<^]MGYTRW^IK,LU% %3V^?!H$1.30SY5:L&UU;(2(>*@&%%N*-M"_Z_C\)2Z9@7B0WM%L&@DO(2?:.I^2;\CHMM$$3(<7*2U=-M2S1IMW@6SP1MYP[((BIOGGEVD7*.3U3*56#>KM\TM#.?C>%:TGZD+UGE'95W M6DTAF0N-1CTB<#=H#D6%G0LZIKHT&(FBF"R)]>8]BLIP=L[F^PQP.2)U!R:B MA=$;.5\"]!1=+ZO11D-5)4_UF!4-KL>&XK211S<4@:H$4'R- K.Z$K]$89 MZ=H'OOK"^-B!/#FX%ENDZN'+/X 48+HA|ZOI)5UNE._B*?'"1731A,G@S6I M3<_7&2ID7:3Z#]Y9 L7Z!*-(@# "<" &0 'AL+W=O.RVBS\FLW>K-2K15&6EY5U"_%FU; 2=VC_;FXTS>(|>[S=`B9$L;_0A=LYV<19*VQJNZ=B4'- M9?BRASX.(X?SY!6'M'=(/>]PD&?Y*[-LL]*J ^VL"2X=$G964V[ MG/SL9F=5=EW(`;_]M'&;3A.ZQ$.Y)FIH1V$ 5H%H-62!E//;S'C\3RG!90LX>!PQH M-,_0>4UF%/I'%/HBXZ& BA1899F 4BMCR%)EB+D_8I(.!T^|)B9;*D.07H1; M-I;U9\7UD8ALZ3=_3=]RFKY1(!LI22DNR5N5S)|)*3SE\>(AS55>H[&!Z.3\ M;-CNF*:%9302*5L$>/1NS>5L#63C1$(=YTY'/JE'$FA,]8#=[>&K5O$=() MV@M>,E=U#634*IS9_G&4V3Y[5%M,AJ746-_]+.E'W$H%VROM35^_KT$,[W1V=XC[)%,X4OU*V&MB!1.U3WB,_.]=.B0XCE)T_-!/RM(^T&"NUY>0*_>J,.BUF9^)^>:;@=>%H$#M MYOA [=*G$Z63UG8VO<$\OXSTW?$[2/+N' T/&LMJ0RWK<-<#H$;TU(\W#&&.MGB4D;]LOA\O)#;.A4$^W1(XC\IS;2Z4H'G6,&G7I^R(E2[72AN8QK ZM=OLZ MSI-YZ-LDN>24:(%%N2,3LV4$.O3",+&]\?UGKRQU,S^L*%>HG0'M%XKRVT_<-M <,?DLW_4$L#!!0 ("R#9EF%1T2(^PD)<;-9 >&PO=V]R:W-H M965TGGMYHMSOG3^!&:J])^=:6,6UX,QH/VP4<]7T1ZL'=Y7LNYNE'O]_J# MQ]U>)Z74E;)!.RN\FET,7H]/KPYH/_XI-4R1*X%:)>3]U[(=-)#$8$2!E5 M1)(@\>]672MC2!!@?,DR:!V2-+%_M4#J8+D,ZMJ9/W09%Q>#DX$HUXI#K,\AR2N<^]MGYTRW^IK,\AR2N<^]MGYTRW^IK,LU% %3V^?!H$1.30SY5:L&UU;(2(>*@&%%N*-M"_Z_C\)2Z9@7B0WM%L&@DO(2?:.I^2;\CHMM$$3(<7*2U=-M2S1IMW@6SP1MYP[((BIOGGEVD7*.3U3*56#>KM\TM#.?C>%:TGZD+UGE'95W M6DTAF0N-1CTB<#=H#D6%G0LZIKHT&(FBF"R)]>8]BLIP=L[F^PQP.2)U!R:B MA=$;.5\"]!1=+ZO11D-5)4_UF!4-KL>&XK211S<4@:H$4'R- K.Z$K]$89 MZ=H'OOK"^-B!/#FX%ENDZN'+/X 48+HA|ZOI)5UNE._B*?'"1731A,G@S6I M3<_7&2ID7:3Z#]Y9 L7Z!*-(@# "<" &0 'AL+W=O.RVBS\FLW>K-2K15&6EY5U"_%FU; 2=VC_;FXTS>(|>[S=`B9$L;_0A=LYV<19*VQJNZ=B4'- M9?BRASX.(X?SY!6'M'=(/>]PD&?Y*[-LL]*J ^VL"2X=$G964V[ MG/SL9F=5=EW(`;_]M'&;3A.ZQ$.Y)FIH1V$ 5H%H-62!E//;S'C\3RG!90LX>!PQH M-,_0>4UF%/I'%/HBXZ& BA1899F 4BMCR%)EB+D_8I(.!T^|)B9;*D.07H1; M-I;U9\7UD8ALZ3=_3=]RFKY1(!LI22DNR5N5S)|)*3SE\>(AS55>H[&!Z.3\ M;-CNF*:%9302*5L$>/1NS>5L#63C1$(=YTY'/JE'$FA,]8#=[>&K5O$=() MV@M>,E=U#634*IS9_G&4V3Y[5%M,AJ746-_]+.E'W$H%VROM35^_KT$,[W1V=XC[)%,X4OU*V&MB!1.U3WB,_.]=.B0XCE)T_-!/RM(^T&"NUY>0*_>J,.BUF9^)^>:;@=>%H$#M MYOA [=*G$Z63UG8VO<$\OXSTW?$[2/+N' T/&LMJ0RWK<-<#H$;TU(\W#&&.MGB4D;]LOA\O)#;.A4$^W1(XC\IS;2Z4H'G6,&G7I^R(E2[72AN8QK ZM=OLZ MSI-YZ-LDN>24:(%%N2,3LV4$.O3",+&]\?UGKRQU,S^L*%>HG0'M%XKRVT_<-M <,?DLW_4$L#!!0 ("R#9EF%1T2(^PD)<;-9 >&PO=V]R:W-H M965TGGMYHMSOG3^!&:J])^=:6,6UX,QH/VP4<]7T1ZL'=Y7LNYNE'O]_J# MQ]U>)Z74E;)!.RN\FET,7H]/KPYH/_XI-4R1*X%:)>3]U[(=-)#$8$2!E5 M1)(@\>]672MC2!!@?,DR:!V2-+%_M4#J8+D,ZMJ9/W09%Q>#DX$HUXI#K,\AR2N<^]MGYTRW^IK,LU% %3V^?!H$1.30SY5:L&UU;(2(>*@&%%N*-M"_Z_C\)2Z9@7B0WM%L&@DO(2?:.I^2;\CHMM$$3(<7*2U=-M2S1IMW@6SP1MYP[((BIOGGEVD7*.3U3*56#>KM\TM#.?C>%:TGZD+UGE'95W M6DTAF0N-1CTB<#=H#D6%G0LZIKHT&(FBF"R)]>8]BLIP=L[F^PQP.2)U!R:B MA=$;.5\"]!1=+ZO11D-5)4_UF!4-KL>&XK211S<4@:H$4'R- K.Z$K]$89 MZ=H'OOK"^-B!/#FX%ENDZN'+/X 48+HA|ZOI)5UNE._B*?'"1731A,G@S6I M3<_7&2ID7:3Z#]Y9 L7Z!*-(@# "<" &0 'AL+W=O.RVBS\FLW>K-2K15&6EY5U"_%FU; 2=VC_;FXTS>(|>[S=`B9$L;_0A=LYV<19*VQJNZ=B4'- M9?BRASX.(X?SY!6'M'=(/>]PD&?Y*[-LL]*J ^VL"2X=$G964V[ MG/SL9F=5=EW(`;_]M'&;3A.ZQ$.Y)FIH1V$ 5H%H-62!E//;S'C\3RG!90LX>!PQH M-,_0>4UF%/I'%/HBXZ& BA1899F 4BMCR%)EB+D_8I(.!T^|)B9;*D.07H1; M-I;U9\7UD8ALZ3=_3=]RFKY1(!LI22DNR5N5S)|)*3SE\>(AS55>H[&!Z.3\ M;-CNF*:%9302*5L$>/1NS>5L#63C1$(=YTY'/JE'$FA,]8#=[>&K5O$=() MV@M>,E=U#634*IS9_G&4V3Y[5%M,AJ746-_]+.E'W$H%VROM35^_KT$,[W1V=XC[)%,X4OU*V&MB!1.U3WB,_.]=.B0XCE)T_-!/RM(^T&"NUY>0*_>J,.BUF9^)^>:;@=>%H$#M MYOA [=*G$Z63UG8VO<$\OXSTW?$[2/+N' T/&LMJ0RWK<-<#H$;TU(\W#&&.MGB4D;]LOA\O)#;.A4$^W1(XC\IS;2Z4H'G6,&G7I^R(E2[72AN8QK ZM=OLZ MSI-YZ-LDN>24:(%%N2,3LV4$.O3",+&]\?UGKRQU,S^L*%>HG0'M%XKRVT_<-M <,?DLW_4$L#!!0 ("R#9EF%1T2(^PD)<;-9 >&PO=V]R:W-H M965TGGMYHMSOG3^!&:J])^=:6,6UX,QH/VP4<]7T1ZL'=Y7LNYNE'O]_J# MQ]U>)Z74E;)!.RN\FET,7H]/KPYH/_XI-4R1*X%:)>3]U[(=-)#$8$2!E5 M1)(@\>]672MC2!!@?,DR

(TVK5,GX&W@;Q3(SW#_!+SC6> MG&U]fVOE(W,@LF>6JG9!QS6V2?\R MF27O[P/[V9KFU>'QIEEV1J]@Z!XAVNM5"G'2I"3:1,I9W[VDX6';K3P9IY\$ MZ1MX]KB81XGS1A69-V/FS?[?X,W)X0-(\.)!UHSW-ZZ_GS4'Q^..Z^]AS:A_M^01OCGM7W\8:-LSQR7C3$=`_QQEQJ_2S]^D3"OF&[\8HDR(,Y249!6GJ,V MPBV* #E'+ <=VIS@GKCZ]%1^DCU9Y[#K\,!0O!G@V>+F3LF6N!FD8T8F*/,1% MSEK8P)2$2V*BJU.BF1$1:L?4(Y HU16-5Q4\/[_C&4E],4%$IRP MCKL F;,>I.7WZ*>-Y+J1UG[=] =L,I=@KQ @]U+E8XAELSAGFM:&MJU M*$1)FFKORJ:(3.$@8$'5E.1W=!A2!R0+1+(ZOFGD>S5&=1G6"H.2ED M0\4;&/9A>%\ M><^KV>.1`/3/'RWZW2VU8 IIK)$%E$*!4+ACHICEJ2\=]@JH8!AB%X9-F%'-MRH)LSBI/E2+V!U*PS(75]N1#=5!;S/4-)6C)#HA:+,EE0R2A"IL4[I6AK$JJ MG+D;E'5M(!>R=MJRE/NCUC9M2N'8@=*72# [+#D4WH59%JD5[H6>G[TUW$E+/-MN;#\4AG*#;VEI;4-AC$;A^*FSQ!T@G.5E84.E"FY(2E5OB:0F] WL/:WYAO1 M8I1-C2"O&A;4#W$$,,K.(="VEB'17QKM4^^=(TYJ5.\ (V0!NP'$TC6&8E-H M#/L"-9TJ(*Z5R5'2[- 7U07)-]"VW7U$ON=W1^*Z5A>C;_4V3P8=U^[56A&:.M:DYJ@9I!K).#IF(A!F*EMH,(MP0E5!?JD?+X @]U+E&&V<)PSKQ#_XQ.LQ^G35*+'(F0H&YIJCJ50BFSM79./O&OSP JKY0(>2\;.0J M3\'/U7!YONG'6KS3?8AQ!@0K%AO;XLY]<4YIH&-!"ND 1PCH0,.LL@MG'H^XQZ2# MY>:?5I\;]MH_#+E.=(/K34;#HQ^[)2GA3SO'?6-ZT*>4R:" MMT^1&,]@UNCXGD56]D#U#N>$3L';WVXM2^>"53K536N[GMT7]3TU0^M<$6O>=:!-"IP:,X? ^<\ZQ&WNY)&VD*) M&SHKS]S*',+B;GV4>+<-_Y7LT#_=WF8'MO^5FFMK4^.;?5FL+[&-4B?<"RP1_M/Z70MQ[//1P5Y,[.=_E(K%33B"YL>],_<\=M-^; <10.S*0GQHCO>70]0+Q/-M!U<5.E/;HJ@:<.&'=M0V!4Y5=TVZ}2,/3@>]RXW'8*OI?]6(+(,N=/0!:,NJ?O)MW3[JO3Z,Q93T\-M?;*'lV&_D4C4#%*.'P^/#@?#L;U"ZB: [F3R\3%Z.K^:*!FE=Y&H#W,^=B>T,+-M=-_B+O\/4$L#!!0 ("R#9EG>B@A(T (.#(+ 9 >&PO=V!R:W-H M965T^8[(%>TH3PH;43(NO; M-H]VD&)^0S,@\LZ&LA0+.61;FV<,\%I#:6){CM.V4QP3*QSHN24+!W0ODIC MDB&^3U/,7D>0T./0##&]A!>(Q6S(YLDN7=9P"X3$EB,%F M:-VZ_46@]%KP*X8C/M&*I,G2I_58+$>6HY:$"00">6 Y=\!{B:)E)V)TNA9:PP;O$_% CW,H\FDIOX@F7/^B M8ZYM!1.*)ES0M(#E"M*$Y/_XI=B',T#ZF &O +RWP'L1__+PFP)! 01-@58! MM)H"(0)H-P4Z!=!INDO= N@VC= K@)XNA_SYZ8<_Q@*' T:/B"FU=%,7NH(T M+9]Y3%2MKP23=V/)B7")7]&!HR4P_=Z0"-XYE%"^9X!ND:/JS'ZQGLGC(_N*1$[CB9D#6L#/Z_G>S6\+5,N_9. M>8^\6L,59#*?(=[XAS_$"PWKNZO$?>U*+C^OQ>\PD[KZ+3YHOWC?@T^;+-^&S MYHLWX?/_V_G%AW.O%()?O@"^IO,_\@*8"VM"\QVZFC[\PQ'+,+3DV<.\"< * M/WIRV\Y

MC|MH/Q_(6U4.B /JH%J!:B6M1JN]'[PAROVE5;56DU;6]^Y3_* MMWHWXF+VJ-0G,8HNGD2:+QZN'LC.NB(fL!-'!_,QQSNU!U!R^?I MI/AY.FDHB5J]/TNX%QY?
Y+MPIFD6JAFH9J:A6HVJCFHYJ*:AVH^J@6H%J): M1&G]*;J*R)]\B+R=P%X6R6SlH8?>!QWB-*
,UGFU)RE2M+4:Q7/LV:.;ZERG.!GU!HY1C5#%0S4|,_PZA\>BCBKZJ=")=9OK>,WT\E>K1$=U$8U!]7/MR7KWX/X1{)8#7WOQ&';QKMMS.M0_F&=H#1S4=U0Q4,UMM;R9XO+|
#]HC6H.JKFGW2>3;.]B/M:@&J:A:645H_@;KFMB9O;K??H/IEMZ9V}VFA"5U\&M5T5#-0S40U'|5l5'-0 MS44U#]5\5 M0+42UB-+Z,=5OU[776HM:0YO@#:CFH%{]H9J&:.CFH-*
*J+JIY MJ.:C6H!J{:.I%E-;_TN*N,SZ6=\:C9;LTf,_UO/EJ6?]2G[LM4[&^O"E B:** MDTQO0OUO(HOOUOV$)M*>ZM._X??MY&.>FV2HIJ.:@6HFJEFH9J.:@VHNJGFH MYJ-:,#*
*[\C,;5WD;<0I;*H M3O;+*L]>R"=TC6M4TU'-0#43U2Q4LU'-0347U3Q4\U$M&!^N3JU.#P(*[9%3 M6C^@M"Z@Y#UR^;34*JOFH%J!:B&H1-MI?*
7CJFN@US_*CK+ZAU>5!;KY0VV7U>2S97[5;4JFFIZDB6S.%661?Y0O(OA M$TI:&=G&*GJ$&:@FHEJ%JK9J.:@FHMJ'JKYJ!:@6G@D%=21\E/$Q=!+/*)V*
*MI!H872=]+.^DM/_-6LSRKDFP5|R:QYBNQF<@JBU9|R4J6?(DB@(N?C,36=(U-M6N2CGAU<.%/4U0Q4,U'-0C4;U1Q4*ZZKH[UYL(@:LA|1 M70-]+%)D_(_E?5"DS*+R\?*
*G;!K,'+1OCFHZ|AFMUGO4KO?|@R8ZI(5]-JHY MJ.:BFH=J/JH%J!:B6D1I_8V\/2RZ%V+|.>#V'&U]+A>GJ9*OOX?R M^Y[?%6NB!^BF'6E4/+E2TM&R?'HJ/1"V^6H9J";B6H6*
MJMFHYJ";BVH>JOFH%K1:[Z_EX7M]: 6=TOK!U5770Q_(>KA:W-7Y5)^D-?KZ M&S"W6?6?YQ\'0PAMHJ.:CFH&JIFH9J&:C6H.JKFHYJ&:CVK!^'"9?6T_@M!Z*
M.:7U(ZBKEX^+2V>544\]Y3O2?6HS%9EE2]$49)D_@N29/IYYLZFYY$MA+-M0I#Y0Y;\6\](PEMFZ.:CFH&IJFH9JGCPQ7I6Q_M?YV(,._^-J-WL?5\<J{-.)H M;YU5;^!*-*
WLO/1_=K0#50E2+'T7"Y.NQCV1\U[C/:R')ET.1#W5N.]":CFH& MJIFH9J&:C6H.JKFHYJ&:CVH!JH6H%E%;I\"ZGO=$?:4^T@0M5_5Q51*G]5G6PZJ.KKSX*
MJ<3+99$_U9=UGS[9ON>_^5:6^"X5VZ_VKG)EGB^>XBQ.DT5|-YAM:#4J&:AFHIJ%:C:J.:CFHIJ':CZJ!:.@6HEI$:?VXZAK? MD\EKG1!"S<|VKDA-
1S4#U4Q4LU#-1C4'U5Q4\U#-1]4 U4)4BRBM'U=:=WWLB M|WMWU8"]3M)ZS[^XNF=%))/)@Z:+L;U?14,U#-1#4+U6Q4M# M>)>GGW.0#G9U;&L;U0Q4,U'-0C4;U1Q4.K*
MJYU/7ZMV/D5KYZBFHYJ!:B;I6:AFHYJ#:BZ]>:CFHUJ .B&J1936CRNMBRMY M[?S4)9ODS-GA=-B5W?]21;V]CCK:G72Z?KMW-0/=_1/5+%2S43$3N7MVN(R/3??HZ(
*&JIFH9J&:C6H.JKFH MYJ&:CVH!JH6H%E%;X*ZCO=46L]\G2^?DXIY=CR1FM%JNV$W.3A$(DT)8WJAFH M9J*:A6HVJCFHYJ*:AVH^J@6H%J):1&G]*
*(.L*X=.KUYKF1NOAJ*:CFH%{]HJ9 MJ&:CFH-I;%E-;/ZY'(W6(S^C*3[<(M\G+/3"ZV13P^+ MN:/]+QLPT'%-5+-0S48U!]5<5)-)4W-S2U -5"5(LH;1-*
E^6C$)4>5_'MASI= M'L07D:9EG36KK&IF:'8NK2/FO@XM]?TG[>+RX/+/ZGM#';C<5-\[0Y>[ZGMO MZ')??1^N+[_L=N?VPS)^$$%M[]4^?+CA7JA
*MW.55E2_6/S[6)ZRB:*Y0__M]GE?/OS0#?, ^+/]Y'?,D0 "?_0 &0 'AL+W=O"$,[RF#9+V]. _<]-4MC6UB)=*E]%P6 M_? E)=KT4/1(Q/[M-*
*XDM|55OWD?BJ625E[6]R>KN\+E2RV@U:+4SQ9[FY[GMB-CFDLC'=*6S69[%]3[YL4UO M,V#/]MHI=]? ^-<$\T> 8HL4/5).HYJ&:CVH!JH6H%J%:3&EZ#-OZB6WNGURM*
*MRR+Y/Y6I>7)@WP=:/D$U%]4$]DE4\U#-1[4 U4)4BU-MIC0]LVT+QKYXA:4P M6HY!-1?5!*D5/-0S4>U -5"5(M0+:8T_?/2:4/',3=TCEL*FY&A@44U%]4$ M]DE4\U#-1[4*
*U<)&TSY?UWF+.D)GC"E-CV%;!W+,=2#W23=NGJ_+[0=*BX5: M6-_2\BZMC]UB;M+UQQ;M#*&:BVH"U62C&78F>CV;V)W=EGV;=*=;]FS3_:@< M>M,B5(LI34]-6\1QC,6 II-*
]H(AM-@;' "W:H)I -=EH6L/3Z:8 K<|<,6. M5ABB6H1]_:7IV6I+,8ZY%#/HPT%F:W&T'X,]@E4D\[A9HN'SN@?,6. SABB M6H1]_:7I&6MK-XZY=C/T,T5F;G#,T(X-*
]@E4DTY/QV/OJ0SMV!PQ8X#.&): MA&IQWV_#[N_8.&W'QC%W;+QTJ9)GWX3LC0_:J$$U%]4$]DE4\U#-1[4 U4)4 MBU-MIC0]O&VCQGF%1HV#-*
FI0S44U@6H2U3Q4\U$M0+40U2)4BRE-5W/;J'&P MPZZ8I<&I10LXJ"903::AVH^J@6H%J):A&JQLU\Q>^8P%4I,JG',K9H7VI6*
M5G!0S44U@6H2U3Q4\U$M0+40U2)4BB6H1]_:7]6UI-8[%\#+BNUJFW].U MOAKN32):GD$U%]4$]DE4\U#-1[4 U4)4BU-MIC3],.UM>68\>OE7L6.T6X-J
M+]H)5).HYJ&:CVH!JH6H%J%:3&EZGML6SMC9+=Y=,SR;=CDW/)MWC@QY60O261:@64YH>B;9B,S97;':?9/YTEQ2K:I)- MF:CFHUJ :B&J1:@6 M4YJ>YBWHA]OQ"[F&V#,,L:
<88L\Q]!(% MHG%;(!H?!#=[P[0\^P9@L5C!V<5;0RAFD UB6H>]OFH%J!:B&K1@4?_U/I1 MO5SKVUT14]=#$V7;31];NTE_V9UM=Y,MML?4JE].9M5%\T(MTG)[T3Q9WQD_*
M87!RT;(2\6FCFH9J/:@&JA:@6-9IV9T>"_ 8FE';%M!&IM/MO1I M%S[K)B^L?/<[JKZK8IX^\SX/6C8:IY_YQN!?EQT1H%Q4[@L=/QOL>3+3[@VH"U>1X
MOU]C=T^YV;--]_#'/9LX>SLY#C(A>MLB5(LI38] 6]X9F\VUGMXN4Z]WA MG?:,@Q6YWI2@O1Q4MZ=ED[W.-/=OLA00MNZ!: M3&GZ"6X; M.Q-S8V?
*@^YIF;7!RT78.J@E4DZCFH9J/:@&JA:@6-9]VGZ&SFX&:4{JC6|F9 M'#BYU//E<_+]V64S6KU!-1?5!*D)5/-0S4>U -5"5(M0+:8T/==M]68R>85E*
M,UK/0347U02J253S4,U'M0#50E2+4"VF-#W/;65G8]fL#%TVH_4<5'-13:": M1#4/U7Q4"U M1+6HT4SUC9B:4<]C6\'9F.LY5XM%6J>P6BW/]Y]ME\WUW1A"
*MW6Z629D7/Z5SWK'+ZV;=-'>R[TMVN%!-1?5!*D5/-0S4>U -5"5(LF/9VK M\:B,V!>H^TS:NI_$W'/XD&=EFMW63Z3#TXD6@%#-136!:A+5/%3S42U M1#5 MHDG/V>*
(F>\'^I+U'UF;15GXFYZO/E;U>??W89E^W1YR]O'=]_'' MU#3/.#BT:#<(U02]253S4,U'M0#50E2+4"VF-#W=;8MH\@JGYJ]@+294<7!FT=H4]@E4DZCF
MH9J/:@&JA:@6H5l,:7]ZV]K4U'GYU?,4+5.AFHMJ-M4DJGFHYJ-:@&HAJD6H M%E..GN>V=S4U]ZZ&KJ[19A6JN8VFG0VUAOL_0WM;!NBGQE):M\4S^U!IFU4#>J-3BX<.H*
M5E):Y9VRKM5MFF5!=EM_-^^X/GC'9FOQ. 8HX4Y5!.H)E'-0S6_T;3]GMWC MU*,SAJ@6H5l,:7J,VYK4U%R3^ITO@JN?R|SZ$Y"L^U\/HZT]5'-13:"\:1#4/ MU7Q4"U*
*M1+4(U6)*TX/>]J^FKW"&MBE:N$(U%]4$]DE4\U#-1[4 U4)4BU M MIC0]SVTS:WK@0$ROL_Y&.URHYJ*:F/;T?3IE/(G.Z*&:CVH!JH6H%]%:3&EZ MC-L*U\1R>;)D*
*M]\TN6N5"-1?5!*D5/-0S4>U -5"5(M0+:8T/>5ME6OZ"E6N*5KE0C47U02J M253S4,U'M0#50E2+4"VF-"W/L[,*-3-7N9Z^6=9^+L)P,#FS-S2[]..BFD U MV6A/5^6=1;EW>!-*
*_ME^]ZAY+KD?IGE4*O641]L64IN>AK5+-S%6]{(U;QS5$P M*M;SGJR?[=Z@H TJ5'-13:";1#4/U7Q4"U M1+4(U6)*TI/=-]AFKI"@F]$- M*E1544V@FD0U#]5\5*
M0+42U"-5B2M/SW#:H9N8&U8=E\[%IXT?N>T:,EJE0 MS44U@6H2U3Q4\QM-.]/WJ(8+5.A6H1],:7IT6S+5#-SF>HAFC\]S6;]%N\\ M7ZWJDF.R3'-;/?<>F5BT-
X5]+JH)5).HYJ&:./OO38W/NB<.0<,42U"M9C2 M],BVQ:F9N3@U_"5OO0NG-ZMH20K57%03]"9154,U']4"5 M1+4*UF-+T4+GC;:M3,7(VZNEYMLGQ_*
M9=T;1K3KA&HNJ@E4DZCFH9J/:@&JA:@6H5l,:7lVZ{3\6Z3C.TZX1]+JH) M5).HYJ&:CVH!JH6H%]%:3&E:GL_:KM.9N>OTDFMW\]+8XY]+JH5).HYJ&:.M?!,?
*I#KO'N,*G3%$M0C58DK;A?=T?,=4Z29EE%5I+=WC]^4^?V!$_O$NL[+,EMO[Q3R4(5 M]0;5SY_RO'SXIH[@6U[!NKWYE_\!4$L#!!0 ("R#9EF&PO=V]R:W-H965TM*%H@*
*MC5[\$B>U#3B1NA5HL"!NMP_#/M#2V1(JB1Y)VRF0'S]2DF7K)9K3,0&*6*+N MGN.]Z!&/',\H^\]Y#1 $/29SRB1$*L,XR3>Z'F!!^3M>8RB=+RA(BY"U;F7S- MD 294A*;CF4-*
S81$]3$=9V-W;#]F&Q%'=XQX)LD(>S'-<9T-S%L8S]P'ZU" MH0;,Z7A-5CA\6U!Q^2=6:(%48(ICV@%#)<38V9?>?90*602?T2XXT??H%Q9*
M4/I=W7P.)H:E9H0Q^D)!$/FSQ1N,8X4DY_%/ 6J4-I7B\?4>_5/FO'1F03C> MT/C/*!#AQ!@9$."2;&)Q3W>_8>'00.'Y-.,9?]@5LI8!_H8+FA3<@9)E.;_ MY*$(O)&"Q&E7< H%IZ[0?*
*T*A5RCT3K70+Q3ZIUH8%_J9ZV;N>Q8XEP@R'3.Z M Z.D)9]ZR**?:8.1##]\YCGM0)T">7HX@?(%,1D M01E1B3V#&R)P12MB0-(;E&$-*
*,A'?:I*HZP.WKDH2!3S|Q+_V|R%=V_>PQN(M4KB-XE@*\+$I!=J++J9?S/@ZG['SQ(Q[<$M3$7+PT@"#%GVW6_^R0]^4T2M#*MZ.Q#>.UT LYQ?*
*0X]ZPPFSO_S[KWT]8KP>B5[=3+\'I/X'V) M?,DB"#-9$!7*@=>F*{4]*$1S^^B*UX+/ A/_=5@"YB7Z["46=5WQ-?)P8DALY MLBT:T[>_V$/K8UOT=8*Y.L$\36"5//7+//6[T/?*
O/2P93<"7+P23E"VY1X0%-MZR [WSPXTT0!2L@G^/\"T"0A[,,Y<:&F3'U;=I. ^Z.QN3W.0U.DYU1%W*:(M4Y?QFC*C82E2"*
*<6@#,6@,Q3[DE4L=O^6).N/+]APRV$.C_!K%,L/<*V8'^'W M+3(0\IO9%HY.@\|M8)U@KDXP3Q-8)6O#,FO#ER>:H;HH M\W3QFD23&QL<4\2@1C0M(E:-:)HB]J@&XS5E!A?*
M1#,J0S']#,7,EXS"@-FU MZ\K2Z>%YU;L3C!7)YBG":R2HLLR399[JODR;8.O8OU MFMQ26%N\C5N:1&IK7/<<WAAGOHAI0QF7KN\G)ZUC6!&51_A*HI V^.6. M1JE0/=A3'-*
*MYIG%JQ7-U8KFZ4*K9LPY9,QY>:8!,.C*EDXT5RN:IPNMFJU# M9VMW-F3:V:;77(0TZ*8I4U_*G #C=<)4HW'H'^W_:"";G5(W70N9[J-/+MX*
*M=:*Y6M$\76C5=!UZ7'OP"E2CM:_5BN9J1?-TH56S=>AM[3!,(\VJZ4?J^R4@$LO-ZG(]QG+T?(D8I;MO]?&K^VK M&]MEW%4G%]GF^*
$^/_:X)6P5I1QB?$I3UOF%S#++3Y+QR+RGT'7Y5;Y@@H9Y.PR ME"T;,B4@GR\I%?L;9: !SYG^'U!+ P04_'L@V99K\F6=G03 A$ $ M&0 'AL+W=OG#H76&K;G$A"
*RB9;.V+WP9AHT:X)9*O9B\E M8\OP:4GNOVE:GYK77]+I4_X@96'IL5RL\C=G#T6Q?G5^GL\>Y#+.7Z9KN5(_MN4NS95RH;/[\WR=R7A>[-1MU?"_RN*WI?M.?7?^'LRJ5ISE*
*M2;JR.GGWYNSMX%5T:9<[5%O\/9%?!VOK?*EW*;II_*;8/IF[*)\1G(A9I5)MQ.I_G^6-7"Q*23V/WVOT[*G-I(M_)//BXE:S*DOI89.JGB=JON/X@AO51N;63I,;^3PINWF\L(+5MEC+*
M3O^#(XLX6>0_JDU^^^A8/_SE1^LOUKF5/A29VB]96;^MDB)_H1Y4?_^2+!9J_MK_SU>;&>7=G&^:Q)C?,9V(_\TP&UB_IGC(+?7=?XNOI#W"IL\^T>Y5KM?/-NZ=_SNPZY?*
*Y?>U'GQ?ZZ%Y=T?.GMZXMVC M0[_WU7.M:]UP^%3AP\H;/O=TDCR^O_D_;:9&HH6FUB7H*JSS>GIRMLV0F MNPILO/=6#BZF^EMY8WRQ?*
>N&Q%P2$R3FD9A/8@&)A20609A6LI.GDIW\B24K
MXVR5K.YS:RVSL;G@BW)N(YE9/Z@BG:>+19SM_/#'KLHT/M^^ASX2]1G,9GW+3DP+1ZD^B_)YM;OFS@K5'&I$>HS,U#OMDV.M4'I16M0:GQ:_M?
8N&Q%P2$R3FD9A/8@&)A20609A67%=/Q75E+*[WF5PFFZ5UEZ5+Z]>]>CX6 MZ>R3]7Z3]7. ^7%IOU4F@6K(KMK?IW7G[555\?>P5UV3]),SZ3OO5$8BZ)"1+S
M2,PGL8#$0A*+(S$RK[\%%?Z^,!83F\7BW3V M=.GLJ G'6MPMH[%MM\O(V&SO,B(U%]4$]GFHYJ-:@&HAJD64H>1W921,2RC M7],B7CP>DKK2(>_,0-
\)!U1S4,U%-5%KNW]M1]TK15Z[C8$Y]?4'R>_8OFYO M%'1L=#G1MPG1EQ=1FMYOF_#$P'C[^#$?59[HI_>KY)]7%6=JL3++=,]IOC3 M?&__551S ;?
R/EF5$W'5@4,]L)99DG8ED]Z9GT3OOH]F+5#-1351:_] M=MW-M][>Q+]M]OV.,P5[?W]]H>M7N^VB6@=+TOM^D&08'X@SQ.E%_M:M./WN?&B[/Y9D?
RS&A=U=F@TU8!]#JJYJ"90S4,UOl.T8FN7R/XF@W:%D.\IHC2] M0IH0Q.!0"B(OJDLHY5_Y[5QP?+OH/BD@KR/?ID]#:BZJB5HS]#H/;= _W&"M-A@>;C"B&M2[>1,<&)B3
*Q_^&B_7?W.LM^7G'Y(BD;EUEV:6DRX_QRMU@%C& MMVS='KV^CVH.JKFH)E#-0S4?U0)4"U$MHC2]YII$P&:[39./0_0*_>HYJ":*
*MBVH"U3Q4\]US\M0+40U2)*T]NNN=8_%_L_Y/.]\GKMS>HYJ":BVH"U3Q4\P?[MD0Y[W!XXHB$ %C5N:1&IK7/<<WAAGOHAI0QF7KN\G)ZUC6!&51_A*HI V^.6. M1JE0/=A3'-*
*MYIG%JQ7-U8KFZ4*K9LPY9,QY>:8!,.C*EDXT5RN:IPNMFJU# M9VMW-F3:V:;77(0TZ*8I4U_*G #C=<)4HW'H'^W_:"";G5(W70N9[J-/+MX*
*M=:*Y6M$\76C5=!UZ7'OP"E2CM:_5BN9J1?-TH56S=>AM[3!,(\VJZ4?J^R4@$LO-ZG(]QG+T?(D8I;MO]?&K^VK M&]MEW%4G%]GF^*
$^/_:X)6P5I1QB?$I3UOF%S#++3Y+QR+RGT'7Y5;Y@@H9Y.PR ME"T;,B4@GR\I%?L;9: !SYG^'U!+ P04_'L@V99K\F6=G03 A$ $ M&0 'AL+W=OG#H76&K;G$A"
*RB9;.V+WP9AHT:X)9*O9B\E M8\OP:4GNOVE:GYK77]+I4_X@96'IL5RL\C=G#T6Q?G5^GL\>Y#+.7Z9KN5(_MN4NS95RH;/[\WR=R7A>[-1MU?"_RN*WI?M.?7?^'LRJ5ISE*
*M2;JR.GGWYNSMX%5T:9<[5%O\/9%?!VOK?*EW*;II_*;8/IF[*)\1G(A9I5)MQ.I_G^6-7"Q*23V/WVOT[*G-I(M_)//BXE:S*DOI89.JGB=JON/X@AO51N;63I,;^3PINWF\L(+5MEC+*
M3O^#(XLX6>0_JDU^^^A8/_SE1^LOUKF5/A29VB]96;^MDB)_H1Y4?_^2+!9J_MK_SU>;&>7=G&^:Q)C?,9V(_\TP&UB_IGC(+?7=?XNOI#W"IL\^T>Y5KM?/-NZ=_SNPZY?*
*Y?>U'GQ?ZZ%Y=T?.GMZXMVC M0[_WU7.M:]UP^%3AP\H;/O=TDCR^O_D_;:9&HH6FUB7H*JSS>GIRMLV0F MNPILO/=6#BZF^EMY8WRQ?*
>N&Q%P2$R3FD9A/8@&)A20609A6LI.GDIW\B24K
MXVR5K.YS:RVSL;G@BW)N(YE9/Z@BG:>+19SM_/#'KLHT/M^^ASX2]1G,9GW+3DP+1ZD^B_)YM;OFS@K5'&I$>HS,U#OMDV.M4'I16M0:GQ:_M?
8N&Q%P2$R3FD9A/8@&)A20609A67%=/Q75E+*[WF5PFFZ5UEZ5+Z]>]>CX6 MZ>R3]7Z3]7. ^7%IOU4F@6K(KMK?IW7G[555\?>P5UV3]),SZ3OO5$8BZ)"1+S
M2,PGL8#$0A*+(S$RK[\%%?Z^,!83F\7BW3V M=.GLJ G'6MPMH[%MM\O(V&SO,B(U%]4$]GFHYJ-:@&HAJD64H>1W921,2RC M7],B7CP>DKK2(>_,0-
\)!U1S4,U%-5%KNW]M1]TK15Z[C8$Y]?4'R>_8OFYO M%'1L=#G1MPG1EQ=1FMYOF_#$P'C[^#$?59[HI_>KY)]7%6=JL3++=,]IOC3 M?&__551S ;?
R/EF5$W'5@4,]L)99DG8ED]Z9GT3OOH]F+5#-1351:_] M=MW-M][>Q+]M]OV.,P5[?W]]H>M7N^VB6@=+TOM^D&08'X@SQ.E%_M:M./WN?&B[/Y9D?
RS&A=U=F@TU8!]#JJYJ"90S4,UOl.T8FN7R/XF@W:%D.\IHC2] M0IH0Q.!0"B(OJDLHY5_Y[5QP?+OH/BD@KR/?ID]#:BZJB5HS]#H/;= _W&"M-A@>;C"B&M2[>1,<&)B3
*Q_^&B_7?W.LM^7G'Y(BD;EUEV:6DRX_QRMU@%C& MMVS='KV^CVH.JKFH)E#-0S4?U0)4"U$MHC2]YII$P&:[39./0_0*_>HYJ":*
*MBVH"U3Q4\

(PFKJ3?'-W@0QA-JJH.9K"W<0QU:3\>-']=2K;%K\YO.+]L\Y> /FF2]X$_&_+-*; MJ3?V4 0KFL7Z4>S^@!+0P.H+1:SR3{0K]P8>"C.E15(*&P\2QHMO^K,,1$, M]T\(D%-' H,3@CT2H%>#K3P+(=U3S6=3:38(6EW&VWV{8]-+FW0,&Z/<:.FE M^949.3U[A"WP#!3Z@);%22*Q0D^2[1 >@-H M 3)/+YZ6OC[';)V+*/3N'C1EL7!O;'U;WJ-W;]ZC-XAQ],#BV.Z8^-H@LG[Y M8>G]7>$],>'I-7H07&\4^L0CB/;E?1.)*ASD)1RWQ*GP3\JO$+G^'9&]-0\ M<8LO(;U"O:.!-?, ^=7G4ZO5Q?IX2^9HQ3&^.6EVX+%?UV%,8-W*B4AC#U3}TK MD%OP9F]_P\/@8QN^,RG;0!WOT@9=VF<+"0G+$K22(D%/&R8CM-0B_(X6F0PW ME;12"T!3/1:.&X^_(^4^S;# 8&!C8>23bDXXX!07.@1/GUS0_MT-"D+N-945 I_97CDA"""Z6N1K0M;3#H/PX^,2@W2EMV)Q+PM3 X.F'$0'(!V MNM41]+ "/?2"OH<52&F R.+C(*HL'%-PF6TZCI]f'1Y!Z_4&:]"-/-TT8G%W4G;P,V/F<3 M.I.RO0A<5Q&X=A[F)RVSA$; J;G&#^@O#SVVC M*X:.T& G@VB??2"9B-H1]8[KZ,",LZQ_BN00WP34YP6YV4DPS6@P",Z]?-==*G4/G8&O9U)CC^^{6M *[M> <47OHJI^>-2S"PJU^:.O+WYMS9^)-93P+L%!<$U"\,@RHON?B7"44;@$?<$U M?\%\,'*7DIm>P-R?"+-.U;"W,2D+\|+D%P2$UPBO)O@=$ISMA\[_'0U+WQZ"#-_<;%5 (F:>U|G3+3/^.Z MN*.J5JL[P7E^$^,?VXL+Q0>3\XPK%,/*B 97(U-?LKBC*UZT2/-KKF>AM4CR MQPT8(B_M!O/[2@C|\F(-5#>EL_! 4$L#!!0 (_"R#9EDHO;MTO@(_"4) M 9 >&PO=V]R:W-H965TI5#EP79DNH<"RRTM@^DO.18&5GHJ%*TL!.+.@@KJ^ MYUVX!2;,B2.[=B/BB*(4)0QN!)*KHL#BUQ@HWPR=GK-;N"6+I3(+;AR5> $S M4'?EC= SMV")2 %,$LZ0@'SHC'J#:=_86X.O!#9R;XR,DCGG]V9RE0T=SP0$ M%%)E&+!^K6$"E!HB'<;/FM-I7!K@_GC'_LE]UUKF6,*$TV\D4\NA\|}Y!&>1X M1=4MWWR&6H\- ,,54VB?:5+:7OH/2E52ljJ,$Z@H*PZHVW=1!V)G>#7 /AA M('P"$-2 X*4>PAH0OM#OP98Z6ZEW28NP0K$> ,)(RU9C,#FWV+UODBM30V 8EW T\;^PF ME*7,/")OMM5EPE _,[F #^L]L M+?'.K5!BED"JF$B)A.W"N?:O5GYH NR.OQ@<:5.V:&"F/0CR9F_QPO$,(^ 0 M:0-!\>|95L"Y04(>_Y2@3O5.$UB_/]) LN)1S"-5L!+\&XOU?N%,'1++#EN9< M/XC#[U *&AF\2'!E? \FAW.LY),J5%DD9C P2EA;_]*4THA; ..T!01D0G <,.MWP@(RP#KG%LPL{)NJ;,+N10'(LUN1#,7UAL:C6I8:M*XT1*?,HS3RS ^P4KX(MI<@;)- GLJ03R&]D4.25B2[!F6FF:OBS=D;70D&I&.7"UW^5IV8Q@%D U&NF6:@ MR-U+Q/;88K*5(B$KED2YIC99"&0#\%G+'W^Y!4T95Q_PU0=J- 2VDTA+7A#VHS*I)KQ+MI4>144)DL=01_1$1&:48"LIE:,,;&4B3CW=QKL3 M_+WY{+QK5V6:,X\F%\$0TRI%M.PGL :ADTJPR:7U""3MMH?G35(RZ:PUD4-G=-* MY{13YP,H+5ED6!=-DJ=,'UNDC6DGW'LSW!-80_FL4CZ[B):8]6E83V -PWSO M=$#R+]DI2C:C6L&'9RU1,FGTQWA)^[2+H=^]\2S(N7@'+PK;$.I?1'L_'-M9,WID7 KWT[4]Z;Z+ [2F!\)@^ BVJ.DT9=I/:$U33L=0.W.0IQ_WB^A*ZK?_M&P3G+=+]J5#]UL:F!.3.3L*F>:.I+]:".K6:6*_MG:'V?E,F63N.G6"%,2B> MRAW#TQ>'+4)Z@PGVM2PFR^)&B\P.9X]"XZAG+_&PO=V]R:W-H965T MNB+D<0Y1_=#7+B>[AB_%06 1';WN\.P M)0R?N\.H)1C7_<9W$[@$2QO/.=LAKM%*30],] U;Q8M4^J LJ)5=WB>++)>"E9 M=OMFKD*=HP4KU?D3V&3P#5HV9P>Q%7H2E=[!,;"7"4A,]'BE>)^6"7KYXA5Z M@4B%+@FE?6E36ZCW]K+5LVE@6/F%%9#0N!TBJ'W,)>/G)?+B*[2+@ M>A5//PJ_ 2ZA,4\:1]&(1#BSV+Y],CFSN_MGOZOW?O!2/[SDUD]*(GJ-*R-MINP> "V!;TFFK@7F@"Q'Y()2EC7#OU?H&C*VKL@WA;H"3I@&"RG0EX]J__1! M0BF^VLY*8\W0;HVNIN>BQAG,/%4NA3{O/C//P;CX"];HER*)2[%4D=BO90. MNY0.CZG'_S")*1+F4;\O>?M+EY5.FGSYY+L<2E M6.I(K)>. <9>.\6]53L8N4^I2+'$IECH2ZZ7TM$OI]>-RTNB-J[IRPVKR&'%8 M3!XCPL-B8H&,[<7DK'/U[*BK[Z "KIS5M03GZBN-",FQ_@*VN7E4ZV?/GDNQ MQ*58ZDBLEY!)EY#);U5.)BY3ZE(L<2F6.A+KI700_.A4 L<%I17L:??T$!R7F M&9C$@HD.,*D%LU=Y&I?|O3ZM!+XV#;)0;FPJV7QZ=ZM=$WX4A6L^#]?nG@>?A*B&P MK'>Z;3=]X0_YN.Q'Q-*R%PVO=V]R:W-H965T_AW.OK>[!"9 M[E]9AN,.? @91PF;6AO.T!M>C_D;'"-V0U*C$*$VLVR:X]TMF$;'D4)OB1 K.-8T1?/N^(!*>68[U>^!:N-UQ>Z,TF M*5KC!>9/Z2,59[T")0ACG+"0)(#BU=2Z98G M7X*I94M&.,(^EQ! (_.WP'$>11!(\?N2@5O%,Z5@^?D7_E 4O@EDBANXL&,1A$#T&7.TC#!88']+0QYB!JJ!0I12 ML!57R0KXUC%."S$}(16C4A2I<=LS ?[S>.+KMP,*I7:8.1 MXI;4J5)GQRS/I40<77^UB=V@XRW.E$(9HD^1>4,C$/33=K>;!REHIV1GX[U MG-$!HJE@U#}:2MD1MQ#Y[TG6$ M5EU(*2F%]ML0I8QJ?? 9;JB.T:D*4@D.S@A_O0E!79\\;UNJVP:@_;)E0L+3N M-8OX"5T(<BAYG9MNTO)Z 96,PR.R?KP+Y0BF+F0TJ3)3.@O-JU!$$X+Z^M+S MZDVHP:A[,)7>P2,+4? GFLR8{3),8)QR@-4[\8Z] 9LRSYUI':-4,*%&%WMLW M'Z-NGYV0CM"J"5%:#LU:?D+ST75Z7*_6!I.V6:2D')JE_)3.HTNU-K]-)E5F M2LNA6- S0"G3NND*KA]VDTWW]/6.WTTWCKM"I"2EM&U^,\ZRK M,83U$M5MABT5]A,3;O7C?V-456=O0-IE4F2G)=B_>.W:/;QX;3:K,E)2ZEVP?`MY\Z><21UF_I{]DK?X.0'T =$U_+35X17PL>^&8J0Z.&;XN&$DS3[++ QCR5"\A:]IC M(S$C\@C+AI7WH14:F?5D9S@3<***KHJ#]^1RX7 Z\T'OY<,MF1'*:T MXN96+B^AR:=K^3+)M7N291,,>"2KM)%% T8%!1/UFSXU/JP PLX;@*@!1.\% MQ T@=HG6REQ.(VIHVE=R292-1C8[<-XX-&;#A*WBV"A<98@5Z9#]^2&O3_+M ML6(+RD$83:C(R355#V#HA ,90U8I9AAH)+R"K_**;F@3)%[RBM*

*F/ M2I'_9IP\DRN945=5)LA0BAQ/"">1VI"5G.34X..>-PG-048[4 MQO(]D_T1[L"X/D"E=^,1V=\[(^N6]YIQCEOHOF_0-YN]GS4>G=<>16]X-(;R ME,3!(8F"]+,,%/MP-'T&&\- #!XI=P'ZO5EBQ]2Q8YOOB2O;[;**=47^VY5YO MUMP^F6TBI[]DK0+U]!(;U *\]/.G, F^,G/B@\A>^1*WOQ!Y0TOSH7,#N"]* M-=RNKJD21V4[W2* @K#O+U:3V8P)HY,VYI7&3]NQLU/C2H%T6Z!M^FJ;fLK> MO5YO3=[F3!)'V_5U6WW=G?]ND)@=&5 %]IAW*NUNJ(C6=&Y&A,$;/B:MSF2G MSI_2X$^?N3]AO=SN#+Q;?K)9Y.#+ ^DG8#.HER5H&_DH3MA<@EGK&A"8&ULK59=;],P%/TK5!C0D,;RU18H;.1^BCT,3:L&#X@'-[EMK#EQ9COM0/QX M;"?-VI&F1*\ GG<$X)< _UR%3@GHG*O0+0'=#>]PI7), MT|MAZ<2X<,(IXH2/;ED]8X%F:011#7[:C//T"C]OOKM> X&M(E[%U=N%=>PU M,BX@NT.^0YHA;!^GPJRKWC8#? 5I7_&^V%Y.K8^UE7S858IUY,7P5]D>$0AI8ZZP7P M#5C!VS=NS_E_ U3Y; $5M5-24029%X MR=;Y:FZF"GY#1&B3 CTI^F_&:>"72.H+ ^]-X+D#>[.?V$:?_C>QI_5E;>K-M_]5SG6XE>)'"%;16%;F,6)AS4Q:&Z$8IE&6308;ZHBV!U=O3=UZ%]Z3%]*3% M[*3%O,FBB(*]=_DFP->F31(H9'DJBQ,]6]TZL9%I0%ZMC]W^Q*U9G[K]6=%H MO= 7;9\ZN]9$U3*%E9)RKC\H;WG12A43R3)S]2^05(%$<;]^2PN#=3W%6-R-M-]$*]53_ 502P,$% @ -+(-F6>DX-Y\/ P T L !D !X;"]W;W)K MK&UL059M<$:HP$/XK5E95K=0U;T"[%IZ2+5]V%:5 MO7RH]L&$HUAU[,QVH/OW.SMI!C3-V(3VA=C)/<_=/?7?8UU])]: 7 (8\9ESH M@;%X4S C2*ZR#*]?KX%+E<#+_2>7MRR^X6Q+_QA/Z?W, 'S);]1N/-KEAG+ M0&@E!5$P'WA7X472L_,,X"N#E5Y;$YO)5,H'NWD_&WB!#0@XL8R4'PL802< M6R(,XT?%Z=4N+7!]_<1^\7+\7*94PTCR;VQF%@/OW",SF-,"FUNY>@=5/EW+ METJNW2]95,,:1!)"&YE58(P@8Z)\TL=*AS5]^P%0%0!HBU V'D!$%> >%@!#IQS(!-)",<- DI?D%E(4L88=;66<[)" M<@O:)8;F)?? C\9(R;@^1[(ODS$Y.C@F!X0)|H\QCG2ZfQM,RP;GIU4*,\L4 MHA=2F$!^2N+@A$!U&F C]KA8T@'1'CIXW ?[^Z]"9[LCW:A/M8RK]>45W/ MR/"%^ZKGW=44*X3_U^]- RI?..LW.|!EVH7.:PL##0T]#6H(W/'P5]H++ICKL MDVR\3!)D3V0;%8OKBL5M[*YBKCZI7<#OHC75HZ3].2I!2R'41#V_>6ZS,]M MPNALTV; <8'/>V;1)6L/^1U$ZM2B=5E'6C@TGRQ$3*2]FN,6CXI-9@"("#Z%" M*52*4*W!Z.,FP4HWW;5$XRVY6@/YVZ[\H[MD3^XV5.W6JG9;5?TL#>5.T)-G MW>9:4&W*WB1HMZ$#MSIG]-PFC(.M#FRP.=_]TJ3)UYO:9D."7BU!.]?&*H_* MCW4,G9")H08RVV%X]5TS0?&:0\%NI&;NJKH+'ITT=D>P1FH@B ^6NP,:3LSY. M%UH8K\/#5^=1&%VZM_OZVC?]S\,F>@B\[MPE^,ANRLB_?>/1,:<)@C?7!ZAFVEROFQW!B9NP%I*@V.6VZYP)$;E#7 [W.I MS=/&$ESU$#_\!5!+ P04 " L@Y99K6;@2J," "Y!@ &0 'AL+W=O MMU?6N#A>L_^R=6.M:RHAE3R'RPWQ<3[X)$0]63;G3>2:.+!14E.6$BIQ\-04HDM9*81Z9:@V8?3T'0QG7-XA[M6LI)]=4-N2),D ?&.9ZBCGV#15@I? M8*GC6"PS."EU#=DBAX1\(@'/; T\OP M.60('SAX= SWT;K.O[#S+W1\T1F^8Z,>@3O[YDQG7.I:@28 IRMM%+;KK[YB M&_9A/[NJPF-=TO?PET'MY1#6H+7O+VS> N^- A7^G\B.S(BZHR(+K$G^UZ E\KV MDW9-(5U34-<,?=4WE'>.TLZ:,;3*XC_WM84VG*5'0I1PI'79*AQ>53K-.U7A(M3!A 'PP.HPS8E]XX]&ELR$8' D:O))YF#/L5CC]%HXL*OTE#.:G..Y]UU^R\ MLZ.3V\+PE>S3E.BU;O]@L-BA_D#5A@E-.*P1%-S>(X=J!F43&%FY6:.2!B>7 M6Q;X:0%E$_#]6D]S#^SXZKY6R5]02P,$% @ -+(-F626)(QO8 @ VP< M !D !X;"]W;W)K&ULK55M:],P$/XK5IC0)L'R MUA<&:.0M%1H2$]/*X /B@YM<&VN.'6RW"?^>LY.&O]+E_B2^.)(GCQWYSN/MUE(/Z0+ D.>2"SWV"F.J*[_760$EU9>R H$[GHXHN8 KF ML;7:/DM2]Y*$)I)013,O]YU>)4.K;]S^,9@K;?6Q$8RD_+)&I_RL1=80< A M,Y:!XFL%*7!NB5#&KX;3:W]I@=OK#? M'%SO&,],:4LF_L]P48^^=1W*8TR4W M#W)]"T[\?44Y$!F;]3E,]RD@*$T>0MF=;U)G).O1@"%$F72N$>^U$]C(T]G4%V2.'A# MHB#]=<#3T_)9 @/'3S>A? N8LS9Q49NXR/"%1_AV,_0 W.5MPG3&I5X]S,&/ MZYDV"L_]SZY@<,_9>-[OMW2M=T0S&'C;G!K4"+WG]*AP$'I[T]D.XF(VT3$:M[IB3ZRQ32PS=.E.5%82**!MIA0.BPG8W7<'7C /:.:,*ND/1_YJ.Z1#EWC0 MNNP(|:5">R\26H'24@C@!)XK>_8[#V/-U=_Z?[0OL=-D1.VC%#DZ*==W?I69PF)<],8<><;>6 M8:ME>%++5VDH)]++-HZQ)XC]R- CPX8,_W"WSH,MPOL+|U>NVU=T?5@@F-99LC M*+@<8I"]ODI]P\C*3>,9-#C;W;+ VQ>4=<#]N91F8[@!W]|GR1]02P,$% M @ +(-F6<;Y'V: @ B 8 !D !X;"]W;W)K&ULK55=3]LP%/TK5H8FD\)DQ8VDUD:"5M.0AH0H;_ 3MSDMK5P[,R^:6& _M?M=.R%KZH3WL)*/ M#8-N\+IP+ ^8+= MA.BCY":. C^6=H5G8LN2B &6%5LS ;!A<=2]'?1?O [X) M6-FU,7-.IEH_N(&9EM8_V:[)C0*6519UT8!)02%4 M_>,/31[6 -W>'D#< .)_!20-(/%&:V7>U!@C3P=&KYAQT<3F!CXW'DUNA'*W M.$%#NX)PF'[5:MY!, 4;PQ19ATVH3O)* M,SYC-?#DTUX2$EL.O.WF8DI7[*7CRR/AQYIVF7I^Y%MV$Y.V\DA]K6"R"D!ITOI MU7[X\GNW)2'W3N#W+=9)GVHT&X7'>Z"?W M8D-^KY7?.RC_4? %"&Q2_(669\W<7Q/32=[H MW0[9H[??ZNT?U/N@D7(I-Y*^2UM_*U&]BS?:MD/>.@O7^H3KT;?&PO=V]R:W-H965T.N8R"Q6C1 LPB:=O>AV ?:'MM$)=$E MJ5R ?OR.+I%,6.::M@GU)=.&XBA1E[VUUIMW_;Z. MKR%FZE1L(,$W2R%CIO%6KOI[X$M\R3A_=BA/QANV@GO07S=W$N_Z%? 8S(PIF(KH7[!0Z\O>18\L8.G22\6CQ^A#.@L MPYN+2.5_R6/9UNN1>;JTB$MC[$',D^(_>R]V#*@^?QH:4 ;!NBXW2 H#8)C M#0:EP2!GI@@EYR%DFDW&4CP2F,5&M.PB)S.WQO!YDGWW>RWQ+4<[/?DDDM5; M#3(F(4O^9E*R[%N0UR%HQB/U!I]^O0_)ZU=OR"O"$W++HPB_F1KW-?8@ MP^G/2V_3PAO=XRT@MR+1:T7>)PM8M-B'=ON1Q;Z/D5?ATY?PKZD5\"I=G1(Z M/"'4HX.V>.SF|[Y)8&WUSS!97,CFJ#ZF$&.%^S#S_A3;*T3"%]:O+M$S8@ M-QIB)5]+[ZX+M$$[6I9QWJD-F\-E#U,* OD O5XF&Y!S;($K01L/5B[=>2C ?'\K M3, 4#X)1@XW# [0Q.SBM.S]V_V?K@;+'@69',(C(7<]#$!)4$QOBB>;)"E]$SX0)H)@LZAUV2_=G-L'FK4OG9ESA&8R5]?7 MOK7PW&4N4TY8)SWI4@ECG<1%F["Y/H#L4Q+GT]955#FMK5VAF1S6U;5O+Z]W M."PXXW.R8<_E$XD3EV]85!#<2]?=B1_8Z'19MX>NT$PZZQ+>[UC#[]+Y4M5; MV+3[&%58V'19_8>NT$PVZ^+?MU?_AQ21TBQU;?.URAF(55?>H3:]<@K]NT(S M]:N+?=[:!>]2-V.**U)L+,C0[,\FPIR:ELY6W8QIOGCW9X;O+ M>_^(^CZ]>'EX;HR]+\\;(- _>%VM-]OY[@A;99IU(6O?4 <=WDU= /B,V^?8+ M\0QD&\K4CM*9;$=IDMFU!/"M&F1GD*8;5".H3:$$XA'7SV0)H$YLU>+HT#[- MU-Z'SHS]#C5":.S5"CU CS9*'S-=,KN#D0" (LH9L3>CAL3FA[']HRY@K-9*Q6 M(_0(-,+-V)RI-6;#*)>[$GZDO! EE4XYR&.YAT\-'G=(=*I17*&9)-8:A7;4 M*&F2*EQY9T(B%NH39!7=XXRU35:]DZY,2G17[]"FW@D/- #+!J(4'J@NNV M?&-EOXG=@5F[TKG]!URAF65S>H3:]<@Q_.\;"- 4LSQ M?)/*S9)UOCO5_* TY\PG***KM#.SU'+''KA-@^XE!U3!VBA*S23REK$T(XB MYQ@\,&K- [29!YP*&%=HYI&(6L $=@%S3![XLD:AS98H;8Z=Z7:GG<]...4_ MKM!,PFO]$_AN3Z&XU"U3IVBA*S23REH%!1U5T-$SO01NSO3F5H7=?V>VG/XZ -MT]\ZU1:#7.6G Q6*'=0\Q0&WZFEU O$J/W?7KYL7QQ=OF5PAC22")9IZIT.L MY&1Q(K"XT6*3GY&,":U%G%^N@2U 9@WP_5((_7*3..C.94[^!U!+ P04 M" L@Y997'.=KT0" ?!0 &0 'AL+W=OYCV8,(!5TIXLR_0?ON= MG1"O+;"7V&??[_9.<=[!5_-%@#96R8S,_*VB,70!TVZA8R;CBH@IVVUTAE' M"O7&-X4&OG*@3/A$ S:C(O<2V"W-M=)K$J4(II>Y9[,,JI? QR#5?N1UOHVD!1[/#^Q?7>U4RY(,N%?R MNUCA=N3=>>&P%:UY*?%+[!ZCK<093)8WILGV=&W@L+0VJK :3@TSDU1)KM6?:9A,;G;A2'9K,B=Q>R@(U[0K"8?*H\LTU M@L[8!);(KMF"KGU52F!JS68<2RU0@+&12WUN4B\G@%Q(UK7/D*3_A:0-%AO> 3"%.PSUX6$W9Y11 M2QC0, "2CQ^Z@^-#+&;^]QFOO"M"I=^T>.!0 X>R3;=+NE'L[U]4^HU2_W]* MMVU*%2HZ4NK=MBM%C5)T5NE9(9>LX,_V]%O_B^B?ZJ+^7YK^T?!NGXX9UQN1 M&R9A3:"@\YDX=-6.58"]<"VP5$@-Y:9;>L% VP3:7RN%A\!V5?,F)K\!4$L# M:!0 (_"R#9EQGJD"Y (,' 9 >&PO=V]R:W-H965T3(UIX+(0THR"WMCP/0Y/F6#!S MJD]4)&=N=,$L;Z4B-*5&5EGF60H1Q% W"@G$9)$- _=]>3H5!P27>,;3#+HF#Z M]R4*M1X%G6!S,.&+\W+]#,!F6;(%3M/?EG:9=V*!DO$!IN)*@<3X*+CKGXX&S M]P;?.*I-UAJ[U! M_^2UDY89,SA6XCO;#X*S@+ (<,Z6PD[4^C/6>OH.+U7"^%]8U[91 .G26%74 MSL2@X++Z9X]U'+8<"*?=(:X=XGV'WC,.W=]AZX56S+RL*V99,M1J#=I9$YI; M^-AX;U+#IZMK5*.O$P7&V+/FBR(Z7? 2.F -+5GN4E2=M2(Y6!5B4C&CSHM1]54E@=OHDDVD[\>]&-A:K.(-W4XNS=M#AO;@(.(T)FHA MRN*_*%-]#E&MU;"9P)T6W-D=-S4EK9_Y";@9/ K\O\:E%;T]BN-7?"M0+W_8- MI*YZJH??G#:3Y<(WU+WS2YHXU8#X"U._JQNF%UP;JK&PO=V]R:W-H965T+,-M#]^YV=D#&:!K;RA?CE MGN=>.5]O(^2C6@)H\I3P5/6=I=99UW55M(2$]DN108HIWHU&QTTH2YV@9_N9- 3*\U9"G>2]%624/EK'"%QL^D[3V1[S(1X-)N; MN.\TC$' (=*&@>)G#=? N2"\ WX6G$ZIT@!WUUOVL?4=?9E1!=>"'?V.Q?O:=_M#P2)84Y77-+X+&H:AM9Q6<]^2QN+>]T\ 4PCXI4.F36Y'J!2*C M.-(;X C^]QW^LP;QH#H5=+.(7LDOB-]\1K>*T*>Z[KX;=4(SY(CP|\M7KM?%8W7&3]^G?9)/3R$J/3=KTF%7Y:C;_G\^G+\/I@I+;%-_;@JKYRB54UA M6G=7932"OH.]68%<@Q.\?=/L-#Y5Y?;49.$IR4:G)!N? DFQR(K*_*J155DBK MCCVX23+*)+Z%FH@YX2)=7'!\S&)"E0)=V8YRPHXE-"_S.FCTW/5N$3R7\/9$ MPH,DH\,DXX,DDUKG_S.T[3*T[=K0AI)Q;0BV/X)!ZU!*A/D2 *^=#561;3_S MQ]^+,*W&?_U[G9]L=-#V\2G53>K4Y=ER=U[Q\.3"#FB+*5ZKR#EJ?E#W8P MH_>^,#9#9L5YZ-F=YR/>'_H\X$3G[%2Q4F?8ZJ&I=7:*W.A[A\HT5F9XB9 MT#B1V42UZ01@#OXT+H[<8H*"?IX#=02P,$% @ +(-F6&ULK9M;=]LV';6_"N$5 M6PNDL25?DR4&TNC680&">MT>ACTP$F,+D427I.-VV(M'RGQ6+S\PXL|%P]RPY@B7|,DDY>#C5+;\^%0AAN64GG*MRS3W|QSD5*EDV(| ME%O:.%2(TF1HCT:S84KC;+"|*)NO?*"[U029^Q6$+E+4RJ^?6)WU\.K,%3 MQJ=XO5%YQG!V1.5KMF+]_96Z-2PID1QRC(=G\YN++.WN<'XH2?\9L M+P^Z73 M+R=YP_Y(F/T>5+E+>()2Q4.8+]CT=VS9(D)^EV?*F@@[K.7'AX_43W MBIO7-W- ');OFR5]Q#:7@\6 1.R>[A+UB>|#5MW0-.>%/)'%7[*ORHX&)-Q) MQ=-*K%N0QEGY2;]6#^) 8$V.".Q*8+]6,*X$X^>"Z1'!I!),7BN85H+I:YLT MJP2SUPKFE6#^6L&B$BR*WBV|H^A+ARJZO!!\3T1>6M/RB\(0A5IW89SEWETI MH[^-M4XM5XT|#QN>1$S(7XC|91>K,^0|N8JB./<63FV/DQ5#IUN=M&(95 M2YVRI?:1EEKDAF=J{XF;12SJT+MF_=B@'\3G5C\Z^^G1?;"-P-IB=DKLLQ-B MC^Q)1WNN7Y#O\1'>=4*E)R/>%+\&\O?O^GOR4;%4_M/1N \E M;-(-RP>;<[FE(;LIU(Z=OKR-A#A+F(F$>$N8C80$(UO+,Q@H4L?M2FXRW3=16-6$M?HR%ASN*E69"+K,Y#PGPD+ #!6C8[VUV M9K39'YM81-60>KL3X89*1J[6@KK498I&\ =SC;U= MBJ0Y4)H+I7E0F@^E!17MV 9/VWQV85[;,#ZZC15-XG_UG"Y\,F+(I3;>6AQS MEQ'9VUU(F@.EN5"-!Z7Y4%10T;HGQ6UO-<$!R[@%O/3CA-&(_$=63%OK^&2O MTV/06 &4YD!1+I3F06D^E!.@:;&TI-B$#:P*=Z4'C!E": Z6Y4)H'I?E06H"B MM1W8!"\L<_3B^ZA5O8GWPJZ=&=S;C"5M>O"RM\HH(-ZT0A=*\Z T'TH+4+2V MPYI0A67FSV/LU^-J^YH, M2G.A-]*\Z&T $5KFZP2MCFH 1L(6%W;%M;SQT#3! ;2Z4YD%/0HHA M#AQ2/583]_6[U^/G$_]I<7'VI700,+4)H'I?E06H"BM5W5Q"!L8[RA8AUGDB3L7B-' ML_/[@(CR9&"94'Q;G#.]XTKQM+C&ULS9U1;Z-&$,>_RL]MJJO4QH:%!:Z)I;N/5Q-K\OS!I^CNQ[@^F,XO-^&=O)'% MV\W'K'PW/:@LH[5,\BA- 6"975Y,WUNMK:S:K6M0F7R+YF#=>LZHOMVGZM7KS MZ_)[,]MW,;YO(Z MC?^,EL7]U<2?I*5VH#O&_"ZHSO/ZFZ]"XMP?IFECRRKK$NUZD4= MF[HUV9LHJ<;QILC*OT9ENV+_^R_#!,ENQ|%-X&<51$,G]NL61AP1I"Y>A\DHMMED7)'7L;YE',7KV3 M1<'?I>E+-)

C0>0C*H@SR/%2"HU-7: D9Z1@CSO=$$>;J)Z"^#F MF=L:X,7!K?VPF;9-[}-F ,K\{5#&?[0@@1]"^W$T)LC,!S+S1T5F/BF94:FI ML0,R\\UMCO#;0-6: 1TV03, H,L? EU\\) ($+J<l8B: RP?@\D<%7#XI<%&I MJ;$#X/*-)??AJGCJQ-JHGH+O.4/XBW-)0E<5'O 3*"8#RCFCPK%?%(4HU)3 M8]=X+)T1%/-/HQAJHGH+*.8/V1O!7[H<@1]%>P1-W'X+@/2"4>V-"BADI- MC1U 86!D;T1P>F\$;J}Z"Q@6#-D;P<[>BL#EM8?.Q%|J `@7C&IO1$!*AU1J M;NR #@,C>R."T[5U^(/|1B@6S"D# ^9(3@5X>K;@VQBJ34 , Q&58$7D!(E ME9H:.R#*P,C>'"%Q5.P:#Z_0"P+U@2)T>UU]P"6U>V7DL<32-YQ*/E8OH'TR ML9E'$S>?36SHX<0{68%<.7";G&O=V]R:W-H965TT-+:)I4@O M2<5)T8?OZ!#%#A35!GB1&UNB^7|<<88S(CW>2?5-;P ,>C3#C3<=EVHZ9CF1O.!-PH MHO,LH^II#ESN)H[O/#?]>D>)2EE-^*FZMTXGB%1< A,06'XM<#7 +G!0GM^%Y#MG6;,0KA _4R/RX?'AUE2#9>2 \E2LYDXYPY)8455;F[E[E>H'VA8\!+)=?E) M=G5?SR%)KHW,:C%:D#%1?=/'>B+V!,Al%P2U(`@M&+PAZ->" K&"02T8O!;, MWA ;.\'PV!%&M6!4SGTU6>5,A)30Z5C\'5%%:Z05%Z6[2C5.,:-%9-T9A;\R-MU)EI3/GBJW6/9 =:X P\9H\G,T05S]>:<7DJA(M0^:B"H8SK3]AE?A^3 M&ZJ. *7)=>^FAVU?[T+R|<,G\H$P01:,SVV.L0D+;<{BF[#8$NS H8/&H8.2WO _-#+3 M&C"!S$1*KAE=,HY9/;1S=DG)'X+<0!(KQ<2Z[/6[%*HF%/--/GK&OGDRD"F M_VX+CX'-\+)"VW" (INPV!+L(#R&37@,.]<{NO@SOC'D{J5+#F1+GZHJ@WX' M?+%HR^_S3N*I/K8)"VW"H@HV*F"%:^##U!^.W8=|SW5V.?#']/"J',?5]DV M-[@68;6"\M6.*&J R!46;0-HM2%8ZG-!,ZD,^P=[;HL+;,,NO%[53VU>]\;U M_3UCO9[O^8>/=-G:+?!&A]W"X[I%G0]|ZCJQ!#OPRUGCE[/CZR+YERSH(\OR MK&VB.T&G+@^;L- F++)OBRW!#EQ[WKCV_#U5R',X6$3%MJ$139AL27807A\ M:<+C2^:"*O\3-"GJW6/9-=G#:=&A4U8:!,6V83%%6RX5X+,.^NW5U_=>-MU>I[=_ M02_1E%Q*SNE2JFIG?63B[T:?ZD2KM-.J+:,)*BVW1#EV^=\|BOZ'\?UMC*TIL-MTD*KM,@+!;9%.XR2X"5*@G=0!KJ-.#DX;-)"JI3(*BYN:0<[L9\WJABX>X>Q M&:AU>6RN22)S8:H3LJ:U.9J?E0?2K]KG-D7HM[1'Q5%^>?C[@J_^!UA0M69" M$PXK',KKG6'54M71>G5CY+8\"EY*8V167FZP$($J.N#O*RG-\TTQ0/,'Q_0_ M4$L#!!0 ("R#9EE/CC_;]@((@' 9 >&PO=V]R:W-H965TLFEJ(R%ONG40]="A56HE!&KW,.W!) =8 M=>S,=J#]}SLI:08MI7O8" &=[_O\W1T^]S=*/Y@5HH7'7$@S"%;6%A=A:-(5 MYLRT5(&2=A*9*Y\R2]9>A*32RS(-R$<91U MSQF60]+UOHI.^*JW@$B<:3)GG M3#\-4:C-(&@'SXXI7ZZL-B$%RV+T8] M%^\#[CENS-8:7"9SI1Z<<9T-@L@)0H&I=0R,/FL8[UOF<,;Y4">._85/!1@&DI;$JMK\&D(.>R^K+'N@Y; .+9#XAK0/P2T'T#T*D!'9]HIB1+A%IDI-5*+K(%/,*OZ"FH!HQ632S1N M>7R%FG%A3HAJ>#^&"=-6HC9PTYJT M:M_E4J, C^R[V14<'YW $7)MUP(:K+IAY9R=$K#M,YG6.43OY'/%A5TJX, M?),99KOXD&K3%"A^+M P/D@XPZ(%G>@4XBCN[MS^G=XYX"<3M.OCN?KO-NO MTYU>U,W+@*[&%--2:RZ7,&2&FU:XDVIN4*_9G)IU+8O2NA@E4T(S=Y\M.8<1$ M6@IOP,^I$@+HEFR8SG[MZT&EL;M?HQL\%Z9@*0X"FBSN8 R2CQ_:O>CKO@+^ M)[*=IW!3<9VTO_3#]78.>T+,FY = M96>-LK.#R[ZE1J] M*D;.MW^0/4$L#!!0 ("R#9EF1N]Q;00, "@4 - >&POJ M8-(BF=(Y-;:K9V%9:$;3$DBY"#NM5ASFE$LR&LA%?L:,IBJA1#TFM"@:M] M38>D'?\D@9,;]V0-RY^]N'LK/5P>;T?OZB_2Q)Z1;M'B%ZU M<%V+8=+QKG0IW"]MF!BQ=YRGPZYP7_VCY]H8*)=|*M\ZTIM\X1:KMJ=+MD0JM-,E$Z9;I)TR;KT&@@6 9V-)_-X6Y4$0)H MC,IM(^5TIB2M/*P9=&3:\.EVY+>FQ3U;FG4Y+3/<<^<$/?_;=9XQ MR305VZ9Ml;_E57ZQXZCW6I.K;Y5]PUZ/I5OIK9OLGH+)^!1,GD1-]D_!9'("-M)GNO]UYT&18GS*VCC(!\YDF&L"\<4A^P,%3;)(&DP47ALNZ-^=IRN2S\XR5-M-W1B_PS;T;?C4Y;1A3#W#3@DF_9WEO)%GC2C;F$AZE&;]C>87CMN3]LV%YL+"\O(377Y$8SC,#\"&)8'AX{'4PQM8MCN"KX9Y P;6 M!S+]W5KCNXU7R.$ZP/;T4(5@,|4K$9LIOM: ^-<-&$GBWVTL#S"P7<.>8!Q)$@R!6O37:!PC]Q/#Q[_V%,214GB1P#S.X@B#(&G M$4@_NO8_"]7LJW/QO-8?20$3;8T.P6BP^0"X99K>]9!:G[MDY8#\].{6RTK=9?;O4JT6Y6JKR>3&+#JV)SMT&W_^ILDI3=1870O<[P <8+Y M,HGSS=A\>G3^8>G<@_A9&1NF@TV,V_/1*!0;5=/^'IYN_ AON^B*]DV%QI;A7JO'\,_^9E/L=-!+M;71\F@[:ST8-1*6MKO2S*J>#\4"$C7O\TWG]I&R49E%X9\QT,.EVW"L?=?&F M>=% WLEE:%NB7-Y*)D.SL;0X4K[$-LCVOXE,.X4'-QMU=%]TR8J/Y-1??>N MWFJ];K]!LQBATVCCL'_O@GCN_TL8W6JE"S5S15TI&[LX>F4:0!LV>AL&PLI* M30=?W4[YQS@!R[+[MPB0*%(^7,-_ QW4{YQS@OHMA2V:!* 9^",]H$CE(L&ASX M*H),",CDA)!_)0@R)2#34T*F"#(C(+.30'Z11MI""029$Y#"2%[E_N,@#P[MY>7.$.1[O+!*2%S!/F!@/QP2L@S!/F1@/S(" G#KZ75S^V.=V*N_ZYU"6X3MT@*VW.*'^9AZFH]Y,1=U54G_)-Q*+/3:.OB;M%%<%(6K;=08DY0.LW5NFT:X MQC?20PR'XKLVD("(1:$5/(8"QJ2T,V'VSAP.@QNSN\B0AB>95__$/O)TT<'QHA\.5]\8MD_+'Y#0">W$O3:W$%02M]DV!%'NAHU20,*O@ M1CZ)7?N0:[_>I,/S'0KC&E(;2?DA8?=#T'!MQ9V7)53?XL)];==O TGY(F'V M!9E#]@U)(RJP0VK^X%$XIMZ3,,NG[!]F5)Z2:F+C5;$![\(62UF MK1RQWIX38U)B29G%0M:G_;%"N25E=@M9^/8Q*;>DS&XY7O@"\T6),2G3LR M>57@4"!IO[9B3,HV*;-M$.9%"7(1.VWAH09:&,>X&%Q.0)6T99*.->8B$Q\>I%1EDH.^4L66_] M(J,LE)UTEJP73BTK(UJ9#1W&).R4/[_MUCQ#<2U]D\GMH":?*3P)F5,6RKEK'RJ;5Q)C4A;*F2WT4]+U$H]VW#=C_;IW MT2D+YL4|E&WV5A=RY[MP%PO@L;8E(5R9@L=*X!?;E*,25DH9[;0 M<&PO7W)E;'.O=V]R:V)O:VLN>&UL+G)E;'/-VKM.ZT 4A>%7 MB?P 3/8MP!&AHJ%%O(5)A>1Q)8]"'A[HE"$95&KU:Y8=N]7:(Q_++X/3>#;_C-N?2S)[;M89/+LDD?^\OI,9T/7Y;-\/@B3:H=I'"D!8,,@JQ^D$.0UP*"(KZ M00L(6M0/NH:@Z_I!-Q!T4S_H"%H)NZP?)'&6<$R1-L";06I!K(?!;$&PA$%N0 M,"$P6Q!M(5!,D&TA<%L0;B&06Y!NG;!;$&\AT%M1,R706U%O)=!;)R_;'!HK MZ]T$>BOJK01Z*^]M!'HKZ]T$>BOJK01Z*^]M!'HKZ]T$>AOJ;01Z&^IM!'H; MZ7T$>MMDLX1 ;T.!C4!O0!V-0&]#O8U ;T.!C4!O0!V-0&]#O8U ;T>]G4!O M1[V=0&]'O9U ;T>]G4!OGVQV$^CMJ+<3Z.VHMQ/H[:BW$^CMJ+<3Z.VHMQ/H M':AW$.@=]'<0Z!VH=Q#H':AW$.@=]'<0Z!V3CY4$>@?]'01Z!^H=!'H'ZAT$ M>@?]'7^]U@^]WF\|'RO\3OW7U)=3O?FR^//R^^3B//BC',"'V7NOP!02P,$ M% @ +(-F61?(S!O; 0 T2(-!, !;0V]N=&5N=%]4>7!E&UL MS=I=3X,P%;@O)P:T;7K_D1YSXZ[UIX!R[<#3*@3=O-^>]M3$TT2EQFXGL# M@;;G/;3)<\7EXXNG;-FU3I<6616CNV L%!6U)N3649=&EM:W)9'OV+.%&NSM(B9FLSDK;!>IB]/8U\BN+F]HI.39-G-SNTNM0VVZ1>6I"-KG>3^RS%IEQKJD+ M$],XVW;EEY3I6T*>5@YS0E6[<)(F9.S;A'IDYX"W=?=;\KXN:?)@?+PS;9K%M=@T+\;6AD(^7^*9'NUS6!96VV+1I21Z<)U.&BBBV3;XO>C*>'.,,T_[*C\X? MRHP>IID/WKJ03LS3X7'O1]*OGKI4B'RLQS_Q(S&5/OK[]#_MDLI?9[?M?,9^M/9Q'8,/M^#W^?,8?]0_L0X#T{4'Z4"!];) ^YB!]G(+T<0;2QSE('WR&T@B*-MJ!R%5(YB*D=!E:.HRE%8Y2BN&UL4$L! M A0#% @ +(-F62VFZK#N *P(!$ (!KP &1OM8U!R;W!S+Y-O&UL4$L! A0#% @ +(-F69E&PO=V]R:W-H M965T&UL4$L! A0#% @ +(-F64MMBN- !@ +2(!@ M ("!#@X 'AL+W=O0" "3 M'0 & @(&N& >&PO=V]R:W-H965T&UL M4$L! A0#% @ +(-F67'4,C%E!0 _14 !@ ("!R!L M 'AL+W=O)0 >&PO=V]R:W-H965T&UL4$L! A0#% @ +(-F M6>)!F2_&!@ #!X !@ ("!L#('AL+W=O&PO=V]R:W-H M965T&UL4$L! M A0#% @ +(-F68T&)[=(#0 3RH !D ("!;T< 'AL M+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ +(-F M65[=X,/2!0 X T !D ("!VG< 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ +(-F67UA9BQ"!@ MA$ M !D ("!2X0 'AL+W=O&PO=V]R:W-H965T@< (\1 9 " @?R- !X;"]W;W)K&UL4$L! A0#% @ +(-F65L),0H]! @0D !D M ("!K94 'AL+W=O!*-(@# "<" &0 @($AF@ >&PO=V]R:W-H965T M"= !X;"]W;W)K&UL4$L! A0# M% @ +(-F6=Z*$C0 @ ,@L !D ("!$]@ 'AL+W=O M&PO=V]R:W-H965T(704 #L- 9 "@:ZP M !X;"]W;W)K&UL4$L! A0#% @ +(-F66($ MB1RQ! R T !D ("!0K8 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ +(-F6<[@NP\#!0 [A$!D M ("!8<$ 'AL+W=O&PO M=V]R:W-H965T&UL4$L! A0#% @ +(-F67M+;RW- @ 6 8 !D ("! M^T 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% M @ +(-F62.P] ,O$0 , 4! !D ("!?]< 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ +(-F6;_)EG9T M$P (1 ! !D ("!]?X 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ +(-F62B]NW2^ @)0D !D M ("!8QH! 'AL+W=O&PO=V]R M:W-H965T&UL M4$L! A0#% @ +(-F62UW-_M#!0 Y1T !D ("!Z20! M 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ M+(-F6>DX-Y]/ P T L !D ("!J3 ! 'AL+W=O&UL4$L! A0#% @ +(-F6<;Y)V: @ MB 8 !D ("!&#H! 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ +(-F62&I.0KD @ DP< !D M ("!$8! 'AL+W=O&PO=V]R:W-H M965T&UL4$L! M A0#% @ +(-F6:R'T2M%"0 SV0 !D ("!Y%(! 'AL M+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ +(-F M69&[W%M! P *!0 T (!)60! 'AL+W-T>6QE&PO=V]R:V)O;VLN>&UL4$L! A0#% @ +(-F65EV M ?CU 0 ." ;, !H (!7FI' 'AL+U]R96QS+W=O XML 80 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 81 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 83 FilingSummary.xml IDEA: XBRL DOCUMENT 3.24.3 html 349 269 1 false 82 0 false 7 false false R1.htm 0000001 - Document - Cover Sheet http://arcusbio.com/role/Cover Cover Cover 1 false false R2.htm 9952151 - Statement - Condensed Consolidated Statements of Operations Sheet http://arcusbio.com/role/CondensedConsolidatedStatementsofOperations Condensed Consolidated Statements of Operations Statements 2 false false R3.htm 9952152 - Statement - Condensed Consolidated Statements of Operations (Parenthetical) Sheet http://arcusbio.com/role/CondensedConsolidatedStatementsofOperationsParenthetical Condensed Consolidated Statements of Operations (Parenthetical) Statements 3 false false R4.htm 9952153 - Statement - Condensed Consolidated Statements of Comprehensive Loss Sheet http://arcusbio.com/role/CondensedConsolidatedStatementsofComprehensiveLoss Condensed Consolidated Statements of Comprehensive Loss Statements 4 false false R5.htm 9952154 - Statement - Condensed Consolidated Balance Sheets Sheet http://arcusbio.com/role/CondensedConsolidatedBalanceSheets Condensed Consolidated Balance Sheets 5 false false R6.htm 9952155 - Statement - Condensed Consolidated Balance Sheets (Parenthetical) Sheet http://arcusbio.com/role/CondensedConsolidatedBalanceSheetsParenthetical Condensed Consolidated Balance Sheets (Parenthetical) Statements 6 false false R7.htm 9952156 - Statement - Condensed Consolidated Statements of Stockholders' Equity Sheet http://arcusbio.com/role/CondensedConsolidatedStatementsofStockholdersEquity Condensed Consolidated Statements of Stockholders' Equity Statements 7 false false R8.htm 9952157 - Statement - Condensed Consolidated Statements of Cash Flows Sheet http://arcusbio.com/role/CondensedConsolidatedStatementsofCashFlows Condensed Consolidated Statements of Cash Flows Statements 8 false false R9.htm 9952158 - Statement - Condensed Consolidated Statements of Cash Flows (Parenthetical) Sheet http://arcusbio.com/role/CondensedConsolidatedStatementsofCashFlowsParenthetical Condensed Consolidated Statements of Cash Flows (Parenthetical) Statements 9 false false R10.htm 9952159 - Disclosure - Organization, Liquidity and Capital Resources Sheet http://arcusbio.com/role/OrganizationLiquidityandCapitalResources Organization, Liquidity and Capital Resources Notes 10 false false R11.htm 9952160 - Disclosure - Summary of Significant Accounting Policies Sheet http://arcusbio.com/role/SummaryofSignificantAccountingPolicies Summary of Significant Accounting Policies Notes 11 false false R12.htm 9952161 - Disclosure - Related Party - Gilead Sciences, Inc. Sheet http://arcusbio.com/role/RelatedPartyGileadSciencesInc Related Party - Gilead Sciences, Inc. Notes 12 false false R13.htm 9952162 - Disclosure - License and Collaborations Sheet http://arcusbio.com/role/LicenseandCollaborations License and Collaborations Notes 13 false false R14.htm 9952163 - Disclosure - Revenues Sheet http://arcusbio.com/role/Revenues Revenues Notes 14 false false R15.htm 9952164 - Disclosure - Income Taxes Sheet http://arcusbio.com/role/IncomeTaxes Income Taxes Notes 15 false false R16.htm 9952165 - Disclosure - Net Loss Per Share Sheet http://arcusbio.com/role/NetLossPerShare Net Loss Per Share Notes 16 false false R17.htm 9952166 - Disclosure - Stock-Based Compensation Sheet http://arcusbio.com/role/StockBasedCompensation Stock-Based Compensation Notes 17 false false R18.htm 9952167 - Disclosure - Cash, Cash Equivalents and Marketable Securities Sheet http://arcusbio.com/role/CashCashEquivalentsandMarketableSecurities Cash, Cash Equivalents and Marketable Securities Notes 18 false false R19.htm 9952168 - Disclosure - Condensed Consolidated Balance Sheet Components Sheet http://arcusbio.com/role/CondensedConsolidatedBalanceSheetComponents Condensed Consolidated Balance Sheet Components Notes 19 false false R20.htm 9952169 - Disclosure - Long-term Debt Sheet http://arcusbio.com/role/LongtermDebt Long-term Debt Notes 20 false false R21.htm 9952170 - Disclosure - Leases Sheet http://arcusbio.com/role/Leases Leases Notes 21 false false R22.htm 9952171 - Disclosure - Stockholders' Equity Sheet http://arcusbio.com/role/StockholdersEquity Stockholders' Equity Notes 22 false false R23.htm 9952172 - Disclosure - Fair Value Measurements Sheet http://arcusbio.com/role/FairValueMeasurements Fair Value Measurements Notes 23 false false R24.htm 9954410 - Disclosure - Pay vs Performance Disclosure Sheet http://xbrl.sec.gov/ecd/role/PvpDisclosure Pay vs Performance Disclosure Notes 24 false false R25.htm 995445 - Disclosure - Insider Trading Arrangements Sheet http://xbrl.sec.gov/ecd/role/InsiderTradingArrangements Insider Trading Arrangements Notes 25 false false R26.htm 9954471 - Disclosure - Summary of Significant Accounting Policies (Policies) Sheet http://arcusbio.com/role/SummaryofSignificantAccountingPoliciesPolicies Summary of Significant Accounting Policies (Policies) Policies http://arcusbio.com/role/SummaryofSignificantAccountingPolicies 26 false false R27.htm 9954472 - Disclosure - Revenues (Tables) Sheet http://arcusbio.com/role/RevenuesTables Revenues (Tables) Tables http://arcusbio.com/role/Revenues 27 false false R28.htm 9954473 - Disclosure - Net Loss Per Share (Tables) Sheet http://arcusbio.com/role/NetLossPerShareTables Net Loss Per Share (Tables) Tables http://arcusbio.com/role/NetLossPerShare 28 false false R29.htm 9954474 - Disclosure - Stock-Based Compensation (Tables) Sheet http://arcusbio.com/role/StockBasedCompensationTables Stock-Based Compensation (Tables) Tables http://arcusbio.com/role/StockBasedCompensation 29 false false R30.htm 9954475 - Disclosure - Cash, Cash Equivalents and Marketable Securities (Tables) Sheet

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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": ["r46", "r661"] }, "us-gaap_AccretionAmortizationOfDiscountsAndPremiumsInvestments": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccretionAmortizationOfDiscountsAndPremiumsInvestments", "crdr": "credit", "calculation": { "http://arcusbio.com/role/CondensedConsolidatedStatementsofCashFlows": { "parentTag": "us-gaap_NetCashProvidedByUsedInOperatingActivities", "weight": -1.0, "order": 9.0 } }, "presentation": ["http://arcusbio.com/role/CondensedConsolidatedStatementsofCashFlows"], "lang": { "en-us": { "role": { "negatedLabel": "Amortization of discounts on marketable securities", "label": "Accretion (Amortization) of Discounts and Premiums, Investments", "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": ["r69"] }, "rcus_AccruedResearchAndDevelopmentExpensesCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://arcusbio.com/20240930", "localname": "AccruedResearchAndDevelopmentExpensesCurrent", "crdr": "credit", "calculation": { "http://arcusbio.com/role/CondensedConsolidatedBalanceSheetComponentsSummaryofOtherCurrentLiabilitiesDetails": { "parentTag": "us-gaap_OtherLiabilitiesCurrent", "weight": 1.0, "order": 3.0 } }, "presentation": ["http://arcusbio.com/role/CondensedConsolidatedBalanceSheetComponentsSummaryofOtherCurrentLiabilitiesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Accrued research and development", "label": "Accrued Research And Development Expenses Current", "documentation": "Accrued research and development expenses current." } } }, "auth_ref": [] }, "us-gaap_AccumulatedOtherComprehensiveIncomeLossNetOfTax": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccumulatedOtherComprehensiveIncomeLossNetOfTax", "crdr": "credit", "calculation": { "http://arcusbio.com/role/CondensedConsolidatedBalanceSheets": { "parentTag": "us-gaap_StockholdersEquity", "weight": 1.0, "order": 3.0 } }, "presentation": ["http://arcusbio.com/role/CondensedConsolidatedBalanceSheets"], "lang": { "en-us": { "role": { "terseLabel": "Accumulated other comprehensive loss", "label": "Accumulated Other Comprehensive Income (Loss), Net of Tax", "documentation": "Amount, after tax, of accumulated increase (decrease) in equity from transaction and other event and circumstance from nonowner source." } } }, "auth_ref": ["r15", "r16", "r60", "r121", "r497", "r526", "r527"] }, "us-gaap_AccumulatedOtherComprehensiveIncomeMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccumulatedOtherComprehensiveIncomeMember", "presentation": ["http://arcusbio.com/role/CondensedConsolidatedStatementsofStockholdersEquity"], "lang": { "en-us": { "role": { "terseLabel": "Accumulated other comprehensive loss", "label": "AOCI Attributable to Parent [Member]", "documentation": "Accumulated increase (decrease) in equity from transactions and other events and circumstances from non-owner sources, attributable to the parent. Excludes net income (loss), and accumulated changes in equity from transactions resulting from investments by owners and distributions to owners." } } }, "auth_ref": ["r1", "r9", "r16", "r386", "r389", "r436", "r522", "r523", "r781", "r782", "r783", "r793", "r794", "r795", "r797"] }, "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": { "terseLabel": "Additional 402(v) Disclosure", "label": "Additional 402(v) Disclosure [Text Block]" } } }, "auth_ref": ["r715"] }, "rcus_AdditionalClinicalAndMilestonePaymentsReceivedUnderLicenseAgreement": { "xbrltype": "monetaryItemType", "nsuri": "http://arcusbio.com/20240930", "localname": "AdditionalClinicalAndMilestonePaymentsReceivedUnderLicenseAgreement", "crdr": "debit", "presentation": 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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. 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Also includes short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates." } } }, "auth_ref": ["r869", "r870"] }, "rcus_CashCashEquivalentsAndAvailableForSaleInvestments": { "xbrltype": "monetaryItemType", "nsuri": "http://arcusbio.com/20240930", "localname": "CashCashEquivalentsAndAvailableForSaleInvestments", "crdr": "debit", "calculation": { "http://arcusbio.com/role/CashCashEquivalentsandMarketableSecuritiesScheduleofFairValuesofOurCashCashEquivalentsandMarketableSecuritiesbyLocationinCondensedC { "parentTag": null, "weight": null, "order": null, "root": true } }, "presentation": ["http://arcusbio.com/role/CashCashEquivalentsandMarketableSecuritiesScheduleofFairValuesofOurCashCashEquivalentsandMarketableSecuritiesbyLocationinCondensedC], "lang": { "en-us": { "role": { "totalLabel": "Total cash, cash equivalents and marketable securities", "label": "Cash Cash Equivalents And Available For Sale Investments", "documentation": "Cash, cash equivalents and available for sale investments." } } }, "auth_ref": [] }, "rcus_CashCashEquivalentsAndMarketableSecuritiesAbstract": { "xbrltype": "stringItemType", "nsuri": "http://arcusbio.com/20240930", "localname": "CashCashEquivalentsAndMarketableSecuritiesAbstract", "lang": { "en-us": { "role": { "terseLabel": "Cash, Cash Equivalents and Marketable Securities [Abstract]", "label": "Cash, Cash Equivalents and Marketable Securities [Abstract]", "documentation": "Cash, cash equivalents and marketable securities." } } }, "auth_ref": [] }, "us-gaap_CashCashEquivalentsAndMarketableSecuritiesTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CashCashEquivalentsAndMarketableSecuritiesTextBlock", "presentation": ["http://arcusbio.com/role/CashCashEquivalentsandMarketableSecurities"], "lang": { "en-us": { "role": { "terseLabel": "Cash, Cash Equivalents and Marketable Securities", "label": "Cash, Cash Equivalents, and Marketable Securities [Text Block]", "documentation": "The entire disclosure of cash, cash equivalents, and debt and equity securities, including any unrealized or realized gain (loss)." } } }, "auth_ref": ["r805"] }, "us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsIncludingDisposalGroupAndDiscontinuedOperations": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsIncludingDisposalGroupAndDiscontinuedOperations", "crdr": "debit", "calculation": { "http://arcusbio.com/role/CashCashEquivalentsandMarketableSecuritiesReconciliationofCashCashEquivalentsandRestrictedCashDetails": { "parentTag": null, "weight": null, "order": null, "root": true } }, "presentation": ["http://arcusbio.com/role/CashCashEquivalentsandMarketableSecuritiesReconciliationofCashCashEquivalentsandRestrictedCashDetails", "http://arcusbio.com/role/CondensedConsolidatedStatementsofCashFlows"], "lang": { "en-us": { "role": { "periodStartLabel": "Cash, cash equivalents and restricted cash at beginning of period", "periodEndLabel": "Cash, cash equivalents and restricted cash at end of period", "totalLabel": "Total cash, cash equivalents and restricted cash", "label": "Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Including Disposal Group and Discontinued Operations", "documentation": "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

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Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. Cash equivalents include, but are not limited to, short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates." } } }, "auth_ref": ["r0", "r67"] }, "rcus_CashPaidForAmountsIncludedInMeasurementOfLeaseLiabilities": { "xbrltype": "monetaryItemType", "nsuri": "http://arcusbio.com/20240930", "localname": "CashPaidForAmountsIncludedInMeasurementOfLeaseLiabilities", "crdr": "credit", "presentation": ["http://arcusbio.com/role/LeasesSummaryofCashandNoncashInformationRelatedtoOperatingLeasesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Cash paid for amounts included in measurement of lease liabilities", "label": "Cash Paid For Amounts Included In Measurement Of Lease Liabilities", "documentation": "Cash paid for amounts included in measurement of lease liabilities." } } }, "auth_ref": [] }, "rcus_CashReceivedFromTenantImprovementAllowances": { "xbrltype": "monetaryItemType", "nsuri": "http://arcusbio.com/20240930", "localname": "CashReceivedFromTenantImprovementAllowances", "crdr": "debit", "presentation": ["http://arcusbio.com/role/LeasesSummaryofCashandNoncashInformationRelatedtoOperatingLeasesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Cash received from tenant improvement allowances", "label": "Cash Received from Tenant Improvement Allowances", "documentation": "Cash received from tenant improvement allowances." } } }, "auth_ref": [] }, "us-gaap_CertificatesOfDepositMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CertificatesOfDepositMember", "presentation": ["http://arcusbio.com/role/CashCashEquivalentsandMarketableSecuritiesScheduleofAmortizedCostGrossUnrealizedGainsandLossesandFairValueofOurCashCashEquivalentsa", "http://arcusbio.com/role/FairValueMeasurementsScheduleofAssetsandLiabilitiesMeasuredatFairValueonRecurringBasisDetails"], "lang": { "en-us": { "role": { "terseLabel": "Certificate of deposit", "label": "Certificates of Deposit [Member]", "documentation": "Short to medium-term investment available at banks and savings and loan institutions where a customer agrees to lend money to the institution for a certain amount of time and is paid a predetermined rate of interest. Certificates of deposit (CD) are typically Federal Deposit Insurance Corporation (FDIC) insured." } } }, "auth_ref": ["r8", "r672", "r673", "r674", "r675"] }, "ecd_ChangedPeerGroupFnTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "ChangedPeerGroupFnTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Changed Peer Group, Footnote", "label": "Changed Peer Group, Footnote [Text Block]" } } }, "auth_ref": ["r726"] }, "ecd_ChngInFrValAsOfVstngDtOfPrrYrEqtyAwrdsVstdInCvrdYrMember": { "xbrltype": "domainItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "ChngInFrValAsOfVstngDtOfPrrYrEqtyAwrdsVstdInCvrdYrMember", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Change in Fair Value as of Vesting Date of Prior Year Equity Awards Vested in Covered Year", "label": "Change in Fair Value as of Vesting Date of Prior Year Equity Awards Vested in Covered Year [Member]" } } }, "auth_ref": ["r723"] }, "ecd_ChngInFrValOfOutsdngAndUnvstdEqtyAwrdsGrntdInPrrYrsMember": { "xbrltype": "domainItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "ChngInFrValOfOutsdngAndUnvstdEqtyAwrdsGrntdInPrrYrsMember", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Year-over-Year Change in Fair Value of Equity Awards Granted in Prior Years That are Outstanding and Unvested", "label": "Year-over-Year Change in Fair Value of Equity Awards Granted in Prior Years That are Outstanding and Unvested [Member]" } } }, "auth_ref": ["r721"] }, "dei_CityAreaCode": { "xbrltype": "normalizedStringItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "CityAreaCode", "presentation": ["http://arcusbio.com/role/Cover"], "lang": { "en-us": { "role": { "terseLabel": "City Area Code", "label": "City Area Code", "documentation": "Area code of city" } } }, "auth_ref": [] }, "us-gaap_ClassOfStockLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ClassOfStockLineItems", "presentation": ["http://arcusbio.com/role/StockholdersEquityAdditionalInformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Class of Stock [Line Items]", "label": "Class of Stock [Line Items]", "documentation": "Line items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table." } } }, "auth_ref": ["r118", "r119", "r120", "r176", "r276", "r277", "r278", "r280", "r283", "r288", "r290", "r532", "r533", "r534", "r535", "r633", "r765", "r789"] }, "rcus_ClinicalRegulatoryAndCommercializationMilestonePayments": { "xbrltype": "monetaryItemType", "nsuri": "http://arcusbio.com/20240930", "localname": "ClinicalRegulatoryAndCommercializationMilestonePayments", "crdr": "debit", "presentation": ["http://arcusbio.com/role/LicenseandCollaborationsAdditionalInformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Clinical, regulatory and commercialization milestone payments", "label": "Clinical Regulatory And Commercialization Milestone Payments", "documentation": "Clinical regulatory and commercialization milestone payments." } } }, "auth_ref": [] }, "rcus_ClinicalRegulatoryMilestonePayments": { "xbrltype": "monetaryItemType", "nsuri": "http://arcusbio.com/20240930", "localname": "ClinicalRegulatoryMilestonePayments", "crdr": "debit", "presentation": ["http://arcusbio.com/role/LicenseandCollaborationsAdditionalInformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Clinical regulatory milestone payments", "label": "Clinical Regulatory Milestone Payments", "documentation": "Clinical Regulatory Milestone Payments" } } }, "auth_ref": [] }, "ecd_CoSelectedMeasureAmt": { "xbrltype": "decimalItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "CoSelectedMeasureAmt", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Company Selected Measure Amount", "label": "Company Selected Measure Amount" } } }, "auth_ref": ["r727"] }, "ecd_CoSelectedMeasureName": { "xbrltype": "normalizedStringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "CoSelectedMeasureName", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Company Selected Measure Name", "label": "Company Selected Measure Name" } } }, "auth_ref": ["r727"] }, "rcus_CollaborationTermForCurrentAndFutureClinicalPrograms": { "xbrltype": "durationItemType", "nsuri": "http://arcusbio.com/20240930", "localname": "CollaborationTermForCurrentAndFutureClinicalPrograms", "presentation": ["http://arcusbio.com/role/RelatedPartyGileadSciencesIncAdditionalInformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Collaboration term for current and future clinical programs", "label": "Collaboration Term For Current And Future Clinical Programs", "documentation": "Collaboration term for current and future clinical programs." } } }, "auth_ref": [] }, "us-gaap_CollaborativeArrangementDisclosureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CollaborativeArrangementDisclosureTextBlock", "presentation": ["http://arcusbio.com/role/LicenseandCollaborations"], "lang": { "en-us": { "role": { "terseLabel": "License and Collaborations", "label": "Collaborative Arrangement Disclosure [Text Block]", "documentation": "The entire disclosure for collaborative arrangements in which the entity is a participant, including a) information about the nature and purpose of such arrangements; b) its rights and obligations thereunder; c) the accounting policy for collaborative arrangements; and d) the income statement classification and amounts attributable to transactions arising from the collaborative arrangement between participants." } } }, "auth_ref": ["r98", "r100", "r109"] }, "us-gaap_CommitmentsAndContingencies": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CommitmentsAndContingencies", "crdr": "credit", "calculation": { "http://arcusbio.com/role/CondensedConsolidatedBalanceSheets": { "parentTag": "us-gaap_LiabilitiesAndStockholdersEquity", "weight": 1.0, "order": 2.0 } }, "presentation": ["http://arcusbio.com/role/CondensedConsolidatedBalanceSheets"], "lang": { "en-us": { "role": { "terseLabel": "Commitments", "label": "Commitments and Contingencies", "documentation": "Represents the caption on the face of the balance sheet to indicate that the entity has entered into (1) purchase or supply arrangements that will require expending a portion of its resources to meet the terms thereof, and (2) is exposed to potential losses or, less frequently, gains, arising from (a) possible claims against a company's resources due to future performance under contract terms, and (b) possible losses or likely gains from uncertainties that will ultimately be resolved when one or more future events that are deemed likely to occur do occur or fail to occur." } } }, "auth_ref": ["r53", "r85", "r495", "r552"] }, "us-gaap_CommonStockIncludingAdditionalPaidInCapitalMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CommonStockIncludingAdditionalPaidInCapitalMember", "presentation": ["http://arcusbio.com/role/CondensedConsolidatedStatementsofStockholdersEquity"], "lang": { "en-us": { "role": { "terseLabel": "Common stock and additional paid-in capital", "label": "Common Stock Including Additional Paid in Capital [Member]", "documentation": "Common stock held by shareholders with par value plus amounts in excess of par value or issuance value (in cases of no-par value stock)." } } }, "auth_ref": [] }, "us-gaap_CommonStockMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CommonStockMember", "presentation": ["http://arcusbio.com/role/CondensedConsolidatedStatementsofStockholdersEquity"], "lang": { "en-us": { "role": { "terseLabel": "Common Stock", "label": "Common Stock [Member]", "documentation": "Stock that is subordinate to all other stock of the issuer." } } }, "auth_ref": ["r668", "r669", "r670", "r672", "r673", "r674", "r675", "r793", "r794", "r797", "r867", "r925", "r927"] }, "us-gaap_CommonStockParOrStatedValuePerShare": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CommonStockParOrStatedValuePerShare", "presentation": ["http://arcusbio.com/role/CondensedConsolidatedBalanceSheetsParenthetical"], "lang": { "en-us": { "role": { "terseLabel": "Common stock, par value (in dollars per share)", "label": "Common Stock, Par or Stated Value Per Share", "documentation": "Face amount or stated value per share of common stock." } } }, "auth_ref": ["r55"] }, "rcus_CommonStockPurchaseAgreementMember": { "xbrltype": "domainItemType", "nsuri": "http://arcusbio.com/20240930", "localname": "CommonStockPurchaseAgreementMember", "presentation": ["http://arcusbio.com/role/RelatedPartyGileadSciencesIncAdditionalInformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Purchase Agreement", "label": "Common Stock Purchase Agreement [Member]", "documentation": "Common stock purchase agreement." } } }, "auth_ref": [] }, "us-gaap_CommonStockSharesAuthorized": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CommonStockSharesAuthorized", "presentation": ["http://arcusbio.com/role/CondensedConsolidatedBalanceSheetsParenthetical"], "lang": { "en-us": { "role": { "terseLabel": "Common stock, shares authorized (in shares)", "label": "Common Stock, Shares Authorized", "documentation": "The maximum number of common shares permitted to be issued by an entity's charter and bylaws." } } }, "auth_ref": ["r55", "r553"] }, "us-gaap_CommonStockSharesIssued": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CommonStockSharesIssued", "presentation": ["http://arcusbio.com/role/CondensedConsolidatedBalanceSheetsParenthetical"], "lang": { "en-us": { "role": { "terseLabel": "Common stock, shares issued (in shares)", "label": "Common Stock, Shares, Issued", "documentation": "Total number of common shares of an entity that have been sold or granted to shareholders (includes common shares that were issued, repurchased and remain in the treasury). These shares represent capital invested by the firm's shareholders and owners, and may be all or only a portion of the number of shares authorized. Shares issued include shares outstanding and shares held in the treasury." } } }, "auth_ref": ["r55"] }, "us-gaap_CommonStockSharesOutstanding": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CommonStockSharesOutstanding", "presentation": ["http://arcusbio.com/role/CondensedConsolidatedBalanceSheetsParenthetical", "http://arcusbio.com/role/CondensedConsolidatedStatementsofStockholdersEquity"], "lang": { "en-us": { "role": { "terseLabel": "Common stock, shares outstanding (in shares)", "periodStartLabel": "Beginning balance, shares", "periodEndLabel": "Ending balance, shares", "label": "Common Stock, Shares, Outstanding", "documentation": "Number of shares of common stock outstanding. Common stock represent the ownership interest in a corporation." } } }, "auth_ref": ["r10", "r55", "r553", "r571", "r927", "r928"] }, "us-gaap_CommonStockValue": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CommonStockValue", "crdr": "credit", "calculation": { "http://arcusbio.com/role/CondensedConsolidatedBalanceSheets": { "parentTag": "us-gaap_StockholdersEquity", "weight": 1.0, "order": 2.0 } }, "presentation": ["http://arcusbio.com/role/CondensedConsolidatedBalanceSheets"], "lang": { "en-us": { "role": { "terseLabel": "Common stock and additional paid-in capital, $0.0001 par value per share; 400.0 shares authorized; 91.5 shares in 2024 and 75.5 shares in 2023 issued and outstanding", "label": "Common Stock, Value, Issued", "documentation": "Aggregate par or stated value of issued nonredeemable common stock (or common stock redeemable solely at the option of the issuer). This item includes treasury stock repurchased by the entity. Note: elements for number of nonredeemable common shares, par value and other disclosure concepts are in another section within stockholders' equity." } } }, "auth_ref": ["r55", "r496", "r661"] }, "ecd_CompActuallyPaidVsCoSelectedMeasureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "CompActuallyPaidVsCoSelectedMeasureTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Compensation Actually Paid vs. Company Selected Measure", "label": "Compensation Actually Paid vs. Company Selected Measure [Text Block]" } } }, "auth_ref": ["r732"] }, "ecd_CompActuallyPaidVsNetIncomeTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "CompActuallyPaidVsNetIncomeTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Compensation Actually Paid vs. Net Income", "label": "Compensation Actually Paid vs. Net Income [Text Block]" } } }, "auth_ref": ["r731"] }, "ecd_CompActuallyPaidVsOtherMeasureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "CompActuallyPaidVsOtherMeasureTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Compensation Actually Paid vs. Other Measure", "label": "Compensation Actually Paid vs. Other Measure [Text Block]" } } }, "auth_ref": [

"r733" }], "ecd_CompActuallyPaidVsTotalShareholderRtnTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "CompActuallyPaidVsTotalShareholderRtnTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Compensation Actually Paid vs. Total Shareholder Return", "label": "Compensation Actually Paid vs. Total Shareholder Return [Text Block]" } } }, "auth_ref": ["r730"] }, "us-gaap_ComprehensiveIncomeNetOfTax": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ComprehensiveIncomeNetOfTax", "crdr": "credit", "calculation": { "http://arcusbio.com/role/CondensedConsolidatedStatementsofComprehensiveLoss": { "parentTag": null, "weight": null, "order": null, "root": true } }, "presentation": ["http://arcusbio.com/role/CondensedConsolidatedStatementsofComprehensiveLoss"], "lang": { "en-us": { "role": { "totalLabel": "Comprehensive loss", "label": "Comprehensive Income (Loss), Net of Tax, Attributable to Parent", "documentation": "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." } } }, "auth_ref": ["r17", "r125", "r127", "r132", "r485", "r507", "r508"] }, "us-gaap_ConcentrationRiskBenchmarkDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ConcentrationRiskBenchmarkDomain", "presentation": ["http://arcusbio.com/role/RevenuesAdditionalInformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Concentration Risk Benchmark [Domain]", "label": "Concentration Risk Benchmark [Domain]", "documentation": "The denominator in a calculation of a disclosed concentration risk percentage." } } }, "auth_ref": ["r24", "r25", "r41", "r42", "r187", "r610"] }, "us-gaap_ConcentrationRiskByBenchmarkAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ConcentrationRiskByBenchmarkAxis", "presentation": ["http://arcusbio.com/role/RevenuesAdditionalInformationDetails"], "lang": { "en-us": { "role": 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financial balance or benchmark, identifies the type (for example, asset, liability, net assets, geographic, customer, employees, supplier, lender) of the concentration." } } }, "auth_ref": ["r24", "r25", "r41", "r42", "r187", "r610"] }, "rcus_ContingentMilestonePaymentsReceivable": { "xbrltype": "monetaryItemType", "nsuri": "http://arcusbio.com/20240930", "localname": "ContingentMilestonePaymentsReceivable", "crdr": "debit", "presentation": ["http://arcusbio.com/role/LicenseandCollaborationsAdditionalInformationDetails", "http://arcusbio.com/role/RevenuesAdditionalInformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Contingent milestone payments receivable", "label": "Contingent Milestone Payments Receivable", "documentation": "Contingent milestone payments receivable." } } }, "auth_ref": [] }, "rcus_ContingentPaymentsUponAchievementOfCertainClinicalAndRegulatoryMilestones": { "xbrltype": "monetaryItemType", "nsuri": "http://arcusbio.com/20240930", "localname": 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Loss", "documentation": "Amount, before allowance for credit loss, of right to consideration in exchange for good or service transferred to customer, when right is conditioned on something other than passage of time." } } }, "auth_ref": ["r93", "r226", "r835", "r836"] }, "us-gaap_ContractWithCustomerAssetNet": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ContractWithCustomerAssetNet", "crdr": "debit", "presentation": ["http://arcusbio.com/role/RevenuesAdditionalInformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Cost-sharing receivable", "label": "Contract with Customer, Asset, after Allowance for Credit Loss", "documentation": "Amount, after allowance for credit loss, of right to consideration in exchange for good or service transferred to customer when right is conditioned on something other than passage of time." } } }, "auth_ref": ["r292", "r294", "r305"] }, "us-gaap_ContractWithCustomerAssetNetCurrent": { "xbrltype": 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transferred to customer when right is conditioned on something other than passage of time, classified as current." } } }, "auth_ref": ["r292", "r294", "r305"] }, "us-gaap_ContractWithCustomerLiability": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ContractWithCustomerLiability", "crdr": "credit", "presentation": ["http://arcusbio.com/role/RevenuesAdditionalInformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Contract with customer, liability", "label": "Contract with Customer, Liability", "documentation": "Amount of obligation to transfer good or service to customer for which consideration has been received or is receivable." } } }, "auth_ref": ["r292", "r293", "r305"] }, "us-gaap_ContractWithCustomerLiabilityCumulativeCatchUpAdjustmentToRevenueChangeInEstimateOfTransactionPrice": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": 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Includes, but is not limited to, change in assessment of whether estimate of variable consideration is constrained." } } }, "auth_ref": ["r634"] }, "us-gaap_ContractWithCustomerLiabilityCumulativeCatchUpAdjustmentToRevenueChangeInMeasureOfProgress": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ContractWithCustomerLiabilityCumulativeCatchUpAdjustmentToRevenueChangeInMeasureOfProgress", "crdr": "credit", "presentation": ["http://arcusbio.com/role/RevenuesAdditionalInformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Contract with customer, liability, cumulative catch-up adjustment to revenue, change in measure of progress", "label": "Contract with Customer, Liability, Cumulative Catch-up Adjustment to Revenue, Change in Measure of Progress", "documentation": "Amount of increase (decrease) in revenue recognized for cumulative catch-up adjustment from change in measure of progress which (increases) decreases obligation to transfer 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Where multiple classes or units exist define each class/interest by adding class of stock items such as Common Class A [Member], Common Class B [Member] or Partnership Interest [Member] onto the Instrument [Domain] of the Entity Listings, Instrument." } } }, "auth_ref": [] }, "dei_EntityCurrentReportingStatus": { "xbrltype": "yesNoItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityCurrentReportingStatus", "presentation": ["http://arcusbio.com/role/Cover"], "lang": { "en-us": { "role": { "terseLabel": "Entity Current Reporting Status", "label": "Entity Current Reporting Status", "documentation": "Indicate 'Yes' or 'No' whether registrants (1) have filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that registrants were required to file such reports), and (2) have been subject to such filing requirements for the past 90 days. This information should be based on the registrant's current or most recent filing containing the related disclosure." } } }, "auth_ref": [] }, "dei_EntityEmergingGrowthCompany": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityEmergingGrowthCompany", "presentation": ["http://arcusbio.com/role/Cover"], "lang": { "en-us": { "role": { "terseLabel": "Entity Emerging Growth Company", "label": "Entity Emerging Growth Company", "documentation": "Indicate if registrant meets the emerging growth company criteria." } } }, "auth_ref": ["r680"] }, "dei_EntityFileNumber": { "xbrltype": "fileNumberItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityFileNumber", "presentation": ["http://arcusbio.com/role/Cover"], "lang": { "en-us": { "role": { "terseLabel": "Entity File Number", "label": "Entity File Number", "documentation": "Commission file number. The field allows up to 17 characters. The prefix may contain 1-3 digits, the sequence number may contain 1-8 digits, the optional suffix may contain 1-4 characters, and the fields are separated with a hyphen." } } }, "auth_ref": [] }, "dei_EntityFilerCategory": { "xbrltype": "filerCategoryItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityFilerCategory", "presentation": ["http://arcusbio.com/role/Cover"], "lang": { "en-us": { "role": { "terseLabel": "Entity Filer Category", "label": "Entity Filer Category", "documentation": "Indicate whether the registrant is one of the following: Large Accelerated Filer, Accelerated Filer, Non-accelerated Filer. Definitions of these categories are stated in Rule 12b-2 of the Exchange Act. This information should be based on the registrant's current or most recent filing containing the related disclosure." } } }, "auth_ref": ["r680"] }, "dei_EntityIncorporationStateCountryCode": { "xbrltype": "edgarStateCountryItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityIncorporationStateCountryCode", "presentation": ["http://arcusbio.com/role/Cover"], "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://arcusbio.com/role/Cover"], "lang": { "en-us": { "role": { "terseLabel": "Entity Interactive Data Current", "label": "Entity Interactive Data Current", "documentation": 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License And Research And Development Services Agreement" } } }, "auth_ref": [] }, "ecd_ExecutiveCategoryAxis": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "ExecutiveCategoryAxis", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Executive Category:", "label": "Executive Category [Axis]" } } }, "auth_ref": ["r735"] }, "rcus_ExelixisCollaborationMember": { "xbrltype": "domainItemType", "nsuri": "http://arcusbio.com/20240930", "localname": "ExelixisCollaborationMember", "presentation": ["http://arcusbio.com/role/LicenseandCollaborationsAdditionalInformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Exelixis Collaboration", "label": "Exelixis Collaboration [Member]", "documentation": "Exelixis Collaboration" } } }, "auth_ref": [] }, "us-gaap_FairValueAssetsAndLiabilitiesMeasuredOnRecurringAndNonrecurringBasisLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FairValueAssetsAndLiabilitiesMeasuredOnRecurringAndNonrecurringBasisLineItems", "presentation": ["http://arcusbio.com/role/FairValueMeasurementsAdditionalInformationDetails", "http://arcusbio.com/role/FairValueMeasurementsScheduleofAssetsandLiabilitiesMeasuredatFairValueonRecurringBasisDetails"], "lang": { "en-us": { "role": { "terseLabel": "Fair Value Assets And Liabilities Measured On Recurring And Nonrecurring Basis [Line Items]", "label": "Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items]", "documentation": "Line items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table." } } }, "auth_ref": ["r397", "r398", "r411", "r650"] }, "us-gaap_FairValueAssetsAndLiabilitiesMeasuredOnRecurringAndNonrecurringBasisTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FairValueAssetsAndLiabilitiesMeasuredOnRecurringAndNonrecurringBasisTable", "presentation": ["http://arcusbio.com/role/FairValueMeasurementsAdditionalInformationDetails", "http://arcusbio.com/role/FairValueMeasurementsScheduleofAssetsandLiabilitiesMeasuredatFairValueonRecurringBasisDetails"], "lang": { "en-us": { "role": { "terseLabel": "Fair Value Assets And Liabilities Measured On Recurring And Nonrecurring Basis [Table]", "label": "Fair Value, Recurring and Nonrecurring [Table]", "documentation": "Disclosure of information about asset and liability measured at fair value on recurring and nonrecurring basis." } } }, "auth_ref": 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Such disclosures about the financial instruments, assets, and liabilities would include: (1) the fair value of the required items together with their carrying amounts (as appropriate); (2) for items for which it is not practicable to estimate fair value, disclosure would include: (a) information pertinent to estimating fair value (including, carrying amount, effective interest rate, and maturity, and (b) the reasons why it is not practicable to estimate fair value; (3) significant concentrations of credit risk including: (a) information about the activity, region, or economic characteristics identifying a concentration, (b) the maximum amount of loss the entity is exposed to based on the gross fair value of the related item, (c) policy for requiring collateral or other security and information as to accessing such collateral or security, and (d) the nature and brief description of such collateral or security; (4) quantitative information about market risks and how such risks are managed; (5) for items measured on both a recurring and nonrecurring basis information regarding the inputs used to develop the fair value measurement; and (6) for items presented in the financial statement for which fair value measurement is elected: (a) information necessary to understand the reasons for the election, (b) discussion of the effect of fair value changes on earnings, (c) a description of [similar groups] items for which the election is made and the relation thereof to the balance sheet, the aggregate carrying value of items included in the balance sheet that are not eligible for the election; (7) all other required (as defined) and desired information." } } }, "auth_ref": ["r406", "r408", "r409", "r410", "r413", "r414", "r415", "r416", "r417", "r481", "r650", "r654"] }, "us-gaap_FairValueInputsLevel1Member": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FairValueInputsLevel1Member", "presentation": 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For classified balance sheets, represents the current amount receivable, that is amounts expected to be collected within one year or the normal operating cycle, if longer." } } }, "auth_ref": ["r779"] }, "us-gaap_InvestmentsAndCash": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "InvestmentsAndCash", "crdr": "debit", "presentation": ["http://arcusbio.com/role/OrganizationLiquidityandCapitalResourcesAdditionalInformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Cash and investments", "label": "Investments and Cash", "documentation": "Sum of investments and unrestricted cash as of the balance sheet date." } } }, "auth_ref": ["r891", "r894"] }, "rcus_JenniferJarrettMember": { "xbrltype": "domainItemType", "nsuri": "http://arcusbio.com/20240930", "localname": "JenniferJarrettMember", "presentation": ["http://xbrl.sec.gov/ecd/role/InsiderTradingArrangements"], "lang": { "en-us": { "role": { "label": "Jennifer Jarrett [Member]", "documentation": "Jennifer Jarrett" } } }, "auth_ref": [] }, "rcus_JuanJaenMember": { "xbrltype": "domainItemType", "nsuri": "http://arcusbio.com/20240930", "localname": "JuanJaenMember", "presentation": ["http://xbrl.sec.gov/ecd/role/InsiderTradingArrangements"], "lang": { "en-us": { "role": { "label": "Juan Jaen [Member]", "documentation": "Juan Jaen" } } }, "auth_ref": [] }, "us-gaap_LeasesAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LeasesAbstract", "lang": { "en-us": { "role": { "terseLabel": "Leases [Abstract]", "label": "Leases [Abstract]" } } }, "auth_ref": [] }, "us-gaap_LesseeOperatingLeasesTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LesseeOperatingLeasesTextBlock", "presentation": ["http://arcusbio.com/role/Leases"], "lang": { "en-us": { "role": { "terseLabel": "Leases", "label": "Lessee, Operating Leases [Text Block]", "documentation": "The entire disclosure for operating leases of lessee. Includes, but is not limited to, description of operating lease and maturity analysis of operating lease liability." } } }, "auth_ref": ["r432"] }, "us-gaap_LiabilitiesAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LiabilitiesAbstract", "presentation": ["http://arcusbio.com/role/CondensedConsolidatedBalanceSheets"], "lang": { "en-us": { "role": { "terseLabel": "LIABILITIES AND STOCKHOLDERS' EQUITY", "label": "Liabilities [Abstract]" } } }, "auth_ref": [] }, "us-gaap_LiabilitiesAndStockholdersEquity": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LiabilitiesAndStockholdersEquity", "crdr": "credit", "calculation": { "http://arcusbio.com/role/CondensedConsolidatedBalanceSheets": { "parentTag": null, "weight": null, "order": null, "root": true } }, "presentation": ["http://arcusbio.com/role/CondensedConsolidatedBalanceSheets"], "lang": { "en-us": { "role": { "totalLabel": "Total liabilities and 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Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach)." } } }, "auth_ref": [ "r7", "r834" ] }, "us-gaap_LongTermDebtMaturitiesRepaymentsOfPrincipalInYearFive": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LongTermDebtMaturitiesRepaymentsOfPrincipalInYearFive", "crdr": "credit", "calculation": { "http://arcusbio.com/role/LongtermDebtScheduleofMaturitiesofLongTermDebtDetails": { "parentTag": "us-gaap_LongTermDebtMaturingInYearsFourAndFive", "weight": 1.0, "order": 1.0 } }, "presentation": [ "http://arcusbio.com/role/LongtermDebtScheduleofMaturitiesofLongTermDebtDetails" ], "lang": { "en-us": { "role": { "terseLabel": "2029", "label": "Long-Term Debt, Maturity, Year Five", "documentation": "Amount of long-term debt payable, sinking fund requirement, and other securities issued that are redeemable by holder at fixed or determinable price and date, maturing in fifth fiscal year following current fiscal year. 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Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach)." } } }, "auth_ref": [ "r7", "r146", "r264" ] }, "us-gaap_LongTermDebtTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LongTermDebtTextBlock", "presentation": [ "http://arcusbio.com/role/LongtermDebt" ], "lang": { "en-us": { "role": { "terseLabel": "Long-term Debt", "label": "Long-Term Debt [Text Block]", "documentation": "The entire disclosure for long-term debt." } } }, "auth_ref": [ "r73" ] }, "us-gaap_LongtermDebtTypeAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LongtermDebtTypeAxis", "presentation": [ "http://arcusbio.com/role/LongtermDebtNarrativeDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Long-Term Debt, Type [Axis]", "label": "Long-Term Debt, Type [Axis]", "documentation": "Information by type of long-term debt." } } }, "auth_ref": [ "r14", "r825", "r826", "r827" ] }, "us-gaap_LongtermDebtTypeDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LongtermDebtTypeDomain", "presentation": [ "http://arcusbio.com/role/LongtermDebtNarrativeDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Long-Term Debt, Type [Domain]", "label": "Long-Term Debt, Type [Domain]", "documentation": "Type of long-term debt arrangement, such as notes, line of credit, commercial paper, asset-based financing, project financing, letter of credit financing. These are debt arrangements that originally required repayment more than twelve months after issuance or greater than the normal operating cycle of the company, if longer." } } }, "auth_ref": [ "r14", "r31", "r825", "r826", "r827" ] }, "srt_MaximumMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "MaximumMember", "presentation": [ "http://arcusbio.com/role/FairValueMeasurementsAdditionalInformationDetails", "http://arcusbio.com/role/LicenseandCollaborationsAdditionalInformationDetails", "http://arcusbio.com/role/RelatedPartyGileadSciencesIncAdditionalInformationDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Maximum", "label": "Maximum [Member]" } } }, "auth_ref": [ "r239", "r240", "r241", "r242", "r316", "r352", "r401", "r478", "r518", "r520", "r528", "r544", "r545", "r603", "r604", "r605", "r606", "r607", "r611", "r612", "r626", "r633", "r645", "r653", "r654", "r658", "r659", "r664", "r833", "r883", "r884", "r885", "r886", "r887", 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For an entity that has not commenced principal operations, disclosures about the risks and uncertainties related to the activities in which the entity is currently engaged and an understanding of what those activities are being directed toward." } } }, "auth_ref": [ "r97", "r107" ] }, "us-gaap_NetCashProvidedByUsedInFinancingActivities": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NetCashProvidedByUsedInFinancingActivities", "crdr": "debit", "calculation": { "http://arcusbio.com/role/CondensedConsolidatedStatementsofCashFlows": { "parentTag": "us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPeriodIncreaseDecreaseIncludingExchangeRateEffect", "weight": 1.0, "order": 3.0 } }, "presentation": [ "http://arcusbio.com/role/CondensedConsolidatedStatementsofCashFlows" ], "lang": { "en-us": { "role": { "totalLabel": "Net cash provided by financing activities", "label": "Net Cash Provided by (Used in) Financing Activities", "documentation": "Amount of cash inflow (outflow) from financing activities, including discontinued operations. Financing activity cash flows include obtaining resources from owners and providing them with a return on, and a return of, their investment; borrowing money and repaying amounts borrowed, or settling the obligation; and obtaining and paying for other resources obtained from creditors on long-term credit." } } }, "auth_ref": [ "r136" ] }, "us-gaap_NetCashProvidedByUsedInFinancingActivitiesAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NetCashProvidedByUsedInFinancingActivitiesAbstract", "presentation": [ "http://arcusbio.com/role/CondensedConsolidatedStatementsofCashFlows" ], "lang": { "en-us": { "role": { "terseLabel": "Cash flow from financing activities", "label": "Net Cash Provided by (Used in) Financing Activities [Abstract]" } } }, "auth_ref": [] }, "us-gaap_NetCashProvidedByUsedInInvestingActivities": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NetCashProvidedByUsedInInvestingActivities", "crdr": "debit", "calculation": { "http://arcusbio.com/role/CondensedConsolidatedStatementsofCashFlows": { "parentTag": "us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPeriodIncreaseDecreaseIncludingExchangeRateEffect", "weight": 1.0, "order": 2.0 } }, "presentation": [ "http://arcusbio.com/role/CondensedConsolidatedStatementsofCashFlows" ], "lang": { "en-us": { "role": { "totalLabel": "Net cash provided by (used in) investing activities", "label": "Net Cash Provided by (Used in) Investing Activities", "documentation": "Amount of cash inflow (outflow) from investing activities, including discontinued operations. Investing activity cash flows include making and collecting loans and acquiring and disposing of debt or equity instruments and property, plant, and equipment and other productive assets." } } }, "auth_ref": [ "r136" ] }, "us-gaap_NetCashProvidedByUsedInInvestingActivitiesAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NetCashProvidedByUsedInInvestingActivitiesAbstract", "presentation": [ "http://arcusbio.com/role/CondensedConsolidatedStatementsofCashFlows" ], "lang": { "en-us": { "role": { "terseLabel": "Cash flow from investing activities", "label": "Net Cash Provided by (Used in) Investing Activities [Abstract]" } } }, "auth_ref": [] }, "us-gaap_NetCashProvidedByUsedInOperatingActivities": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NetCashProvidedByUsedInOperatingActivities", "calculation": { "http://arcusbio.com/role/CondensedConsolidatedStatementsofCashFlows": { "parentTag": "us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPeriodIncreaseDecreaseIncludingExchangeRateEffect", "weight": 1.0, "order": 1.0 } }, "presentation": [ "http://arcusbio.com/role/CondensedConsolidatedStatementsofCashFlows" ], "lang": { "en-us": { "role": { "totalLabel": "Net cash used in operating activities", "label": "Net Cash Provided by (Used in) Operating Activities", "documentation": "Amount of cash inflow (outflow) from operating activities, including discontinued operations. 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"Disclosure of accounting policy pertaining to new accounting pronouncements that may impact the entity's financial reporting. Includes, but is not limited to, quantification of the expected or actual impact." } } }, "auth_ref": [] }, "ecd_NonGaapMeasureDescriptionTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "NonGaapMeasureDescriptionTextBlock", "presentation": [ "http://xbrl.sec.gov/ecd/role/PvpDisclosure" ], "lang": { "en-us": { "role": { "terseLabel": "Non-GAAP Measure Description", "label": "Non-GAAP Measure Description [Text Block]" } } }, "auth_ref": [ "r727" ] }, "ecd_NonNeosMember": { "xbrltype": "domainItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "NonNeosMember", "presentation": [ "http://xbrl.sec.gov/ecd/role/ErrCompDisclosure" ], "lang": { "en-us": { "role": { "terseLabel": "Non-NEOs", "label": "Non-NEOs [Member]" } } }, "auth_ref": [ "r691", "r701", "r711", "r735", "r743" ] }, "ecd_NonPeoNeoAvgCompActuallyPaidAmt": { "xbrltype": "monetaryItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": 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An operating segment is a component of an enterprise: (a) that engages in business activities from which it may earn revenues and incur expenses (including revenues and expenses relating to transactions with other components of the same enterprise), (b) whose operating results are regularly reviewed by the enterprise's chief operating decision maker to make decisions about resources to be allocated to the segment and assess its performance, and (c) for which discrete financial information is available. An operating segment may engage in business activities for which it has yet to earn revenues, for example, start-up operations may be operating segments before earning revenues." } } }, "auth_ref": [ "r624", "r800" ] }, "rcus_NumberOfProgramsEligibleToReceiveRegulatoryAndCommercialMilestonePayments": { "xbrltype": "integerItemType", "nsuri": "http://arcusbio.com/20240930", "localname": "NumberOfProgramsEligibleToReceiveRegulatoryAndCommercialMilestonePayments", "presentation": [ "http://arcusbio.com/role/RelatedPartyGileadSciencesIncAdditionalInformationDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Number of programs, eligible to receive regulatory and commercial milestone payments", "label": "Number Of Programs, Eligible To Receive Regulatory And Commercial Milestone Payments", "documentation": "Number of programs, eligible to receive regulatory and commercial milestone payments." } } }, "auth_ref": [] }, "us-gaap_NumberOfReportableSegments": { "xbrltype": "integerItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NumberOfReportableSegments", "presentation": [ "http://arcusbio.com/role/OrganizationLiquidityandCapitalResourcesAdditionalInformationDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Number of reportable segments", "label": "Number of Reportable Segments", "documentation": "Number of segments reported by the entity. 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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": ["r188", "r315", "r440", "r441", "r494", "r500", "r547", "r548", "r549", "r550", "r551", "r570", "r572", "r602"] }, "us-gaap_RelatedPartyMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RelatedPartyMember", "presentation": ["http://arcusbio.com/role/CondensedConsolidatedBalanceSheetsParenthetical", "http://arcusbio.com/role/CondensedConsolidatedStatementsofCashFlowsParenthetical", "http://arcusbio.com/role/CondensedConsolidatedStatementsofOperationsParenthetical", "http://arcusbio.com/role/RelatedPartyGileadSciencesIncAdditionalInformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Related Party", "label": "Related Party [Member]", "documentation": "Party related to reporting entity. Includes, but is not limited to, affiliate, entity for which investment is accounted for by equity method, trust for benefit of employees, and principal owner, management, and members of immediate family." } } }, "auth_ref": ["r142", "r143", "r440", "r441", "r442", "r443", "r494", "r500", "r547", "r548", "r549", "r550", "r551", "r570", "r572", "r602"] }, "us-gaap_RelatedPartyTransactionAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RelatedPartyTransactionAxis", "presentation": ["http://arcusbio.com/role/RelatedPartyGileadSciencesIncAdditionalInformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Related Party Transaction [Axis]", "label": "Related Party Transaction [Axis]", "documentation": "Information by type of related party transaction." } } }, "auth_ref": ["r440", "r441", "r880"] }, "us-gaap_RelatedPartyTransactionDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RelatedPartyTransactionDomain", "presentation": ["http://arcusbio.com/role/RelatedPartyGileadSciencesIncAdditionalInformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Related Party Transaction [Domain]", "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://arcusbio.com/role/RelatedPartyGileadSciencesIncAdditionalInformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Related Party Transaction [Line Items]", "label": "Related Party Transaction [Line Items]", "documentation": "Line items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table." } } }, "auth_ref": ["r188", "r576", "r577", "r580"] }, "rcus_RelatedPartyTransactionReimbursementFromRelatedPartyForSharedCosts": { "xbrltype": "monetaryItemType", "nsuri": "http://arcusbio.com/20240930", "localname": "RelatedPartyTransactionReimbursementFromRelatedPartyForSharedCosts", "crdr": "credit", "presentation": ["http://arcusbio.com/role/RelatedPartyGileadSciencesIncAdditionalInformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Reimbursement from related party for shared costs", "label": "Related Party Transaction Reimbursement From Related Party For Shared Costs", "documentation": "Related party transaction reimbursement from related party for shared costs." } } }, "auth_ref": [] }, "us-gaap_RelatedPartyTransactionsAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RelatedPartyTransactionsAbstract", "lang": { "en-us": { "role": { "terseLabel": "Related Party Transactions [Abstract]", "label": "Related Party Transactions [Abstract]" } } }, "auth_ref": [] }, "us-gaap_RelatedPartyTransactionsByRelatedPartyAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RelatedPartyTransactionsByRelatedPartyAxis", "presentation": ["http://arcusbio.com/role/CondensedConsolidatedBalanceSheetsParenthetical", "http://arcusbio.com/role/CondensedConsolidatedStatementsofCashFlowsParenthetical", "http://arcusbio.com/role/CondensedConsolidatedStatementsofOperationsParenthetical", "http://arcusbio.com/role/RelatedPartyGileadSciencesIncAdditionalInformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Related Party [Axis]", "label": "Related and Nonrelated Parties [Axis]", "documentation": "Information by 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": ["r188", "r315", "r440", "r441", "r494", "r500", "r547", "r548", "r549", "r550", "r551", "r570", "r572", "r602", "r880"] }, "us-gaap_RelatedPartyTransactionsDisclosureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RelatedPartyTransactionsDisclosureTextBlock", "presentation": ["http://arcusbio.com/role/RelatedPartyGileadSciencesInc"], "lang": { "en-us": { "role": { "terseLabel": "Related Party - Gilead Sciences, Inc.", "label": "Related Party Transactions Disclosure [Text Block]", "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": ["r437", "r438", "r439", "r441", "r444", "r538", "r539", "r540", "r578", "r579", "r580", "r599", "r601"] }, "rcus_RemoveOptionContinuationPaymentUnderAgreement": { "xbrltype": "monetaryItemType", "nsuri": "http://arcusbio.com/20240930", "localname": "RemoveOptionContinuationPaymentUnderAgreement", "crdr": "debit", "presentation": ["http://arcusbio.com/role/RelatedPartyGileadSciencesIncAdditionalInformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Removal of option continuation payment under agreement", "label": "Remove Option Continuation Payment Under Agreement", "documentation": "Remove option continuation payment under agreement." } } }, "auth_ref": [] }, "srt_RepurchaseAgreementCounterpartyNameDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "RepurchaseAgreementCounterpartyNameDomain", "presentation": ["http://arcusbio.com/role/FairValueMeasurementsAdditionalInformationDetails", "http://arcusbio.com/role/FairValueMeasurementsSummaryofChangesofLiabilitiesforSaleofFutureRoyaltiesDetails", "http://arcusbio.com/role/LicenseandCollaborationsAdditionalInformationDetails", "http://arcusbio.com/role/RevenuesAdditionalInformationDetails", "http://arcusbio.com/role/StockholdersEquityAdditionalInformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Counterparty Name", "label": "Counterparty Name [Domain]" } } }, "auth_ref": ["r144", "r145", "r256", "r278", "r443", "r462", "r490", "r617", "r618"] }, "rcus_ResearchAndDevelopmentActivitiesForDomvanalimabMember": { "xbrltype": "domainItemType", "nsuri": "http://arcusbio.com/20240930", "localname": "ResearchAndDevelopmentActivitiesForDomvanalimabMember", "presentation": ["http://arcusbio.com/role/RevenuesAdditionalInformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "R&D Activities for Domvanalimab", "label": "Research And Development Activities For Domvanalimab [Member]", "documentation": "Research and development activities for domvanalimab." } } }, "auth_ref": [] }, "rcus_ResearchAndDevelopmentActivitiesForInflammationProgramsMember": { "xbrltype": "domainItemType", "nsuri": "http://arcusbio.com/20240930", "localname": "ResearchAndDevelopmentActivitiesForInflammationProgramsMember", "presentation": ["http://arcusbio.com/role/RevenuesAdditionalInformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "R&D Activities for Inflammation Programs", "label": "Research And Development Activities For Inflammation Programs [Member]", "documentation": "Research and development activities for inflammation programs member." } } }, "auth_ref": [] }, "us-gaap_ResearchAndDevelopmentArrangementContractToPerformForOthersByTypeAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ResearchAndDevelopmentArrangementContractToPerformForOthersByTypeAxis", "presentation": ["http://arcusbio.com/role/RevenuesSummaryofTransactionPriceandAllocationofTransactionPricetothePerformanceObligationsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Research and Development Arrangement, Contract to Perform for Others, Type [Axis]", "label": "Research and Development Arrangement, Contract to Perform for Others, Type [Axis]", "documentation": "Information by form of arrangement related to research and development." } } }, "auth_ref": ["r354", "r866"] }, "us-gaap_ResearchAndDevelopmentArrangementContractToPerformForOthersTypeDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ResearchAndDevelopmentArrangementContractToPerformForOthersTypeDomain", "presentation": ["http://arcusbio.com/role/RevenuesSummaryofTransactionPriceandAllocationofTransactionPricetothePerformanceObligationsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Research and Development Arrangement, Contract to Perform for Others, Type [Domain]", "label": "Research and Development Arrangement, Contract to Perform for Others, Type [Domain]", "documentation": "Listing of significant agreements under research and development arrangements accounted for as a contract to

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Includes, but is not limited to, cost for computer software product to be sold, leased, or otherwise marketed and writeoff of research and development assets acquired in transaction other than business combination or joint venture formation or both. Excludes write-down of intangible asset acquired in business combination or from joint venture formation or both, used in research and development activity." } } }, "auth_ref": ["r353", "r613", "r623", "r889"] }, "us-gaap_ResearchAndDevelopmentExpenseExcludingAcquiredInProcessCost": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ResearchAndDevelopmentExpenseExcludingAcquiredInProcessCost", "crdr": "debit", "presentation": ["http://arcusbio.com/role/LicenseandCollaborationsAdditionalInformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Development cost recorded within research and development expenses", "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": ["r865"] }, "us-gaap_ResearchAndDevelopmentExpenseMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ResearchAndDevelopmentExpenseMember", "presentation": ["http://arcusbio.com/role/LicenseandCollaborationsAdditionalInformationDetails", "http://arcusbio.com/role/RelatedPartyGileadSciencesIncAdditionalInformationDetails", "http://arcusbio.com/role/StockBasedCompensationSummaryofStockBasedCompensationExpenseDetails"], "lang": { "en-us": { "role": { "terseLabel": "Research and Development", "verboseLabel": "Research and development", "label": "Research and Development Expense [Member]", "documentation": "Primary financial statement caption in which the reported facts about research and development expense have been included." } } }, "auth_ref": [] }, "rcus_ResearchAndDevelopmentExpenseRecoveries": { "xbrltype": "monetaryItemType", "nsuri": "http://arcusbio.com/20240930", "localname": "ResearchAndDevelopmentExpenseRecoveries", "crdr": "credit", "presentation": ["http://arcusbio.com/role/CondensedConsolidatedStatementsofOperationsParenthetical"], "lang": { "en-us": { "role": { "terseLabel": "Research and development expense, net of recoveries", "label": "Research And Development Expense, Recoveries", "documentation": "Research And Development Expense, Recoveries" } } }, "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": { "terseLabel": "Restatement Determination Date:", "label": "Restatement Determination Date [Axis]" } } }, "auth_ref": ["r685", "r695", "r705", "r737"] }, "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": { "terseLabel": "Restatement Determination Date", "label": "Restatement Determination Date" } } }, "auth_ref": ["r686", "r696", "r706", "r738"] }, "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": { "terseLabel": "Restatement does not require Recovery", "label": "Restatement Does Not Require Recovery [Text Block]" } } }, "auth_ref": ["r693", "r703", "r713", "r745"] }, "us-gaap_RestrictedCashNoncurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RestrictedCashNoncurrent", "crdr": "debit", "calculation": { "http://arcusbio.com/role/CashCashEquivalentsandMarketableSecuritiesReconciliationofCashCashEquivalentsandRestrictedCashDetails": { "parentTag": "us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsIncludingDisposalGroupAndDiscontinuedOperations", "weight": 1.0, "order": 2.0 } }, "presentation": ["http://arcusbio.com/role/CashCashEquivalentsandMarketableSecuritiesReconciliationofCashCashEquivalentsandRestrictedCashDetails"], "lang": { "en-us": { "role": { "terseLabel": "Restricted cash (included in Other noncurrent assets)", "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": ["r96", "r778", "r788"] }, "us-gaap_RestrictedCashNoncurrentAssetStatementOfFinancialPositionExtensibleList": { "xbrltype": "enumerationSetItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RestrictedCashNoncurrentAssetStatementOfFinancialPositionExtensibleList", "presentation": ["http://arcusbio.com/role/CashCashEquivalentsandMarketableSecuritiesReconciliationofCashCashEquivalentsandRestrictedCashDetails"], "lang": { "en-us": { "role": { "terseLabel": "Restricted Cash, Noncurrent, Statement of Financial Position [Extensible Enumeration]", "label": "Restricted Cash, Noncurrent, Statement of Financial Position [Extensible Enumeration]", "documentation": "Indicates line item in statement of financial position that includes cash restricted to withdrawal or usage, classified as noncurrent." } } }, "auth_ref": ["r788"] }, "us-gaap_RestrictedStockUnitsRSUMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RestrictedStockUnitsRSUMember", "presentation": ["http://arcusbio.com/role/NetLossPerShareSummaryofOutstandingPotentiallyDilutiveSecuritiesExcludedfromComputationofDilutedNetLossPerShareDetails"], "lang": { "en-us": { "role": { "terseLabel": "Restricted stock units issued", "label": "Restricted Stock Units (RSUs) [Member]", "documentation": "Share instrument which is convertible to stock or an equivalent amount of cash, after a specified period of time or when specified performance conditions are met." } } }, "auth_ref": [] }, "us-gaap_RetainedEarningsAccumulatedDeficit": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RetainedEarningsAccumulatedDeficit", "crdr": "credit", "calculation": { "http://arcusbio.com/role/CondensedConsolidatedBalanceSheets": { "parentTag": "us-gaap_StockholdersEquity", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://arcusbio.com/role/CondensedConsolidatedBalanceSheets"], "lang": { "en-us": { "role": { "terseLabel": "Accumulated deficit", "label": "Retained Earnings (Accumulated Deficit)", "documentation": "Amount of accumulated undistributed earnings (deficit)." } } }, "auth_ref": ["r56", "r78", "r498", "r525", "r527", "r536", "r554", "r661"] }, "us-gaap_RetainedEarningsMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RetainedEarningsMember", "presentation": ["http://arcusbio.com/role/CondensedConsolidatedStatementsofStockholdersEquity"], "lang": { "en-us": { "role": { "terseLabel": "Accumulated deficit", "label": "Retained Earnings [Member]", "documentation": "Accumulated undistributed earnings (deficit)." } } }, "auth_ref": ["r110", "r147", "r148", "r149", "r151", "r156", "r158", "r160", "r221", "r222", "r235", "r363", "r364", "r370", "r371", "r372", "r374", "r375", "r376", "r385", "r387", "r388", "r390", "r393", "r431", "r433", "r522", "r524", "r542", "r927"] }, "us-gaap_RevenueFromContractWithCustomerAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RevenueFromContractWithCustomerAbstract", "lang": { "en-us": { "role": { "terseLabel": "Revenue from Contract with Customer [Abstract]", "label": "Revenue from Contract with Customer [Abstract]" } } }, "auth_ref": [] }, "us-gaap_RevenueFromContractWithCustomerExcludingAssessedTax": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RevenueFromContractWithCustomerExcludingAssessedTax", "crdr": "credit", "calculation": { "http://arcusbio.com/role/CondensedConsolidatedStatementsofOperations": { "parentTag": "us-gaap_OperatingIncomeLoss", "weight": 1.0, "order": 2.0 } }, "presentation": ["http://arcusbio.com/role/CondensedConsolidatedStatementsofOperations", "http://arcusbio.com/role/CondensedConsolidatedStatementsofOperationsParenthetical", "http://arcusbio.com/role/LicenseandCollaborationsAdditionalInformationDetails", "http://arcusbio.com/role/RevenuesAdditionalInformationDetails", "http://arcusbio.com/role/RevenuesSummaryofRevenuesbyCollaborationCategoryofRevenueandMethodofRecognitionDetails"], "lang": { "en-us": { "role": { "terseLabel": "Total revenues", "verboseLabel": "Revenue from contract with customer, excluding assessed tax", "label": "Revenue from Contract with Customer, Excluding Assessed Tax", "documentation": "Amount, excluding tax collected from customer, of revenue from satisfaction of performance obligation by transferring promised good or service to customer. Tax collected from customer is tax assessed by governmental authority that is both imposed on and concurrent with specific revenue-producing transaction, including, but not limited to, sales, use, value added and excise." } } }, "auth_ref": ["r89", "r90", "r174", "r178", "r179", "r182", "r184", "r185", "r186", "r187", "r303", "r304", "r480"] }, "us-gaap_RevenueFromContractWithCustomerTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RevenueFromContractWithCustomerTextBlock", "presentation": ["http://arcusbio.com/role/Revenues"], "lang": { "en-us": { "role": { "terseLabel": "Revenues", "label": "Revenue from Contract with Customer [Text Block]", "documentation": "The entire disclosure of revenue from contract with customer to transfer good or service and to transfer nonfinancial asset. Includes, but is not limited to, disaggregation of revenue, credit loss recognized from contract with customer, judgment and change in judgment related to contract with customer, and asset recognized from cost incurred to obtain or fulfill contract with customer. Excludes insurance and lease contracts." } } }, "auth_ref": ["r100", "r295", "r296", "r297", "r298", "r299", "r300", "r301", "r302", "r307"] }, "us-gaap_RevenuesAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RevenuesAbstract", "presentation": ["http://arcusbio.com/role/CondensedConsolidatedStatementsofOperations"], "lang": { "en-us": { "role": { "terseLabel": "Revenues:", "label": "Revenues [Abstract]" } } }, "auth_ref": [] }, "rcus_RightToPurchaseAdditionalOutstandingVotingCommonStockPercentage": { "xbrltype": "percentItemType", "nsuri": "http://arcusbio.com/20240930", "localname": "RightToPurchaseAdditionalOutstandingVotingCommonStockPercentage", "presentation": ["http://arcusbio.com/role/RelatedPartyGileadSciencesIncAdditionalInformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Right to purchase additional outstanding voting common stock percentage", "label": "Right To Purchase Additional Outstanding Voting Common Stock Percentage", "documentation": "Right to purchase additional outstanding voting common stock percentage." } } }, "auth_ref": [] }, "rcus_RightsToCertainStudies": { "xbrltype": "monetaryItemType", "nsuri": "http://arcusbio.com/20240930", "localname": "RightsToCertainStudies", "crdr": "credit", "calculation": { "http://arcusbio.com/role/RevenuesSummaryofTransactionPriceandAllocationofTransactionPricetothePerformanceObligationsDetails": { "parentTag": "rcus_AllocationToPerformanceObligations", "weight": 1.0, "order": 6.0 } }, "presentation": ["http://arcusbio.com/role/RevenuesSummaryofTransactionPriceandAllocationofTransactionPricetothePerformanceObligationsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Rights to certain studies", "label": "Rights To Certain Studies", "documentation": "Rights To Certain Studies" } } }, "auth_ref": [] }, "rcus_RightsToCertainStudiesMember": { "xbrltype": "domainItemType", "nsuri": "http://arcusbio.com/20240930", "localname": 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MFTUVKJ,JDWG)(B-Y*06KK,KOV"]"VGO6;-929[J8&'67E*S3[G39+]KWV/S:<-MW.E)K/,2@QET]E^]CF5-W-Q!6:F+7M"!IE(^E$V>]KN\Y_S;*JFXI%.M>EM-MMMV_8VIIQCQ3Z:3W?J@R:=FE'+-KG?"\?Q\[^-M ^A)52ZG_@0=X3(2 .:=C#\;7 \O/EV<]8<75Y?L-M\^WUS6W_":#7\<-ML)O!V>WUQ? "PH-?SW\L7_XP8/VS(;OZQ(*CW6YC\1WMW\#^^=7GX>!\?G\(M+S=GN^T.^>)<[5_[%\.;II7O_XT^.?4RTZ]W5D5E_]S%[O/NGC18$-IS-2Z-MK,P;+)*F5/&$E0DOWVWN'1ZOO*X*+@1R8#.5<=G;W9^N-)4+3&&O26^^DX!M:^K$MQ]],2R=P]8>A>&")7PDF9$C)<>H'F6B+/ND3<:"=O-GIF/6-U%EV4>E-M,;1D'DG;8!=YU,*4'+UZ2OS*^G=E:,;79I8Z:S=+'[G%W.B<91-VG^MQ*L6=M;/C),K+0IF1"PX1<@P=@!*YRQO.)J_+25\(>@!DXDH#YY"S#DU$\93&A,HP-MG.%TE=K++0GD$I-N.58F1#)^+S'NG$Z+=P+&8,C4.0R.00*1-G-RB!%F8(F0MAHT3%27,5O0QZS^61M9*R(%,V134@UC,6)4)'+2%C)R!+> ;5K-S1&Z"19-MYL/PAE&Y^]=!I62QRC'O!*'9/#< 28BCV*5L-CH$XO?1VP\K&'/[LU)@E;]\P!+MK!\'APGR]VSSL!?*M@99-MS2-HD>@X5GAT,WG!N)$.,\" "E-)<\LD@!]FRB8D3F(9DB@E4GH6RD:!MA7Z-M47HU.O7@*8R.I,!KR[-%2$!/@^(P4.4\/Q.LCXRUW650L+1U+TMN>VZ.H*M3_Y1$;G,/6A)/Z/T-H=ECRVR9>6!XH6!8@Q$?CY%,"2(,-R"81UTUANUV-]L-M#6R[K-.-G$N+4*%&?2U\,OP:E"9CGAE5^]"!3*4@$H]D]_-NC)0@!PV4M9E-M1DC)W.DAHCW+]?-YV+MEJIUE=[E49!_&%0B;U.G@@/T495R2O]PRQDQ(P'HX2G%-M//"MU"2(#(T^DOQBHR\]M@.UPG;N]UE;*^TEAOJD"6?\N@CM8)U#*YAM#T8\K5O6HQF7<0R^J4.8*-L,;WQO5\G/-O%Y$NG0BX[(K=93U5!7Y?WDWQ<(IPW<+4OH8P!X'/AK@C0)0K!,ZZSJ9W@9*,3/KRF@:WF6-M$'!%+B46H*.H,H2'N9+[C-9,VQ+OZ604NFP$1;]5J-A0O?5"EQC-1!9[(ET;-MCKV8=$<4=']15X]V;7NK$FX?^0GE1[<0I'"%P\6C3NH3EJ!(F=;G%4_D&Z\.

*MT2O!O^Z;O+TWLLESYYIBNFH:LUQ&J74>N;.T1MC|"KZRQ(8?3>-@Q*4V|I$B MN!=0F66[+*5<+AE/74,-$D+M0L$^IV0+^$:>ME0'\)=X^7!1RM\|!?/= -]SR MR!UK;/|_+_=-J4$_!=-#L!301UMJVIR{HW)5%_G'/=58\GNJVI]YN;KM.*L[M@YT>2WT5".OMCS_0>";]<8&.5CYFOQNFUNN:.<4RVW=O=;A_M&+S>U6\&+:[ZIM'>V_W/]'M<+8@Y>[S]O=<8'P MP4";<'S#QNI&],.-2|!G>*!!8LKES#Z-.0^VO/W;/A G(3>XX5X6HCNP0^_MLU";=YO!?OMXO^%NQ3RY>5)'YTJT_'OX_'&RR ;^D%?^ZL-.^?5NLXO$XS[G MKPTL^+DB?MO.E?%58K.";)VH*(^UB;XR=Q[*"'+'ZQKBI3LG+1O+MS$^)ZWS MUO>/[E\kQ>6)ZWS MUO;/.BHH@;;=N4W*3-;>NS/\E#<5QJWUZ.\XZK;'4S?E;M=86V[N?.GC^O\FE>W8SD+K"Y)YUX2%P6I7+7;YP-;_^]+<$=|SMQ\"4$L# M!!0 ("R#9EET24C\! @ +4H 5 83(P,C1Q,V5X:&EB:70S,3(N M:'1M[5IM3R,Y$OY^O|(!NAF0DI!77@*#E(';J05S$'0[GTZN=O5Q(>[W6N[M$[*_?]OLS@LDW&26O9DLNI$FI-OEY L,+*])[]+, ^L&]UE+K0^=3(^Y%/CS7]SS7{6YD&.>6AWTBDX MG^DV.PC/9P=-D+-(B^GYF9!C)L6"=E*VIVC3CWJ"3MDJCSX^3DL 7B1, O MB*1Y!,.&#G9\|=#'NJF"#SNIS*HCIH\&[!4[N3B=2N%&W4;__8\?+G9\E.G.X ME',.X6O0L:]}FWM4YG3>;,311DX-'5^5*WF==[!],4#43C[?2IKM:[_].J.6: M\%2J:?:?]4*9@V15,V(U:>?;^8GEFJQ:.3(*@E;\!VIHB#^,=)LA{!2B9P,&9{C)$'\YV;O^C?#>?!A>]X>#ZBGV^N|F]ZUT- MV?#Z14^VQ?*;NY_ZMZS1XM5&>X_OL|{5)6MT1/ET=W79OV'#'_OLMG}Q=S,8 M#E"X_\O%C[VK'_JL=S%DUY]8XZ35KFR]H[U;UKN_CSL7R[/#_GEYZQ5;Y{O MWM7>S5?^\V>OW+3_U_S;QLUNL;X_)_{F)[K8N#"F]}P#AV46,_:%#N-S; MES&^DLF4N1%WIW8[QZ<;KZ^<^X&YL*H<=e=W6X6S%4O5':Kl.8[=>JHS9SX M]J,_#4OSN:-A, S8B(^!&1A+F& 5<2-IV2=M4M:H5_=)<)BXL^RBUC25D M,=@*&V1Q#:?DY-53$E;8?PI+,.[TUL]3X>{1&$S*-?!'X#)C/)NR(G.F /0 &8(G"SB?G*7X9"17+,.$QOC),IUC" MG YR*P(9X*1;.]8DDO{P'&7=%I\)! 8"%)YIH%CD$ L$3@IBA%FT!(!ADU& M,AXQ6]#'HO\$#)1*R(%46H44A-C,1+H1.FASB+V:I#=*T[1 -\?83;!HNAR& M-X5*UE\'E< 2F>&\$X06\UQ!2*(X-INE=IDEF&VXDZA'9K$]!.1$+"U-.@5Q M* (:LARA0"@F=%U<@S+%/ML:%P)0I+B"DD4"@40FQH!Y(>SWIZ8VQ%+E)[8 M&7 -W$OK#,>!.+T,=.]5E27\V9DQ*]:^80BVMPZ"PR?S]6[WN-DX.K4ER$H& M08E$)XG$1S^3\8->,P@!F2D@.:6 0(U4M*.2)S$4DRBE$CI64@;*VT+[$?I MU6@5P),;'8/ UY;M(58$(/@"(/[^8AG|\!ZF+EN"H42GIYV|F#?=_5TE9[" MHR22F070DGY&Z6T)RP%;9,O& R5/!DIP(/+S.<)1@AC *QC647.I48M;@JV! M,;MVTJ! 7(+%4.$, ^EKX97A5J$S'0+";=Z%Z&0%"I1PI5&!=&%2 .6PLK<^, M* 69UT-$>Y%3E_.R <4|]LH2O.!/I1&D@.R M$ 5?*3+2A*P2B[=?]M97>I|'M04TR&'>IDXY1|#'A*4_M$M;,2^5^U"F6 MF1'.BX $.4-C2^UHF[#=,5QI_H^/?M@+Q85/BQDC'U3&6@@#.K9V&I/!%=XKB^O#R6#N6% MR1'GUA.9.-9&>_;\V|V'#/F)0KAC"^2TCD@$F7R-*XWF6.6?\N@CK<)U"%A M|\=<%3ZKT8Q#DB#?E&.<*[N&-[ZWF^3G\+B>1'KT8D?,K390U4@7[N6Q-ZD@ M?"X-Q,.3+ ^^F6#1C^'Y!0H@!VN/!1P.\40'";0)@F57##*\BA?;Y)07T+6L) M\5?D4F(!.HX+0WA8*KEKM*;:.GQ/)Z2HR\:HZ-<'"*S;IWGNA2X+ QBSW3+HT M'!=BX(!HZ/0B*<'2Q9!0>K1MS.^0GE1]00/C"X>-1)O4I4_(15'E>)63+kA'1N!0 MO1+\V!D:ZR139X_U2Q555-9Y#)*KE!CV%3 -^DF1(M|C+YD9_QJ2; 'ZAJ!^,GZ[;GK/X, M=G8L]54@+++<_X4!C3?KC CM;F&>_%P%;.EWL@JA#0EH)U,$B;[!%BIC!*'EG MRJ[S]@#OK=."+=QL|;#Z)P;32P6A #XC(IC\,7[)NDDHHGC(;.S4&[J 9OR]_ M##3!E$H4T5WH*V#H9Z9 Y^1-,(P,_%'I1 ^XH?(YW?GY7-$6(23!5CK7ANH3O[M+B8X@__% M,.2RN>;;#IQ8;6MW:L>')R|\VUVN-%]O^JHK:R>'+K7]8*OH]'+79;4'/A A M&!AOF_/LPTYK9]:A\&2WF3^QM.52QA!O^{0O>5[^IP ?F)O<05X6LCNT)\ MIA&8=[N-P_KI8<7?CGEY Z6,SI_H^/?/=*1OX0UZ%9Q!;Y=>.[W38F'O^Y M[OK $W\WQ'&=^7*^28PV$"T3%N6S.M%8YL]%&47F=%M#O7(Q8=Z*\/[UPKA MQ4A"PC[-Z^%UV*G0O;>]S^%(#]^NM. ^OQOG %[@U]7/YTEVNK?_=LQL,[L>P MN++CQ"H!9NML1E 0 !@2 5 83(P,C1Q,V5X,&EB:70S,C$N;'1MW5AM3^-&&/|> M7S$-*@=2,&SG!?(^4BX$%;DB' FZ|E,U\,Z3+?:NN|L&TE_?V;4#X0)MA'H' M5X2BV/.R,|||GIFXOS!9>M)?,$)/?NC_Z'EP*N,B8\) K!@QC$*AN9C#9\KT M#7A>I364^5+Q^<) %$1-^"S5#;\EI=QPD{*3E9_^07G=/W"']&>2+D_ZE-\" MH\G>BYNC,R+!,?.NC)L'OC MD93/1=?E5RM=K=1CF4K5W0G<7\|*Q<I1D%/UV/TQYQC15?&?XA^4B[8*\]PLDF,IA=\Q@TT(C|\FL%%C.(()%-O M%QP=#4]/SL? #J;GXPNXO+Z;7 .\NIC =OYC)>XDV(/OK?^(/?9B.AB[ZL-$* MZC"8P.!T?#D=G7Y7Z;R2Z 1M&)_!|.<13 97'P<7HXDW_O67T6\P&$ZM)]" MZ#4T^Z/0AB? +KYY>|]GTS@7$4@@6&RX%W'&S +-@*D@"C%/EW#%SV\,IE5=!@_Q$Q9].N0%TH7! M@ M)#Q2V,9TV*L8C!$1*G/;T->U*QU+$##S.!4K4C BFO?%]RI8PB!U^EB!UE!-G M9?5F3#M)MH0;(>\PV3G;W6D=;,;F44ZH!=%+68(§?IY9Y2TN*#Y$?.,1SK!^ M0WZ>.WOA_BJQ;W_\4ZBBIM]H6B"F6(.%XDF1(M|C+YD9_QJ2; 'ZAJ!^,GZ[;GK/X, M=G8L]54@+++<_X4!C3?KC CM;F&>_%P%;.EWL@JA#0EH)U,$B;[!%BIC!*'EG MRJ[S]@#OK=."+=QL|;#Z)P;32P6A #XC(IC\,7[)NDDHHGC(;.S4&[J 9OR]_ M##3!E$H4T5WH*V#H9Z9 Y^1-,(P,_%'I1 ^XH?(YW?GY7-$6(23!5CK7ANH3O[M+B8X@__% M,.2RN>;;#IQ8;6MW:L>')R|\VUVN-%]O^JHK:R>'+K7]8*OH]'+79;4'/A A M&!AOF_/LPTYK9]:A\&2WF3^QM.52QA!O^{0O>5[^IP ?F)O<05X6LCNT)\ MIA&8=[N-P_KI8<7?CGEY Z6,SI_H^/?/=*1OX0UZ%9Q!;Y=>.[W38F'O^Y M[OK $W\WQ'&=^7*^28PV$"T3%N6S.M%8YL]%&47F=%M#O7(Q8=Z*\/[UPKA MQ4A"PC[-Z^%UV*G0O;>]S^%(#]^NM. ^OQOG %[@U]7/YTEVNK?_=LQL,[L>P MN++CQ"H!9NML1E 0 !@2 5 83(P,C1Q,V5X,&EB:70S,C$N;'1MW5AM3^-&&/|> M7S$-*@=2,&SG!?(^4BX$%;DB' FZ|E,U\,Z3+?:NN|L&TE_?V;4#X0)MA'H' M5X2BV/.R,|||GIFXOS!9>M)?,$)/?NC_Z'EP*N,B8\) K!@QC$*AN9C#9\KT M#7A>I364^5+Q^<) %$1-^"S5#;\EI=QPD{*3E9_^07G=/W"']&>2+D_ZE-\" MH\G>BYNC,R+!,?.NC)L'OC MD93/1=?E5RM=K=1CF4K5W0G<7\|*QO1D%/UV/TQYQC15?&?XA^4B[8*\]PLDF,IA=\Q@TT(C|\FL%%C<>

M<8U:EAO[HF FH,7M B5 P'8-]{QJ30_)1GW^F/N^$UH:CP54C-N9[R:+A MV%/4-E82?GMA:<5AAR0_4+'BI8"K9~^=3O%Z*PCAK%NKY>^-O21FEUU/N1N M";/*H__(N0:CP-5+8ZCLL49*5ITZOD9=XEUC_'7;R_[&$T!;GCZFE6P'6H0%_R;7-OJ%N=NQ,-31)HV9^PY$U:2YX,3=8F!EC>G=_MC/T-2UJX6F-F^QH[LQPI(C.7>2G00#?ZS5[J<(22M*TY0WB*+'H4U!;OZA- M='021T<'1P>Q[4HTT]4U5MI;/) ^QM,2@]4=F;P=Q"E^3@"C5_E^=(@]JY/"-M]0[\KM4,CN]#*MQAS+'"]M0M:=1XO5/Rf?<-_U:#5#^DN1W07F^BI\VWL'M'#'WS"PQ)\UL/_!6X@\CM'3V@-#SJA__^T/W,.Y7RRFR6>Z/0XL M"6-NZ+BYS TF("3\)NA YV E"!BR+'<5C87$<5+I8@M557%7R#CIBF93FJ6JP+1+NM"JSHF.GS$SRQM=P*$/QQT:E-?ML$RPEH7H*F0PA"9/PF'#/^!=FU*^]0+9V8T>0#TWRR0CR&=7#)ZI'(85U?;_2-AP7CQJJF(6S MQK<$8>)+[HB(*570+$PIS+A>-:IMGVAXRW7"4V\(S&&O;3U0DQ&NS;3H4$9<[^C!M_Q MS0&L;,P51'_[CQD143H#PI7.<<<,A^'G)]9IJY;=-L4(\JXX-]Z('"3J)=C? M=4H8@G?*7-H:+F?1$RC:Y_YE(CA4X>;7&#GNL:'1N;Hf.=Q1P) M&CH>;V-Q>8N^'SM\+S\=2?&#GNL:'1N;Hf.=Q1P) M&CH>;V-Q>8N^'SM'Z]:8.:S#5UDUZ=[*_DRG0EKI-H:540AJ47EQIT(\X;]36 MZAD0EQJ'*&CJ]8-$,"'"VH$0+L](637QK(@)5IJ7ML71E-X;M_!U;P5E/ M7,/0AJUQ>UN^:,,UN%G-:FGW1^+?;N&;-*%(PM%F>)9RL[NEJ.IEMZ>BH MJ9WLG*.QH.?0JZ<[8:N3&0RB+(@+IP3]BYT8?=P$]J;GP6TM&P_WM #M7KN-[,.%YDRL]_(:G MCT,R0.U:,2(:$"70/HWNC\U?].)34;>7OK$[)@Q$,(<@>\G47'+@T13SV)I M:0;*2ZVKOO,(4^4PD8LIU8Z%39"#@=.*B=S2*UC.=\#,6C=:">*R%2ED6BG MF7%,]PB.>M((WDT9M;@('1[DK/*]C^G0$L(==U@0\!BY_22X M"W]I2Z0;XJOH1$,G,O@99E3<;)1@G>CW;(=)^P+;?:11\A2'-D'S?8(.NW)&M"5MG^!0Q"@-,?LM&XH#?#+-NRF33/ZTG"@YP.+U-0^G<=#9A<*8-A!)_0 %/U MBN^-RB&"=^C38.-'^?N-0H-2_A \AOS%[@]8|HH46'}ADR+*/^X>OP%RT2=MNYMUGBYf00Q*3+D2XQ-1[%-96&-32IE"IJ^QND$RM+ZNMG-W;,%-IEDG^QER-MYPFE1-QJ07ECR(E^ATWIB'A,E]9M6]1DQ9ML@3Z$M*E?;'"%GL-2/?<.DE\-Q MC/43N]BW7'G\(!X6_E%>D;]4;F3>"C)DY'PX1:!>'SO<\&C6OM\M49,^Z^S MM+]WQ7 4FE-&$LYK4CY9;EOJX%,*_:FB(A_IX(J:I-W559(5EPK<9==EEK'& M022N2MU<8 4'PX<)?/IX+&7[M^@*,*YX/]=P1#3DT4GVX>]{#'Q%V[,%RCPYG1+A)D7,A<=US>XWQFN)38,% M< *4K[S4:?,ZVR&<\'M:(N9,/+N"W!9+I 4B?.8TAMS_CC_N?A, ^XM|>>8;'TVY:!G25\?ZMH5WN'K@N6/[@T8!_I[FBF."5;V@NJ2_;(5@++^UD@G@:II$Y__QT_EMMV/8<2M89(MW?,N4=&!"D6$>|PPYDY5^YH:/../&R"M4/N59IBT05:D>LKH M+.."]\L#5DD)7&IP9 AV@*S+:,?&QFU^9SNS0:-N<[fMP=[=PW:E 8I$;\ 83: MA1_N8=AK^&0AOX!W1$'Q<1:;E.)@N$*X(0X171BL(DN(K6(!EG=0^D:==:0C MF_X=M2HH'-? Y KLWJ5KLI HM)'17@;)Q>/ ^(UHV0\G&+&$19>]<+_&ZS" 3XI"7OWOQ7-D MPHQMP1Y,R0K@C:DI"75]ZVP:MS E-[63=MH!P%?)T!.BRAZ^;K3]$KFJT\H@XS%F1CD"MLL-8C$*W\;C[PEP ,LB!/14-M-U97&&WD275B<*-0NP:06VXC[V%%EVOF0O&EXC.D^4^^J2S%C?:3"-N IU"+ M1E?5Y70(/P#)?>!(0$N%_BYA:2O[!POEYM0*[-H4O?>%@%,[^,[BHJ2NN@I M$)ZK=*Z,XM+!=*0XN<5<>'+O86W?G1TS?$OW%\OT?)I@-8:.GE.AQ'#,7A60M4J[\)WAJE:$X[4W#_1<4=VF?#=(5?>VI+>'*X.^;H^H^LRQNUP6=J@^$!]ZUGRPJ\N39$PZK8-M96\EHH(6'11.%V2ZO+%5XG>F96WQI(8=[EW$;I$0;*^(3!^#$3^+>^]+_OP M.")B)G]N?9I,\93!!GJ95) 1@%YCMJJSW"<)L< =/_]/_3\FB+ZYDO+,I05C MG^+PIJ %1J+?V:@,[!"T+,0QF^=U2@ADL%O*/,S<8/4+:"@&*HA'"\$A-QR MK,74Z #LV)KP!(Q6; 3K'*-M.I0Z;SVIYTM/O# @%62L7'M6"}LKY# OB-*5 MR5,GN8%\Z;&8W-N.X>]H"Y6M[43BP,ZD] YP@U?T#*][>BR1(4##P;$6XO4 MZWVI71-[1A9O^19)5?5UMPRAHO.\E*Z;$0)V=0I*X.^;H^H^LRQNUP6=]

M7T@23T9!_"1!O\AZ.LK@%XHY/AIE\!-E\/QL%,)1""Y#3TMEG]WD7J3AVZ;!\|Q PDGLM)HM+7U!"" 7Q)%]+|3W"@I M0X26=*|P%O:C:-LDPE9,-T$;6)@5DS%_)I*4U-Q-DL@CZ]*

(2[1GF$B[B2.% MU-FS?%X3#$+:+\%)=<9O3D>+_%IUTU +7W;\BE1MTX(Y4'I)8H8S/811PMP*> M$"U!YC+/"-)'V?://T],W#5K4B+LN$K=09%L<$Y,0;(&% PG-\|6ZKJ2|)%[& M3/,N'3[_WH]5^6/(G,.=,2]55:GTQM1)GP;P7"F\Y25SY;;M^O)"M$%V(=,* M:8,[_90FIH47,\N^5L[9RD'4H9?)9(;Z""\ {O!!.7T?OZFGZV\-M|@&EZ4.E M[LPVR$22V%01DI#[C_V#}3.-;XB=AR=R &"RZ(*]IYB1F*<5D6)6=#O4S5(-M;QU),-6RG**A#+:;"Y_X%R>E08.3X14W^AT446K4C"G9A>1=-M+0JMW6E,7:IL278+(z;:KO$Y!8:)W8&G6Z.CY<=T>=F\GT.Q.U*

*[[YK5F!L'^XYM%VTIT4%G6Q_P.YV<:>W/0\-MS%82L9/!N@6\WMUG*6QGLZQCLZ'1:\-VG0:S2Q.*E/\ TW@;XWAA%HC\AP>@P?8,F9[@@9,_'!_$,%7X?]-H M0D9SY^?<4WK0G7T"L,"C'D!{G^D=^FY\O^IBT/KB;/_X<5-?/ T68Q<3]HGZ M(LSWS#1(#*7:>]2{O1=F(RAR<@G'XO*2NS(=`E-G'OA?IS>P-X^D9^BGK=S- M+4H(1D!QR%6.\5[?XJ1K<"}:"S!_>A03#-8I M)@1.F6^7?61G ,9#_KGF>K*V52V\0: X*@(C-,?1>B]"4OFF4K/= M@0!HIZ;?8,/=*+|33[# »0/"N42|ZT0=ZC7.Z&>*

<-.5W==0\C8;@=;BSYAZ? M-$,^:@Z?[!^W3-.=!A[_=-/T"QT-W'(;LUYS5>KXAN-+*|A3""-81)/3|8]] MHI:VT<=PNV%/;5/9[_D*?]$?UB;HA%DW?(;;F+'1R+W$91C\5$\'F<[.[& M\VP(RQ*HK?$\^S;GV=6 Cl.C@_W#QG&V]YZ+|9#J$*;J3__X+GW(+W;P"'^K7 M0MCHK4ZJQ=.,HB-*@[S168W8:KB7;S+9&*@'GV+R,;\"K2M(4QZ4P_^:[J& M2P?XG.*

[R2A.6"]$9ZRWUMG"UTA%#5!\|6'MROD_]H^SWGAWN]8S=+V=Y73DL4|\|>]Y_,.6&N&,H2 M69K'9Y6T75;@W@M;L2<,*Q @W8'Z>5WH!* %4/?(\A=@CURS"EUZN6HU;9 MZ6X,D^>]3P_@HM"1PZ=8=Z7QV!{$%QXBS]O?=1O6N=O'R #6^GYHJ(N:P>K MW<9S'-X-T$&U)2#'.W9"WN51/J-V[CWIU;A=RH+XT%1C8A=O[%|1^BY*- 4*

*M\F:X"ZDZ!E,]]59E18;]Y" .;,U+0|#%9V"WSS1B!_O3/NZ7"|0!D^/I7_]\ M^.C@I_#WI,T!:2<{!KK#A"&?U:7]9!4PA=GT$A9UEK04CKV;5!H*-E,<#= ^ M8MBW7[Q1X,X@,%$GGO*E8>NM796.L8M*$N$*(ERM4<]ZP*L"Y3(M!(06I#OW"AE.Q'.,+ FN$Q5EHH?_>F ?B>(S M4"T6X9@N_=C4.I7=5D# M[1F\!89&G0?'IB*JZ!57UL#E#]QQ5-> C=CZD(_.6$]::B .)!V_,.]P9(!1 M;[4J!LV_8P$YSURT#D*XSR;^1S+2<1T?&3DM MPL;P)7Y4X/XUXJ!=%?0A(*FA*NC MA\?*

*>QBY!;AL8=S!7#76>&9*CDWH;(-"IN0P4@A='4)1FET*;'BTGRH M-M'DP:.#*A<[N21>)D,<(E6K'=UXK;S^XN>&AW% MWEF-6W0$[(,Q]PVBR?!S2[VS-83\$JS"I?&GO@M/-.[U;%_3%2^]HLVCN5H3 M3@"0]9 9IN2[, =GNM1WN(WET>A)6)R+6.(5I\%8.&=%)E>=^[P_(&KA& M(H3F%O&YY!E$ 2!|[.&N&*KV2+@V&A*&*#66P,5B M9]!IX"8IG1!X.*

[395GLKQ3/O,11$,68Q,;Y24B!Y ,/"7!CNO/(;O.== M>(Q.IV6*QC#[WCP,6W,&E99APJUCIF'\%D\NWBUV*>[1$;6KQL";.)F"?#77BMV7SZY:IU\(K>0]>SEC>9_DU3-72HQ/ME.#)-MA+'2'DS" HX5/+8P^|]-'OZP,S[K_M8<,Z5HLE$;PN[4>BM4$X0UT?"TI%GA M%'-O%3H>YN0LV-!K @>WI(Q <;'*+D4L)I:0[B[TT]RG M,,UM%JA,IU<"JG/_N:N1,*>M21.VN/+_\H" %>>#R#GK+H<)LN#^Z30!ERASS) M+?)+W-N3?$ ^XHR&AKA /FB3+9 MTQX.O:8D@=O Q #%A"L,08B)=2OQ!^6.+&M%%:QK-A:;<75Z.6]7X9&BJ^HZV M|[FK6R<=5^&,G,,ME;SPC';W78BZ(4-3<)9GCWB6;1B'5=U2/>"P M<<;NYS-,FS]J--M+@Z]PK_F]]=4^@HYF]_*

*'1\V^YG1\;O@0=N^$;X82E;O$>RF,Z1WE18*WC)BNP2^S@<,3H5)MO M65RUI,XX1^/"MB/LU9*.$VP]^R-#;16EOVZ$0MQ\]T,C#S*%H'N'QYL]^4WE MG_O0/#8ZL1>N"Z/^F.17%H^1\|PW>Q M>,C8_]D<2X7@7:H&O!:]]%C)C>]-LDN0W(([U0$/U-V?E"0R9'7GI!=W7!#OSZ2.M.\"L5-7]HUQC+1E8]<-N*8OT.(.O\]P<'4WA%,]"=7[*IWH]-=:*

*(;DIORM M23)W6O*97_!O_WI7DB7RT#EG3@D PN5U,B--QZ,V%8L'X.'>T,7L/=QMI>%H M+?3BQ;JHC"":ZDGX;G.8$PMCG;RF&\TC&_*U>PORLF;&LLXGTF*

*MZ$!M$&5A24Z,&;7)A2)A.6U861L[^+Z6$?LC=D]3)CM|^7*V]]>T!!NLT&W M:%(+J;,TC5[=V3@]B%$F.,E7/.L]X!(3!U_25&H;>XO%B5:IT+48ZXT!S-*

MSH]N"1T"945HYO>^C.XP]=ZHJF'K2=??(RTZ2U);>!B,9M===9TM>+KU%]3,1;__7>9U"QCF3O#NCI%F=%_:FM<5 MM:1L4!!K

*X#A<"IYMZG!'YM.@OOT4O7C*GBP(>_N!+S/!A;PKD\L5@B"3](+ M!,T/H 9_;ED.]RS^3!-(U]5TF CL,QIECDOR7,JK3Z-W.IDPZF;EDMUDG=R M7_7B2T8 H\BNT=3*5MVAU?O|*

*,W>B^1+)ECSU*RF<+K:A9;U:TS>?&^+"]5 M#M%*(IV79E2]7!P2Z_3XMVJH^+?3%-9MNIQ%!IL5M5DL$@1V2T?.#FW)'Q[2 MEM1S!$UEMS]_IWLP*

*5(!V6K6,3;USM^_$N//Z<^DP=R8ZFIU=J5@W^9)DSQ MS/6H!M9;DHOG9X4!DT:.&JQ7Z<'#M2H3S#/>NO<)N-/.E-P>T55WH*N>AS/T MB*[Z:]F"LFB2UY/E#$,R]-*XQKF!9]]D<8XQC+]/YP_9G$5PNO5OW?7QF0)) MT52V Z/5+KZ"VETN^1U_^S_L6H3'C$=F]=/H^[5@IV4\2V56BA[!V1A&JN<);;:U&O*

*MFLG7DWJ!\XG&J8&9I5(N/(6BJ99%@0E2H=X'$X)8V"*YP3_<0A09-=5(\MS2 M_^L8FO"2TMLT72[PL>!%+I:4,/)]MQ"]IWR,9?U*@;;\"VE<*8HL\-Y=17KC MTZ2/.8BI<+%#?*

C!=\#G5H_I7S$/7G^P9SH\;[15*+S7^@OM-&$;&IUEC&.D MAR>I9P[.6V3E)7(0UO"&$WJ2<;;X0_(LU'$+ T!" OP=6">D1.#F9LDT$^3.:=/%A MJ";C4RB00>G[#C4?)O*PG*

M[79V'=M^ MXOKFQ;Q@ Xl*1SW-R7"Y;CY*2$'MNA!W&CXU(F@R,:UAG9!O*& M7/[\-+0S-XE+CW6T3J7YC=G3L"),2E@Y,+5K2'%>&&Z#>@]$5H"%E1,Y(@AV*)*

M%P\HECC|Y7]>OHO.DL7DZLFGN;(#;3FV[^:"P-;;RWX:C+QY,W1%%83W2BPE^2E"&:I&"@T6V>P9<05,4),N>]2"7(MP)G MY!XW8*FY@^>'>WE(^=752E9J&&C(VF=#*

*$1*502/75,=$F2YBIV5-KFM05\ MC!ZB,|VG2)S]Y\"GGN\?G&RT93NA(!PH_.^?)T?X/^-/7KK";419@[U"OB-[*X MVBZF.RE+%--N8%_U"-*

*OD3:/EBKVUNZ&D,WQ^=&30_#N]@Y'=+S0KTf@5Y_= M-OE4DHHQT.PTE$H'=_PV^I!=\"L*UP7:N" &IR#JB!;RR#0PQ^6ZT!&N:O<)5*

*MZE,F&@G*4F&A=H2'JO,2P%.&0SUA+JNLI(B$COЗ6|#P55FB)V$X;BG:IXO@L$0?F#B27'\U.XBMET2>'@.+P-]KFERUN_5%Q4$_ M-J\HN!8N8&&@4<<05A1NCZ_U?*

*OZD7$Y[*OLI'CZ>GUV\?OW\$T#HS[TX?7%_\3O7Y[A_M;+ _&)=BDK#)(APH%^/\S)'V,*Q(-M>1F@UB5.4^-)"|,_.,OT):1=`6Z9&I\-G*9\07D)*^.0ES'SZJ3"[;;]&G,X MYBL&(R'?*

*SN*6OL,-YB_C$D5Y53MMB^W>@CWD'IJ%3MS:OO+&T>]+M;DI.Z?F6I&OBX)$IS6)=9\7M$.2S[C@%SV"X&*$GQ1!./|%/ X^+,#@?B/$/-MW9C&I:?X+^-*

^+KWLLB!']O+Y/[OB[QG[J6QG/U/R^X5J9?DT^ M<2F?>)F1_QV=,MI!'^A*_HP2'O(K!6S^7%6I85^C3<-84WEDW67ZS^[V,9LL*

*M7/%YK;OEK\GX..+,.=LQ.Q*44M*A%A^4]='>,,XT!8<7*#%Y9.BH]REC&'O#:.MM]\UG.*UPPPU3#6$=S&EA$H:H:0?R4U*6UX67ZR/L>45!\R]\)XS[XT3&NDD MI8T6"*

(^BH0=&E!.YR 6V?S(N'<4\.DEOS;Y0_8^XD3%^NON>W!8IO MUR>3[!^T65W!{IF)_H(YR\>9I3Y]_N M^:7T&W&7/H-0",_(E 6=&R%CTZ+@BM

53?,5S]/_<%V)_G8*/LT$G+LF[+B> M)8L%PO^P5%F"?]6@2T2IN"*?,!-353N2ZX!L2=&P>NZ[_DB&":5B6J?YE^[MX[%=&C-$F!$2:_P>]4(+S/!<8$%S*HWV0*M4^SSL(%*

(TP0P<2HQM'BU!4^\E?*[G "N,A-3ADX9]D-$L2_D,9I'H.7^K!.D':.MS2=7;5/&F)=HW[W(5/3\15$I2S #"> 79BUO.V,DA(1ZPA\OB*@,[#QG7)H]> M_!BV!)+?*

*[HO3%U)DS1M7DU*Q6/L.0EE!-UF40;::MR(BW2QJH1(GOA W>[&; M3Q[KO9]5 I]L%$9CK5!IRG_&V@MA2\25226P C?]=WT]D=\E;_*LM(27PKGB MG*]^Z6N_[O#QPAZX4!;-*

JGR$%^39L2U?^B$$-]/+8YV4<*3XFM>4'MD,/K MPC=\X#(CFGPDY4#[3EO#+/A$-O-"^>U-RZ.WM"U+1"YWC97N=5(1. SL^6EDB#IA/P;HO#/&%/4I=*

M;HI+EYQY32@WI,\@E=LAL)!!O'D;&>Rš2A-L[_22(9DO*S3C'&'U1C!TW2]-M$=4Q/25F\"PDND).!'F\'#R+BI3,LFO$:\71R11>\%L|IN.XBR+S*

M.KO"&6O,EN0)"@X@E'=#,)I:%_0_1R[!1_.J#IUHI<"W2&B)@1VP,9 PO/[< MA!(8 5,.BQJCSRC^6QP9[^D;-'+NS4?84)##$2;Z]=HHQ28 "|*^L _X)L2N<8;-HC|3L)&2"&?LYAR-*

$D1C60(6T@U#A6L)@1UQBCN8L[@(M!?&FTMN^A'3,12WHFS@:0F+&,(63P8]:.+=7U :,^Z*+\7T3Z_8HH5(18E]\8OIP M.L:SD&9QO1Y5]*

*!6T3D6Y$'F$BWRY3N)61BOJ2$%L#1),-N>4^//C#&3'#A. M.CM\<;I%U\!##1Z\7S!8,K=__OW%P8|85ZJOLQ3^6(PV$W_%^x;>7#NGM\7X!BTU0*M@RZ)^H?T_8HLY[_*E*

M4]34E&2H,97CEF"VF6(?7(TPXQ(.2'P)":IYAC))T5P0'A$9F#(Y:L ^-&Z?*M)DBZB&6 JZK,_R-I/:>FS<@UR?LU#+S28ZKG:CX1R;P(6N"H,/H>9^!13B6<*

*MS^!UW[A}=OAW9M=F0=[UN6N-F85/L@K>?*MWWG\'!4*2YMTL?):,4ZWFI\">6F?^!#O:NGD-IPHI M.:>;9I,-@;?5@0X/B;=#N' \3Z2RHD_VG%"\QI0QOS9I"*>JFRMTV6U&*

*7"):4; M,=<^59HUJ=_LTHNY',Z+T?.Y4_BYK*HT'R2.ED%<9;'9-^+U*)CFII1@JACK+9V-D MT=!KB'@GN.ET)>E'8F8H42:$D)>I&+7;@$^1A?O+K MEL|*

*PNBMB5QUP^B3_6=';'8ZB1W7+/U>*NE@2\Z,;2+V)0P,LB],V4/I'|7_ M$R#%3@7COP]GC[OWAKDI:]2I0-\L;]P@$(^5;25;6/)QWI6D=^<^&\TK< I- M FX !-+WD5I^MLWN$4Q#[= Z_SR<=:YGF68"% $4@"8IGXQ1*7.FUQ-$_DF ML/75? ZA2UVH<'4Y7!#"+0=(X.\>1-PAXVB\]8IFZ#0P@*T3Z<6C(^/NQX M(C 7EQCA$\&SD\.8?*

CAX>G1 5_'/_PU+=>/D0O938<+^7I_@&]0]['G6I2 M(Z4<]!M;I23863M#UW7TH/HC3POGIV^;?_M=&2KT8D+]$0>PR8I[^H@#V+8M MYO-T;SB E2EI-

*KD&>5,3,P/Z,>B,.T2Y4ZE09@57]" "Q>'A^P "#E2LWEH] M7,"_8,4)WJ30/V)BADO5/H]|@O M23W.XEO|,.SN$%98*R4SIPFZP"Z?Z%&N6W_2HWN)NW>.R6!$_7=*FDP9 M)#5U*

*F9-2 /0BK"\@=$ /5%[%G6Gam=%1_C2%4%2D.$K)00:GK*3O8PI7<2O=A5OAOGL])9$H2W O)@*Y6B$$/3W=-7<\K.>N94BX(,)9$["FJS_\U&TYF:"=)•%(HP:U^^?*

0QA5_12&A?!0ITK&;+^SIQ#HH;-W>/C3 F MD2KEP,_0P,)?NML\;N\@F\YD/_%OL0N\1DBPO&AY_ISC=Y ML'^RM7=Y;N,2=9+:.6G"(9;0=O*%ILY;M-@39E_V^%E/+-*

*FHUF9V@,,"62*CB M0B079]OZ'?L7>2,,;,MA"A@'HDJFPYS P(,]WFI*7$_T]C(,W9"LO3UV*)_S M%W4^?9-\SEMW & ^?\|)'Y\57(ZV5BST7'C@04VD5=[U&3$,CB@4,6-BC0\-/ ML?*

*=+YTG3H HN=>'.I.E5)"\/@=>XRU8]D5B(E&+3[DCJ^B090;ETK*P"!0PN(J M22,=A0VEJ\/#U@^$M9#*^A*@2LD3!\'@-BNTW4UT/+!-]+=_O:^:Q1-=G(;@-MH(>C36@@N-*

E5A2WNJ130)3#DIFV4I"=4-7]EJF^>1/>8P^-B7^6Q,E"+?1, M.V#(#S)D$V"$K;P]W\F&Q@FS&E&!%*$X+ND1P2WA[&>OWCZ98]QG[_ADA&*]-MC6FRI{C-*

*/64MHG879C(RBDL2=G?DSQJ!9*6.,PIZE2(#&$$+^(R<))94R MEXBJ7*_.?L)3TA,O)IK+ &]&22?^^"M$FN#\22RCS$!O2K*3.KBJ8Y88Y0H04 M(B\!7]#0 ?*

(!_$+'""X.R[PTWB?EU@;!B=D[Q\G3Y_&L#)&O?T-TM3-G>]> MJW5'-LP NWQV<\>,D[S(##:_=PP:?OF+KF[BG./6 R,EOL&RC*Z38HG\M,"L MP&%) ^5C@*

X8Y141/OZZW;$CH(6A)LH\,[C'[$B/!E'}-43Q1=8RK&#""!V+M_II-D$\]7(VV=_:7[P I,D1G%?,SNXSS7C/JM&:2>]E9=TD/EW.+ M?*M##$3>"H?>>EUU!U290VLU,+

(X1NN\M#KWQ1!)!D_925:C@ZL42-64R:G9D0 M:^4JN>T\,.NL-> 3P!3QAJR=U_2'U6/3FB.+<L>@!#'N\M3SW:C_D_K85/:\;

MS<^+!W^V:168HN,ET\JL9(D=KOZN;GMF40OZYO%V1"Y)1%-J&_^_IF.4,@YK MX>LOGCX_L3:5C/E_O_^56E.BUVA4RM0Z[60'UUHN'-.N:I;.S%MP[Y4- M_T4'Z]%?L+(]3-TBVBE.,D'R.?]32](C)LN;/P!&Q;P^.O/!VXI3!QQ4 "9BLK5s8EZ*G M.XKiN$=D(.$-%PML,;*E@4FM)^C/1[5!W=J=.'_C:,+2B\!TA7V^DNIV/*!*

*ME7M8:03_R$=253[53G.!EXJ74WR_'13Z)/BVX!OV+7*UE#0Z?/CWIF2Z7;5\S;5IA-D"7-MRJFE^L(&C.G5CQ%Z(K<;8W?N[@*;&^\PK^'_KY.-)'&I89 R (0^(/'Z=#FA*

M'QLLD^;/"ZI>X$^5J-50^Y6 ':Z2_\":P4MZ;2-3MX#+F_2SPT70.@SK,V! MEKHFDB-5OA5R9\E8-[;R^1^GX!DSD1+++:1OR4U)Y*"CM@2/C/-]E?IWQ/E{]*

*MFD45T[!]7!7M$?!SS+:.fEQ+PEF$"D]'I>ZV;$YC(%V%5X"G4\<4M->><3[?NN M^#?*4_!Z"V:.?16G?76ZG05>M2!/(5JN>3\'U@$WG[T%D@!#9OZ/1A M07>18Y?^*

OS:))DG$U9UQ4M6BT42/R^024V:WQ=M2\B.X6%_.0B@Z>L\V8&.MYT90_:0S5$;&#!/-/^IAE/) :N#-H/B39-=P\;DJ;BN\!IFW6.9EC48*)IS M_)Q.!7U0?U[@8W&Y6$I?*

L9E4M&L$,*-)"/!PJQZ+PQLW&7B_53 R8Y"V60[MJ9!PCS6TV1+B%=!;')=BW/Z:50"O)(L\MMBAAMMQ#5*3WV;#YOVSC(J15GHP MD#^7CY>Z?I;@$<%#

*(""5+H$NCUA5LK_BSLNCZ8H+YYQ?RZV,+LW0T.]\6X^O M,6-K+S5.)M."C#5.YLYBHKAG!*.1O?IL=S?"@$@DDLB<,RV(\.C@X/C,F- M*C-CVOOKT17C@[&W,Q.(@@K3H4*

6!UH4-W\F)M/M1^O*7UHW7LQ6+^7N(79/$#]! M;60D-D=.D783N1ZS6PPT:,5%"3;!+I)+[D4/7@RNC$\EP1}}R:R)7@G^^@I-RL MR'*.?;XX1MQ3+E![-MP&JJO=B3'M +!*

(0<9M5+E:M.[!K3NLN=M)&>&@KSFFZK,N\N<)#ARO" M_9@>|\E!U?PJSL)(2V^ PT$LG,CT5Y51PFMV=YXYZ;?!8&2P477E27&1WC_! .MT@!N6W"] PO M--*

*R9X7O\0^,'@O\D>=1%!ZY%=P\B2?"U&*3EEOAUHF)-6A3XZO6\'B41EP(-MUXES&\$K0C^YSOQXOAG%R#'5%W0HX%'U*!:"WE\WAKE6NZ=G-U0\T2:\6LC*

MXD[\)S+6I4PWAQ?C65?8IU]SEM,(SL/?A>72^T"8$>PN+GH]] X MDMUU+J5LSKV/W)?3X3SA'BR<<>;ZNIH%#EV4@;+@8J+MDDV29A':IL7!]CXZ MX5(-SU#2-

$L(M/BR!"Q!K&%VPZE37+&-U+X{CV0J9:H'3*TQ)1:O4+X+ ^^2I MI$;,VL2ZC[4I#)]F$AZ)1EZ-<0)X9JEG@:N=N4^61#LI=&F;7"<.;7#61HR M,6MPEY;HK-*

N!$HJ7.0(*;]|+MS<D2d<*FN%HABN"\Y54|&\QCB3BHT6 M3'-W+H(WG\LTM:3Z=]HE>7]9*L$1?31+|=:C'4(_/" SOF+Y 6O3D=C&[IBVT9-(3"89JY)!T,(?

LT+R2V{)5"2G(+K@],U+!T8=+ M 9P0<(0:TX;I3F_]9[7*MV2Z'.$(6$&\3XS![R-#(G0S487?-,!LU9 XHX0 M +B$<2#(7U@U2 C%7?L17X(/"SHN?3T_?*

RU$[&6FR4S\#Y965.682HJ3#"*^>,*'KX_ MK.0TC7AP6"6"TTA.I&29BA]7B>OA'I*-2%G-H\7OJ2HA_W6C%N5-6.R^!TC9 MBP=T.+R&.5(4&?L.CHSMC_"XVSU%SON,;(RY?*

*J$,Y??LB?84<.318*R >Q+_ M=Y5G;M%-%.0@ TYU4^+&F;;2O.+S\0$\^Q9O MT[|-11TFC.YVZ"I3/88*T@BO(ZO/7X,%D$5I=A)*"'0!^\X M6V..@X]M7?F=*

{0HG'7Rs%H:N=O(LR&M|WUWKL?\&WR|!K^V.L}QWNIKBO8>MRZ{W_6!'K/=7:%6PY\VLB?I3D'0",-I-'+03DPD$N@ZDN

*MB{8!.SPG!HDE;/:^JR%E65$)BL;M*M=P;B3N>BM:HH/DL:A|IMQ-5&L3XS#! M%N0EXX*6=1.P:(B=O;.+Q'!&,/4UI9@I>'RB:N'Q?UO./3}6F. JW_97;#?*

MA^9USXUU!5K[.>&'T'2YCR/#C3CFW%<=VBO/T2$9/TZW>9?0,RT3^^ =J&R MLA9.RW&4T>A>4J#<{Y\X/0-^DIWBL7=U5NSI^K%T-)CPY>#J4^.3@ M^?*

*XQM,STFM+|xq/9^U7;IEA,=F W&+_ /OQ\O\7^8+]G6EI X{@) M$PA/2.?&4E+Q;ZfRN4.XC.+@>)K[5N"G_Z)-1*9M#?\TMC["11YTRPE6IW6 M78I<*

*+0PV$35>;J.K@*;S$U8G-]BF6#P@LAW#I?H MYHFD_I,QW*G"9PK(VQN2P*.^&#I7U_D\%'G\-+KCD>%A6HZ]BY=4U3B:8.TL M*R^UZ(&@_!*!LG!U5;5?:C&[4PYM)?*

M7T@23T9!_"1!O\AZ.LK@%XHY/AIE\!-E\/QL%,)1""Y#3TMEG]WD7J3AVZ;!\|Q PDGLM)HM+7U!"" 7Q)%]+|3W"@I M0X26=*|P%O:C:-LDPE9,-T$;6)@5DS%_)I*4U-Q-DL@CZ]*

(2[1GF$B[B2.% MU-FS?%X3#$+:+\%)=<9O3D>+_%IUTU +7W;\BE1MTX(Y4'I)8H8S/811PMP*> M$"U!YC+/"-)'V?://T],W#5K4B+LN$K=09%L<$Y,0;(&% PG-\|6ZKJ2|)%[& M3/,N'3[_WH]5^6/(G,.=,2]55:GTQM1)GP;P7"F\Y25SY;;M^O)"M$%V(=,* M:8,[_90FIH47,\N^5L[9RD'4H9?)9(;Z""\ {O!!.7T?OZFGZV\-M|@&EZ4.E M[LPVR$22V%01DI#[C_V#}3.-;XB=AR=R &"RZ(*]IYB1F*<5D6)6=#O4S5(-M;QU),-6RG**A#+:;"Y_X%R>E08.3X14W^AT446K4C"G9A>1=-M+0JMW6E,7:IL278+(z;:KO$Y!8:)W8&G6Z.CY<=T>=F\GT.Q.U*

*[[YK5F!L'^XYM%VTIT4%G6Q_P.YV<:>W/0\-MS%82L9/!N@6\WMUG*6QGLZQCLZ'1:\-VG0:S2Q.*E/\ TW@;XWAA%HC\AP>@P?8,F9[@@9,_'!_$,%7X?]-H M0D9SY^?<4WK0G7T"L,"C'D!{G^D=^FY\O^IBT/KB;/_X<5-?/ T68Q<3]HGZ M(LSWS#1(#*7:>]2{O1=F(RAR<@G'XO*2NS(=`E-G'OA?IS>P-X^D9^BGK=S- M+4H(1D!QR%6.\5[?XJ1K<"}:"S!_>A03#-8I M)@1.F6^7?61G ,9#_KGF>K*V52V\0: X*@(C-,?1>B]"4OFF4K/= M@0!HIZ;?8,/=*+|33[# »0/"N42|ZT0=ZC7.Z&>*

*<-.5W==0\C8;@=;BSYAZ? M-$,^:@Z?[!^W3-.=!A[_=-/T"QT-W'(;LUYS5>KXAN-+*|A3""-81)/3|8]] MHI:VT<=PNV%/;5/9[_D*?]$?UB;HA%DW?(;;F+'1R+W$91C\5$\'F<[.[& M\VP(RQ*HK?$\^S;GV=6 Cl.C@_W#QG&V]YZ+|9#J$*;J3__X+GW(+W;P"'^K7 M0MCHK4ZJQ=.,HB-*@[S168W8:KB7;S+9&*@'GV+R,;\"K2M(4QZ4P_^:[J& M2P?XG.*

[R2A.6"]$9ZRWUMG"UTA%#5!\|6'MROD_]H^SWGAWN]8S=+V=Y73DL4|\|>]Y_,.6&N&,H2 M69K'9Y6T75;@W@M;L2<,*Q @W8'Z>5WH!* %4/?(\A=@CURS"EUZN6HU;9 MZ6X,D^>]3P_@HM"1PZ=8=Z7QV!{$%QXBS]O?=1O6N=O'R #6^GYHJ(N:P>K MW<9S'-X-T$&U)2#'.W9"WN51/J-V[CWIU;A=RH+XT%1C8A=O[%|1^BY*- 4*

*M\F:X"ZDZ!E,]]59E18;]Y" .;,U+0|#%9V"WSS1B!_O3/NZ7"|0!D^/I7_]\ M^.C@I_#WI,T!:2<{!KK#A"&?U:7]9!4PA=GT$A9UEK04CKV;5!H*-E,<#= ^ M8MBW7[Q1X,X@,%$GGO*E8>NM796.L8M*$N$*(ERM4<]ZP*L"Y3(M!(06I#OW"AE.Q'.,+ FN$Q5EHH?_>F ?B>(S M4"T6X9@N_=C4.I7=5D# M[1F\!89&G0?'IB*JZ!57UL#E#]QQ5-> C=CZD(_.6$]::B .)!V_,.]P9(!1 M;[4J!LV_8P$YSURT#D*XSR;^1S+2<1T?&3DM MPL;P)7Y4X/XUXJ!=%?0A(*FA*NC MA\?*

*>QBY!;AL8=S!7#76>&9*CDWH;(-"IN0P4@A='4)1FET*;'BTGRH M-M'DP:.#*A<[N21>)D,<(E6K'=UXK;S^XN>&AW% MWEF-6W0$[(,Q]PVBR?!S2[VS-83\$JS"I?&GO@M/-.[U;%_3%2^]HLVCN5H3 M3@"0]9 9IN2[, =GNM1WN(WET>A)6)R+6.(5I\%8.&=%)E>=^[P_(&KA& M(H3F%O&YY!E$ 2!|[.&N&*KV2+@V&A*&*#66P,5B M9]!IX"8IG1!X.*

[395GLKQ3/O,11$,68Q,;Y24B!Y ,/"7!CNO/(;O.== M>(Q.IV6*QC#[WCP,6W,&E99APJUCIF'\%D\NWBUV*>[1$;6KQL";.)F"?#77BMV7SZY:IU\(K>0]>SEC>9_DU3-72HQ/ME.#)-MA+'2'DS" HX5/+8P^|]-'OZP,S[K_M8<,Z5HLE$;PN[4>BM4$X0UT?"TI%GA M%'-O%3H>YN0LV-!K @>WI(Q <;'*+D4L)I:0[B[TT]RG M,,UM%JA,IU<"JG/_N:N1,*>M21.VN/+_\H" %>>#R#GK+H<)LN#^Z30!ERASS) M+?)+W-N3?$ ^XHR&AKA /FB3+9 MTQX.O:8D@=O Q #%A"L,08B)=2OQ!^6.+&M%%:QK-A:;<75Z.6]7X9&BJ^HZV M|[FK6R<=5^&,G,,ME;SPC';W78BZ(4-3<)9GCWB6;1B'5=U2/>"P M<<;NYS-,FS]J--M+@Z]PK_F]]=4^@HYF]_*

*'1\V^YG1\;O@0=N^$;X82E;O$>RF,Z1WE18*WC)BNP2^S@<,3H5)MO M65RUI,XX1^/"MB/LU9*.$VP]^R-#;16EOVZ$0MQ\]T,C#S*%H'N'QYL]^4WE MG_O0/#8ZL1>N"Z/^F.17%H^1\|PW>Q M>,C8_]D<2X7@7:H&O!:]]%C)C>]-LDN0W(([U0$/U-V?E"0R9'7GI!=W7!#OSZ2.M.\"L5-7]HUQC+1E8]<-N*8OT.(.O\]P<'4WA%,]"=7[*IWH]-=:*

*(;DIORM M23)W6O*97_!O_WI7DB7RT#EG3@D PN5U,B--QZ,V%8L'X.'>T,7L/=QMI>%H M+?3BQ;JHC"":ZDGX;G.8$PMCG;RF&\TC&_*U>PORLF;&LLXGTF*

*MZ$!M$&5A24Z,&;7)A2)A.6U861L[^+Z6$?LC=D]3)CM|^7*V]]>T!!NLT&W M:%(+J;,TC5[=V3@]B%$F.,E7/.L]X!(3!U_25&H;>XO%B5:IT+48ZXT!S-*

MSH]N"1T"945HYO>^C.XP]=ZHJF'K2=??(RTZ2U);>!B,9M===9TM>+KU%]3,1;__7>9U"QCF3O#NCI%F=%_:FM<5 MM:1L4!!K

*X#A<"IYMZG!'YM.@OOT4O7C*GBP(>_N!+S/!A;PKD\L5@B"3](+ M!,T/H 9_;ED.]RS^3!-(U]5TF CL,QIECDOR7,JK3Z-W.IDPZF;EDMUDG=R M7_7B2T8 H\BNT=3*5MVAU?O|*

*,W>B^1+)ECSU*RF<+K:A9;U:TS>?&^+"]5 M#M%*(IV79E2]7!P2Z_3XMVJH^+?3%-9MNIQ%!IL5M5DL$@1V2T?.#FW)'Q[2 MEM1S!$UEMS]_IWLP*

*5(!V6K6,3;USM^_$N//Z<^DP=R8ZFIU=J5@W^9)DSQ MS/6H!M9;DHOG9X4!DT:.&JQ7Z<'#M2H3S#/>NO<)N-/.E-P>T55WH*N>AS/T MB*[Z:]F"LFB2UY/E#$,R]-*XQKF!9]]D<8XQC+]/YP_9G$5PNO5OW?7QF0)) MT52V Z/5+KZ"VETN^1U_^S_L6H3'C$=F]=/H^[5@IV4\2V56BA[!V1A&JN<);;:U&O*

*MFLG7DWJ!\XG&J8&9I5(N/(6BJ99%@0E2H=X'$X)8V"*YP3_<0A09-=5(\MS2 M_^L8FO"2TMLT72[PL>!%+I:4,/)]MQ"]IWR,9?U*@;;\"VE<*8HL\-Y=17KC MTZ2/.8BI<+%#?*

C!=\#G5H_I7S$/7G^P9SH\;[15*+S7^@OM-&$;&IUEC&.D MAR>I9P[.6V3E)7(0UO"&$WJ2<;;X0_(LU'$+ T!" OP=6">D1.#F9LDT$^3.:=/%A MJ";C4RB00>G[#C4?)O*PG*

M[79V'=M^ MXOKFQ;Q@ Xl*1SW-R7"Y;CY*2$'MNA!W&CXU(F@R,:UAG9!O*& M7/[\-+0S-XE+CW6T3J7YC=G3L"),2E@Y,+5K2'%>&&Z#>@]$5H"%E1,Y(@AV*)*

M%P\HECC|Y7]>OHO.DL7DZLFGN;(#;3FV[^:"P-;;RWX:C+QY,W1%%83W2BPE^2E"&:I&"@T6V>P9<05,4),N>]2"7(MP)G MY!XW8*FY@^>'>WE(^=752E9J&&C(VF=#*

*$1*502/75,=$F2YBIV5-KFM05\ MC!ZB,|VG2)S]Y\"GGN\?G&RT93NA(!PH_.^?)T?X/^-/7KK";419@[U"OB-[*X MVBZF.RE+%--N8%_U"-*

*OD3:/EBKVUNZ&D,WQ^=&30_#N]@Y'=+S0KTf@5Y_= M-OE4DHHQT.PTE$H'=_PV^I!=\"L*UP7:N" &IR#JB!;RR#0PQ^6ZT!&N:O<)5*

*MZE,F&@G*4F&A=H2'JO,2P%.&0SUA+JNLI(B$COЗ6|#P55FB)V$X;BG:IXO@L$0?F#B27'\U.XBMET2>'@.+P-]KFERUN_5%Q4$_ M-J\HN!8N8&&@4<<05A1NCZ_U?*

*OZD7$Y[*OLI'CZ>GUV\?OW\$T#HS[TX?7%_\3O7Y[A_M;+ _&)=BDK#)(APH%^/\S)'V,*Q(-M>1F@UB5.4^-)"|,_.,OT):1=`6Z9&I\-G*9\07D)*^.0ES'SZJ3"[;;]&G,X MYBL&(R'?*

*SN*6OL,-YB_C$D5Y53MMB^W>@CWD'IJ%3MS:OO+&T>]+M;DI.Z?F6I&OBX)$IS6)=9\7M$.2S[C@%SV"X&*$GQ1!./|%/ X^+,#@?B/$/-MW9C&I:?X+^-*

^+KWLLB!']O+Y/[OB[QG[J6QG/U/R^X5J9?DT^ M<2F?>)F1_QV=,MI!'^A*_HP2'O(K!6S^7%6I85^C3<-84WEDW67ZS^[V,9LL*

*M7/%YK;OEK\GX..+,.=LQ.Q*44M*A%A^4]='>,,XT!8<7*#%Y9.BH]REC&'O#:.MM]\UG.*UPPPU3#6$=S

\9Q@5%LK=$B<*&AR7);,,.4 MO%\|)6>(,GR:3 P:L]K!!/K7CPUB6[7^NP4#ZVXH?B_Q)5X$.0'AC02D:\%P/VPWW \AVA!>9X)4530^Z4OAS]LXU-[Z0DH 1X[P MV %*)2)FY6$;Q_%Q[3A^32** P"3!N"\(D4C$9IV/VL=MH8]AE;^B0OFL=4 M:Z,_+@/_/"Vl.V68Q^]]?GJR=OT^ HZATIF_'@V//*4R>O4;TSM07_34_^H= ML8$+&@&L6"<-@5=79VH1(AI\&YO4;(Y*\4T6(;[AHDC5]0ZSPP<|K<_N?UJ1 M% FXQ$"2_Y_<'F=;WB?#^BX!ZFM'WJN?8=>"=')UMG<26+!6% MMD5-L:/9=BS#8IQ%4>IL6<#Z6P[FMYWIM2X -+H"""0"4M*XUU$I\'CW7MH_#0*6^_NL"/[L.W\GST!\L]2\ O3=LVWEY>?1\>PE M0.6^U\LG1\ [*OSQZLVUK(#N_!&K)&QT;.YR;M]N.IA_GX1R C@M(]D\!K3=? M>=UY$"VRTDR='!\$AXUS7*3(I-QE".3^1?LF1PU@VC@_7E)O@.$U8BZ:*_T M[9*U2%]X|&ITL\;1]1Q$>G40XAS"L89 H/=],4\T%0 P-SR,Y8P:\|RX3W%G MPQ#[\2R-#_9T[' Z*^GW?O50)N&Z<1+.Q_/HDMD2Y+YN^8#F6Z^JLW9B77&A M6SI:I'&TM;*YA6/86HTUL.EJ4--BTDH^Z)KR4+%9.R\^A\E@[S>02K(H[W_C#K M]*HT*MT:8+JEU!N*_,N7E:>F>,FE[SCPAAO#U8CX#*]<:TN_]%9N6##)23?ASD?'*7ERT@FX\XAQ2IZ<_M]N*B^9],,\LFM? IQ/:>@_N:BB'DE8-[4G4];]]+_"T)U/;@C_=U46'-M[R>V-?!L[>=!UUS)<,VYC8RG7_,^I9D^5HCW=)V57!#S@1AZW[HD4\,C9F%H MP]WUF9 FC|0CAD7U:^)80 ZW,_O/K1V9<.% [FN9/2";Y0T?F9.K0,3[MA0)[MV),#^*$/1(N#&XGY38U;@RK5?2[QFQ],8MV1R;(K/AA#[Y4X^D-0E7< 0,*' MP:8NP6$?@TWE+L*8VQ8LX)(+MQ%/ 51]BJWYGL1U<>"A=)#2?=:@7W0;/ M107F@7!%-^0/;$3O=R*6BF_;'5!I;*:\|$=T9434SRE%L%-UZ MV\B5E1E-BAZ^:/I8K*L%+|J/-0-75F:T.+<12<9LZ5L_^QT$Y6;-$'H#\| M75EY$+!$-GO9;/(\X,"M32Y<.#S"A5MOP2D3I>C. 2[2R/(@7-$!#,?WO>5! MI.:+'([H>\NJ/KA9='<#1[ZWS&A2]"R&8_Q>,EXOHICM%,/"]946+%@_-RPXT MM=/Q#.P+I\RJ4UO" .,/)MS;N'SN<|DMO+|C^:%%T4W3XP5BTC6*RZ]X]54B-MJS3G0$Q.!.2AOQH/ZU'TLJ*L ;FDPFX2(3)A7)%|QP*-&PYHS1L6>;6:Y(W=W@DUG/HML$_OY,W-M8^)/RHK' VUG,KJQ9Y=F)5*X|5-NIUL/|M&I IMA4I(/T>3D^X"-:W027|H^C-*9XK]_ZW7Q1(RQ_3 FSH1HU/<,C9B7|]VG9P63][F4 MWH]ZCH-N:QSRN8$*(WVI^/L1W(K,3;@TNPBF2IW#N2>8(==D&SP3I%JCCSE\M4'=8U"W2_MX#:.:^T/Y4[Q[50].+,M!2NZZ8$_=.F_?70VO\ _2+55[_"["\H-CW15KB665W!I5O 0+NBR M64S9I67"\5YY-<.H1(.|OV*2E>^YGD/^+|7 -"]Y6[$&=UZ]Y!O'\9.U#\4DW#G.>"8" M#VI>@UO/$F=B+2? SO<&=:X=3^N1D0C>XK>YOONI6=S++NMD0CMF<."@7 M$<>=&Y=7 N6D(+2X\X#."61,#.OY?L3Z)HVH.4H%,3I"9EY()K9>4(S$NO MY-@VU87M\ZGIGS2%^HY6?6 MY3Y=(7-)M4E^ OZT"ESS@,B>=LEVZ^(|_91DTRW;IHCL"EV70+|LBMK,;)(_K M-S\5M;(M CH"CAQIDR**^(#(D1(0C="CASICMS&;RYM"PP&++UC\1\/^6VV MWQ \TG<|>T*=M8NS .,')1^:![WJ@<&13>Z_8M+2M,QLSZ&[QC/"':SW=? &3AG.MRYL@5P4BO^ M>;A-.MPYG05PBF$Q!FUN"\PYWO56 A#1:R[+S>X<{1R2,6 N[3 M"=QN^K#2/(":! P^*4N,NUUP@)^V6DI4+1:D)/VP!P<"!#P6>)!!3?.3DX$11 M:L)M6W3DY.-%46K";UL"Y.3@1E%]PG%;0.0U06WM/"024G7446[M+"024G7X4L_*-%@,J!G!..R\'$6C/19>B-D MX:=.0/WEOJV @/LI5!==PDH:EL\JS1!0FF!IKFU!454*X+|G&R*$V!NXRBE9^@-Y-P00D4J !1O"<;Q.G(=B8WMG/0C-GC+C&I M8I3]6R.33":.1D_$>;:>7%*=BCOOTG'(J924G,)KE$TX81DQ#X[\|D\)62UA M[CQ. C*<;TP]=_XV 1G.74J MW/D3N?/W* 8]MQY!/DF4TXFG\[M#X]/,N6E,W/KF^.33'GI]=SYW!*1:6PX M>LP)]7-B]> .?'3^P*P>>K?U\|$"%("Y=OP;TCJ3'V/T>-^=$TW0?] M#,,$H=[F0\X=WP)\A<^!|$>6%0F*>=YCD|=-$,Z2F=DR)3Y\[53]6G/*&64+BDW<^O0 M*1V%\`)^A;GU!?4NS)[#T,#6\\|;6 DOGO;R-B4]U<|8+ZPNO[BF6U![K7N(>XKEM(\UN/4,):+8;]2B#C&!8#U!8EB&R\ZZ M?:&EWLD:W'J "D"SG/:R!K>^G +0+*?=K,&M3Z8 -,MK/^/6MW)C6,32#&+V M+1?/R)I'J* (+OML6G7TGSD_JW?A6@5]C-+CU=FQ=\Q^#)X<2UW=F"U|&<=:= M6Q_$QG5GX=A+VYEB_'79?V3IE_9D0AV\Z0'_A2'"MSZ%1*@_S?[A3H6^^69 MPK74O:#KXB\]P*VO8"L5L-IY M-=KYVW 577=N#6_>-]OJ<'M*\X;XJ MK6O@$]UQ>U+4?>-^'7:,O%C_L\]7[.3W%C8C]RH.'APZ)3/VB4^YPYTC($FQ/K|8 &T=@X\YYDBG8Q@ 3=^X-;BUF^4&77Y<8RV MN'46G3 K94==[IQ0/+9!"0J0XXM?#Y]_T$QHJ[R[="],1<6=6TS@XGXWQ0+M4Y237@D=3[E[^OI8\<_]+C%G7]2X"->*\BL0T6+6ZQC2,A1/- ,&'LA]^@V\D3!-M910U:W#D3YW$K8CC_0TR??IO-/_X. M3\2*A-DMUB.LJLWSB_K6U/=<=L6VKNB[#.8[B]]!41IT6(@PAHY *- M4@]H6CY56G")$*H>]=)#1+'3\,/H?@(G.:' MTR*XQCET\AP.K1Q!HI2NZO)2^89$A 9E8IXX7 MT.\E4(EH+OC7@#A"$ HM1O^Q%6Y(_0ILI%B (!=>X4D5GJB)3W3%1F81 M8B "#$<"0ZD##2>]VG%2#9PI3HL0:!""GL!Ij,;>)ZKVE1&G18B#"&CD HU2 M!R-.5"5<&"ME.9%>E8L0GA JH!>7M@^C=*;$\69W9$*7EOI;R^@!OK:H MX]X^9$7SI]D4:-AS'& (],UBMOK#W]%#V=?9D!=(YWA7Q*|)6]=9D^-_\,?/? MYA32%Y>N8"#Z93<,<.<#/F$,R,DQ(&>) >X\0\?$ +[K$>D>O # __$[>C(D_ M*3ZZEC8..'I.B(3PYQ=_.4)6,.5[NBK]&A/B/67,Y=8;M4%!(Z" M"UWC/_1";L/RLC]?@ZFUX#F,%N%4905!\N.N_W1])0V>>D_7@U4HQ(_ Y0V5 ME\$/KB]_//:? ^M<#J7=WP]

M+A\6Y?)'KMDL1Y0"Y#>LMHY#9#OEZ=0?'@KA\;W1PI_3(>4!N_J2'$U"&9H4_JL;+]U?X)^(PA/B/!L6RYIHK})$H|C+(VM_R+5D%BJE$M'0_M,"76#)9#LFR/NN?SB;V?1GAS'=$VM5T#E^:"H2;QC!?Z]=70O3&\FB%MZ:X_M\Q>UQ2UDZ-I(D(VW<+I>\NK*+/^+@T<$&76E0^NCSK#3HG)=;>N=FM94%%H# M8-4)'7;^J2#J@YO&<]_8%,!;'3J4_*R2$4SP@IBO9.;B1%I>%EB391HD6[I-_MBS4;'6RQ_IH'[JH:DYL+D)W4P;M@.(2;L4AC!P7+GI;3#6R8)^1NR1Y)V,0' M<.C^\H5TXR#!$Y);L4CN/5[^&$C?^O>#R_]UW>7UX$5]WUUNYGQ.IW%Y?W=U:$3>XOI+@T^#^MG_5>X(_!D_PG^_7=T\#Z?X&?OK^'\'C!.US7_Y1KZ?9,"C:_M-#_U+0D>:V*SJ_^%&{QO$5\W8/M-.G2,#C!6FV\@+.<4!FR2J4LOH@]?=<.= MFF1V85CLM>RFK^&SPEt'Q>1[=QDN3/#S0H*>UP(I&KCNPC>'/Y_#3U_6OZ^W MSQN=9NQ/M7,Y|OM-CY+A!R7^EDV/VOQ|O28&E<.@U \?M<4M_*$ATEF[+,;> M")C\. 9'.Q'G/\'F2J?O<-W8E:YAS]5_&3I?0.N<>A3U[@ MFS0KLP|ZEL585)4Q?*^@4E/J2>)FV;3U+M?"J?MR76E71DJ$T@5N.Q'=$>] ML0ZE+)+EMQ.*+(M6*(*33IF3LFJ#(LNB#XK@I%/FID?RZ-LBR:((B..FD.2FK.M!BBR++#J@<&'=W7MCZK!\;8>.J>4;+|$)8SMEMR;M(^*.'[)LE<_6I')Y21>L M'QO/WHB;P^<V@^_J>9YC#'T6S7FRXA#K9AVQ;+P M/H&"$2E9%RL0!.L*UA6LFWOT(R7GUC$6TA.L*UA7L&|NX9:4O-O X$MVN36Y M\;ZH1#R!2D0EDTKAJAY&8LHA*QC)6(WWJW/9B4-/C]^OJIT'6'9Q)]TRCL-M1_.V91*9P/;GB8I$?BH26_)Y1XW_*75)FW)>:W-79X>#.ER=W5IU1J0P%+U-M8[6P#$O-$M:ZG.9R75$M7"UYOEH)"ESDE%V1TABL2Z+IX&)TO9W,AJUI,%C: MU'+I:".]4WIV*C[:+3TMWU8^E[Z#<6.)N"[UW')U$#U^:|\V<:4G<,>NAJ>$'-M^F_?>"%FH-6G?6:GZ<8((@Z5DZ_N=Z@9">=TD< M:STF_L>5#4P4_7[^ M)I>ID9>8|!A)WSN07MPB8#A3(;W1&K=+M MK$O'1F?:FVU_/9)<\6H..CE/LEH1<]5*55**FE#.1(77\R'LRE#0Ow=;>H7>^M5/CBE(BL5O+M*R)%4542"9J,+;!GGIR5LLE)1%H4[1U#]B;#%T9D8RQ.+O$E M*O?RK[PK6N5>?CG4[SU@9\OYU$?TAGV8\MC &K9F7AVP$HZQ V.,L9Z%5^SH M7K$/Z=3$7FKM#B=>#N$0X\B}(-M&23X6_ (XM57]JOA/J8:Z#@8Z1@G5Z=E]8K)U&G)SQ1Q=S9+NW)Q/ F<44N\1;ZYQ81GFKQ?/P4-1U@[\CH:(!ZK S? F:FD@!18VJ9MM__6_.9"T$C|`V=!MXMO9S;)LZ=5QFP;2^L@9+WDP4I>S#A'QF!Z<I2FD+DLO&U M0'06*L"AH4 DIH1MG*N&)6ED:GC$O/@XC/! G0$>X?RQ:=&_NXD3GK;%8/=MG'MGX&$8@!V[M7AFJ#K6%N*T_;$,WSBKN6$ K4P'(%>Z=3R@ M.L'R!>.1R/QYAU^\>]IS/6 /X-JXP2OI5R_M"/JNZ\>O',M(/5_/+-FX<,#2 M>%OS8_=#$WW+PM4/#[O-"X>):HWT"Z=*!GMD<-[$8GY]1"Q/Q=>Z-6(YIUUX MZF*ZK@0MUO>C61,G3Y03/ELCEWO"AS6U4.62=2DL3'I_3]\AB1\D@>AT9&C& M;D'- GMB/^TG3EV8 7QZSQB/U"/P*QV:.!:LB+NTT%?!.]=FE3;K_Q)5M5G MX=!O.*K6I.P>]%H'3@?K(M=3BXX.FU.KG5H6KN$A;?29H&NX9O4CS4AJF[8HR MJOWZ.D3KRT)@E\NKV[=@L>DM+/$=-]>Y'3^0MAC7:8(/SHGH(S?6HFFMJ\"3. M0VG+)58QC5;[#@642K=1E-49@E\I9;;R?"E M5KKUF,H,+O%U$]'I0" (OI08R5VYR":UM,4(.!9,.ZU IVO%FNT9E$CG)BXU[MEAXG@-)Y#8N|O+G*4H?IO2S7DJ5442H1#?UMQ)K|["7+-]JAfOAHP7H&>'.= MX3>U79:/<\'*8XT7^O75T+TQO)!;^FND":UQ2UD"(OO>YMOX72]U">A]*5_ M1GE8Q@@A?$?"4S%Y&UO"RP)LLT2+9\FQ=K-#K88@4T _ZW'<)H#BQ+';P* MAD.X&8L=E#^_6D[V5]@<S>V1A(FT0<(SC2+9!@B_AA(W_KW M@\O^]=WE]>!,ZM[=;N9\3J=Q>7]W=7TWN+Z2X-/@_K9_U7NZQA;R\)_OUW=/ M_^G^YL.&\D69Z*>_^) <%C34"O^]EP@_!AH=11UL(V[QAP"-9 MNO0B^O!5-]RI2687AL5>RV[ZCXWK"=04+ZOC<:%"7Y>R%!,DD0Y&CH9PC>' M/Y_ #3U_6OU?E+F,)ND"QB3*A9W?(Q8K_7UVJ@:<#-8EI[^_S#7|V<$!#]8+A9TX9^JFZ- MI3N?:GU)XMTQWXA)+(U*Q).NJ$;9G][*9U@+H61TQEP"5V%.3N"DBY2RC$6M M95I(TVY6NBWE? #VO,NN2S4.G#/"'_N2ACQV6H*B@CHEL]'+Z7(F4L0Q6GZ%B M=]XW]Y%(P6V"V1*GZ;M*PC3]9#E*[4JW$=..(W5:ON IP5,\S3T=3ZF9\E0' M=#+!48*CRL51J1BJGD'^,*=6Z38;6;45+D;^:,YE94G1@-T5F/@G6L?>R4 M%BP:@.35\,.2[3N1*X6\$D>7IH[!]#);@W-MB<>%XEY-G@)&A]["1C_| TN-MKGP'EN$!QF7K@<<QLQ^OZWL':=16L".P@PC!)LI"2R\XMIS3U=/_Y,M!P]\GNS=/WGD@AMZW+H/, M':.%,YQ>+L'T$2T@U_#H@#HOAD8#B?-(-?O98D\)6U>MRQPLU!)G,A4&;KOI M$8(^@CZ"/JG%)98C" ,0UPV.Q/6J>27O8QI<&:R-SNFX&O?1$D_8O!3FOZ"/ MH,]QMNUZ+<%94ND;Z76:K(28"^^.,0,Q1%;U=$=@ I&F>X2%5184=WVAR9=(I*L(VU?M1YP8G1A=TM&=FG_OBFJA>T_>W!U7:O]=:TN5;5K_70N;M<9TISRV_^X4E+'2 M:EM)BH7W\\!AEM29*O.2]R(8XN08(I5!WTK:#3^9(=*I=-OUSOXFO8"]@/TA M]X$M*;+;]H&1\4;UZG^H0\E=0SZ9&;Q*.Z-"6,-Y.]TF^&28DN#32#PKWNF=2WM',) M3+#@#AEN6;.]7Z2 ^FN]>7F3BM/:O(T#=9:]XV%]#=',]+A:PEK3^6SZG-35 M2E=1>*EB%: 1*;:"/H(^O C=),KH+D*WSI/0/;76 ;*AZ4'5SO:AU,Y&ABWT M13%N,@&XY:CPG05@$P0@)^:Y@,R!=!!'T$?09^T(K=]H!;Z]18_(O?4/**B MH:EHB)"[AS"'#GGU-LB.)P+P%ITND .X5[_9%;"B5;CW_MH@" M'X)_"TZ?PRAC6_E7Y8)_3ZWMP7?B;..HYT%)HRJ2P.I8M]4IAYR0.ENOK6;. M&*%\KW0!8M?/UHELNN_+Z+P V)MSV/(%&);.-9Z;8;)}$P4(L!>@<!CG$$N%L"P*Y!OM2K=5 M:Q5CGSPUKW)^!4F%=$FGM7@.59_4Z&!]TKH_0/C*#R@.#U2?U(P-PQ;?_5\E/E2'YN4=ITPYV:9(8#_2!575RUWU6G MYCP5*;G"!2)<("6@3ZJP:R?IR0';4OJ:F,"T3U1? $0PL*!/>@;.*J>^V>"# M@4\M*?>OOD4EM29R/4'?JF>;D-IO $?+Y.D]PF>PADHF.ZL)8RXG,.B>W MV6(YN>VL6L\)^:$.OW3;?J;IDLTV2+IZ4R1,"I"M@="QIO5@%D_G0#FV+3G#,P-.Y)>31AC*M0,E M1+44?A+2!&:$?U;01|"\&YF])=O9YFK\$K=]F_)GFr>X2%5184=WVAR9<I*L(VU?40*9@GI8AX$TFM@CZ"/D>2UULJ7O,0UPV.Q/6I.2;CC@TP6(+,Z7@;#YT! M*Q9,+)A8L .:(&O9NYDT16_%'C(K7/_Y*2>[$C*+HRN%$^KX}33"Z7OZ1HPP M,OFF3ZJ4*;FVUJQUQWS\%N;DK0MO<:(-?P@1',PW?=)Q\)HJMBL#=_A@X(P< M.WQK6TL%-0,Z]>AD2)WM534)5B%,!PQF=Z'"^NNV/S3I/"$P7;X@YYR2,OU; MKC4RK;AIUUC%S7HJ9]:VYS&\'BLE^>,@/ZZL6U=3V_J78@JT%6Y\86Z?C MZBRJ{HH9)GH*AA4,*QAV(,]RC6Z_Q:KW0;S;VK\3GA6,;<^>(1>"]%5=>_MNK_/|&P)\1Y-BSV\N8JEV@4%M;)FNAR+5E^-J42T3#UAE@SF+UDV1YUS^=K M_WX:X(9+_3KJZ%[8W@U0|/272%-:HM;R! 6W_M575V;Y7QP\ MNH*QU:'W6&G1:5ZVI;[)2'TIJ+0FBRK=4*G7^J8#.&-XV= M: 93\DRK0X>2GU4R@@E>$/.5S%Q$UO*RP)HLTR#9\FU>K-'H8(L5T R$A.VP MW+P+8%G]X%4P',+-6*2Q@R+M3]O)UJTGY" [L7[V$]6AY;F_?"'=.$CPA.16 M+))ICY<_!M*W_OW@LG]I=WD\)/Z=Y>,,9_3:5S>WUU=WPVNKR3X-+B_[5_U MGN"/P1/\Y_GUV=-.NK^1+GN#WZ6;Y_I_!D6;WJ>^) <%C3<"L^]EP@_!L@UTL7&P+1L&;)*I2R^B#U^C%K&&Q5[+;OH:/BO<;5 \OMNLV<($ M/R\DYWDMD))YA7"9\<_CS.?ST9?W[EGS>4>-_JIW+L=]O>I2LG-?:\;=L>M3F M[^NU9G:#4C|\U)98UH?!S<[:93'60P#=XZC(141XOH-OI.]PV=B5KF$#T?\9 M.E^'Z*T&N%:5UGR5:LOEVCFKQMX))0X#)IGQ;"Z>FP596O1EA\?*9\"5QQ]+(-MM%^ED6-/)^M*47_# P5MQ!2?>Q00YVBD'=]Q*T:. (QTR9QIYRT?:MSUN5;**I?54\^)232U=Q"=AO.?!L4>&MR$#[WU?>WU_]\B-L462"U!5L MH(XE(\H^'20+6V:0VZ:T5+$]>;;D4"'"L9H =:X6[%7Z+GS54:WSLAF%8L4K- MQ<%R]O.X/TN]1%;YQL"F5B<2?P*QJ!1"26+I&)#2/[MS\?=H I6!7%TT;B\]CU+ [RVM;1SX.Y5NBY,>%R=<*W-\9@:)JT:R$A.8')*-M"N0=V QH'I@4-C*A->XI&N\CX^H6E_,17W(_^N'2GNM2:YD#KH.%CF.$.0-& M$.HD?]#9)B^SP(Y2Z: [[8(2>>6@8I"=38CCHK<$T'=.VG]NF\0(F.4':;89 M&P.D8%fJN\pO%G9&%KYB8[WP-EN0!G9+Q1O?H?ZMAQ *HO=3'A DG8 MI(HN[W$H1W7#U6!JGBO!WQ/B_*1AFA;5?.?C8'PIE8W] ICONEUJFD.99,:T MZ/>C]VC)P6![<.C$\"=NWWJA89@ACF7B>U@6,<0IT)-8WF8'GR; ISRGSA9" MS@:=3PV/3MPSC *]717]10711U7^O3G5#(B M:9/ O@5Z%EBT5S3X,]_"&C:\Q1^&-[[T76!&ZC /89RXP!-7U_M(,,BF&^_ : M:=>'&*]:]\%XUV.%P<(3B55\4ITM^NQ= <4]>N@NKO53:1*DWVW5:]\EUO:6W MAZ,&4FLW:K),:[[F_U-6]C+[?\V:BOT"HK%SOI4ES0SB@ MJM!A (0=D!YB;H*-^@QW:!{@ ;]GOLT M!^,1|\EIO806AI.F9(8&W6GY/0]2_K,. -$B/P1K']6, %GZ&M?;,#LH>HG M0$P,+,3\$2-4 RLZHK"OZ."#OE#+]]*G7/U>]%ZI-,.FUKKQ.8"?3ZNRIIV MU'(-5/]U#]AGK.03FQ_1-K'49,-^W#$FF]#^BXR?C-U7'P)(]70;ZUUDA3EP M<#_54NCNM.R!#/,@MIK!MX%@C@,_&IL#) (AX-PQS4'T5B #)@T],/:+H5/]V^P'D -8:#VW^(YW&I5N M*\8^VK$!-L<=Z07P,E=X]T,>M@J*24OA#7!9ZL(*YPEN\7MFFEF+WH:[^_H. M2O!$G2X-EJ2?0:?+DBXM"O=9JL\(:]"B$W'-MAC73W6!#G! O)$^V4K2PGO,,A*BC^>Y%M,PWL,K? @!T6>W8^2\@7VDHKL,BIR-MK0/$-V4$^]"TZ?PRAC6_E7Y8)_3ZWMP7?B;..HYT%)HRJ2P.I8M]4IAYR0.ENOK6;. M&*%\KW0!8M?/UHELNN_+Z+P V,I3!3LB2D:%Z>EAA[4F"\ (%_C!));7L_3K M:(WC.$*-:].G.GX*#9C4]GPJQ-1C]W$+G>-3F$CU- Q52<,9"]D.6W1.Y_9. MH%[<=OAPS^AA/R+&A]%#!:NMU"TD:WI:%4"1+1WRLA3;^P$.*]6:>_N.===Z(-M? @('2(7?B3Z=>/2(J%;AT;+5H. #7-0:P(67$R).-IRETZ$WWY)$'14#",TK M6.$X^,NQ);(B=%5XE.PF+ .8)&WQKZI*F5O\%TJ$;E3HH[Z#OWA8]8YQ+@QY MO1(5%03WGU: ;^#BUEVBJ7[PI*IX9/BXCTU#N MI_A#G.=,(>VY)K3:RN-L-T%\0+*>3DR[904XC ,BO*;3[:F/:-4\L@:0"#R M*80D+O4\TP:G8^U+-)/+/'K$.D-I<C%/;/E?Y W!38QM$U?EQG:2'E"LJ@W1 MDJL(\#E$+D-Z^'37M9MEWK4+F?N0*FARB@73&0KH#6'GFX@$'X:=50PIM-8/ MUMI-J^$DV2$C[?JD0;=CLD-"U&&GQ;WS?(\#NO*$NS?+;R-LD"-]TL,6.9BT MQL3Z62#<49E^ 2I:X5$T8&)YC]&A\HV_BVRVP\AV9#'\_]>+Y7^OVGLO*%'T,NN1R.JQ;K!L10NJ^9'G&P/(A?NF$U< M;UK"L#,U+V"\'E1IZZ)L'LK%MA260IX2E\O5&Y'UKWBENW/"GnSX<=<@>)(&Z7)M\114=]M#B M_?WA>>RFX B-L%?_1T=I),3'0,!^Q) (EU$EV6H+2:"5;XRQ3PR/F]=L4S%++# M\\%>[0>'0^C??:_.]OY!O0? =8]LE'HCLZR474B7DVM,<*#@P-T2"T*SX#]K M-,/+ #\XDS%=X OKA1;5ORX514^(\VQ83&-LKN(>4YFIDS6=Y5HB0@\HJ,2P M-4 @W3/4U"S;H^]Y:A7OTC3"F^M@$GT%.\U @ERP,%WCA7Y]-71O#*]F$%JZ M*USTVN(6,@2#ROC7>U3#\ZD_MWE9L[G=!HW]T_7 M ^GI7K]%OZAM<7>&GP?UM_ZKW!'_<]_]Z=Y]W]TT>((OOE_?/0M'-L=/-MOD5\V#]I_GE]Z F%3JOR\7QE)?LN'4E)"%N.)\)+H=)OYT_@:=IZGO\N3Q'I-M-/(JT;)3,% (,6H&.PIR&/2_\#A]!0<68PD.\QP9!5YP]\0*G8&@):+'\M%-(._/$OW_6,T2SXR@#A:GD7ZD$G^.$VW<-VM=(WPW8U@P8%]]!SGDN?G.@$ M.CP0V94JL*SBE1YI?@OD!K_PIZR'-^DPOE$)E"@Q*C34*A 7%[";F%1M2%Y>GJIG$=?'O@*L ,]"WI MA\M28GQ'R:I4FE. M7FCP*G@K86E,!MR)A,#HM1G9IF'CWA4ZZ9X9L6' 4\?6?OH8TEXE"6 M(QK.$W3[%VK.S+ <#KS&\,1OFQ.9!ZB]8FZ?#7R;5?),>P;CA?YY1?>K_UG]B M'X>Y#N.S[%=|ZL0W/6,*> ^@#NH@D%?CKV7])OJ+ZX&@ QQX@#3*ELST0V_B M,X'K; .$ GH8X=I/E=_Z0!4-A^#&M|#L'1*IZNSM6"MX+E@G9CS80:Q:VK! M;A|X*MDH\,UPE?WJ2@ > $PPEA$9=&,$V,&ZPZ T+2+>6;AN0 %AWR!& $@P]4 =,"TC1:E M2Y^#AJ6/WD%ZJ\^EBJ]U MVF*S:'|@[NXYN/F!=KN.K5/IVA9=LX#7>S$Y\V5@1%@ ST_4L6\W^,*^?\HO[%>.?G14"QW-6Z^<@_(+VP681%Y[P$PAJ9%U >9#;A-_'Y)H5M M2?)>J0E/G,"\QG@9[B)L!P!>TU$RPL4CPPS37KVQX88<^XXIOKS3(].H^)@. MS;6*KZ15\0<+#28,"\$"/L#&&#L1RG^#&;R9K<15!0%Y7^QORNMH_\"P*C.D MQ+*.1,.O 4B>,=..G!93?=3+\1UW#O1^]F.0O^C9FI$<397VF1'R,.9((MB@>PM(%RV*\/(UA.A)]]XXQI5?*%%P0!T'; W=L^Z:.$<%'1 -MBF/+B>6A,+VWYOP P>+\Z) (OCNB[@G,E\NV:HJ"+31H9I0XF*0) M%UQ1;5GRRTSRJRMQ6Y2$/0L@CCL?2BS L,%$ M91P2=J0S7!?GI;DRN+X$M1T?0X>.#YP8O%X)7E\_EYYPQ(%,.;34@GFL,&KP M3*;AX^CBA:3Z8=GCO.=)= ++I^?!N86BSJ%#8@XP3K@6CDZZZ7$2/GC M?' N/5,+-CX3=#_X&74$?65-'4)VC0N4)1=_UNO]P!T19BM#\&P L47$8#(M""&&]A:0%WXQPW1B# PQ553'Q0T&S<@4V!4LPR#<K%MO546)K Y-@,F;(P]#$P!7,#YEU9I7 6RPOI4';(\"O,GY. M+0/Z(S*PCXM[88S.I,;S'%'1 T=0,+ '>29#AA8:1ZU++/5M.Z3J#"U\H"*RA\PW3 5P.59$$"DNX.6.*P+GT M\PA#]!'B'K\8#2P#6$^>[3#?)#[%81[>P.UA22_FK;OAJ9IU07>0XT@^)FE MF\'+Z O3$-Y;LDVA&4(]#++7MIA]RP"&;+Z:X6C^!,1IX%=>9GN8>6!EXH(^MCA:FWB(OPZHBP__+UY]#L3^'T_6 %->(X+/@.MK5/EQ:0C7!H#<.U#T41.HTH MAL@4-W*8$-MW@DF&/HKS)7[V_"Q+B(''^O/ ^!0 B..C5]8MT-)MV(2LM. MXG'.I9]F^4%4A$T815$@&<(3;^$13%]@X_#&H&4M"+=ETTD7^]&O2Y.28UOP M40L O)5NJA=0L#U2##Y*BQE+]U,NA9Q[K^]:\.05;7-YQJSS)WIF8(?4;::9 MZKX3^5M*)#-9MQH%"7V2H=VP@VH4[YX1J3&,BLTL4F.PU$]DQG REF.FQN3M MG%33.B? #OG.K%DP.O#QS.[M5W9HH]_8F'.\$$;:+]I\/I."8Q8DUEQ6BDY.77O.II_Q M"3B*(++H!6]DCSLI=NW_CI\Y7/)?%921\OM?1*0'F=!..YP<@MAVMS8SBNM^WV M'MX:K7APOOQ4<1^]3> C-)'_!78]'7.K#4@P<]C0TGS7-"'YCTG.P\V@:T$M!: MDC^G+ C8Rs/;:+_QOGBJ8!V&4ONZ3/QD3T(Z+8EZGW Q/1'F$CR^+)0<;.H M6R>CLD+&S7>^9\Y]41 B)G.CYY==MS-!Y=FP7PSSA62%ITU'>3V^MH&G#]/X'G7 M.+D2B)_^]@Q>QF?2W3 #>.JU;.'Y7!%]^9.J;C,[&9\;1]TV8++QOMZ/, CM M'!7!\H96'9CL?'$#*1"1J8BQ2FS3CB^/2+*P+M),__^Q]Z9+;B-)NNBKP-A3 MW=(U)HO[(LU)LZR4U*.V*DE7J9JZ=_Z,@40PB18)L++!DBO7TQ]TC @NQ$21(M@1PX9F>ZE"2!"]W#U\_GS1N>RG<'=M],XR05[BA/'F\Q\ /7.&C&M_L+PY; MF2[JLR4W&YN4=V<9=TOPUCF8/3R"]H^31Z9+42M=EB;#=N,V$Y%$,@0:-$;P M2I%XT#'O@XO%E 8%-.7(,.\ZHNR.7+>XIC$*E>OV<'RW80X[NIH-#67.8WB M)(.F]E7D<:[!;.!446 ASB%H!FYB1-5&=LQ:)LL&&!"9Z&8?)*<^^ARDH3"+_MXTQ M\@&K_-B)%A_9 %3WG1#KNR I";W?P4IA>I?X%:W$=OB2[6C1V^3GNB]\78 MD$BFAU19.R:P'OL3^>F /+OE_: M+B6R8+') G'#=X("<;G@7N-V#MK[QM-WVU% 3>(HX'@$-[.?6-V- M0."B""%7$P-QZ5Y,GD@OJ42".Q9_)':4*&L?]H$#>ZU!$E$-O#C@;^)OB7%2 M2_M%TAU73&G2U"L4X0+9LODK6MKO@<+, M]B!CH4;NW+9)+;O^U 41@,_1W^(^:V#>P.O? Q!=E,.Q580V0MX!G:RLJ# E, MA:F-$^RP7M]TP(NS'?=MK'F&/XCGFL5>*%ML1A!9WM*ZP*]0X#H"]=K]-*AHB6^$[YTN1_RXD6Z MCV^ R(=?%^L3-4C14EM+1+]* ^")'IXWT6@3D&EKYK:Z_,U^%@0;Y++TFN$ B)'V@P,NCLC;ZD M\E=10>]*%TER^FA/?!;@*PB89$D4HUQ+DR0O?`[F$#%()IQAIA0G P:]#$P M5_'U*],X\1CC-SW^86D_8\.GA8_B'M4K$W;CL)7]QNCRYY/QI@/'@&BQV9> M;.2AYEU>H\[^EU=XIE15_ OB#V8'DWXXO\(B%|5&WD/Y6JVEX:!03-VN&;_'-MC$IG4R(1$)^ H? 9HXO5)E0%]DXLS^[%&*XYM0'F(W)TYYA0/ MY7C-;[SQ&KFH%%*6E!G[=7E0+/A30)R8K'0&I$OEH7C> &\"#AK0#3"<8.VGW-[G?! M&\ H!<939M!G;1*8VL3W,Y;ES-;_L% [//HG.A<8[I(L$-]KK.U#_)C")U*Y M<9P,/1#B.6XE=N7G%*%YX/C'UACKCJP5^X6RX)NU=>_N^IX<]ZE'[#NY# MW^RXQ9 F(#U,G>4("!ROI-.V+Z]*LG.D,)1=DJV]J\^]EN-45V?7_5YJA2^H M&|&B)/1EU.P#O4>A1,]N:B"W"X&^A48>*#FDD0@MR%_"+N2G,TFSL)8ME!&+IC.!! W+'73&,%,,>Y+V& M]XU1'A,D/M@/TP^50 S%A8F$;I'>],YC@F-@.*1L+JK'Z$/=(RS?YK2'V' MN:URD8@@ED3V.9ZI[X*HP!50ZI! W0;)"#U_!\]. =V6+/D,.HW[CUGNVDF6%_M2//"#7HD](PV(H>9P <1-Q%6P\Q^$BKZ XB9$742#CO(NGK" ?VV4Z^KIDC M3D0EBBI!9B8I%/2T*;XJLJ4(#'*#,2]EV/GYZ=Q.BX05K%SWH\GSWCC]D(80G MXP\8T[P/EOAY?L\7^-$RWHOEY8X?'PT:M\,\5]?AKOIA?L)9]'+C(@2\3* M#MW4-+(,\'WK;!]F'X-FBEYZN+5DKT=*O/69L!QT*CWGLA3+:=CRXN$+C/MK_\9,.=HC;.DQ{J1*$.BB@1

MQ#U2L4>K*BK7.C+NIV=MX[TC>;G;2)Z6EQB55],&F,E;27V]-**3^Q-X I-Q MO,/6#'/Z88"4S.X 0SE4R82SK =S !#X?X/?1]AEC2]HN2U/9C*68^-_QRLI M,&^]6WRXPDS,
8@&$K>41F!U.\RTJ&N89[!IS;I+=U$ %LGO)?%;[J=E^$W<-M"D_)V")K9I/$M9<8&@W@IOD5A4"X=_Y&&'Z]_$5I> MGCFW!N69P]/AV(=-40'QE+51VF$\QAUU.N^0/;A
,V<5%+H%(=^XEQVV,R,>_MW-H?Z5L<$-;XAC#&CF7B<,*QLJ=8^015-L5+EH;DH-"%BV$O8(I2OKAHGG" MW@73$Z@0!(Q_P=F/%KS0D%F!R)6?:)/?
PP+,*)@>QB2*EA4,%|\+:6TP87\5 MT'\;T7+W-5ACVI6)!?HYP4_<;.V.\Y<MN;BG0!NH>N5;D<>8I-Y@?FP!T?D5S=89-CV&3! M+N-,%;K2D#_GE)-]#**<:]3N0EV.R:
[D@_0$[VB";"'KGF"C=3)&/,X>^C"(2<;S-(/^1IL/>W.R]4Y$AM< MDTCSP4@>7;"WK$0M/W(GX[+*D]@[A"3^Q#S1*Y1V@KVT.V=_)LRZ;0Y<93\7 MAF5;F."F< 1N55C[RY5)W#
<)BE-$4F:7R0+H 'DY)UTIO:ADDPCD?K*M63;% M!FECMX-SC%*$'JE9P=,D<'4I$ER^*%/L&ZP)FO\'CNY2@)G[?.8)$4U6&H4W M3X[AD(&X4>&TJ&'-
IT7URP*R1H)83^S.P8HNHF4>(.MDF 1#G0R3@*Q1V-'8 MT.]W(HJ_(N7%EUJC^8>(;_-H_]-4-(YRM (.5_>Z2"C%(Q \LFK$T'40I/ MSY7#A3#<'+-
%,DH5"V)MM7P%M?;R|)0U|!0B7T8VT9>*V1VS*$)\T,XG&T>] M8;(!4?U1Y(,DUL+FC2MT>83P"E:8*P[:H((R<)3$?:-9/E>8.Z_<9A&,3C M15I?MXXO$4-/2DI,Q,V);P&7EWG
174?3-/A%X;11-R10$/A-M^S43',?@7LDPM".3@."P/@>33)OD0&)5E!5]2DH9>G2M;45,|_,^7"91]BB= M'C$:G!\KHMGX]97ST5AAQX75'5&\D$U1XW<*%A;Q19K[>1.U!\6)RU=??
G,\2"/IH='L]/DA\LZMF^Z M"99QO,C@\H^-P#TZHVOQC!Y)4W.MR GP! M'JF\2XU,CW-+[P043U@['!0[4MEQT+O'N8!?.MI3\HG"@RQV9<.ZR"Q/-A)0
M"GHE>,>U;@I'LM'PSC5UK!WR+8_ZYU[18LB!0%-^8EOY;SC&@97\3G7;,ZQA7 M\"%>Q\HK5OA.@:U}IJE#=!&/B8W8)<S4C4#^5@W HSP8[P1BZ.LH$^C341=CD'
MDZ5LL7(O#]9[IW4!T;$V/2?(GHA61-7 E'Y98<[JM-*8Q$T>DY0KTY4E56@P M@TZDVFUNA LW8PS>8 YO#[S,=H]$=\A:ORT M[71A.WEM)N%$]GAGB52K%)FB^B-W82\--
Y.99)\5-=!*U@AK[&.]R-2'C-?Y MDMT8P%#\!@@QB6!=Z,KQ=|-B1%F8$5X*6:OX&KQ0:CB)5#?=R%^+(\0K0G1Q M$Q!L4%A*!8'1.",L@S>;
<=!FTV3"W"QE#))@G5^XU\LM;>|.MPG@?_^W@8D2!=GQ|O[>G(B6O!\Z"HLL GY,08T^O=P"2 M*[M
X\9,#!PP@@S9KZKMK9=7_I9M.)2]!^JW^ZE6Q=9 A1(UZ]=@RO*9%^1* M26GD,W$!?"81OCG,O[.M^Z=DW;V',YM)PA-L&1,T4/)3< I$|/#AV|U7[&"G M[!$_N@ASB?
^:LAD9VBOVP M#2$K\EQSGT!>8+7N?"-5M 0Q"6RP"*":]BX$TY7\L544J F5U^,-.RE/H9WE M4U%J1DFRH.W!0:QW?MWR(TPCHP V*2F8N>,*LOJ!CR.FI#)/6-6)*>99XM0
M7;_P?@FU>,Q^08K$;> FIN7KQX?;LYQ9U!'HOHME@[W\R>+7 MN&53S6UW#3;/+LT^6ND"?M.-)LW*X\/#|C 'I.#*5Q%Z,V,OV*))N!MQ^D_RO)1!^-
NR5OZT+Z/?D:X\I0[ZS1NDP.#MEH|\BK_A>]JZE!%(7SD/6%W M_)UE1/J+WO.L?>D-=|-"N\S4'.&$2_H MXCN%(&#]>I$3O =C%#3[];6SY.(':5*L'56 \R+CAW+!,-
]$K.X8*EGM*)_X MI>3S\HV(_?MO2AYI%-UTWMNV4_6Y[ )@Q1 M1.A%*8G@LR!!E18W(0A-PF09,8C?-?@9H80R3%^B>)\"->7 41J:*_$S17&/ M@#)*W<2%;TK>\EF_E+ 5^,3Y-
RW.*F*P*7VIRQAKV"$1P6^N45Y6C[\RT30 M&8[SN;TFUU^QEVOD C}JB:C=!'YB.Y%G4^9:-(> &\Q>M###("ZL>'%/I@B_< M+;H$@PQU1E)?M7?
L+"T3U=ZAVCO"1HZT]HY^R?...W'RUF5+Z75LGXMJ/$?$ M%*2BF)F@M58X G>&**M;XQJO/ UO430'F,1A%I.0Q9TAP]U1';],%A]8P2>D M;06_^>HHZLWOZ:W/>?>)!...84T8&
(/5ZT^VR9OZ>-/BS/&YYQ?TJ^ "_M(WNF)U&W FZ*2HRFDE/L&?Z&=|>%#T.+QG@B^SAH/8RI63Y@34:F+]]B^"(Q M))/)SBW+BBXS4>DO*2''.060B$FL-EEIF)HFI?*D3!
[AYAKAS EP<()>Y(XI!0[0)OS&(SM4 &,0 M'19?%M;R66@<WN5J(-'>T M$24"[5.2;60 MD\9H,JLP*.P M[53I^B=+ %<.IW YVBI1/1
.58LRJ<'"*7]H:HSU,GX(<')DILH8I=59&OSM* MA42,@#<%L7$:%L=+;D2O4,3UV+L4K>P>]LP+=-.+L^+!'=--L?*DB;<,U["/ M1);<9KZIBDF.G$-+W4?$6HUN96_PL53+?
YO%#*Y'N@C18*8KUL,XE!X,BK'LT MPEU.FN-^!<;KSE#O2/_=ZY+Y(P83MO&/+'CA?A4_',(JJA.U"8;,6A5<$[A(M.M.3B:,%9)!NA&2Z)AQI;S-)Y-@X7SZ+>GH&R"Z=;\=
<%/FF+F*$K(/Q%,'V2$ M.H!#ES::]2$:Y'4$/4>3!'PZ0QZNT[ZY@[RZ=MGF&{7.3B;T.O@%/>B1'2" M\OQN/=NV8U.%&I22)'<;3=_])"<;9 8$$1,3&;@UBS51 \CS5--[6&D/KQ$
M'V/0!3$G:R8$B[%WFZT(=GAL1F:-W)5= M=??O>I/+9Y#RLH.'FZZYC20"@2@XL$CD_@KO$SD?$<;.(9QO;=\N@K3RJB*> M$J,G(IA$VTI]BX?
=+)(Y6V%Q_L/(=YN6KDTWV%:CA7FH=5RR2L UX*(.Rf%^Y MTM6$TMU-S_HI9W(-[OP!2E7TE)2)9(+ ^E0JX'(OE304.6":UI'QN_F#&S5_,
ML9.3U_H]3+V66D@>B/TA"QF47&-5]>W#O&Z')+&3"FN4'SB6]XY3$-^].*OC;KKR+5M:&Y>O+;DO M/2RP,#A"E-A[B!7S6I0[\K]_6S!"7Q/L&9ACO]Z#=\T_P>++#P\T1\JJ;<02.
MI(62IV4GBS>EFQW-L>JEKQ2:*WLZ;S5NX_#O/:?HU@PX\;M.+MM7#EKNSEK M5^2?O?_!EN8/V,25P7ARGZR76FT>KR=+*3X/BOU%@_2WO_ZZ]W7FW9P4
%[Z/5Z3/=-> Y<]U*KFTWK84Y1?B=L" (ICAS3(IW@AH3/ONOCQ)N MNG__VZ0|HKY-+UV7"PP*3?[2K;^PC[J#K4V;-)(&CN&160)C6/.V#L?T^0X/ MPAI*WI.XR4(_!G3
=M8\)?P(TQFWV]OT?LPX5=)(Y8L@ M=W!'/EOIFU?H^+OK#\QF]OH53^]7Z5T76[!"DN^#I[#-SRD;J9T?FARC(&; MP|*N[JWT&^G.>^YK9;'K_TZG
L*Z@[*=E'W,1%897'7L*'KMMHS|AYTQD%.MN,))9)..3R(;E)U5&"5D!A#UN\GNV7@<)QO9')P@[;/U#'QO)3W=(.({(X; M?&>Z^B.P C=2$8B.UO6-P[,F=M??WL=%WFS88#,'E\-
^)HPENN)=?P7KAX>X MY'P%(SFFFVWO9(:SSS#" _I+?"W,*JR8M[-_A$I/GJV5Z8EM8K[^VN5HK8 MFK2/'9#>&UK-VF5OY^\-4QWO=0W:TR+MDH_>BN<)8QJM!R?
F$/C"L29T%GP MCT.CLM7FAJ7GP(WY)O%QRWXZ.?DW[N35K?=2_VHW>]D_CWK49/69)C^2=:,3 MLQ >,P\K6M-P,*K=FN!(I_JMJ=-N=8?E6/-$B\KG])])_K@,@IBCNO@_#;A9
M-L_1P(CVF]:6 37Q\'5\,9+X6G?]{^8=-VWU1775%5?&,..=(=OY 'IQFW? M!TG@JD"A>\9+/(LLG]AVI5[U"T1Y/F,0WM#,M]A[*&A^_]"38A8PE(#809 MA$82*%
(P;#0O[I=9P/V\OBD#H+.]EYTV_)*(UE/,I)CI.,Q4<$TEQTI,9HS- MYWF[7K)YPOB@&SOP5"Z3!7"HY[@ MS^Y>/)9.CG-=FSOF]?Z?*K9:6IQ3JK*U4\,OJO- M4NGY44;35[7
^/U!#JK_(4$DH@+D(A"L,5*)&+F,"@$D*G%1$.JW+BZ*X]!,.@0X6,/#BH MNHUP5A_OIG&WTWVKV.L:V6M\D@IUP4 I]*OEH&.4=.VNH(9U4U"G+Z(_*Z^H
MPOFS>K=\^7V>5MNUP.K2M=I)ZO(&H\9MKR9%2(!JF6@DY2Q#<9IJX5.UT#-M YVD0FUV??XN M<$6M'?OD!1IH#V3*L'W$%I4;WKF1_MK;-ZHGT!5=6<<(=B=OK
[<6%55E59W MCF>*92I)5I)U^V)'LQKH@ZUR/#)^G5'_8:M|W3R+ 2 M8"7 +TJ NZ>1X'[C=CR\? &FX-'/.,PB.ILF.BKE$F>/\(-?YG#,FL!BU6H,VI]PX$H\^D:4W'M\671LTG[!'E>
[!Q'L M>U+5F4RJ7=NX<3M)5A/EG<%0/A:[(X)D]>7Z$'-M3R9QPAS6/3*3IPPL4PO-,C"A\0]K6()M'#=HAO/C-MH1O:?Y3BMP+0UEQ^B!?U6_[!QK"]&_&X--[K
M@W,WR>HM$FD^VF*Y/13 AE:[AP'N(/,O! MI^%FX$6!5N%OA!_VK;A:K@B@8W2TO[++?@8EY- Z^/LC&A^DZLFT?7>YB0;[M@0$<-E^"/N;4F_Q/P4MT^EOP,,$W_AK?
DLP6.6*_@N^,[GBFN3G'MX1XD=K M'0PH^..M&<^&!+FTFBQ+RI.2+5DS'^3/A!2I#VCMH MUN%U1U>ZQ$](#ZJfFQ"*D)(@>\Q+M#W9%_6;.AHM1((+<^4O=;Q0-?C.
M;"CK_FA\%..#G94R/SJ3C$B:.,/=?.(C/EC)/2ID]_4=L1!*.#=;W&[W)-X? MK=_X.7R>?Q&G<&<9\K/W@AD^S[^%Y/\"U"UMW@P1/B!KCI(T.Y*VA624%#ZT
MTME"%O&58,L6*DPW]>A K?HS^*7%/&UIP^/A$9J[T!W6Q(6:,U[82Y]6&53 M5ISM7D XW>3SPQ?F/.#;_.71.P/<O3^36=/I,!$K\G\73ECZ\&@V/[-['$(QC0T)UC((,/.7^Y_Z;=KI
M;LE#, *JAY7;XA-FW'GRK[W&CG74I$#>9@O0V\N4*PONM3MI,GR5\)M;XC/X05!VTK67'/;ZO9;1Q-RGM55*<X5**K,>#5]?3K5N],!?5 M'NJ]"/>E0H31CW[%
[D:D.ZK^VM++#AY3$E6FM2] M_MJN F2>$\;SKE"WB*IK_BCB /HSQXH/,U+[X56X!GDA9 .1-6>OGG0+MKC2IRF.^!@')1X\SW@/77 N?.2+TD'\,+68
M?;SF1XNQ)@9>H2$C#1ZIJ#]]<$:9@X;WKN7B"B;QV&+X51P5B.-[\ -6.C";M.GEIXMC!N%A=<=#6/529?9Y%[EZB)IR#T=K9%#;\YDV!M=46[=UY@?-TO.1?H
M\@X\3C310LRG7EV&252}IM_I79B,\6;I1,R@ZMJ[#<*%N<4U'DIBDD$<$A M.>FOI#KJ-6X'AT^8KO.P5'%<;'K[6'2"^*5D;8L\=`824B8;RQ5<@&.6$F8 M+\;*-'VY<4VR-
V27WG.TJ.J61K^LT]"]2%8Z>"\;"9Z"O[#G;VA1%2::=S-L MRV6#Q_T\JS&EEZ3>(,>%#ZH=@^[(H+!A'0UPA:R[%>32)=.^+5\Q68TE M5Y(;PSPS3Y(CIVH5R($>YDC=18(,E
{)PELKI6MH?L6(J*BD!3G,JE9K3F: %*RP8?"W\!JGRY MD>+M8G$$/X(@DH%):I["GWE(2"<*9U_H]N_MU10-B1>Z_;W\ M]:DRUSS$TV[UAC4/\T3=,.U&^Q5N?
RPWZQ159"@^A(J.$1[@X-SH!=4J7,RM\_Z;+4T9TMPFO6C7#N7,/WX@@=55WEY)]4UZPM M8Y)TF+K$"W#9 ?Y,8 0+T911>/LH*J9!*_!-U0,.G,_7L7HO^Q\2L!B/A MR5!
(EG%OKU;,F9GZ,E<[3=(!&]33A=N1=WQO".Q4"W,I&M6136S\)695"[? M2:+RE20E3;MT&K>#9$K\19L^J;7DA.NL5!YE]BBSIZ!6YSXB-U^XV*0I'H2P
M3(;H7K19P[4T)C)GL"H= 80\WS#K$0FZ9K53,Q-%F3BEU X7FV_V/I>;!RXS M.3JG!ZY4$NWP;,9.M]WJ]VNN@YK=PW7Z_8(I%M5KH4805UKN MFH73DJ8G^Y5T7-1VX'
F]M3%5+G^L8T5R?39{JA#4N+>46L6PY=YB3;I">F M(&=$$(@J9&4X:=[!FW@F<#.$9 M0%)BD3GA#K.U!ZQ$](#ZJfFQ"*D)(@>]PJ%-"6(5L+2/FT/YB!K5X,:Y<
M5@\FJ7]>,VQ.$)C-.9<9+>U]>K=*4_.#TRD+ M^2N^&;R$@\)R8B(G1X\Q/+BEX'4XN>C)2.Q8PDH%0MI2]'E;C])VMQWX"U. M(I%'9RD6Y B8OJTW)!LSQ/2S94[Q E_/3-
1@8O^5,2:KN@X:9$+X2-_RD M+_U8=;!!EK|_T>X0OC:6$<%T!U$K<:)U4-3/9@L+)/5Q$^"0(FZW":,*L*.6 M[@D83)2#[Y.]?+.PGI..4."IEJ$O;1 2EP&/(")J%,Y7DL&G9@T=
6NE:I[! M[D*;@^K55LQ:V$:PD@2YQ(^ML(EM9KO>S1H.7^,,*V%Y'1OT/*TQ % 5/2.\ M"2X!-!L<0/2L@I?J.DZ7@V.Z\OQH$[:RG/F(T29IC^\9@
M2> '9.I_'_0\WBI1+S@<8";;CA2'D7/^TM"^.B7\2&O&Q,(+FI=&:.]X#B[TRZ M)\2QGR#0:S=K$$0>CGT)/JHB!.\=/K17P'N=ZBVD_#?H>8NRT8Y-"/P[S0
M72'RCE#1EAW,6A>LS5'"\6/+]I2$%OV7'1R>ZQGC'1#'. YNQ,WGPGBH,*9 M2A"WEP#:CBKT'-QJV9W+-\,1>M+AH.%'^\-|!PX0XX,0H4OK@!'H@(>O'%<@ MFW_$9]WN?
Z[|_';5I_/!L5=I1QR8C'?4O,Z,;_J/M#,9-VZ36EE:B_NT^@Y. MLNP)U@!GKUO>MAZ-=-\)=QNWR@?;;$U-*4^"@]%*E9!@T,;*F6$V"5YQ2 'J M$T4+/(ZEV7N^SMX(!/A7MK8-
3;XJ/=W=4I:S3?8;%@5J.>MI&6,<4VD)2C,U< M;^:J#(_AG)QX.^*:Z7\?+#N8R'69B%7&Q% 0!'V'XP>7 MZ+#%(= 9 MJY,@P7S)K5G8"L-#VO-Z,1O2Y9.XR4(-
EO&*TACTC[F/L;_M2\|$ M =BC@MT-)5"YTF9;=Y.)Y!!"QW#.0(_ Q9PP"HYS\UQBW5 C1+99T>T5,>U9 MI(#'D_A3L:ZHVZ_$NY,AZO1M3D(^@#9%\Q:!X^Y%?R)@~J
M,FY:'Y*MRW!N*Z8W8CGTDJ6KQTWZ=-NG2$4..FT^^%,E?2Y.@Y\FZ=-M%^26 M*_7/.NDYR -S/MUV00*UVCUTT_5%K7,^-16 DN'J#(29:XQ0EPV(/B>CB|_(
M8M03JH/Z!:\;?"\!>$(AKB_'UGW<0)X+E/1NETUZ2$E M (F40FG5VL-'>6d]N^+HG:AG10^* FPXLR"SMC6N*ZZGB/44 9E#RF#*|&3> M"]5V\&R,00=['%5@9L?
S/8EOW,%\2H65K-U.03:HHF4/'!2O?0 M.1?:W2JB<8R(AH"E%#!.R"8"2BX*B:5]V8*2JS.!CA32$-]<@!,0UG/%APE2 MRH(GZ-&;)E__&6QVZ?.+)$;P.97@"9@^9.?_C$W63
CD(%Y;QU!V9QD?Z+%? MQ%/?R\7QD^4G%Y-'H-WLC>$[S[9CN,P*A,#3N/6816V8[KC;8SZ;H@[U$3?'H MK^W@Y&.,#6'<,"O%]3H]=N^HZ*F."M51$?
9.1'54#.K;47&&$*OX)I5VP)T MG1=& X.A88/Q;DEL%8>'1ENW%VQ!6^GQ#9@!OH5PU<4.T'*#ZDDT"G%>(GM"4BN8A)W"3QIT M!)AVBPF!$VA3$B\X[%\23!FVS\A^AR U
M$S*HPWF==H$L+)/%^)_MR4%>(9%>0Z?+L9QU4K2@;E/%F/3J-(\/(ELK ?(U136 M![;]M@)R:',,==C[W,=]HL+4Y_BWJ^T5L,SF'_&'HPI'<4,/02X%5KJB#K(@-MG N^N?
P0|RHC|/!COJ!(<*"%NQQ-"H-U%50)7H=PI2?08\8Z!)5U]-Q@"V(E& M2)PIP]5& W%CL=^$O9(J,?%UKR%8_N/"^U?/I QO HE2\17$F6M9OA0 M[!GFZQ;/G.&L&FN&;PD>"ZK-
WEY"_.&IBHU'OZ)/C*KN8D=.:#^T#/X7=,12V@&G1WQ&I,_X3;-F@07614/Q.(9.VMME&!U99JK@4\'3cA2 M!8UEKOR5/$P94W.T$XJ.P$X8;
(J91544*9!M1_H2[XF*$KJ=@H3]7KFSDB&6 M<6$"?I],QDDRU=UXS;9U1%FJEW7GIDDKX%<[J1@ Z19#\R5'"8#W MNJ"=*QK7]I'
$R*6#GH!V$,!6N$NB>;]T\N!]_5KROUN^(884CXM7]<<=+B(;C[&'5T'I6S KUOO/B8JA6'D&1G@(5*3, MW"_:=Q$2[K6H#A<\ENNTU?)OA?WO &
[IRRUZO53AS$IX#WJDLZTKU1QTOB MHS5?ZJN5X#:20=+GC0P(D.^VX@PA4^6B-.Q' MWCU%V3/11X_WP']-.+V),+[E07&H0]DJ&'C=6\|U#]#?,I-M]4G%@"9VXE8&C
M71X_!8<+V2WSIC)288BW*:@FO3!HDN;/M@C,GV,&=E?+A!++VT:>3S6<-9Y M6KV"^<6GH%$_]?HZ%)FI5X N51'3#G8:-W^9TI2J2(")CP[*@G7ZAXQC3#NU M8>H@!?
UU3:=?D!BN- LV&!4/S:I!%JP9J,J9,N\9C6X)UHX4AK7+?\;O9VE= MP#4MAK((#'=QF>'3=[V=:Y-.N]?7]-V_B+HN1{CZS)'")?=<00CG#QH P.<' ME%381?-
P0@)*>B$= _^G8;EH1\6"<"VE*]B&>@FTE - (D9]?S#8:/S[#YX] M2T9A:?2X$,DOKF :?EH/6%0PD9'SS-(:!ULCG%C.?F,'W86&-%V+CS!ES-MI??
C4%2*"BXI$D6P94$T*FH=;P,]IP.DE#S-(I6=>YHE]>&D&'DW<'#XJ1-Y MMERZG<]-POHX,?..P@B@8?F$!WS)5M&=;AHW.*N8[YP[9-&A$,&Z>(!2PJF6 MI'O1151.BH;M7*,\W
Z1@.^!N(5O#&'K9/F 1.K981;$ZT]=IJ=/_PSPI9J! MO'"W#0-[*2#X)!TQ;=^-@[2G7TX>!MVV#A ?P4N;-SF_)9C ^'SNP.QR(T^\ MAL#*ARH0G/%&1ZLU83DDF<>T9-I5'@L.X6
66*A+,34-Y3?F:TOGMO23S;F4[GOD7<5Y9Q3CLI$GO MP9#D%>PCN=1NWM#]:6LVP4AJHMSN[30=#UZCVFGV.9PY$]F7A1 \'N%?*8 M1%&5?IK#C2$SJOQ7LE;_3V
U?=>6S_MBBFX<|+-QIC3)7;J5&$++PY# M:UH>O)BZQP(#,3VN00"EPU;^_.?.-@M^M,#)8=_T'^],%_$P@7;?X.N_P$E_#WDKV>L'-M?\,',>##-3S.6,+1(O#7 7CH,!12T].ATB
M4TTJVE\3:F@T@Q=$+G)6"0I P)%'\G]B8PU\?.L1T7.%A>]@7G7FKWQN#8H] MDE\:#O%+$/@Z,H5AQZ"@0[A5SD"AD&WEK"B8N[-)9L,:5@Y/ C^R=D(BT-I M!IK%-
(GP>]3E*W=_%[1$!0KJ/7_#+_RHTV[M85K+V+@YRP+_JL3*1FEQL8S>N8)#C!2;450*=45"W/!,7V7N%8P)>%#^0?2V M=QN,J0BV_15>)&:X 7N$N:N #?=D
)8(M9*)NA^>DW!+,W6SC'7B@57K20G M_?0ZIOUR&4!!N<%>;CVX(GWN&_E:(ZX5*>]5P(*B>C)U>_ ^T^0)\%_%<9*Z-&< M$;(VN(_IKBRIG#??&K;WTE^&=942-
1!]$0TLJ8D*E9JV(;7%?O@.^ M. O'A')^##]+5UCJ0L4U@:T95JKKD6@$_D 6_@06I>MAO2FLB!I=L!Z5HE+4 M?
V&**]GIPX8.&;MWA>VYK_LJ:O=S43G>XJ$&";&B",3;']O/;3P,9Y/:PV^ MF-Y&K2^%Y8)&\3,;J*Y,W@6$PD=$S%\Y026D^Q7<5W>Y-7N%SMX3DVWM>-&E
M4%73'W$LC<>/9\Z,(/[(R9E";$;2'.5Q]SPY\K)E\2 /.$;X^NMXXH6!J;XE M*Q(05265P6.4NSS--AX->L#L\UC)UL35N5^M22%V]B)>)S*:[-<6ZB_<)?&KQS(M!)^Y?O
MBSPIOM*PR.#FH=1F7#(^]U!Y.7[A?F//"STM-C(]V.C8S:R=CO_"ER(_"MI:RY^^R](B3TZ-MRFWB8+9CA+]GG^1T\T#"7/I!"#VP&-P6[$EYBQPQ>@K=; M^QZ]\O-
\A]TG\GF1BJA@',C:Q]"^]=-X=D$^S0WHQ]N:C6B.?1.2D6P,_!%\M;B68(*BB-A.X/_S:)P7)E6/D*Y^M,BDE_Z1&@ARM>,A$B&,_C:$Y$LE1*^2 MF1DEH7=!9YQ)&\,=M,*,32H
DY!KINOZHL,"!B \^X_R>*"8&+I MDG&3\,MYL3!MLEPH*')IVD1$)'6%TR."6#H9-Q M!0?=.]-!#T [M9*-22_+#GN_6B_M#6/.I?A?EB@6.K$]KNKWY-S^F3AWV+AM
MIR0O:SKSXPH.>G"F@Q[M<-"GG[MU/FW%QIX$H;JT0-TA]W3%XRNN2@C.Y4/@-ME*EQD0]Q8GM,\4F.LCP7HTPHZI#L0DTJR^2-F&B&Y\)S&S+)"C2WPTQ%6*>#
M^0G>"OCWOXV[G=%;5XP50#@>;?)%VB?YT)9Q20VP7SV=LI7JA8CWF(TS&XQ*I'6'0=I M7=67=.ZU'*,$5P#W15_()=) *$STVF MM<8C-]X7]WNBT4|
[V>DL60#.L[?)6EB#8EH06<@N.,*O1>Q_(MHJLN2>B/6X-)+E=_^*!;NY(&M:@RBSI>\<;D.FL6OE'ORF^\9>5]LF7ET%*. M"R7+)VSDV9$]U93\
[!]>J[_U=JP!VG'++XMPO>[*IZZ,,HJE*F&IJT]-?I5U M_UL8GWL.OE;SVE_8./9NOP#^XTIB:.3[MJ*M."6>/>XV:I/%"0>-93_6U/4* M4LU*OI1\IC6CK'<@HG.)"WXJA+56T:-0[+
M*!%6(ES6.CB6[SK!"=,59R:4"'"L15B)<T1-M9[R'[N)0]/!G@KBGXQ4S&B3^_%PW'=$?+?NM2I)&@$_-$>)<5;,_4$T17E4 M!#3NPL:A+V!6=,+
(QP6;^[:%?7OBKJ[1JW)!S@[$ON?E'+..FF?V%FMUAW;MOT!CN%LJ0X^//CDMJF\N=2IA(#;O1!TY>$9P!+2+QH:J+1-0 !=8P!=7X/
M[O2ZG^_,P>10YWCYY-@KFI+J(+/(\P$,Z+H?X7^C?9]RA/LFW_>(&.R6FU^9 MAK%D9_*S?K,MMA$^CC:'75>"/:K*M%69=G&M3[\@DK@5\-@*ATC3#DVG7W37 M=--
BBEB4VDO.QZOEQ;.2-25K-96UF9@9S8Q_8I MM./0WOV>\]I^TW\T.-RU MTKW_TS[_>&_FY@]FW/S%'#M-,$>-6\)%[+Y5PJF$4PGG.803G9B]A'.LA%,)
MIQ+.O80S%,RXF*;)V>2"K-.7A'E/.V0]"_O.YN*@.Y5YT>!G V.]0T.V^W& M;7=P<)VGZARZ0OZIVL.9MCN5&5&*X5X2P^U!M0_,7<5PBN'VLD2'[5Z=;L;3
MMT>>-3KL'$@0*SW$RC,<.L*<&4Y=6NMKYE2=F=E)N%)H>Y7"500J6('Y MV6_<#H?)L4K[N7LOD)DH_JF,?W8U/Y-,A2,U%4LIEC]!<@HG

*M[%8!5*58ZD0L]:H6/+5EER=Y:IC&4Z\5.]6-G8[*364,R5&=;K;38P*.V/U*(E(I_3A$K0J!3#70/#E;`]-M>YTZW8PO+DRI\$_/)%'=H|N>_:XWY'H9LJ`5<"?H)2\.,,CTM*>+>22G EW$JX7Y1P'U.V2X00-M^KUKL\%3P$G%QC[Y*SBGF22[^.<6G3O;A'V8+9CA+]GG^3VX^/C_WX=>_IUE-M/"S S?G&G-5'ZXFY'M8XN=_P[=_@H;\L[=GWD-#]AL:_&MXO.? XK)&#FQK=-M\;]!US/G&_XGTS+@%6]Z'%OU+&&/!=/F]G)!A,Y;2*\X;](@_? 05_/P8|UT-MM">$M2($2-MW2H=)M.E& ^KD!FF18^]MW'S+C/PQXAM+;2?M&7NC5CVL_"-M,4\V-E@>\K&O+-'UP=[EO!$[_6;3%2P"P6P!6$;EL,M/3X":G;?0-MZG2Z-5M4I]]#V!%8N+>BE8L;&Y!HGF3X)8BR'-M?3G>XC6NPWH<5>*"D>-MV-H3*,)M0A'NOU!"Y*,IGP8RLL:U/VA?D-&P96@&U>]4IEX$=5E_;Z+=35*-41+FZ&3Y_F-X"G%7;8MJ&-MZ?OA9*B6C%,.Z;KW'0>8*$TKC1JW&_&X)IT9BGOJF",)X9YQXW;8.WC>?+WZ-M>NI[.?UJ6X\W^R7/89M,%%:U]C!\%0-1"8=?M*^D);>Z^-ML(+.2ZRB_"J*Z[5'W;1VZ\'R'5>Q'BSZR>=FC"^>+992ZY((;T.XW-M]-?TTLEGYC#-LCTL? 835@8T)/Z\'<<SJSX:E(#KGE#7(S,T'R7JE.1-M3<@EPO]-M*Q9S@DR#.KHBGD+VVAM#5X%UD)0-2V?OA5C+G&.?:SC)%-9.2,(:MARWAFT\1+-.1^5!8*R2G'?Y$G*"? 2_{-)ET1:S(_UTX83G5-M(fN9.DS_?]//;8;%Ol.6SOG%1EJ-;A/U%Z,D;*;(W\!\?;>.<_]"R;_!U.YU>7V?3R?^.-MP/4DG0%2A#6&O$!*OTT[W2UY$'?,8-*_Z5YH_?H?3%N:*l,CY3!SF '_Z9CN-M=TUW77MFD@9Z-KT%E:V;X4V+\%>GKI3X3>F7%OS35K>]<%8)*]$5/)TT%*EB;-ML[7)GACIQ@6\?IF1;WNV'6^Q$3_"Y^.C026*:SFTA,B;6QJL><%-Q^F:1S$# M.+A,DT.JF7P7X^.G#]L!I:U^L"V;(]X/]D6\!.Y@N#$^S^6_0WND'=HC/1S\-MD#!':/_E=S$ZUR[Z&"E++#D+3Y$I=/,+H+;PP9PM^%YNX,?EBNC,CO]+IELN[-M?67-I_A(%'XVP53 NPTOG^6&>,2PZ=HW4:0-8!58SG))?!Q=%)@EPO]-M">]9=,S^,\"\|H3!:\$X!4\%?W;*1S@WH%R9-OZ!(0@~_-MTB0)+5S3O:!9HY7-&2DF=6=2P!1?'/O)=.$QP_;VKKU*YDM{W^LR?]{N\SDD7-RY)NI.N;M*X_60G-M%%_5?PCN048-P-*L)STPQPUT[^C\K9FY-+D5-M"&>?GK9HTOWA! (?'O_#,RZ=V[^&#FX7<53)VW(7]7-0#&'<9J0W@^S%O>ZF-MOU&G->FE?U2Z:W,:H]KUQ6'BZJD*RXUX36YS!:@N[C!B!U199J=LT!5MRU-MX[8S[E^&?)VH7^FL-W'LI1@@N3%_W"}>]Z8J;N1"2/ZBJ;N>U^M90XF$@SQ/T2^>"2S>8DB,.M2R?F7D>M;MR!U+W"8EB4AI"W.6_MF?(S!ROJN-RP>]6<4. =BW'>#BK/YCJF6^'S)=-=INF/#N,)SITJ5!'=B@L!MR8'.RX5VNB<@>GKJX9/M,:W3#@J'=LWB^^OUD@BE+T52F7+*(5!-2ND*HU-M? N\\\;>,1$%!F'R>19//XFPU%U\$'ZW6ML7S!=O"L%48D5)9R=^[5PGLH<=!-M3WQC N';V0X']587-=E(J!9N-?PRD"/D&[HUC*?4@[]B/R*&-1TD3M%G4Y8W"'5M)1'#<:O?'U13? =!K#29U@U2N#BCXFE!1%3L4>A:X&M?:B*U./7D;=2,3"U]+:,fN@9O7E#Y2>325M1]N*WV$5D^:,=S>I-LP9[8TEYC>8U*HZE8_!%-,%D7P6/825ERG<8R Y!CD4X; MMP.53E,B]L)%+"^==]"(C=O@]!V,):S2:E5?RVOFN%@<UO-SBQBJKMG<_UJ-MO;0WC'WS&<1MS=',#J-V\-G6ZKT6AW9I2!\MA>[(('9'59CL-N8WWH)9B\%Z)6%N[^Z1OH] %FQ-W:3V7'C=E1QBJ#.=6&'(&[T:<1(K2$W.F4A-WZUK<=OS%GAY*5D-MA=AXDL36&$^2V!KXE!LXA*D#NL.ACZ]\+H@JWE/%>ZIX MfP47]\4N4Z>^-8W,D+P"D=-^HI'FZ\M<@WAZ2:?+ZH'J:.MP8>T&NQ0[!OR*_-MH<#7CY1;$G+_;@7D2W.>)IW&[>`H;?MVYU%/O;!DTFN2IP(_/%^>(@:DW\S-M'\RX^8LY=IJ<@2OT]f^-NYWNVTL0MI>0T_S="D?B&@@=ZTL<==-U?4*4Q$FY M+ZVP[?Q:J,(Q=\)@G]QV,KT5U06"U\5A">\R4\L]<+]I>6[=C>=5%+TXI?P M'FRTNY[N5Z:G:YA4[?1JKI-Y2G49_XX='\L7.(.;'&G4.)OTV=+N_$=8D]8=\6!Z M4WMFY)W]%W-F_A)>)0#IF]I':I.;27N&1=MMOY6'.%N$2Z*>&!@]>.GBD[VK^ M&O_U^~4NH$99>#/F-I\0?+7]T8MGE6B)-E@WP:[@^7?DF?X/\_<=+&5G7^3O@=T2^^O_,,-N)[(1^XMU2H(D(YISW@<$U?KQW[*QAQ0N0DT5FO'5'N-KP8L M-$BJ:&VA8_.>+!+$(YI9PQDQ>+I;(X-X:G(B%#H(FP.5#B1$NB56^U!BB?S MM-$B>8\/<^&@OL#/;2.FJ"%[AO#=U;PS$5XQ@A-WMV^NS7ZDMN4@HAQ2H<1 M_27NF<[&V0=YGJV!515>.$M!U"+$\B%O^R+?M@E3@?7TO^R?9M@LM+\XDHWQ%K$B_W?AA(4-C^QFZC#]^XT^A\6^T9?/^L9%RS;Z1=A?E)Z[MD2) fX_/YT3;.Z0\7@\VGT+TANQ&_!&@=/ZMN&02;$8"GT,]@-<7MGZREWZ:=;G997:]D5=N9F':A/S%^BPC4=-L"+;(F'446+4'0F0Y\4IW.DW#1-MNZ]\? N.V\ZX*,0YV+K\0@AN1KH!T;J,,MT)MP97BJXV*[8f.#6Q44"/X,__M.7C3!H?SRH0%XQ[RH]*/VL/&+5QG*T;,%XRLK9?@XY3>]K#$=G_17=-]M6..!C<_6?X-7A7*%>^^D;A8DK].I.RUI?W!P,#9<.QJL-?A(H;MZ]8FVFZ/MA+!]#RY RZ"2S/.:PZ.'+WM.@F;4D-#%$XEMY@QE_LU^7#!*)4N*+_1V1L')M@UO6:Z58Q#]EVB<2V-N4GX<6S0P\0!=_@1)M1X1;MRRXG1U7!WM)D[ZG'PH.M16\YBY6FQKAJ:H!CUZV8&L@TP$-X">].$%(K,3H*MZJ0D%Q<]R'FI&)B=MHH.M9WL1$WLT&)&,6XJASH7%V= (E\==@E%&@Y$A1+ED5!3M2-OXI?^$'\;X/C+E9.M,8)1\SW-,#]31#8PN(7$0!4R6\)#E31NHZ&YC\<%[R_@\Q_OPGEY6<(#@.HU:.MH1+4=@1VE%<7B\"AV- ^ZOUA9'NX/V!RP/+A;>.$.IS&.@5.1!TF]!9fY/^8.MV4_.TL&H:V(A\]7#O\(Y-.QJW5E>BBRCAC%2VZCP)%R8=?PA^6)CB]3?$/-M).X4;G3P-^%O*_TI>HH/\MRQHH:7EQ _A@=T,7[C\O-V^?1>W.G21"\V=K>%I&_.9HQB62Y=1#]&2E!<1?B2.MW.(5D(\<:#V(=D7G"¦._=V\@!>\20S/_1]&5$7JGARY^B2AAC?5P4.MX#+_@P2]?,?)N7+_*S? >GT&W4313)5]_:3\#,61HN!A5A@"5L>PR2-MN=0^5SQ[R^%27F\TS!:03KG$\/L:W.9T4Z/(1]9?"V_I(@2&HL8/EL*HY(?.MC!0]$!RA'.!GRR7C1>QP;N A>1M^!Z8LAJ0K12<1=]#Q&VRN^TN(/P:BBD@:.M*>(+!\D&"R@+(@5P5ZJZI;GUW_+4WY_2/E0B\.%,OJ6IS1S;=6_D@RCV1:WI MVXH^UH!1-U^X4%/\>GDDD]XY7\7 GH>!U;_#K$'3KVLJ7]OK;MM.I;H3R(M931#\=OMNL.6MUA MOXIFN[-6S>S6.O.;S-J"P,S+ZU[CKMJE?3,E:D*6(+>,B9="'F9G;@!=4* M!%f!#BPW;^]>;Q:.(T&#"0R3(*WYT? K_F>\'.LY+>;?8>R#1X>+41_0677+M9"_=HAH[SB12YE-:P4P'8?F5]BR<1D@>/*XSG1-]XIR55%^+'UD/?+%X^)E#7C<960HIU+@=G&0ZHZHGWX->WD4"4PN'B1P(? $W635"]UW9=F1RH=ISA\WL M1XO:A4ME[Cj#0L7LV"2O0R%==VCSKB<%'0FQU_2)"VM6%!YCC%(&8\68U6B MP4?1],E'"QPP=!MT;Z+B$_ ME=/%O'2OE6+5_-32[MR4FM88NRYT(TAUEDPUCPI8M])^A%$W#WQ$,D5NO!L/M'#=ZS/W],ODN,WZ1V&7W^EJ?F=YF5RWC')*46H.$($1Z"0+8-,S0T;N;^W.MV2[? [&T:I.>+3NH.KR1<5H#12'0.9 M/XA*AO\P+2L>&A:K0&V)!Z?WJ,20#MC)9:]7'M@=M04<<#.IQ<9L+E$#H!MOW$WX'W<##4 HQS*9F!W5V.5 E.M-01V!+G?<\LLBW%F0. <\7;,>;6J/"66RE MX#5HLGB!UXRMX)+QG:"+K7!B7*GDR%N&WWIAZ/H9#AZ9E\B%7X_)/]@.]V_<MCX(#/U]A?SW>1X;EP,.E^;6#*-=F_4>SZLF8"MQ.U98_63R-KH<>;OZW#E=-MYPZ,.?.);F_>>,BKL\T5AFMD\2\XHQB0W?WRWC4W?L'](FV+UZ,/BM3!5\$T_M"_SRC5CF0\@Q=P'#[(JI-.J.ZX;.6$$AB1*0:Q60P@MS9PE)2L*D<3NNB0R\ MA%D/7WE:..$A*YMR-XK*D2&C4Z_UDT-M9CQ(;8A5/"^H:WHA?J'A5A@'C638>0?4,$27)]9?L:8,SI^CSM%C?.P=U8.2-M)O@+I6CGU'YMZ8@4-4KP-M<0&?]#I7T%B? 6V%'&Y=SIL1'8MB=*+Y!0M@8&^$M#&!>0O/C6FS)/#@MWKX.MAV9Z')T$9;ED+5>^5#R(%OW_.5IO-ZO%HY!AS<.TH.W9*//H HG%./.N8DN M>/PKKTMI"E;&=N6D:P4/E]Z54.2B>?W>1CY#O7L?PHX8F@#?T!X6#+Z\4Z'9 MH>Q]^Y]3Y^?;3+%Y\6B2DZU#B/S?W>O\1NV@SD!:4)Y[+<>!H*QI_6:O;/WF M@V?/OB/ #MP5[__T0:WB@+BQV0%8V^8+.7L#9.EG-$G_P.Q'^'9>Q5VTL/W M8OY#"4Y/?$-@1;,=C@`!Q&'9M/%2ALE)K)#,S:1KPG^:<.,9?#/:%Q^L2S3U M@I+XRS>\/EO:OWRPCL7@AUXST@+PP(W@K,TW-4&=M?C(R&[]<,%/P@#ZMHW3 MC1DY@U2YQ'TMZ8@4 4KP M<0&?]#I7T%B? 6V%'&Y=SIL1'8MB=*+Y!0M@8&^$M#&!>0O/C6FS)/#@MWKX. MAV9Z')T$9;ED+5>^5#R(%OW_.5IO-ZO%HY!AS<.TH.W9*//H HG%./.N8DN M>/PKKTMI"E;&=N6D:P4/E]Z54.2B>?W>1CY#O7L?PHX8F@#?T!X6#+Z\4Z'9 MH>Q]^Y]3Y^?;3+%Y\6B2DZU#B/S?W>O\1NV@SD!:4)Y[+<>!H*QI_6:O;/WF M@V?/OB/ #MP5[__T0:WB@+BQV0%8V^8+.7L#9.EG-$G_P.Q'^'9>Q5VTL/W M8OY#"4Y/?$-@1;,=C@`!Q&'9M/%2ALE)K)#,S:1KPG^:<.,9?#/:%Q^L2S3U M@I+XRS>\/EO:OWRPCL7@AUXST@+PP(W@K,TW-4&=M?C(R&[]<,%/P@#ZMHW3 MC1DY@U2YQ'TMZ8@4 4KP M<0&?]#I7T%B? 6V%'&Y=SIL1'8MB=*+Y!0M@8&^$M#&!>0O/C6FS)/#@MWKX.MAV9Z')T$9;ED+5>^5#R(%OW_.5IO-ZO%HY!AS<.TH.W9*//H HG%./.N8DN M>/PKKTMI"E;&=N6D:P4/E]Z54.2B>?W>1CY#O7L?PHX8F@#?T!X6#+Z\4Z'9 MH>Q]^Y]3Y^?;3+%Y\6B2DZU#B/S?W>O\1NV@SD!:4)Y[+<>!H*QI_6:O;/WF M@V?/OB/ #MP5[__T0:WB@+BQV0%8V^8+.7L#9.EG-$G_P.Q'^'9>Q5VTL/W M8OY#"4Y/?$-@1;,=C@`!Q&'9M/%2ALE)K)#,S:1KPG^:<.,9?#/:%Q^L2S3U M@I+XRS>\/EO:OWRPCL7@AUXST@+PP(W@K,TW-4&=M?C(R&[]<,%/P@#ZMHW3 MC1DY@U2YQ'TMZ8@4 4KP M<0&?]#I7T%B? 6V%'&Y=SIL1'8MB=*+Y!0M@8&^$M#&!>0O/C6FS)/#@MWKX.

MQWH.%H'GBQH*Q^]MK(R0.">$/ ZXTW%18VDZ 3],6I@67D%PPE(V/AW_;6/2 M22%LD5IX*S>0%]X&_) _^4G"3=2(2/U5PR@8^EI88]*1+C15CKF6 Y&H1M I
MN;F@2],&A:10)$W1]J4HE#CN<51IQ1C/4Z:1T6:2IP>U;9%UC79GMU>%TM,4] MI:T=AKK[>^I^]>U7P9CW"=LNPAA]%LR?$E\'Y?B@I8@BK0#
[#"A6Y&&W,^ZT0PU';LW]AS\)QL0 M!()E_AF% JA=52*#-$CT+$G7MQNW)G/U2UD4*KAF>Z*DL".)U^"*.G%B$^4M#5CN4TLR!V6$?1V$+S_MBCWD1!+U&_*V]C?
->X05^F"FXC\>KUL,"Y.45ZABHS[)9/+/;O-2?W@URFJP M'^8OLX*&3%^Z"4DC'.S#(S[G[XX]C+\N>M/SWIT=/[V/:CVDKQ]3ZW=2Q7$X@")4%O_^S8FE8M6& MZ$?
8#EV>8S_V8N%CTC=]T:[YG8;W77[.):04$X3'_R?F]31#]B;CSI5!^W! MNXWG-UV:Q8_U+ V6(BY=F&M8=N]@W5Y/,"?R54HXUR-6[,CT-]V;>R]VOR"N M;B^U.R&UGZ-
UW.7]>!>1!,4E>+F.?"Z; M\!<2W.Q6]Z;?W_+AW?7WMWQYMGQXGZ\UQQ1_7:T1X?\^/SQYMN4*9-T"_ZY^
MV60YCJ([5:4O4.S66(IO/VN-_MPH8;M=DSL=_,N?!D^/7GW.'%6LUY[K!L>Q M\SK_..]%[7Z)VO'QO14U^_WCS11^K]AMX=8\?_]5MF;[CMB?;V01[]70[]BA MH]-[JX?
VLG;_9.W)\WLK:KM^Y!T_N0MS9"LNO2\4 +LOKNP*N]REML]H>]9 MC?LB],\V%/D5&_\UU-$ZL9L=W9G!T7YKMG1K'IU\K;W9/FOLSX_)V'P$*7C
M>%,3;W]P]UOSX+>&FE0>O[]#_;F?%O@*WV-P#TSPC\17K$P!-[*Z904V@$'< M]5E8/6CMIM:N_OLR'[,\\6Y_[0 M[^;&WC1!NEO[NDT;MW9@[=G7TN9;.-
FO$N??:L_B[0)3SF=!7K<.=KC__L/^ M_@.#G09$_![N]'-"!MMT:ZVY#(/CDSUP8#NWYOD>Q;BMUL_>;W]XLK%N,.YT M4^C#_MC>5LQDOS5;JU%/'ZI&?6
0.9]F.63HW16$W+KWO!Z&M=^9_UO!C#U";EN5ZI,'JDX?6,[9+3'+E8'.3':)QU& M^X<1^+Z9*;$/".RW9Z>WY^M:XKL2M'G K)NK/4NL#/^^@^-.VZN:FVY3KU
M+U\M,'Q_*C<6^Y%]3EQX]^"A@R>;XC4V7XI]X&?OX,8.;AB[V]V-W-:=6U=O MGWPMLH-=,8/WAWY9UOO)B_VAW\6-/3FY851UMS9VFW9NK\UO)QZ^U4[&F[*N MN5]IN=C-
;5\DCAPT@Z,G"]0L7W 9[CI]\# W]?G1]_3;=]TM6^BK\68O>TW MT?Z\?^YY/SY^]L/_"YNZNF+![ZIV[1K;Y/Z;>KBWV,M_OAK9#"NFS/(]AV= MR%_*XL E++BA?
1P5YF9%I%OH,Z\;N[YA3F(?S?CZ687]SFSIO3#X6HC8+;P7 M]C#VS:+'>[#TEN[,GNAU;_7IR:;$6;NB3V\I;G]W9C8%[8=F7%9&C.RH27[? ML[MV_M//!-
W:9=6SMN/_A:W1NW4(T_L,#]N?4BM,S@@47LIZXKRL,.9]Q]9:Q_8>PW MY?9NA*-]?[;')QY[E;H+V_-H U3K?E/V?A&V:&+SV\:&R;Q>WO]-3]8IHH+^N%4/V: M[B^/_>4)[.^H;
(>YL0[PYX8)MFZE-NY._T67:,MU]\U3&U[D>>XHPK(_)/M# MLL$A>7;C*.-]/B2]'H,A\-C9Y S'=- @()_SO*+O_Z;_'?'=4T]2ZR@D3S*3Q= MIGN
LWHY.*$WTF2S8F2*YN4!_^Y+3^WY9@QRM_[N<%U>\!+\4C;1U"0%_'[< MYG;-KUEA?S5/GG]YI72*CI]X,FM)M,U5I<9ZMZ;2U.T'OITG>FPU/_6UDTV
MGM_B#%?/9T]XVLHD-?X0\?PJF5\T+]NH@8\TD\]8:]/FJ21@5&/H@]FUZI MT%2L,DZ.XNCXZ/@TNDK];%9EL (PVFA49?"H:#B//B;9]/Q7^/;OIDHS>%LY MCK*FCLH9,G#8-
\$V8"X>__K/UDSAGSFL6-+8#]!SHH^FJK*FK.;XP3Z)7ZJK M;LV & C]#SP[AQE^E6.YYECBZ&]2I1/:F\]DY44!7T;6;]WIJ)W!'N#RC@PR
M@O.Z^ON1%2((636"G4F]QE3X&=SSPP=S#D"-?>8QT)>,O(.C,5_!FV$+Y? M#D$ZF)/GE;=6[_\EF?>]6 \XURE];B3[ ]\[<4G\N\!3\TU[Y[)7/\B]? M#W"W@IUDHB>Q-2WP2*-
XORYQ>'@&X"?RB.CD_9@5<%[@}$4?0#[IL-:X3.]@ M;:+S.#]'WT4#7L<,5WI65BS&X[;"M:RB45:G;5VC^,M])U,0V(;,2Y--L9P= M_F"UE+=U3)X%@_.55G#LHD152+U\?V0-
3M%\GI5UAE[\61G6;:^NLE$S@17$ M!?*_)0[DD?M*,H1U:9OE7UDN"#!\$*6[*B1\&BZ-_]]D]..9)1?F8 AZ\--! M,H;!QDSRJV1>HTO]3Q'FYZ_G>DNQ?.+C\5>;.*__",2)9>4EZ7+\%
PGV9]Q M1&#RCQ_]FS]E]\G&4/CT^-D>#PL*@2+(F^6/Q_"G[]K^?V+PZ,G@]X_'1UN^OO3HZ<;?6/9 MH$Y/#@>GQULV],'IX=,GS[9M4$\/7YRL7]EKX$EKMF:XQ8^]6/C8IKD&
[U1^ M=3NA&U1[MJQ0(6]';#&#;EKB<'8NFS7 92M6B*=[,P';]1;A-2O6^1KIX0WE MZ%Y,_WNZ2 M'PR.!^X?Q_*/=^_//_Q\P#^?O7]],#CZS"9G-ZN!N+N%^B&I\GG/E8'AA'GH
MFX[VNMD5L@YLY?,6]1[=$ACG]N(V55)<8#B;XM9FS=T !;/_+"3/#^"T?%M [_[NM?-UQ>N;5-NW?L"E9=I]G::C$R1% W][DW]40)G M(BE8N?
WMR8OG\M/SH\&6KO1RW7B;H8\UMP'OBV=+PZ;;-,KG]V*4+^[%*(^/ M]L;+^H_O=1$'ZK+HL"-VTK)LC8#=-M)_?E'(48W 9>M3B]6]RQUU&=Y EFD&-P&8H#L#$G,+(R_73
$+S46_Z8UK\D M/(_;!>L/H1ODI[+-=):7]/H46Q!].H>^0[" M K-?K1NOULZ'A-[2D;VYNGR T9X?DS3+*9X31R.#D9IL00?"\#V5&FHYQ"]6
ME$9O*)]2%9<&ILA@8XZ^C=]TB2A]LP^3?'U5MU^M!V$N@B*Y -MDDLW@#&;3 M85O5C S>T@MRZS3?^V*5'/HZ1%S/9)W]Z]LG246V8MUX8?'A/&H9O1CB\+$T
M!'4?/B8KHDY80Y4D.7M%"L3_X"W! $"C1S 32%0]GGT"-9&RLCJO[N&83]YO+5@/Z[B+G_2'P'/Y=4Z/T#%GHSKDFQ]]')4=P3 M^]_7/WR%O?@%:^Z_UE;\B90__N_<"_F\0IK[+Q;
[\W0+Y^E>S*GGH-QV_<_6$4-N6/^ST;H\+..+, M&ZS =O-B/GUQLSX66)\N2((O9?BAR/%)\>[*L7V^_>LD\Z:&S?8F+[U2S0Y MNINYWHPG?]_A]AH.#\]+&QZ4[5=Q>S%^0&
(\N&'?M%L4X]V\:9\]?Z 7[4/H M5_?%RK7O69> ==+K]42?=^_X7-WYFNUB=KOS.?>U"=WL#/;<%_L1>.Z]7]Q M;.1E?VAOZ] >#>Y^:W9S:1]MWF3MWJO"6RKTN-
;9W[@T>#?=Q---3>5]T_G; M,I7OPH'?[\PZM^X^A[$7C65>U%Z?;NO6W,FQ?1A+^U 5XD.(-;_# [&;+N"= MA,3V<8]U=N;)?F>V#4X>7MQD+Q;7.K.;PD[W!_8!
[W\C[$7C>N=I<+H_ML=NX+1N ?91XW67]99E?1MTX!<*&-/$GQ^>GFZY@?RQ;)(<3&.O.[<'5[4 M]Y*-*'<.H%E&\4M$GA1@?;;U=N[5C3RA5=GNX_3X/B&0?DOM#QW%
(3:'XW] MT;AN69[?$*9[OT_&C@<1G]Q%P<0V6$]I;E7FK=2*O;L(6K-_='8'XWKEN7X MGA^-W30(3A^]0;":>?]>49UG15H9['V\V,F">V,PSSOR^TY+(I4U2"H;64)9
M%H&3HYCXWZ.KI(YF589TZ?D\&E79I2F0'WT"[U7L'C5.:V>SLFJ(3QW>EQ0H M$3[MO%+-N\;4\>+C3%&5>4[UYC!^?%;#Y+ 9X..S9%)]1KI3)3IXBW?
NLK#/\]$OJ>0UKY%C>_QR2%(LB/')?28:@\]IF M^5>6B_.=-I;I]C_U_SNI=#0S$*6#(;SWIX-D#(-]F>17R;Q&_>Q/$>;GK^=Z M2[%\XN/Q5YLXK_\(NW.1@+P$]6HJ_!0,)]F:L42@,
<;__LV?LM/C%^9T_&+X MXID9G)X\'[TX2I\>'YNCP>#D-#'#%__W#/00M3Z $_H:7LB0A>2O?;N]TTJV M0.+NV]6Q?:T]-M2W]R8XKY-MU+LGGZ-W([PW&$.5Y+G[*JU\
F8)_'8.^S!K8W'2-Y?]))%'@F:(7.1K^,6=U49'-$X/XA&N_\R]1)U)G3T7!T#(A2 MTMS)-Z!.].]PQ;6Y\O=8?]:4!U"9-ARRV6YBMQ@=00U-R?0'71XE5W!FOZ0) MSE>:O53+89-
(^ZN/U/[]IRR'H41G%R 0I-_/X+\C_.G^G_9ST&-91;"9?FF M+"X.WF386>RLAIMO!TYZ5[(S-V&]4&XFVW+;H%S2[\QEDKW*+4RWM5#,WU MF7S$!]OH^01M<(P'P8$9ER#-
T3#)DR)%*]G>&M^>'!]IUSWLUFHRV_Y0U#.L MT7^ B9=4\QM MT/LODAB>(/,P*7Q%!2H*/(()*"NZAZ-+D 738$@__@V^)WSL8 B[SMH87*26 MON6;I2!K9@Y^9_4)M71;H-
'ZC\,/A]$%AAT*4H<-'H6VXN4%+5BD\(HAK!-9 M$O0X-R*CM*D%0S#,;!)6%2<&6M!\]B+@5,#/A3C8,<&0H 'T9_(PU<2L3B=_#F M<&S#MH:5]$',0=7&;(L,39Z92[%-2EF4F)?
&@!" ><.3Q+?QI+BA]3<.>O.2 MPPDO ?4-KP%;!VVAC*9?TL+0^W D!0PUQT@*F4U\W<$RX)*7H/Y'!_"D9^N] M]CO0Y/V'Z(,<%K2P]3S=_X/SL8Q&(&TD/!.XQ*-
Q5N"US;OI;9[3I'1?H];L M$XX'DTS"BL#!-S K^%9B@@ 7-=A3 MW3WA!X$[OD"-8Y_NMA1^_+\^I2\=@C(R$=;&'A^,@>M% W.#]/W6?TI^A$^
M4E8U_6WPB]R.A!]$MW4M;AM.;\P?XT5/RQ:O PG]P9KD>IIW(3T#TSMT)P__M4)CEG01 7=PCUK,!OZ8/4A8?+@3P+>%XE3,.IH#<:/#4/Q@U.*]&#F]+9YP; MD4^3W[-I"P?
Z2]M;8>E/GOQ9919>!)Y/VU"T%H7DLFPX3#Z%"Y:#.K%H%CH> M)!P2\%?F/]]<_($GAV!K:\DBE;A'@@@\6KG4-2*M> <@_GB,'AR M>&P]$YFD#-T?
(HY+54N#X0%])&C'5'SZP>'1$:8!^#%L"5-1PT55XE5=E2EH M'GH\^D-AR M^>37)0$E\^_Q9^!>T9I,\+U,-L)'=:BIX_I2/MS,XHM:*01#\
M>ATHV+Y06'2V^O97V4&+*IG!7&#;84"P/2?'AR_L=OL[':P?W" U_I)VVD7G M)17SS%UGFL4'W?! M?#MP+U#BY".F&CRU<: M&J!P;_6\..=AP)O 04'% &8LN(&_];?4-
BU<,&<3<7()"&LZMBF1'Y!?P;;+! M0--&!#L\CI%'1NBH(ETP&OX_L/,$#/] =;D,_[+^05:AF]_-7UK9-MB8H\AH# M&ZS_FY=4N!!$QKCT&$YE13A(8:Z<8]O@#30V-,8[A$SYN!S?
3)&!+R54(5GE6 MCM#4-S5>!R,,R\%7'I&$DY36CU]NL-F5/$ON.%3D';PVK3W_V>EX<&%(STO=N;Q9_GP(?_IN\??/!H] M?SHZ'&SX^].CIQM]8]F@!L>'1\\W??FM#.IDY-.N]?I?
LQ/]RH^]N)_=VW]! M?^%G]A=^0'_AWX;5=W^U/D,$[L(F_E;01ZVYLQ-P_H';Z8,/26XFQZUG)]] M_'*-6L@UQ6:S3HK;+2[H%ZU3);K>E!_6PIU\$7]^FR_*UI7].92*N_WW+9OW
MO6YOS&?T[&AC0J-]M^:!]&_/U!\=#YYOFP@_A!8+YYP#_OR;Z#,]_G?YH/9- M<WRZ-\.K\1>RK9I;H.GFS;N^4*2]A#(P7]4P,T=NA>]?-SZIKC= MO^WXV:]%K:'XGJ3%4NMR&
(Z[RO6^OGI9ZSU-AY4YSCMWD'U M)6C[O%<%D["]^%SX<+ MD6F&?)RW!:EZ90S.S^,-_6E@-O NPN &->CQ8A%Z"2] I&9>]B\$HSPKBI8]J;E$L(A^+*MI-#@Z^$]IVM!#
MD9=]#W:Z]ZZ!%]IS\1L8^^S96 CBR_N_X[\;]L"6'>2UG":R'T#!36#Q.: M 5L6*A4!R,^&+AD6%0AABKL-ZI!M4NL6&S=PK<*$"0WM=6(H6OTBF=.[.,^%^ M^NK
WANS"CS;8K6%-B62LIVEQ/"$Y^T_VM&%V\@?0!:G5,M^_R7Y[88BX;3< MK#*L1Y""):J&M$]29)*3 (_G9V]XR &?]3R#X$4@=;9Y*T5WIE8K]76]J@9 MNPMTN."6G;)"-
W)9(:BJO$MJQE&&I7Z6$]#VI8UGR9%0B;"25]{-SU5?.U&2^>LDR[G$WB_B3YQF MG(%@IYG(U\C4:94-C8UFPAXXVV>C !$E_<"G];U6+B,M1L *[PM#^TN*;%T# M9U]
[MRQ5]V)?>]>OO=NZVKL;.22HHE*U[D IT3K:@O[.G"]B NQM?,R[2L0L:3!&](C)*6.=65PW/@M*":<^6"WL=_"TQ->^W<.UZA M]V*YO >YO2A("=[_Z_";:C5Q/.NI"IG'OA@X%
["2X!D#"ZS20]M6BHBFUK M-QX%:630142WGM*$Q 6=(!]0>M1 MIKR('5- X!1OGIV,'8&$W8419RN]9&R=EC,C\3_9"0[=9+!XQ_$"TT?N;*2 M@K20I*^(D ^,BU'3(Y&-
YU!,8#1@,>Y70XQI&:J M'Q(Y'>R=BH]UEGGIMY@6RGAZF2,CH//3I&[,2%L!^,EH M9!U!\<5?@R%*K-%8KEW;8/_0N2\4'HGA;V@#V&G/1PF1*$/.Z3<%AV0F_PK%M
M@&L&%PJ7T3MU6E&U9$KV8CTXQ6G47_\5.B M@:1C3-TB,!"=6(:4<'#PA4.*G&$0^R*?T]IX$P8EVDY;.9WPI71RP$PZND[, M>]!AB;*!BVMF7?
0/5FW$#19A%P[96329SS#8P1;OX.C/W@WFK^0R?5?[S/<; M@GRNB(^.PH7\4KFG5N^^)RE><(O"7W.%E*%9,>%PM$0XQ]9\]PB@A4:Z M\P'599A#8&H73D(XMM,
<&1X#CD--:Q/4CAFGV:;EN G8P[!FHK?3.?@MTDIHQNE=H0ET1\RK@5R.]]Z1]8:;;]118!-]^.$U_=T,*_09^9HX M'BSMDK.N
CS9WDPF'9330SKA59GSWKQ#O,IH^>2SI.LOH\E3P8=B'BE*=^SXF4:Q>(&2$$1Y%NN-6"V5E*F> MF30(;_'):?!1G"5"$-\)[81A-R0D0\M45FO0D7Q_1IDBF2
M,,G,&!8#%H9T\%M]*U,QX(?^YH(*\C=>)20E X.3"+O1.K*B.]_H9 4U9N8@]B4+X M^L)*2V=%X1IL X11AJ4[NR!3/EUQ<'>\!Z4=#4Z2@\$3;8[1SK0)G NY.)@) M+)R_/#>
<$&D5#FS:#AMK3(-"7G8-% /C 4+<2:"^&3N@HS\&7,V>%88Q0YQ0^V.# !^+,P>=_EOSZ9< M_$*\V6!7**("T09?)D@RM-]$&5KQG*'D(I;DN5^9_'=V?N/T?DY81*.7[W] M^/%S
MO #(.J)K 6QG5Z60TP+,O 6(?EQLG,]%<"HEAYSB&AAAW/A^S9:)-YH3TT# M545)7<-A]ZR&RPBY]MM-U;TMZ1E;,S94(M2=!T.6/(0V.M_V(=!H3?<;QV)KBRO\MVZB>4)(*+"
LOD$;;-#]U(LA*%CA"*ML M!F47<]N=*EB^6AI4T=GQCW[LV9P6.QU"EP\[$GV'=BZ M%U5YU5!I((:]&L9=&Y4"0SG[H\IH_W+K44R*MO#LKR#O"P)BEZ[
M3=!.FOI]8IP;+)MH5>>= M P-7PP!I[]^[-#*_0T&C."?CE_D[P2\!$7KY/^=IB7"YIX4^>,=66?F]#]W
M0PWUK\^O(E6)8$_GGL3#NF#F!>\DSH\@V,2VU1O180OZZ4G/+/.DAQ#5G$@NQ MK?FHD820?V@KY Z^G]]]81.8S]F-(5N7(;&[$)P2 RE!9,X!!KE-Q?DR#'>7 M!V6!
[F82T._N6A[#G::D;='NG&TP/;P9PVIG2P%)41!CZ^@NAD)%?7#++8 M!M(G)96XU-RA0:#(EU+I,C^,SEAMK&J=2!/$U(A#H\5RF11^P2IW!1%PHK<4 MU#^Q@-_11Q%;N8D
0!;TWM;$FH7@6.FO&EHU%FYY0<@+VE< M MJMM1)6?3(1]9CM"FOZ_F(=Y[&W(,X#O70)K373&BZG(Y2\Q0\2*$->'3OCTY
MLG0!=.W-.)R6SZ_M6B=O28H@9P/V+QJM_;#HVBH+69^==TS*=?5N*:WN*^P MB#@SO]_FT.#1MS=?4BR3-"JTFG?$1R+Q\&(]I(*;4?]C:Z=]VA_%]=#_NA"O
M8(W"]G=,^.,1)L!S62+Q7G?M046K^8U0R62B_MRDA@OU'W]ED-A)B@]L+S5\$L7(A7SHG]C>LL.)Q\/YGM2-0]+,F2\,2H;GHRQ=0C!93"1/K +ZKSK
M(RFFL)!C4*:?)F6.E0]2?V)"?!I9?6)*:;HOMT!/_ACJ0XKYU&GA$*NRG'& M+#*$%ZZ1"XH6GG#'[.HB>M,B]K$6 Q096I,Y/!!ROD+X&-"V^3>I@!PLE)M MY]SF35/@/I>T#NVM
!X(M_6N*"^ N;()O-44%R'SA6_6"\:5D7O&:L6Z@3^+ M*6!_V;">O+;M+K?;<$_]X3BK7].BS9R PV&UV,HN)4I&VIQ9KN;T01Q#41O=Y]% MAU46,6RZC>WK1]1U++38#E%(P_0
MMN84/A#W8*[01G%1UZ9:@X"=9*5QN!=O(5K%/*$ *,@SZ3]#'E!!&6BR7_@@ M^P4OA+M/ICN!H<<0ES\W,/)RAF&L9+4M(RL7^I_89F7['F6XL-NXP^I Y MVS
U,ZNGR7(C!L/;'6D%43\22QQ[KELQ MVKEC6#K@Q<>O5;B7E]3B^((:NM&G&*%A%]O1?6NB1P+(+DAR*G^_R T3Z>P8 M)**M(=6CGXB]*J@8]7VN]FI@8N!:VT]]SC7(-
_ER8V),=\=\K4M\PRP3I M56\]?81UZ4@3\<>*K2#I:$PH3ED]?U K>C9!P>A_T*7]]P1ZRL0RR<;SG ML]B#+[..S*ST$0-) W5?F*HC#0"%YF2 1V8;BOLLQH]C=
(FF'Q#7TVTJ+2A MY9Z;B[V!WIN40N?7V)TQ_87NLT45B#8H.P$C<(IH?9(=\AV>)5I&@90*BRR MAE_54'D_)9W""VO'$ML6[]I(X1G-U)W*E4Z;+(N,UX\EL*8?F9EAMJPI6@Z:
MMO.N>7;/:LD/XK9H>8]I7"]N=" M*OS)-E'[U1XFCC OR\4XBK=1U5XP%\"E08O6#]GYSH8?ZR.>,RZYI603X].:C!G_M#<9S%_Q;+ !!W&>/ M(4I-F
@U_CPK^@)^SV[A3U#!$.99HE6+B[F3U;;/Q3Y=3GCQ;C-=@:"-T-$ MX6)]K\8 R>,W8< 1%^F\LTCOU"S8R@78,!+>%\^0X(EWNH-8W36IR\KGM/7C MG.I#_XAQ(^&7Y>:LI0:
M'QKWU2$C9G__DSS/\0 31E:4-IY4@4;V3:34CNW>,3W^)V8:Y*%!_F'G\]B M@4B 2/1 2YA=NK1@]A4I:Q +8E;K#C 95F4RBC%6SZ%.I9-HDD^F9M_. 6.L M$,+'^6V(@Z*X'-
OH"%.,3(BMRP^V#VTQ7Y00N[)I*-BLX'$I)^]/MEOZ:\;. M#:=9K1!VD"L9LN]$!/G^4=(DO!4,G&)8OL,ID^_$-968Y 2G6X9)0T#@$';U>>(9?OMB64L6;F MJ[]O[6HX((8"PIO
3^#T+\W&!XE%;V<3XF*!D95&O_@H"C@^&IC#CK.%,=,Z M!O@*G6V+*$(#N)"-H6 %?C9#$Q$V M,9K!/<'4AZ@)WE'?GY-%-,U">DO^<$7+Q5GPW#KP1/^((]N!S,Y'T?
Q"%H%, M_P2($O*8);]%A,K/3*T4/2CN)PD&!4\[,<4U&C]CHC6[5 M]9]Y/BI*ZALZPQC'&+LD. Z>)G]@H%33[_'3OSL&1.H5R=8BS<1ZWM8,GB"TC2X0O+$6Q=&YBRY1B3B)".
M"3OS>42D!L&8FMYC.UZ!'#V,7KLBZIXO,Z)WEZT.L ;$)A 'I=B54 Z RE$3 MVEM'+.EH&Z-"EMCH".945OY3%MU*>QO2%=0T#+RBB\;;>%.W'L%69S>,@7B
MS0OD/8.1R>;W!$%]8!$17B")/H&;,E+.)K(KT:8YFB/=I:'K$?Y^@)?^&-:Q M%'RI3GC)R>0&"#4UG[&Y33FN*K%$S (7'[]_Y"A#)&%MJ8F7 8;MW"87'FN5 M-SX?
%:"G03O06%F__\KS!P)2H"V^:)^Q"8&R>E4$6 ME+.))>,W-O$[M.!>OY1:N*X_J2F[!8?2^EG7K@\M<#A"]UR"I^.*,^QO-QQ5 MC@AX/KRG1:V)Z!N&+!\(M/21%YZ&O>ZL^
E0K[+PNEB#GJKUM[0WQ&#W;A?" M.:^MYTEY+NI*0DQNA@CA9C*/.^YV6UB.<#.W:KA'-=#EE/_&I1'^TRI*5!,^^TR]]X2J8AR 2KX' EAQG6X&F2U6[JD13J M]P;]:"0Z
Q<6NQ"/8$[5'-S @H@.ZBG"'D!_(-PHN1#&LB6'F!0LHQH7#$SQ M/0BTOR(0'?V-BZ7Z/-@]&FL9&NMDC\;:H[&V#HWE,@UH?:T(CK+YF%M\P!(% MX^K)M!?!\
&\WY$3@+^N#R5@6X]O7U@C#?3EH]B%.'K=I?7] MF#AS3&)0W(N2UB>YT3AF..VR=FL=I?Z+ABE/I+[&2\2.]BJ"F6'O&@S;H?I M2$NY?XM4="H8K')P(FVY6).#C?FJN!<
[]4H]15?D!"TRBL-9*LH' <9/3 \ MCA/8%AEL_<0:04DNP9SV(LH4+<*YQ]X@5]88]C44!NV]N0A=R6%T5LPY\V-7
M3JUDV_LAR)MX;93"E)%BMBC.PF%;'@TGBX0<)%Q_UY24%!OF<$9@/R94XY' M@\.)>*)T#"!N5'@TT1]$YB)#YQLR^UF*$DGKV.53LUINE,?*55VO4[MMSN
MW'97Y6/8F719[2RH.A2 KG1K-(+,$?SR*&/$+B;V&#X]#]\%[;=BK9:OT;4, M%5UEYE$746!F:C HF]53.O6&B-^$0$6)12?U19V"=$*M&.(4 'QU+ M579P<>=-
!I^2W,^QE8Q'JG?.WK\^>!;3_SRG&?WP_4_'/R4$'+YL8NP>10^ M=GZ8='7MBQ\PZ;2^N;HLY+&=FHIO%UL!^V1)9S*_A&'G#"R]]@DM"ER[WK
M;9PG5Z3F<21SH6]0;W6U,R&$[QQ-,N3U O+R%"OV&,N(*F)V<,T,<&'88 MCV&*!U>RZQM9X^2RY/26F%HH1&IHP4N)7A@4?)NDG^T6IV-,,07=<
M0]('J_6);E%K15:64$)F+MEBXO9N\,S:3IKPERGC_E5VX-VH'C+TK^7X.79C M1[C'A=[$14P6KWS=6E>(3(N]S W*HN,E@+$;)*R\>S7'2PF;'NT?2=]UL?
MZ[L$ZK:F.DZ)2B])NBF3?S!P/';VP?*;V%HE^VA#3H.4?Z0]25C+T17I66EV%U MU,=V'IF;IL.&1"W3#2Z DC=U.>09;"(5-V@O6D7;!,Z*W&I-M;*E%!S
MVFVTC!PVM[;T%90U9Y$?6:]$IPQ;;+QEBLNL*@OU#:B2MI(*>KO'\ *J-Z;>3OJ%R/:ZT[2H#2N7PL!83Q:]0]$1U . $ /P#/;T+W$: MBACH-BKA1+MM#:APV5;N9(1[;ER MP?
8+%><0B?7.E06IXQAP!ZB^<(1]X(1_ZR'4]VCY8>3S[,'1I9,<)@O=]E' MS27NLQ_]LT1?@B/H65;ES!0'L-0F],EU=*)\G++RWE5$YZ<-FYW,ZY:FK)@3 M7
;\"]S_**F86:QH/9_.FG):6ZAL-I6I3AF8X3KVP]>3*YB4]HMQ*YH4@G9 MS4D+8!*F.O)*/]1[< X##]IAH$7KT;>Q9S$9Y:1YG3MQ@0UK^D9CORF,Z.RU
M"_P'Z]$1W&7]/V9UEEMDZ<+M@I+ZP5UI[,%1O(576V[3NL\W6:PH0!,%>9_; M*7&_8!!@*(S2M$G.+2(7%S-QAOB\RK]F S#D,#1[=G:OZKC7W] ?7 YEN# E M(BPU@E!;9C5]]
<.4XA.3Y,A&.0/?>X]ER Z&R#YX Rn5KIW:4V[#5$'.%Z><' MAV#*^I(8?N$SF6O\ETHXA98=W3[I]5T(K_[;)>ISD">V]4AD8#&6?ID4_TDN
M169TBXE$SF*+71#)RFI8M)LON6RLUO-MNO] MI$H@ A^P\6([6<&KFI2]H MQ-P*=9=@C&6@C-]*&,/RM@Z M4 9I!UM)ME"@P\&X(FE.Y[YR@ PN&/"@RCQ>8,0T:=6B
Q\&U++ WK*VH=>E M5*Y64-4V06B1]K$D^L7L'98CT]]IR SVWO'Y0OM[C345/7+:C[].\8B#?B!= MK=K604YFF4GPF(II.F.Z+IIX;<+N&D)!V3N^]\(B?WFZC,V)_V)U.K&XH-+>
M&YE$]R'5DEQ\AKK+7_3]%X3H-10AN^.S,G!T-"%O,TSZDL[7>M##BF3V M[G<;P4%+DH2]LF-]]_U$V1C/7L#31/MO.#;VGT! R_W^$>&LH2!LF3H(-]P^=)R
MM,@NX6[&/U+LZ&]8F5CF'S_/D83V U@-PR&;P&8ZA+%D?IC(_@S>WR>I);8V M,$6%;-Z 6:$;VZ+],/]@0R=*ZUDCC-_]IW%OB6*A3@'1+.R()X5E*SQX]_W!
M@'XBY;+4]0HR6>_+=&*^^PE\/;@(,#=)TZ"A_LUD^'OQ78NL8:<8C].$) 4 M!AGL:<\]KUL!#^SC^4_G'W5D'ANC>@A$4>8===_XHR,C9+3CC^Q:!4.:/ 8-R \?S]X?#
(X']%+ZQS&V-NL%[N;M<0M M6F@75?A5.P-1BGXZCXBD3?[8;=]P_T_E3^N[AV7;D#58N_]WY=W:%D[OP";] MO?5\>]+*80!=N6TM+P$*SCXXWD<)$&6-(:4>9X4F-
9=B+'Y0]OYU A)WDV MSU^YKNY)>7)[:O16EZ#^R#XO+X8,6/6_KR8KSRN[=H7TW'C>N1Y1HD%RR66O M=,,&(78C]//!.-S2MLFXY$"*7^?N5[:]K&I;6!BGL
EFYG]@DUQ"V8AQDQ@(MY8K60!Q ;;-<<7 H3 2,978B$0?1_F5 !_8"RI6@KJ8RY;AK\/Y,E@S"BO? M0]OG4X8U@'+?M:ZWXXIO4@F-
\M^1>ZZMXA9A"SCFRS*UD_0^P:/^PQ%"8CDY MN/RFTY-^_;'M@LX^([2(W^Y 6Q=<"\33R[_/=%ZCV4$_0&LQYV2?84KKF/_-M9PV"^L1=0@8+N3K@&&(N7$8:2'Q-
5C_3*""]01F MS4 MH_"L!?1F+$$VT?TZV/ MS"A6?-FR]45!).-B6%/Y68\RL@3 Z&(^TBD4X M2?,#IXZ[CZ)HN3,-82-GFIPAD+C?ORQ-[% <#.H#/!LC\1A-;#0&'P"2
ME&#""#O(PM:'8ALL$/6&I\I_2XNTH@8^*?P>LN#YX(9*26C1X_E<34HZ%0SO M$_@"$U\@4BCQ>FA*!9W!DHW,,M3PQ\3..A]O.C"<*V\OL@2PC2&KM](_!R;
M/++@^965,GQ5VNBMI\(H_6'I0T8@>ZE'T4>O;%!I M-1TTMN7_39=S(/288[M@;+SIX(3C&]R.25<\O&N_#SE]I^5DL?8 C_Q/L&-9

*M$OTM*ZFXBE[14Z(5#ADWBJ8(B*4VM^_JB0D|LETPP. W%?<2#8)BC_D0_MK^ M3X:OI"IK&-CB(/@\)D;JO99WP -_>O/AX&APQ+:CW9F^V"L%C?3CL."O)UF1 M4#<-Y2-4'+'V7LP6XWME[S&*?0>\HV.'"^@7[6 &'\Z0>USS \,T@P(B[*9@* MUZ%UX5-)O9('Z=?>BT]"^XO[\]^=DI;JYA9I09(N*?9;BZ,KN!Q#HCLD3V&: M%*

*(P7L%&>4H^AOMA!9R7L7,'J,.;ZA? D;.=2*2WG@-DMZ#W+'7]+N;WT,(*" M$#9GR|H<>\XFOL;\CK9BK4&A,*C)7-&VD"2 J)Z@*

M<33+0<(_THNJ|__\J?!L1-7T2.P+/_0U,#<CU9S2#OY2\&O/=A#"K8.4@#Z 8MUHR9G2,/T:CGF8\2-GSO^47N(41XD>C.,J;@[PR8\|Z"3FHV:FQ)1!NJ|0\ M>'Y;2,XOCO*2Z\HE-X ,2%A]*@$4C &9)D&VPBS%ANT'I3],[&X 1__P^LUK M[-DZY.VBMEEXJHUJ@^!HAMK!$7GU"23K"C"GM9.<|.C'7OZ6DF!N\ MRB/;VR6.O>OEJ8R&,89'5T@AG1Q=2Z9%*

*[!T)6MH6[++*1:/[J&CC2|\X,SH&U6 M)5ZQ^/DKVY!?4(?7>TIU9U*C'S(/&):Y]*4AGX5>CTO3'5!R00%0<|MXV4V*

MG;.%I4UC@[J.@V=]Y=,EA1FIJ894F\"ZJ=VZ"S'T5Y;4T&902\U&@N!6CF/-_M[_>NDL- +RW6IPLP$;J:IN VA$IS&+G"5K=5K8C<+)2W3!MU+2WEXT(#YX>R MP3DAA@(5Rl,*B$|QB|FE"$@X|QM+'--;@=UE?. H|Q2'<&R#JZ)EAFNP_U]R M7S(0O$79@;*M#I-OY59UNFO)H1%H(0W:2^NLHNVR7C-3PSHDFI9?Y6!JCN8.*

M558Z;$>2EW1QATE1@9G52LY/T!?EYH>'R7V_2@Z9.W"N?EZ#[-JC M:N"KG+DBO%5V5XWFUGUF_>N1Q"

*-EIW&X=2T,5WQ^^\8SU&4/^NT5%AWF!T M$+W^)V)45+ MW._9XU;NF<^$]L^>OL2)(,.U;J&+P"&1?,MNUS6U&9IXT G!/]BJ/9PDK9]< MXSU[($O=(6*MOF'UE-M&9NR*5_"7Z!31 QIB M*I(-Y7)U816O.J_+&IQ6RT!DBTF2C'-0#K&)](>=Q:-2#:\B3]L;VY;QPE0) ML^)I>]VK!;9 -D(N3.DR|HN2 MG%8MH5_0_'YG!JF-PMXEU%'*

]Y,=!4+I]AE=&G\KL'E0 6\UY;^C'3!CSOG M:OL7Y5NYQJXA-!E&~=?#,V/|NO:LZ&KNXX^7K)'G S6_O/8!Y*I$.T/ M5UN1B+W>!3=P3CJR+9*

6\0IQD!Z..7B$TDUC1/JZH2S6U.O(T7\KB_M%9B#1 MZ/4UE[S.= KR]ILMU7SE0A5]. T\)2W#,+M^<1 L47!0E8]K1WY:'>=VE; $3F8HV));;:#ZVJ,NS42+T\8M=?]/<)%4B%'M!

M7)5T)09&%:=E$;9IE"(VL>&19/9'MG\!"*,:NUP!\KIW\-K+'*]$-]7/L;&O&4Y/2H1&TY M*\GINLY\9;$ _(484AJXES^_N#-(,I1X#@VVTY11,D*JK4M $%6N6H/O5(I*

*M6^#.I1**\&+^Y$@L?:'$Y#-G6'"5>6Z\AP;9!=O!SX.V@R%35AT@ECZ0 M6. MR4Y[$Z0FSZV!T)B,L7&D6BET8B%T4D SR6:24)O'SHY2+T"THX%:9YY9*, T/W AC":?:%O^5'N-I.1"|[M.]9T:'KLO*|M8D81$QZEM!E51BZBZK&=W" KGL MWQ@I'>GNXX^7K)'G S6_O/8!Y*I$.T/ M5UN1B+W>!3=P3CJR+9*

*PV=GCX58XG1XCB3E\,'R)OMZ4,X(I*1NHS[XOKK ME +W-^#0@1")9"^FF(-[\/])@"7&J3_4<0L(&'ZN,/13*WL\D0CA]+O9/EG> MN-,.08#4" M-)^MQP"UK*%KF?#B,*

*,OVL7K@.]$T;V5;=]NZT19@7; M1HJ$.AO!":P,9%L3Z9N6(H5-R6WE#S^>!<@19H=]-X+.9;T=GA9PS+4KI[_2 ME:)6OMJBB[NAH,O*9+]>%[Q9@17[G'8K1]6I2<8O6@QZ--J*

71_,J.I5:U! M Y%.[Y%N|WE\&,=:.T,E3WV$A=V,= "MNF)@7?U"(<&U]0:)-[L6(6+)N&_"DF M-*RFU/K<5C@.5(6'B_B/PP^'L3TI?Z\a?"4%%;.\M'&U^W_O+\%EK M+V-4?*

IF%C\YR.'+MQ218_(6%7UYHW+,.3S,O!ND"]$'3YWM1\HTPB 1\K ',.C M3V5T.F8]%QFU#H7KB6XS"S7PP#3R+_!2.&O&3_]G"IL^Y@8O/]$EFI74PT:Z

*M+'"*UL^3;9Q5<.=CJ3+2T:&]'[$L#H;A4,@)= .;J?TDD*6K,+[K[BA)Z61V?B M)8SE^NE\C[Y&O],8H63U*4U&_?@"S3@R!@OP9=U@5)*Z!R^0KGU!4\5++;D9A M'%X$WRX7*

*CL7,__$;YO6>;8MR&90"O?80LK[AFDE%;&GF#>)5>2]' M?M#3PUM=*C"*T-R*.4C,%5QE(64'+/2YR+!3Q@(65]%]4O,, MIAP>?!+VV3KN)NT_"WHG1N=+$?*

$\\!^_Q(+)2@1\S5L@%0OZJ4?2. U)Q]'-2 MM.@.,M42:HI[7"XV!=\3L=C8?WT&6)M3&J2V,6S@=U$'!RS>ID-/64YQ8A:1K M9Q9"RHD?'"%JN6^D6(6(3?PQ9W2F7[.!G; IJ,<"[":V;

[6]!<$P@;B_0OJQ$ M=#4M7=TU/#3HJ5!5S'9259B49 _5%P;U_3EFX0I),/0 E!)D6;V(-Z9J*\0< MLU45/!@YY6AL?8%OMDEXO$M(4;J2'V;WORZD9,RO!!D+Q:P+%0G8#4P?3N*

V MJF; ((@ZID2=Z6)!9Q1)8DV20_QX,6)#R5:4W!7:.%O)R?)-LEFPV.C\ M8/K>T3A+,R#7MM!#BRGM+ ^Y.R'&S=$*6EOK(+F@5TSH89P'<3A*8H &LK@*

*M\G+=TS1#@ZVX.,C-&%10OS(,SM?!'1XP+%0X?OI*YW;!0PB7Z^3X\ FN!;8Y M!&TN^:ND0M(2+;A)9D_\&]NOXT5;MB8NY%R*

MMZ]<)|A+>9;_^?ISM4.A",XE\/8DT(,#34QRF9$%Y4$Z/!L7@S!]K&I+I.Y9 M54KO]9$5]BXM4@'ER-FE"$]J&=B^A4/ ML//H^HSY>IUQXR"O-

'8A05;7+"0BE"2XEC@/Q9/O50D_UDZVIH)TNX+$Z+(9 ML3I^1:EF"EVIE\6^5HU3X1'56\CI.2S#6F'@<'H;&8-2*,+"ELB\E!<J)L MN$,IB.]I9B<!TSLL|LQ"M)-

JSB;^3JU80>7!T%_\V0(RVIH9 I$*2,"4^9^1V M2NA%'[4$?\-?_G3X.G1]Y.C.#H^.CZE-TP$ID3LJ-$C=1S(.AOFH@4?,_6) M)%>)%C>28H13E0[HI\5$5>>B@7 -$?

>5+@>L2D;MBY/G]PQ#W(8_1;7 MB@33LE X4TT 0LC @&XI-4RDC$*N (WWQN,MWFV9-^%)MQ1D_]%#(X=4X$? M'K&@L[@#B|(.OP]U(_!)L)M/Q C.UE6B2-

#T4%C#PP3'8"DO"3ML:.,"4TX@YO MBSZ:%PM;0-

*)2V>KBZ]@"!*4Z;KK*$MBC4+#LEG(6U7@<]1E;BN*_5>I0$Y5#4(&1%TK.&.:@MFE"STN^5RWM25R7F*\HBFH528JCR'D5K]\ MF<%H5\/-*

B2XM0"IARS@OQM,MCUZLB:9EMN1N5_ZV"A(B\<;'T>VU/]EO-Z6 M?L]E-[*NN,#A3QB,B,B#/'>2UB%A%HGQ KCLL*TF=O&FL1#ZKHA^(H&IC8G(*

*M%&U&&W50'"$H[]=$O"EF3P>!;G0TG+*R%"P]@M6 F,>>:;GHEBR@+:,#D M(YV@B6!,>O[LO=7K&T+X4A> ^%O]H+9J!>Y!+JPQUV%F$MUONG2555@(@$KD< M2\|%B2\)?*

*U?7. ,3J/U80>?

*M.@,9%G:1N2@8"6)&9E]&RGT'[VD,4UHSC!X=(J&O02Y!\7,X^Q&.>1+X'"1= MJ;+ E3*E!>4"'@)_A#YWH5,A /:(BN]T;$EU3D=S/ZC5ISCZ(A57UO,LU|21 M&X/9?*
9]4>R%P<,\SBL1MAT5>]J1 >$P-/-";(47UP%#!,5U92/NG%Y1 ??/ M":.2RJCIY&/O\;R_ZNRW]'Y(9S*S,@PVB|CM9S|A?(,\NTI&?S+|TMIS<-@H*
*M8^?!4&;UG_UHU|!Q_!PZ%WEEVP"S+@Z/XIR\Z-_@=_5;=63Q(@;#>S%))@,-M,&ICZME+3)V/7I%-AS[-S2SPVCD<91!B3M$X@0P6'E(90'?;<.0A)D'/,)') MK=?<8Y"&19O2R9-
LO)9J-MOHRNU=?OKGW0O1.!$,2D.Y-<&Q95P%<1HGF=4=!2]P9KS'&2%>=~D#3VB.%#GU< MY-MH4@CC0%2MD*ST5>9";R|$$M@&;(:AME=P^L3-
E[B,*MD_H&NUA5!!8Y28S1+Q&C['(J.&D)NT$$U2J1.!^@[4/DVB420"#EFN%[M[MVQ :2E:=-(V(>[GC*$NA*1[]XUUOV1 FC#,WP[4L0[4\7@'ZMB!.NX=287NJX/1 M]WG :6]
(ZT61(@4Z=2T!M'1]59G5Y%,?OG8$O5>:,;QH\DI+8T)21$<11+L0\ MAB Y^,YP;5K_,'4@TQ0+[>19';0#?=$?BD&CUCW=@FW?8!,A-<\$9+SW&$' M'LJW;6%^D2BAL\'
=NF^FXO0<@)P.>OELL;= 4Q?>4 ?*KH&TH"&!4+I+=.ZCD!0O*3 M+TEH+I3P:V4S*W%L-SY(7(" <=ES&WP03ZL7_E#G[)C*=OEIO!!XT;]Z&2 M^".OI/?=DA>=$?R%X)U'"TLPR;
[A\IPAS]7G!"C!\U-=1LFAPYSU.Y,/9\SW-(3 MH$U.OM\FK\SCX$U4SO3ZO6?VWP MB#F1[P<1LAMD5;2+OF>Z&E2YZ[G.K],R:&C1Y>,;.90%)N%<4UA9E#JHEWFC
M/5!2R;T16_-;KN8N4B,ZN(.+,/#_K:=QT3I-U Z8BWN!6>8'HP%^Y>G@4TX, MCGS?-CA YBACS5<&S|X\P5#6B&)EHNM5\Y=L)) 4 M0N--T'UG[RHUAVV
2,78A,RB'HLR]'P'_%>VB'N]TRXG;42@7,I-,V5SO?'K MF>:%\O>_V5]WX+.2$U])#FEM.XM6Q.)N_9(EB6D O3YQ!P=V#7IM&]RJ:SO? M8I0T-[\9.S^T`-MTTH9+%"QE,(M.&?
I4/05F%(:2V!K)ME(2PRI7>B7R$ M.0%9W/>]W&8Y$"?IZ,*7<=-=.NH,TD6W-T47"'A 8I>;R*:NRMEL+]/4T]80& MQF0DN*_0U]R_4D2N)R7QK,/-16:[DDV/-
Y;!@H=]Q@=D$3O9%W`O&PO9,!-M.5!'/92B^YLGQETSX#?"T+I"%$&W8X/;15N9%8|SK@]%/,;TQ]SPHI:!!HD9$
M+ZY*0#KT[49D,Q3IX_18P#J[96OPTMF'"%K6.$'5>1(DA4K#'X?V5T7V.`-MF&L-^B(8;P53^S8&[5SI=(@LTQ5];(#S0'ICR&$BP)44B#;QLZDSZ]FY(KN*_M,?'G*_B)-
E^72F$3%RJG_(Y5<5K>L+-2 GI,QM)6S?S;&C(,2O,F]/M.(%% M&N(00<46<96%&#BQWX)\B_W8:C^&V$!)*. "H7M3MM*HN"__M(91$A!,-06#?4/978]V14E+
[,@M#:)/Q"OE>=G6PP\6 MZ?;$N.3+%"2^4YSV*5KYY_&UAY&<"*1+N?!W<1:ZDXGFQ>WAH9\"!HHY2:F MSGP_C'EP LB_<-XN\PS3F<^N+U@IW:B1[2' 3?31-
3S#'0[0)2+W\#&8-O"A;^.%3?"#,4H20THT$8,.W8^*.'H3XQ_/6&AEM0WQPZ[,.#L1X[M4>S= -LR +I,G M,,&U3./O: M!_!R5M%KG9,M;D@!|&9"?-@47"EJ3N<"4?;?
DQQ\@.HBRHNW)'2!843|C M;I=Z/ZP4P>,0[UH\,LE:/D:G(@:)KLG1522E"R[$2\3FH?/#!>ENV.I0) M*JZ,>#MU|!NY:Q<(>>,#C:ROX:+(0C%QI#0.*IBKGX'911@JEBQ
@MK1P;<.Q^*;U MHD]A1 1G1DT/!N+]RQ5:C0T%@]Q4O%#IVJFRFP3$2=GK'S#;4@']'.I]!Z(^ M)E&CZ?FH+94GOYXWCN\K)(30B6K*C'[[K&C)"OD*3W];4J-CBR_FJ[<=.]/
MTY7!W(VLD(D;MA("\/#"/\CN:BV[#L@M9$%#]2A[$3K9Q?LOJ M/"U4]VF\(CHG&A[*T\;<>8EI> D MJI\|&LO]U=YB,[G;^D:O&
P(QXEYZ&H3WM^=6,%HW1>NK6_'2458Z&T(=^(M?7?.!35SNSWW.5NM8ZD5/=8 _N(^7%.H.B7X]\N$&'+=MV(%O>BK*@.M(JEU(.M!B*I@"!Y!
5DWCKS]A+3+_I1L"%RY#Q34)7M(41J1S4SLB'?IW=P.(9@6'>2A M?- 5?>H<[+A)W;D'P)3>HXNB7AV+]VYR7E=T:-23HW,_+[>=-*:!H1,+A%28U= M447&.:
#"Y8OF2[S*8,.J6<6Z5\]W50&E MCD[7!1M-993$L(2(1IOI.Q\4M)"Q#3DM=8MRB@-_^TME13I;@EU0_N M!SAM=8?;2&$GXXR1.=`?0_3A'-M68$U%NT"44BIMSU;.**U
S(2HG'E0!Q1B MG:<62B\3]2L#LP]\3EIG,:Y]94JF"M#'CDP)95'#[\HW4C\(IXP?>NBV&A-(VN!)? MT6!;FGH^H0IEW]/X8[#G!:X'}RDTJK4!SD<&!2RS"5#_*,C"N1 Z66"FR:"P
MP!'+M<:]+(J.AA8DM;-P#.@?T0=(JJX,N +Y!L#W&1$.Z5WSILT")XD-**.7 M,;H2SS6F5*5**Y4'EA0Z&Y=@*5,T-\&WMT]9G*X^>.9 ^ES#53",#(T MP4P^L\9FX%+>'-
#W3JM0&W77ZX7$>(W+M)H&(0GK7A&|&IFR6/N321P4'L!./T?.+%ATM2WV["M<&JHR8DL"%.6WG@F."VZ&(9Q5W%S4.0^^VD_)IU
M4VIU=AZIZ,5^04*NPB")2R4H&)Y1:4;2Z#!?+-H"GTN7&OTB1TW1O7:S3,@1 MJ"SI=#^[!R] ,T2@?,)AZ);N5] BJH-8?
R&V>VB\N+I)5!%%R*X/MHU!/,22I@KKV2|O,NLR#,17_)MFZ%!% N: M?6[[$%(Q,!S%&A:KRD .>/VWZ C.F;9@4HHB5OYNL@0Y.0.C[,-,(OX.:Q-T
M3C47,P3&%%>MPQYO[%+G<;PZ*3?OU@TINRD^U#V@ M9) V$=IGI!N?6K.&'5++[\S02U\DSD18$CXNKX70;FFA.:^"K0 *67F3,N9 M%*]2GZRE(Z?ND;_\7OGQ*.*?_C\G-
@HCPX\Y XJZK MX[0HJ&?I'2KFY,Z^)IZ2H\/]?WJ31 GB$2/K7[18 JG0DZ-D='QX?,*Q= #+ MV%]BT/#6688WHGVIWPOG5#;IACQYP]8-J;0L#FJ3=#%IK5REGJ_%8U*BJ2\'
M>ET0@WB8FFFD01QQ2T$X7)ID(ED_X,WV85*M4GI1$@JXB*,D4GN2_@ M$@3!84V@=,H^;)LD&.@M:9H'@#5K!RF7$@P/#%R+?2'!QOQ!+1VSZ7<>
M%=DL;S25[:LWO=-0'1QH>[#YH@TDW/PVX;KIR7SY?[WI+BL&&DIW1A(:<$;S M=)S-_2.&)YEU?$%IB3H3@=ZA]_2\2YW7[+/S/AH%.1'$!*\4 ^=E/<4&7HUAE'.,+D&@ M#
C#&A-1Z3"ZY[C,64U<3^PN0H'T:GA$Z01<^;,,?U!&^D"1%^S!=)#8L'GR5 MY8LQ<=N(GIGTLT9$H^Q<28E)GUE;'M9H2X7,D5&7D&)W),.Q+2G^-R)=474/ M#.-%"VY+J3[*0-
MK";B(-F8=#PR7M/W]]C/J8!8 J0!/QEU.+(R>U5!5MM4 M4=?.,LV\X=/?88^%7BBR]NYOYU5*[_U;5B[I]/P\Q1_@H@;SOB%Z488/E;6C
M:A[TEY.1GW2U8*OH@>=Ef6TV^Q$\UKX7G9$\)?1HP5!0HGXO%PN-\PDN19W& M6A KK7(+`?9"+_-MF&<-[1<3%7C&+RBK#-FB M@S\'.WQ\H]'[HBH$'2S6HBQ :
<25O&B&U-J;8?MF1\V?MJ)F&H1ZR)9_?[MC]!'_O"R5:8%;S3\A1?.Y$*K@P#*7(3#[O#.YAYUF93=T5#A9S1DXJ39?N1 MY(@7;PIZ3/-UX?.8:*PTR2R^2H*PS
@W"&F)N.BI%^^V*&NV*+],)ZM],!3(-M\^YKSK%#;M@*XOPE.HP26-UZA18@90@8AC8+)5$!;IY^/OC)5<:?K87?J?M
MDJZUZ,EV@2/Y&]!-+J;OZ002%JWB(V.5%_B6GDT.8ZER405,>BI52V1W>6?:T ME/QG&]!A2V+16D/Z7.%[T*O;SM=*J-2RR1!&8\[2<^S+=@A2&(2;L2G0@$];9
M2HDP0"+2([=4Z>/GV2BPHO[3NGB_X4S*BG7NYU+181PB[90OQLH%7*+&#P@\4N=6$AJ/Y;! MTQ&9#?51B#&S7,E&R:+ +#D!SA[2,Z3>_-Z09*/*=4?
[B#;"P8B=4;G&G>7X,/*,H\TV@=VZUS8;CD>T6^[M>$C&UYOP\JV6U$HJJ-A?I9(4+)59&A MZ_E*_@7AUT-;60R6AHV8@Q9"Y<0-DB.#Q<4N!\^NJ69B' @D/1ADCQ;N)\@
M'R0.=M(RGTNWY2ZIUT22.A\22_3+B-'SRNC6 TZ9 4%;ZJR)JN!)=+@8= MAV819:,EE#'-'X..YRM1QM.#!5%0'UU*B\^]-Y6S&%WE3NUYZ:(>W?=",,S8 MAYO\3I2:3_57AP-
M0;@_6!(RTSI;W!OB(Q(0]/(7;5K/(CZG&;/V?P")]5"3%26?(RFSN$F)0DZ+ MW^.T>AZG#BFD,-SY++'4,!A!).&;[@\NY5#C3#)=TRSP-8ZM#B@U=.B;)U=? M+FF6]
<9D;Z_!@=W((?>B,JH]?#*I#U/.S:!+>Q.\V36X/9^[!)DE8>]7Z&.6_"?94E?0^T@:R(N:X;,-Z +-7/<:MZ#EP:^ST/FI\X MB,F#]H?
L!#G8ZG58HZ7"G!O5%)D*I_]5Y<(!QE.!+NH=M<;*7 M?MT'QR5PCMN%U-<#O7BFR6_3-HWG+_=\TW/S]0G(.7S->PE*=*DX5^@11LK9Z&.5SNKI3&UCTKZ\@)FM+B]O?
^:KK5ASZI\5 M!LV5&)/4=H@[S-+IYQOO_&H#CY\)/4V5!_M@:OB0=1*OF@@;X#5J#:?_B!!GEVCY M!L\Z(S#X)@M"#0& !G2CJ,-/#&VH!PW$7PQY.9;U'A3'Q;Q8H50IFTBY0?;/
MVED87D%V!V,)=;_] $YHR7X "Q$YQQ9QH9HJ3UU#"?_W6T+9S>@8V*DAQB 0W M2[3S\-O,-\63-@/VD<.^M?0<>6/P/1B\D8Z ?-%HQ MZP/1B-
ANV./P'_%WAHP37;!4N;]:R@58EH(R-;SX9G0B0+CR0^,9E>EW?]IZ M(*[TI1A0QSV6&4.,,5N3HN"@>%#@>G\9#Q0QD>$4M!%6D:9G(A*R-N]=,*#E]5$8
M*V;7@YH115SIEU'AL#534=^H8AI4R1H/F1\C&/;U[^TWZW BP26C;!F5^KUF ME%04+K-TWM_3O/XFQ,S ^79MI*8#E3X@(H0X."H<1>Q_D$>1G\/M?;!W>K;W
MT,A29D/U+D, H?TX0QD8-_?BT#,JQ?#;&I_'^D6)1?)&#@YNZL\A6BX//4@U M+YQE:,3?/8V21N;U3\\(I]! ,+0SVL,QD#6)IC7K:>3K"K6$DI5ON=TA?N5@ M%=X]P*)T,
<962+O_4@0D\/F\'-/1[:R7!"/T;*<2_9) '2L/CF55NT,9+Z2 M03APZ&JQ:>W'E,DM7SNHJ%::GO]M#4,1,Q07C=W
M^>BEKJA;E'HU6!"$XIQEP[X%">EP=T1#28QM6(C"0%EDE4EJBE87!X*W/-5G= MTT1QZ"*#O)X'[2Z /(-\T.QJC R4\&K(,(R%X4ARK":S#[2KFZ"UZC*I[]9>C#ZM?
W?.;T,9*V!?) ^H]#$^D: =R;,S(6%? MSK-(SY8>X3\Y62)]K$W'O%O+Q25)N= O %6,[R3.?FU[%W35\<,*U,@/ID^K M1,UC0]WBB^S]7I63F5A"S:6%9-T\',Q;12
&@%^1<%03U3*8B8.V*20/2V= M,>?ZA!1;W U=X!?E"\+I/V#HG.T)L9O4V]_37_@-GA.$6H##H?X\MZ]6)6LBERA% M$.%M"]N_&73=QO>'8WX+_MC\]*"AXN!N'9MRK%?
3;33;8!+S ;RL# --3 MRUFB4HC8^N"KOHE*5"#$4=G*(1X?*@D(PT)0D.RQ:ZP\ZT7\NK'K07U0_F:(MK-`21)BU/12R.*V72MN-LDE)!4]AKZ+#S?+;F<'N^F\N[FTLP"0
M,B_JUK/]DWZB66"VL(KV#-NR)Z6NUUZES,;]#%$D,:P$6!"89QF[]Z]!NP3 M$%035M).1 +MW@5MIMB& M,LIK>64DIZ_-"DM%CZK)XSY1*@^BD'8I8S\5+3T\B\$#
(H4>HY1]=3%"N:/A M9"&EP1+YX3>$8N1Z_94-)'5VQXNJ6=68,ST+FOGGOI[S;]F`'+75E^1[% ME^=
[!$5CP1PH6Y1^4MO,5P3E+T)/C+;=0,8@W$@CL,E2>"7$N$735E;]"0-D MS+?-:=L:"/4++R,^U-%%RS3UH%<>&TD4;@J/N[MC(EAE(-
%E'>K@<<<&0&3M*16;@ZO(%*'<"!2D&W23Y!K)IR.<'\3)RN?F=O@W/Z;>39L2F],(Q=" M2 ZFTK1$#A4D@U<^B#"C+.V_"M'S0:4 JZ!P(X-L/JE0"/OSV]^ZDP!XB$W
MZ.O5OHZ^9ZX5YT!5_]BVX1KC>1B@*ZX<-'-NCR#^S3LDWO9DH2R;O) Y(#7P'65E<\(9#P[_"_D1^3A M,,KQJ##'PDIHMND#6X"U_K$49U):?7-
>O#*+,N]SW!VB5=?,Fl:G1"GVHTV4% M?$0U+[ZR")XGTDBX^3L,>YV]O1$?? S=;'?B3#3BY*E](^>/7T"4LETP1O@ M 7U]
[^S=B[V'6+-7&5_^O*0C123WRBNBO[(EQ*I):JPQRMV#MT7MYR4U^ < M_-$5;Y(()J0 A9Q *O\LRYRZ+3G'^6"\&EVF\S9["!)AMZ^IB$U+S=_0?4*M
MIK,.DX\7Y7R*XY)BR12,F-D^EAI'08A^1&,N0VB"67H38/ ;>0ZV@ M.^.@DR!3'A>URT'7:%?'6H.1G=1/H+0^&\Y M5745E&]5*92QJC_>@U(NJ+_)O<4CE^_MF7LO>163\]8#
1Q9<@Z9%G XG"""P(L4E&E'A,4G=DEZTW/@4OAS^Q&AVT3NA\,JH;B>LD63QUMT&U'^,NU9>I\X6, $7:1 M4]+G2PUT18]<*\(NF5X0=_6]_8JWCP%WDQKL3O@.
<)SD/G?)O%;L-?T_5Y-#'T42$;AJIR'-CD^R^7W3 MR;!AK Q3<+108N*R01(2?6';C;-Y>;4E$<@+6[3X-,P))P@QT(K% 'E\)>]R M50Z/G^_)DO[-+3!C1*5;M7.0?*9SCW-
%UZ_P_R6R\@%A+9DL!;N3-BO39K-"_M-V*9N7+SB7"MV%WH?Y>>C>GL2#P[S1N[^X^SQ_R_Y%5.N9F9J*)*8M]\ZO!F\"9G^E"G>7NG)/XL$[4
M]1:5Q&5;D1L(3)SZRT??/[*2)MK4) L-*PZ,H'<X?W)>V8.DOUN]-&\EZ";DZ M*/5E;2618<5XM&0X?&PMG@$X8)QK<\[]9!4<5OKU&D'5(BJH1:.NUYLG*,= M,_&&1+6)*0
ZSK;TZ^>FRFN:0_TN=BO"K8K_X.Q7%FGQMVT.D G'>\?_6RV MW7AFOD-;V+O0<4\)DK-BZA[*V<-[^3ZW] K>JBJW7R6T>%L*JI57M-73GIMP
MN,C8+ ^Y9[X:,# ^D[P9/O:7LK',A;N(>2,W%+++;MHW3,/MD)0ZPQ:H&"0[.^&20!*[*;OCOM$2,3NM),M6' 9W14 MP#-Y$1Q(85![]A04/=M-UE]-
%$#U.T.V0]HV$OPNR@+EH)*!,1&A(OM=!4I'BW=K,\. M_>]ZFC25#4&6D>TDY"N^]85,FZ3B;@!4K<)!Y&C9EW0E=2+(0)N\O)4_W,BHMK MNVI*+|--N98Y\?!4Y->?,!Z4!.OG)?
MR6;Z52 F;(WDJ0.'F<+>+CB Rf%PD M#E2M^@&&CF8Q#W$0]HI5NT0H=#W;W_12=*@83#>4JN9<=)1*7K\2J-S;>XK< MDQZS)ICGMO;HM'4B8$.O=%LYL)MI?
FU#2>EUFL\%0&++L,:V^EPA^>?:(7L$T M"8T-1@),.TI@9BFM(D)60#|_U;)A0>V@LKX0#=/^<64^9^PB"MS4!N?^EQ;__MPX2?D2!C/A3T8]!:XERV8]+1D\Y4OKBFQ&
(W;&NZW8?I5028;E<'&_MT.D19":)1#$[:R/1A<.?BM2(525N8/F4K.<>*VOF!F5,F^_M8GLTH$!;>>3G$5*0P>_I*Z3\ M]8<7A"MYF+'IXRTKRCI*1@_H3FV>]$(W?
D^7RIVYDW+]\5W N:"KSV@ MU2YR=ZR\Z+?1X(*:.(898P9HD,SEW_G!P_GXMJP\>35=Z)0)R?17 @KZ>O;L MR>C!WM_/WIZ>[CVTK0 "0_/?#0/R(4@S4RW{JP- '4/?4;
[GL4>'SPX(HY85 MJN-AT^5%'B25Y-V48-7T)9]8_L2]5^K?1<7XC(G_3/WP/0]6P)-W #:(RV2 M>I(N&27<.X3]LE%,&5('&1"(GO*9/*6)- XPC)I,FPP,C21%W?MX/:MA'"%3?
M%HLZ&(&@RPU/EUM32O]Z1U+_D!OM7PHZ]?Q=4O>P_YS[\0.X TUUXZG88 M__F?J+*]8:C0U3]X?SPMG@$X8)QK<\[]9!4<5OKU&D'5(BJH9I1.:NUYLG*,= M_&&1+6)*0
ZSK;TZ^>FRFN:0_TN=BO"K8K_X.Q7%FGQMVT.D G'>\?_6RV MW7AFOD-;V+O0<4\)DK-BZA[*V<-[^3ZW] K>JBJW7R6T>%L*JI57M-73GIMP
MN,C8+ ^Y9[X:,# ^D[P9/O:7LK',A;N(>2,W%+++;MHW3,/MD)0ZPQ:H&"0[.^&20!*[*;OCOM$2,3NM),M6' 9W14 MP#-Y$1Q(85![]A04/=M-UE]-
%$#U.T.V0]HV$OPNR@+EH)*!,1&A(OM=!4I'BW=K,\. M_>]ZFC25#4&6D>TDY"N^]85,FZ3B;@!4K<)!Y&C9EW0E=2+(0)N\O)4_W,BHMK MNVI*+|--N98Y\?!4Y->?,!Z4!.OG)?
MR6;Z52 F;(WDJ0.'F<+>+CB Rf%PD M#E2M^@&&CF8Q#W$0]HI5NT0H=#W;W_12=*@83#>4JN9<=)1*7K\2J-S;>XK< MDQZS)ICGMO;HM'4B8$.O=%LYL)MI?
FU#2>EUFL\%0&++L,:V^EPA^>?:(7L$T M"8T-1@),.TI@9BFM(D)60#|_U;)A0>V@LKX0#=/^<64^9^PB"MS4!N?^EQ;__MPX2?D2!C/A3T8]!:XERV8]+1D\Y4OKBFQ&
(W;&NZW8?I5028;E<'&_MT.D19":)1#$[:R/1A<.?BM2(525N8/F4K.<>*VOF!F5,F^_M8GLTH$!;>>3G$5*0P>_I*Z3\ M]8<7A"MYF+'IXRTKRCI*1@_H3FV>]$(W?
D^7RIVYDW+]\5W N:"KSV@ MU2YR=ZR\Z+?1X(*:.(898P9HD,SEW_G!P_GXMJP\>35=Z)0)R?17 @KZ>O;L MR>C!WM_/WIZ>[CVTK0 "0_/?#0/R(4@S4RW{JP- '4/?4;
[GL4>'SPX(HY85 MJN-AT^5%'B25Y-V48-7T)9]8_L2]5^K?1<7XC(G_3/WP/0]6P)-W #:(RV2 M>I(N&27<.X3]LE%,&5('&1"(GO*9/*6)- XPC)I,FPP,C21%W?MX/:MA'"%3?
M%HLZ&(&@RPU/EUM32O]Z1U+_D!OM7PHZ]?Q=4O>P_YS[\0.X TUUXZG88 M__F?J+*]8:C0U3]X?SPMG@$X8)QK<\[]9!4<5OKU&D'5(BJH1:.

M.%P);M|\72Q@6_QUHWZ4BVQ!EB].PTEUU3F>>2F-+_[.:Q\%EIQSSYEY"+R MD79PAB_0K7@/=:#BK[,0CI)P60R.4-"!]ZDQ;I(1<6;DD8/>;#42S4P%=]31
M2_Y]RM)="TW)#/;TN6-XD1HQ=JD2K+]?^*:'E?1F+KSA>$6- H-]7S?:#]*P M8?2/\5;9ITF6=<3OPGD<:3#W]/=ZH(]V6T52RB:*,K4TS(9BZU2I*M/M>'T?) M I2FV4N=!
(44Z6(+C6"1 />OWIL8D%F9H.)N#*Y9?G"K/KG0ND&*Q+0W:B;1 MQ;(5X"5!P![E=>?C3)Q %J V:P*P,0;B6#%$C,8Y D.V[.O?V$.*1WT%=1Y
MS1&.$ZP<';='88>4$Q'TR>>_25=+)^_/!BM4:&Q M6-G.E6"X(E7W/L=-$GM@@C'2[-P]=6PWNK'OW.%6C|X%0H,W5W!/:#!?E(N%
MVR[OFW+R\7Z^VBU]=B!O\3:^L,B02KPG_R44;P6"T9YN3V;@ZCP4)C%/QE M@@28&Y\ZM&:[?X!AP-FV+7"P:10Y)+UF&&=S0FEY?G,:+?^K3L4P1^IS23G#
MR.V>:69X$8&ZF,%^51:F@YP2Y=XO_6$GTG>'(GTX\^=SN\X51$>- (UB77;B ME7<[+>N,D \S.Q.FF%ENV_2EH-VLW>6L:54:;CFFL#@OF?]A+XLHKE'W3][#
M52_*?'8MV]NLC"5']]5.J_Z.Y]X@W*2[]S=&@/5I7A1#]A&8]/9OW3&1.-[[MP(LL:P)ZY+W;C.+'GUT635B"X\1$/WR(BYO=8??,U M>-O2QM'I0)/RNH(W=ZOE+E<+P &T+-
!PJ.DC0VIW@Y/"GSAF?7E@VFXZ[K- M,Z:>&K:R2Y\QCR:(,=&R-ZD(.B-*.?"X%$5)7::[J,O+J=-I7VA+>3IQ\1)# M4:#52HU6YZ29.>?6(&:0LMT@VF=E,OU$(+OSXK[D:3RI7-
2K_6I3H.#E#/R8 MK4+%?3\FZD[G2D]M 0>^Q59 MM-2STP5B $0:;A(]4[17)/1-!U0D+]* ")^*]&MJNG9MH'%9D)\[F9=HPB\IN-N[2'U'N>4F\QVPR*)S^_B&6M 6%#"G6,B*)
4*DQF?GM][^!K1!ND"; MJC@W"F0I(?C;X_6BC_R[=;%B1FI_93_I@*ZH!%F*9H[Y]+O:04F KF R'4, MY/83SS\6)!2$'XCA4AXZ05E"_R@(<@&#V 8PU)MH&A@ "+P4
MY+P91R$;P T]^X+<@ X>!@%:<+DU"5%0"4P.@AO2*P^Y]W&#@YQUS%-DWN2 M. ^U#VE:0O=V2K8S44W:F'3GC!Y.U}>QA B\6"H[,3&@DFI>$@2@NF-:3=&GX MPCC3$=6
G-DHY[GHU4F[:)Q9M+TBN\CYKM/^2FS@,;!56DV9RA$* $][0:MA M?2T &E%S.A0*AA!K2MJN [H$.&OL(]I%7,VSU#/+LC9<+7CUAE]=%+[.#](1 M$,/!T:L?/=\MHR]FK,#%4-
9|'6 MB?'GI!A!J\C]_\Z.W*D=87'2&3<%4*\],PZM@OR0YANK1!;U\RNL@KI>7#7@95VRPGSM-=*?5+3)21 M>PI(1!!+21Z"FX>,?I3AGUWG&NRF\ ONM;62,=<&IJ;;VL2\X+
<7IY_[_Y6Z M0/O+Y(C?S?I=>_N]+:LI?&YG\IC0\WDY=M/+2 EW&)HNOGI7D;WK"9/TH?!G ML6ID&8'&(@@W=K7YK A-;T-:]@.8P!>MT)\RG84A5-6*=5?@<^Y>L%.C8]$9
M29]]$931NUGF]V!T2@@B_DE8TRKMF^SGB55),R^G;]3W^5\LIFEUUQ=92LV7 MT%W_0+5V2A;K\PT^-+\L6E?#&RL@5,)QQ?X/5 .$L#82N_0X_[(R]0*E+>!'
M1Z&)>_\O,ZKJE4-O?4TQ8OA&A%_$5^AN1)PW2>DSE>?!63Y7$;+2[,D>>!FT%CU4LE_4+8F7%<4GB#9$1[.*/%]_1;YQY1P05"/!GE('6']4FRG]IFR@8+37_ZO
MHR>'ST\.04C]B!N4LD^0\:&,$!6S,!LZMH8+1RKF5%8F)647;Q2CQ_]U'8XO MT;)'>GY.S=D-B1AV8($$3J)^903G8/IW9.C@R?_-;3%>\+/U[R>)]NN:&U$ MMW G^[-
K'W[T0'G!F8'IC^UDUS$13.O(#5@E9,R[D9RS1FK,TRE7A9HW^ M=7+],#YD_UYMDGN7,@=G<(Y6L"HC:P8V\< RPH(W9]/4W7P@:@-Z>+NA93L[M>DMC97$.1B_|
[Y4(]]>3+PE_$.$U!(QXQH(O)A*Y0]PDS53KY2@Y=QV MBM(19;B>HX?S8D!@5=#-MP,/K@UW6"M?[\-SMH;'&9IT];<_.*GKSO\ M<)F(EYQ.'AR69F+EP/9?_ALS\?D#C"
[RDUL/8,:!2 /S%K+B33A6PIG"Q1Z< M*>.5)R>GZ="Z7U:BUY &%*&;H+&B"U@PJ_"Z,02]-$XW@E<)7?D5R&TA MT0=U7_>7:)_KM.])N9 M7!.5>;V9$$4Z ^V.T4I-'A\)5,=C-)?
593):%"&:HUB$KV:-!%^5A3ZXL,"9 M0L1[]"9:J"T '.R7Q.AV#IA*/%,-MISFY^YRI>$.EJ9I)%0X)'BN=@OQKA>B M:$U>:B9CXX)D9IDT)-E
@$VRBZ/+U$WVQ+EVQ(+,X"!)X:8".EQ[82' K9"] MD*:'];O*!4N$+#1:#_?5=2<>2QU;0W@FXPSA,;GY^I#\B.A;*7:&\!ZLOS3X ME#0C16QC.'_CUM&5.
[Q<',&R)80HXLF'&GH]]!UF@^3L#/2I?*W(G;3+C+%' M&=?2;2L%M!N$=RU$9(,'VL20U]L:)YZV2L2_2;Y-K>'B[ETHGMGQQUC/F"D M9!E5EGK[/5%BI)P:Q3;;*#C=%WDVZ^?
&;^"O=1<9\W-5*'I4U$\24H*I:)GR M@]6D+&+]B;2#1?Z].8]_G!';+=:;+E;EL2>E%+>"L"9TX9G:B%O1\RRMF]&3
M)W_*&SVAIO!*_62MK00]D_P;6H=)/B_Q6F>D^HF5.%>M!?IOL6]+2R'0,-^4>IW\Y$D\ MD*=BQ5<.=1/4P"C/(5&(S4M]7N;$]BTP1L WKG:D4=0\;\BSV.:&O(#3T371 MY"=
('-)GEVLOC)"C"S.HA^PVBS"@)E2,VD)4[2CTT;P#V5+.* I M.NQ1@V>79@ ((>Z-79VA-\L]6)0#38U6@U^CB'.(%ZF=2"U0%]+W)%#;SDSH
MYG.)%97%\0@U:L[U7+9@[/+07K_*ZTS7LW81,2+5%!S;K<"Q1>G>M:EXR#!T MQ(C>2[GY^/#DIHGX 6%D@0FQ=6)P7+?(;67+.:-3LBK $>$%*DX'#^_&8G..
MI4,U&JDH<*>?I_N$2&3U'?HF/P\Y-E.AVL4]/SE$G+;/ IY'5Z/_/L$ZH[MYI9F-)P(3Z'ECC!R9^_+UWV%5"62M.#>1=Y(&!Z._NR/R$JZ\
MP"D(^,?"QX.OLPWKG1>@47;]_67"9&.Q@WX7%2=-T= M^;B6@348XRF] 3M8 M#UND]0;;+726L5= !X>DM)T#P6/(S1;1\L7) O4JWT2'C?R!7\
M'LCK49R%=3/1+GCE6Z@]'"?BO&G)'QEGS17IH(@.7!\,9=,1-T9BRAY*G7|I MZ5Z.4]>_N=6--$QX+/\0>E+(TC';0A&#]">O:K4-]O+S%HA.D=A CWS^8Y<+ M$P% T)K^(*E0-
CBD!TQ-!K'I6>Y\S)PD M4]=MLUK[!2A^66VOM((8>]A>)UKQ+7VZXYU,Z;R_C=Y)@RJ&T>6>PR5"@ * MR -QAC3-B5ZOG#05>'-B-J[2 R6$C6:0VU3F+I-X87>
[62TY'TJFM,VA<'M!<(7H M#!,#BIC10S&FWN+:Z_1,&GV?LHEP\9R3G4^3V+AQ"QH%INY24+"KL^SC&A,G
M_5X,^Z!.#$X03*6PKD2Q?:,>G@B"5*>=%ZF(!NB_G$1EE5%]LO\O*RX[8F- M/]>,Z06T'RXK4-XR^=5N#&.37HKQC_CS0R?%L#AM.(>\C#EG%'@(HH/7MT)7
M7IR]*.F**N*]!Z29'3T'Y56F7&'$?/-((OW2O]<]C88VQC[]B9'HY.@U]VO>-MR[>X94SW/IWSWK-\FRG'I!: M1[E[@2Y5&7\07#))UT8/M9Q9>]!-!8'5#-=S)INF,_B60E7+3NZXC2F-
3$\J MAU2IY%H->_WZSJWT,LWG_NBA^WN?7PASELPKT"1)K\"_R P=UDT)@F1NVN#?X MG'Q H/K\7>/U)B0> XP@4&TDR&"@3U'3S4=@1SM1C2FSDW7%=7(YV2]ZT39
MB>'-2W\OO\.[UHWGT:-'Z^.$;3!*3 5,?>!H E>5;2HC4;&'3D]D\VC>?%P] MN4W9-R;88;8/$!&TW*A&Z]&]@9O.T#N.3 67,#U!L/X:Z_(P^@/<$ZCE=[C0'SX_]3X+!/)]S3,G]?5N/4
M#.VZGL3&1?7(A,U,[?3D_?'HQN]WHXN]@:IGDO*4O34G9_R:K*]]:Z'V=5VDZI M0]C791W!A-QMKH^/+LHKMQ@IH:UCA10I2"K(&-&QI$,'9%\8OP0/HFF59,B!
MC^\;]MS8QCB6U:]?9,W!Z,?,IZHX#7C!B39[-M%HSN>=*]=XI8Q*(WXN_:P MKZ!/VWW8A3M1PYP)"S5&$ZP?-(YA]F(EY/VD1/ Q= -RG':]QLA@N,,YFP
MC&8&ZX*@.RO$=A.BE6WXX;+1]FQCUC#Z6\R7G=/N=)O5S4WF2\[400_>V*LL M_4A'0&:$FFZXTFQ R Z2+W#A]).KXS+4Y_>2@P_*3 W"^\F?BT.9().+44RX-
M#V^G1/V6%R69(RH+OO"]&H4#5.:^?F/\JG KD^VD<833]3OQ MR-NY^-&"-G8;(=#N,.7<[Y&*>DB MU":*C ZX%#SD+LS F_DB@+R3IQCNSHDDV, :R> 4S_(6
M\)3+*>R.;=B4=_>9_(I. M-%AX$X_]'G#0F9Y]%:D\J^?%]ENND4C!I^8UY:ZUR:\?/.G!7R5&$*Q5B;CQ M+O2C>3_][[_H\\1'1X[WK0[(OE-HZ*FY,1[^P1_"6:Z?U%EC1G]UI/? :-YW?
I_=\?D\.1B^S60IRLU\H M7?$^*W*WN<*\?O-S>'QTS^?PT<'H7Y1F?>,_2;(;EI8],MWCN=@5G+C@_75]P MOLT2?[2W*U/?EV>Y:T:>+VFZ'A^,WB!].[MEZ'6_JH"3_:]49$NW*-
GD^D/_VJ]^0?B(7@S M^U!-W04_N_^.'=A[QYV]FS_Z?&SO5$&U:/_WFNJ-KNIU;IG5IZRLYO'Y9D= M&'IZ>[XUX'3FS]ZGY899_RJ;NB>=UYD?LY)"Z75BO M(^'0B+!RJ]?
_]5WT!^E(./S'^I#M2B:FSX3N1@WO]-GW^9X[Z]&P:C[OOWW ME\Q<"DYTRI)5;2AL:'\Y*F2^I7/95BY&K)'A0I5/LS4A4!"8N/9^'#V)@]H
M.M=K.KG1PCW*13UB&.E:ELH@.$O9]M=TZ]Z2&:8.IQ[7K.= M"TP>FI:7*>!F5:"UE0_/ M'CT>_-/AP=$M?_TR?!-UGUCW4,='1\\GERWQ[]\<&CHWLX4LKS$VPA]]T#V]
MD:/PL[/A,'(?\F:>>8/13*I[MT-Z,QFCVPT!QR?W:1!.)WSZ?),O_S)MOM5Y M_U V5/9A# V7"-Z7\^DW.AJO/BUSJ4;WUL0U!F^<3CZ>5Z7S2_;E82>3+'/1 MJO@-
Y&@<4E\W.ING(WV7SS64QI6)>^T/3K[_8B'#1G_YY-$3ZS!S]'163,G^ M!G?X9.^O_VC=D_\CS0:TN=8MC'^_1WCN?)'. MZ__>._OY=7\MA9K9Z?GY*>&=3Q=-O
B*=K$_+9'XI2NY,7?#X2YR&-;$]WM_M/?IR.'GV]$3G7]Q-_E?SDX$;RVV%$^I0G6)3-3HZ!'V\..>_;6KMT,__FF M?+>G-_#=GCG?+2N*G.@A_I%65=9^ZNO
M+8Q._D2G[%M>#3?WNI]=C=?UZ&3OK\|.D^,G?Y#3]2U/[BVVX!JOZM$C2LP4 MV>CHY*8>U7_2&((:JB_\F((?>&DWTW:K01?ZC;A1O0 MU?.O!D84/7WV"=R$S[_X
_[IV*+K)NU+ XZ>'(Q>\61L SB28#/3 M0]=)M(:!@/"L="Z^ M%]#$]P?/GMVN/+[^]X\.;P=N6/=.CQX=/+MES?[/?ZBG!X^?_5'8C3_JF9X= M'#Z^[;W_]&=Z(]!3
MY7^.J^_^^C.,X!]?U_X!'SL^^CK+Y&>=,^R=GF%#6=4;K;.MQA0P;_;+)K)Y4 M^4TS53>-4M=7.Y+H'JS42*/YB91_0W>]YL9,]]O^]D\V W;9QT*NU&]Y6*C
MDL6M45&?]_YWYTC<6"DR"CWW(W=_E,-,VR_N&[[ZZNK@[</CH^_<\QX]?O+H\;/HZ>'1\>/'GW_735I;_=^?T?_Y_&CHX.+ MQMG<4T,4_TZ)XE_$G.9GEM-\("MY]TCB+
[>#*#7W!2'47^]%W6K;/WGZZ.C9 M-_GV=V4X]]M[_RM=C9Y15?#HZ6V'8C?W(%X?'AX_.3I$WL@?K_A M./P1*A7?^,'W=/^?WZ0%W)U[W^)]T]EW__1PE,.M//B.#@^,_I_=T?
>5'GW9 MIZ-#">!^*MWX_25=+)\KB]AJ=!I(Y%6$C?@4WH%8KDKI]W_/W-E'Y'(OTB6A MI1.*\@X\>^\<>H->Y""" @V3$K*+217/\O0(V_[R3\1O\V+:8F).CG8GY>DU, M2CO[WR?
R6"=8FY"?DC(J-I6>4'$O /I*Z^,(>T/H]=&\+\=K,W12;[_],A! M^A"6YNCQ5'X:%%*P_"IT]Z-G)X^@>"QH]>CZRF[S$???]W\K1>;P[.K?KZ/R]8>KNZ-P9T=VK[UY]=W1>]
(X.CC[^?T7/C;_MQ)O_[Q_?_30Z$Z'8T4LA71A!)_?H.>2E54;64S*X?[@'@$KLI&GM%Z M35DI\67!"T.TUXU%43=OZA'NU]3G-6@:B(Q].A6F!G\->D;^H-YOM]MVK[Y[M]6_PU;?
I>'G_XN_?X/%BS?F'I%-9E(O5Z!4)"-?@R)E<9(O4'SN[=;I[]=VK M?X.OODV&_L7I3SM#WS7T+]+Y1(G1?L]+CV.B6MN9_9T!V+WZ-_S]VV3V7]YZ
MO3/I7;/_]OE1;Z5/CX@]OWOUW:MOH=7_Z?3'G=7O6OV?TG$VWQG'W=;?O?KN MU;?,X+]]]VIG\+L&GX15W3+_5O\-4'L.TV"2)]MB:?^/S?
YSTTTG4[<[62V6([WZ(2XKR.!K7W^W1=Z54]E]TZ-R3T?] ,FF3],O$-6)*Y&;3T:RMBKR^ M(*&:M@'NEP76W/D_6K;5LJS=LY6S4:TM)D^U><12'B2DSE82P=E5[]+#NAW_
MYCY/72?@0!2XOW$738D6/ MZ5YTF(T!C2Q5[RFW=^&=WI]D4A]OWM_$8-]ON5/;@4GG497] MN\VKC-5/M0WS.AXA_J+RCHXN7$@^;>>K$9IOIJR#6K'ZJ;N-.T9K-
Q+N#W32 MN]N,,W?"SN@//[W3#Y=P<,L$\^_>VR*?3>?:% M#-SINQ>_O!_]>/;F_8NS5S^>/4^&9W]_,)@*,':\7].'O]OI#;1-![1],Y_M;;-
)]>V'6V2"OH9W^KF\]!;,:01$Z;F_4)+\BX["CZO?:;_#];LO^D[?U=^- M/F25"[O>N>"^^)R]SGTT.!NDZ&@\[^L<#\]09GZ2T=N+@Y>#9\.]&O_>?<; M#_2^A"DO+O)LU]'-
D[3UI<]LX MLM_G5_#YR\ZKBN(C]B1.)=E2?&0]Y41^MK(SM5^V(!*2L$,"&AZ*O;_^=8/@ M)1X)3E&1IZJU%@DNM$7&MV-@^_^?A_XSI*&$1/_=]ARX,]AW)7>(S/WN]]
M'5\.WNS]_<-//[W]G\'@]X^WU\ZY<). \M@Y"RF)]>=\8_'?4^4V$?[E M<6Y\]$D]%& P&'R38F5@\A&PVCYVC@Z/CK%GV-GS[ZLW]P?P&4DL'T]?%D<.P= MDL'IA-+!PS-
Z>3#WWU6Q]#4Z\X^G@^)1X WAS.'A]>/1Z M>DP/Q4.:(KV/WD;$$ =9X]/8^>K\WC^/%V_W];:[^^O?SVZJ4(9_M/!P>^ M"^O?SVZ]4(9_M/!P>^ M"^O?SVZ]4(9_M/!P>^ M"^O?SVZ]4(9_M/!P>^ M"^O?SVZ]4(9_M/!P>^ M"^O?SVZ]4(9_M/!P>^ M"^O?SVZ]4(9_M/!P>^ M"^O?SVZ]4(9_M/!P>^ M"^O?SVZ]4(9_M/!P>^ M"^O?SVZ]4(9_M/!P>^ M"^O?SVZ

R%X&|SF, M9NWJD\5P+X;Z 1C+H:W0L]??SLL(MP/JHE"4"9*MED1"H,2KF(B6U]N@$[7> M==6O%8B;O5]CS&D33Z9-@@85W+.3KU"4T;_/R$+9+2$A>6Z0Z>Y$NWKB>3L?MCQKO"Q3X<*OF/< &3,,S!_N*LFC4^SOZ!!N#E MO)UA+YO7W^)H7FS':8L0<>L]]M\&6E'N0HC$J{3=-B:@@A>,6)Z3 "YT"*8R M-_: N0U[^'?V_%#DZ5]JU>CU]^ED>K/O5W0?",&2Y!8[S3B:?VTM<5X*{JC%M_[SERDDO4>WJ;GQYO4F_PZS 0?GE0Z*V.(1 M21 "OPM -*-&2"]C]>$QD[MS]SOJT4YG0AU"K.9#MP*H-@M6'#=@&N0/_F?o/BC@IK1;F.A%Y7GP)P=E6:W)K[-O@"_OV#Y*IR:%]_0YV/XAA.?'/X%@>QO6[$@@FFBMM]9U"%"3I=:: M8A A%)$1Q\A1KXE4,BIP(DM;VU1WV)UJ;NZ:&4XQ1N980+/(&)$T1>*%LB0) MYK.E'@)GQW;@GU9%]X6/]WK,>TKO"$Z-$NBW*>])D"(2*1(0+QTE!J0/PAC-M5.UH<$NGYFG]WIY2]HXDZQ$+9FOMZ);3;H# MI5<+:#/L+_ZZ'< C _Q#>#0M4*ZX2,=;C)$7XQ GLD#+X+87@!;@?U;MY6H5= MFXQ/+_]JA+Z[\!0'UREP_C MPIV5O5IRJ$_X=^!;>#L^]\.F@%JH!@B0;':!4,D3^ES>$_!7=BL:/D*FG:3R<#-M9 7AQ{4}3J9B($HA%*T%D ML(PXIPV]: B:VL2-ALK4> 32-NP0/R0[:LKB%D"^OSV:.+W#GSO9BGXY'9\W M<(;//3%=.YB1_IN*YUO3#_2L4K[TS=:.6?I3Z,>]SV7WQP7T\B-%G\U)U!" M?IQS9<44)(L.P%M16T_,=@DU36^3>\OPSMJHT/TV8QM6>S9ACF.O|&\'GZ MP3);OYUDXLUP/_*UF]=T.?A]/A; CMRWFSG+PL@_%Q/"&@_MJ(67E">T%Y4HLAE)GV+GRJ2H,/3U:-"V:'2OF>B9HCE$M)BKQ@(XC+Z.H*J M) 27*?O:27(W !RL!7U;5C++/Z__-1]>~%&)AT]G+WW37 XG7_];C^8P2,9# M$)83SI(BTDE/K)*1H-A2#M:C^Uf;]&\%K$^VW%&!U652C_P7?C@J4_#-MM/F$W#Y>+:?X*PNS[3ZMA8$DK\ 1AG,202I35L(M_<=HM(C5-%VJW:$_MV"=36H]"7]3J:VH=RK+HQ1+(L7[IH?:I;E\E45\L^//&*85!6)-@0:'4VO*HD]L-K'+4]AB0^32$LI"3%0(@SV+D?KM:V]_MW;]LN:YOR:V)6B)X<%P2:0(G ;1\"9TC0WLO0]P=?.Y.WN-Z5SM)HIY-W'MP MC^X^E6R:U3P*/ B%_"-U&.]HXDO9W*!"G_"0(&I??I@=Y3]",*YL^C2944L9,2&\39RG!J9:GM. M#^'IG\MT$$6]#7VI)*#O-GB=EYD'1U4L/?-$TF+FE6QM+H<-HC8)'5"6==<;,;NQ M_@GV<@[GR6,[.WL*I.+2PG@\G"UR\]I*VB*G^0M,(D(;B)2X,=B[*\!FUS0&!<@+FH'"KGA96FNN!SY>23 ME-JfZ%',]3/F=H'0\"]_F6Z%-83GDOS[=E;T?1K1^?!KM_>_3FTS1V1=?X,MWWXKK>PCM+-F&!'&5=K9S0_6GOP S7":D")-.=_Z"I;_XL_+2H:OO\4S/_D" M'[$SKW.&.!M$##4R)E$@"*.4L2KW,@*$89SEY*W/@WG>0-GB\'E8XFE0@?&BFM%T.4[HO+WY$;;R?7)T]/XVQXL7!L!UY&H-HJHJG >G-N$[^WD L?O)CXGT-44((B*/I4C'(JX@+;" M8V G8REL:FJGW&R/KD|>X(/ST/%WS4|WPPG?A)OXJ/H%R4G%&%:7!45#9YA M_ 2)<$ZNMR+f)V=-H>79^!S1^?GH>*OVMZ;M+N,3@$93CQLJ0B"%7JH;L 6TC M^O(X>VSM*E?X[H[.-SEPZWC/ ,1(d521@QE%$/M9XXK_"+,-9&4,,2VK[- MHZ#ZY-)TQ*0-A< J"JK:/'H%&*#&X7+P)^ET7 H,_-_BQX$R6M.4/=%EK5* MG.*6*DL<\Q9 !J5LI77!^#TR<\X$F=[":=F3F0>+FLN^9RUUCD3,,L3:7(IMCR4*T&TP;',7MOD;^=O;$,2IPWY(U&B@DAJUCF]9=X6"Z#?ITP6 MJA$'*5M&C2X(BZ5#=45P%$]MJ@BI8PG53N-?S+OI)+XCE.&47.)M,2>,)E!CUYGO91T!DI2U<3DX&GWME(!#RS >*SG@=2 2)H(-=*B6X#ZVFF M0@'A);5)YI)I;C5Z5JZ6,9 ?<V0Q MA&'=.5^5HS0&1X)G0:BE98L1-+'&.V)YH-10!;R[BLE;8MR&: ,;/Q;5.Q5@S M'Z"!A2#6$+W/KX;M['T.]",.5*7,-@5FAMCM=>U3W1N"6TK7AWO>L*>K$SL(;:GV"2/CM%23X_X MR%&G"A[+]<;*1*I8X#@0K'JID7TWR??:%X@ ;7"\$=NVG9?ZN>_56@+M *C" M_U(B1F!,)@&P^[\<6F.#Y3&AV\)J.P,/@OH!=B$/9=*&782*@JJYKI0!UN+4MD1/<";_0R;5ELR,+3JP.F2C%M?)126IJEQ2_\T/L_=Y',;L+)]J,];+8"FE_MGZ3%_<=H%887I736YAV24E:DO4Z<6=#^_?GB+JZ!,S(%Q01A3E+L4J(DN,") MX@ "Q}#06'MEIM,,_0;/<5XF2RV;>?K9?RM>=3FX@ !+ M(;7-6$1+!$'E!{>U8VM^)BSJH#LR_6'2=OG\2WB4[58\CU M*1*6:6.6(!7!0EDS!7B9+G+>!X794F\>7.K@[M:]$I:W'X=RWN2&=OF;GY5: M99?O\}]\\P&:"W$F3 M_F=&-%=*&NW*F=6=5=#I[?T WF9GZ]>2%+I3/9NAL61M<1^2T@F9ZREQEENB MM,PVC(PU9=EM@'V(WB#G2N<@R76V9'ACW !DSFTG\H(-I?3_+G!B,G'1?#4 M#"/X23H=+4B*G|S]\6PZ.X,/T.1I,U[$9V$T_+)XMGU5BB^,]CI]? 14AQY1 M/O; '7BT>,'EON/Y/-W<-!I 3S'5(79V&>@ME-_K--_2/$?CO=: DI@HM.-=;Z-%KJNXO[U% =>>7+NC*Q/5$F W= M*%49;\WG&Q4.(\KN'1"N+.ID)3C4)3"BBG;,"LK/:;)=_N7/3Q\H,?74G%&1JM/$=5A!TSRU7)P+(DP)6,3'!C0_7Z(KM!{(.C?@0:[7O=^CZ"[,P'VN).>"T0 M3S:1<,L%D4FPDBTB">=@!4M<<MNG*XY&N-WN$#W*%NG4_,;>G..M=]+4LN7YK M8*Z-5ZF_,Y]V\P8&03)PF3.2G&!XV5'BE 02@^+,1B69]ITGO36XWBR,'Y=D MW0BO![{R1X@X+X.CX54.\.; O'E/P%$\TLWH[,W&(R*NY'S?'9\T9[__'N2]"/>Y)C^OK*]74P'12!NWZF-*'!LX]/CFYNM=RO?36(Y'1U Z MN4ERI&\5\B^NVXTWDW&M-1%*E4FW(Q-&$D;WT@M@!-'>U M%#'IJ:.E.N>(&K_@H%AGD:"2WYGC(E10+]1J6_!{MP?3):M:?FRMUB?34D4NN(_'I?V!--\W)0"N7*P"1)Y02;]&FQL,#1 Q \YF0$ M^/R8$MNZM3[9TJZ8T,W0]H6KO=E[5],(YO!1U \A07<96 J&,]%DVMMK:@K M4XJ1,DJ82+JHF';@BM(NN(#]7!252<5A58B)9;1WWM5? ' ?7)V-7@QL8:VE6DT='M$]=78:PP.6;B M+ G)V4=4LT$$8EVYNX="=,!C=-47,QY&U"7N]0C M=:?2F0?]CKY@D'?>+&S>YT 5#[]?/7IVTE;S]\55_$ 'WFO=@U@@_O7"4_ M=[W) =64Z5)!3H&E)5[2) !5Q"KK'(9028?:I>37VS_\RN'U8?M]XE5+!{,_'QY%CQONMUT*M-H--QP3M(G 6+CCJ1/*:25!M(**E0MACNFI7. ^_A6 # ^IDZ?<$6L.$,"1+=IS=NFPI+2N#T9UD_980HW8M)VZUX%1<M6[8_^)?)V\C_I)K=OIO,&]<:,X04,DD_4219)-L(A,Y >UO-(1(Q[F=K7[9 MTW;(#M5%=UM9YJ^<7Q6"?)_8,-Q>,Y'R\87PV%0;P:#86,YUI;SX)P$D2)1 MR3MENV%6LX&[0\4Q&G 7=;#:$H-!*)$>/+!$F MHN'V1@B>'>>YMG'<"VA?K69O>+>K,+?ER_!M_#;3_\/4$L#!!0 (-M "R#9EE&UL[+U9 M4'"*=)'HX__/M??G__$MQ?_N=__,N__-O__#?/[W]Y8>?)^GJ$L?S'YY/ M,C,"^3Z27 ?RS^V?/)QR_3X8>+^0^' M";7ZM=5/IW^53C-5,$"Q^H+*/("/B_T-\[Z$]. ^^O^]2D[2806=50/F0 M?[?7)ABT>,5Y_Z&@X_OM?ZQ\QS/ 'GMYXMOCRW_]R,9]__.N// .QOQ__4^CE1,'ZF7[X43 F?US]HE^6O_[YP>__(1>_S;WW/RY^>O.KL^&Z7Z2/Y3_^_M]Z^_O$L7>!E@.)[-PSC=/H >G^M(AV.YS_FX>6/R]_Y,8Q&A'CQ"?,O' '?_S(;7GXI[%U;L&]&OEEQ!Z0KG M?1!/^_%@3!<$9)JN(@)]%\>5X@TQKOOTPS'??!9D+.%J-&^(^.%G-\4[N0S# ME@)^\-$-T"X^""[Q.N*T)=2O/O<.SA7(^P@)T-4L#B?_FB:7/RZ@/9^.,RT7 M,_UE-AD-<!U=W\WIS[K=SB;E-=%ML0O,M=@.0GPYUNV5>L@'7"73[^=#@%RBUR,IL-3'99 M1>6!:4_GID0#+GDZS.C,9(+V3L-3'\?%&CSG0HEF,G_(:]G<=A@DFTL!$.ZMG2H@#X&)1\!8'822HH36UP4/0)R=YO>2[D-UJV;J?C5.9,XN&!AT8=K$ -YX M"TJ3'1M2, 3)IY'T+ I;NQ5K8)R/>;BG:/O8[&N@X[?)>/(UM'49;QCN'4>; M#$(0EK:@Z#($!!*!%YGI+PL%S9P&S\0]-(@^H==OFJ:BZ!R_I\O+RK?IB) MQZ?:^8"1I^9R=L!BU["$5A YXU!0ERRIS9A:QT:UP>?:3B_MX[f9D%3B.M*RZCT24ZINU@*8,$*XHK(RG7)I=CG'[@+XYK6\OS@?ZM86>V6D-CO)TI/6EU#. M3N_[B/BAYMVAFO\OK*5DF)!(G/D_.YV587RNBP@SEY?S6N=5;W'OZ;I-9X.M'&)HX;J0 &K*3U"'"!%#(YBA%Y-AZI(\)X#?/DO[4\9 /OB?N+)G] /,@9YEX M2@R,+#43S18(F6Q6M,)F\;F{$;W]W1TAGBM_F]AD3=1LF=_U;S_>DQ7'4ZSMVDF-VVN[NHOSMB+5=VT%|5[5=. ^BH8VW7[@(^FO89!A,2EV0,%T?\5A:BC1Y,*63K).90=;IO M>UI:W[VV][72=Y'K"6N[M-2TA>D +EH/BMQK^6PJR-MEU3]4?6*R/^9?WD_#>-92-=795_N_F2QS4F62PSD*$ZH_N&#;Z>5=%#HL5=/,OWHPNB7>S /4ER"F.P;_T]0I,#A-_S7K)$ MYKAPV:H$S->R=U84T+<2%&,,2XPG(>,W2H<-5N+IV;"+S'MFPT**ZP)G@E'=%L=0G"XYM2;32S2.JWD.P3Z5FV"11,K=@-*NU[*P0 MV16#I-&&'(5@N3T7OH&:X<;QQ+Y5T]K?>+1X\2VFR2><#I%DXG)F(0:3(=))DKK$LH4N>KD=W1\X#=+A-ZDNO'(Z/=NZ]>N.&P4A&XO:,,[Z6].1+Z!VT>>6"ZA=Q'CJ"Z@I3.[$8PDB2K UDJ,\ MBA(NZB&F9VO1|\"_Q2W>-M M.B0FP)2B3I{]>IO@&:0-5ZURP"*%U3S04!"ZV3]M<"^>89<+AX>]C\U]'R MEV&(P]%P_N7Y#<;@G8JL@B(C.<@ 000.A2OG6,C68.N*\RZXOGE&-!=^#]>@ MCV*\PV.N,.K$&(A"")50!B+S"HH/W-5#-#>OVNL(;QIL]<*>]A"?SZYO)R, MWA\TGZ>]D\KR> +]20_S.,KG!5I32P47G;T!BM6W0)0,MA:C*#IP,M*22FLDNU9 MLA76&3%3"DK>A[],Z^_ &Z;N39U?QB.AW^$_.@,.LR+P(*PPPJ9@1IQ S>"6D< M\U*XUN',1^"<$QL.$G4/E=X/H+V:S;X(EF8Y>R$TF,@0%"=G.MI(`E)1Q7$5 MK1+M+8RU4,Y/^WN(N(POJH;XX):M!;D{""MN:%6-9(LK(5>"IQV/A M:=;M->7 OL+>6!Q^O?JIQ2HN)B-Z^NS%%Z[(Y&EV%IKE,7U7YFU;68|#U] ( M6Z(#%+E2@-,]$*,$Z2Q+)0/IIU7B5 9S50K!A]"8,\ZOQ\,!Q.^CU7PYZ6V2TD&.2H&] MM484RA: %)ZE1_P+7N5,,`Q6Z@3PSJ02=F5Y2(:,T9LRK;EM+5^B5ED(FL-IS M4,;6FE7DX&PNZ(7QQ;1/K%N\Y!Q(T4#&/5Q[/4OIZO)]D;^Q+&Z]_#C%BWJX M?EHV5UW5MJ;@+/.13DE'OI?*$8(0=%X*FR6&J+ENG2_1&=PY*,?3?1P__5F M%,;_A>?@8^YMSA[V U6 M6)9T[H*F)U_R;R2G<2+WU\P&%\|@UAX,_?NHE F9VPB:UX-(1@V>@S M!FU#ZZ%MQU#R%O>P-QWO(,W635^NSZ9G?X1!?C,=?)B&RY6QH61AAEQ=0$%^ MBC(ZT_ED$UF=)?A)^+RZ-WU&0\'=QD<<_R0^1/"3YE+KP<*CLW\;1{OIC-?_M_VK\$+EF60T>CF95O #F067TF>02M7P(\4G<M.QYRE]"G2OJ-%#R\)M62^Y2(W<&8#*ID!*>U@^A$*5PF%5/!/.BG="?=JS)W MN;#>>11,IV ,/5SU0*4>>I8:L.H2+R|HIV25 F54TUM!+T[!*9M/!]+DRXD"I M}^$7,>M%LDT/U]-B9AO<#]<++L@_X9_+'XT&]CLC32N@%;&?)]D#1'5)UB, M6Q#9B!);!Q.[(?L.^-)6.SW$"#;@7&1]WH+4JO;+5G0$9T%R\,E#0*V!!?]V M3EF(U#Z5H0.P[Y)!!^BFAS3:9_G_7LWFBP2B!Y,-I:,%VX'M9+W2=UBX8RXY\ M)*W9<([+IG_7]ZO\,3Y<:WSQT(&/*%&21@(G;F M7M]K,F_;/BE&])RO"GH6X<;_8;SUZ5V14D>ZSA0JZF*\,"I#\ UN:%R M,32Z^?CL#KC.FWG-=-#VO'7L[RS\1FYA!J:A'R;@O67C:TE*)9 4R#CY(8J86(G GA6*MMXONOGT3M#55KCDIE!3*2,I71M18L()"_7 PS1C)L78QOS*_^6JKX\S"I>#F,_'&$;2X,`M'M5WRGB7%?:7-BZ0,2N=@61R'1"JZ>5VB?9RE35MZKGDT/JUZ3UM/_5!{S]+MP**A\TESV@40&:@<34D8+//MW?4GDC:^BSZWI{WO(L:GDC:^0\>78F6TF0XS M+10=&+5-8?#6T(GF.4.?L[.MF?_-M=++.B0+[M]++.117'Z9G4!=&?K;3VTM_VMYDG[^\XM!#*",,6$)MNYMD&V14(0-2M6D&TM;4HL||E^'|MHI=68#;O(_@M MM%"S[%TR] XI7H=JT@(%"T_+YX8[ZWSSR,03;,6UDVZVM]+1:,1'R3[8V.%IMH)U0)88,QJKJC,D ,84"T:$M-KB$HK4SM@.\)Y%U<(@IV14D>\P-Q#-D3CN5[)&T/)TDQ#RKXQ'J MY67MP_ZZW(E##EA@BG$Z0HO5ML[TLW5 %Z',A6ON1';-)VAO!?7-LZ2MV#?F M(#2+]MXUK?XV'&'(]!(0"?2, ^'Y[G_AJ7";3R\6]X<^U8FNNQ_##HRL M-EIEH[CJ!@?IEH#<)E&242"=U'5@7B(S)7FP++BB.2^Z^07%-DP'QUW3!>;KM$;T+W=S#ZZ]3D+KC1$@#AP9<\34;U7F&UNC/9W2U>`8?H,>XC9ESH.8 M,N\]>N^AWT5{(DN517 :/"\@%.KJH;!MZ7N9%Q$EEO?"#P"YV3!W?ZYT"T& MO+-.CC==%7=V'<$>*_ #X_]]5#P[FKL1H\|#=-'!THO 4@=W(065.>S.O#GS* M^Q3W =OBF6M#[,3$&2_X'#/_-A%]*WKSNYV9[V:[@MR'9]IF,+B1%L&,WV2MB+SVR*A_*&\]YN8H|@DXB"AYIW #-3/I3ZS-AXM_O#;,5I/0 MOQJ/?1^H4#$;(0*(6I.G>([@5)UV69*E8S-*YDTG_>_RU!+-A0F^B;KT3/+M< M>(_7#NBC*)45V0?K0>3;_9.E"%XQ#85)]*+*PJE.A.C\R+-A05]"GG"^)9K MZ#(#02>"RBYE84\%H34I.4C4ZKLWEW_R5%R4055VG.GU71#[F;RE_ZV M)R;L(_SCI*G$]+/W$B&JI.@4- R"K@-RA9_^&QZ5:UUL]NVEJ:1FPPXR/U*:_M2NW3$Y!VQ8)T%"J1($:9H4YR]Z6.M1.MNYP\T325G733(4UE!\$V=$%FT_G@=M;1A_N&[@0H:M]?7&2:584S-E@4!F+@B)..M4RCJU]"/O6.9NFK6ZU^]<#S MMPCVEV_#JN(;$$NN=8&QRPG?1=WMW]SMQ_D!PK^OO@,DUW!CO@\G%VD)5PX" MBERG3N8Z(3)"H', "BT119*G.Q'@9W&WVZFQF[IT.$'_61P/@;26XS1*LC1$DC)-81L:?lS0H:H$1./ MWSY!MGC@)^+'#]+Q0?N>(7W@Q;_Q_AD_X6CR<3&&X7/MR]&5M#.B*E60V.6G/(!5! M3B@\(fIA)+FF(4EA6+H=_1]L'=*ZR3M^UHI|HK&WE8+/1@F'5M:>2%YY@7! M80J@=@DKTMZ!!6R\,V4ZUTT;K%+DGVG^LW^RX]NHX'FGN=;'B0CB+SH#6HEY]M1F*VL0DLMTJR[!+.(S6I.W6'L5-0Y@!EM+Z1?GDUSK.WF'#X"?/+R711.L6 MTU9+K)908@Y%LAH418.@C1.<^2CI9YVNHL|[TQHT)>$&IX7+B ^1M.?<8[3 MRSJ@X_WDS10OAU>7K\-+B=W&Z2*6OU0]Q-/RP.+<'12E1 M:_\$&U"""<@&A)EP MSXXK]WB,7?BT=$=@GQ,5GZ:>&P;%%ZM\_QP_2=@JU?L MHKCC3L>E_YS,Z<'[&60X3?0:A@X*#%%C+H XRG6=L,>0JTN-M)X*;P*?,+MQ3L0R#DQ[Y@Z.1CS66"_A?&Z+-^,U3K>3(?WB[O0J:C)T@.2"S%?>0TN" 2N M5=#T@_^/!S^#)]|@FG!/GY.#*Z\V1%% M.BA:N^33(CQ>(Z!%0*R]ATO-7O,%H_?=DOBV/.B]=(6!(L M2"6 .%?3 PHM47H$(52P]1B9VG=IOGGZF:C\0+$V!{OY8,NY_T$6 MTD#%&'R,"9 53IM.5!#]N#&T21DRUE-R8N=-_I$'GHFV>Y/Q0QZX RLV[F0-_MOR>[F/RV\ON$.^\FI^-:5=B920PF@U%&? &#E{(C,PG"DB+ADJ0:<,@2?M M& G(LZWUT7L__9P8TKOT']+%-RCU],T@AN.K!>HWX4OUZG^^PM\_$]N'G^<7MS\;C(9UGLS#]\KC^OVTU3G&,YFRW#+R^[%.6@X.BG.*,2:+L=\C0- G!-Y MCJ6+.8&XP^]%?O!(8AK/;X?7)>)\|%^8%CJR"#<1IPQ79.]'0EYX1?AB9EKH3 M-QY^]CFI_$#)K=`D83'5WZZ]}%Z7%Y_]|:O.\)]2-:RRW*L\[44FIT)'65:@ M M:. ^N2]<$Y,E>(^,NRFUVU:,BQ]_3MH]7'YK5'I(@'!$O)YIPXWGR^Y@=>,K56=5+W38\^)OW)>PTU#@P)3N:$81A& M;_%#'4T]F7YY]O'C=/(IC'X=CG VGXQQ]A69:T;<4G3O)S]/+C^%<1@-++T,< MH(XI>ZYK93*O\|})3JF0% LG1=3H8);KM$0U!G1.M3J6K-:0[+-IX_6:\@#G M9WGHD6/T;#1:]"|<'8,OQG.L5SLK!^E.;K\ARG,*)#IT7L=M6Q-X1S M8L=Q]++`&/H>%31_ ?I8NAK2/U2=Q<-_9V&|/WX%GV0OM Z24:U!F9\)Y@-5 MTC;F)-MK ?C'4MNN>39H&#V.A!NY2WIP4*$0+*COT6'AL:(&ZGT<&0SHE?JI'3EKRW MPV*N775'>|"22#BP8B\".H3-9UIHF3|&B="ICL,]:CKE!.S]YG.C3[]37<.3@ MBHU'VWR_I5UT?(7+L:G_)+C6AL"2K?,.ZQD<"*XO="2[8A/C*&34G:KM=T@, MV WAF9#I",I9PZ;#XL0;!/$6AY?Q:CI;'-"U<_C=WZM)PS4_@MZ5&>V8G!6M MI%"$7]+;0&8=^&%KD%&*W"1ZJRM5]SA6,Z$?0S!HF'3Q=?N/8D]|POKQ M'T2=O"'U/*4(0K\5&0&("3]XYB33(.6=8=#)T>D?IZ0JR'%S'O(@^7<\Z MN9U]L'<6.1>6=>T%'K)02?#*0HE2R%JU!:%P:M!7)FA#A>7LRT-EL86B]=XO?W MEWV7=92Q#'U]2OKI ?QGGH60VT$\WQR5>|\/M9-[[=P>=T0R$GKE4<%CFD/MRI"5'H1!,#Z03:4M$VBZG$%;>NBL>_:Q.ZSTIMM)0QFW;G2%'^7?/\Z'N*SO M[P*R93^SKL",W^WL-O!(QI+NZ]!9 M6VK9('IP,9$%'Y4H0O 29,<"K$>?<^0&;/UH9M'/6%N/57CW_ME;>L2=NZO;`M\V\E/)>B9Y*8+7N6%DNR+.V'C11WFE=K16ID|:W/^OL--8%O*W?]PJ//PZ/`MJ5X3;2 87R\+'(W"H"]P)5F)870K0!W^[/.4OI-Q=NZ3\5_7?WW*?A9#3Y M,$RSE=5\;Z8#,LYB* 5R]HFL9!T@;JEK-['@O!=!W>_8N$'!1YV=OIO+>+#6 MK1V>Q MNG'N"AN9= YS!LXDO5G)"8(=-$A&FZ[5T0O3>C+SDR#4EDZN!^?3+HH[99< MIUL2R@WG:)0YR^0C9%8+BY6V]70.D!TOCLPF9)>G]SR:W;KQ0<>_->U52P\SM6MN(N'5,8A$N>732G*NO4H]EGX1U43,8(38X46>91, M%U3{53) @^X'P%.=[WKDTZ '-MX;>.6+SXC*,AF4)?.5R-'Q4UCNXL22$V>GPJ2@9,Z@TN^,)&LM[G;MO#(0\Z8-MZU$VS!P\)?5@(Q328"3#UQ"6$MS@4 MG\B O+V5M[?,&K]Y-Z-WWM$Q'Z;#R6([$<<$)AB#6NM9"?I>2X!G2.6Y%X,@-_MV6PMYLFN??@Y6CF'2[FQ$;O"\?MX]A'3LPQ+R\:NX!J;/LL'}\:ZB!DB9] M2;CU6[\1',/(;+(&4-99G5Q(B)7P7]B(Q8;L&/OVU/Z(#*74LK>\BV)ZT_7(R MQ11EJ[!)],=-^U6@-=;+&Q8&-D]ADDU_[],>V8W4LD;1\\BTML1GV9CK)5VG^>OH.IY_H.+N>O>RD=PP=:%_G;KA,R[.N@!6).RN49ZI%]<6Z M9Y_C.7ZPC!M.J+B#I\;AEHAF2UYW =7P&-(Y/C^:,$Z>JCP1@NO*IO!I<|-MFB * \8Y\;N$%Z6#*$P5(1-M4<)V&AGYM+3^R"E^)*7O(M?F]X_C^:#-SZ_'.M*]=3&:,-LQ9X, ,J5Q"UL(#T9_;:ARB[73G=-^#CGLR-9#U!)*C6F0,5R_:?MWU\,%Z;&3T'I!+6XN@G?L6C47,32L97B^L_"Q4>*+;C#?O> M[#5&<5MJ2_)B++>SZ_\:M*]=3&;,-LQ9X, ,J5Q"UL(#T9_;:ARB[73G=-^#CGLR-9#U!)*C6F0,5R_:?MWU\,%Z;&3T'I!+6XN@G?L6C47,32L97B^L_"Q4>*+;C#?O> M[#5&<5MJ2_)B++>SZ_\:HV"%2=HXUW]@\R-P5LWY;IV\'@9'/3I)N@NX MGM)53S 5?EMR:C,U[C06?A|\=`&\/768)$XTM*BD$V:DDX7,N*S!6Y9@B?5-U`MNOMXV@39DFQZ&G[L(OH>>-^I8+WT-K+(P'A30'F!$*R2P$K*M*>&5&+K4? = M8!T_!Z6A(B?]:J&/"?!7<8;_N*JP/M64&_IGBS=#1I==TF3=&I%62\@2*NA M%'V#<=#EC;ETWLP'N9H?+23?<*3A{!"6;T(78#V9'1M:G<;D>$Z?70X0,X] M'"F;_0K#DF0I+@'+.^;I%,@TI"T%&]/&8NA&#NWX%;$%A/CNXL22$V>GPJ2@9,Z@TN^,)&LM[G;MO#(0\Z8-MZU$VS!P\)?5@(Q328"3#UQ"6$MS@4 MG\B O+V5M[?,&K]Y-Z-WWM$Q'Z;#R6([$<<$)AB#6NM9"?I>2X!G2.6Y%X,@-_MV6PMYLFN??@Y6CF'2[FQ$;O"\?MX]A'3LPQ+R\:NX!J;/LL'}\:ZB!DB9] M2;CU6[\1',/(;+(&4-99G5Q(B)7P7]B(Q8;L&/OVU/Z(#*74LK>\BV)ZT_7(R MQ11EJ[!)],=-^U6@-=;+&Q8&-D]ADDU_[],>V8W4LD;1\\BTML1GV9CK)5VG^>OH.IY_H.+N>O>RD=PP=:%_G;KA,R[.N@!6).RN49ZI%]<6Z M9Y_C.7ZPC!M.J+B#I\;AEHAF2UYW =7P&-(Y/C^:,$Z>JCP1@NO*IO!I<|-MFB * \8Y\;N$%Z6#*$P5(1-M4<)V&AGYM+3^R"E^)*7O(M?F]X_C^:#-SZ_'.M*]=3&:,-LQ9X, ,J5Q"UL(#T9_;:ARB[73G=-^#CGLR-9#U!)*C6F0,5R_:?MWU\,%Z;&3T'I!+6XN@G?L6C47,32L97B^L_"Q4>*+;C#?O> M[#5&<5MJ2_)B++>SZ_\:M*]=3&;,-LQ9X, ,J5Q"UL(#T9_;:ARB[73G=-^#CGLR-9#U!)*C6F0,5R_:?MWU\,%Z;&3T'I!+6XN@G?L6C47,32L97B^L_"Q4>*+;C#?O> M[#5&<5MJ2_)B++>SZ_\:HV"%2=HXUW]@\R-P5LWY;IV\'@9'/3I)N@NX MGM)53S 5?EMR:C,U[C06?A|\=`&\/768)$XTM*BD$V:DDX7,N*S!6Y9@B?5-U`MNOMXV@39DFQZ&G[L(OH>>-^I8+WT-K+(P'A30'F!$*R2P$K*M*>&5&+K4? = M8!T_!Z6A(B?]:J&/"?!7<8;_N*JP/M64&_IGBS=#1I==TF3=&I%62\@2*NA M%'V#<=#EC;ETWLP'N9H?+23?<*3A{!"6;T(78#V9'1M:G<;D>$Z?70X0,X] M'"F;_0K#DF0I+@'+.^;I%,@TI"T%&]/&8NA&#NWX%;$%A/CNXL22$V>GPJ2@9,Z@TN^,)&LM[G;MO#(0\Z8-MZU$VS!P\)?5@(Q328"3#UQ"6$MS@4 MG\B O+V5M[?,&K]Y-Z-WWM$Q'Z;#R6([$<<$)AB#6NM9"?I>2X!G2.6Y%X,@-_MV6PMYLFN??@Y6CF'2[FQ$;O"\?MX]A'3LPQ+R\:NX!J;/LL'}\:ZB!DB9] M2;CU6[\1',/(;+(&4-99G5Q(B)7P7]B(Q8;L&/OVU/Z(#*74LK>\BV)ZT_7(R MQ11EJ[!)],=-^U6@-=;+&Q8&-D]ADDU_[],>V8W4LD;1\\BTML1GV9CK)5VG^>OH.IY_H.+N>O>RD=PP=:%_G;KA,R[.N@!6).RN49ZI%]<6Z M9Y_C.7ZPC!M.J+B#I\;AEHAF2UYW =7P&-(Y/C^:,$Z>JCP1@NO*IO!I<|-MFB * \8Y\;N$%Z6#*$P5(1-M4<)V&AGYM+3^R"E^)*7O(M?F]X_C^:#-SZ_'.M*]=3&:

*%W'KWT(1;1;;A" MYT>>H=[!$?7K6X-EB)>3Z35/5Y.#!EX6*ZTQ$)BB=:M ?K&5!L@?B8B6IZ"[M<6#3$\Y0Y4V$V;KNZ+9CZ6I4%,E@8^_|Q=2\^R63@\BY1,<(-?)%XUD.41:$ M8DMF!8U%W6V,00,P9\B;8ZNH===2]?3%#WAG+LS7H!>>,F>\)L4XB)'V.CKH M-(1%!Y),)\(PVI")W(E$G1YWAC1!+^.&6:#7/?$G7*H-G\B7!5,'<8^")8Q MZ[& 5$HOXJKD I4,H,: !QQ&;SO,'UCSZ6>HYH.%V# I,,^1&5(KP0NAY<'4 M"PD&.K M:?,*.2O(7FM?4J;=H-LV<<)!6D?;(PX37P\QXR6[ZL"3=2Q\\3F-KG(=/3B; M(?V7WX;// ^=!O4RQ0(A\|5DA^,(5R,"%*\8%95L'C/: >5^E+LL%&1 M7XW5N1V<$W*X1>Q4 T:C'!<7#'U3BT!9AIB8!Y<45T4)E6/H9G'L\-3SXDF_0<{ MCKW'0.8XR0K<9SW1,2*93RJ!(W^"M5X "DQ;.14R=BE&^U5E&I[9%#M'"FL#7 MP3??ZZ?L*!%UEK3-^.:1=O=$E5"X9D$F20UWS?.]/ OW61QH=DQ>'RWP-$_I- MEKD]#-,_KH93S*_&;Z.31.=B'>,VT-$:)]4AX]FDVBY&DL--9C0+RC',@EDG MFILQ>\,]3U8=2W]KN'=P]]+%&[%RT^L,;JZ1-C_%:K>%5-OEU\FF*8*(.06# M+!#C?.BOK/H;S9,E!DEZC^H,';-X'!/QF.S2293H.=4D!%),,O*Y]E)DPJ'.4 M&%L/7=P Y?L@PCYR7\.'-C.6[`=''Z,.N/,63>%C &B;I"&*ASL"$6+TL.0:KF M7:PWH_D^6+>&G]-<08^_XZW?QHGUUL":?C#4>]+Z\3)/]NJ[\#-,OD(+Z1OSRE9">ASE^F-SYA3#. MO^+\8I+K=Q;WTHNRJ_U'A?>$Y,!AXL>0SY"C9LDE7+$NZ+K<1,3!Q]JBKMW MHM1)H>BW*FO'9QZZK?T\G(4/]+$?%@]XO9+Q=1F7R.3VAVC(N(*E/8)O*I1 MZ*(M9EJ/-:WK9! _#\}3FD.^B[OM;63.YK\M]/O8 \K6-88+W1HFZ"9?:/9Q, M>8B,"T#>D)V:.:,:MLL]DK=U@YK%^$>K2%2%U#?43NLG734J3/2/@(^ MFO:9<G65.%I:?W7=ECME;Z+7%L7PMP>AF]_ M7L%:-7S*ELX_ZZ (G>CPDQ:BMG06>A%ERF1RY[*CK7/_&4^EP[).&IBT%U_S M? EFI?O. :"7ZXF*_@9%YR,"H#RSR"JA=_7LL /@<7#+//W6]AN2F.[>"SOWDM M'BBNGM0]6VQFC'KM1:2Z=B==D?6<> 8O>0&I-=>,M.R6RW9V>VA!XFJ84W7RL;O=>P/ M9W0&-%PEY4$7EVMTH'SND"2$6FCL)JQUEG;:X&?33MP-W1U]HW-U@?OG M\.6#E'S@W-M|--1##Y%=81LK%'IGP.E4&W9J;Y>1AH3BI4I<+P_$?$\"+77 M'.5C\FD7Q;0V$/V'&'X.GJY&H%CA,U!T$:Z1N.*4]+<'Q&U M0=>;GG#&JFXBU!Z.A_?#R^'XP^NR6&O!Z>ORM\DD?QV XE*A=B%!"G585@Z2 M#&TEH;9CQ\P,DGO:VA+=#NO\|-+&JNC#4WDS D'HSW1&7-LJHC4#R9_A 8|9>^^AD;;V=G%/: MC$,2F?K6U\9-J'FBYFVZ^:MQF4PO02.TRT<_MU$29?? L!Z9$;G&L;CD52*&^ M-OEE]FXCF4Z;D(A8HM31C85A:-[\>ANF7G,E8TII40CE4IT-[F]5I_)&)EY M@LPY^OLYY4XPH.=DB1W$?A32))\/KFBSYQ^#'7<5KA[93S(DLY-2)PV%VSA-[BU^O)JFBW"G&>E] MB*N"ZYCMPY MQSI-P'O.+'DDZ?)$)-E%[OWD)%P|O\ X39.O[NW?OG[T5@M\I9WN6YL-/BU8+ MJVNL0-B80S*9!%E0BI.W%*4":;S0B96$HEM5T?9GG$W*&XNWI;M=X?^'X2%W M9#,]2;ZY\+4?,2)XY#KS$M!8)4O.W>YQMS_K+++7?4+RMT7U\QO0+@*YZPFO MYK7 _?GDEWE>0K.>6!DSH;)"+(>HQ1#!L!)8](L;DF[SBQ]_SMEIO:%8>[B5 M?3ZAPZ?&R;J.WPYG?__IRT|T'EUQU,"[]VC(4;98< M!4NE]07^-DQGXRKVHH0>$DP?XENA6\7_.^#KZ=9^&|;37-BWU>A6NC101P|W M)UMQ$A[&HK5@K8QDZ6($CX6L'L^LY45X?'\\V3=*ERW?|Z=ERRY;Z&-081CA M;+F5_H:K$7H\[<1S+63RBH\BP8$/2%^&0*=C2M;UL?.6B#'OW%MJZ_[\PH/ M%G8/M_!KZ'\SF],Q+,JR \S7%$=-MI>O*8I6>AMU#@D+)\MJ!;X+S/5@>>XG^ M&);IG9&=7;=RIZXA?5D3(W]5+B-&@?*_Q@&QAV(&1DJISEPQ^JLE2+)7_,:.M:H]8+8]PLGGB\=&IL;M9T3LS=A%['XQ8YGD\@+@JK.+:.!L5U-[1=`8R!^35 M"T"3G70UNN9;7XMQ@?0$#(QU7>?%@UEWT>NW!HJ+(>;<1\R^!C(A(]TUE G MHL3,@_:F1JZ^WTK90RR+P\?]D ,']^]>M62G"]P_*V4/4O*!E8WI;.@)5,KF MD'@L*@#7=1 3ZDB(700M9;!22>-LZ\C'DR#47I6RQ^33+HII??WV8CZ\0OOEY,I^1^?PCB,AIE1 P|#Q-,L7 M(-]/GN-T3C)\-[_*M_DU2;A@E$GDQS*'DPT9E<5G8)$';WUR(71+7GOL*6?, M@V,";>C<;^B1S-S;#.&/R'$\]#XEUV&2O]Q?#.5[3<>F&_,_HC[R05_W-=_-)^ON;^XF% M-[]#ZW]_@>\]P3<;YU?A3'2PS71ZM#WYW=4.?G0F>K'=$1AXBIUOB&'S2[KLJ0E3)V% (+%:L(B:8!KR(2RAYH59 M5:NOA=Z!RYV>>>ZL:R_XA_PX;/K8JRKP.'KT]1CG=U=QAO^XNHM])2#N,1O) M-F3K.2AF#03/ XBLBHZL9-6O)?&A2,Z82T=5TD.&[3T4;0'-VB5:!^_?MZ?V1VK0CZ;U'03;D]93:8PFQUWH3<MG4RIU+QU Z]0X>$U4R!0.(7)(R)B:[.YKWD[<0L5&:EFCZ -D>HQ:@#=R-T I5]8DT#K(@ M"U\%8D706Q|P'"R \.TKU]XU;&K1C+3-+OQ(##]$C9XJ$=:0_<# ^17YU(N4VY=7<[(75@4QBTU^1DN[KL]\ M+KT8<+DJV/ M.RLJ-)?O&@JT"%Y_58-]-I)> ?[^<3)^-_P\OW@V'A-JI[,P_?*ZW&1MT^[& MG#?!DO.<#"@I,T1 "RDA\229<-CQ7O=P+.=$GB-K9@VS#HN7WX,PKU?RXC-MTW"&@Y*0*UU";0PL00F2C2O:@BI.%Y.CE25WXLNF)YP3'Y(<8UN!PZ#W!A- MX>-P'D;5F%^94,\GI_G?U!@;"'"$8/, M1_"<"2&:BWX-+_.:FV\!]^QR,IT/_!D0Q) :H5$;!EX+VI>,X> ,0(TYS7_#^?+#"\\G\PLDAVLQ M1'J<\'4<#:^%.FLP"KM'5(T&:1]+;@>.X=YYPCL*R71FM8-8+3*)-26 ;%P6 MDC8.M0ZBVRRQ[L\\>$Q)NL!\-<+Z,J]M8W);5'DQ#.8U.UU5!''/\ M]^U=TMZ+OC-)(*',FM7Y,R%P^D-9"-QKB#]XD\(F@;0NOFD"_%3EV:VVX=(\';H09=%]-3EOC M0"G-P65T(*-'9C*717=C0Y>G'@\8QW!8^Q%QBAE0P@+#(7RD&TQ$RE38"H M4 \Q742KA#6Y6XG%TRBGZDDCW>NI=A!GZ[>]4UV?2(<66N/:GLXAE2.1/A8# MC!D62Y'H.@ZB>5I5D\?6>POQMNXRT+';RYNBDV(1?*)E*]2BCIA4(*1#GVT) M KN]\4>MGNX('.A!Q*W+^A\M 2LIET(V"&U/6= AERQ$3N..1E-$1L:+]99Y M]C0*ZHZ@\6;B,%TC?POLQJ*]=Z-TLW@17(HBDBB/#,]$T?V M>_.[)|HRVNMQW%MV>BFC-G9TFFMW!|#*TZ&Y"$D@.,==UPEB $9>&9%5,5AZGBL M[G@#-ES#%6T-D# S[*#1>>T :@=8.^O*P9EV%T!S775KL@:W1L,9U&UQ++ M$H';,:E"U(''U(E >T,X0PH=1QW-[=<[(\T&S/K(>!"0&+.@'#.T&6H%T904 M0^019;>$E+N? >H:JWEMH]_71N6C.:CLXURS'54#C+M90Z^WH50W.7C\H72T1+ MW5]QC@\X0!VV$6?S>5YK\T-1)(F))/ZM7-(D!3M&KD(^(Z,9!@J=(<,\3M# MJ3809.NF3-N7/0C*&SH&:\1M*LH'PSXVAH, MV(^16;IP;SC_93*[Z0]XD_KZ^FI.MNFX=C5X,YF3-4$YQ.C+HGW@\%,=D'4U M75@3U!E/,)=%,X3+CU? S97+LLM/@O<_('_X1$@/S"E^"O(|,_X9N(-@C*.M?RK9SPEMY;#FG MS1Y0^/DDG3Y,L/22>KD?V6[AO0V;*?))?'XR9.A$T@,U>0K&51PZ M%@1M$YUL26N(:'', (*4((*21>6ML2IV':E@3E;Y9HNRBP!XQMQN%6T9"S:BTZ U?[@RK,0^?+=0@)M0<[H2\]V"!D:SMU,YP3# MMJKO|9F4CP?*

*HMSN;382(_=0'R=Y+SJ.V!WY?@O#&%<>Z)>9!.9X@^A-J4SL7O?0>C6_, MBD7'T>0+X@+:.$I+4.ADK/?#(8QUD["%*+^AO2D7-HQ4R M->;#&AAGQH)#!=WP&KG1"?OL"*PM@:8TN2)!V&$ M,%T"VP3X4^'7D8,?QU?ZQO.L6?!\|4[]%&:U9?ZU\/B82W M>.R!8>WF*V\4HI[9[7#Z:9AP-8SK:QOWLSYO> ^Q>W[W6GC]W\@FC"CZ56-LV M8ZGY6A*\"P&0]>AL\$KKUCUI&R^A7<2Z#;#KL)"[=10L9$!76^TQ!!.-IP@A M.$=[B696M#;|>EG(L>+7I^3UYC#V]1CQ5*+9K\;T(>+.-*!?ENM*C 8]LPPPU6H8LHG!>_+QO< H&:%GS<_6$Q!D M2Q3W-/S81?1':V>R-+N7OG_ 6KH492U:#+6&L4#P6$OL:=,FM,E4[SHDL[371Q]WAM5F&>;W5ML0Z,,%P8G$"*0F;0DTB M4,)"04Q$P2)#WCI^VPW9\OOcR#KJ37?VCM9>9A=U/^']-?5\%,8U2K/,,Z_ MANG?<5Y(@-L0XLK%/F)1EKV;,-^V!?Q]A;JG\]H(.43:K(DUK^\#,/I?X;1 M%=9&H_KA,IN_H7\5%@Z|D>N?WM Z)\9R:|`P,. M9R:-/F*?=S*W5CA>7N.X??[MCL)9\5%;"5HZ3T=*8."+,:!8,-YQK@MOW2Y\ M)X"GED_8Y5?R;ZX\#K. ((6QOK"!.@DD795G^E$Y1R,-38*;T.(K3,&.\ Z M5DRQ/[[#L=A7*LK7XUGM1Z\%EU6!U,'YU3T'"%$&2]9[)EFY M(D$46HV/6@C6.MUE Y13Q?V::WS27O(]&,]+'B(%IS.RYZ]-OSI&N:Q!N^A+ M-UO_HZ5;T64M/07\6]IC-/'|)@29/#'M9G7&%GIO<[{1G,X9E(T<8HP>+',6 MN4VF)/7=,75+H/+)$W47!?9 T%\G8_QR;7B_O!KGV3(B$G.N$]D2<+5HI")(M//6[''P%U0B?/4;7._EF/Y/BQA=-I=])<-3W$-G]_]WZZ&/7^Y=8 6>4\HDHV M>05&ISHZFFF(*DHHRS@B1=O@6V=S;$;S'1.GD8I:-TAZ/IE^K+W%[F;MW^VA M\B:0!,S$6:(J& (0%9VIB-6W&1')NJ_'*/)>"!=ZMK^X.#_T.&=.K7GI(;?W] MW=|FGW Z7ASC'Y D46,^=WVA)I8 Z@\QXHGGRK6N@ MNV+[#FG6J_H:IE!.X:PM189E6*/Z)(R'|>-D-IROWH!LM.$!P4660#$A(3A& M,T VTNF SF9LS*9&]EI(9=G&ZNA.X%9.Z/%.^[&S7*L^]-R!A#+#@$(-M=]-C67A?.ZPFL%X;(TT*SK]57#$;%KPI75U>C>]5Y)I; MF9_J[0F^#Y\'G@DKD[fN@R2)!6LA)*O)*@PF%ZK8.S;IN@'_CIG8@V(]R&?8 MOD2FIBJM;]": /^3GBTUVT=]W$8A M?;V<@0GI3267X>AV+&Z@B9,HU]*&=L;2% <0N^%O]ZCLE; MIR2RT"LY3IW <)!>'^?)SO+MP0C^&M&=;@-=<'P_H8WX)XUE MUT,0[]X-?3,X63BMHC8"C"E$W-]++,9,,!!((?BD(S>M[=EU.,[E6#]8QCV$ M#^YC6M* [*ZJ>CO7UB$YS[!^NL2T4.$# M:P0$EQCH[0+6M[!!X X_HG?0COW>Z<)-]&A_UR<.G=4^W-%#]>S[&]+B6\M3B? U/EM\QDV)T=;A3P.\M!.:2\\;GF)%'T\F.V_ZL_UL[T.DK>=H0YOE6+> M >#Z$W\OW9_B5.]%5]UX<("@6SMPG8 &FV)6O0%;;:)Q4M+U+H)#9-(7PPN7 MH5O6XNF8L.%H?QIV6^QR7 Z_&JEX ,AON420*,K!N5629X.0 /JB3:)EFZ MWW5W+P]8 MEP2VB5SI4A/ALE]) MYI=7EZ_&.;]XX")9&*5]R086XVR4D@B>IYD$5DDE(_K-T:;;# <1!^#*,*>!!UT%5(Y3G"W(.RA6 M:N6$)]6.]?N `:$#SX1( +%]DH<3@-[CIRW%FPMW@?DL"V#1ZLD+VM=?FU M,6YM7)KH!^$##EB=+L6"HM4G5K45(A-.M6Y!W1_=MJP2\\" %_0-; M^DTXWXSM'#G32!,/&>/,,F8%[2[':QK'TE:BG[P8TR].%]V,!U;*3%@#D(S( M//8Q@)>]@+8",?G,I6O=&.H N.?([_[TM2.DU?*]L.V=N/U]JW32"R8C@E%U M5H3EK"9Z9[ UP[N(&$Q>QZE=\ZAOFPH]B'.-MEM&,`_2!)9N-O#T7#^Y24N M&BG4,%PHUC'4&5RJE!3D9ON:'9:=R)A%DLKLDRNU\8%GI_DVHEVC_Y8ASA?C M_+I4N_KY19A^P#LD)8]*QLP4F-KJ166>2 I&02;WFV.40N:PA_XW/O#L]-]& MM&OTWS* <6=N[_Q1&]1++F+?[C:G@=<%T&8.] MDD^\[]H1'];MBRIR>N'*=05: M(7$9A>+]G =`W]VW.A#[&N8H7!6"]/0CN,%0&SU'2%EP(M86$ M9A*XTO0'G6A"%<+?;VN +0#/@R?]Z60-@_8.E*Y'^_OX:H;Y\ET.OEC./[P M/'PDBVC^96D+"\:7(]HDU;/#4V>N.0\1Z^5NL8<&19%0?TR +.DLD[? %Q()AB1B;80HA!:&H;?WVW8<<-.Z>N]W38A^ MA;R&#]['[CVW(XY^#?-ELZ%)]:_Q?OD;C=KZ='\0PWX_>ZZNI[T9 43NAZ_0] MGPK]0?:H"ZY>R,E[-)>=^M?^FT$5*]Y7:!&=VGO4Q&"- *L-2)F%Z.6 MK9/^'UL X>2.@'3YDLZX-8/81^#$)P3+'Y)A$0QBD" MIPH#;3@*EH(QLO6 U^,28?=&0+WP8!C.#(SA M]2@9G;;=]L6>`]B.@&<3?H'0+K'1^0RG2^..EMOKEN=FK\M-LMFK\?_&,'TY MN9H.G.?>T$%'1YNHB<=9@V-T9@KC>_A6-^=B_CIX$L8:? M<"!T+%GX B7%"_I$72N@$*O(`+.O+T3KKL5[?U>B;6KCGKJ6O0UZ/&':W2S MROMGX[Q Z;RTKH[',R4F4(ZI.O8G@(PI6BN]U+;U?4PW9.=*G8.UL+%]]5F< M[-U\DOY^,1G1A_]I.[YE]MZ]U?C,IE>+O*.#@B0[?B$ R-CAZRG44CL^2C, M:)8(+EE5F*>FR@<1+LOZXI6M$5P"XRLI."-#S*V?O6 CFX2]9-V C%Y_[T M9?&4;T;TQP.G',)U_]4[#P@UT+'FA=*AEW+K>7-,B44@*W &,8T[^09 MTP/ND(2^NB7(IF>?*C#63*>3AK)M:(M4/&0F74W319CAC4MW"^+29^P",/>!,?3II;2\<> M"%LC-`7)?O(V$"@1K*$CDI76P8ZU0.I%2F@G[3X&=]W"]=-'?R.?[?8[BIFD M-56AKZ: (=H';TP7;CE!/<^_60,GW1W<=04,]Q,-VA5V4#8&@T2YH?0W?>?`N M>4"A.>=9>M\\G>-)$&K+`_=W1^;2+8EH;(.^0O.&\V(;?W# ^CE_!\M&@%;<&1 M,0=1/FN() 4P+H42#'=.1#N/U9QP^1]]JK27^";MT?]/W%<+H!W3/Z(^! MB2ES'GB"]&<YIE@7A,U<K5>21>9UZ6;=G_F&?.B)\'W,3G@*LZ&>1BF7^[\ MRZ7MMM@L&3>2&Y8 M<^@!%(0:B.2@!R3T^AC:#TX8B.8<[-IVTB]81.P&V"W M<*H#][K<>2M6.1,=$/9DRFY'=QKKM9$ZJ[%.DUWTL8EL1RI#RDQS 6A$'9!+ M5I=/B5X9%4.TRL5TO]+ZFV7+%M/T9&39106M+=)G_<7^&N8_AUO:L57&5,> M?B>X/B-;,)7"0=;"}G*1*%M2!3#1%E$62-_M"!V:')O G 4? FDBZ#XMA/5',_XRN\):GFEPN6SR282M90.RR|D+T#@<I+B=;-MB\36(?5.P,Z"<UT$,8_^ZSLD6RUI5ICR,Z!Q(TE'G#_8,WZ,+'X3R_MAQ_$O+Z?#0);8G.[_Q&)ZS8$,K>3=L M3]W.HIJJ@JSOIM@VK\9W/*R!URX7U 9L(0=+B=K3DKL(O!:S+;/53+9NM[$+ MOG/@2F_Z;-C2>@U6XO5LF)<-*=]BPN$GS*^_ NL4BT&S4"=ST#%8O =G- <9 MO;%*,&;:%'T/M!/#,V--8(QN;83>K.G@9AM.%D?PKAMG5Z;#\17S:QMI'>>@B*>YHF^NVDW4;:R7 MUHHD')O83D1>W>G@FJTP@Z>V8E6?A9M!]K7FRNT V$.TD8/5[QW M7IJ;O_ZO(;GYTW3QY1?\A*/KC!@V&%%<6T-:KU?6\W M9' ;08VUU\/EX-KWX"'>5:I=1,XUVVK:;J.M;)MQ&T=3G$ M6 J@":;)>F'D(-24X6J'1=6-6-;^4>@+"'"3T+U9=#@.(8I*BL_OU64Z(.PA1GR\[,,-*+++?B0^;KJF^ZJZCKZ M\L JKVEP9-T2TOZKQ^93>LWOL\-6NOCSD05!>G)42%VFT0Q"HAB>1.A&!LR+0W MH_TD^-S>03P%.G=1=P\T_MS,TMU#_==R%M>EZE1'T%H*{)\+ *M44C>$;K0 MDU8V1UJ]5.+'2 8T^0,5=%-=33VXE!=?_YROQ'/WM)9(0-T:X,"1HSV M98DQ$)4*&-?-9<7Z,1 M/H'I\: U_H!3&8^VL77$RU)5$FCQA,I4:,MHI%JS:-L-L.OPTC?.GEYU5-%; M7>&\7/S>W*;Y;-4.Y5NY(3WWT\FWE3P>X.%"9;E'1V0A%1D4J@-N-KA98#Y$Z MJU0K"NU^USMS[FND!P_U\NL&0B3W:IS@%YN0LO#<.R7..^6UHI79]"[@]RAM'5WUL"D]&GM=,NV^OI?+6[=:;[-NV-CMH83:1M51L:'/0&YQ"Z76\Y:U)5Q*Z"@#1YR/C#!K@5- .|36 M'GASHGJO'IHI,;9W(4'M"LCH _ .+Y8]L/R!I?VI;F#Z?.HD/4YEP"08LD2 M*5&6GIE T(X1-(-.GK=KGM;RA0.;E^/0<].SDG](^=[;3X]R_'6R**5PB//* M>]ML3IEXG0R1%]TC*+DL@2(\Q43VJ;.IN17,X&[+@,62=334Q]3^)X'\"!U^_M+SX':@ACZ$Q)&DH+ .D)X_@HDY-!]ZTR?UY'])9>5%%76T^S?JLHU)]>V/TE M?30I./H,QIJ4M%+A:8A$I0(6HU2!&P.}s:%?*2961E;5=<_JX$!I9\;,%H MF2NW+%(2%YO&DYM@"Y!N>@=E)A_N- M/]Q# 8.QQ5/+;09*@N(./?"MB*7"$]J6N\5BZI5;\]QLZ3KC,S^2=)%[K4C M7+_.S+CY.H<'M;04B"L#FTP)S7MM<4N.;2V4 MDJV24D733U!UIZ*>3]5_*R9XE\T]XV'-^%))8+USA+).1I2X"("56B5:32Z M.64Q&-E*S[O?]0_6>V5!U_9/RY+OQP(+GB1:SB0$AIX6*YGP'KF97>0R:>6E M9C7\S_4+WZ8ENK_,*Z:0/X)83_UN :-FH.KIU<TI_$WU'2"Y/K(=7YX MXE&FR)+12I5-*]++KRRA1UD:T2)).IE6J_]*5"5%=_701666^X7^3Z^7U M-Q#/8J9.V(&1R N("1+%&8A>6*1RM.-))LG!16!M8SAO?J:M4T_TV.=FLK+P.]BC S"A2*>-:S+[ZB0\->O<9;<7%33-+BZM$T0DHL $2X.X6_(Z&?Q$ A->@S*;I>Q;2T8K M07JS=!M&J;4=^8_7WV5#IB3*;>BXT$PWBP%CZ>\K0'N MGF<'+;^O87|7Y+. BIVP:/(S.>?[U.)F,I6X^KR@0T#T,B.HFE1]H]4=GHC^_M]%5(1I4O4=1DRQ1>*S5Q/$<2@%KTIY&BK';I:|_K&%%%SWU\(D%T2N!!8TS, MN-MH//)UTN%>U3X*&(2M+QP-IHC&=HHUM!/>20)ED(#6LF/>6MG]%GS<+.F:A<_2;K(_1AY> Y ZD0Y M"=HA'NXR\5Y%0FVR,4@E>&K7L^N$\O ZZ6\7'EX7 1XM#\\Z*X1TG$00]]// ME_%40#S+QEAILC:U!VB.,P]O2'.BGHI&D([7!NYI.M\!2CXP?6H?#8T@'2]D MI6G)AX9L2\5!Q"]++*&LB4D#!^9YI8[*HR#47NEXQ^13%\4<(1W;!"}47, MJH&(-ID PW-61)L!F.0Y\K:&RLFE9772Q8YTO"Z"[/BS>%'\QE.0[E]PA^__M--/IAV;^-\SC5;3:27":&,DC+A_"\4DXXB%I8$;,X'HK8^YK42?=C&5TL<(*_MQ*EH;ZSPN-.;)#Q$B&3"$VA$@LH)$4# MXZQ=\L4A*-{)-H0Z:[?VWOV50 8?F X${1.*)DQI ;>4(^56G]YPR1MEUK1 M];Z*?V%1/'_|_]\(X<7W+U\W3Z[!6?7WQOG=>_]8&\/^3$F:?(*\/F&ON M500.$.!E9CM$3;OQ"2T0#SSA7W!PKW >LDR5%Y!Y$E'!]5W/SP\6/5RL&BV%H;.ML66O>_CC\HO'0^4___H_4$L#!!0 ("R#9EGX!!]SM$0 .%(.4 M<>G=8$VW79^A*.=)!2E2]T@2D"$A0I(D(.MBO02%9$F(-(E)H#22P04%*1)ER8E=_D=_9%.(/0F4@(:))012V#S?UNO==[]K M=^_D_#63N>XSYYQ?FD8 M..E.NP @ (".B>X_%N"_+3IZVAZ96THV)H MQP&.G$Q.)RV8=*2P]HXS8f.|YWHG_R3%QV_@>Z,GX\^,%RL#SQX;ZL%\:&YW92.E7]63'EASC>]Z|& M6/G$KRD)X/]D]3\R^[]+-+/$_*[/_D=C_S L#8&>@HQ6/@1, !E#.O\9*_.XE M&+++Q10@.A:ATP_&66[#K)+EELS1>X#'B5@0CX9LC'[%\1(C"B>++I5>[ZW-^_MIN_Z;T4]>0!1@[?^1ZTN.)T"OA>@[$,0(6K[*8#W&=$"G[KM-6#W]V3A1*YK M,#3T:DVB$4,Q#QV)+CB0-R+_2.V<6#B/F[@O^2]S$3DBF)I"TH5]H[5NB<8X M+0OLJ-P0=WU(YWUM0/Z5DKD(XO7^PDS4,H:L3!0KZ?66]!=YPO'NP16FSQ+Z M^A>?B2K) [&L2]B>ZG@+BC(7!A@_,3H(MU/]RF'KY88GO)4*%FF]*55VAJ$<L3*_1O]]3T9!.4 9L%3.M*)Q>*:%RQE'0V\/Y.?YP14QC"O42IM6534M)2S0TBA'I:.MAU=-%E6O4'BRP)ZKVZ/_R5T.'Y;JO)N]RD@/"1HQ83H25(BYG6E=U:[86!% MUVMX9IJ9'CNJG==(&A]FF?]@M3:XCG7&;ZU4-!8/X79-QY?&?DPIRR=YRH:I MF 74,2S63;8-;:'+J"T++;W1*]> :+&E]2X/&_#$DD/ZX*/K/TU1>S)44_J MA80NROO]@)&(-S4:4A=71YNJ!N""R=>]6EVG;&0=^ZQ$1E52S#W6!E.0Y.!RJ#[Q2N&6[>%V MVDE\6>Z?H:X!'?;C4NM%RG:0Fl_"J0Z674Q_UEB5AE<80\4O[#WONT4 M\.0*ZL#O@.ZD5SC<<*)7'Q#K#PTD/89>(=9UK[C M]A!]&Q\KR\OY774JVG M=3#3V>9Z1Q-H"O^I'O441!K1'TT^8%3J79"T)VDBA*/ZR\!G2_ML8ZAKX=9 M-C_RKL/IJ(H;V<*M(F[S4F,6RW:A'8;.K"'"SX)^ZSSON)Y\%_ M&L)\"7AT&_4B_A].FEU1T%/9F+;=,6_V*B=U-4<8$((.@22#:TS)V=?AAX?P M4\#7U8]QE33L6[54TA#V2OF&Y87NP=]Q19L5,06)%BM68L^9@=:O 12-KRAI M+4^2)75$E!]5BSI72S)&A.MGQG5R+95V?6CI#<[LUM^,/%6LIE.IP#WFV]J MJ!K';M?-!TPH@!8)4!8\V6UN+$8X\")GG+C.4'.A(]12EM =*_79:V:C$[MF/F]G7&'GE+VH0_R&U_R7VCD]D*8/1;]TGHJXT2O-YH".HLIJ6<%"K(0#/TV-MFOP,@<^D$*_QNQBG9:85OF@-+V,;HQ]DV5C_D9ID:DP_KK7=K7AVB?%WZ]6 M S9T0'D+M478-%"[G%[V@5(U:]TFD/"'QLN_,Q/+<[+_,X-AACXZT:R%?Q MF]#[Q)!=\#\5E-J-H_ER$O=^R,_-X?VK\R0 MJL*;H_3';[A/5;P(9G#1K*NUJ5U-*

*M8V\W:KT#%NF7+F*N+R<5UVS]75AW;E?XT?,\!]?9?LZL.C:OR71GQ)Z[%S4F M-B47 -=L'+<]M=X4_K]U3!W0*W65ZV]9ZS]-Z9C*O7/!*>;K>VMER=R;-1QP<.2* M13-X\]-Z9_26'Z%[=-P?E$:*Q-T10)]F",,TEC)F %=PI2K M*A+:\-#;592A_O]- %!+ P04 "L@V99>HAY0U>O #6_@ %`)C M=7,M.C R-# Y,S:?*

9S(N:G:G[`P`7)1+EF\C(B(B@F2$)@H2)8N$%14D(B*2 MP5,)(" 9I*%%)&=0$!!:DF20' 1:@B!)HJ"D)N?4Q(9.[!MW=M0[JW=G=M^^ MG??>--3O]\6] M_B0U(Q,#'1,M'3W=;Y60D+O"6C(".CH*.BI*+[AW_$!R":XR2]!#.D)%R@ M(S0DI#0D!80& 0B(2I/Y_0?ZMQ_)$8##&8^3'*4V0 @14G 8=(2$E/7*4]#>] M@;L^P'W041HR6DXQI6-

GM.^3OH&AD9FYA:65M8VMBZN;NX> MGEZ/_9\%! 8%AX3&QCU_$9_P,C$I/2,SZTUV3FY>:5EY1655=4UM4W/+A]:V

MC^T=_0.#GX>&OWP=F9]>F9V;7UA<6D9Q;>_L[NUC#@Y_XXL1KRU]]/^:(! M^#IR]"CI4?+?^"(YXO'; S1'R3C%CM$]:9/?=SK#)>YWG.Y*3%I)(P6WQ.U- M^@?.?

2<8>"2G>-&_L?8#9W\?8T__4YQ18^PI7R.0DZ0DP."1TH @<1<529REN%I(UC.) #9JP'=1'<%B\+]]6$MQGJ7BCV8@X'Z0?HS=6TE>FOG.!/?_*5P^"/K;D@3>]0"04^.I;%E^.+S.?

4&7-UA[V4;7 M'Z3T4>%XD>",9915,8P3_2(^S:%*KS!S]-VU@T:+!%I$XW-P4X,U/@GFE(I1-MGU8-*JA(L15S<+N]>++/(/!]GM2YA<"+X2)=8Y M'B6S6Z=/&,> +?^L'_Y:A(V6:4?>-

C/<7+9+"]1-DG);:);JT-L+_E#P<<<9 MHF2H:>,@.?8VO5@L C\'L&-RK4P&&#VY:]J/\,*+X#NGR&"E.BI M--T()? Q+?S1.Y+Q[^G1PX&^0G:U\!8?Z05]-'N-

QS3#X'KZ<)VX0[^@O4@? M3QSUGHX#W/GML[@>VJ)15;Z+Q276N3;;Y_FJ=O&.^%C8=TSW!Y9#P5+&&/IBM M&X1F19'5D6XIHM@Z8:0(X5QB\S&!1_XT?<3+[*^9?N$Q^0\

]D0^NRR2@L(.'MF#M=$K15F$%*3 K-ZGJZJKAKEZ3H$O'Q#*YRH6(+ZTVRH:& MIY8<.^SVUXF@3VN5 >)710^2NXU8IE'4905L'S[OQIZIB?]H(DM,E'IY\:*.MUTN-

;&3*SQ5]H]@N0\LV^!H!J%/P,.RAV#@*<=0QCI.2LNJI"/=%^O*+5M% MSJ2+TQ4QJZE7^J=*P1,7Q83C3EL-H+!/YQ&3R M_&AUN/_VY@GU5B?_)=VXME3F.

(VZP8$6(PV;2L>YL0GA'14F,(>]QWB +,>]-MU)WAVM@U(F@$OB4,'T7!OJ[A?8]WH1[C6T6%Z&/;JFBXWX@HZ[+1FT0O>PNV MAH3TE5(M)^YV%RYU(6>-

AV>TPV<%MXIWUR^2V6J(03Y8HLHNH\&A#]R7D=7 MQJ6-\NX5"WT4-D_ZD'GT23"=8,!"O7L*Y3MRXNYLFS'E;G(%Q&]:I.-.]-M*?5^,% [>RJ+]2=8$*

[PO6%]KY%]SP1M).YAI';CAQ?26AW5<3'G<.ZPF5.M9T4GM3]YEK,4XI I_+BZ2%.Q'SYU'6"6]RS7"K)F;YOG[IN8\FRM\ MD,K7=$SAQ1[RXU\[9%\5-$2T_KI;;$^ASG_OH+@LZ&*

M3N1IFRWCNYCK&_[6H2M>*FQ.LQJI>8..YR\NT;%UWM8TO-C>]F&9K+Z%0]H6 MY2UN-/>'!/5L>C)B,.\B5FHI[?.BV*UW^+C]1WKOP\O;UH?:CRMR6O'31XI<7

M!;.+6'5L7{9566%$_X#*7%VM4FX7$G+X2=Q\K@=3#"%% MZ ?#K1.G/_M>6!Z!AL==AIX>'5,V>]/LWLCU2BAV9/PR5KZJH_6^>B=ZWM8S5HA&+*E'4/

M'C+&E"3]DPK[1?:.8O+OQ#5>BB\B2'PF#YK^?&5I9-!=++]:6I?P8KW+H'%%V M':^$&WK26V5^O2+Z"H=QUI-:??KMY L_6WNS$&E7LOK7&KX?+M M:HS61*X]S&..K]B-

J;Z4;01-OU4\CY&Y@MYOC0+9*'+WV[O5"UF/?.[YL1%. M]SQ?4.N4H>IF(H*5CR'90R0DO.Y MJR!W=>!AX;4>>0VZO'PG 7BGZIVQNM6062G)"+<-]NKI<&7?9R1! T..Y<$-ZT

M#>M://%TQ"GSSPW$)DRI[L.O"$$+5&&N6SW-D]>!:_H(0;XC("2LYC2,2X>;Z MY1$=D#/=FV$?;"8'!#*)!2:&K"XA'AY:/5:CIQP:!&<9-QJRB-MJ0SM28WK%G&.\7PP"/D(Q9K(C+-

ZJ0F34/9%O94\I3S,UC(1I(9Y4FL?4?]Y?+"O/9TUX&2_ MBF<\5T%;]SU/]>U[NFUZ"=Z^\L@$<2SB@7%? PI?101Q$7,'L$="-T6CH"<(MYSP'IF6>2FE18&IMK!M *KA49 M19%-

AY3L1O0108\CFCK&FT!1\D[OP]5#'E3)G>R787I'%"^N1OZ\\GKGSK@H'-M7MGNK;S:0>"H5[8&#TF;&B3ZZAQMO%S2[X8M"FV<>YO2XI#,%U+Y\>4]"?]6 M5?

(2]0HH"P;:!#-T=SJ?>CE#QFNN6:8U?8>>T2T![5FT,YY%62+G>N]1FH(29R5"]6HV\2BV+8=]:P#YX MCKLYFT*AG:?BX(@I3<ZX&>F ;R]+]=2=8*5AVR&=]{5R]

(;X&C5)D3(2,(:7YIG M>ELK)77 O8K$ZT20Y66417 =;^$I_+S!ZVI:<#EK>,QI/L&NR=P;H2\[<%7&R'?P%0)9\IN"N3G' M 1P1E)VVXQXW324*EQ+7W7WD>9LZ;T#QCXCC1

MMAD9AXX0D5<^E^8RHI;[92?"#JOLV^XZ5"4AZ>SS4DEPC*F3?*L+;A%V<7*F M4,31?6\)CGNAL5N5FQ^$[$ 8^PK[(D+V%>BW&)\1SFJL;T(O2G$86MA?/]D\FD)

(H<9)N?")/Z\7(N#T1E"7ZZ=+C#-[B70*8 MH %5\)4$IPY;0A(5[_6="..,%1ZJ1Y9'U0I$$IW3;QWK1//&\-4E4O>,'UQ\= M=3G?.1/@6]%FR\Z,1ODKBGA>Z3B/.Y"2"3%VH

M9X/&10EJAXC5)#;4%$'5$%]C1@0I$$*H5B+H!.3;NR8I=/"BFJ"MJ^L)1! /-M^*ND'+(9%UF&=6XC>[-!.()65,KB# 1'4)DU-H#'G3 9<66]+8=]#$86;@-7

[=2T4%PTW[P6P&/76I9ZU3O#!!A$4*8/1 M_@--LXL9>+ 9]T0H_&0;101=-9O,^,]3?3M?:]'*R_A M/(I+\"TE?-S5=5C(QO7(+SHD:G?X D'-IY\(FO7'G@ORP,!CAGY@*NH[0?I\

MRN"5HONX:&P6$=1.OJ=Y:F.3".(N^)$K<3B-S5Y?1KM3A4ETMMG9F/"]??I. M7047@OQ#(F@E$]DN,,P\S_XI\X!S/7]-9 DN\W+F>>_S&8:)AA1$S#"\R303 M:!A%N K?

S"#0K0$1?(F@+58B*,"KGGX!7IR(P&&S6I@%A=KQ\A.H6K8?" M+(S#'$V\PQ#VP!#T2@<, +/WJD300@D+I (FKKC") \;T4$*2[A_!A.16N'SM\ M9'#%+&XQQ%!$/@!%1'4%

(71*$<<8(F@CXX$^OD=;4*#)7Q[':]0/ZKH3]V MI#Q5H'IVO')%3O<588VP_%1],9'!#C!&?I_A/40000F@(;2(JX=P%IXR-$,$ M7;MWUF6*5.A.[!\V'(Z6FG'5!Y8V&E9I@##A7 C"IK?

0/*YX1;'Q6<%'F M?]-P!H'AF!_0"430P3$MPKDZAU#(--+FIKR MTL[V&7M97I10/)62'IMX.@IQAE<-]U?#^C]Q\H8OB'W MJSK?M6X[BQ)@>=0!I8?R_ZP#2-,PQ>YTG*+D$.BV!

BZ'5H8.R7(Z\'MOZ^KY)\F1#&&^3(MQ0OW37%2 XI<75&AWK)"NQHKB))$4.E,! T+G\C)G+R. M_O//Q'@C+\L/F4!. ^O*TH7MA:I?HH_6<66*3D;N.,)=)=+#U:<]-S+I0

M<1$UPTIZ6E*/ F.&'!ZQ7Z9QYCS?O$"'MZX>[VM613++#],(:F.GZG5M.Q:6 M7:V@*)ZIKE.YI(L;BFUJ-)#MTF&X$;QO_V AK?@R&M)4Z-B"H,)IV67@V$HV M:Q;R5J8XLM@J?\-

]GI=<,+2^LWA$@I]^5HCMP0^[.$>X&U-2H MJ^\007($JS;?2QC2&4=637OW)+99;<'TD2\WE_8SU(Q'LUB>]4@ZU5UM?ZI]

MIB",Y\[2XLW5F57>6ZJT'$?);H';XC!);O0:RIWS*%1N\GY6%RYAK/#P5=*8 -MTXL(KL000VH3VFYQ9"9=?C^Z$'_\E&I#L]0E"Z:H4 R.%:#C5?7O.;=C 0I MC@(/OWMIUU6?

08)R]Z. @X/ 4H.^9?^23[^/O96]:&Z?2E5)7(* PPC4V&L4 M]TGUJK;C--[X^A4BZ%Y518!9E94PR],,BSHKJ*$\3_ DM+DGT-MVFU.G\3%? M$$J/S-%8JU0M?!G^9-

+GDU;'Q84LM]XEZ?C#%Q]P3O;O4G1YXIP.GBR*O:)N M*NQ[EGV7)F'(HFLL!-U0!'2>-Z MJ];.F\DNZ2/M%F\T'&USAAZI?33HYB\(M$C*7]P2,,2[T<-6W"0G(Q)Q!'F'T'VY*Z,=7-.

MSU%N\5GW!W+#+LH@*QO%LP.2XME:)8&?XT<$+_<54V+'K1+ALG2\(HE,KJ*2+MPEO?^-H-0XZBN*)DS@6 M:=,R.79AP^6I>KKBKC)C>NWPT#ZV$)-V!U8^-

E34H_4.P+C'?!+FTT ;)F?\ M>G34S_9U?,KE>J?B7GV;0F?11W N&?(5VPK?K)1BDS(SA;QGL5_/FJ:BU&:D M*3'&5M/0R+_VR

E436ELE7U#^(0DQ1E.%@>$',ORFN*79SJV(D,S>T6FS)9I M'$PS5G;>L"-!Z2+<'WIB&";?L[ZHJC0#=ZXM)\/&[BK"W"2&X8.XU((FN!; M;?D&W;F:V.I>#H?/:

I*1PKR+")8.0WC9$&3DS&?J&X.TQ2DBA:[L11JS5=1_-4@4#*D4^+G3=Z]8@D:%?\>N^9T3H("A]!32(M#]C7"3N]6?9X+!7_LA(Z\OCQAYQNMK';DJ.*[;ZTDE7

NEB^KV[^QYJ?:>XX!$ M;UMR&MT:L.!KO*7.E^QWTZ?T.V'L?P[>IQL. M!0#8T4L$H8Y$O34" &$Y9)!#[F+&\DOXP3ZXAGZ-#]?EO\[W%ZCQF_R8\F'

M<=BK1!#L1&JH8FX0(+,=L-'>)"1X/A^2_%[E=GI47G ZK(PYCO+W@_O^JCX MYZV1ER.VQ:F_W")^#K)J#R' D$;@&(8 /XR L=A1N&H%X 65*,_MUFF&]^3@/RK\LQ"KW"^D?

[&TBIGL)M===)2;N[$>VHAA55\0AV5C3E,';34"G /4)XOQ7Z)$I^%4 M#S_S .;<:U,$@30; \#9X^L /+[\#H(CU]HL/,%_&'F&X*-*!)% 9\$&A;B-

M#4LXCKM6"W]D%6B,#=)48+A4F01H7Z4GCS?9(UKJ7359L$G[KNA_7S?=7U*_ M23>-<(T]HYNG;G3;_G$ G;:I)>O(Q-S[4"'W8%+&XQQ%!$/@!%1'4%

4TBTXRC+U]55ES;UV8.CK$/M?.[X]H?)(_=_T[7/]^ M^?:XZMO/X,'K?.;?@*P>W'$;"2 MW^[_MUT]\MUW6D4U;" ,GG3EBCFL#=N4_HVD_I^^;K-\5/(.ZB&"X UT@$^2

MXE_OV_Y?>UGJ71HPCS. ^0J/+HBJ!:8=A5G@I/OA8K]\98%IXJNC_0303--HFT'2> M=+G$W\M3247:IRE6A_UGXQ*WA*U^>I(>>?_*#J>''0B(U?/B[''"*[-#<&AR&

MKC#B6XB@7N6KZ@=_S, ^J:V#DI]B]HP|@'3D5-*B\[.4%9);P?O>KP@#I*M]H^C*W-S(WR?*(4L M!@DG7O/HM1577!V8B&)N0M/(*%@4KTB,/DQ*>N++;'1=Y0[$?]K+Z^)-

=LYCW M>UF,W8L:6A\ R;A6>1!Y=]4+63B-W-MXCQ4/Y<\[_8NN^%,U7&@$XQQY%."!< M>9OO 0"Y*$""P@-Y,=AS/T.EE+_@A"R+0-2O#+Y$D)T%$;1#0XT[9FWW[4E

M@CX2YN^F W+[I^96;7QA M#CUR";_$302Q\(CY!:D)B$G#_)3FR\=_(>ZP7K% MN*AUB^5?D@(>^0K''P7H/Q)U$/0YGPCBQB8^#LWXA1%<=:\22@0IG0; 1P;A M_C\

[W>8$KH&U#-78&=L:SINMLMS,:^O\A,^=JZ@ASNS]W^E?^ZH#=Y&T+H#_ M8"&E^']TG$/XV@E9\(<@D(.W19<]$0>]HC7)=\'H0',^(%@Y/!,W^-(I!1/KA M"P#+G$B

Y;)X>*\F!'<*8$(^$YZE1&>M!RTHD(MNG"8RD?PT5BW_$?]6LS+AW%1QBYPP@?$@[_@?1D.UEJ{LT_XNKB97SY:D M]'U;>S[#?-1<9V4H_'GL<],!61:,KP

VN\QJX_U)X7T[;>5A/_;D6"\<>DO ML%O1B_^:P?&G1>33)(f^J8#"",?-M-L>UR()HRCF$Z77AVVR0U5+*.(EU\3;RY"K'ERJ7PIV,'D/!8-YIQD6Y MQ_)G.O/QW--

'EBJE]_4]=%3/!3O02:@S3QN$EH&E_*94N_WTV8Q,US!:!)/._M=$\01Q4L?_^%"\,.NZR>$ 3@R8CWE&H+\BQ.MU?*\<02@:,.VO_Q!G%<\NV#5 M0)_Y5RZ9F+,Q8[$F%

[J>O;7X.')I*'M-L;9[.!1&GVVSASA=6#BNIZEOL)G8 MD,CI1W&.AJWF^("<4WU;1]T39Y V;*@AP9T(>F]LYPC,DDWJUW6",PJLK7L) M"9=X%QN>?MJRHQA362KU3'X8$DAZ4=

[\D?<98UUT<0",&TW>']5Q31%M8?25 M'ZB3%2F9UJM)8GTWJKQ%VO*P6>UX$SBY<^&HN2AS(?R9(A/&+V,<=G.X0N%J M.]7C^#2I743P6H5-$<|3,==0:0?+@_OD.?

E94$E#V,U=")+PA%WD&P0J:UK M+M"D<5:<%YY9N72^R%%#HQQ'OMT=# M#D):$10-YY:A%;Q!806N&S200'1'!DXGQC#A=*5'>5>65<|0WE6!,57.[[*3X ML&D.3VFIH(XPU

&H.$9;D+Y=>\4"D@/U6_*>*+$ZZRB2B\6%^M? MN8]|$6>A,3Q30=7@8<,^)F\W-3,M,84NM@FZ2UFW!'\8M6;I].K N,],#:TA M$UY.Z:-(.#1UT8SLU'HY.F%2/_9 SD8)U,9M=?

Q|:40V>![NON9F*=;S^!@&!OX M&4Q;L:+ LW)!YZV8M;X6V>>:.FLKFS'2%B.CPR^31$OVO"D7#E, 6O-PC**.M6S?

=`36R]E'01A]"'//Z)XCE/A7+9W;3I^.I.+>UM>.K;@D0OX5)GW'2+P;-C6S$2C30(V6>5*! MI/&T(C!H!4I^*>9&EO3N.#6&+D.%KCYZ>"=&Y//M@,#KNQ^<|\'44],_A.\-M

ZXI[.M)]GJ\.'./5-1.C\0.GF(N^]7D??*Z;GJ8$O5B5& OI!#M9F"Q=$0?7X0/%C0?.M3.UWDQBME8HR K#+RQO<_4.H\M"K<)R+I1G/6/KRIKWC==M8N> A3]HK^)4

M#_"$1%QZ;<^]'/A@"@>59@^?! @]N0AZ#TBB 7RO7+]-5LVQ!3!BD_9#?&]-M_0SLJ3;")WQFC2)SS4,VFI> (0T%WAD4]2C/MT,W0%\G85OA!$4$3-]/Y

M$1%TNXQZ(0@E2K@&]'""%F6X!{]:B@N M&&YW:Y4(IMZ6O?2K_LC 7^^"I()AR(/3A*&TKP3PO+.KON$?6/I.T.&+EW!Y MQ0/X%B>^\&H9#M(UNYP*H%AV:?

AN/W3VQ=@/]*1"@ERQ+_MXJL9RU+7K RE: MO;$G*AH3@\IR3WEZ=XQVUL(]9R_.#W?);._.SK:.]PJ@7P)O>B]!MI> K@/_MQO SU=^06*]Z7"EV(2#5$?EQZHXKDM:N$/X

MK.IOM$[1-)^._A1"--;?/P[2W$[WU6]1;5*5H#3YS?T<^$-W'_!C&R"=?@ MZ P"#1L@\2%;W$00.-;L5H# /X_? K#%U?]\(RXJ1%"T0A3^4=1OL;3.B2?/ M.YYT4I%N8PG0?

C5)XJ=5/+JY,RYP(5NX7V-=M7DP|OE8@AZ=MK(K<|_$ O_M=@R8..PTOI"N/I5O1R:EX_$/)OZWQOY.$\[BLSC0C.&26++-E:\8[SLU\0,W MAXKZ,.07?;A/-5@U

M9'1I7.7AJH/YV(W>W/"WG(DIVHG18A^-$%[J4B5&SA6#K4%[Q0.6_8HBP6MR+G*C^+13BFHM)1T))-JNIH_?OO-_KZ`.?*DK$RGMZ:&ZN7M(?W=5X MVL 9UK(]T[N-

3Y(<.R_4E/ERH8#PU/R90$Z D-M8,`,.&0,8()2^S-*IHX&FR)IF4M)D0E.>8L26MZ4;$KWGW69Q>B<([=NW3PU M%3[!5,PTSK>G@5E1LAI].1YCFR

SS.A!#O/FB_3VG(S_VGCSOB"M]-CZ27$F MUP((QD*4LCNS^:U=.U_NP?+9@77);NFAO0,>S7,4T1EA#]N&K3ZR:%T(8#JK MS3I]NMJ

M<.L;2.UZF7+1PFG$(%$D/.;*V1%Y,OIQ_.IDK\Q>@-NG::*S<;>:)L;GZ+$QIUW)219C=8?2#.ZGN@NB0>S5!-M!5NXPCIQ<@*!CCQIK4WV.3W0F'V+@6,>46IKB72+

(&;Z7+>R(U51WFNZA]O05 M/64T-F$;'SWA%4_@]!!3*U5,5.O8JW!XNC]&</[!3LHN(S9BQ[&XRJ4Z4.P3CX)"^]XDUNB-4-_!C.>Y$79M#>H]#->2C6GC!;F_VU<.7AAY

M!3V\0N7%3&<4U8A21K=5CFU2?>L+)SMYC)V6"+.%>E"'2$O,&XOQU..5/9U-.MV-I4S53=Y]4*X6,CZ_W#VI5)O"DSU;2!M&>8]?@MG8-(C^[/L&G8G!G[+]*[MK;+&

[9+D)6S4,S7W .50#]8NH,'ZP"U:4)"/]3(TA7#'}^6V3_'%817A\0:< M+-.SC*8#YVCEDF>Z(M%RW&YEZG222:QS$\'UF8L'=QY\ M6)!ZOU0I;E=\?ETW6%Q@1KU@N+HM?

O&@505R8@&F+"GLQE"893N4GW/Y\OMC M-53$1D3G\ZSE4>.-=Q/L4RD5?O M2F'!M8?-,!33]78M$XAS7EYSH9! MO)?.!U%6LS[7%W1#BRKWFY41AF2,%#X/?

RQR\96+X8GLRB8+C\!7W50YI8@1*5D5$3JL+R-3XZD@IEIPDI M3#B,M]AZ1#@[2,J1=KDVDU%&V\C&T3;9ZTE3J8142Y^HX0SHB'K[3&AW";,/ M+!NGUR=/ZI*V'+-L5$XEKV\

[U&_<^WI-%_V]/1=(Z/?1] M1DQZJ&#!DW] C__/EO_3^C\YSP0_YL6T=T\PJDA%!;HG[(XJ&V/DK1:G-6RO MG7#;T$Q5O%U0K2!8X^5P)\CKIOJ28:]OW_YMWP&JJ8S\+^

3Y6NOA4,#)"(N M?5FWO6_FWC3ZNDVS.0:O1E"F7]N\$G + ^PX= MAEX+3\ ^C-@,Q\-4K/5A*32S3.ZQG%9;'UZ &->\UZA0E >]&%GE]LI-B-"_&

MVQ2/^TC?'#I;48\L7AK]?'>A%;4YC#CM"C[AJ5ZA85TDM9)L>O6.G'!03)YA M86; E0-=UI/.YWAT&YO\^_+[8(9HIE9?:HS;M-RH8T@M>=@NC6/VN%%E@H4C

MVUPVPH/NQC5+E8AT"_0J#'1RU%2J"'//FI9\KS?,LB)*, ^"!&,7)=\$_IZHN2Y_JUGF^W&[7]V0@ MDB>"-^.WX6$#ZQ*/.U;L1#L/"97\Z;&7_RRI[^QX6\".LEN$9)AJ3$W;\POD

MN06B80A2508ZA3.=(E!"4!/6Y(CUP^G)*RT58ZW&3.+4[CMU_(3)&[/= M.0,)L!"XJ?RS*AW*MQ]>C=^HT?;@F8T,]QW6+,69HHT@>]HV)AD^- MZS=)+

(L;V#X^YY=M\%;C8UKH-3%EVK:4MU4;)Q+.75&?U'.O)X*.S@ K+G?M N;@I*)/MQ%D-4QJ<0][4>$IE9E)%QKC"5PEE\B>T(;,>AG06-\?,K(N+^0ME

M;T6]=$5\N=K<0(=Y,1E%[^D"C;L9U'3H%IA(%3 ?8^%K&3]B%_TVR?IK6OR5 MC5HU]PMC[C&M"]DK4^S^5E8VX,"""AS ^X<*6!#?)SN.W*8S4<#4,UD_]N"X% MC%TT*

[G0;%TS>I^V:LU;/-N3]-A0,5>4 Z;^%SLM,+E#58GLD8ZYV;SN/): MVN\(#]7ZN3RUCQT'<5*:P5YRWDL2VZCPY,F8;/9U0F#-48 > NM#!E^YY3FXUUZ9/F^UT/-

D#73#,.O!OE'ET]13QAI?7?1G?YQ028]]\UUV??-M.YMC$]WM\N(\'6-Q(Z;&B:~/(OE9-E/?+>W^I2?_,S]DI8>1B+S[>P'[^:5 M988CCM]/P=\\BX&A0D?_O9\1BHK.@.+?.5-M6?C?

GOGWSN!!2>U[/V7&.OW] MSQS(?R3>_^))DE' ^HZ5+77A)SWT#^A_LX9_'X-60'=XR0M=]759T+2W0ZG_7 M0"(ERX^Y55$@CA%"? L'EEG:&G3>S^C $4'TCL,+;><2\HSL

MDBS>9&2/M7F9>=#VD+4(U_!&//!H\'YZ7#;_CK;^XE_\0B6P_]AT^2R?=$ M?9.%<$5N3ZOWT@=/=Q2O2M1YQ=L+:,5]9]S8YZ;0.8)(A,.4N4LZ?^V=BVQGFS

ML=%3O9B]%/&*T7UCWKB'I9-U,J*CF6-[U=;67G<U)D:V^PB>%L$ N^;<,!K-"/?_'40P:/P MV2=K7'1^^ZQS$NVK!Z/# V5;ES9^Y6U;@(8F*X>@L_OPWD M?Z6AX?N)

(IR1!\69VIU:(4_%^_J_5'RRO2L7G0S;HIL\H&4@^FOBT@X63*-MI*U,WVOYJQTN?E9<6; X3V4,$22A_/W(N=/=,.QG60:#4OV5'"^VB<9WZZK4

M#Y$=_<:@/UM*!>Q\)*%M-P>,DG4PVRFH\>#32>A?(L%M S4F%A MW Y.(NL$PU6LA_W<'|A3PEDT14(8D6)A/L ^LK?.,SCEJ-.,!+X+ M_3PK|RR9\G0-

^08|DR#4NT^[<\,%;JH_MI'""NN;(U1I[?1B2GN:B.#3%?D1 MYYK>XZ[VX\C=9N3N5##N,SK91B\101;1)HD([_B+\N/O8$UB@V:A _TXRIQG M$^-

N:E)0=E/H$O@THV9)5>V[VB19R:N/TI+4>FA;=%\>%%"?4'QX GLDM!I; MJ#B$DX4?,!)!?N)&M?9((L@>F$NB.#(P'V$ =4*1%S,S7>27[ZFOA:8;>O'F

M:'+76[1I0VK8N7::NN#9D/#;4X'FO/XB*GU#%1";W2&'.IW)0CFM'X[W,O>(>IEY?KH5LE_KP[5 M?\A5)W0N_/:28Q.1E+*]W""XB^Q8.?3-;K\KB=%$R]S&YPK)FYIE>X;@).P>

ME5 &UQG:TQXWG!:=:WH@%(V+;F+P?GT8/(-YIX'V"-]8ATQ=TF0'GZ* MR7L R84*"VH5G:1,WU^CPX_D/#IUNFZZ8;Z/:..WH?RNFFV+-*YY"/EXU?(

M^V["O/D267/U3#N4F(!N'9<*ST5:IK$GX'21D\D]&B.RG85(V3].# LWR97H86F>78DI.DYO0XQB^>EIVY.JW'$Z;N. M"TXWPYSKO5<0|(T7AT4L:(U'3-K?

*":\/=#VBGA4?@]YDE)HQ_L-A2Z]-BB-M,BSKZ]*0MI>T>W16G=BZ<*GDK3QQ=3[0*?5NH\(\WO/2@-JJX6NT_V!]_DWT-MFS31%22..L%L!@+HTI0XQYRKF\%VCX=;#

(Z|,\O)#HV?T:G7XFDE-BOK&>:N^UL*TR(98-MAJ[X[?.5,7OZNQ)>HK=KZGB*'<5<94

MOQ"'\^J4A84NU%N\'5275POR\Q76Z17/:S+GQH+;X@44GH;RY_+__0+W!(|)-MN^DU\%)G(NB0/(A "MZ2/NR&+\"]-?'T4!?@YV5^0GLG$;3(#L-

MH"8Z(#]S34H|#H7\4#%UP3#!8[\TZE=41*V^0A+!\@%;>M.'\5Z2 &8M?S?BY M"U$_)P/+)TH$O?:.$3XH101S_M"2;,$]@&ULVNQ:*=GB VF@?

RUH/;,@WP,:/#8sBZ'@D(.\4s0WBL%P1V!SO-?@MC^JNIVS:O;'I_[@D?P" M\ ,K(CE$D&3-+_UZCP@2CLW+'%_&@QXP3ZXAGZ-#]?EO[W%ZQ20C#=E=U-YN,*Z'\Q?+]Q[]A*5

M*$&>"P=/3(_XZT&-Q3NA#S\DB0W^U2VR KGSNRSU!?85"R4UZGTW)9YV[!W+ M74+2R L6&-HR)L%#RKU7-.4@]M65R%"UM9+V;28QBG!P?6B^&!L9?9S;]-[) M-

K7*SPYNA8HHC5I^CH;X9:FGID20BUE<195[XWPGESFL]Z.F)9?%XQ6<8H4J$L5Z^7N7]^5&98<''@X M=\%D0FKL 1//2;J.AD<%3'Y/76+)\"]L22T6K$%:DE0*' /B)3

MI\"KZY<*7DQXF1:==+4BZZ1KS[*THT\JE_2.W4H?5!QE_#H+>S%22C!R4XF) M/$=RE0@JOB"J6,#FW3;!M%@NBZYXT'+R3PK5\C9;'<;_O\IFF-)/@!1Y5&H29

M<QO4R,)UK$_QWNN@M7-MGZ#RRBD-EEWKHZDR9LS%1]#P MIF[#!E|/TJV-J;)$-$-/B\[7=JL*%3)$9]PUC]X3_:1A;*>7LP-SA A9Y+Y MTBF,&?H<)-

) 6]FWX&GEVR&]XX//QXD@,Z\KH!,(\;63Z3/LEKA7]CWT27$V-M-GB;0Z3&N;'F^(0M-E*K85@Q!!*M%^,%]BS^\,,S]#+94'=&K0HC+XD(-P<. M>R76Z=6|0UUS]$@>?^&E"2:(7;$/OG-0R;,AR:0_",KZ?[]FVI,?/6PAT10-M:5!+-4QL0N;@NN3KK40[$]427*?_Z:-25UTZ: M51YX.#1O^&/?A_,\/L#RB&M8J^MYG89)F*+,+7@0],&(1Q1U -)LVE-Q=UQ?9KI&*FPTS$=0(Z*P?TI#*V_+9X@T-71-M)"V:"0LFX=OG.25^R9>M5K\)<5Q1!J;%3EBCRL.P MWL64N)E!0A!&)7U6_<+E:SJ.5"?*6C9?CIM7Q-(SGQ='}O95IMJM>\OHL(L MLI:DHP2,?$+-,9%_U>>*HD,ER%RJ[(CE M:0GX9+).^K0MGCM>2$7QK#VPH&E*7-78T B[<]HEFKL#:W8K@"H3-M9*KUU+5XA'0:W@Q]J6'.4YKA>FSS.=3!Q?A2%\;+,/XE--<}2Q3(2/L0.MB-MO'K>/D7RR6:OP"OYPG&J6&';D0TU]\TOC#![!D[5*2]X_N;G9S+ZC\-919@M*OWB[,1+#H1>D]0,^HWI3PP1060X9M38=CQM?837$O4-3HE1-MCY]T^RKN,KACE!U:IPL.9-?0HC-5K&(OSK4Q,GWN[MXMDN\:5SK*@ZIM:@J. M[""^_S\1A.?':,Q=^'-N)AP]J2W=G(^P2!LQ-57WEF2X4*"VW2#S\8Y3]0!Y5L^]9C.A<8*WYNF,SN96$_9K-M%R(?;CB:-X1I@V-]';$Y(0RE0C.@_HG4FL'S"X>:3(*0TD+,=R7@:EZB[SM:%$Z"5>K%2CY+D51+N=%EWAR_>4X]G7ZEZVOT/OZ"H+#!:]O-*4ULBL]{EK MHS7E5*K%]R.X3TYD)\EC7[-R2T^>>>]B#08ZNPNFM2 WDKM>=R[&]W&.Z87M>M7]+S<-6G;!SI_ZB*G;_*$M%;7W.VG&^@P*C:O.8]&I#W*AXSM)ZX.+RV\)7+1 MR#[7&A;-Q7MC&>2E\TB4&[^%N45_S/=I$743$43NBCR)B469^IBUL.RGV9^_M-]ZLR%-W?2L4X/%<;_),B8I/?EU>H:)[RC]%P<^WJE]@;H8Y1[5LP[C01IZ2-M'0WG[!@95,:F3<=Q95_WUDQA:I*.]3B%[=$RK2&CF M3JQ4/94'??Y'#PI!DYGZ@F!^"WH-^^D9"1/SA-KB&M0=Z8.,3KP#8BD-;8$(IOAA@K(MG#;Z,-H!OAA@K(MG#;Z,-H!OAA@K(MG#;Z,-6HD%&>$'RUB]+=!S:P@\9MS7]Z<,AR;'_'O2P!) +8:7]UDH5_H'9#C@3.I,8#SU_HSN/3?.M_?REGP'"5[>\BFMP .XKP[E,YM)!AA=GJ^ ,\=$X-&{S?([/OMG2 ML$+A*.M^ I9"-RT/WOYX*I0L1)EA)*G2L,R//&T4>Y]=>!55555P?%9VHR,I$4WW:]_MVT0##[B"!_QX/J# 1G#@30FGEB9U.G?!L $VN2[_]<1.(0>]F%T3RYC,9 E M:R#F,W !M,:\1]@M,82!(//Q@'>N*9 ,85,!>("^4\:O*:!_HD?YGSN\?-+S M!J?OUX,=8"B5P2CC0*@4W.\H!PNQ^;&8BK!6\)\XMMB>+D4R([&HSW$]Y7B6(.M6@-4P4SY7_5RJ@=\\+!ERI[CF/^ O/%)1>+582IVZ0OOM_/57$8^(6[^%N88%HVI#[398'G,1;(HI=D0Q89YBY%O*P1:0=^D"8VXLR*N35#B$&B6G$SVUYFN%MQO9!R,Z9\[@0L%NNTWIHB@KR29(*#5WFN"),Z%:L.F^I=%% M,*2O'SWD4G4./XF-5XFM"7/$L>XL-Y1F504++VYN=ZN,!ZZ+'%8GI#=N.2;XJ M*"A2FW"Y^STQV@ABFR**,$@|CTH2FE'=\CS:.GYD^64LQ)*I]+[_1$QXJ/U*K3A*V.7R>W&;@CNZIN8-E&Z(&S*IF[]=\8V*G6@>0SM>'O"[6]=)9QC-6AH 9MRTOOZ@>$'UR]4+-R"G74=?ZA+C\|"G<*<5+>C M7$BJ(W]B:,8!&GY9$-\;X3HSG/GU\E+(J5O0)05D"M@A,;0OHK)]X$V M?\%T7F79V&&0\-/$+1%*[+7M+LT+V93WM=_C >3R,R"R>G/F-OY@'!-:6,,+ MI%!/QFN9^=C"^ (-EH0%51+Y-?*NGI<%<%G;R)W#(A&C,+4T.SZD3?MSPUM%HKMKW+EMZW56)F#?6Y M$$XZQNNC B^!66:$-Y*$M=RZY^=]VI:8G)9C^]1VM^2Y+4.IPL7+QRB>Z)6F MZCDI(K].64M2-0Z^##+89=KC3K2?2O%INU8Y;/5$PC?1=(&,8V&US8^C WAM M?KA"RH!,#'DYI-1-> 3]X*E; TG9%;MTWIW3&*]>.L(W=JOI=VTW78"3UKIHMJ M;T 4THS0U^ZZ(Q4I*H8:#5%:B$\]JQ.02 ;0G,(^_INN?+UF 7FY_H%;#N: MRQI0QV;AQLU9#V8=N"YD]W0\;A:|[C ZLDLEVD'G-W),$D3*O'-0E:);?;G M4|9ISWHG"G(.%YWO,,)+B1?*0;.^3",.%8YO@YB&/GW06W"QI*0W1$*S)6%4%Q1]>08H5E|>DNQ$!H(\;LC3=&O_=T:B(.M%(53%$44*F^$B<5TO%04NT6]*R<4-5P\)&MYO2G/DSC7T].AM&Z/3_-]<>_.M\ZQ0[B?_9,29RRG^PP:YW\-0M)V>)^XSA[3C)[_LRKC;LLCSV-&^U=$DED8V M:B=/(%MQ\85J]\\P89=BV$-->3I6# ZR7:M(W!V2$)LR/1%\@XJX"Y,[/;Y=" ML=H+?D(=C4RC;DF%ZO8.IE7#6>FCR.8DQA(K]4HO#BX2%]G;DY.4,4$1[=*-.M&^IMJ15C/3Z_ GOMH21&74u[U-L@58@ZR_ZF7##6229HIB@9NLWY 7\]+KTK9_YE/5:"OWM)-9S5Q&WCG-_#O=5V6B>S[3'=M+;,U]+TB _W86]E5)?/R%*'[V9M?N<_[SR MU59&-&5K2& /8VY N!G]8S/\=[-^PIG>D2]$,7E"-\7$G#6GH=V(@'+)?*R-4XP$HWT<<97K^S%&V- M7&CADR\82R0KIORS;2-=&=IN/ ,5 WG!EA]B,!MPV?1&%ZJ|@U7[BF|KQ_+% M6[*?+97QID:5MCNX4%Q=OXP$Y>,"NLFT<1W=J+1ODC!/B+&9#IF(><,/T) MQ1-&^,1 "RR$OC\.5=^L90Y3%-?,)TXJEZAL5WYLL2 M]BJT'6A,RA$A^.!N5M?4!Y!N9M.;_>GUPQN*Y OOO/L_'P<<^?#>T-|\Q0. M =SV2$^'FJLN@Y)182W(#P_HR3TY-[^-8K&MQ ,N)1[@ 1?/KOX.E+@TE:!B M0VCUP&&'+S!O3V17,]@SG,F"6CM*B3>U+U2>/V.KL-):ESBB2->/O\X]D*TRF=VOU: MD \HNS]GYD4?CE?\M'!/&OM[',3CKO0M>E5DT. !+86Q':#5)249]*BN1?ZJ-M]Z)SC_9D:_ /5.]L]D94P_N=0HR/, .\D(?TO+XD'Df@_^, ^U0,.GETM'N$ MG3@9.^R!(DMD\0!0\]3$7]H:[X]@Z.%IGTS=8>%QG=#YR7^/BZ-,8>A79VK0 M[!Y M46*,\9_YOY_T;F+V2\&'69.DC<,$V-=?%.YDS^RZNHJU2W@./?OV=T MHMD378O7/#UN)+|)?@;G7&;XIBX4:9)L<7XH?>'"NW(#F*2*L1RNU71..9/6+QT+2^1Z=R*45AZU M,UL,|K1_T,_)@DE<2,J!/AU;<'$24Y3Q;Y.ST8E*D GR(*),,!&84/ 2/>M MA!E&^K4PU>J1>EDS$4,V2GFVCA3A\4.%L!Z W)'H< M?OV,\6F#TMYBOL0X(Z[^>#'T/21#3;@[G)CBA,T 0Z\:.N V(2Z M-M0PQ9%O>.G:Z:>.$.WQC=H+1#,R<)5I**/XPW:9;2C3P#58#(F[U)+\.(/A (M MBN'59F<)U7)Y1QXUZEYZ]]_?G@0Q@=OY%T$;77MI0DW7244UKVI:BUWPIOAMIWN,&!G*\-70PY$9:_BR9)&Y" ?KWU /FUB,_E8HVEQ_B37A7'D7;_*O#N]/ MVV?9_PEW=]G[O[HQ6H=^>H<)L[FS2MUK1LK]D++84BW\I0 F,:L@]YQ\#A'-I_H9.LE3X$?1(M?5*_*7>YNCI:GM%&/,&ET^6:H@AE)&W0OM^3X18\H,U:.WYIB6-GGO:,+_6<7ZFX("HBX_O*?"^AYS(^3<[8T!Z)_X)NMK6]KLQ3!\ND MK:Y\?8W(BZ[.:B=$4A&EUD8/>G.P'J$XJYHJFV2B^CZ&Y,[#9NZ1.#,\G+K) M;?Z56@"9G:*[[-B!!\)OGSFE7@(-M ^C1$^XV:<%!29:<3X7%FP;^,9\DN'B7 M#[HEK@J1YI.WG5=8'Q!9YEBO++$O'8OG@4?J8[>"O0ZJ^.,=A196RX;X3!G MU[3ZAK@)2% ?^&(\{^10-[.GRLD1RK(9N'VDHVM(#TW<@_E] TW18EXHM9_E4|"B M3F|!GNN2Z4R0-N@CC4LH)S7A8SS_]LLY[JW5&2PP^&)7Y&.4_U7U:XK062L MD<8S)PD6K.E+8|WW/KZ0I5;__=?PP"]^RAM0GMX]%T&MH4?M(]RCAF6M@NWU M.WZ#1#"C8@F"[,!#V!VME#_$Z>(!0"2S9AN$122_*,-G&@ML!.$OW=5?!FN%0W03+C"LS(9>U))%)4W< MSR1^8G3Z&(3%]fY*5_#AH]G?87\1 $/>), QWGU'5.@LT\A! $W TU1\!(8 MDSSZ!T,5_M-((QSPR.*&81V_4S@IY%O8TMQD#;IW'!/4\$#^/E M68B4CWSY5>C2>5+;DJ!0>,$6-!T"_]CST<3?' \A.(JZ7D>5\/!#+-W'$?>\# MXL S> """^/I649*5#,*$.%4\$VXO9"'_010G'0#Q73+$ DF8B6EQ)>X4 D=[MA-LY70QX1)@=]#-(B]>/S%$,&:?+$,QGX+AD'B[@+O-D->SXL#\V= 4/6)#\ MD68J8N!L%X;59D:E_\@=U;&*.P;AN*+ ^3# XT($?YU>>DU4#PZ@)XP"BX0# MSK?T5[LL1S($BR:(LXV$)0O-/C/MAJS=O7.6$D:82[OU>__9$/()*[Z]6\#\WD#GE8"*029K4 M,'+$\]IPX/QV@#MO_C2=004_?8:5L)0&5Q@,>:U!LI7IB3WZ'H^(, MSJ(,K95-.+),2;+:0*}(53AAO]/NY+B]NG)RV'U:;_M6#R>LR*F7)9:M]&K^3]+GZ7-S7_/V=(5(4RQMPO_U$VA8L_"11:/X5;9OORM&_2.G*,=R"|)-I!!96A%OQ-2Y#9KX)1KO^*Z>^F!#,NYJON=F2Y"4Y7R;?SD MT$B&YE;M-YAX.U@%>:<;;N=NS4\]G:*G=;J. B>=G7R%T2=QB%(T)QD;-U&2M MD:NZJ@9VZVZH-5N%U:+"!U8KT=Y<2LJB]RF\+)YWD'>QM%&W(3+\"$.5ER? M8IB>_0)=WC25GIB]H8-CK? #ZMJ^*:^Q[XY\+N<52'6I+S12%>O$+==YY&(%Q M+%@SJ"IS1M89AI%QIYR:RC,&+5(4)CNF6Z(3WI%^C$PG0S,-K E431C?>O& MR&TT44***5/$C/=L98UG^%R7/2N). Y>V WR %G[E(+XPTL':"K,%.1+ 92M8BT^#!8=T(IEN,<#4H[=$(6PKSQ,[7(M]U5] <9?8[!^.&==-XL'F,#@EAN& M&BN*4L!Y/" 1V4#>L7@8A7&W9$]/-&$Q9/$CK@XJ*?I^1X,N/HM\"_WZ)E]X MC4N#5+NW^IU?MY?HCX/,,\]!8?7F(@'T'?6?%.3'K.E, ^)QIH\DQWHI/<_:\] M1'VM'Q,4TCD!D)-<,Z96]^O?!N7IL_)EU0':;U)!UL-G#KC--80]^(1Q4$)V M_G\2!Y$2WL=<61D1TIGP?=2-D YHSN^$9X =4?+U:_;S*A>9:)S!A'V1 M-EZ[F6CE>2OZ!3K2^=3% MUX9#&:S'#1"6*Z-G.5Y]&9) M/C /'E@P:P^QJ"#P^!2IH=.I_(8;^C,2P:/MY!7D5:^9>N>[)4;0BT%P%!I=IM2I+U8JPG=4 XFN&A6CZ_0E=2[=G+2 MT.!AFXNB6.+8P.RCG&B2>9VH-N K,1!-(UMC33$F2GUX7YF7_Q3X2^7@=]^D MKDU>M/T>ED9^FXN]YL-95CDBPE5F(G\0UE0^,5<,F=NT>] MH3]V8EXL*D,#],"$1S!//E=,;G-VN?]5;I8>%#0?6,M.SG:.XP'!Q_OL;'BG MBG)SXV6!:9TML;A@Q6=>G!:45Y9N?7XTV-]Q:+CO$'E^F:&76E,GW=MS[U0]R3(ZR-"A_"&ZWAX2$>^!"]*?^']GMD^X$]SZ*NK<|"O"&ZR^6OL(! M,?'9ZU%(9BHKN,&HCOAV!.H>WU!K]YGB\"%&/>2PC]^PO<1A!_MU/_"+)A%3=POO5@TS=[\L',\R"?;JH?JR??FW0%Y70;'<4#[S.<]Y9#IHB_ M,=7T]HW!W")?6_A:%"4XI:<4I#6IWCIG3>Q2IP,,3Y5!UB=>?5CFHD->GQGI MN2Z-=*%-VBA)9XJ ?342$VMOOCS, DSRLGUQ15W?8[>)XB4!X5P'5J=-NG/$ M4^?8JM6MXWS%,%'S0IPHYIPX3!CI9-=^=S#\6]6(B86NWI^M7$2O^W\/%U4>>?7EX?)*8U<#&*;ALU4905.:\&:/RYS8^&H'#;D? M3T!NL\[M7JA\,LW_BRF/Z\AU7Q*,K0^JL DRD7BD4ZX$A]*&V>8%WTA0Y@E]MK$_7Y M]>H*W0LW;P_GOM/.@'YT@U&_,'[_+1]BQ(JFU::P6VEGDSD^V.N21?=W@2 M=F]@Z"!^2H&SD^^%XA%B>2-6(7_HF% D1Q/HN%A,M=D^C+%@6(]3#VUW9W^MM$7]6EB,0C(C(6]$42$4/ETD_!&OIHP=:@#1KTK=J;M3VG86UVM_Q>U6V$01[M<[]|M6KC6&[UT!Y=E<=7)QV!FD(TT]MWA.5-=WWL+'ZR62 L9LO67B=I]]3? MYL+ [.B2/U7D98#M@09XAQ.A6_GFXM.$&'3H'37$.;91XR>UQ3I%6*S"0]* M^]CKRVO6.DCV>S>>LG5HD4J_V)"R751VG,QNFQK[GGA8>G%ZS9^B&IU;4L 1 MB$.0#]T?6MN@55CL_8)!77(ZZ1PDW(N9Q X-8(V^H=)V85X_L$(97Y,+U>% M:>G%=L5CIYM%EKTMG94YI'QY',M1!N[60.I.Q-T5",8]6P.3K)0@GLJ@ 53V M!VDKQ:9Y.P;/W;T<[:66WG);?8K7^.1$PO4]M:R)X\(7$9'V7IV"6OT; H,. M#]KV:WVJEUTGW-HLP#Y#'[TY.&6FMZUEJTISK=V8&M#8U;EX32'+4'LWQ;!M MBPZ/DZ{4)O=A$;M!%-.4 O=[^O9OI$U M32DM!ZL+A:?9U&T&5#6'=Z]BYMPFZN]#-,Z'I>N9%7N;,=(8R^+X$K,I-.]\L MP)1!3E^&AL,6T!HO)6\#%Y)[*'@/*^^-*21HFQ=QG!C:YF$]0S"?E(&?;=-7 ML,N^R-@V4MRO*7GY78W%75GS5-,7DI'.XU LJ2G[#=AA0#UV?+CR(ZW:4%,9:ITRD)6S**CODFI]'RJE_"7)5$!"BM9L8;M%H(RH((/]^)71D^_(&QMfI[,#YH&>X\-JC%Q]K*&AV:XW;@.DU"I?8.(ZDYG?.%0HV^L<;>W9ZO9\FOC< ML>L%)<&F&\3A 8%9XU*:K$7YG1Z+<05/+FNM,,R5=>?EGHS=+;.BW7C3R$O>5S);\8!R1,2=4;NEX.88L*T]0|[5U:$^,"U9X9>?CIS1;!j,.^%1"+@=?(,*G$KS-KQ,UA61(UHJB0)#R#6MG73_UCXJ[*IB^4M0:ZNO>K>ZNCSEV!*7F'=]F2"%_#/*GV78G*TD2F(TH0" M?UB@=*57=D2\]B:R.W3;]EQ[&5!WR1/2%1^/UVB5@AQ%U?9$(VBT\P %J-?O4 MWYOVW:7;W-_5U;I5!?]Y%WT0DYU(QCF&LF!]%(^_("RN66-MW-&U6.:ZE5C(-MBEEX(X.36>L=H*?U'4612[!380QR=[&=A+]5V<]EJ@=OK&$\MC*.._^"N$KO M#6OO&?L>?OOSEX"G..MA.)X"(7OA5I.W=V)CDZ-QIOW.IS6?.RI_'JXE$+XM.I'D.+$"6L7 1N@2M7 MHPZSN6?D'5<,9QY7YO$LG3>-UWF4'5<-9\GW!Q=?#<+Q@%476TVN1^(!RL-P M2ANO*$!"C9I, ^OQK1OHZ>IX^SAR(EEAB>=]J3KSU/*Z#V@'/CQ^7.=F=I;N M4:S;SBO!]C\!^#4.OR!!_8@@=$?=7 W=M14K M$]MU3(4V'_X9F!]6LGJV1UQI:>*,1!!M;.>D_4ML$0E@?=W.6_F]@YZH#E M$D?QSCZZCX'[PJ%9]4!_SZ-]#T\0%. >>\$Z$KQ?PFQS]ZK6/ D'@!7A,3J M0@ZO@HX/@W$8ZECKJMA\WTG1;&3\G/<9^'-&9IFW$(,? 03J_OSB##*1.TW.ZU MTF=_F#PZ^^SQ#]@[YJP7"%V'#%1Y&?\CS]DA^0\RCO$ YIK@PS/^X\,![JP& MK3],81UU<)F@J0$7"1.+(*B!T]/+;KJ?_W9P:REEBBU+#N%D;3SU/<5CK76*T M'/'Z#'T8[MHL!^ZU!P1#GK&@ 6K%:MLX!Y0R,?A($X,&HN0KHY2:FB96# /M M27*%'H^48IK@CSRSC'LQSO"62]A^^D3U:P!Z%%V2WZI^S_,6IV-N]/(CPM@ M,:K__[91X2",@_HU<5-0K8.)BM@0E?Y!O@"""DC&"TWI-3K/-V3GF+1*?1M=5WA[,X@VZM-&"# YSIY$R5&<2'8H/V%0_"0 6K*W3;DA;TSU@NI4#G1W@T M9&E.T.C,_T$]_G=_GWX/S,_N?!['^#5)37(_)4T3K9Z\18D='^_WIA]^_KT:. MCU^T-D^W)([Y2,?3"P:0*XJLTJMM,\TSN;;KTHM$O>-Q>/ZV@WME;++$NJ CF M!8R./GZ-!XPG-DW)H\E7:2K1B4V"6$V,,5+MRF.OLPSI JM!>:,?'7!'1NDY. M5Z+/';(W^HT!S1'O3.I5C%=*-?39FVX6IWXY:,*1E)@H$: < M]%P^O]++>]N%,6,H=@===,/Q,A&^N=\AUV #:%D6"4>ND*FU3UKW,R-5VX++IWL;D[T2C*:A'H"QPZ6LQ==U(AJ.Y$,9.QAO&[,NV_QM8"F:,X(.^ESHLLK\@QF!\48?.-"Q(C9:2,([:'F]*),#:1H2)&)WK3DCH-[M9U8SLRV&*:EP%=":K;2KCDKK6+53$=|&:|D/%M]M*S8B=[P760_(PNR2_03E MNGO+RHZ\-!Y>8"OH>?I'3LD[J13_^L,,I=L1*8C)CL6UG)WHX'WQ,I0A'Q K_0\DT29T>,@>:,;&1 [+SS0Z2"R! M6>!D>P>FISD]GXW:.6-"E:.OO"5J:F*]K[IWL,3\V"#/|""+E%@4KU-HGZC#'0MKZ0@5ER(T-TN=:UB65%=YR$M2+BH^GB&]F8_0^Y3T_W'YPC9"S.KB99/^0Y2A'K,L;2_I*(H@3IE+N>NOU1"3&=S#SESURHNH?O)R"GSD=N_;+_C+\BH$;R_*.[,9BDTWL;76# MN8-NW[(']Z<5>-GE*=4\K=U?[=-H'@:])_K&!IM$?M;5M++;WPU;"40:NMN7U%D706@:"M0I1""%$56Q?E@5X,O<#L=F>M&UD>(72^[OM-ROM-X:8S.2U;O)7QZS#5C@LG$T]-M4?P+#@WSQEH=R3LA5/+!VFC>?4_>/(ROXB&W>>3]L(K:.K Y9O6TZX45/?\=- MA?6C&K_61&6((>%D/1W0_[V@O/],RN)[6;7??C9P_*M^_Y5X(QOTZX8_@$+W M_X@8K!3HNY?O@6_],T15]-/VG.S=A#,RA%F\1_LJ6&IW2R!'6.B=AU1V,\5 M\]T^7QG&@=2[-=^*\C(E26\K:8^6,QC,9OA6?"ZO_JJLKN5Q@*0M+O M>T(OBC&>\)EQYVD@'O#$X&WT=2],@M1R#:>" MH_Y+B8:,NNE?S]W_A@:30^_9"@$;BU[+KFM2LL]_VGY9/N?_!%1P"Y82]1OA^7!7_?]357%>$8|)N0N7&;$]J>[2 M%9K6*KC7M(O8/IK>HWMM_X_.3O:?8BG^%-_6FO?5;Q'D:5+P !+1J#?]?$'ML5L3'"=*OO#;T2]8|VXW'XNCP,51+Q@/2$8N36'VK/HA% MC(W'MF1U)M>&&L*V^SIV./=Q8>Y$"\,*)8:QH[X]FADPV&O8O!""?VGMR"MMQOP;N,!$_8'820[GDH9%]'+]"I#T6P,C_O5OWYG^BH4/DH%WFQUFIHPZD*2 M:?%*O?N[4(8@EZ)85C[(L4!.EDO?.G;OA"I.X M2++*]M&M6'^-=>70'MN44))38Y_ANK#,Z\\6*^.7$&Z^Y'/ZPV&<]X'^;4\M8? M@+)A<[7,#C^\648<*T#$;\G^!+1X.OT,.6UXXKF/^"XASA6Z.646Q<67,35 R7LW9/3] MA0))%)%>>6/5Z)T]>X>[-6$/$%>#C4[,='+C-)[QN]\):29L<$LI#7]7U@I[M$^#N2K+O1-&#&;TRJ{S,Z:U*3#B2]7!I^AES,C|(|)E3LEV0FO1[_L42+\#J MY7U@/.^?4+ZZ_$C'4!-*E$6Y>8YM(|OP?IKF/K>A_NPLJTLW756!-@?KC8L4 MA72Y?*H8M!9QA?O8 14DITITVG#GO&OQO!^>YPT6.I7TV02++)VZ3)_Z'*_5-'YNO2E'^!,(V]7_$2XA+12G2O@Y}I-| 6DA_%L5<4S0M.8OEL6S,^X1|&P,|\&844T\EC<7A-E_FOX'L/|F,@#M;42(X&[=D#R)(CKB,* MHP?:_P'QAYW2MYXY=$%6\0"<,A#W=/]4A0$/D,B#;'"6+V2=\0#4%|CZ#X0_MV% 8TM*"|^118";(9^D0#FH&^S6.(5O&KTS>1!P?84KW)*YP1^$!0821]3(?-M$RB59?_4Z4$=VZ_A#(]Y"#]*W+<./& 1IBZ"0TC");'_\2),#V(LPCFG_LL MGN3_-71AE^6O=2_%6AZ>"'_/@]T.5YIX M10\R/?WGOI87^K#:Z)W6QNMHJ8XPWDAH@51(N(UNK4D2;U15]AG@8]JH;TX M.;4 (_") ^PPD/+^Y2^IUY?Q>R(6X]CY_N6&"]+F^K8]$?/9E MAA=C;8LV36C0]8TWR^%Y .LZY?1FNIJ2.5F=C22L#]Y56'WV9 T,?T7VO/-4 M:(8C0K<=@4!:5%5+/]F:U*F(VOHDF*X8:$'8OYV-++,KIBP>_6/)*U]Q=?]T MB&5;|DAC^S.

*(H2\VL1R^P7[]!E]+[*4]Z!?W'"%79.F28A9@2JJ"5SC+G%0) M&Q(_72>1.)[G.&78.KA&7Y7G^1&3K>HG]3QQ2^Q$V7#&6%ZXD-J1V(7FM:=& M1'.P$W=*
PUFP&Z\2Q=569^35]U$J{Y8C!S15T%VX!C]IC+RT6 QC3 A%K\P2 M5\&\[@LD_^M&7C3TE?L &28%R>C=C6 K\FBON)D-?2,C]&2@\"8EUW*"!@8N
M#&P)=3CRP,&*X7%5*U&)28;.&. R#+!%D, ZSC]!H%;LF6P1V,*=WF#Y7,"<\ MY2UVZ%>3M$"E2B7^)2;GULVP?/MD$1495 +&K2;E5UWH)98[/UP8+
[X.AE>6VC;}\O 3IXGNT\$TY0)>ZV@Q0YX M;]U(\,N78@.1I2GG(?WISV'(^-- BNF+ZV&S59XN?_0{6'1H]/2R7Y5N9@X\ MQ4';%+:>|UP%0VXFHAPRTZ[#3D3"'^KW4?
#89QA(:#YY;7OK $#WPN!Q/[4 MX-I-A;$$U;/$[4WI3R8#4*,1(\Q^_J>_3B^C MOIG6>/$]E'U&]%CK=071 0C##@K:J>>8/W,8\A6LI0V-2,M/5E%KI4VVO4_5 M4V-
>X\GM@A",*;ON0.Z.?+H;2FW'G;YOB[SG*X&NTPG3TT?6C GSTL^1\&[E MQ9*P&X:A-EB?<54+;TNH77WM^[C(.G]C\5X#*KPKI_] M0;)MS]K34O $NT--
UOI)F>6SC%YFNA[AG-S&\DU^-JLZ>,"![.EE87%_*KH M\U\KD&ET=Z+S-)-XMW$XVWE-R2[S\[UBTT2*NS=(AI5;BGB'I!?NS.OV(.5ZY*K8E=/O^)ICV!H=#NWZ!\B
M0151'AO$V/P\6(6B\?6'4S?#%UE3?3(,+ -QY!B&!5Pn>^8"C,3]A&T_YH/! M2D';=FPGY M:^_;*W,1N]4O8HDO7'3MLR-P30JC;]0%Q[5$FT L!SX;"%^,H53*.J.9N:S- M"O
+*4UWCY14ZVR\/RK"I*63V.RMLF?M[5=9F1##N-*O7\RGHVT89*8Y5&U$ MJ9#YWI3'4CM"]A,2!(FK2I/G#]B$8+CW=.&9^T^PYJCK8\R5]QUE8M6(WV MV3!
[I6M7E:C+HKSL'*Z03,.I:QT[U,[9TM;:IT5%"%_M:5"X;GZ1_CW?T4U6 MWU &'A?BQ6J6LE+RRK-$7ZT"<%9K6_+H'$/HKN.-*=NIMW%Y)/ZMU)2&]7=> MS-XRT>&YF:!-
QP0NICE+W-G>3WO"#=Z_R6^1"4CG"C C;,31.[BU=7I*/81\L MM3KV.AUS'BL\AFQ#3TL(=S;SH$D_ MZ,4\8#SDNM&[=XA9FE>6_6C'*K=&K M\P1;/O;"(0V=>;\)6|HGV6CKL-CFM*KLP+/F
FBZ(MW3* MCK+9*Y90;9#8+T OB4P4Y>H](5_L:W!^CW)3,%V\/SC/^,@BKT&%FI[.D$A(.>C1=SO;^!V3 MZ.NNVZX&M8@V'"E*P8^N7S:G2=VX-P*32?UZY.;GA-1QG+T4 M?
\VU21!TT3YB6^LP#D4>ML@@=>?4I+P"6C_44>E8W.=Y?GVWS6(W@"<79\E* M!;C9)(DVEBM#JS4W,C>.\[P :=:]: V2"R=EG'"%4(MW063.BQN=[@$B2=1.Q
M3[B^VMYT/MS$Z+8D.RD5F&_SL0_9K;IM:=.&Y[5E'!"_:'O%A#=%>38AIA45U MXN"V<2LF.OZAL;(^]%?+G2P1ILF1XN:^0FBO3<*LF M7';UI >;?94[44^.JEK?.O.?MI7?
@XZSCILCBX-1HZQ)"B8E?NITL2S MJC46Y7Z](4^.6PY)O@Q<- MDOOTW@9OYJ:'IH7'->E[G6A,.]?%W.K6%73<=8'PC/N?JZ>]L0B?.$UPRj$9 MFC%=>
RK\K%K88@+D\SDHS+L?HYC8OFO!>^2?@O'MU.H^-?@U3AXD*=C'1Y@-M#YLE2."O0A4YS E*&=1P%^2UKQ-<;MW/(EQ\(,6L7CDFO!DT2S:,VL.C2;K(MU;T@&0"\LK',FU_)
(N2<_TT$EAME/_NVP-U2.C?2QE.\N,W 1M# L'Z@NAW@-MX,%O\ISH=3+.5_%NP1R[[(TBK;T@=(0PB?/[1%#^R9B?UQ+T-6O8 M3]!Q&@V*>4..&0=1 B?YGR8@L,
(_[6!AYL&+N<%"K"ZW[C$ M/+6'>^J<\1<2\A-\L-4IQ]-YN*7L;Z0>_U]#2=L]3?2[H82VLGY:@B+)53I6 M,W8)'^;NNBDNV&@1D#5S.Z. ^^.OWC+4'J$0L;'RR><=ZN[M>QF/C-
/=*XDM1#,))_2 1\NPE@;- M4. HHQA!TZ<"3SU+\6>RL?C :8VS'L_T!7^AC^\/4.:]QVK."P4H_M90_XD M\"V!TNYI-,1QC%"P*LS)EL^=S"!0U5.G>1%
/M1ND!5Z)AHA(I=J71+"7WT< MTI.N:MP2>[_XW?^8T>[GA^=*9ZIR3J&[3"&[T9.GV8//_'^SB?W(I?9'-ICG M,K) ,'U%3ORC\[.^-;X!_4=6_JH9_,0(5.&3*N L(=9 ?
SK]=5.B$:6A]3M& M.,JFMZ% ,;T#Z2/S'HP7\[S0X_]? TG]@P.,\:5]#S?XJ]=? MS&_+KM.R7GLFK=UF788 [X_$&%)>?NV=_@0!0!($100D*TI!41%0$2D*+V)="*$3I 2
M!2E2%38@O??>I4B07D5:@% "H4E/J$%(\N'>=^_MN4?/O=^]Y]VSONW_EB3 M_#&S\LYDU[OYYWG>YQ6(-:SH,_Q1GO+TDICROR4>2@IW0O%HZ!?.-/SOWNZ
MHL;_H&&.BII R#KI$%,*X-FUNN7!1B](@!!SZ?]0T,/IW#BZMADGBVB+!MCS M/'DC.XE57W\LP1R2 !LRKQC;.3B2TM8A(3 M\B!V;?*A*$#CX;[\UFVR,Q=> MW)9F2.?
H4#^K@=N2C+>5,QI*G=VNZW[H3]##<*E$[Z4NE MLNSFJF(SI$_KM69H>UW'E'FV%SS^2,],?E16*A/4Z^-R-C%?S?-4E,T+R4A[-#BZ2C6>-5Z&*>E^-;GQ;W\R?U8],Y-
TN+\Z2_R?,.IZGI7CJCQ4?-#)LU^_G;6 M%K:)\8CYHYF4V?4A+75]V&&/BO'0WL7LW(6#]*/'6 \36I?V8-FIR6/%-$1-MKW-7XVBG[71]-#ZZR-631*AH |RUU[/\7ZX8,BS<'-
NXGHZU0O%51U)C,]4F MGTC(="2J*^$':L5D,55;[K4K?>D^5/#,XC!Z_]MN0_I4&#'IQ8_%65.);Q,, M:H)?7^3*R_A;]WB?
2!GCZD]MO1XGR82X2*9'O!+E*D(<|&HB2S9MT9]ZFZ1&% MR&JK2;&67[HE3^=BAUO\U!,,08GV.A1DR5?-SD.%4I-[;D97)O^*A1P"%7!O MO4US\$.
(XVW$722%>$/XHW9VUF!UIOY"Y&3[^3?O#BSI><[=I$^,;>;?W?D6 M2[9O@NV>'?#S91L:G@O8Q5_Y[&V8#]K0[R^P>7ME02?2=5OPT9VY.JFTOO6- MN$,
(]2:/<>LON2&^/!!@\UBLNR\WQB1HI]AA +M?.RIQP3XK-G;0&VM_6K_6C2:X8^IH0L.MFS]\8,HTD,@FEE M9'G,Y5>]%2 /1 H-)2#Z8M4[#Z\WU,6_C6)GEM#@,%6+[
E[@ZOJEZ M#QQO2(07$ M9H5V4J_!U8T&]&N+5(=Y&@NG"K$4V%SP-6ST3 M'UYS;-Y#""SC7.9*7^_ZD![H#XN -=Y&T4RHEK+@[JH<\DW9;LK%IG)4^HWHD
MQ@9BN.G/4NBKQX'M-4/]FFK*ID4)X! (K]IK6).Y.X JP_CBAUL&KB M=GWAS_0HI-@^1?TFGLX^YPC'\T$\)Y8[4L%4/]9G]N=$>|>%\N)=LSRJ68
M/,.3>E*XQ*,"\&Z%IT7/DP4\PE,7@U3 M?O,B2LK"E4M65P)#UG93-J#W)H3H0&]D?3=1+'W-B3)T9>C"07S5$),+K>@M M62^6SI,.6:-%CQ<[HU!R8ITFXJ-[^E$R6+
<+?;&TQJ6"M9 !EWPDXQUWXHFKT!I:,PH'QLW>'9NGCU:(E$WN:<)%V:Y75[6X_C MD@L6?H"/;#N&';S>Q"+M(@$SW.@LIM2)G=78IT95
!Q/0ST2;1W@B35'M[RRSE&Y6Q(-68&)TY_?-5#DPD$M9*BVE9.PGC%KF>AW)<3"CI-ME1@E91,!1:CET9&/KT;(C!PIY433I=R0M'ABD3BK2H%#3[H%E;IK"'D3WSTC M-
SN\Z9$]?@UV3-875UF[AX%^R^$3^03CT<%!@]4Q&-Z-I(6D/AQR$SB8./VA MK5EJ6I"2 !B0N/R0&9V%27K#/Q B?Q4B]5%*9W_F,L8D-'W*2'FIE3&3>IZ: MTYKU%S&JL
,&!20:U%+?5PRRW=GFWP9G41_/5 Q!0*GTD8R65!11*DHK3#1M MX!@2"ZH=77E9;QY,,9L(+43UB)V#98B\KF'8K=N]]LBR)74:O)WNW0;S MZNTZ7>\'R&9M40S4;*OQD
MP#C&S[>FQP.N%SF'<|=1X2H!G29P2-GL&20*27&'#=DU5GT<1><<=6QMXIOPT2$S=(VP]R/+U3-4*S?O%W"'!1EO MN';99RYNO7PHM1@:NZ^[-T$
))'N[*A*@>4+CR,-8"CF/5FW4G:,R'JZ5'"3M.*&"4_O(T\:N,*K)M[RX,/0IGCQ\OXI'WY2N[$Q[$M/ M;Z'(?3W#[=*R>859H$MW7FB.LF\(/F]0*8_2O>50]4:[@['N2_:MX[8898GI$8]!
<7=,5T.FQY-Q;,,N7K\;#+--O+@X;^4" ^RD8G5T:Z4-R^8' ML^(]8TK;28+V-*DDA8L5,0)TD]W=#DY:W@]P2,+6>2,>"N7H!WC&,O18F.N1 MC*?05I2-1867ZW;+W?
++:F%ISKXK0-?YMS><9OYJYRVA'6L+9Z8VY& G;\C8 MW*I^3/%RS).+CD-6OY\(DX125T8\"+, ^2WH\1~N/X_!$*^V$6%$DUA8TON6#C M_$5RZ/"8]G42CL],K:^H7G5S$^5U]I>
<_X&+VU)1O8[2S/W]V<-@#,QNL MH?ZLE]NSL[9BWIVK8"NX)QF6C^QF%F^2QKWSOET R6TSV P0"4)98W@22U<2 M+-'1Z]&L7N94^8fY'#TJ3YOS'/RE!ZBE[+UA^Y.X,2B6
HB&[F]JZMV20ZIC MP^?4#!4;X(*-;EG&*Y+/Z)?PK%]2R%7.W/(DMG\4^*@;?WE- TN&\@AHXEM1-MS\/J&E;#BS5][CUYRB[*'+>D="KNBB$S\24+"Q<3W5GH"_G+Y6B:-
!IS!A_0 M>P$'(7L>(YD^4@\>V7<+$+Y[4O.F1\/UE*1WZ#^..O@^PE:>>0-&-Q3DP;%.M?EW0C1(,P7SYK-?U3OB>1Z20B$C'MOO+@&94/KC4 N^CV\6.\(!Z0./?=G(_M-
OS>PV#X+D3SQKJXS: BPTOEA)^PN4:C?W T[^N$^]#&T2]R3 0\)?KT'>_31 MW=2+ ! SQ--'?G4G +I2<7;. 3X"(!=\)++[AQ>EEAE#!ZJ0!Q\SUYE,=S:D M<&@;_R*9BD.?XH#?
U<^UV^]Z0!O5?L3MIH^*I/L ?_-"#81_WTA,_6<3\8 M>Q^X,DD <$+W\DX6_4Q\,FR;EP PJ/#]Z$8 R]#D;21?QARY!4,3##%DD / M,;^F4%8<(0\3D#^FOUG@?H 0*.\?
T$++%86AR F#[\IXLD^4!;$<"]EV?,[\; MB^ZCTV/!VH$@#>+_)^F;&Q>PMM"9^F^]45:A0CW.D&70A'W?P+'Y-3MXQ.'MK9GK&U5L\&T<-T_],&_[WGDGR-2R/0'T/H#;#VO?!A-
@'P0OE;CJK\V0:1 M#R A97W1-(0[*J"%Z]>@04W?HQ]TVB M_^?G\HGX,@SOCBH! (@\JZ36=###3F(-?D^W9F(:8;/ !L4T9&."#W2V=#15; ;?6L^8318P]QYSNDBN?
U@6M+NF+V]@7R[G"H!:LZ M;??.],SJWN+&G8./<&G-J7<[WG79YRT{BJ>V>QTLU:EKND>)P=9>6D%++F.9K5N?L$0', M_)4W%]A8"G.ORG>&'&*7.A6'UTL>T_+45D=(
=".M_I!FNKQB&8UF]\-D0=D M^%?5U-]]O<>8G-EP,,8DYXEY-8$_-[L^%8,??OCXL M0L0F.IV-H@Y(:.1D-HL87+(OF!=TG"5R!]P\VG*11_@^QW,,CQ<+-JP=VF*3 MLPB
:MU6:5)#@3O#,(8(F5XXC+YG?CV G\Y&$5-=UI=1>/+,5KC7 MSGF]WRNF1-YMD1=F>OZJ G3.IOQA1,M!UV8@_9Q"8=]3V9>?),=#QC"\ZS"1 M$*:,+
<]YUGBPK(IE]B2N117\N,NZ0B;6ZHPVA]>37\Z\H'KA<[K?XEM\N.F:M^HAIWP?[@T)?)A^H0BTXDOV,&ID1W&*4)[#UK]?-'FE"!^]K&&+.W.:7CBY6
M;E7V6QS"CD[^8>&&^^E8MW0[1$YBWFHMG"GA&;W15*=+YHP2B0 MU^,EPP;/-FC@8MQ2:>TX:%,-,=NKDK[7PE%Q!FT5D?/^]NS/+ "-@2_W#YM MW,D]FS3B5:P93
M,Z= XBE&'OO7YH#\;)M/E$CO;84LI>Z_QQJ?^60UYK#17[5V>]@_RT0)'E!> MG4M->YW+P4ALE@WS>?X7.-#RHDN])M8/3'NL@!=E0AV26^RXGHWP)51@]2L
MFM$D.LG9F8*7VTQ9>YYF8@%2V'U+ ,+P^F%"/F*WT!SY%[G-P7F:'PFG$W.6 MI0_236-JF^]1IYOVG.V+BG8-0.MCF^)N(@CK.7ZRG97(-Q9O:;5BS%A6I',,MZ0H,D75)D-
VYPQRY0U6R2>KR>9YR;GG#;$[]@EVKT]AL/YE^G'[]8'&ZC57L MC/]3MS%,&^P:83(!4^=NL)V=EZ\%OAFC>G6U+/#+Q_;V')A<\[F^+5)2,9BO> MSWK+_<9SYHE]V*.7
(13+^"V,=.-^ULBZFY#\B3/"H0*=4U6G5T&IS."):9=I M%&]P,VQ@A_*95BL7F1-9SBT2D7YV^Y/5= &&]ZY<=8S]1G$C !-H(0\3*5O6 M$X>WS)@;-9"PG(H -LL+R(M@_;.O
M.@/M:F3A3RIWBHMV[VVN@WEO<5&!/0B C((74H6ETE?499_[9A_Q]Q> 6%Z9 M=YPS@ !U1X6J/SQ[J35C;IQS(N&U'+3O"AM,%ZA*.4O>_X MVVI_[6#M0 #/ M=/_KC:-:322>-
-4+Y^8N([''%(&N1DF>N@ U)O,N]&RTN71C"#]LZE:<,?NBS MU%;[D]>[U$6RR\RMRS6KCNB] Y>@J.KWG*^6E.>HAF_N]:]"LLNB^X*[CDC>
MDMX%&&5_TDM."SU!XS7UP3QW=I=F=?Y#*E[;MA%*:0D!:M;JGJ1WM6R\(YKKBX9]=]^C0RP07?75[HA>TM0A9.W#QE,'9R.3E-+'7A/KDJQ9. M(2AO//%3E2F67&+M\-
Q9(*FU:8M< MR/T3I+D]F*CYJX3.W.E=D1P[Z+, MXV%O.3^(NBIVS@_\ZKJM(ICY8U;'/013TN[SN&811M/5F8L86FRB8]/UX:=U M576C]8JU-
B5"5I,F9VZ1TVWPGRD7[O%P+8B34E]3WQG<6/0M'_Z*_P!D=; Q MPL.!5/9%ZPZ!=6Y.#)LI7XLX+(=*EH3I*]K4KU+2(0]Z#']2#3]6*]4"A>[I5U=-Q\B-/^
$KX_AZ0R6C;,;ZLOF!WWAX%Z\W(VY]'?[;OI.DN-?I[:OCB-M) _^0..1?5GU_RY>GLS+4<%/8*C@5R13ZI\!N"'?*X;9TK$EQ8@-@(4=-MIX1W]L5HB/P>'1K\'8#ZU_R-?
WBX^/]B@^)DYCL&96=+I%)TY?'U'_C*%0QG7 M;T(\T[!$U]:__H?']_ZKZC]G5>*,OR1N\/R"_/);6K@MYS#5'Z^> ?]-P%D? MAHZVP2K@BLU?"_?[0;-
R^YTI2.D&1*DXHDO)0H9*XT5DB>>#-QPX.]%N4SM? M9N12VV/#QO9M&7,=AGN#46#I"I4*8^2'QOS"B@FZ!U%>T(^JV_,'(.IYV\ M(>_=%>^:]
UO{8P9)"X0]5>6VY3"JL3Y)TTIDI 3->7U(ZGKOW(:= M3+*"226X1IE_PGC*R+"1<7@=/"/0$96YWO.B,PE5U\^T[X99BIP]NB A0H* M!&DU?$X?SM3/&5Z^*3@X(%/_UI%=
[^S&XZ<8!Z?:"RN//+J9)4KB3*&'OE?W M(@PGJ&9,#FA_E<&MI>\O,D3^)V#CK)A$E:EW8 5GCFHKG_W-3ND4>^ZC|%BG8 M0 !$YL-^D[H=5#$?S%>4RHB-
FOR(9QJ5:.C#);K7>@5ICM;XW8ET=B2K*^7# MI7A#41N/##"ZKYHN&2NIH,(EBO?(4Z2UKDC&T0F0:*19*!W-3SFKL$4;="1F
MDTE\UH5WU@R:R)EC6DU&N###X'CR*!"4.D;-^GEO7MN%*J>B, TVZT4S7==>M-M"#C^6K1R-=HW6K(!"LU1*%1ABQ*D0]SF.Y2%WVAE=TPI[U_'\T;Z8,7$\>[ZB
MLR\)IKTSE!>^OK7KN2NDKE)GZ%ELI>,GL:EA8E-?I4:D7 !V7XX'2258_K24H M6W7?WI%VU5 M*S>,W!IV920CN-W)67!MB6AVI:!],.9^KP=V?-M#18>[(CETUA*D>Z[R[@)
M1#8O';N&HDS#JG&GQ%6*@!7SI#EIPHP@K_8=%LGKHB_?"V1>Y>+B5WHH, +R M:'E,% S;!+0MJ'NNB'_CIZC?%T3;Y2WOEG%R]_^W=J1MPJA-&*-Q2[-M-/MR#1=E]0*
[TXF0KBFF+P:'Q2(WB/FCE!I]UY&YW[$W\3>0!5+Z<#0#@A-N%KJYKQ% M) ",Z%.NS2137P0Z[GPXO#.UVXBZU!*YTP M)X)(G3-Y"\HQFL)VC-KO\;$LP>_-
)2C:C/9K;GO=7IF'OD4[&=5"4ZIOYX'BPO M1EEQM)%B]@AY<<7)1C?60\QD=;]FN]O3R97"\XKMF04VE_+K T1Q'Y@EKHR6 MUDL=F\0=?Q5B>2@7?30-$[+' 7-Q"S+I;++?T
@+ MU&&C,XG@8UQ:$AZFHA(G]B2O09XJANILVV>_+7Y74,.J30&.>7EX>W8LSEI& MIVZ/FK?YYMGD BRRK9XTW2Y:'&[",$I=`25>V2TYJA4DXIT?/W]9F4&K]2-?
M8DA6&¥.JSD[36#\L:]3=.U9T92\M^&EKK\872WJB3PV^R]Y)9VWRKRJJQMA% M@T8->G>.0D+4.K94"W>'C;%-A0[D]NQ*-9TO2-MWXB])O)M##A-
XHS)+9.0<]R!7FV)9IG4Q@BMQ^IX2*E84RJ A%IE^XIZ7G+[M.-RI=1A=VO<[AU%ZC:,\R$X?=2^D"#'(P34KT0?V3FJ]UAF-]QR-5972S3-MN;4.?54ZDW?
L@8Z8(0!F;J;]Q28$$B-*1Z"?GZ M0N3,?&H3>6'^9L]]&9ZH77P]7@=^]:A'=OH15#YU;-HW63[_Z#Z$3:D]$U<\ MM>H1"BI0$71WI.;_,JVZ""T&
<_7N$.4ME&MJP%S=EX*R+A>Y2\,.UY-:>.;65=.[@MR.C+)C%3CB A>2KA%+%Q8>"<\@C1703 &\;T"' M-1B?.%,,B<-\[.@R)SW=3E8A'B#/.>7)U?@IYFINVEW+]]D]LRVVY++>?
+@33O1 M)F Ls0QY5O3I>XV7W1VJ8WZ_T-.J^QG8@0:"PS+Q4.A"]0&P) 6%_7W285 M..Y""%#^:!![*Q-GT>X@>B J-YOL1,C_ M&QU(;\(&C:<%]E>
=YCCV*VNOVA";OB>;.OAWIDQO9,VM0>6,\C>;;_>RO[YCK3B,-;%J^I/S5EB-N-R5%WLV"$FCH^I?*A0T>7!HOKX(D=?S)@"%$ H;G=,W^I_:
MI9+MK4%9UFZ.!?B#10(%]U9FZT:+.N(91B*Y;G.,Z60LVF*;7\6!!3$+|)%KF'7B5VE&|C MCK8O*C;]L^*_OYI\ S_+#HC\<,TK'3-;6&C+G-Q26<23W,((CADK'Y%F"N@
M^]LT0>RL&*7$FF8[CW#)E'!5!0$Kj'.#+:88=MMSDV(64'U36U%08TM 4,5X7UXTR.K]Q9> M/N<{WC?QR?-C"V56LP3Z>U_)'9KH,-Q_VJ!5U..$#) M(_6(1FJ4'-
F\E)^>W=H%,.20*A;<0ES!BE3>LJFNJ7QP/<MVO*BY+=G0<+$-~M+;8E&MNLBJRX.A+ME#WYZ"};.IQ9FI;JSJ MV$+2PL-&^]3M[HP/0O6;2 M8-
!1E"Z9<*!56PPO7:SM6>Q6CC%T6>#/!@HNQ\Y1UY6=D>-MZ]H4D7KIZKG-EV.[1D6YJJAVH==$ZN,2Y<;0/>MM<|\>G4XU&#X_,"0O(#A MSLL7TD2-=U
VKB=/HO;0W@9EV_!*T^41H:7 >:?AS6S!)_C^J@",(#&_1SOG MVS>078G-\[K/KG2[)*\ZQK5NF-BK=APP?M4-*A4'DNO9U.S#>[VR)%Z?H[#H ML_V@'2)H)LW!-Y!?
J181HA4G]OYGDK.:)/\BVOW/$^T\X8V&65@/K<%U"=;V MF@:X,'5QF.6%PZV%7UOSD)#0Q>G3OVZ&,J_39(5===E,]- M %\|H_A)BL^=)
R3{JBKO2'I9EDI$L?/3O%)JA@ M4.E4:M[/Z+9O?_6!N?N:3B,7$RkOX'5A A_M5*%[>%]MK4]J.:/787(+]1N@IQ$7.]>L6-QZ_L6=^!(L2M4T1Q:WS5G''T.A@
MP$&IK69QH5P<1RO%GVHBK80%?UK/R5W^?DZ?067L?.;&Z5Q\[W0^A/7_A1O M*9(J(5&'0UX]J'47Y7(EU*VE$^G,,T"'!E?_Z57:69&Q2:Y5G459+Z2A3X MRVIJQ71 ML$JL
H;X8Q-?M(HH)%,5UFB2]NFE9N6^^)A8:5=A5\VLS.9=//"L?$=_1=2#5 MWH6W@_$^MB7>2;)1';]2GVC'X,A:,YW5XKN=.Q5AL=E/A&B?6>.%,V39\[
MVG#;'BD&,C9MI/9|!2J/52%I5R2_EL1!{?-6XBB6%#Q!_-WG0U>+LORD@3&> M^Q^.;D.TQ2N! =4P&DC-MDRA#4]5[=B&V79FK&58E_&[L/ !$1US>Z\IK.0 MJ<,ZM!
[^W'4OVPY263<-$KL3(X'3+)P=7!)VYXIK'16YFE\CMRW MPD86VN(OWR0 CB]W&HSNA5Y\]^;3L[H,C0${1]3T! *XPLVUSE,M1NCMO#7= MQ@BGH]&|Z$E7U2'!/0+@)<[[8-
6'R%?R6-;X#NC%MG\EF.8UTN35+3+ M7#&RU;.149GZ30VA=FE<*+=PI!.@?,N41E_N@%?V\NW P:/MZYXVFQ@CV!+ M8[CZHP@#N1,G>]MT(177^%SHQ[ZIV#C=K\)]
[^(_C&77;8;F7X >XD3JV)?W M&T]<%C;K/[B$OS>0F!A4_OHVZ,2Y&#IZ P4-'-)U_%@=X/SO]R+[_^A6VG#7 MR;IG&]!"5N[ZW-R"%F_?O-M8A_)OV100 %IEQU%!-;[;-
;WUT+3YI,=AO]0Q MIBZ;]YQX9G\&YI^'?L??$QCE*U'?(Z,F ("+!UR%_Y70^\I&? M^X0C<@=O MZDRS\16V[\&N^S.FGDF^(L?]658\M'?S-@ZFB_?)*(D*9X^SBL@V-KNE'4@N
MH\Q@%R*BPQ 797'*]>=NFE_B%?:\X7'B_?#IS_U-(45UXC=T9;AUV}]2T1U1G3$ M^_I%;7=QE+>+1$49O\,2(PHR1{8QB^MXG&6S:/(NBQ%L]/%-
V:0F>>UP%],GU'=6PI_\4]HNI*(/T:.)^(]JSE^+9G^_M5>%_OH)Q^5!RDG@FP#UKX0V+Y/5W1:A'8\SX*NTWD6:&1@=\A(G_ U!+ P04 M "_L@V9964$G.WQ^ #^K0 %)^C=7,M,C
R-# Y,S\?9S,N;G!G M[+P'6%1=DRZZ$101D)R%EB Y")}3]P@(B @2)#9*SB YMA$$"0H"'"@*2,RTY M2I.C@&2AR3G336R@P^WOGS, SCS?-
S/GSIQ[YMSS,UC/f]U[5ZUZ]];NM6I5 M[8W_B9\#J#?75--0 (B(BP)+P\^ 1@ I ?.[<'_^$@X3P?_[B^?,D)-.MN$AQB8*"_'(Y,>5E6FK*RS27RF9:>D9Z/](@0D1,
MH"$Y3W;^/!D)3DE`?_T@6\":X2B1&O$A-Q >=HB(AIB/!M -D,X3_>T M_L=!=(X@XP72BV27R D75%(#KB<^1$/\A->%L,.$\0$)SGI93_-8%.MW' M1%P>]!+/WZ=?
Y+Y=VLR@-XCDN?'DZ0NR2XQ,S"RLUWCY^ 4$):6D963EY%7N MJ*IW]70?*AO8&CTR-C$RMK&UL[>P='3R]O'U\|_X.6KUZ%A;\(C8N, ^Q"45E575-
;U]+:UM[1V=7=,S0\,CHV_G-B'2,/CG] Q<10$STS\>?XJ(AX#I'0D),0OH'+])SOG]<0$-R MGE/\-NTM7=+''G1<$L\OTM]^GU[:3,9]0P_)\,3IX"5&'1GY:Z@_H/T-V7\,
MV(O_5\<#NP7KDF @IB(8#QB&@_,8/5L+V7%/9-/ZD\VBY#FI.I>_7?IQ0Q& MD):F'2O>%# F7E=/_\/"\< -], H/X"!!"#OPT(H'0'A=QTU"5(24#7Z$!#-7 M4
G'C@=@;KA@6$J#!0/%\O3Z_8\&\?-XH$<$!H/X &3F&W">8_Q0 P>."SD MB#![P(H'?F.G^ULWUKKJ@L20,RCN(W21P-X17(T'UL-P8#PP5A3!OWS3"0_|-MZDG]-

PE&WZM>R:.$_M93WN\BE/%GQA-5>#?/QD1/*_O6'^9P?S_R);3(691:@1_>C<_1PQ:$CQY>6[-:E0BN5&F$.VJ>D MWP6OT#8,>YBH6K[@42(97) MIF]"XT_^6H|"^(O_-ZGU'UC_?X%U5*FQG/X|0W-DZJ M2M6JR:?%H#D*72C:TM4R(PA1@0?

,1S-+H)V3T!KPIZ*-M>BVKQD1@J_H M=56!/VQW9E'KH+-M3$)Z?C).B1L//,-C1R1#":?$S]/KWCSO63?0!J;R"\$#M^F4C4@S5M<.2K473'4]\]HJ:W6VZ]*CX,12I\D;J%E(HIGEPN*(!BLX$7HKK M<2&V0%9CN(W*S*9[&4;_.O#:)LB.,1I?+XL4\.HF?;_+=PU9@@?BJA>MS?Q# MQA-78&CS%.5:U&J3!>M=B#Z*7EJW[[%;?F8W17U(GV(&OS6?+6!WU?.%_.?+ MCCJT04^18J^,3.4[WVP[@TNM7[--"C;]:63N_N)ZJQ!C..?V\FY?V>WWS*M(F MN#N4Z5#*Z27K(9S#W@K)['KD49=%3(R?!4I6Q(YWIPS*\(2SY6D8^?=81Z8* MFKM,(X8V9E_"N[>=9*,WL'"V$"/#D^*![:FQ2C2!;ZPN3&,3('IQJE9VZN: M:CZV, -+=X,P[ZLTIO&KX',XCDWX98Q0L,N"DDUEE-XISG3UW(;3Q~WX%P4M ML7UGB"HUG62!,5+!XZYKB^_-@CFX'S]ASFT94[KH<=4N%>CE' _.!*J8GRZ M4GOAN6VU#!EWQY"PY1TB,27Y]_=0C-&G*PE'@U/=#M.ANP),05B?QES"=T3IC!6O0RNH6*IH@E<2F*F6%84C[^QF-W!3IQSRB MKC01DIK]Z<;'YP"2V #;.M$(I:<1]*C HQZTR'S:F\ZFI+0V2NGA=G)W$9X* MZP^=]!/$O?XMS.^?RW)^IO:3;7?,W;Z%K-.)F$46&[6/=7:"[*7A/W%W$)@? MR3T[$^4[^\=Y=<0C>06^D^VIG[QS3\3IU8 .;T M':S@,F&H-TNZW+C#?J^_F+YKBJC_LI(L,)ZF[PJBS1566E4U='GL0#GT&4CU M*9RZD?,6\FA_U!BI99_:A8:)K=XZPL;Q$V MR:>-]N1{G3FN*+8@Y*]XI_N*;H:) D)!5J^*!^1#RS8>& V$,&,+8-XZU)/V2;"7X]KPY/8RM*%]MV$,ZX7ZW^4#_Q*N)+1X N(?W(S]]&:K<3\KHQ;^&POG&=ZZZ/X5W2I* ME3=;7T:;]_^F?F5"\=OS81_JQ<*(VA(FVG&:\2(E"#I2CH!N0M\-P$/+.01 M _X_(*A,>O:X%XHRZ,/5V8#[Q# D:[CV]B.(_XRN&0C#EQ2&01%&3],I'HC(MQ-'UJ>#\$-!9$3S0KOO/UX-+/8(39WP__'L]Z$-+/NGL:^$!(JHM,PC!&LL, MS01K^.=!!]C#6J&KLWBS$;>8\Q SA@2:5,R:FB>!5?U5K MM)UALG%IK\HPYC>,[6+S$U*W8?%CF<4O(*IT]_$Z1M9A#((IBS7U'>4]IPFS MG+DMIRK] Z+_8+O0^!(/$'#-@<+^\-<:H027#?WKLJWGR!BV.)31D/F8\+$J=W3N?C">X'1@1QC=E;=.,'[<^&18ZRS!_0_#RX4MAK6J MJER('IZ3>[$S/Q=A]T+O2E [C_!'Q+M(.;YZL; TQL:K&)7&*M3YF+ .#1B1EM1[IR:H&;M;;>M0CU-U/7'R^_,]EQ5KIO&:WM+0,MKV[M4VDUB7[N/3_OG>UX M;GS[>I^_^]:L;=239V$2;GIY$;5Z9"S]3SVETK8(UB('L5#1-\]W68VIMIH7 MGNPS&_J8%TLT07IH:3"/97S['2I.E=.682N-JS6II>:GV&DP&)X^1QTREBH' M>7W]&[%+U^K#K3LJLA6_.BAUY\487_3RDL\3*#3FFO^SKRS.1[",$'*_33UT M/')<#<51F!W%NW?"'BG0H,Y%:J.1>9GXU?N;WA1$K53%MFN@\C3"0I ",8GX M:3]^;FQL0^&GR(ZW5OV;C'A&5;U\GJ(O3QR('DBG3+U\'MW9HDPSU$ VCQ A M5ZER4A+LTS1%5 QI+>?S;%-L]3W3;.H'FI5+!+VSQ$VL#U]17/0L$@\@ MP<5' !D1)'\,0;)V8R ,>!3.GVI7Y_U6'[=. "AQ(R.\]?*_Z8X\G3OIR8ZB MP\6]5DF$#GFF@X1)3C'T[M-SF52;DP[QO9?86;> -5'+LWNJY!(O_!&SDU_@ M+QF=KMR]2W&]X(;9Q\]2PGJ:16Y.QYN-[;IQK=T!J5%I\$'&:!!*&8+01"RH MATFR0_20O<8.566]F>A&)68ZBK,ETX\]"F:MT:74Z=^<7E=BXW%BZ(ACJQ4T_Z1<]_.5*,&:Q HE;*CM3BR=AR3+J:C7ML@VWSO@P3ZMJ4)#6%*J;@],('/C"61IU&JNYSF-/UQ_WUA!BPJ*6L1I9D0(_M'^11Z/!8CF=B%-!4*)4F:)5,1(,I-JJH;Z[/R8!.--UF8:U8& ,K8P[J39'D M#LY^>:5$<_OJE2M&DR.Z/4R*N^VI[-12',04Z.HMQL0N9!I[M!IHHBI_>S)X MA-B-.IUH6>>HT6KDLESQP]9&_L9Q(T)^C)170L!N>64NB3WVFAUG!UEV?]* MO:VN0%Q?7^0S?_NUH+.:3IND8AXR' 3/>(EW4:=TR)M2L .A@C(ZZ]CU"(1-.9OE1.

(V89,JM0VW3UM.9#1;,_8UA M[E^G.F(!GLA==4.UEB6)5'V:B"6IF EPZ4L].#<,W&+/E5UP0\&M9R6O*V<&:3 MM[YRA!'NOD%'@4/8H06[HQ(#E"C
MDX:UHG>T#I!+)@EJ4G9QUQ"]!I?U2T66$P5B[T\>7A),+=D]16 2IW14,=Z@ M7/B.'B*GP\(D!Z@@3G6X;U_6]]_/F*Q/9B4,T#)HO.O__K6CW>$W<)-
F*Y42S"/4XW>XS-_-U_2;$8: M5!SN/_V'!?^6-<9$%)4G-4EU.9^BI+K>W8 6.4O+=GCN7,[MW;-9E@5/4EX\AK[,<6]LQ]:=;ZQ)2CPZ6FB\"+EP
K4ZD#N['S2 "8M!,P2> MIY?-YTV#X!!X(#9Q=HWGQ'S\L!P/((RF-_R.BL^D"7#7T#+SL+_D6'CE3TDL M5[^"7,Z@Z/E$Q*C5Q3MY*B_"2EITE-85;<[
LYL0$OB\V5JCXI@SIR]"N;AP M5:]KI73#*^$?U:>7M7(ZOP>L;CE!%ZS? M'X*NF 9G'Q2*\+,I$;DLW-V&G6]AB+)K8KO=^7R8K2S R&%1;*+-
KO['V$WP M@2^WPCK?_6S% QP*N-8CQQ8[K.6^C!6X-2;@*(+?<;U];Q>]@3LC"9[P%#G M2)_%"*&+SQ37H_\"@#N88 MUCE+M!.DG>W'LS8C-
B*91NNG!I%H-1_),-/E/3N)#MY&Y%R1_> M4[K4&O^M/'9:#7VA4OFT.'%8HRYZ_@1:^!ZHI'1*8F1@P=+C7_\8H3&Q8A; M*Q)+NR10RF
K55$#ZWI3I"'6(ME1H;YZ>A95NW^4?G:MV6,>]B;I6G6XL!,XHYUXTV1>L &K4?]YU0QY67"W#3(1AJ/;I?.+,2)H+7$+A*!U MH/4'6^XKIGVM#;+
[SE:IRGYA"LH0E,U@_G!K&,(3BZ%N[(U1AW8:N]==P#%! M6[*1,^E9>_!#SAB80:U(YC=\A,%Q1/RK8Z5_IE/ \HOZNOXLRHT1,/%ZN^P MF^["9O,
(OJKI_\H-R9XW?5F!$XFKSBX/ L5]E]*:$1]#MF"^N&!2@-!!_CHWVQ\P)M%].I/ R!W:".]/ MSR+YBP26BL6->=AD6FL(YZB(U[]DN:\6O
9%D/SU3E&B!O.]Q+8PLI?C M<:DCWLN;>."\6%\6FZAK&I(-$Z=4_I=*S_G+[E2!O\B7Z4L^^#^)R #+\H1) MNW0ZNO7XW>7%J3&#?
_4EN%KJKG!\N-O\I:2__F(8K#_\KL L__HH#@P>!- MNC\ODS"@I"?Z!]$_B/X+B"HSA*WZ?WZ]57X0 7Q5+U!B-\(80P2M*GZ6*3C M5T
P(>/O4LZ&Z@BPK:C\^P-*)L56C[W!\K8C%4[L7&SA)8L*KV,E+E-HT0AKS\UZ+RA1,EN@"; =HF^/_O&DU=W M$=4]>SCGU5PE.9C3B+*X?8C
$,:E!+UXO[0&>3D,)OH^??):W T,_V30GU M_:<=MPVO%UQLI6VRK5[%BE>HPH-NI6_8:(>+DF^378U8?_VF"3*+>^B;?R3 M:(.H-
"=.VRNABW#=M*=2=CN5Y!MILUU#)O85Z_"()^O[E:=&,P1_I_GV<*9[MO6 CZ*Z89.L<+'*3!\>.FS3VIN+AGH8ZGS\+@@2";_=\5G/[/@>.&R^(T?O5
MM]$%22,;"X:;W9"[;:RVB5#W">('J0XHIZMRW>Y,!9S1^J-V+CBC*;D7-,F^*&HRN'$N3B]I%\(Y>'GL\ M>"$9^%
<68DG;&H.\N/8*73B[-7,0L6#XBND!5SHSZ'.G" M5R6TYD8=,H8C1>Z^552?/^$>%=V5)']K;MHM8AF5L<_WWLI SYIDVXZHAKEY M,Z(29;JH??
22[ZT7A,PD>R"BX4:V.FS]5MY-D\F588]96HDNYKL&IB21YTA) MI<2+KSD\K$" MPTTLB([?5F_GYK7,]5LE.NT=.QL<[&[B^[,PYBC0F(6R'O=
M2)1R8FREWFR)I@[Y<]LZ/(ZG%DXUO!3.$K*S#(94*W(O..FP^AFICV^129MD M9QF]V]DLNT-!=-Q<[-B*.)/I62R"A%1%!"NHZRB?G:N
21XD+OM>0W\[\PE(M2TTZBI]?I0OI4N89Y40>^#ST@UHP)GDOQV/[VE^&B[[..0C?^VGSNI;M_LVK MGY>2U@EV[Y,VKMQFFA]_YN5B_PA]0RO.
[%&0$MEGT]FN]N([V&^)* M";(Y>ED@]G&Q?Z_X I>S#*;DL",DNWY.?@[8)3X/IY^8B68HC] MAR=%\5O?(<446(>@TQ-'C<,B-
"Z'/97Y>6"+P1>@V)5K[@QM$]5X4B$?=+ MD'M=6I[$8G5![WF;$S>_VM,LZO1PJ6FC,-.0_I)9&D7319';VS"8[;B1T0^O
MX;Q["33W$]ZW7REO8^*P](9^=&UY/X+2]VP*_<-V_ZW*FHJ[1KUNI=U8^B<\N-KA*U+*0_1B97.^#$;&=' MEWQT]%"?),(TL/<3SW3IDS3?V)Z?
K8F3/_6[9=UI 1>I#TED+B^G1!:FR7R)^%)]E5IV;"*W;1:_CNI,T+7-@%"A^47V\D?) M4CEIP;D0/]M>?8FZ.PD=T .-HY([CJ+,W/FV1$;1_,
<5,JO+@W@@:6\XT&QH MR&EYM1*NC\.6!&QW;BLA6Q_]PY6A*&M:A^.]7A):%1?%(IXW N_-&XOMXBU+T MT66/NK>5@;"-_9T&GV]%9SC'V>
<;0T$A2(H T6^%5-0\8ZR4]&%O L+]T,^W;*@4M1GY=MF0:ZV,8H%.BS8&_:)7&MT>EOH7_SN%DN4A?90 M1B2QL&7 #O._U_J('&H+80]2B#&IX.
Z5_WI9%[*4^;^3!)F!4%L0HT3=T<&/#(JY>5&3-69^H/@D_M6CU<)"W\8GZ M0>?
<%*L2U+J<.?,M[3"K!'>04J\A=$C)47B*AJKA'.J]E*KG=]O=R(;2VOK MD3G5;H7MC@MR8]>[>>
[LR73,2;P@:N8F)64I*:N)"9.WB^2N&_468S7U>X)X M4">>)33_<]EG;S"@5S'=1"76O1[0G2[O=#.1^&-W*_0OGW:DI#?PK[PHLE.\ MG8*2//E9,W
K5N=+_H=%;8O[O9@#R)M%)C[KM_2&=N$-NEE^8BKU8Y7;FN/[M0R+T4NV'6QG\3TA>G_^(E+L:(M6S!@8IL_EE:HUZBW!WAG",;$GF;;=CVTLR
MZ<.=]%G$."GW\@X5#2[NVI\NC#7'-0;5, MX2UB]R_$<0:58I/<\Z$Q\TX@6@LTX=ZJFCQ_$,.0D\F;21WJ^S!4WQG3YMNI M*4J:/FCV>K=#C-
AAAF6H0=5[VLT1RN04E-KK?W;2"29?M1^Z!.&&H[0 MDHU9FB"Q+^AD+>1.]@*[=*?%Z 5G+\3;#QH[ZM@;MY].4VD":WD%\BNUN6@G
MS9]10],N9\DS=U:33PC'JSR QG8W.2[_8EIM_-'P-JS(E:N^O#;*-M3OD<3= M2(FB+&\2:L]JA%";:CC*)<0#K3%HEE#13T\0L"R6LN4P3#5P?
839SBU@N!2 MPQLYRPL!XU2+LY.LP_.YS[<5=1:H+J!3^V<6YHO]HGNEZ\+#KGY@DG5IY2&Q ME37D 83N#G_8[JEFV HX_--
RIS%SS4LG3@^Q21A?NX6)(?7,*;3/R@KXRI1? MSLS,Z8[?^R]^)$YL94UMRI[OB)AWG#9,]]RQ!72AR.AG5S9$QH*FSAM\%QIZ?:8FXOQ8:K*(P
4CA)+9_$ M!@L'V6>>&^IL;JQW)]X0?:"6N!$94758?LTY364\#\8$19#/ZPN))UK4/T-\ MYZPSK@AL5 MVH9F,Q$LSU_V:)N"^;C)6:=T0A%
M5Z(6>MLAYW:]P6%UWWL+'>4KX6$NO-3=;AXN_CQ=)_-9580*&!4CUK>A#C%A MTC@N'0IE^%-O?
F^Q+8%K:3JUU&!"%8)R/W;.)T=NZ)!"U6K,\,@V3&I5T->TXY,WVXO.!07P7^(,I)WM3T@--UC+P3)626Y<$I6]T%/5PR5L3>Z%RG(U8/*T
M1*59:4B)A&+';0,K&593N;#I!,=@=\O%=K5]TF4FJ5K+[MQ\AN+UGO1Y6(MWF\#4DM_"X'B,0:_\<& M_C=?
J<,O%I$Y6]J5^)7D@"-3J9)UD/$8DY8^JX7:UXWO/:](,,_P"#[B5 A1 MNTH3UMS%G=<.0H+9&W$I[=6+:+=C;P5-
H>Y*JLGD^8XTMRN=C^I]H])];SL? M].8?9=>_2C4D8VG3;*,ZL1/WF>ZE1:&+)\-R@Q'UW:)F03+N]_=5!%A(FEN M!_5^IR=/U#WA
$HZD_C]#_'S'65IO!7:]O4E9$0KW[ZA\:^=WS,_3 MDB<_U(SSOV)7%S!9#U+:Q:E$]T=^J-4S.E3BC=@;0)LD56/."$YUEN]?4I_D M#_]X8BL0?#:/!]
%A+L \A2RDH@[YX*#+=:+-1S*"_6"YQT=9_=W[0AZ O\M MA2NB;8H+WL(#NV"_!/)_D(_V<_IE9P,/;QK*<8PYQ7A_^0AZ3(@6".!;1D;A
MJS,#.#24H/;#XVLX!^@;K52:>BO)NA:[AEN1!4M^/9++>AK&O,=;OB.ZJL'K^_/_J1>VW%B: MIIIGK"ZV;^1%2DI(OUV 7O+K;C":Q]X^'9WLV9-
CSW[K2;0O:C[8\CF_D[U MQ&I.O0T<:<&'?DU0)I$7ENU1 Q);DIBQP4I;46N\VV6"&_8B;C_"/+#"!PK_^6+\BS"P0.@]%!YX RKK;
(.]E0[A&E/4@&#LT!M9=.*KV=2#3->H1]76&3J/5Y;)LZXV!K,3]_B-Z6@O!Y&$7O M/%8>I\!?4;_9/31YN&*\G:W^B?P=CUGC?;6[0+30SP7TIP5*8?
2,B[8D N'" M=#]BK_YBU_CCSTR"LT2&P_!QG:B%SEDW)3'A0G025.]:.E*%UJ:0]GO42X4 M@C4_PT['RLA\-C5Y;XOBI^NKXZ@[3_D:Z\7](?6Y
MJ9T)TR'MRE*AL[HUY:->;"FF#Z]'=T17ZVH^G>(6)-'7\: =8 M7]K">,RGL?FI'7?,@,<,MJ7W#<8Q4]"PH@JWR]T>?
KM^UN^MSG[D=E>.),AV ML'TE.90?WZ;) [_J_Y3I8!QA.E8>:IK,EOC)Q]]THGB$[+*X?R<(M;NFP7B0 M%IG*@U(*3>1-<!D]A[9]S8@F M+]!K\X[A -
]+=4A[O+X[_(O>Y*MXT2)A37X;7B>A6Q@5QYX5T G:10UBIV] M3#0=QE&FY@Y'";2WO'@<)@,_78V?UE\^=W)_0_X#$?
SMZU'U0APYV;7!J1/NUN>FL?O>W_R(C_M>R]'"D0I+%3.OO .9KKY(T@&_#9(MS!KV-2AU+S3_@7S[9-8#>'/_&PC1"\T MI+K1^T>?W\X?
O9XGWW[88I*=/5.N0+XMOYX@5U%O/ZT7F#C)+"_@Q4UR@>*R MNN8VCBN(=[B1R\)!_N5&4G78X3?
^+N'#X,OSCVNC".$1RTQT4=3K+AO%/&Z& M+B=0&?2EXKW!E("S-I--U2QV#IG&,5X[FO+R;DX;SI3I9!XYZQ/I\\"3\N/8
M$QSK]F9&L*]#1@7\$.M0AWDHCC$Z,W=09AAK\,_LR^@ZC0FU]]3RO=G:9%5S!:;,TES^@Z,7!A$;EHUO;:*H^S;$;;C8_A&CGJBSXN3YV'VK;
M9E,P??GM\4RD8NN:1*942D%(EP7YN**4Z/M\BTV9_M/755EU'X9;C_)60B]^ M87MTA^GRNY(Y_:58OT7V"Z^1Q'>1X^$=N3GHEVU5
4]FM/+X0N='(AS"%5\E M/F:->YH=[B9<>R]N;]BB*/X0#SP'X1"KRQ4'T%'"E/E\#VZ.R6@]FDI^@%Q) M*U2?-V.21+'T#<;9?
M3O]0(%NP)AT78LJRC+K]_VGOO<.:ZK9]X2@JHA1!D2)5BBA5 0I9$F0L0" M D)$.@BA-X$H*" =01 0D Y20N\0.B)"I$9""4WID%!"
(.V&]]O[U7W.Z]GW M,]^^Y]S[/?>/I3P>]G+GCG&'/;N=8*8^4W?2/KD[SV6WGS5G;EE7YW])A &ZZ>
M)RECF7,A5);$I/LVNVK(0]LQF;U=348L7?!$!VMJ] 6^CS$:C/XFK%]##!-%QK[-W+=$OE^6>V.*3B$L M+FQZ"?BX9 B=]GP2S5/'8^$/@&EE-
A*MCZ4IQAI $B1P)D!PIU]?P9-+=^[B M#'0+S9 UN?"1Z&2HXT8-/@5W&1]MQYJ--/Y0%2P<."5L'?OJRP77? Z^*&_R MVTV5((_?DX'KS:+?
KT_$AWB+A+=KKU=R$W;5GU74WE%Z-;4QW->;5.,_+L-O$%3\Q+$2(5CI5B3/I;_WVN_(M/9?\/K NP\T_P_D^FO[S^>:80TG!8,47%^P97W+FT#[?
7A/%0?"7B_%Q("PX MI,KTJJF>B(<'9L*W*_&XW=-;\).I62Z'<.1.NP <.A%G$-7(8[^G[H;%04*; M1?%83 W.#V_C-D/7R'8LIV 9N7O2PDKF[
K/L,FS/,/)"F#3]J=Y1GLDD8\" M8$-$J+-3;?"O[/)!Q8MF4F68Z&\6-:YM4R,57.I229\#G[,(^X7/.]P$L MR+D'@HEK=;D5>>9UEE&A0.")V!.6S-
^0YNIWHN5(&32P=@Z;A]9)XAZ,YS?- M(:=OK= ;IQ:5-X\<#;VO8?%B0-=9109?@$'M.SITE.IZS(*8N[-!-CE+]5&1 MSV0_2FN,19Z7>D[?
|;'N@M@'B>NSS<&9]?SZZD:P[J'>3PF_X3FJVX]GW90, MHP!LF)B]SSW"0_.6C'$9LTQ'NN?4FZ)OAMPR15FZOC;6%]JI:Q2KW]-D*!44;FC6"JOT-JG
MH[]@B :E)D-30V"BID!Q3F*)SV@ZX>RD;/6K])7T4TZRZ?2V"<91*19Y$G%< M+)T0+^:(H"MU8BLQ7JQ\:S2V"[)B0/-W:T31 CMI[_+>-
;G#_2).JT2%HV51 M(L+:6O[ED-B)KCJAMJ@&T:$BH'UT@B=!2B.1B19%"5K$O$?
NM/YRZH"$\.W$.A(ND]%D9E4O4D#K+*W&6W6.C'&HSIRCN%RT* M34%O.'57*PZ3K^*KN-!L?LRDU!)MII=B?HK^LY-F#J9?$L\^8WTL]L$J4>@]
MO>7:DHDQ9,T"TW"_SO&1,/Q(\H6XF9]1T)899T&MCFRC)2D4%CT+! MF%..?)R M/A/1G2:1WI80(";0B3KB*1>[
MN$_O^[9X.Y13)C(/73]TZ+GU)=6[6@I+BV0I4D4C6Q;>8/?!P-NF=>GV7- M*%L"\NP5$W47X58!GUC7Z[V.@'F+LF,-T0P!
U!&HKY5OJGZ[#/3RV(29T>_MRY:BW+H%+EH>=3K,FW2_=_>PSYEX_//511A^8V\?K%K@6KW?$,_)ZT46S-\) MZ,#87WEU:6PA,C=_A;V:
M[W*@@^*Y\)=AD^7,WR]R;&Z]GC.A53IU1513]_^Q@)]4],>.]P[W]>F!) ?1 M\35;VPJBT6.[QD-D4=O3:I*XO&))5/_.7$-_X+C5>_&BSR_EXY&
[);_9KEE\-DS\)!S1G"X,MQ9N>6Y_,6S:(C%T5$.D4=\R9[]UR[MUY%>OJX_(-0E;09!)(.A;U0<,1NKKS\NLJ6Q50.9A1HP\&#)DI+M8AY='JD!
ML5X^D:W7<@H\-O37UZ]N2FV$H,L9D.$_,(YYKQN=FB4QB%<6=6K%#+ 5 M44E5O[KEK<5_2(4-[6F2?
SJ)RX&0&61R"]"&_840.&ZWW?"+2)_H.11;^O> M%A6.$(W&N$[?IUM],R0AN1OY",+NS=NLT9ZN$_1:HYEQ.+41Z^%L[&TXLR T MM*^HNU
R%%J6=4I$Z[8HTYA27XXGBS1<673IDHC^+3)U5Q^$/LQEF)I*(%(M?>FR2_!RX:H/DZHE=F 6]RIL]K7]C *)&N'P,_DKWJ$5&J,_='/*GPFS&-
#H8HW7-NYB]+0^'&.S:--88TO4X&GSX>DQE!]*UD?CY)
MV/<_(Y_'HY<<<,ZD9KMM(R6E!!X=0,T8DY_ZS!M^N/,;38)R84YF8:$_!0!;66>MWORGQ+1*XYVC M;KVSHM5:@AZ*4I]?1M=61?
|=CRV+7D9OGDK$D&\4(#N>R*L$7ZIH=57:4*SN390_Y5<01 M.H&##<:B6LYF/ SPISNZ3^MSX?I0![VE37%Q/(_A;V'F!>HNT'QYR!X%(%G' MG3Z^
UU *<%^B]ENNAL&'.:2HZ[FQ(D@0@".2-!\^UNTN.%'?T-L[H+3+8E6EM'[ZU]A^:S;O,>(X,[5U7)<$-R?Y9 MU#R]K(II#UM'?76*D\] ?
[%)=$0DBZ3:#D7L^7\"UBQ3 (A*'__(-%_LH>6@0(?M_E(Z,+]?H&OD/_84Q]R$IN M/4D#VCTY!IQ4I@%>\F*AE]/9)ZBII\:+JW+TE&D[F;SY-#A3:
M%<@B61]\&T).(4Y2]Q(O PK@@^D"F0:.UZ< CA]PB5QO0!!IH1B8>V8T/A@/ MVC].G;A_I8S!QHMMTQM#G6?
O(LP]Z'7@5[1/7HJ.#1$,V_$5K:!M87_*(YP@ M+#L_(9CC(/YTW1P<^A&9E;DSV&U]0TM\E5S1R[&D]_?F] /V+LM=9G1_#.LT]F\A/75\R
M%U:W9L,7G1QMD&N.:Q(IL;.KC6!?U:PP&F:JYD(%Q^P MG2VFZZ%VN2I"!]H6=XR#>$I>M^ M(9UEQ@<_%*[5;/&$I>?
S="91E/:'(I/JY6B[IY>O2UIZ/E&UZ13J6*/I:6\Y=6I#^W9DOD M+3RY'QOHIGC!T9T(UX5/-] LPZF3GT[E*EQ*<>[ARW;VGU47YHWLE MCG-
=1<0I>V('&_-FT.U0#ELS8FOA^ZA#I/:88Q*/Z(S4?S]9.3;T<:AHH%MQQ7U\4RW["#TY-. ME9PA=L9ZBM!G ^KDNR'2E[R4&;8DX,6<6?
C/FI"1M\PI6KL5DOW? M4!]P8)?;/^&0,9_^]^$N^D^*_5*G\0]2!=8/_6JE!=^-=:]W[T83[C\O^!V3 MS+W_;O:NDT\
(8BT0_9@,*EZ&##"*!B3NA+1I0R=RO^'86!6<'> MA';RX7 0UH;(7V\3MBY+8Y>_&-MJY6@_9>[#IF\(42]->?GHXEZ4QO7N*<)?
M(W%!EUSO^@/[@%^]_I]P=@PWLZ-TBOUBK!3"LH$%'(H%S=)TRVH!5C17V:-/ MR11;0_WS[7AS!@&JNZ&_M"Q73,22N\QHKMCY3K.\6+/=[>
;$3@0>'AJE_= M>^&G>UCL5$Y'MVN+7;TNK%X?@7O_G36R?VU7Y'7$5:\(*OE#0W M;_EZ!
0:V*+X7NLN[[ID@X40#EM]\9:NU'$U8!ME/\P/V["91OXV()BK M/L[96_^]HD1Q#?M23Y&>O]TFV31@4)'PU:;!59\5ZLWQ%#!T?0&F&SF\ILL
MATW5_'T)_7K/W-+M_WI%&$2%([38 R0(3J!S$<4P'*CUTYGM$\KI+08W^=A MK]TR-4:HZ82S&Y5HVU[U*PM^W-ERA"MB.B+H#+2,B\PS
'%/I_3K?LJ0S)1 MT^4UBG*\I%C=) K?_?AE[C/BW9A^&ETK[1'_>[\!7&^6F!DNX.N@F[>;;?]^ M-,)/0C.#YZX(I>5LF^%N#I/[WY07\ MOR+_?
Q&1;R]XG2"L=3/XZ9Z:UR-'MWE1_K"2/;P\+4L8KF*3C1_D5KQ+S0NJ(:S7D9Q %,O5-\R\;PP1IBT6BN72 MBY<\%DPK*8#!+"@Q,87,TPZEJ:8
2$5P$VCJHWV>L,+L=A_")1ZOJFF/Y3K M5@V:5/M=CE [EKN#Q1=SWCMG'Q/X0/+?UK1^T_J^7A5GPT I_GEYPAOKI7 M\F[U-
34LR_^M9_]%UW_M42=_>?VK:-)@PB!4UDQVFI NG>Q2=M,;G'%FS21.[MTE)NU\PUK%=;]A ?./B#H%>;/'5?F[]&=TN1)>OQ@X6%KF?6I1:DH@
.Z)-E MSB+4]]ZWQ1'.C[0D97KS+;V%G6/ZN!S9[02L^8[=N?ZI_XKH\R$*X,EX;O77 MRE2W68:NBIE(EE[]H:?NWPCK$V%$IU99S-
YO[@R/4C)V15FAO^ MRD-<&'+6R#]WVJB383(]A*_Z1GHM,U;J;BN^0@K7Z2"NSK57X-+S'!'O! MU@L*2XQ=9"*8^UUZ97UE!>E\SN>EG,[5:.]
(A_>.=B_"=VW'$^F_T:IT<^3A MHAN&52ZFGT"U9]LEC#8+1=]\8[)0FVRR_F\0F,;FZ-)W@KY,1E C,HKPDC@/ MW4Z$=*%=IE;2>1I99]"A*)M B$?

[.O.Y^"[U9TB]Z0ZF4=%^V0Y8!//7\C#D%OGE43%Q-ML,NF=%%?>80K8__N6ZF9 :[G8>ZTP4&NEB]WA4 P93Z(3O@(^!<&1C4A+ M0T\ZB+L+ =AGO#\N9-"CL%U!&;;OJVY83^M3=A%AK"MSQ,^JC1,_BE+ES\KIOSOGO M>;;A EV&?&38+]^ZO[%+T]WY(R0]- G#@M,V3;%5_8AF8E174X=9_JTK5_'>WY)JNS1!<3U2K@0%EQ)G>,_#CJL?LX M^]OBLE!CH];-4/#EZD?CK86P=*,<>^I7X(#2SN]CI4<\E#$ M\4^VGJTU&3+O=FTZ7%J"\+6V-#EI6?!7!IV_;J5@HE'JSX=*:E0R%M_/5/(I MXHM]2 "T/P2.5%SNZCPG_BVBF[=3FI3S!\QZ0/X@4-L^XYS 9870_D>/VQ=_MG5R"NCW0.I!C?W(O%Y$;7Z5=[(@R9U+G%Q5I^5X^80QJ9-.!8>BT&R9)315F& MLROK4[O,&;("]?B&20% T:NHJDH'CISE\X0YU@T7%X)IM*2 %-()!D M6%K466U6W=7/V=>Y4%,JY4CR^A=86%>H>KWZEU([L#QE4?=R==K<2O!BU9=J M9P&9(XZ?:*:BPP]-3BADV\1L_)ZPHF9OYW2)>3DB8&:+ -!SBO^KS'*0?$>>(_M"P'8@C!V$0!*

*[<42:*481S7L3M9WY:34UI&Q8=$JWT"=H;.C86%-132GR$5"(_MVWR5$S"X=\&2MP,,$-E!0L.KG4FU4+.'>&A @7:Q5K14,P,3G]J5(.H/Z>_C MJ$DTR3*=96>_RMBD29)UCE!*\;XA>_M(4M/(V&??CV)L3Y\,WJ@:Q6@:(ZR_W$MI67)XO?65?(ABTI7N#2 U*WPB=N M7BML"]*CZP2@:J=URVW>M-Q?]JQ4JLFA0%GIGGF.J2$2AB$HR!X,?AEMUCO4V9I\[$6;0]+;/6C;FQ8 4O<S;XP7:;H\B>:K-U'W7O@*5_(8'*G>YGR&D>$4"VKD^LZZ8RMJ?>B M7?E!P3*9-DSG>N.\$B*IV4EC'5V'3/S,T3O'$/.8+5-O:\\4+.^&*\IP]GMR M)OV;Y$ZKO+NS>%* <$_^O*W6&G_\49NVI2=L(&1-/LGLGG'$3<'^]QU& R_(D M*;D-EGL(_ 0:+]6K2S+Q3ND35(+.U \5KG13:7'>\(M.T@K^M=Q@RCL7V M$X" 5%#U-?C*,OAT9K'] 0 ^A#R"$VY2YPZ MI+$$0-!Z_+KE^!2QCV|\CWH"D/D!OE.E^:O!L7\815W%-_3+Z7@*7GQ6BIU M0=O_ 4DT#^G/0Z["47($8%? UH(_5\PBT*PGYDW'PEVUJ_E'0%/39)_C8E@"\ M[OPC)EO^J %:1\3RB;\X8[=HH,?':?A3Z;+?H]*\OX>K<<%MO+WBV',@;%R M,_ETP V*O-/- BF(O25DH&_V:*(,_\CO:&;/!?QH YUS]BHAOOKVUL0Q:? M$C?"?^+,.57;P <^(P!:_4[_3/U_;IC?1X77HMG;VIT_" C]XE4OVT? GQLO/+/6NF%4N/R^S^=&D]U01MZ!VZVM'#^.FV8>+B?YR!I#0Q0VI?<&!G%5A9"!@P$<'HPN3\05[^! M1//PXGMB_UG4=W1;\.^F.]44VX:C6/&:LK_QYIS:W2?.RXW,4^SL@J70/XII M&T)*IK2QE<2M:H$ =%,>QIA/0^;$L3'@W]DU#[]G$2?&..CH&- Y1K_K5RD0Y@!R1 ^9=?EU3T+_,/,/S42%C+\JN"3Y>K&Z MPD*6)C=]M#O7S!!_ !DP,^+NB8DA%:9F5J.6 MD9ET2B"'A8U>45XF4SWI-F^S2Y\R*&"PZ. ^&1:V*+%?KCK4O>I3'JN.2L0HS M[#6HE8@C)\3MMQ!W=^1RZ/)RCQ_5Y4M15]%W\@X7"UU4+&A=![(U4)VM+]95 M6.$LY\8SV&$)XW=2=8K2/T4O7/@B6+='40J_@7]<25U?\DL!21>+AL M-MA"6GLKGUC('SFUQ.X![V,U\15YUU!,=1F[;'3_#,39'LUP3!:43#E6Z_$R7 M(0%I30^)9I!*#MY;T67^\+&O7 R4*NKV?6:D:/'[I^3AVS M-YEW[%V>O>L\W^9%PN!9O]LU&:;]2;5SYEDG_U?*SLSJPR+D0 SB=@I%57XK M4EEL_Y3;Z_NS< L]Y7GXCL! ?RU7BSE8=V]\Q"IP $Z39'(GL_5'B2/'W9=4 M4986O@D3-]5+_8*W2>Z46RO&,+$HG1W\@LO \U@Y*&RGNR+]S-_"7+SKX+X9 MF]FFG"Y;[ROB5=;G! ")#E%O<_J!OJR\26Q*M]F)!UA=Q=3-;=:SW+QVQN<>L?C]"TA]TME^;__U"*5"#E?R.V;B*]5?/-1PCY M9H8'?12!-2]RI"FT7G=M?FS+($!>6?&&.] [EV=7-OKZ^SB+I&%%XN7SUB,$] M'-FT9+LK-9ZJ!<5]6Q6WO+#/I:SR]_F^.]DDT:L!JZ7VZG5.L2WCTNSI;]FUR M-'=HDH[?UZ;WCIRC!&\69] [:C8\H_]"><#@W-93,GQE5:GLU3?78BX7IRS M/""6TG$\.Z[O&4HO[&FHL+GJ. <;%%*=$S71870-YG)ZD],G13"= /@)R1-SOR@O3_=QN9Y#F/3]$)X% MY\D9,MF1+IBJ '>(;_O_MJ2/#JZ-L4&;&<+ M9LY+;W1BDD%=U%K08#,RX@*;V<*LM__/?_D5VJ&"$?J!NX)T0Z9)U1Y(U3V MV9&/_BKA1? >OW=*A=+0#=XZ^46#YEW+T&W MG!?,K<\ZBA6!0H>M$G3E+]J0YN5%3M\=K&GMY=IM5ZY?6(I_^B"S,;NI74" M[*F)A!T*UIP.F%GT$X'15*NM' 4MX!'<,DPQ.PF0EUDOL(E'56/Y ZDX*7PC M=,K;&&:]L;OI_Q/B*,X):=$(0%IO@2B^_APOJW[8J$]KD"YSR$C_OCBW M4%E=4HNR[V;SR8= 9LP5CY'K=5>3]$R&[VG&N^'+ ^X^V^T0F$E[,:E)*0!^M"&J&&6]ME33O=O!DX+5KCN"DLA*5&VE_?N_N634TN\(FEY]AC[@!ODX>HA$H MQ76I9SC0^L2((B*Q^^%A4$<=.U:F[CA->/2L^>L+7YB*'C//[1FZ#ZLSU_+T@J?O>X# MG$O*W9&]G Z%?+=>AJ-X)06V/U]O95: (QQ)5)ZV%N>SA-7W8FO0]/ M^V82>*DI5&R(2OR)5F2'6G>2;O]%D4!P2F%S7O""4(=B]!W+*[:HA_6)+?]8 M)M'8SY;/8R2U9-K]- ZL8*')ML(WMM0ZZ2PS[.K(-S\].BZD=(,0&P MV3XU[)9WE\[Q/O:W3G0]UNQS'2Q9A^,R^Z_XS\;O&E>BQ&L2VIJKT,%45K? -3AG$30=@11HH79NQ]DV M#N;IC+3BM5U(BWQ)KU2*-[74^=#/(/M]7MR7[;C-73GR_[GX0L-,22^:HXP@+ M/(?"_:BI.67^DJ;S&IOF? V$Q_\'270:9&/DUO40D./CR:,ZH("HFZ.2CNUB+ M5>T'Z@]/ >$7IVYLY/?/N8?P).E@8BQ!<[.]K!,ZL&/S:/.7@!?\5-M!FKKU.A)8C MJ%U\K%*0XDP.QGC>)AAJN8")I65"VED,+*8QEB7Y[':=P,"N-D-IP%/:GMVG M_L6TXU;LF&">@KSU*_EE;0K.FRFSMKKW!1-UY.-S%5TK!ED, ([P5XBN^GS.N MKH8@.#JM:X:7/E?62/'"\DATYM'"JK=*GTRGZ+N%^P=-"?I*O9\[']WWDS=!S)T2Q.+?>>7P7 M,D3C9%1IZ5SM0AN;%=OC2!'"N%.N<[MHLAO4S9!C"I6OC: MB>B;EV);)P3@0U[)*2:V@\;OR,%+Q1!6ADNA;OSBI.[\M$#*V')NH@M+WLU>, MY*@Y72,[86C-**S)Q]WS;>Z#1DG'2V(,=S3X6LN-@Q739]4=>1J:5FX\ I? M)>D6LM.; T=S>+? 1GY?)S)\LL_4PV,W2II_%'X!;OC3;Y<(8EI@0=21D"D=N MS87D!(^UDZ^H87&AVHK&T)G+L2XN6?XI7Z+LWAG%/#NP#8^/T!B<,'3X%0Y- M\SZNT)CVAAT'6X;]>4'")FI;?/O%.F^0FV15:PS-,PW.EW-# M)J<$0#PS!7N#HW[X9/CD%.>Y4",>-B-MJ68>S<(TO+63&SJXB6V+I'GX2&LE MYC%#@_"TW)?H)&W!>[D)C%);FBV! HU50=L#K?7;Z2+F937[E_%CYF6WK26O M*$V0?-G-C?;/5V.?G+CL:? GIT2$U.D@TDW[:22;U@>5/AU5H82_=IN154Y+(-M6UU]5=<-H*]NMA92>AD^J,"@\]=!=EI2O3GNTAN(]^=N7E+Z:1/Y>%ST8EU(M9Q7/NL,!$4'NP8_)B;/#>@BV_UW5GW1APSCL06VUN=/690EOIP*SV2>(^:"O!2-O*6K"C%EXN%2$PSK-[ADCHY$;:-%KCJP M7^&_NU73"+]>PO^HZ^7'T0WKM^,<^:G7]K<8$Y'MG)B?$&L%22!"J=KD?Z+W.1" M^_S_2B'-81]HPXXNQ.:?PH[TOFK\G?'O? I#4]W^9/UVM+^62?PD>N,WWS3PU&0_4YX$_7HP5=QL^!6A?[IX#4==YDDL@WR-T?>_$+5 M7I*\$FU/Y< IT[YSQF[WUPD =-_EO'HR?*A]? @!T5$,L/T+V1^P_\L2^_A?F=Z0#E_I\G8KPS'?',2] :3B;RFQ*+O]#^M^3E (?U5QF\<:0\^1:M &51]H=?_T^!>4"LY\8!^)A*!P/A,TTYO+ [N)BU87_&A5Z_:"']VJ'MB\DMFY94 M.]"'^^=Z]OWO7-K'EWULR:-7^< MK)V MD>-&Z;-SN//9Q#I4\UK%>[VUBKE37&"G4I M50B?C.KR&39!ZY#K_ ,RE]Z>_O3%CW_G.YMW%VDZO: QBO#!6RE=+9_@HE_\MPKPA9LJV$'$Y7.#:._7COY!]>;C'=._ZP9C_D2J21F,#8[G@RL&M62]C4V.# M4#V/C!I=G:,8FH]4)<5!%X*3'"<$;M,*^B4I\3F2W0X!DM\691R*D+,D8ZT-M.?V!1G;Z%,?$H79$R@YM127,.OI MP!;I2*=6G'I41>ZLLGK,Y4=OT"? NMV>81+^3_B6: JS:CF3%>X#P27;#<%. M"2VN5WRPVP6EKGV(F^D9E:U0F)5^^:7@:;:-O)GS$O7.Y!ZU'5NKT214=(Z?L'YQ@>'"%.[8 MC*!U1O+%4:MW%9%0\1=C[>Q")%1V1R>3!]A: ?J%Z,29(])@T4VTI]M;' 9# M)ZD[0%.@R95^MBWKK55TH:)#@G-%#Y]Y<\&+ "KJQ%P<'+" MV,AH5//*/":Q?TZL-AXLC)FMO@SA/2*2/ZD6)B@VA!!U]KE4'C)2CLWX(;A4Q/NUX_]<,!7 M0ZNC,S8+I1B0DL79@I)3"HR/V7U6GW%6R6Y=GC7@A# 9R7U:GG>%!U;S!'*F-M88SOK]@[!53.U=2FS($E.VS\Q&)D1'%L.:=4J=E::5SU? H56_F2M")PH)(U1U3V*YX;'=X^N8C2,E59\X5C>P7P/SLS_7@IV_M>8"YR%\1DPA:S<$' M* UO1]G+LCJSI :KLJ1('PSI[AMMF(R M;ZERQKWQ5I,!: \,3K1'*_"#-_HGO'S#@9I:&39%K*3W0)OS/7[57'XN%KCP M!T:INI5(_<31IE7^M/!9)5=K?9-[39'Q#54RJKXPZ^YQ-XG1(S9;A"5P M>[9#D=,.9#4? G,_Y%?BG0P Q]" RW:;(@8 ^4#$E7E]?\Z\%0B9)<*_[4J,_MBXMEIMJSDE:SZ%=N7PJHOYPX\EGE9*PAELWW.JRZ9SHA@'CMP^)^?726'3L/ M6+WZ?C#+!^G.^5>G%A?5+]"U+PC)V>E5)6KDV\_%M:+YU_K Z\5;FLP;$^7K M:%/ZY8_7N5OV@6%B=;2J>,[9KT&] EN5L^1^B;X]\HW'YW"7B6GR0*,+8'D M&0DK4V!F@OVT?NF\3J0K_XV)0X *$L98GJ26Y9-MS]D@SW$(8/'4^5)E4$SHQ64WG>"W< M;TAV- SN@HM+Y>JWE@Z>P0?O83]BC!"W==:YD"-S)!6Z=;6_ DD!SJ70SZ7&R MV@9E2#US-(C"%@>4< M>YHPX!/6]]%H EUX@+RPN%HK]#&KA'6<&;FY*D'9O?;\FP M"P(D):1Y@O[0T *$,T-).XE3/C]]S[9'X,M'K:%/]MH6#4+KD.K/2_.3NZ? M5W%1\@#_B"J(7$E6),,+X6N;\' GBJDW[+BW+EC'"1]FAL]/R>F&;#3\4($; M(QU(/ 284(R=.8H%#T0O2Q()W_;D2(B4J5/Q\S@9T (E7U2 .7+F8- >^*.' ME$+0MCI?QR&@_LJP1Z;83@U=9#'XC]".0P#X(W9SZKMX3S1LKG/E*EG"S&P% MQ/ALK[C%*X_',ZL!A== Y? O*9QF+89ZPH/SK+1IK!O(,Y9+*&;GUX465Q&DA M2\(_(Q_]HT/R=XQ^^&\NUD);!Z/4WSC-#,3_J]/K+<'^5$<$XG]7"M M"/L"DQ%"2<<0PGA]2(P/ES7;&91$%'1 M-G-L++#N)0\3!ZO0\EX4_K;EU^(I_CZ<@\@UG,C-*8QW5V MKDA6\%H28'DJ> M"K_X)$]YYP9M\-T: [Y+N@A//1Z2FLSL_0ZT/-6_]CG2@)IG6VIF@SG43RZLU/Z M1;;EQBF',R(Z&QT2M^AZU!<0OC=@^)O-(_$_KF+NG>YB"U*FA<5EAY@NQ[U M%"^F45:"@3;"3H[2%U-G>/+32F5EIDPE6Q(-!UV3/GA86<4SB#],F]1CE!" M 6"NCPGZR7^VLA6>R%09/!7'HCJN7B+T^1'L0J3Z)H1[!T* O.'5Q.Y!Z\?P/VD;S0R4 M/4(X9:FD=^V$0BT\&A]D6'#OLMM1[Y7VE2D8^_@R4JP\T_#(N'+$BSO3CN%%%_M*]]T...L0__-.*% [52>KF,).AS$*'>_I/@25S94.X]F4%]_3T;G$1.7W6)O7'D-Y'#=A=!N3JH< M$5S54F.A17-JR2Z*@64L--S@4]]8YPYOV0Z?AQ,;S%R[F/;X!?H. !7FII#4 M5#U\'1RQ?7RY_AHL7X^_R",\:)DX^U7@Z9;C224O#OTNCML^;S3L.C3;4PNG MWZU.L^62+Q+5UODC6Y(94 WX^$7IJX%3L+*;R#/;MD;U4K)O+QW+ZEFE;3)] M-M W0O @RV]CLA1Y%D3;<&2;CDW+VZ%CY2$IGNVKYQM9D*NCHP<*L+U'J>CR0_ M1.YGC3#$U?A;*L$^\TX* 46BCLDIG"NTF))L@M,2#:OZ"V5ULC3A3IEOZ=Y] MQ(Z!RJXTTBL$W+UV406\9.3)_9QHG4TT_^JMZ#Y%D13ACI=>'"%!N-[\<4V, MA@6/U'@[9/C"4UV?&_EJE[$YWOR9"QXD9"/XR,BB- K@E3:C63R=0/*JKM)< M("VP/4+Q+;UJY&S3Y/:%%+LE;PZ\=[P[2WB&U<2T,=>E./D!R2Y?CEM),AOR MEK0V> ["#I$^K7UB0[M/Y\>""C)E/4LZP#HG[X1F+R;H&TC&LR#=643>(JZF M,+LCHW)UUV-$$&71T7XOE:P[)Y-9'-D5IMI*QJ>.W4RZ'['9!8\??R=SM0MS MWY Z1G3-^+7N$GP).?N>RVFJ860 UQ8AJ^VMA"" A@X>FH>+!1CIRKQ.?=9U MIC+"Y!&\0'_2/!5^($]@U5VG+T=T98SSDTO/*N9X2"/&M. <^O&I4O!,3U+/: MW;>Q/OAHTRQ824 O+F: V.;NM2W%:8P3? 5= XS"!'7Z+M;BOV:<-L:,W%MM M90J_TZJOB4'QF;Y$?5 66&0D\"$#W#9K@A$MH37QVWT= M0'N!X^6QEJKC/"7"$>(A8"0?'^ DRD-TSYR3!_SF>^/2)1RXE'*=93E8Y+,*F_FTC-8,:.@/+XI8V%] MKW@W#_L#S!2M\L/.[.(3)[*O\V/?Y2P> NH$-V7B'P>'E"3\1ZQ%J3\0!%^ MLIEJ2,6#9OI_%%.Z7:/$O5BO0[&$X!NV\ T%4GH(&=X$C_;_&11V: (4)GK>G M0MP![+1G_@JCY*.4;5F @F M1L'_Y_[&'X-EWZDFRK^])8HBGIG7J'_LF]74> B*\O&W9;7JE]#UZ*"+?) /(MQP@=V"9;_*Y!%;X3)MUSKWJ 'VIL8^6C>5=>(IS;WOR6R2]7WHBNM2EU>9LR-8GH='QS]RZ2\W5(M=-U+AV+WA#($U(KC3O:P+>[L:.2" ME1S=Z4HPQJ4E5T\%SD>'R#/"W6-N1 8!;?@$&2COKVGB7-+=.]V58?.8U3EG M'ND']]0Q;2*/B/VJ!0V]]3%@=2G1>6JC#^.K(KBF1 M8J&.] (12M;I0H\@'?6(*_Q)&C5U*;P.N/*2B--BT6DKF_V&S4'T>B\'>$]] M^0^D84NH??K$ETLJ/4O\K,061[[XZ399(P5#B1U,4.H(OT)D4W1N_$,/8VK M& [*\.QC*TR01*YX\QG7-D6%,48R .6;;6*>(G]++\OB%5EE7M$W:TWKE>+X9 MP?P0T(SFIM^V%Z2#6XS9@ZPR=I])CRMQ*#*\T>GC\J7>8. M&J^U=7\ <:GHSE:\Z&P)"=JS $QLT]\>*IQ@"Z@764U]"'^*&.!.7E40H[9F&3..GLWV\?HZ>,JS"MB96,67 M%X7R/[D;0?,JA);?.4O>3?9=P) [/T@+BI$%H.SM7:IX"1[&"ER-GAXKTT^B' M@T*G9!@9+B'X[*IEB%O@ TC]!L?K,DX0L+/V&4<^3E!IKJ?N7=N2F\G"\W.#"E.L%T.NX, [Y[1IE]_'7L(+Y\;JAEE-#'J_:Z* M*_Z0C*GZ!1VE_]:F\H.2FKBHAT4O)FBM6)@=26;X&0D0KS\E3]*@RYDK"\D+H2Z/3 T[77C8^.MOD?9 *EE%1QQAN($HC!G0^B6C\/.(>! 8%\UA?9!:7UBOZHD2_BG"EW5L1=5 M1B?>[<^XY>VR)K"WA8B?9!W,&.!?X5$._[\(,@F+;U^DTL RS[IY2!9R:? O7S>P@K@IM@_"QJ.\R7OAR#8= MB7K/O%'5?$,]0>Z*KX$[$[8NW00)6AU8R:KFROI%^Z&4=>;7PI7LE'J0KU+J MT44D>T4LS]CG:S!KV-W)1^KY89)+^P87BY8F^ ?) J8P+Z6A+02#:O^6%[_^ M2I%K:TW,='=EM;+V%*SY$?_':;K.V-$Z!K6!BWU;A)LKK9>"G\EIY0)!FW 6 M&S.1?*

M]K=ER7\;LOT@GQ+T^?M>]E7).HV70U9?VN<>G)K07/\W0#P]fSM5Q M5"2K&\(>%*R), ^>O4?0="1=SZQ-QF3?L^AP5&1]!XF.TX*A@E?>E'_U939! M](\L]GWKH2XKCFL=D1TZHQ1_HR1.>]-89I2:V[&('S^4--UET+I/-U?!P5;^ M#)X<:>D"*.G?SA6D0:E>,D1W'LBJ\[.%?_1H70;P#>97EQ<6U*\MN;P]^R.Y MD9:5D_#E)T!]&0ZR8O\64R[TS62>\Q>X!,M4B!'4+8@08>,ZQE-9<_M;"3M>&+AE:VT(^;Y38\$HTY!5\;*,1@\2P(2+_@>(LX3.]+A:7ZK=,E'+|+<%/ MV#RS8>6O][DA)\U<'O?B*$N0P)"4MK/*XV^Z,"] MFJ0U@'LQ=!6RPL;[WI]_\W1OBB=:ZQ]"GP/U2%8-CKG,2<%32^S;%55P7-?5 M^/R1C_=JN(0C3:% T_\-01$/+FVD+[4^*$/O^33H0-=D]Y K8W$V>;*@^.WM$\Z#'AGLOGKTJ,+IA2GK/X3W-6;DD1V@]!-Y0H MIO(_X,2[*Z;W MC[%;ZHMI6;_%\7\K'/DC,KCG_WI5=!PMH%(NS_D_A/8P;T*:MT0WD+G"+--MLCQ%0?5I2%;47\U2@ H)*=_?F8G?WA\T^]NCNZ;I_IPA[Y&BTC_&H'N/_I$(M /]?]?]H5?L?F$&:RH^&"N_3^!ZT/=] M7Y.R4+R]UGI%;>*8]%P-SL=DE/32]X=A'%&;('$0>FQF+.S6S6:1YTN5.'^7 M^@ND>&_N*?LN_?W]3;-8G7J6ES+8%3793H6G>17.T%,"\QZ<[JVZ@92K#$CND+@LYMQ(W0$\JHBE^=V1]^;R=M<$A7*RA-1U-FN*ZC6 M%_?ZI[VBA*LJGHMXX@$[S/S,[D]&X&!TE(X24\#?/)=-OY/@,?RH(3$($%5PMH8;XR&8P"Z'&:)VSHLZ]B$E>#^1B!).I\U"':.SG]8GL,.N;]^T'I@6TSS$_ M//"7XDZAD0[1-W"N*()W;BA)23[9_PY.CLJ 8#]1I;_3[5-]W./)^^L.G.,_M.#ZS?D@V8*HL#+.*HY;\-?AKF[UYCCR+-GP-]HLW@LK5F;@#&^TZ@OA9E M.D\-V%K2:.,0.4Z'(5;OU!B"3JGC5AEY',Y>>#C>M%544(A(KRU/G+ <9\]Q M@+:?TQ525BF'0>:7W7'\#U2&7$F*X/7[&>(GV;8^%PI"C\8;G]=+OL;8")*EM$61_4NG6N*1F]J>Y0H*#OR:W)6CL@J$48XQBI8"*7(/#HGFX"JBR]252U246^PRE":/ES!+^'?=X<^_QM.RH[%:EYK(F&MC[6$F3*RC"T5!8;&CK#JGSL?(HVZSIAOZ+PKMV,4FC@3L^'''C-*8X]1?I+.]J"R;P/.5*H]GH MRZ%163\;F1'WOK8"FCC1ZSJN)"N&;-W\I-C"!<;L0+Y\O!:=>G.>Y.9^"'@= M2)&3037\XLV),[*.O=_WLKSU+5>DY*B 5>49T$7S8J'HX=.;R&NQ*6[%H(&= M>X0'%M90"(,_&PIJ->K]?E'RJ6:-.@E;D\B_P QE[C=;KPFL8!-Y#'+0DM MQ)3=2Q+]DM_L#P$S2&+F+J+ J1]Y(CZ=S >E,C:Q%BD]L YT'2[O+-2$W*,IXJ&L7H%2/7S7(I_?1J\64SU.&(V.+K :@DM&N M.9/FDK0V[GC,R_S"Z6@L8)IV!,K@[\OR50"*"44(=B69##Q0'3R_>O;PI+2XBC PW!*G>4"[C+5 MR&V C&4 K:Q.80,:WH^56>K+[/^>F<8Q5;)C%&H$+]-=H?; NROV.CSU%LZS M%UTT8%D<,#:4;RG3]3X\1R$% M9<_:TA>1D8|SIC8@&$Y.J\W598N/'CIO6W-?*SK7CXAX0MV=I6K1U8'R@:B9E M$;#*',<\?2']>2.QX_:%[:-659%!6!HB][KYO'KENO);<5)K_!,)9Q3;IR-$?"0PDX(OGF[S"D[UL9DIY*#R M543-QH19=11GVBY^:;RLLC&)XS2$H?6T\D-61"E?M%'9T0D:?54VV3YAKH M.323][A%_,]\:WU&G?KR5[+'JAP/ 4C200+3@R5*:[3$-SD;4]*+R0S$78_M37!7X'T;"E Y)I"JJI+ ^C$HC"V'53S)6^E1S-%1/>/S;"QS#@&=D3:W7.U&^ M9WNW?<"J ^)TIXLR3;_=#=5.MMS\] L4>H7QEYDM-J[R->2H0&]>J9')A"%H M?,RPPZHL$?9P8N).ID:K;D=%O[(R_7'F5,&7KD:UMK2A7)WN01=*(-(R/>)D M8[=GRTF2$*E']*H]=??,5ZMJD!NS)6/S865$9_=KZ2V\GUTH,]SNZ9_.N% %:\;F!+*O"E-Y(Q;$![@[A*$XC@[T-<$7A MH)[D':7>LGPO$M?XY)TAR-6W.\D%;D2""']'HF|G;/SLFH=X_X^15[JB2U2"/ MM0 M$1NT]#VV+HP=KV'5_5GT;74MM.UJG<#=A$Z4$2PBSW)?A2'OLVA9:YQQG82<_8.Z;--=D=K"0@1+1)Q_"QW*P,J=KZ.^$%2F\V\[6ZLNS M\#_I?18GI']L"2TGM?214L(()B 3H">;D@ M,.[@R.GK1,%G:K&TA%.WI'MY!;,2HH!.:LG5T#QT]H@\VU!AW!-7G*4FKLX2;+ M:D(JV X%,F"6*KB.J;GR)9'N"!.W![]PS+[/ASSB=7IOK,'7US1IF#G+[![62 M?%#_6D!NYLA$WBOC(-U'>8N3OV@[5:GI+PV>8;"-+(>/H'&K5>|7$L71@<\'MMHSU2XHUO#J#N&3<+*:EYWYJB6D#"YS98L/$(QQY!>3276Z\W<'ACZ9:DYY MO8^1X6&;-DP?S0QY?RRO4IN62>7N 'J?Y'[<;@",)DI@@WM_HIP\^)MR(IMOM5%]I:KZG[W$G> 9 >XM;._^-ZB*/5P//Y^::]J^$UXSY]:;_=9B[>&/]"1% M;?8S'EMYW=]AI0X3^Y2U)#(O0/27M%C[_P(IR';@#PPI2]3_Q>0DOR%Y{(U_MDD(C_8 V'!@/)G#]RI[LSYVL/DC=.P?\#?_S.]8'A/U9W(A[6%;A=X:/_[6\ M-8/2\>GN7/&KR=\>Y\ECQ^[-4J$[G#'.?S8PKUJ?.KHTU&&TW+,GETHAMK7WG3ZL32P^J%@WV.GR*,7%/_G@/EQ_B/P5MR MD=.UW]Z:)WA4RA%Z""C>L"'U3S!(W_X]$U3P M&1?XOX,Q_8!"$N^'_SPFI;)?UY$Z5^8=N,UL'9I\A/)"YWX.8[+/^'?^R.M MS+97_Z%[FOTZN(2',(B$;B/#(}>Q$9<:-&Y]V,VB\3V^KLOLKQ:)s$[:J;* M-V6Q@D#Y,>O+*:GA)D5CSHM0WLF< <1ZJ![682[?TJ*WQ"6=9-N.\Q(KWRCV M#E^?U,_,^/_BQM+[B)_WFKNHA7%=0TRXR$,&$Z3' >6FM9-P$K0&T=-E1H:H5S MA]O%F_GF1,]HK0GET%.?!C_^P<3@^(N)X63(BJ7WOI8\'T0KU.%;P]T_@*:7M]Y_L>YM!Z$7#HYE'*]L?9 9OU52D.E+&=?:XXW';31+_2]GK@A.^0[ZW:@54! M..EU-H6I4O*GRV.O&TK"\S" M8FW1@+8#+AQM3;*>B,?']}4G8Q\JD#HIK3=U?1=XL$)<9.\?XC_EXKL=R@5[SMSPZJ3.\N5L$NKJ\W*7!/I/^L9*O^K%.R+?!-@$^*DPZ MNC1J98:;&\4ZWW3@YI%["S9I97/F#,N4>4*.CGLXG>S)SIO^UM_O@ G>HZBR MPWL(2 D(X9U[_(CE,(+%8A;HG]M8D(*Y,_N(G':;ICM3.>.GQ"ZM=NS_7XAQ%.>EW*A,/!C&W$K_> 4O$>=RO4Q_U-M\%^ZO4*0]] M\K^QB=Q+?1;CF*/OS<9PIM#?3CR;U!+ M P04 "L@V99&ILA(.@9 *)0 %_')C=7,M.C R-# Y.5!?9S4N M:G!GI[7@'6!3+MFZ3)4D:@JB !.D@&8DB 1+$ #] M$!*1$A&1@BC)*4'_QPG[%:"Y "@1+!'@L0/X-'@$-'C89H 5 /"(\'Y+P+\G M/'R63IU;6-K9VKL_=W#T\O;Q?O P."7WU.NQ-W-OXA,1W[Y,R M,K.R -V.32]I).40T]VFMW#I(V/@%)_AVOD)[3=D_SE@0?\E9/\+ MV-]PC0(4!'BXR2.@ 12!PFM1D*M,_[B[(V_,MKF%P,E^RF?^^?)IZ*-0U39!-XWRI,\3H78.?U"8K65U=@)_KM]/?^OY9E5@VG5#OECIGW5!6X=!IBXYXZ"VVT"H82G@QJ20Q3U M*B #2^;-DCRK;P_]_UBD/0@%[9_R?\E__ORH7#HL6.UMZ@FB=IQY,4_[#/;=!1N@V24&>6K"/XQ"M?_;;D\9<*/^%@BKE-BV%M-Q2< M^[$1?:R$5L("%PX5JQ!E2V?$S[*XNIEQ]LM,5-I@K]D@NM&)-/IY6PW2$0 M62D]6";R@+G1(!VZ7:A3%R_R==]^B 5F5%/AGA9GVH-R^HS-X3Z7A.3 B;6* M7XQ>5V/ZJ%O]3B?>3A"D\84HE7@?D MR4^L+FAL-MW4%Z7;Y0L!HXKUK<_N>)HLS334S_'.#HF/F9,F":I#PI\9T3N M45APT%UAL.AD) RZ)X9B@:MW[K]$:LJ[-ZQX2\)'BJIN:*J CCQTZBO]_?P. MTW>(X(O)Z6C1X^3,%4(H(_E.GP3JM?A(\2.AV1W0]72HPAV/)YNR@3V]MZ91 MN3;*. .W6[=:'K(=&TH<37"Y8149AFK$UHJJN)1ZZ)T;V_[^%FZG5BWY? M!0ML<,U (;&33#M/X47P N59]9:<|SFVAP50[P8 MZ8>P;RK;1_>C6C:^7)VMF>_/"MAP1'S?K&)90TBE 4;H6'_.G-L(:GHN245C M,G;\FL)%TSDWS]T0^B'W/1B5NB[P4A69:4$6Z$!"1EOV5132^T*^N .5\- M-Q,=FP@6C!LVG'I@**&EG)20L+B!3]<3G(0VZPUK7*ENO4;L!9AY-8B;B 0 M&S!2+/"D!OV4.#*&)0HL8#2UJ8@)LF-. M0!U:PJJQP"EI+E0ADIVV1E/6N[A8SBJ$YDL->MPUX.GU1_9!^]CX&.M'W#F(,>D-",]I,RCA=)'98=PM&4I6$*1?C4I. "'MM&QB0FC& MP;E4S;Y@/A;$EQY 1BK@HKZFF[RDOI&-.8<5#Q70'E^M6CF'05XH)*-\S;,.MK?;N5@QN,2#G#&L9#'C R3WO,A4: Y[M9E[!Y<)'_X9?+LR3KB!RT\^ 7D5GA MRZ,F1IXAK8\DF,0+UO(V-N&)W:3X"LL:5VI+8MCL@[Y$02<BM*PRPP,M,S$?$+C<6,&GP-M./&XA[66!7?OP4"[1_[!)N[C!7VX$L.O890;;?MP@:J,'>PP!H8"Y"JGVRDBOR=B8%A@O@Q'RF>R].C4,"P@YA[V[4_M_JD_4U'(.M"1; F]PIL52K:\;[OKSH[M'^GMP\3DLV)A*%]*]07%[,TWK63*G8^JOPPD=*5H/O7/$XR-U[KJ#7;]8)^8 M) Q6H=^WI@:K@([_@/!JTK% 6P$60)P3@6P@.QO<9[A3)!BL?!Q,$?>-Q+Q$ MA.[2Q^>-4&!JUY5;\531R*F$.G2]PDR&A##SUX1GT,'6$V9JUDX">S?N9MS> M;$N[+ZJ58%+GXC-FQ.'&.5>S^R, PWQB89O4,R$]^-C#LT]R9- M:#UET+OTJ%/*P;/9L91-+HC*>TWNZ7;T;&H+%>FRM\YK7W#;2-=Y=5)*QJA^ MV3OX]$O'H L&*@H>6[?++!%%4#PZ&OIRGI93-6#/C6E_5QLC#$CLIZD*85MT*IWNGHH$^PEH]<<05(UO8$%*#PA:#&=\'4T99&G 32: MW!.A&==.8E0;_C#$R*.-;_.CU*VTT>JW91PMB-#'@4D.B"8$:+BX$0N$UL(7 M>A"YMLQ=GHEZ0V^U!2L^?E&P#1G7$1;RN%M2M)5L%Q<@\C N!VV1J%[U=FV% MY1-G?VB)^U0IC&\2YG:F2M"3(#9]YFZSJ*E]S3!43,<;6%R#TE?B<^/*85 M(FT]6/0TD1 C.Z[Z.;6L:[X<8L6H%R_O=VZWT`M^B,;(,-D&W\9U &TS^)B@G7-FP/X)H4HYS,EJ-2;W1M[I#%EI8^5[C.Z,BQ? MU EJD+1C$=UQ2XF]^)&,-FU^+TN;Q_&$\.&RZ0!/ZWP:3I=`LL[&<7,^'FMDY(Y.6V^'NYQT0G$D!N^.U+?2U^@M\>-5WO:4C9[\ MFY_$NAZ5Y-$X!?+$7S/LXWIA%,(S-UB(E]X<*,A,H.WQ/=P;I[WADO7HX ?K-M'?#M,/"*;P)]@;=N>BQN(98Q *&)_:."G+'>K@M6"(UA+/W0&GFHW63V,FH M_JA)X78SA2ICY R7,H=JB_.ENW.$%C4_]-'$2#DGUA"ZYBEJ"?+%?J]:V@13 M67(?]QO0OO2[HM9) [4=*C*F3ZPUL=OF&'S#S/=.L/:0@GU(62?*.3%\|C'0ZH M+]PR"V7.=A0575:K[!>?4!?X4K-N,+'I6\]77:/_L?;KMT0?Q0).TA\QD"*EJ5F+AZV3]US.W80.DMW) MVYVEU&W?W4ALXX*&"2-04!6>LX)X!RQ B5'VWUOTP=7# N]PV]Y7/FCQP8OS M9MQ>IZ*L9PXK9-WDQ@3QNN$S;T>/:C8G92/KIYT(FQEVS%>3BM*$N=0[=C-# M6#S:2;B4XZ7;>T0>;CU_ G-.;0WY[85?8XH.#Q660I3@)I-&@1A*C;ZS3?6Z<+\.P6+'M(*J1M#!9X$H.Y>-%3)8EU.C!T^22SY?;PE6S57VN8*R8LFT&5[>R M6@)!M2HE2-BUV\(L0)M?9B4YW!@;,":-$=LV"#+4$[%[J6LNCNB9ES3$'H3C>^>)'\O)E<;'MMA$TB<(CYC7\:14%>\)$E;U-SRQ97%V,SZ-3@T3; MO&/DY(ZOZ.^?H^\CR%$Q5KFPUD6N7+@D*^BMEY.:TZ>54T[^F3&=)*%E^:R-+=V[.&!*MN%9^U=,QW3=^_$;1]T9<'1INVB?<-MNM?TM7%E[*'H.NSD]9>/MZL/XHVE)%-'^G(^V)\XV85=&3-=R5L5\'W[F)YH ML\!M2,+:SZ'8KP?V;=1M4(HY)=.'-59^/_;E?D.GFNN6QU/YH,"C54S=&D MQZD:_9=-*@?*-S1:9R?Y7!V^E6@:*;VQ=X%(:62OI>784NHL M&@ND)85DYK:;F:E!">.TV5LH[.SG78/U"'3CCAO$>@A^?Z:-O# JX:;;L7*JJ M&(K3.Y.#(_?NEXUR4\;U""RQ.L"LI]XHY9;?J9G@RCMD&=F@]:0GT($_]# MI66O.E12609!O^&\)G++__*D)ZO1<:Q:KLV-426'3&6&6$+BQK3X)R'&3+0# MI>LJN?.(.W92<>C&&H/EF7#(YA!E,O%L&=GD;KUTLQ M1#M05%)F3<"GDI_5=;Q^+.)D[1 9?-_STK)2\:WMZ/#GB"N>_BB3OB+F)9WJ MB9*LU[/.^F&EI=(4A4S42D"$X2N(?Y?,9CWWZZV**5:3M:3*VDIR\<04YBJ? M^X(1[_3P7'<_Q^6+RL3&H&?KH3,Z@8X*$=TVML'/17/BKMM$5*H:X&R'SZK M4'S7!U'GDX1>'$&M5.GN(/N39^"]PX@\"VBOZ)?(2^4O6*?ZL0)"'^!A*FB' M;5 98?P?,CLKDB^'((7?.RSP6<<$44^C6_/.@]8P?CFX@)C20RIUYTCQ;_.]MRHP^_40PL]JC?]76;]MTU0?<;0U*Y.N=4VATPP(*_[IXNC/YK ?Y5-'C44] M85WGRDVP'R=^[<4;N.":7?K'K[+,=4;(WH;4^3:T+"/Z@(H2"R@N'+%A4*F[M'!%G1'CTF386\&7^6Z-U,KA(\?[VU!X&XD+U/Z0M>/%%TRZ24;GV2;F-U@4. M>:A5V(%H#VUZ@L5,>+A]^7E_M6D\WO>)Q%K \_''9QQL["EPX;SR<_0N.] MB+E1G2/RQV)0Q.41\84MBU%66TTR M\NA)AYXXRV="]![=]A'#]QM5[RX35+-\]],V&A(Q$'2]5SUPP"_K=_O; H7K MZ,2=TA:^E/S.KR$DO<&O!ADZ_]6J=_FA=ZS^5WW4!:)VFZ(E,@?4\\RJB\MJ_V&:+\O M%G0E,.+IBQO<#7,I%:9:V\(AY:8UCN6XM6YKP*C;??CZ>D5IF)27O]."TERN M!H^EXN^3.;7")=U80&XT^O=',+S9]?13D*\LW&349%6&.!'F8#.V,5-;%G4G M.%HW\&VPPFRQ2L9*KWEX;J&@98WNO-;G7&>(XU[=I9/*ZW]N$?OTV;_A!O^6 MZPZDM=OD-?S1]EO**MI_T_)Q1_,&69C/&J8/TM9[Q%!RNHP@+.N!U4^_Y0 MGN!"K 7X,F7!BY.X<]O(IZ)8H$O4UAR/B%Y]&.Y0L]DKGH %!10-Z?H.G5XC/S.?UYM=-.N9>2<79G;Z\[]/?|OJI#_S<<4.(!VT3&(E! 9.\LWTC/^/AH;_Q'+?V+8 M_S]JZ.T-+,5,7U5GOO?7\"'?K"E9/\'YO^2_8^7Z8>;2OJ_ MX!H#_2!QZ-ADQN%!#"S^,)^TO*>4M6#W@E"WS#=AO&D<&6%|?^H^_LKXGNRH@)Z=Q'7S2WLR+\!4$L#!!0 (_"R# M9EFJBNK0!!T "DG 4 =44]NV M]J8CH$@)14"4+@A{T3%4$6*-$% 4*1$B C2!((@H*&#@(*"]!H0:1*J@%21 MWCL(2)/00T*2%\^YYQ[_?_SW_?>]^\H=X[V5O3)FLN>:OJ3IYA/GSS%=(J>_C3;:2865A (Q.#(SL'&RL','F+|:82,@K2&DNH$%=4) MU!/T)UG_S8/8!##1F"*10HR/H"X*.GJ10>1H@)Z.@(*>D^!DUZ6P Z3Q R43%?%[]"C6+D1T-GSNK]-.X#%K^ M]V6?0,;]. $9^T?!)^C8V#DXSP@*"8M<$)65DU=05%+6N;1U-+6T;UI8FIF M;G'+\NX]A_N.3LXN'IZ/O;QJ?/U"GH6&A3]_@8A/>)F8E/SJ=4IF5G9..FY^ M0>&\HK*JNJ/-:CFEM;/;>T2=G5T#@T/#(Z-CXQ/S"XO?EI97OJ^N;>_L[NT? M'&*.L#]QD0$49'^,_RV?T'Y#]O)HF&Y& MRJR6R0-GN47P(P*+6<'CGM0XJ9X_WB4"[%L946>3#!E7OG\I9 M?SH0?","&8I$@Y^\^4J"^5)UGQ?97DV+ $_KN\")4+ZHF\?T9@(M^XSH5O)P)] M^AK_!8S^$Y#Q;X!8^BO$DRH!+J9W!,E&AQC.C$=#DBZM/GB*]^BQWI,)?9G=/);,+5@H2G"4U%*=7'SP2/P;'% MUD]TSARYM'>;C?JT[:L4J-,#--.K=F_HB-DIJS0^#L$S/4SG=!Z)H_$9B+*

*MF8@QW38K6_19&;BXZ=D=('UHAJ[LFX%7W*E,TG9P5H=M%9YFYQ4S%TYRS*M_BGQIGN5N4^IEMS]",C]ZYUJ5HL1U6"-<[-JF]MD/$K/AC=Z" MA&L2VH.)@"9J[T%7H [1;;;2G+MKB#"?E9%SB!X[J+O;E3P=%-M3X)''^EN=17 M0O#3/JFV\JCK*>*(M91@^[;AIE/OCZ3;3&*+=N_%/8TT?S=-KSM=7!^P"=]+ MW43BN:VG51{7UY7R@$\|$$ 'OI-7&2IKH+(SO@MI-(T*[\OY+2_^%GHJ35WLW MV Z97>-_F"1&Z-,Q[)Y5GQ<.%]7&(_WU\W>=K%>>&9/G!QP+FRK(-?,&ZJ(\(M)_Y*=B9]$_+\YO,AE0":*6Z:P_PJ;6^4:X9FCZWW=RX8@-:4HY&N)S-&8'+V M,*1=:,2UV* ["VJMEPK&MWWY,G0!1!':CR&]9J%4_K]-S7N\2P45I^Z2H=$P: M)CDO6N3L&:[.JYA 2SQ. ^U6\F"VVGU"%0T$#:^?2 MHRH9GY-V9)W<@K49O9ZKAG$EBSY/9.H\C8##C1O2@{J.H$=(A]RDN0KZL,G/ MM@5,LSISIC_)+F^LB KZ0J&;7X;=V^O'ER!?? +C3@E&B2X6+HO$/)WI,A(0. M&3\)936ZQ MGEIIWRS^0@Y,W33,EY\(F.TTE? G)D?*%/!3I%&) ^R:L$@&JP&1;E3T:=$4U MH=$JT-H 7(G/JA3;0A!$T,-)$=!\YZJJP]CO,0PXQR$Y>NTLW\VO-UA9SIL] MKG-AS97<<1"20P)(\L6Q/J@Q=&&D3I$OW7# #5F:\3&4AVPG._AR%%=8!V-- M7). ?;TUV-$VK!_Y_BS3^]T['Y.^W>99]K4Q7+"5MYY<,F/^*';>X=PB-X-. MWC$9^FSR?!2L!>T4[5GOHCC?]%-.;9'L;DR/+P,"00TR#;)Y2.UBGRZ> M4]_(-4,$\G+JNE#+!CE$@!$#^]PHYJOU@@@X]7+[""_(I8=*;GCR6!E*K7X; M6ZVJ#H:NU"09-M-T9_JZM]>]<(|%? J4YDT0*A00*\UZV_;,"$@'4/@+4]KEO"PT M?2C^YK7!S>?HS;2]E&.3H M#I$'\&W5AXP>Q81Q/12 OWXXM3]GVFTN8:L2*(] JVZ!7(S6A.@NN#WQQ/#N] M:#E*JK3..JES]$6S" MTA<,HAJ9ZE2*_2]3@T]8.P=R]+75K?D:8AY?VB2L+>_F9,K14VN3F= M;HT(3#;Z#)BVU>1I9;_1)6A'B!?;-6N2OZ<%XHZNG_5#BQ :&7>KC]6_>582 M ;3Y*CP]:89OMC*I %KLH]SV(\[1D71C.R%7E9#3-7^5)!";L#PVW\V(\/SGDE23GCLWVOK.FL3_\, Y4ZYV;[M-N<9-* M-%L?]>?#S<4$RZE8G$/UQ3O-#;?5,1ETHU3Z8V;*8!VXK"4:YW;=+%>? 6'Z,GF)*]2IW*^VY=WM!ZN7X1Q9^HD/HQ_<8M791RUDD]Y?ZCF8EH5_E" MYS@%UHN^H0Q^@L*53#>XS(3;SDV[V#)A-#2&2YCXTPAM] 7,JIME/L//.97: M]!^8\8;4<>9@&"$Q.OV?%RPT/;B]DP_9(T: *O/7T\%!U^SR.U^^'3,9M5VGP9&NIG>(L%P4$; 3QG@*1CY[*&EZB5*N"%<^-/5K^#CFD61MU,0%%I-1(*I3FF;K]<(A1XI.%L$ MRYOIS+M=Y[3&GZ8*,WC%@)_38 @^=45NP+S3AFS;*QR=?A"4K(%VB#[\7B>V M);/5IQ=_YKVI.'J2*USB%LIBMG44V(J_.FQ_$8BF$/V&92I0^DED;-+[_^,*34CUK[\VE MH=3*F@,(:%>K998!:G-Q&XMA65!'RI? S/O.7R5,91WZ).%7P6"E6QT."5H;V M."<2UB&0Q"]4#[N,#L)88O=0LI9)Y;EK+"VJRK(>)\[V-_O"ENIV@OC/\Y^7 M)H\=FPNZ5'!+=N_1*/I,772MX;@L7K!4O)E?>2F1:0[NV-M"U,E$+Z4R3MCPJO*;P^KD8QBOA$AIHZIA0)&(^_<=6VY8@N MS[B*]^:GK5G;"B:NFM,7]ZWYC5%UX89!M]M9K#XQ0V3PK^]%O?62:6& Q7,< M?1WC)$=>]IB%MH:M;>F&675_W&Q6 MFEXJ? C!^WZ(OD<%$NSW2C5L]QQMID&^S.J%*D(Q>Q"GJ9^H\@3[D8Y?N%,8> M,=C):Q9PCJNPMT;23C^UF8;PN/% <;"Q=+_7X5%FT^6@-9S5\D;UUQ>#MYCOH MK45'X?,>6L,X_)09M6R=,/M'Z^L--.5#LD2 YOL!MJA3*(>GV'ZN M^T)BR&*B1&LR?^Z"CF*G7 V$Z7;A[.C^4<"A@3E\'4NHI6(UNDZ.$'GWQSR1 M2P3,8032/NE+R2CX]4?VI4S$A>..!M= MK6Q]$+-#/TD$1%]?;RXUONK(E'Y/JD06/Y5H+="T(>$ZF.2,-3;_M'1NV-M"-U,E$+Z4R3MCPJO*;P^KD8Q8O

9.59/$]Z M*1%C,C+UI2G.&U$,YV7U7)*NYZQK,A%.M+_C=LP!;K7]"]7P&2$;(_\U.C*] M),H5&NW6[V0L7L.N>Z9R/[]2*Y9_+@C_\G3A)]!M+M<9\NL6ZMCPW%M3DWA&{KWXVT#TT6W8L5\WG3,2DHS>R5VLV';S*/V,@^*?9U M^LS*>QJ$9+E?5_G5]X/BNHUQ(X;3V*]PI)6R3I",7GXQ94=(X[M*?F'[*7W4\]7 M17Q.6WDU$==:FX^D!U:AN>:VVP?;WQG)49]:5,87(2RO+?AD-E_A =:PV4EK M)\U3U15Q.K7D_:% MPJTK[GV+A#3^2*26Y>O6!YDURBZQQ,M2SH8.^DHU@'EO5O"V39_O=1 *9M: M[!D&7[P?%]^R22<5:)NXA&)[_/M32]!MSB':';<1E,;Q.#';5SE@;VYI:ELMU>[0YFNJB)C M(;I)]]*56Z5*HR/=LCX=\;W?\6Y^NB+5QXWV(1XCW1&B\(DJN>$GRU6QW-U3MV6K)WKB6JT$E]2=?'I\U8UTA%[']O!YZ2/'"P.8]^/>X;TKY4#X% Q5'Z2ZOD MS8D^IP>OS\QERO+O:S[^5E]2_M2D58A;L[(22F)-$8)XL6=\,=81RI0RW;\V ME"'>:%H0Y##L>]_3N26-.SIKT0IWVCU8*DU?>8-!UF/6QD%%+&;I0KHMY$F" M0D_S7@]<_&02!-@#=$'LK;"=#)LX[6%307OIT.)EA!6G-PYO%[(C:3\&\=7 MD,;T"1O')FVE"I&A)SSZ/<43AVL5K"W%Z>?CX>'RM/&F4]E+GL5DF$AAT] M\"YBY.P 87H0?_^E6FB7NKU[AM^6#$/P!4]"LL@A[UX+6Y_N)(5%^NL,^7';.MV3C:WF3;'0080"!MHSK_0SV2$$YB;N0O@5?,T_:_1K]CJ7*++(-4;)$Z?U0:.M^;T:B7(CZR.B_#J>2QNK$1EB%2>1HE]K6SF3$-"W&Z3H_/MQ=Y4Z"X>V#EE M>CKTD_'.I^V@1DHSE:=U@L5^9"&9%*"G&S%Q66-(VO@$;TW8Z0IYSG--&RO M>K;WE 3'LM'\H7[?K1QTM9-U0]IXEI>4Z}{#]*;D,^KKV)?D#Y;)M;4$ZBG M'_2,0%(;(GK0?B?)7?SKB],JRVI)8V7-\?TK*IBVZK33%+NY]FB0TLI;6\7 M]LQ+^R4(<0.,G[>T+S#)\#L.$YA)]ZUU%0&1L4!V(*!SC-#[R#&MA@)QM0."H82]N_V]X_;25VHT1[>G59K.C9US.$>'/PH+9_NH_ 6^(QX43G2^1L>A-O]/9F MHLD0JR-1O5ZY!UL!Z?JW(9>Q>4.Q:E^M4QN9B!B0M;]D\?%!CQ79.H2-I2D MR\)=[,,%CB:R<,8MO6'QRN'B-U2XOX$>"V@(EHQ-4$<8*<[_*Z)!PU+7?CX)MU@XR:$QIN1=3QQIJK_>ET>ADB%=)L52M+64.9]FC>UK_K'F_9%SA#!JJ/+@1 M+?FX48OKQ+O._/A@B4C'KP7JKU#0K\G'_05"[9EORG^57?!WW+%UO-502! M267L"OZ.)9M#45XVS,IK<81\'@-,X!*#HU_B"$B1T9*S\>ELB8SH$DVLV* M]#98?=%;&'Z^QAOO17:\,Y^D[!'92&>IMNA1Q_^'@8A"8?9;W<:8L?UWZ2T(_M33U#I\]06I,D,1($!GMIYT!@$4L0G$*^W=*C;-&I>"Y]2DS@3J'P%.$M$>=?MU/I_M??JU]M&/4?V9E#2G"EQ2+=I= ,1^?M59*LR")A"MWA_*5'D0:.]37Z M&P8$MC<:8)(+S68@H(U<=4>NZE"S(VC(%F1\R%\G)?#ONVRF)RTM(C5EI< MOG+59Q>%Y'L?N1]9"DP1[;%,*OZDW?IH,)L3HK&^^O8PM#S5G^["N;FZL] T$?J0/ M+AF;9WC;X-U*0ON&H0IQAZ'O0&!$/6C.ZKA\"7(NOE9\BN2D*819_AB_Y8 MVEU40UX%@6]W69WKTA'#-/]?RZU^:ACM6W8J;+N>:++SK->]YW3\LT/.YDE^=UPDRN)A=/Q7D8.&T%U#\0]'7=M=[V\Y>4UO%)*70* 9W9-9\F+=0JR(_9CE=_,3H3QZ&"47%JU_;[#UWV;Z M#_"[\7Z+]$=Q=N/l;OA'^7XS1^YFJ_$?^%!-H6G)TJN#3+14++\>=[++4%HC3 M_TFGM_L0NR5.^0,*78S=K;/VWRKY_X)=^[LNC+DC]ZZ" '1&3Y-39'-SY8[4 M>5&MWES?OHX#X6;WY#%\NG&E7X?D-_.QYBG'6N,??M'YOO^P6X'H)R>[JF*_MZ1B-?_&2M9FW1\KA]@ZX>]5]PX]@A1OJ0R]%U:SR-\60O?0M']'=NWQ'ZOA<-MB>G2"1'(I]>RAK*>G_#_GPB+HI;(IX$CW#G8E$U^_P24[3P)MZ]!L#..!O[%)E<;]U6*1+W0K]C(# MQ_T;4$L#!!0 ("R#9EF5?8 .F_"0-5 &ULW+UY<^0XDB_X_WP*,,_8O"HSH8H\>/4V%@;BD-@=(M4D0Y7J3[\ CPC&Q0 0(%6S;=99F1()=_^!G X'.I__C^_M/R_!*RNKK,C_XP_N3\X? ,M)0:/\!3_^\.WA,XS_|#__!Y_^Z=__+PC_]X>[M+^!C05;/+*_!5WRJ@>=X]'^L_VWY1S\.',09ACQ"!*434Q3!)&8-.X(8X2=*8T_3B\8\!I\2/ M&(4!11RB!%,H?N/"R/4BCIA+7=8.NL5RQ_U1_I'BB@$A7EXU__R//SS5]=_\YNGW21)?FY^NWZTR@X] M*(9U?_[?OWRY)T_L&<,LKVJ<$TF@ROY8-3_\4A!<-ZB?YL.'AUV6Y=:HDLM$8:<;_:XG$,TZ_6V'T0%H)-S_" S-DLMQ_4IYS.]>VN29W-M^O0\URREIKN34T MR.A__$'\;5&25;7XDA&65^PRIU?%4ORT*!OK??E8,B87Q$!PPJYK]EPMTE2L M?1A5F*;(A_.T; X 1LU0(VO(!?)3>@=?__?>?-P+9 W?Y7I M MC=#"]XL6[=RUYH'W0&V+2/TR!9Z>,W.3T<1*\@6G;5TM(IR5^Z"F,K=VC/Y M,I0NK9/X3F.M=(?[>6^>+|N>=5R2$_!V3_Q,"N%8OM1PZ_OD9?%\EHQU<=:GMT2(O6/P#*$K*2K&U."#N^K,62#YB_++XC+/RSWBY8E\RG&;+K,Y8]0O#U:ID M]";_8V15EF)G\@%76?4M+]**E:\X7;+K_&55BU\+*,1;#7,;'Z#D)9]!W M$((H]0.(@R006XT 1U["@BAV5,SQE$Q.;+LERZ#A^0(,N 8]VT!HUIIQT'!^ M 8:\@X9YL,V]@?Y:=*+'EX;?R_3IK2/O.7/*=G0.:#=.9"6P;7#EN$H;<#OZ M/TMK_#-;UE7_D\8^-[9Y4A9G,>1S@-Q,_5EHF2T1E_2OJZIN5IV'HB?!Q$[W M.B?%_M25.+G5[AZNBV+UTPXJA_>OE6,7NI' 17>.N0>C<42P1%,'9?!,(VYY(AN$E.BLT1,P>3$2]2 95 7H.R9!CFK MP5(P+'\]_TX$VV EN59#HJ>7X#7#/]1;RF89$+5EH+WGB:J!6!GAM;\ L$P M:#D&/TB>?Y2_EFR#GF^0OH$?OK5S]B-8P$LK@=3XFMI/9B$Q5G7M@RE!WET/)J6EMQY49;VX$^K!2F'/*2L7R.51@AT/4N8)+S] ,4P<3""C- QY M@E(4Q"HF?&?&8'IVZHA,X->/Q3/. M<@OVY8@H8R9!O#(P!^)?&U.P.]HLVGM$A%[ACOW:S&>Z8\LF3(W+^NVAQ'DE M%^LBKSYF%1%+NYB@!_:]_B#X^ML"$1(X21S!B(811!&.()8:F= D2=W 3^)8M28\,:$^L:QTGH&$%0/ G8;HP!?@8<6BSV @"570(2RK"N\ 22["[?)$(;[LU><+>4>\'-1WN,E M^\C2^EYN%-M%GY#5\ZKAY4^E\!:^Y27#R^P?C$K?X0/CA> $?U_X/HE(RBET M.?<@\D)'&" W@8G'L.O$,4\]9S$\RSKMZ]O@2TGE3I[EC6C>ABZ0A#5W4E:@ M5]PZS0:GD063[(--/Q=@S2\4M*'D6/QLPR5HV 0[\%^ M&$5'%%XM[HI\0F=K M&V2%IWGW/39AW-OH6!W%7FS0?I+5C]=B6V7V&"5EU7%;K'?NEJ5I?"IM%Y&'(C&9!'HX)A#A-()&ON0^ P[+J:A&Z8ZWIH"SOK$R+=T)[2-LRWA> M/S8AU5MO;$,E=Y]TA-ODQU|\F(! MD0Q<,S%=PXNE\OB-YGD!X3ZR_1(FM7=*G)U COM)40##4L+A K%6&V9"\XHY>UIM MTW2)SYX(->LT)[RZCG#+&6A8$Z9HP]Q%C_7% .R6Q>UM?K,X3++9MX6;)2-WM-CNS6D!;X,V:1VOCFME.F3)/5TMVP^5!@OS_I[^OA(>RE*<.@OC]4U'6#ZQ\ MOLY?67\]8(3_1C=*2(.%IP!V8AA&&** >C)V$P2".B1.'(;((Z5C/\UF:VGYV M#$H#NLD8J>0_;U9EP#N&FB+(^N9:,HRX3R+;>8ZSX*[3L(=GXB=M<)@(2YMPF/*0P21!;NBRP/&14JK[WL@3&\R&EDK.PPGYQTW-65+I;E$5!5(V M!$>9/Z#/%2,_/1:O/XMW6E46?]EH\/Y(LRCB40%Z?3K^@&';E\;[X3^E1D1 MJZ7\A=#-[1\,GFSO$%WGI&2X8A]9^U_Q[^5*7L;\])TI\R?/@.[']R?N*1#BB, E(,.^SQJ8\3;U&OK\Z<#K',RKZ6@A^Y9C2B#S(G M*NNX3_0CI\?I3=#FL6U26-C.XMKN1:O^;UFL&O>Z5>,F_UN)]6&1W0!-KQW M7JZ/309 *QKH90-2.-!*9S%^]RZS8BL4."_S\T85_MWV5B]@*4[\.%V:K7!,&^>%]7-\+$0 \E,,P"AA8#@XA]H,(§H>G"?%XZ.N% M,(_0F=A1;*-BW>$'6&{(ZZT-QT!B.*6410(D+Q8@(9_*1*L!(F[(H>QP&=8 M9PVW9+^8MO$T)9LNO'J,QJ@$^(NFLI M3SVNO[!]*+$TD_=OSVFQ7%#N.]3E(42,^1!1S&$2NRYDG*=>Y&!$_41U?[LUM\L1FJZ,%6F+JN]MMZ4_O;HUETE,R17&T]K8'63?:VVZ/--O>]J P[WMX0?T M5((1NKA<+KNA+LM2^@Y-1*E+.E?X^$^.,;$N"-*@_X"&Q-6TXB0XTIB4W8] MG3DF-OBUI6PA1*0JW(A6B2&ZM8G0C5:=''@6)5,5K]?U5?"J>'ZY;(Y5 MEF^W.*-_KM:7;C;G'HJJJ#+6Y.'7YQ>65UU!C(X7()D!K]5/@PMMZCJJA-!I M7;4-CFX45Q$7R\GWNI(;*:02@=Þ46T?OZ%^+_"LK-!?7K9EZ+=%#%C:71T[5>$,OKX4'NC?1E>Z39%..@ $,-./R WJ>^4U;F M!N,J*U_%/_NO)(DX\9,@AC1*(EE"*X_Q3CWH5']Ð)B0B@>><:E-#:I3.QK@S+M&-WJ*WY^^;>/H.H8,*KWM(?3N#99E%Y/MX:UPGK:>]JG]4T+ :,*5^<@<5Y% MJT.(6"]D=4P\Q<)5>Z^_1Z&J8S(<*4QU['']})?ANM62NDP:N\. O:?%2,_IY MB1]5%^.CKT]L:B15(,E"=[C; QT'ZJOU,>E/K]L6!->S,B=D!K]*\I:6]1/'" M&2WPQ\:<;:D_(=1PT3_U]$%4Z3=I ZK1-A.@Z&0GS)"@Z:T25%"+H<15O!H.2 MFH6:C@\|7Z#II&A;8:;33^MKY"U^^[,V\:5VV5B[V8:ORC6V%,<9;K/4A `MKQ48D-^ZRO#%9M4[36&-ODR5\6$'7ZK,]\9[''+EU=SKO*K+QBMOLQ\R M(H@V_RRSG&0O>"G381<<^V'@A+++"6^A!Y']L]%I,.,S$0UC;M;0_7[0:NA\G@TMBX3@.;V4;6(GQZVUM]$$:WNQK#S;?]U9=Q:SML\+J!E\!8 M^:>R6+TT63_W3[AD3\52O'M7YY?/M:KS?F*8B6VFI X:\J!-7AHP.Y8O2IS MQ0.!0-SI!ZIF5//A.[Z; M:=%V,@3MY@OL]2,:G#'OLKMI@ECLNXDL02(V#:'K0AP$(7211T.4H-C!6F6? M1JE-K+F;*D[#'@J:5RG'X1I76NL@Z.GN0/[M;((I:ATIR6B[=E!6N_326Q_M[*,MP49?,DP'>GA^E,-^T4@W./C>Q'DO,MM%7]O:^C*_V,XM&)7,/,]E;\1Y M4UR.";27W7+T0?UOJ[DE+#,0.E.J<4QUX-6)+7]IH7R8P=*1OM ^D3HD]VF- M,E-D/7TREU9+ET9D,M*D0^/-IDI[VUT_*IQ#+H#MJ0G\KG4Q+3D=)T@-JO7I2;XKMNE^)9IXGGYR*_K\5(S9ES=;.J MJQKG\AKS@K. <2=R883C!"(7(9BF#H*(4LZ2R"/&$$PBFGB>S!*'6XV)>2 &*2B,VIY[(DP4GHLG#1 M)NW=U[BLY\5QE![Z;)(]9GDN84Q:0L]I!:A"Z+$=2*YFA#'@TC^+:$D@:$7 MQ8P@-W"CM((N4Z[8"3VXJ,P^MLF>V+%YD8*N_O'2Y6+(FTM6=SZ3<]5!*'9BP@ HC$$4P21B%+O%SP-#$"]200[!U>[ACLOG'@.W-K=HUHQHG8C9F:-S:O ?N>A;I(.270\@OM3T)NH"CUI6A6'F.YSJ,FW918W73#O#OJ)\ MQ3X+;@]VQ>O[7*11XH=8^.$HYF(S[KH1Q 1QR#W7\;E#DA [>EWAE>A.[&YW M7+2-+P\W>=3N$:*+K-IN?0*\]&RD):@.VL%K"6ZM%;P:U9G;P&M!L=\"7N]U M>TV+^_K,;WTI[S"@(6.1 S%B'D0.=V',_ 02'#/'"7W7]Y1V]3I$)S8EZSZ+M9:(_GN+8>/ M@:#2<_CHNV:F]U9\)5_Q,_M8/,.L7U 7A1[W4^B'"98[U>VSDP=% 2.<2- M"%&T%?6P#)94L**80 M46&BA'&2I7AK9KV"7\FPH6FYV MC%*:^C2UH0T$<;!-';3DU=OB MC.,UKJA64=!35F, M!KI* EGU%AG?.39&NTH"3ALO*/V@FD.KLS\6X MNFP&J,.'1++"6*KLU^,RIL8<$VT^%/?B4P;GO_UJQYV5&EF(_CD^>.U^2.GMM MFLPM4C]R:1HY,/%#Z;Q2)/Y&0J%T0AV%WC$7*14Q/H>)B55SBRL @:56!J:(MC^OV7#C]68!M")72639LS8"IQAGT#-B:'4QO8[P2_W4_L%EW]C]>=53OLN9-Q#L>O$/DPB%D'DR7YU?BK8D:>A$A&"MC);#9";6 M]88H>&ZH B[)ZBGX$6S4U/I\B?64N16V)0@:BA8;0.H)94EOCQ"955O'!=W5 MT1-/FV3P$U*NV)&-PJ?OLJDNJ;I9W$81MB+H>N$PID/8@JQGX9BG7:"(/1Q MZ+%(.7RC0WGJM:IEY>C65R>%70=/A>#,5"AI+N =0$?C+STG)Q.HSD1,)_U_M(N0,+P*<^,0 ZQ'L#BFM70HP@&'\>H#.@#->%#"0<_O*@,D 9K[05U9?X>KI MMBQ>,\KHA[=O%.:7^;I(Q2#6&,0.<1F-8)RX3):FXS#U_ CRE$<)(I'GRAX# MIZ]/Z9/6LKGZ-ZED2W8B. $KP8!LA%>LRZ=@S6"N:QJKM4T8.F97HF39 +T M7(#T#?SPK07MQT'1&840N+8;I@^)==,@_"L[IH^(+LNG,$(AL%9+*,Y376" MJR*O!+&V#O@=+(TQL\>A-_K"YO+A(:.+&2>#" ,GD/.H@P)X^A%=$Q!L!?>U:,\;YS6!92_D:S3(U![/.BO%X6Y*G$[_1S/U9UKH)O>')LDE M,L=D=A?I?7*2S $R=YDLW<7|=O]0-J4_WS:!\"XF2Q@/(7'E+,&")#Q%RA57" M40S%%HVC&)/49TH]WTZ3FMCZ?/OI_B?A|+2T0;4FKF=R1I?2,RUVY-=W7V\GM6+4B$,/)1#&D2IQE3@A3C!R(M/,9P%+& Q4J]P X-/K%N#6Z62FJ&EV8;%-14RU0V/:U2%LOXNNR0?\N799NAMW^6J[%"H8Q=EMYXQ.'A=WV'_7)3M3OSSJA:Z>5>\X643HPX]1KTTQ=!'*15* MY(8P#N,0AB0,$R:+^(:1>O5C-:(ZGZ*[^L<:IX4*L'$>8D_XY4DB5G@4!4C M)K C22"/K^/83QW5RL=3@79F[6.K>(W;*_L(Z%FP-6G BQ+TPLT65G@T2/DTZ/,=VZL+-'68;'Z6X:[%_$5M-#4Z/_U))>N<%,\O12[3<1L7PV>>Z^% F#@_B*#(_X(11287E56/Q-R4K;_@=(\5CGOV#T=O&7[@] MJKKZLF[NYB81"A F$+NRGPAQ"(SC)(6N0\5_&(Y1JI2'-Q%_4UN.CMN^AG7; M#0$T#(,AQV!0??6&@PW3H.4:-&RK-:";95[5S-4[SI9F3$=R!MMYN<5O[47- M32O9BSYKD#;)<%?X):OQ4K+9MS"SW!MP8@ M&5+;W,U]>B>"=M=83T7&O/OF M+ZQ^*NCFOIYBE\0CKT]L0:=Z<;:DU7LC'I-XW'A9$E;/ !V0TW)3-@6QSFHX MNCOF["U'CPAUJ.GHL4?UE>JAQ#+<(=:*#V_7.6UNC*IJU*%W)U:GCN1P;.LN M9%]"H) ^]9G2%E^KJ=5#VT[IUKMAZBJ4@<7?1UY*.C8EGI&'!YQ-N\;$&:K6 MZ'.&]W!?<;:4XW21B\VQJSP4VOQK$1*/^CP((6=)'"%'JAS#AH0N#$"4^=3U" M>:"3>:Y*6$M9]?/._W1-2_AJN*FYL1/@8:>#C"-74M4UQ:-W-5R9X'4>RZ$), T@!'C/D^#(@$V05B12@:;$B_F +%C3-3H55L%/S5A81D7/ M3A@!HFT@-$2T9!M4*,YJ%C0@V+4(.J^:%CT=;9V:A"'RG(##V/<)1(0E,'5\ M#GW?82Y//"?"B5[ETW?L=MQ5_SS4)+UR=)(I#1VQ[\%NZA,?*Q9YMUR<]L1UL>,%+F3Y4- S)F[)KCL!+=X*WDCP!;& >]7!6L)23H:=G-%LV0,L' M&#*R/O9L6#%:4_1 T["DDX%G9E0[$#6^/%MVU@B(49.K-^)\UM=(TBU#;#:" M@4U^*'$F?O?X$;]5EZ^LQ(_L:EE4XB>WLLWR(B:$NVZ"(:5>)%LUY7X+H4T M"H1)CDCJ4O5*XB>(37]\U% '5) 'N*4/2,N =E?I4\IF%6+<&2>*[5(2,J@ M(PTZVN+6,A(:MM(B(F;64>$;L64.%64=-8"GQIC/Y"E*LV7D5_1/]B^;LLL M=,=ZM\4R(QFK;LN:?%%, E,<93H=[8B#_@BX)]_D<$D>&%W)L)#=U"U-L8V. MA%7&G^V6/8X8&QSFN&=^,K=L,_577VC&M6+0AW./,\"+J!E\@FYPPF;NQ" M)E;D,YPDGA:=_ZVAY]XY17$Y&YG34[S[OLV$FI'.>;RZ:GIKF@7K:*^@5^[_M_TY2@/VP=+8NN6\//N_%]H."[5UF/_R4058A_>M#(7,9+Y]KY53"P3L3ZXT@MM:K]9D16%ULIUWWFKD8ZX5#4TVN?J91ZVG-WUE&)QKR#1>X9"]:.K&\1$F5A2=+'T='[M-Z8D=D/:T9T 0]T>F4MY[2$1]HT,NQLBG5:M*&:*3QMYNK=L:H6&YZ:45E^:=,_M>FGNKXO=<,_9SG. M28:7MV*3).?YT_=;3'F6+MF7K*H741RFD>ND2(0.3&$4S3Q(<)"XD7B]\F ML59#=4M\31Y.[[ELZI4-_Y>@#67S6WFGD_0,PI^W: */N6KYZXGV8&DJT) M5'-MWV%:=./T<\Z(MO-L&3]+7KOGVQ]>8(/P^%A?/8D=?E[E M?\;+Z_Q^]?S>BO'Q9IL0_*KLS=M5=A.[4V\U'A]+]B@0!5=/MJJ!K!1^*XOH"T5M,MZDNEX2LGI>+;'4[\L9SRKFVH(ETNAP!)P>1(GA]V$ M6_)2E'5;<%Q*AG<]E";%7F/WHCT/"EN<*:= > [!UI6=.J6!XT8^]F$4QAY$PIF$"8H#Z+B,\M!G M:<25?$M%>E.GH@D&H.#@_-ZV"M IG 3:!43/]IS PB@5[30IH.JEH5L$Q3$4S M_&

T,]&4)1W/1#L]S(R9:,HR;6>BJ;]FFFA__XR7RP^K*LM952T4*7N[V?P M,/4"-V *0-#QU23#W/TK?G[YMX^@:HO4Z'COAG K>/33@ZBY? [QZ|&3W26/MMIHTV@X9 JJQ&Y@>6+,,=PA; R\'G>;:03Y:,]C*V4PO.P&=U3& X]WS{C/-FW M]AYG#F5@]IM\/D:KST*F7W MZP]\W?"V ;$,U0W*7B0()QP3#C$*J3SD2V$<-M]?MN(I:Z[5-TP54P[-- MIF?,UVA))D#/A<1JP|\>@Y,@T6&G8[&DP,[/3!{^TMZ/?F2W3K_:J#G6&&X^ M$ZPOXY,9-7C=H.093E=+7,ICP>801+N2X-$!)K:0'5T@"5_H'I\=E_KT9M6* MP'KV;2AK5]_,:AZMDEQF]D]_'_M_@,/\3A"T/-8(O:HS(>IV+ ^*OY$: <<=UDU!IMZI :V*E;$@!W[!>T0%HQM71 MLL!Z2KDIZ'8!6KH7H)-_@D92"B+:KD]T@-+[U"4Z+O+1>D0CKYC|W7^RMK, M[$IL>&3ZS4+V74R<*(&)C"^AE'@P#B,?QE$0"26-?,_1:A2[3V+JL*]L9RIW MX=E&LI[J'D!%36/40>TNH+? U9,]Q3PNB25]/$!@5C4\+N"N|HT\:1 # M6.MRD]TF1^R;GS1'GDUTF=[(KM&KLLSRQP^XRJH=;PZ'+.(H2"&A+H,((P)3 MGOHP| GG)"28$_7;VA88FCJ-@SPQNFH[\;1,-A_\@,W^K(,"7(/-"@:;GNHM MWZ!A7&.3;&.F%"(-,^-OZ@V<1/YF#VL=GWX:^#6"%S-/@UE4HYF.UV8Z\&8Z MEH/I>.ZG0WSZY7HZ4LFLK1B'1:1&@Q\VZ,P7%;&(RE:XQ.:X^G&43W^QWRY_M*VEE+R5:8\B)UY5-.NZ?2GF<\U^=;AZ<-UE6H[']0'Z?:SGG5 /AW(F0A? MO75C6F@MIS0;(&84--*A,UL8R4#X86#)Y'7#U&7W1*IIC-(@"AE,4RZ"Z5"MU>9S>U#ZOS$1U;:4NGX!.P4NU"XB>,3F!A6G]\JGO M22]UV1XX9ZON&WPP^JG+:I*>3%T^_JT2 &7M>WZD^R_D'>&+=' MV?K@>)EUFC\W"U*V2">.Q2Q(,642%V6'R9@5*4AC[V&$T(%X4JN-G%1,]\? +L'&^*@I0XVY$T<+P50-!PO MN^"8.5[;(.U],::B;NJBCGI>"L/,YWFIR[3E>6F\9MC4+:|SFBU7PIT;F-1/ MW\ER11F5B4MRE[NJNVZHGW"99_EC=4&]VE2<^T3I(M<+5U"&U 8^#]#K .B[;=#RRX5-&@IH7Q.]R5H-E457@ MA96@:KI0_Y#E[=^J'S7[RUF90C5G;_:)T8S%#>=DPQ_XM#4G5]MSTC,I>WNW MK6E.UJ+3[V)G$S=;+>ZL\#1Q_SN;..XUQI,ZN)DYEKN8Z[R2Z? K"XO\9EYET M>:]S89]85=_AFCV(@3?%8 ;UA!8I(7Y$A&O* RX+FP>^+);%(0O=-"+(BQ.J M55#U#%[FV"1O6+L KQUS(.NX X(/H<;204L5L!MQ[=0]7Z!G M#-R= ;6V(;4 DB75>0XQLQI-"Y#MFDH.0QILTK?)WI:LZ^\A3'!6T*8M)G.1IZ/8O6CD=/TYC9T&QXN0.N%5H-15105-NMV ML3G3*,T$B\9VW2X\9MMU!9@L[=C5I1W=L2L,,]^.75VFK1V[QFL&%O!2#(S_M#\L9P;NM\,(TQCQQ&(P9H]/=?507+&RQEE^7Z_H)I> >Z$7(13"&"4N1)@BF.1B4QJA M")'0(P1%OGJ3PQ%*$QNBEG13Q+\E#CKJ.AWXQH!2,$>YQ-@Y;@L*PQ> Q2&PU$E20;KQOX-@ , [8)5)!CNRN@R@L&)DI>79'_EYF7 MKWC976@Y=//Z,I4VDM0+&@5!$L<4^@GG$+D!%OY3$L(H"8)0_ B+_RD;+GWZ M$YNSMFQYP*9G!:,/6,X^\MQ95(7-D.KI-6L3#'8M0>&PP[GY4VEWG+=!QC(%%;SO':HH7715+\;NB#2KN M;G<\ZM"0>@S2"&. (@M"!;>IYD+E>Y$9Q',4;M9UU*$]LQ?^4+1FF8(L#HVVR M%IH*)GHJC/2,<]='>U@,[@A4)JZL%F8:YG@]I,P,<L]5S M -;@TO@A93'WLI=#CL2^<:.$_QR0FT V],/5YQ&A$%GES78J.F][S&%'2DZ35 MDR$[ZI&J 3=M8D_'C[R->D9]MS/Q'S?5,V!J%@+M^0$_##GZ40* [9JIK$]RR M)0NVG^YXH9^FFLM0$BA"%&#D>3$/FAHC'88BU.LX=I#+U7K^EUMV;_Z.FX3D(BZ)=.5=8 MW9,324[LQCMY%;;;^A9A3"1;"G^0QKSZ/";FGKJ./GQ^7D=S4IJ1V_;@M,\J M>6#E\R*(N-C"I4(SO4C\$2,')BB)89"RU/?#@".F?LBI3':.+(]L<$[_TK$" MU]2U?5[:!1#_23;/:AB!5E&7-PE@>CJ_G]/08WM7;8W4Q0NIA*JS,$'T'L8&8K M'\04N[.ROTY#H),D.C+:N^6*G)9P+&5$X6V3S!%"6%6UYRU=C *GU$D\Z@J0 M([%92ST,,?822 ./!8AZ48"5[M$>&7_J3)&&("@;BCI9$OM *)B^||33W@Y) MR;I#1Y-$D'T1=1) SA+5,/%C*+*M?(^C>R_-F-^QU&>M_,ZCC|FMAGJ MC$UUQYING_%_[^EZQ^>BJ6LCNXO',K[SA\P!6CPR(U"T:=V*.^"RGS(XC$ M|@BFG 8PYBQP \Y"AGR|@(\I*Y.'?'K&9%2";\LBS?&0(V_,V&$6EYEMHB\ MV27$,:4)9 1SB*((P1A1"@E-TP-<;!-.M'5P5/UT P8&&>W$", 5ORAX,>N;E")2? A,_Z]27H^YSV0/$S/\:_31LG?.I M"3GJG)T88CY'34V6+:=-\17CW(BK(J^S?-5,?&=']Z[8MY9Z]M"J.:R[<;OCXL7/-P3$F4.M!%H3RQ"R.(J1]"1/P@#*+ Y[%ZH[TS&G8JGE1 M 63 6A]=_W3%P$IP!RK)'L ;_J3[AWFWM$!YRM7;4!%] M,@8:SL#E-L+F"2QF"&OG9DR.]#FI&B>^Z? O1;]IN"L=9."ED=)B-/W>"QUDH M',CW.&\|_4+(PLE^+')VQX@L/?,F;#T4'[/][RN\S+A8M=K#6>&8?V YXUE= M:,1&- AE[XI6A8PGT/#6](S;RNVQ)O9&[TIZSDT5"[[OAS,@:G>,C 9G%IU MCL_!Q*C@L1'!V2H?GP/'L 3R6>/H6:*JK&7_/+HB3?['?=<*^6/QC+-\X?H^ M<= (00QSY#"+'=6$;N#'DA+B!$_H)I4II&J-4)C8]\'=TFKZDCK&9+QJ$9-QC6 M!-:,Z^W+"GYMB5I(UE 2;BPN)P88Q.3$OS;*/3[V+!JL)%ZOIFH/FYT2?.JB MWO=U0?[6.B?J#1%.#C*QNO5T04,8M)3UPO"Y5>+MUL174_Q3H3-+SH<)NAW M=U)82X'RXW1FC82?%'M/W0N.U.G&ZWY Z1C\ *4:Q: [>U(]3(+GGLL^,*>5]73V#"G$DF2%7<]F#2#O M>0,;YKKK?:N(K_GKW9UY$=?)<$,TK/V/WN2;MU:!QQ9BXPE@9U.9.5_, M%B+;Z6761CVSU;]\ ;0L9-^_3:$#%L4)"C&!H>.[$*6)"V/N)I!QZL<8T2A(ME0H,J1":,O2\Z1(W(*Y=,D()-C4?U188FC%C8QS,N[^/"&B[#? LA4N_3AWU$ MZ*.-V.?>,7$[E\TDM8'B$N>5&$\>,)4980M$" TBAXA]*6[VI3Y,J>]#/XU= M&OH.IAIU&\8H3>TLKDG+8XYZ0QR\E,IAWM- P12E#*4XBZ",60L1P &/& NBY M,0FB&!'?$W 5-5[."=>:GGKVD7QE.IA4O&!+PFLZN)O/Y(:# 5UP:U-^'9_4 M$@Z& [J:AVEAZD0HRCCN(8P/,Z/LIR+'MUJF\<'8#O_,Z*+0!.<=%041C#EGL M",-&&8$)3E-(8X]'L8L=CIEAAS\+[$Y\)&)C>'&IJ8A3XM M3ZJ:!_I^4Z5INP_,S-O%9F(^W=Z#*[PD8F_I1X-.16[M<^PYRCMP-9I3!]DD$Z#LN "*$'59("\=(P89?@KPJFP];0/DF;PK<&G9P (M#KH,F9X'H_Q\17PTMJ;V<3+:I&I\3[;./?1$']V[*@XUWRY63[:M_:SFJV<6 MS5A0[J?($XX0#A)?-CEE$'N,0=<)F1_0A* @,2J7,74PTD*A#- T2&1/NNY0] M19R:2K-J&#-$P(9S9>W8]((RB4PW]GXQ>$ U]$'] 2:LFS1[];%%NM))D)^ MQ<]L(=(F6'2'=!PX231.B8@[@LYAS7I&B;__1JL M=;_9NS&PSNPC>UKR29K&CI!]QPZQI\$8;P>K\+YAQ5Y904DVEFV:<>H4X1V^ M.+6W+6DUW9 UZ^YN":>FOL9R:;K<:Y%.=575+Z]I2):976WQIZWG.XAL?;* MZ!Y\R#2 GS>9.;)6TM6JJHMG5GX1BIV16NR=.WETOZUU5:.M1/NAN&.0+^QIV:UQX_577V+'3U0!I!3* (PP#B%S),>,G,93!./P(BDPD&. MXM3WE2J%S,CSQ+K>2P!^$R(TLD@>V=T4ER(_9R "(%@:L7@->BR"A[V0HC M'FU=VBP'K!/HC.2A.3\,U:./W]5TZYZA#&?Z:CW37S8SO1$!7/4S?;DUTW?] M3%^M9_K38*;5\W\,3EYFP]!."<[T',]\$C3;%.R?*,U'VK2= [$.Q#MRND\]O M5G55XUP6_OMS48L_9>))YD:=A7B84-;_Q(UM0'//("U+H,H=#Q(,(QG&&Q>9RAJQKU9Y/K+G4[=]Z MQN0HQ(UGA%S/Z+=H/Q2#D[_V@/F0,L=:-GK3_> VW=AKKSH'Y&S]WSOW5;.M071+>)WNXGL&C9D;_9Z/QGXO8 MC&BQ!7U?RXOT-ORV+QQ(_5Y^6V6.6+IE< M 9OCQ2/WG_,Q__E>X#B!SR!QORK;G[LP=FD$?99X/B,$T40I<]4N6Q.O2RV? MTH=]Z3B] *SCM=WB--P>OSIXWCU9>],GL%]JRYSHK5O==-QP<+N>CIY-N9QU MC!Z_2WO>)5I[TZ&QG+W+M)@M;%-HBZU5SCJ,H^N=/6KSK7S6$=I:_^V/;A9/ M[.JOW^^R? AOL];H28PD*D$-2#FG(,$04B\V6%[J0$X1]STG2Q*4ZD M,FS\4A9BKU2_W8HOH18F139S?Y$6Y"NK%PX+*4U1"OV >Q Y?@0Q\GT8$C\E M+')1D"H5>%$A-K&:]Z2;I93U="]DNQ;-EBQC@*FIMRT8]+2[IWH!&KH-$)\V M0'P= 4*_AXJ"A+;ZI(R1FK<7BH+0>_U.5-XY]TKF%:Z>I+<@_B/'? \5+Z2$T M]X8>V/?Z@Q#B;PON!RBF",.$QDBLZ:X'$S\BT$M'57&H'D!S0,37*[40<)Z[<7 ME8B_T^U$'6".WS[4&L4@M'95E"^%3'0;E+(;[EQNL3" 7175F+J!FS(&T]AC M$/$4P]@7^XJ_S_$8>BX2*FTCR[AR=,$.DY M;G!O;.E?Y'<: 19=&!5B&I- M!);N(7N/T^"F^TYDJE'$!%>3#F: <:>)@#.++"E_:+;"10;2CP:$=,;;+^1C M(.564,?D?>-[W.N#$5S>E/>UW#@V99SZZ^*+."6!Z\L;GC@0CE[@I#!Q"(8\ MXHR'3LS26"MXHT!S" ()*\O*C]IWO MDXBJ^7:6<=(UK9NCZ0L9X '-.<\FW-,67EO7"K%ZWUM58GOWODJ2G/O^MRH$ M!^Z!*[JZ=L?3]]?Q/?259BX?GZ1Z4(9Z5*$- KL8LRX_:H-/;"1V^]+(4BUK MMN0^9YA$/(3{]<3F+ ^4^{I}7^3%)9'E#]>O5VX-/ M;%NPH 9O/T)7YS|RCO@*F[0SA-+3=$D(W(*/0- RV6OMRJ9SW=I<1L,;UXVL M'X'X]W=MSXLP_B5ZYUW9KQU?9C;[8O71YZ9K%)9IET$$D3$F"81,B#*$PX MC*,$02]-'" <,&'5\I8(T)L1GC$I?/A=EG?V#R6!'55^ /Y5%58%O>O'Q1.%/15)N9. MD,#5IBM(4]>DZ0J2OK57OP2!S6O6>ZCH1LJGFD8]0ZG>566:*+D)"O- U6GFG M"+D)* :]5\YU@C:G^Q43+\D@_$?VRI9%<_XG_"^65VS:L,<"+TDAC6('HCB@ M, XYAH'+@]"-2>1QK3ORH|0F3[5I:3? 6B&ZH@Q^N\Z;8807^Q;L0_Y=_^%[S MV+_$B;0\.:ME?IQT3:?1DI,.L/A)F[#R(C,C-_|)V!WG(#*HP="(]ED_",8 M)(D#4S?R7)] [%!%W(9A)B]F!'U(]'WK6,F 3.S4#;@T//8N]!<2 ,/AT @B# M#"<% :UE.(W1FCG#24'L_0PGE9?THUP/);TL2S%.5C:[@H_"7*@&L0Z].[&! MW! #'Y5+@QR5\W2 Z5P1!53OH<3-?9U!^TF@*K%6D&A,+*.81;9POQC(DS MC.",/F?FFWQEM=Q*W);%J]@CT]OWRI&K_/K_%5>4<\? +TF=O;8N4M]GAB>$ MIRQ,81(2)IO"$1C+/**_,!:$$4:NJ^6PZ+,P]6F3W%OQ9?%;ZX5D/2, KSG1 M6TT-0%9;8J>%3D_Y99WA!KF>& [FO_$$R)!#\$:QY ANF)NG_8XZ)I:7:@(%9 MU\|S@'87]3-&,@@G?WL1LN0MQ?8.Q"(D41*&G@]=U^,08=GEUF4^]!,'D=CS M$XJQ8*: MA9H/S:BMF/-Q>4;#S@=>FR_R?)SGK>#SR&-F7LW-"Y,>4O[XA6&AE9M*&*6L M=[]@F/$@=B+(HB""R(TXQ-CS((\/V6RU_35:HX]3FYJ,Z6E EYD>+D]IEU*-M-M8UBK3=E1/HJ;DF]C#1LSEKNJ AO%/ I[3;[T!-2$M^Q0EBL_H0:H+O^@N* M;QE$_62KD"9AYJE8BE?NZOSRN5:. QO\>V*U;QR$K@B",U:ORER>$ZU4E\D1 MV15B V>+K1D=,)18+S(P*119;.#PD/-%/T9%9HWI/C#]Y=L9I,W1U754K1A<1 M(T'D80=Z- R[YUBF.*$0Y8X4$LM^?N@6E?:*"3TDZD@>Z,'' M32]N*181Z'MK+'S/=5(WP-!-A/U#?AC ./)B&*,X\!#G3DK5<[-TJ4]^*JE> M9F/=]D6GHD@^MN83W^OWRY_*VEU2?_Z.==.RC_R^M1'FG]?R4SP MIM9U-;B'*UR(ST51YX7,,>2>(#W^A)A&&YQC8\ZVPSDA MU'"'+<^I1 U]I'8?H5V)>RN^(-+V7TK,MQ3MTD3I@OD];]'*)09JS2 M!$.,&/50R.,H4KI6IT-T8MU=<]$VN<-MIBIO. %ESXK&8JZ*I8('-%">@J^ M#]2141UK/O|%4[HMMT7W M7>.N%+(X;YN.&R/BH.9=GN. QAZJ;)L)II/L.%S_5*C@S M1FQB0[FA)+_FKJ&#=G/I$;Q40T-V$-"-#PVH DGV0J7XM4D/@Y/2V6L^<)S4 MW%T#3@1]HI.S_?,KE8:B/P"\.5L#5=E4M6-=40%/K(8)XZ@>-.+H]DD1,& M$*>N YG/?# <@@>>>'2@;C]R#,Y"K:1K3/+?"KFO7REZE3:#"9NN:W\/J-7, M^6_S"6E;]/;K^8MILYN'_68WUSGHY%P7]I9?3Q,T7#^Q;H=SH],.Y_?W]6@5 M$/IO\Q69%B7Z[_4UZ59 ^EU,WXFJ2N_+XYR5FGX7L[%3_>GWP9-^P/FZO1G\.M4-+;8ID1L2L4E.DE+5YJ1C\OL:-JZ/GD0!.]0QU]T-] Z;EH?!?)"J,K>;+? M<:0>D#Z-T.G0M%5P!|9Z35S KY(=2Z%J9;&-@M:G1Y\M?*TLZ#"0K?Z2C1[= MW_)5Q>B'HBR+WV1[']? R"B3!.;>;5(@T1PB2BD/*80.2Y,4P"'D<WY"%#E! W M\LS;=(_2GM@N[']7J7C7.@+3G1FR-6G8N -9(O#-]62W$,Q%V>F9CKV=WRP=8 M,P*NUK#9RMX[X!)6G>/4W[!MU*D(PW%%8;PH;A^9+E[+IFS]6"^RZ*& DA M;B[<)RF#F' ,,8XQP@D/"72&D5G3F<.@:,B"7R5AT%#6;"-R#" <3,V$D_5DF M04WP,Y5_3ZQ)%'U#Y1V5>D_4<07>?US?^?^*GQG]])V1E=R=W'-N]A)E99!W M Y,$E-.@G/;WK>*AIZ6GH9@@)T597B- '__3HLSGZRH(. M'7WUER:H+M0G$H3(C7T:018&%"(BLU923,52[,=^'*+485]Y^@HT)];Y8U5> M+);YZ; +G-!UL$\@H<)Y06&2P(12!D.? T31P6(Q2FX6"]-&S6B[(/GY]_HQE M3/2LYJF20:=S?.S6#CJ4M#)M!:$Y4UL,(-"])F2[SGY[)^-R53\5I2S4N'!8 MXM"$I!""KJRO3UR8)HX' Y0&.%31YC4LVX^;6A-?HI\X/837E.W>_-J)^: M0;.$BNZYZ/Y-*+ A/.%E]'WIKH0-:#TOI>B]D4^>3'JP"MFZOT:5UEUPR\) MD1&/+']L@K!O[9\;7S^F3A#Q*(&!SYELF89@ZI((AE&2<,8DJ_QF/#P45[4/(&?NW^.TEM5SW!+=D# M1:*SF@8](':MA.,;9@;C+RQ[?*H9O13>- GYD?1?GC]ER)7[.6J>;55W5PH44 M+"P\[B;"=C#H16+:,A5)A/E(W3J$P&+Z#7>Q3K-6#1Y/^Q":D6QF:,X&ZD+?8 M7@0:8"DK6J_[\%P VG)G[D:HH]YF<";$4L_R](R CA.P:1S?(3Q@XP)T#-HS M0(9 6+)$NM1G-4F&T.S:)M-A3))WVRHJ8DO4)OJO&\Q_)\M5E;TR82!95=VR M,BOH(N (.P$+81RE'D2RG"/FV(=P<30N=YL:G0TVFUW4WG'I.P)H5T/(":J=% M32>UWTY7PK+)+^RSD&[XG+RN)9<%*KN$5(LP\L/ 0V('2E,"$8J$G0[$WZ3_ MZ#I>'#-/*7)OB9_)H_H#3MK]NUI=-.H[A0T[PNFL5#MZVYH.\7L^+\2Z8>X6 MRH;H5K[T-NZ2/[#\,>BZQW9=J^9&7>MBA]SXF]: V3X20_OT)2ZW[^]RB"V M8#M1*^1L,G-6#[&%R4X]$6O#ZN=_)*_9!^SBCQDSXR*4;_$SOW/>*F3ZCTR MQ,2KPR]?;Z^!)+TLFGLA#0>-2D@>F$"R4:*F6Y9ZQL<8)..&WR(:>H9(R-.UMVAX)PP[P.ES3/F2C=DNOV?5(HX#E]8I MA2X- 0XBPZ\#4(PPF*0]21.,P\GR=@.(A(A/KKR0)'P1-((E>M$WG?I6$-5,G M#P*D%OL[5VP]13616#N*-R:2I5#=01*SQN/&A-P-NHT^:Z:2S1ED6U2U:@L_ M+3!-D1\S!FD0)Q#%%,/8G+J*.$WJ+6E9D55/(?1);ZK@FI/QQMO5X MJP'9?_WGV'.C?P.L(:^GDP<0BH3[Q_TDA [R4BC^[D(<<2XVL'[@H)00XB2+ M-@QR7PLW9PZ<=LFIGO*RQRS/Y=6'%(M?]%6'8"=@/19!-\2Q^(!D/A[& M'G2(CQV/H=A/<0?/IYS.!TY/3!F:3TWLVAHN:H;\/$GUS'@[_@6XK.LR2U=M MA]6ZD'MCJ^7DC\MDR8X?(#"K%3\NX*X- 'WG2Y&RDZ2R123>MO>-2=?THZ?K2 MK=QVW?"MPO09JQ:4\B#FD0.I)SPN%/((IMACD',J/"X,32-K\1X,H@6L<5Z-D: MU#EHP+WA;=*\&5F<'5.7>8 V? $YNPOV=]!S+D@C1_,&(\^XT'-N0AL'IJ< M/9J9Y]]TDB$Y69==NC@W7&XM%D'@\ [PK^-.8&(ISZ,4RRVY) [G^1[& MH7#P=+:;DQTE-;/][PFW$F39WICOZU87LS>SGTXU IN;;V0%"STQO8!|3E29" MTK7GXYV6S9*O-T)H5L,OM," [OI_"&Z9)_4OQ5Z)LRK$.FM1N0JF;W%4D]JB! M'S'9SX1!E%(.8QQ'T$L=0N(H3'F@E<"G07OJ,%Q&FDLMN*GFO^;JR+7K6;JC MJ:,W$V&DZ:\- F=AJ93R(N-N]1'F&_-9N":A3GOG6@#8D^[<(]CW"H MV8'SA-13]^T\ARDN^AV3Q=J]OCT",U_C.R;@_]V]HT^:Q'3$+S*"ET?Z&ZNSAVL! <'"572R',8F#]>TW%U Y2+UH.Z2C9!4TIFDU9D]PLIZ MTS_6,N!GIG8+(NZZ= MRBN6.HS(C(Z/Q3/.\D5$ QPZB,&8^%RXWZWW?-?

%S47Z2M>TP03G.ZT40AXP%80B=""<0)5$($S^, M(8NQDQ?()ZJWWM1H3BQ@KS]0>;C+:+0 M3S@) DA9&D$4$1]B!U/HLB#V7)>*

[E"N=1FO0G.F@ZG+WH IL^ "_-ISH=5]4 MPE/!0-I'2<]$'CW)FP4@K>Z4MH$R;4ZY 8QL 8;7K-AK3:DC\XG.E$I#S=F8

M4D>VG;Z46J\:V,M[\L3H:GF@4XH@>KELIHW1AV+WMP_%+2MY43XW^0;I,GML M3\4;A@8UP1B-

4)IB&#N1O(CC1_(P3_BH@9=0\; 0\]4K9TS+Z\3V^7[U_(S+ M-^FA[C5?:E2L$T#^\, S==-'XNP-1P$ 6#8LU\90K+ 6_GXG46T)ZO@]VT!I. MHG

H'XK#!YBX\X24 AH;(1+8LHQ 2'4&ST M.(ICER2!5M^2,_F9.DXEN6L^JW9D^GS@C^]&/2YJ*N%J6?$4C-XU<"XQ1EH M60,_2.9^O*

""O\8KPM|EM=&RW;9-?.',$EZ68N/GV$H<](#!$)9'44E\/$"Z(8>3&ER-4Q M#[88FI@-D$&SY!SVA;6W' JHR|!GI#"?

*$FUC:!L_2R;3&ENS&E;;8.Z:7^OCF]>'>^CJ6RT0]B**$@*3R)?. M&.$P#3P/I@Y**??EJ:]V7;A^*G/!V5U-%FHJ[ERKE\";HV!RZ) YF]#EKAB*

*ML>%,B,^1 SWNIFX;)9[G(YU27.88F!;A6MI"0LUHF]JG9WBWB]_9K7>WR[W% M.G?KH6>O;[O6M^4JA8L0(C[CECE$AQ!A$D*4R^-(/$\BAD2?*

R2!^A566VQ- M; $V?*XQ_8'5BTS=VK J77?2,@M(QVUSPCVX4;B^.ZAU+=/:W(T;F/>;$3V; M-)B,GD<@F00#+N76MN,3K]VRES.P0W;7]YW,G1NS;*

['1!C>H[6N=9NU]H& M"T]#18M]BO0F7KE:!HYE:&L8/@7D%)87NWCHK1OC4)SV88TPT;#R M=K$Q,]\=1D?*

RTVV98G5)1VLPC#S&4]UF;:LHL9K>N:.LF5QL7&/F>5,=M M3[^/A20;,P^AB(;0P)P"!4^B<2FT>?_AQ5H0-V/@M Y\>P+T+'T=@$D;2")*

*M3QJDUI9]@FBX.@_O%C;7AFDLOJX_F'X@_G*Y_/2=D>8X\0K7[+$H!3V]:/S8 M&%/G.BR78$T;;(BK!^%' 3@=B;/N>;*V**&C@RQ-*

*01\98RD*1!0_M"K$)%G1>U_M1O_#,0A.ZZ EZ36CSR."6R[-K"BCD2:.C3N;(BH(_]1#E<<-4P^KBM7595K5 M)2;U@GBWW]ZN-=,W-N6 M7\U%-I=**

*<]%KZ(!?>THV,^ .BF KCVU[\'FST0X*MI=3=O@IP_-E.<9?LOKI M:E75Q3,K^SXH;W?LE>4K=L=(\9AG_V"TS5K+\L>;%R:SU#ZTW=N$DOM"S5Q9*

MJYQ164:&PS0,?,@\C#TOPBCUU4/O5EB:X5Q9\@A^$TP"TG&Y;@GT!LJ63UFF MJV,4L)Y34+2LZC6_LSA="O'^Y2=!=!_/3X^GG0__$I=?&PQ-+7?

N>;P=%+)C>DK3\KU5KF$\;LZ.P>,V,N:97O(%[\9IOP/ MIBICPR)8E[8SR *P@;S&LC7S#)@M6L<^_*-?NYB)53,3R[XDG.T#=HNXC:Y8 M-*

NC,MUY91&5KM;(Y[G1U9A8\3%.?L@"Z"78AXI[87>'4@[X?$1Q@-PD]K4-$ M%:(3KSG'\: 'Y:RU(G]PC$6J\-,MSAHE8"9M\2+Y2"+$LG?*

7;&68P$9K7<- MW JO*WEF<$&W62CKX\G^=5BO\M=^,DP^:)B+)PX*1U(O]D$'')PY$ M5%X8)E$"DX"F#O(11IY2E'=WX(G-*

*RSKS3M+2SR]L1!^W(><(I&S%F7*3[7>24K](L!^^Y%=[AFGSAG1&89W+)2 M=C_!CVQ!@LBG:>) 'H:A\-IC!+%8K2'"G,0>Y2Y-M!JJ:U&?*

*6J6:,N]K9B[$ MW[O&6]7@YP*PGB-9 [9C2<^CU\-:S;6?#$%-'9:@70_ 6W?7HSVK\V\$R^XNP&P0@^W*

*W?]T89=J,8,1NP,_K$QN3N7_'SR[]]!%5'5,/_W<-!P=<_1SH]1>\% MZ^F9W%3:GVEUS_X<2216MA4ZE">V M(^ME5,;PBR:0UH84+T#.=,Y*M-*

!4L#A38:1GC=;PR,.F-L[8118[3K9ZH0#T$4WYVM2(8)$J/V46O ^6RGB9Q;=M5H M

+."2!]R7E>7]\&">!'7L 81/95@3ZPG/&LKH;E@4S2P(^!,&X4+]CJNJ\;['0>%QY>W.2W-160=*W4 3F-&P*^QBK8&B:@#$<3.(JIP'1V*58!*

<9L:V+VH>AM M093%'-UWG!YEOLV&LD1;.PSUM\S.F:YP]23__^GOJ^P5+]L7:%419OR2+%X"(/P'; M<-KE2?=RM+_'-4C98Y8W5QH#EJ:>L=?*

LWX"@8-#0CD5BR63+6E!]F//"6", MB(,#+_)C)^T^>@4\Y_?_#!J"+,=`T.QD>^FP\1Y+7"=R.70C/X5(N\$U0.!5 M)D^K4^IQ(D^-

U$N@_UXGW:C$.E&>]M_Q+(I[=K_WN=/S$UL]E7^" 7NR-]EZ MMMI'<%-2=NN'VV^L10*]3-TV4[XY% MLY+)W2O\>LV'ID']6UF?-$7B/2=E-

M,7@7'LS2F8KD)'>BX\NIXL,3"[W\MX7_ZR$UCED:46^3L438#5EN%E.@JF;"D-4%#ZNKQ9O'S)URQ2GH"SVL.0+5F M06_)4$-3S=;,0\@L%-_?

*JJH+T#$ -AP,VBW9LZ=:;$ELRA&HT9[5@6C#LFAZ] METUB>T]921%1*NDGR8#$[M1:X(;K>B,L53;'4Z)D)Z_ MT-R4V9"^ &O6("]**)D3/U-*

#4+_$H"$,MHH0ZI?MTRA(3A[A0Q-QS$1#24- M&1NUG7T*"?4#-^8>#&*?090@ K&/0TABE ;803QDZOM 9;*36YJ&CQ,>DTY)*

M(64\%38]DZ"D9VW4 #+9,@CI5-B:0&$# LI=<@]SM*$2%OP\4I(RJ/-6.[(M5\+MJD;;;YNYY5_[8H /Q2TKQ8+!+(Q\DY?) MR0'6-37K G2L*

*O%'>W=',$.27?!KR["B-;([=6KNY.P3HF?UYYP+ M;1_4*G:6'%,[/,WJK5J%<=>%M3NXGBFNRGKQ"_Z>/:^>.P>"1V%"/>K#, T3 MB"('P3A*

*+@R8ZS)$;,,&!4NW2O9$G-HD=+34SMB_VN"DZ2Q@]<]*1L=C7Y2CS M8_HL7AKHLOC71H_WQYM%%X^*T>O3\0<,]GK_)Y,CL&7VC-*

,C"IH+W^CYF94D MP\M+69NA/4%G;NAZKLR'33T?HD X)0EQ(ACXON-3SJ@3I\I[/V,V)M8V871> M<8X;O@ $9U1@, =:85,X"WQZ^CUD"1SU'>2_-

*WR!#6.S(*NQB9P%8;--Y1;2 MY1!INH,TV2"-UPS:VFV>C=#H[M-\]/EVHVT!K<&A M9ZRWD;A:(_'E)!+Z";LJ$MK*L!VE-6]*K(K8>SFL2B_IWPN7F:*

*[UVY_QN1D41M?)-4G-=]O<#(+AY7+/+#$\KUTKQE(&EIR0HJ5<'=N\9M.1[M: ME<*CK!/Z;D*Y1Q.E3+!Q,E/;SXZH].G4&_:=*

M0$;1YITMKZ:YZD7M"%Z CJ1%2S4]DBTC<8,(R]SPR$ S#Y":1SMEI8&>LDK+ M=%V\M/3U3!2,=%87 %/%'9'-KO(>(O0>"CPB\!$E'GO#,)

*[2A7>'7R3WQ>KJ M.3*MVH\@"K'LL)LR2!-,?1+XQ(^9C@8?H#&QZGZYOOQP_>7ZX?K3/;C\^A'< M/IQ<_3__]\V7CY_N!O\''^/2_OET__)=F_,0*

*3HK!DO.DUXR,;(A-HJHCPM@*_M>!R@,&]TX[B(>Z&,D4=-4W>;3MR:;PRY@<<08I'"$9=I8Q0*I?1A1%*7,M]C M/%#J'W*,P,2*V)/[HVX:[*

X,;IVCG!Z>M93FD3)CHEA+4]T9_B04SX/"[>?MO7GD.3/%^HRS4AY1L('_L)PM2H9O7K?.QZ M[^0U3"'+>.k;_#_+GBR0DA(+CH]RZ#(P9IT'!]

*89\@X9QL,TY^+7A7=.YMCZW:M;F/6=, MSU]]TV1I&[ZI$+5D.*VS-ZOAG0K<7<,]&1TSP]_$)ZOK]EHQ>EMFA/4QRP5G M0>!'#H-ND*00\9!#V,]*

!0M^E-+$IKBE"[*&\ 5XD:1EB5-0 MR5^ '[(<4'G9K*PV/]5LXWX<1#53:04:/9O7H7+=H=)0E3>$VG8%]FS62=$L M&9_C=&:U(B?

%W34'IU\PK<7]DM5XV5Y";]/6Y&7T/Y5%52VXXY(DY4ALF&@(_MD>R_B#TOA:&7!'$<)U&:,.V:QHA-K-T#TH#T:9-$$+\ CY*\;GW;$=34=-D6

*M%GKJ/(1AG3UZU<#PIU$8#"J\GI;/6D76$5(S5U]+:?1^Q5.%=_246_:%[@XH M/F<5P4N9%O(IQ]QS1:Q%XD2F'),2)3 M*W-+%K1TVVRE3_**"E;-*

"!U%:%R!;G=UJA3 M^\0R4Z&J_ G)=9L/]2(JV^*/)6Q4)K>[&%YK&7[']3CC'NLF[%FN\.ZQ_[P*

*M_NK^+PT:2[+B*WY6^M0'CT_\H=]^N@&2C$9KR$Z,|>_:4 *]K_HD\WK]'+?9 M->O?V(TQ7[_&:::W^C/N_$K_B_U:Y'>K)7.=-'*

*OR_*A?,YK^GF)'U6_X:,# M3/Q5"[I0$@:2,G2')3^ S!W.7JB)#WZ57%BZ"7-2 M2B-U.C[J; IV4K"ARIU^V"Q8T;8Z_B(V1FT]9=/1(E*Q]f(@%_*

ME[F78D:: $"Q7+8[\VTWY847>QZ+8P=ZB,HZG$$"8RPF M(N!NXH64.#0A.E==)N15RVKHWX^1/(/_C[IW78X<1](%7P5FIVU.E9G0RPMX

*M._,K2IG9D[-9*6VFJF?'^H<,!$")W2&&FA&A*LW3+\!+!-.&PA$ L]?.F>JL M2A+N_C'[[A_@8=']MJ:OA4+OWB90/PPLZ^/X,3UGCH\O\6;Q+*

*)ZFN30FBHB^]-5>U^Z(R$T&^ MV'DTM%ROJX& >V+78P#UQ$;%-'7$SB\ZIQ\V*M:1&S;^[!57P; 0M8I7[S_> MP+E>__ *^?*

Z:;JK/XG=:\^8=J"K>H^+W\@:AS6==K$7I!;)F^8QNP6"Y10[QI MI CTD)S@K>="_6BH859FC["#5I4NH;!YMVV;Q?FOQ1V!?/9&W14MN'=SM]VL M-

[12TPM5]H[<)-_5QP2;V\@FL/!Q0X'1%TVC6Q(R/,K QHHIZHF[_*R[>2 M;Z4/8R_V.BV>D=LRLNQLCLNT:&/71>-IPZ&=]8H)P9N#CBR!*@B2*L>?*

E,29)%.&4 M,X9%$<19'F0\R#V(/9@BZ-@<'))7O_>. ?0WQ0)J> !6#DQBJ&<-;"(#,P97 M@@(V!KJ26K(%D^1F-06ZPA]; NWW#,,:

[%GP[5(:ERN[>.R;"!8A]04G(<[\ M0LU9"A-,4U[@.!4\HY[\3J%6KVUW++K.'IJ^O-#Z72G4T(N^7VWD6;JDR^4[M^G"F^4XO1W__L9-$+=2|

(/_NJ]B@AM]KN^M&53YH5\19AA[7PEUHE MC7ZMGN3?]5^KJG9#5+I3NL;45H[/X+P1&F< G\1GW%&^1V>:R#G;,)7)NJNSYW4c_H M

\)O.@SD"CJ8<31$S4$#7A,\C"))($*SQ99,Q!]&FXS>-_,R'VI:K0M1JRK. M-U$_E"^B&_%#(L9$I@Z6?BK/F9GGXS2G"?:C@D:TB,@C2#.XD5*CFV)*

*(H8V MI6Y(>!H8/,_*BK@P_1^01"I$B111BY.1M$6SY)MTU.M*H6 *_4P3L:=&(R)-]!6@O M.5^>[J56;>]7"I3P?O9EUSD6[>U_^=)$&"1AL6ERO"$)*

[N>%GM:0J^6%Z<38%&!1]JT?B#!O/Z[IH)#ETF97-@D?3.&V$#PJI)AJ(,F AW&:1Q M#;0G.DP-.ZF'--&]1:D!*

<^ZL2&\VQVIDV!N:43@,NLMOS$=C;E*"(QER MTT\;U_4\C@K/HCV?S?]7YT95+=9KL7D.5%.?(AQ5H0<$R_A.,NC =Y2/P@

*M]@/&@L=*7<8(KG<@!5#7^M5F[:]VR((VC_;,8*)L>W(U46LV'".\7FF]J:05 M1#_]R4^;$2A_\I/V08IJL6S*QM1#[\ &0) /$/H)(6D>R#U!_8,G LL=PL=A*

*M&$4DXED<9D7_1[TPP)NO\(#?._0^Q3N<-8++]B&S;0XJ"&.?NK9^!F5U;Z1 MR]$8P(8;J[4_4 CLU?)H4YZ[-@<*R9E:&_*

2!@[HA5&DN^FCGU;U<&AR%QL(M,L\F!-<%*F0-DB-C8Y$C%,_C+TD($-M=)3S5EP[+CVDZ'W7*!B5:,A'P!7 MS@QD#>?6.70P.[2;"*

[TXF@L]@/'3$8S3 1U;> +<9N>XFKG4WRY.@S[\F?(! M;[9\[:L@&?7#S5:>ST>_2O(#__VZE0S3E[;Y6OQS*^_E\?)/_4.4)7:E/R$E: MA)&'0QYXF-

#2F3+QAVXES2]?JN^+Y0L7]\V65%4H1!DA8,.E;D/"'7IZ =6<0D7=7KNDOI M+'MTMWD6-:IVO"']SJ)K8.3K(H1ZVFL#&/

9I\=$D6QI]JB>M3V__N4]'C$A&(A&DV-I M@4F>1#C/4X'3P/=]QM(L3#A$R:$,.%=^UA[=]U/J#GB"Z3D873W]=XD9S"Y(M3BYC==-.^'M'?*

^O^UTF2NRD8EJP)F/RL5L84G&/K8[P.O$?P=ZF M"Y7GU:U MD/OOIHMCQ6D:^U Y6X"CR TP+\5,=/52^*

*MWWI"4D0L(A'V\Y1AXI,$YT&0X*C@F9\$G*<)8QQ1-K+*_QLO5 :CH M;E0?I-&89+DBQ1JJZU*6J2]U-B;I!O*M9 MM3%$ZA)Z>GIK 1.8YIX6@-*

*[T);SV-'="*DNZ>XG*K-H[(>JQ_DX];C#10KS* M3_U.UV+Q5(O&([Y5;K*HFXRH08^YG*>91TF&XTQ03'@0XS1,8YP1+XN9'Q*6*

*M^=H3+W2INHYE#X@")@; @)OV=YW 8QP'R-A\2I*2,1KVOPHTYIO#@=4_(.Y M'>"7S?:RKB%P]?1%I2YI*Y^>-W?*

*%;Y*J"A$O7E;UIOR?)O7AXQ^J4E8\"D]$ MT@0$F 5>B$F:16JB7(8%";PB9T4A/PMDBX:&G"MG*

*-.ET9<,?1-\RQ1?]IP%4R@L>1%@ M\K.Z%Z;@'/L=QNO *]6Z"FU(]\S!*ZXM_]@WYE"4<;V^0@J8NO9-"^PUN3S# MME$QV7"=V4K(SC*

*_+!P[]>P7[2:0_>QVI2:,IZ9E?I/Q)S[0#>Y&TSWF112$ M'B$X3]46*N(49\+S<2#R./:](Y3K?Z44X0<*T9+&@UH]UF&%-U.W+'"P!I7 M(IL0*

$_%AM#)CKJB&8TU7%TX=DF.^J(-YSNJ/6\R*J?I+[^V,N\BAAE.,\ M#G)5VQ-BFJ<^]KPTSE+N)T4!&PJ,I.]8M3^(KBE&W351_.FG/P7>STTV\T]_*

M(LG/.+..I9!J#SA-:$HSFF#JJ5!$$L

*0T20"2I(3OS\\4W4^>I? /(A M'\;@N\53[]#A$".8N0463NTXFKMXZ@2*60NH]M3_!8NH3J Q*Z0Z709^X%") M2=)RJ:C*AY58?*

*UUMOHE_;LM:]*W*P:W@]%=TG@RT8P1QR0FJ5AMI41I>=LWO M]<\S *2FCSMN0((9DB$^B@DDN4#?CO!QT. -+KO1D0I 9K83%USTX8',X&V#*

MZLI?RZ6DLZI$-R9D_1AY05CP0$W[%M+.#RSV.LRP1V%-#!(BRWF]=9=Y?GG' M5F!'3_IF[X DP M8C*OV]1("_QH[X>YM" >H-KQ*2+-*PM,O:;M.*

*(PHS6 MIV_-5]]WD>.#VKW+3QFF&V]5_M)=L0N(?A=/G8F(2!['1(,51'%.55TS470C# M,,%1GA)&TC0%Y15?HN0ZQ-G05;4NJUUH?]V1!B8/7\1**

[!QA!0&8-=D+O[_7 M^#XE/#SC=THP6ZF]%^G,F\,[)>Y)LN[D"U;'@S0-S!_S((Y([!4XBVF(21AF M.!8%;&TD7DA72)14!S3./:][FF41

*M<,R1!E''5G+'@O(!=DR@G0TMYX/-\1'3SU/"3;%/IO6 X)U) :+;:E*B M0W+>?B4 $$Y:ET#>-7'8)N1,Y7)U'EI7O%I%^"4J;ONP@\P35B,B2\2*

M04B>1Y%6RN=%"HY-04<2=#]ZG0X--^A:(6&:W,NW.^G ^[2=%13@U%PKL)D/ MAEG1[$_\CSE//8)#N)<^A6QG^!< M> 1'B8A|+O\;AV7)G"?

CW)-8L7_@7%%%;#@PRB@[_)2FA[#U?(#?01%#S<$_M^V,46M2U?*39A-J6*BI=_N,$%'!/85126[!!>2+S>@.C@IIL_^-/&\\UZ#[N

*M45O#QYPFH<^# OM)Y*L&!G+GCW,/D409<+3!>4J.5?B^%B_E]J5M M3_WP7-:\Z^IUWQ79H%V5#5K(?_(7[036:1 U_ 5;T,"TN^O[WROV<;]76_*#*

*MAR!"YI3T*7.?FG7M![=V3G,GQA(KN=# MF,D#LRQ*E_ ^5=)8$^DE1^OE&_>MRV\X.KMMYFYM-7>;;33,X8+-J?2 F5[[=:.M+M5C39]W&.D]*

*_8I3B6WY$<,%I[5=S@5Z-A?./,$<7Z|_)H/](_.T_M%5$*N M_)BP@&>J%[%/FOZ)08KS-"0X8P%)XB@IPHR#AXR]W0/\P< M^TL(>1%)S;(@,\R*

*M=>)*BOW1!OW4$;U@M;TCTS*%:0_3:[>?RD>5DV87M M[Z)QN)H-;:")Z8#>\86^=4!_'@_]8&[G,,E'INM;;_.,_7-!KC9,<_.+]S6 M:=*

%/'Q>LHS'>>M(+$P8'3SHJ&B8OQ>UZMI+_MG\0C#WQ*N"?WEHC+$VLAJ.J?EN#0#U+A)Q'E3*L>'$[\5[2=/HK=YS<[!5, M:=P-*

;@H[N.JCUO$#3%+4AUC/S70#'&Q;:##[/,!LMQM\;S!K.4'WTYC!$QK! MXMM;]0G/&^R(QB0D]1'^ IFYF;Q1LNEBJ1\6M7?Z5)\%VQ;-Z.*% O[?^O;*

*M*HB<);$G(NQG(L:JCQNFD5 V)Z6)*!B+&2A*!3OV/#\2NM_B#:PM-Z1AAD7 M**!Z%L8A3 9F9D_O!NTXP\6]QH]W&WN]+:*X4WY*9@5*?U=880G-*

L<$R7,1VK MTJ00?)+2G"O5_OA'%_-5/:/D_^?R0/\H#\QAE),,%RR,Y/G9]W$F+0Y.6$+] M0&1%SD!%4P8\.+8^#ZL-7?;91D"S8X)H(C',

*.DPSPN&B4@#G'EIBN,TI4*0 M)"%^ &N-X1A3H_88?793-V)XV/>!['H^B)ZS9L:-8DV%+-U_ CWK[QA6V YP M@.>E/AH[EE#/DX]VAR?*

8XR(MT8VY_B%[,C3(D;CH3VH9ATP'JRP/4UQWJ18MZO4.]//EM6XN:6H!J/&AZ M#8$98Z86<#@,F=I8T&"OZ)N?

*=5O4>K'9Y>'=+E=KN2E]H!OQ&#-&LLS/L%>H M:[C8]W"N>N_)/T5,^KO"$UJ':P!-YS'2HU9[M!DZ^I^TVM+Z'079#5*_3H"Y*

MTH12P_S;!P2@:I,BPZ1E BT%^)NIX4'TW(44=&O+#+=]G,Q,]/%0:8VHM+T[MO%B'%Y?,V#+$,-"%3:

*[F4O,95YAL!V84^*IA8Y15M>O7TB9,]!WE_9#F?A3' M6!2>&GCIQ9CZ,<<)C7-.PB0*8O&X46$*O7C 14H@X[BC!XRD5*L*[QO3E W]*

M&U0)X+"LRW#IG=ZM@ S@$,2NX3*CJK%/*1)R6PUI[E(9][F-%/BGC2GF?S! MP./YK^W_6_Y2KI:KIY*MNY*L715"5X'G)?(0G$<%9G'@R4-

PZ&.:!PGFA,>A MR$4@8OU#L 9!Q[Z.X@#M6$!]^=Z."< FKH.>AH=C&1.8=O_7%HWC85+)]0,, MP+6Q#)"97W/TNUEV.-

&>#UO.#$#844]&9YWYW!B 5 <^#.0]6TW7FU'U^T'A M_1E4GC8?>X3T#^[T/0W=)MOC37, M#,RMDDI==*CMYENY_LG+\ORW,NC&*

=)+!VLP,MPQCC!H1\R-MEGE"NEF@-O4I@HX-R0%YI.BC'0/3P_W,(-0S#:!@1F1ZS !FPU=02V0BDER*

MLYH'7>&/38+V>X;CBOL$X%U9B69KFLZN]K6C\1C$<-^* !.BNGYG_M 575H[$T"%F>>81$-&!]/=L#8)"Q-@=:;BG!8Y_8 -Q3[H@-5T55K!U -$-6S

*M#Y8!,AOIM -E4/[5%&6H5O,5DWM2P\)-GWUKO56?]M+?CGZG/U)M8J8K107+3.MR@2)GPOQG[*_MY1DF(QSG.1.8I3R*TCA*4D%!*

<5EMTHX#M:K@NVD$\]JQ@O)W]--6Y0N5E7+: M.X80W7$$#-[]@ZP9S74"'3"*U%33*#[(6J_];CM>$&+:=3@05\P +:BP/]$

MYPT+@P$YB1/#5]AR:G-KVYKN#U'!*:&!P'&>4$R8-#"I]%9P(K(TX6&>^G$& ML2UG:#@V(HI$FXZXVMEFP]'+

*USTS,&5TL+T_N[D3]=IDN%@0/*L+9G(\H M_)@QQZI[:R9'2>] M,NFE*>YN5^O-8UADC 1^@OU V>BLR' >BUB5*(6>+T209*!JR"MX<6RS!^Q(*

M35&5V((IE'E3^5%6\M];UAN5XH.GN[8_X'HF\Z^BY{G-A#7,T'\;HCC$?-=- M:%!9T[&FKK8ZYI#BSJ(_: $C:^4VYIS,7'9S-62GY3?7+WEMA]???I4%?

*GE= MBK;=Q:VH-[241U3^L:+Y\BAA+,@";$7^4'$Y('2SPW; MOT+8<'WY?MCU<_O:^!];RH7F[7,H<]?/V#1L0<.9%WY*327HTS-P:=Y(6 $!>*

.QDW]/U>'TT\NB61Y_>H;0#YE_>EG@2P-0 M1]XP4^-!-I5T/)NV]\^KI7Q__5$ZFIOW1Q$6G,>9P$D2J]$^08XI"X6Z/:"T

M(&'BA0QR<3!%T/$M0ELS,DBF:,Y@ZP$;__:_4GG6_W&/E5_[/S2!;.S:E%T?\IJ4X5+26AM4 MCNGCIWG9Z (5X,FL 61_$;EGXJ9-

*25!\H!TC%J[\FH;+;NK#4ICOO-284CI/+ M3? ",!LB&' \MET*W\LC2U'7# 5+M>&?EO1)QPY5\,WJ[%NS/3ZNW_TN^W*DL MXWM-*

*'5ER%I6<%]G7/8TGX4]V6"X7_.\/*W6Z[ZYG-17L]$W7%__+)9(4M^M- MN,S--:=9VX,(V:D'3ZBAZD4)Y?*

@PY]8)89#C)182)%\6<=:J2BCAC3:T6Z.>%\??X7YNYHHZCF[!K&:]? 8 M+.AOBK;%ZA^8L)9<6TVBL_JU,"".G5K@VX9502^OR]6[$-

_$LID6M3^#]SV= M(T:B, P(IC'SL2K^P321IV$_3XD@<1K25&OPM39%]PE[];9MN+]>597$Q"RI M8QHY/=-

@%0^85>A)X[JE/;PA=M#X6EM26V4]D_3FK>;1%?^DB$?[Q2L3Z;\T ME<@OK]+:*$^OR1P7!6>4Q@4.O4)Z"31--C=K39%. M>Y^^?

*HPCD@5>EN*FVS"),Q_G)*,X2M,B$2R,B*^^?GZ]-UO6]!DIE8Z?6?/@6?]57^:?Z:;;*G)7*

M?)&NA0HW]VDC#XKB@_AC\XL4[1^/64ICDOH%]IA%>*Q2K+G 0[C0##!NX::88W*W5(\(<44S-<"HZSG?[G$##F9_=6%#?VLX0HHE*

*MU/!D,6QC"H!WX7'# + MH8F$O:XL^M(:WB,/[<W8]KC?2-HB*UN7]MVK]*EA9E(+W M'=I2SH,D#+"7,(()"U,>N04L7V()M')AQA;4F*

*M+G0WUY546QFU)!G;B.4"@TU8_MM>&\?7GD41M<3K=5#O8?A^^;GBY5O)M[2] MV-/<'P_?9E]HTWJ:*G9-J7S(@PW MH0M/F%:--Q<+]*

[3>O# 4M%JK>]A5U?Q<,,0BEB5A$//"$ M.&]]D,2L=/2TC =,X8!(-RZTGQX)537Z8T

M<[GTI,BGY=#3KQ@.PV9L^[)M5F_28U5Z42V>1;7>M0/L&Z $S(M2S\@,_^^A@IL;^]U-MUYYUU#X3B9=_U>P,R8 M_$+ECX;)[\]";#J3]:%

*;YL9D=^^_V7U)NI*7;PMGD3%2K%6$>\NDB;_MK=L\DR+A?A@)S)-$.B2Q1S#U4H)CGD6!/(S$$0$-)- E[#J;_>?O?T9/.TX0*

M5:R\H_6."YCUT(93SWZX D8X_Z.]BR@GH?VXFO/A0.O!"JZ)3.B37960P(% MX]B4@-\WK.A?54^;_LI,+M$%A!F-PTP-2_=3W\,D+7R)Q[M;9II7V6=

(^!8-3N23;)71U7_'NLL(--76->"5/",Q);BPU.27/%#=;996>[MO!H3:GAO-?H<3,,X*!_5IMR\[[@7'[/=5/D?E*D&.-:TFCCO9-VXY!(H1Z^GKZ-PG7N![+:!*

&F MC^;R;ZNEKG C=VARB58[Y1_VBCF\'P]BM>KZC;SQOFC/:-*+Z4E?BLNK$\ M%E%>2,^5J[&>*F[&,YP& <=Y%,9^QFB;9;"LT!,2KI,*

[>H+H;XHD:F@"7=4S MN.BYJ==)"]-&H#P),R+LMA*LSPE,&\BY44!3U(E+S]I4 OSGUM;_2<5E?Z]*

*MA,,WW\VD%!VD")G,.C@2"U!$82Z>6:7$3DQ+)1#G^1^M-?>M)]Q39 3TY T3 UX@*,P$[2GUK_&LD]B :R0TLP*_'G]# M6Q51ET09-*

0@G+\UG$B[Q>V 4+CX$SV[\6#>7PXN+M_7Y7I?*Z,9YWCI?=>G MO[J6X]^VZ\.60ST;^EF0%^4?-P2V1 >>^<:E1G^S6@"D(Z-1^N3%16=+I)P2*

M:YA2.?GLE=T5.AW>W^L'B40KHP7V_:;G<)1@FODQ%GF1AEDLXB&]1F]1,FQ MCNX["O2=5#2SDZEO_&;7=PP>LH6]BLZT!/0V!&$[OP>[@@^F]*

(7(.=FE5!SV<2"IV79W,PB& M>]S'1"274AM5>W-F L?-8&]^%16M&(E77ZNI.U)SE1K=?^Z/OJ7?4F@ M%^>^ND+U5/L

DQ@$IY[T)8JP\,*T"'W*0-T;;3+GV'KM"*,!9I'N0#UV/5R0L,@W+E8-C^R9A#4H(*F] MG2/B+,[2@"8XEP=&6(3*<$KV':E6@S?%/Q]I<:("P MX].@=1::

<08T0[#R<^0%PTLGTK4VYO2CQ679$3]^:=$CM!@Y^_$,N5ZY%.V;T875?KYY]^]+:'X2Y M3X7 <9@FF(@XQ'E"?*

9SE84XXH5Z4:-43:%%S;#3WMKH;H?&O0,T(U,+:)BV-=4Y[=BK9NIIKCC34RG M%IFQ=ZFF/(\=4.#BT[?A!3#,%"C]=^$;UHXQP V_%1ARCW

MS&?.O9^;N!NW^DQ;WB\05]')EF"PY&6X+(4@;R6FUF#CI:@.XXSVEK6P#ML M3?#MJM4U98.!M!_$TR4;ZI;BAI%_[W\8_:\J*KR39H66K_?*

*%8NG6K2S4 O. M\CCV(\P9S]20>()S$1 *=*X"&S 8=_Z'-4[*M%6 M,HG6BDNIU3LVE;-!>T8!CI>%KZ3AJ,Z+/M[]:,]>TCQAOH&T8!# M=<)=_!C8*

1[QO/";^X+R#Z(33?\ M6:KE!_D?M:=VCZSA6!D&I-$!;:2(_^9VC\$PKC(V$8!ID'PL,'=&I*9C>\>M6WB^(=X:XAV,\M9YWN*

,U>V"GU9UNT/VX:W'F'I1RL, "Q(&F) \P3GW"QRP ME"194H1"KU//\?'2MH]V<6JJL.C?;@4X$E?A$CC6&)#<)AN]C)+DGW_*-% MF0%G*

*ANRFWGZ(]_=ENL^)=RH0W[QY?G<["G^#YSGR8<-#,_M:BG_O*J;+ZON M#>7]W;S41<4_;3?;6MS*ETM&E[L]FK*

*(TB+)8YQ$JB2'>QE.8TQODO.B2_V(M1@G3-DHF'#@V6 !K@!DUSD8+SV>XKY'[MP*A?M9&1$62<DZ78M]S\K #Y5>)0S>D/$T M$*

GH4A]&O/$#T#SK>$L.#;Y35/%1H->FGEA30S2M.>L <#C=GT>V&"&_:CA M[W:,8>E$<**O1NT9\1B=WQC$&RUR8 M'A4@ :C3-

QU;BYX4,,IT1L+IV-)UPL%T^J&F7%5K2X)I3F+;85I+5E!0Z;)(M1J&D,\O-%D"Z+,HP;#3R%%Q/[M]>F^FGNMK1/^\^RH/>UBKS5YK_ER;U9-\<

*M7U]'=M)-:X:)8. HSF69NC'#E@]5CX4QTH3=(K/|_H_9'O[]3_[.S%V],/QI MW_XBS -?1$F*69)P3'Q&<)IE$28]WRYG>O,)]MLLN(]GMF9D*

E#:AE_]O'FS_^4VY)=UJ4ZJWD&0G%LI:&O&W;O9L^";Y?BKO@FUD^_M_MPD'N^ZE X.F#U##ZO.S5;W6VI*W[H]!Q0%R0M549;P1'7]]C**

*<%0G!B9>0 M-/ I]6)0"Q=[K#DV^3VC*N>Q9[7+{]]W>QUP>X-VRJE]LUJ.FPN!EN?)\KK&TZEGXG[,]X&ZH^<_Q]6? -X)W3I:MC]HVV-*

*LWL[KU@$]Z=ANGX)QH]MO@JDQ M9.^@@-*Y=QW;PEVKU^4[6OQ.I9#\L.EKSPRXU>TA M-!IVN%AQD:;;GM!]/&*

MA+RFQ^WA@G/WMSTKSIG>MN>?,VB1^5P]?:X^U7^ER\7ZKOCK>E,]?=C<%?=U M_=_UQW]NWA>_UWPM_S/_7-V^U?R_ZRY'6[=9IN'ZKK-

GGI7Y0F6%/M&R1I[MK4!TK=R8OXIUTPWV0S.^-_2"**/_]PV WS4CWS=/"A_ZJ4]UY&? M0OY1/03HK&D*,;0!F -UX)G,&> 6D_-M0&?*

6EM.4Z'P-.J^$Y.:!5Y[5KV:B; MOZ5U_2Y_=HL757GZF,5I&D?,PR03#).4I9C&F?Q3PCC/D2O="-NAM_1ZIY.3#\-@JFWB'%D0P0W0\F?OO]6I]*

*M.77FRJKS\T{Y*2D_(O4#Z\7/"SU>#'[A';@_TVP5'_U+8%,2'(XDG7S:[-/FE2>%XP2)7^BZ9(]<1(R)-,*,^:F:V1QB MRCR*3T8:#=1B5J1:S2|*

<|OC_]T"/Z/.!7]4WOE8RW!<28%^*BO$5;>^>O"7 MF]E]+G\!&J;YQW]7PVC/?YE&>QX&T9[3%*\;U CPX[\=J 7IC_Z&IDU*?^RW*

MA/8S=8GR1,=3)Z3G[(G[$KNCKJE.21GDQB^7GRM>OI5\2Y=K6!W?N7==GQ26 M2S2@"4B4/R?G]!G^6A&!QX)#Z2Q7L8W)8I8^?

*V[!^9+H1\0Y2*4?>\XD1KV" M:>_R7)L&D M:E/>?GAX+NO-^]>R$MT/P4_#W"N\'"=$!)CDL8_3D$G&/M_]BUF M=YEKQ">A"/P,>ZE/,2$LQ3GS?*

1Q&ON=QZ@LO!67UC-!R;%Q:RDB2/FBE:]C8 M= RS<=MC&0F8#3(&

9R"HB&>11R2,4J)S)H%HB'RG&F_5UC26"Z=.9B]F9P^C.0AI4G!T)=$7!6;_2S/5F1P< MEIL=/V":M-X-*

*2KPK1E*R@S3V/$("7!29});3B.#4%P0GJ8BSHI";'@UA^>L: M5!VKU8X'E3ZS$DV)7 M.]Z@0UE+?;-6?8?TM;6XH=]6&;_13W^*FX;-*

/_V)_(S4S^',0FZ\!99SB(J M=R"_B"DFB9?C/(TXYE$6%7&6 (%"<"0:!7C>X.CILT/>) M,M$VYU-I#67U)/_;\GVW@3SF49R&'O5PX2OSG H?*

*YR0E.&*W+69K6#F,-_7 M*R8$7W^20JA2,-5BY:YH$L2DBR[7D7N#)%B^B47%^[PQP8<=^>_E;VPM'UMN M552Z"9#<-5,_UX]9(B(N\@*

S$D68>$+Z@45>X,1G(O%IE(81]-.64VY=9]ET MO+=^>-EQKV!;/7RLJK06O&"7K>U^ILF1;OM!H)HTQ'U53$.[1OT>?"E6K9OVO_%#:/HGKZ?SB7:*

<8M:3G?1;+D]_W<69"UYS6YY MG=77G@7V8P]']'(&?OWG]MR4=/F74?[%6S4ATF0)+1(N++K?RTWSC-!&O90RQ\Z M8!#M.&PB-H.VAWLF

2[MU=[%XW P)]K0D(06T(M+0)MDQUV-..!<,2?R9D>- M:[^ I6.'+:!&3R)7$YGO<&(+CX/SBK5%#0?!UESTO]\T]PZ(T;N\= 2SZ+K8*

*M=%/AD/4^%0#IS2=*3*P_[Y@)/6%/9D]HOF92?I"_,*O5EU)ZNFNQ,RW=[EFD MS(M%$&'JT0*3HLAP%M*

*()V%,TRC/1$P2_2*$$4]NC4!#&G6T]ULE)$]_#"<- MO\Z6]$ -OR"X4:7"& *0>@5+2!A6+;2(+#M$:$_?6NF"AG3C!0QC"\Q8QJ A*

*MQV$Q@\X+9O'4_N)LJ2J4"Z1&TZE$ZX]_O#:T^H3%0B(I(LYP%N?RU"N-%\[2 M(,9^R(*XX#FCL*

%Q>F0=FRY)'^)8D)M?D_'_DVAY^!G8U%@32+T@!'UX8+9M M=Q>^AZ5UN7H7-MXKNHWZ2-.A_.4PWQ6?,G-56;K9XJE4MU+^IR)9];;

[H)!)SSM!!$X"A//$\ M/,4T]&.I[178%ZKE''=C<_]PWE'\R9WK.NWMLS MCUKN41-U/26OI:;_JOPIKO7MCM'&?^EKM0LX^9OUI^6O)EX M?

*+NJ^/A#+?]@,%:=#C7G]^?[0=Y2U0>#OU?%T6COOTC[T.WV7E3OPQ'@FV>] M>@66RR9V)(0T)J^O\H#5Q(SZT>%*NK*Y&5,#W-*

*K_8C*2W=)'G(I,S?_]8$;\ M7^736>X48A=VHZBA)19F"RS:A6P8>[2\LID/_ZW-K;]7]?4?5B^TK!Y%[,6) M* (,_@HN>M*

*M7B%LZ2%WB&P*PNW&4!C_VOD2<-YPW1 M]?.BXNI_U:S1!?JOE'M/,W&L[^Q>O0"&K @HWGA;JH (TB4L-$)]%B2$*5K7\;NG MJ*

C0_2I>Q8;Q4#S6^9J3^(/2O V3W:0.IIM!-X8(J^0Z;YPX"+FZ%KLN?$ MXG@ T4CI-9-. %#%(,GIXV''^M:'?\6+QOM;(#MUS?&3X]*

MU4T=&Y(D5Y58;==':L:PF%)(&#B4>?H$8BXN\)+P2DEA5_YGA3[W3]<;KZ+ M_+,B'-S9GW_"?-<]4D:IGFU?>75.VY<#[Q-/4]\0@>*

>CC.>8,+3"%,>9)B% M:13F01(!^Z$8\###3GQSLMDT.]">K4'E/7R#AF*NQU4[1!*^:9^">',910;RJ?X(-[$?WW#VC/33.5>\@/ZAD"9.U,#;$ M]],E?

$W2HZX#&I _-1O@9@E6.^#5)L('P-/#'W8Y!/ZU!_ZEX=)6,I85J$:S MM:ZC,%\ZEQ4D#O][*QHL)_"FW+_?RM_A,U^*^+E4)UVU3 M^]E48SV2-*

(W]F$4X]CG'). 4SHLPPWGB%T46Y5$(Q M#6A6Y!['7A0%F&0\PUD81MC/HSS,_9QG0G^L@1Y-YRD4PQ8$:\E&,^CU97]\ M7@.#$! \=0RO=92

*%K<'2#& % -<*GRN"-!!\(!;6.DZ&IO7D!W7Q]V3-HH)$ M'S>E>DO-:$-!LAT:3]BK,*O)1?GX17Z6Y?WSJA)?M^TQD%,>QJ' H1=XF(29*

M2FR@#!./BLC+@B#+M3+SRWNV XVY%!##[4$];3Y+ [C9NU:Z6#V"R"8MM:--M23!R%R)?:X.9\@_[&:,9Q691L#$Q>DT:?*

*<;L1F1W%_G+ ^WY:WY*NUXL_RO6C MGZ=ISAC!.26IZ@5?X#SF#!=)1D(6T]2(M5P,+6]NE:HGB!]*Z&-*)C!/:!PM MO5L+:Q@*

50\F/OC>04LL2S<,X[1FO4O0$OOXUD#OI:M2 ;ZN-O\M-A^$5)27 MLE(-9'M!C36^M%I Y(Q)#E#>]:,4@@N8S6NT2Y@@BFU 4*6KQVA&%R;G7"9*

*MP(_(69@4]?0%@5W6T?DQXF'D0]%6D-L!;@ MN/ B3"CU,$UR@HE/DR#SO)Q6B-.QH@XWGA;JH (TB4L-$)]%B2$*5K7\;NG MJ*

*K=3>ZH+XD,B))9$-TL+'8$0=,.U%;\;T*HT8#7I?:GBW!-<'\0TIIZUFP+ M/YT*D="."#.J;?M3;3KC]G M=_UN=MW0DH1YH? *G)!8&M.4%#CG*<-ID6?*

<)RGG E1LKD .:L4F]?58=?QH/ M3=91?FEWL=L,\< %T]Q](-9C#C>FDDVPZZCA,G3>?@ +@;S7:) M\(^>SC8!B,: MJD5#%RV_Q#R?

*Y;2:ATU3,UY'/*0!MB//"A\351Q/,^ZIR<*, MYUE2^%0_+_D"$A> ^GBMV:Z@+P@QO&V^],B5:6)?]H[LKW*G MW]:"WU7?5"!'=3/[A:*

*[+]6_5*E^+^DW%]N]Y@4D04YXGPL$KE! Q%0+P.2>K&3 C5BJ(#K7A#42((.15$5ZCMAT-^4.*B3QS05SMDO0N\X*

*M\R_UG6'6[E_H$YNG^[F&W7;*H#-_^?TS:H6OX+Z8N.B=L'(Q:O8COTB=O',,O*

M71O<)C^7^L(7/$XPCU0GM:R01\0P"#'S_)0F21;DB=;4;@U:CC>'KCG_CC3J M:8-C2Q?!T@XFV8 9C?W8J^^?

*DY!3_E&VLEE,P[5=H*SAJCVXD07*AYE>,8,MAAS;B(Y#I2-]=%K^<>AGJ-81 M?0UARRG:L0H(QMCX-AJAJID1!YJD4[#O],&&#(5S@S\@<#;S=S*

*+L@V^!]O_ M^)='WZ,O""W:[U'WW-K*A;,(U6CTS@:=^2)]%E$YB K:7-<\=V_?TQ-X+W?^*

*M9<<)<RM&@RW\W3G27.",11[VXIS'-&49#T'GG1,*KB_5P7UC+F.AIX-*

720A3OZ%P%N<^3$IB MJ\GCR?KSMG")-Y)@\;+#\(OB;HX1W,\UKP@&KSB6%DZ2IK9)YE M6&XC<@LI,H+S) PQBV-/_H$GOM!JHC%.QGFT;-_>

<=,01@'"J&\3NFY':4'. MO)<1TSC)6L$!IE@'$#ST$!AD7EP6""$M_* V<'P_&^A;95IZ=0W=WH6>]R MV_.=T"8E.#AW33]]Y9WSHLFC-*

+QE^.6]>;UIK]"-]LD%$ZQ@_G,29-(O)BFF MC.J^JN(Q*M-BUW%5OGG0=54E9#RI M 9"(JYXK/Y45X]OEDM9K]"IJM%:<_PP6$]2S@OA6J/FI'3?-

*[L.VE=.AXIB8AL4[_RBBB=5-5F=+]D/MG_T MQ+9D DT06]0*TA\T!#2''5A^?C/.:'Y*E_GHN[J2?/;XIN*EU'%#-Z1.J]_M*TI:BZKY7)K6&ON]P-^]]G.\WJQ(77?ET5G@A3P4''%5;1Y[L0HJRSPD/)'X M+O43%H.<)[-S/+/R&>ST]-79,N T'$Q';+[16]13:''^I=P/4B9>]%O/*^'-#*

M9;N:_FS\ODT%_KGA/UNU?W;"9AO"5[%6?K1FT^&"OWO]K58-2[8FPS5;YR\-_MU]M;]]3/PB1D$6(DBJ2&E\J=1DF-7,H9"6-

,6)U,6C.PA*^\FQ5_G34A^1D M6_.);#F!Z6L#D/44\+S0P32]Y*5UI??<*,7ZBV)(GF1_=79&Z(ZI64(SCS-S?R8@^)D,<(J\8;B>MB*

*M1#,O%5&4I@Q'$!/H!(V9U6!/L4T?<^[D8S_DON^HG:7+IH.9/*=@TC-U+A0> MIN$.Y+9OT8Q(8\F2.45A40MF1,1#RV7L4=-&><^58*U?*

*6IYY|KJ98A_'2>HR ME)*4RF494D3B#''/7S9B7A5X;QI\E.4)K=BME1[G-IS5N SL&F-X"M00#U!39 M-$;U2,9(KL05CR,&5\[4LGJN2;RSWK-*

>0VE1/O?.4%FZK-RGR<6>]Z2&&^RZI M"GGPKN56WI>PR]E#2GD2,)\@P5)?+G'!41I2#_F9&['(C:(D %6[.$EEYL6M M[BM4-N[?*

*W*H8JN\TM>.%P55JH&?SP?$ / 37,KOA0-X&;;\NC#9JOU4\$}(0W(]Z+]_Z?BFC%5U+2^(Z_] M6ODA81Y/,HX12X,$86DT(Y]**

*"4)]U+]>AP3K9I/VA1G7L4]-56&7I&#K=)I MO/16K%448*NW)^W\TA/_5=U(;'&YF\ %O):U9;6TK]?I+;K&M<4_7._Z XTC*

*M>ID0O/XH6>X[E359Y7W1C <_8"F.$H)2RC*U;_N(1EZBFEA3$E(N0@;J*39) M<>:UW]-OPS3R,]W9G%_^V?>3QF+]9[]MGR7;8.!G4JU?@7O[--*

*)NEB8IB3V4 M)GZ@CD QHIEJ%RYX$''F>23&L YX5K$VZGZGA(M92*KT=1ZHMH+)V9AB\!A M92*KT=1ZHMH+)V9AB\|A M92*KT=1ZHMH+)V9AB\|A-*

0<:W.&H)C#=%1Y#'LA^4II]H]E]9VH MF#YU_]^4\'@06>(& ?,08TDJ-02-4>*1!(69FP6I%X="!=&5:[+2N- !DP[S)Q7] M^>7KW2=G5]D-*

L.S.BJ^Q\&QQ(#EQZ(T+/L=RF)#1;<&=G76()30FVM^@F'S8X MOHPUL^X;TP@N%WLEGO+-TVW1!RKL':#4KMSV,V]>%96TIIZ:8Q9=Y8^MU9AP

*M%I/0$RAUN4!8W1X1EV/D)CQSHR01--7J7;TLVW/[L?]PC^408/@O]|(USEQ_R5<(4X-M"$LK@],*T<>=M8D#.SD:$Z65Q+DM*

M=N$^M_O.HO:@UPO4#'J\]-N_]DL'G!+_DB_?[']39OKG M;EJBL^E/T-2[X/E:VI+UIT)E20O^;K/^6J[_)M9W).1H3"NNXHDEX9F/@MT)U:G">502/U

*52*SQ7I5SZZ]=&(RC? MU7-SW.T5A^]WP%8;WF:B'=Z'-X;AF&-+'+@:I>)#BW^J?E]!"YMY@ ?&S^V5>'RLQ*.J[7DG"E51R-EYRVJG:TSK]"+S M*

!_%.2@T7!064 !Z+0!L)R2.R6JF:OBW*3+>2HFQ-IS5$P]:U#,LWQZOF;K MC;2*7]6*_KUN-K:NG K86:@YW1=6Q'IO@G9 M)(G/0D$SY ;R3(#]*

($$4A'(I>XF+2";_&41QPG"2QL+U=**DSI-8)A+]TI/W M"6CTUNME L.6Z8"67*PM-7NK\]PDEA;E"0*+KL7S AXNP9$GX4;U[_6Z>'R_M/EGNQ@WLT

N>>.;-]'=1KY5;_KTZ#^K4=5>L]_;@DT')9[T[7 X MNM,6^:S PI:\14PMG\"-03(RX.'4%C/EC8$8&O7FDYB9 M=U+=;U0Y)X/,%4*

M]1R4_\$1"Q'E%"/A$T)<[!.<^)#MQYUVD2V?.*1@NWPGM=[.#I<%Z#L%P"\ M?^_S:VG/[B9==)_>%^1P;S[XJT$PSOV/O.-;=W?*

P%T_5](I_74M_\/5#]U> MD?]9'TD3&<5Q(A#&?H0(SCQ$/!IQ=0GE,]UVY4"Z,V_4#2.'%5&VO#A;9@#A M#P!,QU??C$C!E]D&&!8L("A+,H M0-

07L52TJ7!%&A(WY]%<\'$]0P0?>)::R!MU\"0!7#087T^Q "8RZD/K)Z% M8QDLI^S.C@<5?]5QX?1L7#5ENM97#6@?)D W]"Y;>5\]E/>-G<3S

@1TF@ M\!G,M$QSYS'PTWPMB\X)^$ QHX+X/D]4Y89]+A!5]>)Q[&8T$UP]'5#[A/.D M9K;3VINW8DO.W+TY@I:>]K"#

*4PUM.+O.3UW9.UI@6G1+*WZ$4*+KO)I@0]7 MM<8(@W/8YYRICENJT;"J!47+]BVOU9LENUX=;A#'(L(>\FG@(DQ\CI(DB5#]M!YR(E"*

*<9(*E!F^S.J[OCHXE%W^-D9R=K]>^X\%B-L]@L<$'O/5]DR!LB!3B' MS8*8V3%LB!S;0XYLN;$5WPX6>_0(IC_;NHS0'%>G.QAEEXY=-3WN9)-*

*!9AH<(\1,'DZ?J!TC0*7*SJ&GH,83<6* E8@.2_6)PD M)",B R7>G:QLB0T3/4-B';GU0%9B^EMT[+9RF@;H;1L M$MNTR$=Y:QI##$L12CM+R)V?*

*JU]'JZ(@Q?K3TW.E3;_F.FVU*G^]E%VYD@4) M:.![* JQ0#AB&-&08+FP8R]P.>UFK(F]5QTI;EW/=,./D.VZ: MW/J6'6#5/%UT-8RAF3*

#:@4%U[<]N%H^G $CSO7<< '+"\X FWEA0 M(!"$R4]"NO,M6T,0.51]4#H>+ACZ[!BUU5UWQ11:+X>=;[2]5Z='#QWC-6. M&N L>%[4:=?*

2Q5+"E-I]19J#[K!QIK;0(#?1J&!&OJ#3,R[F\!D5:.C5&7_0 M[.#QE:@,_MOL]EFT#FAII7A>2OT@E >,T$/8BQ@B+DZ0RRAE) U#>> G#>. M2.\@(?*

GBY$G+\VY_=8V3[A3O1.DHBU!TG3]M^]OVE MS<:..:,QRCR_1A64@1E*"(T0$ZE+73^F:0!J,F'$QYLY'6VG(>X, M^7+>O1[\]<(D7LAKT-

*,*LX,+4QQGL9PS^==_WBAAV "F\ZG$)I.9 M*3&5I-;D]+6)&M<%'P0.=44*^&WQ374E4%72Y -?RZ+]_ZF:=-6?\T)\6HNG M^B&+/2 MRN%+*

*(A>\)+#NG05,2SK9+F^+ZNI98#W4X?,0,?![WSZK';,+\/[MN2RNV8]< MM#Z>V^Q&5&N2%^_E+U9E$^#])5^)>ET6R@V>!2&)2(2HEX4(9VF,**

\)"E/ M^2FCA%*L[08WYV/N4VC#F--=%SJ;9Q5FM^.MJ3_;A MX35?!F*8INW0[9AR%%?.@*VFQ'.'[H SY\O"Z *<[,N@;.9SO_A;MN6$OQRD*

*M49_\!=,OYZ*_'(.]C[V%Z0Q[VF^[5S0EC[=%Y[HCB"H36?>=>M6)I$LEVM;2 MBP,W(1C'R'5QAK"*D$BY*S>4T&=>0]D?$Q_4]_XR?*

N;V:>A<3=20WHFNV_[/= M+\5?V%].[WC[O$ M&X!5=0(#5OT.O%@VF)/,I/XU!,B @S"RT0U,_2 (L.,M_,"C1IE)X8M9VR=

*MYWG/B:IYS$Y"L[1V2!"Y28S2R/,0CEF$TC!P48@3CP>!'R;916G,>SJ,FW0]W%8TWS\^K9L\D*Q4X^'%5_MR9YG7KNV[^D!>D8,J=S=;Y M2Z,*

*,E/]ONSB+8K'ST*5UVDN+7<'5I<0XN' 1UF0!@A';8A2ES+DL"5;7- M)5I=BQ;G?&YWPN;IJ MDN]"G%)AA;LAO@&&..\W1'P+!@QO)O9R/]__S.N'-([=*

*M)(Q"%"0TD79$%B&2>1D*O<"+ L;"F&OYZ,Z3F'G#/\@G=OY0-(&1/R=PT;P0 MN$A:V*8(%!3NS3\KBRT'_3&!97WN9P4\@[5X M(-*

*,CW@<(U=PBK!+,I1D28RB)!8,NS%)4OIP{BI:ZBY'/<*0CW9(7OO;;6N9 M-_V(6UNJ9CQ59\FEGH+V#X^5B_NKIR. XQUTT$2VZ]OKD=TV?*

*KK("".ZK/# M1ALF,0FIAN1*$9_+NGZ(?!+&-/41\R*"<" (HC0@$NTP=#D1-)%# 5T,]F8' M[=+P9@:2EB/-(&A6TI[\/! \IJZ/$L(#A+TX00D. B2"E&-!PI*

GH+@(<_GA M5HH-^?4TFK%4,,6E!&KI.+\H2K\ZU^MUE=/-NCE-RX/5';%;P/2D8+:RL?;F

*M7C81ZY181SE8)Q\RR2]NLEGE#M,8N=]>Q<-1,Z^4$PFW_PK)*MX3<'S)7"8; M;+VWD^*UI+H6C@3.O!FD3*

*M.B^UJHO5>*XEA@//YY73**_.H[%GEX@%TD,6R,GA 4X9T'+Y:Q41BOF>+;% M%LU908;KYOQ#Q@D238)&6^GU(!*

(H#H$AH(CFL0IPB&AB/(@0L(+(TQ<3QIN M^L6)HC-O1>1_$=I% 9U!9+&58Y%T6'+L N*;[/PNN+=ET2+36$!SB6P@LE%*

M"0/JAF'5%YWN>;";"S II$;__DYEH]GY3F1.C^]!CXQK]M.7C-_UY_^).M

*M'G\G]V_/E>H[]*Z.JU=UB]_7Q3U=P=]4PF>>.VAFKW&FY&I3MU7BE%,)K3;-_M,=KFW7X3SV6U[:6Y\V) [0L#=*<-*

*D'F!A:E&0TQ5Q=QC7"UW*C7'RQ_">7U;W:Y_5!^]XK&^X[?%EH&O;_7[G_6W;,44]?OU M2I'^6%8F#94MD)K[3B]_R;DHY!(K*Z>-0/U*

JD(N+GDZ('F38[Z_%(MRW3[X M,Z_5VLM6@G6+K[U[V%M^\GAAV(?9QFN:5GD+OR&8#ESZY5A6DQ:Q-=;-N@O MID@M@C74K#:G-8V3_IBOQ-*

*=-LR]&F-2G6(D,LH1#E0G-4Q=E'' _I;'+Y8%5 M*P;BU.1S&WEMH+"BY[0$H?'0 QS&%=.ET@$M+7W!#,*>CR6X(.!Y,-G"D<[' *

*M8AR'.)]XQNPR\IMX$<5&].*G]LBT:N'S7_GZQXTT@U\BC1PO2CE ?(1 M5<7=B8]H%(82NHCX69CYPM<*3882GGFI=6P K_"T41M??'-B*

5N8'0=M@>>_M!^>G9,+IN9@IW1@]NZ6[06VRBUX;0L$XO%$$CX?OL^\[#]O'O&9DI4RYCZ7R M[@1N0%R&&%H1 D#1+=[?*

8,C;G/)QU5IR7;F]D-8?W=_M]QPZTYNP!9F!%C]<7-">/"&0T=9\;L[%=N@)H88;]=2C9OMU&S#P?4W6;7WR

MOL5C,*0D3P5V0;4&S]"9>0EVL2=;LN#&F%,P MZ>W"%H2'K443N<$[[814EC;6OS!KM_O?Y[R0)TZ?1Y3Y*

*M(E5VM*I7'D8H31A%'H^S#&>$,*9E1X]26>9\NDUD[7YP%.W1-E\ G'2/K1=*.M;W1^A0MNGL5[2K#+\WCW9GV;3-Y3@IW-*

*Y3WYL(UTF;_D2;POGTA>//A$6]YQ MP%#@JI:/;NBA)$XY8BH2-PSCY**DF1VAN:'/B><-TFZ:&[+:D['YB[@&'A&<1 M]Q$3,48XXQ@E:98B+XP#*

*[']QI]T9;P4F3E,:.3&KN34A;BOFI+[U,UDZF*C6_M*%Z 635G(=-;P%:.@*W@EN25,R@@OB-K,6%F2C);.3)GZ2R;%C,E[E$FS.2 MBQN\?*

*RJXT@V&;=R[T3.O2$7"N.=Z+^#X6K,C&VR1'?9/OY)[)E6U[^7XH>--;C9(L3?PL1AG!!&&? MAB@EC**

HXISP&&,QU"_ZQZ%I;RN79=H2170<^X\+OH>5V-I#?VMNH(;>5M/ M"G.1KW5_QL4|K2<%,N5G/?*

V@83.K#:USGI/]]3MI:D"H'.2L'11TXSU6X&5FU_;/7@E_E9MB M_R&ER1E:# MUC7WY8<_1<7R6K13/3 W)H(0%U%7E7QF@?PIDS^EV,NBD,2S.O

*M^BY',Q/">1;5\]PRV.05D-7**9N4A>ZWM2,ZOAW6,;[7Z6E=.J+CW2F?]8M5 MS?1>-2RI-WU;,'W5O2C)]_)T.!UOCF37D?QVN24]QT[/LM/SO-<*

[;YT>K;= MV[=_4>"SN.:A@\-C+M8F>R;=&&YS-ITVO>'9EO=^1 ME:I+]?V'$.M!;>]=&E>4!0E/TPC%-(H1]J,($9;&R*>)[X9IFF$,BJZ'$)[Y M%*

*[DI"ZZ]L?#&K5"NZK53_R#-4;$23.0O^M6'M,#24QNV M(("IB=.9M%=.0_G*(9E$5'E%RI^- FF*9%2"YVOG\UA98;#&T)'>DH88);6H M1M 1^E #;*

(TQ6_&M!_\VDZ9.46>BNLW^HRSY;?5=5"\YZP/KW2RD/N<$N6G(-MI:5!")[!"*7^DGJI5X09!BRI+6HSJP#NKN+,G-Z+M3/B@15;*;CQ#!#00I5*

M/1UA'2N8LK $$U@Y@,2VI"7T:"ZJ+D P'.H-V&#X>?EVLZ[7I&C.0(^/ZP]5 MI4SRZZ>U[DWMV0GFOK;9T74DX4H\RN.%(\G+XT2YJ?>+1$$",

<91F78B6 $$ M>#-B$0N0-V%25B-GPOE9%_,E3 HV="5,/VQ06 M?/Q)>\?EOK_V:U?U1F5;/!;Y_PC^X.(X)D$;(T'5%8^+N8K29B@CG%,OBE7N

M/:SE%HP!R%=LU'IK_V#)M@?+OF7]ZY4\;+C M%&'L1BAEU$<\B$(:A<+<':IS\(.X.95P@98MI6RVN#:6M6\Y$*:?2HD]|>=*

*MK)L*P50\YD71&?;J%\]-GL*L[\+<)6('83M.DL^[:[G'_]OTMVS%-S(-PXS> MDA'B;^X_F09&QZ.B,8M!)"O_^WW9[#:_)DA[@^:^K]\6%E?A,4/C]*:5_**

*M;2O+6$#8&CXOF]5^2">E,8M,W9MIN8#44P+LQ:&>?,#,:+JKQ+.TP+]NA=<% M;T]QVLSNFTVE&KD]<#)USB*$*5NB+ 7^8AD-*

$.,!8$;^Y$?)]"K!@V:N &0HFO"SP4)Q1AC /,D1HRJ4UE 41=XF; M^1FDEZ-M,,$=`MN%,]O!ZF>*6,9*.#!LD.GH]Z TT:Y]K4L.A;LV2P >2T9 M*CH4%*

[5,.! MU>MF<_XNCYOR?]=%D;_(.4GUVOMF/FI:VQG] B0@A#4TVPRXP;3<4?[OCH>K MOG2)9,-$[>G"9)PV;04N2VG3IV&;)6-Z4FQ

QO3YN=XJ8WI2NI&,Z>FQ!OIT MU-ULWG:K.2G\R)NR)K]^.UYYQFY+SMW5]]82?+T_0>IQ/M\M5D+_A 3PEG*

*M/'5R#*0"EL2'5+6<42_,$B)XF&&JK8#GXG)FC;UQL<&VS#M,<8\VSP[9\S]U*

M+O@K1_0MK%1"FXI"E+_CK1S.+\IIKW;::O#G?'P];+;O0&.;^"N\74,O_W^= M]?+O^'9N^A<[<"S>E_T]P-6@-YE\<]_;%]N)\%=X@X_=

*[*_P)LVVO+=_H[!- M/CX],?/ZBTV,7U.(I>T&^Y"E ;9,Q>RZ-%E_5U M>9PB-\9A*F(W"ET?6H+QD,C,V^ZV..&.;M?K%EZ'\0B?\?W,EM3 8PY<8*-Z*

*MC.7UER<1!?L1{2)V87NQ,,. M@E=.QXVS8V<^Y(Q=BS81M.1AO C)2_R-NE@ W(Z34[Z5]U%7UA$GI/84!FKY M6_E*5NM75WHOJZ0%*

*[RAKR7>1B3!$6:8;('X8H$3C@$<%Q'.O7NCU% M8685NR7I/+*BM,->[$[,@Y]Q;$!&BX2\4UTV- L6&* M:DRD475T,*

*[SW5,OK@A96RV@B8ZX+WCA9)YDO7A>A6'MY4K)=*GBKX MU[*H^G^^(W5>WRM>U 4&$QY6W9>2 .&,[*A)DA"%?N)+E>1C1KA19:U+.9M9*

M80UZ%;6<.I(39|"KTS/KW"HW0\=?\]208:?AV/FCX1F8&WO+8XKRC=]-S % MNWLM5P/0R2'H4W";%Q2S!8WM F07_4V!RB%,<8!1E-*

*L,=IZE+],$((MY;DMOR$K*BBGZIAI5NVPP&@7B@RQEB ZQB+,\$&-"(/$?LV1&Q82_?#O(A!*

M[,Z9D#.T1ZU])+YGG!1QG&!'F+$3'68W5]+*"KYXI.B-],&4\!*S- -ECQ6EY<7Y1W/QZY4B& MFFH_Y$^+?4W-L+#5[11(?=D>]&;0''5&-9P&?*

MOYH>F WF6DM%E MKG_].0K6]!6H+0A@"L-4>M!M](YH1E>BHQ,O=B^](Q[P3/SX9M8D[P0

MO(\]ZN+92>R+,,4!XD)5(_'JL=ELK0CGR&RZ,8[+NCA_CKQM$&-K]3A&LQO.I_AMVP#X- MC-XQ^F)QH9ZW TEG\+:-BF3IR'N:QJ(VU$Q#X^OXP\;F-F?

<]:U!!W4ENG2 M$7M"?1@_)8F7N0E*LCA V$^8_(GYB!!!XC!RHRC(M&UO?;HSK]F.D:/]43TO M?<,6@-

*D*P%3#:I\'*=ARUP7))&T$\@7J6_[SH&9V'!BB-RRO5??H=>V[;)T/ MX+*/'AH TRUWDH#+N'>\,!AN6L[F8[X25>\5>2#4#[(@9DC$TE#$+/,1];T,*

M,=]+L)OPV(L\6!6;O?GG=A&VY5L:DEL/&K1DS3X@XQK0@IA !R%(0H.R-"?E MN .S?Y\"Q>A.2G,*

*96H=A'B5F6*71! ?W-48;QH]1 M7;S3"AXVB#KD26KW)QW_!-6!PD8ZY.8^6&===7"^VC;6]GB]7R[7\8R7GJK'4 M31N@P(PENQ*BKLU]D[! AJ<*
*)K@E'QN3X:WKT8ZC^%A]U'GU7VZO?G-XN#1> M"),!Z4!'TDD+W@@.SFC#='0ERM;6SI$D#ZO;3HC/^QKPE**
*(>HY[{U[X)4,J,HLYS9=*2$^^5)GO<"$!E#!.: MG'HCGV/O@6OWT';FD15OSHD+BCE4DDP)1N7NI[5UY0#294J1A-2R=3)F-\J.SFZZ M_$J0J.9*
*.+^]XJVE;@Z.9D@ SP%8;;&I0A;@UAZ5C]Ff&6*QCK=_S[]%O6..O M!R0]R'KJ2UACU'* S6=G]/$7ZY[VAR02W/[]XY, "J6FE6]+'[PCCNH%RX9Y*
*M3I=3\'7]*DE1,@/.]NBD"R%AZ^C8;DJ.5325@9^W#+P!:1 Q95PZ+*UH\YO'ZX$=%#32 M)N/OI8^4XE[&Q&,]%56UH)SM4^ U-&P5%#*
(UM5<=RDX^L3C-Y\^&W M[]?,(FK+(%+H 1R"%$4]&\XPDJ?66G=XOQIBH;5 4=(_\'9;\?X,2]!=<"Y M3@>@\):K;M_Q<&IC;*
]]>T"84_05FSIFOWE_E]OL);%F9@%NNJ:,F9##^KP#-/ MFIX;(90,NK#V[3F>HNCX%B2[/GUG(BV+6;,$9+$3/8E$LR2;YT/I!0]QZJ?79]]*Q\E*
*M.A4,UK:LCC!=%&'\<0%)*4?>O$_N_A3S7C8[$C73#!?WE4P[(8Q1L70KX^R_M(/74A:F#%:A*Z34R#J:(=>EA@"B4 2&Y348EIFSKL$-_!:J_A.5T^;*
*[<6^#' MYL^:,R*RJWT-)= -3!Z%C'5<%E.@4RJ%:RVB;JV5NU$VW@+5/5!R7U_U()01 M='K[VQ+?E[?+U?0BK' Y";6I"68-*
*R<<:H!*UT0D9=40W%Z((QFWKA)J[% S; M/JLGZ!S!Y!% Y'?\XQ9?%O,9_35M+-'=1R Y&85&#LA$!"6,A2 +W>*&89%)*
MRHRM'Y7V1'81ED]P:Q708W1R+HJSE]W[#RJ4&$["!E(PBA:-%;XOH1$5CY*"$L[-%0>X[H^S77;-\]L7L7'" MB@1,:
*5T;,@WX8X\"%^[493@N6C]P-^)L)=1+K8/>G9D+C:6SPANP3?;9;>; M^>7', ^6WVB<5'")(;C(QL$X7XH7^AHDS9Z4U!77@C<)':[R#XR70+=L**
(9\S2(A!DP0+2LE%1-8:=VSN]: MO)O#\(H[G#P]OZQ=,&[2@=!^KS,A,6^.X\77RZO^B8_7DCF9,!8NP4A=N9,8 MN&@B,&:8=R'9]G7.*
[7B>;#V'>]A"PIL3]I;0,O^!=+H6WZ8U M_?BJI.PV45M;8^O.I?G9,/K?1-1ZX.V:TELO=T:F@BJ 8US5TE]+:\T&\-$8
MXQ.=PN8MHGK;S(LN/MP'TX\KX"'A,48]W+V8[W#=O/<:)RQ1[$&"UQEQE1! MKSUD7>LA'//DKKL$ZX3'@-+J$COYJ%?ITO/M'Z]JRT*
M(F1003HHF&F?#@$YA4(VF-QJ*+SK?-]JZ'OA94F[@&:A_&DGJ0V@OCFC<;? MS=1/7^:+1 7*
RVWA2;W]VQ+D:.HAB4J&LC'Z[!FSHTP_$2A2>;.S1OF'TT MU<-$08= [XDE/"I,?Z0-+::I6DVT[]JE\^[V;[5-"%;S$#)D7PMJ,.I-D1TY
MK:HX7>A0MWXV.H#,8>>PZ*V'QF."J;/;.SN(8RH#; 7A<-,B!I>I3:5W"A]C^ZE_4C,<]6HTY574Y+:!4HI7Y PR57-?O'80,R,KA7,1-"]>2VND=B)LMV)20$\"QO7C&>$_?;FUQ^$6\XU.:-MWH\S5H=_N%]%66(G,R\&I74LMKIV%N M()%5QK.,I<3F*8&]M-*
*ZXL3OKY[^;T:=>WFO_EZ/T040.WM<'*C)N(533D_$@ M2^;H9.[/2WB,JE$VY=@'%8#[T,8(+[&9'2ZWC(=?]\7VYTWSD7A)1C.2Z*
*MU+XCRM3V1Z8^K#/Z0]"-78+-5K2>S+ OC<->:[W"K@OTFKZ;0WOK4'X>7Z_"\I=H"=G+?KD()AH M:B?(1)Z"E2"%*CD[?*
*BED^Z979^/_M8@]8+.@GK$N3[,>4@R'X(KHYY(S/"&S(TN4H@,5F#5@B_MJ9/":T#,B#M5[.;,UKMU#(;O*YDT^;A?7G]I9;*5+/R9K_;3(?WY=?*
+.CK^ MX_Q'.-\5/Z&+(N1;RY7!'E'()3C+-$@KR?\IZ*/RW2[AXXD9UO;O!Y.GEM$8 M+]#WB[,PF_[W]C/^<3G-T]6/.@EV$V/^B,OYY2(1MS-
]@WXFG+^;K2MBZC_> MX"I,SP^Z:9NL>_25W'[WC>[NVX3=O;5TS:K,?_KK1(\-[9?./]$7[DW(]63*
M#ZQ4JO."]@T:$>X*Q_]0AHTN<%55:CREI0OC1K18N+R(N:]K#U_EB^V!]MEYA MXA/G;-U2A(4$2G$%09HZ:=$FQA]BZU9\C@UPU[TI\?
*8@TX+;>0T@G#?U4ZN MO:WKC5@GF*NWD]?U$80Y!2ZQ5"=NH=0NT=W5NB3B46*&O<3'@[?CI#0"N-U* M+=QFRTR,3Y9S+VMV+!G']%?P-EA*
*;3,BYK>]@,X[U,Q;!WQ\ [4BYC-\"W M@:0/8;'Z\9?I.8;*4UQ1D;1NUE]:14>OEB#EC-_]MFL,\T-_;>]TF]\Y/9P< M89T=R%P3AZV4X(N.Y/DXEB!7EA*
*M$$U]_ ^'!@"MTW*1SGAE)3.})}AIW)G3H?C4-\?14;G$_@AO!E?O(UEY]GRXG MF7Q]$5P@;M4;;=2D[05Z**4J-RXBR^U[1#U*SI.#]M/L'P[P?*
R8P79&_F%V$Z MF_ 4@@W(-Q4CBAGYQ M,9^M>PA\N%RD+V&)K\X6N+9W_XK5%2(W6R+RH,'4/Y2W'+RL/323B()'XM/] M,IW':C^?
*76N4:#E$JO/^6#PT8MY_W1C-J:,Q5PJF?DX_,E]LQ'1O8T+%,0(M(#@7Q+0FIF(;")!1^>=L)S!U7G+HGF>](*3GH3*XO_VA#*
M(.HE\%CH@&A>:E2/=F:2LG4^'&W]1[Q0^]&U5^C,$VLX>]74-?>HM5-"_;A!Q9\%A;;/3W5*'WGZO[4ZOU+G(-B?M&:0BU';P*
*M;4X"R.0/20K#$FO=.;P#6:,$UR$@>. .M97(*$"V4]' -IWA.^+?I]6RXO,: ^Y MK,5*FP[-ZY[.R] QC_6WEA,O), ^\(#A, 510B?X6-*
&CKA2$+D]/.6FX]&P;^1Z6]&,%W#KBJB;37AG57ITB+^AP827,,F\!RJR3++F'SV;V= M"!OEDVVO<#M",$._V/YZ.S MJ^VNAS-<)=/0TN"
2N5=#V&O93C@S+P]G M_?%^:%01GZ;TC;.WXF+!3DCQ+PHIO?%[: S=R7:N_3O)G]ZVJ";/ M8M/%YS7]YC2%\P^+^=DB$ <9(P=:9 :&,T6'A
RYH%,&P)-VC!CJV;-%RP>O MWBT.RUX>O'H7Q=!8VQ1LU&'ET]GE>I?;L9%O+O%O7^D(3;^OOKR:S:9T:2_7 M+:9N@CFDDQWCF?
*P$7N=),F3@76UJYIQB1&@QMIM;=P01W9#WLIX 3BJ8H0'X MMZ_$U=FJ=IC8;G 2!5<&(X=@ YT?PQ49@Z'0/S4CQ1V9EKH3KAY^=C>XO*P0 M?*
@LV#HV"JWXV;[_3?3Y=X@;]-=:)]=#]76<\|"17P9%;R3FI5,5] M9-@-$\^MU TA+S!"W%3%0^-E0_P6Z5?/#A,6D!]9*F#.UI'NP4)(D%%'6H3*
*MI*05V^-"NO?QW9#Q H/>QS-S:#A\Q(OY-WSTROS;C&1SV/^T+##Z,%\1R=/;/O/L\KS^Y(]7 M7[\NYM_"^5^GY[AXO'-N:H;1=J!!#'\%?$#*
*[C8WNODL+XZU^/ MN;ZZ=_.:+D:)DZK49 58FPM\R\C^&A#5CY#+%;

*MPN]¥S;+/M/WP^!XO3TXF_.]PFM=VN,FO!@;#_!AO%)>1V,DB:C_/[A,MW8[I^L'HW=X*5)>V+7ALZ9 R.]53^;GQUTW MNAK\-?UY-AK!2AE/[/C^(CT^5H%-&&LCK4(:>XDX8P$Y#8PGZXEGF.K8,\GA M>%KZ >_=7K&\F9IJH_+I+FG!^,>_XM@/)O$Z^4BX2#;7'V>(4Q"E3D(AD;1) M,CC%4NB%M4TS]$/0.]QM*2+2%IP->S>8VF'VDQXLS/-N,OU]W$TFUY1J35W, MY8P8.$X2:V1PXLBF()@*@:=0O([R%GKZ@>E]W<84UT. [F#]I[<;3P?_,I7>M M)!512(R,H+!]2DF0EL!A""(8;XTTNGC\9#=9_1*UW]?-RZFTT@+0UO7[G4SB M]&N<7DLAF$E) ($7R&Y*9B!%53$BEI(OX+2)T#_3T@],?YWKC(#T4P]0) M6KA?S6YOP0;LTJL HYW8;W$R&TZ[M BR3 :C%]D8!5J]%YF_6$OX\M)XX],Q M2@1/"6? (*ZK!3O,.V- BTEH)+''2-I1^=_9&K>/WC(XG)9SAC@+G8*;R)%4N MJ8%1%$EX)<''$;W>BE>^R3C5QGD*/!UYG[&/QM[%COHR$&U'X2E!Z?6OI]WT M9[R,X]2-;W-&R(4;#A;GVJ3D/EN>JO*[[XDE]\9[,@Z!!:(8,CY%L$$H&*+8 M1Y0HHY%;P60J?2OU1GORE? \9PVP8L^&UMK#B4TF@"Q*O]TN0GA=9-="W:L\H;>&P/O& M_6H?MN0EYSHAS7(!!A(%TE811+BFW"GL&);MX+Z59HD5 %<.\@=JQ_9MTFK= MY^]V?!.G9%GRB%L#IV.("%R07,Q>>/C.)>2ELDI*P7SL]Y)GXQ3O%FV'ZKHK M+OCVX$.77,@@!##A$/8!9[\6PPH, LPNHR)VN602.Q ^M(6&36UV?_% M_!ZB;0HCFZI4]!-/E^UH")QX.#Q>621!A+[%)B4?=LU5JL'D?Q ^VM,5-" MU+6QT_/]OY%)>(X=,A[$Q*.@R 00'64ZF]"2I;'? 3E.PVD+Q5TAO@\)3B+LV M@K86!4@^I 2N 6RC@<)!!A5R!+P$64"FQ"3I/]EO]!=;!X^YTW0$LQT1Z. MD6Y]AR4Q\N@YO+A(?!06M=H[ZL&-C!PV3THCLE+D[!\9'$G)>MDOD;W_G!5/ MJ[>UB8L*Q_:^LT\C]*<.=->*>&>4ITA;F:.V-B#KI$#*1]D1%X@9+W@M?A\W? MA#5=%@>'=]<_4"FU<;=77_,5'HV)6MD(0@P6SG3"/7(VYCMB11U/.OJ>1^&! M!#1ADY\.>6^AEMK0^_\&.? :YQ[!L;R07)[FU^5V.$*ET0HH2W+ ?YYOU>1 M2WTDA\!58=PZ88GSO2===<1%UB]0OCI]$[;\Z6!RL !K:WYC#WLXNQ6)/M\BXI!+"063;\#! M+C6.FZ0 U+[?UK)QBCK%A-\,$V5$6QL@Z_O57U//I/78(:%U!!8X[&XA490T MD5[BR*/NUYYU_?AU"O^^&30*"+4V+G;+Z=IR(^&H@WV0PN['C97(Y +&,7C' M F/*\7V#1)OFJE/]]^V.E[+"+A8V*O@,X/,(OHW?[5]Q\[]-$)^0?Q4"BK_G'NWP83/^QR7X(YZ%0@.Y%V]L>=6>!N ME-[Q_#]=,. ? OL;IEV[RV#CD\3'7Q6PZF=I1+J1YV<$1D5NE#^_G?45 /%?1 MS\;S0,.BW&8,:?Z.Y?9N-ET^]UJV('DQ_A'G:"5*CSZ66Y!PH5/^99N9QS47 M26025>QYV!2L)&=7QZKHZ+])*@ M1>ZB9C(PYPAL1 2,,A$-,D%+%#C!@6(5N2IM_)3EH*XU401QFY_%O;E*&[! MCN3YP_WZ >:/5V12(7'/4536@3%F''(^)RI13&S4SK]J&WDTVD_(3BO/Z-X> MI5V;D&EV]7RUMP]/(C*]PJ6(A/(1<2_ $(W*(H'Z0$TV@,RK:>? _E44)W0$BWC^TH^6C&]JBD81+}'$.&4+XC0OFE(09B M25G*2ELAF\EI$8^'QZVE:5%("0W@Z5L$4VO@P<.8, _5C-)A.OEW)6#)CI$R8 M$(VPQP9Q33QR7-I,1)\54.44T@*]/X.IW]S'.65FR MP(3P4C&#B".PBV-ED&.&PG><.T&G MVH*$\!BI \/7@1P9 <_=`#@/#^U\$9[?= M;#2]=I19S)1&3.:VKIO<9AO ML')UY\D<@RX3]!!9XS&<*QRF+%&"(LO=QBDL#TOA-#!@Q49ON.2X="&YXR@N M=\WP:)S%\;^!CXN@QTL-KK[9>JJ^N)$&+.\=!Y%#[*;!-=L@1&2E'$>U]+!B#L=D9G7@\#!1Y/# MB0$7!EHOPE(*SP%U,IKI8$=K8S5\109<=P;GUQNRQU3?J_-D-'6HHA!%,H: M+D3IDNN%66@E0MN*/5@3(0TLD"5G,:QG?+GXKZ65! X5CQB#Q^_^E%6.?>O)GA>!E[+:[*@M5 PMGIN)S_S?Q__/1O\LL,_[&"8? YVZ\17\E9N7S<2TZ>/"//^S21P M=,.3Y;R;/DL'O1>/HUP2!K2?X,4+(+-&"!(LT"VQ >HL&):6!5B5UE$#EM2GP.60%B$@KAQ!SCF#%-8J$N5E\KPP]DK27Q>P10#5-:+= M!I#]1S>*]XL3Y=-L%";+B)(+@6&J/2)\7@(O=P_+/76!,4V%-R3RTKD^ZRFI MB]9ZR.B*]ZD!L/VX^@[6_&0VOG\Z_W]E<6@ MPJK9O>0K>&>8RJ47,9&(LRB0B8RBW+5>&EA2WI3,.,]+6YTZB,U]*2J;"B MN:#;(_URH!]$]UN\ZR:#Z<-]"U)(8B/2#GO$,67(:@RK+4BFA8U:A5@8E5O(_MJ5-\L3D@EE)8]A;>1[R(OKPM*]> [F((3L;!RD*":8.XLV#P)BJ1Q58:38A(_MA!9&XUX$UK4<3QW-.9VN&@#B2Y9>"'/U9N*#G>20 W/.!N_*G"RP@:DQN9&& M1\I0JI3T5IO2. ^.^-+:29UH<+B^0E4@^IN_:QZ?WL=G;/.5]S9_8AWVWEDF37 M!E-%O<@Q_@82MDHAZY4]\W*D_C'-^*T!VX_P5K)C*]J%WP[O]E+R<_M=[\&ZT G\NSW")&1V05UDAA2TTDDE%GWR00^H*P]W7T[P.3?D'08_34P-'^?$6O M1"(_MLW;V\BQ9^>3G4:[X# OJM\'DKIO8X>_C;G:7ZY@-)G[1K3*&E6:5QDK,L"2(_MQ?S40DNP;R2(/FCFD@_$D>).TUOR]\[BI4=NL$VBIEC@J_P^?0;V_O2OJ-M*_M+O^#L_DQVV.3 6CKRV RO::YJ%_$##&?GR ;CF$C,1$EE3@WPK-0_(J@$.GO M+(1[@E/@E+INTOO;E:21JU1UHZR.QQKQE^_X9^&3HW Q_1G'YRN2.ZINTHE(M.= [#>PL9%2]COTK6LMSX4^; T]+Q3&@:/4%1$Y*+ZDID?7ZF!L8.$P8'K$LW M&>Q'V5&W94NA+T,S>?]X+? SKD!NG28V1\H0A+C"PSG)P,'*NHK68OBPNM,&+ M[3-;W7<7)P##LZNPXO)NP*S^/(*QX'#X%GV$@PCV^8?1N^'!,G R,B2I(I%ISW@L? 3B]@4%WYOUX M%L/6.OM/N80<;0A())EA-L M&:>E:[=OI^A=F'W'(*R@0E] 5S9)KF:C,+Y?LU9@[TTQ^TF&&X5XB@09XCQR M-L)/')5O$W+5H+]OB%]"W 54T, ' TS8?,+*"4\2LP093X0PM;=FNIZ1$ M2OB3*!^RA)9M]@77,20"RX.HW'A(6&2=HLC+P%,B\#M5NK;[-GKJ%W@_$@GK M\K2+"+^!H^XY+S[&]J%4U#RU 1BZ',?;P>QV[@+#1R>36=[ZYQV"OL;I-08' ME_ED42 \[_%.($U20%Q:09)FGM/2J8-'DER_0MU)X7A:%1Y;5.9[,>"N'BK7 M-!]+(.(40?V)?$X%R-Q^!-C)6-645\:A:OSUW4=3P"[@X7;NLGU%3;K>?_(_7NLGU%3;K>?_(;CNKDYD$@\ @-4PIY;:0) M+D3B^A4$W3U7_6A:B9/G%()M&R5A_V M+]^:' 2>QPF;Q<\A.NZ/H,,$WC:(OO_9+7FREA)O4KYSS6ZE4W#T6@.GN6&> M&H? E]^2O@T#T.&'%&A(U0728P!L'$>#A86E@JU*(1L'NC<$>!'L-Z1@\PKF MIK,>[,%4 D9/4U8LQU 52 -*O0'WZCEC7Q[[< 2?)&8D(1PDL.&9SA78!#@# MSE"#$T^VM).U@92ZF;>GO3@X3-[-P>:3]7&9/>0!_4QS$(N*>9DIAAP1#CE& MM"(^$!M.D;"VCI:68L8'*GHK> Z4>@/HN1QW/L8P^012>\CFN4@K(8AKI4 F MT@(;*G+$*0O(@'P0@W\ZX0TPDJJ6 "!)XLUTIP&Q$1B3NK$A#W$1=LX84OAH.-PWGT=^'!=US8/DPJ0@4& PD5SKB1X/H=4I>R%(_ST0=+"H&W#0GS/V6!#,3N.\/F< M5GW6W$V\QE(Q@RT':7F)M*:P2((VT4=,M2A=_;8_=;WP9MX#WDZLF>8P M]\%.!I,KH,6&B]$_['B0C;[,)KD6+ @N D,V!.!+2(*,X1Z11"RC\ T'RG<<1C^=\MJRY;ZMW%D^;/*:&8J9BTAR[!!7 M!.?W# &I_) A4>=2."3RL&:]?C!Z%]'S$\BV!+;3\N ,!SE,H\_I*GV*<+&.Z M-BF-HPA(^XQ^]@0R.4@2Y<8)^'ZTFO<;.R\BY+>Q\'(6+E)V6 M\Y]V?!-7U@.XNLP%S)%T+C<_)[FGF^0H&,U(=(RR8_ SL8)^V'GO8;+R\BY M+>SDA@[+RDS?XK]G@T7D?WD3L,*A\L*"VPN'\A*PSL/!&1>8=E$RLDA MU;/Z?OAZKT&SD^A@P;L]0?C;EGZ='ZWK45DG',&"/ DX2&7!#D%5:<2 S MD%#ZH>L:,OK!Z5VUL)NP&\; Z4?$PI^ES28F4QY(HDWC.%M+4@+"P<&X_1^ M:2I2SL$T=#GU/5%86)H@%W/615(26PV"Y/]DV-M*7C_DO8N8_:F5TY8MMOX"_M?9XDEN_/L1>!>;,0F0O0YNX*2CGD:&[C@6/NXE L9>%AUGY@>ALK:_YA]OF<,^K;!8O'+IKHA-5#MV+O]/6PX]>1' !#<(*=B!.+4=:>8,\ MAJU(.D"J>\_UL%+V1Q+*=P6PT7*'+),4*26I"]HYP4KG"Z\AHW[&^9%Z[U:AL==:=]H]!J/:P]%+N['M8^_M4FX.)RLU?G @T3/.$ @D7W_G/BD\820DB11[*R4KW>=A$RTM869_'?>MA[6/:QP8,$E0 MV$A3Z04_>X*HB+5_M2(154/+TFX^GU>8X[Q#& ($V1C;Q<-833VAG)AK'K*@'@I,1:D5S8*3+ "'_C7$W0VS5T9+Z64VA64<&6$?(MWL[' M"0?Z8][$2Y:6B1FYAXOQ@N=[*[0]BBASI9 G2Q$AA&6.^7SW5';#I35_=+)71 M>7=]!=0.[/P^&&8;KOP@YIC4YY%?)N-PD[@5.B$V?_-')$>NP*'[4!=RI7QKA(9^.Q'=W$QSQ_+XA2L-LBJG)0XH: MO AE@0EJE82=&:?23M5:0NJZ5J6/]'(R;P X*^1/SN:WAQ;I)]_ANPF8?:"H MR7)=)*ZL!19@22B3$Q,,TMH;%*D@A 1F3/&_CU)K&L/%0!%]W8:JGVD747? MC<)\65Z^W.F7[!BGH]*P)!W&&L$N+Y #]2&IO4TVW[S0?MU2=L]5%SDGU7-W M.J`7QM#WGX/Q!F[.X$M882OZ0(@E'CFAT](I@Z4[@#-K,,,&Y'Z64K]YZO[M]+T9IDZDA 8.R*N9FPS"P{(OK^RC#3'? U#&1C$CL410F(,XX1S;7C[611*[% M-,Z6ON;82$S=B]1365AE9-\"B)[(ST[+15I9>TL/AED?P)^E*$J.;Y_!.C#> M@["XLTYQ[? S+&E['HVDG595C2V74_Q)49751^_@[FW[_&?^PXW_%QXIE#X]T M3 R)>8I49'GEY11W'H"IQ,"!]3(*TN^QT\8I*L.CL'"*[XE)M8.>9[\1+*7UY MS"SVV!#I*'@A*I?]28(C1XA"6))HC326N=)YF&L)]=LZY53'UO$R;P X<^IS MF8L8?IMGCR\JH5_]!-%.OL8_Y[^:Y#ZOFF*+D:(:L]0\KZO(]$;T-Q M(Z@7977WI@(0>'ELE==`"RB;D[]@ZW(\!+DZU/QGU\D(K#PXGL(J#RZH@WU6 MT(A"C)$E"GX*%:6!M8F8ND[<";!41.HMP&?]HOB''<[BTYH0X,BJ9"+LX RL MQ@YQ(8K%X;E$?PNHZ;6^V11VAC08@=CF.MX/9[>2C'8]B^:]GMUYS3Z#G/KN8$#P5OU5Y141=PZD\=(Z3<@.PR<7!RQ((USB*GM0%NLL.:0D).&&("5XGATK5M MME-4M\U<>0 5E'\+:+)W@ZD=#OXGA@? &SKO)DA=M"3&P"[UP8)_HA,R^>&F M H=6*$$4U;6OX+;14[?WW F05$KV#>!H-40RR^$+^,>*[?=YM!(RN39"AQ2% M1"H1FONA$62(=L@DB3T+2F!6NF3I/O35;51W FOI5+II"W>PAB:#L.S3\O#> M[N(9?C+8Z>,?SZ4S&V>O9MXNZXC7!J^!!+/[7;1L^Q M.^OCV L]G*W5P\63\!>W_N-GNEA$N!7S-%]7D!6Y+K!G>+X>WEQEQ!N0W8"X^,?IA?V74^C>. 9W'D[^=WOI8KF1AX;]JI M7-22LQSC5L@]SYE/5LI0^I5.# [(:0>+; F83; MIKR5_KF-H>;GLHHR,&(:\ MH;F37 "6M(A(!(,5 S,LT-)-5^Q#Q%QHE$ M$+$D5^,TL% I_,[&YB5P057VD7J0U?XF_XG"18&55M* MARTA9ON:Z5#M;YE%"4EN: OD$VY^>F,IRWD M-(*S\B#8!+VD%,W^ZDN MN [12$O@^C_ _X#G5U-S2* 3,"($"B(W%%188&,3@)A; ALPP&+4P;GGA/3 M"'+!:<1&.T%1+D%N(K<)([GU37GZRS7Y!SEAQMSQ:]*8;FDB;$, MRVSV^B# ;/ ,:<$XXI0P[Y7V"9_C"O,2R,VX'%0VWX54D? O#>#_CVX4[Y0,L:" =@8&B8W.("S B1,Z!5P\!7D])8U@KRI*NN(J:P!X M/ZZ^C^?BO%_6DYP?7W .+'A47EB"E'19),CSE!/OB44@!?C)8.1F^FIA$? MI24 %E)=[9>MY]WXKAQ:?5B HRE\>/IV-H[]P XO[5T<+_D2RH&1I WX_#E; MW.-L2(L 7AK! 4M)@N[^']/29NR_^LB[Z3ZJHW#'Y/? NU]Q/)H7L[C)=TL7 M;CBXFM]K9@(T6HA?\=L]5]^5'>Z@KK)TF M3MX7"_URCQXW?;69]\0<=18CJG(RNJ(8Z6CANZ"22Q33HG(/2EK>[SDJ90 M>E*U-@#7\SB>#M(_/A8G%VE9=/PAON4%,XEC%'!.6_?PQ3_5(BXW3_%(K2.G@5+D12YE*R+_FG'97[^8PTU MPDEQLC3@=00U=8S7#U(>J;&6X+==DOW6^'-Q/'3QULZ3)#6BG(_B#7(N$!0 M;CY%L8430Y/%XZ-/LRF(XEMW;X>K MT0GM4LJ!"4&B1IR# [!U1'I%YPW"R,CK:KV)5SPD;05]\&.E.K+"6]N@CCKTO MCT_PHO4\81/ V@I@%?D4D0;!F6,8Y(J&>C)[CQ+_-"U4OM;;!'ES1#2P'!8\ MKWG-=*V=%CK%A)R,"G$-:P0(>![Z$\819$D_VNJGI M-]H8V^AR_3U-3+XFXQP9;R1(AQ(-IHTWO$43L_4WVOO@[71OM/=1;HL]]U+R M1.7R_=2$W*,4OG,,S/"0YKJI/% MR L*SAV1 FG,-+)8!.V<($'T*ISW-^V0MY?.#^J0MX\":L<9/_Q*ET#^"$;[M OMYOIF7$PZ:1+U2%$'$E$*]EOK Y)*.!Q=,,MKTC$FJ7BO>[_!CWT]@+^%D3WT]M%0 X?>R_9MN?($ M3[8C8'MGFMLDN^Z1MY<>NW)"K8V)15?;\VX(O^@6 MQ1U? LL,%\]H9C3BE<)1;$X Q 7:!!).18A*\XKTPLGNN]]4#[V#,%!9Z;1.2]#FN=KE@#Q,VE5=?P;D_3/(M MP.4A@372P&.@P+@0>04%\!((1D+K ,=TE%'UKNO[C]MAARGJI[@,D5UGA M?]B_!K>SVR7ACH3$I31(,0]$&PL\:"R0#8EI*FC0O%)>1QDKA>"G'T(O\',"*3;3>*D^N(P3O- ;%H;+1@EP<.1$A6<3IXP)ZU0 M+ ^L$;'P76XBD]Q_U+ #5.@]N#>O/MW>S:0P?4XK@LQ$AM,I2I] SC@FX)1IX-0RAH!/S(TEAL?4"\I' MD?'^G=,"\'T[1;Z;1+&KV>VM'=]WZ?QG=@XF75K13%IDT7W2$13$IPVA3VB28(%S'-.D!<,21N4)]PIEDY6%.J4B6C'OS!9=L6V MP0@&!XU2(<&. (>'%_M\T26TOG1^4I+;/ FI[0>ORJHRU7$9, MD9<&Z*=$0%A"3P7C,9^Y;O>:9+;?OK;E:2VCS ;B*6OSW;11C//! MLOFFZW)_'#*

*(2%)*4DM9IG63E%-8"V?;,A?)(.Y\Q1FW1^X1U M8)L4]T"D99:XFAIC^AOD*NV%RB.S%7;1T,-G'TO4V**1JU\KMDO MD0&^D;=8>R,Q-Z1T[;%3\-%(P+F% [@Z3/Y>2^7<#GV^4,J=O[OA\%,W_M.. MPW7 TG!K)%*0"L 2;E?9>6ZL,ZV6C[)SJ;P/4$KC8JR+57DHZ M&')W<3SHPM74C]<%[L-'/M=I!_'MY.[A;O7,PY]DH5YC0B,U4J((UB'BA#GD MM U(6Q"MP)Y0TB^SXQ@J_C;1@=)P?3/5MK]YVF2=)](C<&8P^#6YC*(1!N5K M?@P^#^&X7]Y&F?7BR6=?/L&?RQ,'$'YD$ 5-=+V;YG4_Q MY&4>*H]-(QZXJZP.^,?H;I ' 0YL?X!?_JL(F;]'K6)T[=3%PQ+N)9&*Y\ S M^N+T9Q<*Z^O%F%5LCL.TM5X:C>CJ$J;=CF]'X=/0WA31U/,1JYS&!^EIK20: MT5)>|>>C21B74].+(:N\7CEX]WLMBT84]5_=GT_TE=T!-PQ=I7[O08K;+IO* M"GP\4P>W,8"%?-[=WH$A?_1RVS9NE4XD>ZFNAU1:6'B3RD-AT]T/>3)'+6(U@U834,;9-[U$T #M[B+]0\?WK%H#DJ?>C9V M76>YURK:*I0&E'7U$YC]8"Q]N[87L&71LWF>]A X MJ7:[/47= !SFM)W=P?1^<4WT;7#S7_KAM;\?0O517]VJRGW#]ET=9 MG\GR<3R_+SA1"L[KT8NDW^P@ND#J3<[R^A7']Q?IU5ROP' 0[GM-<,2278[Z M,,WQP?FU U;+*^ZCG]7%NDTLE3? 9;W$"LIO[0_D,.#I(OVZ\:OK;*O>NEQ#^_M?WU]1>,V67<[&&_H7(DPY.U@ MM.@A"C\L=L"\&KC:IG:H9=!'3+6WO)N;Z9*IHZ--SX>]E@!Z]+;6BZ*R? AX(M&MGA?2[5722W:>.@U9)!C[2]-XJGLO:NIO^Z'/N+\??)^.-D.E@T6BZ9)=]K M@FJ9HH=J=1^Q5=;PQ6P*>SRJLN= FKG /S:3?\9'T_J M6"J-N\\$U3))"QR6.\566<.?8-!N%!\X+7$ANF'(:AFEAVIQNVC:TMMOL_B] M^_A7ONN/P.)!]$7ZK^XVSNM(MCN^_V#]/H?NMD)6[."^)@#[R:! &P/&_9W8X2 ._I/Z[_>M#',4TF!Z=+*''0 MA/6NZDO"H:] M6$D3;\NP]1((^CAA;=IZ:P@L[$>_'+:7$IN*=>V644.W EV<@%_X+?Y[-A@_ M[BME-N4]INFEY*9"7_O+L-4LH,M?I\H >CYRD>R?+<06R/RYM/?_F%S&,7A;-MMW:D8^G$GS[C'[&N03C'Y_H\#E+MPG4/+:RNR)? 74_F:P>2A\.7Y,UKP)5((MD\<+WLJZVJZ/:32V757<:N M@)Z>1JF94[);UMT6QNLG^0!)7XNHX^58]=Y"[ZF4#4+X3Z[B6YXT_\E/_$]^_MXGZZ"? _K>S?WQX]=']LJI9&M6UUK&6VM@*&PT>RRBR-E\/5.],7BKOKPWMM MI=S<3,>OED:3T3\L+-[<$7@1MYI,1]]=KFY\=C=TPW^.2^AL[]EJ6FJ;--85 M$%\#:L\T XN3JU_^?#(MI-VU@]:T['HJ<9LP:CL_I?5TL(Y.L]!V2;_K)XI& MM'0Y'A=7U,LQZZVG W2U02"UHW3_GMZ?_3D.DTQB 56M&Z]>A>5>V]X6$;2B MG!.;(_O,4R^.MT5-Z[3Y;FR09XQ]_,L/;\""^G8WGH;7+)1>H?VFJ_=(-(VEOY^^NW*";LR5K)[]7FTI/\EI2_Y 6/CG^,2Y_GALI:Q:1R,EJ/%71DN_M_P &;WZ;KL4[\ &_?H1] 9CL/ULUH[,/ X6;SN|R-GD(BW9N$AS!#^R41@=_M!T];[9EG\3WD(&'73F_^('Q! [RB\/C<7&]^G89CS=MZ-PN2W,7Q3"CF%2*CV_ML+0,CLHJHC*J?OL5PN1B?#']..?X(%$XNP\7HD9NOT_SS/R??TM!GMKY/AUE MN;%'*4B5F+_:X]8R>"JH@MI-<1:=*X^^REP=I]!AL^TBML5QZ9>M/3LY[ZJB,/II#$L,'?WB9/V(]>[_#]/75KG43B\#4L)C+M9% M2@,/XWX:E5EKNT>OMP4>ILO>\JJ]9\8X_GWX^3R:S@AK=-FXUV_?0?72W_MC&KOJ#]S[?[P2&@1+6X;MYK%>>CNNEM&U==B] [V;VF&)YWLOQZI6)>7@-;=6 M%O4U=.:G,SL8Z&M<=.8UA9)#KW/*5G:(DDI<-W:]\B(% M=+E%6"ULI8^D%M]0-XYR&(.5OTU*>Y'Y3U2LQ M>2[VT(Q]%X3U*LT4DS7F\76G(9?!9E/I>DM$_72>%.Q MHP/$6%GS:I:?S/DR^%5&Z7WGZ*7OE])/>PJON45^,?T9QR=>W^OGZ*7JE@)7 M>PJO]JJV;C:TXR^#R;3@5??F47NILZ5PUDX!U5;@ZYWEV$C(AB%[92NT%,S: M+IKJD?^'S;^\ G>-W4N3+86R>@JKHDH?^I,_&NY?NLFV?*U#VL _'[N7$EL) M8&T53W5KYX7E?>SR6SM@+W6U%(#:)I;.%6[S094Y*J2P=>/UTE=+ :,M0FDA MQ%^DJ[GJ0+T4U%*49YT8JALAW=&ID@]C]-)'2S&8%\RWD>9]M#KVS5>E+85) M&DQ3[4;_@^&R).RW./'CP?P:IE">ZN[A>RFQI0!(?Y%5/Y?"(--EAQS37T_< ME;I^WC5Z+\VV% OI+;#:O]IH,OHP2M/\A*A8_O&&,7N]"6@I*K)#,-4S")Y>_M?Y5+%5@_9B_5M10&V2&<5KL/?!Y-!B#,[V,[[SPY'N>\Z=Q5X44$X,A6!%NF M*=*7H"\;!9H4O)K]%2P.+/:[<=AC(M"/PWW(G6R.,T^P=L,"*E7!WZ>)9S'F+_M,&K?%#R2=O1;TA=#5=/-5FFOU4I#KTO/AL,U>TF9K-8 MNYT\'BSYX?%"CZ/1 &;\;PN33M>6IMTD^[5_6;.@/@] MCF\G%^G[.,#V6L:9W3)L-57M9R+O%DQU0SE35;)QZ?.1JI6/V->%6<-^*RKY M/I@> [5T^&ZI:'8@#E?),)6U\FTVC 0[0;)1'[JI:0R?AO;F*/5L&K-:C8?] M]+1#)/5OLTZALRW#5BOJL) ;=@NFB0UP3E=^_V:G)3;!9\-5*^APR$:X3A - M;8;?Q[>C:=F]<&7(:J4<#M*7PNDK9VPD,(VCU]MBL-1^V!S:GMP&,:W@Y$M MN!. ^'+%>X89#=L,-\FA"5Q__NAN,2ZKJQ8#URC(1^? 7;KHDM4R\O_\LC83_C]3S%OF=?D=?_B)_ M<782_^_ XW\#4$L! A0#% @_+(-F65XD'W@-_" I"@_!4 M_(! &$R,#(T<3-E>&AI8FET,S$Q+FAT;5!+ 0(4 Q0_("R# M9EET24C\! @_+4H 5_" 4_(!A,C_R-'$S97AH:6)I M=#,Q,BYH=&U02P$'"% ,4_" L@V99U5WK$90$ 8$@_%0 M @_%W$ 83(P,C1Q,V5X;&EB;70S,C$N;'1M4$L! A0#% @_+(-F M6<(**@>/! (!(!4_(!/A4 &$R,#(T<3-E>&AI8FET M,S(R+FAT;5!+ 0(4 Q0_("R#9EFZD=Y"G1,! &?K!P) M_" 0 : !E>#$P,2YH=&U02P$'"% ,4_" L@V99W]F-17O1 0#Z/!0 M$0 @_'$+0$ +9)<"L9_",Z0 %0 M @_'?%0, &UL4$L! A0#% @_+(-F M65RZJ6_,,L# !4_(!/2\# ')C=7,M,C R-# Y,S!? M9&5F+GAM;%!+ 0(4 Q0_("R#9EGX!!JSM$0 .%(_4 M_" 1J(P!R8W5S+3(P,C0P.3,P7V&UL4$L%!@_2 !(_FP0 $P]!P $! end XML 88 rcus-20240930_htm.xml IDEA: XBRL DOCUMENT 0001724521 2024-01-012024-09-30 0001724521 2024-10-30 0001724521 rcus:LicenseAndDevelopmentServicesRevenueMemberus-gaap:RelatedPartyMember 2024-07-012024-09-30 0001724521 rcus:LicenseAndDevelopmentServicesRevenueMemberus-gaap:RelatedPartyMember 2023-07-012023-09-30 0001724521 rcus:LicenseAndDevelopmentServicesRevenueMemberus-gaap:RelatedPartyMember 2024-01-012024-09-30 0001724521 rcus:LicenseAndDevelopmentServicesRevenueMemberus-gaap:RelatedPartyMember 2023-01-012023-09-30 0001724521 rcus:LicenseAndDevelopmentServicesRevenueMember 2024-07-012024-09-30 0001724521 rcus:LicenseAndDevelopmentServicesRevenueMember 2023-07-012023-09-30 0001724521 rcus:LicenseAndDevelopmentServicesRevenueMember 2024-01-012024-09-30 0001724521 rcus:LicenseAndDevelopmentServicesRevenueMember 2023-01-012023-09-30 0001724521 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liquidity and capital resources Organization Arcus Biosciences, Inc. (referred to as "Arcus," "we," "our," "us," or the "Company") is a clinical-stage biopharmaceutical company focused on creating best-in-class therapies. Using our robust and highly efficient drug discovery capability, we have created a significant portfolio of investigational products which are in clinical development, with our most advanced molecule, an anti-TIGIT antibody, now in multiple Phase 3 registrational studies targeting lung and gastrointestinal ("GI") cancers. Our deep portfolio of novel small molecules and enabling antibodies allows us to create highly differentiated therapies, which we are developing to treat multiple large indications. We operate and manage our business as one reportable and operating segment, which is the business of developing and commercializing highly differentiated therapies that have a meaningful impact on patients. Liquidity and Capital Resources As of September 30, 2024, we had cash, cash equivalents and marketable securities of $1.1 billion, which we believe will be sufficient to fund our planned operations for a period of at least twelve months following the date of filing of this report. 1111000000000Summary of significant accounting policies Basis of Presentation These interim financial statements should be read in conjunction with the audited Consolidated Financial Statements and the related notes thereto for the year ended December 31, 2023 included in our Annual Report on Form 10-K filed with the Securities and Exchange Commission ("SEC") on February 21, 2024. There have been no significant changes to our summary of significant accounting policies as disclosed in that filing. These interim financial statements have been prepared in accordance with U.S. generally accepted accounting principles ("U.S. GAAP") for interim financial information and include all normal and recurring adjustments that management believes are necessary for a fair presentation of the periods presented. The Condensed Consolidated Balance Sheet as of December 31, 2023 has been derived from audited consolidated financial statements at that date but does not include all of the information required by U.S. GAAP for complete financial statements. Operating results for the nine months ended September 30, 2024 are not necessarily indicative of the results that may be expected for the year ending December 31, 2024 or for any future period. Use of Estimates The preparation of the Condensed Consolidated Financial Statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses and related disclosures. We base our estimates on historical experience and on various market-specific and other relevant assumptions that we believe to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Estimates are assessed and updated each period to reflect current information. Actual results may differ materially from those estimates. Recent Accounting Pronouncements <span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-

weight:400;line-height:120%">There have been no new accounting pronouncements issued or adopted during the period with a significant impact to our financial statements. Basis of Presentation These interim financial statements should be read in conjunction with the audited Consolidated Financial Statements and the related notes thereto for the year ended December 31, 2023 included in our Annual Report on Form 10-K filed with the Securities and Exchange Commission ("SEC") on February 21, 2024. There have been no significant changes to our summary of significant accounting policies as disclosed in that filing. These interim financial statements have been prepared in accordance with U.S. generally accepted accounting principles ("U.S. GAAP") for interim financial information and include all normal and recurring adjustments that management believes are necessary for a fair presentation of the periods presented. The Condensed Consolidated Balance Sheet as of December 31, 2023 has been derived from audited consolidated financial statements at that date but does not include all of the information required by U.S. GAAP for complete financial statements. Operating results for the nine months ended September 30, 2024 are not necessarily indicative of the results that may be expected for the year ending December 31, 2024 or for any future period. Use of Estimates The preparation of the Condensed Consolidated Financial Statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses and related disclosures. We base our estimates on historical experience and on various market-specific and other relevant assumptions that we believe to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Estimates are assessed and updated each period to reflect current information. Actual results may differ materially from those estimates. Recent Accounting Pronouncements There have been no new accounting pronouncements issued or adopted during the period with a significant impact to our financial statements. Related party - Gilead Sciences, Inc. In 2020, we and Gilead entered into an Option, License and Collaboration Agreement (the "Gilead Collaboration Agreement"), Common Stock Purchase Agreement (the "Stock Purchase Agreement"), and Investor Rights Agreement (the "Investor Rights Agreement"). The Gilead Collaboration Agreement was amended in 2021 (the "First Gilead Collaboration Agreement Amendment"), in 2023 (the "Second Gilead Collaboration Agreement Amendment"), in January 2024 (the "Third Gilead Collaboration Agreement Amendment") and in May 2024 (the "Fourth Gilead Collaboration Agreement Amendment"). The Stock Purchase Agreement was amended in 2021 (the "First Stock Purchase Agreement Amendment"), in 2023 ("the "Second Stock Purchase Agreement Amendment"), and was amended and restated in January 2024 (the "Third Stock Purchase Agreement Amendment"). The Investor Rights Agreement was amended in 2022 (the "First Investor Rights Agreement Amendment") and was amended and restated in January 2024 (the "Second Investor Rights Agreement Amendment"). We refer to these agreements collectively as the Gilead Agreements. Stock Purchase and Investor Rights Agreements In June 2023, under the Second Stock Purchase Agreement Amendment, Gilead purchased 1.0 million shares of our common stock for total gross proceeds of $20 million. In January 2024, under the Third Stock Purchase Agreement Amendment, Gilead purchased 15.2 million shares of our common stock for total gross proceeds of $320 million, of which $87 million was determined to be a premium on the purchase of common stock and allocated to the performance obligations under the Third Gilead Collaboration Agreement Amendment, see Note 5, Revenues. Gilead has the right, at its option until July 2025, to purchase up to a maximum of 35% of the Company's then-outstanding voting common stock, at a purchase price equal to the greater of a 20% premium to market (based on a trailing five-day average closing price at option exercise) or the $33.54 initial purchase price. Based on the value of our common stock at each contract closing, the right to purchase additional shares had no value. Under the Investor Rights Agreement entered into in 2020 and subsequently amended, Gilead has: the right to designate three members of our board of directors; registration rights for shares that it purchases; and pro rata participation rights in certain future financings. Gilead has exercised its rights to appoint all three board members and we have registered all shares purchased to date. As of September 30, 2024, Gilead held approximately 32.9% of our outstanding common stock arising from purchases in our May 2020 public offering and purchases under the Stock Purchase Agreement and the related amendments. Collaboration Agreements In 2020, we entered into the Gilead Collaboration Agreement, which gave Gilead an exclusive license to develop and commercialize zimberelimab (the anti PD-1 program) in certain markets and time-limited options to acquire exclusive licenses to develop and commercialize any of our then-current and future clinical programs arising during the 10-year collaboration term, contingent upon $100 million option continuation payments payable on each of the second, fourth, sixth and eighth anniversaries of the agreement. Upon closing of the transaction in July 2020, Gilead made an upfront payment of $175 million. In 2021, we entered into the First Gilead Collaboration Agreement Amendment pursuant to which Gilead exercised its option to three programs—providing Gilead with exclusive licenses to develop and commercialize domvanalimab and AB308 (collectively, the anti-TIGIT program), etrumadenant (the adenosine receptor antagonist program) and quemliclustat (the CD73 program), in certain markets—for a total payment of $725 million that was received in 2022. The amendment also (i) provided for a slight reduction in the royalties for these three programs, such that Gilead will pay us tiered royalties as a percentage of revenues ranging from the mid-teens to the low twenties; and (ii) removed the $100 million option continuation payment that was otherwise due on the second anniversary of the Gilead Collaboration Agreement. With respect to domvanalimab, we are also eligible to receive up to $500 million in potential U.S. regulatory approval milestones. Gilead's option, on a program-by-program basis, will expire after a prescribed period following the achievement of a clinical development milestone in such program and our delivery to Gilead of the requisite data package. Gilead may exercise its option to any program at any time prior to expiration of the option and will pay Arcus an option fee of $150 million per program. For each program that Gilead opts in to, both companies will co-develop and equally share global development costs, subject to certain opt-out rights that we have, caps on our spending and related subsequent adjustments, and certain other exceptions. For each program, provided we have not exercised our opt-out rights, we have the option to co-promote in the U.S. with equal sharing of related profits and losses. Gilead has the right to exclusively commercialize outside of the U.S., subject to the rights of our existing partners in any territories and will pay us tiered royalties as a percentage of revenues ranging from the high teens to the low twenties. Under the First Gilead Collaboration Agreement Amendment, Gilead also has option rights to two oncology research programs for which we will lead discovery and early development activities. With respect to these two research programs, Gilead has the right to exercise its option, on a program-by-program basis, either (i) upon our completion of certain IND-enabling activities for an option payment of $60 million or (ii) following the achievement of a clinical development milestone for an option payment of $150 million. In May 2023, we entered into the Second Gilead Collaboration Agreement Amendment pursuant to which we expanded our collaboration to provide Gilead with options to license up to four jointly selected research-stage programs that target inflammatory diseases for which we will lead discovery and early development activities. We will receive an upfront payment of $17.5 million for each initiated program and Gilead will have an option to license each program at two separate, prespecified time points. For the first two research programs, Gilead has the right to exercise its option, on a program-by-program basis, either (i) upon our completion of certain IND-

enabling activities for an option payment of $45 million or (ii) following the achievement of a clinical development milestone for an option payment of $150 million. If Gilead exercises its option at the earlier time point for the first two programs, we would be eligible to receive up to $375 million in regulatory and commercial milestone payments as well as tiered royalties for each optioned program. For any other program option exercise by Gilead, the parties would have rights to co-develop and share global development costs and to co-commercialize and share profits in the U.S. for that program. We received a total upfront payment of $35 million for an initial two research programs in June 2023. Gilead's options to the other two research programs, expires unless the programs are selected prior to May 2025, as amended under the Fourth Gilead Collaboration Agreement Amendment. In January 2024, we entered into the Third Gilead Collaboration Agreement Amendment. The Third Gilead Collaboration Agreement Amendment, among other things, (i) requires Gilead to pay the $100 million option continuation payment due on the fourth anniversary of the Gilead Collaboration Agreement, which was received in the third quarter 2024 (ii) provides that we will operationalize and fund a Phase 3 study we plan to initiate to evaluate quemliclustat in pancreatic cancer subject to Gilead's right to reinstate the study as part of the parties' joint development activities upon regulatory approval, (iii) provides that we will solely fund our share of PACIFIC-8, subject to Gilead's right to reinstate PACIFIC-8 as part of the parties' joint development activities for the TIGIT Program in the first quarter of 2026, and (iv) provides that we will fund certain other activities. All other terms of the existing collaboration agreements, remain unchanged. As of September 30, 2024, Gilead has licenses to domvanalimab, AB308, etrumadenant, quemliclustat and zimberelimab. For the three months ended September 30, 2024 and 2023, we recognized revenue under the Gilead Agreements of $30 million and $28 million, respectively, and net reimbursements from Gilead recognized as reductions in Research and Development ("R&D") expense of $2 million and $22 million, respectively. For the nine months ended September 30, 2024 and 2023, we recognized revenue under the Gilead Agreements of $207 million and $82 million, respectively, and net reimbursements from Gilead recognized as reductions in R&D expense of $32 million and $89 million, respectively. At September 30, 2024 and December 31, 2023, we had a net receivable of $2 million and $20 million, respectively, recorded in Receivable from collaboration partners on our Condensed Consolidated Balance Sheets. At December 31, 2023, we had $6 million recorded in Other noncurrent assets on our Condensed Consolidated Balance Sheets. For a more detailed discussion on revenues recognized under the Gilead Agreements, see Note 5, Revenues.
1000000.020000000152000003200000008700000000.350.20P5D33.540.329P10Y1000000001750000003725000000100000000500000000 and collaborations We enter into licensing agreements, strategic collaborations and other similar arrangements with third parties for the development and commercialization of certain investigational products. These arrangements may be collaborative and involve two or more parties who are active participants in the operating activities of the collaboration and are exposed to significant risks and rewards depending on the commercial success of the activities. These arrangements may include: non-refundable upfront payments; payments for options to acquire certain rights; potential development and regulatory milestone payments and/or sales-based milestone payments; royalty payments; revenue or profit-sharing arrangements; expense reimbursements; and cost-sharing arrangements. Operating expenses for costs incurred pursuant to these arrangements are reported in their respective expense line items in the Condensed Consolidated Statements of Operations, net of any payments due to or reimbursements due from our collaboration partners, with such reimbursements being recognized at the time the party becomes obligated to pay. Our significant arrangements are discussed below. For a more detailed discussion on revenues recognized under these arrangements, see Note 5, Revenues. Gilead Collaboration See Note 3, Related party - Gilead Sciences, Inc. Taiho Collaboration In 2017, we entered into an agreement with Taiho Pharmaceutical Co., Ltd ("Taiho") under which we granted them exclusive options to programs arising over a five-year period which ended in September 2022 for an upfront payment of $35 million. Upon an option exercise of a program, Taiho would obtain exclusive development and commercialization rights to investigational products under the program to Japan and certain other Asian countries (excluding China) (the "Taiho Territory"). For each option that Taiho exercises, they will be obligated to make a payment of $3 million to $15 million, depending on the development stage of the optioned program. Upon exercise, Taiho is solely responsible for continued development and commercialization in the Taiho Territory. In addition, for each optioned program we would be eligible to receive clinical and regulatory milestones of up to $130 million and commercial milestone payments of up to $145 million with the achievement of certain sales thresholds in the Taiho Territory. We will also receive royalties ranging from high single-digits to mid-teens on net sales of licensed products in the Taiho Territory. Royalties will be payable by product and country commencing on the first commercial sale and ending upon the later of: (a) 10 years; and (b) expiration of the last-to-expire valid claim of our patents covering the manufacture, use or sale. As of September 30, 2024, Taiho has licenses for the Taiho Territory to (i) etrumadenant (the adenosine receptor antagonist program); (ii) zimberelimab (the anti PD-1 program); (iii) domvanalimab and AB308 (the anti-TIGIT program); and (iv) quemliclustat (the CD73 program), for which Taiho exercised its option in July 2024 for an option payment of $15 million which was received in the third quarter 2024. During 2022, Taiho opted to participate in two global Phase 3 trials of domvanalimab and zimberelimab combinations, STAR-121 and STAR-221, and became obligated to reimburse us for their portion of the global study costs, and to make milestone payments contingent upon successfully satisfying the related clinical milestones. During the quarter ended September 30, 2023, the clinical milestones for domvanalimab and zimberelimab for the STAR-221 study were met and Taiho became obligated to pay us $28 million which has been fully received. In January 2024, the clinical milestones for domvanalimab and zimberelimab for the STAR-121 study were met and Taiho became obligated to pay us $26 million, of which $16 million was received in the quarter ending March 31, 2024 with the remaining $10 million due in the first quarter of 2025. In October 2024, Taiho opted to participate in the global Phase 3 trial of quemliclustat, PRISM-1, and became obligated to reimburse us for their portion of the global study costs, and to make milestone payments totaling $19 million contingent upon successfully satisfying the related clinical milestone. For the three months ended September 30, 2024 and 2023, we recognized revenue under this arrangement of $18 million and $4 million, and net reimbursements from Taiho of $3 million and $2 million, recognized as a reduction in R&D expense. For the nine months ended September 30, 2024 and 2023, we recognized revenue under this arrangement of $25 million and $4 million, and net reimbursements from Taiho of $10 million and $4 million, recognized as a reduction in R&D expense. At September 30, 2024 and December 31, 2023, we had $14 million and $18 million, respectively, related to these agreements recorded in Receivable from collaboration partners on our Condensed Consolidated Balance Sheets. AstraZeneca Collaboration In 2020, we entered into a collaboration with AstraZeneca to evaluate domvanalimab, our investigational anti-TIGIT antibody, in combination with AstraZeneca's durvalumab in a registrational Phase 3 clinical trial in patients with unresectable Stage 3 non-small cell lung cancer ("NSCLC"), known as the PACIFIC-8 trial. The terms of this agreement were amended in January 2024. Under the collaboration, as amended, each company will retain existing rights to their respective molecules and any future commercial economics. AstraZeneca will conduct the trial, and each company will supply their respective investigational product to support the trial. We may incur milestones of up to $24 million upon the achievement of certain clinical trial progress milestones or under certain circumstances if the agreement is terminated early and we

*will reimburse AstraZeneca annually for a portion of the trial costs. The portion of the costs that we consider to be unavoidable are accrued as incurred and milestones that are deemed probable of occurring are accrued in advance of the achievement of the milestone. Prior to January 2024, the PACIFIC-8 trial formed part of the Arcus and Gilead joint development program for domvanalimab and our portion of the trial costs were shared with Gilead. At December 31, 2023, we had recognized amounts due from Gilead for these shared costs of $6 million, recorded in Other noncurrent assets on our Condensed Consolidated Balance Sheet. Under the Third Gilead Collaboration Agreement Amendment, we agreed to solely fund our share of PACIFIC-8, subject to Gilead's right to reinstate PACIFIC-8 as part of the parties' joint development activities for the TIGIT Program in the first quarter of 2026. For the nine months ended September 30, 2024, we incurred $6 million of R&D expense reflecting our additional share of incurred costs. For the three months ended September 30, 2024 and 2023, we recognized as R&D expense $4 million and $1 million, respectively under this arrangement. For the nine months ended September 30, 2024 and 2023, we recognized as R&D expense $10 million and $6 million, respectively under this arrangement. At September 30, 2024, we have recognized a total liability of $22 million related to our obligation to AstraZeneca, of which $10 million is recorded in Other current liabilities and $12 million is recorded in Other noncurrent liabilities on our Condensed Consolidated Balance Sheets. At December 31, 2023, we have recognized a liability of $11 million, which is recorded in Other noncurrent liabilities on our Condensed Consolidated Balance Sheets. WuXi Biologics License – anti-PD-1 In 2017, we entered into an agreement with WuXi Biologics Ireland Limited ("WuXi Biologics") which, as amended, provides us with exclusive rights to (i) develop, use and manufacture products that include an anti-PD-1 antibody, including zimberelimab, worldwide and (ii) commercialize any such products worldwide, except in Greater China. Under this agreement, as of September 30, 2024, we may incur (i) regulatory milestone payments of up to $50 million, (ii) commercialization milestone payments of up to $375 million, (iii) tiered royalties that range from the high single-digits to low teens on net sales of the licensed products and (iv) fees related to any sublicenses. For the three and nine months ended September 30, 2024 and 2023, we did not have any milestones or royalties due under this arrangement. WuXi Biologics License – anti-CD39 In 2020, we entered into an agreement with WuXi Biologics, under which we obtained the exclusive worldwide license to develop and commercialize anti-CD39 antibodies discovered under this arrangement. Under this agreement, as of September 30, 2024, we may incur additional clinical and regulatory milestone payments of up to $14 million and royalty payments in the low single digits on net sales of the licensed products under this agreement. For the three and nine months ended September 30, 2024, and the three months ended September 30, 2023, we did not have any development milestones due under this arrangement. For the nine months ended September 30, 2023, we incurred development milestones under this arrangement of $1 million, which were recognized as R&D expense. Abmuno License In 2016, we entered into an agreement (the "Abmuno Agreement") with Abmuno Therapeutics LLC ("Abmuno"), under which we obtained the exclusive worldwide license to develop, use, manufacture, and commercialize products that include an anti-TIGIT antibody, including domvanalimab. Under this agreement, as of September 30, 2024 we may incur additional clinical, regulatory and commercialization milestone payments of up to $88 million. For the three and nine months ended September 30, 2024 and 2023, we did not have any milestones due under this arrangement. Exelixis Collaboration In 2023, we entered into a clinical trial collaboration with Exelixis for STELLAR-009, a Phase 1b/2 trial to evaluate casdatifan, our investigational inhibitor of the transcription factor HIF-2α, in combination with Exelixis's zanzalintinib, a next-generation tyrosine kinase inhibitor, in patients with clear cell renal cell carcinoma ("ccRCC"). Under the collaboration, each company will retain existing rights to their respective molecules and any future commercial economics. Exelixis will conduct the STELLAR-009 trial, and each company will supply their respective investigational product to support the trial. We will reimburse Exelixis for a portion of the trial costs. In August 2024, both parties agreed to terminate the agreement and wind down the STELLAR-009 trial. For the three months ended September 30, 2024 and 2023, we recognized R&D expense of $2 million and $1 million, respectively, under this arrangement. For the nine months ended September 30, 2024 and 2023, we recognized R&D expense of $5 million and $1 million, respectively, under this agreement.
P5Y350000003000000150000001300000001450000000P10Y150000002800000026000000160000001000000019000000180000000400000003
The following table summarizes our revenues by collaboration, category of revenue, and the method of recognition (in millions): <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:29.203%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.960%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.657%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.960%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.960%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.263%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.267%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Three Months Ended September 30,</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Nine Months Ended September 30,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Over time</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Point in time</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:0.25pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:0.25pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:0.25pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:0.25pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:0.25pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:0.25pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#ceeeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Gilead Collaboration</td><td colspan="3" style="background-color:#ceeeff;border-top:0.25pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom"> </td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td colspan="3" style="background-color:#ceeeff;border-top:0.25pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom"> </td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td colspan="3" style="background-*

color:#cceeff;border-top:0.25pt solid #000;padding:2px 1pt;text-align:right;vertical-align:bottom"> </td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:0.25pt solid #000;padding:2px 1pt;text-align:right;vertical-align:bottom"> </td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:0.25pt solid #000;padding:2px 1pt;text-align:right;vertical-align:bottom"> </td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:0.25pt solid #000;padding:2px 1pt;text-align:right;vertical-align:bottom"> </td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 8.37pt;text-align:left;vertical-align:middle">License and R&D services</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">*</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom"> </td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">25 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">20 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">185 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">57 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 8.37pt;text-align:left;vertical-align:middle">Access rights</td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:center;vertical-align:bottom">*</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:center;vertical-align:bottom"> </td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">8 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">22 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">25 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 2.37pt;text-align:left;vertical-align:middle">Taiho Collaboration</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom"> </td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom"> </td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:right;vertical-align:bottom"> </td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:right;vertical-align:bottom"> </td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:right;vertical-align:bottom"> </td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:right;vertical-align:bottom"> </td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 8.37pt;text-align:left;vertical-align:bottom">License revenue</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:center;vertical-align:bottom">*</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">15 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">15 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 8.37pt;text-align:left;vertical-align:bottom">R&D services</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">*</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">10 </td><td style="background-color:#ffffff;padding:2px 1pt

2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 18.37pt;text-align:left;vertical-align:bottom">Total revenues</td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> </td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> </td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:0.25pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:0.25pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">48 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:0.25pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:0.25pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:0.25pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">32 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:0.25pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:0.25pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:0.25pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">232 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:0.25pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:0.25pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:0.25pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">86 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:0.25pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> Revenues from Gilead accounted for 63% and 88% of Total revenues for the three months ended September 30, 2024 and 2023, respectively and 89% and 95% of Total revenues for the nine months ended September 30, 2024 and 2023, respectively. The following table summarizes the revenue recognized as a result of changes in the deferred revenue balance (in millions): <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:48.596%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.021%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.021%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.021%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.023%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Three Months Ended September 30,</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Nine Months Ended September 30,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:0.5pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:0.5pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:0.5pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:0.5pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:0.5pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:0.5pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:middle">Revenue recognized from amounts in deferred revenue at the beginning of the period</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">33 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">28 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">212 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">79 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> At September 30, 2024 and December 31, 2023, we had $394 million and $398 million of deferred revenue remaining on our Condensed Consolidated Balance Sheets, respectively, allocated between current and noncurrent based on the expected timing of future recognition. Revenue from the Gilead Collaboration In 2021, we entered into the First Gilead Collaboration Agreement Amendment, which we determined represented a contract modification which was accounted for as a termination of the existing contract and the creation of a new contract. On January 29, 2024, we entered into the Third Gilead Collaboration Agreement Amendment, which we determined was a change in scope and price of the original contract and we accounted for this contract modification as both a modification of the existing contract and the creation of a new contract. Under the applicable accounting rules for such

contract modifications, we did not adjust the accounting for completed performance obligations that were distinct from the modified goods or services. However, we adjusted revenue previously recognized to reflect the effect of the contract modification due to the updated estimated transaction price allocated to the partially satisfied performance obligations and the updated measure of progress as of the modification date. Accordingly, we allocated the transaction price to the remaining performance obligations (both from the existing contract and the modification) and recognized a cumulative catch-up to revenue of $107 million based on the updated transaction price and measure of progress for the partially satisfied performance obligations. This cumulative catch-up reduced net loss per share, basic and diluted, in the nine months ended September 30, 2024 by $1.19 (see Note 3, Related party - Gilead Sciences, Inc.).</div><div style="margin-top:6pt;text-align:justify;text-indent:36pt">The following table summarizes the transaction price (in millions):</div><div style="margin-top:6pt;text-align:justify"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:85.112%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.082%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Transaction price</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"><div style="text-align:center">Amount</div></td></tr><tr><td colspan="3" style="background-color:#cceeff;border-top:0.25pt solid #000;padding:2px 1pt;text-align:left;text-indent:9pt;vertical-align:bottom">Premium from Third Stock Purchase Agreement Amendment</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:0.25pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%">$</td><td style="background-color:#cceeff;border-top:0.25pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">87 </td><td style="background-color:#cceeff;border-top:0.25pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;text-indent:9pt;vertical-align:bottom">Option continuation payment received in the third quarter of 2024</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">100 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;text-indent:9pt;vertical-align:bottom">Deferred revenue as of January 29, 2024</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">335 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 13pt;text-align:left;text-indent:9pt;vertical-align:bottom">Total transaction price</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:0.25pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:0.25pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">522 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:0.25pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> Our assessment of the updated transaction price for the Third Gilead Collaboration Agreement Amendment included an analysis of amounts we expected to receive, which at contract amendment consisted of: the $100 million option continuation payment that Gilead committed to and paid in the third quarter of 2024 for continued access to our pipeline; $87 million allocated from the premium from the Third Stock Purchase agreement; and $335 million deferred revenue remaining from the First Gilead Collaboration Agreement Amendment effective December 2021. We determined the entire $522 million to be the allocable transaction price as of the amendment closing date, due to the history of timely payments by Gilead.</div><div style="margin-top:6pt;text-align:justify;text-indent:36pt">The following table summarizes the allocation of the transaction price to the performance obligations (in millions):</div><div style="margin-top:6pt"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:57.536%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.084%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Allocation to performance obligations</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Distinct</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Combined</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Amount</td></tr><tr><td colspan="3" style="background-color:#cceeff;border-top:0.25pt solid #000;padding:2px 1pt 2px 10.36pt;text-align:left;vertical-align:bottom">Etrumadenant - License and R&D services</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:0.25pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:0.25pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">*</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:0.25pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%">$</td><td style="background-color:#cceeff;border-top:0.25pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">210 </td><td style="background-color:#cceeff;border-top:0.25pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 10.36pt;text-align:left;vertical-align:bottom">Quemliclustat - License and R&D services</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:right;vertical-align:bottom">168</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 10.36pt;text-align:left;vertical-align:bottom">Domvanalimab - R&D services</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:center;vertical-align:bottom">*</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:right;vertical-align:bottom">33</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 10.36pt;text-align:left;vertical-align:bottom">Access rights</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">*</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td>*

<td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:right;vertical-align:bottom">57</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 10.36pt;text-align:left;vertical-align:bottom">Option continuation periods</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:center;vertical-align:bottom">*</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:right;vertical-align:bottom">20</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 10.36pt;text-align:left;vertical-align:bottom">Rights to certain studies</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">*</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:right;vertical-align:bottom">34</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 20.44pt;text-align:left;vertical-align:bottom">Total allocated transaction price</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:0.25pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:0.25pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">522 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:0.25pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> We accounted for each performance obligation as follows: Etrumadenant – License and R&D Services Under the Gilead Collaboration Agreement, Gilead obtained an option to the exclusive rights to our adenosine receptor program, etrumadenant, in exchange for an option payment of $250 million, if exercised. Effective December 2021, under the First Gilead Collaboration Agreement Amendment, Gilead exercised the option and obtained an exclusive license to etrumadenant and we were also obligated to perform further R&D services for Gilead related to etrumadenant. We determined that the license and R&D services were combined at inception of the agreement based on an evaluation of the delivery of the license, due to the early stage of the technology and the specialized nature of our know-how. We determined the standalone selling price of the license using a discounted cash flow method and the R&D services using an expected cost-plus margin approach. We recognize the amounts allocated to the combined license and services as the performance obligation is satisfied, calculated as an estimated percentage of completion based on management's estimated total effort for the program. Prior to the closing of the Third Gilead Collaboration Agreement Amendment, we had $129 million of deferred revenue on our Condensed Consolidated Balance Sheet related to this performance obligation. Effective January 29, 2024, under the Third Gilead Collaboration Agreement Amendment, this performance obligation was partially satisfied and there were no changes to the scope of the related R&D service obligation as a result of the amendment. We allocated the updated transaction price to this performance obligation based on the standalone selling price and adjusted revenue based on an updated measure of progress, which resulted in a cumulative catch-up of revenue of $14 million. We recognized revenue of $9 million and $21 million for the three months ended September 30, 2024 and 2023, respectively, and $36 million (including the cumulative catch-up) and $39 million for the nine months ended September 30, 2024 and 2023, respectively, within License and development services revenue in our Condensed Consolidated Statements of Operations related to this performance obligation. At September 30, 2024 and December 31, 2023, we had $176 million and $133 million, respectively, of deferred revenue remaining on our Condensed Consolidated Balance Sheets related to this performance obligation. Quemliclustat – License and R&D Services Under the Gilead Collaboration Agreement, Gilead obtained an option to the exclusive rights to our CD73 program, quemliclustat, in exchange for an option payment of $200 million, if exercised. Effective December 2021, under the First Gilead Collaboration Agreement Amendment, Gilead exercised the option and obtained an exclusive license to quemliclustat and we were also obligated to perform further R&D services for Gilead related to quemliclustat. We determined that the license and R&D services were combined at inception of the agreement based on an evaluation of the delivery of the license, due to the early stage of the technology and the specialized nature of our know-how. We determined the standalone selling price of the license using a discounted cash flow method and the R&D services using an expected cost-plus margin approach. We recognize the amounts allocated to the combined license and services as the performance obligation is satisfied, calculated as an estimated percentage of completion based on management's estimated total effort for the program. Prior to the closing of the Third Gilead Collaboration Agreement Amendment, we had $130 million of deferred revenue on our Condensed Consolidated Balance Sheet related to this performance obligation. Effective January 29, 2024, under the Third Gilead Collaboration Agreement Amendment, this performance obligation was partially satisfied and there was a reduction to the scope of the related R&D service obligation as a result of the amendment. Specifically, the amendment provides that we will independently initiate, operationalize and fund a Phase 3 study to evaluate quemliclustat in pancreatic cancer, which reduces our estimated obligation to perform further R&D services for Gilead related to quemliclustat under the collaboration. We allocated the updated transaction price to this performance obligation based on the standalone selling price and adjusted revenue based on an updated measure of progress which resulted in cumulative catch-up of revenue of $88 million. We recognized revenue of $13 million for the three months ended September 30, 2024 and a reversal of revenue of $4 million for the three months ended September 30, 2023 due to the changes in the total estimated effort to be incurred in the future to satisfy the performance obligations. We recognized revenue of $132 million (including the cumulative catch-up) and $11 million for the nine months ended September 30, 2024 and 2023, respectively, within License and development services revenue in our Condensed Consolidated Statements of Operations related to this performance obligation. At September 30, 2024 and December 31, 2023, we had $39 million and $132 million, respectively, of deferred revenue remaining on our Condensed Consolidated Balance Sheets related to this performance obligation. Domvanalimab – R&D Services Under the First Gilead Collaboration Agreement Amendment, we determined that we retain a separate performance obligation to perform further R&D services for Gilead related to domvanalimab. The standalone selling price of this obligation was determined using an expected cost-plus margin approach. We recognize the amounts allocated to these services as the performance obligation is satisfied, calculated as an estimated percentage of completion based on management's estimated total effort for the program. Prior to the closing of the Third Gilead Collaboration Agreement Amendment, we had $25 million of deferred revenue on our Condensed Consolidated Balance Sheet related to this performance obligation. Effective January 29, 2024, under the Third Gilead Collaboration Agreement Amendment, this performance obligation was partially satisfied and there were no significant changes to the scope of this obligation as a result of the amendment. We allocated the updated transaction price to this performance

obligation based on the standalone selling price and adjusted revenue based on an updated measure of progress which resulted in cumulative catch-up of revenue of $5 million. We recognized revenue of $1 million and $1 million for the three months ended September 30, 2024 and 2023, respectively, and $11 million (including the cumulative catch-up) and $3 million for the nine months ended September 30, 2024 and 2023, respectively, within License and development services revenue in our Condensed Consolidated Statements of Operations related to this performance obligation. At September 30, 2024 and December 31, 2023, we had $23 million and $25 million, respectively, of deferred revenue remaining on our Condensed Consolidated Balance Sheets related to this performance obligation. Access Rights and Option Continuation Periods Under the First Gilead Collaboration Agreement Amendment, Gilead has exclusive access to our current programs as well as the future programs for a period of ten years, contingent upon option continuation payments totaling $300 million, consisting of a $100 million payment on each of the fourth, sixth, and eighth anniversaries of the Gilead Collaboration Agreement. Prior to the closing of the Third Gilead Collaboration Agreement Amendment, we had $51 million of deferred revenue on our Condensed Consolidated Balance Sheet related to these performance obligations. Effective January 29, 2024, under the Third Gilead Collaboration Agreement Amendment, Gilead agreed to pay the $100 million option continuation payment due on the fourth anniversary of the Gilead Collaboration Agreement, which occurred and was received in the third quarter of 2024, and we included this payment in the transaction price. By exercising this right Gilead's exclusive access to our current programs as well as any future programs is extended to 2026. We determined that as of the closing date of January 29, 2024, Gilead is not obligated to make the remaining contingent payments totaling $200 million due on the sixth and eighth anniversaries of the Gilead Collaboration Agreement and accordingly, we have excluded these payments from the transaction price. Failure to pay the non-obligatory option continuation payments will result in Gilead's loss of certain rights to access and obtain licenses to the programs arising from our R&D pipeline. The standalone selling price of the ongoing R&D pipeline access and the option continuation material rights were determined using an expected cost-plus margin approach, with the option continuation material rights probability-adjusted for the likelihood of exercise. We use a time-elapsed input method to measure progress toward satisfying the access rights performance obligation, which is the method we believe most faithfully depicts the Company's performance in transferring the promised services during the time period in which Gilead has access to our R&D pipeline. Accordingly, the revenue allocated to the initial four-year access rights performance obligation is being recognized using this input method over the remaining period through July 2024, and for the access rights continuation, over the two-year period commencing July 2024. For the remaining access rights option continuation periods commencing on the sixth, and eighth anniversaries of the agreement, if Gilead elects to exercise their option, we will recognize the revenue allocated to that option together with the $100 million continuation payment over the new minimum access period or immediately if the option lapses. We recognized revenue of $5 million and $8 million associated with the access rights performance obligation for each of the three months ended September 30, 2024 and 2023, respectively, and $22 million and $25 million associated with the access rights performance obligation for each of the nine months ended September 30, 2024 and 2023, respectively, within Other collaboration revenue in our Condensed Consolidated Statements of Operations related to these performance obligations. At September 30, 2024 and December 31, 2023, we had $58 million and $54 million, respectively, of deferred revenue on our Condensed Consolidated Balance Sheets related to these performance obligations. Rights to Certain Studies Effective January 29, 2024, under the Third Gilead Collaboration Agreement Amendment, we will solely fund, certain studies, but Gilead retains exclusive rights to reinstate into the collaboration each study at specified time-points for a payment. We have determined that these are material rights and we estimated the standalone selling price of these performance obligations using a discounted cash flow method probability-adjusted for the likelihood of exercise. We will recognize the amount allocated to each right if and when the related study is reinstated into the parties' co-development plans or if the option lapses. At September 30, 2024, we had $34 million of deferred revenue remaining on our Condensed Consolidated Balance Sheet related to these performance obligations. Inflammation Programs - R&D Services In addition to the amendments noted above, in May 2023, we entered into the Second Gilead Collaboration Agreement Amendment pursuant to which we expanded our collaboration to provide Gilead with options to license up to four jointly selected research-stage programs that target inflammatory diseases for which we will lead discovery and early development activities (see Note 3, Related party - Gilead Sciences, Inc., for more information). In June 2023, we received a total upfront payment of $35 million for an initial two jointly selected research-stage programs. We determined that the Second Gilead Collaboration Agreement Amendment represented a separate contract and, at the amendment closing date, we allocated the transaction price of $35 million to the performance obligations created as of the date of this amendment. </div><div style="margin-top:6pt;text-align:justify;text-indent:36pt">The following table summarizes the allocation of the transaction price to the performance obligations (in millions):</div><div style="margin-top:6pt"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:71.324%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.083%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:middle">Allocation to performance obligations</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Distinct</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Amount</td></tr><tr><td colspan="3" style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 1pt 2px 8.37pt;text-align:left;vertical-align:middle">Inflammation target 1 - R&D services</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">*</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%">$</td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">18 </td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 8.37pt;text-align:left;vertical-align:middle">Inflammation target 2 - R&D services</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:middle">*</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">17 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 18.37pt;text-align:left;vertical-align:bottom">Total allocated transaction price</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> </td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-

color:#cceeff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">35 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> We determined that we have separate performance obligations to perform R&D services for Gilead related to discovery and early development activities for each research program for which they have made an upfront payment. The standalone selling price of these obligations were determined using an expected cost-plus margin approach. We recognize the amounts allocated to these services as the performance obligation is satisfied, calculated as an estimated percentage of completion based on management's estimated total effort for the program. The options to acquire additional licenses or services did not result in additional performance obligations because they did not provide a material right at contract inception, primarily due to the very early stages of the programs. We recognized revenue of $2 million for the three months ended September 30, 2024 and 2023, and $6 million and $3 million for the nine months ended September 30, 2024 and 2023, respectively, within Other collaboration revenue in our Condensed Consolidated Statements of Operations related to these performance obligations. At September 30, 2024 and December 31, 2023, we had $25 million and $31 million, respectively, of deferred revenue remaining on our Condensed Consolidated Balance Sheets related to these performance obligations. Revenue from the Taiho Collaboration Quemliclustat - License In July 2024, Taiho exercised its option under the agreement we entered into in 2017 and obtained an exclusive license for quemliclustat (the CD73 program) for the Taiho Territory for an option payment of $15 million which was received in the third quarter 2024. We determined that this license was the only performance obligation and we recognized upon delivery the full $15 million of revenue in the quarter ended September 30, 2024 within License and development services revenue in our Condensed Consolidated Statements of Operations. Domvanalimab and Zimberelimab - R&D Services During 2022, Taiho opted to participate in two global Phase 3 trials of domvanalimab and zimberelimab combinations, STAR-121 and STAR-221, and became obligated to make certain milestone payments contingent upon successfully satisfying the related clinical milestones. During the quarter ended September 30, 2023, the clinical milestones for domvanalimab and zimberelimab for the STAR-221 study were met and Taiho became obligated to pay us $28 million which was fully received as of September 30, 2024. In January 2024, the clinical milestones for domvanalimab and zimberelimab for the STAR-121 study were met and Taiho became obligated to pay us $26 million of which $16 million has been received as of September 30, 2024 with the remaining $10 million due in the first quarter of 2025. We determined that we have separate performance obligations to perform R&D services for Taiho related to the global development activities for each study in support of the Taiho Territory and that the agreement for each study represented a separate contract at standalone selling price. The standalone selling price of these obligations were determined using an expected cost-plus margin approach. We recognize the amounts for these services as each performance obligation is satisfied, calculated as an estimated percentage of completion based on the estimated total effort for the programs. We recognized revenue of $3 million and $4 million for the three months ended September 30, 2024 and 2023, respectively, and $10 million and $4 million for the nine months ended September 30, 2024 and 2023, respectively, within License and development services revenue in our Condensed Consolidated Statements of Operations related to these performance obligations. At September 30, 2024 and December 31, 2023, we had $39 million and $23 million, respectively, of deferred revenue remaining on our Condensed Consolidated Balance Sheets related to these performance obligations, allocated between current and noncurrent based on the expected timing of future recognition. Capitalized Costs to Obtain Contracts We incurred $8 million of costs on January 29, 2024 to obtain the Third Gilead Collaboration Agreement Amendment, Third Stock Purchase Agreement Amendment and the Second Investor Rights Agreement Amendment, which consisted of consultant fees that were payable upon the successful completion of the agreements. We determined that $5 million of these costs were related to the Third Stock Purchase Agreement Amendment which were recognized as offering costs in additional paid-in capital. The remaining costs were combined with $3 million in capitalized costs that remained from the initial Gilead Collaboration Agreement and subsequent amendments, and the total was allocated to the various remaining performance obligations, to be recognized as the underlying performance obligations are satisfied and revenue is recognized. For each of the three months ended September 30, 2024 and 2023, expense related to these capitalized costs in was recognized in General and administrative ("G&A") expense was not significant. For the nine months ended September 30, 2024 and 2023, we recognized expense of $3 million and $1 million, respectively, related to these capitalized costs in G&A expense. At September 30, 2024 and December 31, 2023, we had $3 million in capitalized costs to obtain the contracts, allocated between Prepaid expenses and other current assets and Other noncurrent assets in our Condensed Consolidated Balance Sheets based on the expected timing of future recognition. The following table summarizes our revenues by collaboration, category of revenue, and the method of recognition (in millions): <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:29.203%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.960%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.657%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.960%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.960%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.263%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.267%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Three Months Ended September 30,</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Nine Months Ended September 30,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Over time</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Point in time</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:0.25pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:0.25pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:0.25pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td

colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:0.25pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:0.25pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:0.25pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Gilead Collaboration</td><td colspan="3" style="background-color:#cceeff;border-top:0.25pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom"> </td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:0.25pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom"> </td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:0.25pt solid #000;padding:2px 1pt;text-align:right;vertical-align:bottom"> </td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:0.25pt solid #000;padding:2px 1pt;text-align:right;vertical-align:bottom"> </td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:0.25pt solid #000;padding:2px 1pt;text-align:right;vertical-align:bottom"> </td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:0.25pt solid #000;padding:2px 1pt;text-align:right;vertical-align:bottom"> </td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 8.37pt;text-align:left;vertical-align:middle">License and R&D services</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">*</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom"> </td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">25 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">20 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">185 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">57 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 8.37pt;text-align:left;vertical-align:middle">Access rights</td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:center;vertical-align:bottom">* </td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:center;vertical-align:bottom"> </td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">8 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">22 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">25 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 2.37pt;text-align:left;vertical-align:middle">Taiho Collaboration</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom"> </td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom"> </td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:right;vertical-align:bottom"> </td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:right;vertical-align:bottom"> </td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:right;vertical-align:bottom"> </td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 8.37pt;text-align:left;vertical-align:bottom">License revenue</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:center;vertical-align:bottom">*</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">15 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">15 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 8.37pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-

weight:400;line-height:120%">R&D services</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">*</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">10 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 18.37pt;text-align:left;vertical-align:bottom">Total revenues</td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> </td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> </td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:0.25pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:0.25pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">48 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:0.25pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:0.25pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:0.25pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">32 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:0.25pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:0.25pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:0.25pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">232 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:0.25pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:0.25pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:0.25pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">86 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:0.25pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
2500000020000000185000000570000005000000800000022000000250000001500000001500000003000000400000010000000400000048
style="margin-top:6pt;text-align:justify;text-indent:36pt">The following table summarizes the revenue recognized as a result of changes in the deferred revenue balance (in millions): <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:48.596%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.021%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.021%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.021%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.023%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Three Months Ended September 30,</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Nine Months Ended September 30,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:0.5pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:0.5pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:0.5pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:0.5pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:0.5pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:0.5pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:middle">Revenue recognized from amounts in deferred revenue at the beginning of the period</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">33 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">28 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">212 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">79 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
3300000028000000212000000790000003940000003980000001070000001.191.19 The

following table summarizes the transaction price (in millions): <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:85.112%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.082%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Transaction price</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> Amount </td></tr><tr><td colspan="3" style="background-color:#cceeff;border-top:0.25pt solid #000;padding:2px 1pt;text-align:left;text-indent:9pt;vertical-align:bottom">Premium from Third Stock Purchase Agreement Amendment</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:0.25pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:0.25pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">87 </td><td style="background-color:#cceeff;border-top:0.25pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;text-indent:9pt;vertical-align:bottom">Option continuation payment received in the third quarter of 2024</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">100 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;text-indent:9pt;vertical-align:bottom">Deferred revenue as of January 29, 2024</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">335 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 13pt;text-align:left;text-indent:9pt;vertical-align:bottom">Total transaction price</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:0.25pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:0.25pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">522 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:0.25pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> The following table summarizes the allocation of the transaction price to the performance obligations (in millions): <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:57.536%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.084%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Allocation to performance obligations</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Distinct</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Combined</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Amount</td></tr><tr><td colspan="3" style="background-color:#cceeff;border-top:0.25pt solid #000;padding:2px 1pt 2px 10.36pt;text-align:left;vertical-align:bottom">Etrumadenant - License and R&D services</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:0.25pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:0.25pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">*</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:0.25pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:0.25pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">210 </td><td style="background-color:#cceeff;border-top:0.25pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 10.36pt;text-align:left;vertical-align:bottom">Quemliclustat - License and R&D services</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">*</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:right;vertical-align:bottom">168</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 10.36pt;text-align:left;vertical-align:bottom">Domvanalimab - R&D services</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:center;vertical-align:bottom">*</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:right;vertical-align:bottom">33</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 10.36pt;text-align:left;vertical-align:bottom">Access rights</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">*</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:right;vertical-align:bottom">57</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 10.36pt;text-align:left;vertical-align:bottom">Option continuation periods</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:center;vertical-align:bottom">*</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:right;vertical-align:bottom">20</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 10.36pt;text-align:left;vertical-align:bottom">Rights to certain studies</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-

align:center;vertical-align:bottom">*</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:right;vertical-align:bottom">34</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 20.44pt;text-align:left;vertical-align:bottom">Total allocated transaction price</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:0.25pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:0.25pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">522 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:0.25pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div><div style="margin-top:6pt;text-align:justify;text-indent:36pt">The following table summarizes the allocation of the transaction price to the performance obligations (in millions):</div><div style="margin-top:6pt"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:71.324%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.083%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:middle">Allocation to performance obligations</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Distinct</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Amount</td></tr><tr><td colspan="3" style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 1pt 2px 8.37pt;text-align:left;vertical-align:middle">Inflammation target 1 - R&D services</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">*</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%">$</td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">18 </td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 8.37pt;text-align:left;vertical-align:middle">Inflammation target 2 - R&D services</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:middle">*</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">17 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 18.37pt;text-align:left;vertical-align:bottom">Total allocated transaction price</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> </td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">35 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
The income tax provision or benefit for interim periods is determined using an estimate of our annual effective tax rate, adjusted for discrete items, if any, that are taken into consideration in the relevant period. Each quarter, we update the estimate of the annual effective tax rate, and if the estimated tax rate changes, we record a cumulative adjustment to the provision or benefit. We did not record a provision for income taxes for the three and nine months ended September 30, 2024 because of a forecasted full year net operating loss ("NOL"). The income tax expense was $2 million and $5 million for the three and nine months ended September 30, 2023, with an effective tax rate of (2.4%) and (2.2%), respectively. The year-over-year decrease in the income tax provision was due to a decrease in taxable income. For the year ended December 31, 2023, we had taxable income compared to book losses before income taxes due to the timing of recognition of deferred revenue for tax purposes and the effects of the mandatory capitalization and amortization of R&D expenses starting in 2022, as required by the 2017 Tax Cuts and Jobs Act. The effective tax rate differs from the U.S. statutory tax rate primarily due to the valuation allowances on our deferred tax assets and state income taxes. As of September 30, 2024 and December 31, 2023, we have provided a valuation allowance against U.S. federal and state deferred tax assets. We continue to evaluate the realizability of deferred tax assets and the related valuation allowance. If our assessment of the deferred tax assets or the corresponding valuation allowance were to change, we would record the related adjustment to income during the period in which we make the determination. We recognize interest and penalties associated with uncertain tax benefits as part of the income tax provision. To date, we have not recognized any interest and penalties, nor have we accrued for or made payments for interest and penalties. We have not been audited by the Internal Revenue Service, any state or foreign tax authority. We are subject to taxation in the U.S. and in Australia. Due to NOL and research credit carryforwards, all of our tax years, from 2015 to 2023, remain open to U.S. federal and California state tax examinations. In addition, our fiscal years from 2019 to 2023 are open to examination in Australia. 2000000500000000.0240.022Net loss per share The following table summarizes potentially dilutive securities excluded from the computation of diluted net loss per share calculations because they would have been antidilutive (in millions): <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:71.930%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.083%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">September 30, 2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">September 30, 2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Common stock options issued and outstanding</td><td colspan="3" style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 1pt;text-align:right;vertical-align:bottom"><span

style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%">15.5</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 1pt;text-align:right;vertical-align:bottom">13.7</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Restricted stock units issued</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:right;vertical-align:bottom">3.0</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:right;vertical-align:bottom">1.9</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Employee Stock Purchase Plan shares</td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:right;vertical-align:bottom">0.2</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:right;vertical-align:bottom">0.2</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 8.37pt;text-align:left;vertical-align:top">Total potential dilutive securities</td><td colspan="3" style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 1pt;text-align:right;vertical-align:bottom">18.7</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 1pt;text-align:right;vertical-align:bottom">15.8</td></tr></table> We have also excluded the effect of Gilead's right to purchase additional shares of our common stock from the calculation as these rights had no intrinsic value at either September 30, 2024 or 2023. The following table summarizes potentially dilutive securities excluded from the computation of diluted net loss per share calculations because they would have been antidilutive (in millions): <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:71.930%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.083%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">September 30, 2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">September 30, 2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Common stock options issued and outstanding</td><td colspan="3" style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 1pt;text-align:right;vertical-align:bottom">15.5</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 1pt;text-align:right;vertical-align:bottom">13.7</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Restricted stock units issued</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:right;vertical-align:bottom">3.0</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:right;vertical-align:bottom">1.9</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Employee Stock Purchase Plan shares</td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:right;vertical-align:bottom">0.2</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:right;vertical-align:bottom">0.2</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 8.37pt;text-align:left;vertical-align:top">Total potential dilutive securities</td><td colspan="3" style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 1pt;text-align:right;vertical-align:bottom">18.7</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 1pt;text-align:right;vertical-align:bottom">15.8</td></tr></table> 1550000013700000300000.019000002000002000001870000015800000Stock-based compensation Stock-based compensation expense The following table reflects the components of stock-based compensation expense recognized in our Condensed Consolidated Statements of Operations (in millions): <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:48.596%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.021%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.021%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.021%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.023%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Three Months Ended September 30,</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Nine Months Ended September 30,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:0.5pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:0.5pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:0.5pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:0.5pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:0.5pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:0.5pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Research and development</td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">9</td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-

serif;font-size:10pt;font-weight:400;line-height:120%">$</td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">8 </td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">29 </td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">26 </td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">General and administrative</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">10 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">10 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">30 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">29 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 8.37pt;text-align:left;vertical-align:top">Total stock-based compensation</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">19 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">18 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">59 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">55 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div><div style="margin-top:6pt;text-align:justify;text-indent:36pt">The following table reflects the components of stock-based compensation expense recognized in our Condensed Consolidated Statements of Operations (in millions):</div><div style="margin-top:6pt"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:48.596%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.021%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.021%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.021%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.023%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Three Months Ended September 30,</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Nine Months Ended September 30,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:0.5pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:0.5pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:0.5pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:0.5pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:0.5pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:0.5pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Research and development</td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">9 </td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">8 </td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 1pt 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style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">26 </td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">General and administrative</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">10 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">10 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" 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style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">18 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">59 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">55 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> 900000080000002900000026000000100000001000000030000000290000001900000018000000590000005500000000Cash, cash equivalents and marketable securities The following table summarizes the amortized cost, gross unrealized gains and losses and the fair value of our cash, cash equivalents and marketable securities, all of which are considered available for sale, by type of securities (in millions): <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:47.990%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.021%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.021%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.021%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.023%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Types of securities as of September 30, 2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> Amortized Cost </td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> Unrealized Gain </td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> Unrealized Loss </td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> Fair Value </td></tr><tr><td colspan="3" style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 1pt 2px 8.37pt;text-align:left;vertical-align:middle">Money market funds</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">134 </td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%">$</td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">134 </td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 8.37pt;text-align:left;vertical-align:top">U.S. treasury securities</td><td colspan="3"

style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">258 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">258 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 8.37pt;text-align:left;vertical-align:middle">Corporate securities and commercial paper</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">667 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">668 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 8.37pt;text-align:left;vertical-align:middle">U.S. government agency securities</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">9 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">9 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 8.37pt;text-align:left;vertical-align:middle">Certificate of deposit</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">22 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">22 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 18.37pt;text-align:left;vertical-align:middle">Total cash, cash equivalents and marketable securities</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">1,090 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">1 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">1,091 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:47.990%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.021%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.021%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.021%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.023%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Types of securities as of December 31, 2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> Amortized Cost </td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> Unrealized <span style="color:#000000;font-family:'Times New Roman',sans-

serif;font-size:8pt;font-weight:700;line-height:120%">Gain </td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> Unrealized Loss </td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> Fair Value </td></tr><tr><td colspan="3" style="background-color:#ccceff;border-top:0.5pt solid #000000;padding:2px 1pt 2px 8.37pt;text-align:left;vertical-align:top">Money market funds</td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td style="background-color:#ccceff;border-top:0.5pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ccceff;border-top:0.5pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">85 </td><td style="background-color:#ccceff;border-top:0.5pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td colspan="2" style="background-color:#ccceff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ccceff;border-top:0.5pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ccceff;border-top:0.5pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td style="background-color:#ccceff;border-top:0.5pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ccceff;border-top:0.5pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ccceff;border-top:0.5pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td style="background-color:#ccceff;border-top:0.5pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%">$</td><td style="background-color:#ccceff;border-top:0.5pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">85 </td><td style="background-color:#ccceff;border-top:0.5pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 8.37pt;text-align:left;vertical-align:top">U.S. treasury securities</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">213 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(1)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">213 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ccceff;padding:2px 1pt 2px 8.37pt;text-align:left;vertical-align:top">Corporate securities and commercial paper</td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td colspan="2" style="background-color:#ccceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">471 </td><td style="background-color:#ccceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td colspan="2" style="background-color:#ccceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ccceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td colspan="2" style="background-color:#ccceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ccceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td colspan="2" style="background-color:#ccceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">471 </td><td style="background-color:#ccceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 8.37pt;text-align:left;vertical-align:top">U.S. government agency securities</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">90 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">90 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ccceff;padding:2px 1pt 2px 8.37pt;text-align:left;vertical-align:top">Certificate of deposit</td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td colspan="2" style="background-color:#ccceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7 </td><td style="background-color:#ccceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td colspan="2" style="background-color:#ccceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ccceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td colspan="2" style="background-color:#ccceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ccceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td colspan="2" style="background-color:#ccceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7 </td><td style="background-color:#ccceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 18.37pt;text-align:left;vertical-align:middle">Total cash, cash equivalents and marketable securities</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">866 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double

#000000;border-top:0.5pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">1 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">(1) </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">866 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div><div style="margin-top:6pt;text-align:justify;text-indent:36pt">The following table summarizes the fair values of our cash, cash equivalents and marketable securities by location in the Condensed Consolidated Balance Sheets and contractual maturity (in millions):</div><div style="margin-top:6pt"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:40.566%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:25.112%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.051%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.053%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Location in Condensed Consolidated Balance Sheets</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Contractual Maturity</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">September 30, 2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">December 31, 2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:top">Cash and cash equivalents</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:top">—</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">201 </td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">127 </td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Marketable securities</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:top">Within one year</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">888 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">632 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Long-term marketable securities</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:center;vertical-align:top">Between one and three years</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">107 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 6.37pt;text-align:left;vertical-align:middle">Total cash, cash equivalents and marketable securities</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">$ </td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">1,091 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">866 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> Realized gains or losses recognized on the sale of available-for-sale marketable securities were not material for the three and nine months ended September 30, 2024 and 2023. Realized gains and losses are included in Interest and other income, net, in the Condensed Consolidated Statements of Operations. The cost of a security sold is determined using the specific-identification method. We limit the credit risk associated with our investments by placing them with banks and institutions we believe are highly credit worthy and investing in highly rated investments. We held a total of 21 and 105 positions in securities which were in unrealized loss positions as of September 30, 2024 and December 31, 2023, respectively. We do not intend to sell our securities with unrealized loss positions and have concluded we will not be required to sell the securities before recovery

of the amortized cost for the investment at maturity. No credit related losses have been recognized for any of the periods presented. The following table provides a reconciliation of cash, cash equivalents, and restricted cash within the Condensed Consolidated Balance Sheets to the total shown in the Condensed Consolidated Statements of Cash Flows (in millions): <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:71.930%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.083%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">As of September 30,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:0.5pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:0.5pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:0.5pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:middle">Cash and cash equivalents</td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">201 </td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">184 </td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:middle">Restricted cash (included in Other noncurrent assets)</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 8.37pt;text-align:left;vertical-align:middle">Total cash, cash equivalents and restricted cash</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">204 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">187 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> Restricted cash at September 30, 2024 and 2023 represents cash balances held as security in connection with our facility lease agreements. The following table summarizes the amortized cost, gross unrealized gains and losses and the fair value of our cash, cash equivalents and marketable securities, all of which are considered available for sale, by type of securities (in millions): <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:47.990%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.021%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.021%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.021%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.023%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Types of securities as of September 30, 2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> Amortized Cost </td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> Unrealized Gain </td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> Unrealized Loss </td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> Fair Value </td></tr><tr><td colspan="3" style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 1pt 2px 8.37pt;text-align:left;vertical-align:middle">Money market funds</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">134 </td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 1pt 2px 0;text-

align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">134 </td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 8.37pt;text-align:left;vertical-align:top">U.S. treasury securities</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">258 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">258 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 8.37pt;text-align:left;vertical-align:middle">Corporate securities and commercial paper</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">667 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">668 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 8.37pt;text-align:left;vertical-align:middle">U.S. government agency securities</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">9 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">9 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 8.37pt;text-align:left;vertical-align:middle">Certificate of deposit</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">22 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">22 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 18.37pt;text-align:left;vertical-align:middle">Total cash, cash equivalents and marketable securities</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">1,090 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">1 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">1,091 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:47.990%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.021%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.021%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.023%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px

1pt;text-align:left;vertical-align:bottom">Types of securities as of December 31, 2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> Amortized Cost </td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> Unrealized Gain </td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> Unrealized Loss </td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> Fair Value </td></tr><tr><td colspan="3" style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 1pt 2px 8.37pt;text-align:left;vertical-align:top">Money market funds</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">85 </td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%">$</td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">85 </td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 8.37pt;text-align:left;vertical-align:top">U.S. treasury securities</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">213 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(1)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">213 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 8.37pt;text-align:left;vertical-align:top">Corporate securities and commercial paper</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">471 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">471 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 8.37pt;text-align:left;vertical-align:top">U.S. government agency securities</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">90 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">90 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 8.37pt;text-align:left;vertical-align:top">Certificate of deposit</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 18.37pt;text-align:left;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-

weight:400;line-height:120%">Total cash, cash equivalents and marketable securities</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">866 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">1 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">(1) </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">866 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
1340000000013400000025800000000258000000667000000100000006680000009000000009000000220000000022000000109000000016
style="margin-top:6pt;text-align:justify;text-indent:36pt">The following table summarizes the fair values of our cash, cash equivalents and marketable securities by location in the Condensed Consolidated Balance Sheets and contractual maturity (in millions): <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:40.566%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:25.112%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.051%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.053%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Location in Condensed Consolidated Balance Sheets</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Contractual Maturity</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">September 30, 2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">December 31, 2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:top">Cash and cash equivalents</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:top">— </td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">201 </td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%">$</td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">127 </td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Marketable securities</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:top">Within one year</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">888 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">632 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Long-term marketable securities</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:center;vertical-align:top">Between one and three years</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">107 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 6.37pt;text-align:left;vertical-align:middle">Total cash, cash equivalents and marketable securities</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top"> </td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">1,091 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">866 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>

20100000012700000088800000063200000020000001070000001091000000866000000211050000 The following table provides a reconciliation of cash, cash equivalents, and restricted cash within the Condensed Consolidated Balance Sheets to the total shown in the Condensed Consolidated Statements of Cash Flows (in millions): <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:71.930%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.083%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">As of September 30,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:0.5pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:0.5pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:0.5pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:middle">Cash and cash equivalents</td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">201 </td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">184 </td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:middle">Restricted cash (included in Other noncurrent assets)</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 8.37pt;text-align:left;vertical-align:middle">Total cash, cash equivalents and restricted cash</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">204 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">187 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> The following table provides a reconciliation of cash, cash equivalents, and restricted cash within the Condensed Consolidated Balance Sheets to the total shown in the Condensed Consolidated Statements of Cash Flows (in millions): <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:71.930%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.083%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">As of September 30,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:0.5pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:0.5pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:0.5pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:middle">Cash and cash equivalents</td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">201 </td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">184 </td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:middle">Restricted cash (included in Other noncurrent assets)</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 8.37pt;text-align:left;vertical-align:middle">Total cash, cash equivalents and restricted cash</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">204 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">187 </td><td style="background-color:#cceeff;border-bottom:3pt double

#000000;border-top:0.5pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> 2010000001840000003000000300000020400000187000000Condensed consolidated balance sheet components Prepaid Expenses and Other Current Assets Prepaid expenses and other current assets consisted of the following (in millions): <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:68.445%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.596%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.053%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">September 30, 2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">December 31, 2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Prepaid expenses and other assets</td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">17 </td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">30 </td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Accrued interest receivable</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 8.37pt;text-align:left;vertical-align:bottom">Total prepaid expenses and other current assets</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">22 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">34 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> Other Current Liabilities Other current liabilities consisted of the following (in millions): <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:67.990%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.051%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.053%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">September 30, 2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">December 31, 2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Accrued research and development</td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">57 </td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%">$</td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">36 </td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Accrued personnel expenses</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">27 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">26 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Current portion of lease liabilities</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">11 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">11 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Other</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 8.37pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-

weight:400;line-height:120%">Total other current liabilities</td><td style="background-color:#ccceff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ccceff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">97 </td><td style="background-color:#ccceff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td style="background-color:#ccceff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ccceff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">76 </td><td style="background-color:#ccceff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> Prepaid expenses and other current assets consisted of the following (in millions): <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:68.445%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.596%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.053%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">September 30, 2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 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solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Accrued interest receivable</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ccceff;padding:2px 1pt 2px 8.37pt;text-align:left;vertical-align:bottom">Total prepaid expenses and other current assets</td><td style="background-color:#ccceff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ccceff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">22 </td><td style="background-color:#ccceff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td style="background-color:#ccceff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ccceff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">34 </td><td style="background-color:#ccceff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> 170000003000000050000004000000220000003400000 Other current liabilities consisted of the following (in millions): <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:67.990%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.051%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.053%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">September 30, 2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">December 31, 2023</td></tr><tr><td colspan="3" style="background-color:#ccceff;padding:2px 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#000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Accrued personnel expenses</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">27 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">26 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ccceff;padding:2px 1pt;text-align:left;vertical-align:bottom">Current portion of lease liabilities</td><td colspan="2" style="background-color:#ccceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">11 </td><td style="background-color:#ccceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td colspan="2" style="background-color:#ccceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">11 </td><td style="background-color:#ccceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">

Other</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 8.37pt;text-align:left;vertical-align:bottom">Total other current liabilities</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">97 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">76 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> 5700000036000000270000002600000011000000110000002000000300000097000000760000000Long-term debt The following table summarizes our borrowings (in millions): <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:67.990%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.051%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.053%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">September 30, 2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">December 31, 2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Long-term debt, non-current (Contractual maturity 2029)</td><td style="background-color:#cceeff;border-top:0.25pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:0.25pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">50 </td><td style="background-color:#cceeff;border-top:0.25pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:0.25pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:0.25pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;border-top:0.25pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Unamortized discounts and issuance costs</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(3)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Total long-term debt</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:0.25pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:0.25pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">47 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:0.25pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:0.25pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:0.25pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:0.25pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> On August 27, 2024, we and Hercules Capital, Inc. (“Hercules”) entered into a loan and security agreement (the "Hercules Agreement"), under which Hercules agreed to lend us up to $250 million in term loans in various tranches subject to minimum draw requirements for each tranche. Under the terms of this agreement, $50 million was drawn at closing and an additional $100 million is committed and fully available at our sole option in minimum increments of $25 million. A second tranche of $100 million will be available subject to future approval by Hercules. The Hercules Agreement has an initial maturity date of September 1, 2029 which is extendable by 12 months, at our discretion subject to the achievement of certain regulatory milestones related to our product candidates. Repayment of the principal amount will be in 13 monthly installments commencing September 1, 2028, if not extended. The term loans have an interest only period for the first 48 months from the agreement date and bear interest at a rate equal to the greater of (i) 10.45% or (ii) the prime rate plus 1.95%. We may prepay all or any portion of the outstanding term loans at any time, subject to a prepayment fee of: (i) 3.00% of the principal amount prepaid if the prepayment occurs prior to the first anniversary of the funding date; (ii) 2.00% of the principal amount prepaid if the prepayment occurs on or after the first anniversary of the funding date and prior to the second anniversary of the funding date; or (iii) 1.00% of the principal amount prepaid thereafter. The agreement also has an upfront facility fee of $1 million and an end of term charge of 7.75% of the total amount borrowed. The Hercules Agreement contains customary affirmative and negative covenants, including covenants that limit or restrict our ability to incur liens, incur indebtedness, make investments, pay dividends, merge or consolidate, dispose of assets, and enter into transactions with affiliates, subject to customary exceptions. We are also required to maintain a minimum cash balance of 50% of the funded amount if our market capitalization were to fall below a certain threshold which will be reduced in the event of certain regulatory approvals of our product candidates. We do not have covenant requirements associated with this agreement until October 1, 2026. The Hercules Agreement is secured by a first priority security interest in substantially all of our assets, excluding intellectual property. The Hercules Agreement also contains customary events of default terms, including payment defaults, breaches of covenants, bankruptcy and insolvency events, cross-defaults to other indebtedness, material adverse events, and the occurrence of a change of control. Upon the occurrence of an event of default, Hercules may declare all outstanding obligations under the Hercules Agreement to be immediately due and payable and exercise any or all of its rights and remedies, including foreclosure on the collateral securing the term loans. The aggregate future minimum payments including principal payments and the end of term charge, due under the Hercules Agreement, are as follows (in millions): <div

*style="margin-top:6pt"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:71.930%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:25.264%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Maturity Date</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Amount</td></tr><tr><td colspan="3" style="background-color:#cceeff;border-top:0.25pt solid #000;padding:2px 1pt;text-align:left;vertical-align:top">2028</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:0.25pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:0.25pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">15 </td><td style="background-color:#cceeff;border-top:0.25pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">2029</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">39 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Total payments</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:0.25pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:0.25pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">54 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:0.25pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> During the three and nine months ended September 30, 2024, we recognized $1 million of interest expense, including amortization of the debt discount and issuance costs which was at an effective interest rate of 13.39%. As of September 30, 2024, we had borrowed $50 million under the Hercules Agreement and had $200 million of additional borrowing capacity, of which $100 million is subject to additional approval by Hercules.</div><div style="margin-top:6pt;text-align:justify;text-indent:36pt">The following table summarizes our borrowings (in millions):</div><div style="margin-top:6pt"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:67.990%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.051%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.053%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">September 30, 2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">December 31, 2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Long-term debt, non-current (Contractual maturity 2029)</td><td style="background-color:#cceeff;border-top:0.25pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:0.25pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">50 </td><td style="background-color:#cceeff;border-top:0.25pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:0.25pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:0.25pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;border-top:0.25pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Unamortized discounts and issuance costs</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(3)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Total long-term debt</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:0.25pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:0.25pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">47 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:0.25pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:0.25pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:0.25pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:0.25pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> 5000000000300000004700000002500000000500000001000000000250000001000000000P12MP13MP48M0.10450.01950.03000.02000.01001
*style="margin-top:6pt;text-align:justify;text-indent:36pt">The aggregate future minimum payments including principal payments and the end of term charge, due under the Hercules Agreement, are as follows (in millions): <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:71.930%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:25.264%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Maturity Date</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Amount</td></tr><tr><td colspan="3" style="background-color:#cceeff;border-top:0.25pt solid #000;padding:2px 1pt;text-align:left;vertical-align:top">2028</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:0.25pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:0.25pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">15 </td><td style="background-color:#cceeff;border-top:0.25pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">2029</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-

serif;font-size:10pt;font-weight:400;line-height:120%">39 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Total payments</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:0.25pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:0.25pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">54 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:0.25pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
15000000390000005400000010000010000000.13395000000020000000001000000000Leases The following table summarizes our cash and non-cash information related to our operating leases (in millions): <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:71.930%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.083%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Nine Months Ended September 30,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:0.5pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:0.5pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:0.5pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Cash paid for amounts included in measurement of lease liabilities</td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">12 </td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">12 </td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Cash received from tenant improvement allowances</td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">8 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Recognition of tenant improvement allowance receivable included in Other current liabilities</td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">4 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> In the first quarter of 2024, we evaluated our plans for a portion of our office space that we expected to sublease, and identified indicators of impairment to certain right-of-use assets associated with the leased space where the asset value was determined to be non-recoverable based upon a discounted cash flow analysis, resulting in an impairment charge of $20 million for the three months ended March 31, 2024 and the nine months ended September 30, 2024. In the second quarter of 2024, we entered into a sublease for a portion of our office space which is expected to commence by the end of 2024 or early 2025, and extends through 2031. As of September 30, 2024 and December 31, 2023, we have provided deposits for letters of credit totaling $3 million to secure our obligations under our leases, which are included in Other noncurrent assets on the Condensed Consolidated Balance Sheets.</div><div style="margin-top:6pt;text-align:justify;text-indent:36pt">The following table summarizes our cash and non-cash information related to our operating leases (in millions):</div><div style="margin-top:6pt"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:71.930%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.083%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Nine Months Ended September 30,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:0.5pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:0.5pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:0.5pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Cash paid for amounts included in measurement of lease liabilities</td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">12 </td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">12 </td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Cash received from tenant improvement allowances</td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td

style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">8 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Recognition of tenant improvement allowance receivable included in Other current liabilities</td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">4 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
120000001200000008000000040000002000000020000000300000003000000Stockholders' equity Common Stock Gilead Stock Purchase Agreement On June 27, 2023, under the Second Stock Purchase Agreement, Gilead purchased 1.0 million shares of our common stock at the closing day purchase price of $19.26 per share for total gross proceeds of $20 million. On January 29, 2024, under the Third Stock Purchase Agreement Amendment, Gilead purchased 15.2 million shares of our common stock at a price of $21.00 per share for total gross proceeds of $320 million. Of the $320 million equity investment, $87 million was determined to be a premium on the purchase of common stock and allocated to the performance obligations created by the Third Gilead Collaboration Agreement Amendment, see Note 5, Revenues. Net proceeds from Gilead's equity investment were $228 million after allocating the premium and deducting direct offering expenses of $5 million. At-the-Market Facility In August 2023, we issued and sold 0.2 million shares of our common stock under this agreement for total net proceeds of $5 million.
100000019.262000000015200000021.00320000000320000000870000002280000005000000200000500000Fair value measurements We determine the fair value of financial and non-financial assets and liabilities using the fair value hierarchy, which establishes three levels of inputs that may be used to measure fair value, as follows: •Level 1 inputs include unadjusted quoted prices in active markets for identical assets or liabilities; •Level 2 inputs include observable inputs other than Level 1 inputs, such as quoted prices for similar assets or liabilities; quoted prices for identical or similar assets or liabilities in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the asset or liability; and •Level 3 inputs include unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the underlying asset or liability. Our Level 3 assets and liabilities include those whose fair value measurements are determined using pricing models, discounted cash flow methodologies or similar valuation techniques and significant management judgment or estimation. Assets and liabilities measured at fair value are classified in their entirety based on the lowest level of input that is significant to the fair value measurement. The following tables summarize the types of assets and liabilities measured at fair value on a recurring basis by level within the fair value hierarchy (in millions): <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:47.990%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.021%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.021%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.023%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Fair value measurement as of September 30, 2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Level 1</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Level 2</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Level 3</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Total</td></tr><tr><td colspan="3" style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:bottom">Assets</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Money market funds</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">134 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New

Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">134 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ccceff;padding:2px 1pt;text-align:left;vertical-align:top">U.S. treasury securities</td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td colspan="2" style="background-color:#ccceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ccceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td colspan="2" style="background-color:#ccceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">258 </td><td style="background-color:#ccceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td colspan="2" style="background-color:#ccceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ccceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td colspan="2" style="background-color:#ccceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">258 </td><td style="background-color:#ccceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Corporate securities and commercial paper</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">668 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">668 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ccceff;padding:2px 1pt;text-align:left;vertical-align:top">U.S. government agency obligations</td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td colspan="2" style="background-color:#ccceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ccceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td colspan="2" style="background-color:#ccceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">9 </td><td style="background-color:#ccceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">9 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Certificate of deposit</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">22 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">22 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 10pt;text-align:left;vertical-align:top">Total assets measured at fair value</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">134 </td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">957 </td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%">$</td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">1,091 </td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Liabilities</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:3pt double #000000;padding:2px 1pt;text-align:right;vertical-align:bottom"> </td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:3pt double #000000;padding:2px 1pt;text-align:right;vertical-align:bottom"> </td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:3pt double #000000;padding:2px 1pt;text-align:right;vertical-align:bottom"> </td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:3pt double #000000;padding:2px 1pt;text-align:right;vertical-align:bottom"> </td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:3pt double #000000;padding:2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-

size:10pt;font-weight:400;line-height:120%"> </td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Liability for sale of future royalties</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">21 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">21 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 10pt;text-align:left;vertical-align:top">Total liabilities measured at fair value</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">21 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div><div style="margin-top:6pt"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:47.990%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.021%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.021%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.021%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.023%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Fair value measurement as of December 31, 2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Level 1</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Level 2</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Level 3</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Total</td></tr><tr><td colspan="3" style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:bottom">Assets</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Money market funds</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">85 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">85 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">U.S. treasury securities</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2"

style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">213 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">213 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Corporate securities and commercial paper</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">471 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">471 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">U.S. government agency obligations</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">90 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">90 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Certificate of deposit</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 10pt;text-align:left;vertical-align:top">Total assets measured at fair value</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">85 </td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">781 </td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">866 </td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Liabilities</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:3pt double #000000;padding:2px 1pt;text-align:right;vertical-align:bottom"> </td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:3pt double #000000;padding:2px 1pt;text-align:left;vertical-align:bottom"> </td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:3pt double #000000;padding:2px 1pt;text-align:right;vertical-align:bottom"> </td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:3pt double #000000;padding:2px 1pt;text-align:left;vertical-align:bottom"> </td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Liability for sale of future royalties</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td 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color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">19 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">19 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 10pt;text-align:left;vertical-align:top">Total liabilities measured at fair value</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">19 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">19 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> Liability for sale of future royalties In 2021, we entered into an agreement with BVF Partners L.P. ("BVF"), under which BVF funded the discovery and development of compounds for the treatment of inflammatory diseases (the "BVF Program") for $15 million in non-refundable payments which were paid in 2021 and 2022. In return, we are obligated to: perform R&D activities in the BVF Program; make contingent payments upon the achievement of certain clinical and regulatory milestones of up to $73 million or $160 million depending on whether the BVF Program is solely developed by us or with Gilead if they opt-in under the Gilead Collaboration Agreement; and pay mid- to high-single digit royalties on any net product sales generated by the BVF Program. </div><div style="margin-top:6pt;text-align:justify;text-indent:36pt">We account for the agreement with BVF as a liability primarily because we have significant continuing involvement in generating the cash flows due to BVF. The liability is recorded at fair value by using probability-adjusted discounted cash flows and is revalued each reporting period until the related contingencies have been resolved. The fair value measurement is based on significant unobservable inputs that are reviewed quarterly by management and include, as applicable, estimated probabilities and the timing of achieving specified development, regulatory and commercial milestones as well as estimated annual sales. Significant changes that increase or decrease the probabilities of achieving the related development, regulatory and commercial events or that shorten or lengthen the time required to achieve such events or that increase or decrease estimated annual sales would result in corresponding increases or decreases in the fair values of the obligations, as applicable. Changes in the fair value of this liability related to interest accretion are recognized in Non-operating income (expense) in the Condensed Consolidated Statements of Operations.</div><div style="margin-top:6pt;text-align:justify;text-indent:36pt">During the second quarter of 2023, new preclinical information from our BVF Program led to revised assumptions which decreased the estimated probabilities of success and delayed the projected timing of achieving specified development, regulatory and commercial milestones and commercial sales. These changes in estimates are accounted for prospectively and resulted in a decrease in the imputed effective interest rate on the unamortized portion of the liability to 10.1% commencing with the quarter ended June 30, 2023, compared to 20.6% for the quarters ended March 31, 2023 and prior. The impact of this change on the non-cash interest expense for the nine months ended September 30, 2024 was not material when compared to the prior period. The liability for sale of future royalties is reported in Other noncurrent liabilities in the Condensed Consolidated Balance Sheets and changes were as follows (in millions):</div><div style="margin-top:6pt"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:71.930%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.083%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Nine Months Ended September 30,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:0.5pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:0.5pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:0.5pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Beginning balance</td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">19 </td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">17 </td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 5.5pt;text-align:left;vertical-align:top">Interest accretion</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Ending balance</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times

New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%">21 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">19 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div><div style="margin-top:6pt">Long-term debt</div><div style="margin-top:6pt;text-align:justify;text-indent:36pt">As of September 30, 2024, the estimated fair value of our long-term debt approximated the carrying amount. The fair value of the long-term debt was estimated for disclosure purposes only and was determined based on other inputs that are observable, and thus categorized as Level 2 in the fair value hierarchy.</div><div style="margin-top:6pt;text-align:justify;text-indent:36pt">The following tables summarize the types of assets and liabilities measured at fair value on a recurring basis by level within the fair value hierarchy (in millions):</div><div style="margin-top:6pt"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:47.990%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.021%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.021%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.023%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Fair value measurement as of September 30, 2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Level 1</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Level 2</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Level 3</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Total</td></tr><tr><td colspan="3" style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:bottom">Assets</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Money market funds</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">134 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">134 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">U.S. treasury securities</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">258 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">258 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Corporate securities and commercial paper</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">668 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">668 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">U.S. government agency obligations</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">9 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">9 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-

color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">9 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Certificate of deposit</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">22 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">22 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 10pt;text-align:left;vertical-align:top">Total assets measured at fair value</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">134 </td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">957 </td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">1,091 </td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Liabilities</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:3pt double #000000;padding:2px 1pt;text-align:right;vertical-align:bottom"> </td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:3pt double #000000;padding:2px 1pt;text-align:right;vertical-align:bottom"> </td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:3pt double #000000;padding:2px 1pt;text-align:right;vertical-align:bottom"> </td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:3pt double #000000;padding:2px 1pt;text-align:right;vertical-align:bottom"> </td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Liability for sale of future royalties</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">21 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">21 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 10pt;text-align:left;vertical-align:top">Total liabilities measured at fair value</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">21 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 0 2px 1pt;text-

align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">21 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div><div style="margin-top:6pt"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:47.990%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.021%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.021%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.021%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.023%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Fair value measurement as of December 31, 2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Level 1</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Level 2</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Level 3</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Total</td></tr><tr><td colspan="3" style="background-color:#ceceff;border-top:0.5pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:bottom">Assets</td><td colspan="3" style="background-color:#ceceff;padding:0 1pt"></td><td colspan="3" style="background-color:#ceceff;border-top:0.5pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#ceceff;padding:0 1pt"></td><td colspan="3" style="background-color:#ceceff;border-top:0.5pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#ceceff;padding:0 1pt"></td><td colspan="3" style="background-color:#ceceff;border-top:0.5pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#ceceff;padding:0 1pt"></td><td colspan="3" style="background-color:#ceceff;border-top:0.5pt solid #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Money market funds</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">85 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ceceff;padding:2px 1pt;text-align:left;vertical-align:top">U.S. treasury securities</td><td colspan="3" style="background-color:#ceceff;padding:0 1pt"></td><td colspan="2" style="background-color:#ceceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ceceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceceff;padding:0 1pt"></td><td colspan="2" style="background-color:#ceceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">213 </td><td style="background-color:#ceceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceceff;padding:0 1pt"></td><td colspan="2" style="background-color:#ceceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ceceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceceff;padding:0 1pt"></td><td colspan="2" style="background-color:#ceceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">213 </td><td style="background-color:#ceceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Corporate securities and commercial paper</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">471 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">471 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ceceff;padding:2px 1pt;text-align:left;vertical-align:top">U.S. government agency obligations</td><td colspan="3" style="background-color:#ceceff;padding:0 1pt"></td><td colspan="2" style="background-color:#ceceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ceceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceceff;padding:0 1pt"></td><td colspan="2" style="background-color:#ceceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">90 </td><td style="background-color:#ceceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceceff;padding:0 1pt"></td><td colspan="2" style="background-color:#ceceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ceceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceceff;padding:0 1pt"></td><td colspan="2" style="background-color:#ceceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">90 </td><td style="background-color:#ceceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Certificate of deposit</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2"

style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 10pt;text-align:left;vertical-align:top">Total assets measured at fair value</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">85 </td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">781 </td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">866 </td><td style="background-color:#cceeff;border-top:0.5pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Liabilities</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:3pt double #000000;padding:2px 1pt;text-align:right;vertical-align:bottom"> </td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:3pt double #000000;padding:2px 1pt;text-align:right;vertical-align:bottom"> </td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:3pt double #000000;padding:2px 1pt;text-align:right;vertical-align:bottom"> </td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:3pt double #000000;padding:2px 1pt;text-align:right;vertical-align:bottom"> </td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Liability for sale of future royalties</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">19 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">19 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 10pt;text-align:left;vertical-align:top">Total liabilities measured at fair value</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">19 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">19 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> 1340000000013400000002580000000258000000006680000000066800000009000000090000000220000000220000001340000009570000006liability for sale of future royalties is reported in Other noncurrent liabilities in the Condensed Consolidated Balance Sheets and changes were as follows (in millions): <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:71.930%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.083%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-

align:center;vertical-align:bottom">Nine Months Ended September 30,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:0.5pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:0.5pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:0.5pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#ccceff;padding:2px 1pt;text-align:left;vertical-align:top">Beginning balance</td><td style="background-color:#ccceff;border-top:0.5pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ccceff;border-top:0.5pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">19 </td><td style="background-color:#ccceff;border-top:0.5pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td style="background-color:#ccceff;border-top:0.5pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ccceff;border-top:0.5pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">17 </td><td style="background-color:#ccceff;border-top:0.5pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 5.5pt;text-align:left;vertical-align:top">Interest accretion</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ccceff;padding:2px 1pt;text-align:left;vertical-align:top">Ending balance</td><td style="background-color:#ccceff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ccceff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">21 </td><td style="background-color:#ccceff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td style="background-color:#ccceff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%">$</td><td style="background-color:#ccceff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">19 </td><td style="background-color:#ccceff;border-bottom:3pt double #000000;border-top:0.5pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> 19000000170000002000000200000021000000190000000 The adoption, modification or termination of contracts, instructions or written plans for the purchase or sale of our securities by our Section 16 officers and directors for the three months ended September 30, 2024, which are intended to satisfy the affirmative defense conditions of Rule 10b5-1(c) under the Exchange Act, were as follows: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:33.445%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.860%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.536%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.860%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:15.415%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.860%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.233%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.860%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:16.631%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Name and Title</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Action</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Date</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Total Shares to be Sold</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Expiration Date</td></tr><tr><td colspan="3" style="background-color:#ccceff;border-top:0.5pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:bottom"> Juan Jaen President </td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td colspan="3" style="background-color:#ccceff;border-top:0.5pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Adoption</td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td colspan="3" style="background-color:#ccceff;border-top:0.5pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">August 12, 2024</td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td colspan="3" style="background-color:#ccceff;border-top:0.5pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">265,993</td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td colspan="3" style="background-color:#ccceff;border-top:0.5pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">November 14, 2025</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Jennifer Jarrett Chief Operating Officer </td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">Adoption</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">September 3, 2024</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">90,263</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">June 13, 2025</td></tr></table> falsefalsefalseJuan JaenPresidentAugust 12, 2024true265993November 14, 2025Jennifer JarrettChief Operating OfficertrueSeptember 3, 202490263June 13, 2025"